



AUDIT COMMITTEE CHARTER

(Adopted December 18, 2023)

Purpose

The purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of VSE Corporation (the "Company" or "VSE") is to assist the Board with oversight of the Company's accounting and financial reporting processes, audits of the Company's financial statements, as well as risk management and compliance matters, including: (1) the integrity of the Company's financial statements; (2) the effectiveness of the Company's internal control over financial reporting; (3) the qualifications, selection, independence, performance and compensation of the Company's independent registered public accounting firm ("Auditors"); (4) the performance of the Company's internal audit and accounting and financial reporting processes; (5) the process for enterprise risk management, including cyber risk; (6) the Company's compliance with legal and regulatory requirements; and (7) the performance of any such other duties and responsibilities as are delegated to it by the Board from time to time related to the purposes of the Committee outlined in this Charter.

While the Board has delegated to the Committee oversight duties and responsibilities pursuant to this Charter, the fundamental responsibility for the accuracy of the Company's financial statements and disclosures, and the quality of the Company's accounting and financial reporting processes, remains with management.

Membership

The Committee shall consist of three or more members of the Board, each of whom (i) is determined by the Board to be "independent" in accordance with applicable Nasdaq and Securities and Exchange Commission ("SEC") rules and (ii) has not participated in the preparation of the Company's or any of its subsidiaries' financial statements at any time during the past three years.

Each Committee member shall be able to read and understand fundamental financial statements, including the balance sheet, income statement, and cash flow statement. At least one Committee member shall be an "audit committee financial expert" in accordance with applicable Nasdaq and SEC rules, have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background that results in the member's financial sophistication (including being or having been a chief executive officer, chief financial officer, or other senior officer with financial oversight responsibilities).

The members of the Committee, including the Chair, shall be appointed by the Board. Each member shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.

No member of the Committee may simultaneously serve on the audit committee of more than two (2) other public companies, unless the Committee member is a retired CPA, chief financial officer, controller or has similar experience.

Meetings

The Committee shall meet as often as it deems necessary to carry out its responsibilities, but in any event, not less than four times per year. The Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time.

The Committee Chair, in consultation with the other members of the Committee and senior management of the Company, will establish the agenda for each Committee meeting.

The Committee Chair shall preside at each meeting. The Committee will meet periodically in executive session without Company management present. The Committee shall meet separately in executive session with management, the Auditor and the chief internal audit executive.

The Committee will keep minutes of its proceedings and will report its actions to the next meeting of the Board.

Authority and Resources

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities. The Committee has the authority to retain outside counsel or other advisors or consultants, as it deems appropriate, including sole authority to approve the firms' fees and other retention terms. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for any expense related to any external advisors and for the ordinary administrative expenses of the Committee.

Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary or appropriate action to preserve the privileged nature of those communications.

The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee.

The Committee shall have the power to conduct or authorize investigations into any matters within the Committee's scope of responsibilities.

Duties and Responsibilities

The Committee has the following duties and responsibilities:

Independent Auditors

1. Appoint, retain, compensate, evaluate, and terminate the Auditor and any other independent registered public accounting firm engaged by the Company for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for the Company and, in its sole authority, approve all audit engagement fees and terms as well as all non-audit engagements with the Auditor or such other accounting firm.

2. Oversee the work of the Auditor or other accounting firm engaged by the Company for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for the Company, including resolving any disagreements between management and the Auditor, or any such other firm, regarding accounting and financial reporting.
3. Review and adopt a non-audit services policy and approve all audit, non-audit, tax, and other services provided by the Auditor, including specific preapproval of any permissible non-audit and tax services.
4. To the extent the Committee deems it appropriate, delegate pre-approval authority to the Chair of the Committee provided that, to the extent the Chair has exercised any such delegation, the Chair must report any such pre-approval decision to the Committee at its next scheduled meeting.
5. Review, at least annually, the Auditor's qualifications, performance and independence and review and discuss with the Auditor, the Auditor's annual report describing: (i) the Auditor's internal quality control procedures; (ii) any material issues raised by the most recent internal quality control review, or peer review, of the Auditor, or any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the Auditor, and any steps taken to address any such issues; (iii) all relationships between the Auditor and the Company; (iv) any other information pertaining to the independence of the Auditor; and/or (vi) any other information required by applicable law and the Public Company Accounting Oversight Board ("PCAOB"). The Committee will discuss with the Auditor any issues or disclosed relationships that may impact the objectivity or independence of the Auditor and take, or recommend to the Board to take, appropriate action to ensure independence of the Auditor.
6. Review and evaluate the lead audit partner of the Auditor (taking into account the opinions of management) and assure the regular rotation of the lead audit partner, the concurring partner and other audit partners engaged in the Auditor's annual audit of the Company's year-end financial statements as required by applicable SEC rules.

