

# VICTORY CAPITAL MANAGEMENT INC.

## INVESTMENT ADVISER BROCHURE FORM ADV PART 2A

March 28, 2023



15935 La Cantera Pkwy  
San Antonio, TX 78256  
Phone: (877) 660-4400  
[www.vcm.com](http://www.vcm.com)

This brochure provides information about the qualifications and business practices of **Victory Capital Management Inc.** If you have any questions about the contents of this brochure, please contact us at (877) 660-4400. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("**SEC**") or by any state securities authority.

Victory Capital Management Inc. is a registered investment adviser. Registration as an investment adviser does not imply a certain level of skill or training. Additional information about Victory Capital Management Inc. is available on the SEC's website at: <http://www.adviserinfo.sec.gov>.

## ITEM 2: MATERIAL CHANGES

Since the last update of this brochure on March 25, 2022, Victory Capital Management Inc. (“**VCM**”) has made the following changes:

- There were non-material additions, changes and elaborations, including to statistics, strategies, fee schedules, risk factors, and policies, as well as enhancements and clarifications made throughout.

### ITEM 3: TABLE OF CONTENTS

ITEM 1: COVER PAGE	
ITEM 2: MATERIAL CHANGES .....	2
ITEM 3: TABLE OF CONTENTS .....	3
ITEM 4: ADVISORY BUSINESS .....	4
ITEM 5: FEES AND COMPENSATION .....	9
Domestic Equity .....	10
International Equity.....	13
Fixed Income .....	14
Other.....	16
Separate accounts .....	16
Pooled vehicles .....	17
Model Portfolio Programs .....	18
ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT .....	21
ITEM 7: TYPES OF CLIENTS.....	22
ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS .....	23
ITEM 9: DISCIPLINARY INFORMATION .....	46
ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONSPARENT COMPANY .....	47
ITEM 11: CODE OF ETHICS, PARTICIPATION, OR INTEREST IN CLIENT TRANSACTIONSAND PERSONAL TRADING .....	51
ITEM 12: BROKERAGE PRACTICES.....	54
ITEM 13: REVIEW OF ACCOUNTS.....	63
ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION.....	64
ITEM 15: CUSTODY.....	65
ITEM 16: INVESTMENT DISCRETION.....	66
ITEM 17: VOTING CLIENT SECURITIES .....	67
ITEM 18: FINANCIAL INFORMATION .....	68
ITEM 19: REQUIREMENTS FOR STATE-REGISTERED ADVISERS.....	69
Appendix A.....	70
Privacy Policy .....	71

## ITEM 4: ADVISORY BUSINESS

### GENERAL

Victory Capital Management Inc. (“VCM”) is a diversified global asset management firm registered with the SEC as an investment adviser under the Investment Advisers Act of 1940, as amended (“**Advisers Act**”). The Company operates a next-generation business model combining boutique investment qualities with the benefits of a fully integrated, centralized operating and distribution platform. VCM provides specialized investment strategies through the following autonomous Investment Franchises: INCORE Capital Management, Integrity Asset Management, Munder Capital Management, NewBridge Asset Management, New Energy Capital, RS Investments, Sophus Capital, Sycamore Capital, THB Asset Management, Trivalent Investments, and Victory Income Investors<sup>1</sup> (each, an “**Investment Franchise**”). In addition, VCM offers rules-based solutions through its Solutions Platform.

Collectively, VCM’s Investment Franchises and Solutions Platform manage investment strategies in a variety of asset classes (such as equity, fixed income, alternative assets, and mixed asset classes) and through a variety of styles (such as active management, passive management, smart beta, asset allocation, and custom).



Advisory services offered by VCM or its affiliate, WestEnd Advisors, both SEC-registered investment advisers. Primary responsibility for the day-to-day management of most investment portfolios lies with the investment franchises. WestEnd Advisors provides the day-to-day management of portfolios for which it serves as the investment adviser.

<sup>1</sup> On February 23, 2023, Victory Capital announced the USAA® Investments, a Victory Capital Investment Franchise, would be renamed “Victory Income Investors.” Additionally, the USAA Mutual Funds Trust would be renamed “Victory Portfolios III” and the funds in the Trust would be rebranded as “Victory Funds”. This brochure has been updated to reflect these branding changes. Victory Capital and its affiliates are not affiliated with United Services Automobile Association (“USAA”) or its affiliates.

## OWNERSHIP AND LOCATIONS

Through predecessor firms, VCM was organized on December 1, 1894, and began managing tax-exempt assets in 1912. VCM's current name was established on May 1, 2001, and was a wholly owned subsidiary of KeyCorp until July 31, 2013. Our U.S. Securities and Exchange Commission registration date is February 22, 1972. VCM is an indirect, wholly owned subsidiary of Victory Capital Holdings, Inc., ("VCH") a Delaware corporation with its Class A common stock listed on the NASDAQ Global Select Market, under the symbol "VCTR." As of the date hereof, Crestview Partners II GP, L.P. (and its affiliated funds) owns a controlling interest in VCH, with the remaining portion owned by VCM employees and outside investors.

VCM is headquartered in San Antonio, TX, and has domestic offices in Birmingham, MI, Boston, MA, Brooklyn, OH, Cincinnati, OH, Des Moines, IA, Greenwood Village, CO, Hanover, NH, New York, NY, Norwalk, CT, Rocky River, OH, San Francisco, CA, as well as international offices located in Hong Kong, Singapore, and the United Kingdom.

## TYPES OF ADVISORY SERVICES

Through its separate Investment Franchises and its Solutions Platform, each with its own investment teams and unique strategies, VCM provides discretionary investment advisory services to:

(1) **"separate accounts"** owned by institutional clients or high net worth individuals or separately managed accounts held through wrap fee programs sponsored by other registered investment advisers (see *"Wrap Fee Disclosures"* below); and

(2) **"pooled vehicles"** including affiliated and unaffiliated registered investment companies, collective investment trusts, exchange traded funds (**"ETFs"**), private funds, Australian Funds and Undertaking for Collective Investment in Transferable Securities (**"UCITS"**) funds;

and non-discretionary investment advisory services to:

(3) **"model portfolio programs"** sponsored, organized, and administered by wrap sponsors (see *"Wrap Fee Disclosures"* below) or other third-parties.

As of December 31, 2022, VCM's total regulatory assets under management ("AUM") was \$140,836,403,633<sup>2</sup> on a discretionary basis and non-discretionary assets under advisement ("AUA") totaled \$842,024,415<sup>3</sup>.

## INVESTMENT ADVISORY SERVICES

### ***Separate Accounts***

A client with a separate account enters into an investment advisory agreement directly with VCM. This agreement, together with any investment policy statement or similar guidelines provided by the client and agreed to by VCM, stipulates the investment strategies, objectives, guidelines and restrictions (which may include, among other things, restrictions on: market-

---

<sup>2</sup> The AUM reported in this brochure are gross assets based on SEC "regulatory assets under management" calculations.

<sup>3</sup> This number includes the assets that are managed by others using non-discretionary Wrap Fees or UMAs, and Model Portfolios (each described in Item 5). VCM does not include AUA in the calculation of our regulatory assets under management in Part 1A, Item 5.F of the Form ADV.

capitalization, cash levels, security restrictions, or certain techniques that may be used in managing the account) applicable to the client's account (the "**investment mandate**") and includes provisions relating to investment management fees, proxy voting and termination.

VCM also provides discretionary investment advisory services to separately managed account wrap programs ("SMAs"). In SMA programs, the SMA client may enter into a wrap fee agreement with the SMA sponsor. Alternatively, the SMA client may enter into both a wrap fee agreement and an agreement directly with VCM as the investment adviser (a "dual contract"). The investment mandate stipulates the SMA client's investment strategies, objectives, restrictions, and guidelines. Typically, the SMA wrap sponsor will assist the SMA client with choosing one or more investment advisers or sub-advisers, such as VCM, from a group of investment advisers that are available under the wrap program (based on the client's investment mandate).

The investment management advice that VCM provides to discretionary clients – and how the investor will be affected by investment decisions – will vary from one client to another.

VCM may from time to time, subject to applicable law, discuss with clients or potential clients (upon their request) one or more issuers (public or private) which it does not then hold in any portfolio managed by it, and which it may or may not be considering for investment. Any such discussions are solely for informational purposes for the client or potential client and are not intended to constitute investment advice (except to the extent such discussions are investment advisory services specifically contemplated by the investment advisory agreement with VCM). Such discussions may include, among other things, the views of an investment team at VCM regarding the issuer or its securities, the issuer's financial condition or prospects, or the merits generally of an investment (or non-investment) in that issuer or any industry or sector of which that issuer is a part. VCM is under no obligation to enter into such discussions with any client or all clients and may have such discussions only with certain clients in its sole discretion. VCM will not, as a result of any such discussion, be limited in any way from purchasing or selling investments of any such issuer, including investments that may be or appear to be inconsistent with the views expressed in such discussion.

### ***Pooled Vehicles***

VCM provides investment advisory services to affiliated and unaffiliated pooled vehicles (or "**funds**"). VCM provides investment management advice to these funds according to the investment mandate that is outlined in the funds' offering and governing documents (and advisory agreements, if applicable). Although there may be many investors in a fund, the investment mandate is not tailored to each investor's needs the way separate accounts are tailored to each client. VCM is the investment adviser for the following types of pooled vehicles:

- i. Victory-Sponsored Pooled Vehicles. VCM and its affiliates serves as the investment adviser, manager and/or sponsor to the separate series of the following affiliated pooled vehicles: Victory Capital Collective Investment Trust, Victory Capital International Collective Investment Trust, the Victory Funds, and the Victory Private Funds. "**Victory Funds**" means the individual series portfolios of Victory Portfolios, Victory Portfolios II, Victory Portfolios III, and Victory Variable Insurance Funds, each an investment company registered under the Investment Company Act of 1940, as amended (the "**1940 Act**"). "**Victory Private Funds**" means any affiliated hedge fund, private equity fund, or any other fund that is excluded from the definition of investment company under the 1940 Act.
- ii. Externally Sponsored Pooled Vehicles. VCM acts as investment sub-advisor to registered investment companies (such as mutual funds) and other non-registered pooled vehicles that are sponsored by third-parties. VCM currently acts as a sub-adviser

for the registered investment companies disclosed in Part 1 of Form ADV. VCM's THB Asset Management franchise has been appointed as investment manager to certain Australian Funds issued by Equity Trustees Limited. VCM acts as investment manager to certain sub-funds of Carolan Investment Funds plc, which offers UCITS products for non-U.S. investors. VCM is authorized by the Central Bank of Ireland to act as an investment manager to Irish UCITS funds. VCM's Sophus Capital franchise serves as investment manager to sub-funds of Carolan Investment Funds plc (the "Victory UCITS"). The New Energy Capital franchise also provides non-discretionary investment advice to a private equity fund and serves in a discretionary capacity as sub-advisor to another private equity fund both of which are managed by North Sky Capital, LLC.

### ***Model Portfolio Programs***

VCM provides non-discretionary investment advisory services to the following programs:

Unified Managed Accounts ("UMA"). VCM enters into agreements with other unaffiliated investment advisers ("UMA sponsors") who sponsor wrap fee programs (see "Wrap Fee Disclosures" below). For a UMA program, VCM creates and provides security recommendations (a "model portfolio") to the UMA sponsor, but does not have discretionary authority to implement trades for UMA clients. The UMA sponsor retains full discretion to accept, modify or reject the model portfolio. The UMA sponsor bears the responsibility to determine whether an investment is or continues to be appropriate for the UMA client. UMA clients are clients of the UMA sponsor; they are not clients of VCM.

USAA<sup>®</sup> 529 Education Savings Plan<sup>4</sup> (the "529 Plan"). The 529 Plan is sponsored by the Board of Trustees of the College Savings Plans of Nevada ("Nevada Board"). Ascensus Investment Advisors, LLC ("Ascensus") is the program manager. The 529 Plan is underwritten and distributed by Victory Capital Services, Inc. ("VCS"). The 529 Plan is designed to satisfy the requirements of Section 529 of the Internal Revenue Code for qualified tuition programs. VCS recommends to the Nevada Board and Ascensus certain Victory Funds that underly each portfolio available within the 529 Plan. The Nevada Board retains investment discretion with respect to the decision to accept or reject any of the recommendations made by VCS. Detailed information about the 529 Plan is available in the USAA 529 Education Savings Plan Description and Participation Agreement, which is a separate document provided to each 529 Plan participant.

### **Wrap Fee Disclosures**

Wrap SMA and UMA are "**wrap fee programs**" sponsored, organized, and administered by unaffiliated "**wrap fee sponsors**".

Most investment strategies VCM uses in managing wrap fee programs are similar to those offered to its other clients; however, the services provided to wrap fee programs may differ from the services provided to other clients. Wrap fee program accounts may involve fewer securities holdings and less frequent trading due to cash availability, smaller account sizes, high cash balance minimums, supply of suitable securities, and less ability for customization. Clients who participate in wrap fee programs are also unable to receive IPO allocations due to unknown client eligibility and restrictions

---

<sup>4</sup> Victory Funds and the USAA 529 Education Savings Plan (Plan) are distributed by Victory Capital Services, Inc. (VCS). VCS is not affiliated with United Services Automobile Association or its affiliates (USAA). USAA and the Plan logos are trademarks of USAA and are being used under license.

around trading away. In many cases there are limitations on the ability of VCM to communicate directly, on its own initiative, with program clients, without going through the program sponsor.

Strategies, restrictions, and guidelines may vary among each wrap program. VCM does not execute securities transactions for a UMA Program but does execute securities transactions for SMA clients, primarily using a third-party wrap trading platform. Additionally, VCM may allow SMA participants to restrict investments in ways that it may not for a UMA. For UMAs, the reasonableness and implementation of any restrictions are the responsibility of the wrap fee sponsor.

Based on market value of relevant accounts, wrap fee sponsors charge their clients a single fee, a portion of which VCM receives for the investment advisory services it provides.

VCM does not determine whether a particular wrap fee program is suitable or advisable for any client. Rather, the wrap sponsor determines whether the investment strategy provided by VCM is suitable for the client. VCM may accept or reject a wrap client for any reason. In most wrap fee programs, the wrap fee sponsor has direct contact with the wrap fee client and, through client consultation, will establish the investment mandate.

Wrap fee sponsors should provide wrap fee clients with the sponsor's wrap fee brochure (Schedule H of the wrap sponsor's form ADV) and the brochure for each investment adviser or sub-adviser that is used by the wrap fee client.

### ***Asset Allocation Services***

VCM may, on a non-discretionary basis, review and provide guidance to certain investment advisers, banks, insurance companies and broker/dealers (each an "Intermediary") related to the Intermediary's pre-existing asset-allocation model or the development of a new asset-allocation model ("Asset Allocation Services"). Asset Allocation Services are provided by VCM without an additional advisory fee and generally are not pursuant to an agreement. Asset Allocation Services are not intended to meet the objectives of any of the Intermediary's underlying clients. The Intermediary has ultimate discretion in recommending to underlying clients any asset-allocation model and the funds, portfolios, and securities that are used to implement the model. The insights provided to an Intermediary solely represent guidance as of the point in time in which a consultation is provided.

VCM and/or its affiliates, receive revenue from mutual funds, ETFs, and 529 plan investment products and services. The Asset Allocation Services will likely be constructed of, contain, or utilize Victory Funds. VCM may suggest that an Intermediary utilize one or more Victory Funds (including mutual funds and ETFs) in the Asset Allocation Services. In situations where multiple mutual fund families offer a fund that is similar to a Victory Fund, VCM may exercise a preference for including Victory Funds in the Asset Allocation Services. VCM receives a management fee for advising the Victory Funds, and additional investments into Victory Funds may increase the amount of VCM's management fee. VCM therefore has an incentive and a potential conflict of interest in the inclusion of, and preference for, the Victory Funds in the Asset Allocation Services.

## ITEM 5: FEES AND COMPENSATION

VCM is generally paid an asset-based fee for its advisory services, at rates which vary, based primarily on the type of strategy and the type and size of the account. Certain separate account clients, certain Victory Funds, and certain Victory Private Funds pay VCM an advisory fee structured with a performance-based fee or fulcrum fee, which is a modification of the standard asset-based fee.

### ASSET-BASED FEES

VCM's asset-based fee schedules for new separate accounts are listed below. Advisory fees may be negotiated in limited circumstances, depending on the nature of the client's portfolio, the customized services being provided and the investment objectives. When VCM negotiates fees, it may take into account the strategy, the services being provided and the size of the account and the overall relationship with VCM. For example, accounts within a family or business relationship may be aggregated in order to apply advisory fee breakpoints. On occasion, VCM may agree to fixed (or flat) fee arrangements. VCM may impose minimum sizes and minimum annual fees. VCM reserves the right to charge higher fees for accounts that require customized solutions or do not meet account minimums. VCM also reserves the right to waive fees, reduce mandatory minimums, or to close a strategy to new or existing investors. Fees may be waived or reduced for investors who are affiliates of VCM, employees of VCM or its affiliates (or family members of such employees), and certain other investors as determined by VCM in its sole discretion.

VCM offers products that are customized to produce desired outcomes based on specific client needs through its Solutions Platform. These services may leverage our quantitative and qualitative expertise to deliver a customized index, manage passive products tied to an index, or recommend a custom portfolio incorporating asset allocation, security, and manager selection, designed to deliver a specific exposure or outcome. Fees for products offered through our Solutions Platform are individually negotiated by each client based on the delivered solution.

VCM receives asset-based fees for the advisory services it provides to the Victory Funds, other pooled vehicles, and wrap clients that are different from what are shown below. Investors in these products should consult the offering documents or wrap program brochure for more information about VCM's advisory fees. The investment advisory services VCM provides to the Victory Funds and the fee schedules for such services are described in each Fund's current Prospectus and Statement of Additional Information ("SAI") filed with the SEC. VCM and the Victory Funds have entered into an expense limitation agreement where VCM waives fees or reimburses expenses for certain Victory Funds as detailed in the Fund's Prospectus and SAI, which can also be found under the Mutual Fund section of VCM's website at [www.vcm.com](http://www.vcm.com).

