

OPTIMA STRATEGIC CREDIT FUND
of
THE RBB FUND, INC.

FINANCIAL STATEMENTS

AUGUST 31, 2024

OPTIMA STRATEGIC CREDIT FUND

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OPTIMA STRATEGIC CREDIT FUND

SCHEDULE OF INVESTMENTS AS OF AUGUST 31, 2024

	<u>SHARES</u>	<u>VALUE</u>
SHORT-TERM INVESTMENTS — 76.9%		
MONEY MARKET FUNDS — 76.9%		
First American Treasury Obligations Fund - Class X, 5.18% ^(a)	16,454,390	\$ 16,454,390
TOTAL SHORT-TERM INVESTMENTS		
(Cost \$16,454,390)		<u>16,454,390</u>
TOTAL INVESTMENTS — 76.9%		
(Cost \$16,454,390)		\$ 16,454,390
Other Assets in Excess of Liabilities — 23.1%		<u>4,931,426</u>
TOTAL NET ASSETS — 100.0%		<u>\$ 21,385,816</u>

Percentages are stated as a percent of net assets.

^(a) The rate shown represents the 7-day annualized effective yield as of August 31, 2024.

The accompanying notes are an integral part of the financial statements.

OPTIMA STRATEGIC CREDIT FUND

SCHEDULE OF CREDIT DEFAULT SWAPS

AUGUST 31, 2024

REFERENCE OBLIGATION*	FINANCING RATE RECEIVED (PAID)	RATING OF REFERENCE ENTITY	MATURITY DATE	NOTIONAL AMOUNT ^(b)	VALUE ^(c)	UPFRONT PAYMENTS (RECEIPTS)	UNREALIZED APPRECIATION (DEPRECIATION)
SELL PROTECTION^(a):							
MARKIT CDX North American High Yield (Series #42)	5.00% Quarterly	B/BB ^(d)	06/20/2029	20,000,000	\$ 1,478,029	\$ 1,039,511	\$ 438,518
					<u>\$ 1,478,029</u>	<u>\$ 1,039,511</u>	<u>\$ 438,518</u>

* Centrally cleared swap.

The Fund has recorded an asset of \$19,218 as of August 31, 2024 related to the current day's variation margin related to these contracts.

- (a) If the Fund is a seller of protection and a credit event occurs, as defined under the terms of that particular swap agreement, the Fund will either (i) pay to the buyer of protection an amount equal to the notional amount of the swap and take delivery of the referenced obligation or underlying securities comprising the referenced index or (ii) pay a net settlement amount in the form of cash or securities equal to the notional amount of the swap less the recovery value of the referenced obligation of underlying securities comprising the referenced index.
- (b) The maximum potential amount the Fund could be required to pay as a seller of credit protection or receive as a buyer of credit protection if a credit event occurs as defined under the terms of that particular swap agreement.
- (c) The prices and resulting values for credit default swap agreements on credit indices serve as an indicator of the current status of the payment/performance risk and represent the likelihood of an expected liability (or profit) for the credit derivative should the notional amount of the swap agreement be closed/sold as of the period end. Increasing market values, in absolute terms when compared to the notional amount of the swap, represent a deterioration of the referenced entity's credit soundness and a greater likelihood or risk of default or other credit event occurring as defined under the terms of the agreement.
- (d) Rating provided by Markit

The accompanying notes are an integral part of the financial statements.

OPTIMA STRATEGIC CREDIT FUND

STATEMENT OF ASSETS AND LIABILITIES

AUGUST 31, 2024

ASSETS

Short-term investments, at value (cost \$16,454,390)	\$ 16,454,390
Cash and cash equivalents	250,000
Deposit at broker for swap contracts	4,685,752
Receivables for:	
Interest	53,064
Variation margin on centrally cleared swaps	19,218
Prepaid expenses and other assets	<u>1,720</u>
Total assets	<u>21,464,144</u>

LIABILITIES

Payables for:	
Audit expenses	24,541
Broker fees	22,334
Administration and accounting services fees	10,098
Advisory fees	6,334
Transfer agent fees	5,739
Printing and shareholder reporting fees	2,626
Capital shares redeemed	2,014
Custodian fees	194
Other accrued expenses and liabilities	<u>4,448</u>
Total liabilities	<u>78,328</u>
Net assets	<u>21,385,816</u>

NET ASSETS CONSIST OF:

Par value	\$ 2,175
Paid-in capital	22,457,329
Total distributable earnings/(losses)	<u>\$ (1,073,688)</u>
Net assets	<u>\$ 21,385,816</u>

FOUNDERS CLASS SHARES:

Net assets	<u>\$ 21,385,816</u>
Shares outstanding (\$0.001 par value, 100,000,000 shares authorized)	<u>2,175,009</u>
Net asset value, offering and redemption price per share	<u>\$ 9.83</u>

The accompanying notes are an integral part of the financial statements.

