



Victory Capital Holdings, Inc.

Compensation Committee Charter February 7, 2018

This Charter (the “Charter”) sets forth the purpose, composition, responsibilities and processes of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Victory Capital Holdings, Inc. (the “Company”).

Committee Purposes

The purposes of the Committee are to:

- assist the Board in fulfilling the Board’s responsibilities in all matters related to compensation of the Chief Executive Officer (“CEO”) and other executive officers of the Company;
- approve, or recommend to the Board that it approve, the Company’s incentive compensation plans;
- recommend for the Board to approve appropriate levels of compensation for non-employee directors of the Company;
- review and discuss the disclosure to be included in the Company’s annual proxy statement or annual report on Form 10-K, as required, regarding the operations of the Committee, any disclosure required pursuant to Item 407(e)(3)(iv) of Regulation S-K and other corporate governance matters and approve the Committee’s report for inclusion in any such proxy statement;
- consider the results of the most recent stockholder advisory vote on executive compensation when required by Section 14A of the Securities Exchange Act of 1934, as amended (the “Act”); and
- review, assess and make reports and recommendations to the Board as appropriate on the Company’s talent development and succession planning.

The Committee will also be responsible for any additional duties and responsibilities as the Board requires.

Membership

The Committee shall consist of a minimum of three directors. Members of the Committee shall be appointed by the Board, upon the recommendation of the Nominating and Governance Committee and may be removed by the Board in its discretion. The Board will appoint one of the members of the Committee to serve as Chairman (“Chair”).

The Committee shall satisfy the independence requirements applicable to Committee membership under the NASDAQ Stock Market’s (“NASDAQ”) listing requirements except as otherwise

permitted by applicable NASDAQ rules, and meet all other eligibility requirements of applicable law.

In addition, members of the Committee must, as the Board determines in its business judgment:

- qualify as, as to at least two members, "non-employee directors" within the meaning of Rule 16b-3 promulgated under the Exchange Act ("Rule 16b-3"); and
- qualify as "outside directors" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code").

If any member of the Committee shall not satisfy the requirements to qualify as a "non-employee director" within the meaning of Rule 16b-3, the Committee shall delegate to the Board or to a subcommittee of the Board consisting of at least two members, each of whom qualifies as a "non-employee director" within the meaning of Rule 16b-3, all approvals, certifications and administrative and other determinations with respect to equity-based compensation intended to satisfy the exception provided under Rule 16b-3, and the Board or such subcommittee shall have the full authority of the Committee with respect to such matters.

Administration

The Committee shall meet as often as its members deem necessary to perform the Committee's responsibilities. Meetings shall occur at a time and place determined by the Chair and actions may be taken by unanimous written consent when deemed necessary or desirable by the Committee or its Chair. The Chair or a majority of the members of the Committee may call special meetings of the Committee.

Except as otherwise provided by resolution of the Board or the Committee, the presence in person or by means of conference call or similar communications equipment of a majority of the Committee's members shall constitute a quorum for any meeting of the Committee. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

The Committee may delegate to its Chair or other members such powers and authority as the Committee deems to be appropriate, except such powers and authority required by law to be exercised by the whole Committee.

The Committee may invite to its meetings such members of management as it deems appropriate in carrying out its duties and responsibilities, but shall also meet regularly without such persons present. In all cases, the CEO, other executive officers and directors shall not be present at meetings at which their own compensation is voted or deliberated.

Committee Duties and Responsibilities

The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. In addition to all other duties and responsibilities

set forth in this Charter or otherwise necessary for the Committee to fulfill its purpose, the Committee shall also have the following duties and responsibilities:

- Annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and determine and approve the CEO's overall compensation levels based on this evaluation. The Committee may submit its determination of the CEO's overall compensation levels to the non-management members of the Board for ratification, but reserves the right to retain or reconsider its original determination in the event the non-management members of the Board fail to ratify such original determination;
- At least annually, review and approve the annual base salaries and annual incentive opportunities of the CEO, other executive officers and directors, and, to the extent practicable and in the best interests of the Company, maximize the deductibility of compensation paid to the CEO and the other executive officers pursuant to Section 162(m) of the Code;
- Periodically and, as and when appropriate, review and approve the following, as they relate to the CEO, other executive officers and directors: all other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities, any employment agreements and severance arrangements and any change-in-control agreements and provisions affecting any element of compensation or benefits;
- Periodically, receive and review the compensation programs of the Company as they relate to all employees and directors, reports on such programs to be prepared by the Company at the Committee's request;
- Review the Company's executive compensation program and determine whether it remains effective to attract, motivate and retain executive officers capable of making significant contributions to the long-term success of the Company, consistent with stockholder interests;
- Review and adopt, or recommend to the Board, as appropriate, the adoption of new, or the amendment of existing, executive compensation plans of the Company;
- Perform such duties and responsibilities as may be assigned to the Committee under the terms of any executive compensation plan of the Company;
- Review the perquisites or other personal benefits afforded to the Company's executive officers;
- Approve or recommend to the Board the approval of, as appropriate, and adopt amendments to, retirement, group life, health, hospitalization, medical reimbursement, relocation, displacement, severance or welfare plans of the Company;
- Review, assess and make reports and recommendations to the Board as appropriate on the Company's talent development and succession planning, with the emphasis on performance and succession at the highest management levels;
- Make regular reports to the Board and maintain minutes of its meetings and records relating to those meetings and the Committee's activities;
- Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval; and
- Annually review its own performance.

Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities and the authority to take action in relation to such duties or responsibilities to a subcommittee of the Committee, whether or not such delegation is specifically contemplated under any plan or program.

Use of Consultants, Legal Counsel and Advisers

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including to select, obtain, retain, supervise, terminate and approve the fees and other retention terms of outside legal counsel, experts, consultants or other advisers, as it deems necessary or appropriate, without seeking approval of the Board or management.

The Committee shall select, obtain or retain such persons in accordance with the independence factors set forth by NASDAQ and any exchange upon which the Company stock is listed when retaining any such person. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of such persons, and shall have sole authority over the compensation consultants retained to assist in the evaluation of CEO or other executive officer compensation.

The Company shall provide for appropriate funding, as determined by the Committee in its capacity as a committee of the Board, for payment of:

1. Compensation of any counsel, experts, consultants or advisers employed by the Committee; and
2. Ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Performance Evaluation

At least annually, the Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval. The Committee shall conduct and review with the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this Charter. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Chair or any other person designated by the Committee to make the report.