## Domestic Equity

Integrity Asset Management	Style	Minimum Account Size / Annual Fee	Standard Institutional Separate Account Fee Schedule
Integrity Mid Cap Value	Mid Cap Value	\$5M / \$42.5K	<ul style="list-style-type: none"> <li>• 0.85% on the first \$15M</li> <li>• 0.75% on the next \$35M</li> <li>• 0.65% on the next \$50M</li> <li>• 0.60% on assets exceeding \$100M</li> </ul>
Integrity Small/Mid Cap Value	Small/Mid Cap Value	\$5M / \$50K	<ul style="list-style-type: none"> <li>• 1.00% on the first \$15M</li> <li>• 0.85% on the next \$35M</li> <li>• 0.80% on the next \$50M</li> <li>• 0.75% on assets exceeding \$100M</li> </ul>
Integrity Small Cap Value	Small Cap Value	\$10M / \$100K	<ul style="list-style-type: none"> <li>• 1.00% on the first \$15M</li> <li>• 0.90% on the next \$35M</li> <li>• 0.80% on the next \$50M</li> <li>• 0.75% on assets exceeding \$100M</li> </ul>
Integrity Micro Cap Value	Micro Cap Value	\$5M / \$50K	<ul style="list-style-type: none"> <li>• 1.00% on the first \$15M</li> <li>• 0.90% on the next \$35M</li> <li>• 0.80% on the next \$50M</li> <li>• 0.75% on assets exceeding \$100M</li> </ul>

Munder Capital Management	Style	Minimum Account Size / Annual Fee	Standard Institutional Separate Account Fee Schedule
Munder Mid-Cap Core Growth	Mid Cap Growth	\$10M / \$75K	<ul style="list-style-type: none"> <li>• 0.75% on the first \$25M</li> <li>• 0.60% on the next \$25M</li> <li>• 0.55% on the next \$50M</li> <li>• 0.50% on assets exceeding \$100M</li> </ul>
Munder Mid-Cap Growth	Mid Cap Growth	\$10M / \$75K	<ul style="list-style-type: none"> <li>• 0.75% on the first \$25M</li> <li>• 0.60% on the next \$25M</li> <li>• 0.55% on the next \$50M</li> <li>• 0.50% on assets exceeding \$100M</li> </ul>
Munder Focused Small/Mid-Cap	Small/Mid Cap Core	\$10M / \$85K	<ul style="list-style-type: none"> <li>• 0.85% on the first \$25M</li> <li>• 0.70% on the next \$25M</li> <li>• 0.65% on the next \$50M</li> <li>• 0.55% on assets exceeding \$100M</li> </ul>
Munder Multi-Cap	All Cap Core	\$10M / \$60K	<ul style="list-style-type: none"> <li>• 0.60% on the first \$25M</li> <li>• 0.50% on the next \$25M</li> <li>• 0.45% on the next \$50M</li> <li>• 0.40% on assets exceeding \$100M</li> </ul>

Munder Diversified	Large Cap Core	\$10M / \$60K	<ul style="list-style-type: none"> <li>• 0.60% on the first \$25M</li> <li>• 0.50% on the next \$25M</li> <li>• 0.45% on the next \$50M</li> <li>• 0.40% on assets exceeding \$100M</li> </ul>
--------------------	----------------	---------------	--

<b>NewBridge Asset Management</b>	<b>Style</b>	<b>Minimum Account Size / Annual Fee</b>	<b>Standard Institutional Separate Account Fee Schedule</b>
NewBridge Large Cap Growth	Large Cap Growth	\$10M / \$65K	<ul style="list-style-type: none"> <li>• 0.65% on the first \$25M</li> <li>• 0.55% on the next \$25M</li> <li>• 0.45% on the next \$50M</li> <li>• 0.40% on assets exceeding \$100M</li> </ul>

<b>RS Investments</b>	<b>Style</b>	<b>Minimum Account Size / Annual Fee</b>	<b>Standard Institutional Separate Account Fee Schedule</b>
RS Small Cap Value	Small Cap Value	\$10M / \$100K	<ul style="list-style-type: none"> <li>• 1.00% on the first \$30M</li> <li>• 0.80% on the next \$20M</li> <li>• 0.60% on assets exceeding \$50M</li> </ul>
RS Mid Cap Value	Mid Cap Value	\$10M / \$60K	<ul style="list-style-type: none"> <li>• 0.60% on the first \$25M</li> <li>• 0.55% on the next \$25M</li> <li>• 0.50% on the next \$50M</li> <li>• 0.45% on assets exceeding \$100M</li> </ul>
RS Large Cap Value	Large Cap Value	\$10M / \$50K	<ul style="list-style-type: none"> <li>• 0.50% on the first \$25M</li> <li>• 0.45% on the next \$25M</li> <li>• 0.40% on the next \$50M</li> <li>• 0.35% on assets exceeding \$100M</li> </ul>
RS Concentrated All Cap Value	All Cap Value	\$10M / \$85K	<ul style="list-style-type: none"> <li>• 0.85% on the first \$30M</li> <li>• 0.80% on the next \$20M</li> <li>• 0.75% on assets exceeding \$50M</li> </ul>
RS Small Cap Growth	Small Cap Growth	\$10M / \$90K	<ul style="list-style-type: none"> <li>• 0.90% on the first \$25M</li> <li>• 0.80% on the next \$25M</li> <li>• 0.70% on the next \$50M</li> <li>• 0.60% on assets exceeding \$100M</li> </ul>
RS Concentrated Small Cap Growth	Small Cap Growth	\$10M / \$100K	<ul style="list-style-type: none"> <li>• 1.00% on the first \$25M</li> <li>• 0.90% on the next \$25M</li> <li>• 0.80% on the next \$50M</li> <li>• 0.70% on assets exceeding \$100M</li> </ul>
RS Small/Mid Cap Growth	Small/Mid Cap Growth	\$10M / \$80K	<ul style="list-style-type: none"> <li>• 0.80% on the first \$25M</li> <li>• 0.70% on the next \$25M</li> <li>• 0.60% on the next \$50M</li> <li>• 0.55% on assets exceeding \$100M</li> </ul>
RS Mid Cap Growth	Mid Cap Growth	\$10M / \$70K	<ul style="list-style-type: none"> <li>• 0.70% on the first \$25M</li> <li>• 0.65% on the next \$25M</li> <li>• 0.60% on the next \$50M</li> <li>• 0.50% on assets exceeding \$100M</li> </ul>

RS Large Cap Growth	Large Cap Growth	\$10M / \$50K	<ul style="list-style-type: none"> <li>• 0.50% on the first \$25M</li> <li>• 0.45% on the next \$25M</li> <li>• 0.40% on the next \$50M</li> <li>• 0.35% on assets exceeding \$100M</li> </ul>
---------------------	------------------	---------------	--

RS Science & Technology	Sector Focus	\$10M / \$100K	<ul style="list-style-type: none"> <li>• 1.00% on the first \$30M</li> <li>• 0.80% on the next \$20M</li> <li>• 0.60% on assets exceeding \$50M</li> </ul>
-------------------------	--------------	----------------	--

Sycamore Capital	Style	Minimum Account Size / Annual Fee	Standard Institutional Separate Account Fee Schedule
Sycamore Mid Cap Value	Mid Cap Value	\$10M / \$75K	<ul style="list-style-type: none"> <li>• 0.75% on the first \$25M</li> <li>• 0.70% on the next \$25M</li> <li>• 0.65% on the next \$50M</li> <li>• 0.60% on assets exceeding \$100M</li> </ul>
Sycamore Small Cap Value	Small Cap Value	\$10M / \$100K	<ul style="list-style-type: none"> <li>• 1.00% on the first \$10M</li> <li>• 0.85% on the next \$15M</li> <li>• 0.80% on the next \$25M</li> <li>• 0.75% on the next \$50M</li> <li>• 0.70% on assets exceeding \$100M</li> </ul>

THB Asset Management	Style	Minimum Account Size / Annual Fee	Standard Institutional Separate Account Fee Schedule
THB Micro Cap	Micro Cap Core	\$5M / \$62.5K	<ul style="list-style-type: none"> <li>• 1.25% on the first \$50M</li> <li>• 0.85% on the next \$50M</li> <li>• Negotiable on assets exceeding \$100M</li> </ul>
THB Small Cap	Small Cap Core	\$5M / \$62.5K	<ul style="list-style-type: none"> <li>• 1.25% on the first \$25M</li> <li>• 0.80% on the next \$25M</li> <li>• 0.75% on the next \$50M</li> <li>• 0.70% on the next \$100M</li> <li>• Negotiable on assets exceeding \$200M</li> </ul>
THB Mid Cap	Mid Cap Core	\$5M / \$32.5K	<ul style="list-style-type: none"> <li>• 0.65% on the first \$25M</li> <li>• 0.60% on the next \$25M</li> <li>• 0.55% on the next \$50M</li> <li>• 0.50% on the next \$100M</li> <li>• Negotiable on assets exceeding \$200M</li> </ul>

## International Equity

RS Investments	Style	Minimum Account Size / Annual Fee	Standard Institutional Separate Account Fee Schedule
RS International	International All Cap Core	\$10M / \$50K	<ul style="list-style-type: none"> <li>• 0.50% on the first \$50M</li> <li>• 0.45% on the next \$50M</li> <li>• 0.40% on assets exceeding \$100M</li> </ul>
RS Global	Global All Cap Core	\$10M / \$50K	<ul style="list-style-type: none"> <li>• 0.50% on the first \$50M</li> <li>• 0.45% on the next \$50M</li> <li>• 0.40% on assets exceeding \$100M</li> </ul>

Sophus Capital	Style	Minimum Account Size / Annual Fee	Standard Institutional Separate Account Fee Schedule
Sophus Emerging Markets	Emerging Markets All Cap Core	\$10M / \$80K	<ul style="list-style-type: none"> <li>• 0.80% on the first \$50M</li> <li>• 0.70% on the next \$50M</li> <li>• 0.60% on the next \$100M</li> <li>• Negotiable on assets exceeding \$200M</li> </ul>
Sophus Emerging Markets Small Cap	Emerging Markets Small Cap	\$10M / \$100K	<ul style="list-style-type: none"> <li>• 1.00% on the first \$25M</li> <li>• 0.95% on the next \$25M</li> <li>• 0.90% on the next \$50M</li> <li>• 0.85% on the next \$100M</li> <li>• Negotiable on assets exceeding \$200M</li> </ul>

THB Asset Management	Style	Minimum Account Size / Annual Fee	Standard Institutional Separate Account Fee Schedule
THB International Opportunities	International Small Cap Core	\$10M / \$85K	<ul style="list-style-type: none"> <li>• 0.85% on the first \$50M</li> <li>• 0.80% on the next \$150M</li> <li>• Negotiable on assets exceeding \$200M</li> </ul>
THB Global Opportunities	Global Small Cap Core	\$10M / \$85K	<ul style="list-style-type: none"> <li>• 0.85% on the first \$25M</li> <li>• 0.80% on the next \$125M</li> <li>• Negotiable on assets exceeding \$200M</li> </ul>
THB Global Concentrated	Global Small Cap Core	\$5M / \$62.5K	<ul style="list-style-type: none"> <li>• 1.25% on the first \$50M</li> <li>• Negotiable on assets exceeding \$50M</li> </ul>

<b>Trivalent Investments</b>	<b>Style</b>	<b>Minimum Account Size / Annual Fee</b>	<b>Standard Institutional Separate Account Fee Schedule</b>
Trivalent International Small Cap	International Small Cap Core	\$10M / \$95K	<ul style="list-style-type: none"> <li>• 0.95% on the first \$25M</li> <li>• 0.85% on assets exceeding \$25M</li> </ul>
Trivalent International Developed Equity (EAFE)	International All Cap Core	\$10M / \$60K	<ul style="list-style-type: none"> <li>• 0.60% on the first \$50M</li> <li>• 0.55% on the next \$50M</li> <li>• 0.50% on assets exceeding \$100M</li> </ul>
Trivalent International Equity (ACWI ex US)	ACWI ex-US Large Cap Core	\$10M / \$60K	<ul style="list-style-type: none"> <li>• 0.60% on the first \$50M</li> <li>• 0.55% on the next \$50M</li> <li>• 0.50% on assets exceeding \$100M</li> </ul>
Trivalent Emerging Markets	Emerging Markets Large Cap Core	\$10M / \$90K	<ul style="list-style-type: none"> <li>• 0.90% on the first \$50M</li> <li>• 0.80% on the next \$50M</li> <li>• 0.70% on the next \$50M</li> <li>• 0.60% on assets exceeding \$150M</li> </ul>
Trivalent Emerging Markets Small Cap	Emerging Markets Small Cap	\$25M / \$250K	<ul style="list-style-type: none"> <li>• 1.00% on the first \$25M</li> <li>• 0.95% on the next \$25M</li> <li>• 0.90% on the next \$50M</li> <li>• Negotiable on assets exceeding \$100M</li> </ul>

## Fixed Income

<b>INCORE Capital Management</b>	<b>Style</b>	<b>Minimum Account Size / Annual Fee</b>	<b>Standard Institutional Separate Account Fee Schedule</b>
INCORE Core Fixed Income	Core/Aggregate	\$10M / \$25K	<ul style="list-style-type: none"> <li>• 0.25% on the first \$25M</li> <li>• 0.20% on the next \$25M</li> <li>• 0.15% on the next \$50M</li> <li>• 0.10% on assets exceeding \$100M</li> </ul>
INCORE Total Return	Core Plus/Aggregate	\$10M / \$25K	<ul style="list-style-type: none"> <li>• 0.25% on the first \$25M</li> <li>• 0.20% on the next \$25M</li> <li>• 0.15% on the next \$50M</li> <li>• 0.10% on assets exceeding \$100M</li> </ul>
INCORE Short-Term Fixed Income	Short Core/Aggregate	\$10M / \$25K	<ul style="list-style-type: none"> <li>• 0.25% on the first \$25M</li> <li>• 0.20% on the next \$25M</li> <li>• 0.15% on the next \$50M</li> <li>• 0.10% on assets exceeding \$100M</li> </ul>
INCORE Low Duration	Short Core/Aggregate	\$10M / \$25K	<ul style="list-style-type: none"> <li>• 0.25% on the first \$25M</li> <li>• 0.20% on the next \$25M</li> <li>• 0.15% on the next \$50M</li> <li>• 0.10% on assets exceeding \$100M</li> </ul>
INCORE Short Government	Short Government/Agency	\$20M / \$70K	<ul style="list-style-type: none"> <li>• 0.35% on the first \$50M</li> <li>• 0.30% on the next \$50M</li> <li>• 0.25% on assets exceeding \$100M</li> </ul>

INCORE Investment Grade Convertible Securities	Investment Grade Convertible Securities	\$10M / \$55K	<ul style="list-style-type: none"> <li>• 0.55% on the first \$25M</li> <li>• 0.50% on the next \$25M</li> <li>• 0.45% on the next \$50M</li> <li>• 0.40% on assets exceeding \$100M</li> </ul>
--	---	---------------	--

<b>Victory Income Investors - Taxable</b>	<b>Style</b>	<b>Minimum Account Size / Annual Fee</b>	<b>Standard Institutional Separate Account Fee Schedule</b>
Victory Government Securities	Government	\$25M / \$62.5K	<ul style="list-style-type: none"> <li>• 0.25% on the first \$50M</li> <li>• 0.20% on the next \$50M</li> <li>• 0.15% on assets exceeding \$100M</li> </ul>
Victory High Income	Core/High Yield Credit	\$50M / \$225K	<ul style="list-style-type: none"> <li>• 0.45% on the first \$50M</li> <li>• 0.40% on the next \$50M</li> <li>• 0.35% on assets exceeding \$100M</li> </ul>
Victory Income	Core Plus/Aggregate Credit	\$25M / \$75K	<ul style="list-style-type: none"> <li>• 0.30% on the first \$50M</li> <li>• 0.25% on the next \$50M</li> <li>• 0.20% on assets exceeding \$100M</li> </ul>
Victory Core Fixed Income	Core/Aggregate	\$25M / \$70K	<ul style="list-style-type: none"> <li>• 0.35% on the first \$25M</li> <li>• 0.25% on the next \$25M</li> <li>• 0.20% on the next \$50M</li> <li>• 0.15% on assets exceeding \$100M</li> </ul>
Victory Core Plus Fixed Income	Core Plus/Aggregate	\$25M / \$62.5K	<ul style="list-style-type: none"> <li>• 0.25% on the first \$50M</li> <li>• 0.20% on the next \$50M</li> <li>• 0.15% on assets exceeding \$100M</li> </ul>
Victory Short-Term Bond	Short Core/Aggregate Govt./Credit	\$25M / \$50K	<ul style="list-style-type: none"> <li>• 0.20% on the first \$50M</li> <li>• 0.15% on the next \$50M</li> <li>• 0.15% on assets exceeding \$100M</li> </ul>
Victory Ultra Short-Term Bond	Short Core/Aggregate Govt./Credit	\$25M / \$37.5K	<ul style="list-style-type: none"> <li>• 0.15% on the first \$50M</li> <li>• 0.125% on the next \$50M</li> <li>• 0.10% on assets exceeding \$100M</li> </ul>

<b>Victory Income Investors - Tax-Exempt</b>	<b>Style</b>	<b>Minimum Account Size / Annual Fee</b>	<b>Standard Institutional Separate Account Fee Schedule</b>
Victory Tax Exempt Long-Term	Long / Tax Exempt Municipals	\$25M / \$75K	<ul style="list-style-type: none"> <li>• 0.30% on the first \$25M</li> <li>• 0.25% on the next \$25M</li> <li>• 0.20% on assets exceeding \$50M</li> </ul>
Victory Tax Exempt Intermediate-Term	Intermediate / Tax Exempt Municipals	\$25M / \$62.5K	<ul style="list-style-type: none"> <li>• 0.25% on the first \$50M</li> <li>• 0.20% on the next \$50M</li> <li>• 0.15% on assets exceeding \$100M</li> </ul>
Victory Tax Exempt Short-Term	Short / Tax Exempt Municipals	\$25M / \$50K	<ul style="list-style-type: none"> <li>• 0.20% on the first \$50M</li> <li>• 0.15% on the next \$50M</li> <li>• 0.10% on assets exceeding \$100M</li> </ul>

<b>Victory Income Investors - Cash Management</b>	<b>Style</b>	<b>Minimum Account Size / Annual Fee</b>	<b>Standard Institutional Separate Account Fee Schedule</b>
---	--------------	--	---

Victory Money Market	Ultra-Short / Cash Management	\$25M / \$37.5K	<ul style="list-style-type: none"> <li>• 0.15% on the first \$100M</li> <li>• 0.10% on assets exceeding \$100M</li> </ul>
Victory Treasury Money Market	Ultra-Short / Cash Management	\$25M / \$25K	<ul style="list-style-type: none"> <li>• 0.10% on all assets</li> </ul>

Victory Tax Exempt Money Market	Tax Exempt / Cash Management	\$25M / \$37.5K	<ul style="list-style-type: none"> <li>• 0.15% on the first \$100M</li> <li>• 0.10% on assets exceeding \$100M</li> </ul>
---------------------------------	------------------------------	-----------------	---

## Other

Victory Solutions (VS)	Style	Minimum Account Size / Annual Fee	Standard Institutional Separate Account Fee Schedule
VS Alternative Income Strategy	Alternative / Quantitative	\$20M / \$80K	<ul style="list-style-type: none"> <li>• 0.40% on all assets</li> </ul>
VS Global Quality Dividend Strategy	Global / Quantitative	\$10M / \$45K	<ul style="list-style-type: none"> <li>• Range of 0.45%-0.10% on all assets</li> </ul>
VS Global Multi-Asset Strategy	Global / Quantitative	\$10M / \$45K	<ul style="list-style-type: none"> <li>• Range of 0.45%-0.10% on all assets</li> </ul>
VS Domestic Equity Rules-Based Strategies	Varies by Strategy	\$10M / \$30K	<ul style="list-style-type: none"> <li>• Range of 0.30%-0.10% on all assets</li> </ul>
VS International Equity Rules-Based Strategies	Varies by Strategy	\$10M / \$45K	<ul style="list-style-type: none"> <li>• Range of 0.45%-0.10% on all assets</li> </ul>
VS Alternatives Rules-Based Strategies	Varies by Strategy	\$10M / \$60K	<ul style="list-style-type: none"> <li>• Range of 0.60%-0.10% on all assets</li> </ul>

Victory Solutions (VS) – QVM	Style	Minimum Account Size / Annual Fee	Standard Institutional Separate Account Fee Schedule
VS QVM US Large Cap Core	Large Cap / Quantitative	\$10M / \$40K	<ul style="list-style-type: none"> <li>• Range of 0.40%-0.25% on all assets</li> </ul>
VS QVM US Small Cap Core	Small Cap / Quantitative	\$10M / \$60K	<ul style="list-style-type: none"> <li>• Range of 0.60%-0.45% on all assets</li> </ul>
VS QVM Global Managed Volatility	Global Large Cap / Quantitative	\$10M / \$40K	<ul style="list-style-type: none"> <li>• Range of 0.40%-0.25% on all assets</li> </ul>

VCM receives payment for its investment advisory services in multiple ways, depending primarily on product type or client preference. Generally, the methods available are as follows:

## Separate Accounts

Unless otherwise agreed upon with a client, separate accounts are charged quarterly in arrears, based on the average of month-end account values. Separate accounts that are initiated or terminated during a calendar quarter are charged a prorated fee. In the event of termination, any fees paid in advance are refunded on a pro-rata basis based on the portion of the billing period that the account was managed while fees billed in arrears are invoiced for the portion of the billing period that the account was managed, according to the terms of the investment advisory agreement.

Separate account clients receive quarterly statements from their “qualified custodian,” as

defined in Rule 206(4)-2 under the Advisers Act (the “qualified custodian”). These statements list all transactions made in and fees charged to the account. A limited number of clients authorize VCM to deduct fees directly from the client’s assets. Clients that have arranged for standing letters of authorization (“SLOA”), enabling VCM to deduct fees from their account, should compare these fees to the official account statements generated by qualified custodians.

- Institutional client accounts: Institutional clients may receive and pay invoices directly to VCM or they may choose to receive invoices and authorize their qualified custodian to submit payment to VCM.
- High net worth client accounts: VCM submits invoices to the client’s qualified custodian, who is authorized to remit payment to VCM on behalf of the client. The client must consent in advance to make direct debits to their investment accounts. For sub-advisory services, the client’s investment adviser calculates and remits sub-advisory fees to VCM.
- Wrap SMAs: For standard wrap SMAs, fees are paid to VCM by the wrap sponsor. Fees vary and may be charged either in advance or arrears, depending on the agreement between VCM and the wrap sponsor. Wrap SMAs with dual contracts (as discussed in Item 4) may receive and pay invoices directly to VCM or they may choose to receive invoices and authorize their custodian to submit payment to VCM.

#### **Pooled Vehicles**

- Mutual funds and ETFs: Fees, including any performance-adjusted fees, are paid as provided in the fund’s prospectus and statement of additional information. Generally, fees are deducted daily through a reduction in the fund’s Net Asset Value (NAV) and paid to VCM monthly in arrears.
- Collective trust funds: Clients may choose to pay advisory fees directly from the assets of the fund or be invoiced directly.
- UCITS: Fees are paid as provided in the Victory UCITS offering documents available on-line at: <http://www.carolyncapital.com/UCITS-fund.html>. Investors in UCITS generally pay an investment advisory fee based upon the average daily net assets of the fund monthly in arrears on the last business day of each month through a deduction from their capital accounts, or as otherwise negotiated.

Australian registered investment funds: Fees are paid in accordance with the funds’ offering documents. Investors in the Australian Funds generally pay a monthly investment management fee in arrears, as provided in the fund’s offering documents, based upon the average monthly net asset value of a fund through a deduction from fund assets, or as otherwise negotiated.

- Private funds: Private fund fees are governed by the fund's offering documents. Generally, investors in private funds pay a recurring investment advisory fee directly through a deduction from their capital accounts or a method otherwise negotiated. Fees are typically based upon net asset value or, in the case of private equity and debt funds, committed or invested capital. Certain private fund clients are not directly subject to advisory fees but would pay such amounts indirectly through deduction of advisory fees from the assets of the fund. Please refer to the fund's Private Placement Memorandum or other offering documents for more information.

