

**Ordinary General Assembly of the Holders Association of
Holders' Association of Club Sol Amadores**
(*"Comunidad de Titulares del Complejo de Apartamentos Club Sol Amadores"*)

An Ordinary General Assembly of the Holders Association of Club Sol Amadores ("**Holders Association**") is held on 7 December 2012. First call at 12:30 hrs, second call at 13:00 hrs.

Meeting held at Hotel H10, Meloneras, San Bartolomé, Gran Canaria, Spain.

Assistance and representations

- **Holiday Club Canarias Sales & Marketing S.L.**, holding 1166 votes equivalent to that number of weeks ("*rotational enjoyment rights*", "*derechos de aprovechamiento por turno*"), represented during the meeting by Ms. Claudia Espla (1166 votes).
- **Holiday Club Canarias Resort Management S.L.**, acting as administrator of the Holders Association, representing members holding 72 weeks ("*rotational enjoyment rights*", "*derechos de aprovechamiento por turno*") by way of proxies granted for such purpose, represented during the meeting by Mr. Roberto Picón (72 votes).
- **Ms. Carin Emblad** representing members holding 29 weeks ("*rotational enjoyment rights*", "*derechos de aprovechamiento por turno*") by way of proxies granted for such purpose (29 votes).
- **Several members, holders of rotational enjoyment rights**, attend in person to the meeting, of which 1 German (1 vote in total) and 3 Scandinavian (7 votes in total), according to the list attached.

The Secretary explains to the attendees that in order to secure proper recording of the name of attendees, the number of votes that each holder has and the casting of votes, a prior procedure has been established so that the holders interested in attending the meeting have indicated their wish in advance, and the list of attendants can be prepared on that basis. Nevertheless Ms. María Martínez goes around the attendees in order to check any additional attendee.

Proxy holders have likewise informed the administrator in advance.

The Secretary asks the attendees whether they have any comment on the procedure and all attendees agree to it.

The list of attendees is prepared and attendees sign the list and the meeting starts on time.

Presentation of the Chairman of the Meeting and of the participants

Mr. Calvin Lucock acts as the Chairman of the Holders Association and Mr. José Puente acts as Secretary of the Holders Association, as they were elected in the last meeting of the General Meeting of the Holders Association of Club Sol Amadores held on 4 December 2011.

It is agreed by all attendants that Mr. Calvin Lucock shall act as Chairman of this meeting, and that Mr. José Puente shall act as Secretary of this meeting.

Presentation of other participants:

1. Ms. María Martínez
2. Mr. Roberto Picón
3. Ms. Claudia Espla
4. Mr. Pasi Rautanen
5. Ms. Ilona Kievits (for the minutes)

Language of the meeting

In accordance with past practices, since the majority of the members attending this meeting speak English, it is agreed that the meeting will be held in English. Summaries of the issues discussed are made during the

meeting in German, Finnish and Swedish, and any question posed in those languages is also answered in the relevant language and then translated to the rest of the members.

The General Assembly was called by means of a letter sent by the Administrator of the Holders Association, as established in the by-laws of the Holders Association.

Being present or represented members holding a total number of 1275 weeks (equivalent to votes), the meeting is considered as duly convened and constituted in first call. The Chairman declares that the General Meeting is validly formation of the Assembly, without any attendant making any protest or reservation, in order to discuss the following

AGENDA

1. Minutes of the previous General Meeting.
2. Report from the Administrator Holiday Club Canarias Resorts Management S.L. on the year 2012.
3. Status of the reparation and renovation fund and of the uses given to the fund. Explanation of fund or lack of 2011.
4. Report of the Services Company on the Statement of Income and Expenditure of the Holders' Association for 2011.
5. Report of the external auditor of the Statement and Income and Expenditure of the Holders' Association for 2011.
6. Report on the repossession by developer of weeks of holders in default and income generated as a consequence of the payment of maintenance fees and positive impact of this in the bad debt provision for 2013
7. Presentation of the budget submitted by the services company Holiday Club Canarias Resort Management S.L. for rendering services to the resort and the rights holders for year 2013 and its approval, as the case may be,
8. Appointment and/or renewal as appropriate, of the Chairman of the Holders' Association
9. Appointment and/or renewal as appropriate, of the Vice-chairman of the Holders' Association
10. Appointment and/or renewal as appropriate, of the Secretary of the Holders' Association
11. Status of the implementation of the calling of meetings and remittal of documents via email and webpage
12. Report on the quotes obtained for the translation of the statutes of the Holders' Association into the languages of the main number of customers
13. Report on the procedure to be followed in case of transfers of week units
14. Questions and answers
15. Approval of the Minutes

