



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or the action you should take, you are recommended to seek your own financial advice from your stockbroker, solicitor, accountant or other duly authorised professional adviser.

If you have sold or otherwise transferred your entire holding of shares in Gottex Fund Management Holdings Limited (the "**Company**"), please send this document, together with the accompanying Form of Proxy, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale was effected, for onward transmission to the purchaser or transferee.

GOTTEX FUND MANAGEMENT HOLDINGS LIMITED

(A company incorporated in Guernsey with registered number 47547)

Registered office: Redwood House, St Julian's Avenue, St Peter Port, Guernsey GY1 1WA

NOTICE OF 2015 ANNUAL GENERAL MEETING

Your attention is drawn to the letter from the Chairman of Gottex Fund Management Holdings Limited set out on pages 3 to 5 of this document recommending that you vote in favour of the shareholder resolutions to be proposed at the Annual General Meeting of the Company, described further below.

Notice of the Annual General Meeting of the Company (the "**AGM**"), to be held at 2.00 p.m. local time on Friday 24 April 2015 at Redwood House, St Julian's Avenue, St Peter Port, Guernsey GY1 1WA, is set out at the end of this document.

Shareholders of the Company (the "**Shareholders**") will find enclosed a Form of Proxy for use at the AGM. Shareholders are requested to complete and return their Form of Proxy as soon as possible. If you wish to vote by proxy, please complete and return this Form of Proxy to the Company's Secretary, Elian Corporate Services (Guernsey) Limited at Redwood House, St Julian's Avenue, St Peter Port, Guernsey GY1 1WA (or, where appointing the independent proxy, to Wayne Bulpitt of Active Compliance Services Limited, 1st Floor, Tudor House, Le Bordage, St. Peter Port, Guernsey GY1 1DB), so as to be received as soon as possible, before the time the AGM is due to commence. Completion of a Form of Proxy does not preclude a Shareholder from subsequently attending and voting at the AGM in person if he/she so wishes. To be valid, Forms of Proxy for use at the AGM must be completed and returned in accordance with the instructions printed on it as soon as possible and, in any event, before the time the AGM is due to commence.

This document and the documents circulated with or attached to it do not constitute advice to you and you should seek your own independent advice as necessary in relation to the proposed business of the AGM.

CONTENTS

Letter from the Chairman of Gottex Fund Management Holdings Limited	3
Notice of Annual General Meeting	6
Notes regarding Annual General Meeting	8
Annex 1 – Biography for Mr. Tiberto Brandolini d’Adda	10

Enclosure: Form of Proxy

Note: 1. The Consolidated Financial Statements of the Company and its subsidiaries for the year ended 31 December 2014 with the Reports of the directors and the Auditors are available on <http://www.gottexholdings.com/financial-information/financial-section> and will be available for inspection at the AGM.



LETTER FROM THE CHAIRMAN

GOTTEX FUND MANAGEMENT HOLDINGS LIMITED
(A company incorporated in Guernsey with registered number 47547)

Directors:

Registered Office

Arpad Busson (*Chairman*)

Eric Bissonnier

Redwood House

Michael Garrett

St. Julian's Avenue

Joachim Gottschalk

St Peter Port

Max Gottschalk

Guernsey GY1 1WA

Kevin Maloney

Bruno Pfister

Christopher Preston

David Staples

Dear Shareholder

Annual General Meeting ("AGM")

Background

You will find set out at the end of this document a notice convening the eighth Annual General Meeting of the Company, to be held at 2.00 p.m. local time on Friday 24 April 2015 at Redwood House, St Julian's Avenue, St Peter Port, Guernsey, GY1 1WA.

The business to be transacted at the AGM is the usual business of an Annual General Meeting. That business is covered by the proposed ordinary resolutions 1 to 13 and by one special resolution.

Proposed Shareholder resolutions

The resolutions are being proposed in relation to the ordinary administrative business of the Company. Full details of the proposed resolutions are set out in the AGM notice but we have extracted certain resolutions for further clarification below.



Approval of Consolidated Financial Statements (Resolution 2)

The directors recommend that the Consolidated Financial Statements of the Company and its subsidiaries for the year ended 31 December 2014 with the Reports of the directors and the Auditors thereon be received and adopted.

Re-appointment of Auditors (Resolution 3)

The directors, on the recommendation of the Audit Committee, recommend the re-appointment of Ernst & Young as auditors, to hold office until the next general meeting at which accounts are laid.

