MINUTES OF THE SIXTIETH ANNUAL MEETING
OF THE STOCKHOLDERS OF VSE CORPORATION

The Sixtieth Annual Meeting of the Stockholders of VSE Corporation ("VSE") was held on May 7, 2019, at the VSE Headquarters Building, 6348 Walker Lane, Alexandria, Virginia 22310-3226. Thomas Kiernan, Vice President and Corporate Secretary, welcomed stockholders and guests and provided general information to the attendees. Mr. Kiernan introduced Calvin Koonce, Chairman of the Board, who welcomed attendees and provided a brief history of the past ten years of the company. Mr. Koonce then introduced John Cuomo, our CEO and President and CEO, and invited him to give a brief introduction.

Following Mr. Cuomo’s introduction, Mr. Koonce introduced each Board Member and each member of the Executive Team who was present.

Mr. Koonce then called the meeting to order at 10:10 a.m. Pursuant to the by-laws of VSE, the Chairman of the Board chaired the meeting, and VSE’s Corporate Secretary, Thomas Kiernan, acted as Inspector of Elections and Secretary of the meeting. Mr. Koonce introduced the members of the Board of Directors and officers present at the meeting. Approximately 38 stockholders and guests, including all eight directors, attended the meeting in person.

The Chairman stated that the purpose of the meeting was to consider and act on three matters described in the notice of meeting, review the operations of the corporation, and consider and act on such other matters as may properly come before the meeting. The Chairman noted that a certified listing of the stockholders of record of the corporation entitled to notice of and to vote at the meeting was available at the registration table and would remain available for inspection throughout the meeting. The Chairman stated that Mr. Kiernan had been designated to serve as the Inspector of Election to tabulate and report the votes received by proxy and in person.

The Secretary was requested to present evidence of the giving of notice of meeting, and Mr. Kiernan presented a copy of the notice of meeting, dated April 9th, 2019, together with his affidavit as VSE’s secretary affirming the due date and proper mailing of the notice to each stockholder entitled to notice. The Chairman called on the Inspector of Election to report whether a quorum was present. Mr. Kiernan responded that VSE had 10,904,936 shares outstanding as of the close of business on March 19, 2019, the record date for the meeting. There were 8,078,084 shares present at the meeting in person or by proxy, constituting about 74% of the total shares outstanding. A quorum being a majority of the shares outstanding, a quorum was therefore present.

The Chairman said that a quorum being present, the meeting is called to order and will proceed to the transaction of business. Without objection, the meeting will dispense with the reading of the minutes of the last annual meeting. Copies of the minutes of the last meeting had been placed on the registration table and were available to any stockholder who desires a copy. The Chairman said that the 2018 Annual Report to Stockholders, which includes a copy of the company’s Annual Report on Form 10-K containing the company's consolidated financial statements, and the company's 2019 Proxy Statement, which includes the matters to be voted on at this meeting, have been distributed to the stockholders as required. All matters, which are required to be presented, are contained therein. Accordingly, without objection, the Chairman referred the stockholders to the Annual Report (with enclosed Form 10-K) and proxy statement and directed that they be incorporated by reference into the minutes of this meeting.

Mr. Koonce said the first item of business stated in the Notice of Meeting is to consider and vote on the election of directors of VSE. Management's slate of nominees for director consists of the eight persons named in the proxy statement, namely, John Cuomo, Ed Eberhart, Mark Ferguson, Calvin Koonce, Jim Lafond, Jack Potter, Jack Stultz and Bonnie Wachtel, all of whom are presently serving as directors of the corporation. The Chairman inquired whether there were any other nominations or discussion.
There being no other nominations, the Chairman called upon the Inspector of Election to report the results of the voting. After tabulating the votes, the Inspector of Election reported that a minimum of approximately 7,245,087 shares were voted for each nominee of management's slate of eight nominees for director, with a maximum of about 832,997 shares withheld. The Chairman declared that in accordance with the Inspector's report, management's slate of eight nominees for director of VSE was elected.

The second item of business is to provide an advisory vote on executive compensation. This is a non-binding advisory stockholders vote on our executive compensation, commonly referred to as “Say-on-Pay.” Because the vote is advisory, it will not be binding upon the Board or the Compensation Committee and neither the Board nor the Compensation Committee will be required to take any action as a result of the outcome of the vote on this proposal. The Chairman noted that the Compensation Committee would, however, carefully consider the outcome of the vote when considering future executive compensation arrangements. The Chairman opened the matter for discussion.

There being no further discussion, the Chairman called on the Inspector of Election to report the results of the voting received by proxy. The Inspector reported that with respect to the proposal to approve the advisory resolution on the Company’s executive compensation, 7,932,516 shares were voted to approve the resolution, 126,281 shares were voted against resolution approval, and 19,287 shares abstained from voting. In accordance with the Inspector's report, the Chairman declared that the advisory resolution on the Company’s executive compensation had been approved.

The Chairman said the third and final item was to provide an advisory vote on the frequency of the advisory vote on executive compensation. This was a separate non-binding stockholder vote to advise on whether the Say-on-Pay vote should occur every one, two or three years. The Chairman stated that the Board recommended an annual stockholders vote for the advisory vote on executive compensation. The Chairman opened the matter for discussion.

There being no further discussion, the Chairman called on the Inspector of Election to report the results of the voting received by proxy. The Inspector reported that with respect to the proposal on the frequency of advisory votes on the Company’s executive compensation, 7,231,694 shares advised the vote should occur every year, 23,380 shares advised the vote should occur every two years, 717,755 shares advised the vote should occur every three years, and 15,255 shares abstained from voting. In accordance with the Inspector's report, the Chairman declared that an advisory stockholders vote on executive compensation will occur once every year.

The Chairman entertained questions related to the items in the proxy from the floor.

There being no further business, the Chairman called for a motion to adjourn, and on motion duly made, seconded, and carried, the formal portion of the meeting adjourned at approximately 10:20 a.m.

The Chairman then turned the meeting over to John Cuomo to make some remarks regarding the current status of the Company’s business operations and strategic focus for 2019, to be followed by Tom Loftus who would then discuss the Company’s financial results for 2018.

Mr. Cuomo described the Company’s current business environment and recent strategic initiatives, including transitioning to adjacent markets and updates in our VSE Aviation Group, Federal Services Group and Supply Chain Management Group. He stressed that his main focus for 2019 was to position each reporting segment for operational success. Mr. Cuomo thanked the stockholders for their continued support of VSE, and then turned the podium over to Tom Loftus.
Mr. Loftus then provided a brief overview of the Company’s financial performance in 2018, and presented several charts reflecting VSE’s financial performance from 2014 through 2018.

The Chairman opened the floor to questions related to the Company’s business operations and financial performance. There being none, the meeting officially concluded at 10:30 a.m.

Submitted: T.M. Kiernan, Secretary

05/8/2019

Please Note: The official 8-K filed with the SEC on May 9, 2019 reflects the final vote count, which includes additional votes cast on the day of the Stockholders Meeting. The additional votes did not impact the outcome of the proposals as recorded in these minutes.