

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

An Ordinary General Assembly of the Holders of Rights Association of Club Vista Amadores ("**Holders Association**") is held on 6 December 2018. First call at 08.00 hrs, second call at 08.30 hrs.

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

Assistance and representations

- **Holiday Club Canarias Sales & Marketing S.L.U.**, holding 953 votes equivalent to that number of weeks (*"co-Holdership shares"*), represented during the meeting by Mr. Miguel Juliá (also designated as "**HCC SM**").
- **Holiday Club Canarias Resort Management S.L.U.**, acting as administrator of the Holders Association, representing holders holding 44 weeks (*"holdership rights"*) by way of proxies granted for such purpose, represented during the meeting by Ms. Ilona Kievits (also designated as "**HCC RM**").
- **Mr. Hans Sundblad** representing holders holding 18 weeks (*"holdership rights"*) by way of proxies granted for such purpose.
- **Mr. Bjarne Gregersen** representing holders holding 33 weeks (*"holdership rights"*) by way of proxies granted for such purpose.
- **Mr. Samuel Miranda Tejera** representing holders holding 1 weeks (*"holdership rights"*) by way of proxies granted for such purpose.
- **Ms. Hanne Haavaldsen**, representing holders holding 1 weeks (*"holdership shares"*)
- **Mr. Ratton**, holder of 6 weeks (*"holdership shares"*).

A list of attendants is prepared.

The meeting takes place together with the meeting of the Holders Association of Club Jardin Amadores. Since 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.

For the minutes it is reminded to the holders 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, there is a prior procedure established so that the holders interested in attending the meeting have to indicate their wish in advance, so that and the list of attendants can be prepared on that basis.

Notwithstanding that procedure, Mr. Matthew Summers goes around the attendees to check any additional attendee and the list of attendants is prepared. 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 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 Vista Amadores held on 30 November 2017. This is acknowledged by all attendants.

The Chairman introduces to the attendees other participants in the meeting:

1. Mr. Roberto Picón, Vice-chairman
2. Mr. Miguel Juliá, representing Holiday Club Canarias Sales & Marketing S.L.U.
3. Ms. Ilona Kievits, representing Holiday Club Canarias Resort Management S.L.U. and the holders that have granted proxies to it and responsible as well for helping in the preparation of the minutes.
4. Mr. Matthew Summers
5. Ms. Claudia Esplá

Language of the meeting

In accordance with past practices, since all the holders attending this meeting speak English, it is agreed that the meeting will be held in English. The Chairman explains that it is possible to translate and make summaries of the issues discussed in Spanish, German and Dutch, if needed. All attendees confirm that they are fine in having the meeting in English but Mr. Meurer requests to have a translation in German of the main parts of the meeting, and said translation is provided. Certain questions and comments were made by the attendants in Spanish and translation into English was provided.

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.

The Secretary explains the attendees that all information for the meeting is available at www.hccanarias.com where the holders can download the calling, minutes of the previous meeting, the statements of income and expenditure to be reviewed, a copy of the audit and the budget proposal.

As a preliminary question Mr. Bjarne Gregersen asks why in the calling of the meetings it has been stated that it is a meeting of holders of rights. The Secretary explains that the word "holder" is a translation of the Spanish word "titular" which is the term used in the law for referring to holders of timeshare week. It could also be translated as title holder. A short exchange of opinions on this issue takes place and finally it is agreed to continue using the English translation holder of rights.

