

VSE CORPORATION
CONSOLIDATED GENERAL POLICY MEMORANDUM NO. 1300

DATE: October 28, 2020
OWNER: K. Stafford, Chief Human Resources Officer
APPROVED: J. Cuomo, President, Chief Executive Officer
SUBJECT: Code of Business Conduct and Ethics
REVISION: CGPM 1300 replaces GPM 1300 dated July 10, 2020

PURPOSE: The purpose of this Code of Business Conduct and Ethics (the “Code”) is to ensure that all employees understand their responsibilities with respect to conducting the Company’s business in an ethical manner.

APPLICABILITY/SCOPE: This Code applies to all VSE employees. The term “employee” or “employees” for purposes of this policy means:

- all officers and employees of VSE Corporation (“VSE”);
- all officers and employees of each VSE subsidiary and operating segment;
- the principal executive officer, principal financial officer, principal accounting officer, or controller, and any other persons performing similar functions for VSE;
- all third-parties representing VSE.

This Code also applies to each VSE member of the board of directors (employee directors and non-employee directors) to the extent consistent with the director’s duties and responsibilities under VSE’s certificate of incorporation and bylaws, Delaware corporation law, Nasdaq listing requirements, Securities and Exchange Commission rules and regulations, or other superseding authority.

This Code further applies to subsidiaries and controlled affiliates. Entities in which VSE owns more than 50 percent of the voting rights, or has the right to control the entity, are required to adopt and follow VSE compliance policies. Non-controlled affiliates should be encouraged to adopt and follow VSE compliance policies.

VSE employees working with third parties, such as consultants, agents, sales representatives, distributors and independent contractors, must require these parties to agree to comply with relevant aspects of VSE’s compliance policies. VSE employees will provide these parties with education and information about policy requirements.

The Supplement “VSE Supplier Code of Conduct” applies to all VSE suppliers (subcontractors, vendors, sellers, teaming partners, and consultants) and is provided herein as part of this policy.

The term “Company” as used in this Code means VSE Corporation and each of its subsidiaries and divisions.



All employees must comply with the provisions of this policy at all times. Failure to comply could impair the Company's ability to receive future contracts as well as subject noncomplying employees to disciplinary and legal consequences, including immediate suspension or termination of employment, as well as civil and criminal penalties.

Written policies in general, and ethical guidelines in particular, can never cover every circumstance and permutation. It is up to each employee to apply wisely the common themes running throughout this Code. Employees with questions about how to apply these general principles should contact their supervisor or the Legal Department, under the General Counsel. Most daily policy questions can probably be resolved by asking yourself this question: *"Would I be comfortable if my actions in this situation became known to my family, friends, employer, co-workers, and the general public?"* If the answer is "yes," you are probably doing the right thing.

DISTRIBUTION: All Employees, Officers and Directors

POLICY STATEMENT(S)

1. General Integrity and Compliance with Laws All employees and directors are expected to observe the highest standards of business ethics and to seek to comply with all laws, rules, regulations, and contract requirements that are applicable to the Company's business. Failure to comply may subject the employee or director, as well as the Company, to liability. Where laws, regulations, and contract requirements are ambiguous or difficult to interpret, employees should contact their immediate supervisor and, if necessary, their next level of supervision. If corrective action is not taken by a supervisor within a reasonable period of time, the matter should be brought to the attention of the General Counsel.
2. Conflicts of Interest On the job or in your free time, nothing you do should conflict with your responsibilities to VSE. No activity at work or at home should hurt VSE's reputation or good name. Misusing VSE resources or influence is also prohibited. Even when nothing wrong is intended, the appearance of a conflict can have negative effects. It is crucial to consider how your actions might appear, and to avoid the perception of a conflict of interest.

Transactions between the Company and its directors, officers, stockholders, employees, agents or affiliates, or members of their immediate family, must be submitted to, and approved by, the Company's board of directors (the "Board") or the Board's Audit Committee. This includes any transactions with third parties (e.g., vendors, etc.) in which such persons have a material interest. If you encounter any such transactions, notify the General Counsel.

Conflicts of interest can arise when you or a member of your family receive improper personal benefit because of your position with the Company. Unless you obtain approval in the manner described above, you should not take actions, conduct business, or make statements that create real or potential conflicts with the Company's interests, including taking a personal, proprietary or financial interest in an entity with which the Company does business or competes, or which could adversely, or appear to adversely, influence you in your Company employment.

