

THIS DOCUMENT AND THE ACCOMPANYING FORMS OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take or the contents of this document, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, as amended, if you are a resident in the United Kingdom or, if not, from another appropriately authorised financial adviser without delay.

If you sell or otherwise transfer or have sold or otherwise transferred all of your registered holding of Shares, please send this document, together with the accompanying Forms of Proxy, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. However, such documents should not be sent in or into any jurisdiction if to do so would constitute a violation of the relevant laws of such jurisdiction. If you sell or otherwise transfer or have sold or otherwise transferred part of your registered holding of Shares, please consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

The Company is an authorised closed-ended investment scheme pursuant to section 8 of the Protection of Investors (Bailiwick of Guernsey) Law, 1987, as amended and the Authorised Closed-Ended Investment Schemes Rules 2008 issued by the Guernsey Financial Services Commission.

This document has not been delivered to the Registrar of Companies in Guernsey or any other authority in any jurisdiction for registration.

JZ CAPITAL PARTNERS LIMITED

*(Incorporated in Guernsey as a non-cellular company limited by shares under The Companies (Guernsey) Law 2008
(as amended) with registered no. 48761)*

Discontinuation of Dividend Policy and Inception of New Strategy

and

Related Recommended Proposals in respect of:

Amendments to the Articles of Incorporation of the Company

Buy Back Authorities

Related Party Transactions in respect of Off-Market Acquisitions

and

Notices of Separate General Meeting of Ordinary Shareholders, Separate General Meeting of

ZDP Shareholders

and Extraordinary General Meeting

This document does not constitute or form part of any offer or invitation to purchase, otherwise acquire, subscribe for, sell, otherwise dispose of or issue, or any solicitation of any offer to sell, otherwise dispose of, issue, purchase, otherwise acquire or subscribe for, any security.

This is not a prospectus but a shareholder circular. The distribution of this document in jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions. Failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Unless otherwise defined herein, capitalised terms used in this document have the meanings given to them in the section entitled "Definitions" set out on pages 29 to 33 of this document.

Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 6 to 25 in Part I ("*Chairman's Letter*") of this document which contains the unanimous recommendation of the Directors of the Company that Shareholders vote in favour of all of the Resolutions to be proposed at the Separate General Meetings and the Extraordinary General Meeting in respect of which they are entitled as the Directors intend to do in respect of their own beneficial holdings. Your attention is also drawn to the section entitled "*Forms Accompanying this Document and Action to be Taken*" set out on pages 4 to 5 of this document and to paragraph 6 of Part I ("*Chairman's Letter*") of this document. This document should be read in its entirety.

Notices of the Separate General Meetings and a Notice of Extraordinary General Meeting are set out at the end of this document. *Shareholders should be aware that in connection with the Proposals a separate Circular to CULS Holders containing a Notice of Meeting of Meeting of CULS Holders is also being sent to CULS Holders.*

The Separate General Meeting of Ordinary Shareholders is to be held at 10.35 a.m. on 16 May 2017 (or as soon thereafter as the Meeting of CULS Holders convened for the same day but different place has been concluded or adjourned). The Separate General Meeting of ZDP Shareholders is to be held at 10.40 a.m. on 16 May 2017 (or as soon thereafter as the Separate General Meeting of Ordinary Shareholders convened for the same day and place has been concluded or adjourned). The Extraordinary General Meeting is to be held at 10.45 a.m. on 16 May 2017 (or as soon thereafter as the Separate General Meeting of ZDP Shareholders convened for the same day and place has been concluded or adjourned). All three meetings are to be held at the offices of Northern Trust International Fund Administration Services (Guernsey) Limited, Trafalgar Court, Les Banques, St Peter Port, Guernsey, Channel Islands. Forms of Proxy will accompany this document for use by Shareholders in connection with the Separate General Meetings and the Extraordinary General Meeting. To be valid, the Forms of Proxy should be completed, signed and returned in accordance with the instructions printed thereon, so as to be received by Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom as soon as possible and in any event not later than 48 hours before the appointed time for the holding of the relevant meeting (excluding any part of a day which is non-working). Completion and return of the Forms of Proxy will not preclude Shareholders from attending and voting in person at the Separate General Meetings and the Extraordinary General Meeting should they so wish and be so entitled. Shareholders are advised to review the instructions on pages 4, 5 and 24 of this document regarding the proper completion and return of the Forms of Proxy.

The Notices of the Separate General Meetings and the Notice of Extraordinary General Meeting provides all Shareholders with notice of the Separate General Meetings and the Extraordinary General Meeting. Shareholders are advised that Ordinary Shareholders only have the right to attend and vote on the Resolution to be proposed at the Separate General Meeting of Ordinary Shareholders and ZDP Shareholders only have the right to attend and vote on the Resolution to be proposed at the Separate General Meeting of ZDP Shareholders, in each case, if they are so entitled. All Shareholders (being Ordinary Shareholders and ZDP Shareholders) have the right to attend and vote on the Resolutions to be proposed at the Extraordinary General Meeting in respect of which they are entitled.

In connection with the Proposals a separate Circular to CULS Holders containing a Notice of Meeting of CULS Holders will be sent to CULS Holders. A form of proxy (together with instructions for its completion and return) will accompany the separate Circular of CULS Holders for use by CULS Holders in connection with the Meeting of CULS Holders. CULS Holders only have the right to attend and vote on the resolution to be proposed at the Meeting of CULS Holders if they are so entitled. The Meeting of CULS Holders is to be held at 10.30 a.m. on 16 May 2017 in England at the offices of Ashurst LLP at Broadwalk House, 5 Appold Street, London EC2A 2HA, United Kingdom.

J.P. Morgan Limited (which conducts its UK investment banking business as J.P. Morgan Cazenove) ("**JPMC**"), which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom, is acting solely for the Company and no one else in connection with any CFC Related Party Transaction on the terms of the CFC Buy Back Arrangement and will not be responsible to anyone other than the Company for providing the protections afforded to clients of JPMC nor for providing advice in relation to any such CFC Related Party Transaction or any other matter referred to in this document.

Cautionary note regarding forward-looking statements

This document contains a number of "forward-looking statements". Generally, the words "will", "may", "should", "continue", "believes", "expects", "intends", "anticipates", "forecast", "plan" and "project" or in each case, their negative, or similar expressions identify forward-looking statements. Such statements reflect the relevant company's current views with respect to future events and are subject to risks, assumptions and uncertainties that could cause the actual results to differ materially from those expressed or implied in the forward-looking statements. Many of these risks, assumptions and uncertainties relate to factors that are beyond the companies' abilities to control or estimate precisely, such as future market conditions, changes in general economic and business conditions, introduction of competing products and services, lack of acceptance of new products or services and the behaviour of other market participants. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct. Shareholders should not, therefore, place undue reliance on these forward-looking statements, which speak only as of the date of this document. Except as required by applicable law or regulation, the Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this document to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

CONTENTS

	<i>Page</i>
EXPECTED TIMETABLE	3
FORMS ACCOMPANYING THIS DOCUMENT AND ACTION TO BE TAKEN	4
PART I – CHAIRMAN’S LETTER	6
PART II – ADDITIONAL INFORMATION	26
DEFINITIONS	29
NOTICE OF SEPARATE GENERAL MEETING OF ORDINARY SHAREHOLDERS	34
NOTICE OF SEPARATE GENERAL MEETING OF ZDP SHAREHOLDERS	37
NOTICE OF EXTRAORDINARY GENERAL MEETING	40

EXPECTED TIMETABLE

Publication and posting of: 20 April 2017

- this document and the accompanying Forms of Proxy for use in connection with the Separate General Meetings and the Extraordinary General Meeting; and
- the separate Circular to CULS Holders containing a Notice of Meeting of CULS Holders and a form of proxy accompanying that Circular for use in connection with the Meeting of CULS Holders

Latest time and date for receipt of the form of proxy for the Meeting of CULS Holders 10.30 a.m. on 12 May 2017

Latest time and date for receipt of the Form of Proxy for the Separate General Meeting of Ordinary Shareholders 10.35 a.m. on 12 May 2017

Latest time and date for receipt of the Form of Proxy for the Separate General Meeting of ZDP Shareholders 10.40 a.m. on 12 May 2017

Latest time and date for receipt of the Form of Proxy for the Extraordinary General Meeting 10.45 a.m. on 12 May 2017

Meeting of CULS Holders 10.30 a.m. on 16 May 2017

Separate General Meeting of Ordinary Shareholders 10.35 a.m. on 16 May 2017 (or as soon thereafter as the Meeting of CULS Holders convened for the same day but different place has been concluded or adjourned)

Separate General Meeting of ZDP Shareholders 10.40 a.m. on 16 May 2017 (or as soon thereafter as the Separate General Meeting of Ordinary Shareholders convened for the same day and place has been concluded or adjourned)

Extraordinary General Meeting 10.45 a.m. on 16 May 2017 (or as soon thereafter as the Separate General Meeting of ZDP Shareholders convened for the same day and place has been concluded or adjourned)

Announcement of the results of the Meeting of CULS Holders, Separate General Meetings and the Extraordinary General Meeting 16 May 2017

NOTES:

1. All references in this document are to London time unless otherwise stated.
2. The times and dates set out in the Expected Timetable above and mentioned throughout this document may be adjusted by the Company in which event details of the new times and dates will be notified to the Guernsey Financial Services Commission, the London Stock Exchange and, where appropriate, the Shareholders and the CULS Holders.
3. The Separate General Meetings and the Extraordinary General Meeting are to be held at the offices of Northern Trust International Fund Administration Services (Guernsey) Limited, Trafalgar Court, Les Banques, St Peter Port, Guernsey, Channel Islands. The Meeting of CULS Holders is to be held in England at the offices of Ashurst LLP at Broadwalk House, 5 Appold Street, London EC2A 2HA, United Kingdom.

FORMS ACCOMPANYING THIS DOCUMENT AND ACTION TO BE TAKEN

Accompanying this document is:

- a blue Form of Proxy for use in connection with the Separate General Meeting of Ordinary Shareholders;
- a pink Form of Proxy for use in connection with the Separate General Meeting of ZDP Shareholders; and
- a white Form of Proxy for use in connection with the Extraordinary General Meeting.

Shareholders should also be aware that in connection with the Proposals a separate Circular to CULS Holders containing a Notice of Meeting of CULS Holders (together with an accompanying form of proxy) is also being sent to CULS Holders. CULS Holders should refer to the separate Circular to CULS Holders, the Notice of Meeting of CULS Holders and the accompanying form of proxy for the action to be taken by them in relation to the Proposals.

IF YOU CURRENTLY ONLY HOLD ORDINARY SHARES, YOU SHOULD DISREGARD THE FORM OF PROXY FOR USE IN CONNECTION WITH THE SEPARATE GENERAL MEETING OF ZDP SHAREHOLDERS (PINK). IF YOU CURRENTLY ONLY HOLD ZDP SHARES, YOU SHOULD DISREGARD THE FORM OF PROXY FOR USE IN CONNECTION WITH THE SEPARATE GENERAL MEETING OF ORDINARY SHAREHOLDERS (BLUE). YOU SHOULD READ THE WHOLE OF THIS DOCUMENT AND NOT RELY ONLY ON THIS SECTION OF THIS DOCUMENT ENTITLED “FORMS ACCOMPANYING THIS DOCUMENT AND ACTION TO BE TAKEN” BEFORE DECIDING WHAT ACTION TO TAKE.

YOU ARE ALSO ADVISED TO REVIEW THE INSTRUCTIONS ON THE FORMS OF PROXY THEMSELVES REGARDING THE PROPER COMPLETION AND RETURN OF THE FORMS OF PROXY.

Separate General Meeting of Ordinary Shareholders

Accompanying this document is a blue Form of Proxy for use in connection with the Separate General Meeting of Ordinary Shareholders. If you are an Ordinary Shareholder, whether or not you intend to be present at the Separate General Meeting of Ordinary Shareholders, you are asked to complete, sign and return the blue Form of Proxy in accordance with the instructions printed thereon, so as to be received by Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom as soon as possible and in any event not later than 48 hours before the appointed time for the holding of the Separate General Meeting of Ordinary Shareholders (excluding any part of a day which is non-working). The completion and return of the blue Form of Proxy will not preclude Ordinary Shareholders from attending and voting in person at the Separate General Meeting of Ordinary Shareholders if they so wish and are so entitled.

Separate General Meeting of ZDP Shareholders

Accompanying this document is a pink Form of Proxy for use in connection with the Separate General Meeting of ZDP Shareholders. If you are a ZDP Shareholder, whether or not you intend to be present at the Separate General Meeting of ZDP Shareholders, you are asked to complete, sign and return the pink Form of Proxy in accordance with the instructions printed thereon, so as to be received by Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom as soon as possible and in any event not later than 48 hours before the appointed time for the holding of the Separate General Meeting of ZDP Shareholders (excluding any part of a day which is non-working). The completion and return of the pink Form of Proxy will not preclude ZDP Shareholders from attending and voting in person at the Separate General Meeting of ZDP Shareholders if they so wish and are so entitled.

Extraordinary General Meeting

Accompanying this document is a white Form of Proxy for use in connection with the Extraordinary General Meeting. If you are a Shareholder, whether or not you intend to be present at the Extraordinary General Meeting, you are asked to complete, sign and return the white Form of Proxy in accordance with the instructions printed thereon, so as to be received by Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom as soon as possible and in any event not later than 48 hours before the appointed time for the holding of the Extraordinary General Meeting (excluding any part of a day which is non-working). The completion and return of the white Form of Proxy will not preclude Shareholders from attending and voting in person at the Extraordinary General Meeting if they so wish and are so entitled.

PART I

CHAIRMAN'S LETTER

JZ CAPITAL PARTNERS LIMITED

*(Incorporated in Guernsey as a non-cellular company limited by shares under The Companies (Guernsey) Law 2008
(as amended) with registered no. 48761)*

Non-Executive Directors

David Macfarlane (*Chairman*)
Patrick Firth
James Jordan
Tanja Tibaldi
Christopher Waldron

Registered Office

JZ Capital Partners Limited
PO Box 255
Trafalgar Court
Les Banques
St Peter Port
Guernsey
GY1 3QL

20 April 2017

Dear Shareholder,

Discontinuation of Dividend Policy and Inception of New Strategy

and

Related Recommended Proposals in respect of: Amendments to the Articles of Incorporation of the Company Buy Back Authorities Related Party Transactions in respect of Off-Market Acquisitions

and

Notices of Separate General Meeting of Ordinary Shareholders, Separate General Meeting of ZDP Shareholders and Extraordinary General Meeting

1. Discontinuation of Dividend Policy and Inception of New Strategy

The Board recently launched a review of the Company's existing dividend policy, following careful consideration as to whether full value for Shareholders is being achieved.

Introduced in July 2012, the policy seeks to distribute out of profits in each financial year in the form of dividends an amount equal to approximately three per cent. of the Company's net assets for that financial year. The review was undertaken in view of the substantial discount to net asset value at which the Company's Ordinary Shares continue to trade.

Following the review, which included consultation with the Company's largest Shareholders, the Board has determined that the interests of Shareholders would be better served through a new strategy which would include the application of the Company's available distributable profits in the purchase by the Company of its Ordinary Shares.

Under the new strategy, purchases by the Company of its Ordinary Shares will be undertaken when opportunities in the market permit, and as the Company's cash resources allow. Naturally the Board will have regard at the relevant time to the best interests of the Company in determining the application of cash resources and where other applications are required or seem appropriate, such as in other investments or the repayment of debt, the cash will be applied accordingly. In addition, the decision by the Company to undertake any purchase of its Ordinary Shares under the new strategy will be a matter determined by the Board with the consent of the Company's Investment Adviser.

