

Semi-Annual Report

June 30, 2025



Flat Rock Core Income Fund

FLAT ROCK
— GLOBAL —

Where Investors Come First

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INVESTMENT OBJECTIVE

Flat Rock Core Income Fund’s (the “Fund”) investment objective is the preservation of capital while generating current income from its debt investments and seeking to maximize the portfolio’s total return.

PERFORMANCE as of June 30, 2025

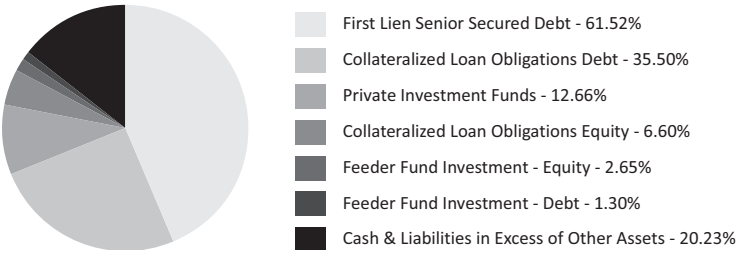
	6 Months	1 Year	3 Year ⁽¹⁾	5 Year ⁽¹⁾	Since Inception ⁽¹⁾
Flat Rock Core Income Fund ⁽²⁾⁽⁶⁾	2.29%	6.23%	9.07%	9.03%	7.78%
Bloomberg US Aggregate Bond Index ⁽³⁾	4.02%	6.08%	2.55%	-0.73%	1.50%
Bloomberg US Corporate High Yield Bond Index ⁽⁴⁾	4.57%	10.28%	9.92%	5.96%	4.97%
Morningstar LSTA US Leveraged Loan Index ⁽⁵⁾	2.81%	7.29%	9.68%	7.45%	5.40%

- (1) The Fund commenced operations on July 2, 2017. Operations for the period prior to November 23, 2020 are for Flat Rock Capital Corp. (see Note 14 in the Notes to Consolidated Financial Statements for further information).
- (2) Performance returns are net of management fees and other Fund expenses.
- (3) The Bloomberg US Aggregate Bond Index is a broad-based, market capitalization-weighted bond market index representing intermediate term investment grade bonds traded in the United States.
- (4) The Bloomberg US Corporate High Yield Bond Index measures the USD-denominated, high yield, fixed-rate corporate bond market.
- (5) The Morningstar LSTA US Leveraged Loan Index is a market value weighted index designed to capture the performance of the US leveraged loan market.
- (6) The return shown is based on net asset value calculated for shareholder transactions and may differ from the return shown in the Financial Highlights, which reflects adjustments made to the net asset value in accordance with accounting principles generally accepted in the United States of America.

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, if repurchased by the Fund, may be worth more or less than their original cost. 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.

The Fund is a continuously offered, diversified, closed-end management investment company that is operated as an interval fund. The Fund is suitable only for investors who can bear the risks associated with the Fund’s limited liquidity and should be viewed as a long-term investment. The Fund’s shares have no history of public trading, nor is it intended that its shares will be listed on a national securities exchange at this time, if ever. Investing in the Fund’s shares may be speculative and involves a high degree of risk, including the risks associated with leverage. Investing in the Fund involves risk, including the risk that shareholders may receive little or no return on their investment or that shareholders may lose part or all of their investment. The Fund may pay distributions in significant part from sources that may not be available in the future and that are unrelated to its performance, such as a return of capital or borrowings. The amount of distributions that the Fund may pay, if any, is uncertain.

ASSET ALLOCATION as of June 30, 2025*



* Holdings are subject to change.
Percentages are based on net assets of the Fund.

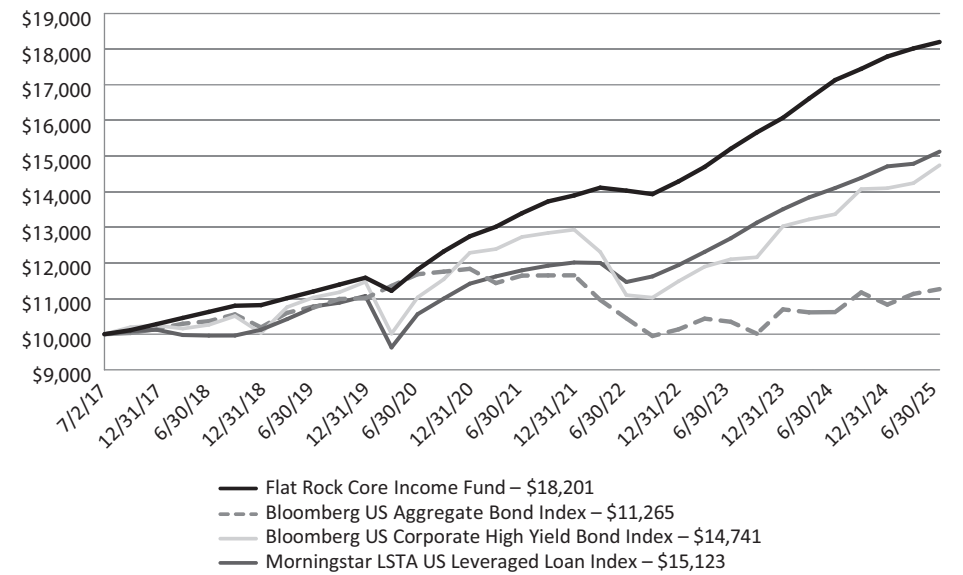
TOP TEN HOLDINGS* as of June 30, 2025

	% of Net Assets
Hercules Private Global Venture Growth Fund I LP	5.21%
TriplePoint Private Venture Credit, Inc.	4.25%
BCP Great Lakes II - Series A	3.21%
Fortress Credit Opportunities XXI CLO LLC, Series 2023-21A	3.01%
Vehicle Management Services -Term Loan	2.59%
Brightwood Capital MM CLO Ltd., Series 2023-1A	2.46%
Xenon Arc, Inc. - Term Loan	2.44%
PTSH Intermediate Holdings, LLC - Term Loan	2.43%
Fortress Credit Opportunities XXI CLO LLC, Series 2022-19A	2.36%
Crane Engineering Sales - Term Loan	2.30%

* Holdings are subject to change and exclude cash equivalents.

GROWTH OF A HYPOTHETICAL \$10,000 INVESTMENT

The graph below illustrates the growth of a hypothetical \$10,000 investment assuming the purchase of common shares at the NAV of \$20.00 on July 2, 2017 (commencement of operations) and tracking its progress through June 30, 2025.



The hypothetical \$10,000 investment at inception includes changes due to share price and reinvestment of dividends and capital gains. The chart does not imply future performance. Indexes are unmanaged, do not incur fees, expenses or taxes, and cannot be invested in directly. Performance quoted does not include a deduction for taxes that a shareholder would pay on the repurchase of its shares by the Fund.

June 30, 2025 (Unaudited)

	Principal Amount	Fair Value
COLLATERALIZED LOAN OBLIGATIONS EQUITY^{(a)(b)(c)} - 6.60%		
Barings Middle Market CLO Ltd., Series 2021-1A, Subordinated Notes, 14.06%, 7/20/2033	\$ 6,300,000	\$ 5,194,418
BlackRock Elbert CLO V, LLC, Series 5I, Subordinated Notes, 1.00%, 6/15/2034	2,000,000	897,163
BlackRock Maroon Bells CLO XI, LLC, Series 1A, Subordinated Notes, 13.09%, 1/15/2038	10,191,083	5,068,325
Blackrock Mt. Hood CLO X, LLC, Series 2023-1A, Class VDN, 2.50%, 4/20/2035	5,000,000	2,138,177
Churchill Middle Market CLO III Ltd., Series 2021-1A, Subordinated Notes, 0.00%, 10/24/2033 ^(d)	5,000,000	137,659
Jefferies Credit Partners DL CLO 2024-II Ltd, Series 2024-2A, Subordinated Notes, 17.82%, 1/20/2037	5,671,692	5,288,307
TCP Whitney CLO Ltd., Series 1A, Subordinated Notes, 0.00%, 8/20/2033	5,000,000	2,658,369
TOTAL COLLATERALIZED LOAN OBLIGATIONS EQUITY (Cost \$24,210,785)		21,382,418
COLLATERALIZED LOAN OBLIGATIONS DEBT^{(a)(c)} - 35.50%		
ABPCI Direct Lending Fund ABS II, LLC, Series 2A, Class B, 4.99%, 3/1/2032	6,553,280	6,167,037
ABPCI Direct Lending Fund ABS IV LP, Series 2024-1A, Class C, 12.11%, 5/1/2034 (3M US SOFR + 783 bps) ^(e)	2,000,000	2,000,001
ABPCI Direct Lending Fund CLO, Series 2019-5A, Class D, 12.40%, 1/20/2036 (3M US SOFR + 813 bps) ^(e)	5,250,000	5,320,264
Barings Middle Market CLO Ltd., Series 2023-IIA, Class D, 12.94%, 1/20/2032 (3M US SOFR + 867 bps) ^(e)	5,000,000	5,000,000
Brightwood Capital MM CLO Ltd., Series 2023-1A, 10.72%, 10/15/2035 (3M US SOFR + 646 bps) ^(e)	7,900,000	7,956,058
Brightwood Capital MM CLO Ltd., Series 2023-1X, Class D, 10.72%, 10/15/2035 (3M US SOFR + 646 bps) ^(e)	1,500,000	1,510,644
Brightwood Capital MM CLO Ltd., Series 2024-2A, Class D, 10.01%, 4/15/2036 (3M US SOFR + 575 bps) ^(e)	5,000,000	5,029,152
Fortress Credit Opportunities XIX CLO, LLC, Series 2022-19A, Class ER, 12.26%, 10/15/2036 (3M US SOFR + 800 bps) ^(e)	7,500,000	7,628,252
Fortress Credit Opportunities XXI CLO LLC, Series 2023-21A, Class ER, 11.52%, 1/21/2037 (3M US SOFR + 725 bps) ^(e)	10,000,000	9,755,000
Great Lakes CLO Ltd., Series 2014-1A, Class FR, 14.52%, 10/15/2029 (3M US SOFR + 1026 bps) ^(e)	3,029,744	2,936,402
Great Lakes CLO Ltd., Series 2019-1A, Class ERR, 11.81%, 4/15/2037 (3M US SOFR + 750 bps) ^(e)	5,000,000	4,873,000

See Notes to Consolidated Financial Statements.

