

# Corporate Capital Trust II

**OFFER TO PURCHASE COMMON SHARES OF BENEFICIAL INTEREST OF  
CORPORATE CAPITAL TRUST II  
FOR THE QUARTER ENDED SEPTEMBER 30, 2018  
AT A PURCHASE PRICE OF \$9.14 PER SHARE IN CASH**

**THE OFFER WILL EXPIRE AND THE LETTER OF TRANSMITTAL MUST BE RECEIVED BY CORPORATE CAPITAL TRUST II BY 4:00 P.M., EASTERN TIME, ON DECEMBER 27, 2018, UNLESS THE OFFER IS EXTENDED.**

To the Shareholders of Corporate Capital Trust II:

Corporate Capital Trust II, an externally managed, non-diversified, closed-end management investment company that has elected to be regulated as a business development company under the Investment Company Act of 1940, as amended (the “1940 Act”), and was formed as a Delaware statutory trust (the “Company,” “we,” “us,” or “our”), is offering to purchase up to 315,181 shares of our issued and outstanding common shares of beneficial interest (“Shares”). The purpose of the offer is to provide our shareholders (“Shareholders”) with limited liquidity, because there is otherwise no public market for the Shares. See Section 2 of this offer to purchase. The offer is for cash at a price equal to \$9.14 per Share (“Purchase Price”), and is made upon the terms and subject to the conditions set forth in this Offer to Purchase and the related Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the “Offer”). The Offer will expire at 4:00 p.m., Eastern Time, on December 27, 2018 (the “Expiration Date”), unless extended.

**THE OFFER IS NOT CONDITIONED ON ANY MINIMUM NUMBER OF SHARES BEING TENDERED. THE OFFER IS, HOWEVER, SUBJECT TO OTHER CONDITIONS. SEE, SECTION 3, OF THIS OFFER TO PURCHASE.**

## IMPORTANT INFORMATION

Shareholders who desire to tender their Shares should either: (i) properly complete and sign the Letter of Transmittal, provide thereon the original of any required signature guarantee(s), and mail or deliver it and any other documents required by the Letter of Transmittal; or (ii) request their broker, dealer, commercial bank, trust company or other nominee to effect the tender on their behalf. Shareholders who desire to tender Shares registered in the name of such a firm must contact that firm to affect a tender on their behalf. Tendering Shareholders will not be obligated to pay brokerage commissions in connection with their tender of Shares, but they may be charged a fee by such a firm for processing the tender(s). The Company reserves the absolute right to reject tenders determined not to be in appropriate form.

**IF YOU DO NOT WISH TO TENDER YOUR SHARES, YOU NEED NOT TAKE ANY ACTION.**

**NEITHER THE COMPANY, ITS BOARD OF TRUSTEES (THE “BOARD”), NOR FS/KKR ADVISOR, LLC (THE “ADVISOR”), MAKES ANY RECOMMENDATION TO ANY SHAREHOLDER AS TO WHETHER TO TENDER OR REFRAIN FROM TENDERING SHARES. NO PERSON HAS BEEN AUTHORIZED TO MAKE ANY RECOMMENDATION ON BEHALF OF THE COMPANY, THE BOARD OR THE ADVISOR, AS TO WHETHER SHAREHOLDERS SHOULD TENDER OR REFRAIN FROM TENDERING SHARES PURSUANT TO THE OFFER OR TO MAKE ANY REPRESENTATION OR TO GIVE ANY INFORMATION IN CONNECTION WITH THE OFFER OTHER THAN AS CONTAINED HEREIN OR IN THE ACCOMPANYING LETTER OF TRANSMITTAL. IF MADE OR GIVEN, ANY SUCH RECOMMENDATION, REPRESENTATION OR INFORMATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COMPANY, THE BOARD OR THE ADVISOR. SHAREHOLDERS ARE URGED TO EVALUATE CAREFULLY ALL INFORMATION IN THE OFFER, CONSULT THEIR OWN INVESTMENT AND TAX ADVISORS AND MAKE THEIR OWN DECISIONS WHETHER TO TENDER OR REFRAIN FROM TENDERING THEIR SHARES.**

Neither the Securities and Exchange Commission nor any state securities commission nor any other regulatory authority has approved or disapproved of the Offer or determined if the information contained in the Offer materials is truthful or complete. Any representation to the contrary is a criminal offense.

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*The Offer does not constitute an offer to buy or the solicitation of an offer to sell securities in any circumstances or jurisdiction in which such offer or solicitation is unlawful. The delivery of the Offer materials shall not under any circumstances create any implication that the information contained therein is current as of any time subsequent to the date of such information.*

**The Date of this Offer to Purchase is November 19, 2018.**

## SUMMARY TERM SHEET

*(Section references are to this Offer to Purchase)*

This Summary Term Sheet highlights the material information concerning the Offer. For a more complete discussion of the terms and conditions of the Offer, you should read carefully this entire Offer to Purchase and the accompanying Letter of Transmittal.

### **What is the Offer?**

- We are offering to purchase up to 315,181 Shares. The Offer is for cash at a Purchase Price of \$9.14 per Share, upon the terms and subject to the conditions set forth in this Offer to Purchase and the accompanying Letter of Transmittal. Our estimated net asset value per Share (“NAV”) can vary on a daily basis. We only report NAV on a quarterly basis. As a result, the Purchase Price may be higher or lower than the current NAV at any given time during the Offer.

### **Why is the Company making the tender offer?**

- The Offer is designed to provide limited liquidity to holders of Shares, for which there is no current public market. Under our share repurchase program, we intend to conduct quarterly tender offers for approximately 2.5% per quarter of our weighted average number of outstanding shares for the trailing four quarters.

### **When will the Offer expire, and may the Offer be extended?**

- The Offer will expire at 4:00 p.m., Eastern Time, on December 27, 2018, unless extended. The Company may extend the period of time the Offer will be open by issuing a press release or making some other public announcement no later than 9:00 a.m., Eastern Time, on the next business day after the Offer otherwise would have expired. See Section 14, below.

### **Are there conditions to the Offer?**

- Yes. If the total number of shares tendered in the Offer exceeds the number of Shares we seek to repurchase, we will repurchase Shares on a pro rata basis. See Section 3, below for a more complete description of the conditions to the Offer.

### **How do I tender my Shares?**

- If your Shares are registered in your name, you should obtain the Offer, which consists of the Offer to Purchase, the related Letter of Transmittal and any amendments or supplements thereto, read the materials, and if you should decide to tender, complete a Letter of Transmittal and submit any other documents required by the Letter of Transmittal. These materials must be received by the Company at the address listed in Section 4 of this Offer to Purchase, in proper form, before 4:00 p.m., Eastern Time, on December 27, 2018 (unless the Offer is extended by the Company, in which case the new deadline will be as stated in the public announcement of the extension). If your Shares are held by a broker, dealer, commercial bank, trust company or other nominee (i.e., in “street name”), you should contact that firm to obtain the package of information necessary to make your decision, and you can only tender your Shares by directing that firm to complete, compile and deliver the necessary documents for submission to the Company by 4:00 p.m., Eastern Time, on December 27, 2018 (or if the Offer is extended, the expiration date as extended). See Section 4, below.

### **Is there any cost to me to tender?**

- There is no cost charged by the Company in connection with the Offer. Your broker, dealer, commercial bank, trust company or other nominee may charge you fees according to its individual policies. See the accompanying Letter of Transmittal.

### **May I withdraw my Shares after I have tendered them and, if so, by when?**

- Yes, you may withdraw your Shares at any time prior to the expiration of the Offer (including any extension period) by submitting a Notice of Withdrawal to the Company at the address listed in

Section 4 of this Offer to Purchase. In addition, you may withdraw your tendered Shares after the expiration of the Offer, in the event that the tendered Shares have not been accepted for payment by January 25, 2019 (which is 40 business days after the commencement of the Offer). See Section 5, below for more details.

**How do I withdraw tendered Shares?**

- You may withdraw your Shares by submitting a Notice of Withdrawal to the Company at the address listed in Section 4 of this Offer to Purchase. The Notice of Withdrawal must be timely received by the Company before the expiration of the Offer, specifying the name of the Shareholder who tendered the Shares, the number of Shares being withdrawn, the Shareholder Social Security or Tax ID Number, the number of Shares being withdrawn or if all tendered shares are being withdrawn, and must be signed by the Shareholder and Registered Holder (if applicable).

**If I change my mind after tendering my shares and it is past the Expiration Date, and I have received payment for my tendered shares may I rescind my tender?**

- No.

**May I place any conditions on my tender of Shares?**

- No.

**Who may sign on my behalf?**

- Only the holder of record as registered on the account.

**Is there a limit on the number of Shares I may tender?**

- You may tender all of the Shares you own as of the Expiration Date of the Offer. However, we are limiting the aggregate number of Shares to be repurchased from all Shareholders to 315,181 Shares. See Section 1, below.

