Chief Investment Officer's Letter



Andrew H. Junkin, Chief Investment Officer

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September 27, 2024

To: Members of the Board of Trustees and Participants of the Virginia Retirement System

Fiscal year 2024 carried forward with many similar themes from the prior year — sustained inflation, higher but stable short-term interest rates and growing geopolitical issues.

In the U.S., the Federal Reserve has a dual mandate to promote maximum employment and stable prices. During the fiscal year, inflation was notably lower than 2023 but hovered between 3% and 3.7%, above the Federal Reserve's stated goal of 2%. However, as inflation moderated, the unemployment rate slowly climbed from 3.5% in July 2023 to 4.1% in June 2024. Balancing the two mandates, the Federal Reserve began to signal that interest rates would likely decline and, ultimately, decreased the rate by 0.5% in September.

Geopolitically, fiscal year 2024 brought unwelcome news. The war in Ukraine continued unabated in its second year. Last October, Hamas-led militant groups launched a surprise attack in Israel that prompted retaliation and ongoing armed conflict, affecting the stability of the entire region. U.S. and China relations continue to be strained on economic and defense issues.

Despite the challenging backdrop, the global stock market ended the fiscal year with a strong 19.4% return. World financial markets experienced positive returns, with the ongoing and notable exception of real estate.

PERFORMANCE OVERVIEW

While the economic news offered a mixed picture, the VRS portfolio returned 9.9% for the fiscal year, underperforming the total fund benchmark of 11.6% but above the 6.75% assumed rate of return. VRS' long-term investment strategy is focused on maximizing the return while minimizing risk. To achieve that balance, the VRS portfolio is highly diversified with investments around the globe in a variety of asset classes and strategies such as publicly traded stocks, private equity, fixed income, credit strategies, real assets, and other risk-mitigating and return-seeking strategies.

The VRS portfolio outperformed the fund benchmark and the assumed rate of return for intermediate-term periods (three and five years) and long-term periods (10, 15, 20 and 25 years) as shown below.

ANNUALIZED RETURN FOR PERIODS ENDED JUNE 30, 2024

	1 Year	3 Years	5 Years	10 Years	15 Years	20 Years	25 Years
VRS Total Fund	9.9%	5.5%	8.7%	7.6%	9.1%	7.5%	6.7%
Benchmark	11.6%	3.9%	7.2%	6.8%	8.4%	6.7%	5.9%

Investment return calculations were prepared using a time-weighted return methodology based on market value, net of investment expenses.

PERFORMANCE COMMENTARY

- Public stock markets had strong, positive returns for the fiscal year. U.S. stocks led the way
 with a 24.6% return for the S&P 500, although much of the performance was driven by just
 seven stocks (Alphabet/Google, Apple, Amazon, Meta, Microsoft, Nvidia and Tesla). VRS'
 globally diversified portfolio returned 20.1%, ahead of the benchmark, which had a return
 of 18.0%.
- Fixed Income returns finished the year up 3.8%, ahead of the benchmark, which returned 3.3%, continuing the consistent run of the bond team's outperformance.
- The Credit Strategies portfolio largely comprised of private credit strategies continued to take advantage of a favorable environment, committing and deploying capital in a period of elevated interest rates. Credit Strategies returned 11.7% for the year, ahead of the benchmark return of 10.8%.
- Private Equity returned 5.8%, falling below the one-year benchmark. This investment strategy requires a long-term perspective as underlying investments are less liquid. However, this lack of liquidity creates additional opportunities for generating returns. Private equity continues to provide strong excess returns over the long term and has been the highest returning asset class over the 3-, 5- and 10-year periods.
- The Real Assets program, which includes real estate, infrastructure and other inflation sensitive assets, returned -3.2%. The program's benchmark also declined with a return of -5.8%. The commercial real estate market has created headwinds for all investors as interest rates have increased and competition for tenants remains fierce.

MARKET OUTLOOK

The Federal Reserve has eased rates once this year. We expect additional rate cuts that should help maintain stability in financial markets and buoy the job market to some degree. The Federal Reserve's goal is to engineer the so-called "soft landing" – reducing inflation without causing a recession. A recession is possible over the next year, but we believe the odds are low.

VRS remains highly diversified, which is a key tenet of our investment strategy. We continue to balance risk with return, targeting investments where opportunities present themselves. VRS is well positioned to continue delivering returns that allow the commonwealth to meet its benefit obligations.

Sincerely,

Andrew H. Junkin

Chief Investment Officer

The Investment Section provides detailed information regarding the structure of the investment portfolio.

This information includes performance, asset allocations, portfolio highlights, a list of VRS' money managers and public equity commissions for the fiscal year. The section also presents the System's investment management fees and expenses and an investment summary.

Investment Account

The VRS Board of Trustees has fiduciary responsibility to invest the fund solely in the interest of the beneficiaries of the System. As established by the Code of Virginia, "the Board shall invest the assets of the Retirement System with the care, skill, prudence and due diligence that a prudent person acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of like character and with like aims."

Benefit payments are projected to occur over a long period of time, allowing VRS to adopt a long-term investment horizon and asset allocation policy for the management of fund assets. Asset allocation policy is critical because it defines the basic risk and return characteristics of the VRS investment portfolio. Asset allocation targets are established using an asset-liability analysis designed to assist the Board in determining an acceptable volatility target for the fund and an optimal asset allocation policy mix. The asset-liability analysis considers both sides of the VRS balance sheet in order to estimate the potential impact of various asset class mixes on key measures of total plan risk, including the resulting estimated impact on funded status and contribution rates.

The Board delegates authority to the Chief Investment Officer to allocate the System's investments within the approved asset allocation policy and within the Board-approved active risk budget. The total fund active risk budget describes the degree of tolerance for yearly variation in the fund's performance relative to the Total Fund VRS Custom Benchmark.

The primary risk measure used for this purpose is Total Fund Tracking Error, calculated as the standard deviation of the difference between the fund's return and the return of the Total Fund VRS Custom Benchmark. From this measure, probability estimates can be derived to help the Board estimate the risk of underperforming the benchmark by certain margins.

The investment staff manages the VRS portfolio on a day-to-day basis according to policies and guidelines established by the Board. The staff manages assets on a direct basis and through outside investment managers. Managers employ both active and passive investment strategies. The Board has established various performance benchmarks to serve as tools for measuring progress toward the achievement of long-term investment goals.

The asset allocation mix of the VRS fund as of June 30, 2024, is shown in Figure 3.1.

