

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(3)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

VSE Corporation

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

Payment of filing fee (check the appropriate box):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11



Your **Vote** Counts!

VSE CORPORATION

2025 Annual Meeting
Vote by May 7, 2025
11:59 PM ET



VE3634-P27871

You invested in VSE CORPORATION and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on May 8, 2025.**

Get informed before you vote

View the 2025 Proxy Statement and our 2024 Annual Report to Stockholders online OR you can receive a free paper or email copy of the material(s) by requesting prior to April 24, 2025. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

May 8, 2025
10:00 am EDT

Virtually at:
www.virtualshareholdmeeting.com/WSEC2025

*Please check the meeting materials for any special requirements for meeting attendance.

Vote at www.ProxyVote.com

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors Nominees: 01) John A. Cuomo 02) Edward P. Dolanski 03) Ralph E. Eberhart 04) Mark E. Ferguson III 05) John E. Potter 06) Bonnie K. Wachtel 07) Anita D. Britt 08) Lloyd E. Johnson	✓ For
2. Approval of an amendment to VSE's Restated Certificate of Incorporation, as amended, to increase the number of authorized shares of common stock from 23,000,000 shares to 44,000,000 shares.	✓ For
3. Approval of the amendment and restatement of the VSE Corporation 2006 Restricted Stock Plan.	✓ For
4. Ratification of the appointment of Grant Thornton LLP as VSE's independent registered public accounting firm for the year ending December 31, 2025.	✓ For
5. Approval, on a non-binding advisory basis, of VSE's named executive officer compensation.	✓ For
NOTE: To transact such other business as may properly come before the meeting or any adjournment thereof.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".