OPTIMA STRATEGIC CREDIT FUND

STATEMENT OF OPERATIONS FOR THE YEAR ENDED AUGUST 31, 2024

INVESTMENT INCOME

Interest	\$ 1,240,311
Broker interest income	<u>137,525</u>
Total investment income	<u>1,377,836</u>

EXPENSES

Broker expenses	240,833
Advisory fees (Note 2)	130,215
Transfer agent fees (Note 2)	52,318
Administration and accounting services fees (Note 2)	40,380
Registration and filing fees	26,808
Audit fees and tax services	20,500
Officer fees	16,975
Director fees	16,906
Legal fees	10,763
Printing and shareholder reporting fees	6,199
Custodian fees (Note 2)	533
Broker interest expense	339
Other expenses	<u>9,090</u>
Total expenses before waivers and/or reimbursements	<u>571,859</u>
Waivers and reimbursements (Note 2)	<u>(34,140)</u>
Net expenses after waivers and/or reimbursements	<u>537,719</u>
Net investment income/(loss)	<u>840,117</u>

NET REALIZED AND UNREALIZED GAIN/(LOSS) FROM INVESTMENTS

Net realized gain/(loss) from:	
Short-term investments	(1,476)
Swap contracts	120,869
Net change in unrealized appreciation/(depreciation) from:	
Short-term investments	14,070
Swap contracts	<u>438,518</u>
Net realized and unrealized gain/(loss) from investments	<u>571,981</u>
NET INCREASE/(DECREASE) IN NET ASSETS RESULTING FROM OPERATIONS	<u>\$ 1,412,098</u>

The accompanying notes are an integral part of the financial statements.

OPTIMA STRATEGIC CREDIT FUND

STATEMENTS OF CHANGES IN NET ASSETS

	FOR THE YEAR ENDED AUGUST 31, 2024	FOR THE YEAR ENDED AUGUST 31, 2023
INCREASE/(DECREASE) IN NET ASSETS FROM OPERATIONS:		
Net investment income/(loss)	\$ 840,117	\$ 957,345
Net realized gain/(loss) from investments and swap contracts	119,393	(1,108,197)
Net change in unrealized appreciation/(depreciation) on investments	<u>452,588</u>	<u>172,530</u>
Net increase/(decrease) in net assets resulting from operations	<u>1,412,098</u>	<u>21,678</u>
DIVIDENDS AND DISTRIBUTIONS TO SHAREHOLDERS:		
Total distributable earnings	<u>(1,717,031)</u>	<u>(606,258)</u>
Net decrease in net assets from dividends and distributions to shareholders	<u>(1,717,031)</u>	<u>(606,258)</u>
CAPITAL SHARE TRANSACTIONS:		
Proceeds from shares sold	3,195,352	11,485,654
Proceeds from reinvestment of distributions	1,717,030	606,258
Shares redeemed	<u>(30,588,784)</u>	<u>(5,242,501)</u>
Net increase/(decrease) in net assets from capital share transactions . . .	<u>(25,676,402)</u>	<u>6,849,411</u>
Total increase/(decrease) in net assets	<u>(25,981,335)</u>	<u>6,264,831</u>
NET ASSETS:		
Beginning of period	<u>47,367,151</u>	<u>41,102,320</u>
End of period	<u>\$ 21,385,816</u>	<u>\$ 47,367,151</u>
SHARE TRANSACTIONS:		
Shares sold	329,159	1,162,982
Shares reinvested	179,648	61,989
Shares redeemed	<u>(3,178,245)</u>	<u>(534,927)</u>
Net increase/(decrease) in shares outstanding	<u>(2,669,438)</u>	<u>690,044</u>

The accompanying notes are an integral part of the financial statements.

OPTIMA STRATEGIC CREDIT FUND

FINANCIAL HIGHLIGHTS

Contained below is per share operating performance data for Founders Class outstanding, total investment return/(loss), ratios to average net assets and other supplemental data for the respective periods. This information has been derived from information provided in the financial statements.

	FOR THE YEAR ENDED AUGUST 31, 2024	FOR THE YEAR ENDED AUGUST 31, 2023	FOR THE PERIOD DECEMBER 29, 2021 ⁽¹⁾ TO AUGUST 31, 2022
PER SHARE OPERATING PERFORMANCE			
Net asset value, beginning of period	\$ 9.78	\$ 9.89	\$ 10.00
Net investment income/(loss) ⁽²⁾	0.31	0.19	—
Net realized and unrealized gain/(loss) from investments	0.25	(0.18)	(0.11)
Net increase/(decrease) in net assets resulting from operations	0.56	0.01	(0.11)
Total dividends and distributions to shareholders	(0.51)	(0.12)	—
Net asset value, end of period	\$ 9.83	\$ 9.78	\$ 9.89
Total investment return/(loss) ⁽³⁾	5.95%	0.12%	(1.10)% ⁽⁴⁾
RATIOS/SUPPLEMENTAL DATA			
Net assets, end of period (000's omitted)	\$ 21,386	\$ 47,367	\$ 41,102
Ratio of expenses to average net assets with waivers and/or reimbursements	2.06%	1.61%	1.48% ⁽⁵⁾
Ratio of expenses to average net assets without waivers and/or reimbursements	2.20%	1.61%	1.94% ⁽⁵⁾
Ratio of expenses to average net assets with waivers and reimbursements (excluding broker and interest expense)	1.13%	1.18%	1.25% ⁽⁵⁾
Ratio of expenses to average net assets without waivers and reimbursements (excluding broker and interest expense)	1.27%	1.18%	1.71% ⁽⁵⁾
Ratio of net investment income/(loss) to average net assets	3.23%	1.94%	0.03% ⁽⁵⁾
Portfolio turnover rate	0%	0%	0% ⁽⁴⁾

(1) Inception date of the Founders Class Shares of the Fund was December 29, 2021.

(2) Calculated based on average shares outstanding for the period.

(3) Total investment return is calculated assuming a purchase of shares on the first day and a sale of shares on the last day of the period reported and includes reinvestments of dividends and distributions, if any.

(4) Not annualized.

(5) Annualized.

The accompanying notes are an integral part of the financial statements.