Being present or represented holders holding a total number of 1,056 rights (equivalent to the same number of 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 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 2018

3. Status of the reparation and renovation fund and of the uses given to the fund
4. Report of the Services Company on the 2017 Statement of Income and Expenditure
5. Report of the external auditor of the 2017 Statement of Income and Expenditure of the Association
6. Report on the repossession by developer of weeks of members in default. Prorogation of the 2011 resolution
7. Presentation of the budget submitted by the services company Holiday Club Canarias Resort Management S.L. for rendering services to the resort and members in 2019 and its approval, as the case may be
8. Appointment and/or renewal as appropriate, of the Chairman of the Association
9. Appointment and/or renewal as appropriate, of the Vice-chairman of the Association
10. Appointment and/or renewal as appropriate, of the Secretary of the Association
11. Appointment and/or renewal as appropriate, of the Administrator and Services Company
12. Questions and answers
13. Granting of powers to implement and to remedy the resolutions passed, as the case may be

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 30 November 2017 were drafted according to the law and the authorization granted by the holders and approved by the Chairman and Secretary. The Secretary informs that the minutes were uploaded into the webpage www.hccanarias.com

The Chairman states that the Minutes were prepared duly after the meeting and they were uploaded on to the webpage on due time. No questions or concerns are raised.

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 comments or remarks to the minutes are made. The minutes are thus acknowledged by all attendees and no additional comments are made.

The Chairman explains that some questions and comments have been forwarded to him before the meeting in connection with issues discussed in the previous meeting and regarding some other issues.

Further questions will be addressed in the relevant item of the agenda on questions and answers.

2. Report from the Administrator Holiday Club Canarias Resorts Management S.L.U. on the year 2018

The Chairman updates on the developments of year 2018. The Chairman addresses the following issues:

- (a) Decisions passed by the General Meeting of December 2016

(1) The meeting of December 2016 approved the relevant decisions to adapt the schemes in the Club to the 50-year rule and a right has been granted to all Holders to exit in 2048. The decisions have been incorporated into a public deed. However, one client filed a court challenge because he understands that the decision should have been unanimously. There is a court hearing fixed for 13 February 2019 on this issue. However, it shall be noted that he is just a holder of a right in Jardin and not in Vista and for that reason he dropped the claim against Vista.

(b) Challenges of contracts

The Chairman reports on the situation of the challenges of contracts. He states that in many cases where clients have challenged a contract signed with Holiday Club Canarias Sales & Marketing S.L. the courts have ruled that the client has to go back to the previous situation, so that the clients receive the weeks they owned before. This situation has been very unfortunate for several clients that opted to go legal since they have not received what they were told that they would receive, but rather they have got back weeks that they are no longer interested in.

Mr. Miranda intervenes and states that some court decisions that have decided to put the parties back to their previous situation have been appealed to the provincial court. The Chairman introduces Mr. Miranda to the attendees as being a former Holiday Club Canarias employee, who is now working for a reclaim company. Questions are asked by attendees on why Mr. Miranda is attending the meeting and why Holiday Club Canarias is sued if weeks were bought from other company. The Chairman explains that those are contracts in which clients upgraded from one contract to another contract and the second one was signed with Holiday Club Canarias Sales & Marketing. In these cases, the Provincial Court of Las Palmas has already issued two rulings declaring that the parties have to go back to their previous position.

The report by the Chairman is acknowledged by the attendees. Some holders attending the meeting raise some comments. The Chairman welcomes these questions and he elaborates on them. He further makes reference to the questions submitted by the holders 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 time will be devoted for further questions.

3. 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 31st of December 2017 the available money in the bank account for the renovation fund was 19,298.02 Euros. As per 2018 budget, the total contribution for the renovation fund was agreed to be 37,343.88 Euros. In accordance with the authorisation granted in last year's meeting, the Services Company has used some of the available proceeds throughout 2018 to carry out investments. An amount of 19,523.62 Euros has been invested so far in following concepts: electrical appliances, air conditioning and new mechanical & electronic improvements in the elevator into the reception.

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

Accordingly, and subject to any further investment decision, the total amount that will be available as of 31 December 2018 is estimated at 37,118.28 Euros.