After having been discussed are then unanimously -except as otherwise stated- passed the following

RESOLUTIONS

1. Minutes of the previous General Meeting

The Secretary explains that the Minutes of the General Meeting held on 4th December 2011 were drafted according to the law and the authorization granted by the holders and approved by the Chairman and Secretary. The Secretary informs that the minutes were sent by post to all members and that they have been uploaded into the webpage www.hccanarias.com

The Secretary apologizes for certain delay in the preparation of the last minutes and that it will be organized so that the minutes of the present meeting are drafted and uploaded on to the webpage in a short period of time.

The Secretary indicates that the minutes are valid with the signature of the Chairman and Secretary, but he asks the attendees for comments or remarks on the minutes of the previous meeting. No member raises any objection or remark.

The minutes are thus acknowledged by all attendees and no additional comments are made.

2. Report from the Administrator Holiday Club Canarias Resorts Management S.L. on the year 2012

The Chairman updates on the business changes made during 2012 and comments that Mr. Manuel Roca, the previous Hotel Director left the company last August 2012. The position of Hotel Director has been taken by Mr. Roberto Picón who brings with him a wide expertise of financial planning, cost control, relation with the Holders Associations etc. in the hotel timeshare business.

Improvements have been made with the expansion of the TV channels. The Chairman explained that difficulties are experienced with the Norwegian and Swedish channels as the installation of such requires several legalities. There is already a wide offer of German, Spanish and English channels, one Swedish channel and the intention is to offer additional Swedish and Norwegian. The aim is to offer more sports, news, music and cartoon channels in the future.

The Internet connections supplied by the telecom companies are poor in the area of Amadores but efforts are being done by the administrator in order to provide better services. More specifically the Internet connection at the resort has been increased from 1MB to 6MB. Internet access is free at the reception area.

Furthermore there is a service offered for renting WIFI-modems at the reception. Certain members have complaint about the cost of this rental. The Chairman answers that the service company pursues no profit with the offering of this service. The service company has entered into a 2-year long contract with the telecom company for a price of 60 Euros per modem per month (acquiring a large number of modems in order to be able to fulfil members' requests). The current rental charge to customers of 30 Euros per week does not cover the full year cost as modems are not rented out continuously.

The Chairman also informs that new internet kiosks have just been placed in all receptions.

A new website www.hccanarias.com has been created for facilitating the provision and access to information to the members. All information for this meeting has been uploaded into that page. All members were informed about that in the calling of the meeting. The intention is to further develop that page as a communication tool, so that each member will have an own access code. Any documentation related to the Holders Association meetings can be extracted from this page.

The Chairman also explains that there is a corporate webpage of the group Holiday Club: www.holidayclubresorts.com. This webpage provides information about the group Holiday Club, its different destination, offers and reservations. The webpage is available in English, Finnish, Swedish and Russian. The webpage is currently being updated with the German language.

The Chairman informed that a new computer system has recently gone live which improves member communication, extraction of member data, and is far more efficient than the five different systems that were in place before and were not interconnected. E.g. the future maintenance invoice will be detailing all contracts and will be issued in Euros.

3. Status of the reparation and renovation fund and of the uses given to the fund

The Chairman clarifies that when Holiday Club Canarias Resort Management took over the management of the resort and of the services to the Holders Association and the members in April 2011, there was no existence of a reparation and renovation fund.