OPTIMA STRATEGIC CREDIT FUND

NOTES TO FINANCIAL STATEMENTS

AUGUST 31, 2024

1. ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

The RBB Fund, Inc. (“RBB” or the “Company”) was incorporated under the laws of the State of Maryland on February 29, 1988 and is registered under the Investment Company Act of 1940, as amended (the “1940 Act”), as an open-end management investment company. RBB is a “series fund,” which is an investment company divided into separate portfolios. Each portfolio is treated as a separate entity for certain matters under the 1940 Act, and for other purposes, and a shareholder of one portfolio is not deemed to be a shareholder of any other portfolio. Currently, RBB has sixty-five separate investment portfolios, including the Optima Strategic Credit Fund (the “Fund”), which commenced investment operations on December 29, 2021. The Fund is authorized to offer two classes of shares, Founders Class Shares and Investor Class Shares. Investor Class Shares have not yet commenced operations as of the end of the reporting period.

RBB has authorized capital of one hundred billion shares of common stock of which 92.923 billion shares are currently classified into two hundred and thirty-six classes of common stock. Each class represents an interest in an active or inactive RBB investment portfolio.

The investment objective of the Fund is to seek total return.

The Fund is an investment company and follows accounting and reporting guidance in the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification Topic 946 “Financial Services – Investment Companies.”

The end of the reporting period for the Fund is August 31, 2024, and the period covered by these Notes to Financial Statements is the fiscal year ended August 31, 2024 (the “current fiscal period”).

Portfolio Valuation — The Fund values its investments at fair value. The Fund’s net asset value (“NAV”) is calculated once daily at the close of regular trading hours on the New York Stock Exchange (“NYSE”) (generally 4:00 p.m. Eastern time) on each day the NYSE is open. Securities listed or traded on U.S. exchanges, including swaps contracts, are valued at the last sales prices on the exchange where they are principally traded. In the absence of a current quotation, a security is valued at the mean between the last bid and asked prices on that exchange. Fixed income securities are valued using an independent pricing service, which considers such factors as security prices, yields, maturities and ratings, and are deemed representative of market values at the close of the market. If market quotations are unavailable or deemed unreliable, securities will be valued in accordance with procedures adopted by the Company’s Board of Directors (the “Board”). Relying on prices supplied by pricing services or dealers or using fair valuation may result in values that are higher or lower than the values used by other investment companies and investors to price the same investments.

The Board has adopted a pricing and valuation policy for use by the Fund and its Valuation Designee (as defined below) in calculating the Fund’s NAV. Pursuant to Rule 2a-5 under the 1940 Act, the Fund has designated Optima Asset Management LLC (the “Adviser”) as its “Valuation Designee” to perform all of the fair value determinations as well as to perform all of the responsibilities that may be performed by the Valuation Designee in accordance with Rule 2a-5. The Valuation Designee is authorized to make all necessary determinations of the fair values of portfolio securities and other assets for which market quotations are not readily available or if it is deemed that the prices obtained from brokers and dealers or independent pricing services are unreliable.

Fair Value Measurements — The inputs and valuation techniques used to measure the fair value of the Fund’s investments are summarized into three levels as described in the hierarchy below:

- Level 1 – Prices are determined using quoted prices in active markets for identical securities.
- Level 2 – Prices are determined using other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.).
- Level 3 – Prices are determined using significant unobservable inputs (including the Fund’s own assumptions in determining the fair value of investments).

The inputs or methodologies used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

OPTIMA STRATEGIC CREDIT FUND

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

AUGUST 31, 2024

The following is a summary of the inputs used, as of the end of the current fiscal period, in valuing the Fund's investments carried at fair value:

	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL
Investments:				
Money Market Funds	\$ 16,454,390	\$ —	\$ —	\$ 16,454,390
Total Investments	<u>\$ 16,454,390</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 16,454,390</u>
Other Financial Instruments:				
Credit Default Swaps*	\$ —	\$ 438,518	\$ —	\$ 438,518
Total Other Financial Instruments	<u>\$ —</u>	<u>\$ 438,518</u>	<u>\$ —</u>	<u>\$ 438,518</u>

* The fair value of the Fund's investment represents the net unrealized appreciation (depreciation) as of August 31, 2024.

At the end of each quarter, management evaluates the classification of Levels 1, 2 and 3 assets and liabilities. Various factors are considered, such as changes in liquidity from the prior reporting period; whether or not a broker is willing to execute at the quoted price; the depth and consistency of prices from third party pricing services; and the existence of contemporaneous, observable trades in the market. Additionally, management evaluates the classification of Levels 1, 2 and 3 assets and liabilities on a quarterly basis for changes in listings or delistings on national exchanges.

Due to the inherent uncertainty of determining the fair value of investments that do not have a readily available market value, the fair value of the Fund's investments may fluctuate from period to period. Additionally, the fair value of investments may differ significantly from the values that would have been used had a ready market existed for such investments and may differ materially from the values the Fund may ultimately realize. Further, such investments may be subject to legal and other restrictions on resale or otherwise less liquid than publicly traded securities.

For fair valuations using significant unobservable inputs, U.S. generally accepted accounting principles ("U.S. GAAP") requires the Fund to present a reconciliation of the beginning to ending balances for reported market values that presents changes attributable to total realized and unrealized gains or losses, purchase and sales, and transfers in and out of Level 3 during the period. Transfers in and out between levels are based on values at the end of the period. A reconciliation of Level 3 investments is presented only when the Fund had an amount of Level 3 investments at the end of the reporting period that was meaningful in relation to its net assets. The amounts and reasons for Level 3 transfers are disclosed if the Fund had an amount of total Level 3 transfers during the reporting period that was meaningful in relation to its net assets as of the end of the reporting period.

