

**Ordinary General Assembly of the
Owners Association of Club Vista Amadores**
(*"Comunidad de Propietarios del Complejo de Apartamentos Club Vista Amadores"*)

An Ordinary General Assembly of the Owners Association of Club Vista Amadores ("**Owners Association**") is held on 4 December 2014. First call at 12:00 pm, second call at 12:30 pm.

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

Assistance and representations

- **Holiday Club Canarias Sales & Marketing S.L.U.**, holding 598 votes equivalent to that number of weeks ("*co-ownership shares*"), represented during the meeting by Ms. Claudia Esplá.
- **Holiday Club Canarias Resort Management S.L.U.**, acting as administrator of the Owners Association, representing owners holding 94 weeks ("*co-ownership shares*") by way of proxies granted for such purpose, represented during the meeting by Ms. María Martínez.
- **Mr. Anders Wallestedt** representing owners holding 49 weeks ("*co-ownership shares*") by way of proxies granted for such purpose.
- **Mr. Holger Piepgrass** representing owners holding 38 weeks ("*co-ownership shares*") by way of proxies granted for such purpose.
- **Mr. Ari Mattika** representing himself (3 votes) and representing owners holding 2 weeks by way of proxies granted for such purpose.
- **Twelve Owners** attend in person to the meeting, representing 20 votes. They are British, German, Finnish and Scandinavians, according to the list attached.

The meeting takes place together with the meeting of the Owners Association of Club Jardin Amadores. Due to the fact that both clubs share facilities it was decided to hold both meetings together although resolutions are passed independently. The casting of votes has been done separately for each Club. However, for the purposes of the minutes separate minutes are prepared. All attendants agree to this procedure.

The Secretary explains to the attendees that in order to secure proper recording of the name of attendees, the number of votes that each owner has and the casting of votes, a prior procedure has been established so that the owners 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 meeting starts on time.

Presentation of the Chairman of the Meeting and of the participants

Mr. Calvin Lucock acts as the Chairman of the Owners Association and Mr. José Puente acts as Secretary of the Owners Association, as they were elected in the last meeting of the General Meeting of the Owners Association of Club Vista Amadores held on 6 December 2013.

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. María Martínez
2. Roberto Picón
3. Claudia Esplá
4. José Manuel Arias
5. Ilona Kievits (for the minutes)
6. Tilda Persson (for the translation into Swedish)

Language of the meeting

In accordance with past practices, since the majority of the owners attending this meeting speak English, it is agreed that the meeting will be held in English. Short summaries of the issues discussed will be made in German, Swedish if needed.

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

Being present or represented owners holding a total number of 802 weeks, the meeting is considered as duly convened and constituted in second call. The Chairman declares that the General Assembly is validly formed, 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 2014
3. Report from the Administrator Holiday Club Canarias Resorts Management S.L. on the status of the WIFI
4. Status of the reparation and renovation fund and of the uses given to the fund
5. Report of the Services Company on the Statement of Income and Expenditure of the Owners' Association for 2013
6. Report of the external auditor of the Statement of Income and Expenditure of the Owners' Association for 2013
7. Report on the repossession by developer of weeks of owners 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 2015. Prorogation of the 2011 resolution
8. Report on the collection efforts of the maintenance fees carried out by the Administrator

9. Proposal and of deep maintenance works in the apartments of Club Vista Amadores and in areas the affect both resorts to bring them to the expected standards and presentation of the related budgets and its approval, as the case may be.
10. Presentation of the budget submitted by the services company Holiday Club Canarias Resort Management S.L. for rendering services to the resort and the unit owners for year 2015 and its approval, as the case may be
11. Presentation of the planning report prepared by the architect Mr. José Luis Rivero Comas for being included in a planning agreement to be signed with the competent public administrations, and approval of the report as the case may be
12. Grating of specific powers of attorney by the Owners Association to the Chairman for the signing and execution of the planning agreement mentioned in the previous item of the Agenda, authorisation also any subsequent amendments that may be required to the agreement within the proceedings
13. Additional points of the Agenda included following a request from Mr. Lennart Karlsson:
 - 1.1 Enclosing Documents in the Calling of the General Assemblies
 - 1.2 Fixed Item on the agenda for Motions/ Questions from the Owners
14. Appointment and/or renewal as appropriate, of the Chairman of the Owners' Association
15. Appointment and/or renewal as appropriate, of the Vice-chairman of the Owners' Association
16. Appointment and/or renewal as appropriate, of the Secretary of the Owners' Association
17. Questions and answers

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

RESOLUTIONS

1. Minutes of the previous General Meeting

The Chairman explains that the Minutes of the General Meeting held on 5th December 2013 were drafted according to the law and the authorization granted by the owners and approved by the Chairman and Secretary. The Chairman informs that the minutes were uploaded into the webpage www.hccanarias.com

The Chairman states that the Minutes were prepared duly after the meeting within the deadline of 10 days agreed in the meeting and they were uploaded on to the webpage on due time.

