

RIVERNORTH®

12.31.2023

Semi-Annual Report

RIVERNORTH CAPITAL AND INCOME FUND, INC.
(RSF)

Investment Adviser:
RiverNorth Capital Management, LLC
360 South Rosemary Avenue, Suite 1420
West Palm Beach, FL 33401



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WHAT IS THE FUND'S INVESTMENT STRATEGY?

The investment objective of the RiverNorth Capital and Income Fund, Inc. (formerly, RiverNorth Specialty Finance Corporation) ("the Fund") is to seek a high level of current income. The Fund seeks to achieve its investment objective by investing in credit instruments, including a portfolio of securities of specialty finance and other financial companies that the Fund's investment adviser, RiverNorth Capital Management, LLC (the "Adviser") believes offer attractive opportunities for income. The Fund may invest in income-producing securities of any maturity and credit quality, including below investment grade, and equity securities, including exchange traded funds and registered closed-end funds.

HOW DID THE FUND PERFORM RELATIVE TO ITS BENCHMARK DURING THE PERIOD?**PERFORMANCE** as of December 31, 2023

	Cumulative	Annualized				
		6 Months	1 Year	3 Year ⁽³⁾	5 Year	Since Inception ⁽²⁾⁽³⁾
TOTAL RETURN⁽¹⁾						
RiverNorth Capital and Income Fund, Inc. - NAV ⁽⁴⁾	5.91%	8.48%	7.52%	4.77%	4.41%	
RiverNorth Capital and Income Fund, Inc. - Market Price ⁽⁵⁾	7.88%	3.74%	9.13% ⁽⁷⁾	4.14%	3.97% ⁽⁷⁾	
Bloomberg U.S. Aggregate Bond Index ⁽⁶⁾	3.37%	5.53%	-3.31%	1.10%	0.84%	

⁽¹⁾ Total returns assume reinvestment of all distributions.

⁽²⁾ The Fund commenced operations on September 22, 2016.

⁽³⁾ Annualized.

⁽⁴⁾ Performance returns are net of management fees and other Fund expenses.

⁽⁵⁾ Market price is the value at which the Fund trades on an exchange. This market price can be more or less than its net asset value ("NAV").

⁽⁶⁾ The index is an unmanaged index of investment grade fixed-rate debt issues with maturities of at least one year. The index cannot be invested in directly and does not reflect fees and expenses.

⁽⁷⁾ The Fund began trading on the New York Stock Exchange ("NYSE") on June 12, 2019 under the ticker symbol RSF. Formerly, the Fund was known as RMPLX and was purchased directly. Market price returns are a blend of the NAV return until June 11, 2019 combined with the market price return thereafter.

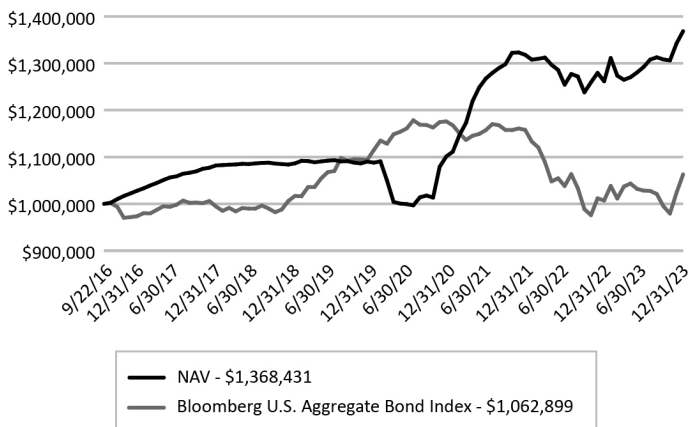
Effective as of May 22, 2020, the Fund changed its investment strategy from, under normal market conditions, investing at least 80% of its Managed Assets in marketplace lending investments to, under normal market conditions, investing directly or indirectly in credit instruments, including a portfolio of securities of specialty finance and other financial companies that the Fund's Adviser believes offer attractive opportunities for income.

The total annual expense ratio as a percentage of net assets attributable to common shares for the six months ended December 31, 2023 was 3.31% (excluding interest expense on loan payable and dividends to redeemable preferred stock). Including interest expense on loan payable and dividends to redeemable preferred stock, the expense ratio was 9.03% for the six months ended December 31, 2023.

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 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. 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 but does not reflect the deduction of taxes that a shareholder would pay on Fund distributions or the sale of Fund shares. Other fees and expenses are applicable to an investment in this Fund.

GROWTH OF A HYPOTHETICAL \$1,000,000 INVESTMENT

The graph below illustrates the growth of a hypothetical \$1,000,000 investment assuming the purchase of common shares at the NAV of \$25.00 on September 22, 2016 (commencement of operations) and tracking its progress through December 31, 2023.



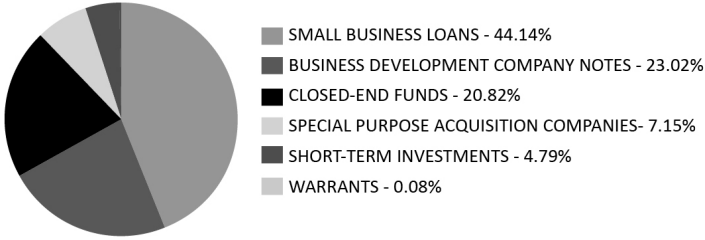
Past performance does not guarantee future results. Performance will fluctuate with changes in market conditions. Current performance may be lower or higher than the performance data shown. Performance information does not reflect the deduction of taxes that shareholders would pay on Fund distributions or the sale of Fund shares. An investment in the Fund involves risk, including loss of principal.

TOP TEN HOLDINGS* as of December 31, 2023

	% of Net Assets
XAI Octagon Floating Rate Alternative Income Term Trust	6.78%
MidCap Financial Investment Corp.	5.99%
Blue Owl Capital Corp.	5.14%
FS KKR Capital Corp.	4.54%
Franklin BSP Lending Corp.	3.56%
Nuveen Preferred Income Opportunities Fund	3.23%
Blackstone/GSO Senior Floating Rate Term Fund	3.14%
Oaktree Specialty Lending Corp.	2.76%
Crescent Capital BDC, Inc.	2.46%
FS KKR Capital Corp. II	2.28%
	39.88%

* Holdings are subject to change and exclude short-term investments.

ASSET ALLOCATION as of December 31, 2023[^]



[^] Holdings are subject to change.

Percentages are based on total investments of the Fund and do not include derivatives.

Summary Schedule of Investments

December 31, 2023 (Unaudited)

Shares	Description	Value
CLOSED-END FUNDS (37.52%)		
53,284	Allspring Income Opportunities	\$ 347,412
32,842	BlackRock Municipal Income Trust II	350,753
85,418	Blackstone Long-Short Credit Income Fund	978,036
58,418	Blackstone Strategic Credit 2027 Term Fund	661,292
	Blackstone/GSO Senior Floating Rate Term Fund ^(a)	1,886,929
141,343		
123,331	BNY Mellon High Yield Strategies Fund	282,428
	Calamos Long/Short Equity & Dynamic Income Trust	296,268
20,503		
168,210	Clough Global Equity Fund	996,644
68,363	Clough Global Opportunities Fund	321,306
90,413	DNP Select Income Fund, Inc.	766,702
	First Trust Aberdeen Global Opportunity Income Fund	353,221
56,156		
38,295	First Trust High Income Long/Short Fund	462,987
	First Trust High Yield Opportunities 2027 Term Fund	605,454
43,464		
	First Trust Specialty Finance and Financial Opportunities Fund	136,641
38,168		
53,463	Invesco CEF Composite ETF	960,195
12,284	Invesco Dynamic Credit Opportunity Fund	137,330
	John Hancock Tax-Advantaged Global Shareholder Yield Fund	334,240
65,409		
32,659	Kayne Anderson Energy Infrastructure Fund	286,746
	Macquarie/First Trust Global Infrastructure/Utilities Dividend & Income Fund	109,173
13,872		
111,499	The New America High Income Fund, Inc.	784,953
	Nuveen AMT-Free Municipal Credit Income Fund	320,700
27,132		
	Nuveen AMT-Free Quality Municipal Income Fund	912,153
82,923		
41,055	Nuveen Floating Rate Income Fund	337,472
47,176	Nuveen Preferred & Income Term Fund	862,377
	Nuveen Preferred Income Opportunities Fund	1,943,169
287,451		
	Nuveen Variable Rate Preferred & Income Fund	1,087,450
66,920		
	PGIM Short Duration High Yield Opportunities Fund	98,520
6,568		
58,723	PIMCO Dynamic Income Fund	1,054,078
155,373	PIMCO High Income Fund	775,311
50,466	PIMCO Income Strategy Fund II	364,869
55,200	Saba Closed-End Funds ETF	1,047,136
145,887	Virtus Global Multi-Sector Income Fund	1,142,295

See Notes to Financial Statements.

