

**Ordinary General Assembly of the
Association of Club Puerto Calma**
(“Comunidad del Complejo de Apartamentos Club Puerto Calma”)

An Ordinary General Assembly of the Holders of Rights Association of Club Puerto Calma (“**Holders Association**”) is held on 2 December 2021. First call at 09.00 hrs, second call at 09.30 hrs.

Meeting held at Hotel Gloria Palace Amadores Thalasso, Calle La Palma, 35130 Mogán.

Assistance and representations

- **Holiday Club Canarias Sales & Marketing S.L.U.**, holding 1,857 votes equivalent to that number of weeks (“*co-Holdership shares*”), represented during the meeting by Ms. Ilona Kievits (also designated as “**HCC SM**”)
- **Holiday Club Canarias Resort Management S.L.U.**, acting as administrator of the Holders Association, representing holders holding 55 weeks (“*holdership rights*”) by way of proxies granted for such purpose, represented during the meeting by Mr. Roberto Picón (also designated as “**HCC RM**”)
- **Holiday Club Canarias Vacation Club S.L.U.**, holding 436 votes equivalent to that number of weeks (“*co-Holdership shares*”), represented during the meeting by Mr. Matthew Summers.
- **Mr. Keld Hviberg** representing holders holding 170 weeks (“*holdership rights*”) by way of proxies granted for such purpose.
- **Ms. Anna Lisa Astrand** representing holders holding 107 weeks (“*holdership rights*”) by way of proxies granted for such purpose.
- **Mr. Per Fellenius**, representing holders holding 5 weeks (“holdership rights”).
- **Ms. Marina Starkey**, representing holders holding 4 weeks (“holdership rights”).
- **Mr. Hans Sunblad**, representing holders holding 3 weeks (“holdership rights”).
- **Mr. and Ms. Kvitgaard**, representing holders holding 2 weeks (“holdership rights”).
- **Mr. Grethe Blume**, representing holders holding 1 week (“holdership rights”).
- **Mr. and Ms. Roach**, representing holders holding 1 week (“holdership rights”).
- **Mr. and Ms. Haakull**, representing holders holding 1 week (“holdership rights”).

A list of attendants is prepared.

Due to the measures and restrictions because of Covid-19, it is requested that all attendees wear face masks and that physical distance is observed.

The meeting takes place together with the meetings of the Holders Association of Club Vista Amadores, Club Jardin Amadores, Club Sol Amadores and Club Puerto Calma although resolutions will be passed independently. This is in line with the decision passed in the meeting held on 28 November 2019 to have all meetings at the same time, and this was anticipated in the calling of the meeting. The casting of votes shall be done separately for each Club. For the purposes of the recording of the decisions, separate minutes will be prepared. All attendants agree to this procedure.

The meeting starts on time in the second call.

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 Puerto Calma held on 27 November 2020. This is acknowledged by all attendants.

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

1. Mr. Roberto Picón, Vice-chairman
2. Mr. Matthew Summers, representing Holiday Club Canarias Vacation Club S.L.U.
3. Ms. Ilona Kievits, representing Holiday Club Canarias Sales and Marketing S.L.U. and also for taking notes for the minutes.

Language of the meeting

In accordance with past practices, since all holders attending the meeting speak English, it is agreed that the meeting will be held in English. All attendees confirm that they are fine in having the meeting in English.

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 attendees are informed that all information for the meeting is available on the Internet where the holders can download the callings, minutes of the previous meeting, the statements of income and the budget proposal. The former webpage www.hccanarias.com remains operative and all documentation can also be accessed through <https://www.holidayclubcanarias.com/members/>

Access to the members' section of the new website requires the following password: HCC2021

Being present or represented holders holding a total number of **2,642** 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, 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 2021
3. Status of the reparation and renovation fund and of the uses given to the fund
4. Report of the Services Company on the 2020 Statement of Income and Expenditure
5. Report of the external auditor of the 2020 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 2022 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

RESOLUTIONS

1. Minutes of the previous General Meeting

The Chairman explains that the Minutes of the General Meeting held on 27 November 2020 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.

2. Report from the Administrator Holiday Club Canarias Resorts Management S.L.U. on the year 2021

The Chairman updates the attendees on the developments of year 2021. The Chairman addresses the following issues:

(a) Covid-19, deposit of weeks and refunds

The Chairman updates on what has happened in 2021 in connection with Covid-19.

In 2021 the Spanish border was completely open to anyone wishing to travel and come to Spain.

Due to the lack of overall demand and bookings, the resort was closed for the holders until July 2021, but any holder wishing to come to Gran Canaria and use their accommodation and weeks had the opportunity to do so, since HCC S&M put its own weeks in Club Playa Amadores and Club Sol Amadores at their disposal.

