

Company number: 05071128

DIAMOND RESORTS (HOLDINGS) LIMITED
(Company)

WRITTEN RESOLUTIONS OF THE DIRECTORS

Made on 30 January 2023

Whereas, the Company wishes to change its articles of association and each of Ben Loper, Derek De Salvia, Kevin Speidel and Neil Hutchinson (the **New Directors**) have consented to act as directors of the Company, these resolutions are proposed for the Company to approve the actions required to adopt the new articles of association and effect the appointments detailed above.

1. Interests

1.1 Each director confirms by signing these resolutions that:

- (a) he or she has no direct or indirect interest in any way in the proposed matters which are the subject of these resolutions; or
- (b) they have disclosed the interests which he or she is required to disclose by section 177 of the Companies Act 2006 and the Company's articles of association.

2. Documents

2.1 The following documents have been provided to the directors:

- (a) the new articles of association of the Company;
- (b) the proposed sole shareholder written resolution authorising the adoption of the new articles of association;
- (c) a consent to act letter from each of Ben Loper, Derek De Salvia, Kevin Speidel and Neil Hutchinson; and
- (d) a deed of indemnity between each of the Company and the New Directors pursuant to which the Company agrees to indemnify the New Directors in relation to certain specific liabilities incurred by them in the performance of their duties as directors of the Company (the **Deed of Indemnity**),

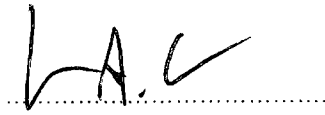
together, the **Documents**.

3. Resolutions

3.1 Following consideration, including consideration of the matters referred to in section 172(1) of the Companies Act 2006, we the undersigned, being the directors of the Company **RESOLVE** pursuant to the articles of association of the Company:

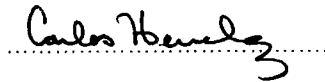
- (a) following shareholder approval, to approve the new articles of association in the form attached to this resolution and with effect from the date of such shareholder approval to adopt the new articles of association as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association;
- (b) that following shareholder approval, any director be authorised to take such actions and do anything as may be required (including execution of any documentation) to approve the new articles of association and adopt the new articles of association as the articles of association of the Company;
- (c) to approve, having consented to act, each of Ben Loper, Derek De Salvia, Kevin Speidel and Neil Hutchinson as directors of the Company;
- (d) to approve each of the Documents, subject to such amendments as any director may consider necessary or desirable;
- (e) that any director is authorised to sign on behalf of the Company and to approve, execute, deliver, complete and/or perform, and to procure to be executed, delivered, completed and/or performed, on behalf of the Company, all such other documents as may be necessary or desirable in connection with the appointments detailed above;
- (f) that any director in the presence of a witness, is authorised on behalf of the Company to execute and deliver the Deed of Indemnity, and any other deed, instrument, certificate or document, required to be executed as a deed by the Company in connection with the resignation and appointments detailed above; and
- (g) that following the passing of these written resolutions, the company secretary be instructed to:
 - (i) circulate the proposed shareholder written resolution authorising the adoption of the new articles of association to the sole shareholder of the Company;
 - (ii) update the Company's register of directors to reflect the resignation and appointments; and
 - (iii) to arrange for the necessary forms and documents to be filed at Companies House within the prescribed time limits.

[Signature page to follow]



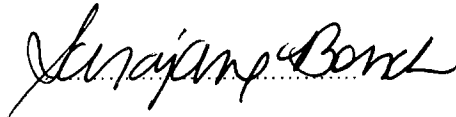
Bruce Brown, Director

30 January 2023



Carlos Hernandez, Director

30 January 2023



Sarajane Bonck, Director

30 January 2023

[Signature page written resolutions of the directors]