The Chairman 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 owner 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.U. on the year 2014

The Chairman updates on the developments of year 2014.

The Chairman reminds that there is a website www.hccanarias.com and that all information for this meeting has been uploaded into that page. The Chairman explains to the attendees that the web page with information and supporting documents for the meeting has been revamped, and it is shown in the screen so that attendees get familiar with it. All the materials for the meeting have been included in the web page, including the calling of the meeting. The Services Company is committed to keep on improving the web page year after year. It is the intention to build a proper communication channel with the owners through that webpage. Suggestions have been received as regards posting news on the resort in internet and it is being considered to use the web page also for these purposes.

The Chairman also informs on developments within European Timeshare sector and provides information that has been agreed within the Resort Development Organisation (“RDO”) which he considers relevant to share:

(a) During the course of last year allowing consumers a viable exit from their timeshare has become a hot topic of conversation throughout most major countries. The industry trade body RDO has passed several resolutions whereby its members must allow exit in the following conditions: death of one or both of the owners, bankruptcy of one or both of the owners, and in the event of illness to one or both of the owners whereby they cannot travel to their home resort. In all cases this must be supported by official documentation. Furthermore the RDO has taken this one-step further and it is currently studying a proposal whereby should an owner been a member of the resort for an as yet unspecified period of time, subject to an advanced payment of a maximum of three times the amount of the current years maintenance fee, they are allowed to surrender ownership.

(b) There has been a wave of publicity by a alleged fraudulent companies targeting strongly timeshare owners where false promises are being made, creating a belief that either a successful purchaser is lined up for the timeshare or by commencing legal action against the developer they will receive monies equivalent to or greater to their original purchase.

In both of the above cases the Chairman urges all members to exercise extreme caution when and if they are approached, and under none circumstances pass any information or financial contribution to any companies they are not completely sure of.

The Chairman also informs all members of the following websites to provide reliable sources of independent information: www.tatoc.co.uk; www.rdo.org; www.mindtimeshare.com; or any of the respective European Consumer Centres (http://ec.europa.eu/consumers/ecc/contact_en.htm).

In all cases the customer service department at Holiday Club will assist the owners with any and all questions. Mr. Lucock requests the owners attending with proxies on behalf of other owners, to share this information on fraudulent practices with the owners that granted them the proxies.

(c) Until December 2014 the expenses incurred in by Services Company during 2014 are in line with the budget.

The report by the Chairman is acknowledged by the attendees without any further comments. Some owners attending the meeting raise some comments. The Chairman welcomes these questions and he further makes reference to the questions submitted by some owners in writing before the meeting and confirms that they will be answered in the questions and answer section at the end of the meeting and also time will be allocated for further questions. All owners are in agreement with this.

3. Report from the Administrator Holiday Club Canarias Resorts Management S.L. on the status of the WIFI

Following on from the demand and necessity highlighted in last year meeting, the Chairman is pleased to inform all attendees that WIFI installations are almost complete. Since there was an increasing request from owners, and in order to avoid owners waiting for another year, the Services Company decided to go ahead with the investment and bear the related costs. Due to the configuration of the resort and the building, WIFI access required the installation of certain devices in order to be able to send the signal all over the building and the apartments. No internet supplier was ready to cover or finance that investment. In the 2015 budget proposal a provision is already made to cover this investment, and if the budget is approved, the relevant investment amount for that pre-installation will be reimbursed to the Services Company out of the proceeds of the maintenance fees. In this event WIFI will be available in each and every apartment at no extra cost. Ongoing charges for the internet supplier and line rentals will be built automatically into future maintenance fees.

If the budget and/or the extra cost for the investment are not approved, the Services Company will offer WIFI access to clients subject to the payment of the relevant charges to be set by the Services Company. In this case the 2015 budget proposal would be accordingly reduced by the relevant amount.

The Chairman states that he has met many clients during the last months and in most of the cases they demanded that WIFI services are offered throughout the resort. In modern world, many persons consider Internet access as a basic necessity. A debate on the issue starts. Some owners understand that WIFI should be installed but that it should be paid only by those customers using it. Some other owners appreciate the explanation and confirm that they are interested in having WIFI services included in the maintenance fees.

The Chairman appreciates those views and requests that the issue is subject to voting. However since this will impact the decision on the budget and accordingly the fees, it is proposed to take a vote on that together with the budget. All attendees agree to this suggestion.

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

Mr. Roberto Picón explains the situation of the funds. As of 31 December 2013 the available funds in the bank account for the renovation fund were 12,655.80 Euros. As per 2014 budget, the total contribution for the renovation fund was agreed to be € 26,618.88. In accordance with the authorisation granted in last year meeting, the Services Company has used some of the available proceeds throughout 2014 in order to carry out investments. An amount of 4,762.87 Euros has been invested so far in following concepts: cooling unit reparation and electrical appliances.

Mr. Picón shows in the screen a report detailing the concepts, and the related invoices and amounts.

Accordingly, and subject to any further investment decision, as of 31 December 2014 the total amount that will be available is estimated at 34,511.81 Euros.