Reference is made to the measure put in place in 2020 to deal with the Covid-19 restrictions: all club members that were entitled to use a week since 14 March 2020 until 31 December 2020 were granted the opportunity to deposit their 2020 week with HCC S&M and were given a credit to use their week/s in 2021. It shall be noted that at the beginning it not anticipated that Covid-19 could last so long, and it was thought to be a question of only some weeks or months. Later this measure was extended so that the members could use that credit until 31 December 2022, and this was subsequently extended until 2023. This basically implies that HCC S&M will have to find a place and

try to accommodate clients in the future against its own available weeks, so accommodation will be subject to availability. It was also agreed to partially refund the fee from 2020 to those members who did not wish to use their deposited week in the future.

During the meeting a debate takes place in respect of this mechanism and the expiry date of use of the weeks, as well as the alternative of a refund.

Mr Keld Hviberg, representative of OPCA Denmark, indicates that he would also like to extend the possibility for owners to get a proportionate refund of the maintenance fees for year 2021. Most specifically he proposes to offer a proportional refund for people that do not want to use weeks in 2021-22-23, but this shall be an individual choice of each member. It is true that people are now able to come but for whatever reason they have opted not to come and OPCA Denmark thinks that it would be good to offer this option to members that have not used their 2020 week or 2021 week, by offering the same partial refund for 2020 weeks and a 30% discount for the weeks from 2021 of the relevant maintenance fee amount, including to those that initially did take the refund.

A question is posed regarding when the rights of use of the credit for the weeks will expire. The Chairman informs that currently the credit for the 2020 weeks will expire on 31 December 2023, and he is also willing to accept that the 2021 weeks that were deposited, will expire on 31 December 2024. Mr. Braathen agrees to this proposal but asks about what costs for the availability of the weeks will be involved. The Chairman thanks for the question and informs that this has been reflected in the statement of income and this issue will be addressed in item 4 of the Agenda.

One attendee asks whether members that decide to deposit their week and use it in another time, will be able to get the reservation in the same apartment. The Chairman answers that unfortunately this will not be possible if the respective owner of that other week is using the apartment on that other time. The Chairman explains that this mechanism is only possible because HCC S&M puts its own weeks at the disposal of the members so that they can then book in the future in other periods of time, but this is naturally subject to availability and to the fact that the member that owns that other week is not using it. However, the Chairman informs that there will be an effort to offer the same type of unit, and if that is not possible in the same resort, to offer it in other resort.

Another attendee asks abouts use of points by members and whether the same rules apply. The Chairman answers that the points system is a program offered by RCI that is independent of the club or of HCC. Members that deposit weeks with RCI in exchange for accommodation or points offered by RCI are subject to RCI rules and if they have deposited their 2020 weeks with RCI for the purposes of the Club and the Association, they have granted their rights of use to RCI and they should check with RCI the terms for the redemption of the points received in exchange. Therefore, in the case of members that have given their weeks to RCI, they are not entitled to any refund and HCC cannot do anything.

The Chairman explains that refunds have been made through international bank transfers, but these mechanics have raised complications and the system should change. As alternatives, he suggests that members could call in when paying the maintenance fee and the amount of the refund will be deducted from the maintenance fee to be paid, or members could pick up in cash the refund upon their arrival to the resort in 2022.

After the debate and the exchange of different opinions, the Chairman accepts to offer an extension of the expiry date as well as to offer the refund. The main terms agreed are the following:

- (i) Holders that deposited their week(s) of 2020 and received a credit, will have the right to use the credit until 31 December 2023.
- (ii) Holders that deposit their week(s) of 2021 and receive a credit, will have the right to use the credit until 31 December 2024.
- (iii) Holders that have deposited their week(s) of 2020 or of 2021, have the right to exchange the credit against a refund.

[Note: to make this clearer to the club members and to address, as well, the refund discussed as part of the analysis of the Budget 2022, an annex is attached to these Minutes describing the rules and options.]

[Note for the minutes: in the meeting it was discussed that the expiry of the credit for the weeks of 2020 would last until 31 December 2023 and the expiry of the credit for the weeks of 2021 would last until 31 December 2024. HCC has decided to unify both terms on 31 December 2024 to make things easier for members. This change is reflected in the annex.]

(b) Opening of the resorts

As of today, the resort is open for club members.

(c) Inflation

The Chairman informs that the inflation in Spain has increased significantly due to the surge of energy costs and the last available Retail Price Index is 5.7%. This is not only happening in Spain, but it is a worldwide issue. This increase of prices will naturally have an impact in 2022 costs of the resort.

Notwithstanding this, the proposal of maintenance fees for the club is that the amount will be still less than in 2020.

(d) Wifi

The Chairman informs that the Administrator is currently working on a final WiFi solution. He apologises with the club members because this is something that has not been fixed so far and there is a real need to have this sorted out soon. He hopes that in the meeting of the next year this will no longer be an issue.

