

Victory Capital Announces Pricing of Secondary Offering

SAN ANTONIO--(BUSINESS WIRE)-- Victory Capital Holdings, Inc. (NASDAQ: VCTR) (“Victory Capital” or the “Company”) today announced the pricing of the previously announced underwritten secondary offering of 4,000,000 shares of its Class A common stock (the “Class A Common Stock”) by funds managed by Crestview Advisors, L.L.C. and funds managed by Reverence Capital Partners, L.P. (the “Selling Stockholders”) pursuant to an effective shelf registration statement filed by Victory Capital with the U.S. Securities and Exchange Commission (the “SEC”), at a public offering price of \$34.00 per share. No shares are being sold by Victory Capital pursuant to the offering, and Victory Capital will not receive any of the proceeds from the offering.

In conjunction with the offering, the Selling Stockholders have granted the underwriters a 30-day option to purchase up to 600,000 additional shares of Class A Common Stock. The offering is expected to close on November 22, 2021, subject to the satisfaction of customary closing conditions.

BofA Securities and Goldman Sachs & Co. LLC are acting as the lead bookrunners for the proposed offering. This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction to any person to whom it is unlawful to make an offer, solicitation or sale in such jurisdiction.

This offering is being made pursuant to an effective shelf registration statement on Form S-3 (No. 333-259784) and a preliminary prospectus supplement and accompanying prospectus. The preliminary prospectus supplement related to the offering has been filed with the SEC and is available on the SEC’s website at <http://www.sec.gov>. In addition, copies of the preliminary prospectus supplement and accompanying prospectus for the offering may be obtained from BofA Securities, Attention: Prospectus Department, NC1-004-03-43, 200 North College Street, 3rd floor, Charlotte NC 28255-0001, or email: dg.prospectus_requests@bofa.com; and Goldman Sachs & Co. LLC, Attention: Prospectus Department, 200 West Street, New York, New York 10282, telephone: 1-866-471-2526, or email: prospectus-ny@ny.email.gs.com. Before investing in this offering, interested parties should read in their entirety the preliminary prospectus supplement and accompanying prospectus, which provides more information about Victory Capital and such offering.

About Victory Capital

Victory Capital is a diversified global asset management firm with \$162.6 billion in assets under management as of October 31, 2021. The Company operates a next-generation business model combining boutique investment qualities with the benefits of a fully integrated, centralized operating and distribution platform.

Victory Capital provides specialized investment strategies to institutions, intermediaries, retirement platforms and individual investors. With 11 autonomous Investment Franchises and a Solutions Platform, Victory Capital offers a wide array of investment styles and investment vehicles including, actively managed mutual funds, separately managed

accounts, active ETFs, multi-asset class strategies, custom-designed solutions, private funds, and a 529 Education Savings Plan.

FORWARD-LOOKING STATEMENTS

This press release may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements may include, without limitation, any statements preceded by, followed by or including words such as “target,” “believe,” “expect,” “aim,” “intend,” “may,” “anticipate,” “assume,” “budget,” “continue,” “estimate,” “future,” “objective,” “outlook,” “plan,” “potential,” “predict,” “project,” “will,” “can have,” “likely,” “should,” “would,” “could” and other words and terms of similar meaning or the negative thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond Victory Capital’s control such as the COVID-19 pandemic and its effect on our business, operations and financial results going forward, as discussed in Victory Capital’s filings with the SEC, that could cause Victory Capital’s actual results, performance or achievements to be materially different from the expected results, performance or achievements expressed or implied by such forward-looking statements.

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