The new strategy will be kept under review by the Board, particularly with regard to the level of the discount to net asset value of the Company's Ordinary Shares. When the discount no longer justifies the continuation of the strategy the Board will consider returning to the payment of dividends.

As a consequence of the proposed changes, the dividend policy will, subject to the approvals contemplated in this document, be discontinued and the Company will at the same time adopt the new strategy. Accordingly, the Company does not intend to declare or pay a second interim dividend to Ordinary Shareholders for the financial year ending 28 February 2017.

2. Related Proposals and Purpose of this Document

Implementing the new strategy requires the Company to address a number of issues before it will have the ability to purchase its Ordinary Shares. Those issues arise from certain provisions contained in the Company's Articles and the composition of its Shareholder base, specifically certain of the Company's large Ordinary Shareholders who are also US Holders. Accordingly the principal purpose of this document is to set out and explain each of those issues together with a series of Proposals to address them and which if approved will allow the Company to purchase its Ordinary Shares including under the new strategy should the Company decide to do so. Shareholders should be aware that if approved the Proposals will also provide the Company with the flexibility to purchase its ZDP Shares although the Company does not currently have an intention to do so.

Each of the issues and the Proposals to address them are set out in detail in paragraphs 3 and 4 respectively of this Part I ("*Chairman's Letter*") of this document.

The Proposals also require certain approvals to be obtained from the Company's Shareholders as well as the holders of the £38,861,140 6.00 per cent. convertible unsecured subordinated loan stock due 2021 of the Company (which are hereinafter referred to in this document as the CULS and the holders thereof as the CULS Holders). Details of such Shareholder and CULS Holder approvals are set out in paragraph 5 of this Part I ("*Chairman's Letter*") of this document.

Accordingly, in addition to the principal purpose of this document set out above, this document also:

- provides Ordinary Shareholders with notice of a Separate General Meeting of Ordinary Shareholders at which the Resolution to be proposed at that meeting will be put forward to, and voted on by, the Ordinary Shareholders;
- provides ZDP Shareholders with notice of a Separate General Meeting of ZDP Shareholders at which the Resolution to be proposed at that meeting will be put forward to, and voted on by, the ZDP Shareholders;
- provides all Shareholders (being Ordinary Shareholders and ZDP Shareholders) with notice of an Extraordinary General Meeting at which the Resolutions to be proposed at that meeting will be put forward to, and voted on by, all such Shareholders in respect of which they are entitled to vote; and
- explains why the Board:
 - considers each of the Proposals and all of the Resolutions to be proposed at the Separate General Meetings and the Extraordinary General Meeting to be in the best interests of the Company and the Shareholders;
 - unanimously recommends that Shareholders vote in favour of all the Resolutions to be proposed at the Separate General Meetings and the Extraordinary General Meeting in respect of which they are entitled to vote, as the Directors intend to do in respect of their own beneficial holdings; and
 - considers the terms of one of the Proposals which concerns certain Related Party Transactions of the Company (insofar as the Listing Rules are applicable to the Company by virtue of its voluntary compliance with the same) to be fair and reasonable as far as the Ordinary Shareholders are concerned.

With respect to the CULS Holder approval, Shareholders should be aware that a separate Circular to CULS Holders containing a Notice of Meeting of CULS Holders is also being sent to CULS Holders in connection with the Proposals. The separate Circular to CULS Holders will provide CULS Holders with notice of a Meeting of CULS Holders at which the resolution to be proposed at that meeting will be put forward to, and voted on by, the CULS Holders.

The Resolutions to be proposed at the Separate General Meetings and the Extraordinary General Meeting and the resolution to be proposed at the Meeting of CULS Holders are the only resolutions to be proposed at each of those meetings.

3. Background to and reasons for the Proposals

3.1 Class rights of ZDP Shares

The existing provisions of the Articles provide that, as a class right of the ZDP Shares, the Company is required to obtain the sanction of the ZDP Shareholders in order to pass a valid resolution to reduce the capital of the Company or to purchase Shares in the Company. Such a class right would require the Company to obtain the sanction of the ZDP Shareholders prior to each occasion that the Company sought to pass a valid resolution for any purchases of its Shares including any such purchases of its Ordinary Shares under the new strategy.

In order to address this issue, it is proposed that the Articles will be amended to permit, without the sanction of the ZDP Shareholders, the passing of any resolution(s) at any time and from time to time authorising the purchase of any class or classes of Shares by the Company made pursuant to any such resolution(s) so long as each such resolution shall be limited to:

- a general authority of Ordinary Shareholders to make Market Acquisitions of Shares where the maximum number of Shares in each class of Shares that may be purchased is equal to or less than 15 per cent. of the Shares of such class at the date of the respective notice of meeting in which such resolution is included (which is hereinafter referred to in this document as a Market Acquisition Authority); and
- an authority of Ordinary Shareholders pursuant to the Companies Law of the terms of a contract to be included in the Articles as prescribed therein for the Company to make Off-Market Acquisitions of Ordinary Shares in pursuance of the terms of that contract (which is hereinafter referred to in this document as an Off-Market Acquisition Authority).

Such resolutions (and any such purchase so authorised by such resolutions including the purchase and cancellation or holding in treasury (with or without subsequent cancellation) by the Company of any of its Shares) will be treated as being in accordance with the rights attaching to the ZDP Shares thereby not constituting an alteration, modification, abrogation or variation to the class rights of such ZDP Shares. For the avoidance of doubt, the Articles will also be amended to provide that any rights conferred upon the holders of Ordinary Shares will not be deemed to be varied, modified or abrogated by the purchase or redemption, and cancellation or holding in treasury (with or without subsequent cancellation) by the Company of any of its Shares.

A resolution in respect of an Off-Market Acquisition Authority would be needed in conjunction with a resolution concerning a Market Acquisition Authority to allow the Company to purchase its Ordinary Shares and to reduce the risk of the Company being or becoming a Controlled Foreign Corporation. Further details in relation to the need for an Off-Market Acquisition Authority including for Controlled Foreign Corporation reasons and the terms of the above mentioned contract are set out in paragraphs 3.2, 3.3, 4.1 and 4.2 of this Part I (“Chairman’s Letter”) of this document.

Any purchases of the Company’s Ordinary Shares under the new strategy are intended to be made pursuant to a Market Acquisition Authority and, subject to the passing of an Off-Market Acquisition Authority, in pursuance of the terms of the above mentioned contract as prescribed therein.

A Market Acquisition Authority will if approved authorise the Company to purchase up to a maximum number of Ordinary Shares and ZDP Shares representing approximately 14.99 per cent. of each class of those Shares. However, whilst any Market Acquisition Authority will provide the Company with the flexibility to purchase both of its Ordinary Shares and ZDP Shares, the Company does not currently have an intention to make purchases of its ZDP Shares. *In addition, should the Company decide to purchase any of its Ordinary Shares including under the new strategy, the Company's intention is only to use any Market Acquisition Authority to purchase up to a number of Ordinary Shares (including, subject to the passing of an Off-Market Acquisition Authority, any Ordinary Shares purchased in pursuance of the terms of the above mentioned contract as prescribed therein) in respect of which the aggregate cost of such Ordinary Shares so purchased in any given period for which the Company has the requisite authorities to make such purchases is not more than an amount equal to three per cent. of the Company's net assets (before dividends) as shown by the Company's published audited accounts for the financial year prior to that period ("3 per cent. of NAV"). Such amount shall, for each given period after the expiry of the first, include the unused amount(s) (if any) of any prior period(s) in addition to the 3 per cent. of NAV for such period.*

For this purpose (and for the avoidance of doubt), for the periods: (i) from the requisite approvals contemplated in this document being obtained until the Annual General Meeting of the Company in 2018, the Company's net assets shall be determined by reference to the financial year ending 28 February 2017; (ii) from the 2018 Annual General Meeting until the Annual General Meeting of the Company in 2019, the Company's net assets shall be determined by reference to the financial year ending 28 February 2018; and (iii) from each Annual General Meeting thereafter until the Annual General Meeting of the following year, the relevant net assets shall be determined by reference to the preceding financial year.

The issue of the class rights of the ZDP Shares is intended to be addressed as part of the Proposal to approve certain amendments proposed to be made to the Articles which are hereinafter referred to in this document as the Articles Amendments. Details in relation to the Articles Amendments concerning the issue of the class rights of the ZDP Shares are set out in paragraph 4.1 of this Part I ("*Chairman's Letter*") of this document.

3.2 **Controlled Foreign Corporation**

In general, a non-US corporation such as the Company would be treated as a Controlled Foreign Corporation only if its "US 10 per cent. Shareholders" (as defined below) collectively own during specified periods more than 50 per cent. of the total combined voting power or total value of the corporation's stock. A "US 10 per cent. Shareholder" means any US Holder who owns, directly or indirectly through foreign entities, or is considered to own (by application of certain constructive ownership rules), 10 per cent. or more of the total combined voting power of all classes of stock of that non-US corporation (a "**US 10 per cent. Shareholder**"). If the Company were to be treated as a Controlled Foreign Corporation, US 10 per cent. Shareholders of the Company would be subject to adverse tax consequences.

Accordingly, the Articles include certain US ownership and transfer restrictions in relation to the Ordinary Shares in order to reduce the risk that the Company could be or become a Controlled Foreign Corporation. Specifically, the Articles impose an ownership limit on acquiring Ordinary Shares after a grandfathering date of 19 April 2012 (the "**Grandfathering Date**") if, immediately after such acquisition, a US Holder would Constructively Own more than 9.9 per cent. of the Ordinary Shares in issue (the "**9.9 per cent. limit**"). The 9.9 per cent. limit is subject to exceptions including, among others, to allow certain large Ordinary Shareholders who are also US Holders and who as at the Grandfathering Date each held more than the 9.9 per cent. limit but collectively less than 50 per cent. of the Company's ordinary share capital (the "**Exceeding Shareholders**") to acquire further Ordinary Shares in certain circumstances set forth in the Articles, provided that the Exceeding Shareholders' aggregate percentage holding of Ordinary Shares after such acquisition does not exceed the greater of their aggregate percentage holding as of the Grandfathering Date and the combined aggregate limit (as defined below). The Exceeding Shareholders together, may never

hold an aggregate percentage of the Ordinary Shares in issue at the relevant time greater than the percentage specified by the Board in an approval of the Board, and which in no event shall exceed 47 per cent. of the Ordinary Shares in issue at the relevant time (the “**combined aggregate limit**”).

In circumstances where the Company’s Ordinary Shares are acquired in contravention of the above US ownership and transfer restrictions, the Articles contain forced sale provisions requiring, among other things, the relevant Ordinary Shares to be sold or, failing that, placed in trust.

Whilst the restrictions are, as mentioned above, designed to reduce the Controlled Foreign Corporation risk, they are expressed as not applying to, nor do they cater for, any increases of percentage shareholdings resulting from reductions of capital or purchases of Shares by the Company. The Board has therefore needed to consider the impact of any possible future purchases of the Company’s Ordinary Shares including under the new strategy against the Controlled Foreign Corporation issue, together with the composition of its register of members and specifically its large Ordinary Shareholders who are also US Holders including their respective holdings of Ordinary Shares.

The Exceeding Shareholders are David W. Zalaznick and John (Jay) W. Jordan II (being the JZAI Founders) and Edgewater who together, as at 19 April 2017 (being the latest practicable date prior to the publication of this document), according to notifications made to the Company in accordance with the Disclosure and Transparency Rules, held 46.99 per cent. of the Company’s issued Ordinary Share capital. The Company also has a number of other large Ordinary Shareholders that are US Holders including a number of which that are subject to and according to such notifications are approaching the 9.9 per cent. limit.

As a consequence of how Controlled Foreign Corporation status is determined and the existing (and prospective future) percentage holdings of the Exceeding Shareholders and the Company’s other large Ordinary Shareholders who are also US Holders, if the Company was to undertake a purchase of its Ordinary Shares including under the new strategy (in circumstances where the above US ownership and transfer restrictions do not apply to, nor cater for, any increases of percentage shareholdings resulting from such a purchase), then such a purchase could increase those Ordinary Shareholders’ percentage holdings of Ordinary Shares above the relevant thresholds for determining Controlled Foreign Corporation status such that the Company could be or become a Controlled Foreign Corporation and thereby potentially materialising the Controlled Foreign Corporation risk. That could be the case unless the Exceeding Shareholders and the Company’s other large Ordinary Shareholders who are also US Holders were party to such a transaction at a rate such that the relevant US ownership restrictions are observed.

CFC Buy Back Arrangement

In order to address this issue for purchases of Ordinary Shares by the Company including under the new strategy and so as to allow the Company to effect such purchases and to reduce the risk of the Company being or becoming a Controlled Foreign Corporation, it is proposed that the Articles will be amended to include an arrangement which shall constitute a contract for the Company to make such purchases in pursuance of the terms of that contract as prescribed therein. That arrangement is hereinafter referred to in this document as the CFC Buy Back Arrangement.

The Articles as proposed to be amended to include the CFC Buy Back Arrangement will require an Off-Market Acquisition Authority in order to authorise any such purchases made in pursuance of its terms as prescribed therein. The CFC Buy Back Arrangement will also only apply in the case of any purchase from time to time of Ordinary Shares by the Company made pursuant to a Market Acquisition Authority. Accordingly, any purchases by the Company of Ordinary Shares will be made pursuant to a Market Acquisition Authority and, subject to the passing of an Off-Market Acquisition Authority, in pursuance of the terms of the Articles as prescribed by the CFC Buy Back Arrangement to be included therein.

In relation to the CFC Buy Back Arrangement to be included in the Articles, the arrangement will apply to:

- each Exceeding Shareholder; and

- each other US Holder who the Board determines, in its absolute discretion, might breach the 9.9 per cent. limit immediately after giving effect to any such purchases pursuant to a Market Acquisition Authority (a “**CFC Limited Shareholder**” and, together with the Exceeding Shareholders, the “**CFC Buy Back Arrangement Shareholders**”).

In the case of any purchase of Ordinary Shares by the Company made pursuant to a Market Acquisition Authority, the CFC Buy Back Arrangement will require, unless the Board determines otherwise, in its absolute discretion (and subject to the passing of an Off-Market Acquisition Authority), that each CFC Buy Back Arrangement Shareholder shall be required to sell to the Company (and the Company shall buy from each such CFC Buy Back Arrangement Shareholder), such number of their Ordinary Shares that the Board determines, in its absolute discretion, would be necessary or desirable in order to prevent any such purchases made pursuant to such Market Acquisition Authority from resulting in:

- for each Exceeding Shareholder, that Exceeding Shareholder increasing its percentage holding of Ordinary Shares; and
- for each CFC Limited Shareholder, that CFC Limited Shareholder exceeding the 9.9 per cent. limit,

(collectively, and together with the other terms set out in this section under the heading entitled “*CFC Buy Back Arrangement*”, the “**CFC Buy Back Arrangement**”).

The Ordinary Shares required to be purchased under the CFC Buy Back Arrangement (together, the “**CFC Buy Back Arrangement Shares**”) will be determined on a daily basis and executed following and as soon as reasonably practicable after completing the execution of all purchases of Ordinary Shares pursuant to such Market Acquisition Authority on that day on which such purchases pursuant to such Market Acquisition Authority are agreed.

