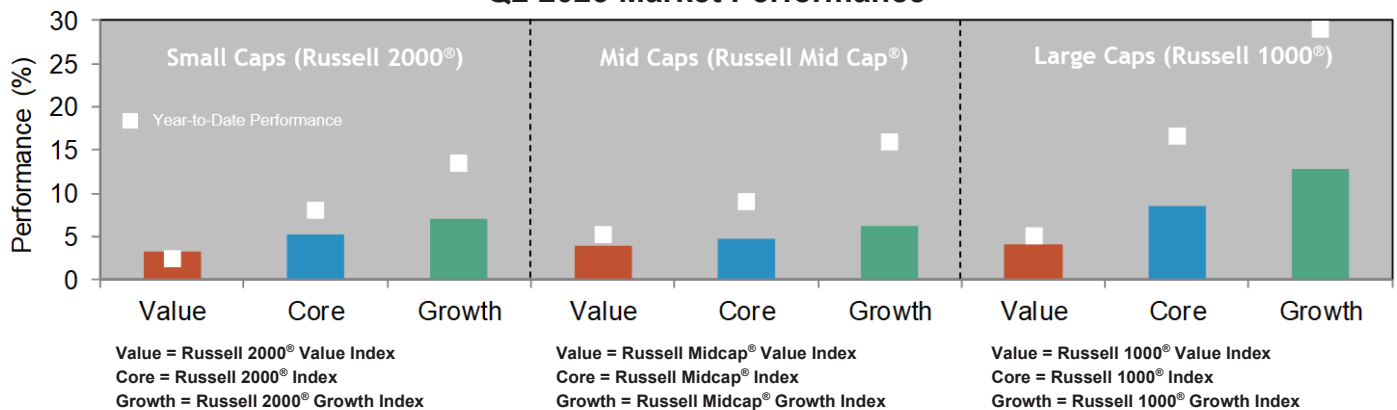


## Quarterly Highlights

- The Victory RS Growth Fund (Class A Shares, without sales charge) returned 13.80% for the three months ended June 30, 2023, outperforming the Russell 1000® Growth Index,<sup>1</sup> which returned 12.81%.
- Fund performance relative to the benchmark was positively impacted by stock selection in the Technology and Health Care sectors; outperformance was partially offset by stock selection within the Financial Services sector.
- This period's strong absolute performance was aided in part by the relative performance of secular growth stocks as large growth, as defined by the Russell 1000® Growth Index, materially outperformed large value, as defined by the Russell 1000® Value Index,<sup>2</sup> returning 12.81% vs. 4.07%. Large growth was the best performing style within U.S. equity markets.
- Despite the challenging performance over the past few years for growth, large-cap growth stocks have outperformed their large-cap value counterparts over 3, 5, 10, and 15 years as of June 30, 2023, per Russell.

## Market Performance / Fundamentals Snapshot

### Q2 2023 Market Performance



*Index returns are for illustrative purposes only and do not represent actual Fund performance. Index performance does not reflect management fees, transaction costs or expenses. Indexes are unmanaged and one cannot invest directly in an index. Past performance does not guarantee future results.*

## Market Commentary

During the second quarter of 2023 domestic stocks exhibited continued strength across investment styles, with the broader U.S. equity market up in each of the three months of the quarter. Corporate earnings and employment trends continued to defy skeptics, and there were ongoing signs suggesting that inflation has already peaked. That was welcome news for growth stocks, which have continued to lead the way in this year's market rebound, with the Russell 3000® Growth Index<sup>3</sup> up 12.47% in the quarter and 28.05% year-to-date through June. Meanwhile, the Russell 3000® Value Index<sup>4</sup> was up a more modest 4.03% and 4.98% in the respective quarter and year-to-date periods. Despite the robust rebound for stocks during the first half of this year, there are some potential headwinds ahead. More bearish investors point to concerns over the lagging impact of higher interest rates, the continued slowdown in housing, earnings expectations that have recently moved lower, and geopolitical concerns surrounding the ongoing war between Russia and Ukraine, as well as diplomatic tension between the U.S. and China.

