Fourth Quarter & Full Year 2025 Results Conference Call

February 26, 2026

VSE CORPORATION

Forward-Looking Statements

This presentation contains statements that, to the extent they are not recitations of historical fact, constitute "forward looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Exchange Act. All such statements are intended to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and includes this statement for purposes of such safe harbor provisions. “Forward-looking” statements, as such term is defined by the SEC in its rules, regulations and releases, represent VSE Corporation’s (the “Company”) expectations or beliefs, including, but not limited to, statements concerning its operations, economic performance, financial condition, 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 speak only as of the date of this presentation and the Company undertakes no ongoing obligation, other than that imposed by law, to update these statements. These statements appear in a number of places in this presentation, and relate to, among other things, the Company’s intent, belief or current expectations with respect to: its future financial condition, results of operations or prospects; our business and growth strategies; and our financing plans and forecasts. You are cautioned that any such forward-looking statements are not guarantees of future performance and involve significant risks and uncertainties, and that actual results may differ materially from those contained in or implied by the forward-looking statements as a result of various factors, some of which are unknown, including, without limitation the factors identified in the Company’s reports filed or expected to be filed with the SEC including its Annual Report on Form 10-K for the year ended December 31, 2025.

Recent Developments – PAG Acquisition

Announces Agreement to Acquire Precision Aviation Group Acquisition

- VSE enters into a definitive agreement to acquire Precision Aviation Group ("PAG"), a leading provider of aviation maintenance, repair and overhaul ("MRO") services, distribution, and supply chain solutions serving commercial, business and general aviation (B&GA"), rotorcraft, and defense end markets
- Acquisition is expected to significantly expand VSE's scale and enhance its engine and component service capabilities across the aviation aftermarket, while maintaining a focused strategy centered on high-value, high-margin, mission-critical, and differentiated services
- PAG expects to generate approximately $615 million of adjusted revenue(1) for the full year ended December 31, 2025, with an adjusted EBITDA margin(1) greater than 20%
- Initial cost and in-sourcing synergies are estimated to exceed $15 million on an annualized basis, and provide a path for the combined business to achieve greater than 20% Adjusted EBITDA margin over the next few years
- Total upfront consideration of approximately $2.025 billion
  - Comprised of $1.75 billion in cash and approximately $275 million(2) of equity consideration
  - Up to $125 million in additional contingent earnout consideration(3), based on PAG's 2026 adjusted EBITDA(1) performance
- VSE expects to fund the acquisition using proceeds from the recently completed common stock and tangible equity unit offerings and permanent debt financing, which the Company is pursuing

(1) Non-GAAP measure. See additional information in the Appendix at the end of this presentation regarding non-GAAP financial measures
(2) Issued to GenNx360 Capital Partners.
(3) Payable in cash or equity consideration at VSE's sole discretion

Recent Developments – New Exclusive OEM Licensing Agreement and Life-of-Program Distribution Agreement

Exclusive Proprietary OEM Licensing Agreement	▪ VSE entered into an asset purchase and licensing agreement with an OEM to exclusively manufacture, distribute, and repair certain fuel pumps supporting the Pratt & Whitney Canada PT6 engine series ▪ The agreement expands VSE's proprietary OEM Solutions portfolio and strengthens its position in high-value, mission-critical engine accessory programs across the global PT6 installed base
Announces Exclusive APU Program	▪ VSE announced the launch of new, globally exclusive, life-of-program APU components distribution solutions program with OEM ▪ Expanded collaboration significantly broadens VSE's role in supporting APU platforms across a wide range of commercial and special-mission aircraft ▪ VSE will serve as the exclusive life-of-program licensed distributor of more than 2,500 unique aftermarkets parts supporting four discrete APUs ▪ Program execution expected to begin in early 2026; Revenue anticipated to ramp in 2H'26

Full Year 2025 Business Highlights

VSE Completes Multi-Year Transformation to Pure-Play Aviation Aftermarket Service Provider