In the 2015 meeting, an update as regards the uses of the renovation fund will be provided, if applicable.

Upon the comment of an owner that the TVs in the resort are too small, a motion was accepted that all future TV's will be at least 40".

The Chairman requests that the authorisation in favour of the Administrator to use the funds if necessary for renovation works granted last year, is renewed for 2015 or future years, acknowledging that a full report will always be provided to the Owners Association.

A voting takes place and all owners vote in favour. No owner raises any objection or wants to abstain. Therefore the following resolution is unanimously passed:

⇒ the Administrator is authorised to use the funds available in the reparation and renovation fund during 2015 in order to devote the funds to any reparation or renovation purposes.

5. Report of the Services Company on the Statement of Income and Expenditure of the Owners' Association for 2013

The Chairman explains to the owners that a Statement of Income and Expenditure for the whole year 2013 has been prepared. Mr. Roberto Picón explains the Statement and the total amount of actual expenses incurred in that period. For comparison purposes the 2013 budget, approved in December 2012, has been used. The Statement of Income and Expenditure is shown in the screen. The main conclusions are as follows:

- (a) The 2013 budget forecasted a total amount of expenses for 2013 of 742,264.45 Euros.
- (b) The actual level of expenses to third parties amounted to 658,758.54 Euros.
- (c) The actual level of collected maintenance fees in 2013 amounted to 621,901.72 Euros.
- (d) Holiday Club Canarias Sales & Marketing S.L.U. contributed with 42,500 Euros by way of income out of the payment of outstanding maintenance fees linked to repossessed weeks.
- (e) The amount of uncollected maintenance fees of 2013 was 77,862.73 Euros.

Mr. Braathen wonders about the position "Other costs". Mr. Picón explains that this post includes the cost for consultancy contracts, and other external contracts not included under the line "External Maintenance Costs". Mr. Braathen's requests a breakdown of the "Other costs" and Mr. Picón confirms that a further detail will be included in the Statement of Income and Expenditure of 2014.

A voting takes place and all owners vote in favour. No owner raises any objection or wants to abstain. Therefore the following resolutions are unanimously passed:

- ⇒ The Statement of Income and Expenditure of 2013 is acknowledged and approved.
- ⇒ The management and the services carried out by the Services Company in 2013 are also approved.

6. Report of the external auditor of the Statement of Income and Expenditure of the Owners' Association for 2013

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 year 2013. The report is shown in the screen in Spanish and English. A full 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 year 2013
- (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.U. in order to allocate the expenses to the different resorts;
- (d) The real Statement of Income and Expenditure of Club Vista Amadores is in line with the accounting of Holiday Club Canarias Resort Management S.L.U.;
- (e) The amount of expenses allocated to Club Vista Amadores is reasonable, i.e. respond to a rational parameter of allocation.

The costs of the auditor have been considered as part of the costs of the Owners Association.

7. Report on the repossession by developer of weeks of owners 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 2015. Prorogation of the 2011 resolution

The Chairman asks Ms. María Martínez to explain the measures carried out during 2014 for repossessing the weeks of owners in default in the payment of maintenance fees. Ms. María Martínez shows in the screen a report on the repossessions during 2014.

Ms. María Martínez informs that in the previous meeting in December 2013 it was forecasted that Holiday Club Canarias Sales & Marketing S.L.U. would repossess 75 weeks in 2014. The number of repossessions is in line with the estimate. The positive impact of this in the Statement of Income and Expenditure of 2014 represents an additional sum of 27,750 Euros that will be accounted as "Extraordinary income", in line with the resolution passed in December 2013.

The Chairman requests that previous resolutions acknowledging repossessions by Holiday Club Canarias Sales & Marketing S.L.U. against the payment of current year maintenance fees are renewed, as readiness by Holiday Club Canarias Sales & Marketing S.L.U. to continue repossessing is strictly subject to this condition. It is then stated that if this is accepted, Holiday Club Canarias Sales & Marketing S.L.U.'s forecast for year 2015 is to repossess up to 35 weeks. This will have a positive impact in the accounts for 2015, 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.U. The Chairman requests that the 2013 resolution is extended for the future.

A debate is held on this issue. A voting takes place and all owners vote in favour. No owner raises any objection or wants to abstain. Therefore the following resolution is unanimously passed:

- ⇒ Holiday Club Canarias Sales & Marketing S.L. is authorized to continue repossessing in the future weeks of clients in default in the payment of their maintenance fees and in those cases it will pay to Holiday Club Canarias Resorts Management S.L. the outstanding maintenance fee budgeted for the year when the repossession takes place. Upon repossession of weeks Holiday Club Canarias Sales & Marketing S.L. shall not have to pay any outstanding maintenance fees above the budgeted amounts for the relevant year. Any amounts so received will be considered as "Extraordinary income".

8. Report on the collection efforts of the maintenance fees carried out by the Administrator

As part of the management tasks Holiday Club Canarias Resort Management S.L.U. has increased its efforts to collect the maintenance fees. Holiday Club Canarias Resort Management S.L.U. thinks that these efforts are a substantial part of its function as Administrator and this contributes to the benefit of all owners that want the resort to be properly maintained and that all owners pay their relevant share of the costs.