The truth is that the new services company has not had access to the previous accounting and therefore little can be said about that. The reality is, that in any budget proposal of each, the budget foresaw an amount for the reparation and renovation fund, but said fund was not created. Many members have asked the current services company for that fund and why it was not created.

The Chairman explains that the reality is that the level of collection of maintenance fees was low, being there many members that were not paying and therefore there was not enough cash as to build the reparation and

renovation fund. As a matter of fact there were not enough monies to cover the actual level of expenses, and this had to be financed by Puerto Calma group. This is the reason why in each budget submitted to the Holders Association there was a statement with regards to the existing debt of the Holders Association to the Puerto Calma group companies.

The Chairman indicates that his view of the situation is, that the number of clients not paying the maintenance fees was increasing year after year, and Puerto Calma group did not have an active policy of repossessing weeks - which would have contributed to reduce that number - in order precisely to avoid assuming the liability for the payment of the maintenance fees for future years. This was a legitimate decision, but it clearly implied that the members actually paying the maintenance fees were having a higher burden as a consequence of those not paying.

It is explained that on the contrary, Holiday Club, as the operator and sales and marketing company, has chosen to address this problem focussing on the recovering and the repossession of weeks. The repossession process implies a cost for the repossession plus a liability for assuming the future maintenance fees. Holiday Club is ready to do such investment in order to help the position of the Holders Association and in the hope that whenever the week is sold in the future, it will be able to recover that investment. Once a week is repossessed by Holiday Club Canarias Sales & Marketing SL, the current year and future years of maintenance fee are paid to the services company until the week is sold.

The Chairman states that the amount of weeks being currently repossessed is higher than the number of weeks that Holiday Club Canarias Sales & Marketing SL is able to resell, so that this exercise is purely in favour of the Holders Association, but Holiday Club Canarias Sales & Marketing SL has indicated that it is ready to continue with said policy.

In the analysis of the proposal of the budget for 2013, a relevant provision for the renovation and replacement fund is included, as it will be explained in the relevant point of the agenda.

4. Report of the Services Company on the Statement of Income and Expenditure of the Holders' Association for 2011

The Chairman explains to the members that a Statement of Income and Expenditure for the period of April to December 2011 has been prepared. Mr. Roberto Picón explains the Statement and the total amount of actual expenses incurred in that period. For comparison purposes the budget for 2011 has been used and the proportional amount of expenses for that period is taken into consideration. The main conclusions are as follows:

- (a) Taking into consideration the budget approved in 2010 for year 2011, the proportional amount of expenses for the period April – December 2011 would be 487.620,00.
- (b) The actual level of expenses to third parties amounted to 421.333,23. However this level of expenses does not take into account the fact that the administrator was entitled to a 15% margin fee or any amount to the creation of the renovation and replacement fund.
- (c) The actual level of collected maintenance fees in 2011 (proportional to the period April-December) amounted to 418.530,41.
- (d) The comparison between budgeted and real figures is based on the figures from April to December 2011 show a deficit of 2.802,82 Euros due to the amount of unpaid maintenance fees of 64.251,02 Euros.
- (e) The amounts for the renovation/repairment fund and Resort Management administration fee were left out as this would only increase the debt.

Upon the following questions of the attendees:

- (a) It is explained that the weeks from clients that have not paid their maintenance fee cannot be used until they are repossessed and this can only be initiated once that a whole year of unpaid maintenance fees has elapsed.
- (b) Attendees ask whether the weeks of persons not paying the maintenance fees could be rented out. It was explained that, first of all, members have to pay the maintenance fees until 31 January of each year but if

they own weeks for enjoyment during the year and they pay the fee before the relevant period of use (including the surcharge for delayed payment), the service company allows them to use the week. And this fact, whether they will pay and use the week, is only known on very short notice and therefore no proper rental can be put in place. The use of unpaid weeks for rentals is not feasible, as to get sustainable income from rental, predictable inventory is required to make a deal with tour operators for offering them the accommodation. For this very reason it was decided to focus on the repossession of these weeks so the liability for the paying of the maintenance fee would be with Holiday Club Canarias Sales & Marketing SL.