The price that each CFC Buy Back Arrangement Shareholder will be entitled to receive and that will be paid by the Company to each of them in respect of each of their respective CFC Buy Back Arrangement Shares determined as being required to be purchased under the CFC Buy Back Arrangement in respect of any given day shall be the volume weighted average price payable per Ordinary Share in respect of the Ordinary Shares agreed to be purchased by the Company on that day pursuant to such Market Acquisition Authority (the “**CFC Buy Back Arrangement Price**”).

For the purpose of giving effect to purchases of CFC Buy Back Arrangement Shares under the CFC Buy Back Arrangement, any Director may (or the Board may appoint any person that the Board so authorises from time to time to) effect those purchases on behalf of each CFC Buy Back Arrangement Shareholder.

Shareholders should note that the purpose of the CFC Buy Back Arrangement is to address the Controlled Foreign Corporation issue and is not being proposed for any other reason.

Shareholders should also be aware that the CFC Buy Back Arrangement as far as it concerns any purchase from time to time by the Company of any of its Ordinary Shares from the CFC Buy Back Arrangement Shareholders who are Exceeding Shareholders (and who are also all Related Parties of the Company) on the terms of the CFC Buy Back Arrangement would be considered Related Party Transactions (insofar as the Listing Rules are applicable to the Company by virtue of its voluntary compliance with the same). Any such Related Party Transactions are hereinafter referred to in this document as a CFC Related Party Transaction. Approval of any CFC Related Party Transaction on the terms of the CFC Buy Back Arrangement is one of the Proposals the subject of a Shareholder approval to be proposed as a Resolution at the Extraordinary General Meeting. Further details in relation to any such CFC Related Party Transaction are set out in paragraph 4.3 of this Part I (“*Chairman’s Letter*”) of this document.

US ownership and transfer restrictions

In order to further address the Controlled Foreign Corporation issue for purchases of Ordinary Shares by the Company, it is also proposed that the Articles will be amended so that the above US ownership and transfer restrictions that relate to Controlled Foreign Corporations including the forced sale provisions apply to increases of percentage shareholdings resulting from such purchases and also to any reductions of capital relating to Ordinary Shares. The amendments will apply to any type of purchase by the Company of its Ordinary Shares if and to the extent that the terms of the CFC Buy Back Arrangement to be included in the Articles do not apply or have not been complied with as well as to any reductions of capital relating to Ordinary Shares by the Company.

Firstly, the Articles (if amended) would expand the ownership limit on holding Ordinary Shares if, as a consequence of a purchase of the Company's Ordinary Shares or a reduction of capital relating to Ordinary Shares by the Company, a US Holder (other than an Exceeding Shareholder) would Constructively Own in excess of the 9.9 per cent. limit. Ordinary Shareholders who are also US Holders (other than, for the reasons below, the Exceeding Shareholders) will be subject to the 9.9 per cent. limit and their Ordinary Shares will therefore be subject to the forced sale provisions contained in the Articles if and to the extent that the effect of the purchase or reduction is to increase their percentage holdings of Ordinary Shares in excess of that limit.

Secondly, the Articles (if amended) would provide for an exception to the 9.9 per cent. limit allowing the Exceeding Shareholders to Constructively Own in excess of that limit if their aggregate percentage holdings of Ordinary Shares after a purchase of the Company's Ordinary Shares or a reduction of capital relating to Ordinary Shares by the Company does not exceed the greater of their aggregate percentage holding as at the Grandfathering Date and the combined aggregate limit. The Ordinary Shares of the Exceeding Shareholders will be subject to the forced sale provisions contained in the Articles if and to the extent that the effect of the purchase or reduction is to increase the Exceeding Shareholders' aggregate percentage holdings of Ordinary Shares in excess of that limit. The Ordinary Shares subject to such forced sale provisions shall be determined amongst the Exceeding Shareholders in proportion to the extent to which each Exceeding Shareholders' proportion of the Ordinary Shares increased as a consequence of the purchase or reduction.

Thirdly, the Articles (if amended) would as a clarifying amendment make it clear that, with respect to the forced sale provisions relating to the US ownership and transfer restrictions (as those provisions currently apply and are proposed to apply), the relevant holder of any Ordinary Shares required to be placed in trust pursuant to those provisions shall have no rights in those Ordinary Shares except to receive an amount of proceeds from their sale of an amount not greater than their value on the fourteenth day from the date of contravening the relevant restrictions. Any sale proceeds in excess of that amount shall be donated to charity.

The above amendments proposed to be made to the Articles are intended to provide a further safeguard against the Controlled Foreign Corporation issue in circumstances where the Company purchases its Ordinary Shares by any means or undertakes a reduction of capital relating to Ordinary Shares in addition to the safeguard which is proposed to be provided by the CFC Buy Back Arrangement.

The existing provisions in the Articles, which allow the Company to decline to register a person as, or to require such person to cease to be, a holder of any class of ordinary shares or other equity securities of the Company if, among other reasons, they believe that such person would materially increase the risk that the Company could be or become a Controlled Foreign Corporation, will be retained. In circumstances where those provisions allow for a forced sale of such shares or securities such a sale is made at the best price reasonably obtainable at the relevant time. Such existing provisions as already contained in the Articles provide additional flexibility for the Company to address the Controlled Foreign Corporation issue.

Shareholders should note such forced sale provisions referred to above concern forced sales to third parties as opposed to mandatory purchases by the Company, which are provided for in the case of the CFC Buy Back Arrangement.

The Controlled Foreign Corporation issue is intended to be addressed as part of the Proposal to approve certain amendments proposed to be made to the Articles (being the Articles Amendments) and the Proposal to approve any CFC Related Party Transaction on the terms of the CFC Buy Back Arrangement. Further details in relation to the Articles Amendments concerning the Controlled Foreign Corporation issue are set out in paragraph 4.1 and details of any such CFC Related Party Transaction are set out in paragraph 4.3, in each case, of this Part I (“Chairman’s Letter”) of this document.

Shareholders should be aware that there are certain risks related to the above measures to address the Controlled Foreign Corporation issue in the context of a purchase of Ordinary Shares or capital reduction relating to Ordinary Shares by the Company and the Proposals generally. Whilst the measures are aimed at reducing the risk of the Company thereby being or becoming a Controlled Foreign Corporation, the Company cannot provide any assurance that the Company will not be or become a Controlled Foreign Corporation. The Company’s treatment as a Controlled Foreign Corporation could have adverse tax consequences for US 10 per cent. Shareholders. Shareholders should also be aware that the Company may decline to register a person as, or to require such person to cease to be, a holder of any class of ordinary shares or other equity securities of the Company because of, among other reasons, the US ownership and transfer restrictions that relate to Controlled Foreign Corporations contained in the Articles (including, for the avoidance of doubt in this paragraph, as contained in the Articles as proposed to be amended). Shareholders may be subject to forced sale provisions contained in the Articles in which case they could be forced to dispose of their securities. Shareholders may also be restricted by such provisions with respect to the persons to whom they are permitted to transfer their securities. In addition, any action taken by the Company for the purpose of forcing the sale of securities which the Company believes to be in breach of those restrictions could lead to potential claims and related costs. Although the Company considers that it would be acting in accordance with the powers that it has under the Articles and does not believe that any claim in respect of the exercise of forced sale provisions in accordance with the Articles would be valid as a matter of Guernsey law, there can be no assurance that claims will not be asserted, or that the Company will not incur costs in defending against or settling any such claims.

The risks set out above are the risks which are considered to be material but are not the only risks relating to the Company, the above measures to address the Controlled Foreign Corporation issue or the Proposals generally. There may be additional risks that the Company does not consider to be material or of which the Company is not aware. If any of these risks or the risks above were to materialise, such risks could have a material adverse effect on the Company’s financial condition, results of operations or net asset value, the price of the Company’s Shares and/or on the Company’s ability to meet its financial obligations.

Shareholders should be aware that this document does not constitute tax advice and is not intended to be a substitute for tax advice and planning. Shareholders must consult their own tax advisers concerning the laws of any applicable taxing jurisdiction in their particular situations of the acquisition, ownership and disposition of any of the Company’s securities. In particular, Ordinary Shareholders who are also US Holders are urged to consult their own tax advisers about the application of the Controlled Foreign Corporation rules (including as a result of the Articles Amendments and any CFC Related Party Transaction on the terms of the CFC Buy Back Arrangement) to their particular situations.

3.3 Market Acquisition Authority and Off-Market Acquisition Authority

Any purchase of Shares by the Company will still require any other necessary authorities to affect any such purchase including, for any purchases of the Company’s Ordinary Shares under the new strategy, a Market Acquisition Authority and, in the case of any such purchases made in pursuance of the terms of the Articles as prescribed by the CFC Buy Back Arrangement to be included therein, an Off-Market Acquisition Authority.

In order to address this issue, a Market Acquisition Authority and an Off-Market Acquisition Authority, which are hereinafter referred to in this document as the Market Acquisition Buy Back Authority and the Off-Market Acquisition Buy Back Authority respectively and together as the Buy Back Authorities, are proposed to be sought at the Extraordinary General Meeting.

The Off-Market Acquisition Buy Back Authority is needed in conjunction with the Market Acquisition Buy Back Authority for reasons related to the Controlled Foreign Corporation issue explained in paragraph 3.2 of this Part I (“*Chairman’s Letter*”) of this document. Specifically, the Articles as proposed to be amended to include the CFC Buy Back Arrangement, which applies in the case of purchases of Ordinary Shares by the Company made pursuant to a Market Acquisition Authority, also requires an Off-Market Acquisition Authority in order to authorise any such purchases made in pursuance of the terms of the Articles as prescribed by the CFC Buy Back Arrangement to be included therein.

Each of the Buy Back Authorities are intended by the Company to remain in place until at the Annual General Meeting of the Company in 2018 and so will not be put forward to, and voted on by, Ordinary Shareholders at the upcoming 2017 Annual General Meeting. However, it is intended by the Company for each of the Buy Back Authorities to be renewed at the 2018 Annual General Meeting and at each Annual General Meeting thereafter.

Accordingly, any purchases of the Company’s Ordinary Shares under the new strategy are intended to be made pursuant to the Market Acquisition Buy Back Authority (or any future Market Acquisition Authority) and, subject to the passing of the Off-Market Acquisition Buy Back Authority (or any future Off-Market Acquisition Authority), in pursuance of the terms of the Articles as prescribed by the CFC Buy Back Arrangement to be included therein.

The Market Acquisition Buy Back Authority (and any future Market Acquisition Authority) will if approved authorise the Company to purchase up to a maximum number of Ordinary Shares and ZDP Shares representing approximately 14.99 per cent. of each class of those Shares. However, as mentioned in paragraph 3.1 of this Part I (“*Chairman’s Letter*”) of this document, the Company does not currently have an intention to make purchases of its ZDP Shares and, should the Company decide to purchase any of its Ordinary Shares including under the new strategy, the Company’s intention is only to use the Market Acquisition Buy Back Authority (or any future Market Acquisition Authority) to purchase up to a number of Ordinary Shares (which shall include, subject to the passing of the Off-Market Acquisition Buy Back Authority (or any future Off-Market Acquisition Authority), any Ordinary Shares purchased in pursuance of the terms of the Articles as prescribed by the CFC Buy Back Arrangement to be included therein) subject to the parameters described in that paragraph.

The decision by the Company to undertake any purchase of its Ordinary Shares so authorised by the Buy Back Authorities (or any future Market Acquisition Authority or any future Off-Market Acquisition Authority) including under the new strategy will be a matter determined by the Board with the consent of the Company’s Investment Adviser.

The issue of the required authorities to make purchases of Shares by the Company are intended to be addressed as part of the Proposal to authorise the Buy Back Authorities. Details in relation to the Buy Back Authorities are set out in paragraph 4.2 of this Part I (“*Chairman’s Letter*”) of this document.

4. Details of the Proposals

4.1 Articles Amendments

The Proposal to approve the Articles Amendments is intended to address the issue of the class rights of the ZDP Shares and, together with the Proposal to approve any CFC Related Party Transaction on the terms of the CFC Buy Back Arrangement, the Controlled Foreign Corporation issue.

As such, the Company is proposing to amend the Articles by approving and adopting the New Articles in substitution for, and to the exclusion of, the Company’s existing Articles.

The principal amendments that the Company proposes to make to the Articles are as set out below:

Class rights of ZDP Shares

- Altering, modifying, abrogating or varying the class rights of the ZDP Shares to allow, without the sanction of the ZDP Shareholders, the passing of any resolution(s) at any time and from time to time authorising the purchase of any class or classes of Shares by the Company made pursuant to any such resolution(s) so long as each such resolution shall be limited to:
 - a general authority of Ordinary Shareholders to make Market Acquisitions of Shares where the maximum number of Shares in each class of Shares that may be purchased is equal to or less than 15 per cent. of the Shares of such class at the date of the respective notice of meeting in which such resolution is included, being a Market Acquisition Authority; and
 - an authority of Ordinary Shareholders pursuant to the Companies Law of the terms of a contract to be included in the Articles as prescribed by the CFC Buy Back Arrangement to be included therein for the Company to make Off-Market Acquisitions of Ordinary Shares in pursuance of the terms of that contract, being an Off-Market Acquisition Authority.

Such resolutions (and any such purchase so authorised by such resolutions including the purchase and cancellation or holding in treasury (with or without subsequent cancellation) by the Company of any of its Shares) will be treated as being in accordance with the rights attaching to the ZDP Shares thereby not constituting an alteration, modification, abrogation or variation to the class rights of such ZDP Shares.

The Articles will also be amended to provide that any rights conferred upon the holders of Ordinary Shares will not be deemed to be varied, modified or abrogated by the purchase or redemption, and cancellation or holding in treasury (with or without subsequent cancellation) by the Company of any of its Shares.

