

VICTORY CAPITAL MANAGEMENT INC.

INVESTMENT ADVISER BROCHURE FORM ADV PART 2A

JULY 10, 2019



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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 29, 2019, Victory Capital has made the following changes:

- Victory Capital's address was updated to reflect our temporary headquarters until we move into our permanent headquarters located at 15935 La Cantera Pkwy, Building Two, San Antonio, TX, 78256.
- Disclosure was added to Item 4: Advisory Business, Item 5: Fees and Compensation, and Item 8: Methods of Analysis, Investment Strategies and Risk of Loss related to the acquisition of USAA Asset Management Company (which includes its Mutual Fund and ETF businesses and USAA 529 College Savings Plan) and USAA Transfer Agent Company.
- There were non-material additions, changes and elaborations, including to strategies, fee schedules, risk factors, brokerage practices, plus minor enhancements and clarifications throughout.

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ITEM 4: ADVISORY BUSINESS

GENERAL

Victory Capital Management Inc. (“**Victory Capital**”) is an investment advisory firm registered with the SEC as an investment adviser under the Investment Advisers Act of 1940, as amended (“**Advisers Act**”). Victory Capital’s multi-boutique structure is comprised of the following autonomous investment franchises: INCORE Capital Management, Integrity Asset Management, Munder Capital Management, NewBridge Asset Management, RS Investments, Sophus Capital, Sycamore Capital, Trivalent Investments, and USAA Investments¹ (each, an “**investment franchise**”). In addition, Victory Capital offers rules-based solutions through its Solutions Platform. Collectively, Victory Capital’s investment franchises and Solutions Platform manage investment strategies in a variety of asset classes (such as equity, fixed income and mixed asset classes) and through a variety of styles (such as active management, passive management, smart beta, asset allocation and custom).

OWNERSHIP AND LOCATIONS

Through predecessor firms, Victory Capital was organized on December 1, 1894, and began managing tax-exempt assets in 1912. Victory Capital’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. Victory Capital is an indirect, wholly owned subsidiary of Victory Capital Holdings, Inc. (“VCH”). VCH is 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 Victory Capital employees and outside investors.

Victory Capital 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, New York, NY, 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, Victory Capital 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

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(2) “**pooled vehicles**” including affiliated and unaffiliated registered investment companies, collective investment trusts, exchange traded funds (“**ETFs**”), and Undertaking for Collective Investment in Transferable Securities (“**UCITS**”) funds.

Victory Capital provides non-discretionary investment advisory services to “**model portfolio programs**” sponsored, organized, and administered by wrap sponsors (see “Wrap Fee Disclosures” below) or other third-parties.

As of June 30, 2019, Victory Capital’s total assets under management (AUM) was approximately **\$145.6 billion**², of which \$144.4 billion was in client AUM on a discretionary basis and approximately \$1.2 billion was in client AUM on a non-discretionary basis.³

INVESTMENT ADVISORY SERVICES

Separate Accounts

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

Victory Capital also provides discretionary investment advisory services to separately managed account wrap programs (“**SMA**s”). 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 Victory Capital 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 Victory Capital, 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 Victory Capital provides to discretionary clients – and how the investor will be affected by investment decisions – will vary from one client to another.

Victory Capital 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 Victory

² The AUM figure combines the AUM of Victory Capital and the recently acquired USAA Asset Management Company assets, calculated one day prior to its acquisition by Victory Capital’s parent company, which closed on July 1, 2019.

³ The client assets under management reported in this brochure are gross assets based on the SEC’s “regulatory assets under management” calculation.

Capital). Such discussions may include, among other things, the views of an investment team at Victory Capital 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. Victory Capital 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. Victory Capital 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

Victory Capital provides investment advisory services to affiliated and unaffiliated pooled vehicles (or "**funds**"). Victory Capital 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. Victory Capital is the investment adviser for the following types of pooled vehicles:

- i. Victory-Sponsored Pooled Vehicles. Victory Capital serves as the investment adviser to the separate series of the following affiliated pooled vehicles: Victory Capital Collective Investment Trust, Victory Capital International Collective Investment Trust and the Victory Funds. "**Victory Funds**" means the individual series portfolios of Victory Portfolios, Victory Portfolios II, Victory Variable Insurance Funds, and USAA Mutual Funds Trust⁴ each an investment company registered under the Investment Company Act of 1940, as amended (the "**1940 Act**").
- ii. Externally Sponsored Pooled Vehicles. Victory Capital 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. Victory Capital currently acts as a sub-advisor for the registered investment companies disclosed in Part 1 of Form ADV. Victory Capital also acts as investment manager to certain sub-funds of Carolon Investment Funds plc, a UCITS product for non-U.S. investors. Victory Sophus Emerging Markets UCITS Fund is currently the only sub-fund of Carolon Investment Funds plc for which Victory Capital acts as investment manager.

Model Portfolio Programs

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

Unified Managed Accounts ("UMA"). Victory Capital enters into agreements with other unaffiliated investment advisers ("UMA sponsors") who sponsor wrap fee programs (see "Wrap Fee Disclosures" below). For a UMA program, Victory Capital creates and provides security

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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 Victory Capital.

USAA 529 College Savings Plan⁵ (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 of the 529 Plan. The 529 Plan is designed to satisfy the requirements of Section 529 of the Internal Revenue Code for qualified tuition programs. Victory Capital recommends certain Victory Funds underlying each portfolio to the Nevada Board and Ascensus. The Nevada Board retains investment discretion with respect to the decision to accept or reject any of the recommendations made by Victory Capital. Detailed information about the 529 Plan is available in the USAA 529 College 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 Victory Capital 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 around trading away. In many cases there are limitations on the ability of Victory Capital 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. Victory Capital does not execute securities transactions for the UMA Program but does execute securities transactions for SMA clients, primarily using a third-party wrap trading platform. Additionally, Victory Capital 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 Victory Capital receives for the investment advisory services it provides.

Victory Capital 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 Victory Capital is suitable for the client. Victory Capital may accept or reject a wrap client for any

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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

Victory Capital 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 Victory Capital 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.

Victory Capital 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. Victory Capital 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, Victory Capital may exercise a preference for including Victory Funds in the Asset Allocation Services. Victory Capital receives a management fee for advising the Victory Funds, and additional investments into Victory Funds may increase the amount of Victory Capital's management fee. Victory Capital 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

In most cases, Victory Capital is 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 accounts and certain Victory Funds pay Victory Capital an advisory fee structured as a performance-based fee which is a modification of the standard asset-based fee.

