



ANNUAL GENERAL MEETING 2011

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SES FONTANELLAS
Club.

Ibiza, 14th September 2011

ANNUAL GENERAL MEETING

Dear Member,

We wish to inform you that the Annual General Meeting (A.G.M.) will take place at Ses Fontanellas Plaza, Ibiza, on the 21st October 2011, at 11.00 a.m.

AGENDA

- 1.- Reading and approval of the minutes of the last AGM.**
- 2.- Approval of the audited statement of income and expenditure 2010.**
- 3.- Approval of the expenditure budget 2012 and maintenance fees
(Includes the fence of the Resort)**
- 4.- Extraordinary fees to install the Air condition in the apartment.
(Only to be voted and paid by red and gold weeks)**
- 5.- Cancellation and confiscation of debtor weeks**
- 6.- Ratification of the admission of new members**
- 7.- Election of the new member of the committee**
- 8.- Date to be agreed for next year's AGM**
- 9.- Any other Business**

The following candidates have expressed their wish to form part of the committee:

Mr Mariano Redondo Núñez

Retired Supermarket Manager
Comercial
Member of the association of traders in Segovia.
President and Manager of the Association of Commerce in Cuellar.
58 Years
Spanish

Mr Jean Claude Nocella

Retired Manager of computer systems.
Vice President of the Association for the Defence of the site of Cornice and member of a community union.
Member of Ses Fontanellas Plaza from 1993.
69 years
French

Mr Bouysse, Jean François

Retired Engineer.
Manager of an engineering company for solar thermal and photovoltaic energy. Shareholder in various companies and consulting for renewable energy, solar, water harvesting, gothermal, etc.
President of a building in a resort condominium and still member of the union of co-owners.
Member of Ses Fontanellas since 1998.
French

Mr Protiere, Raymond

Retired Engineer from the aircraft industry.
Member at the union council of his co-ownership composed by 120 housings.
Member of Ses Fontanellas club since 1995.
65 years – French.

To date no other member has expressed their wish to form part of the said committee.

Members wishing to be candidates in the elections may do so on the day of the elections, in line with the statute terms as set out in the Constitution.

If you are unable to attend the Meeting, we enclose a voting paper which will enable you to cast your vote by post. Please return the completed form to

**SES FONTANELLAS PLAZA - C/ Es Caló 104 - Cala de Bou - 07829 San José - Ibiza - Spain
For the attention of Laura Juan.**

Any voting paper which is not received at least 48 hours before the Meeting takes place will be considered as null and void.

N.B. Please indicate by marking an X in the corresponding box

Notes:

- A vote may be made by Proxy who attends the meeting personally or alternatively you may nominate the Committee President to act as Proxy.
- If you wish to vote by Proxy please return the enclosed voting paper at least 48 hours before the Meeting takes place or have your Proxy delivered in person.
- You may instruct your Proxy by completing the voting paper. Should you leave the voting paper blank your Proxy may vote or abstain from voting as they wish. Members who own weeks jointly with another Member only have the right to one vote per week owned.



So as to increase the value and usage of your timeshare weeks in Ibiza, we are continuing our special offers, in the hope that many of you may take advantage of an extra stay at attractive promotional prices.

Please visit our website for more information: <http://members.intercorpgrp.com/>



IMPORTANT: In order to keep in touch with you better, please send us your email address at:

info@intercorpgrp.com

SES FONTANELLAS PLAZA CLUB
Es Caló, 104. Port des Torrent
07829 Ibiza

For the attention of the members of SES FONTANELLAS PLAZA CLUB

31th May 2011

Dear Sirs

In accordance with the terms of our proposal for professional services dated 20 of January of 2011, we have performed certain agreed-upon review procedures at your request, which are described in paragraph 1 here below, on the accompanying Income and Expenditure Statement for the year ended 31st December 2010 of the SES FONTANELLAS PLAZA CLUB prepared by the Directors of the management company of the Club.

