



VSEC Third Quarter 2020 Conference Call

29 October 2020



Forward-Looking Statements

This document contains certain forward-looking statements. These forward-looking statements, which are included in accordance with the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, may involve known and unknown risks, uncertainties and other factors that may cause VSE's actual results and performance in future periods to be materially different from any future results or performance suggested by the forward-looking statements in this document. Although we believe the expectations reflected in such forward-looking statements are based upon reasonable assumptions, we can give no assurance that actual results will not differ materially from these expectations. "Forward-looking" statements, as such term is defined by the Securities Exchange Commission (the "SEC") in its rules, regulations and releases, represent our expectations or beliefs, including, but not limited to, statements concerning our operations, economic performance, financial condition, the impact of widespread health developments, such as the ongoing COVID-19 outbreak, the health and economic impact thereof, and the governmental, commercial, consumer and other responses thereto, growth and acquisition strategies, investments and future operational plans. Without limiting the generality of the foregoing, words such as "may," "will," "expect," "believe," "anticipate," "intend," "forecast," "seek," "plan," "predict," "project," "could," "estimate," "might," "continue," "seeking" or the negative or other variations thereof or comparable terminology are intended to identify forward-looking statements. These statements, by their nature, involve substantial risks and uncertainties, certain of which are beyond our control, and actual results may differ materially depending on a variety of important factors, including, but not limited to, the uncertainty surrounding the ongoing COVID-19 outbreak and the other factors identified in our reports filed or expected to be filed with the SEC including our Annual Report on Form 10-K

Non-GAAP Financial Measures

In addition to the financial measures prepared in accordance with generally accepted accounting principles (GAAP), this document also contains Non-GAAP financial measures. We consider Adjusted Net Income, Adjusted EPS (Diluted), EBITDA, Adjusted EBITDA, net leverage ratio, trailing-twelve month Adjusted EBITDA and free cash flow as non-GAAP financial measures and important indicators of performance and useful metrics for management and investors to evaluate our business's ongoing operating performance on a consistent basis across reporting periods. Adjusted Net Income represents Net Income adjusted for discrete items. Adjusted EPS (Diluted) is computed by dividing net income, adjusted for the discrete items and the related tax impacts, by the diluted weighted average number of common shares outstanding. EBITDA represents net income before interest expense, income taxes, amortization of intangible assets and depreciation and other amortization. Adjusted EBITDA represents EBITDA adjusted for discrete items, and free cash flow represents operating cash flow less capital expenditures. Net leverage ratio is calculated as net debt (total principal debt less cash) divided by trailing twelve month Adjusted EBITDA. The reasons why we believe these measures provide useful information to investors and a reconciliation of these measures to the most directly comparable GAAP measures and other information relating to these Non-GAAP measures are included in the supplemental schedules attached.

BUSINESS UPDATE



Focused on business improvement, new business development and long-term strategy execution

ORGANIC GROWTH

Business Development

- Aviation: \$100 million, 5-year exclusive distribution agreement with major landing gear components manufacturer
- Federal & Defense: Contract bidding activity +46% y/y YTD 2020; won recompetes YTD 2020, in addition to new contract awards
- Fleet: Non-USPS revenue increased +54% y/y in 3Q20 and +48% on a TTM basis

Product Line Expansion

- Aviation: Launched Landing Gear Initiative:
 - Comprehensive landing gear solution suite for global airline and MRO customers;
 - (2) Parts distribution of proprietary and specialty products;
 - (3) Services include: gear sales, exchanges, repair management, kitting, 24/7 AOG service

Change Management

- Incoming CFO: Announced
 Steve Griffin as Chief Financial
 Officer successor (Q4 2020)
- New Segment President:
 Appointed Ben Thomas as
 President of Aviation segment
- Aviation MRO system integration/migration and corporate standardization, system integrations and entity consolidations in process
- COVID-related cost reductions complete (announced April 2020)

INORGANIC GROWTH

Acquisition Focus

- Launched initiative seeking accretive, net leverage-neutral acquisition targets
- Targeting "bolt-on" integration of complementary assets into existing business segment structure
- Current focus on aviation and federal services, with concentration on capabilities and/or customer expansion