The Chairman explained that Holiday Club Canarias Sales & Marketing SL is working hard to take the problem of unpaid maintenance fees away from the Holders Association by the repossession of weeks. As the Puerto Calma Group did not take back any weeks, the debt of unpaid maintenance fees increased every year.

5. Report of the external auditor of the Statement of Income and Expenditure of the Holders' Association for 2011

The Chairman introduces this point of the agenda and asks Ms. Claudia Esplá to explain the audit analysis carried out by the auditor RSM Gassó. The audit analysis is referred to the period April to December 2011 as Holiday Club Canarias Resort Management was not the service provider before that time. The report is shown in the screen in Spanish and English. Copies are distributed and a copy is available in the web page www.hccanarias.com.

Ms. Esplá explains that the expenses are booked in the accounts of the services company and the auditor has verified that:

- (a) The auditor has seen the real Statement of Income and Expenditure of the period April-December 2011;
- (b) Expenses are duly recorded in the accounts and correspond to actual invoices;
- (c) There is an analytical accounting in Holiday Club Canarias Resort Management S.L. in order to allocate the expenses to the different resorts;
- (d) The real Statement of Income and Expenditure of Club Sol Amadores is in line with the accounting of Holiday Club Canarias Resort Management S.L.;
- (e) The amount of expenses allocated to Club Sol Amadores is reasonable, i.e. respond to a rational parameter of allocation.

6. Report on the repossession by developer of weeks of members in default and income generated as a consequence of the payment of maintenance fees and positive impact of this in the bad debt provision for 2013

The Chairman asks Ms. María Martínez to explain the measures carried out during 2012 for repossessing the weeks of holders of rights in default in the payment of maintenance fees. Ms. María Martínez submits to the attendees a report on the repossession.

The report shows that from January 2012 to 31 October 2012 6 weeks have been repossessed and therefore 2.280,00 Euros in maintenance fees have been paid by Holiday Club Canarias Sales & Marketing S.L. to the service company.

The positive impact of this in the budget of 2013 is explained, and particularly the amount budgeted as "extraordinary income" in this regard.

The forecast for year 2013 is to repossess another 75 weeks. This will have a positive impact in the accounts for 2013, since this would mean that the related maintenance fees – that otherwise would not be collected - will be paid by Holiday Club Canarias Sales & Marketing S.L.

Regarding clients in default, it was explained that a human factor will be taken into consideration for members that want to pay but find it difficult to raise the money, and alternative solutions will be offered. For members

that do not pay and do not want to give their week back, these cases will be given to the external debt collector company "Intrum" to see if monies can be recovered.

7. Presentation of the budget submitted by the services company Holiday Club Canarias Resort Management S.L. for rendering services to the resort and the rights holders for year 2013 and its approval, as the case may be

Mr. Lucock asks Mr. Picón to present to the members of the Association the budget submitted by the services company Holiday Club Canarias Resort Management S.L. to the Holders Association to provide services to the rights holders in 2013. The budget includes a grand total of 783.799,22 Euros as expenses. This budget proposal includes the total amount to be paid by all holders of weeks to Holiday Club Canarias Resort Management S.L. as consideration for the services the company will provide during the year 2013 pursuant to the standards based on which have been prepared for the corresponding budgets.

Mr. Picón explains the budget to the members:

- The main reasons for the increase of the budget are (i) the increase of the local tax (IGIC) of 2%, which was raised from 5% to 7% as of 1 July 2012; (ii) the increase of 4% of the cost of living (retail price index) as per Government guidelines; and (iii) the need to take into account the amount of holders not paying the maintenance fees and create an adequate bad debt provision in this regard.
- A 2% is forecasted for the reparation and renovation fund. It is acknowledged that this amount may seem insufficient, but it is something to start with. The reparation and renovation fund will only be used for extraordinary expenditure, as the maintenance fee covers the maintaining of the resort and normal repairs.
- The item "Extraordinary income" includes income that the service company will receive from Holiday Club Canarias Sales & Marketing S.L. as a consequence of the repossession.