**What if more than the amount of Shares offered for repurchase are tendered (and not timely withdrawn)?**

- The Company will purchase duly tendered Shares from tendering Shareholders pursuant to the terms and conditions of the Offer on a pro rata basis in accordance with the number of Shares tendered by each Shareholder (and not timely withdrawn).

**If I decide not to tender, how will the Offer affect the Shares I hold?**

- Your percentage ownership interest in the Company will increase after completion of the Offer. See Section 10, below.

**Does the Company have the financial resources to make payment for Shares accepted in the Offer?**

- Yes. See Section 7, below.

**If Shares I tender are accepted by the Company, when will payment be made?**

- Payment for properly tendered Shares (not timely withdrawn) will be made as promptly as practicable following expiration of the Offer. See Section 6, below.

**Is my sale of Shares in the Offer a taxable transaction?**

- We anticipate U.S. Shareholders, other than those who are tax-exempt, who sell Shares in the Offer will recognize gain or loss for U.S. federal income tax purposes equal to the difference between the cash they receive for the Shares sold and their adjusted basis in the Shares. At the end of the calendar year, most taxpayers who sell their shares will receive a Form 1099-B which will be also provided to

the Internal Revenue Service. See Section 13, below for details, including the nature of the income or loss and the possibility of other tax treatment. Section 13 also discusses the treatment of Non-U.S. Shareholders. Please consult your tax advisor as well.

**Is the Company required to complete the Offer and purchase all Shares tendered, assuming the total Shares tendered are less than the total Shares offered?**

- Under most circumstances, yes. There are certain circumstances, however, in which the Company will not be required to purchase any Shares tendered, as described in Section 3, below.

**Is there any reason Shares tendered would not be accepted?**

- In addition to those circumstances, described in Section 3, under which the Company is not required to accept tendered Shares, the Company has reserved the right to reject any and all tenders determined by it not to be in appropriate form. For example, a tender will be rejected if it does not include original signature(s) (or a copy thereof) or the original of any required signature guarantee(s).

**How will tendered Shares be accepted for payment?**

- Properly tendered Shares will be accepted for payment by the Company promptly following expiration of the Offer. See Section 6, below.

**What action need I take if I decide not to tender my Shares?**

- None.

**Does management encourage Shareholders to participate in the Offer, and will they participate in the Offer?**

- Neither the Company, nor the Board nor the Advisor is making any recommendation to tender or not to tender Shares in the Offer. Based upon information provided or available to us, none of our directors, officers or affiliates intends to tender Shares pursuant to the Offer. The Offer does not, however, restrict the purchase of Shares pursuant to the Offer from any such person. See Section 9, below.

**How do I obtain information?**

- Questions and requests for assistance or requests for additional copies of the Offer to Purchase, the Letter of Transmittal and all other Offer documents should be directed to the Company or the Transfer Agent as follows:

|   |   |
|---|---|
| Toll-Free Number  | (877) 628-8575  |
| For delivery by regular mail  | Corporate Capital Trust II<br>c/o DST Systems, Inc.<br>P.O. Box 219984<br>Kansas City, Missouri 64121-9984                |
| For delivery by registered, certified or express mail, by overnight courier or by personal delivery | Corporate Capital Trust II<br>c/o DST Systems, Inc.<br>430 W. 7th Street, Ste. 219984<br>Kansas City, Missouri 64105-1407 |

If you do not own Shares directly, you should obtain this information and the documents from your broker, dealer, commercial bank, trust company or other nominee, as appropriate. Shareholders may also contact their broker, dealer, commercial bank, trust company or nominee for assistance concerning the Offer.

The properly completed Letter of Transmittal should be sent to the Company at the following address:

*For delivery by regular mail:*

Corporate Capital Trust II  
c/o DST Systems, Inc.  
P.O. Box 219984  
Kansas City, Missouri 64121-9984

*For delivery by registered, certified or express mail, by overnight courier or by personal delivery:*

Corporate Capital Trust II  
c/o DST Systems, Inc.  
430 W. 7th Street, Ste. 219984  
Kansas City, Missouri 64105-1407

### **1. Purchase Price; Number of Shares; Expiration Date.**

We are offering to purchase 315,181 Shares. The purpose of the Offer is to provide Shareholders with limited liquidity because there is otherwise no public market for the Shares. See Section 2, below. The Offer is for cash at a price per Share equal to \$9.14 and is made upon the terms and subject to the conditions set forth in this Offer to Purchase and the accompanying Letter of Transmittal. You will not receive interest on the Purchase Price under any circumstances, and you will not be entitled to any distributions on declared distribution record dates that occur on or after the date that Company has accepted your Shares for purchase.

If number of Shares duly tendered pursuant to the Offer (and not withdrawn, as provided in Section 5, below) is greater than the number of Shares we are repurchasing in the Offer, we will repurchase Shares on a pro rata basis, in accordance with the number of Shares duly tendered by or on behalf of each Shareholder (and not withdrawn). As a result, we may repurchase less than the full amount of Shares that you want us to repurchase.

As of November 9, 2018, there were 12,479,873 Shares issued and outstanding, and there were 2,512 holders of record of Shares. Certain of these holders of record were brokers, dealers, commercial banks, trust companies and other institutions that held Shares in nominee name on behalf of multiple beneficial owners.

The Offer will remain open until 4:00 p.m., Eastern Time, on December 27, 2018, unless and until we, in our discretion, extend the period of time during which the Offer will remain open. If we extend the period of time during which the Offer remains open, the term “Expiration Date” will refer to the latest time and date at which the Offer expires. See Section 14, below, for a description of our rights to extend, delay, terminate and/or amend the Offer.

We will publish a notice to all Shareholders by means of a public press release or some other public announcement, if we decide to extend, terminate, supplement or amend the terms of the Offer. If the Offer is scheduled to expire within ten (10) business days from the date we notify you of a significant amendment to the Offer, we also intend to extend the Offer, if necessary, to ensure that the Offer remains open for at least ten (10) business days after the date we publish notice of the amendment.

A “business day” means any day other than a Saturday, Sunday or federal holiday and consists of the time period from 12:01 a.m., through midnight, Eastern Time.

In the judgment of the Board, including the independent trustees, the Offer is in the best interests of our Shareholders and does not violate applicable law. Pursuant to our declaration of trust, subject to certain limited exceptions, the provisions of the Delaware General Corporation Law (the “*DGCL*”) govern the affairs of the Company in all respects to the same extent as if the Company were a private corporation for profit organized under the *DGCL*. Under the *DGCL*, we generally may not make a distribution to Shareholders, including pursuant to our share repurchase program, if, the capital of the Company is or, after giving effect to the distribution, would be impaired.

The Board also considered the following factors, among others, in making its determination regarding whether to cause us to offer to repurchase Shares and under what terms:

- the effect of such repurchases on our qualification as a regulated investment company, or RIC (including the consequences of any necessary asset sales);
- the liquidity of our assets (including fees and costs associated with disposing of assets);
- our investment plans and working capital requirements;
- the relative economies of scale with respect to our size;

- our history in repurchasing Shares or portions thereof; and
- the condition of the securities markets.

The Board has approved the Offer. The Board recognizes that the decision to accept or reject the Offer is an individual one that should be based on a variety of factors; and Shareholders should consult with their personal advisors if they have questions about their financial and/or tax situations. Accordingly, we are not expressing any opinion as to whether a Shareholder should accept or reject the Offer.

## **2. Purpose of the Offer; Plans or Proposals of the Company.**

The purpose of the Offer is to provide limited liquidity to our Shareholders, because there is no public market for the Shares. Under our share repurchase program, we plan to conduct quarterly tender offers for approximately 2.5% per quarter of our weighted average number of outstanding Shares for the trailing four quarters. We will repurchase tendered Shares to allow our Shareholders to receive a price based upon our NAV as of the end of our most recent fiscal quarter prior to the date of repurchase. Our share repurchase program recognizes that our Shares are not listed on a national securities exchange and have limited liquidity prior to the occurrence of a “liquidity event.” A liquidity event could include: (i) a listing of our shares on a national securities exchange; (ii) a merger or another transaction approved by our Board in which our Shareholders will receive cash or shares of a listed company, or (iii) a sale of all or substantially all of our assets either on a complete portfolio basis or individually followed by a liquidation. We do not know at this time what circumstances will exist in the future and therefore we do not know what factors our Board will consider in determining whether to pursue a liquidity event.

At the sole discretion of our Board, we may use cash on hand, cash available from borrowings and cash from liquidation of investments as of the end of the applicable period to repurchase Shares.

