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If you sell or otherwise transfer or have sold or otherwise transferred all of your registered holding of Shares, please send this document, together in the case of Ordinary Shareholders with the accompanying 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, forwarded or transmitted in, into or from 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)

**Recommended Proposals in respect of:
Buy Back Authorities relating to a Tender Offer (or a series of Tender Offers) and resultant Off-Market Acquisitions
and
The Company's proposed investments in Spruceview Capital Partners
and
Notice of 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 17 to 20 of this document.

You should read the whole of this document. In particular, your attention is drawn to the letter from the Chairman of the Company in Part I ("Chairman's Letter") set out on pages 6 to 14 of this document which contains the unanimous recommendation of the Directors of the Company that Ordinary Shareholders vote in favour of the Resolutions to be proposed at the Extraordinary General Meeting of the Company in respect of which they are entitled, as the Directors intend to do in respect of their own beneficial holdings. Ordinary Shareholders should also refer to paragraph 5 of the letter from the Chairman of the Company in Part I

("Chairman's Letter") set out on pages 6 to 14 of this document which sets out the forms accompanying this document and the action to be taken by Ordinary Shareholders in respect thereof.

This document should be read in conjunction with the Notice of Extraordinary General Meeting and, in the case of Ordinary Shareholders, the accompanying Form of Proxy. The Notice of Extraordinary General Meeting is set out at the end of this document. The Notice of Extraordinary General Meeting provides all Shareholders with notice of the Extraordinary General Meeting of the Company. Shareholders are advised that Ordinary Shareholders only have the right to attend and vote on each of the Resolutions to be proposed at the Extraordinary General Meeting in respect of which they are entitled to vote. For the avoidance of doubt, ZDP Shareholders do not have the right to attend or vote at the Extraordinary General Meeting.

The Extraordinary General Meeting of the Company is to be held at 1.15 p.m. on 27 June 2019 (or as soon thereafter as the Annual General Meeting of the Company convened for the same day and place has been concluded or adjourned). The Extraordinary General Meeting will be held at the offices of Northern Trust International Fund Administration Services (Guernsey) Limited, Trafalgar Court, Les Banques, St Peter Port, Guernsey GY1 3QL, Channel Islands.

A Form of Proxy will accompany this document for use by Ordinary Shareholders in connection with the Extraordinary General Meeting of the Company. To be valid, the Form 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 Extraordinary General Meeting (excluding any part of a day which is non-working). Completion and return of the Form of Proxy will not preclude Ordinary Shareholders from attending and voting in person at the Extraordinary General Meeting should they so wish and provided they be so entitled to vote. Ordinary Shareholders are advised to review the instructions on pages 22 to 25 of this document regarding the proper completion and return of the Form of Proxy.

J.P. Morgan Securities plc (which conducts its UK investment banking business as J.P. Morgan Cazenove) ("**JPMC**"), which is authorised in the United Kingdom by the Prudential Regulation Authority and regulated in the United Kingdom by the Financial Conduct Authority and the Prudential Regulation Authority, is acting solely for the Company and no one else in connection with the proposal concerning the Company's proposed investments in Spruceview Capital Partners, which is a Related Party Transaction of the Company (insofar as the Listing Rules are applicable to the Company by virtue of its voluntary compliance with the same), being the Spruceview Proposal 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 the Spruceview Proposal or any other matter referred to in this document. For the avoidance of doubt, JPMC has not given any financial advice in connection with the proposal concerning the Buyback Authorities relating to a Tender Offer (or series of Tender Offers) and resultant Off-Market Acquisitions, being the Buy Back Proposal.

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 Company's 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.

29 May 2019

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EXPECTED TIMETABLE

Publication and posting of this document and, in the case of Ordinary Shareholders, the accompanying Form of Proxy for use by Ordinary Shareholders in connection with the Extraordinary General Meeting	29 May 2019
Latest time and date for receipt of the Form of Proxy for the Extraordinary General Meeting	1.15 p.m. on 25 June 2019
Extraordinary General Meeting	1.15 p.m. on 27 June 2019 (or as soon thereafter as the Annual General Meeting of the Company convened for the same day and place has been concluded or adjourned)
Announcement of the results of the Extraordinary General Meeting	27 June 2019

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 its sole and absolute discretion 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.
3. The Extraordinary General Meeting will be held at the offices of Northern Trust International Fund Administration Services (Guernsey) Limited, Trafalgar Court, Les Banques, St Peter Port, Guernsey GY1 3QL, Channel Islands.

**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
Sharon Parr

Registered Office

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

29 May 2019

Dear Shareholder,

**Recommended Proposals in respect of:
Buy Back Authorities relating to a Tender Offer (or a series of Tender Offers) and resultant Off-
Market Acquisitions
and
The Company's proposed investments in Spruceview Capital Partners
and
Notice of Extraordinary General Meeting**

1. Introduction

On 8 May 2019, the Company announced a series of strategic initiatives including, among others, that the Board would be seeking Ordinary Shareholder approval for the return, by way of a Tender Offer (or series of Tender Offers), of approximately US\$100 million in capital to Ordinary Shareholders at a maximum discount to net asset value of five per cent. The Tender Offer (or series of Tender Offers) is intended to be generated from the proceeds of realisations that are planned for this calendar year and the next. As announced on 8 May, the Company also intends to use certain of the proceeds from such realisations to reduce the Company's debt by approximately US\$100 million during the same period.

In connection with these strategic initiatives, the Board is now requesting approval from Ordinary Shareholders for the proposed return of capital to Ordinary Shareholders by way of a Tender Offer (or a series of Tender Offers) and resultant Off-Market Acquisitions in respect of the Company's Ordinary Shares and as more fully described below (the "**Buy Back Proposal**"). As this strategic initiative is intended to take place over the course of this calendar year and the next, the Board may request further approvals from Ordinary Shareholders for the same purpose in the future.