Holiday Club Canarias Resort Management S.L.U. has carried out following steps:

1. The Services Company has continued with the structured program for contacting all defaulting clients and requesting payment from them. This has continued to be successful and many customers have voluntarily agreed to pay their maintenance fees.
2. If telephone conversations and emails contacts have not led to a fruitful outcome, Holiday Club Canarias Resort Management S.L.U. has sent written reminders.
3. Only once the written requests have been unsuccessful, Holiday Club Canarias Resort Management S.L.U. has entrusted the collection efforts to a specialised company.
4. All these measures have contributed to the fact that the delinquency rate in 2014 is at 7.71% in comparison with 11.46% in 2013.

If the above measures have not worked out, then the cases have been forwarded to Holiday Club Canarias Sales & Marketing S.L.U. as a repossession candidate.

9. Proposal of deep maintenance works in the apartments of Club Vista Amadores and in areas that affect both resorts to bring them to the expected standards and presentation of the related budgets

Background:

The Chairman refers to the resolution passed last year regarding the status of Club Vista Amadores. In compliance with the terms of the resolution, the Services Company has produced a proposal for carrying deep maintenance works in the resort. The Chairman explains the current status of the resort Club Vista Amadores and shows pictures of the resort, indicating the areas where deep maintenance works are required.

In particular deep maintenance is required since according to the experts that have visited the resort the standards of the resort are not adequate: in many areas deep maintenance works are required for the conservation and preservation ("*habitabilidad y conservación*") of the status of the resort. In particular deep maintenance works will be necessarily required in following areas:

- Swimming pool area;
- Solarium;
- General installations: electricity, boiler room, plumbing, fire prevention measures;
- Windows of the exterior façade;
- Mandatory update on regulation.

The Chairman presents the full report to the owners that is available in the web page, and introduces the proposal hand:

- Limited renovation works with an approx. cost of 1.377 Million Euros, covering all urgent aspects that require intervention and bringing the resort up to an acceptable state;

The Chairman understands that this is a major decision. For this reason it was already introduced last year and at the meeting the owners consented to it unanimously. A one-off contribution of 50 Euros per 1-bedroom and 75 Euros per 2-bedroom apartment was requested from owners, and almost all owners that have paid their maintenance fees they have also paid the one-off contribution, which shows commitment from the side of the customers. These monies have been set aside.

A decision needs to be taken now as whether the deep maintenance works are to be carried out.

If the owners accept, then the Owners Association is asked to accept an additional one-off contribution in 2015 for an amount of 651.29€ + IGIC = 696.87€ per week in 1-bed apartment and 977.03€ + IGIC = 1,045.44€ per week in 2-bed apartment in order to carry out the proposed deep maintenance works.

These monies will be exclusively devoted for carrying out the deep renovation works.

Budget and actions proposed

The Chairman explains the budget prepared for carrying put the deep maintenance works. Budget is shown in a screen so that owners can follow the figures.

According to the plan, the intention would be to carry out the works immediately after Easter 2015, and they will be finished approx. by 31 July 2015.

The Services Company will organize that all owners with weeks in that period of time are able to enjoy their vacation in alternative resorts or in alternative dates. The cost for that will be at the expense of the Services Company.

Financing of the one-off contribution in 2015

Some owners have already addressed concerns to the Services Company as regards the financing of the one-off contribution. There appear to be many owners that are happy to support the deep maintenance works but due to individual circumstances finances are difficult. The Services Company informs that it is not in a position to finance works on behalf of owners; however in proven special circumstances, it will endeavour to help where possible. In order for the works to be approved, monies need to be collected and contracts will not be signed with respective workers, suppliers or legal authorities until it is sure that funds are available. Furthermore, long term finance is not possible due to the legal structure of having so many individual owners. Therefore, even though the vote is approving the go ahead of deep maintenance works, the Service Company informs all owners that in the event that the vast majority of the monies are not collected, it holds the right to refund monies and discontinue the preparation and implementation of the deep maintenance works. That said, as indicated before, with the goodwill shown by all owners this is an unlikely event.

Debate

After the explanation of the situation of the budget, a debate is open between the owners in order to discuss the proposal and to raise questions on it.

If approved, the deep maintenance works will start approx. mid April 2015. Mr. Lucock communicates that in that case, owners that holiday in their own week/s during the deep maintenance works period will be offered, free of charge, accommodation in any of the other resorts. Owners that wish to exchange their week/s - that fall within the deep maintenance period - outside of this period, will pay the normal exchange fee. The deep maintenance payment will be invoiced with final payment date 31/01/2015.

