



BOARD OF DIRECTORS MEETING REAL CLUB DE GOLF GUADALMINA

DATE: December 21, 2023.

At the Clubhouse of the Golf Club Guadalmina, Guadalmina Alta Urbanization, San Pedro de Alcántara, Marbella, Málaga, with all (100%) of its members present or represented, in accordance with Article 28 of the Statutes, the Extraordinary Board of Directors Meeting of the Real Club de Golf Guadalmina is held, with a universal character, with the necessary quorum for the meeting.

President: Manuel Muñoz Navarro

Vice President: Juan Ignacio Egaña Azurmendi

Treasurer: Carlos Costantini

Member: Pedro Alonso Rodríguez

Member: Rosaleen Cunningham

Member: Kjell Konrad Karlsen

Secretary: Alejandro Ponce de León

The Club Manager, Mr. Ignacio del Cuvillo, attends as a guest.

AGENDA:

First - Rectification and clarification of the minutes of the Extraordinary Board of Directors Meeting of December 12, 2022.

Second - Analysis of a complaint by a member to the Administrative Sports Tribunal of Andalusia, Ministry of Tourism, Culture, and Sports.

- 1. Alleged violation regarding the approval of the modification of the Statutes for their adaptation and compliance with the provisions of Decree 41/2022 regulating Sports Entities in Andalusia.**
- 2. Alleged violation of the text of the minutes of the Board of Directors Meeting of December 12, 2022.**

Third - Analysis of statements made by a member.

Fourth - Consideration of the administrative appeal for the denial of a license for a "Chiringuito" (beach bar) near hole 11 of the South Course.

At 6:00 p.m., the session begins, and the agenda is discussed.

AGENDA

First - Rectification and clarification of the minutes of the Extraordinary Board of Directors Meeting of December 12, 2022.

The Treasurer, Mr. Costantini, reports that in the mentioned meeting, within the scope of the Board of Directors' responsibilities, which includes the scrutiny of the economic system and the approval of monthly balances, he presented an "update and review of budget projections" based on information updated to that date and subsequent to the budget approval at the previous June Assembly. Due to a semantic error, this revision was labeled in the minutes as a "definitive budget" without adding the phrase "as of this date and pending successive revisions and ratification by the Ordinary Assembly."

By their very nature, budgets are subject to variations, and diligent management requires a review and update of expense items based on revenue forecasts, all with the aim of achieving the entity's objective, which is to provide the highest quality of services to members, promote golf practice with a balanced budget, and, if necessary, minimize the fiscal impact of the Club, which is subject to a 25% tax on profits.

Consequently, it is confirmed that, regardless of the semantics used, the approved budget is that of the June 2022 Assembly, and the information provided was a mere review of the Club's economic projections. For greater transparency, it was agreed to publish this information on the website.

Under no circumstances should it be misinterpreted that the periodic review of budget projections communicated by the Treasurer to the Board members implies the usurpation of powers conferred to the Assembly.

The Treasurer confirms to the attendees that the presentation of the accounts to the members for the closing of the 2023 fiscal year will be carried out in a comparative manner with the approved estimated budgets at the June 2022 Assembly, item 4. For further clarification, the Board of Directors unanimously approves the rectification of the minutes of December 12, 2022, and the addition of the phrase "as of this date and pending successive revisions and ratification by the Ordinary Assembly" to the same.

Second - Analysis of a complaint by a member before the Administrative Sports Tribunal of Andalusia, Ministry of Tourism, Culture, and Sports.

It has recently come to our attention that prior to filing this complaint with the Sports Department of the Andalusian Government, the member submitted a complaint to the Sports Disciplinary Committee of the Royal Andalusian Golf Federation, which, with good judgment, rejected it.

Next, the complaint filed by the complaining member against all members of the Board of Directors for two incidents is read:

1. Alleged violation regarding the approval of the modification of the Statutes to adapt them and comply with the provisions of Decree 41/2022 regulating Sports Entities in Andalusia.

The Board of Directors proposed the modification of the Statutes to adapt them and introduce the changes required by the mentioned Decree at the June 2023 General Assembly.

Decree 41/2022 considers all provisions contrary to this new regulation as repealed, including parts of our old Statutes.

The adaptation of the Statutes was unanimously approved by the attendees at the Assembly, even with the Complainant's vote in favor.