Re-election of Directors (Resolutions 4 to 12)

The Board proposes that consistent with the principles of the Swiss Ordinance against Excessive Compensation in Public Companies which is known as the Minder Initiative related to corporate governance, all the directors stand for re-election in 2015 and in future years for a term of office until the conclusion of the next annual general meeting of the Company. The Board believes that even though the Minder Initiative does not apply directly to Guernsey companies such as the Company, it is appropriate to recommend the adoption of an annual election process for all directors as a matter of appropriate corporate governance. All the directors are eligible for re-election and with the exception of Mr. Bruno Pfister who has decided to retire from his position as a director, will be proposed for re-election at the AGM to give continuity to the Company. In addition, Mr. Tiberto Brandolini d'Adda will be proposed as a new independent director of the Company, based upon a recommendation for his nomination of the Board of Directors at a recent meeting.

Biographical details of the directors (other than Mr. Tiberto Brandolini d'Adda) proposed for re-election at the AGM are set out in the annual report of the Company for the year ended 31 December 2014 and on the website at Investor.relations@gottexholdings.com. For Mr. Tiberto Brandolini d'Adda's biographical details, please refer to Annex 1.

Article 5 renewal of authority to issue shares (Resolution 13)

This will renew the authority in Article 5 for the directors to issue shares to the Employee Share Ownership Plan (as defined in the Articles). The authority is given until the conclusion of the Company's next annual general meeting.

Amendment to Articles (Special Resolutions) Including:

The Board proposes that Article 55 of the Articles of the Company be amended to reduce the minimum number of directors of the Company from seven (7) to five (5). The purpose of this amendment is to allow the Company greater flexibility in appointing directors in the future.

The Board also proposes that Article 63 be amended to increase the frequency of rotation of directors in the spirit of the Minder Initiative.

The Board also proposes to take the opportunity to update various other articles for administrative and clerical clarity as more fully described in the notice set out at the end of this document.



Action to be taken

Enclosed with this document is a Form of Proxy for use in connection with all the shareholder resolutions to be proposed at the AGM. If you wish to vote by proxy, please complete and return the enclosed Form of Proxy to the Company's Secretary, Elian Corporate Services (Guernsey) Limited at Redwood House, St. Julian's Avenue, St Peter Port, Guernsey, GY1 1WA (or, where appointing the independent proxy, to Wayne Bulpitt of Active Compliance Services Limited, 1st Floor, Tudor House, Le Bordage, St. Peter Port, Guernsey GY1 1DB), so as to be received as soon as possible.

The completion and return of a Form of Proxy will not preclude you from attending the AGM and voting in person.

Recommendations

The directors believe that all of the proposed shareholder resolutions contained in the notice for the AGM are likely to promote the success of the Company for the benefit of its Shareholders as a whole. Accordingly, the directors unanimously recommend Shareholders to vote in favour of all the shareholder resolutions being proposed at the AGM.

Yours sincerely

Arpad Busson

Chairman



GOTTEX FUND MANAGEMENT HOLDINGS LIMITED (THE "COMPANY")

(COMPANY REGISTRATION NUMBER: 47547)

NOTICE OF THE EIGHTH ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the eighth Annual General Meeting of Shareholders of the Company will be held at Redwood House, St Julian's Avenue, St Peter Port, Guernsey GY1 1WA on Friday 24 April 2015 at 2.00 p.m. local time, for the purpose of considering and, if thought fit, passing resolutions 1 to 13 as ordinary resolutions of the Company and resolutions 14, 15 & 16 as special resolutions of the Company.

