

Item 1: Cover Page



Anzu Partners, LLC

**Form ADV
Part 2A Brochure
March 22, 2024**

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This Form ADV Part 2A (“Brochure”) provides information about the qualifications and business practices of Anzu Partners, LLC, Anzu Industrial Capital Partners GP, LLC, and Anzu Industrial Capital Partners II GP, LLC (collectively, “Anzu Partners” or the “Firm”). If you have any questions about the contents of this Brochure, please contact Anzu Partners by phone at (202) 742-5870 or by email at info@anzupartners.com.

Registration as an investment adviser with the U.S. Securities and Exchange Commission (“SEC”) does not imply a certain level of skill or training. In addition, the information in this Brochure has not been approved or verified by the SEC or by any state securities authority.

Additional information about Anzu Partners is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2: Material Changes

This Brochure is dated March 22, 2024, and is the updating amendment to the prior Brochure dated March 17, 2023. The following are material changes related to Anzu's business since the prior Brochure was filed:

- Anzu APAC SPV, LLC was liquidated during 2023
- In September 2023, Anzu Special Acquisition Corp I merged with Envoy Medical Corporation, and the merged company was renamed, Envoy Medical, Inc. which now trades on Nasdaq under the symbol "COCH".

In connection with the above changes, updates were made throughout the Brochure to reflect terms and conditions related to these investment vehicles.

Although Anzu does not deem the following change material, this Brochure has been amended to reflect regulatory assets under management as of December 31, 2023. Investors and prospective investors should review this Brochure carefully and in its entirety.

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Item 4: Advisory Business

Anzu Partners, LLC (the “Adviser”), together with Anzu Industrial Capital Partners GP, LLC and Anzu Industrial Capital Partners II GP, LLC (the “Relying Advisers”), and Anzu RBI Mezzanine Preferred GP, LLC and Anzu SPAC GP I LLC and Anzu Industrial Capital Partners III GP, LLC (the “General Partners”) with which it shares common control, (collectively, “Anzu Partners” or the “Firm”) manages investments on behalf of its advisory clients. The Adviser is a Florida limited liability company formed in September 2014 which is owned by David Seldin and Whitney Haring-Smith. The Adviser is the investment adviser and general partner to a number of privately offered pooled investment funds (the “Funds”) and/or special purpose vehicles (“SPVs”) that own or are intended to own securities from only one company. The Relying Advisers are Delaware limited liability companies formed in October 2016 and August 2018, respectively, which are owned by David Seldin, Whitney Haring-Smith, and David Michael. The Relying Advisers are investment advisers that manage certain of the Funds, serve as general partner to the Funds they manage, and serve as general partner to certain Funds managed by the Adviser. The Adviser also shares common control with the General Partners, which serve as the sponsors to certain of the Funds managed by the Adviser. In March 2021, Anzu Partners, through its affiliate, Anzu SPAC GP I LLC, sponsored a Special-Purpose Acquisition Company (“SPAC”), Anzu Special Acquisition Corp I (“Anzu SPAC”), that targeted transformative technologies for industrial applications. On September 29, 2023, Anzu SPAC (NASDAQ:ANZU.U) merged with Envoy Medical Corporation, and the merged company was renamed, Envoy Medical, Inc. which now trades on Nasdaq under the symbol “COCH”. Anzu SPAC Capital I LLC’s interest in COCH is held through Anzu SPAC GP I LLC. For purposes of this Brochure, references to “Anzu Partners” and the “Firm” include, collectively, the Adviser, its related General Partners, and the Relying Advisers.

Anzu Partners is an investment firm that invests in industrial technologies. The Firm collaborates with entrepreneurs to develop and commercialize technological innovations by providing capital and expertise in business development, market positioning, global connectivity, and operations.

Anzu Partners has developed a team of investment professionals, technical specialists, and operational support specialists to serve the Firm’s portfolio companies and investors. In addition to offering multiple-asset, pooled investment opportunities through the Funds, the Firm, through its SPVs, also offers direct private investment opportunities in specific deals. Each of the Funds and SPVs are included in the Adviser’s Form ADV Part 1A, Section 7.B(1).

Investors in the Funds and the SPVs (“Investors”) should refer to the relevant vehicle’s organizational document, private placement memorandum or any other offering document, including the appendices thereto, and other governing documents (collectively, the “Governing Documents”) for definitive and more detailed information regarding the matters described in this Brochure. The Firm does not tailor its advisory services to the individual needs of Investors, instead providing investment advice to the Funds and SPVs rather than to the individual Investors in the Funds and SPVs; accordingly, Investors cannot impose investment restrictions on these entities.

The Firm does not participate in wrap fee programs.

As of December 31, 2023, the Firm's regulatory assets under management were \$1,038,441,111, all managed on a discretionary basis. The Firm does not manage any client assets on a non-discretionary basis.

Item 5: Fees and Compensation

The Firm receives compensation in the form of management fees from each Fund. Specifically, during a Fund's period of capital deployment, the Fund will pay the Firm an annual management fee, payable quarterly in advance, at an annual rate equal or up to 2.5%. The management fee rate is applied to either: 1) the aggregate capital commitments, or 2) the amount of capital called from Investors (based on the specific governing documents), which may be reduced to 2% upon the end of the period of capital deployment. The Firm, in its sole discretion, may reduce or waive any management fee at any time, including in particular during any wind-down of the Fund's business.