### Model Portfolio Programs

- Wrap UMAs: Fees for UMAs are paid to VCM by the wrap sponsor. Fees vary and may be charged either in advance or arrears, depending on the agreement between VCM and the wrap UMA sponsor.
- USAA 529 Education Savings Program: VCM does not receive a fee for the advisory services provided to the 529 Plan, although VCM indirectly receives compensation because the Victory Funds held by the 529 Plan pay certain advisory fees to VCM. VCM also receives an asset-based program management fee for services provided to the 529 Plan, as described in the 529 Plan Description and Participation Agreement, which fee is used to pay state and administrative fees charged by the State of Nevada and Ascensus.

### PERFORMANCE BASED FEES

Certain separate accounts, including some pooled vehicles for which VCM serves as the subadvisor, pay VCM an advisory fee structured as a combination of an asset-based fee and a performance-based or “**fulcrum fee**”. Typically, a performance-based fee increases the fee earned by VCM and a fulcrum fee increases or decreases the fee earned by VCM depending on how the account performs relative to a specified benchmark or prior period performance. Under certain circumstances, a client whose account is subject to a performance-based fee may pay VCM an increased fee even though the performance of both the account and the benchmark is negative (e.g., the decline in the performance of the benchmark is greater than the decline in the account's net performance). At times, these accounts may pay a lower fee than a client with the same level of assets that pays only an asset-based fee. A description of the performance-based fee paid by a separate account, or a pooled vehicle is included in the investment management agreement or offering documents governing the account or vehicle. Performance-based fees, if applicable, are billed after the performance period is completed.

Additionally, advisory fees paid by certain Victory Funds to VCM are subject to a performance adjustment. Such adjustment is either added to or subtracted from the advisory fee. A complete description of the fees that VCM and its affiliates receive from the Victory Funds is contained in each fund's prospectus or SAI.

Please see Item 6, “Performance-Based Fees and Side-by-Side Management,” for more information

regarding performance fees.

## **OTHER THIRD-PARTY FEES AND EXPENSES**

In addition to the advisory fee paid to VCM, clients may directly or indirectly pay fees to third-parties associated with their accounts and investments. Such fees may include custody fees, tax liabilities or other fees. For example, clients with institutional or high-net worth separate accounts select and negotiate custody and transaction fees with their custodian. Brokerage fees are included in the price at which equity trades are executed (for more information, please see Item 12 herein). Clients may also incur trade execution or service charges, dealer mark-ups and mark-downs, charges for odd-lot differentials, foreign exchange fees, transfer taxes, electronic fund transfer fees, trust custodial fees or any charges mandated by law.

The Victory Funds pay interest expense, taxes, custodian fees and charges, professional fees, administrative service fees and other charges incurred in connection with their operation. In addition, the Victory Funds pay other types of fees and expenses, including, but not limited to, distribution fees, transfer agent fees, registration fees, fees related to the preparation of shareholder reports, fees of the funds' independent trustees, and insurance expenses. Information regarding these fees and expenses is included in the applicable prospectus and statement of additional information for the Victory Funds.

In addition to the advisory and performance-based fees, Victory Private Funds bear costs and expenses related to the organization, operation, and other activities of those funds. Information and details of these costs and expenses are provided in the offering documents (e.g., Private Placement Memorandum) of the applicable Victory Private Fund.

Clients invested in the Victory THB SmallCap Fund, LLC, whether directly or through a separately managed account, will indirectly bear the fees and expenses paid by the private fund (to the extent not otherwise reimbursed or waived by VCM), which include but are not limited to: (i) operating expenses, including fees of its service providers, expenses of preparing prospectuses, proxy solicitation material and reports to shareholders, costs of custodial services and registering its shares under federal and state securities laws, pricing and insurance expenses, brokerage costs, interest charges, taxes and organization expenses; and (ii) its pro rata share of the fund's other expenses, including audit and legal expenses. Additional information regarding such fees and expenses is available in the offering documents of the private fund.

VCM may invest assets in a client's separate account in unaffiliated pooled vehicles or in the Victory Funds. VCM may do this, for example, if a Victory Fund provides a more efficient or cost-effective way to diversify the account into another asset class or to deploy cash. These pooled vehicles will charge the separate account their own fees (disclosed in each pooled vehicle's prospectus) in addition to the above-listed advisory fees that VCM charges separate accounts. In addition to the pooled vehicle's fees, transactions in ETFs will incur brokerage commissions since they are traded on an exchange. Transactions in Class A shares of mutual funds will not incur a sales commission or sales charge.

Investing assets of separate account clients in Victory Funds presents a conflict of interest because VCM (and in some cases its affiliates) receives fees from the Victory Funds that are in addition to and separate from the above-listed advisory fees that VCM charges separate accounts. Further, VCM has an incentive to recommend investments in the Victory Funds rather than in unaffiliated funds because VCM and its affiliates would not receive such fees from unaffiliated funds. To address these conflicts, VCM has adopted policies and procedures and a Code of Ethics that are designed to mitigate these conflicts of interest.

## CO-INVESTMENTS

From time to time, VCM may offer certain persons (affiliated or unaffiliated) the opportunity to co-invest in particular investments alongside a Victory Private Fund, subject to certain restrictions. In each case where co-investors participate in an investment, VCM will allocate expenses associated with such investments, including broken-deal expenses, among such co-investors and other participants in the investment in accordance with VCM's co-investment and expense allocation policies and procedures, as applicable.

## ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

As described in [Item 5](#), “Fees and Compensation,” VCM receives performance-based fees from certain clients and performance-adjusted fees from certain Victory Funds (collectively referred to as “performance fees” or “performance-based fees”). Because a performance fee is based on an account’s net performance, including unrealized appreciation, it may create an incentive for VCM to cause the accounts that pay a performance-based fee to make investments that are riskier or more speculative than would be the case in the absence of a fee based on the performance of those accounts. In addition, VCM may have a conflict of interest in allocating limited opportunity investments between client accounts that pay a performance-based fee and clients that do not pay a performance-based fee, if it perceives that it may receive more favorable compensation with respect to the accounts that pay a performance-based fee.

To address these conflicts, VCM has adopted policies and procedures and a Code of Ethics that are designed to mitigate these conflicts of interest. The VCM Code of Ethics requires employees to place their clients’ interests ahead of their own (for more information, see [Item 11](#) herein).

VCM follows procedures with respect to the allocation of investment opportunities among its clients, including procedures with respect to the allocation of limited opportunities, and regularly reviews trades for consistency with VCM’s allocation procedures. VCM’s procedures do not permit performance-based fee arrangements to be taken into consideration in connection with the allocation of investment opportunities. Pursuant to these procedures, VCM generally allocates investments pro rata based on the current total net assets of each account, and any deviation from a pro rata allocation must follow VCM’s allocation policies and procedures (for more information, please see [Item 12](#) herein).

In addition, VCM uses a model portfolio as the basis of portfolio construction for separate accounts in the same strategy, so those accounts are treated the same, subject to each client’s investment mandate. Accounts with a mix of fee structures are included in the same composite which facilitates comparison across account types for any dispersion of performance between accounts with and without performance fees. Compliance personnel periodically perform side-by-side testing of the trades in these accounts to ensure all clients are being treated fairly.

With respect to the Victory Private Funds managing alternative assets, VCM receives performance-based compensation equal to the percentage of aggregate distribution to limited partners after those distributions have exceeded paid in capital and a specified hurdle rate (commonly referred to as “carried interest”). VCM believes this structure appropriately aligns the interests of the manager and the limited partners. Additional information and details regarding carried interest are provided in the offering documents of the applicable Victory Private Fund.

## ITEM 7: TYPES OF CLIENTS

VCM provides investment advisory or sub-advisory services to institutional clients, high net worth individuals, pooled vehicles, and model portfolio programs. Institutional clients may include charitable organizations, financial institutions (such as banks and insurance companies), pension or profit-sharing plans, corporations, Taft-Hartley plans, and sovereign wealth funds. VCM's pooled vehicle clients may include investment companies (including the Victory Funds and Victory Private Funds), ETFs (including the VictoryShares ETFs), foreign unit trusts (including Australian Funds), UCITS (including the Victory UCITS) and collective investment trusts (including Victory Capital Collective Investment Trust and Victory Capital International Collective Investment Trust).

Please see [Item 5](#) for information regarding minimum account sizes.

Additionally, VCM provides discretionary and non-discretionary advisory and sub-advisory services to wrap free programs (for additional information, see [Item 4](#) herein).

## ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

### **Investment Franchises**

VCM's separate Investment Franchises have autonomy over their investment process, strategies, and portfolio decisions. In addition, VCM's Solutions Platform consists of customized strategies that are primarily rules-based. Each franchise and team are supported by a common infrastructure comprising trading, operations, compliance, sales, marketing, client service, and general business management. Overall, these Investment Franchises manage or oversee a variety of domestic and international equities, convertibles, fixed income, and alternative asset strategies. Each strategy is intended to be one of several components of a client's overall asset allocation and is not intended to be a complete investment program.

With respect to each mutual fund and ETF managed by one or more VCM Investment Franchises, the prospectus sections captioned Investment Objective, Principal Investment Strategy, and Additional Fund Information describe the investment objective(s) and the investment policies applicable to each mutual fund and ETF. There can, of course, be no assurance that each mutual fund and ETF managed by a VCM Investment Franchise will achieve its investment objective(s). See each Mutual Fund or ETF's Statement of Additional Information ("SAI") on details of whether a Mutual fund or ETF's objective(s) is a fundamental policy. If there is a change in the investment objective(s) of a mutual fund or ETF, relevant shareholders should consider whether the mutual fund or ETF remains an appropriate investment in light of then-current needs.

Below is a summary of the investment strategies and methodologies used by each franchise and the Solutions Platform, together with a list of the principal risks associated with those strategies. A complete description of these risks is further below under "Glossary of Risks."

Any investment includes the risk of loss that clients should be prepared to bear, and there can be no guarantee that a particular level of return will be achieved. Clients and other investors should understand that they could lose some or all of their investment and should be prepared to bear the risk of such potential losses. They should read carefully all applicable offering or governing documents.

### **INCORE Capital Management ("INCORE")**

#### *INCORE Convertibles*

The INCORE Investment Grade Only Convertibles Strategy invests in domestic convertible securities rated "investment-grade" by a nationally recognized statistical rating organization, such as S&P, Moody's, or Fitch.

The INCORE Investment Grade Convertibles Strategy invests in a blend of domestic investment grade convertible securities, high quality, unrated convertible securities and select lower grade convertibles. Below investment-grade or unrated convertibles are generally limited to 20% of the portfolio. The average quality of the portfolio is rated investment grade securities.

The INCORE All Qualities Convertible Strategy invests in domestic convertible securities encompassing the entire quality spectrum. Despite the all qualities nature of this strategy, it favors higher than average quality convertibles.

Convertible security selection involves analyzing the underlying stock to determine its attractiveness. The convertible security's credit profile and fixed income characteristics are analyzed and then each

issue's specific convertible characteristics are assessed. Internal and external research, as well as various quantitative reports, is used to analyze the underlying stock. The INCORE Convertibles team seeks to identify stocks with long-term fundamental prospects that are not yet reflected in the current price. The strategy's investment team also looks for catalysts to move the stock sooner, rather than later. Potential catalysts may include rising earnings estimates, new product potential, or positive capital allocation decisions. Finally, dedicated convertible systems are used to assess the unique characteristics of each issue to determine its risk/reward profile, as well as any important convertible attributes.

Following the individual convertible evaluation, the INCORE Convertibles team invests in the most attractive convertible securities to build diverse portfolios. The team takes a balanced approach to portfolio construction by dividing the portfolio into thirds, with roughly a third of the portfolio in equity-sensitive convertibles that provide upside participation, a third in defensive, bond-like convertibles for downside protection, and a third in total return or middle-of-the-road convertibles that provide upside potential and downside protection. This balanced structure is designed to lessen volatility and provide smooth performance over a market cycle.

#### Principal Investment Risks

Convertible Debt Securities Risk; Debt Securities Risk; Equity Securities Risk; Focused Investment Risk; Foreign Securities Risk; High-Yield/Junk Bond Risk; Interest Rate Risk; Liquidity Risk; Management Risk; Political Risk; Reinvestment Risk; Responsible Investing Risk; and Synthetic Convertible Securities Risk.

#### *INCORE Fixed Income*

The INCORE fixed income strategies invest principally in fixed income securities that are rated "investment grade" by a nationally recognized statistical rating organization, such as S&P, Moody's, or Fitch. The strategies invest for varying maturities and can include taxable and tax-exempt securities.

The INCORE fixed income team believes that value can be added consistently by exploiting economic cycles that create capital market inefficiencies and cyclical valuations that revert to the mean over time. The INCORE team uses a macro world view based on a proprietary, multi-factor model that broadly accounts for economic, valuation, and momentum factors. The results of this model are used to help determine aggregate exposure to credit spreads versus government securities, such as treasuries and agencies, and to identify opportunities among credit sectors, such as corporate bonds and mortgage- and asset-backed securities. The model also helps determine interest rate exposure and positioning on the yield curve. The INCORE team uses the model to help make sector allocation, active duration, and yield curve positioning decisions.

The primary goal of the INCORE fixed income team's credit research is to maximize total and risk adjusted return. The INCORE fixed income team uses a proprietary, multi-factor credit screening process to identify and own the debt of companies with stable or improving credit fundamentals and to avoid the debt of companies with deteriorating credit fundamentals. Fundamental credit factors include earnings, cash flow, profitability, balance sheet ratios, and Altman Z-scores. Additional factors include valuation, liquidity, ratings pressure, and a forward probability of default, which incorporates equity volatility. The screening process allows the INCORE team to cover a wide universe of investable issuers and to quickly focus its efforts on issuers that meet its investment criteria. The screening tool is the first step in the process, which is followed by a more thorough investigation of stability, experience, reputation of the management team and understanding the company's business model and the sustainability of its cash flows. The INCORE team also looks closely at ownership by activist shareholders who may be inclined to encourage actions that favor equity holders over debt holders.

The INCORE strategies' fixed income securities may include without limitation: U.S. government securities, including securities issued by agencies or instrumentalities of the U.S. government; long- and short-term corporate debt obligations; mortgage-backed securities, including collateralized mortgage obligations (CMOs) and commercial mortgage-backed securities (CMBS); asset-backed securities, including collateralized debt obligations (CDOs); and U.S. dollar-denominated obligations of foreign governments, corporations and banks (i.e., Yankee Bonds). The INCORE strategies may purchase or sell securities on a when-issued, to-be-announced (TBA), delayed delivery or forward commitment basis and may engage in short-term trading of portfolio securities. The INCORE strategies may also utilize dollar roll transactions to obtain market exposure to certain types of securities, particularly mortgage-backed securities. The INCORE strategies may enter into exchange traded or over-the-counter derivatives transactions of any kind, such as futures contracts (both long and short positions), options on futures, and swap contracts, including, for example, interest rate swaps and credit default swaps.

The INCORE fixed income team may invest in loans of any maturity and credit quality. If the strategy invests in loans, the strategy's investment team may seek to avoid the receipt of material non-public information about the issuers of the loans being considered for purchase by the strategy, which may affect its ability to assess the loans as compared to investors that do receive such information.

Although the INCORE fixed income strategies will primarily be invested in domestic securities, a portion may be invested in foreign securities, which may be denominated in foreign currencies. The strategies may invest a portion of their total assets in below investment grade debt securities, commonly known as "high-yield" securities or "junk bonds."

#### Principal Investment Risks

Credit Derivatives Risk; Debt Securities Risk; Derivatives Risk; Foreign Securities Risk; Futures and Options Risk; High-Yield/Junk Bond Risk; Liquidity Risk; Loan Risk; Management Risk; Mortgage- and Asset-backed Securities Risk; Mortgage Dollar Roll Risk; Portfolio Turnover Risk; Responsible Investing Risk; Valuation Risk, and When-Issued, TBA & Delayed-Delivery Securities Risk.

#### *INCORE Short Government*

INCORE Short Government seeks to provide high, reliable income by investing in securities backed 100% by the full faith and credit of the U.S. government. It primarily invests in securities issued by the U.S. government and its agencies or instrumentalities. Under normal circumstances, the strategy invests in mortgage-backed obligations and collateralized mortgage obligations (CMOs) issued by the Government National Mortgage Association (GNMA), with an average effective maturity ranging from 2 to 10 years and obligations issued or guaranteed by the U.S. government or by its agencies or instrumentalities with a dollar-weighted average maturity normally less than 5 years.

INCORE Short Government's portfolio construction consists of three layers: (1) top-down, macro-economic driven, (2) mid-level, relative value driven and (3) bottom up, borrower characteristics driven. The greatest emphasis will generally be on the bottom-up factor, but the relative weightings of the three layers can and will vary over time, reflective of the broad economic environment. The strategy may purchase or sell securities on a when-issued, to-be-announced or delayed delivery basis. There is no limitation on the maturity of any specific security, and the team may sell any security before it matures.

#### Principal Investment Risks

Mortgage-backed and Asset-backed Securities Risk; Liquidity Risk; Inflation Risk; Interest Rate Risk; Management Risk; Reinvestment Risk; U.S. Government Agency Obligations Risks; Valuation Risk,

and When-Issued, TBA & Delayed-Delivery Securities Risk.

### **Integrity Asset Management (“Integrity”)**

Integrity strategies invest primarily in equity securities of micro-, small-, small-/mid- or mid capitalization companies. Integrity invests most of its assets in U.S. company securities but may also invest in foreign securities. Their universe includes any security within the market cap range of the respective Russell Value Index.

Integrity focuses on achieving capital appreciation by maintaining a diversified portfolio of stocks that are currently undervalued yet poised to outperform. To identify these stocks, their disciplined process seeks the following two key elements:

- Good Value: statistically cheap stocks trading below their estimate of intrinsic value
- Good News: identify catalysts that lead to improving investor sentiment

Risk exposure is continuously evaluated throughout the process to promote consistent long-term performance versus the respective Russell Value Index.

Integrity employs a flexible value approach to investing. Their strategies utilize different “flavors” of value investing in the portfolio. They combine this value style selection along with a disciplined bottom-up stock selection approach that seeks to find the right company at the right price and at the right time.

The process focuses primarily on bottom-up factors, but top-down inputs are considered as part of the sector allocation process. The process is not preoccupied with the narrow deep-value universe and seeks outperformance in both up and down markets. The process includes proprietary screening with disciplined and quantitative framework that focuses attention on important criteria for value - valuation and timing. The process combines traditional value metrics with growth metrics such as earnings estimates (momentum) and catalysts, resulting in a portfolio of timely value stocks.

### **Principal Investment Risks**

Equity Securities Risk; Focused Investment/Financial Sector Risk; Foreign Securities Risk; Investment Style Risk; IPO Risk; Liquidity Risk; Management Risk; REIT Risk; and Small-Capitalization Stock Risk.

### **Munder Capital Management (“Munder”)**

Munder invests principally in equity securities of companies that span the market capitalization spectrum. Its strategies may invest in small-, mid-, and large- capitalization companies or in a blend of small-/mid- capitalization companies. Munder’s Focused Small-Mid Cap Strategy may hold a relatively small number of holdings.

Munder typically invests in securities of U.S. companies but may also invest in foreign securities. While Munder’s core strength is security selection, the team augments its bottom-up portfolio construction with robust risk controls to help reduce volatility and moderate sector, capitalization and style risk exposures and optimize risk-adjusted returns.

Munder employs both fundamental analysis and quantitative screening to identify potential investment candidates that the team believes are high-quality and have the potential for above-average earnings growth and improving business momentum. Investment candidates typically exhibit some or all of the following key criteria: higher than average earnings growth; consistency of

earnings growth; valuation levels attractive relative to the market and the company's growth rate; below-average debt level and quality, measured by leadership position in the company's industry, proven operating earnings results and a highly regarded management team. Purchase and sale decisions are based on Munder's careful consideration of the potential reward relative to risk of each security based on proprietary research (mosaic) and financial modeling.

#### Principal Investment Risks

Equity Securities Risk; Focused Investment/Information Technology Sector Risk; Foreign Investments Risk; Investment Style Risk; Large Capitalization Stock Risk; Limited Portfolio Risk; Liquidity Risk; Management Risk; Mid Capitalization Stock Risk; Portfolio Turnover Risk; and Small-Capitalization Stock Risk.

### **NewBridge Asset Management ("NewBridge")**

The NewBridge Large Cap Growth Strategy invests principally in equity securities of large market capitalization companies that have growth prospects supported by strong financial foundations, market leadership, and sound management teams. The strategy typically holds a limited number of U.S. securities but may also invest in foreign securities. NewBridge searches for investment ideas across all sectors and industries, broadening the search for securities and allowing the team to draw comparisons of growth characteristics throughout the investment universe. The NewBridge team puts attractive ideas through fundamental analysis, leveraging experience and knowledge in helping to build and validate a thesis for each potential investment candidate. The team incorporates sustainable investing considerations into its investment process to identify companies with strong, responsible leadership teams and to mitigate security-level risk. Ideas are then analyzed within the context of the portfolio's risk profile and standards for diversification as it relates to sector and industry, emerging versus established growth, and cyclical versus secular growth.