The plan is to install one router in each room so that it will have individual fiber. This will provide improved speed and connection. It will also be material to have access to different TV channels and the member will be able to use or access to any platform that they may have at home and that is operational in Spain via Internet. The Administrator is currently in negotiations with different providers and three proposals have been received that we are evaluating. A decision should be taken in the next days. The intention is to start the installation in January 2022, and it is foreseen that installation will take around 75 days.

HCC intends to offer the Wifi service to all members for no additional cost, but non-members will be charged for a premium service.

- (e) Proposal to create a standing role of a representative of holders to work alongside with the Administrator

The Chairman refers to a proposal submitted by the representatives of OPCA Nordic to create a role for enabling a standing contact and cooperation throughout the year with the Administrator and HCC so that proposals can be discussed. OPCA Nordic understands that it is necessary to adapt the resort for the future and the new generations. The Chairman considers that this is a very valid proposal, that he would like to extend to at least two representatives. This issue is addressed later in Questions and Answers.

Mr. Lucock further makes further reference to the questions submitted by some 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 also 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 31 December 2020, the available money in the bank account for the renovation fund was 56,185.14 Euros.

As per 2021 budget, the total contribution for the renovation fund was agreed to be 151,706.28 Euros. In accordance with the authorisation granted in last year meeting, the Services Company has used some of the available proceeds throughout 2021 to carry out investments. An amount of 136,163.86 Euros has been invested so far. Regarding the expenses shown in the status of the reparation and renovation fund of 2021, the costs are related mainly to pool waterproofing, main water tank waterproofing, electrical appliances, monthly payback air conditioning investment, pool chair lift for disabled, mattresses & beds.

The information uploaded includes 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 2021 is estimated at 71,727.56 Euros.

In the 2022 meeting an update as regards the use of the renovation fund will be provided.

No questions were raised by the participants in this regard.

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 2022 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 2022 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 2020

The Chairman explains to the holders that a Statement of Income and Expenditure for the whole year 2020 has been prepared and it has been uploaded in the webpage. Mr. Roberto Picón states that the Statement shows the total amount of actual expenses incurred in that period. The main conclusions of the Statement of Income are as follows:

- (a) The budget approved in 2019 for year 2020 forecasted a total amount of expenses for 2020 of 2,015,237.88 Euros.
- (b) The actual level of expenses to third parties amounted to 1,727,289.03 Euros.
- (c) The actual level of collected maintenance fees in 2020 amounted to 1,723,639.05 Euros.
- (d) The amount of uncollected maintenance fees of 2020 was 180,949.69 Euros.
- (e) The extra income contributed to the club was 85,331.94 Euros.
- (f) As result, there has been a deficit of 123,722.35 Euros.

A member asked on the meaning of the caption "Extra income".

It was explained that the Statement of Income and Expenditure includes in the post "Extra income" the income allocated to the budget for the of maintenance fees payable for the additional apartments.

A member asked on the meaning of the captions "Future weeks" and "Refunds" shown in the Statement of Income and Expenditure. It was answered that the caption "Future weeks" refers to the anticipated costs for covering the use of weeks in subsequent years. It shall be noted that HCC Sales & Marketing has accepted to put its weeks at the disposal of members for their future use, in the understanding that the club covers the related maintenance fee of those weeks. HCC Sales & Marketing was entitled and has tried to use the deposited weeks (if and when possible, and subject to the resorts being open), and in those cases, the cost of the maintenance regarding future weeks will not need to be covered. But if the deposited weeks cannot be used, and the members use future weeks in 2022, 2023 or 2024, then HCC Sales & Marketing would logically expect that the related maintenance fee costs are covered by the club.

Therefore the caption "Future weeks" refers to the estimate of maintenance fees linked to the number of weeks that members will want to use in the future.

The caption "Refunds" refers to the actual figure of monies that were refunded to members that opted for a refund.

No further questions were raised.

A voting takes place, and all holders vote in favour of acknowledging the Statement of Income and Expenditure of 2020. No holder raises any objection or wants to abstain. Therefore, the following resolution is unanimously passed:

- ⇒ The Statement of Income and Expenditure of 2020 is acknowledged and approved.
- ⇒ The management and the services carried out by the Services Company are also approved.

The Chairman indicated that the deficit in the statement of income and expenditure of 2020 will be entirely assumed by the Administrator. Following a remark from Mr Nils Braathen this issue is passed in the form of a resolution. Therefore, it is unanimously approved that:

- ⇒ The deficit of 2020 will not be carried forward to the 2022 budget and it will be fully assumed by the Administrator and Services Company.

