

**CITIBANK, N.A.**

**OZLM VII, LTD.**

**OZLM VII, LLC**

**NOTICE OF OPTIONAL REDEMPTION**

NOTE: THIS NOTICE CONTAINS IMPORTANT INFORMATION THAT IS OF INTEREST TO THE REGISTERED AND BENEFICIAL OWNERS OF THE SUBJECT NOTES. IF APPLICABLE, ALL DEPOSITORIES, CUSTODIANS, AND OTHER INTERMEDIARIES RECEIVING THIS NOTICE ARE REQUESTED TO EXPEDITE RE-TRANSMITTAL TO REGISTERED HOLDERS AND BENEFICIAL OWNERS OF THE NOTES IN A TIMELY MANNER.

**Notice Date:** **January 22, 2024**

To: The Holders of the Secured Notes described as:

<b>Class of Notes</b>	<b>Rule 144A</b>		<b>Regulation S</b>		<b>Accredited Investor</b>	
	<b>CUSIP*</b>	<b>ISIN*</b>	<b>CUSIP*</b>	<b>ISIN*</b>	<b>CUSIP*</b>	<b>ISIN*</b>
Class A-1-R Notes	67108WBE8	US67108WBE84	G68685AQ2	USG68685AQ27	67108WBF5	US67108WBF59
Class A-2-R Notes	67108WBG3	US67108WBG33	G68685AR0	USG68685AR00	67108WBH1	US67108WBH16
Class B-R Notes	67108WBJ7	US67108WBJ71	G68685AS8	USG68685AS82	67108WBK4	US67108WBK45
Class C-R-R Notes	67108WBL2	US67108WBL28	G68685AT6	USG68685AT65	67108WBM0	US67108WBM01
Class D-R Notes	67108XAG2	US67108XAG25	G68674AD5	USG68674AD58	67108XAH0	US67108XAH08
Class E-R Notes	67108XAJ6	US67108XAJ63	G68674AE3	USG68674AE32	67108XAK3	US67108XAK37

*and*

The Additional Addressees Listed on Schedule I hereto

Reference is hereby made to the Indenture, dated as of June 26, 2014 (as amended by the First Supplemental Indenture, dated as of April 17, 2017, the Second Supplemental Indenture, dated as of July 17, 2018, the Third Supplemental Indenture, dated as of June 9, 2023 and as further amended, modified or supplemented from time to time, the “Indenture”), among OZLM VII, LTD. (the “Issuer”), OZLM VII, LLC (the “Co-Issuer”; together with the Issuer, the “Co-Issuers”) and CITIBANK, N.A. (the “Trustee”). Capitalized terms used, and not otherwise defined, herein shall have the meanings assigned to such terms in the Indenture.

Pursuant to Section 9.4(a) of the Indenture, the Trustee hereby provides you notice that it has received a Notice of Redemption from the Issuer, dated as of January 11, 2024 (the “Issuer”).

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\* No representation is made as to the correctness or accuracy of the CUSIP or ISIN numbers either as printed on the Secured Notes or as contained in this notice. Such numbers are included solely for the convenience of the Holders.

Notice”) that the Holders of a Majority of the Subordinated Notes have directed an Optional Redemption of the Secured Notes, in whole but not in part from Sales Proceeds (the "Redemption"). A copy of the Issuer Notice is attached hereto as Exhibit A. In accordance with Section 9.4(a) of the Indenture, please be advised that:

1. The Redemption Date shall be February 2, 2024 (the "Redemption Date").
2. All Classes of the Secured Notes are to be redeemed in full and interest on such Notes shall cease to accrue on the Redemption Date.
3. The Redemption Price shall be, for each class of Secured Notes to be redeemed (x) 100% of the Aggregate Outstanding Amount of such Secured Notes, plus (y) accrued and unpaid interest thereon (including interest on Deferred Interest) to the Redemption Date (in each case exclusive of accrued and unpaid interest and any other amounts, the payment of which shall have been duly provided for as provided in this Indenture).
4. The Subordinated Notes shall remain Outstanding after the Redemption Date.
5. The Co-Issuers may withdraw this notice of redemption or delay the Redemption Date subject to the limitations set forth in Section 9.4 of the Indenture.
6. The Secured Notes must be surrendered to the Paying Agent for payment of the Redemption Price at: Citibank, N.A., 480 Washington Boulevard, 30th Floor, Jersey City, New Jersey 07310, Attention: Securities Window- OZLM VII, Ltd. **PLEASE NOTE THAT HOLDERS OF CERTIFICATED SECURED NOTES MUST SURRENDER THEIR NOTES TO THE ABOVE ADDRESS IN ORDER TO RECEIVE PAYMENT OF THE REDEMPTION PRICE.**

Questions with respect to the Redemption should be directed to Sculptor Loan Management LP, the Collateral Manager, Mike Lin at Michael.Lin@sculptor.com.

This Notice shall be construed in accordance with and governed by the laws of the State of New York applicable to agreements made and to be performed therein.

**CITIBANK, N.A., as Trustee**

Additional Addressees

To the Holders of the Subordinated Notes described as:

<b>Class of Notes</b>	<b>CUSIP<sup>□</sup></b>	<b>ISIN<sup>*</sup></b>
Subordinated Notes (144A)	67108X AE7	US67108XAE76
Subordinated Notes (Reg S)	G68674 AC7	USG68674AC75
Subordinated Notes (AI)	67108X AF4	US67108XAF42

Issuer: OZLM VII, Ltd.  
c/o MaplesFS Limited  
P.O. Box 1093  
Boundary Hall, Cricket Square  
Grand Cayman KY1 1102, Cayman Islands  
Attention: The Directors  
Email: [cayman@maples.com](mailto:cayman@maples.com)

Co-Issuer: OZLM VII, LLC  
c/o Puglisi & Associates  
850 Library Avenue, Suite 204  
Newark, Delaware 19711  
Attention: Donald J. Puglisi  
Email: [dpuglisi@puglisiassoc.com](mailto:dpuglisi@puglisiassoc.com)

Collateral Manager: Sculptor Loan Management LP  
9 West 57th Street, 39th Floor  
New York, New York 10019  
Attention: Legal  
Email: [CLO-Legal@sculptor.com](mailto:CLO-Legal@sculptor.com)

Collateral Administrator: Virtus Group, LP  
347 Riverside Avenue  
Jacksonville, Florida 32202  
Attention: OZLM VII, Ltd.  
Email: [ozlmviiLtd@fisglobal.com](mailto:ozlmviiLtd@fisglobal.com)

Rating Agencies: Moody's Investors Service, Inc.

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\* No representation is made as to the correctness or accuracy of the CUSIP or ISIN numbers as printed on the Subordinated Notes or as contained in this notice. Such numbers are included solely for the convenience of the Holders.

Email: [cdomonitoring@moodys.com](mailto:cdomonitoring@moodys.com)

Fitch Ratings, Inc.  
[Cdo.surveillance@fitchratings.com](mailto:Cdo.surveillance@fitchratings.com)

Cayman Islands Stock  
Exchange:

PO Box 2408,  
Grand Cayman KY1-1105,  
Cayman Islands  
Email: [listing@csx.ky](mailto:listing@csx.ky)

**EXHIBIT A**

Issuer Notice

January 11, 2024

Citibank, N.A., as Trustee and as Collateral Agent  
388 Greenwich Street  
New York, New York 10013  
Attention: Agency & Trust – OZLM VII, Ltd.