Such approval is being sought in the form of a general authority to make Market Acquisitions of Ordinary Shares by way of a Tender Offer (or a series of Tender Offers) (being the Market Acquisition Authority). The maximum number of Ordinary Shares which may be purchased under the Market Acquisition Authority is 12,091,959 Ordinary Shares representing approximately 14.99 per cent. of the Ordinary Shares in issue as at 28 May 2019 (being the latest practicable date prior to the publication of this document). The minimum and maximum prices that may be paid for each Ordinary Share purchased pursuant to the Market Acquisition Authority will be 95 per cent. and 100 per cent. respectively of the Company's net asset value (before dividends) per Ordinary Share by reference to the Company's most recently announced net asset value announced via a Regulatory Information Service prior to the announcement of any Tender Offer. *The details of any Tender Offer including the eligibility of those Ordinary Shareholders entitled to participate, how certain Ordinary Shareholders may participate, and the Tender Offer terms and conditions will be sent to Shareholders by separate shareholder circular(s) at the time the Company decides to undertake a Tender Offer under the Market Acquisition Authority if granted by Ordinary Shareholders.*

The above mentioned approval is also being sought in the form of an authority to make Off-Market Acquisitions of Ordinary Shares as a result of any Market Acquisitions of Ordinary Shares made by way of any Tender Offers (being the Off-Market Acquisition Authority). The Off-Market Acquisitions are to be made under the Off-Market Acquisition Authority in pursuance of the terms of a contract included in the Articles of Incorporation of the Company and as prescribed by an arrangement included within the Articles referred to as the CFC Buy Back Arrangement (which also prescribes the CFC Buy Back Arrangement Price to be paid for the Ordinary Shares purchased thereunder). As previously explained to Shareholders, the purpose of any Off-Market Acquisitions and the CFC Buy Back Arrangement is to allow the Company to make acquisitions of its Ordinary Shares in a way that reduces the risk of the Company being or becoming a Controlled Foreign Corporation.

Both authorities (together, being the Buy Back Authorities) are proposed in addition to any subsisting authorities of the Company to buy back the Company's Shares including any authorities that may be granted by Ordinary Shareholders at the Company's forthcoming Annual General Meeting to be held on 27 June 2019. If granted by Ordinary Shareholders, the Buy Back Authorities will expire at the conclusion of any extraordinary general meeting of the Company to renew them or on 27 December 2020, whichever is the earlier. As mentioned above, the Board may request further approvals from Ordinary Shareholders for the purpose of the Company undertaking Tender Offers in the future.

Separately, the Board is also requesting approval from Ordinary Shareholders for the Company to make further investments jointly with David W. Zalaznick and John (Jay) W. Jordan II (together, the JZAI Founders who are the founders and principals of Jordan/Zalaznick Advisers, Inc., the Company's investment adviser) (or their respective affiliates), each being a Related Party of the Company, in Spruceview Capital Partners which includes its affiliated funds from time to time, and in particular CERPI and as more fully detailed below (the "**Spruceview Proposal**" and together with the Buy Back Proposal, the "**Proposals**").

The Spruceview Proposal would be considered a Related Party Transaction under Chapter 11 of the Listing Rules (with which the Company voluntarily complies and insofar as the Listing Rules are applicable to the Company by virtue of its voluntary compliance) and therefore Ordinary Shareholder approval is required for the Spruceview Proposal which will be sought at an Extraordinary General Meeting of the Company.

As Shareholder approval is required for each of the Proposals an Extraordinary General Meeting of the Company is being convened to be held at 1.15 p.m. on 27 June 2019 (or as soon thereafter as the Annual General Meeting of the Company convened for the same day and place has been concluded or adjourned). The Extraordinary General Meeting will be held at the offices of Northern Trust International Fund Administration Services (Guernsey) Limited, Trafalgar Court, Les Banques, St Peter Port, Guernsey GY1 3QL, Channel Islands. The Notice convening the Extraordinary General Meeting, which contains the Resolutions to be proposed at that meeting concerning the Proposals, is set out at the end of this document.

In addition to the principal purpose of this document, being to set out and explain the Proposals referred to above and to request Ordinary Shareholder approval for the same, the purpose of this document is also to:

- provide Ordinary Shareholders with notice of the Extraordinary General Meeting at which the Resolutions to be proposed will be put forward, and voted on by, the Ordinary Shareholders in respect of which they are entitled to vote;
- provide ZDP Shareholders with details of the Proposals by providing notice of the Extraordinary General Meeting, although ZDP Shareholders do not have the right to attend or vote at the Extraordinary General Meeting; and
- explain why the Board:
 - considers the Proposals and the Resolutions to be proposed at the Extraordinary General Meeting to be in the best interests of the Company and the Ordinary Shareholders;

- unanimously recommends that Ordinary Shareholders vote in favour of the Resolutions to be proposed at 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 the Spruceview Proposal which concerns a Related Party Transaction 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.

Further details of the Proposals are set out below.

2. **Background to and reasons for the Buy Back Proposal**

The Buy Back Proposal is intended to allow the Company to return capital to Ordinary Shareholders by way of a Tender Offer (or a series of Tender Offers) and resultant Off-Market Acquisitions in respect of the Company's Ordinary Shares. The benefits of the Company undertaking Tender Offers, compared to other available options for a return of capital to Ordinary Shareholders, include that Tender Offers should:

- provide Ordinary Shareholders eligible to participate and who wish to sell Ordinary Shares with the opportunity to realise an attractive return at a specified price;
- enable Ordinary Shareholders eligible to participate and who do not wish to receive capital at the time of a Tender Offer to maintain their full investment in the Company so that they might benefit from any future capital growth or any narrowing of the discount to the Company's net asset value at which its Ordinary Shares continue to trade;
- be available to all eligible Ordinary Shareholders regardless of the size of their shareholdings; and
- provide an opportunity to all eligible Ordinary Shareholders to participate in the return of capital by offering them a guaranteed entitlement to participate under the terms and conditions of the Tender Offer.

From the Company's perspective, the Company undertaking Tender Offers (together with other potential factors, such as positive investment performance and further successful realisations) may also help to contribute to the narrowing of the discount to the Company's net asset value at which its Ordinary Shares continue to trade. Shareholders should however note that there is no guarantee that Tender Offers will have such an impact and/or a sustained impact on narrowing the prevailing discount.

