

This document comprises a supplementary prospectus prepared in accordance with the Prospectus Rules made under Part VI of the Financial Services and Markets Act 2000 ("FSMA") (the "**Supplementary Prospectus**"). This Supplementary Prospectus has been filed with the Financial Conduct Authority (the "**FCA**") and has been made available to the public in accordance with section 3.2 of the Prospectus Rules. This Supplementary Prospectus has been approved as a supplementary prospectus under section 87A of FSMA. This Supplementary Prospectus is supplemental to and must be read in conjunction with the prospectus published by Blue Capital Global Reinsurance Fund Limited (the "**Company**") on 20 November 2014 (the "**Original Prospectus**").

The Company and the Directors of the Company, whose names appear on page 6 of this document, accept responsibility for the information contained in this Supplementary Prospectus, and declare that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplementary Prospectus is, to the best of its and their knowledge, in accordance with the facts and contains no omission likely to affect its import.

This Supplementary Prospectus includes particulars given in compliance with the Prospectus Rules of the UK Listing Authority for the purpose of giving information with regard to the Company. The information contained in this Supplementary Prospectus should be read in the context of, and together with, the information contained in the Original Prospectus.

BLUE CAPITAL GLOBAL REINSURANCE FUND LIMITED

(Incorporated and registered as an exempted mutual fund company in Bermuda with registration number 46969)

Placing Programme of up to 250 million New Shares

Investment Manager

Blue Capital Management Ltd.

Financial Adviser and Bookrunner

Jefferies

Jefferies is authorised and regulated in the United Kingdom by the FCA, and is acting exclusively for the Company and is not advising any other person or treating any other person as their respective customers in relation to the Placing Programme or to the matters referred to in this Supplementary Prospectus and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients or for affording advice in relation to the Placing Programme. Apart from the responsibilities and liabilities, if any, which may be imposed on Jefferies by FSMA or the regulatory regime established thereunder, Jefferies accepts no responsibility whatsoever for the contents of this Supplementary Prospectus or for any other statement made or purported to be made by it or on its behalf in connection with the Company or the New Shares. Jefferies accordingly disclaims all and any liability, whether arising in tort or contract or otherwise (save as referred to above), which it might otherwise have in respect of this Supplementary Prospectus or any such statement.

The Bermuda Stock Exchange takes no responsibility for the contents of this Supplementary Prospectus, makes no representations as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon any part of the contents of this Supplementary Prospectus.

The Bermuda Monetary Authority, the Registrar of Companies in Bermuda and the Minister of Finance of Bermuda accept no responsibility for the financial information or for the accuracy of any statements made or opinions expressed in this Supplementary Prospectus. This Supplementary Prospectus will be filed with the Registrar of Companies in Bermuda pursuant to Part III of the Companies Act 1981 of Bermuda. In accepting this document for filing, the Registrar of Companies in Bermuda shall not be liable for the financial soundness or performance of the Company's business or for the correctness of any opinions or statements expressed in this Supplementary Prospectus.

1. SIGNIFICANT NEW INFORMATION

This Supplementary Prospectus is supplemental to, and should be read in conjunction with, the Original Prospectus. Words and phrases defined in the Original Prospectus shall have the same meaning in this Supplementary Prospectus unless otherwise defined herein.

1.1 SUMMARY

In accordance with PR 3.4.2, the summary contained in the Original Prospectus is supplemented as follows:

| | | |
|------|---|---|
| B.7 | During the period covered by the selected key financial information for the Company from 6 December 2012 (being the date of commencement of operations) to 30 June 2014 and the subsequent period to the date of this Supplementary Prospectus, the significant change to the financial condition and operating results of the Company was as follows: the unaudited net assets have increased from US\$100 to US\$210,702,713 representing capital contributions and income from operations, partially offset by dividends paid. | |
| B.39 | The following information relates to the Master Fund. It has been included here as the Company invests (and is expected to continue to invest) in excess of 40 per cent. of its gross assets in the Master Fund and is required to briefly explain the exposure, the identity of the Master Fund and to provide such information as would be required in a summary note by the Master Fund. | |
| B.7 | Selected historical key financial information | During the period covered by the selected key financial information for the Master Fund from 1 January 2013 to 30 June 2014 and the subsequent period to the date of this Supplementary Prospectus, the significant change to the financial condition and operating results of the Master Fund was as follows: the unaudited net assets have increased from US\$0 to US\$209,108,052 representing capital contributions and income from operations. |
| B.45 | Portfolio | The Master Fund's portfolio has been deployed across 114 positions providing diversification by geography, peril and occurrence. The Master Fund's portfolio currently consists of (i) non-voting redeemable preference shares in the capital of the Reinsurer issued in a number of different share series, with each series relating to one or more underlying insurance contracts and (ii) ILW derivatives and a Catastrophe Bond held directly by the Master Fund. A description of the Reinsurer's portfolio in respect of the Master Fund is set out in B.45 (Reinsurer) below. |
| | The following information relates to the Reinsurer. It has been included here as the Master Fund invests (and is expected to continue to invest) in excess of 40 per cent. of its gross assets in the Reinsurer and is required to briefly explain the exposure, the identity of the Reinsurer and to provide such information as would be required in a summary note by the Reinsurer. | |