Strategy Execution

- **RECORD FINANCIAL PERFORMANCE:** Achieved record aviation revenue and profitability, surpassing $1 billion in aviation revenue for the first time in company history, while strengthening margins and generating positive free cash flow.
- **ORGANIC GROWTH - NEW BUSINESS AWARDS AND OEM PARTNERSHIPS:** Secured multiple new distribution and MRO program awards and strengthened strategic OEM partnerships, supporting future organic growth and expanded proprietary content.
- **STRATEGY ADVANCEMENT - FLEET DIVESTITURE:** Completed the sale of the Fleet segment in April 2025, successfully repositioning VSE as a pure-play aviation aftermarket company.

Acquisition and Integration

- **TURBINE WELD ACQUISITION:** Acquired Turbine Weld Industries, LLC ("Turbine Weld") in May 2025, expanding proprietary repair capabilities across key business and general aviation engine platforms and strengthening engine focused MRO value proposition.
- **AERO 3 ACQUISITION:** Acquired Aero 3, Inc. ("Aero 3") in December 2025, expanding global wheel and brake MRO and distribution capabilities and enhancing diversified component services portfolio.
- **INTEGRATION AND SYNERGY CAPTURE PROGRESS - KELLSTROM:** Exceeded synergy capture plans and advanced integration initiatives across IT systems, brand transitions, HR and organizational alignment, IT system upgrades, and operational processes.

Investment for Growth

- **MRO CAPACITY AND CAPABILITY EXPANSION:** Increased MRO capacity and broadened technical capabilities across engine and component programs to support global future organic growth opportunities.
- **GLOBAL EXPANSION:** Launched new product introductions in Europe and continued growth across both Europe and APAC markets.
- **OEM SOLUTIONS PLATFORM DEVELOPMENT:** Advanced OEM Solutions organization and fuel control transition program, positioning 2026 as a critical execution year.
- **AI AND PROCESS INITIATIVES:** Launched initial AI-enabled tools and process improvement initiatives to improve efficiency across the platform.

Consolidated FY 2025 Financial Performance Highlights

FY'25

$1.1B
FY'25 Revenue

$183M (16.4%)
FY'25 Adj. EBITDA $ (Margin %)[1]

$3.92
FY'25 Adj. Diluted EPS[1]

1.1x
FY'25 Adj. Net Leverage[1]

- **Revenue of $1.1 billion** increased **41%** from FY'24 to FY'25 driven by strong growth in aviation distribution and MRO businesses, and contributions from recent acquisitions
- **Adjusted EBITDA[1] of $183 million** or **16.4%** of revenue increased **56%** from FY'24 to FY'25 driven by execution on distribution programs, increase in MRO activity, strong performance from OEM licensed manufacturing program and contributions from acquisitions
- **Adjusted Net Income[1] of $83 million, and Adjusted diluted earnings per share[1] of $3.92;** increased **121%** and **87%**, respectively
- **Free Cash Flow** of **$6 million,** an improvement of $57 million year-over-year
- **Adjusted Net Leverage[1]** of 1.1x

(excludes discontinued operations)

(1) Non-GAAP measure. See additional information in the Appendix at the end of this presentation regarding non-GAAP financial measures