You may not have an outside job, business, financial interest or activity that, because of its size, significance or nature, adversely affects your performance or that conflicts or appears to conflict with the Company's interests. Employees should obtain the approval of General Counsel before they accept a position outside the Company that requires commitment in excess of 10 hours per week or 40 hours per month in aggregate. Employees may not accept outside employment if the position interferes with the employee's discharge of his or her primary responsibilities to the Company or otherwise conflicts with the best interests of the Company. Directors should notify the Board or the Audit Committee about any actual or possible conflict of interests.

You may invest in entities that supply or purchase goods or services to or from the Company so long as the entity is listed on a national securities exchange or regularly traded by national securities dealers and you purchase only one percent or less of the market value of the entity's outstanding securities or if the aggregate market value of all securities held by the director, officer or employee or members of his or her immediate family represents more than 5 percent of the net worth of the individual. If you want to invest in entities not meeting this standard, or purchase shares in greater quantities, you must receive the Board's approval before investing. If you have any questions or concerns regarding investments or other financial interest, please contact VSE's General Counsel.

3. Gratuities Employees and directors are prohibited from making, or causing others to make, bribes or illegal payments to promote Company interests. Prohibited actions include money, favors, excessive or inappropriate gifts, costly entertainment, or inappropriate use of Company facilities.

Acts of hospitality toward commercial customers, public officials and Government employees should be of such a nature as to avoid compromising either the Government employee or the Company employee or director. While Federal law generally prohibits providing gifts of any kind to Federal officials, there are some limited exceptions, including unsolicited gifts and entertainment (such as business lunch) with a dollar threshold of \$20 per occasion and less than \$50 per calendar year. For instances involving commercial customers, gifts and entertainment are required to have an aggregate market value of less than \$200 per calendar year. Employees should obtain the approval for the General Counsel for gifts and entertainment above the \$200 threshold. If you have any questions, please contact General Counsel in advance.

4. Foreign Corrupt Practices Act (FCPA) and Anti-Bribery An improper payment to gain advantage in any situation is never acceptable and exposes you and VSE to possible criminal prosecution. VSE expressly prohibits improper payments in all business dealings, in every country around the world, with both governments and the private sector. The Company, and its employees and directors must comply with all anti-bribery laws, including the U.S. Foreign Corrupt Practices Act (herein "the FCPA"), the U.K. Bribery Act and other anti-corruption laws applicable to our business operations. VSE Directors, Officers, Employees and Third Parties representing VSE shall not (a) directly or indirectly, give, offer, promise or approve a bribe to a foreign government official in order to obtain or retain business for the Company, or for any improper business purpose and/or (b) fail to maintain accurate financial books and records in

accordance with the internal accounting controls established by the Company. The Company, our affiliates, our associates, third-party representatives, and joint venture partners are required to comply with this policy whether domestic or abroad. Violators face potential severe disciplinary action including termination, harsh civil fines and criminal penalties, including possible imprisonment. See VSE's **CGPM-1303: Foreign Corrupt Practices Act (FCPA) and Anti-Bribery Policy** for further information on this subject.

5. Political Involvement The Company will not contribute to political parties or candidates for office except as allowed by applicable campaign laws and regulations. VSE also has a clear and separate responsibility to obey all applicable laws and regulations with regard employing registered lobbyists for company business. Consult with our General Counsel BEFORE interacting with government officials in a manner that might be interpreted as a lobbying activity.

6. Proper Accounting Compliance with accepted accounting rules and controls is expected at all times. The books of accounts, budget proposals, economic evaluations of projects, documentation supporting the disbursement of funds, and all other Company records must fairly reflect all transactions. All accounting shall be handled in such a manner as to ensure that accurate and legitimate costs are charged to the appropriate contract or account. Creation or use of unauthorized accounting records to manage jobs or meet customer reporting requirements is prohibited. VSE is a publicly held corporation: all reports and documents filed with the Securities and Exchange Commission ("SEC"), and all other public communications made by VSE, will contain full, fair, accurate, timely, and understandable disclosures.

7. Safeguarding Sensitive Data Employees and directors with access to proprietary data, industrial security data, or privacy protected data are expected to protect and safeguard all such data to avoid improper disclosure. See VSE's CGPM- 1101 Safeguarding VSE Proprietary Data for further information on this subject. All employees are required to sign and comply with our Proprietary Rights Agreement.

8. Insider Trading In general, it is unlawful – and it is against VSE policy – for an insider to buy or sell VSE Stock when the insider has material information about the Company that the general public does not have. The term "insider" includes directors, employees and other persons such as family members who may have important information about the Company which has not been made available to the general public. To comply with the law, VSE has adopted a policy that (a) no insider will trade VSE Stock when the insider has material nonpublic information about the Company, (b) no insider will release nonpublic information about the Company without VSE's authorization, and (c) VSE will make public all material information about the Company in a timely manner in Company news releases or similar official sources. Violation of VSE's policies could result in termination of employment or in other similarly severe disciplinary action depending on the insider's relationship to VSE. See VSE's **CGPM-1201: Insider Trading Policy** for further information on this subject.