June 30, 2025 (Unaudited)

	Principal Amount	Fair Value
COLLATERALIZED LOAN OBLIGATIONS DEBT^{(a)(c)} - 35.50%		
Maranon Loan Funding Ltd., Series 2021-3A, Class ER, 12.08%, 10/15/2036 (3M US SOFR + 782 bps) ^(e)	\$ 5,050,000	\$ 5,113,148
Maranon Loan Funding Ltd., Series 2023-1A, Class ER, 0.00%, 7/15/2037 (3M US SOFR + 775 bps) ^{(e)(f)}	4,800,000	4,800,000
MCF CLO IV, LLC, Class ERR, 13.18%, 10/20/2033 (3M US SOFR + 891 bps) ^(e)	5,000,000	5,070,567
MCF CLO VII, LLC, Series 2017-3A, Class ER, 13.68%, 7/20/2033 (3M US SOFR + 915 bps) ^(e)	5,000,000	5,075,958
Monroe Capital MML CLO VIII Ltd., Series 2019-1A, Class ER, 12.95%, 11/22/2033 (3M US SOFR + 862 bps) ^(e)	6,250,000	6,333,399
Monroe Capital MML CLO X Ltd., Series 20-1A, Class ER2, 12.06%, 8/20/2037 (3M US SOFR + 775 bps) ^(e)	6,000,000	6,000,000
Monroe Capital MML Ltd., Series 2019-2A, Class E, 13.23%, 10/22/2031 (3M US SOFR + 896 bps) ^(e)	1,625,000	1,649,099
Monroe Capital MML Ltd., Series 2021-1A, Class E, 13.12%, 5/20/2033 (3M US SOFR + 880 bps) ^(e)	5,000,000	5,070,449
Mount Logan Funding LP, Series 2018-1A, Class ER, 12.99%, 1/22/2033 (3M US SOFR + 872 bps) ^(e)	6,500,000	6,598,521
PennantPark CLO V Ltd., Series 2022-5A, Class ER, 12.21%, 10/15/2033 (3M US SOFR + 795 bps) ^(e)	4,000,000	4,056,692
TCP Whitney CLO, LLC, Series 2017-1A, Class DR, 8.43%, 8/20/2033 (3M US SOFR + 411 bps) ^(e)	1,897,000	1,902,959
THL Credit Lake Shore MM CLO I LTD, Series 2019-1A, Class ER, 13.49%, 4/15/2033 (3M US SOFR + 923 bps) ^(e)	5,000,000	5,073,555
TOTAL COLLATERALIZED LOAN OBLIGATIONS DEBT (Cost \$113,719,614)		<u>114,920,157</u>
FIRST LIEN SENIOR SECURED DEBT^(a) - 61.52%		
Accordian Partners, 11/15/2031 (3M US SOFR + 600 bps) ^{(e)(g)}	5,624,348	5,547,294
Accordian Partners – DDTL, 11/15/2031 (1.00%) ^{(e)(h)}	766,957	756,449
Accordian Partners – Revolver, 11/15/2031 (.50%) ^{(e)(h)}	608,696	600,357
Amerit Fleet Parent LLC – DDTL, 1/27/2032 (1.00%) ^{(e)(h)}	610,169	607,119
Amerit Fleet Parent LLC – Revolver, 1/27/2032 (.50%) ^{(e)(h)}	881,356	876,674
Amerit Fleet Parent LLC – Revolver, 1/27/2032 (3M US SOFR + 525 bps) ^{(e)(g)}	203,390	202,309
Amerit Fleet Parent LLC – Term Loan, 1/27/2032 (3M US SOFR + 525 bps) ^{(e)(g)}	6,305,085	6,289,322
Bounteous, Inc. – Term Loan, 8/2/2027 (1M US SOFR + 475 bps) ^{(e)(g)}	4,248,100	4,248,100
Capitol Imaging – DDTL, 1/3/2030 ^{(e)(h)}	263,699	259,743

See Notes to Consolidated Financial Statements.

June 30, 2025 (Unaudited)

	Principal Amount	Fair Value
FIRST LIEN SENIOR SECURED DEBT^(a) - 61.52%		
Capitol Imaging – Revolver, 1/3/2030 ^{(g)(h)}	\$ 263,699	\$ 259,743
Capitol Imaging – Revolver, 1/3/2030 (3M US SOFR + 525 bps) ^{(e)(g)}	95,890	94,452
Capitol Imaging – Term Loan, 1/3/2030 (3M US SOFR + 525 bps) ^{(e)(g)}	6,362,748	6,267,307
Congruex Group, LLC – Term Loan, 5/3/2029 (3M US SOFR + 650 bps) ^{(e)(g)(j)}	7,140,630	6,490,833
Consor Intermediate II, LLC – DDTL, 5/10/2031 (1.00%) ^{(g)(h)}	2,038,310	2,013,239
Consor Intermediate II, LLC – Revolver, 5/10/2031 (.50%) ^{(g)(h)}	135,211	133,548
Consor Intermediate II, LLC – Term Loan, 5/10/2031 (1M US SOFR + 475 bps) ^{(g)(e)}	3,271,255	3,231,019
Consor Intermediate II, LLC Revolver, 5/10/2031 (1M US SOFR + 450 bps) ^{(e)(g)}	540,845	534,193
Crane Engineering Sales – Term Loan, 8/25/2029 (3M US SOFR + 525 bps) ^{(e)(g)}	7,503,151	7,450,630
Cyber Advisors – DDTL, 7/18/2028 (1.00%) ^{(g)(h)}	134,185	133,300
Cyber Advisors – Term Loan, 7/18/2028 (3M US SOFR + 525 bps) ^{(e)(g)}	6,840,971	6,795,821
Diversified Risk Holdings – Revolver, 4/30/2026 ^{(g)(h)}	118,519	114,963
Diversified Risk Holdings – Revolver, 4/30/2026 (3M US SOFR + 625 bps) ^{(e)(g)}	177,778	172,444
Diversified Risk Holdings – Term Loan, 4/30/2026 (3M US SOFR + 625 bps) ^{(e)(g)}	6,548,782	6,352,318
Drive Automotive Services, LLC – Term Loan, 8/2/2026 (3M US SOFR + 600 bps) ^{(e)(g)}	4,163,636	3,794,322
ETC Group – Term Loan, 10/8/2029 (3M US SOFR + 600 bps) ^{(e)(g)}	1,960,223	1,444,684
First Brands Group LLC, 3/30/2027 (3M US SOFR + 527 bps) ^{(e)(g)}	4,983,784	4,692,033
Flagship Oral Surgery Partners, LLC – DDTL, 11/20/2025 (1.00%) ^{(g)(h)}	2,155,183	2,150,226
Flagship Oral Surgery Partners, LLC – Term Loan, 12/20/2027 (3M US SOFR + 600 bps) ^{(e)(g)}	2,841,693	2,835,157
Galactic Litigation Partners – Term Loan, 6/21/2024 ^{(l)(k)(l)}	7,274,854	3,499,205
Inmar, Inc. – Term Loan, 10/30/2031 (1M US SOFR + 450 bps) ^{(e)(g)}	3,930,250	3,954,814
Isagenix International, LLC – Term Loan, 4/14/2028 (3M US SOFR + 660 bps) ^{(e)(g)(j)}	1,395,525	577,747
Mag Aerospace – Term Loan, 4/1/2027 (3M US SOFR + 550 bps) ^{(e)(g)}	3,737,876	3,625,740
Magnate Worldwide, LLC – Incremental Term Loan, 12/30/2028 (3M US SOFR + 550 bps) ^{(e)(g)}	2,977,500	2,929,860

See Notes to Consolidated Financial Statements.

June 30, 2025 (Unaudited)

	Principal Amount	Fair Value
FIRST LIEN SENIOR SECURED DEBT^(a) - 61.52%		
Magnate Worldwide, LLC – Term Loan, 12/30/2028 (3M US SOFR + 550 bps) ^{(e)(g)}	\$ 3,805,366	\$ 3,744,480
Nellson Neutraceutical DDTL, 4/7/2031 ^{(g)(h)}	346,535	341,337
Nellson Neutraceutical Revolver, 4/7/2031 ^{(g)(h)}	665,347	655,366
Nellson Neutraceutical Revolver, 4/7/2031 (3M US SOFR + 575 bps) ^{(e)(g)}	235,644	232,109
Nellson Neutraceutical US – Term Loan, 4/7/2031 (3M US SOFR + 575 bps) ^{(e)(g)}	5,752,475	5,666,188
NorthPole US, LLC – Term Loan, 3/3/2025 ^{(g)(k)(l)}	1,837,500	91,875
Oak Point Partners – Term Loan, 12/1/2027 (1M US SOFR + 525 bps) ^{(e)(g)}	3,469,068	3,469,068
Oil Changer Holding Corporation – Term Loan, 2/1/2027 (3M US SOFR + 675 bps) ^{(e)(g)}	6,681,133	6,604,300
Perennial Services Group – DDTL, 9/8/2029 (1.00%) ^{(g)(h)}	189,743	186,233
Perennial Services Group – DDTL, 9/8/2029 (3M US SOFR + 475 bps) ^{(e)(g)}	2,497,176	2,450,978
Perennial Services Group – Term Loan, 9/8/2029 (3M US SOFR + 550 bps) ^{(e)(g)}	4,930,130	4,838,922
Profile Products, LLC – Term Loan, 11/12/2027 (1M US SOFR + 575 bps) ^{(e)(g)}	2,927,733	2,823,212
PTSH Intermediate Holdings, LLC – Term Loan, 12/17/2027 (3M US SOFR + 590 bps) ^{(e)(g)}	8,000,000	7,880,000
S&P Engineering Solutions – Term Loan, 5/2/2030 (3M US SOFR + 500 bps) ^{(e)(g)(i)}	4,925,000	4,969,818
SGA Dental Partners – DDTL, 7/17/2029 (1.00%) ^{(g)(h)}	1,354,444	1,332,773
SGA Dental Partners – Term Loan, 7/17/2029 (3M US SOFR + 550 bps) ^{(e)(g)}	6,723,403	6,615,828
Solaray, LLC – Term Loan, 12/15/2025 (3M US SOFR + 650 bps) ^{(e)(g)}	1,651,038	1,504,095
Solaray, LLC – Term Loan, 12/15/2025 (3M US SOFR + 650 bps) ^{(e)(g)}	1,562,031	1,423,011
Solaray, LLC – Term Loan, 12/15/2025 (3M US SOFR + 650 bps) ^{(e)(g)}	1,370,164	1,248,220
Spencer Spirit, LLC – Term Loan, 7/15/2031 (1M US SOFR + 550 bps) ^{(e)(g)}	4,975,000	4,925,250
Thryv, Inc. – Term Loan, 5/1/2029 (1M US SOFR + 675 bps) ^{(e)(g)}	2,100,000	2,101,323
Trulite Holding Corp. – Term Loan, 3/1/2030 (1M US SOFR + 600 bps) ^{(e)(g)}	4,875,000	4,704,375

See Notes to Consolidated Financial Statements.

June 30, 2025 (Unaudited)

	Principal Amount	Fair Value
FIRST LIEN SENIOR SECURED DEBT^(a) - 61.52%		
Vehicle Management Services, LLC – Term Loan, 7/26/2027 (1M US SOFR + 625 bps) ^{(e)(g)}	\$ 8,386,809	\$ 8,386,808
Viapath Technologies – Term Loan, 8/6/2029 (1M US SOFR + 750 bps) ^{(e)(g)}	7,475,000	7,362,875
Watchguard Technologies, Inc. – Term Loan, 6/30/2029 (1M US SOFR + 525 bps) ^{(e)(g)}	4,877,198	4,829,938
Watterson – Term Loan, 12/17/2026 (1200 bps) ^{(g)(i)(j)}	4,224,607	3,549,092
Xanitos, Inc. Term Loan, 6/25/2026 (3M US SOFR + 650 bps) ^{(e)(g)(i)}	3,458,737	3,458,737
Xenon Arc, Inc. – Term Loan, 12/20/2028 (1M US SOFR + 575 bps) ^{(e)(g)}	8,000,000	7,883,999
Zavation Medical Products, LLC – Revolver, 6/30/2028 (.50%) ^{(g)(h)}	46,804	46,804
Zavation Medical Products, LLC – Revolver, 6/30/2028 (3M US SOFR + 650 bps) ^{(e)(g)}	421,235	421,235
Zavation Medical Products, LLC – Term Loan, 6/30/2028 (3M US SOFR + 650 bps) ^{(e)(g)}	6,484,353	6,484,353
TOTAL FIRST LIEN SENIOR SECURED DEBT (Cost \$207,651,854)		<u>199,167,567</u>
FEEDER FUND INVESTMENT - DEBT^{(a)(c)(e)(m)} - 1.30%		
Bain Capital Global Direct Lending Fund U II RN LP, Series 2025-1A, Class D, 12.29%, 6/18/2036 (3M US SOFR + 800 bps)	200,000	198,000
Guggenheim Invest Private Debt Fund IV Feeder LLC, Series 25-1A, Class C, 11.55%, 4/10/2038 (3M US SOFR + 750 bps)	4,000,000	4,000,000
TOTAL FEEDER FUND INVESTMENT - DEBT (Cost \$4,198,004)		<u>4,198,000</u>
FEEDER FUND INVESTMENT - EQUITY^{(a)(c)(n)} - 2.65%		
Bain Capital Global Direct Lending Fund U II RN LP, Series 2025-1A, Subordinated Notes, 16.50%, 6/18/2036	1,831,577	1,694,209
New Mountain Guardian IV Feeder III, Ltd., Subordinated Notes, 16.00%, 11/19/2036	6,960,610	6,881,259
TOTAL FEEDER FUND INVESTMENT - EQUITY (Cost \$8,550,625)		<u>8,575,468</u>

See Notes to Consolidated Financial Statements.

