Form of Proxy

JZ CAPITAL PARTNERS LIMITED (Company No. 48761) (the "Company")

For use at the Extraordinary General Meeting to be held at 1.00 p.m. on 18 November 2020

_____

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 the above named Company HEREBY APPOINT

(full name) _____

of (address) _____

or failing him (or if no name(s) is entered above), the Chairman of the Extraordinary General Meeting or the Company Secretary as my/our proxy to attend and vote for me/us 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, Channel Islands on 18 November 2020 at 1.00 p.m., and at any adjournment thereof, and in respect of the Resolution set out in the Notice of Extraordinary General Meeting dated 29 October 2020 to vote as indicated below.

Words and expressions defined in the circular dated 29 October 2020 and published by the Company (the **"Circular"**) shall, unless the context otherwise requires, have the same meaning in this form of proxy.

*Given the limitations on attendance in person due to the outbreak of Coronavirus (COVID-19), further information on which is set out in the Notice of Extraordinary General Meeting, Shareholders are strongly encouraged to appoint the Chairman of the Extraordinary General Meeting or the Company Secretary as their proxy rather than a named person who may not be able to attend the meeting.

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 Resolution	For	Against	Abstain
THAT, the Class 1 Transaction and Related Party Transaction relating to the Company's disposal of 100 per cent. of its ownership interests in ACW Flex Pack, LLC, Flow Controls Holdings, LLC, Testing Services Holdings, LLC, Felix Storch Holdings, LLC, Peaceable Street Capital, LLC, and TierPoint LLC on the terms summarised in paragraph 2 of Part I ("*Chairman's Letter*") of the Circular (as defined below), be and is hereby approved for the purposes of Chapters 10 and 11 of the Listing Rules, insofar as they apply to the Company by virtue of its voluntary compliance with the Listing Rules.			

Signed_____

Dated _____

In order to be valid at the above meeting this proxy must be completed and returned to arrive no later than 1.00 p.m. on 16 November 2020, or in the event that the Extraordinary 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 proxyvotes@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 cut-off 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 form of proxy is received before the proxy cut-off date detailed above, you should also return the form of proxy by email.