In addition, the Firm may also be paid an incentive advisory fee or a performance-based, general partner distribution, calculated in accordance with the offering memorandum of the specific Fund. Please see the Governing Documents of each Fund for the specific formula for calculating the fee.

With respect to the SPVs, the Firm is generally not compensated through a management fee but may receive an incentive fee (carried interest) from certain of the SPVs. The terms of each co-investment deal are negotiated on a case-by-case basis and Investors should review the terms in the offering memorandum prior to investing.

Each Fund will generally pay the organizational, funding and startup expenses of the Fund, as described in each Fund's offering memorandum, which may include travel, printing, legal, private placement or finders' fees paid to third parties, capital raising, accounting, regulatory compliance, any administrative or other filings, and other organizational expenses. Notwithstanding the foregoing, the amount of such expenses borne by a Fund will not exceed 1% of the Fund's aggregate commitments. Any expenses in excess of 1% of the Fund's aggregate commitments will be paid by the Firm.

In addition to the fees and expenses discussed above, each Fund/SPV will pay all other expenses relating to the Fund's/SPV's activities, investments and business that are not reimbursed by a portfolio company on a pro rata basis, including, but not limited to: (i) expenses attributable to structuring, organizing, acquiring, managing, operating, holding, valuing, winding up, liquidating, dissolving and disposing of the Fund's/SPV's investments, including follow-ons and refinancings (including interest and fees on money borrowed by the Fund/SPV or the Firm on behalf of the Fund/SPV, registration expenses and brokerage, finders', custodial and other fees), (ii) legal, filing, accounting, administration, custodian, depository, auditing, consulting (including consulting and retainer fees paid to consultants performing investment initiatives and other similar consultants), insurance (including directors and officers and errors and omissions liability insurance), travel, litigation and indemnification costs and expenses, judgments and settlements, finders', financing, appraisal, filing and other fees and expenses (including fees, costs and expenses associated with the preparation or distribution of the Fund's/SPV's financial statements, or any other administrative, regulatory or other Fund/SPV related reporting or filing), (iii) expenses of an Investor advisory committee, (iv) expenses relating to transactions that are not consummated, (v) expenses in connection with the annual and other periodic (if any) meetings of the Investors and any other annual conference or meeting involving portfolio company executives,

(vi) any taxes, fees and other governmental charges levied against the Fund/SPV, (vii) compensation and expenses of any entrepreneur-in- residence, executive-in-residence, operating partner, venture partner, venture advisor, special advisor or similar person, (viii) expenses that are classified as extraordinary expenses under generally accepted accounting principles, (ix) expenses incurred in connection with the dissolution, liquidation and final winding-up of the Fund/SPV and (x) unreimbursed expenses incurred in connection with any Investor's transfer of its interest in the Fund/SPV.

The management fee described above will generally be offset by 100% of any director's fees, monitoring fees, transaction fees or similar fees or compensation (other than expense reimbursements) received by the Firm, its Managing Members or any of their respective affiliates from portfolio companies. However, the Firm, the Directors and their respective affiliates may receive Arms-Length Advisory Fees and such fees will not be set-off against the management fee. "Arms-Length Advisory Fees" means advisory fees, transaction fees, investment banking fees and similar fees paid by a portfolio company and relating to services that otherwise would have been provided by third parties to such portfolio company, which fees shall not exceed the amount that would be paid in an arms-length transaction, all as determined by the Firm in good faith. The Firm, in certain circumstances, receives fees directly from portfolio companies for the provision of certain business consulting services, including but not limited to: financial accounting, marketing, communications, prototyping, and human resources support. In connection with these business consulting services, the Firm, in certain circumstances, receives consulting fees and/or equity shares in such portfolio companies.

The Firm accepts side letters regarding "most favored nation" ("MFN") provisions with respect to advisory fees. Any such letters are negotiated on a case-by-case basis and only for select Investors.

Management fees and expenses paid to the Firm by the Funds and SPVs are deducted by the Firm from the accounts of such entities. Management fees are drawn from each entity on a quarterly basis at the beginning of the quarter. Expenses are drawn from each entity on a monthly basis.

Item 6: Performance-Based Fees and Side-By-Side Management

As described in Item 5 above, certain of the Funds/SPVs pay incentive fees or performance-based, discretionary general partner distributions which creates an incentive for the Firm to make more speculative investments and make different decisions regarding the timing and manner of the realization of such investments, than would be made if such performance-based payments were not made to the Firm. To mitigate any conflicts that arise, the Firm's policies and procedures require investment decisions to be made in the best interest of the Funds/SPVs.