June 30, 2025 (Unaudited)

	Shares	Fair Value
COMMON STOCKS^(a) - 0.00%		
Isagenix International, LLC ^(k)	85,665	\$ —
Total Common Stocks (Cost \$—)		—
PRIVATE INVESTMENT FUNDS - 12.66%		
BCP Great Lakes II - Series A Holdings LP ^(o)	N/A	10,385,829
Hercules Private Global Venture Growth Fund I LP ^(o)	N/A	16,852,085
TriplePoint Private Venture Credit, Inc.	1,324,395	13,747,215
TOTAL PRIVATE INVESTMENT FUNDS (Cost \$46,987,045)		40,985,129
TOTAL INVESTMENTS - 120.23% (Cost \$405,317,927)		389,228,739
Liabilities in Excess of Other Assets - (20.23)%		(65,503,728)
NET ASSETS - 100.00%		\$ 323,725,011

- (a) The level 3 assets were a result of unavailable quoted prices from an active market or the unavailability of other significant observable inputs.
- (b) Collateralized loan obligation ("CLO") equity positions are entitled to recurring distributions which are generally equal to the remaining cash flow of payments made by underlying securities less contractual payments to debt holders and CLO expenses. The effective yield is estimated based upon the current projection of the amount and timing of these recurring distributions in addition to the estimated amount of terminal principal payment. Effective yields for the CLO equity positions are updated generally once a quarter or in connection with a transaction such as an add-on purchase, refinancing or reset. The estimated yield and investment cost may ultimately not be realized. Total fair value of the securities is \$21,382,418, which represents 6.61% of net assets as of June 30, 2025.
- (c) Securities exempt from registration under the Securities Act of 1933, and are deemed to be "restricted" securities. As of June 30, 2025, the total fair value of these securities amounts to \$149,076,043, which represents 46.05% of net assets.
- (d) This CLO was called on June 17, 2025. Proceeds received subsequent to June 30, 2025.
- (e) Variable rate security. Interest rate resets periodically. The rate shown is the effective interest rate as of June 30, 2025. For securities based on a published reference rate and spread, the reference rate and spread (in basis points) are indicated parenthetically. Certain variable rate securities are not based on a published reference rate and spread but are determined by the issuer or agent and are based on current market conditions. These securities, therefore, do not indicate a reference rate and spread.
- (f) Purchase of this security was settled after June 30, 2025.
- (g) All or a portion of the security has been pledged as collateral in connection with the credit facility with certain funds and accounts managed by Cadence Bank, N.A. (the "Credit Facility"). At June 30, 2025, the value of securities pledged amounted to \$195,668,362, which represents approximately 60.44% of net assets.
- (h) Investment has been committed to but has not been funded by the Fund as of June 30, 2025.
- (i) Investment was acquired via participation agreement.
- (j) A portion of the stated interest rate is payment-in-kind.
- (k) Non-income producing security.
- (l) Investment is past its legal maturity date and facility is currently winding down.
- (m) Debt tranches in securitizations of limited partnership interests in a loan fund ("Feeder Fund Investments — Debt") are entitled to contractual interest payments derived from the cash flows generated by the underlying loan fund. As of June 30, 2025, the total fair value of Feeder Fund Investments — Debt was \$4,198,000, representing 1.30% of net assets.

See Notes to Consolidated Financial Statements.

June 30, 2025 (Unaudited)

- ⁽ⁿ⁾ *Equity tranches in securitizations of limited partnership interests in a loan fund ("Feeder Fund Investment — Equity") are entitled to recurring distributions which are generally equal to the remaining cash flow of payments made by the underlying loan fund less contractual payments to debt holders and fund expenses. The effective yield is estimated based upon the current projections of the amount and timing of these recurring distributions in addition to the estimated amount of the terminal principal payment. Effective yields are generally updated once a quarter or in connection with events such as an add-on purchase, refinancing or reset. The estimated yield and investment cost may ultimately not be realized. As of June 30, 2025, the total fair value of Feeder Fund Investments — Equity was \$8,575,468 representing 2.65% of net assets.*
- ^(o) *Private investment fund does not issue shares.*

SOFR - Secured Overnight Financing Rate

1M US SOFR - 1 Month SOFR as of June 30, 2025 was 4.32%.

3M US SOFR - 3 Month SOFR as of June 30, 2025 was 4.34%.

Flat Rock Core Income Fund Consolidated Statement of Assets and Liabilities

June 30, 2025 (Unaudited)

Assets

Investments at fair value (cost \$405,317,927)	\$	389,228,739
Interest receivable		7,585,766
Cash and cash equivalents		1,357,326
Receivable for fund shares sold		114,419
Fee Rebate		181,553
Prepaid loan commitment fees		158,612
Dividends receivable		4,316
Prepaid expenses and other assets		103,989
Total assets		398,734,720

Liabilities

Credit Facility, net (see Note 9)	\$	45,763,696
Unfunded loan commitments		10,383,514
Mandatorily redeemable preferred stock (net of deferred financing costs of \$40,056 ^(a) (see Note 10))		9,959,944
Securities purchased payable		7,384,870
Incentive fee payable		454,314
Payable for excise tax		347,906
Accrued interest expense		256,819
Payable to transfer agent		97,886
Payable for audit and tax service fees		54,782
Payable to trustees		36,665
Payable for fund accounting and administration fees		35,378
Dividends payable on redeemable preferred stock		17,778
Other accrued expenses		216,157
Total liabilities		75,009,709

Net Assets	\$	323,725,011
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Commitments and Contingencies (see Note 12)

Net Assets Consist Of

Paid-in capital	\$	329,171,988
Accumulated deficit		(5,446,977)
Net Assets	\$	323,725,011

Pricing of Shares

Net Assets		323,725,011
Shares of beneficial interest outstanding (Unlimited number of shares, at \$0.001 par value per share)		16,194,178
Net asset value and offering price per share	\$	19.99

^(a) \$10,000 liquidation value per share. 2,000 shares authorized, issued and outstanding.

See Notes to Consolidated Financial Statements.

*For the Six Months Ended June 30, 2025 (Unaudited)***Investment Income**

Interest income	\$	18,685,894
Dividend income		3,258,919
Total Investment Income		21,944,813

Expenses

Incentive fees		2,549,576
Management fees		2,287,941
Interest on credit facility		1,802,171
Dividends on redeemable preferred stock		290,139
Transfer agent fees and expenses		233,930
Audit and tax service fees		163,782
Accounting and administration fees		146,552
Amortization of deferred financing costs		52,080
Legal fees		45,664
Printing expenses		37,760
Trustee expenses		36,665
Registration expenses		29,563
Loan issuance costs		21,174
Custodian expenses		17,993
Insurance expenses		12,263
Compliance expenses		10,748
Miscellaneous expenses		270,103
Total expenses		8,008,104
Fees waived by Adviser (see Note 4)		(1,651,861)
Net expenses		6,356,243
Net investment income		15,588,570

Realized and Change in Unrealized Gain/(Loss) from Investments

Net realized gain on sale of investments		163,262
Net change in unrealized appreciation/(depreciation) from investments		(8,357,837)
Net realized and change in unrealized loss from investments		(8,194,575)
Net increase in net assets resulting from operations	\$	7,393,995

	For The Six Months Ended June 30, 2025 (Unaudited)	For The Year Ended December 31, 2024
Increase/(Decrease) In Net Assets Resulting From Operations		
Net investment income	\$ 15,588,570	\$ 25,551,615
Net realized gain on sale of investments	163,262	690,975
Net change in unrealized appreciation/(depreciation) from investments	(8,357,837)	(885,094)
Net increase in net assets resulting from operations	7,393,995	25,357,496
Distributions To Shareholders		
Distributions paid from earnings	(15,691,988)	(25,678,219)
Decrease in net assets from distributions to shareholders	(15,691,988)	(25,678,219)
Capital Share Transactions		
Proceeds from shares sold	62,136,032	100,063,833
Reinvestment of distributions	2,517,177	5,026,776
Cost of shares repurchased	(32,615,007)	(22,999,621)
Net increase in net assets resulting from capital share transactions	32,038,202	82,090,988
Net increase in net assets	23,740,209	81,770,265
Net Assets		
Beginning of period	299,984,802	218,214,537
End of period	\$ 323,725,011	\$ 299,984,802
Share Transactions		
Shares sold	3,060,322	4,845,922
Shares issued in reinvestment of distributions	124,503	244,428
Shares repurchased	(1,603,138)	(1,111,626)
Net increase in share transactions	1,581,687	3,978,724

See Notes to Consolidated Financial Statements.

CASH FLOWS RESULTING FROM OPERATING ACTIVITIES:

Net increase in net assets resulting from operations	\$	7,393,995
Adjustments to reconcile net increase in net assets resulting from operations to net cash used in operating activities:		
Purchase of investment securities		(86,835,391)
Proceeds from sales of investment securities		57,862,136
Net sales of short-term investments securities		256,050
Amortization of premium and accretion of discount on investments, net		2,287,890
Amortization of deferred financing costs		52,080
Net realized (gain)/loss on:		
Investments		(163,262)
Net change in unrealized (appreciation)/depreciation on:		
Investments		8,357,837
(Increase)/Decrease in assets:		
Fee rebate		5,902
Prepaid loan commitment fees		13,934
Interest receivable		2,410,693
Dividends receivable		2,727
Prepaid expenses and other assets		90,111
Increase/(Decrease) in liabilities:		
Unfunded loan commitments		(207,796)
Accrued interest expense		6,787
Management fee payable		(370,904)
Payable for fund accounting and administration fees		5,964
Payable to transfer agent		(36,046)
Incentive fee payable		(726,141)
Payable for audit and tax service fees		(70,218)
Payable for custodian fees		(8,125)
Payable to trustees		36,665
Other accrued expenses		(29,158)
Net cash used in operating activities	\$	(9,664,270)

CASH FLOWS FROM FINANCING ACTIVITIES:

Proceeds from shares sold	\$ 62,332,314
Cost of shares repurchased	(32,615,007)
Distributions paid (net of reinvestments)	(13,174,811)
Borrowings on credit facility	99,782,385
Payments on credit facility	(95,601,975)
Repayment of mandatorily redeemable preferred stock	(10,000,000)
Decrease in dividends payable on redeemable preferred stock	(22,361)
Net cash provided by financing activities	10,700,545
Net increase/(decrease) in cash	1,036,275

