

Minutes of Board Meeting of Real Club de Golf Guadalmina

Guadalmina, 8th October, 2013

The Board having been previously convened meet with the following agenda;

1. Presentation and approval, if applicable, of the 2014 fees and subscriptions.
2. Presentation by Guadalmina Golf S.A. of the budget for 2014.
3. Proposals by the Club Manager for the activation of shares.
4. Revision of the draft new electoral rule's, and approval of same if the report from the Committee is favourable.

The meeting is chaired by the Club President, Juan Ramon Martinez Landazabal, and assisted by the Company Secretary, Patricia Jimenez Gomez.

Also present are the Vice President, Danni Worth, the Treasurer, Alfonso Cruz-Conde, and the vocals, Ciaran Burke, Marc Mueller-Baumgart & Christiaan Reynders.

The Club Manager, Ignacio del Cuvillo also attends the meeting.

The meeting commences at 17,10 as scheduled, and having determined there is sufficient quorum, the meeting proceeds.

The President starts by thanking everyone for attending, and the Secretary proceeds to read the minutes of the last meeting. The Club Manager shows samples of new Tee markers proposed for the South Course.

Item 1;

The Club Manager proposes maintaining the same fees for 2014 as for 2013, except for the introduction of an annual fee for use of electric trolleys to be provided by the Club, and the proposal of eliminating the joining fee for spouses. This last proposal obeys the Club Managers wish to capture new Members.

The Board accepts the fees, and asks the Club Manager to consider along with the Sole Administrator of the S.A. the proposal which the Board makes unanimously to offer the possibility of paying the fees by instalment for 2014, subject to consideration on a case by case basis.

Item 2;

The Club Manager informs the Board that due to the fact that he has not had reliable information for the accounts as at the end of August until the end of September, he has not been able to present a budget in the required timeframe, and he did not consider it appropriate to present the 2014 budget to the Board without the approval of the Sole Administrator who has yet to see the budget.

Item 3;

Apart from the previously mentioned elimination of the joining fee for spouses in 2014 which is approved by the majority of the Board, the Club Manager proposes contacting those people who it is known are shareholders, but who have never activated their share, and he informs that a marketing campaign has been launched in Andalucia Golf, principally targeting young families with children. The first report will appear in the October / November edition, followed by a further three in February, May and July.

As well as the items on the Agenda, and taking advantage of the fact that all members of the Board are present, it is agreed unanimously that the AGM will take place on Wednesday 20th November at 17,00 in Salon Alcazaba at the Hotel Guadalmina with the following Agenda;

1. Report from the President.
2. Report from each of the Committee's.
3. Presentation of the Annual Accounts.
4. Any other business.

Item 4;

The Committee reports that it has prepared draft new Electoral Rules along with a draft for the modification of the Club Statutes which are out of date, and in being so mean that the Electoral Rules which are being proposed do not comply with the existing Statutes (principally because not all of the Members are entitled to vote, and conflicts with the electoral calendar), so the Committee proposes that these drafts are presented to the Members at the AGM, and that a campaign of collecting proxy's for the modification of the Statutes and Electoral Rules be commenced.

The rest of the Members of the Board, in disagreement with what the Committee propose, prefer to carry out the process in two stages; they wish to present for approval in the forthcoming AGM some "voting instructions" which make it impossible for duplicate votes to occur and that these instructions be compatible with the current Statutes, and as such they ask the Committee to prepare a draft before the 19th October, so as it can be included in the Agenda for the AGM, and at a later stage proceed with the modification of the Statutes and the definitive Electoral Rules.

It is agreed that the next Board Meeting will be called by the Secretary before the 19th October.

With no further business to attend the Meeting is closed, and the minutes will be signed by the President and the Secretary.

Juan Ramon Martinez Landazabal
Presidente

Patricia Jimenez Gomez
Secretaria

At the end of the meeting, and having completed all of the ítems on the Agenda, the Sole Administrador, D. Jorge Molina took advantage of physically being in Guadalmina to come and introduce himself and meet the new Board as well as to openly discuss with the Board the progress being made at the Club.