Specifically, in instances where an investment may be appropriate for more than one Fund, it is the Firm's policy to allocate investment opportunities fairly and equitably over time, consistent with the Firm's fiduciary obligations as well as within the guidelines of the Governing Documents of the Funds. Once the participating Funds have been identified, and if more than one Fund will participate in an investment opportunity, the Firm allocates the investment opportunity among the Funds based on relevant factors, determined in the Firm's sole discretion, related to each Fund, which include, but are not limited to:

- Whether the risk-return profile of the proposed investment is consistent with the Fund's investment objectives and program, whether such objectives are considered in light of the specific investment under consideration or in the context of a Fund's overall holdings;
- The potential for the proposed investment to create an imbalance in a portfolio (taking into account potential inflows and outflows of capital)
- Liquidity requirements of a Fund;
- Potential tax consequences;
- Regulatory and other restrictions that would or could limit a Fund's ability to participate in a proposed investment; and
- The "ramp-up" period for newly launched Funds.

While the Firm does not expect Funds to be vying for overlapping investment opportunities, the Firm will provide investment advice to one or more additional clients or "Successor Fund(s)" with similar investment objectives and strategies in the future. In the event that an existing Fund and a Successor Fund do vie for the same investment opportunity that is subject to limited availability, the Firm generally will allocate the opportunity on a pro rata basis based on capital commitments and/or as permitted within the relevant Fund Governing Documents.

The Firm will seek to make all allocations of investment opportunities in a fair and equitable manner, and will not favor or disfavor, consistently or consciously, any Fund or class of funds in relation to any other. Further, the Firm will not allocate investment opportunities based, in whole or in part, on (i) the relative fee structure or amount of fees paid by any Fund or (ii) the profitability of any Fund.

Item 7: Types of Clients

The Firm provides investment advisory services to the Funds and SPVs. Investors in the Funds and SPVs must abide by the terms of their respective Fund's/SPV's Governing Documents, including executing a limited partnership agreement and/or operating agreement, subscription agreement and/or other appropriate instruments, pursuant to which they agree to be bound by the terms and provisions thereof. The Firm may in the future provide investment advisory services to additional clients, including, but not limited to, other private investment funds.

The Funds rely on certain exclusions from the definition of "investment company" in the Investment Company Act of 1940, as amended. Accordingly, none of the Funds is registered as an investment company with the SEC.

Item 8: Methods of Analysis, Investment Strategies and Risk of Loss

As discussed in Item 4, Anzu Partners is an investment firm that invests in industrial and life science technologies. The Firm will seek to identify transformative businesses and technologies for industrial and life science applications and use its company-building expertise and network of technical and corporate connections to drive innovation into large industrial and life science markets. The Firm believes that technology and globalization are creating opportunities for disruption and value creation

in industrial and life science markets. Many of these technologies can be transformative for industrial and life science markets but require benefit from expertise and global connections to leverage the opportunities with appropriate partners. The Firm believes that its leadership team and focused attention will bring the elements to execute this purpose.

The Firm's investment strategy is based upon what the Firm believes to be a set of competitive advantages in identifying opportunities, conducting diligence, structuring transactions, and accelerating revenue and profit growth of portfolio companies. As part of its investment strategy, the Firm will conduct a due diligence process of potential investment targets. The Firm believes that its diligence process will allow for review of opportunities and the focus of resources on promising potential investments.

The Firm's senior members will conduct diligence on opportunities that pass an initial screen by the Firm and, where appropriate, the Special Advisors. The Firm's diligence philosophy is granular and skeptically biased. The Firm will seek to independently confirm factual assertions by potential targets, for example with respect to patents and other intellectual property, product characteristics and market response, competitors and channel partners. The Firm's practice will be to conduct interviews across a broad set of the companies and individuals relevant to the opportunity.

The Firm's diligence will also include:

- Review of financial records, budgets and business plans and management processes related thereto;
- Legal due diligence, including review of current material contracts and agreements and existing company governance arrangements;
- Accounting, tax, and information technology due diligence;
- Intellectual property due diligence;
- Review of the capability of the existing management, including recent performance, expertise, experience, culture and alignment of incentives; and/or
- Reference checks on the key managers and shareholder.

In addition, the Firm intends to provide ongoing assistance to and monitoring of portfolio companies through board participation and potential assistance in areas such as strategy, recruiting, finance and/or business development. That said, if the Firm deems an investment opportunity to be appropriate for a Fund, the Firm will also invest in portfolio companies where it has no right to appoint a director or otherwise exert significant influence.

The Firm will also focus on transaction structure in an effort to attain the most effective use of capital and maximize the after-tax returns to the Fund. The Firm will be directly involved structuring and effectuating Fund transactions.

Through its network, the Firm expects to have access to attractive, investment opportunities as well as emerging technologies early in their business lifecycles.

The Firm may offer the right to participate in investment opportunities of a Fund to its Investors or other private investors, groups, partnerships or corporations or other entities. The Firm may establish an investment vehicle (i.e., an SPV) to facilitate such co-investments.

Key Risks

Risk of Loss. No guarantee or representation is made that the Funds' investment programs, including, without limitation, the Funds' investment objectives, diversification strategies or risk monitoring goals, will be successful. Investment results may vary substantially over time. No assurance can be made that profits will be achieved or that substantial or complete losses will not be incurred. Past results are not necessarily indicative of future performance.

General Economic and Market Conditions. The success of the Funds' activities will be affected by general economic and market conditions, such as global and local economic growth, interest rates, availability of credit, credit defaults, inflation rates, economic uncertainty, changes in laws (including laws relating to taxation of the Funds' investments), trade barriers, currency exchange controls and national and international political circumstances (including wars, terrorist acts or security operations). These factors may affect the level and volatility of the prices and the liquidity of the Fund's investments. Volatility or illiquidity could impair the Funds' profitability or result in losses. The Funds may maintain substantial trading positions that can be adversely affected by the level of volatility in the financial markets.

