

**JZ CAPITAL PARTNERS LIMITED**  
**Guernsey Company Registration No: 48761**  
**(the "Company")**

**CERTIFIED TRUE EXTRACT OF THE RESOLUTIONS AS  
CONTAINED WITHIN THE NOTICE AND PROPOSED AT THE  
CLASS MEETING OF ORDINARY SHAREHOLDERS OF THE  
COMPANY HELD AT THE OFFICES OF NORTHERN TRUST  
INTERNATIONAL FUND ADMINISTRATION SERVICES  
(GUERNSEY) LIMITED, TRAFALGAR COURT, LES BANQUES, ST  
PETER PORT, GUERNSEY, CHANNEL ISLANDS ON 29 SEPTEMBER  
2015 AT 11.00 A.M..**

**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
- (b) with effect from the adoption by the Company of new articles of incorporation (the "New Articles") in terms set out in the Prospectus of the Company dated 4 September 2015 (the "Prospectus") of which this notice forms part, 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.



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**For Northern Trust International Fund Administration  
Services (Guernsey) Limited**  
As Secretary

29 September 2015

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Date

**JZ CAPITAL PARTNERS LIMITED**  
**Guernsey Company Registration No: 48761**  
**(the "Company")**

**CERTIFIED TRUE EXTRACT OF THE MINUTE OF THE CLASS  
MEETING OF ORDINARY SHAREHOLDERS OF THE COMPANY  
HELD AT THE OFFICES OF NORTHERN TRUST INTERNATIONAL  
FUND ADMINISTRATION SERVICES (GUERNSEY) LIMITED,  
TRAFAVGAR COURT, LES BANQUES, ST PETER PORT,  
GUERNSEY, CHANNEL ISLANDS ON 29 SEPTEMBER 2015 AT 11.00  
A.M..**

The Chairman proposed the resolution set out in the notice convening the class meeting of ordinary shareholders of the Company (as set out in the prospectus dated 4 September 2015 relating to the Company and a print of which is appended to these minutes and initialled by the Chairman for identification) (the "Notice").

The resolution set out in the Notice was put to the vote by way of a show of hands. The results of the proxy votes for the resolution were as follows:

	<b>VOTES FOR</b>	<b>VOTES AGAINST</b>	<b>VOTES WITHHELD</b>
<b>RESOLUTION</b>	50,407,200	1,820,523	162,500

The Chairman therefore declared that the resolution had been duly carried.



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**For Northern Trust International Fund Administration  
Services (Guernsey) Limited**  
As Secretary

29 September 2015

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Date