

**RiverNorth Flexible Municipal Income Fund II, Inc. (RFMZ)**

*Statement Pursuant to Section 19(a)*

*of the Investment Company Act of 1940*

On January 31, 2024, the RiverNorth Flexible Municipal Income Fund II, Inc. (the “Fund”) paid a distribution of \$0.0866 per share to shareholders of record at the close of business on January 16, 2024. Under U.S. generally accepted accounting principles (GAAP), the Fund estimates that 30.87% of the distribution is attributable to current year net investment income and the remaining portion is attributable to return of capital.

The characterization of Fund distributions for federal income tax purposes is different from the GAAP characterization presented above. The determination of what portion of each year’s distributions constitutes ordinary income, qualifying dividend income, short or long term capital gains or return of capital is reported to shareholders on the Fund’s calendar year-end Form 1099-DIV.