



Allspring VT Discovery SMID Cap Growth Fund

Long Form Financial Statements
Semi-Annual Report

JUNE 30, 2024

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Portfolio of investments

	SHARES	VALUE
Common stocks: 98.21%		
Communication services: 3.26%		
Entertainment: 3.26%		
Liberty Media Corp.-Liberty Live Class C †	48,278	\$ 1,847,599
TKO Group Holdings, Inc. Class A	25,700	<u>2,775,343</u>
		<u>4,622,942</u>
Consumer discretionary: 12.79%		
Broadline retail: 2.94%		
Global-E Online Ltd. †	58,489	2,121,396
MercadoLibre, Inc. †	1,243	<u>2,042,746</u>
		<u>4,164,142</u>
Hotels, restaurants & leisure: 5.64%		
DraftKings, Inc. Class A †	48,500	1,851,245
Dutch Bros, Inc. Class A †	16,800	700,307
Hyatt Hotels Corp. Class A	9,900	1,504,008
Sweetgreen, Inc. Class A †	46,900	1,413,566
Wingstop, Inc.	6,000	<u>2,535,960</u>
		<u>8,005,086</u>
Household durables: 1.27%		
Taylor Morrison Home Corp. †	32,500	<u>1,801,800</u>
Specialty retail: 1.92%		
Burlington Stores, Inc. †	6,800	1,632,000
Wayfair, Inc. Class A †	20,600	<u>1,086,238</u>
		<u>2,718,238</u>
Textiles, apparel & luxury goods: 1.02%		
On Holding AG Class A †	37,200	<u>1,443,360</u>
Consumer staples: 2.71%		
Beverages: 1.13%		
Celsius Holdings, Inc. †	28,200	<u>1,609,938</u>
Personal care products: 1.58%		
e.l.f. Beauty, Inc. †	10,600	<u>2,233,632</u>
Financials: 5.97%		
Capital markets: 4.27%		
Blue Owl Capital, Inc.	83,900	1,489,225
Morningstar, Inc.	9,400	2,780,990
Tradeweb Markets, Inc. Class A	16,800	<u>1,780,800</u>
		<u>6,051,015</u>
Financial services: 1.70%		
Jack Henry & Associates, Inc.	14,500	<u>2,407,290</u>

	SHARES	VALUE
Health care: 20.17%		
Biotechnology: 7.30%		
Ascendis Pharma AS ADR †	8,548	\$ 1,165,776
Halozyme Therapeutics, Inc. †	27,400	1,434,664
Insmed, Inc. †	15,400	1,031,800
Krystal Biotech, Inc. †	5,100	936,564
Natera, Inc. †	32,700	3,541,083
Neurocrine Biosciences, Inc. †	9,500	1,307,865
Vaxcyte, Inc. †	12,300	928,773
		<u>10,346,525</u>
Health care equipment & supplies: 5.00%		
Glaukos Corp. †	11,100	1,313,685
iRhythm Technologies, Inc. †	19,200	2,066,688
Penumbra, Inc. †	8,900	1,601,733
TransMedics Group, Inc. †	14,000	2,108,680
		<u>7,090,786</u>
Health care providers & services: 4.11%		
HealthEquity, Inc. †	32,400	2,792,880
Option Care Health, Inc. †	56,200	1,556,740
RadNet, Inc. †	25,100	1,478,892
		<u>5,828,512</u>
Life sciences tools & services: 3.76%		
Bio-Techne Corp.	29,500	2,113,675
Medpace Holdings, Inc. †	4,500	1,853,325
Repligen Corp. †	10,800	1,361,448
		<u>5,328,448</u>
Industrials: 26.97%		
Aerospace & defense: 3.38%		
AAR Corp. †	22,132	1,608,996
Axon Enterprise, Inc. †	10,800	3,177,792
		<u>4,786,788</u>
Building products: 1.38%		
Advanced Drainage Systems, Inc.	12,214	1,959,003
Commercial services & supplies: 7.40%		
Casella Waste Systems, Inc. Class A †	38,434	3,813,422
RB Global, Inc.	24,700	1,886,092
Rollins, Inc.	34,900	1,702,771
Tetra Tech, Inc.	15,100	3,087,648
		<u>10,489,933</u>
Construction & engineering: 2.97%		
EMCOR Group, Inc.	6,800	2,482,544
Sterling Infrastructure, Inc. †	14,600	1,727,764
		<u>4,210,308</u>