Summary Schedule of Investments

December 31, 2023 (Unaudited)

Shares	Description	Value
343,057	Western Asset High Income Opportunity Fund, Inc. ^(a)	\$ 1,324,200
27,113	Western Asset Inflation-Linked Opportunities & Income Fund	235,070
TOTAL CLOSED-END FUNDS		
(Cost \$22,383,525)		22,563,510

Shares	Description	Value
SPECIAL PURPOSE ACQUISITION COMPANIES (12.88%)		
10,223	Aimei Health Technology Co., Ltd. ^(b)	104,275
66,434	Ares Acquisition Corp. II ^(b)	693,570
55,000	Atlantic Coastal Acquisition Corp. II ^(b)	587,400
24,783	Barings Global Short Duration High Yield Fund	333,084
6,873	Bayview Acquisition Corp. ^(b)	69,555
28,667	Bellevue Life Sciences Acquisition Corp. ^(b)	301,004
25,000	Bowen Acquisition Corp. ^(b)	258,000
35,000	Churchill Capital Corp. VII ^(b)	367,500
12,043	Colombier Acquisition Corp II ^(b)	121,393
17,481	ESH Acquisition Corp. ^(b)	178,656
13,692	Everest Consolidator Acquisition Corp. ^(b)	149,790
13,817	ExcelFin Acquisition Corp. ^(b)	147,842
14,162	Global Lights Acquisition Corp. ^(b)	142,753
15,250	Haymaker Acquisition Corp. 4, Class A ^(b)	156,618
14,013	Horizon Space Acquisition I Corp. ^(b)	150,359
28,967	InFinT Acquisition Corp. ^(b)	325,010
32,856	Inflection Point Acquisition Corp. II ^(b)	339,402
13,877	Iron Horse Acquisitions Corp. ^(b)	139,325
24,345	John Hancock Investors Trust	315,024
35,585	Mars Acquisition Corp. ^(b)	378,269
15,335	Mountain Crest Acquisition Corp. IV ^(b)	164,545
32,314	Nabors Energy Transition Corp. II ^(b)	335,419
22,253	OceanTech Acquisitions I Corp. ^(b)	249,679
17,028	Pono Capital Three, Inc. ^(b)	141,673
64,011	Quantum FinTech Acquisition Corp. ^(b)	686,838
7,740	Quetta Acquisition Corp. ^(b)	78,251
40,000	Screaming Eagle Acquisition Corp. ^(b)	424,000
7,744	Spark I Acquisition Corp. ^(b)	78,524
31,280	Trailblazer Merger Corp. I ^(b)	327,189
TOTAL SPECIAL PURPOSE ACQUISITION COMPANIES		
(Cost \$7,439,599)		7,744,947

See Notes to Financial Statements.

Summary Schedule of Investments

December 31, 2023 (Unaudited)

Principal Amount/ Shares	Description	Rate	Maturity Date	Value
BUSINESS DEVELOPMENT COMPANY NOTES (41.47%)				
\$600,000	Bain Capital Specialty Finance, Inc.	2.950%	03/10/26	\$ 559,051
\$1,000,000	Blackstone Private Credit Fund	3.250%	03/15/27	918,060
\$1,260,995	Blue Owl Capital Corp.	3.400%	07/15/26	1,173,106
\$2,000,000	Blue Owl Capital Corp.	3.750%	07/22/25	1,916,540
\$400,000	Blue Owl Capital Corp. II	4.625%	11/26/24	396,060
\$982,000	Blue Owl Capital Corp. III	3.125%	04/13/27	868,422
\$484,641	Blue Owl Credit Income Corp.	4.700%	02/08/27	458,252
63,347	Crescent Capital BDC, Inc.	5.000%	05/25/26	1,482,320
2,200,000	Franklin BSP Lending Corp.	4.850%	12/15/24	2,141,502
\$2,800,000	FS KKR Capital Corp. ^(a)	4.125%	02/01/25	2,731,228
\$1,406,000	FS KKR Capital Corp. II ^(a)	4.250%	02/14/25	1,369,604
\$200,000	Golub Capital BDC, Inc.	2.050%	02/15/27	175,731
\$65,000	Golub Capital BDC, Inc.	2.500%	08/24/26	58,950
\$3,706,000	MidCap Financial Investment Corp.	5.250%	03/03/25	3,600,144
\$1,609,000	Oaktree Specialty Lending Corp.	7.100%	02/15/29	1,661,122
5,409	Oxford Square Capital Corp.	6.250%	04/30/26	129,437
\$1,297,764	PennantPark Floating Rate Capital, Ltd.	4.250%	04/01/26	1,225,581
167,237	XAI Octagon Floating Rate Alternative Income Term Trust	6.500%	03/31/26	4,077,221

TOTAL BUSINESS DEVELOPMENT COMPANY NOTES**(Cost \$24,997,451)****24,942,331**

Principal Amount	Description	Rate	Maturity Date	Value
SMALL BUSINESS LOANS (79.55%)^{(c)(d)(e)(f)}				
\$59,402,841	Square ^(f)	5.03%	7/04/2020- 6/25/2025	47,836,136

TOTAL SMALL BUSINESS LOANS**(Cost \$57,070,078)****47,836,136**

Shares	Description	Value
WARRANTS (0.15%)		
11,871	Ace Global Business Acquisition, Ltd., Strike Price \$11.50, Expires 12/31/2027	204
4,709	AEON Biopharma, Inc., Strike Price \$11.50, Expires 12/31/2027	353

See Notes to Financial Statements.

Summary Schedule of Investments

December 31, 2023 (Unaudited)

Shares	Description	Value
18,607	Apexigen, Inc., Strike Price \$11.50, Expires 08/31/2027	\$ 486
33,217	Ares Acquisition Corp. II, Strike Price \$11.50, Expires 06/12/2028	5,051
57,334	Bellevue Life Sciences Acquisi, Strike Price \$11.50, Expires 02/10/2028	4,441
13,341	Bite Acquisition Corp., Strike Price \$11.50, Expires 12/31/2027	400
25,000	Bowen Acquisition Corp., Strike Price \$0.01, Expires 12/31/2049	2,500
11,661	Churchill Capital Corp. VII, Strike Price \$11.50, Expires 02/29/2028	1,866
4,326	Coliseum Acquisition Corp., Strike Price \$11.50, Expires 12/31/2028	173
20,000	Concord Acquisition Corp. II, Strike Price \$11.50, Expires 12/31/2028	2,600
7,168	Corner Growth Acquisition Corp. 2, Strike Price \$11.50, Expires 06/17/2026	215
11,822	DHC Acquisition Corp., Strike Price \$11.50, Expires 12/31/2027	236
27,792	Distoken Acquisition Corp., Strike Price \$11.50, Expires 03/30/2028	1,682
4,572	ECARX Holdings, Inc., Strike Price \$11.50, Expires 12/21/2027	137
337	Edify Acquisition Corp., Strike Price \$11.50, Expires 12/31/2027	5
17,481	ESH Acquisition Corp., Strike Price \$10.00, Expires 12/31/2049	1,766
886	Flame Acquisition Corp., Strike Price \$11.50, Expires 12/31/2028	1,710
9,445	FOXO Technologies, Inc., Strike Price \$11.50, Expires 08/01/2027	80
28,773	Frontier Investment Corp., Strike Price \$11.50, Expires 12/31/2026	575
14,162	Global Lights Acquisition Corp, Strike Price \$0.01, Expires 12/31/2049	1,699
22,188	Goal Acquisitions Corp., Strike Price \$11.50, Expires 01/31/2027	67
9,796	Gorilla Technology Group, Inc., Strike Price \$11.50, Expires 07/14/2027	294
7,625	Haymaker Acquisition Corp. 4, Strike Price \$11.50, Expires 09/12/2028	1,145
10,000	Hennessy Capital Investment Corp. VI, Strike Price \$11.50, Expires 12/31/2027	611
28,026	Horizon Space Acquisition I Corp., Strike Price \$11.50, Expires 01/26/2028	1,765

See Notes to Financial Statements.

Summary Schedule of Investments

December 31, 2023 (Unaudited)

Shares	Description	Value
16,428	Inflection Point Acquisition Corp. II, Strike Price \$11.50, Expires 07/17/2028	\$ 1,479
10,471	Jaws Mustang Acquisition Corp., Strike Price \$11.50, Expires 01/30/2026	416
10,162	Kalera PLC, Strike Price \$150.00, Expires 06/28/2027	1
3,606	Maquia Capital Acquisition Corp., Strike Price \$11.50, Expires 12/31/2027	67
35,585	Mars Acquisition Corp., Strike Price \$0.01, Expires 12/31/2049	5,737
35,317	MicroAlgo, Inc., Strike Price \$11.50, Expires 12/31/2027	3,532
22,394	MicroCloud Hologram, Inc., Strike Price \$11.50, Expires 12/31/2028	672
5,298	Moringa Acquisition Corp., Strike Price \$11.50, Expires 02/10/2026	103
15,335	Mountain Crest Acquisition Corp. IV, Strike Price \$0.01, Expires 06/30/2026	3,065
10,302	MultiMetaVerse Holdings, Ltd., Strike Price \$11.50, Expires 03/15/2027	329
16,157	Nabors Energy Transition Corp. II, Strike Price \$11.50, Expires 09/05/2028	2,100
4,459	NKGen Biotech, Inc., Strike Price \$11.50, Expires 10/02/2028	360
18,503	Nocturne Acquisition Corp., Strike Price \$0.01, Expires 12/29/2025	3,049
8,975	Northern Revival Acquisition Corp., Strike Price \$11.50, Expires 12/31/2027	91
22,253	OceanTech Acquisitions I Corp., Strike Price \$11.50, Expires 05/10/2026	523
16,697	OneMedNet Corp., Strike Price \$11.50, Expires 12/31/2028	249
11,031	Osiris Acquisition Corp., Strike Price \$11.50, Expires 05/01/2028	331
3,759	Peak Bio, Inc., Strike Price \$11.50, Expires 12/31/2027	38
17,028	Pono Capital Three, Inc., Strike Price \$11.50, Expires 04/03/2028	1,192
3,677	Prenetics Global, Ltd., Strike Price \$8.91, Expires 12/31/2026	24
6,729	ProSomnus, Inc., Strike Price \$11.50, Expires 12/07/2027	191
64,011	Quantum FinTech Acquisition Corp., Strike Price \$11.50, Expires 12/31/2027	3,290
774	Quetta Acquisition Corp., Strike Price \$0.01, Expires 12/31/2049	387

See Notes to Financial Statements.