Consolidated Q4 and Full Year 2025 Results

Year-Over-Year Performance

Revenue Growth

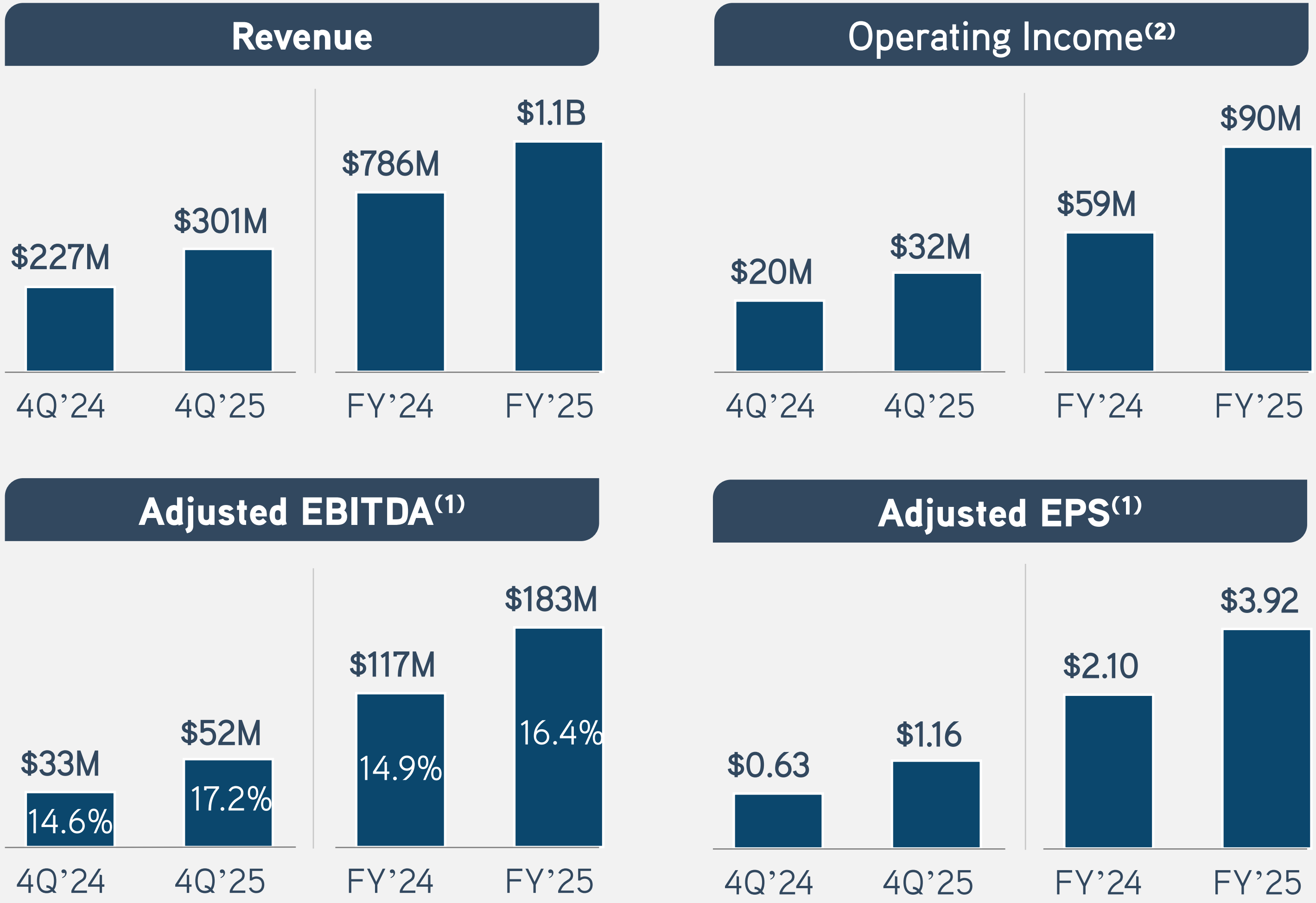
4Q'25	FY'25
+32%	+41%

Adj. EBITDA Growth[1]

4Q'25	FY'25
+55%	+56%

Adj. EPS Growth[1]

4Q'25	FY'25
+84%	+87%



(excludes discontinued operations)

Note: The change in margin may be different than reported due to rounding

(1) Non-GAAP measure. See additional information in the Appendix at the end of this presentation regarding non-GAAP financial measures

(2) Full year 2025 Operating income was negatively impacted by an approximate $29 million non-cash fair value adjustment to the earn-out receivable associated with the Fleet business sale

