



First Quarter 2024
Earnings Presentation
May 10, 2024

This presentation may contain “forward-looking” statements that are based on our beliefs and assumptions and on information currently available to us. Forward-looking statements include information concerning our possible or assumed future results of operations, business strategies, competitive position and potential organic and inorganic growth opportunities. Forward-looking statements include all statements that are not historical facts and can be identified by terms such as “anticipate,” “believe,” “could,” “seek,” “estimate,” “intend,” “may,” “plan,” “potential,” “predict,” “project,” “should,” “will,” “would” or similar expressions and the negatives of those terms.

Forward-looking statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from the expected results, performance or achievements expressed or implied by the forward-looking statements. Forward-looking statements represent our beliefs and assumptions only as of the date of this presentation. Please review our press release and SEC filings for additional information on risk factors. Except as required by law, we assume no obligation to update these forward-looking statements, or to update the reasons actual results could differ materially from those anticipated in the forward-looking statements, even if new information becomes available in the future.

Although it is not possible to identify all such risks and factors, they include, among others, the following: the fact that the Memorandum of Understanding is non-binding and there is no certainty that the negotiations will result in definitive agreements on the anticipated timeline, if at all, or that the currently contemplated terms will not change; risks that conditions to closing will fail to be satisfied and that the transaction will fail to close on the anticipated timeline, if at all; risks associated with the expected benefits, or impact on the Victory Capital’s and Amundi’s respective businesses, of the proposed transaction, including the ability to achieve any expected synergies; and other risks and factors relating to Victory Capital’s and Amundi’s respective businesses contained in their respective public filings.

Victory Capital uses non-GAAP financial measures referred to as Adjusted EBITDA and Adjusted Net Income to measure the operating profitability of the business. These measures eliminate the impact of one-time acquisition, restructuring and integration costs and demonstrate the ongoing operating earnings metrics of the business. The Company has included these non-GAAP measures to provide investors with the same financial metrics used by management to assess the operating performance of the Company. Reconciliations of non-GAAP metrics to their closest comparable GAAP metrics can be found in the Appendix that accompanies this presentation.

Quarterly Business Overview

Investment Performance

First-Quarter 2024 Financial Results

Appendix

Quarterly Business Overview

Q1 2024 Operating & Financial Highlights

- Ended quarter with total client assets of \$175.5bn
- Long-term gross sales and net flows at best levels in more than a year
 - Net flows turned positive in March
- Fee rate continues to be predictable and consistent
- Adjusted EBITDA margin of 52.1%

Strategic Investments

- Continued to reinvest in the platform to support organic growth:
- Multiple product development initiatives and launches
 - Technology enhancements across operating platform
 - Data and analytics
 - Continue to hire onto platform

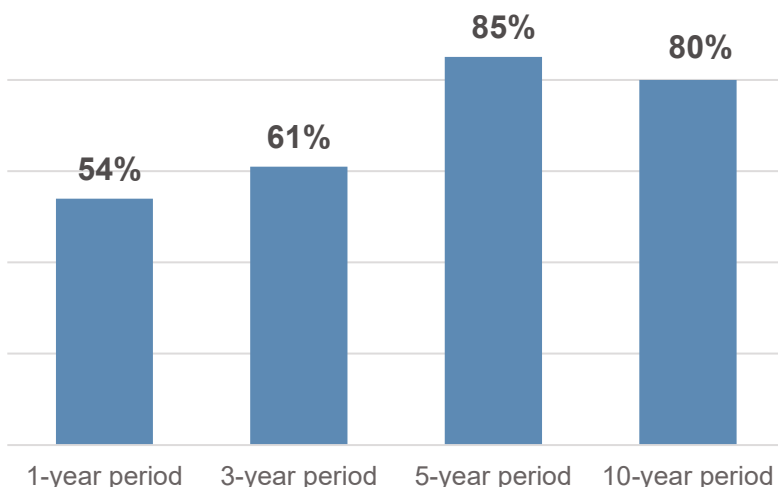
Investment Performance



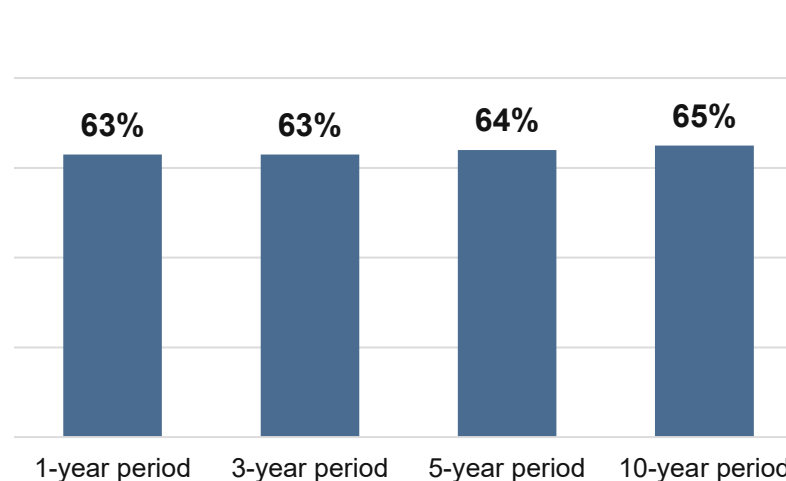
45 Total Mutual Funds and ETFs with 4- or 5-Star overall ratings

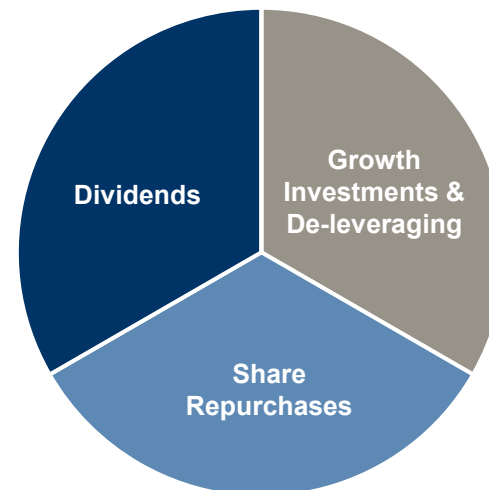
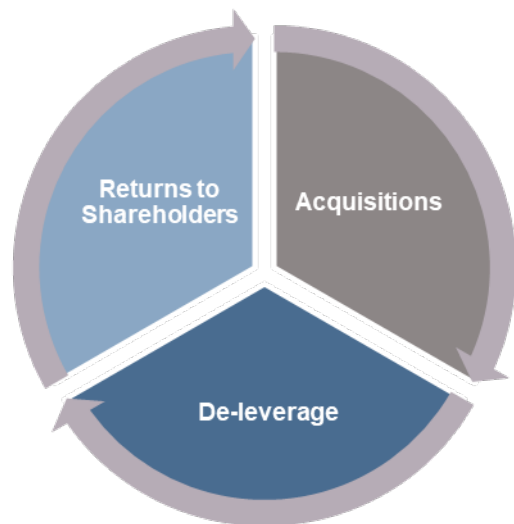
69% Total Mutual Funds and ETFs AUM with 4- or 5-Star overall ratings