Still, markets continued their rebound from what had been a challenging 2022 in both equity and fixed income markets. The quarter saw strong absolute performance for growth stocks, led by the technology sector, which continued its torrid 2023 performance. Growth styles also benefited from their lower exposure to the energy sector, which has been lagging in recent periods after leading the way since the reopening of the post-pandemic economy. The Russell 1000® Growth Index was the top performer of all major domestic indices during the second quarter, up 12.81%, while the Russell 2000® Growth Index<sup>5</sup> gained 7.05%. This compares favorably to the more modest gains posted by the Russell 1000® Value Index (up 4.07%) and Russell 2000® Value Index<sup>6</sup> (up 3.18%) during the quarter. Corporate operations and earnings among growth-oriented companies have done better than expected, which meant that the much-reduced valuations heading into the new year (and the commensurate more favorable risk-reward tradeoff) rewarded growth-oriented investors that were willing to take the plunge when growth stocks were so out of favor.

Small-cap investing (and small growth in particular) currently stands out as an investment style that continues to look attractive compared to other segments of the market, particularly when comparing relative valuations to large growth stocks. Despite the challenging performance over the past few years, it's important to remember that growth-oriented stocks have continued to shine across market caps over 3, 5, 10, and 15 years, and the current price-to-earnings discount of small growth has set a new record low compared to large growth.

Our team remains focused on potentially exciting opportunities for secular growth companies. We believe the multi-year underperformance of small growth companies that appear materially better off over the secular horizon will allow them to outperform their value counterparts. In our opinion, we remain in the early stages of a secular shift that is altering how consumers, businesses, and employees will interact following the massive “test run” of technology-aided solutions we witnessed during the earlier days of the pandemic, while new technologies such as artificial intelligence are likely to make a material impact in coming years.

### Investment Strategy

The Victory RS Growth Fund (the “Fund”) is guided by our philosophy that sustainable earnings growth drives long-term share price appreciation. Our investment process is focused on finding innovative companies whose core business can continue to grow over time.

The team seeks companies with products and services that are growing organically, creating new markets or taking market share from existing companies. We are focused on finding companies whose business values can appreciate regardless of the underlying market environment. The Fund is led by the team’s chief investment officer, Scott Tracy, along with portfolio managers Steve Bishop, Melissa Chadwick-Dunn, Chris Clark, and Paul Leung. The five co-portfolio managers, as well as three research analysts, serve as sector specialists and are supported by two associates, drawing on strong relationships with industry experts and company management teams.

Together, we conduct over 2,000 company meetings each year through in-person meetings, conference calls, and trade shows. We then back up our findings through discussions with industry leaders and third-party sources. We are long-term investors and seek to establish definable “anchor points,” which are quantifiable metrics that help determine a company’s potential long-term growth trajectory. Anchor points arise from our analysis of a company’s long-term capabilities and performance goals over three to five years. These long-term anchor points serve as guideposts to help us measure a company’s progress as it executes its business strategy, regardless of what is taking place in the overall market, and help prevent distractions caused by short-term stock price movements and inevitable market volatility.

### Performance Review

The Victory RS Growth Fund (Class A Shares, without sales charge) returned 13.80% for the three months ended June 30, 2023, outperforming the Russell 1000® Growth Index, which returned 12.81%. Fund performance relative to the benchmark was positively impacted by stock selection in the Technology and Health Care sectors; outperformance was partially offset by stock selection within the Financial Services sector. This period’s strong absolute performance was aided in part by the relative performance of secular growth stocks as large growth, as defined by the Russell 1000® Growth Index, materially outperformed large value, as defined by the Russell 1000® Value Index, returning 12.81% vs. 4.07%. Large growth was the best performing style within U.S. equity markets. Despite the challenging performance over the past few years for growth, large-cap growth stocks have outperformed their large-cap value counterparts over 3, 5, 10, and 15 years as of June 30, 2023, per Russell.

### Top Contributing Sector: Technology

The largest contributor to outperformance within Technology was Meta Platforms, Inc. (3.40% ending weight), the largest social network with more than 3 billion monthly active users. We own Meta for the exposure to the secular growth trends in digital and social advertising, with a significant shift toward digital platforms and widespread use of social networks. We also believed concerns about Reels’ impact on Meta’s performance were exaggerated, as historical data suggests temporary deceleration before stabilization, and Reels’ monetization is expected to outperform previous features. In the most recent quarter the company performed exceptionally well and surpassed expectations, driven by robust ad revenue growth, record-high user stats, and improved operating expenses. The company’s emphasis on artificial intelligence, positive outlook for Reels, potential mid-teens EPS, discounted valuation, and strategic initiatives contribute to the optimistic sentiment.