Controlled Foreign Corporation

- Amending the Articles to require, unless the Board determines otherwise, in its absolute discretion (and subject to the passing of an Off-Market Acquisition Authority), that, in the case of a purchase from time to time of the Company's Ordinary Shares made pursuant to a Market Acquisition Authority, each CFC Buy Back Arrangement Shareholder shall be required to sell to the Company (and the Company shall buy from each such CFC Buy Back Arrangement Shareholder), such number of their Ordinary Shares that the Board determines, in its absolute discretion, would be necessary or desirable in order to prevent any such purchases made pursuant to such Market Acquisition Authority from resulting in: (i) for each Exceeding Shareholder, that Exceeding Shareholder increasing its percentage holding of Ordinary Shares; and (ii) for each CFC Limited Shareholder, that CFC Limited Shareholder exceeding the 9.9 per cent. limit. Such amendments will also provide that:
 - the Ordinary Shares required to be purchased under the CFC Buy Back Arrangement, being the CFC Buy Back Arrangement Shares, will be determined on a daily basis and executed following and as soon as reasonably practicable after completing the execution of all purchases of Ordinary Shares pursuant to such Market Acquisition Authority on that day on which such purchases pursuant to such Market Acquisition Authority are agreed;
 - the price that each CFC Buy Back Arrangement Shareholder will be entitled to receive and that will be paid by the Company to each of them in respect of each of their respective CFC Buy Back Arrangement Shares determined as being required to be purchased under the CFC Buy Back Arrangement in respect of any given day shall be

the volume weighted average price payable per Ordinary Share in respect of the Ordinary Shares agreed to be purchased by the Company on that day pursuant to such Market Acquisition Authority, being the CFC Buy Back Arrangement Price; and

- for the purpose of giving effect to purchases of CFC Buy Back Arrangement Shares under the CFC Buy Back Arrangement, any Director may (or the Board may appoint any person that the Board so authorises from time to time to) effect those purchases on behalf of each CFC Buy Back Arrangement Shareholder.
- Amending the US ownership and transfer restrictions that relate to Controlled Foreign Corporations including the forced sale provisions to apply to increases of percentage shareholdings resulting from any purchases by the Company of its Ordinary Shares if and to the extent that the terms of CFC Buy Back Arrangement to be included in the Articles do not apply or have not been complied with as well as to any reductions of capital relating to Ordinary Shares by the Company including:
 - expanding the ownership limit on holding Ordinary Shares if, as a consequence of such a purchase or reduction, a US Holder (other than an Exceeding Shareholder) would Constructively Own in excess of the 9.9 per cent. limit;
 - providing for an exception to the 9.9 per cent. limit allowing the Exceeding Shareholders to Constructively Own in excess of that limit if their aggregate percentage holding of Ordinary Shares after such a purchase or reduction does not exceed the greater of their aggregate percentage holding as at the Grandfathering Date and the combined aggregate limit; and
 - making the forced sale provisions apply to any breach of the amended US ownership and transfer restrictions that relate to Controlled Foreign Corporations such that:
 - the Ordinary Shares of Ordinary Shareholders who are also US Holders (other than the Exceeding Shareholders) will be subject to the forced sale provisions contained in the Articles if and to the extent that the effect of such a purchase or reduction is to increase their percentage holdings of Ordinary Shares in excess of the 9.9 per cent. limit; and
 - the Ordinary Shares of the Exceeding Shareholders will be subject to the forced sale provisions contained in the Articles if and to the extent that the effect of such a purchase or reduction is to increase the Exceeding Shareholders' aggregate percentage holdings of Ordinary Shares in excess of the greater of their aggregate percentage holding as at the Grandfathering Date and the combined aggregate limit. The Ordinary Shares subject to such forced sale provisions shall be determined amongst the Exceeding Shareholders in proportion to the extent to which each Exceeding Shareholders' proportion of the Ordinary Shares increased as a consequence of the purchase or reduction.
- Amending the forced sale provisions relating to the US ownership and transfer restrictions (as those provisions currently apply and are proposed to apply) to make it clear that, the relevant holder of any Ordinary Shares required to be placed in trust pursuant to those provisions shall have no rights in those Ordinary Shares except to receive an amount of proceeds from their sale of an amount not greater than their value on the fourteenth day from the date of contravening the relevant restrictions. Any sale proceeds in excess of that amount shall be donated to charity.

A copy of the New Articles and a copy of the Company's existing Articles marked to show the Articles Amendments (and, in each case, containing the full terms of such proposed Articles Amendments) is on display and available for inspection as set out in paragraph 7 of Part II ("*Additional Information*") of this document.

The Shareholder approvals required to approve the Articles Amendments are set out in paragraphs 5.2 to 5.4 of this Part I (“*Chairman’s Letter*”) of this document. Shareholders should be aware that, in addition to the Shareholder approvals, the approval of the CULS Holders will also be needed to approve the Articles Amendments. Such CULS Holder approval is set out in paragraph 5.1 of this Part I (“*Chairman’s Letter*”) of this document.

4.2 **Buy Back Authorities**

The separate Proposals to authorise the Buy Back Authorities are intended to address the issue of the required authorities to make purchases of Shares by the Company.

As such, the Company is proposing to authorise the Buy Back Authorities, being the Market Acquisition Buy Back Authority and the Off-Market Acquisition Buy Back Authority.

The Off-Market Acquisition Buy Back Authority is needed in conjunction with the Market Acquisition Buy Back Authority for reasons related to the Controlled Foreign Corporation issue explained in paragraph 3.2 of this Part I (“*Chairman’s Letter*”) of this document. Specifically, the Articles as proposed to be amended to include the CFC Buy Back Arrangement, which applies in the case of purchases of Ordinary Shares by the Company made pursuant to a Market Acquisition Authority, also requires an Off-Market Acquisition Authority in order to authorise any such purchases made in pursuance of the terms of the Articles as prescribed by the CFC Buy Back Arrangement to be included therein.

As detailed in paragraph 1 of this Part I (“*Chairman’s Letter*”) of this document, the Board has determined that the interests of Shareholders would be better served through a new strategy which would include the application of the Company’s available distributable profits in the purchase by the Company of its Ordinary Shares. Under the new strategy, purchases by the Company of its Ordinary Shares will be undertaken when opportunities in the market permit, and as the Company’s cash resources allow. The Board will also have regard at the relevant time to the best interests of the Company in determining the application of cash resources and where other applications are required or seem appropriate, such as in other investments or the repayment of debt, the cash would be applied accordingly.

Any purchases of the Company’s Ordinary Shares under the new strategy are intended to be made pursuant to the Market Acquisition Buy Back Authority (or any future Market Acquisition Authority) and, subject to the passing of the Off-Market Buy Back Acquisition Authority (or any future Off-Market Acquisition Authority), in pursuance of the terms of the Articles as prescribed by the CFC Buy Back Arrangement to be included therein.

Shareholders should be aware that, as mentioned in paragraphs 3.1 and 3.3 of this Part I (“*Chairman’s Letter*”) of this document, whilst the Market Acquisition Buy Back Authority (and any future Market Acquisition Authority) will if approved authorise the Company to purchase up to a maximum number of Ordinary Shares and ZDP Shares representing approximately 14.99 per cent. of each class of those Shares, the Company does not currently have an intention to make purchases of its ZDP Shares. *In addition and also as mentioned in those paragraphs, should the Company decide to purchase any of its Ordinary Shares including under the new strategy, the Company’s intention is only to use the Market Acquisition Buy Back Authority (or any future Market Acquisition Authority) to purchase up to a number of Ordinary Shares (which shall include, subject to the passing of the Off-Market Buy Back Acquisition Authority (or any future Off-Market Acquisition Authority), any Ordinary Shares purchased in pursuance of the terms of the Articles as prescribed by the CFC Buy Back Arrangement to be included therein) in respect of which the aggregate cost of such Ordinary Shares so purchased in any given period for which the Company has the requisite authorities to make such purchases is not more than an amount equal to 3 per cent. of NAV for that period. Such amount shall, for each given period after the expiry of the first, include the unused amount(s) (if any) of any prior period(s) in addition to the 3 per cent. of NAV for such period.*

For this purpose (and for the avoidance of doubt), for the periods: (i) from the requisite approvals contemplated in this document being obtained until the Annual General Meeting of the Company in 2018, the Company’s net assets shall be determined by reference to the financial year ending 28 February 2017; (ii) from the 2018 Annual General Meeting until the Annual General Meeting

of the Company in 2019, the Company's net assets shall be determined by reference to the financial year ending 28 February 2018; and (iii) from each Annual General Meeting thereafter until the Annual General Meeting of the following year, the relevant net assets shall be determined by reference to the preceding financial year.

The decision by the Company to undertake any purchase of its Ordinary Shares so authorised by the Buy Back Authorities (or any future Market Acquisition Authority or any Off-Market Acquisition Authority) including under the new strategy will be a matter determined by the Board with the consent of the Company's Investment Adviser.

Shares so authorised to be purchased by the Buy Back Authorities will be either:

- cancelled immediately on completion of the purchase; or
- held as treasury shares as permitted by the Companies Law.

As at 19 April 2017 (being the latest practicable date prior to the publication of this document), the Company has no warrants or options in issue and that remain outstanding to subscribe for new Shares in the Share capital of the Company. The Company does however have £38,861,140 CULS in issue as at 19 April 2017. The CULS are convertible into Ordinary Shares in accordance with their terms.

Nothing in any of the Proposals contemplated herein shall require the conversion price of the CULS to be adjusted.

Market Acquisition Buy Back Authority

The Market Acquisition Buy Back Authority will generally and unconditionally authorise the Company for the purposes of the Companies Law to make Market Acquisitions of any of its Shares in the capital of the Company. Specifically, it will give the Company authority to make Market Acquisitions of any of its Shares up to a maximum number of Shares in each class of Shares in the capital of the Company, being 12,577,736 Ordinary Shares and 1,784,967 ZDP Shares, representing approximately 14.99 per cent. of each class of Shares in issue as at 19 April 2017 (being the latest practicable date prior to publication of this document).

Under the Market Acquisition Buy Back Authority, the minimum price that may be paid for each Share of any class is 1 pence which amount shall be exclusive of expenses. And the maximum price (exclusive of expenses) that may be paid for each Share of any class is an amount equal to the higher of:

- 105 per cent. of the average of the middle market quotations for a Share of that class as derived from the daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which such Share is contracted to be purchased; and
- the higher of the price of the last independent trade of a Share of that class and the highest current independent bid for a Share of that class on the trading venues where the purchase is carried out.

The Market Acquisition Buy Back Authority will be in substitution for all subsisting authorities to the extent unused by the Company. Unless previously renewed, revoked or varied, the Market Acquisition Buy Back Authority will expire at the conclusion of the Annual General Meeting of the Company in 2018 or on 30 June 2018, whichever is the earlier (and, for the avoidance of doubt, it is not intended for a separate Market Acquisition Authority to be put forward to, and voted on by, Ordinary Shareholders at the upcoming 2017 Annual General Meeting). However, the Company may, before the Market Acquisition Buy Back Authority expires, make a contract to purchase Shares of any class of Shares in the capital of the Company that would or might be executed wholly or partly after the expiry of the Market Acquisition Buy Back Authority, and may make purchases of Shares of that class pursuant to it as if the Market Acquisition Buy Back Authority had not expired. The Company intends for the Market Acquisition Buy Back Authority to be renewed at the Annual General Meeting of the Company in 2018 and at each Annual General Meeting thereafter.

The Shareholder approval required to authorise the Market Acquisition Buy Back Authority is set out in paragraph 5.4 of this Part I ("*Chairman's Letter*") of this document.

Off-Market Acquisition Buy Back Authority

The Off-Market Acquisition Buy Back Authority will authorise pursuant to the Companies Law the terms of a contract to be included in the Articles as prescribed by the CFC Buy Back Arrangement to be included therein for the Company to make Off-Market Acquisitions of Ordinary Shares in pursuance of the terms of that contract.

The terms of the CFC Buy Back Arrangement will, as mentioned above, be included in the Articles which shall constitute a contract for the Company to make purchases of Ordinary Shares in pursuance of the terms of that contract as prescribed therein. The Articles as proposed to be amended to include the CFC Buy Back Arrangement will require the Off-Market Acquisition Buy Back Authority in order to authorise any such purchases made in pursuance of its terms as prescribed by the CFC Buy Back Arrangement to be included therein and will apply in the case of any purchase from time to time of Ordinary Shares by the Company made pursuant to a Market Acquisition Authority such that the Off-Market Acquisition Buy Back Authority will be needed in conjunction with the Market Acquisition Buy Back Authority.

Further terms of the CFC Buy Back Arrangement are as set out in paragraph 3.2 and details of any CFC Related Party Transaction on the terms of the CFC Buy Back Arrangement required to be approved by Ordinary Shareholders in connection with that arrangement are as set out in paragraph 4.3, in each case, of this Part I (“*Chairman’s Letter*”) of this document.

Unless previously renewed, revoked or varied, the Off-Market Acquisition Buy Back Authority will expire at the conclusion of the Annual General Meeting of the Company in 2018 or on 30 June 2018, whichever is the earlier (and, for the avoidance of doubt, it is not intended for a separate Off-Market Acquisition Authority to be put forward to, and voted on by, Ordinary Shareholders at the upcoming 2017 Annual General Meeting). The Company intends for the Off-Market Acquisition Buy Back Authority to be renewed at the Annual General Meeting of the Company in 2018 and at each Annual General Meeting thereafter.

The Shareholder approval required to authorise the Off-Market Acquisition Buy Back Authority is set out in paragraph 5.4 of this Part I (“*Chairman’s Letter*”) of this document.

4.3 Any CFC Related Party Transaction

Shareholders should note that the CFC Buy Back Arrangement as far as it concerns any purchase at any time and from time to time by the Company of any of its Ordinary Shares from the CFC Buy Back Arrangement Shareholders who are Exceeding Shareholders on the terms of the CFC Buy Back Arrangement would be considered Related Party Transactions (insofar as the Listing Rules are applicable to the Company by virtue of its voluntary compliance with the same).

This is because the Exceeding Shareholders would be considered Related Parties of the Company and the CFC Buy Back Arrangement insofar as it concerns purchases from the Exceeding Shareholders would be considered to be transactions or arrangements between the Company and Related Parties.

Specifically, in the case of the Exceeding Shareholders, the Investment Adviser is the Company’s investment adviser and, under the Listing Rules, would therefore be considered a Related Party of the Company. As founders and principals of the Investment Adviser, the JZAI Founders are associates of the Investment Adviser and would also be considered Related Parties of the Company under the Listing Rules. In addition, the JZAI Founders are considered to be Related Parties of the Company under the Listing Rules as they are each entitled to exercise, or exercise the control of, 10 per cent. or more of the votes able to be cast at a general meeting of the Company. Separately, Edgewater is considered to be a Related Party of the Company under the Listing Rules as it too is entitled to exercise, or exercise the control of, 10 per cent. or more of the votes able to be cast at a general meeting of the Company. In the case of the CFC Buy Back Arrangement, insofar as it concerns purchases from the Exceeding Shareholders, such purchases would be considered to be transactions or arrangements between the Company and Related Parties. Accordingly, the Exceeding Shareholders as Related Parties and the CFC Buy Back Arrangement insofar as it

concerns purchases from the Exceeding Shareholders as transactions or arrangements between the Company and Related Parties would be considered Related Party Transactions (insofar as the Listing Rules are applicable to the Company by virtue of its voluntary compliance with the same).

The Proposal to approve any CFC Related Party Transaction resulting from any purchase at any time and from time to time by the Company of any of its Ordinary Shares from the Exceeding Shareholders as Related Parties on the terms of the CFC Buy Back Arrangement is, together with the Proposal to approve the Articles Amendments, intended to address the Controlled Foreign Corporation issue.

As such, the Company is proposing to approve any such CFC Related Party Transaction which, together with the approval of the Articles Amendments, will allow the CFC Buy Back Arrangement to be effected. As explained further in paragraph 3.2 of this Part I (“*Chairman’s Letter*”) of this document, the CFC Buy Back Arrangement is designed to reduce the risk of the Company thereby being or becoming a Controlled Foreign Corporation. The terms of the CFC Buy Back Arrangement are as set out in paragraph 3.2 of this Part I (“*Chairman’s Letter*”) of this document.

The Shareholder approval required to approve any CFC Related Party Transaction on the terms of the CFC Buy Back Arrangement, is set out in paragraph 5.4 of this Part I (“*Chairman’s Letter*”) of this document.

Shareholders should be aware that the Shareholder approval being sought is to apply to any CFC Related Party Transaction resulting from any purchase at any time and from time to time by the Company of any of its Ordinary Shares from the Exceeding Shareholders as Related Parties on the terms of the CFC Buy Back Arrangement. Accordingly, whilst the Company intends to renew the Off-Market Acquisition Buy Back Authority at the Annual General Meeting of the Company in 2018 and any future Off-Market Acquisition Authority at each Annual General Meeting thereafter (which would be needed for the purpose of being able to effect the CFC Buy Back Arrangement), the Shareholder approval required to approve any such CFC Related Party Transaction will not be required to be sought again (assuming such approval is passed at the Extraordinary General Meeting). This is because such Shareholder approval will apply to and approve any such CFC Related Party Transaction resulting from any future purchase at any time and from time to time whether effecting that arrangement is authorised by the Off-Market Acquisition Buy Back Authority (or any future Off-Market Acquisition Authority).

