

VICTORY RS MID CAP GROWTH FUND QUARTERLY COMMENTARY

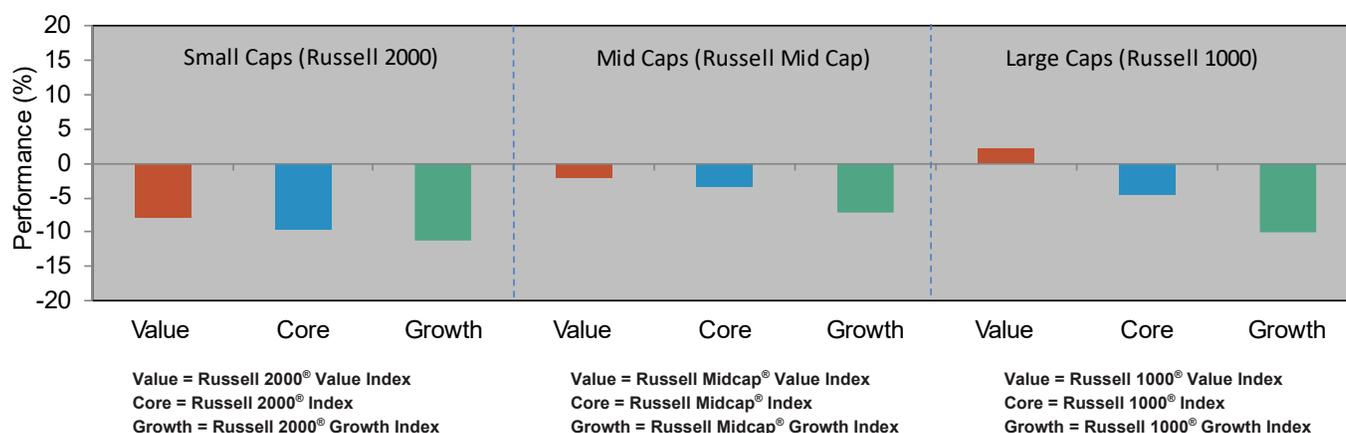
As of March 31, 2025

Quarterly Highlights

- The Victory RS Mid Cap Growth Fund (Class A Shares, without sales charge) returned -11.50% for the three months ended March 31, 2025, underperforming the Russell Midcap® Growth Index,¹ which returned -7.12%.
- Fund performance relative to the benchmark was negatively impacted by stock selection in the Technology sector; underperformance was partially offset by stock selection in the Consumer Discretionary sector.
- This period's absolute performance was hindered in part by the relative performance of secular mid-cap growth stocks as mid growth, as defined by the Russell Midcap® Growth Index, underperformed mid-cap value, as defined by the Russell Midcap® Value Index,² -7.12% vs. -2.11%.
- We continue to believe technology-oriented companies are better positioned for the longer term, especially following the massive “test run” of technology-aided solutions people have leveraged to work, shop, and communicate from home, which we believe has permanently sped up the adoption of these new technologies at the expense of legacy products and services.
- Mid-cap growth stocks have outperformed their mid-cap value counterparts over 3, 10 and 15 years as of March 31, 2025, per Russell.

Market Performance / Fundamentals Snapshot

Q1 2025 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

After two consecutive years of impressive 20%-plus annual returns for the broad market (as measured by the S&P 500® Index³), the bellwether large-cap index shed 4.3% during the first quarter. The tech-heavy Nasdaq Composite fared even worse, losing 10.3% during the quarter. This was the worst performance for these indexes since the second and third quarters of 2022, respectively.

The sharp decline in stocks and subsequent elevated volatility comes as no real surprise. In fact, the pullback began in earnest in December 2024 after post-election euphoria—and the expectation for pro-business policies—was largely replaced by declining investor sentiment. Investors wondered about President Trump’s commitment to installing and enforcing a wide range of tariffs. Was this a negotiating tactic given the steep trade imbalance that the U.S. has with most other countries? Would this encourage the repatriation of supply chains and boost domestic manufacturing? Or would this type of intervention usher in a new era of elevated

inflation, put the brakes on global trade, and act as a headwind for corporate profits? The market despises such uncertainty, and thus we are not entirely surprised that investors became more risk-averse during the first quarter.

Monetary policy and the trajectory of interest rates have also been pain points for U.S. investors. Tariffs are, in effect, a form of taxation, and to the extent possible, future higher costs are likely to be passed on to consumers. This could have a ripple effect in terms of inflation. The Federal Reserve has already signaled intentions to slow-roll future interest rate cuts, and if future CPI readings suggest the re-emergence of inflation, the Fed may be inclined to take an even slower path with regard to monetary policy.