| | | | |
|-----|------|---|--|
| | B.7 | Selected historical key financial information | During the period covered by the selected key financial information for the Reinsurer from 18 November 2011 to 30 June 2014 and the subsequent period to the date of this Supplementary Prospectus, the significant change to the financial condition and operating results of the Reinsurer was as follows: the unaudited net assets have increased from US\$100 to US\$238,205,560, representing capital contributions, as well as, reinsurance premiums earned, net of acquisition costs and losses incurred. |
| | B.45 | Portfolio | As of the date of this Supplementary Prospectus, the Master Fund has invested substantially all of its assets in (i) preferred shares of the Reinsurer and (ii) ILW derivatives and a Catastrophe Bond held directly by the Master Fund, which combined, represent the deployment of US\$184.2 million of funds across 114 different positions and 49 different clients generating US\$36.2 million of net insurance premium written and fixed ILW payments. |
| C.3 | | Number of shares issued | The Company has 199,105,326 fully paid Ordinary Shares of US\$0.00001 each in issue as at the date of this Supplementary Prospectus. |

1.2 THE CURRENT PORTFOLIO

The changes to the Current Portfolio resulting from the January 2015 reinsurance renewals constitute significant new information arising during the period that the Placing Programme is open. An overview and exposure summary of the Current Portfolio as at 31 January 2015, following the January 2015 reinsurance renewals, is set out below. This information supplements Part 2 of the Original Prospectus.

Overview

The Company's total exposure after the January 2015 renewals exceeds that of the previous year by US\$59.4 million, resulting in an aggregate US\$220.4 million exposure through an investment in 167,098.9720 Master Fund Shares. This investment represents 99 per cent. of the Company's net assets as at 31 January 2015. The remaining net assets are held in cash or cash equivalents for working capital purposes and to fund the declared US\$0.033 dividend per share payable in March 2015.

The Master Fund has invested substantially all of its assets in: (i) preferred shares of the Reinsurer and (ii) ILW derivatives and one Catastrophe Bond held directly by the Master Fund, which combined, represent the deployment of US\$184.2 million of funds across 114 different positions and 49 different clients generating US\$36.2 million of net insurance premium written and fixed ILW payments. A further breakdown of the exposure of the Current Portfolio is set out below.

In deploying such capital in the January 2015 reinsurance renewals, Blue Capital

experienced a competitive underwriting environment with strong competition from traditional and alternative markets. Overall, the January 2015 trades were executed with an average risk adjusted rate decrease of 13 per cent. compared to January 2014.

Financial information in relation to the Company, the Master Fund and the Reinsurer and their respective assets is provided respectively in Parts 8, 10(A) and (B) of the Original Prospectus.

Exposure Summary

The following unaudited tables provide a breakdown of the Current Portfolio's exposure by contract type, zone and peril. Current Portfolio exposure represents the fair value of the positions held by the Company. In addition, the Company's exposure to cash is in aggregate US\$17.5 million, with US\$8.1 million held by the Company, US\$3.0 million held by the Master Fund and US\$6.4 million held by the Reinsurer for the benefit of the Master Fund.

| Contract Type | Exposure (US\$ million) | Positions Held | Exposure as a percentage of Current Portfolio |
|-------------------------------------|------------------------------------|---------------------------|--|
| Prop Cat – Aggregate XOL | 3.0 | 5 | 1.5% |
| Prop Cat – First Event XOL | 131.6 | 84 | 66.2% |
| Prop Cat – Subsequent Event XOL | 14.6 | 13 | 7.4% |
| Property Cat Total | 149.2 | 102 | 75.1% |
| ILW - Aggregate XOL | 16.2 | 3 | 8.2% |
| ILW - First Event XOL | 5.5 | 3 | 2.8% |
| ILW – Subsequent Event XOL | 25.7 | 5 | 12.9% |
| Industry Loss Warranty Total | 47.5 | 11 | 23.9% |
| Catastrophe Bond Total | 2.0 | 1 | 1.0% |
| Total | 198.7 | 114 | 100.0% |