FIGURE 3.1: ASSET ALLOCATION MIX

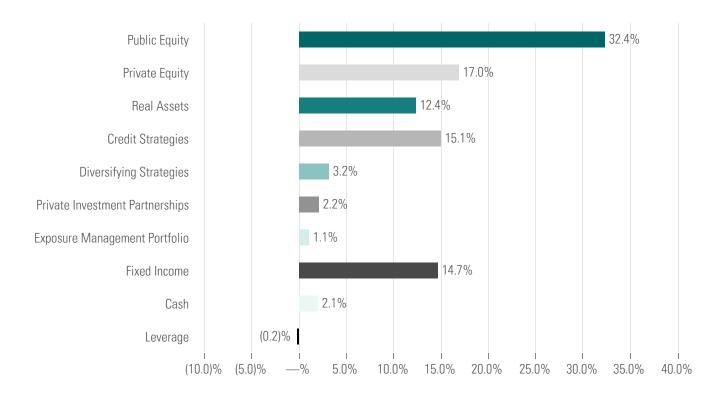


FIGURE 3.2: INVESTMENT PERFORMANCE SUMMARY

ANNUALIZED DATA FOR THE PERIOD ENDING JUNE 30, 2024

	1 Year	3 Years	5 Years	10 Years
1. Total Fund				
VRS	9.9%	5.5%	8.7%	7.6%
VRS Custom Benchmark ¹	11.6%	3.9%	7.2%	6.8%
2. Total Public Equity				
VRS	20.1%	5.8%	10.6%	8.5%
Custom Benchmark ²	18.0%	4.9%	10.6%	8.5%
3. Total Private Equity				
VRS	5.8%	10.2%	15.8%	14.3%
Custom Benchmark ³	24.3%	7.1%	12.3%	11.5%
4. Total Real Assets				
VRS	-3.2%	6.2%	6.1%	8.2%
Custom Benchmark ⁴	-5.8%	3.4%	3.8%	6.1%
5. Total Credit Strategies				
VRS	11.7%	6.2%	7.3%	6.1%
Custom Benchmark ⁵	10.8%	4.2%	5.0%	4.8%
6. Total Diversifying Strategies				
VRS	9.7%	4.0%	5.6%	N/A
Custom Benchmark ⁶	9.1%	2.5%	5.4%	N/A
7. Total Private Investment Partnerships				
VRS	8.2%	8.9%	9.6%	N/A
Custom Benchmark ⁷	8.7%	5.5%	7.6%	N/A
8. Total Fixed Income				
VRS	3.8%	-2.3%	1.1%	2.2%
Custom Benchmark ⁸	3.3%	-2.8%	0.0%	1.5%

Investment return calculations were prepared using a time-weighted return methodology based on market value, net of investment expenses.

¹ The VRS Custom Benchmark is a blend of the Asset Class Benchmarks at policy weights.

² Effective January 2024, the Public Equity Custom Benchmark is a weighted average of the MSCI ACWI IMI Index (net VRS tax rate) (85%) and the MSCI World Min Vol Index (net VRS tax rate) (15%).

³ Effective January 2024, the Private Equity Custom Benchmark is the regional benchmarks of the MSCI ACWI IMI Index (net VRS tax rate) lagged by three months, weighted to reflect the Private Equity opportunity set (currently 75% North America, 20% Europe, and 5% Asia and Emerging Markets).

⁴ Effective January 2023, the Real Assets Custom Benchmark is the market value weighted blend of the NCREIF Private Real Estate Benchmark (ODCE Index (net) lagged by three months) and the Other Real Assets Custom Benchmark (the CPI-U Index plus 400 basis points per annum lagged by three months).

⁵ Effective July 2023, the Credit Strategies Custom Benchmark is a blend of the Morningstar LSTA Performing Loan Index (50%), Bloomberg U.S. HY Ba/B 2% Issuer Cap Index (50%).

⁶ Effective January 2024, the Diversifying Strategies Custom Benchmark is the ICE BofA U.S. 3-Month Treasury Bill Index plus 250 basis points per annum.

⁷ Effective January 2024, the Private Investment Partnerships (PIP) Custom Benchmark is the weighted average of the custom Private Equity Benchmark (33%), the NCREIF Private Real Estate Benchmark (25%), the Other Real Assets Custom Benchmark (8%), the Bloomberg U.S. HY Ba/B 2% Issuer Cap Index (17%), and the Morningstar LSTA Performing Loan Index (17%).

⁸ Effective July 2020, the Fixed Income Custom Benchmark is a blend of the Bloomberg U.S. Aggregate Bond Index (90%), Bloomberg U.S. HY Ba/B 2% Issuer Cap Index (5%), and JP Morgan EMBI Global Core Index (5%).

Portfolio Highlights

PUBLIC EQUITY

Real Estate

Utilities

Total

The market value of the Total Public Equity Program as of June 30, 2024, was \$36.9 billion, representing approximately 32.4% of the total fund. The program is dominated by traditional strategies valued at \$30.7 billion, or 83.1%. The program also employs equity-oriented hedge fund strategies valued at \$6.2 billion, or 16.9%. The objective of the portfolio is to exceed the Custom Benchmark over longer-term periods, net of all costs. The current Custom Benchmark is a blended index

comprised of 85% Morgan Stanley Capital International All Country World Index (MSCI ACWI) IMI and 15% MSCI World Minimum Volatility Index (both net of VRS tax rates). The Traditional Public Equity portfolio had 61% invested in domestic equity and 39% in international equity. Internal assets represent 52% of Total Public Equity.

At fiscal year-end, the custom benchmark was comprised of 64% U.S. equity, 27% developed non-U.S. equity and 9% emerging markets equity.

FIGURE 3.3: TRADITIONAL EQUITY CUSTOM BENCHMARK SECTORS AND REGIONS*

Strategic Sectors	VRS	Custom Benchmark	Regions	VRS	Custom Benchmark
Communication Services	7.50%	8.03%	North America	62.92%	66.75%
Consumer Discretionary	11.70%	9.90%	Europe/Middle East/Africa	19.76%	16.25%
Consumer Staples	5.45%	6.82%	Asia Pacific	16.65%	16.38%
Energy	3.85%	4.14%	Latin and South America	0.67%	0.62%
Financials	15.92%	15.61%	Total	100.00%	100.00%
Health Care	12.20%	11.72%			
Industrials	12.98%	10.95%			
Information Technology	21.50%	23.70%			
Materials	4.45%	3.92%			

2.25%

2.96%

100.00%

1.91%

2.54%

100.00%

^{*} Based on Barra's classification of sectors and regions and excludes cash.

The top 10 holdings in the Traditional Public Equity Program comprised 12.4% of the program at fiscal year-end.