Upon the question of a German owner, if the deep maintenance payment can be made in instalments at a reasonable interest rate, Mr. Lucock set the example of taking out a bank loan and who would be liable for paying the bank when payments are not made. Mr. Lucock indicated, however, that only for owners that cannot make the one-off payment with justified reasons, alternatives will be offered, such as 2 instalments before April 2015, or 6 instalments at a fair interest rate to be paid no later than July 2015. Such alternatives will be evaluated on a case-by-case basis. No other alternatives can be offered as the suppliers require an upfront payment before works start.

Mr. Piepgrass and a Danish owner suggested the works to be carried out over a few years. Mr. Lucock indicated that this is no option, as the resort needs to be closed down every year and this method will not only increase costs, it will take away the wow-factor and it will take years to fix e.g. the electric installation in year one, the water installation in year two, the air conditioning in year three, the terraces in year four, etc. ect.

Mr. Lucock also explained that, when the resort was built, it adhered to all the legal guidelines that are now outdated. If the refurbishment of, for example, the electric installation would start in year one, the current legal guidelines would then apply and when the respective license is applied for, the need to comply with the current legal guidelines will come into force instantly. This implies a high risk that the remaining resort installations are inspected as well and require instant update.

Upon the question of an owner for suggestions and ideas to be requested from all owners, Mr. Lucock indicated that it is not feasible to listen to each owner's opinion, as one would like a bidet, the other doesn't; one would like a dishwasher; the other doesn't; one would like a bathtub, the other doesn't, but the ideas put forward will be taken into consideration.

With regards to the question raised if the restaurant will form part of the deep maintenance works, Mr. Lucock mentioned that it will.

The Chairman takes the floor and states that in his opinion, the decision on this issue needs to be taken by the individual owners, and for the purpose of this Holiday Club Canarias Sales & Marketing S.L., holder of 598 votes, will refrain from voting and will accept the decision taken by the majority, be it in favour or against. The Services Company has been entrusted by 94 owners with their representation and powers, and none of them has given express instructions to vote against the proposal; however, for the sake of good order, the Services Company considers it appropriate to cast these votes in favour of the majority decision.

The Chairman then requests to proceed with the voting and requests a show of hands in order to decide on the one-off contribution:

Voters in favour: 197 votes

Votes against: Mr. Rasmussen, representing also 7 votes of members of OPCA Denmark.

Abstentions: 0 votes.

Therefore the following resolution is passed:

- ⇒ A one-off contribution (“*derrama*”) for an amount of 651.29€ + IGIC = 696.87€ per week in 1-bed apartment and 977.03€ + IGIC = 1,045.44€ per week in 2-bed apartment is agreed. These monies will be exclusively set aside for the execution of the deep renovation works go ahead.
- ⇒ The one-off contribution will be invoiced together with the ordinary maintenance fee according to the budget, should it be approved, and shall be paid together with the ordinary maintenance fees.
- ⇒ The Service Company is authorised to discontinue the preparation and implementation of the deep maintenance works in the event that the majority of the monies are not collected.

10. Presentation of the budget submitted by the services company Holiday Club Canarias Resort Management S.L.U. for rendering services to the resort and the unit owners for year 2015 and its approval, as the case may be

Mr. Luccock asks Mr. Picón to present to the owners the budget submitted by the services company Holiday Club Canarias Resort Management S.L.U. to the Owners Association to provide services to the Owners in 2015. The budget includes a grand total of 2,029,475.08 Euros (including the budget for the deep maintenance works) and a grand total of 750,650.08 Euros (excluding the budget for the deep maintenance works). This budget proposal includes the total amount to be paid by all owners of weeks to Holiday Club Canarias Resort Management S.L.U. as consideration for the services the company will provide during the year 2015 pursuant to the standards based on which have been prepared for the corresponding budgets.

Mr. Picón explains the budget to the owners:

- It is underlined that the budget for ordinary expenses has been reduced from 765.260,84 Euros down to 750,650.08 Euros. Maintenance fees (excluding the one-off contribution) are not increasing.
- 26.048,89 Euros are forecasted as the ordinary provision for the reparation and renovation fund. 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.

In the event that the budget is approved, the services company Holiday Club Canarias Resort Management S.L.U. will issue the corresponding maintenance fee to each owner of weeks 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.

An owner asked why the insurance has reduced considerably. Mr. Picón agrees to check the costs, as the amount stated is so considerable, that it might be a human error when introduced. If this is the case, the corrections will be included in the budget and they will be shown on www.hccanarias.com.

The Chairman finally asks whether the attendees have any objection to the budget.

First a cast of votes as regards access to WIFI takes place. It is communicated that the owners should take position on this issue and that neither Holiday Club Canarias Sales & Marketing S.L. nor the Services Company intend to influence it. Holiday Club Canarias Sales & Marketing S.L. will not participate in the voting. Since Holiday Club Canarias Resort Management S.L. has received powers to represent owners, it will do so, but voting with the majority. As stated above, the installation cost of WIFI shall be a one-off payment to be included in the maintenance fee of 2015, which amounts to 14.84 Euros per average week. Future years will only include the cost for rental and maintenance of the lines, which will be a much lower cost. Upon the question raised what the WIFI cost will be for the year 2016, Mr. Lucock clarified that they will be less than €10 per week, as there will be no installation cost; just the cost for line rental and maintenance.

