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# DELTA REPORT

## 10-K

HGV - HILTON GRAND VACATIONS IN

10-K - DECEMBER 31, 2023 COMPARED TO 10-K - DECEMBER 31, 2022

The following comparison report has been automatically generated

TOTAL DELTAS 4328

 CHANGES 525

 DELETIONS 1649

 ADDITIONS 2154

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **December 31, 2022** **December 31, 2023**

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-37794

Hilton Grand Vacations Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

81-2545345

(State or Other Jurisdiction of Incorporation or Organization)

(I.R.S. Employer Identification No.)

6355 MetroWest Boulevard, Suite 180,  
Orlando, Florida

32835

(Address of Principal Executive Offices)

(Zip Code)

Registrant's Telephone Number, Including Area Code (407) 613-3100

(Former Name, Former Address, and Former Fiscal Year, if Changed Since Last Report)

Securities registered pursuant to Section 12(b) of the Act:

(Title of each class)	Trading Symbol	(Name of each exchange on which registered)
Common Stock, \$0.01 par value per share	HGV	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes x No o

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes o No x

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirement for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (\$232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	x	Accelerated Filer	o
Non-Accelerated Filer	o	Smaller Reporting Company	o
Emerging Growth Company	o		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. x

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. o

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

As of **June 30, 2022** **June 30, 2023**, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was **\$4,144** **\$4,908** million (based on the closing sale price of the common stock on that date on the New York Stock Exchange).

There were **112,178,836** **104,483,050** shares of the registrant's Common Stock outstanding as of **February 24, 2023** **February 22, 2024**.

#### DOCUMENTS INCORPORATED BY REFERENCE

The registrant has incorporated by reference into Part III of this report certain portions of its proxy statement for its **2022** **2024** annual meeting of stockholders, which is expected to be filed pursuant to Regulation 14A within 120 days after the end of the registrant's fiscal year ended **December 31, 2022** **December 31, 2023**.

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#### HILTON GRAND VACATIONS INC.

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## PART I

### *Cautionary Note Regarding Forward-Looking Statements*

This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements convey management's expectations as to the future of HGV, and are based on management's beliefs, expectations, assumptions and such plans, estimates, projections and other information available to management at the time HGV makes such statements. Forward-looking statements include all statements that are not historical facts and may be identified by terminology such as the words "outlook," "believe," "expect," "potential," "goal," "continues," "may," "will," "should," "could," "would," "seeks," "approximately," "projects," "predicts," "intends," "plans,"

"estimates," "anticipates," "future," "guidance," "target," or the negative version of these words or other comparable words, although not all forward-looking statements may contain such words. The forward-looking statements contained in this Annual Report on Form 10-K include statements related to HGV's revenues, earnings, taxes, cash flow and related financial and operating measures, and expectations with respect to future operating, financial and business performance, and other anticipated future events and expectations that are not historical facts, including, related to the acquisition and integration of Bluegreen Vacations Holding Corporation ("Bluegreen").

HGV cautions you that our forward-looking statements involve known and unknown risks, uncertainties and other factors, including those that are beyond HGV's control, which may cause the actual results, performance or achievements to be materially different from the future results. Any one or more of these risks or uncertainties, including those related to HGV's acquisition of Bluegreen, could adversely impact HGV's operations, revenue, operating profits and margins, key business operational metrics discussed under "Operational Metrics" below, financial condition or credit rating.

For additional information regarding factors that could cause HGV's actual results to differ materially from those expressed or implied in the forward-looking statements in this Annual Report on Form 10-K, please see the risk factors discussed in "Part I—Item 1A. Risk Factors" and the Summary of Risk Factors in this Annual Report on Form 10-K and those described from time to time in other periodic reports that we file with the SEC. There may be other risks and uncertainties that we are unable to predict at this time or that we currently do not expect to have a material adverse effect on our business. Except for HGV's ongoing obligations to disclose material information under the federal securities laws, we undertake no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments, changes in management's expectations, or otherwise.

#### Terms Used in this Annual Report on Form 10-K

Except where the context requires otherwise, references in this Annual Report on Form 10-K to "Hilton Grand Vacations," "HGV," the "Company," "we," "us" and "our" refer to Hilton Grand Vacations Inc., together with its consolidated subsidiaries. "Legacy-HGV" refers to our business and operations that existed both prior to and following the Diamond Acquisition (as defined below), excluding Legacy-Diamond. "Legacy-Diamond" refers to the business and operations that we acquired in the Diamond Acquisition. Except where the context requires otherwise, references to our "properties" or "resorts" refer to the timeshare properties that we manage or own. Of these resorts and units, a portion is directly owned by us or joint ventures in which we have an interest; and the remaining resorts and units are owned by our third-party owners.

"Developed" refers to VOI inventory that is sourced from projects developed by HGV.

"Fee-for-service" refers to VOI inventory that we sell and manage on behalf of third-party developers.

"Just-in-time" refers to VOI inventory that is primarily sourced in transactions that are designed to closely correlate the timing of the acquisition by us with our sale of that inventory to purchasers.

"Points-based" refers to VOI sales that are backed by physical real estate that is contributed to a trust.

"VOI" refers to vacation ownership intervals and interests.

"Collections" refers to the acquired portfolio of resort properties included in Diamond's single- and multi-use trusts.

#### Non-GAAP Financial Measures and Operational Metrics

This Annual Report on Form 10-K includes discussion of terms that are not recognized terms under U.S. Generally Accepted Accounting Principles ("U.S. GAAP"), and financial measures that are not calculated in accordance with U.S. GAAP, including earnings before interest expense (excluding interest expense relating to our non-recourse debt), taxes and depreciation and amortization ("EBITDA"), Adjusted EBITDA, fee-for-service commissions and Adjusted EBITDA, brand fees, sales and marketing expense, net, sales revenue, real estate expense, and profits and profit margins for our real estate, financing, resort and club management, and rental and ancillary services.

Reference to "Adjusted EBITDA" means earnings before interest expense (excluding interest expense on non-recourse debt), taxes and depreciation and amortization or "EBITDA," further adjusted to exclude certain items. Refer to "Part II—Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Key Business and Financial Metrics and Terms Used by Management" for further discussion of these financial metrics.

#### Operational Metrics

This Annual Report on Form 10-K also includes discussion of key business operational metrics including contract sales, sales revenue, real estate profit, tour flow and volume per guest ("VPG").

See "Part II—Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Key Business and Financial Metrics" and "Terms Used by Management" and "Results of Operations" for a discussion of the meanings of these terms, the Company's reasons for providing the applicable non-GAAP financial measures, and reconciliations of non-GAAP financial measures to measures calculated in accordance with U.S. GAAP as well as further discussion on the key business operational metrics.

#### ITEM 1. Business

##### Our History

On January 3, 2017, HGV became an independent publicly traded company as a result of Hilton Worldwide Holdings Inc.'s ("Hilton") completed a tax-free spin-off of each of HGV and Park Hotels & Resorts Inc. ("Park"). As a result of the spin-off, HGV became an independent publicly traded company with common stock listed on the New York Stock Exchange under the symbol "HGV." Following the spin-off, Hilton did not retain any ownership in our company. In connection with the spin-off, we entered into agreements with Hilton and other third parties, including licenses to use the Hilton Grand Vacations brand. For more information regarding these agreements, see "—Business—Key Agreements with Hilton Worldwide Holdings."

On August 2, 2021, we completed the acquisition of Dakota Holdings, Inc. ("Diamond"), the parent of Diamond Resorts International (the "Diamond Acquisition"), by exchanging 100% of the outstanding equity interests of Diamond for shares of HGV common stock. Pre-existing HGV shareholders owned approximately 72% As a result of the

combined company immediately after giving effect to the Diamond Acquisition, with certain funds controlled by Apollo Global Management Inc. ("Apollo") and other minority shareholders, which previously owned 100% of Diamond, holding the remaining held approximately 28% of HGV's common stock at the time the Diamond Acquisition was completed.

The acquired portfolio of resort properties are included in Diamond's single- and multi-use trusts (collectively, the "Diamond Collections" or "Collections"). On January 17, 2024 (the "Bluegreen Acquisition Date"), or are stand-alone Diamond branded resorts we completed the acquisition of Bluegreen Vacations Holding Corporation (the "Bluegreen Acquisition") in which we own inventory. In addition, there are affiliated resorts an all-cash transaction, with total consideration of approximately \$1.6 billion, inclusive of net debt. The Bluegreen Acquisition is expected to broaden HGV's offerings, customer reach and hotels, which we do not manage, sales locations, creating a premier vacation ownership and which do not carry the Diamond brand but are a part of Diamond's network and, through THE Club® and other Club offerings (collectively the "Diamond Clubs"), are available for its members to use as vacation destinations. experiences company.

## Our Business

We are a global timeshare company engaged in developing, marketing, selling, managing and operating timeshare resorts, timeshare plans and ancillary reservation services, primarily under the Hilton Grand Vacations brand. Our Company also owns and operates Legacy-Diamond resorts and sales centers that have been acquired through the Diamond Acquisition, which are undergoing rebranding. Our operations primarily consist of: selling vacation ownership intervals and vacation ownership interests (collectively, "VOIs", or "VOI") for us and third parties; financing and servicing loans provided to consumers for their timeshare VOI purchases; operating resorts and timeshare plans; and managing both our points-based Hilton Grand Vacations Club and Hilton Club exchange program (collectively the "Legacy-HGV Club") and the Diamond points-based multi-resort timeshare plans clubs and exchange programs (the "Legacy-Diamond Clubs"). programs.

As of December 31, 2022 December 31, 2023, we had over 150 properties located in the United States ("U.S."), Europe, Mexico, the Caribbean, Canada, and Japan. Asia. A significant number of our properties and VOIs are concentrated in Florida, Europe, Hawaii, California, Arizona, Nevada and Virginia. As of December 31, 2022 December 31, 2023, we had approximately 519,000 529,000 members across our club offerings. Legacy-HGV Based on the type of Club membership, members have the flexibility to exchange their VOIs for stays at any Hilton Grand Vacations Club resort, or any property in the Hilton system of 19 22 industry-leading brands across approximately 7,000 7,500 properties, or affiliated properties, as well as numerous experiential vacation options, such as cruises and guided tours, or they have the option to exchange their VOI for various other timeshare resorts throughout the world through an external exchange program. Legacy-Diamond Club members are able to utilize their points across the Diamond resorts, affiliated properties and alternative experiential program, including travel services options.

During 2022, we began offering a new club membership called HGV Max across certain of our sales centers. For any customer who purchases a VOI, this membership provides the ability to use points across all properties within our network. The membership provides new destinations for both Legacy-HGV and Legacy-Diamond club owners and broader vacation opportunities for new buyers. It also combines the best benefits from both Club programs, making Hilton hotel benefits available to Legacy-Diamond Club owners and new travel benefits, Hilton hotel discounts and alternative experiential options available to Legacy-HGV Club owners. The Legacy-HGV Club, Legacy-Diamond Clubs and HGV Max are collectively referred to as "Clubs".

Our compelling VOI product allows customers to advance purchase a lifetime of vacations. Because our VOI owners generally purchase only the vacation time they intend to use each year, they are able to efficiently split the full cost of owning and maintaining a vacation residence with other owners. Our customers also benefit from the amenities and service at our Hilton-branded resorts and Diamond resorts. Furthermore, our points-based platform offers members tremendous flexibility, enabling us to more effectively adapt to their changing vacation needs over time. Building on the strength of that platform, we continuously seek new ways to add value to our Legacy-HGV Club membership and Legacy-Diamond Club membership, memberships, including enhanced product offerings, greater geographic distribution, broader exchange networks and further technological innovation, all of which drive better, more personalized vacation experiences and guest satisfaction.

As innovators in the timeshare business, we enhance our inventory strategy by developing an inventory mix focused on developed properties as well as fee-for-service and just-in-time agreements to sell VOIs on behalf of or acquired from third-party developers.

## Bluegreen Acquisition

On January 17, 2024, we completed the Bluegreen Acquisition. Bluegreen is a leading vacation ownership company that markets and sells VOIs and manages resorts in popular leisure and urban destinations. Bluegreen's resort network operates close to 50 Club Resorts (resorts in which owners in the Bluegreen Vacation Club (the "BG Vacation Club") have the right to control and use most of the units in connection with their VOI ownership) and over 20 Club Associate Resorts (resorts in which owners in the BG Vacation Club have the right to use only a limited number of units in connection with their VOI ownership).

Bluegreen's Club Resorts and Club Associate Resorts are primarily located in high-volume, "drive-to" vacation locations, including Orlando, Panama City Beach, Las Vegas, the Smoky Mountains, Myrtle Beach, Charleston, the Branson, Missouri area, Nashville and New Orleans, among others. Through Bluegreen's points-based system, the approximately 200,000 BG Vacation Club members have the flexibility to stay at units available at any of Bluegreen's resorts and have access to approximately 11,600 other hotels and resorts through partnerships and exchange networks.

Bluegreen's sales and marketing platform is currently supported by marketing relationships with nationally recognized consumer brands, such as Bass Pro and Choice Hotels. Since 2000, Bluegreen has been the official vacation ownership provider for Bass Pro Shops and Cabela's, among the nation's leading outdoor retailers, with strong brand equity and loyal customer base. Bluegreen has a marketing presence in the majority of Bass Pro stores that are located in nearly 200 locations across North America. Additionally, the joint venture between Bluegreen and Bass Pro includes four high-end wilderness resorts under Big Cedar Lodge brand.

## Our Reportable Segments

We operate our business across two segments: (1) real estate sales and financing and (2) resort operations and club management. For more information regarding our segments, see "Management's Discussion and Analysis of Financial Condition and Results of Operations," included in Item 7, and Note 22: Business Segments in our

consolidated financial statements included in Item 8 of this Annual Report on Form 10-K.

Our real estate sales and financing segment primarily generates revenue from:

- **VOI Sales**—We sell our owned inventory and interests directly and, through our fee-for-service agreements, we sell VOIs on behalf of third-party developers using the Hilton Grand Vacations brand in exchange for sales, marketing and brand fees. Under these fee-for-service agreements, we earn commission fees based on a percentage of total interval sales. See “—*Inventory and Development Activities*” and “—*Marketing and Sales Activities*” below for **further additional** information.
- **Financing**—We provide consumer financing, which includes interest income generated from the origination of consumer loans to members to finance their purchase of VOIs owned by us. We also generate fee revenue from servicing the loans provided by third-party developers to purchasers of their VOIs. See “—*Financing Activities*” below for **additional** information regarding our consumer financing activities.

Our resort operations and club management segment primarily generates revenue from:

- **Resort Management**—Our resort management services primarily consist of operating properties under management agreements for the benefit of homeowners' associations (“**HOA's**” **HOAs**”) of VOI owners at both our resorts and those developed by third parties. Our management agreements with HOAs provide for a cost-plus management fee, which means we generally earn a fee equal to 10% to 15% of the costs to operate the applicable resort. See “—*Resort and Club Management Activities*” below for **additional** information regarding our resort management activities.
- **Club Management**—We operate and manage the Clubs and receive annual membership fees as well as incremental fees depending on exchanges and transactions members choose for other vacation products and services within the Club system. See “—*Resort and Club Management Activities*” below for **additional** information.
- **Rental of Available Inventory**—We generate rental revenue from unit rentals of unsold inventory and inventory made available due to ownership exchanges through our **Clubs** Club programs. This allows us to utilize otherwise unoccupied inventory to generate additional revenues. We also earn fee revenue from the rental of inventory owned by third parties as well as revenue from retail, spa and other outlets at our timeshare properties. See “—*Resort and Club Management Activities*” below for **further additional** information.

Other than the United States, there were no countries that individually represented more than 10% of total revenues for the year ended **December 31, 2022** **December 31, 2023**.

For more information regarding our segments, see “*Management's Discussion and Analysis of Financial Condition and Results of Operations*,” included in Item 7, and Note 22: *Business Segments* in our consolidated financial statements included in Item 8 of this Annual Report on Form 10-K.

#### Our VOI and Club Products

Each property provides a distinctive setting, while signature elements remain consistent, such as high-quality guest service, spacious units and extensive on-property amenities. Most resorts feature studio to three-bedroom condominium-style accommodations and amenities such as full kitchens, in-unit washers and dryers, spas and kids' clubs. Our timeshare properties are relatively concentrated in significant tourist markets, including Florida, Europe, Hawaii, California, Arizona, Nevada and Virginia.

Our **primary Legacy-HGV deeded** VOI product that we market and sell is fee-simple, deeded in perpetuity and right to use real estate interests, developed either by us or by third parties. This ownership interest is generally equivalent to one week on an annual or biennial basis, at the timeshare resort in which the VOI is located. Purchasers of a **Legacy-HGV deeded** VOI also generally become members of a **Legacy-HGV** Club which allows the member to exchange their points for a number of vacation options. In addition to an annual membership fee, members pay incremental fees depending on exchange or services they choose.

Our **primary Legacy-Diamond trust** VOI product, which we acquired in the Diamond Acquisition, that we market and sell is a beneficial interest in one of our Collections, which are represented by an annual or biennial allotment of points that can be utilized for vacations at any of the resorts in that Collection. In general, purchasers of a **VOI** in a Collection do not acquire a direct ownership interest in the resort properties in the Collection. Rather, for each Collection, one or more trustees hold legal title to the deeded fee simple real estate interests or the functional equivalent, or, in some cases, leasehold real estate interests for the benefit of the respective Collection's association members in accordance with the applicable agreements. Purchasers of a **Legacy-Diamond trust** VOI are also offered the opportunity to become members of a **Legacy-Diamond** Club through which they can exchange their points for a number of vacation options. In addition to an annual membership fee, members pay transaction fees depending upon the exchange or service options they choose.

Persons Our club membership offering is HGV Max. For any customer who become members of purchases a VOI, this membership provides the **Legacy-HGV Club** or **Legacy-Diamond's** ability to use points across all properties within our network. The Club through the purchase of a qualifying VOI from an authorized HGV sales center become HGV Max members in their respective Club through which such members have access to more properties in more membership provides new destinations for existing club owners, broader vacation opportunities for new buyers, and discounts across the Hilton portfolio of hotels and resorts. Specifically, along with other benefits, Prior to the offering of HGV Max, purchasers of deeded and trust VOI products generally became members of a **Legacy-HGV Hilton Grand Vacations Club** have access to resorts available in The Club. Likewise, and Hilton Club exchange programs and Diamond points-based multi-resort timeshare clubs. Our club memberships, including HGV Max, members of The Club have access are collectively referred to resorts available within the **Legacy-HGV Club**, as “Clubs”.

As of **December 31, 2022** **December 31, 2023**, we had approximately **519,000** **529,000** members across our various club offerings.

#### Inventory and Development Activities

We secure VOI inventory by developing or acquiring resorts in strategic markets, building additional phases at our existing resorts, re-acquiring inventory from owners in default and in the open market and sourcing inventory from third-party developers through fee-for-service and just-in-time transactions.

Our development activities involving the acquisition of real estate are followed by construction or renovation to create individual vacation ownership units. These development activities, and the related management of construction activities, are performed either by us or third-party developers. The development and construction of the units require a large upfront investment of capital and can take several years to complete in the case of a ground-up project. Additionally, the VOIs must be legally registered prior to sale to our end customers. This investment cannot be recovered until the individual VOIs are sold to purchasers which can take several years. Traditionally, timeshare operators have funded 100% of the investment necessary to acquire land and construct timeshare properties.

We also source VOIs through fee-for-service agreements with third-party developers. These agreements enable us to generate fees from the marketing and sale of Hilton-branded VOIs and Legacy-HGV Club memberships and from the management of the timeshare properties without requiring us to fund up-front acquisition and construction costs or incur unsold inventory maintenance costs. The capital investment we make in connection with these projects is typically limited to the cost of constructing our on-site sales centers. In just-in-time transactions, we acquire and sell inventory in transactions that are designed to closely correlate the timing of our acquisition of inventory with our sale of that inventory to purchasers. We refer to fee-for-service transactions and just-in-time sales as "capital-efficient transactions." Over time, these capital-efficient transactions have evolved from sourcing inventory from distressed properties to sourcing from new construction projects. For the year ended **December 31, 2022** **December 31, 2023**, sales from fee-for-service and just-in-time inventory were **29%** **28%** and **15%** **19%** of contract sales, respectively. The estimated contract sales value related to our inventory that is currently available for sale at open or soon-to-be open projects and inventory at new or existing projects that will become available for sale in the future upon registration, delivery or construction is approximately \$11 billion at current pricing. Capital-efficient arrangements represent approximately **39%** **35%** of that supply. Our fee-for-service sales generally improve returns on invested capital and liquidity, while sales of owned inventory, including just-in-time inventory, typically result in a greater contribution to the profitability of our real estate sales and financing segment.

Owners can generally offer their VOIs for resale on the secondary market, which can create pricing pressure on the sale of developer inventory. Given the structure of our Legacy-HGV products, purchasers of Legacy-HGV VOIs on the secondary market will generally become a Legacy-HGV Club member. Purchasers of a Legacy-Diamond VOI on the secondary market may elect to join a Legacy-Diamond Club. Once a member of the Clubs, the member will be responsible for paying annual fees. All purchasers will be responsible for paying applicable maintenance fees, property taxes and any assessments that are levied by the relevant HOA. While we do not have an obligation to repurchase intervals previously sold, most of our VOIs provide us with a right of first refusal on secondary market sales. We monitor sales that occur in the secondary market and exercise our right of first refusal in certain cases.

#### **Marketing and Sales Activities**

Our marketing and sales activities are based on targeted direct marketing and a highly personalized sales approach. We use targeted direct marketing to reach potential members who are identified as having the financial ability to pay for our products, are frequent leisure travelers and have an affinity with our brands. Tour flow quality impacts key metrics such as close rate and VPG, defined in "Key Business and Financial Metrics and Terms Used by Management—Metrics—Real Estate Sales Operating Metrics." Additionally, the quality of tour flows impacts sales revenue and the collectability of our timeshare financing receivables. For the year ended **December 31, 2022** **December 31, 2023**, **71%** **70%** of our contract sales were to our existing owners. owners, compared to 71% for the year ended December 31, 2022.

We sell our vacation ownership products through our distribution network of both in-market and off-site sales centers. Our products are currently marketed for sale throughout the United States, Mexico, Canada, Europe and **Japan**. **Asia**. We operate sales distribution centers in major markets and popular leisure destinations with year-round demand and a history of being a friendly environment for vacation ownership. We have **approximately 50** **over 60** sales distribution centers in various domestic and international locations. **A phased rebranding of the Legacy-Diamond acquired sales centers began in late 2021.**

Our sales tours are designed to provide potential members with an overview of our company and our products, as well as a customized presentation to explain how our products can meet their vacationing needs. Our sales centers use proprietary sales technology to deliver a highly transparent and customized sales approach. Consumers place a great deal of trust in the Hilton brand, and we believe that preserving that trust is essential. We hire our sales associates using an assessment-based, candidate screening system, which is a proprietary tool we use to uphold our selection criteria. Once hired, we emphasize training, professionalism and product knowledge, and our sales associates receive significant product and sales training before interacting with potential members. Most U.S.-based sales associates are licensed real estate agents, and a real estate broker is involved with each sales center. We manage consistency of sales presentation and team member professionalism using a variety of sales tools and technology and through a post-presentation survey of our tour guests. Our focus is on treating members and guests with the highest degree of respect.

#### **Financing Activities**

We originate loans for members purchasing our developed and acquired VOIs who qualify according to our underwriting criteria. We generate interest income from the spread between the revenue generated on loans originated less our costs to fund and service those loans. We also earn fee revenue from servicing our own portfolio and the loans provided by third-party developers of our fee-for-service projects to purchasers of their VOIs.

Our timeshare financing receivables are collateralized by the underlying VOIs and are generally structured as 10-year, **fully-amortizing** **fully amortizing** loans that bear a fixed interest rate ranging from 2.5% to 25% per annum. The interest rate on our loans is determined by, among other factors, the amount of the down payment, the borrower's credit profile and the loan term. As of **December 31, 2022** **December 31, 2023**, the average loan outstanding was approximately **\$23,000** **\$24,000** with a weighted average interest rate of **14.7%** **14.8%**.

Prepayment is permitted without penalty. When a member defaults, we ultimately return their VOI to inventory for resale and that member no longer participates in our Clubs.

We have a revolving timeshare receivable credit facility ("Timeshare Facility"). We periodically securitize timeshare financing receivables we originate in connection with the sale of VOIs to monetize receivables and achieve an efficient return on capital and manage our working capital needs.

#### **Timeshare Financing Receivables Origination**

In underwriting each loan, we obtain a credit application and a minimum down payment of 10% of the purchase price on the majority of sales of VOIs. For U.S. and Canadian purchasers seeking financing, which represented approximately **90%** **85%** of the individuals we provided financing to over the last three years, we apply the credit evaluation score methodology developed by the Fair Isaac Corporation ("FICO") to credit files compiled and maintained by Experian and Equifax. Higher credit scores equate to lower collection risk and lower credit scores equate to higher collection risk. Over the last three years, the weighted-average FICO score for loans to U.S. and Canadian

borrowers at the time of origination was 736/737 (out of a maximum potential score of 850). For non-North American purchasers seeking financing, consisting principally of purchasers in Japan, we generally observe that these borrowers have experienced default rates comparable to U.S. and Canadian borrowers within the 750 to 774 FICO score band.

Our underwriting standards are influenced by the changing economic and financial market conditions. We have the ability to modify our down payment requirements and credit thresholds in the face of stronger or weaker market conditions. Our underwriting standards have resulted in a strong, well-seasoned consumer loan portfolio. As of December 31, 2022/December 31, 2023, our entire portfolio consists of originated loans and loans that were acquired as part of the Diamond Acquisition and the Grand Islander Acquisition, which are referred to as acquired loans. As of December 31, 2022/December 31, 2023, the entire portfolio had a gross balance of approximately \$2,468 million/\$2,861 million derived from approximately 107,000/120,000 loans. The portfolio had a weighted average length of loan of 10 years and the weighted average remaining length of loan of 8 years.

We also finance our working capital needs in part by borrowing against timeshare financing receivables. In general, we seek to use the majority of our financed VOI sales as collateral to borrow against the Timeshare Facility and subsequently transfer those loans into a term securitization after the loans have seasoned and an appropriately sized portfolio has been assembled. We target securitizations that range in size from \$250 million to \$350 million and we expect the timing of future securitizations will depend on our anticipated sales volume, financing propensity and capital needs.

The strong performance of our outstanding loan securitizations demonstrates that loans originated by us are well regarded for their performance in the securitization market. In the future, we expect to regularly access the term securitization market, replenishing capacity on our Timeshare Facility in the process.

#### *Loan Portfolio Servicing*

We have a skilled, integrated consumer finance team. This team is responsible for payment processing and loan servicing, collections, default recovery and portfolio reporting and analytics. Accounts more than 30 days past due are deemed delinquent. We reserve for all loans based on our static pool method. When a loan associated with a product is more than 120/121 days past due, it is reserved at 100%. Arrangements are then made to recover the interval through various processes depending on the type of inventory and regulatory requirements which could include a deed-in-lieu of foreclosure or foreclosure.

We monitor numerous metrics including collection rates, defaults and bankruptcies. Our consumer finance team is also responsible for selecting and processing loans pledged or to be pledged in our securitizations and preparing monthly servicing reports.

#### **Resort and Club Management Activities**

##### *Resort Management*

Prior to the initiation of VOI sales at a timeshare resort owned by us or by a third party with whom we have entered into a fee-for-service agreement, we enter into a management agreement with the relevant HOA. Each of the HOAs are governed by a board of directors comprised of owner or developer representatives that are charged with ensuring that the resorts are well-maintained and financially stable. Our services include day-to-day operations of the resorts, maintenance of the resorts, preparation of books and financial records including, reports, budgets and projections, arranging for annual audits and maintenance fee billing and collections and personal personnel employment training and oversight. Our HOA management agreements provide for a cost-plus management fee, which means we generally earn a fee between 10% and 15% of the costs to operate the applicable resort. As a result, the fees we earn are highly predictable, unlike traditional revenue-based hotel management fees, and our management fees generally are unaffected by changes in rental rate or occupancy. Further, because maintenance fees are paid annually by owners, our management fees are recurring and less volatile than hotel management fees. We are also reimbursed for the costs incurred to perform our services, principally related to personnel providing on-site services. The original term of our management agreements is typically governed by state timeshare laws and ranges from three to five years. The agreements generally are subject to automatic renewal for one- to three-year periods unless either party provides advance notice of termination before the expiration of the term. Since our inception, none of the management agreements relating to our developed or fee-for-service properties have been terminated or lapsed, including management agreements obtained as part of the Diamond Acquisition.

To fund resort operations, owners are assessed an annual maintenance fee, which includes our management fee. In 2022/2023, HOAs collected approximately \$1,016 million/\$1,092 million in maintenance fees, including our applicable management fees, which is net of our contributions to the HOAs for unsold VOIs that we own. Because these funds are generally collected early in the year, we have substantial visibility of collection. These fees represent each owner's allocable share of the management fee and the costs of operating and maintaining the resorts, which generally includes personnel, property taxes, insurance, a capital asset reserve to fund refurbishment and other related costs. If a VOI owner defaults on payment of its maintenance fees and there is no lien against the mortgage note or contract, the HOA has the right to recover the defaulting owner's VOI. As a service to HOAs at certain owned resorts, subject to our inventory needs, we have the ability to reduce the bad debt expense at the HOAs by assuming the defaulted owner's obligations in exchange for an agreed purchase price. We are then able to resell those VOIs through our normal distribution channels.

A portion of the annual maintenance fees collected from owners each year is set aside as a capital asset reserve for property renovations. The renovations funded by these fees enable HOAs to keep properties modern, which helps our branded properties consistently receive among the highest quality assurance scores within the Hilton portfolio of brands. HOAs engage an independent consulting firm to compile a reserve study. Typically, HOAs budget the reserve study to target property renovations on a 6- and 12-year cycle. HOAs generally replace soft goods every six years and hard goods every 12 years. These reserves also benefit our members by limiting the risk of special assessments and steep increases in maintenance fees due to deferred capital expenditures.

##### *Club Management*

We also manage and operate our Clubs providing exclusive exchange, leisure travel and reservation services to our Club members. When owners purchase a VOI, they are generally enrolled in a Club which allows the member to exchange their points for a number of vacation options. In addition to an annual membership fee, Club members pay incremental fees depending on exchanges they choose within the Club system.

#### *Rental of Available Inventory*

We rent unsold VOI inventory, third-party inventory and inventory made available due to ownership exchanges through our **Clubs** **Club** programs. By using our websites, Hilton's websites and other direct booking channels to rent available inventory, we are able to reach potential new members that may already have an affinity for and loyalty to the Hilton<sup>®</sup> brands and introduce them to our products. Inventory rentals allow us to utilize otherwise unoccupied inventory to generate additional revenues and provision of ancillary services. We earn a fee from rentals of third-party inventory. Additionally, we provide ancillary offerings including food and beverage, retail and spa offerings at these timeshare properties.

#### **Competition**

The timeshare industry has historically been highly competitive and comprised of a number of national and regional companies that develop, finance and operate timeshare properties.

Our timeshare business competes with other timeshare developers for sales of VOIs based principally on location, quality of accommodations, price, service levels and amenities, financing terms, quality of service, terms of property use, reservation systems, flexibility for members to exchange into time at other timeshare properties or other travel rewards, including access to hotel loyalty programs, as well as brand name recognition and reputation. We also compete for property acquisitions and partnerships with entities that have similar investment objectives as us. We own certain other trademarks and trade names for various properties. In the competitive industry in which we operate, trademarks, service marks, trade names and logos are very important to the marketing and sales of our products. There is also significant competition for talent at all levels within the industry, in particular for sales and management. Our primary competitors in the timeshare space include Marriott Vacations Worldwide, Travel + Leisure Co., Disney Vacation Club, Holiday Inn Club Vacations, Westgate Resorts and Bluegreen Vacations, which we acquired on January 17, 2024.

In addition, our timeshare business competes with other entities engaged in the leisure and vacation industry, including resorts, hotels, cruises and other accommodation alternatives, such as condominium and single-family home rentals. We also compete with home and apartment sharing services that operate websites that market available privately-owned residential properties that can be rented on a nightly, weekly or monthly basis. In certain markets, we compete with established independent timeshare operators, and it is possible that other potential competitors may develop properties near our current resort locations. In addition, we face competition from other timeshare management companies in the management of resorts on behalf of owners on the basis of quality, cost, types of services offered and relationship. We compete with other timeshare companies for off-site sales centers, through which we market our products to potential members, including in locations like high-traffic shopping centers and tourist attractions in leisure destinations.

Recent and potential future consolidation in the highly fragmented timeshare industry may increase competition. Consolidation may create competitors that enjoy significant advantages resulting from, among other things, a lower cost of, and greater access to, capital and enhanced operating efficiencies.

We generally do not face competition in our consumer financing business to finance sales of our VOIs. However, we do face competition from financial institutions providing other forms of consumer credit, which may lead to full or partial prepayment of our timeshare financing receivables.

#### **Seasonality and Cyclicality**

We experience modest seasonality in timeshare sales at certain resorts, with stronger revenue generation during traditional vacation periods for those locations. Our business is moderately cyclical as the demand for VOIs is affected by the availability and cost of financing for purchases of VOIs, as well as general economic conditions and the relative health of the travel industry.

#### **Government Regulation**

Our business is subject to various international, national, federal, state and local laws, regulations and policies in jurisdictions in which we operate. Some laws, regulations and policies impact multiple areas of our business, such as securities, anti-discrimination, anti-fraud, data protection and security and anti-corruption and bribery laws and regulations or government economic sanctions, including applicable regulations under the U.S. Treasury's Office of Foreign Asset Control and the U.S. Foreign Corrupt Practices Act ("FCPA"). The FCPA and similar anti-corruption and bribery laws in other jurisdictions outside the U.S. generally prohibit companies and their intermediaries from making improper payments to government officials for the purpose of obtaining or generating business. Other laws, regulations and policies primarily affect one of our areas of business: real estate development activities; marketing and sales activities; consumer financing, lending and related activities; and resort and club management activities. We will continue to be subject to applicable new legislation, rules and regulations that have been proposed, or may be proposed, by federal, state and local authorities relating to the origination, servicing and securitization of mortgage loans.

#### *Real Estate Development Regulation*

Our real estate development activities are regulated under a number of different timeshare, condominium and land sales disclosure statutes in many jurisdictions. We are generally subject to laws and regulations typically applicable to real estate development, subdivision and construction activities, such as laws relating to zoning, land use restrictions, environmental regulation, accessibility, title transfers, title insurance and taxation. In the United States, these include the Fair Housing Act and the Americans with Disabilities Act of 1990, and the Accessibility Guidelines promulgated thereunder, which we refer to collectively as (the "ADA"). In addition, we are subject to laws in some jurisdictions that impose liability on property developers for construction defects discovered or repairs made by future owners of property developed by the developer.

#### *Marketing and Sales Regulation*

Our marketing and sales activities are highly regulated in the U.S. and in non-U.S. jurisdictions. In addition to regulations implementing laws enacted specifically for the timeshare industry, a wide variety of laws and regulations govern our marketing and sales activities, including regulations implementing the USA PATRIOT Act, Foreign Investment In Real Property Tax Act, the Federal Interstate Land Sales Full Disclosure Act and fair housing statutes, U.S. Federal Trade Commission ("FTC") and state "Little

FTC Acts" and other regulations governing unfair, deceptive or abusive acts or practices including unfair or deceptive trade practices and unfair competition, state attorney general regulations, anti-fraud laws, prize, gift and sweepstakes laws, real estate, title agency or insurance and other licensing or registration laws and regulations, anti-money laundering, consumer information privacy and security, breach notification, information sharing and telemarketing laws, home solicitation sales laws, tour operator laws, lodging certificate and seller of travel laws and other consumer protection laws.

We must obtain the approval of numerous governmental authorities for our marketing and sales activities. Changes in circumstances or applicable law may necessitate the application for or modification of existing approvals. In addition, many jurisdictions, including many jurisdictions in the United States, Canada and Mexico, require that we file detailed registration or offering statements with regulatory authorities disclosing information regarding our VOIs, such as information concerning the intervals being offered, the project, resort or program to which the intervals relate, applicable timeshare plans, evidence of title, details regarding our business, the purchaser's rights and obligations with respect to such intervals, and a description of the manner in which we intend to offer and advertise such intervals.

When we sell VOIs, including in non-U.S. jurisdictions such as Mexico and Canada, local law grants the purchaser of a VOI the right to cancel a purchase contract during a specified rescission period following the later of the date the contract was signed or the date the purchaser received the last of the documents required to be provided by us.

In recent years, regulators in many jurisdictions have increased regulations and enforcement actions related to telemarketing operations, including requiring adherence to the federal Telephone Consumer Protection Act and "do not call" legislation. These measures have significantly increased the costs associated with telemarketing, in particular with respect to telemarketing to mobile numbers. While we continue to be subject to telemarketing risks and potential liability, we believe that our exposure to adverse effects from telemarketing legislation and enforcement is mitigated in some instances by the use of permission-based marketing in which we obtain permission to contact prospective purchasers in the future. We have also implemented procedures to comply with federal and state "do not call" regulations including subscribing to the federal do not call registry and certain state "do not call" registries as well as maintaining an internal "do not call" list.

#### *Lending Regulation*

Our lending and related activities are subject to a number of laws and regulations including those of applicable supervisory agencies such as, in the United States, the Consumer Financial Protection Bureau, the FTC, and the Financial Crimes Enforcement Network, and, in the case of our international operations, the Financial Conduct Authority (in the United Kingdom) and other similar or equivalent agencies in other countries and regions in which we operate. These laws and regulations, some of which contain exceptions applicable to the timeshare industry, may include, among others, the Real Estate Settlement Procedures Act and Regulation X, the Truth In Lending Act and Regulation Z, the Federal Trade Commission Act, the Equal Credit Opportunity Act and Regulation B, the Fair Credit Reporting Act, the Fair Housing Act and implementing regulations, the Fair Debt Collection Practices Act, the Electronic Funds Transfer Act and Regulation E, unfair, deceptive or abusive acts or practices regulations and the Credit Practices rules, the USA PATRIOT Act, the Right to Financial Privacy Act, the Gramm-Leach-Bliley Act, the Servicemember's Service member's Civil Relief Act and the Bank Secrecy Act. Our lending and related activities are also subject to the laws and regulations of other jurisdictions, including, among others, laws and regulations related to consumer loans, retail installment contracts, mortgage lending, fair debt collection and credit reporting practices, loan servicing, consumer debt collection practices, mortgage disclosure, lender or mortgage loan originator licensing and registration and anti-money laundering.

#### *Resort and Club Management Regulation*

Our resort management activities are subject to laws and regulations regarding community association management, public lodging, food and beverage services, liquor licensing, labor, employment, health care, health and safety, accessibility, discrimination, immigration, gaming and the environment (including climate change). In addition, many jurisdictions in which we manage our resorts have statutory provisions that limit the duration of the initial and renewal terms of our management agreements for HOAs.

#### *Environmental Matters*

We are subject to certain requirements and potential liabilities under various U.S. federal, state and local and foreign environmental, health and safety laws and regulations and incur costs in complying with such requirements. The costs of complying with these requirements are generally covered by the HOAs that operate the affected resort property and are our responsibility for assets owned by us. These laws and regulations govern actions including air emissions, the use, storage and disposal of hazardous and toxic substances, and wastewater disposal. In addition to investigation and remediation liabilities that could arise under such laws, we may also face personal injury, property damage, fines or other claims by third parties concerning environmental compliance or contamination. We use and store hazardous and toxic substances, such as cleaning materials, pool chemicals, heating oil and fuel for back-up generators at some of our facilities, and we generate certain wastes in connection with our operations. Some of our properties include, and some of our future properties may include, older buildings, and some may have, or may historically have had, dry-cleaning facilities and underground storage tanks for heating oil and back-up generators. We have, from time to time, been responsible for investigating and remediating contamination at some of our facilities, such as contamination that has been discovered when we have removed underground storage tanks, and we could be held responsible for any contamination resulting from the disposal of wastes that we generate, including at locations where such wastes have been sent for disposal. In some cases, we may be entitled to indemnification from the party that caused the contamination pursuant to our management, construction or renovation agreements, but there can be no assurance that we would be able to recover all or any costs we incur in addressing such problems. From time to time, we may also be required to manage, abate, remove or contain mold, lead, asbestos-containing materials, radon gas or other hazardous conditions found in or on our properties. We have implemented an on-going operations and maintenance plan at each of our properties that seeks to identify and remediate these conditions as appropriate. Although we have incurred, and expect that we will continue to incur, costs relating to the investigation, identification and remediation of hazardous materials known or discovered to exist at our properties, those costs have not had, and are not expected to have, a material adverse effect on our financial condition, results of operations or cash flows.

#### *Human Capital*

For more than 30 years, we have created and delivered vacation experiences for guests from around the world. Our people first talent strategy is inclusive of programs and services that are designed to ensure that our employees feel engaged, appreciated and rewarded for their contributions. We focus on hiring practices that are reflective of our values and seek customer-centric individuals that embody a spirit of service towards our owners, guests and fellow team members. We believe hiring people with different backgrounds, cultures and perspectives leads to increased creativity and innovation.

We are committed to connecting with and engaging talent from diverse backgrounds to ensure our team member population is reflective of the communities in which we live and work.

Using a multi-channel approach, we grow our HGV talent network through a variety of outreach programs that include targeted media, team member referrals and diversity outreach. As of December 31, 2022 December 31, 2023, more than 14,500 15,000 Team Members were employed at our timeshare resorts, call centers, sales centers, and corporate locations around the world.

We focus on employee retention initiatives and have designed purposeful programs to nourish every aspect of the team member experience. These programs reward and highlight milestones, recognize the exceptional service standards of our diverse team member population, and promote our values.

Additionally, we make it a priority to appreciate and recognize team member milestones throughout their journey with HGV. We offer flexible recognition programs that support leaders to create meaningful and impactful moments for their teams.

We are committed to an inclusive workforce that fully represents many different cultures, backgrounds and viewpoints. Our Team Member Resource Groups ("TMRGs"), which are voluntary, employee-led groups, play an integral part in our culture of inclusion as we strive to foster openness, integrity and respect. We currently have 12 TMRG's: African American, Asia Pacific Islander, Hispanic Latino, LGBTQ & Friends, Military, Women's, Disabilities, Environmental, Wisdom, Multi-Cultural, Parenting & Caregivers, and Young Professionals. Each group is sponsored by a senior executive who provides leadership and helps drive initiatives across the business. In addition, we believe that multiple perspectives generate better solutions and relatability with our diverse base of customers and consumers. We

strive to ensure a common inclusion that we believe is reflected in our programs and initiatives, and we regularly seek team member feedback through our monthly pulse-checks, our annual engagement survey and ongoing discussions with our TMRG's.

Through a variety of delivery methods, we offer over 1,500 390 training and development courses to all of our team members focused on a variety of core competencies, including: leadership, diversity and inclusion, skills training, business acumen, culture and personal growth. In 2022, 2023, team members had approximately 140,000 150,000 course completions totaling 77,000 92,000 training hours, of which over 40,000 117,000 course completions and 31,000 74,000 training hours were dedicated to compliance training.

Approximately 71% 70% of our team members are enrolled in our health and well-being programs. We offer a suite of benefit and wellness programs to support the diverse needs of our team members, including but not limited to: medical, dental, vision, an Employee Stock Purchase Plan, 401(K), Employee Assistance Program, tuition reimbursement, spending accounts, life and disability insurance, discount programs, and a variety of voluntary benefits.

As of December 31, 2022 December 31, 2023, approximately 9% 12% of our employees were covered by various collective bargaining agreements, generally addressing pay rates, working hours, other terms and conditions of employment, certain employee benefits and orderly settlement of labor disputes.

#### **Key Agreements with Hilton Worldwide Holdings**

On January 3, 2017, in connection with the completion of the spin-off, each of us, Hilton and Park Hotels & Resorts Inc. became a separate and independently traded company. In connection with the spin-off, we entered into various agreements with Hilton and Park Hilton. Certain of such agreements have been fully performed. However, several agreements continue to govern certain key transactions and arrangements between the parties, in particular between us and Hilton, including our license agreement. The following is a summary of the terms of such agreements.

##### *Amended and Restated License Agreement*

###### *General*

In connection with the spin-off, we entered into a long-term license agreement with Hilton granting us (i) the right to use certain trademarks, including, without limitation, "Hilton Grand Vacations," "HGV," and "Hilton Club" (collectively, the "Hilton Marks"), in connection with the current and future operation of a Hilton branded vacation ownership business (the "Licensed Business"), (ii) a license or right to use certain other Hilton-owned intellectual property, including promotional content and access to Hilton's reservation system and property management software (collectively with the Hilton Marks, the "Hilton IP"), (iii) the right to use Hilton's loyalty program data and other customer information ("Hilton Data") to promote the Licensed Business and for other internal business purposes, and (iv) certain other rights. In exchange for these rights, we have agreed to pay Hilton license and other fees, and have agreed to certain restrictions on the operation of our business. In most cases, such rights are exclusive to us, but there are certain exceptions, many of which are described below. While the license agreement permits us to operate certain businesses that do not conflict with Hilton's business, including non-Hilton branded vacation ownership business, we are not permitted to use any Hilton IP or Hilton Data for such non-Hilton branded portions of our businesses without Hilton's prior consent.

In March 2021, in connection with entering into a definitive agreement to complete, and in anticipation of consummating, for the Diamond Acquisition, we and Hilton amended and restated the license agreement (which we refer to hereinafter, as amended, as the "License Agreement") to account for integrating the Diamond business and properties. In April 2022, we and Hilton further amended entered into the license agreement first amendment to the License Agreement (the "First Amendment") to define, among other things, (a) a 5-year plan for rebranding and integrating a majority of the Diamond properties into our branded properties, along with minimum room conversion requirements, (b) converting all of the Diamond sales centers into our branded sales centers, and (c) the new licensed marks, "HGV Max" and "Hilton Vacation Club" (which new licensed marks are part of the Hilton Marks).

In November 2023, in connection with entering into a definitive agreement to complete, and in anticipation of consummating, the Bluegreen Acquisition, we and Hilton entered into the second amendment to the License Agreement (the "Second Amendment") to provide certain terms for the integration of the properties, assets and business of

Bluegreen into our business following the expected completion of the merger. In connection with the January 2024 closing of the Bluegreen Acquisition, we and Hilton entered into the third amendment to the License Agreement (the "Third Amendment") that addresses our assumption of certain of Bluegreen's strategic relationships, including its relationship with Choice Hotels International, Inc. ("Choice"), as more fully described below, and pursuant to which we committed to a schedule for rebranding and converting certain of Bluegreen's properties and sales centers.

#### *Initial Term and Renewal Terms*

The initial term of the license agreement License Agreement will expire on December 31, 2116. After the initial term ends, we may continue to use the Hilton IP and Hilton Data on a non-exclusive basis for a "tail period" of 30 years in connection with our then existing licensed timeshare business and properties, provided that we continue to comply with the terms of the license agreement, License Agreement, including the payment of license and other fees.

Subject to certain exceptions, Hilton is not permitted to compete or use the Hilton IP or Hilton Data in the vacation ownership business (or license others to do so), and we generally have the exclusive right to use the Hilton IP and Hilton Data for our vacation ownership business (subject to certain limited exceptions) until December 31, 2051. Such "exclusivity" and "non-competition" period may be extended for additional 10-year terms if we achieve certain revenue targets in the last year of the exclusivity term or any subsequent renewal term, as applicable, or, if we do not achieve such applicable revenue target, by making a payment equal to 5% of the difference between certain revenue actually achieved and the applicable certain revenue target to cover such shortfall. Our ability to elect to make such additional payment to cover any shortfall is subject to a maximum of five payments during the renewal terms. In addition, in connection with the Bluegreen Acquisition, we agreed to the establishment of a minimum percentage of revenue that is required to be derived from the Hilton licensed business to maintain continued exclusivity.

#### *License Fee and Other Fees*

In exchange for the license and various rights granted to us by Hilton, we pay a license fee of 5% of gross revenues to Hilton quarterly in arrears, as well as specified additional fees. Gross revenues include our gross sales for the initial sale or re-sale of interests in the Licensed Business (subject to certain limited exceptions), property operations revenue, transient rental revenue and other certain revenues earned all with respect to the Licensed Business.

To account for the integration of the Diamond business into our operations, Hilton agreed to a reduced license fee for the initial five (5) years following the closing of the Diamond Acquisition for gross revenue arising from properties and sales centers that are rebranded and become part of the Licensed Business. The reduced license fee ranges from 2% to 4% of the applicable gross revenue, increasing annually until it reaches 5% during the fifth year and beyond. This reduced license fee structure is contingent upon us achieving certain minimum rebranding milestones related to room conversions with respect to the Diamond business and properties on an annual and cumulative basis over the five-year rebranding plan. If we do not achieve such minimum milestones, we will be subject to an escalated license fee of up to an additional 1%, plus the original fee percentage, of the applicable gross revenue. The escalated license fee is subject to being readjusted to the original fee percentage if we achieve the applicable cumulative rebranding target milestone in subsequent years. If we fail to achieve the final cumulative target by September 30, 2031, Hilton has the election, by notice to us, to prohibit our future offering of HGV Max.

The license agreement License Agreement also provides for a reduced license fee, ranging from 0% to 1.5%, over the initial five (5) years following the closing of the Diamond Acquisition for certain property level revenues (such as retail, food and beverage and transient rental at properties operating under the new Hilton Vacations Club brand) related to Diamond properties that are converted into our branded properties and become part of the Licensed Business.

In connection with the integration of the Bluegreen business, pursuant to the Second Amendment, we will pay Hilton a gradual ramp up of the license fee for the initial four (4) years following the completion of the transaction with respect to sales at converted Bluegreen sales facilities sourced by or through Bluegreen's existing lead generation sources or to those who are already members of HGV Max or a branded loyalty program, as well as various property-level revenues associated with the Bluegreen business (such as management fees and HOA expense reimbursements) (collectively, the "Bluegreen Related License Fees"). In connection with the Third Amendment, we have agreed to obtain certain amendments to the Choice agreements by December 31, 2024 to enable us to rebrand the Bluegreen properties and sales centers in accordance with a rebranding schedule. Further, pursuant to the Third Amendment, we have agreed to pay Hilton minimum Bluegreen Related License Fees for each of the years 2024 and 2025. In the event we are unable to obtain the amendments described above by December 31, 2024, we have agreed to continue to pay to Hilton minimum Bluegreen Related License Fees in years 2026 through 2029.

Pending the rebranding, and so long as they remain non-Hilton licensed branded properties, the Diamond properties and Bluegreen properties are required to be operated as a separate operation operations in accordance with the license agreement License Agreement. As discussed above, we are not permitted to use any Hilton IP or Hilton Data for such non-Hilton branded properties, and, accordingly, no license fees are generally owed to Hilton in connection with revenues associated with such properties and unbranded operations operations, except as may be required pursuant to the Second Amendment and the Third Amendment. The license agreement License Agreement sets forth specific parameters and requirements for any separation operations, including, without limitation, requirements for separate sales centers and personnel for sales related to such non-Hilton branded properties and operating such properties in completely separate physical locations as our Hilton-branded properties, subject to certain limited exceptions.

For the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, we incurred license fee expense of \$124 million \$138 million, \$80 million \$124 million, and \$51 million \$80 million, respectively. None of these license fees reflect the integration of Bluegreen, which closed on January 17, 2024.

During the term of the license agreement, License Agreement, we are required to participate in Hilton's loyalty program, currently known as the Hilton Honors program. We can purchase Hilton Honors points at cost for 20 years after the date of the original license agreement, and thereafter at the market rate (with a most favored nation provision, pursuant to which such market rate is no higher than the price paid by strategic partners that purchase a comparable volume of points annually on comparable business terms). For the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, we paid Hilton \$68 million \$53 million, \$43 million \$68 million and \$41 million \$43 million, respectively, for Hilton Honors points.

We have entered into a separate agreement with Hilton that governs the transfer of calls from Hilton to us and other related telemarketing services. Under this agreement, Hilton is required to use its reasonable best efforts to transfer calls to us at a level consistent with past practice prior to the spin-off for the first ten years. Hilton is required to provide the call transfer services at cost for the first 30 years and at market rates thereafter. For the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, we paid Hilton \$12 million \$11 million, \$9 million \$12 million and \$6 million \$9 million, respectively, for such call transfers.

#### *Brand Standards; Additional Properties or Projects*

We are required to comply with the Hilton brand standards applicable to the Licensed Business (which includes any part of the Diamond business or Bluegreen business that becomes part of the Licensed Business). The conversion of any Diamond property or Bluegreen property into our branded property is subject to an approval process by Hilton. In addition, the Diamond and Bluegreen properties rebranding and conversions are subject to an additional fire and life safety review process by Hilton.

Hilton also has the right to enter our vacation ownership properties at any time without notice and additional permission from us in order to verify that we are complying with the **license agreement** **License Agreement** and Hilton's standards and guidelines.

We are required to obtain Hilton's consent to develop or operate any additional vacation ownership properties under the Hilton Marks (including on our own undeveloped parcels).

#### *Deflagging of Properties*

Hilton has the right to "deflag" (prevent use of any Hilton IP or Hilton Data at) any property in our Licensed Business in certain circumstances, including if (i) a \$10 million or more final judgment is assessed against such property or a foreclosure suit is initiated against such property and not vacated; (ii) an ongoing threat or danger to public health or safety occurs at such property; (iii) such property fails to meet certain quality assurance system performance thresholds; or (iv) such property is not operated in compliance with the **license agreement** **License Agreement** or Hilton's other standards and agreements, and such breaches are not cured in accordance with the **license agreement** **License Agreement**.

#### *Certain Prohibited Transactions*

The **license agreement** **License Agreement** limits our ability to complete or participate in certain corporate transactions. Specifically, unless we obtain Hilton's prior written consent, we may not be able to: (i) merge with or acquire a Hilton competitor or a vacation ownership business that has entered into an operating agreement with a Hilton competitor; (ii) merge with or acquire a vacation ownership business together with a lodging business; or (iii) be acquired or combined with any entity other than an affiliate. However, we may acquire control of a business that is not a vacation ownership business or a lodging business without Hilton's consent, but we are required to operate such business as a "separate operation" that does not use the Hilton IP or Hilton Data unless Hilton consents to such use. As previously noted, under the **license agreement** **License Agreement**, we are required to operate the Diamond business and the Bluegreen business as a separate operation, pending the operations. We have established with Hilton rebrand plans for various Diamond properties and Bluegreen properties. Any conversion of any Diamond properties to our branded property in accordance with the rebrand plan, which must be approved by Hilton. As previously disclosed, we obtained Hilton's consent under the **license agreement** **License Agreement** for the Diamond Acquisition and the Bluegreen Acquisition.

Without Hilton's prior consent, we may not assign our rights under the **license agreement** **License Agreement**, except to one of our affiliates as part of an internal reorganization for tax or administrative purposes.

#### *Other Restrictions*

The **license agreement** **License Agreement** imposes various other restrictions and requirements that pertain to, without limitation, co-sponsoring credit cards and other payment alternatives, engaging in any lodging business, confidentiality and data security, and strict maintenance of, and compliance with, separation of operations that do not use any of Hilton IP or Hilton Data.

#### *Termination Rights; Damages*

Hilton has the right to terminate the **license agreement** **License Agreement** as a whole if, among other things: (i) we file for bankruptcy or cease business operations; (ii) 25 percent or more of our Hilton-branded vacation ownership properties fail certain performance thresholds or the overall customer satisfaction score for all our Hilton-branded vacation ownership properties falls below a certain threshold level, and we do not promptly cure such failures; (iii) we operate the Licensed Business in a way that has a material adverse effect on Hilton; (iv) we fail to pay certain amounts due to Hilton (and in certain cases, do not promptly cure such failures); (v) we contest Hilton's ownership of the Hilton IP or the Hilton Data; (vi) we merge with, consolidate with or are acquired by a competitor of Hilton; or (vii) we assign the agreement to a non-affiliate without Hilton's consent. In addition, if we are unable to obtain certain amendments to the Choice agreements by December 31, 2024, in addition to the minimum license fees payable from 2026 through 2029, Hilton has reserved various rights and remedies available to it under the License Agreement, including, without limitation, its right to terminate our exclusive rights to use the licensed marks in connection with a vacation ownership business and to engage in vacation ownership under any Hilton marks. See "Item 1A. Risk-Factors—Risks Related to the Integration of Bluegreen— We may not be able to integrate successfully and many of the anticipated benefits of combining us and Bluegreen may not be realized."

Under the **license agreement**, our **Our** right to use the Hilton Marks as a trade, corporate, d/b/a or similar name under the **License Agreement** will automatically terminate if: (i) the aggregate number of units of accommodation in our Licensed Business falls below two-thirds of the total number of units of accommodation in our entire vacation ownership business; business (subject to certain limited exceptions related to the integration periods for the Diamond Acquisition and Bluegreen Acquisition); (ii) we merge with or acquire control of the assets of certain Hilton competitors and we or they use their brands in any business after such acquisition; or (iii) we become an affiliate of another Hilton competitor.

If we breach our obligations under the **license agreement** **License Agreement**, Hilton may, in addition to terminating the **license agreement** **License Agreement**, be entitled to (depending on the nature of the breach): seek injunctive relief and/or monetary damages; suspend our access to and terminate our rights to use Licensed IP and/or Hilton Data (other than the Hilton Marks and certain other content); or terminate our rights to use the Licensed IP (including the Hilton Marks) and Hilton Data at specific locations that are not in compliance with performance standards.

If the **license agreement** **License Agreement** terminates due to our fault before the end of the term, we are required to cease use of the Hilton IP and Hilton Data according to a specified schedule. Hilton has the right to demand liquidated damages based upon its uncollected royalties and fees for the remainder of the term.

We are required to indemnify, defend and hold harmless Hilton from and against any claim or liability resulting from: (i) third-party claims based on (a) our breach of the **license agreement** **License Agreement**; (b) the operation of our vacation ownership properties; (c) any use of the Hilton IP or Hilton Data in violation of the **license agreement** **License Agreement** and (d) any use of any content provided to us pursuant to the **license agreement** **License Agreement**; or (ii) claims based on any security breach of our systems and/or unauthorized use or disclosure of Hilton Data.

Additionally, we reaffirmed our indemnification obligations and agreed to certain expense reimbursement provisions in connection with the Third Amendment for third-party claims that may arise out of the Bluegreen Acquisition.

This summary does not purport to be complete and is qualified in its entirety by reference to the full text of the Amended and Restated License Agreement, the First Amendment, and the Second Amendment, which was filed as Exhibits 10.2(a), 10.2(b) and 10.2(c), respectively, to this Annual Report on Form 10-K, and the Third Amendment, which is filed as Exhibit 10.2 to HGV's Current Report on Form 8-K filed with the SEC on March 11, 2021, and the First Amendment to Amended and Restated License Agreement, which was filed as Exhibit 10.1 to HGV's Current Report on Form 8-K filed with the SEC on April 7, 2022 January 17, 2024.

#### *Distribution Agreement*

We entered into a Distribution Agreement with Hilton and Park (the "Distribution Agreement") in connection with the spin-off. The Distribution Agreement provided for certain transfers of assets and assumptions of liabilities by each of Hilton, HGV and Park and the settlement or extinguishment of certain liabilities and other obligations among Hilton, HGV and Park. In addition, HGV, Hilton and Park agreed that losses related to certain contingent liabilities (and related costs and expenses) that generally are not specifically attributable to any of the separated real estate business, the timeshare business or the retained business of Hilton ("Shared Contingent Liabilities") will be apportioned among the parties according to fixed percentages of 65%, 26% and 9% for Hilton, Park and HGV, respectively. Costs and expenses of, and indemnification obligations to, third party professional advisors arising out of the foregoing actions also may be subject to these provisions. Subject to certain limitations and exceptions, Hilton will generally be vested with the exclusive management and control of all matters pertaining to any such Shared Contingent Liabilities. To date, there have been no contingent liabilities subject to these provisions since the spin-off. The Distribution Agreement also provides for cross-indemnities that, except as otherwise provided in the Distribution Agreement, are principally designed to place financial responsibility for the obligations and liabilities of each business with the appropriate company.

The foregoing summary does not purport to be complete and is qualified in its entirety by reference to the full text of the Distribution Agreement, which was filed as Exhibit 2.1 to HGV's Current Report on Form 8-K filed with the SEC on January 4, 2017 10-K.

#### *Tax Matters Agreement*

We have entered into a Tax Matters Agreement with Hilton and Park (the "Tax Matters Agreement") that governs the respective rights, responsibilities and obligations of Hilton, Park and us after the spin-off with respect to tax liabilities and benefits, tax attributes, tax contests and other tax sharing regarding U.S. federal, state, local and foreign income taxes, other tax matters and related tax returns. Although binding between the parties, the Tax Matters Agreement is not binding on the Internal Revenue Service ("IRS"). We and Park each will continue to have several liabilities with Hilton to the IRS for the consolidated U.S. federal income taxes of the Hilton consolidated group relating to the taxable periods in which we and Park were part of that group. The Tax Matters Agreement specifies the portion, if any, of this tax liability for which we and Park will bear responsibility, and each party has agreed to indemnify the other two parties against any amounts for which they are not responsible. The Tax Matters Agreement also provides special rules for allocating tax liabilities in the event that the spin-off is not tax-free. In general, under the Tax Matters Agreement, each party is responsible for any taxes imposed on Hilton that arise from the failure of the spin-off and certain related transactions to qualify as a tax-free transaction for U.S. federal income tax purposes under Sections 355 and 368(a)(1)(D) of the Code, as applicable, and certain other relevant provisions of the Code, to the extent that the failure to qualify is attributable to actions taken by such party (or with respect to such party's stock). The parties share responsibility, in accordance with sharing percentages applicable to Shared Contingent Liabilities, for any such taxes imposed on Hilton that are not attributable to actions taken by a party. In addition, to the extent that any taxes that may be imposed on the Hilton consolidated group for the taxable periods prior to the spin-offs relates to our timeshare business, we would be liable for the full amount under the Tax Matters Agreement.

The foregoing summary does not purport to be complete and is qualified in its entirety by reference to the full text of the Tax Matters Agreement, which was filed as Exhibit 10.2.10.1 to HGV's Current Report on Form 8-K filed with the SEC on January 4, 2017 10-K.

#### *Stockholders Agreement with Apollo*

In connection with the Diamond Acquisition, the Company, certain funds affiliated with Apollo, and, for certain limited purposes, Hilton entered into a stockholders agreement on August 2, 2021. For purposes of this section, the term "Apollo Investors" includes any affiliates of Apollo to whom the Apollo Closing Shares (defined below) may be transferred.

#### *Board and Governance Rights*

Under the stockholders agreement, the Apollo Investors have the right to designate two individuals (the "Apollo Designees") to serve on the Company's board of directors, out of a total of nine directors. If our Board increases its size, for every three additional directors added, the Apollo Investors have the right to appoint the third such director so long as the Apollo Investors (or their affiliates who have executed a joinder agreement to become party to the stockholders agreement) retain 23,935,707 of the aggregate number of shares of our common stock that the Apollo Investors received in the Diamond Acquisition (such shares, the "Apollo Closing Shares").

The Apollo Investors' right to designate members of the board of directors will step down as their ownership decreases, as follows: (a) ownership below 17,951,780 of the Apollo Closing Shares, one Apollo Designee will be required to resign; and (b) ownership below 11,967,853 of the Apollo Closing Shares, the second Apollo Designee will be required to resign, and the Apollo Investors will no longer be entitled to any representation on our Board. The Apollo Investors are not permitted to "buy back" into the right to designate any Apollo Designees to our Board by acquiring shares of our common stock in the future.

#### *Transfer Restrictions*

The Apollo Investors were subject to a 160-day lock-up period that expired on January 9, 2022. Currently, the Apollo Investors may freely transfer their shares so long as such transfers (i) comply with the volume and manner of sale restrictions in Rule 144, (ii) (a) involve the transfer of less than 5% of our total outstanding stock to any person or group, and (b) are not to certain competitors of HGV or Hilton, known holders of 5% or more of our common stock or known activists, or (iii) are pursuant to an underwritten offering or a broker-facilitated block trade.

#### *Standstill Obligations*

The Apollo Investors are subject to certain standstill obligations so long as they (i) own a number of shares equal to 5% of the total outstanding shares of our common stock or (ii) have the right to designate at least one director (later of these two dates, the "Standstill Removal Date"). Such standstill obligations include customary prohibitions

on certain actions, including acquiring additional stock of the Company, seeking to control or influence our board of directors or our management, and publicly offering to acquire HGV.

#### *Voting Matters*

So long as the Apollo Investors own at least 5,983,927 of the Apollo Closing Shares, they are obligated to vote all of their shares as recommended by our board of directors with respect to routine matters put to a vote of our stockholders. So long as the Apollo Investors hold at least 11,967,853 of the Apollo Closing Shares, the consent of the Apollo Investors is required to (i) amend our certificate of incorporation or bylaws in a manner that would require stockholder approval and would materially, disproportionately and adversely affect the rights of the Apollo Investors, or (ii) increase the size of our board of directors to exceed twelve directors; provided, that the Apollo Investors have no such consent right for amendments to our certificate of incorporation or bylaws to adopt a "poison pill" approved by our board of directors.

#### *Registration Rights*

The Apollo Investors have certain customary registration rights pursuant to which they may request that we register the Apollo Closing Shares on a registration statement under the Securities Act of 1933, as amended, subject to standard carve-outs. In addition, the Apollo Investors have certain "piggyback" rights allowing them to participate in registered public offerings by the Company. The Apollo Investors are responsible for paying all expenses for the registration of their shares.

#### *Pre-emptive Rights*

The Apollo Investors have limited preemptive rights on certain future equity issuances by us, subject to customary carve-outs and limitations, so long as the Apollo Investors own at least 11,967,853 shares of the Apollo Closing Shares.

#### *Termination*

The ~~stockholders~~ stockholder's agreement will terminate when the Apollo Investors no longer own at least 5,983,927 of the Apollo Closing Shares; provided, that certain provisions have different termination dates.

The foregoing summary does not purport to be complete and is qualified in its entirety by reference to the full text of the ~~stockholders~~ stockholder's agreement, which was filed as Exhibit 10.1 to HGV's Current Report on Form 8-K filed with the SEC on August 3, 2021.

#### **Where You Can Find More Information**

Our website address is [www.hgv.com](http://www.hgv.com). Information on our website is not incorporated by reference herein. We file reports with the SEC, including annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements on Schedule 14A (both preliminary and final, as applicable), and certain amendments to these reports. Copies of these reports are available free of charge on our website as soon as reasonably practicable after we file the reports with the SEC.

## **ITEM 1A. Risk Factors**

### **Risk Factor Summary**

Our business is subject to a number of risks of which you should be aware before making an investment decision. These risks include, but are not limited to, the following:

- Macroeconomic and other factors beyond our control;
- Contraction in the global economy or low levels of economic growth;
- Risks inherent to the timeshare and hospitality industry, including reliance on tourism and travel, and competition within the industry;
- ~~The COVID-19 pandemic, other Pandemics, epidemics or pandemics~~, and related events, including the various measures implemented or adopted to respond to ~~the pandemic~~; such events;
- Material harm to our business if we breach our license agreement with Hilton and Hilton exercises any of its remedies thereunder, which may include the loss of certain rights (such as exclusivity in the timeshare business) that we have or the agreement is terminated; termination of the license agreement;
- Our ability to use the Hilton brands and trademarks and rebrand the acquired Diamond and Bluegreen business and properties; properties, and any potential consequences under the license agreement if we fail to do so;
- The quality and reputation of the Hilton brands and affiliation with the Hilton Honors loyalty program;
- The ability of our critical marketing programs and activities to generate tour flow and contract sales and increase our revenues;
- Financial and operational risks related to acquisitions and business ventures, including partnerships or joint ventures;
- Our dependence on development activities and risks related to our real estate investments;
- The geographic concentration of properties we manage;
- Our current operations and future expansion outside of the United States;
- Our ability to hire, retain and motivate key personnel and our reliance on the services of our management team and employees;
- Third-party reservation channels affecting our bookings for room rental revenue;
- Impairment losses that could adversely affect our results of operations;
- Our insurance policies not covering all potential losses;

- Our ability to remediate an identified material weakness and maintain effective internal controls over financial reporting and disclosure controls and procedures;
- A decline in developed or acquired VOI inventory or failure to enter into and maintain fee-for service agreements or inability to source VOI inventory or finance sales if we or third-party developers are unable to access capital;
- The sales of VOIs in the secondary market;
- Our limited underwriting standards and a possible decline in the default rates or other credit metrics underlying our timeshare financing receivables;
- The expiration, termination or renegotiation of our management agreements;
- Disagreements with VOI owners or HOAs or the failure of HOA boards to collect sufficient fees or increases in maintenance fees at our resorts;
- Failure to keep pace with developments in technology;
- Lack of awareness or understanding of and failure to effectively manage our social media;
- Cyber-attacks or our failure to maintain the security and integrity of company, employee, customer or third-party data;
  
- Our ability to comply with a wide variety of laws, regulations and policies, including those applicable to our international operations;
  
- Changes in privacy laws, environmental laws, tax laws or accounting rules or regulations;
- Failure to comply with laws and regulations applicable to our international operations;
- Our substantial indebtedness and other contractual obligations, restrictions imposed on us by certain of our debt agreements and instruments and our variable rate indebtedness which subjects us to interest rate risk;
- Failure to comply with agreements relating to our outstanding indebtedness;
- Our ability, or the ability of our subsidiaries, to generate sufficient cash to meet our needs and service our indebtedness;
- Potential liabilities related to our spin-off from Hilton, including U.S. federal income tax liabilities, liabilities arising out of state and federal fraudulent conveyance laws and the possible assumption of responsibilities for obligations allocated to Hilton or Park;
- The sufficiency of any indemnity Hilton or Park is required to provide us and the amount of any indemnity we may be required to provide Hilton or Park related to the period prior to the spin-off;
- The ability of our board of directors to change corporate policies without stockholder approval;
- Anti-takeover provisions in our organizational documents and Delaware law and consent requirements in our license agreement with Hilton that may deter a potential business combination transaction;
- Fluctuation in the market price and trading volume of our common stock;
- Our ability to repurchase our common stock pursuant to our share repurchase program or that our share repurchase program will enhance long-term shareholder value. Share repurchases could also increase the volatility of the price of our common stock and diminish our cash reserves.
- The actions of activist stockholders; reserves;
- Our ability to integrate the Diamond business and the Bluegreen businesses successfully or realize the anticipated cost savings, synergies and growth in operating results; results with each such acquisition, as well as integrate strategic partnerships assumed in the Bluegreen Acquisition; and
- Our ability to effectively manage our expanded operations resulting from both the Diamond Acquisition and the Bluegreen Acquisition, including the respective trust system systems associated with the Diamond business such businesses.

The foregoing is only a summary of our risks. These and other risks are discussed more fully in the section entitled "Risk Factors" in Part I, Item 1A and elsewhere in this Annual Report on Form 10-K.

## Risk Factors

We are subject to various risks that could materially and adversely affect our business, financial condition, results of operations, liquidity and stock price. You should carefully consider the risk factors discussed below, in addition to the other information in this Annual Report on Form 10-K. Further, other risks and uncertainties not presently known to management or that management currently deems less significant also may result in material and adverse effects on our business, financial condition, results of operations,

*liquidity and stock price. The risks below also include forward-looking statements; and actual results and events may differ substantially from those discussed or highlighted in these forward-looking statements. See "Cautionary Note Regarding Forward-Looking Statements."*

#### **Risks Related to Our Industry**

##### ***Macroeconomic and other factors beyond our control can adversely affect and reduce demand for our products and services.***

Macroeconomic and other factors beyond our control can reduce demand for our products and services, including demand for timeshare products. These factors include, but are not limited to:

- changes in general economic conditions, including low consumer confidence, high unemployment levels and depressed real estate prices resulting from the severity and duration of any downturn in the U.S. or global economy;
- war, political conditions or civil unrest, violence or terrorist activities or threats and heightened travel security measures instituted in response to these events;
- the financial and general business condition of the travel industry;
- statements, actions or interventions by governmental officials related to travel and the resulting negative public perception of such travel;
- conditions that negatively shape public perception of travel, including travel-related accidents and outbreaks of pandemic or contagious diseases, such as COVID-19, Ebola, avian flu, severe acute respiratory syndrome (SARS), H1N1 (swine flu) and the Zika virus;
- cyber-attacks;
- price and availability of natural resources and supplies;
- natural or manmade disasters, such as earthquakes, windstorms, tornadoes, hurricanes, typhoons, tsunamis, volcanic eruptions, floods, drought, fires, oil spills and nuclear incidents, and the effects of climate change increasing the frequency and severity of extreme weather events; and
- organized labor activities, which could cause a diversion of business from resorts involved in labor negotiations and loss of business generally for the resorts we manage as a result of certain labor tactics.

Any one or more of these factors can adversely affect, and from time to time have adversely affected, individual resorts, particular regions and our business, financial condition and results of operations.

##### ***Contraction in the global economy or low levels of economic growth could adversely affect our revenues and profitability as well as limit or slow our future growth.***

Consumer demand for products and services provided by the timeshare industry is closely linked to the performance of the general economy and is sensitive to business and personal discretionary spending levels. Decreased global or regional demand for products and services provided by the timeshare industry can be especially pronounced during periods of economic contraction or low levels of economic growth, and the recovery period in our industry may lag overall economic improvement. Declines in demand for our products and services due to general economic conditions could negatively affect our business by decreasing the revenues we are able to generate from our VOI sales, financing activities and Club and resort operations. In addition, many of the expenses associated with our business, including personnel costs, interest, rent, property taxes, insurance and utilities, are relatively fixed. During a period of overall economic weakness, if we are unable to meaningfully decrease these costs as demand for our products and services decreases, our business operations and financial performance may be adversely affected.