Further details of the benefits and risks associated with Tender Offers as well as the eligibility of those Ordinary Shareholders entitled to participate, how certain Ordinary Shareholders may participate (via the Market Acquisitions or the Off-Market Acquisitions) and the Tender Offer terms and conditions will be sent to Shareholders by separate shareholder circular(s) at the time the Company decides to undertake a Tender Offer.

2.1 **Buy Back Authorities**

As mentioned above, the Board is requesting approval from Ordinary Shareholders for the proposed return of capital to Ordinary Shareholders by way of a Tender Offer (or a series of Tender Offers) and resultant Off-Market Acquisitions in respect of the Company's Ordinary Shares.

Such approval is being sought in the form of:

- a Market Acquisition Authority to make Market Acquisitions of Ordinary Shares by way of a Tender Offer (or a series of Tender Offers); and
- an Off-Market Acquisition Authority to make Off-Market Acquisitions of Ordinary Shares as a result of any Market Acquisitions of Ordinary Shares made by way of any Tender Offers,

in each case, as set out and described in further detail below.

Whilst the Company is requesting approval from Ordinary Shareholders for the Buy Back Authorities, the Company is not obliged to carry out acquisitions of its Ordinary Shares although it does retain the power to do so, and as such, the Company may undertake acquisitions of its Ordinary Shares when it so chooses including, as mentioned above, as and when realisations take place which are planned for this calendar year and the next. As also mentioned above, the Company intends to use certain of the proceeds from such realisations to reduce the Company's debt as well by approximately US\$100 million during the same period.

As has previously been the case for the Company's acquisitions of its own Ordinary Shares, any decision by the Company to undertake such an acquisition so authorised by Ordinary Shareholders will be a matter determined by the Board with the consent of the Company's investment adviser, Jordan/Zalaznick Advisers, Inc. In the event that Ordinary Shares are acquired, they may either be cancelled (and the number of shares in issue would be reduced accordingly) or be retained as treasury shares.

There are no warrants or options over Shares outstanding as at 28 May 2019 (being the latest practicable date prior to the publication of this document).

2.2 Market Acquisition Authority

The Market Acquisition Authority will give the Company authority to make Market Acquisitions of Ordinary Shares by way of a Tender Offer (or a series of Tender Offers).

The maximum number of Ordinary Shares which may be purchased under the Market Acquisition Authority is 12,091,959 Ordinary Shares representing approximately 14.99 per cent. of the Ordinary Shares in issue as at 28 May 2019 (being the latest practicable date prior to the publication of this document).

The minimum and maximum prices that may be paid for each Ordinary Share purchased pursuant to the Market Acquisition Authority will be 95 per cent. and 100 per cent. respectively of the Company's net asset value (before dividends) per Ordinary Share by reference to the Company's most recently announced net asset value announced via a Regulatory Information Service prior to the announcement of any Tender Offer. Such minimum and maximum prices are to be adjusted for any disposal or buy back of Shares to the extent not taken into account in such most recently announced figure translated into sterling by reference to the exchange rate quoted by Bloomberg as at market close on the tender closing date in respect of any Tender Offer.

The Market Acquisition Authority is proposed in addition to any subsisting authorities of the Company to buy back the Company's Shares including any authorities that may be granted by Ordinary Shareholders at the Company's forthcoming Annual General Meeting to be held on 27 June 2019. If granted by Ordinary Shareholders, the Market Acquisition Authority will expire at the conclusion of any extraordinary general meeting of the Company to renew it or on 27 December 2020, whichever is the earlier.

As mentioned above, the details of any Tender Offer including the eligibility of those Ordinary Shareholders entitled to participate, how certain Ordinary Shareholders may participate (via the Market Acquisitions or the Off-Market Acquisitions) and the Tender Offer terms and conditions will be sent to Shareholders by separate shareholder circular(s) at the time the Company decides to undertake a Tender Offer under the Market Acquisition Authority if granted by Ordinary Shareholders.

2.3 Off-Market Acquisition Authority

The Off-Market Acquisition Authority will give the Company authority to make Off-Market Acquisitions of Ordinary Shares as a result of any Market Acquisitions of Ordinary Shares made by way of any Tender Offers.

The Off-Market Acquisitions are to be made under the Off-Market Acquisition Authority in pursuance of the terms of a contract included in the Articles of Incorporation of the Company and as prescribed by an arrangement included within the Articles referred to as the CFC Buy Back Arrangement. The purpose of any Off-Market Acquisitions and the CFC Buy Back Arrangement is to allow the Company

to make acquisitions of its Ordinary Shares in a way that reduces the risk of the Company being or becoming a Controlled Foreign Corporation.

The CFC Buy Back Arrangement applies in circumstances where the Company makes acquisitions of its Ordinary Shares pursuant to a Market Acquisition Authority including as contemplated by this document in the case of a Tender Offer. Any acquisitions by the Company of its Ordinary Shares therefore generally speaking need to be made pursuant to a Market Acquisition Authority and, as a consequence of that (including in the case of a Tender Offer), then in pursuance of the terms of the contract included in the Articles as prescribed by the CFC Buy Back Arrangement and pursuant to an Off-Market Acquisition Authority.