A cast of votes between the attendees takes place and all members vote in favour. Therefore all owners attending the meeting want that the WIFI access is free and its costs are included in the maintenance fee.

⇒ The motion for including the WIFI access in the budget is therefore accepted.

Once the previous resolution has been passed, the Chairman requests a cast of votes to decide on the budget. The Chairman asks whether there is anyone against the budget or wants to abstain. All owners show their conformity with the budget and therefore 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 owners, splitting the total of the budget among the owners;
- Payment of the maintenance fees shall be made before 31 January 2015;
- Non payment of the maintenance fees on time will trigger a penalty as per the by-laws of the Owners Association.

11. Presentation of the planning report prepared by the architect Mr. José Luis Rivero Comas for being included in a planning agreement to be signed with the competent public administrations, and approval of the report as the case may be

The Secretary takes the floor and explains that the Canarian Government enacted a law for promoting the updating of tourism resorts. The Act is called “Ley 2/2013 de Renovación y Modernización Turística de Canarias”. This Act requires that the hotel resorts and hotel-apartment resorts are maintained in good status in order to (i) safeguard the quality and the image of the Canary Islands as a tourist destination; and (ii) improve the environmental friendly policies including a higher energetic efficiency.

The Services Company purports to comply with said law and the related requirements. This will materialize through the execution of planning agreements with the Town Council of Mogán, including reports on steps to be taken as regards maintenance policies and actions and the improvement of the energetic efficiency.

As part of the preparation of that planning agreement the Services Company has hired an architect at its own expense in order to draft a technical project that will describe the improvements in the maintenance policies and in energetic efficiencies. This report contemplates specific measures recommend by the architect to be implemented in the resort in order to comply with the law. The intention is to enter into a planning agreement with the Town Council attaching that report that lists the measures that will be implemented. The planning agreement will sanction those measures.

The report is shown in the screen and the Chairman briefly takes the attendees through it. The report is further more available to all owners.

The Chairman asks whether the attendees have any question on the Act, the required measures and the report. No owner raises any objection or concern, and all owners show their conformity with the steps taken so far.

12. Grating of specific powers of attorney by the Owners Association to the Chairman for the signing and execution of the planning agreement mentioned in the previous item of the Agenda, authorisation also any subsequent amendments that may be required to the agreement within the proceedings

Following the previous item of the Agenda, the Chairman requests the owners to grant him and the Vice-chairman, powers to sign the planning agreement with the Town Council and/or any other administration or governmental authority in order to implement Act 2/2013. The Chairman confirms that all related costs to these steps (including external consultants) and to the negotiation will be borne by the Services Company at its own cost.

A voting takes place and the motion is unanimously accepted. Therefore the following resolution is unanimously passed:

- The Owners Association grants powers of attorney to the Chairman Mr. Calvin Lucock and to the Vice-Chairman Mr. Roberto Picón, so that any other, acting on their own and on behalf of the Owners Association may enter into and execute the relevant planning agreement with the Town Council of Mogán and/or any other administration or governmental authority, in order to implement Act 2/2013. For such purposes, powers are granted to (i) appear before the relevant Spanish Administrative Authorities and make declarations and sign all necessary documents and to do whatever is necessary or appropriate in connection with the powers granted; (ii) arrange and sign all types of whatever public and private documents are required to exercise the powers conferred, to ratify, amend, extend or renew said documents, to rescind or cancel them; (iii) delegate all or any of the powers contained in this document in favour of any other attorney, and to withdraw any such delegation as he shall deem appropriate, to which effect the attorney may execute any private or public documents required.

13. Additional points of the Agenda included following a request from Mr. Lennart Karlsson:

1.1 Enclosing Documents in the Calling of the General Assemblies

1.2 Fixed Item on the agenda for Motions/ Questions from the Owners

The Services Company received a request from Mr. Karlsson to include this item in the agenda of the meeting and it was accordingly included. The Chairman would have liked Mr. Karlsson to explain his proposals to the owners. Unfortunately Mr. Karlsson is not present so that it is not possible. Mr. Karlsson has sent however a written explanation of the proposals and the Chairman addresses them.

Point 1.1

The Chairman understands that Mr. Karlsson would like that the written callings include all relevant documents for the meeting. The Services Company has carried out since 2011 an effort to provide all required documents for the meetings in order to enhance the information delivered to owners. However previous resolutions were passed requesting the information being available by internet. Mr. Karlsson's request goes against said previous resolutions and would imply an increase in costs.

All attendees are in agreement with the Chairman and no one of the attendees endorses the motion.

Point 1.2

Regarding the second item, the Chairman confirms that this is already the case and all callings include a last item in the agenda allowing owners to raise questions, and it has been his firm policy since 2011 to prolong the meeting as long as necessary to answer all questions whether they belong at meeting of the Owners Association or not.

14. Appointment and/or renewal as appropriate, of the Chairman of the Owners' Association

Mr. Calvin Lucock is re-elected as Chairman of the Owners 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.