Three companies, BroadCom, Exxon Mobil and Merck & Co., were replaced by Berkshire Hathaway Inc., J.P. Morgan Chase & Co. and Novo Nordisk on this year's schedule.

FIGURE 3.4: PUBLIC EQUITY - TOP 10 EXPOSURES*

AS OF JUNE 30, 2024

Company	Fair Value	Shares
Microsoft Corp.	\$ 914,434,224	2,045,943
Apple Inc.	754,672,101	3,583,098
Nvidia	709,933,358	5,746,587
Amazon.com	507,360,869	2,625,412
Alphabet Inc.	471,925,371	2,582,492
Meta Platforms	381,836,730	757,282
Taiwan Semiconductor Manufacturing Co.	314,824,509	8,283,026
J.P. Morgan Chase & Co.	182,688,918	903,238
Berkshire Hathaway Inc.	181,758,240	446,800
Novo Nordisk	170,416,190	1,179,165

^{*} Aggregated various share classes based on parent company. Refer to the "More Information" section on page 176 for details on how to request additional information.

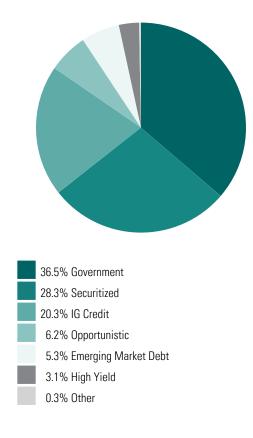
FIXED INCOME

VRS invests a portion of its portfolio in fixed income investments to reduce total fund volatility, produce income and provide for some protection in the event of a deflationary environment.

The market value of the Fixed Income Program as of June 30, 2024, was \$16.7 billion, representing approximately 14.7% of the total fund.

FIGURE 3.5: FIXED INCOME PORTFOLIO BY SECTOR ALLOCATION

AS OF JUNE 30, 2024



The Fixed Income Program is invested in a diversified portfolio of debt securities, such as government securities, corporate securities, mortgage-backed securities and emerging market debt. The objective of the program is to exceed the return of the Fixed Income blended benchmark comprised of 90% Bloomberg Barclays U.S. Aggregate Index, 5% JPM EMBI Global Core Index and 5% Bloomberg Barclays U.S. HY Ba/B 2% Issuer Constrained Index, while staying in compliance with risk limits. Approximately ninety-five percent of the Fixed Income Program is managed internally. For fiscal year 2024, the return of the program was 3.8% versus a return of 3.3% for the benchmark.

FIGURE 3.6: FIXED INCOME - TOP 10 HOLDINGS BY MARKET VALUE*

Security	Par Value	Fair Value
UNIFORM MORTGAGE BACKED SECURITY (UMBS)	\$1,775,109,308	\$1,450,754,235
TREASURY NOTE	300,000,000	278,226,564
UNIFORM MORTGAGE BACKED SECURITY (UMBS)	272,198,783	249,021,637
UNIFORM MORTGAGE BACKED SECURITY (UMBS)	247,200,000	210,388,459
UNIFORM MORTGAGE BACKED SECURITY (UMBS)	235,000,000	183,961,525
UNIFORM MORTGAGE BACKED SECURITY (UMBS)	190,894,329	180,669,561
TREASURY NOTE	165,000,000	146,269,923
TREASURY NOTE	150,000,000	142,183,595
UNIFORM MORTGAGE BACKED SECURITY (UMBS)	141,600,000	139,614,910
TREASURY NOTE	130,000,000	129,441,407

^{*} Refer to the "More Information" section on page 176 for details on how to request additional information.

SHORT-TERM INVESTMENTS AND TRANSITION ACTIVITY

Generally, VRS desires to remain fully invested at all times and seeks to optimize its holdings of cash investments. Temporary cash balances are invested in short-term money market instruments with the goal of maintaining high credit quality and liquidity, as well as synthetically replicating exposure to equity and/or fixed income.

PRIVATE EQUITY

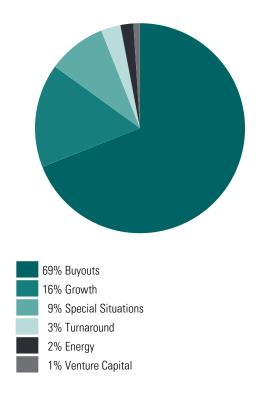
VRS invests in private equity to achieve returns greater than those available in the public equity markets. Specifically, the program seeks to outperform a custom region-weighted Morgan Stanley Capital International All Country World Index (MSCI ACWI). Program returns are calculated on both a time-weighted basis and a dollar-weighted, or internal rate-of-return (IRR) basis.

On a time-weighted basis, the program return for fiscal year 2024 was 5.8%. On a dollar-weighted, or IRR basis, the private equity one-year return was 5.9% as of March 31, 2024.

As of June 30, 2024, the carrying value of the program was approximately \$19.4 billion. Most of the program is invested in limited partnerships.

Sectors in which the program invests include leveraged buyouts, venture capital, growth, subdebt, turnaround, energy and special situations. The Private Equity Program's market value by subclass was as follows:

FIGURE 3.7: PRIVATE EQUITY PROGRAM



REAL ASSETS

A portion of the VRS portfolio is invested in real assets to help diversify the Total Fund by providing exposure to asset classes and sectors that offer low historical correlations with the public markets and with the additional objectives of generating competitive risk-adjusted returns, significant operating cash flows and inflation linkages. The size of the portfolio remained largely unchanged in fiscal year 2024, despite experiencing a -3.2% return. The Real Assets portfolio outperformed its blended benchmark by 260 basis points. The private real estate portfolio delivered a -5.7% return versus its benchmark of -12.0%. Investments in infrastructure, natural resources, timberland and farmland produced a 1.7% return for the fiscal year versus the benchmark of 7.5%.

The percentage of the Total Fund represented by the Real Assets portfolio fluctuated over the course of the year and stood at 12.4% at fiscal year-end. In dollar terms, the real asset portfolio remained roughly unchanged and decreased by \$47 million to \$14.1 billion due primarily to asset income being offset by asset depreciation, with contributions to new investments outpacing distributions from existing investments by approximately \$380 million.

At fiscal year-end, the portfolio strategy composition was approximately 66% private real estate, 19% infrastructure, 8% energy and mining, 4% timberland and 3% farmland. Portfolio leverage as a percentage of total real assets was 35.6% as of June 30, 2024.