5. Report of the external auditor of the Statement of Income and Expenditure of the Holders' Association for 2020

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 2020. The report is in Spanish and English. A full copy is available in the web page <https://www.holidayclubcanarias.com/members/>

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 2020;
- (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 the club is in line with the accounting of Holiday Club Canarias Resort Management S.L.U.;
- (e) The amount of expenses allocated to the Club 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.

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

Mr. Roberto Picón has prepared a report on the repossession of weeks of holders in default in the payment of maintenance fees. In 2021 there have been 310 weeks reposessed.

The report also includes the evolution of delinquency during the last years. Delinquency in 2012 reached 35.28%, the percentage in 2019 was 2.06%, year 2020 was 9.29% and the actual percentage for this year 2021 is 7.18%.

The increase of the bad debt in 2020 and 2021 is highly likely to be due to the pandemic created by Covid-19 and the impact that it may have had on families and their budgets.

The Chairman requests that previous resolutions acknowledging repossessions by HCC SM against the payment of current year maintenance fees are renewed for future years, as readiness by HCC SM 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.

For the avoidance of doubt, Holiday Club Canarias Sales & Marketing S.L.U. has the right to do that but is under no obligation to carry out said repossessions.

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 2022 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 2022. The budget includes a grand total of 1,998,234.59 Euros, including an amount of 129,000.00 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 2022 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 increase by 6.63% in comparison to the maintenance fee payable under to the budget of 2021. Mr. Roberto Picón shows also the evolution of the maintenance fee during the last years. The outcome is that the maintenance fee payable for 2022 will be lower than the maintenance fee paid for 2020.

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 of the holders of the week including the corresponding IGIC (i.e. VAT).

The Chairman asks whether the attendees have any comments to the budget.

[Note for the minutes: the discussion on the budget was intertwined with the discussion on the proposal from OPCA Denmark to regulate a new refund of the maintenance fees to those holders that do not want a credit for future weeks in respect of weeks of 2021. For the purposes of clarity, the issue of the refund has been addressed in item 2 and not in this item 7, although in reality both issues were discussed at the same time.]

Several questions are raised in respect of the budgets for the different clubs which are all summarised below, regardless of whether they were posed in respect of one or another budget, since they are relevant to all budgets.

A member asked what the caption extra income means. It was answered that extra income refers to the income coming from the additional apartments, that share the costs.

A question in connection with the budget of Playa Amadores was posed regarding the provision for bad debt and enquired why it is so high. The Chairman explained that Playa Amadores is more exposed to legal claims than other resorts, as the average amount spent and the average maintenance fee is higher. This has a direct consequence which is that members claiming are not paying the maintenance fees.

A question in connection with the reception costs foreseen in the budget of Playa Amadores was posed, wondering why it forecasts €142.000 in costs in reception while there is no 24-hour service. Mr. Lucock answers that the budget foresees that the 24-hour service at the reception will be operative as of January 2022 for the whole year.

No holder raises any objection to the specific terms 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 2022 is approved
- ⇒ Following additional measures are agreed:
 - 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 14th February 2022;
 - Non-payment of the maintenance fees on time will trigger a penalty as per the by-laws of the Holders Association.

[Note for the minutes: items 8, 9, 10 and 11 were addressed jointly, with the consent of all attendees]

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 2020, 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 2020, which is confirmed by all attendees.

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

It is explained that Holiday Club Canarias Resort Management S.L. was appointed in 2011 as administrator and manager of the Association in order to manage the resort and the Association.

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*").

As part of this item of the Agenda, the Chairman addresses to the attendants the convenience to renew the existing contract between the Association and the Services Company, on the same terms as until now. The idea is to extend the duration for another term equal to the one that is about to lapse. All attendants express their agreement to the motion and therefore following decision is unanimously passed:

- ⇒ It is agreed to renew the management and administration services agreement with the Services Company under which it renders services to the Association and performs as the Administrator of the Club.
- ⇒ Renewal shall be in the same terms as per the existing contract and for a new term equal to the one that is about to lapse.
- ⇒ Full powers are granted to the Chairman to enter into and execute the new management and administration services agreement in the terms and conditions that he deems fit, appointing HCC RM as manager and administrator, and any other executory, additional, informative, complementary or rectifying documents, both private and public. 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, extend or renew said document, 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.
- ⇒ Powers of attorney are granted to the Chairman, Vice-chairman and the Administrator so that any of them on behalf of the Holders Association may submit the new management and administration agreement to the Land Property Registry and effect the necessary declarations as regards the identity of the services company.

12. Questions and answers

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

(a) Question regarding the budget of 2022 (submitted by Mr. Keld Hvidbjerg on behalf of OPCA Denmark)

Mr. Hvidbjerg submitted a written question regarding the income achieved by HCC Sales & Marketing in 2020 showing an amount of € 5,000,000 in 2020. He understands that this was only possible by using all the apartments available during that time. He proposes that there cost of maintaining the refugees should be deducted from the € 5,000,000 and this should be allocated to the clubs in the budgets of 2022 so that the maintenance fees are reduced.

