



## COMPENSATION COMMITTEE CHARTER

(as approved and adopted by the Board of Directors on October 30, 2018)

1. **Role.** The role of the Compensation Committee (the "Committee") of the Board of Directors of VSE Corporation (the "Corporation" or "VSE") is to review the compensation of the officers and directors of VSE and to recommend the compensation of VSE's Chief Executive Officer and other executive officers to VSE's Board of Directors (the "Board") for determination, and to perform such other duties and responsibilities as are enumerated in and consistent with this Charter.
2. **Membership.** The membership of the Committee will consist of three or more directors, each of whom shall (a) be an "independent director" as defined in Nasdaq Rule 5605(a)(2), (b) be a "Non-employee Director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (c) satisfy the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended. The members of the Committee, including the chairperson, shall be appointed by the Board based on recommendations from the Nominating and Corporate Governance Committee. The members of the Committee shall be appointed for one-year terms and shall serve for such term or terms as the Board may determine. The Board may remove any member from the Committee at any time with or without cause.
3. **Operations.** The Committee will meet at least three times per year. Additional meetings may occur as the Committee or its chairperson deem advisable. The Committee will keep minutes of its proceedings and will report its actions to the next meeting of the Board. The Committee will be governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision hereof, (b) any provision of VSE's certificate of incorporation or bylaws, or (c) the laws of the State of Delaware.
4. **Authority.**
  - a) The Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel, compensation and benefits consultants, or other experts ("Advisor") as it deems appropriate. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Corporation, and the Committee will take all necessary or appropriate action to preserve the privileged nature of those communications.
  - b) The Committee may, in its sole discretion, select an Advisor only after taking into consideration the six factors relevant to that person's independence from management as described in Nasdaq Rule 5605(d)(3).
  - c) Except as may otherwise be specifically authorized herein or required by the federal securities laws or Nasdaq rules, the Committee is not authorized to bind the Board or VSE without the Board's prior approval set forth in a duly adopted resolution approved by a majority of the Board members who are independent as defined by Nasdaq Rule 5605(a)(2) as currently in effect.
5. **Responsibilities.** Subject to VSE's bylaws, the principal responsibilities and functions of the Committee are to review and provide guidance to the Board and management about proposals concerning the principal compensation policies of the Corporation, including:  
*Director and Officer Compensation and Agreements*
  - a) To review and provide guidance to the Board with respect to Board and committee compensation of the Corporation's directors.

- b) To oversee compensation of officers of VSE and to recommend the compensation of VSE's Chief Executive Officer ("CEO") to the Board for determination considering the Corporation's performance and the value of similar incentive awards to the CEOs at comparable companies, and the awards given to the Corporation's CEO in past years when determining the long-term incentive component of the CEO's compensation.;
  - c) To recommend the compensation of other Named Executive Officers ("NEOs") to the Board for determination in conjunction with the CEO;
  - d) Periodically review and make recommendations to the Board regarding the competitiveness of Director, CEO and NEO compensation;
  - e) To review and provide guidance with respect to employment agreements with officers of VSE;
- Employee Compensation and Benefit Plans***
- f) To oversee VSE's compensation structure, including equity compensation plans, benefits programs, and deferred compensation plans;
  - g) To review, approve and administer incentive compensation and equity incentive plans of the Corporation, including determining and granting awards thereunder and discharging any responsibilities imposed on the Committee or the administrator by any of these plans.
- SEC Reporting***
- h) To provide a report on executive officers compensation, as required by the SEC, for inclusion in VSE's annual proxy statement;
  - i) To review and discuss with management and recommend for Board approval the Compensation Discussion and Analysis required by applicable SEC rules to be included in VSE's annual proxy statement;
  - j) To review and assess stockholder say-on-pay and say-on-pay frequency voting required by Section 14A of the Securities Exchange Act of 1934, as amended, and consider the results of the most recent say-on-pay vote in evaluating and determining executive compensation;
- Risk Assessment***
- k) The Committee will consider management's periodic risk assessment of the Corporation's compensation policies, practices and programs, including performance incentive and employee benefit plans.
  - l) To review annually the liability insurance for directors and officers of the Corporation;
- Other***
- m) To review and provide guidance with respect to other transactions or financial issues that management desires to have reviewed by the Committee;
  - n) To conduct an annual evaluation or self-assessment of its performance in fulfilling its duties and responsibilities under this Charter; and
  - o) To review and reassess the adequacy of this Charter on an annual basis.
6. **Charter Availability.** VSE shall post the text of this Charter on its Internet website so that it is available for stockholders.