The CFC Buy Back Arrangement applies to certain large US Ordinary Shareholders including David W. Zalaznick and affiliates, John (Jay) W. Jordan II and affiliates and Edgewater Growth Capital Partners including its parallel and affiliated funds (each being an Exceeding Ordinary Shareholder) and certain other US Ordinary Shareholders who the Board determines might otherwise constructively own more than 9.9 per cent. of the Company's Ordinary Shares in issue after the Company has made an acquisition of its Ordinary Shares pursuant to a Market Acquisition Authority (each being a 9.9 per cent. Ordinary Shareholder). In the event that the Company makes an acquisition of its Ordinary Shares pursuant to a Market Acquisition Authority (including in the case of a Tender Offer), the CFC Buy Back Arrangement requires (unless the Board determines otherwise) those large US Ordinary Shareholders to whom the CFC Buy Back Arrangement applies to sell to the Company (and the Company to buy from those large US Ordinary Shareholders) such number of Ordinary Shares that the Board determines would be necessary or desirable in order to prevent any such Market Acquisitions from resulting in: (i) for each Exceeding Ordinary Shareholder, that Exceeding Ordinary Shareholder increasing its percentage holding of Ordinary Shares; and (ii) for each 9.9 per cent. Ordinary Shareholder, that 9.9 per cent. Ordinary Shareholder exceeding the 9.9 per cent. limit. Shareholders are reminded that any Related Party Transactions resulting from the Company acquiring its Ordinary Shares from an Exceeding Ordinary Shareholder (as a Related Party of the Company) on the terms of the CFC Buy Back Arrangement were approved as part of the authorities granted at the extraordinary general meeting of the Company held on 16 May 2017.

The price that each large US Ordinary Shareholder to whom the CFC Buy Back Arrangement applies will be entitled to receive (and that will be paid by the Company) for each Ordinary Share acquired by the Company under the CFC Buy Back Arrangement is the CFC Buy Back Arrangement Price. The CFC Buy Back Arrangement Price is the volume weighted average price payable per Ordinary Share agreed to be purchased by the Company on the relevant trading day pursuant to a Market Acquisition Authority. The CFC Buy Back Arrangement Price is therefore expected to be the same as the price per Ordinary Share described above at which the Company's Ordinary Shares are bought back pursuant to the Market Acquisition Authority.

Further details of the CFC Buy Back Arrangement are included in the separate circular published by the Company dated 20 April 2017.

The Off-Market Acquisition Authority is also proposed in addition to any subsisting authorities of the Company to buy back the Company's Shares including those authorities which were granted at the annual general meeting of the Company held on 26 June 2018 and any replacement authorities that may be granted by Ordinary Shareholders at the Company's forthcoming Annual General Meeting to be held on 27 June 2019. If granted by Ordinary Shareholders, the Off-Market Acquisition Authority will expire at the conclusion of any extraordinary general meeting of the Company to renew it or on 27 December 2020, whichever is the earlier.

3. Background to and reasons for the Spruceview Proposal

As mentioned above, the Company is proposing to make further investments jointly with the JZAI Founders (or their respective affiliates) in Spruceview Capital Partners which includes its affiliated funds from time to time, and in particular CERPI. The joint investment is intended to be used for both Spruceview Capital Partners' general corporate purposes and investments in its affiliated funds from time to time, and in particular CERPI. CERPI is an investment fund established and managed by Spruceview Capital Partners for its client, a Mexican retirement fund administrator.

Spruceview Capital Partners, a portfolio investment of the Company, is an asset management business in the United States and aims to address the demand from corporate pensions, endowments, family offices and foundations for fiduciary management services through an Outsourced Chief Investment Officer model as well as specific products per asset class.

In July 2012, Ordinary Shareholders approved a joint investment by the Company, on a 50:50 basis economically, with the JZAI Founders (or their respective affiliates) in Spruceview Capital Partners, LLC (the "**2012 Spruceview Approval**"). The investment was made on the same basis but with certain structural features intended to afford each side appropriate US tax protections. Ordinary Shareholder approval of the initial joint investment was made on the basis that up to US\$30 million of investment would be required, staged over a period of three to five years, to be invested equally by the Company on one hand and the JZAI Founders on the other (the Company investing US\$15 million, with a further US\$15 million to be contributed by the JZAI Founders (or their respective affiliates)).

In September 2015, Ordinary Shareholders approved a further US\$30 million, being a material change to the terms of the 2012 Spruceview Approval, of investment in Spruceview Capital Partners, LLC to be jointly invested by the aforementioned parties over two to four years in the same proportions and on the same terms as above for the 2012 Spruceview Approval (the "**2015 Spruceview Approval**").

Spruceview has developed significant client relationships by creating particularised strategies and funds for its targeted client base, including in Canada and Mexico. In 2018, Spruceview launched a US middle market private equity fund-of-funds and continues to provide investment oversight to a European private credit fund-of-funds and portfolios for family office clients. Also in 2018, Spruceview expanded its mandate with an international packaged foods company to provide investment oversight to the pension funds of its Mexican subsidiary, in addition to those of its Canadian subsidiary, which Spruceview has advised since 2016. As mentioned above, Spruceview Capital Partners also established CERPI for its client, a Mexican retirement fund administrator. As the general partner of CERPI, Spruceview Capital Partners was required to make co-investments in CERPI. These investments were permitted to be made by various affiliates of Spruceview Capital Partners, including the Company and the JZAI Founders.

Shareholders should note that in March 2019, the Company further increased its investment together with the JZAI Founders (or their respective affiliates) in Spruceview Capital Partners by an additional US\$1.475 million from the Company (with a further US\$1.475 million to be contributed by the JZAI Founders (or their respective affiliates)). This increase was considered by the Company not to be a material change to the terms of the 2015 Spruceview Approval and, therefore, Ordinary Shareholder approval was not obtained for such increase. All of the Company's increased investment of US\$1.475 million, has been used to support Spruceview Capital Partners' share of the above mentioned co-investment in CERPI.

The Company is now proposing to further increase the amount of investment jointly with the JZAI Founders (or their respective affiliates) in Spruceview Capital Partners which includes its affiliated funds from time to time, and in particular CERPI. The joint investment is intended to be used for Spruceview Capital Partners' general corporate purposes and investments in its affiliated funds from time to time, and in particular to support Spruceview Capital Partners' share of any further co-investment required in CERPI.

Specifically, the Company proposes to invest a further US\$15 million (with a further US\$15 million to be contributed by the JZAI Founders (or their respective affiliates)) in Spruceview Capital Partners. The proposed joint investment will be on the same terms as the previous joint investments in Spruceview Capital Partners as approved by the 2012 Spruceview Approval and 2015 Spruceview Approval, being 50:50 economically and on the same terms and conditions but with certain structural features intended to afford each side appropriate US tax protections.