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

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

Mr. Roberto Picón thanks all attendees for their support and confidence.

The Chairman states expressly his thanks for the services rendered by Mr. Roberto Picón as Vice-Chairman during 2014, which is confirmed by all attendees.

16. Appointment and/or renewal as appropriate, of the Secretary of the Owners' Association

Mr. José Puente is re-elected as Secretary of the Owners 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 2014, which is confirmed by all attendees.

17. Questions and answers

The Chairman introduces the questions and motions raised by owners that have been sent in writing to the Administrator before this meeting. Ms. María Martínez explains to the owners the different questions posed and proposals arose:

- (1) Mr. Leif Darberg and Ms. Siv Darberg have sent an email to the Services Company where they basically state that they are against the deep maintenance works, and that they do not wish to grant anyone authorisation to vote on this issue. They have requested to see the "renovation and financing plan" for 2015 and a plan for the period 2016-2020. The Chairman takes note of their position; regarding the plan, he understands that the budget approved in this meeting covers their request and states that it is unfeasible to produce long term budgets. Since no one has acted on their behalf in this meeting, their vote is not registered in the Agenda in respect of the resolution, but their position against the resolution will be recorded in the minutes.
- (2) Mr. Wolfgang Eisentraut and Ms Eisentraut Mühl have sent an email wondering whether there is a resale program in place. The Chairman confirms that Holiday Club Canarias Sales & Marketing S.L. does not currently offer a resale program.
- (3) Mr. Karlsson, acting as a representative of OPCA Sweden, has sent to the Services Company an email with certain questions and comments that have already been answered to his satisfaction. However for the purposes of disclosure to all owners, the answers given are included below.
 - *Question: How many weeks did Holiday Club Canarias Sales and Marketing S. L.U. rent or sell in „trial packages“ (three years package) in the year 2013 in the resorts of: a. Puerto Calma b. Vista Amadores c. Jardin Amadores d. Sol Amadores e. Playa Amadores*

Answer: Holiday Club Canarias Sales and Marketing S.L. does not sell trial packages for specific resorts, we sell accommodation to be used across all our resorts and In many cases this includes Finland Sweden and other RCI, resorts, This is the business of the sales and marketing company and has no relevance whatsoever to the owners associations, Trial packages are accommodated In weeks owned by the sales and marketing companies.

- *Question: For how many weeks did Holiday Club Canarias Sales and Marketing pay maintenance fee, for the weeks they used for rent or used for other purposes in the year 2013 for all the respective resorts?*

Answer: Holiday Club Canarias Sales and Marketing S.L. is the owner of weeks in the same way as all members, It pays the same fees as each and every member for every week it owns whether it uses them rents them or sells them is of no relevance.

- *Question: How much did the company pay in maintenance fee for each resort in the year 2013?*

Answer: The maintenance fees paid were exactly in line with the numbers of weeks the company owned, I don't have the individual number but the total across all resorts was over 1.5M€

- *Question: Is it not right, considering good accounting principles, to state how much maintenance fee the Holiday Club Canarias Sales and Marketing S.L.U. pays for use of weeks in each resort in the year Statement of Income and Expenditure and especially in the Budget which is the basis of the decision of the amount of maintenance fee each year? This seems right as the fact is that the company owns approximately 1/3 of total weeks in these resorts and can use them for their clients accordingly.*

Answer: The income of each resort is already clearly shown in the profit and loss accounts as total Income. The only difference is that Holiday Club Sales and Marketing S.L.U. pays for more weeks, The amounts shown include all these amounts once again it pays the same as all owners do, and must pay regardless of whether it uses the week or not.

- *Question: How many weeks did the Holiday Club Canarias Sales and Marketing S.L.U sell in the form of "free hold" contacts in the year 2013 in all the respective resorts?*

Answer: This has no relevance as Holiday Club Sales and Marketing is a commercial business, Holiday Club Sales and Marketing's accounts are a matter of public record and access is available from the Companies Registry,

- *Question: How does Holiday Club Canarias Sales and Marketing S.L.U advice the defaulting owners if they want to sell their weeks before the company „repossesses“ their weeks?*

Answer: If somebody has not paid the maintenance fee we will not transfer the week to a new owner until the contract is up to date, It is your responsibility to pay your maintenance fees as an owner. If you wish to sell it, it is also up to you and we do not influence this.

- **Question:**

RDO, Resort Development Organization, a trade association for companies that market and sell timeshare apartments in holiday resorts, and TATOC, The Association of Timeshare Owners Committees, a not-profit association for timeshare owners, has worked together over the past two years in order to find solutions for owners who have a pressing need to end the ownership of its shares. In RDO News April 29, 2014 RDO announces that from the end of 2012 its member companies are required to have some kind of procedure or exit programme, for timeshare owners to end their ownership. Especially when the need to end the ownership has arisen because of illness or high age the exit procedure should be carried through quickly and sympathetically. The entire text can be found in RDO News April 29th, 2014 on the RDOs website www.rdo.org .

