

**Form of Proxy**  
**JZ Capital Partners Limited (the “Company”)**  
**For use at the Extraordinary General Meeting to be held on 29 September 2015**

I / We .....  
*(in Block Capitals)*

of ..... being a Shareholder/Shareholders  
of the above named Company HEREBY APPOINT

(full name) .....

of (address) .....

or failing him (or if no name(s) is entered), the Chairman of the Extraordinary General Meeting or the Company Secretary as my/our proxy to attend and vote for me/us and 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 on 29 September 2015 at 11.10 a.m. (or as soon thereafter as the Class Meeting of ZDP Shareholders has been concluded or adjourned), and at any adjournment thereof and in respect of the Resolutions set out in the Notice of the Extraordinary General Meeting dated 4 September 2015 to vote as indicated below.

**Ordinary Shareholders (to complete)**

*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


*Please mark the voting boxes below with an “X” to indicate your instruction ‘For’, ‘Against’ or ‘Abstain’.*

	FOR	AGAINST	ABSTAIN
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 2 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.			
2. The Related Party Transaction relating to: <ul style="list-style-type: none"> <li>(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 <i>pro rata</i> entitlement; and</li> <li>(b) the payment of a commission by the Company totalling £244,352 to Edgewater Growth Capital Partners, 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 Open Offer Shares up to their <i>pro rata</i> entitlement plus any number in excess of such entitlement (if any)),  and on the terms summarised in paragraph 7 of Part I (<i>Letter from the Chairman</i>) of the Prospectus (as defined below), be approved.</li> </ul>			
3. The Related Party Transaction relating to: <ul style="list-style-type: none"> <li>(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 <i>pro rata</i> entitlement; and</li> <li>(b) the payment of a commission by the Company totalling £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 Open Offer Shares up to their <i>pro rata</i> entitlement plus any number in excess of such entitlement (if any)),  and on the terms summarised in paragraph 7 of Part I (<i>Letter from the Chairman</i>) of the Prospectus (as defined below), be approved.</li> </ul>			
4. The Related Party Transaction relating to: <ul style="list-style-type: none"> <li>(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 his <i>pro rata</i> entitlement; and</li> <li>(b) the payment of a commission by the Company totalling £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 Open Offer Shares the subject of their irrevocable undertaking (being the number of Open Offer Shares up to their <i>pro rata</i> entitlement plus any number in excess of such entitlement (if any)),  and on the terms summarised in paragraph 7 of Part I (<i>Letter from the Chairman</i>) of the Prospectus (as defined below), be approved.</li> </ul>			

	FOR	AGAINST	ABSTAIN
5. 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 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: (i) 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 into 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; (iii) for the issue of the 2022 ZDP Shares; and (iv) for the ZDP Rollover Offer, pursuant to the arrangements described in the Prospectus (as defined below) be approved.			
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 ( <i>Additional Information</i> ) 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.			
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 ( <i>Letter from the Chairman</i> ) of the Prospectus (as defined below), be approved.			
Words and expressions defined in the prospectus dated 4 September 2015 and published by the Company (the "Prospectus") shall, unless the context otherwise requires, have the same meaning in this proxy.			

### ZDP Shareholders (to complete)

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 2016 ZDP 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 2016 ZDP Shares authorised:

Multiple Instructions


	FOR	AGAINST	ABSTAIN
5. 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 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: (i) 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 into 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; (iii) for the issue of the 2022 ZDP Shares; and (iv) for the ZDP Rollover Offer, pursuant to the arrangements described in the Prospectus (as defined below) be approved.			
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 ( <i>Additional Information</i> ) 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.			
Words and expressions defined in the prospectus dated 4 September 2015 and published by the Company (the "Prospectus") shall, unless the context otherwise requires, have the same meaning in this Notice of Extraordinary General Meeting..			

Signed ..... Dated .....

In order to be valid at the above meeting this proxy must be completed and returned to arrive no later than 11.10 a.m. on 25 September 2015, 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 WHITE Form of Proxy by post to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, UK 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 WHITE 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 UK, you will need to place the WHITE 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 WHITE Form of Proxy by email.