#### Principal Investment Risks

Equity Securities Risk; Focused Investment/Information Technology Sector Risk; Investment Style Risk; Foreign Securities Risk; Large Capitalization Stock Risk; Limited Portfolio Risk; Management Risk; and Responsible Investing Risk.

### **New Energy Capital ("NEC")**

NEC originates and structures investments in developers of middle-market clean energy infrastructure assets across multiple sectors and geographies. It differentiates itself through extensive industry relationship and the ability to successfully execute complex project finance transactions to create a unique value proposition. NEC pursues partnering strategies to leverage opportunities where necessary, and asset aggregation strategies to build salable platforms in fragmented markets.

The success of the investment strategy requires a thorough understanding of key markets and the specific drivers which create infrastructure investment opportunities.

NEC continually evaluates exit opportunities and potential liquidity events for its equity investments, including:

- Trade sales of individual investments or portfolios of like investments
- Mergers and acquisitions

- Public market registration and sale of aggregated investments
- Recapitalization, securitization and refinancing of select investments

Effective due diligence is an essential component of the NEC investment strategy. NEC has demonstrated the ability to evaluate technical, commercial, financial, legal and policy related risks, and to work with counterparties to appropriately mitigate such risks.

#### Principal Investment Risks

Assessment Risk; Cash Position Risk; Debt Securities Risk; Early-Stage Opportunities Risk; Equity Securities Risk; Financing Risk; Focused Investment Risk; Limited Information Risk; Portfolio Company Risk; Limited Partnership Interests Risk; Regulatory Risk

### **RS Investments - Value Team (“RS Value”)**

RS Value invests primarily in equity securities of small-, mid-, and large-capitalization companies that it believes are undervalued. RS Value typically invests in equity securities of U.S. companies but may also invest in foreign securities. The RS Large Cap Value, RS Mid Cap Value, and RS Small Cap Value Strategies will likely hold a more limited number of securities than many other strategies. The RS Concentrated All Cap Value Strategy is concentrated and expects to hold a larger portion of its assets in a smaller number of issuers.

In evaluating investments, RS Value conducts fundamental research to identify companies with improving returns on invested capital. RS Value’s research efforts seek to identify the primary economic and value drivers for each company. Research focuses on a company’s capital deployment strategy, including decisions about capital expenditures, acquisitions, cost-saving initiatives, and share repurchase/dividend plans, as the adviser seeks to understand how returns on invested capital may improve over time. Valuation is considered an important part of the process. RS Value seeks to invest in companies based on its assessment of risk (the possibility of permanent capital impairment) and reward (the future value of the enterprise). RS Value takes into account relative sustainable investing issues when evaluating the potential impact such factors may have on the return on invested capital of a company’s business lines and management teams.

#### Principal Investment Risks

*RS Large Cap Value Strategy:* Cash Position Risk; Equity Securities Risk; Focused Investment Risk; Foreign Securities Risk; Investment Style Risk; Large Capitalization Stock Risk; Limited Portfolio Risk; Management Risk; Portfolio Turnover Risk; and Responsible Investing Risk

*RS Mid Cap Value, and RS Small Cap Value Strategies:* Cash Position Risk; Equity Securities Risk; Focused Investment Risk; Foreign Securities Risk; Investment Style Risk; Limited Portfolio Risk; Liquidity Risk; Management Risk; Mid Capitalization Stock Risk Portfolio Turnover Risk; Small-Capitalization Stock Risk.

### **RS Investments – Growth Team (“RS Growth”)**

RS Growth invests primarily in equity securities of small-, mid-, and large-capitalization companies. The RS Small Cap Growth, RS Mid Cap Growth, RS Small/Mid Cap Growth, and RS Large Cap Growth Strategies typically invest in securities of U.S. companies but may also invest in foreign securities. The RS Science and Technology Strategy invests primarily in equity securities of science and/or technology companies and may invest in companies of any size. The strategy typically invests in securities of U.S. companies but may also invest in foreign securities. A particular company will be considered to be a science or technology company if RS Growth determines that it applies scientific or technological developments or discoveries to grow its business or increase its competitive advantage. Science and technology companies may also include companies whose

products, processes, or services, in the opinion of RS Growth, are being, or are expected to be, significantly benefited by the use or commercial application of scientific or technological developments or discoveries.

RS Growth employs both fundamental analysis and quantitative screening in seeking to identify companies it believes will produce sustainable earnings growth over a multi-year horizon. Investment candidates typically exhibit some or all of the following key criteria: strong organic revenue growth, expanding margins and profitability, innovative products or services, defensible competitive advantages, growing market share, and experienced management teams. Valuation is an integral part of the investment process and purchase decisions are based on RS Growth's expectation of the potential reward relative to risk of each security based in part on its proprietary earnings calculations.

#### Principal Investment Risks

*RS Large Cap Growth Strategy:* Cash Position Risk; Equity Securities Risk; Focused Investment Risk; Foreign Securities Risk; Investment Style Risk; Large Capitalization Stock Risk; Limited Portfolio Risk; Management Risk; Mid Capitalization Stock Risk; and Portfolio Turnover Risk.

*RS Small Cap Growth, RS Mid Cap Growth, and RS Small/Mid Cap Growth Strategies:* Cash Position Risk; Equity Securities Risk; Focused Investment Risk; Foreign Securities Risk; Investment Style Risk; IPO Risk; Large Capitalization Stock Risk; Limited Portfolio Risk; Liquidity Risk; Management Risk; Mid Capitalization Stock Risks; Portfolio Turnover Risk; and Small-Capitalization Stock Risk.

*RS Science and Technology Strategy:* Cash Position Risk; Equity Securities Risk; Foreign Securities Risk; Investment Style Risk; Large Capitalization Stock Risks; Liquidity Risk; Management Risk; Risk; Portfolio Turnover Risk; Science and Technology Investment Risk; and Small-Capitalization Stock Risk.

#### **RS Investments – Global Markets Team (“RS Global”)**

RS Global employs both fundamental analysis and a data-driven approach in seeking to identify companies across the market capitalization spectrum that it believes can sustain long-term growth. Valuation is also an integral part of the investment process. RS Global seeks to identify companies that it believes possess strong earnings quality, operational efficiency, sound management, favorable growth characteristics, attractive valuations, and that enjoy favorable market sentiment. RS Global monitors macroeconomic and political trends, as well as risk exposures, as part of the overall investment process.

The RS Global Strategy primarily invests in securities issued by companies of any size wherever they may be in the world. The Strategy will typically invest in companies located in at least three different countries including the United States with 40% or more of its total assets in securities of non-U.S. companies. The Strategy may invest any portion of its assets in companies located in emerging markets.

The RS International Strategy invests in securities issued by (1) companies organized, domiciled, or with a principal office outside of the United States, (2) companies which primarily trade in a market located outside of the United States, or (3) companies which do a substantial amount of business outside of the United States, which RS Developed considers to be companies that derive at least 50% of their revenue or profits from business outside the United States or have at least 50% of their sales or assets outside the United States.

Investments are not typically focused on a particular industry or country. A significant part of the RS

International Strategy's assets will normally be divided among continental Europe, the United Kingdom, Japan, and Asia/Pacific region (including Australia and New Zealand). The RS International Strategy may invest any portion of its assets in companies located in emerging markets.

#### Principal Investment Risks

Cash Position Risk; Equity Securities Risk; Foreign Securities Risk; Management Risk; Emerging Market Risk; Large Capitalization Stock Risk; Liquidity Risk; Portfolio Turnover Risk; Responsible Investing Risk; and Small-Capitalization Stock Risk.

#### **Sophus Capital ("Sophus")**

The Sophus Emerging Markets Strategy invests in securities of emerging market companies of any size and the Sophus Emerging Markets Small Cap Strategy invests in securities issued by small-capitalization emerging market companies. An emerging market country is generally defined as a country (1) that is included in the MSCI emerging market indices or the MSCI frontier market indices, (2) whose economy or markets are classified by the International Finance Corporation and the World Bank to be emerging or developing, (3) classified by the United Nations as developing or any country, and (4) that has economies, industries, and stock markets with similar characteristics. An emerging market company is generally defined as a company (1) that is organized under the laws of, or has its principal office in, an emerging market country; (2) that derives 50% or more of its revenue from goods produced, services performed, or sales made in emerging market countries; or (3) for which the principal securities market is located in an emerging market country.

Sophus employs both fundamental analysis and quantitative screening in seeking to identify companies that it believes can sustain above-average earnings growth relative to their peers. Valuation is an integral part of the process. Fundamental, bottom-up research focuses on companies that rank highly within the quantitative screen, with particular emphasis placed on a company's earnings growth, business strategy, value creation, competitive position, management quality, market position, and political and economic backdrop. Sophus takes into account relevant sustainable investing issues when evaluating a company's business lines and management team to understand how these issues may impact a company's sustainable business prospects and earnings growth profile. Sophus does not necessarily exclude a company with a poor environmental, social, and governance ("ESG") profile if there is evidence of the company's commitment to improving its ESG policies and practices. Sophus monitors market and sovereign risk as part of the overall investment process.

#### Principal Investment Risks

Cash Position Risk; Equity Securities Risk; Emerging Market Risk; Foreign Securities Risk; Large Capitalization Stock Risk; Liquidity Risk; Management Risk; Portfolio Turnover Risk; Responsible Investing Risk; and Small-Capitalization Stock Risk.

#### **Sycamore Capital ("Sycamore")**

Sycamore invests principally in equity securities of small- capitalization and/or mid-capitalization companies, primarily in securities of U.S. companies but may also invest in foreign companies through the use of American Depositary Receipts (ADRs).

Sycamore employs a bottom-up, fundamental investment approach to build a diversified portfolio of companies that it believes are undervalued and offer an asymmetrical risk/reward profile. In building portfolios, Sycamore identifies companies that it believes to possess each of the following attributes: better business with a sustainable model and above-average financial strength; a dislocation in value between the current market price and the team's estimate of intrinsic value and fundamental

drivers that will narrow the valuation gap. Sycamore believes that companies that possess all three attributes offer the greatest downside protection without sacrificing the upside potential. By adhering to a disciplined process, the strategy's objective is to deliver attractive returns with lower risk and volatility over the long-term.

#### Principal Investment Risks

Equity Securities Risk; Focused Investment Risk; Foreign Securities Risk; Investment Style Risk; Liquidity Risk; Management Risk; Mid Capitalization Stock Risk; and Small-Capitalization Stock Risk.

#### **THB Asset Management ("THB")**

THB seeks to identify and invest in equity securities of companies that, in the Adviser's opinion, are undervalued in the market. The Adviser may invest in both growth and value stocks. In constructing the portfolio, the Adviser uses a bottom-up fundamental research process that utilizes both quantitative and qualitative analysis to identify investment opportunities. Investments are selected based on an active fundamental process which combines financial analysis and proprietary research to evaluate potential investments' management and long-term outlook and business strategies. The Adviser fully integrates environmental, social and governance ("ESG") factors into its established quality assessment framework.

THB uses qualitative and quantitative methods to generate investment ideas as follows:

- *Qualitative* – Sources of qualitative research include attendance at conferences and trade shows, dialogue with corporate management and industry specialists, subscriptions to various professional services, and the sector expertise of portfolio managers.
- *Quantitative* – THB screens the investment universe for companies with fundamental and valuation factors that are consistent with THB's investment approach and are back-tested for price predictability. THB attempts to identify securities where the market has either: (1) undervalued the potential of the company with regards to operating structure and profitability, (2) failed to recognize the inherent value on a cost replacement basis and/or, (3) overlooked the synergies available with respect to potential acquisition.

THB seeks to invest in companies that possess characteristics that define them as leaders within their industries and demonstrate identifiable positive change in either the underlying business or corporate structure. THB aims to anticipate how such positive changes affect the income statement, balance sheet, or market perception of that company.

Depending on the strategy, THB may invest in U.S. or non-U.S. companies and may invest in companies of any asset size. From time to time, due to changes in sector weights of the Index, the Fund's investments can be focused in one or more economic sectors.

#### Principal Investment Risks

Equity Securities Risk; Focused Investment Risk; Foreign Securities Risk; Investment Style Risk; Liquidity Risk; Management Risk; Mid Capitalization Stock Risk; Responsible Investing Risk; and Small-Capitalization Stock Risk.

#### **Trivalent Investments ("Trivalent")**

The Trivalent International Small Cap Equity Strategy seeks to provide long-term growth of capital by investing primarily in equity securities of companies in countries represented in the S&P Developed ex-US Small Cap Index.

The Trivalent International Developed Equity Strategy seeks to provide long-term growth of capital by investing primarily in equity securities of companies in countries represented in the MSCI EAFE Index.

The Trivalent Emerging Markets Equity Strategy team seeks to provide long-term growth of capital by investing primarily in equity securities of companies in countries represented in the MSCI Emerging Markets Index.

The Trivalent Emerging Markets Small Cap Equity Strategy seeks to provide long-term growth of capital by investing primarily in equity securities of companies in countries represented in the MSCI Emerging Markets Small Cap Index.

The Trivalent International Equity Strategy seeks to provide long-term growth of capital by investing primarily in equity securities of companies in countries represented in the MSCI ACWI (All Country World Index) ex USA Index but may also invest in companies from other countries. There is no limit on the market capitalization in which the strategy may invest; therefore, equity investments may include small, mid, and large market capitalization companies. The select portfolio will typically hold 60 to 80 stocks.

Trivalent employs a bottom-up investment approach that emphasizes individual stock selection. The investment process uses a combination of quantitative and traditional qualitative, fundamental analysis to identify attractive stocks with low relative price multiples and positive trends in earnings forecasts high profitability and companies with a strong or positively trending environmental, social, and governance (“ESG”) profile. The stock selection process is designed to produce a diversified portfolio that, relative to the Index, tends to have a below-average price-to-earnings ratio and an above-average earnings growth trend and above average return on invested capital. Trivalent’s risk controls are designed to reduce unintended risks while highlighting security selection as a key part of the portfolio construction process. As a result, Trivalent’s investment allocation to countries and sectors tends to closely approximate the country and sector allocations of the applicable index.

#### Principal Investment Risks

Derivatives Risk; Emerging Markets Risk; Equity Securities Risk; Foreign Securities Risk; Futures and Options Risk; Geographic Focus Risk; Investment Style Risk; Liquidity Risk; Management Risk; Portfolio Turnover Risk; Responsible Investing Risk; and Small-Capitalization Stock Risk.

#### **Victory Income Investors (“Victory Income”)**

Victory Income implements fixed income and money market strategies. Victory Income may purchase fixed-income investments (both investment grade and high yield), and other types of securities based on the relevant investment strategy.

Victory Income believes a yield focused portfolio, built bond-by-bond, through fundamental bottom-up analysis, will outperform our peers over the long run and as part of this approach we seek to deliver excess returns not through movement or shifts in the curve but rather through asset allocation across fixed income asset classes and security selection.

The Victory Income team is comprised of three foundational pillars: Portfolio Management, Trading, and Research. All team members centrally report to the franchises Co-Chief Investment Officers.

The Research Team is organized as a central research group that supports all of our fixed income strategies with independent research, internal ratings, ESG scores and relative value recommendations supported by our proprietary research process. The Research Team is comprised

of analysts with great diversity across background and experience all working together under one central credit research methodology for which they have been trained. The Research Team is grouped by the three major fixed income asset classes in which we invest: corporate, municipal, and structured products. Coverage for the corporate debt market is divided by industry (sector specialists). Coverage for the municipal debt market is divided by geographic region (sector generalists). Coverage for the structured product debt market is divided between ABS/CLO and CMBS (collateral and legal structure specialists).

#### Principal Investment Risks

Cash Position Risk, Convertible Debt Securities Risk, Credit Derivatives Risk, Debt Securities Risk, Derivatives Risk, Equity Securities Risk, Emerging Markets Risk, Foreign Securities Risk, Futures and Options Risks, Geographic Focus Risk, High-Yield/Junk Bond Risk, Liquidity Risk, Legislative Risk, Loan Risk, Mortgage & Asset-Backed Securities Risk, Management Risk, Municipal Securities Risk, Portfolio Turnover Risk, U.S. Government Agency Obligations Risk, Valuation Risk, and When-Issued, TBA & Delayed-Deliver Securities Risk.

#### **Victory Solutions Platform**

VCM's Solutions Platform consists of investment solutions strategies that are primarily rules-based. The platform offers these strategies through a variety of vehicles, including separate accounts, mutual funds, index licenses, private funds, and VictoryShares ETFs. The rules-based strategies offered by the Solutions Platform may incorporate elements of the strategies managed by one or more Investment Franchises across asset classes and can include customized solutions designed to meet individual client needs. VCM's Solutions Platform also offers custom solution strategies to clients that may not be rules-based, leveraging quantitative, multi-asset and at times multi-franchise capabilities. As with VCM's Investment Franchises, the Solutions Platform is operationally integrated and supported by centralized distribution, marketing, and operational support functions.

VCM's rules-based strategies (each an "Index") include certain proprietary Volatility Weighted Indexes ("Volatility Indexes") that combine fundamental criteria with individual security risk control achieved through volatility weighting of individual securities. These strategies may serve as the foundation for separately managed accounts or VCM-sponsored or third-party sponsored pooled vehicles (pursuant to licensing agreements). The Indexes cover all market capitalizations of U.S., developed non-U.S. and emerging markets.

In most cases, an independent Index Provider maintains each Index throughout the year and includes monitoring and adjusting an Index for company additions and deletions, stock splits, corporate restructurings, and other corporate actions. Neither the Index Provider, VCM nor the Victory Funds guarantee the accuracy, completeness, or performance of any Index or the data included therein and shall have no liability in connection with any Index or Index calculation, including any errors or omissions in calculating the Indexes.

Indexes are rebalanced periodically in accordance with a set schedule. In conjunction with each rebalancing date, an Index's rules are applied to its universe of publicly traded securities in order to determine which securities are eligible for inclusion in the Index. New securities are added to the Index only on rebalancing dates or due to corporate actions and only securities that comply with the Index methodology are eligible to be included in an Index. Securities that no longer meet eligibility for an Index on the rebalance date are omitted. Index maintenance occurs throughout the year and includes monitoring and adjusting an Index for company additions and deletions, stock splits, corporate restructurings, and other corporate actions. Corporate actions are generally implemented after the close of trading on the day prior to the ex-date of such corporate actions. A security also may be removed from an Index in between rebalancing dates if it no longer represents an investable asset due to legal constraints or other independent factors. In response to market conditions that

occur between rebalancing dates, an Index's country and sector weights may fluctuate above or below a specified cap between annual Index screening dates.

Some of the Volatility Indexes employ a defensive "Long/Cash" strategy, which is designed to reduce exposure to equities during periods when markets are volatile. During periods of significant market decline, the Long/Cash Indexes will reduce exposure to the equity markets by allocating as much as 75% of the Index to 30-day Treasury bills during times when the stock markets are volatile and reinvest when market prices have rebounded or have further declined.

The Solutions Platform may advise pooled investment vehicles sponsored by VCM or separate accounts that seeks to track an Index or it may license an Index for use by a third-party. VCM may also advise accounts that track an Index, including without limitation a Victory Private Fund that is designed to track an unaffiliated index comprised of cryptocurrencies and blockchain based assets.

With respect to the 529 Plan, the Solutions Platform bases its recommendations on a disciplined, fundamentally driven, long-term focused asset allocation process and manager research process. The asset allocation process determines the portfolio allocations, and the manager selection process selects the underlying Victory Funds for each 529 Plan portfolio. The 529 Plan Description and Participation Agreement provided to each 529 Plan participant by Ascensus contains detailed information regarding the methods of analysis, investment strategies, and risk of loss applicable to each portfolio. The Solutions Platform provides non-discretionary services to the 529 Plan and its recommendations can be accepted or rejected by the Nevada Board.

The Solutions Platform's customized solutions include (1) completion portfolios designed to target specific risk and/or alpha targets and (2) hybrid solutions that combine the benefits of active security selection and rules-based indexes to control risk, cost and potentially enhance efficiency. These solutions may be managed on a discretionary or non-discretionary basis or may be licensed to a third-party for its use.

In addition to the principal investment risks identified below, see "Proprietary Indexes" in Item 10 for additional information about the calculation and maintenance of several of the Indexes utilized by the Solutions Platform.

#### **Principal Investment Risks**

Authorized Participant Risk, Calculation Methodology Risk, Cryptocurrency Risk; Derivatives Risk; Emerging Markets Risk; Equity Securities Risk; Foreign Securities Risk; Futures and Options Risk; Geographic Focus Risk; Liquidity Risk; Momentum Risk, Passive Investing Risk; Sampling Risk; Small-Capitalization Stock Risk; Responsible Investing Risk; Tax-Efficiency Risk, Tracking Error Risk; and Underlying Investment Vehicle Risk.

#### **Glossary of Risks**

##### **Assessment Risk**

The potential for investments must be determined through specific site assessments. Those assessments will typically be conducted by third-party consultants and are subject to both error and unpredictability.

##### **Calculation Methodology Risk**

The indexes tracked by certain ETFs rely on various sources of information to assess the criteria of issuers included in the indexes, including information that may be based on assumptions and

estimates. VCM cannot offer assurances that an index's calculation methodology or sources of information will provide an accurate assessment of included issuers or correct valuation of securities, nor can it guarantee the availability or timeliness of the production of an index.