Cash, beginning of period	\$ 321,051
Cash, end of period	\$ 1,357,326

Non-cash financing activities not included herein consist of:

Reinvestment of dividends and distributions	\$ 2,517,177
Supplemental Disclosure of Cash Flow Information	
Cash paid for interest on credit facility	\$ 1,795,384
Cash paid for dividends on mandatorily redeemable preferred stock	\$ 312,500

	For the Six Months Ended June 30, 2025 (Unaudited)	For the Year Ended December 31, 2024*	For the Year Ended December 31, 2023	For the Year Ended December 31, 2022	For the Year Ended December 31, 2021	For the Year Ended December 31, 2020 ^(a)
Per Share Operating Performance						
Net asset value, beginning of period	\$ 20.53	\$ 20.52	\$ 19.90	\$ 20.64	\$ 20.29	\$ 19.76
Income/(loss) from investment operations:						
Net investment income ^(b)	1.01	2.05	2.27	1.76	1.54	1.41
Net realized and unrealized gains/(losses) from investments	(0.53)	0.03 ^(c)	0.11	(1.13)	0.17	0.48
Total income/(loss) from investment operations	0.48	2.08	2.38	0.63	1.71	1.89
Less distributions:						
Net investment income	(1.02)	(2.07)	(1.76)	(1.35)	(1.36)	(0.81)
Net realized gains	—	—	—	(0.02)	—	(0.55)
Total distributions	(1.02)	(2.07)	(1.76)	(1.37)	(1.36)	(1.36)
Net increase/(decrease) in net asset value	(0.54)	0.01	0.62	(0.74)	0.35	0.53
Net asset value, end of period	\$ 19.99	\$ 20.53	\$ 20.52	\$ 19.90	\$ 20.64	\$ 20.29
Total return^(d)	2.29% ^(e)	10.60%	12.43%	3.14%	8.73%	10.03%
Ratios/Supplemental Data:						
Net assets, end of period (in thousands)	\$ 323,725	\$ 299,985	\$ 218,215	\$ 184,382	\$ 116,384	\$ 60,436
Ratios To Average Net Assets (including interest on credit facility and dividends on redeemable preferred stock)^(f)						
Ratio of expenses to average net assets including fee waivers and reimbursements	4.08% ^{(g)(h)}	6.36% ⁽ⁱ⁾	7.17%	6.16%	5.51%	7.69%
Ratio of expenses to average net assets excluding fee waivers and reimbursements	5.14% ^(g)	6.43%	7.17%	6.16%	5.51%	8.07%
Ratio of net investment income to average net assets including fee waivers and reimbursements	10.00% ^(g)	9.90%	11.19%	8.74%	7.50%	7.15%

See Notes to Consolidated Financial Statements.

	For the Six Months Ended June 30, 2025 (Unaudited)	For the Year Ended December 31, 2024*	For the Year Ended December 31, 2023	For the Year Ended December 31, 2022	For the Year Ended December 31, 2021	For the Year Ended December 31, 2020 ^(a)
Ratio of net investment income to average net assets excluding fee waivers and reimbursements	8.94% ^(g)	9.83%	11.19%	8.74%	7.50%	6.77%
Ratios To Average Net Assets (excluding interest on credit facility and dividends on redeemable preferred stock)^(f)						
Ratio of expenses to average net assets including fee waivers and reimbursements	2.71% ^{(g)(h)}	4.49% ⁽ⁱ⁾	4.66%	4.41%	4.41%	5.69%
Ratio of expenses to average net assets excluding fee waivers and reimbursements	3.77% ^(g)	4.56%	4.66%	4.41%	4.41%	6.07%
Ratio of net investment income to average net assets including fee waivers and reimbursements	11.37% ^(g)	11.77%	13.70%	10.49%	8.60%	9.15%
Ratio of net investment income to average net assets excluding fee waivers and reimbursements	10.31% ^(g)	11.70%	13.70%	10.49%	8.60%	8.77%
Portfolio turnover rate	15% ^(e)	68%	25%	17%	67%	32%
Credit Facility:						
Aggregate principal amount, end of period (000s):	\$ 45,764	\$ 41,583	\$ 54,998	\$ 48,548	\$ 41,703	\$ 25,676
Assets Coverage, end of period per \$1,000: ^(j)	8,079	8,220	4,975	4,804	3,780	3,354
Redeemable Preferred Stock:						
Liquidation value, end of period (000s):	\$ 10,000	\$ 20,000	\$ 20,000	\$ 20,000	\$ 10,000	N/A
Asset coverage, end of period per share: ^(k)	33,370	32,002	23,825	20,442	12,640	N/A

* Includes adjustments in accordance with accounting principles generally accepted in the United States and, consequently, the net asset values for financial reporting purposes and the returns based upon those net asset values may differ from the net asset values and returns for shareholder transactions.

See Notes to Consolidated Financial Statements.

- (a) *The consolidated operations for the period from January 1, 2020 to November 22, 2020 are for Flat Rock Capital Corp. (See Note 14 in the Notes to Consolidated Financial Statements for further information).*
- (b) *Based on average shares outstanding during the year.*
- (c) *The amount shown for a share outstanding throughout the period does not accord with the change in aggregate gains and losses in the portfolio of securities during the period due to the timing of sales and purchases of fund shares in relation to fluctuating market values during the period.*
- (d) *Total return in the above table represents the rate that the investor would have earned or lost on an investment in the Fund, assuming reinvestment of dividends.*
- (e) *Not annualized.*
- (f) *Interest expense relates to the Fund's Credit Facility (see Note 9) and includes amortization of debt issuance costs as well as dividends on mandatorily redeemable preferred stock (see Note 10).*
- (g) *Annualized.*
- (h) *The ratio of expenses to average net assets including fee waivers includes \$851,861 in voluntary advisory fee waivers and \$800,000 in voluntary incentive fee waivers representing (0.53)%. This voluntary waiver is not subject to recoupment.*
- (i) *The ratio of expenses to average net assets including fee waivers includes \$189,344 in voluntary advisory fee waivers representing (0.07)%. This voluntary waiver is not subject to recoupment.*
- (j) *Calculated by subtracting the Fund's total liabilities (excluding the Credit Facility and accumulated unpaid interest on Credit Facility) from the Fund's total assets and dividing by the outstanding Credit Facility balance.*
- (k) *Asset coverage ratio is calculated by subtracting the Fund's total liabilities (excluding the liquidation value of the Mandatorily Redeemable Preferred Stock including distributions payable on Mandatorily Redeemable Preferred Stock) from the Fund's total assets and dividing by the liquidation value of the Mandatorily Redeemable Preferred Stock. The asset coverage per share figure is expressed in terms of dollar amounts per share of outstanding Preferred Stock.*

1. ORGANIZATION

Flat Rock Core Income Fund (the “Fund”) is registered under the Investment Company Act of 1940, as amended, (the “1940 Act”) as a diversified, closed-end management investment company. The shares of beneficial interest of the Fund (the “Shares”) are continuously offered under Rule 415 under the Securities Act of 1933, as amended (the “Securities Act”). The Fund operates as an interval fund pursuant to Rule 23c-3 under the 1940 Act, and has adopted a fundamental policy to conduct quarterly repurchase offers at net asset value (“NAV”).

The Fund’s investment objective is the preservation of capital while generating current income from its debt investments and seeking to maximize the portfolio’s total return.

The Fund was formed as a Delaware statutory trust on June 11, 2020 and operates pursuant to a Second Amended and Restated Agreement and Declaration of Trust governed by and interpreted in accordance with the laws of the State of Delaware. The Fund had no operations from that date to November 23, 2020, other than those related to organizational matters and the registration of its shares under applicable securities laws.

The operations reported in the accompanying consolidated financial statements and financial highlights for the periods from January 1, 2020 to November 22, 2020 are for Flat Rock Capital Corp., a Maryland corporation formed on March 20, 2017 that commenced operations on May 3, 2017. Flat Rock Capital Corp. was an externally managed, non-diversified, closed-end management investment company that elected to be regulated as a business development company (“BDC”) under the 1940 Act and that elected to be treated as a regulated investment company (“RIC”) under Subchapter M of the Internal Revenue Code of 1986, as amended (the “Code”). On November 20, 2020, Flat Rock Capital Corp. transferred all of its assets to the Fund as part of a reorganization as described in Note 14.

FRC Funding I, LLC, the Fund’s wholly owned financing subsidiary, is consolidated in the Fund’s financial statements.

The Fund is deemed to be an individual reporting segment. The objective and strategy of the Fund is used by the Adviser to make investment decisions, and the results of the operations, as shown in the Consolidated Statement of Operations and the Consolidated Financial Highlights is the information utilized for the day-to-day management of the Fund. Due to the significance of oversight and its role, the Adviser is deemed to be the Chief Operating Decision Maker.

2. SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of significant accounting policies followed by the Fund in preparation of its financial statements in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The Fund is an investment company under U.S. GAAP and follows the investment company accounting and reporting guidance of the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 946.

Use of Estimates: The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of increases and decreases in net assets from operations during the period. Actual results could differ from these estimates.

Preferred Shares: In accordance with ASC 480-10-25, the Fund's mandatorily redeemable preferred stock has been classified as debt on the Consolidated Statement of Assets and Liabilities. Refer to "Note 10. Mandatorily Redeemable Preferred Stock" for further details.

Security Valuation: The Fund determines the NAV of its shares daily as of the close of regular trading (normally, 4:00 p.m., Eastern time) on each day that the New York Stock Exchange ("NYSE") is open for business.

The 1940 Act requires the Fund to determine the value of its portfolio securities using market quotations when "readily available," and when market quotations are not readily available, portfolio securities must be valued at fair value, as determined in good faith by the Fund's Board. As stated in Rule 2a-5 under the 1940 Act, determining fair value in good faith requires (i) assessment and management of risks, (ii) establishment of fair value methodologies, (iii) testing of fair value methodologies, and (iv) evaluation of pricing services. Under Rule 2a-5, a fund's board may designate the fund's adviser as "valuation designee" to perform fair value determinations. The Board, including a majority of the Trustees who are not "interested persons" of the Fund, as such term is defined in the 1940 Act, has designated the Adviser to perform fair value determinations and act as "valuation designee" for the Fund's investments.

The Fund records its investments at fair value, which is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The valuation techniques used to determine fair value are further discussed below.

It is the policy of the Fund to value its portfolio securities using market quotations when readily available. For purposes of this policy, a market quotation is readily available only when that quotation is a quoted price (unadjusted) in active markets for identical investments that the Fund can access at the measurement date, provided that a quotation will not be readily available if it is not reliable. If market quotations are not readily available, securities or other assets will be valued at their fair market value as determined using the valuation methodologies approved by the Board.

Equity securities for which market quotations are available are generally valued at the last sale price or official closing price on the primary market or exchange on which they trade.

Short-term debt securities having a remaining maturity of 60 days or less when purchased are valued at cost adjusted for amortization of premiums and accretion of discounts, which approximates fair value.

The Fund primarily invests directly in senior secured loans of U.S. middle-market companies ("Senior Loans") (either in the primary or secondary markets). The Fund's Senior Loans are valued without accrued interest, and accrued interest is reported as income in the Fund's Consolidated Statement of Operations.

Certain of the Senior Loans held by the Fund will be broadly syndicated loans. Broadly syndicated loans will be valued by using readily available market quotations or indicative market quotations provided by an independent, third-party pricing service.