Holiday Club Resorts Oy is a member of RDO and Calvin Lucock, Director of Holiday Club Canarias and Chairman of the Owners Committees of Owners Associations in Holiday Club Canarias Resorts, is also Chairman of the RDO Board of Directors. We owners have not yet received any information from Holiday Club Canarias whether work on an "exit programme" to terminate the ownership of shares has begun.

Has Holiday Club Canarias drafted any procedures / exit programme for owners to terminate its ownership in accordance with the RDO's message in RDO News 29 April 2014. If so, what means are included in the programme?

Answer: The Chairman confirms that HCC S&M complies in full with RDO Code of Conduct, and naturally in line with all resolutions passed. The Chairman has previously addressed this issue and as a matter of fact, HCC S&M has assisted owners with exit over and above any guidelines set by RDO.

(4) Mr. Karlsson and Mr. Piepgrass, as representatives of OPCA Sweden and Denmark respectively, have submitted certain requests to the Services Company, detailed below:

- Submit at least an approximate statement of the extra costs Holiday Club Canarias Resort Management has had as a result of the clean-up, over the years 2011, 2012 and 2013 in addition to costs for ordinary activities.
- Present the amounts of collected maintenance fees that the company itself can keep as a result of the decisions a) and b) at the General Assemblies in 2013.

The Chairman takes the floor and states that the extra costs are difficult to measure since it is related to labour costs. In addition future liabilities that are incurred as a result of the work could be calculated over one year or five year as giving very different figures. As an example the Chairman explains that across all five resorts, the maintenance fee liability of Holiday Club Canarias Sales and Marketing S.L.U. has increased in the last 3 years by one million Euros.

Regarding amounts of collections referred to in point 2 the Chairman informs that as a result of the repossession process the amounts of monies collected in outstanding maintenance fees is considered to be irrelevant compared to the costs incurred.

(5) Mr. Hans Olav Knagenhjelm, as representative of OPCA Norway, has sent the following proposals to be discussed in the meeting:

- *Proposal: to install Internet in all flats.*
Answer: it is already done and addressed before in this meeting.
- *Proposal: To include contact info for the owner associations in the Minutes for information to all owners.*

Answer: this is a meeting of the Owners Association where all members are welcomed. OPCA is a private association of certain members and not recognised as a legal body of the Owners Association. The Services Company acknowledges the existence of OPCA and welcomes any proposals from OPCA's representatives, but this does not mean that OPCA can have a legal standing nor that the Services Company has to favour OPCA or its members above any other members.

- *Proposal: HCC should put out weeks for sale to owners before they are sold through HCC sales Company*
Answer: this is a pure HCC S&M commercial decision, as it is considered that they have a competing activity.
- *Proposal: As a result of stable Internet lines it is proposed to change TV provider to IP-TV with the main channels for all owner nationalities.*
Answer: Other options will be studied
- *Proposal: Eurosport should be in English not German.*
Answer: Proposal is noted and it will be checked whether it can also be offered Eurosport in English.
- *Proposal: Install Video and HDMI cables on new TV's for connection of PC etc.*
Answer: This is already solved. HDMI cables are available.

(6) Mr. Hans Olav Knagenhjelm, as representative of OPCA Norway, has furthermore sent the following questions/remarks in connection with the 2013 Owner meeting requesting to be answered by the Services Company:

- *Records for 2013 not presented as part of call for meeting.*
- *Some questions in 2013 meeting not answered in the minutes.*
- *Proposals for the agenda should be called for before call for meeting.*
- *HCC to inform on RDO agreement of "Graceful Exit".*
- *HCC to include a FAQ on the homepage.*
- *HCC to include an information "window" on the homepage for owners to follow what is going on.*

The Chairman answers all the above questions from Mr. Knagenhjelm as follows:

- 1) The relevant information of meetings is uploaded in the webpage before the meeting, so that they are available to all owners. Including them in the envelopes with the callings for the next year would only duplicate the work and increase costs, and it would be again against previous decisions as regards internet communications.
- 2) All owners associations related questions sent in writing in due time were answered and recognised in the minutes.
- 3) All proposals that are received in writing on time are included in the agenda. Owners know from one year to the other when the meeting is going to take place. Owners need to understand that they are over 1200 people.
- 4) Regarding the question on RDO, it has already been addressed before in this meeting.
- 5) Regarding the suggestion on FAQ, it is acknowledged as a positive suggestion.
- 6) Regarding the suggestion on the information window, it is also acknowledged as a positive suggestion; it is something being considered in the Holiday Club Canarias webpage for the owners associations, but it is already implemented in the Holiday Club corporate webpage.

(7) One of the owners attending asks if special prices can be obtained for the Tauro Golf. Mrs. Martínez indicated that special prices are available to our owners when booking through Customer Service.

18. 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 Owners 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 Thursday, 4th December 2014 at 18:00 hrs.



THE CHAIRMAN OF THE MEETING

Mr. Calvin Lucock

THE SECRETARY OF THE MEETING

Mr. José Puente