

**UNANIMOUS WRITTEN RESOLUTION OF THE BOARD OF DIRECTORS  
OF  
Diamond Resorts European Collection Limited  
Registered Number 02930567  
(the "Company")**

**MADE IN ACCORDANCE WITH THE ARTICLES OF ASSOCIATION  
OF THE COMPANY**

We, the undersigned, being all the Directors of the Company for the time being entitled to attend and vote at board meetings of the Company, hereby pass the following resolutions and agree that the said resolutions shall for all purposes be effective as if the same had been passed at a board meeting of the Company duly convened and held.

Each Director has declared to the board any interest he may have (whether pursuant to section 317 of the Companies Act 1985 or otherwise) in respect of the matters set out in these Written Resolutions.

**1 BACKGROUND**

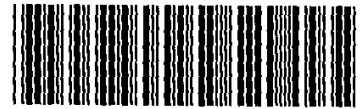
- 1.1 The Company has received a resignation letter confirming that Deloitte have resigned as auditors from the Company with effect from 28 November 2018 and as a result the appointment is terminated
- 1.2 The Company wishes to appoint RSM UK AUDIT LLP as the new auditors of the Company to fill the vacancy by reason of the resignation of Deloitte.

**2 RESOLUTIONS**

**IT IS RESOLVED THAT:**

- 2.1 The Company accept the resignation, as detailed in the resignation letter dated 28 November 2018, from Deloitte as auditors of the Company;

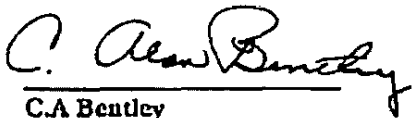
WEDNESDAY



A14 \*A7L40GW9\* #138  
19/12/2018  
COMPANIES HOUSE

2.2 RSM UK AUDIT LLP be appointed as auditors of the Company from the date that the resignation of Deloitte is effective to fill the vacancy arising by reason of the resignation of Deloitte;

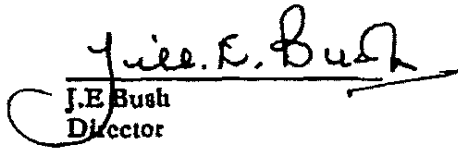
2.3 It is in the best interests of and of commercial benefit to the Company that Deloitte resign as auditors of the Company and RSM UK AUDIT LLP be appointed as the new auditors of the Company;



C.A Bentley  
Director



S Gomercic Bajtek  
Director



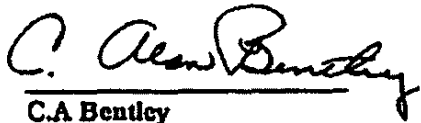
J.E Bush  
Director

S.K Barnett  
Director


R.P Thomas  
Director

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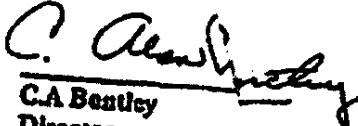
R.P Thomas  
Director

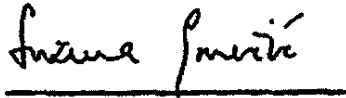
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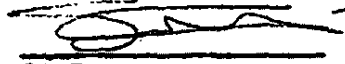
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