



Important Notice
The Depository Trust Company

B#:	16890-22
DATE:	May 19, 2022
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 KKR CLO 40 LTD. Notes

- (A) CUSIP Number: Class E Notes 48254WAA9
 Subordinated Notes 48254WAB7
- (B) Security Description U.S.\$20,000,000 Class E Senior Secured Deferrable Floating Rate Notes due 2034
 U.S.\$42,700,000 Subordinated Notes due 2034
- (C) Offer Amount See (B) above
- (D) Placement Agent BofA Securities, Inc.
- (E) Paying Agent The Bank of New York Mellon Trust Company, National Association
- (F) Closing Date May 9, 2022

Special Instructions: See Attached Important Instructions from the Issuer.

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KKR CLO 40 Ltd.

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

Class E Notes	48254WAA9
Subordinated Notes	48254WAB7

The Issuer and the Placement Agent referred to above are putting Participants on notice that they are required to follow these purchase and transfer restrictions with regard to the above-referenced securities.

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 the Class E Senior Secured Deferrable Floating Rate Notes due 2034 (the “Class E Notes”) and the Subordinated Notes due 2034 (the “Subordinated Notes” and together with the Class E Notes, the “Notes”) within the United States or to U.S. Persons may only be made in minimum denominations of \$250,000 (or other applicable authorized denomination pursuant to the Indenture) 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, unless otherwise permitted by the Indenture. Each purchaser of Notes (1) represents to and agrees with the 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 Notes; (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 Notes outside the United States and (2) acknowledges that the Issuer has not been registered under the Investment Company Act and the Notes have not been registered under the Securities Act and represents to and agrees with the Issuer and the Placement Agent that, for so long as the Notes are outstanding, unless otherwise permitted by the Indenture, it will not offer, resell, pledge or otherwise transfer the Notes 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 Notes will bear a legend with respect to such transfer restrictions. See “Transfer Restrictions” in the KKR CLO 40 Ltd. Offering Circular.

The charter, bylaws, organizational documents or securities issuance documents of the Issuer provide that the Issuer will have the right to (i) require any holder of Notes that is a U.S. Person who is determined not to be both a QIB and a QP to sell the Notes to a QIB that is also a QP, except as otherwise provided in the Indenture, or (ii) sell such Notes to a purchaser selected by the Issuer. In addition, the Issuer has the right to refuse to register or otherwise honor a transfer of Notes to a proposed transferee that is a U.S. Person who is not both a QIB and a QP, except as otherwise provided in the Indenture. 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 Issuer (outlined above) will be reflected under the

notation “3c7” in DTC’s User Manuals and DTC’s Reference Directory.

Each purchaser of the above-referenced Notes is responsible for determining for itself whether it has the legal power, authority and right to purchase such securities or whether such purchase would subject it to the jurisdiction of any insurance or other regulatory authority. Neither the Issuer nor any other person involved in the original offering of the securities expresses any view as to an investor’s legal power, authority or right to purchase such notes or whether such purchase would subject it to the jurisdiction of any insurance or other regulatory authority. Investors are urged to consult their own legal advisors as to such matters.

Any questions or comments regarding this subject may be directed to BofA Securities, Inc., One Bryant Park, 3rd Floor, New York, New York 10036, Attention: Global Credit and Special Situations Structured Products Group.