ASSET BASED FEES

Victory Capital'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, customized services being provided and investment objectives. When Victory Capital negotiates fees, it may take into account the strategy, services being provided and size of the account and the overall relationship with Victory Capital. For example, accounts with a family or business relationship to each other may be aggregated in order to apply advisory fee breakpoints. On occasion, Victory Capital may agree to fixed (or flat) fee arrangements. Victory Capital may impose minimum sizes and minimum annual fees. Victory Capital reserves the right to charge higher fees for accounts that require customized solutions or do not meet account minimums. Victory Capital 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 Victory Capital, employees of Victory Capital or its affiliates (or family members of such employees), and certain other investors as determined by Victory Capital in its sole discretion.

Victory Capital 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.

Victory Capital 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 Victory Capital's advisory fees.

Domestic Equity

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

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

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"> • 0.75% on the first \$25M • 0.70% on the next \$25M • 0.65% on the next \$50M • 0.60% on assets exceeding \$100M

Sycamore Small Cap Value	Small Cap Value	\$10M / \$100K	<ul style="list-style-type: none"> • 1.00% on the first \$10M • 0.85% on the next \$15M • 0.80% on the next \$25M • 0.75% on the next \$50M • 0.70% on assets exceeding \$100M
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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"> • 0.75% on the first \$25M • 0.60% on the next \$25M • 0.55% on the next \$50M • 0.50% on assets exceeding \$100M
Munder Mid-Cap Growth	Mid Cap Growth	\$10M / \$75K	<ul style="list-style-type: none"> • 0.75% on the first \$25M • 0.60% on the next \$25M • 0.55% on the next \$50M • 0.50% on assets exceeding \$100M
Munder Small Cap Growth	Small Cap Growth	\$10M / \$100K	<ul style="list-style-type: none"> • 1.00% on the first \$10M • 0.90% on the next \$15M • 0.80% on the next \$25M • 0.75% on the next \$50M • 0.70% on assets exceeding \$100M
Munder Focused Small/Mid-Cap	Small/Mid Cap Core	\$10M / \$85K	<ul style="list-style-type: none"> • 0.85% on the first \$25M • 0.70% on the next \$25M • 0.65% on the next \$50M • 0.55% on assets exceeding \$100M
Munder Small-Cap/Mid-Cap Blend	Small/Mid Cap Core	\$10M / \$85K	<ul style="list-style-type: none"> • 0.85% on the first \$10M • 0.75% on the next \$15M • 0.70% on the next \$25M • 0.60% on the next \$50M • 0.50% on assets exceeding \$100M
Munder Multi-Cap	All Cap Core	\$10M / \$60K	<ul style="list-style-type: none"> • 0.60% on the first \$25M • 0.50% on the next \$25M • 0.45% on the next \$50M • 0.40% on assets exceeding \$100M
Munder Diversified	Large Cap Core	\$10M / \$60K	<ul style="list-style-type: none"> • 0.60% on the first \$25M • 0.50% on the next \$25M • 0.45% on the next \$50M • 0.40% on assets exceeding \$100M

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

International Equity

RS Investments	Style	Minimum Account Size / Annual Fee	Standard Institutional Separate Account Fee Schedule
RS International	International All Cap Core	\$10M / \$35K	<ul style="list-style-type: none"> • 0.35% on the first \$25M • 0.30% on the next \$25M • 0.25% on the next \$50M • 0.20% on assets exceeding \$100M
RS Global	Global All Cap Core	\$10M / \$35K	<ul style="list-style-type: none"> • 0.35% on the first \$25M • 0.30% on the next \$25M • 0.25% on the next \$50M • 0.20% on assets exceeding \$100M

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"> • 0.80% on the first \$50M • 0.70% on the next \$50M • 0.60% on the next \$100M • Negotiable on assets exceeding \$200M
Sophus Emerging Markets Small Cap	Emerging Markets Small Cap	\$10M / \$100K	<ul style="list-style-type: none"> • 1.00% on the first \$25M • 0.95% on the next \$25M • 0.90% on the next \$50M • 0.85% on the next \$100M • Negotiable on assets exceeding \$200M

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

Fixed Income

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

INCORE Short Government	Short Government/Agency	\$20M / \$70K	<ul style="list-style-type: none"> • 0.35% on the first \$50M • 0.30% on the next \$50M • 0.25% on assets exceeding \$100M
INCORE Investment Grade Convertible Securities	Investment Grade Convertible Securities	\$10M / \$55K	<ul style="list-style-type: none"> • 0.55% on the first \$25M • 0.50% on the next \$25M • 0.45% on the next \$50M • 0.40% on assets exceeding \$100M

Other

Victory Solutions	Style	Minimum Account Size / Annual Fee	Standard Institutional Separate Account Fee Schedule
Various VS Domestic Equity Rules-Based Strategies	Varies by Strategy	\$10M / \$10K	<ul style="list-style-type: none"> • Range of 0.10%-0.30% on all assets
Various VS International Equity Rules-Based Strategies	Varies by Strategy	\$10M / \$10K	<ul style="list-style-type: none"> • Range of 0.10%-0.45% on all assets
Various VS Alternatives Rules-Based Strategies	Varies by Strategy	\$10M / \$10K	<ul style="list-style-type: none"> • Range of 0.10%-0.60% on all assets

Victory Capital receives payment for its investment advisory services in a number of ways, which depends primarily upon 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. Any outstanding fees are charged on a pro-rata basis, 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. Certain clients authorize Victory Capital to deduct fees directly from clients’ assets. Clients that have arranged for standing letters of authorization (“SLOA”), enabling Victory Capital 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 Victory Capital or they may choose to receive invoices and authorize their qualified custodian to submit payment to Victory Capital.

- High net worth client accounts: Victory Capital submits invoices to the client's qualified custodian, who is authorized to remit payment to Victory Capital 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 Victory Capital.
- Wrap SMAs: For standard wrap SMAs, fees are paid to Victory Capital by the wrap sponsor. Fees vary and may be charged either in advance or arrears, depending on the agreement between Victory Capital and the wrap sponsor. Wrap SMAs with dual contracts (as discussed in Item 4) may receive and pay invoices directly to Victory Capital or they may choose to receive invoices and authorize their custodian to submit payment to Victory Capital.
- **Pooled vehicles:**
 - Mutual funds and ETFs: Fees, including 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 Victory Capital 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>.
- **Model Portfolio Programs:**
 - Wrap UMAs: Fees for UMAs are paid to Victory Capital by the wrap sponsor. Fees vary and may be charged either in advance or arrears, depending on the agreement between Victory Capital and the wrap sponsor.
 - USAA 529 College Savings Program: Victory Capital does not receive a fee for the advisory services provided to the 529 Plan, although Victory Capital indirectly receives compensation because the Victory Funds held by the 529 Plan pay certain advisory fees to Victory Capital. Victory Capital 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 Victory Capital serves as the subadvisor, pay Victory Capital an advisory fee structured as a combination of an asset-based fee and a performance-based fee. Typically, a performance-based fee increases the fee earned by Victory Capital 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 Victory Capital 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 Victory Capital 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 Victory Capital 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.