##### ***We are subject to business, financial and operating risks inherent to the timeshare and hospitality industry, any of which could reduce our revenues and limit opportunities for growth.***

Our business is subject to a number of business, financial and operating risks inherent to the timeshare industry, including:

- changes in the supply and demand for our products and services;
- our ability to securitize the receivables that we originate in connection with VOI sales;
- delays in or cancellations of planned or future development or refurbishment projects;
- the financial condition of third-party developers with whom we do business;
- relationships with third-party developers, our Club members and HOAs;
- changes in desirability of geographic regions of our resorts and affiliated resorts, geographic concentration of our operations and shortages of desirable locations for development;
- changes in operating costs, including energy, food, employee compensation and benefits and insurance;
- increases in costs due to inflation or otherwise, including increases in our operating costs, that may not be fully offset by price and fee increases in our business;
- changes in taxes and/or governmental regulations that influence or set wages, prices, interest rates or construction and maintenance procedures and costs;
- significant increases in cost of health care coverage for employees, and various government regulation with respect to health care coverage;
- shortages of labor or labor disruptions;
- the availability and cost of capital necessary for us, and third-party developers with whom we do business, to fund investments, capital expenditures and service debt obligations;

- significant competition from other timeshare businesses and hospitality providers in the markets in which we operate;
- market and/or consumer perception and reputation of timeshare companies and the industry in general;
- the economic environment for and trends in the tourism and hospitality industry, which may impact the vacationing and purchasing decisions of consumers;
- the influence of social media on consumers' lodging decisions;
- increases in the use of third-party and competitor internet services to book hotel reservations, secure short-term lodging accommodations and market vacation rental properties;
- legal, business or regulatory issues unique to the geographic locations of our resorts and affiliated resorts, which could increase the cost of or result in delays in entering into or expanding in those locations.
- limited underwriting standards due to the real-time nature of industry sales practices;
- private resales of VOIs and the sale of VOIs in the secondary market; and
- the impact on the industry of unlawful or deceptive third-party VOI resale or vacation package sales schemes.

Any of these factors could increase our costs or limit or reduce the prices we are able to charge for our products and services or otherwise affect our ability to maintain existing properties or products, develop new properties, products and services or source VOI supply from third parties. As a result, any of these factors can reduce our revenues and limit opportunities for growth.

***We operate in a highly competitive industry.***

The timeshare industry is highly competitive. The Hilton brands we use compete with the timeshare brands affiliated with major hotel chains in national and international venues, and we compete generally with the vacation rental options generally offered by the lodging and travel industry (e.g., hotels, resorts, home and apartment sharing services, and condominium rentals) and other options such as cruises.

We also compete with other timeshare developers for sales of VOIs based principally on location, quality of accommodations, price, service levels and amenities, financing terms, quality of service, terms of property use, reservation systems, flexibility for VOI owners to exchange into time at other timeshare properties, or other travel rewards, including access to hotel loyalty programs, as well as brand name recognition and reputation. A number of our competitors are significantly larger than we are and have potentially greater access to capital resources and broader marketing, sales and distribution capabilities. We also compete with numerous other smaller owners and operators of timeshare resorts, as well as home and apartment sharing services that market available privately owned residential properties that can be rented on a nightly, weekly or monthly basis. In addition, we are in competition with national and independent timeshare resale companies and members reselling existing VOIs on the secondary market, which could reduce demand or prices for sales of new VOIs. We also compete with other timeshare management companies in the management of resorts on behalf of owners on the basis of quality, cost, types of services offered and relationship. We compete with other timeshare companies for off-site sales centers, through which we market our products to potential members, including in locations like high-traffic shopping centers and tourist attractions in leisure destinations.

We compete for property acquisitions and partnerships with entities that have similar investment objectives as we do. This competition could limit the number of, or negatively affect the cost of, suitable investment opportunities available to us.

Recent and potential future consolidation in the highly fragmented timeshare industry may increase competition. Consolidation may create competitors that enjoy significant advantages resulting from, among other things, a lower cost of, and greater access to, capital and enhanced operating efficiencies.

Our ability to remain competitive and to attract and retain members depends on our success in distinguishing the quality and value of our products and services from those offered by others. If we cannot compete successfully in these areas or if our marketing and sales efforts are not successful and we are unable to convert customers to a sufficient number of sales, this could negatively affect our operating profits and margins and our ability to recover the expense of our marketing programs and grow our business, diminish our market share and reduce our earnings.

***The COVID-19 Any pandemic, epidemic and related events have had, and may from time to time continue to have a material adverse effect on our business, financial condition and results of operations.***

The During the COVID-19 pandemic, and the various measures taken or implemented by governments and other authorities in the United States and around the world took and implemented unprecedented measures, and businesses, organizations and individuals, including HGV, implemented a variety of measures in response that were required or were believed to be advisable, including, without limitation, temporarily closing businesses. The pandemic, as well as such measures, had and may from time to time continue to have, an a significant adverse impact on domestic and international travel, consumer demand for travel, commercial activities across the travel, lodging and hospitality industries, businesses generally, and consequently, on our business and operations. These Any future variant of COVID-19 and/or new pandemic or epidemic that leads to similar measures, as well as a drop in demand for travel restrictions or responses could again materially and leisure activities, adversely impacted our business.

In response to the pandemic, we implemented a variety of measures that are or were required, or we believe are advisable, for impact our business, with the goal of keeping our customers, owners, team members, financial condition and the communities we serve as safe as reasonably feasible from the COVID-19 virus.

The conditions caused by the pandemic continue to be unpredictable, including as a result of new variants and governmental responses or restrictions and changes in behavior as a result. We will continue to monitor and respond to any restrictions or recommendations of national and local governments and public health agencies related to the COVID-19 pandemic, and could be subject to similar restrictions or impacts resulting from epidemics or global pandemics in the future. operating results.

**Risks Related to the Operation of Our Business**

***We do not own the Hilton brands and our business will be materially harmed if we breach our license agreement with Hilton or it is terminated.***

Following the spin-off, of HGV from Hilton in January 2017, Hilton retained ownership of the Hilton-branded trademarks, tradenames and certain related intellectual property used in the operation of our business. We entered into a license agreement with Hilton granting us the right to use the Hilton-branded trademarks, trade names and related intellectual property in our business for the term of the agreement. The license agreement was amended and restated in connection with the Diamond Acquisition and the Bluegreen Acquisition to facilitate our integration of the Diamond business and Bluegreen businesses and create a license fee structure related to the integration. If we breach our obligations under the license agreement, Hilton may be entitled to terminate the license agreement or terminate our rights to use the Hilton brands and other Hilton intellectual property at properties that do not meet applicable standards and policies, or to exercise other remedies. Pursuant to the license agreement, Hilton would be the sole owner of certain licensed marks related to any new brands associated with the Diamond portfolio that are we developed by us or may develop. If the license agreement is terminated, we could lose the right to use one or more of such new brands.

The termination of the license agreement or exercise of other remedies would materially harm our business and results of operations and impair our ability to market and sell our products and maintain our competitive position. For example, if we are not able to rely on the strength of the Hilton brands to attract prospective members and guests in the marketplace, our revenue and profits would decline, and our marketing and sales expenses would increase. If we are not able to use Hilton's marketing databases and corporate-level advertising channels to reach potential members and guests, including Hilton's internet address as a channel through which to market available inventory, our member growth would be adversely affected and our revenue would materially decline, and it is unlikely that we would be able to replace the revenue associated with those channels.

Even if the license agreement remains in effect, the termination or restriction of our rights to use any branded trademarks, trade names and related intellectual property licensed to us by Hilton at properties that fail to meet applicable standards and policies, or any deterioration of quality or reputation of the Hilton brands (even deterioration not leading to termination of our rights under the license agreement or not caused by us), could also harm our reputation and impair our ability to market and sell our products, which could materially harm our business.

In addition, if license agreement terms relating to the Hilton Honors loyalty program terminate, we would not be able to offer Hilton Honors points to our members and guests. This would adversely affect our ability to sell our products, offer the flexibility associated with our Club membership and sustain our collection performance on our timeshare financing receivables portfolio.

Finally, the license agreement imposes a number of restrictions or prohibitions on our business and operations, and our ability to engage in a number of transactions, including, without limitations, acquiring or being acquired by another entity, and engaging in any lodging business or otherwise competing with Hilton, in each case without Hilton's consent. Any noncompliance with any of these provision provisions may result in the termination of the license agreement, either automatically or at Hilton's election. In addition, while we are permitted under the license agreement to engage in certain other businesses, including owning and operating vacation ownership business and properties that are not Hilton-branded, in such instances, we are not permitted to use any of the rights and assets provided by Hilton under the license agreement in connection with such business and operation. In fact, we are required to comply with various requirements to operate such business and properties as "separate operation." separate operations. However, if any such non-Hilton branded vacation ownership properties and related units and revenues exceed certain thresholds, we may lose certain rights, including the right related to our use the Hilton trademark, of Hilton-branded trademarks, including our "Hilton Grand Vacations" corporate name. In addition, any non-compliance with the separation separate operations provision may give rise to Hilton's ability to terminate the license agreement. Any of the foregoing and other factors that lead to Hilton's termination of the license agreement will have a material and irreparable adverse impact on our business. See "Item 1. Business—Key Agreements with Hilton Worldwide Holdings."

**We will rely on Hilton to consent to our use of its trademarks at new properties we manage in the future.**

Under the terms of our license agreement with Hilton, we are required to obtain Hilton's consent to use its trademarks in circumstances specified in the license agreement. Hilton may reject a proposed project in certain circumstances. Any requirements to obtain Hilton's consent to our expansion plans, including the ongoing conversion rebranding of the acquired Diamond resorts and planned rebranding of the acquired Bluegreen resorts to Hilton branded properties, or the need to identify and secure alternative expansion opportunities because Hilton does not allow us to use its trademarks with proposed new projects, may delay implementation of our expansion plans, cause us to incur additional expense or reduce the financial viability of our projects. Further, if Hilton does not permit us to use its trademarks in connection with our expansion plans, our ability to expand our Hilton-branded timeshare business would cease and our ability to remain competitive may be materially adversely affected. See "Our Risks Related to the Integration of Diamond—Our ability to integrate the acquired Diamond business could be harmed if Hilton does not consent to the use of their trademarks in connection with the conversion rebranding of Diamond resorts," "Risks Related to the Integration of Bluegreen—Our ability to integrate the acquired Bluegreen business could be harmed if Hilton does not consent to the use of its trademarks in connection with the rebranding of Bluegreen resorts" and "Item 1. Business—Key Agreements with Hilton Worldwide Holdings."

**Our business depends on the quality and reputation of the Hilton brands and affiliation with the Hilton Honors loyalty program.**

Currently, our Legacy HGV products and services are offered under the Hilton brand names and affiliated with the Hilton Honors loyalty program, and we intend to continue to develop and offer products and services under the Hilton brands and affiliated with the Hilton Honors loyalty program in the future, including the products acquired in the Diamond Acquisition and the Bluegreen Acquisition. In addition, the license agreement contains significant prohibitions on our ability to own or operate properties that are not Hilton brand names. The concentration of our products and services under these brands and program may expose us to risks of brand or program deterioration, or reputational decline, that are greater than if our portfolio were more diverse. Furthermore, as we are not the owner of the Hilton brands or the Hilton Honors loyalty program, changes to these brands and program or our access to them, including our ability to buy points to offer to our members and potential members, could negatively affect our business. Any failure by Hilton to protect the trademarks, trade names and intellectual property that we license from it could reduce the value of the Hilton brands and also harm our business. If these brands or program deteriorate or materially change in an adverse manner, or the reputation of these brands or program declines, our market share, reputation, business, financial condition or results of operations could be materially adversely affected.

**We rely on several critical marketing programs and activities to generate tour flow and contract sales and increase our revenues.**

We rely on several critical marketing activities to engage with potential VOI purchasers for generating tour flow, contract sales and financing fees, resort management and other revenues. These include targeted direct marketing, transfers of calls by Hilton of its customers to us pursuant to an agreement, and the successful implementation of our digital and technology-based marketing strategy. Any significant changes to one or more factors that adversely affect such marketing activities, such as changes in consumer behavior and preference for vacations or a decrease in the number of calls being transferred from Hilton due to increasing consumer reliance on digital tools, will adversely impact our revenue.

**We may experience financial and operational risks in connection with acquisitions and other opportunistic business ventures.**

We will consider strategic acquisitions to expand our inventory options and distribution capabilities; however, we may be unable to identify attractive acquisition candidates or complete transactions on favorable terms. Future acquisitions could result in potentially dilutive issuances of equity securities and/or the assumption of contingent liabilities. These acquisitions may also be structured in such a way that we will be assuming unknown or undisclosed liabilities or obligations. Moreover, we may be unable to efficiently integrate acquisitions, management attention and other resources may be diverted away from other potentially more profitable areas of our business and in some cases these acquisitions may turn out to be less compatible with our growth and operational strategy than originally anticipated. The occurrence of any of these events could adversely affect our business, financial condition and results of operations.

As part of our business strategy, we also intend to continue collaborating with Hilton on timeshare development opportunities at new and existing hotel properties and explore growth opportunities along the Hilton brand spectrum, as well as expand our marketing partnerships and travel exchange partners. However, we may be unable to successfully enter into these arrangements on favorable terms or launch related products and services, or such products and services may not gain acceptance among our members or be profitable. The failure to develop and execute any such initiatives on a cost-effective basis could have an adverse effect on our business, financial condition and results of operations.

**Partnership or joint venture investments could be adversely affected by our lack of sole decision-making authority, our reliance on partners' or co-venturers' financial condition, disputes between us and our partners or co-venturers and our obligation to guaranty certain obligations beyond the amount of our investments.**

We have co-invested with third parties and we may in the future co-invest with other third parties through partnerships, joint ventures or other entities, acquiring non-controlling interests in, or sharing responsibility for managing the affairs, of a timeshare property, partnership, joint venture or other entity. **These include our Elara joint venture with**

**Blackstone and the Bluegreen-Bass Pro joint venture that we assumed as part of the Bluegreen Acquisition.** Consequently, with respect to any such third-party arrangements, we would not be in a position to exercise sole decision-making authority regarding the property, partnership, joint venture or other entity, and may, under certain circumstances, be exposed to risks not present if a third party were not involved, including the possibility that partners or co-venturers might become bankrupt or fail to fund their share of required capital contribution. In addition, we may be forced to make contributions to maintain the value of the property. Such investments may also have the potential risk of impasses on decisions, such as a sale, because neither we nor the partner or co-venturer may have full control over the partnership or joint venture. We and our respective partners or co-venturers may each have the right to trigger a buy-sell right or forced sale arrangement, which could cause us to sell our interest, or acquire our partners' or co-venturers' interest, or to sell the underlying asset, either on unfavorable terms or at a time when we otherwise would not have initiated such a transaction. In addition, a sale or transfer by us to a third party of our interests in the partnership or joint venture may be subject to consent rights or rights of first refusal in favor of our partners or co-venturers, which would in each case restrict our ability to dispose of our interest in the partnership or joint venture. Any or all of these factors could adversely affect the value of our investment, our ability to exit, sell or dispose of our investment at times that are beneficial to us, or our financial commitment to maintaining our interest in the joint ventures.

Our joint ventures may be subject to debt and the refinancing of such debt, and we may be required to provide certain guarantees or be responsible for the full amount of the debt, beyond the amount of our equity investment, in certain circumstances in the event of a default. Our joint venture partners may take actions that are inconsistent with the interests of the partnership or joint venture, or in violation of the financing arrangements and trigger our guaranty, which may expose us to substantial financial obligation and commitment that are beyond our ability to fund. In addition, partners or co-venturers may have economic or other business interests or goals that are inconsistent with our business interests or goals and may be in a position to take action or withhold consent contrary to our policies or objectives. In some instances,

partners or co-venturers may have competing interests in our markets that could create conflict of interest issues. Disputes between us and partners or co-venturers may result in litigation or arbitration that would increase our expenses and prevent our officers from focusing their time and effort on our business. Consequently, actions by or disputes with partners or co-venturers co-

venturers might result in subjecting assets owned by the partnership or joint venture, and to the extent of any guarantee our assets, to additional risk. In addition, we may, in certain circumstances, be liable for the actions of our third-party partners or co-venturers.

**Our dependence on development activities exposes us to project cost and completion risks.**

We secure VOI inventory in part by developing new timeshare properties and new phases of existing timeshare properties. We have continued our construction activities as a critical source of developing new inventories that we sell and will continue to sell. Our ongoing involvement in the development of inventory presents a number of risks, including:

- weakness in the capital markets limiting our ability to raise capital for completion of projects or for development of future properties or products;
- construction costs and the costs of materials and supplies, to the extent they escalate faster than the pace at which we can increase the price of VOIs, adversely affecting our profits and margins;

- construction delays, supply chain delays, labor shortages, zoning and other local, state or federal governmental approvals, particularly in new geographic areas with which we are unfamiliar, cost overruns, lender financial defaults, or natural or man-made disasters, such as earthquakes, tsunamis, hurricanes, floods, fires, volcanic eruptions and oil spills, increasing overall project costs, affecting timing of project completion or resulting in project cancellations;
- any liability or alleged liability or resultant delays associated with latent defects in design or construction of projects we have developed or that we construct in the future adversely affecting our business, financial condition and reputation;
- failure by third-party contractors to perform for any reason, exposing us to operational, reputational and financial harm; and
- the existence of any title defects in properties we acquire.

We also source inventory from third-party developers that are exposed to such risks, and the occurrence of any of these risks with respect to those third parties could have a material adverse effect on our access to the inventory sourced from these developers. In addition, developing new VOIs to market and sell requires us to register such VOIs in applicable states, which necessitates the incurrence of additional time and cost, and in many jurisdictions, the exact date of any such registration approvals cannot be accurately predicted. Any significant delays in timeshare project registration approvals will materially adversely impact our sales activities and thereby negatively impact our revenue. See **“—Our business is regulated under a wide variety of laws, regulations and policies, and failure to comply with these regulations could adversely affect our business.”**

***Our real estate investments subject us to numerous risks.***

We are subject to the risks that generally relate to investments in and the development of real property. A variety of factors affect income from properties and real estate values, including laws and regulations, insurance, interest rate levels and the availability of financing. Our license agreement or other agreements with Hilton may require us to incur unexpected costs required to cause our properties to comply with applicable standards and policies. **In recent years, our** Our financial results have been positively impacted by a lower interest rate environment. However, when interest rates increase the cost of acquiring, developing, expanding or renovating real property increases, and real property values may decrease as the number of potential buyers decrease. Similarly, as financing becomes less available, it becomes more difficult both to acquire and develop real property. Many costs of real estate investments, such as real estate taxes, insurance premiums, maintenance costs and certain operating costs, are generally more fixed than variable, and as a result are not reduced even when a property is not fully sold or occupied. If any of these risks were realized, they could have a material adverse effect on our results of operations or financial condition.

***We manage a concentration of properties in particular geographic areas, which exposes our business to the effects of regional events and occurrences.***

Our properties are concentrated in certain geographic areas including Florida, Europe, Hawaii, California, Arizona, Nevada, and Virginia and are, therefore, particularly susceptible to adverse developments in those areas. These economic developments include regional economic downturns, significant increases in the number of our competitors' products in these markets, and potentially higher labor, real estate, tax or other costs in the geographic markets in which we are concentrated. In addition, **the** our properties **we manage** are subject to the effects of adverse acts of natural or man-made

disasters, including earthquakes, windstorms, tornadoes, hurricanes, typhoons, tsunamis, volcanic eruptions, floods, drought, **climate changes**, fires, oil spills and nuclear incidents. Extreme weather events and adverse weather conditions, including hurricanes, flooding and forest fires, that impact the areas in which our properties are concentrated may increase in

frequency and severity as a result of climate change. Depending on the severity of these disasters, the damage could require closure of all or substantially all of these properties in one or more markets for a period of time while the necessary repairs and renovations, as applicable, are undertaken. In addition, we cannot guarantee that the amount of insurance maintained for these properties from time to time would entirely cover damages caused by any such event. Further, actual or threatened war, political conditions or civil unrest, violence or terrorist activities or threats and heightened travel security measures instituted in response to these events, could also interrupt or deter vacation plans to our key markets. As a result of this geographic concentration of properties, we face a greater risk of a negative effect on our revenues in the event these areas are more severely and more frequently affected by adverse economic and competitive conditions, extreme weather, man-made disasters, and political and civil unrest.

***Our current operations and future expansion outside of the United States make us susceptible to the risks of doing business internationally, which could lower our revenues, increase our costs, reduce our profits or disrupt our business.***

We currently have timeshare properties located in the United States, Europe, Mexico, the Caribbean, Canada and **Japan**, **Asia**. We also market our products and services in the Asia Pacific region, primarily in Japan and South Korea. In addition, as part of our business strategy, we intend to continue the expansion of our operations in Japan, including by developing property there and selling VOIs at properties located in Japan, as well as explore further expansion opportunities in other countries located in the Asia Pacific region, Mexico, Europe and the Caribbean. Such activities may not be limited only to marketing efforts for existing international and U.S. properties and products in other countries, but may also include acquiring, developing, managing, marketing, offering and/or financing timeshare properties and VOI related products and services in such countries. Current and future international operations expose us to a number of additional challenges and risks that may not be inherent in operating solely in the U.S., including, for example, the following:

- rapid changes in governmental, economic, legislative or political policy;
- political or civil unrest, acts of terrorism or the threat of international boycotts or U.S. anti-boycott legislation;

- negative impact on governmental relationships between those countries in which we currently operate or have future expansion plans, on one hand, and the U.S., on the other hand, which may result in undesirable trade, travel or similar regulations, thereby negatively affecting the tourism industry generally, and the timeshare and leisure industry specifically;
- increases in anti-American sentiment and the identification of the Hilton brands as American brands;
- recessionary trends or economic instability in international markets;
- changes in foreign currency exchange rates or currency restructurings and hyperinflation or deflation in the countries in which we operate;
- the effect of disruptions caused by severe weather, natural disasters, outbreaks of disease or other events that make travel to a particular region less attractive or more difficult;
- the presence and acceptance of varying levels of business corruption in international markets and the effect of various anti-corruption and other laws;
- the imposition of restrictions on currency conversion or the transfer of funds;
- the ability to comply with or effect of complying with complex and changing laws, regulations and policies of foreign governments that may affect investments or operations, including foreign ownership restrictions, import and export controls, tariffs, embargoes, increases in taxes paid and other changes in applicable tax laws;
- uncertain, unfamiliar and/or unpredictable regulatory environment that may adversely affect the acquisition, development, management, marketing, sales, financings, and related activities that affect the lodging, real estate, and travel industries, and, more specifically, to the timeshare industry, such as zoning laws, real estate development regulations, and consumer privacy;
- exposure to litigation in foreign jurisdictions, including the expense and time necessary to litigate and the potential of adverse **outcomes**:

- consequences of the United Kingdom's exit from the European Union, including new or different regulations; outcomes;**
- uncertainties as to local laws regarding, and enforcement of, contract and intellectual property rights;
- forced nationalization of resort properties by local, state or national governments;
- different social or cultural norms and practices that are not customary in the U.S.; and
- the difficulties involved in managing an organization doing business in different countries.

These and other factors may materially adversely affect our business generally, future expansion plans, revenues from international operations, and costs and profits, as well as our financial condition. Our acquisition of Diamond has expanded our operations to a number of jurisdictions in which we had not previously operated and subjected us to a number of additional legal considerations. Expansion of our international operations into other countries and territories may result in greater inefficiencies in navigating the risks of operating internationally and could result in greater effects on our business than would be experienced by a company with greater international experience.

Similarly, we market our U.S. and international properties in Japan, have begun developing products and services in Japan, and intend to continue the expansion of our operations in Japan. The Japanese economy has in recent years experienced periods of fiscal and economic volatility, and we may be unable to properly predict the effect of such volatility, including the actions that may be taken by the Japanese government, in a way that fully mitigates the impact of such volatility on our marketing activities and businesses in Japan.

In Mexico, the developer of certain acquired Diamond resorts has agreed to requirements that would consider themselves Mexican nationals with respect to certain properties. The developer also agreed to not invoke the protection of the government in matters relating to the property. Generally, rules in Mexico limit ownership of land near Mexico's borders and beaches to Mexican citizens and companies, unless granted the right by the Mexican government. If the developer of the resorts in Mexico fails to comply with the agreement with the Mexican government, it would forfeit the land back to Mexico.

***We rely on highly skilled personnel and, if we are unable to retain or motivate key personnel, hire qualified personnel, or maintain our corporate culture, we may not be able to grow effectively.***

Our performance largely depends on the talents and efforts of highly skilled individuals. Our future success depends on our continuing ability to identify, hire, develop, motivate, and retain highly skilled personnel for all areas of our organization. Competition in our industry for qualified employees is intense, and certain of our competitors have directly targeted our employees. Our compensation arrangements may not always be successful in attracting new employees and retaining and motivating our existing employees, and we may need to increase compensation in order to maintain our workforce.

The loss of any members of our management team could adversely affect our strategic, member and guest relationships and impede our ability to execute our business strategies. If we cannot recruit, train, develop or retain sufficient numbers of talented employees, we could experience increased employee turnover, decreased member and guest satisfaction, low morale, inefficiency or internal control failures, which could materially reduce our profits. In addition, insufficient numbers of skilled employees at our properties could constrain our ability to maintain our current levels of business or successfully expand our business.

We believe that our corporate culture fosters innovation, creativity, and teamwork. As our organization grows, and we are required to implement more complex organizational management structures, we may find it increasingly difficult to maintain the beneficial aspects of our corporate culture and attract and retain employees. This

could negatively affect our future success.

**Third-party reservation channels may negatively affect our bookings for room rental revenues.**

Some stays at the properties we manage are booked through third-party internet travel intermediaries, such as expedia.com, orbitz.com and booking.com, as well as lesser-known and/or newly emerging online travel service providers. As the percentage of internet bookings increases, these intermediaries may be able to obtain higher commissions, reduced room rates or other significant contract concessions from us. Moreover, some of these internet travel intermediaries are attempting to commoditize lodging, by increasing the importance of price and general indicators of quality (such as "three-star property") at the expense of brand identification. These intermediaries also generally employ aggressive marketing strategies, including expending significant resources for online and television advertising campaigns to drive consumers to their websites. Additionally, consumers can book stays at the properties we manage through other distribution channels, including travel agents, travel membership associations and meeting procurement firms. Over time, consumers may develop loyalties to these third-party reservation systems rather than to our booking channels. Although we expect to derive most of our business from traditional channels and our websites (and those of Hilton), our business and profitability could be adversely affected if customer loyalties change significantly, diverting bookings away from our distribution channels.

**Changes to estimates or projections used to assess the fair value of our assets, or operating results that are lower than our current estimates at certain locations, may cause us to incur impairment losses that could adversely affect our results of operations.**

Our total assets include intangible assets with finite useful lives and long-lived assets, principally property and equipment and VOI inventory. We evaluate our intangible assets with finite useful lives and long-lived assets for impairment when circumstances indicate that the carrying amount may not be recoverable. Our evaluation of impairment requires us to make certain estimates and assumptions including projections of future results. After performing our evaluation for impairment, including an analysis to determine the recoverability of long-lived assets, we will record an impairment loss when the carrying value of the underlying asset, asset group or reporting unit exceeds its fair value. We carry our VOI inventory at the lower of cost or estimated fair value, less costs to sell. If the estimates or assumptions used in our evaluation of impairment or fair value change, we may be required to record impairment losses on certain of these assets. If these impairment losses are significant, our results of operations would be adversely affected.

**Our insurance policies may not cover all potential losses.**

We maintain insurance coverage for liability, property, business interruption, cyber liability and other risks with respect to business operations. While we have comprehensive property and liability insurance policies with coverage features and insured limits that we believe are customary, market forces beyond our control may limit the scope of the insurance coverage we can obtain or our ability to obtain coverage at reasonable rates. The cost of our insurance may increase, and our coverage levels may decrease, which may affect our ability to maintain customary insurance coverage and deductibles at acceptable costs. There is a limit as well as various sub-limits on the amount of insurance proceeds we will receive in excess of applicable deductibles. If an insurable event occurs that affects more than one of our properties, the claims from each affected property may be considered together to determine whether the per occurrence limit, annual aggregate limit or sub-limits, depending on the type of claim, have been reached. If the limits or sub-limits are exceeded, each affected property may only receive a proportional share of the amount of insurance proceeds provided for under the policy. Further, certain types of losses, generally of a catastrophic nature, such as earthquakes, hurricanes and floods, war, terrorist acts, such as biological or chemical terrorism, political risks, some environmental hazards and/or natural or man-made disasters, may be outside the general coverage limits of our policy, subject to large deductibles, deemed uninsurable or too cost-prohibitive to justify insuring against. In addition, in the event of a substantial loss, the insurance coverage we carry may not be sufficient to pay the full market value or replacement cost of the affected resort or in some cases may not provide a recovery for any part of a loss. As a result, we could lose some or all the capital we have invested in a property, as well as the anticipated future marketing, sales or revenue opportunities from the property. Further, we could remain obligated under guarantees or other financial obligations related to the property despite the loss of product inventory, and our members could be required to contribute toward deductibles to help cover losses.

**We have identified a material weakness in our internal control over financial reporting related to Diamond. If we are unable to remediate this material weakness, experience additional material weaknesses, or otherwise fail to maintain an effective system of internal control over financial reporting, we may not be able to accurately or timely report our financial results, in which case our business may be harmed, our stock price could be adversely affected, and we may otherwise experience other adverse consequences.**

As a public company, we are required by Section 404 of the Sarbanes-Oxley Act to evaluate the effectiveness of our internal control over financial reporting. We must also include a report issued by our independent registered public accounting firm based on their audit of our internal control over financial reporting.

As discussed in Part II, Item 9A of this Annual Report on Form 10-K, previously disclosed, in connection with our year-end assessment of internal control over financial reporting, our management determined that, as of December 31, 2022, we did not maintain effective internal control over financial reporting due to a material weakness in internal control over financial reporting related to Diamond, which we acquired in August 2021. A material weakness is a deficiency, or a combination of deficiencies, in our internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on August 2, 2021. Specifically, a timely basis.

While such material weakness has been fully remediated, as discussed in Part II, Item 9A of this Annual Report on Form 10-K, in connection with our 2023 year-end assessment of internal control over financial reporting, our management concluded determined that, Diamond, which was privately owned prior to our acquisition and, accordingly, not a reporting company under the Exchange Act, as of December 31, 2023, we did not adequately identify, design and implement the process-level controls for its significant processes that are necessary for compliance with the requirements for maintain effective internal control over financial reporting companies pursuant to the Exchange Act, and Diamond did not have appropriate a material weakness in internal control over financial reporting arising out of ineffectively designed general information technology controls over user access for its an IT application used to initiate revenue and inventory transactions. As a result, process-level automated controls and manual controls that are dependent on the completeness and accuracy of information technology systems or such controls did not operate for a sufficient period of time prior to derived from the assessment date, affected IT application were also ineffective.

We have commenced taking, and will continue to take, steps to enhance the risk assessment process and design and implementation of internal controls over financial reporting with respect to Diamond, the user access matter, including incorporating additional controls and processes, and enhancing and revising the design of our existing financial reporting and information technology controls and procedures, procedures, and incorporating additional controls and processes. However, the material weakness will not be considered remediated until the applicable controls operate for a sufficient period of time and management has concluded, through testing, that these

controls are operating effectively. There can be no assurances that such remediation steps will be complete in our anticipated timeframe or if they will successfully remediate the material weakness identified on a timely basis. As a result, we may not be successful in making the improvements necessary to remediate such material weakness, be able to do so in a timely manner, or be able to identify and remediate additional control deficiencies, including material weaknesses, in the future. Furthermore, information technology and other controls and procedures can be extensive and numerous, and there can be no assurance that our management may not uncover other deficiencies in the future that could lead to additional material weaknesses. Any one or more of these outcomes could cause us to fail to meet our financial reporting obligations or result in material misstatements in our financial statements, which could adversely affect our business generally and lead to other adverse consequences, including, without limitation, the loss of investor confidence in us, reduction of our stock price, and exposure to litigation or government investigations and/or sanctions. In addition, remediation plans can be costly and divert critical attention of our internal personnel and resources, which could increase our general and administrative expenses and decrease our net operating results.

***Our business could be adversely impacted if we have deficiencies in our disclosure controls and procedures, including as a result of the material weakness identified by management.***

The design and effectiveness of our disclosure controls and procedures are closely tied to and interdependent with our internal control over financial reporting. Our disclosure controls and procedures, as may be updated to include additional controls and processes, and enhanced enhancements to revise the design of existing financial reporting and information technology controls and procedures, as well as adding additional controls and processes, as previously discussed, are designed to ensure that information we are required to disclose in the reports that we file or submit under the Exchange Act and applicable rules and regulations is recorded, processed, summarized and reported within the time periods specified in such rules and forms, and that such required information is accumulated and communicated to our management in a timely manner. Nonetheless, our disclosure controls and procedures may not prevent all omissions, errors, or misstatements due to a number of factors, including, without limitation, resource constraints, benefits of the controls and procedures relative to their costs, human error and judgment, or intentional circumvention by individual acts, any of which may cause omissions, errors, or misstatements. While management will continue to review the effectiveness of our disclosure controls and procedures, including our internal controls over financial reporting, there can be no guarantee that our disclosure controls and procedures and internal controls will prevent all omissions, errors and misstatements, intentional or otherwise, any occurrence of which may result in material omissions or misstatements in our filings with the SEC, which could materially adversely affect our financial results, investor confidence, our stock price, and our business generally.

#### **Risks Related to the Sale of VOIs**

***A decline in developed or acquired VOI inventory or our failure to enter into and maintain fee-for-service agreements may have an adverse effect on our business or results of operations.***

In addition to VOI supply that we develop or acquire, we source VOIs through fee-for-service agreements with third-party developers. If we fail to develop timeshare properties, acquire inventory or are unsuccessful in entering into new agreements with third-party developers, we may experience a decline in VOI supply, which could result in a decrease in our revenues. Approximately 44% 47% of our contract sales were from capital-efficient sources for the year ended December 31, 2022 December 31, 2023. As part of our strategy to optimize our sales mix of capital-efficient inventory, we will continue to acquire inventory and enter into additional fee-for-service agreements to source inventory. These arrangements may expose us to additional risk as we will not control development activities or timing of development completion. If third parties with whom we enter into agreements are not able to fulfill their obligations to us, the inventory we expect to acquire or market and sell on their behalf may not be available on time or at all, or may not otherwise be within agreed-upon specifications, including the specifications that we must meet in order to use Hilton's trademarks at such properties. If our counterparties do not perform as expected and we do not have access to the expected inventory or obtain access to inventory from alternative sources on a timely basis, our ability to achieve sales goals may be adversely affected.

In addition, a decline in VOI supply could result in a decrease of financing revenues that are generated by VOI purchases and fee and rental revenues that are generated by our resort and Club management services.

***Our ability to source VOI inventory and finance VOI sales may be impaired if we or the third-party developers with whom we do business are unable to access capital when necessary.***

The availability of funds for new investments, primarily developing, acquiring or repurchasing VOI inventory, depends in part on liquidity factors and capital markets over which we can exert little, if any, control. Instability in the financial markets and any resulting contraction of available liquidity and leverage could constrain the capital markets for investments in timeshare products. In addition, we intend to access the securitization markets to securitize our timeshare financing receivables. Any future deterioration in the financial markets could preclude, limit, delay or increase the cost to us of future securitizations. Instability in the financial markets could also affect the timing and volume of any securitizations we undertake, as well as the financial terms of such securitizations. Any indebtedness we incur, including indebtedness under these facilities, may adversely affect our ability to obtain any additional financing necessary to develop or acquire additional VOI inventory, to make other investments in our business, or to repurchase VOIs on the secondary market. Furthermore, volatility in the financial markets, due to tightening of underwriting standards by lenders and credit rating agencies, among other things, could result in less availability of credit and increased costs for what is available. As a result, we may not be able to obtain financing on attractive terms or at all. If our overall cost of borrowing increases, the increased costs would likely reduce future cash flow available for distribution, affecting our growth and development plans.

We also require the issuance of surety bonds in connection with our real estate development and VOI sales activity. The availability, terms and conditions and pricing of our bonding capacity is dependent on, among other things, continued financial strength and stability of the insurance company affiliates providing the bonding capacity, general availability of such capacity, and our corporate credit rating. If bonding capacity is unavailable, or alternatively, if the terms and conditions and pricing of such bonding capacity are unacceptable to us, our business could be negatively affected.

We have and will continue to enter into fee-for-service agreements with third-party developers to source inventory. These agreements enable us to generate fees from the marketing and sales services we provide, Club memberships and from the management of the timeshare properties without requiring us to fund acquisition and construction costs. If these developers are not able to obtain or maintain financing necessary for their operations, we may not be able to enter into these arrangements, which would limit opportunities for growth and reduce our revenues.

***The sale of VOIs in the secondary market by existing members could cause our sales revenues and profits to decline.***

Existing members have offered, and are expected to continue to offer, their VOIs for sale on the secondary market. The sale of VOIs has been made easier by recent development of virtual marketplaces assisting members with the sale of their VOIs. The prices at which these intervals are sold are typically less than the prices at which we would sell the intervals. As a result, these sales create additional pricing pressure on our sale of VOIs, which could cause our sales revenues and profits to decline. In addition, if the secondary market for VOIs becomes more organized or financing for such resales becomes more available, our ability to sell VOIs could be adversely affected and/or the resulting availability of VOIs (particularly where the VOIs are available for sale at lower prices than the prices at which we would sell them) could adversely affect our sales

revenues. Further, unlawful, fraudulent or deceptive third-party VOI resale or vacation package sales schemes could damage the reputation of the industry, our reputation and brand value, or affect our ability to collect management fees, which may adversely affect our revenues and results of operations.

Development of a strong secondary market may also cause a decline in the volume of VOI inventory that we are able to repurchase, which could adversely affect our development margin, as we utilize this low-cost inventory source to supplement our inventory needs and help manage our cost of vacation ownership products.

**We have limited underwriting standards due to the real-time nature of industry sales practices, and do not include traditional ability-to-pay factors such as income verification which may affect loan default rates. If purchasers' default on the loans that we provide to finance their VOI purchases, our revenues, cash flows and profits could be reduced.**

We originate loans for purchasers of our VOIs who qualify according to our credit criteria. Our underwriting standards generally employ FICO® score-based standards, down payment ratios, and borrowing history, but due to the real-time nature of industry sales practices, do not include certain traditional ability-to-pay factors, such as income verification.

Providing secured financing to some purchasers of VOIs subjects us to the risk of purchaser default. As of December 31, 2022 December 31, 2023, our consumer loan portfolio had a balance of approximately \$2.5 billion \$2.9 billion and experienced default rates of 7.92% 8.56%, 8.93% 7.92% and 6.34% 8.93% for the fiscal years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020 2021, respectively. If a purchaser defaults under the financing that we provide, we could be forced to write off the loan and reclaim ownership of the VOI. We may be unable to resell the property in a timely manner or at a price sufficient to allow us to recover written-off loan balances, or at all. Also, if a purchaser of a VOI defaults on the related loan during the early part of the amortization period, we may not have recovered the marketing, selling and general and administrative costs associated with the sale of that VOI. If we are unable to recover any of the principal amount of the loan from a defaulting purchaser, or if the allowances for losses from such defaults are inadequate, our revenues and profits could be reduced.

If default rates increase beyond current projections and result in higher than expected higher-than-expected foreclosure activity, our results of operations could be adversely affected. In addition, the transactions in which we have securitized timeshare financing receivables in the capital markets contain certain portfolio performance requirements related to default, delinquency and recovery rates, which, if not met, would result in loss or disruption of cash flow until portfolio performance sufficiently improves to satisfy the requirements.

**If the default rates or other credit metrics underlying our timeshare financing receivables deteriorate, our timeshare financing receivable securitization program could be adversely affected.**

Our timeshare financing receivable securitization program could be adversely affected if any pool of timeshare financing receivables fails to meet certain performance ratios, which could occur if the default rate or other credit metrics of the underlying timeshare financing receivables deteriorate. In addition, if we offer timeshare financings to our customers with terms longer than those generally offered in the industry, we may not be able to securitize those timeshare financing receivables. Our ability to sell securities backed by our timeshare financing receivables depends on the continued ability and willingness of capital market participants to invest in such securities. Asset-backed securities issued in our timeshare financing receivable securitization program could be downgraded by credit agencies in the future. If a downgrade occurs, our ability to complete other securitization transactions on acceptable terms or at all could be jeopardized, and we could be forced to rely on other potentially more expensive and less attractive funding sources, to the extent available. Similarly, if other operators of vacation ownership products were to experience significant financial difficulties, or if the timeshare industry as a whole were to contract, we could experience difficulty in securing funding on acceptable terms. The occurrence of any of the foregoing would decrease our profitability and might require us to adjust our business operations, including by reducing or suspending our provision of financing to purchasers of VOIs. Sales of VOIs may decline if we reduce or suspend the provision of financing to purchasers, which may adversely affect our cash flows, revenues and profits.

**The expiration, termination or renegotiation of our management agreements could adversely affect our cash flows, revenues and profits.**

We enter into management agreements with the HOAs for the timeshare resorts developed/acquired by us or by third parties with whom we have entered into fee-for-service agreements. Our management agreements generally provide for a cost-plus management fee equal to 10% to 15% of the costs to operate the applicable resort. We also receive revenues that represent reimbursement for the costs incurred to perform our services, principally related to personnel providing on-site services. The original term of our management agreements is typically governed by state timeshare laws, and ranges from three to five years, and many of these agreements renew automatically for one- to three-year periods, unless either party provides advance notice of termination before the expiration of the term. Any of these agreements may expire at the end of its then-current term (following notice by a party of non-renewal) or be terminated, or the contract terms may be renegotiated in a manner adverse to us. If a management agreement is terminated or not renewed on favorable terms, our cash flows, revenues and profits could be adversely affected.

**Increased activity by third-party exit companies' owners may adversely impact our business.**

The acquired Diamond business has been significantly targeted by organized activities of third parties that actively pursue timeshare owners claiming to provide timeshare interest transfers and/or "exit" services. Any increases in the level of participation by timeshare owners in response to such overtures and/or delinquencies or defaults with respect to the timeshare loans owed by such owners may disrupt our business and affect cash flow from collections on the timeshare loans. In addition, exit companies may target HGV's owners (including Bluegreen's and Diamond's owners) to a greater extent than they already do in light of the larger, combined company following the Diamond Acquisition and Bluegreen Acquisition.

**Disagreements with VOI owners, HOAs and other third parties may result in litigation and/or loss of management contracts.**

The nature of our responsibilities in managing timeshare properties may from time to time give rise to disagreements with VOI owners and HOAs. To develop and maintain positive relations with current and potential VOI owners and HOAs, we seek to resolve any disagreements, but may not always be able to do so. Failure to resolve such disagreements may result in litigation. Further, disagreements with HOAs could also result in the loss of management contracts, a significant loss of which could negatively affect our profits or limit our ability to operate our business, and our ongoing ability to generate sales from our existing member base may be adversely affected.

In the normal course of our business, we are involved in various legal proceedings and in the future we could become the subject of claims by current or former members, VOI owners, HOAs, persons to whom we market our products, third-party developers, guests who use our properties, our employees or contractors, our investors or

regulators. The outcome of these proceedings cannot be predicted. If any such litigation results in a significant adverse judgment, settlement, or court order, we could suffer significant losses, our profits could be reduced, our reputation could be harmed and our future ability to operate our business could be constrained.

***Failure of HOA boards to levy sufficient fees, or the failure of members to pay those fees, could lead to inadequate funds to maintain or improve the properties we manage.***

Owners of our VOIs and those we sell on behalf of third-party developers must pay maintenance fees levied by HOA boards, which include reserve amounts for capital replacements and refurbishments. These maintenance fees are used to maintain and refurbish the timeshare properties and to keep the properties in compliance with applicable Hilton standards and policies. If HOA boards do not levy sufficient maintenance fees, including capital reserves required by applicable law, or fail to manage their reserves appropriately, or if members do not pay their maintenance fees, the timeshare properties could fall into disrepair and fail to comply with applicable standards and policies, and/or state regulators could impose requirements, obligations and penalties. A decline in the quality or standards of the resorts we manage would negatively affect our ability to attract new members and maintain member satisfaction. In addition, if a resort fails to comply with applicable standards and policies because maintenance fees are not paid or otherwise, Hilton could terminate our rights under the license agreement to use its trademarks at the non-compliant resort, which could result in the loss of management fees, and could decrease member satisfaction and impair our ability to market and sell our products at the non-compliant locations.

***If maintenance fees at our resorts are required to be increased, our product could become less attractive, and our business could be harmed.***

The maintenance fees that are levied by HOA boards on VOI owners may increase as the costs to maintain and refurbish the timeshare properties and to keep the properties in compliance with Hilton brand standards increase. Increased maintenance fees could make our products less desirable and less affordable, which could have a negative effect on VOI sales and HOA and loan default rates. Further, if our maintenance fees increase substantially year over year or are not competitive with other VOI providers, we may not be able to attract new members or retain existing members.

**Risks Related to Technology and Cybersecurity**

***A failure to keep pace with developments in technology could impair our operations, competitive position or reputation.***

Our business model and competitive conditions in the timeshare industry demand the use of sophisticated technology and systems, including those used for our marketing, sales, reservation, inventory management and property management systems, and technologies we make available to our members and more generally to support our business. In particular, an increasing number of potential customers select products based on the providers' technology and ease of interfacing with the provider. We must refine, update and/or replace these technologies and systems with more advanced systems on a regular basis. If we cannot do so as quickly as our competitors or within budgeted costs and time frames, our business could suffer. We also may not achieve the benefits that we anticipate from any new technology or system, and a failure to do so could result in higher than anticipated costs or could harm our operating results.

***Social media influences how consumers search for vacation information and make decisions to purchase vacation-related products and services. Lack of awareness or understanding of and the failure to effectively manage, and the costs associated with our management of social media content regarding our products and services could have a material adverse effect on VOI sales, revenues and our operating results.***

Social media has become an increasingly influential aspect of tourism, changing the way consumers search, evaluate, rank and purchase vacation products and services. In particular, social media plays a role in the pre-vacation phase, when consumers employ social media in the planning, information search, and the decision-making stages. Providers are no longer the primary spokesperson regarding the quality of their brands and products. Online reviews about vacation resorts play an increasing role in helping today's consumers evaluate and make vacation decisions by providing positive and negative reviews and indirect customer-to-customer communication. Consumers may find traveler-generated content more trustworthy than information on provider websites and advertising. Vacation decisions are influenced by both negative customer reviews, and by the lack of positive reviews.

The proliferation and global reach of social media continue to expand rapidly and could cause us to suffer reputational harm. The continuing evolution of social media presents new challenges and requires us to keep pace with new developments, technology and trends. Negative posts or comments about us, sales practices, the properties we manage, the Hilton brands, or the timeshare industry generally, on any social networking or user-generated review website, including travel and/or vacation property websites, could affect consumer opinions of us and our products; and we cannot guarantee that we will timely or adequately redress such instances. The failure to appreciate the importance of content on social media or failing to take action that generates positive content, minimizes negative content, and addresses areas of nonexistent content, could have a material adverse effect on VOI sales, revenues and our operating results. In addition, we may be required to devote significant resources to social media management programs, which could result in increased costs to us.

***Our increasing reliance on information technology and other systems subjects us to risks associated with **cyber-security**. Cyber-attacks or our failure to maintain the security and integrity of company, employee, associate, customer or third-party data could have a disruptive effect on our business and adversely affect our reputation and financial performance.***

We rely heavily on computer, **Internet-based** and mobile information and communications systems operated by us or our service providers to collect, process, transmit and retain large volumes of customer data, including credit card numbers and other personally identifiable information, reservation information and mailing lists, as well as personally identifiable information of our employees. There has been an increase in the number and sophistication of criminal **cyber-security** attacks against companies where customer and other sensitive information has been compromised. Our information systems and records, including those we maintain with our service providers, have been, and likely will continue to be, subject to such cyber-attacks, which include efforts to hack or breach security measures in order to obtain or misuse information, phishing attempts, viruses or other malicious codes, "ransomware" or other malware. In addition, increasingly complex systems and software are subject to failure, operator error or malfeasance, or inadvertent releases of data that may materially impact our information systems and records. For instance, security breaches could result in the dissemination of member and guest credit card information, which could lead to affected members and guests experiencing fraudulent charges. To date, we have seen no

material impact on our business or operations from these attacks or events. However, the ever-evolving threats mean we and our third-party service providers and vendors must continually evaluate and adapt our respective systems and processes and overall security environment, as well as those of any companies we may acquire. There is no guarantee that these measures will be adequate to safeguard against all data security breaches, system compromises or misuses of data.

The integrity and protection of customer and employee data is critical to us. We could make faulty decisions if that data is inaccurate or incomplete. Customers and employees also have a high expectation that we and our service providers will adequately protect their personal information. A significant theft, loss, loss of access to, or fraudulent use of customer, employee, or company data could adversely impact our reputation, and could result in significant remedial and other expenses, fines, and/or litigation. Breaches in the security of our information systems or those of our service providers or other disruptions in data services could lead to an interruption in the operation of our systems or require us to consider changes to our customer data or payment systems, resulting in operational inefficiencies, additional expense and a loss of profits.

Our collection and use of customer information are governed by extensive and evolving privacy laws and regulations that are constantly evolving and may differ significantly depending on jurisdiction. Compliance with these laws and regulations involves significant costs, which may increase in the future and which may negatively impact our ability to provide services to our customers, and a failure by us or our service providers to comply with privacy regulations may subject us to significant remedial and other expenses, fines, or litigation, as well as restrictions on our use or transfer of data.

Many jurisdictions have enacted or are enacting laws requiring companies to notify regulators or individuals of data security incidents involving certain types of personal data. These mandatory disclosures regarding security incidents often lead to widespread negative publicity, and the risk of reputational harm may be magnified and/or distorted through the rapid dissemination of information over the internet, including through news articles, blogs, chat rooms, and social media sites. Any security incident, whether actual or perceived, could harm our reputation, erode customer confidence in the effectiveness of our data security measures, negatively impact our ability to attract or retain customers, or subject us to third-party lawsuits, regulatory fines or other action or liability, which could materially and adversely affect our business and operating results. Further, the SEC has recently enacted rules requiring public companies to disclose material cybersecurity incidents that they experience on a Current Report on Form 8-K within four business days of determining that a material cybersecurity incident has occurred and to disclose on an annual basis material information regarding their cybersecurity risk management, strategy and governance. These new reporting requirements were effective for us as of December 18, 2023. If we fail to comply with these new requirements we could incur regulatory fines in addition to other adverse consequences to our reputation, business, financial condition and results of operations.

Our business could be subject to stricter obligations and, greater fines and private causes of action under the enactment of data privacy laws, including but not limited to, the European Union General Data Protection Regulation and the California Consumer Privacy Act. Our systems and the systems operated by our service providers may be unable to satisfy changing regulatory requirements and customer and employee expectations and/or may require significant additional investments or time to do so.

The steps we take to deter and mitigate risks related to **cyber-security** **cybersecurity** may not provide the intended level of protection. In particular, it may be difficult to anticipate or immediately detect such incidents and the damage caused thereby. We may be required to expend significant additional resources in the future to modify and enhance our protective measures. Although we carry cyber/privacy liability insurance that is designed to protect us against certain losses related to **cyber-security** **cybersecurity** risks, such insurance coverage may be insufficient to cover all losses or all types of claims that may arise in connection with cyber-attacks, security breaches, and other related breaches. In addition, the third party service providers and partners on which we rely (including those that may be in possession of our sensitive information) face **cyber-security** **cybersecurity** risks, some of which may be different than the risks we face, and we do not directly control any of such service providers' information security operations, including the efforts that they may take to mitigate risks or the level of cyber/privacy liability insurance that they may carry. See Part I, Item 1C. "Cybersecurity."

## Risks Related to Legal and Regulatory Requirements

**Our business is regulated under a wide variety of laws, regulations and policies in the United States and abroad, and failure to comply with these regulations could adversely affect our business.**

Our business is subject to extensive regulation, as more fully described in "Business—Government Regulation," and any failure to comply with applicable laws and regulations could have a material adverse effect on our business. Our real estate development activities, for example, are subject to laws and regulations typically applicable to real estate development, subdivision and construction activities, such as laws relating to zoning, entitlement, permitting, land use restrictions, environmental regulation, title transfers, title insurance, taxation and eminent domain. Failure to comply with the laws could result in legal liability or result in substantial costs related to environmental or other remediation. Laws in some jurisdictions also impose liability on property developers for construction defects discovered or repairs made by future owners of property developed by the developer. In addition, the sales of VOIs must be registered with governmental authorities in most jurisdictions in which we do business. The preparation of VOI registrations requires time and cost, and in many jurisdictions the exact date of registration approval cannot be accurately predicted.

A number of laws govern our marketing and sales activities, such as timeshare and land sales acts, fair housing statutes, anti-fraud laws, sweepstakes laws, real estate licensing laws, telemarketing laws, home solicitation sales laws, tour operator laws, seller of travel laws, securities laws, consumer privacy laws and consumer protection laws. In addition, laws in many jurisdictions in which we sell VOIs grant the purchaser of a VOI the right to cancel a purchase contract during a specified rescission period.

Because telemarketing practices are highly regulated, we have implemented procedures to reduce the possibility of violating such laws, however, such procedures may not be effective in ensuring regulatory compliance in every instance. In addition, because we are now an independent company from Hilton, it may be more difficult for us to utilize customer information we obtain from Hilton in the future for marketing purposes.

Under the Americans with Disabilities Act of 1990 and the Accessibility Guidelines promulgated thereunder (collectively, the "ADA"), all public accommodations must meet various federal requirements related to access and use by disabled persons. Compliance with ADA's requirements could require removal of access barriers, and non-compliance could result in the U.S. government imposing fines or in private litigants winning damages. Our properties also are subject to various federal, state and local regulatory requirements, such as state and local fire and life safety requirements. Furthermore, various laws govern our resort management activities, including laws and regulations regarding community association management, public lodging, food and beverage services, liquor licensing, labor, employment, health care, health and safety, accessibility, discrimination, immigration, gaming and the environment (including climate change). environment.

Our lending and related activities are also subject to a number of laws and regulations, including laws and regulations related to consumer loans, retail installment contracts, mortgage lending, fair debt collection and credit reporting practices, consumer collection practices, contacting debtors by telephone, mortgage disclosure, lender licenses and money laundering.

Finally, our resort management activities subject us to a number of laws and regulations, including those that relate to public lodging, food and beverage services, liquor licenses and labor and employment, among others.

We may not be successful in maintaining compliance with all laws, regulations and policies to which we are currently subject, and such compliance is expensive and time consuming. We do not know whether existing requirements will change or whether compliance with future requirements, including regulatory requirements in new geographic areas into which we expand would require significant unanticipated expenditures that would affect our cash flow and results of operations. Failure to comply with current or future applicable laws, regulations and policies could have a material adverse effect on our business. For example, if we do not comply with applicable laws, regulations and policies, governmental authorities in the jurisdictions where the violations occurred may revoke or refuse to renew licenses or registrations necessary to operate our business. Failure to comply with applicable laws, regulations and policies could also render sales contracts for our products void or voidable, subject us to fines or other sanctions, and increase our exposure to litigation.

***Changes in privacy law could adversely affect our ability to market our products effectively.***

We rely on a variety of direct marketing techniques, including telemarketing, email and social media marketing and postal mailings, and we are subject to various laws and regulations in the United States and internationally that govern marketing and advertising practices. Adoption of new state or federal laws regulating marketing and solicitation, or international data protection laws that govern these activities, or changes to existing laws, such as the Telemarketing Sales Rule, the Telephone Consumer Protection Act, and the CAN-SPAM Act of 2003, could adversely affect current or planned marketing activities and cause us to change our marketing strategy. If this occurs, we may not be able to develop adequate alternative marketing strategies, which could affect the amount and timing of our VOI sales. We also obtain access to potential members and guests from travel service providers or other companies, including Hilton; and we market to some individuals on these lists directly or through other companies' marketing materials. If access to these lists were prohibited or otherwise restricted, including access to Hilton Honors loyalty program member information, our ability to access potential members and guests and introduce them to our products could be significantly impaired. Additionally, because our relationship with Hilton has changed, it may be more difficult for us to utilize customer information we obtain from Hilton in the future.

***United States or foreign environmental laws and regulations may cause us to incur substantial costs or subject us to potential liabilities.***

We are subject to certain compliance costs and potential liabilities under various U.S. federal, state and local and foreign environmental, health and safety laws and regulations. These laws and regulations govern actions including air emissions, the use, storage and disposal of hazardous and toxic substances, and wastewater disposal. Our failure to comply with such laws, including any required permits or licenses, could result in substantial fines, penalties, litigation or possible revocation of our authority to conduct some of our operations. We could also be liable under such laws for the costs of investigation, removal or remediation of hazardous or toxic substances at our currently or formerly owned real property or at third-party locations in connection with our waste disposal operations, regardless of whether or not we knew of, or caused, the presence or release of such substances. From time to time, we may be required to remediate such substances or remove, abate or manage asbestos, mold, radon gas, lead or other hazardous conditions at our properties. The presence or release of such toxic or hazardous substances could result in third-party claims for personal injury, property or natural resource damages, business interruption or other losses. Such claims and the need to investigate, remediate or otherwise address hazardous, toxic or unsafe conditions could adversely affect our operations, the value of any affected real property, or our ability to sell, lease or assign our rights in any such property, or could otherwise harm our business or reputation. Environmental, health and safety requirements have also become increasingly stringent, and our costs may increase as a result.

Some U.S. states and various countries are considering or have undertaken actions to regulate and reduce greenhouse gas emissions. New or revised laws and regulations, or new interpretations of existing laws and regulations, such as those related to climate change, could affect the operation of the properties we manage or result in significant additional expense and operating restrictions on us. The cost of such legislation, regulation or new interpretations would depend upon the specific requirements enacted and cannot be determined at this time. In addition, failure or perception of failure to achieve our goals with respect to reducing our impact on the environment or perception of a failure to act responsibly with respect to the environment or to effectively respond to regulatory requirements concerning climate change could lead to adverse publicity, resulting in an adverse effect on our business or damage to our reputation.

***Changes in U.S. federal, state and local or foreign tax law, interpretations of existing tax law, or adverse determinations by tax authorities, could increase our tax burden or otherwise adversely affect our financial condition or results of operations.***

We are subject to taxation at the federal, state and local levels in the United States and various other countries and jurisdictions. Our future effective tax rate could be affected by changes in the composition of earnings in jurisdictions with differing tax rates, changes in statutory rates and other legislative changes, changes in the valuation of our deferred tax assets and liabilities, or changes in determinations regarding the jurisdictions in which we are subject to tax. From time to time, the U.S. federal, state and local and foreign governments make substantive changes to tax rules and their application, which could result in materially higher corporate taxes than would be incurred under existing tax law and could adversely affect our financial condition or results of operations. Changes in the non-income tax rates to which we are subject could also have an adverse effect on the maintenance fees charged to our members, which could result in materially lower sales and higher operating costs.

There can be no assurance that changes in tax laws or regulations, both within the U.S. and the other jurisdictions in which we operate, will not materially and adversely affect our effective tax rate, tax payments, financial condition and results of operations. Similarly, changes in tax laws and regulations that impact our customers and counterparties, or the economy generally may also impact our financial condition and results of operations.

Tax laws and regulations are complex and subject to varying interpretations and any significant failure to comply with applicable tax laws and regulations in all relevant jurisdictions could give rise to substantial penalties and liabilities. Any changes in enacted tax laws, rules or regulatory or judicial interpretations or any change in the pronouncements relating to accounting for income taxes could materially and adversely impact our effective tax rate, tax payments, financial condition and results of operations.

In addition, we are subject to ongoing and periodic tax audits and disputes in U.S. federal and various state, local and foreign jurisdictions. An unfavorable outcome from any tax audit could result in higher tax costs, penalties and interest, and could materially and adversely affect our financial condition or results of operations.

**Failure to comply with laws and regulations applicable to our international operations may increase costs, reduce profits, limit growth or subject us to broader liability.**

Our business operations in countries outside the United States are subject to a number of laws and regulations, including restrictions imposed by the Foreign Corrupt Practices Act ("FCPA"), as well as trade sanctions administered by the Office of Foreign Assets Control ("OFAC"). The FCPA is intended to prohibit bribery of foreign officials and requires us to keep books and records that accurately and fairly reflect our transactions. OFAC administers and enforces economic and trade sanctions based on U.S. foreign policy and national security goals against targeted foreign states, organizations and individuals. Although we have policies in place designed to comply with applicable sanctions, rules and regulations, it is possible that the timeshare properties we own or manage in the countries and territories in which we operate may provide services to or receive funds from persons subject to sanctions. In addition, some of our operations may be subject to the laws and regulations of non-U.S. jurisdictions, including the U.K.'s Bribery Act of 2010, which contains significant prohibitions on bribery and other corrupt business activities, and other local anti-corruption laws in the countries and territories in which we conduct operations.

If we fail to comply with these laws and regulations, we could be exposed to claims for damages, financial penalties, reputational harm and incarceration of employees or restrictions on our operation or ownership of timeshare and other properties, products or services, including the termination of ownership and management rights. In addition, in certain circumstances, the actions of parties affiliated with us (including Hilton, third-party developers, and our and their respective employees and agents) may expose us to liability under the FCPA, U.S. sanctions or other laws. These restrictions could increase costs of operations, reduce profits or cause us to forgo development opportunities that would otherwise support growth.

Under the Iran Threat Reduction and Syria Human Rights Act of 2012 ("ITRSRHA"), we are required to report whether we or any of our "affiliates" knowingly engaged in certain specified activities during a period covered by one of our Annual Reports on Form 10-K or Quarterly Reports on Form 10-Q. We may engage in specified dealings or transactions involving Iran or other individuals and entities targeted by certain OFAC sanctions that would require disclosure pursuant to Section 219 of ITRSHRA. In addition, because the SEC defines the term "affiliate" broadly, it includes any entity controlled by us as well as any person or entity that controls us or is under common control with us. Disclosure of such activities, even if such activities are permissible under applicable law, and any sanctions imposed on us or our affiliates as a result of these activities could harm our reputation and the Hilton brands we use and have a negative effect on our results of operations.

The European Union ("EU") General Data Protection Regulation (the "GDPR") imposes significant obligations to businesses that sell products or services to EU customers or otherwise control or process personal data of EU residents. Complying with the GDPR could increase our compliance cost, or adversely impact the marketing of our products and services to customers in the EU and our overall business. In addition, the GDPR imposes fines and penalties for noncompliance, including fines of up to 4% of annual worldwide revenue. If we fail to comply with the requirements of the GDPR, we could face significant administrative and monetary sanctions, which could materially adversely impact our results of operations and financial condition.

**Changes to accounting rules or regulations may adversely affect our reported financial condition and results of operations.**

New accounting rules or regulations and varying interpretations of existing accounting rules or regulations have occurred and may occur in the future. A change in accounting rules or regulations may require retrospective application and affect our reporting of transactions completed before the change is effective, and future changes to accounting rules or regulations may adversely affect our reported financial condition and results of operations. See Notes 1: *Organization and Basis of Presentation* and 2: *Summary of Significant Accounting Policies* in our consolidated financial statements included in Item 8 of this Annual Report on Form 10-K for a summary of accounting standards issued but not yet adopted.

## Risks Related to Our Indebtedness

**Our substantial indebtedness and other contractual obligations could adversely affect our financial condition, our ability to raise additional capital to fund our operations, our ability to operate our business, our ability to react to changes in the economy or our industry and our ability to pay our debts, and could divert our cash flow from operations for debt payments.**

As of December 31, 2022 December 31, 2023, our total indebtedness was approximately \$3.8 billion \$4.5 billion, of which approximately \$1.1 billion \$1.5 billion was non-recourse debt. We significantly increased our level of indebtedness in connection with financing the Diamond Acquisition and the Bluegreen Acquisition. We closed an unregistered offering of issued \$850 million in aggregate principal amount of 5.000% senior notes due 2029 and an unregistered offering of \$500 million in aggregate principal amount of 4.875% senior notes due 2031. In addition, 2031, and we borrowed term loans in an initial aggregate principal amount of \$1.3 billion under a new senior secured term loan credit facility due

2028. to repay certain indebtedness of HGV and Diamond, as part of the Diamond Acquisition. Similarly, in connection with the closing Bluegreen Acquisition, we issued \$900 million in aggregate principal amount of the Diamond Acquisition 6.625% senior notes due 2032 and borrowed term loans in an initial aggregate principal amount of \$900 million due 2031. The new term loans are subject to an interest rate of SOFR plus 2.75%. Finally, we assumed several of Diamond's and Bluegreen's revolving facilities that are secured by timeshare loan receivables. Our substantial debt and other contractual obligations could have important consequences, including:

- requiring a substantial portion of cash flow from operations to be dedicated to the payment of principal and interest on our indebtedness, thereby reducing our ability to use our cash flow to fund our operations, capital expenditures, dividends to stockholders and to pursue future business opportunities;
- increasing our vulnerability to adverse economic, industry or competitive developments;

- exposing us to increased interest expense, as our degree of leverage may cause the interest rates of any future indebtedness (whether fixed or floating rate interest) to be higher than they would be otherwise;
- exposing us to the risk of increased interest rates because certain of our indebtedness is at variable rates of interest;
- making it more difficult for us to satisfy our obligations with respect to our indebtedness, and any failure to comply with the obligations of any of our debt instruments, including restrictive covenants, could result in an event of default that accelerates our obligation to repay indebtedness;
- restricting us from making strategic acquisitions or causing us to make non-strategic divestitures;
- limiting our ability to obtain additional financing for working capital, capital expenditures, product development, satisfaction of debt service requirements, acquisitions and general corporate or other purposes; and
- limiting our flexibility in planning for, or reacting to, changes in our business or market conditions and placing us at a competitive disadvantage compared to our competitors who may be better positioned to take advantage of opportunities that our leverage prevents us from exploiting.

In addition, our credit ratings will impact the cost and availability of future borrowings and, accordingly, our cost of capital. Our ratings will reflect each rating organization's opinion of our financial strength, operating performance and ability to meet our debt obligations on a combined basis with **Diamond**, **Diamond** and **Bluegreen**. Downgrades in our ratings could adversely affect our businesses, cash flows, financial condition, operating results and share and debt prices, as well as our obligations with respect to our capital-efficient inventory acquisitions.

For additional discussion on our indebtedness, see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—Financing Activities," and Note 15: *Debt & Non-recourse Debt* in our audited consolidated financial statements included in Item 8 of this Annual Report on Form 10-K.

**Certain of our debt agreements and instruments impose significant operating and financial restrictions on us, our restricted subsidiaries and the guarantors of our indebtedness, which may prevent us from capitalizing on business opportunities.**

The debt agreements and instruments that govern our outstanding indebtedness impose significant operating and financial restrictions on us, certain of our subsidiaries and guarantors of our indebtedness. These restrictions limit our ability and/or the ability of our restricted subsidiaries to, among other things:

- incur or guarantee additional debt or issue disqualified stock or preferred stock;
- pay dividends (including to us) and make other distributions on, or redeem or repurchase, capital stock;
- make certain investments;
- incur certain liens;
- enter into transactions with affiliates;
- merge or consolidate;
- enter into agreements that restrict the ability of restricted subsidiaries to make dividends or other payments to us;
- designate restricted subsidiaries as unrestricted subsidiaries; and
- transfer or sell assets.

In addition, our credit agreement related to our senior secured credit facilities contains affirmative covenants that will require us to be in compliance with certain leverage and financial ratios.

As a result of these restrictions, we are limited as to how we conduct our business, and we may be unable to raise additional debt or equity financing to compete effectively or to take advantage of new business opportunities. The terms of any other future indebtedness we may incur could include more restrictive covenants. We may not be able to maintain compliance with these covenants in the future and, if we fail to do so, we may not be able to obtain waivers from the lenders and/or amend the covenants.

Our failure to comply with the restrictive covenants described above, as well as other terms of our other indebtedness and/or the terms of any future indebtedness from time to time, could result in an event of default, which, if not cured or waived, could result in our being required to repay these borrowings before their due date. If we are forced to refinance these borrowings on less favorable terms or are unable to refinance these borrowings, our financial condition and results of operations could be adversely affected.

***Our variable rate indebtedness subjects us to interest rate risk, which could cause our indebtedness service obligations to increase.***

Interest rates may increase in the future. As a result, interest rates on our revolving credit facility or other variable rate debt offerings could be higher than current levels. As of **December 31, 2022** **December 31, 2023**, we had approximately **\$1,428 million** **\$2.2 billion** of notional variable rate debt, representing **37%** **49%** of our total indebtedness. If interest rates increase, our debt service obligations on the variable rate indebtedness would increase, even though the amount borrowed remained the same, and our net income and cash flows, including cash available for servicing our indebtedness, would correspondingly decrease. We primarily use interest rate swaps as part of our interest rate risk management strategy for our variable-rate debt. For more information on derivatives refer to *Note 15: Debt & Non-recourse Debt* of the financial statements.

The U.K. Financial Conduct Authority intends to stop persuading or compelling banks to submit London Interbank Offering Rate ("LIBOR") rates after 2022. The administrator of LIBOR ceased the publication of all non-U.S. dollar LIBOR and the one-week and two-month U.S. dollar LIBOR settings immediately following the LIBOR publication on December 31, 2022, with the publication of the remaining U.S. dollar LIBOR settings being discontinued on June 30, 2023. It is expected that a transition away from the widespread use of LIBOR to alternative rates will occur over the course of the next several years. We may need to amend our revolving credit facility, which utilizes LIBOR as a factor in determining the interest rate, to replace LIBOR with the new standard that is established. There is currently no definitive information regarding the future utilization of LIBOR or of any particular replacement rate. As such, the potential effect of any such event on our cost of capital and net investment income cannot yet be determined. The Company has incorporated LIBOR fallback language in its credit documents in anticipation of LIBORs cessation and does not expect any material disruption of funding on its existing facilities.

**Servicing our indebtedness requires a significant amount of cash. Our ability to generate sufficient cash depends on many factors, some of which are not within our control.**

Our ability to make payments on our indebtedness will depend on our ability to generate cash in the future. Our ability to generate cash depends on our financial and operating performance, which is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control. In particular, compliance with state and local laws applicable to our business, including those relating to deeds, title transfers and certain other regulations applicable to sales of VOIs, may at times delay or hinder our ability to access cash flows generated by our VOI sales. If we are unable to generate and access sufficient cash flow to service our debt and meet our other commitments, we may need to restructure or refinance all or a portion of our debt, sell material assets or operations or raise additional debt or equity capital. We may not be able to ~~effect~~ affect any of these actions on a timely basis, on commercially reasonable terms or at all, and these actions may not be sufficient to meet our capital requirements. In addition, the terms of our existing or future debt arrangements may restrict us from effecting any of these alternatives.

**Our failure to comply with the agreements relating to our outstanding indebtedness could result in an event of default that could materially and adversely affect our results of operations and our financial condition.**

If there were an event of default under any of the agreements relating to our outstanding indebtedness, the holders of the defaulted debt could cause all amounts outstanding with respect to that debt to be due and payable immediately. We cannot assure you that our assets or cash flows would be sufficient to fully repay borrowings under our outstanding debt instruments if accelerated upon an event of default. Further, if we are unable to repay, refinance or restructure our indebtedness under our secured debt, the holders of such debt could proceed against the collateral securing that indebtedness. In addition, any event of default or declaration of acceleration under one debt instrument could also result in an event of default under one or more of our other debt instruments. Any such default could materially and adversely affect our results of operations and our financial condition.

**Repayment of our debt is dependent on cash flow generated by our subsidiaries, which may be subject to limitations beyond our control.**

Our subsidiaries own a substantial portion of our assets and conduct a substantial portion of our operations. Accordingly, repayment of our indebtedness is dependent, to a significant extent, on the generation of cash flow by our subsidiaries and their ability to make such cash available to us, by dividend, debt repayment or otherwise.

Our subsidiaries generally do not have any obligation to pay amounts due on our indebtedness or to make funds available to us for that purpose. Our subsidiaries may not be able to, or may not be permitted to, make distributions to enable us to make payments in respect of our indebtedness. Each subsidiary is a distinct legal entity, and, under certain circumstances, legal and contractual restrictions may limit our ability to obtain cash from our subsidiaries. While limitations on our subsidiaries restrict their ability to pay dividends or make other intercompany payments to us, these limitations are subject to certain qualifications and exceptions. In addition, certain of our subsidiaries are party to debt agreements that contain restrictions on their ability to pay dividends or make other intercompany payments to us and may in the future enter into agreements that include additional contractual restrictions on their ability to make any such payments to us.

In the event that we are unable to receive distributions from subsidiaries, we may be unable to make required principal and interest payments on our indebtedness.

**Despite our current level of indebtedness, we may be able to incur substantially more debt and enter into other transactions, which could further exacerbate the risks to our financial condition described above.**

We may be able to incur significant additional indebtedness, including secured debt, in the future. Although the agreements that govern substantially all of our indebtedness contain restrictions on the incurrence of additional indebtedness and entering into certain types of other transactions, these restrictions are subject to a number of qualifications and exceptions. Additional indebtedness incurred in compliance with these restrictions could be substantial. These restrictions also do not prevent us from incurring obligations, such as trade payables, that do not constitute indebtedness as defined under our debt instruments. To the extent new debt is added to our current debt levels, the substantial leverage risks described in the preceding six risk factors would increase.

#### Risks Related to the 2017 Integration of Diamond

**We may not be able to integrate the acquired Diamond business successfully.**

We continue to integrate the Diamond business from the August 2021 closing of the Diamond Acquisition. Despite our efforts, it is possible that the integration process could take longer than anticipated and/or could be more difficult than anticipated due to a number of reasons, including the lack of complementary products and resort offerings, delays or other challenges in converting the Diamond resorts into resorts that are suitable for HGV as part of our overall strategy and our rebranding plan, loss of valuable employees, disruption of each company's ongoing businesses, processes and systems, inconsistencies in standards, controls, procedures, practices, policies and compensation arrangements between the two businesses, and differences in corporate cultures and philosophies, and other challenges that are inherent in such a complex integration of businesses. There also may be issues attributable to Diamond's operations that were inherent to the business or are based on events or actions that occurred prior to the closing of the Diamond Acquisition that may make the integration even more challenging. In addition, uncertainty about the effect of the Diamond Acquisition on relationships with our suppliers, vendors, existing owners, and potential owners may hinder the integration. Although we are taking steps designed to reduce or mitigate any adverse effects, these uncertainties may cause suppliers, vendors, existing and potential owners, and others that deal with us to seek to change, not renew or discontinue existing business relationships with us.

Integrating the Diamond business and properties into our operations may place a significant burden on management and internal resources and divert management's attention away from day-to-day business concerns. Further, our ability to attract, retain and motivate key personnel and employees may be impacted if employees or prospective employees have uncertainty about their future roles with us during the integration of the Diamond Acquisition and beyond. Despite our retention and recruiting efforts, key employees may be unwilling to continue their employment with us, and we may be unable to timely find suitable replacements.

Ultimately, the integration process is subject to a number of uncertainties, and no assurance can be given that our integration efforts will be successful. Any one or more of the foregoing factors may adversely affect or hinder any successful integration of the Diamond acquisition and may materially adversely impact the execution of our strategy post-acquisition, business, operations, and, ultimately, our results of operations.