Except as disclosed or incorporated by reference in this Offer to Purchase, we do not have any present plans or proposals and are not engaged in any negotiations that relate to or would result in (i) any extraordinary transaction, such as a merger, reorganization or liquidation, involving the Company or any of its subsidiaries; (ii) any purchase, sale or transfer of a material amount of assets of the Company or any of its subsidiaries, other than in connection with transactions in the ordinary course of the Company’s operations and for purposes of funding the Offer; (iii) any material change in the Company’s present dividend rate or policy, or indebtedness or capitalization of the Company; (iv) any change in the present Board or management of the Company, including, but not limited to, any plans or proposals to change the number or the term of directors or to fill any existing vacancies on the Board or any material change to the Company’s investment advisory agreement; (v) any other material change in the Company’s corporate structure or business, including any plans or proposals to make any changes in the Company’s investment policy for which a vote would be required by Section 13 of the 1940 Act; (vi) any class of equity securities of the Company becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”); (vii) the suspension of the Company’s obligation to file reports pursuant to Section 15(d) of the Exchange Act; (viii) the acquisition by any person of additional securities of the Company, or the disposition of securities of the Company, other than in connection with transactions in the ordinary course of the Company’s operations, which the Company may offer from time to time in one or more offerings or series; or (ix) any changes in the Company’s declaration of trust, bylaws or other governing instruments or other actions that could impede the acquisition of control of the Company.

## **3. Certain Conditions of the Offer.**

Notwithstanding any other provision of the Offer, we will not be required to purchase any Shares tendered pursuant to the Offer if such purchase will cause us to be in violation of the securities, commodities or other laws of the United States or any other relevant jurisdiction. Further, we will not be required to purchase any Shares tendered in the Offer if there is any (i) material legal action or proceeding instituted or threatened which, in the Board’s judgment, challenges the Offer or otherwise materially adversely affects the Company, (ii) declaration of a banking moratorium by federal, state or foreign authorities or any suspension of payment by banks in the United States, New York State or in a foreign country which is material to the Company, (iii) limitation which affects the Company or the issuers of its portfolio securities imposed by federal, state or foreign authorities on the extension of credit by lending institutions or on the exchange of foreign currencies, (iv) commencement of war, armed hostilities or other international or national calamity directly or indirectly

involving the United States or any foreign country that is material to the Company, or (v) other event or condition that, in the Board's judgment, would have a material adverse effect on the Company or its Shareholders if Shares tendered pursuant to the Offer were purchased.

The foregoing conditions are for our sole benefit and may be asserted by us regardless of the circumstances giving rise to any such condition, and any such condition may be waived by us, in whole or in part, at any time and from time to time in our judgment. Our failure at any time to exercise any of the foregoing rights shall not be deemed a waiver of any such right; the waiver of any such right with respect to particular facts and circumstances shall not be deemed a waiver with respect to any other facts or circumstances; and each such right shall be deemed an ongoing right which may be asserted at any time and from time to time, provided that any such waiver shall apply to all tenders of Shares. Any determination by us concerning the events described in this Section 3 shall be final and binding. We reserve the right, at any time during the pendency of the Offer, to amend, extend or terminate the Offer in any respect. See Section 14, below.

#### 4. Procedures for Tendering Shares.

Participation in the Offer is voluntary. If you elect not to participate in the Offer, your Shares will remain outstanding. To participate in the Offer, you must complete and deliver the accompanying Letter of Transmittal to us at the following address:

*For delivery by regular mail:*

Corporate Capital Trust II  
c/o DST Systems, Inc.  
P.O. Box 219984  
Kansas City, Missouri 64121-9984

*For delivery by registered, certified or express mail, by overnight courier or by personal delivery:*

Corporate Capital Trust II  
c/o DST Systems, Inc.  
430 W. 7th Street, Ste. 219984  
Kansas City, Missouri 64105-1407

The Letter of Transmittal must be received by us at the address above before 4:00 p.m., Eastern Time, on the Expiration Date.

**a. Proper Tender of Shares and Method of Delivery.** For Shares to be properly tendered pursuant to the Offer, a properly completed and duly executed Letter of Transmittal bearing original signature(s) (or a copy thereof) for all Shares to be tendered and any other documents required by the Letter of Transmittal must be physically received by us at the address listed above before 4:00 p.m., Eastern Time, on the Expiration Date. These materials may be sent via mail, courier or personal delivery. Shareholders who desire to tender Shares registered in the name of a broker, dealer, commercial bank, trust company or other nominee must contact that firm to effect a tender on their behalf.

**THE METHOD OF DELIVERY OF THE LETTER OF TRANSMITTAL AND ANY OTHER REQUIRED DOCUMENTS IS AT THE OPTION AND SOLE RISK OF THE TENDERING SHAREHOLDER. IF DOCUMENTS ARE SENT BY MAIL, REGISTERED MAIL WITH RETURN RECEIPT REQUESTED, PROPERLY INSURED, IS RECOMMENDED.**

Shareholders have the responsibility to cause their Shares to be tendered, the Letter of Transmittal properly completed and bearing original signature(s) (or a copy thereof) and the original of any required signature guarantee(s), and any other documents required by the Letter of Transmittal, to be timely delivered. Timely delivery is a condition precedent to acceptance of Shares for purchase pursuant to the Offer and to payment of the purchase amount.

**b. Determination of Validity.** All questions as to the validity, form, eligibility (including time of receipt) and acceptance of tenders will be determined by us, in our sole discretion, which determination shall be final and binding. We reserve the absolute right to reject any or all tenders determined not to be in appropriate form or to refuse to accept for payment, purchase, or pay for, any Shares if accepting, purchasing or paying for such Shares would be unlawful. We also reserve the absolute right to waive any of the conditions of the Offer or any defect in any tender, whether generally or with respect to any particular Share(s) or Shareholder(s). Our interpretations, in consultation with our counsel, of the terms and conditions of the Offer shall be final and binding.

**THE ADVISOR, AS ADMINISTRATOR FOR THE COMPANY, WILL NOT BE OBLIGATED TO GIVE ANY NOTICE OF ANY DEFECT OR IRREGULARITY IN ANY TENDER, AND WILL NOT INCUR ANY LIABILITY FOR FAILURE TO GIVE ANY SUCH NOTICE.**

**c. United States Federal Income Tax Withholding.** To prevent the potential imposition of U.S. federal backup withholding tax on the gross payments made pursuant to the Offer, prior to receiving such payments, each Shareholder accepting the Offer who has not previously submitted to the Company a correct, completed and signed Internal Revenue Service (“IRS”) Form W-9 (“Form W-9”) or substituted Form W-9 (included with the original subscription) (for U.S. Shareholders) or IRS Form W-8BEN (“Form W-8BEN”), IRS Form W-8IMY (“Form W-8IMY”), IRS Form W-8ECI (“Form W-8ECI”), or other applicable form (for Non-U.S. Shareholders), or otherwise established an exemption from such withholding, must submit the appropriate form to the Company. See Section 13, below.

For this purpose, a “U.S. Shareholder” is, in general, a Shareholder that is (i) a citizen or resident of the United States, (ii) a corporation, partnership or other entity created or organized in or under the laws of the United States or any political subdivision thereof, (iii) an estate the income of which is subject to United States federal income taxation regardless of the source of such income or (iv) a trust if (A) a court within the United States is able to exercise primary supervision over the administration of the trust and (B) one or more U.S. persons have the authority to control all substantial decisions of the trust. A “Non-U.S. Shareholder” is any Shareholder other than a U.S. Shareholder.

## **5. Withdrawal Rights.**

At any time prior to 4:00 p.m., Eastern Time, on the Expiration Date, and, if the Shares have not by then been accepted for payment by us, at any time after January 25, 2019 (which is 40 business days after the commencement of the Offer), any Shareholder may withdraw all or any number of the Shares that the Shareholder has tendered. To be effective, a written Notice of Withdrawal must be timely received by us, via mail, courier, facsimile or personal delivery, at the address listed in Section 4 of this Offer to Purchase. The Notice of Withdrawal must specify the name(s) of the person having tendered the Shares to be withdrawn, the number of Shares to be withdrawn or if all tendered Shares are being withdrawn, the Shareholder’s Social Security or Tax ID Number, and must be signed by the Shareholder.

All questions as to the validity, form and eligibility (including time of receipt) of letters of instruction providing notice of withdrawal will be determined by us in our sole discretion, which determination shall be final and binding. Shares properly withdrawn will not thereafter be deemed to be tendered for purposes of the Offer. Withdrawn Shares, however, may be re-tendered by following the procedures described in Section 4, above, prior to 4:00 p.m., Eastern Time, on the Expiration Date.

## **6. Payment for Shares.**

Our acceptance of your Shares will form a binding agreement between you and the Company on the terms and subject to the conditions of the Offer. We will have accepted for payment Shares validly submitted for purchase and not withdrawn, when we give oral or written notice to DST Systems, Inc., our transfer agent (the “*Transfer Agent*”), of our acceptance for payment of such Shares pursuant to the Offer. The Purchase Price will be equal to \$9.14 per Share. You will not receive interest on the Purchase Price under any circumstances.