FIGURE 3.8: REAL ASSETS BY SECTOR

AS OF JUNE 30, 2024

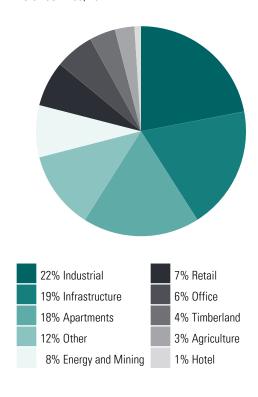
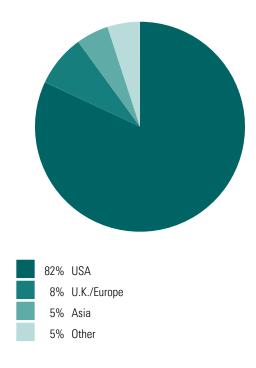


FIGURE 3.9: REAL ASSETS BY GEOGRAPHIC REGION

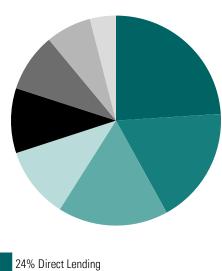


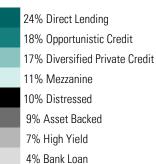
CREDIT STRATEGIES

VRS allocates a portion of the portfolio to creditrelated investments. The Credit Strategies program generates returns through income and capital appreciation. The objective of the program is to provide an attractive risk/return profile relative to the Custom Credit Strategies benchmark. For the fiscal year, the program returned 11.7%, while the program's custom benchmark returned 10.8%.

FIGURE 3.10: CREDIT STRATEGIES PROGRAM

AS OF JUNE 30, 2024





CURRENCY

VRS has currency risk due to its investments in non-dollar-denominated assets. To help control this risk, VRS has a Currency Program that uses a combination of internal hedging strategies and external management. The external currency management part aims to lower overall Fund volatility and provide diversified alpha across the Fund. Investments include constrained positions in global currencies. The currency positions are typically traded on a forward basis, and thus no capital is necessary at the time of the trade. At forward settlement date, gains and losses are received/paid out against a notional value.

The current notional value, as of June 30, 2024, was \$1.8 billion. For the fiscal year, it returned -3.2% versus a zero benchmark.

DIVERSIFYING STRATEGIES

The program is comprised of two portfolios. The Risk-Based Investment portfolio invests in strategies that offer meaningful diversification to the exposures of the overall plan. The Dynamic Strategies portfolio seeks to add value across asset classes through the incorporation of macro perspectives. As of June 30, 2024, the total program had a market value of \$3.6 billion and was invested with eight multi-asset class public investments managers. During the fiscal year, it returned 9.7% against the program's custom benchmark, which returned 9.1%.

PRIVATE INVESTMENT PARTNERSHIPS

Beginning July 1, 2018, the VRS Board approved a strategic allocation to Private Investment Partnerships (PIP). These investments had previously been part of the Strategic Opportunities Portfolio. The objective of the program is to provide an attractive risk/return profile relative to the Private Investment Partnerships benchmark.

Managers in this program invest broadly across the private and less liquid components of the credit, private equity, real asset and real estate investment spaces. During the fiscal year the program returned 8.2% while its custom benchmark returned 8.7%.

LEVERAGE

The long-term strategic asset allocation (SAA) approved by the VRS Board of Trustees in June 2023 incorporates a prudent amount of leverage to enhance diversification and improve risk-return efficiency for the Fund. The Board also approved rebalancing leverage. Staff plans to transition to this SAA over the next few years.

MORE INFORMATION

A complete list of the investment portfolio is available upon request. Address requests to the VRS FOIA Coordinator, Virginia Retirement System, P.O. Box 2500, Richmond, VA 23218-2500. More information is available at varetire.org/web-policy/foia.

VRS Money Managers

The diversified investment structure as of June 30, 2024, is reflected in the following tables, which list VRS managers by investment program and style.

PUBLIC EQUITY MONEY MANAGERS

External Managers	Style Description	
Acadian Asset Management	Emerging, Non-U.S. Small Cap	
Ariel	Global	
Arrowstreet Capital	Global	
Baillie Gifford	Emerging, Global	
Jackson Square	U.S. Small Cap	
J.P. Morgan	Global	
Lansdowne	Global	
LSV Asset Management	Global, Non-U.S. Small Cap, U.S. Small Cap	
WCM Investment Management	Global	
Internal Portfolios	Style Description	
Afton	U.S. Small Cap	
Amherst	U.S. Large Cap	
Bearfence	Global	
Rivanna	Global	
Tuckahoe	Emerging	
Top 10 Equity Hedge Funds	Style Description	
CET Energy Dynamics	Long/Short	
Cevian	Activist	
Coatue	Long/Short	
Eminence	Long/Short Extension	
Farallon	Multi-Strat	
Maverick Capital	Long/Short Extension	
Nitorum	Long/Short	
Select	Long/Short	
Theleme	Long/Short	
ValueAct Capital	Activist	
FIXED INCOME		
Internal Portfolios	Style Description	
VRS Investment Grade Credit	High-Quality Corporates	
VRS Securitized	Mortgage and Other Asset-Backed Securities	
VRS Government	U.S. and Other Government-Related Debt	
VRS Emerging Market Debt	EM Sovereign and Quasi-Sovereign Debt	
VRS Systematic High Yield	High-Yield Corporates	
VRS Fixed-Income Opportunistic	Various Fixed-Income Related Assets	
	In.	ntinuadl

(Continued)

VRS Money Managers, cont.

FIXED INCOME, cont.

TIALD INCOME, COM.	
External Portfolios	Style Description
FI Man Numeric High Yield	High-Yield Corporates
FI Payden & Rygel EMD	Emerging Market Debt
FI PIMCO EMD	Emerging Market Debt
PRIVATE EQUITY – TOP 10 MANAGERS	Style Description
Apax Partners	Buyout
Bain Capital	Buyout
CVC Capital	Buyout
General Atlantic	Growth
Grosvenor	Customized Separate Account
Hellman and Friedman	Buyout
Olympus Partners	Buyout
Stone Point Capital	Buyout
TA Associates	Growth
Veritas Capital	Buyout
CREDIT STRATEGIES – TOP 10 MANAGERS	Style Description
Ares Management	Direct Lending, Mezzanine, Opportunistic, Asset Backed
Beach Point Capital Management	Distressed, Broadly Syndicated Loans, Opportunistic
BlackRock	Direct Lending
Carlyle	Diversified Private Credit
HPS Investment Partners	Direct Lending, Mezzanine
J.P. Morgan	High Yield Bonds
Oak Hill Advisors	Broadly Syndicated Loans, Diversified Private Credit
Sixth Street Partners	Distressed, Opportunistic
Solus	Opportunistic, Broadly Syndicated Loans
Varde Partners	Diversified Private Credit, Asset Backed
PRIVATE INVESTMENT PARTNERSHIPS	Style Description
Carlyle	Multi-Asset Class Private Investments
KKR	Multi-Asset Class Private Investments
CURRENCY	Style Description
Systematica	Developed

VRS Money Managers, cont.