THIRD PARTY OR OTHER FEES

In addition to the advisory fee paid to Victory Capital, 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.

Pooled vehicles, including the Victory Funds, pay interest expense, taxes, custodian fees and charges, professional fees, administrative service fees and other charges incurred in connection with the operation of funds. In addition, the Victory Funds and other types of pooled vehicles 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 or other offering document for other types of pooled vehicles.

Victory Capital may invest assets in a client's separate account in unaffiliated pooled vehicles or in the Victory Funds. Victory Capital 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 Victory Capital 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 Victory Capital (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 Victory Capital charges separate accounts. Further, Victory Capital has an incentive to recommend investments in the Victory Funds rather than in unaffiliated funds because Victory Capital and its affiliates would not receive such fees from unaffiliated funds. To address these conflicts, Victory Capital has adopted policies and procedures and a Code of Ethics that are designed to mitigate these conflicts of interest.

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

As described in Item 5, “Fees and Compensation,” Victory Capital 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 Victory Capital 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, Victory Capital 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, Victory Capital has adopted policies and procedures and a Code of Ethics that are designed to mitigate these conflicts of interest. The Victory Capital Code of Ethics requires employees to place their clients’ interests ahead of their own (for more information, see Item 11 herein).

Victory Capital 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 Victory Capital’s allocation procedures. Victory Capital’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, Victory Capital 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 Victory Capital’s allocation policies and procedures (for more information, please see Item 12 herein).

In addition, Victory Capital 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 performs side-by-side testing of the trades in these accounts to ensure all clients are being treated fairly.

ITEM 7: TYPES OF CLIENTS

Victory Capital 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. Victory Capital's pooled vehicle clients may include investment companies (including the Victory Funds), ETFs (including the VictoryShares ETFs), unit trusts, 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, Victory Capital provides discretionary and non-discretionary advisory and sub-advisory services to wrap free programs (for additional information, see [Item 4](#) herein).

Victory Capital provides sub-advisory services to private funds, but as of the date of this brochure, does not directly advise its own private fund.

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

Investment Franchises

Victory Capital's separate investment franchises have autonomy over their investment process, strategies and portfolio decisions. In addition, Victory Capital's Solutions Platform consists of customized strategies that are primarily rules-based. Each franchise and team is supported by a common infrastructure comprising trading, operations, compliance, sales, marketing, client service, and general business management. Overall, these investment franchises manage a variety of domestic and international equities, convertibles and fixed income 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.

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; 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 focus quickly 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, 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.

Integrity focuses on stocks that are currently undervalued yet poised to outperform. To identify these stocks, the Integrity investment team’s disciplined process seeks two key elements: prudent value and improving sentiment. Prudent value implies that a statistically cheap stock that is trading below the team’s estimate of its intrinsic value will deliver strong total return over time. The process also identifies catalysts that lead to improving investor sentiment. Ultimately, the strategy seeks to invest in the right company at the right price at the right time.

Integrity specifically searches for companies with profitable reinvestment opportunities or a willingness to return profits to shareholders. In addition, the team continuously evaluates factors such as the company’s economic value added, capital allocation discipline, and the impact of past management decisions. This is done to identify future opportunities or potential problems that may affect shareholder return potential. Integrity analyzes stocks for two elements with regards to valuation: statistical cheapness and intrinsic value. Valuation is conducted both on a universe basis for the entire group of micro-cap value stocks as well as the current portfolio and pipeline of new ideas. With regards to timing, the strategy’s investment team applies continuous and rigorous fundamental analysis and searches for a catalyst to indicate improving investor sentiment. Catalysts are typically company, industry, or macroeconomic developments that may include a new management team that has potential or a willingness to turn the company around, new product cycles, entrance into new markets or gains in market share, and acquisitions or divestitures that create value.

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 Smaller Companies 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 Smaller Companies 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. 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 and Management 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).

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; and Portfolio Turnover 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; Smaller Companies 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 Smaller Companies 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 Smaller Companies Risk.

RS Investments – Developed Markets Team (“RS Developed Markets”)

RS Developed Markets 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 Developed Markets 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 Developed Markets 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 in 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; and Smaller Companies 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 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; and Smaller Companies 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 Depository 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 Smaller Companies 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 Core 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 International ACWI-ex US 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 Trivalent Emerging Markets Core 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 S&P Emerging Plus Small Cap Index.

The Trivalent International Large Cap Select 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 selects stocks by using a blend of fundamental research and quantitative analysis, focusing on quality companies that exhibit positive business momentum and favorable valuations relative to peers. The stock selection process is designed to produce a diversified portfolio that, relative to the applicable index, tends to have a below-average price-to-earnings ratio, an above-average return on invested capital and an above-average earnings growth trend. 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; and Smaller Companies Risk.

USAA Investments¹, A Victory Capital Investment Franchise (“USAA Investments”)

USAA Investments implements fixed income, multi-asset, and money market strategies. USAA Investments may purchase fixed-income investments (both investment grade and high yield), and other types of securities based on the investment strategy and investment restrictions of each mutual fund or ETF.

USAA Investments utilizes a team-oriented approach driven by seasoned professionals with diverse investment experience. USAA Investments develops critical insights through rigorous research in the areas of equity, fixed income, alternative asset classes, and macro-economics. USAA Investments leverages its core competencies of security selection, asset allocation, risk management, and manager selection to construct single and multi-asset class portfolios. USAA Investments believes that markets are often inefficient. As an active manager, USAA Investments focuses on global valuation and risk management, endeavoring to take advantage of mispriced assets and seek returns that compensate investors for the risks they are taking. USAA Investments measures success in years, not months. USAA Investments adheres to a disciplined research and portfolio construction process, even if it causes USAA Investments to deviate from the crowd.

With respect to the 529 Plan, USAA Investments 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. USAA Investments provides non-discretionary services to the 529 plan and its recommendations can be accepted or rejected by the Nevada Board.