In all cases, payment for Shares purchased pursuant to the Offer will be made only after timely receipt by us of: (i) a Letter of Transmittal properly completed and bearing original signature(s) (or a copy thereof) and any required signature guarantee(s) and (ii) any other documents required by the Letter of Transmittal. Shareholders may be charged a fee by a broker, dealer or other institution for processing the tender requested. We may not be obligated to purchase Shares pursuant to the Offer under certain conditions. See Section 3, above.

Any tendering Shareholder or other payee who has not previously submitted a correct, completed and signed Form W-9, Form W-8BEN, Form W-8IMY, Form W-8ECI or other appropriate form, as necessary, and who fails to complete fully, and sign either the Substitute Form W-9 in the Letter of Transmittal or other appropriate form (e.g., Form W-8BEN, Form W-8IMY or Form W-8ECI) and provide such properly completed form to us may be subject to federal backup withholding tax on the gross proceeds paid to such Shareholder or other payee pursuant to the Offer. See Section 13 regarding this tax as well as possible withholding on the gross proceeds payable to tendering Non-U.S. Shareholders.

## **7. Source and Amount of Funds.**

The total cost to us of purchasing a maximum of 315,181 of our issued and outstanding Shares pursuant to the Offer, at the Purchase Price of \$9.14 per share, would be 2,880,754. As discussed in Section 1, we are



limiting the aggregate number of Shares to be repurchased to 315,181 Shares. We intend to use cash on hand to fund the purchase of Shares validly tendered and not withdrawn in the Offer.

#### **8. Financial Statements.**

Financial statements have not been included herein because the consideration offered to Shareholders consists solely of cash; the Offer is not subject to any financing condition; and the Company is a public reporting company under Section 13(a) of the Exchange Act and files its reports electronically on the EDGAR system.

Information about the Company and reports filed with the SEC can be viewed and copied at the SEC's Public Reference Room in Washington, DC. Information about the Reference Room's operations may be obtained by calling the SEC at (202) 551-8090. Reports and other information about the Company are available on the EDGAR Database on the SEC's website ([www.sec.gov](http://www.sec.gov)); and copies of this information may be obtained, after paying a duplicating fee, by electronic request at the following e-mail address: [publicinfo@sec.gov](mailto:publicinfo@sec.gov), or by writing the Public Reference Section of the SEC, 100 F Street, N.E., Washington, DC 20549.

#### **9. Interest of Trustees, Executive Officers and Certain Related Persons; Transactions and Arrangements Concerning the Shares.**

As of the date hereof, there are no persons that are beneficial owners of 5% or more of our outstanding Shares, as determined in accordance with Rule 13d-3 under the Exchange Act.

The trustees and executive officers of the Company and the aggregate number and percentage of the Shares each of them beneficially owned as of November 9, 2018, are set forth in the table below. The address of each of them is c/o Corporate Capital Trust II, 201 Rouse Boulevard, Philadelphia, PA 19112.

## Summary of Ownership by Officers and Trustees

The following table sets forth, as of November 9, 2018, information with respect to the beneficial ownership of our common shares by (i) each of our directors and each executive officer, and (ii) all of our trustees and executive officers as a group.

| Name   | Number of<br>Shares | % of Class <sup>(1)</sup> |
|--|---------------------|---------------------------|
| <b>Trustees and Executive Officers:</b>                      |                     |                           |
| <i>Interested Trustees:</i>                                  |                     |                           |
| Todd C. Builione .....                                       | —                   | —                         |
| <i>Independent Trustees:</i>                                 |                     |                           |
| Thomas W. Morgan .....                                       | —                   | —                         |
| Mark D. Linsz. ....  | —                   | —                         |
| James H. Kropp .....   | 12,781              | *                         |
| <i>Executive Officers:</i>                                   |                     |                           |
| Michael C. Forman.....                                       | —                   | —                         |
| William Goebel.....  | —                   | —                         |
| Daniel Pietrzak .....  | —                   | —                         |
| Stephen S. Sypherd.....                                      | —                   | —                         |
| James F. Volk .....  | —                   | —                         |
| <b>All trustees and officers as a group (9 persons).....</b> | <b>12,781</b>       | <b>*</b>                  |

\* Less than 1%

(1) Based on a total of 12,479,873 Shares issued and outstanding as of November 9, 2018.

Except for transactions pursuant to the distribution reinvestment plan, based upon our records and upon information provided to us, there have not been any other transactions in Shares that were effected during such period by any of our trustees or executive officers, any person controlling the Company, any director or executive officer of any corporation or other person ultimately in control of the Company, any associate or minority-owned subsidiary of the Company or any executive officer or director of any subsidiary of the Company. Except as set forth in the Offer, neither we nor, to the best of our knowledge, any of the above-mentioned persons, is a party to any contract, arrangement, understanding or relationship with any other person relating, directly or indirectly, to the Offer with respect to any of our securities (including, but not limited to, any contract, arrangement, understanding or relationship concerning the transfer or the voting of any such securities, joint ventures, loan or option arrangements, puts or calls, guaranties of loans, guaranties against loss or the giving or withholding of proxies, consents or authorizations). Based upon information provided or available to us, none of our directors, officers or affiliates intends to tender Shares pursuant to the Offer. The Offer does not, however, restrict the purchase of Shares pursuant to the Offer from any such person.

### 10. Certain Effects of the Offer.

The purchase of Shares pursuant to the Offer will have the effect of increasing the proportionate interest in the Company of Shareholders who do not tender Shares. All Shareholders remaining after the Offer will be subject to any increased risks associated with the reduction in the number of outstanding Shares and the reduction in the Company's assets resulting from payment for the tendered Shares. See Section 7, above. All Shares purchased by the Company pursuant to the Offer will be retired and thereafter will be authorized and unissued Shares.

### 11. Certain Information about the Company.

We are a non-diversified closed-end management investment company that has elected to be treated as a business development company under the 1940 Act. Formed as a Delaware statutory trust on August 12, 2014, we are externally managed by the Advisor. The Advisor is responsible for sourcing potential investments, conducting due diligence on prospective investments, analyzing investment opportunities, structuring investments

and monitoring our portfolio on an ongoing basis. The Advisor is registered as an investment adviser with the SEC. We intend to elect to be treated for federal income tax purposes, and intend to qualify annually, as a regulated investment company, or a RIC, under the Internal Revenue Code of 1986, as amended, or the Code.

Our investment objective is to provide our Shareholders with current income and, to a lesser extent, long-term capital appreciation. We intend to meet our investment objective by investing primarily in the debt of privately owned U.S. companies with a focus on originated transactions sourced through the networks of the Advisor. We anticipate that a substantial portion of our portfolio will consist of senior and subordinated debt, which we believe offer opportunities for superior risk-adjusted returns and income generation. Our debt investments may take the form of corporate loans or bonds, may be secured or unsecured and may, in some cases, be accompanied by warrants, options or other forms of equity participation. We may separately purchase common or preferred equity interests in transactions. Our portfolio is expected to include fixed-rate investments that generate absolute returns as well as floating-rate investments that provide protection in rising interest rate and inflationary environments.

We will seek to build on the strong investment expertise and sourcing networks of the Advisor and adhere to an investment approach that emphasizes strong fundamental credit analysis and rigorous portfolio monitoring. We intend to be disciplined in selecting investments and focus on opportunities that we perceive offer favorable risk/reward characteristics and relative value. We believe the market for lending is currently underserved and characterized by significant demand for capital and comparatively limited available funding, and that we will therefore have considerable opportunities as a provider of capital to achieve attractive pricing and terms on our investments.

Our address is Corporate Capital Trust II, 201 Rouse Boulevard, Philadelphia, PA 19112.

## **12. Additional Information.**

Information concerning our business, including our background, strategy, business, investment portfolio, competition and personnel, as well as our financial information, is included in:

- our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, as filed with the SEC;
- our Quarterly Reports on Form 10-Q, as filed with the SEC since December 31, 2017;
- our Current Reports on Form 8-K (excluding any information furnished, but not filed, therein), as filed with the SEC since December 31, 2017;
- our Issuer Tender Offer Statement on Schedule TO, as filed with the SEC on November 19, 2018; and
- the October 19, 2018 Definitive Proxy Statement.

Each of the foregoing documents is incorporated by reference herein. We also hereby incorporate by reference additional documents that we may file with the SEC prior to the Expiration Date. You may inspect and copy these reports, proxy statements and other information at the Public Reference Room of the SEC at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site that contains reports, proxy and information statements and other information filed electronically by us with the SEC, which are available on the SEC's website at [www.sec.gov](http://www.sec.gov). Copies of these reports, proxy and information statements and other information may be obtained, after paying a duplicating fee, by electronic request at the following e-mail address: [publicinfo@sec.gov](mailto:publicinfo@sec.gov), or by writing the SEC's Public Reference Section, 100 F Street, N.E., Washington, D.C. 20549.