XOL = excess of loss

| Zones | First Event Exposure Percentage |
|------------------------------------|--|
| US - Florida Windstorm | 34.1% |
| US - Gulf Windstorm | 32.3% |
| US – Mid Atlantic Windstorm | 31.4% |
| US – Northeast Windstorm | 23.9% |
| UK and Ireland Windstorm | 20.4% |
| US - Florida Earthquake-Shock | 18.3% |
| Western Central Europe Windstorm | 17.7% |
| US - New Madrid Earthquake-Shock | 17.5% |
| US - New Madrid Windstorm | 15.5% |
| US - Hawaii Windstorm | 15.3% |
| US - Northwest Windstorm | 14.9% |
| Japan Earthquake-Shock | 14.9% |
| US - Midwest Windstorm | 14.6% |
| Southern Europe Earthquake-Shock | 14.3% |
| US – Mid Atlantic Earthquake-Shock | 13.4% |
| US - Northwest Earthquake-Shock | 13.0% |
| Eastern Europe Windstorm | 12.7% |
| Eastern Europe Earthquake-Shock | 12.7% |
| Western Europe Windstorm | 12.7% |
| US - Gulf Earthquake-Shock | 12.6% |
| US - California Earthquake-Shock | 11.0% |
| Australia Earthquake-Shock | 10.5% |
| Western Europe Earthquake-Shock | 10.2% |
| Eastern Canada Earthquake-Shock | 9.3% |
| US - Midwest Earthquake-Shock | 9.2% |
| US - Hawaii Earthquake-Shock | 8.8% |
| US - California Windstorm | 8.5% |
| South America Earthquake-Shock | 7.5% |
| Japan Windstorm | 7.4% |
| New Zealand Windstorm | 7.3% |
| Middle East Windstorm | 7.3% |
| Australia Windstorm | 7.3% |
| Middle East Earthquake-Shock | 7.2% |
| Western Canada Windstorm | 5.6% |
| Eastern Canada Windstorm | 5.6% |
| South America Windstorm | 5.3% |
| US - Alaska Earthquake-Shock | 3.7% |
| US - Alaska Windstorm | 3.7% |
| North Caribbean Earthquake-Shock | 1.9% |
| East Caribbean Earthquake-Shock | 1.9% |
| South Caribbean Earthquake-Shock | 1.9% |
| South Caribbean Windstorm | 1.9% |

The exposures summarised above represent the sum of all collateral invested less reinsurance recoverable. Per the Company's Investment Policy, the net first event exposure in any one zone will not exceed 35 percent. of the Master Fund's Net Asset Value. For contracts that overlap zones, the total exposure is counted in each of the exposed zones.

The valuations used in determining the dollar exposures and the percentage exposures in the above tables are the valuations of the contracts and the Master Fund's Net Asset Value (as the case may be) as at 31 January 2015 prepared in accordance with the valuation policies of the Company and the Master Fund as described further in Parts 1 and 11 of the Original Prospectus.

2. **DOCUMENTS AVAILABLE FOR INSPECTION**

A copy of this Supplementary Prospectus will be available (subject to applicable law) on the Company's website at www.bluecapital.bm and for collection, free of charge during normal business hours, from the offices of Hogan Lovells International LLP, Atlantic House, Holborn Viaduct, London, EC1A 2FG and at the registered office of the Company until 19 November 2015 or the earlier termination of the Placing Programme.

3. **RESPONSIBILITY**

The Directors, whose names appear below, and the Company accept responsibility for the information contained in this Supplementary Prospectus. To the best knowledge of the Directors and the Company (who have all taken all reasonable care to ensure that such is the case), the information contained in this Supplementary Prospectus is in accordance with the facts and contains no omission likely to affect the import of such information.

Directors:

John Weale (Chairman)
Gregory D. Haycock
Neil W. McConachie

4. **GENERAL**

To the extent that there is any inconsistency between any statement in or incorporated by reference in this document and any other statement in or incorporated by reference in the Original Prospectus, the statements in or incorporated by reference in this document will prevail.

Save as disclosed in this Supplementary Prospectus, no other significant new factor, material mistake or inaccuracy relating to information included in the Original Prospectus has arisen or been noted, as the case may be, since the publication of the Original Prospectus.

This Supplementary Prospectus is dated 13 March 2015.