	SHARES	VALUE
Electrical equipment: 1.47%		
Vertiv Holdings Co.	24,100	<u>\$ 2,086,337</u>
Ground transportation: 1.88%		
Saia, Inc. †	5,600	<u>2,656,024</u>
Machinery: 2.47%		
Esab Corp.	17,700	1,671,411
RBC Bearings, Inc. †	6,800	<u>1,834,504</u>
		<u>3,505,915</u>
Professional services: 1.47%		
Parsons Corp. †	25,400	<u>2,077,974</u>
Trading companies & distributors: 4.55%		
Applied Industrial Technologies, Inc.	13,000	2,522,000
SiteOne Landscape Supply, Inc. †	14,061	1,707,146
Watsco, Inc.	4,800	<u>2,223,552</u>
		<u>6,452,698</u>
Information technology: 23.44%		
Electronic equipment, instruments & components: 3.06%		
Novanta, Inc. †	15,400	2,511,894
Teledyne Technologies, Inc. †	4,700	<u>1,823,506</u>
		<u>4,335,400</u>
IT services: 2.60%		
Globant SA †	13,400	2,388,684
MongoDB, Inc. †	5,200	<u>1,299,792</u>
		<u>3,688,476</u>
Semiconductors & semiconductor equipment: 6.04%		
Entegris, Inc.	16,400	2,220,560
Impinj, Inc. †	10,200	1,599,054
Monolithic Power Systems, Inc.	2,000	1,643,360
Onto Innovation, Inc. †	14,100	<u>3,095,796</u>
		<u>8,558,770</u>
Software: 11.74%		
CCC Intelligent Solutions Holdings, Inc. †	243,800	2,708,618
Clearwater Analytics Holdings, Inc. Class A †	123,800	2,292,776
Descartes Systems Group, Inc. †	20,300	1,965,852
Dynatrace, Inc. †	49,900	2,232,526
Procore Technologies, Inc. †	25,100	1,664,381
Samsara, Inc. Class A †	36,000	1,213,200
Sprout Social, Inc. Class A †	26,700	952,656
Tyler Technologies, Inc. †	4,700	2,363,066
Zscaler, Inc. †	6,500	<u>1,249,235</u>
		<u>16,642,310</u>

Financial statements

Statement of assets and liabilities

Assets	
Investments in unaffiliated securities, at value (cost \$113,855,391)	\$139,208,899
Investments in affiliated securities, at value (cost \$1,385,526)	1,385,526
Receivable for investments sold	3,180,623
Receivable for Fund shares sold	59,594
Receivable for dividends	35,376
Prepaid expenses and other assets	313
Total assets	143,870,331
Liabilities	
Payable for investments purchased	1,912,530
Management fee payable	85,700
Payable for Fund shares redeemed	59,279
Distribution fee payable	28,743
Administration fee payable	9,235
Accrued expenses and other liabilities	32,428
Total liabilities	2,127,915
Total net assets	\$141,742,416
Net assets consist of	
Paid-in capital	\$127,896,996
Total distributable earnings	13,845,420
Total net assets	\$141,742,416
Computation of net asset value per share	
Net assets - Class 2	\$141,742,416
Shares outstanding - Class 2 ¹	6,382,811
Net asset value per share - Class 2	\$22.21

¹ The Fund has an unlimited number of authorized shares.

Statement of operations

Investment income

Dividends (net of foreign withholdings taxes of \$1,920)	\$ 198,448
Income from affiliated securities	80,450
Interest	15
Total investment income	278,913

Expenses

Management fee	521,593
Administration fee - Class 2	55,636
Distribution fee - Class 2	173,051
Custody and accounting fees	2,049
Professional fees	31,291
Shareholder report expenses	7,729
Trustees' fees and expenses	12,477
Other fees and expenses	3,888
Total expenses	807,714
Less: Fee waivers and/or expense reimbursements	
Fund-level	(7,939)
Net expenses	799,775
Net investment loss	(520,862)

Realized and unrealized gains (losses) on investments

Net realized gains on investments	6,045,221
Net change in unrealized gains (losses) on investments	5,886,848
Net realized and unrealized gains (losses) on investments	11,932,069
Net increase in net assets resulting from operations	\$11,411,207

