

THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take or the contents of this document, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, as amended, if you are a resident in the United Kingdom or, if not, from another appropriately authorised financial adviser without delay.

If you sell or have sold or otherwise transferred all of your registered holding of shares, please send this document, together in the case of holders of Ordinary shares with the accompanying Form of Proxy, at soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. However, such documents should not be sent in or into any jurisdiction if to do so would constitute a violation of the relevant laws of such jurisdiction.

## Notice of Annual General Meeting

**JZ CAPITAL PARTNERS LIMITED (Company No. 48761) (the “Company”)**  
**Notice is hereby given that the Seventh Annual General Meeting of the Company will 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 to consider and, if thought fit, pass the following resolutions.**

### Resolution on Form of Proxy

### Agenda

1. To elect a Chairman of the meeting.
- Ordinary Resolution 1** 2. To consider and approve the Annual Report and Accounts of the Company for the Year ended 28 February 2015.
- Ordinary Resolution 2** 3. To re-elect Ernst & Young LLP as Auditor of the Company until the conclusion of the next Annual General Meeting.
- Ordinary Resolution 3** 4. To authorise the Board of Directors to determine the Auditor’s remuneration.
- Ordinary Resolution 4** 5. To receive and adopt the Directors’ remuneration report for the year ended 28 February 2015.
- Ordinary Resolution 5** 6. To approve that the Company be authorised in accordance with the Companies (see Note 1) (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.

# Notice of Annual General Meeting continued

## **Ordinary Resolution 6** **To consider the following special business**

(see Note 2) 7. 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.

8. Any other business.

By Order of the Board

*For and on behalf of Northern Trust International Fund Administration Services (Guernsey) Limited*  
Secretary

11 May 2015

## **Information Note 1**

### **Market Acquisitions of Own Shares**

Resolution 5 will give the Company authority to make market acquisitions (as defined in the Law) of its own shares up to a maximum number of shares in each class of 14.99% of each class of the shares of the Company in issue at any time. The maximum and minimum prices are stated in resolution 5. The Directors have no immediate plans to make market acquisitions of its own shares but they would like to have the ability to act swiftly if circumstances arise where they consider that any such acquisition would be desirable or appropriate. In the event that shares are acquired, they may either be cancelled (and the number of shares in issue would be reduced accordingly) or be retained as treasury shares. There are no warrants or options over shares outstanding as at 08 May 2015, the latest practicable date prior to publication of this document.

## **Information Note 2**

### **Disapplication of Pre-emption Rights**

Resolution 6 will grant the Directors a power to allot equity securities (as defined in the Articles) or sell Ordinary shares held by the Company as treasury shares for cash and otherwise than to existing shareholders pro rata to their holdings. The power granted at the last annual general meeting of the Company is due to expire at this year’s Annual General Meeting. Accordingly, resolution 6 will be proposed to grant such a power. Apart from offers or invitations in proportion to the respective number of shares held, the power will be limited to the allotment of equity securities and sales of Ordinary shares held by the Company as treasury shares for cash up to an aggregate amount of 6,501,860 Ordinary shares (being ten% of the Company’s issued Ordinary share capital at 08 May 2015, the latest practicable date prior to publication of this document). If given, this power will expire at the conclusion of the next annual general meeting of the Company to be held in 2016.

## **Recommendation**

The Board considers all of the resolutions at the Annual General Meeting as set out in this document to be in the best interests of holders of Ordinary shares as a whole and accordingly the Board unanimously recommends that holders of Ordinary shares vote in favour of the resolutions, as the Directors intend to do in respect of their own beneficial holdings.

**Notes re your Form of Proxy and Voting at the Annual General Meeting**

When considering what action you should take, you should seek your own financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, as amended, if you are a resident in the United Kingdom or, if not, from another appropriately authorised financial adviser without delay.

If you sell or have sold or otherwise transferred all of your registered holding of shares, please send this document, together in the case of holders of Ordinary shares with the accompanying Form of Proxy, at soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. However, such documents should not be sent in or into any jurisdiction if to do so would constitute a violation of the relevant laws of such jurisdiction.

**Rights to Attend and Vote**

In accordance with the Articles of Incorporation, only the holders of Ordinary shares are entitled to attend and vote on all matters at the Annual General Meeting. The holders of the Zero Dividend Preference Shares are not entitled to attend or vote at the Annual General Meeting.