3Q20 CONSOLIDATED PERFORMANCE



Generated positive net income and free cash flow, while reducing debt outstanding

Sequential Revenue Growth

- \$165.5 million (16.5% y/y); excluding Prime Turbines and CT Aerospace (12.0% y/y)
- Q/Q revenue growth across all three segments in 3Q20, excluding non-recurring items
- Commercial customer revenue of \$49 million (22% y/y); Government customer revenue of \$116.5 million (14% y/y)

Sustained Profitability

- **GAAP net income** of \$8.1 million, or \$0.73 per diluted share
- Adjusted net income of \$6.8 million, or \$0.62, per diluted share

Positive Free Cash Flow

Targeted Debt Reduction

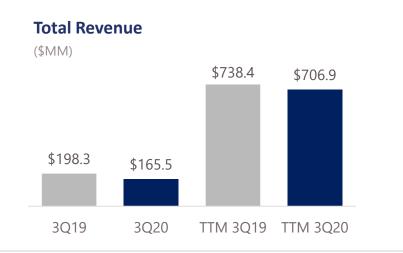
- Operating cash flow of \$12.4 million (7.4% y/y); free cash flow of \$11.3 million (6.3% y/y); TTM 3Q20 free cash flow of \$30.9 million
- **Total adjusted EBITDA** of \$18.0 million (26.5% y/y); Aviation: \$2.4 (75.9% y/y); Fleet: \$9.0 million (15.0% y/y); FDS: \$7.4 million, +40.6% y/y
- Total cash and availability +3.3% q/q to \$190.0 million
- Reduced total debt outstanding by \$10.4 million g/g in 3Q20
- Net debt to TTM adjusted EBITDA as of 9/30/2020 was 3.1x

GAAP FINANCIAL SUMMARY

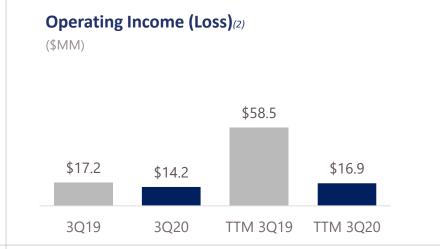
3Q20 and TTM⁽¹⁾ – Y/Y comparisons



- Y/Y revenue growth in Fleet offset by declines in Aviation and Federal & Defense
- Q/Q growth across all segments, less non-recurring items: Aviation +16.1%, Fleet +9.5%, Federal & Defense +1%
- TTM 3Q20 results include \$33.7 million non-cash impairment taken in Aviation segment in 2Q20
- · Maintained profitability during a period of pandemic-related disruption









Diluted Earnings (Loss) Per Share(2)

TTM is defined as the trailing twelve (12) month period ended September 30, 2020 and September 30, 2019, respectively.

Includes \$33.7 million non-cash impairment within the Aviation segment during the second quarter 2020.

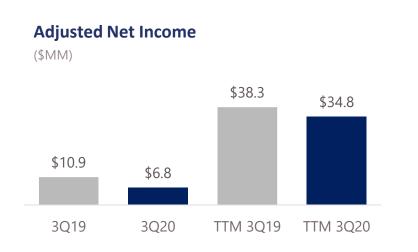
NON-GAAP FINANCIAL SUMMARY

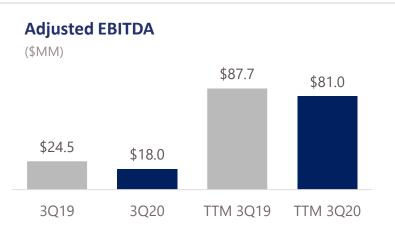
3Q20 and TTM – Y/Y comparisons

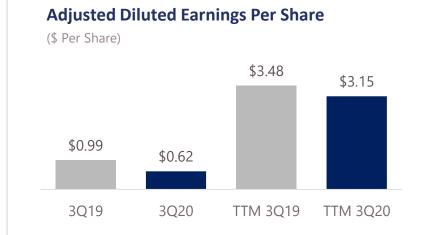


 Adjusted net income (38%) y/y in 3Q20; (9%) on a TTM 3Q20 basis

- Adjusted EBITDA (27%) y/y in 3Q20 and (8%) on a TTM 3Q20 basis
- Adjusted EBITDA margin growth in Federal & Defense offset by margin contraction in both Aviation and Fleet
- 3Q20 adjusted net income results exclude \$1.3 million of non-recurring tax adjusted impact from the 1st Choice Aerospace earnout









