

**Report of Organizational Actions
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name CNL HEALTHCARE PROPERTIES II, INC.		2 Issuer's employer identification number (EIN) 47-4524619	
3 Name of contact for additional information CLIENT SERVICES	4 Telephone No. of contact 866-650-0650	5 Email address of contact clientservicesinquiries@cnl.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 450 SOUTH ORANGE AVENUE		7 City, town, or post office, state, and Zip code of contact ORLANDO, FL 32801	
8 Date of action 12/08/2016		9 Classification and description MULTIPLE CLASSES OF COMMON STOCK - CLASS A, CLASS T, CLASS I	
10 CUSIP number 12594A302	11 Serial number(s) N/A	12 Ticker symbol N/A	13 Account number(s)
12594A104/12594A203			

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶

ON DECEMBER 8, 2016, THE TAXPAYER MADE A NONTAXABLE STOCK DISTRIBUTION OF .001881250 SHARES TO ITS SHAREHOLDERS OF RECORD ON OCTOBER 3, 2016, NOVEMBER 1, 2016 AND DECEMBER 1, 2016 (EACH INDIVIDUALLY A "RECORD DATE"). STOCK DIVIDENDS ARE ISSUED IN THE SAME CLASS OF SHARES AS THE SHARES OF WHICH THE STOCK DIVIDEND WAS DECLARED.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶

THE STOCK DISTRIBUTION IS NOT CURRENTLY INCLUDED AS A COMPONENT OF GROSS INCOME (E.G. IT IS NOT TAXABLE WHEN RECEIVED). UPON RECEIVING A DISTRIBUTION OF STOCK EXEMPT FROM TAX (NEW STOCK), AND AS PROVIDED IN SECTION 307(a), THE STOCKHOLDER MUST ALLOCATE THE ADJUSTED BASIS OF THE STOCK WITH RESPECT TO WHICH THE STOCK WAS DISTRIBUTED (THE "OLD STOCK") BETWEEN THE OLD STOCK AND THE NEW STOCK. IF YOU WERE A SHAREHOLDER OF RECORD ON ALL THREE RECORD DATES, THE BASIS OF THE OLD STOCK WOULD BE ALLOCATED 99.44% TO THE OLD STOCK AND 0.56% TO THE NEW STOCK. IF YOU WERE A SHAREHOLDER FOR TWO OF THE RECORD DATES THE BASIS OF THE OLD STOCK WOULD BE ALLOCATED 99.63% TO THE OLD STOCK AND 0.37% TO THE NEW STOCK. IF YOU WERE A SHAREHOLDER FOR ONE RECORD DATE, THE BASIS OF THE OLD STOCK WOULD BE ALLOCATED 99.81% TO THE OLD STOCK AND 0.19% TO THE NEW STOCK. THESE ALLOCATIONS MAY VARY IF YOU ARE A PARTICIPANT IN THE REINVESTMENT PLAN. PLEASE CONSULT WITH YOUR TAX ADVISOR FOR ADDITIONAL GUIDANCE.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶

TREASURY REGULATION 1.307-1 REQUIRES AN ALLOCATION OF BASIS IN PROPORTION TO THE RELATIVE FAIR MARKET VALUES OF THE OLD AND THE NEW STOCK ON THE DATE OF DISTRIBUTION.

THE HOLDING PERIOD OF THE NEW STOCK USED TO DETERMINE WHETHER CAPITAL GAIN OR LOSS ON ANY SALE OR EXCHANGE IS LONG-TERM OR SHORT-TERM, INCLUDES THE PERIOD FOR WHICH THE SHAREHOLDER HELD THE OLD STOCK.

THE PUBLIC OFFERING PRICE PER SHARE OF EACH MULTIPLE SHARE CLASS WAS: CLASS A - \$11.08 PER SHARE, CLASS T - \$10.50 PER SHARE, CLASS I - \$10.00 PER SHARE.

