

Form of Proxy

JZ CAPITAL PARTNERS LIMITED (Company No. 48761)

I/We, _____

Please insert Shareholder name using block capitals. Please note if the shareholder name is not inserted the Form of Proxy cannot be used.

of _____ being a member of

JZ Capital Partners Limited hereby appoint (full name) _____

of (address) _____

or failing him, the Chairman of the meeting or the Company Secretary as my/our proxy to attend and vote on my/our behalf and if necessary demand a poll at the Fifth Annual General Meeting of the Company to be held at Trafalgar Court, Les Banques, St Peter Port, Guernsey GY1 3QL, Channel Islands on 24 June 2013 at 14:00 BST and at any adjournment thereof.

Number of shares authorised:

	Ordinary resolutions	For	Against	Abstain
1	To consider and approve the Annual Report and Accounts of the Company for the year ended 28 February 2013.			
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 approve the directors' remuneration report for the year ended 28 February 2013.			
5	To re-elect David Macfarlane as a director of the Company in accordance with Article 21(3) of the Articles of Incorporation of the Company.			
6	To re-elect James Jordan as a director of the Company in accordance with Article 21(3) of the Articles of Incorporation of the Company.			

Form of Proxy continued

	Ordinary resolutions	For	Against	Abstain
7	<p>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:</p> <p>a) The maximum number of shares in each class authorised to be purchased is 14.99 per cent of each class of the shares of the Company in issue at any time;</p> <p>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 per cent 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</p> <p>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 2014 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.</p>			
	Special resolution			
1	To approve the adoption of the Articles of Incorporation produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification as the Articles of Incorporation of the Company in substitution for, and to the exclusion of, the existing Articles of Incorporation.			

Signature(s) _____

Dated _____

In order to be valid at the above meeting this Form of Proxy must be completed and returned to arrive no later than 14:00 BST on Thursday 20 June 2013. You may return the Form of Proxy by fax to +44 (0)1903 698402 or email to proxyvotes@equiniti.com (with the original to follow by post to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom in due course).

