



Purpose

This document provides you with key information about this investment product. It is not marketing material. The information is required by law to help you understand the nature, risks, costs, potential gains and losses of this product and to help you compare it with other products.

Product

Name of product – Convertible Unsecured Subordinated Loan Stock (“CULS”) of JZ Capital Partners Limited

Name of product manufacturer – JZ Capital Partners Limited (“JZCP”)

ISIN – GG00BP46PR08

Website – www.jzcp.com

Call - FTI Consulting on +44 (0)20 3727 1143/1016 for more information

Competent authority responsible for the supervision of the product manufacturer in relation to this document – Guernsey Financial Services Commission

Date of production of this document – 7th November 2018

You are about to purchase a product that is not simple and may be difficult to understand

What is this product?

Type

Convertible unsecured subordinated stock issued by JZCP an authorised closed-ended investment company incorporated in Guernsey.

Objectives

The objective of this product is to pay a fixed rate of interest and to offer investors the option to convert, in whole or in part, their holding of the product into ordinary shares of JZCP at a fixed conversion price.

Redemption: Unless previously redeemed, purchased or converted, the product will redeem on 30th July 2021 (the "maturity date") at their nominal amount, together with accrued interest.

Interest: Interest at the rate of 6.00% per annum of the nominal amount is payable semi-annually in equal instalments on 31 March and 30 September of each year, with the last payment being in respect of the period from (and including) 31 March 2021 to (but excluding) the maturity date.

Conversion: The conversion right may be exercised, by giving valid notice, on any day on or before the tenth business day in London and Guernsey prior to the maturity date. Upon conversion, the applicable nominal amount of the product will be converted to ordinary shares of JZCP at a price of £6.0373 per ordinary share (the "conversion price"). The manufacturer may adjust the conversion price to account for certain events, including: i) upon the consolidation and sub-division of the ordinary shares of; (ii) upon dividend payments being made by JZCP; (iii) the issue of shares, rights, share-related securities and other securities by JZCP; (iv) in the event of a demerger; or (v) in the event of a change of control of JZCP.

JZCP call option: Upon valid notice, JZCP may redeem the product at its nominal amount together with unpaid interest if:

- i) on at least 20 days during any 30 day period, the volume weighted average price of an ordinary share of JZCP exceeds 130% of the conversion price; or
- ii) conversion rights have been exercised and/or purchased in respect of 85% or more of the nominal amount of the product originally issued.

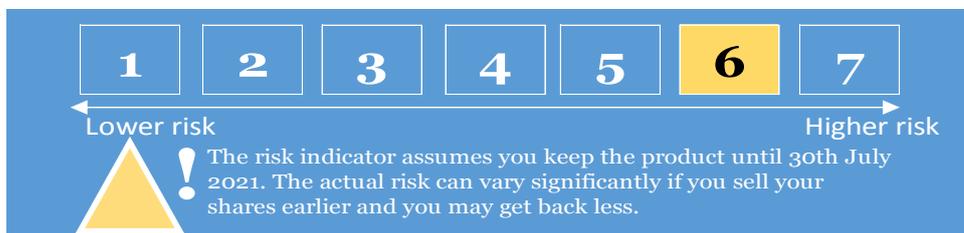
Intended retail investor

This product is intended for retail investors who:

- i. have a long-term investment horizon intention to hold to maturity;
- ii. are able to bear a total loss of the invested amount;
- iii. have a basic knowledge of, and experience with, financial products and the financial markets generally; and
- iv. have an income and/or capital investment objective.

What are the risks and what could I get in return?

Risk Indicator





What are the risks and what could I get in return? (continued)

The summary risk indicator is a guide to the level of risk of this product compared to other products. It shows how likely it is that the product will lose money because of movements in the markets or because JZCP are not able to pay you.

JZCP have classified the product as 6 out of 7 which is the second-highest risk class. This rates the potential losses from future performance at a high level, and poor market conditions are very likely to impact our capacity to pay you.

In the event that you convert the product into ordinary shares, there will be a delay between giving notice and delivery of the shares during which time the value may decrease substantially.

This product does not include any protection from future market performance so you could lose some or all of your investment. If JZCP are not able to pay you what is owed, you could lose your entire investment.