***Our ability to successfully integrate the Diamond business depends on our compliance with the license agreement and ability to meet certain targets under the rebrand plan.***

We and Hilton have agreed to a plan to rebrand the majority of the Diamond properties, rooms and sales facilities into HGV-branded properties, rooms and sales facilities over a five-year period that includes annual and cumulative target room conversions. The License Agreement Amendment provides for the offer and sale by HGV of its "HGV Max" branded product that provides access across legacy HGV and both converted and unconverted Diamond properties, subject to certain conditions. If we do not achieve the applicable annual rebranding target milestones, we will be subject to an escalated royalty fee, and if we fail to achieve cumulative targets by September 2031, Hilton may prohibit our future offering and sales of HGV Max. In addition, the license agreement requires Hilton's approval in connection with our anticipated rebranding of the Diamond properties into our branded HGV Max properties and/or another new brand of properties. Hilton also has the right to review our sales, reservation and marketing activities related to HGV Max and review and approve our rebranded sales centers.

We have agreed with Hilton to operate the Diamond properties and business as a separate operation, pending the rebranding and rebranding plan, after which we expect to continue to operate certain Diamond properties that are not rebranded as a separate operation. If we fail to comply with the separate operation requirements in connection with such part of our business, we may be subject to potential violation of the license agreement. In addition, if we cannot come to an agreement with Hilton on how to brand and operate Diamond properties that are not approved for rebranding by Hilton, our ability to successfully integrate Diamond may be materially adversely affected. We may conclude that it is necessary to enter into future amendments and/or modifications to the license agreement that may be necessary in connection with the integration and rebranding plans. If we and Hilton are unable to reach agreements on any such amendments and/or modifications, our integration and rebranding plans may be delayed and/or may not comport to the current terms and conditions of the license agreement, which will adversely affect our business and operations. For additional information see "Item 1. Business—Key Agreements with Hilton Worldwide Holdings."

***Anticipated cost savings, synergies, growth in operating results and related benefits of the Diamond Acquisition may not be realized. In addition, we may incur substantial costs and expenses related to the Diamond Acquisition and the integration beyond what we have anticipated, which may include unknown liabilities at the time of the closing. Any of these factors could have a material adverse effect on our business, financial condition and results of operations.***

We completed the Diamond Acquisition with the expectation that it will result in various benefits and synergies, including, among other things, operating efficiencies, and opportunities to potentially increase our revenue, sales, EBITDA, owners, and cost savings. Achieving such anticipated benefits and synergies of the Diamond Acquisition within the expected timeframe, or at all, is subject to a number of uncertainties, including whether the businesses of HGV and Diamond can be integrated in an efficient and effective manner. It is possible that any one or more of such benefits and synergies may not be realized, thereby significantly reducing the anticipated benefits associated with the Diamond Acquisition, and may result in higher than anticipated costs, and lower than anticipated revenue, and/or decreases in the amount of expected net income, all of which would adversely affect our future business, financial condition, and operating results.

Further, we incurred a number of fees, costs and expenses prior to completing the Diamond Acquisition and expect to continue to incur additional fees, costs and expenses associated with combining and integrating the operations of the two companies and achieving the desired benefits. These fees, costs and expenses, which are both recurring and non-recurring, have been, and will continue to be, substantial. Although we believe that achieving cost synergies, benefits, and other efficiencies of the Diamond Acquisition should offset such costs, fees and expenses over time, such net benefit may not be achieved in the near term, or at all. Moreover, there may be significant potential liabilities associated with the Legacy-Diamond business that may have been unknown to us at or prior to the closing of the Diamond Acquisition, we may uncover after the closing during the integration period, or may be more significant than we believed at such time. For example, an appeal for judgment was rendered in favor of the plaintiffs in November 2023 (with the California Supreme Court rejecting further appeals in February 2024) related to a personal injury lawsuit, *O'Malley et al. v. Diamond Resorts Management, Inc.*, filed against Diamond in 2015 for which we have accrued liabilities of approximately \$102 million as of December 31, 2023. While we believe existing insurance policies will cover a significant, if not substantially all, of any such liability, and we accrued liabilities related to this lawsuit (together with related insurance coverage), our insurance policies may still not cover a significant portion of the total amount. In addition, there is no assurance that our insurance policies will, in fact, cover most of this liability or that we won't be exposed to similar or other liabilities from the Legacy-Diamond business prior to our acquisition. Any similarly significant but individually immaterial liabilities in the aggregate, and/or any material liability that was unknown or not estimable by us at the time of the acquisition, may have a material adverse effect on our financial condition and operating results. See Part II — Item 8. *Financial Statements and Supplementary Data — Note 23: Commitments and Contingencies* to our consolidated financial statements included in this Annual Report on Form 10-K.

***Our results will suffer if we do not effectively manage our expanded operations resulting from the Diamond Acquisition.***

The size of our business increased significantly as a result of the Diamond Acquisition. Our future success depends, in part, upon our ability to manage this expanded business, including in non-US jurisdictions where we did not have operations prior to the Diamond Acquisition, including challenges related to the management and monitoring of expanded operations and associated increased costs and complexity. We may also need to obtain approvals of developers or HOAs in various instances to include additional resorts in the multi-resort trusts marketed, sold and managed by the acquired Diamond business (the "Diamond Collections") or increase maintenance fees or impose additional requirements in order to meet our brand and operating standards. There can be no assurances that we will be successful or that we will realize the expected operating

efficiencies, cost savings and other benefits currently anticipated from the transaction. In addition, there will be increased compliance and regulatory risk as a result of the expanded size of our business.

***We may be subject to complaints, litigation or reputational harm due to dissatisfaction with, or concerns related to, the Diamond Acquisition from our and former Diamond owners.***

Our and former Diamond VOI owners prior to the completion of the Diamond Acquisition may be concerned about the actual or perceived impact of the Diamond Acquisition and the integration on their VOIs, including the potential reduction in quality of resorts and product offerings due to the increased size of the business and addition of new owners, the potential adverse effect on the availability of access to these resorts and other disruptions during the integration period, or the potential increase or change in HOA or other fees. The VOI owners of the acquired Diamond business may have similar concerns related to a decline in the quality of product offerings or increase in fees as a result of the Diamond Acquisition and increase in size of the business. Complaints or litigation brought by existing owners following the completion of the Diamond Acquisition could harm our reputation, discourage potential new owners and adversely impact our results of operations.

***Interests in the acquired Diamond resorts are offered through a trust system, which is subject to a number of regulatory and other requirements.***

The Diamond Collections located in the United States are alternatives to traditional deeded timeshare ownership, as they create a network of available resort accommodations at multiple locations. For those US-based Diamond Collections, title to the units available through the Diamond Collections is held in a trust or similar arrangement that is administered by an independent trustee (the "Collection Trustee"). A purchaser of a timeshare interest in a Collection does not receive a deeded interest in any specific resort or resort accommodation but acquires a membership in the timeshare plan which is denominated by an annual or biennial allotment of points. Owners of Diamond's timeshare interests are allowed to use their allocated points to reserve accommodations at the various component site(s)/participating resort(s) within the Diamond Collections, thereby giving the members greater flexibility to plan their vacations. Owners may also elect to reserve accommodations at resorts that are not part of their Collection through Diamond's exchange programs.

The Diamond Collections are registered pursuant to, exempted from, or otherwise in compliance with, the applicable statutory requirements for the sale of timeshare plans in a growing number of jurisdictions. Such registrations and formal exemption determinations for the Diamond Collections confirm the substantial compliance with the filing and disclosure requirements of the respective timeshare statutes by the developer of the applicable Diamond Collection. It does not constitute the endorsement of the creation, sale, promotion or operation of the Diamond Collections by any regulatory body nor relieve the developer of a Diamond Collection or any affiliates of such developer of any duty or responsibility under other statutes or any other applicable laws. Registration under a respective timeshare act (or other applicable law) is not a guarantee or assurance of compliance with applicable law nor an assurance or guarantee of how any judicial body may interpret the Diamond Collections' compliance therewith. A determination that specific provisions or operations of the Collections do not comply with relevant timeshare acts or applicable law may have a material adverse effect on the developer, the Collection Trustee and the related non-profit members association for each of the Diamond Collections. If we are unable to successfully integrate and manage the trust system our results of operations or reputation may suffer.

**Risks Related to the Integration of Bluegreen**

***We may be unable to realize anticipated cost savings, and we expect to incur substantial expenses related to the Bluegreen Acquisition, which could have a material adverse effect on our business, financial condition and results of operations.***

While we anticipate certain cost savings from the consummation of the Bluegreen Acquisition, our ability to achieve such estimated cost savings in the timeframe described, or at all, is subject to various assumptions by our management, which may or may not be realized, as well as the incurrence of other costs in our operations that offset all or a portion of such cost savings. As a consequence, we may not be able to realize cost savings within the timeframe expected or at all. In addition, we may incur additional and/or unexpected costs in order to realize these cost savings. These may include increased licensing fees, as we convert the existing Bluegreen properties and sales centers to branded properties and sales centers using the Hilton marks. Failure to achieve the expected cost savings could significantly reduce the expected benefits associated with the Bluegreen Acquisition and adversely affect us.

In addition, we have incurred, and will continue to incur, substantial expenses in connection with the Bluegreen Acquisition. We expect to continue to incur non-recurring costs associated with combining the operations of the two companies and achieving the desired cost savings. These fees and costs have been, and will continue to be, substantial. The substantial majority of non-recurring expenses have consisted of transaction costs related to the Bluegreen Acquisition and include, among others, fees paid to financial, legal and accounting advisors, employee benefit costs and filing fees. These costs described above, as well as other unanticipated costs and expenses, could have a material adverse effect on our financial condition and operating results following the consummation of the Bluegreen Acquisition.

***We may not be able to integrate successfully and many of the anticipated benefits of combining us and Bluegreen may not be realized.***

We completed the Bluegreen Acquisition with the expectation that it will result in various benefits, including, among other things, operating efficiencies, potential revenue synergies, cost savings, and certain key strategic and marketing partnerships and alliances. We may not realize the anticipated benefits on a timely basis, or at all. Achieving the anticipated benefits of the Bluegreen Acquisition is subject to a number of risks and uncertainties, including whether our and Bluegreen's businesses can be integrated in an efficient and effective manner, and whether such integration and achievement of cost savings could come at the expense of other aspects of our operations, including degradation of products and services. Similarly, increased license fees and related costs associated with the integration of the two brands and any necessary modifications to the license agreement may result in increased costs and could hinder such integration.

It is possible that the integration process could take longer than anticipated and could result in the loss of valuable employees, the disruption of our ongoing business, processes and systems or inconsistencies in standards, controls, procedures, practices, policies and compensation arrangements, any of which could adversely affect our ability to achieve the anticipated benefits of the Bluegreen Acquisition.

We also may not successfully fully realize the expected benefits related to various key strategic and marketing partnerships and alliances of Bluegreen or may otherwise be constrained by existing strategic and marketing partnerships. In particular, Bluegreen historically generated a significant portion of its new sales prospects and leads through marketing arrangements with various third parties, including Bass Pro Shops and Choice. We have inherited and extended the exclusive marketing agreement with Bass Pro for a period of ten years to provide us with the right to market and sell vacation packages at kiosks in each of Bass Pro's retail locations and through other means. VOI sales to prospects and leads generated by Bluegreen marketing arrangement with Bass Pro accounted for approximately 16%, 17% and 19% of Bluegreen's VOI sales volume during the years ended December 31, 2023, 2022 and 2021, respectively. Bluegreen also had an exclusive strategic relationship with Choice, which we assumed, that involves several areas of its business, including a sales and marketing alliance that enabled Bluegreen to leverage Choice' brands, customer relationships and marketing channels to sell vacation packages. We anticipate continuing Bluegreen's strategic relationship with Choice; however, we have also agreed with Hilton that we would obtain certain amendments to the current agreements with Choice as part of our integration plan. If we are not able to satisfy the license agreement requirement to rebrand the Bluegreen properties and its sales centers, it may materially affect our integration plans and Hilton may exercise certain rights that could be detrimental to us and our business. See "*We do not own the Hilton brands and our business will be materially harmed if we breach our license agreement with Hilton or it is terminated*" and "*Our ability to integrate the Bluegreen business depends on our ability to obtain certain concessions from a third party to allow us to rebrand the Bluegreen properties and sales centers.*"

If we are unable to realize the benefits from Bluegreen's marketing arrangements, including because Bluegreen's significant marketing arrangements do not generate a sufficient number of prospects and leads, are terminated or not renewed, or are limited or changed in a manner adversely affecting our combined operations, we may not be able to market and sell our products and services to new owners at anticipated sales levels or at levels required in order to offset the costs associated with such marketing efforts.

Our results of operations could also be adversely affected by any issues attributable to Bluegreen's operations that arise or are based on events or actions that occurred before the closing of the Bluegreen Acquisition. We may have difficulty addressing possible differences in corporate cultures and management philosophies. The integration process is subject to a number of uncertainties, and no assurance can be given that the anticipated benefits will be realized or, if realized, the timing of their realization. Failure to achieve these and other anticipated benefits (including operating efficiencies) could result in increased costs or decreases in the amount of expected net income and could adversely affect our future business, financial condition, operating results and prospects.

***Our ability to integrate the Bluegreen business depends on our ability to obtain certain concessions from a third party to allow us to rebrand the Bluegreen properties and sales centers.***

In connection with the closing of the Bluegreen Acquisition, we agreed with Hilton that we would obtain certain amendments to the Choice agreements by December 31, 2024 to allow us to rebrand most of the Bluegreen properties and all of its sales centers in accordance with a rebranding schedule that we have agreed to with Hilton, and we agreed to pay Hilton certain minimum license fees related to the Bluegreen properties and sales of VOIs for years 2024 and 2025. After 2025, assuming we have obtained the amendments referenced above, the license fees related to the Bluegreen properties and sales would revert back to a gradual ramp up that we had agreed to with Hilton. See Item 1. "*Business—Key Agreements with Hilton Worldwide Holdings—Amended and Restated License Agreement.*" If we are not able to obtain such amendments within the specified timeframe, we would be obligated to pay certain minimum license fees for years 2026 to 2029. In addition, Hilton could exercise certain rights under the license agreement that are detrimental to us.

including, without limitation, revoking our exclusive rights to use the licensed marks and to engage in vacation ownership under any Hilton marks. Any of these consequences and/or other consequences related to the Hilton license agreement described below under "*Our ability to integrate the Bluegreen business depends on our compliance with the Hilton license agreement, including the separate operations provisions and certain prohibitions on doing business with competitors*" could adversely affect our operating results and our business generally.

***Our ability to integrate the Bluegreen business depends on our compliance with the Hilton license agreement, including the separate operations provisions and certain prohibitions on doing business with competitors.***

We license substantially all of the trademarks, brand names and intellectual property used in our business from Hilton under the Hilton license agreement. We intend to offer vacation ownership products consisting of rebranded Bluegreen properties under our existing or new HGV brand. Under the terms of the Hilton license agreement, we must obtain Hilton's approval to use the Hilton brand names and trademarks in connection with the rebranding of the Bluegreen properties to branded properties using the Hilton marks, as well as for the branding of timeshare properties that we acquire or develop in the future. We have agreed with Hilton to operate the Bluegreen business as a separate operation, subject to a rebranding schedule that we have agreed to with Hilton, which schedule may be modified from time to time. In addition, we have agreed with Hilton that we would obtain certain amendment to the Choice agreements to allow us to implement the rebranding plan. In addition, we may require additional amendments to the license agreement with Hilton to further modify various provisions of the Hilton license agreement to provide for any related approvals or relief from certain restrictions in connection with the integration of Bluegreen so as to allow us to achieve greater operating efficiency and synergy than currently provided for, and any failure to do so could adversely impact such operating efficiency and synergy.

In addition, any failure to obtain Hilton's approval with respect to the rebranding of the Bluegreen properties and its sales centers will significantly harm our ability to integrate the Bluegreen business and its properties. If we cannot come to an agreement with Hilton on how to brand and operate Bluegreen properties that do not currently or will not in the future meet the Hilton brand standards, then we will be required to continue to operate them as separate operations.

The Hilton license agreement provides for the automatic termination of our rights to certain Hilton brand names and trademarks should the aggregate number of units of accommodation in "Licensed Vacation Ownership Business" fall below two-thirds of the total number of units of accommodation in our entire "Vacation Ownership Business" at any time after the two-year period from the date of the closing of the Bluegreen Acquisition. If, within this time period, we cannot successfully integrate Bluegreen into our business and obtain Hilton's approval to use the Hilton brand names and trademarks for a sufficient number of Bluegreen accommodations, our license to use such Hilton brand names and trademarks may be automatically terminated, which could materially adversely impact our business. In addition, our revenues from Hilton branded business must equal or exceed 67% of our total revenues; otherwise, Hilton can terminate the noncompetition term contained in the license agreement. Further, the Second Amendment to the Hilton license agreement established a minimum percentage of our total revenue in any calendar year that is required to be derived from the Hilton licensed business to

maintain our continued exclusivity under the Hilton license agreement. If we fail to meet such minimum percentage of revenue requirement, then Hilton would have the option to terminate our exclusivity under the Hilton license agreement, which would permit Hilton to license to other parties the trademarks, other intellectual property and certain other rights that are currently exclusively licensed to us under the Hilton license agreement.

In addition, the Hilton license agreement contains a number of prohibitions on us entering into certain agreements and arrangements, including certain enterprise-wide marketing arrangements and/or arrangements with competitors of Hilton. If we assume or enter into such agreements or arrangements without the approval of Hilton, we may breach the Hilton license agreement. The Hilton license agreement is critical to our business and the modification or amendment the Hilton license agreement or any exercise by Hilton of its termination or other rights under the Hilton license agreement, including the loss of exclusivity under the Hilton license agreement, could materially adversely impact our business.

***We incurred substantial transaction costs in connection with the Bluegreen Acquisition.***

We incurred, and expect that we will continue to incur, a number of significant, non-recurring expenses in connection with the Bluegreen Acquisition and the integration, including, without limitation, fees for third party legal, investment banking, consulting and advisory services, notes offering costs and expenses, amounts related to the repayment, termination, amendment and/or extension of Bluegreen's indebtedness at the time of the closing, and obtaining necessary consents and approvals and combining the operations of the two companies. These fees and costs have been, and will continue to be for some time, substantial. Additional unanticipated costs may be incurred in our integration of Bluegreen. Although it is expected that the elimination of certain duplicative costs, as well as the realization of other efficiencies related to the integration of the two businesses, will offset the incremental transaction related costs over time, this net benefit may not be achieved in the near term, may be delayed, or not achieved at all for a number of reasons.

***We and Bluegreen may be subject to complaints, litigation or reputational harm due to dissatisfaction with, or concerns related to, the acquisition from our current owners.***

Our current owners may be concerned about the actual or perceived impact of the merger on their VOIs, including related to a reduced quality of resorts and product offerings due to the increased size of the business and addition of new owners, or increase or change in homeowners' association or other fees. Bluegreen's legacy owners may have similar concerns related to a decline in the quality of product offerings or increase in fees as a result of the merger and increase in size of the business. Complaints or litigation brought by existing owners could harm our reputation, discourage potential new owners and adversely impact our results of operations.

***Our future results will suffer if we do not effectively manage our expanded operations and integrate Bluegreen.***

Following the completion of the Bluegreen Acquisition, the size of our business has increased significantly beyond the size of either our or Bluegreen's operations prior to the acquisition. Our future success depends, in part, upon our ability to manage this expanded business, which will pose significant challenges for management, including challenges related to the managing and monitoring of new operations, increased costs and complexity, and increased compliance and regulatory requirements. We may also need to obtain approvals of developers or HOAs in various instances to include additional resorts in the multi-resort trust marketed, sold and managed by Bluegreen or increase maintenance fees or impose additional requirements in order to meet our brand and operating standards. There can be no assurances that we will be successful in implementing and/or managing any of these or other steps.

***We may not be able to retain our and/or Bluegreen personnel successfully.***

The success of the Bluegreen Acquisition and related integration will depend in part on our ability to retain the talents and dedication of key employees currently employed by us (including those employees whom we retained from the Diamond acquisition) and Bluegreen. It is possible that these employees may decide not to remain with us or Bluegreen, as applicable. If key employees terminate their employment, if an insufficient number of employees are retained, or if key employees' performance standards materially decrease, our business may be adversely affected and management's attention may be diverted from successfully integrating Bluegreen to hiring suitable replacements, all of which may cause our business to suffer. In addition, we may not be able to locate suitable replacements for any key employees who leave, or offer employment to potential replacements on reasonable terms.

***Bluegreen may have liabilities that exceed our estimates, and any such liabilities could adversely affect our financial results and condition.***

Upon consummation of the Bluegreen Acquisition, we assumed all of Bluegreen's liabilities, whether known or not. Bluegreen may have various potential liabilities relating to the conduct of its business prior to the Bluegreen Acquisition, including, but not limited to, existing and potential legal claims pertaining to various areas of the Bluegreen business, tax audits, regulatory violations (including environmental violations and claims), and other liabilities that are greater than we had anticipated, were not known to us, and/or were not disclosed to us. It is possible that these liabilities, whether currently known or unknown to us, may result in substantial losses, thereby adversely affecting our operating results and financial condition.

***Interests in Bluegreen's resorts are offered through a trust system, which is subject to a number of regulatory and other requirements.***

Bluegreen's resorts are alternatives to traditional deeded timeshare ownership, inasmuch as they create a network of available resort accommodations at multiple locations ("the Bluegreen Club"). Title to the units available through the Bluegreen Club is held in a trust or similar arrangement that is administered by an independent trustee (the "Independent Trustee"). A purchaser of a timeshare interest in the Bluegreen Club generally does not receive a deeded interest in any specific resort or resort accommodation, but acquires a membership in the timeshare plan which is denominated by an annual or biennial allotment of points. Owners of Bluegreen's timeshare interests are allowed to use their allocated points to reserve accommodations at the various component site(s)/participating resort(s) within the Bluegreen Club, thereby giving the members greater flexibility to plan their vacations. Administering such trust structure can be complicated and requires compliance with various timeshare laws (including those laws applicable to component sites).

For example, the Bluegreen Club is required to be registered pursuant to, exempted from, or otherwise in compliance with, the applicable statutory requirements for the sale of timeshare plans in a growing number of jurisdictions. While such registrations and formal or informal exemption determinations for the Bluegreen Club may confirm the substantial compliance with the filing and disclosure requirements of the respective timeshare statutes, it does not constitute the endorsement of the creation, sale, promotion or operation of the Bluegreen Club by any regulatory body nor relieve Bluegreen (or any developer) of any duty or responsibility under other statutes or any other applicable laws. Registration under a respective timeshare act (or other applicable law) is not a guarantee or assurance of compliance with applicable law nor an assurance or guarantee of how any judicial body may interpret Bluegreen's compliance therewith. In

addition, various disclosures are required in connection with marketing and sale of timeshare interests or plans, which are required to be continually updated and current. A determination that specific provisions or operations of the Bluegreen Club do not comply with relevant timeshare acts or applicable law may have a material adverse effect on the developer, the Independent Trustee and the related non-profit members association for each of the Bluegreen component sites or resorts. Furthermore, any material omissions, inaccuracies or misstatements in disclosure documents may result in adverse consequences, including fines, penalties, rescission or similar rights for the purchasers, or other liabilities.

#### **Risks Related to the Spin-Off From Hilton**

##### ***We may be responsible for U.S. federal income tax liabilities that relate to the spin-off.***

The completion of the spin-off was conditioned upon the absence of any withdrawal, invalidation or modification of the ruling ("IRS Ruling") Hilton received from the IRS regarding certain U.S. federal income tax aspects of the spin-off in an adverse manner prior to the effective time of the spin-off. Although the IRS Ruling generally is binding on the IRS, the continued validity of the IRS Ruling is based upon and subject to the accuracy of factual statements and representations made to the IRS by Hilton.

In addition, the spin-off was conditioned on the receipt of an opinion of counsel to the effect that the distributions of our and Park common stock would qualify as tax-free distributions under Section 355 of the Code. An opinion of counsel is not binding on the IRS. Accordingly, the IRS may reach conclusions with respect to the spin-off that are different from the conclusions reached in the opinion.

If all or a portion of the spin-off does not qualify as a tax-free transaction for any reason, Hilton may recognize a substantial gain attributable to the timeshare business for U.S. federal income tax purposes. In such case, under U.S. Treasury regulations, each member of the Hilton consolidated group at the time of the spin-off (including us and our subsidiaries) would be jointly and severally liable for the resulting entire amount of any U.S. federal income tax liability. Additionally, if the distribution of our common stock and/or the distribution of Park common stock do not qualify as tax-free under Section 355 of the Code, Hilton stockholders will be treated as having received a taxable dividend to the extent of Hilton's current and accumulated earnings and profits, would have a tax-free basis recovery up to the amount of their tax basis in their shares, and would have taxable gain from the sale or exchange of the shares to the extent of any excess.

##### ***The spin-off and related transactions may expose us to potential liabilities arising out of state and federal fraudulent conveyance laws and legal distribution requirements.***

The spin-off could be challenged under various state and federal fraudulent conveyance laws. An unpaid creditor or an entity vested with the power of such creditor (such as a trustee or debtor-in-possession in a bankruptcy) could claim that Hilton did not receive fair consideration or reasonably equivalent value in the spin-off, and that the spin-off left Hilton insolvent or with unreasonably small capital or that Hilton intended or believed it would incur debts beyond its ability to pay such debts as they mature. If a court were to agree with such a plaintiff, then such court could void the spin-off as a fraudulent transfer and could impose a number of different remedies, including without limitation, returning our assets or your shares in our company to Hilton or providing Hilton with a claim for money damages against us in an amount equal to the difference between the consideration received by Hilton and the fair market value of our company at the time of the spin-off.

The measure of insolvency for purposes of the fraudulent conveyance laws may vary depending on which jurisdiction's law is applied. Generally, however, an entity would be considered insolvent if the fair salable value of its assets is less than the amount of its liabilities (including the probable amount of contingent liabilities), and such entity would be considered to have unreasonably small capital if it lacked adequate capital to conduct its business in the ordinary course and pay its liabilities as they become due. No assurance can be given as to what standard a court would apply to determine insolvency or that a court would determine that Hilton were solvent at the time of or after giving effect to the spin-off, including the distribution of our common stock.

##### ***We could be required to assume responsibility for obligations allocated to Hilton or Park under the Distribution Agreement.***

We entered into the Distribution Agreement with Hilton and Park prior to the distribution of our shares of common stock to Hilton stockholders. Under the Distribution Agreement and related ancillary agreements, each of us, Hilton and Park are generally responsible for the debts, liabilities and other obligations related to the business or businesses that they own and operate following the spin-off. Although we do not expect to be liable for any obligations that were not allocated to us under the Distribution Agreement, a court could disregard the allocation agreed to among the parties, and require that we assume responsibility for obligations allocated to Hilton or Park (for example, tax and/or environmental liabilities), particularly if Hilton or Park were to refuse or were unable to pay or perform the allocated obligations.

In addition, losses in respect of certain Shared Contingent Liabilities, which generally are not specifically attributable to any of the timeshare business, the Park business or the retained business of Hilton, were determined on or prior to the date on which the Distribution Agreement was entered. The percentage of Shared Contingent Liabilities for which we are responsible has been fixed in a manner that is intended to approximate our estimated enterprise value on the distribution date relative to the estimated enterprise values of Park and Hilton. Subject to certain limitations and exceptions, Hilton is generally vested with the exclusive management and control of all matters pertaining to any such Shared Contingent Liabilities, including the prosecution of any claim and the conduct of any defense.

##### ***In connection with the spin-offs, we may be required to indemnify Hilton and Park, and the indemnities of Hilton and Park of us may not be sufficient to insure us against the full amount of the liabilities assumed by Hilton and Park, and Hilton and Park may be unable to satisfy their indemnification obligations to us in the future.***

Pursuant to the Distribution Agreement entered into in connection with the spin-offs and certain other agreements among Hilton and Park and us, we agreed to indemnify each of Hilton and Park from certain liabilities. Indemnities that we may be required to provide Hilton and/or Park may be significant and could negatively affect our business.

In addition, each of Hilton and Park agreed to indemnify us with respect to such parties' assumed or retained liabilities pursuant to the Distribution Agreement and breaches of the Distribution Agreement or other agreements related to the spin-offs. There can be no assurance that the indemnities from each of Hilton and Park will be

sufficient to protect us against the full amount of these and other liabilities. Third parties also could seek to hold us responsible for any of the liabilities that Hilton and Park have agreed to assume. Even if we ultimately succeed in recovering from Hilton or Park any amounts for which we are held liable, we may be temporarily required to bear those losses ourselves. Each of these risks could negatively affect our business, financial condition, results of operations and cash flows.

Pursuant to the Distribution Agreement and certain other agreements, including the Tax Matters Agreement, entered into in connection with the spin-offs among Hilton and Park and us, we agreed to indemnify each of Hilton and Park from certain liabilities (including tax liabilities). In addition to the Shared Contingent Liabilities pursuant to the Distribution Agreement, the Tax Matters Agreement governs the respective obligations of Hilton, Park and us after the spin-off with respect to tax liabilities and benefits, tax attributes, tax contests, liability resulting from tax audits and other tax sharing regarding U.S. federal, state, local and foreign income taxes, other tax matters and related tax returns. Under the Tax Matters Agreement, we have agreed to indemnify Hilton and Park against certain tax liabilities. The Tax Matters Agreement also provides special rules for allocating tax liabilities in the event that the spin-off is not tax-free. In general, under the Tax Matters Agreement, each party is responsible for any taxes imposed on Hilton that arise from the failure of the spin-off and certain related transactions to qualify as a tax-free transaction for U.S. federal income tax purposes under Sections 355 and 368(a)(1)(D) of the Code, as applicable, and certain other relevant provisions of the Code, to the extent that the failure to qualify is attributable to actions taken by such party (or with respect to such party's stock). In addition, the parties share responsibility, in accordance with sharing percentages of 65% for Hilton, 26% for Park, and 9% for us, for any such taxes imposed on Hilton that are not attributable to actions taken by a party. Finally, pursuant to the Tax Matters Agreement, to the extent that any taxes that may be imposed on the Hilton consolidated group for the taxable periods prior to the spin-offs relates to the timeshare business, we would in most cases be liable for the full amount attributable to the timeshare business. Indemnities that we may be required to provide Hilton and/or Park, or any liabilities for which we may be responsible proportionately or wholly, pursuant to these agreements may be significant and could negatively affect our business.

#### **Risks Related to Ownership of Our Common Stock**

##### ***Our board of directors may change significant corporate policies without stockholder approval.***

Our financing, borrowing and dividend policies and our policies with respect to all other activities, including growth, debt, capitalization and operations, will be determined by our board of directors. These policies may be amended or revised at any time and from time to time at the discretion of our board of directors without a vote of our stockholders. In addition, our board of directors may change our policies with respect to conflicts of interest provided that such changes are consistent with applicable legal requirements. A change in these policies could have an adverse effect on our financial condition, our results of operations, our cash flow, the per share trading price of our common stock and our ability to satisfy our debt service obligations and to pay dividends to our stockholders.

##### ***The interests of certain of our stockholders may conflict with ours or yours in the future.***

We have entered into a stockholders stockholder's agreement with Apollo that, among other things, provides Apollo the right, under certain circumstances, to designate a certain number of directors to our board of directors. Pursuant to the stockholders stockholder's agreement, two members of our board of directors are Apollo designees, and for so long as Apollo and its affiliates continue to own specified percentages of our common stock, Apollo will be able to maintain representation on our board of directors. Accordingly, during that period of time, Apollo may have influence with respect to our management,

business plans and policies, including the appointment and removal of our officers. For example, for so long as Apollo continues to own a significant percentage of our stock, Apollo may be able to influence whether or not a change of control of our company or a change in the composition of our board of directors occurs. The concentration of ownership by Apollo could deprive our stockholders of an opportunity to receive a premium for their shares of common stock as part of a sale of the Company and could affect the market price of our common stock.

Apollo and its affiliates engage in a broad spectrum of activities, including investments in real estate generally and in the hospitality industry in particular]. particular. In the ordinary course of Apollo's business activities, Apollo and its affiliates may engage in activities where their interests interests' conflict with our interests or those of our stockholders. For example, Apollo and its affiliates may pursue ventures that compete directly or indirectly with us, or affiliates of Apollo may directly and indirectly own interests in timeshare property developers or others with whom we may engage in the future, may compete with us for investment opportunities, and may enter into other transactions with us that could result in their having interests that could conflict with ours. Our amended and restated certificate of incorporation provides no director who is not employed by us (including any nonemployee director who serves as one of our officers in both his or her director and officer capacities) or his or her affiliates will have any duty to refrain from engaging, directly or indirectly, in the same business activities or similar business activities or lines of business in which we operate. Apollo also may pursue acquisition opportunities that may be complementary to our business, and, as a result, those acquisition opportunities may be unavailable to us. In addition, Apollo may have an interest in pursuing acquisitions, divestitures and other transactions that, in its judgment, could enhance its investments, even though such transactions might involve risks to you.

##### ***Anti-takeover provisions in our organizational documents and Delaware law might discourage or delay acquisition attempts for us that you might consider favorable.***

Our amended and restated certificate of incorporation and bylaws contain provisions that may make the merger or acquisition of our company more difficult without the approval of our board of directors. Among other things:

- these provisions allow us to authorize the issuance of undesignated preferred stock in connection with a stockholder rights plan or otherwise, the terms of which may be established and the shares of which may

be issued without stockholder approval, and which may include super voting, special approval, dividend, or other rights or preferences superior to the rights of the holders of common stock;

- these provisions prohibit stockholder action by written consent unless such action is recommended by all directors then in office;

- these provisions provide that our board of directors is expressly authorized to make, alter or repeal our bylaws and that our stockholders may only amend our bylaws with the approval of 80% or more of all the outstanding shares of our capital stock entitled to vote; and
- these provisions establish advance notice requirements for nominations for elections to our board or for proposing matters that can be acted upon by stockholders at stockholder meetings.

In addition, as a Delaware corporation, we are also subject to provisions of Delaware law, which may impair a takeover attempt that our stockholders may find beneficial. These anti-takeover and other applicable Delaware law provisions and measures could discourage, delay or prevent a transaction involving a change in control of our company, including actions that our stockholders may deem advantageous, or negatively affect the trading price of our common stock. These provisions and measures could also discourage proxy contests and make it more difficult for you and other stockholders to elect directors of your choosing and to cause us to take other corporate actions you desire.

**Consent requirements in our license agreement with Hilton and other requirements in certain of our other material agreements may have the effect of deterring a potential takeover transaction that otherwise could be in the best interests of our stockholders.**

Our license agreement with Hilton requires us to obtain Hilton's consent prior to taking certain significant corporate actions, including engaging in a takeover transaction. There can be no assurance that any consent from Hilton to a change of control of our company could be obtained on a basis satisfactory to us or any potential acquirer. In addition, certain of our other material agreements, such as our debt agreements, contain consent, notice, prepayment or other provisions that we are obligated to comply with prior to engaging in certain transactions. Failure to obtain required consents and comply with other provisions in these agreements could discourage, materially delay or prevent a transaction that otherwise may be in the best interests of our stockholders.

***The market price and trading volume of our common stock may fluctuate widely.***

For many reasons, the market price of our common stock has been volatile in the past and may be influenced in the future by a number of factors, including the risks identified in this Annual Report on Form 10-K. These factors may result in short-term or long-term negative pressure on the value of our common stock.

The market price of our common stock may fluctuate significantly, depending upon many factors, some of which may be beyond our control, including, but not limited to:

- shifts in our investor base;
- our quarterly and annual earnings, or those of comparable companies;
- actual or anticipated fluctuations in our operating results;
- our ability to obtain financing as needed;
- changes in laws and regulations affecting our business;
- changes in accounting standards, policies, guidance, interpretations or principles;
- announcements by us or our competitors of significant investments, acquisitions or dispositions;
- the failure of securities analysts to cover our common stock;
- changes in earnings estimates by securities analysts or our ability to meet those estimates;
- the operating performance and stock price of comparable companies;
- overall market fluctuations;
- a decline in the real estate markets; and
- general economic conditions and other external factors.

***Future issuances of common stock by us may cause the market price of our common stock to decline.***

None of the shares outstanding upon consummation of the spin-off were "restricted securities" within the meaning of Rule 144 under the Securities Act, and substantially all of the outstanding shares of our common stock are freely tradable and available for resale in the public market, subject to certain restrictions in the case of control shares held by persons deemed to be our affiliates. Accordingly, the market price of our common stock could drop significantly if holders of a substantial number of shares of our common stock sell them in the public market, or if the market perceives that such sales could occur.

We adopted an Omnibus Incentive Plan under which an aggregate of 10,000,000 shares of HGV common stock are issuable. As of December 31, 2022 December 31, 2023, an aggregate of 3,102,210 4,339,887 shares have been issued, and an additional 4,416,258 4,122,738 shares were underlying outstanding awards pursuant to the Omnibus Incentive Plan. We also adopted a Non-Employee Director Stock Plan under which 325,000 shares of our common stock are issuable, and an Employee Stock Purchase Plan under which 2,500,000 shares of our common stock are available for issuance. Under the Non-Employee Director Stock Plan, 134,262 157,530 shares had been issued, and there were an additional 23,268 26,052 shares underlying outstanding awards granted as of December 31, 2022 December 31, 2023. Under the Employee Stock Purchase Plan, a total of 388,800 566,972 shares were issued as of December 31, 2022 December 31, 2023. Any further issuances could result in the dilution of our current stockholders causing the market price of shares of our common stock to decline.

**We cannot guarantee that we will repurchase our common stock pursuant to our share repurchase program or that our share repurchase program will enhance long-term shareholder value. Share repurchases could also increase the volatility of the price of our common stock and diminish our cash reserves.**

On May 4, 2022, our Board of Directors has authorized a share repurchase program (the "Repurchase Program"), pursuant to which we may repurchase up to \$500 million of our common stock over a two-year period through any combination of open market repurchases, accelerated share repurchases or privately negotiated transactions. The timing and amount of repurchases of shares of our common stock, if any, will depend upon several factors, such as the market price of our common stock, general market and economic conditions, our working capital requirements and corporate strategy, the terms of our financing arrangements and applicable legal requirements. We are not obligated to repurchase any specific number or amount of shares of common stock pursuant to the Repurchase Program, and we may modify, suspend or terminate the Repurchase Program at any time without prior notice. Repurchases of our common stock pursuant to the Repurchase Program could impact our stock price and increase its volatility. The existence of the Repurchase Program could cause our stock price to be higher than it would be in the absence of such a program. Additionally, the Repurchase Program could diminish our cash reserves, which may impact our

ability to finance future growth and to pursue possible future strategic opportunities. There can be no assurance that any share repurchases will enhance long-term stockholder value, and the market price of our common stock may decline below the levels at which we repurchased shares of stock.

**We have no current plans to pay cash dividends on our common stock, and our indebtedness could limit our ability to pay dividends in the future.**

Although we may return capital to stockholders through dividends or otherwise in the future, we have no current plans to pay any cash dividends. The declaration, amount and payment of any future dividends on shares of common stock will be at the sole discretion of our board of directors. Our board of directors may take into account general and economic conditions, our financial condition and results of operations, our available cash, current and anticipated cash needs, capital requirements, contractual, legal, tax and regulatory restrictions on the payment of dividends by us to our stockholders or by our subsidiaries to us, and such other factors as our board of directors may deem relevant. In addition, our ability to pay dividends is limited by our credit agreement related to our senior secured credit facilities. Our ability to pay dividends may also be limited by covenants of other indebtedness that we or our subsidiaries incur in the future.

**Our business could be negatively impacted as a result of actions by activist stockholders or others.**

Stockholder activism has been increasing in publicly traded companies in recent years and we are subject to the risks associated with such activism, particularly due to the recent decline in our stock price. Our business could be negatively affected as a result of stockholder activism, which could cause us to incur significant legal fees and other costs, hinder execution of our business strategy and impact the trading value of our securities. Additionally, stockholder activism could give rise to perceived uncertainties as to our future direction, adversely affect our relationships with key executives and business partners and make it more difficult to attract and retain qualified employees. Any of these impacts could materially and adversely affect our business and operating results.

#### **Risks Related to the Integration of Diamond**

**We may not be able to integrate the acquired Diamond business successfully.**

On August 2, 2021, we completed the Diamond Acquisition. Despite our efforts, it is possible that the integration process could take longer than anticipated and/or could be more difficult than anticipated due to a number of reasons, including the lack of complementary products and resort offerings, delays or other challenges in converting the Diamond resorts into resorts that are suitable for HGV as part of our overall strategy and our rebranding plan, loss of valuable employees, disruption of each company's ongoing businesses, processes and systems, inconsistencies in standards, controls, procedures, practices, policies and compensation arrangements between the two businesses, and differences in corporate cultures and philosophies, and other challenges that are inherent in such a complex integration of businesses. There also may be issues attributable to Diamond's operations that were inherent to the business or are based on events or actions that occurred prior to the closing of the Diamond Acquisition that may make the integration even more challenging. In addition, uncertainty about the effect of the Diamond Acquisition on relationships with our suppliers, vendors, existing owners, and potential owners may hinder the integration. Although we are taking steps designed to reduce or mitigate any adverse effects, these uncertainties may cause suppliers, vendors, existing and potential owners, and others that deal with us to seek to change, not renew or discontinue existing business relationships with us.

Integrating the Diamond business and properties into our operations may place a significant burden on management and internal resources and divert management's attention away from day-to-day business concerns. Further, our ability to attract, retain and motivate key personnel and employees may be impacted if employees or prospective employees have uncertainty about their future roles with us during the integration of the Diamond Acquisition and beyond. Despite our retention and recruiting efforts, key employees may be unwilling to continue their employment with us and we may be unable to timely find suitable replacements.

As previously described, in April 2022, we entered into an amendment to the license agreement with Hilton to provide for a plan to rebrand the majority of the Diamond properties, rooms and sales facilities into HGV-branded properties, rooms and sales facilities over a five-year period. If we do not achieve the applicable annual rebranding target milestones, we will be subject to an escalated royalty fee, and if we fail to achieve a cumulative target by September 2031, Hilton may prohibit our future offering and sales of HGV Max.

Ultimately, the integration process is subject to a number of uncertainties, and no assurance can be given that our integration efforts will be successful. Any one or more of the foregoing factors may adversely affect or hinder any successful integration of the Diamond acquisition and may materially adversely impact the execution of our strategy post-acquisition, business, operations, and, ultimately, our results of operations.

**Our ability to successfully integrate the Diamond business depends on our compliance with the license agreement and ability to meet certain targets under the rebrand plan.**

We and Hilton have agreed to a plan to rebrand the majority of the Diamond properties, rooms and sales facilities into HGV-branded properties, rooms and sales facilities over a five-year period. The License Agreement Amendment sets forth certain annual and cumulative target room conversions. The License Agreement Amendment provides for the offer and sale by HGV of its "HGV Max" branded product that provides access across legacy HGV and both converted and unconverted Diamond properties, subject to certain conditions. If we do not achieve the applicable annual rebranding target milestones, we will be subject to an escalated royalty fee, and if we fail to achieve cumulative targets by September 2031, Hilton may prohibit our future offering and sales of HGV Max. In addition, the license agreement requires Hilton's approval in connection with our anticipated conversion of the Diamond properties into our branded HGV Max properties and/or another new brand of properties. Hilton also has the right to review our sales, reservation and marketing activities related to HGV Max and review and approve our rebranded sales centers.

We have agreed with Hilton to operate the Diamond properties and business as a separate operation, pending the rebranding and conversion plan, after which we expect to continue to operate certain Diamond properties that are not rebranded as a separate operation. If we fail to comply with the separate operation requirements in connection with such part of our business, we may be subject to potential violation of the license agreement. In addition, if we cannot come to an agreement with Hilton on how to brand and operate Diamond properties that are not approved for rebranding by Hilton, our ability to successfully integrate Diamond may be materially adversely affected. We may conclude that it is necessary to enter into future amendments and/or modifications to the license agreement that may be necessary in connection with the integration and conversion plans. If we and Hilton are unable to reach agreements on any such amendments and/or modifications, our integration and conversion plans may be delayed and/or may not comport to the current terms and conditions of the license agreement, which will adversely affect our business and operations. For additional information see "Item 1. Business—Key Agreements with Hilton Worldwide Holdings."

The license agreement contains a number of prohibitions on us entering into certain agreements and arrangements with competitors of Hilton. As a result of the Diamond Acquisition, we assumed Diamond's contracts with third parties, a number of which are with competitors of Hilton, which may only be utilized with respect to the non-branded portion of the business. The license agreement provides for a cure period for agreements or arrangements related to the Diamond business that would result in a violation or breach of provisions in the license agreement. However, to the extent we are not able to terminate such agreements within the cure period or we are unable to obtain a waiver from Hilton, we may be in default of the license agreement.

**Anticipated cost savings, synergies, growth in operating results and related benefits of the Diamond Acquisition may not be realized. In addition, we may incur substantial costs and expenses related to the Diamond Acquisition and the integration beyond what we have anticipated, which may include unknown liabilities at the time of the closing. Any of these factors could have a material adverse effect on our business, financial condition and results of operations.**

We completed the Diamond Acquisition with the expectation that it will result in various benefits and synergies, including, among other things, operating efficiencies, and opportunities to potentially increase our revenue, sales, EBITDA, owners, and cost savings. Achieving such anticipated benefits and synergies of the Diamond Acquisition within the expected timeframe, or at all, is subject to a number of uncertainties, including whether the businesses of HGV and Diamond can be integrated in an efficient and effective manner. It is possible that any one or more of such benefits and synergies may not be realized, thereby significantly reducing the anticipated benefits associated with the Diamond Acquisition, and may result in higher than anticipated costs, and lower than anticipated revenue, and/or decreases in the amount of expected net income, all of which would adversely affect our future business, financial condition, and operating results.

Further, we incurred a number of fees, costs and expenses prior to completing the Diamond Acquisition and expect to continue to incur additional fees, costs and expenses associated with combining and integrating the operations of the two companies and achieving the desired benefits. These fees, costs and expenses, which are both recurring and non-recurring, have been, and will continue to be, substantial. Although we believe that achieving cost synergies, benefits, and other efficiencies of the Diamond Acquisition should offset such costs, fees and expenses over time, such net benefit may not be achieved in the near term, or at all. Moreover, there may be significant potential liabilities associated with the Legacy-Diamond business that we may uncover after the closing during the integration period, which may result in us incurring significant costs and expenses in the future. Actions taken by employees associated with the Legacy-Diamond business could intentionally or unintentionally violate or fail to comply with laws and regulations that we are subject to, and such non-compliance may be attributable to us. Such potential liabilities may have been unknown to us at prior to the closing of the Diamond Acquisition and/or more significant than we believed at such time. Any such material unexpected costs and expenses may have a material adverse effect on our financial condition and operating results.

**Our results will suffer if we do not effectively manage our expanded operations resulting from the Diamond Acquisition.**

The size of our business increased significantly as a result of the Diamond Acquisition. Our future success depends, in part, upon our ability to manage this expanded business, including in non-US jurisdictions where we did not have operations prior to the Diamond Acquisition, including challenges related to the management and monitoring of expanded operations and associated increased costs and complexity. We may also need to obtain approvals of developers or HOAs in various instances to include additional resorts in the multi-resort trusts marketed, sold and managed by the acquired Diamond business (the "Diamond Collections") or increase maintenance fees or impose additional requirements in order to meet our brand and operating standards. There can be no assurances that we will be successful or that we will realize the expected operating efficiencies, cost savings and other benefits currently anticipated from the transaction. In addition, there will be increased compliance and regulatory risk as a result of the expanded size of our business.

**We may be subject to complaints, litigation or reputational harm due to dissatisfaction with, or concerns related to, the Diamond Acquisition from our and former Diamond owners.**

Our and former Diamond VOI owners prior to the completion of the Diamond Acquisition may be concerned about the actual or perceived impact of the Diamond Acquisition and the integration on their VOIs, including the potential reduction in quality of resorts and product offerings due to the increased size of the business and addition of new owners, the potential adverse effect on the availability of access to these resorts and other disruptions during the integration period, or the potential increase or change in HOA or other fees. The VOI owners of the acquired Diamond business may have similar concerns related to a decline in the quality of product offerings or increase in fees as a result of the Diamond Acquisition and increase in size of the business. Complaints or litigation brought by existing owners following the completion of the Diamond Acquisition could harm our reputation, discourage potential new owners and adversely impact our results of operations.

**Interests in the acquired Diamond resorts are offered through a trust system, which is subject to a number of regulatory and other requirements.**

The Diamond Collections located in the United States are alternatives to traditional deeded timeshare ownership, as they create a network of available resort accommodations at multiple locations. For those US-based Diamond Collections, title to the units available through the Diamond Collections is held in a trust or similar arrangement that is administered by an independent trustee (the "Collection Trustee"). A purchaser of a timeshare interest in a Collection does not receive a deeded interest in any specific resort or resort accommodation, but acquires a membership in the timeshare plan which is denominated by an annual or biennial allotment of points. Owners of Diamond's timeshare interests are allowed to use their allocated points to reserve accommodations at the various component site(s)/participating resort(s) within the Diamond Collections, thereby giving the members greater flexibility to plan their vacations. Owners may also elect to reserve accommodations at resorts that are not part of their Collection through Diamond's exchange programs.

The Diamond Collections are registered pursuant to, exempted from, or otherwise in compliance with, the applicable statutory requirements for the sale of timeshare plans in a growing number of jurisdictions. Such registrations and formal exemption determinations for the Diamond Collections confirm the substantial compliance with the filing and disclosure requirements of the respective timeshare statutes by the developer of the applicable Diamond Collection. It does not constitute the endorsement of the creation, sale, promotion or operation of the Diamond Collections by any regulatory body nor relieve the developer of a Diamond Collection or any affiliates of such developer of any duty or responsibility under other statutes or any other applicable laws. Registration under a respective timeshare act (or other applicable law) is not a guarantee or assurance of compliance with applicable law nor an assurance or guarantee of how any judicial body may interpret the Diamond Collections' compliance therewith. A determination that specific provisions or operations of the Collections do not comply with relevant timeshare acts or applicable law may have a material adverse effect on the developer, the Collection Trustee and the related non-profit members association for each of the Diamond Collections. If we are unable to successfully integrate and manage the trust system our results of operations or reputation may suffer.

**ITEM 1B. Unresolved Staff Comments**

None.

**ITEM 1C. Cybersecurity**

**Risk Management and Strategy**

We recognize the importance of maintaining an integrated cybersecurity risk management system and view our responsibility for cybersecurity management as an enterprise risk, where we have adopted proactive and defensive safeguards. We maintain layered processes that place responsibility for management and mitigation of cybersecurity risks at both the management and Board level, which is modeled after the National Institute of Standards and Technology's cybersecurity framework, as more fully described below.

We have not previously experienced a cybersecurity incident that has materially affected HGV, including our business strategy, results of operations, or financial condition. However, we cannot be certain that we will not experience such an incident in the future. For information on risks we face from cybersecurity threats, see "Our increasing reliance on information technology and other systems subjects us to risks associated with cybersecurity. Cyber-attacks or our failure to maintain the security and integrity of company, employee, associate, customer, or third-party data could have a disruptive effect on our business and adversely affect our reputation and financial performance" in Item 1A. Risk Factors.

**Cybersecurity Governance**

**Management Level Governance**

Our cybersecurity efforts are led by the Chief Technology Officer ("CTO") and Chief Information Security Officer ("CISO"). The CISO has primary management-level responsibility for assessing and managing our cybersecurity program. The CISO reports to the CTO, who provides regular feedback to other members of the management team on managing material risks from cybersecurity threats.

Our CISO has over 25 years of experience in the field of cybersecurity. His background includes extensive experience as a technology consultant. His in-depth knowledge and experience are instrumental in developing and executing our cybersecurity strategies.

Our CTO has extensive experience designing, developing, and utilizing technology products for security operation center services. His technical responsibilities spanned product security, privacy controls, data protection, and identity management. He has also overseen security operations, incident response, threat hunting, security intelligence, analytics, and technical fraud functions and worked with legal response teams at numerous companies, including serving as a Managing Director of a cybersecurity firm. He has advised chief information officers and consulted for boards of directors on cybersecurity related issues and attacks.

Our CISO oversees our governance programs, tests our compliance with standards, remediates known risks, and leads our employee training program on information security. He is also responsible for keeping HGV apprised of the latest developments in cybersecurity, including potential threats and innovative risk management techniques. We believe this ongoing knowledge acquisition is crucial for the effective prevention, detection, mitigation, and remediation of cybersecurity incidents. The CISO implements and oversees processes for the regular monitoring of our information systems. This includes the deployment of advanced security measures and regular system audits to identify potential vulnerabilities. In the event of a cybersecurity incident, the CISO is equipped with a well-defined incident response plan.

This plan includes immediate actions designed to mitigate the impact and long-term strategies for remediation and prevention of future incidents.

#### **Board Level Governance**

The Audit Committee has primary Board-level responsibility for oversight of our cybersecurity and data protection risks, and serves as a liaison between management and the full Board. The Audit Committee receives regular reports from our CTO and CISO regarding the primary cybersecurity risks facing HGV, and the steps management is taking to mitigate such risks. The CISO and the CTO provide comprehensive briefings to the Audit Committee on a regular basis, generally at least once per quarter. These briefings include:

- Current cybersecurity landscape and emerging threats;
- Status of ongoing cybersecurity initiatives and strategies;
- Incident reports and learnings from any cybersecurity incidents, if applicable; and
- Compliance with regulatory requirements and industry standards.

The Audit Committee also reviews our cybersecurity management strategy and initiatives on a regular basis with our CTO and CISO. Both the Audit Committee and Board will promptly be made aware of any significant cybersecurity incident, as specified in our cybersecurity incident response plan.

#### **Third-Party Engagement**

Recognizing the complexity and evolving nature of cybersecurity threats, we engage with a range of external experts, including cybersecurity assessors, consultants, and auditors, to periodically evaluate and test our risk management systems. These partnerships enable us to leverage specialized knowledge and insights, with the intention of keeping our cybersecurity strategies and processes at the forefront of industry best practices. Our collaboration with these third parties includes regular audits, threat assessments, and consultation on security enhancements. The cybersecurity program also involves performance of tabletop exercises to test our incident response plan.

#### **Third-Party Oversight**

We maintain processes in place to oversee, identify, and mitigate risks from cybersecurity threats related to third-party service providers, including conducting thorough security assessments of third-party service providers before onboarding. We also maintain ongoing compliance monitoring to oversee evolving cybersecurity risks. We generally include minimum information security requirements in our agreements with third-party service providers to address cybersecurity risks.

### **ITEM 2. Properties**

#### *Timeshare Properties*

As of December 31, 2022 December 31, 2023, we had over 150 properties open and operating, including properties not yet fully developed but in which VOIs were being sold. Most of our properties and units are located in vacation destinations such as Florida, Europe, Hawaii, California, Arizona, Nevada, and Virginia. These units and properties include those developed by us or by third-party developers with whom we have entered into fee-for-service arrangements. As of December 31, 2022 December 31, 2023, we owned approximately 62% 64% of all unsold intervals including 100% of all unsold points-based intervals. We also own, manage, and lease fitness, spa and sports facilities, and/or manage the HOAs of undeveloped and partially developed land and other common area assets at some of our resorts, including resort lobbies and food and beverage outlets.

#### *Sales and Marketing Locations*

As of December 31, 2022 December 31, 2023, we had sales distribution centers in major markets and popular leisure destinations with year-round demand and a history of being a friendly environment for vacation ownership. Our products are for sale throughout the United States, Japan, Mexico, Canada, Mexico, Europe and Europe, Asia. We have approximately 50 over 60 sales distribution centers in various domestic and international locations. Our distribution centers and sales galleries are operated through leased and owned properties.

Additionally, we have 76 call centers that are leased. Our call centers are located in Orlando, Las Vegas, Costa Mesa, Virginia Beach and the United Kingdom.

#### *Corporate Headquarters*

Our main corporate headquarters are located at 6355 MetroWest Boulevard, Suite 180, Orlando, Florida 32835. The lease for this property expires in 2026 with two additional five-year renewal periods. We also have additional corporate headquarters that are located at 5323 and 5337 Millenia Lakes Boulevard, Orlando, Florida, 32839. The lease for these properties expires in 2034.

We believe that our existing office properties are in good condition and are sufficient and suitable for the conduct of our business.

### **ITEM 3. Legal Proceedings**

Information with respect to this item may be found in Note 23: *Commitments and Contingencies* below to our consolidated financial statements included in this Annual Report on Form 10-K. Related to the Legacy-Diamond business, an appeal for judgment was rendered in favor of the plaintiffs in November 2023 (with the California Supreme Court rejecting further appeals in February 2024) related to a personal injury lawsuit, *O'Malley et al. v. Diamond Resorts Management, Inc.*, which was filed against Diamond in 2015 and for which we have accrued liabilities of approximately \$102 million as of December 31, 2023. In November 2023 we initiated litigation against the various insurers disputing all or parts of coverage for this matter seeking to obtain full coverage. We believe that through this litigation, these existing

insurance policies will cover a significant portion, if not substantially all, of this liability. However, it's possible our insurance policies may still not cover a significant portion of the total amount and we will need to make a payment of approximately \$50 million towards the judgment while litigation with the insurers over further coverage proceeds.

While we presently believe that the ultimate outcome of any currently known proceedings (including the Legacy-Diamond lawsuit discussed above), individually and in the aggregate, will not materially harm our financial position, cash flows, or overall trends in results of operations, legal proceedings are inherently uncertain, and unfavorable rulings could, individually or in the aggregate, have a material adverse effect on our business, financial condition, or operating results.

#### ITEM 4. Mine Safety Disclosures

Not applicable.

## PART II

#### ITEM 5. Market For Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

##### Market Information

Our common stock is traded on the New York Stock Exchange ("NYSE") under the symbol "HGV."

**In connection with the closing of the Diamond Acquisition, on August 2, 2021, HGV issued an aggregate of 33,925,901 shares of HGV's common stock as substantially all of the consideration to the former stockholders of Diamond. The shares were issued in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended and/or Rule 506 under the Securities Act.**

##### Performance Graph

The following graph compares cumulative total stockholder return of our common stock with the Russell 2500 S&P MidCap 400 ("R2500" MidCap 400)\* Index and the Dow Jones US Travel & Leisure Total Return Index GICS Level 2 ("DJUSGCT")\* over a five-year period ended on December 31, 2022 December 31, 2023. The graph assumes that the value of the investment in our common stock and each index was \$100 on December 31, 2017 December 31, 2018, and that all dividends and other distributions were reinvested. The comparisons in the graph below are based on historical data and are not indicative of, or intended to forecast, future performance of our common stock.



\* We have determined that As of March 2023, our company has been included in the appropriate index to use going forward is DJUSCGT, which includes reinvestments of dividends. Previously, we had used DJUSTLE, a tracker index of DJUSCGT, which was not a published industry index and also did not include reinvestment of dividends. S&P MidCap 400.

##### Holders of Record

The number of stockholders of record of our common stock as of February 24, 2023 February 22, 2024, was 330,366.

##### Dividends

Although we may return capital to stockholders through dividends or otherwise in the future, we have no current plans to pay dividends on our common stock. Any decision to declare and pay dividends in the future will be made at the sole discretion of our board of directors and will depend on, among other things, general and economic conditions, our results of operations, available cash, current and anticipated cash requirements, financial condition, contractual, legal, tax and regulatory restrictions on the payment of dividends by us to our stockholders or by our subsidiaries to us, and other factors that our board of directors may deem relevant. In addition, our senior secured credit facilities and certain of our non-recourse debt include provisions limiting our ability to make restricted payments, including dividends.

##### Issuer Purchases of Equity Securities

On May 4, 2022, our Board of Directors approved a share repurchase program authorizing the Company to repurchase up to an aggregate of \$500 million of its outstanding shares of common stock over a two-year period (the "2022 Repurchase Plan"). On May 3, 2023, our Board of Directors approved a new share repurchase program authorizing the Company to repurchase up to an aggregate of \$500 million of its outstanding shares of common stock over a two-year period (the "2023 Repurchase Plan") which is in addition to the 2022 Repurchase Plan. The repurchases can be made through any combination of open market repurchases, purchases, accelerated share repurchases or privately negotiated transactions. The timing and actual number of shares repurchased will depend on a variety of factors, including the stock price, corporate and regulatory requirements and other market and economic conditions. The shares are retired upon repurchase. The stock repurchase program may be suspended or discontinued at any time and will automatically expire at the end of the two-year term.

During the three-month period ended December 31, 2022 December 31, 2023, we repurchased the following shares:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under Plan
October 1 – October 31, 2022	1,048,218	\$ 35.88	1,048,218	\$ 290,289,095
November 1 – November 30, 2022	873,204	\$ 43.04	873,204	\$ 252,710,441
December 1 – December 31, 2022	584,269	\$ 42.34	584,269	\$ 227,969,722
<b>Total</b>	<b>2,505,691</b>	<b>\$ 39.88</b>	<b>2,505,691</b>	

Period	Total Number of Shares Purchased			Approximate Dollar Value of Shares that May Yet Be Purchased Under Plan
	Total Number of Shares Purchased	Average Price Paid Per Share	as Part of Publicly Announced Plans or Programs	
October 1 – October 31, 2023	727,931	\$ 37.44	727,931	\$ 431,374,901
November 1 – November 30, 2023	939,687	35.43	939,687	398,078,432
December 1 – December 31, 2023	985,449	38.81	985,449	359,828,593
<b>Total</b>	<b>2,653,067</b>	<b>\$ 37.24</b>	<b>2,653,067</b>	

From January 1, 2024, through February 23, 2024, we repurchased approximately 1.7 million shares for \$71 million. As of February 23, 2024, we had \$289 million of remaining availability under the 2023 Repurchase Plan.

#### ITEM 6. [Reserved]

#### ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes that appear elsewhere in this Annual Report on Form 10-K.

##### Forward-Looking Statements

This disclosure includes forward-looking statements; and actual results and events may differ substantially from those discussed or highlighted in these forward-looking statements. See "Cautionary Note Regarding Forward-Looking Statements."

##### Overview

##### Our Business

We are a global timeshare company engaged in developing, marketing, selling, managing and operating timeshare resorts, timeshare plans and ancillary reservation services, primarily under the Hilton Grand Vacations brand. During 2021, we acquired Diamond Resorts and are in the process of rebranding Diamond properties and sales centers to the Hilton Grand Vacations brand and Hilton standards. On January 17, 2024 (the "Bluegreen Acquisition Date"), we completed the Bluegreen Acquisition. Our operations primarily consist of selling vacation ownership intervals and vacation ownership interests (collectively, "VOIs" or "VOI") for us and third parties; financing and servicing loans provided to consumers for their timeshare purchases; operating resorts and timeshare plans; and managing both our points-based Hilton Grand Vacations Club and Hilton Club exchange program (collectively the "Legacy-HGV Club") and the Diamond points-based multi-resort timeshare plans clubs and exchange programs (the "Legacy-Diamond Clubs").

The acquired portfolio of resort properties are included in Diamond's single- and multi-use trusts (collectively, the "Diamond Collections" or "Collections"), or are stand-alone Diamond branded resorts in which we own inventory. In addition, there are affiliated resorts and hotels, which we do not manage, and which do not carry the Diamond brand but are a part of Diamond's network and, through THE Club® and other Club offerings (collectively the "Diamond Clubs"), are available for its members to use as vacation destinations. programs.

As of December 31, 2022 December 31, 2023, we had over 150 properties located in the United States ("U.S."), Europe, Mexico, the Caribbean, Canada and Japan, Asia. A significant number of our properties and VOIs are concentrated in Florida, Europe, Hawaii, California, Arizona, Nevada and Virginia and feature spacious, condominium-style accommodations with superior amenities and quality service. As of December 31, 2022 December 31, 2023, we had approximately 519,000 529,000 members across our club offerings. Legacy-HGV Based on the type of Club membership, members have the flexibility to exchange their VOIs for stays at any Hilton Grand Vacations Club resort, or any property in the Hilton system of 1922 industry-leading brands across approximately 7,000 7,500 properties, or affiliated properties, as well as numerous experiential vacation options, such as cruises and guided tours, or they have the option to exchange their VOI for various other timeshare resorts throughout the world through an external exchange program. Legacy-Diamond Club members are able to utilize their points across the Diamond resorts, affiliated properties and alternative experiential options. During 2022, we began offering a new club membership called HGV Max across our certain of our sales centers. For any customer who purchases a VOI, this membership provides the ability to use points across all properties within our network. The membership provides new destinations for both Legacy-HGV and Legacy-Diamond club owners and broader vacation opportunities for new buyers. The Legacy-HGV Club, Legacy-Diamond Clubs and HGV Max are collectively referred to as "Clubs".

We operate our business across two segments: (1) real estate sales and financing; and (2) resort operations and club management.

##### Real Estate Sales and Financing

Our primary Legacy-HGV deeded product is includes the marketing and selling of fee-simple VOIs deeded in perpetuity and right to use real estate interests, developed either by us or by third parties. This ownership interest is an interest in real estate generally equivalent to one week on an annual or biennial basis, at the timeshare resort in which the VOI is located. Traditionally, timeshare operators have funded 100% of the investment necessary to acquire land and construct timeshare properties. We source VOIs through developed properties and fee-for-service and just-in-time agreements with third-party developers and have focused our inventory strategy on developing an optimal inventory mix. The fee-for-service agreements enable us to generate fees from the sales and marketing of the VOIs and Club memberships and from the management of the timeshare properties without requiring us to fund acquisition and construction costs. The just-in-time agreements enable us to source VOI inventory in a manner that allows us to correlate the timing of acquisition of the inventory with the sale to purchasers. Sales of owned, including just-in-time, inventory generally result in greater Adjusted EBITDA

contributions, while fee-for-service sales require less initial investment and allow us to accelerate our sales growth. Both sales of owned inventory and fee-for-service sales generate long-term, predictable fee streams, by adding to the Club membership base and properties under management, that generate strong returns on invested capital.

Our primary **Legacy Diamond** trust VOI product, which we acquired in the Diamond Acquisition, **is includes** the marketing and selling of beneficial interests in one of our Collections, which are represented by an annual or biennial allotment of points that can be utilized for vacations at any of the resorts in that Collection. In general, purchasers of a VOI in a collection do not acquire a direct ownership interest in the resort properties in the Collection. Rather, for each Collection, one or more trustees hold legal title either to the deeded fee simple real estate interests, or the functional equivalent, or, in some cases, leasehold real estate interests for the benefit of the respective Collection's association members in accordance with the applicable agreements. **We source some of our VOIs through just-in-time agreements with third-party developers and develop our own properties.**

For the year ended **December 31, 2022** **December 31, 2023**, sales from fee-for-service and just-in-time inventory were **29% 28%** and **15% 19%** of contract sales, respectively. See **"Key Business and Financial Metrics and Terms Used by Management—Metrics—Real Estate Sales Operating Metrics"** for

additional discussion of contract sales. The estimated contract sales value related to our inventory that is currently available for sale at open or soon-to-be open projects and inventory at new or existing projects that will become available for sale in the future upon registration, delivery or construction is approximately **\$11 billion \$11.3 billion** at current pricing. Capital-efficient arrangements, comprised of our fee-for-service and just-in-time inventory, represented approximately **39% 35%** of that supply. We believe that the visibility into our long-term supply allows us to efficiently manage inventory to meet predicted sales, reduce capital investments, minimize our exposure to the cyclical of the real estate market and mitigate the risks of entering into new markets.

We sell our vacation ownership products primarily through our distribution network of both-in-market and off-site sales centers. Our products are currently marketed for sale throughout the United States, Mexico, Canada, Europe and **Japan, Asia**. We operate sales distribution centers in major markets and popular leisure destinations with year-round demand and a history of being a friendly environment for vacation ownership. We have **approximately 50 over 60** sales distribution centers in various domestic and international locations. A phased rebranding of sales centers that were acquired as part of the Diamond Acquisition began in late 2021. Our marketing and sales activities are based on targeted direct marketing and a highly personalized sales approach. We use targeted direct marketing to reach potential members who are identified as having the financial ability to pay for our products, are frequent leisure travelers, and have an affinity with our brands. Tour flow quality impacts key metrics such as close rate and VPG, defined in **"Key Business and Financial Metrics and Terms Used by Management—Metrics—Real Estate Sales Operating Metrics."** Additionally, the quality of tour flow impacts sales revenue and the collectability of our timeshare financing receivables. For the **year** **years ended December 31, 2022 December 31, 2023, 2022 and 2021, 70%, 71% and 70%** of our contract sales were to our existing **owners, owners, respectively**.

We provide financing for members purchasing our developed and acquired inventory and generate interest **income, income on the loans**. Our timeshare financing receivables are collateralized by the underlying VOIs and are generally structured as 10-year, **fully-amortizing** **fully amortizing** loans that bear a fixed interest rate typically ranging from 2.5% to 25% per annum. Financing propensity was **62% 63%** and **74% 62%** for the **year** **years ended December 31, 2022 December 31, 2023, and 2021, 2022**, respectively. We calculate financing propensity as contract sales volume of financed contracts originated in the period divided by contract sales volume of all contracts originated in the period.

The interest rate on our loans is determined by, among other factors, the amount of the down payment, the borrower's credit profile and the loan term. The weighted-average FICO score for loans to U.S. and Canadian borrowers at the time of origination were as follows:

	Year Ended December 31,		
	2022	2021	2020
Weighted-average FICO score	735	734	734
	Year Ended December 31,		
	2023	2022	2021
Weighted-average FICO score	737	735	734

Prepayment is permitted without penalty. When a member defaults, we ultimately return their VOI to inventory for resale and that member no longer participates in our Clubs. Historical default rates, which represent annual defaults as a percentage of each year's beginning gross timeshare financing receivables balance, were as follows:

	Year Ended December 31,		
	2022	2021	2020
Historical default rates <sup>(1)</sup>	7.92 %	8.93 %	6.34 %
	Year Ended December 31,		
	2023	2022	2021
Historical default rates <sup>(1)</sup>	8.56 %	7.92 %	8.93 %

(1) A loan is considered to be in default if it is equal to or greater than 121 days past due as of the prior month end.

Some of our timeshare financing receivables have been pledged as collateral in our securitization transactions, which have in the past and may in the future provide funding for our business activities. In these securitization transactions,

special purpose entities are established to issue various classes of debt securities which are generally collateralized by a single pool of assets, consisting of timeshare financing receivables that we service and related cash deposits. For additional information see Note 7: *Timeshare Financing Receivables* in our consolidated financial statements included in Item 8 of this Annual Report on ~~Form~~ Form 10-K.

In addition, we earn fees from servicing our securitized timeshare financing receivables and the loans provided by third-party developers of our fee-for-service projects to purchasers of their VOIs.

#### **Resort Operations and Club Management**

We enter into management agreements with the HOAs of the timeshare resorts developed by us or a third party. Each of the HOAs is governed by a board of directors comprised of owner and developer representatives that are charged with ensuring the resorts are well-maintained and financially stable. Our services include day-to-day operations of the resorts, maintenance of the resorts, preparation of books and financial records including reports, budgets and projections, arranging for annual audits and maintenance fee billing and collections and ~~personal~~ employment training and ~~personnel~~ oversight.

Our HOA management agreements provide for a cost-plus management fee, which means we generally earn a fee equal to 10% to 15% of the costs to operate the applicable resort. As a result, the fees we earn are highly predictable due to the relatively fixed nature of resort operating expenses and our management fees are unaffected by changes in rental rate or occupancy. We are also reimbursed for the costs incurred to perform our services, principally related to personnel providing on-site services. The original ~~term~~ terms of our management agreements typically ~~ranges~~ range from three to five years and the agreements are subject to periodic renewal for one- to three-year periods. Many of these agreements renew automatically unless either party provides advance notice of termination before the expiration of the term. ~~Since our inception, none of the management agreements relating to our owned or fee-for-service properties have been terminated or lapsed, including management agreements obtained as part of the Diamond Acquisition.~~

We also manage and operate the Clubs ~~including the points-based Hilton Grand Vacations Club and Hilton Club exchange programs, which provide exclusive exchange, leisure travel and reservation services to our Legacy-HGV Club members, as well as the Legacy-Diamond Clubs.~~ ~~programs.~~ When owners purchase a VOI, they are generally enrolled in a Club which allows the member to exchange their points for a number of vacation options. In addition to an annual membership fee, Club members pay incremental fees depending on exchanges they choose within the Club system.

We rent unsold VOI inventory, third-party inventory and inventory made available due to ownership exchanges through our ~~club~~ Club programs. We earn a fee from rentals of third-party inventory. Additionally, we provide ancillary offerings including food and beverage, retail and spa offerings at these timeshare properties.

#### **Principal Components and Factors Affecting Our Results of Operations**

##### **Principal Components of Revenues**

- *Sales of VOIs*, net represents revenue recognized from the sale of owned VOIs, net of amounts considered uncollectible and sales incentives.
- *Sales, marketing, brand and other fees* represents sales commissions, brand fees and other fees earned on the sales of VOIs through fee-for-service agreements with third-party developers. All sales commissions and brand fees are based on the total sales price of the VOIs. Also included in *Sales, marketing, brand and other fees* are revenues from marketing and incentive programs, ~~including~~ ~~except for~~ redemption of prepaid vacation packages and Club bonus points for stays at HGV properties, which are included in *Rental and ancillary services*.
- *Financing* represents revenue from the financing of sales of our owned intervals, which includes interest income and fees from servicing loans. We also earn fees from servicing the loans provided by third-party developers to purchasers of their VOIs.
- *Resort and club management* represents revenues from Club activation fees, annual dues and transaction fees from member exchanges. *Resort and club management* also includes recurring management fees under our agreements with HOAs for day-to-day-management services, including housekeeping services, maintenance, and certain accounting and administrative services for HOAs, generally based on a percentage of costs to operate the resorts.
- *Rental and ancillary services* represents revenues from transient rentals of unoccupied vacation ownership units and revenues recognized from the utilization of Club points and vacation packages when points and packages are redeemed for rental stays at one of our resorts. We also earn fees from the rental of inventory owned by third parties. Ancillary revenues include food and beverage, retail, spa offerings and other guest services provided to resort guests.
- *Cost reimbursements* include costs that HOAs and developers reimburse to us. These costs primarily consist of payroll and payroll-related costs for management of the HOAs and other services we provide where we are the employer and insurance. The corresponding expenses are presented as *Cost reimbursements* expense in our consolidated statements of operations resulting in no effect on net income.