AUM outperforming benchmarks



Strategies outperforming benchmarks





Enhancing Shareholder Value by:

- Improving platform with every strategic acquisition
- Evolving product set to drive organic growth
- Gaining efficiency from integrated platform
- Executing on inorganic growth strategy
- Being acquirer of choice for many asset managers
- Commitment to enhancing balance sheet flexibility

Maintaining Balance Sheet Flexibility with:

- Capital allocation policy that supports growth strategy
- Strong free cash flow generation
- Increasing capacity to do additional deals
- Opportunistic share repurchases
- Ancillary cash dividend
- Minimal cap ex, result of operating platform

Signed Memorandum of Understanding (MOU) with definitive agreement expected by end of Q2

- **Victory Capital to form a long-term strategic partnership with Amundi through 15-year global and reciprocal distribution agreements**
- **Amundi US to combine into Victory Capital**
- **Amundi to become a strategic minority shareholder of Victory Capital**

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Establishment of a long-term strategic partnership with Amundi through 15-year global and reciprocal distribution agreements

- **Allows Victory Capital to further expand distribution reach outside of US which would drive growth in assets and revenue**
- **Amundi's ownership would align economic interests**

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Amundi US to be combined into Victory Capital increasing AUM by ~\$104 billion

- **Adds size and scale**
- **Complementary investment capabilities**
- **Expands client base outside of US**
- **Further diversifies investment platform**

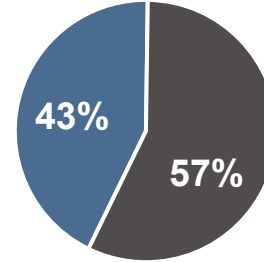
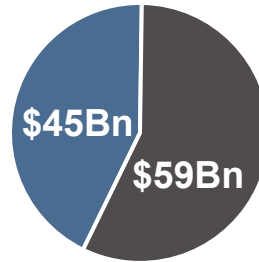
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Attractive Financial Profile

- **Expected double-digit EPS accretion**
- **Annual expense synergies of \$100 million expected**
- **Increases financial flexibility**

Total AUM

\$104Bn



- Mutual Funds
- UCITs, SMAs and Other

YTD Net Flows

+\$200MM

in Mutual Fund Complex

77% of fund AUM

rated 4/5 stars

Equity

Fixed Income

Solutions

YTD'24 Net Flows
(\$0.5Bn)

YTD'24 Net Flows
+\$0.5Bn

YTD'24 Net Flows
+\$0.2Bn

Equity

Fixed Income

Solutions

79% of fund AUM rated 4/5 stars

69% of fund AUM rated 4/5 stars

100% of fund AUM rated 4/5 stars

First-Quarter 2024 Financial Results

First Quarter Financial Results

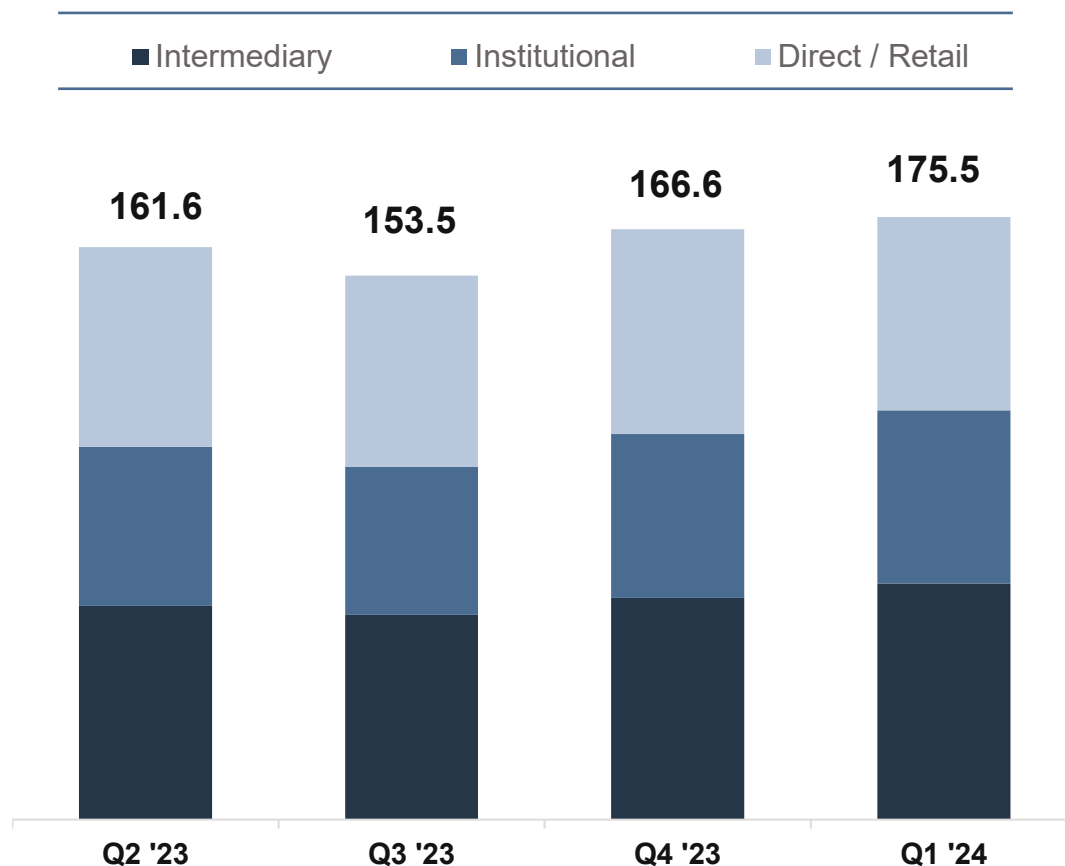
- Revenue of \$215.9MM
- GAAP Operating Income of \$84.8MM
- GAAP Operating margin of 39.3%
- GAAP Net Income of \$0.84 per diluted share
- Adjusted Net Income with tax benefit of \$82.3MM
- \$1.25 per diluted share
- Adjusted EBITDA margin of 52.1%