Statement of changes in net assets

	SIX MONTHS ENDED JUNE 30, 2024 (UNAUDITED)		YEAR ENDED DECEMBER 31, 2023	
Operations				
Net investment loss		\$ (520,862)		\$ (904,412)
Net realized gains (losses) on investments		6,045,221		(8,866,702)
Net change in unrealized gains (losses) on investments		5,886,848		34,144,066
Net increase in net assets resulting from operations		11,411,207		24,372,952
Capital share transactions				
	SHARES		SHARES	
Proceeds from shares sold - Class 2	177,394	3,899,410	281,719	5,342,811
Payment for shares redeemed - Class 2	(467,103)	(10,072,026)	(1,080,067)	(20,455,322)
Net decrease in net assets resulting from capital share transactions		(6,172,616)		(15,112,511)
Total increase in net assets		5,238,591		9,260,441
Net assets				
Beginning of period		136,503,825		127,243,384
End of period		\$ 141,742,416		\$ 136,503,825

Financial highlights

(For a share outstanding throughout each period)

CLASS 2	SIX MONTHS ENDED	YEAR ENDED DECEMBER 31				
	JUNE 30, 2024 (UNAUDITED)	2023	2022	2021	2020	2019
Net asset value, beginning of period	\$20.46	\$17.03	\$42.74	\$48.73	\$32.85	\$26.14
Net investment loss	(0.08) ¹	(0.13) ¹	(0.18)	(0.48)	(0.34)	(0.25)
Net realized and unrealized gains (losses) on investments	1.83	3.56	(15.32)	(1.89)	19.54	10.47
Total from investment operations	1.75	3.43	(15.50)	(2.37)	19.20	10.22
Distributions to shareholders from						
Net realized gains	0.00	0.00	(10.21)	(3.62)	(3.32)	(3.51)
Net asset value, end of period	\$22.21	\$20.46	\$17.03	\$42.74	\$48.73	\$32.85
Total return²	8.55%	20.14%	(37.85)%	(5.04)%	62.65%	39.02%
Ratios to average net assets (annualized)						
Gross expenses	1.16%	1.16%	1.16%	1.13%	1.14%	1.16%
Net expenses	1.15%	1.14%	1.15%	1.13%	1.14%	1.15%
Net investment loss	(0.75)%	(0.68)%	(0.91)%	(1.03)%	(0.93)%	(0.79)%
Supplemental data						
Portfolio turnover rate	32%	53%	51%	57%	47%	71%
Net assets, end of period (000s omitted)	\$141,742	\$136,504	\$127,243	\$220,823	\$255,954	\$168,489

¹ Calculated based upon average shares outstanding

² Returns include adjustments required by U.S. GAAP and may differ from net asset values and performance reported elsewhere. Returns for periods of less than one year are not annualized. Returns do not reflect fees and expenses charged pursuant to the terms of variable life insurance policies and variable annuity contracts.

Notes to financial statements

1. ORGANIZATION

Allspring Variable Trust (the "Trust"), a Delaware statutory trust organized on March 10, 1999, is an open-end management investment company registered under the Investment Company Act of 1940, as amended (the "1940 Act"). As an investment company, the Trust follows the accounting and reporting guidance in Financial Accounting Standards Board ("FASB") Accounting Standards Codification Topic 946, *Financial Services – Investment Companies*. These financial statements report on the Allspring VT Discovery SMID Cap Growth Fund (the "Fund") which is a diversified series of the Trust. The Trust offers shares of the Fund to separate accounts of various life insurance companies as funding vehicles for certain variable annuity contracts and variable life insurance policies.

2. SIGNIFICANT ACCOUNTING POLICIES

The following significant accounting policies, which are consistently followed in the preparation of the financial statements of the Fund, are in conformity with U.S. generally accepted accounting principles ("GAAP") which require management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of income and expenses during the reporting period. Actual results could differ from those estimates.

Securities valuation

All investments are valued each business day as of the close of regular trading on the New York Stock Exchange (generally 4 p.m. Eastern Time), although the Fund may deviate from this calculation time under unusual or unexpected circumstances.

Equity securities and exchange-traded funds that are listed on a foreign or domestic exchange or market are valued at the official closing price or, if none, the last sales price.

Investments in registered open-end investment companies (other than those listed on a foreign or domestic exchange or market) are valued at net asset value.

Investments which are not valued using the methods discussed above are valued at their fair value, as determined in good faith by Allspring Funds Management, LLC ("Allspring Funds Management"), which was named the valuation designee by the Board of Trustees. As the valuation designee, Allspring Funds Management is responsible for day-to-day valuation activities for the Allspring Funds. In connection with these responsibilities, Allspring Funds Management has established a Valuation Committee and has delegated to it the authority to take any actions regarding the valuation of portfolio securities that the Valuation Committee deems necessary or appropriate, including determining the fair value of portfolio securities. On a quarterly basis, the Board of Trustees receives reports of valuation actions taken by the Valuation Committee. On at least an annual basis, the Board of Trustees receives an assessment of the adequacy and effectiveness of Allspring Funds Management's process for determining the fair value of the portfolio of investments.