Mr. Niels Braathen states that the replacement fund, as he understands it, should be devoted to build up monies for future extraordinary refurbishments. He proposes to include a specific additional fee amount in the yearly maintenance fee which should be used only for those extraordinary refurbishments. The Chairman thanks him for the proposal. However, the Chairman states that, as the budgets are already published, he thinks it is not wise to increase the maintenance fees this time for accumulating monies for such "Investment Fund". This is an issued that can be discussed at the next General Meeting.

In the 2019 meeting an update with regards to the use of the renovation fund will be provided, if applicable.

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 2019 and 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 holder 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 2019 and future years to devote the funds to any reparation or renovation purposes.

4. Report of the Services Company on the Statement of Income and Expenditure of the Holders' Association for 2017

The Chairman explains to the holders that a Statement of Income and Expenditure for the whole year 2017 has been prepared. Mr. Roberto Picón explains the Statement and the total amount of actual expenses incurred in that period. The Statement of Income and Expenditure is shown in the screen. The main conclusions are as follows:

- (a) The budget approved in 2016 for year 2017 forecasted a total amount of expenses for 2017 of 774,918.06 Euros.
- (b) The actual level of expenses to third parties amounted to 720,139.73 Euros
- (c) The actual level of collected maintenance fees in 2017 amounted to 738,418.16 Euros.
- (d) The amount of uncollected maintenance fees of 2017 was 54,036.85 Euros.
- (e) The deficit resulted in 2015 of 17.536,95 Euros has been accounted.
- (f) As result, there has been a surplus of 741.48 Euros.

Mr. Picón explains that the surplus has been taken as a positive figure in the budget for 2019.

No further questions were posed.

A voting takes place and all holders vote in favour of acknowledging the Statement of Income and Expenditure of 2017. No holder raises any objection or wants to abstain. Therefore, the following resolution is unanimously passed:

- ⇒ The Statement of Income and Expenditure of 2017 is acknowledged and approved.
- ⇒ The management and the services carried out by the Services Company are also approved.

5. Report of the external auditor of the Statement of Income and Expenditure of the Holders' Association for 2017

The Chairman introduces this point of the agenda and explained the audit analysis carried out by the auditor RSM Gassó. The audit analysis is referred to year 2017. The report is shown on the screen in Spanish and English. A full copy is available in the web page www.hccanarias.com.

It is explained 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 2017;
- (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. 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 Holders' Association.

It was agreed by all attendees to continue with the audit.

The audit report is thus acknowledged by all attendees and no additional comments are made.

6. Report on the repossession by developer of weeks of holders in default. Prorogation of the 2011 resolution

The Chairman asks Mr. Roberto Picón to explain the measures carried out during 2018 for repossessing the weeks of holders in default in the payment of maintenance fees. Mr. Roberto Picón shows on the screen a report on the repossessions during 2018. In 2018 there have been 24 weeks repossessed.

The Chairman adds that there has been generally a decrease in bad debt in the last years in comparison with previous years. Mr Picon shows on the screen the evolution of delinquency during the last 5 years. Delinquency in 2012 reached 21.11%, the actual percentage for 2017 was 6.82% and the actual percentage for 2018 is 5.38%.

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 for future years, 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 2011 resolution is extended for subsequent years in the event of repossessions.

A voting takes place and all holders vote in favour. No holder raises any objection or wants to abstain.

Therefore, the following resolution is unanimously passed:

- ⇒ Holiday Club Canarias Sales & Marketing S.L.U. 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.U. the outstanding maintenance fee for the year when the repossession takes place.

7. 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 holders in 2019 and its approval, as the case may be

Mr. Lucock asks Mr. Picón to present to the holders the budget submitted by the services company Holiday Club Canarias Resort Management S.L.U. to the Holders Association to provide services to the Holders in 2019. The budget includes a grand total of 826,767.80 Euros, including an amount of 30,000 Euros as bad debt provision. 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 2019 pursuant to the standards based on which have been prepared for the corresponding budgets.