Each of the Exceeding Shareholders (being the JZAI Founders and Edgewater), referred to in this document for the purpose of any CFC Related Party Transaction on the terms of the CFC Buy Back Arrangement as the CFC Related Parties, have undertaken not to vote on, and have each taken all reasonable steps to ensure that their respective associates will not vote on, the Shareholder approval required to approve any such CFC Related Party Transaction.

Shareholders should also refer to the risks as set out in paragraph 3.2 of this Part I (“Chairman’s Letter”) of this document.

5. Shareholder and CULS Holder approvals, irrevocable undertakings and Meetings

Each of the Proposals, being the Articles Amendments, the separate Buy Back Authorities and any CFC Related Party Transaction on the terms of the CFC Buy Back Arrangement, are subject to certain Shareholder approvals and, in the case of the Articles Amendments only, the approval of CULS Holders.

Such Shareholder approvals are to be proposed at the Separate General Meetings and the Extraordinary General Meeting. Details of the Separate General Meetings and the Extraordinary General Meeting, together with the relevant Resolutions are set out in paragraphs 5.2 to 5.4 of Part I (“*Chairman’s Letter*”) of this document.

The CULS Holder approval is to be proposed at a Meeting of CULS Holders. Details of the Meeting of CULS Holders, together with the relevant resolution to be proposed at that meeting are also set out in paragraph 5.1 of Part I (“Chairman’s Letter”) of this document. In connection with the Proposals a separate Circular to CULS Holders containing a Notice of Meeting of CULS Holders is being sent to CULS Holders.

For the avoidance of doubt, the Resolutions to be proposed at the Separate General Meetings and the Extraordinary General Meeting and the resolution to be proposed at the Meeting of CULS Holders are the only resolutions to be proposed at each of those meetings.

5.1 Meeting of CULS Holders

The Articles Amendments are subject to the approval of CULS Holders.

The Meeting of CULS Holders will be held at 10.30 a.m. on 16 May 2017 in England at the offices of Ashurst LLP at Broadwalk House, 5 Appold Street, London EC2A 2HA, United Kingdom for the purpose considering and, if thought fit, passing the resolution to be proposed at that meeting.

In connection with the Proposals, a separate Circular to CULS Holders containing a Notice of Meeting of CULS Holders is being sent to CULS Holders. The Notice of Meeting of CULS Holders will contain the relevant resolution to be considered and, if thought fit, passed at the Meeting of CULS Holders and concerns, among other things, (i) the sanction and approval of the adoption of the New Articles in substitution for, and to the exclusion of, the Company’s existing Articles and each and every alteration, modification, abrogation or variation of the rights and privileges attaching or belonging to the Ordinary Shares as is, or may be, involved therein or effected thereby; and (ii) authorises, directs, requests and empowers the CULS Trustee to carry out and give effect to the resolution, and indemnifies, discharges, waives and exonerates the CULS Trustee from all liability in connection with the resolution, the separate Circular to CULS Holders, the Notice of Meeting of CULS Holders contained therein and/or any matters contemplated thereby, and waives irrevocably any claim that the CULS Holders may have against the CULS Trustee arising as a result of any loss or damage which any CULS Holder may suffer or incur as a result of the CULS Trustee acting upon the resolution (in respect of which the CULS Trustee shall have no responsibility to any person) and further confirms that the CULS Holders will not seek to hold the CULS Trustee liable for any such loss or damage.

The resolution is intended to be proposed as an extraordinary resolution (within the meaning of the CULS Trust Deed). CULS Holders only will be entitled to vote on the resolution. **Shareholders should be aware the Company has received irrevocable undertakings to vote in favour of the resolution representing 22.14 per cent. of the voting rights of the CULS entitled to vote on that resolution.**

As mentioned in paragraph 4.2 of this Part I (“Chairman’s Letter”) of this document, nothing in any of the Proposals contemplated herein shall require the conversion price of the CULS to be adjusted.

5.2 Separate General Meeting of Ordinary Shareholders

The Articles Amendments are subject to the approval of Ordinary Shareholders at a Separate General Meeting of Ordinary Shareholders.

The Separate General Meeting of Ordinary Shareholders will be held at 10.35 a.m. on 16 May 2017 (or as soon thereafter as the Meeting of CULS Holders convened for the same day but different place has been concluded or adjourned) at the offices of Northern Trust International Fund Administration Services (Guernsey) Limited, Trafalgar Court, Les Banques, St Peter Port, Guernsey, Channel Islands for the purpose considering and, if thought fit, passing the Resolution to be proposed at that meeting.

A Notice of Separate General Meeting of Ordinary Shareholders is set out at the end of this document. The relevant Resolution is contained in that Notice and concerns the approval of the passing of the Articles Amendment Resolution to be proposed at the Extraordinary General Meeting

(being Resolution 1) and the sanction of each and every alteration, modification, abrogation or variation of the rights and privileges attaching or belonging to the Ordinary Shares as is, or may be, involved therein or effected thereby.

The Resolution is intended to be proposed as an Extraordinary Resolution. Ordinary Shareholders only will be entitled to vote on the Resolution and, for the avoidance of doubt, ZDP Shareholders will not be entitled to vote on the Resolution. **Shareholders should be aware the Company has received irrevocable undertakings to vote in favour of the Resolution representing 74.82 per cent. of the voting rights of the Ordinary Shares entitled to vote on that Resolution.**

5.3 *Separate General Meeting of ZDP Shareholders*

The Articles Amendments are subject to the approval of ZDP Shareholders at a Separate General Meeting of ZDP Shareholders.

The Separate General Meeting of ZDP Shareholders will be held at 10.40 a.m. on 16 May 2017 (or as soon thereafter as the Separate General Meeting of Ordinary Shareholders convened for the same day and place has been concluded or adjourned) at the offices of Northern Trust International Fund Administration Services (Guernsey) Limited, Trafalgar Court, Les Banques, St Peter Port, Guernsey, Channel Islands for the purpose considering and, if thought fit, passing the Resolution to be proposed at that meeting.

A Notice of Separate General Meeting of ZDP Shareholders is set out at the end of this document. The relevant Resolution is contained in that Notice and concerns the approval of the passing of the Articles Amendment Resolution to be proposed at the Extraordinary General Meeting (being Resolution 1) and the sanction of each and every alteration, modification, abrogation or variation of the rights and privileges attaching or belonging to the ZDP Shares as is, or may be, involved therein or effected thereby.

The Resolution is intended to be proposed as an Extraordinary Resolution. ZDP Shareholders only will be entitled to vote on the Resolution and, for the avoidance of doubt, Ordinary Shareholders will not be entitled to vote on the Resolution. Irrevocable undertakings have not been received in respect of this resolution.

5.4 *Extraordinary General Meeting*

The Articles Amendments are subject to the approval of Ordinary Shareholders and the ZDP Shareholders, the separate Buy Back Authorities are subject to the approval of Ordinary Shareholders and any CFC Related Party Transaction on the terms of the CFC Buy Back Arrangement is subject to the approval of Ordinary Shareholders, in each case, at an Extraordinary General Meeting.

The Extraordinary General Meeting will be held at 10.45 a.m. on 16 May 2017 (or as soon thereafter as the Separate General Meeting of ZDP Shareholders convened for the same day and place has been concluded or adjourned) at the offices of Northern Trust International Fund Administration Services (Guernsey) Limited, Trafalgar Court, Les Banques, St Peter Port, Guernsey, Channel Islands for the purpose considering and, if thought fit, passing the Resolutions to be proposed at that meeting.

A Notice of Extraordinary General Meeting is set out at the end of this document. The relevant Resolutions are contained in that Notice and concern the following:

Articles Amendment Resolution

The approval and adoption of the New Articles in substitution for, and to the exclusion of, the Company's existing Articles. The Resolution is referred to in this document as the Articles Amendment Resolution and is intended to be proposed as Resolution 1 at the Extraordinary General Meeting.

The Articles Amendment Resolution is intended to be proposed as an Extraordinary Resolution. All Shareholders (being Ordinary Shareholders and ZDP Shareholders) will be entitled to vote on the Articles Amendment Resolution. **Shareholders should be aware the Company has received**

irrevocable undertakings to vote in favour of the Articles Amendment Resolution representing 65.52 per cent. of the voting rights of the Ordinary Shares and the ZDP Shares entitled to vote on that Resolution.

The Articles Amendment Resolution is conditional on the passing of the resolution to be proposed at the Meeting of CULS Holders and each of the Resolutions to be proposed at the Separate General Meetings. It is also conditional on the passing of the CFC Related Party Transaction Resolution to be proposed at the Extraordinary General Meeting (being Resolution 4).

Market Acquisition Buy Back Authority Resolution

The authorisation of the Company to make Market Acquisitions of any of its Shares up to a maximum number of Shares in each class of Shares in the capital of the Company, being 12,577,736 Ordinary Shares and 1,784,967 ZDP Shares, representing approximately 14.99 per cent. of each class of Shares in issue as at 19 April 2017 (being the latest practicable date prior to publication of this document). The parameters applicable to any such Market Acquisitions are stated in paragraph 4.2 of this Part I (“*Chairman’s Letter*”) and in the Notice of Extraordinary General Meeting. The Resolution is referred to in this document as the Buy Back Authority Resolution and is intended to be proposed as Resolution 2 at the Extraordinary General Meeting.

The Buy Back Authority Resolution is intended to be proposed as an Ordinary Resolution. Ordinary Shareholders only will be entitled to vote on the Market Acquisition Buy Back Authority Resolution and, for the avoidance of doubt, ZDP Shareholders will not be entitled to vote on that Resolution. **Shareholders should be aware the Company has received irrevocable undertakings to vote in favour of the Market Acquisition Buy Back Authority Resolution representing 74.82 per cent. of the voting rights of the Ordinary Shares entitled to vote on that Resolution.**

This Market Acquisition Buy Back Authority Resolution is conditional on the passing of the Articles Amendment Resolution which is to be proposed at the Extraordinary General Meeting (being Resolution 1).

Off-Market Acquisition Buy Back Authority Resolution

The authorisation pursuant to the Companies Law of the terms of a contract to be included in the Articles as prescribed by the CFC Buy Back Arrangement to be included therein for the Company to make Off-Market Acquisitions of Ordinary Shares in pursuance of the terms of that contract. The parameters applicable to any such Off-Market Acquisitions are stated in paragraph 4.2 of this Part I (“*Chairman’s Letter*”) and in the Notice of Extraordinary General Meeting. The Resolution is referred to in this document as the Off-Market Buy Back Authority Resolution and is intended to be proposed as Resolution 3 at the Extraordinary General Meeting.

The Off-Market Buy Back Authority Resolution is intended to be proposed as an Extraordinary Resolution. Ordinary Shareholders only will be entitled to vote on the Off-Market Acquisition Buy Back Authority Resolution and, for the avoidance of doubt, ZDP Shareholders will not be entitled to vote on that Resolution. **Shareholders should be aware the Company has received irrevocable undertakings to vote in favour of the Off-Market Acquisition Buy Back Authority Resolution representing 74.82 per cent. of the voting rights of the Ordinary Shares entitled to vote on that Resolution.**

This Off-Market Acquisition Buy Back Authority Resolution is conditional on the passing of the Articles Amendment Resolution which is to be proposed at the Extraordinary General Meeting (being Resolution 1).

CFC Related Party Transaction Resolution

The approval of any CFC Related Party Transaction resulting from any purchase at any time and from time to time by the Company of any of its Ordinary Shares from a CFC Related Party on the terms of the CFC Buy Back Arrangement. The Resolution is referred to in this document as the CFC Related Party Transaction Resolution and is intended to be proposed as Resolution 4 at the Extraordinary General Meeting.

For the avoidance of doubt and as mentioned in paragraph 4.3 of this Part I (“Chairman’s Letter”) of this document, Shareholders should be aware that the Shareholder approval being sought in the form of the CFC Related Party Transaction Resolution is to apply to any CFC Related Party Transaction resulting from any purchase at any time and from time to time by the Company of any of its Ordinary Shares from a CFC Related Party on the terms of the CFC Buy Back Arrangement. Accordingly, whilst the Company intends to renew the Off-Market Acquisition Buy Back Authority (and any future Off-Market Acquisition Authority) (which would be needed for the purpose of being able to effect the CFC Buy Back Arrangement), the Shareholder approval required to approve any such CFC Related Party Transaction will not be required to be sought again (assuming such approval is passed at the Extraordinary General Meeting). This is because such Shareholder approval will apply to and approve any CFC Related Party Transaction resulting from any future purchase at any time and from time to time whether effecting that arrangement is authorised by the Off-Market Acquisition Buy Back Authority (or any future Off-Market Acquisition Authority).

The CFC Related Party Transaction Resolution is intended to be proposed as an Ordinary Resolution. Ordinary Shareholders only will be entitled to vote on the CFC Related Party Transaction Resolution and, for the avoidance of doubt, ZDP Shareholders will not be entitled to vote on that Resolution. However, any Ordinary Shareholder who is a CFC Related Party, being the JZAI Founders and Edgewater as the Exceeding Shareholders, have undertaken not to vote, and have taken all reasonable steps to ensure that their respective associates will not vote, on the CFC Related Party Transaction Resolution. **Shareholders should be aware the Company has received irrevocable undertakings to vote in favour of the CFC Related Party Transaction Resolution representing 52.50 per cent. of the voting rights of the Ordinary Shares entitled to vote on that Resolution.**

5.5 Discontinuation of Dividend Policy

Shareholders should also be aware that the discontinuation of the Company’s existing dividend policy is not the subject of any of the Proposals nor of any of the approvals contemplated in this document. The discontinuation of the dividend policy is however conditional on such approvals, being the Shareholder approvals and the CULS Holder approval. As a consequence of the Company’s new strategy (which will be adopted at the same time as the discontinuation of its existing dividend policy) as described in paragraph 1 of Part I (“Chairman’s Letter”) of this document, the Company does not intend to declare or pay a second interim dividend to Ordinary Shareholders for the financial year ending 28 February 2017.

6. Action to be taken

Information concerning the Forms of Proxy accompanying this document and the action to be taken by Shareholders in relation to the Separate General Meetings and the Extraordinary General Meeting is set out in the section entitled “Forms Accompanying this Document and Action to be Taken” set out on pages 4 to 5 of this document.

The separate Circular to CULS Holders containing the Notice of Meeting of CULS Holders which is being sent to CULS Holders will include equivalent information in relation to the Meeting of CULS Holders including information concerning the form of proxy that will accompany the separate Circular to CULS Holders and the action to be taken by CULS Holders in relation to that meeting.

7. Recommendation

The Board, which has been so advised by JPMC, considers the terms of any CFC Related Party Transaction resulting from any purchase at any time and from time to time by the Company of any of its Ordinary Shares from a CFC Related Party on the terms of the CFC Buy Back Arrangement, to be fair and reasonable as far as the Ordinary Shareholders are concerned. In providing its advice to the Board, JPMC has taken into account the Board’s commercial assessment of any such CFC Related Party Transaction.

The Board considers:

- **each of the Proposals (being the Articles Amendments, the Buy Back Authorities and any CFC Related Party Transaction on the terms of the CFC Buy Back Arrangement); and**
- **all of the Resolutions to be proposed at the Separate General Meetings and the Extraordinary General Meeting,**

to be in the best interests of the Company and the Shareholders.

