



NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF

DIAMOND RESORTS EUROPEAN COLLECTION LIMITED

will be held on Wednesday, 16 February 2022 at 2 p.m. for the transaction of the following business:

AGENDA

1. Introduction by Suzana Gomercic, a member of the Diamond Resorts European Collection Limited Board (the Board), on behalf of the Founder Member (Diamond Resorts (Europe) Limited).
2. To elect a Non-Executive Member Director. Details of all nominations are included in this Notice.

By Order of the Board

Susan Crook
Company Secretary
28 October 2021

Registered Office: Citrus House, Caton Road, Lancaster LA1 3UA

Note:

This meeting is being held for the sole purpose of electing a Member Director to the Board. At the Annual General Meeting of Diamond Resorts European Collection Limited (European Collection) on 5 October 2021 David Gillam was elected by the Members to serve as a Member Director on the Board. Sadly, David passed away shortly after his appointment. The Board has decided that to hold an EGM so that a new Member may be elected as a Member Director.

Please note that no other business is on the agenda and will not be considered.

Due to potential future changes to the Government guidelines, restrictions and social distancing requirements the Board have arranged for the EGM to be conducted virtually via zoom and telephone (please see overleaf for further information).

As Members are only able to attend this EGM via Zoom or telephone Members will therefore need to cast their vote in advance by completing the enclosed ballot form or voting online – further details below under voting options.

ATTENDANCE OPTIONS:

Our main priority at this time is the ongoing welfare and safety of all as a result of COVID-19. Your Club and Diamond Resorts continue to adopt and implement enhanced protocols and policies to ensure that compliance with national regulations and restrictions is applied and enforced.

**The EGM this year will be conducted remotely via Zoom and telephone.
The joining instructions are as follows.**

This meeting will start at **2 p.m. on Wednesday, 16 February 2022**. We would suggest you connect 5 minutes before the start time of the meeting to ensure you are not faced with unforeseen technical difficulties.

To join by Zoom

Either click on the link below if you have received an electronic version of this EGM Notice or type the following details into your internet browser:

<https://diamondresorts.zoom.us/j/96750677142>

Zoom Webinar ID: 967 5067 7142

Alternatively, if using Zoom via a mobile device you may be prompted to download the Zoom app or software.

You will need to download the app but do not need to register for a Zoom account to join however, you do need to agree to 'Zoom' terms and conditions to proceed.

'Zoom' may ask you to agree to various requests – this is entirely your own choice however to activate the video option you will need to agree to the permissions.

When the meeting ends or you no longer wish to continue, activate the screen and click on 'Leave' and then 'Leave Meeting'.

To join by telephone

UK: +44 131 460 1196 or +44 203 481 5240 0800 260 5801 (Toll Free) or 0 800 358 2817 (Toll Free)

Spain: +34 84 368 5025 or +34 91 787 0058 800 654 404 (Toll Free) or 800 906 063 (Toll Free)

US: +1 213 338 8477 or +1 301 715 8592 or +1 312 626 6799

PLEASE BE ADVISED THE MEETING MAY BE RECORDED.

Agenda Item 2

Election of a Member Director to the Board

At the Annual General Meeting of the European Collection on 5 October 2021 David Gillam was elected by the Members to serve a Member Director on the Board. Sadly, David passed away shortly after his appointment.

The Board has decided to hold this meeting so that a new Member may be elected as a Member Director.

We have received nominations from 3 Members who would like to be considered for the position and their résumés are below:

Michael Chambers

Having not expected to stand again so soon, and in these tragic circumstances, I will re-iterate my previous message.

A qualified accountant (retired) with 40 years+ experience in various U.K. and International companies (including the hotel sector) predominantly in senior financial management roles but also General Management, HR, IT and corporate change. I've successfully worked on many projects to develop and guide companies through difficult transitions to enable ongoing success. I operated at Board level for several prestigious and ethical companies and as a Trustee for a sizeable pension fund.

My style is a collaborative one, and I have always tried to take colleagues with me as willing participants, yet I'm prepared to face challenges head-on and fight tenaciously whenever needed to. I strongly protect the interests of people who are impacted by decisions made and defend their rights.

For Diamond Members, these are interesting times as we (hopefully) move on from the pandemic and the post Brexit changes, experience life and travel again.

Despite the challenging background, I see the role of the Non-Execs as simple as:

Accommodation needs to be kept to the standards we expect.

Booking of rooms (availability always a frustration) has to be in a fair manner or why be a Member. Given the number of holidays missed through COVID-19, the pressure will be even greater.

Costs kept manageable and controlled.

With the acquisition by Hilton Grand Vacations, it is vital that we not only see our current benefits maintained but hopefully enhanced and widened as part of the bigger group. My ABC equally applies.

As none of us are getting younger, we need to see more new Members to maintain our Club.

I'm a Gold Member (2007) and, if elected, I will make myself widely available and to represent **all** Members of our Club.

Roger Jones

As a family man, retired accountant, long standing owner and former committee member, I present myself for consideration for the vacant director position following the sad passing of the incumbent director. The company must move forward for the benefit of members during the merger with Hilton Grand Vacations and the recovery from COVID-19.