Furthermore, he suggests that the refund mechanism is offered to those members that initially opted for depositing their weeks of 2020, since there are many members that did not use their week in 2020 nor in 2021 and it is literally impossible that they will use those weeks in 2022 or 2023.

The Chairman welcomes the question but states that it is not correct that HCC Sales & Marketing had an income of € 5,000,000 in 2020. As a matter of fact, according to the annual accounts deposited by HCC Sales & Marketing with the Companies Registry, it closed the financial year in March 2021 showing losses. The financial year of HCC Sales & Marketing goes from 1 April to 31 March, so it fairly coincides with the impact of Covid-19 and the results were terrible.

Between March and May 2020 the resorts were closed and when they started gradually to reopen in May/June/July 2020, they had to close again because of travel warnings in UK, Germany and other countries. HCC Sales & Marketing offered the possibility of the deposit of the weeks in the first moments of the lockdown, whereas it did not know whether the weeks could be used or not.

Nevertheless, he has heard the request for extending the refund to members that deposited weeks in 2020 and in 2021 and during the meeting this alternative has been discussed and it has been introduced.

(b) Divers in Puerto Calma (submitted by OPCA Denmark)

OPCA Denmark flags that the divers are using the pool for practicing after 10:00 am and that this irritates the users of the pool, for very small income.

The Chairman informs that they are only allowed to use the pool until 10:00 am. There is no income that comes from that activity, but it is more intended to be an additional service to those interested in learning to dive. Nevertheless, this is an issue that will be addressed with the persons of the dive centre, so that the timetable is observed.

(c) Generational change of members and guests (Submitted by Mr Gösta Nilsson on behalf of OPCA Nordic)

Mr Gösta Nilsson submitted a written comment stating that we are in a generation shift where older members transfer their apartments to children and younger members. He suggests that the resorts

should also be prepared for the younger generations who will be regular guests in the future. This is the next generation that will take over the apartments in the future. It is advisable to ensure that there are activities even for children, for example a playground of a good standard for the youngest and for example an internet cafe for those who are a little older. We are aware of that this cannot be done overnight but we should keep this in mind in the future when renovations and upgrades of the resorts are planned.

The Chairman welcomes the comment and considers it very valid. Since there is a proposal for establishing a standing way of cooperation (see next point), he thinks that this comment is one of the issues that should be carefully considered in the committee.

(d) Proposal regarding a standing role (submitted by Ms. Anna-Liisa Åstrand on behalf of OPCA Nordic)

Ms. Anna-Liisa Åstrand has submitted a written request for a proposal so that a member from the holders -outside of Holiday Club Canarias management- is appointed as a board member of the Owners' Associations by the attendants of the Ordinary General Assembly 2021. The candidate to be appointed as board member should have experienced from leadership in the international business sector.

The Chairman thanks Ms. Anna-Liisa Åstrand for the proposal. There is technically no board of directors or board in the club but he thinks that it is worth considering the creation of a standing line of communication between Holiday Club Canarias management and representative of the owners, that can meet during the year and plan actions and proposals. He acknowledges that there are already two associations which have an important foothold in their countries: OPCA Denmark and OPCA Nordic and he suggest enlarging the proposal so that instead of one representative of the members, there are two. This suggestion is welcomed by Ms. Anna-Liisa Åstrand.

The Chairman proposes the following:

- (i) To set up a channel of standing communication between the Administrator and the members.
- (ii) To appoint two members as representatives. The duration of the appointment should be two years.
- (iii) The member representatives would engage with the Administrator, and it would make sense to organise two meetings – video conference sessions yearly.
- (iv) Details of the specific way for cooperating and engaging would be discussed separately with the representatives.
- (v) The election of these representatives should be done by the General Assembly and all members could qualify for being appointed as representatives. However in the light of the existence and presence of representatives of OPCA Denmark and OPCA Nordic, he suggests offering the appointment of the first two places.

The Chairman asks to those present whether they agree to this proposal. All attendees confirm their understanding. The proposal is therefore accepted.

Ms. Anna-Liisa Åstrand accepts and states that Mr Gösta Nilsson will be the member representative designated by OPCA Nordic.

Mr. Hvidbjerg accepts and states that now he cannot name the person that will be designated by OPCA Denmark. He will communicate the name at a later stage.