For each Senior Loan held by the Fund, that is either: 1) not a broadly syndicated loan; or 2) is a broadly syndicated loan but has limited liquidity such that the Adviser determines that readily available or indicative market quotations do not reflect fair value, the Adviser will employ the methodology it deems most appropriate to fair value the Senior Loan. For the period before such a Senior Loan begins providing quarterly financial updates, the Senior Loan's fair value will usually be listed as the cost at which the Fund purchased the Senior Loan. For all other such Senior Loans, the Adviser will fair value each of these on a quarterly basis after the underlying portfolio company has reported its most recent quarterly financial update. These fair value calculations involve significant professional judgment by the Adviser in the application of both observable and unobservable attributes, and it is possible that the fair value determined for a Senior Loan may differ materially from the value that could be realized upon the sale of the Senior Loan. There is no single standard for determining the fair value of an investment. Accordingly, the methodologies the Adviser may use to fair value the Senior Loan may include: 1) fair values provided by an independent third-party valuation firm; 2) mark-to-model valuation techniques; and 3) matrix pricing.

For each Senior Loan that is either: 1) not a broadly syndicated loan; or 2) is a broadly syndicated loan but has limited liquidity such that the Adviser determines that readily available or indicative market quotations do not reflect fair value, the Adviser may adjust the value of the Senior Loan between quarterly valuations based on changes in the capital markets. To do this, as a proxy for discount rates and market comparable, the Adviser may look to the Morningstar LSTA U.S. Leveraged Loan 100 Index (the "LSTA Index"). The LSTA Index is an equal value-weighted index designed to track the performance of the largest U.S. leveraged loan facilities. The LSTA Index is comprised of senior secured loans denominated in U.S. dollars that meet certain selection criteria. If there are significant moves in the LSTA Index, the Adviser may adjust the value of the Senior Loan using its discretion.

In addition, the values of the Fund's Senior Loans may be adjusted daily based on changes to the estimated total return that the asset will generate. The Adviser will monitor these estimates and update them as necessary if macro or individual changes warrant any adjustments.

The Fund may invest in junior debt or equity tranches of collateralized loan obligations ("CLOs"). In valuing such investments, the Adviser considers a number of factors, including: 1) the indicative prices provided by a recognized, independent third-party industry pricing service, and the implied yield of such prices; 2) recent trading prices for specific investments; 3) recent purchases and sales known to the Adviser in similar securities; 4) the indicative prices for specific investments and similar securities provided by the broker who arranges transactions in such CLOs; and 5) the Adviser's own models, which will incorporate key inputs including, but not limited to, assumptions for future loan default rates, recovery rates, prepayment rates, and discount rates — all of which are determined by considering both observable and third-party market data and prevailing general market assumptions and conventions, as well as those of the Adviser. While the use of an independent third-party industry pricing service can be a source for valuing its CLO investments, the Adviser will not use the price provided by a third-party service if it believes that the price does not accurately reflect fair value, and will instead utilize another methodology outlined above to make its own assessment of fair value.

The Fund may invest in business development companies ("BDCs") or senior loan facilities that provide the Fund with exposure to Senior Loans ("Loan Facilities"). When valuing BDCs that are publicly-traded, the Adviser will use the daily closing price quoted by the BDC's respective exchange. When valuing BDCs that are not publicly-traded, as well as Loan Facilities, the Adviser will use the most recently reported net asset value provided by the manager of the respective investment.

The Fund may invest in interests or shares in private investment companies and/or funds (“Private Investment Funds”) where the net asset value is calculated and reported by respective unaffiliated investment managers on a monthly or quarterly basis. Unless the Adviser is aware of information that a value reported to the Fund by a portfolio, underlying manager, or administrator does not accurately reflect the value of the Fund’s interest in that Private Investment Fund, the Adviser will use the net asset value provided by the Private Investment Funds as a practical expedient to estimate the fair value of such interests.

All available information, including non-binding indicative bids which may not be considered reliable, typically will be considered by the Adviser in making fair value determinations. In some instances, there may be limited trading activity in a security even though the market for the security is considered not active. In such cases the Adviser will consider the number of trades, the size and timing of each trade, and other circumstances around such trades, to the extent such information is available. The Adviser will engage third-party valuation firms to provide assistance to the Adviser in valuing a substantial portion of the Fund’s investments. The Adviser expects to evaluate the impact of such additional information and factor it into its consideration of fair value.

Federal Income Taxes: The Fund has elected to be treated for U.S. federal income tax purposes as a RIC under Subchapter M of the Code. Accordingly, the Fund will generally not pay corporate-level U.S. federal income taxes on any net ordinary income or capital gains that are timely distributed to shareholders. To qualify as a RIC, the Fund must, among other things, meet certain source-of-income and asset diversification requirements and timely distribute at least 90% of its investment company taxable income each year to its shareholders.

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 returns filed for the open tax years ended December 31, 2021 to December 31, 2023, or expected to be taken in the Fund’s December 31, 2024 year-end tax returns. 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.

The Fund recognizes interest and penalties, if any, related to unrecognized tax benefits as income tax expenses on the Consolidated Statement of Operations. During the six months ended June 30, 2025, the Fund did not incur any interest or penalties.

Securities Transactions and Investment Income: Investment security transactions are accounted for on a trade date basis. Dividend income is recorded on the ex-dividend date. Discounts and premiums on securities purchased are amortized or accreted using the effective interest method. Realized gains and losses from securities transactions and unrealized appreciation and depreciation of securities are determined using the identified cost basis method for financial reporting purposes. Interest income from investments in the “equity” tranche of CLO funds is recorded based upon an estimate of an effective yield to expected maturity utilizing assumed cash flows in accordance with FASB ASC 325-40, *Beneficial Interests in Securitized Financial Assets*.

Debt Issuance Costs: The Fund records origination and other expenses related to its debt obligations as debt issuance costs. These expenses are deferred and amortized over the life of the related debt instrument. Debt issuance costs are presented on the Consolidated Statement of Assets and Liabilities as a direct deduction from the debt liability.

Distributions to Shareholders: The Fund normally pays dividends, if any, monthly, and distributes capital gains, if any, on an annual basis. Income dividend distributions are derived from dividends and interest income the Fund receives from its investments, including short term capital gains. Long term capital gain distributions are derived from gains realized when the Fund sells a security it has owned for more than one year.

Cash and Cash Equivalents: Cash and cash equivalents (e.g., U.S. Treasury bills) may include demand deposits and highly liquid investments with original maturities of three months or less. Cash and cash equivalents are carried at cost, which approximates fair value. The Fund deposits its cash and cash equivalents with highly-rated banking corporations and, at times, may exceed the insured limits under applicable law.

Participation Agreements and Assignments: The Fund enters into participation agreements in which one or more participants purchase an interest in a loan, but a lead lender is the sole lender of record and is responsible for originating the loan, retains control over the loan, manages the relationship and handles communication with the borrower and services the loan for both itself and the participants. The other participants have a contract with the lead lender rather than the borrower unless otherwise specified in the participation agreement, and accordingly cannot make claims against the borrower but instead must request reimbursement for their participation from the lead lender.

3. FAIR VALUE MEASUREMENTS

The Fund utilizes various inputs to measure the fair value of its investments. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability that are developed based on market data obtained from sources independent of the reporting entity. Unobservable inputs reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability that are developed based on the best information available. These inputs are categorized in the following hierarchy under applicable financial accounting standards:

- Level 1** - Unadjusted quoted prices in active markets for identical assets and liabilities that the Fund has the ability to access at the measurement date.
- Level 2** - Significant observable inputs (including quoted prices for the identical instrument on an inactive market, quoted prices for similar instruments, interest rates, prepayment spreads, credit risk, yield curves, default rates and similar data).
- Level 3** - Significant unobservable inputs (including the Fund's own assumptions in determining the fair value of the investments) to the extent relevant observable inputs are not available, for the asset or liability at the measurement date.

The availability of observable inputs can vary from security to security and is affected by a wide variety of factors, including, for example, the type of security, whether the security is new and not yet established in the marketplace, the liquidity of markets, and other characteristics particular to the security. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised in determining fair value is greatest for instruments categorized in Level 3.

June 30, 2025 (Unaudited)

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 is determined based on the lowest level input that is significant to the fair value measurement in its entirety. The inputs used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

The following table summarizes the inputs used to value the Fund's investments under the fair value hierarchy levels as of June 30, 2025:

Investments in Securities at Value	Valuation Inputs			Total
	Level 1	Level 2	Level 3	
Collateralized Loan Obligations Equity	\$ —	\$ —	\$ 21,382,418	\$ 21,382,418
Collateralized Loan Obligations Debt	—	—	114,920,157	114,920,157
First Lien Senior Secured Debt	—	—	199,167,567	199,167,567
Feeder Fund Investment – Debt	—	—	4,198,000	4,198,000
Feeder Fund Investment – Equity	—	—	8,575,468	8,575,468
Common Stock	—	—	—	—
Private Investment Funds*	—	—	—	40,985,129
Total	\$ —	\$ —	\$ 348,243,610	\$ 389,228,739

* The Fund held private fund investments with a fair value of \$40,985,129 that in accordance with GAAP, are valued at net asset value as a "practical expedient" and are excluded from the fair value hierarchy as of June 30, 2025.

The following table presents changes in the fair value of investments for which Level 3 inputs were used to determine the fair value as of and for the six months ended June 30, 2025:

	Balance as of December 31, 2024	Realized gain (loss)	Amortization/ Accretion	Change in unrealized appreciation (depreciation)	Purchases	Sales/ Paydown	Transfer in Level 3	Transfer out Level 3	Balance as of June 30, 2025
Collateralized Loan Obligations Equity	\$ 27,347,102	\$ —	\$ (3,676,300)	\$ (2,288,384)	\$ —	\$ —	\$ —	\$ —	\$ 21,382,418
Collateralized Loan Obligations Debt	128,514,764	139,280	710,709	(1,152,966)	13,695,932	(26,987,562)	—	—	114,920,157
First Lien Senior Secured Debt	172,433,120	23,982	677,532	(2,734,029)	57,992,846	(29,225,884)	—	—	199,167,567
Feeder Fund Investment – Debt	—	—	4	(4)	4,198,000	—	—	—	4,198,000
Feeder Fund Investment – Equity	—	—	165	24,893	1,694,209	—	6,856,201	—	8,575,468
Common Stocks	—	—	—	—	—	—	—	—	—
Total	\$328,294,986	\$163,262	\$ (2,287,890)	\$ (6,150,490)	\$77,580,987	\$ (56,213,446)	\$6,856,201	\$ —	\$348,243,610

June 30, 2025 (Unaudited)

	Net Change in Unrealized Appreciation/ (Depreciation) included in Consolidated Statements of Operations attributable to Level 3 investments held at June 30, 2025
Collateralized Loan Obligations Equity	\$ (2,288,384)
Collateralized Loan Obligations Debt	(1,152,966)
Common Stocks	—
First Lien Senior Secured Debt	(2,734,029)
Feeder Fund Investment – Debt	(4)
Feeder Fund Investment – Equity	24,893
Total	\$ (6,150,490)

The following table summarizes the valuation techniques and significant unobservable inputs used for the Fund’s investments that are categorized in Level 3 of the fair value hierarchy as of June 30, 2025:

Assets	Fair Value at June 30, 2025	Valuation Techniques/ Methodologies	Unobservable Input	Range/Weighted Average ⁽²⁾	Impact to Valuation from an Increase in Input ⁽³⁾
First Lien Senior Secured Debt		Market and income approach (through third-party vendor pricing service)	EV/LTM EBITDA Multiple		
			Revenue Multiple	2.6x – 17.7x/9.86x	Increase
			DCF Discount Margins	2.0x – 2.0x/2.0x	Increase
	133,374,210	Market Quotes	NBIB ⁽¹⁾	4.76% – 35.00%/7.45%	Decrease
	32,662,483	Recent Transaction	Transaction Price	5.00% – 100.63%/97.84%	Increase
	29,631,669	Probability- Weighted Expected	Probability Weighted Alternative Outcomes	98.50% – 99.75%/98.82%	Increase
	3,499,205	Return Method		0 – 100.3/48.10	Increase
Collateralized Loan Obligations Debt					
	84,492,157	Market Quotes	NBIB ⁽¹⁾	94.11% – 101.71%/100.56%	Increase
	15,800,000	Recent Transaction	Transaction Price	100.00%/100.00%	Increase
	14,628,000	Yield Analysis	Discount Margin	7.75% – 8.00%/7.83%	Decrease
Collateralized Loan Obligations Equity					
	21,244,759	Market Quotes	NBIB ⁽¹⁾	42.76% – 93.24%/69.84	Increase
	137,659	Liquidation Net Asset Value	Broker Quotes	2.75 – 2.75/2.75	Increase
Feeder Fund Investment – Equity	6,881,259	Market Quotes	NBIB ⁽¹⁾	98.86 – 98.86/98.86	Increase

June 30, 2025 (Unaudited)

Assets	Fair Value at June 30, 2025	Valuation Techniques/ Methodologies	Unobservable Input	Range/Weighted Average ⁽²⁾	Impact to Valuation from an Increase in Input ⁽³⁾
Feeder Fund Investment – Equity	1,694,209	Recent Transaction	Transaction Price	92.50 – 92.50/92.50	Increase
Feeder Fund Investment – Debt	4,198,000	Recent Transaction	Transaction Price	99.00 – 100.00/99.95	Increase

⁽¹⁾ The Fund generally uses non-binding indicative bid prices (“NBIB”) provided by an independent pricing service or broker on the valuation date as the primary basis for the fair value determinations for broadly-syndicated First Lien Senior Secured Debt, CLO Debt, and CLO Equity investments, which may be adjusted for pending equity distributions as of the valuation date. These prices are non-binding and may not be determinative of fair value. Each price is evaluated by the Valuation Committee in conjunction with additional information compiled by Flat Rock Global, including performance and covenant compliance information as provided by the respective CLO’s independent trustee.

⁽²⁾ Weighted averages are calculated based on fair value of investments.

⁽³⁾ The impact on fair value measurement of an increase in each unobservable input is in isolation.

4. INVESTMENT ADVISORY SERVICES AND OTHER AGREEMENTS

Flat Rock Global, LLC serves as the investment adviser to the Fund pursuant to the terms of an investment advisory agreement (the “Advisory Agreement”). Under the terms of the Advisory Agreement, the Adviser provides the Fund such investment advice as it deems advisable and furnishes a continuous investment program for the Fund consistent with the Fund’s investment objective and strategies. As compensation for its management services, the Fund pays the Adviser a management fee of 1.375% (as a percentage of the average daily value of net assets), paid monthly in arrears, calculated based on the average daily value of net assets during such period. Prior to February 28, 2025, the management fee was calculated and payable monthly in arrears at the annual rate of 1.375% of the Fund’s average daily total assets during such period.

In addition to the management fee, the Adviser is entitled to an incentive fee. The incentive fee is calculated and payable quarterly in arrears in an amount equal to 15.0% of the Fund’s “pre-incentive fee net investment income” for the immediately preceding quarter, and is subject to a hurdle rate, expressed as a rate of return on the Fund’s “adjusted capital,” equal to 1.50% per quarter (or an annualized hurdle rate of 6.00%), subject to a “catch-up” feature, which allows the Adviser to recover foregone incentive fees that were previously limited by the hurdle rate. For this purpose, “pre-incentive fee net investment income” means interest income, dividend income and any other income (including any other fees such as commitment, origination, structuring, diligence and consulting fees or other fees that the Fund receives from portfolio companies) accrued during the calendar quarter, minus the Fund’s operating expenses for the quarter (including the base management fee, expenses reimbursed to the Adviser and any interest expense and dividends paid on any issued and outstanding preferred stock, but excluding the incentive fee). Pre-incentive fee net investment income includes, in the case of investments with a deferred interest feature (such as original issue discount, debt instruments with payment-in-kind interest and zero coupon securities), accrued income that the Fund has not yet received in cash. Pre-incentive fee net investment income does not include any realized capital gains, realized capital losses or unrealized capital appreciation

or depreciation. “Adjusted capital” means the cumulative gross proceeds received by the Fund from the sale of shares (including pursuant to the Fund’s distribution reinvestment policy), reduced by amounts paid in connection with purchases of the Fund’s shares pursuant to the Fund’s repurchase program.

The calculation of the incentive fee on pre-incentive fee net investment income for each quarter is as follows:

- No incentive fee is payable in any calendar quarter in which the Fund’s pre-incentive fee net investment income does not exceed the hurdle rate of 1.50% per quarter (or an annualized rate of 6.00%);
- 100% of the Fund’s pre-incentive fee net investment income, if any, that exceeds the hurdle rate but is less than or equal to 1.764%. This portion of the Fund’s pre-incentive fee net investment income (which exceeds the hurdle rate but is less than or equal to 1.764%) is referred to as the “catch-up.” The “catch-up” provision is intended to provide the Adviser with an incentive fee of 15.0% on all of the Fund’s pre-incentive fee net investment income when the Fund’s pre-incentive fee net investment income reaches 1.764% in any calendar quarter; and
- 15.0% of the amount of the Fund’s pre-incentive fee net investment income, if any, that exceeds 1.764% in any calendar quarter is payable to the Adviser once the hurdle rate is reached and the catch-up is achieved (15.0% of all pre-incentive fee net investment income thereafter will be allocated to the Adviser).

For the six months ended June 30, 2025, the Adviser earned \$2,287,941 in management fees and \$1,749,576 in incentive fees and voluntarily waived \$851,861 and \$800,000 in management fees and incentive fees, respectively. The fees waived by the Adviser are not subject to recoupment.

Ultimus Fund Solutions, LLC (“Ultimus” or “Administrator”) provides the Fund with administration, fund accounting and transfer agent services, including all regulatory reporting. Under the terms of a Master Services Agreement, Ultimus receives fees from the Fund for these services.

U.S. Bank N.A. serves as the Fund’s custodian.

The Fund has entered into a Distribution Agreement with Ultimus Fund Distributors, LLC (the “Distributor”), a wholly-owned subsidiary of Ultimus, to provide distribution services to the Fund. The Distributor serves as principal underwriter/distributor of shares of the Fund. Under the terms of a Distribution Agreement, the Distributor receives fees from the Fund for these services.

U.S. Bank N.A. and the Distributor are not considered affiliates, as defined under the 1940 Act, of the Fund.

5. REPURCHASE OFFERS

The Fund conducts quarterly repurchase offers of 5% of the Fund’s outstanding shares. Repurchase offers in excess of 5% are made solely at the discretion of the Board and investors should not rely on any expectation of repurchase offers in excess of 5%. In the event that a repurchase offer is oversubscribed, shareholders may only be able to have a portion of their shares repurchased.

June 30, 2025 (Unaudited)

Quarterly repurchases occur in the months of January, April, July, and October. A repurchase offer notice will be sent to shareholders at least 21 calendar days before the repurchase request deadline. The repurchase price will be the Fund's NAV determined on the repurchase pricing date, which is ordinarily expected to be the repurchase request deadline. Payment for all shares repurchased pursuant to these offers will be made not later than seven calendar days after the repurchase pricing date.

During the six months ended June 30, 2025, the Fund completed two repurchase offers. In these offers, the Fund offered to repurchase no less than 5% of the number of its outstanding shares as of the repurchase pricing dates. The results of the repurchase offers were as follows:

	Repurchase Offer #1	Repurchase Offer #2
Commencement Date	December 20, 2024	March 21, 2025
Repurchase Request Deadline	January 24, 2025	April 25, 2025
Repurchase Pricing Date	January 24, 2025	April 25, 2025
Amount Repurchased	\$9,631,700	\$22,983,307
Shares Repurchased	469,839	1,133,299

6. PORTFOLIO INFORMATION

Purchases and sales of securities for the six months ended June 30, 2025, excluding short-term securities, were as follows:

	Purchases of Securities	Proceeds from Sales of Securities
	\$79,220,261	\$57,862,136

7. TAXES

Classification of Distributions

Distributions are determined in accordance with U.S. federal income tax regulations, which differ from U.S. GAAP, and therefore, may differ significantly in amount or character from net investment income and realized gains for financial statement purposes. Financial reporting records are adjusted for permanent book/tax differences to reflect tax character but are not adjusted for temporary differences.

The tax character of distributions paid by the Fund during the fiscal year ended December 31, 2024, was as follows:

Distributions paid from:

Ordinary Income	\$	25,678,219
Long-Term Capital Gain		—
Total	\$	25,678,219

As of December 31, 2024, the components of accumulated earnings/(deficit) on a tax basis for the Fund were as follows:

Undistributed Ordinary Income	\$	17,013,732
Undistributed Long-Term Capital Gains		—
Capital Loss Carry Forwards		(1,743,866)
Unrealized Appreciation		(12,418,850)
Total	\$	2,851,016

Tax Basis of Investments

Net unrealized appreciation/(depreciation) of investments based on federal tax cost as of June 30, 2025, with differences related to partnership investments and wash sales, was as follows:

Gross Unrealized Appreciation	\$	3,155,063
Gross Unrealized Depreciation		(19,244,251)
Net Unrealized Depreciation on Investments	\$	(16,089,188)
Tax Cost	\$	405,317,927

Capital losses

As of December 31, 2024, the Fund had capital loss carryforwards which may reduce the Fund’s taxable income arising from future net realized gains on investments, if any, to the extent permitted by the Code and thus may reduce the amount of the distributions to shareholders which would otherwise be necessary to relieve the fund of any liability for federal tax pursuant to the Code. The capital loss carryforwards may be carried forward indefinitely. At December 31, 2024, the Fund had capital loss carry forwards for federal income tax purposes available to offset future capital gains, along with capital loss carryforwards utilized as follows:

	Non-Expiring Short-Term	Non-Expiring Long-Term	Total	Capital Loss Carry Forwards Utilized
	\$ 567,754	\$ 1,176,112	\$ 1,743,866	\$ 661,782

8. RISK FACTORS

In the normal course of business, the Fund invests in financial instruments and enters into financial transactions where risk of potential loss exists due to such things as changes in the market (market risk) or failure or inability of the other party to a transaction to perform (credit and counterparty risk). See below for a detailed description of select principal risks. The following is not intended to be a comprehensive description of all of the potential risks associated with the Fund. The Fund’s prospectus provides a detailed discussion of the Fund’s risks.

Credit Risk. The Fund is subject to the risk that the issuer or guarantor of an obligation, or the counterparty to a transaction, may fail, or become less able, to make timely payment of interest or principal or otherwise honor its obligations or default completely. The strategies utilized by the Adviser require accurate and detailed credit analysis of issuers, and there can be no assurance that its analysis will be accurate or complete. The Fund may be subject to substantial losses in the event of credit deterioration or bankruptcy of one or more issuers in its portfolio.