With respect to each mutual fund and ETF managed by USAA Investments, the prospectus sections captioned Investment Objective, Principal Investment Strategy, and More Information on the Fund's Investment Strategy describes 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 USAA Investments will achieve its investment objective(s). Mutual fund and ETF objective(s) are not a fundamental policy and may be changed upon written notice to, but without the approval of relevant shareholders. 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.

Principal Investment Risks

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

Solutions Platform

Victory Capital'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 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. Victory Capital'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 Victory Capital's investment franchises, the Solutions Platform is operationally integrated and supported by centralized distribution, marketing and operational support functions.

Victory Capital's rules-based strategies (each an "Index") include Volatility Weighted Indexes ("Volatility Indexes"), a family of proprietary indices 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 Victory Capital-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.

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 CEMP 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 Victory Capital or separate accounts that seeks to track an Index or it may license an Index for use by a third party. Victory Capital may also advise accounts that track an Index.

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 the Indexes utilized by the Solutions Platform.

Principal Investment Risks

Authorized Participant Risk, Calculation Methodology Risk, Derivatives Risk; Emerging Markets Risk; Equity Securities Risk; Foreign Securities Risk; Futures and Options Risk; Geographic Focus Risk; Liquidity Risk; Passive Investing Risk; Sampling Risk; Smaller Companies Risk; Tax-Efficiency Risk, Tracking Error Risk; and Underlying Investment Vehicle Risk.

Glossary of Risks

Authorized Participant Risk

ETFs shares may have a limited number of Authorized Participants, which are financial institutions that are able to purchase and redeem Creation Units. To the extent they cannot or otherwise are unwilling to engage in creation and redemption transactions and no other Authorized Participant steps in, shares of ETFs may trade like closed-end fund shares at a significant discount to net asset value and may face trading halts and delisting from the exchange.

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. Victory Capital 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 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.

Debt Securities Risk

The value of a debt security or other income-producing security changes in response to various factors, including, for example, market-related factors (such as changes in interest rates or changes in the risk appetite of investors generally) and changes in the actual or perceived ability of the issuer (or of issuers generally) to meet its (or their) obligations. 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 securities held by a strategy. Fixed-rate debt securities are more susceptible to this risk than floating-rate debt securities 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. Generally, the market values of securities with longer maturities are more sensitive 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.
- 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.

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 factors affecting that particular company or stock markets generally. For example, factors such as domestic and international economic growth and market conditions, interest rate levels and political events may affect the stock market.

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 to developments adversely affecting the market or sector.

- *Financial Sector Risk*
The values of companies in the financials 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. Growth securities may be more volatile than other stocks, causing greater fluctuations in value. A value stock's intrinsic value may never be fully recognized by the market or its price may decline.

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 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 sell a security at an advantageous time or price. Adverse market or economic conditions may adversely affect the liquidity of a strategy's investments. In addition, a strategy, by itself or together with other accounts managed by its adviser or sub-adviser, as the case may be, may hold a position in a security that is large relative to the typical trading volume for that security, which can make it difficult for the strategy to dispose of the position at an advantageous time or price. Illiquid securities and relatively less liquid securities may also be difficult to value. Over recent years, the capacity of dealers to make markets in fixed income securities has been outpaced by the growth in the size of the fixed income markets. Liquidity risk may be magnified in a rising interest rate environment or when investor redemptions from fixed income funds may be higher than normal, due to the increased supply in the market that would result from selling activity.

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.

Passive Investment Risk

For passively managed index strategies, portfolio managers do not buy or sell shares of a security based on current or projected performance of a security, industry or sector unless that security is added to or removed from the index in accordance with the investment franchise's methodology. A strategy designed to track an index is not actively managed and does not, therefore, seek returns in excess of the index. An index strategy may not be able to effectively track the

performance of its index. Errors in an index as to the quality, accuracy and completeness of the underlying data used to compile the index may occur from time to time and may not be identified and corrected for a period of time, if at all.

Portfolio Turnover Risk

Portfolio turnover generally involves a number of direct and indirect costs and expenses, including, for example, dealer mark-ups and bid/asked spreads and transaction costs on the sale of securities and reinvestment in other securities. Such costs have the effect of reducing investment return. Such sales may result in the realization of taxable capital gains, including short-term capital gains, which are generally taxed at ordinary income tax rates.

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.

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 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.

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.

Smaller Companies Risk

Smaller-capitalization companies often have more limited managerial and financial resources than larger, more established companies and, therefore, may be more susceptible to market downturns or changing economic conditions. Prices of small- and mid-cap companies tend to be more volatile than those of larger companies and small issuers may be subject to greater degrees of changes in their earnings and prospects. Since smaller company stocks typically have narrower markets and are traded in lower volumes than larger company stocks, they are often more difficult to sell.

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.

Tax-Efficiency Risk

Creations and redemptions of shares in ETFs may be effected for cash, rather than in-kind, which means that an ETF may need to sell portfolio securities in order to complete an in-cash redemption, and may recognize net gains on these sales. As a result, investments in the shares may be less tax-efficient than investments in ETFs that redeem solely or principally in-kind.

Tracking Risk

The return of a passively managed strategy may not match the return of the index for a number of reasons, including: the strategy incurs operating expenses not applicable to the index, and incurs costs in buying and selling securities; the strategy may not be fully invested at times; differences in the valuation of securities and differences between the strategy's portfolio and the index resulting from legal restrictions, cost or liquidity constraints.

Underlying Investment Vehicle Risk

An investment company or similar vehicle (including an ETF) in which a strategy invests may not achieve its investment objective. Underlying investment vehicles are subject to investment advisory and other expenses, which will be indirectly paid by the strategy.

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. The Funds 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.

Value Risk

Value investing entails investing in securities that are inexpensive (or "cheap") relative to other stocks in the universe based on ratios such as earnings to price or book to price. There may be periods when value investing is out of favor, and during which the investment performance of a fund using a value strategy may suffer. In addition, value stocks are subject to the risks that their intrinsic value may never be realized by the market.

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. There is also the risk that a party fails to deliver the security on time or at all.

Certain Risks Associated with Cybersecurity

Like other investment advisers, Victory Capital relies in part on digital and network technologies to maintain substantial computerized data about activities for client accounts and otherwise conduct its business. Like all businesses that use computerized data, Victory Capital and the cyber networks it uses might in some circumstances be subject to a variety of possible cybersecurity incidents or similar events that could potentially result in the inadvertent disclosure

of confidential computerized data or client data to unintended parties, or the intentional misappropriation or destruction of data by malicious hackers mounting an attack on computer systems. The risks described above also apply to Victory Capital service providers who receive Victory Capital data in connection with the services provided. Victory Capital maintains information technology security and vendor oversight policies and certain technical and physical safeguards intended to protect the confidentiality of its internal data and takes other reasonable precautions to limit the potential for cybersecurity incidents, and to protect data from inadvertent disclosure or wrongful misappropriation or destruction. 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 Victory Capital or its clients, and might cause damage to client accounts or Victory Capital'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.