Accordingly, the Board unanimously recommends that Shareholders vote in favour of all of the Resolutions to be proposed at the Separate General Meetings and the Extraordinary General Meeting in respect of which they are entitled to vote, as the Directors intend to do in respect of their own beneficial holdings, representing 0.152 per cent. of the voting rights of the Ordinary Shares.

Yours faithfully,

David Macfarlane
Chairman

PART II

ADDITIONAL INFORMATION

1. Company information

- 1.1 The Company was incorporated with limited liability in Guernsey on 14 April 2008 in anticipation of a scheme of reconstruction whereby the assets and liabilities of JZ Equity Partners Plc were transferred in their entirety to the Company on 1 July 2008. The Company was incorporated with the name JZ Capital Partners Limited under The Companies (Guernsey) Laws 1994 to 1996 with registered number 48761 and is an authorised closed-ended investment scheme pursuant to the Protection of Investors (Bailiwick of Guernsey) Law, 1987 (as amended) and the Authorised Closed-Ended Investment Schemes Rules 2008 issued by the Guernsey Financial Services Commission. The Company is domiciled in Guernsey and now operates under The Companies (Guernsey) Law 2008 (as amended) and ordinances and regulations made thereunder. The Company is listed on the Specialist Fund Market of the London Stock Exchange.
- 1.2 The Company has been incorporated with an indefinite life. However, the rights attaching to the ZDP Shares provide that the ZDP Shares will be redeemed by the Company on 1 October 2022. In addition, the rights attaching to the CULS provide that the CULS will be redeemed by the Company on the maturity date of the CULS, being 30 July 2021 (unless previously redeemed, purchased or converted and, in each case, cancelled).
- 1.3 The Company has its registered office and principal place of business at PO Box 255, Trafalgar Court, Les Banques, St Peter Port, Guernsey, GY1 3QL. The Company's telephone number at its registered office is +44 (0) 1481 745001.
- 1.4 The names of the Directors of the Company, all of whom are non-executive directors, are:

David Macfarlane (Chairman)
Patrick Firth
James Jordan
Tanja Tibaldi
Christopher Waldron

2. Major shareholders

As at 19 April 2017 (being the latest practicable date prior to the publication of this document), so far as the Company is aware, the following persons set out in the table below (other than the Directors) had notified the Company in accordance with the Disclosure and Transparency Rules that they held, directly or indirectly, three per cent. or more of the voting rights attributable to the issued Ordinary Share capital of the Company.

<i>Shareholder</i>	<i>No. of Ordinary Shares</i>	<i>% of Issued Ordinary Share Capital</i>
Edgewater Growth Capital Partners	18,335,944	21.85
David W. Zalaznick and affiliates	10,550,294	12.57
John (Jay) W. Jordan II and affiliates	10,550,294	12.57
Leucadia Financial Corporation	8,021,552	9.56
Abrams Capital Management	7,744,366	9.23
Finepoint Capital	4,413,067	5.25
First Eagle Investment Management	4,391,275	5.23

3. Significant changes

Other than the Company's increase of its existing credit facility with Guggenheim Partners Europe Limited by US\$50 million which was effected following the announcement by the Company of its intention to do so on 21 March 2017, there has been no significant change in the financial or trading position of the Company since 30 November 2016, being the date to which the last unaudited interim financial information of the Company was published.

4. Material contracts

Other than the irrevocables (which are described in paragraph 5 of Part I ("*Chairman's Letter*") of this document), the Investment Advisory Agreement, the Guggenheim Credit Agreement, the CULS Trust Deed and the CULS Subordination Deed summarised in paragraphs 8.2, 8.6, 8.8 and 8.9 respectively of Part X ("*Additional Information*") of the prospectus dated 4 September 2015 prepared in connection with, amongst other things, the placing and open offer of Ordinary Shares and rollover offer relating to the ZDP Shares (the "**Prospectus**") (which such paragraphs 8.2, 8.6, 8.8 and 8.9 of Part X of the Prospectus are incorporated by reference into this document by paragraph 6 of this Part II ("*Additional Information*") of this document) and the Company's increase of its existing credit facility with Guggenheim Partners Europe Limited by US\$50 million which was effected following the announcement by the Company of its intention to do so on 21 March 2017, the Company has not entered into any contracts, other than in the ordinary course of business: (i) within the period of two years prior to the date of this document; or (b) which contain an obligation or entitlement that is material to the Company as at the date of this document and, in each case, which Shareholders would reasonably require to make a properly informed assessment of how to vote on the CFC Related Party Transaction Resolution.

5. JPMC consent

JPMC has given and has not withdrawn its written consent to the issue of this document with the inclusion herein of references to its name in the form and context in which they appear. A copy of this written consent is on display and available for inspection as set out in paragraph 7 of this Part II ("*Additional Information*") of this document.

6. Documentation incorporated by reference

The documentation listed in the table below, which was sent to Shareholders at the relevant time and/or is available for inspection in accordance with paragraph 7 of this Part II ("*Additional Information*") of this document, contains information which is relevant to this document. This document should be read and construed in conjunction with these documents, each of which has been previously published or are published simultaneously with this document and that have been filed with the National Storage Mechanism. It should be noted that other sections of such documents that are not incorporated by reference are either not relevant to Shareholders and others for the purpose of this document or are covered elsewhere in this document.

For the avoidance of any doubt, no information incorporated by reference in such documentation shall be incorporated by reference into this document.

Any statement contained in a document which is deemed to be incorporated by reference into this document shall be deemed to be modified or superseded for the purpose of this document to the extent that a statement contained in this document (or in a later document which is incorporated by reference into this document) modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this document.

Any information not listed below, but included in the documents incorporated by reference, is given for information purposes only.

<i>Reference Document</i>	<i>Information incorporated by reference</i>	<i>Reference Document Page Reference</i>	<i>Page Reference in this document</i>
Prospectus	8.2, 8.6, 8.8 and 8.9 of Part X (“ <i>Additional Information</i> ”)	204-212	27

7. Documents on display

Copies of the following documents will be available on the Company’s website at www.jzcp.com and the National Storage Mechanism at www.hemscott.com/nsm.do and will be available for inspection at the Company’s registered office at PO Box 255, Trafalgar Court, Les Banques, St Peter Port, Guernsey, GY1 3QL and at the offices of Ashurst LLP at Broadwalk House, 5 Appold Street, London EC2A 2HA, United Kingdom in each case, during normal business hours on each business day from the date of this document until the close of the Separate General Meetings and the Extraordinary General Meeting to be held on 16 May 2017 including for 15 minutes prior to and during each of the Separate General Meetings and the Extraordinary General Meeting:

- (a) the memorandum of incorporation of the Company;
- (a) the Articles;
- (b) the New Articles;
- (c) the audited annual accounts for the Company for the financial years ended 29 February 2016 and 28 February 2015;
- (d) the Prospectus;
- (e) the written consent letter from JPMC referred to in paragraph 5 of this Part II (“*Additional Information*”) of this document; and
- (f) this document.

DEFINITIONS

The following definitions apply throughout this document, the Notices of the Separate General Meetings and the Notice of Extraordinary General Meeting, and the accompanying Forms of Proxy unless the context otherwise requires.

“£”	the lawful currency of the United Kingdom;
“3 per cent. of NAV”	has the meaning set out in paragraph 3.1 of Part I (“ <i>Chairman’s Letter</i> ”) of this document;
“9.9 per cent. limit”	has the meaning set out in paragraph 3.2 of Part I (“ <i>Chairman’s Letter</i> ”) of this document;
“Articles”	the articles of incorporation of the Company, as amended from time to time;
“Articles Amendments”	the amendments to the Articles described in paragraph 4.1 of Part I (“ <i>Chairman’s Letter</i> ”) of this document;
“Articles Amendment Resolution”	Resolution 1 to be proposed at the Extraordinary General Meeting as set out in the Notice of Extraordinary General Meeting;
“Board” or “Directors”	the directors of the Company as at the date of this document whose names are set out on page 6 of Part I (“ <i>Chairman’s Letter</i> ”) of this document and in paragraph 1.4 of Part II (“ <i>Additional Information</i> ”) of this document;
“Buy Back Authorities”	the Market Acquisition Buy Back Authority and the Off-Market Acquisition Buy Back Authority;
“CFC Buy Back Arrangement”	the arrangement described in paragraph 3.2 of Part I (“ <i>Chairman’s Letter</i> ”) of this document;
“CFC Buy Back Arrangement Price”	has the meaning set out in paragraph 3.2 of Part I (“ <i>Chairman’s Letter</i> ”) of this document;
“CFC Buy Back Arrangement Shareholders”	has the meaning set out in paragraph 3.2 of Part I (“ <i>Chairman’s Letter</i> ”) of this document;
“CFC Buy Back Arrangement Shares”	has the meaning set out in paragraph 3.2 of Part I (“ <i>Chairman’s Letter</i> ”) of this document;
“CFC Limited Shareholder”	has the meaning set out in paragraph 3.2 of Part I (“ <i>Chairman’s Letter</i> ”) of this document;
“CFC Related Party”	a Related Party of the Company in respect of any CFC Related Party Transaction and who are the Exceeding Shareholders;
“CFC Related Party Transaction”	the Related Party Transactions relating to the approval of any transaction described in paragraph 4.3 of Part I (“ <i>Chairman’s Letter</i> ”) of this document;
“CFC Related Party Transaction Resolution”	Resolution 4 to be proposed at the Extraordinary General Meeting as set out in the Notice of Extraordinary General Meeting;
“Circular”	this document and the Notices of the Separate General Meetings and the Notice of Extraordinary General Meeting;
“Circular to CULS Holders”	the circular to CULS Holders containing the Notice of Meeting of CULS Holders, which is being sent separately to CULS Holders;

“combined aggregate limit”	has the meaning set out in paragraph 3.2 of Part I (“ <i>Chairman’s Letter</i> ”) of this document;
“Companies Law”	The Companies (Guernsey) Law 2008 (as amended);
“Company”	JZ Capital Partners Limited (with registered number 48761);
“Constructively Own” or “Constructive Ownership”	ownership of the share capital by a person, whether the interest in the share capital is held directly or indirectly (including by a nominee), and shall include interests that would be treated as owned through the application of section 318(a) of the US Code, as modified by section 958(b) of the US Code;
“Controlled Foreign Corporation” or “CFC”	a “controlled foreign corporation” within the meaning of the US Code;
“CREST”	the paperless settlement system operated by Euroclear governed by the CREST Regulations and any successor system or operator for the purposes of the CREST Regulations;
“CREST Manual”	the current version of the CREST Manual which at the date of this document is available on www.euroclear.co.uk/CREST ;
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (S.I. 2001, No. 3755);
“CULS”	the 6.00 per cent. convertible unsecured subordinated loan stock due 2021 of the Company in an aggregate nominal amount of £38,861,140 in issue as at the date of this document;
“CULS Holders”	holders of CULS;
“CULS Trust Deed”	the trust deed constituting the CULS dated 30 July 2014 made between the Company and the CULS Trustee, as trustee;
“CULS Trustee”	The Law Debenture Trust Corporation p.l.c.;
“Disclosure and Transparency Rules”	the disclosure rules and the transparency rules made by the FCA pursuant to section 73A of the FSMA, as amended;
“Edgewater”	Edgewater Growth Capital Partners, including its parallel and affiliated funds;
“Euroclear”	Euroclear UK & Ireland Limited, the operator of CREST;
“Exceeding Shareholders”	has the meaning set out in paragraph 3.2 of Part I (“ <i>Chairman’s Letter</i> ”) of this document and who are the JZAI Founders and Edgewater;
“Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held at 10.45 a.m. on 16 May 2017 (or as soon thereafter as the Separate General Meeting of ZDP Shareholders convened for the same day and place has been concluded or adjourned) at the offices of Northern Trust International Fund Administration Services (Guernsey) Limited, Trafalgar Court, Les Banques, St Peter Port, Guernsey, Channel Islands, including any adjournment thereof, notice of which is set out in the Notice of Extraordinary General Meeting;

“Extraordinary Resolution”	has the meaning given to it in the Articles, which states that an Extraordinary Resolution is a resolution passed by a majority of not less than three quarters of the votes recorded, including, where there is a poll, any votes cast by proxy, and as defined as a special resolution pursuant to the Companies Law;
“FCA”	the Financial Conduct Authority;
“Forms of Proxy”	the forms of proxy accompanying this document for use in connection with the Separate General Meetings and the Extraordinary General Meeting (or any of them as the case may be and as the context may require);
“FSMA”	the Financial Services and Markets Act 2000, as amended;
“Grandfathering Date”	has the meaning set out in paragraph 3.2 of Part I (“ <i>Chairman’s Letter</i> ”) of this document;
“JPMC”	J.P. Morgan Limited (which conducts its UK investment banking business as J.P. Morgan Cazenove);
“JZAI” or “Investment Adviser”	Jordan/Zalaznick Advisers, Inc.;
“JZAI Founders”	David W. Zalaznick and John (Jay) W. Jordan II together;
“Listing Rules”	the listing rules made by the FCA pursuant to section 73A of the FSMA, as amended;
“London Stock Exchange”	the London Stock Exchange plc;
“Market Acquisitions”	has the meaning given to it in the Companies Law;
“Market Acquisition Authority”	a general authority of Ordinary Shareholders to make Market Acquisitions of Shares where the maximum number of Shares in each class of Shares that may be purchased is equal to or less than 15 per cent. of the Shares of such class at the date of the respective notice of meeting in which such resolution is included;
“Market Acquisition Buy Back Authority”	the Market Acquisition Authority being sought at the Extraordinary General Meeting described in paragraph 4.2 of Part I (“ <i>Chairman’s Letter</i> ”) of this document;
“Market Acquisition Buy Back Authority Resolution”	Resolution 2 to be proposed at the Extraordinary General Meeting as set out in the Notice of Extraordinary General Meeting;
“Meeting of CULS Holders”	the meeting of the CULS Holders to be held at 10.30 a.m. on 16 May 2017 in England at the offices of Ashurst LLP at Broadwalk House, 5 Appold Street, London EC2A 2HA, United Kingdom including any adjournment thereof, notice of which is set out in the Notice of Meeting of CULS Holders;
“New Articles”	the proposed articles of incorporation of the Company. details of which are set out in paragraph 4.1 of Part I (“ <i>Chairman’s Letter</i> ”) of this document;
“Notice of Extraordinary General Meeting”	the notice of Extraordinary General Meeting set out at the end of this document;
“Notice of Meeting of CULS Holders”	the notice of Meeting of CULS Holders contained in the separate Circular to CULS Holders;