## **13. Certain United States Federal Income Tax Consequences.**

The following discussion is a general summary of the federal income tax consequences of a sale of Shares pursuant to the Offer. This summary is based upon the Code, applicable Treasury regulations promulgated thereunder, rulings and administrative pronouncements and judicial decisions, changes in which could affect the tax consequences described herein and could occur on a retroactive basis. This summary addresses only Shares held as capital assets. This summary does not address all of the tax consequences that may be relevant to Shareholders in light of their particular circumstances. In addition, this summary does not address (i) any state, local or foreign tax considerations that may be relevant to a Shareholder's decision to tender Shares pursuant to

the Offer; or (ii) any tax consequences to any corporation, partnership, estate, trust or other entity created or organized in or under the laws of the United States or any political subdivision thereof for U.S. federal tax purposes (or their partners, members, etc.) tendering Shares pursuant to the Offer. Shareholders should consult their own tax advisors regarding the tax consequences of a sale of Shares pursuant to the Offer, as well as the effects of state and local tax laws. See Section 4.c. “Procedures for Tendering Shares—United States Federal Income Tax Withholding,” above.

**a. U.S. Shareholders.** The sale of Shares pursuant to the Offer will generally be a sale or exchange for federal income tax purposes or under certain circumstances, as a “dividend.” Under Section 302(b) of the Code, a sale of Shares pursuant to the Offer generally will be treated as a “sale or exchange” if the receipt of cash: (i) results in a “complete termination” of the Shareholder’s interest in the Company, (ii) is “substantially disproportionate” with respect to the Shareholder or (iii) is “not essentially equivalent to a dividend” with respect to the Shareholder. In determining whether any of these tests has been met, Shares actually owned, as well as Shares considered to be owned by the Shareholder by reason of certain constructive ownership rules set forth in Section 318 of the Code, generally must be taken into account. If any of these three tests for “sale or exchange” treatment is met, a Shareholder will recognize gain or loss equal to the difference between the amount of cash received pursuant to the Offer and the adjusted tax basis of the Shares sold. The gain or loss will be a capital gain or loss. In general, capital gain or loss with respect to Shares sold will be long-term capital gain or loss if the holding period for such Shares is more than one year. The ability to deduct capital losses is limited. Under the “wash sale” rules of the Code, recognition of a loss on Shares sold pursuant to the Offer will ordinarily be disallowed to the extent a Shareholder acquires substantially identical Shares, including Shares purchased pursuant to the Company’s Distribution Reinvestment Program, within 30 days before or after the date the Shares are purchased by the Company pursuant to the Offer. In that event, the basis and holding period of the Shares acquired by the Shareholder will be adjusted to reflect the disallowed loss. Additionally, any loss realized upon a taxable disposition of Shares held for six months or less will be treated as a long-term capital loss to the extent of any capital gains dividends received by the Shareholder (or amounts credited to the Shareholder as undistributed capital gains) with respect to such Shares.

If none of the tests set forth in Section 302(b) of the Code is met, amounts received by a Shareholder who sells Shares pursuant to the Offer will be taxable to the Shareholder as a “dividend” to the extent of such Shareholder’s allocable share of the Company’s current or accumulated earnings and profits, and the excess of such amounts received over the portion that is taxable as a dividend will constitute a non-taxable return of capital (to the extent of the Shareholder’s tax basis in the Shares sold pursuant to the Offer). Any amounts received in excess of the Shareholder’s tax basis in such case will constitute taxable gain. If the amounts received by a tendering Shareholder are treated as a “dividend,” the tax basis (after an adjustment for non-taxable return of capital discussed above) in the Shares tendered to the Company will be transferred to any remaining Shares held by such Shareholder.

In addition, if a tender of Shares is treated as a “dividend” to a tendering Shareholder, the IRS may take the position that a constructive distribution under Section 305(c) of the Code may result to a Shareholder whose proportionate interest in the earnings and assets of the Company has been increased by such tender. Shareholders are urged to consult their own tax advisors regarding the possibility of deemed distributions resulting from the sale of Shares pursuant to the Offer.

We cannot predict whether or the extent to which the Offer will be oversubscribed. If the Offer is oversubscribed, proration of tenders pursuant to the Offer will cause us to accept fewer shares than are tendered. Therefore, a U.S. Shareholder can be given no assurance that a sufficient number of such U.S. Shareholder’s shares will be purchased pursuant to the Offer to ensure that such purchase will be treated as a sale or exchange, rather than as a dividend, for U.S. federal income tax purposes pursuant to the rules discussed above.

The Company may be required to withhold 24% of the gross proceeds paid to a U.S. Shareholder or other payee pursuant to the Offer unless the U.S. Shareholder has completed and submitted to the Company a Form W-9 (or Substitute Form W-9), providing the U.S. Shareholder’s Employer Identification Number or Social Security number as applicable, and certifying under penalties of perjury that: (a) such number is correct; (b) either (i) the U.S. Shareholder is exempt from backup withholding, (ii) the U.S. Shareholder has not been notified by the IRS that the U.S. Shareholder is subject to backup withholding as a result of an under-reporting of interest or dividends, or (iii) the IRS has notified the U.S. Shareholder that the U.S. Shareholder is no longer

subject to backup withholding; or (c) an exception applies under applicable law. Even though the Company may have received a completed W-9 from a U.S. Shareholder, the Company may nevertheless be required to backup withhold if it receives a notice from the IRS to that effect.

**b. Non-U.S. Shareholders.** The U.S. federal income taxation of a Non-U.S. Shareholder on a sale of Shares pursuant to the Offer depends on whether this transaction is “effectively connected” with a trade or business carried on in the United States by the Non-U.S. Shareholder (and if an income tax treaty applies, on whether the Non-U.S. Shareholder maintains a United States permanent establishment) as well as the tax characterization of the transaction as either a sale of the Shares or a dividend distribution by the Company, as discussed above for U.S. Shareholders. If the sale of Shares pursuant to the Offer is not so effectively connected (or, if an income tax treaty applies, the Non-U.S. Shareholder does not maintain a United States permanent establishment) and if, as anticipated for U.S. Shareholders, it gives rise to gain or loss rather than dividend treatment, any gain realized by a Non-U.S. Shareholder upon the tender of Shares pursuant to the Offer will not be subject to U.S. federal income tax or to any U.S. tax withholding; provided, however, that such a gain will be subject to U.S. federal income tax at the rate of 30% (or such lower rate as may be applicable under an income tax treaty) if the Non-U.S. Shareholder is a non-resident alien individual who is physically present in the United States for more than 182 days during the taxable year of the sale. If, however, Non-U.S. Shareholders are deemed, for the reasons described above in respect of U.S. Shareholders, to receive a dividend distribution from the Company with respect to Shares they tender, the portion of the distribution treated as a dividend (which may not include the portion of such dividend attributable to certain interest income and certain capital gain income) to the Non-U.S. Shareholder would be subject to a U.S. withholding tax at the rate of 30% (or such lower rate as may be applicable under a tax treaty) if the dividend is not effectively connected with the conduct of a trade or business in the United States by the Non-U.S. Shareholder (or, if an income tax treaty applies, the Non-U.S. Shareholder does not maintain a United States permanent establishment).

If the amount realized on the tender of Shares by a Non-U.S. Shareholder is effectively connected with the conduct of a trade or business in the United States by the Non-U.S. Shareholder (and, if an income tax treaty applies, the Non-U.S. Shareholder maintains a U.S. permanent establishment), regardless of whether the tender is characterized as a sale or as giving rise to a dividend distribution from the Company for U.S. federal income tax purposes, the transaction will be treated and taxed in the same manner as if the Shares involved were tendered by a U.S. Shareholder.

Any dividends received by a corporate Non-U.S. Shareholder that are effectively connected with a U.S. trade or business in which the corporate Shareholder is engaged (and if an income tax treaty applies, are attributable to a permanent establishment maintained by the corporate Non-U.S. Shareholder) also may be subject to an additional branch profits tax at a 30% rate, or lower applicable treaty rate.

Non-U.S. Shareholders should provide the Company with a properly completed Form W-8BEN, Form W-8IMY, Form W-8ECI or other applicable form in order to avoid 24% backup withholding on the cash they receive from the Company regardless of how they are taxed with respect to their tender of the Shares involved.

United States Internal Revenue Service Circular 230 Notice: To ensure compliance with Internal Revenue Service Circular 230, Shareholders are hereby notified that: (a) any discussion of U.S. federal tax issues contained or referred to in this Offer to Purchase or any document referred to herein is not intended or written to be used, and cannot be used by Shareholders for the purpose of avoiding penalties that may be imposed on them under the Code; (b) such discussion is written for use in connection with the promotion or marketing of the transactions or matters addressed herein; and (c) Shareholders should seek advice based on their particular circumstances from an independent tax advisor.

