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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549  
**SCHEDULE 14A**  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**TELOS CORPORATION**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee paid previously with preliminary materials.
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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TELOS CORPORATION  
19886 ASHBURN ROAD  
ASHBURN, VIRGINIA 20147

# Your **Vote** Counts!

## TELOS CORPORATION

2023 Annual Meeting  
Vote by May 7, 2023 11:59 PM EDT. For shares held  
in a Plan, vote by May 2, 2023 11:59 PM EDT.



V05962-P88234

## You invested in TELOS CORPORATION and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on May 8, 2023.**

### Get informed before you vote

View the Notice and Proxy Statement and Annual Report on Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to April 24, 2023. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

### Smartphone users

Point your camera here and  
vote without entering a  
control number



### Vote in Person at the Meeting\*

May 8, 2023  
10:00 AM, EDT

Telos Corporation  
19886 Ashburn Road  
Ashburn, Virginia 20147

\*Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends								
<p>1. <b>ELECTION OF DIRECTORS:</b> To elect seven Directors to the Board of Directors to serve until the 2024 Annual Meeting of Stockholders or until their successors are elected and qualified.</p> <p><b>Nominees:</b></p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%;">01) John B. Wood</td> <td style="width: 50%;">05) Derrick D. Dockery</td> </tr> <tr> <td>02) David Borland</td> <td>06) Bradley W. Jacobs</td> </tr> <tr> <td>03) Maj. Gen. (ret) John W. Maluda</td> <td>07) Fredrick D. Schaufeld</td> </tr> <tr> <td>04) Bonnie L. Carroll</td> <td></td> </tr> </table>	01) John B. Wood	05) Derrick D. Dockery	02) David Borland	06) Bradley W. Jacobs	03) Maj. Gen. (ret) John W. Maluda	07) Fredrick D. Schaufeld	04) Bonnie L. Carroll		 For
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04) Bonnie L. Carroll									
2. <b>INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM:</b> To ratify the selection of PricewaterhouseCoopers LLP to serve as the Company's independent registered public accounting firm.	 For								
3. <b>AMENDMENT TO THE OMNIBUS LONG-TERM INCENTIVE PLAN:</b> To approve Amendment No. 2 to the 2016 Omnibus Long-Term Incentive Plan of the Company, substantially in the form attached hereto as Exhibit A (the "Plan Amendment").	 For								
4. <b>ADVISORY VOTE ON EXECUTIVE COMPENSATION:</b> To approve, on an advisory basis, the compensation of the Company's named executive officers or "say-on-pay".	 For								
5. <b>ADVISORY VOTE ON THE FREQUENCY OF THE VOTE ON EXECUTIVE COMPENSATION:</b> To recommend, on an advisory basis, the frequency with which the Company should conduct future stockholder advisory votes on named executive officer compensation.	 Years								
6. <b>OTHER BUSINESS:</b> To transact such other business as may properly come before the Annual Meeting and any adjournment or postponement thereof.									

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Sign up for E-delivery".