Financial strength and solvency of an issuer are the primary factors influencing credit risk. The Fund could lose money if the issuer or guarantor of a debt security is unable or unwilling, or is perceived (whether by market participants, rating agencies, pricing services or otherwise) as unable or unwilling, to make timely principal and/or interest payments, or to otherwise honor its obligations. Companies in which the Fund invests could deteriorate as a result of, among other factors, an adverse development in their business, a change in the competitive environment or an economic downturn. As a result, companies that the Adviser may have expected to be stable may operate, or expect to operate, at a loss or have significant variations in operating results, may require substantial additional capital to support their operations or maintain their competitive position, or may otherwise have a weak financial condition or be experiencing financial distress. In addition, inadequacy of collateral or credit enhancement for a debt obligation may affect its credit risk. Although the Fund may invest in investments that the Adviser believes are secured by specific collateral, the value of which may exceed the principal amount of the investments at the time of initial investment, there can be no assurance that the liquidation of any such collateral would satisfy the borrower's obligation in the event of non-payment of scheduled interest or principal payments with respect to such investment, or that such collateral could be readily liquidated. In addition, in the event of bankruptcy of a borrower, the Fund could experience delays or limitations with respect to its ability to realize the benefits of the collateral securing an investment. Under certain circumstances, collateral securing an investment may be released without the consent of the Fund.

Credit risk is typically greater for securities with ratings that are below investment grade (commonly referred to as "junk bonds"). Since the Fund can invest significantly in high-yield investments considered speculative in nature and unsecured investments, this risk may be substantial. The Fund's right to payment and its security interest, if any, may be subordinated to the payment rights and security interests of more senior creditors. This risk may also be greater to the extent the Fund uses leverage or derivatives in connection with the management of the Fund. Changes in the actual or perceived creditworthiness of an issuer, or a downgrade or default affecting any of the Fund's securities, could affect the Fund's performance.

Senior Loans. The Fund pursues its investment objective by investing in a portfolio composed primarily of senior secured loans of U.S. middle-market companies ("Senior Loans") and investment vehicles, such as CLOs, BDCs or senior loan facilities that provide the Fund with exposure to Senior Loans. Investing in Senior Loans involves a number of significant risks. Below investment grade Senior Loans have historically experienced greater default rates than has been the case for investment grade securities. The Fund intends to achieve its investment objective by investing in a portfolio composed primarily of securities that are rated below investment grade by rating agencies, or that would be rated below investment grade if they were rated. Below investment grade securities, which are often referred to as "junk," have

predominantly speculative characteristics with respect to the issuer's capacity to pay interest and repay principal. They may also be difficult to value and illiquid. There can be no assurance as to the levels of defaults or recoveries that may be experienced on the Fund's investments in Senior Loans. Senior Loans in which the Fund invests may be issued by companies with limited financial resources and limited access to alternative financing. Issuers of Senior Loans may be unable to meet their obligations under their debt securities that the Fund holds. Such developments may be accompanied by deterioration in the value of collateral backing its investments. This could lead to a decline in value of the Fund's Senior Loan investments, which could result in a decline in the Fund's net earnings and NAV. In addition, many of the Fund's Senior Loans are "bank loans" that may not be deemed to be "securities" for purposes of the federal securities laws. Bank loan providers may not have the protections of the anti-fraud provisions of the federal securities laws and must rely instead on contractual provisions in loan agreements and applicable common-law fraud protections.

CLO Risk. CLOs are securities backed by an underlying portfolio of loan obligations. CLOs issue classes or "tranches" that vary in risk and yield and may experience substantial losses due to actual defaults, decrease of market value due to collateral defaults and removal of subordinate tranches, market anticipation of defaults and investor aversion to CLO securities as a class. Investments in CLO securities may be riskier and less transparent than direct investments in the underlying loans and debt obligations. The risks of investing in CLOs depend largely on the tranche invested in and the type of the underlying loans in the tranche of the CLO in which the Fund invests. The tranches in a CLO vary substantially in their risk profile, and debt tranches are more senior than equity tranches. The senior tranches are relatively safer because they have first priority on the collateral in the event of default. As a result, the senior tranches of a CLO generally have a higher credit rating and offer lower coupon rates than the junior tranches, which offer higher coupon rates to compensate for their higher default risk. The Fund expects that it will primarily invest in equity and junior debt tranches of CLOs. The CLOs in which the Fund may invest may incur, or may have already incurred, debt that is senior to the Fund's investment. CLOs also carry risks including, but not limited to, interest rate risk and credit risk. Investments in CLOs may be subject to certain tax provisions that could result in the Fund incurring tax or recognizing income prior to receiving cash distributions related to such income. CLOs that fail to comply with certain U.S. tax disclosure requirements may be subject to withholding requirements that could adversely affect cash flows and investment results. Any unrealized losses the Fund experiences with respect to its CLO investments may be an indication of future realized losses. Equity tranches are unrated and equity investors receive no principal payments, if any, until all debt obligations are paid.

Middle Market Risk. Investing in middle-market companies is highly speculative and involves a high degree of risk of credit loss, and therefore the Fund's securities may not be suitable for someone with a low tolerance for risk. Middle-market companies are more likely to be considered lower grade investments, commonly called "junk," which are either rated below investment grade by one or more nationally-recognized statistical rating agencies at the time of investment or may be unrated but determined by the Adviser to be of comparable quality. Lower grade securities or comparable unrated securities are considered predominantly speculative regarding the portfolio company's ability to pay interest and principal and are susceptible to default or decline in market value due to adverse economic and business developments. These risks are likely to increase during volatile economic periods.

Global Markets Risk: The increasing interconnectivity between global economies and financial markets increases the likelihood that events or conditions in one region or financial market may adversely impact issuers in a different country, region or financial market. Securities in the Fund's portfolio may underperform due to inflation (or expectations for inflation), interest rates, global demand for particular products or resources, natural disasters, pandemics, epidemics, terrorism, regulatory events, imposition of tariffs and governmental or quasi-governmental actions. The occurrence of global events similar to those in recent years may result in market volatility and may have long term effects on both the U.S. and global financial markets. For example, Russia's ongoing military interventions in Ukraine have led to, and may lead to additional sanctions being levied by the United States, the European Union and other countries against Russia. Russia's military incursion and the resulting sanctions could adversely affect global energy and financial markets and thus could affect the value of the Fund's investments, even beyond any direct exposure the Fund may have to Russian issuers or the adjoining geographic regions. The extent and duration of the military action, sanctions and resulting market disruptions are impossible to predict, but could be substantial. Any such disruptions caused by Russian military action or resulting sanctions may magnify the impact of other risks. In addition, the Israel-Hamas conflict as well as the potential risk for a wider conflict could negatively affect financial markets. Geopolitical tensions introduce uncertainty into global markets. This conflict could disrupt regional trade and supply chains, potentially affecting U.S. businesses with exposure to the region. Additionally, the Middle East plays a pivotal role in the global energy sector, and prolonged instability could impact oil prices, leading to increased costs for businesses and consumers. Furthermore, the U.S.'s diplomatic ties and commitments in the region mean that it might become more directly involved, either diplomatically or militarily, diverting attention and resources. These and any related events could significantly impact the Fund's performance and the value of an investment in the Fund, even if the Fund does not have direct exposure. It is not known how long such impacts, or any future impacts of other significant events described above, will or would last, but there could be a prolonged period of global economic slowdown, which may impact your Fund investment.

Valuation Risk: Most of the Fund's investments are not traded on national securities exchanges, and the Fund does not have the benefit of market quotations or other pricing data from such an exchange. Certain of the Fund's investments will have the benefit of third-party bid-ask quotations. With respect to investments for which pricing data is not readily available or when such pricing data is deemed not to represent fair value, the Fund's Board determines fair value using the valuation procedures approved by the Board. There is no single standard for determining fair value in good faith. As a result, determining fair value requires that judgment be applied to the specific facts and circumstances of each portfolio investment while employing a consistently applied valuation process for the types of investments the Fund makes.

Interest Rate Risk: Interest rate sensitivity refers to the change in earnings that may result from changes in the level of interest rates. The Fund intends to fund portions of its investments with borrowings, and at such time, its net investment income will be affected by the difference between the rate at which it invests and the rate at which it borrows. Accordingly, the Fund cannot assure that a significant change in market interest risks will not have a material adverse effect on its net investment income.

9. BORROWINGS

The Fund maintains a \$75 million revolving line of credit through a special purpose wholly-owned subsidiary, FRC Funding I, LLC ("FRC Funding"), with certain financial institutions as lenders ("Lenders"). These Lenders include Cadence Bank, N.A. as the administrative agent, as well as Georgia Banking Company ("GBC"), Synovus Bank ("Synovus"), and Woodforest National Bank ("Woodforest"). The current Loan Agreement expires on June 2, 2026.

As of June 30, 2025, the Fund had drawn down \$48,289,853 from the Credit Facility and the maximum borrowing outstanding during the year was \$63,161,313. The balance drawn from the Credit Facility is inclusive of \$243,750 of upfront fees in addition to the principal balance. The Fund is charged an interest rate of 2.70% above the 1-month Term SOFR (Secured Overnight Financing Rate) plus 0.11448%. The Fund is charged a fee on the average daily unused balance of the Credit Facility of 0.40%. Pursuant to the terms of the Loan Agreement, the Borrowers granted to Cadence for the benefit of the lenders, a security interest and a lien in substantially all of FRC Funding’s assets. The average balance outstanding and weighted average interest rate for the six months ended June 30, 2025 was \$47,747,145 and 7.14%, respectively.

10. MANDATORILY REDEEMABLE PREFERRED STOCK

At June 30, 2025, the Fund had issued and outstanding 1,000 shares of Series A Term Preferred Shares. The Series A Term Preferred Shares have a liquidation preference of \$10,000 per share plus accrued and unpaid dividends (whether or not declared). The Fund issued 1,000 shares of Series A Term Preferred Shares on September 30, 2021. The Series A Term Preferred Shares are entitled to a dividend at a rate of 4.00% per year based on the \$10,000 liquidation preference before the common stock is entitled to receive any dividends. The Series A Term Preferred Shares are redeemable at \$10,000 per share plus accrued and unpaid dividends (whether or not declared) exclusively at the Fund’s option upon written notice. Debt issuance costs related to Series A Preferred Shares of \$200,000 are deferred and amortized over the period the Series A Term Preferred Shares are outstanding.

Series	Mandatory Redemption Date	Annual Dividend Rate	Shares Outstanding	Aggregate Liquidation Preference	Unamortized Deferred Issuance Costs	Carrying Value of Preferred Shares	Fair Value as of June 30, 2025
Series A	September 15, 2026	4.00%	1,000	\$ 10,000,000	\$ 40,056	\$ 9,959,944	\$ 9,774,791

This fair value is based on Level 3 inputs under the fair value hierarchy. The following table summarizes the valuation techniques and significant unobservable inputs that is used to estimate the fair value for the Series A Term Preferred Shares. The Series A Term Preferred Shares are presented on the Consolidated Statement of Assets and Liabilities at the aggregate liquidation preference, net of deferred financing costs.

Assets	Fair Value as of June 30, 2025	Valuation Techniques	Unobservable Inputs	Range/Weighted Average ⁽¹⁾	Impact to Valuation from an Increase in Input ⁽²⁾
Series A Term Preferred Shares	\$ 9,774,791	Income Approach (Discounted Cash Flow Model)	Discount Rates	5.50% – 6.50%/6.07%	Decrease

⁽¹⁾ Weighted averages are calculated based on fair value of investments.

⁽²⁾ The impact on fair value measurement of an increase in each unobservable input is in isolation.

11. DISTRIBUTION REINVESTMENT PLAN

The Board approved the establishment of a distribution reinvestment plan (the “DRIP”). The DRIP was effective as of, and was first applied to the reinvestment of cash distributions paid on or after, December 7, 2020.