Capital Management

- Ended the quarter with \$80MM of cash
- Net leverage ratio of 2.0x
- Returned \$35MM to shareholders via cash dividends and share repurchases
- Increased quarterly dividend by 10% to \$0.37 per share

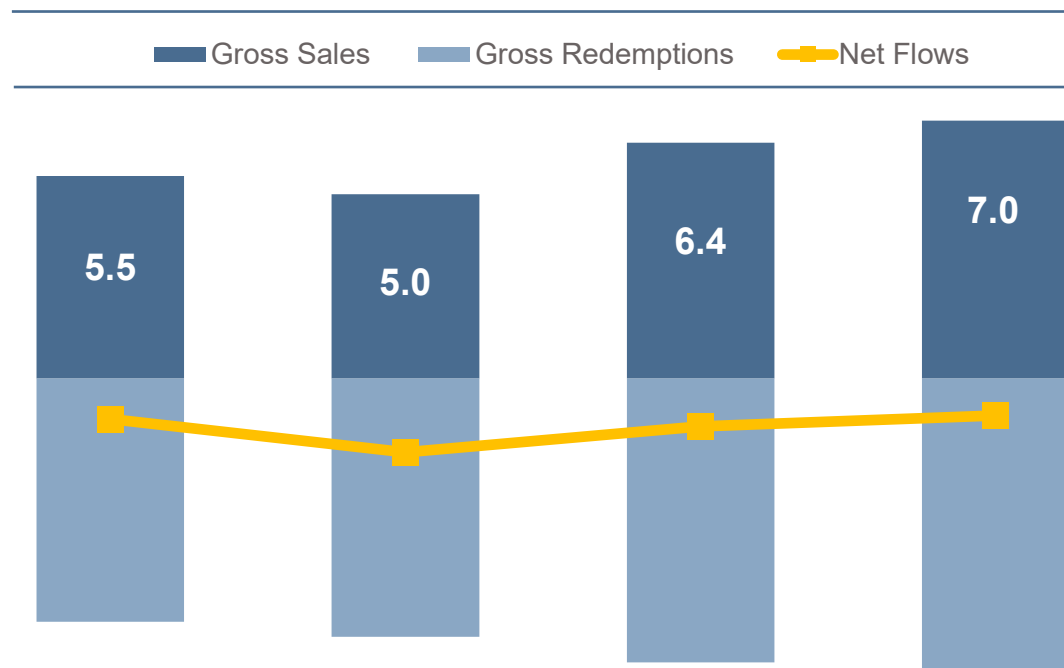
- Well-diversified distribution channels and client base
 - Intermediary
 - Institutional
 - Direct / Retail
- Consistent growth in each channel over the past year
- Significant diversification within each channel

Total Client Assets at period end (\$Bn)



- Q1 Gross Sales
 - +9% vs Q4 2023
 - +40% vs Q3 2023
- Multiple Investment Franchises generated positive long-term net flows for the quarter:
 - Victory Income Investors
 - WestEnd Advisors
 - Integrity Asset Management
 - Sophus Capital
 - RS Global
- Institutional channel positive net flows
- Active ETFs remain in positive net flows

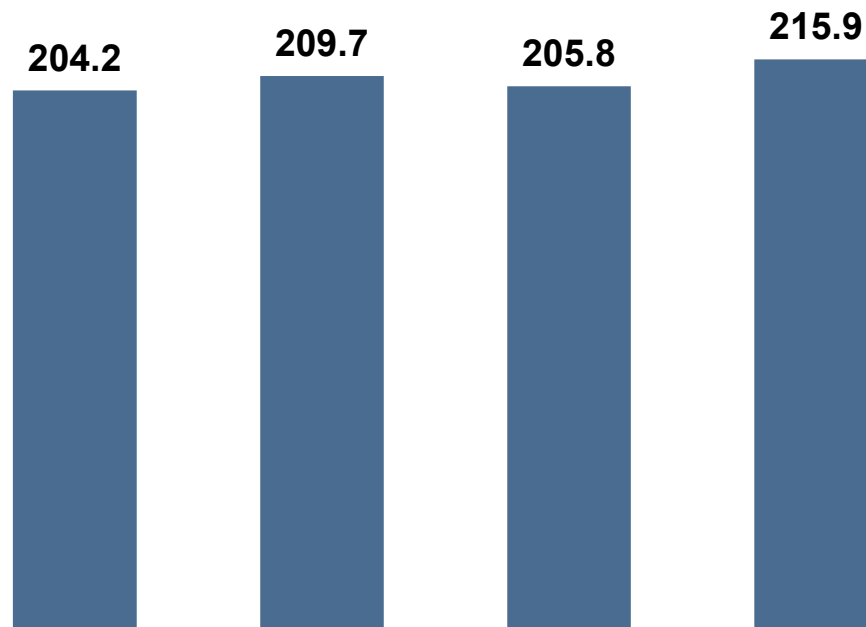
Long Term AUM Asset Flows (\$Bn)



Operating Metrics	Q2 '23	Q3 '23	Q4 '23	Q1 '24
Net long-term AUM flows (\$MM)	-\$1,110	-\$2,000	-\$1,334	-\$1,028

- Increased revenue consistent with higher average AUM
- Revenue increased 5% from previous quarter
- Consistent fee rate within a tight range