Security transactions and income recognition

Securities transactions are recorded on a trade date basis. Realized gains or losses are recorded on the basis of identified cost.

Dividend income is recognized on the ex-dividend date. Dividend income is recorded net of foreign taxes withheld where recovery of such taxes is not assured.

Interest earned on cash balances held at the custodian is recorded as interest income.

Distributions received from REIT investments may be characterized as ordinary income, capital gains, or a return of capital to the Fund based on information provided by the REIT. The proper characterization of REIT distributions is generally not known until after the end of each calendar year. As such, estimates may be used in reporting the character of income and distributions for financial statement purposes.

Distributions to shareholders

Distributions to shareholders from net investment income and any net realized gains are recorded on the ex-dividend date and paid at least annually. Such distributions are determined in accordance with income tax regulations and may differ from U.S. GAAP. Dividend sources are estimated at the time of declaration. The tax character of distributions is determined as of the Fund's fiscal year end. Therefore, a portion of the Fund's distributions made prior to the Fund's fiscal year end may be categorized as a tax return of capital at year end.

Federal and other taxes

The Fund intends to continue to qualify as a regulated investment company by distributing substantially all of its investment company taxable income and any net realized capital gains (after reduction for capital loss carryforwards) sufficient to relieve it from all, or substantially all, federal income taxes. Accordingly, no provision for federal income taxes was required.

The Fund's income and federal excise tax returns and all financial records supporting those returns for the prior three fiscal years are subject to examination by the federal and Delaware revenue authorities. Management has analyzed the Fund's tax positions taken on federal, state, and foreign tax returns, as applicable, for all open tax years and does not believe that there are any uncertain tax positions that require recognition of a tax liability.

As of June 30, 2024, the aggregate cost of all investments for federal income tax purposes was \$116,421,269 and the unrealized gains (losses) consisted of:

Gross unrealized gains	\$29,702,545
Gross unrealized losses	(5,529,389)
Net unrealized gains	\$24,173,156

As of December 31, 2023, the Fund had capital loss carryforwards which consisted of \$6,874,659 in short-term capital losses and \$8,977,436 in long-term capital losses.

3. FAIR VALUATION MEASUREMENTS

Fair value measurements of investments are determined within a framework that has established a fair value hierarchy based upon the various data inputs utilized in determining the value of the Fund's investments. The three-level hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The Fund's investments are classified within the fair value hierarchy based on the lowest level of input that is significant to the fair value measurement. The inputs are summarized into three broad levels as follows:

- Level 1—quoted prices in active markets for identical securities
- Level 2—other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.)
- Level 3—significant unobservable inputs (including the Fund's own assumptions in determining the fair value of investments)

The inputs or methodologies used for valuing investments in securities are not necessarily an indication of the risk associated with investing in those securities.

The following is a summary of the inputs used in valuing the Fund's assets and liabilities as of June 30, 2024:

	QUOTED PRICES (LEVEL 1)	OTHER SIGNIFICANT OBSERVABLE INPUTS (LEVEL 2)	SIGNIFICANT UNOBSERVABLE INPUTS (LEVEL 3)	TOTAL
Assets				
Investments in:				
Common stocks				
<i>Communication services</i>	\$ 4,622,942	\$0	\$0	\$ 4,622,942
<i>Consumer discretionary</i>	18,132,626	0	0	18,132,626
<i>Consumer staples</i>	3,843,570	0	0	3,843,570
<i>Financials</i>	8,458,305	0	0	8,458,305
<i>Health care</i>	28,594,271	0	0	28,594,271
<i>Industrials</i>	38,224,980	0	0	38,224,980
<i>Information technology</i>	33,224,956	0	0	33,224,956
<i>Materials</i>	2,051,650	0	0	2,051,650
<i>Real estate</i>	2,055,599	0	0	2,055,599
Short-term investments				
<i>Investment companies</i>	1,385,526	0	0	1,385,526
Total assets	\$140,594,425	\$0	\$0	\$140,594,425

Additional sector, industry or geographic detail, if any, is included in the Portfolio of Investments.

At June 30, 2024, the Fund did not have any transfers into/out of Level 3.