9. Acceptance of Costly Entertainment, Services, or Gifts Employees and directors may not accept costly entertainment, services, or gifts that may create the appearance of a conflict between the interests of the employee or director and the Company. Where gifts and services

are unavoidable because of local custom, they should be reported to the employee's supervisor for a determination by the supervisor, or General Counsel, to the extent to which they are to be considered the personal property of the recipient.

10. Fair Competition Employees shall not enter into understandings or arrangements with competitors which may unlawfully or disloyally affect pricing or marketing policies.

11. Professional Workplace The Company is committed to maintaining a professional and productive work environment. Certain relationships have the potential to interfere with this goal. Supervisors have a special duty to promote and maintain a workplace free from harassment and discrimination, and are expected to serve as examples for other employees by adhering to the highest standards of professionalism in all their actions. Romantic or sexual relationships between supervisors and employees may disrupt operations, decrease productivity, negatively affect morale, and otherwise interfere with the fulfillment of corporate goals. In certain circumstances, such relationships may also subject the Company to potential liability.

12. Prohibited Use of Company or Client Resources Employees shall not, at any time, use corporate or customer resources for unauthorized purposes.

13. Use of Social Media All employees must be mindful of VSE's reputation when posting personally or professionally on social media. If you engage in social media or online forums (such as blogs, wikis, chat rooms, bulletin boards or other social networks), be conscious when mixing your business and personal lives. You may not state, imply or give the impression that you are speaking on behalf of VSE unless you are specifically authorized to do so.

Always exercise good judgment when posting, and be aware that inappropriate conduct can negatively affect your organization, customers and yourself.

It is prohibited to post company-confidential, export-restricted, or classified information. It is prohibited to post false information or anything that might defame others or damage the VSE brands or the Company's reputation. Do not use company, clients' or third-parties' logos, trademarks or materials on your website/blog or in a post unless it has been cleared for public use or been otherwise approved by the relevant manager in your organization.

It is prohibited to post material that is obscene, threatening, or abusive toward any individual, including a coworker, consultant, contractor, customer, supplier or competitor. If you have any questions or concerns regarding use of social media, please contact VSE's General Counsel.

14. "Hotline" Reporting and Investigation In addition to the reporting procedures specified above, the Company maintains a "DoD Hotline" and an independent third party hotline service to report actual or suspected violations of this Code of Ethics; waste, fraud, and abuse; and complaints about VSE accounting, internal controls, auditing matters, or other financial concerns, including fraudulent record keeping or reporting. Reports made to the "hotline" systems may be made anonymously, and are reviewed by the Chairperson of the Audit Committee. Please see the VSE Intranet home page for additional information and telephone numbers or contact your

local Human Resources representative, Chief Human Resources Officer or General Counsel.

15. Suspected Violations Suspected violations reported by “hotline” or by any other reasonably reliable process will be promptly investigated and consistent action will be taken as necessary in compliance with clear and objective standards, such as this and other written and published VSE policies and procedures. The Chief Human Resources Officer or General Counsel are jointly responsible for assessing and ensuring the fairness of the process used to determine violations of Company policy.

16. Retaliation Prevention To facilitate and encourage the reporting of good faith complaints, it is a violation of Company policy for any employee to retaliate against another employee for filing a good faith complaint either internally or externally to government agency. See VSE’s **CGPM-5406: Retaliation Prevention Policy** for further information on this subject.

17. Waivers and SEC Reporting As noted in VSE’s annual proxy statement, the Code of Business Conduct and Ethics is posted on VSE’s internet website at www.vsecorp.com. VSE intends to satisfy the disclosure requirements under Item 5.05 of Form 8-K under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), regarding any waiver or amendment of the Code with respect to VSE’s principal executive officer, principal financial officer, and principal accounting officer or controller, or persons performing similar functions, by posting such required information on VSE’s Internet website. Any waivers for directors or executive officers of the Code must be approved by the Board and disclosed to Shareholders, along with the reasons for the waiver, in accordance with Nasdaq Rule 5610. No waiver, actual or implicit as defined, of any provision of this Code for VSE’s principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing any similar position that relates to one or more of the items set forth in SEC Regulation S-K Item 406(b) will be effective until that waiver has been reported to the individual responsible for the preparation and filing with the SEC of VSE’s reports on Form 8-K or for the disclosure on VSE’s Internet website in sufficient detail to enable that individual to prepare the appropriate disclosure with respect to the waiver. Waivers for officers who are not executive officers and for any other employees shall be approved by the Chief Executive Officer, and waivers for employees who are not officers must be approved by the General Counsel. The Chief Executive Officer shall report all such waivers to the Board. See VSE’s **CGPM- 1200: SEC Disclosure Controls and Procedures Policy** for further information on this subject.