Aviation Segment Fourth Quarter 2025 Results

Year-Over-Year Performance

Revenue Growth

4Q'25	FY'25
+32%	+41%

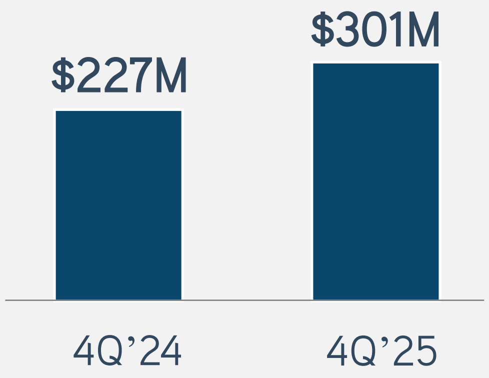
Operating Income

4Q'25	FY'25
+49%	+46%

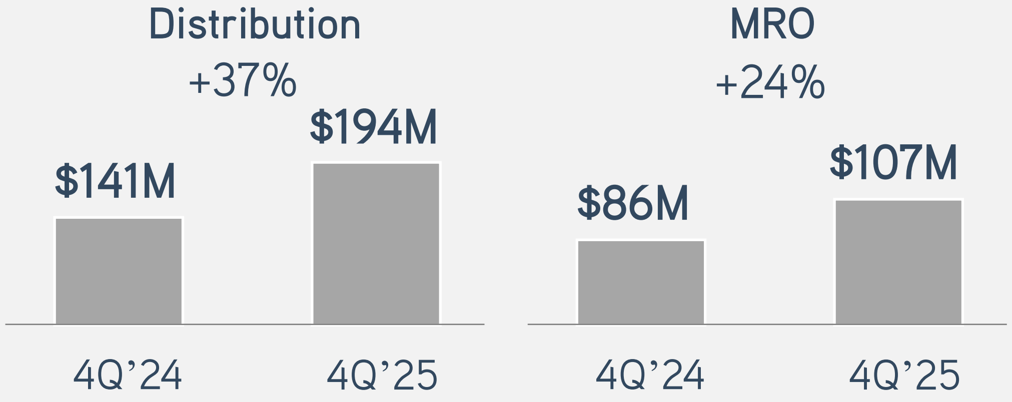
Adj. EBITDA Growth[1]