4. TRANSACTIONS WITH AFFILIATES

Management fee

Allspring Funds Management, a wholly owned subsidiary of Allspring Global Investments Holdings, LLC, a holding company indirectly owned by certain private funds of GTCR LLC and Reverence Capital Partners, L.P., is the manager of the Fund and provides advisory and fund-level administrative services under an investment management agreement. Under the investment management agreement, Allspring Funds Management is responsible for, among other services, implementing the investment objectives and strategies of the Fund, supervising the subadviser and providing fund-level administrative

services in connection with the Fund's operations. As compensation for its services under the investment management agreement, Allspring Funds Management is entitled to receive a management fee at the following annual rate based on the Fund's average daily net assets:

AVERAGE DAILY NET ASSETS	MANAGEMENT FEE
First \$500 million	0.750%
Next \$500 million	0.700
Next \$1 billion	0.650
Next \$2 billion	0.625
Next \$1 billion	0.600
Next \$5 billion	0.590
Over \$10 billion	0.580

For the six months ended June 30, 2024, the management fee was equivalent to an annual rate of 0.75% of the Fund's average daily net assets.

Allspring Funds Management has retained the services of a subadviser to provide daily portfolio management to the Fund. The fee for subadvisory services is borne by Allspring Funds Management. Allspring Global Investments, LLC, an affiliate of Allspring Funds Management and a wholly owned subsidiary of Allspring Global Investments Holdings, LLC, is the subadviser to the Fund and is entitled to receive a fee from Allspring Funds Management at an annual rate starting at 0.45% and declining to 0.35% as the average daily net assets of the Fund increase.

Administration fee

Under a class-level administration agreement, Allspring Funds Management provides class-level administrative services to the Fund, which includes paying fees and expenses for services provided by the transfer agent, sub-transfer agents, omnibus account servicers and record-keepers. As compensation for its services under the class-level administration agreement, Allspring Funds Management receives an annual fee of 0.08% which is calculated based on the average daily net assets of Class 2 shares.

Waivers and/or expense reimbursements

Allspring Funds Management has contractually committed through April 30, 2025 to waive fees and/or reimburse management and administration fees to the extent necessary to cap the Fund's expenses at 1.15% for Class 2 shares. Prior to or after the commitment expiration date, the cap may be increased or the commitment to maintain the cap may be terminated only with the approval of the Board of Trustees.

Distribution fee

The Trust has adopted a distribution plan for Class 2 shares pursuant to Rule 12b-1 under the 1940 Act. A distribution fee is charged to Class 2 shares and paid to Allspring Funds Distributor, LLC, the principal underwriter, an affiliate of Allspring Funds Management, at an annual rate up to 0.25% of the average daily net assets of Class 2 shares.

Interfund transactions

The Fund may purchase or sell portfolio investment securities to certain affiliates pursuant to Rule 17a-7 under the 1940 Act and under procedures adopted by the Board of Trustees. The procedures have been designed to ensure that these interfund transactions, which do not incur broker commissions, are effected at current market prices. Pursuant to these procedures, the Fund did not have any interfund transactions during the six months ended June 30, 2024.

5. INVESTMENT PORTFOLIO TRANSACTIONS

Purchases and sales of investments, excluding U.S. government obligations (if any) and short-term securities, for the six months ended June 30, 2024 were \$43,649,045 and \$50,038,292, respectively.

6. BANK BORROWINGS

The Trust, Allspring Master Trust and Allspring Funds Trust (excluding the money market funds) are parties to a \$350,000,000 revolving credit agreement whereby the Fund is permitted to use bank borrowings for temporary or emergency purposes, such as to fund shareholder redemption requests. Interest under the credit agreement is charged to the Fund based on a borrowing rate equal to the higher of the Federal Funds rate or the overnight bank funding rate in effect on that day plus a spread. In addition, an annual commitment fee based on the unused balance is allocated to each participating fund.

For the six months ended June 30, 2024, there were no borrowings by the Fund under the agreement.

7. CONCENTRATION RISKS

As of the end of the period, the Fund concentrated its portfolio of investments in industrials sector. A fund that invests a substantial portion of its assets in any sector may be more affected by changes in that sector than would be a fund whose investments are not heavily weighted in any sector.

8. INDEMNIFICATION

Under the Fund's organizational documents, the officers and Trustees have been granted certain indemnification rights against certain liabilities that may arise out of performance of their duties to the Fund. The Fund has entered into a separate agreement with each Trustee that converts indemnification rights currently existing under the Fund's organizational documents into contractual rights that cannot be changed in the future without the consent of the Trustee. Additionally, in the normal course of business, the Fund may enter into contracts with service providers that contain a variety of indemnification clauses. The Fund's maximum exposure under these arrangements is dependent on future claims that may be made against the Fund and, therefore, cannot be estimated.

