

Supplement dated 5 July 2016
to the Listing Prospectus dated 20 June 2016

Gottex Fund Management Holdings Limited

Listing of up to 100,000,000 ordinary shares of nominal value of CHF 1 each

This document (the **Supplement**) supplements the offering and listing prospectus (the **Prospectus**) of Gottex Fund Management Holdings Limited, a company with liability limited by shares incorporated under the laws of Guernsey (the **Company**), dated 20 June 2016, relating to (i) the listing of up to 100,000,000 ordinary shares with a nominal value of CHF 1 each (the **Issued Shares**) and (ii) the formal listing of a yet to be determined number of ordinary shares of the Company with a nominal value of CHF 1 each (the **Additional Shares**) that may be issued by the Company in connection with the conversion of a convertible loan granted to the Company by a lender as described below. Capitalized terms used but not defined herein have the meanings assigned to them in the Prospectus.

This Supplement should be read in conjunction with the Prospectus, including the section entitled "Risk Factors" beginning on page 5 of the Prospectus.

This Supplement has been prepared in accordance with the listing rules of the SIX Swiss Exchange and the implementing provisions for the purposes of the listing the Issued Shares and the formal listing of the Additional Shares on the SIX Swiss Exchange according to the International Reporting Standard. This Supplement and the Prospectus are to be read together and constitute the final listing prospectus.

This Supplement and the Prospectus may not be used for, or in connection with, and do not constitute, an offer to sell, or a solicitation of an offer to buy, Shares. The distribution of this Supplement and the Prospectus may be restricted by law in certain jurisdictions. Persons in possession of this Supplement and the Prospectus are required to inform themselves of and observe such restrictions. The Company does not accept any responsibility for any violation by any person of any such restrictions.

On 22 June 2016, the shareholders of the Company passed a resolution authorizing the Board to issue up to a maximum of 100,000,000 new shares for any purpose in the best interest of the Company, in particular in connection with the recapitalisation of the Company.

The Issue Price was set at CHF 0.34 per Issued Share. On 4 July 2016, the Board resolved to issue 36,993,483 Issued Shares. Based on the Issue Price of CHF 0.34 per Issued Share, the Company estimates that it will receive from this transaction net proceeds of approximately CHF 6.75 million after deducting estimated transaction costs, and will convert liabilities in an aggregate amount of approximately CHF 5.5 million into equity. Listing and commencement of trading of the Issued Shares on the International Reporting Standard of the SIX Swiss Exchange is expected to occur on 6 July 2016.

The Board has allocated the Issued Shares as follows:

- (a) 4,959,213 Issued Shares were allocated to existing shareholders who have exercised their pre-emption rights;
- (b) 15,696,470 Issued Shares were allocated to investors who have committed to subscribe for Issued Shares;
- (c) 14,042,271 Issued Shares were allocated to and purchased by Rozel Trustees (Channel Islands) Limited by way of setting off existing loans granted to the Company against the aggregate Issue Price for such Issued Shares; and
- (d) a number of Issued Shares in an amount equal to USD 800,000 were allocated to two claimants who had initiated arbitration proceedings against the Company as part of the settlement agreed with them.

The Company is in negotiation with an additional investor who has agreed, on the basis of a non-binding term sheet, to provide to the Company a loan, payable in three instalments, in the aggregate amount of USD 6,000,000 which will be convertible into Shares. Pursuant to the non-binding term sheet, the investor must convert the outstanding loan amount into Additional Shares within the period of 18 months after signing of the final loan documentation. The conversion price is expected to be the lower of (i) CHF 0.34 per Additional Share (which is equal to the Issue Price for the Issued Shares issued in connection with the Capital Increase) and (ii) the market price at the time of conversion, subject to a 10% discount. The Board intends to keep 25,000,000 of the 100,000,000 new shares which it may issue under the authority granted by the shareholders' resolution of 22 June 2016 to issue the Additional Shares.

