

Minutes of the Board of Directors Meeting
Real Guadalmina Golf Club

In Guadalmina, on January 31st, 2020, the Board of Directors of the Club meets, previously convened for this purpose with the following Agenda:

1. Committees's Reports

2. Report on the purchase shares from Martinsa-Fadesa. Calling of the next Extraordinary General Meeting of Guadalmina Golf S.A., to change the administrative body and amendments to the Bylaws.

3. Manager's Report: closing of 2019 and budget for 2020. Work progress in the investment plan approved on December 4.

4. 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.

Mrs. Gunilla Lindstrom, Mr. Antonio Nuño Garcia, Mr. Christiaan Reijnders, Mr. Alfonso Cruz-Conde, Mr. Hans Wielaard, Mr. Juan Rueda and the Club Manager, Mr. Ignacio del Cuvillo are present.

The Vice President and Treasurer Carlos Costantini, the Members Doña Linda Jones, Mr. Eric McLoad, Mr. Fermín López and the Secretary D. Ignacio Infante are excusing their attendance.

The session starts at the first call at 5.30 pm and understanding that there is a sufficient quorum marked by the bylaws for the meeting, the meeting is held.

The President begins by greeting the attendees, thanking them for their presence and asks the committee presidents for their reports:

1. Committee report

- Course Committee: Mr. Christiaan Reijnders reports on the minutes of the last meeting of the committee, and highlights the plan to improve this year 5 TEES from the South course according to the attached images.

Mr. Ignacio del Cuvillo informs that the services of Gonzalo Villalba's company have been contracted to plant 140 trees according to the report on tree reforestation program published on the club's website (Greenkeeper Corner May 2018: <https://www.guadalminalgolf.com/imggolf/noticiasgolf/Informe%20arboles%20Norte%20y%20Sur%20ESP%20e%20ING%20PDF.pdf>).

- Competition Committee: Mr. Hans Wielaard presents the report, which is attached.

He highlights the change from color tees to numbers and their implementation during the month of February.

To alternate the use of tees and take better care of the teeing areas, organizers of competitions are encouraged to start using other tees than the old yellow and red ones.

He asks the Board for a decision on the request received by the LET, RFEG and RFGA to have the Costa del Sol Andalusia Open of Spain in Guadalmina in November 2020.

Mr. Ignacio del Cuvillo informs about the details of the request:

This is the Last Tournament of the Ladies European Tour with the most important prizes in the history of the circuit (600,000 Eur) which will attract all the best players in Europe and some from outside Europe too, among them 3 members of the club: Azahara Muñoz, Noemi Jiménez and Laura Gómez.

Apart from the federations, it has important support from the Junta de Andalucía and the Marbella City Council with the aim of preparing the arrival of the Solheim Cup, to a course in Marbella in 2023.

Regarding the estimated cost, Mr. Ignacio del Cuvillo recalls in summary the costs of the 2017 tournament with a total of 115,000 Eur, subsidies received of 39,000 Eur and therefore a cost for the club of 76,000 Eur.

With previous experience and having more time to look for sponsors D. Ignacio del Cuvillo expects a cost for the club of approximately 60.000 Eur. There is the possibility of reducing this cost by selling to local sponsors parts of the “rights” of the sponsor package offered to the club.

The Board considers that the tournament represents a great opportunity for the Club to be part of the emblematic Marbella clubs capable of holding this important event for all of Andalusia and Spain and it is approved to accept the offer to organize the tournament.

At 6:30 p.m. Mr. Carlos Bustillo, lawyer Guadalmina SA, attends the meeting and it is agreed to move on to item 2. of the agenda:

2. Report on the purchase shares from Martinsa-Fadesa. Calling of the next Extraordinary General Meeting of Guadalmina Golf S.A., to change the administrative body and amendments to the Bylaws.

Mr. Juan Ramón Martínez Landazábal informs that the objective of transferring the auction of 305 shares is achieved, with the consequent provision of funds received, for purchase and that

the completion, of the collection of documentation to formalize the purchase, of said actions, is practically finished.

As a consequence, we detail the number of new partners:

MEMBERS FULL (A)	69 (25.09%)
MEMBERS B	148 (53.82%)
MEMBERS C	58 (21.09%)

Total 275 new members.

Members at of 31st December 2019 1.776

Members to date 2.038

They are members, with the corresponding rights and obligations since January 1st , 2020.

According to the following breakdown

As of the report's report, there are still a number of members who have not paid the 2020 fee, who had paid their fees in 2019, for various reasons in a number of 72, so potentially if all of them paid their fees we will reach the total number of 2.38 members

Mr. Carlos Bustillo, Guadalmina SA's lawyer, informs about the need to convene an Extraordinary General Meeting of Guadalmina Golf S.A., for the change of the administrative body and amendments to the Statutes.

He presents a draft of the call to the assembly and explains that it is necessary to adapt the statutes to the new reality and elect a new administrator or administrative body after the sale of the shares of Martinsa-Fadesa has been completed.

Among others it is essential to modify:

- Article 14 of the current statutes since it puts a quorum of 50% on any statutory change. It represents a limitation well above the limits required by law and that in the future, once Martinsa Fadesa ceases to own their block of shares, it may be impossible to achieve, given that $\frac{1}{3}$ of the shares are practically "lost" without anybody knowing their owners. It will therefore be proposed to reduce the quorum to the legal minimum (25%) for possible statutory changes.
- Mr. Juan Ramón Martínez Landazábal indicates that this means that once again the approval of the changes of more than 50% of the votes and obtaining proxies in favor of a minimum of 1626 shareholders is required.