Other information

Proxy voting information

A description of the policies and procedures used to determine how to vote proxies relating to portfolio securities is available without charge, upon request, by calling **1-866-259-3305**, visiting our website at **allspringglobal.com**, or visiting the SEC website at sec.gov. Information regarding how the proxies related to portfolio securities were voted during the most recent 12-month period ended June 30 is available on the website at **allspringglobal.com** or by visiting the SEC website at sec.gov.

Quarterly portfolio holdings information

The Fund files its complete schedule of portfolio holdings with the SEC for the first and third quarters of each fiscal year as an exhibit to its reports on Form N-PORT. Shareholders may view the filed Form N-PORT by visiting the SEC website at sec.gov.

Item 8. Changes in and disagreements with accountants

Not applicable

Item 9. Matters submitted to fund shareholders for a vote

Not applicable

Item 10. Remuneration paid to directors, officers and others

Refer to information in the Statement of operations.

Item II. Statement regarding basis for the board’s approval of investment advisory contract

Board consideration of investment management and sub-advisory agreements:

Under the Investment Company Act of 1940 (the “1940 Act”), the Board of Trustees (the “Board”) of Allspring Variable Trust (the “Trust”) must determine annually whether to approve the continuation of the Trust’s investment management and sub-advisory agreements. In this regard, at a Board meeting held on May 28-30, 2024 (the “Meeting”), the Board, all the members of which have no direct or indirect interest in the investment management and sub-advisory agreements and are not “interested persons” of the Trust, as defined in the 1940 Act (the “Independent Trustees”), reviewed and approved for the Allspring VT Discovery SMID Cap Growth Fund (the “Fund”): (i) an investment management agreement (the “Management Agreement”) with Allspring Funds Management, LLC (“Allspring Funds Management”); and (ii) an investment sub-advisory agreement (the “Sub-Advisory Agreement”) with Allspring Global Investments, LLC (the “Sub-Adviser”), an affiliate of Allspring Funds Management. The Management Agreement and the Sub-Advisory Agreement are collectively referred to as the “Advisory Agreements.”

At the Meeting, the Board considered the factors and reached the conclusions described below relating to the selection of Allspring Funds Management and the Sub-Adviser and the approval of the Advisory Agreements. Prior to the Meeting, including at a meeting of the Board held in April 2024, and at the Meeting, the Trustees conferred extensively among themselves and with representatives of Allspring Funds Management about these matters. The Board has adopted a team-based approach, with each team consisting of a sub-set of Trustees, to assist the full Board in the discharge of its duties in reviewing investment performance and other matters throughout the year. The Independent Trustees were assisted in their evaluation of the Advisory Agreements by independent legal counsel, from whom they received separate legal advice and with whom they met separately.

In providing information to the Board, Allspring Funds Management and the Sub-Adviser were guided by a detailed set of requests for information submitted to them by independent legal counsel on behalf of the Independent Trustees at the start of the Board’s annual contract renewal process earlier in 2024. In considering and approving the Advisory Agreements, the Trustees considered the information they believed relevant, including but not limited to the information discussed below. The Board considered not only the specific information presented in connection with the Meeting, but also the knowledge gained over time through interactions with Allspring Funds Management and the Sub-Adviser about various topics. In this regard, the Board reviewed reports of Allspring Funds Management at each of its quarterly meetings, which included, among other things, portfolio reviews and investment performance reports. In addition, the Board and the teams mentioned above confer with portfolio managers at various times throughout the year. The Board did not identify any particular information or consideration that was all-important or controlling, and each individual Trustee may have attributed different weights to various factors.

After its deliberations, the Board unanimously determined that the compensation payable to Allspring Funds Management and the Sub-Adviser under each of the Advisory Agreements was reasonable, and approved the continuation of the Advisory Agreements for a one-year term. The Board considered the approval of the Advisory Agreements for the Fund as part of its consideration of agreements for funds across the complex, but its approvals were made on a fund-by-fund basis. The following summarizes a number of important, but not necessarily all, factors considered by the Board in support of its approvals.