During the current fiscal period, the Fund had no Level 3 transfers.

Use of Estimates — The preparation of financial statements in conformity with U.S. GAAP 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 and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates and those differences could be significant.

Investment Transactions, Investment Income and Expenses — The Fund records security transactions based on trade date for financial reporting purposes. The cost of investments sold is determined by use of the specific identification method for both financial reporting and income tax purposes in determining realized gains and losses on investments. Interest income (including amortization of premiums and accretion of discounts) is accrued when earned. Dividend income is recorded on the ex-dividend date. Distributions received on securities that represent a return of capital or capital gain are recorded as a reduction of cost of investments and/or as a realized gain. The Fund's investment income, expenses (other than class specific expenses) and unrealized and realized gains and losses are allocated daily to each class of shares based upon the relative proportion of net assets of each class at the beginning of the day. Certain expenses are shared with The RBB Fund Trust (the "Trust"), a series trust of affiliated funds. Expenses incurred on behalf of a specific class, fund or fund family of the Company or Trust are charged directly to the class, fund or fund family (in

OPTIMA STRATEGIC CREDIT FUND

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

AUGUST 31, 2024

proportion to net assets). Expenses incurred for all funds (such as director or professional fees) are charged to all funds in proportion to their average net assets of RBB and the Trust, or in such other manner as the Board deems fair or equitable. Expenses and fees, including investment advisory and administration fees, are accrued daily and taken into account for the purpose of determining the NAV of the Fund.

Credit Default Swap – During the current fiscal period, the Fund entered into credit default swaps to preserve a return or spread on a particular investment or portion of its portfolio, as a duration management technique and to protect against any increase in the price of securities the Fund anticipates purchasing at a later date. In a credit default swap, the protection buyer makes a stream of payments based on a fixed percentage applied to the contract notional amount to the protection seller in exchange for the right to receive a specified return upon the occurrence of a defined credit event on the reference obligation which may be either a single security or a basket of securities issued by corporate or sovereign issuers. Although contract-specific, credit events are generally defined as bankruptcy, failure to pay, restructuring, obligation acceleration, obligation default, or repudiation/moratorium. Upon the occurrence of a defined credit event, the difference between the value of the reference obligation and the swap's notional amount is recorded as realized gain (for protection written) or loss (for protection sold) in the Statement of Operations. In the case of credit default swaps where the Fund is selling protection, the notional amount approximates the maximum loss. For centrally cleared swaps, the daily change in valuation, and upfront payments, if any, are recorded as a receivable or payable for variation margin on the Statement of Assets and Liabilities. For financial reporting purposes, cash collateral that has been pledged to cover obligations of the Fund, if any, is reported separately as Deposit at Broker for Swap Contracts on the Statement of Assets and Liabilities. The average quarterly notional value of credit default swaps in the Fund during the current fiscal period was as follows:

PORTFOLIO

Optima Strategic Credit Fund	\$ 9,742,000
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For the current fiscal period, the Fund invested in derivative contracts, which are reflected in the Statement of Assets and Liabilities, as follows:

DERIVATIVE ASSETS

RISK	DERIVATIVE TYPE	STATEMENT OF ASSETS AND LIABILITIES LOCATION	NET UNREALIZED APPRECIATION (DEPRECIATION)
Credit	Swap contracts	Variation margin receivable on swap contracts	\$ 438,518*

* Includes cumulative appreciation/(depreciation) as reported on the Schedule of Credit Default Swaps. For centrally cleared credit default swap contracts, only current day's variation margin is reported within the Statement of Assets and Liabilities.

For the current fiscal period, the effect of derivative contracts in the Fund's Statement of Operations was as follows:

STATEMENT OF OPERATIONS

RISK	DERIVATIVE TYPE	LOCATION	NET REALIZED GAIN (LOSS)	NET CHANGE IN UNREALIZED APPRECIATION (DEPRECIATION)
Credit	Swap contracts	Swap contracts	\$ 120,869	\$ 438,518

OPTIMA STRATEGIC CREDIT FUND

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

AUGUST 31, 2024

Dividends and Distributions to Shareholders — Dividends from net investment income, if any, are declared and paid monthly. Net realized capital gains (including net short-term capital gains), if any, are distributed by the Fund at least annually. Income dividends and capital gain distributions are determined in accordance with U.S. federal income tax regulations, which may differ from U.S. GAAP.

U.S. Tax Status — No provision is made for U.S. income taxes as it is the Fund's intention to continue to qualify for and elect the tax treatment applicable to regulated investment companies under Subchapter M of the Internal Revenue Code of 1986, as amended, and make the requisite distributions to its shareholders which will be sufficient to relieve it from U.S. income.

Active Management Risk — The Fund is subject to management risk as an actively-managed investment portfolio. The Fund's ability to achieve its investment objective depends on the investment skill and ability of Anthony Capital Management, LLC (the "Sub-Adviser") and on the Sub-Adviser's ability to correctly identify economic trends.

Cash Positions Risk — The Fund may hold a significant position in cash and/or cash equivalent securities. When the Fund's investment in cash or cash equivalent securities increases, the Fund may not participate in market advances or declines to the same extent that it would if the Fund were more fully invested in other securities.

Counterparty Risk — Counterparty risk is the risk that the other party(s) to an agreement or a participant to a transaction might default on a contract or fail to perform by failing to pay amounts due or failing to fulfill the obligations of the contract or transaction.