The tax discussion set forth above is included for general information only. Each Shareholder is urged to consult such Shareholder’s own tax advisor to determine the particular tax consequences to him or her of the Offer, including the applicability and effect of state, local and foreign tax laws.

#### **14. Amendments; Extension of Tender Period; Termination.**

We reserve the right, at any time during the pendency of the Offer, to amend, supplement, extend or terminate the Offer in any respect. Without limiting the manner in which we may choose to make a public announcement of such an amendment, supplement, extension or termination, we shall have no obligation to

publish, advertise or otherwise communicate any such public announcement, except as provided by applicable law (including Rule 14e-1(d) and Rule 13e-4(e)(3) promulgated under the Exchange Act).

We may extend the period of time the Offer will be open by issuing a press release or making some other public announcement by no later than 9:00 a.m., Eastern Time, on the next business day after the Offer would have otherwise expired. Except to the extent required by applicable law (including Rule 13e-4(f)(1) promulgated under the Exchange Act), we will have no obligation to extend the Offer.

#### **15. Forward Looking Statements; Miscellaneous.**

The Offer may include forward-looking statements. Words like “anticipate,” “believe,” “expect” and “intend” indicate a forward-looking statement, although not all forward-looking statements include these words. Although we believe that the expectations reflected in such forward-looking statements are based upon reasonable assumptions, our actual results could differ materially from those set forth in the forward-looking statements. Some factors that might cause such a difference include the following: the current global economic downturn, increased direct competition, changes in government regulations or accounting rules, changes in local, national and global capital market conditions, our ability to obtain or maintain credit lines or credit facilities on satisfactory terms, changes in interest rates, availability of proceeds from our offering, our ability to identify suitable investments, our ability to close on identified investments, inaccuracies of our accounting estimates, our ability to locate suitable borrowers for our loans and the ability of such borrowers to make payments under their respective loans.

Our actual results could differ materially from those implied or expressed in the forward-looking statements for any reason.

We have based the forward-looking statements included in the Offer on information available to us on the date of the Offer, and we assume no obligation to update any such forward-looking statements. Except as required by the federal securities laws, we undertake no obligation to revise or update any forward-looking statements, whether as a result of new information, future events or otherwise. You are advised to consult any additional disclosures that we may make directly to you or through reports that we may file in the future with the SEC, including annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K. The forward-looking statements and projections contained in the Offer are excluded from the safe harbor protection provided by Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act.

The Offer is not being made to, nor will we accept tenders from or on behalf of, owners of Shares in any jurisdiction in which the making of the Offer or its acceptance would not comply with the securities or “blue sky” laws of that jurisdiction. We are not aware of any jurisdiction in which the making of the Offer or the acceptance of tenders of, purchase of, or payment for, Shares in accordance with the Offer would not be in compliance with the laws of such jurisdiction. We, however, reserve the right to exclude Shareholders in any jurisdiction in which it is asserted that the Offer cannot lawfully be made or tendered Shares cannot lawfully be accepted, purchased or paid for. So long as we make a good-faith effort to comply with any state law deemed applicable to the Offer, we believe that the exclusion of holders residing in any such jurisdiction is permitted under Rule 13e-4(f)(9) promulgated under the Exchange Act. In any jurisdiction where the securities, blue sky or other laws require the Offer to be made by a licensed broker or dealer, the Offer shall be deemed to be made on our behalf by one or more brokers or dealers licensed under the laws of such jurisdiction.

November 19, 2018

CORPORATE CAPITAL TRUST II

## LETTER OF TRANSMITTAL

OFFER TO PURCHASE DATED NOVEMBER 19, 2018

### IF YOU WISH TO RETAIN YOUR SHARES, PLEASE DISREGARD THIS LETTER OF TRANSMITTAL.

This is the Letter of Transmittal for the Share Repurchase Program for the quarter ended September 30, 2018, pursuant to the Offer to Purchase dated November 19, 2018 (the "Offer to Purchase") relating to the purchase by Corporate Capital Trust II (the "Company") of up to 315,181 shares of its issued and outstanding common shares of beneficial ownership, par value \$0.001 per share (the "Shares"), for cash, at a price equal to \$9.14 per Share (the "Purchase Price").

### THE OFFER WILL EXPIRE AT 4:00 P.M., EASTERN TIME, ON DECEMBER 27, 2018, (THE "EXPIRATION DATE"), UNLESS THE OFFER IS EXTENDED

Any questions concerning the Offer or this Letter of Transmittal may be directed to the following address:

*For delivery by regular mail:*

Corporate Capital Trust II  
c/o DST Systems, Inc.  
P.O. Box 219984  
Kansas City, Missouri 64121-9984

*For delivery by registered, certified or express  
mail, by overnight courier or by personal delivery:*

Corporate Capital Trust II  
c/o DST Systems, Inc.  
430 W. 7th Street, Ste. 219984  
Kansas City, Missouri 64105-1407

Delivery of this Letter of Transmittal and all other documents to an address other than as set forth above will not constitute a valid delivery to the Company.

**INSTRUCTIONS:** The Offer to Purchase and this entire Letter of Transmittal, including the accompanying instructions, should be read carefully before this Letter of Transmittal is completed by signing page 5.

## Terms and conditions of this Letter of Transmittal

1. *Signatures.* The person(s) signing this Letter of Transmittal (the “Signatory”) hereby tender(s) to the Company the number of Shares specified on page 3 for purchase by the Company at a price equal to \$9.14 per Share, in cash, under the terms and subject to the conditions set forth in the Offer to Purchase, receipt of which is hereby acknowledged, and in this Letter of Transmittal (which Offer to Purchase and Letter of Transmittal, together with any amendments or supplements thereto, collectively constitute the “Offer”).

2. *Signatures on this Letter of Transmittal, Powers of Attorney and Endorsements.*

(a) If this Letter of Transmittal is signed by the registered holder(s) of the Shares to be tendered, the signature(s) of the holder on this Letter of Transmittal must correspond exactly with the name(s) on the subscription agreement accepted by the Company in connection with the purchase of the Shares, unless such Shares have been transferred by the registered holder(s), in which event this Letter of Transmittal should be signed in exactly the same form as the name of the last transferee indicated on the stock ledger maintained in book-entry form by DST Systems, Inc., the Company’s transfer agent.

(b) If any Shares tendered with this Letter of Transmittal are owned of record by two or more joint owners, all such owners must sign this Letter of Transmittal.

(c) If this Letter of Transmittal is signed by a person other than the registered holder(s) of the Shares listed, such person must so indicate when signing, and proper evidence satisfactory to the Company of such person’s authority to so act must be submitted.

3. *Appointment of Attorney-in-fact.* Subject to, and effective upon, acceptance for payment of, or payment for, Shares tendered herewith in accordance with the terms and subject to the conditions of the Offer (including, if the Offer is extended or amended, the terms or conditions of any such extension or amendment), the Signatory hereby sells, assigns and transfers to, or upon the order of, the Company, all right, title and interest in and to all of the Shares that are being tendered hereby that are purchased pursuant to the Offer, and hereby irrevocably constitutes and appoints DST Systems, Inc. as attorney-in-fact of the Signatory with respect to such Shares, with full power of substitution (such power of attorney being deemed to be an irrevocable power coupled with an interest), to receive all benefits and otherwise exercise all rights of beneficial ownership of such Shares, all in accordance with the terms and subject to the conditions set forth in the Offer.

4. *Tax Withholding.* To prevent the potential imposition of U.S. federal backup withholding tax on the gross payments made pursuant to the Offer, prior to receiving such payments, each Shareholder accepting the Offer who has not previously submitted to the Company a correct, completed and signed Internal Revenue Service (“IRS”) Form W-9 (“Form W-9”) or substituted Form W-9 (included with the original subscription) (for U.S. Shareholders) or IRS Form W-8BEN (“Form W-8BEN”), IRS Form W-8IMY (“Form W-8IMY”), IRS Form W-8ECI (“Form W-8ECI”), or other applicable form (for Non-U.S. Shareholders), or otherwise established an exemption from such withholding, must submit the appropriate form to the Company. A Shareholder should consult his or her tax advisor as to his or her qualification for exemption from the backup withholding requirements and the procedure for obtaining an exemption.

5. *Delivery of Letter of Transmittal.* This Letter of Transmittal, properly completed and duly executed, should be sent by mail or courier or delivered by hand to the Company in each case at the address set forth on the front page of this Letter of Transmittal, in order to make an effective tender. A properly completed and duly executed Letter of Transmittal must be received by the Company at the address set forth on the front page of this Letter of Transmittal by 4:00 p.m., Eastern Time, on December 27, 2018, unless the Offer is extended. The Purchase Price will be paid and issued in exchange for the Shares tendered and accepted for purchase by the Company pursuant to the Offer to Purchase in all cases only after receipt by the Company of a properly completed and duly executed Letter of Transmittal.