(e) Improvements in plastic recycling (Submitted by Mr Gösta Nilsson on behalf of OPCA Nordic)

Mr Gösta Nilsson submitted a written comment stating that there are no dedicated bins in the accommodation area for handling plastic waste where guests can leave their plastic waste. Because plastic waste is one of the biggest environmental problems today and is a threat to animals living in the oceans. Gran Canaria is an island in the Atlantic Ocean and heavily dependent on a clean environment and oceans. Due to the above, he proposes that waste bins intended for plastic recycling will be set up at all resorts close the accommodation area or instruction where they can leave their plastic waste. Today there are a bin for glass at each floor, can be the same for plastic.

Mr Picón will study the recycling and will try to implement new plastic recycling bins.

(f) Explosion of water heater in Puerto Calma (Submitted by Mr Gösta Nilsson on behalf of OPCA Nordic)

Mr Gösta Nilsson submitted a written comment stating that a serious incident occurred with the water heater in apartment 406 of Puerto Calma. The water heater located in the kitchen area exploded and boiling hot water flowed out in the apartment uncontrollably and causing material damage. Fortunately, only one person was in the apartment at the time of the accident, and she survived the incident unharmed.

Mr Gösta Nilsson reminded that OPCA Nordic already reported in November 2014 the risk with the deficient hot water heater installations. Unfortunately, the shortcomings of the installation were not remedied at this time and now one of the water heaters has exploded. Since probably a larger number of apartments have the same type of inadequate water heater installation as in apartment 406, he believes that a complete inspection and risk analysis of all apartments is necessary, this should be carried out without delay and an action plan drawn up to prevent this will happening again. We consider the incident in the current case to be very serious because the explosion could have led to very serious injuries with all that means of damages and a bad reputation for Holiday Club Canarias.

The Chairman appreciates the comment and the reporting of the incident and he states that the Administrator will review the water heaters. Furthermore, Mr Picón adds that the guests at the apartments touch interact with the water heaters and change the set parameters (temperature mainly).

(g) Communication (submitted by Mr Gösta Nilsson on behalf of OPCA Nordic)

Mr Gösta Nilsson submitted a written comment regarding Scandinavian-speaking staff at Holiday Club Canarias. He would appreciate if the newsletter from Holiday Club Canarias could contain information about who is the contact person for the Scandinavian-speaking holders and how they can get in touch.

The Chairman answered that the person to be contacted by Scandinavian-speaking holders is Ms Tanja Hubenthal. She will be returning to work shortly.

(h) Energy consumption (submitted by Mr Gösta Nilsson on behalf of OPCA Nordic)

Mr Gösta Nilsson submitted a written comment regarding the total energy consumption at the resort (energy referring to electric, gas and water consumption). He states that he has been focusing on the total energy cost since 2017 and he can unfortunately not see any major improvements. He asks about what measures have been taken to come to terms with, for example, leaking water pipes at Jardin Amadores, the high energy cost at Playa Amadores. He can see that the cost of Playa Amadores is three times higher compared to Puerto Calma. Against the background of the above, we request measures from the Administrator to deal with the high energy cost. This issue is also highly topical in terms of environmental aspects. It is time to plan for alternative energy sources such as solar energy.

Mr Picón indicates that he is studying the possibility of installing solar panels.

(i) Lack of financial reporting (comment submitted by Mr Gösta Nilsson on behalf of OPCA Nordic)

Mr Gösta Nilsson submitted a written comment saying that the financial reporting submitted for the General Assembly was insufficient and incomplete. He stated that the Statement of Income and Expenditure for the year 2020, the audit report for the year 2020 or the reporting regarding use of the replacement fund had not been uploaded.

The Chairman indicated that when the comment was received, the information had not been uploaded but that it was done shortly after that, so he understands that the issue flagged by Mr. Nilsson is already solved.

(j) Non smoking policy (Proposal submitted by Mr Gösta Nilsson on behalf of OPCA Nordic)

Mr Gösta Nilsson submitted a written proposal requesting the introduction of a nonsmoking policy in all buildings and pool areas of the Club. Most specifically:

- (i) In apartments and balconies.
- (ii) In all common spaces both indoors and outdoors.
- (iii) At pool areas.
- (iv) In Restaurants and Pool Bars.

And he requests that smoking should be allow only in one place in each resort where it does not affect the environment for the resort guests or employees.

The Chairman answers that he can understand the request. However, smokers are smokers and they will always find a place to smoke. If the ashtray in the balcony is removed, they will use cups or glasses but will continue smoking.

A debate ensues between the attendees. Mr Per Fellenius comments that we all have lived during many years in environments where smoking was usual and tolerated so now that smoking is much more restricted, he thinks that we should show some tolerance to this issue.

It is finally agreed that signage will be improved and a smoking area in each resort will be identified. Ashtrays cannot and will not be taken from the terraces as clients will smoke anyway on their terrace, and it is not possible to prohibit members from smoking on their own terrace.

(k) Wifi in Puerto Calma (submitted by OPCA Denmark)

A question is raised regarding the quality of the Wifi in Puerto Calma.