Summary Schedule of Investments

December 31, 2023 (Unaudited)

Shares	Description	Value
146	RMG Acquisition Corp. III, Strike Price \$11.50, Expires 12/31/2027	\$ 9
13,300	Screaming Eagle Acquisition Corp., Strike Price \$11.50, Expires 12/15/2027	5,986
34,075	SeaStar Medical Holding Corp., Strike Price \$11.50, Expires 01/26/2026	1,036
9,545	SHF Holdings, Inc., Strike Price \$11.50, Expires 09/28/2027	800
3,872	Spark I Acquisition Corp., Strike Price \$11.50, Expires 11/27/2028	426
59,089	SunCar Technology Group, Inc., Strike Price \$11.50, Expires 05/18/2028	22,084
31,280	Trailblazer Merger Corp. I, Strike Price \$0.01, Expires 12/31/2049	3,191
10,565	Twelve Seas Investment Co. II, Strike Price \$11.50, Expires 03/02/2028	317
TOTAL WARRANTS		
(Cost \$362,146)		91,136
Shares	Description	Value
SHORT-TERM INVESTMENTS (8.60%)		
5,170,300	State Street Institutional Trust (7 Day Yield 5.29%)	5,170,300
TOTAL SHORT-TERM INVESTMENTS		
(Cost \$5,170,300)		5,170,300
TOTAL INVESTMENTS (180.17%)		
(Cost \$117,423,099)		\$ 108,348,360
Liabilities in Excess of Other Assets (-80.17%)		(48,210,965)
NET ASSETS (100.00%)		\$ 60,137,395

See Notes to Financial Statements.

- (a) All or a portion of the security is pledged as collateral for loan payable. As of December 31, 2023 the aggregate market value of those securities was \$2,087,776 representing 3.47% of net assets.*
- (b) Non-income producing security.*
- (c) Fair valued by the Adviser using a discounted cash flow (DCF) methodology.*
- (d) Loans are issued at discounts and do not have a stated interest rate. Rate indicated based on projected future cash flows and an implied 18-month final maturity. Actual yield and maturity is dependent on timing of future payments.*
- (e) Security may be deemed restricted to resale to institutional investors.*
- (f) Contains past-due loans. A loan is deemed past-due at December 31, 2023, if the loan borrower has not made its required payment as of the most recent due date. As of December 31, 2023, \$1,744,022 of whole loans were past due, which represents 2.90% of net assets.*

Statement of Assets and Liabilities

December 31, 2023 (Unaudited)

ASSETS:

Investments in securities:

At cost	\$ 117,423,099
At value	<u>\$ 108,348,360</u>

Cash	9,336
Receivable for principal repayments	323,192
Receivable for investments sold	29
Interest receivable	307,485
Dividends receivable	100,053
Prepaid and other assets	1,525
Total Assets	<u>109,089,980</u>

LIABILITIES:

Series A Term Preferred Stock, net of unamortized deferred offering costs (Liquidation Preference \$41,400,000)	40,712,155
Loan payable (Note 6)	7,500,000
Dividend payable - redeemable preferred stock	310,641
Payable for credit agreement fees	29,011
Payable to Adviser, net of waiver	97,843
Payable to fund accounting and administration	17,880
Payable to transfer agency	10,889
Payable to Directors	3,857
Payable for compliance fees	860
Payable for custodian fees	25,008
Payable for audit fees	80,442
Other payables	163,999
Total Liabilities	<u>48,952,585</u>
Net Assets	<u>\$ 60,137,395</u>

NET ASSETS CONSIST OF:

Paid-in capital	\$ 84,435,629
Total distributable earnings (accumulated deficit)	(24,298,234)
Net Assets	<u>\$ 60,137,395</u>

PRICING OF SHARES:

Net Assets	\$ 60,137,395
Shares of common stock outstanding (40,000,000 of shares authorized, at \$0.0001 par value per share)	3,585,024
Net asset value per share	<u>\$ 16.77</u>

RiverNorth Capital and Income Fund, Inc.

Statement of Operations

For the Six Months Ended December 31, 2023 (Unaudited)

INVESTMENT INCOME:

Interest Income	\$ 7,109,695
Dividend Income	1,083,077
Total Investment Income	8,192,772

EXPENSES:

Dividends to redeemable preferred stock	1,260,314
Investment Adviser fee	656,103
Loan service fees	475,425
Accounting and Administration fees	95,045
Director expenses	62,878
Legal expenses	62,460
Audit expenses	50,209
Printing expenses	43,421
Valuation expenses	31,321
Transfer agent expenses	30,318
Amortization of preferred stock and credit facility issuance cost	18,657
Interest expense on loan payable	16,692
Custodian fees	13,307
Compliance expense	10,396
Insurance fee	580
Other expenses	49,521
Total expenses before recoupment of previously reimbursed expenses	2,876,647
Expenses reimbursed by Investment Adviser	(82,922)
Net expenses	2,793,725
Net Investment Income	5,399,047

REALIZED AND UNREALIZED GAIN/(LOSS):

Net realized gain/(loss) on:	
Investments	(1,923,846)
Net realized loss	(1,923,846)
Net change in unrealized appreciation/depreciation on:	
Investments	(16,613)
Net change in unrealized appreciation/depreciation	(16,613)
Net Realized and Unrealized Loss on Investments	(1,940,459)
Net Increase in Net Assets Resulting from Operations	\$ 3,458,588

See Notes to Financial Statements.

Statements of Changes in Net Assets

	For the Six Months Ended December 31, 2023 (Unaudited)	For the Year Ended June 30, 2023
NET INCREASE/(DECREASE) IN NET ASSETS FROM OPERATIONS:		
Net investment income	\$ 5,399,047	\$ 5,612,159
Net realized loss	(1,923,846)	(1,057,387)
Net change in unrealized depreciation	(16,613)	(1,189,423)
Net increase in net assets resulting from operations	3,458,588	3,365,349
DISTRIBUTIONS TO SHAREHOLDERS:		
From distributable earnings	(3,155,319)	(5,444,852)
From tax return of capital	-	(1,340,365)
Net decrease in net assets from distributions to shareholders	(3,155,319)	(6,785,217)
CAPITAL SHARE TRANSACTIONS:		
Proceeds from shares sold, net of offering costs	-	16,448,545
Reinvestment of distributions	-	177
Cost of shares redeemed	(6,942,527)	(13,113,111)
Net increase/(decrease) in net assets from capital share transactions	(6,942,527)	3,335,611
Net Decrease in Net Assets	(6,639,258)	(84,257)
NET ASSETS:		
Beginning of period	66,776,653	66,860,910
End of period	\$ 60,137,395	\$ 66,776,653

RiverNorth Capital and Income Fund, Inc.

Statement of Cash Flows

For the Six Months Ended December 31, 2023 (Unaudited)

CASH FLOWS FROM OPERATING ACTIVITIES:

Net increase in net assets resulting from operations	\$	3,458,588
Adjustments to reconcile net increase in net assets from operations to net cash provided by operating activities:		
Purchases of investment securities		(84,353,265)
Proceeds from disposition and paydowns on investment securities		76,974,041
Amortization of premium and accretion of discount on investments, net		(165,399)
Net proceeds from short-term investment securities		5,371,496
Amortization of preferred share deferred costs		(113,151)
Net realized (gain)/loss on:		
Investments		1,923,846
Net change in unrealized appreciation/depreciation on:		
Investments		16,613
(Increase)/Decrease in assets:		
Interest receivable		(16,846)
Dividends receivable		(43,316)
Receivable for principal repayments		95,664
Prepaid and other assets		25,341
Increase/(Decrease) in liabilities:		
Interest due on loan payable		(1,937)
Payable for credit agreement fees		29,011
Payable to transfer agency		(17,765)
Payable to Adviser		(20,997)
Payable to fund accounting and administration fees		(6,703)
Payable to Directors		3,857
Payable for audit fees		(29,791)
Payable for compliance fees		860
Payable for Custodian fees		2,135
Other payables		24,528

Net cash provided by operating activities	\$	3,156,810
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CASH FLOWS FROM FINANCING ACTIVITIES:

Proceeds from loan payable	\$	6,500,000
Shares redeemed		(6,942,527)
Cash distributions paid		(3,155,319)
Net cash used in financing activities	\$	(3,597,846)

Net decrease in cash	\$	(441,036)
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Cash, beginning of period	\$	450,372
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See Notes to Financial Statements.