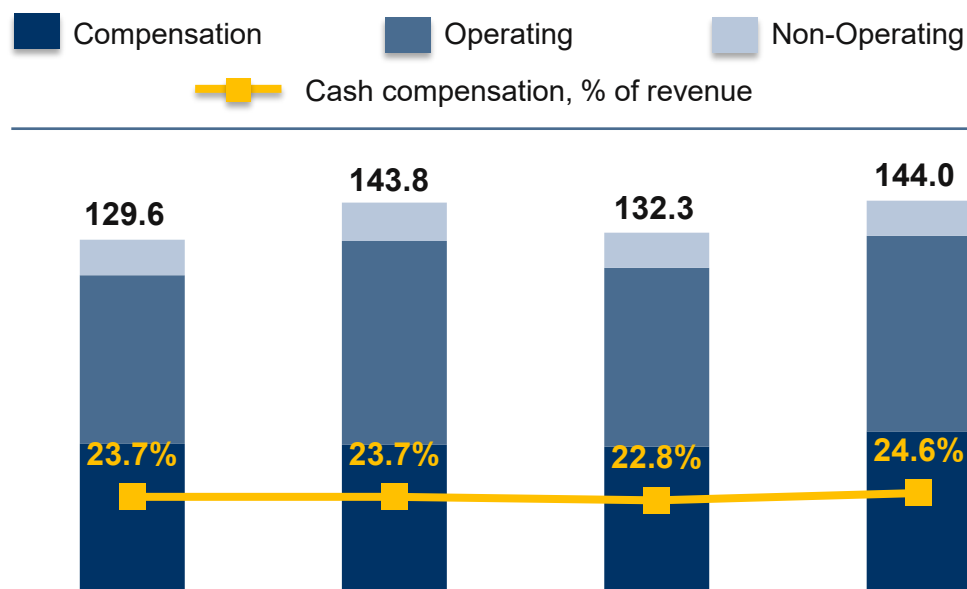
Total Revenue (\$MM)



Operating Metrics	Q2 '23	Q3 '23	Q4 '23	Q1 '24
Average Total AUM (\$Bn)	152.9	156.5	151.9	163.5
Average Fee Rate (bps)	53.5	53.1	53.6	53.0

- Q1 '24 total GAAP operating expenses increased vs Q4 '23, due primarily to non-cash expenses
- Compensation expenses rose reflecting Q1 seasonality

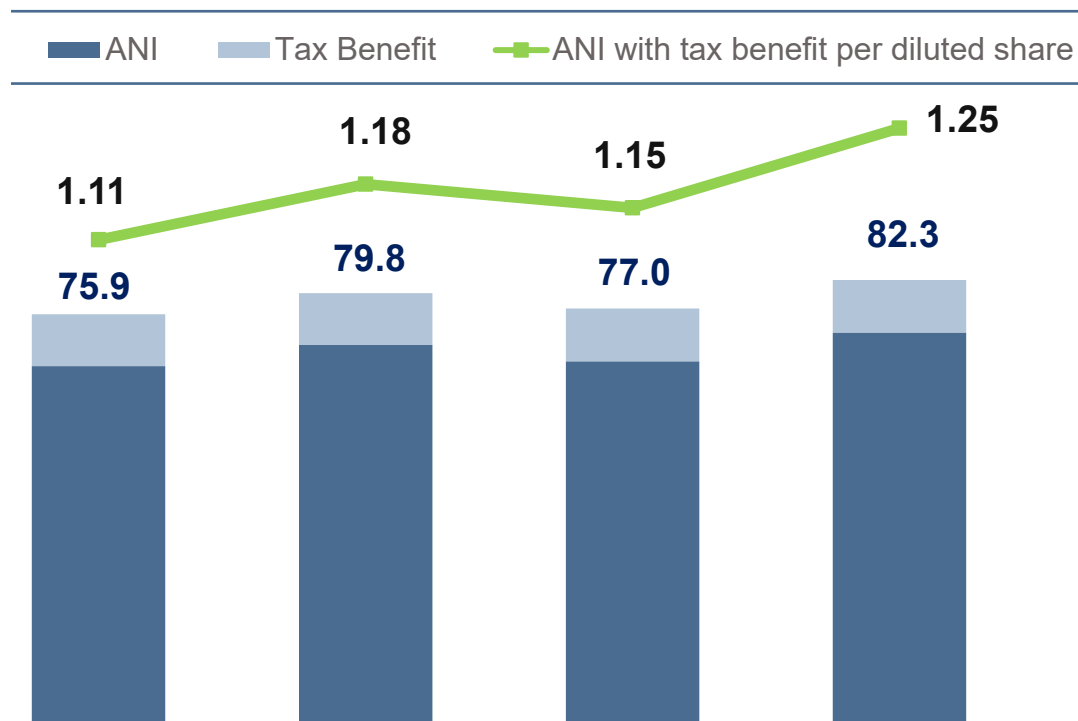
Total Expenses (\$MM)



(\$MM)	Q2 '23	Q3 '23	Q4 '23	Q1 '24
Cash compensation and payroll taxes	48.4	49.8	46.9	53.1
Acquisition / Transaction related compensation	1.4	1.4	1.2	1.0
Equity compensation (non-cash)	4.2	3.9	4.2	4.0
Deferred compensation MTM (non-cash)	0.8	(0.5)	1.8	1.4
Total Compensation Expenses	54.9	54.5	53.9	59.5
Acquisition, restructuring, and integration expenses (income)	0.0	0.4	0.4	1.5
All other non-personnel operating expenses	61.8	74.7	65.1	70.1
Total Operating Expenses	116.7	129.6	119.5	131.0
Unrealized gain/(loss) on deferred comp plan - offset	0.8	(0.5)	1.8	1.4
Total Non-Operating Exp. (inclusive of def comp)	12.9	14.1	12.8	12.9
Total Expenses	129.6	143.8	132.3	144.0

- Highest level of quarterly revenue, Adjusted EBITDA and Adjusted Net Income in the past six quarters
- Margin strength continued with the 15th consecutive quarter above long-term guidance of 49%
- 11th quarter with margins equal to or above 50%

\$MM except per-share data

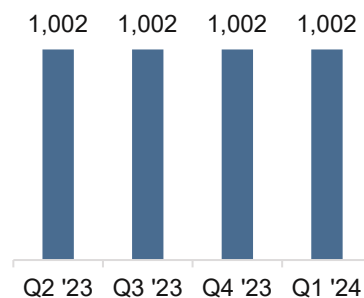


Operating Metrics	Q2 '23	Q3 '23	Q4 '23	Q1 '24	TTM
Adjusted EBITDA (\$MM)	104.0	107.2	107.6	112.4	431.2
Adjusted EBITDA margin (%)	50.9	51.1	52.3	52.1	51.6

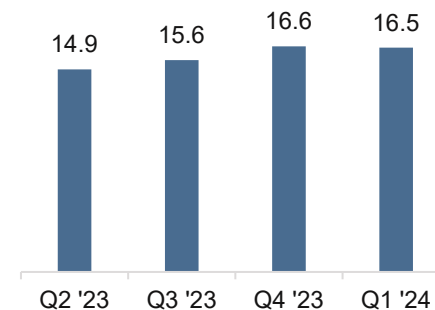
Adjusted measures are non-GAAP financial measures. Reconciliations and explanations of these non-GAAP financial measures are provided at the end of this presentation.