In terms of investment styles, growth stocks underperformed their value counterparts during the first quarter. The uncertainties surrounding interest rates, as well as the strong run that many high-growth names had enjoyed over the past several years, made them somewhat vulnerable to a pullback. The Russell 3000® Growth Index⁴ declined 10.0% during the first quarter. Large-cap growth stocks, represented by the Russell 1000® Growth Index,⁵ also

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pulled back by approximately 10% during the quarter as momentum finally seemed to be waning for the “Magnificent Seven.” Growth stocks also stumbled further down the cap spectrum. The Russell Midcap[®] Growth Index declined 7.1% for the quarter, while small-cap growth stocks represented by the Russell 2000[®] Growth Index⁶ declined 11.1% during the same period.

Despite the turmoil and uncertainty, we like to remind investors that volatility also breeds opportunity. We think this is especially true for active managers in the growth space with a long time horizon and a commitment to a proven investment philosophy. We acknowledge that headwinds linger, and “uncertainty” appears to be the theme of the moment. Nevertheless, we see many exciting growth companies—especially among the cohort of small- and mid-cap names—that ended the first quarter with attractive relative valuations, in our opinion. Our team continues to focus on identifying potential opportunities within secular growth, and we believe that we are still in the early stages of a secular shift that is transforming how consumers, businesses, and employees interact. That trend, along with new emerging technologies (including artificial intelligence), is poised to have a significant impact in the years ahead, particularly among growth-oriented investment styles.

Investment Strategy

The Victory RS Mid Cap 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, we believe, can grow from a mid-capitalization company to a large-cap company 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 Strategy is led by the team’s chief investment officer, Scott Tracy, along with portfolio managers Steve Bishop, Melissa Chadwick-Dunn, Chris Clark, Paul Leung, and Trevor Martin. The six co-portfolio managers, as well as two 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 Mid Cap Growth Fund (Class A Shares, without sales charge) returned -11.50% for the three months ended March

31, 2025, underperforming the Russell Midcap[®] Growth Index, which returned -7.12%. Fund performance relative to the benchmark was negatively impacted by stock selection in the Technology sector; underperformance was partially offset by stock selection in the Consumer Discretionary sector. This period’s absolute performance was hindered in part by the relative performance of secular mid-cap growth stocks as mid growth, as defined by the Russell Midcap[®] Growth Index, underperformed mid-cap value, as defined by the Russell Midcap[®] Value Index, -7.12% vs. -2.11%. We continue to believe technology-oriented companies are better positioned for the longer term, especially following the massive “test run” of technology-aided solutions people have leveraged to work, shop, and communicate from home, which we believe has permanently sped up the adoption of these new technologies at the expense of legacy products and services. Mid-cap growth stocks have outperformed their mid-cap value counterparts over 3, 10 and 15 years as of March 31, 2025, per Russell.

Top Detracting Sector: Technology

The largest detractor from performance within the Technology sector was Trade Desk (1.39% ending weight), a cloud-based advertising platform. While the Connected Television (CTV) market continues to be strong, Trade Desk (the leader in the market) underperformed primarily because of two idiosyncratic reasons: 1) slower-than-anticipated rollout of its Kokai software upgrade, and 2) larger-than-anticipated disruption from its annual corporate restructuring. These events, coupled with renewed fears around competition from Amazon’s demand-side platform (Amazon DSP), pressured the stock in the quarter. While we are monitoring the evolving macro impacts on the advertising market, we believe that Trade Desk has largely addressed its internal issues, that Kokai adoption will catch up to internal expectations, and that competition is unchanged. We continue to hold a position.

Top Contributing Sector: Consumer Discretionary

One of the largest drivers of relative outperformance within the Consumer Discretionary sector was BJ’s Wholesale Club Holdings, Inc. (1.30% ending weight), an operator of membership warehouse clubs offering a variety of grocery, retail and home goods. BJ’s has benefited from very strong quarterly earnings results stemming from a cost-conscious consumer looking for bulk items at value prices. BJ’s has also continued to employ a nationwide new store opening strategy that has fueled strong secular growth over the long term. We continue to hold the position.

Market and Strategy Outlook

We remain cautiously optimistic about the health of the domestic economy and are excited about the prospect that the Federal Reserve has finally begun to meaningfully cut their benchmark rate to a more accommodative stance. U.S. employment remains strong, and the outlook for solid earnings growth in 2025 remains in place. While the full impact on the economy and employment from the recently announced tariffs is as yet unclear, a slightly slower pace in economic activity, if coupled with solid consumer and business spending, could augur a very favorable backdrop for growth stocks. In addition, the potential for more deregulation, continued onshoring and re-shoring, and stronger GDP growth could make the U.S. a relative safe haven. Certain segments of the economy appear well positioned to continue to meaningfully

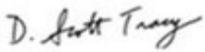
outgrow GDP, while company valuations have become increasingly compelling for long-term investors.