J.P. Morgan

Man Group

Orchard Global

REAL ASSETS – TOP 10 MANAGERS	Style Description
Blackstone Real Estate Partners	Core, Enhanced Core & Opportunistic Real Estate
Carson Companies	Core Real Estate
Clarion Partners	Enhanced Core Real Estate
Global Infrastructure Partners	Global Infrastructure
Industry Funds Management	Global Infrastructure
J.P. Morgan Asset Management Inc.	Core Real Estate
Morgan Stanley	Core Real Estate, Global Infrastructure
Pantheon Ventures	Global Infrastructure, Global Natural Resources
PGIM	Core & Enhanced Core Real Estate
Pritzker Realty Group	Core & Enhanced Core Real Estate
DIVERSIFYING STRATEGIES	Style Description
Aksia	Multi-Asset Class Public Investments
AQR	Multi-Asset Class Public Investments
BlackRock	Multi-Asset Class Public Investments
Capstone	Multi-Asset Class Public Investments
Internal Portfolio Strategy	Multi-Asset Class Public Investments

Multi-Asset Class Public Investments

Multi-Asset Class Public Investments

Multi-Asset Class Public Investments

Public Equity Commissions

AS OF JUNE 30, 2024

			Co	Average mmission
Broker	Commission	Shares	P	er Share
Merrill Lynch, Pierce, Fenner & Smith, Inc., New York	\$ 2,125,018.00	172,236,220	\$	0.0123
Goldman Sachs & Co., New York	1,247,057.00	137,743,895		0.0091
UBS Equities, London	584,715.00	200,593,436		0.0029
National Finl Svcs Corp., New York	277,575.00	8,904,543		0.0312
Barclays Capital, London	257,945.00	154,139,633		0.0017
Citigroup Global Markets Ltd., London	217,747.00	81,498,747		0.0027
Morgan Stanley and Co., LLC, New York	210,049.00	111,065,352		0.0019
Instinet Europe Limited, London	176,406.00	69,956,699		0.0025
HSBC Bank PLC (Midland Bk)(JAC), London	164,247.00	23,801,898		0.0069
Jefferies & Co. Inc., New York	155,041.00	23,059,925		0.0067
Other Brokers	2,560,469.00	1,079,132,688		0.0024
Total FY 2024	\$ 7,976,270.00	2,062,133,036	\$	0.0039

SCHEDULE OF INVESTMENT EXPENSES

FOR THE YEAR ENDED JUNE 30, 2024

(EXPRESSED IN THOUSANDS)

	 ssets Under Tanagement	Management Fees and Expenses	
External Management:			
Public Equity Managers	\$ 11,523,197	\$	59,690
Fixed Income Managers	4,273,920		3,697
Credit Strategies Managers	16,990,409		134,897
Real Assets Managers	14,565,466		149,122
Alternative Investment Managers	19,418,255		175,535
Hedge Funds Managers	17,559,093		61,663
Multi-Asset Class/Other Managers	7,068,324		31,597
Subtotal: External Management	91,398,664		616,201
Internal Management	24,601,843		50,399
Miscellaneous Fees and Expenses:			
Custodial Fees	_		4,500
Legal Fees	_		1,718
Other Fees and Expenses	_		17,332
Subtotal: Miscellaneous Fees and Expenses	_		23,550
Total	\$ 116,000,507	\$	690,150

Investment Summary

In accordance with Section 51.1-124.31 of the Code of Virginia (1950), as amended, the Board of Trustees has pooled substantially all defined benefit plan assets of the Virginia Retirement System, the State Police Officers' Retirement System, the Judicial Retirement System, the Group Life

Insurance Fund and the Retiree Health Insurance Credit Fund into a common investment pool. The common investment pool of the pension trust funds, other trust funds and custodial funds held the following composition of investments at June 30, 2024 and 2023:

(EXPRESSED IN THOUSANDS)

	2024 Fair Value	Percent of Total Value	2023 Fair Value	Percent of Total Value
Bonds and Mortgage Securities:				
U.S. Government and Agencies	\$ 7,811,767	6.71%	\$ 5,463,039	5.07%
Mortgage Securities	5,736,229	4.92%	7,743,993	7.18%
Corporate and Other Bonds	8,251,049	7.08%	5,893,713	5.47%
Total Bonds and Mortgage Securities	21,799,045	18.71%	19,100,745	17.72%
Common and Preferred Stocks	27,035,632	23.21%	24,906,540	23.10%
Index and Pooled Funds:				
Equity Index and Pooled Funds	14,484,488	12.43%	13,242,981	12.28%
Fixed-Income Commingled Funds	_	0.00%	823,876	0.76%
Total Index and Pooled Funds	14,484,488	12.43%	14,066,857	13.04%
Real Assets	14,153,874	12.15%	13,999,754	12.98%
Private Equity	38,502,907	33.06%	35,612,059	33.02%
Short-Term Investments:				
Treasurer of Virginia – LGIP Investment Pool	482,233	0.42%	76,066	0.07%
Foreign Currencies	24,562	0.02%	74,850	0.07%
Total Short-Term Investments	506,795	0.44%	150,916	0.14%
Total Investments	\$ 116,482,741	100.00%	\$ 107,836,871	100.00%

Description of Hybrid Defined Contribution Plan

Defined contribution plan assets for Hybrid Retirement Plan members are maintained in two separate accounts. The Hybrid 401(a) Cash Match Plan account contains the hybrid plan member and employer mandatory contributions and the employer match on the voluntary member

contributions. The Hybrid 457 Deferred Compensation Plan account contains the hybrid plan member's voluntary contributions. The schedule below shows the assets in each investment option and the accumulated plan assets in each option.