ITEM 9: DISCIPLINARY INFORMATION

Victory Capital 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, Victory Capital 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 symbol “VCTR.”

BROKER-DEALER

Victory Capital is not a registered broker-dealer; however, some of Victory Capital’s management persons are registered with the Financial Industry Regulatory Authority, Inc. (“**FINRA**”) as representatives of Victory Capital Advisers, Inc. (“**VCA**”), a Victory Capital affiliated limited purpose broker-dealer engaged in wholesale distribution of the Victory Funds and direct selling efforts for certain Victory Funds.

TRANSFER AGENT

Victory Capital Transfer Agency, Inc. (“**VCTA**”) is a Victory Capital affiliated transfer agent that provides shareholder services to the USAA Mutual Funds Trust.

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

Victory Capital is registered with the U.S. Commodity Futures Trading Commission (the “**CFTC**”) as a commodity pool operator. Victory Capital is not registered as a commodity trading adviser with the CFTC. In addition, Victory Capital 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

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

MATERIAL RELATIONSHIPS OR ARRANGEMENTS WITH CERTAIN RELATED PERSONS

Subject to Victory Capital’s Code of Ethics (see Item 11), Victory Capital 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 applies to covered persons as defined in the VCH Insider Trading Policy.

VCA is an affiliated, limited purpose broker-dealer engaged in wholesale distribution for all Victory Funds and direct selling for certain Victory Funds. In its direct selling capacity, VCA has access to a broad array of Victory Capital investment products that seek to satisfy client financial goals. VCA representatives have direct access to Victory Capital portfolio managers and other professionals who are involved in analyzing and managing the Victory Funds. VCA believes the alignment between its representatives and portfolio managers supports its philosophy of recommending certain Victory Funds. VCA also recognizes such alignment presents certain conflicts of interest. Revenue received from the sale of Victory Funds generally results in greater profitability for Victory Capital and its affiliates than if VCA were to recommend non-Victory Fund

products. Both Victory Capital and VCA representatives may be compensated when Victory Fund shares are purchased.

VCTA, an affiliated transfer agent, provides shareholder services only to the USAA Mutual Funds Trust, one of several entities that comprise the Victory Funds. As a result, VCTA receives transfer agent fees related only to the USAA Mutual Funds Trust and not other Victory Funds.

Victory Capital provides continuous investment management services to the Victory Funds. As discussed previously, a conflict of interest may occur if Victory Capital is incentivized to invest client assets in the Victory Funds. Although Victory Capital does not believe that its relationship with the Victory Funds creates any material conflicts of interest, it recognizes potential exists for such conflict. Consequently, Victory Capital and the Victory Funds have policies and procedures that are designed to identify and prevent such conflicts. Victory Capital's Legal, Compliance and Risk department regularly monitors for compliance with those policies and procedures (for more information, see [Item 11](#) herein).

OTHER INVESTMENT ADVISERS

RS Investments (UK) Limited, RS Investment Management (Singapore) Pte. Ltd., and RS Investments (Hong Kong) Limited, wholly-owned subsidiaries of Victory Capital, are non-U.S. investment advisers ("Non-U.S. Advisers"). In rendering investment advisory services to its clients, including mutual funds, Victory Capital uses the resources of the Non-U.S. Advisers to provide discretionary or non-discretionary investment advice, research, analysis, or such other investment-related activities as Victory Capital may request or instruct from time to time. Each of the Non-U.S. Advisers is a "Participating Affiliate" of Victory Capital 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 Victory Capital as described above is considered to be an "associated person" of Victory Capital as that term is defined in the Advisers Act for purposes of Victory Capital'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 Victory Capital 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 Victory Capital.

Victory Capital owns a minority interest in Cerebellum Capital, LLC, the parent company of Cerebellum GP, LLC ("Cerebellum"), a registered investment adviser that acts as the sole general partner and provides investment advisory services to pooled investment vehicles structured as limited partnerships (the "Cerebellum Funds"). Cerebellum may also have different types of clients, including separate accounts. In connection with its investment in Cerebellum, Victory Capital's CEO joined as a member of the Cerebellum Board of Directors. Victory Capital may assist Cerebellum with marketing, sales and distribution activities and may also utilize Cerebellum's machine learning capabilities. While Victory Capital does not typically recommend other investment advisers to its clients, Victory Capital and its related persons may introduce clients interested in machine learning or the Cerebellum Funds to Cerebellum. Further, Victory Capital may have discretionary authority to cause clients to invest in the Cerebellum Funds. As a result of Victory Capital's investment in Cerebellum Capital, LLC, Victory Capital and its related persons may be directly or indirectly benefitted by the engagement of Cerebellum by clients or investments by clients in the Cerebellum Funds. Victory Capital and its related persons also may

have material ownership interests in the Cerebellum Funds and may benefit as a result of investments in the Cerebellum Funds made by Victory Capital clients. Victory Capital and its related persons may invest in the Cerebellum Funds on terms different from, and more favorable than, those available to Victory Capital clients. To address these conflicts, Victory Capital has adopted a Code of Ethics that is designed to mitigate these conflicts of interest. The Victory Capital Code of Ethics requires employees to place their clients' interests ahead of their own (for more information, see [Item 11](#) herein).

Victory Capital engages other investment advisors to perform sub-advisory services for certain Victory Funds.

PROPRIETARY ACCOUNTS

Potential conflicts of interest are raised when Victory Capital manages accounts in which Victory Capital and its employees own collectively 25% or more of the account ("**proprietary accounts**"). When making investment decisions and in allocating investment opportunities, Victory Capital may have an incentive to favor proprietary accounts over other client accounts in trade execution or investment allocation. At times, Victory Capital 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.

Victory Capital has adopted policies and procedures and a Code of Ethics that are designed to mitigate these conflicts of interest. The Victory Capital 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). Victory Capital's procedures do not permit ownership of the account to be taken into consideration in connection with the allocation of investment opportunities. Victory Capital regularly reviews trades for consistency with Victory Capital's allocation procedures.

PROPRIETARY INDEXES

Through its Solutions Platform, Victory Capital creates and maintains certain proprietary indexes and has co-created other indexes that are maintained exclusively by a third party and licensed to Victory Capital for its use. In each case, Victory Capital 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.