“Notice of Separate General Meeting of Ordinary Shareholders”	the notice of Separate General Meeting of Ordinary Shareholders set out at the end of this document;
“Notice of Separate General Meeting of ZDP Shareholders”	the notice of Separate General Meeting of ZDP Shareholders set out at the end of this document;
“Notices”	the Notices of the Separate General Meetings and the Notice of Extraordinary General Meeting (or any of them as the case may be and as the context may require);
“Notices of the Separate General Meetings”	the Notice of Separate General Meeting of Ordinary Shareholders and the Notice of Separate General Meeting of ZDP Shareholders (or any of them as the case may be and as the context may require);
“Off-Market Acquisitions”	acquisitions other than under a Market Acquisition;
“Off-Market Acquisition Authority”	an authority of Ordinary Shareholders pursuant to the Companies Law of the terms of a contract to be included in the Articles as prescribed by the CFC Buy Back Arrangement to be included therein for the Company to make Off-Market Acquisitions of Ordinary Shares in pursuance of the terms of that contract;
“Off-Market Acquisition Buy Back Authority”	the Off-Market Acquisition Authority being sought at the Extraordinary General Meeting described in paragraph 4.2 of Part I (“ <i>Chairman’s Letter</i> ”) of this document;
“Off-Market Acquisition Buy Back Authority Resolution”	Resolution 3 to be proposed at the Extraordinary General Meeting as set out in the Notice of Extraordinary General Meeting;
“Official List”	the list maintained by the UK Listing Authority pursuant to Part VI of the FSMA, as amended;
“Ordinary Resolutions”	a resolution passed by a majority of more than 50 per cent. of the votes cast, whether in person or by proxy;
“Ordinary Shareholders”	holders of Ordinary Shares;
“Ordinary Shares”	the ordinary shares of no par value in the capital of the Company;
“Proposals”	the proposals in relation to the Articles Amendments, the Buy Back Authorities and any CFC Related Party Transaction on the terms of the CFC Buy Back Arrangement and as more fully described in this document;
“Prospectus”	has the meaning set out in paragraph 4 of Part II (“ <i>Additional Information</i> ”) of this document;
“Related Party”	has the meaning given to it in the Listing Rules insofar as they apply to the Company by virtue of its voluntary compliance with the Listing Rules;
“Related Party Transaction”	has the meaning given to it in the Listing Rules insofar as they apply to the Company by virtue of its voluntary compliance with the Listing Rules;
“Resolutions”	the resolutions to be proposed at the Separate General Meetings as set out in the Notices of the Separate General Meetings and resolutions 1 to 4 (inclusive) to be proposed at the Extraordinary

	General Meeting as set out in the Notice of Extraordinary General Meeting (or any of them as the case may be and as the context may require);
“Separate General Meeting of Ordinary Shareholders”	the separate general meeting of Ordinary Shareholders to be held at 10.35 a.m. on 16 May 2017 (or as soon thereafter as the Meeting of CULS Holders convened for the same day but different place has been concluded or adjourned) at the offices of Northern Trust International Fund Administration Services (Guernsey) Limited, Trafalgar Court, Les Banques, St Peter Port, Guernsey, Channel Islands, including any adjournment thereof, notice of which is set out in the Notice of Separate General Meeting of Ordinary Shareholders;
“Separate General Meeting of ZDP Shareholders”	the separate general meeting of ZDP Shareholders to be held at 10.40 a.m. on 16 May 2017 (or as soon thereafter as the Separate General Meeting of Ordinary Shareholders convened for the same day and place has been concluded or adjourned) at the offices of Northern Trust International Fund Administration Services (Guernsey) Limited, Trafalgar Court, Les Banques, St Peter Port, Guernsey, Channel Islands, including any adjournment thereof, notice of which is set out in the Notice of Separate General Meeting of ZDP Shareholders;
“Separate General Meetings”	the Separate General Meeting of Ordinary Shareholders and the Separate General Meeting of ZDP Shareholders (or any of them as the case may be and as the context may require);
“Shareholders”	holders of Shares;
“Shares”	the Ordinary Shares and/or the ZDP Shares (as the case may be and as the context may require);
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland;
“UK Listing Authority”	the FCA acting in its capacity as competent authority for the purposes of Part VI of the FSMA;
“US”	The United States of America, its territories and possessions any state of the United States and the District of Columbia;
“US Code”	The United States Internal Revenue Code of 1986, as amended;
“US 10 per cent. Shareholder”	has the meaning set out in paragraph 3.2 of Part I (“ <i>Chairman’s Letter</i> ”) of this document;
“US Holder”	has the meaning assigned to “United States Person” in Section 957(c) of the US Code;
“ZDP Shares”	the zero dividend redeemable preference shares of no par value in the capital of the Company issued on or around 22 June 2009 and exchanged on or around 1 October 2015; and
“ZDP Shareholders”	holders of ZDP Shares.

NOTICE OF SEPARATE GENERAL MEETING OF ORDINARY SHAREHOLDERS

JZ Capital Partners Limited (the “Company”) (registered number 48761)

Notice is hereby given that a Separate General Meeting of Ordinary Shareholders of the Company will be held at the offices of Northern Trust International Fund Administration Services (Guernsey) Limited, Trafalgar Court, Les Banques, St Peter Port, Guernsey, Channel Islands at 10.35 a.m. on 16 May 2017 (or as soon thereafter as the Meeting of CULS Holders convened for the same day but different place has been concluded or adjourned) to consider and, if thought fit, pass the following Resolution.

The Resolution is intended to be proposed as an Extraordinary Resolution (within the meaning given to it in the Articles, which states that an Extraordinary Resolution is a resolution passed by a majority of not less than three quarters of the votes recorded, including, where there is a poll, any votes cast by proxy, and as defined as a special resolution pursuant to the Companies Law).

Ordinary Shareholders only will be entitled to vote on the Resolution and, for the avoidance of doubt, ZDP Shareholders will not be entitled to vote on the Resolution.

EXTRAORDINARY RESOLUTION

THAT, this Separate General Meeting of Ordinary Shareholders hereby approves the passing of the Resolution set out in the Notice of the same date as this Notice convening an Extraordinary General Meeting of the Company that relates to the approval and adoption of new Articles of Incorporation of the Company in substitution for, and to the exclusion of, the Company’s existing Articles of Incorporation (being Resolution 1) (the “**EGM Resolution**”) and sanctions each and every alteration, modification, abrogation or variation of the rights and privileges attaching or belonging to the Ordinary Shares as is, or may be, involved therein or effected thereby.

Words and expressions defined in the circular dated 20 April 2017 and published by the Company shall, unless the context otherwise requires, have the same meaning in this Notice of Separate General Meeting of Ordinary Shareholders.

By order of the Board
Northern Trust International Fund Administration Services (Guernsey) Limited (Secretary)
Trafalgar Court
Les Banques
St Peter Port
Guernsey
GY1 3QL

Dated 20 April 2017

Notes re your BLUE Form of Proxy and voting at the Separate General Meeting of Ordinary Shareholders:

When considering what action you should take, you should seek your own financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, as amended, if you are a resident in the United Kingdom or, if not, from another appropriately authorised financial adviser without delay.

If you sell or otherwise transfer or have sold or otherwise transferred all of your registered holding of Ordinary Shares, please send this document, together with the BLUE Form of Proxy, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. However, such documents should not be sent in or into any jurisdiction if to do so would constitute a violation of the relevant laws of such jurisdiction. If you sell or otherwise transfer or have sold or otherwise transferred part of your registered holding of Ordinary Shares, please consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

Rights to attend and vote

In accordance with the Articles of Incorporation, only the Ordinary Shareholders are entitled to attend and vote on all matters at the Separate General Meeting of Ordinary Shareholders if they are so entitled. ZDP Shareholders are not entitled to attend or vote at the Separate General Meeting of Ordinary Shareholders.

The Company specifies that, in order to have the right to attend and vote at the Separate General Meeting of Ordinary Shareholders (and also for the purpose of determining how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members of the Company by no later than 6.30 p.m. on 12 May 2017, or in the event that the meeting is adjourned, by no

later than 6.30 p.m. on the date two days before the date of the adjourned meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the Separate General Meeting of Ordinary Shareholders.

Proxies

A member entitled to attend and vote may appoint a proxy or proxies who need not be a member of the Company to attend and to vote instead of him or her. A member may appoint more than one proxy in relation to the Separate General Meeting of Ordinary Shareholders, provided that each proxy is appointed to exercise the rights attached to different Ordinary Shares held by him or her.

If it is desired to appoint a proxy or proxies, the name(s) of the proxy or proxies desired must be inserted in the space provided on the BLUE Form of Proxy. If no name(s) is entered, the return of the BLUE Form of Proxy duly signed will authorise the Chairman of the Separate General Meeting of Ordinary Shareholders or the Company Secretary to act as your proxy.

Please indicate with an "X" in the appropriate box on the BLUE Form of Proxy how you wish your vote to be cast in respect of the Resolution at the Separate General Meeting of Ordinary Shareholders. If you do not insert an "X" in the appropriate box on the BLUE Form of Proxy your proxy will vote or abstain at his or her discretion.

If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the appropriate box on the BLUE Form of Proxy the number of Ordinary Shares in relation to which they are authorised to act as your proxy. If the box is left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if the BLUE Form of Proxy has been issued in respect of a designated account for a member, the full voting entitlement for that designated account). To appoint more than one proxy (an additional proxy form(s) may be obtained by contacting Equiniti Limited by telephone on 0371 384 2030, if calling from within the United Kingdom, or on +44 121 415 7047, if calling from outside the United Kingdom or you may photocopy the BLUE Form of Proxy. Calls to the +44 121 415 7047 number from outside the United Kingdom will be charged at applicable international rates. Different charges may apply to calls from mobile telephones. Lines are open 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday (excluding public holidays). Please insert in the space provided and in the appropriate box on the BLUE Form of Proxy (see above) the proxy holder's name and the number of Ordinary Shares in relation to which they are authorised to act as your proxy. Please also indicate with an "X" in the appropriate box on the BLUE Form of Proxy if the proxy instruction is one of the multiple instructions being given. All BLUE Forms of Proxy must be signed and should be returned together in the same envelope.

The instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation under its common seal or under the hand of an officer or attorney duly authorised.

The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority must be deposited with Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom not less than 48 hours before the time for holding the Separate General Meeting of Ordinary Shareholders (excluding any part of a day which is non-working), or in the event that the meeting is adjourned, not less than 48 hours before the time for holding the adjourned meeting (excluding any part of a day which is non-working) and in default unless the Board directs otherwise the instrument of proxy shall not be treated as valid.

The BLUE Form of Proxy may be sent by post or transmitted to Equiniti Limited. "By post" means by registered post, recorded delivery service or ordinary letter post and "transmitted" means transmitted by electronic communication. Accordingly, you may send the BLUE Form of Proxy by post to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom or transmit it 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 as detailed above).

If you are sending the BLUE Form of Proxy by post from outside the United Kingdom, 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 the BLUE Form of Proxy is received before the proxy cut-off date as detailed above, you should also transmit the BLUE Form of Proxy by email.

To change your proxy instructions, simply submit a new proxy appointment using the method set out above. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence. Please note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

The appointment of a proxy, by instrument in writing or electronically, will not preclude a member so entitled from attending the Separate General Meeting of Ordinary Shareholders and voting in person should they wish to do so.

Joint holders

All joint holders of Ordinary Shares should be named but the signature of any one is sufficient. In all cases, names must be entered as they appear on the register of members of the Company.

Where there are joint registered holders of any Ordinary Share such persons shall not have the right of voting individually in respect of such Ordinary Share but shall elect one of their number to represent them and to vote whether in person or by proxy in their name. In default of such election the person whose name stands first on the register of members shall alone be entitled to vote.

CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual, which can be viewed at www.euroclear.com. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or the amendment to the instructions given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time for receipt of proxy appointments specified above. For this purpose,

the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST person member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the CREST Regulations.

Corporate representatives

Any corporation which is an Ordinary Shareholder may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the Separate General Meeting of Ordinary Shareholders and the person so authorised shall be entitled to exercise on behalf of the corporation he or she represents the same powers (other than to appoint a proxy) as that corporation could exercise if it were an individual member.

Representatives of Ordinary Shareholders that are corporations will have to produce evidence of their proper appointment when attending the Separate General Meeting of Ordinary Shareholders. Please contact Equiniti Limited if you need any further guidance on this.

Limitations of electronic addresses

You may not use any electronic address provided in either this Notice of Separate General Meeting of Ordinary Shareholders or any related documents (including the BLUE Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

The address of the website where certain Separate General Meeting of Ordinary Shareholders information is available

A copy of this Notice of Separate General Meeting of Ordinary Shareholders can be found on the Company's website at www.jzcp.com.

NOTICE OF SEPARATE GENERAL MEETING OF ZDP SHAREHOLDERS

JZ Capital Partners Limited

(the “Company”)

(registered number 48761)

Notice is hereby given that a Separate General Meeting of ZDP Shareholders of the Company will be held at the offices of Northern Trust International Fund Administration Services (Guernsey) Limited, Trafalgar Court, Les Banques, St Peter Port, Guernsey, Channel Islands at 10.40 a.m. on 16 May 2017 (or as soon thereafter as the Separate General Meeting of Ordinary Shareholders convened for the same day and place has been concluded or adjourned) to consider and, if thought fit, pass the following Resolution.

The Resolution is intended to be proposed as an Extraordinary Resolution (within the meaning given to it in the Articles, which states that an Extraordinary Resolution is a resolution passed by a majority of not less than three quarters of the votes recorded, including, where there is a poll, any votes cast by proxy, and as defined as a special resolution pursuant to the Companies Law).

ZDP Shareholders only will be entitled to vote on the Resolution and, for the avoidance of doubt, Ordinary Shareholders will not be entitled to vote on the Resolution.

EXTRAORDINARY RESOLUTION

THAT, this Separate General Meeting of ZDP Shareholders hereby approves the passing of the Resolution set out in the Notice of the same date as this Notice convening an Extraordinary General Meeting of the Company that relates to the approval and adoption of new Articles of Incorporation of the Company in substitution for, and to the exclusion of, the Company’s existing Articles of Incorporation (being Resolution 1) (the “**EGM Resolution**”) and sanctions each and every alteration, modification, abrogation or variation of the rights and privileges attaching or belonging to the ZDP Shares as is, or may be, involved therein or effected thereby.

Words and expressions defined in the circular dated 20 April 2017 and published by the Company shall, unless the context otherwise requires, have the same meaning in this Notice of Separate General Meeting of ZDP Shareholders.

By order of the Board

Northern Trust International Fund Administration Services (Guernsey) Limited (Secretary)

Trafalgar Court

Les Banques

St Peter Port

Guernsey

GY1 3QL

Dated 20 April 2017

Notes re your PINK Form of Proxy and voting at the Separate General Meeting of ZDP Shareholders:

When considering what action you should take, you should seek your own financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, as amended, if you are a resident in the United Kingdom or, if not, from another appropriately authorised financial adviser without delay.

If you sell or otherwise transfer or have sold or otherwise transferred all of your registered holding of ZDP Shares, please send this document, together with the PINK Form of Proxy, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. However, such documents should not be sent in or into any jurisdiction if to do so would constitute a violation of the relevant laws of such jurisdiction. If you sell or otherwise transfer or have sold or otherwise transferred part of your registered holding of ZDP Shares, please consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

Rights to attend and vote

In accordance with the Articles of Incorporation, only the ZDP Shareholders are entitled to attend and vote on all matters at the Separate General Meeting of ZDP Shareholders if they are so entitled. Ordinary Shareholders are not entitled to attend or vote at the Separate General Meeting of ZDP Shareholders.

The Company specifies that, in order to have the right to attend and vote at the Separate General Meeting of ZDP Shareholders (and also for the purpose of determining how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members of the Company by no later than 6.30 p.m. on 12 May 2017, or in the event that the meeting is adjourned, by no later than 6.30 p.m. on the date two days before the date of the adjourned meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the Separate General Meeting of ZDP Shareholders.

Proxies

A member entitled to attend and vote may appoint a proxy or proxies who need not be a member of the Company to attend and to vote instead of him or her. A member may appoint more than one proxy in relation to the Separate General Meeting of ZDP Shareholders, provided that each proxy is appointed to exercise the rights attached to different ZDP Shares held by him or her.

If it is desired to appoint a proxy or proxies, the name(s) of the proxy or proxies desired must be inserted in the space provided on the PINK Form of Proxy. If no name(s) is entered, the return of the PINK Form of Proxy duly signed will authorise the Chairman of the Separate General Meeting of ZDP Shareholders or the Company Secretary to act as your proxy.