Mr. Picón explains the budget to the Holders. The outcome of the budget is that the maintenance fee payable by the Holders will decrease by a 3.19% in comparison to the maintenance fee payable under the budget of 2018.

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

The following questions are posed by the attendees:

- A German attendee mentions that the Association could reduce in utility bills such as water as the pressure is very high thus there is a high expenditure.
- A Swedish client supplies a breakdown related to the utility costs in each resort (based on the budgets and statements of expenditure). It is acknowledged that the operation in Vista Amadores is more efficient in terms of utility supplies than in Jardin Amadores.
- Mr. Braathen wonders about the provision for the bad debt. The Chairman states that the provision has been reduced as the Administrator is no longer using a debt collecting company and in general maintenance fees are being paid compared to previous years.
- A British client asks where the rental income is shown in the accounts. The Chairman explains that Holiday Club Canarias Sales and Marketing S.L.U. is the holder of many weeks and pays the related maintenance fees and thus it is free to rent the units to third parties
- The British client asks whether it would be possible to collect the maintenance fees on a monthly basis, splitting the amount in instalments. The Chairman explains that this would imply more administration costs. The Service Company is generally flexible with timeframes and is flexible to

consider case by case arrangements, but it would not make sense to split the amount in instalments since red tape for controlling and collection would increase.

- The British client asks again who paid for the building of the new apartments and whether this issue has been reflected in the report or the budget. The Chairman explains that the construction and relevant costs have been paid by the Sales and Marketing company. However, the Sales and Marketing company pays the respective maintenance fees for these apartments to the Holders' Association but does not count with a vote. The extra income in the budget shows the maintenance fees paid for these apartments.
- A Swedish client suggests maintaining the amount of the maintenance fee rather than to reduce and devote the additional cash to renovation purposes. Mr. Gregersen says that it is a good thing to convey to holders the message that maintenance fee has gone down. After a debate on this issue, the general view is to go for a reduced maintenance fee.

The Chairman asks whether the attendees have any objection to the budget. No holder raises any objection to the budget or wants to abstain. All holders show their conformity with the budget so that the budget is unanimously approved and the maintenance fees to be paid by each holder are approved.

Therefore, the following resolution is unanimously passed:

- ⇒ The budget submitted by the Services Company and Administrator for 2019 is approved, with following additional measures:
 - The Services Company will charge the total of the maintenance fees to the holders, splitting the total of the budget among the Holders;
 - Payment of the maintenance fees shall be made before 15th February 2019;
 - Non-payment of the maintenance fees on time will trigger a penalty as per the by-laws of the Holders' Association

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

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

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

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

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

Mr. Roberto Picón 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 2018, which is confirmed by all attendees.

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

Mr. José Puente is unanimously 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 2018, which is confirmed by all attendees.

11. Appointment and/or renewal as appropriate, of the Administrator and Services Company

Holiday Club Canarias Resort Management S.L. is unanimously re-elected as **Administrator** of the Holders' Association in the terms foreseen in the Spanish Act on Condominiums ("*Ley de Propiedad Horizontal*"), and as **Services Company of the resort** in the terms foreseen in the Spanish Act on Timeshare ("*Ley 4/2012 de Aprovechamiento por Turnos*"),

12. Questions and answers

The Chairman introduces the questions and motions raised by holders that have been sent in writing to the Administrator before this meeting.

1) Mr. Gösta Nilsson on behalf of OPCA Sweden has submitted the following proposals:

a. Proposals for a general non-smoking policy at Holiday Club Canarias facilities.

The proposal involves the introduction of a non-smoking policy in all buildings and pool areas as follows:

- i. In apartments.
- ii. On balconies.
- iii. In all common spaces both indoors and outdoors.
- iv. At pool areas.
- v. In Restaurants and Pool Bars.
- vi. Allow smoking only in one place in each resort where it does not affect the environment for the resort guests or employees.