This issue has already been addressed in item 3 of the Agenda.

(l) Nightwatch (submitted by OPCA Denmark)

OPCA Denmark submitted a written question wondering whether there are any guards in the evening or at night in Puerto Calma, since some elderly people have become afraid to stay in the hotel, after certain stories going around regarding refugees.

The Chairman informs that there is no onsite guard but that there is a security company that provides watch services during the night and they visit and make around all the 5 resorts twice at night. This is in addition to the reception services. Clubs and location is very safe and there is no track record of incidents.

(m) Awnings in Puerto Calma (submitted by OPCA Denmark)

OPCA Denmark submitted a written question regarding the awnings in the terraces of the apartments in Puerto Calma, since they are dirty, and the question is posed whether it would be possible to clean these dirty awnings

Mr Picón informs that they were cleaned in June 2021 but that he will look again into this and instruct to clean them.

(n) Sunbeds in Puerto Calma

OPCA Denmark submitted a comment regarding the two types of sunbeds at Puerto Calma, the high model is good for older people, the low model causes problems.

Mr Picón informs that sunbeds were replaced during the renovation and we are not able to replace all of the sunbeds at the moment.

(o) Stairs in Puerto Calma

A question was posed regarding the stairs at Puerto Calma. They cause problems for older people and there is no railing. The question asks whether it is possible to make a ramp.

The Chairman asks Mr. Picón to look into this, and to implement wooden rails to give some support. Mr. Picón confirms that he will do so.

(p) Payment of the refunds for the weeks of 2020

A question was posed regarding payment of compensation for the weeks of 2020, since it did work optimally and whether there were any banking problems.

This issue has already been addressed in item 3 of the Agenda. The Chairman confirms that international banking transfers did not work well in all cases. For that reason, a new system will be put in place for the new refund

(q) Booking problems

A comment is raised regarding a booking problem that happened to Martin Nyby, He arrived with the confirmation from RCI and he was deny entry in connection with two apartments. This happened on a Saturday and there was not help around.

Mr. Hvidbjerg requests that there should be an emergency plan when there is an error in booking, and no help to get. He states that there could be a description, in Danish, Swedish, Norwegian, English, German, Finnish and Spanish, how those people should behave. He thinks that if this happens on a Saturday, the reception should provide an apartment (if available) and then sort out the situation on Mondays, when the office reopens. There are some receptionists that are helpful and can deal with and sort out unexpected issues but there are other receptionists that stick to the book.

Mr Summers answers that in that particular case, the problem was due to RCI that had not processed correctly the reservation and that he is available during weekends should any problems arise.

(r) Taxi code

Is there a taxi code, ordered by Holiday Club, and how does it work? (TZK 26)

Mr Summers answers that the promotion code was a limited offer with the launch of the new online booking service. The code was valid for the first 100 reservations of the transfer service, and after this, the normal price applies.

(s) Luggage store

A comment is raised regarding the luggage storage, and the services rendered by a company called "Easy go back", asking how it works. This comment is answered indicating that the members' section on the website includes mention to the services with a link to EasyGoBack, providing details of use.

(t) Pool in Vista Amadores

A comment is raised regarding the sunbeds in Club Vista Amadores. In week 46 a picture is shown of sunbeds being covered with towels at 8.15am and no people are by the pool. A proposal is submitted so that:

- (i) Every guest should receive a note upon arrival about the rules for not doing that
- (ii) How about setting up a barrel by the pool, where discarded / forgotten towels can be thrown in?

A more expensive solution would be to change the pool terrace so that the sun loungers are raised one floor up.

The Chairman agrees to put signs in all clubs so that no sunbeds can be reserved with towels.

(u) Ventilators in Puerto Calma

A comment is raised regarding the ventilation fan of Puerto Calma. When switching on the light in the bathroom, the ventilation fan starts and the question is posed whether this can be disconnected. Mr Picón states that as there is no natural ventilation in the bathroom, by law there needs to be forced ventilation that is turned on when the lights are on in the bathroom.

(v) Dishwasher in Puerto Calma

A comment is raised regarding the: dishwasher in Puerto Calma. It is turned on by the maids every time they clean the room, even if only 2 glasses in there. This is a clear waste of energy.

Similarly other environmental friendly mentions are made:

- Fresh towels every day is not necessary
- Disconnect the pool side lights in the evening.

The Chairman thanks for all comments and requests Mr. Picón to ensure that housekeeping is reminded not to turn on the dishwasher if half empty and only change the towels if placed on the bathroom floor. He also mentions that a project will be started to analyse the installation of solar panels.

All attendees acknowledge the questions and the answers given.