## Factors Affecting Revenues

- *Relationships with developers.* In recent years, we have entered into fee-for-service and just-in-time agreements to sell VOIs on behalf of or acquired VOIs from third-party developers. The success and sustainability of our capital-efficient business model depends on our ability to maintain good relationships with third-party developers. Our relationships with these third parties also generate new relationships with developers and opportunities for property development that can support our growth. We believe that we have strong relationships with our third-party developers, and we are committed to the continued growth and development of these relationships. These relationships exist with a diverse group of developers and are not significantly concentrated with any particular third party.
- *Construction activities.* In recent years, we have entered into agreements with third parties to acquire both completed VOIs and property. At the same time, we have increased our own development activities to construct new properties that we will own and from which we are selling, and will continue to sell, units and VOIs. These activities, and in particular the development of real property into inventory, are subject to construction risks including, construction delays, zoning and other local, state or governmental approvals and failure by third-party contractors to perform. The realization of these factors could result in the inability to source inventory and ultimately lead to sales declines.
- *Registration activities.* The registration of VOIs for sale requires time and cost, and in many jurisdictions the exact date of registration approval cannot be predicted accurately. The inability to register our products in a timely, cost-effective fashion could result in the inability to sell our products and ultimately lead to sales declines.
- *Relationship with Hilton.* Following the spin-off, Hilton retained ownership of the Hilton-branded trademarks, tradenames and certain related intellectual property used in the operation of our business. We entered into a license agreement with Hilton which was subsequently amended and restated in connection with the Diamond Acquisition, granting us the right to use the Hilton-branded trademarks, trade names and related intellectual property in our business for the term of the agreement. The termination of the license agreement or exercise of other remedies would materially harm our business and results of operations and impair our ability to market and sell our products and maintain our competitive position. For example, if we are not able to rely on the strength of the Hilton brands to attract prospective members and guest tours in the marketplace, our revenue would decline, and our marketing and sales expenses would increase.
- *Consumer demand and global economic conditions.* Consumer demand for our products and services may be affected by the performance of the general economy, including the ability to generate high quality tours, and is sensitive to business and personal discretionary spending levels. Declines in consumer demand due to adverse general economic conditions, risks affecting or reducing travel patterns, lower consumer confidence and adverse political conditions can subject and have subjected our revenues to significant volatility.
- *Marketing.* We rely on call transfers from Hilton, execution of a successful digital marketing strategy, vacation traffic at key locations, and other critical marketing elements to increase tour flow, VPG, and VOI sales, thereby increasing our revenue. Any significant changes to one or more factors that adversely affect our marketing activities, such as changes in consumer behavior and preference for vacations, decreases in call transfers from Hilton due to increasing consumer reliance on digital tools, and declining quality and/or volume of tour flow may adversely and materially impact our revenue.
- *Interest rates.* We generate interest income from consumer loans we originate and declines in interest rates may cause us to lower our interest rates on our originated loans, which would adversely affect our income generated on future loans. Conversely, if interest rates increase significantly, it would increase the cost of purchasing VOIs for any purchaser who is financing their acquisition and may deter potential purchasers from buying a VOI, which could result in sales declines.
- *Competition.* We compete with other hotel and resort timeshare operators for sales of VOIs based principally on location, quality of accommodations, price, service levels and amenities, financing terms,

quality of service, terms of property use, reservation systems and flexibility for VOI owners to exchange into time at other timeshare properties or other travel rewards. In addition, we compete based on brand name recognition and reputation. Our primary branded competitors in the timeshare space include Marriott Vacations Worldwide, Travel + Leisure Co., Disney Vacation Club, Holiday Inn Club Vacations, Westgate Resorts, and Bluegreen Vacations, which we acquired on January 17, 2024.

## Principal Components of Expenses

- *Cost of VOI sales* represents the costs attributable to the sales of owned VOIs recognized, as well as charges incurred related to granting credit to customers for their existing ownership when upgrading into fee-for-service projects.
- *Sales and marketing* represents costs incurred to sell and market VOIs, including costs incurred relating to marketing and incentive programs, costs for tours, rental expense and wages and sales commissions.
- *Financing* represents consumer financing interest expense related to our debt securitized by gross timeshare financing receivables ("Securitized Debt") and Timeshare Facility, amortization of the related deferred loan costs and other expenses incurred in providing consumer financing and servicing loans.

- *Resort and club management* represents costs incurred to manage resorts and the Clubs, including payroll and related costs and other administrative costs.
- *Rental and ancillary services* include payroll and related costs, costs incurred from participating in the Hilton Honors loyalty program, retail, food and beverage costs and maintenance fees on unsold inventory.
- *General and administrative* consists primarily of compensation expense for our corporate staff and personnel supporting our business segments, professional fees (including consulting, audit and legal fees), administrative and related expenses. *General and administrative* also includes costs for services provided to us by Hilton.
- *Depreciation and amortization* are non-cash expenses that primarily consist of depreciation of fixed assets such as buildings and leasehold improvements and furniture and equipment at our sales centers, corporate offices, and assets purchased for future conversion to inventory, as well as amortization of our trade names, management agreement contracts, club member relationship intangibles and capitalized software.
- *License fee expense* represents the royalty fee paid to Hilton under a license agreement for the exclusive right to use the Hilton Grand Vacations mark, which is generally based on a percentage of gross sales volume of certain revenue streams.
- *Acquisition and integration-related expense* represents direct expenses for the Diamond **Acquisition and the Bluegreen** Acquisition, including integration costs, legal and other professional fees. Integration costs include technology-related costs, fees paid to management consultants and employee-related costs such as severance and transition.
- *Cost reimbursements* include costs that HOAs and developers reimburse to us. These costs primarily consist of payroll and payroll-related costs for management of the HOAs and other services we provide where we are the employer and insurance. The corresponding revenues are presented as *Cost reimbursements* revenue in our consolidated statements of operations resulting in no effect on net income.

#### **Factors Affecting Expenses**

- *Costs of VOI sales.* In periods where there is increased demand for VOIs, we may incur increased costs to acquire inventory in the short-term, which can have an adverse effect on our cash flows, margins and profits. In addition, the registration of inventory for sale requires time and cost, and in many jurisdictions the exact date of registration approval cannot be predicted accurately. As we encourage owners to upgrade into other products, we incur expenses when owners upgrade from an interval in a project we developed into fee-for-service projects, on which we earn fees. In periods where more upgrades are occurring and we are not generating increased sales volume on unsold supply, we could see an adverse effect on our cash flows, margins and profits.
- Furthermore, construction delays, zoning and other local, state or federal governmental approvals, particularly in new geographic areas with which we are unfamiliar, cost overruns, lender financial defaults, or natural or man-made disasters, as well as failure by third-party contractors to perform for any reason, could lead to an adverse effect on our cash flows, margins and profits.
- *Sales and marketing expense.* A significant portion of our costs relates to selling and marketing of our VOIs. In periods of decreased demand for VOIs, we may be unable to reduce our sales and marketing expenses quickly enough to prevent a deterioration of our profits and margins on our real estate operations.
- *Rental and ancillary services expense.* These expenses include personnel costs, rent, property taxes, insurance and utilities. We pay a portion of these costs through maintenance fees of unsold intervals and by subsidizing the costs of HOAs not covered by maintenance fees collected. If we are unable to decrease these costs significantly or rapidly when demand for our unit rentals decreases, the resulting decline in our revenues could have an adverse effect on our net cash flow, margins and profits.
- *General and administrative.* Increases in general and administrative expenses associated with operating as a publicly traded company in a competitive and dynamic timeshare industry, regulatory filings and professional fees may affect our net cash flows, margins and profits.
- *Interest rates.* Increases in interest rates would increase the consumer financing interest expense we pay on the Timeshare Facility and could adversely affect our financing operations in future securitization or other debt transactions, affecting net cash flow, margins and profits.

#### **Key Business and Financial Metrics and Terms Used by Management**

##### **Real Estate Sales Operating Metrics**

We measure our performance using the following key operating metrics:

- *Contract sales* represents the total amount of VOI products (fee-for-service, just-in-time, developed, and points-based) under purchase agreements signed during the period where we have received a down payment of at least 10% of the contract price. Contract sales differ from revenues from the *Sales of VOIs, net* that we report in our consolidated statements of operations due to the requirements for revenue recognition, as well as adjustments for incentives. While we do not record the purchase price of sales of VOI products developed by fee-for-service partners as revenue in our consolidated financial statements, rather recording the commission earned as revenue in accordance with U.S. GAAP, we believe contract sales to be an important operational metric, reflective of the overall volume and pace of sales in our business and believe it provides meaningful comparability of our results to the results of our competitors which may source their VOI products differently.

We believe that the presentation of contract sales on a combined basis (fee-for-service, just-in-time, developed and points-based) is most appropriate for the purpose of the operating metric, additional information regarding the split of contract sales, is included in "—Real Estate" below. See Note 2: *Summary of Significant Accounting Policies* in our consolidated financial statements included in Item 8 in this Annual Report on form 10-K, for additional information on *Sales of VOIs, net*.

- **Sales revenue** represents *Sale of VOIs, net* and commissions and brand fees earned from the sale of fee-for-service intervals.
- **Real estate profit** represents sales revenue less the cost of VOI sales and sales and marketing costs, net of marketing revenue. Real estate margin percentage is calculated by dividing real estate margin by sales revenue. We consider this to be an important operating measure because it measures the efficiency of our sales and marketing spending and management of inventory costs.
- **Tour flow** represents the number of sales presentations given at our sales centers during the period.
- **Volume per guest ("VPG")** represents the sales attributable to tours at our sales locations and is calculated by dividing **Contract** **contract** sales, excluding telesales, by tour flow. We consider VPG to be an important operating measure because it measures the effectiveness of our sales process, combining the average transaction price with the closing rate.

#### **EBITDA and Adjusted EBITDA**

EBITDA, presented herein, is a financial measure that is not recognized under U.S. GAAP that reflects net income, **(loss)**, before interest expense (excluding non-recourse debt), a provision for income taxes and depreciation and amortization.

Adjusted EBITDA, presented herein, is calculated as EBITDA, as previously defined, further adjusted to exclude certain items, including, but not limited to, gains, losses and expenses in connection with: (i) other gains, including asset dispositions and foreign currency transactions; (ii) debt restructurings/retirements; (iii) non-cash impairment losses; (iv) share-based and other compensation expenses; and (v) other items, including but not limited to costs associated with acquisitions, restructuring, amortization of premiums and discounts resulting from purchase accounting, and other non-cash and one-time charges.

EBITDA and Adjusted EBITDA are not recognized terms under U.S. GAAP and should not be considered as alternatives to net income **(loss)** or other measures of financial performance or liquidity derived in accordance with U.S. GAAP. In addition, our definitions of EBITDA and Adjusted EBITDA may not be comparable to similarly titled measures of other companies.

We believe that EBITDA and Adjusted EBITDA provide useful information to investors about us and our financial condition and results of operations for the following reasons: (i) EBITDA and Adjusted EBITDA are among the measures used by our management team to evaluate our operating performance and make day-to-day operating decisions; and (ii) EBITDA and Adjusted EBITDA are frequently used by securities analysts, investors and other interested parties as a common performance measure to compare results or estimate valuations across companies in our industry.

EBITDA and Adjusted EBITDA have limitations as analytical tools and should not be considered either in isolation or as a substitute for net income, **(loss)**, cash flow or other methods of analyzing our results as reported under U.S. GAAP. Some of these limitations are:

- EBITDA and Adjusted EBITDA do not reflect changes in, or cash requirements for, our working capital needs;
- EBITDA and Adjusted EBITDA do not reflect our interest expense (excluding interest expense on non-recourse debt), or the cash requirements necessary to service interest or principal payments on our indebtedness;
- EBITDA and Adjusted EBITDA do not reflect our tax expense or the cash requirements to pay our taxes;

- EBITDA and Adjusted EBITDA do not reflect historical cash expenditures or future requirements for capital expenditures or contractual commitments;
- EBITDA and Adjusted EBITDA do not reflect the effect on earnings or changes resulting from matters that we consider not to be indicative of our future operations;
- EBITDA and Adjusted EBITDA do not reflect any cash requirements for future replacements of assets that are being depreciated and amortized; and
- EBITDA and Adjusted EBITDA may be calculated differently from other companies in our industry limiting their usefulness as comparative measures.

Because of these limitations, EBITDA and Adjusted EBITDA should not be considered as discretionary cash available to us to reinvest in the growth of our business or as measures of cash that will be available to us to meet our obligations.

See below under "Segment Results" for reconciliation of our EBITDA and Adjusted EBITDA to net income, our most comparable U.S. GAAP financial measure.

#### **Non-GAAP Measures within Our Segments**

Within each of our two reportable segments, we present additional profit and profit margin information for certain key activities—real estate, financing, resort and club management, and rental and ancillary services. These non-GAAP measures are used by our management team to evaluate the operating performance of each of our key activities, and to make day-to-day operating decisions. We believe these additional measures are also important in helping investors understand the performance and efficiency with which we are able to convert revenues for each of these primary activities into operating profit, both in dollars and as margins, and are frequently used by securities

analysts, investors and other interested parties as one of common performance measures to compare results or estimate valuations across companies in our industry. Specifically—

- *Sales revenue* represents sales of VOIs, net, and *Fee-for-service commissions and brand fees* earned from the sale of fee-for-service VOIs. *Fee-for-service commissions* and *brand fees* represents sales, marketing, brand and other fees, which corresponds to the applicable line item from our consolidated statements of operations, adjusted by marketing revenue and other fees earned primarily from discounted marketing related packages which encompass a sales tour to prospective owners. *Real estate expense* represents *Costs of VOI sales* and *Sales and marketing expense, net*. *Sales and marketing expense, net* represents sales and marketing expense, which corresponds to the applicable line item from our consolidated statements of operations, adjusted by marketing revenue and other fees earned primarily from discounted marketing related packages which encompass a sales tour to prospective owners. Both *fee-for-service commissions* and *brand fees* and *sales and marketing expense, net*, represent non-GAAP measures. We present these items net because it provides a meaningful measure of our underlying real estate profit related to our primary real estate activities which focus on the sales and costs associated with our VOIs.
- *Real estate profit* represents sales revenue less real estate expense. *Real estate margin* is calculated as a percentage by dividing real estate profit by sales revenue. We consider real estate profit margin to be an important non-GAAP operating measure because it measures the efficiency of our sales and marketing spending, management of inventory costs, and initiatives intended to improve profitability.
- *Financing profit* represents financing revenue, net of financing expense, both of which correspond to the applicable line items from our consolidated statements of operations. *Financing profit margin* is calculated as a percentage by dividing financing profit by financing revenue. We consider this to be an important non-GAAP operating measure because it measures the efficiency and profitability of our financing business in connection with our VOI sales.
- *Resort and club management profit* represents resort and club management revenue, net of resort and club management expense, both of which correspond to the applicable line items from our consolidated statements of operations. *Resort and club management profit margin* is calculated as a percentage by dividing resort and club management profit by resort and club management revenue. We consider this to be an important non-GAAP operating measure because it measures the efficiency and profitability of our resort and club management business that support our VOI sales business.
- *Rental and ancillary services profit* represents rental and ancillary services revenues, net of rental and ancillary services expenses, both of which correspond to the applicable line items from our consolidated statements of operations. *Rental and ancillary services profit margin* is calculated as a percentage by

dividing rental and ancillary services profit by rental and ancillary services revenue. We consider this to be an important non-GAAP operating measure because it measures our ability to convert available inventory and unoccupied rooms into revenue and profit by transient rentals, as well as profitability of other services, such as food and beverage, retail, spa offerings and other guest services.

Each of the foregoing four profit measures is not a recognized term under U.S. GAAP and should not be considered as an alternative to net income or other measures of financial performance or liquidity derived in accordance with U.S. GAAP. In addition, our calculation of such measures may not be comparable to similarly titled measures of other companies. Furthermore, these measures have limitations as analytical tools and should not be considered either in isolation or as a substitute for net income or other methods of analyzing our results as reported under U.S. GAAP. Such limitations include the fact that these measures only include those revenues and expenses related to one of the four specified operating activities as opposed to on a consolidated basis, and other limitations that are similar to those discussed above under *"EBITDA and Adjusted EBITDA"*. See below under *"Reconciliation of Non-GAAP Profit Measures to GAAP Measure"* for reconciliation of these four profit measures to net income, our most comparable U.S. GAAP financial measure.

## Results of Operations

**Year Ended December 31, 2022 December 31, 2023 Compared with Year Ended December 31, 2021 December 31, 2022**

The following discussion and analysis of our financial condition and results of operations is for the year ended December 31, 2022 December 31, 2023 compared with the year ended December 31, 2021 December 31, 2022. Discussions of our financial condition and results of operations for the year ended December 31, 2021 December 31, 2022 compared to December 31, 2020 December 31, 2021 that have been omitted under this item can be found in Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our Annual Report on Form 10-K for the year ended December 31, 2021 2022, which was filed with the Securities and Exchange Commission on March 1, 2022 March 1, 2023.

## **Segment Results**

The following tables present our revenues by segment for the year ended December 31, 2022, December 31, 2023, compared to the years ended December 31, 2021, December 31, 2022, and 2020. We do not include equity in earnings from unconsolidated affiliates in our measures of segment revenues.

Year Ended December 31, 2022										Year Ended December 31, 2021									
31, December 2022					2022 vs 2021 <sup>(1)</sup>					2021 vs 2020 <sup>(1)</sup>					31, December 2021				
Year Ended December 31,		(\$ in millions)																	
(\$ in millions)	(\$ in millions)	2022	2021	2020	\$	%	\$	%	(\$ in millions)	2023	2022	2021	\$	%	2023	2022	2021	\$	%

Revenues:		Revenues:							
Real estate sales and financing									
Real estate sales and financing									
Real estate sales and financing	Real estate sales and financing	\$2,378	\$1,451	\$494	\$ 927	63.9	\$ 957	NM	
Resort operations and club management	Resort operations and club management	1,197	700	276	497	71.0	424	NM	
Total segment revenues	Total segment revenues	3,575	2,151	770	1,424	66.2	1,381	NM	
Cost reimbursements	Cost reimbursements	297	202	137	95	47.0	65	47.4	
Intersegment eliminations <sup>(2)</sup>		(37)	(18)	(13)	(19)	NM	(5)	38.5	
Intersegment eliminations <sup>(1)</sup>									
Total revenues	Total revenues	\$3,835	\$2,335	\$894	\$1,500	64.2	\$1,441	NM	

(1) NM - fluctuation in terms of percentage change is not meaningful.

(2) Refer to Note 22: *Business Segments* in our consolidated financial statements included in Item 8 of this Annual Report on Form 10-K for details on the intersegment eliminations.

We evaluate our business segment operating performance using segment Adjusted EBITDA, as described in Note 22: *Business Segments* in our consolidated financial statements included in Item 8 of this Annual Report on Form 10-K. For a discussion of our definition of EBITDA and Adjusted EBITDA, how management uses them to manage our business and material limitations on their usefulness, refer to “—Key Business and Financial **Metrics and Terms Used by Management**—Metrics—EBITDA and Adjusted EBITDA.” The following table reconciles net income, our most comparable U.S. GAAP financial measure, to EBITDA and Adjusted EBITDA:

Share-based compensation expense	Share-based compensation expense	46	48	15	(2)	(4.2)	33	NM
Impairment expense	Impairment expense	17	2	209	15	NM	(207)	(99.0)
Acquisition and integration-related expense	Acquisition and integration-related expense	67	106	—	(39)	(36.8)	106	100.0
Other adjustment items <sup>(2)</sup>	Other adjustment items <sup>(2)</sup>	65	33	26	32	97.0	7	26.9
<b>Adjusted EBITDA</b>	<b>Adjusted EBITDA</b>	<b>\$1,065</b>	<b>\$716</b>	<b>\$ 57</b>	<b>\$349</b>	<b>48.7</b>	<b>\$659</b>	<b>NM</b>

(1) NM - fluctuation in terms of percentage change is not meaningful.

(2) For the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, this amount includes costs associated with restructuring, one-time charges, and other non-cash items. Subsequent to the acquisition of Diamond in 2021, this also includes items, and amortization of fair value premiums and discounts resulting from purchase accounting.

The following table reconciles our segment Adjusted EBITDA to Adjusted EBITDA.

		Year Ended December 31,			2021 vs 2020 <sup>(1)</sup>			Year Ended December 31,			2023 vs 2022				
					2022	2021	2020	\$	%	(\$ in millions)	2023	2022	2021	\$	%
<b>Adjusted EBITDA:</b>	<b>Adjusted EBITDA:</b>														
Real estate sales and financing <sup>(2)</sup>		\$ 865	\$ 537	\$ 33	\$ 328	61.1	\$ 504	NM							
Resort operations and club management <sup>(2)</sup>		463	353	136	110	31.2	217	NM							
Real estate sales and financing <sup>(1)</sup>															
Real estate sales and financing <sup>(1)</sup>															
Real estate sales and financing <sup>(1)</sup>															
Resort operations and club management <sup>(1)</sup>															
Adjustments:	Adjustments:														
Adjusted EBITDA from unconsolidated affiliates	Adjusted EBITDA from unconsolidated affiliates	15	11	7	4	36.4	4	57.1							
Adjusted EBITDA from unconsolidated affiliates															
Adjusted EBITDA from unconsolidated affiliates															
License fee expense	License fee expense	(124)	(80)	(51)	(44)	55.0	(29)	56.9							
General and administrative <sup>(3)</sup>		(154)	(105)	(68)	(49)	46.7	(37)	54.4							
General and administrative <sup>(2)</sup>															
<b>Adjusted EBITDA</b>	<b>Adjusted EBITDA</b>	<b>\$1,065</b>	<b>\$716</b>	<b>\$ 57</b>	<b>\$349</b>	<b>48.7</b>	<b>\$659</b>	<b>NM</b>							

(1) NM - fluctuation in terms of percentage change is not meaningful.

(2) Includes intersegment transactions, share-based compensation, depreciation and other adjustments attributable to the segments.

(3) Adjusts for segment related share-based compensation, depreciation and other adjustment items.

#### Reconciliation of Non-GAAP Profit Measures to GAAP Measure

The following table reconciles net income, our most comparable U.S. GAAP financial measure, to EBITDA and the total of our real estate, financing, resort and club management, and rental and ancillary services profit measures.

(\$ in millions)	Year Ended December 31,			2023 vs 2022 <sup>(1)</sup>	
	2023	2022	2021	\$	%
	\$	\$	\$	\$	%
<b>Net income</b>	\$ 313	\$ 352	\$ 176	\$ (39)	(11.1)
Interest expense	178	142	105	36	25.4
Income tax expense	136	129	93	7	5.4
Depreciation and amortization	213	244	126	(31)	(12.7)
Interest expense, depreciation and amortization included in equity in earnings from unconsolidated affiliates	2	2	1	—	—
<b>EBITDA</b>	842	869	501	(27)	(3.1)
Other (gain) loss, net	(2)	1	26	(3)	NM
Equity in earnings from unconsolidated affiliates <sup>(2)</sup>	(14)	(15)	(11)	1	(6.7)
Impairment expense	3	17	2	(14)	(82.4)
License fee expense	138	124	80	14	11.3
Acquisition and integration-related expense	68	67	106	1	1.5
General and administrative	194	212	151	(18)	(8.5)
<b>Profit</b>	<u>\$ 1,229</u>	<u>\$ 1,275</u>	<u>\$ 855</u>	<u>\$ (46)</u>	<u>(3.6)</u>
Real estate profit	575	691	402	(116)	(16.8)
Financing profit	208	164	118	44	26.8
Resort and club management profit	392	373	260	19	5.1
Rental and ancillary services profit	54	47	75	7	14.9
<b>Profit</b>	<u>\$ 1,229</u>	<u>\$ 1,275</u>	<u>\$ 855</u>	<u>\$ (46)</u>	<u>(3.6)</u>

<sup>(1)</sup> NM - fluctuation in terms of percentage change is not meaningful.

<sup>(2)</sup> Excludes impact of interest expense, depreciation and amortization included in equity in earnings from unconsolidated affiliates of \$2 million, \$2 million and \$1 million for the years ended December 31, 2023, 2022 and 2021, respectively.

#### Reconciliation of Non-GAAP Real Estate Measures to GAAP Measures

The following table reconciles our Sales, marketing, brand and other fees revenue, our most comparable U.S. GAAP financial measure, to Fee-for-service commissions and brand fees, and Sales and marketing expense, our most comparable U.S. GAAP financial measure, to Sales and marketing expense, net. Fee-for-service commissions and brand fees and Sales and marketing, net, are used in calculating our real estate profit and real estate profit margin. See "Real Estate Sales and Financing Segment—Real Estate" below.

(\$ in millions)	Year Ended December 31,			2023 vs 2022	
	2023	2022	2021	\$	%
	\$	\$	\$	\$	%
<b>Sales, marketing, brand and other fees</b>	\$ 634	\$ 620	\$ 385	\$ 14	2.3
Less: Marketing revenue and other fees <sup>(1)</sup>	(241)	(208)	(149)	(33)	15.9
Fee-for-service commissions and brand fees	\$ 393	\$ 412	\$ 236	\$ (19)	(4.6)
<b>Sales and marketing expense</b>	\$ 1,281	\$ 1,146	\$ 653	\$ 135	11.8
Less: Marketing revenue and other fees <sup>(1)</sup>	(241)	(208)	(149)	(33)	15.9
<b>Sales and marketing expense, net</b>	<u>\$ 1,040</u>	<u>\$ 938</u>	<u>\$ 504</u>	<u>\$ 102</u>	<u>10.9</u>

<sup>(1)</sup> Includes revenue recognized through our marketing programs for existing owners and prospective first-time buyers and revenue associated with sales incentives, title service and document compliance.

#### Real Estate Sales and Financing

Real estate sales and financing segment revenues increased decreased by \$927 million \$21 million for the year ended December 31, 2022 December 31, 2023, compared to the same period in 2021, 2022, primarily due to a \$784 million \$75 million decrease in Sales of VOIs, net, driven by a \$66 million increase in net deferrals of sales revenue, of VOIs under construction, a \$59 million 15% decrease in VPG, and a \$29 million increase in provision for financing receivable losses, offset by a \$49 million

decrease in fee for service sales. Sales, marketing, revenue associated with brand and other fees increased \$14 million driven by higher vacation package commissions earned on sales and of fee-for-service properties. In addition, there was a \$84 million \$40 million increase in financing revenue primarily related to an increase in interest income. Diamond contributed \$533 million to the total increase in real estate sales and financing segment revenues primarily driven by \$441 million of sales of VOIs, net. Excluding the impact of Diamond, sales revenue primarily increased in these periods due to our loan portfolio combined with an increase in travel demand and a corresponding increase in tour flow and sales transactions; partially offset by a net decrease in the recognition of deferred sales of VOIs related to projects previously under construction. weighted-average interest rate.

Real estate sales and financing Adjusted EBITDA increased decreased by \$328 million \$111 million compared to the same period in 2021, 2022, primarily due to an increase in marketing costs due to our emphasis in adding new owners, which typically carry a higher cost per tour, in addition to the revenue increases discussed overall decrease in segment revenues described above.

Refer to "—Real Estate" and "—Financing" for further discussion on the revenues and expenses of the real estate sales and financing segment.

In accordance with Accounting Standards Codification Topic 606, "Revenue from Contracts with Customers" ("ASC 606"), revenue and the related costs to fulfill and acquire the contract ("direct costs") from sales of VOIs under construction are deferred until the point in time when construction activities are deemed to be completed. The real estate sales and financing segment is impacted by construction related deferral and recognition activity. In periods where Sales of VOIs and related direct costs of projects under construction are deferred, margin percentages will generally contract as the indirect marketing and selling costs associated with these sales are recognized as incurred in the current period. In periods where previously deferred Sales of VOIs and related direct costs are recognized upon construction completion, margin percentages will generally expand as the indirect marketing and selling costs associated with these sales were recognized in prior periods.

The following table represents deferrals and recognitions of Sales of VOIs revenue and direct costs for properties under construction:

		2022		2021							
		Year Ended		vs							
		December 31,		2021		2020					
Year Ended December 31,											
(\$ in millions)	(\$ in millions)	2022	2021	2020	\$	\$	(\$ in millions)	2023	2022	2021	2023 vs 2022
Sales of VOIs (deferrals)	Sales of VOIs (deferrals)	\$(67)	\$(112)	\$(85)	\$ 45	\$ (27)					\$
Sales of VOIs recognitions	Sales of VOIs recognitions	98	245	—	(147)	245					
Net Sales of VOIs recognitions (deferrals)		31	133	(85)	(102)	218					
Net Sales of VOIs (deferrals) recognitions											
Cost of VOI sales (deferrals)	Cost of VOI sales (deferrals)	(22)	(36)	(23)	14	(13)					
Cost of VOI sales recognitions	Cost of VOI sales recognitions	33	74	—	(41)	74					
Net Cost of VOI sales recognitions (deferrals)		11	38	(23)	(27)	61					
Net Cost of VOI sales (deferrals) recognitions											
Sales and marketing expense (deferrals)	Sales and marketing expense (deferrals)	(10)	(17)	(13)	7	(4)					
Sales and marketing expense recognitions	Sales and marketing expense recognitions	14	36	—	(22)	36					

Net Sales and marketing expense					
recognition (deferrals)	4	19	(13)	(15)	32
Net construction recognitions					
(deferrals)	\$ 16	\$ 76	\$(49)	\$(60)	\$ 125
Net Sales and marketing expense (deferrals) recognitions					
Net construction (deferrals) recognitions					

#### Resort Operations and Club Management

Resort operations and club management segment revenues increased \$497 million \$94 million for the year ended December 31, 2022 December 31, 2023, compared to the same period in 2021. Diamond contributed \$356 million to the total increase in resort operations and club management segment revenues 2022, primarily driven by \$189 million of rental greater Rental and ancillary revenue and \$167 million as a result of resort operations and club management revenues. Excluding the impact of Diamond, the increased average daily rates. The segment revenue increase in resort operations and club is also attributable to higher Resort management revenues, was primarily driven by greater resort management revenue from the launch of new properties higher fees as well as an increase in Club members.

Resort operations and club management segment Adjusted EBITDA increased \$110 million \$41 million for the year ended December 31, 2022 December 31, 2023 compared to the same period in 2021 2022, primarily due to the increase in resort and club management and rental revenues described above, partially offset by an increase in resort and club management expenses due to personnel-related costs incurred to service increased arrivals and transaction activity along with the launch of new club features and programs. activity.

Refer to "—Resort and Club Management" and "—Rental and Ancillary Services" for further discussion on the revenues and expenses of the resort operations and club management segment.

#### Real Estate Sales and Financing Segment

See "Reconciliation of Profit Measures to GAAP Measure" above.

##### Real Estate

	Year Ended December 31, 2022 vs 2021			2021 vs 2020 <sup>(1)</sup>			Year Ended December 31, 2023 vs 2022			Variance <sup>(1)</sup>			
	Year Ended December 31,						Year Ended December 31,						
(\$ in millions, except Tour flow and VPG)	2022	2021	2020	\$	%	\$	%	(\$ in millions, except Tour flow and VPG)	2023	2022	2021	\$	%
Contract sales	Contract sales	\$ 2,381	\$ 1,352	\$ 528	\$ 1,029	76.1	\$ 824	NM					
Adjustments:	Adjustments:												
Fee-for-service sales <sup>(2)</sup>	Fee-for-service sales <sup>(2)</sup>	(693)	(424)	(275)	(269)	63.4	(149)	54.2					
Fee-for-service sales <sup>(2)</sup>	Fee-for-service sales <sup>(2)</sup>												
Provision for financing receivables losses	Provision for financing receivables losses	(142)	(121)	(75)	(21)	17.4	(46)	61.3					
Reportability and other:	Reportability and other:												
Net recognition (deferral) of sales of VOIs under construction <sup>(3)</sup>	Net recognition (deferral) of sales of VOIs under construction <sup>(3)</sup>	31	133	(85)	(102)	(76.7)	218	NM					
Net (deferral) recognition of sales of VOIs under construction <sup>(3)</sup>	Net (deferral) recognition of sales of VOIs under construction <sup>(3)</sup>												

Net (deferral) recognition of sales of VOIs under construction <sup>(3)</sup>							
Net (deferral) recognition of sales of VOIs under construction <sup>(3)</sup>							
Fee-for- service sale upgrades, net	Fee-for- service sale upgrades, net	18	14	16	4	28.6	(2) (12.5)
Other <sup>(4)</sup>	Other <sup>(4)</sup>	(104)	(71)	(1)	(33)	46.5	(70) NM
Sales of VOIs, net	Sales of VOIs, net	\$ 1,491	\$ 883	\$ 108	\$ 608	68.9	\$ 775 NM
Tour flow	Tour flow	517,117	298,044	127,085	219,073		170,959
VPG	VPG	\$ 4,432	\$ 4,332	\$ 3,889	\$ 100		\$ 443
VPG							
VPG							

(1) NM - fluctuation in terms of percentage change is not meaningful.

(2) Represents contract sales from fee-for-service properties on which we earn Fee-for-service commissions and brand fees.

(3) Represents the net impact recognition of deferred revenues related to the Sales of VOIs under construction that are recognized when construction is complete.

(4) Includes adjustments for revenue recognition, including amounts in rescission and sales incentives.

Contract sales increased \$1,029 million decreased \$71 million for the year ended December 31, 2022 December 31, 2023, compared to the same period in 2021. Excluding the impact of the Diamond Acquisition, the increase was 2022, primarily due to the continued recovery from the impact of COVID travel restrictions a 15.2% decrease in 2021. Tour flow increased with the corresponding increases in travel demand related to relaxed COVID travel restrictions VPG, and new inventory available for sale at resorts that were opened during 2021. Diamond contributed \$511 million to the total partially offset by a 17.6% increase in contract sales and \$441 million to the total increase in sales of VOIs, net tour flow.

2021 vs							
Year Ended December 31, 2022 vs 2021 2020 <sup>(1)</sup>							
Year Ended December 31, 2023 vs 2022 Variance							
(\$ in millions)	2022	2021	2020	\$	%	\$	%
Sales, marketing, brand and other fees	\$ 620	\$ 385	\$ 221	\$ 235	61.0	\$ 164	74.2
Sales of VOIs, net							
Fee-for-service commissions and brand fees							
Sales revenue							
Less: Less:							
Marketing revenue and other fees	208	149	57	59	39.6	92	NM
Commissions and brand fees	412	236	164	176	74.6	72	43.9
Sales of VOIs, net	1,491	883	108	608	68.9	775	NM

Sales revenue	1,903	1,119	272	784	70.1	847	NM	
Cost of VOI sales	Cost of VOI sales	274	213	28	61	28.6	185	NM
Sales and marketing expense, net <sup>(2)</sup>	886	479	313	407	85.0	166	53.0	
Cost of VOI sales								
Cost of VOI sales								
Sales and marketing expense, net								
Real Estate expense	Real Estate expense	1,160	692	341	468	67.6	351	NM
Real Estate profit	Real Estate profit	\$ 743	\$ 427	\$ (69)	\$ 316	74.0	\$ 496	NM
Real Estate profit margin	39.0 %	38.2 %	(25.4)%					
Real Estate profit margin <sup>(1)</sup>								

(1) NM - fluctuation in terms of percentage change is not meaningful.

(2) Includes Excluding the marketing revenue recognized through our marketing programs and other fees adjustment, Real estate profit margin was 28.0%, 32.7% and 31.7% for existing owners the years ended December 31, 2023, 2022 and prospective first-time buyers and revenue associated with sales incentives, title service and document compliance, 2021, respectively.

Real estate profit increased decreased by \$316 million \$116 million for the year ended December 31, 2022 December 31, 2023, compared to the same period in 2021, 2022, driven by an increase a decrease of \$784 million \$94 million in Sales revenue and offset due to lower Sales of VOIs, net of \$75 million driven primarily by an increase in Real estate expense net deferrals of \$468 million. Diamond contributed \$205 million to the increase in Real estate profit, driven by an increase of \$457 million in Sales revenue and offset by an increase in Real estate expense of \$252 million for the year ended December 31, 2022 compared to the same prior period in 2021.

These increases were driven by greater travel demand; partially offset by a net decrease in the recognition of deferred sales of VOIs related to projects previously under construction. The increase in sales revenue was also attributed to higher sales construction and lower Fee-for-service commissions and brand fees of owned VOIs at new properties and greater commissions earned on sales of fee-for-service properties for the year ended December 31, 2022 compared to the same period in 2021. \$19 million. Additionally, Real estate expense increased in line with the by \$22 million due to an increase in sales revenue. Marketing revenue payroll expense from additional employee headcount and other fees increased increases in wage rates as a result of increased sales of vacation packages, competitive labor conditions experienced in most geographical markets.

#### Financing

		2022 vs		2021 vs									
		Year Ended December 31,		2021									
		Year Ended December 31,					Year Ended December 31,		2023 vs 2022 Variance				
(\$ in millions)	(\$ in millions)	2022	2021	2020	\$	%	(\$ in millions)	2023	2022				
Interest income	Interest income	\$ 235	\$ 157	\$ 141	\$ 78	49.7	\$ 16	11.3					
Other financing revenue	Other financing revenue	32	26	24	6	23.1	2	8.3					
Financing revenue	Financing revenue	267	183	165	84	45.9	18	10.9					
Consumer financing interest expense	Consumer financing interest expense	47	30	31	17	56.7	(1)	(3.2)					
Other financing expense	Other financing expense	56	35	22	21	60.0	13	59.1					

Financing expense	Financing expense	103	65	53	38	58.5	12	22.6
Financing profit	Financing profit	\$164	\$118	\$112	\$46	39.0	\$ 6	5.4
Financing profit margin	Financing profit margin	61.4 %	64.5 %	67.9 %				

Financing profit increased by \$46 million \$44 million for the year ended December 31, 2022 December 31, 2023, compared to the same period in 2021, 2022, driven by an increase of \$84 million \$40 million in financing revenue, partially offset accompanied by a decrease in financing expense of \$4 million.

Financing revenue increased by \$40 million primarily due to interest income driven by an increase in financing expense of \$38 million. Diamond contributed \$29 million to the increase in financing profit for the year ended December 31, 2022 compared to the same prior period in 2021 driven by an increase of \$49 million in Financing revenue, partially offset by an increase of \$20 million in financing expenses.

Financing revenue increased primarily due to an increase in the weighted average interest rate our loan portfolio and an increase in the timeshare financing receivables portfolio. The increase in Financing expense is primarily due to the increased costs associated with loan servicing in addition to an increase in consumer financing interest expense resulting from an increase in the weighted-average interest rate. Financing expense decreased by \$4 million due to a decrease in bank fees partially offset by higher compensation costs due to increased headcount.

## Resort Operations and Club Management Segment

### Resort and Club Management

(\$ in millions)	Year Ended December 31,			2022 vs 2021 <sup>(1)</sup>		2021 vs 2020 <sup>(1)</sup>	
	2022	2021	2020	\$	%	\$	%
Club management revenue	\$ 227	\$ 168	\$ 96	\$ 59	35.1	\$ 72	75.0
Resort management revenue	307	172	70	135	78.5	102	NM
Resort and club management revenues	534	340	166	194	57.1	174	NM
Club management expense	42	28	24	14	50.0	4	16.7
Resort management expense	119	52	12	67	NM	40	NM
Resort and club management expenses	161	80	36	81	NM	44	NM
Resort and club management profit	\$ 373	\$ 260	\$ 130	\$ 113	43.5	\$ 130	100.0
Resort and club management profit margin	69.9 %	76.5 %	78.3 %				

<sup>(1)</sup>Fluctuation in terms of percentage change is not meaningful.

(\$ in millions)	Year Ended December 31,			2023 vs 2022 Variance	
	2023	2022	2021	\$	%
Club management revenue	\$ 240	\$ 227	\$ 168	\$ 13	5.7
Resort management revenue	329	307	172	22	7.2
Resort and club management revenues	569	534	340	35	6.6
Club management expense	60	42	28	18	42.9
Resort management expense	117	119	52	(2)	(1.7)
Resort and club management expenses	177	161	80	16	9.9
Resort and club management profit	\$ 392	\$ 373	\$ 260	\$ 19	5.1
Resort and club management profit margin	68.9 %	69.9 %	76.5 %		

Resort and club management profit increased by \$113 million \$19 million for the year ended December 31, 2022 December 31, 2023, compared to the same period in 2021, 2022, driven by an increase of \$194 million \$35 million in resort and club management revenue and partially offset by an increase of \$81 \$16 million in resort and club management expenses. Diamond contributed \$98 million to the increase in Resort and club management profit for the year ended December 31, 2022 compared to the same prior period in 2021, driven by an increase of \$167 million in resort and club management revenue and partially offset by an increase of \$69 million in resort and club management expenses.

The increases in resort operations and club management revenues were driven by greater resort management revenue from the launch of new properties as well as an increase in Club members license fee revenue and number of transactions. maintenance fees for the period. The increase in resort and club management expenses is primarily due to personnel related costs incurred to service the increased transactions and the launch of new club features and programs. transactions.

### Rental and Ancillary Services

(\$ in millions)	Year Ended December 31,			2022 vs 2021 <sup>(1)</sup>		2021 vs 2020 <sup>(1)</sup>	
	2022	2021	2020	\$	%	\$	%
Rental revenues	\$ 586	\$ 315	\$ 90	\$ 271	86.0	\$ 225	NM
Ancillary services revenues	40	27	7	13	48.1	20	NM
Rental and ancillary services revenues	626	342	97	284	83.0	245	NM
Rental expenses	544	242	98	302	NM	144	NM
Ancillary services expense	35	25	9	10	40.0	16	NM
Rental and ancillary services expenses	579	267	107	312	NM	160	NM
Rental and ancillary services profit (loss)	<u>\$ 47</u>	<u>\$ 75</u>	<u>\$ (10)</u>	<u>\$ (28)</u>	<u>(37.3)</u>	<u>\$ 85</u>	NM
Rental and ancillary services profit margin	7.5 %	21.9 %	(10.3)%				

<sup>(1)</sup> Fluctuation in terms of percentage change is not meaningful.

(\$ in millions)	Year Ended December 31,			2023 vs 2022	
	2023	2022	2021	\$	%
Rental revenues	\$ 623	\$ 586	\$ 315	\$ 37	6.3
Ancillary services revenues	43	40	27	3	7.5
Rental and ancillary services revenues	666	626	342	40	6.4
Rental expenses	573	544	242	29	5.3
Ancillary services expense	39	35	25	4	11.4
Rental and ancillary services expenses	612	579	267	33	5.7
Rental and ancillary services profit	<u>\$ 54</u>	<u>\$ 47</u>	<u>\$ 75</u>	<u>\$ 7</u>	14.9
Rental and ancillary services profit margin	8.1 %	7.5 %	21.9 %		

Rental and ancillary services profit decreased increased by \$28 million \$7 million for the year ended December 31, 2022 December 31, 2023, compared to the same period in 2021 2022, driven by an increase of \$312 million \$40 million in rental and ancillary expenses services revenue primarily due to an increase in occupied room nights compared to the same period in 2022. This was partially offset by an increase of \$284 million \$33 million in rental and ancillary services revenue. Diamond contributed \$51 million to the rental and ancillary services profit decrease for the year ended December 31, 2022 compared to the same prior period in 2021, driven by an increase of \$240 million in expenses, partially offset by an increase of \$189 million in rental and ancillary services revenue.

Rental and ancillary services revenue increased due to an increase in average nightly rates charged in addition to an increase in rooms available for rent corresponding with the launch of new properties. Rental and ancillary services expense increased consistent with the aforementioned launch of new properties.

increase in rental revenue.

#### Other Operating Expenses

(\$ in millions)	Year Ended December 31,			2022 vs 2021 <sup>(1)</sup>		2021 vs 2020 <sup>(1)</sup>	
	2022	2021	2020	\$	%	\$	%
General and administrative	\$ 212	\$ 151	\$ 92	\$ 61	40.4	\$ 59	64.1
Depreciation and amortization	244	126	45	118	93.7	81	NM
License fee expense	124	80	51	44	55.0	29	56.9
Impairment expense	17	2	209	15	NM	(207)	(99.0)

<sup>(1)</sup> Fluctuation in terms of percentage change is not meaningful.

(\$ in millions)	Year Ended December 31,			2023 vs 2022	
	2023	2022	2021	\$	%
General and administrative	\$ 194	\$ 212	\$ 151	\$ (18)	(8.5)
Depreciation and amortization	213	244	126	(31)	(12.7)
License fee expense	138	124	80	14	11.3
Impairment expense	3	17	2	(14)	(82.4)

The change in other operating expenses for the year ended December 31, 2022 December 31, 2023, compared to the same period in 2021 2022, was driven by increased decreased general and administrative costs subsequent to the Diamond Acquisition and decreased depreciation and amortization expense. General and administrative expenses increased decreased by \$61 million \$18 million, primarily related to increased salaries, decreased legal and professional fees. Depreciation and amortization increased decreased by \$118 million, primarily as a result of a full year of \$31 million due to decreased amortization of trade names, management contracts, and club member relationships acquired intangible assets as a part of the Diamond Acquisition. License fee expense increased by \$44 million, primarily \$14 million due to improved

results related to increased travel demand. Impairment expense increased decreased by \$15 million, primarily \$14 million due to certain fewer assets that were not deemed recoverable, unrecoverable in 2023 compared to the same period in 2022.

#### **Acquisition and Integration-Related Expense**

Year Ended December 31, 2021 vs December 31, 2022 vs 2021 2020 <sup>(1)</sup>										Year Ended December 31, 2023 vs 2022 Variance		
Year Ended December 31,										Year Ended December 31,		
(\$ in millions)	(\$ in millions)	2022	2021	2020	\$	%	(\$ in millions)	2023	2022	2021	\$	%
Acquisition and integration-related expense	Acquisition and integration-related expense	\$67	\$106	\$—	\$(39)	(36.8)	\$106	NM				

For the year ended December 31, 2023, acquisition and integration-related costs remained consistent compared to the same period in 2022. Acquisition and integration-related costs incurred consisted of professional fees related to the Diamond Acquisition and the Bluegreen Acquisition in 2023 and solely related to the Diamond Acquisition in 2022.

#### **Non-Operating Expenses**

(\$ in millions)	Year Ended December 31,			2023 vs 2022 Variance <sup>(1)</sup>	
	2023	2022	2021	\$	%
Interest expense	\$ 178	\$ 142	\$ 105	\$ 36	25.4
Equity in earnings from unconsolidated affiliates	(12)	(13)	(10)	1	(7.7)
Other (gain) loss, net	(2)	1	26	(3)	NM
Income tax expense	136	129	93	7	5.4

<sup>(1)</sup> NM - Fluctuation in terms of percentage change is not meaningful.

For the year ended December 31, 2022, compared to the same period in 2021, acquisition and integration-related costs decreased by \$39 million due to decreased legal and professional fees incurred.

#### **Non-Operating Expenses**

(\$ in millions)	Year Ended December 31,			2022 vs 2021		2021 vs 2020 <sup>(1)</sup>	
	2022	2021	2020	\$	%	\$	%
Interest expense	\$ 142	\$ 105	\$ 43	\$ 37	35.2	\$ 62	NM
Equity in earnings from unconsolidated affiliates	(13)	(10)	(5)	(3)	30.0	(5)	100.0
Other loss (gain), net	1	26	(3)	(25)	(96.2)	29	NM
Income tax expense (benefit)	129	93	(79)	36	38.7	172	NM

<sup>(1)</sup> Fluctuation in terms of percentage change is not meaningful.

The change in non-operating expenses for the year ended December 31, 2022 December 31, 2023 compared to the same period in 2021, 2022, was primarily due to a \$37 million \$36 million increase in interest expense and partially offset by a decrease in other loss, net of \$25 million driven by debt extinguished an increase in connection to the Diamond Acquisition interest rates and other borrowings draws on our revolver credit facility to support 2021 operations. Income operations and a \$7 million increase in income tax expense also increased for primarily due to non-recurring state tax benefits recognized in the year ended December 31, 2022 compared to the same period in 2021 consistent with increased pre-tax income prior year.

#### **Liquidity and Capital Resources**

##### **Overview**

Our cash management objectives are to maintain the availability of liquidity, minimize operational costs, remit debt payments and fund future acquisitions and development projects. Our known short-term liquidity requirements primarily consist of funds necessary to pay for operating expenses and other expenditures, including payroll and related benefits, legal costs, operating costs associated with the operation of our resorts and sales centers, interest and scheduled principal payments on our outstanding indebtedness, inventory-related purchase commitments, and capital expenditures for renovations and maintenance at our offices and sales centers. Our long-term liquidity requirements primarily consist of funds necessary to pay for scheduled debt maturities, inventory-related purchase commitments and costs associated with potential acquisitions and development projects, including rebranding. Our primary source of funding to satisfy these requirements is derived from sales and financing of vacation ownership intervals, management of our resorts and Clubs, and rentals of available inventory. See Item 1. *Business* for more information on our reportable segments and sources of revenue.

We finance our short- and long-term liquidity needs primarily through cash and cash equivalents, cash generated from our operations, draws on our revolver credit facility, our non-recourse revolving timeshare credit facility ("Timeshare Facility"), and through periodic securitizations of our timeshare financing receivables.

The following highlights certain matters that impacted our liquidity for the year ended December 31, 2023:

- In April 2022, January 2023, we acquired inventory associated with a property in New York for \$136 million from a third-party developer.
- In August 2023, we completed a securitization of \$246 million of gross timeshare financing receivables. The proceeds were primarily used to pay down in part some of the remaining borrowings on one of our conduit facilities existing debt and for other general

corporate operating expenses, purposes. See Note 7: Timeshare Financing Receivables and Note 15: Debt and Non-Recourse Debt for further information.

- In May 2022, we amended and restated our Timeshare Facility agreement under new terms, which includes increasing the borrowing capacity from \$450 million to \$750 million allowing us to borrow up to the maximum amount until May 2024 and requiring all amounts borrowed to be repaid in 2025. The Timeshare Facility is secured by certain timeshare financing receivables in our loan portfolio. See Note 15: Debt and Non-Recourse Debt for further information.
- In August 2022, we completed a securitization of \$269 million of gross timeshare financing receivables. The proceeds were primarily used to pay down the Timeshare Facility and general corporate operating expenses. See Note 7: Timeshare Financing Receivables and Note 15: Debt and Non-Recourse Debt for further additional information.
- In December 2023, we completed the Grand Islander Acquisition for \$117 million.
- During the year ended December 31, 2023, we repurchased \$368 million of shares under our share repurchase programs.
- As of December 31, 2022 December 31, 2023, we had total cash and cash equivalents of \$555 million, including \$332 million \$589 million and restricted cash of \$296 million. Restricted cash primarily consists of escrow deposits received on VOI sales and reserves related to non-recourse debt.
- As of December 31, 2022 December 31, 2023, we have \$959 million \$553 million remaining borrowing capacity under the revolver credit facility.
- As of December 31, 2022 December 31, 2023, we have \$652 million \$350 million remaining borrowing capacity under our Timeshare Facility, and an additional \$1 million remaining borrowing capacity under the Grand Islander Timeshare Facility. Of this amount, we have \$279 million \$155 million of mortgage notes that are available to be securitized, and another \$338 million \$317 million of mortgage notes that we expect will become eligible as soon as they meet typical milestones including receipt of first payment, deeding, or recording.

We utilize surety bonds related to the sales of VOIs in order to meet regulatory requirements of certain states. The availability, terms and conditions and pricing of such bonding capacity are dependent on, among other things, continued financial strength and stability of the insurance company affiliates providing the bonding capacity, general availability of such capacity and our corporate credit rating. We have commitments from surety providers in the amount of \$327 million \$454 million as of December 31, 2022 December 31, 2023, which primarily consist of escrow, construction and subsidy related bonds.

We believe that these actions, together with drawing on available borrowings under our revolver and preserving our capacity under our Timeshare Facility as described above, will provide adequate capital to meet our short- and long-term liquidity requirements for operating expenses and other expenditures, including payroll and related benefits, legal costs, additional costs related to complying with various regulatory requirements and to finance our long-term growth plan and capital expenditures for the foreseeable future.

We believe that our capital allocation strategy provides adequate funding for our operations, is flexible enough to fund our development pipeline, securitizes the optimal level of receivables, and provides the ability to be strategically opportunistic in the marketplace. We have made commitments with developers to purchase vacation ownership units at a future date to be marketed and sold under our Hilton Grand Vacations brand. As of December 31, 2022 December 31, 2023, our inventory-related purchase commitments totaled \$195 million \$37 million over 2 years. 1 year.

#### Sources and Uses of Our Cash

The following table summarizes our net cash flows and key metrics related to our liquidity:

		Year Ended December 31,		2022 vs 2021 vs				Year Ended December 31,		2023 vs 2022	
		December 31,		2021	2020			December 31,			
		Year Ended December 31,						Year Ended December 31,			
(\$ in millions)	(\$ in millions)	2022	2021	2020	\$	\$	(\$ in millions)	2023	2022	2021	\$
Net cash provided by (used in):	Net cash provided by (used in):										
Operating activities	Operating activities	\$ 747	\$ 168	\$ 79	\$ 579	\$ 89					
Operating activities	Operating activities										
Operating activities	Operating activities										

Investing activities	Investing activities	(97)	(1,631)	(33)	1,534	(1,598)
Financing activities	Financing activities	(782)	1,636	328	(2,418)	1,308

#### Operating Activities

Cash flow provided by operating activities is primarily generated from (1) sales and financing of VOIs and (2) net cash generated from managing our resorts, Club operations and providing related rental and ancillary services. Cash flows used in operating activities primarily include spending for the purchase and development of real estate for future conversion to inventory and funding our working capital needs. Our cash flows from operations generally vary due to the following factors related to the sale of our VOIs; the degree to which our owners finance their purchase and our owners' repayment of timeshare financing receivables; the timing of management and sales and marketing services provided; and cash outlays for VOI inventory acquisition and development. Additionally, cash flow from operations will also vary depending upon our sales mix of VOIs; over time, we generally receive more cash from the sale of an owned VOI as compared to that from a fee-for-service sale.

The change in net cash flows provided by operating activities for the year ended December 31, 2022 December 31, 2023, compared to the same period in 2021 2022 was primarily due to an increase in net income and non-cash operating expense depreciation and amortization expense, partially offset by decreases in net cash utilized for working capital and purchase of inventory from operations, a third party developer.

The following table exhibits our VOI inventory spending for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021.

Year Ended December 31,				Year Ended December 31,		
(\$ in millions)				2023	2022	2021
VOI spending - owned properties <sup>(1)</sup>	VOI spending - owned properties <sup>(1)</sup>	\$161	\$200	\$106		
VOI spending - fee-for-service upgrades <sup>(2)</sup>	VOI spending - fee-for-service upgrades <sup>(2)</sup>	13	10	13		
Purchases and development of real estate for future conversion to inventory	Purchases and development of real estate for future conversion to inventory	8	33	36		
Total VOI inventory spending	Total VOI inventory spending	\$182	\$243	\$155		

(1) For the years ended December 31, 2022 December 31, 2023, 2021 2022, and 2020, 2021, our VOI inventory spending on owned properties relates to properties that are classified as *Inventory* on our consolidated balance sheets.

(2) Includes expense related to granting credit to customers for their existing ownership when upgrading into fee-for-service projects of \$9 million \$12 million, \$7 million \$9 million and \$9 million \$7 million recorded in Costs of VOI sales for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, respectively.

#### Investing Activities

The following table summarizes our net cash used in investing activities:

(\$ in millions)	Year Ended December 31,			2022 vs 2021		2021 vs 2020	
	2022	2021	2020	\$	\$	\$	\$
Acquisition of Diamond, net of cash and restricted cash acquired	\$	—	\$ (1,592)	—	\$ 1,592	\$	\$ (1,592)
Capital expenditures for property and equipment (excluding inventory)	(58)	(18)	(8)	(40)			(10)

Software capitalization costs	(39)	(21)	(23)	(18)	2
Investments in unconsolidated affiliates	—	—	(2)	—	2
Net cash used in investing activities	\$ (97)	\$ (1,631)	\$ (33)	\$ 1,534	\$ (1,598)

Our capital expenditures include spending related to technology and buildings and leasehold improvements used to support sales and marketing locations, resort operations and corporate activities. We believe the renovations of our existing assets are necessary to stay competitive in the markets in which we operate.

The change in net cash used in investing activities for the year ended December 31, 2022 December 31, 2023, compared to the same period in 2021 2022 was primarily due to cash paid for the Diamond Grand Islander Acquisition during 2021.

partially offset by decreased capital expenditures.

#### Financing Activities

The following table summarizes our net cash (used in) provided by financing activities:

(\$ in millions)	Year Ended December 31,			2022 vs 2021		2021 vs 2020	
	2022	2021	2020	\$	\$	\$	\$
Issuance of debt	\$ 40	\$ 2,950	\$ 495	\$ (2,910)	\$ 2,455		
Issuance of non-recourse debt	769	264	495	505	(231)		
Repayment of debt	(313)	(1,154)	(165)	841	(989)		
Repayment of non-recourse debt	(990)	(359)	(475)	(631)	116		
Debt issuance costs	(13)	(70)	(9)	57	(61)		
Repurchase and retirement of common stock	(272)	—	(10)	(272)	10		
Payment of withholding taxes on vesting of restricted stock units	(8)	(6)	(4)	(2)	(2)		
Proceeds from employee stock plan purchases	5	1	2	4	(1)		
Proceeds from stock option exercises	2	13	1	(11)	12		
Other	(2)	(3)	(2)	1	(1)		
Net cash (used in) provided by financing activities	\$ (782)	\$ 1,636	\$ 328	\$ (2,418)	\$ 1,308		

The change in net cash flows used in financing activities for the year ended December 31, 2022 December 31, 2023, compared to the same period in 2021 2022 was primarily driven by repayments due to net proceeds from debt of \$658 million and lower net payments of non-recourse debt in 2022 and our share repurchase program launched in of \$395 million compared to 2022, partially offset by issuances of corporate debt \$96 million increase in connection with the Diamond Acquisition during 2021, share repurchases when compared to 2022.

#### Contractual Obligations

Our commitments primarily relate to agreements with developers to purchase or construct vacation ownership units, operating leases and obligations associated with our debt, non-recourse debt and the related interest. As of December 31, 2022 December 31, 2023, we were committed to \$4,961 million \$5,790 million in contractual obligations over 9 years, \$601 million \$563 million of which will be fulfilled in 2023 2024. This amount includes \$826 million \$1,074 million of interest on our debt and non-recourse debt, of which \$144 million \$224 million will be incurred in 2023 2024. The ultimate amount and timing of certain commitments is subject to change pursuant to the terms of the respective arrangements, which could also allow for cancellation in certain circumstances. See Note 15: Debt and Non-recourse Debt, Note 17: Leases and Note 23: Commitments and Contingencies, in our consolidated financial statements included in Item 8 of this Annual Report on Form 10-K for additional information.

We utilize surety bonds related to the sales of VOIs in order to meet regulatory requirements of certain states. The availability, terms and conditions and pricing of such bonding capacity are dependent on, among other things, continued financial strength and stability of the insurance company affiliates providing the bonding capacity, general availability of such capacity and our corporate credit rating. We have commitments from surety providers in the amount of \$327 million \$454 million as of December 31, 2022 December 31, 2023, which primarily consist of escrow, construction and subsidy related bonds.

#### Guarantor Financial Information

Certain subsidiaries, which are listed on Exhibit 22 of this Annual Report on Form 10-K, have guaranteed our obligations related to our senior unsecured 2029 Notes and 2031 Notes (together, "the Notes"). The 2029 Notes were issued in June 2021 with an aggregate principal balance of \$850 million, an interest rate of 5.000% and maturity in June 2029. The 2031 Notes were issued in June 2021 with an aggregate principal balance of \$500 million, an interest rate of 4.875%, and maturity in July 2031.

The Notes were co-issued by Hilton Grand Vacations Borrower LLC and Hilton Grand Vacations Borrower Inc. (the "Issuers") and are fully and unconditionally guaranteed, jointly and severally, on a senior unsecured basis by Hilton Grand Vacations Inc. (the "Parent"), Hilton Grand Vacations Parent LLC, the Issuers, and each of the Issuer's existing and future wholly owned domestic restricted subsidiaries (all entities that guarantee the Notes, collectively, the "Obligor group").

The Notes rank equally in right of payment with all of the Issuers' and each guarantor's existing and future senior indebtedness, are subordinated to all of the Issuers' and guarantors' existing and future secured indebtedness to the extent of the value of the collateral securing such indebtedness, including the Senior Secured Credit Facilities, rank senior in right of payment to all of the Issuers' and guarantors' future subordinated indebtedness and other obligations that expressly provide for their subordination to the notes and the related guarantees, and are structurally subordinated to all existing and future indebtedness claims of holders of preferred stock and other liabilities of the Issuer's subsidiaries that do not guarantee the Notes.

The guarantee of each guarantor subsidiary is limited to a maximum amount, subject to applicable U.S. and non-U.S. laws. The guarantees can also be released upon the sale or transfer of a guarantor subsidiary's capital stock or substantially all of its assets, becoming designated as an unrestricted subsidiary, or upon its consolidation into a co-Issuer or another subsidiary Guarantor.

The following tables provide summarized financial information of the Obligor group on a combined basis after elimination of (i) intercompany transactions and balances between the Parent and the subsidiary Guarantors and (ii) investments in and equity in the earnings of non-Guarantor subsidiaries and unconsolidated affiliates:

(\$ in millions)	December 31,	
	2022	2023
<b>Assets</b>		
Cash and cash equivalents	\$ 113,456	113,456
Restricted cash	222,167	222,167
Accounts receivable, net - due from non-guarantor subsidiaries	27,90	27,90
Accounts receivable, net - due from related parties	23,19	23,19
Accounts receivable, net - other	352,377	352,377
Timeshare financing receivables, net	546,500	546,500
Inventory	990,1,268	990,1,268
Property and equipment, net	768,727	768,727
Operating lease right-of-use assets, net	74,60	74,60
Investments in unconsolidated affiliates	72,71	72,71
Goodwill	1,416	1,416
Intangible assets, net	1,277,1,158	1,277,1,158
Other assets	329,279	329,279
<b>Total assets</b>	\$ 6,209,6,588	6,209,6,588
<b>Liabilities</b>		
Accounts payable, accrued expenses and other - due from non-guarantor subsidiaries	\$ 27,90	27,90
Accounts payable, accrued expenses and other - other	837,761	837,761
Advanced deposits	148,174	148,174
Debt, net	2,651,3,049	2,651,3,049
Operating lease liabilities	92,76	92,76
Deferred revenues	130,155	130,155
Deferred income tax liabilities	591,564	591,564
<b>Total liabilities</b>	\$ 4,476,4,869	4,476,4,869
	Year Ended December 31,	
	2022	2023
<b>(\$ in millions)</b>		
Total revenues - transactions with non-guarantor subsidiaries	\$ 12,40	12,40
Total revenues - other	3,326,3,509	3,326,3,509
Operating income	403,414	403,414
Net income	181,153	181,153

#### Subsequent Events

Management has evaluated all subsequent events through March 1, 2023. On January 17, 2024, we completed the Bluegreen Acquisition in an all-cash transaction for 100% of the outstanding voting equity interests of Bluegreen, with total consideration of approximately \$1.6 billion, inclusive of net debt assumed. The Bluegreen Acquisition will be considered a business combination and accounted for using the acquisition method. Due to the close proximity of the Bluegreen Acquisition Date and the Company's filing of its Annual Report on Form 10-K for the year ended December 31, 2023, the date initial accounting for the audited 2022 10-K was available business combination is incomplete, and therefore we are unable to be issued. The results of management's analysis indicated no significant subsequent events have occurred that disclose the

information required consideration or adjustments to our by ASC 805, Business Combinations. We will include relevant disclosures as required in the audited financial statements, first quarter of 2024.

In connection with the Bluegreen Acquisition, we executed the following transactions:

- Completed an offering of \$900 million aggregate principal amount of the escrow issuers' 6.625% senior secured notes due 2032 issued by our wholly-owned subsidiaries, Hilton Grand Vacations Borrower Escrow, LLC and Hilton Grand Vacations Borrower Escrow, Inc. The proceeds were used to finance the Bluegreen Acquisition, repay certain outstanding indebtedness and pay related fees, costs, premiums and expenses in connection with these transactions.
- Entered into Amendment No 4, dated January 17, 2024, to the Credit Agreement, dated as of August 2, 2021 (the "Amendment") and incurred \$900 million of new term loans that will mature on January 17, 2031. Under the Amendment, the related interest rate is SOFR plus 2.75%, Proceeds were used to pay the Bluegreen Acquisition consideration, fees and expenses incurred in connection with the Amendment and to refinance the repayment of certain indebtedness of Bluegreen and its subsidiaries.

#### Critical Accounting Policies and Estimates

The preparation of our consolidated financial statements in accordance with U.S. GAAP requires us to make estimates and assumptions that affect reported amounts and related disclosures in the consolidated financial statements and accompanying footnotes. We believe that of our significant accounting policies, which are described in Note 2: *Summary of Significant Accounting Policies* in our consolidated financial statements included in Item 8 of this Annual Report on Form 10-K, the following accounting policies are critical because they involve a higher degree of judgment, and the estimates required to be made are based on assumptions that are inherently uncertain. As a result, these accounting policies could materially affect our financial position, results of operations and related disclosures. On an ongoing basis, we evaluate these estimates and judgments based on historical experiences and various other factors that are believed to reflect the current circumstances. While we believe our estimates, assumptions and judgments are reasonable, they are based on information presently available. Actual results may differ significantly from these estimates due to changes in judgments, assumptions and conditions as a result of unforeseen events or otherwise, which could have a material effect on our financial position or results of operations.

#### Revenue Recognition

In accordance with ASC 606, revenue is recognized upon the transfer of control of promised goods or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services. To achieve the core principle of the guidance, we take the following steps: (i) identify the contract with the customer; (ii) determine whether the promised goods or services are separate performance obligations in the contract; (iii) determine the transaction price, including considering the constraint on variable consideration; (iv) allocate the transaction price to the performance obligations in the contract based on the standalone selling price or estimated standalone selling price of the good or service; and (v) recognize revenue when (or as) we satisfy each performance obligation.

A performance obligation is a promise in a contract to transfer a distinct good or service to the customer and is the unit of account in ASC 606. For arrangements that contain multiple goods or services, we determine whether such goods or services are distinct performance obligations that should be accounted for separately in the arrangement. When allocating the transaction price in the arrangement, we may not have observable standalone sales for all the performance obligations in these contracts; therefore, we exercise significant judgement when determining the standalone selling price of certain performance obligations. In order to estimate the standalone selling prices for products other than Collections contracts, trust products, we primarily rely on the expected cost-plus margin and adjusted market assessment approaches. We estimate stand-alone selling price for Collections contracts trust products based on historical information, including expected breakage in contracts with multiple performance obligations, and allocate the remainder of the transaction price to the sale of points-based VOIs due to the variability in observable historical prices for traditional VOI sales. We then recognize the revenue allocated to each performance obligation as the related performance obligation is satisfied. See Note 2: *Summary of Significant Accounting Policies* in our consolidated financial statements included in Item 8 of this Annual Report on Form 10-K for further discussion, additional information.

#### Inventory and Cost of Sales

We use the relative sales value method of costing our VOI sales and relieving inventory, which requires us to make estimates subject to significant uncertainty. The estimates include future sales prices, timing and volume, provisions for financing receivables losses on financed sales of VOIs, sales incentives, projected future cost and volume of recoveries, including inventory reacquired from our upgrade programs. We aggregate these factors to calculate total net cost of sales of VOIs as a percentage of net sales of VOIs and apply this ratio to allocate the cost of sales to recognized sales of VOIs. The effect of changes in these estimates over the life of a project are recognized on a retrospective basis through corresponding adjustments to inventory and cost of sales in the period in which the estimates are revised.

Due to the application of the retrospective adjustments, changes in any of our estimates, including changes in our development and sales strategies could have a material effect on the carrying value of certain projects and inventory. We monitor our projects and inventory on an ongoing basis and complete an evaluation each reporting period to ensure that the inventory is stated at the lower of cost or fair value less cost to sell. In addition, we continually assess our VOIs inventory and, if necessary, impose pricing adjustments to modify sales pace.

#### Long-lived Assets and Related Impairment

We evaluate the carrying value See Note 2: *Summary of our property and equipment if there are indicators of potential impairment. We perform an analysis to determine the recoverability of the asset's carrying value by comparing the expected undiscounted future cash flows to the net book value of the asset. If it is determined that the expected undiscounted future cash flows are less than the net book value of the asset, we calculate the asset's fair value. The impairment loss recognized is equal to the amount that the net book value is in excess of fair value. Fair value is generally estimated using valuation techniques that consider the discounted cash flows of the asset using discount and capitalization rates deemed reasonable for the type of asset, as well as prevailing market conditions, appraisals, recent similar transactions in the market and, if appropriate and available, current estimated net sales proceeds from pending offers. We review all finite life intangible assets for impairment when circumstances indicate that*

their carrying amounts may not be recoverable. If the carrying value of an asset group is not recoverable, we recognize an impairment loss for the excess of the carrying value over the fair value. Significant Accounting Policies in our consolidated financial statements included in Item 8 of operations.

We classify long-lived assets to be sold as held this Annual Report on Form 10-K for sale in the period if (i) we have approved and committed to a plan to sell the asset, (ii) the asset is available for immediate sale in its present condition, (iii) an active program to locate a buyer and other actions required to sell the asset have been initiated, (iv) the sale of the asset is probable, (v) the asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value, and (vi) it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn. We initially measure a long-lived asset that is classified as held for sale at the lower of its carrying value or fair value less any costs to sell. We assess the fair value of a long-lived asset less any costs to sell at each reporting period and until the asset is no longer classified as held for sale. The methodology utilized to determine fair value at the time of classification as held for sale is dependent on the type of long-lived asset reclassified. All methodologies utilized to determine fair value involve judgment. additional information.

#### **Business Combinations**

We account for our business combinations in accordance with the acquisition method of accounting. We allocate the purchase price of an acquisition to the tangible and intangible assets acquired and liabilities assumed based on their estimated fair values at the acquisition date. For each acquisition, we recognize goodwill as the amount in which consideration transferred for the acquired entity exceeds the fair values of net assets. The fair value of net assets is the fair value assigned to the assets acquired reduced by the fair value assigned to liabilities assumed. In determining the fair values of assets acquired and liabilities assumed, we use various recognized valuation methods including the income, cost and sales and market approaches, which also include certain valuation techniques assumptions such as discount rates, and the amount and timing of future cash flows. We utilize independent valuation specialists under our supervision for certain of our assignments of fair value. When financial assets are acquired, we evaluate whether those acquired financial assets have experienced a more-than-insignificant deterioration in credit quality since origination. Financial assets that were acquired with evidence of such credit deterioration are referred to as purchased credit deteriorated ("PCD") assets and reflect the acquirer's assessment at the acquisition date. The evaluation of PCD assets is a qualitative assessment requiring management judgment. We record the net assets and results of operations of an acquired entity in our consolidated financial statements from the acquisition date through period-end. We expense acquisition-related expenses as incurred and include such expenses within Acquisition and integration-related expense on our consolidated statements of operations. See Note 2: Summary of Significant Accounting Policies and Note 3: Diamond Acquisition Acquisitions in our consolidated financial statements included in Item 8 of this Annual Report on Form 10-K for further additional information.

#### **Goodwill**

We do not amortize goodwill. We evaluate goodwill for potential impairment at least annually, or more frequently if an event or other circumstance indicates that it is more-likely-than-not that we may not be able to recover the carrying amount (book value) of the net assets of the related reporting unit. When evaluating goodwill for impairment, we may perform the optional qualitative assessment by considering factors including macroeconomic conditions, industry and market conditions, overall financial performance and other relevant entity-specific events. If we bypass the qualitative assessment, or if we conclude that it is more likely than not that the fair value of a reporting unit is less than its carrying value, then we perform a quantitative impairment test by comparing the fair value of a reporting unit with its carrying amount. We only recognize an impairment on goodwill if the estimated fair value of a reporting unit is less than its carrying value, in an amount not to exceed the carrying value of the reporting unit's goodwill.

#### **Allowance for Financing Receivables Losses**

The allowance for financing receivables losses is related to the receivables generated by our financing of VOI sales, which are secured by the underlying timeshare properties. We determine our financing receivables to be past due based on the contractual terms of the individual mortgage loans. We use a technique referred to as static pool analysis as the basis for determining our general reserve requirements on our financing receivables. The adequacy of the related allowance is determined by management through analysis of several factors requiring judgment, such as current economic conditions and industry trends, as well as the specific risk characteristics of the portfolio, including historic and assumed default rates. Although the allowance includes several factors requiring judgment, the static pool model is not highly uncertain as it relies upon historical metrics.

Changes in the estimates used in developing our default rates could result in a material change to our allowance. A 0.5% increase to our projected default rates used in the allowance calculation would increase our allowance for financing receivables losses by approximately \$15 million \$18 million.

#### **Acquired Financial Assets with Credit Deterioration**

When financial assets are acquired, whether in connection with a business combination or an asset acquisition, we evaluate whether those acquired financial assets have experienced a more-than-insignificant deterioration in credit quality since origination. Financial assets that were acquired with evidence of such credit deterioration are referred to as purchased credit deteriorated ("PCD") assets and reflect the acquirer's assessment at the acquisition date. The evaluation of PCD assets is a qualitative assessment requiring significant management judgment. We consider indicators such as delinquency, FICO score deterioration, purchased credit impaired status from prior acquisition, certain account status codes which we believe are indicative of credit deterioration, as well as certain loan activity such as modifications and downgrades. In addition, we consider the impact of current and forward-looking economic conditions relative to the conditions which would have existed at origination.

Acquired PCD assets are recorded at the purchase price, represented by the acquisition date fair value, and subsequently "grossed-up" by the acquirer's acquisition date assessment of the allowance for credit losses. The purchase price and the initial allowance for credit losses collectively represent the PCD asset's initial amortized cost basis. While the initial allowance for credit losses of PCD assets does not impact period earnings, the Company remeasures the allowance for credit losses for PCD assets during each subsequent reporting period; changes in the allowance are recognized as provision expense within period earnings. The difference over which par value of the acquired PCD assets exceeds the purchase price plus the initial allowance for credit losses is reflected as a non-credit discount (or premium) and is accreted into interest income (or as a reduction to interest income) under the effective interest method.

Acquired financial assets which are not PCD assets are also recorded at the purchase price but are not similarly "grossed-up". The acquirer recognizes an allowance for credit losses as of the acquisition date, which is recognized with a corresponding provision expense impact within earnings. The allowance is remeasured within each subsequent reporting period in the same manner as for PCD assets, with any change in the allowance recognized as provision expense in period earnings. See Note 3: Diamond Acquisition Summary of Significant Accounting Policies and Note 7: Timeshare Financing Receivables in our consolidated financial statements included in Item 8 of this Annual Report on Form 10-K for further additional information.

