



**MINUTES OF THE BOARD OF DIRECTORS OF REAL CLUB DE GOLF GUADALMINA
December 12, 2022**

In Guadalmina Golf Club House, located in Guadalmina Alta Urbanization of San Pedro de Alcántara, Marbella, Malaga, being all members present or represented (100%), with the necessary quorum for the celebration of the Meeting, in accordance with article 28 of the Bylaws, the Extraordinary Board of Directors of the Real Club de Golf Guadalmina is held.

President	Manuel Muñoz Navarro
Vicepresident	Juan Ignacio Egaña Azurmendi
Treasurer	Carlos Costantini
Member	Pedro Alonso Rodríguez
Member	Rosaleen Cunningham
Member	Kjell Konrad Karlsen
Secretary	Alejandro Ponce de León

The Manager of the Club, Don Ignacio del Cuvillo, also attends as a guest.

In accordance with the above, the Board meets to discuss the following

AGENDA:

1º.- Points of Presidency Manuel Muñoz

Economic Issues. –

1) New fees for year 2023.

New fees for services fees are proposed from January 2023 and approved unanimously.

2) Share activation fees year 2023.

The fees for activating the shares for new members from January 2023 are proposed and approved. These are:

€15,000 for the holder of the share and €8,000 for the spouse.

3) Proposal for the Hotel Guadalmina Playa during the works from January 23 to Spring 2024

In a meeting held with the general director of the company that manages Hotel Guadalmina Playa, they inform us that they are going to undertake renovation works in the hotel that will begin at the beginning of 2023 and will last until April – May 2024 and they suggest a proposal that is specified in the following:

1. Cancel the 2023 quota due to the impossibility of sending clients due to closure for the works.
2. Reduce the 2023 quota to 50% during the works.

These two proposals are immediately rejected.

3. Given our rejection of the two proposals, they ask about the possibility for the Barceló Guadalmina Hotel being able to use 15 green fees for its customers during the works.
4. That the payment of the 2023 fee is divided into three parts, 50% in 2023 / 25% add to that of 2024 and 25% add to that of 2025.

The decision of the board has been, first, to confirm the denial of the cancellation and reduction of the fee, second to accept that Barceló Guadalmina Hotel can use 15 green fees during the season that is open approximately between Easter and September, only for guest of this hotel and finally that the fee is divided into two payments, 75% in 2023 and 25% added to that of 2024.

Our Legal Department must prepare an addendum to the contract with the Hotel where this exceptionality is agreed.

Legal Affairs.

There are currently two judicial matters that are being managed by the Legal Department and from which we have received a summons for the beginning of 2023.

1. Practice of judicial expert evidence related to the demarcation of the maritime-terrestrial public domain in the National Court – Madrid (January 2023).
2. Preliminary Hearing in the Commercial Court of Malaga, regarding the challenge by Lamps of the resolutions in the General Meeting of Guadalmina Golf S.A., for the acquisition of shares of Martinsa-Fadesa in Liquidation (January 2023).

In both cases our Legal Department is aware of these summonses and will take care of attending the hearing in the Court.

Rosaleen Cunningham

1. Implementation of a wallet system in the Restaurant and Shop.

It is reported that the development of this application is very advanced. Currently payment can already be done using claphouse app, the idea is to start a first testing phase with the Restaurant to roll the product and in mid-February it will be total with the opening of the shop.

For the start-up in the Restaurant two tablets will be needed and it is planned to have a meeting with the Catering Operator, before December 20 to explain the advantages of the system and start with it straight away.

Staff have been trained and the Claphouse can now be used to make payments.

Board members will test the system to make sure everything works both in the restaurant and the back-office. After a short test, the system will be open to all members.

Antonio has to encourage his team to accept payments at the restaurant with Claphouse.

2. Improvements to the main entrance of the Club.

Improvements in the main entrance of the club are being studied and Rosaleen is going to contact two interior architects to make a proposal, without any commitment, for us to analyze, it will be sketches with ideas.

3. Bridge.

The bridge is already working normally, on Mondays. Although it will be closed during the Christmas season, in general members are adapting to the new team and we thank those responsible.

4. Spanish classes for members.

It is proposed to have an organized section of Spanish lessons for members. For the moment Rosaleen will ask among the members if someone would like to take care of this activity that would consist of giving one or two classes a week.

5. Electric trolleys.

Rosaleen, raises the issue with the trolleys that, despite the promises of the supplier and their commitments, they continue to give problems. The possibility of changing suppliers is given and the Manager will take care of finding out if there is any alternative to the current one, meanwhile we are going to meet with this company to update the information. Rosaleen will present alternatives and decisions will be made to solve this problem.

Alejandro Ponce

1. Containers in main parking.

Alejandro will have a meeting on December 17 with the EUC and will discuss the containers of the main parking place and the left-overs of furniture and other belongings that greatly disfigure the club's facilities. Regardless of this conversation, the possibility of moving the containers to an area that the club has on the way to the first hole in the south course and that is not currently used will be studied.

We would also have to reach an agreement with the City Council.

2. School.

The board is very concerned with the operation of the school, with which they are not satisfied.

In this matter there is a lot of debate and we have not yet defined the school model we want, those responsible for this activity are working on several alternatives, but there is still no definitive proposal that can be agreed among all the members of the board. Once the alternatives are defined by those responsible, it will be presented to the board for analysis and approval if appropriate.

