

MINUTES OF THE BOARD OF DIRECTORS MEETING REAL CLUB DE GOLF GUADALMINA

Guadalmina, 9th of June 2016,

Having previously been convened for this purpose, the Board of Directors of the Club meet with the following agenda:

1. Committee reports.
2. Report by Mr Del Cuvillo on the points requested in our previous Board Meeting, and reflected in the Minutes.
3. Report by Mr Del Cuvillo on the financial impact of the "external" competitions such as the Nacional Interautonómico and others.
4. Report by Mr Del Cuvillo on the project for a new practice area, location, cost, execution, etc.
5. Status of the judicial liquidation of Martinsa-Fadesa, regarding the sale of 1,034 shares of Guadalmina Golf. SA
6. AOM

The meeting is chaired by the President, D. Juan Ramón Martínez Landazábal, assisted by D. Marc Mueller-Baumgart vocal, acting as Secretary.

Also attending are Vice President, Daniel Musson, and vocals Alfonso Cruz-Conde, Gunilla Lindstrom, Hans Wielaard, Christiaan Reynders and the Manager of the Club, Ignacio del Cuvillo.

Excused for the meeting are Secretary Ignacio Infante, Treasurer Claes Forsgardh, and the vocals Christina Birke, Patricia Mansfield, Fermín López, Michael Canty, and Ignacio Bayón.

The meeting commences at 17,00 as scheduled, and having determined there is sufficient quorum, the meeting proceeds.

The President greets the attendees, thanking them for their presence.

Point 1.- Committee reports.

Reports of the Competition Committee, the Junior Committee and the Course Committee are attached.

Mr Hans Wielaard intervenes, informing about a letter by the Captains of the Men's day on the behavior of a member who wrote on the sheet of the draw for the Men's Knock-out that was posted on the bulletin board of the club.

The Board agrees to notify the member in writing that in the Real Club de Golf Guadalmina it is not acceptable to write comments on the bulletin board. In case of a disagreement with the Organisation of a competition in the club there are mechanisms to resolve them.

Furthermore, similar behavior has been observed with members writing on the bulletin board of the Ladies and even putting thumbsticks in the photos of the organizers of some competitions. It is agreed to make a generic announcement to all members that such behavior is not acceptable and that it will be punished according to the statutes of the club.

On the report of the Competition Committee a discussion on the number of external competitions in the club develops. It is the opinion of the Competition Committee that Golf consists of a variety of competitive activities and the goal of the Committee is to promote them at all levels: social member competitions, social competitions with members and guests, junior competitions, professional competitions and federation competitions. It is considered that federation competitions, where only some members with high level of play such as the Norberto Goizueta, or the Andalusia Cup increase the reputation and attractiveness of the Club and offers all members the opportunity to enjoy golf at the highest amateur level.

The Board supports the philosophy of the Competition Committee.

The Board is also informed about the Committee's decision taken at its meeting on 08.06.2016 for 2017 to take five federative competitions for the long courses and two for the Pitch&Putt course, which represents a reduction in two tournaments, and that at this time no professional tournaments or other external tournaments of several days are planned.

Point 2. - Report by Mr Del Cuvillo on the points requested in our previous Board Meeting, and reflected in the Minutes.

About the points requested in the Board Meeting from 1.4.2016, the manager Ignacio del Cuvillo:

- a) reports on the Agreement of Correspondence with Real Sociedad Hípica de Madrid: In 2015 Guadalmina 8 members have played in the Real Sociedad Hípica and 409 of their members in Guadalmina. In order to balance the repective use it is agreed to review the agreement before its next annual renewal on 30.11.
- b) presents the list of new members, which is attached to the minutes.
- c) reports on Golf Courses for Adult Group that he has prepared an information poster for the bulletin board with the Pros, which he presents to the Board

and prepares for sending out in an informative newsletter to all members in the coming days.

- d) indicates that he has spoken with the owner of the adjacent plot of holes 9 and 18 North to fix the fence that was damaged during the recent pruning without being able to get permission for the repair. The Board asks the manager to request permission in writing.
- e) reports that a meeting with the Catering Provider about the renegotiation of the contract and the reform of the facilities was held. The Board of Directors asks that this reform of the facilities is urgent and asks to be represented at the next meeting.
- f) For the review of the relationship between Guadalmina Golf SA and Don Francisco Hernandez and the situation of the Pro-Shop in the Hotel Guadalmina, the manager is asked for a detailed report on existing contracts and agreements.
- g) reports on the renewal of the bridges of the North Course that the first cost estimate received is for 225,000 Eur and that he looking for alternatives.
- h) Simulation of the financial impact that could have a possible change to a non-profit organisation: D. Ignacio de Cuvillo reports that there may be an annual saving, but it is a complex situation with legal and tax implications, even on past investments.
- i) Updating the database of members with their emails, phone numbers and addresses: He informs that the process has started with the Caddymaster.
- j) reports that in the community meeting of the residents of the urbanization of Guadalmina Alto on 29 April, the repair of the sidewalk that runs parallel to the tennis court was agreed.
- k) reports having requested a cost estimate for the repair of the tennis court.
- l) confirms on the status of roofing on the parking lot, that the last two metallic structures that are most shabby will be removed, respecting the plants. There will also be stripes painted indicating parking places for diagonal parking.
- m) In response to the question by the President on member that have not renewed their membership this year, D. Ignacio del Cuvillo reports that to date there are approximately 130 members who have not renewed their quota this year. The manager is asked to prepare a proposal as to retain these member.

Point 3. – Report by Mr Del Cuvillo on the financial impact of the "external" competitions such as the Nacional Interautonómico and others.

The following four external competitions (Andalucia Cup, Gecko Tour, Interautomómico Sub-18 Final Feminino Circuit) this year have produced a surplus of EUR 21000 compared with the income of the same days during last year.

Point 4. – Report by Mr Del Cuvillo on the project for a new practice area, location, cost, execution, etc.

Given the limited capacity of the existing chipping and putting facilities for the members and especially during days of "High Traffic" such as Saturdays with Texas Scramble and junior classes or days of major competitions, the Junior Committee has proposed to build an area with additional practice facilities at the bottom of the Driving Range and part of the Pitch and Putt. The Board supports the proposal, giving priority over other changes planned for the courses, except those required for safety reasons and asks the manager to develop a concrete proposal with plans and budgets.

Point 5. – Status of the judicial liquidation of Martinsa-Fadesa, regarding the sale of 1,034 shares of Guadalmina Golf. SA

The President of the Board informs that as planned, on 23 May 1002 Guadalmina Golf SA shares have gone on sale for a minimum price of € 9,254 per share. The offer must be for the whole package of shares. Partial bids are not allowed. The deadline for bidding ends on 24 June.

The thirty-two shares remaining did not go on sale this time, as they are in usufruct, although only four of them by active members of the Club.

It is agreed not to submit a bid at the price indicated.

Point 6. – Any other business

With no further business to attend the meeting is closed at 20:00, and the Minutes will be signed.

Juan Ramon Martinez Landazabal
The President

Marc Mueller-Baumgart
Accidental Secretary