1. Scope of our work

The management of the Club prepared the attached Income and Expenditure Statement of SES FONTANELLAS PLAZA CLUB for the year ended 31st December of 2010 which also includes for each individual caption comparative figures for the previous year. The purpose of our work has been to review the mentioned Income and Expenditure Statement for the year ended 31st December of 2010 applying the following agreed accounting procedures:

- To obtain the composition of the income of the annual quotas in concept of maintenance fees that have being charged to the club members and to the resort Developer, in relation to the number of apartments, weeks, and amounts of annual maintenance quotes approved for the year 2010.
- To obtain the composition of the principal captions of expenditure and together with requests for back-up documentation for certain items, selected at random.

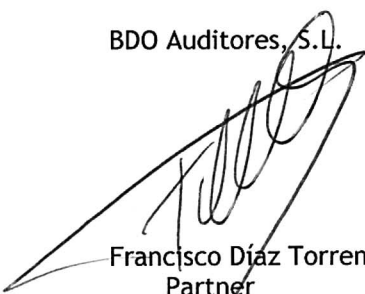
2. Outcome of the review

As a result of the agreed review procedures carried out described in paragraph 1 above, no matters have come to light which could significantly affect the Income and Expenditure Statement for the year ended 31st December 2010 of the SES FONTANELLAS PLAZA CLUB attached.

This document has been prepared for the use of the management of the Club and the members of the SES FONTANELLAS PLAZA CLUB and should not be used for any other purposes than herein described, nor should it be distributed to any third parties not related to the Club or its management.

Yours sincerely

BDO Auditores, S.L.



Francisco Díaz Torren
Partner

ACCOUNTS 2010

SES FONTANELLAS PLAZA CLUB

SHOWN IN EUROS

STATEMENT OF INCOME & EXPENDITURE

| INCOME | 2010 | 2009 |
|---|-------------------|--------------------|
| ANNUAL BILLING | | |
| Payment from owners | 520.475 | 692.184 |
| Payment rentals (paid by Aptos Ses Bledas) | - | 24.113 |
| Payment weeks SVC (paid by Select Vacation Club) | 6.032 | 12.085 |
| Payment weeks RCI | 48.375 | 55.295 |
| Confiscation SVC (paid by Ses Fontanellas Ltd) | 18.440 | - |
| Confiscation 2010 (paid by Ses Fontanellas Ltd) | 123.623 | 191.731 |
| Unsold weeks (paid by Ses fontanellas Ltd) | 108.828 | 100.243 |
| Unsold weeks from apartments A313, B203, A214, B302 (payd by SFL provisionally) | 72.593 | 47.413 |
| Ceeded weeks system Escritura | 7.015 | 4.107 |
| Bad debt escritura system | 40.442 | 39.242 |
| Bad debt SVC | 22.251 | 82.008 |
| Bad debt current maintenance | 7.060 | 1.295 |
| TOTAL ANNUAL BILLING | 975.134 | 1.249.716 |
| Other income (penalties) | 6.730 | 7.073 |
| Other income (Co-ownership income) | 105.801 | 50.329 |
| Debtors Co-ownership | -36.628 | -43.064 |
| Income banking cost | 5.672 | - |
| Prompt payment discounts 3% | -15.231 | -33.480 |
| TOTAL INCOME | 1.041.478 | 1.230.574 |
| EXPENSES | 2010 | 2009 |
| Product purchases | -1.131 | -1.173 |
| Personnel expenses | -482.725 | -501.081 |
| Repairs and maintenance | -77.383 | -84.638 |
| Extraordinary reparation of 2 halls at reception | -5.079 | - |
| AGM & Committe expenses | -7.610 | -12.806 |
| External services (Professional services, auditors) | -19.768 | -31.178 |
| Bank charges | -8.810 | -9.002 |
| Vehicle expenses | -8.754 | -11.232 |
| Electricity, water | -63.440 | -64.761 |
| Telephone | -11.996 | -14.901 |
| Insurance policies | -7.800 | -7.239 |
| Office expenses, postage | -19.073 | -28.593 |
| Taxes | -30.156 | -29.660 |
| Management fee E.N.T.C | -18.592 | -21.931 |
| Various expenses | -752 | -899 |
| Depreciation | -6.828 | -13.636 |
| Rentals | -51.006 | -57.962 |
| Fees unpaid system Escritura | -40.442 | -39.242 |
| Bad debt SVC | -22.251 | -82.008 |
| Bad debt current maintenance | - | -1.295 |
| Bar Miramare | -42.000 | -42.000 |
| Internal billing clients stay at Marina Palace | -23.969 | -20.285 |
| TOTAL EXPENSES | -949.567 | -1.075.522 |
| Industrial Margin | -170.000 | -161.328 |
| TOTAL EXPENSES | -1.119.567 | - 1.236.850 |
| RESULT OF THE YEAR | -78.089 | -6.276 |
| Result from the previous year | 55.784 | 62.060 |
| TOTAL ACCUMULATED RESULT | -22.305 | 55.784 |