HYBRID PARTICIPANT ACCOUNT PLAN ASSETS BY FUND OPTION

Fund Name	Hybrid 401(a)	Hybrid 457	Total
Retirement Portfolio	\$ 39,491,673	\$ 22,030,035	\$ 61,521,708
Target Date 2025 Portfolio	81,116,615	49,065,878	130,182,493
Target Date 2030 Portfolio	128,981,948	78,218,014	207,199,962
Target Date 2035 Portfolio	166,425,283	97,698,303	264,123,586
Target Date 2040 Portfolio	175,807,002	98,556,987	274,363,989
Target Date 2045 Portfolio	204,193,381	111,006,749	315,200,130
Target Date 2050 Portfolio	243,070,057	123,089,913	366,159,970
Target Date 2055 Portfolio	351,181,179	159,339,341	510,520,520
Target Date 2060 Portfolio	220,515,990	93,101,121	313,617,111
Target Date 2065 Portfolio	44,913,677	13,829,762	58,743,439
Money Market Fund	11,102,469	4,269,259	15,371,728
Stable Value Fund	4,456,715	5,713,145	10,169,860
Bond Fund	2,078,758	2,587,033	4,665,791
Inflation-Protected Bond Fund	1,230,184	1,217,028	2,447,212
High-Yield Bond Fund	2,296,678	3,215,894	5,512,572
Stock Fund	54,840,927	55,643,527	110,484,454
Small/Mid-Cap Stock Fund	12,065,231	13,094,878	25,160,109
International Stock Fund	6,453,784	6,929,755	13,383,539
Global Real Estate Fund	2,444,732	2,853,516	5,298,248
VRS Investment Portfolio – PIPVRSIP	58,946	32,706	91,652
VRS Investment Portfolio	514,742	539,798	1,054,540
Self-Directed Brokerage	2,755,396	2,560,329	5,315,725
Total Plan Assets*	\$ 1,755,995,364	\$ 944,592,970	\$ 2,700,588,334

^{*} Fund totals have been rounded to the nearest dollar amount and may not foot due to rounding.

Description of Defined Contribution Plans Investment Options

Participants in the System's Hybrid Retirement Plan benefit structure have access to a number of core investment options for contributions to their defined contribution plan. These options are intended to provide participants with a variety of investment choices while controlling the associated costs. In addition to the option-specific annual operating expense detailed in the Investment Option Performance Summary, participants pay an annual record-keeping fee of \$30.50 that is deducted from their accounts on a monthly basis (approximately \$2.54 per month).

Participants with more than one account in the Plan pay only one annual fee of \$30.50. At June 30, 2024, the plans provided the following core investment options to participants.

DO-IT-FOR-ME FUNDS

Retirement Portfolio: Seeks to provide for retirement outcomes consistent with investor preferences throughout the savings and drawdown phase based on quantitatively measured risk that investors, on average, may be willing to accept. In pursuit of that object, the portfolio will be broadly diversified across global asset classes.

```
U.S. Bonds: 54.1% U.S. Large/Mid-Cap Stocks: 23.3% International Stocks: 11.5%
          U.S. Inflation-Index Bonds: 5.7% U.S. Small-Cap Stocks: 2.2%
                Commodities: 1.6% Developed Real Estate: 1.7%
```

Target Date 2025 Portfolio: Seeks to provide for retirement outcomes consistent with investor preferences throughout the savings and drawdown phase based on quantitatively measured risk that investors, on average, may be willing to accept. In pursuit of that objective, the portfolio will be broadly diversified across global asset classes, with asset allocations becoming more conservative over time.

```
U.S. Bonds: 52.6% U.S. Large/Mid-Cap Stocks: 24.1% International Stocks: 12.1%
          U.S. Inflation-Index Bonds: 5.6% U.S. Small-Cap Stocks: 2.2%
                Developed Real Estate: 1.9% Commodities: 1.5%
```

Target Date 2030 Portfolio: Seeks to provide for retirement outcomes consistent with investor preferences throughout the savings and drawdown phase based on quantitatively measured risk that investors, on average, may be willing to accept. In pursuit of that objective, the portfolio will be broadly diversified across global asset classes, with asset allocations becoming more conservative over time.

```
U.S. Bonds: 40.5% U.S. Large/Mid-Cap Stocks: 31.7% International Stocks: 16.6%
          U.S. Inflation-Index Bonds: 4.9% Developed Real Estate: 2.5%
                U.S. Small-Cap Stocks: 2.4% Commodities: 1.3%
```

Target Date 2035 Portfolio: Seeks to provide for retirement outcomes consistent with investor preferences throughout the savings and drawdown phase based on quantitatively measured risk that investors, on average, may be willing to accept. In pursuit of that objective, the portfolio will be broadly diversified across global asset classes, with asset allocations becoming more conservative over time.

```
U.S. Large/Mid-Cap Stocks: 38.8% U.S. Bonds: 29.4% International Stocks: 20.7%
          U.S. Inflation-Index Bonds: 4.1% Developed Real Estate: 3.1%
                U.S. Small-Cap Stocks: 2.8% Commodities: 1.1%
```

Target Date 2040 Portfolio: Seeks to provide for retirement outcomes consistent with investor preferences throughout the savings and drawdown phase based on quantitatively measured risk that investors, on average, may be willing to accept. In pursuit of that objective, the portfolio will be broadly diversified across global asset classes, with asset allocations becoming more conservative over time.

```
U.S. Large/Mid-Cap Stocks: 45.5% International Stocks: 24.6% U.S. Bonds: 19.1%

Developed Real Estate: 3.7% U.S. Inflation-Index Bonds: 3.0% U.S. Small-Cap Stocks: 3.1% Commodities: 0.8%
```

Target Date 2045 Portfolio: Seeks to provide for retirement outcomes consistent with investor preferences throughout the savings and drawdown phase based on quantitatively measured risk that investors, on average, may be willing to accept. In pursuit of that objective, the portfolio will be broadly diversified across global asset classes, with asset allocations becoming more conservative over time.

```
U.S. Large/Mid-Cap Stocks: 51.8% International Stocks: 28.3% U.S. Bonds: 9.8% Developed Real Estate: 4.3% U.S. Inflation-Index Bonds: 1.8% U.S. Small-Cap Stocks: 3.5% Commodities: 0.5%
```

Target Date 2050 Portfolio: Seeks to provide for retirement outcomes consistent with investor preferences throughout the savings and drawdown phase based on quantitatively measured risk that investors, on average, may be willing to accept. In pursuit of that objective, the portfolio will be broadly diversified across global asset classes, with asset allocations becoming more conservative over time.

```
U.S. Large/Mid-Cap Stocks: 56.5% International Stocks: 30.8% Developed Real Estate: 4.3% U.S. Bonds: 3.7% U.S. Small-Cap Stocks: 3.7% U.S. Inflation-Index Bonds: 0.8% Commodities: 0.2%
```