Please indicate with an "X" in the appropriate box on the PINK Form of Proxy how you wish your vote to be cast in respect of the Resolution at the Separate General Meeting of ZDP Shareholders. If you do not insert an "X" in the appropriate box on the PINK Form of Proxy your proxy will vote or abstain at his or her discretion.

If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the appropriate box on the PINK Form of Proxy the number of ZDP Shares in relation to which they are authorised to act as your proxy. If the box is left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if the PINK Form of Proxy has been issued in respect of a designated account for a member, the full voting entitlement for that designated account). To appoint more than one proxy (an additional proxy form(s) may be obtained by contacting Equiniti Limited by telephone on 0371 384 2030, if calling from within the United Kingdom, or on +44 121 415 7047, if calling from outside the United Kingdom or you may photocopy the PINK Form of Proxy. Calls to the +44 121 415 7047 number from outside the United Kingdom will be charged at applicable international rates. Different charges may apply to calls from mobile telephones. Lines are open 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday (excluding public holidays). Please insert in the space provided and in the appropriate box on the PINK Form of Proxy (see above) the proxy holder's name and the number of ZDP Shares in relation to which they are authorised to act as your proxy. Please also indicate with an "X" in the appropriate box on the PINK Form of Proxy if the proxy instruction is one of the multiple instructions being given. All PINK Forms of Proxy must be signed and should be returned together in the same envelope.

The instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation under its common seal or under the hand of an officer or attorney duly authorised.

The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority must be deposited with Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom not less than 48 hours before the time for holding the Separate General Meeting of ZDP Shareholders (excluding any part of a day which is non-working), or in the event that the meeting is adjourned, not less than 48 hours before the time for holding the adjourned meeting (excluding any part of a day which is non-working) and in default unless the Board directs otherwise the instrument of proxy shall not be treated as valid.

The PINK Form of Proxy may be sent by post or transmitted to Equiniti Limited. "By post" means by registered post, recorded delivery service or ordinary letter post and "transmitted" means transmitted by electronic communication. Accordingly, you may send the PINK Form of Proxy by post to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom or transmit it 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 PINK 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 as detailed above).

If you are sending the PINK Form of Proxy by post from outside the United Kingdom, you will need to place the PINK Form of Proxy in a reply paid envelope and post the envelope to Equiniti Limited. In order to ensure that the PINK Form of Proxy is received before the proxy cut-off date as detailed above, you should also transmit the PINK Form of Proxy by email.

To change your proxy instructions, simply submit a new proxy appointment using the method set out above. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence. Please note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

The appointment of a proxy, by instrument in writing or electronically, will not preclude a member so entitled from attending the Separate General Meeting of ZDP Shareholders and voting in person should they wish to do so.

Joint holders

All joint holders of ZDP Shares should be named but the signature of any one is sufficient. In all cases, names must be entered as they appear on the register of members of the Company.

Where there are joint registered holders of any ZDP Share such persons shall not have the right of voting individually in respect of such ZDP Share but shall elect one of their number to represent them and to vote whether in person or by proxy in their name. In default of such election the person whose name stands first on the register of members shall alone be entitled to vote.

CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual, which can be viewed at www.euroclear.com. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or the amendment to the instructions given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time for receipt of proxy appointments specified above. For this purpose,

the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST person member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the CREST Regulations.

Corporate representatives

Any corporation which is a ZDP Shareholder may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the Separate General Meeting of ZDP Shareholders and the person so authorised shall be entitled to exercise on behalf of the corporation he or she represents the same powers (other than to appoint a proxy) as that corporation could exercise if it were an individual member.

Representatives of ZDP Shareholders that are corporations will have to produce evidence of their proper appointment when attending the Separate General Meeting of ZDP Shareholders. Please contact Equiniti Limited if you need any further guidance on this.

Limitations of electronic addresses

You may not use any electronic address provided in either this Notice of Separate General Meeting of ZDP Shareholders or any related documents (including the PINK Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

The address of the website where certain Separate General Meeting of ZDP Shareholders information is available

A copy of this Notice of Separate General Meeting of ZDP Shareholders can be found on the Company's website at www.jzcp.com.

NOTICE OF EXTRAORDINARY GENERAL MEETING

JZ Capital Partners Limited

(the “Company”)

(registered number 48761)

Notice is hereby given that an Extraordinary General Meeting of the Company will be held at the offices of Northern Trust International Fund Administration Services (Guernsey) Limited, Trafalgar Court, Les Banques, St Peter Port, Guernsey, Channel Islands at 10.45 a.m. on 16 May 2017 (or as soon thereafter as the Separate General Meeting of ZDP Shareholders convened for the same day and place has been concluded or adjourned) to consider and, if thought fit, pass the following Resolutions.

Resolutions 1 and 3 are intended to be proposed as Extraordinary Resolutions (within the meaning given to it in the Articles, which states that an Extraordinary Resolution is a resolution passed by a majority of not less than three quarters of the votes recorded, including, where there is a poll, any votes cast by proxy, and as defined as a special resolution pursuant to the Companies Law). Resolutions 2 and 4 are intended to be proposed as Ordinary Resolutions.

All Shareholders (being Ordinary Shareholders and ZDP Shareholders) will be entitled to vote on Resolution 1. Ordinary Shareholders only will be entitled to vote on Resolutions 2, 3 and 4, save that in respect of Resolution 4, any Ordinary Shareholder who is a CFC Related Party in respect of the Company for the purposes of that Resolution, being the JZAI Founders and Edgewater, have undertaken not to vote, and have taken all reasonable steps to ensure that their respective associates will not vote, on that Resolution.

EXTRAORDINARY RESOLUTION

1. THAT, subject to the passing of: (i) the resolution set out in the Notice of the same date as this Notice convening a Meeting of CULS Holders; (ii) the Resolution set out in the Notice of the same date as this Notice convening a Separate General Meeting of Ordinary Shareholders; (iii) the Resolution set out in the Notice of the same date as this Notice convening a Separate General Meeting of ZDP Shareholders; and (iv) Resolution 4 set out in this Notice of Extraordinary General Meeting, the Articles of Incorporation produced to the meeting and initialled by the chairman of the meeting for the purpose of identification, be approved and adopted as the Articles of Incorporation of the Company in substitution for, and to the exclusion of, the Company’s existing Articles of Incorporation.

ORDINARY RESOLUTION

THAT:

2. Subject to the passing of Resolution 1 set out in this Notice of Extraordinary General Meeting and in substitution for all subsisting authorities to the extent unused, the Company is generally and unconditionally authorised for the purposes of The Companies (Guernsey) Law 2008 (as amended) (the “**Companies Law**”), to make market acquisitions (as defined in the Companies Law) of any of its Shares in the capital of the Company on such terms and in such manner as the Directors may from time to time determine provided that:
 - a. the maximum number of Shares in each class of Shares in the capital of the Company which may be purchased is 12,577,736 Ordinary Shares and 1,784,967 ZDP Shares representing approximately 14.99 per cent. of each class of the Shares in the capital of the Company in issue as at 19 April 2017 (being the latest practicable date prior to publication of the Circular (as defined below));
 - b. the minimum price that may be paid for each Share of any class is 1 pence which amount shall be exclusive of expenses;

- c. the maximum price (exclusive of expenses) that may be paid for each Share of any class is an amount equal to the higher of: (i) 105 per cent. of the average of the middle market quotations for a Share of that class as derived from the daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which such Share is contracted to be purchased; and (ii) the higher of the price of the last independent trade of a Share of that class and the highest current independent bid for a Share of that class on the trading venues where the purchase is carried out;
- d. unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the Annual General Meeting of the Company in 2018 or on 30 June 2018, whichever is the earlier; and
- e. the Company may, before this authority expires, make a contract to purchase Shares of any class that would or might be executed wholly or partly after the expiry of this authority, and may make purchases of Shares of that class pursuant to it as if this authority had not expired.

EXTRAORDINARY RESOLUTION

3. Subject to the passing of Resolution 1 set out in this Notice of Extraordinary General Meeting, the Company authorises pursuant to section 314(2) of The Companies (Guernsey) Law 2008 (as amended) (the “Companies Law”) the terms of a contract to be included in the Articles of Incorporation as prescribed by the CFC Buy Back Arrangement (as defined in the Circular (as defined below)) to be included therein for the Company to make acquisitions other than under a Market Acquisition (as defined in the Companies Law) of Ordinary Shares in pursuance of the terms of that contract provided that:
 - a. the price that may be paid for each Ordinary Share is an amount equal to the CFC Buy Back Arrangement Price (as defined in the Circular (as defined below)); and
 - b. unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the Annual General Meeting of the Company in 2018 or on 30 June 2018, whichever is the earlier.

ORDINARY RESOLUTION

4. Any related party transaction resulting from any purchase at any time and from time to time by the Company of any of its Ordinary Shares in the capital of the Company from a CFC Related Party on the terms summarised in paragraph 3.2 of Part I (“*Chairman’s Letter*”) of the Circular (as defined below), be and is hereby approved for the purposes of Chapter 11 of the Listing Rules insofar as they apply to the Company by virtue of its voluntary compliance with the Listing Rules.

Words and expressions defined in the circular dated 20 April 2017 and published by the Company (the “**Circular**”) shall, unless the context otherwise requires, have the same meaning in this Notice of Extraordinary General Meeting.

By order of the Board
Northern Trust International Fund Administration Services (Guernsey) Limited (Secretary)
Trafalgar Court
Les Banques
St Peter Port
Guernsey
GY1 3QL

Dated 20 April 2017

Notes re your WHITE Form of Proxy and voting at the Extraordinary General Meeting:

When considering what action you should take, you should seek your own financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, as amended, if you are a resident in the United Kingdom or, if not, from another appropriately authorised financial adviser without delay.

If you sell or otherwise transfer or have sold or otherwise transferred all of your registered holding of Shares, please send this document, together with the WHITE Form of Proxy, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. However, such documents should not be sent

in or into any jurisdiction if to do so would constitute a violation of the relevant laws of such jurisdiction. If you sell or otherwise transfer or have sold or otherwise transferred part of your registered holding of Shares, please consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

Rights to attend and vote

In accordance with the Articles of Incorporation, all Shareholders (being Ordinary Shareholders and ZDP Shareholders) are entitled to attend and vote on all matters at the Extraordinary General Meeting in respect of which they are entitled. Accordingly, all Shareholders are entitled to attend and vote on Resolution 1 but only the Ordinary Shareholders are entitled to attend and vote on Resolutions 2, 3 and 4, in each case, if they are so entitled. For the avoidance of doubt, ZDP Shareholders are not entitled to attend or vote on Resolutions 2, 3 and 4.

The Company specifies that, in order to have the right to attend and vote at the Extraordinary General Meeting (and also for the purpose of determining how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members of the Company by no later than 6.30 p.m. on 12 May 2017, or in the event that the meeting is adjourned, by no later than 6.30 p.m. on the date two days before the date of the adjourned meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the Extraordinary General Meeting.

Proxies

A member entitled to attend and vote may appoint a proxy or proxies who need not be a member of the Company to attend and to vote instead of him or her. A member may appoint more than one proxy in relation to the Extraordinary General Meeting, provided that each proxy is appointed to exercise the rights attached to different Shares held by him or her.

If it is desired to appoint a proxy or proxies, the name(s) of the proxy or proxies desired must be inserted in the space provided on the WHITE Form of Proxy. If no name(s) is entered, the return of the WHITE Form of Proxy duly signed will authorise the Chairman of the Extraordinary General Meeting or the Company Secretary to act as your proxy.

Please indicate with an "X" in the appropriate box on the WHITE Form of Proxy how you wish your vote to be cast in respect of each Resolution on which you are entitled to vote at the Extraordinary General Meeting. If you do not insert an "X" in the appropriate box on the WHITE Form of Proxy your proxy will vote or abstain at his or her discretion.

If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the appropriate box on the WHITE Form of Proxy the number of Shares in relation to which they are authorised to act as your proxy. If the box is left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if the WHITE Form of Proxy has been issued in respect of a designated account for a member, the full voting entitlement for that designated account). To appoint more than one proxy (an additional proxy form(s) may be obtained by contacting Equiniti Limited by telephone on 0371 384 2030, if calling from within the United Kingdom, or on +44 121 415 7047, if calling from outside the United Kingdom or you may photocopy the WHITE Form of Proxy. Calls to the +44 121 415 7047 number from outside the United Kingdom will be charged at applicable international rates. Different charges may apply to calls from mobile telephones. Lines are open 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday (excluding public holidays). Please insert in the space provided and in the appropriate box on the WHITE Form of Proxy (see above) the proxy holder's name and the number of Shares in relation to which they are authorised to act as your proxy. Please also indicate with an "X" in the appropriate box on the WHITE Form of Proxy if the proxy instruction is one of the multiple instructions being given. All WHITE Forms of Proxy must be signed and should be returned together in the same envelope.

The instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation under its common seal or under the hand of an officer or attorney duly authorised.

The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority must be deposited with Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom not less than 48 hours before the time for holding the Extraordinary General Meeting (excluding any part of a day which is non-working), or in the event that the meeting is adjourned, not less than 48 hours before the time for holding the adjourned meeting (excluding any part of a day which is non-working) and in default unless the Board directs otherwise the instrument of proxy shall not be treated as valid.

The WHITE Form of Proxy may be sent by post or transmitted to Equiniti Limited. "By post" means by registered post, recorded delivery service or ordinary letter post and "transmitted" means transmitted by electronic communication. Accordingly, you may send the WHITE Form of Proxy by post to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom or transmit it 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 WHITE 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 as detailed above).

If you are sending the WHITE Form of Proxy by post from outside the United Kingdom, you will need to place the WHITE Form of Proxy in a reply paid envelope and post the envelope to Equiniti Limited. In order to ensure that the WHITE Form of Proxy is received before the proxy cut-off date as detailed above, you should also transmit the WHITE Form of Proxy by email.

To change your proxy instructions, simply submit a new proxy appointment using the method set out above. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence. Please note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

The appointment of a proxy, by instrument in writing or electronically, will not preclude a member so entitled from attending the Extraordinary General Meeting and voting in person should they wish to do so.

Joint holders

All joint holders of Shares should be named but the signature of any one is sufficient. In all cases, names must be entered as they appear on the register of members of the Company.

Where there are joint registered holders of any Share such persons shall not have the right of voting individually in respect of such Share but shall elect one of their number to represent them and to vote whether in person or by proxy in their name. In default of such election the person whose name stands first on the register of members shall alone be entitled to vote.

CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual, which can be viewed at www.euroclear.com. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear’s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or the amendment to the instructions given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer’s agent (ID RA19) by the latest time for receipt of proxy appointments specified above. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST person member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the CREST Regulations.

Corporate representatives

Any corporation which is a Shareholder may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the Extraordinary General Meeting and the person so authorised shall be entitled to exercise on behalf of the corporation he or she represents the same powers (other than to appoint a proxy) as that corporation could exercise if it were an individual member.

Representatives of Shareholders that are corporations will have to produce evidence of their proper appointment when attending the Extraordinary General Meeting. Please contact Equiniti Limited if you need any further guidance on this.

Limitations of electronic addresses

You may not use any electronic address provided in either this Notice of Extraordinary General Meeting or any related documents (including the WHITE Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

The address of the website where certain Extraordinary General Meeting information is available

A copy of this Notice of Extraordinary General Meeting can be found on the Company’s website at www.jzcp.com.