Adjusted EBITDA Margin

CONSOLIDATED PERFORMANCE BRIDGE

3Q19 vs. 3Q20 – Y/Y comparisons

- Aviation: Y/Y revenue decline attributable to the adverse impact of the COVID-19 pandemic on commercial air traffic, resulting in lower customer activity
- Federal & Defense: Y/Y revenue decline attributable to previously disclosed contract expiration with DoD customer in 1Q20
- Fleet: Y/Y revenue growth supported by higher sales from commercial fleet, eCommerce fulfillment and completion of non-recurring PPE order

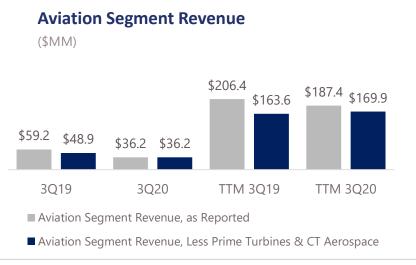


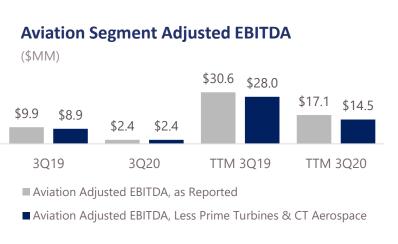
AVIATION



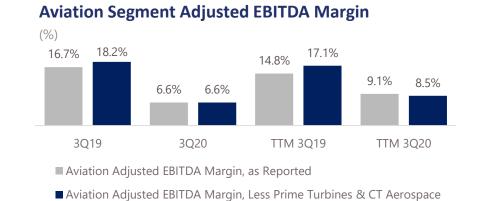
Revenue declined due to COVID impact on air travel, but increased +16% q/q

- Strategic Focus: Build scalable foundation for growth; target share gains; new product and service introductions
- Sequential Growth: 3Q20 revenue, less divestitures, increased 16% q/q due to share gains in distribution business & recovery in B&GA
- Business Development:
 Announced \$20 million
 distribution agreement w/
 Honeywell in July; \$100 million
 landing gear distribution
 agreement with major OEM in
 October
- New Leadership: Ben Thomas named new President of Aviation segment in October 2020







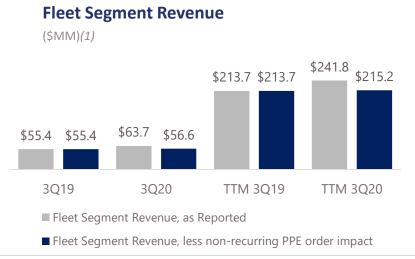


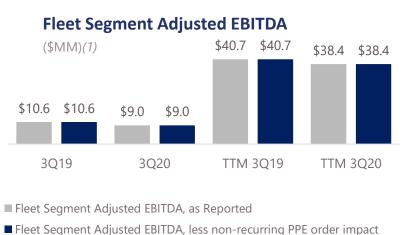
FLEET

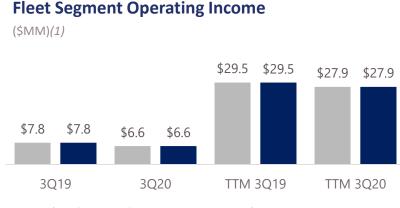


107% y/y growth in commercial (eCommerce fulfillment) offset lower USPS revenue in Q3

- Strategic Focus: Commercial fleet and e-commerce fulfillment market expansion opportunity
- Shifting Sales Mix: Increased mix of lower margin commercial revenue
- Non-USPS Revenue Growth: Increased ~54% y/y, supported by commercial fleet and other government customers
- Rebranding Initiative: Wheeler Bros. rebranded to Wheeler Fleet Solutions – repositioned for commercial fleet market