Sculptor Loan Management LP  
9 West 57<sup>th</sup> Street, 39<sup>th</sup> Floor  
New York, New York 10019  
Attention: Legal

**Re: OZLM VII, Ltd.  
OZLM VII, LLC  
Optional Redemption**

U.S.\$ 53,288,842.51 Class A-1-R Senior Secured Floating Rate Notes due 2029  
U.S.\$ 63,800,000 Class A-2-R Senior Secured Floating Rate Notes due 2029  
U.S.\$ 30,900,000 Class B-R Senior Secured Deferrable Floating Rate Notes due 2029  
U.S.\$37,900,000 Class C-R-R Senior Secured Deferrable Floating Rate Notes due 2029  
U.S.\$32,600,000 Class D-R Secured Deferrable Floating Rate Notes due 2029  
U.S.\$5,700,000 Class E-R Secured Deferrable Floating Rate Notes due 2029  
U.S.\$73,675,000 Subordinated Notes due 2029

Reference is made to the Second Supplemental Indenture, dated as of July 17, 2018 (as amended, restated, supplemented or otherwise modified, the “Indenture”), among OZLM VII, Ltd. (the “Issuer”), OZLM VII, LLC (the “Co-Issuer” and, together with the Issuer, the “Co-Issuers”) and Citibank, N.A., as trustee (in such capacity, the “Trustee”). Capitalized terms defined in the Indenture and used (but not otherwise defined) herein are used herein as so defined.

Pursuant to Section 9.2(a) of the Indenture, the Secured Notes may be redeemed by the Applicable Issuers in whole on any Business Day after the expiration of the Non-Call Period at the written direction of a Majority of the Subordinated Notes. On January 8, 2024, pursuant to Section 9.2(a) of the Indenture, a Majority of the Subordinated Notes delivered directions to the Issuer and the Trustee to redeem in full all Classes of Secured Notes on a proposed redemption date to occur on February 2, 2024 (the “Redemption Date”), from Sale Proceeds, such redemption to be made in accordance with, and subject to the conditions set forth in, the Indenture (the “Optional Redemption”). Pursuant to Section 9.2(f) and Section 9.4(d) of the Indenture, the Issuer hereby notifies the Trustee of the following, in connection with the Optional Redemption:

- (i) The Redemption Date shall be February 2, 2024, subject to postponement or delay as provided for in Article IX of the Indenture.
- (ii) The principal amounts of the Secured Notes to be redeemed on the Redemption Date are set forth on Schedule A attached hereto.

- (iii) The Redemption Price of each Class of Secured Notes shall be (x) 100% of the Aggregate Outstanding Amount of such Secured Notes, plus (y) accrued and unpaid interest thereon (including interest on Deferred Interest) to the Redemption Date (in each case exclusive of accrued and unpaid interest and any other amounts, the payment of which shall have been duly provided for as provided in the Indenture).
- (iv) All of the Secured Notes are to be redeemed in full, and interest on such Secured Debt shall cease to accrue on the Redemption Date.
- (v) The Subordinated Notes will remain Outstanding following the Redemption Date.

The Issuer hereby directs the Trustee to provide the notice of Optional Redemption to each Holder of Notes, at such Holder's address in the Register and each Rating Agency and, for so long as any Listed Notes are listed on the Irish Stock Exchange, to the Holders thereof via the Irish Stock Exchange, in each case, in accordance with Section 9.4(a) of the Indenture and to post such notice on the Trustee's applicable website, in each case in the name and at the expense of the Co-Issuers.

*[Signature Page Follows]*

Sincerely,

OZLM VII LTD.

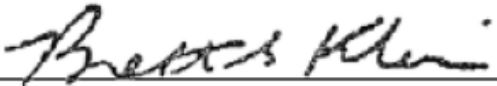
By: \_\_\_\_\_  
Name: Jamie Sanford  
Title: Director



Acknowledged and agreed,

SCULPTOR LOAN MANAGEMENT LP,  
as Collateral Manager

By: Sculptor Loan Management LLC, its general partner

By: 

Name: Brett Klein  
Title: Chief Executive Officer



## SCHEDULE A

<b>Class</b>	<b>Principal Amount (\$)</b>
Class A-1-R Notes	53,288,842.51
Class A-2-R Notes	63,800,000.00
Class B-R Notes	30,900,000.00
Class C-R Notes	37,900,000.00
Class D-R Notes	32,600,000.00
Class E-R Notes	5,700,000.00