OWNERS OF SES FONTANELLAS PLAZA CLUB

Dear Members,

Once more, we are pleased to send you the 2011 AGM documents for Ses Fontanellas Plaza, along with the audited accounts for 2010 and the annual budget for 2012.

In spite of the economic crisis affecting Spain and Europe over the last few years, we have seen a large increase in tourism to Ibiza in 2011. This summer, Ses Fontanellas has achieved one of its best occupancy rates in the last 5 years, which is very motivating and encourages us to hope to be able to maintain and even improve this in the future

During the last 3 years, we have applied stringent cost cutting procedures and have thus been able to stabilise the level of maintenance fees and bad debts. At the same time, the unwelcome reduction in the season plus the removal of apartments from the club system has also stabilised, and it will not be necessary to reduce either of these, as has been the case over the last few years.

Last year, we upgraded the reception areas and restaurant, and this year, we have replaced all the beds and mattresses to now offer an overall 1.05m x 2m, with a special mattress thickness of 32 cm. for greater comfort. We have also replaced 50 pool loungers as well as the satellite cables to improve TV reception. In addition, and in order to improve security, access codes have been installed on the main entrance doors and all the apartment door handles have been changed to avoid entering without the key. Electrical appliances and taps have been replaced, the exterior painting of the pool area and façades has been carried out, and Wi-Fi installed.

In 2012, we will continue with general maintenance, carry out more exterior and interior painting, replace more electrical items, and, in addition, we must redo the tiling in 10 apartments, in which the floor has risen and cracked the existing tiles.

Otherwise and relating to a project discussed last year, it has now become imperative to build the wall surrounding the club, including several entrances and security coded doors, in order to prevent free access by outsiders and improve overall security and privacy. The total cost of this project is estimated at 106.160 € (inc.VAT) and will be paid in one payment by the 108 apartments and rented areas making up the complex, and not just by the club members. In order to complete this, we calculate the extraordinary supplement per week to be 16,50 € (inc.VAT) for a T0, 20,10 € (inc.VAT) for a T1, 22,10 € (inc.VAT) for a T2 and 40,30 € (inc.VAT) for a T3 and T2 PLUS, which is by no means exorbitant, and will allow us to protect and increase the overall value of each apartment and the whole club.

Regarding the annual maintenance charges, these will only be subject to the official inflationary increase of 3.1% (INE, July 2011), plus the above mentioned supplement.

On another matter and in reply to the numerous requests received, we feel that it is time to consider the installation of air conditioning in all the apartments. We would therefore like our members to express their opinion on this by means of a referendum. This air conditioning project will only be carried out if a majority of club members support the idea, for which we would encourage you to participate in the proposed referendum. We would also like to clarify that no owners of white weeks will be asked to contribute to any of the air conditioning project costs, and therefore will not be able to vote.

We are well aware that this is a difficult time to be incurring extra costs, but we are also convinced that this must be undertaken, not only because of demand, but also because of the comfort value, the future of the club, and because this upgrade is necessary if we wish to continue with the support of RCI and retain our membership with them.

The cost for the air conditioning project per week will be one payment of 33,90 € (inc.VAT) for a T0, 67,70 € (inc.VAT) for a T1, 101,60 € (inc.VAT) for a T2 and 135,50 € (inc.VAT) for a T3.

If the result of the referendum for this project is favourable, the installation will begin at the end of October or early November, so that it can be completed in time for the 2012 summer season.

Finally, we would like to thank all club members for your support and assure you of our continued efforts to allow you to enjoy wonderful holidays here each year.