On the basis of the allocations above and taking into consideration notifications the Company received from the relevant existing shareholders prior to the date of this Supplement or as reflected in the records of the Disclosure Office of the SIX, the following table sets forth information on shareholders of the Company holding more than 3% of the issued and outstanding share capital of the Company expressed in number of Shares and as a percentage of the 85,495,667 Shares of the Company issued and outstanding immediately after the Capital Increase, which number includes the 36,993,483 Shares issued in connection with the Capital Increase.

To the extent the information regarding the shareholdings is based on the records of the Disclosure Office of the SIX, the number of Shares held by the relevant shareholder may have changed since the date of such shareholder's notification.

Name of Holder¹	Shares held	Options held	Total shares and options	Sales Positions	% of voting rights
Rozel Trustees ²	28,082,271		28,082,271	2,200,000 ³	32.85
Joachim Gottschalk & Associates Ltd. ⁴	9,062,823	2,200,000 ²	11,262,823		13.17
Alexandre Keusseoglou ⁵	8,823,529		8,823,529		10.32
Artemis Alpha Trust plc ⁶	6,362,353		6,362,353		7.44

Neue Helvetische Bank AG, Seefeldstrasse 215, 8008 Zurich, Switzerland, has agreed, subject to certain conditions, to assist in the creation of, act as first holder of and deliver the Issued Shares on the date of closing of the Capital Increase to the respective shareholders or investors against payment of the Issue Price. The Issued Shares are expected to be issued to Neue Helvetische Bank AG on 5 July 2016 and are expected to be delivered to the respective shareholders or investors on 6 July 2016. As a result of this engagement, Neue Helvetische Bank AG will, for a period of one day, hold 43.27% of the share capital of the Company on the basis of the 85,495,667 Shares of the Company issued and outstanding immediately after the Capital Increase.

- ¹ As a result of the dilutive effect of the Capital Increase or because not as many shares as anticipated at the date of the Prospectus were allocated to them in connection with the Capital Increase, the shareholdings of (i) Arpad Busson, London, United Kingdom, (ii) John Paul Bailey, Geneva, Switzerland, (iii) Guido Sturzenegger, Buchs SG, Switzerland, and Harel van Dijk, London, United Kingdom, and (iv) Peter William Bennett, Tai po, Hong Kong, who prior to the Capital Increase held 7.19%, 4.61%, 3.69% and 3.43%, respectively, of the voting rights in the Company, dropped below the threshold of 3% of the issued and outstanding share capital of the Company.
- ² Rozel Trustees (Channel Islands) Limited, St. Helier, Jersey, is holding these Shares in their capacity as trustee of the Albion Trust, St. Helier, Jersey. The beneficiaries of the Albion Trust are members of the Busson family, including Arpad Busson, who is the chairman of the Board. Rozel Trustees (Channel Islands) Limited exercises the voting rights.
- ³ Under an option agreement between Rozel Trustees (Channel Islands) Limited and Joachim Gottschalk & Associates Ltd dated 15 December 2013, Rozel Trustees (Channel Islands) Limited granted Joachim Gottschalk & Associates the option to purchase from Rozel Trustees (Channel Islands) Limited (a) 1,500,000 Shares at a price of CHF 2.25 per Share and (b) 700,000 Shares at a price of CHF 3.76 per Share. The exercise period for both options ends on 29 September 2017. Both options can be exercised in one exercise or in multiple exercises, whereby a minimum of 250,000 Shares must be acquired per exercise. The option agreement provides for actual delivery of Shares.
- ⁴ Joachim Gottschalk & Associates Ltd, Hamilton, Bermuda, is holding these Shares on behalf of the Gottschalk Family Trust, a Guernsey trust whose beneficiaries are members of the Gottschalk family. Joachim Gottschalk & Associates Ltd exercises the voting rights.
- ⁵ Alexandre Keusseoglou, Monaco.
- ⁶ Artemis Alpha Trust plc, London, United Kingdom. All voting rights of Artemis Alpha Trust plc are managed and controlled by Artemis Investment Management LLP, London, United Kingdom.