Target Date 2055 Portfolio: Seeks to provide for retirement outcomes consistent with investor preferences throughout the savings and drawdown phase based on quantitatively measured risk that investors, on average, may be willing to accept. In pursuit of that objective, the portfolio will be broadly diversified across global asset classes, with asset allocations becoming more conservative over time.

```
U.S. Large/Mid-Cap Stocks: 58.3% International Stocks: 32.2% Developed Real Estate: 4.2% U.S. Small-Cap Stocks: 3.9% U.S. Bonds: 1.1% U.S. Inflation-Index Bonds: 0.2% Commodities: 0.1%
```

Target Date 2060 Portfolio: Seeks to provide for retirement outcomes consistent with investor preferences throughout the savings and drawdown phase based on quantitatively measured risk that investors, on average, may be willing to accept. In pursuit of that objective, the portfolio will be broadly diversified across global asset classes, with asset allocations becoming more conservative over time.

```
U.S. Large/Mid-Cap Stocks: 58.7% International Stocks: 32.2% Developed Real Estate: 4.2% U.S. Small-Cap Stocks: 3.8% U.S. Bonds: 0.9% U.S. Inflation-Index Bonds: 0.1%
```

Target Date 2065 Portfolio: Seeks to provide for retirement outcomes consistent with investor preferences throughout the savings and drawdown phase based on quantitatively measured risk that investors, on average, may be willing to accept. In pursuit of that objective, the portfolio will be broadly diversified across global asset classes, with asset allocations becoming more conservative over time.

```
U.S. Large/Mid-Cap Stocks: 58.6% International Stocks: 32.3% Developed Real Estate: 4.2% U.S. Small-Cap Stocks: 3.9% U.S. Bonds: 1.0%
```

HELP-ME-DO-IT FUNDS

Money Market Fund: Seeks to provide a high level of current income as is consistent with liquidity and stability of principal.

Other Repurchase Agreement: 60.5% Certificate of Deposit: 8.0% U.S. Treasury Debt: 4.4% Asset-Backed Commercial Paper: 7.0% Non-Negotiable Time Deposit: 6.7% U.S. Government Agency Debt: 1.1% U.S. Government Agency Repurchase Agreement: 3.5% Financial Company Commercial Paper: 8.3% Non-Financial Company Commercial Paper: 0.5%

Stable Value Fund: Seeks to provide safety of principal, while earning a level of interest income consistent with an underlying portfolio of short- to intermediate-duration high-quality fixed income (bond) securities and cash or cash equivalents, and liquidity to accommodate participant transactions.

Corporates: 23.4% Asset-Backed: 21.1% Agency MBS: 18.1% U.S. Treasury/Agency: 9.5% Cash/Equivalents: 4.3% CMBS: 9.2% Taxable Municipals: 3.8% Other U.S. Government: 10.2% Non-Agency MBS: 0.6%

Bond Fund: Seeks to track the performance of the Bloomberg U.S. Aggregate Bond Index. The index is an unmanaged index that represents the broad U.S. investment-grade bond market and is comprised of U.S. treasury securities, government agency bonds, corporate bonds, mortgage-backed securities, assetbacked securities and a small amount of foreign bonds traded in the U.S.

Treasury: 43.3% Mortgages: 25.4% Industrials: 14.0% Financials: 8.0% Non-U.S. Credit: 3.0% CMBS: 1.5% Utilities: 2.2% Agencies: 0.9% Taxable Municipals: 0.5% Asset-Backed Securities: 0.5% Cash: 0.6%

Inflation-Protected Bond Fund: Seeks to track the performance of the Bloomberg U.S. Treasury Inflation-Protected Securities Index. The index is an unmanaged index that represents the U.S. Treasury Inflation-Protection Securities (TIPS) market. The index includes investment-grade TIPS with one or more years to final maturity.

> U.S. Treasury: 99.9% Cash: 0.1%

High-Yield Bond Fund: Seeks to achieve returns that exceed, over time, its benchmark, the ICE BofA U.S. High-Yield BB-B Constrained Index. The index is an unmanaged index of BB-B rated securities that caps any single issuer exposure to 2.0%. The index is indicative of the higher quality high-yield bond market.

> Consumer Cyclical: 19.8% Consumer Non-Cyclical: 14.8% Communications: 18.1% Energy: 13.0% Capital Goods: 9.5% Technology: 6.7% Basic Industry: 3.5% Finance: 5.2% Transportation: 2.8% Other/Cash: 4.4% Other Industrial: 0.9% Utilities: 1.5%

Stock Fund: Seeks to track the performance of the Standard & Poor's 500 Index. The index is an unmanaged index that represents the broad large-capitalization U.S. stock market and is comprised of 500 widely held U.S. stocks chosen by Standard & Poor's.

Information Technology: 32.5% Health Care: 11.7% Financials: 12.4% Consumer Discretionary: 10.0% Communication Services: 9.3% Industrials: 8.1% Consumer Staples: 5.8% Energy: 3.7% Utilities: 2.3% Real Estate: 2.2% Materials: 2.2%

Small/Mid-Capitalization Stock Fund: Seeks to track the performance of the Russell 2500 Index. The index is an unmanaged index that represents the broad middle- to smaller-capitalization U.S. stock market.

```
Industrials: 19.0% Financials: 16.1% Information Technology: 12.3% Health Care: 12.7% Consumer Discretionary: 12.6% Real Estate: 6.8% Materials: 5.8% Energy: 5.8% Consumer Staples: 3.6% Utilities: 2.4% Communication Services: 3.0%
```

International Stock Fund: Seeks to track the performance of the MSCI ACWI ex-U.S. IMI Index. The index is an unmanaged index that represents the equity performance of large, mid- and small-cap segments of developed and emerging markets, excluding the U.S.

```
Financials: 20.3% Industrials: 14.8% Consumer Discretionary: 11.2%
Information Technology: 13.8% Health Care: 9.1% Consumer Staples: 7.1% Materials: 7.7%
Communication Services: 5.0% Energy: 5.3% Real Estate: 2.7% Utilities: 3.1%
```

Global Real Estate Fund: Seeks to track the performance of the FTSE EPRA/NAREIT Developed Index. The index is an unmanaged index that is designed to reflect the performance of listed real estate companies worldwide, including the U.S.

```
Specialized REITs: 18.3% Retail REITs: 16.6% Residential REITs: 13.2% Industrial REITs: 15.6%

Office REITs: 5.5% Health Care REITs: 9.8% Diversified REITs: 6.1%

Real Estate Management & Development: 12.3% Hotel & Resort REITs: 2.6%
```

VRS Investment Portfolio (VRSIP): Seeks to maximize return while managing risk within an acceptable range. Due to the long-term nature of the defined benefit plan's liabilities, the horizon for investment decisions is generally defined as 10 years or longer.

```
Public Equity: 33.0% Private Equity: 17.0% Fixed Income: 14.7% Credit Strategies: 15.1% Real Assets: 12.4% Diversified Strategies: 3.2% PIP: 2.2% EMP: 1.1% Cash: 2.0% Leverage: -0.6%
```

DO-IT-MYSELF FUNDS

Self-Directed Brokerage Account (SDBA): Allows investors to select from thousands of publicly traded mutual funds, exchange-traded funds (ETFs) and individual securities in addition to the available core investment options. The SDBA option is offered through Charles Schwab & Co. The SDBA option is for knowledgeable investors who acknowledge and understand the risks and costs associated with the investments contained in this option.