With our best wishes,

Pepa Ribas
Ses Fontanellas Plaza

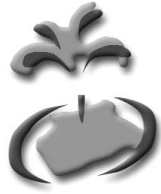
BUDGET 2012

SES FONTANELLAS PLAZA CLUB

SHOWN IN EUROS

| INCOME BUDGET | |
|--|-----------------|
| MAINTENANCE | |
| Payment from owners | 448.908 |
| Payment weeks SVC (paid by Select Vacation Club) | 48.130 |
| Payment weeks RCI | 45.517 |
| Confiscation SVC (payd by Ses Fontanellas Ltd) | 425 |
| Confiscation (paid by Ses Fontanellas Ltd) | 75.389 |
| Unsold weeks (paid by Ses fontanellas Ltd) | 170.194 |
| Ceded weeks Escritura (paid by Ses Fontanellas Ltd) | 926 |
| Fees unpaid system Escritura | 38.500 |
| Bad debt SVC (paid by Ses Fontanellas Ltd.) | 27.362 |
| TOTAL MAINTENANCE | 855.351 |
| Other income (penalties) | 6.500 |
| Other income (Co-ownership income) | 122.750 |
| Bad debt co-ownership | -31.500 |
| Income banking cost | 5.500 |
| Prompt payment discounts 3% | -15.500 |
| TOTAL OTHER INCOME | 87.750 |
| TOTAL INCOME BUDGET | 943.101 |
| EXPENSES BUDGET | |
| Product purchases | -1.100 |
| Personnel expenses | -330.030 |
| Repairs and maintenance | -52.000 |
| Extraordinary reparation of the receptions entrances 2010 | -5.079 |
| Extraordinary fee mattresses and beds | -18.629 |
| Extraordinary fee fence to close the resort | -31.315 |
| AGM & Committe expenses | -10.000 |
| External services (Professional services, auditors) | -17.000 |
| Bank charges | -8.000 |
| Vehicle expenses | -8.000 |
| Electricity, water | -54.200 |
| Telephone | -6.000 |
| Insurance policies | -8.000 |
| Office expenses, postage | -18.000 |
| Taxes | -19.600 |
| Management fee F.N.T.C | -18.000 |
| Various expenses | -700 |
| Depreciation | -6.882 |
| Rentals | -53.066 |
| Fees unpaid system Escritura | -38.500 |
| Bad Debt SVC | -27.000 |
| Bar Miramare | -42.000 |
| Internal billing clients stay at Marina Palace | -25.000 |
| TOTAL EXPENSES before I. M. | -798.101 |
| Industrial Margin | -145.000 |
| TOTAL EXPENDITURE BUDGET | -943.101 |

| MANAGEMENT FEES 2012 | |
|---------------------------|-------|
| T0 (I.V.A. included) | 338 € |
| T1 (I.V.A.included) | 520 € |
| T2 (I.V.A. included) | 670 € |
| T2 PLUS (I.V.A. included) | 873 € |
| T3 (I.V.A.included) | 873 € |



SES FONTANELLAS PLAZA
Club.

VOTING PAPER

Name of Member (s)

Address

Contract No. No. of Weeks

I/We, the above mentioned member(s) of the club designate:

THE COMMITTEE PRESIDENT

OR MR/MRS/MS :

As Proxy to vote in my/our name(s) at the Club Meeting which takes place on the 21st October 2011.

I/We wish my/our Proxy to vote on the Resolutions presented at the A.G.M. of the Club in the Following manner:

POINTS TO BE VOTED

FOR AGAINST

2. - Approval of the audited statement of income and expenditure 2010

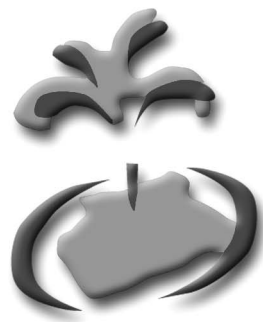
3. - Approval of the expenditure budget 2012 and maintenance fees
(Includes the fence of the Resort)

4. - Extraordinary fees to install the Air condition in the apartment
(Only to be voted and paid by red and gold weeks)

5. - Cancellation and confiscations of debtor weeks

6. - Ratification of the admission of new members

7. - Election of the new Member of the Committee:.....



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