### Top Detracting Sector: Financial Services

Within the Financial Services sector, one of the largest underperformers was real estate holding SBA Communications Corp. (0.76% ending weight), a real estate investment trust that engages in the provision of wireless communications infrastructures. We own SBA because it has a dominant position in the U.S. site leasing market, with long-term contracts and price escalators, strong international growth potential, and ancillary services. Its focus on accelerating U.S. capex spend, resilient end user demand, high-quality cash flows, and flexibility for debt reduction make it an attractive investment with the potential for double-digit AFFO/share growth and substantial dividend growth. The stock struggled in the most recent quarter as it became clearer that 2023 may be a transition year for U.S. tower spending (with telecom companies prioritizing dividends), and the anticipation of 5G reacceleration in 2024 may have contributed to the market’s cautious outlook, despite SBAC’s clean results and potential for organic growth.

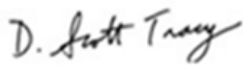
### Market and Strategy Outlook

Reduced concerns regarding inflation, logistical issues resulting from the Ukraine-Russia war, and the impact of higher interest rates have eased investor uncertainty in recent months. We expect the recent decrease in market volatility and improved stability in economic data to continue in the coming quarters. As the economy and markets recover, we see abundant opportunity across sectors, industries, and market caps. Certain areas of the economy appear better positioned to adapt and grow, while company valuations vary significantly. We are optimistic about the productivity of workers and consumers, as well as business and residential investment, as we approach year-end.

In the current investment landscape, there is a notable opportunity for secular growth companies within the small-cap growth universe. Despite their relative underperformance since November 2020, smaller-cap secular growth companies have displayed continued strength in their underlying fundamentals. We anticipate this strength to persist, especially given the bounce back in the most recent quarter with better-than-expected execution and performance. Conversely, more cyclical companies may face headwinds as valuations have caught up to fundamentals after a strong run since late 2020.

Overall, while some uncertainty remains, the market environment in the second quarter of 2023 is expected to be more stable. We believe lower inflation, resolved logistical issues, and the anticipation of reaching peak investment rates sooner rather than later will influence investment decisions and that opportunities will emerge in sectors and industries that demonstrate resilience and sustained growth. We feel that secular growth companies within the growth universe are particularly attractive due to their strong fundamentals and potential for continued outperformance.

**Thank you for your continued investment.**



D. Scott Tracy, CFA  
CIO, Co-Portfolio Manager



Steve Bishop  
Co-Portfolio Manager



Melissa Chadwick-Dunn  
Co-Portfolio Manager



Chris Clark, CFA  
Co-Portfolio Manager



Paul Leung, CFA  
Co-Portfolio Manager

### Sector Allocation<sup>7</sup>

As of June 30, 2023

Sector	% of Portfolio
Technology	50.8%
Health Care	12.2%
Consumer Discretionary	16.6%
Producer Durables	6.7%
Financial Services	7.5%
Consumer Staples	3.4%
Energy	0.8%
Materials & Processing	0.8%
[Cash]	1.1%
Utilities	0.0%

### Top 10 Holdings<sup>8</sup>

As of June 30, 2023

Holding	% of Portfolio
Microsoft Corporation	12.14%
Apple Inc.	11.56%
NVIDIA Corporation	5.63%
Alphabet Inc. Class C	4.92%
Amazon.com, Inc.	4.42%
Visa Inc. Class A	4.05%
Eli Lilly and Company	3.86%
Tesla, Inc.	3.63%
Meta Platforms Inc. Class A	3.40%
Vertex Pharmaceuticals Incorporated	2.95%

### Performance

Average Annual Returns as of June 30, 2023

Victory RS Growth Fund (Class A – RSGRX)	Second Quarter 2023	1-Year	3-Year	5-Year	10-Year	Since Inception (5/12/92)
without sales charge	13.80%	25.38%	10.07%	10.06%	12.97%	10.28%
with maximum sales charge (5.75%)	7.26%	18.19%	7.93%	8.77%	12.30%	10.07%
Russell 1000 <sup>®</sup> Growth Index <sup>1</sup>	12.81%	27.11%	13.73%	15.14%	15.74%	10.23%