I have extensive experience to bring to this position gained from Industry, Commerce and the Timeshare community. I trained and qualified as a professional accountant and became national Business Development Manager for my company. I was also recognised as National Accountant of the Year 2015 by the Business and Finance Awards. My timeshare experience was gained as a committee member with Diamond Resorts International as we steered a course through high inflation, exchange rate volatility in Europe and changes in ownership from GVC to Sunterra and finally Diamond. Though there were challenges, the Members were paramount in the committee minds to protect them from the ravages the turmoil brought.

I believe the Diamond / Hilton Grand Vacations merger will enable new opportunities emerge, and the Member Directors must actively engage with the executive to realise the benefits for Members. There will be challenging times ahead with decisions being made about the future of Diamond Resorts, to which I will commit myself drawing on my accountancy and business development experience to establish a stable 2022 with a clear focus for the future, controlled costs and new experiences. With my business acumen and passion for quality travel, I believe I can help Members access new opportunities and travel experiences the merger can bring.

Finally, I ask for your support in this election, knowing my focus will be on developing the future success of Diamond's European Collection to which I commit my efforts.

Lisa Rickman-Orpen

I am in my early fifties, have been a Member for nearly 20 years and have thoroughly enjoyed my membership. Although, I have enjoyed different locations, I have been a loyal customer to Santa Barbara in Tenerife, which has been a regular choice for our family holidays at different times of the year. Santa Barbara was originally the HQ for a part of the organisation, and it has evolved tremendously over time with children's clubs, renovations, targeting a different type of customer and investment in property changes to maintain its loyal returners and attract a new style of customer. I have experienced Santa Barbara as a customer and as a parent, the evolving property and service has influenced my engagement and interest from a different perspective.

I am currently a Board Director for Audley Group, which offers luxury retirement living at majestic heritage buildings. I hold the position of Group HR Director for the U.K. and I sit on the U.K. Board. I can see the synergy between the two organisations, including the property quality, customer expectations and experience. The challenge to thrive and maintain success is tough considering the impact of the COVID-19 pandemic. The engagement and continued confidence for current Members is important but understanding the challenges ahead for us all is key to ensure new prospective Members.

I am used to working in challenging customer-facing environments where the experience, service and safety are carefully managed. I believe that these areas of focus are important to ensure trust, clarity and engagement, these areas of focus will contribute to the ongoing success. I would be very pleased to be given this opportunity; I am passionate about Diamond Resorts and would give as much support in any area required to help with the continued success.

VOTING OPTIONS

As you are unable to vote in person at this EGM, if you wish to vote you must cast your vote in **one** of the following ways:

1. Submit your vote online by logging in to the DiamondResorts.com website; the link is then available in the Member Area. Online voting will be available from midnight on 19 January 2022 and **all votes must be submitted by 2 p.m. on Monday, 14 February 2022** to be valid.
2. Complete the ballot form below and return by email to: EUHOAManagement@hgv.com (preferred method) or by post to Susan Crook, Company Secretary, Diamond Resorts European Collection Limited, Citrus House, Caton Road, Lancaster, LA1 3UA, England.

Ballot forms must be received no later than 2 p.m. on Monday, 14 February 2022 to be valid.

BALLOT FORM
for
EXTRAORDINARY GENERAL MEETING
of Diamond Resorts European Collection Limited
on Wednesday, 16 February 2022 at 2 p.m.

Name of Member(s):	VOTE – please indicate your choice by placing an “x” in the appropriate box	
Address:	Agenda Item 2 To elect one of the following candidates as a Non-Executive Member Director of the Board until the Annual General Meeting of the European Collection in 2024 (place an ‘x’ in one box only):	
Membership No:		
Number of Points owned:		
Signature of Member(s): 		1. Michael Chambers <input type="checkbox"/> 2. Roger Jones <input type="checkbox"/> 3. Lisa Rickman-Orpen <input type="checkbox"/>

PROXY FORM
for
EXTRAORDINARY GENERAL MEETING (“EGM”)
of Diamond Resorts European Collection Limited
on Wednesday 16 February 2022 at 2 p.m.

If you are unable to attend the EGM, then you can appoint a Proxy to attend via Zoom or telephone on your behalf. Please note your proxy will not be able to vote. If you wish to vote, submit your vote online or complete and return the enclosed Ballot Form as instructed, as voting on the day is not possible.

To appoint a Proxy you should complete this form and forward it by email to EUHOAManagement@hgv.com (preferred method) or by post to Susan Crook, Company Secretary, Diamond Resorts European Collection Limited, Citrus House, Caton Road, Lancaster, LA1 3UA, England.

This form must be signed and received no later than 2 p.m. on Monday, 14 February 2022.

I/We [print name]
of [insert address].....
.....

Owner of points under membership number

hereby appoint [print name]
of [insert address]

to be my/our proxy and attend on my/our behalf at the EGM of Diamond Resorts European Collection Limited on 16 February 2022 and at any adjournment thereof.

Signed..... Date

Signed..... Date

(Both members must sign if it is a joint membership)