

**GOTTEX FUND MANAGEMENT HOLDINGS LIMITED (the "Company")
(A company incorporated in Guernsey with registered number 47547)****Registered office: Redwood House, St Julian's Avenue,
St Peter Port, Guernsey, GY1 1WA****Appointment of Proxy**

Instrument appointing a proxy for holders of shares in the Company, for use at the Annual General Meeting of the Company (the "**AGM**") to be held at Redwood House, St Julian's Avenue, St Peter Port, Guernsey on Friday 24 April 2015 at 2.00 p.m. local time, to consider and, if thought fit, pass as ordinary resolutions, Resolutions 1 to 13, each as set out in the notice of the AGM dated 30 March 2015 (the "**AGM Notice**").

I/We* _____ (full name)

of: _____ (full address)

the undersigned, being a member of the Company, entitled to attend, speak and vote at the AGM, appoint (please tick the appropriate box)

 _____ (full name)

of: _____ (full address)

(see Note 6 below); or

 the chairman of the meeting (or the representative of the Company Secretary present at the meeting) (such appointment being at the discretion of the Company Secretary); or 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 Company's articles of incorporation,

as my/our* proxy to attend, speak and vote for me/us* and on my/our* behalf at the AGM of the Company to be held at Redwood House, St Julian's Avenue, St Peter Port, Guernsey on Friday 24 April 2015 at 2.00 pm local time, or at any adjournment thereof.

*delete as appropriate

I wish my/our proxy to vote as I/we have indicated below in respect of each of the resolutions to be proposed at the AGM, brief details of which are set out below and the full form of each of which is set out in the AGM Notice of the Company dated xx March 2015.

ORDINARY RESOLUTIONS		For	Against	Abstain
1	To approve the election of David Staples as Chairman of the AGM.			
2	To receive and adopt 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.			
3	To re-appoint Ernst & Young as auditor of the Company to hold office until the conclusion of the Company's next annual general meeting and authorize the Company's directors to fix the auditor's remuneration.			
4	To re-elect Arpad Busson as a director of the Company until the conclusion of the next AGM.			
5	To re-elect Eric Bissonnier as a director of the Company until the conclusion of the next AGM.			
6	To re-elect Michael Garrett as a director of the Company until the conclusion of the next AGM.			
7	To re-elect Joachim Gottschalk as a director of the Company until the conclusion of the next AGM.			
8	To re-elect Maximilian Gottschalk as a director of the Company until the conclusion of the next AGM.			
9	To re-elect Kevin Maloney as a director of the Company until the conclusion of the next AGM.			
10	To re-elect Christopher Preston as a director of the Company until the conclusion of the next AGM.			
11	To re-elect David Staples as a director of the Company until the conclusion of the next AGM.			
12	To elect Tiberto Brandolini d'Adda as a director of the Company until the conclusion of the next AGM.			

13 To authorize the directors of the Company to issue shares of CHF1.00 each in the Company on the terms and conditions set out in Article 5 of the Company's articles of incorporation (the " Articles ") (Employee Share Ownership Plan (LTIP)) up to a maximum of 2,724,800 shares of CHF 1.00 each and as otherwise set out in that resolution.			
SPECIAL RESOLUTIONS	For	Against	Abstain
14 To amend the Company's Articles 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 To amend the Company's Articles 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			

<p>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.</p> <p>(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.”</p>			
<p>16 To amend the Company’s Articles as follows:</p> <p>16.1. by:</p> <ul style="list-style-type: none"> (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). <p>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.</p> <p>16.3. by the deletion of “Article 89” in Article 32 and its replacement by “Article 90”.</p> <p>16.4. by the deletion of Article 90C and the insertion in its place of the following:</p>			

<p>“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:</p> <p>(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</p> <p>(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.”</p> <p>16.5. by the deletion of Article 90E and the insertion in its place of the following:</p> <p>“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.”</p>			
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Shares held

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Authorised Signatory for Shareholder

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Print name

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Date

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Notes

- 1 A shareholder entitled to attend, speak and vote at the meeting convened by the notice set out above is entitled to appoint a proxy to attend, speak 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 of Incorporation.
- 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 To be valid, the instrument of proxy 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, 3rd Floor, Natwest House, Le Truchot, St Peter Port, Guernsey, GY1 1WD) 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 If you wish to appoint someone other than the chairman of the meeting or the independent proxy as your proxy please insert their name.
 - 7 Please indicate with an "X" under "For" or "Against" or "Abstain" how you wish your vote to be cast. Except where you appoint the chairman of the Annual General Meeting or the independent proxy as your proxy, if this instrument is returned without any indication as to how the person appointed proxy shall vote, the proxy will vote or abstain at his/her discretion.
 - 8 A vote to abstain is not a vote in law and will not be counted in the calculation of the proportion of the votes for or against a particular resolution. On a poll you have one vote in respect of each share you hold. You do not have to cast all of your votes in the same way and if you wish to split your votes you can enter the number of votes you wish to vote for, against and withhold in the boxes next to a particular resolution. The total number of votes must equal the total number of votes you hold. If you simply tick in one of the boxes for a particular resolution you will be deemed to vote all of your votes in that way.