Private Investment Funds. The legal, tax and regulatory environment worldwide for private investment funds and their managers is evolving. Changes in the regulation of private investment funds, their managers and their trading and investing activities may have a material adverse effect on the ability of the Funds to pursue their investment programs and the value of investments held by the Funds.

No Registration. The Funds will not be registered as investment companies under the Investment Company Act of 1940 (the "1940 Act") and, therefore, the Funds will not be entitled to the various protections afforded by the 1940 Act with respect to its investments in portfolio funds. Accordingly, the provisions of the 1940 Act, which, among other things, require investment companies to have securities held in custody at all times in segregated accounts and regulate the relationship between the investment company and its asset management, are not applicable to an investment in the Funds.

Nature of Investments. Portfolio companies in which the Funds invest are confronted with a high degree of financial and operating risk, including risks associated with companies with little or no operating history, companies operating at a loss or with substantial inter-period variations, companies which incur a high level of debt as a result of a leverage buyout, companies where some members of the management team are inexperienced, and companies with a need for substantial contributions to capital to support expansion or to achieve or maintain a competitive position. Losses of principal are possible on any particular investment.

Early-stage and development stage companies often experience unexpected problems in the areas of product development, manufacturing, marketing, financing and general management, which, in some cases, cannot be adequately solved. In addition, such companies may require substantial amounts of

financing which may not be available through institutional private placements or the public markets. The percentage of companies that survive and prosper can be small.

Investments in more mature companies in the expansion or profitable stage also involve substantial risks. The companies typically have obtained capital in the form of debt and/or equity to expand rapidly, reorganize operations, acquire a business or develop new products and markets. These activities by definition involve a significant amount of change in a company and could give rise to significant problems in sales, manufacturing and general management of these activities.

Investments in Junior Securities. The securities in which a Fund will invest may be among the most junior in a portfolio company's capital structure and, thus, subject to the greatest risk of loss. Generally, there will be no collateral to protect a Fund's investment once made.

Small Buyout Transactions. A Fund's strategy may include targeting small buyout investments. While small buyouts investments offer the opportunity for significant capital gains, such investments may involve a higher degree of business and financial risk that can result in substantial or total loss. Small buyout portfolio companies have small profit bases from which to fund their growth and operational needs. Small buyout portfolio companies may face intense competition, including from companies with greater financial resources, better brand recognition, more extensive development, marketing and service capabilities and a larger number of qualified managerial and technical personnel.

Special Purpose Acquisition Companies. A special purpose acquisition company (a "SPAC") is a publicly traded company formed for the purpose of raising capital through an initial public offering to fund the acquisition, through a merger, capital stock exchange, asset acquisition or other similar business combination, of one or more operating businesses. Capital raised through the initial public offering of securities of a SPAC is typically placed into a trust until the target company is acquired or a predetermined period of time elapses. In the event that a SPAC is unable to locate and acquire target companies by the deadline, the SPAC may be forced to liquidate its assets, which may result in losses due to the expenses and liabilities of the SPAC. Investors in a SPAC are subject to the risk that, among other things, (i) such SPAC may not be able to locate or acquire target companies by the deadline, (ii) assets in the trust may be subject to third-party claims against such SPAC, which may reduce the per share liquidation price received by the investors in the SPAC, (iii) such SPAC may be exempt from the rules promulgated by the SEC to protect investors in "blank check" companies, such as Rule 419 promulgated under the Securities Act, so that investors in such SPAC may not be afforded the benefits or protections of those rules, (iv) such SPAC may only be able to complete one business combination, which may cause it to be solely dependent on a single business, (v) the value of any target company may decrease following its acquisition by such SPAC, (vi) the value of the funds invested and held in the trust decline, (vii) the inability to redeem due to the failure to hold the securities in the SPAC on the record date or the failure to vote against the acquisition and (viii) if the SPAC is unable to consummate a business combination, public stockholders will be forced to wait until the deadline before liquidating distributions are made. In addition, SPACs may be illiquid and/or have a concentrated shareholder base that tends to be comprised of hedge funds (at least at inception). The Investment Adviser may cause clients to invest in a SPAC that, at the time of investment, has not selected or approached any prospective target businesses with respect to a business combination. In such circumstances, there may be limited basis for the Investment Adviser to evaluate the possible merits or risks of such SPAC's investment in any particular target business. To the extent that a SPAC

completes a business combination, it may be affected by numerous risks inherent in the business operations of the acquired company or companies. For these and additional reasons, investments in SPACs are speculative and involve a high degree of risk.