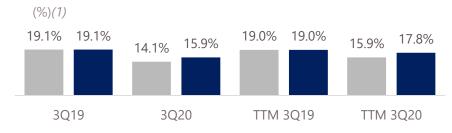






- Fleet Segment Op Income, as Reported
- Fleet Segment Op Income, less non-recurring PPE order impact

Fleet Segment Adjusted EBITDA Margin



- Fleet Segment Adjusted EBITDA Margin, as Reported
- Fleet Segment Adjusted EBITDA Margin, less non-recurring PPE order impact

⁽¹⁾ Excludes non-recurring impact of PPE equipment order from a government customer; excludes revenue and corporate allocation impact.

FEDERAL & DEFENSE

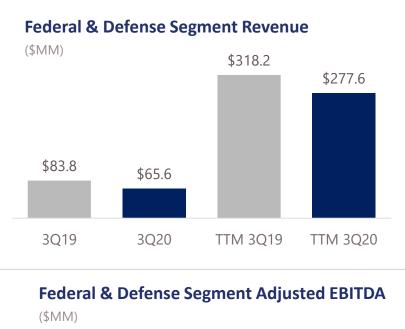


Y/Y improvement in both margin realization and Adjusted EBITDA in 3Q20

• Strategic Focus: Expand market focus; increase bidding activity; grow funded backlog; build pipeline of new contract awards and successful recompetes

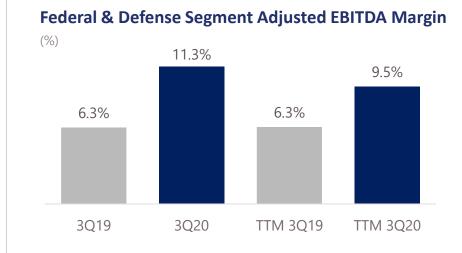
 Increased Bidding Activity: Nine months ended 2020, total contracts bids increased 46% y/y

 Margin Expansion: Favorable contract mix supported 500 bps expansion in adjusted EBITDA margin





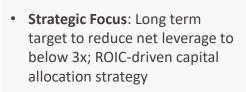




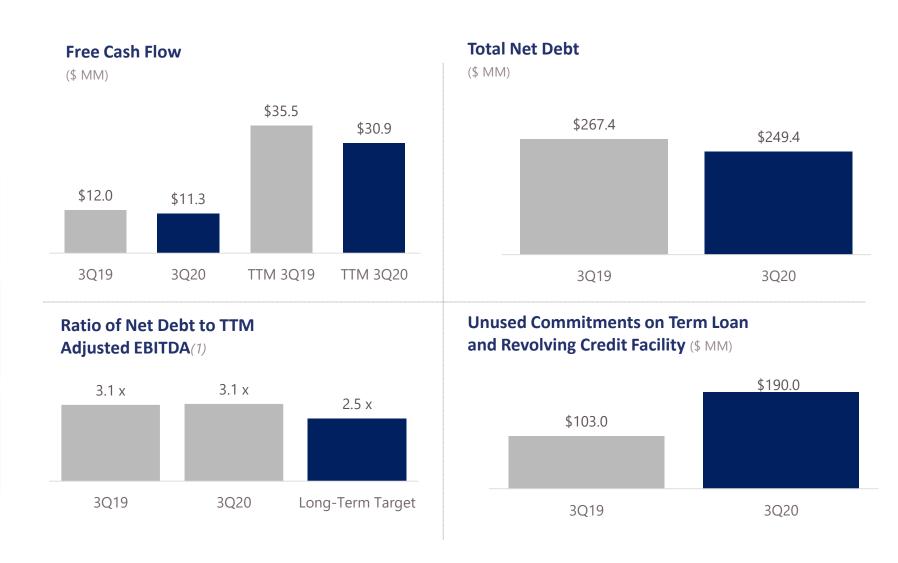
MAINTAINING BALANCE SHEET OPTIONALITY



Second consecutive quarter of debt reduction; ~\$190 million of excess availability on lending facilities