Victory Capital 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, Victory Capital 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 Victory Capital 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 Victory Capital 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 Victory Capital or other accounts managed by it. However, Victory Capital 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

Victory Capital has adopted the Victory Capital 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 Victory Capital 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 to help to limit the effect of any conflicts of interest that may exist between Victory Capital’s clients and Victory Capital 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 Victory Capital or anyone deemed an access person by the Chief Compliance Officer (an “**Access Person**”). All Victory Capital 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 Victory Capital 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 Victory Capital. 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, gifts and entertainment, political contributions 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 bank account that holds 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 Victory Capital does not act as adviser or sub-adviser; 6) open-end mutual funds for which Victory Capital 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.

Subject to limited exceptions, 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 Victory Capital 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 franchise or any franchise

that shares the same office space. Access Persons who work primarily in the call center are generally not subject to the Blackout Period.

In relation to proprietary indexes, a longer blackout period may be established for the Solutions Platform team and other Victory Capital employees who have access to rebalance trade information relating to the rebalancing of a proprietary index (an “**Index Access Person**”). Such Index Access Persons may not purchase or sell equities in their personal accounts during index blackout periods, but may trade other securities, including open-end mutual funds and ETFs for which Victory Capital does not act as adviser or sub-adviser.

The Code also limits personal trading in reportable securities (and the potential for conflicts) by requiring Access Persons to hold purchases of reportable securities for period of at least 60 calendar days and limiting the number of trades in reportable securities to 20 per calendar quarter.

Victory Capital and its related persons may recommend that clients purchase securities in which Victory Capital, its related persons, or Victory Capital affiliates have a material financial interest. As a result, Victory Capital, its related persons, and Victory Capital affiliates may directly or indirectly benefit from client investments in those securities. For example, Victory Capital may have discretionary authority to cause clients to invest in the Victory Funds. Victory Capital will benefit if clients invest in the Victory Funds because Victory Capital receives asset-based advisory fees, administration fees, and its affiliates may receive transfer agent or other fees from the Victory Funds. Victory Capital and its related persons also may have material ownership interests in the Victory Funds and may benefit as a result of investments in the Victory Funds made by Victory Capital clients. In addition, Victory Capital and its related persons also may have material ownership interests in the Cerebellum Funds or the Victory UCITS and may benefit as a result of investments in the Cerebellum Funds or the Victory UCITS made by Victory Capital clients. Victory Capital and its related persons may purchase or otherwise acquire securities in which Victory Capital and its related persons have a material financial interest on terms different from, and more favorable than, those available to Victory Capital clients. Victory Capital, 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, Victory Capital 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).

Victory Capital and its related persons may invest in securities that it purchases for clients or that are already held by clients, and Victory Capital and its related persons may already own securities that are subsequently purchased for clients. The prices or terms on which Victory Capital and its related persons invest may be more favorable than the prices or terms on which a client may subsequently invest or previously have invested in such securities. Victory Capital 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, Victory Capital and its related persons, for themselves or their clients, may take a conflicting position in a security in which Victory Capital has invested client assets. For example, Victory Capital and its related persons, on behalf of themselves or their clients, may sell a security that a Victory Capital client continues to hold, or may buy a security that Victory Capital has sold for a client. This may be the case whether or not Victory Capital or its related persons are aware of such contrary positions. As described above, the Code and Victory Capital’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.

As a publicly traded company with common stock listed on the NASDAQ Global Select Market, Victory Capital employees may own shares in our parent company's stock but may not recommend or cause our clients to invest in our company stock. Additional personal trading restrictions in our company stock applies to covered persons as defined in the VCH Insider Trading Policy.

Victory Capital 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, Victory Capital'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 disclosure of the receipt of gifts or provision of entertainment in excess of \$50 to Victory Capital employees (or the giving of gifts or provision of entertainment in excess of \$50 by Victory Capital employees, as the case may be) from (or to, as the case may be) present or prospective customers, suppliers or vendors with whom an employee maintains an actual or potential business relationship. Victory Capital employees are prohibited from receiving or giving cash or cash equivalents.

All employees of Victory Capital are required to disclose and have approved all outside business activities or other activities, such as holding a political office or any political appointments, service as a director on any other company, any other employment or any other outside business activity.

ITEM 12: BROKERAGE PRACTICES

FACTORS CONSIDERED IN SELECTING OR RECOMMENDING BROKERS-DEALERS FOR CLIENT TRANSACTIONS

Victory Capital selects brokers to execute transactions on behalf of discretionary client accounts in accordance with its best execution policies and procedures. To obtain best execution, Victory Capital 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
- 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. Victory Capital may incur brokerage commissions in an amount higher than the lowest available rate based upon brokerage and research provided to Victory Capital. As discussed further below, Victory Capital 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, Victory Capital will generally solicit bids and offers from more than one broker-dealer. Victory Capital’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**”).

Victory Capital may also use an Electronic Communications Network (“**ECN**”) or Alternative Trading System (“**ATS**”) to effect certain trades such as over-the-counter trades when Victory Capital believes it will result in equal or more favorable execution overall. Victory Capital 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 Victory Capital the authority to select the broker-dealer to be used for the purchase and sale of securities. When Victory Capital 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 Victory Capital 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, Victory Capital 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. Victory Capital is not obligated to choose the broker-dealer with the lowest available commission rate if, in Victory Capital’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.

Victory Capital 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, Victory Capital 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, Victory Capital will only consider any benefits that may be provided to its discretionary client accounts as a result of any research received. To the extent Victory Capital has been paying higher commission rates for its transactions, Victory Capital will determine if the quality of execution and the services proved by the broker-dealer justify these higher commissions. Victory Capital’s traders and the Trading Oversight Committee review and evaluate trade execution.

RESEARCH AND OTHER SOFT DOLLAR BENEFITS

As noted above, Victory Capital’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. Victory Capital 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 Victory Capital is able to obtain such products and services through the use of clients' commission dollars, it reduces the need for Victory Capital 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 Victory Capital and its clients. Victory Capital 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, Victory Capital may give trading preference to those broker-dealers that provide research products and services, either directly or indirectly, only so long as Victory Capital believes that the selection of a particular broker-dealer is consistent with its duty to seek best execution.

Victory Capital may also receive services which, based on their use, are only partially paid for through soft dollars ("**mixed-use services**"). When Victory Capital receives both administrative benefits and research and brokerage services from the services provided by brokers, Victory Capital 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. Victory Capital pays in hard dollars for any administrative benefits it receives. There is a conflict of interest for Victory Capital 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 Victory Capital. Victory Capital retains records of these determinations and payments.

