

# Form of Proxy

## JZ CAPITAL PARTNERS LIMITED (Company No. 48761) (the “Company”)

I/We, \_\_\_\_\_

Please insert Ordinary Shareholder/Shareholders name using block capitals. Please note if the shareholder(s) name is not inserted the Form of Proxy cannot be used.

of \_\_\_\_\_ being an Ordinary Shareholder/Shareholders

of JZ Capital Partners Limited HEREBY APPOINT

(full name) \_\_\_\_\_

or failing him (or if no name(s) is entered above), the Chairman of the Annual General Meeting or the Company Secretary as my/our proxy to attend and vote on my/our behalf at the Seventh Annual General Meeting of the Company to be held at the offices of Northern Trust International Fund Administration Services (Guernsey) Limited, Trafalgar Court, Les Banques, St Peter Port, Guernsey GY1 3QL, Channel Islands on 19 June 2015 at 12:00 BST, and at any adjournment thereof, and in respect of the resolutions set out in the Notice of Annual General Meeting dated 11 May 2015 to vote as indicated below.

*If the proxy is being appointed in relation to less than your full voting entitlement, please insert in the first box below the number of Ordinary Shares in relation to which the proxy is authorised to act. If the box is left blank, the proxy will be deemed to be authorised in respect of your full voting entitlement or, if applicable, your full voting entitlement of a designated account.*

*Please also indicate with an “X” in the second box below if the proxy instruction is one of the multiple instructions.*

Number of Ordinary shares authorised:

Multiple instructions:

*Please mark the voting boxes below with an “X” to indicate your instruction ‘For’, ‘Against’ or ‘Abstain’.*

	Ordinary Resolutions	For	Against	Abstain
1	To consider and approve the Annual Report and Accounts of the Company for the year ended 28 February 2015.			
2	To re-elect Ernst & Young LLP as Auditor to the Company until the conclusion of the next Annual General Meeting.			
3	To authorise the Board Directors to determine the Auditor’s remuneration.			
4	To receive and adopt the Directors’ remuneration report for the year to 28 February 2015.			

	<b>Ordinary Resolutions</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
<b>5</b>	To approve that the Company be authorised in accordance with the Companies (Guernsey) Law 2008 as amended, to make market acquisitions (as defined in that Law) of its own shares provided that: a) the maximum number of shares in each class authorised to be purchased is 14.99% of each class of the shares of the Company in issue at any time; (b) the minimum price payable by the Company for each share is 1 pence and the maximum price payable by the Company for each share will not be more than the higher of (i) 105% of the average of the middle market quotations for a share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that share is purchased and (ii) that stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation (EC No 2213/2003); and c) unless previously varied, revoked or renewed, the authority hereby conferred shall expire at the conclusion of the general meeting of the Company to be held in 2016 under section 199 of the Law, save that the Company may, prior to such expiry, enter into a contract to purchase shares under such authority and may make a purchase of shares pursuant to any such contract.			
	<b>Special Business by Ordinary Resolution</b>			
<b>6</b>	To authorise the Directors in accordance with Article 4(8) of the Articles of Incorporation of the Company (the "Articles") to: (a) allot equity securities (as defined in the Articles of Incorporation of the Company) of the Company for cash; and (b) sell ordinary shares (as defined in the Articles) held by the Company as treasury shares for cash, as if Article 4(8) of the Articles of Incorporation of the Company did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares up to an aggregate amount of 6,501,860 Ordinary shares, such authority to expire at the conclusion of the general meeting of the Company to be held in 2016, save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired.			

Signature(s) \_\_\_\_\_

Dated \_\_\_\_\_

**In order to be valid at the above meeting this proxy must be completed and returned to arrive no later than 12:00 BST on Wednesday, 17 June 2015, or in the event that the Annual General Meeting is adjourned, not less than 48 hours before the time for holding the adjourned meeting. You may return the form of proxy by post to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom or by email to [proxyvotes@equiniti.com](mailto:proxyvotes@equiniti.com) (and in the case of email with the original to follow by post to Equiniti Limited). In the case of email, should the original form of proxy not be received by post the electronic version shall still be treated as valid (provided it is returned before the proxy cut off date as detailed above).**

**If you are returning this proxy by post from outside the United Kingdom, you will need to place the Form of Proxy in a reply paid envelope and post the envelope to Equiniti Limited. In order to ensure that this proxy is received before the proxy cut off date detailed above, you should also return the Form of Proxy by email.**