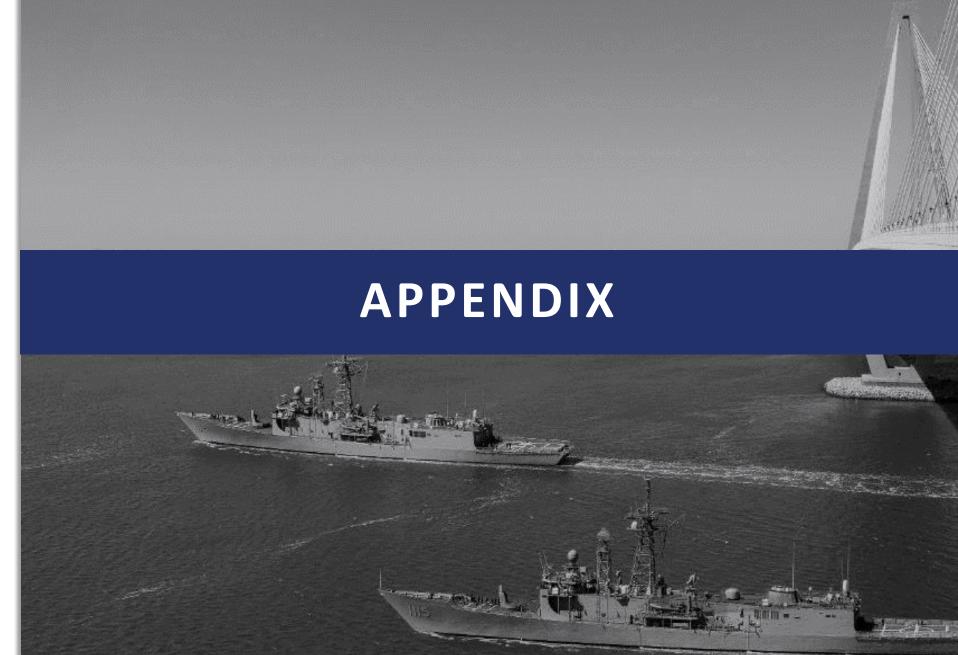


- Free Cash Flow: Despite lower revenue base, free cash flow declined only marginally on a y/y basis in 3Q20
- Debt Reduction: Reduced total outstanding debt by \$10.4 million in 3Q20, driven by positive free cash flow generation
- Strong liquidity profile: Total availability on lending facilities increased \$87 million y/y to approximately \$190 million



⁽¹⁾ Net Debt is defined as total debt less cash and cash equivalents; TTM Adjusted EBITDA is defined as Adjusted EBITDA for the most recent twelve (12) calendar months.







Adjusted Net Income and Adjusted EPS (Diluted)

(in thousands)	Three Months Ended September 30,		
	2020	2019	% Change
Net Income	\$8,108	\$10,527	(23)%
Adjustments to Net Income:			
Acquisition and CEO transition costs	_	518	
Earn-out adjustment	(1,695)	_	
Tax impact of adjusted items (1)	423	(126)	
Adjusted Net Income	\$6,836	\$10,919	(37)%
Diluted weighted average shares	11,100	11,060	
Adjusted EPS (Diluted)	\$0.62	\$0.99	(37)%

⁽¹⁾ Calculation uses an estimated statutory tax rate on non-GAAP tax deductible adjustments.



EBITDA and Adjusted **EBITDA**

(in thousands)	Three Months Ended September 30,		
	2020	2019	% Change
Net Income	\$8,108	\$10,527	(23)%
Interest expense	3,530	3,706	(5)%
Income taxes	2,547	2,982	(15)%
Amortization of intangible assets	4,158	5,014	(17)%
Depreciation and other amortization	1,351	1,739	(22)%
EBITDA	\$19,694	\$23,968	(18)%
Acquisition and CEO transition costs	_	518	
Earn-out adjustment	(1,695)	<u> </u>	
Adjusted EBITDA	\$17,999	\$24,486	(27)%