The Company's proposed investments in Spruceview Capital Partners, being a material change to the terms of the 2015 Spruceview Approval, would be considered a Related Party Transaction under Chapter 11 of the Listing Rules (with which the Company voluntarily complies and insofar as the Listing Rules are applicable to the Company by virtue of its voluntary compliance).

JZAI is the Company's investment adviser pursuant to the Investment Advisory Agreement and, under the Listing Rules, would therefore be considered a Related Party of the Company. As founders and

principals of JZAI, the JZAI Founders are associates of JZAI and would also be considered Related Parties of the Company. In addition, each of the JZAI Founders are substantial shareholders of the Company as they are each entitled to exercise or to control the exercise of 10 per cent. or more of the votes able to be casted at a general meeting of the Company. As such, each of the JZAI Founders are considered to be Related Parties of the Company on this basis as well. The Company's proposed investments in Spruceview Capital Partners which involves the JZAI Founders as Related Parties of the Company would be considered to be arrangements whereby the Company and its Related Parties invest in or provide finance to another undertaking or asset. Accordingly, the JZAI Founders as Related Parties and the Spruceview Proposal as arrangements between them would be considered a Related Party Transaction under Chapter 11 of the Listing Rules, insofar as the Listing Rules are applicable to the Company by virtue of its voluntary compliance with the same.

As such, the Spruceview Proposal, as a Related Party Transaction of the Company, requires approval of Ordinary Shareholders for the Company to invest together with the JZAI Founders in Spruceview Capital Partners.

Lastly, Shareholders should also be aware that there are certain risks related to the Company's proposed investment in Spruceview Capital Partners as set out below.

The state of the global economy, as well as normal market fluctuations, may negatively impact the business, financial condition and results of operation of the Company's investment in Spruceview Capital Partners or the Company's return on its investment. The strategy and/or financial performance of Spruceview Capital Partners may also be unable or fail to generate the expected, or even any, returns on the Company's investment. There is therefore no guarantee that the Company's investment will succeed and accordingly the Company may lose all or part of the value of its investment. In addition, the Company believes that the success of its investment will depend to a significant extent upon the skills and expertise of the existing members of the management team of Spruceview Capital Partners that run the Spruceview business and in particular the key individuals important to the business, being Richard Sabo (Partner, CEO and Co-CIO) and Neetesh Kumar (Partner). There can be no guarantee that such members of the management team and/or key individuals will remain with Spruceview Capital Partners or that the Spruceview business will be able to attract and retain suitable staff. The departure of such persons and/or an inability to attract and retain suitable staff may have an adverse impact on the performance of Spruceview Capital Partners. Furthermore, the Company will not control Spruceview Capital Partners which may therefore make decisions with which it does not agree including decisions that may decrease the returns to the Company from its investment. The Company may also on account of its more limited governance rights not be able to realise some or all of the benefits it was seeking to achieve from its investment and it may be unable to exit at a time when the Company believes it is beneficial to do so. Because the Company will not control Spruceview Capital Partners and the risks associated with the participation alongside co-investors (who may have governance rights that the Company does not have and whose economic and other interests may not be consistent with the Company's as a reason for making decisions with which it may not agree), the Company cannot ensure that these types of investments will generate the returns expected, or any returns on the Company's investment.

The risks set out above are the risks which are considered to be material but are not the only risks relating to the Company or its proposed joint investment in Spruceview Capital Partners. 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 additional risks or the risks above were to materialise, the Company's business, financial condition, results or future operations could be materially or adversely affected. In such circumstances, the price of the Company's Shares could decline and investors could lose all or part of their investment.

4. Extraordinary General Meeting

Both Proposals are subject to the approval of Ordinary Shareholders. Such Shareholder approvals will be sought at an Extraordinary General Meeting of the Company.

The Extraordinary General Meeting is to be held at 1.15 p.m. on 27 June 2019 (or as soon thereafter as the Annual General Meeting of the Company convened for the same day and place has been concluded or adjourned). The Extraordinary General Meeting will be held at the offices of Northern Trust International Fund Administration Services (Guernsey) Limited, Trafalgar Court, Les Banques, St

Peter Port, Guernsey GY1 3QL, Channel Islands. The purpose of the Extraordinary General Meeting is to consider and, if thought fit, pass the Resolutions to be proposed at that meeting concerning the Proposals.

A Notice of Extraordinary General Meeting is set out at the end of this document. The Resolutions to be proposed at that meeting are contained in the Notice of Extraordinary General Meeting and concern the Proposals.

Ordinary Shareholders only will be entitled to vote on the Resolutions to be proposed at the Extraordinary General Meeting in respect of which they are entitled to vote. Shareholders are advised that:

- Resolution 1 relates to the Market Acquisition Authority described above in paragraph 2.2, Resolution 2 relates to the Off-Market Acquisition Authority described above in paragraph 2.3 and Resolution 3 relates to the Spruceview Proposal as a Related Party Transaction of the Company described above in paragraph 3;
- Resolution 1 is intended to be proposed as an Ordinary Resolution;
- Resolution 2, which is conditional on the passing of Resolution 1, is intended to be proposed as an Extraordinary Resolution (within the meaning given to it in the Articles of Incorporation of the Company, 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 Guernsey Companies Law); and
- Resolution 3 is to be proposed as an Ordinary Resolution and, with respect to that Resolution, each of the JZAI Founders have undertaken not to vote on, and have each taken all reasonable steps to ensure that their respective associates will not vote on, Resolution 3 to approve the Spruceview Proposal at the Extraordinary General Meeting.

For the avoidance of doubt, ZDP Shareholders will not be entitled to vote on Resolutions 1, 2 or 3.

5. **Action to be taken**

A Form of Proxy will accompany this document for use by Ordinary Shareholders in connection with the Extraordinary General Meeting of the Company. If you currently only hold ZDP Shares, you should disregard the Form of Proxy.

