Form of Proxy

JZ Capital Partners Limited (the "Company")

For use at the Class Meeting of Ordinary Shareholders to be held on 29 September 2015

I / We...
(in Block Capitals)

of .... being an Ordinary Shareholder/Ordinary 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 Class Meeting of Ordinary Shareholders or the Company Secretary as my/our proxy to attend and vote for me/us and on my/our behalf at the Class Meeting of Ordinary Shareholders 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 11.00 a.m., and at any adjournment thereof and in respect of the Resolution set out in the Notice of the Class Meeting of Ordinary Shareholders dated 4 September 2015 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:	
Multiple Instructions:	

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

	FOR	AGAINST	ABSTAIN
EXTRAORDINARY RESOLUTION THAT: (a) the Resolutions to be proposed at the Extraordinary General Meeting of the Company to be convened for the same day that relate to the ZDP Rollover Offer (being Extraordinary General Meeting Resolutions 5 and 6 (inclusive)) (the "**EGM Resolutions**") be approved and any effect on or any alteration, modification, abrogation or variation of or to the rights or privileges attaching to the Ordinary Shares which may result from the passing of the EGM Resolutions or the implementation of the ZDP Rollover Offer be sanctioned; and			

	FOR	AGAINST	ABSTAIN
(b) with effect from the adoption by the Company of new articles of incorporation (the "**New Articles**") in the terms set out in the Prospectus of the Company dated 4 September 2015 (the "**Prospectus**"), 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 for 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.			
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.			

Signed.. Dated ....

In order to be valid at the above meeting this proxy must be completed and returned to arrive no later than 11.00 a.m. on 25 September 2015, or in the event that the Class Meeting of Ordinary Shareholders is adjourned, not less than 48 hours before the time for holding the adjourned meeting. You may return the BLUE 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 BLUE 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 BLUE 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 BLUE Form of Proxy by email.