Selected Balance Sheet Items	03/31/2024
Cash / Cash Equivalents (\$MM)	80
Debt (\$MM)	1,002
Stockholders' Equity (\$MM)	1,077
Diluted Shares Outstanding (MM)	66.0
Net Debt / Adjusted EBITDA	2.0x

Debt (\$MM)



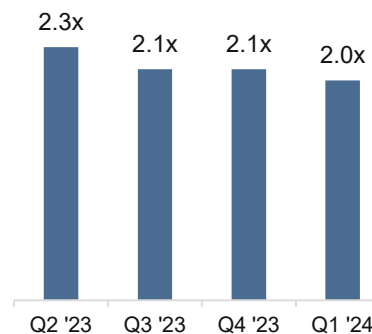
Interest Expense and Other Financing Costs (\$MM)



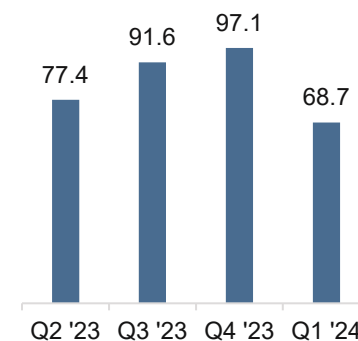
Highlights

- \$80MM of cash on balance sheet
- Cash dividend increased by 10%
- \$100MM revolver remains undrawn

Leverage Ratio



GAAP Operating Cash Flow (\$MM)

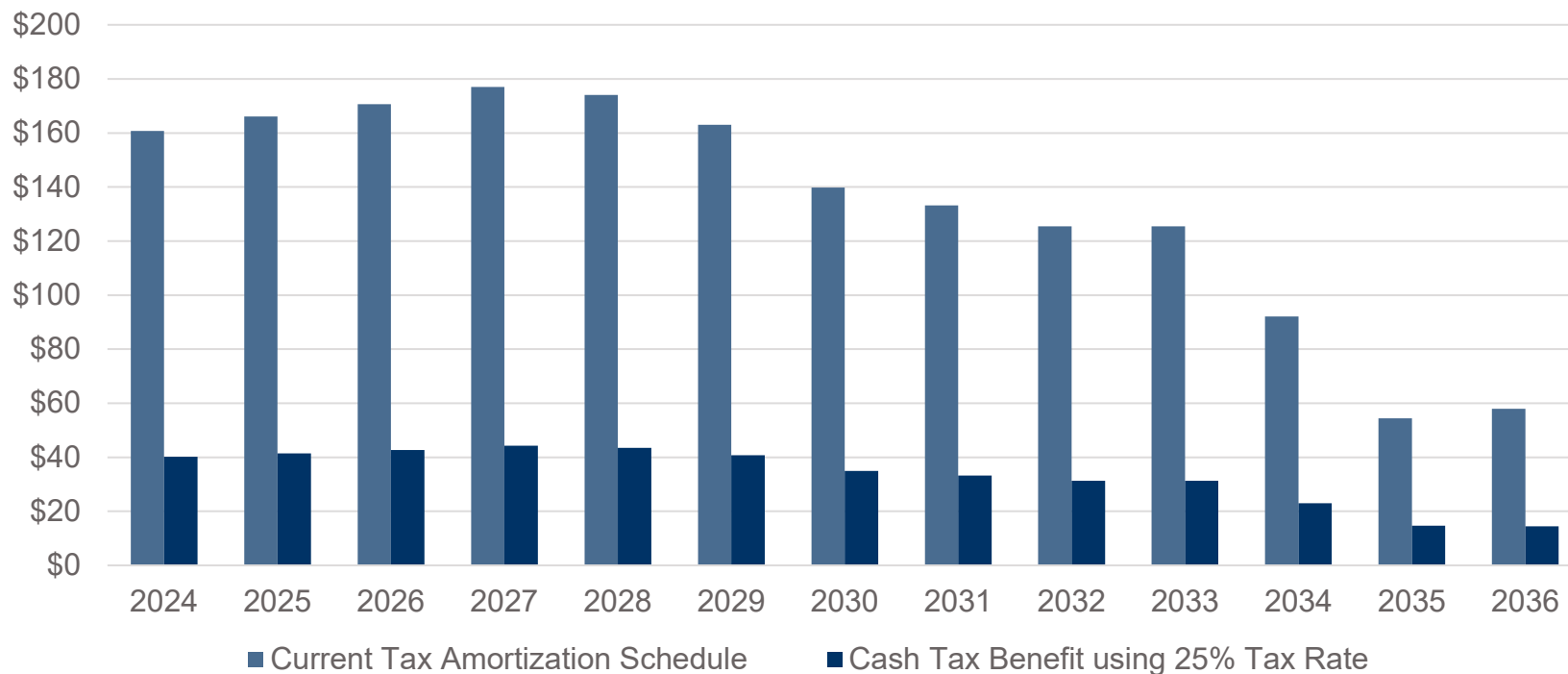


Appendix

Section 338(h)(10) Election

- Stepped up cost basis of acquired indefinite lived intangible assets is deductible for corporate income tax purposes over 15 years
 - \$1.7Bn in total future tax amortization
 - **\$436MM** in future cash tax savings, assuming 25% tax rate
 - **NPV \$284MM, discounted at 8%, or >\$4.40 per share**

Future Tax Amortization and Cash Tax Savings (\$MM)



Information Regarding Non-GAAP Financial Measures

Victory Capital uses non-GAAP financial measures referred to as Adjusted EBITDA and Adjusted Net Income to measure the operating profitability of the Company. These measures eliminate the impact of one-time acquisition, restructuring and integration costs and demonstrate the ongoing operating earnings metrics of the Company. The Company has included these non-GAAP measures to provide investors with the same financial metrics used by management to assess the operating performance of the Company. Due to rounding, numbers presented in the following tables may not add up to precisely the totals provided.

Adjusted EBITDA

Adjustments made to GAAP Net Income to calculate Adjusted EBITDA, as applicable, are:

- Adding back income tax expense;
- Adding back interest paid on debt and other financing costs net of interest income;
- Adding back depreciation on property and equipment;
- Adding back other business taxes;
- Adding back amortization expense on acquisition-related intangible assets;
- Adding back stock-based compensation expense associated with equity awards issued from pools created in connection with the management-led buyout and various acquisitions and as a result of equity grants related to the IPO;
- Adding back direct incremental costs of acquisitions, including restructuring costs;
- Adding back debt issuance costs; and
- Adjusting for earnings/losses on equity method investments.