In the event that the budget is approved, the services company Holiday Club Canarias Resort Management S.L. will issue the corresponding maintenance fee to each of the holders of the week including the corresponding IGIC (i.e. VAT).

Certain questions are raised and answered on the specific amounts of certain positions in the budget, questions that are answered during the meeting.

The Chairman asks whether the attendees have any objection to the budget. No member raises any objection to the budget or wants to abstain, all members show their conformity with the budget so that the budget is unanimously approved and the maintenance fees approved, with following additional measures:

- The services company will charge the total of the maintenance fees to the members, splitting the total of the budget among the members;
- Payment of the maintenance fees shall be made before 31 January 2013;
- Non payment of the maintenance fees on time will trigger a penalty as per the by-laws of the Holders Association.

8. Appointment and/or renewal as appropriate, of the Chairman of the Holders' Association

Mr. Calvin Lucock is re-elected as Chairman of the Holders Association in the terms foreseen in the by-laws and in the Spanish Act on Condominiums ("*Ley de Propiedad Horizontal*").

Mr. Calvin Lucock thanks all attendees for their support and confidence.

9. Appointment and/or renewal as appropriate, of the Vice-chairman of the Holders' Association

Mr. Calvin Lucock explains that due to the appointment of Mr. Roberto Picón as hotel director, he considers that he should assume the role of Vice-chairman in lieu of Ms. María Martínez, and asks the attendees for their consent. All attendees are in agreement.

Mr. Roberto Picón is thus appointed as Vice-chairman of the Holders Association in the terms foreseen in the by-laws and in the Spanish Act on Condominiums ("*Ley de Propiedad Horizontal*"). Mr. Roberto Picón as the Vice-chairman shall replace the Chairman and act as the Chairman in the event of non-attendance or resignation of the Chairman or if the Chairman is not able to perform his role.

The Chairman states expressly his thanks for the services rendered by her during 2012, which is confirmed by all attendees. Mr. Lucock indicates that her replacement does not mean that she will not continue working for the Holders Association and the members as she has been doing until today.

10. Appointment and/or renewal as appropriate, of the Secretary of the Holders' Association

Mr. José Puente is re-elected as Secretary of the Holders Association in the terms foreseen in the Spanish Act on Condominiums ("*Ley de Propiedad Horizontal*").

Mr. José Puente thanks all attendees for their support and confidence.

The Chairman states expressly his thanks for the services rendered by Mr. José Puente as Secretary during 2012, which is confirmed by all attendees.

11. Status of the implementation of the calling of meetings and remittal of documents via email and webpage

The Secretary explains how the calling of the meetings has taken place and that the callings were uploaded in the webpage www.hccanarias.com and that written letters were sent out to all members.

The Secretary further refers to the registration procedure implemented before the calling in order to know the attendees. This procedure is to avoid a long administration procedure during the celebration of the meeting and allows the recording of votes, names, and checking of outstanding payments etc. The attendees have been requested to sign the attendee list for formal recording of the names.

It is expressly agreed that the procedure of registration for the meeting will be maintained and attendees will be requested to register their attendance in advance.

It is furthermore indicated that the new website www.hccanarias.com will be uploaded in the future with documentation related to the next callings of Holders Association meetings so that all members can consult it in this page.

Regarding the minutes of this meeting, the Chairman mentions the aim is to publish the minutes of this meeting within the shortest period possible and explained that the minutes can be translated into Norwegian and German upon request but the translation needs to be outsourced with the respective costs involved. The Secretary requests a maximum 30 days term for having the minutes ready, but this shall work as a maximum, being the intention to have them ready before.

Upon the following questions of the attendees:

1. The commitment was made to publish the budget more in advance of future meetings.
2. The calling of the meetings will be simultaneously sent by post and e-mail, but the documentation related to the meetings will be uploaded on the website to reduce cost.
3. It was decided to set the date for the Holders Association meeting for 2013 in the week starting the 2nd of December 2013 due to the availability. The location will be communicated nearer the date and more in advance than this year.

