

## GAUCHO GROUP HOLDINGS, INC.

### DIRECTOR NOMINATION GUIDELINES

**Adopted by the Board of Directors on December 6, 2017**

Gaicho Group Holdings, Inc. (the “Company”) has not established a nominating committee. Under the NASDAQ Listing Rule 5605, if there is no nominating committee, nominations must be made by a majority of the independent directors of the Company’s Board of Directors (the “Board”). The Company believes that this is appropriate in light of the NASDAQ Listing Rules on point. In order to comply with the NASDAQ rules and SEC regulation, the Company has adopted a nomination procedure by which director nominees are selected by a majority of the independent directors, as defined by NASDAQ Listing Rule 5605(a)(2) (“Independent Directors”). That procedure is as follows:

The Independent Directors, without the participation of any non-independent directors, will identify and screen individuals qualified to become members of the Board, consistent with criteria approved by the Board. The Independent Directors will then make recommendations to the full Board regarding selection and approval of the nominees for director. The full Board, including Independent Directors and non-independent directors, may then participate in the approval of a nominated candidate in accordance with the Company Bylaws.

Eligible stockholders may nominate a person to the Board of Directors pursuant to the notice requirements set forth in the Company’s Bylaws and the procedure set forth below:

The Company will consider all recommendations from any person (or group) who holds and has (or collectively if a group have) held more than 5% of the Company’s voting securities for longer than one year. Any stockholder who desires to submit a nomination of a person to stand for election of directors at the next annual or special meeting of the stockholders at which directors are to be elected must submit a notification of the stockholder’s intention to make a nomination (“Notification”) to the Company by the date mentioned in the most recent proxy statement under the heading “*Proposal From Stockholders*” as such date may be amended in cases where the annual meeting has been changed as contemplated in SEC Rule 14a-8(e), Question 5. Notification must provide the following additional information to the Company:

- (a) Name, address, telephone number and other methods by which the Company can contact the stockholder submitting the Notification and the total number of shares beneficially owned by the stockholder (as the term “beneficial ownership” is defined in SEC Rule 13d-3);
- (b) If the stockholder owns shares of the Company’s voting stock other than on the records of the Company, the stockholder must provide evidence that he or she owns such shares (which evidence may include a current statement from a brokerage house or other appropriate documentation);

- (c) Information from the stockholder regarding any intentions that he or she may have to attempt to make a change of control or to influence the direction of the Company, and other information regarding the stockholder any other persons associated with the stockholder that would be required under Items 4 and 5 of SEC Schedule 14A were the stockholder or other persons associated with the stockholder making a solicitation subject to SEC Rule 14a-12(c); and
- (d) All information required by Item 7 of SEC Schedule 14A with respect to the proposed nominee, which shall be in a form reasonably acceptable to the Company.