Under the DRIP, cash distributions paid to participating stockholders are reinvested in shares at a price equal to the net asset value per share of the Shares as of such date.

12. COMMITMENTS AND CONTINGENCIES

The Fund had an aggregate of \$10,383,514 of unfunded commitments to provide debt financing to its portfolio companies as of June 30, 2025. As of June 30, 2025, there were no requests to fund these commitments. Such commitments are generally up to the Fund’s discretion to approve or are subject to the satisfaction of certain financial and nonfinancial covenants and involve, to varying degrees, elements of credit risk in excess of the amount recognized in the Fund’s Consolidated Statement of Assets and Liabilities and are reflected in the Fund’s Consolidated Statement of Assets and Liabilities.

13. PRIVATE INVESTMENT FUNDS

The following table represents investment strategies, unfunded commitments and redemptive restrictions of investments that are measured at NAV per share (or its equivalent) as a practical expedient as of June 30, 2025:

	Redemption Frequency/ Expiration Date	Unfunded Commitments as of June 30, 2025
BCP Great Lakes Fund LP II – Series A Holdings LP ⁽¹⁾	N/A	\$ 4,102,916
TriplePoint Private Venture Credit Inc. ⁽²⁾	N/A	—
Hercules Private Global Venture Growth Fund I LP ⁽³⁾	N/A	3,365,035
Total		\$ 7,467,951

⁽¹⁾ The investment strategy is to invest in senior, secured unitranche loans.

⁽²⁾ The investment strategy is to invest in venture capital-backed companies, with a focus on technology and other high-growth industries, via senior secured loans that also provide potential for upside in the form of equity warrants.

⁽³⁾ The investment strategy is to invest in secured structured debt and equity financing to venture capital backed life sciences and technology-related companies globally.

14. FUND REORGANIZATION

On November 20, 2020 (the “Reorganization Date”), pursuant to the approval of an Agreement and Plan of Reorganization (the “Plan”) by and between the Fund and Flat Rock Capital Corp. (the “Acquired Fund”), the Acquired Fund transferred all of its assets to the Fund, in exchange for shares of the Fund and the assumption by the Fund of all of the liabilities of the Acquired Fund.

As of the Reorganization Date, and pursuant to the terms of the Plan, shareholders of the Acquired Fund became shareholders of the Fund and received their respective shares. The reorganization qualified as a tax-free “reorganization” under the Code for U.S. federal income tax purposes.

15. SUBSEQUENT EVENTS

The Fund has evaluated events and transactions through the date the financial statements were issued and has identified the following events for disclosure in the financial statements:

On July 22, 2025, FRC Funding executed an amendment to its Loan Agreement with Cadence Bank, which increased the revolving line of credit to \$85,000,000 and extended the maturity of the Credit Facility to July 22, 2030.

On July 25, 2025, the Fund completed a quarterly repurchase offer. In this offer, the Fund offered to repurchase up to 5% of the number of its outstanding shares as of the Repurchase Pricing Date. The result of the repurchase offer was as follows:

	Repurchase Offer
Commencement Date	June 20, 2025
Repurchase Request Deadline	July 25, 2025
Repurchase Pricing Date	July 25, 2025
Amount Repurchased	\$19,851,327
Shares Repurchased	988,612

Subsequent to June 30, 2025, the Fund paid the following distributions:

Ex-Date	Record Date	Payable Date	Rate (per share)
July 29, 2025	July 28, 2025	July 30, 2025	\$0.165
August 28, 2025	August 27, 2025	August 29, 2025	\$0.165

PROXY VOTING

A description of the Fund’s proxy voting policies and procedures is available without charge, upon request by calling 1-307-500-5200, or on the Securities and Exchange Commission’s (“SEC”) website at <http://www.sec.gov>. Information regarding how the Fund voted proxies relating to portfolio securities during the twelve-month period ended June 30th is available on the SEC’s website at <http://www.sec.gov>.

PORTFOLIO HOLDINGS

The Fund files a monthly portfolio investments report with the SEC on Form N-PORT within 60 days after the end of the Fund’s first and third quarters. Copies of the Fund’s Form N-PORT are available without charge, upon request, by contacting the Fund at 1-307-500-5200, or on the SEC’s website at <http://www.sec.gov>.

PRIVACY NOTICE

FACTS	WHAT DOES FLAT ROCK CORE INCOME FUND DO WITH YOUR PERSONAL INFORMATION?	
Why?	Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.	
What?	<div>The types of personal information we collect and share depend on the product or service you have with us. This information can include:</div> <div><div><div>Social Security number</div><div>Assets</div><div>Retirement Assets</div><div>Transaction History</div><div>Checking Account Information</div></div><div><div>Purchase History</div><div>Account Balances</div><div>Account Transactions</div><div>Wire Transfer Instructions</div></div></div> <div>When you are <i>no longer</i> our customer, we continue to share your information as described in this notice.</div>	
How?	All financial companies need to share customers’ personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customers’ personal information; the reasons Flat Rock Core Income Fund chooses to share; and whether you can limit this sharing.	

June 30, 2025 (Unaudited)

REASONS WE CAN SHARE YOUR PERSONAL INFORMATION	Does Flat Rock Core Income Fund share?	Can you limit this sharing?
For our everyday business purposes — such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus	Yes	No
For our marketing purposes — to offer our products and services to you	No	We don't share
For joint marketing with other financial companies	No	We don't share
For our affiliates' everyday business purposes — information about your transactions and experiences	No	We don't share
For our affiliates' everyday business purposes — information about your creditworthiness	No	We don't share
For nonaffiliates to market to you	No	We don't share
QUESTIONS?	Call (307) 500-5200	

WHO WE ARE	
Who is providing this notice?	Flat Rock Core Income Fund
WHAT WE DO	
How does Flat Rock Core Income Fund protect my personal information?	<p>To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings.</p> <p>Our service providers are held accountable for adhering to strict policies and procedures to prevent any misuse of your nonpublic personal information.</p>
How does Flat Rock Core Income Fund collect my personal information?	<p>We collect your personal information, for example, when you</p> <ul style="list-style-type: none">• Open an account• Provide account information• Give us your contact information• Make deposits or withdrawals from your account• Make a wire transfer• Tell us where to send the money• Tells us who receives the money• Show your government-issued ID• Show your driver’s license <p>We also collect your personal information from other companies.</p>
Why can’t I limit all sharing?	<p>Federal law gives you the right to limit only</p> <ul style="list-style-type: none">• Sharing for affiliates’ everyday business purposes — information about your creditworthiness• Affiliates from using your information to market to you• Sharing for nonaffiliates to market to you <p>State laws and individual companies may give you additional rights to limit sharing.</p>

DEFINITIONS	
Affiliates	<div>Companies related by common ownership or control. They can be financial and nonfinancial companies.</div> <div><ul style="list-style-type: none">Flat Rock Core Income Fund does not share with our affiliates for marketing purposes.</div>
Nonaffiliates	<div>Companies not related by common ownership or control. They can be financial and nonfinancial companies.</div> <div><ul style="list-style-type: none">Flat Rock Core Income Fund does not share with nonaffiliates so they can market to you.</div>
Joint marketing	<div>A formal agreement between nonaffiliated financial companies that together market financial products or services to you.</div> <div><ul style="list-style-type: none">Flat Rock Core Income Fund doesn't jointly market.</div>

At a meeting of the Board of Trustees (the “Board”) of Flat Rock Core Income Fund (the “Fund”) held on May 29, 2025, the Board, including a majority of the Trustees who are not “interested persons” (as that term is defined in the Investment Company Act of 1940, as amended) of the Fund or Flat Rock Global, LLC (the “Adviser”), considered and approved the Investment Advisory Agreement (the “Advisory Agreement”) between the Fund and the Adviser.

The Board relied upon the advice of legal counsel and its own business judgment in determining the material factors to be considered in evaluating the Advisory Agreement and the weight to be given to each factor considered. The Board’s conclusions were based on a comprehensive evaluation of all of the information provided and were not the result of any one factor. Moreover, each Trustee might have afforded different weight to the various factors in reaching his or her conclusions with respect to the approval of the Advisory Agreement.

Nature, Extent and Quality of Services. The Board noted that the Adviser was formed in 2016 and manages over \$1.3 billion in assets across three interval funds. The Board considered the qualifications of the key personnel servicing the Fund, in particular, the qualifications of certain newly hired personnel. The Board discussed the Adviser’s robust investment and due diligence process, and the Adviser’s expertise related to investing in senior loans and collateralized loan obligations. The Board reviewed the Adviser’s compliance program, and discussed the results of the Adviser’s recent third party cybersecurity audit. The Board discussed the Adviser’s financial condition, noting that the Adviser’s assets under management have continued to increase since it commenced operations. The Board considered the Adviser’s assertion that the proposed change in calculation method for the Adviser’s base management fee (calculation based on net assets rather than gross assets) would not impact the nature, quality and extent of services provided by the Adviser. After discussion, the Board concluded that the Adviser had sufficient quality and depth of personnel, resources, and compliance policies and procedures essential to perform its duties under the Advisory Agreement.

Performance. The Board reviewed the performance of the Fund, noting that for the one year, five year, and since inception periods, the Fund had annualized returns of 10.70%, 8.96% and 7.99%, respectively. The Board noted that the Fund outperformed its unaffiliated peer group during the five year and since inception periods, and slightly underperformed the peer group for the one year period. The Board discussed the Fund’s one year performance relative to peers, noting that the peer group consisted of funds that were much larger than the Fund with lower expenses and the ability to take advantage of certain economies of scale. The Board considered that the Fund outperformed each of its benchmark indices for the one year, five year and since inception periods, and had generally maintained steady growth and low volatility since inception.

Fees and Expenses. The Board reviewed the fees and expenses of the Fund, noting that the Adviser’s proposed base management fee was higher than the peer group average, and the Fund’s expense ratio was also higher than the peer group average. The Board considered that the peer group consisted of funds that were substantially larger than the Fund and were thus likely able to take advantage of certain economies of scale to reduce overall expenses. The Board further considered the Adviser’s capacity constrained investment approach and the expertise and specialized knowledge required to manage the Fund, and the fact that the Adviser performed all diligence on potential investments in-house. The Board also considered the incentive fees charged by the Adviser to the Fund. The Board discussed that the

incentive fee was only payable if the Fund's return exceeded an annualized hurdle rate of 6.0%. Based on the foregoing, the Board agreed that the fees and expenses of the Fund were not unreasonable given the size of the Fund and the expertise required to manage the Fund.

Profitability. The Board noted that the Adviser profited from its relationship with the Fund during 2024. The Board considered that the change in calculation method for the base management fee was not expected to materially impact the Adviser's profitability because the Adviser had been voluntarily waiving fees received for managing assets held by the Fund using leverage. The Board considered the overall performance and fee structure of the Fund in relation to the Fund's profitability and discussed the allocation of expenses. The Board also considered the skill and expertise required to manage the Fund. After deliberations, the Board concluded that the Adviser's profits were not unreasonable in light of the services provided by the Adviser.

Economies of Scale. The Board discussed that the Fund was not yet experiencing economies of scale. The Board concluded that it would continue to discuss economies of scale as the Fund grew in size.

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 legal counsel, the Board determined that continuation of the Advisory Agreement was in the best interest of the Fund and its shareholders.



Must be accompanied or preceded by a Prospectus.
Ultimus Fund Distributors, LLC is the Distributor for the Flat Rock Core Income Fund.