Segment EBITDA and Adjusted EBITDA (in thousands)	Three Months Ended September 30,		
	2020	2019	% Change
Aviation:			
Operating Income	\$1,586	\$6,568	(76)%
Depreciation and Amortization	2,493	3,314	(25)%
EBITDA	\$4,079	\$9,882	(59)%
Earn-out adjustment	(1,695)	_	
Adjusted EBITDA	\$2,384	\$9,882	(76)%
Fleet:			
Operating Income	\$6,589	\$7,843	(16)%
Depreciation and Amortization	2,378	2,711	(12)%
EBITDA and Adjusted EBITDA	\$8,967	\$10,554	(15)%
Federal & Defense:			
Operating Income	\$6,746	\$4,524	49%
Depreciation and Amortization	638	728	(12)%
EBITDA and Adjusted EBITDA	\$7,384	\$5,252	41%



Net Leverage Ratio

(in thousands)	September 30,		
	2020	2019	
Principal amount of debt	\$252,685	\$270,266	
Less: Debt issuance costs	(2,664)	(1,735)	
Less: Cash and cash equivalents	(551)	(1,095)	
Net Debt	\$249,470	\$267,436	
TTM Adjusted EBITDA(1)	\$81,036	\$87,690	
-			
Net Leverage Ratio	3.1x	3.1x	

⁽¹⁾ TTM Adjusted EBITDA is defined as Adjusted EBITDA for the most recent twelve (12) month period ending September 30, 2020 and September 30, 2019, respectively.





CORPORATE PROFILE



Pure-Play Aftermarket & MRO Services Company



DIVERSIFIED REVENUE MIX









FEDERAL & DEFENSE

Distribution & MRO Services

- » Aftermarket repair and distribution services to commercial, cargo, general aviation, military/defense and rotorcraft customers globally
- » Supply chain and parts distribution
- » Maintenance, repair and overhaul (MRO) services
- » Component and engine accessory maintenance
- » Rotable exchanges and sales

Distribution & Fleet Services

- » Aftermarket support, parts supply, inventory management, e-commerce fulfillment for medium- and heavy-duty truck/fleet owners
- » Customized fleet logistics
- » Parts distribution and warehousing
- » Just-in-Time supply chain management
- » Kitting; alternative product sourcing
- » Engineering and technical support

Logistics & Sustainment Services

- » Aftermarket maintenance, repair and overhaul (MRO) and logistics for military vehicles, ships and aircraft for federal and defense agencies
- » Base operations support (BOS)
- » Procurement and supply chain management
- » Aircraft, vehicle and marine sustainment services
- » IT services and energy consulting

100% Aftermarket Services

STRATEGIC OVERVIEW

Our Unique Value Proposition



Pure-Play Aftermarket

Independent, focused parts and services provider



Technical Expertise

Team of industry experts with technical and transportation asset repair experience



Ability to offer bespoke offerings to support customers and suppliers







Agile

Lean operating model, empowered business units

Experience

60+ year history of proven performance, aftermarket service excellence





Transportation Asset Experience

Support for land, sea and air transportation assets from new-generation to legacy and end-of-life assets

CORPORATE LEADERSHIP TEAM





John Cuomo
President and CEO



Tom LoftusChief Financial Officer



VP of Strategy, Chief of Staff



Krista Stafford
Chief Human Resources
Officer



Robert Moore
President,
Federal & Defense
Services



Ben Thomas
President,
Aviation



Chad Wheeler
President,
Wheeler Fleet Solutions

- 20+ years of aerospace distribution and services market industry experience
- Appointed Chief
 Executive Officer and
 President of VSE
 Corporation April 2019
- Previously served as Vice President and General Manager of Boeing Distribution Services

- 40+ years of aerospace, federal/ defense and supply chain distribution experience
- CFO of VSE Corporation since 2002; retiring Dec. 31, 2020
- Manages the financial and accounting operations for the consolidated corporation

- 17+ years of
 experience in business
 development,
 integration and
 aerospace consulting
- Joined VSE as Chief of Staff and Corporate Vice President of Strategy in 2019
- Leads strategic planning, growth and business development initiatives

- 15+ years of experience in Human Resources,
 Learning and
 Organizational
 Development
- Joined VSE as the Chief Human Resources Officer January 2020
- Previously served as
 Vice President, Human
 Resources at Boeing
 Distribution Services

- 25+ years of
 experience in the
 aerospace/ defense
 industry
- Joined VSE as
 President of Federal &
 Defense Services in
 2019
- Extensive leadership experience with DoD and Federal agencies providing Engineering, Logistics and Sustainment solutions