Nature, extent, and quality of services

The Board received and considered various information regarding the nature, extent, and quality of services provided to the Fund by Allspring Funds Management and the Sub-Adviser under the Advisory Agreements. This information included a description of the investment advisory services and Fund-level administrative services covered by the Management Agreement, as well as, among other things, a summary of the background and experience of senior management of Allspring Global Investments, of which Allspring Funds Management and the Sub-Adviser are a part, and a summary of investments made in the Allspring Global Investments business.* The Board also received information about the services that continue to be provided by Wells Fargo & Co. and/or its affiliates (“Wells Fargo”) since the sale of Wells Fargo Asset Management to Allspring Global Investments Holdings, LLC, a holding company indirectly owned by certain private funds of GTCR LLC and Reverence Capital Partners, L.P., under a transition services agreement and an update on the anticipated timeline for exiting the transition services agreement. In addition, the Board received and considered information about the full range of services provided to the Fund by Allspring Funds Management and its affiliates.

The Board considered the qualifications, background, tenure, and responsibilities of each of the portfolio managers primarily responsible for the day-to-day portfolio management of the Fund. The Board noted that the portfolio managers responsible for the day-to-day portfolio management of the Fund would be changing during the Summer of 2024, and the Board considered the revised portfolio management team that would be taking over portfolio management responsibilities. The Board evaluated the ability of Allspring Funds Management and the Sub-Adviser to attract and retain qualified investment professionals, including research, advisory, and supervisory personnel.

* The trade name for the asset management firm that includes Allspring Funds Management and the Sub-Adviser is “Allspring Global Investments.”

The Board further considered the compliance programs and compliance records of Allspring Funds Management and the Sub-Adviser. The Board received and considered information about Allspring Global Investments' risk management functions, which included information about Allspring Funds Management's and the Sub-Adviser's business continuity plans, their approaches to data privacy and cybersecurity, Allspring Funds Management's role as administrator of the Fund's liquidity risk management program, and fair valuation designee. The Board also received and considered information about Allspring Funds Management's intermediary and vendor oversight program.

Fund investment performance and expenses

The Board considered the investment performance results for the Fund over various time periods ended December 31, 2023. The Board considered these results in comparison to the investment performance of funds in a universe that was determined by Broadridge Inc. ("Broadridge") to be similar to the Fund (the "Universe"), and in comparison to the Fund's benchmark index and to other comparative data. Broadridge is an independent provider of investment company data. The Board received a description of the methodology used by Broadridge to select the mutual funds in the performance Universe. The Board noted that the investment performance of the Fund was lower than the average investment performance of the Universe for all periods under review. The Board also noted that the investment performance of the Fund was higher than the investment performance of its benchmark index, the Russell 2500™ Growth Index, for the one-year period under review, but lower for all other periods under review.

The Board received information concerning, and discussed factors contributing to, the underperformance of the Fund relative to the Universe and benchmark for the periods identified above. The Board took note of the explanations for the relative underperformance during these periods, including with respect to the investment decisions and market factors that affected the Fund's investment performance.

The Board also received and considered information regarding the Fund's net operating expense ratio and its various components, including actual management fees, custodian and other non-management fees, and Rule 12b-1 and non-Rule 12b-1 shareholder service fees. The Board considered this ratio in comparison to the median ratios of funds in an expense group that was determined by Broadridge to be similar to the Fund (the "Group"). The Board received a description of the methodology used by Broadridge to select the mutual funds in the expense Group and an explanation of how funds comprising expense group and their expense ratios may vary from year-to-year. Based on the Broadridge reports, the Board noted that the net operating expense ratio of the Fund was in range of the median net operating expense ratio of the expense Group.

The Board took into account the Fund's investment performance and expense information provided to it among the factors considered in deciding to re-approve the Advisory Agreements.

Investment management and sub-advisory fee rates

The Board reviewed and considered the contractual fee rate payable by the Fund to Allspring Funds Management under the Management Agreement, as well as the contractual fee rate payable by the Fund to Allspring Funds Management for class-level administrative services under a Class-Level Administration Agreement, which includes, among other things, class-level transfer agency and sub-transfer agency costs (collectively, the "Management Rate"). The Board also reviewed and considered the contractual investment sub-advisory fee rate that is payable by Allspring Funds Management to the Sub-Adviser for investment sub-advisory services. It was noted that advisory fee waivers, if any, are at the fund level and not class level.

Among other information reviewed by the Board was a comparison of the Fund's Management Rate with the average contractual investment management fee rates of funds in the expense Groups at a common asset level as well as transfer agency costs of the funds in the expense Groups. The Board noted that the Management Rate of the Fund was lower than the sum of the average rates for the Fund's expense Group.

