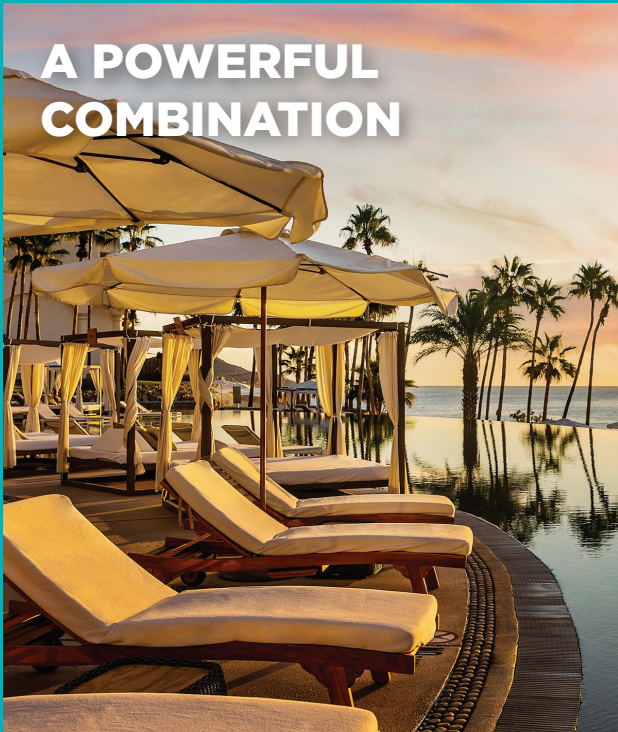


# HGV'S TRANSFORMATIONAL ACQUISITION OF DIAMOND RESORTS

Creating the Premier Leisure Operator with the Broadest Offering in the Industry

## A POWERFUL COMBINATION



La Pacifica Los Cabos, Los Cabos, MX



### More Products

- Branded trust product
- Expanded chain scale
- Broader price coverage
- Experiential offerings



### More Places

- Diversifies HGV's portfolio, adding properties in sought-after destinations
- Higher Net Owner Growth
- Additional HGV owner sales



### More Owners

- Diamond owner base activated by Hilton Grand Vacations' brand

## ACCELERATES GROWTH



**720K**  
combined #  
of owners



**154**  
combined #  
of resorts



**48**  
combined #  
of sales centers



**140%**  
Increase in #  
of drive-to resorts

## FINANCIAL BENEFITS

- Generates **\$125M+** in run-rate cost synergies, expected to be achieved in 24 months
- Significant future revenue synergy opportunities
- Adjusted free cash flow (FCF) per share accretive **in year 1**<sup>1</sup>
- **50-60%** run-rate adjusted FCF conversion<sup>2</sup>
- Compelling valuation and deal structure facilitates financial flexibility and deleveraging

## TRANSACTION DETAILS

- **\$1.4B** equity value<sup>3</sup>
- Pro forma equity ownership:
  - **72%** existing HGV shareholders
  - **28%** Apollo Global Management
- HGV CEO, CFO and COO to remain in place
- Company to remain on NYSE under ticker "HGV"

<sup>1</sup> Excluding one-time transaction related expenses

<sup>2</sup> Conversion of Adjusted EBITDA excluding the impact of net deferrals of revenue

and direct expenses related to the Sales of VOIs under construction

<sup>3</sup> Assumes issuance of 34.5M shares of HGV stock at \$40.32 per share



Valdoro Mountain Lodge, Breckenridge, CO