If you are an Ordinary Shareholder, whether or not you intend to be present at the Extraordinary General Meeting, you are asked to complete, sign and return the Form of Proxy in accordance with the instructions printed thereon and in order to be valid, 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 Form of Proxy will not preclude Ordinary Shareholders from attending and voting in person at the Extraordinary General Meeting if they so wish and are so entitled.

Ordinary Shareholders are also advised to review the instructions on the Form of Proxy itself regarding the proper completion and return of the Form of Proxy.

As an alternative, 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 and otherwise in accordance with the instructions on the Form of Proxy.

6. **Recommendation**

In relation to the Spruceview Proposal as a Related Party Transaction of the Company, the Board, which has been so advised by JPMC, considers the terms of the Spruceview Proposal 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 the Spruceview Proposal. For the

avoidance of doubt, JPMC has not given any financial advice in connection with the Buy Back Proposal.

In addition, the Board considers each of the Proposals and the Resolutions to be proposed at the Extraordinary General Meeting to be in the best interests of the Company and the Ordinary Shareholders.

Accordingly, the Board unanimously recommends that Ordinary Shareholders vote in favour of each of the Resolutions to be proposed at 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 0.16 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 segment of the Main 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 are to be redeemed by the Company on 1 October 2022. In addition, the rights attaching to the CULS provide that the CULS are to 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
Sharon Parr

2. Major shareholders

As at 28 May 2019 (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, five per cent. or more of the voting rights attributable to the issued Ordinary Share capital of the Company. The number and percentage of Ordinary Shares relate to the number informed by Shareholders on the relevant notification rather than the current share register.

Shareholder	No. of Ordinary Shares	As at 28 May 2019 % of Issued Ordinary Share Capital
Edgewater Growth Capital Partners ⁽¹⁾	18,335,944	22.7%
David W. Zalaznick and affiliates ⁽¹⁾	10,550,294	13.1%
John (Jay) W. Jordan II and affiliates ⁽¹⁾	10,550,294	13.1%
Leucadia Financial Corporation ⁽¹⁾	8,021,552	9.9%
Abrams Capital Management ⁽²⁾	7,744,366	9.6%
Arnhold LLC	4,573,007	5.7%
Finepoint Capital	4,413,067	5.5%

⁽¹⁾ The notifiable interests set out in the table above for each of Edgewater Growth Capital Partners L.P., David W. Zalaznick, John (Jay) W. Jordan II and Affiliates and Leucadia Financial Corporation do not reflect the number of Ordinary Shares bought back from each of those shareholders pursuant to certain share buy backs of Ordinary Shares undertaken by the Company and as announced during the year ended 28 February 2019. Each of those Shareholders had Ordinary Shares repurchased from them off-market by the Company and as such, as at 28 May 2019 and so far as the Company is aware, Edgewater Growth Capital Partners L.P. holds 17,623,578 Ordinary Shares (being 21.9% of the issued Ordinary Share capital), David W. Zalaznick holds 10,142,814 Ordinary Shares

(being 12.6% of the issued Ordinary Share capital), John (Jay) W. Jordan II and Affiliates holds 10,142,814 Ordinary Shares (being 12.6% of the issued Ordinary Share capital) and Leucadia Financial Corporation holds 7,986,002 Ordinary Shares (being 9.9% of the issued Ordinary Share capital).

⁽²⁾ The figure set out in the table above for Abrams Capital Management L.P. does not reflect the number of Ordinary Shares bought back from them pursuant to share buy backs of Ordinary Shares undertaken by the Company and as announced during the year ended 28 February 2019. As at 28 May 2019 and so far as the Company is aware, Abrams Capital Management L.P. holds 7,163,507 Ordinary Shares (being 9.5% of the issued Ordinary Share capital).

3. **Significant changes**

Other than the strategic initiatives detailed in the Company's announcement on 8 May 2019, there has been no significant change in the financial or trading position of the Company since 28 February 2019, being the date to which the last audited annual accounts of the Company were published.

4. **Material contracts**

The Company has not entered into any contracts, other than in the ordinary course of business: (a) 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 Ordinary Shareholders would reasonably require to make a properly informed assessment of how to vote on the Resolutions to be proposed at the Extraordinary General Meeting concerning the Proposals.

5. **Consents**

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 6 below in this Part II ("Additional Information").

6. **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 (a) Broadwalk House, 5 Appold Street, London EC2A 2HA, United Kingdom (from the date of this document until 3 June 2019) and (b) 1 Duval Square, London Fruit and Wool Exchange, London E1 6PW, United Kingdom (from 3 June 2019), in each case, during normal business hours on each business day from the date of this document until the close of the Extraordinary General Meeting to be held on 27 June 2019 including for 15 minutes prior to and during the Extraordinary General Meeting:

the memorandum of incorporation of the Company;

the Articles of the Company;

the audited annual accounts of the Company for the financial years ended 28 February 2019 and 28 February 2018;

the written consent letter from JPMC referred to in paragraph 5 above in this Part II ("Additional Information") of this document; and

this document.