The Board also received and considered information about the portion of the total management fee that was retained by Allspring Funds Management after payment of the fee to the Sub-Adviser for sub-advisory services. In assessing the reasonableness of this amount, the Board received and evaluated information about the nature and extent of responsibilities retained and risks assumed by Allspring Funds Management and not delegated to or assumed by the Sub-Adviser, and about Allspring Funds Management's on-going oversight services. Given the affiliation between Allspring Funds Management and the Sub-Adviser, the Board ascribed limited relevance to the allocation of fees between them.

The Board also received and considered information about the nature and extent of services offered and fee rates charged by Allspring Funds Management and the Sub-Adviser to other types of clients with investment strategies similar to those of the Fund. In this regard, the Board received information about the significantly greater scope of services, and compliance, reporting and other legal and regulatory obligations and risks of managing proprietary mutual funds compared with those associated with managing assets of other types of clients, including third-party sub-advised fund clients and non-mutual fund clients such as institutional separate accounts.

Based on its consideration of the factors and information it deemed relevant, including those described here, the Board determined that the compensation payable to Allspring Funds Management under the Management Agreement and to the Sub-Adviser under the Sub-Advisory Agreement was reasonable.

Profitability

The Board received and considered information concerning the profitability of Allspring Funds Management, as well as the profitability of Allspring Global Investments, from providing services to the fund complex as a whole. The Board noted that the Sub-Adviser's profitability information with respect to providing services to the Fund and other funds in the complex was subsumed in the Allspring Global Investments profitability analysis.

Allspring Funds Management reported on the methodologies and estimates used in calculating profitability, including a description of the methodology used to allocate certain expenses. Among other things, the Board noted that the levels of profitability reported on a fund-by-fund basis varied widely, depending on factors such as the size, type, and age of fund.

Based on its review, the Board did not deem the profits reported by Allspring Funds Management or Allspring Global Investments from services provided to the Fund to be at a level that would prevent it from approving the continuation of the Advisory Agreements.

Economies of scale

The Board received and considered information about the potential for Allspring Funds Management to experience economies of scale in the provision of management services to the Fund, the difficulties of isolating and quantifying economies of scale at an individual fund level, and the extent to which potential scale benefits are shared with Fund shareholders. The Board noted the existence of breakpoints in the Fund's management fee structure, which operate generally to reduce the Fund's expense ratios as the Fund grows in size, and the size of the Fund in relation to such breakpoints. The Board considered that in addition to management fee breakpoints, Allspring Funds Management shares potential economies of scale from its management business in a variety of ways, including through fee waiver and expense reimbursement arrangements, competitive management fee rates set at the outset without regard to breakpoints, and investments in the business intended to enhance services available to shareholders.

The Board concluded that Allspring Funds Management's arrangements with respect to the Fund, including contractual breakpoints, constituted a reasonable approach to sharing potential economies of scale with the Fund and its shareholders.

Other benefits to Allspring Funds Management and the Sub-Adviser

The Board received and considered information regarding potential "fall-out" or ancillary benefits received by Allspring Funds Management and its affiliates, including the Sub-Adviser, as a result of their relationships with the Fund. Ancillary benefits could include, among others, benefits directly attributable to other relationships with the Fund and benefits potentially derived from an increase in Allspring Funds Management's and the Sub-Adviser's business as a result of their relationships with the Fund. The Board noted that Allspring Funds Distributor, LLC, an affiliate of Allspring Funds Management, receives distribution-related fees in respect of shares sold or held through it. The Board also reviewed information about soft dollar credits earned and utilized by the Sub-Adviser.

Based on its consideration of the factors and information it deemed relevant, including those described here, the Board did not find that any ancillary benefits received by Allspring Funds Management and its affiliates, including the Sub-Adviser, were unreasonable.

Conclusion

At the Meeting, after considering the above-described factors and based on its deliberations and its evaluation of the information described above, the Board unanimously determined that the compensation payable to Allspring Funds Management and the Sub-Adviser under each of the Advisory Agreements was reasonable, and approved the continuation of the Advisory Agreements for a one-year term.



For more information

More information about Allspring Funds is available free upon request. To obtain literature, please write, visit the Fund's website, or call:

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Retail investment professionals: **1-888-877-9275**
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Allspring Global Investments™ is the trade name for the asset management firms of Allspring Global Investments Holdings, LLC, a holding company indirectly owned by certain private funds of GTCR LLC and Reverence Capital Partners, L.P. These firms include but are not limited to Allspring Global Investments, LLC, and Allspring Funds Management, LLC. Certain products managed by Allspring entities are distributed by Allspring Funds Distributor, LLC (a broker-dealer and Member FINRA/SIPC).

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