Performance Scenarios

Investment £10,000 Scenarios		1 Year	2 years 10 months (Recommended holding period)
Stress scenario	What you might get back after costs Average return each year	£10,520 5.2%	£11,504 5.1%
Unfavourable scenario	What you might get back after costs Average return each year	£10,520 5.2%	£11,504 5.1%
Moderate scenario	What you might get back after costs Average return each year	£10,520 5.2%	£11,504 5.1%
Favourable scenario	What you might get back after costs Average return each year	£10,554 5.54%	£11,504 5.1%

This table shows the money you could get back over the next three years 7 months under different scenarios, assuming that you invest £10,000. The scenarios shown illustrate how your investment could perform. You can compare them with the scenarios of other products. The scenarios presented are an estimate of future performance based on evidence from the past on how the value of this investment varies, and are not an exact indicator. What you will get will vary depending on how the market performs and how long you keep the investment/product.

The stress scenario shows what you might get back in extreme market circumstances and it does not take into account the situation where JZCP are not able to pay you.

The figures shown include all the costs of the product itself, but may not include all the costs that you pay to your advisor or distributor. The figures do not take into account your personal tax situation, which may also affect how much you get back.

What happens if JZCP is unable to pay out?

If JZCP were unable to make interest payments as scheduled or redeem the product on the maturity date at the pre-determined value, you may lose some or all of your investment and any payment may be delayed. The product is not covered by an investor compensation or guarantee scheme, and you would not be able to make a claim in such event. If you sell your shares on the London Stock Exchange, your bank or stockbroker will receive cash on delivery of your shares and should pass that to you.

What are the costs?

The Reduction in Yield (RIY) shows what impact the total costs you pay will have on the investment return you might get. The total costs take into account one-off, ongoing and incidental costs.

The amounts shown here are the cumulative costs of the product itself, for three different holding periods. They include potential early exit penalties. The figures assume you invest £10,000. The figures are estimates and may change in the future.

If you sell your CULS before maturity, you would pay your bank's or stockbroker's dealing charges and be selling at the then available market bid price. That is likely to be lower than the offer price at which others could buy shares at that time. Share prices in the media are typically the mid price, being half way between the bid price and the offer price.



What are the costs? (continued)

Costs Over Time

The person selling you or advising you about this product may charge you other costs. If so, this person will provide you with information about these costs, and show you the impact that all costs will have on your investment over time.

Investment £10,000 Scenarios	If you cash in after 1 Year	If you cash in after 3 Years	If you cash in at the end of the recommended holding period
Total costs	£0	£0	£0
Impact on return (RIY) per year	0.00%	0.00%	0.00%

Composition of costs

The table below shows:

- the impact each year of the different types of costs on the investment return you might get at the end of the recommended holding period;
- the meaning of the different cost categories.

This table shows the impact on return per year			
One-off costs	Entry costs	0.00%	The impact of the costs you pay when entering your investment.
	Exit costs	0.00%	The impact of the costs of exiting your investment when it matures.
Ongoing costs	Portfolio transaction costs	0.00%	The impact of the costs of JZCP buying and selling underlying investments for the product.
	Other ongoing costs	0.00%	The impact of the costs that are taken each year for managing your investments.
Incidental costs	Performance fees	0.00%	The impact of the performance fee. Performance fees are taken from your investment if the product outperforms its benchmark.
	Carried interests	0.00%	The impact of carried interests.

Recommended Holding Period: Three Years and Seven Months

How long should I hold it and can I take money out early?

The recommended holding period is selected to correspond with the maturity date of the product and the date of the production of this document.

The product can be bought and sold through the London Stock Exchange’s Specialist Fund Segment. If you choose to sell the product, you will pay the dealing costs your bank or stockbroker charge and be selling at the bid price available when your sale instruction is processed on the market.

How can I complain?

If you have any complaints about the product, or about the conduct of JZCP or the person advising on or selling the product, you may lodge your complaint in one of three ways:

- You may log your complaint via our website www.jzcp.com.
- You may send your complaint by email to JZCP’s administrator Northern Trust International Fund Administration Services (Guernsey) Limited at [GSY Board Relationship Team@ntrs.com](mailto:GSY_Board_Relationship_Team@ntrs.com).
- You may send your complaint in writing to JZ Capital Partners, PO Box 255, Trafalgar Court, Les Banques, St Peter Port, Guernsey GY1 3QL.

Complaints in relation to persons advising on or selling the product who are in no way connected to JZCP, should be addressed to them in the first instance.

Other relevant information

JZCP are required to provide you with further documentation, such as JZCP’s latest prospectus, annual and semi-annual reports. These documents and other information relating to JZCP are available online at www.jzcp.com.

Depending on how you buy these shares you may incur other costs, including broker commission, platform fees and Stamp Duty. The distributor will provide you with additional documents where necessary.