4Q'25	FY'25
+43%	+48%

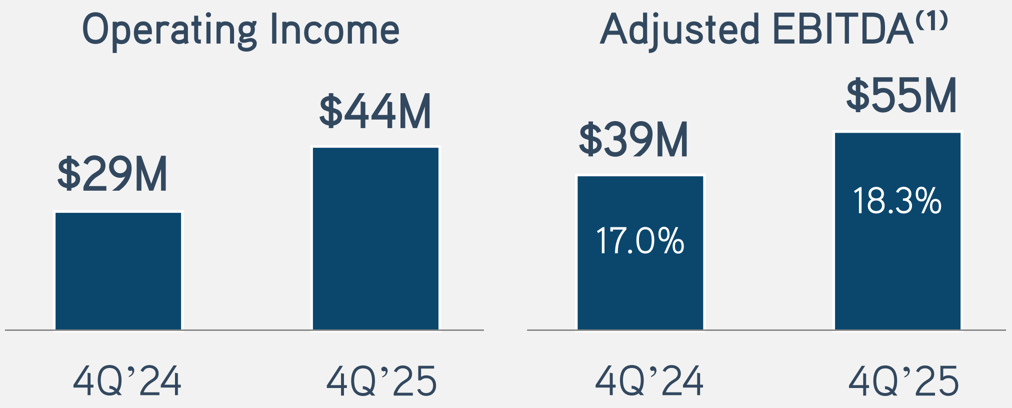
Revenue



Revenue by Sales Channel



Profitability

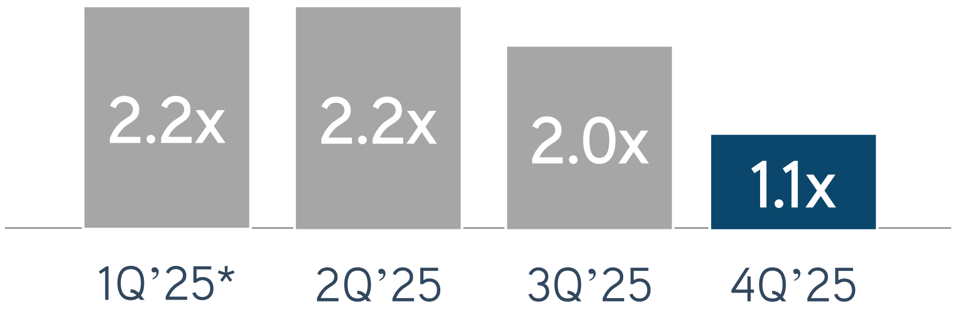


Note: Numbers many not sum due to rounding

(1) Non-GAAP measure. See additional information in the Appendix at the end of this presentation regarding non-GAAP financial measures

Balance Sheet Review as of December 31, 2025

Adjusted Net Leverage[1]



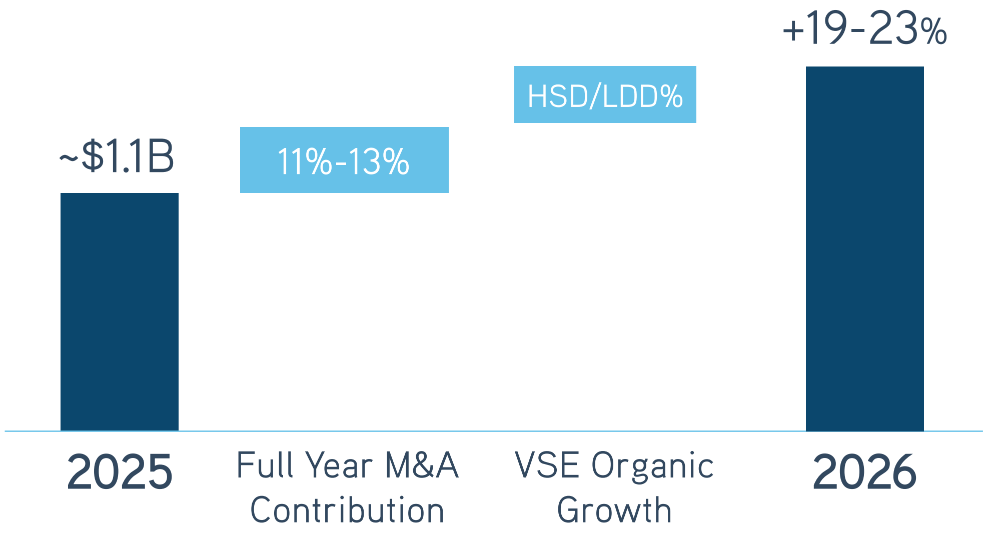
- **Free Cash Flow** of $31 million in 4Q'25 supported by strong profitability and solid working capital management. FY 2025 Free Cash Flow was $6 million
- **Net Debt** outstanding was $223 million
- **Cash and Revolver availability** was $469 million
- **Year-End Adjusted Net Leverage ratio** was 1.1x
- **Targeting Adjusted Net Leverage ratio** of less than 3.0x post PAG acquisition closing

**Pro forma Fleet sale*

(1) Non-GAAP measure. See additional information in the Appendix at the end of this presentation regarding non-GAAP financial measures

2026 Guidance: Accelerating Revenue and Expanding Margins

Revenue



- Aero 3 and Turbine Weld acquisitions expected to contribute to 2026 revenue growth
- VSE organic growth expected to be driven by new and existing distribution awards, new product line and repair capabilities, and MRO capacity expansion

Consolidated Adjusted EBITDA %

- Aero 3 and Turbine Weld acquisitions expected to be accretive to VSE's consolidated full year Adjusted EBITDA margin
- VSE organic margin expansion expected to be driven by acquisition integration synergy capture, operating leverage, program optimization, and MRO utilization