Information Regarding Non-GAAP Financial Measures (cont.)

Adjusted Net Income

Adjustments made to GAAP Net Income to calculate Adjusted Net Income, as applicable, are:

- Adding back other business taxes;
- Adding back amortization expense on acquisition-related intangible assets;
- Adding back stock-based compensation expense associated with equity awards issued from pools created in connection with the management-led buyout and various acquisitions and as a result of any equity grants related to the IPO;
- Adding back direct incremental costs of acquisitions, including restructuring costs;
- Adding back debt issuance costs; and
- Subtracting an estimate of income tax expense applied to the sum of the adjustments above.

Tax Benefit of Goodwill and Acquired Intangible Assets

Due to Victory Capital's acquisitive nature, tax deductions allowed on acquired intangible assets and goodwill provide it with additional significant supplemental economic benefit. The tax benefit of goodwill and intangible assets represent the tax benefits associated with deductions allowed for intangible assets and goodwill generated from prior acquisitions in which the Company received a step-up in basis for tax purposes. Acquired intangible assets and goodwill may be amortized for tax purposes, generally over a 15-year period. The tax benefit from amortization on these assets is included to show the full economic benefit of deductions for all acquired intangible assets with a step-up in tax basis.

Consolidated Reconciliations of Adjusted EBITDA



	For the three months ended,				
	<i>(in thousands except percentages)</i>				
	03/31/2023	06/30/2023	09/30/2023	12/31/2023	03/31/2024
GAAP Net income	\$ 49,273	\$ 56,671	\$ 52,007	\$ 55,206	\$ 55,691
GAAP Income tax expense	(12,597)	(17,924)	(13,915)	(18,316)	(16,197)
GAAP income before taxes	61,870	74,595	65,922	73,522	71,888
Interest expense	13,482	14,146	14,659	15,532	15,711
Depreciation	1,971	2,296	2,302	2,273	2,269
Other business taxes	384	382	636	305	369
GAAP amortization of acquisition-related intangibles	9,709	7,353	10,032	5,711	5,332
Stock-based compensation	2,004	1,538	1,451	1,503	1,327
Acquisition, restructuring and exit costs	8,984	2,949	11,463	5,586	14,705
Debt issuance costs	748	756	762	3,128	755
Adjusted EBITDA	\$ 99,152	\$ 104,015	\$ 107,227	\$ 107,560	\$ 112,356
Revenue	\$ 201,320	\$ 204,226	\$ 209,688	\$ 205,794	\$ 215,857
Adjusted EBITDA Margin	49.3%	50.9%	51.1%	52.3%	52.1%

Consolidated Reconciliations of Adjusted Net Income



	For the three months ended,				
	<i>(in thousands, except per-share data)</i>				
	<u>03/31/2023</u>	<u>06/30/2023</u>	<u>09/30/2023</u>	<u>12/31/2023</u>	<u>03/31/2024</u>
GAAP Net Income	\$ 49,273	\$ 56,671	\$ 52,007	\$ 55,206	\$ 55,691
Other business taxes	384	382	636	305	369
GAAP amortization of acquisition-related intangibles	9,709	7,353	10,032	5,711	5,332
Stock-based compensation	2,004	1,538	1,451	1,503	1,327
Acquisition, restructuring and exit costs	8,984	2,949	11,463	5,586	14,705
Debt issuance costs	748	756	762	3,128	755
Tax effect of above adjustments	<u>(5,457)</u>	<u>(3,244)</u>	<u>(6,085)</u>	<u>(4,061)</u>	<u>(5,621)</u>
Adjusted Net Income	65,645	66,405	70,266	67,378	72,558
Tax benefit of goodwill and acquired intangibles	<u>9,524</u>	<u>9,537</u>	<u>9,536</u>	<u>9,655</u>	<u>9,748</u>
Adjusted Net Income with Tax Benefit	\$ 75,169	\$ 75,942	\$ 79,802	\$ 77,033	\$ 82,306
Weighted average shares outstanding – diluted	69,727	68,500	67,676	66,935	65,972
Adjusted Net income with Tax Benefit Per Diluted Share	\$ 1.08	\$ 1.11	\$ 1.18	\$ 1.15	\$ 1.25

Detailed Reconciliation of Q1 '24 Adjusted Net Income



(in thousands, except per-share amounts)

	Adjustments						Total Adjustments	Non-GAAP Basis	Tax Benefit of Goodwill and Acquired Intangibles
	U.S. GAAP Basis	Other Business Taxes	GAAP Amortization of Acquisition-Related Intangibles	Stock-Based Compensation	Acquisition, Restructuring and Exit Costs	Debt Issuance Costs			
Revenue									
Investment management fees	\$ 169,785						\$ -	\$ 169,785	
Fund administration and distribution fees	46,072						-	46,072	
Total revenue	215,857	-	-	-	-	-	-	215,857	
Expenses									
Personnel compensation and benefits (1)	59,454			(1,327)	(987)		(2,314)	57,140	
Distribution and other asset-based expenses (2)	36,263						-	36,263	
General and administrative (2)	14,012	(369)					(369)	13,643	
Depreciation and amortization (2)	7,601		(5,332)				(5,332)	2,269	
Change in value of consideration payable for acquisition of business (2)	12,200				(12,200)		(12,200)	-	
Acquisition-related costs (2)	1,026				(1,026)		(1,026)	-	
Restructuring and integration costs (2)	492				(492)		(492)	-	
Total operating expenses	131,048	(369)	(5,332)	(1,327)	(14,705)	-	(21,733)	109,315	
Income/(loss) from operations	84,809	369	5,332	1,327	14,705	-	21,733	106,542	
Other income (expense)									
Interest income and other income/(expense) (3)	3,565						-	3,565	
Interest expense and other financing costs (3)	(16,486)					755	755	(15,731)	
Loss on debt extinguishment (3)	-					-	-	-	
Total other income (expense), net	(12,921)	-	-	-	-	755	755	(12,166)	
Income/(loss) before income taxes	71,888	369	5,332	1,327	14,705	755	22,488	94,376	
Income tax (expense)/benefit	(16,197)	(92)	(1,332)	(332)	(3,675)	(190)	(5,621)	(21,818)	9,748
Net income/(loss)	\$ 55,691	\$ 277	\$ 4,000	\$ 995	\$ 11,030	\$ 565	\$ 16,867	\$ 72,558	+ \$ 9,748 = \$ 82,306
Earnings per share—basic	\$ 0.86							\$ 1.13	\$ 0.15
Earnings per share—diluted	\$ 0.84							\$ 1.10	+ \$ 0.15 = \$ 1.25
Weighted average shares outstanding—basic	64,389							64,389	64,389
Weighted average shares outstanding—diluted	65,972							65,972	65,972
Memo: Expenses									
Personnel (1)	59,454							57,140	
Operating (2)	71,594							52,175	
Non-Operating (3)	12,921							12,166	