#### **Income Taxes**

We recognize deferred tax assets and liabilities based on the differences between the financial statement carrying amounts and the tax basis of assets and liabilities using currently enacted tax rates. We regularly review our deferred tax assets to assess their potential realization and establish a valuation allowance for portions of such assets that we believe will not be ultimately realized. In performing this review, we make estimates and assumptions regarding projected future taxable income, the expected timing of reversals of existing temporary differences and the implementation of tax planning strategies. A change in these assumptions may increase or decrease our valuation allowance resulting in an increase or decrease in our effective tax rate, which could materially affect our consolidated financial statements.

We use a prescribed more-likely-than-not recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return if there is uncertainty in income taxes recognized in the financial statements. Assumptions and estimates are used to determine the more-likely-than-not designation. Changes to these assumptions and estimates can lead to an additional income tax (expense) expense or benefit, which can materially change our consolidated financial statements.

#### Legal Contingencies

We are subject to various legal proceedings and claims, the outcomes of which are subject to significant uncertainty. An estimated loss from a loss contingency should be accrued by a charge to income if it is probable and the amount of the loss can be reasonably estimated. Significant judgment is required when we evaluate, among other factors, the degree of probability of an unfavorable outcome and the ability to make a reasonable estimate of the amount of loss. Changes in these factors could materially affect our consolidated financial statements. See Note 23: *Commitments and Contingencies* to our consolidated financial statements included in this Annual Report on Form 10-K.

#### ITEM 7A. Quantitative and Qualitative Disclosures about Market Risk

We are exposed to market risk from changes in interest rates and currency exchange rates. We manage our exposure to these risks by monitoring available financing alternatives and through pricing policies that may take into account currency exchange rates. We do not foresee any significant changes in either our exposure to fluctuations in interest rates or how we manage interest rates or currency rates or how we manage such exposure in the future.

##### Interest Rate Risk

We are exposed to interest rate risk on our variable-rate debt, comprised of the term loans, Revolver and our Timeshare Facility, of which the Timeshare Facility is without recourse to us. The interest rates are based on one-month LIBOR, with the exception of the Timeshare Facility which is based on one-month Secured Overnight Financing Rate ("SOFR" ("SOFR")), and we are most vulnerable to changes in these rates. We primarily use interest rate swaps as part of our interest rate risk management strategy for our variable-rate debt.

We intend to securitize timeshare financing receivables in the asset-backed financing market periodically. We expect to secure fixed-rate funding to match our fixed-rate timeshare financing receivables. However, if we have variable-

rate variable-rate debt in the future, we will monitor the interest rate risk and evaluate opportunities to mitigate such risk through the use of derivative instruments.

To the extent we continue to have variable-rate borrowings and continue to utilize variable-rate indebtedness in the future, any increase in interest rates beyond amounts covered under any corresponding derivative financial instruments, particularly if sustained, could have an adverse effect on our net income, (loss), cash flows and financial position. While we have entered into certain hedging transactions to address such potential risk, such transactions and any future hedging transactions we may enter into may not adequately mitigate the adverse effects of interest rate increases or that counterparties in those transactions will honor their obligations.

The following table sets forth the contractual maturities, weighted-average interest rates and the total fair values as of December 31, 2022 December 31, 2023, for our financial instruments that are materially affected by interest rate risk:

		Maturities by Period							Maturities by Period											
		Maturities by Period							Maturities by Period											
		Weighted Average Interest							Weighted Average Interest											
(\$ in millions)	(\$ in millions)	Rate <sup>(1)</sup>	2023	2024	2025	2026	2027	There-after	Total <sup>(2)</sup>	Fair Value	(\$ in millions)	Rate <sup>(1)</sup>	2024	2025	2026	2027	2028	There-after	Total <sup>(2)</sup>	Fair Value
Assets:	Assets:																			
Fixed-rate securitized timeshare financing receivables																				
Fixed-rate securitized timeshare financing receivables																				

Fixed-rate securitized timeshare financing receivables	Fixed-rate securitized timeshare financing receivables	13.948 %	\$124	\$130	\$132	\$134	\$131	\$399	\$1,050	\$946
Fixed-rate unsecuritized timeshare financing receivables	Fixed-rate unsecuritized timeshare financing receivables	15.210 %	111	112	125	138	150	782	1,418	964
Liabilities:(3)	Liabilities:(3)									
Fixed-rate debt	Fixed-rate debt	4.428 %	266	214	159	130	93	1,526	2,388	2,126
Fixed-rate debt										
Fixed-rate debt										
Variable-rate debt	Variable-rate debt	6.981 %	16	15	112	53	13	1,219	1,428	1,417

(1) Weighted-average interest rate as of December 31, 2022 December 31, 2023.

(2) Amount excludes unamortized deferred financing costs.

(3) Includes debt and non-recourse debt.

#### Foreign Currency Exchange Rate Risk

Though the majority of our operations are conducted in United States dollar ("U.S. dollar"), we are exposed to earnings and cash flow volatility associated with changes in foreign currency exchange rates. Our principal exposure results from our timeshare financing receivables denominated in Japanese yen and Canadian dollars, the value of which could change materially in reference to our reporting currency, the U.S. dollar. For the purpose of analyzing foreign currency exchange risk, we considered the historical trends in foreign currency exchange rates and determined that an adverse change in exchange rates of 10% would be considered immaterial as of December 31, 2022 December 31, 2023.

#### ITEM 8. Financial Statements and Supplementary Data

##### HILTON GRAND VACATIONS INC. INDEX TO FINANCIAL STATEMENTS

###### Audited Consolidated Financial Statements of Hilton Grand Vacations Inc.

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### Management's Report on Internal Control Over Financial Reporting

Management of Hilton Grand Vacations Inc. (the "Company") is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles. The Company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Company's management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of assets of the Company that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management has assessed the effectiveness of the Company's internal control over financial reporting as of **December 31, 2022** **December 31, 2023**. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control—Integrated Framework (2013). **Based on** The scope of our efforts to comply with Section 404 of the Sarbanes-Oxley Act with respect to 2023 included all of our operations other than those of BRE Grand Islander Parent LLC which we acquired in 2023 as described in Note 3 to the consolidated financial statements. In accordance with the SEC's published guidance, because we acquired these operations during the year, we excluded these operations from our efforts to comply with Section 404 with respect to 2023. The acquired operations of BRE Grand Islander Parent LLC constituted approximately 3.7% of total assets as of December 31, 2023 and 0.1% and 0.7% of revenues and income before income taxes, respectively, for the year then ended. The SEC's published guidance specifies that the period in which management may omit an assessment **management concluded that a material weakness exists in our** of an acquired business's internal control over financial reporting **as from its assessment of December 31, 2022 due to a material weakness in the Company's internal control over financial reporting at Dakota Holdings, Inc. ("Diamond")**, which may not extend beyond one year from the Company acquired on August 2, 2021, date of acquisition.

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements could occur but will not be prevented or detected on a timely basis.

Prior to 2022, Diamond, which was acquired **Based on** **August 2, 2021**, was not included in our assessment, of the effectiveness of management concluded that a material weakness existed in our internal control over financial reporting as the Securities of December 31, 2023 due to deficiencies arising out of ineffectively designed general information technology controls over user access for an IT application used to initiate revenue and Exchange Commission ("SEC") rules provide companies one year to assess controls at an acquired entity. Accordingly, within this period, we performed our first comprehensive assessment of the design and effectiveness of internal controls at Diamond, which was not a reporting company pursuant to the Exchange Act, at the time of the acquisition and therefore not subject to the same requirements with respect to internal controls as the Company. **inventory transactions**. As a result, of this assessment, we determined that Diamond's internal control over financial reporting was ineffective as of December 31, 2022. Specifically, Diamond did not adequately identify, design process-level automated controls and implement the process-level manual controls for its significant processes that are necessary for compliance with dependent on the requirements for reporting companies, completeness and Diamond did not have appropriate accuracy of information technology controls for its information technology systems or such controls did not operate for a sufficient period of time prior to derived from the assessment date. These deficiencies neither pertained to, nor impacted, any of the processes, controls or procedures related to the historical business of the Company outside of Diamond. Additionally, there affected IT application were also ineffective.

There were no identified material misstatements to our current year financial statements, no restatements of prior period financial statements and no changes in previously released financial results required as the result of these control deficiencies.

Ernst & Young LLP, the independent registered public accounting firm that has audited the consolidated financial statements included in this Annual Report on Form 10-K, has issued an attestation report expressing an adverse opinion on the Company's internal control over financial reporting as of **December 31, 2022** **December 31, 2023**. The report is included herein.

### Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of Hilton Grand Vacations Inc.

#### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Hilton Grand Vacations Inc. (the "Company") as of **December 31, 2022** **December 31, 2023** and **2021**, 2022, the related consolidated statements of operations, comprehensive income, (loss), stockholders' equity and cash flows for each of the three years in the period ended **December 31, 2022** **December 31, 2023**, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at **December 31, 2022** **December 31, 2023** and **2021**, 2022, and the results of its operations and its cash flows for each of the three years in the period ended **December 31, 2022** **December 31, 2023**, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of **December 31, 2022****December 31, 2023**, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated **March 1, 2023****February 29, 2024** expressed an adverse opinion thereon.

#### **Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

#### **Critical Audit Matters**

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

##### ***Cost of Vacation Ownership Intervals Sales***

###### *Description of the Matter*

For the year ended **December 31, 2022****December 31, 2023**, the Company's cost of vacation ownership intervals ("VOI") sales was **\$274** million, which includes amounts recognized by the Legacy-HGV and Legacy-Diamond operations. **\$194** million. As discussed in Note 2 to the consolidated financial statements, the Company accounts for cost of VOI sales using the relative sales value method. Changes in estimates within the relative sales value calculations are accounted for as recognized on a retrospective basis through corresponding adjustments to inventory and cost of sales true-ups and are included in cost of VOI sales in the consolidated statements of operations to retrospectively adjust period in which the margin previously recognized subject to those estimates, estimates are revised.

Auditing management's application of the relative sales value method for Legacy-HGV and Legacy-Diamond sales was complex and highly judgmental due to the significant estimation uncertainty in determining the significant assumptions required to apply the method, including future VOI sales prices, timing and volume of VOI sales, and provisions for financing receivables losses on financed sales of VOIs.

#### **Cost of Vacation Ownership Intervals Sales (Continued)**

##### **How We Addressed the Matter in Our Audit**

We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Legacy-HGV cost of VOI sales process. For example, we tested controls over management's review of the Legacy-HGV cost of VOI sales calculations used as part of the relative sales value method, including the significant assumptions described above.

To test the Legacy-HGV and Legacy-Diamond cost of VOI sales, we performed audit procedures that included, among others, assessing the methodologies used by management, evaluating the significant assumptions discussed above and testing the underlying data used by the Company within its analyses. We compared the significant assumptions used by management to historical trends and/or the Company's future plans, as appropriate. We assessed the historical accuracy of management's estimates based on previous assumptions and performed analytical procedures to evaluate the significant assumptions. We performed analytical procedures to evaluate individual timeshare project or individual collection cost of VOI sales rates. Given the uniqueness of the cost of VOI sales analysis to the real estate timeshare industry, we involved real estate subject matter resources on our team.

##### **Allowance for Financing Receivables**

##### **Description of the Matter**

At December 31, 2022 December 31, 2023, the Company's allowance for financing receivables generated by the financing of VOI sales losses was \$742 million, which included amounts related to the Legacy-HGV and Legacy-Diamond operations. \$779 million. As discussed in Note 2 to the consolidated financial statements, the Company records an estimate of estimates the variable consideration due to uncollectibles be received from financed VOI sales and recognizes revenue net of amounts deemed uncollectible as the VOI is returned to inventory upon customer default. Variable consideration which has not been included within the transaction price is presented as a reduction of revenue from VOI sales at reserve on the time revenue is recognized on a VOI sale. financing receivable. The Company uses a technique referred to as the static pool analysis as the basis for determining the default rates that are used to estimate variable consideration and the allowance for financing receivables losses. The static pool analysis uses default rate information accumulated from several years of historical loan data to estimate future expected defaults on the outstanding financing receivables. The estimates reasonableness of the variable consideration are based on default rates that are an output static pool analysis is evaluated by management in light of the Legacy-HGV and Legacy-Diamond static pools and consider current and future economic and market conditions.

Auditing the Legacy-HGV and Legacy-Diamond allowance for financing receivables losses was challenging and required additional audit effort due to the complex nature of the static pool analysis and the high volume of data which is utilized in applying the static pool analysis. The estimate also required judgment. Additionally, the allowance for financing receivables losses is sensitive to changes in evaluating management's conclusions regarding which historical the estimated default rates most appropriately reflect given the current and future market conditions. size of the outstanding timeshare financing receivable balance as of year-end.

##### **How We Addressed the Matter in Our Audit**

We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Legacy-HGV allowance for financing receivables process, including controls over management's review of the static pool analysis and data utilized in the static pool analysis.

To test the estimated Legacy-HGV and Legacy-Diamond allowance for financing receivables, we performed audit procedures that included, among others, assessing the methodology discussed above, and testing the completeness and accuracy of the underlying data used by the Company in its analyses. We evaluated management's assessment that historical data reflects current and future market conditions in estimating the allowance. We also compared data used in the Legacy-HGV and Legacy-Diamond static pool analyses to historical data from prior periods. We analytically compared current year default rates to prior year default rates. In addition, we recalculated the Legacy-HGV and Legacy-Diamond allowance for financing receivables for certain pools of loans. Given the uniqueness of the static pool analysis to the real estate timeshare industry, we involved real estate subject matter resources on our team.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2016.

Orlando, Florida

March 1, 2023 February 29, 2024

#### **Report of Independent Registered Public Accounting Firm**

To the Stockholders and the Board of Directors of Hilton Grand Vacations Inc.

##### **Opinion on Internal Control Over Financial Reporting**

We have audited Hilton Grand Vacation Inc.'s internal control over financial reporting as of December 31, 2022 December 31, 2023, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, because of the effect of the material weakness described below on the achievement of the objectives of the control criteria, Hilton Grand Vacations Inc. (the Company) has not maintained effective internal control over financial reporting as of December 31, 2022 December 31, 2023, based on the COSO criteria.

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. The following material weakness has been identified

and included in management's assessment. The Company which acquired Diamond on August 2, 2021, did not adequately identify, design and implement appropriate process-level controls for Legacy-Diamond's significant processes and appropriate had ineffectively designed general information technology controls over user access for Legacy-Diamond's an IT application used to initiate revenue and inventory transactions. As a result, process-level automated controls and manual controls that are dependent on the completeness and accuracy of information technology systems or such controls derived from the affected IT application were also ineffective.

As indicated in the accompanying Management's Report on Internal Control Over Financial Reporting, management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not operate include the internal controls of BRE Grand Islander Parent LLC, which is included in the 2023 consolidated financial statements of the Company and constituted approximately 3.7% of total assets as of December 31, 2023 and 0.1% and 0.7% of revenues and income before taxes, respectively, for a sufficient period the year then ended. Our audit of time prior to internal control over financial reporting of the assessment date. Company also did not include an evaluation of the internal control over financial reporting of BRE Grand Islander Parent LLC.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2022 December 31, 2023 and 2021, 2022, the related consolidated statements of operations, comprehensive income, (loss), stockholders' equity and cash flows for each of the three years in the period ended December 31, 2022 December 31, 2023, and the related notes. This material weakness was considered in determining the nature, timing and extent of audit tests applied in our audit of the 2022 2023 consolidated financial statements, and this report does not affect our report dated March 1, 2023 February 29, 2024, which expressed an unqualified opinion thereon.

#### Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

#### Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

Orlando, Florida

March 1, 2023 February 29, 2024

HILTON GRAND VACATIONS INC.  
CONSOLIDATED BALANCE SHEETS  
(in millions, except share data)

December 31,  
2022 2021

		December 31,		December 31,	
		2023		2023	
ASSETS	ASSETS				2022
Cash and cash equivalents	Cash and cash equivalents	\$ 223	\$ 432		
Cash and cash equivalents					
Restricted cash	Restricted cash	332	263		
Accounts receivable, net of allowance for doubtful accounts of \$52 and \$39		511	302		
Accounts receivable, net					
Timeshare financing receivables, net	Timeshare financing receivables, net	1,767	1,747		
Inventory	Inventory	1,159	1,240		
Property and equipment, net	Property and equipment, net	798	756		
Operating lease right-of-use assets, net	Operating lease right-of-use assets, net	76	70		
Investments in unconsolidated affiliates	Investments in unconsolidated affiliates	72	59		
Goodwill	Goodwill	1,416	1,377		
Intangible assets, net	Intangible assets, net	1,277	1,441		
Land and infrastructure held for sale		—	41		
Other assets	Other assets	373	280		
<b>TOTAL ASSETS (variable interest entities - \$948 and \$1,100)</b>		<b>\$8,004</b>	<b>\$8,008</b>		
<b>LIABILITIES AND EQUITY</b>					
Other assets					
Other assets					
<b>TOTAL ASSETS (variable interest entities - \$1,459 in 2023 and \$948 in 2022)</b>					
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>					
Accounts payable, accrued expenses and other	Accounts payable, accrued expenses and other	\$1,007	\$ 673		
Advanced deposits	Advanced deposits	150	112		
Debt, net	Debt, net	2,651	2,913		
Non-recourse debt, net	Non-recourse debt, net	1,102	1,328		

Operating lease liabilities	Operating lease liabilities	94	87
Deferred revenues	Deferred revenues	190	237
Deferred income tax liabilities	Deferred income tax liabilities	659	670
<b>Total liabilities (variable interest entities - \$1,005 and \$1,199)</b>		<b>5,853</b>	<b>6,020</b>
<b>Total liabilities (variable interest entities - \$1,472 in 2023 and \$1,005 in 2022)</b>			
Commitments and contingencies - see Note 23	Commitments and contingencies - see Note 23		Commitments and contingencies - see Note 23
<b>Equity:</b>			
Preferred stock, \$0.01 par value; 300,000,000 authorized shares, none issued or outstanding as of December 31, 2022 and 2021		—	—
Common stock, \$0.01 par value; 3,000,000,000 authorized shares, 113,628,706 shares issued and outstanding as of December 31, 2022 and 119,904,001 shares issued and outstanding as of December 31, 2021		1	1
<b>Stockholders' Equity:</b>			
Preferred stock, \$0.01 par value; 300,000,000 authorized shares, none issued or outstanding as of December 31, 2023 and 2022			
Preferred stock, \$0.01 par value; 300,000,000 authorized shares, none issued or outstanding as of December 31, 2023 and 2022			
Preferred stock, \$0.01 par value; 300,000,000 authorized shares, none issued or outstanding as of December 31, 2023 and 2022			

Common stock, \$0.01 par value; 3,000,000,000 authorized shares, 105,961,160 shares issued and outstanding as of December 31, 2023, and 113,628,706 shares issued and outstanding as of December 31, 2022			
Additional paid-in capital	Additional paid-in capital	1,582	1,630
Accumulated retained earnings	Accumulated retained earnings	529	357
Accumulated other comprehensive income	Accumulated other comprehensive income	39	—
<b>Total equity</b>		<b>2,151</b>	<b>1,988</b>
<b>TOTAL LIABILITIES AND EQUITY</b>		<b>\$8,004</b>	<b>\$8,008</b>
<b>Total stockholders' equity</b>			
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>			

See notes to consolidated financial statements.

**HILTON GRAND VACATIONS INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(in millions, except per share amounts)

Year Ended December 31,				Year Ended December 31,		
				2023	2022	2021
Revenues		Revenues		2023	2022	2021
Sales of VOIs, net		Sales of VOIs, net				
Sales of VOIs, net		Sales of VOIs, net				
Sales of VOIs, net		Sales of VOIs, net		\$1,491	\$ 883	\$ 108
Sales, marketing, brand and other fees		Sales, marketing, brand and other fees		620	385	221
Financing		Financing		267	183	165

Resort and club management	Resort and club management	534	340	166
Rental and ancillary services	Rental and ancillary services	626	342	97
Cost reimbursements	Cost reimbursements	297	202	137
Total revenues	Total revenues	3,835	2,335	894
<b>Expenses</b>	<b>Expenses</b>			
Cost of VOI sales	Cost of VOI sales			
Cost of VOI sales	Cost of VOI sales	274	213	28
Sales and marketing	Sales and marketing	1,146	653	381
Financing	Financing	103	65	53
Resort and club management	Resort and club management	161	80	36
Rental and ancillary services	Rental and ancillary services	579	267	107
General and administrative	General and administrative	212	151	92
Acquisition and integration-related expense	Acquisition and integration-related expense	67	106	—
Depreciation and amortization	Depreciation and amortization	244	126	45
License fee expense	License fee expense	124	80	51
Impairment expense	Impairment expense	17	2	209
Cost reimbursements	Cost reimbursements	297	202	137
Total operating expenses	Total operating expenses	3,224	1,945	1,139
Interest expense	Interest expense	(142)	(105)	(43)
Equity in earnings from unconsolidated affiliates	Equity in earnings from unconsolidated affiliates	13	10	5
Other (loss) gain, net		(1)	(26)	3
<b>Income (loss) before income taxes</b>		<b>481</b>	<b>269</b>	<b>(280)</b>
Income tax (expense) benefit		(129)	(93)	79
<b>Net income (loss)</b>		<b>\$ 352</b>	<b>\$ 176</b>	<b>\$ (201)</b>
<b>Earnings (loss) per share:</b>				
Other gain (loss), net				
<b>Income before income taxes</b>				

Income tax expense				
<b>Net income</b>				
<b>Earnings per share:</b>				
Basic				
Basic				
<b>Basic</b>	Basic	\$ 2.98	\$1.77	\$(2.36)
<b>Diluted</b>	Diluted	\$ 2.93	\$1.75	\$(2.36)

See notes to consolidated financial statements.

**HILTON GRAND VACATIONS INC.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**  
(in millions)

	Year Ended December 31,		
	2022	2021	2020
	\$	\$	\$
<b>Net income (loss)</b>	352	176	(201)
Foreign currency translation adjustments	(7)	(2)	—
Derivative instrument adjustments, net of tax	46	2	—
<b>Other comprehensive income, net of tax</b>	39	—	—
<b>Comprehensive income (loss)</b>	<b>391</b>	<b>176</b>	<b>(201)</b>

	Year Ended December 31,		
	2023	2022	2021
	\$	\$	\$
<b>Net income</b>	313	352	176
Derivative instrument adjustments, net of tax	(16)	46	2
Foreign currency translation adjustments	(6)	(7)	(2)
<b>Other comprehensive (loss) income, net of tax</b>	(22)	39	—
<b>Comprehensive income</b>	<b>291</b>	<b>391</b>	<b>176</b>

See notes to consolidated financial statements.

**HILTON GRAND VACATIONS INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in millions)

	Year Ended December 31,		
	2022	2021	2020
	\$	\$	\$
	Year Ended December 31,		
	2023	2023	2022
<b>Operating Activities</b>	<b>Operating Activities</b>		
Net income (loss)	\$352	\$ 176	\$(201)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			

Net income				
Net income				
Net income				
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization				
Depreciation and amortization	Depreciation and amortization	244	126	45
Amortization of deferred financing costs, acquisition premiums and other	Amortization of deferred financing costs, acquisition premiums and other	52	39	18
Provision for financing receivables losses	Provision for financing receivables losses	142	121	75
Impairment expense	Impairment expense	17	2	209
Other loss (gain), net		3	14	(1)
Other (gain) loss, net				
Share-based compensation	Share-based compensation	46	48	15
Deferred income tax (benefit) expense	Deferred income tax (benefit) expense	(38)	58	(123)
Equity in earnings from unconsolidated affiliates	Equity in earnings from unconsolidated affiliates	(13)	(10)	(5)
Return on investment in unconsolidated affiliates	Return on investment in unconsolidated affiliates	—	2	—
Net changes in assets and liabilities, net of effects of acquisition:				
Net changes in assets and liabilities, net of effects of acquisitions:				
Accounts receivable, net	Accounts receivable, net			
Accounts receivable, net	Accounts receivable, net			
Accounts receivable, net	Accounts receivable, net	(177)	(124)	56

Timeshare financing receivables, net	Timeshare financing receivables, net	(224)	(92)	107
Inventory	Inventory	100	15	(91)
Purchases and development of real estate for future conversion to inventory	Purchases and development of real estate for future conversion to inventory	(8)	(33)	(36)
Other assets	Other assets	(34)	48	(11)
Accounts payable, accrued expenses and other	Accounts payable, accrued expenses and other	294	(48)	(56)
Advanced deposits	Advanced deposits	37	(8)	2
Deferred revenues	Deferred revenues	(46)	(166)	76
Net cash provided by operating activities	Net cash provided by operating activities	747	168	79
Net cash provided by operating activities	Net cash provided by operating activities	—	—	—
Net cash provided by operating activities	Net cash provided by operating activities	—	—	—
<b>Investing Activities</b>				
Acquisition of Diamond, net of cash and restricted cash acquired	Acquisition of Diamond, net of cash and restricted cash acquired	—	(1,592)	—
Acquisition of a business, net of cash and restricted cash acquired	Acquisition of a business, net of cash and restricted cash acquired	—	—	—
Acquisition of a business, net of cash and restricted cash acquired	Acquisition of a business, net of cash and restricted cash acquired	—	—	—
Capital expenditures for property and equipment (excluding inventory)	Capital expenditures for property and equipment (excluding inventory)	(58)	(18)	(8)
Software capitalization costs	Software capitalization costs	(39)	(21)	(23)
Investments in unconsolidated affiliates	Investments in unconsolidated affiliates	—	—	(2)
Other	Other	—	—	—
Net cash used in investing activities	Net cash used in investing activities	(97)	(1,631)	(33)
<b>Financing Activities</b>				

Issuance of debt	40	2,950	495
Issuance of non-recourse debt	769	264	495
Proceeds from debt			
Proceeds from debt			
Proceeds from debt			
Proceeds from non-recourse debt			
Repayment of debt	Repayment of debt	(313)	(1,154)
Repayment of non-recourse debt	Repayment of non-recourse debt	(990)	(359)
Debt issuance costs		(13)	(70)
Payment of debt issuance costs			
Repurchase and retirement of common stock	Repurchase and retirement of common stock	(272)	—
Payment of withholding taxes on vesting of restricted stock units	Payment of withholding taxes on vesting of restricted stock units	(8)	(6)
Proceeds from employee stock plan purchases	Proceeds from employee stock plan purchases	5	1
Proceeds from stock option exercises	Proceeds from stock option exercises	2	13
Other	Other	(2)	(3)
Net cash (used in) provided by financing activities		(782)	1,636
Effect of changes in exchange rates on cash, cash equivalents & restricted cash		(8)	(4)
<b>Net (decrease) increase in cash, cash equivalents and restricted cash</b>	<b>(140)</b>	<b>169</b>	<b>374</b>
Net cash provided by (used in) financing activities			
Effect of changes in exchange rates on cash, cash equivalents and restricted cash			
<b>Net increase (decrease) in cash, cash equivalents and restricted cash</b>			

Cash, cash equivalents and restricted cash, beginning of period	Cash, cash equivalents and restricted cash, beginning of period	695	526	152
Cash, cash equivalents and restricted cash, end of period	Cash, cash equivalents and restricted cash, end of period	555	695	526
Less: Restricted cash	Less: Restricted cash	332	263	98
Cash and cash equivalents	Cash and cash equivalents	\$223	\$ 432	\$ 428

See notes to consolidated financial statements.

**HILTON GRAND VACATIONS INC.**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
(in millions)

	Common Stock	Additional Paid-in Capital	Accumulated Retained Earnings	Accumulated Other		Total Equity
				Common Stock	Additional Paid-in Capital	
	Shares					
Balance as of December 31, 2020						
Balance as of December 31, 2020						
Balance as of December 31, 2020	Balance as of December 31, 2020	84	\$ 1	\$ 192	\$ 181	\$ 374
Net income	Net income	—	—	—	176	176
Activity related to share-based compensation	Activity related to share-based compensation	2	—	56	—	56
Shares issued for Diamond acquisition		34	—	1,381	—	1,381
Employee stock plan issuance	Employee stock plan issuance	—	—	1	—	1
Foreign currency translation adjustments	Foreign currency translation adjustments	—	—	—	(2)	(2)
Derivative instrument adjustments		—	—	—	2	2
Derivative instrument adjustments, net of tax						

Shares issued for Diamond Acquisition							
Balance as of December 31, 2021	Balance as of December 31, 2021	120	\$ 1	\$ 1,630	\$ 357	\$ —	\$ 1,988
Net income	Net income	—	—	—	352	—	352
Activity related to share-based compensation	Activity related to share-based compensation	—	—	40	—	—	40
Employee stock plan issuance	Employee stock plan issuance	—	—	4	—	—	4
Foreign currency translation adjustments	Foreign currency translation adjustments	—	—	—	—	(7)	(7)
Derivative instrument adjustments	Derivative instrument adjustments	—	—	—	—	46	46
Derivative instrument adjustments, net of tax							
Repurchase and retirement of common stock	Repurchase and retirement of common stock	(7)	—	(92)	(180)	—	(272)
Balance as of December 31, 2022	Balance as of December 31, 2022	113	\$ 1	\$ 1,582	\$ 529	\$ 39	\$ 2,151
Net income	Net income	—	—	—	—	—	—
Activity related to share-based compensation	Activity related to share-based compensation	—	—	—	—	—	—
Employee stock plan issuance	Employee stock plan issuance	—	—	—	—	—	—
Foreign currency translation adjustments	Foreign currency translation adjustments	—	—	—	—	—	—
Derivative instrument adjustments, net of tax	Derivative instrument adjustments, net of tax	—	—	—	—	—	—
Repurchase and retirement of common stock	Repurchase and retirement of common stock	—	—	—	—	—	—
Balance as of December 31, 2023	Balance as of December 31, 2023	113	\$ 1	\$ 1,582	\$ 529	\$ 39	\$ 2,151

**HILTON GRAND VACATIONS INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Note 1: Organization and Basis of Presentation ORGANIZATION AND BASIS OF PRESENTATION**

**Our Business**

We are a global timeshare company engaged in developing, marketing, selling, managing and operating timeshare resorts, timeshare plans and ancillary reservation services, primarily under the Hilton Grand Vacations brand. During 2021, we acquired Dakota Holdings, Inc., (the "Diamond Acquisition") the parent of Diamond Resorts International ("Diamond") and are in the process of rebranding Diamond properties and sales centers to the Hilton Grand Vacations brand and Hilton standards. On January 17, 2024 (the "Bluegreen Acquisition Date"), we completed the acquisition of Bluegreen Vacations Holding Corporation (the "Bluegreen Acquisition"). Our operations primarily consist of selling vacation ownership intervals and vacation ownership interests (collectively, "VOIs" or "VOI") for ourselves and third parties; financing and servicing loans provided to consumers for their VOI timeshare purchases; operating resorts and timeshare plans; and managing both our points-based Hilton Grand Vacations Club and Hilton Club exchange program (collectively the "Legacy-HGV Club") and our Diamond points-based multi-resort timeshare plans clubs and exchange programs (the "Legacy-Diamond Clubs").

During 2022, we began offering a new club membership called HGV Max across certain of our sales centers. For any customer who purchases a VOI, this membership provides the ability to use points across all properties within our network. The membership provides new destinations for both Legacy-HGV and Legacy-Diamond club owners and broader vacation opportunities for new buyers. The Legacy-HGV Club, Legacy-Diamond Clubs and HGV Max are collectively referred to as "Clubs" programs.

As of December 31, 2022 December 31, 2023, we had over 150 properties located in the United States ("U.S."), Europe, Mexico, the Caribbean, Canada, and Japan, Asia. A significant number of our properties and VOIs are concentrated in Florida, Europe, Hawaii, California, Arizona, Nevada and Virginia.

**Diamond Acquisition**

On August 2, 2021, we completed the Diamond Acquisition by exchanging 100% of the outstanding equity interests of Diamond for shares of HGV common stock. Pre-existing HGV shareholders owned approximately 72% of the combined company immediately after giving effect to the Diamond Acquisition, with certain funds controlled by Apollo Global Management Inc. ("Apollo") and other minority shareholders, which previously owned 100% of Diamond, holding the remaining approximately 28% at the time the Diamond Acquisition was completed.

The acquired portfolio of resort properties are included in Diamond's single- and multi-use trusts (collectively, the "Diamond Collections" or "Collections"), or are stand-alone Diamond branded resorts in which we own inventory. In addition, there are affiliated resorts and hotels, which we do not manage, and which do not carry the Diamond brand but are a part of Diamond's network and, through THE Club® and other Club offerings (collectively the "Diamond Clubs"), are available for its members to use as vacation destinations.

This Annual Report on Form 10-K includes Diamond's results of operations beginning on August 2, 2021. We refer to Diamond's business and operations that we acquired as "Legacy-Diamond", and our business and operations that existed both prior to and following the ("Diamond Acquisition as "Legacy-HGV Date"). See Note 3: Diamond Acquisition Acquisitions for further additional information.

**Bluegreen Acquisition**

On January 17, 2024, we completed the Bluegreen Acquisition in an all-cash transaction, for total consideration of approximately \$1.6 billion, inclusive of net debt assumed. The Bluegreen Acquisition is expected to broaden HGV's offerings, customer reach and sales locations, creating a premier vacation ownership and experiences company. For the year ended December 31, 2023, we incurred \$17 million of acquisition-related expenses attributable to the Bluegreen Acquisition which are included in our consolidated statement of operations under *Acquisition and integration-related expense*.

**Basis of Presentation**

The consolidated financial statements presented herein include 100% of our assets, liabilities, revenues, expenses and cash flows as well as all entities in which we have a controlling financial interest. Our accompanying consolidated financial statements reflect all adjustments, including normal recurring items, considered necessary for a fair presentation. All material intercompany transactions and balances have been eliminated in consolidation.

The consolidated financial statements reflect our financial position, results of operations and cash flows as prepared in conformity with U.S. generally accepted accounting principles ("U.S. GAAP").

The determination of a controlling financial interest is based upon the terms of the governing agreements of the respective entities, including the evaluation of rights held by other interests. If the entity is considered to be a variable interest entity ("VIE"), we determine whether we are the primary beneficiary, and then consolidate those VIEs for which we have determined we are the primary beneficiary. If the entity in which we hold an interest does not meet the definition of a VIE, we evaluate whether we have a controlling financial interest through our voting interests in the entity. We consolidate entities when we own more than 50% of the voting shares of a company or otherwise have a controlling financial interest. All material intercompany transactions and balances have been eliminated in consolidation. Our accompanying consolidated financial statements reflect all adjustments, including normal recurring items, considered necessary for a fair presentation.

The consolidated financial statements reflect our financial position, results of operations and cash flows as prepared in conformity with U.S. generally accepted accounting principles ("U.S. GAAP").

**Use of Estimates**

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported and, accordingly, ultimate results could differ from those estimates.

**Note NOTE 2: Summary of Significant Accounting Policies SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Revenue Recognition**

We account for revenue in accordance with Accounting Standards Codification Topic 606 ("ASC 606"). Revenue is recognized upon the transfer of control of promised goods or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services. To achieve the core principle of the guidance, we take the following steps: (i) identify the contract with the customer; (ii) determine whether the promised goods or services are separate performance obligations in the contract; (iii) determine the transaction price, including considering the constraint on variable consideration; (iv) allocate the transaction price to the performance obligations in the contract based on the standalone selling price or estimated standalone selling price of the good or service; and (v) recognize revenue when (or as) we satisfy each performance obligation.

**Contracts with Multiple Performance Obligations**

A performance obligation is a promise in a contract to transfer a distinct good or service to the customer and is the unit of account in ASC 606. For arrangements that contain multiple goods or services, we determine whether such goods or services are distinct performance obligations that should be accounted for separately in the arrangement. When allocating the transaction price in the arrangement, we may not have observable standalone sales for all of the performance obligations in these contracts; therefore, we exercise significant judgement when determining the standalone selling price of certain performance obligations contracts. In order to estimate the standalone selling prices for products, we primarily rely on the expected cost-plus margin and adjusted market assessment approaches. We then recognize the revenue allocated to each performance obligation as the related performance obligation is satisfied as discussed below.

- **Sales of VOIs, net** — Customers who purchase all vacation ownership products, whether paid in cash or financed, enter into multiple contracts, which we combine and account for as a single contract. Revenue from VOI sales is recognized at the point in time when control of the VOI is transferred to the customer which is when the customer has executed a binding sales contract, collectability is reasonably assured, the purchaser's period to cancel for a refund has expired and the customer has the right to use the VOI. Revenue from sales of VOIs under construction is deferred until the point in time when construction activities are deemed to be completed, occupancy of the development is permissible, and the above criteria has been met. For financed sales, we estimate the variable consideration to be received under such contracts and recognize revenue net of amounts deemed uncollectible as the VOI is returned to inventory upon customer default. The variable consideration is estimated based on the expected value method, based on historical default rates, to the extent that it is probable that a significant reversal is not expected to occur. Variable consideration which has not been included within the transaction price is presented as a reserve on the financing receivable. See Note 7: *Timeshare Financing Receivables* for further additional information regarding our estimate of variable consideration.

Vacation ownership product sales include revenue from the sale of VOIs, which in the case of the Diamond Collections, trust products, are represented by an annual or biennial allotment of points that can be utilized for vacations at Diamond resorts in our network for varying lengths of stay. Typical contracts include the sale of VOIs, certain sales incentives primarily in the form of additional points for use over a specified period of time ("Bonus Points"), and generally membership in of Hilton Grand Vacations Club and Hilton Club exchange programs, Diamond points-based multi-resort timeshare clubs or HGV Max (collectively the Clubs, "Clubs"), each of which represent a separate and distinct performance obligation for which consideration is allocated based on the estimated stand-alone selling price of the sales incentives and membership dues. We recognize revenue related to our VOIs when control of the points passes to the customer, which generally occurs after the expiration of the applicable statutory rescission period and after collectability is reasonably assured and the customer has the right to use the VOI.

Bonus Points are valid for a specified period of time (generally for a period between 18 and 30 months) and may be used for stays at properties within our resort network, and in the case of HGV, or converted to use for hotel reservations within Hilton's system and VOI interval exchanges with other third-party vacation ownership exchanges. At the time of the VOI sale, we estimate the fair value of sales incentives to be redeemed, including an adjustment for estimated breakage, to determine the standalone selling price of these incentives ("FDI"). We defer a portion of the total transaction price for the combined VOI contract as a liability for the FDI and recognize the corresponding revenue at the point in time when the customer receives the benefits of the FDI, which is upon the customer's redemption of the Bonus Points. At that time, we also determine whether we are principal or agent for the redeemed good or service and recognize revenue on a gross or net basis accordingly.

- **Sales, marketing, brand and other fees** — We enter into contracts with third-party developers to sell VOIs on their behalf through fee-for-service agreements for which we earn sales commissions and other fees. These commissions are variable as they are based on the sales and marketing results, which are subject to the constraint on variable consideration and resolved on a monthly basis over the contract term. We estimate such commissions to the extent that it is probable that a significant reversal of such revenue will not occur and recognize the commissions as the developer receives and consumes the benefits of the

services. Any changes in these estimates would affect revenue and earnings in the period such variances are realized.

Additionally, we enter into contracts to sell prepaid vacation packages. Our obligation in such contracts is satisfied when customers stay at our property; therefore, we recognize revenue for these packages when they are redeemed. On a portfolio basis, we exercise judgement to estimate the amount of expected breakage related to unused prepaid vacation packages and recognize such breakage in proportion to the pattern of packages utilized by our portfolio of customers.

- **Resort and club management** — As part of our VOI sales, a majority of our customers enter into a Club arrangement which allows the member to exchange points for a number of vacation options. We manage the Clubs, receiving annual dues, transaction fees from member exchanges, and, when applicable, activation fees. The member's first year of annual dues and, when applicable, the activation fee, are payable at the time of the VOI sale.

The Club activation fee relates to activities we are required to undertake at or near contract inception to fulfill the contract and does not result in the transfer of a promised good or service. Since our customers are granted the opportunity to renew their membership on an annual basis for no additional activation fee, we defer and amortize the activation fee on a straight-line basis over the seven-year average inventory holding period.

Annual dues for membership renewals are billed each year, and we recognize revenue from these annual dues over the period services are rendered. A member may elect to enter into an optional exchange transaction at which point the member pays their required transaction fee. This option does not represent a material right as the transactions are priced at their standalone selling price. Revenue related to the transaction is recognized when the services are rendered.

As part of our resort operations, we contract with HOAs to provide day-to-day-management services, including housekeeping services, operation of a reservation system, maintenance, and certain accounting and administrative services. We receive compensation for such management services, which is generally based on a percentage of costs to operate the resorts, on a monthly basis. These fees represent a form of variable consideration and are estimated and recognized over time as the HOAs receive and consume the benefits of the management services. Management fees earned related to the portion of unsold VOIs at each resort which we own are recognized on a net basis given we retain these VOIs in our inventory.

- *Rental and ancillary services* — Our rental and ancillary services consist primarily of rental revenues on unoccupied vacation ownership units, inventory made available due to ownership exchanges through our club program and ancillary revenues. Rental revenue is recognized when occupancy has occurred. Advance deposits on the rental unit and the corresponding revenue is deferred and recognized upon the customer's vacation stay. Ancillary revenues consist of food and beverage, retail, spa offerings and other items. We recognize ancillary revenue when goods have been provided and/or services have been rendered.
- We account for rental operations of unsold VOIs, including accommodations provided through the use of our vacation sampler programs, as incidental operations. In all periods presented, incremental carrying costs exceeded incremental revenues, and all revenues and expenses are recognized in the period earned or incurred.
- *Cost reimbursements* — As part of our management agreements with HOAs and fee-for-service developers, we receive cost reimbursements for performing the day-to-day management services, including direct and indirect costs that HOAs and developers reimburse to us. These costs primarily consist of insurance, payroll and payroll related costs for management of the HOAs and other services we provide where we are the employer and provide insurance. Cost reimbursements are based upon actual expenses with no added margin, and are billed to the HOA on a monthly basis. We recognize cost

reimbursements when we incur the related reimbursable costs as the HOA receives and consumes the benefits of the management services.

We capitalize all incremental costs incurred to obtain a contract when such costs would not have been incurred if the contract had not been obtained. We elect to expense costs incurred to obtain a contract when the deferral period would be one year or less. These contract costs are recognized at the point in time that the revenue related to the incentive is recognized. Commissions for VOI sales for resorts under construction are expensed when the associated VOI revenue is recognized which is upon completion of the resort. These commissions are classified as *Sales and marketing expense* in our consolidated statements of operations.

As of December 31, 2022, December 31, 2023 and 2022, the ending asset balance for costs to obtain a contract was \$11 million and \$8 million, respectively, relating to deferred commission costs for certain vacation package sales and VOI sales of resorts under construction. For the year ended December 31, 2023, we recognized \$7 million of expense related to costs deferred as of December 31, 2022. For the year ended December 31, 2022, we recognized \$9 million of expense related to costs deferred as of December 31, 2021.

Other than the United States, there were no countries that individually represented more than 10% of total revenues for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021.

For the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, we did not earn more than 10% of our total revenue from one customer.

We are required to collect certain taxes and fees from customers on behalf of government agencies and remit these back to the applicable governmental agencies on a periodic basis. We have a legal obligation to act as a collection agent with respect to these taxes and fees. We do not retain these taxes and fees and, therefore, they are not included in revenues. We record a liability when the amounts are collected and relieve the liability when payments are made to the applicable taxing authority or other appropriate governmental agency.

See Note 4: *Revenue from Contracts with Customers* for further additional information.

#### **Business Combinations**

We account for our business combinations in accordance with the acquisition method of accounting. We allocate the purchase price of an acquisition to the tangible and intangible assets acquired and liabilities assumed based on their estimated fair values at the acquisition date. For each acquisition, we recognize goodwill as the amount in which consideration transferred for the acquired entity exceeds the fair values of net assets. The fair value of net assets is the fair value assigned to the assets acquired reduced by the fair value assigned to liabilities assumed. In determining the fair values of assets acquired and liabilities assumed, we use various recognized valuation methods including the income, cost and sales and market approaches, which also include certain valuation techniques assumptions such as discount rates, and the amount and timing of future cash flows. We utilize independent valuation specialists under our supervision for certain of our assignments of fair value. We record the net assets and results of operations of an acquired entity in our consolidated financial statements from the acquisition date through period-end. We expense acquisition-related expenses as incurred

and include such expenses within *Acquisition and integration-related expense* on our consolidated statements of operations. See Note 3: **Diamond Acquisition Acquisitions** for further additional information.

#### **Acquired Financial Assets with Credit Deterioration**

When financial assets are acquired, whether in connection with a business combination or an asset acquisition, we evaluate whether those acquired financial assets have experienced a more-than-insignificant deterioration in credit quality since origination. Financial assets that were acquired with evidence of such credit deterioration are referred to as purchased credit deteriorated ("PCD") assets and reflect the acquirer's assessment at the acquisition date. The evaluation of PCD assets is a qualitative assessment requiring management judgment. We consider indicators such as delinquency, FICO score deterioration, purchased credit impaired status from prior acquisition, certain account status codes which we believe are indicative of credit deterioration, foreign currency exchange risks, as well as certain loan activity such as modifications and downgrades. In addition, we consider the impact of current and forward-looking economic conditions relative to the conditions which would have existed at origination.

Acquired PCD assets are recorded at the purchase price, represented by the acquisition date fair value, and subsequently "grossed-up" by the acquirer's acquisition date assessment of the allowance for credit losses. The purchase price and the initial allowance for credit losses collectively represent the PCD asset's initial amortized cost basis. While the initial allowance for credit losses of PCD assets does not impact period earnings, the Company remeasures the allowance for credit losses for PCD assets during each subsequent reporting period; changes in the allowance are recognized as provision expense within period earnings. The difference over which par value of the acquired PCD assets exceeds the purchase price plus the initial allowance for credit losses is reflected as a non-credit discount (or premium) and is accreted into interest income (or as a reduction to interest income) under the effective interest method.

Acquired financial assets which are not PCD assets are also recorded at the purchase price but are not similarly "grossed-up". The acquirer recognizes an allowance for credit losses as of the acquisition date, which is recognized with a corresponding provision expense impact within earnings. The allowance is remeasured within each subsequent reporting period in the same manner as for PCD assets, with any change in the allowance recognized as provision expense in period earnings. See

We acquired PCD assets as part of the Diamond Acquisition and the Grand Islander Acquisition which are referred to as "Legacy-Diamond" and "Legacy-Grand Islander", respectively. -See Note 3: **Diamond Acquisition Acquisitions** and Note 7: *Timeshare Financing Receivables* for further additional information.

#### **Investments in Unconsolidated Affiliates**

We account for investments in unconsolidated affiliates under the equity method of accounting when we exercise significant influence, but do not maintain a controlling financial interest over the affiliates. We evaluate our investments in affiliates for impairment when there are indicators that the fair value of our investment may be less than our carrying value.

#### **Cash and Cash Equivalents**

Cash and cash equivalents include all highly liquid investments with original maturities of three months or less.

#### **Restricted Cash**

Restricted cash includes deposits received on VOI sales that are held in escrow until legal requirements of the local jurisdictions are met with regards to project construction or contract status and cash reserves required by our non-recourse debt agreements. Restricted cash also includes certain amounts collected on behalf of HOAs.

#### **Accounts Receivable and Allowance for Credit Losses**

Accounts receivable primarily consists of trade receivables and is reported as the customers' outstanding balances, less any allowance for credit losses. The expected credit losses are measured using an expected-loss model that reflects the risk of loss and considers the losses expected over the outstanding period of the receivable.

#### **Cloud Computing Arrangements**

We capitalize certain costs associated with cloud computing arrangements ("CCAs"). These costs are included in *Other assets* in our consolidated balance sheets and are expensed in the same line as the hosting arrangement in our consolidated statements of operations using the straight-line method over the assets' estimated useful lives, which is generally three to five years. We review the CCAs for impairment when circumstances indicate that their carrying amounts may not be recoverable. If the carrying value of an asset group is not recoverable, we recognize an impairment loss for the excess of carrying value over the fair value in our consolidated statements of operations.

#### **Derivative Instruments**

We use derivative instruments as part of our overall strategy to manage our exposure to market risks primarily associated with fluctuations in interest rates and do not use derivatives for trading or speculative purposes. We record the derivative instrument at fair value either as an asset or liability. We assess the effectiveness of our hedging instruments quarterly and record changes in fair value in *Accumulated other comprehensive income* for the effective portion of the hedge and record the ineffectiveness of a hedge immediately in earnings in our consolidated statement of operations. We release the derivative's gain or loss from accumulated other comprehensive income to match the timing of the underlying hedged items' effect on earnings.

#### **Timeshare Financing Receivables and Allowance for Financing Receivables Losses**

Our timeshare financing receivables consist of loans related to our financing of VOI sales that are secured by the underlying timeshare properties. We determine our timeshare financing receivables to be past due based on the contractual terms of the individual mortgage loans. We recognize interest income on our timeshare financing

receivables as earned. The interest rate charged on the notes correlates to the risk profile of the borrower at the time of purchase and the percentage of the purchase that is financed, among other factors. We record an estimate of variable consideration as a reduction of revenue from VOI sales at the time revenue is recognized on a VOI sale.

We have two timeshare financing receivables portfolio segments: (i) originated and (ii) acquired. Our originated portfolio segment includes Legacy-HGV, Legacy-Diamond and Legacy-Diamond Legacy-Grand Islander timeshare financing receivables originated after the August 2, 2021 their respective acquisition date, dates, while our acquired portfolio segments includes all Legacy-Diamond and Legacy-Grand Islander timeshare financing receivables as of that date, their respective acquisition dates. We evaluate the each portfolio segments collectively, since we hold a large group of homogeneous timeshare financing receivables, which are individually immaterial. We monitor the credit quality of our receivables on an ongoing basis. There are no significant concentrations of collection risk with any individual counterparty or groups of counterparties. We use a technique referred to as static pool analysis as the basis for determining our financing receivables losses reserve requirements on our timeshare financing receivables. The static pool analysis includes several years of default data through which we stratify our portfolio using certain key dimensions including, for Legacy-HGV timeshare financing receivables, such as FICO scores and equity percentage at the time of sale. For our originated portfolio, we record an estimate of variable consideration as a reduction of revenue from VOI sales at the time revenue is recognized on a VOI sale; for our acquired portfolio, any changes to the estimates of our allowance are recorded within *Financing expense* on our consolidated statements of operations in the period in which the change occurs. The adequacy of the related allowance is determined by management through analysis of several factors, such as current and forward-looking economic conditions and industry trends, as well as the specific risk characteristics of the portfolio including assumed default rates, aging and historical write-offs of these receivables. In addition, for our acquired portfolio segment we also develop an inventory recovery assumption to reflect the recovery value of VOIs from future potential defaults. Our estimate of

inventory recovery is principally based upon the fair value of underlying VOIs and assumed default rates and is reflected as a reduction to the estimated gross allowance. Once a timeshare financing receivable within the acquired portfolio segment is charged-off, the loan's corresponding inventory recovery amount is reclassified from the allowance into inventory. The allowance is maintained at a level deemed adequate by management based on a periodic analysis of the mortgage portfolio.

We determine our timeshare financing receivables to be past due based on the contractual terms of the individual mortgage loans. We recognize interest income on our timeshare financing receivables as earned. The interest rate charged on the notes correlates to the risk profile of the borrower at the time of purchase and the percentage of the purchase that is financed, among other factors. We apply payments we receive for loans, including those in non-accrual status, to amounts due in the following order: servicing fees; interest; principal; and late charges. Once a loan is 91 days past due, we cease accruing interest and reverse the accrued interest recognized up to that point. For the years ended December 31, 2023, 2022 and 2021, we reversed \$73 million, \$70 million and \$28 million, respectively, of accrued interest income. We resume interest accrual for loans for which we had previously ceased accruing interest once the loan is less than 91 days past due. We fully reserve for a timeshare financing receivable in the month following the date that the loan is 121 days past due and, subsequently, we write off the uncollectible note against the reserve once the foreclosure process is complete and we receive the deed for the foreclosed unit. See Note 7: *Timeshare Financing Receivables* for further additional information.

#### **Inventory and Cost of Sales**

Inventory includes unsold, completed VOIs; VOIs under construction; and land and infrastructure held for future VOI product development at our current resorts. We carry our completed VOI inventory at the lower of cost or estimated fair value, less costs to sell, which can result in impairment losses and/or recoveries of previous impairments. Projects under development, along with land and infrastructure for future development are under a held and use impairment model and are reviewed for indicators of impairment quarterly.

We capitalize costs directly associated with the acquisition, development and construction of a real estate project when it is probable that the project will move forward. We capitalize salary and related costs only to the extent they directly relate to the project. We capitalize interest expense, taxes and insurance costs when activities that are necessary to get the property ready for its intended use are underway. We cease capitalization of costs during prolonged gaps in development when substantially all activities are suspended or when projects are considered substantially complete.

We account for our VOI inventory and cost of VOI sales using the relative sales value method. Also, we do not reduce inventory for the cost of VOI sales related to anticipated defaults, and accordingly, no adjustment is made when inventory is reacquired upon default of the related receivable. This results in changes in estimates within the relative sales value calculations to be accounted for as real estate inventory true-ups, which we refer to as cost of sales true-ups, and are included in *Cost of VOI sales* in our consolidated statements of operations to retrospectively adjust the margin previously recognized subject to those estimates.

#### **Property and Equipment**

Property and equipment includes are recorded at cost and include land, buildings and leasehold improvement and furniture and equipment at our corporate offices, sales centers and management offices. Additionally, certain property and equipment is held for future conversion into inventory. Construction in progress primarily relates to development activities. Costs that are capitalized related to development activities are classified as property and equipment until they are registered for sale. Costs of improvements that extend the economic life or improve service potential are also capitalized. Capitalized costs are depreciated over their estimated useful lives. Costs for normal repairs and maintenance are expensed as incurred. Other than the United States, there were no countries that individually represented over 10% of total property and equipment, net as of December 31, 2022 December 31, 2023 and 2021, 2022.

Depreciation is recorded using the straight-line method over the assets' estimated useful lives, which are generally as follows: buildings and improvements (eight to forty years); furniture and equipment (three to fifteen years, including our corporate jet); and computer equipment and acquired software (three years). Leasehold improvements are depreciated over the shorter of the estimated useful life, based on the estimates above, or the lease term.

We evaluate the carrying value of our property and equipment if there are indicators of potential impairment. We perform an analysis to determine the recoverability of the asset's carrying value by comparing the expected undiscounted future cash flows to the net book value of the asset. If it is determined that the expected undiscounted future cash flows are less than the net book value of the asset, we calculate the asset's fair value. The impairment loss recognized is equal to the amount that the net book value is in excess of fair value. Fair value is generally estimated using valuation techniques that consider the discounted cash flows of the asset using discount and capitalization rates deemed reasonable for the type of asset, as well as prevailing market conditions, appraisals, recent similar transactions in the market and, if appropriate and available, current estimated net sales proceeds from pending offers. Refer to Note 9: *Property and Equipment* for further additional information.

If sufficient information exists to reasonably estimate the fair value of a conditional asset retirement obligation, including environmental remediation liabilities, we recognize the fair value of the obligation when the obligation is incurred.

#### **Assets Held for Sale**

We classify long-lived assets to be sold as held for sale in the period (i) we have approved and committed to a plan to sell the asset, (ii) the asset is available for immediate sale in its present condition, (iii) an active program to locate a buyer and other actions required to sell the asset have been initiated, (iv) the sale of the asset is probable, (v) the asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value, and (vi) it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn. We initially measure a long-lived asset that is classified as held for sale at the lower of its carrying value or fair value less any costs to sell. Any loss resulting from this measurement is recognized in the period in which the held for sale criteria are met. Conversely, gains are not recognized on the sale of a long-lived asset until the date of sale. Upon designation as an asset held for sale, we stop recording depreciation expense on the asset. We assess the fair value of a long-lived asset less any costs to sell at each reporting period and until the asset is no longer classified as held for sale. The methodology utilized to determine fair value at the time of classification as held for sale is dependent on the type of long-lived asset. All methodologies utilized to determine fair value involve judgment.

For the year ended December 31, 2020, we recorded a non-cash impairment charge of \$209 million related to the identified assets held for sale. The non-cash impairment charge was comprised of a \$201 million charge related to *Land and infrastructure held for sale* and an \$8 million charge related to *Property and equipment*, respectively. The estimated fair value of land and infrastructure held for sale was \$45 million as of December 31, 2021, excluding costs to sell. We did not have any non-cash impairment charges related to assets held for sale for the year ended December 31, 2021. During the year ended December 31, 2022, we concluded that the parcels of land and infrastructure which were previously classified as held for sale, no longer met the held for sale criteria. Thus, these assets were reclassified to property and equipment as a non-cash transfer. The assets were measured at fair value as of the transfer date as assets held for sale prior to reclassification, principally utilizing market approaches for the land parcels and the cost approach for infrastructure. For the year ended December 31, 2022, we recorded a reversal of impairment expense of \$7 million corresponding with this reclassification. As of December 31, 2022, December 31, 2023 and 2022, we did not have assets held for sale. Refer to Note 9: *Property and Equipment* and Note 16: *Fair value measurements* for further additional information.

#### **Leases**

We lease sales centers, office space and equipment under lease agreements. We determine if an arrangement is a lease at inception. Amounts related to operating leases are included in *Operating lease right-of-use ("ROU") assets, net* and *Operating lease liabilities* in our consolidated balance sheets. ROU assets are adjusted for lease incentives received.

ROU assets and operating lease liabilities are recognized based on the present value of lease payments over the lease term as of the commencement date. Because most of our leases do not provide an explicit or implicit rate of return, we use our incremental borrowing rate based on the information available at the commencement date in determining the present value of lease payments on an individual lease basis. Our incremental borrowing rate for a lease is the rate of interest we would have to pay on a collateralized basis to borrow an amount equal to the lease payments for the asset under similar terms.

We have lease agreements with lease and non-lease components, which are accounted for as a single lease component. Our operating leases may require minimum rent payments, contingent rent payments based on a percentage of revenue or income, or rental payments adjusted periodically for inflation or rent payments equal to the greater of a minimum rent or contingent rent. Our leases do not contain any residual value guarantees or material restrictive covenants. Leases with an initial term of 12 months or less are not recorded on the consolidated balance sheets and lease expense is recognized on a straight-line basis over the lease term.

We monitor events or changes in circumstances that change the timing or amount of future lease payments which results in the remeasurement of a lease liability, with a corresponding adjustment to the ROU asset. ROU assets for operating and *financing* *finance* leases are periodically reviewed for impairment losses under ASC 360-10, *Property, Plant, and Equipment*, to determine whether a ROU asset is impaired, and if so, the amount of the impairment loss to recognize. Refer to Note 17: *Leases* for further additional information.

#### **Goodwill**

Goodwill acquired in business combinations is assigned to the reporting units expected to benefit from the combination as of the acquisition date. We do not amortize goodwill. We evaluate goodwill for potential impairment at least annually, on October 1, or more frequently if an event or other circumstance indicates that it is more-likely-than-not

that we may not be able to recover the carrying amount (book value) of the net assets of the related reporting unit. The review is based on either a qualitative assessment or a two-step impairment test. When evaluating goodwill for impairment, we may perform the optional qualitative assessment by considering factors including macroeconomic conditions, industry and market conditions, overall financial performance of our reporting units, and other relevant entity-specific events. If we bypass the qualitative assessment, or if we conclude that it is more likely than not that the fair value of a reporting unit is less than its carrying value, then we perform a quantitative impairment test by comparing the fair value of a reporting unit

with its carrying amount. We only recognize an impairment on goodwill if the estimated fair value of a reporting unit is less than its carrying value, in an amount not to exceed the carrying value of the reporting unit's goodwill. No goodwill impairment charges were recognized during the years ended December 31, 2022 December 31, 2023, 2022 and 2021. 2021 and there is no accumulated impairment of goodwill for any period presented in the consolidated financial statements. The changes in goodwill for the periods presented in the consolidated financial statements were limited to increases or decreases in goodwill resulted from the Diamond and Grand Islander acquisitions and any related measurement period adjustments. Refer to Note 3: *Diamond Acquisition Acquisitions* for further additional information.

#### **Intangible Assets**

Our intangible assets consist of management agreements, trade name, club member relationships and certain proprietary software technologies with finite lives. We have management agreements, trade name, club member relationships, and software intangibles that were recorded at their fair value as part of the Diamond Acquisition. We also have management agreements that were recorded at their fair value at the time of the completion of a merger on October 24, 2007, where Hilton became a wholly-owned subsidiary of an affiliate of The Blackstone Group L.P. ("Blackstone"). Additionally, we capitalize costs incurred to develop internal-use computer software, including costs incurred in connection with development of upgrades or enhancements that result in additional functionality. These capitalized costs are included in *Intangible assets, net* in our consolidated balance sheets. Intangible assets with finite useful lives are amortized using the straight-line method over their respective useful lives, which varies for each type of intangible, unless another amortization method is deemed to be more appropriate. In our consolidated statements of operations, the amortization of these intangible assets is included in *Depreciation and amortization expense*.

In estimating the useful life of acquired assets, we reviewed the expected use of the assets acquired, factors that may limit the useful life of an acquired asset or may enable the extension of the useful life of an acquired asset without substantial cost, the effects of obsolescence, demand, competition and other economic factors, and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

We review all finite life intangible assets for impairment when circumstances indicate that their carrying amounts may not be recoverable. If the carrying value of an asset group is not recoverable, we recognize an impairment loss for the excess of the carrying value over the fair value in our consolidated statements of operations. As of December 31, 2022 December 31, 2023 and 2021, 2022, we do not have any indefinite lived intangible assets. Refer to Note 12: *Intangible Assets* for further additional information.

#### **Deferred Financing Costs**

Deferred financing costs, including legal fees and upfront lenders fees, related to the Company's debt and non-recourse debt are deferred and amortized over the life of the respective debt using the effective interest method. The capitalized costs related to the Timeshare Facility and the Revolver are included in *Other assets* while the remaining capitalized costs related to all other debt instruments are included in *Debt, net and Non-recourse debt, net* in our consolidated balance sheets. The amortization of deferred financing costs is included in *Interest expense* in our consolidated statements of operations. Refer to Note 15: *Debt & Non-recourse debt* for additional information.

#### **Costs Incurred to Sell VOIs and Vacation Packages**

We expense indirect sales and marketing costs we incur to sell VOIs and vacation packages when incurred. Deferred selling expenses, which are direct selling costs related to a contract for which revenue has not yet been recognized, were \$18 million and \$25 million as of December 31, 2022 both December 31, 2023 and 2021, respectively, 2022, and were included in *Other assets* on our consolidated balance sheets.

#### **Fair Value Measurements—Valuation Hierarchy**

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date (an exit price). We use the three-level valuation hierarchy for classification of fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. Inputs refer broadly to the assumptions that market participants would use in pricing an asset or liability. Inputs may be observable or unobservable. Observable inputs are inputs that reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from independent sources. Unobservable inputs are inputs that reflect our own assumptions about the data market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The three-level hierarchy of inputs is summarized below:

- Level 1—Valuation is based upon quoted prices (unadjusted) for identical assets or liabilities in active markets;
- Level 2—Valuation is based upon quoted prices for similar assets and liabilities in active markets, or other inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the instrument; and
- Level 3—Valuation is based upon unobservable inputs that are significant to the fair value measurement.

The classification of assets and liabilities within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement in its entirety. Refer to Note 15: *Debt and non-recourse debt* and Note 16: *Fair Value Measurements* for further additional information.

#### **Currency Translation and Remeasurement**

The United States dollar ("USD") is our reporting currency and is the functional currency of the majority of our operations. For operations whose functional currency is not the USD, assets and liabilities measured in foreign currencies are translated into USD at the prevailing exchange rates in effect as of the financial statement date, and the related gains and losses are reflected within *Accumulated other comprehensive income* in our consolidated balance sheets. Related income and expense accounts are translated at the average exchange rate for the period. Gains and losses from foreign exchange rate changes related to transactions denominated in a currency other than an entity's functional currency or transactions related to intercompany receivables and payables denominated in a currency other than an entity's functional currency that are not of

a long-term investment nature are recognized as gains or losses on foreign currency transactions. These gains or losses are included in *Other gain (loss) gain*, net in our consolidated statements of operations.

#### **Share-Based Compensation**

Certain of On May 3, 2023, the 2023 Omnibus Incentive Plan ("2023 Plan") was approved by our employees participate in our shareholders to replace the 2017 Omnibus Incentive Plan and the 2017 Plan for Non-Employee Directors (the "Stock Plan" "2017 Plans") which compensates eligible employees and directors with. The 2023 Plan authorizes the issuance of restricted stock units ("Service RSUs" or "RSUs"), nonqualified stock options ("Options"), time and performance-vesting restricted stock units ("Performance RSUs" or "PSUs"), and nonqualified stock options appreciation rights ("Options" SARs"), to certain employees and directors. We record compensation expense based on the share-based awards granted to our employees.

The measurement objective for these equity awards is the estimated fair value at the grant date of the equity instruments that we are obligated to issue when employees have rendered the requisite service and satisfied any other conditions necessary to earn the right to benefit from the instruments. Compensation expense is recognized ratably over the requisite service period and the corresponding change is recognized in *Additional paid-in capital* in our consolidated balance sheets. The requisite service period is the period during which an employee is required to provide service in exchange for an award. We recognize forfeitures of awards as they occur.

#### **Income Taxes**

We account for income taxes using the asset and liability method. The objectives of accounting for income taxes are to recognize the amount of taxes payable or refundable for the current year, to recognize the deferred tax assets and liabilities that relate to tax consequences in future years, which result from differences between the respective tax basis of assets and liabilities and their financial reporting amounts, and tax loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which the respective temporary differences or operating loss or tax credit carryforwards are expected to be recovered or settled. The realization of deferred tax assets and tax loss and tax credit carryforwards is contingent upon the generation of future taxable income and other restrictions that may exist under the tax laws of the jurisdiction in which a deferred tax asset exists. Valuation allowances are provided to reduce such deferred tax assets to amounts more likely than not to be ultimately realized.

We use a prescribed recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken in a tax return. For all income tax positions, we first determine whether it is "more-likely-than-not" that a tax position will be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. If it is determined that a position meets the more-likely-than-not recognition threshold, the benefit recognized in the financial statements is measured as the largest amount of benefit that is greater than 50% likely of being realized upon settlement. Interest and penalties related to unrecognized tax benefits are recognized as a component of income tax expense in the accompanying consolidated statement of operations. Accrued interest and penalties are included on the related tax liability line in the consolidated balance sheet.

#### **Earnings Per Share**

Basic earnings per share ("EPS") is calculated by dividing the earnings available to common shareholders by the weighted average number of common shares outstanding for the period. Diluted *earnings per share* EPS is calculated to give effect to all potentially dilutive common shares that were outstanding during the reporting period. When there is a year-to-date loss, potential common shares should not be included in the computation of diluted EPS; hence, diluted EPS would equal basic EPS in a period of loss.

#### **Defined Contribution Plan**

We administer and maintain a defined contribution plan for the benefit of all employees meeting certain eligibility requirements who elect to participate in the plan. Contributions are determined based on a specified percentage of salary and bonus deferrals by participating employees. We recognized compensation expense for our participating employees totaling \$19 million \$23 million, \$5 million \$19 million and \$5 million for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, respectively.

#### **Recently Issued Accounting Pronouncements**

##### **Adopted Accounting Standards**

In March 2020, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update 2020-04 ("ASU 2020-04"), Reference Rate Reform (Topic 848): *Facilitation of the Effects of Reference Rate Reform on Financial Reporting*. ASU 2020-04 provides optional expedients and exceptions for applying U.S. GAAP to contracts, hedging relationships, and other transactions affected by the discontinuation of the London Interbank Offered Rate ("LIBOR") or by another reference rate expected to be discontinued. Further, in December 2022, the FASB issued ASU No. 2022-06 ("ASU 2022-06"), Reference Rate Reform ("Topic 848"). The update deferred the sunset date of Topic 848 from December 31, 2022, to December 31, 2024, after which entities will no longer be permitted to apply the relief in Topic 848. The guidance was effective as of March 12, 2020 and will apply through December 31, 2024. During the year ended December 31, 2022 On January 1, 2023, we adopted this standard and it did not have a material impact on our consolidated financial statements or results.

##### **Accounting Standards Not Yet Adopted**

In March 2022, the FASB issued Accounting Standards Update 2022-02 ("ASU 2022-02"), Financial Instruments—Credit Losses (Topic 326): Troubled Debt Restructurings and Vintage Disclosures. ASU 2022-02 provides, under Issue 2 - Vintage Disclosures, that an entity disclose discloses current-period gross write-offs by year of origination for financing receivables and net investments in leases. For financing receivables, the vintage disclosure is to present the amortized cost basis by credit quality indicator and class of financing receivable for the year of origination. The guidance is effective for fiscal years beginning after December 15, 2022, including interim periods

within those fiscal years and is vintage disclosures are to be applied prospectively. We are currently evaluating the effects. The impact of this adoption of ASU to 2022-02 was in disclosure only and did not have an impact on our disclosures, consolidated financial statements. See Note 7: *Timeshare Financing Receivables* for additional information.

In October 2021, the FASB issued On January 1, 2023, we adopted Accounting Standards Update 2021-08 ("ASU 2021-08"), *Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers*. ASU 2021-08 provides that an entity recognize and measure contract assets and contract liabilities acquired in a business combination in accordance with Topic 606. At the acquisition date, the entity should account for the related revenue contracts in accordance with Topic 606 as if the entity had originated the contracts. The adoption of ASU 2021-08 did not have a material impact on our consolidated financial statements.

#### **Accounting Standards Not Yet Adopted**

In November 2023, the FASB issued Accounting Standards Update 2023-07 ("ASU 2023-07"), *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*. ASU 2023-07 provides amendments to improve reportable segment disclosure requirements both on an interim and annual basis, primarily through enhanced disclosures about significant segment expenses. The guidance is effective for fiscal years beginning after December 15, 2022 December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. We currently plan The impact of adoption of ASU 2023-07 is expected to implement impact disclosures only and evaluate not have a material impact on our consolidated financial statements.

In December 2023, the FASB issued Accounting Standards Update 2023-09 ("ASU 2023-09"), *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*. ASU 2023-09 states that an entity must provide greater disaggregation of this new standard with future acquisitions, if any, its effective tax rate reconciliation disclosure. The ASU also states that an entity must separately disclose net cash taxes paid between federal, state, and foreign jurisdictions. The guidance is effective for fiscal years beginning after December 15, 2024, including interim periods within those fiscal years. The guidance is to be applied prospectively, although retrospective application is permitted. The impact of adoption of ASU 2023-09 is expected to impact disclosures only and not have a material impact on our consolidated financial statements or results.

#### **Note NOTE 3: ACQUISITIONS**

##### **Diamond Acquisition**

On August 2, 2021, (the "Acquisition Date"), we completed the Diamond Acquisition by exchanging 100% of the outstanding equity interests of Diamond to HGV common shares. Shareholders of Diamond received 0.32 shares of our common stock for each share of Diamond common stock. Following the closing of the Diamond Acquisition, pre-existing HGV shareholders owned approximately 72% of the combined company after giving effect to the Diamond Acquisition, with Apollo and other minority shareholders holding the remaining approximately 28% at the time the Diamond Acquisition was completed.

On the Acquisition Date, shareholders of Diamond received 0.32 shares of our common stock for each share of Diamond common stock, totaling approximately 28% of our total common shares outstanding. Additionally, in connection with the Diamond Acquisition, HGV repaid certain existing indebtedness of Diamond. Costs related to the acquisition for the year years ended December 31, 2022 December 31, 2023, 2022 and 2021 were \$51 million, \$67 million, and \$106 million, respectively, which were expensed as incurred, and reflected as *Acquisition and integration-related expense* in our consolidated statements of operations.

The following table presents the fair value of each class of consideration transferred in relation to the Diamond Acquisition at the Diamond Acquisition Date:

<i>(\$ in millions, except stock price amounts)</i>	
HGV common stock shares issued for outstanding Diamond shares	33.93
HGV common stock price as of Diamond Acquisition Date <sup>(1)</sup>	40.71
Stock purchase price	\$ 1,381
Repayment of Legacy-Diamond debt	\$ 2,029
Total consideration transferred	\$ 3,410

<sup>(1)</sup> Represents the average of the opening and closing price of HGV stock on August 2, 2021.

##### **Fair Values of Assets Acquired and Liabilities Assumed**

We accounted for the Diamond Acquisition as a business combination, which required us to record the assets acquired and liabilities assumed at fair value as of the Diamond Acquisition Date. The following table presents the fair values of the assets that we acquired and the liabilities that we assumed, as finalized.

(\$ in millions)	August 2, 2021 (as finalized)	
<b>Assets acquired</b>		
Cash and cash equivalents	\$	310
Restricted cash		127
Accounts receivable, net of allowance for doubtful accounts		90
Timeshare financing receivables, net		825
Inventory		488
Property and equipment, net		273
Operating lease right-of-use assets, net		33
Intangible assets, net		1,429
Other assets		261
<b>Total assets acquired</b>	<b>\$</b>	<b>3,836</b>
<b>Liabilities assumed</b>		
Accounts payable, accrued expenses and other	\$	520
Non-recourse debt, net		660
Operating lease liabilities		33
Advanced deposits		4
Deferred revenues		140
Deferred income tax liabilities		485
<b>Total liabilities assumed</b>	<b>\$</b>	<b>1,842</b>
Net assets acquired	\$	1,994
<b>Total consideration transferred</b>	<b>\$</b>	<b>3,410</b>
Goodwill <sup>(1)</sup>	\$	1,416

<sup>(1)</sup> Goodwill is calculated as total consideration transferred less net assets acquired and it primarily represents the value that we expect to obtain from synergies and growth opportunities from our combined Company post-acquisition. The majority of goodwill is not expected to be deductible for tax purposes.

Our estimates and assumptions were subject to adjustments during the measurement period, not to exceed one year from the **Diamond** Acquisition Date. During the year ended December 31, 2022, we recognized a net adjustment to goodwill of **\$39 million**, net of impacts of tax adjustments. The adjustments resulted from changes to our estimates of the fair value of the acquired assets and assumed liabilities based on finalizing the valuations of acquired property and equipment, accounts receivable, operating lease right-of-use asset and related lease liabilities, capitalized software and insurance receivables given the ultimate determination of proceeds related to preacquisition business interruption insurance claims as well as deferred income tax liabilities.