2026 Priorities

1. Execute acquisition integrations and accelerate synergy realization
2. Implement newly awarded distribution and OEM solutions programs across core platforms
3. Expand MRO capacity to capture incremental growth opportunities
4. Advance and convert the organic growth pipeline
5. Enhance processes and systems to enable scale and future integrations
6. Close the PAG acquisition and initiate disciplined integration execution

Appendix

VSE CORPORATION

Non-GAAP Financial Measures

In addition to the financial measures prepared in accordance with generally accepted accounting principles (“GAAP”), this presentation also contains non-GAAP financial measures. These measures provide useful information to investors. The Company consider VSE Adjusted EBITDA, VSE Adjusted EBITDA margin, VSE Adjusted EPS (Diluted), VSE Free Cash Flow, VSE Net Debt, VSE Adjusted Net Leverage Ratio, PAG adjusted revenue, PAG adjusted EBITDA and PAG adjusted EBITDA margin as non-GAAP financial measures and important indicators of performance and useful metrics for management and investors to evaluate VSE's ongoing operating performance on a consistent basis across reporting periods. These non-GAAP financial measures, however, should not be considered in isolation or as a substitute for performance measures prepared in accordance with GAAP. VSE adjusted EBITDA represents estimated operating income before depreciation and amortization expenses and excluding other non-recurring adjustments. VSE Adjusted EBITDA margin represents estimated operating income before depreciation and amortization expenses as a percentage of revenue. PAG adjusted revenue for the twelve months ended December 31, 2025, includes pre-acquisition revenue from companies acquired by PAG during the period. PAG adjusted EBITDA represents estimated operating income before depreciation and amortization expenses and includes the pre-acquisition portion of EBITDA from companies acquired by PAG during the trailing twelve months ended December 31, 2025, that is not included in historical results, anticipated synergies, and excludes certain non-recuring items. PAG adjusted EBITDA margin represents estimated operating income before depreciation and amortization expenses and includes the pre-acquisition portion of EBITDA from companies acquired by PAG, that is not included in historical results, and excludes certain non-recurring items, as a percentage of revenue. PAG adjusted EBITDA and PAG adjusted EBITDA margin do not represent pro forma financial information prepared in accordance with Article 11 of Regulation S-X. Management believes adjusted EBITDA provides useful information about the Company’s operating performance as it isolates non-cash depreciation and amortization charges as well as interest expense and income taxes, which are non-operating items.

Additionally, VSE Adjusted EBITDA margin, PAG adjusted EBITDA and PAG adjusted EBITDA margin are presented as forward-looking non-GAAP financial measures based solely on information available to us as of the date of this presentation and may differ materially from VSE’s and PAG’s actual operating results as a result of developments that occur after the date of this presentation. The determination of the amounts that are excluded from these non-GAAP financial measures is a matter of management judgment and depends upon, among other factors, the nature of the underlying expense, income amounts or anticipated synergies recognized in a given period. VSE is unable to present a quantitative reconciliation of the aforementioned forward-looking non-GAAP financial measures to their most directly comparable forward-looking GAAP financial measures because such information is not available, and management cannot reliably predict all of the necessary components of such GAAP measures without unreasonable effort or expense. For the same reasons, VSE is unable to address the probable significance of the unavailable information. In addition, the Company believes such reconciliation would imply a degree of precision that would be confusing or misleading to investors. The unavailable information could have a significant impact on the Company’s future financial results. These non-GAAP financial measures are a preliminary estimate and are subject to risks and uncertainties, including, among others, changes in connection with quarter-end and year-end adjustments. Any variation between the Company’s actual results and preliminary financial data set forth above may be material.

