

**Minutes of the Meeting of the Board of Directors**  
**of the**  
**Real Club de Golf Guadalmina**

In Guadalmina, on November 13, 2020, the Board of Directors of the Club meets, previously convened for this purpose with the following Agenda:

1 - Employees leaving on 1.1.2021.

2 - Approval, if applicable, renewal of electric trolleys.

3 - Decision on the creation of a Disciplinary Committee, which will be in charge of presenting the appropriate cases to the Board of Directors, so that the decision can be made in accordance with our Statutes and Internal Regulations.

4 - Approval of the Management Committee, which has been operating for more than four years.

5 - Year-end 2020 forecast. And if appropriate, decision to increase fees for 2021, since the results have deteriorated as a result of the COVID. To be proposed at the next Club Assembly on December 10, for approval. -

6 - AOM

The Board is chaired by the President of the Club, Mr. Juan Ramón Martínez Landazábal, assisted by the Accidental Secretary Mr. Marc Mueller-Baumgart.

Present are the Vice President and Treasurer Carlos Costantini, the Board Members Mr. Eric McLeod, Mr. Antonio Nuño Garcia, Mr. Hans Wielaard, Mr. Juan Rueda, Ms. Linda Jones, invited from the Club's management without voting rights, Mr. Ignacio del Cuvillo and Mr. Alvaro Venegas. By video conference are attending Mr. Alfonso Cruz-Conde and Mr. Christiaan Reijnders, as well as the administrator of Guadalmina Golf SA Mr. Miguel Angel Gutierrez Piña invited without voting rights,

Excused are Board Members Ms. Gunilla Lindstrom, Mr. Fermín López and the Secretary Mr. Ignacio Infante, who all had delegated their vote to the President.

The session begins in the second call at 17.15 hours and with the understanding that there is sufficient quorum marked by the statutes for the club the meeting proceeds.

The President begins by greeting the attendees, thanking them for their presence.

1 - Employees leaving on 1.1.2021.

In order to prepare the budgets to be presented at the next General Assembly of the Club, a substantial operational loss is expected due to the loss of income from green fees, buggy sales, tour operators, hotel Guadalmina, etc. which is only saved by the

extraordinary income of the new members from the purchase of Martinsa-Fadesa SA shares.

In order to save costs, the following proposal is presented: 8 employees will leave the company and 3 of the posts will be replaced and 5 others will be eliminated, resulting in a saving of 93k in 2021, 254k in 2022.

	COSTE 2020 COST 2020	Acuerdo Indemnización Agreement Indemnity	Costes del sutituto Repalcement cost	Ahorro neto 2021 Net Saving 2021	Ahorro 2022 Net saving 2022
Persona 1	99.098,88 €	81.892,80 €	0,00 €	17.206,08 €	99.098,88 €
Persona 2	45.482,02 €	33.602,40 €	18.744,00 €	-6.864,38 €	26.738,02 €
Persona 3	39.616,12 €	26.134,40 €	18.744,00 €	-5.262,28 €	20.872,12 €
Persona 4	39.240,24 €	0,00 €	14.058,00 €	25.182,24 €	20.496,24 €
Persona 5	38.851,28 €	18.066,00 €	0,00 €	20.785,28 €	38.851,28 €
Persona 6	14.116,96 €	0,00 €	0,00 €	14.116,96 €	14.116,96 €
Persona 7	20.265,44 €	6.000,00 €	0,00 €	14.265,44 €	20.265,44 €
Persona 8	14.250,00 €	0,00 €	0,00 €	14.250,00 €	14.250,00 €
				<b>93.679,34 €</b>	<b>254.688,94 €</b>

An agreement will also be sought with another employee close to retirement.

HW asks how this affects the service levels to which the president responds, seeking to maintain or improve the level of service. The replacements identified have good and more recent qualifications.