RiverNorth Capital and Income Fund, Inc.

Statement of Cash Flows

For the Six Months Ended December 31, 2023 (Unaudited)

Cash, end of period	\$	9,336
Cash paid for interest expense and fees for line of credit	\$	18,629
Reconciliation of restricted and unrestricted cash at the beginning of period to the statement of assets and liabilities:		
Cash	\$	450,372
Reconciliation of restricted and unrestricted cash at the end of the period to the statement of assets and liabilities:		
Cash	\$	9,336

Intentionally Left Blank

Net asset value - beginning of period

Income/(loss) from investment operations:

Net investment income^(a)

Net realized and unrealized gain/(loss)

Total income/(loss) from investment operations

Less distributions:

From net investment income

From tax return of capital

Total distributions

Capital share transactions:

Dilutive effect of rights offering

Total capital share transactions

Net increase/(decrease) in net asset value

Net asset value - end of period

Market price - end of period

Total Return^(c)

Total Return - Market Price^(c)

Supplemental Data:

Net assets, end of period (in thousands)

Ratio of expenses to average net assets excluding fee waivers, reimbursements and recoupments

Ratio of expenses to average net assets including fee waivers, reimbursements and recoupments^(f)

Ratio of net investment income to average net assets excluding fee waivers, reimbursements and recoupments

Ratio of net investment income to average net assets including fee waivers, reimbursements and recoupments

Portfolio turnover rate

Payable for preferred stock, end of period (in thousands)

Loan payable (in thousands)

Asset coverage per \$1,000 of preferred stock^(g)

Asset coverage per \$1,000 of loan payable^(h)

Asset coverage of Cumulative Perpetual Preferred Stock⁽ⁱ⁾

Involuntary liquidating preference per unit of Series A Cumulative Preferred Stock

Average market value per unit of Series A Cumulative Preferred Stock

Financial Highlights

For a share outstanding throughout the periods presented

For the Six Months Ended December 31, 2023 (Unaudited)	For the Year Ended June 30, 2023	For the Year Ended June 30, 2022	For the Year Ended June 30, 2021	For the Year Ended June 30, 2020	For the Year Ended June 30, 2019
\$ 16.67	\$ 18.01	\$ 20.05	\$ 17.45	\$ 21.45	\$ 23.29
1.46	1.52	1.35	1.32	1.56	2.69
(0.51)	(0.53)	(1.48)	3.07	(3.22)	(2.54)
0.95	0.99	(0.13)	4.39	(1.66)	0.15
(0.85)	(1.48)	(1.54)	(0.98)	–	(1.22)
–	(0.37)	(0.37)	(0.81)	(2.34)	(0.77)
(0.85)	(1.85)	(1.91)	(1.79)	(2.34)	(1.99)
–	(0.48) ^(b)	–	–	–	–
–	(0.48)	–	–	–	–
0.10	(1.34)	(2.04)	2.60	(4.00)	(1.84)
\$ 16.77	\$ 16.67	\$ 18.01	\$ 20.05	\$ 17.45	\$ 21.45
\$ 15.75	\$ 15.42	\$ 18.03	\$ 19.90	\$ 14.85	\$ 20.40
5.91% ^(d)	3.02%	(0.86%)	27.87%	(8.43%)	0.66%
7.88% ^(d)	(4.45%)	–%	49.13%	(16.84%)	(4.26%)
\$ 60,137	\$ 66,777	\$ 66,861	\$ 91,378	\$ 100,749	\$ 178,286
9.30% ^(e)	9.09%	7.72%	6.54%	6.74%	5.60%
9.03% ^(e)	8.91%	7.74%	6.65%	6.37%	5.65%
17.18% ^(e)	8.64%	6.89%	7.34%	7.50%	11.93%
17.45% ^(e)	8.82%	6.87%	7.24%	7.86%	11.99%
81% ^(d)	172%	130%	138%	66%	47%
\$ 41,400	\$ 41,400	\$ 41,400	\$ 41,400	\$ 41,400	\$ 41,400
\$ 7,500	\$ 1,000	\$ –	\$ 11,500	\$ –	\$ –
2,485	2,643	2,640	3,214	3,411	5,306
14,538	109,177	–	12,546	–	–
61	65	65	80	86	133
25.00	25.00	25.00	25.00	25.00	25.00
24.90	25.00	25.42	25.25	25.18	25.22

^(a) Based on average shares outstanding during the period.

See Notes to Financial Statements.

Financial Highlights

For a share outstanding throughout the periods presented

- (b) Represents the impact of the Fund's rights offering of 1,047,000 shares in January 2023 at a subscription price per share based on a formula. For more details please refer to Note 12 of the Notes to Financial Statements.*
- (c) Total investment return is calculated assuming a purchase of common shares at the opening on the first day and a sale at closing on the last day of each period reported. For purposes of this calculation, dividends and distributions, if any, are assumed to be reinvested at prices obtained under the Fund's dividend reinvestment plan. Total investment returns do not reflect brokerage commissions, if any. Periods less than one year are not annualized.*
- (d) Not annualized.*
- (e) Annualized.*
- (f) Ratio includes leverage expenses and loan service fees of 5.72%, 5.65%, 4.69%, 3.75%, 3.80% and 3.26%, respectively, that are outside the expense limit.*
- (g) Represents value of total assets less all liabilities and indebtedness not represented by credit facility borrowings and preferred stock at the end of the period divided by credit facility borrowings and preferred stock outstanding at the end of the period.*
- (h) Calculated by subtracting the Fund's total liabilities not represented by senior securities from the Fund's total assets and dividing by the aggregate amount of the Fund's senior securities representing indebtedness outstanding, and multiplying by \$1,000.*
- (i) The asset coverage ratio for a class of senior securities representing stock is calculated as the Fund's total assets, less all liabilities and indebtedness not represented by the Fund's senior securities, divided by secured senior securities representing indebtedness plus the aggregate of the involuntary liquidation preference of secured senior securities which are stock. With respect to the Preferred Stock, the asset coverage per unit figure is expressed in terms of dollar amounts per share of outstanding Preferred Stock (based on a liquidation preference of \$25).*

1. ORGANIZATION

RiverNorth Capital and Income Fund, Inc. (the “Fund”) (formerly known as RiverNorth Specialty Finance Corporation) was organized as a Maryland corporation on June 9, 2015, and is registered under the Investment Company Act of 1940, as amended (the “1940 Act”), as a diversified closed-end management investment company. The investment adviser to the Fund is RiverNorth Capital Management, LLC (the “Adviser”).

The Fund is operated as an interval fund under Rule 23c-3 of the 1940 Act. As an interval fund, the Fund has adopted a fundamental policy to conduct quarterly repurchase offers for at least 5% and up to 25% of the outstanding shares at net asset value (“NAV”), subject to certain conditions. The Fund will not otherwise be required to repurchase or redeem shares at the option of a shareholder. It is possible that a repurchase offer may be oversubscribed, in which case shareholders may only have a portion of their shares repurchased.

Effective as of June 12, 2019, the Fund listed its common shares on the NYSE under the ticker symbol “RSF” and has ceased continuously offering shares of its common stock through Quasar Distributors, LLC or the Fund.

The investment objective of the Fund is to seek a high level of current income. Under normal market conditions, the Fund seeks to achieve its investment objective by investing in credit instruments, including a portfolio of securities of specialty finance and other financial companies that the Adviser believes offer attractive opportunities for income.

2. SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of significant accounting policies followed by the Fund. These policies are in conformity with generally accepted accounting principles in the United States of America (“GAAP”). The financial statements are prepared in accordance with GAAP, which requires management to make estimates and assumptions that affect the reported amounts and disclosures, including the disclosure of contingent assets and liabilities, in the financial statements during the reporting period. Management believes the estimates and security valuations are appropriate; however, actual results may differ from those estimates, and the security valuations reflected in the financial statements may differ from the value the Fund ultimately realizes upon sale of the securities. The Fund is considered an investment company for financial reporting purposes under GAAP and follows the accounting and reporting guidance applicable to investment companies as codified in Accounting Standards Codification (“ASC”) Topic 946 – Financial Services – *Investment Companies*. The financial statements have been prepared as of the close of the NYSE on December 31, 2023.

Common Share Valuation: The NAV is generally calculated as of the close of trading on the NYSE (normally 4:00 p.m. Eastern time) every day the NYSE is open. The NAV is calculated by dividing the value of all of the securities and other assets of the Fund, less the liabilities (including accrued expenses and indebtedness), by the total number of common shares outstanding.

Federal Income Taxes: The Fund makes no provision for federal income tax. The Fund intends to qualify each year as a “regulated investment company” (“RIC”) under Subchapter M of the Internal

Revenue Code of 1986, as amended (the "IRC"). In order to qualify as a RIC, the Fund must, among other things, satisfy income, asset diversification and distribution requirements. As long as it so qualifies, the Fund will not be subject to U.S. federal income tax to the extent that it distributes annually its investment company taxable income and its "net capital gain". If the Fund retains any investment company taxable income or net capital gain, it will be subject to U.S. federal income tax on the retained amount at regular corporate tax rates. In addition, if the Fund fails to qualify as a RIC for any taxable year, it will be subject to U.S. federal income tax on all of its income and gains at regular corporate tax rates.