The method of delivery of all documents is at the option and risk of the Signatory and the delivery will be deemed made only when actually received. If delivery is by mail, registered mail with return receipt requested, properly insured, is recommended.

The Signatory understands that acceptance of Shares by the Company for payment will constitute a binding agreement between the Signatory and the Company upon the terms and subject to the conditions of the Offer.



**IMPORTANT: THIS LETTER OF TRANSMITTAL PROPERLY COMPLETED AND BEARING ORIGINAL SIGNATURE(S) AND THE ORIGINAL OF ANY REQUIRED SIGNATURE GUARANTEE(S) MUST BE RECEIVED BY THE COMPANY PRIOR TO THE EXPIRATION OF THE OFFER.**

6. *Determinations of Validity.* All questions as to the form of documents and the validity of Shares will be resolved by the Company in its sole discretion, which determination shall be final and binding. The Company reserves the absolute right to reject any deliveries of any Shares that are not in proper form, or the acceptance of which would, in the opinion of the Company, be unlawful. The Company reserves the absolute right to waive any defect or irregularity of delivery for exchange with regard to any Shares, provided that any such waiver shall apply to all tenders of Shares.

The Signatory recognizes that, under certain circumstances as set forth in the Offer to Purchase, the Company may amend, extend or terminate the Offer or may not be required to purchase any of the Shares tendered hereby. In any such event, the Signatory understands that the Shares not purchased, if any, will continue to be held by the Signatory and will not be tendered.

All authority herein conferred or agreed to be conferred shall survive the death or incapacity of the Signatory and all obligations of the Signatory hereunder shall be binding upon the heirs, personal representatives, successors and assigns of the Signatory. Except as stated in the Offer, this tender is irrevocable.

**FS/KKR ADVISOR, LLC, AS ADMINISTRATOR FOR THE COMPANY, WILL NOT BE OBLIGATED TO GIVE ANY NOTICE OF ANY DEFECT OR IRREGULARITY IN ANY TENDER, AND WILL NOT INCUR ANY LIABILITY FOR FAILURE TO GIVE ANY SUCH NOTICE.**

7. *Cost Basis.* The Company has elected the first-in, first-out (FIFO) method as the default for calculating cost basis for covered shares as defined in the Company's offering documents. If you wish to change your cost basis method, please contact the Company at 877-628-8575 or your custodian, if applicable.

8. *Payment.* The Signatory understands that the payment of the Purchase Price for the Shares accepted for purchase by the Company will be made as promptly as practicable by the Company following the conclusion of the Offer and that in no event will the Signatory receive any interest on the Purchase Price or any distributions declared for record dates that occur after the date the Company accepts the Signatory's shares for repurchase.

9. The Signatory hereby acknowledges that capitalized terms not defined in this Letter of Transmittal shall have the meanings ascribed to them in the Offer to Purchase.

10. *Distribution Reinvestment (Only applicable to Distribution Reinvestment Plan participants)* If the Signatory participates in the Company's distribution reinvestment plan, the Signatory will continue to participate in the distribution reinvestment plan unless the Company is otherwise notified by the Signatory by contacting the Company at 877-628-8575 to obtain a copy of the Account Maintenance Form. Notwithstanding the foregoing, if the Signatory tenders all of their Shares in the Offer (whether or not the Company accepts all such Shares for payment pursuant to the Offer), the Signatory's participation in the distribution reinvestment plan will automatically cease with respect to distributions scheduled to be paid after the Expiration Date.

# Corporate Capital Trust II

FS Investments Client Services  
Toll-Free (877) 628-8575  
Fax (844) 871-9770

## LETTER OF TRANSMITTAL

Pursuant to the Offer to Purchase Dated November 19, 2018

### One: Investor Information (print)

|                          |                                  |
|--------------------------|----------------------------------|
| Name of Investor/Trustee | Social Security or Tax ID Number |
|--------------------------|----------------------------------|

|   |                                  |
|---|----------------------------------|
| Name of Co-Investor/Trustee (if applicable) | Social Security or Tax ID Number |
|---|----------------------------------|

|         |
|---------|
| Address |
|---------|

|      |       |          |
|------|-------|----------|
| City | State | Zip Code |
|------|-------|----------|

|               |                |
|---------------|----------------|
| Telephone No. | Account Number |
|---------------|----------------|

Individual     Joint     IRA     Trust     Other \_\_\_\_\_

### Two: Share Repurchase Request (select one option)

Number of Shares you are submitting for repurchase at \$9.14 per Share:

- All Shares of Investor as of December 27, 2018 the expiration date of the Offer, or  
 Other number of Shares \_\_\_\_\_

**NOTE:** If the aggregate amount of Shares tendered for repurchase exceeds the number of Shares the Company seeks to repurchase, the Company will repurchase Shares on a pro rata basis. An investor with no Shares outstanding after the completion of this Offer will receive any accrued distributions as a separate cash distribution.

### Three: Remittance Information (Select one option, if applicable)

If no option is selected, all proceeds from tenders processed for custodial accounts will be remitted to the custodian and all proceeds from tenders processed for non-custodial accounts will be remitted in the same manner as non-reinvested dividends. If no option is selected and dividends are currently reinvested, all proceeds will be sent to the address of record for the owner(s).

All proceeds from tenders for brokerage or custodial accounts will be remitted to the shareholder's brokerage account regardless of the option selected below.

- Remit payment in the name of the owner(s) to the address of the owner(s) or custodian of record, as applicable, on record with the Company.  
 Remit payment in the name of the owner(s) directly to the bank account of record. If no such bank account information is on record with the Company, payment will be remitted in the name of the owner(s) to the address of record for the owner(s).  
 Remit payment in the name of following account holder and to the following bank account via ACH (signature guarantee required in Section Four). If no signature guarantee is provided in Section Four, payment will be remitted in the name of the owner(s) to the address of record for the owner(s).

Bank Name \_\_\_\_\_

Bank Routing No. \_\_\_\_\_

Bank Account No. \_\_\_\_\_

Bank Account Holder Name \_\_\_\_\_



**Four: Authorized Signatures (all registered holders must sign)**

The Signatory authorizes and instructs the Company to make a cash payment (payable by check or wire (transfer) of the Purchase Price for Shares accepted for purchase by the Company, without interest thereon and less any applicable withholding taxes, to which the Signatory is entitled in accordance with the instructions in Section Three "Remittance Information" above. By executing this Letter of Transmittal, the Signatory hereby delivers to the Company in connection with the Offer to Purchase the number of Shares indicated in Section Two "Share Repurchase Request" above.

**If Shares are registered in the name of a custodian, the custodian of the Shares must execute this Letter of Transmittal, and the beneficial owner of the Shares hereby authorizes and directs the custodian of the Shares to execute this Letter of Transmittal. By executing this Letter of Transmittal, the undersigned hereby delivers to the Company for repurchase the number of Shares indicated above.**

| Name and Title |      | Name and Title |      |
|----------------|------|----------------|------|
| Signature      | Date | Signature      | Date |

**Custodian authorization** (Required for custodial accounts)

**Signature Guarantee:\***

The undersigned hereby guarantees the signature of the registered holder, or, if no registered holder is provided, the beneficial owner which appears above on this Letter of Transmittal.

|                                |                       |            |
|--------------------------------|-----------------------|------------|
| Institution Issuing Guarantee: | Authorized Signature: | _____      |
| Name _____                     | Name _____            |            |
| Address _____                  | Title _____           | Date _____ |
| (street)                       |                       |            |
| _____                          |                       |            |
| (city, state, zip)             |                       |            |

\*Signature Guarantee to be completed only if required by Section Three "Remittance Information."

# Corporate Capital Trust II

November 19, 2018

## THIS IS NOTIFICATION OF THE QUARTERLY SHARE REPURCHASE OFFER FOR THE QUARTER ENDED SEPTEMBER 30, 2018

### PLEASE DISREGARD THIS NOTICE IF YOU HAVE NO DESIRE TO SELL ANY OF YOUR SHARES AT \$9.14 PER SHARE

Dear Shareholder:

We have sent this letter to you to announce the quarterly share repurchase offer by Corporate Capital Trust II (the “Company”). The purpose of this Offer (as defined below) is to provide limited liquidity to holders of our common shares of beneficial interests by offering to repurchase certain of those shares at \$9.14 per share. The Offer, proration period and withdrawal rights will **expire at 4:00 p.m., Eastern Time, on December 27, 2018**, unless the offer is extended.

