

**Diamond Resorts Holdings Limited**  
**Registered Number 05071128**  
**(the "Company")**

**SOLE DIRECTOR WRITTEN RESOLUTIONS**

Pursuant to the articles of association of the Company, I, the undersigned, being the sole director of the Company, hereby resolve:

**1 BACKGROUND**

- 1.1 The Company has received a resignation letter confirming that Deloitte have resigned as auditors from the Company with effect from 28 November 2018 and as a result the appointment is terminated
- 1.2 The Company wishes to appoint RSM UK AUDIT LLP as the new auditors of the Company to fill the vacancy by reason of the resignation of Deloitte.

**2 RESOLUTIONS**

**I HEREBY RESOLVE THAT:**

- 2.1 The Company accept the resignation, as detailed in the resignation letter dated 28 November 2018, from Deloitte as auditors of the Company;
- 2.2 RSM UK AUDIT LLP be appointed auditors of the Company from the date that the resignation of Deloitte is effective to fill the vacancy arising by reason of the resignation of Deloitte;
- 2.3 It is in the best interests of and of commercial benefit to the Company that Deloitte resign as auditors of the Company and RSM UK AUDIT LLP be appointed as the new auditors of the Company.

Susan Crook

Susan Crook  
Sole Director

7/12/18

Date

WEDNESDAY



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19/12/2018

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COMPANIES HOUSE