Ordinary Resolutions

1. **THAT** David Staples be elected as Chairman of this AGM.
2. **THAT** the Consolidated Financial Statements of the Company and its subsidiaries for the year ended 31 December 2014 with the Reports of the directors and the Auditors thereon be received and adopted.
3. **THAT** the re-appointment of Ernst & Young as auditor of the Company to hold office until the conclusion of the Company's next annual general meeting, together with the fixing of their remuneration by the Company's directors for that period, be and is hereby approved.
4. **THAT** Arpad Busson be re-elected as a director of the Company until the conclusion of the next AGM.
5. **THAT** Eric Bissonnier be re-elected as a director of the Company until the conclusion of the next AGM.
6. **THAT** Michael Garrett be re-elected as a director of the Company until the conclusion of the next AGM.
7. **THAT** Joachim Gottschalk be re-elected as a director of the Company until the conclusion of the next AGM.
8. **THAT** Maximilian Gottschalk be re-elected as a director of the Company until the conclusion of the next AGM.
9. **THAT** Kevin Maloney be re-elected as a director of the Company until the conclusion of the next AGM.
10. **THAT** Christopher Preston be re-elected as a director of the Company until the conclusion of the next AGM.
11. **THAT** David Staples be re-elected as a director of the Company until the conclusion of the next AGM.
12. **THAT** Tiberto Brandolini d'Adda be elected as a director of the Company until the conclusion of the next AGM.
13. **THAT** the directors be and they are hereby generally and unconditionally authorised, for the purposes of section 292 of the Law, to exercise all powers of the Company to issue shares in the Company on the terms and conditions set out in Article 5 of the Articles (**Employee Share Ownership Plans (LTIP)**) up to a maximum of 2,724,800 Shares of CHF 1.00 each; PROVIDED THAT this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual



general meeting of the Company, but the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred upon the directors in relation to Article 5 and the Employee Share Ownership Plans, pursuant to section 292 of the Law or otherwise, but without prejudice to the allotment of any shares or relevant securities already made or to be made pursuant to such authorities.

Special Resolutions

14. **THAT** the Company's Articles be and are hereby amended as follows:

by the deletion of Article 55 and the insertion in its place of the following:

"The number of directors shall be no less than 5 subject to Article 56."

15. **THAT** the Company's Articles be and are hereby amended as follows:

by the deletion of Article 63 and the insertion in its place of the following:

"63 (a) At every annual general meeting of the Company each director who is required to do so in accordance with any corporate governance policy adopted from time to time by the directors shall retire from office and may offer himself for re-appointment by the members.

(b) A director whose term of office expires at an annual general meeting (whether by rotation or otherwise) may, if willing to act, be re-appointed. If he is not re-appointed or deemed to have been re-appointed under article 63(c), he shall retain office until the meeting appoints someone in his place or, if it does not do so, until the end of the meeting.

(c) If:

(i) at the annual general meeting in any year any resolution or resolutions for the appointment or re-appointment of the persons eligible for appointment or re-appointment as directors are put to the meeting and lost; and

(ii) at the end of that meeting the number of directors is fewer than any minimum number of directors required under Article 55, all retiring directors who stood for re-appointment at that meeting and were not re-appointed (**Retiring Directors**) shall be deemed to have been re-appointed as directors and shall remain in office but the Retiring Directors may only act for the purpose of convening general meetings of the Company and perform such duties as are essential to maintain the Company as a going concern, and not for any other purpose.

(d) The Retiring Directors shall convene a general meeting as soon as reasonably practicable following the meeting referred to in Article 63(c) and they shall retire from office at that meeting. If at the end of any meeting convened under this Article the number of directors is fewer than any minimum number of directors required under Article 55, the provisions of this Article shall also apply to that meeting."



16. **THAT** the Company's Articles be and are hereby amended as follows:

16.1. by:

- (a) the deletion of "Articles 12 and 13" in Article 14 and the replacement of both references by "Article 12";
- (b) the deletion of both instances of "in compliance with Article 13" in Article 15; and
- (c) the deletion of both instances of "in compliance with Article 13" in the definition of "dissenting member" in Article 1(a).

16.2. by the deletion of "SWX Swiss Exchange" in Article 21 and Article 34, and its replacement by "SIX Swiss Exchange" in both Articles.

16.3. by the deletion of "Article 89" in Article 32 and its replacement by "Article 90".

16.4. by the deletion of Article 90C and the insertion in its place of the following:

"Any Document sent by facsimile or by other electronic means shall be deemed to be received on the day that it is sent. In proving service of a Document sent by facsimile or by electronic means it shall be sufficient to show that:

- (a) in the case of a Document sent by facsimile, the facsimile was properly addressed to the facsimile number last notified to the Company by the member and that a transmission report was generated by the sender's facsimile machine recording a message from the recipient's facsimile machine that all pages were successfully transmitted; and
- (b) in the case of a notice sent by other electronic means, the electronic message was properly addressed to the electronic address from time to time held by the Company for that member, and that no error message has been received in relation to the electronic message or the Document by the Company."

16.5. by the deletion of Article 90E and the insertion in its place of the following:

"Any Document served or delivered by the Company by any other means is deemed to be served when the Company has taken the action it has been authorised to take for that purpose."