Leveraged Investments. A Fund may make use of leverage by having a portfolio company incur debt to finance a portion of its investment in such portfolio company, including in respect of companies not rated by credit agencies. Leverage generally magnifies both the Fund's opportunities for gain and its risk of loss from a particular investment. The cost and availability of leverage is highly dependent on the state of the broader credit markets (and such credit markets may be impacted by regulatory restrictions and guidelines), which state is difficult to accurately forecast, and at times it may be difficult to obtain or maintain the desired degree of leverage. The use of leverage also imposes restrictive financial and operating covenants on a company, in addition to the burden of debt service, and may impair its ability to operate its business as desired and/or finance future operations and capital needs. The leveraged capital structure of portfolio companies will increase the exposure of a Fund's investments to any deterioration in a company's condition or industry, competitive pressures, an adverse economic environment or rising interest rates and could accelerate and magnify declines in the value of a Fund's investments in the leveraged portfolio companies in a down market. In the event any portfolio company cannot generate adequate cash flow to meet its debt service, a Fund may suffer a partial or total loss of capital invested in the portfolio company, which could adversely affect the returns of the Fund. Furthermore, should the credit markets be limited or costly at the time the Fund determines that it is desirable to sell all or a part of a portfolio company, a Fund may not achieve an exit multiple or enterprise valuation consistent with its forecasts. A Fund may also borrow money or guaranty indebtedness (such as a guaranty of a portfolio company's debt). The use of leverage by a Fund also will result in interest expense and other costs to the Fund that may not be covered by distributions made to the Fund or appreciation of its investments. A Fund may incur leverage on a joint and several basis with one or more other investment funds and entities managed by the Firm or any of its affiliates and may have a right of contribution, subrogation or reimbursement from or against such entities. In addition, to the extent a Fund incurs leverage (or provides such guaranties), such amounts may be secured by capital commitments made by the Fund's investors and such investors' contributions may be required to be made directly to the lenders instead of the Fund.

Availability of Investment Capital. Early-stage investments often require several rounds of capital infusions before the portfolio company reaches maturity. If a venture capital investor does not have funds available to participate in subsequent rounds of financing, that shortfall may have a significant negative impact on both the portfolio company and the face value of the venture investor's original investment. Although it will be each Fund's policy to maintain sufficient liquidity to allow it to participate in follow-on rounds of financings, each Fund does not intend to provide all necessary follow-on financing. Accordingly, third-party sources of financing will be required. There is no assurance that such additional sources of financing will be available, or, if available, will be on terms beneficial to the Funds. Furthermore, each Fund's capital is limited and may not be adequate to protect a Fund from dilution in multiple rounds of portfolio-company financing.

Valuation of Assets and Liabilities Generally. The Funds' assets and liabilities are valued in accordance with the Firm's valuation policy, which may be amended from time to time. The valuation of any asset or liability involves inherent uncertainty. The value of an asset determined in accordance with the valuation policy may differ materially from the value that could have been realized in an actual sale or

transfer for a variety of reasons. Uncertainties as to the valuation of portfolio positions could have an impact on the net asset value of the Funds if the judgments of the Firm regarding the appropriate valuation should prove to be incorrect.

Change in Laws and Regulations. The Funds and their investments may be sensitive to changes in law or regulation, particularly those regarding rights and remedies available to holders of certain securities. Changes in law or regulation could severely limit the availability of investments for the Funds or affect the value of their investments or the amount of time it takes for the Funds to acquire and dispose of their investments. The effect of changes in law or regulation may be difficult to predict and may occur at any time.

Competition; Availability of Investments. Certain markets in which the Funds may invest may be competitive. As a result, there can be no assurance that the Firm will be able to identify or successfully pursue attractive investment opportunities in such environments. Further, the Funds' investment strategies and performance may be affected by the number of other investors pursuing similar strategies. Additionally, when other investors pursue similar strategies, the Firm's ability to influence investment outcomes may be affected.

Co-Investments. Anzu Partners expects to establish certain investment vehicles (SPVs) through which certain personnel of the Adviser or its affiliates, or other persons will from time to time invest alongside the Funds in one or more investment opportunities. Such vehicles, referred to herein as "co-investment vehicles," may be created to purchase and sell each investment opportunity at substantially the same time and on substantially the same terms as the Funds. Such co-investment vehicles sometimes may or may not pay management fees or carried interest. Anzu Partners expects to determine from time to time that it is desirable for all or any portion of an investment opportunity to be purchased by third parties, including, without limitation, limited partners in the Funds, investors in any parallel funds, strategic partners, other investors or such persons acting as finders or brokers of transactions. No investor has any rights, entitlements or priority to participate in any such co-investment opportunity, subject to any side letter entered into with an investor that provides such investor with certain rights in respect of co-investments. Decisions regarding whether and to whom to offer such co-investment opportunities and the terms on which a co-investment is made, are made in the sole discretion of Anzu Partners. Such co-investment opportunities may, and typically will be offered to some and not other investors, and investors may be offered a smaller amount of co-investment opportunity than originally requested and an investor may be offered fewer co-investment opportunities than other investors in the same Fund, with the same, larger or smaller capital commitments to such Fund than such investor, in each case in the sole discretion of Anzu Partners. In addition, third parties (e.g., other Funds managed by Anzu Partners, consultants, joint venture partners, Adviser investors, persons associated with a portfolio company and other third parties, including persons who Anzu Partners believes will provide a benefit to a Fund and/or one or more portfolio companies or who provide a strategic sourcing or similar benefit to the Adviser, a Fund, and/or a portfolio company and one or more of their respective affiliates, due to industry or regulatory expertise or otherwise), will from time to time be offered such co-investment opportunities, in the sole discretion of Anzu Partners. Each co-investment opportunity (should any exist) is likely to be different and allocation of each such opportunity will be dependent upon the facts and circumstances specific to that unique situation (e.g., timing, industry, size, geography, asset class, projected holding period, exit strategy and counterparty). Non-binding acknowledgements of interest in co-investment

