

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)

of (address)

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 Twelfth 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 12 August 2020 at 13:00 BST, and at any adjournment thereof, and in respect of the resolutions set out in the Notice of Annual General Meeting dated 17 June 2020 to vote as indicated below.

* Given the limitations on attendance in person at this year's meeting, further information on which is set out in the Notice of Annual General Meeting, shareholders are strongly encouraged to appoint the Chairman of the Annual General Meeting or the Company Secretary as their proxy rather than a named person who may not be able to attend the meeting.

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:



Form of Proxy continued

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 29 February 2020.			
2	To re-elect Ernst & Young LLP as Auditor of the Company until the conclusion of the next Annual General Meeting.			
3	To authorise the Board of Directors to determine the Auditor's remuneration.			
4	To receive and adopt the Directors' remuneration report for the year ended 29 February 2020.			
5	To re-elect Mr David Macfarlane as a Director of the Company.			
6	To re-elect Mr James Jordan as a Director of the Company.			
7	To re-elect Ms Sharon Parr as a Director of the Company.			
8	<p>To authorise the Company, generally and unconditionally, for the purposes of The Companies (Guernsey) Law 2008 (as amended) (the "Companies Law"), to make market acquisitions (as defined in the Companies Law) of any of its shares in the capital of the Company on such terms and in such manner as the Directors may from time to time determine provided that:</p> <p>a. the maximum number of shares in each class of shares in the capital of the Company which may be purchased is 11,613,378 ordinary shares and 1,784,967 zero dividend preference shares representing approximately 14.99 per cent. of each class of the shares in the capital of the Company in issue as at 17 June 2020 (being the latest practicable date prior to publication of the Notice of Annual General Meeting dated 18 June 2020);</p> <p>b. the minimum price that may be paid for each share of any class is 1 pence which amount shall be exclusive of expenses;</p> <p>c. the maximum price (exclusive of expenses) that may be paid for each share of any class is an amount equal to the higher of: (i) 105 per cent. of the average of the middle market quotations for a share of that class as derived from the daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which such share is contracted to be purchased; and (ii) the higher of the price of the last independent trade of a share of that class and the highest current independent bid for a share of that class on the trading venues where the purchase is carried out;</p> <p>d. unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the 2021 Annual General Meeting of the Company or on 31 August 2021, whichever is the earlier; and</p> <p>e. the Company may, before this authority expires, make a contract to purchase shares of any class that would or might be executed wholly or partly after the expiry of this authority, and may make purchases of shares of that class pursuant to it as if this authority had not expired.</p>			

Please trim along dotted line, fold and insert into the supplied reply paid envelope.



Extraordinary resolution		For	Against	Abstain
9	<p>To authorise pursuant to section 314(2) of The Companies (Guernsey) Law 2008 (as amended) (the "Companies Law") the terms of a contract included in the Articles of Incorporation of the Company as prescribed by the CFC Buy Back Arrangement (as defined in the circular dated 20 April 2017 and published by the Company (the "2017 Circular") included therein for the Company to make acquisitions other than under a market acquisition (as defined in the Companies Law) of ordinary shares in the capital of the Company in pursuance of the terms of that contract provided that:</p> <p>a. the price that may be paid for each ordinary share is an amount equal to the CFC Buy Back Arrangement Price (as defined in the 2017 Circular); and</p> <p>b. unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the 2020 Annual General Meeting of the Company or on 31 August 2021, whichever is the earlier.</p>			
Special business by ordinary resolution				
10	<p>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 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 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 7,747,417 ordinary shares, such authority to expire at the conclusion of the 2021 Annual General Meeting of the Company or on 31 August 2021, whichever is the earlier, 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.</p>			



Form of Proxy continued

For the purpose of resolutions 5, 6, and 7, please certify (by indicating with an "X" in the first box below) that at the time of the Annual General Meeting, and at any adjournment thereof: (i) you will NOT be a US resident; and/or (ii) to the extent you hold Ordinary Shares for the account or benefit of any other person, such person will NOT be a US resident (a "Certifying Shareholder"). If you are unable to make those certifications you must leave the box blank. If the box is left blank, you will (unless you are otherwise determined by the Board to meet the criteria for being a Certifying Shareholder) be deemed to be a Non-Certifying Shareholder (as defined in the Articles of Incorporation).

If you are a nominee holding Ordinary Shares on behalf of multiple holders of Ordinary Shares, please leave the first box below blank and instead for each of the resolutions 5, 6, and 7, please insert in the second group of boxes below the number of votes in respect of Ordinary Shares that are cast in respect of each such resolution by Certifying Shareholders and Non-Certifying Shareholders. In order to cast votes on behalf of Certifying Shareholders, you must have received in writing from the Certifying Shareholders the certifications required to establish them as Certifying Shareholders. If boxes are left blank in respect of a resolution(s), the votes in respect of Ordinary Shares that are cast in respect of that resolution(s) will (unless you are otherwise determined by the Board to meet the criteria for being a Certifying Shareholder) be deemed to be cast by Non-Certifying Shareholders.

By inserting an "X" in the box opposite, I/we certify that at the time of the Annual General Meeting, and at any adjournment thereof: (i) I/we will NOT be a US resident; and/or (ii) to the extent I/we hold Ordinary Shares for the account or benefit of any other person, such person will NOT be a US resident.

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To be completed by Nominees **ONLY**:

Resolution	Number of votes in respect of Ordinary Shares cast by Certifying Shareholders			Number of votes in respect of Ordinary Shares cast by Non-Certifying Shareholders		
	For	Against	Abstain	For	Against	Abstain
5						
6						
7						

Signature(s)

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Dated

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In order to be valid at the above meeting this proxy must be completed and returned to arrive no later than 13:00 BST on Monday 10 August 2020, or in the event that the Annual General Meeting is adjourned, not less than 48 hours (excluding any part of a day that is not a working day) 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 (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.