Credit Risk — Credit risk is the risk that an issuer or other obligated party of a debt security may be unable or unwilling to make interest and principal payments when due. Changes in an issuer's credit rating or the market's perception of an issuer's creditworthiness may also affect the value of the Fund's investment in that issuer. Securities rated in the four highest categories by the rating agencies are considered investment grade but they may also have some speculative characteristics. Investment grade ratings do not guarantee that bonds will not lose value or default. In addition, the credit quality of securities may be lowered if an issuer's financial condition changes. The Fund could also be delayed or hindered in its enforcement of rights against an issuer, guarantor, or counterparty.

Credit Default Swap Risk — Credit default swaps are typically two-party financial contracts that transfer credit exposure between the two parties. Under a typical credit default swap, one party (the "seller") receives pre-determined periodic payments from the other party (the "buyer"). The seller agrees to make specific payments to the buyer if a negative credit event occurs, such as the bankruptcy of or default by the issuer of the underlying debt instrument. The use of credit default swaps involves investment techniques and risks different from those associated with ordinary portfolio security transactions, such as potentially heightened counterparty or concentration risks.

Cyber Security Risk — Cyber security risk is the risk of an unauthorized breach and access to Fund assets, Fund or customer data (including private shareholder information), or proprietary information, or the risk of an incident occurring that causes the Adviser, Sub-Adviser, custodian, transfer agent, distributor and/or other service providers and financial intermediaries to suffer data breaches, data corruption or lose operational functionality or prevent Fund investors from purchasing, redeeming or exchanging shares or receiving distributions. The Fund and its Adviser and Sub-Adviser have limited ability to prevent or mitigate cyber security incidents affecting third-party service providers. Successful cyber-attacks or other cyber-failures or events affecting the Fund or its service providers may adversely impact and cause financial losses to the Fund or its shareholders. Issuers of securities in which the Fund invests are also subject to cyber security risks, and the value of these securities could decline if the issuers experience cyber-attacks or other cyber-failures.

Fixed Income Securities Risk — Fixed income securities in which the Fund or an Underlying Fund may invest are subject to certain risks, including: interest rate risk, prepayment risk and credit/default risk. Interest rate risk involves the risk that prices of fixed income securities will rise and fall in response to interest rate changes. Prepayment risk involves the risk that in declining interest rate environments prepayments of principal could increase and require the Fund or an Underlying Fund to reinvest proceeds of the prepayments at lower interest rates. Credit risk involves the risk that the credit rating of a security may be lowered.

OPTIMA STRATEGIC CREDIT FUND

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

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Government Intervention and Regulatory Changes — The Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) (which was passed into law in July 2010) significantly revised and expanded the rulemaking, supervisory and enforcement authority of federal bank, securities and commodities regulators. There can be no assurance that future regulatory actions including, but not limited to, those authorized by the Dodd-Frank Act will not adversely impact the Fund. Major changes resulting from legislative or regulatory actions could materially affect the profitability of the Fund or the value of investments made by the Fund or force the Fund to revise its investment strategy or divest certain of its investments. Any of these developments could expose the Fund to additional costs, taxes, liabilities, enforcement actions and reputational risk.

In addition, effective August 19, 2022, the Securities and Exchange Commission (the “SEC”) implemented Rule 18f-4 under the 1940 Act (“Rule 18f-4”), providing for the regulation of a registered investment company’s use of derivatives and certain related instruments. Among other things, Rule 18f-4 limits a fund’s derivatives exposure through a value-at-risk test and requires the adoption and implementation of a derivatives risk management program for certain derivatives users. The Fund, as a full derivatives user (as defined in Rule 18f-4), is subject to the full requirements of Rule 18f-4. The Fund is required to comply with Rule 18f-4 and has adopted procedures for investing in derivatives and other transactions in compliance with Rule 18f-4.

High Yield Securities — High yield securities, which are rated below investment grade and commonly referred to as “junk” bonds, are high risk, speculative investments that may cause income and principal losses for the Fund. They generally have greater credit risk, are less liquid and have more volatile prices than investment grade securities.

Interest Rate Risk — Interest rate risk is the risk that prices of fixed income securities generally increase when interest rates decline and decrease when interest rates increase. The Fund may lose money if short term or long term interest rates rise sharply or otherwise change in a manner not anticipated by the Sub-Adviser. It is likely there will be less governmental action in the near future to maintain low interest rates. Changing interest rates may have unpredictable effects on the markets and the Fund’s investments and may also affect the liquidity of fixed income securities and instruments held by the Fund. Any future declines in interest rate levels could cause the Fund’s earnings to fall below the Fund’s expense ratio, resulting in a negative yield, and a decline in the Fund’s share price. A general rise in interest rates may cause investors to move out of fixed income securities on a large scale, which could adversely affect the price and liquidity of fixed income securities and could also result in increased redemptions for the Fund. Fluctuations in interest rates may also affect the liquidity of fixed income securities and instruments held by the Fund.

Cash and Cash Equivalents — The Fund maintains cash in bank deposit accounts which, at times, may exceed United States federally insured limits and is classified as Cash and Cash Equivalents on the Statement of Assets and Liabilities.

Other — In the normal course of business, the Fund may enter into contracts that provide general indemnifications. The Fund’s maximum exposure under these arrangements is dependent on claims that may be made against the Fund in the future, and, therefore, cannot be estimated; however, the Fund expects the risk of material loss from such claims to be remote.