Please read the following pages and the Share Repurchase Package carefully as they contain important information about the Offer. If you would like to tender a portion or all of your shares at \$9.14 per share, you must request a copy of the Offer to Purchase, the Letter of Transmittal and other Offer documents (which together, as they may be amended and supplemented from time to time, constitute the “Share Repurchase Package”). The Share Repurchase Package is filed with the Securities and Exchange Commission and may be obtained free of charge at [www.sec.gov](http://www.sec.gov). Additionally, requests for the Share Repurchase Package may be directed to the Company or Transfer Agent as follows:

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|---|---|
| Toll-Free Number  | (877) 628-8575  |
| For delivery by regular mail  | Corporate Capital Trust II<br>c/o DST Systems, Inc.<br>P.O. Box 219984<br>Kansas City, Missouri 64121-9984                            |
| For delivery by registered, certified or express mail, by overnight courier or by personal delivery | Corporate Capital Trust II<br>c/o DST Systems, Inc.<br>430 W. 7 <sup>th</sup> Street, Ste. 219984<br>Kansas City, Missouri 64105-1407 |

**NEITHER THE COMPANY, ITS BOARD OF DIRECTORS (“BOARD”), NOR FS/KKR ADVISOR, LLC (THE “ADVISOR”), MAKES ANY RECOMMENDATION TO ANY SHAREHOLDER AS TO WHETHER TO TENDER OR REFRAIN FROM TENDERING SHARES. NO PERSON HAS BEEN AUTHORIZED TO MAKE ANY RECOMMENDATION ON BEHALF OF THE COMPANY, THE BOARD OR THE ADVISOR AS TO WHETHER SHAREHOLDERS SHOULD TENDER OR REFRAIN FROM TENDERING SHARES PURSUANT TO THE OFFER OR TO MAKE ANY REPRESENTATION OR TO GIVE ANY INFORMATION IN CONNECTION WITH THE OFFER.**

**SHAREHOLDERS MAY CONTACT THEIR FINANCIAL ADVISOR, BROKER, DEALER, COMMERCIAL BANK, TRUST COMPANY OR NOMINEE FOR ASSISTANCE CONCERNING THE OFFER.**

*This announcement is neither an offer to purchase nor a solicitation of an offer to sell shares. The Offer (as defined below) is made solely by the Offer to Purchase, dated November 19, 2018, and the related Letter of Transmittal, and any amendments or supplements thereto. The Offer is not being made to, nor will tenders be accepted from or on behalf of, holders of our common shares of beneficial interest in any jurisdiction in which the making or acceptance or offers to sell shares would not be in compliance with the laws of that jurisdiction.*

## SHARE REPURCHASE TERMS

Corporate Capital Trust II, an externally managed, non-diversified, closed-end management investment company that has elected to be regulated as a business development company under the Investment Company Act of 1940, as amended, and was formed as a Delaware statutory trust (the “*Company*,” “*we*,” “*us*,” “*our*”) is offering to purchase up to 315,181 shares of our issued and outstanding common shares of beneficial interest (the “*Shares*”) upon the terms and subject to the conditions described in the Offer to Purchase dated November 19, 2018 (the “*Offer to Purchase*”) and the accompanying Letter of Transmittal (the “*Letter of Transmittal*,” which together with the Offer to Purchase, as they may be amended and supplemented from time to time, constitute the “*Offer*”). The Offer has been approved by our Board of Trustees (the “*Board*”).

The Offer is not conditioned upon any minimum number of Shares being tendered. The Offer is, however, subject to other conditions as set forth in the Offer to Purchase. The Offer is for cash at a price equal to \$9.14 per Share (the “*Purchase Price*”). The Company will purchase, at \$9.14 per share, all Shares properly tendered and not properly withdrawn prior to the Expiration Date (as defined below), upon the terms and subject to the conditions of the Offer, including the proration provisions (as described in the Offer to Purchase). Under no circumstances will the Company pay interest on the Purchase Price for the Shares, regardless of any delay in making payment, nor will you be entitled to distributions on record dates that occur on or after the date that Company accepts your shares for purchase.

The term “*Expiration Date*” means 4:00 p.m., Eastern Time, on December 27, 2018, unless the Company, in its sole discretion, shall have extended the period of time during which the Offer will remain open, in which event the term “*Expiration Date*” shall refer to the latest time and date at which the Offer, as so extended, shall expire.

For purposes of the Offer, the Company will be deemed to have accepted for payment, and therefore purchased, Shares properly tendered (and not properly withdrawn), only when, and if the Company gives oral or written notice to DST Systems, Inc., the depositary and transfer agent for the Offer (the “*Transfer Agent*”), of its acceptance of such Shares for payment under the Offer. The Company will make payment for Shares tendered and accepted for payment under the Offer only after timely receipt by us of: (i) a Letter of Transmittal properly completed and bearing original signature(s) (or a copy thereof) and any required signature guarantee(s), and (ii) any other documents required by the Letter of Transmittal. Shareholders may be charged a fee by a broker, dealer or other institution for processing the tender requested.

Upon the terms and subject to the conditions of the Offer, if more than 315,181 Shares have been properly tendered and not properly withdrawn prior to the Expiration Date, the Company will purchase properly tendered Shares on a pro rata basis from all shareholders who properly tender Shares and do not properly withdraw them before the Expiration Date.

We expressly reserve the right, in our sole discretion, at any time and from time to time, to extend the period of time during which the Offer is open and thereby delay acceptance for payment of, and payment for, any Shares by giving oral or written notice of such extension to the Transfer Agent and making a public announcement thereof no later than 9:00 a.m., Eastern Time, on the next business day after the Offer otherwise would have expired. During any such extension, all Shares previously tendered and not properly withdrawn will remain subject to the Offer and to the right of a tendering shareholder to withdraw such shareholder’s Shares. The Company also expressly reserves the right to terminate the Offer, as described in the Offer to Purchase. Subject to compliance with applicable law, the Company further reserves the right, regardless of whether any of the circumstances described in the Offer to Purchase shall have occurred or shall be deemed by the Company to have occurred, to amend the Offer in any respect, including, without limitation, by increasing or decreasing the consideration offered. The Company will announce any such termination or amendment to the Offer by making a public announcement of the termination or amendment in accordance with applicable law. Without limiting the manner in which the Company may choose to make a public announcement, except as required by applicable law (including Rule 13e-4 under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), the Company shall have no obligation to publish, advertise or otherwise communicate any such public announcement other than by making a release through PRWeb, Marketwire or another comparable service.

Generally, the receipt of cash from the Company in exchange for a shareholder's Shares will be a taxable event for the shareholder for U.S. federal income tax purposes. The receipt of cash for a shareholder's Shares generally will be treated for U.S. federal income tax purposes either as: (1) a sale or exchange eligible for gain or loss treatment, or (2) a distribution in respect of share from the Company, as described in Section 13 of the Offer to Purchase.

Tenders of Shares under the Offer are irrevocable, except that such Shares may be withdrawn at any time prior to the Expiration Date, and, unless previously accepted for payment by the Company under the Offer, may also be withdrawn at any time until January 25, 2019. A notice of withdrawal of tendered Shares must specify the name(s) of the person(s) having tendered the Shares, the number of Shares to be withdrawn or if all tendered Shares are being withdrawn, the shareholder's Social Security or Tax ID Number, and must be signed by the Shareholder. For such withdrawal to be effective, a notice of withdrawal of tendered Shares must be timely received by us via mail, courier, facsimile or personal delivery at the address set forth thereon.

The Company will determine, in its sole discretion, all questions as to the form and validity of any Letter of Transmittal or notice of withdrawal of previously tendered Shares, including the time of receipt, and such determination will be final and binding, subject to a shareholder's right to challenge the Company's determination in a court of competent jurisdiction. FS/KKR Advisor, LLC, as Administrator for the Company, will not be under any duty to give notification of any defects or irregularities in any Letter of Transmittal or Notice of Withdrawal of Tendered Shares, or incur any liability for failure to give any such notification.

The purpose of the Offer is to provide limited liquidity to our shareholders, because there is otherwise no public market for the Shares. Under our share repurchase program, we plan to conduct quarterly tender offers, for approximately 2.5% of our weighted average number of outstanding shares for the trailing four quarters. We will repurchase tender shares to allow our shareholders to tender their Shares at a price based upon our net asset value per Share as of the end of our most recent fiscal quarter prior to the date of repurchase. Our repurchase program recognizes that our Shares are not listed on a national securities exchange and have limited liquidity prior to the occurrence of a "liquidity event." A liquidity event could include: (i) a listing of our shares on a national securities exchange; (ii) a merger or another transaction approved by our Board in which our shareholders will receive cash or shares of a listed company, or (iii) a sale of all or substantially all of our assets either on a complete portfolio basis or individually followed by a liquidation. We do not know at this time what circumstances will exist in the future and therefore we do not know what factors our Board will consider in determining whether to pursue a liquidity event. The information required to be disclosed by Rule 13e-4(d)(1) under the Exchange Act is contained in the Offer to Purchase and is incorporated herein by reference.