Detailed Reconciliation of Q4 '23 Adjusted Net Income



(in thousands, except per-share amounts)

	Adjustments						Total Adjustments	Non-GAAP Basis	Tax Benefit of Goodwill and Acquired Intangibles
	U.S. GAAP Basis	Other Business Taxes	GAAP Amortization of Acquisition-Related Intangibles	Stock-Based Compensation	Acquisition, Restructuring and Exit Costs	Debt Issuance Costs			
Revenue									
Investment management fees	\$ 160,677						\$ -	\$ 160,677	
Fund administration and distribution fees	45,117						-	45,117	
Total revenue	205,794	-	-	-	-	-	-	205,794	
Expenses									
Personnel compensation and benefits (1)	53,949	-	-	(1,503)	(1,183)	-	(2,686)	51,263	
Distribution and other asset-based expenses (2)	36,438	-	-	-	-	-	-	36,438	
General and administrative (2)	16,702	(305)	-	-	-	(2,365)	(2,670)	14,032	
Depreciation and amortization (2)	7,984	-	(5,711)	-	-	-	(5,711)	2,273	
Change in value of consideration payable for acquisition of business (2)	4,000	-	-	-	(4,000)	-	(4,000)	-	
Acquisition-related costs (2)	83	-	-	-	(83)	-	(83)	-	
Restructuring and integration costs (2)	320	-	-	-	(320)	-	(320)	-	
Total operating expenses	119,476	(305)	(5,711)	(1,503)	(5,586)	(2,365)	(15,470)	104,006	
Income/(loss) from operations	86,318	305	5,711	1,503	5,586	2,365	15,470	101,788	
Other income (expense)									
Interest income and other income/(expense) (3)	3,765				-		-	3,765	
Interest expense and other financing costs (3)	(16,561)					763	763	(15,798)	
Loss on debt extinguishment (3)	-					-	-	-	
Total other income (expense), net	(12,796)	-	-	-	-	763	763	(12,033)	
Income/(loss) before income taxes	73,522	305	5,711	1,503	5,586	3,128	16,233	89,755	
Income tax (expense)/benefit	(18,316)	(76)	(1,428)	(377)	(1,398)	(782)	(4,061)	(22,377)	9,655
Net income/(loss)	\$ 55,206	\$ 229	\$ 4,283	\$ 1,126	\$ 4,188	\$ 2,346	\$ 12,172	\$ 67,378	+ \$ 9,655 = \$ 77,033
Earnings per share—basic	\$ 0.85							\$ 1.03	\$ 0.15
Earnings per share—diluted	\$ 0.82							\$ 1.01	+ \$ 0.14 = \$ 1.15
Weighted average shares outstanding—basic	65,309							65,309	65,309
Weighted average shares outstanding—diluted	66,935							66,935	66,935
Memo: Expenses									
Personnel (1)	53,949							51,263	
Operating (2)	65,527							52,743	
Non-Operating (3)	12,796							12,033	

Detailed Reconciliation of Q3 '23 Adjusted Net Income



(in thousands, except per-share amounts)

	Adjustments							Total Adjustments	Non-GAAP Basis	Tax Benefit of Goodwill and Acquired Intangibles
	U.S. GAAP Basis	Other Business Taxes	GAAP Amortization of Acquisition-Related Intangibles	Stock-Based Compensation	Acquisition, Restructuring and Exit Costs	Debt Issuance Costs				
Revenue										
Investment management fees	\$ 163,953						\$ -	\$ 163,953		
Fund administration and distribution fees	45,735						-	45,735		
Total revenue	209,688	-	-	-	-	-	-	209,688		
Expenses										
Personnel compensation and benefits (1)	54,501	-	-	(1,451)	(1,365)	-	(2,816)	51,685		
Distribution and other asset-based expenses (2)	38,160	-	-	-	-	-	-	38,160		
General and administrative (2)	13,947	(636)	-	-	-	-	(636)	13,311		
Depreciation and amortization (2)	12,333	-	(10,032)	-	-	-	(10,032)	2,301		
Change in value of consideration payable for acquisition of business (2)	10,336	-	-	-	(10,336)	-	(10,336)	-		
Acquisition-related costs (2)	116	-	-	-	(116)	-	(116)	-		
Restructuring and integration costs (2)	246	-	-	-	(246)	-	(246)	-		
Total operating expenses	129,639	(636)	(10,032)	(1,451)	(12,063)	-	(24,182)	105,457		
Income/(loss) from operations	80,049	636	10,032	1,451	12,063	-	24,182	104,231		
Other income (expense)										
Interest income and other income/(expense) (3)	1,452				(600)		(600)	852		
Interest expense and other financing costs (3)	(15,580)					762	762	(14,818)		
Loss on debt extinguishment (3)	-					-	-	-		
Total other income (expense), net	(14,128)	-	-	-	(600)	762	162	(13,966)		
Income/(loss) before income taxes	65,921	636	10,032	1,451	11,463	762	24,344	90,265		
Income tax (expense)/benefit	(13,914)	(159)	(2,508)	(362)	(2,865)	(191)	(6,085)	(19,999)	9,536	
Net income/(loss)	\$ 52,007	\$ 477	\$ 7,524	\$ 1,089	\$ 8,598	\$ 571	\$ 18,259	\$ 70,266	+ \$ 9,536	= \$ 79,802
Earnings per share—basic	\$ 0.79							\$ 1.07	\$ 0.14	
Earnings per share—diluted	\$ 0.77							\$ 1.04	+ \$ 0.14	= \$ 1.18
Weighted average shares outstanding—basic	65,774							65,774	65,774	
Weighted average shares outstanding—diluted	67,676							67,676	67,676	
Memo: Expenses										
Personnel (1)	54,501							51,685		
Operating (2)	75,138							53,772		
Non-Operating (3)	14,128							13,966		

Detailed Reconciliation of Q2 '23 Adjusted Net Income



(in thousands, except per-share amounts)

