

Form of Proxy

JZ CAPITAL PARTNERS LIMITED (Company No. 48761) (the “Company”)

I/We, _____

Please insert Ordinary Shareholder/Shareholders name using block capitals. Please note if the shareholder(s) name is not inserted the Form of Proxy cannot be used.

of _____ being an Ordinary Shareholder/Shareholders

of JZ Capital Partners Limited HEREBY APPOINT

(full name)

of (address)

or failing him (or if no name(s) is entered above), the Chairman of the Annual General Meeting or the Company Secretary as my/our proxy to attend and vote on my/our behalf at the Ninth Annual 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, Channel Islands on 27 June 2017 at 13.15 BST, and at any adjournment thereof, and in respect of the resolutions set out in the Notice of Annual General Meeting dated 16 May 2017 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’.

	Ordinary Resolutions	For	Against	Abstain
1	To consider and approve the Annual Report and Financial Statements of the Company for the Year ended 28 February 2017.			
2	To re-elect Ernst & Young LLP as Auditor of the Company until the conclusion of the next Annual General Meeting.			
3	To authorise the Board of Directors to determine the Auditor’s remuneration.			
4	To receive and adopt the Directors’ remuneration report for the year ended 28 February 2017.			
5	To re-elect Mr David Macfarlane as a Director of the Company in accordance with the Articles of Incorporation of the Company and Section B.7.1 of the UK Corporate Governance Code.			



	Ordinary Resolutions	For	Against	Abstain
6	To re-elect Mr Patrick Firth as a Director of the Company in accordance with the Articles of Incorporation of the Company and Section B.7.1 of the UK Corporate Governance Code.			
7	To re-elect Mr James Jordan as a Director of the Company in accordance with the Articles of Incorporation of the Company and Section B.7.1 of the UK Corporate Governance Code.			
8	To re-elect Ms Tanja Tibaldi as a Director of the Company in accordance with the Articles of Incorporation of the Company and Section B.7.1 of the UK Corporate Governance Code.			
9	To re-elect Mr Christopher Waldron as a Director of the Company in accordance with the Articles of Incorporation of the Company and Section B.7.1 of the UK Corporate Governance Code.			
	Special business by ordinary resolution			
10	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 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 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 8,390,751 ordinary shares, such authority to expire at the conclusion of the general meeting of the Company to be held in 2018 or on 30 June 2018, whichever is the earlier, 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.			

For the purpose of resolutions 5 to 9, please certify (by indicating with an "X" in the first box below) that at the time of the Annual General Meeting, and at any adjournment thereof: (i) you will **NOT** be a US resident; and/or (ii) to the extent you hold Ordinary Shares for the account or benefit of any other person, such person will **NOT** be a US resident (a "**Certifying Shareholder**"). If you are unable to make those certifications you must leave the box blank. If the box is left blank, you will be deemed to be a Non-Certifying Shareholder (as defined in the Articles of Incorporation).

If you are a nominee holding Ordinary Shares on behalf of multiple holders of Ordinary Shares, please leave the first box below blank and instead for each of the resolutions 5, 6, 7, 8 and 9 please insert in the second group of boxes below the number of votes in respect of Ordinary Shares that are cast in respect of each such resolution by Certifying Shareholders and Non-Certifying Shareholders. In order to cast votes on behalf of Certifying Shareholders, you must have received in writing from the Certifying Shareholders the certifications required to establish them as Certifying Shareholders. If boxes are left blank in respect of a resolution(s), the votes in respect of Ordinary Shares that are cast in respect of that resolution(s) will be deemed to be cast by Non-Certifying Shareholders.



By inserting an "X" in the box opposite, I/we certify that at the time of the Annual General Meeting, and at any adjournment thereof: (i) I/we will **NOT** be a US resident; and/or (ii) to the extent I/we hold Ordinary Shares for the account or benefit of any other person, such person will **NOT** be a US resident.

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To be completed by Nominees **ONLY**:

Resolution	Number of votes in respect of Ordinary Shares cast by Certifying Shareholders			Number of votes in respect of Ordinary Shares cast by Non-Certifying Shareholders		
	For	Against	Abstain	For	Against	Abstain
5						
6						
7						
8						
9						

Signature(s) _____

Dated _____

In order to be valid at the above meeting this proxy must be completed and returned to arrive no later than 13.15 BST on Friday, 23 June 2017, or in the event that the Annual General Meeting is adjourned, not less than 48 hours (excluding any part of a day that is not a working day) before the time for holding the adjourned meeting. You may return the form of proxy by post to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom 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 form of proxy not be received by post the electronic version shall still be treated as valid (provided it is returned before the proxy cutoff date as detailed above).

If you are returning this 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 this proxy is received before the proxy cutoff date detailed above, you should also return the Form of Proxy by email.