opportunities do not require Anzu Partners to notify the recipients of such acknowledgements if there is a co-investment opportunity. From time to time Anzu Partners can agree to give particular investors, Funds, or other third parties priority access to co-investment opportunities. The existence of such priority or other contractual co-investment access rights could affect the Firm's decision to offer certain opportunities for co-investment and could limit the ability of Funds or their investors to be offered certain co-investment opportunities in the future.

Systems and Operational Risk. The Firm and the Funds rely heavily on certain financial, accounting, data processing and other operational systems and services that are employed by the Firm and/or by third-party service providers, including legal service providers, a third-party administrator and others. Many of these systems and services require manual input and are susceptible to error. These systems or services may be subject to certain defects, failures or interruptions.

Cybersecurity. The Firm and its service providers are subject to risks associated with a breach in cybersecurity. Cybersecurity is a generic term used to describe the technology, processes and practices designed to protect networks, systems, computers, programs and data from both intentional cyberattacks and hacking by other computer users as well as unintentional damage or interruption that, in either case, can result in damage or interruption from computer viruses, network failures, computer and telecommunications failures, infiltration by unauthorized persons and security breaches, usage errors by their respective professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. A cybersecurity breach could expose both the Firm and its Funds to substantial costs (including, without limitation, those associated with forensic analysis of the origin and scope of the breach, increased and upgraded cybersecurity, identity theft, unauthorized use of proprietary information, litigation, adverse investor reaction, the dissemination of confidential and proprietary information and reputational damage), civil liability and regulatory inquiry or action. In addition, any such breach could lead to substantial withdrawals from a Fund. While the Firm has established a business continuity plan in the event of, and risk management strategies, systems, policies and procedures to seek to prevent, cybersecurity breaches, there are inherent limitations in such plans, strategies, systems, policies and procedures including the possibility that certain risks have not been identified. Furthermore, the Firm and the Funds cannot control the cybersecurity plans, strategies, systems, policies and procedures put in place by other service providers to the Funds and/or the issuers in which the Funds invest.

Litigation. In the ordinary course of its business, a Fund, its investments, or its portfolio companies may be subject to litigation from time to time. The outcome of such proceedings may materially adversely affect the value of the Fund and may continue without resolution for long periods of time. Any litigation may consume substantial amounts of the General Partner's and the Managing Members' time and attention, and that time and the devotion of these resources to litigation may, at times, be disproportionate to the amounts at stake in the litigation.

Force Majeure. The Firm, its Funds/SPVs and/or its portfolio companies may be affected by force majeure events (i.e., events beyond the control of the party claiming that the event has occurred, including, without limitation, acts of God, fire, flood, earthquakes, outbreaks of an infectious disease, pandemic or any other serious public health concern, war, terrorism, labor strikes, major plant breakdowns, pipeline or electricity line ruptures, failure of technology, defective design and construction, accidents, demographic changes, government macroeconomic policies, social instability,

etc.). Some force majeure events may adversely affect the ability of a party (including a portfolio company or a counterparty to a Fund/SPV) to perform its obligations until it is able to remedy the force majeure event. These risks could, among other effects, adversely impact the cash flows available from a portfolio company, cause personal injury or loss of life, damage property, or instigate disruptions of service. In addition, the cost to a portfolio company or a Fund/SPV of repairing or replacing damaged assets resulting from such force majeure event could be considerable. Force majeure events that are incapable of or are too costly to cure can have a permanently adverse effect on a portfolio company. Certain force majeure events (such as war or an outbreak of an infectious disease) could have a broader negative impact on the world economy and international business activity generally, or in any of the countries in which the Funds/SPVs would invest. Additionally, major governmental intervention into industry, including the nationalization of an industry or the assertion of control over one or more portfolio companies or its assets, could result in a loss to the Funds/SPVs, including if the investment in such portfolio companies is canceled, unwound or acquired (which could be without adequate compensation).

The risks described above are not a complete list of all risks associated with the Funds' investment strategies. In addition, as a Fund's investment program develops and changes over time, an investment in such Fund may be subject to additional and different risk factors.

Investors in SPVs should consider the applicability of all the above-cited risks to Funds.

Investors should refer to a Fund's/SPV's Governing Documents for a more complete description of the risks involved in investing in such Fund/SPV.

Item 9: Disciplinary Information

The Firm and its management persons have not been involved in any legal or disciplinary events that are material to an Investor's evaluation of the Firm's investment advisory business or the integrity of the Firm's management.

Item 10: Other Financial Industry Activities and Affiliations

Neither the Firm nor any of its management persons is registered or has an application pending to register as (i) a broker-dealer or a registered representative of a broker-dealer or (ii) a futures commission merchant, a commodity pool operator, a commodity trading advisor, or associated person of the foregoing.

