

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.

A handwritten signature in black ink, consisting of a stylized 'C' followed by a horizontal line and the letters 'SJ'.

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

29 September 2015

.....
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, TRAFALGAR 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:

	VOTES FOR	VOTES AGAINST	VOTES WITHHELD
RESOLUTION	50,407,200	1,820,523	162,500

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



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

29 September 2015

.....
Date