Financial Statements, Disclosure Matters and Internal Controls

7. Review, discuss and provide recommendations related to the audited financial statements and quarterly financial statements, including reviewing the "Management's Discussion and Analysis of Financial Condition and Results of Operations" and discussing the results of the quarterly review and other matters required to be communicated to the Committee by the Auditor under the applicable professional standards. Following such review and discussion, the Committee shall make a recommendation to the Board as to whether the Company's financial statements should be included in the Company's Form 10-K or Form 10-Q, as applicable.
8. Discuss and provide recommendations regarding the earnings press release;
9. Review the overall annual audit plan with the Auditor and the members of management responsible for preparing the Company's financial statements, and obtain and review annually, prior to the completion of the annual audit, a report from the Auditor regarding (i) all critical accounting policies and practices to be used; (ii) all material alternative treatments of financial information within generally accepted accounting principles that

have been discussed with the Company's management, including the ramifications of the use of such alternative treatments and the treatment preferred by the Auditor; and (iii) other material written communications between the Auditor and the Company's management (such as the management letter or a schedule of unadjusted differences).

10. Review the Company's financial reporting processes and internal controls in consultation with the Auditor. Such review shall include a consideration of major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of identified deficiencies. Both management and the Auditor shall report promptly to the Committee any material weaknesses, material changes or significant deficiencies in internal control systems.
11. Regularly review with the Auditor any problems or difficulties encountered in connection with performance of the audit, including restrictions on the scope of activities, access to requested information, and disagreements with management. In connection with such review, the Committee should focus on any accounting adjustments noted or proposed by the Auditor that were not adopted by management; communications between the Auditor and their national office regarding auditing or accounting issues arising in connection with the engagement; and any management or internal control letter issued, or proposed to be issued, by the Auditor that is in addition to the its audit report on the effectiveness of internal control over financial reporting.
12. Oversee the preparation of the report of the Committee required to be included in the Company's annual report and proxy statement.

Internal Audit Oversight and Responsibilities

13. Review the Internal Audit function, including: (i) charter, authority, and organizational reporting lines; (ii) annual audit plan, budget, and staffing; and (iii) concurrence in the appointment and performance of the chief internal audit executive.
14. Meet separately with the chief internal audit executive to discuss matters deemed necessary by either the Committee or Internal Audit.
15. Review and approve Internal Audit's annual risk assessment and material changes thereto, and receive reports on the status of significant findings, recommendations, and management's responses.

Risk Management and Compliance

16. Provide oversight of the Company's enterprise risk management framework, including review of the Company's policies with respect to risk exposures in the areas of financial reporting, internal controls, and cyber security, and evaluate the steps that management has taken to identify, monitor and control such exposures.
17. Review periodically, with the Company's legal counsel, any significant legal, compliance, or regulatory matters that may have a material effect on the Company's financial statements or the Company's business or compliance policies.

18. Review and discuss with management the Company's information technology security risk exposures, including (a) the potential impact of those exposures on the Company's business, financial results, operations and reputation, (b) the steps that management has taken to monitor and mitigate such exposures, (c) the Company's information governance policies and programs, and (d) legislative and regulatory developments that could materially impact the Company's privacy and data risk exposure. This analysis should include third-party service provider incidents that may impact the Company.
19. Establish procedures for: (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and/or (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters or alleged fraud. Review periodically with management these procedures and review all complaints received by the Company regarding accounting, internal controls or auditing matters.
20. Review and approve all related party transactions (as specified in Item 404 of Regulation S-K).
21. Monitor compliance with the Company's Code of Business Conduct and Ethics, including any matters reported by the chief legal officer or chief internal audit executive.
22. Recommend amendments to the Code of Business Conduct and Ethics as needed.
23. Review and grant, if deemed appropriate by the Committee, any requested waiver of the Code of Business Conduct and Ethics for an officer or a director. Any such waivers must be granted in writing.
24. To consider and, if deemed appropriate, adopt clear policies regarding Committee preapproval of employment by the Company of individuals employed or formerly employed by the Independent Auditor and engaged on the Company's account.
25. Provide support to the Nominating and Governance Committee in its oversight of the Company's Environmental, Social and Governance framework, including with respect to the Company's overall enterprise risk management framework, ethics policies and financial transparency.

Other Matters

26. Review and reassess the adequacy of this Charter on an annual basis.
27. Perform an annual evaluation of the Committee and make recommendations to the Board.
28. Review and provide guidance on any other financial reporting or audit that the Board or management desires to have reviewed by the Committee.