DEFINITIONS

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

"£" or "Pounds Sterling" or "pence"	the lawful currency of the United Kingdom;
"US\$" or "US Dollars" or "cents"	the lawful currency of the United States;
"2012 Spruceview Approval"	has the meaning given to it in paragraph 3 of the letter from the Chairman of the Company in Part I ("Chairman's Letter") of this document;
"2015 Spruceview Approval"	has the meaning given to it in paragraph 3 of the letter from the Chairman of the Company in Part I ("Chairman's Letter") of this document;
"9.9 per cent. Ordinary Shareholder"	any US Ordinary Shareholders (other than the Exceeding Ordinary Shareholders) who the Board determines might otherwise constructively own more than 9.9 per cent. of the Company's Ordinary Shares in issue after the Company has made an acquisition of its Ordinary Shares pursuant to a Market Acquisition Authority;
"Annual General Meeting"	the eleventh annual general meeting of the Company to be held at 1 p.m. on 27 June 2019 at the offices of Northern Trust International Fund Administration Services (Guernsey) Limited, Trafalgar Court, Les Banques, St Peter Port, Guernsey GY1 3QL, Channel Islands, including any adjournment thereof;
"Articles" or "Articles of Incorporation"	the articles of incorporation of the Company, as amended from time to time;
"Board" or "Directors"	the directors of the Company as at the date of this document whose names are set out on page 1 of the letter from the Chairman of the Company in Part I ("Chairman's Letter") of this document;
"Buy Back Authorities"	the Market Acquisition Authority and the Off-Market Acquisition Authority;
"Buy Back Proposal"	the proposed return of capital to Ordinary Shareholders by way of a Tender Offer (or a series of Tender Offers) and resultant Off-Market Acquisitions in respect of the Company's Ordinary Shares;
"CERPI"	an investment fund listed on the Mexican stock exchange (under the ticker symbol SVPI 19), together with its affiliated funds, (each being affiliated funds of Spruceview Capital Partners) established and managed by Spruceview Capital Partners, for its client, a Mexican retirement fund administrator;
"CFC Buy Back Arrangement"	has the meaning given to it in the Articles and as described in paragraphs 1 and 2.3 of the letter from the Chairman of the Company in Part I ("Chairman's Letter") of this document;
"CFC Buy Back Arrangement Price"	has the meaning given to it in the Articles and as described in paragraphs 1 and 2.3 of the letter from the Chairman of the Company in Part I ("Chairman's Letter") of this document;
"Company"	JZ Capital Partners Limited (with registered number 48761);

"constructively own"	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);
"CREST Sponsor"	a CREST participant admitted to CREST as a CREST sponsor;
"CREST Sponsored Member"	a CREST member admitted to CREST as a sponsored member;
"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 28 May 2019 (being the latest practicable date prior to the publication of this document);
"Disclosure and Transparency Rules"	the disclosure guidance and transparency rules made by the FCA pursuant to section 73A of the FSMA;
"Euroclear"	Euroclear UK & Ireland Limited, the operator of CREST;
"Exceeding Ordinary Shareholders"	each of David W. Zalaznick and affiliates, John (Jay) W. Jordan II and affiliates and Edgewater Growth Capital Partners including its parallel and affiliated funds;
"Extraordinary General Meeting"	the extraordinary general meeting of the Company to be held at 1.15 p.m. on 27 June 2019 (or as soon thereafter as the Annual General Meeting 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 GY1 3QL, 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 Guernsey Companies Law;
"FCA"	the Financial Conduct Authority;
"Form of Proxy"	the form of proxy accompanying this document for use by Ordinary Shareholders in connection with the Extraordinary General Meeting;
"FSMA"	the Financial Services and Markets Act 2000, as amended;
"Guernsey Companies Law"	The Companies (Guernsey) Law 2008 (as amended);

"Investment Advisory Agreement"	the investment advisory and management agreement dated 23 December 2010 between the Company and JZAI, as amended from time to time;
"JPMC"	J.P. Morgan Securities plc (which conducts its UK investment banking business as J.P. Morgan Cazenove);
"JZAI"	Jordan/Zalaznick Advisers, Inc., a Delaware USA corporation wholly-owned by the JZAI Founders and shall include (as the case may be and as the context may require) its affiliates;
"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;
"London Stock Exchange"	the London Stock Exchange plc;
"Market Acquisition Authority"	the Market Acquisition Authority forming part of the Buyback Proposal which is being sought at the Extraordinary General Meeting described in paragraph 2.2 of the letter from the Chairman of the Company in Part I ("Chairman's Letter") of this document or a general authority of Ordinary Shareholders to make Market Acquisitions of Ordinary Shares where the maximum number of Ordinary Shares that may be purchased is equal to or less than 15 per cent. of the Ordinary Shares at the date of the relevant notice of meeting in which such resolution is included (as the case may be and as the context may require);
"Market Acquisitions"	has the meaning given to it in the Guernsey Companies Law;
"Notice of Extraordinary General Meeting" or "Notice"	the notice of Extraordinary General Meeting set out at the end of this document;
"Off-Market Acquisition Authority"	the Off-Market Acquisition Authority forming part of the Buyback Proposal which is being sought at the Extraordinary General Meeting described in paragraph 2.3 of the letter from the Chairman of the Company in Part I ("Chairman's Letter") of this document or an authority of Ordinary Shareholders pursuant to the Guernsey Companies Law of the terms of a contract included in the Articles as prescribed by the CFC Buy Back Arrangement included therein for the Company to make Off-Market Acquisitions of Ordinary Shares in pursuance of the terms of that contract (as the case may be and as the context may require);
"Off-Market Acquisitions"	acquisitions other than under a Market Acquisition;
"Ordinary Resolution"	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 Buy Back Proposal and the Spruceview Proposal together;
"Regulatory Information Service"	a regulatory information service that is on the list of regulatory information services maintained by the FCA;
"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;
"Resolution 1"	Resolution 1 relating to the Market Acquisition Authority to be proposed at the Extraordinary General Meeting as set out in the Notice of Extraordinary General Meeting;
"Resolution 2"	Resolution 2 relating to the Off-Market Acquisition Authority to be proposed at the Extraordinary General Meeting as set out in the Notice of Extraordinary General Meeting;
"Resolution 3"	Resolution 3 relating to the Spruceview Proposal as a Related Party Transaction of the Company to be proposed at the Extraordinary General Meeting as set out in the Notice of Extraordinary General Meeting;
"Resolutions"	Resolutions 1, 2 and 3;
"Shareholders"	holders of Shares;
"Shares"	the Ordinary Shares and/or the ZDP Shares (as the case may be and as the context may require);
"Spruceview" or "Spruceview Capital Partners"	Spruceview Capital Partners, LLC including its affiliated funds from time to time;
"Spruceview Proposal"	the proposal relating to the Company's proposed investments jointly with the JZAI Founders, each being a Related Party of the Company, in Spruceview Capital Partners which includes its affiliated funds, and in particular CERPI and as more fully described in paragraphs 1 and 3 of the letter from the chairman of the Company in Part I ("Chairman's Letter") of this document;
"Tender Offer" or "Tender Offers"	any invitation(s) by the Company to tender Ordinary Shares for sale by way of Market Acquisition on the terms and subject to the conditions to be set out in any separate shareholder circular(s) to be sent to Shareholders at the time the Company decides to undertake such invitation(s) under Market Acquisition Authorities if granted by Ordinary Shareholders;
"UK" or "United Kingdom"	the United Kingdom of Great Britain and Northern Ireland;
"US" or "USA" or "United States"	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 Ordinary Shareholders"	an Ordinary Shareholder who is resident in the United States;
"ZDP Shareholders"	holders of ZDP Shares; and
"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.