#### Cash Position Risk

Holding cash or cash equivalents, even strategically, may lead to missed investment opportunities. This is particularly true when the market for other investments in which a strategy may invest is rapidly rising. This could compromise the ability of the strategy to achieve its investment objective.

#### Convertible Debt Securities Risk

The values of convertible debt securities in which a strategy may invest may be affected by market interest rates, reduction in credit quality or credit ratings, issuer default on interest and principal payments, and declines in the value of the underlying common stock. Additionally, an issuer may retain the right to buy back its convertible securities at a time and price unfavorable to the strategy.

#### Credit Derivatives Risk

A strategy may enter into credit derivatives, including credit default swaps and credit default index investments. A strategy may use these investments (1) as alternatives to direct long or short investment in a particular security, (2) to adjust a strategy's asset allocation or risk exposure, or (3) for hedging purposes. The use by a strategy of credit default swaps may have the effect of creating a short position in a security. These investments can create investment leverage and may create additional investment risks that may subject a strategy to greater volatility than investments in more traditional securities.

#### Cryptocurrency Risk

Cryptocurrency, often referred to as "virtual currency", "digital currency", or "digital assets," operates as a decentralized, peer-to-peer financial exchange and value storage that is used like money. Cryptocurrency operates without central authority or banks, is not backed by any government, and is not legal tender. Federal, state, or foreign governments may restrict the use and exchange of cryptocurrency, and regulation in the U.S. is still developing. The SEC has issued a public report stating U.S. federal securities laws require treating some digital assets as securities. Cryptocurrency exchanges may stop operating or permanently shut down due to fraud, technical glitches, hackers, or malware. Cryptocurrencies may experience very high volatility. Digital assets are highly dependent on their developers and there is no guarantee that development will continue, or the developers will not abandon a project with little or no notice. Third parties may assert intellectual property claims relating to the holding and transfer of digital assets and their source code. Any threatened action that reduces confidence in a network's long-term ability to hold and transfer cryptocurrency may affect investment value.

#### Debt Securities Risk

The value of a debt investment or other income-producing investment changes in response to various factors, including, for example, market-related factors (such as changes in interest rates, adverse economic or political conditions, tariffs and trade disruptions, inflation, or adverse investor sentiment generally) and changes in the actual or perceived ability of the issuer of a debt investment to meet its obligations. Changes in value may occur sharply and unpredictably. Other factors that may affect the value of a debt investment, include public health crises, such as the COVID-19

pandemic, and responses by governments and companies to such crises. The COVID-19 pandemic had, and any future outbreaks could have, an adverse impact on the issuers of debt investments and the global economy in general, which impact could be material. The pandemic, which spread rapidly across the world, led, and may continue to lead to disruptions in local, regional, national, and global markets and economies. The outbreak has resulted in, and until fully resolved is likely to continue to result in, among other things: (1) government imposition of various forms of “stay at home” orders and the closing of “non-essential” businesses, resulting in significant disruption to the businesses of many issuers as well as lay-offs of employees; (2) increased requests by issuers of debt instruments for amendments and waivers of agreements to avoid default and increased defaults; (3) volatility and disruption of markets, including greater volatility in pricing and spreads; and (4) rapidly evolving proposals and/or actions by state and federal governments to address problems being experienced by the markets and by businesses and the economy in general. For example, actions by the U.S. Federal Reserve (also known as the “Fed”) have included direct capital infusions into companies, new monetary programs, and dramatically lower interest rates. High public debt in the United States and other countries creates ongoing systemic and market risks and policymaking uncertainty. The COVID-19 pandemic and other market events also may affect the creditworthiness of the issuer of a debt investment and may impair an issuer’s ability to timely meet its debt obligations as they come due. Other risks associated with debt securities include:

- *Inflation Risk*

Inflation risk is the risk that inflation will erode the purchasing power of the cash flows generated by debt investments held by a strategy. Fixed-rate debt investments are more susceptible to this risk than floating-rate debt investments or equity securities that have a record of dividend growth.

- *Interest Rate Risk*

Interest rate risk is the risk that the value of a security will decline if interest rates rise. When interest rates go up, the value of a debt security typically goes down. When interest rates go down, the value of a debt security typically goes up. Duration is a measure of the price sensitivity of a debt security or portfolio to interest rate changes. The longer a fund’s average portfolio duration, the more sensitive the fund will be to changes in interest rates. In addition, during periods of increased market volatility, the market values of fixed income securities may be more sensitive to changes in interest rates. Interest rates may rise, or the rate of inflation may increase, impacting the value of investments in fixed income securities. A debt issuer’s credit quality may be downgraded, or an issuer may default. Interest rates may fluctuate due to changes in governmental fiscal policy initiatives and resulting market reaction to those initiatives. Decisions by the Fed regarding interest rate and monetary policy can have a significant effect on the value of debt securities as well as the overall strength of the U.S. economy. Precise interest rate predictions are difficult to make, and interest rates may change unexpectedly and dramatically in response to extreme changes in market or economic conditions. Interest rates have been unusually low in recent years in the U.S. and abroad, and central banks have reduced rates further in an effort to combat the economic effects of the COVID-19 pandemic. Extremely low or negative interest rates may become more prevalent or may not work as intended. As there is little precedent for this situation, the impact on various markets that interest rate or other significant policy changes may have is unknown.

- *Reinvestment Risk*

Reinvestment risk is the risk that when interest rates are declining, the interest income and prepayments on a security the strategy receives will have to be reinvested at lower interest rates. Generally, interest rate risk and reinvestment risk tend to have offsetting effects, though not necessarily of the same magnitude.

- Credit (or default) Risk

Credit (or default) risk is the risk that the issuer of a debt security will be unable to make timely payments of interest or principal. Credit risk is measured by nationally recognized statistical rating organizations, such as Standard & Poor's, Fitch, Inc., and Moody's Investor Service.

#### Derivatives Risk

Derivatives transactions can create investment leverage and may be highly volatile. It is possible that a derivative transaction will result in a loss greater than the principal amount invested, and a strategy may not be able to close out a derivative transaction at a favorable time or price. The counterparty to a derivatives contract may be unable or unwilling to make timely settlement payments, return the strategy's margin, or otherwise honor its obligations.

#### Early Stage Opportunities Risks

There may be limited collateral to protect an early stage investment once made. Investment opportunities may need substantial equity or debt to support initial operations, achieve positive cash flow, or complete development. Such additional needs may not be offered on attractive terms or may exceed the capital available from a franchise and may lead to dilution. Investment entities may lack one or more key attributes necessary for success, such as a complete management team, development permits, off-take or supply contracts, or sufficient financing to complete development. Early stage opportunities may involve investment in unproven technologies which carry risks associated with technical maturity. Additionally, operating results may vary significantly from period to period.

#### Emerging Markets Risk

All of the risks associated with investing in foreign securities are increased in connection with investments in securities associated with emerging markets. Countries in these markets are more likely to experience high levels of inflation, deflation, or currency devaluation, which could also hurt their economies and securities markets. The risks of investing in these markets also include the risks of illiquidity, increased price volatility, less government regulation, less extensive and less frequent accounting, financial and other reporting requirements, risk of loss resulting from problems in share registration and custody, and the nationalization of foreign deposits or assets. In addition, countries in emerging markets are more likely to experience instability in their markets due to social and political changes.

#### Equity Securities Risk

The value of a company's stock may decline in response to developments affecting individual companies and/or general economic conditions in the United States or abroad. A company's earnings or dividends may not increase as expected (or may decline) because of poor management, competitive pressures, reliance on particular suppliers, or geographical regions, labor problems or shortages, corporate restructurings, fraudulent disclosures, man-made or natural disasters, military confrontations or wars, terrorism, public health crises, or other events, conditions, and factors. Price changes may be temporary or last for extended periods.

#### Financing Risk

Debt holders may be senior to client equity or debt holdings in a portfolio company. If a portfolio company cannot generate sufficient cash flow to meet its debt service obligations, this can result in the loss or some of all of the investment.

#### Focused Investment Risk

Focusing investments in a particular market or economic sector (which may include issuers in a number of different industries) increases the risk of loss because the stocks of many or all of the companies in the market or sector may decline in value due to developments adversely affecting the

market or sector. In the context of a strategy that concentrates on a particular market or sector, the investment team may be unable to find attractive investments. For alternative asset strategies, the team may be unable to complete investments on acceptable terms, making it possible that a Victory Private Fund's term will expire before investing all available capital. Below are risks associated with some of the sectors common to our strategies:

- Alternative Energy Infrastructure Sector Risk  
The values of companies in the alternative energy infrastructure sector are particularly vulnerable to changes in public and government concerns and policy regarding climate change, changes in oil and gas prices, fluctuations in market price for feedstock, environmental liability, and changes to a counterparty's creditworthiness and ability to fulfill its contractual obligations. Investments based on solar, wind, geothermal or hydroelectric inputs are sensitive to weather and other local conditions.
- Financial Sector Risk  
The values of companies in the financial sector are particularly vulnerable to economic downturns and changes in government regulation and interest rates.
- Information Technology Sector Risk  
The values of companies in the information technology sector are particularly vulnerable to economic downturns, short product cycles and aggressive pricing, market competition and changes in government regulation.

#### Foreign Securities Risk

Foreign securities including ADRs and other depositary receipts are subject to political, regulatory, and economic risks not present in domestic investments. Foreign securities generally experience more volatility than their domestic counterparts and could be affected by factors not present in the U.S., including expropriation, confiscation of property, and difficulties in enforcing contracts. Compared to U.S. companies, there generally is less publicly available information about foreign companies and there may be less governmental regulation and supervision of foreign companies. In addition, to the extent that investments are made in a limited number of countries, events in those countries will have a more significant impact on a strategy. Other risks associated with foreign securities include:

- Political Risk  
Foreign securities markets may be more volatile than their counterparts in the U.S. Investments in foreign countries could be affected by factors not present in the U.S., including expropriation, confiscation of property, and difficulties in enforcing contracts. Foreign settlement procedures may also involve additional risks.
- Legal Risk  
Legal remedies for investors in foreign countries may be more limited than the legal remedies available in the U.S.
- Currency Risk  
The value of foreign securities denominated in foreign currencies may be affected favorably or unfavorably by currency exchange rates, currency exchange control regulations, and restrictions or prohibitions on the repatriation of foreign currencies. To attempt to protect against changes in exchange rates, a strategy may, but will not necessarily, engage in forward foreign-currency exchange transactions, which may eliminate some or all of the benefit of an increase in the value of a foreign currency versus the U.S. dollar.

See also Emerging Markets Risk.

### Futures and Options Risk

A hedge created using futures or options contracts (or any derivative) does not, in fact, respond to economic or market conditions in the manner the investment team expected. The contract hedge may not generate gains sufficient to offset losses and may actually generate losses. There is no assurance that a strategy will engage in any hedging transactions. Futures contracts and options can also be used as a substitute for the securities to which they relate. Other risks of investing in futures and options involves the risk that a strategy will be unable to sell the derivative because of an illiquid secondary market; the risk the counterparty is unwilling or unable to meet its obligation; and the risk that the derivative transaction could expose the strategy to the effects of leverage, which could increase the strategy's exposure to the market and magnify potential losses.

### Geographic Focus Risk

A strategy may invest a substantial portion of its assets within one or more countries or geographic regions. When a strategy focuses its investments in a country or countries, it is particularly susceptible to the impact of market, economic, political, regulatory, and other factors affecting those countries. Additionally, a strategy's performance may be more volatile when the strategy's investments are focused in a country or countries.

### High-Yield/Junk Bond Risk

Lower quality debt securities can involve a substantially greater risk of default than higher quality debt securities, and their values can decline significantly over short periods of time. Lower quality debt securities tend to be more sensitive to adverse news about the issuer, or the market or economy in general.

### Investment Style Risk

Different types of investment styles, for example growth or value, tend to perform differently and shift into and out of favor with investors depending on changes in market and economic sentiment and conditions. As a result, the Fund's performance may at times be worse than the performance of other mutual funds that invest more broadly or that have different investment styles.

### IPO Risk

Investments in IPOs may result in increased transaction costs and expenses and the realization of short-term capital gains and distributions. In addition, in the period immediately following an IPO, investments may be subject to more extreme price volatility than that of other equity investments. A strategy may lose all or part of its investments if the companies making their IPOs fail and their product lines fail to achieve an adequate level of market recognition or acceptance.

### Large Capitalization Stock Risk

The securities of large-cap companies may underperform the securities of smaller cap companies or the market as a whole. The growth rate of larger, more established companies may lag those of smaller companies, especially during periods of economic expansion.

### Limited Information Risk

Certain investments depend on a franchise's ability to obtain relevant information from non-public sources. Investment decisions for these investments will be required to be made without complete information, or to rely on information provided by third-parties that is impossible or impracticable to verify.

### Limited Partnership Interest Risk

A direct investment in a limited partnership is a long-term commitment. Investment programs are intended to extend over a period of years, during which the business, economic, political, regulatory, and technology environment within which the partnership operates may undergo substantial

changes, some of which may be adverse to the partnership. The manager will have the exclusive right and authority (within limitations set forth in the fund's partnership agreement) to determine the manner in which the fund shall respond to such changes, and limited partners generally will have no right to withdraw from the partnership or to demand specific modifications to partnership operations.

The investment sourcing, selection, management and liquidation strategies and procedures exercised by the general partner and manager in the past may not be successful in the future. Within the authority set forth in the partnership agreement, the general partner will have the authority to change investment sourcing, selection, management and liquidation strategies and procedures.

Client funds will depend on the efforts, experience, contacts, and skills of the individual members of the franchise. The loss of any such individual could have a material, adverse effect on the funds, and such loss could occur at any time due to death, disability, resignation, or other reasons. Except as provided in the partnership agreement, the members of the general partner will not be required to devote their time and attention exclusively to client funds. Additional members and investment professionals may be admitted to or hired by the general partner and/or manager at any time without approval by the limited partners.

#### Limited Portfolio Risk

To the extent a strategy invests its assets in a limited number of issuers than many other strategies, a decline in the market value of a particular security held by the strategy may affect its value more than if it invested in a larger number of issuers.

#### Liquidity Risk

Lack of a ready market or restrictions on resale may limit the ability of a strategy to dispose of certain holdings quickly or at prices that represent true market value in the judgment of the franchise. In addition, a strategy, by itself or together with other accounts managed by the Investment Franchise may hold a position that is large relative to the typical trading volume for that investment, which can make it difficult for the strategy to dispose of the position at an advantageous time or price. Illiquid investments and relatively less liquid securities may also be difficult to value. Liquidity risk may also refer to the risk that a strategy may not be able to pay redemption proceeds within the allowable time period because of unusual market conditions, unusually high volume of redemptions, or other reasons. To meet redemption requests or to raise cash to pursue other investment opportunities, a strategy may be forced to sell investments at an unfavorable time and/or under unfavorable conditions, which may adversely affect the strategy.

#### Loan Risk

Investments in loans are generally subject to the same risks as investments in other types of debt securities, including, in many cases, investments in below investment-grade bonds. They may be difficult to value and may be illiquid. If a strategy holds a loan through another financial institution or relies on a financial institution to administer the loan, its receipt of principal and interest on the loan may be subject to the credit risk of that financial institution. It is possible that any collateral securing a loan may be insufficient or unavailable to the strategy, and that a strategy's rights to collateral may be limited by bankruptcy or insolvency laws. There may be limited public information available regarding the loan. Transactions in loans may settle on a delayed basis, and the strategy may not receive the proceeds from the sale of a loan for a substantial period of time after the sale.

#### Management Risk

An investment team's investment process may produce incorrect judgments about the value of a particular asset and may not produce the desired results.

#### Mid-Capitalization Stock Risk

Mid-sized companies may be subject to a number of risks not associated with larger, more established companies, potentially making their stock prices more volatile and increasing the risk of loss.

#### Momentum Risk

Momentum investing entails investing more in securities that exhibit persistence in relative performance evidenced by better recent price performance compared to other securities. These securities may be more volatile than a broad cross-section of securities, and momentum may be an indicator that a security's price is peaking. Momentum can turn quickly and cause significant variation from other types of investments. A portfolio may experience significant losses if momentum stops, turns, or otherwise behaves differently than predicted.

#### Mortgage- and Asset-Backed Securities Risk

During periods of falling interest rates, mortgage- and asset-backed securities may be called or prepaid, which may result in a strategy having to reinvest proceeds in other investments at a lower interest rate. During periods of rising interest rates, the average life of mortgage- and asset-backed securities may extend, which may lock in a below-market interest rate, increase the security's duration, and reduce the value of the security. Enforcing rights against the underlying assets or collateral may be difficult, or the underlying assets or collateral may be insufficient if the issuer defaults. Other risks associated with mortgage- and asset-backed securities include:

- Extension Risk  
Extension risk is the risk that the rate of anticipated prepayments on principal may not occur, typically because of a rise in interest rates, and the expected maturity of the security will increase. During periods of rapidly rising interest rates, the effective average maturity of a security may be extended past what the investment team anticipated that it would be. The market value of securities with longer maturities tends to be more volatile.
- Prepayment Risk  
Because prepayments generally occur when interest rates are falling, a strategy may have to reinvest the proceeds from prepayments at lower interest rates. Interest rate levels and other factors may affect the frequency of mortgage prepayments, which in turn can affect the average life of a pool of mortgage-related securities. In periods of falling interest rates, the prepayment rate tends to increase, shortening the average life of a pool of mortgage-related securities.

#### Mortgage Dollar Roll Risk

The use of dollar rolls can increase the volatility of a strategy's investments, and it may adversely impact performance unless the investment team correctly predicts mortgage prepayments and interest rates. Since the counterparty in the transaction is required to deliver a similar, but not identical, security, the security that the strategy is required to buy under the dollar roll may be worth less than an identical security. The use of cash received from a dollar roll may not provide a return that exceeds the borrowing costs. In addition, investment in mortgage dollar rolls may significantly increase a strategy's portfolio turnover rate, which can increase the strategy's expenses and decrease returns.

#### Municipal Securities Risk

Municipal securities, like other fixed income securities, rise and fall in value in response to economic and market factors, primarily changes in interest rates, and actual or perceived credit quality. Rising interest rates will generally cause municipal securities to decline in value. Longer-term securities respond more sharply to interest rate changes than do shorter-term securities. A municipal security will also lose value if, due to rating downgrades or other factors, there are concerns about the issuer's current or future ability to make principal or interest payments. State and local governments

rely on taxes and, to some extent, revenues from private projects financed by municipal securities, to pay interest and principal on municipal debt. Poor statewide or local economic results or changing political sentiments may reduce tax revenues and increase the expenses of municipal issuers, making it more difficult for them to repay principal and to make interest payments on securities owned by a portfolio. Actual or perceived erosion of the creditworthiness of municipal issuers may reduce the value of a portfolio's holdings. As a result, the portfolio will be more susceptible to factors that adversely affect issuers of municipal obligations than a portfolio which does not have as great a concentration in municipal obligations. Any changes in the financial condition of municipal issuers also may adversely affect the value of the portfolio's securities.

#### Portfolio Company Risk

Most portfolio companies will be managed by their own officers, who will generally not be affiliated with VCM, though VCM personnel may sit on portfolio company boards from time to time. A franchise investment may be subordinated to other senior or control attributes. Thus, a franchise's ability to influence the operations or capital raising efforts of a portfolio company will be limited. These companies may produce operating results which vary significantly from period to period. A portfolio company is subject to rules and regulations that, if violated, in addition to harming the value of an investment, could impact the client fund as a whole, if liability flows through to the fund from a corporation or limited liability company.

#### Passive Investment Risk

A Fund designed to track an index is not actively managed. It will not buy or sell shares of an equity security due to current or projected performance of a security, industry, or sector, unless that security is added to or removed, respectively, from its index. A Fund does not, therefore, seek returns in excess of its index, and does not attempt to take defensive positions or hedge against potential risks unless such defensive positions are also taken by its index. Different types of investment styles, for example passively managed or actively managed, or growth or value, tend to perform differently and shift into and out of favor with investors depending on changes in market and economic sentiment and conditions. As a result, a Fund's performance may at times be worse than the performance of other mutual funds that invest more broadly or that have different investment styles.

#### Portfolio Turnover Risk

Higher portfolio turnover ratios resulting from additional purchases and sales of portfolio securities generally will result in higher transaction costs and Fund expenses and may result in more significant distributions of short-term capital gains to investors, which are taxed as ordinary income.

#### Regulatory Risk

Certain investments are influenced by a wide variety of federal, state, and local laws and regulations. Changes in or repeal of those state or federal laws or regulations could significantly impact the investment.

#### REIT Risk

Investing in real estate investment trusts ("REITs") involves many of the risks of investing directly in real estate such as declining real estate values, changing economic conditions, and increasing interest rates. REITs can entail additional risks because REITs depend on specialized management skills, may invest in a limited number of properties, and may concentrate in a particular region or property type.