2. INVESTMENT ADVISER AND OTHER SERVICES

Optima Asset Management LLC serves as the investment adviser for the Fund. Anthony Capital Management, LLC serves as the investment sub-adviser to the Fund. Subject to the supervision of the Board, the Adviser manages the overall investment operations of the Fund, primarily in the form of oversight of the Sub-Adviser pursuant to the terms of the Investment Advisory Agreement between the Adviser and the Company on behalf of the Fund. The Fund compensates the Adviser for its services at an annual rate based on the Fund’s average daily net assets (the “Advisory Fee”), payable on a monthly basis in arrears, as shown in the following table. The Adviser compensates the Sub-Adviser out of the Advisory Fee.

The Adviser has contractually agreed to waive its advisory fee and/or reimburse expenses in order to limit total annual Fund operating expenses (excluding certain items discussed below) to the rates (“Expense Cap”) shown in the following table of the Fund’s average daily net assets. In determining the Adviser’s obligation to waive advisory fees

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and/or reimburse expenses, the following expenses are not taken into account and could cause net total annual Fund operating expenses to exceed the Expense Cap as applicable: acquired fund fees and expenses, brokerage commissions, extraordinary expenses, interest and taxes. This contractual limitation is in effect until December 31, 2024 and may not be terminated without the approval of the Board. The Adviser may discontinue these arrangements at any time after December 31, 2024.

<u>ADVISORY FEE</u>	<u>EXPENSE CAP</u>
	<u>FOUNDERS CLASS</u>
.50%	1.25%

During the current fiscal period, investment advisory fees accrued, waived and/or reimbursed were as follows:

<u>GROSS ADVISORY FEES</u>	<u>WAIVERS/ RECOUPMENT</u>	<u>NET ADVISORY FEES</u>
\$130,215	\$(34,140)	\$96,075

If at any time the Fund's total annual fund operating expenses (not including acquired fund fees and expenses, brokerage commissions, extraordinary expenses, interest and taxes) for a year are less than the relevant share class's Expense Cap, the Adviser may recoup any waived or reimbursed amounts from the Fund within three years from the date on which such waiver or reimbursement was made, provided such reimbursement does not cause the Fund to exceed expense limitations that were in effect at the time of the waiver or reimbursement.

As of the end of the current fiscal period, the Fund had amounts available for recoupment as follows:

<u>EXPIRATION</u>
<u>AUGUST 31,</u> <u>2027</u>
\$34,140

U.S. Bancorp Fund Services, LLC ("Fund Services"), doing business as U.S. Bank Global Fund Services, serves as administrator for the Fund. For providing administrative and accounting services, Fund Services is entitled to receive a monthly fee, subject to certain minimum and out of pocket expenses.

Fund Services serves as the Fund's transfer and dividend disbursing agent. For providing transfer agent services, Fund Services is entitled to receive a monthly fee, subject to certain minimum and out of pocket expenses.

U.S. Bank, N.A. (the "Custodian") provides certain custodial services to the Fund. The Custodian is entitled to receive a monthly fee, subject to certain minimum and out of pocket expenses.

Quasar Distributors, LLC (the "Distributor"), a wholly-owned broker-dealer subsidiary of Foreside Financial Group, LLC, serves as the principal underwriter and distributor of the Fund's shares pursuant to a Distribution Agreement with RBB.

For compensation amounts paid to Fund Services and the Custodian, please refer to the Statement of Operations.

3. DIRECTOR AND OFFICER COMPENSATION

The Directors of the Company receive an annual retainer and meeting fees for meetings attended. An employee of Vigilant Compliance, LLC serves as Chief Compliance Officer of the Company. Vigilant Compliance, LLC is compensated for the services provided to the Company. Employees of RBB serve as President, Chief Financial Officer,

OPTIMA STRATEGIC CREDIT FUND

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

AUGUST 31, 2024

Chief Operating Officer, Secretary and Director of Marketing & Business Development of the Company. They are compensated by the Fund for services provided. Certain employees of Fund Services serve as officers of the Company. They are not compensated by the Fund or the Company. For Director and Officer compensation amounts, please refer to the Statement of Operations.

4. PURCHASES AND SALES OF INVESTMENT SECURITIES

During the current fiscal period, there were no purchases or sales of investment securities or long-term U.S. Government securities (excluding short-term investments and derivative transactions) by the Fund.

5. FEDERAL INCOME TAX INFORMATION

The Fund has followed the authoritative guidance on accounting for and disclosure of uncertainty in tax positions, which requires the Fund to determine whether a tax position is more likely than not to be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. The Fund has determined that there was no effect on the financial statements from following this authoritative guidance. In the normal course of business, the Fund is subject to examination by federal, state and local jurisdictions, where applicable, for tax years for which applicable statutes of limitations have not expired.

As of August 31, 2024, the federal tax cost and aggregate gross unrealized appreciation and depreciation of investments held by the Fund were as follows:

<u>FEDERAL TAX COST</u>	<u>UNREALIZED APPRECIATION</u>	<u>UNREALIZED (DEPRECIATION)</u>	<u>NET UNREALIZED APPRECIATION/ (DEPRECIATION)</u>
\$16,454,390	\$0	\$0	\$0

Distributions to shareholders, if any, from net investment income and realized gains are determined in accordance with federal income tax regulations, which may differ from net investment income and realized gains recognized for financial reporting purposes. Accordingly, the character of distributions and composition of net assets for tax purposes may differ from those reflected in the accompanying financial statements. To the extent these differences are permanent, such amounts are reclassified within the capital accounts based on the tax treatment; temporary differences do not require such reclassification.