2026 Guidance Modeling Items

	Additional FY'26 Modeling Items
Interest Expense	~$20 million
Depreciation & Amortization	~$52-54 million
Tax Rate	~25%
Stock-based Compensation	~$15-16 million
Capital Expenditures as a percentage of sales	~2%

GAAP to Non-GAAP Reconciliations

EBITDA and Adjusted EBITDA

($ in thousands, except per share data)	Three months ended December 31,			Years ended December 31,		
	2025	2024	% Change	2025	2024	% Change
Net income from continuing operations	$ 22,296	$ 10,406	114.3%	$ 53,493	$ 19,402	175.7%
Interest expense, net	1,833	6,944	(73.6)%	20,556	34,947	(41.2)%
Provision for income taxes	8,362	3,089	170.7%	15,546	4,407	252.8%
Amortization of intangible assets	6,687	5,168	29.4%	25,995	17,625	47.5%
Depreciation and other amortization	3,507	2,461	42.5%	13,198	8,187	61.2%
EBITDA	42,685	28,068	52.1%	128,788	84,568	52.3%
Acquisition, integration and restructuring costs	6,131	2,746	123.3%	11,560	7,711	49.9%
Severance costs	-	-	-%	-	58	(100.0)%
Lease abandonment and termination costs	-	100	(100.0)%	-	12,345	(100.0)%
Divestiture-related restructuring costs	25	192	(87.0)%	316	4,231	(92.5)%
Earn-out receivable fair value adjustments	-	-	-%	29,200	-	-%
Stock-based compensation	2,927	2,202	32.9%	13,060	8,114	61.0%
Adjusted EBITDA	$ 51,768	$ 33,308	55.4%	$ 182,924	$ 117,027	56.3%

(excludes discontinued operations)

GAAP to Non-GAAP Reconciliations

Adjusted Net Income and Adjusted EPS (Diluted)

($ in thousands, except per share data)	Three months ended December 31, 2025	Three months ended December 31, 2024	% Change	Years ended December 31, 2025	Years ended December 31, 2024	% Change
Net Income from continuing operations	$ 22,296	$ 10,406	114.3%	$ 53,493	$ 19,402	175.7%
Adjustments to net income from continuing operations:						
Acquisition, integration and restructuring costs	6,131	2,746	123.3%	11,560	7,711	49.9%
Severance costs	-	-	-%	-	58	(100.0)%
Lease abandonment and termination costs	-	100	(100.0)%	-	12,345	(100.0)%
Divestiture-related restructuring costs	25	192	(87.0)%	316	4,231	(92.5)%
Earn-out receivable fair value adjustments	-	-	-%	29,000	-	-%
Debt issue costs	-	-	-%	491	-	-%
Interest income on note receivable	(699)	-	-%	(2,041)	-	-%
	27,753	13,444	106.4%	93,019	43,747	112.6%
Tax impact on adjusted items	(1,362)	(758)	79.7%	(9,862)	(6,074)	62.4%
Adjusted Income from continuing operations	$ 26,391	$ 12,686	108.0%	$ 83,157	$ 37,673	120.7%
Weighted Average Diluted Shares	22,710	20,249	12.2%	21,239	17,975	18.2%
GAAP EPS (Diluted)	$ 0.98	$ 0.51	92.2%	$ 2.52	$ 1.08	133.3%
Adjusted EPS (Diluted)	$ 1.16	$ 0.63	84.1%	$ 3.92	$ 2.10	86.7%

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

GAAP to Non-GAAP Reconciliations

Segment EBITDA and Adjusted EBITDA

($ in thousands)	Three months ended December 31, 2025	Three months ended December 31, 2024	% Change	Years ended December 31, 2025	Years ended December 31, 2024	% Change
Aviation						
Operating income	$ 43,500	$ 29,173	49.1%	$ 148,336	$ 101,387	46.3%
Depreciation and amortization	10,186	7,581	34.4%	39,160	25,500	53.6%
EBITDA	53,686	36,754	46.1%	187,496	126,887	47.8%
Acquisition, integration and restructuring costs	343	520	(34.0)%	2,733	1,579	73.1%
Severance costs	-	—	—%	-	58	(100.0)%
Stock-based compensation	1,175	1,297	(9.4)%	5,178	3,263	58.7%
Adjusted EBITDA	$ 55,204	$ 38,571	43.1%	$ 195,407	$ 131,787	48.3%