In addition to the annual record-keeping fee and operating expenses, this option is subject to transaction fees charged by Charles Schwab & Co. and investment management-related fees and expenses for the funds or investments selected.

Investment Option Performance Summary: Defined Contribution Plans

AS OF JUNE 30, 2024

(RETURNS GREATER THAN ONE YEAR ARE ANNUALIZED)

DO-IT-FOR-ME PATH: TARGET DATE PORTFOLIOS

Total Annual Operating Expenses

10 Years or Since Inception 4.28% 4.26%	As a %	Per \$1,000 \$0.60
4.26%	0.06%	\$0.60
		¥0.50
E 0.40/		
5.04%	0.06%	\$0.60
4.99%		
5.89%	0.06%	\$0.60
5.82%		
6.68%	0.06%	\$0.60
6.60%		
7.40%	0.06%	\$0.60
7.29%		
7.97%	0.06%	\$0.60
7.85%		
8.28%	0.06%	\$0.60
8.15%		
8.35%	0.06%	\$0.60
8.23%		
8.77%	0.06%	\$0.60
8.63%		
10.52%	0.06%	\$0.60
10.50%		
	5.04% 4.99% 5.89% 5.82% 6.68% 6.60% 7.40% 7.29% 7.97% 7.85% 8.28% 8.15% 8.23% 8.77% 8.63% 10.52%	5.04% 0.06% 4.99% 0.06% 5.82% 0.06% 6.68% 0.06% 7.40% 0.06% 7.29% 0.06% 7.85% 0.06% 8.15% 0.06% 8.23% 0.06% 8.77% 0.06% 8.63% 0.06% 10.52% 0.06%

(Continued)

Investment Option Performance Summary: Defined Contribution Plans, cont. HELP-ME-DO-IT PATH: INDIVIDUAL OPTIONS

Total Annual Operating Expenses 10 Years Inception or Since Per **Investment Options** Date 1 Year 3 Years 5 Years Inception \$1,000 As a % 2.38% \$0.80 **Money Market Fund** 11/01/99 5.70% 3.37% 1.70% 0.08% Benchmark: FTSE 3-Month Treasury Bill Index Yield as of June 30, 2024, was 5.53% 5.64% 3.17% 2.22% 1.53% **Stable Value Fund** 02/01/95 3.18% 2.24% 2.21% 2.02% 0.24% \$2.40 Custom Benchmark² 3.57% 2.20% Yield as of June 30, 2024, was 3.36% 4.90% 2.50% 11/01/99 **Bond Fund** -2.98% 0.03% \$0.30 2.66% -0.19% 1.40% Benchmark: Bloomberg U.S. Aggregate **Bond Index** 2.63% -3.02% -0.23% 1.35% **Inflation-Protected Bond Fund** 07/30/02 \$0.30 2.78% -1.29% 2.14% 2.00% 0.03% Benchmark: Bloomberg U.S. Treasury Inflation-Protected Securities Index -1.33% 2.07% 2.71% 1.91% 05/31/04 1.47% 4.52% 0.39% **High-Yield Bond Fund** 9.78% 3.87% \$3.90 Benchmark: ICE BofA U.S. High-Yield **BB-B Constrained Index** 10.08% 1.62% 3.66% 4.23% Stock Fund 11/01/99 24.55% 10.01% 15.06% 12.89% 0.01% \$0.10 10.01% 15.05% 12.86% Benchmark: S&P 500 Index 24.56% Small/Mid-Cap Stock Fund 11/01/99 10.57% -0.20% 8.38% 8.08% 0.02% \$0.20 8.31% Benchmark: Russell 2500 Index 10.47% -0.29% 7.99% International Stock Fund 11/01/99 11.17% 0.32% 5.79% 4.08% 0.06% \$0.60 Benchmark: MSCI ACWI ex-U.S. IMI Index³ 11.57% 0.19% 5.62% 3.85% 10/01/02 **Global Real Estate Fund** 5.48% -3.87% 0.18% 2.92% 0.08% \$0.80 Benchmark: FTSE EPRA/NAREIT Developed Index 4.54% -4.77% -0.69% 2.04% VRS Investment Portfolio (VRSIP) 07/01/08 9.88% 5.47% 8.68% 7.60% 0.63% \$6.30 VRS Custom Benchmark⁴ 11.63% 3.88% 7.24% 6.77%

¹ Benchmarks are calculated using blended returns of third-party indices that proportionately reflect the respective weightings of the Portfolios' asset classes. Weightings are adjusted quarterly to reflect the Portfolios' asset allocation shifts over time. Indices currently used to calculate the custom benchmarks are Russell 1000 Index, Russell 2000 Index, MSCI ACWI ex-U.S. IMI Net Dividend Return Index, Bloomberg U.S. Long Credit Bond Index, Bloomberg U.S. Intermediate Credit Bond Index, Bloomberg U.S. Long Government Bond Index, Bloomberg U.S. Intermediate Government Bond Index, Bloomberg U.S. Securitized: MBS, ABS, and CMBS Index, Bloomberg U.S Treasury Inflation Protection Securities (TIPS) Index (Series L), FTSE EPRA NAREIT Developed Index, and the Bloomberg Commodity Index Total Return.

² Effective August 2016, the benchmark represents a hypothetical return generated by the monthly yields of actively traded U.S. Treasuries based on [50% two-year maturity + 50% three-year maturity] plus an annualized spread of 0.25% and is representative of the Fund's expected return profile, given how the Fund is managed and book value accounting treatment. Prior to August 2016, the custom benchmark was based on the monthly yield of actively traded U.S. Treasuries with a three-year maturity plus an annualized spread of 0.50%. The benchmark returns are linked.

³ Effective August 2016, the performance benchmark is the MSCI ACWI ex-U.S. IMI Index. It was the MSCI World ex-U.S. Index from July 2012 through July 2016. The benchmark returns are linked.

⁴ The VRS Custom Benchmark is a blend of the asset class benchmarks at policy weights.