



JZ CAPITAL PARTNERS LIMITED

JZ CAPITAL PARTNERS LIMITED (the "**Company**")

(a closed-end investment company incorporated with limited liability under the laws of Guernsey with registered number 48761)

Notice of Extraordinary General Meeting and Proposed Amendments to the Company's Investment Policy and Articles

30 January 2015

Notice of Extraordinary General Meeting

Notice is hereby given that the Extraordinary General Meeting ("**EGM**") of the Company will be held at Trafalgar Court, Les Banques, St Peter Port, Guernsey GY1 3QL, on 26 February 2015 at 12.00 midday (London time).

The Notice convening the EGM has been distributed to members of the Company and will shortly be uploaded to the Company's website at www.jzcp.com.

Proposed Amendments to the Company's Investment Policy and Articles

The purpose of the EGM is to consider and, if thought fit, approve certain proposed amendments to the Company's investment policy and Articles of Incorporation.

Overview

The Company's corporate objective is proposed to be to create a portfolio of investments that provides a superior overall return comprised of a current yield and significant capital appreciation. To achieve this, the Board believes that the Company will clearly benefit from having the flexibility to take advantage of new investment opportunities and adapt its investments appropriately when changing investment cycles warrant.

With that in mind, the Board is proposing that the Company's investment policy is amended and restated in order to provide greater flexibility to invest in the most attractive investment opportunities as identified by the Company's Investment Adviser, Jordan/Zalaznick Advisers, Inc. that are available to the Company from time to time and with a view to the Company being seen to have a wider investment perspective than is currently the case.

Background

The Company's current investment policy sets out constraints and ceilings on its exposure to permitted asset classes. These constraints and ceilings have been adjusted over time as the means and focus of the Company for achieving its investment objectives have developed in response to the changing investment background. As the investment cycle will require different areas of emphasis at different times to achieve superior returns, the Company now wishes to allow sufficient flexibility to the Investment Adviser to invest accordingly through identifying appropriate asset classes and industries and by backing exceptional management teams.

The above is illustrated by the composition of the Company's investment portfolio, which has evolved and changed substantially over its life and the life of its predecessor. At inception, the Company's predecessor started with a focus on mezzanine capital, at incorporation in 2008 the Company was focussed on direct investment in small or microcap private businesses in the US, and now the Company's portfolio includes substantial investments in private businesses outside the US, mainly in Western Europe to the extent that the Company's largest single holding is Factor Energia

in Spain. The Company has also accumulated a significant portfolio of real estate in Brooklyn. Furthermore, and by way of example only, currently, the Investment Adviser considers microcap businesses in the US to be relatively expensive and a "seller's market", but believes that there are more attractive opportunities for investment in similar businesses in Western Europe and in real estate.

Proposed Amendments to Investment Policy

As part of the amendments to the Company's investment policy, the Company will target predominantly private investments, seeking to back exceptional management teams to deliver on attractive investment propositions. In executing this strategy, the Company will take a long term view. The Company will seek to invest directly in its target investments, although it may invest through other collective investment vehicles. The Company may also invest in listed investments, whether arising on the listing of its private investments or directly. The Company will be focussed on investing in the areas of:

- small or micro-cap buyouts in the form of debt and equity and preferred stock;
- real estate or real estate linked investments and natural resources investments;
- debt opportunities, including mezzanine investments, comprising loans and high-yield securities, and listed bank debt, including both senior secured debt and second lien loans; and
- other debt and equity opportunities, including distressed debt and structured and off-balance sheet financings, derivatives and publicly traded securities.

The Company proposes to remove existing limits that apply to certain asset classes and geographies with in the latter case it being proposed that the Company will have the ability to invest globally but with a particular focus on the US and Europe. The Company however will always seek to maintain a broad spread of investment risk and will continue to comply with those investment restrictions voluntarily adopted by it and that apply from time to time to closed ended investment funds listed on the premium segment of the Official List under Chapter 15 of the Listing Rules. No changes are proposed to be made to the Company's borrowing policy, including its existing gearing limits.

Copies of the fully amended and restated investment policy of the Company are available for viewing, during normal business hours, at the registered office of the Company at Trafalgar Court, Les Banques, St Peter Port, Guernsey, GY1 3QL.

David Macfarlane, Chairman, commented: "The proposed amendments to the investment policy will enable the Investment Adviser to take advantage of a wider range of investment opportunities as well as providing the flexibility to adapt existing investments appropriately, when investment cycles warrant. This would be a significant step forward for the Company and the Board considers this proposal to be in the best interest of ordinary shareholders as a whole".

Proposed Amendments to Articles of Incorporation

The Board is also proposing to amend certain articles in its Articles of Incorporation: firstly, to allow certain large US shareholders under specified circumstances to acquire further ordinary shares in the Company from other shareholders in excess of the 9.9 per cent limit generally applicable to them; and secondly, to provide the Board with greater flexibility for the holding of its Board meetings.

Copies of the circular the Company is posting to shareholders in connection with the proposals described in this announcement (the "**Circular**") are available for viewing, during normal business hours, at the registered office of the Company at Trafalgar Court, Les Banques, St Peter Port, Guernsey, GY1 3QL and will shortly be available for viewing at www.morningstar.co.uk/uk/nsm.

The Notice convening the EGM is also included within the Circular and as noted above will shortly be uploaded to the Company's website at www.jzcp.com.

Enquiries:

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Disclaimer:

This announcement has been issued by and is the sole responsibility of the Company.

This announcement contains (or may contain) 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. You should not, therefore, place undue reliance on these forward-looking statements, which speak only as of the date of this announcement. 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 announcement 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.

Neither the content of the Company's website (or any other website) nor the content of any website accessible from hyperlinks on the Company's website (or any other website) is incorporated into, or forms part of, this announcement.