**Past performance does not guarantee future results. The performance data quoted represents past performance and current returns may be lower or higher. The investment return and principal value will fluctuate so that an investor's shares, when redeemed, may be worth more or less than the original cost. To obtain performance information current to the most recent month-end, visit [www.vcm.com](http://www.vcm.com).** Returns include reinvestment of dividends and capital gains. Performance returns for periods of less than one year are not annualized. Fee waivers and/or expense reimbursements were in place for some or all periods shown, without which Fund performance would have been lower.

The Fund's total gross/net annual operating expense ratio as of the most current prospectus for the Class A Shares is 1.18%/1.10%. Net expense ratio reflects the contractual waiver and/or reimbursement of management fees through April 30, 2024.

**Carefully consider the fund's investment objectives, risks, charges and expenses before investing. To obtain a prospectus or summary prospectus containing this and other important information, visit [www.vcm.com/prospectus](http://www.vcm.com/prospectus). Read it carefully before investing.**

**All investing involves risk, including potential loss of principal.** In addition to the normal risks associated with investing, investments in mid-size companies can typically exhibit higher volatility. Investments concentrated in an industry or group of industries may face more risks and exhibit higher volatility than investments that are more broadly diversified over industries or sectors. Technology companies may be adversely affected by economic downturns, short product cycles, aggressive pricing, market competition, and government regulation. The Fund may frequently change its holdings, resulting in higher fees, lower returns, and more capital gains. The value of your investment is also subject to geopolitical risks such as wars, terrorism, environmental disasters, and public health crises; the risk of technology malfunctions or disruptions; and the responses to such events by governments and/or individual companies.

- 1 The Russell 1000<sup>®</sup> Growth Index is a market-capitalization-weighted index that measures the performance of those companies in the Russell 1000<sup>®</sup> Index (which consists of the 1,000 largest U.S. companies based on total market capitalization) with higher price-to-book ratios and higher forecasted growth values.
- 2 The Russell 1000<sup>®</sup> Value Index is a market-capitalization-weighted index that measures the performance of those companies in the Russell 1000<sup>®</sup> Index (which consists of the 1,000 largest U.S. companies based on total market capitalization) with lower price-to-book ratios and lower forecasted growth values.
- 3 The Russell 3000<sup>®</sup> Growth Index is a market-capitalization-weighted index that measures the performance of those companies in the Russell 3000<sup>®</sup> Index (which consists of the 3,000 largest U.S. companies based on total market capitalization) with higher price-to-book ratios and higher forecasted growth values.
- 4 The Russell 3000<sup>®</sup> Value Index is a market-capitalization-weighted index that measures the performance of those companies in the Russell 3000<sup>®</sup> Index (which consists of the 3,000 largest U.S. companies based on total market capitalization) with lower price-to-book ratios and lower forecasted growth values.
- 5 The Russell 2000<sup>®</sup> Growth Index is a market-capitalization-weighted index that measures the performance of those companies in the Russell 2000<sup>®</sup> Index (which consists of the 2,000 smallest-cap companies in the Russell 3000<sup>®</sup> Index) with higher price-to-book ratios and higher forecasted growth values.
- 6 The Russell 2000<sup>®</sup> Value Index is a market-capitalization-weighted index that measures the performance of those companies in the Russell 2000<sup>®</sup> Index (which consists of the 2,000 smallest-cap companies in the Russell 3000<sup>®</sup> Index) with lower price-to-book ratios and lower forecasted growth values.
- 7 The Fund's holdings are allocated to each sector based on the Russell Global Sectors Standard (RGS). If a holding is not classified by Russell, it is assigned a Russell designation by RS Investments. Cash includes short-term investments and net other assets and liabilities.
- 8 Portfolio holdings are subject to change and should not be considered a recommendation to buy or sell individual securities.

Index returns reflect the reinvestment of dividends and capital gains but do not include advisory fees, transaction costs, or other expenses. One cannot invest directly in an index.

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