#### Responsible Investing Risk

A team may incorporate specific responsible, environmental, social and governance ("ESG"), impact or sustainability considerations into its investment strategy and/or processes. These considerations will vary depending on the particular investment strategy and the investment process followed by the particular investment team. A team may include consideration of third-party research as well as

consideration of proprietary research across the ESG risks and opportunities regarding an issuer. The team considers those ESG characteristics it deems relevant or additive when making investment decisions. Third-party information and data used by a portfolio manager might be incorrect or only take into account one of many ESG-related components of portfolio companies. Investing on the basis of ESG criteria is qualitative and subjective by nature, and there can be no assurance that the ESG criteria assessed by a team's research process or from third party materials or any judgment exercised by the team will reflect the beliefs or values of any particular investor. The ESG characteristics utilized are anticipated to evolve over time and one or more characteristics may not be relevant with respect to all issuers that are eligible for investment. Depending on the strategy and other factors, ESG characteristics may not be the sole or primary consideration when making investment decisions. A team may invest in a company with poor relative Responsible investing considerations may be linked to long-term rather than short-term returns but there is no guarantee that such results will be achieved.

#### Sampling Risk

A passively managed strategy may use a representative sampling approach, which could result in it holding a smaller number of securities than are in the index. As a result, an adverse development with an issuer or a smaller number of securities held by the strategy could result in a greater decline in NAV than would be the case if it held all of the securities of the Index. To the extent the assets are smaller, these risks will be greater.

#### Science and Technology Investment Risk

Investments in science and technology companies may be highly volatile. Their values may be adversely affected by such factors as, for example, rapid technological change, changes in management personnel, changes in the competitive environment, and changes in investor sentiment. Many science and technology companies are small or mid-sized companies and may be newly organized.

#### Small-Capitalization Stock Risk

Small-sized companies may be subject to a number of risks not associated with larger, more established companies, potentially making their stock prices more volatile and increasing the risk of loss. Smaller companies may have limited markets, product lines, or financial resources and lack management experience and may experience higher failure rates than larger companies.

#### Synthetic Convertible Securities Risk

Synthetic convertible securities risk is the risk that the value of a synthetic convertible security will respond differently to market fluctuations than a convertible security because a synthetic convertible security is composed of two or more separate securities, each with its own market value. Additionally, if the value of the underlying common stock or the level of the index involved in the convertible security falls below the exercise price of the warrant or option, the warrant or option may lose all value. Synthetic convertible securities are also subject to counterparty risk.

#### Tracking Error Risk

A divergence of the performance from its index. Tracking error may occur because of, among other reasons, differences between the securities and other instruments held in a portfolio and those included in the Index. This risk may be heightened during times of increased market volatility or other unusual market conditions. Tracking error also may result because of incurs fees and expenses, while the Index does not.

#### U.S. Government Agency Obligations Risk

A U.S. government agency or instrumentality may default on its obligation and the U.S. government may not provide support. Some securities issued by certain U.S. government instrumentalities are supported only by the credit of those instrumentalities.

### Valuation Risk

The sale price a portfolio could receive for a security may differ from the portfolio's valuation of the security and may differ from the value used by the portfolio's benchmark index, particularly for securities that trade in low volume or volatile markets or that are valued using a fair value methodology. Portfolios rely on various sources to calculate their NAVs. The information may be provided by third parties that are believed to be reliable, but the information may not be accurate due to errors by such pricing sources, technological issues, or otherwise.

### When-issued, TBA and Delayed-Delivery Securities Risk

The market value of the security issued on a when-issued, TBA or delayed-delivery basis may change before delivery date, which may adversely impact net asset value. There is also the risk that a party fails to deliver the security on time or at all.

### **General Risks to all Accounts**

#### Certain Risks Associated with Cybersecurity

Failure to implement effective information and cyber security policies, procedures and capabilities could disrupt operations and cause financial losses. VCM electronically receives, processes, stores, and transmits sensitive information of our clients including personal data, such as without limitation names and addresses, social security numbers, driver's license numbers, such information is necessary to support our clients' investment transactions. The uninterrupted operation of our information systems, as well as the confidentiality of the customer information that resides on such systems, is critical to our successful operation. Bad actors may attempt to harm us by gaining access to confidential or proprietary client information, often with the intent of stealing from or defrauding us or our clients. In some cases, they seek to disrupt our ability to conduct our business, including by destroying information maintained by us. For that reason, cybersecurity is one of the principal operational risks we face as a provider of financial services and our operations rely on the effectiveness of our information and cyber security policies, procedures, and capabilities to provide secure processing, storage and transmission of confidential and other information in our computer systems, software, networks and mobile devices and on the computer systems, software, networks and mobile devices of third parties on which we rely. Although we maintain a system of internal controls designed to provide reasonable assurance that fraudulent activity is either prevented or detected on a timely basis and we take other protective measures and endeavor to modify them as circumstances warrant, our computer systems, software, networks, and mobile devices may be vulnerable to cyber-attacks, sabotage, unauthorized access, computer viruses, worms or other malicious code, and other events that have a security impact. In addition, our interconnectivity with service providers and other third parties may be adversely affected if any of them are subject to a successful cyber-attack or other information security event. While we collaborate with service providers and other third parties to develop secure transmission capabilities and other measures to protect against cyber-attacks, we cannot ensure that we or any third party has all appropriate controls in place to protect the confidentiality of such information.

An externally caused information security incident, such as a hacker attack, virus or worm, or an internally caused issue, such as failure to control access to sensitive systems, could materially interrupt business operations or cause disclosure or modification of sensitive or confidential client or competitive information and could result in material financial loss, loss of competitive position, regulatory actions, breach of client contracts, reputational harm or legal liability. If one or more of such events occur, it could potentially jeopardize our or our clients', employees' or counterparties' confidential and other information processed and stored in, and transmitted through, our or third-party computer systems, software, networks and mobile devices, or otherwise cause interruptions or malfunctions in our, our clients', our counterparties' or third parties' operations. As a result, we could experience material financial loss, loss of competitive position, regulatory fines

and/or sanctions, breach of client contracts, reputational harm or legal liability, which, in turn, could have an adverse effect on our financial condition and results of operations.

Nevertheless, despite reasonable precautions, the risk remains that cybersecurity incidents could potentially occur, might in some circumstances result in unauthorized access to sensitive information about VCM or its clients, and might cause damage to client accounts or VCM's activities for clients. Additionally, a cybersecurity incident could affect the issuers in which a portfolio invests, which may cause declines in an issuer's security price.

#### Geopolitical/Natural Disaster Risk

Global economies and financial markets are increasingly interconnected, which increases the possibilities that conditions in one country or region might adversely affect issuers in another country or region. Geopolitical and other risks, including war, terrorism, trade disputes, political or economic dysfunction within some nations, public health crises and related geopolitical events, as well as environmental disasters such as earthquakes fire and floods, may add to instability in world economies and markets generally. Changes in trade policies and international trade agreements could affect the economies of many countries in unpredictable ways. Epidemics and/or pandemics, such as the coronavirus or COVID-19, may result in, among other things, closing borders, disruptions to healthcare service preparation and delivery, quarantines, cancellations, disruptions to supply chains and consumer activity, as well as general concern and uncertainty. The impact may be short-term or may last for extended periods.

## **ITEM 9: DISCIPLINARY INFORMATION**

VCM has not been subject to any legal or disciplinary events that it believes are material to a client's or prospective client's evaluation of its business or the integrity of its management.

## ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

### PARENT COMPANY

As previously mentioned in Item 4, VCM is an indirect, wholly owned subsidiary of VCH, a Delaware corporation with its Class A common stock listed on the Nasdaq Global Select Market, under the ticker symbol “VCTR.”

### BROKER-DEALER

VCM is not a registered broker-dealer; however, some of VCM’s management persons are registered with the Financial Industry Regulatory Authority, Inc. (“FINRA”) as representatives of Victory Capital Services, Inc. (“VCS”), a VCM affiliated broker-dealer that (i) provides marketing and distribution support for the Victory Funds and the 529 Plan; (ii) introduces retail customers to the Victory Funds and the 529 Plan on a direct-application basis; and (iii) introduces retail customers to a clearing broker-dealer pursuant to a fully-disclosed clearing arrangement.

### TRANSFER AGENT

Victory Capital Transfer Agency, Inc. (“VCTA”) is a VCM affiliated transfer agent that provides transfer agency services to the certain Victory Funds and shareholder services to certain shares classes of Victory Funds

### FUTURES COMMISSION MERCHANT, COMMODITY POOL OPERATOR, OR COMMODITY TRADING ADVISOR

VCM is registered with the U.S. Commodity Futures Trading Commission (the “CFTC”) as a commodity pool operator. VCM is not registered as a commodity trading adviser with the CFTC. In addition, VCM has several employees who are registered with the National Futures Association (“NFA”) as Principals or Associated Persons (as defined by the NFA).

### FUND ADMINISTRATOR AND FUND ACCOUNTANT ACTIVITIES

VCM serves as Fund Administrator and Fund Accountant for the Victory Funds.

### PRIVATE FUND MANAGER

Victory Capital Digital Assets, LLC (“VCDA”) operates and manages an affiliated private fund that is designed to track an index of cryptocurrencies. VCDA has hired VCM to serve as investment adviser to the private fund. VCM receives a fee for the services provided to the private fund.

### MATERIAL RELATIONSHIPS OR ARRANGEMENTS WITH CERTAIN RELATED PERSONS

Subject to VCM’s Code of Ethics (see Item 11), VCM employees may own shares in VCTR, but may not recommend or cause our clients to invest in VCTR unless consistent with applicable laws and regulatory guidance. Additional personal trading restrictions in VCTR apply to covered persons as defined in the VCH Insider Trading Policy.

VCS is an affiliated broker-dealer that introduces retail customers to the Victory Funds and the 529 Plan on a direct-application basis and introduces retail customers to a clearing broker-dealer pursuant to a fully-disclosed clearing arrangement. In its direct application capacity, VCS has access

to a broad array of Victory Capital investment products that seek to satisfy client financial goals. VCS representatives have direct access to VCM portfolio managers and other professionals who are involved in analyzing and managing the Victory Funds. VCS believes the alignment between its representatives and portfolio managers supports its philosophy of only recommending certain Victory Funds. VCS also recognizes such alignment presents certain conflicts of interest. Revenue received from the sale of Victory Funds generally results in greater profitability for VCM and its affiliates than if VCS were to recommend non-Victory Fund products. Both VCM and VCS representatives may be compensated when Victory Fund shares are purchased. Additionally, Victory Funds, along with other non-affiliated securities will be available through the clearing broker's platform. To the extent a retail customer elects to purchase a Victory Fund over a non-affiliated security on the platform, VCM will receive fees.

VCTA, an affiliated transfer agent, receives fees for the services provided to a subset of the Victory Funds. VCM will not benefit from transfer agency fees paid to an unaffiliated third-party for Victory Funds where VCTA does not provide services.

VCM provides continuous investment management services to the Victory Funds. As discussed previously, a conflict of interest may occur if VCM is incentivized to invest client assets in the Victory Funds. Although VCM does not believe that its relationship with the Victory Funds creates any material conflicts of interest, it recognizes potential exists for such conflict.

VCM and the Victory Funds have policies and procedures that are designed to identify, mitigate, and/or prevent conflicts that may arise from the above stated relationships and arrangements. VCM's Legal, Compliance and Risk department regularly monitors for compliance with those policies and procedures (for more information, see Item 11 herein).

As it relates to the NEC Investment Franchise, Curt Whittaker is a senior partner and head of the Energy Practice at the law firm Rath, Young & Pignatelli ("Rath"), an unaffiliated New Hampshire based law firm that provides external legal advice to its client base which includes both VCM and certain Victory Private Funds managed by the NEC Investment Franchise ("NEC Funds"). Expenses for legal services provided to the NEC Funds by Rath will generally be payable by such funds, while expenses for legal services provided to VCM by Rath will generally be payable by VCM.

As a Rath attorney, Mr. Whittaker has provided services to the NEC Funds since 2004, serving as lead external counsel on the majority of NEC's investment activities related to biomass, bio-materials, hydroelectric, landfill gas, and solar development. Separately, he also serves from time to time on investment advisory committees for certain NEC Funds ("NEC Committees"). Mr. Whittaker earns compensation both as a Rath attorney and as a member of NEC Committees.

NEC Funds are currently invested in (and could further invest in) companies that are also Rath clients. As a Rath attorney, Mr. Whittaker could be in possession of confidential information related to such companies that he is prohibited from sharing with the NEC Committees. VCM has developed policies and procedures to mitigate these conflicts of interest. As one NEC Committee member among many, Mr. Whittaker is not in a position to single-handedly select investments for the NEC Funds. Mr. Whittaker may recuse himself from evaluating investments with counterparties that are Rath clients or may seek a waiver from such clients to permit him to act in his full capacity on the NEC Committees. When Mr. Whittaker recuses himself from evaluating an investment, the NEC Committees and Funds will not benefit from his experience and knowledge.

As a Rath attorney, Mr. Whittaker has a financial incentive to recommend Rath to provide legal services to the NEC Funds instead of other law firms. VCM regularly reviews the quality and cost of the legal services that Rath provides VCM and the NEC Funds to ensure that they are consistent with prevailing standards for work performed by other comparable counsel.

Investors in NEC Funds should refer to fund offering documents for additional information.

## OTHER INVESTMENT ADVISERS

On December 31, 2021, VCM's parent company, VCH, acquired WestEnd Advisors, LLC ("WestEnd"). WestEnd, an affiliated SEC-registered investment adviser, operates as an autonomous Investment Franchise. WestEnd's active principals continue to be responsible for managing the firm and its day-to-day operations. Certain officers and directors of VCM also serve as officers of WestEnd.

RS Investments (UK) Limited, RS Investment Management (Singapore) Pte. Ltd., and RS Investments (Hong Kong) Limited, wholly-owned subsidiaries of VCM, are non-U.S. investment advisers ("Non-U.S. Entities"). The Singapore subsidiary is licensed under the Securities and Futures Act to conduct fund management activity by the Monetary Authority of Singapore. In rendering services to its clients, including mutual funds, VCM uses the resources of the Non-U.S. Entities to provide discretionary or non-discretionary investment advice, research, analysis, or such other investment-related activities as VCM may request or instruct from time to time, depending on the licenses each Non-U.S. Entity holds. Each of the Non-

U.S. Entities is a "Participating Affiliate" of VCM as that term is used in relief granted by the staff of the SEC allowing U.S. registered advisers to use investment advisory and trading resources of unregistered advisory affiliates subject to the regulatory supervision of the registered adviser. Each Participating Affiliate and any of its respective employees who assist VCM as described above is considered to be an "associated person" of VCM as that term is defined in the Advisers Act for purposes of VCM's required supervision. The Participating Affiliates have agreed to submit to the jurisdiction of the SEC and to the jurisdiction of the U.S. courts for actions arising under the U.S. securities laws in connection with the investment advisory services they provide for any VCM clients. Please see [Appendix A](#) for the names and biographical information of the employees from each Participating Affiliate who is deemed to be an "associated person" of VCM.

VCM also engages other unaffiliated investment advisors to perform sub-advisory services for certain Victory Funds.

## PROPRIETARY ACCOUNTS

Potential conflicts of interest are raised when VCM manages accounts in which VCM and its employees own collectively 25% or more of the account ("**proprietary accounts**"). When making investment decisions and in allocating investment opportunities, VCM may have an incentive to favor proprietary accounts over other client accounts in trade execution or investment allocation. At times, VCM or its employees may provide the initial seed capital to fund new products or funds; thus, the aforementioned incentive could exist when employees hold a personal interest in certain products or funds.

VCM has adopted policies and procedures and a Code of Ethics that are designed to mitigate these conflicts of interest. The VCM Code of Ethics requires employees to place their clients' interests ahead of their own (for more information, see [Item 11](#) herein). These potential conflicts are also addressed in the trade aggregation and allocation policies and procedures (for

more information, please see Item 12 herein). VCM's procedures do not permit ownership of the account to be taken into consideration in connection with the allocation of investment opportunities. VCM regularly reviews trades for consistency with VCM's allocation procedures.

## PROPRIETARY INDEXES

Through its Solutions Platform, VCM creates and maintains certain proprietary indexes and has co-created other indexes that are maintained exclusively by a third party and licensed to VCM for its use. In each case, VCM has engaged one or more independent third- parties to calculate and publish these indexes (a third party that maintains, calculates and/or publishes an Index is referred to as a "Calculation Agent").

The Indexes are unmanaged, and investors are not able to invest directly in any index. Index performance prior to the first publish date has been back-tested applying the same methodology that was in effect for the Index when the Index was first published and is considered hypothetical.

VCM does not make any representation or warranty, express or implied, to its clients or any member of the public regarding the advisability of investing in securities generally or the ability of the Indexes to track general stock market performance. Except in the case of certain custom Indexes, VCM has no obligation to take the needs of a particular investor or group of investors into consideration in determining, composing, or calculating an Index. Neither VCM nor the Calculation Agent guarantees the accuracy, completeness, or performance of any Index or the data included therein and shall have no liability in connection with any Index or Index calculation. Errors made by VCM or the Calculation Agent with respect to the quality, accuracy, and completeness of the data within an Index may occur from time to time and may not be identified and corrected for a period of time, if at all. Gains, losses, or costs associated with errors would be borne by the client.

To the extent separate accounts, mutual funds, ETFs, or other products seek to track the performance of any of the proprietary indexes, there is a potential for conflicts of interests. Potential conflicts include the possibility of misuse or improper dissemination of non-public information about contemplated changes to the composition of an Index, such as using information about changes to the Index to trade in a personal account, unauthorized access to Index information, and allowing Index or methodology changes in order to benefit VCM or other accounts managed by it. However, VCM believes it has adopted policies and procedures to help protect against these conflicts, including implementing information barriers and documentation of Index changes as well as restrictions on personal trading.

## ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

VCM has adopted the VCM Code of Ethics (the “**Code**”) pursuant to Rule 204A- 1 under the Advisers Act and Rule 17j-1 under the 1940 Act. The Code is designed to ensure that VCM employees comply with applicable federal securities laws and place the interests of clients first in conducting personal securities transactions. The Code imposes certain restrictions on securities transactions in the personal accounts of employees in an attempt to limit the effect of any conflicts of interest that may exist between VCM’s clients and VCM employees. A copy of the Code is available free of charge to any client or prospective client upon request or it may be obtained at <http://www.vcm.com/policies>.

The Code applies to all employees of VCM, or anyone deemed an access person by the Chief Compliance Officer (an “**Access Person**”). All VCM employees are required to comply with the Code’s terms as a condition of continued employment and must read and certify to their compliance with its terms annually. The Code requires all Access Persons to place the interests of VCM clients ahead of their own interests at all times and to avoid any actual or potential conflicts of interest. All actual or potential conflicts of interest must be disclosed to the Compliance, Risk and Legal department, including those resulting from an employee’s business or personal relationships with customers, suppliers, business associates, or competitors of VCM. The Code contains policies and procedures relating to, among other things:

- Personal trading, including reporting and pre-clearance requirements for all Access Persons
- Conflicts of interest, including policies relating to restrictions on trading in securities of clients and suppliers, political contributions, gifts and entertainment, and outside business activities

In general, the Code requires Access Persons to disclose any personal trading accounts within 10 calendar days after becoming subject to the Code. Access Persons must report their holdings of reportable securities (as defined below) and any broker/dealer or other account that can hold such reportable securities. All trades in reportable securities for personal accounts must be pre- cleared and are monitored by compliance personnel. A “**reportable security**” is any security in which an Access Person has a beneficial interest and is not 1) a direct obligation of the U.S. Government; 2) bankers’ acceptances, bank certificates of deposit and commercial paper; 3) investment grade, short-term debt instruments, including repurchase agreements; 4) shares held in money market funds; 5) variable insurance products that invest in funds for which VCM does not act as adviser or sub-adviser; 6) open-end mutual funds for which VCM does not act as adviser or sub-adviser; and 7) investments in qualified tuition programs (for example, 529 Plans).

Furthermore, in order to limit the effect of any conflicts of interest that may exist between securities trading in personal accounts and clients’ best interests, the Code establishes a Blackout Period (as described below), requires a short-term holding period, and limits the number of personal trades that may be made.

Access Persons may not purchase or sell, directly or indirectly, any reportable security within seven (7) calendar days before or three (3) calendar days after a VCM client has a buy or sell in that same security (the “**Blackout Period**”). For investment team members, the Blackout Period is

applied to client trades made by their Investment Franchise. Limited exceptions to the Blackout Period are available to non-investment team members and investment team members who solely manage passive strategies.

The Code also limits personal trading in reportable securities (and the potential for conflicts) by preventing Access Persons from making an opposite-direction trade in reportable securities for 60 calendar days after each volitional trade and limiting the number of trades in reportable securities to 20 per calendar quarter.

VCM and its related persons may recommend that clients purchase securities in which VCM, its related persons, or VCM affiliates have a material financial interest. As a result, VCM, its related persons, and VCM affiliates may directly or indirectly benefit from client investments in those securities. For example, VCM may have discretionary authority to cause clients to invest in the Victory Funds. VCM will benefit if clients invest in the Victory Funds because VCM receives asset-based advisory fees and administration fees. Additionally, VCM's affiliates may receive transfer agent or other fees from the Victory Funds. VCM and its related persons also may have material ownership interests in the Victory Funds, 529 Plan or the Victory UCITS and may benefit as a result of investments in these commingled funds made by VCM clients. VCM and its related persons may purchase or otherwise acquire securities in which VCM and its related persons have a material financial interest on terms different from, and more favorable than, those available to VCM clients. VCM, when making investment decisions, may have an incentive to favor accounts in which it, its related persons, or its affiliates have material financial interests. To address these conflicts, VCM follows procedures with respect to the allocation of investment opportunities among its clients, including procedures with respect to the allocation of limited opportunities (for more information, please see [Item 6](#) and [Item 12](#) herein).

