
**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 under §240.14a-12



Vital Energy, Inc.

(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 24(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
-



Your **Vote** Counts!

VITAL ENERGY, INC.
2023 Annual Meeting
Vote by May 24, 2023
11:59 PM ET

VITAL ENERGY, INC.
521 E. 2ND STREET, SUITE 1000
TULSA, OK 74120

Ricky Campana
P.O. Box 123456
Suite 500
51 Mercedes Way
Edgewood, NY 11717

1 OF 2
322,224
148,294

30#



FLASHID-JOB#

You invested in VITAL ENERGY, INC. 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 25, 2023.**

Get informed before you vote

View the 2022 Annual Report to Stockholders, Notice and Proxy Statement online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 11, 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, (2) call 1-800-579-1639 or (3) send an email to 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

Control #

XXXX XXXX XXXX XXXX



Smartphone users

Point your camera here and vote without entering a control number



Vote in Person at the Meeting*

May 25, 2023
9:00 AM CDT

Vital Energy, Inc.
521 E. 2nd Street
Tulsa, OK 74120

*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.

SHARE CLASSES REPRESENTED FOR VOTING
 THE COMPANY NAME INC. - COMMON ASDFGHJKL 123456789.1234
 THE COMPANY NAME INC. - CLASS A 123456789.1234
 THE COMPANY NAME INC. - CLASS B 123456789.1234
 THE COMPANY NAME INC. - CLASS C 123456789.1234
 THE COMPANY NAME INC. - CLASS D 123456789.1234
 THE COMPANY NAME INC. - CLASS E 123456789.1234
 THE COMPANY NAME INC. - CLASS F 123456789.1234
 THE COMPANY NAME INC. - 401 K 123456789.1234

| Voting Items | Board Recommendations |
|---|-----------------------|
| 1. Election of Directors Nominees: | |
| 1a. Dr. Craig M. Jarchow | ✔ For |
| 1b. Jason Pigott | ✔ For |
| 1c. Edmund P. Segner, III | ✔ For |
| 1d. Shihab Kuran | ✔ For |
| 1e. John Driver | ✔ For |
| 2. The ratification of Ernst & Young as the independent registered public accounting firm for the fiscal year ending December 31, 2023. | ✔ For |
| 3. Advisory vote to approve the compensation of the named executive officers. | ✔ For |
| 4. To approve an Amendment and Restatement of the Certificate of Incorporation to clarify and eliminate obsolete provisions. | ✔ For |

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".