The Firm has no material relationships or arrangements with a related person who is a broker-dealer, investment company, financial planning firm, commodity pool operator, commodity trading adviser or futures commission merchant, banking or thrift institution, accounting firm, law firm, insurance company or agency, pension consultant, real estate broker or dealer or an entity (other than the Relying Advisers and the commonly controlled General Partners that sponsor or syndicate limited partnerships that are material to its advisory services, the Funds or the Funds' investors). The Firm has developed and will continue to develop relationships with professionals who provide services such as legal, accounting, banking, tax preparation, insurance brokerage and other personal services. However,

none of the above relationships create a material conflict of interest with any of the Funds or their investors.

As described in Item 4, Anzu Partners, LLC (the “Adviser”) is affiliated with Anzu Industrial Capital Partners GP, LLC and Anzu Industrial Capital Partners II GP, LLC (the “Relying Advisers”), in that all of the managing directors of the Adviser are also managing directors of the Relying Advisers. In addition, the two managing directors that own the Adviser also own the Relying Advisers, together with the third managing director of the Adviser. While the Relying Advisers serve as general partner and manager to certain private funds, they also retain the Adviser to manage certain other Funds for which they serve as general partner. Information regarding the Relying Advisers can be found in Schedule R of the Firm’s Form ADV Part 1A.

In addition, as listed in Item 7.A.1 of the Firm’s Form ADV Part 1A, Anzu RBI Mezzanine Preferred GP LLC (the “General Partner”) is a related persons of the Adviser and is under common control with the Adviser. This entity serves as a general partner to a Fund for which the Adviser serves as the manager. Anzu SPAC GP I LLC is a company organized by Anzu Partners’ managing members, originally created to act as the holder of securities of Anzu Special Acquisition Corp I, and now holds the securities of Envoy Medical, Inc., a public company.

Certain employees of the Firm will serve as directors and officers of certain portfolio companies, and in that capacity, will be required to make decisions that consider the best interests of such portfolio companies and their respective shareholders, including the Funds/SPVs. In certain circumstances, for example in situations involving bankruptcy or near-insolvency of a portfolio company, actions that are in the best interests of the portfolio company may not be in the same best interests of the Funds that are shareholders, and vice versa. Accordingly, in these situations, there will be conflicts of interest between such individuals’ duties as an employee of the Firm and such individuals’ duties as a director or officer of such portfolio company.

Item 11: Code of Ethics, Participation/Interest in Client Transactions and Personal Trading

The Firm has adopted a Code of Ethics (the “Code”) that is designed to meet the requirements of Rule 204A-1 of the Investment Advisers Act of 1940 (the “Advisers Act”). The Firm’s Code covers standards for business conduct, fiduciary standards, compliance with federal securities laws, reporting violations, and personal securities transactions (including reporting and limitations), among other things. The Firm’s Compliance Manual also sets forth policies and procedures in employee conduct-related areas, including conflicts of interest, insider trading, gifts and entertainment, outside business activities, and political and charitable contributions.

The Code applies to all Firm personnel and sets forth a standard of business conduct that takes into account the Firm’s fiduciary duty as an investment adviser to its Funds and SPVs. The Code requires Firm personnel to comply with applicable federal securities laws, and to promptly bring any violations of the Code to the attention of the Firm’s Chief Compliance Officer. All personnel are provided with a copy of the Code and are required to acknowledge receipt and understanding of the Code on at least an annual basis.

All Firm personnel must provide an initial list of personal securities accounts and holdings. Thereafter, the Firm requires its personnel to report their securities transactions on a quarterly basis and to disclose their securities holdings on an annual basis. All Firm personnel must pre-clear transactions involving initial public offerings (“IPOs”) and limited offerings (i.e., private placements).

The Firm will provide a copy of its Code to any existing or prospective Investor upon request to its Chief Compliance Officer by phone at (202) 742-5870 or by email at info@anzupartners.com.

As explained in Items 4 and 10 above, the Firm serves as the investment manager and general partner to the Funds and SPVs that are offered to Investors. The Firm and certain of its partners, officers, employees, affiliates and respective family members may invest directly in the Funds and are afforded waiver of certain management fees or incentive fee compensation ordinarily borne by Investors. The Firm recognizes the potential conflicts of interest that may arise when such persons invest in the Funds.

From time to time, the Funds will invest in companies in which the Firm’s managing members or any of their affiliates or any entity managed or operated or controlled by any of them holds an interest, and these parties may obtain their interest in such companies at or about the same time. These transactions require consent by the Advisory Committee (i.e., a committee of Investors appointed by the Firm). Additionally, a Fund may enter into transactions between the Fund and any Firm-related person or entity on arms’ length terms that are no less favorable to the Fund than they would be to another unaffiliated third party.

The Firm addresses these potential conflicts through its Code, which requires the Firm to act in the best interest of the Funds and SPVs, through regular monitoring of the Funds’ portfolios, and through its other policies and procedures, including the allocation policy discussed in Item 6.

If any matter arises that the Firm determines in good faith to constitute an actual conflict of interest, the Firm may take such actions as may be necessary or appropriate, within the context of the Code, the Firm’s Compliance Manual, and/or a Fund’s/SPV’s applicable Governing Documents, to ameliorate the conflict.