As of and during the six months ended December 31, 2023, the Fund did not have a liability for any unrecognized tax benefits. The Fund files U.S. federal, state, and local tax returns as required. The Fund's tax returns are subject to examination by the relevant tax authorities until expiration of the applicable statute of limitations, which is generally three years after the filing of the tax return for federal purposes and four years for most state returns. Tax returns for open years have incorporated no uncertain tax positions that require a provision for income taxes.

The Fund recognizes interest and penalties, if any, related to unrecognized tax benefits as income tax expenses on the Statement of Operations. During the six months ended December 31, 2023, the Fund did not incur any interest or penalties.

Security Valuation: The Fund's investments are valued at fair value as further described in Note 3.

Distributions to Shareholders: Distributions to shareholders, which are determined in accordance with income tax regulations, are recorded on the ex-dividend date. The treatment for financial reporting purposes of distributions made to shareholders during the year from net investment income or net realized capital gains may differ from their ultimate treatment for federal income tax purposes. These differences are caused primarily by differences in the timing or character of recognition of certain components of income, expense or realized capital gain for federal income tax purposes. Where such differences are permanent in nature, they are reclassified in the components of the net assets based on their ultimate characterization for federal income tax purposes. Any such reclassification has no effect on net assets, results of operations or NAVs per share of the Fund.

Investment Income: Dividend income is recorded on the ex-dividend date. Interest income is recognized on an accrual basis to the extent that such amounts are expected to be collected and include amortization/ accretion of premiums or discounts.

Investment Transactions: The Fund follows industry practice and records security transactions on the trade date basis. The specific identification method is used for determining gains or losses for financial statements and income tax purposes.

Cash Balance: The Fund places its cash on deposit with financial institutions in the United States, which are insured by the Federal Deposit Insurance Corporation ("FDIC") up to \$250,000. The Fund's credit risk in the event of failure of these financial institutions is represented by the difference between the FDIC limit and the total amounts on deposit. Management monitors the financial institutions' creditworthiness in conjunction with balances on deposit to minimize risk. The Fund from time to time may have amounts on deposit in excess of the insured limits.

Other: The Fund holds certain investments which pay dividends to their shareholders based upon available funds from operations. It is possible for these dividends to exceed the underlying investments' taxable earnings and profits resulting in the excess portion of such dividends being designated as a return of capital. Distributions received from investments in securities that represent a return of capital or long-term capital gains are recorded as a reduction of the cost of investments or as a realized gain, respectively.

3. SECURITIES VALUATION AND FAIR VALUE MEASUREMENTS

Fair value is defined as the price that the Fund might reasonably expect to receive upon selling an investment in a timely transaction to an independent buyer in the principal or most advantageous market for the investment. U.S. GAAP establishes a three-tier hierarchy to maximize the use of observable market data and minimize the use of unobservable inputs and to establish classification of fair value measurements for disclosure purposes.

Inputs refer broadly to the assumptions that market participants would use in pricing the asset or liability, including assumptions about risk, for example, the risk inherent in a particular valuation technique used to measure fair value including using such a pricing model and/or the risk inherent in the inputs to the valuation technique. Inputs may be observable or unobservable. Observable inputs are inputs that reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the reporting entity. Unobservable inputs are inputs that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances.

Various inputs are used in determining the value of the Fund's investments. These inputs are summarized in the three broad levels listed below.

- Level 1** – Unadjusted quoted prices in active markets for identical, unrestricted assets or liabilities that the Fund has the ability to access at the measurement date;
- Level 2** – Quoted prices which are not active, quoted prices for similar assets or liabilities in active markets or inputs other than quoted prices that are observable (either directly or indirectly) for substantially the full term of the asset or liability; and
- Level 3** – Significant unobservable prices or inputs (including the Fund's own assumptions in determining the fair value of investments) where there is little or no market activity for the asset or liability at the measurement date.

The inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement falls in its entirety is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

Effective September 8, 2022, and pursuant to the requirements of Rule 2a-5 under the 1940 Act, the Board approved updated valuation procedures for the Fund and designated the Adviser as the Fund's valuation designee to make all fair valuation determinations with respect to the Fund's portfolio investments, subject to the Board's oversight.

Small business loans, as an asset class, are not presently traded on a developed secondary market. Therefore, market quotations are not available. Accordingly, all small business loans are fair valued as determined in good faith by the Adviser, as the Fund's valuation designee, pursuant to policies and procedures approved by the Board of Directors (the "Board") and subject to the Board's oversight. The Fund's holdings in small business loans are fair valued daily by the Adviser using a discounted cash flow methodology. Discounted cash flow is a valuation technique that provides an estimation of the fair value of an asset based on expectations about cash flows that a small business loan would generate over time. In general, the primary inputs of fair value in the small business loan valuation model are expected future default rates, prepayment rates, and the discount rate applied. A discounted cash flow model begins with an estimation of periodic cash flows expected to be generated over a discrete period of time (generally the time remaining until maturity of the loan). The estimated cash flows for each interval period (generally monthly) are then converted to their present value equivalent using a rate of return appropriate for the risk of achieving projected cash flows. Although not exhaustive, discounted cash flow models factor in borrower level data. Loans made to small businesses may incorporate different factors.

Equity securities, including closed-end funds, special purpose acquisition companies, business development companies and business development company notes, are generally valued by using market quotations, but may be valued on the basis of prices furnished by a pricing service when the Adviser believes such prices more accurately reflect the fair market value of such securities. Securities that are traded on any stock exchange are generally valued by the pricing service at the last quoted sale price. Lacking a last sale price, an exchange traded security is generally valued by the pricing service at its mean price. Securities traded in the NASDAQ over-the-counter market are generally valued by the pricing service at the NASDAQ Official Closing Price.

The following is a summary of the inputs used at December 31, 2023 in valuing the Fund's assets and liabilities:

Investments in Securities at Value	Level 1 - Quoted Prices	Level 2 - Other Significant Observable Inputs	Level 3 - Significant Unobservable Inputs	Total
Closed-End Funds	\$ 22,563,510	\$ -	\$ -	\$ 22,563,510
Special Purpose Acquisition Companies	6,227,640	1,517,307	-	7,744,947
Business Development Company Notes	5,688,978	19,253,353	-	24,942,331
Small Business Loans	-	-	47,836,136	47,836,136
Warrants	86,573	4,563	-	91,136
Short-Term Investments	5,170,300	-	-	5,170,300
Total	\$ 39,737,001	\$ 20,775,223	\$ 47,836,136	\$ 108,348,360

The changes of the fair value of investments for which the Fund has used Level 3 inputs to determine the fair value are as follows:

Asset Type	Balance as of June 30, 2023	Accrued Discount/premium	Return of Capital	Realized Gain/(Loss)	Change in Unrealized Appreciation/Depreciation	Purchases	Sales Proceeds/Loan Paydowns	Transfer into Level 3	Transfer Out of Level 3	Balance as of December 31, 2023	Net change in unrealized appreciation/(depreciation) included in the Statements of Operations attributable to Level 3 investments held at December 31, 2023
Small Business Loans	\$49,478,771	\$ -	\$ -	\$(342,404)	\$(1,374,214)	\$59,006,244	\$(58,932,261)	\$ -	\$ -	\$47,836,136	\$(3,935,166)
	<u>\$49,478,771</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$(342,404)</u>	<u>\$(1,374,214)</u>	<u>\$59,006,244</u>	<u>\$(58,932,261)</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$47,836,136</u>	<u>\$(3,935,166)</u>

The table below provides additional information about the Level 3 Fair Value Measurements as of December 31, 2023:

Quantitative Information about Level 3 Fair Value Measurements

Asset Class	Fair Value (USD)	Valuation Technique	Unobservable Inputs ^(a)	Value/Range (Weighted Average)
Small Business Loans	\$47,836,136	Discounted Cash Flow	Loss-Adjusted Discount Rate Projected Loss Rate	0.00%-31.90% (11.02%) 0.00%-100% (16.48%)

^(a) A change to the unobservable input may result in a significant change to the value of the investment as follows:

Unobservable Inputs	Impact to Value if Input Increases	Impact to Value if Input Decreases
Loss-Adjusted Discount Rate	Decrease	Increase
Projected Loss Rate	Decrease	Increase

4. ADVISORY FEES, DIRECTOR FEES AND OTHER AGREEMENTS

For its services under the Investment Advisory Agreement (“Advisory Agreement”), the Fund pays the Adviser a monthly management fee computed at the annual rate of 1.25% of the average monthly Managed Assets. “Managed Assets” means the total assets of the Fund, including assets attributable to leverage, minus liabilities (other than debt representing leverage and any preferred stock that may be outstanding). In addition to the monthly advisory fee, the Fund pays all other costs and expenses of its operations, including, but not limited to, compensation of its directors (other than those affiliated with the Adviser), custodial expenses, transfer agency and dividend disbursing expenses, legal fees, expenses of independent auditors, expenses of repurchasing shares, expenses

of any leverage, expenses of preparing, printing and distributing prospectuses, shareholder reports, notices, proxy statements and reports to governmental agencies, and taxes, if any. For the six months ended December 31, 2023, the Adviser earned fees of \$656,103, of which \$97,843 remained payable at December 31, 2023. The Fund also paid the Adviser \$10,396 in chief compliance officer ("CCO") fees. In addition, the Adviser has agreed to waive or reimburse expenses of the Fund (other than brokerage fees and commissions; loan servicing fees; borrowing costs such as (i) interest and (ii) dividends on securities sold short; taxes; indirect expenses incurred by the underlying funds in which the Fund may invest; the cost of leverage; and extraordinary expenses) to the extent necessary to limit the Fund's total annual operating expenses at 1.95% of the average daily Managed Assets for that period through at least October 31, 2024. The Adviser may recover from the Fund expenses reimbursed for three years after the date of the payment or waiver if the Fund's operating expenses, including the recovered expenses, falls below the expense cap. For the six months ended December 31, 2023, the Adviser reimbursed \$82,922 of expenses. These amounts represent expenses previously waived due to the expense cap. In future periods, the Adviser may recoup fees as follows:

Remaining Amount to be Recouped ⁽¹⁾ (Expiring by June 30, 2024)	Remaining Amount to be Recouped ⁽¹⁾ (Expiring by June 30, 2025)	Remaining Amount to be Recouped ⁽¹⁾ (Expiring by June 30, 2026)	Remaining Amount to be Recouped ⁽¹⁾ (Expiring by December 31, 2026)	Total
\$58,893	\$45,940	\$120,783	\$82,922	\$308,538

⁽¹⁾ Amounts to be recouped are in accordance with the expense limitation agreement, and will not cause the Fund's total operating expense ratio (excluding loan service fees and leverage costs set forth in the agreement) to exceed 1.95% of the average daily Managed Assets during the year.

ALPS Fund Services, Inc. ("ALPS") provides the Fund with fund administration and fund accounting services. As compensation for its services to the Fund, ALPS receives an annual fee based on the Fund's average daily net assets, subject to certain minimums.

State Street Bank & Trust, Co. and Millennium Trust Company serve as the Fund's custodians.

DST Systems, Inc. ("DST"), the parent company of ALPS, serves as the Transfer Agent to the Fund. Under the Transfer Agency Agreement, DST is responsible for maintaining all shareholder records of the Fund. DST is a wholly-owned subsidiary of SS&C Technologies Holdings, Inc. ("SS&C"), a publicly traded company listed on the NASDAQ Global Select Market.

The Fund pays no salaries or compensation to its officers or to any interested Director employed by the Adviser, and the Fund has no employees. For their services, the Directors of the Fund who are not employed by the Adviser, receive an annual retainer in the amount of \$16,500, and an additional \$1,500 for attending each quarterly meeting of the Board. In addition, the lead Independent Director receives \$250 annually, the Chair of the Audit Committee receives \$500 annually and the Chair of the Nominating and Corporate Governance Committee receives \$250 annually. The Directors employed by the Adviser are also reimbursed for all reasonable out-of-pocket expenses relating to attendance at meetings of the Board. See Note 13 for additional information.

The CCO of the Fund is an employee of the Adviser. The Fund reimburses the Adviser for certain compliance costs related to the Fund, including a portion of the CCO's compensation.

5. NEW ACCOUNTING PRONOUNCEMENTS AND RULE ISSUANCES

In December 2022, FASB deferred ASU 2022-04 and issued ASU 2022-06, Reference Rate Reform: Deferral of the Sunset Date of Topic 848, which extends the application of the amendments through December 31, 2024. Management has not yet elected to apply the amendments, is continuously evaluating the potential effect a discontinuation of LIBOR could have on the Funds' investments and has currently determined that it is unlikely the ASU's adoption will have a significant impact on the Funds' financial statements and various filings.

In June 2022, the FASB issued ASU 2022-03 to clarify the guidance in Topic 820, Fair Value Measurement ("Topic 820"). The amendments in ASU 2022-03 affect all entities that have investments in equity securities measured at fair value that are subject to a contractual sale restriction. ASU 2022-03 (1) clarifies the guidance in Topic 820, when measuring the fair value of an equity security subject to contractual restrictions that prohibit the sale of equity security, (2) amends a related illustrative example, and (3) introduces new disclosure requirements for equity securities subject to contractual sale restrictions that are measured at fair value in accordance with Topic 820. For public business entities, the amendments in ASU 2022-03 are effective for fiscal years beginning after December 15, 2023, and interim periods within those fiscal years. For all other entities, the amendments are effective for fiscal years beginning after December 15, 2024, and interim periods within those fiscal years. Early adoption is permitted for both interim and annual financial statements that have not yet been issued or made available for issuance. Management is currently assessing the impact of these provisions on the Funds' financial statements.

6. CREDIT AGREEMENT

On November 11, 2020, the Fund entered into a prime brokerage agreement for margin financing with Pershing LLC ("Credit Agreement"). The Credit Agreement permits the Fund to borrow funds that are collateralized by assets held in a special custody account held at State Street Bank pursuant to a Special Custody and Pledge Agreement. Borrowings under this arrangement bears interest at the overnight bank funding rate plus 75 basis points for an overnight time.

On August 1, 2023, the Fund entered into an additional credit agreement with BNP Paribas ("BNP Credit Agreement"). The BNP Credit Agreement permits the Fund to borrow funds that are collateralized by assets held at BNP Paribas pursuant to the agreement. Under the terms of the BNP Credit Agreement, the Fund may borrow up to \$15,000,000 bearing an interest rate of the Overnight Bank Funding Rate plus a fixed rate determined by the securities pledged as collateral. Any unused portion of the BNP Credit Agreement is subject to a commitment fee of 0.50% of the unused portion of the facility until a utilization of 80% or greater is met.

During the six months ended December 31, 2023, the Fund's average borrowings and interest rate under the Credit Agreement were \$1,921,875 and 5.98%, respectively. At December 31, 2023, there was \$7,500,000 outstanding on the credit facility.

7. TAX BASIS INFORMATION

It is the Fund's policy to meet the requirements of the IRC applicable to regulated investment companies, and to distribute all of its taxable net income to its shareholders. In addition, the Fund intends to pay distributions as required to avoid imposition of excise tax. Therefore, no federal income tax provision is required.

Tax Basis of Distributions to Shareholders: The character of distributions made during the period from net investment income or net realized gains may differ from its ultimate characterization for federal income tax purposes. Also, due to the timing of dividend distributions, the fiscal year in which amounts are distributed may differ from the fiscal year in which the income or realized gains were recorded by the Fund.

The amounts and characteristics of tax basis of distributions and composition of distributable earnings/(accumulated losses) are finalized at fiscal year-end and are not available for the six months ended December 31, 2023.

The tax character of the distributions paid by the Fund during the fiscal year ended June 30, 2023, was as follows:

	2023	
To Common Shareholders		
Ordinary Income	\$	5,444,852
Return of Capital		1,340,365
To Preferred Shareholders		
Ordinary Income	\$	2,121,617
Return of Capital		-
Total Distributions	\$	8,906,834

Unrealized Appreciation and Depreciation on Investments: As of December 31, 2023, net unrealized appreciation/(depreciation) of investments based on federal tax costs was as follows:

Fund	Gross Appreciation (excess of value over tax)	Gross Depreciation (excess of tax cost over value)	Net Unrealized Appreciation/ (Depreciation)	Cost of Investments for Income Tax Purposes
RiverNorth Capital and Income Fund	\$ 1,614,495	\$ (12,628,385)	\$ (11,013,890)	\$ 119,362,250

The difference between book and tax basis unrealized appreciation/(depreciation) for the Fund is primarily attributable to wash sales and preferred securities.

The Fund recognizes the tax benefits of uncertain tax positions only where the position is "more likely than not" to be sustained assuming examination by tax authorities. Management has analyzed the Fund's tax positions and has concluded that no liability for unrecognized tax benefits should be recorded related to uncertain tax positions taken on U.S. tax returns and state tax returns filed since

inception of the Fund. No income tax returns are currently under examination. All tax years since commencement of operations remain subject to examination by the tax authorities in the United States. The Fund is not aware of any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will change materially in the next 12 months.

8. INVESTMENT TRANSACTIONS

Investment transactions for the six months ended December 31, 2023, excluding short-term investments, were as follows:

Fund	Purchases of Securities	Proceeds from Sales of Securities
RiverNorth Capital and Income Fund	\$ 84,237,155	\$ 79,571,856

9. REDEEMABLE PREFERRED STOCK

At December 31, 2023, the Fund had issued and outstanding 1,656,000 shares of Series A Preferred Stock, listed under trading symbol RMPL on the NYSE, with a par value of \$0.0001 per share and a liquidation preference of \$25.00 per share plus accrued and unpaid dividends (whether or not declared). The Fund issued 1,440,000 and 216,000 shares of Series A Preferred Stock on October 25, 2017 and October 30, 2017, respectively. The Series A Preferred Stock is entitled to a dividend at a rate of 5.875% per year based on the \$25.00 liquidation preference before the common stock is entitled to receive any dividends. The Series A Preferred Stock is redeemable at \$25.00 per share plus accrued and unpaid dividends (whether or not declared) exclusively at the Fund's option commencing on October 31, 2020. Issuance costs related to Series A Preferred Stock of \$1,558,000 are deferred and amortized over the period the Series A Preferred Stock is outstanding.