As of August 31, 2024, the components of distributable earnings on a tax basis were as follows:

<u>UNDISTRIBUTED ORDINARY INCOME</u>	<u>UNDISTRIBUTED LONG-TERM CAPITAL GAINS</u>	<u>NET UNREALIZED APPRECIATION/ (DEPRECIATION)</u>	<u>CAPITAL LOSS CARRYFORWARDS</u>	<u>QUALIFIED LATE-YEAR LOSSES</u>	<u>OTHER TEMPORARY DIFFERENCES</u>
\$890,630	\$0	\$0	\$(1,964,318)	\$0	\$0

The differences between the book and tax basis components of distributable earnings relate primarily to the timing of recognition of income and gains for federal income tax purposes. Short-term and foreign currency gains, if applicable, are reported as ordinary income for federal income tax purposes.

OPTIMA STRATEGIC CREDIT FUND

NOTES TO FINANCIAL STATEMENTS (CONCLUDED)

AUGUST 31, 2024

The tax character of dividends and distributions paid during the fiscal years ended August 31, 2023 and August 31, 2024 were as follows:

	<u>ORDINARY INCOME</u>	<u>LONG-TERM GAINS</u>	<u>TOTAL</u>
2023	\$606,258	\$0	\$606,258
2024	1,717,031	0	1,717,031

The Fund is permitted to carry forward capital losses for an unlimited period. Capital losses that are carried forward will retain their character as either short-term or long-term capital losses. As of August 31, 2024, the Fund had unexpiring short-term losses of \$1,964,318 to offset future capital gains.

6. SUBSEQUENT EVENTS

In preparing these financial statements, management of the Fund has evaluated events and transactions for potential recognition or disclosure through the date the financial statements were issued, and has determined that there was the following subsequent event: The Fund paid the following distribution:

<u>RECORD DATE</u>	<u>EX-DATE</u>	<u>PAY DATE</u>	<u>DISTRIBUTION RATE PER SHARE</u>
September 26, 2024	September 27, 2024	September 27, 2024	\$0.00792420

OPTIMA STRATEGIC CREDIT FUND

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of
The RBB Fund, Inc.

Opinion on the Financial Statements

We have audited the accompanying statement of assets and liabilities, including the schedule of investments and schedule of credit default swaps, of Optima Strategic Credit Fund (the "Fund"), a series of The RBB Fund, Inc., as of August 31, 2024, the related statement of operations for the year then ended, the statements of changes in net assets for each of the two years in the period then ended, the financial highlights for each of the two years in the period then ended and the period from December 29, 2021 (commencement of operations) through August 31, 2022, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Fund as of August 31, 2024, the results of its operations for the year then ended, the changes in net assets for each of the two years in the period then ended, and the financial highlights for each of the periods indicated above, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Fund's management. Our responsibility is to express an opinion on the Fund's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Fund in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement whether due to error or fraud.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our procedures included confirmation of securities owned as of August 31, 2024, by correspondence with the custodians and broker. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

We have served as the Fund's auditor since 2022.

Cohen & Company, Ltd.

COHEN & COMPANY, LTD.
Cleveland, Ohio
October 29, 2024

OPTIMA STRATEGIC CREDIT FUND

SHAREHOLDER TAX INFORMATION (UNAUDITED)

Certain tax information regarding the Fund is required to be provided to shareholders based upon the Fund's income and distributions for the taxable year ended August 31, 2024. The information and distribution reported herein may differ from information and distributions taxable to the shareholders for the calendar year ended December 31, 2024. During the fiscal year ended August 31, 2024, the Fund paid \$1,717,031 in ordinary income dividends to its shareholders. Dividends from net investment income and short-term capital gains are treated as ordinary income dividends for federal income tax purposes.

The percentage of taxable ordinary income distributions that are designated as short-term capital gain distributions under Internal Revenue Section 871(k)(2)(c) for the Fund is 0%.

Because the Fund's fiscal year is not the calendar year, another notification will be sent with respect to calendar year 2024. The second notification, which will reflect the amount, if any, to be used by calendar year taxpayers on their U.S. federal income tax returns, will be made in conjunction with Form 1099-DIV and will be mailed in January 2025. Foreign shareholders will generally be subject to U.S. withholding tax on the amount of their ordinary income dividends. They will generally not be entitled to a foreign tax credit or deduction for the withholding taxes paid by the Fund, if any.

In general, dividends received by tax exempt recipients (e.g., IRAs and Keoghs) need not be reported as taxable income for U.S. federal income tax purposes. However, some retirement trusts (e.g., corporate, Keogh and 403(b)(7) plans) may need this information for their annual information reporting. Shareholders are advised to consult their own tax advisers with respect to the tax consequences of their investment in the Fund.

OPTIMA STRATEGIC CREDIT FUND

OTHER INFORMATION (UNAUDITED)

APPROVAL OF INVESTMENT ADVISORY AGREEMENT – OPTIMA STRATEGIC CREDIT FUND

As required by the 1940 Act, the Board, including all of the Directors who are not “interested persons” of the Company, as that term is defined in the 1940 Act (the “Independent Directors”), considered the approval of the investment advisory agreement between the Adviser and the Company (the “Investment Advisory Agreement”) on behalf of the Fund and the approval of the sub-advisory agreement between the Adviser, the Company and the Sub-Adviser (the “Sub-Advisory Agreement”), at a meeting of the Board held on May 15-16, 2024 (the “Meeting”). At the Meeting, the Board, including all of the Independent Directors, approved the Investment Advisory Agreement and the Sub-Advisory Agreement for an additional one-year term ending August 16, 2025. In approving the Investment Advisory Agreement and the Sub-Advisory Agreement, the Board considered information provided by the Adviser and the Sub-Adviser with the assistance and advice of counsel to the Independent Directors and the Company.