The Chairman expressly thanks the holders attending the meeting for giving up part of their holidays and spending the time at this meeting deciding issues which affect all holders, and he particularly thanks the representatives from OPCA Denmark, OPCA Nordic.

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 unanimously 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

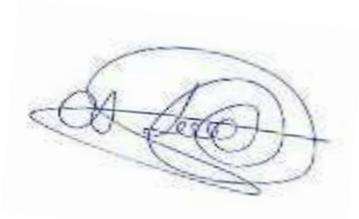
According to the terms of the law, the minutes will be prepared by the Secretary and once they are ready, the Minutes will be signed by the Chairman and the Secretary of this Meeting.

These minutes will be uploaded into the webpage <https://www.holidayclubcanarias.com/members/> 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 as regards 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 Puerto Calma 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 <https://www.holidayclubcanarias.com/members/>

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.

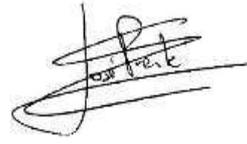
Attendants via videoconference leave the meeting.

The meeting was closed on Friday, 2 December 2021 at 14:00.



**THE CHAIRMAN OF THE MEETING
MEETING**

Mr. Calvin Lucock



THE SECRETARY OF THE

Mr. José Puente

ANNEX – POSSIBILITIES OF HOLDERS IN RESPECT OF WEEKS OF YEARS 2020 AND 2021

Every holder was entitled to use his / her week in 2020 and in 2021, except for the period between 15 March 2020 and 30 June 2020 when Spain was under a lock down due to Covid-19 (until end of May 2020) and the international borders were not open (until 30 June 2020).

Notwithstanding that, holders not wishing to use their weeks in 2020 and 2021 were entitled to:

- (i) Either deposit their week with HCC and receive a credit (on a one week for one week basis) that they can redeem against accommodation in the resorts, subject to expiry dates (details below), or
- (ii) Request a refund of part of the maintenance fee for weeks from 2020.

This scheme is entirely optional, and members can opt for one or the other.

A.- Deposit of weeks

Holders that deposited their week(s) of 2020 or 2021 and received a credit for accommodation, will have the right to use the credit until 31 December 2024. For the avoidance of doubt, the expiry date is the same for deposited weeks of 2020 or 2021.

Members who wish to continue using their deposited week can choose from the following weeks in 2022, 2023 and 2024:

- Weeks 15 - 28 in 2022 / 2023 / 2024
- Weeks 34 - 40 in 2022 / 2023 / 2024
- Weeks 48 - 50 in 2022 / 2023 / 2024
- Weeks 2 - 4 in 2023 / 2024

B.- Refund

Holders that have **already** deposited their week(s) of 2020 or of 2021, have the right to exchange the credit against a partial refund.

- Weeks 12 - 52 from 2020 - If the member does not wish to use the deposited week, they can request the refund of 105€ for a One Bedroom or 157€ for a Two Bedroom.
- All Weeks from 2021 - If the member does not wish to use the deposited week, they can request a refund of 30% of the fee paid in 2021. See table below.

The refund will be made as either:

1. Discount from the payment of the 2022 maintenance fee or
2. Cash refund available in Reception at your arrival

To register for the partial refund/s, please use the link below.

<https://form.jotform.com/213484619575365>

C.- Conditions

- (1) Holders must be up to date in the payment of maintenance fees.
- (2) The partial refund is subject to payment of the fee for 2022, and the fees from 2020 and 2021 should have been paid also.
- (3) Deposit of weeks was only possible if done before the period of use. It is not possible to do it afterwards. Same rule applies for the request for partial refund.
- (4) Holders that already requested a partial refund are no longer entitled to deposit weeks nor to any further credit
- (5) Holders that deposited their week with RCI, are not eligible to receive the partial refund
- (6) Members who have already rebooked their deposited weeks, are able to cancel their reservation and request the partial refund/s.
- (7) The last payment date and request for the partial refund/s is the 14th February 2022.

Holiday  *Club*

30% Partial Refund 2021

CLUB PUERTO CALMA

T1	T2
total units 98	total units 11
98,69	148,17

CLUB JARDIN AMADORES

T1	T1PH	T2	T2S	T2P
total units 17	total units 1	total units 4	total units 2	total units 1
133,48	144,79	175,73	182,33	225,23

CLUB VISTA AMADORES

T1	T2
total units 31	total units 5
119,83	179,77

CLUB PLAYA AMADORES

T1	T2SUITE	T2PH
total units 25	total units 2	total units 6
143,18	211,44	222,92

CLUB SOL AMADORES

T1	T1S	T1P	T1SP	T2S	T2P
total units 14	total units 7	total units 3	total units 4	total units 5	total units 5
120,51	127,85	127,85	127,85	174,21	185,93

Above prices are stated in EURO and include 7% I.G.I.C. (local tax)