The Company specifies that, in order to have the right to attend and vote at the Annual General Meeting (and also for the purpose of determining how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members of the Company by no later than 6.00 p.m. on 17 June 2015, or in the event that the meeting is adjourned, by no later than 6.00 p.m. on the date two days before the date of the adjourned meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.

**Proxies**

A member entitled to attend and vote may appoint a proxy or proxies who need not be a member of the Company to attend and to vote instead of him or her. A member may appoint more than one proxy in relation to the Annual General Meeting, provided that each proxy is appointed to exercise the rights attached to different Ordinary shares held by him or her.

If it is desired to appoint a proxy or proxies, the name(s) of the proxy or proxies desired must be inserted in the space provided on the Form of Proxy. If no name(s) is entered, the return of the Form of Proxy duly signed will authorise the Chairman of the Annual General Meeting or the Company Secretary to act as your proxy.

Please indicate with an "X" in the appropriate box on the Form of Proxy how you wish your vote to be cast in respect of each resolution at the Annual General Meeting. If you do not insert an "X" in the appropriate box on the Form of Proxy your proxy will vote or abstain at his or her discretion.

If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the appropriate box on the Form of Proxy the number of Ordinary shares in relation to which they are authorised to act as your proxy. If the box is left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if the Form of Proxy has been issued in respect of a designated account for a member, the full voting entitlement for that designated account). To appoint more than one proxy (an) additional proxy form(s) may be obtained by contacting Equiniti Limited by telephone on 08713842265 or +441214157047 if calling from outside the United Kingdom (Calls to this number cost 8p per minute plus network extras. Lines are open 8.30 a.m. to 5.30 p.m., Monday to Friday) or you may photocopy the Form of Proxy. Please insert in the space provided and in the appropriate box on the Form of Proxy (see above) the proxy holder's name and the number of Ordinary shares in relation to which they are authorised to act as your proxy. Please also indicate with an "X" in the appropriate box on the Form of Proxy if the proxy instruction is one of the multiple instructions being given. All Forms of Proxy must be signed and should be returned together in the same envelope.

The instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation under its common seal or under the hand of an officer or attorney duly authorised.

# Notice of Annual General Meeting continued

The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority must be deposited with Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom not less than 48 hours before the time for holding the Annual General Meeting, or in the event that the meeting is adjourned, not less than 48 hours before the time for holding the adjourned meeting and in default unless the Board directs otherwise the instrument of proxy shall not be treated as valid.

The Form of Proxy may be sent by post or transmitted to Equiniti Limited. "By post" means by registered post, recorded delivery service or ordinary letter post and "transmitted" means transmitted by electronic communication. Accordingly, you may send 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 as detailed above).

**If you are sending the Form of 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 the Form of Proxy is received before the proxy cut off date as detailed above, you should also transmit the Form of Proxy by email.**

To change your proxy instructions, simply submit a new proxy appointment using the method set out above. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence. Please note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

The appointment of a proxy, by instrument in writing or electronically, will not preclude a member so entitled from attending the Annual General Meeting and voting in person should they wish to do so.

## Joint Holders

All joint holders of Ordinary shares should be named but the signature of any one is sufficient. In all cases, names must be entered as they appear on the register of members of the Company.

Where there are joint registered holders of any Ordinary shares such persons shall not have the right of voting individually in respect of such Ordinary share but shall elect one of their number to represent them and to vote whether in person or by proxy in their name. In default of such election the person whose name stands first on the register of members shall alone be entitled to vote.

## CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual, which can be viewed at [www.euroclear.com](http://www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or the amendment to the instructions given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time for receipt of proxy appointments specified above. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST person member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Regulations.

#### **Corporate Representatives**

Any corporation which is a holder of Ordinary shares may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the Annual General Meeting and the person so authorised shall be entitled to exercise on behalf of the corporation he or she represents the same powers (other than to appoint a proxy) as that corporation could exercise if it were an individual member.

Representatives of holders of Ordinary shares that are corporations will have to produce evidence of their proper appointment when attending the Annual General Meeting. Please contact Equiniti Limited if you need any further guidance on this.

#### **Limitations of Electronic Addresses**

You may not use any electronic address provided in either this Notice of Annual General Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

#### **The Address of the Website where Certain Annual General Meeting Information is Available**

A copy of this Notice of Annual General Meeting can be found on the Company's website at [www.jzcp.com](http://www.jzcp.com)