

FORM OF PROXY
For use by holders of 2013 ZDP Shares
in J.P.MORGAN PRIVATE EQUITY LIMITED

Relating to the Separate General Meeting of 2013 ZDP Shareholders (the "Class Meeting") to be held at Carinthia House, 9-12 The Grange, St. Peter Port, Guernsey GY1 4BF on 5 September 2012 at 3.40 p.m. (London time).

I/We (name in full)

(BLOCK LETTERS)

of (address in full)

(BLOCK LETTERS)

being (a) holder(s) of 2013 ZDP Shares of no par value each in the capital of J.P.Morgan Private Equity Limited (the "**Company**") hereby appoint the Chairman of the meeting or (note 2) as my proxy to vote for me/us on my/our behalf at the Class Meeting of 2013 ZDP Shareholders to be held on 5 September 2012 at 3.40 p.m. (London time) on the following resolutions to be put to the meeting and at any adjournment thereof.

Please indicate how you wish your proxy to vote by entering in the relevant box the number of 2013 ZDP Shares held by you which you wish to allocate to each voting option (note 3).

	For (No. of Shares)	Against (No. of Shares)	Abstain (No. of Shares)
Extraordinary Resolution			
1. To:			
(A) rescind the existing Articles of Incorporation and substitute them with new Articles of Incorporation containing the amended borrowing powers of the Company, the revised final capital entitlement date of each class of Issued ZDP Shares, the amended ZDP Test and the rights of the 2017 ZDP Shares; and			
(B) to approve and adopt the new investment policy of the Company in place of the Company's existing investment policy.			

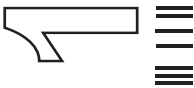
Date

Signature(s)

Notes

1. A member entitled to attend and vote is entitled to appoint one or more proxies to attend, speak and vote instead of him. A proxy need not be a member.
2. If any other proxy is preferred, delete the words "the Chairman of the meeting or (note 2)" and add the name of the proxy (who need not be a member of the Company) whom you wish to appoint and initial the alteration. The return of a Form of Proxy duly completed will not preclude a member from attending and voting at the meeting in person.
3. Please indicate how you wish your proxy to vote in each of the resolutions. In the absence of any direction your proxy may, in his/her discretion, vote or abstain from voting in respect of the resolutions. If you fail to select any of the given options, the proxy is authorised to vote (or abstain from voting) at his or her discretion on the specified resolutions. The proxy is also authorised to vote (or abstain from voting) on any other business which may properly come before the meeting.
4. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned together in the same envelope.
5. To be valid, this Form of Proxy (together with the original or a notarially certified copy of any power of attorney or other authority under which it is executed) must be received the Company's registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU not less than 48 hours before the time of the meeting or adjourned meeting or such later time as the Board may allow.
6. Where the appointer is a corporation this Form of Proxy must be under common seal or under the hand of an officer or attorney duly authorised in writing.
7. In the case of joint holders, the vote of the senior who renders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of Shareholders, in respect of the joint holding. The signature of any one joint holder will be sufficient but the names of all joint holders should be stated.
8. By attending the Class Meeting, a Shareholder expressly agrees that he/she is requesting and willing to receive any communication made at the Class Meeting.
9. To allow effective constitution of the Class Meeting, if it is apparent to the Chairman that no Shareholders will be present in person or by proxy, other than by proxy in the Chairman's favour, then the Chairman may appoint a substitute to act as proxy in his stead for any Shareholder, provided that such substitute proxy shall vote on the same basis as the Chairman.

Business Reply
Licence Number
RSBH-UXKS-LRBC



PXS
34 Beckenham Road
Beckenham
BR3 4TU