**It is approved unanimously.** (Information note: The approval is produced by unanimity of the members of the present Board of Directors, not seeing any objections to such decision either is the administrator of Guadalmina Golf SA Mr. Miguel Angel Gutierrez Piña, who as a courtesy assistant to the present Board of Directors and according to the lease contract between Guadalmina Golf S.A. and Real Club de Golf Guadalmina, signed before a Public Notary Public on 16 April 2020, establishes a power of control prior to substantial modifications that may occur with respect to employees)

Next, a very serious work infraction previously known by members of the board is reported: As a result of an investigation, repetitive irregularities have been detected, including giving starting rights without payment of green fees, improper use of vouchers, giving buggies or ball tokens, without the corresponding charge for these services.

It is reported that in the 5 weeks of investigation between 22 September and 11 November 2020, incidents have been confirmed on 11 occasions.

In order to assess the seriousness of the facts, the advice of an employment lawyer was sought, who determined that the facts could constitute serious misconduct and result in fair dismissal, which was communicated to the worker in accordance with the legal requirements recommended.

**The procedure was approved unanimously, without any objections by the Administrator of Guadalmina Golf SA.**

2 - Approval, if applicable, renewal of electric trolleys.

The vice-president Mr. Carlos Costantini informs about the electric trolley park, which is already 6 years old. There is a new offer which is 20% cheaper and has a duration of only 3 years.

It was approved unanimously.

3 - Decision on the creation of a Disciplinary Committee, which will be in charge of presenting the appropriate cases to the Board of Directors, so that the decision can be made in accordance with our Statutes and Internal Regulations.

Considering that according to the statutes and the internal rules of the club it is the board of directors that is responsible for sanctioning misconduct and indiscipline, it is specified that this committee would only have the task on behalf of the board of directors to investigate and report to the board so that it can make the appropriate decisions.

The incidents reported by members in recent months are reported. It is agreed not to initiate proceedings except in the case received by letter from member 4xxx for which it is proposed that Mr. Antonio Nuño with the secretary Mr. Ignacio Infante and the manager Mr. Ignacio del Cuvillo make contact with the people involved to inform the board.

For cases for which no file is initiated, it is proposed that the manager respond to the complainants by letter.

It was unanimously agreed.

4 - Approval of the Management Committee, which has been operating for more than four years.

It is explained that a group formed by the GGSA Administrator, the Vice President and the President of RCGG, and with the Club Manager, the latter without vote, as in other Committees was established and whose function is and will be, to supervise the execution of the decisions approved both in the Board of Directors and in the General Members Assembly.

And as up to now, a copy of the minutes of the meetings will be sent to all members of the Board.

The administrator of Guadalmina Golf SA, Mr Miguel Angel Gutierrez Piña, stated that the Committee was playing an important coordinating role between Guadalmina Golf

SA and Real Club de Golf Guadalmina. This coordinating role was included in the lease agreement between the two parties.

The members of the management committee as well as the decisions taken since July 1st 2020 are ratified unanimously.

5 - Year-end 2020 forecast. And if appropriate, decision to increase fees for 2021, since the results have deteriorated as a result of the COVID. To be proposed at the next Club Assembly on December 10, for approval. -

The following table summarises the forecast for the 2020 closure and the 2021 budget:

PRESUPUESTO 2021		PROYECCION 2020 31 DICIEMBRE		DIFERENCIA
		Consolidado 1º semestre SA.2º Semestre RC.G.G.		
<b>INGRESOS PRESUPUESTO 2021</b>		<b>INGRESOS 2020</b>		
Cuotas	3.221.942,00 €	Cuotas	3.566.562,83 €	-344.620,83 €
Green fees	646.000,00 €	Green fees	571.267,13 €	74.732,87 €
Hotel Guadalmina	201.810,00 €	Hotel Guadalmina	172.068,45 €	29.741,55 €
Resto	414.990,00 €	Resto	850.982,17 €	-435.992,17 €
		Ingresos Tienda	152.700,04 €	-152.700,04 €
<b>TOTAL</b>	<b>4.484.742,00 €</b>		<b>5.313.580,61 €</b>	<b>-828.838,61 €</b>
<b>GASTOS PRESUPUESTO 2021</b>		<b>GASTOS 2020</b>		
Sueldos y Salarios	2.335.650,00 €	Sueldos y Salarios	2.425.825,25 €	-90.175,25 €
Canon de Alquiler	675.250,00 €	Canon de Alquiler	337.624,00 €	337.626,00 €
Suministros	345.864,94 €	Suministros	369.117,61 €	-23.252,68 €
Reparaciones	349.856,61 €	Reparaciones	404.823,95 €	-54.967,34 €
Servicios externos	67.378,33 €	Servicios externos	157.376,53 €	-89.998,20 €
Tributos	65.000,00 €	Tributos	133.798,96 €	-68.798,96 €
Amortizaciones	0,00 €	Amortizaciones	417.466,70 €	-417.466,70 €
Otros gastos	456.273,83 €	Otros gastos	600.362,01 €	-144.088,18 €
		Gastos Tienda	134.162,89 €	-134.162,89 €
	<b>4.295.273,71 €</b>		<b>4.980.557,91 €</b>	<b>-685.284,20 €</b>
<b>RESULTADOS Bº.</b>	<b>189.468,29 €</b>	<b>RESULTADOS Bº.</b>	<b>333.022,71 €</b>	<b>-143.554,42 €</b>

En relación con el resultado consolidado, previsto para 2020, si suprimimos los ingresos extraordinarios provocados por las ALTAS de nuevos socios de la operación MF el resultado estaría por encima de **- 500.000 € de pérdidas.**

Lo que ha supuesto una reducción considerable, del fondo de maniobra, generado por dicha operación.

\* Si desean ampliar los detalles de las cuentas que conforman el presupuesto le rogamos contacten con Administración en [administracion@guadaminagolf.com](mailto:administracion@guadaminagolf.com)

Overall, the results for 2020 are considered to be highly negative, lacking income from green fees, buggy rental, etc. from the Guadalmina hotel, guests, b+c members, groups and more.

It was only possible to save the year thanks to the joining and annual fees of new members from the sale of Martinsa Fadesa shares.

An equally negative or worse economic environment is expected for 2021, which will represent a significant financial risk for the future of the club. In addition, the number of members continues to fall. In 2020 to date, discounting the exceptional effect of the additions due to the sale of Martinsa Fadesa shares, 114 members have left the club and only 33 new members have joined.

It is proposed to work with the objective of reducing costs, such as those of personnel, which represents the largest part of the club's budget, and to increase income through an increase in annual fees and/or a levy.

A levy is ruled out as an option because of the significant and disproportionate immediate impact on members. Instead, it is agreed to fund the anticipated operating deficit with the savings from the extra income from new member admissions and a 4 percent increase in annual fees.

It is also agreed to return to an annual payment schedule of the fees to reduce work and administrative costs.

## 6 - AOM

It is proposed that employee courtesies be reviewed: To date employees enjoy the right to play at the club free of charge while on the payroll and also after retirement.

It is proposed to implement the following rates for Retired Employees from 1 January 2021: 18 Eur for the Green Fee and 10 Eur for the Buggy, which is unanimously agreed.

The situation of the 4 professionals who, due to their past relationship with the club, had been granted the right to give lessons at the club without having to contribute in any way to the use of the facilities, is discussed. Without concluding the matter, it was agreed to take up the matter again in 2021.

Vision of the future of the club: Mr Eric McLeod reports on the report sent by the working group and asks everyone to reply by email with comments and suggestions.

There being no other matters to discuss, the meeting is adjourned at 20.15, and the appropriate minutes will be issued to be signed by the President together with the accidental Secretary.

Mr. Juan Ramón Martínez Landazábal  
President

Mr. Marc Mueller-Baumgart  
Accidental Secretary

