

## HOW DID THE FUND PERFORM RELATIVE TO ITS BENCHMARK DURING THE PERIOD?

	1 Month	4Q22	1 YR <sup>^</sup>	Since Inception**
RiverNorth Flexible Municipal Income Fund II, Inc. (NAV)	-0.22%	6.61%	-17.67%	-7.17%
RiverNorth Flexible Municipal Income Fund II, Inc. (Price)	-2.77%	4.22%	-26.63%	-13.69%
Bloomberg US Municipal Index <sup>2</sup>	0.29%	4.10%	-8.53%	-3.54%
Morningstar All CEF Peer Group (NAV) <sup>2</sup>	-1.74%	6.65%	-13.61%	-4.08%
Morningstar All CEF Peer Group (Price) <sup>2</sup>	-3.74%	6.37%	-18.02%	-4.75%

<sup>^</sup> Periods greater than one year are annualized.

<sup>\*\*</sup>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.*

## WHAT CONTRIBUTING FACTORS WERE RESPONSIBLE FOR THE FUND'S RELATIVE PERFORMANCE DURING THE PERIOD?

**MacKay Municipal Bond Income Strategy**

The AAA municipal yield curve steepened over the three months ending December 31st. Yields compressed lower across the curve with the steepest declines emanating in the 7-10 year segment of the yield curve driven by continued retail investor demand. Municipal market performance turned positive for the quarter despite continued mutual fund outflows surpassing \$120 billion year-to-date. Ratios also compressed lower during the quarter with the 10 year ratio tightening to 68%, from 87%; and the 30 year ratio tightening to 91% from 103%. We still believe that the long end of the municipal market represents the best relative value to U.S. Treasuries. Consequently, the Fund's longer duration holdings were the largest contributors to relative and absolute performance during the quarter. In addition, the Fund's newly acquired holdings of larger coupon structures also contributed to the outperformance for the reporting period. The Fund's U.S. Treasury futures hedge modestly detracted from the relative performance of the Fund during the quarter. The Fund's overweight exposure to the Local General Obligation and Transportation sectors as well as credits in Illinois and Florida represented the largest impact to relative performance for the quarter.

<sup>1</sup>MacKay Municipal Managers™ is responsible for the day-to-day management of the Fund's Managed Assets allocated to the Municipal Bond Income Strategy. MacKay Municipal Managers™ is a portfolio management team within MacKay Shields LLC ("MacKay Shields").

**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 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.

**Credit Risk** - a borrower may be unable to make interest or principal payments when they are due. Funds that invest in Municipal Bonds rely on the ability of the issuer to service its debt. This subjects the Fund to credit risk in that the municipal issuer may be fiscally unstable or exposed to large liabilities that could impair its ability to honor its obligations. Municipal issuers with significant debt service requirements, in the near-to mid-term, unrated issuers and those with less capital and liquidity to absorb additional expenses may be most at risk. To the extent the Fund invests in lower quality or high yield Municipal Bonds, it may be more sensitive to the adverse credit events in the municipal market. The treatment of municipalities in bankruptcy is more uncertain, and potentially more adverse to debt holders, than for corporate issues. **Interest Rate Risk** - the value of Municipal Bonds, similar to other fixed income securities, will likely drop as interest rates rise in the general market. Conversely, when rates decline, bond prices generally rise.

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:**

The "AAA" municipal yield curve is derived from market estimates of yields for bonds with the highest ratings levels in the municipal market. A yield curve is a line that plots yields (interest rates) of bonds having equal credit quality but differing maturity dates. The slope of the yield curve gives an idea of future interest rate changes and economic activity.

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

United States Treasury securities, also called Treasuries or Treasury's, are government debt instruments issued by the United States Department of the Treasury to finance government spending as an alternative to taxation.

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.

A coupon is the annual interest rate paid on a bond, expressed as a percentage of the face value and paid from issue date until maturity.

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.

A General Obligation bond is a municipal bond backed solely by the credit and taxing power of the issuing jurisdiction rather than the revenue from a given project.

Ratings discussed are given by one of the following national rating agencies: S&P, Moody's or Fitch. Additional information about ratings can be found, respectively, at [www.standardandpoors.com](http://www.standardandpoors.com), [www.moody's.com](http://www.moody's.com) and [www.fitchratings.com](http://www.fitchratings.com). Credit ratings are subject to change. AAA, AA, A, and BBB are investment grade ratings categories used by S&P and Fitch; BB, B, CCC/CC/C and D are below investment grade ratings categories used by S&P and Fitch. Aaa, Aa, A and Baa are investment grade ratings categories used by Moody's; Ba, B, Caa/Ca and C are below investment grade ratings categories used by Moody's. Bonds backed by U.S. Government or agency securities are given an implied rating equal to the rating of such securities. Holdings designated Not Publicly Rated are not rated by these national rating agencies.

<sup>2</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 US 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 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.***

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