In the current investment landscape, there continues to be a compelling opportunity for secular growth companies outside of the mega-cap growth category. Despite their relative underperformance since November 2020, smaller-cap secular growth companies have displayed continued strength in their underlying fundamentals. We expect this fundamental strength to persist and are optimistic that the valuation gap of smaller

companies will narrow substantially with that of their larger-cap peers.

Overall, while we believe the interest rate and inflation picture is getting somewhat clearer, the engineering of a soft landing for the economy remains unclear. As such, we believe that opportunities will emerge in sectors and industries that demonstrate secular resilience through the cycle and sustained growth. We feel that secular growth companies within the growth universe are especially attractive relative to cyclicals due to their strong and consistent fundamentals and potential for outperformance.

Thank you for your continued investment.



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



Steve Bishop
Co-Portfolio Manager



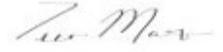
Melissa Chadwick-Dunn
Co-Portfolio Manager



Chris Clark, CFA
Co-Portfolio Manager



Paul Leung, CFA
Co-Portfolio Manager



Trevor Martin, CFA
Co-Portfolio Manager

Sector Allocation⁷

As of March 31, 2025

Sector	% of Portfolio
Technology	29.26%
Financial Services	15.98%
Consumer Discretionary	15.65%
Health Care	15.58%
Producer Durables	14.02%
Energy	3.64%
Materials & Processing	2.40%
Consumer Staples	1.40%
Cash / Other Assets and Liabilities	1.15%
[Other]	0.92%

Top 10 Holdings⁸

As of March 31, 2025

Holding	% of Portfolio
AppLovin Corp. Class A	4.31%
Palantir Technologies Inc. Class A	3.99%
Natera, Inc.	2.78%
Ameriprise Financial, Inc.	2.47%
Datadog, Inc. Class A	2.44%
Ulta Beauty Inc.	2.24%
Burlington Stores, Inc.	2.17%
FTAI Aviation Ltd.	2.15%
Cencora, Inc.	2.00%
HubSpot, Inc.	1.74%

Performance

Annualized Returns as of March 31, 2025

Victory RS Mid Cap Growth Fund (Class A – RSMOX)	First Quarter 2025	1-Year	3-Year	5-Year	10-Year	Since Inception (7/12/95)
Without sales charge	-11.50%	-1.52%	-0.51%	8.22%	5.42%	8.44%
With maximum sales charge (5.75%)	-16.58%	-7.17%	-2.46%	6.94%	4.80%	8.22%
Russell Midcap [®] Growth Index ¹	-7.12%	3.57%	6.16%	14.86%	10.14%	9.73%

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. 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. Other share classes are available.

The Fund's total gross/net annual operating expense ratio as of the most current prospectus for the Class A Shares is 1.44%/1.20%. Net expense ratio reflects the contractual waiver and/or reimbursement of management fees through April 30, 2025.

Carefully consider a 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. 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 small and mid-size companies 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. 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. Information technology companies are particularly vulnerable to rapid changes in technological product cycles, severe competition and government regulation. International investments may involve risk of capital loss from unfavorable fluctuation in currency values, from differences in generally accepted accounting principles, or from economic or political instability in other nations.

- 1 The Russell Midcap[®] Growth Index is a market-capitalization-weighted index that measures the performance of those companies in the Russell Midcap[®] Index with higher price-to-book ratios and higher forecasted growth values.
- 2 The Russell Midcap[®] Value Index is a market-capitalization-weighted index that measures the performance of those companies in the Russell Midcap[®] Index with lower price-to-book ratios and lower forecasted growth values.
- 3 The S&P 500[®] Index is a market-capitalization-weighted index designed to measure performance of the broad domestic economy through changes in the aggregate market value of 500 stocks representing all major industries.
- 4 The Russell 3000[®] Growth Index is an unmanaged market-capitalization-weighted index that measures the performance of those companies in the Russell 3000[®] 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.

- 5 The Russell 1000[®] Growth Index is a market-capitalization-weighted index that measures the performance of those companies in the Russell 1000[®] 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.
- 6 The Russell 2000[®] Growth Index is a market-capitalization-weighted index that measures the performance of those companies in the Russell 2000[®] Index (which consists of the 2,000 smallest-cap companies in the Russell 3000[®] Index) with higher price-to-book ratios and higher 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.

Distributed by Victory Capital Services, Inc., an affiliate of Victory Capital Management Inc., the Fund's investment adviser.

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