

JZ CAPITAL PARTNERS LIMITED
Guernsey Company Registration No: 48761
(the "Company")

**CERTIFIED TRUE EXTRACT OF THE RESOLUTIONS AS
CONTAINED WITHIN THE NOTICE AND PROPOSED AT THE
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF
THE COMPANY HELD AT THE OFFICES OF NORTHERN TRUST
INTERNATIONAL FUND ADMINISTRATION SERVICES
(GUERNSEY) LIMITED, TRAFALGAR COURT, LES BANQUES, ST
PETER PORT, GUERNSEY, CHANNEL ISLANDS ON 29
SEPTEMBER 2015 AT 11.10 A.M..**

ORDINARY

RESOLUTION 1:

Subject to the passing of Resolutions 2 to 4 (inclusive) below, the Directors be authorised in accordance with Article 4(8) of the Articles to allot equity securities (as defined in the Articles) of the Company for cash, as if Article 4(8) of the Articles did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities for cash up to an aggregate amount of 23,406,698 Ordinary Shares, such authority and power to expire at the earlier of two years from the passing of this Resolution and 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, after such expiry and the Directors may allot equity securities, in pursuance of any such offer or agreement, as if the authority and the power conferred hereby had not expired, and such authority and power shall be in addition to any like authority and power previously conferred on the Directors.

ORDINARY

RESOLUTION 2:

The related party transaction relating to

- a) the irrevocable undertaking to the Company from Edgewater Growth Capital Partners to subscribe for Open Offer Shares at the Offer Price in excess of their pro rata entitlement; and
- b) the payment of a commission by the Company totaling £244,352 to Edgewater Growth Capital Partners, being 1.00 per cent on the value, at the Offer Price, of the total number of New Ordinary Shares the subject of their irrevocable undertaking (being the number of Open Offer Shares up to their pro rata entitlement plus any number in excess of such entitlement (if any))

and on the terms summarized in paragraph 7 of Part I (Letter from the Chairman) of the Prospectus, be approved.

ORDINARY

RESOLUTION 3: The related party transaction relating to

- a) the irrevocable undertaking to the Company from David W. Zalaznick to subscribe for Open Offer Shares at the Offer Price in excess of his pro rata entitlement; and
- b) the payment of a commission by the Company totaling £214,538 to David W. Zalaznick, being 1.00 per cent on the value, at the Offer Price, of the total number of Open Offer Shares the subject of their irrevocable undertaking (being the number of New Ordinary Shares up to their pro rata entitlement plus any number in excess of such entitlement (if any))

and on the terms summarized in paragraph 7 of Part I (Letter from the Chairman) of the Prospectus, be approved.

ORDINARY

RESOLUTION 4: The related party transaction relating to

- a) the irrevocable undertaking to the Company from John (Jay) W. Jordan II to subscribe for Open Offer Shares at the Offer Price in excess of their pro rata entitlement; and
- b) the payment of a commission by the Company totaling £140,598 to John (Jay) W. Jordan II, being 1.00 per cent on the value, at the Offer Price, of the total number of New Ordinary Shares the subject of their irrevocable undertaking (being the number of Open Offer Shares up to their pro rata entitlement plus any number in excess of such entitlement (if any))

and on the terms summarized in paragraph 7 of Part I (Letter from the Chairman) of the Prospectus, be approved.

SPECIAL

RESOLUTION 5: Subject to the passing of the Resolution proposed at the Class Meeting of Ordinary Shareholders of the Company and the passing of the Resolution proposed at the Class Meeting of ZDP Shareholders of the Company and with effect from the adoption by the Company of the new articles of incorporation (the “New Articles”) pursuant to Resolution 6 below, the proposals:

- (a) for the creation of the 2022 ZDP Shares in the capital of the Company having the rights and entitlements set out in the New Articles;
- (ii) for the attaching to each existing 2016 ZDP Share of a right of exchange, by way of redemption, exercisable by a valid election, of a 2016 ZDP Share for a 2022 ZDP Share on the basis of each 2016 ZDP Share the subject of such election being redeemed in exchange for the issue of one 2022 ZDP Share;
- (c) for the issue of the 2022 ZDP Shares; and
- (d) for the ZDP Rollover Offer,

pursuant to the arrangements described in the Prospectus (as defined below) be approved.

SPECIAL

RESOLUTION 6: Subject to the passing of the Resolution proposed at the Class Meeting of Ordinary Shareholders of the Company, the passing of the Resolution proposed at the Class Meeting of ZDP Shareholders of the Company, the passing of Resolution 5 above and the Admission of the 2022 ZDP Shares, the New Articles produced to the Extraordinary General Meeting and initialled by the Chairman of the Extraordinary General Meeting for the purpose of identification and as described in paragraph 5.3 of Part X(Additional Information) of the Prospectus (as defined below), be approved and adopted as the Articles of Incorporation of the Company in substitution for, and to the exclusion of, the Company's existing Articles.

ORDINARY

RESOLUTION 7: The Related Party Transaction relating to approval of the investment in Spruceview Capital Partners, LLC on the terms summarised in paragraph 18 of Part I(Letter from the Chairman) of the Prospectus (as defined below), be approved.

A handwritten signature in black ink, appearing to be 'Ch SJ'.

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For **Northern Trust International Fund Administration
Services (Guernsey) Limited**
As Secretary

29 September 2015

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Date

JZ CAPITAL PARTNERS LIMITED
Guernsey Company Registration No: 48761
(the "Company")

**CERTIFIED TRUE EXTRACT OF THE MINUTES OF THE
EXTRAORDINARY GENERAL MEETING OF
SHAREHOLDERS OF THE COMPANY HELD AT THE
OFFICES OF NORTHERN TRUST INTERNATIONAL FUND
ADMINISTRATION SERVICES (GUERNSEY) LIMITED,
TRAFALGAR COURT, LES BANQUES, ST PETER PORT,
GUERNSEY, CHANNEL ISLANDS ON 29 SEPTEMBER 2015 AT
11.10 A.M..**

The Chairman proposed the resolutions set out in the notice convening the meeting of extraordinary general meeting of the Company (as set out in the prospectus dated 4 September 2015 relating to the Company and a print of which is appended to these minutes and initialled by the Chairman for identification) (the "Notice").

Each of the resolutions set out in the Notice was put to the vote by way of a show of hands. The results of the proxy votes for each of the resolutions were as follows:

	VOTES FOR	VOTES AGAINST	VOTES WITHHELD
RESOLUTION 1	47118822	5110258	162500
RESOLUTION 2	33627507	5110258	13653815
RESOLUTION 3	33682289	5110258	13599033
RESOLUTION 4	33682289	5110258	13599033
RESOLUTION 5	54655591	3090023	2623928
RESOLUTION 6	54655591	3090023	2623928
RESOLUTION 7	34331948	4413494	13646138

The Chairman therefore declared that each resolution had been duly carried.



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For **Northern Trust International Fund Administration
Services (Guernsey) Limited**
As Secretary

29 September 2015

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Date