- 11+ years experience in the aerospace aftermarket distribution & services sectors
- Appointed President of VSE Aviation October 2020
- Previously managed aftermarket growth strategies for Boeing Global Services and KLX Aerospace Solutions

- 30+ years of supply chain industry experience
- President of Fleet segment/Wheeler since 2013
- Executive management of operations, government contract administration, supply chain initiatives and business development

INVESTMENT OPPORTUNITY



Diversified Aftermarket/MRO Play with Stable End-Market Exposure

Experience

60+ years of aftermarket experience and service excellence supporting 80% recompete success rate on multi-year government contracts

Leadership

CEO from KLX-Boeing, publiccompany experienced growth leader; Chairman is former Commander-in-Chief, NORAD & U.S. Northern Command

Balance

Stable, balanced customer mix; ~60% government revenue balanced with ~40% higher-margin potential commercial customers

Agile

Entrepreneurial and decentralized organization aligned to support customers, suppliers and shareholders

Focused

Shift toward leveraging core competencies to support customer, product and service organic growth opportunities

Well-Capitalized

Efficient capital structure and liquidity to support growth; targeting net leverage below 3x





STRATEGIC OVERVIEW

Roadmap for Growth



Organic Growth Factors



Inorganic Growth Requirements

- Increase market penetration of new/existing accounts
- Geographic expansion outside North America
- Targeted growth of new product additions
- Expand repair, logistic and capability service offering
- Focus on select, higher margin offerings

Focused, disciplined acquisition strategy targeting:

- Product, customer, service or geographic expansion
- Full integration into existing business segment
- Financially accretive approach and process
- Net leverage neutral acquisitions

AVIATION SEGMENT OVERVIEW



AVIATION

Providing aftermarket MRO and distribution services to commercial, cargo, business and general aviation, military/defense and rotorcraft customers globally.

Offerings include:

- 1. Parts distribution and supply chain services
- 2. Component and engine accessory maintenance
- 3. Maintenance, repair and overhaul (MRO) services
- 4. Rotable exchanges and sales

Key Customers



























AVIATION SEGMENT

>> MRO CAPABILITY DEVELOPMENT

New MRO offerings to support broadest range of aircraft components and engine accessory repair; specifically in fuel and hydraulics, engine components and accessories, interiors, auxiliary power units (APU), avionics

>> DISTRIBUTION PRODUCT EXPANSION

New proprietary OEM product additions to support aftermarket airframe, engine and interior platforms

>> INTERNATIONAL EXPANSION

Expansion in core aerospace markets for MRO and distribution

>> NEW CUSTOMERS

Market share gain for existing MRO and distribution capabilities with new Commercial and B&GA customers, and new market expansion into aerospace defense markets



| FLEET SEGMENT OVERVIEW

CORPORATION

FLEET (formerly Supply Chain Management Group)

Providing parts, sourcing, inventory management, e-commerce fulfillment, logistics, supply chain management and other services to federal and commercial aftermarket truck and fleet owners.

Offerings include:

- 1. High-duty cycle, medium- and heavy-duty vehicle parts distribution
- 2. Just-in-Time supply chain management
- 3. Customized fleet logistics and IT solutions
- 4. Technical support, engineering, sourcing, warehousing and kitting

Key Customers























FLEET SEGMENT

>> CUSTOMER DIVERSIFICATION

Expansion of commercial customer base to support new medium to large, high-duty cycle fleet customers

>> SHARE OF WALLET EXPANSION

Product expansion to existing Just-in-Time clients

>> MAINTAIN THE CORE

Continue to support USPS fleet and DoD vehicle parts

>> PRODUCT EXPANSION

Addition of both new product offerings and growth in private label product

>> GEOGRAPHIC EXPANSION

Geographic expansion beyond Northeast United States



| FEDERAL & DEFENSE SEGMENT OVERVIEW



FEDERAL & DEFENSE (formerly Federal Services Group)

Providing aftermarket maintenance, repair and overhaul (MRO) and logistics services to improve operational readiness and the useful life of military vehicles, marine vessels and aircraft for the U.S. armed forces, federal agencies and international defense customers.