Mr. Antonio Nuño requests that clear and concise communication be prepared to obtain these proxies.

Mr. Marc Mueller-Baumgart asks about the process of selecting the new administrator or administrative body. Mr. Juan Ramón Martínez Landazábal suggests continuing with the current structure of a single administrator, which is discussed and approved.

Mr. Juan Ramón Martínez Landazábal is responsible for identifying candidates in time for the extraordinary assembly and preparing an organization chart with the responsibilities of administrator, management and board.

Once this point is finished, Mr. Carlos Bustillo leaves, his intervention is appreciated and the meeting returns to point 1 of the agenda:

Report of the School Committee: Mr. Marc Mueller-Baumgart presents the report, which is attached and highlights:

1. the request of several members to extend the opening hours of the practice area that closes in winter at 5:15 p.m. It is agreed to studying the options for winter 2020/2021.
2. The possibility of organizing the Andalusian P&P U16 Championship in the Pitch & Putt course on December 5th and 6th, 2020, which is approved.

Social and Communication Committee: Not discussed.

3. Manager's Report: closing of 2019 and budget for 2020. Work progress in the investment plan approved on December 4.

Mr. Juan Ramón Martínez Landazábal recalls that the 2020 investments have been approved by the Sole Administrator of Guadalmina Golf SA and presented at the Ordinary Assembly of Guadalmina Golf on December 4.

Mr. Ignacio del Cuvillo presents a renovation plan for the bathrooms on the first floor. The manager is asked to inform members by newsletter and information on notice board.

He informs that for the rest of the year the aforementioned improvements for the South course will be executed, the croquet lawn will be opened once the turf is prepared, the paddle and tennis courts will be renewed, photovoltaic panels will be installed on the parking decks, new lockers will be added in the Club Storage room to increase its capacity and the first floor terrace will be closed to create a Members Only full-service area leaving the ground floor for guests and events.

He presents a first sketch of the work on the closing of the terrace indicating that he is working with the architect to finalize the plan, its cost and execution time with the aim of finishing the work before November. It is agreed that you submit the detailed plans to the board for approval.

On the installation of the TopTracer system in the practice area, he informs that the free use phase was extended until the end of the test period, which ends on March 31. The first impression of the reception of the system has been very positive. The use of the facilities has increased considerably and with it the income from the sale of practice balls: From 2,818 € in December 2019 (without TopTracer) to 6,434 € in January 2020 (with TopTracer).

He informs that the toilet planned for the 9th hole of the South is pending authorization from the hydrographic confederation.

He ends by informing the Board about a written complaint from member LAM about the behavior of another member DB and presents the video of the security cameras. It is agreed to open proceedings against member DB.

4. AOM

Mr. Juan Rueda indicates that the safety net on the 17th hole of the north is insufficient in his opinion. Mr. Ignacio del Cuvillo responds that it has been built according to the requirements established by the neighbor and the judge.

Ms Gunilla Lindström requests improvements in the security in the courses in case of strokes, heart attacks, etc. The manager is requested to establish a security protocol with an English-speaking emergency number.

Mr. Juan Ramón Martínez Landazábal, asks the manager, to notify members who are still pending on the payment of circulation permission.

Then he shares two suggestions of Mr. Carlos Costantini:

1. Install a bell in hole 4 South, which is rejected.
2. Install a fence behind the exit of Hole 5 South, which the Manager is asked to request authorization for.

Mr. Hans Wielaard suggests changing the area with sofas to an area with tables for groups. It is agreed that the manager evaluates the idea with the restaurateur.

With no further business to attend the meeting is closed at 19:40h, and the appropriate minutes signed by the President together with the accidental Secretary.

After the end of the meeting the President Mr. Juan Ramon Martinez Landazábal informs the accidental secretary of a possible confusion among the members about the cost of the croquet lawn as a result of the information presented at the General Assembly of members on December 4th.

They agree to add the following clarification to these minutes: The 2018 improvement plan, implemented in 2019, has been for the following amounts

- 3 tees, which in the end have been 4:
- 4 electric doors, which in the end have been 5:
- Driving range hut which has been extended to provide better service to the members and the school:
- Croquet lawn that has been enlarged to make it almost regulatory:

For an initial amount of 103,000 euros, which has finally been extended to 176.868,64 euros for all the improvements together.

As covered in this breakdown

Slidding Doors		52.862,34 €
	Door 5 to 6 South	24.032,80 €
	Door 3 to 4 South	13.872,74 €
	Door 10 North	14.956,80 €
Tee Construction		36.713,11 €
	Ladies Tees	9.679,56 €
	Gentlemen tees	27.033,55 €
Aza's Corner Building		31.499,14 €
	Building costs	29.584,14 €
	Licenses & Architect	1.915,00 €
Croquet Lawn		55.793,95 €
	Construction lawn	55.793,95 €
	Total investments	176.868,64 €

Mr. Juan Ramón Martínez Landazábal
President

Mr. Marc Mueller-Baumgart
Accidental Secretary