⇒ A long debate ensues on this issue, with several persons supporting the idea and some others disagreeing with it. It is acknowledged that it would be very difficult to implement non-smoking rules on the balconies. The general consensus is to implement a soft-law policy at the resort. After the debate on smoking and non-smoking areas, it is agreed to introduce of a soft non-smoking policy in common areas.

2) Several other questions are posed during the meeting:

- a. Scandinavian clients complain about the poor reception of Swedish and Norwegian TV. The Chairman explains that the Swedish and Norwegian TV broadcasters do not allow broadcasting in Spain. Access to them is through non-official sources and Holiday Club Canarias Resort Management S.L.U. as a company cannot do it.
- b. The Chairman shares the plan to install fibre optic into each room by mid-2019 going 100 Mb.

- c. A client complains about the Atlantic Tours flyers being placed under the door. The Chairman explained that this company only operates during the winter and various denouncements have been made to the police and authorities, but nothing happens. With the renovation of Club Jardin Amadores, it is forecasted to restrict the access to the resort with a key card.

13. Granting of powers to remedy the resolutions passed, as the case may be

The Secretary explains that it is convenient to foresee the possibility that the above resolutions may need to be remedied, provided it is always in the necessary terms as to implement the resolutions passed not to change them. Therefore, the following resolution is passed:

- The Holders' Association grants powers of attorney to the Chairman Mr. Calvin Lucock, to the Vice-Chairman Mr. Roberto Picón and to the Secretary Mr. José Puente, so that any other, acting on their own and on behalf of the Holders' Association may appear before a Spanish Notary and grant a public deed raising these resolutions to public deed and submitting them for registration to the Land Property Registry.
- The Holders' Association grants powers of attorney to the Chairman Mr. Calvin Lucock, to the Vice-Chairman Mr. Roberto Picón and to the Secretary Mr. José Puente, so that any other, acting on their own and on behalf of the Holders' Association may take on behalf of the Holders' Association any necessary step as to remedy and cure any of the resolutions passed in this meeting, provided no change such remedy or cure does not alter the sense of the resolution.
- For the above 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.

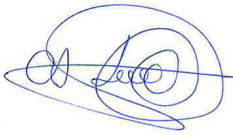
14. Approval of the Minutes

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

These minutes will be uploaded into the webpage www.hccanarias.com and will be made available to all holders. In accordance with Spanish law all holders that have not attended in person to the meeting are informed that, in line with previous years, they have the right to express within 30 days their discrepancy about any of the resolutions passed in this meeting once that they receive a copy of the minutes with the wording of resolutions. If they wish to raise any discrepancy with the voting they should remit it in writing by registered mail (or any other mean that provides proof of remittal) to the attention of the Secretary of the Holders' Association of Club Vista Amadores at the email address customerservices@hccanarias.com. If no written discrepancy is received within a period of 30 days, it will be considered that they agree and consent to the resolutions passed and their relevant votes will be counted as part of the votes voting in the same sense as the resolution passed in the meeting. If any written discrepancy is sent, this will be reflected in an addendum to the minutes that will be uploaded in the webpage www.hccanarias.com.


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 Thursday, 6 December 2018 at 11:30.



THE CHAIRMAN OF THE MEETING

Mr. Calvin Lucock



THE SECRETARY OF THE MEETING

Mr. José Puente

List of attendees
Ordinary General Assembly of the
Holders'/Owners' Association of Club Vista Amadores
("Comunidad de Titulares del Complejo de Apartamentos Club Vista Amadores")
6 December 2018

Name	Weeks	Representing
Holiday Club Canarias Sales & Marketing S.L.U.	953	Itself
Holiday Club Canarias Resort Management S.L.U.	44	Holders of rights
Mr, Hans Sundblad	18	Holders of rights
Mr. Bjarne Gregersen	33	Holders of rights
Mr. Ratton	6	Himself
Mr. Samuel Miranda Tejera	1	Holders of rights
Ms. Hanne Haavaldsen	1	Holders of rights