Series	Mandatory Redemption Date	Fixed Rate	Shares Outstanding	Aggregate Liquidation Preference	Estimated Fair Value
Series A	October 31, 2024	5.875%	1,656,000	\$41,400,000	\$41,317,200

10. INDEMNIFICATIONS

Under the Fund's organizational documents, its Officers and Directors are indemnified against certain liabilities arising out of the performance of their duties to the Fund. Additionally, in the normal course of business, the Fund enters into contracts with service providers that may contain general indemnification clauses. The Fund's maximum exposure under those arrangements is unknown, as this would involve future claims that may be made against the Fund that have not yet occurred.

11. REPURCHASE OFFERS

Shares repurchased through quarterly repurchase offers during the year ended June 30, 2023 and the six months ended December 31, 2023 were as follows:

Repurchase Offer Date	Cash Payment Date	NAV on Repurchase Pricing Date	Percentage of Outstanding Shares the Fund Repurchased	Amount of Shares the Fund Repurchased	Percentage of Shares Repurchased to Outstanding Shares	Number of Shares Repurchased
Fiscal Year Ended 2023						
September 6, 2022	October 5, 2022	\$ 17.58	5.05% ^(a)	177,847	15.72%	553,153
December 5, 2022	January 4, 2023	\$ 17.24	5.05% ^(a)	168,916	13.77%	460,015
March 6, 2023	April 5, 2023	\$ 16.75	5.09% ^(a)	214,663	47.42%	2,000,834
June 5, 2023	July 5, 2023	\$ 16.68	5.09% ^(a)	203,976	47.11%	1,886,944
Fiscal Year Ended 2024						
September 5, 2023	October 4, 2023	\$ 16.39	5.68% ^(a)	215,998	45.62%	1,733,887

^(a) If shareholders tender for repurchase more than five percent (5%) of the outstanding shares of the Fund, the Fund may, but is not required to, repurchase up to an additional two percent (2%).

For information regarding the repurchase offer with a repurchase offer date of December 4, 2023, see Note 13.

12. CAPITAL SHARE TRANSACTIONS

	December 31, 2023	June 30, 2023
Shares Sold	–	1,047,000
Shares issued to holders in reinvestment of dividends	–	10
Shares repurchased from Stock Buy Back	–	–
Shares repurchased from Repurchase Offer	(419,974)	(754,053)
Net increase (decrease) in shares	(419,974)	292,957
Shares outstanding:		
Common shares outstanding-beginning of period	4,004,998	3,712,041
Common shares outstanding-end of period	3,585,024	4,004,998

On December 21, 2022, the Board approved a rights offering to participating shareholders of record who were allowed to subscribe for new common shares of the Fund (the "Primary Subscription"). Record date shareholders received one right for each common share held on the Record Date ("Right"). For every three Rights held, a holder of the Rights was entitled to buy one new common share of the Fund. Record date shareholders who fully exercised all Rights initially issued to them in the Primary Subscription were entitled to buy those common shares that were not purchased by other record date shareholders. The Fund issued new shares of common stock at a subscription price that represented 90.0% of the reported net asset value on the expiration date of the rights offering. Offering costs were charged to paid-in-capital upon the exercise of the Rights.

The shares of common stock issued, subscription price, and offering costs for the rights offering were as follows:

Record Date	Expiration Date	Shares of Common Stock Issued	Subscription Price	Offering Costs
January 6, 2023	January 27, 2023	1,047,000	\$15.84	\$135,935

13. SUBSEQUENT EVENTS

On December 4, 2023, the Fund issued a repurchase offer. On January 4, 2024, 222,327 shares were repurchased based on a NAV per share of \$16.83 at January 3, 2024.

Subsequent to December 31, 2023, the Fund paid the following distributions:

Ex-Date	Record Date	Payable Date	Rate (per share)
January 12, 2024	January 16, 2024	January 31, 2024	\$0.1398
February 14, 2024	February 15, 2024	February 29, 2024	\$0.1398

On January 19, 2024, the Board declared a Series A preferred stock dividend in the amount of \$0.36719 per share, payable on February 15, 2024 to preferred shareholders of record on February 2, 2024 with an ex date of February 1, 2024.

Effective January 1, 2024, for their services, the Directors of the Fund who are not employed by the Adviser receive an annual retainer in the amount of \$16,500, an additional fee of \$2,000 for attending each quarterly meeting of the Board of Directors and an additional fee of \$1,500 for each special meeting of the Board. In addition, the lead Independent Director receives an additional \$1,333 annually, the Chair of the Audit Committee receives an additional \$1,111 annually and the Chair of the Nominating and Corporate Governance Committee receives an additional \$750 annually.

The Fund has performed an evaluation of subsequent events through the date the financial statements were issued and has determined that no additional items require recognition or disclosure.

The Fund has a dividend reinvestment plan, commonly referred to as an “opt-out” plan, (the “Plan”). Unless the registered owner (“Shareholder”) of shares of common stock (“Shares”) elects to receive cash by contacting DST (the “Plan Administrator”), all dividends and distributions declared on Shares will be automatically reinvested in additional Shares by the Plan Administrator for Shareholders in the Fund’s Plan. Such reinvested amounts are included in the Fund’s Managed Assets and, therefore, the fees paid under the Management Fee and will be higher than if such amounts had not been reinvested. Shareholders who elect not to participate in the Plan will receive all dividends and other distributions in cash paid by check mailed directly to the Shareholder of record (or, if the Shares are held in street or other nominee name, then to such nominee) by the Plan Administrator as dividend disbursing agent. Participation in the Plan is completely voluntary and may be terminated or resumed at any time without penalty by notice if received and processed by the Plan Administrator prior to the dividend record date; otherwise such termination or resumption will be effective with respect to any subsequently declared dividend or other distribution. Such notice will be effective with respect to a particular dividend or other distribution (together, a “Dividend”). Some brokers may automatically elect to receive cash on behalf of Shareholders and may re-invest that cash in additional Shares.

The Plan Administrator will open an account for each Shareholder under the Plan in the same name in which such Shareholder’s Shares are registered. Whenever the Fund declares a Distribution payable in cash, non-participants in the Plan will receive cash and participants in the Plan will receive the equivalent in Shares. The Shares will be acquired by the Plan Administrator for the participants’ accounts, depending upon the circumstances described below, either (i) through receipt of additional unissued but authorized Shares from the Fund (“Newly Issued Common Shares”) or (ii) by purchase of outstanding Shares on the open market (“Open-Market Purchases”) on the NYSE or elsewhere. If, on the payment date for any dividend, the closing market price plus estimated brokerage commissions per share is equal to or greater than the NAV per share, the Plan Administrator will invest the dividend amount in newly issued shares. The number of newly issued shares to be credited to each participant’s account will be determined by dividing the dollar amount of the dividend by the Fund’s NAV per share on the payment date. If, on the payment date for any dividend, the NAV per share is greater than the closing market value plus estimated brokerage commissions (i.e., the Fund’s shares are trading at a discount), the Plan Administrator will invest the dividend amount in shares acquired in open-market purchases.

In the event of a market discount on the payment date for any dividend, the Plan Administrator will have until the last business day before the next date on which the shares trade on an “ex-dividend” basis or 30 days after the payment date for such dividend, whichever is sooner, to invest the dividend amount in shares acquired in open-market purchases. If, before the Plan Administrator has completed its open-market purchases, the market price per share exceeds the NAV per share, the average per share purchase price paid by the Plan Administrator may exceed the NAV of the shares, resulting in the acquisition of fewer shares than if the dividend had been paid in newly issued shares on the dividend payment date. Because of the foregoing difficulty with respect to open-market purchases, the Plan provides that if the Plan Administrator is unable to invest the full dividend amount in open-market purchases during the purchase period or if the market discount shifts to a market premium during the purchase period, the Plan Administrator may cease making open-market purchases and may invest the uninvested portion of the dividend amount in newly issued shares at the NAV per share at the close of business on the last purchase date.

The Plan Administrator maintains all Shareholders' accounts in the Plan and furnishes written confirmation of all transactions in the accounts, including information needed by Shareholders for tax records. Shares in the account of each Plan participant will be held by the Plan Administrator on behalf of the Plan participant, and each Shareholder proxy will include those Shares purchased or received pursuant to the Plan. The Plan Administrator will forward all proxy solicitation materials to participants and vote proxies for Shares held under the Plan in accordance with the instructions of the participants.

Beneficial owners of Shares who hold their Shares in the name of a broker or nominee should contact the broker or nominee to determine whether and how they may participate in the Plan. In the case of Shareholders such as banks, brokers or nominees which hold shares for others who are the beneficial owners, the Plan Administrator will administer the Plan on the basis of the number of Shares certified from time to time by the record Shareholder's name and held for the account of beneficial owners who participate in the Plan.

There will be no brokerage charges with respect to Shares issued directly by the Fund. The automatic reinvestment of Dividends will not relieve participants of any federal, state or local income tax that may be payable (or required to be withheld) on such Dividends. Shareholders who receive distributions in the form of Shares generally are subject to the same U.S. federal, state and local tax consequences as Shareholders who elect to receive their distributions in cash and, for this purpose, Shareholders receiving distributions in the form of Shares will generally be treated as receiving distributions equal to the fair market value of the Shares received through the plan; however, since their cash distributions will be reinvested, those Shareholders will not receive cash with which to pay any applicable taxes on reinvested distributions. Participants that request a sale of Shares through the Plan Administrator are subject to brokerage commissions.