In considering the renewal and approval of the Investment Advisory Agreement between the Company and the Adviser with respect to the Fund, and the Investment Sub-Advisory Agreement by and among the Company, the Adviser and the Sub-Adviser with respect to the Fund, the Directors took into account all materials provided prior to and during the Meeting and at other meetings throughout the past year, the presentations made during the Meeting, and the discussions held during the Meeting. The Directors reviewed these materials with management of the Adviser and the Sub-Adviser, and discussed the aforementioned Agreements with counsel in executive sessions, at which no representatives of the Adviser or the Sub-Adviser were present. Among other things, the Directors considered (i) the nature, extent, and quality of services provided to the Fund by the Adviser and the Sub-Adviser; (ii) descriptions of the experience and qualifications of the personnel providing those services; (iii) the Adviser’s and the Sub-Adviser’s investment philosophies and processes; (iv) the Adviser’s and the Sub-Adviser’s assets under management and client descriptions; (v) the Adviser’s and the Sub-Adviser’s soft dollar commission and trade allocation policies, including information on the types of research and services obtained in connection with soft dollar commissions; (vi) the Adviser’s and the Sub-Adviser’s advisory fee arrangements with the Company and other similarly managed clients, as applicable; (vii) the Adviser’s and the Sub-Adviser’s compliance procedures; (viii) the Adviser’s and the Sub-Adviser’s financial information and insurance coverage, as applicable, and the Adviser’s profitability analysis; (ix) the extent to which economies of scale are relevant to the Fund; (x) a report prepared by Fuse Research Network, LLC comparing the Fund’s management fees and total expense ratios to a group of mutual funds deemed comparable to the Fund based primarily on investment strategy similarity (“Peer Group”) and comparing the performance of the Fund to the performance of its Peer Group; and (xi) a report comparing the performance of the Fund to the performance of its benchmark.

As part of their review, the Directors considered the nature, extent and quality of the services provided by the Adviser and the Sub-Adviser. The Directors concluded that the Adviser and the Sub-Adviser had substantial resources to provide services to the Fund.

The Directors also considered the investment performance of the Fund. Information on the Fund’s investment performance was provided for the three-month, one-year, and since-inception periods ended December 31, 2023. The Directors considered the Fund’s investment performance in light of its investment objectives and investment strategies. The Directors concluded that the investment performance of the Fund as compared to its benchmark and Peer Group was acceptable.

In reaching this conclusion, the Directors observed that the Fund outperformed its primary benchmark for the since-inception period ended December 31, 2023, and underperformed its benchmark for the three-month and one-year periods ended December 31, 2023. The Directors noted that the Free Market U.S. Equity Fund outperformed the median of its Peer Group for the since-inception period ended December 31, 2023, and underperformed its Peer Group for the three-month and one-year periods ended December 31, 2023.

The Board also considered the advisory fee rate payable by the Fund under the Investment Advisory Agreement. In this regard, information on the fees paid by the Fund and the Fund’s total operating expense ratios (before and after fee waivers and expense reimbursements) were compared to similar information for mutual funds advised by other,

OPTIMA STRATEGIC CREDIT FUND

OTHER INFORMATION (CONCLUDED) (UNAUDITED)

unaffiliated investment advisory firms. The Directors noted that the Fund's net advisory fee was below the median and ranked in the 1st quintile of its Peer Group, and the Fund's total net expenses (including acquired fund fees and expenses) equaled the median and ranked in the 3rd quintile of its Peer Group.

The Directors also considered the fees payable to the Sub-Adviser under the Sub-Advisory Agreement and the information provided by the Adviser on the services provided by the Sub-Adviser. In this regard, the Directors noted that the fees for the Sub-Adviser were paid directly by the Adviser and not by the Fund. The Directors noted that the Adviser had contractually agreed to waive management fees and reimburse expenses through at least December 31, 2024, to limit total annual operating expenses to agreed upon levels for the Fund.

After reviewing the information regarding the Adviser's and the Sub-Adviser's costs, profitability and economies of scale, and after considering the services to be provided by the Adviser and the Sub-Adviser, the Directors concluded that the investment advisory fees to be paid by the Fund to the Adviser and the sub-advisory fees to be paid by the Adviser to the Sub-Adviser were fair and reasonable and that the Investment Advisory Agreement and Sub-Advisory Agreement should be approved and continued for an additional one-year period ending August 16, 2025.

Investment Adviser

Optima Asset Management LLC
10 East 53rd Street
New York, New York 10022

Sub-Adviser

Anthony Capital Management, LLC
421 George Street, Suite 206
De Pere, Wisconsin 54115

Administrator and Transfer Agent

U.S. Bank Global Fund Services, LLC
P.O. Box 701
Milwaukee, WI 53201

Principal Underwriter

Quasar Distributors, LLC
3 Canal Plaza, Suite 100
Portland, ME 04101

Custodian

U.S. Bank, N.A.
1555 North Rivercenter Drive, Suite 302
Milwaukee, WI 53212

Independent Registered Public Accounting Firm

Cohen & Company, Ltd.
1350 Euclid Avenue, Suite 800
Cleveland, Ohio 44115

Legal Counsel

Faegre Drinker Biddle & Reath LLP
One Logan Square, Suite 2000
Philadelphia, PA 19103-6996