

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
COPY WRITTEN RESOLUTION

of

DIAMOND RESORTS (EUROPE) LIMITED

("Company")

PASSED ON 22nd November 2012

In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the following resolutions were duly passed on 22 November 2012 as special resolutions

SPECIAL RESOLUTIONS

- 1 **That** the directors of the Company shall have the powers given by section 550 of the Companies Act 2006 ("Act") notwithstanding any provision in the Company's articles of association ("Articles"),
- 2 **That** the issue of 11 ordinary shares of £1 00 each in the share capital of the Company on 20 September 2012 be ratified in accordance with section 239 of the Act and/or otherwise, and
3. **That**, subject to the Act, any limits on the amount of share capital of the Company that can be issued, imposed by the Articles, previous resolutions of the Company or otherwise, be removed

Susan Crook

Director



A27

26/11/2012

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COMPANIES HOUSE