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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 14A**

**PROXY STATEMENT PURSUANT TO SECTION 14(a)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**  
(Amendment No. )

Filed by the Registrant ☒

Filed by a Party Other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement  
☐ Confidential, for use of the Commission only as permitted by Rule 14a-6(e)(2)  
☐ Definitive Proxy Statement  
☒ Definitive Additional Material  
☐ Solicitation Material under §240.14a-12

**GAUCHO GROUP HOLDINGS, INC.**

(Name of Registrant as Specified in Its Charter)

Payment of filing fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
- 1) Title of each class of securities to which transaction applies:
  - 2) Aggregate number of securities to which transaction applies:
  - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
  - 4) Proposed maximum aggregate value of transaction:
  - 5) Total fee paid:
- ☐ Fee paid with preliminary materials.
- ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, of the Form or Schedule and the date of its filing.
- 1) Amount Previously Paid:
  - 2) Form, Schedule or Registration Statement No.:
  - 3) Filing Party:
  - 4) Date Filed:
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**YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.**

Vote by Internet – QUICK ★★ ★ EASY  
IMMEDIATE – 24 Hours a Day, 7 Days a Week or by Mail



Your Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card. Votes submitted electronically over the Internet must be received by 11:59 p.m., Eastern Time, on May 7, 2023.



**INTERNET/MOBILE –**

**[www.cstproxyvote.com](http://www.cstproxyvote.com)**

Use the Internet to vote your proxy. Have your proxy card available when you access the above website. Follow the prompts to vote your shares.



**Vote at the Meeting –**

If you plan to vote virtually at the Special Meeting, you will need your 12-digit control number. To virtually attend the Special Meeting, please navigate to <https://www.cstproxy.com/gauchogroupholdings/sm2023>



**MAIL –** Mark, sign and date your proxy card and return it in the postage-paid envelope provided.

**PLEASE DO NOT RETURN THE PROXY CARD  
IF YOU ARE VOTING ELECTRONICALLY.**

▲ FOLD HERE • DO NOT SEPARATE • INSERT IN ENVELOPE PROVIDED ▲

PROXY

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" PROPOSAL 1.**

1. To approve the full issuance and exercise of shares of our common stock pursuant to a series of secured convertible promissory notes and common stock purchase warrants.

FOR

AGAINST

ABSTAIN

☐☐☐

Please mark  
your votes  
and this



CONTROL NUMBER

Signature \_\_\_\_\_

Signature, if held jointly \_\_\_\_\_

Date \_\_\_\_\_

2023

Note: Please sign exactly as name appears hereon. When shares are held by joint owners, both should sign. When signing as attorney, executor, administrator, trustee, guardian, or corporate officer, please give title as such.



**Important Notice Regarding the Internet Availability of  
Proxy Materials for the  
Special Meeting of Stockholders**

**The 2023 Special Meeting Proxy Statement, the  
Annual Report to Stockholders, and  
the Quarterly Report on Form 10-Q are available at:  
<https://www.cstproxy.com/gauchogroupholdings/sm2023>**

▲ FOLD HERE • DO NOT SEPARATE • INSERT IN ENVELOPE PROVIDED ▲

**PROXY**

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

**Gaucho Group Holdings, Inc.**

The undersigned appoints Scott L. Mathis and Maria I. Echevarria, and each of them, as proxies, each with the power to appoint his substitute, and authorizes each of them to represent and to vote, as designated on the reverse hereof, all of the shares of common stock of Gaucho Group Holdings, Inc. held of record by the undersigned at the close of business on March 14, 2023 at the Special Meeting of Stockholders of Gaucho Group Holdings, Inc. to be held on Monday, May 8, 2023, or at any adjournment thereof.

**THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS INDICATED. IF NO CONTRARY INDICATION IS MADE, THE PROXY WILL BE VOTED IN FAVOR OF PROPOSAL 1, AND IN ACCORDANCE WITH THE JUDGMENT OF THE PERSONS NAMED AS PROXY HEREIN ON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE SPECIAL MEETING. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.**

(Continued, and to be marked, dated and signed, on the other side)

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**You May Vote Your Proxy When You View The  
Material On The Internet. You Will Be Asked  
To Follow The Prompts To Vote Your Shares.**

**GAUCHO**  
G R O U P  
HOLDINGS, INC.  
**c/o Continental Proxy Services**  
1 State Street, New York NY 10004

**Gaucha Group Holdings, Inc.**  
112 NE 41st Street  
Suite 106  
Miami, FL 33137

**NOTICE OF SPECIAL MEETING  
OF STOCKHOLDERS**  
to be held on  
Monday, May 8, 2023

\*Stockholders are cordially invited to attend the virtual Special Meeting.  
At the meeting, you will need your 12-digit control number to vote electronically.

Dear Stockholder,

The 2023 Special Meeting of Stockholders of Gaucha Group Holdings, Inc. (the "Company") will be held virtually on Monday, May 8, 2023, at 12:00 PM (Eastern time).

Proposal to be considered at the Special Meeting:

- (1) To approve the full issuance and exercise of shares of our common stock pursuant to a series of secured convertible promissory notes and common stock purchase warrants.

Additionally, to address such other matters as may properly come before the 2023 Special Meeting or any adjournment or postponement thereof.

The Board of Directors recommends a vote "FOR" Proposal 1.

Your electronic vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated, and returned the proxy card.



**Vote during the Meeting –**

If you plan to attend the Special Meeting, you will need your 12 digit control number to vote electronically during the Special Meeting. To attend the Special Meeting, visit:  
<https://www.cstproxy.com/gauchogroupholdings/sm2023>



**Vote Your Proxy on the Internet:**

**Go to <http://www.cstproxyvote.com>**  
Have your notice available when you access the above website. Follow the prompts to vote your shares.

The Proxy Materials are available for review at:  
<https://www.cstproxy.com/gauchogroupholdings/sm2023>

CONTROL NUMBER

**Gaucha Group Holdings, Inc.**

112 NE 41st Street, Suite 106

Miami, FL 33137

**Important Notice Regarding the Availability of Proxy Materials For the  
2023 Special Meeting of Stockholders to be Held on May 8, 2023**

The following Proxy Materials are available to you to review at:  
**<https://www.cstproxy.com/gauchogroupholdings/sm2023>**

- the Company's Annual Report for the year ended December 31, 2021;
- the Company's 2023 Special Meeting Proxy Statement;
- the Company's Quarterly Report for the quarter ended September 30, 2022;
- the Proxy Card; and
- any amendments to the foregoing materials that are required to be furnished to stockholders.

This is not a ballot. You cannot use this notice to vote your shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you would like to receive a paper or e-mail copy of these documents, you must request one. There is no charge for such documents to be mailed to you. Please make your request for a copy as instructed below on or before April 24, 2023 to facilitate a timely delivery. You may also request that you receive paper copies of all future proxy materials from the Company.

**ACCESSING YOUR PROXY MATERIALS ONLINE**

Have this notice available when you request a paper copy  
of the proxy materials or to vote your proxy electronically.  
You must reference your Control number.

**REQUESTING A PAPER COPY OF THE PROXY MATERIALS**

By telephone please call 1-888-266-6791, or

By logging on to

**<https://www.cstproxy.com/gauchogroupholdings/sm2023>**

or

By email at: **[proxy@continentalstock.com](mailto:proxy@continentalstock.com)**

*Please include the company name and your control number in the subject line.*

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