



B #:	B19989-24
Date:	April 23, 2024
To:	All Participants
Category:	Underwriting
From:	Underwriting Operations
Attention:	Managing Partner/Officer; Cashier, Operations, Data Processing, and Underwriting Managers
Subject:	Section 3 (c) (7) restrictions for owners of the following issue: KATAYMA CLO II LTD / KATAYMA CLO II LLC

(A) CUSIP Number(s):	144a	Reg S	
	Class A-1	485862AA4	G52257AA3
	Class A-2	485862AJ5	G52257AE5
	Class B	485862AC0	G52257AB1
	Class C	485862AE6	G52257AC9
	Class D	485862AG1	G52257AD7

(B) Security Description(s): Class A-1 Floating Rate Notes due 2037
Class A-2 Floating Rate Notes due 2037
Class B Floating Rate Notes due 2037
Class C Deferrable Floating Rate Notes due 2037
Class D Deferrable Floating Rate Notes due 2037

(C) Offering Amount(s):	Class A-1	\$256,000,000
	Class A-2	\$4,000,000
	Class B	\$44,000,000
	Class C	\$24,000,000
	Class D	\$24,000,000

(D) Managing Underwriter: JPMorgan Securities LLC

(E) Paying Agent: Citibank, N.A

(F) Closing Date: March 28, 2024

Special Instructions:

Refer to the attachment for important instructions from the Issuer.

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Katayma CLO II, Ltd.

c/o Maples Fiduciary Services (Jersey) Limited
2nd Floor, Sir Walter Raleigh House
48-50 Esplanade
St Helier, JE2 3QB
Jersey

Katayma CLO II, LLC

c/o Puglisi & Associates
850 Library Avenue, Suite 204
Newark, Delaware 19711

Security Description:

Katayma CLO II, Ltd. ("**Issuer**") and Katayma CLO II, LLC ("**Co Issuer**") and, together with the Issuer, the "Co-Issuers")

Class A-1 Senior Secured Floating Rate Notes due 2037

Class A-2 Senior Secured Floating Rate Notes due 2037

Class B Senior Secured Floating Rate Notes due 2037

Class C Senior Secured Deferrable Floating Rate Notes due 2037

Class D Senior Secured Deferrable Floating Rate Notes due 2037

The Issuer, the Co-Issuer and JPMorgan Securities LLC (the "Placement Agent") are putting Participants on notice that they are required to follow these purchase and transfer restrictions with regard to the above-referenced security.

In order to qualify for the exemption provided by Section 3(c)(7) under the Investment Company Act of 1940, as amended (the "Investment Company Act"), and the exemption provided by Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), offers, sales and resales of any of the Class A-1 Senior Secured Floating Rate Notes due 2037, the Class A-2 Senior Secured Floating Rate Notes due 2037, the Class B Senior Secured Floating Rate Notes due 2037, the Class C Senior Secured Deferrable Floating Rate Notes due 2037 and the Class D Senior Secured Deferrable Floating Rate Notes due 2037 (the "Securities") within the United States or to U.S. Persons may only be made in minimum denominations of \$250,000 (except the Class B Senior Secured Floating Rate Notes and the Class D Senior Secured Deferrable Floating Rate Notes, which may only be made in minimum denominations of \$150,000) to "qualified institutional buyers" ("QIBs") within the meaning of Rule 144A that are also "qualified purchasers" ("QPs") within the meaning of Section 2(a)(51)(A) of the Investment Company Act. Each purchaser of Securities (1) represents to and agrees with the Issuer, the Co-Issuer and the Placement Agent that (A) (i) the purchaser is a QIB who is a QP (a "QIB/QP"); (ii) the purchaser is not a broker-dealer which owns and invests on a discretionary basis less than \$25 million in securities of unaffiliated issuers; (iii) the purchaser is not a participant-directed employee plan, such as a 401(k) plan; (iv) the QIB/QP is acting for its own account, or the account of another QIB/QP; (v) the purchaser is not formed for the purpose of investing in the Issuer; (vi) the purchaser, and each account for which it is purchasing, will hold and transfer at least the minimum denomination of Securities; (vii) the purchaser understands that the Issuer may receive a list of participants holding positions in its securities from one or more book-entry depositaries; and (viii) the purchaser will provide notice of the transfer restrictions to any subsequent transferees; or (B) it is not a U.S. Person and is purchasing the Securities outside the United States and (2) acknowledges that the Issuers have not been registered under the Investment Company Act and the Securities have not been registered under the Securities Act and represents to and agrees with the Issuer, the Co-Issuer and the Placement Agent that, for so long as the Securities are

outstanding, it will not offer, resell, pledge or otherwise transfer the Securities in the United States or to a U.S. Person except to a QIB that is also a QP in a transaction meeting the requirements of Rule 144A. Each purchaser further understands that the Securities will bear a legend with respect to such transfer restrictions. See "Transfer Restrictions" in the Offering Memorandum relating to the Securities.

The charter, bylaws, organizational documents or securities issuance documents of the Issuers provide that the Issuers will have the right to (i) require any holder of Securities that is a U.S. Person who is determined not to be both a QIB and a QP to sell the Securities to a QIB that is also a QP or (ii) refuse to register or otherwise honor a transfer of Securities to a proposed transferee that is a U.S. Person who is not both a QIB and a QP. As used herein, the terms "United States" and "U.S. Person" have the meanings given such terms in Regulation S under the Securities Act.

The restrictions on transfer required by the Issuers (outlined above) will be reflected under the notation "3c7" in DTC's User Manuals and DTC's Reference Directory.

Any questions or comments regarding this subject may be directed to the Issuer.