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 GY1 3QL, Channel Islands at 1.15 p.m. on 27 June 2019 (or as soon thereafter as the Annual General Meeting of the Company convened for the same day and place has been concluded or adjourned) to consider and, if thought fit, pass the following Resolutions.

Resolution 1 and 3 are intended to be proposed as Ordinary Resolutions. Resolution 2 is intended to be proposed as an Extraordinary Resolution (within the meaning given to it in the Articles of Incorporation of the Company, 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 Guernsey Companies Law).

Ordinary Shareholders only will be entitled to vote on Resolutions 1, 2 and 3 assuming they are so entitled. For the avoidance of doubt, ZDP Shareholders will not be entitled to vote on any of Resolutions 1, 2 or 3.

ORDINARY RESOLUTION

THAT:

1. In addition to all subsisting authorities, the Company is generally and unconditionally authorised for the purposes of The Companies (Guernsey) Law 2008 (as amended) (the "**Guernsey Companies Law**"), to make market acquisitions (as defined in the Guernsey Companies Law) of any of its ordinary shares of no par value in the capital of the Company ("**Ordinary Shares**") pursuant to any Tender Offer on such terms and in such manner as the Directors may from time to time determine provided that:
 - a) the maximum number of Ordinary Shares hereby authorised to be purchased is 12,091,959 Ordinary Shares representing approximately 14.99 per cent. of the Ordinary Shares in issue as at 28 May 2019 (being the latest practicable date prior to the publication of this document);
 - b) the minimum price (exclusive of expenses) that may be paid for each Ordinary Share is 95 per cent. of the Company's net asset value (before dividends) per Ordinary Share by reference to the Company's most recently announced net asset value announced via a Regulatory Information Service prior to the announcement of such Tender Offer adjusted for any disposal or buy back of Shares to the extent not taken into account in such most recently announced figure translated into sterling by reference to the exchange rate quoted by Bloomberg as at market close on the tender closing date in respect of any Tender Offer;
 - c) the maximum price (exclusive of expenses) that may be paid for each Ordinary Share is 100 per cent. of the Company's net asset value (before dividends) per Ordinary Share by reference to the Company's most recently announced net asset value announced via a Regulatory Information Service prior to the announcement of such Tender Offer adjusted for any disposal or buy back of Shares to the extent not taken into account in such most recently announced figure translated into sterling by reference to the exchange rate quoted by Bloomberg as at market close on the tender closing date in respect of any Tender Offer;
 - d) unless previously renewed, revoked or varied, this authority shall expire at the conclusion of any extraordinary general meeting of the Company to renew this authority or on 27 December 2020, whichever is the earlier; and
 - e) the Company may, before this authority expires, make a contract to purchase Ordinary Shares that would or might be executed wholly or partly after the expiry of this

authority, and may make purchases of Ordinary Shares pursuant to it as if this authority had not expired.

EXTRAORDINARY RESOLUTION

THAT:

2. Subject to the passing of Resolution 1 set out in this Notice of Extraordinary General Meeting, in addition to all subsisting authorities, the Company authorises pursuant to section 314(2) of the Guernsey Companies Law the terms of a contract included in the Articles of Incorporation of the Company as prescribed by the CFC Buy Back Arrangement included therein for the Company to make acquisitions other than under a Market Acquisition (as defined in the Guernsey 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; and
 - b) unless previously renewed, revoked or varied, this authority shall expire at the conclusion of any extraordinary general meeting of the Company to renew this authority or on 27 December 2020, whichever is the earlier.

ORDINARY RESOLUTION

THAT:

3. The related party transaction relating to approval of the Company's investments in Spruceview Capital Partners which includes its affiliated funds from time to time, and in particular CERPI, on the terms summarised in paragraph 1 and 3 of the letter from the Chairman of the Company in 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 29 May 2019 and published by the Company shall, unless the context otherwise requires, have the same meaning in this Notice of Extraordinary General Meeting (the "**Circular**").

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

Dated 29 May 2019

Notes re your 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 in the case of Ordinary Shareholders with the accompanying 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, forwarded or transmitted in, into or from 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 of the Company, only the Ordinary Shareholders are entitled to attend and vote at the Extraordinary General Meeting if they are so entitled. ZDP Shareholders are not entitled to attend or vote at the Extraordinary General Meeting.

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 25 June 2019, 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, her or it. 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 Ordinary Shares held by him, her or it.

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 Form of Proxy. If no name(s) is entered, the return of the 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 Form of Proxy how you wish your vote to be cast in respect of the Resolutions 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 Form of Proxy your proxy will vote or abstain at his, her or its discretion.

If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the appropriate box on the 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 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 2265, 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 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 in England and Wales). Please insert in the space provided and in the appropriate box on the 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 Form of Proxy if the proxy instruction is one of the multiple instructions being given. All 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, her or its 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 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 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 proxyvotes@equiniti.com (and in the case of email with the original to follow by post to Equiniti Limited). In the case of email, should the original Form of Proxy not be received by post, the electronic version shall still be treated as valid (provided it is returned before the proxy cut-off as detailed above).

If you are sending the Form of Proxy by post from outside the United Kingdom, you will need to place the Form of Proxy in a reply paid envelope and post the envelope to Equiniti Limited. In order to ensure that the Form of Proxy is received before the proxy cut-off date as detailed above, you should also transmit the 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 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, her or its 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 Extraordinary General Meeting and the person so authorised shall be entitled to exercise on behalf of the corporation he, she or it 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 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 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.