The net income effects associated with the measurement period adjustments recorded during the years ended December 31, 2022 and 2021 are considered immaterial.

#### **Timeshare Financing Receivables**

We acquired timeshare financing receivables which consist of loans to customers who purchased vacation ownership products and chose to finance their purchases. These timeshare financing receivables are collateralized by the underlying VOIs and generally have 10-year amortizing repayment terms. We estimated the fair value of the timeshare financing receivables using a discounted cash flow model, which calculated a present value of expected future risk-adjusted cash flows over the remaining term of the respective timeshare financing receivables. For purposes of our fair value allocation, we have considered all acquired receivables to be purchase credit deteriorated assets. See Note 7: *Timeshare Financing Receivables* for further additional information.

Acquired timeshare financing receivables with credit deterioration as of the **Diamond** Acquisition Date were as follows:

(\$ in millions)	As of August 2, 2021	
Purchase price	\$	825
Allowance for credit losses		512
Premium attributable to other factors		(97)
Par value	\$	1,240

#### **Inventory**

We acquired inventory which primarily consists of completed unsold VOIs. We valued acquired inventory using a discounted cash flows method, which included an estimate of cash flows expected to be generated from the sale of VOIs. Significant estimates and assumptions impacting the fair value of the acquired inventory that are subjective and/or require complex judgments include our estimates of operating costs and margins, and the discount rate. Certain other estimates and assumptions impacting the fair value of the acquired inventory involving less subjective and/or less complex judgments include: short-term and long-term revenue growth rates, capital expenditures, tax rates and other factors impacting the discounted cash flows.

#### **Property and Equipment**

We acquired property and equipment, which includes land, building and leasehold improvements, furniture and equipment and construction in progress. We valued the majority of acquired property and equipment using a mix of cost, market and discounted cash flow approaches, which included estimates of future income growth, capitalization rates, discount rates, and capital expenditure needs of the resorts.

#### **Intangible Assets**

The following table presents our fair values of the acquired identified intangible assets and their related remaining useful lives.

	Estimated Fair Value (\$ in millions)	Estimated Useful Life (in years)
Trade name	\$ 18	1.5
Management contracts	1,251	35.4
Club member relationships	139	14.4
Computer software	21	1.5
<b>Total intangible assets</b>	<b>\$ 1,429</b>	

We valued the acquired trade name intangible using the relief-from-royalty method, which applies an estimated royalty rate to forecasted future cash flows, discounted to present value. We valued the acquired management contracts intangible and club member relationships intangible using the multi-period excess earnings method, which is a variation of the income approach. This method estimates an intangible asset's value based on the present value of the incremental after-tax cash flows attributable to the intangible asset. Significant estimates and assumptions impacting the fair value of the acquired management contracts intangible that are subjective and/or require complex judgments include our estimates of operating costs and margins, and the discount rate. Certain other estimates and assumptions impacting the fair value of the acquired management contracts intangible involving less subjective and/or less complex judgments include: short-term and long-term revenue growth rates, attrition rates, capital expenditures, tax rates and other factors impacting the discounted cash flows.

#### **Deferred Revenue**

Deferred revenue primarily relates to deferred sales incentives revenues, mainly related to Bonus Points, which are deferred and recognized upon redemption; and Club membership fees, which are deferred and recognized over the terms of the applicable contract term or membership on a straight-line basis. Additionally, deferred revenue includes maintenance fees collected from owners, in certain cases, which are earned by the relevant property owners' association over the applicable period.

#### **Deferred Income Taxes**

Deferred income taxes primarily relate to the fair value of assets and liabilities acquired from Diamond, including timeshare financing receivables, inventory, property and equipment, intangible assets, and debt. We calculated deferred income taxes based on statutory rates in the jurisdictions of the legal entities where the acquired assets and liabilities are recorded.

#### **Debt**

As part of the acquisition and consideration transferred, we paid off \$2,029 million of Diamond's existing corporate debt, accrued interest and early termination penalties.

#### **Non-Recourse Debt**

We valued the securitized debt from VIEs and warehouse loan facilities, using a discounted cash flow model under the income approach. The significant assumptions in our analysis include default rates, prepayment rates, bond interest rates and other structural factors.

#### **Operating Lease Right-of-Use-Assets and Lease Liabilities**

We have recorded liabilities for those operating leases assumed in connection with the Diamond Acquisition with a remaining term in excess of a year. We valued lease liabilities at the present value of the remaining contractual lease payments based on the guidance in ASC 842 and used a discount rate determined as of the **Diamond Acquisition Date**. The right-of-use assets for such leases were measured at an amount equal to the lease liabilities, adjusted for favorable or unfavorable terms of the lease when compared with market terms.

#### **Goodwill**

We have allocated the acquired goodwill to our segments, Real Estate Sales and Financing and Resort Operations and Club Management, as indicated in the table below.

	Resort Operations and Club Management		
	Real Estate Sales and Financing Segment	Segment	Total Consolidated
Goodwill	\$ 1,048	\$ 368	\$ 1,416

#### **Pro Forma Results of Operations**

The following unaudited pro forma information presents the combined results of operations of HGV and Diamond as if we had completed the Diamond Acquisition on January 1, 2020, the first day of our 2020 fiscal year, but using our fair values of assets acquired and liabilities assumed as of the Diamond Acquisition Date. These unaudited pro forma results do not reflect any synergies from operating efficiencies. Accordingly, these unaudited pro forma results are presented for informational purposes only and are not necessarily indicative of what the actual results of operations of the combined company would have been if the Diamond Acquisition had occurred at the beginning of the period presented, nor are they indicative of future results of operations.

(\$ in millions)	Year Ended December 31,	
	2021	2020
Revenue	\$ 3,068	\$ 1,736
Net income (loss)	337	(561)

(\$ in millions)	Year Ended December 31,	
	2021	2020
Revenue	\$ 3,068	\$ 3,068
Net income (loss)	337	337

#### **Diamond Results of Operations**

The following table presents the results of Diamond operations included in our statement of operations for the period from the Diamond Acquisition Date through the end of 2021.

(\$ in millions)	August 2, 2021 to December 31,	
	2021	2020
Revenue	\$ 633	633
Net income	92	92

#### **Grand Islander Acquisition**

**Note**On December 1, 2023 ("Grand Islander Acquisition Date"), the Company completed the acquisition of BRE Grand Islander Parent LLC ("Grand Islander"), by exchanging 100% of the outstanding equity interests of Grand Islander for approximately \$117 million (the "Grand Islander Acquisition"). Prior to the acquisition, we managed the resort property in Hawaii owned by Grand Islander. The acquisition expands our product offerings and provides existing members upgrade opportunities to locations outside of the prior Fee-for-service arrangement. The purchase price of \$117 million included 110 million in cash consideration, \$4 million of non-cash consideration attributable to the effective settlement of a pre-existing relationship based on the contract value, and the remaining \$3 million was accrued for within *Accounts payable, accrued expenses and other* as of December 31, 2023.

The preliminary fair values of the assets acquired includes \$8 million of cash and cash equivalents, \$28 million of restricted cash, \$5 million of accounts receivable, \$52 million of securitized timeshare financing receivables, net, \$199 million of unsecuritized timeshare financing receivables, net, \$18 million of inventory, and \$2 million of other assets. Of the unsecuritized timeshare financing receivables acquired, \$127 million is used as collateral to secure a non-recourse revolving timeshare receivable credit facility ("Grand Islander Timeshare Facility"). The preliminary fair values of the liabilities assumed consist of \$193 million of non-recourse debt and \$4 million of other liabilities.

The estimated fair values of the assets acquired, and liabilities assumed and the related preliminary acquisition accounting are based on management's estimates and assumptions, as well as other information compiled by management. We preliminarily estimated the fair value of the timeshare financing receivables and inventory using a discounted cash flow model, which calculated a present value of expected future risk-adjusted cash flows over the remaining term of the respective timeshare financing receivable and the sell-out period of the inventory, respectively. For non-recourse debt we estimated the fair value using recent recent trades of the debt, using adjustments to recent trades of similar debt or the settlement amounts for debt that was repaid in close proximity to the Grand Islander Acquisition Date.

#### **Timeshare Financing Receivables**

The timeshare financing receivables acquired are considered purchased credit deteriorated assets. The following table presents the acquired assets with credit deterioration as of the Grand Islander Acquisition Date:

(\$ in millions)	As of December 1, 2023	
	\$	251
Purchase price	\$ 251	251
Allowance for credit losses	30	30
Premium attributable to other factors	(6)	(6)
Par value	\$ 275	275

Goodwill of \$2 million is calculated as total consideration transferred less net assets acquired. Such amount of goodwill is de minimis to our reporting units or to our reportable segments as of December 31, 2023. The majority of goodwill is expected to be deductible for tax purposes. All amounts recorded, including those based on

estimates and assumptions, are subject to change during the measurement period, not to exceed one year from the Grand Islander Acquisition Date, as defined by Topic 805. Acquisition and integration-related expense related to this transaction were de minimis for the year ended December 31, 2023.

#### NOTE 4: Revenue from Contracts with Customers REVENUE FROM CONTRACTS WITH CUSTOMERS

##### Disaggregation of Revenue

The following tables show our disaggregated revenues by product and segment from contracts with customers. We operate our business in the following two segments: (i) Real estate sales and financing and (ii) Resort operations and club management. Please refer to See Note 22: Business Segments below for more details information related to our segments.

(\$ in millions)	(\$ in millions)	Year Ended December 31,			(\$ in millions)			Year Ended December 31,
		2022	2021	2020	Real Estate Sales and Financing Segment	2023	2022	2021
Sales of VOIs, net	Sales of VOIs, net	\$1,491	\$ 883	\$ 108				
Sales, marketing, brand and other fees	Sales, marketing, brand and other fees	620	385	221				
Interest income	Interest income	235	157	141				
Other financing revenue	Other financing revenue	32	26	24				
Real estate sales and financing segment revenues	Real estate sales and financing segment revenues	\$2,378	\$1,451	\$494				
(\$ in millions)	(\$ in millions)	Year Ended December 31,			(\$ in millions)			Year Ended December 31,
		2022	2021	2020	Resort Operations and Club Management Segment	2023	2022	2021
Resort Operations and Club Management	Resort Operations and Club Management							
Segment	Segment	2022	2021	2020				
Club management	Club management	\$ 227	\$ 168	\$ 96				
Resort management	Resort management	307	172	70				
Rental <sup>(1)</sup>	Rental <sup>(1)</sup>	586	315	91				
Ancillary services	Ancillary services	40	27	7				
Resort operations and club management segment revenues	Resort operations and club management segment revenues	\$1,160	\$682	\$264				

<sup>(1)</sup> Excludes intersegment eliminations. See Note 22: Business Segments for additional information.

#### Receivables from Contracts with Customers, Contract Balances Liabilities, and Contract Assets

The following table provides information on our accounts receivable with customers which are included in *Accounts Receivable, net* on our consolidated balance sheets:

(\$ in millions)	Year Ended December 31,	
	2022	2021
Receivables	\$ 322	\$ 202

The following table presents the composition of our contract liabilities:

(\$ in millions)	Year Ended December 31,	
	2022	2021
<b>Contract liabilities:</b>		
Advanced deposits	\$ 150	\$ 112
Deferred sales of VOIs of projects under construction	3	34
Club dues and Club activation fees	76	91
Bonus Point incentive liability and marketing package <sup>(1)</sup>	106	95
Deferred maintenance fees	14	14
Other deferred revenue	42	47

<sup>(1)</sup> As of December 31, 2022, the balance includes \$51 million of bonus point incentive liabilities and \$55 million for related bonus points and marketing package deferred revenue. The Bonus Point incentive liabilities are included in *Accounts payable, accrued expenses and other* on our consolidated balance sheets. This liability is comprised of unrecognized revenue for incentives from VOI sales and sales and marketing expenses in conjunction with our fee-for-service arrangements.

Revenue earned for the year ended December 31, 2022 that was included in the contract liabilities balance at December 31, 2021 was approximately \$173 million. Revenue earned for the year ended December 31, 2021 that was included in the contract liabilities balance at December 31, 2020 was approximately \$355 million.

Our accounts receivable that relate to our contracts with customers includes amounts associated with our contractual right to consideration for completed performance obligations related primarily to our fee-for-service arrangements and homeowners' associations management agreements and are settled when the related cash is received. Accounts receivable are recorded when the right to consideration becomes unconditional and is only contingent on the passage of time. Our timeshare financing receivables consist of loans related to our financing of VOI sales that are secured by the underlying timeshare properties. See Note 7: *Timeshare financing receivables* for additional information.

The following table provides information on our contracts with customers which are included in *Accounts Receivable, net* and *Timeshare financing receivables, net*, respectively, on our consolidated balance sheets:

(\$ in millions)	December 31,	
	2023	2022
<b>Receivables from contracts with customers:</b>		
Accounts receivable, net	\$ 343	\$ 322
Timeshare financing receivables, net	2,113	1,767
<b>Total</b>	<b>\$ 2,456</b>	<b>\$ 2,089</b>

Contract liabilities include payments received or due in advance of satisfying our performance obligations. Such contract liabilities include advance deposits received on prepaid vacation packages for future stays at our resorts, deferred revenues related to sales of VOIs of projects under construction, Club activation fees and annual dues, the liability for bonus points awarded to our customers for purchase of VOIs at our properties or properties under our fee-for-service arrangements that may be redeemed in the future, deferred maintenance fees and other deferred revenue.

The following table presents the composition of our contract liabilities:

(\$ in millions)	December 31,	
	2023	2022
<b>Contract liabilities:</b>		
Advanced deposits	\$ 179	\$ 150
Deferred sales of VOIs of projects under construction	39	3
Club activation fees and annual dues	97	76
Bonus Point incentive liability <sup>(1)</sup>	83	106
Deferred maintenance fees	12	14

(a) This balance includes \$54 million and \$51 million of bonus point incentive liabilities included in *Accounts payable, accrued expenses and other* on our consolidated balance sheets as of December 31, 2023, and 2022, respectively. This liability is for incentives from VOI sales and sales and marketing expenses in conjunction with our fee-for-service arrangements.

Revenue earned for the year ended December 31, 2023, that was included in the contract liabilities balance at December 31, 2022 was approximately \$173 million. Revenue earned for the year ended December 31, 2022, that was included in the contract liabilities balance at December 31, 2021 was approximately \$173 million.

Contract assets relate to incentive fees that can be earned for meeting certain targets on sales of VOIs at properties under our fee-for-service arrangements; however, our right to consideration is conditional upon completing the requirements of the annual incentive fee period. As of December 31, 2022, December 31, 2023 and 2022, contract assets were \$9 million. There were no contract assets as of December 31, 2021.

Contract liabilities include payments received or due in advance of satisfying our performance obligations, offset by revenues recognized. Such contract liabilities include advance deposits received on prepaid vacation packages for future stays at our resorts, deferred revenues related to sales of VOIs of projects under construction, Club activation fees \$13 million and annual dues and the liability for Bonus Points awarded to our customers for purchase of VOIs at our properties or properties under our fee-for-service arrangements that may be redeemed in the future. \$9 million, respectively.

#### Transaction Price Allocated to Remaining Performance Obligations

Transaction price allocated to remaining performance obligations represents contract revenue that has not yet been recognized. Our contracts with remaining performance obligations primarily include (i) sales of VOIs under construction, (ii) Club activation fees paid at closing of a VOI purchase, (iii) customers' advanced deposits on prepaid vacation packages and (iv) Bonus Points that may be redeemed in the future.

Deferred VOI sales include the deferred revenues associated with the sales associated with incomplete phases or buildings; the sales of unacquired inventory; and deferred sales associated with our long-term lease product with a reversionary interest. The following table presents the deferred revenue, deferred cost of VOI sales and deferred direct selling costs from sales of VOIs related to projects under construction:

		Year Ended December 31,			
		December 31,		December 31,	
(\$ in millions)	(\$ in millions)	2022	2021	(\$ in millions)	
Sales of VOIs, net	Sales of VOIs, net	\$ 3	\$ 34		
Cost of VOI sales	Cost of VOI sales	1	12		
Sales and marketing expense	Sales and marketing expense	1	5		

During the year ended December 31, 2022 December 31, 2023, we recognized \$98 million \$4 million of sales of VOIs, net, offset by deferrals of \$67 million \$39 million, related to sales of projects under construction, some of which were completed during the year. We expect to recognize the revenue, costs of VOI sales and direct selling costs related to the projects under construction as of December 31, 2022 December 31, 2023, upon their completion in 2023, 2024.

The following table includes the remaining transaction price related to Advanced deposits, Club activation fees and Bonus Points as of December 31, 2022 December 31, 2023:

(\$ in millions)	Remaining			Recognition Method
	Transaction Price	Recognition Period		
Advanced deposits	\$ 150.179	18 months	Upon customer stays	
Club activation fees	64.66	7 years	Straight-line basis over average inventory holding period	
Bonus Points incentive liability	83.106	18 - 30 months	Upon redemption	

Club activation fees are paid at closing of a VOI purchase, which grants access to our points-based Club. The revenue from these fees are deferred and amortized on a straight-line basis over the average inventory holding period. Deferred revenues do not include prepaid vacation packages or other prepayments for future stays at our resorts, which are included in Advanced deposits in our consolidated balance sheets.

#### Note NOTE 5: Restricted Cash RESTRICTED CASH

Restricted cash was as follows:

Year Ended December 31,		December 31,

(\$ in millions)	(\$ in millions)	2022	2021	(\$ in millions)	2023	2022
Escrow deposits on VOI sales	Escrow deposits on VOI sales	\$ 241	\$ 152			
Reserves related to non-recourse debt <sup>(1)</sup>	Reserves related to non-recourse debt <sup>(1)</sup>	50	67			
Other <sup>(2)</sup>	Other <sup>(2)</sup>	41	44			
Total	Total	\$ 332	\$ 263			

(1) See Note 15: *Debt & Non-recourse Debt* for further [additional](#) information.

(2) Other restricted cash primarily includes cash collected on behalf of HOAs, deposits related to servicer arrangements and other deposits.

#### **NOTE 6: Accounts Receivable ACCOUNTS RECEIVABLE**

Accounts receivable within the scope of ASC 326 are measured at amortized cost. The following table represents our accounts receivable, net of allowance for credit losses:

(\$ in millions)	December 31,		December 31,	
	December 31, 2022	December 31, 2021	2023	2022
Fee-for-service commissions	Fee-for-service commissions	\$ 91	\$ 73	
Real estate and financing	Real estate and financing	59	51	
Resort and club operations	Resort and club operations	179	76	
Tax receivables	Tax receivables	84	95	
Insurance claims receivable	Insurance claims receivable	81	—	
Other receivables	Other receivables	17	7	
Total	Total	\$ 511	\$ 302	

Our accounts receivable are generally due within one year of origination. We use delinquency status and economic factors such as credit quality indicators to monitor our receivables within the scope of ASC 326 and use these as a basis for how we develop our expected loss estimates.

We sell VOIs on behalf of third-party developers using the Hilton Grand Vacations brand in exchange for sales, our accounts receivable related to fee-for-service commissions, trade accounts receivable, marketing packages, club dues and brand activation fees. We use historical losses and economic factors as a basis to develop our allowance for credit losses. Under these fee-for-service arrangements, we earn commission fees based on a percentage of total interval sales. Additionally, the terms of these arrangements include provisions requiring the reduction of fees earned for defaults and cancellations.

The changes in our allowance for fee-for-service commissions were as follows during the year ended [December 31, 2022](#) [December 31, 2023](#):

(\$ in millions)				
Balance as of December 31, 2021				\$ 18
Current period provision for expected credit losses				7
Write-offs charged against the allowance				(9)
Balance at December 31, 2022				\$ 16

(\$ in millions)	Fee-for-service commissions	Real estate and financing	Resort and club operations	Total
Balance as of December 31, 2022	\$ 16	\$ 24	\$ 12	\$ 52

Current period provision for expected credit losses	14	13	16	43
Write-offs charged against the allowance	(7)	(3)	(25)	(35)
Balance at December 31, 2023	\$ 23	\$ 34	\$ 3	\$ 60

**Note 7: Timeshare Financing Receivables** **TIMESHARE FINANCING RECEIVABLES**

We define our timeshare financing receivables portfolio segments as (i) originated and (ii) acquired. Our originated portfolio **includes all Legacy-HGV** represents timeshare financing receivables that existed both prior to and following the Diamond Acquisition and the Grand Islander Acquisition date, excluding Legacy-Diamond and Legacy-Grand Islander ("Legacy-HGV") and timeshare financing receivables originated after by Legacy-Diamond and Legacy-Grand Islander subsequent to the **Acquisition Date**, respective acquisition dates. Our acquired portfolio includes all timeshare financing receivables acquired from Legacy-Diamond and Legacy-Grand Islander as of the **Acquisition Date**, respective acquisition dates.

The following table presents the components of each portfolio segment by class of timeshare financing receivables:

	Originated				Acquired				
	Originated		Acquired		(\$ in millions)	Originated		Acquired	
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021		December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Securitized	Securitized	\$ 788	\$ 587	\$ 262	\$ 523				
Unsecuritized <sup>(1)</sup>	Unsecuritized <sup>(1)</sup>	971	810	447	515				
Timeshare financing receivables, gross	Timeshare financing receivables, gross	\$ 1,759	\$ 1,397	\$ 709	\$ 1,038				
Unamortized non-credit acquisition premium <sup>(2)</sup>	Unamortized non-credit acquisition premium <sup>(2)</sup>	—	—	41	74				
Less: allowance for financing receivables losses	Less: allowance for financing receivables losses	(404)	(280)	(338)	(482)				
Timeshare financing receivables, net	Timeshare financing receivables, net	\$ 1,355	\$ 1,117	\$ 412	\$ 630				

(1) Includes amounts used as collateral to secure a non-recourse revolving timeshare receivable credit facility ("Timeshare Facility") as well as amounts held as future collateral for securitization activities.

(2) Non-cash premium of \$97 million was recognized at the Diamond Acquisition Date, of which \$26 million and \$41 million remains unamortized as of December 31, 2022 December 31, 2023 and 2022, respectively. Non-cash premium of \$6 million was recognized at the Grand Islander Acquisition Date which remains unamortized as of December 31, 2023.

In August 2022, we completed a securitization of \$269 million approximately \$293 million of gross timeshare financing receivables and issued various approximately \$187 million of 5.72% notes, \$79 million of 6.11% notes, and \$27 million of 6.94% notes due January 2037. In April 2022, we completed a 2038. The securitization of \$246 million of gross timeshare financing receivables and issued various notes due June 2034. Neither of the securitization transactions qualified as a sale and, accordingly, no gain or loss was recognized. The transaction is considered a secured borrowing, and the notes from the transaction are presented as non-recourse debt. The proceeds were used to pay down in part some of the existing debt and for other general corporate purposes. See Note 15: *Consolidated Variable Interest Entities* and Note 15: *Debt and Non-recourse Debt* for additional information.

As of December 31, 2022 December 31, 2023 and 2021, 2022, we had timeshare financing receivables with a carrying value of \$105 million \$415 million and \$131 million \$105 million, respectively, securing the Timeshare Facility. In connection with the acquisition of Grand Islander, we also gained access to an additional timeshare facility. The Grand Islander Timeshare Facility is secured by Legacy-Grand Islander acquired timeshare financing receivables with a carrying value of \$127 million as of December 31, 2023.

We record an estimate of variable consideration for estimated defaults as a reduction of revenue from VOI sales at the time revenue is recognized on a VOI sale. We record the difference between the timeshare financing receivable and the variable consideration included in the transaction price for the sale of the related VOI as an allowance for financing receivables and record the receivable net of the allowance. During the years ended December 31, 2023, and 2022, we recorded an adjustment to our estimate of variable consideration of \$140 million \$171 million and \$121 million during \$140 million, respectively. For our acquired portfolio, any

changes to the years ended December 31, 2022 and 2021, respectively, estimates of our allowance are recorded within *Financing expense* on our consolidated statements of operations in the period in which the change occurs.

We recognize interest income on our timeshare financing receivables as earned. As of December 31, 2022 December 31, 2023 and 2021, 2022, we had interest receivable outstanding of \$13 million \$17 million and \$9 million \$13 million, respectively, on our originated timeshare financing receivables. As of December 31, 2022 both December 31, 2023 and 2021, 2022, we had interest receivable outstanding of \$4 million and \$7 million, respectively, on our acquired timeshare financing receivables. Interest receivable is included in *Other Assets* within our consolidated balance sheets. The interest rate charged on the notes correlates to the risk profile of the customer at the time of purchase and the percentage of the purchase that is financed, among other factors. As of December 31, 2022 December 31, 2023, our originated timeshare financing receivables had interest rates ranging from 1.5% to 25.8%, a weighted-average interest rate of 14.3% 14.9%, a weighted-average remaining term of 8.2 8.3 years and maturities through 2037, 2038. Our acquired timeshare financing receivables had interest rates ranging from 2.0% to 25.0%, a weighted-average interest rate of 15.6% 14.7%, a weighted-average remaining term of 7.4 years 6.9 and maturities through 2032, 2038.

#### Acquired Timeshare Financing Receivables with Credit Deterioration

As part of the Diamond Acquisition, we Our acquired existing portfolios of timeshare financing receivables. Acquired timeshare financing receivables include all timeshare financing receivables of Legacy-Diamond as of the Acquisition Date and were deemed to be purchase purchased credit deteriorated financial assets. These notes receivable were initially recognized at their purchase price, represented by the acquisition date fair value, and subsequently "grossed-up" by our acquisition date assessment of the allowance for credit losses. The difference over which par value of the acquired purchased credit deteriorated assets exceeds the purchase price plus the initial allowance for credit financing receivable losses is reflected as a non-credit premium and is amortized as a reduction to interest income under the effective interest method.

See Note 2: *Summary of Significant Accounting Policies* for additional information on the fair value methodology for our acquired timeshare financing receivables and related allowances for credit losses.

Our acquired timeshare financing receivables as of December 31, 2022 December 31, 2023, mature as follows:

		Acquired Timeshare Financing Receivables				
		Acquired Timeshare Financing Receivables				
		Receivables				
(\$ in millions)	(\$ in millions)	Securitized	Unsecuritized	Total (\$ in millions)	Securitized	Unsecuritized
Year	Year					
2023	\$ 30	\$ 39	\$ 69			
2024						
2024	2024	32	43	75		
2025	2025	34	47	81		
2026	2026	36	52	88		
2027	2027	36	56	92		
2028						
Thereafter	Thereafter	94	210	304		
Total	Total	\$ 262	\$ 447	\$ 709		

#### Originated Timeshare Financing Receivables

Originated timeshare financing receivables represent all Legacy-HGV timeshare financing receivables and timeshare financing receivables originated by Legacy-Diamond subsequent to the Acquisition Date. Our originated timeshare financing receivables as of December 31, 2022 December 31, 2023, mature as follows:

(\$ in millions)	Originated Timeshare Financing Receivables		
	Securitized	Unsecuritized	Total
Year			
2024	\$ 88	\$ 99	\$ 187
2025	92	99	191
2026	98	106	204
2027	98	117	215
2028	94	131	225
Thereafter	300	774	1,074

Total	\$ 770	\$ 1,326	\$ 2,096
<b>Originated Timeshare Financing Receivables</b>			
<i>(\$ in millions)</i>	<i>Securitized</i>	<i>Unsecuritized</i>	<i>Total</i>
<b>Year</b>			
2023	\$ 94	\$ 72	\$ 166
2024	98	69	167
2025	98	78	176
2026	98	86	184
2027	95	94	189
Thereafter	305	572	877
<b>Total</b>	<b>\$ 788</b>	<b>\$ 971</b>	<b>\$ 1,759</b>

#### Allowance for Financing Receivables Losses

The changes in our allowance for financing receivables losses were as follows:

<i>(\$ in millions)</i>	<i>(\$ in millions)</i>	<i>Originated</i>	<i>Acquired</i>
Balance as of December 31, of December 2020	31, 2020	\$ 211	\$ —
Initial allowance for PCD financing receivables acquired during the period <sup>(2)</sup>	—	512	
Provision for financing receivables losses <sup>(1)</sup>	121	—	
Initial allowance for PCD financing receivables acquired during the period <sup>(1)</sup>			
Provision for financing receivables losses <sup>(2)</sup>			
Write-offs	Write-offs	(79)	(11)
Inventory recoveries			
Upgrades <sup>(3)</sup>	Upgrades <sup>(3)</sup>	27	(19)
Balance as of December 31, of December 2021	31, 2021	\$ 280	\$ 482
Provision for financing receivables losses <sup>(1)</sup>	140	—	
Provision for financing receivables losses <sup>(2)</sup>			
Write-offs	Write-offs	(70)	(119)

Inventory recoveries			
Upgrades <sup>(3)</sup>	Upgrades <sup>(3)</sup>	54	(25)
Balance as of December 31, 2022	Balance as of December 31, 2022	\$ 404	\$ 338
Initial allowance for PCD financing receivables acquired during the period <sup>(4)</sup>			
Provision for financing receivables losses <sup>(2)</sup>			
Provision for credit loss expense <sup>(5)</sup>			
Write-offs			
Inventory recoveries			
Upgrades <sup>(3)</sup>			
Balance as of December 31, 2023			

(1) The initial gross allowance determined for receivables with credit deterioration was \$512 million as of the Diamond Acquisition Date. Of this amount, approximately \$249 million relates to net uncollectible balances such as loans that were fully written-off prior to the Diamond Acquisition. Therefore, the net impact to the allowance related to acquired loans not previously written off was an increase of \$263 million.

(2) Includes incremental provision for financing receivables losses, net of activity related to the repurchase of defaulted and upgraded securitized timeshare financing receivables.

(3) The initial gross allowance determined for receivables with credit deterioration was \$512 million as of the Acquisition Date. Of this amount, approximately \$249 million relates to net uncollectible balances such as loans that were fully written-off prior to the Acquisition. Therefore, the net impact to the allowance related to acquired loans not previously written off was an increase of \$263 million.

(4) Represents the initial change in allowance resulting from upgrades of Acquired loans. Upgraded Acquired loans and their related allowance are included in the Originated portfolio segment.

(5) The initial gross allowance determined for receivables with credit deterioration was \$30 million as of the Grand Islander Acquisition Date.

(6) Includes incremental provision for credit loss expense from Acquired loans.

#### Credit Quality of Timeshare Financing Receivables

##### Legacy-HGV Timeshare Financing Receivables

We evaluate this portfolio collectively for purposes of estimating variable consideration, since we hold a large group of homogeneous timeshare financing receivables which are individually immaterial. We monitor the collectability of our receivables on an ongoing basis. There are no significant concentrations of credit risk with any individual counterparty or groups of counterparties. We use a technique referred to as static pool analysis as the basis for estimating expected defaults and determining our allowance for financing receivables losses on our timeshare financing receivables. For the static pool analysis, we use certain key dimensions to stratify our portfolio, including FICO scores, equity percentage at the time of sale and certain other factors. The adequacy of the related allowance is determined by management through analysis of several factors, such as current economic conditions and industry trends, as well as the specific risk characteristics of the portfolio including assumed default rates, aging and historical write-offs of these receivables. The allowance is maintained at a level deemed adequate by management based on a periodic analysis of the mortgage portfolio.

Our gross balances by average FICO score of our Legacy-HGV timeshare financing receivables were as follows:

		Legacy-HGV		Timeshare Financing		Receivables			
		Legacy-HGV		Timeshare Financing		Receivables		Legacy-HGV Timeshare Financing Receivables	
(\$ in millions)	(\$ in millions)	December 31, 2022	December 31, 2021	(\$ in millions)		(\$ in millions)		(\$ in millions)	December 31, 2022

FICO score		FICO score			
700+		700+			
700+		\$ 763		\$ 703	
700+	700+	600-699	600-699	270	248
<600	<600			37	35
No score <sup>(1)</sup>	No score <sup>(1)</sup>			174	166
Total	Total			\$ 1,244	\$ 1,152

<sup>(1)</sup> Timeshare financing receivables without a FICO score are primarily related to foreign borrowers.

The following table details our gross Legacy-HGV timeshare financing receivables by the origination year and average FICO score as of December 31, 2022 December 31, 2023:

(\$ in millions)	FICO score	(\$ in millions)						2023	2022	2021	2020	2019	Prior	Total									
		2022	2021	2020	2019	2018	Prior																
700+																							
700+																							
700+	700+	\$ 340	\$ 140	\$ 49	\$ 87	\$ 61	\$ 86	\$ 763															
600-699	600-699	112	52	17	32	23	34	270															
<600	<600	14	7	3	5	3	5	37															
No score <sup>(1)</sup>	No score <sup>(1)</sup>	59	28	18	26	17	26	174															
Total	Total	\$ 525	\$ 227	\$ 87	\$ 150	\$ 104	\$ 151	\$ 1,244															
Current period gross write-offs																							
Current period gross write-offs																							
Current period gross write-offs																							

<sup>(1)</sup> Timeshare financing receivables without a FICO score are primarily related to foreign borrowers.

As of December 31, 2022 December 31, 2023 and 2021, 2022, we had ceased accruing interest on timeshare financing receivables with an aggregate principal balance of \$76 million \$101 million and \$83 million \$76 million, respectively. The following tables detail an aged analysis of our gross timeshare financing receivables balance:

Legacy-HGV Timeshare Financing						Legacy-HGV Timeshare Financing Receivables											
Receivables						Receivables											
December 31, 2022						December 31, 2023											
(\$ in millions)	(\$ in millions)	Securitized	Unsecuritized	Total	(\$ in millions)	Securitized	Unsecuritized				Total						
Current	Current	\$ 631	\$ 520	\$ 1,151													
31 - 90 days past due	31 - 90 days past due	9	8	17													

91 - 120	91 - 120			
days	days			
past	past			
due	due	3	2	5
121	121			
days	days			
and	and			
greater	greater			
past	past			
due	due	4	67	71
Total	Total	\$ 647	\$ 597	\$ 1,244

## Legacy-HGV Timeshare Financing

## Receivables

**December 31, 2021**

Legacy-HGV Timeshare Financing Receivables					
December 31, 2022					
(\$ in millions)	(\$ in millions)	Securitized	Unsecuritized	Total	
Current	Current	\$ 569	\$ 488	\$ 1,057	
31 - 90 days	31 - 90 days				
past due	past due	6	6	12	
91 - 120 days	91 - 120 days				
past due	past due	2	2	4	
121 days and greater	121 days and greater				
past due	past due	2	77	79	
Total	Total	\$ 579	\$ 573	\$ 1,152	

Legacy-Diamond Timeshare Financing Receivables

We evaluate these portfolios collectively for purposes of estimating variable consideration, since we hold a large group of homogeneous timeshare financing receivables which are individually immaterial. We monitor the collectability of our receivables on an ongoing basis. There are no significant concentrations of credit risk with any individual counterparty or groups of counterparties. We use a technique referred to as static pool analysis as the basis for estimating expected defaults and determining our allowance for financing receivables losses on our timeshare financing receivables. The adequacy of the related allowance is determined by management through analysis of several factors, such as current economic conditions and industry trends, as well as the specific risk characteristics of the portfolio including assumed default rates, aging and historical write-offs of these receivables. The allowance is maintained at a level deemed adequate by management based on a periodic analysis of the mortgage portfolio.

Our gross balances by average FICO score of our Legacy-Diamond acquired and originated timeshare financing receivables were as follows:

	Legacy-Diamond	Acquired Timeshare	Financing	Receivables	
	Legacy-Diamond	Acquired Timeshare	Financing	Receivables	
(\$ in millions)	(\$ in millions)	December 31, 2022	December 31, 2021	(\$ in millions)	
		31,202	31,201	(\$ in millions)	
				December 31, 2023	December 31, 2022
					Legacy-Diamond Acquired Timeshare Financing Receivables

FICO score		FICO score			
700+		700+			
700+		700+			
700+	700+	\$ 373	\$ 601		
600-699	600-699	265	356		
<600	<600	55	70		
No score <sup>(1)</sup>	No score <sup>(1)</sup>	16	11		
Total	Total	\$ 709	\$ 1,038		

<sup>(1)</sup> Timeshare financing receivables without a FICO score are primarily related to foreign borrowers.

(\$ in millions)	Legacy-Diamond Originated Timeshare Financing Receivables	
	December 31, 2022	December 31, 2021
<b>FICO score</b>		
700+	\$ 321	\$ 172
600-699	163	60
<600	26	11
No score <sup>(1)</sup>	5	2
<b>Total</b>	\$ 515	\$ 245

(\$ in millions)	Legacy-Diamond Originated Timeshare Financing Receivables	
	December 31, 2023	December 31, 2022
<b>FICO score</b>		
700+	\$ 403	\$ 321
600-699	220	163
<600	31	26
No score <sup>(1)</sup>	8	5
<b>Total</b>	\$ 662	\$ 515

<sup>(1)</sup> Timeshare financing receivables without a FICO score are primarily related to foreign borrowers.

The following tables details our gross Legacy-Diamond acquired and originated timeshare financing receivables by the origination year and average FICO score as of December 31, 2022 December 31, 2023:

Legacy-Diamond Acquired Timeshare Financing									
Receivables									
Legacy-Diamond Acquired Timeshare Financing									
Receivables						Legacy-Diamond Acquired Timeshare Financing Receivables			
(\$ in millions)	(\$ in millions)	2022	2021	2020	2019	2018	Prior	Total	(\$ in millions)
<b>FICO score</b>	<b>FICO score</b>								
700+	700+								
700+	700+								
700+	700+	\$ 66	\$ 80	\$ 96	\$ 64	\$ 67	\$ 373		
600-699	600-699	—	44	49	68	41	63	265	
<600	<600	—	10	13	11	5	16	55	
No score <sup>(1)</sup>	No score <sup>(1)</sup>	—	1	5	2	1	7	16	
<b>Total</b>	<b>Total</b>	\$—	\$121	\$147	\$177	\$111	\$153	\$709	

Current period gross write-offs  
Current period gross write-offs  
Current period gross write-offs

(a) Timeshare financing receivables without a FICO score are primarily related to foreign borrowers.

(\$ in millions)	Legacy-Diamond Originated Timeshare Financing Receivables						
	2023	2022	2021	2020	2019	Prior	Total
<b>FICO score</b>							
700+	\$ 196	\$ 156	\$ 51	\$ —	\$ —	\$ —	\$ 403
600-699	98	92	30	—	—	—	220
<600	13	13	5	—	—	—	31
No score <sup>(1)</sup>	5	2	1	—	—	—	8
<b>Total</b>	<b>\$ 312</b>	<b>\$ 263</b>	<b>\$ 87</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 662</b>
<b>Current period gross write-offs</b>	<b>\$ —</b>	<b>\$ 10</b>	<b>\$ 10</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 20</b>

(a) Timeshare financing receivables without a FICO score are primarily related to foreign borrowers.

As of December 31, 2023 and 2022, we had ceased accruing interest on Legacy-Diamond timeshare financing receivables with an aggregate principal balance of \$373 million and \$377 million, respectively. The following tables detail an aged analysis of our gross timeshare receivables balance:

(\$ in millions)	Legacy-Diamond Timeshare Financing Receivables		
	December 31, 2023		
	Securitized	Unsecuritized	Total
Current	\$ 294	\$ 457	\$ 751
31 - 90 days past due	14	23	37
91 - 120 days past due	5	9	14
121 days and greater past due	6	353	359
<b>Total</b>	<b>\$ 319</b>	<b>\$ 842</b>	<b>\$ 1,161</b>

(\$ in millions)	Legacy-Diamond Timeshare Financing Receivables		
	December 31, 2022		
	Securitized	Unsecuritized	Total
Current	\$ 373	\$ 442	\$ 815
31 - 90 days past due	13	19	32
91 - 120 days past due	4	8	12
121 days and greater past due	13	352	365
<b>Total</b>	<b>\$ 403</b>	<b>\$ 821</b>	<b>\$ 1,224</b>

#### Legacy-Grand Islander Timeshare Financing Receivables

Our gross balances by average FICO score of our Legacy-Grand Islander acquired and originated timeshare financing receivables were as follows:

Legacy-Grand Islander Acquired Timeshare Financing Receivables

(\$ in millions)	December 31, 2023	
<b>FICO score</b>		
700+	\$	66
600-699		20
<600		—
No score <sup>(1)</sup>		180
<b>Total</b>	\$	<b>266</b>

<sup>(1)</sup> Timeshare financing receivables without a FICO score are primarily related to foreign borrowers.

Legacy-Grand Islander Originated Timeshare Financing Receivables

(\$ in millions)	December 31, 2023	
<b>FICO score</b>		
700+	\$	3
600-699		—
<600		—
No score <sup>(1)</sup>		3
<b>Total</b>	\$	<b>6</b>

<sup>(1)</sup> Timeshare financing receivables without a FICO score are primarily related to foreign borrowers.

The following tables details our gross Legacy-Grand Islander acquired and originated timeshare financing receivables by the origination year and average FICO score as of December 31, 2023:

(\$ in millions)	Legacy-Grand Islander Acquired Timeshare Financing Receivables							Prior	Total
	2023	2022	2021	2020	2019	2018	2017		
<b>FICO score</b>									
700+	\$ 28	\$ 16	\$ 5	\$ 2	\$ 7	\$ 8	\$ 66		
600-699	9	4	1	1	2	3	20		
<600	—	—	—	—	—	—	—		
No score <sup>(1)</sup>	39	29	18	20	34	40	180		
<b>Total</b>	<b>\$ 76</b>	<b>\$ 49</b>	<b>\$ 24</b>	<b>\$ 23</b>	<b>\$ 43</b>	<b>\$ 51</b>	<b>\$ 266</b>		
<b>Current period gross write-offs</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>		

<sup>(1)</sup> Timeshare financing receivables without a FICO score are primarily related to foreign borrowers.

Legacy-Diamond Originated Timeshare Financing Receivables									
Legacy-Grand Islander Originated Timeshare Financing Receivables									
(\$ in millions)	(\$ in millions)	(\$ in millions)	(\$ in millions)	(\$ in millions)	(\$ in millions)	(\$ in millions)	(\$ in millions)	(\$ in millions)	(\$ in millions)
<b>FICO score</b>	<b>FICO score</b>	<b>2022</b>	<b>2021</b>	<b>2020</b>	<b>2019</b>	<b>2018</b>	<b>Prior</b>	<b>Total</b>	
700+	700+								
700+	700+								
700+	700+	\$ 248	\$ 73	\$ —	\$ —	\$ —	\$ —	\$ 321	
600-699	600-699	123	40	—	—	—	—	163	
<600	<600	17	9	—	—	—	—	26	
No score <sup>(1)</sup>	No score <sup>(1)</sup>	4	1	—	—	—	—	5	

Total	Total	\$392	\$123	\$—	\$—	\$—	\$—	\$515
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**Current period gross write-offs**

**Current period gross write-offs**

**Current period gross write-offs**

(i) Timeshare financing receivables without a FICO score are primarily related to foreign borrowers.

As of December 31, 2022 and 2021, December 31, 2023, we had ceased accruing interest on Legacy-Diamond Legacy-Grand Islander timeshare financing receivables with an aggregate principal balance of \$377 million and \$369 million, respectively. \$14 million. The following tables detail an aged analysis of our gross timeshare receivables balance:

Legacy-Diamond Timeshare Financing Receivables								
December 31, 2022								
(\$ in millions)		Securitized		Unsecuritized		Total		
		\$	373	\$	442	\$	815	
Current								
31 - 90 days past due				13			19	32
91 - 120 days past due				4			8	12
121 days and greater past due				13			352	365
Total				\$	403	\$	821	\$
								1,224

Legacy-Diamond Timeshare Financing Receivables								
December 31, 2021								
(\$ in millions)		Securitized		Unsecuritized		Total		
(\$ in millions)	(\$ in millions)	Securitized	Unsecuritized	Total	(\$ in millions)	Securitized	Unsecuritized	Total
Current	Current	\$ 496	\$ 385	\$ 881				
31 - 90 days past due	31 - 90 days past due	15	18	33				
91 - 120 days past due	91 - 120 days past due	6	5	11				
121 days and greater past due	121 days and greater past due	14	344	358				
Total	Total	\$ 531	\$ 752	\$ 1,283				

Legacy-Grand Islander Timeshare Financing Receivables								
December 31, 2023								
(\$ in millions)		Securitized		Unsecuritized		Total		
(\$ in millions)	(\$ in millions)	Securitized	Unsecuritized	Total	(\$ in millions)	Securitized	Unsecuritized	Total
Current	Current	\$ 496	\$ 385	\$ 881				
31 - 90 days past due	31 - 90 days past due	15	18	33				
91 - 120 days past due	91 - 120 days past due	6	5	11				
121 days and greater past due	121 days and greater past due	14	344	358				
Total	Total	\$ 531	\$ 752	\$ 1,283				

#### Note NOTE 8: Inventory INVENTORY

Inventory was comprised of the following:

December 31,								
December 31,								
(\$ in millions)		(\$ in millions)		(\$ in millions)		(\$ in millions)		
Completed	Completed	2022	2021	(\$ in millions)	2023	2022	2021	(\$ in millions)
Completed	Completed							
unsold VOIs	unsold VOIs	\$ 1,096	\$ 1,219					

Construction in process	Construction in process	62	20
Land, infrastructure and other	Land, infrastructure and other	1	1
Total	Total	\$1,159	\$1,240

During the year ended December 31, 2023, we acquired inventory associated with a property in New York for \$136 million from a third-party developer. Under the purchase agreement, there are no further inventory commitments related to this property.

For the year ended December 31, 2023, we recorded non-cash operating activity transfers of \$92 million related to the registrations for timeshare units under construction from *Property and equipment, net to Inventory*, pertaining to two of our properties in Hawaii. As VOI inventory is constructed it is recorded into *Property and equipment, net* until such units are registered and made available for sale. Once registered and available for sale, the units are then transferred into completed unsold VOIs inventory. See Note 24: *Supplemental Disclosures of Cash Flow Information* for information regarding non-cash transfers.

The table below presents costs of sales true-ups relating to VOI products and the related impacts to the carrying value of *inventory: inventory* and cost of VOI sales:

December 31,				Year Ended December 31,			
Year Ended December 31,				Year Ended December 31,			
(\$ in millions)	(\$ in millions)	2022	2021	(\$ in millions)	2023	2022	2021
Cost of sales	Cost of sales						
true-up <sup>(1)</sup>	true-up <sup>(1)</sup>	\$23	\$23	\$6	\$23	\$22	\$21

(1) For the years ended December 31, 2023, and December 31, 2022, the costs of sales true-up decreased costs of VOI sales and increased inventory. For the year ended December 31, 2021, the costs of sales true-up increased costs of VOI sales and decreased inventory. For the year ended December 31, 2020, the costs of sales true-up decreased costs of VOI sales and increased inventory.

The table below presents expenses incurred, recorded in Cost of VOI sales, related to granting credit to customers for their existing ownership when upgrading into fee-for-service projects:

(\$ in millions)	December 31,		
	2022	2021	2020
Cost of VOI sales related to fee-for-service upgrades	\$ 9	\$ 7	\$ 9

#### Note 9: Property and Equipment PROPERTY AND EQUIPMENT

Property and equipment were comprised of the following:

December 31,				December 31,		December 31,	
(\$ in millions)	(\$ in millions)	2022	2021	(\$ in millions)	2023	2022	2021
Land	Land	\$235	\$193				
Building and leasehold improvements	Building and leasehold improvements	403	405				
Furniture and equipment	Furniture and equipment	78	82				
Construction in progress	Construction in progress	251	231				
		967	911				
		981					
Accumulated depreciation	Accumulated depreciation	(169)	(155)				
Total	Total	\$798	\$756				

Depreciation expense on property and equipment was \$52 million \$51 million, \$36 million \$52 million, and \$30 million \$36 million for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020 2021 respectively.

**Land increased by \$42 million as** During the year ended December 31, 2023, we recorded a non-cash operating activity transfer of December 31, 2022 from December 31, 2021, primarily due \$20 million to *Property and equipment, net*, related to the transfer purchase of assets held for sale to property and equipment. During 2022, we concluded that the parcels of land and infrastructure which were previously classified as held for sale, no longer met the held for sale criteria. Thus, these assets were reclassified to property and equipment as a non-cash transfer. The assets were measured at fair value as of the transfer date as assets held for sale prior to reclassification, principally utilizing market approaches for the land parcels and the cost approach for infrastructure, units in South Carolina.

For the year ended December 31, 2022, we recorded a reversal of impairment expense of \$7 million, corresponding with the asset reclassification and an impairment charge of \$4 million, for retirement of certain assets.

See Note 24: *Supplemental Disclosures of Cash Flow Information* for information regarding non-cash transfers.

#### **Note 10: Consolidated Variable Interest Entities** CONSOLIDATED VARIABLE INTEREST ENTITIES

As of December 31, 2022 and 2021, December 31, 2023, we consolidated 8 and 11 VIEs, respectively, VIEs. The activities of these entities are limited to purchasing qualifying non-recourse timeshare financing receivables from us and issuing debt securities and/or borrowing under a debt facility to facilitate such purchases. The timeshare financing receivables held by these entities are not available to our creditors and are not our legal assets, nor is the debt that is securitized through these entities a legal liability to us.

We have determined that we are the primary beneficiaries of the VIEs as we have the power to direct the activities that most significantly affect their economic performance. We are also the servicer of these timeshare financing receivables and often replace or repurchase timeshare financing receivables that are in default at their outstanding principal amounts. Additionally, we have the obligation to absorb their losses and the right to receive benefits that could be significant to them. Only the assets of our VIEs are available to settle the obligations of the respective entities.

As part of the **Diamond Grand Islander** Acquisition, we acquired the variable interests in the entities associated with **Diamond's Grand Islander's** outstanding timeshare financing receivables securitization transactions. They have been aggregated for disclosure purposes as they are similar in nature to our previously established VIEs. We acquired two conduit facilities also assumed a timeshare facility that had has an outstanding balance of \$133 million \$124 million as of December 31, 2021. As of December 31, 2022, all conduit facilities were paid off December 31, 2023 and terminated.

is considered a VIE. See Note 15: *Debt and Non-recourse debt* for additional information.

Our consolidated balance sheets included the assets and liabilities of these entities, which primarily consisted of the following:

(\$ in millions)	December 31,	
	2022	2021
Restricted cash	\$ 48	\$ 62
Timeshare financing receivables, net	883	1,021
Non-recourse debt <sup>(1)</sup>	1,003	1,195

<sup>(1)</sup> Net of deferred financing costs.

(\$ in millions)	December 31,	
	2023	2022
Restricted cash	\$ 48	\$ 48
Timeshare financing receivables, net	1,395	883
Non-recourse debt, net	1,466	1,003

#### **Note 11: Investments in Unconsolidated Affiliates** INVESTMENTS IN UNCONSOLIDATED AFFILIATES

As of December 31, 2022 December 31, 2023, we have a 25% and 50% had ownership interests in BRE Ace LLC and 1776 Holdings LLC, respectively, which are VIEs. We do not consolidate BRE Ace LLC and 1776 Holdings LLC because we are not the primary beneficiary. For both VIEs, our investment interests are included in the consolidated balance sheets as *Investments in unconsolidated affiliates*, and equity earned is included in the consolidated statements of operations as *Equity in earnings from unconsolidated affiliates*.

During the year ended December 31, 2023, we received a cash distribution of approximately \$16 million from our investment in BRE Ace LLC.

Our two unconsolidated affiliates have aggregated debt balances of \$393 million \$427 million and \$463 million \$393 million as of December 31, 2022 December 31, 2023 and 2021, 2022, respectively. The debt is secured by their assets and is without recourse to us. Our maximum exposure to loss as a result of our investment interests in the two unconsolidated affiliates is primarily limited to (i) the carrying amount of the investments which totals totaled \$71 million and \$72 million and \$59 million as of December 31, 2022 December 31, 2023 and December 31, 2021, 2022, respectively and (ii) receivables for commission and other fees earned under fee-for-service arrangements. See Note 21: *Related Party Transactions* for additional information.

**Note 12: Intangible Assets INTANGIBLE ASSETS**

Intangible assets and related amortization expense were as follows:

(\$ in millions)	December 31, 2023		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Trade name	\$ 18	\$ (18)	\$ —
Management contracts	1,340	(347)	993
Club member relationships	139	(57)	82
Capitalized software	207	(124)	83
<b>Total</b>	<b>\$ 1,704</b>	<b>\$ (546)</b>	<b>\$ 1,158</b>

(\$ in millions)	December 31, 2022		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Trade name	\$ 18	\$ (17)	\$ 1
Management contracts	1,340	(230)	1,110
Club member relationships	139	(37)	102
Capitalized software	163	(99)	64
<b>Total</b>	<b>\$ 1,660</b>	<b>\$ (383)</b>	<b>\$ 1,277</b>

(\$ in millions)	December 31, 2021		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Trade name	\$ 18	\$ (5)	\$ 13
Management contracts	1,340	(106)	1,234
Club member relationships	139	(12)	127
Capitalized software	138	(71)	67
<b>Total</b>	<b>\$ 1,635</b>	<b>\$ (194)</b>	<b>\$ 1,441</b>

We acquired definite-lived intangible assets as part of the Diamond Acquisition in the amount of \$1,429 million as of the Acquisition Date. Refer to Note 3: *Diamond Acquisition* for further information. Prior to the Diamond Acquisition, intangible assets included computer software and management contracts. Amortization expense on intangible assets was \$163 million, \$192 million, \$90 million, and \$15 million for the years ended December 31, 2022 December 31, 2023, 2022 and 2021, and 2020, respectively. Trade name has been fully amortized as of December 31, 2023. As of December 31, 2022 December 31, 2023, the weighted average life on trade name was 1.5 years, management agreements was 35.2 years, club member relationships was 14.4 years, and capitalized software was 35.2 years. During the year ended December 31, 2022, \$3 million we recognized \$3 million of intangible impairment charges were recognized charges. No intangible impairment charges were recognized during the years ended December 31, 2021 December 31, 2023, and 2020.

2021.

As of December 31, 2022 December 31, 2023, our future amortization expense for our amortizing intangible assets is estimated to be as follows:

(\$ in millions)	Future in (\$ millions)	Future in Amortization Expense (\$ in millions)	Future Amortization Expense
2023	\$ 168		
2024	2024	145	
2025	2025	124	
2026	2026	99	
2027	2027	88	
2028			
Thereafter	Thereafter	653	
<b>Total</b>	<b>Total</b>	<b>\$ 1,277</b>	

**Note NOTE 13: Other Assets OTHER ASSETS**

Other assets were as follows:

	December 31,				
	December 31,		2022	2021	(\$ in millions)
Inventory deposits	Inventory deposits	\$ 9	\$ 3		
Deferred selling, marketing, general and administrative expenses	Deferred selling, marketing, general and administrative expenses	18	23		
Prepaid expenses <sup>(1)</sup>	Prepaid expenses <sup>(1)</sup>	117	123		
Cloud computing arrangements	Cloud computing arrangements	15	9		
Interest receivable	Interest receivable	17	16		
Deferred income tax assets	Deferred income tax assets	8	7		
Interest rate swap	Interest rate swap	63	2		
Other	Other	126	97		
<b>Total</b>	<b>Total</b>	<b>\$373</b>	<b>\$280</b>		

(1) Net of \$11 million impairment recognized during the year ended December 31, 2022 due to certain expenses deemed unrecoverable.

**Note NOTE 14: Accounts Payable, Accrued Expenses and Other ACCOUNTS PAYABLE, ACCRUED EXPENSES AND OTHER**

Accounts payable, accrued expenses and other were as follows:

	December 31,				
	December 31,		2022	2021	(\$ in millions)
Accrued employee compensation and benefits	Accrued employee compensation and benefits	\$ 139	\$ 138		
Accounts payable	Accounts payable	83	63		
Bonus point incentive liability	Bonus point incentive liability	51	44		
Due to Hilton	Due to Hilton	54	33		
Income taxes payable	Income taxes payable	34	23		
Sales and other taxes payable	Sales and other taxes payable	145	100		
Accrued legal settlements	Accrued legal settlements	124	27		
Other accrued expenses <sup>(1)</sup>	Other accrued expenses <sup>(1)</sup>	377	245		

Total	Total	\$1,007	\$673
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(a) Other accrued expenses includes interest payable, amounts due to HOAs and various accrued liabilities.

#### Note NOTE 15: Debt & Non-recourse Debt DEBT AND NON-RECOURSE DEBT

##### Debt

The following table details our outstanding debt balance and its associated interest rates:

		December 31,			
		December 31,		December 31,	
		(\$ in millions)		2023	2022
Debt <sup>(1)</sup>	Debt <sup>(1)</sup>	2022	2021	(\$ in millions)	
Senior secured credit facility	Senior secured credit facility				
Term loan with a rate of 7.384%, due 2028	\$1,284	\$1,297			
Revolver with a rate of 6.020%, due 2026	40	300			
Senior secured credit facility					
Senior secured credit facility					
Term loan with a rate of 8.213%, due 2028					
Term loan with a rate of 8.213%, due 2028					
Term loan with a rate of 8.213%, due 2028					
Revolver with a rate of 7.360%, due 2026					
Senior notes with a rate of 5.000%, due 2029	Senior notes with a rate of 5.000%, due 2029	850	850		
Senior notes with a rate of 4.875%, due 2031	Senior notes with a rate of 4.875%, due 2031	500	500		
Other debt	Other debt	29	27		
Total debt, gross	Total debt, gross	2,703	2,974		

Less: unamortized deferred financing costs and discounts <sup>(2)(3)</sup>	Less: unamortized deferred financing costs and discounts <sup>(2)</sup>
	(3) (52) (61)
Total debt, net	Total debt, net \$2,651 \$2,913

(1) As of December 31, 2022 December 31, 2023 and 2021, 2022, weighted-average interest rates were 6.143% 6.649% and 4.052% 6.143%, respectively.

(2) Amount includes unamortized deferred financing costs related to our term loan and senior notes of \$21 million and \$17 million, respectively, as of December 31, 2023 and \$26 million and \$19 million, respectively, as of December 31, 2022 and \$33 million and \$22 million, respectively, as of December 31, 2021. This amount also includes unamortized original issuance discounts of \$7 million \$5 million and \$6 million \$7 million as of December 31, 2022 December 31, 2023, and 2021, 2022, respectively.

(3) Amount does not include unamortized deferred financing costs of \$4 million \$3 million and \$5 million \$4 million as of December 31, 2022 December 31, 2023, and 2021, 2022, respectively, related to our revolving facility which are included in Other Assets assets in our consolidated balance sheets.

#### Senior Secured Credit Facilities

During the year ended December 31, 2022 December 31, 2023, we repaid \$313 million \$323 million under the senior secured credit facilities. As of December 31, 2022 December 31, 2023, we had \$1 million \$9 million of letters of credit outstanding under the revolving credit facility and \$1 million outstanding backed by cash collateral. We were in compliance with all applicable maintenance and financial covenants and ratios as of December 31, 2022 December 31, 2023. As of December 31, 2022 December 31, 2023, we have \$959 million \$553 million remaining borrowing capacity under the revolver facility.

On May 31, 2023, we amended our Credit Facility Agreement to transition from London Interbank Offered Rate ("LIBOR") reference rates to Secured Overnight Financing Rate ("SOFR") reference rates. We applied the optional expedites in ASC 848, Reference Rate Reform ("ASC 848"), accounting for the modification as a continuation of the existing contract. Therefore, the transition did not require remeasurement at the modification date or a reassessment of previous accounting determinations, and the change in reference rates will be applied prospectively from the amendment date.

On October 6, 2023, we amended our Term loan under the Senior secured credit facility. Under the amendment, the new interest rate is SOFR plus a spread adjustment of 0.11% plus 2.75%, down from SOFR plus a spread adjustment of 0.11% plus 3.00%. Additionally, the interest rate floor for the Term loan was lowered from 0.50% to 0.00%. During the year ended December 31, 2023, we expensed approximately \$2 million in debt issuance costs in connection with the amendment.

We primarily use interest rate swaps as part of our interest rate risk management strategy for our variable-rate debt. These interest rate swaps are associated with the remaining available LIBOR SOFR based senior secured credit facility. During the second quarter of 2023, we amended our interest rate swap contracts to transition from one-month LIBOR to one-month SOFR as the floating interest rate. The notional amount of the amended contracts was \$550 million.

Therefore as of December 31, 2022 December 31, 2023, these interest rate swaps convert the LIBOR based SOFR-based variable rate on our Term Loan to average fixed rates of 1.32% 1.55% per annum with maturities between 2023 2026 and 2028, for the balance on this borrowing up to the notional values of our interest rate swaps. As of December 31, 2022 December 31, 2023, the aggregate notional values of the interest rate swaps under our Term Loan was \$708 million \$550 million. Our interest rate swaps have been designated and qualify as cash flow hedges of interest rate risk and recorded at their estimated fair value as an asset in Other assets in our consolidated balance sheets. As of December 31, 2022 December 31, 2023 and 2021, 2022, the estimated fair value of our cash flow hedges was \$63 million \$42 million and \$2 million \$63 million, respectively. We characterize payments we make in connection with these derivative instruments as interest expense and a reclassification of accumulated other comprehensive income for presentation purposes. We classify cash inflows and outflows from derivatives that hedge interest rate risk within operating activities in the Consolidated Statements of Cash Flows.

The following table reflects the activity, net of tax, in accumulated other comprehensive income related to our derivative instruments during the year ended December 31, 2022 December 31, 2023:

	Net unrealized gain on derivative instruments
Balance as of December 31, 2021	\$ 2
Other comprehensive income before reclassifications, net	50
Reclassification to net income	(4)
Balance as of December 31, 2022	\$ 48
Other comprehensive income before reclassifications, net	3
Reclassifications to net income	(19)
Balance as of December 31, 2023	\$ 32

Senior Notes due 2029 and 2031

The Senior Unsecured Notes are guaranteed on a senior unsecured basis by certain of our subsidiaries. We are in compliance with all applicable financial covenants as of December 31, 2022 December 31, 2023.

#### Non-recourse Debt

The following table details our outstanding non-recourse debt balance and its associated interest rates:

(\$ in millions)	December 31,	
	2022	2021
<b>Non-recourse debt<sup>(1)</sup></b>		
Timeshare Facility with an average rate of 5.320%, due 2025 <sup>(3)</sup>	\$ 98	\$ 131
HGV Securitized Debt with a weighted average rate of 2.711%, due 2028	42	70
HGV Securitized Debt with a weighted average rate of 3.602%, due 2032	98	143
HGV Securitized Debt with a weighted average rate of 2.431%, due 2033	101	151
HGV Securitized Debt with a weighted average rate of 3.658%, due 2034	134	—
HGV Securitized Debt with a weighted average rate of 4.826%, due 2037	251	—
HGV Securitized Debt with a weighted average rate of 4.304%, due 2039	168	193
Diamond Resorts Premium Yield Facility with an average rate of 4.766%, due 2031	—	8
Diamond Resorts Conduit Facility with an average rate of 2.250%, due 2023	—	125
Diamond Resorts Conduit Facility with an average rate of 3.00%, due 2024	—	8
Diamond Resorts Owner Trust 2017 with a weighted average rate of 3.504%, due 2029	—	41
Diamond Resorts Owner Trust 2018 with a weighted average rate of 4.061%, due 2031	—	92
Diamond Resorts Owner Trust 2019 with a weighted average rate of 3.255%, due 2032	87	148
Diamond Resorts Owner Trust 2021 with a weighted average rate of 2.160%, due 2033	134	224
<b>Total face value</b>	<b>1,113</b>	<b>1,334</b>
<b>Less: unamortized deferred financing costs<sup>(2)</sup></b>	<b>(11)</b>	<b>(6)</b>
<b>Total non-recourse debt, net</b>	<b>\$ 1,102</b>	<b>\$ 1,328</b>

(\$ in millions)	December 31,	
	2023	2022
<b>Non-recourse debt<sup>(1)</sup></b>		
Timeshare Facility with an average rate of 6.420%, due 2025 <sup>(3)</sup>	\$ 400	\$ 98
Grand Islander Timeshare Facility with an average rate of 6.716%, due 2029	124	—
HGV Securitized Debt with a weighted average rate of 2.711%, due 2028	—	42
HGV Securitized Debt with a weighted average rate of 3.602%, due 2032	66	98
HGV Securitized Debt with a weighted average rate of 2.431%, due 2033	70	101
HGV Securitized Debt with a weighted average rate of 4.304%, due 2034	118	168
HGV Securitized Debt with a weighted average rate of 4.826%, due 2037	188	251
HGV Securitized Debt with a weighted average rate of 5.937%, due 2038	264	—
HGV Securitized Debt with a weighted average rate of 3.658%, due 2039	95	134
Grand Islander Securitized Debt with a weighted average rate of 2.965%, due 2029	15	—
Grand Islander Securitized Debt with a weighted average rate of 3.316%, due 2033	55	—
Diamond Resorts Owner Trust 2019 with a weighted average rate of 3.255%, due 2032	—	87
Diamond Resorts Owner Trust 2021 with a weighted average rate of 2.160%, due 2033	87	134
<b>Total non-recourse debt, gross</b>	<b>1,482</b>	<b>1,113</b>
<b>Less: unamortized deferred financing costs and discounts<sup>(2)</sup></b>	<b>(16)</b>	<b>(11)</b>
<b>Total non-recourse debt, net</b>	<b>\$ 1,466</b>	<b>\$ 1,102</b>

<sup>(1)</sup> As of December 31, 2022 December 31, 2023, and 2021, 2022, weighted-average interest rates were 3.539% 5.095% and 2.876% 3.539%, respectively.

(2) Amount relates includes unamortized deferred financing costs of \$12 million related to securitized debt only and does not include unamortized deferred financing costs of \$4 million \$2 million and \$2 million \$4 million as of December 31, 2022 December 31, 2023, and 2021, respectively, relating to our the Timeshare Facility included in Other Assets in our consolidated balance sheets. Amount also includes unamortized discount of \$4 million related to the Grand Islander securitized debt recognized at the Grand Islander Acquisition Date.

(3) In connection with the amended and restated Timeshare Facility executed in May 2022, the The revolving commitment period of the Timeshare Facility terminates in May 2024, 2024; however the repayment maturity date extends 12 months beyond the commitment termination date to May 2025.

During the year ended December 31, 2022, we repaid and terminated our conduit facilities due in 2023 and 2024.

The Timeshare Facility is a Facilities are non-recourse obligation obligations payable solely from the pool of timeshare financing receivables pledged as collateral and related assets. In May 2022, we amended and restated our Timeshare Facility agreement under new terms, which include increasing the borrowing capacity from \$450 million to \$750 million As of December 31, 2023, allowing us to borrow up to the maximum amount until May 2024 and requiring all amounts borrowed to be repaid in 2025. Under the amendment, the Timeshare Facility is subject to an interest rate and the Grand Islander Timeshare Facility have a remaining borrowing capacity of 0.910% plus one-month Secured Overnight Financing Rate ("SOFR") plus a SOFR adjustment of 0.110%. In connection with the amendment, we incurred \$4 million in debt issuance costs. \$350 million and \$1 million, respectively.

In August 2022, 2023, we completed a securitization of \$269 million approximately \$293 million of gross timeshare financing receivables and issued approximately \$153 million \$187 million of 4.30% 5.72% notes, \$73 million \$79 million of 4.74% notes, \$26 million of 5.57% 6.11% notes, and \$17 million \$27 million of 8.73% 6.94% notes due January 2037, 2038. The securitized debt is backed by pledged assets, consisting primarily of a pool of timeshare financing receivables secured by first mortgages, or deeds of trust, on membership interests or timeshare interest interests (other than a fee simple interest in real estate) and initially by a \$49 million cash deposit. The securitized debt is a non-recourse obligation and is payable solely from the pool of timeshare financing receivables pledged as collateral to the debt. The

proceeds were primarily used to pay down in part some of the Timeshare Facility existing debt and for other general corporate operating expenses. In purposes. Additionally, in connection with the securitization, we incurred \$5 million in debt issuance costs.

In April 2022, we completed a securitization of \$246 million of gross timeshare financing receivables and issued approximately \$107 million of 3.61% notes, \$84 million of 4.10% notes, \$22 million of 4.69% notes, and \$33 million of 6.79% notes due June 2034. The securitized debt is backed by pledged assets, consisting primarily of a pool of timeshare financing receivables secured by first mortgages or deeds of trust on timeshare interest and initially by a \$34 million cash deposit. As of December 31, 2022, the cash deposit has been withdrawn due to subsequent collateralization of additional timeshare financing receivables. The securitized debt is a non-recourse obligation and is payable solely from the pool of timeshare financing receivables pledged as collateral to the debt. The proceeds were primarily used to pay down the remaining borrowings on one of our conduit facilities and general corporate operating expenses. In connection with the securitization, we incurred \$4 million in debt issuance costs.

During the year ended December 31, 2022 December 31, 2023, we repaid \$162 million \$273 million on the Timeshare facility, \$8 million on the Premium Yield Facility, \$258 million on the conduit facilities, and \$562 million \$421 million on Securitized Debt.

We are required to deposit payments received from customers on the timeshare financing receivables securing the Timeshare Facility and Securitized Debt into depository accounts maintained by third parties. On a monthly basis, the depository accounts are utilized to make required principal, interest and other payments due under the respective loan agreements. The balances in the depository accounts were \$50 million \$48 million and \$67 million \$50 million as of December 31, 2022 December 31, 2023 and 2021, 2022, respectively, and were included in Restricted Cash in our consolidated balance sheets.

#### Debt Maturities

The contractual maturities of our debt and non-recourse debt as of December 31, 2022 December 31, 2023, were as follows:

(\$ in millions)	(\$ in millions)	Non-recourse			Debt	Non-recourse Debt	Total
		Debt	Debt	Total			
Year	Year						
2023		\$ 16	\$ 266	\$ 282			
2024							
2024	2024	15	214	229			
2025	2025	14	257	271			
2026	2026	53	130	183			
2027	2027	13	93	106			
2028							
Thereafter	Thereafter	2,592	153	2,745			
Total	Total	\$ 2,703	\$ 1,113	\$ 3,816			

## Note 16: Fair Value Measurements FAIR VALUE MEASUREMENTS

The carrying amounts and estimated fair values of our financial assets and liabilities, which are required for disclosure, were as follows:

		December 31, 2022		Hierarchy Level			
		December 31, 2023		Fair Value		December 31, 2023	
		Fair Value				Fair Value	
(\$ in millions)	(\$ in millions)	Carrying Amount	Level 1	Level 3	(\$ in millions)	Carrying Amount	Level 1
Assets:	Assets:						Level 3
Timeshare financing receivables, net <sup>(1)</sup>							
Timeshare financing receivables, net <sup>(1)</sup>							
Timeshare financing receivables, net <sup>(1)</sup>							
Timeshare financing receivables, net <sup>(1)</sup>		\$ 1,767	\$ —	\$ 1,910			
Liabilities:	Liabilities:						
Debt, net <sup>(2)</sup>	Debt, net <sup>(2)</sup>	2,651	2,413	76			
Non-recourse debt, net <sup>(2)</sup>	Non-recourse debt, net <sup>(2)</sup>	1,102	957	97			
		December 31, 2021				December 31, 2022	
		Hierarchy Level				Fair Value	
		Fair Value				Fair Value	
(\$ in millions)	(\$ in millions)	Carrying Amount	Level 1	Level 3	(\$ in millions)	Carrying Amount	Level 1
Assets:	Assets:						Level 3
Timeshare financing receivables, net <sup>(1)</sup>							
Timeshare financing receivables, net <sup>(1)</sup>							
Timeshare financing receivables, net <sup>(1)</sup>							
Timeshare financing receivables, net <sup>(1)</sup>		\$ 1,747	\$ —	\$ 1,905			
Timeshare financing receivables, net <sup>(1)</sup>							
Timeshare financing receivables, net <sup>(1)</sup>							
Liabilities:	Liabilities:						
Debt, net <sup>(2)</sup>	Debt, net <sup>(2)</sup>	2,913	2,663	340			
Debt, net <sup>(2)</sup>	Debt, net <sup>(2)</sup>						
Non-recourse debt, net <sup>(2)</sup>	Non-recourse debt, net <sup>(2)</sup>	1,328	1,080	270			

(1) Carrying amount net of allowance for financing receivables losses.

(2) Carrying amount net of unamortized deferred financing costs and discounts

Our estimates of the fair values were determined using available market information and appropriate valuation methods. Considerable judgment is necessary to interpret market data and develop the estimated fair values. The table above excludes cash and cash equivalents, restricted cash, accounts receivable, accounts payable, and advance deposits, and accrued liabilities, all of which had fair values approximating their carrying amounts due to the short maturities and liquidity of these instruments.

The estimated fair values of our originated and acquired timeshare financing receivables were determined using a discounted cash flow model. Our model incorporates default rates, coupon rates, credit quality and loan terms respective to the portfolio based on current market assumptions for similar types of arrangements.

The estimated fair value of our Level 2 derivative financial instruments was determined utilizing projected future cash flows discounted based on an expectation of future interest rates derived from observable market interest rate curves and market volatility. Refer to Note 15: *Debt and Non-recourse Debt* above.

The estimated fair values of our Level 1 debt and non-recourse debt were based on prices in active debt markets.

The estimated fair value of our Level 3 debt and non-recourse debt were based on the following:

- Debt – based on indicative quotes obtained for similar issuances and projected future cash flows discounted at risk-adjusted rates.
- Non-recourse debt – based on projected future cash flows discounted at risk-adjusted rates.

#### Non-recurring fair value measurements

We measure certain assets at fair value on a non-recurring basis, including land and infrastructure, as a result of their classification as held for sale. Refer to Note 2: *Significant Accounting Policies* for further information on the held for sale classification. We utilized the market approach for the land and cost approach for infrastructure to determine their respective fair values. The fair value calculations involve judgement and are sensitive to key assumptions utilized, including comparative sales for land (level 2) and replacement costs for infrastructure (level 3). The estimated fair value of land and infrastructure held for sale was \$45 million as of December 31, 2021, excluding costs to sell. As of December 31, 2022, we did not have assets held for sale.

#### Note 17: Leases

We lease sales centers, office space and equipment under operating leases, some of which we acquired as part of the Diamond Acquisition. Our leases expire at various dates from 2023 through 2034, with varying renewal and termination options. Our lease terms include options to extend or terminate the lease when it is reasonably certain that we will exercise that option.

As of December 31, 2023 and 2022, we ceased utilizing certain offices as part of our integration of business operations from the Diamond Acquisition, we ceased utilizing certain offices 2022, which the Company considered to be triggering events for impairment analysis. We recognized impairments on the of related operating lease right-of-use assets of \$3 million and \$6 million during, respectively. We did not recognize any impairments on right-of-use assets for the year ended December 31, 2022 December 31, 2021.