18. Mandatory Disclosure Requirements of Crimes and Fraud This policy is intended to comply with Federal Government Contractor requirements to timely disclose violations of Federal criminal law involving (1) fraud, conflict of interest, bribery, or gratuity violations, (2) violations of the Civil False Claims Act, or (3) significant overpayments on a government contract. All employees and directors are encouraged to disclose such suspected violations in accordance with the reporting procedures set forth herein. The Corporate Legal Department will conduct or arrange for an investigation to determine if credible evidence of such a violation exists, which would warrant written disclosure to the proper U.S. Government officials, including the applicable agency Inspector General and Contracting Officer, if the violation is in connection with

a federal government contracting activity. Depending on the severity of the circumstances, the VSE Audit Committee may be engaged in such investigations. VSE's internal control system as outlined herein, includes monitoring and auditing, periodic evaluation of the Ethics program, and risk assessment of potential criminal conduct under the cognizance of the Chief Human Resources Officer or General Counsel.

RESPONSIBILITY AND COMPLIANCE WITH CODE

1. All employees and directors are expected to comply with both the letter and spirit of this Code or a substantially similar version of this policy maintained by subsidiary corporations and approved in writing by VSE's Chief Executive Officer.
2. Orders or instructions issued to an employee in violation of this policy are to be reported to the employee's supervisor, or, if necessary, the next level of supervision, as is the discovery of events of a fraudulent or illegal nature. If corrective action is not taken by the employee's supervisor within a reasonable period of time, then the matter should be brought to the attention of the Chief Human Resources Officer or General Counsel. Compliance with any order or instruction issued in violation of this Code will not relieve the employee of responsibility for the misconduct.
3. Employees are required to complete all required training in a timely manner and keep up to date on current standards and expectations. Required annual training includes ethics, workplace harassment, workplace violence prevention, cybersecurity, timekeeping policy, FCPA and training on the content of the VSE Code of Conduct. Employee supervisors will receive notifications of progress up to and after the training deadline to ensure all training is complete by the required deadline. Compliance training is mandatory and necessary either by law, or as part of our VSE standard as an employer.
4. Each employee and director shall execute acknowledgment of this Code indicating an understanding and acceptance of this policy (see below). This acknowledgment will be retained by the Company.
5. Employees, directors and supervisors hereby acknowledge that they are responsible for the diligent implementation of the contents of this Consolidated General Policy Memorandum, and supervisors hereby acknowledge that they are responsible for diligent periodic inquiry within their respective organizations to assure compliance with this policy and the other policies and procedures of the Company.
6. No adverse employment or other action will be taken, or permitted to be taken, against an employee who makes a report, in good faith, under this Code for making such report.
7. VSE shall post the text of this Code on its Internet website. Security violations affecting Government classified material should continue to be reported to the Security Officer in accordance with security procedures.

VIOLATIONS OF EMPLOYEE RESPONSIBILITIES

Violations of the Code, company policies, or laws and regulations will not be tolerated and may result in disciplinary action up to and including termination, legal proceedings and penalties including, in some circumstances, civil or criminal prosecution for both the individual involved and VSE Corporation.

Acknowledgment:

The undersigned hereby acknowledges receipt of a copy of VSE Consolidated General Policy Memorandum No. 1300 and agrees to comply with it:

Signature

Date

Print Name

DISTRIBUTION:

Supplement “VSE SUPPLIER CODE OF CONDUCT”

VSE SUPPLIER CODE OF CONDUCT

By acceptance of any purchase order, subcontract, vendor business agreement, teaming agreement or consultant agreement, the “supplier” or teaming partner accepts the following standards of conduct, known as the “VSE Supplier Code of Conduct” and acknowledges the commitment by VSE and itself to adhere to these standards.

Supplier Relationships

The standards set forth herein are expected of all suppliers to VSE including any parent companies, other legal entities, partners, subcontractors, and employees of the supplier. This document shall be made available to all employees and subcontractors of the supplier in a local language that is understandable to the employee or subcontractor. VSE expects the supplier to work with its own supply chain to ensure the principles and standards set forth in this code or an equivalent interpretation is met by its suppliers.

Forced or Involuntary Labor

VSE Suppliers will not use forced or involuntary labor of any type (e.g., forced, bonded, indentured or involuntary prison labor); employment is voluntary.