The research products and services provided by broker-dealers through soft dollar arrangements benefit other Victory Capital clients and may be used in formulating investment advice for any and all Victory Capital 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 Victory Capital in connection with the specific account that paid commissions to the broker-dealer that provided such services.

Victory Capital 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 Victory Capital not generate soft dollar credits on trades for their accounts. Victory Capital 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, Victory Capital 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 Victory Capital 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 Victory Capital to select or recommend a broker-dealer based on receiving such products or services, rather than most favorable execution for the client. Victory Capital’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, Victory Capital’s Trading Oversight Committee reviews the use of soft dollar products and services by Victory Capital and its distribution among clients.

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

DIRECTED BROKERAGE

Victory Capital 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 Victory Capital to use specified broker-dealers (“**directed brokers**”) for portfolio transactions in their accounts. In such a case, Victory Capital 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 Victory Capital 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 Victory Capital could receive from another broker-dealer. In addition, the client may be unable to obtain the most favorable price on transactions executed by Victory Capital because it may not be possible to add these orders to block orders. Furthermore, the client may not be able to participate in the allocation of a security of limited availability (such as an initial public offering).

Victory Capital typically submits directed broker orders after non-directed brokerage orders are completed (unless Victory Capital steps out the trade, as discussed below). In addition, directed brokerage orders may not be executed simultaneously due to certain operational limitations. Due to the timing of order placement, Victory Capital may not be able to fill the entire order with a particular directed broker. Moreover, when the time for placement of the order with the directed broker arises, we may determine that it is no longer advantageous for the client which has directed brokerage (such as wrap fee program clients) to participate in the security transaction due to price movements or liquidity constraints. In such a case, we would not execute the transaction on the client’s behalf, thus precluding the client from an investment opportunity that other clients in the same strategy, whose orders were placed earlier, were able to partake.

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 Victory Capital 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 sponsors typically call for Victory Capital 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 Victory Capital and trades for wrap program accounts may be executed after trades for other types of client accounts. This may inhibit Victory Capital'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 Victory Capital has the ability to trade with brokers other than the wrap fee broker-dealer. In some cases, this may be required if the broker-dealer is unable to execute a type of trade (for example, trading in convertible securities), but it may also be because Victory Capital believes that it can obtain better trade execution than trading through the wrap fee broker. Regardless of the reason, if Victory Capital trades with a broker other than the 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 Victory Capital places on behalf of the account with a broker-dealer other than the custodial broker. While Victory Capital may have full discretion to select a broker-dealer for transactions for the account, a trade-away fee may adversely affect Victory Capital'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, Victory Capital 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. Victory Capital 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, Victory Capital will include the directed broker transactions in a block order with other accounts and then step-out the trade. If Victory Capital is unable to execute the directed trade as part of a blocked order, Victory Capital 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, Victory Capital 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

As a general rule, Victory Capital will combine orders into block trades when more than one account on the same trading system is trading the same security with corresponding strategies (“**block orders**”). Victory Capital 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. Victory Capital does not receive additional compensation or remuneration of any kind from aggregating orders.

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. The allocation statement is typically 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 a purchase order is partially filled, securities are allocated pro-rata based on the allocation statement. Under certain circumstances, 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.

Portfolio managers may make investment decisions in a strategy regarding a security that is included in a combination of separate accounts, pooled vehicles and model portfolio programs. When this happens, Victory Capital uses a “**trade rotation**” to treat the various types of accounts fairly as there may be an advantage to trading early.

In a trade rotation, non-directed block orders for separate accounts and pooled vehicles are traded first. After that, all other accounts, including directed orders and UMA model deliveries, are treated equally, and are traded (or models delivered) on a rotating alphabetical basis such that an account that goes first in one rotation will go last in the next. Therefore, trades (or model delivery) for the clients that participate in UMA programs and all other directed brokerage accounts are treated equally. With respect to model deliveries, Victory Capital will typically wait for the sponsor to confirm it has completed trade execution though, absent confirmation, Victory

Capital will proceed to the next trade rotation if it concludes, in its sole and reasonable discretion that a reasonable amount of time has passed.

While Victory Capital selects broker-dealers for specific transactions, clients may direct Victory Capital to use a specific broker-dealer. Some clients may direct Victory Capital 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. However, when clients direct Victory Capital to use a specific broker to execute transactions for their accounts, they should be aware that the use of a directed broker could result in less favorable execution of some portfolio transactions or a higher net price for certain securities purchased for their account. 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 Victory Capital clients.

For accounts with directed brokers and the UMA program, order execution (or recommendations) is delayed until after non-directed separate account block orders in the same security are executed (or, if the execution of discretionary broker trades cannot be fully completed in a single day, for a reasonable time after the placement of such trades with the discretionary broker). This delay may have an adverse impact on the price at which such directed brokers or UMA sponsors are subsequently able to execute transactions. If multiple clients have directed the use of a specific broker with respect to trades in the same security, Victory Capital will prioritize the sequence of which directed broker client trades are placed according to the trade rotation procedures discussed above. Victory Capital may choose to place the directed broker trades first or concurrently with discretionary broker trades in the same security if Victory Capital reasonably believes that the directed broker trade will not adversely impact the execution of discretionary broker trades.

UMA programs are included in the trade rotation discussed above and are notified of recommended purchases or sales securities when it's their turn in the trade rotation. Victory Capital will typically wait for the sponsor to confirm it has completed trade execution though, absent confirmation, Victory Capital will proceed to the next trade rotations if it concludes, in its sole and reasonable discretion that a reasonable amount of time has passed.

ALLOCATION OF OFFERINGS

Victory Capital 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, Victory Capital 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.

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, Victory Capital 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, Victory Capital 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 Victory Capital 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, Victory Capital 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. Victory Capital 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.

FOREIGN EXCHANGE (FX) TRANSACTIONS

For equity transactions in foreign securities, Victory Capital uses a designated third-party specialist or the client custodian to execute 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 Victory Capital in the same style and for which Victory Capital has full discretion to select the counterparty for FX transactions.

DERIVATIVES

Victory Capital 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.

ITEM 13: REVIEW OF ACCOUNTS

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

Victory Capital'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 IPS).

