

Closed-end funds (CEFs) continued their strong 2021 performance with a solid Q2. The Morningstar All Municipal CEF Peer Group Index<sup>1</sup> returned 3.30% and 6.30% for the quarter on net asset value (NAV) and market price, respectively. RFMZ (the “Fund”) returned 4.25% and 3.41% on NAV and market price, respectively, compared to the Bloomberg Barclays US Municipal Bond Index total return of 1.42%.

	1 Month	2Q21	Since Inception*
RiverNorth Flexible Municipal Income Fund II, Inc. (NAV)	0.98%	4.25%	5.39%
RiverNorth Flexible Municipal Income Fund II, Inc. (Price)	0.64%	3.41%	3.57%
Bloomberg Barclays Municipal Bond Index <sup>1</sup>	0.27%	1.42%	1.81%
Morningstar All CEF Peer Group (NAV) <sup>1</sup>	1.01%	5.13%	5.26%
Morningstar All CEF Peer Group (Price) <sup>1</sup>	1.88%	7.89%	9.89%

\* 2.24.2021.

*Performance data quoted represents past performance, which is not a guarantee of future results. Current performance may be lower or higher than the performance quoted. The principal value and investment return of an investment will fluctuate so that your shares, when redeemed, may be worth more or less than their original cost. You can obtain performance data current to the most recent month end by calling (844) 569-4750 or by visiting [rivernorth.com](http://rivernorth.com). Total return measures net investment income and capital gain or loss from portfolio investments. All performance shown assumes reinvestment of dividends and capital gains distributions.*

Over the course of Q2, the Fund completed the deployment of capital on the heels of its successful launch in February 2021.

The average discount of the Fund’s CEF portfolio is 4.18%, which represented discount narrowing of approximately 2.2 percentage points quarter over quarter. We continue to believe that demand for municipals, along with low borrowing costs and low institutional ownership (creating a potential reduction in selling pressure) could drive discounts even narrower.

### Notes from MacKay Municipal Managers

AAA benchmark municipal yields moved lower during the quarter and the yield curve flattened. However, municipal-to-Treasury ratios remained stable and valuations remain relatively rich while market technicals remain supportive. The high yield segment of the market outperformed investment grade as flows remained strong into high yield mutual funds and investors sought out incremental spread. Given this backdrop, the fund’s credit selection to the Transportation sector and its overweight exposure to credits in the state of Illinois drove performance. Consequently, the fund’s underweight exposure to beta, particularly high grade credits represented a modest drag on relative performance. The U.S. Treasury futures hedge was the most significant drag on relative results.

### Risk Information: See the prospectus for a more detailed description of Fund risks. Investing involves risk.

Although the income from the Fund’s municipal bond investments is generally exempt from federal income tax, you may owe taxes on any capital gains realized through the Fund’s trading or through your own redemption of shares. For some investors, a portion of the Fund’s income may be subject to state and local taxes, as well as to the federal alternative minimum tax. Risk is inherent in all investing. Investing in any investment company security involves risk, including the risk that you may receive little or no return on your investment or even that you may lose part or all of your investment. Therefore, before investing in the Common Shares, you should consider the risks as well as the other information in the prospectus.

Past performance is no guarantee of future results. Diversification does not ensure a profit or guarantee against loss. An investment in the Fund is not appropriate for all investors and is not intended to be a complete investment program. The Fund is designed as a long-term investment and not as a trading vehicle. The fund is a closed-end fund and closed-end funds do not continuously issue shares for sale as open-end mutual funds do. Since the initial public offering, the Fund now trades in the secondary market. Investors wishing to buy or sell shares need to place orders through an intermediary or broker. The share price of a closed-end fund is based on the market’s value. Investments may include securities that have a rating that below investment grade, including “high yield” securities. High yield bonds are subject to interest rate risk. If rates increase, the value generally declines. Leverage is a speculative technique that exposes a closed-end fund to greater risk and increased costs than if it were not used. The use of leverage may cause greater volatility in the level of a closed-end fund’s NAV, market price and distributions on its common shares. Leverage will also result in higher fees to the closed-end fund manager because the amount of assets under management will be included in the Fund’s managed assets. There can be no assurance that a closed-end fund will use leverage or that its leveraging strategy will be successful during any period in which it is employed.

**Definitions:**

A closed-end fund is a portfolio of pooled assets that raises a fixed amount of capital through an initial public offering (IPO) and then lists shares for trade on a stock exchange.

Yield refers to the earnings generated and realized on an investment over a particular period of time.

Duration is a measure of the sensitivity of the price of a bond or other debt instrument to a change in interest rates. Duration is non-linear and accelerates as time to maturity lessens.

Basis Point (bps) is a common unit of measure for interest rates and other percentages in finance. One basis point is equal to 1/100th of 1%, or 0.01% (0.0001), and is used to denote the percentage change in a financial instrument.

Credit ratings are measured on a scale that generally ranges from AAA (highest) to D (lowest). All fund securities except for those labeled "Not Rated" and "Other" have been rated by Moody's, S&P or Fitch, which are each a Nationally Recognized Statistical Rating Organization ("NRSRO"). A BBB+ rating means that the bond still is considered an investment grade bond, though it does carry more risk than higher rated bonds.

U.S. Treasury Bond Futures are standardized contracts for the purchase and sale of U.S. government notes or bonds for future delivery. Bond futures are financial derivatives that obligate the contract holder to purchase or sell a bond on a specified date at a predetermined price. The bond futures contract is used for hedging, speculating, or arbitrage purposes. Hedging is a form of investing in products that provide protection to holdings.

<sup>1</sup> The Morningstar All Municipal CEFs Peer Group Index is an equally-weighted index of all Closed-End Funds that invest substantially all of their assets in closed-end funds categorized by Morningstar as utilizing a municipal bond investment strategy. Municipal bond closed-end funds are defined as funds that invest in a diversified portfolio of investment grade municipal bonds in a variety of sectors and States. The Bloomberg Barclays Municipal Index is an unmanaged index made up of a representative list of general obligation, revenue, insured and pre-refunded bonds. The index is frequently used as a general measure of tax-exempt bond market performance. The index cannot be invested in directly and does not reflect fees and expenses. The Morningstar All CEF Peer Group (NAV) Index and the Morningstar All CEF Peer Group (Price) Index is an equally-weighted index of all U.S.-listed Closed-End Funds that invest substantially all of their assets in taxable, nonmunicipal securities. Indexes cannot be invested in directly and do not reflect fees and expenses.

***Investors should consider the investment objective, management fees, risks, charges and expenses of the Fund carefully before investing. The Prospectus contains this and other information about the Fund. For a current Prospectus, call toll-free 844.569.4750 or visit [rivernorth.com](http://rivernorth.com). Please read the Prospectus carefully before you invest.***