Child Labor

VSE Suppliers will not use child labor. The term “child” refers to any person employed under the age of 15 (or 14 where the law of the country permits), or under the age for completing compulsory education, or under the minimum age for employment in the country, whichever is greatest. We support the use of legitimate workplace apprenticeship programs which comply with all laws and regulations applicable to such apprenticeship programs.

Wages and Benefits

VSE Suppliers will, at a minimum, comply with all applicable wage and hour laws and regulations, including those relating to minimum wages; overtime hours and other elements of compensation, and provide legally mandated benefits.

Working Hours

VSE Suppliers will not exceed prevailing work hours and will appropriately compensate overtime. Workers shall not be required to work more than 60 hours per week, including overtime, except in extraordinary business circumstances with their consent. In countries where the maximum work week is less, that standard shall apply.

Nondiscrimination

VSE Suppliers will not discriminate in hiring and employment practices on grounds of race, religion, age, nationality, social or ethnic origin, sexual orientation, gender, gender identity or expression, marital status, pregnancy, political affiliation, or disability.

Respect and Dignity

VSE Suppliers will treat all employees with respect and will not use corporal punishment, threats of violence or other forms of physical coercion or harassment.

Freedom of Association

VSE Suppliers shall respect the legal rights of employees to join or to refrain from joining worker organizations, including trade unions. Suppliers have the right to establish favorable employment conditions and to maintain effective employee communication programs as a means of promoting positive employee relations that make employees view third-party representation as unnecessary.

Health and Safety

VSE Suppliers will provide their employees with a safe and healthy workplace in compliance with all applicable laws and regulations. Consistent with these obligations, Suppliers must have and implement effective programs that encompass life safety, incident investigation, chemical safety, ergonomics, etc., and provide the same standard of health and safety in any housing that is provided for employees. Suppliers should strive to implement management systems to meet these requirements.

Protection of the Environment

VSE Suppliers will operate in a manner that is protective of the environment. At a minimum, Suppliers must comply with all applicable environmental laws, regulations and standards, such as requirements regarding chemical and waste management and disposal, recycling, industrial wastewater treatment and discharge, air emissions controls, environmental permits and environmental reporting. Suppliers must also comply with any additional environmental requirements specific to the products or services being provided to VSE as called for in design and product specifications, and contract documents. Suppliers should strive to implement management systems to meet these requirements.

Laws, Including Regulations and Other Legal Requirements

VSE Suppliers will comply with all applicable laws and regulations in all locations where they conduct business.

Ethical Dealings

VSE expects our Suppliers to conduct their business in accordance with the highest ethical standards. Suppliers must strictly comply with all laws and regulations on bribery, corruption and prohibited business practices. VSE Suppliers will comply with the requirements of the Foreign Corrupt Practices Act, as amended, ("FCPA"), regardless of whether the VSE Supplier is within the jurisdiction of the United States; and neither directly nor indirectly, pay, offer, give, or promise to pay or give, any portion of monies or anything of value received to a public official or any person in violation of the FCPA and/or in violation of any applicable country laws relating to anti-corruption or anti-bribery.

Export Compliance

VSE Suppliers will comply with all applicable export, import and sanctions laws, regulations, orders, and authorizations, as they may be amended from time to time, applicable to the export (including re-export) or import of goods, software, technology, or technical data or services, including without limitation the Export Administration Regulations (“EAR”), International Traffic in Arms Regulations (“ITAR”), and regulations and orders administered by the Treasury Department’s Office of Foreign Assets Control.

Communications

VSE Suppliers must make the VSE Supplier Code of Conduct and other relevant information available to employees in the native language(s) of the employees and supervisors.

Monitoring/Record Keeping

VSE Suppliers must maintain documentation necessary to demonstrate compliance with the VSE Supplier Code of Conduct Principles and must provide VSE with access to that documentation upon VSE’s request.

Deliverables/Products and Services

VSE Suppliers must ensure that all deliverables to VSE Corporation and its end user are sufficiently safe and contain no hidden hazards, known or unknown that could jeopardize life, limb or property.

Notification of Misconduct

Each supplier is responsible to self-govern its employee(s) conduct as well as follow industry best practices and standards. Any “material act of misconduct that is contrary to the VSE Supplier Code of Conduct should be disclosed to the cognizant VSE Procurement Manager or the most senior level Manager of Procurement and Logistics.

Responsibility: Is the responsibility of the most senior level Manager of Procurement and Logistics to enforce this policy (Supplement “VSE SUPPLIER CODE OF CONDUCT”) and maintain the timely updating of its objectives.