Victory Capital 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, Victory Capital 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

Where Victory Capital 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, Victory Capital generally relies on the program sponsor or distributor to provide clients with periodic account statements.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

In connection with Victory Capital Holdings, Inc.'s acquisition of USAA Asset Management Company, which includes USAA's Mutual Fund and ETF businesses and its 529 College Savings Plan (the "Acquisition"), Victory Capital Advisers, Inc., an affiliate of Victory Capital Management Inc., entered into referral arrangements with USAA Financial Advisors, Inc. ("USAA") to refer customers to the series funds of the USAA Mutual Funds Trust and the individual series portfolios of the Victory Portfolios ("Victory Investment Products"), which are advised by Victory Capital Management and to the USAA 529 College Savings Plan, which offers investments in portfolios of Victory Investment Products. Victory Capital Advisers is the distributor of the Victory Investment Products and the USAA 529 College Savings Plan.

At this time, neither Victory Capital Advisers nor Victory Capital Management will pay fees to USAA in connection with the referral arrangements as consideration for the arrangements was provided to USAA Capital Corporation by Victory Capital Holdings, Inc. in connection with the Acquisition.

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

ITEM 15: CUSTODY

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

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. Victory Capital sends (and other service providers may send) periodic account statements to clients related to their account. Victory Capital urges clients to review carefully, and compare for discrepancies, all account statements against those provided by their qualified custodian. When a client contractually grants Victory Capital 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), Victory Capital 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 Victory Capital and should carefully review these statements. Such clients should contact Victory Capital immediately if they do not receive account statements from their custodian on at least a quarterly basis.

ITEM 16: INVESTMENT DISCRETION

Victory Capital 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 Victory Capital has discretionary authority, Victory Capital 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 IPS or investment guidelines 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 Victory Capital clients, such as ERISA clients, are also restricted by law from making certain investments. Certain investment restrictions may limit Victory Capital's ability to execute the strategy and, as a result, may reduce performance. Victory Capital's clients agree to respond to inquiries and confirm Victory Capital's authority to manage the account of the discretionary relationship with necessary parties.

Some clients may direct Victory Capital 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).

Victory Capital 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, Victory Capital 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 Victory Capital's ability to fully execute the strategy, which, as a result, may have a negative impact on performance.

ITEM 17: VOTING CLIENT SECURITIES

Victory Capital'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 Victory Capital. Victory's Proxy and Corporate Activities Committee (the "**Proxy Committee**") determines how client securities will be voted.

Victory Capital'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. Victory Capital 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 Victory Capital 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 Proxy Committee may seek guidance from other internal sources with related expertise. The Proxy Committee documents all voting exceptions (for example, if the Proxy Committee votes against or withholds a vote for a proposal that is generally approved, or votes in favor of a proposal that is generally opposed).

In some circumstances, a portfolio manager, analyst or member of the Proxy Committee may request a proxy override. Upon such request, the Proxy Committee reviews supporting documentation to determine whether the override 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 Proxy Committee.

Victory Capital has retained Institutional Shareholder Services ("**ISS**") to perform the administrative tasks of receiving proxies, proxy statements, 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 Victory Capital.

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

In the event Victory Capital 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 Victory Capital client manager or email an inquiry to client_service_team@vcm.com with questions regarding particular solicitations.

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

ITEM 18: FINANCIAL INFORMATION

Victory Capital is audited annually by an independent accounting firm and files consolidated financial statements with the Securities and Exchange Commission on Form 10-K. Victory Capital 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 Victory Capital.

Appendix A

Victory Capital Associated Persons (Non-U.S. Advisers):

Michael Ade, CFA, is a Portfolio Manager at RS Investment Management (Singapore) Pte. Ltd. Prior to joining the firm in 2012, he worked at Principal Global Investors (Singapore) Limited as a portfolio manager for eight years. He previously worked as an analyst at Principal Global Investors (USA). Mr. Ade holds a bachelor's degree in finance from the University of Wisconsin.

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 Victory Capital. Sophus Capital is a Victory Capital 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 and is a CFA Level 3 candidate.

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.

Roy Law, CFA, is an Analyst at RS Investments (Hong Kong) Limited. Prior to joining the firm in 2012, he worked at Principal Global Investors (HK) Limited as an analyst on the emerging markets team. He previously worked at Motorola Asia Pacific Limited as an assistant engineer. Mr. Law holds a bachelor's degree in electronic & communications engineering from the University of Hong Kong.

FACTS	WHAT DOES VICTORY DO WITH YOUR PERSONAL INFORMATION?
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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.
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What?	<p>The types of personal information we collect and share depend on the product or service you have with us. This information can include:</p> <ul style="list-style-type: none"> ■ Social Security number and income. ■ Account balances and account transactions. ■ Data from public sources and third-party data services.
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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.
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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"> ■ Visit us online: vcm.com/optout ■ Call (877) 660-4400 – our menu will prompt you through your choices. <p>Please note: 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>
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Questions?	Call your account representative or (877) 660-4400 and ask to speak to a representative.
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Who we are

Who is providing this notice?	Victory Capital Holdings, Inc. and its family of companies, including companies identified with the Victory Capital name as described in the affiliates section below.
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What we do

How does Victory protect my personal information?	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.
How does Victory collect my personal information?	We collect your personal information, for example, when you: <ul style="list-style-type: none"> ■ Open an account, or make deposits or withdrawals from your account. ■ Give us your contact or account information. ■ Direct us to buy or sell securities. We also collect your personal information from others, such as credit bureaus, affiliates, or other companies.
Why can't I limit all sharing?	Federal law gives you the right to limit only: <ul style="list-style-type: none"> ■ Sharing among affiliated companies for everyday business purposes — information about your creditworthiness and insurability. ■ Affiliates from using your information to market to you. ■ Sharing for nonaffiliates to market to you. State laws and individual companies may give you additional rights to limit sharing. See below for more on your rights under state law.
What happens when I limit sharing for an account I hold jointly with someone else?	Your choices will apply to everyone on your account.

Definitions

Victory family of companies (affiliates)	Companies owned or controlled by Victory Capital Holdings, Inc. They can be financial and nonfinancial companies in the Victory family of companies. <ul style="list-style-type: none"> ■ The Victory family of companies includes: companies with a Victory Capital name, including without limitation Victory Capital Advisers, 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.
Non-Victory companies (nonaffiliates)	Companies not related by common ownership or control. They can be financial and nonfinancial companies. <ul style="list-style-type: none"> ■ We only share with non-Victory companies to service transactions you request or as necessary to provide our services. ■ We do not share with non-Victory companies so they can market their products to you.

Joint Marketing	<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"> ■ We do not share with any non-Victory financial company for joint marketing.
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Other important information

For Nevada Residents: 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 **(877) 660-4400** and ask to speak to a representative so we can place you on our do-not-call list.

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.

For Vermont Residents: 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.

For California Residents: 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.