The Fund reserves the right to amend or terminate the Plan. There is no direct service charge to participants with regard to purchases in the Plan; however, the Fund reserves the right to amend the Plan to include a service charge payable by the participants. All correspondence or questions concerning the Plan should be directed to the Plan Administrator at (844) 569-4750.

PROXY VOTING GUIDELINES

A description of the policies and procedures that the Fund used to determine how to vote proxies relating to portfolio securities and information regarding how the Fund voted proxies during the most recent 12-month period ended June 30, are available without charge upon request by (1) calling the Fund at (888) 848-7569 and (2) from Form N-PX filed by the Fund with the SEC on the SEC's website at www.sec.gov.

PORTFOLIO HOLDINGS DISCLOSURE POLICY

The Fund files a complete schedule of investments with the SEC for the first and third quarter of the fiscal year on Part F of Form N-PORT. The Fund's first and third fiscal quarters end on September 30 and March 31. The Form N-PORT filing must be filed within 60 days of the end of the quarter. The Fund's Form N-PORT are available on the SEC's website at www.sec.gov. You may also obtain copies by calling the Fund at 1-888-848-7569.

STOCKHOLDER MEETING RESULTS

On September 15, 2023, the Fund held a Meeting of Stockholders to consider the proposals set forth below. The following votes were recorded:

Election of Patrick W. Galley as a Director of the Fund to a three-year term to expire at the Fund's 2026 Annual Meeting of Stockholders or until his successor is duly elected and qualified.

	Shares Voted	% of Shares Voted
For	2,694,632	81.98%
Withheld	592,282	18.02%
Total	3,286,914	100.00%

Election of Jerry R. Raio as a Director of the Fund to a three-year term to expire at the Fund's 2026 Annual Meeting of Stockholders or until his successor is duly elected and qualified.

	Shares Voted	% of Shares Voted
For	2,681,154	81.57%
Withheld	605,760	18.43%
Total	3,286,914	100.00%

Consideration of the Advisory Agreement

At a meeting (the “Meeting”) of the Board of Directors (the “Board” or the “Directors”) of the RiverNorth Capital and Income Fund, Inc. (the “Fund”) held on November 6-7, 2023 and called expressly for that purpose, the Board, including a majority of the Directors who are not “interested persons” (as defined in the Investment Company Act of 1940, as amended) (the “Independent Directors”) considered the renewal of the advisory agreement between RiverNorth Capital Management, LLC (the “Adviser”) and the Fund (the “Advisory Agreement”). In its consideration of the Advisory Agreement, the Board considered information and materials furnished by the Adviser in advance of and at the Meeting and was afforded the opportunity to request additional information and to ask questions of the Adviser to obtain information that it believed to be reasonably necessary to evaluate the terms of the Advisory Agreement. The Board received materials compiled by the Adviser and the Fund’s administrator, including a copy of the Advisory Agreement, the Adviser’s response to a questionnaire regarding the Adviser’s profitability, organization, management and operations, a copy of the Adviser’s Form ADV, the Adviser’s audited financial statements, information regarding the Adviser’s assets under management, an overview of the Fund’s cumulative and annualized returns as compared to the Fund’s benchmark, the Fund’s fact sheet for the quarter ended September 30, 2023, a performance comparison of the Fund to other funds managed by the Adviser, information regarding the Adviser’s compliance programs and a third-party comparison report regarding the Fund’s performance and fees compared to benchmark indices and peer funds provided by FUSE Research Network, LLC (“FUSE”). The Board considered the following factors, among others, in reaching its determination to renew the Advisory Agreement: (i) the investment performance of the Fund and the investment performance of the Adviser, (ii) the nature, extent and quality of the services provided by the Adviser to the Fund, (iii) the experience and qualifications of the personnel providing such services, (iv) the costs of the services provided and the profits to be realized by the Adviser and any of its affiliates from the relationship with the Fund, (v) the extent to which economies of scale will be realized by the Fund as it grows, and (vi) whether the Fund’s fee levels reflected the economies of scale to the benefit of the Fund’s shareholders.

The Directors relied upon the advice of independent legal counsel and their own business judgment in determining the material factors to be considered in evaluating the Advisory Agreement and the weight to be given to each such factor. The Directors’ conclusions were based on an evaluation of all of the information provided and were not the result of any one factor. Moreover, each Director may have afforded different weight to the various factors in reaching conclusions with respect to the Advisory Agreement. Although not meant to be all-inclusive, the following discussion summarizes the factors considered and conclusions reached by the Directors at the Meeting, including during executive sessions with their independent legal counsel, in determining to renew the Advisory Agreement.

Performance, Fees and Expenses

The Board reviewed the performance of the Fund for the three month, one-year, three-year and five-year periods ended September 30, 2023. These returns were compared to the returns of Opportunistic Credit closed-end funds identified by FUSE (the “Performance Group”). The Board considered the Fund’s net asset value (“NAV”) and market price returns relative to the returns for funds in the Performance Group, noting that on a NAV basis, the Fund had outperformed the median

of the Performance Group for the three-year and five-year periods ended September 30, 2023 and underperformed the median for the three-month and one-year periods ended September 30, 2023. They also noted that, on a market price basis, the Fund had outperformed the median of the Performance Group for the three-year period ended September 30, 2023 and underperformed the median of the Performance Group for the three-month and one-year period ended September 30, 2023. The Directors also noted that on a NAV basis, the Fund had outperformed its benchmark index for the three-month, one-year, three-year and five-year periods ended September 30, 2023. The Directors also reviewed the Fund's performance relative to other funds managed by the Adviser.

As to the comparative fees and expenses, the Directors considered the management and the other fees paid by the Fund and compared those to the management and other fees paid by funds in FUSE's Opportunistic Credit fund peer group (the "Expense Group"). The Board noted that the Fund's total net expense ratio as a percentage of average managed assets was higher than the Expense Group median. The Directors also reviewed supplemental comparison materials provided by FUSE detailing the Fund's contractual advisory fee and total net expense rankings against its peers calculated on the basis of each fund's average managed assets to mitigate the distortions caused by differing levels of leverage.

The Board also noted that the annual management fee for the Fund was above the median paid by the Expense Group but within the range of the fees paid by the funds in the Expense Group. The Directors also reviewed the Fund's fees relative to other funds managed by the Adviser. The Board, including the Independent Directors, determined that the fees were reasonable given the nature of the Fund's unique investment strategy, the capabilities of the Adviser and the nature of the services provided to the Fund.

Nature, Extent and Quality of Services

As to the nature, extent and quality of the services provided by the Adviser to the Fund, the Board considered that under the terms of the Advisory Agreement, the Adviser, subject to the supervision of the Board, provides or arranges to be provided to the Fund such investment advice as the Adviser, in its discretion, deems advisable and furnishes or arranges to be furnished a continuous investment program for the Fund consistent with the Fund's investment objective and policies. The Board reviewed the Adviser's Form ADV, which was previously provided to the Board and that provided details regarding the experience of each of the Adviser's personnel. The Adviser also provided additional information regarding its experience managing other investment accounts. Based on the foregoing information, the Board, including the Independent Directors, concluded that the Adviser had provided quality services and would continue to do so for the Fund.

Profitability and Other Benefits

As to the cost of the services provided and the profits to be realized by the Adviser, the Board reviewed the Adviser's estimates of its profitability and its financial condition. The Board reviewed the Adviser's financial statements and noted the Adviser's financial condition is stable as income from its asset management operations have contributed to higher revenues for the Adviser. The Board acknowledged the Adviser's management fees were comparable to those charged to other funds to which the Adviser provides advisory or sub-advisory services. The Board, including the Independent Directors, determined that the Advisory Agreement, with respect to the Fund was not overly profitable to the Adviser and the financial condition of the Adviser was adequate.

Consideration and Approval of
Advisory Agreement

December 31, 2023 (Unaudited)

The Board noted that the Adviser has no affiliations with the Fund's transfer agent, fund accountant, custodian, or distribution-related service providers utilized by the Fund and therefore does not derive any benefits from the relationships these parties may have with the Fund.

Conclusion

Having requested and received such information from the Adviser as the Board believed to be reasonably necessary to evaluate the terms of the Advisory Agreement, and as assisted by the advice of independent counsel, the Board, including the Independent Directors, concluded that renewal of the Advisory Agreement was in the best interests of the Fund and its shareholders.

Board of Directors

Patrick W. Galley, CFA, Chairman

John K. Carter

J. Wayne Hutchens

David M. Swanson

Jerry R. Raio

Lisa B. Mouglin

Investment Adviser

RiverNorth Capital Management, LLC

Fund Administrator

ALPS Fund Services, Inc.

Transfer Agent and

Dividend Disbursing Agent

DST Systems, Inc.

Custodians

State Street Bank and Trust Company

Millennium Trust Company

Independent Registered

Public Accounting Firm

KPMG LLP

RIVERNORTH®

RiverNorth Capital Management, LLC
360 South Rosemary Avenue, Suite 1420
West Palm Beach, FL 33401

Secondary market support provided to the Fund by ALPS Fund Services, Inc.'s affiliate ALPS Distributors, Inc., a FINRA member.

This report is provided for the general information of the shareholders of the RiverNorth Capital and Income Fund, Inc. This report is not intended for distribution to prospective investors in the Fund, unless preceded or accompanied by an effective prospectus.