VCM and its related persons may invest in securities that it purchases for clients or that are already held by clients, and VCM and its related persons may already own securities that are subsequently purchased for clients. The prices or terms in which VCM and its related persons invest may be more favorable than the prices or terms in which a client may subsequently invest or previously have invested in such securities. VCM and its related persons also may buy or sell a specific security for their own accounts that they do not buy or sell for clients. In addition, VCM and its related persons, for themselves or their clients, may take a conflicting position in a security in which VCM has invested client assets. For example, VCM and its related persons, on behalf of themselves or their clients, may sell a security that a VCM client continues to hold, or may buy a security that VCM has sold for a client. This may be the case whether or not VCM or its related persons are aware of such contrary positions. As described above, the Code and VCM's trade allocation procedures seek to limit the effects of conflicts that arise as a result of personal trading and promote fairness across client accounts.

VCM's parent company is a publicly traded company with common stock listed on the NASDAQ Global Select Market. VCM employees may own shares in our parent company's stock but may not recommend or cause our clients to invest in our parent company's stock or bonds except in passive investment products that track an index containing VCTR. Additional personal trading restrictions in our parent company's stock applies to covered persons as defined in the VCH Insider Trading Policy.

VCM is committed to ensuring that any participation in the political process by its

employees is consistent with solid corporate governance practices and in compliance with legal requirements. Thus, the Code requires pre-approval of any political contributions to: (1) covered government officials (as defined below); (2) federal candidate campaigns and affiliated committees; (3) Political Action Committees (PACs) and Super PACs; and (4) non-profit organizations that may engage in political activities, such as 501(c)(4) and 501(c)(6) organizations. A “**covered government official**” means a state or local official, a candidate for state or local political office, or a federal candidate currently holding state or local office.

Further, VCM’s gifts and entertainment policies and procedures are designed to avoid impropriety or the appearance of impropriety by its employees. Conflicts of interest may occur when one receives or provides gifts or entertainment. The Code requires VCM employees to disclose the receipt of gifts or entertainment in excess of \$50 from present or prospective customers, suppliers, or vendors with whom an employee maintains an actual or potential business relationship. Additionally, the Code requires VCM employees to disclose the giving of gifts or entertainment to present or prospective customers, suppliers, or vendors with whom an employee maintains an actual or potential business relationship. VCM employees are prohibited from receiving or giving cash or cash equivalents.

All employees of VCM are required to disclose and receive approval of all outside business activities, as well as certain uncompensated activities such as holding a political office or appointment, service as a director on the board of any company or regulatory body, and charitable or volunteer work that is investment related.

## ITEM 12: BROKERAGE PRACTICES

### FACTORS CONSIDERED IN SELECTING OR RECOMMENDING BROKER-DEALERS FOR CLIENT TRANSACTIONS

VCM selects brokers to execute transactions on behalf of discretionary client accounts in accordance with its best execution policies and procedures. To obtain best execution, VCM considers a number of factors, including but not limited to:

- Best execution price
- Commissions charged
- Size and difficulty of the order
- Access to sources of supply or market
- Ability to commit capital
- Financial condition
- Organizational structure, ownership, and diversity
- Integrity and reputation
- Execution and operational capabilities (for example, whether electronic trading is offered)
- Market knowledge
- Acceptable record keeping
- Timely delivery of and payment on trades
- Ability to handle block trades
- Quality of brokerage services and research materials
- Transaction cost analysis

“Best execution” is generally understood to mean the best overall qualitative execution, not necessarily the lowest possible commission cost. Such commissions vary among different broker-dealers, and a particular broker-dealer may charge different commissions according to such factors as the difficulty and size of the transaction and the volume of business transacted with the broker-dealer. VCM may incur brokerage commissions in an amount higher than the lowest available rate based upon brokerage and research provided to VCM. As discussed further below, VCM believes that the continued receipt of supplemental investment services (such as research) from dealers is important to its provision of high-quality portfolio management services to its clients.

In seeking best execution, VCM will generally solicit bids and offers from more than one broker-dealer. VCM’s traders have the discretion to determine which broker-dealer will be used. The trading desk also negotiates any broker commissions, which are reviewed periodically for cost competitiveness and execution quality. “Commissions” includes a mark-up, mark-down, commission equivalent, or any other fee that is charged by a broker-dealer for executing transactions, and any amounts received from riskless principal transactions that are eligible for soft dollar credits under Section 28(e) of the Securities Exchange Act of 1934, as amended (“**1934 Act**”).

VCM may also use an Electronic Communications Network (“**ECN**”) or Alternative Trading System (“**ATS**”) to effect certain trades such as over-the-counter trades when VCM believes it will result in equal or more favorable execution overall. VCM will pay

a commission to an ECN or ATS that, when added to the price, is lower than the overall execution price that might have been attained trading with a traditional broker-dealer.

Clients often grant VCM the authority to select the broker-dealer to be used for the purchase and sale of securities. When VCM seeks best execution, it considers the aforementioned factors as well as research services that are provided in connection with “soft dollar” arrangements (explained in more detail below). When VCM selects a broker-dealer, it does not consider a broker-dealer’s promotion or sales of shares of the Victory Funds or any other registered investment company, nor does it consider client referrals from a broker-dealer or third-party.

At times, VCM may select a broker-dealer that charges a commission in excess of that which another broker-dealer might have charged for effecting the same transactions. VCM is not obligated to choose the broker-dealer with the lowest available commission rate if, in VCM’s reasonable judgment, the total cost or proceeds from the transactions may be less favorable than what may be obtained elsewhere or if a higher commission is justified by the service or research provided by another broker-dealer.

VCM has implemented a series of internal controls and procedures to address the conflicts of interest associated with its brokerage practices. To determine that it is receiving best execution for its transactions over time, VCM will obtain information as to the general level of commission rates being charged by the brokerage community, from time to time, and will periodically evaluate the overall reasonableness of brokerage commissions paid on client transactions by reference to such data. In determining the reasonableness of any particular commission, VCM will only consider any benefits that may be provided to its discretionary client accounts as a result of any research received. To the extent VCM has been paying higher commission rates for its transactions, VCM will determine if the quality of execution and the services proved by the broker-dealer justify these higher commissions. VCM’s traders and the Trading Oversight Committee review and evaluate trade execution.

## RESEARCH AND OTHER SOFT DOLLAR BENEFITS

As noted above, VCM’s primary objective in broker-dealer selection is to obtain best execution on behalf of clients. Best execution does not necessarily mean the lowest commission, but instead involves consideration of a number of factors (listed above).

One important factor is the quality and availability of useful research, execution-related products, and other services that a broker may provide in connection with executing trades. A broker-dealer may be paid with commission dollars (“**soft dollars**”) in exchange for access to statistical information and research, which is offered without any commitment to engage in any specific business or transactions. Soft dollar transactions generally cause clients to pay a commission rate higher than would be charged for execution only.

The products and services received through soft dollar transactions include investment advice (either directly or through publications or writings) as to the value of the securities, the advisability of investing in, purchasing or selling securities, the availability of securities or purchasers or sellers of securities, analyses and reports concerning issues, industries, economic factors and trends, portfolio strategy and the performance of accounts and access to company management. VCM may use soft dollars to acquire proprietary or third-party research. Proprietary

research is created and provided by the broker-dealer; third-party research is created by a third-party but provided by a broker-dealer.

To the extent that VCM is able to obtain such products and services through the use of clients' commission dollars, it reduces the need for VCM to produce the same research internally or purchase through outside providers for hard dollars. Thus, these soft dollar products and services provide economic benefits to VCM and its clients. VCM may have an incentive to select a broker-dealer in order to receive such products and services whether or not the client receives best execution. However, VCM may give trading preference to those broker-dealers that provide research products and services, either directly or indirectly, only so long as VCM believes that the selection of a particular broker-dealer is consistent with its duty to seek best execution.

VCM may also receive services which, based on their use, are only partially paid for through soft dollars ("**mixed-use services**"). When VCM receives both administrative benefits and research and brokerage services from the services provided by brokers, VCM makes a good faith determination of which portion of the service should be paid for with soft dollars and which portion should be paid for with hard dollars. VCM pays in hard dollars for any administrative benefits it receives. There is a conflict of interest for VCM when it assigns these values and may underestimate the value it should pay for the other services that should be paid in hard dollars by VCM. VCM retains records of these determinations and payments.

The research products and services provided by broker-dealers through soft dollar arrangements benefit other VCM clients and may be used in formulating investment advice for any and all VCM clients, including accounts other than those that paid commissions to the broker-dealer on a particular transaction. Nonetheless, not all research generated by a particular client's trade will benefit that particular client's account. In some instances, the other accounts benefited may include accounts for which the accounts' owners have directed their portion of brokerage commissions to go to a particular broker-dealer other than those that provided the research products or services. However, research services obtained through soft dollar transactions may be used in advising all accounts, and not all such services would necessarily be used by VCM in connection with the specific account that paid commissions to the broker-dealer that provided such services.

VCM periodically reviews the past performance of broker-dealers in light of the factors discussed previously. The overall reasonableness of commissions paid is evaluated by reviewing what competing broker-dealers were willing to charge for similar types of services. The evaluation also considers the timeliness and accuracy of the research received.

Some clients may request that VCM not generate soft dollar credits on trades for their accounts. These requests must be mutually agreed upon in writing. VCM may accommodate such requests, but trades for these clients may not experience lower transaction costs. In addition, the trading process for these clients may be adversely affected in other ways, including that the client may not participate in block orders with clients that have not made such a request, therefore the client is prevented from receiving the price and execution benefits of the block order. In addition, and as with other directed or customized brokerage accounts, the positions of these accounts in trade ordering and trade rotation may be impacted. Please see "Directed Brokerage" for more information on how customized brokerage arrangements may adversely impact trading results.

From time to time, VCM may purchase new issues of securities for an account in a fixed price offering. In these situations, the seller may be a member of the selling group that will, in addition to selling the securities to clients, provide VCM with research. FINRA rules permit these types of arrangements under certain circumstances. Generally, the seller provides research “credits” at a rate that is higher than that which is available for typical secondary market transactions.

The use of soft dollars may create an incentive for VCM to select or recommend a broker- dealer based on receiving such products or services, rather than most favorable execution for the client. VCM’s Code of Ethics and other procedures are designed to mitigate the potential conflicts of interest that are raised with the use of soft dollars. In addition, VCM’s Trading Oversight Committee reviews the use of soft dollar products and services by VCM and its distribution among clients.

All products and services VCM obtains with soft dollars must be consistent with the safe harbor provided by Section 28(e) of the 1934 Act.

## **DIRECTED BROKERAGE**

VCM does not recommend, request, or require its clients to use a specified broker- dealer for portfolio transactions in their accounts. In some cases, clients have directed VCM to use specified broker-dealers (“**directed brokers**”) for portfolio transactions in their accounts. In such a case, VCM is not obligated to, and generally will not, solicit competitive bids for each transaction or seek the lowest commission rates for the client, as the commission rates have typically been pre-negotiated between the client and the directed broker. Since VCM has not negotiated the commission rate and may not be able to obtain volume discounts, the commission rate charged by the directed broker may be higher than what VCM could receive from another broker-dealer. In addition, the client may be unable to obtain the most favorable price on transactions executed by VCM because it may not be possible to add these orders to block orders. In the case where institutional accounts are being block traded but a particular directed account does not allow step-outs or trading away from their directed broker is not in the best interest of the client (e.g., high trade away fees), those accounts may be traded after the non-directed trades in order to accommodate client instructions to direct trades to their broker of choice. VCM may also choose to place the directed broker trades first or concurrently with non-directed broker trades in the same security if VCM reasonably believes that the directed broker trade will not adversely impact the execution of other non-directed broker trades. Furthermore, clients electing to use a directed broker may not be able to participate in the allocation of a security of limited availability through participating dealers (such as an initial public offering).

Some clients may direct VCM to use specific brokers as part of a commission recapture program. A “**commission recapture program**” is a negotiated rebate of commissions paid to brokers, which may help reduce transaction costs for clients by lowering their overall commission expense. Clients in a commission recapture program may not be able to participate in allocations of new issues or other investment opportunities purchased from discretionary brokers; and the inability to receive the benefit of reduced commissions or more favorable prices available in blocked trades with other VCM clients.

Clients who direct commissions to specified broker-dealers may not generate returns equal to clients that do not direct commissions. Due to these circumstances, there may be a disparity in

commission rates charged to a client who directs VCM to use a particular broker and client accounts may experience performance and other differences from other similarly managed accounts. Clients who direct brokerage should understand that similar brokerage services may be obtained from other broker-dealers at lower costs and possibly with more favorable execution. In some instances, pre-negotiated rates have not been made by the client. In those cases, the client will be charged the broker's applicable commission rate.

SMA wrap sponsors typically call for VCM to execute client transactions only through its wrap fee broker-dealer. In such cases, clients are not typically charged a separate commission per trade as long as the wrap fee broker-dealer executes the trade. In evaluating a wrap fee program, clients should recognize that brokerage commissions for the execution of portfolio transactions executed by wrap fee broker-dealers are not negotiated by VCM. This may inhibit VCM's ability to obtain the same level or timeliness of execution that it may otherwise have if it had been able to execute the entire trade with one broker-dealer.

### TRADE-AWAY TRANSACTIONS

There may be instances when VCM has the ability to trade with brokers other than the directed or wrap fee broker-dealer. In some cases, this may be required if the wrap sponsor is unable to execute a type of trade (for example, trading in convertible securities), but it may also be because VCM believes that it can obtain better trade execution than trading through the wrap sponsor. Regardless of the reason, if VCM trades with a broker other than the client directed or wrap fee broker, the client will often incur a commission cost in addition to the all-inclusive fee paid to the wrap fee sponsor, thereby increasing such clients' overall costs. In certain trades, such as fixed income or convertible trades, there is no additional commission cost as those trade execution fees are embedded in the price of the security. These embedded execution fees may be more or less than what would be incurred if the wrap sponsor executed the trade.

Clients whose accounts are custodied at a broker may have a "trade away" fee imposed by that broker on any trade that VCM places on behalf of the account with a broker-dealer other than the directed broker. While VCM may have full discretion to select a broker-dealer for transactions for the account, a trade-away fee may adversely affect VCM's ability to obtain best price and execution. For example, the trade-away fee for small volume trades may outweigh the benefit of the volume discounts that can be obtained by blocking orders or of executing over-the-counter stock and bond transactions with the market-makers for such securities.

### STEP-OUT TRANSACTIONS

Subject to best execution, VCM may engage in "step-out" brokerage transactions. In a "**step-out**" trade, an investment adviser directs trades to a broker-dealer who executes the transaction, while a second broker-dealer clears and settles the transaction. The executing broker-dealer shares its commission with the clearing broker-dealer. VCM engages in step-out transactions primarily to satisfy client-directed brokerage arrangements of certain client accounts. In the case of directed brokerage, trades are often executed through a particular broker-dealer and then "stepped-out" to the directed brokerage firm for credit.

When circumstances are appropriate, VCM will include the directed broker transactions in a block order with other accounts and then step-out the trade. If VCM is unable to

execute the directed trade as part of a blocked order, VCM will place the order for the directed trade through the broker specified by the client, but execution costs of the transaction may be greater.

## GIVE-UP AGREEMENTS

In trading futures for its clients, VCM may enter into “give-up” agreements to facilitate efficient trading. A “give-up” agreement is when an executing futures commission merchant (“FCM”) executes a customer's order and then “gives up” the filled order to a clearing FCM who carries the customer's account. In connection with a “give-up” transaction, both FCMs earn a commission for their services in executing or clearing the trade.

## AGGREGATION OF ORDERS

VCM intends to treat all similarly situated clients fairly and equitably when generating orders. When a Portfolio Manager deems the purchase or sale of the same security to be in the best interest of two or more accounts, VCM will combine orders into block trades when executing on the same trading system with the same investment strategy (“block orders”). VCM will submit block orders only if such aggregation is consistent with both its duty to seek best execution and the terms of the investment advisory agreements with each client for whom trades are aggregated. In the event that more than one Investment Franchise is trading in the same security, trades are primarily worked on a first-come, first-serve basis, but the trading desk has the ability to combine orders into a larger block if the investment strategies match and blocking is in the best interest of the participating clients. VCM does not receive additional compensation or remuneration of any kind from aggregating orders.

When orders are entered to accommodate client-directed cash flows or to make adjustments to a particular account, those orders are typically not aggregated with any other account trades. When portfolio managers make investment decisions where a target allocation is established across an investment strategy, the portfolio manager generally enters orders for all the institutional, separately managed, wrap and pooled vehicle accounts managed in that same strategy.

Certain fixed income and passive equity strategies are customized for a particular wrap sponsor and therefore those trades are delivered independent of trades from other strategies. When multiple wrap accounts in a single strategy are involved, VCM utilizes a third-party to administer the communication of wrap trades. Once trades are communicated, the third-party administrator rotates the sequence in which they enter orders on the various wrap sponsor platforms when multiple platforms are included in the order.

When equity portfolio managers enter orders that apply to multiple accounts in that strategy, including those on wrap platforms, VCM performs a liquidity calculation to determine if a “**trade rotation**” should take place.

- If the total trade is *below the liquidity limit* (e.g., adequate liquidity based on the past 10 days volume), the trades are communicated to both VCM's institutional trading desk and our third-party wrap administrator at approximately the same time. This is the case for the vast majority of trades.

- If the total trade *exceeds the liquidity limit* (e.g., not enough liquidity based on the past 10 days volume), the trades are initially communicated to our third-party wrap administrator, who will then conduct a rotation across both retail wrap and VCM's institutional accounts. When VCM's turn comes up in the rotation, Compliance will release those trades to our institutional trading desk. Upon execution by VCM's institutional trading desk, a communication is sent to our third-party administrator to continue with the rotation.
- In cases where the relative size of the directed wrap account is *de minimis* (e.g., less than 5%) when compared to the main institutional block, the trades are communicated to both VCM's institutional trading desk and our third party administrator at approximately the same time.

With respect to wrap model deliveries, VCM will typically wait for the sponsor to confirm it has completed trade execution though, absent confirmation, VCM will proceed to the next trade rotation if it concludes, in its sole and reasonable discretion that a reasonable amount of time has passed.

Due to the nature of retail wrap accounts, they may trade less frequently than institutional accounts due to cash availability, security restrictions, account sizes, higher minimum cash balance requirements or less cash inflows and outflows, among other reasons. As a result, there may be trades in which the institutional accounts participate, and the retail wrap accounts do not.

## ALLOCATION OF OFFERINGS

If a purchase order is filled in its entirety, securities will be allocated to accounts according to an allocation statement, which specifies participating accounts and securities allocation among them. With the exception of certain newly issued fixed income securities, the allocation statement is completed before the aggregated order is placed. All accounts that participate in the block order are charged the same execution price for the securities purchased or sold (typically, the average share price for the block order on the same business day). For equity securities, all accounts are charged the same per share commission unless a client has a prearranged commission agreement with a directed broker. Any portion of an order that remains unfilled at the end of the day is rewritten (absent contrary instructions) on the following day as a new order and those securities will receive a new daily average price to be determined at the end of the following day and allocated across the block in the same manner described above.

If an order is partially filled, securities are allocated pro-rata based on the allocation statement. Under certain unusual circumstances as described in VCM's policy, portfolio managers may allocate executed trades in a different manner than indicated on the allocation statement (for example, other than on a pro-rata basis), provided that all accounts in the block order receive fair treatment. In some cases, *de minimis* shares will be reallocated or minimum allocation quantities will be used. Orders that result in small allocations can under certain circumstances cause a client's account to incur additional trade ticket charges from its custodian bank if it receives multiple partial allocations.

VCM provides investment advisory services for various clients and may give advice and take action with respect to any client that may differ from the advice given, or the timing or nature of action taken, with respect to another client, provided that over a period of time, to the extent practical, VCM seeks to allocate investment opportunities to each client account in a manner that it reasonably believes is fair and equitable relative to other similarly-situated client accounts.

As stated above, when allocating trades, portfolio managers may use other allocation methods in place of a pro-rata allocation. The relevant factors considered include, but are not limited to:

- Size of account
- Current industry or issuer weighting
- Account objectives, restrictions, and guidelines
- Meeting target allocations
- Regulatory restrictions
- Risk tolerances
- Cash availability and liquidity needs
- Limitations to supply or demand for a particular security
- Account funding requirements
- Priority to certain accounts with specialized investment objectives and policies

From time to time, VCM may have the opportunity to acquire securities for its clients as part of an initial public offering (“**IPO**”) or a secondary offering (together with an IPO, an “**offering**”). In placing orders for offerings, VCM will first determine the investment style or styles, as well as the eligible clients within a style, for which the offering is most applicable. Allocation factors include, but are not limited to: (1) the nature, size and expected allocation of a deal; (2) the aggregate size of the investment styles or the size of the client’s account; (3) the investment objectives and restrictions of the account and individual clients; (4) the client’s eligibility to purchase offering securities under applicable FINRA rules; (5) the risk tolerance of the client; and (6) the client’s tolerance for possibly higher portfolio turnover. The portfolio management teams for those styles will submit indications of interest on behalf of their client accounts to Compliance for pre-approval. If approved, each VCM trading desk will separately submit all of its indications to the offering dealer.