By order of the Board of Directors

Elian Corporate Services (Guernsey) Limited

Secretary of

Gottex Fund Management Holdings Limited

Registered office:

Redwood House

St Julian's Avenue

St Peter Port

Guernsey GY1 1WA

Date: 30 March 2015

Notes:

1. A shareholder entitled to attend and vote at the meeting convened by the notice set out above is entitled to appoint a proxy to attend and to vote in his/her place. A proxy may demand, or join in demanding, a poll. A proxy need not be a shareholder.
2. Every shareholder has the option of appointing a proxy, including, free of charge, the following persons:
 - 2.1 the chairman of the Annual General Meeting; or
 - 2.2 Wayne Bulpitt of Active Compliance Services Limited, 1st Floor, Tudor House, Le Bordage, St. Peter Port, Guernsey GY1 1DB, or his duly appointed alternate, as an independent proxy in accordance with Article 51 of the Articles.

If such proxies are appointed, the following applies:

- (a) any proxy given to the chairman of the Annual General Meeting shall be deemed to be a proxy to vote in favour of the motions of the directors. Proxies instructing the chairman of the Annual General Meeting to abstain or to vote against the motions of the directors shall be delivered forthwith to the independent proxy; and
 - (b) the independent proxy shall cast his votes in accordance with the instructions given to him by the shareholders who have delivered such a proxy. Failing instructions, the independent proxy shall vote in favour of the motions of the directors.
3. An instrument for the purposes of appointing a proxy is enclosed. To be valid, the instrument and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be received at Redwood House, St Julian's Avenue, St Peter Port, Guernsey GY1 1WA (or, where appointing the independent proxy, at Active Compliance Services Limited, 1st Floor, Tudor House, Le Bordage, St. Peter Port, Guernsey GY1 1DB) not later than the time appointed for holding the meeting at which the person named in the instrument proposes to vote and, in default, the instrument shall not be treated as valid.
4. Completion of the instrument appointing a proxy does not preclude a shareholder from subsequently attending and voting at the meeting in person if he/she so wishes.
5. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
6. Terms defined in this notice of AGM shall, unless the context otherwise requires, have the same meaning when used throughout the notice of AGM.
7. Requisite shareholder majorities for shareholder resolutions.

The proposed status of each resolution, either as an ordinary or a special resolution, is set out in the attached AGM notice. Pursuant to the Law and the Articles, ordinary resolutions require a simple majority of the votes cast. Special resolutions require a majority of not less than 75% of the votes cast at the AGM. The quorum requirement for a general meeting is at least two Shareholders present or represented by proxy.

ANNEX 1**Biography of Tiberto Brandolini d'Adda, candidate for election as director:****Tiberto Ruy Brandolini d'Adda**

Mr. Brandolini d'Adda currently serves as Chairman of Exor S.A. (Luxembourg) and is also a member of the Board of Directors of YAFA S.p.A. He is a General Partner of Giovanni Agnelli e C. S.a.p.az. and Vice Chairman of Exor S.p.A., the company formed through the merger between IFI and IFIL Investments. He has been a member of the Board of Directors of Fiat S.p.A. for 10 years and now is a member of the Board of FCA (Fiat Chrysler Automobiles N.V.). Mr. Brandolini d'Adda is a graduate in commercial law from the University of Parma. He gained his initial work experience in the international department of Fiat S.p.A. and then at Lazard Bank in London. He subsequently was appointed Assistant to the Director General for Enterprise Policy at the European Economic Commission in Brussels. He also served as Managing Director and Vice Chairman of the Exor Group (formerly Ifint). Mr. Brandolini d'Adda has served as a main board director for companies including Le Continent, Bolloré Investissement, Société Foncière Lyonnaise, Safic Alcan, Château Margaux and as an Advisory member of the European Board of Blackstone. He also served as Director and then as Chairman of the Conseil de Surveillance of Club Méditerranée. Mr. Brandolini d'Adda has also served as Chairman of the Conseil de Surveillance and Deputy Chairman of Worms & Cie, as Chairman and Chief Executive Officer of Sequana Capital (formerly Worms & Cie), and as Chairman of the Board of Sequana. He is a former member of the Board of Vittoria Assicurazioni S.p.A. and a member of the Board of Société Générale de Surveillance (SGS). Mr. Brandolini d'Adda is Officier de la Légion d'Honneur.