12. Report on the quotes obtained for the translation of the statutes of the Holders' Association into the languages of the main number of customers

As per request from a member in the last Holders Association meeting held in December 2011 for the translation of the statutes, the services company has obtained a price quotation. This quotation is presented and shows a cost of 5.648,00 Euros for 46 pages. This cost has not been included in the budget of 2013.

The Chairman submits the proposal to the attendees and offers them the possibility to organise the translation of the statutes. It is a general view of all attendees however that such translation is not required, and that if a member is particularly interested in a translation he or she can use online translators.

The Chairman further informs that Holiday Club Canarias Sales & Marketing SL has drafted an information document at its own cost in the various languages to use that it in its sales process that includes a summary of the legal status of the resort and is supplied to new first-time purchasers. Holiday Club Canarias Sales & Marketing SL is ready to provide a copy of this document upon request.

All attendees agreed that no translations are required and therefore the motion is declined.

13. Report on the procedure to be followed in case of transfers of week units

As per the request from Mr. Karlsson in the Holders Association meeting of 2011, the services company agreed to prepare and submit a report on the procedure to be followed by members when transferring their rights over the weeks (i.e. the rotational enjoyment rights) to third parties. Ms. María Martínez submits the report to the attendees. Copies in English are distributed. The report will also be uploaded on www.hccanarias.com.

Ms. María Martínez explains that:

1. In case of holders wishing to transfer a week/s, a copy of the passports of the new holders of the rights, as well as a written consent including signatures of the previous and new member transferring the rights of the contract are required and that an administration fee of currently 350 Euros will be charged per contract.
2. In case of members wishing to transfer a week/s to children or spouse as the week is not registered in the land property register, no fee will be charged.

In all aforementioned cases, all payments related to the contract must be up-to-date. The above procedure applies to all weeks as they are not registered in the Land Property Registry in favour of any customer. It was clarified that the general corporate services that come with the contract will not be restricted to the new member and the new member will be issued with the proper contract documentation.

14. Questions and answers

We have a request from Ms. Marianne Stridt regarding the installation of solar panels in the resort and that it would be convenient to analyse whether it is worth it. The Chairman addresses this issue and explains that the Administrator is always conscious of energy saving measures, and looking for alternatives. As a matter of fact, the new Hotel Director has already started to look into biomass alternatives. Nevertheless it should be noted that the installation of solar panels would be an investment that would take 20 to 30 years to recover, taking into account the number of apartments and the cash that would need to be paid upon installation. There was no forecast for solar panels included in the budget.

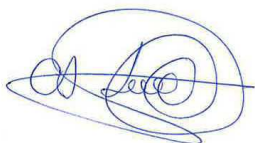
Apart from the questions already answered in aforementioned paragraphs, the Chairman mentioned that on Saturday 8th December at 12:00 hrs, he will be available at the Club Playa Amadores office for any additional queries.

15. Approval of the Minutes

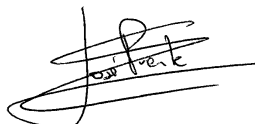
According to the terms of the law, the minutes will be prepared by the Secretary within the next ten days and once they are ready, the Minutes will be signed by the Chairman and the Secretary of this Meeting.

Powers are granted to the Chairman, Vice-chairman as well as to the Secretary so that, should it be necessary, any of them may, indistinctly, in the name and on behalf of the Holders Association, execute the aforementioned resolutions and particularly in order to issue a certificate of the resolutions adopted, and if appropriate to appear before a Public Notary with the most ample faculties, in order to grant and sign the necessary Public Deeds, so that the aforementioned resolutions and the legal transactions arising from them may be formalised, and to raise them to the status of a Public Deed, for all the pertinent legal effects, even for the inscription of the same at the Land Property Registry.

The meeting was closed on Friday, 7th December 2012 at 13:40 hrs.



THE CHAIRMAN OF THE MEETING
Mr. Calvin Lucock



THE SECRETARY OF THE MEETING
Mr. José Puente