3. Bylaws update according to the new Law.

The changes are being analysed between Alejandro and the Legal Department and we hope to have them by the first quarter of 2023. These changes in the Bylaws must be approved at the next Assembly.

4. School ranking year 21 and price giving.

Alejandro, director of the school, assumes to close this matter before the end of the year.

Ignacio Cuvillo

1. Arrangements with Top Tracer.

Ignacio informs that Top Tracer has accepted our proposal which is that they take care of all the necessary expenses for the start-up of the 15 equipment, both the power lines and the software. Once the 15 positions are in operation, Top Tracer will invoice 1 year for 5 positions. After the first year and having been able to contrast the needs of the club, we will sit down again and negotiate to fix the number of screens we need. The estimation is that all 15 will be operational before February 28, 2023.

2. Advertising contracts

Currently there are 3 signed contracts with companies and the order of the panels made. Other 5 are still in negotiation pending signature.

The goal is that the sale of these panels must be completed before April 2023.

3. Estimated data of active member at the end of 2023.

The estimation is to close December 31, 2022 with 2,022 active members, in line with our provisions and needs.

4. Suggestion box.

Replies to the pending suggestions. Ignacio undertakes to respond tomorrow 13th December.

Kjell Karlsen

1. Report on Shop outsourcing contract.

Kjell presents the details of the contract signed with the company GOLF FRIEND S.L., he reports the board on the execution deadlines, which will be communicated to the members for their information.

While the closure of the shop for the refurbishment works takes place, Kjell proposes that it is convenient for members to benefit from special prices on the sale of the current stock, it is considered a good idea and it has been approved to offer a discount of up to 40%, on most items.

Carlos Costantini

1. Final budget year 2023

Carlos, makes a detailed explanation of the items on the budget focusing especially on the most significant and important.

To the questions of the members about the variations between the provisional budget presented at the Assembly in June 2022 and the final budget now presented to the board, for monitoring and supervision, the answer is that after the controls imposed on the management of the club both in expenses and income, the evolution of the finances of the Club has been very positive. This allows to anticipate investments planned for other years.

Different clarifications are raised on the most important items that are answered by those responsible for these budgets and by Carlos Costantini to the total satisfaction of the members of the board, leaving the budget ready for approval with some small adjustments.

We reached the voting and the budget is approved unanimously, reaching a figure of € 5,742,000.

The board asks the Treasurer to continue with the current policy of maximum budgetary control in the different departments and with the strict and rigorous management in both expenses and income

Juan Ignacio Egaña.

1. Report on the evolution of the works in the pumping station and execution time.

It is reported that the works are being executed according to expectations, however, due to the rains and a problem with the supply of equipment the agreed deadline can be delayed between one and two weeks. In any case, it is expected to replace the tee to its original place by the end of January 2023.

2. Improvements in the courses for 2023.

A) Wooden bridges north course.

The wooden bridges in the north field are in very poor condition and we must consider their replacement. It is agreed to assess which of them is in worse conditions and replace them during 2023, the rest will be replaced in subsequent exercises.

b) Down-hill ramp in the 15th hole of the north course to the tee of the 16th hole.

It has been found that there is some risk in the slope of this hole and decision is taken to reduce its inclination by starting the descent from further back so that it is smoother and eliminates the risk of potential accidents.

c) Hand rail in hole 11 South course.

This railing that limits the course with the beach, is in poor condition, we believe that it should be changed since it is one of the most emblematic holes of the club. We will request a budget for its replacement, although this matter is not urgent and will be done depending on the evolution of the budget.

d) Buggy paths.

The roads of the buggies need a long-term plan of improvement, it is necessary to build curbs or impediments for the buggies not to cause damage on the golf course, these improvements will also be made depending on the evolution of the budget.

3. Report to the board on meetings with the Works Council.

We met a few days ago with the Works Council to inform them of the salary improvements that have been agreed for the year 2023 and on the evolution of other labour issues.

The agreed improvements are informed to the Committee, some were already reflected in the Collective Agreement and others have been decided voluntarily for employees with lower salaries.

We report that during the year 2022 the staff has increased by 8 people, 5 of which are women. This is important because we want to demonstrate with facts that our club wants to improve this historical imbalance and this will be the future policy, since the results with these new female workers is being very positive.

The Committee welcomes these improvements, but claims that we cannot forget the workers with more seniority who currently have frozen salaries and that the increase in the cost of living should be taken into account.

Our answer is that we will not leave behind any employee and in the future all salaries will be reviewed, however, the current policy is that these must be selective increases rewarding the commitment to the club, the quality of the responsibilities entrusted to their jobs and the results that each employee contributes.

Peru Alonso.

1. Report on results of communications improvements to the personnel in charge.

The employees affected have been informed of the approved improvements; these have been received with considerable satisfaction.

2. Christmas Gifts.

It is reported that as in other years, all employees of the club will receive a Christmas basket with 1 ham.

It is also informed that this year it was decided to eliminate some gifts of this type to different people, as it was deemed not convenient.

3. Transfer store employee to Operations department.

Given the imminent transfer of the shop to the new operator, it has been decided that the current employee will join the Operations department, which reinforces it and will allow more resources to be allocated to the courses, mainly reinforcing the Marshalls.

9º.- Questions & Answers

At 18:00 hours of the 27th October 2022, the board of directors meeting starts.

With no further business to deal with, at 22:00 hours, the meeting is closed, with the approval of all members.