Once the Statutes were unanimously approved, as required by law and mandatory, they were sent along with the notarized minutes containing all the circumstances to the Ministry of Tourism, Culture, and Sports, Territorial Delegation of Malaga. The Ministry proceeded to review, analyze the background, and definitively approve and register the new Statutes in the 2nd Section of the Andalusian Registry of Sports Entities, without any exception or objection.

The non-compliance with the adaptation of the Statutes to the provisions of Decree 41/2022, or if they had not been approved and registered by the Andalusian Registry of Sports Entities, would have led, in accordance with the Second Additional Provision, to the automatic cancellation of our Real Club de Golf Guadalmina in September 2023, with consequences, effects, and negative impacts for all members, including the complainant, being devastating.

Given this background, the members of the Board of Directors fail to understand the interest of a member in filing a complaint that could only harm all members in the hypothetical event of success and bring no benefit to the complainant.

In any case, it is noted that the **Administrative Sports Tribunal of Andalusia has rejected and archived this part of the complaint.**

2. Alleged violation of the text of the minutes of the Board of Directors Meeting on December 12, 2022.

The second of the reported incidents concerns the aforementioned minutes, in which the Board of Directors reviews the budget projections for the year 2023. These projections were prepared in April 2022, presented in May 2022, and approved at the Assembly in June 2022.

The complainant believes that the review and acknowledgment by the Board of Directors of the new budget projections for revenue and expenses could constitute an encroachment on the powers of the Assembly. This overlooks the fact that in the presentation for approval, the treasurer explicitly stated that:

It was an estimation.

- "The figures presented are and must be provisional, and there is almost certainly a need to rectify them in the months before December" (page 26 of the notarized minutes of the June 2022 Assembly).
- With this mention, the "Estimated Advance of Revenues and Expenses for the year 2023" was unanimously approved.

The complainant's contention that the Board of Directors should not periodically review budget projections reflects a complete lack of understanding of the Club's management and is nonsensical.

As the Treasurer mentioned earlier and announced at the 2022 assembly, budget projections are periodically reviewed based on circumstances. In December 2022, during the meeting where we set the fees for the year 2023, and in light of anticipating a 17.13% increase in revenues, the budget item for "Expenses" was also reviewed, increasing it by 17.19%. This was done in anticipation of unforeseen expenses and the possibility of advancing projects planned for future years.

With projected revenues higher than budgeted, which cannot be foregone in any case, the decision was made to review expense projections to complete pending projects, improve facilities, provide the club with greater and better services, and potentially minimize the fiscal impact at the end of the year, which, at a rate of 25%, the Club would face in the event of substantial profits.

By publishing the budget projections on the Club's website, the Board of Directors aimed to ensure that these modifications were known to all members without delay, regardless of any potential deviations before their presentation at the upcoming June 2024 Assembly.

For these reasons, the Board also considers the complaint filed by the member inappropriate, as, regardless of semantics, the publication of budget updates on the website - due to their variable nature - was solely intended to achieve the highest level of transparency.

With this background, the Board of Directors unanimously approves presenting the corresponding arguments and requesting, as was done with the first reported incident in the complaint, the dismissal of this second reported incident.

Third - Analysis of statements made by a member.

The attendees share the WhatsApp messages sent by the complainant to various members of the Board of Directors around the time of the complaint, in which he wished us **"... all the bad things that can happen to you..."**

In the text of the complaint to the Ministry of Tourism and Sports, the same member stated, **"It is to be supposed that, in June 2024, they will submit for approval the liquidation of the budget, although they will do it deceitfully..."**

It is unanimously agreed to postpone a more detailed analysis of the additional actions for these insidious statements.

Fourth - Consideration of the administrative appeal for the denial of a license for a "Chiringuito" (beach bar) near hole 11 of the South Course.

The Board of Directors is informed that, through a resolution dated December 20, 2023, from the Ministry of Sustainability, Environment, and Blue Economy, Directorate General of Environmental Sustainability and Climate Change, **we were notified of the denial, upholding our appeal**, against the request for a concession of approximately 300 m² for a food and beverage establishment, planned on Guadalmina Beach, in the municipality of Marbella (Malaga). The resolution is attached to this minutes.

A communication will be issued to the members for their awareness.

And with nothing further to add, the Board of Directors is hereby closed at 7:30 p.m. on the aforementioned day.

Manuel Muñoz Navarro
President

Alejandro Ponce de Leon
Secretary