All IPO allocations are subject to client and regulatory restrictions. Participating client accounts also must certify their eligibility as determined by FINRA rules. Clients that participate in wrap fee programs are not able to receive IPO allocations due to unknown client eligibility and restrictions around trading away. For institutional clients with directed brokerage arrangements, VCM may trade away their accounts to the offering broker, subject to any trade-away fees charged by the directed broker.

If an aggregated IPO order is partially filled, securities generally will be allocated pro-rata according to the trading desk’s indication of interest. However, if a pro-rata allocation results in an odd lot or in an amount too small for a client’s account, the portfolio manager may back out of the client’s allocation and those shares will be reallocated pro-rata to the remaining participating clients. Share amounts may be rounded to the nearest round lot. VCM regularly reviews the allocation of IPO securities, which may result in a reduction or no allocation in the securities initially requested. When a client has a small asset base, participation in IPOs may significantly increase the client’s total returns, and as the assets grow, any impact of such offerings on the client’s total return may decline.

## ALTERNATIVE INVESTMENTS

Victory Private Funds that focus on alternative investments source their own investment opportunities and handle allocation of such investment opportunities among clients of such Investment Franchise in accordance with the applicable Private Placement Memorandum. VCM does not allocate investment opportunities in alternative investment assets among its Investment Franchises.

## FOREIGN EXCHANGE (FX) TRANSACTIONS

For equity transactions in foreign securities, VCM uses a designated third-party specialist or the client custodian to execute the vast majority of FX transactions on behalf of the participating accounts in order to purchase the foreign security using the currency of the applicable country. In instances where a client elects to direct the execution of its FX transactions through its custodian or direct the execution of its FX transactions to a specific market, the client's account may experience negative or positive performance dispersion from other accounts managed by VCM in the same style and for which VCM has full discretion to select the counterparty for FX transactions.

## DERIVATIVES

VCM may enter into derivatives transactions when and if advisable to implement clients' investment objectives or other derivative transactions (e.g., index futures contracts) in order to gain short-term exposure to a particular market or as a cash management strategy. Derivative counterparties are selected based on a number of factors, which include credit rating, execution prices, execution capability with respect to complex derivative structures, and other criteria relevant to a particular transaction.

## CROSS-TRADING

Rule 17a-7 of the Investment Company Act of 1940 allows the purchase and sale of portfolio securities between a Fund and other accounts ("cross-trade") managed by an investment adviser or sub-adviser. In certain circumstances, VCM may effect cross-trades between its Funds if VCM believes such transactions are appropriate based on the Funds' investment objectives and guidelines. These transactions could raise certain conflict of interest issues. VCM has adopted numerous compliance policies and procedures, including a Code of Ethics, Rule 17a-7 policy, and brokerage and trade allocation policies and procedures which seek to address the conflicts associated with various trading activities including but not limited to cross- trades.

### ITEM 13: REVIEW OF ACCOUNTS

A VCM portfolio manager regularly reviews the portfolios of each discretionary account to determine whether to take any actions for that portfolio, based on its investment objectives, policies, and assets, and more generally, based on a review of economic and market conditions.

VCM's Compliance Department also monitors portfolios and reviews potential violations of investment objectives and policies for each portfolio on a daily basis.

Accounts are also reviewed with the client on a periodic basis to assess performance and to discuss whether there are any changes to the client's investment mandate. At a minimum, portfolio managers and client relationship managers review accounts with clients on an annual basis; however, most accounts are reviewed with clients on a quarterly basis (or as otherwise specified by a client's investment mandate).

VCM provides separate account clients a written appraisal of their assets at least quarterly. This appraisal describes each security held in the client's account and provides cost and current market value, and other information concerning the account. In addition, VCM provides such clients, each quarter and upon request at any time, a report of the investment performance of their account. Gain and loss, purchase and sale, and transaction summary reports, as well as portfolio commentary, are available to clients whose accounts are managed on a separate account basis upon request.

Members of the portfolio management teams for each of the Victory Funds regularly report to the Trustees of the relevant Victory Funds regarding the funds' performance. In addition, each of the Victory Funds provides shareholders with a semi-annual written report containing performance and financial information, as required by applicable law. The Victory Funds also file with the SEC an annual report regarding the Funds' proxy voting records and a quarterly report regarding the funds' portfolio holdings.

Members of the management teams that manage alternative asset products for the Victory Private Funds provide ongoing reports to clients including periodic oral and written updates on portfolio company performance, written quarterly financial reports, and written audited financial reports.

Where VCM serves as an unaffiliated investment adviser or portfolio manager through wrap fee programs or other programs established by other financial intermediaries, or to unaffiliated pooled vehicles, VCM generally relies on the program sponsor or distributor to provide clients with periodic account statements.

## ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

VCM, or its affiliates, may enter into referral agreements with unaffiliated parties for client referrals of investment advisory business. VCM may pay cash compensation equal to a specified dollar amount or a specified percentage of the asset-based fees received by VCM from accounts obtained through the unaffiliated party. These referral arrangements are agreed to by the client and are fully disclosed to the client in their related account-opening documents and disclosures. Such agreements to compensate another firm, whether directly or indirectly, for referring investment management services are subject to Rule 206(4)-1 under the Advisers Act.

In connection with the USAA 529 Education Savings Plan, VCS entered into referral arrangements with USAA Financial Advisors, Inc. and other USAA affiliates to refer customers to the USAA 529 Education Savings Plan, which offers investments in portfolios of certain Victory Funds. VCS is the distributor of the Victory Funds and the USAA 529 Education Savings Plan.

VCM and its personnel provide services to WestEnd Advisors, LLC (“WestEnd”), an affiliated investment adviser. Certain employees of VCM also promote the services of WestEnd as well as the products managed by WestEnd under intercompany sales arrangements.

VCM makes payments to certain unaffiliated financial intermediaries to compensate them for costs associated with distribution, marketing, administration, and shareholder servicing support of externally sponsored funds managed by THB Asset Management. In addition, financial intermediaries may receive payments for making shares available to their customers or registered representatives, including providing the funds with “shelf space”, placing the funds on a preferred or recommended list, or promoting the funds in certain sales programs that are sponsored by financial intermediaries. These payments are paid by VCM and are not paid by the fund.

From time to time, VCS enters into written referral agreements that involve the payment of a fee for introducing prospective clients to external investment managers. In the event that VCS enter into such agreements, the terms of the arrangement, including the fee structure, will be disclosed to prospective clients prior to their execution of the external investment management agreement and in accordance with applicable law.

Some of VCM’s clients and prospective clients retain investment consultants or other intermediaries to advise them on the selection and review of investment managers. VCM may also manage accounts introduced to VCM through consultants. These consultants or other intermediaries may recommend VCM’s investment advisory services, or otherwise place VCM into searches or other selection processes. Although VCM does not pay investment consultants for client referrals, VCM, from time to time, has separate business relationships with consultants, intermediaries, or their affiliates. These business relationships include, but are not limited to, VCM providing investment advisory services to their proprietary accounts, engaging them for consulting services, purchasing their software applications or other products or services or inviting them to events that are hosted by VCM.

## ITEM 15: CUSTODY

In addition to taking possession of client assets, custodians settle transactions, send monetary wires, and perform other miscellaneous administrative services. Custodians are directed to accept instructions from VCM regarding the assets in the client's account. Clients are responsible for the acts of their custodians and all direct expenses of the account, such as custodial fees and brokerage expenses.

In general, VCM does not act as a "qualified custodian" in possession of client assets as defined by Rule 206(4)-2 of the Advisers Act. Clients must appoint a qualified custodian (as defined in Item 5 herein) to hold their assets. VCM sends (and other service providers may send) periodic account statements to clients related to their account. VCM urges clients to review carefully, and compare for discrepancies, all account statements against those provided by their qualified custodian.

With respect to several of the Victory Private Funds, VCM is deemed to have custody of client assets by virtue of its or a related person's role as general partner, managing member, or similar role to the funds. In accordance with the rule, VCM ensures that investors in such funds receive audited financial statements within 120 days following the fiscal year end of such funds.

Should VCM inadvertently receive client securities or funds from a third-party, VCM will forward promptly such securities or funds to the client or the client's custodian following receipt thereof.

If authorized by a client, advisory fees may be billed directly to and paid from the client's account, which are reflected in quarterly account statements from the custodian. These account statements also detail transactions and holdings in the account. When a client contractually grants VCM the authority to deduct management or advisory fees directly from the client's custodial account by directly invoicing the custodian (e.g., through a standing letter or authorization), VCM may be deemed to have custody of those assets under SEC rules. Such clients should receive account statements directly from their third-party custodians for the accounts managed by VCM and should carefully review these statements. Such clients should contact VCM immediately if they do not receive account statements from their custodian on at least a quarterly basis.

## ITEM 16: INVESTMENT DISCRETION

VCM typically accepts discretionary authority to manage securities accounts on behalf of its clients by entering into a written investment advisory agreement with the client. Where VCM has discretionary authority, VCM will make all investment decisions for the account and, when it deems appropriate and without prior consultation with the client, buy, sell, exchange, convert, and otherwise trade in any stocks, bonds, other securities, and other financial instruments, subject to any written investment mandate or restrictions (which may include (without limitation) restrictions on: the market-capitalization of investments held in the account, cash levels permitted in the account, the purchase of foreign securities, or the types of investments or techniques that may be used in managing the account) provided by the client. Some VCM clients, such as ERISA clients, are also restricted by law from making certain investments. Certain investment restrictions may limit VCM's ability to execute the strategy and, as a result, may reduce performance. VCM's clients agree to respond to inquiries and confirm VCM's authority to manage the account of the discretionary relationship with necessary parties.

Some clients may direct VCM to execute, or seek to execute, subject to best execution, some, or all of their security trades with a specified broker or dealer. Such direction is commonly referred to as directed brokerage. In selecting a directed broker, the client has the sole responsibility for negotiating commission rates and other transaction costs with the directed broker (for more information on directed brokerage, please see [Item 12](#) herein).

VCM manages a limited portion of its business in a non-discretionary manner, predominately through UMAs and the 529 Plan. The investment management contract with the sponsor generally specifies that the sponsor retains investment discretion and is responsible for executing securities trades. Under these types of arrangements, VCM provides sponsors with a model portfolio from which the sponsor can choose to deviate (for more information on the UMA program and the 529 Plan please see [Item 4](#) herein).

Certain client-directed investment restrictions may limit VCM's ability to fully execute the strategy, which, as a result, may have a negative impact on performance.

## ITEM 17: VOTING CLIENT SECURITIES

VCM's Proxy Voting Policies and Procedures ("**Proxy Voting Policy**") govern how it votes proxies relating to securities owned by clients who have delegated voting authority and discretion to VCM. Victory's Proxy Voting Committee ("PVC") determines how client securities will be voted.

VCM's proxy voting guidelines ("**Guidelines**") were established to assist in voting proxies. There are occasions when a vote contrary to the Guidelines may be warranted if it is in the best interests of the client or if it is required under the account's governing documents. VCM seeks to act in a manner consistent with the best interest of its clients when it votes client proxies; however, a conflict of interest may exist between VCM and its clients in certain circumstances. The Guidelines are intended to limit such conflicts when voting proxies. If such conflict is not resolved by voting according to the Guidelines, the PVC may seek guidance from other internal sources with related expertise. The PVC documents all voting exceptions (for example, if the PVC votes against or withholds a vote for a proposal that is generally approved or votes in favor of a proposal that is generally opposed).

Upcoming meeting material is proactively disseminated to the relevant teams within VCM and in some circumstances, a portfolio manager, analyst, or member of the PVC may request a proxy override. The PVC reviews supporting documentation to determine whether the request is in the best interests of clients. An override request can be approved by a majority of at least three voting members of the PVC.

VCM has retained Institutional Shareholder Services ("**ISS**") as its proxy advisor to perform the administrative tasks of receiving proxies, proxy statements, organizing meeting material to be delivered to relevant teams, and voting proxies in accordance with the Proxy Voting Policy. ISS shall have the authority to vote proxies only in accordance with standing or specific instructions given by VCM.

Clients may direct VCM to vote their proxies in a manner that may result in a vote that is different from the way VCM might vote proxies of other clients. For example, some labor unions may instruct VCM to vote proxies for their accounts in accordance with the AFL- CIO proxy voting standards. For clients who request AFL-CIO proxy voting, VCM has directed ISS to use its Taft-Hartley proxy voting guidelines to recommend how to vote such proxies. Clients may direct VCM's vote on a particular solicitation by contacting their VCM client manager or emailing an inquiry to [client\\_service\\_team@vcm.com](mailto:client_service_team@vcm.com).

In the event VCM does not have authority to vote client securities, clients should make separate arrangements with their custodians regarding the delivery of proxies and other solicitation materials. These clients may contact their VCM client manager or email an inquiry to [client\\_service\\_team@vcm.com](mailto:client_service_team@vcm.com) with questions regarding particular solicitations.

For a copy of the Proxy Voting Policy, please visit VCM's website at <http://www.vcm.com/policies>. To obtain information on specific proxies voted by VCM, clients may contact their VCM client manager or email an inquiry to [client\\_service\\_team@vcm.com](mailto:client_service_team@vcm.com).

With respect to Victory Private Funds managing alternative assets, a franchise will vote fund membership interests as part of its active management of fund investments.

## ITEM 18: FINANCIAL INFORMATION

VCM is audited annually by an independent accounting firm and files consolidated financial statements with the Securities and Exchange Commission on Form 10-K. VCM is not aware of any financial conditions that are reasonably likely to impair its ability to meet contractual commitments to its clients.

## ITEM 19: REQUIREMENTS FOR STATE-REGISTERED ADVISERS

This item is not applicable to VCM.

## APPENDIX A

### VCM Associated Persons (Non-U.S. Entities):

**Geoff Boyd, CA**, is an Analyst on the Sophus Capital Emerging Markets team. The RS Investments Emerging Markets team was renamed Sophus Capital in July 2016 when RS Investments was acquired by VCM. Sophus Capital is a VCM Investment Franchise. Mr. Boyd has over 17 years of industry experience. Prior to joining Sophus Capital in 2017 he was the Regional head of automotive and steel research at CLSA, a sell-side brokerage, with a strong following in Asia.

**Tammy Belshaw, CFA**, is Head of Emerging Markets Research at RS Investments (UK) Limited. Prior to joining the firm in 2012, she worked at Principal Global Investors as a research analyst and member of the emerging markets team, and at Citigroup Asset Management as a research analyst. She previously worked at Watson Wyatt as an investment consultant and equity research manager. Ms. Belshaw holds a master's degree in economics from Cambridge University.

**Zoe Chow** is an Analyst at RS Investment Management (Singapore) Pte. Ltd. Prior to joining the firm in 2012, she worked at Principal Global Investors (Singapore) Limited as a research analyst and member of the emerging markets team, coordinating quantitative analysis and portfolio analytics for Diversified Emerging Markets and Asian Equity portfolios. Ms. Chow holds a bachelor's degree in finance from Singapore Management University.

**Tony Chu, CFA**, is a Portfolio Manager and Analyst at RS Investments (Hong Kong) Limited. Prior to joining the firm in 2012, he worked at Principal Global Investors (HK) Limited as a portfolio manager. He previously worked at Principal Asset Management (Asia) Limited as a portfolio manager, and at INVESCO Hong Kong Limited as an investment analyst and associate portfolio manager. Mr. Chu holds a bachelor's degree in commerce from the University of Queensland and a master's degree in commerce from the University of New South Wales.

FACTS		WHAT DOES VICTORY DO WITH YOUR PERSONAL INFORMATION?	
Why?	Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some, but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.		
What?	The types of personal information we collect, and share depend on the product or service you have with us. This information can include: <ul style="list-style-type: none"><li>■ Social Security number and income.</li><li>■ Account balances and account transactions.</li><li>■ Data from public sources and third-party data services.</li></ul>		
How?	All financial companies need to share customers' personal information to run their everyday business as permitted by law. For example, we share with print and mail companies that assist us in sending mail. In the section below, we list the reasons financial companies can share their customers' personal information, the reasons Victory chooses to share and whether you can limit this sharing.		
Reasons we can share your personal information		Does Victory share?	Can you limit this sharing?
For our everyday business purposes — such as to process your transactions, maintain your accounts, respond to court orders and legal investigations, or report to credit bureaus		Yes	No
For our marketing purposes — to offer products and services provided by Victory		Yes	No
For joint marketing — sharing with other financial companies to jointly market the other company's products or services		No	We do not share
For everyday business purposes of the Victory family of companies — this can include information about your Victory transactions and experiences		Yes	No
For everyday business purposes of the Victory family of companies — this can include information about your creditworthiness or insurability		No	We do not share
For non-Victory companies to market to you		No	We do not share
To limit our sharing	<ul style="list-style-type: none"><li>■ Visit us online: <a href="http://vcm.com/optout">vcm.com/optout</a></li><li>■ Call (877) 660-4400 – our menu will prompt you through your choices.</li></ul> <p><b>Please note:</b> If you are a <i>new</i> customer, we can begin sharing this information 30 days from the date we sent this notice. When you are <i>no longer</i> our customer, we continue to share and protect your information as described in this notice. However, you can contact us at any time to limit our sharing.</p>		
Questions?	Call your account representative or <b>(877) 660-4400</b> and ask to speak to a representative.		

Who we are	
<b>Who is providing this notice?</b>	Victory Capital Holdings, Inc., and its family of companies, including companies identified with the Victory Capital name as described in the affiliates section below.
What we do	
<b>How does Victory protect my personal information?</b>	To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings.
<b>How does Victory collect my personal information?</b>	<p>We collect your personal information, for example, when you:</p> <ul style="list-style-type: none"> <li>■ Open an account or make deposits or withdrawals from your account.</li> <li>■ Give us your contact or account information.</li> <li>■ Direct us to buy or sell securities.</li> </ul> <p>We also collect your personal information from others, such as credit bureaus, affiliates, or other companies.</p>
<b>Why can't I limit all sharing?</b>	<p>Federal law gives you the right to limit only:</p> <ul style="list-style-type: none"> <li>■ Sharing among affiliated companies for everyday business purposes — information about your creditworthiness and insurability.</li> <li>■ Affiliates from using your information to market to you.</li> <li>■ Sharing for nonaffiliates to market to you.</li> </ul> <p>State laws and individual companies may give you additional rights to limit sharing. See below for more on your rights under state law.</p>
<b>What happens when I limit sharing for an account I hold jointly with someone else?</b>	Your choices will apply to everyone on your account.
Definitions	
<b>Victory family of companies (affiliates)</b>	<p>Companies owned or controlled by Victory Capital Holdings, Inc. They can be financial and nonfinancial companies in the Victory family of companies.</p> <ul style="list-style-type: none"> <li>■ The Victory family of companies includes: companies with a Victory Capital name, including without limitation Victory Capital Services, Inc., Victory Capital Transfer Agency, Inc., Victory Capital Management Inc. and its subsidiaries, RS Investments (UK) Limited, RS Investments (Hong Kong) Limited, and RS Investment Management (Singapore) Pte. Ltd., as well as pooled vehicles managed or administered by Victory Capital Management Inc., from time to time.</li> </ul>
<b>Non-Victory companies (nonaffiliates)</b>	<p>Companies not related by common ownership or control. They can be financial and nonfinancial companies.</p> <ul style="list-style-type: none"> <li>■ We only share with non-Victory companies to service transactions you request or as necessary to provide our services.</li> <li>■ We do not share with non-Victory companies so they can market their products to you.</li> </ul>

<b>Joint Marketing</b>	<p>A formal agreement between a Victory company and a non-Victory financial company to market the non-Victory company's products or services to you.</p> <ul style="list-style-type: none"> <li>■ We do not share with any non-Victory financial company for joint marketing.</li> </ul>
------------------------	--

Other important information
<p><b>For Nevada Residents:</b> Nevada law requires that we tell you about the option to be placed on our internal do-not-call list. If you'd rather not receive sales calls from us, please call <b>(877) 660-4400</b> and ask to speak to a representative so we can place you on our do-not-call list.</p> <p>You may also contact: Bureau of Consumer Protection Office of the Nevada Attorney General, 555 E. Washington Ave., Ste. 3900, Las Vegas, NV 89101, call 1-702-486-3132 or Email: BCPINFO@ag.state.nv.us.</p> <p><b>For Vermont Residents:</b> In accordance with Vermont law, we will not share information we collect about you with companies who are not affiliates, except as permitted by law, such as with your consent or to service your accounts. We will not share information about your creditworthiness with our affiliates without your authorization or consent, but we may share information about our transactions or experiences with you with our affiliates as permitted by law.</p> <p><b>For California Residents:</b> In accordance with California law, we will not share information we collect about you with nonaffiliates, except as allowed by law. For example, we may share information with your consent or to service your accounts. Among our affiliates, we will limit information sharing to the extent required by California law.</p>