



FAQ: Victory Capital Holdings, Inc. 2018 Employee Stock Purchase Plan

What is the Victory Capital Holdings, Inc. 2018 Employee Stock Purchase Plan (the “ESPP”)?

The ESPP is a Victory sponsored plan that allows eligible employees to buy Victory common stock (“**Stock**”) at a 5% discount on specified purchase dates through accumulated payroll deductions.

How do I participate in the ESPP?

You can participate in the ESPP by enrolling online through the EQ Equity Plan Solutions (EPS) System using the log in credentials and instructions received previously.

How Does the ESPP Work?

You contribute a percentage of your pay on an after-tax basis to a special, non-interest-bearing account held at Victory for a six-month period known as (the “**Offering Period**”) and every three months your accumulated contributions are used to purchase Victory Stock at a purchase price discounted by 5% of the fair market value (such dates, the “**Purchase Dates**”).

How is Fair Market Value Calculated on the Purchase Date?

Fair Market Value is the closing price reported on the NASDAQ on the Purchase Date or, if the closing price is not reported on such date, the closing price reported on the most recent date prior to the Purchase Date.

What Happens to the Stock that I Purchase?

Your purchased Stock is credited to a book entry account in your name at EPS. Once the Stock is in your account, you own the shares and can hold them for potential growth, or you can sell/transfer the shares following a thirty-day holding period.

Who is Eligible to Participate in ESPP?

All US Full-time employees of Victory Capital Management Inc. who own less than 5% of the total combined voting power or value of all common stock.

Are there any Conditions/Limitations on Contributions to the ESPP?

You must contribute a minimum of \$250 per Offering Period and may contribute up to 5% of your annual base pay to the ESPP during an Offering Period.

Employees cannot purchase more than \$25,000 worth of stock each calendar year (\$12,500 per offering period). This limit — which applies to all participants — is mandated by US tax law and is based on the fair market value of Victory Stock on the Purchase Date. If you reach this limit, your deductions will automatically stop.

Do I have to Re-Enroll in the ESPP Each Offering Period?

Yes, you must re-enroll for each offering every six months during the open enrollment period.



Can I withdraw my Participation or Change My Contribution Once I have Enrolled and What Happens to my Accumulated Contributions?

You may increase/decrease your contributions during a specified change period within an Offering Period. During the specified change period you can make one change only.

If you decrease your contributions to zero during a specified change period, no further contributions will be made during the Offering Period and your accumulated contributions will be used to purchase Stock on the Purchase Date.

You may not withdraw entirely.

What Happens to my Accumulated Contributions if my Employment Terminates

If your employment ends for any reason, your participation in the ESPP plan will end automatically and the cash balance in your account will be paid to you as soon as practical through the normal payroll process.

Selling Your Shares

Once your Stock has been allocated to your account, you may sell your shares after a holding period of thirty days (to comply with our compliance code of ethics). There are no vesting requirements for ESPP Stock, although there may be different tax implications depending on how long you hold your Stock. You must pre-clear any sale through Compliance prior to execution.

Will I have to Pay Taxes on my ESPP Shares?

Generally, you will not be taxed until you sell your shares. At that time, you will be taxed on the difference between the price you paid for the shares and the price at which you sell them. Please consult with your tax advisor regarding tax implications of any stock transaction.

What are the ESPP Offering Periods, Enrollment Periods and Purchase Dates

Offering Period	Open Enrollment Period (on or about) *	Purchase Dates	Change Window *
January 1 through June 30	November 15 through December 15	<ul style="list-style-type: none"> • March 31 • June 30 	February 15 through March 15
July 1 through December 31	May 15 through June 15	<ul style="list-style-type: none"> • September 30 • December 31 	August 15 through September 15

* Open enrollment periods and change windows are subject to change. All dates will be communicated by HR.

Where can I get more help?

You can get more help at <https://equiniti.com/us/ast-access> or through the EQ EPS IVR system at 866-709-7704 (toll free) or you can contact Victory Human Resources.