

Form of Proxy

JZ CAPITAL PARTNERS LIMITED (Company No. 48761) (the "Company")

For use at the Extraordinary General Meeting to be held on 17 June 2016

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) _____

of (address) _____

or failing him (or if no name(s) is entered above), the Chairman of the Extraordinary General Meeting or the Company Secretary as my/our proxy to attend and vote on my/our behalf at the Extraordinary 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 17 June 2016 at 1:25 BST (or as soon thereafter as the Annual General Meeting of the Company convened for the same day has been concluded or adjourned), and at any adjournment thereof, and in respect of the resolution set out in the Notice of Extraordinary General Meeting dated 19 May 2016 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:

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Multiple instructions:

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Please mark the voting boxes below with an "X" to indicate your instruction 'For', 'Against' or 'Abstain'.

	Special business by special resolution	For	Against	Abstain
1	With effect from 12.01am on the day immediately following the redemption of all of the Company's 2016 Zero Dividend Preference Shares then in issue having been completed in accordance with Article 6(8) of the Company's existing Articles of Incorporation, the Articles of Incorporation produced to the Extraordinary General Meeting and initialled by the Chairman of the Extraordinary General Meeting for the purpose of identification, 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 of Incorporation.			

Signature(s) _____

Dated _____

In order to be valid at the above meeting this proxy must be completed and returned to arrive no later than 1:25 BST on Wednesday, 15 June 2016, or in the event that the Extraordinary 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 proxy.votes@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.