	Adjustments							Non-GAAP Basis	Tax Benefit of Goodwill and Acquired Intangibles
	U.S. GAAP Basis	Other Business Taxes	GAAP Amortization of Acquisition-Related Intangibles	Stock-Based Compensation	Acquisition, Restructuring and Exit Costs	Debt Issuance Costs	Total Adjustments		
Revenue									
Investment management fees	\$ 159,410						\$ -	\$ 159,410	
Fund administration and distribution fees	44,816						-	44,816	
Total revenue	204,226	-	-	-	-	-	-	204,226	
Expenses									
Personnel compensation and benefits (1)	54,940	-	-	(1,538)	(1,433)	-	(2,971)	51,969	
Distribution and other asset-based expenses (2)	37,344	-	-	-	-	-	-	37,344	
General and administrative (2)	13,250	(382)	-	-	-	-	(382)	12,868	
Depreciation and amortization (2)	9,650	-	(7,353)	-	-	-	(7,353)	2,297	
Change in value of consideration payable for acquisition of business (2)	1,500	-	-	-	(1,500)	-	(1,500)	-	
Acquisition-related costs (2)	16	-	-	-	(16)	-	(16)	-	
Restructuring and integration costs (2)	-	-	-	-	-	-	-	-	
Total operating expenses	116,700	(382)	(7,353)	(1,538)	(2,949)	-	(12,222)	104,478	
Income/(loss) from operations	87,526	382	7,353	1,538	2,949	-	12,222	99,748	
Other income (expense)									
Interest income and other income/(expense) (3)	1,971						-	1,971	
Interest expense and other financing costs (3)	(14,902)					756	756	(14,146)	
Loss on debt extinguishment (3)	-					-	-	-	
Total other income (expense), net	(12,931)	-	-	-	-	756	756	(12,175)	
Income/(loss) before income taxes	74,595	382	7,353	1,538	2,949	756	12,978	87,573	
Income tax (expense)/benefit	(17,924)	(96)	(1,837)	(385)	(737)	(189)	(3,244)	(21,168)	9,537
Net income/(loss)	\$ 56,671	\$ 286	\$ 5,516	\$ 1,153	\$ 2,212	\$ 567	\$ 9,734	\$ 66,405	+ \$ 9,537 = \$ 75,942
Earnings per share—basic	\$ 0.85							\$ 1.00	\$ 0.14
Earnings per share—diluted	\$ 0.83							\$ 0.97	+ \$ 0.14 = \$ 1.11
Weighted average shares outstanding—basic	66,466							66,466	66,466
Weighted average shares outstanding—diluted	68,500							68,500	68,500
Memo: Expenses									
Personnel (1)	54,940							51,969	
Operating (2)	61,760							52,509	
Non-Operating (3)	12,931							12,175	

Detailed Reconciliation of Q1 '23 Adjusted Net Income



(in thousands, except per-share amounts)

	Adjustments							Non-GAAP Basis	Tax Benefit of Goodwill and Acquired Intangibles
	U.S. GAAP Basis	Other Business Taxes	GAAP Amortization of Acquisition-Related Intangibles	Stock-Based Compensation	Acquisition, Restructuring and Exit Costs	Debt Issuance Costs	Total Adjustments		
Revenue									
Investment management fees	\$ 156,836						\$ -	\$ 156,836	
Fund administration and distribution fees	44,484						-	44,484	
Total revenue	201,320	-	-	-	-	-	-	201,320	
Expenses									
Personnel compensation and benefits (1)	57,602			(2,004)	(1,553)		(3,557)	54,045	
Distribution and other asset-based expenses (2)	37,654						-	37,654	
General and administrative (2)	12,388	(384)					(384)	12,004	
Depreciation and amortization (2)	11,680		(9,709)				(9,709)	1,971	
Change in value of consideration payable for acquisition of business (2)	7,400				(7,400)		(7,400)	-	
Acquisition-related costs (2)	2				(2)		(2)	-	
Restructuring and integration costs (2)	29				(29)		(29)	-	
Total operating expenses	126,755	(384)	(9,709)	(2,004)	(8,984)	-	(21,081)	105,674	
Income/(loss) from operations	74,565	384	9,709	2,004	8,984	-	21,081	95,646	
Other income (expense)									
Interest income and other income/(expense) (3)	1,544						-	1,544	
Interest expense and other financing costs (3)	(14,239)					748	748	(13,491)	
Loss on debt extinguishment (3)	-					-	-	-	
Total other income (expense), net	(12,695)	-	-	-	-	748	748	(11,947)	
Income/(loss) before income taxes	61,870	384	9,709	2,004	8,984	748	21,829	83,699	
Income tax (expense)/benefit	(12,597)	(96)	(2,427)	(500)	(2,246)	(188)	(5,457)	(18,054)	9,524
Net income/(loss)	\$ 49,273	\$ 288	\$ 7,282	\$ 1,504	\$ 6,738	\$ 560	\$ 16,372	\$ 65,645	+ \$ 9,524 = \$ 75,169
Earnings per share—basic	\$ 0.73						\$ 0.98	\$ 0.14	
Earnings per share—diluted	\$ 0.71						\$ 0.94	\$ 0.14	= \$ 1.08
Weighted average shares outstanding—basic	67,288						67,288	67,288	
Weighted average shares outstanding—diluted	69,727						69,727	69,727	
Memo: Expenses									
Personnel (1)	57,602							54,045	
Operating (2)	69,153							51,629	
Non-Operating (3)	12,695							11,947	

Investing involves risk, including the potential loss of principal. There are no assurances that any fund or strategy will achieve its stated objective. All data in this presentation, unless otherwise noted, is as of March 31, 2024.

Past performance does not guarantee future results. Carefully consider a fund's investment objectives, risks, charges and expenses before investing. To obtain a prospectus or summary prospectus containing this and other important information, visit www.vcm.com/prospectus. Read it carefully before investing.

A fund's most recent performance can be found at vcm.com. 55 mutual funds and ETFs did not have 4- or 5- star overall ratings or are not rated. 31% of AUM in mutual funds and ETFs did not receive overall rating of 4 or 5 stars or are not rated. Internal analysis by Victory Capital was used to calculate relative performance. Not all asset classes considered are available to the general public and not all funds included have a history to be included in each time period. The returns used for this comparison are at net asset value (NAV), do not reflect the affect of sales charge, if applicable, and do not reflect the returns an investor would receive. Visit www.vcm.com for more information.

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