



COMPENSATION AND HUMAN RESOURCES COMMITTEE CHARTER

(Adopted December 18, 2023)

Purpose

The purpose of the Compensation and Human Resources 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 compensation programs for directors and officers and human resources matters, including (1) to review and recommend the compensation of the Company's Chief Executive Officer (the "CEO"), other executive officers and the Board; (2) to consider matters relating to management evaluation, development and succession; (3) to produce an annual compensation committee report on executive compensation for inclusion in the Company's annual proxy statement; (4) to oversee the Company's strategies and policies related to human resources and human capital management, and (5) to perform 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.

Membership

The Committee shall consist of three or more members of the Board, each of whom is determined by the Board to be "independent" in accordance with applicable Nasdaq and Securities and Exchange Commission ("SEC") rules. 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.

Meetings

The Committee shall meet as often as it deems necessary to carry out its responsibilities, but in any event, not less than three 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. Any executive officer (including the CEO) shall not be present during deliberations on the compensation of such officer. 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, compensation and benefits consultants, or other experts (“Advisors”), as it deems appropriate. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Advisor. The Committee will not be required to implement or act consistently with the advice of its Advisors. The Committee may, in its sole discretion, select an Advisor only after taking into consideration (1) the enumerated factors relevant to that person’s independence from management as described in the applicable Nasdaq rules and (2) whether any Advisor has any conflict of interest in accordance with Regulation S-K under the U.S. Securities Act of 1933, as amended. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for any expense related to any 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:

Executive Officer Compensation

1. Establish and review the overall compensation philosophy of the Company.
2. Review and approve the Company’s corporate goals and objectives relevant to the compensation for the CEO and other executive officers, including annual performance objectives.
3. Evaluate the performance of the CEO and other executive officers (in consultation with the CEO) in light of those goals and objectives and, based on such evaluation, approve, or recommend to the full Board the approval of, the annual salary, bonus, long-term incentive compensation, and other benefits for the CEO and other executive officers.
4. In approving or recommending the long-term incentive component of compensation for the CEO and other executive officers, the Committee should consider the Company’s performance, the value of similar incentive awards to CEOs and other executive officers at comparable companies, and the awards given to the CEO and other executive officers in past years.
5. Review and approve, and recommend to the Board the approval of, the adoption of, and any amendments to, a clawback policy allowing the Company to recoup compensation received by executive officers and other employees.
6. Review and approve, and recommend to the Board the approval of, the following for any executive officer: (1) any employment agreement and severance arrangement; (2) any

change-in-control arrangements affecting any elements of compensation and benefits; (3) any special or supplemental compensation and benefits for the executive officers.

Board Compensation

7. Annually review and recommend to the Board for approval the compensation paid to the Company's non-executive directors.

Equity-Based Compensation and Benefit Plans

8. Administer the Company's equity-based compensation plans and approve any grants of restricted stock, restricted stock units, performance units, and other equity-based incentives to the extent provided under such compensation plans.
9. Periodically review policies and procedures for the grant of equity-based awards.
10. Review and monitor employee pension and other employee benefit plans.

Succession Planning

11. Oversee the succession planning process with respect to the CEO and other key executive officers, including by: (1) evaluating potential candidates for the position of CEO and other key executive officers; and (2) maintaining an emergency succession plan addressing the event of the death or disability of the CEO and other key executive officers. Any evaluation of possible internal candidates should include a review of: (i) readiness and potential; (ii) demonstrated skills and competencies; and (iii) needed experience and training to fill gaps, and the Committee will also create a plan to provide adequate exposure of any internal candidates to the Board. The Committee will recommend potential candidates to the full Board, which will be responsible for selecting the CEO and other key executive officers.

SEC Disclosure Matters

12. Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and recommend that the CD&A be included in the Company's proxy statement or annual report on Form 10-K in accordance with SEC rules.
13. Produce the Committee report on executive officer compensation required to be included in the Company's proxy statement or annual report on Form 10-K in accordance with SEC rules.
14. Review and assess stockholder say-on-pay and say-on-pay frequency voting required by the Exchange Act and consider the results of the most recent say-on-pay vote in evaluating and determining executive compensation.

Human Capital Management

15. Oversee and monitor the Company's strategies and policies related to human capital management within the Company's workforce, including with respect to policies on diversity and inclusion, pay equity, workplace environment, talent management, leadership development and corporate culture.

Other Matters

16. Conduct an annual evaluation of the Committee's performance in fulfilling its duties and responsibilities under this Charter.
17. Review and reassess the adequacy of this Charter on an annual basis.
18. Review and provide guidance on any other compensation issues that either the Board or management desires to have reviewed by the Committee.