

**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 5 December 2014. The meeting is held on the first call.

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

Assistance and representations

- **Holiday Club Canarias Sales & Marketing S.L.**, holding 1,116 votes equivalent to that number of weeks ("*rotational enjoyment rights*", "*derechos de aprovechamiento por turno*"), represented during the meeting by Ms. Ilona Kievits
- **Holiday Club Canarias Resort Management S.L.**, acting as administrator of the Holders Association, representing members holding 40 weeks ("*rotational enjoyment rights*", "*derechos de aprovechamiento por turno*") by way of proxies granted for such purpose, represented during the meeting by Ms. María Martínez.
- **Mr. Anders Wallerstedt** representing members holding 25 weeks ("*rotational enjoyment rights*", "*derechos de aprovechamiento por turno*") by way of proxies granted for such purpose.
- **Mr. Holger Piepgrass** representing members holding 16 weeks ("*rotational enjoyment rights*", "*derechos de aprovechamiento por turno*") by way of proxies granted for such purpose.
- **2 Swedish members, holders of rotational enjoyment rights**, attend in person to the meeting, 3 votes in total.

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.

Due to the fact that in addition to Mr. Anders Wallerstedt and to Mr. Holder Piepgrass, there is only one family registered for attending the meeting at Club Sol Amadores, it was proposed to them to hold the meeting together with the meeting of the Owners Association Club Puerto Calma, since the Agenda is very similar. All owners or persons representing members of Club Sol Amadores have agreed to that and to hold the meeting together. The issues related to Club Sol Amadores will be voted however separately and independent minutes will be prepared.

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

The meeting starts at 9:40 am.

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 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. Ms. María Martínez
2. Mr. Roberto Picón
3. Ms. Ilona Kievits
4. Ms. Tilda Persson (for the Swedish translation)

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. Short summaries of the issues discussed are offered to be made in Swedish if needed, but all attendees agree to have the meeting in English only.

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 1,200 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 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 Holders' Association for 2013
6. Report of the external auditor of the Statement of Income and Expenditure of the Holders' Association for 2013
7. 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 2015. Prorogation of the 2011 resolution
8. Report on the collection efforts of the maintenance fees carried out by the Administrator

9. 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 holders for year 2015 and its approval, as the case may be
10. 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
11. Granting of specific powers of attorney by the Holder's 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
12. 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 Holders
13. Appointment and/or renewal as appropriate, of the Chairman of the Holders' Association
14. Appointment and/or renewal as appropriate, of the Vice-chairman of the Holders' Association
15. Appointment and/or renewal as appropriate, of the Secretary of the Holders' Association
16. 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 6th December 2013 were drafted according to the law and the authorization granted by the holders 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 holders (i.e. members) 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 members, bankruptcy of one or both of the members, and in the event of illness to one or both of the members 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 a person have 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 their membership.
- (b) There has been a wave of publicity by 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 no 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 members 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. The Chairman welcomes these questions and he further makes reference to the questions submitted by the members 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 members 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 members, and in order to avoid members 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 is 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. All members attending the meeting 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 13,364.04 Euros. As per 2014 budget, the total contribution for the renovation fund was agreed to be 32,026.68 €. 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 14,939.15 Euros has been invested so far in following concepts: Jacuzzi spare parts, new artificial grass mini golf area, apartment's main entrance doors reparation.

Mr. Picón shows in the screen a report detailing the concepts in which the renovation fund has been invested, and the related invoices and amounts.

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 Holders Association.

A voting takes place and all holders 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 Holders' Association for 2013

The Chairman explains to the members 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 budget for 2013, 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 783,799.22 Euros.
- (b) The actual level of expenses to third parties amounted to 747,378.65 Euros.
- (c) The actual level of collected maintenance fees in 2013 amounted to 714,283.99 Euros.
- (d) Holiday Club Canarias Sales & Marketing S.L.U. contributed with 28,500.00 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 41,015.23 Euros.
- (f) As a result of the unpaid maintenance fees, there has been a deficit of 4,594.66 Euros. This deficit is explained. Mr. Picón explains that Holiday Club Canarias Resort Management S.L.U. has absorbed 100% of this deficit through the decrease of its administration fee.

A debate is opened as regards the figures, and they are clarified.

A voting takes place and all holders 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 Holders' Association for 2013

The Chairman introduces this point of the agenda. Mr. Picón shows in the screen the audit report issued by the auditor RSM Gassó, a local auditor from Las Palmas. 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.

The Chairman 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 Sol Amadores is in line with the accounting of Holiday Club Canarias Resort Management S.L.U.;
- (e) The amount of expenses allocated to Club Sol 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 Holders Association.

7. 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 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 members 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 39 weeks in 2014. The number of repossessions up to the end of November is 16 weeks. The positive impact of this in the Statement of Income and Expenditure of 2014 represents an additional sum of 6,080.00 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. 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 members 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 members that want the resort to be properly maintained and that all members 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. The delinquency rate in 2014 is at 4.65% which is practically the same as 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. 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 rights holders for year 2015 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.U. to the Holders Association to provide services to the rights holders in 2015. The budget includes a grand total of 859,613.21 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.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 members:

- It is underlined that the budget has increased by 8.79%. This is due partially to the installation of WIFI.
- A 5% is forecasted for the reparation and renovation fund.

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.

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 7.09 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.

A cast of votes between the attendees takes place and all members are in favour. All members attending the meeting want that the WIFI access free and its costs are included in the maintenance fee. Taking into consideration the proxies held by the Services Company the total outcome is as follows: 84 votes are in favour and none are against.

⇒ 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 members

show their conformity with the budget so that the budget is unanimously approved and accordingly the maintenance fees are also unanimously 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 2015;
- Non payment of the maintenance fees on time will trigger a penalty as per the by-laws of the Holders Association.

10. 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 members.

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 members show their conformity with the steps taken so far.

11. Grating of specific powers of attorney by the Holders; 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 holders 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 Holders 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 Holders 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.

12. 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 members

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 members. 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 members. 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 members 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 Holders' Association or not.

13. 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.

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

Mr. Robert Picón 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. Robert 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.

1615. 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 2014, which is confirmed by all attendees.

16. 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) One of the attendees wonders about the lack of TV channels. Mr. Picón states that certain TV providers, such as BBC, stopped broadcasting abroad. Mr. Lucock mentioned that with the new WIFI in the rooms, certain channels can be streamed from the available web sites.
- (2) 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 members, 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. Playa 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 holders' 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. pays for more weeks. The amounts shown include all these amounts once again it pays the same as all members do as holders, and it 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 advise the defaulting members 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 members with exit over and above any guidelines set by RDO.

(3) 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.

(4) 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 members.*

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 Holders 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 existing members 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.*
- *Proposal: Install Video and HDMI cables on new TV's for connection of PC etc.*

- (5) 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 members to follow what is going on.*

The Chairman answers all the above questions and remarks 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 members. 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 holders' 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. Members know from one year to the other when the meeting is going to take place. Members need to understand that they are over 500 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' and the Holders' associations, but it is already implemented in the Holiday Club corporate webpage.

17. 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, 5th December 2014 at 11:30 hrs.



THE CHAIRMAN OF THE MEETING

Mr. Calvin Lucock



THE SECRETARY OF THE MEETING

Mr. José Puente