We recognize rent expense on leases with both contingent and non-contingent lease payment terms. Rent associated with non-contingent lease payments are recognized on a straight-line basis over the lease term. Contingent rental expense includes short term and variable rent. Rent expense for all operating leases for the year ended December 31, 2022, 2021 and 2020 was as follows:

(\$ in millions)	Year Ended December 31,		
	2022 <sup>(1)</sup>	2021 <sup>(1)</sup>	2020 <sup>(1)</sup>
Minimum rentals	\$ 34	\$ 20	\$ 19
Contingent rentals	4	2	1
<b>Total</b>	<b>\$ 38</b>	<b>\$ 22</b>	<b>\$ 20</b>

<sup>(1)</sup> These amounts include short term and variable rent of \$4 million, \$2 million, and \$5 million for the years December 31, 2022, 2021 and 2020, respectively.

(\$ in millions)	Year Ended December 31,		
	2023	2022	2021
Minimum rentals	\$ 28	\$ 34	\$ 20
Contingent rentals	11	4	2
<b>Total</b>	<b>\$ 39</b>	<b>\$ 38</b>	<b>\$ 22</b>

Supplemental cash flow information related to operating leases was as follows:

(\$ in millions)	(\$ in millions)	Year Ended December 31,	
		2022	2021
Cash paid for amounts included in the measurement of lease liabilities:	Cash paid for amounts included in the measurement of lease liabilities:	2023	2022
		\$ 28	\$ 34
		11	4
		\$ 39	\$ 38

Operating cash outflows from operating leases	Operating cash outflows from operating leases	\$27	\$21
Operating cash outflows from operating leases			
Operating cash outflows from operating leases			
Right-of-use assets obtained in exchange for new lease liabilities:	Right-of-use assets obtained in exchange for new lease liabilities:		
Operating leases	Operating leases	25	35

Supplemental balance sheet information related to operating leases was as follows:

	December 31,			December 31,	
	2022	2021		2023	2022
	December 31,			December 31,	
	2023			2023	2022
Weighted-average remaining lease term of operating leases (in years)	Weighted-average remaining lease term of operating leases (in years)				
Weighted-average remaining lease term of operating leases (in years)	6	4		6	6
Weighted-average discount rate of operating leases	Weighted-average discount rate of operating leases				
Weighted-average discount rate of operating leases	4.57 %	4.35 %		4.85 %	4.57 %

The future minimum rent payments under non-cancelable operating leases as of December 31, 2022 December 31, 2023, are as follows:

(\$ in millions)	(\$ in millions)	Operating Leases	Operating Leases
Year	Year		
2023	\$ 26		
2024			
2024			
2024	2024	19	
2025	2025	16	
2026	2026	13	
2027	2027	7	
2028			

Thereafter	Thereafter	28
Total	Total	
future	future	
minimum	minimum	
lease	lease	
payments	payments	109
Less:	Less:	
imputed	imputed	
interest	interest	(15)
Present	Present	
value of	value of	
lease	lease	
liabilities	liabilities	\$ 94

**Note 18: Income Taxes INCOME TAXES**

Our tax provision includes federal, state and foreign income taxes payable. The domestic and foreign components of our income (loss) before taxes were as follows:

Year Ended December 31,				Year Ended December 31,			
(\$ in millions)	(\$ in millions)	2022	2021	(\$ in millions)	2023	2022	2021
U.S. income (loss)							
before tax		\$384	\$195	\$(287)			
U.S.							
income							
before							
tax	tax	97	74	7			
Total income							
(loss) before							
taxes		\$481	\$269	\$(280)			
Total							
income							
before							
taxes							

The components of our provision for income taxes were as follows:

Year Ended December 31,				Year Ended December 31,			
(\$ in millions)	(\$ in millions)	2022	2021	(\$ in millions)	2023	2022	2021
Current:	Current:						
Federal							
Federal							
Federal	Federal	\$102	\$ (5)	\$ 36			
State	State	19	9	5			
Foreign	Foreign	46	31	3			
Total	Total						
current	current	167	35	44			
Deferred:	Deferred:						
Federal	Federal	(21)	61	(98)			
Federal							
Federal							

State	State	(16)	(1)	(23)
Foreign	Foreign	(1)	(2)	(2)
Total	Total			
deferred	deferred	(38)	58	(123)
Total	Total			
provision for income taxes	provision for income taxes	\$129	\$93	\$(79)

Reconciliations of our tax provision at the U.S. statutory rate to the provision for income taxes were as follows:

	Year Ended December 31,			Year Ended December 31,				
(\$ in millions)	(\$ in millions)	2022	2021	2020	(\$ in millions)	2023	2022	2021
Statutory U.S. federal income tax provision	Statutory U.S. federal income tax provision	\$101	\$57	\$(59)				
State and local income taxes, net of U.S. federal tax benefit	State and local income taxes, net of U.S. federal tax benefit	4	8	(17)				
Impact of foreign operations	Impact of foreign operations	21	14	(5)				
Interest on installment sales, net of U.S. federal tax benefit	Interest on installment sales, net of U.S. federal tax benefit	1	3	1				
Uncertain Tax Positions								
Transaction costs	Transaction costs	—	5	—				
Share-based compensation, net of IRC §162(m) limitation	Share-based compensation, net of IRC §162(m) limitation	3	5	1				
Other	Other	(1)	1	—				
Other								
Provision for income taxes	Provision for income taxes	\$129	\$93	\$(79)				

Deferred income taxes represent the tax effect of the differences between the book and tax bases of assets and liabilities plus carryforward items.

The compositions of net deferred tax balances were as follows:

December 31,	December 31,	December 31,

(\$ in millions)	(\$ in millions)	2022	2021	(\$ in millions)	2023	2022
Deferred tax assets	Deferred tax assets	\$ 8	\$ 7			
Deferred tax liabilities	Deferred tax liabilities	(659)	(670)			
Net deferred tax liability	Net deferred tax liability	<u>\$(651)</u>	<u>\$(663)</u>			

The tax effects of the temporary differences and carryforwards that give rise to our net deferred tax liability were as follows:

December 31,				December 31,	December 31,	December 31,
(\$ in millions)	(\$ in millions)	2022	2021	(\$ in millions)	2023	2022
Deferred tax assets:	Deferred tax assets:					
Compensation	Compensation					
Compensation	Compensation	\$ 18	\$ 22			
Domestic tax loss and credit carryforwards	Domestic tax loss and credit carryforwards	37	100			
Foreign tax loss carryforwards	Foreign tax loss carryforwards	38	47			
Other reserves	Other reserves	152	179			
		245	348			
	273					
Valuation allowance	Valuation allowance	(78)	(74)			
Deferred tax assets	Deferred tax assets	167	274			
Deferred tax liabilities:	Deferred tax liabilities:					
Property and equipment	Property and equipment					
Property and equipment	Property and equipment	(138)	(165)			
Amortizable intangible assets	Amortizable intangible assets	(284)	(309)			
Deferred income	Deferred income	(396)	(463)			
Deferred tax liabilities	Deferred tax liabilities	(818)	(937)			
Deferred tax liabilities	Deferred tax liabilities					
Net deferred tax liability	Net deferred tax liability	<u>\$(651)</u>	<u>\$(663)</u>			

As of December 31, 2022 December 31, 2023, we have \$49 million \$43 million federal, \$145 million \$163 million foreign, and \$149 million \$112 million state tax loss carryforwards with varying expiration dates. The federal losses will expire between 2023 2024 and 2034, while the majority of the foreign tax losses can be carried forward

indefinitely. The majority of state tax losses have expiration periods between fifteen years and twenty years. We have foreign tax credit carryforwards of \$9 million \$12 million and state tax credit carryforwards of \$5 million. The credit carryforwards will generally expire between five 2027 and fifteen years 2037.

We establish valuation allowances for financial reporting purposes to offset certain deferred tax assets due to uncertainty regarding our ability to realize them in the future. The valuation allowance increased from \$74 million as of December 31, 2021, to \$78 million as of December 31, 2022

December 31, 2022, to \$81 million as of December 31, 2023, primarily as a result of tax credits generated in the current year that we expect to expire unused.

foreign currency impacts on net operating losses.

Reconciliations of the amounts of unrecognized tax benefits were as follows:

(\$ in millions)	December 31,			December 31,		
	2022	2021	2020	2023	2022	2021
Unrecognized tax benefits at beginning of year	Unrecognized tax benefits at beginning of year	\$12	\$—	\$—		
Current period tax position increases	Current period tax position increases	2	1	—		
Prior period tax position increases	Prior period tax position increases	11	18	—		
Decreases due to lapse in applicable statute of limitations	Decreases due to lapse in applicable statute of limitations	(2)	(7)	—		
Unrecognized tax benefits at end of year	Unrecognized tax benefits at end of year	\$23	\$12	\$—		

We recorded \$23 million \$25 million and \$12 million \$23 million as of December 31, 2022 December 31, 2023 and 2021, 2022, respectively, excluding interest and penalties, as a liability for unrecognized tax benefits in *Accounts payable, accrued expenses and other* in the consolidated balance sheet. Had we recognized these tax benefits, \$23 million \$25 million and \$12 million \$23 million, along with related interest and penalties, it would have favorably impacted the annual effective tax rate. The total liability accrued for interest and penalties was \$31 million \$34 million and \$12 million \$31 million as of December 31, 2022 December 31, 2023, and 2021, 2022, respectively. We do not anticipate any significant increases or decreases in our unrecognized tax benefits within the next twelve months.

We file federal, state and foreign income tax returns in jurisdictions with varying statute of limitations. We are currently under audit in several tax jurisdictions. The open tax years for major tax jurisdictions are 2006 through 2022, 2023. While there is no assurance as to the results, we believe we are adequately reserved for these audits.

Although the Tax Cuts and Jobs Act of 2017 generally eliminates U.S. federal income tax on dividends from foreign subsidiaries, foreign withholding taxes may be incurred if these profits are distributed. No income or deferred taxes have been accrued on foreign earnings or other outside basis differences, as we intend to indefinitely reinvest these amounts in our foreign operations. An estimate of these amounts is not practicable due to the inherent complexity of the multi-jurisdictional tax environment in which the Company operates, we operate.

#### **Note 19: Share-Based Compensation**

##### **Stock Plan**

We issue RSUs, Options, On May 3, 2023, the 2023 Omnibus Incentive Plan ("2023 Plan") was approved by our shareholders to replace the 2017 Omnibus Incentive Plan and the 2017 Plan for Non-Employee Directors (the "2017 Plans"). The 2023 Plan authorizes the issuance of restricted stock units ("Service RSUs" or "RSUs"), nonqualified stock options ("Options"), time and performance-vesting restricted stock units ("Performance RSUs" or "PSUs"), and stock appreciation rights ("SARs") to certain employees and directors. Pursuant to the 2023 Plan, 5,240,000 shares of our common stock are reserved for issuance. The 2017 Plans remain in place until all of the awards previously granted thereunder have been paid, forfeited or expired. Shares underlying awards that are canceled or forfeited under the 2017 Plans without the issuance of any shares are added to the 2023 Plan share pool. However, the shares which remained available for issuance under the 2017 Plans are no longer available for issuance, and all future awards will be granted pursuant to the 2023 Plan. As of December 31, 2023, there were 5,279,236 shares of common stock available for future issuance under the 2023 plan.

We recognized share-based compensation expense of \$46 million \$39 million, \$48 million \$46 million and \$15 million \$48 million during the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, respectively. The total tax benefit recognized related to this compensation was \$6 million, \$4 million \$6 million and \$4 million for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, respectively. In addition, we withheld common stock shares associated with net share settlements to cover tax withholding obligations upon the vesting of awards under our employee equity incentive program. For the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, we withheld approximately 264,000, 147,000 131,000 and 152,000 131,000 shares at a total cost of \$8 million \$14 million, \$6 million \$8 million and \$4 million \$6 million, respectively, through net share settlements. Shares withheld to cover tax withholding obligations are retired.

As of December 31, 2022 December 31, 2023, unrecognized compensation cost for unvested awards was approximately \$36 million \$29 million, which is expected to be recognized over a weighted average period of 1.7 1.8 years. As of December 31, 2022, there were 2,659,206 shares of common stock available for future issuance under this plan.

#### Service RSUs

Service RSUs vest in annual installments over three years from the date of grant, subject to the individual's continued employment through the applicable vesting date. Vested Service RSUs generally will be settled for common stock. The grant date fair value is equal to closing stock price on the date of grant. The following table provides information about our Service RSU grants for the last three fiscal years:

	Year Ended December 31,			Year Ended December 31,
	2022	2021	2020	
	Year Ended December 31,			
	2023	2023	2022	2021
Number of shares granted	Number granted	800,378	588,930	672,123
Weighted average grant date fair value per share	Weighted average grant date fair value per share	\$ 44.12	\$ 38.50	\$ 25.14
Fair value of shares vested (in millions)	Fair value of shares vested (in millions)	\$ 25	\$ 19	\$ 10

The following table summarizes the activity of our RSUs during the year ended December 31, 2022 December 31, 2023:

	Weighted Average Grant			Weighted Average Grant Date Fair Value
	Number of Shares	Date	Fair Value	
Outstanding, beginning of period	Number of Shares		Number of Shares	
Granted	Granted	800,378	44.12	
Vested	Vested	(486,326)	32.82	
Forfeited	Forfeited	(43,106)	40.86	
Outstanding, end of period	Outstanding, end of period	1,300,584	40.09	

#### Options

Options vest over three years in annual installments from the date of grant, subject to the individual's continued employment through the applicable vesting date and will terminate 10 years from the date of grant or earlier on the unvested portion of an individual whose service was terminated. The exercise price is equal to the closing price of the common stock on the date of grant. The following table provides information about our option grants for the last three fiscal years:

	Year Ended December 31,		
	2022	2021	2020

	Year Ended December 31,		
	2023	2023	2022
Number of options granted	Number of options granted	389,536	542,793
Weighted average exercise price per share	Weighted average exercise price per share	\$ 44.09	\$ 38.22
Weighted average grant date fair value per share	Weighted average grant date fair value per share	\$ 20.08	\$ 18.41
		\$ 9.14	\$ 25.80

The weighted-average grant date fair value of each of these options were determined using the Black-Scholes-Merton option-pricing model with the following assumptions:

	Year Ended December 31,		
	2022	2021	2020
Expected volatility <sup>(1)</sup>	45.8 %	50.5 %	35.4 %
Dividend yield <sup>(2)</sup>	— %	— %	— %
Risk-free rate <sup>(3)</sup>	1.7 %	1.1 %	1.0 %
Expected term (in years) <sup>(4)</sup>	6.0	6.0	6.0

<sup>(1)</sup> During assumptions. Expected volatility is calculated using the year ended December 31, 2020, due to limited trading history for our common stock, we did not have sufficient information available on which to base a reasonable and supportable estimate of the expected volatility of its share price. As a result, we used an average historical volatility of our peer group over a time share price. Risk-free rate is based on the Treasury Constant Maturity Rate closest to the expected life as of the grant date. Expected term is estimated using the vesting period consistent with its expected and contractual term assumption. Our peer group was determined based upon companies in our industry with similar business models and is consistent with those used to benchmark our executive compensation of the Options.

	Year Ended December 31,		
	2023	2022	2021
Expected volatility	46.8 %	45.8 %	50.5 %
Dividend yield <sup>(1)</sup>	— %	— %	— %
Risk-free rate	4.2 %	1.7 %	1.1 %
Expected term (in years)	6.0	6.0	6.0

<sup>(2)</sup> At the date of grant we had no plans to pay dividends during the expected term of these options.

<sup>(3)</sup> Based on the yields of U.S. Department of Treasury instruments with similar expected lives.

<sup>(4)</sup> Estimated using the average of the vesting periods and the contractual term of the options.

The following table summarizes the activity of our options during the year ended December 31, 2022 December 31, 2023:

	Weighted Average Exercise		
	Number of Shares	Price Per Share	
	Number of Shares	Number of Shares	Weighted Average Exercise Price Per Share
Outstanding, beginning of period	Outstanding, beginning of period	2,086,724	\$ 32.39
Granted	Granted	389,536	44.09
Exercised	Exercised	(58,345)	28.76

Forfeited, canceled or expired	Forfeited, canceled or expired	(5,683)	38.96
Outstanding, end of period	Outstanding, end of period	<u>2,412,232</u>	34.35
Exercisable, end of period	Exercisable, end of period	<u>1,510,974</u>	31.87

As of December 31, 2022 December 31, 2023, we had 1,510,974 1,705,249 options outstanding that were exercisable with an aggregate intrinsic value of \$12 million \$13 million and weighted average remaining contractual term of approximately 7.6 years. The intrinsic value of all options exercised during the year was \$0.9 million \$4.9 million.

#### Performance RSUs

In March 2022, 2023, we issued 93,064 119,887 Performance RSUs with a grant date fair value of \$44.09 \$49.14. The Performance RSUs are settled at the end of a two-year performance period, with 50% of the Performance RSUs subject to achievement based on the Company's adjusted earnings before interest expense, taxes and depreciation and amortization further adjusted for net deferral and recognition of revenues and related direct expenses related to sales of VOIs of projects under construction. The remaining 50% of the Performance RSUs are subject to the achievement of certain contract sales targets.

In March 2021, we issued 124,711 Performance RSUs with a grant date fair value of \$38.22. The Performance RSUs are settled at the end of a two-year 3-year performance period, with 50% of the Performance RSUs subject to achievement based on the Company's adjusted earnings before interest expense, taxes and depreciation and amortization, further adjusted for net deferral and recognition of revenues and related direct expenses related to sales of VOIs of projects under construction. The remaining 50% of the Performance RSUs issued are subject to the achievement of certain contract sales targets.

In August 2021, and in conjunction with the Diamond Acquisition, we issued 351,118 Performance RSUs with a grant date fair value of \$40.27. The Performance RSUs are settled at the end of the performance period which is from the Acquisition Date through December 31, 2023, with 67% of the Performance RSUs subject to achievement based on certain run rate cost savings. The remaining 33% of the Performance RSUs issued are subject to the achievement of the Company's adjusted earnings before interest expense, taxes and depreciation and amortization further adjusted for net deferral and recognition of revenues and related direct expenses related to sales of VOIs of projects under construction.

During the year ended December 31, 2020, we issued 168,529 Performance RSUs with a grant date fair value of \$25.69. The Performance RSUs are settled at the end of a three-year performance period, with 70% of the Performance RSUs subject to achievement based on the Company's adjusted earnings before interest expense, taxes and depreciation and amortization further adjusted for net deferral and recognition of revenues and related direct expenses related to sales of VOIs of projects under construction. The remaining 30% of the Performance RSUs are subject to the achievement of certain contract sales targets.

During the fourth quarter of 2021, the Compensation Committee approved the modification of the performance conditions for the Performance RSUs issued in 2020 and March 2021, to reflect the results of HGV's and Diamond's operations subsequent to the Acquisition Date. We estimated that the performance conditions for the 2020 Performance RSU awards remain improbable of achievement under the modified performance conditions. As such, the Company did not accrue expenses related to the Performance RSUs granted in 2020. In regards to the Performance RSUs granted in March 2021, we determined that under the modified performance conditions, the awards issued were probable of achievement. During 2021, we did not incur incremental compensation expense resulting from the modification which was applied to the Performance RSUs of 28 grantees.

For all other performance-based awards, compensation expense will be recorded through the end of the performance period if it is deemed probable that the performance goals will be met. If the performance goals are not met, no compensation cost will be recognized and any previously recognized compensation cost will be reversed.

The following table provides information about our Performance RSU grants, which is based on our Adjusted EBITDA metric described in Item 7. *Management's Discussion and Analysis of Financial Condition and Results of Operations* of this Annual Report on Form 10-K, further adjusted by net deferral and recognition of revenues and related direct expenses related to sales of VOIs of projects under construction for the last three fiscal years:

	Year Ended December 31,			Year Ended December 31,
	2022	2021	2020	
	Year Ended December 31,			
	2023	2023	2022	2021
Number of shares granted	Number of shares granted	46,532	178,224	117,975

Weighted average grant date fair value per share	Weighted average grant date fair value per share	\$44.09	\$39.55	\$25.69
Fair value of shares vested (in millions)	Fair value of shares vested (in millions)	—	—	2

The following table provides information about our Performance RSU grants, which is based on contract sales for the last three fiscal years:

	Year Ended December 31,			2023	2022	2021		
					2022	2021	2020	
	Year Ended December 31,				2023	2022	2021	
Number of shares granted	Number of shares granted	46,532	62,356	50,554				
Weighted average grant date fair value per share	Weighted average grant date fair value per share	\$44.09	\$38.22	\$25.69				
Fair value of shares vested (in millions)	Fair value of shares vested (in millions)	—	—	1				

During fiscal 2021, 235,249 Performance RSU grants, which are based on achieving certain run rate cost savings initiatives, were granted with a weighted average grant date fair value per share of \$40.27. There were no Performance RSU grants based on achieving certain run rate cost savings initiatives for the 2023 and 2022 and 2020 fiscal years, respectively, years.

The following table summarizes the activity of our Performance RSUs during the year ended December 31, 2022 December 31, 2023:

	Run Rate Cost						Number of Shares	Weighted Average Exercise Price Per Share		
	Adjusted EBITDA <sup>(1)</sup>		Contract Sales		Savings					
	Weighted Average		Weighted Average		Weighted Average					
	Grant		Grant		Grant					
	Number of Shares	Date Fair Share	Number of Shares	Date Fair Share	Number of Shares	Date Fair Share				
	Shares	Share	Shares	Share	Shares	Share				
Outstanding, beginning of period	Outstanding, beginning of period	374,243	\$ 34.07	146,352	\$ 32.98	235,249	\$ 40.27			
Granted	Granted	46,532	44.09	46,532	44.09	—	—			
Performance achievement shares adjustment										
(1)										

Vested	Vested	—	—	—	—	—	—
Forfeited, canceled or expired	Forfeited, canceled or expired	(85,542)	33.32	(36,656)	33.32	—	—
Outstanding, end of period	Outstanding, end of period	335,233	35.12	156,228	36.20	235,249	40.27

<sup>(1)</sup> Represents our Adjusted EBITDA metric described in Part 1 Reflects the number of this Form 10-K, further adjusted by net recognition and deferral activity from sales shares achieved above target, based on actual performance as determined at the completion of VOIs under construction, the performance period for the March 2021 Performance RSU grant

#### Employee Stock Purchase Plan

In March 2017, the Board of Directors adopted the Hilton Grand Vacations Inc. Employee Stock Purchase Plan (the "ESPP"), which became effective during 2017. In connection with the Plan, we reserved 2.5 million shares of common stock which may be purchased under the ESPP. Under the ESPP, eligible employees can purchase common stock twice per year at the end of a six-month payment period (a "Purchase Period"). The ESPP allows eligible employees to purchase shares of our common stock at a price per share not less than 95% of the fair market value per share of common stock on the last day of the Purchase Period, purchase date, up to a maximum threshold established by the plan administrator for the offering period. For the year ended December 31, 2022,

and 2021, we issued 121,095 and 39,985 shares, respectively, and recognized less than \$1 million of compensation expense in both periods related to this plan.

In November During the fourth quarter of 2022, the Board of Directors amended the ESPP plan to allow eligible employees to purchase shares of our common stock at a price per share not less than 85% of the fair market value per share of common stock on the first day of the Purchase Period or the last day of the Purchase Period, whichever is lower, up to a maximum threshold established by the plan administrator for the offering period. The amendment will become effective in 2023. During the year ended December 31, 2023, we issued 221,562 shares and recognized \$1 million of compensation expense related to this plan.

#### Note NOTE 20: Earnings (Loss) Per Share EARNINGS PER SHARE

The following tables present the calculation of our basic and diluted EPS and the corresponding weighted average shares outstanding referenced in these calculations for the years ended December 31, 2022 December 31, 2023, 2021, 2022, and 2020, 2021.

Year Ended December 31,								
Year Ended December 31,				Year Ended December 31,				
(\$ and shares outstanding in millions, except per share amounts)	(\$ and shares outstanding in millions, except per share amounts)	2022	2021	2020	(\$ and shares outstanding in millions, except per share amounts)	2023	2022	2021
Basic EPS:	Basic EPS:							
Numerator:	Numerator:							
Net income (loss)	\$ 352	\$ 176	\$ (201)					
Numerator:								
Numerator:								
Net income								
Net income								
Net income								
Denominator:	Denominator:				Denominator:			
Weighted average shares outstanding	Weighted average shares outstanding	118	100	85				
Basic EPS <sup>(1)</sup>	Basic EPS <sup>(1)</sup>	\$2.98	\$1.77	\$ (2.36)				
Diluted EPS:	Diluted EPS:							
Numerator:	Numerator:							
Net income (loss)	\$ 352	\$ 176	\$ (201)					
Numerator:								
Numerator:								
Net income								

Net income					
Net income					
Denominator:	Denominator:				
Weighted average shares outstanding	Weighted average shares outstanding				
120	101	85			
Weighted average shares outstanding					
Weighted average shares outstanding					
Diluted EPS <sup>(1)</sup>	Diluted EPS <sup>(1)</sup>	\$2.93	\$1.75	\$(2.36)	
Basic weighted average shares outstanding					
Basic weighted average shares outstanding					
Basic weighted average shares outstanding					
RSUs <sup>(2)</sup> , PSUs <sup>(3)</sup> , Options <sup>(4)</sup> and ESPP					
Diluted weighted average shares outstanding					

<sup>(1)</sup> Earnings per share amounts are calculated using whole numbers.

**The dilutive effect of outstanding share-based compensation awards is reflected in diluted earnings per common share by application of the treasury stock method using average market prices during the period.**

For<sup>(2)</sup> There were no anti-dilutive RSUs for the years ended December 31, 2022 December 31, 2023, 2022, and 2021, respectively.

<sup>(3)</sup> There were no anti-dilutive PSUs for the years ended December 31, 2023, 2022, and 2020, we excluded 759,627, 651,748 2021, respectively.

<sup>(4)</sup> Excludes \$0.8 million (or approximately 818,000 shares), \$0.8 million (or approximately 760,000 shares), and 2,192,591 \$0.7 million (or approximately 652,000 shares) of share-based compensation awards, respectively, because their effect Options that would have been anti-dilutive to EPS for the years ended December 31, 2023, 2022, and 2021, respectively, under the treasury stock method. These Options could potentially dilute EPS in the future.

#### Share Repurchases

On May 4, 2022, our Board of Directors approved a share repurchase program authorizing us the Company to repurchase up to an aggregate of \$500 million of our its outstanding shares of common stock over a two-year period through any combination (the "2022 Repurchase Plan"). On May 3, 2023, our Board of open market repurchases, accelerated Directors approved a new share repurchases or privately negotiated transactions, repurchase program authorizing the Company to repurchase up to an aggregate of \$500 million of its outstanding shares of common stock over a two-year period (the "2023 Repurchase Plan") which is in addition to the 2022 Repurchase Plan. The timing and actual number of shares repurchased will depend on a variety of factors, including the stock price, corporate and regulatory requirements and other market and economic conditions. The shares are retired upon repurchase. The stock repurchase program programs may be suspended or discontinued at any time and will automatically expire at the end of the two-year each plan's respective term. As of December 31, 2022 December 31, 2023, \$228 million \$360 million remains available to be repurchased under the share repurchase program, 2023 Repurchase Plan.

The following table summarizes stock repurchase activity under the share repurchase program as of December 31, 2022 December 31, 2023:

(in millions)	(in millions)	Shares	Cost	(in millions)	Shares	Cost
As of December 31, 2021	—	—	—			
As of December 31, 2022						
Repurchases	Repurchases	7	272			

As of December 31, 2022	7	\$272
As of December 31, 2023		

From January 1, 2024, through February 23, 2024, we repurchased approximately 1.7 million shares for \$71 million. As of February 23, 2024, we had \$289 million of remaining availability under the 2023 Repurchase Plan.

#### Note NOTE 21: Related Party Transactions RELATED PARTY TRANSACTIONS

##### BRE Ace LLC and 1776 Holding, LLC

We hold a 25% ownership interest in BRE Ace LLC, a VIE, which owns a timeshare resort property and related operations, commonly known as "Elara, by Hilton Grand Vacations."

We hold a 50% ownership interest in 1776 Holdings, LLC, a VIE, which owns a timeshare resort property and related operations, known as "Liberty Place Charleston, by Hilton Club."

We record *Equity in earnings from our unconsolidated affiliates* in our consolidated statements of operations. See Note 11: *Investments in Unconsolidated Affiliates* for further additional information. Additionally, we earn commissions and other fees related to fee-for-service agreements with the investees to sell VOIs at Elara, by Hilton Grand Vacations and Liberty Place Charleston, by Hilton Club. These amounts are summarized in the following table and are included in *Sales, marketing, brand, and other fees* on our consolidated statements of operations as of the date they became related parties.

		December 31,			December 31,			
		December 31,			December 31,			
(\$ in millions)	(\$ in millions)	2022	2021	2020	(\$ in millions)	2023	2022	2021
Equity in earnings from unconsolidated affiliates	Equity in earnings from unconsolidated affiliates	\$13	\$10	\$ 5				
Commissions and other fees	Commissions and other fees	200	105	55				

We also had \$23 million \$19 million and \$20 million \$23 million of outstanding receivables related to the fee-for-service agreements included in *Accounts receivable, net* on our consolidated balance sheets as of December 31, 2022 December 31, 2023 and 2021, 2022, respectively.

##### Apollo Global Management Inc.

As part of the Diamond Acquisition as described above in Note 3: *Diamond Acquisition Acquisitions*, Apollo obtained more than 20% of our common stock during 2021. Outside of agreements related to the Diamond Acquisition, we did not have any transactions with Apollo during the year ended December 31, 2021, and do not have any outstanding balances or agreements with Apollo as of December 31, 2021. During 2021, we made one payment to Apollo subsequent to the Diamond Acquisition, of approximately \$2 million, for amounts that were accrued for periods prior to the completion of the Diamond Acquisition and were included in *Accounts payable, accrued expenses and other* as of the Diamond Acquisition Date. We did not have outstanding balances or any transactions due to/from Apollo as of and for the year years ended December 31, 2022 December 31, 2023, and 2022, respectively.

#### Note NOTE 22: Business Segments BUSINESS SEGMENTS

We operate our business through the following two reportable segments:

- *Real estate sales and financing* – We market and sell VOIs that we own. We also source VOIs through fee-for-service agreements with third-party developers. Related to the sales of the VOIs that we own, we provide consumer financing, which includes interest income generated from the origination of consumer loans to customers to finance their purchase of VOIs and revenue from servicing the loans. We also generate fee revenue from servicing the loans provided by third-party developers to purchasers of their VOIs.
- *Resort operations and club management* – We manage the Clubs and earn activation fees, annual dues and transaction fees from member exchanges for other vacation products. We also earn fees for managing the timeshare properties. We generate rental revenue from unit rentals of unsold inventory and inventory made available due to ownership exchanges under our Clubs Club programs. We also earn revenue from food and beverage, retail and spa outlets at our timeshare properties.

The performance of our operating segments, which are also our reportable segments, is evaluated primarily based on adjusted earnings before interest expense (excluding non-recourse debt), taxes, depreciation and amortization ("EBITDA"). We define Adjusted EBITDA as EBITDA, further adjusted to exclude certain items, including, but not limited to, gains, losses and expenses in connection with: (i) other gains, including asset dispositions and foreign currency transactions; (ii) debt restructurings/retirements; (iii) non-cash impairment losses; (iv) share-based and other compensation expenses; and (v) other items, including but not limited to costs associated with acquisitions, restructuring, amortization of premiums and discounts resulting from purchase accounting, and other non-cash and one-time charges.

We do not include equity in earnings (losses) from unconsolidated affiliates in our measures of segment operating performance.

Below is the presentation of our reportable segment results which include the acquired Diamond and Grand Islander operations within both segments since the Acquisition Date, as of their respective acquisition dates. The following table presents revenues for our reportable segments reconciled to consolidated amounts:

Year Ended December 31,				Year Ended December 31,		
(\$ in millions)		(\$ in millions)	2022	2021	2020	(\$ in millions)
<b>Revenues:</b>	<b>Revenues:</b>					
Real estate sales and financing						
Real estate sales and financing						
Real estate sales and financing	Real estate sales and financing		\$2,378	\$1,451	\$494	
Resort operations and club management <sup>(1)</sup>	Resort operations and club management <sup>(1)</sup>		1,197	700	276	
Total segment revenues	Total segment revenues		3,575	2,151	770	
Cost reimbursements	Cost reimbursements		297	202	137	
Intersegment eliminations <sup>(1)</sup>	Intersegment eliminations <sup>(1)</sup>		(37)	(18)	(13)	
Total revenues	Total revenues		\$3,835	\$2,335	\$894	

<sup>(1)</sup> Includes charges to the real estate sales and financing segment from the resort operations and club management segment for fulfillment of discounted marketing package stays at resorts and for the rental of model units to show prospective buyers. These charges totaled \$37 million, \$56 million, \$18 million, \$37 million and \$13 million for the years ended December 31, 2022, December 31, 2023, 2022, and 2021, and 2020, respectively.

The following table presents Adjusted EBITDA for our reportable segments reconciled to net income (loss): income statement.

Year Ended December 31,					Year Ended December 31,		
(\$ in millions)		(\$ in millions)			2023	2022	2021
Adjusted	Adjusted	2022	2021	2020	(\$ in millions)		
EBITDA:	EBITDA:						
Real estate sales and financing <sup>(1)</sup>							
Real estate sales and financing <sup>(1)</sup>							
Real estate sales and financing <sup>(1)</sup>	Real estate sales and financing <sup>(1)</sup>	\$ 865	\$ 537	\$ 33			
Resort operations and club management <sup>(1)</sup>	Resort operations and club management <sup>(1)</sup>	463	353	136			
Segment Adjusted EBITDA	Segment Adjusted EBITDA	1,328	890	169			
Acquisition and integration-related expense	Acquisition and integration-related expense	(67)	(106)	—			

General and administrative	General and administrative	(212)	(151)	(92)
Depreciation and amortization	Depreciation and amortization	(244)	(126)	(45)
License fee expense	License fee expense	(124)	(80)	(51)
Other (loss) gain, net		(1)	(26)	3
Other gain (loss), net				
Interest expense	Interest expense	(142)	(105)	(43)
Income tax (expense) benefit		(129)	(93)	79
Income tax expense				
Equity in earnings from unconsolidated affiliates	Equity in earnings from unconsolidated affiliates	13	10	5
Impairment expense	Impairment expense	(17)	(2)	(209)
Other adjustment items <sup>(2)</sup>	Other adjustment items <sup>(2)</sup>	(53)	(35)	(17)
<b>Net income (loss)</b>		<b>\$ 352</b>	<b>\$ 176</b>	<b>\$ (201)</b>
<b>Net income</b>				

<sup>(1)</sup> Includes intersegment transactions. Refer to our table presenting revenues by reportable segment above for additional discussion.

<sup>(2)</sup> This amount includes costs associated with stock-based compensation, restructuring, one-time charges and other non-cash items included within our reportable segments.

The following table presents total assets for our reportable segments, reconciled to consolidated amounts:

(\$ in millions)	December 31,			December 31,	
	December 31,			December 31,	
	2022	2021	(\$ in millions)	2023	2022
Real estate sales and financing	Real estate sales and financing	\$5,755	\$5,544		
Resort operations and club	Resort operations and club				
management management	1,986	2,145			
Total segment assets	Total segment assets	7,741	7,689		
Corporate	Corporate	263	278		
Land and infrastructure held for sale		—	41		
Total assets	Total assets	\$8,004	\$8,008		

The following table presents capital expenditures for property and equipment (including inventory and leases) for our reportable segments, reconciled to consolidated amounts:

(\$ in millions)	December 31,				Year Ended December 31,		
	Year Ended December 31,				Year Ended December 31,		
	2022	2021	2020	(\$ in millions)	2023	2022	2021

Real estate sales and financing	Real estate sales and financing	\$26	\$60	\$18
Resort operations and club	Resort operations and club			
management	management	2	—	—
Total segment capital expenditures	Total segment capital expenditures	28	60	18
Corporate	Corporate	65	12	8
Total capital expenditures	Total capital expenditures	\$93	\$72	\$26

#### Note 23: Commitments and Contingencies COMMITMENTS AND CONTINGENCIES

##### Commitments

We have entered into certain arrangements with developers whereby we have committed to purchase vacation ownership units or other real estate at a future date to be marketed and sold under our Hilton Grand Vacations brand. As of December 31, 2022 December 31, 2023, we were committed to purchase approximately \$195 million \$37 million of inventory and land over a period of 2 years 1 year and \$15 million \$13 million of other commitments in the normal course of business. We are also committed to an agreement to exchange parcels of land in Hawaii, subject to the successful completion of zoning, land use requirements and other applicable regulatory requirements. The actual amount and timing of the acquisitions are subject to change pursuant to the terms of the respective arrangements, which could also allow for cancellation in certain circumstances.

During the years ended December 31, 2022 December 31, 2023, 2022 and 2021, we fulfilled \$156 million, \$92 million and \$132 million, respectively, of purchases required under our inventory-related inventory commitments. Of the \$156 million fulfilled in 2023, we have accrued \$17 million within Accounts payable, accrued expenses and other and \$3 million of inventory deposit included in Other Assets to complete a purchase commitments commitment in South Carolina of \$20 million. The purchase was completed on January 31, 2024. As of December 31, 2022 December 31, 2023, our remaining obligations pursuant to these arrangements were expected to be incurred as follows:

(\$ in millions)	(\$ in millions)	2023	2024	2025	2026	2027	2028	Thereafter	Total
Inventory purchase obligations <sup>(1)</sup>	Inventory purchase obligations <sup>(1)</sup>	\$138	\$57	\$—	\$—	\$—	\$—	\$—	\$195
Other commitments <sup>(2)</sup>	Other commitments <sup>(2)</sup>	11	4	—	—	—	—	—	15
<b>Total</b>	<b>Total</b>	<b>\$149</b>	<b>\$61</b>	<b>\$—</b>	<b>\$—</b>	<b>\$—</b>	<b>\$—</b>	<b>\$—</b>	<b>\$210</b>

<sup>(1)</sup> Includes commitments for properties in New York, South Carolina, and Japan.

<sup>(2)</sup> Primarily relates to commitments related to information technology and sponsorships.

##### Litigation Contingencies

We are involved in litigation arising from the normal course of business, some of which includes claims for substantial sums. We evaluate these legal proceedings and claims at each balance sheet date to determine the degree of probability of an unfavorable outcome and, when it is probable that a liability has been incurred, our ability to reasonably estimate the amount of loss. We record a contingent litigation liability when it is determined that it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated.

As of December 31, 2022 December 31, 2023, we accrued liabilities of approximately \$124 million \$123 million for all legal matters. Approximately \$96 million \$102 million of these accrued liabilities relate to a judgment entered against Diamond in March 2022 in connection with a case filed in 2015 (*O'Malley v. Diamond Resorts Management, Inc.*) that was not deemed probable and estimable as of the Acquisition Date. An appeal for judgment was rendered in favor of the plaintiffs in November 2023 (with the California Supreme Court rejecting further appeals in February 2024). This matter is subject to insurance coverage, and as a result, as of December 31, 2022, we recorded an insurance claim receivable of \$81 million approximately \$53 million within Accounts receivable, net in our consolidated balance sheet as of December 31, 2023. During the year ended December 31, 2022 December 31, 2023, and 2022, we recognized a charge of approximately \$33 million and \$15 million, respectively, to General and administrative in our consolidated statement of operations that represents the amount of the settlement liability not deemed probable of recovery from the insurance carriers. However, we have initiated litigation against the various insurers disputing all or parts of coverage for this matter seeking to obtain full coverage.

While we currently believe that the ultimate outcome of these proceedings, individually and in the aggregate, will not have a material effect on the Company's financial condition, cash flows, or materially adversely affect overall trends in our results of operations, legal proceedings are inherently uncertain and unfavorable rulings could, individually or in aggregate, have a material adverse effect on the Company's business, financial condition or results of operations.

## Surety Bonds

We utilize surety bonds related to the sales of VOIs in order to meet regulatory requirements of certain states. The availability, terms and conditions and pricing of such bonding capacity are dependent on, among other things, continued financial strength and stability of the insurance company affiliates providing the bonding capacity, general availability of such capacity and our corporate credit rating. We have commitments from surety providers in the amount of \$327 million \$454 million as of December 31, 2022 December 31, 2023, which primarily consist of escrow, construction and subsidy related bonds.

## Note NOTE 24: Supplemental Disclosures of Cash Flow Information SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION

Cash paid for interest, net was \$177 million \$187 million, \$118 million \$175 million and \$64 million \$113 million for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, respectively. Cash paid for income taxes, net of refunds, was \$141 million \$187 million, \$54 million \$141 million and \$54 million for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, respectively.

The following non-cash activities were excluded from the consolidated statements of cash flows:

- In 2023, we recorded non-cash operating activity transfer of \$20 million to *Property and equipment, net*, related to the purchase of units in South Carolina, of which \$17 million was accrued within *Accounts payable, accrued expenses and other* and the remaining \$3 million was an inventory deposit in *Other Assets*.
- In 2023, we recorded non-cash operating activity transfers of \$92 million related to the registrations for timeshare units under construction from *Property and equipment, net* to *Inventory*, pertaining to properties in Hawaii.

- In 2022, we recorded non-cash operating activity transfer of \$48 million related to certain undeveloped land and infrastructure that was previously recorded within the classification of *Land and infrastructure held for sale* to *Property and equipment, net*.
- In 2021, we recorded non-cash issuance of stock of \$1,381 million related to our acquisition of Diamond. See note Note 3: *Diamond Acquisition Acquisitions* for additional information.
- In 2021, we recorded non-cash operating activity transfers of \$55 million related to *related to the registrations for timeshare units under construction from Property and equipment to Inventory*.
- In 2020, we recorded non-cash operating activity transfers of \$41 million related to the classification of certain undeveloped land and infrastructure as available for sale from *Inventory* to *Land and infrastructure held for sale* and \$16 million related to the classification of certain undeveloped land and infrastructure from *Inventory* to *Property and equipment*.
- In 2020, we recorded non-cash operating activity transfers of \$301 million related to the registrations for timeshare units under construction from *Property and equipment* to *Inventory*.

## Note NOTE 25: Subsequent Events SUBSEQUENT EVENTS

Management On January 17, 2024, we completed the Bluegreen Acquisition in an all-cash transaction for 100% of the outstanding voting equity interests of Bluegreen, with total consideration of approximately \$1.6 billion, inclusive of net debt assumed. The Bluegreen Acquisition will be considered a business combination and accounted for using the acquisition method. Due to the close proximity of the Bluegreen Acquisition Date and the Company's filing of its Annual Report on Form 10-K for the year ended December 31, 2023, the initial accounting for the business combination is incomplete, and therefore we are unable to disclose the information required by ASC 805, Business Combinations. We will include relevant disclosures as required in the first quarter of 2024.

In connection with the Bluegreen Acquisition, we executed the following transactions:

- Completed an offering of \$900 million aggregate principal amount of the escrow issuers' 6.625% senior secured notes due 2032 issued by our wholly-owned subsidiaries, Hilton Grand Vacations Borrower Escrow, LLC and Hilton Grand Vacations Borrower Escrow, Inc. The proceeds were used to finance the Bluegreen Acquisition, repay certain outstanding indebtedness and pay related fees, costs, premiums and expenses in connection with these transactions.
- Entered into Amendment No 4, dated January 17, 2024, to the Credit Agreement, dated as of August 2, 2021 (the "Amendment") and incurred \$900 million of new term loans that will mature on January 17, 2031. Under the Amendment, the related interest rate is SOFR plus 2.75%. Proceeds were used to pay the Bluegreen Acquisition consideration, fees and expenses incurred in connection with the Amendment and to refinance the repayment of certain indebtedness of Bluegreen and its subsidiaries.

Excluding the above, management has evaluated all subsequent events through March 1, 2023 February 29, 2024, the date the audited 2022 this Annual Report on Form 10-K was available to be issued. The results of management's analysis indicated no significant subsequent events have occurred that required consideration or adjustments to our disclosures in the audited financial statements.

## ITEM 9. Changes In and Disagreements with Accountants on Accounting and Financial Disclosure

There were no changes in or disagreements with our accountants on accounting and financial disclosure matters.

## ITEM 9A. Controls and Procedures

### Evaluation of Disclosure Controls and Procedures

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) or our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) will prevent all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of the controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error and mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part on certain assumptions about the likelihood of future events. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of effectiveness of controls and procedures to future periods are subject to the risk that the controls and procedures may become inadequate because of changes in conditions, or that the degree of compliance with the controls and procedures may have deteriorated.

### In accordance Remediation of Previously Reported Material Weakness

As previously reported in our Annual Report on Form 10-K for the year ended December 31, 2022, we had identified a material weakness in internal control over financial reporting related Dakota Holdings, Inc. (the "Diamond"), which we acquired in August 2021. Specifically, we had concluded that Diamond did not adequately identify, design and implement the process-level controls for its significant processes that are necessary for compliance with Rule 13a-15(b) of the requirements for reporting companies pursuant to the Exchange Act and Diamond did not have appropriate information technology controls for its information technology systems or such controls did not operate for a sufficient period of time prior to the assessment date. While this material weakness did not result in any material misstatements to our financial statements for the year ended December 31, 2022, any restatements of prior period financial statements or any changes in or to previously released financial results required, since there was a reasonable possibility that it could have resulted in a material misstatement in our annual or interim consolidated financial statements that would not be detected, we determined that it constituted a material weakness.

Our management, under the oversight of the Audit Committee, fully remediated these deficiencies by enhancing and revising the design of existing financial reporting and information technology controls and procedures related to Diamond, as well as adding additional controls and processes. As part of our remediation plan, we tested the applicable controls for a sufficient period of time and through such testing, our management has concluded that these controls were operating effectively as of December 31, 2023.

### Additional Material Weakness

As of the end of the period covered by this annual report, Annual Report on Form 10-K, an evaluation was carried out under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective as of December 31, 2022 December 31, 2023 due to a material weakness in internal control over financial reporting related to Dakota Holdings, Inc. ("Diamond"), which we acquired on August 2, 2021. Specifically, Diamond, which was privately owned prior to our acquisition and, accordingly, not a reporting company under the Exchange Act, did not adequately identify, design and implement the process-level controls for its significant processes that are necessary for compliance with the requirements for reporting companies pursuant to the Exchange Act and Diamond did not have appropriate arising out of ineffectively designed general information technology controls over user access for its an IT application used to initiate revenue and inventory transactions. As a result, process-level automated controls and manual controls that are dependent on the completeness and accuracy of information technology systems or such controls did not operate for a sufficient period of time prior to derived from the assessment date. These deficiencies neither pertained to, nor impacted, any of the processes, controls or procedures related to the historical business of the Company outside of Diamond. Additionally, there affected IT application were also ineffective.

There were no identified material misstatements to our current year financial statements, no restatements of prior period financial statements and no changes in previously released financial results required as the a result of these control deficiencies.

Notwithstanding In addition, notwithstanding the identified material weakness, management, including our Chief Executive Officer and Chief Financial Officer, believes the consolidated financial statements included in this Annual Report on Form 10-K fairly represent in all material respects our financial condition, results of operations and cash flows at and for the periods presented in accordance with U.S. Generally Accepted Accounting Principles ("U.S. GAAP"). Principles.

### Remediation Efforts to Address the Additional Material Weakness

Our management has commenced enhancing, and will continue to enhance, the user access control deficiencies. This includes a comprehensive review of user access and levels across all software platforms, updating software as appropriate, updating and confirming appropriate user access levels, enhancing and revising the design of existing information technology controls and procedures, and adding additional controls and processes, as necessary. The material weakness will not be considered remediated until the applicable controls operate for a sufficient period of time and management has concluded, through testing, that these controls are operating effectively.

### Management's Report on Internal Control Over Financial Reporting

We have set forth management's report on internal control over financial reporting and the attestation report of our independent registered public accounting firm on the effectiveness of our internal control over financial reporting in Item 8 of this Annual Report on Form 10-K. Management's report on internal control over financial reporting is incorporated in this Item 9A by reference.

### Remediation Efforts to Address Material Weakness

Management has enhanced, and will continue to enhance, the risk assessment process and design and implementation of internal controls over financial reporting at Diamond. This includes incorporating additional controls and processes, and enhancing and revising the design of existing financial reporting and information technology

controls and procedures at Diamond. The material weakness will not be considered remediated until the applicable controls operate for a sufficient period of time and management has concluded, through testing, that these controls are operating effectively.

**Changes in Internal Control Over Financial Reporting**

Other than with respect to the remediation efforts described above related to Diamond, there were no changes in our internal control over financial reporting during the fourth quarter of 2022 2023 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 9B. Other Information**

None.

**ITEM 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections**

Not applicable.

**PART III**

**ITEM 10. Directors, Executive Officers and Corporate Governance**

The information required by Item 10 of this Report will be included in our definitive proxy statement for the 2023 2024 Annual Meeting of Stockholders to be filed with the SEC within 120 days of the fiscal year ended December 31, 2022 December 31, 2023 (the "2023 "2024 Proxy Statement"), which information is incorporated herein by this reference.

**ITEM 11. Executive Compensation**

The information required by Item 11 will be included in our 2023 2024 Proxy Statement, which is incorporated herein by this reference.

**ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information required by Item 12 will be included in our 2023 2024 Proxy Statement, which is incorporated herein by this reference.

**ITEM 13. Certain Relationships and Related Transactions, and Director Independence**

The information required by Item 13 will be included in our 2023 2024 Proxy Statement, which is incorporated herein by this reference.

**ITEM 14. Principal Accountant Fees and Services**

The information required by Item 14 will be included in our 2023 2024 Proxy Statement, which is incorporated herein by this reference.

**PART IV**

**ITEM 15. Exhibits and Financial Statement Schedules**

The following documents are filed as part of this Form 10-K:

1. All financial statements and the report of the Independent Registered Public Accounting Firm (PCAOB ID: 42). See Index to Consolidated Financial Statements and Report of Independent Registered Public Accounting Firm on page 71 76 of this Form 10-K.
2. Financial Statement Schedules. The financial statement schedule entitled "Schedule II – Valuation and Qualifying Accounts" has been omitted since the information required is included in the consolidated financial statements and notes thereto. Other schedules are omitted because they are not required.
3. Exhibits. See Exhibit Index.

**ITEM 16. Form 10-K Summary**

None.

**EXHIBIT INDEX**

Exhibit No.	Description
2.1	<a href="#">Distribution Agreement among Hilton Worldwide Holdings Inc., Park Hotels &amp; Resorts Inc. and Hilton Grand Vacations Inc. (incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K (File No. 001-37794) filed on January 4, 2017).</a>
2.2(a)	<a href="#">Agreement and Plan of Merger, dated as of March 10, 2021, by and among Hilton Grand Vacations Inc., Hilton Grand Vacations Borrower LLC, Dakota Holdings, Inc., and certain stockholders named therein (incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K (File No. 001-37794) filed on March 11, 2021).</a>
2.2(b)	<a href="#">Amendment to Agreement and Plan of Merger, dated as of July 7, 2021, by and among Hilton Grand Vacations Inc., Hilton Grand Vacations Borrower LLC, Dakota Holdings, Inc., and AP VII, Dakota Holdings, L.P., in its capacity as Seller Representative (incorporated by reference to Annex A to Registrant's Additional Definitive Materials on Schedule 14A (File No. 001-37794) filed on July 7, 2021).</a>
2.3	<a href="#">Agreement and Plan of Merger, dated as of November 5, 2023, by and among Hilton Grand Vacations Inc., Heat Merger Sub, Inc., and Bluegreen Vacations Holding Corporation (incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K (File No. 001-37794) filed on November 7, 2023).</a>
3.1	<a href="#">Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-37794) filed on March 17, 2017).</a>
3.2	<a href="#">Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-37794) filed on March 17, 2017).</a>
3.3	<a href="#">Certificate of Designation of Series A Junior Participating Preferred Stock of Hilton Grand Vacations Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-37794) filed on April 16, 2020).</a>
4.1	<a href="#">Description of the Registrant's Securities registered pursuant to Section 12 of the Securities Exchange Act of 1934 (incorporated by reference to Exhibit 4.4 to the Registrant's Annual Report on Form 10-K (File No. 001-37794) filed on March 2, 2020).</a>
4.2	<a href="#">Rights Agreement, dated as of April 16, 2020, between Hilton Grand Vacations Inc. and Equiniti Trust Company, as Rights Agent (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K (File No. 001-37794) filed on April 16, 2020).</a>
4.3	<a href="#">Indenture, dated June 4, 2021, among Hilton Grand Vacations Borrower Escrow, LLC, Hilton Grand Vacations Borrower Escrow, Inc., Hilton Grand Vacations Borrower LLC and Wilmington Trust, National Association, as Trustee (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K (File No. 0001-37794) filed on June 4, 2021).</a>
4.4 4.3	<a href="#">Form of 5.000% Note due 2029 (included in Exhibit 4.3) 4.2).</a>
4.5 4.4	<a href="#">Indenture, dated June 28, 2021, among Hilton Grand Vacations Borrower Escrow, LLC, Hilton Grand Vacations Borrower Escrow, Inc., Hilton Grand Vacations Borrower LLC and Wilmington Trust, National Association, as Trustee (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K (File No. 0001-37794) filed on June 28, 2021).</a>
4.6 4.5	<a href="#">Form of 4.875% Note due 2031 (included in Exhibit 4.5) 4.4).</a>
10.1	<a href="#">Tax Matters Agreement by and among Hilton Worldwide Holdings Inc., Park Hotels &amp; Resorts Inc., Hilton Grand Vacations Inc. and Hilton Domestic Operating Company Inc. (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K (File No. 001-37794) filed on January 4, 2017).</a>

10.2(a) [Amended and Restated License Agreement, dated as of March 10, 2021, by and between Hilton Worldwide Holdings Inc. and Hilton Grand Vacations Inc. \(incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K \(File No. 001-37794\) filed on March 11, 2021\).](#)

10.2(b) [First Amendment to Amended and Restated License Agreement, dated as of April 4, 2022, by and between Hilton Worldwide Holdings Inc., as the licensor, and Hilton Grand Vacations, as the licensee \(incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K \(File No. 001-37794\) filed on April 7, 2022\).](#)

10.3(a) 10.2(c) [Receivables Loan Second Amendment to Amended and Restated License Agreement, dated as of May 9, 2013 November 5, 2023, among by and between Hilton Worldwide Holdings Inc. and Hilton Grand Vacations Trust I LLC, as borrower, Wells Fargo Bank, National Association, as paying agent and securities intermediary, the persons from time to time party thereto as conduit lenders, the financial institutions from time to time party thereto as committed lenders, the financial institutions from time to time party thereto as managing agents, and Deutsche Bank Securities, Inc., as administrative agent and structuring agent \(incorporated by reference to Exhibit 10.7 to Hilton Worldwide Holdings Inc.'s Registration Statement on Form S-1 \(No. 333-191110\) filed on September 11, 2014\).](#)

10.3(b) [Amendment No. 1 to Receivables Loan Agreement, effective as of July 25, 2013, among Hilton Grand Vacations Trust I LLC, as borrower, Wells Fargo Bank, National Association, as paying agent and securities intermediary, Deutsche Bank AG, New York Branch, as a committed lender and a managing agent, Montage Funding, LLC, as a conduit lender, Deutsche Bank Securities, Inc., as administrative agent, and Bank of America, N.A., as assignee \(incorporated by reference to Exhibit 10.8 to Amendment No. 2 to Hilton Worldwide Holdings Inc.'s Registration Statement on Form S-1/A \(No. 333-191110\) filed on November 8, 2013\).](#)

10.3(c) [Omnibus Amendment No. 2 to Receivables Loan Agreement, Amendment No. 1 to Sale and Contribution Agreement and Consent to Custody Agreement, effective as of October 25, 2013, among Hilton Grand Vacations Trust I LLC, as borrower, Grand Vacations Services LLC, as servicer, Hilton Resorts Corporation, as seller, Wells Fargo Bank, National Association, as custodian, the financial institutions signatory thereto, as managing agents, and Deutsche Bank Securities, Inc., as administrative agent \(incorporated by reference to Exhibit 10.9 to Amendment No. 2 to Hilton Worldwide Holdings Inc.'s Registration Statement on Form S-1/A \(No. 333-191110\) filed on November 8, 2013\).](#)

10.3(d) [Amendment No. 3 to Receivables Loan Agreement, effective as of December 5, 2014, among Hilton Grand Vacations Trust I LLC, as borrower, Wells Fargo Bank, National Association, as paying agent and securities intermediary, Deutsche Bank AG, New York Branch, as a committed lender and a managing agent, Bank of America, N.A., as a committed lender and a managing agent, and Deutsche Bank Securities, Inc., as administrative agent \(incorporated by reference to Exhibit 10.1 to Hilton Worldwide Holdings Inc.'s Current Report on Form 8-K \(File No. 001-36243\) filed on December 8, 2014\).](#)

10.3(e) [Omnibus Amendment No. 4 to Receivables Loan Agreement and Amendment No. 2 to Sale and Contribution Agreement, effective as of August 18, 2016, among Hilton Grand Vacations Trust I LLC, as borrower, Hilton Resorts Corporation, as seller, Wells Fargo Bank, National Association, as paying agent and securities intermediary, the financial institutions signatory thereto, as managing agents, the financial institutions signatory thereto as committed lenders and Deutsche Bank Securities, Inc., as administrative agent \(incorporated by reference to Exhibit 10.11 to the Registrant's Registration Statement on Form 10-12B/A \(File No. 001-37794\) filed on September 16, 2016\).](#)

10.3(f) [Amendment No. 5 to Receivables Loan Agreement, effective as of October 4, 2016, among Hilton Grand Vacations Trust I LLC, as borrower, Wells Fargo Bank, National Association, as paying agent and securities intermediary, Deutsche Bank AG, New York Branch, as a committed lender and a managing agent, Bank of America, N.A., as a committed lender and a managing agent, and Deutsche Bank Securities, Inc., as administrative agent \(incorporated by reference to Exhibit 10.16 to the Registrant's Registration Statement on Form 10-12B/A \(File No. 001-37794\) filed on October 25, 2016\).](#)

10.3(g)	<a href="#">Amendment No. 6 to Receivables Loan Agreement and Assignment and Acceptance, effective as of December 14, 2016, among Hilton Grand Vacations Trust I LLC, as borrower, Wells Fargo Bank, National Association, as paying agent and securities intermediary, the financial institutions signatory thereto, as managing agents, the financial institutions signatory thereto as committed lenders and Deutsche Bank Securities, Inc., as administrative agent (incorporated by reference to Exhibit 10.37 to the Registrant's amended Annual Report on Form 10-K/A (File No. 001-37794) filed on March 13, 2018).</a>
10.3(h)	<a href="#">Amendment No. 7 to Receivables Loan Agreement, effective as of April 19, 2017, among Hilton Grand Vacations Trust I LLC, as borrower, Wells Fargo Bank, National Association, as paying agent and securities intermediary, the financial institutions signatory thereto, as managing agents, the financial institutions signatory thereto as committed lenders and Deutsche Bank Securities, Inc., as administrative agent (incorporated by reference to Exhibit 10.38 to the Registrant's amended Annual Report on Form 10-K/A (File No. 001-37794) filed on March 13, 2018).</a>
10.3(i)	<a href="#">Omnibus Amendment No. 8 to Receivables Loan Agreement and Amendment No. 3 to Sale and Contribution Agreement, effective as of March 9, 2018, by and among Hilton Grand Vacations Trust I LLC, as borrower, Hilton Resorts Corporation, as seller, Wells Fargo Bank, National Association, as paying agent and securities intermediary, the financial institutions signatory thereto as managing agents, the financial institutions signatory thereto as managing agents, the financial institutions signatory thereto as conduit lenders, the financial institution signatory thereto as committed lenders, and Deutsche Bank Securities, Inc., as administrative agent (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 001-37794) filed on March 13, 2018), November 7, 2023).</a>
10.3(j)10.3(a)	<a href="#">Omnibus Amendment No. 9 to Receivables Loan Agreement, Amendment No. 4 to Sale And Contribution Agreement effective as of May 14, 2018 by and among Hilton Grand Vacations Trust I LLC, as borrower, Hilton Resorts Corporation, as seller, Wells Fargo Bank, National Association, as paying agent and securities intermediary, the financial institutions signatory thereto as managing agents, the financial institutions signatory thereto as conduit lenders, the financial institutions signatory thereto as committed lenders, and Deutsche Bank Securities, Inc., as administrative agent (incorporated by reference to Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37794) filed on August 2, 2018).</a>
10.3(k)	<a href="#">Amendment No. 10 to Receivables Loan Agreement effective as of February 14, 2019 by and among Hilton Grand Vacations Trust I LLC, as borrower, the financial institutions signatory thereto as managing agents, the financial institutions signatory thereto as conduit lenders, the financial institutions signatory thereto as committed lenders and Deutsche Bank Securities, Inc., as administrative agent (incorporated by reference to Exhibit 10.9(k) to the Registrant's Annual Report on Form 10-K (File No. 001-37794) filed on February 28, 2019).</a>
10.3(l)	<a href="#">Omnibus Amendment No. 11 to Receivables Loan Agreement and Amendment No. 5 to Sale and Contribution Agreement, effective as of April 25, 2019, by and among Hilton Grand Vacations Trust I LLC, as borrower, Hilton Resorts Corporation, as seller, the financial institutions signatory thereto as managing agents, the financial institutions signatory thereto as conduit lenders, the financial institutions signatory thereto as committed lenders, and Bank of America, N.A., as administrative agent and managing agent, and Wells Fargo Bank, National Association as securities intermediary and paying agent (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 001-37794) filed on April 25, 2019).</a>
10.3(m)	<a href="#">Omnibus Amendment No. 12 to Receivables Loan Agreement, effective as of September 19, 2019, by and among Hilton Grand Vacations Trust I LLC, as borrower, Hilton Resorts Corporation, as seller, the financial institutions signatory thereto as managing agents, the financial institutions signatory thereto as conduit lenders, the financial institutions signatory thereto as committed lenders, Bank of America, N.A., as administrative agent, and Wells Fargo Bank, National Association, as securities intermediary and paying agent. (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37794) filed on October 31, 2019).</a>

10.3(n) [Omnibus Amendment No. 13 to Receivables Loan Agreement, effective as of January 17, 2020, by and among Hilton Grand Vacations Trust I LLC, as borrower, Hilton Resorts Corporation, the financial institutions signatory thereto as managing agents, the financial institutions signatory thereto as conduit lenders, the financial institutions signatory thereto as committed lenders, Bank of America, N.A., as administrative agent, and Wells Fargo Bank, National Association as securities intermediary and paying agent \(incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q \(File No. 001-37794\) filed on April 30, 2020\).](#)

10.3(o) [Omnibus Amendment No. 14 to Receivables Loan Agreement and Amendment No. 6 to Sale and Contribution Agreement, effective as of April 22, 2020, by and among Hilton Grand Vacations Trust I LLC, as borrower, the financial institutions signatory thereto as managing agents, the financial institutions signatory thereto as conduit lenders, the financial institutions signatory thereto as committed lenders, and Bank of America, N.A., as administrative agent and Wells Fargo Bank, National Association, as paying agent and securities intermediary \(incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K \(File No. 001-37794\) filed on April 28, 2020\).](#)

10.3(p) [Omnibus Amendment No. 15 to Receivables Loan Agreement and Amendment No. 7 to Sale and Contribution Agreement, effective as of May 8, 2020, by and among Hilton Grand Vacations Trust I LLC, as borrower, the financial institutions signatory thereto as managing agents, the financial institutions signatory thereto as conduit lenders, the financial institutions signatory thereto as committed lenders, and Bank of America, N.A., as administrative agent and Wells Fargo Bank, National Association, as paying agent and securities intermediary \(incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K \(File No. 001-37794\) filed on May 12, 2020\).](#)

10.3(q) [Omnibus Amendment No. 16 to Receivables Loan Agreement, Amendment No. 8 to the Sale and Contribution Agreement, and Amendment No. 1 to the Servicing Agreement, effective as of August 14, 2020, by and among Hilton Grand Vacations Trust I LLC, as borrower, Hilton Resorts Corporation, as seller, Grand Vacations Services LLC, as servicer, the financial institutions signatory thereto as managing agents, the financial institutions signatory thereto as conduit lenders, the financial institutions signatory thereto as committed lenders, Bank of America, N.A., as administrative agent, and Wells Fargo Bank, National Association, as paying agent, securities intermediary and backup servicer \(incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K \(File No. 001-37794\) filed on August 17, 2020\).](#)

10.3(r) [Amendment No. 17 to Receivables Loan Agreement, effective as of December 18, 2020, by and among Hilton Grand Vacations Trust I LLC, as borrower, the financial institutions signatory thereto as managing agents, the financial institutions signatory thereto as conduit lenders, the financial institutions signatory thereto as committed lenders and Bank of America, N.A., as administrative agent \(incorporated by reference to Exhibit 10.7 to the Registrant's Quarterly Report on Form 10-Q \(File No. 001-37794\) filed on April 29, 2021\).](#)

10.3(s) [Amendment No. 18 to Receivables Loan Agreement, effective as of March 22, 2021, by and among Hilton Grand Vacations Trust I LLC, as borrower, the financial institutions signatory thereto as managing agents, the financial institutions signatory thereto as conduit lenders, the financial institutions signatory thereto as committed lenders and Bank of America, N.A., as administrative agent \(incorporated by reference to Exhibit 10.8 to the Registrant's Quarterly Report on Form 10-Q \(File No. 001-37794\) filed on April 29, 2021\).](#)

10.3(t) [Omnibus Amendment No. 19 to Receivables Loan Agreement, Amendment No. 9 to Sale and Contribution Agreement and Amendment No. 1 to Custody Agreement, effective as of October 27, 2021, by and among Hilton Grand Vacations Trust I LLC, as borrower, Grand Vacations Services LLC, as servicer, Hilton Resorts Corporation, as Seller, the financial institutions signatory thereto as managing agents, the financial institutions signatory thereto as conduit lenders, the financial institutions signatory thereto as committed lenders and Bank of America, N.A., as administrative agent \(incorporated by reference to Exhibit 10.4\(t\) to the Registrant's Annual Report on Form 10-K \(File No. 001-37794\) filed on March 1, 2022\).](#)

10.3(u)	<a href="#">Amendment No. 20 to Receivables Loan Agreement, effective as of December 16, 2021, by and among Hilton Grand Vacations Trust I LLC, as borrower, the financial institutions signatory thereto as managing agents, the financial institutions signatory thereto as conduit lenders, the financial institutions signatory thereto as committed lenders and Bank of America, N.A., as administrative agent (incorporated by reference to Exhibit 10.4(u) to the Registrant's Annual Report on Form 10-K (File No. 001-37794) filed on March 1, 2022).</a>
10.3(v)	<a href="#">Amended and Restated Receivables Loan Agreement, dated as of May 3, 2022, among Hilton Grand Vacations Trust I LLC, as borrower, Wells Fargo Bank, National Association, as paying agent and securities intermediary, the persons from time to time party thereto as conduit lenders, the financial institutions from time to time party thereto as committed lenders, the financial institutions from time to time party thereto as managing agents, and Bank of America, N.A., as administrative agent and structuring agent (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 001-37794) filed on May 4, 2022).</a>
10.3(b)	<a href="#">First Amendment to Amended and Restated Receivables Loan Agreement, effective as of August 8, 2023, by and among Hilton Grand Vacations Trust I LLC as Borrower, the financial institutions signatory thereto as Managing Agents, the financial institutions signatory thereto as Conduit Lenders, the financial institutions signatory thereto as Committed Lenders, Bank of America, N.A. as Administrative Agent and Structuring Agent, and Computershare Trust Company, N.A. as Securities Intermediary, Paying Agent, Backup Servicer and Custodian (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly on Form 10-Q (File No. 001-37794) filed on November 6, 2023).</a>
10.4(a)†	<a href="#">Hilton Grand Vacations Inc. 2017 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.8 to the Registrant's Current Report on Form 8-K (File No. 001-37794) filed on January 4, 2017).</a>
10.4(b)†	<a href="#">2017 Declaration of Amendment to Hilton Grand Vacations Inc. 2017 Omnibus Incentive Plan (incorporated by reference to Appendix A of the Registrant's Definitive Proxy Statement on Schedule 14A (File No. 001-37794) filed on March 24, 2017).</a>
10.5†	<a href="#">Hilton Grand Vacations Inc. 2017 Stock Plan for Non-Employee Directors (incorporated by reference to Exhibit 10.9 to the Registrant's Current Report on Form 8-K (File No. 001-37794) filed on January 4, 2017).</a>
10.6(a)†	<a href="#">Severance Agreement, dated April 17, 2017, between Mark D. Wang and Hilton Grand Vacations Inc. (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K (File No. 001-37794) filed on April 17, 2017).</a>
10.6(b)†	<a href="#">Severance Agreement, dated April 17, 2017, between Charles R. Corbin and Hilton Grand Vacations, Inc. (incorporated by reference to Exhibit 10.7 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37794) filed on August 3, 2017).</a>
10.6(c)†	<a href="#">Severance Agreement, dated effective as of November 28, 2018, between Daniel J. Mathewes and Hilton Grand Vacations Inc. (incorporated by reference to Exhibit 10.15(h) to the Registrant's Annual Report on Form 10-K (File No. 001-37794) filed on February 28, 2019).</a>
10.6(d)†	<a href="#">Severance Agreement, dated effective as of December 3, 2018December 3, 2018, between Gordon S. Gurnik and Hilton Grand Vacations Inc. (incorporated by reference to Exhibit 10.15(i) to the Registrant's Annual Report on Form 10-K (File No. 001-37794) filed on February 28, 2019).</a>
10.6(e) †	<a href="#">Severance Agreement, effective as of October 7, 2020, by and between Hilton Grand Vacations Inc. and Jorge Pablo Brizi. (incorporated by reference to Exhibit 10.10j to the Registrant's Registration Statement on Form 10-K (File No. 001-37794) filed on March 1, 2021).</a>
10.7†	<a href="#">Form of Indemnification Agreement entered into between Hilton Grand Vacations Inc. and each of its directors and executive officers (incorporated by reference to Exhibit 10.5 to the Registrant's Registration Statement on Form 10-12B/A (File No. 001-37794) filed on November 14, 2016).</a>
10.8* 10.8	<a href="#">Hilton Grand Vacations Inc. Employee Stock Purchase Plan, amended and restated as of November 1, 2022. (incorporated by reference to Exhibit 10.8 to the Registrant's Annual Report on Form 10-K (File No. 001-37794) filed on March 1, 2023).</a>
10.9(a)†	<a href="#">Form of Restricted Stock Unit Agreement under Hilton Grand Vacations Inc. 2017 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 001-37794) filed on March 15, 2017).</a>
10.9(b)†	<a href="#">Form of Restricted Stock Unit</a>

[Agreement for Mr. Mark Wang under Hilton Grand Vacations Inc. 2017 Omnibus Incentive Plan \(incorporated by reference to Exhibit 10.3 to the Registrant's amended Current Report on Form 8-K/A \(File No. 001-37794\) filed on May 16, 2018\).](#)

10.10(a)† [Form of Nonqualified Stock Option Agreement under Hilton Grand Vacations Inc. 2017 Omnibus Incentive Plan \(incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K \(File No. 001-37794\) filed on March 15, 2017\).](#)

10.10(b)† [Form of Nonqualified Stock Option Agreement \(Converted Award – 2014 Grant\) under Hilton Grand Vacations Inc. 2017 Omnibus Incentive Plan \(incorporated by reference to Exhibit 10.14\(b\) to the Registrant's Quarterly Report on Form 10-Q \(File No. 001-37794\) filed on May 4, 2017\).](#)

10.10(c)† [Form of Nonqualified Stock Option Agreement \(Converted Award – 2015 Grant\) under Hilton Grand Vacations Inc. 2017 Omnibus Incentive Plan \(incorporated by reference to Exhibit 10.14\(c\) to the Registrant's Quarterly Report on Form 10-Q \(File No. 001-37794\) filed on May 4, 2017\).](#)

10.10(d)† [Form of Nonqualified Stock Option Agreement \(Converted Award – 2016 Grant\) under Hilton Grand Vacations Inc. 2017 Omnibus Incentive Plan \(incorporated by reference to Exhibit 10.14\(d\) to the Registrant's Quarterly Report on Form 10-Q \(File No. 001-37794\) filed on May 4, 2017\).](#)

10.10(e)† [Form of Nonqualified Stock Option Agreement for Mr. Mark Wang under Hilton Grand Vacations Inc. 2017 Omnibus Incentive Plan \(incorporated by reference to Exhibit 10.2 to the Registrant's amended Current Report on](#)

Form 8-K/A (File No. 001-37794) filed on May 16, 2018).

10.10(f)† Form of Nonqualified Stock Option Agreement (for the CEO) under Hilton Grand Vacations Inc. 2017 Omnibus Incentive Plan. (incorporated by reference to Exhibit 10.2 to the Registrant's amended Quarterly Report on Form 10-Q (File No. 001-37794) filed on April 27, 2023).

10.10(g)† Form of Nonqualified Stock Option Agreement (for all participants other than CEO) under Hilton Grand Vacations Inc. 2017 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.3 to the Registrant's amended Quarterly Report on Form 10-Q (File No. 001-37794) filed on April 27, 2023).

10.11(a)† Form of Performance and Service Based Restricted Stock Unit Agreement (for use for all named executive officers other than Mr. Mark Wang) under Hilton Grand Vacations Inc. 2017 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 001-37794) filed March 8, 2018).