Offerings include:

- 1. Equipment maintenance, repair and overhaul services
- 2. Base operations support
- 3. Transportation and freight services
- 4. Logistics, procurement and supply chain support
- 5. Engineering and technical solutions
- 6. IT and Energy consulting services

Key Customers





































FEDERAL & DEFENSE SEGMENT

>> INVESTMENT

Expand core business development and contracting solutions to increase share of budget with current and new customers

>> LEVERAGE CORE COMPETENCY

Expand base operations support for U.S. Air Force, U.S. Army and U.S Navy

>> MARKET EXPANSION

Increase military aviation services with product/supply chain and repair services; transition toward higher mix of fixed-price contracts

>> CAPABILITY DEVELOPMENT

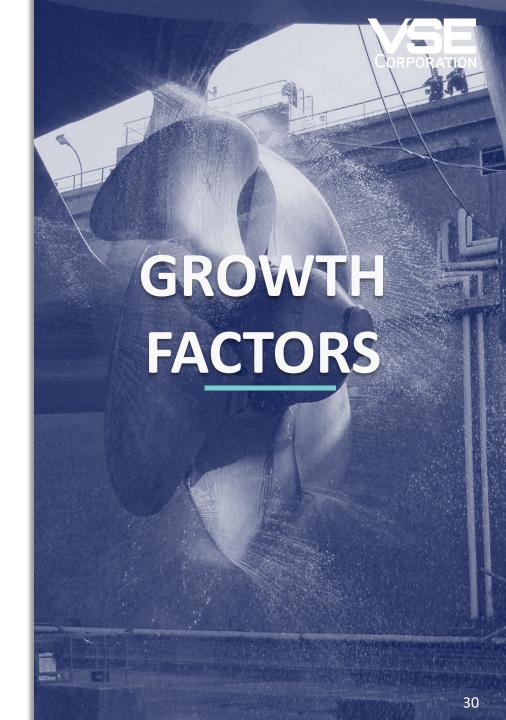
Broaden DoD logistics/supply chain offering to support market demand

>> INTERNATIONAL GROWTH

Utilize success in foreign markets to support foreign military sales opportunities

>> CONSULTING EXPANSION

IT and Energy consulting services growth



AVIATION SEGMENT

>> INDEPENDENCE

Niche single-source aftermarket focus with only repair and distribution capabilities

>> AGILITY

Organization structure provides rapid response, reliable support and bespoke support for customers and OEM supplier partners

>> TECHNICAL EXPERTISE

Distribution and MRO product knowledge to support OEM product lines with application focus and repair with in-house testing and technical expertise

>> INVENTORY & PLANNING

Right-sized inventory forecasting model to capture unplanned aftermarket demand for parts supply, rotables and repair



FLEET SEGMENT

>> UNIQUE MARKET OFFERING

Stocking Distributor + Technology Solutions + Consigned Parts Provider

>> NICHE CUSTOMER FOCUS

Medium to large, high-duty cycle, delivery and vocational fleets; 500,000 stocking SKUs and 700+ manufacturers represented

>> PROPRIETARY INVENTORY MANAGEMENT

Just-in-Time inventory and fleet management software and systems

>> TECHNICAL CAPABILITIES

Reverse engineering, design analysis, rapid prototyping, short-run production and in-house testing

>> PRIVATE LABEL PARTS

Customized engineered solutions, alternatives for out of service product, and quality sourced at tier one level



FEDERAL & DEFENSE SEGMENT

>> PAST PERFORMANCE

60+ year history of program execution and past performance across all land, sea and air transportation platforms

>> INDUSTRY EXPERTISE

Technical, subject matter-experienced team with extensive repair knowledge to support difficult-to-maintain assets

>> LEGACY ASSET SPECIALIST

Product sourcing, supply chain and logistics for legacy and end of lifecycle assets

>> EXTENSIVE CAPBILITIES

Diverse capability offering to support programs from base operations support to supply chain and repair, IT and consulting

>> CAPABLITIY CUSTOMIZATION

Partnering with customers for tailor-made solutions aligned with their specific mission needs