(excludes discontinued operations)

GAAP to Non-GAAP Reconciliations

Segment EBITDA and Adjusted EBITDA

($ in thousands)	Three months ended December 31, 2025	Three months ended December 31, 2024	% Change	Years ended December 31, 2025	Years ended December 31, 2024	% Change
Corporate						
Unallocated corporate costs	$ 11,009	$ 8,734	26.0%	$ 58,741	$ 42,631	37.8%
Depreciation and amortization	(8)	(48)	(83.3)%	(33)	(312)	(89.4)%
EBITDA	11,001	8,686	26.7%	58,708	42,319	38.7%
Acquisition, integration and restructuring costs	(5,788)	(2,226)	160.0%	(8,827)	(6,132)	43.9%
Lease abandonment and termination costs	-	(100)	(100.0)%	-	(12,345)	(100.0)%
Divestiture-related restructuring costs	(25)	(192)	(87.0)%	(316)	(4,231)	(92.5)%
Earn-out receivable fair value adjustments	-	-	-%	(29,200)	-	-%
Stock-based compensation	(1,752)	(905)	93.6%	(7,882)	(4,851)	62.5%
Adjusted unallocated corporate costs	$ 3,436	$ 5,263	(34.7)%	$ 12,483	$ 14,760	(15.4)%

GAAP to Non-GAAP Reconciliations

Balance Sheet

Reconciliation of Operating Cash Flow to Free Cash Flows

($ in thousands)	December 31, 2025	September 30, 2025	June 30, 2025	March 31, 2025	December 31, 2024
Net cash provided by (used in) operating activities	$ 37,642	$ 24,089	$ 11,891	$ (46,632)	$ 55,375
Capital expenditures	(6,768)	(6,049)	(5,589)	(2,875)	(3,265)
Free Cash Flow	$ 30,874	$ 18,040	$ 6,302	$ (49,507)	$ 52,110

Reconciliation of Debt to Net Debt

($ in thousands)	December 31, 2025	September 30, 2025	June 30, 2025	March 31, 2025	December 31, 2024
Principal amount of debt	$ 296,250	$ 359,741	$ 383,000	$ 467,000	$ 432,500
Debt issuance costs	(3,446)	(3,645)	(3,844)	(1,994)	(2,327)
Cash and cash equivalents	(69,358)	(8,784)	(16,906)	(5,711)	(29,030)
Net Debt	$ 23,446	$ 347,312	$ 362,250	$ 459,295	$ 401,143

Net Leverage Ratio

($ in thousands)	December 31, 2025	September 30, 2025	June 30, 2025	March 31, 2025	December 31, 2024
Net Debt	$ 223,446	$ 347,312	$ 362,250	$ 459,295	$ 401,143
TTM Adjusted EBITDA (1)	$ 182,924	$ 164,463	$ 147,003	$ 132,267	$ 136,294
Net Leverage Ratio	1.2x	2.1x	2.5x	3.5x	2.9x
TTM Acquisition Adjusted EBITDA (2)	$ 209,128	$ 171,564	$ 162,287	$ 146,876	$ 158,752
Adjusted Net Leverage Ratio (3)	1.1x	2.0x	2.2x	2.2x	2.5x

(1) TTM Adjusted EBITDA is defined as Adjusted EBITDA for the most recent twelve (12) month period. TTM Adjusted EBITDA and Cash and cash equivalents for the period ended December 31, 2024 only do not include any adjustment to reclassify amounts from the Fleet segment.
(2) TTM Acquisition Adjusted EBITDA includes pre-acquisition portion of EBITDA for the trailing twelve months that is not included in historical results.
(3) Adjusted Net Leverage Ratio as of March 31, 2025 only includes a $140 million reduction of net debt. This amount represents the initial cash proceeds from the Fleet sale in April 2025, which were utilized to pay down existing borrowings.