Item 12: Brokerage Practices

The Firm primarily focuses on making investments in private securities; thus, it does not ordinarily deal with any financial intermediary such as a broker-dealer in the public markets, and commissions are not ordinarily payable in connection with such investments. To the limited extent the Firm transacts in public securities, it intends to select brokers based upon the broker’s ability to provide best execution for the Funds/SPVs. The Firm is generally authorized to make the following determinations, subject to the Funds’/SPVs investment objectives and restrictions, without obtaining prior consent from the relevant Fund/SPV or any of its investors: (1) which securities or other instruments to buy or sell; (2) the total amount of securities or other instruments to buy or sell; (3) the executing broker or dealer for any transaction; and (4) the commission rates or commission equivalents charged for transactions.

In making its decisions regarding the allocation of brokerage transactions for the Funds/SPVs, the Firm will consider a variety of factors including but not limited to:

- Liquidity
- Geographic location
- Financial condition
- Price
- Transaction costs
- Speed of execution
- Expertise transacting in the relevant type of Security
- Administrative competence

Although the Firm generally seeks competitive commission rates and commission equivalents, it will not necessarily pay the lowest commission or equivalent. Transactions may involve specialized services on the part of a broker-dealer, which may justify higher commissions and equivalents than would be the case for more routine services.

The Firm does not participate in any soft dollar arrangements with broker-dealers. Any incidental research received from broker-dealers is supplemental to the Firm's own research efforts and may be used for the benefit of any Fund. To the best of the Firm's knowledge, such research is generally made available to all institutional investors doing business with such broker-dealers. The Firm does not separately compensate such broker-dealers for the research and does not believe that it “pays-up” for such broker-dealers’ services. In addition, the Firm believes that any information received from a broker-dealer is consistent with the safe harbor for brokerage and research services under Section 28(e) of the Securities Exchange Act of 1934.

Item 13: Review of Accounts

Each Fund’s/SPV’s portfolio is under continuous review by the Firm. In addition, as noted in Item 8 above, the Firm intends to provide extensive ongoing assistance to and monitoring of portfolio companies through active board participation and assistance in areas such as strategy, recruiting, finance and business development. The Firm will have significant interaction with senior management in the day-to-day operations of the portfolio company and key strategic decisions.

Generally, Fund/SPV Investors receive unaudited, condensed quarterly performance reports. As described in Item 15, Investors participating in Funds/SPVs subject to an audit will receive audited financial statements on an annual basis.

Item 14: Client Referrals and Other Compensation

From time to time, the Firm engages third-party placement agents to refer prospective investors for participation in a Fund. Costs associated with such placement agents are generally borne by the applicable Fund through a corresponding offset to the Firm’s management fee.

The Firm does not compensate any person for investor or client referrals as a cash solicitor. To the extent such cash solicitor arrangements are employed in the future, they will be carried out in compliance with Rule 206(4)-3 under the Advisers Act.

The Firm does receive economic benefits from any third party for providing investment advisory services to the Funds/SPVs.

Item 15: Custody

The Firm will comply with the requirements of Rule 206(4)-2 of the Advisers Act (the “Custody Rule”) with respect to the custody of client funds and securities. The Firm and certain affiliates are deemed to have custody of the Funds and SPVs, and securities of the Funds and SPVs, under the Custody Rule because, among other reasons, they have the authority pursuant to the Funds’/SPVs’ Governing Documents to deduct advisory fees and pay expenses from Fund/SPV accounts.

Investors do not receive statements directly from the Funds’/SPVs’ custodians. Instead, to comply with the Custody Rule, audited Fund/SPV financial statements prepared in accordance with U.S. generally accepted accounting principles are distributed to Investors annually, within 120 days of the Fund’s/SPV’s fiscal year end. Such audits will be conducted by an independent public accountant, registered with and subject to examination by the Public Company Accounting Oversight Board.

Item 16: Investment Discretion

The Firm has discretionary authority to manage securities accounts on behalf of the Funds/SPVs. The Firm is authorized to make transaction recommendations for the Funds/SPVs, subject to the terms of the Funds’/SPVs’ Governing Documents.

Item 17: Voting Client Securities

The Firm primarily invests in issuers that are not publicly traded, so the Firm rarely has the opportunity to vote proxies on behalf of the Funds. However, to the extent the Firm does vote proxies, the Firm understands and appreciates the importance of proxy voting. If a voting opportunity does arise where the Firm has discretion to vote the proxies of the Funds/SPVs, the Firm will vote with diligence, care, and loyalty in the best interests of the Funds/SPVs and the Fund/SPV investors.

The Chief Compliance Officer or a designee coordinates the Firm’s proxy voting process. The Firm has adopted proxy voting procedures designed to ensure that proxies are properly identified and voted, and that any conflicts of interest are addressed appropriately. In the presence of a conflict of interest, the Firm will either abstain from voting, or will ensure that it can demonstrate that the vote was cast in the best interests of the Funds/SPVs.

If you would like detailed information on the Firm’s status as a voter of proxies or the manner in which any proxies were actually voted, please contact the Chief Compliance Officer at (202) 742-5870 or by email at info@anzupartners.com

Item 18: Financial Information

The Firm has never filed for bankruptcy and is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to its Funds/SPVs.