10.11(b)†	<a href="#">Form of Amended and Restated Performance and Service Based Restricted Stock Unit Agreement (for use for all named executive officers other than Mr. Mark Wang) under Hilton Grand Vacations Inc. 2017 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 001-37794) filed on August 9, 2018).</a>
10.11(c)†	<a href="#">Form of Performance and Service Based Restricted Stock Unit Agreement for Mr. Mark Wang under Hilton Grand Vacations Inc. 2017 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.4 to the Registrant's amended Current Report on Form 8-K/A (File No. 001-37794) filed on May 16, 2018).</a>
10.11(d)†	<a href="#">Form of Amended and Restated Performance and Service Based Restricted Stock Unit Agreement for Mr. Mark Wang under Hilton Grand Vacations Inc. 2017 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K (File No. 001-37794) filed on August 9, 2018).</a>
10.11(e)†	<a href="#">Form of Second Amended and Restated Performance and Service Based Restricted Stock Unit Agreement under the Hilton Grand Vacations Inc. 2017 Omnibus Incentive Plan (for use for all named executive officers other than Mr. Mark Wang) (2019 awards) (incorporated by reference to Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37794) filed on April 30, 2020).</a>
10.11(f)†	<a href="#">Form of Second Amended and Restated Performance and Service Based Restricted Stock Unit Agreement for Mr. Mark Wang under the Hilton Grand Vacations Inc. 2017 Omnibus Incentive Plan (2019 awards) (incorporated by reference to Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37794) filed on April 30, 2020).</a>
10.11(g)†	<a href="#">Form of Second Amended and Restated Performance and Service Based Restricted Stock Unit Agreement for Mr. Mark Wang under the Hilton Grand Vacations Inc. 2017 Omnibus Incentive Plan (2020 awards) (incorporated by reference to Exhibit 10.7 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37794) filed on April 30, 2020).</a>
10.11(h)†	<a href="#">Form of Performance and Service-Based Restricted Stock Unit Agreement (for Mr. Wang) (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K (File No. 001-37794) filed on March 24, 2021). +</a>
10.11(i)†	<a href="#">Form of Transaction Incentive Performance RSU Agreement (CEO) (incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K File No. 0001-37794) filed on August 3, 2021).</a>
10.11(j)†	<a href="#">Form of Transaction Incentive Performance RSU Agreement (Non-CEO) (incorporated by reference to Exhibit 10.5 to the Registrant's Current Report on Form 8-K File No. 0001-37794) filed on August 3, 2021).</a>
10.12†	<a href="#">Form of Restricted Stock Unit Award Agreement for Non-Employee Directors under Hilton Grand Vacations Inc. 2017 Stock Plan for Non-Employee Directors (incorporated by reference to Exhibit 10.16 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37794) filed on May 4, 2017).</a>
10.13	<a href="#">Purchase Agreement, dated May 20, 2021, by and among Hilton Grand Vacations Borrower Escrow, LLC, Hilton Grand Vacations Borrower Escrow, Inc., and Hilton Grand Vacations Borrower LLC, in its capacity as guarantor of the HGV Escrow Guarantee and Deutsche Bank Securities Inc., on its own behalf and as representative of the Initial Purchasers (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-38894) filed on July 29, 2021).</a>
10.14	<a href="#">Purchase Agreement, dated June 14, 2021, by and among Hilton Grand Vacations Borrower Escrow, LLC, Hilton Grand Vacations Borrower Escrow, Inc., Hilton Grand Vacations Borrower LLC, in its capacity as guarantor of the HGV Escrow Guarantee and Deutsche Bank Securities Inc., on its own behalf and as representative of the Initial Purchasers. (incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-38894) filed on July 29, 2021).</a>

10.15	<a href="#">Stockholders Agreement, dated as of August 2, 2021, by and among Hilton Grand Vacations Inc., AP VIII Dakota Holdings, L.P., AP Dakota Co-Invest, L.P., and, for the purposes of Sections 7.2 and 7.3 thereof, Hilton Worldwide Holdings Inc. (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 0001-37794) filed on August 3, 2021).</a>
10.16	<a href="#">Joinder Agreement, dated as of August 2, 2021, of AP VIII Dakota Holdings Borrower, L.P. (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K (File No. 0001-37794) filed on August 3, 2021).</a>
10.17(a)	<a href="#">Credit Agreement, dated as of August 2, 2021, by and among Hilton Grand Vacations Parent LLC, as parent, Hilton Grand Vacations Borrower LLC, as the borrower, the guarantors from time to time party thereto and Bank of America, N.A., as administrative agent and collateral agent (incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K (File No. 0001-37794) filed on August 3, 2021).</a>
10.17(b)	<a href="#">Amendment No. 1 to the Credit Agreement, dated as of December 16, 2021, by and among Hilton Grand Vacations Parent LLC, as parent, Hilton Grand Vacations Borrower LLC, as the borrower, the guarantors from time to time party thereto and Bank of America, N.A., as administrative agent and collateral agent (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 0001-37794) filed on December 20, 2021).</a>
10.17(c)	<a href="#">Amendment No. 2 to the Credit Agreement, dated as of May 31, 2023, by and among Hilton Grand Vacations Borrower LLC, Bank of America, N.A., as administrative agent, an L/C Issuer and the SwingLine Lender and the Revolving Credit Lenders. (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 10-Q (File No. 001-37794) filed on August 3, 2023).</a>
10.17(d)*	<a href="#">Amendment No. 3 to the Credit Agreement, dated as of October 6, 2023 by and among Hilton Grand Vacations Borrower LLC, Hilton Grand Vacations Parent LLC, the guarantors party thereto, Bank of America N.A. as administrative agent and the Term Lenders party thereto.</a>
10.18†	<a href="#">Hilton Grand Vacations Inc. Executive Deferred Compensation Plan.(incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 001-37794) filed on November 8, 2021).</a>
10.19†	<a href="#">Hilton Grand Vacations Inc. Incentive Program (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 001-37794) filed on March 10, 2023).</a>
10.20†	<a href="#">Hilton Grand Vacations Inc. 2023 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 001-37794) filed on May 3, 2023).</a>
10.21(a)†	<a href="#">Form of Restricted Stock Unit Agreement Under Hilton Grand Vacations Inc. 2023 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37794) filed on August 3, 2023).</a>
10.21(b)†	<a href="#">Form of Restricted Stock Unit Agreement for Chief Executive Officer Under Hilton Grand Vacations Inc. 2023 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37794) filed on August 3, 2023).</a>
10.21(c)†	<a href="#">Form of Restricted Stock Unit Agreement for Non-Employee Directors under the Hilton Grand Vacations Inc. 2023 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37794) filed on August 3, 2023).</a>
10.21(d)†	<a href="#">Form of Performance and Service-Based Restricted Stock Unit Agreement under the Hilton Grand Vacations Inc. 2023 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37794) filed on August 3, 2023).</a>

10.21(e)†	<a href="#">Form of Performance and Service-Based Restricted Stock Unit Agreement for the Chief Executive Officer under the Hilton Grand Vacations Inc. 2023 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.6 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37794) filed on August 3, 2023).</a>
10.21(f)†	<a href="#">Form of Nonqualified Stock Option Agreement under the Hilton Grand Vacations Inc. 2023 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.7 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37794) filed on August 3, 2023).</a>
10.21(g)†	<a href="#">Form of Nonqualified Stock Option Agreement for the Chief Executive Officer under the Hilton Grand Vacations Inc. 2023 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.8 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37794) filed on August 3, 2023).</a>
21.1*	<a href="#">Subsidiaries of the Registrant.</a>
22	<a href="#">List of Issuer Subsidiaries of Guaranteed Securities and Guarantor Subsidiaries (incorporated by reference to Exhibit 22 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37794) filed on November 9, 2021 November 6, 2023).</a>
23.1*	<a href="#">Consent of Ernst &amp; Young LLP, Independent Registered Public Accounting Firm.</a>
31.1*	<a href="#">Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
31.2*	<a href="#">Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
32.1**	<a href="#">Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>
32.2**	<a href="#">Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>
97*	<a href="#">Incentive Compensation Clawback Policy.</a>
101.NS***	Inline XBRL Instance Document
101.SCH***	Inline XBRL Taxonomy Extension Schema Document.
101.CAL**	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF***	Inline XBRL Taxonomy Extension Definitions Linkbase Document.
101.LAB***	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE***	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	The cover page from the Company's Annual Report on Form 10-K for the year ended December 31, 2021, has been formatted in Inline XBRL.

\* Filed herewith.

\*\* Furnished not filed.

\*\*\* These interactive data files shall not be deemed filed for purposes of Section 11 or 12 of the Securities Act of 1933, as amended, or Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability under those sections.

† Denotes management contract or compensatory plan or arrangement.

# Pursuant to Item 601(b)(2) of Regulation S-K, certain schedules have been omitted. HGV agrees to furnish supplementally a copy of any omitted schedule to the SEC upon request.

#### SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on this **129<sup>st</sup>** day of **March 2023, February 2024**.

HILTON GRAND VACATIONS INC.

By: /s/ Mark D. Wang  
Name: Mark D. Wang  
Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on this **129<sup>st</sup>** day of **March 2023, February 2024**.

Signature	Title
<u>/s/ Mark D. Wang</u>	President and Chief Executive Officer
Mark D. Wang	(principal executive officer)
<u>/s/ Daniel J. Mathewes</u>	Senior Executive Vice President and Chief Financial Officer
Daniel J. Mathewes	(principal financial officer)
<u>/s/ Carlos Hernandez</u>	Senior Vice President and Chief Accounting Officer
Carlos Hernandez	(principal accounting officer)
<u>/s/ Leonard A. Potter</u>	Chairman of the Board of Directors
Leonard A. Potter	
<u>/s/ Brenda J. Bacon</u>	Director
Brenda J. Bacon	
<u>/s/ David W. Johnson</u>	Director
David W. Johnson	
<u>/s/ Mark H. Lazarus</u>	Director
Mark H. Lazarus	
<u>/s/ Pamela H. Patsley</u>	Director
Pamela H. Patsley	
<u>/s/ David Sambur</u>	Director
David Sambur	
<u>/s/ Alex van Hoek</u>	Director
Alex van Hoek	
<u>/s/ Paul W. Whetsell</u>	Director
Paul W. Whetsell	

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**Exhibit 10.13 EXECUTION VERSION**

**AMENDMENT NO. 3 TO THE CREDIT AGREEMENT**

AMENDMENT NO. 3 TO THE CREDIT AGREEMENT, dated as of October 6, 2023 (this "Amendment No. 3"), among HILTON GRAND VACATIONS INC.

EMPLOYEE STOCK PURCHASE PLAN BORROWER LLC, a Delaware limited liability company (the "Company"), HILTON GRAND VACATIONS PARENT LLC, a Delaware limited liability company ("Parent"), the other guarantors party hereto (the "Guarantors"), BANK OF AMERICA, N.A. as the administrative agent (in such capacity, the "Administrative Agent"), and the Term Lenders party hereto. Each capitalized term used herein and not otherwise defined herein shall have the same meaning as specified in the Amended Credit Agreement (as defined below).

(AMENDED AND RESTATED AS OF NOVEMBER 1, 2022)

**PRELIMINARY STATEMENTS:**

1. WHEREAS, the Company, Parent, the other guarantors from time to time party thereto, the Administrative Agent and the lenders from time to time party thereto are party to that certain Credit Agreement, dated as of August 2, 2021 (as amended by Amendment No. 1 to the Credit Agreement, dated as of December 16, 2021, and Amendment No. 2 to the Credit Agreement, dated as of May 31, 2023, and as further amended, supplemented or otherwise modified prior to the date hereof, the "Purpose Credit Agreement"; as amended by this Amendment No. 3, the "Amended Credit Agreement");

The purpose WHEREAS, the Company has requested an amendment to the Credit Agreement pursuant to which certain provisions of the Hilton Grand Vacations Inc. Employee Stock Purchase Plan, as it may Credit Agreement will be amended and/or restated (the "Plan"), is as set forth herein;

WHEREAS, pursuant to give Eligible Employees of Hilton Grand Vacations Inc., a Delaware corporation (the "Company"), and its Designated Companies an opportunity to acquire shares Section 10.01 of the common stock of Credit Agreement, the Company (the "Common Stock") and each Term Lender, have agreed to promote its best interests amend the Credit Agreement on the terms set forth herein; and enhance its long-term performance. This purpose will be carried through the granting of options to purchase shares of the Company's Common Stock through voluntary Contributions made by Participants. The Company intends for Offerings under the Plan to qualify as an "employee stock purchase plan" under Code Section 423 (each, a

WHEREAS, each Lender holding Initial Term Loans (the "Section 423 Offering Existing Term Loans" and, the Lenders with Existing Term Loans, the "Existing Term Lenders") and each other Lender that executes and delivers a consent (a "Consent") in the provisions form of Exhibit A to this Amendment No. 3 by 5:00 p.m., New York City time on September 28, 2023 (the "Consent Deadline") will have agreed to the terms of this Amendment No. 3 upon the effectiveness of this Amendment No. 3 on the Amendment No. 3 Effective Date (as defined below).

Therefore, in consideration of the Plan shall be construed so premises and agreements, provisions and covenants herein contained, the parties hereto agree as follows:

**SECTION 1. Amendments to comply with Credit Agreement.** Effective as of the requirements Amendment No. 3 Effective Date and subject to the satisfaction of Code the conditions precedent set forth in Section 4232 hereof, the Credit Agreement is hereby amended as follows:

(a) The following new defined terms are added to Section 1.01 of the Credit Agreement in appropriate alphabetical order:

**"Amendment No. 3"** means Amendment No. 3 to this Agreement dated as of October 6, 2023.

**"Amendment No. 3 Effective Date"** means October 6, 2023.

(b) the definition of "Adjusted Daily Simple SOFR" appearing in Section 1.01 of the Credit Agreement is hereby amended and restated in its entirety as follows:

**"Adjusted Daily Simple SOFR"** means a rate per annum equal to Daily Simple SOFR plus (a) for Initial Term Loans, 0.11448% and (b) for Revolving Credit Loans, 0.10%; provided that, (x) with respect to the Initial Term Loans, if Adjusted Daily Simple SOFR shall be less than 0%, such rate shall be deemed 0% for purposes of this Agreement and (y) with respect to the Revolving Credit Loans, if Adjusted Daily Simple SOFR shall be less than 0%, such rate shall be deemed 0% for purposes of this Agreement.;

(c) the definition of "Adjusted Term SOFR" appearing in Section 423 Offerings. Any provisions required 1.01 of the Credit Agreement is hereby amended and restated in its entirety as follows:

**"Adjusted Term SOFR"** means, for any Interest Period, a rate per annum equal to Term SOFR plus (a) for Initial Term Loans, 0.11448% for an Interest Period of one-month's duration, 0.26161% for an Interest Period of three-months' duration, and 0.42826% for an Interest Period of six-months' duration, and 0.71513% for an Interest Period of twelve-months' duration and (b) for Revolving Credit Loans, 0.10%; *provided that*, (x) with respect to the Initial Term Loans, if Adjusted Term SOFR shall be ~~included~~ less than 0%, such rate shall be deemed 0% for purposes of this Agreement and (y) with respect to the Revolving Credit Loans, if Adjusted Term SOFR shall be less than 0%, such rate shall be deemed 0% for purposes of this Agreement.;

(d) clause (a) of the definition of "Applicable Rate" appearing in Section 1.01 of the **Plan** under **Code Credit Agreement** is hereby amended and restated in its entirety as follows:

"(a) for Initial Term Loans, (1) for Term Benchmark Loans, 2.75% and (2) for Base Rate Loans, 1.75%";

(e) clause (i)(x) of the second to last paragraph of Section 423 are 3.03 of the Credit Agreement is hereby ~~included as fully as though set forth~~ ~~in~~ amended by replacing "0.50%" with "0%"; and

(f) Section 2.05(a)(iv) of the **Plan**. Notwithstanding **Credit Agreement** is amended by deleting both references to "on or prior to the foregoing, six-month anniversary of the **Committee** may also authorize **Closing Date**" and replacing such references with "on or prior to the grant six-month anniversary of Options under the **Plan** under Offerings that are not intended **Amendment No. 3 Effective Date**."

**SECTION 2. Conditions of Effectiveness to comply with Amendment No. 3.** This Amendment No. 3 shall become effective on the requirements of **Code Section 423**, which may, but are not required to, be made pursuant to any rules, procedures, or sub-plans (collectively, **date** (the "**Sub-Plans Amendment No. 3 Effective Date**") adopted by the Committee for such purpose (each, a "**Non-Section 423 Offering**").

## **2. Certain Definitions**

In addition to terms defined elsewhere in the **Plan**, when, and only when, the following **words and phrases** conditions shall have the meanings given below unless the Committee determines otherwise: been satisfied:

(a) "**Affiliate**" means any entity, the Administrative Agent shall have received counterparts (which shall be originals or pdf copies or other than facsimiles) of this Amendment No. 3 executed by (i) HGVI, (ii) each Loan Party and (iii) the New Lender (or written evidence satisfactory to the Administrative Agent (which may include a **Subsidiary**, **telecopy** or other electronic transmission of a signed signature page of this Amendment No. 3) that directly or through one or more intermediaries is controlled by, or is under common control with, the Company, as determined by the Committee, such party has signed a counterpart of this Amendment No. 3);

(b) "**Applicable Law**" means the Administrative Agent shall have received a Consent in the form of Exhibit A to this Amendment No. 3, duly executed by (i) each Existing Term Lender (excluding any applicable laws, rules **Non-Consenting Lender** (as defined below) and **regulations** (or similar guidance), including but not limited (ii) Lenders representing the Required Facility Lenders for the Initial Term Loans immediately prior to the **General Corporation Law Amendment No. 3 Effective Date**, in each case, by the Consent Deadline (or written evidence satisfactory to the Administrative Agent (which may include a **telecopy** or other electronic transmission of a signed signature page of a Consent) that such party has signed a Consent);

(c) the Administrative Agent shall have received a certificate, dated the **Amendment No 3 Effective Date** and signed by a Responsible Officer of the **State Company**, certifying on behalf of **Delaware**, the **Securities Act**, **Company** as to clauses (d) and (e) in Section 3 below;

(d) the **Exchange Act**, Administrative Agent shall have received, at least three Business Days prior to the **Code Amendment No. 3 Effective Date**, all documentation and the listing or other rules of any information required by regulatory authorities under applicable stock exchange, "know your customer" and the applicable laws of any foreign country or jurisdiction where Options are, or will be, granted under the **Plan**. References to any applicable laws, anti-money laundering rules and regulations, including, references without limitation, the USA PATRIOT Act and the Beneficial Ownership Regulation, that the Administrative Agent has requested at least ten Business Days prior to the **Amendment No. 3 Effective Date**;

(e) the **Company** shall have paid to the Administrative Agent all accrued and unpaid interest on the Initial Term Loans to, but not including, the **Amendment No. 3 Effective Date**;

(f) the Administrative Agent shall have received evidence of payment of (i) all reasonable and documented out-of-pocket costs and expenses due to the Administrative Agent in accordance with Section 10.04 of the Credit Agreement and to the extent invoiced at least three (3) Business Days prior to the **Amendment No. 3 Effective Date** for which, in the case of expenses, reasonably detailed invoices have been presented and (ii) all fees required to be paid on the **Amendment No. 3 Effective Date** pursuant to (x) that certain amended and restated engagement letter, dated as of September 29, 2023, between BofA Securities, Inc., Barclays Bank PLC, Deutsche Bank Securities Inc., JPMorgan Chase Bank, N.A., MUFG Bank Ltd., Wells Fargo Securities, LLC, Goldman Sachs Bank USA, Citizens Bank, N.A., Regions Capital Markets, a division of Regions Bank, Truist Securities, Inc., CIBC World Markets Corp., Fifth Third Bank, National Association, HSBC Securities (USA) Inc. and the **Company** and (y) any "Fee Letter" referred to therein; and

(g) an opinion from Simpson Thacher & Bartlett LLP, New York counsel to HGVI and the Loan Parties.

**SECTION 3. Representations and Warranties.** Each Loan Party and HGVI represents and warrants to the Administrative Agent and the Lenders that on and as of the Amendment No. 3 Effective Date:

(a) each Loan Party and HGVI (i) is a Person duly organized or formed, validly existing and in good standing (where relevant) under the Laws of the jurisdiction of its incorporation or organization and (ii) has all requisite power and authority to execute and deliver this Amendment No. 3 and perform its obligations under this Amendment No. 3 and the other Loan Documents to which it is a party, except in respect of clause (i) of this Section 3(a) (other than with respect to the Company), to the extent that failure to do so could not reasonably be expected to have a Material Adverse Effect;

(b) the execution and delivery by each Loan Party and HGVI of this Amendment No. 3 and the performance under this Amendment No. 3, are within HGVI's or such Loan Party's corporate or other powers and have been duly authorized by all necessary corporate or other organizational action, and do not (i) contravene the terms of any of such Person's Organization Documents, (ii) conflict with or result in any breach or contravention of, or the creation of any Lien under (other than as permitted by Section 7.01 of the Credit Agreement), or require any payment to be made under (x) any Contractual Obligation to which such Person is a party or affecting such Person or the properties of such Person or any of its Subsidiaries or (y) any material order, injunction, writ or decree of any Governmental Authority or any arbitral award to which such Person or its property is subject or (iii) violate any applicable Law, except with respect to any sections conflict, breach or other provisions contravention or payment (but not creation of applicable laws, Liens) referred to in clause (ii)(x), to the extent that such violation, conflict, breach, contravention or payment could not reasonably be expected to have a Material Adverse Effect;

(c) this Amendment No. 3 has been duly executed and delivered by HGVI and each Loan Party that is party hereto. This Amendment No. 3 constitutes, a legal, valid and binding obligation of HGVI and such Loan Party, enforceable against HGVI and such Loan Party that is party hereto in accordance with its terms, except as such enforceability may be limited by (i) Debtor Relief Laws and by general principles of equity, (ii) the need for filings, recordations and registrations necessary to perfect the Liens on the Collateral granted by the Loan Parties in favor of the Secured Parties and (iii) the effect of foreign Laws, rules and regulations shall also refer as they relate to pledges, if any, successor of Equity Interests in Foreign Subsidiaries;

(d) the representations and warranties of each Loan Party set forth in Article V of the Amended Credit Agreement and in each other Loan Document are true and correct in all material respects (except that any representation and warranty that is qualified as to "materiality" or amended provisions thereto unless "Material Adverse Effect" are true and correct in all respects as so qualified) on and as of the Committee determines otherwise. Further, references Amendment No. 3 Effective Date with the same effect as though made on and as of such date, except to the extent such representations and warranties expressly relate to an earlier date, in which case they are true and correct in all material respects as of such earlier date; and

(e) no Event of Default has occurred and is continuing or exists after giving effect to this Amendment No. 3.

**SECTION 4. New Lenders and Non-Consenting Lenders.**

(a) If any section Existing Term Lender (each, a "Non-Consenting Lender") declines or fails to consent to this Amendment No. 3 by failing to return an executed Consent to the Administrative Agent prior to the Consent Deadline or elects to assign its Existing Term Loans as provided in its executed Consent, then pursuant to and in compliance with the terms of Section 3.07(d) of the Credit Agreement, such Non-Consenting Lender may be replaced and all of its interests, rights and obligations under the Credit Agreement and the related Loan Documents with respect to its Existing Term Loans purchased and assumed by either a law shall new lender or an existing Lender which is willing to execute the Consent. As of the Amendment No. 3 Effective Date, each Non-Consenting Lender will be deemed to include have executed an Assignment and Assumption Agreement ("Assignment Agreement") for all of its then outstanding Existing Term Loans and will be deemed to have assigned all of its then outstanding Existing Term Loans to Bank of America, N.A. (the "New Lender"), in each case pursuant to and in compliance with the terms of Section 3.07(b) of the Credit Agreement.

(b) The New Lender hereby (i) confirms that it has received a copy of the Credit Agreement and the other Loan Documents and the exhibits thereto, together with copies of the financial statements referred to therein and such other documents and information as it has deemed appropriate to make its own credit analysis and decision to enter into this Amendment No. 3, (ii) agrees that it will, independently and without reliance upon the Administrative Agent or any regulations other Lender and based on such documents and information as it shall deem appropriate at the time, continue to make its own credit decisions in taking or not taking action under the Credit Agreement, (iii) appoints and authorizes the Administrative Agent to take such actions as agent on its behalf and to exercise such powers under the Credit Agreement and the other interpretive guidance under Loan Documents as are delegated to the Administrative Agent by the terms thereof, together with such section, unless powers as are reasonably incidental thereto and (iv) agrees that it will perform in accordance with their terms all of the Committee determines otherwise. obligations which by the terms of the Credit Agreement are required to be performed by it as a Lender.

(c) "Board" means The Administrative Agent hereby (i) consents to the Board of Directors assignment of the Company, then outstanding Existing Term Loans of each Non-Consenting Lender to the New Lender in accordance with Section 10.07 of the Credit Agreement and (ii) agrees that no assignment fees specified in Section 10.07 shall be required to be paid by the Company (or otherwise) in connection with such assignment.

(d) This Amendment No. 3 shall constitute the notice required under Section 3.07(a) of the Credit Agreement.

(e) **Change in Control** For the avoidance of doubt, all Existing Term Loans shall continue to be outstanding as Initial Term Loans under the Amended Credit Agreement on and after the Amendment No. 3 Effective Date, subject to the terms of this Amendment No. 3, and for the avoidance of doubt the Initial Term Loans shall continue as the same Class of Term Loans for all purposes under the Credit Agreement.

**SECTION 5. "shall have Reference to and Effect on the meaning given such term Credit Agreement and the Loan Documents.**

(a) On and after the Amendment No. 3 Effective Date, each reference in the **Hilton Grand Vacations Inc. 2017 Omnibus Incentive Plan Credit Agreement** to "this Agreement", "hereunder", "hereof" or any successor plan thereto, words of like import referring to the Credit Agreement, and each reference in the Notes and each of the other Loan Documents to "the Credit Agreement", "thereunder", "thereof" or words of like import referring to the Credit Agreement, shall mean and be a reference to the Amended Credit Agreement. This Amendment No. 3 constitutes a "Loan Document" under and for all purposes of the Loan Documents.

(b) The Credit Agreement, as specifically amended by this Amendment No. 3, is and shall continue to be in full force and effect and is hereby in all respects ratified and confirmed. Without limiting the generality of the foregoing, the Collateral Documents and all of the Collateral described therein do and shall continue to secure the payment of all Obligations of the Loan Parties under the Loan Documents, in each case as amended and/or restated by this Amendment No. 3.

(e)(c) **"Code"** means The execution, delivery and effectiveness of this Amendment No. 3 shall not, except as expressly provided herein, operate as a waiver of any right, power or remedy of any Lender or the U.S. Internal Revenue Code of 1986, as amended.

(f) **"Committee"** means the Compensation Committee

Administrative Agent under any of the Board, which has authority to administer the Plan pursuant to Section 4 herein.

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(g) **"Common Stock"** means shares Loan Documents, nor constitute a waiver of any provision of any of the common stock Loan Documents.

(d) This Amendment No. 3 shall not extinguish the Obligations for the payment of money outstanding under the Credit Agreement or discharge or release the lien or priority of any Loan Document or any other security therefor or any guarantee thereof, and the liens and security interests existing immediately prior to the Amendment No. 3 Effective Date in favor of the Company, par value \$0.01 per share, Collateral Agent for the benefit of the Secured Parties securing payment of the Obligations are in all respects continuing and any successor securities thereto.

(h) **"Company"** means Hilton Grand Vacations Inc., in full force and effect with respect to all Obligations. Except as expressly provided, nothing herein contained shall be construed as a Delaware corporation, substitution or novation, or a payment and any successor thereto.

(i) **"Compensation"** has reborrowing, or a termination, of the meaning given to such term in Section 6(e).

(j) **"Contributions"** means the amount of Compensation contributed by a Participant through payroll deductions; provided, however, that "Contributions" may also include other payments that the Committee may permit a Participant to make to fund the exercise of Options to purchase shares of Common Stock Obligations outstanding under the Plan to Credit Agreement or instruments guaranteeing or securing the extent payroll deductions same, which shall remain in full force and effect, except as modified hereby or by instruments executed concurrently herewith. Nothing expressed or implied in Amendment No. 3 or any other document contemplated hereby shall be construed as a release or other discharge of any Loan Party under the Credit Agreement or any Loan Document from any of its obligations and liabilities thereunder, and except as expressly provided, such obligations are not permitted by Applicable Law, as determined by the Company in its sole discretion.

(k) **"Designated Company"** means any Subsidiary or Affiliate, whether now existing or existing in the future, that has been designated by the Committee from time to time in its sole discretion as eligible to participate in the Plan. The Committee may designate Subsidiaries or Affiliates as Designated Companies in a Non-Section 423 Offering. For purposes of a Section 423 Offering, all respects continuing with only the Company and its Subsidiaries may be Designated Companies; provided, however, that at any given time, a Subsidiary that is a Designated Company under a Section 423 Offering will not be a Designated Company under a Non-Section 423 Offering.

(l) **"Effective Date"** means the effective date of the Plan terms being modified as provided in Section 3 herein. this Amendment No. 3.

(m) **Eligible Employee** SECTION 6. "means any Employee of the Company or a Designated Company other than (i) any Employee whose customary employment is for 20 hours or less per week or (ii) any Employee whose customary employment is for not more than five months. Execution in Counterparts. This Amendment No. 3 may be executed in any calendar year; provided, however, that the Committee may determine prior to any Purchase Period Commencement Date that Employees outside the United States who are participating in a separate Offering or number of counterparts and by different parties hereto in separate Offerings shall be "Eligible Employees" even if they do not meet the requirements of (i) and (ii) above if and to the extent required by Applicable Law.

(n) **"Employee"** means an employee of the Company or a Subsidiary or Affiliate. For the purposes herein, the existence of an employment relationship will be determined in accordance with Regulation Section 1.421-1(h).

(o) **"Exchange Act"** means the U.S. Securities Exchange Act of 1934, counterparts as amended.

(p) **"Exercise Date"** means the date of exercise of an Option granted under the Plan. The Exercise Date shall be the Purchase Period Termination Date with respect to each Purchase Period.

(q) **"Fair Market Value"** means, unless the Committee determines otherwise, on a given date (the "valuation date") (i) if the Common Stock is listed on a national securities exchange, the closing sales price of the Common Stock reported on the primary exchange on which the Common Stock is listed and traded on such date, or, if there are no such sales on that date, then on the last preceding date on which such sales were reported; (ii) if the Common Stock is not listed on any national securities exchange but is quoted in an inter-dealer quotation system on a last sale basis, the average between the closing bid price and ask price reported on such date, or, if there is no such sale on that date, then on the last preceding date on which a sale was reported; or (iii) if the Common Stock is not listed on a national securities exchange or quoted in an inter-dealer quotation system on a last sale basis, then Fair Market Value shall be determined by the Committee in accordance with the applicable provisions of Section 20.2031-2 of the Federal Estate Tax Regulations, or in any other manner consistent with the Code. Notwithstanding any provision of the Plan to the contrary, no determination made with respect to the Fair Market Value of the Common Stock subject to an Option shall be inconsistent with Code Section 423.

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(r) **"Grant Date"** means the date of grant of an Option pursuant to the Plan. The Grant Date shall be the Purchase Period Commencement Date with respect to each Purchase Period.

(s) **"Offering"** means a Section 423 Offering or a Non-Section 423 Offering of an Option to purchase shares of Common Stock under the Plan during a Purchase Period. Unless otherwise specified by the Committee, each Offering to the Eligible Employees of the Company or a Designated Company shall be deemed a separate Offering, even if the dates and other terms of the applicable Purchase Periods of each such Offering are identical, and the provisions of the Plan will separately apply to each such Offering. With respect to Section 423 Offerings, the terms of each Offering need not be identical provided that the terms of the Plan and an Offering together satisfy Code Section 423 of the Code and the United States Treasury Regulations thereunder; a Non-Section 423 Offering need not satisfy such regulations.

(t) **"Option"** means an option granted hereunder which entitles a Participant to purchase shares of Common Stock in accordance with the terms of the Plan.

(u) **"Option Price"** means the price per share of Common Stock subject to an Option, as determined in accordance with Section 7(b).

(v) **"Parent"** means any present or future corporation which would be a parent corporation as that term is defined in Code Section 424.

(w) **"Participant"** means an Eligible Employee who is a participant in the Plan.

(x) **"Plan"** means the Hilton Grand Vacations Inc. Employee Stock Purchase Plan, as it may be amended and/or restated.

(y) **"Purchase Period"** means each six-month period during which an offering to purchase Common Stock is made to Eligible Employees pursuant to the Plan. There shall be two Purchase Periods in each calendar year, with the first Purchase Period in a year generally commencing on January 1 and ending on June 30, and the second Purchase Period in a calendar year generally commencing on July 1 and ending on December 31 of that year. Notwithstanding the foregoing (i) the first Purchase Period after the Effective Date of the Plan shall begin on or as close in time as practicable following July 1, 2017 as determined by the Committee or its designees in its or their discretion. Further, the Committee shall have the power to change the duration of Purchase Periods (including

the Purchase Period Commencement Date and the Purchase Period Termination Date for any Purchase Period) with respect to any offering, provided such change is announced a reasonable period of time prior to the effective date of such change, and, provided further, that in no event shall a Purchase Period be greater than 27 months.

(z) "Purchase Period Commencement Date" means the first day of each Purchase Period. There shall be two Purchase Period Commencement Dates in each calendar year, which generally shall be (i) January 1 of each calendar year and (ii) July 1 of each calendar year.

(aa) "Purchase Period Termination Date" means the last day of each Purchase Period. There shall be two Purchase Period Termination Dates in each calendar year, which generally shall be (i) June 30 of each year and (ii) December 31 of each year.

(ab) "Related Corporation" means a Parent or Subsidiary as defined under Code Section 424.

(ac) "Securities Act" means the U.S. Securities Act of 1933, as amended.

(ad) "Subsidiary" means any present or future corporation which is or would be a "subsidiary corporation" of the Company as that term is defined in Code Section 424.

(ae) "Tax-Related Items" means any income tax, social insurance, payroll tax, fringe benefit tax, payment on account or other tax-related items arising in relation to a Participant's participation in the Plan.

### 3. Effective Date; Term

The Effective Date of the Plan shall be May 10, 2017. The Plan was most recently amended and restated on November 1, 2022. The term of the Plan shall continue until terminated by the Board pursuant to Section 14 herein.

### 4. Administration

(a) The Plan shall be administered by the Committee, unless the Board elects to assume administration of the Plan in whole or in part. References to the "Committee" include the Board if it is acting in an administrative capacity with respect to the Plan. Committee members shall be intended to qualify as "independent directors" (or terms of similar meaning) if and to the extent required under Applicable Law. However, the fact that a Committee member shall fail to qualify as an independent director shall not invalidate any Option or other action taken by the Committee under the Plan.

(b) In addition to action by meeting in accordance with Applicable Law, any action of the Committee may be taken by a written instrument signed by all of the members of the Committee and any action so taken by written consent shall be as fully effective as if it had been taken by a majority of the members at a meeting duly held and called. Subject to the provisions of the Plan and Applicable Law, the Committee shall have full and final authority, in its discretion, to take any action with respect to the Plan, including, without limitation, the following: (i) to establish, amend and rescind rules and regulations for the administration of the Plan; (ii) to prescribe the form(s) of any agreements or other instruments used in connection with the Plan; (iii) to determine the terms and provisions of the Options granted hereunder; (iv) determine eligibility and adjudicate all disputed claims filed under the Plan, including whether Eligible Employees shall participate in a Section 423 Offering or a Non-Section 423 Offering and which Subsidiaries and Affiliates shall be Designated Companies participating in either a Section 423 Offering or a Non-Section 423 Offering; and (v) to construe and interpret the Plan, the Options, the rules and regulations, and the agreements or other written instruments, and to make all other determinations necessary or advisable for the administration of the Plan, convenient, including without limitation, the adoption of such Sub-Plans as are necessary or appropriate to permit the participation in the Plan by Eligible Employees who are foreign nationals or employed outside the United States, as further set forth in Section 4(c) below. The determinations of the Committee on all matters regarding the Plan shall be conclusive. Except to the extent prohibited by the Plan or Applicable Law, both paper and subject to such terms and conditions as may be established by the Committee, the Committee may appoint one or more agents to assist in the administration of the Plan and may delegate any part of its responsibilities and powers to any such person or persons appointed by it. No member of the Board or Committee, as applicable, shall be liable while acting as administrator for any action or determination made in good faith with respect to the Plan or any Option granted thereunder.

(c) Notwithstanding any provision to the contrary in this Plan, the Committee may adopt such Sub-Plans relating to the operation and administration of the Plan to accommodate the specific requirements of local laws and procedures for jurisdictions outside of the United States, the terms electronic counterparts, each of which Sub-Plans may take precedence over other provisions of this Plan, with the exception of Section 5 hereof, but unless otherwise

superseded by the terms of such Sub-Plan, the provisions of this Plan shall govern the operation of such Sub-Plan. To the extent inconsistent with the requirements of Code Section 423, any such Sub-Plan shall be considered part of a Non-Section 423 Offering, and Options granted thereunder shall not be required by the terms of the Plan to comply with Code Section 423. Without limiting the generality of the

foregoing, the Committee is authorized to adopt Sub-Plans for particular non-U.S. jurisdictions that modify the terms of the Plan to meet applicable local requirements regarding, without limitation, (i) eligibility to participate, (ii) the definition of Compensation, (iii) the dates and duration of Purchase Periods or other periods during which Participants may make Contributions towards the purchase of shares of Common Stock, (iv) the method of determining the Option Price and the discount from Fair Market Value at which shares of Common Stock may be purchased, (v) any minimum or maximum amount of Contributions a Participant may make during a Purchase Period or other specified period under the applicable Sub-Plan, (vi) the treatment of Options upon a Change in Control or a change in capitalization of the Company, (vii) the handling of payroll deductions, (viii) establishment of bank, building society or trust accounts to hold Contributions, (ix) payment of interest, (x) conversion of local currency, (xi) obligations to pay payroll tax, (xii) determination of beneficiary designation requirements, (xiii) withholding procedures and (xiv) handling of share issuances.

**5. Shares Subject to Plan; Limitations on Purchases and Options**

(a) **Shares Subject to Plan.** The aggregate number of shares of Common Stock available for the issuance of shares pursuant to the Plan is 2,500,000 shares, subject to adjustment pursuant to Section 11 herein. Shares of Common Stock distributed pursuant to the Plan shall be authorized but unissued shares, treasury shares or shares purchased on the open market or by private purchase. The Company hereby reserves sufficient authorized shares of Common Stock to provide for the exercise of Options granted hereunder. In the event that any Option granted under the Plan expires unexercised or is terminated, surrendered or canceled without being exercised, in whole or in part, for any reason, the number of shares of Common Stock subject to such Option shall again be available for issuance under the Plan and shall not reduce the aggregate number of shares of Common Stock available for the grant of Options or issuance under the Plan as set forth herein.

(b) **Limitations on Purchases and Options.** If, on a given Purchase Period Termination Date, the number of shares of Common Stock with respect to which Options are to be exercised exceeds the number of shares then available under the Plan, the Company shall make a pro rata allocation of the shares remaining available for purchase in as uniform a manner as shall be practicable and as it shall determine to be equitable, and in no event shall the number of shares offered for purchase during any Purchase Period exceed the number of shares then available under the Plan. In addition, the maximum number of shares that may be purchased during any single Purchase Period shall not exceed 500,000 shares (subject to adjustment as provided in Section 11 herein), and, if the number of shares subject to Options that would otherwise be granted during a Purchase Period based on accumulated Contributions under Section 7(a) exceeds 500,000 shares, then the Company shall make a pro rata allocation of the number of shares subject to each Participant's Option for that Purchase Period in as uniform a manner as practicable and as the Company shall determine to be equitable, when so as not to exceed the 500,000 share limitation for any Purchase Period. In the event that any pro rata allocation is made pursuant to this Section 5(b), any Contributions of a Participant not applied to the purchase of shares during such Purchase Period shall be returned to such Participant (without interest, unless otherwise required by Applicable Law). In addition, the maximum number of shares of Common Stock that may be purchased by any Participant during any Purchase Period shall equal \$12,500 divided by the Fair Market Value per share of the Common Stock on the Purchase Period Commencement Date (subject to adjustment as provided in Section 11 herein). Notwithstanding the foregoing, the Committee has authority, by resolution or otherwise, to modify the foregoing limitation on the number of shares of Common Stock that may be purchased by a Participant in any particular Purchase Period.

**6. Eligibility and Participation; Payroll Deductions**

(a) **General.** Options may only be granted to Eligible Employees of the Company or a Designated Company.

(b) **Initial Eligibility.** Any Eligible Employee who shall be employed by the Company or a Designated Company on the date his participation in the Plan is to become effective shall be eligible to be a Participant during any Purchase Periods which commence on or after his employment commences.

(c) **Leave of Absence.** For purposes of participation in the Plan, a person on leave of absence executed shall be deemed to be an Employee for original and all of which taken together shall constitute but one and the first 90 days same agreement. This Amendment No. 3 and any document, amendment, approval, consent, information, notice, certificate, request, statement, disclosure or authorization related to this Amendment No. 3 (each an "Amendment Communication"), including Amendment Communications required to be in writing, may be in the form of such leave an Electronic Record and may be executed using Electronic Signatures. Each of absence and such Employee's employment the parties hereto agrees that any Electronic Signature on or associated with any Amendment Communication shall be deemed to have terminated at valid and binding on each of the close of business on the 90th day of such leave of absence unless such Employee shall have returned to regular full-time or part-time employment (as the case may be) prior parties hereto to the close same extent as a manual, original signature, and that any Amendment Communication entered into by Electronic Signature will constitute the legal, valid and binding obligation of business on such 90th day or unless such Employee has a right to reemployment that is guaranteed either by statute or contract. Termination by the Company of any Employee's leave of absence, other than termination of such leave of absence on return to full-time or part-time employment, shall terminate an Employee's employment for all purposes each of the Plan and shall terminate parties hereto enforceable against such Employee's participation in the Plan and right to exercise any Option, unless such Employee has a right to reemployment that is guaranteed either by statute or contract.

(d) **Commencement of Participation.** An Eligible Employee shall become a Participant by completing an authorization for Contributions on the form provided by the Company (and such other documents as may be required by the Committee) and delivering such forms and documents to the Company or an agent designated by the Company on or before the date set therefor by the Committee, which date shall be prior to the Purchase Period Commencement Date for the applicable Purchase Period. Contributions for a Participant during a Purchase Period shall commence on the applicable Purchase Period Commencement Date when his authorization for a Contribution becomes effective and shall continue for successive Purchase Periods during which the Participant is eligible to participate in the Plan, unless authorizations are withdrawn or participation is terminated, as provided in Section 9.

(e) **Amount of Contributions; Determination of Compensation.** At the time a Participant files his authorization for Contributions, he shall elect to have deductions or other Contributions made from his pay on each payday that he is a Participant during a Purchase Period at a rate of not less than 1% nor more than 15% (in whole percentages only) of his Compensation. A Participant's Compensation during any Purchase Period means his cash earnings, including base salary, wages, bonuses, commissions and other forms of incentive compensation (but excluding gifts, prizes, awards, relocation payments or similar elements of compensation), determined as of the date of the Contribution or such other date or dates as may be determined by the Committee. Such Compensation rates shall be determined by the Committee in a nondiscriminatory manner consistent with the provision of Code Section 423.

(f) **Participant's Account; No Interest.** All Contributions made by a Participant shall be credited to his account under the Plan. A Participant may not make any separate cash payment into such account except when on leave of absence and then only as provided in Section 6(h) herein or unless otherwise required by Applicable Law. In no event shall interest accrue on any Contributions made by a Participant, unless otherwise required by Applicable Law.

(g) **Changes in Payroll Deductions.** A Participant may withdraw, terminate or discontinue his participation in the Plan as provided in Section 9, but no other change can be made during a Purchase Period and, specifically, a Participant may not alter the amount of his Contributions for that Purchase Period. Notwithstanding the foregoing, to the extent necessary to comply with the limitation of Code Section 423(b)(8), or Section 5, Section 13(a) and/or Section 13(b) of the Plan, a Participant's Contribution election may be decreased to 0% at any time during a Purchase Period. In such event, Contributions shall resume at the rate previously elected by the Participant beginning as of the next Purchase Period, unless otherwise provided under the terms of the Plan.

(h) **Participation During Leave of Absence.** If a Participant goes on a leave of absence, such Participant shall have the right to elect to: (i) withdraw the balance in his account

pursuant to Section 9; (ii) discontinue Contributions to the Plan but remain a Participant in the Plan; or (iii) remain a Participant in the Plan during such leave of absence, authorizing Contributions to be made from payments by the Company or a Subsidiary or Affiliate to the Participant during such leave of absence and undertaking to make cash payments to the Plan at the end of each payroll period to the extent that amounts payable by the Company or any Subsidiary or Affiliate to such Participant are insufficient to meet such Participant's authorized Contributions.

(i) **Special Eligibility Rules for Foreign Participants.** Notwithstanding the provisions of Section 2(m) herein, Eligible Employees who are citizens or residents of a foreign jurisdiction (without regard to whether they are also citizens of the United States or resident aliens) may be excluded from the Plan or an Offering if (i) the grant of an Option under the Plan or Offering to a citizen or resident of the foreign jurisdiction is prohibited under Applicable Law; or (ii) compliance with the Applicable Law would cause the Plan or Offering to violate the requirements of Code Section 423. In the case of a Non-Section 423 Offering, an Eligible Employee (or group of Eligible Employees) may be excluded from participation in the Plan or an Offering if the Committee has determined, in its sole discretion, that participation of such Eligible Employee(s) is not advisable or practicable for any reason. Further, notwithstanding the provisions of Section 2(m), an Employee who does not otherwise qualify as an Eligible Employee may, in the Committee's discretion, participate in a Non-Section 423 Offering if and to the extent required by Applicable Law.

## 7. **Grant of Options**

(a) **Number of Shares Subject to Option.** On the Purchase Period Commencement Date of each Purchase Period, a Participant shall be granted an Option to purchase on the Purchase Period Termination Date of such Purchase Period, at the applicable Option Price, such number of shares of Common Stock as is determined by dividing the amount of the Participant's Contributions accumulated as of the Purchase Period Termination Date and retained in the Participant's account as of the Purchase Period Termination Date by the applicable Option Price (as determined **party** in accordance with Section 7(b) herein); provided, however, that (i) no Participant **the terms hereof to the same extent as if a manually executed original signature was delivered. Any other Amendment Communication may purchase shares of Common Stock be executed in excess of the limitations set forth in Section 5(b) or Section 13(b) herein, and the any** number of shares subject to an Option shall be adjusted counterparts and by different parties thereto in separate counterparts as necessary **to conform to such limitations; or convenient, including both paper and (ii) in no event shall the aggregate number electronic counterparts, each of shares deemed to be subject to Options during a Purchase Period exceed the number of shares then available under the Plan or the number of shares available for any single Purchase Period (as provided in Section 5 herein), and the number of shares deemed to be subject to Options shall be adjusted as necessary to conform to these limitations.** The Fair Market Value of the Common Stock shall be determined as provided in Section 2(q) and 7(b) herein, and a Participant's Compensation shall be determined according to Section 6(e) herein.

(b) **Option Price.** The Option Price per share of Common Stock purchased with Contributions made during such a Purchase Period for a Participant shall be equal to 85% of the Fair Market Value per share of the Common Stock on the Purchase Period Commencement Date or the Purchase Period Termination Date (the applicable Exercise Date), whichever is lower (provided that, in no event shall the Option Price per share be less than the par value per share of the Common Stock).

## 8. **Exercise of Options**

(a) **Automatic Exercise.** Unless a Participant gives written notice to the Company or an agent designated by the Company of withdrawal or terminates employment as hereinafter provided, his Option for the purchase of Common Stock with Contributions made during any Purchase Period will be deemed to have been exercised automatically on the Purchase Period Termination Date applicable to such Purchase Period, for the purchase of the number of full shares of Common Stock which the accumulated Contributions in his account at that time will

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purchase at the applicable Option Price (but not in excess of the number of shares for which Options have been granted to the Participant pursuant to Section 5 and Section 7(a)).

(b) **Termination of Option.** An Option granted during any Purchase Period shall expire on the earlier of (i) the date of termination of the Participant's employment, except as otherwise provided in Section 6(h) (regarding leaves of absence), or as otherwise required by Applicable Law, or (ii) the end of the last day of the applicable Purchase Period.

(c) **Fractional Shares; Excess Amounts.** Fractional shares will not be issued under the Plan. Any excess Contributions in a Participant's account which would have been used to purchase fractional shares will be automatically re-invested in a subsequent Purchase Period unless the Participant timely revokes his authorization to re-invest such excess amounts or the Company elects to return such Contributions to the Participant. Except as permitted by the foregoing, any amounts that were contributed but not applied toward the purchase of shares of Common Stock shall not be carried forward to future Purchase Periods and shall be returned to Participants.

(d) **Share Certificates; Credit to Participant Accounts.** As promptly as practicable after the Purchase Period Termination Date of each Purchase Period, the shares of Common Stock purchased by a Participant for the Purchase Period shall be credited to such Participant's account maintained by the Company, a stock brokerage or other financial services firm designated by the Company or the Participant or other similar entity, unless the Participant elects to have the Company deliver to the Participant certificates for the shares of Common Stock purchased upon exercise of his Option. If a Participant elects to have shares credited to his account (rather than certificates issued), a report will be made available to such Participant after the close of each Purchase Period stating the entries made to such Participant's account, the number of shares of Common Stock purchased and the applicable Option Price.

**9. Withdrawal; Termination of Employment**

(a) **Withdrawal.** A Participant may withdraw Contributions credited to his account during a Purchase Period at any time prior to the applicable Purchase Period Termination Date by giving sufficient prior written notice to the Company or an agent designated by the Company. All of the Participant's Contributions credited to his account will be paid to him promptly (without interest, unless otherwise required by Applicable Law) after receipt of his notice of withdrawal, and no further Contributions will be made from his Compensation during such Purchase Period. The Company may, at its option, treat any attempt to borrow by an Employee on the security of his accumulated Contributions as an election to withdraw such Contributions. A Participant's withdrawal from any Purchase Period will not have any effect upon his eligibility to participate in any succeeding Purchase Period or in any similar plan which may hereafter be adopted by the Company. Notwithstanding the foregoing, however, if a Participant withdraws during a Purchase Period, Contributions shall not resume at the beginning of a succeeding Purchase Period unless the Participant is eligible to participate and the Participant delivers to the Company or an agent designated by the Company a new authorization form (and such other documents as may be required by the Committee) and otherwise complies with the terms of the Plan.

(b) **Termination of Employment; Participant Ineligibility.** Upon termination of a Participant's employment for any reason (including but not limited to termination due to death but excluding a leave of absence for a period of less than 90 days or a leave of absence of any duration where reemployment is guaranteed by either statute or contract), or in the event that a Participant otherwise ceases to be an Eligible Employee, the Participant's participation in the Plan shall be terminated, unless otherwise required by Applicable Law. In the event of a Participant's termination of employment or in the event that a Participant otherwise ceases to be an Eligible Employee, the Contributions credited to his account will be returned (without interest, unless otherwise required by Applicable Law) to him, or, in the case of death, to a beneficiary duly designated on a form acceptable to the Committee. Any unexercised Options granted to a Participant during such Purchase Period shall be deemed to have expired on the date of the Participant's termination of employment or the date the Participant otherwise ceases to be an

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Eligible Employee (unless terminated earlier pursuant to Section 8(b) herein), and no further Contributions will be made for the Participant's account.

**10. Transferability**

No Option (or rights attendant to an Option) may be transferred, assigned, pledged or hypothecated (whether by operation of law or otherwise), except as provided by will or the laws of descent and distribution, and no Option shall be subject to execution, attachment or similar process. Any attempted assignment, transfer, pledge, hypothecation or other disposition of an Option, or levy of attachment or similar process upon the Option not specifically permitted herein, shall be null and void and without effect. An Option may be exercised during a Participant's lifetime only by the Participant.

**11. Dilution and Other Adjustments; Change in Control**

(a) **Adjustments; Right to Issue Additional Securities.** If there is any change in the outstanding shares of Common Stock because of a merger, Change in Control, consolidation, recapitalization or reorganization involving the Company, or if the Board declares a stock dividend, stock split distributable in shares of Common Stock or reverse stock split, other distribution (other than ordinary or regular cash dividends) or combination or reclassification of the Common Stock, or if there is a similar change in the capital stock structure of the Company affecting the Common Stock (excluding conversion of convertible securities by the Company and/or the exercise of warrants by their holders), then the number and type of shares of Common Stock reserved for issuance under the Plan shall be correspondingly adjusted, and the Committee shall, subject to Applicable Law, make such adjustments to Options (such as the number and type of shares subject to an Option and the Option Price of an Option) or to any provisions of this Plan as the Committee deems equitable to prevent dilution or enlargement of Options or as may otherwise be advisable. Nothing in the Plan, an Option or any related instrument shall limit the ability of the Company to issue additional securities of any type or class.

(b) **Change in Control.** In addition, without limiting the effect of Section 11(a) herein, in the event of a Change in Control, the Committee's discretion shall include but shall not be limited to the authority to provide for any of, or a combination of any of, the following: (a) each Option shall be assumed or an equivalent option shall be substituted by the successor entity or parent or subsidiary of such successor entity; (b) a date selected by the Committee on or before the date of consummation of such Change in Control shall be treated as an Exercise Date and all outstanding Options shall be exercised on such date, (c) all outstanding Options shall terminate and the accumulated Contributions will be refunded to each Participant upon or prior to the Change in Control, or (d) outstanding Options shall continue unchanged.

## **12. Stockholder Approval of Plan**

The Plan is subject to the approval by the stockholders of the Company, which approval shall be obtained within 12 months before or after the date of adoption of the Plan by the Board. Amendments to the Plan shall be subject to stockholder approval to the extent, if any, as may be required by Code Section 423 or other Applicable Law.

## **13. Limitations on Options**

Notwithstanding any other provisions of the Plan:

(a) No Employee shall be granted an Option under the Plan if, immediately after the Option was granted, the Employee would own stock possessing 5% or more of the total combined voting power or value of all classes of stock of the Company or of any Related Corporation. For purposes of this Section 13(a), stock ownership of an individual shall be determined under the rules of Code Section 424(d), and stock which the Employee may

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purchase under outstanding options (whether or not the options qualify for the special tax treatment afforded by Code Section 421(a)) shall be treated as stock owned by the Employee.

(b) No Employee shall be granted an Option under the Plan which permits his rights to purchase stock under all employee stock purchase plans (as defined in Code Section 423) of the Company and any Related Corporation to accrue at a rate which exceeds \$25,000 of fair market value of such stock (determined at the time of the grant of such Option) for each calendar year in which such Option is outstanding at any time. Any Option granted under the Plan when so executed shall be deemed to be modified to an original and all of which taken together shall constitute but one and the extent necessary to satisfy same Amendment Communication. For the avoidance of doubt, the authorization under this Section 13(b).

(c) paragraph may include, without limitation, use or acceptance by each of the Loan Parties, the Administrative Agent and each of the Lenders of a manually signed paper Amendment Communication which has been converted into electronic form (such as scanned into PDF format), or an electronically signed Amendment Communication converted into another format for transmission, delivery and/or retention. Each of the Loan Parties, the Administrative Agent and each of the Lenders may, at its option, create one or more copies of any Amendment Communication in the form of an imaged Electronic Record ("In accordance with Code Section 423, Electronic Copy"), which shall be deemed created in the ordinary course of such Person's business, and destroy the original paper document. All Amendment Communications in the form of an Electronic Record, including an Electronic Copy, shall be considered an original for all Employees granted Options under the Plan who are participating in a Section 423 Offering purposes, and shall have the same rights/legal effect, validity and privileges enforceability as a paper record. Notwithstanding anything contained herein to the contrary, the Administrative Agent is under no obligation to accept an Electronic Signature in any form or in any format unless expressly agreed to by the Plan, except that the amount of Common Stock which may be purchased by any Employee under Options granted Administrative Agent pursuant to procedures approved by it; provided, without limiting the Plan shall bear a uniform relationship to the total compensation (or the basic or regular rate of compensation) of all Employees. All rules and determinations of the Committee in the administration of the Plan shall be uniformly and consistently applied to all persons in similar circumstances.

## **14. Amendment and Termination of the Plan and Options**

(a) **Amendment and Termination of Plan.** The Plan may be amended, altered, suspended and/or terminated at any time by the Board; provided, that approval of an amendment to the Plan by the stockholders of the Company shall be required forgoing, (i) to the extent if any, that stockholder approval of the Administrative Agent has agreed to accept such amendment is required by Applicable Law.

(b) **Amendment Electronic Signature, the Administrative Agent and Termination of Options.** The Committee may (subject to the provisions of Code Section 423 and Section 14(a) herein) amend, alter, suspend and/or terminate any Option granted under the Plan, prospectively or retroactively, but (except as

otherwise provided in Section 14(c)) such amendment, alteration, suspension or termination of an Option shall not, without the written consent of a Participant with respect to an outstanding Option, materially adversely affect the rights each of the Participant with respect to the Option.

(c) **Amendments to Comply with Applicable Law.** Notwithstanding Section 14(a) and Section 14(b) herein, the following provisions shall apply:

(i) The Committee shall have unilateral authority, subject to the provisions of Code Section 423, to amend the Plan and any Option (without Participant consent) to the extent necessary to comply with Applicable Law or changes to Applicable Law.

(ii) The Committee shall have unilateral authority to make adjustments to the terms and conditions of Options in recognition of unusual or nonrecurring events affecting the Company or any Related Corporation, or the financial statements of the Company or any Related Corporation, or of changes in Applicable Law, or accounting principles, if the Committee determines that such adjustments are appropriate in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the Plan or necessary or appropriate to comply with applicable accounting principles or Applicable Law.

## **15. Designation of Beneficiary**

The Committee, in its discretion, may authorize a Participant to designate in writing a person or persons as each such Participant's beneficiary, which beneficiary Lenders shall be entitled to rely on any such Electronic Signature purportedly given by or on behalf of any Loan party without further verification and (ii) upon the rights, if any, reasonable request of the Participant in the event Administrative Agent (on behalf of the Participant's death to which the Participant would otherwise itself or any Lender), any Electronic Signature shall be entitled. The Committee promptly followed by such manually executed counterpart. For purposes hereof, "Electronic Record" and "Electronic Signature" shall have discretion the meanings assigned to approve the form or forms of such beneficiary designations, to determine whether such beneficiary designations will be accepted, and to interpret such beneficiary designations. If a deceased Participant fails to designate a beneficiary, or if the designated beneficiary does not survive the Participant, any

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rights that would have been exercisable them, respectively, by the Participant and any benefits distributable to the Participant shall be exercised by or distributed to the legal representative of the estate of the Participant, unless otherwise determined by the Committee.

## **16. Miscellaneous**

(a) **Compliance with Applicable Law.** The Company may impose such restrictions on Options, shares of Common Stock and any other benefits underlying Options hereunder 15 USC §7006, as it may deem advisable, including without limitation restrictions under the federal securities laws, the requirements of any stock exchange or similar organization and any blue sky, state or foreign securities or other Applicable Law. Notwithstanding any other Plan provision to the contrary, the Company shall not be obligated to issue, deliver or transfer shares of Common Stock under the Plan or take any other action, unless such delivery or action is in compliance with Applicable Law (including but not limited to the requirements of the Securities Act). The Company will be under no obligation to register shares of Common Stock or other securities with the Securities and Exchange Commission or to effect compliance with the exemption, registration, qualification or listing requirements of any state securities laws, stock exchange or similar organization, and the Company will have no liability for any inability or failure to do so. The Company may cause a restrictive legend or legends to be placed on any certificate issued pursuant to an Option hereunder in such form as may be prescribed amended from time to time by Applicable Law or as may be advised by legal counsel time.

(b) **SECTION 7. No Obligation To Exercise Options Governing Law.** The grant of an Option shall impose no obligation upon a Participant to exercise such Option. THIS AMENDMENT NO. 3 SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK. ANY LEGAL ACTION OR PROCEEDING ARISING UNDER THIS AMENDMENT NO. 3 OR IN ANY

(c) **Application of Funds.** The proceeds received by the Company from the sale of Common Stock pursuant to Options will be used for general corporate purposes.

(d) **Taxes.** At any time a Participant incurs a taxable event as a result of his participation in the Plan, a Participant must make adequate provision for any Tax-Related Items. Participants are solely responsible and liable for the satisfaction of all Tax-Related Items, and the Company shall not have any obligation to indemnify or otherwise hold any Participant harmless from any or all of such Tax-Related Items. The Company shall have no responsibility to take or refrain from taking any actions in order to achieve a certain tax result for a Participant or any other person.

In their sole discretion, the Company or, as applicable, the Designated Company that employs the Participant, may, unless the Committee determines otherwise, satisfy their obligations to withhold Tax-Related Items by (i) withholding from the Participant's compensation, (ii) repurchasing a sufficient whole number of shares of Common Stock issued following exercise having an aggregate Fair Market Value sufficient to pay the Tax-Related Items required to be withheld with respect to the shares of Common Stock, (iii) withholding from proceeds from the sale of shares of Common Stock issued upon exercise, either through a voluntary sale or a mandatory sale arranged by the Company, or (iv) any other method deemed acceptable by the Committee.

(e) **Right to Terminate Employment.** Nothing in the Plan, an Option or any agreement or instrument related to the Plan shall confer upon an Employee the right to continue in the employment of the Company, any Related Corporation or Affiliate or affect any right which the Company, any Related Corporation or Affiliate may have to terminate the employment of such Employee. Except as otherwise provided in the Plan or under Applicable Law, all rights of a Participant with respect to Options granted hereunder shall terminate upon the termination of employment of the Participant.

(f) **Rights as a Stockholder.** No Participant or other person shall have any rights as a stockholder unless and until certificates for shares of Common Stock are issued to him or credited to his account on the records of the Company or a designee.

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WAY CONNECTED WITH OR RELATED OR INCIDENTAL TO THE DEALINGS OF THE PARTIES HERETO OR ANY OF THEM WITH RESPECT TO THIS AMENDMENT NO. 3, OR THE TRANSACTIONS RELATED THERETO, IN EACH CASE WHETHER NOW EXISTING OR HEREAFTER ARISING, SHALL BE BROUGHT IN THE COURTS OF THE STATE OF NEW YORK SITTING IN NEW YORK CITY OR OF THE UNITED STATES FOR THE SOUTHERN DISTRICT OF SUCH STATE, AND BY EXECUTION AND DELIVERY OF THIS AMENDMENT NO. 3, EACH PARTY HERETO CONSENTS, FOR ITSELF AND IN RESPECT OF ITS PROPERTY, TO THE EXCLUSIVE JURISDICTION OF THOSE COURTS AND AGREES THAT IT WILL NOT COMMENCE OR SUPPORT ANY SUCH ACTION OR PROCEEDING IN ANOTHER JURISDICTION. EACH PARTY HERETO IRREVOCABLY WAIVES ANY OBJECTION, INCLUDING ANY OBJECTION TO THE LAYING OF VENUE OR BASED ON THE GROUNDS OF FORUM NON CONVENIENS, WHICH IT MAY NOW OR HEREAFTER HAVE TO THE BRINGING OF ANY ACTION OR PROCEEDING IN SUCH JURISDICTION IN RESPECT OF THIS AMENDMENT NO. 3 OR OTHER DOCUMENT RELATED HERETO. EACH PARTY HERETO IRREVOCABLY CONSENTS TO SERVICE OF PROCESS IN ANY ACTION OR PROCEEDING ARISING OUT OF OR RELATING TO THIS AMENDMENT NO. 3 IN THE MANNER PROVIDED FOR NOTICES (OTHER THAN TELECOPIER OR OTHER ELECTRONIC TRANSMISSION) IN SECTION 10.02 OF THE AMENDED CREDIT AGREEMENT. NOTHING IN THIS AMENDMENT NO. 3 WILL AFFECT THE RIGHT OF ANY PARTY HERETO TO SERVE PROCESS IN ANY OTHER MANNER PERMITTED BY APPLICABLE LAW.

(g) **SECTION 8. Notices Waiver of Right to Jury Trial.** Every direction, revocation or notice authorized or required by the Plan shall be deemed delivered to the Company (i) on the date it is personally delivered to the Company at its principal executive offices or (ii) three business days after it is sent by registered or certified mail, postage prepaid, addressed to the Secretary at such offices, and shall be deemed delivered to an Eligible Employee (i) on the date it is personally delivered to him or (ii) three business days after it is sent by registered or certified mail, postage prepaid, addressed to him at the last address shown for him on the records of the Company or of any Related Corporation or Affiliate. TO THE EXTENT PERMITTED BY APPLICABLE LAW, EACH PARTY TO THIS AMENDMENT NO. 3 HEREBY EXPRESSLY WAIVES ANY RIGHT TO TRIAL BY JURY OF ANY CLAIM, DEMAND, ACTION OR CAUSE OF ACTION ARISING UNDER THIS AMENDMENT NO. 3 OR IN ANY WAY CONNECTED WITH OR RELATED OR INCIDENTAL TO THE DEALINGS OF THE PARTIES HERETO OR ANY OF THEM WITH RESPECT TO THIS AMENDMENT NO. 3, OR THE TRANSACTIONS RELATED HERETO, IN EACH CASE WHETHER NOW EXISTING OR HEREAFTER ARISING, AND WHETHER FOUNDED IN CONTRACT OR TORT OR OTHERWISE; AND EACH PARTY HEREBY AGREES AND CONSENTS THAT ANY SUCH CLAIM, DEMAND, ACTION OR CAUSE OF ACTION SHALL BE DECIDED BY COURT TRIAL WITHOUT A JURY, AND THAT ANY PARTY TO THIS AMENDMENT NO. 3 MAY FILE AN ORIGINAL COUNTERPART OR A COPY OF THIS SECTION 8 WITH ANY COURT AS WRITTEN EVIDENCE OF THE CONSENT OF THE SIGNATORIES HERETO TO THE WAIVER OF THEIR RIGHT TO TRIAL BY JURY.

(h) **Governing Law; Venue.** All questions pertaining to the validity, construction and administration of the Plan and Options granted hereunder shall be determined in conformity with the laws of the State of Delaware, without regard to the principles of conflicts of laws, to the extent not inconsistent with Code Section 423 or other applicable federal laws of the United States. Any legal action related to the Plan, the Options granted under the Plan or any agreement or other instrument relating to the Plan shall be brought only in a United States federal or state court located in State of Florida, County of Orange.

(i) **Elimination of Fractional Shares.** If under any provision of the Plan which requires a computation of the number of shares of Common Stock subject to an Option, the number so computed is not a whole number of shares of Common Stock, such number of shares of Common Stock shall be rounded down to the next whole number.

(j) **SECTION 9. Severability.** If any provision of this Amendment No. 3 is held to be illegal, invalid or unenforceable, the Plan shall be held illegal or invalid for any reason, such illegality or invalidity shall not affect legality, validity and enforceability of the remaining parts of the Plan, and the Plan shall be construed and enforced as if the illegal or invalid provision had not been included.

(k) Gender and Number. Except where otherwise indicated by the context, words in any gender shall include any other gender, words in the singular shall include the plural and words in the plural shall include the singular.

(l) Rules of Construction. Headings are given to the sections of the Plan solely as a convenience to facilitate reference.

(m) Successors and Assigns. The Plan shall be binding upon the Company, its successors and assigns, and Participants, their executors, administrators and permitted transferees and beneficiaries.

(n) Option Documentation. The grant of any Option under the Plan shall be evidenced by such documentation, if any, as may be determined by the Committee or its designee. Such documentation may state terms, conditions and restrictions applicable to the Option and may state such other terms, conditions and restrictions, including but not limited to terms, conditions and restrictions applicable to shares of Common Stock or other benefits subject to an Option, as may be established by the Committee.

(o) Uncertificated Shares. Notwithstanding anything in the Plan to the contrary, to the extent the Plan provides for the issuance of stock certificates to reflect the issuance of shares of Common Stock, the issuance may, in the Company's discretion, be effected on a non-certificated basis, to the extent not prohibited by the Company's certificate of incorporation or bylaws or by Applicable Law.

(p) Compliance with Recoupment, Ownership and Other Policies or Agreements. Notwithstanding anything in the Plan to the contrary and subject to the provisions of Code Section 423, the Committee may, at any time (during or following termination of employment or service for any reason), determine that a Participant's rights, payments and/or benefits with respect to an Option (including but not limited to any shares issued or issuable with respect to an Option) shall be subject to reduction, cancellation, forfeiture or recoupment upon the occurrence of certain specified events, in addition to any other conditions applicable to an Option. Such events may include, but this Amendment No. 3 shall not be limited to, termination affected or impaired thereby. The invalidity of employment for a provision in a particular jurisdiction shall not invalidate or render unenforceable such provision in any other jurisdiction.

12 [REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

LEGAL02/42112823v2 **IN WITNESS WHEREOF**, the parties hereto have caused this Amendment No. 3 to be executed by their respective officers thereunto duly authorized, as of the date first above written.

**HILTON GRAND VACATIONS BORROWER LLC**, as the Borrower

By: /s/ Ben Loper

Name: Ben Loper

Title: Senior Vice President and Treasurer

**HILTON GRAND VACATIONS PARENT LLC**, as Parent

By: /s/ Ben Loper

Name: Ben Loper

Title: Senior Vice President and Treasurer

**HILTON GRAND VACATIONS INC.**, as a Guarantor and solely in respect of certain applicable provisions of Sections 3, 5 and 7 of this Amendment No. 3 and Article XI of the Credit Agreement

By: /s/ Ben Loper

Name: Ben Loper

Title: Senior Vice President

[Signature Page to Amendment No. 3 to Credit Agreement]

cause, violation of policies of the Company or a Related Corporation or Affiliate, breach of non-solicitation, non-competition, confidentiality, non-disparagement or other covenants, other conduct by the Participant that is determined by the Committee HILTON GRAND VACATIONS BORROWER INC.

GRAND VACATIONS REALTY, LLC

GRAND VACATIONS TITLE, LLC

HILTON GRAND VACATIONS CLUB, LLC

HILTON GRAND VACATIONS COMPANY, LLC

HILTON GRAND VACATIONS FINANCING, LLC

HILTON GRAND VACATIONS MANAGEMENT, LLC

HILTON KINGSLAND 1, LLC

HILTON RESORTS CORPORATION

HILTON TRAVEL, LLC

HRC ISLANDER LLC

HILTON RESORTS MARKETING CORP.

2400 PRINCE EDWARD, LLC

CUSTOMER JOURNEY, LLC

KUPONO PARTNERS LLC

AB BLUE ACQUISITION, LLC

AHC PROFESSIONALS US MAJORITY, LLC

AHC PROFESSIONALS US MINORITY, LLC

CRESCENT ONE, LLC

DESTINATIONXCHANGE, LLC

DIAMOND ASIA DEVELOPMENT, INC.

DIAMOND RESORTS BEACH QUARTERS DEVELOPMENT, LLC

DIAMOND RESORTS BEACHWOODS DEVELOPMENT, LLC

DIAMOND RESORTS BOARDWALK DEVELOPMENT, LLC

DIAMOND RESORTS CALIFORNIA COLLECTION DEVELOPMENT, LLC

DIAMOND RESORTS CENTRALIZED SERVICES COMPANY

DIAMOND RESORTS CITRUS SHARE HOLDING, LLC

DIAMOND RESORTS CORAL SANDS DEVELOPMENT, LLC

DIAMOND RESORTS CORPORATION

DIAMOND RESORTS CYPRESS POINTE I DEVELOPMENT, LLC

DIAMOND RESORTS CYPRESS POINTE II DEVELOPMENT, LLC

DIAMOND RESORTS CYPRESS POINTE III DEVELOPMENT, LLC

DIAMOND RESORTS DESERT ISLE DEVELOPMENT, LLC, as Guarantors

By: */s/ Ben Loper*

Name: Ben Loper

Title: Senior Vice President and Treasurer

DIAMOND RESORTS DPM DEVELOPMENT LLC

DIAMOND RESORTS EPIC MORTGAGE HOLDINGS, LLC

DIAMOND RESORTS FALL CREEK DEVELOPMENT, LLC

[Signature Page to be detrimental Amendment No. 3 to the business or reputation of the Company, any Related Corporation or Affiliate, and/or other circumstances where such reduction, cancellation, forfeiture or recoupment is required by Applicable Law. In addition, without limiting the effect of the foregoing, Credit Agreement]

DIAMOND RESORTS FRANZ KLAMMER DEVELOPMENT, LLC

DIAMOND RESORTS GK DEVELOPMENT, LLC

DIAMOND RESORTS GRAND BEACH I DEVELOPMENT, LLC

DIAMOND RESORTS GRAND BEACH II DEVELOPMENT, LLC

DIAMOND RESORTS GREENSPRINGS DEVELOPMENT, LLC  
DIAMOND RESORTS HAWAII COLLECTION DEVELOPMENT, LLC  
DIAMOND RESORTS HILTON HEAD DEVELOPMENT, LLC  
DIAMOND RESORTS HOLDINGS, LLC  
DIAMOND RESORTS INTERNATIONAL CLUB, INC.  
HGV TOC, LLC  
DIAMOND RESORTS INTERNATIONAL MARKETING, INC.  
DIAMOND RESORTS INTERNATIONAL MARKETING MEXICO, LLC  
DIAMOND RESORTS INTERNATIONAL, LLC  
DIAMOND RESORTS IW HOLDING COMPANY  
DIAMOND RESORTS IW RESORT OWNERSHIP U.S. CORPORATION  
DIAMOND RESORTS IW TRADING COMPANY  
DIAMOND RESORTS IW VENTURES, INC.  
DIAMOND RESORTS KONA DEVELOPMENT, LLC  
DIAMOND RESORTS KONA II DEVELOPMENT, LLC  
DIAMOND RESORTS LAS VEGAS DEVELOPMENT, LLC  
**DIAMOND RESORTS MANAGEMENT & EXCHANGE HOLDING COMPANY,**  
DIAMOND RESORTS MANAGEMENT, INC.  
DIAMOND RESORTS MGV DEVELOPMENT, LLC  
**DIAMOND RESORTS MORTGAGE HOLDINGS, LLC**, as Guarantors

By: */s/ Ben Loper*

Name: Ben Loper

Title: Senior Vice President and Treasurer

DIAMOND RESORTS OCEAN BEACH CLUB DEVELOPMENT, LLC  
DIAMOND RESORTS OCEANAIRE DEVELOPMENT, LLC  
DIAMOND RESORTS PALM SPRINGS DEVELOPMENT, LLC  
DIAMOND RESORTS POCO DIABLO DEVELOPMENT, LLC  
DIAMOND RESORTS POIPU DEVELOPMENT, LLC

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DIAMOND RESORTS POLO DEVELOPMENT, LLC  
DIAMOND RESORTS PORT ROYAL DEVELOPMENT, LLC  
DIAMOND RESORTS POWHATAN DEVELOPMENT, LLC  
DIAMOND RESORTS RANCHO MANANA DEVELOPMENT, LLC  
DIAMOND RESORTS RESIDUAL ASSETS DEVELOPMENT, LLC  
DIAMOND RESORTS RESIDUAL ASSETS FINANCE, LLC  
DIAMOND RESORTS RESIDUAL ASSETS M&E, LLC  
DIAMOND RESORTS RIDGE ON SEDONA DEVELOPMENT, LLC  
DIAMOND RESORTS RIDGE POINTE DEVELOPMENT, LLC  
DIAMOND RESORTS RIVER CLUB DEVELOPMENT, LLC  
DIAMOND RESORTS SAN LUIS BAY DEVELOPMENT, LLC  
DIAMOND RESORTS SANTA FE DEVELOPMENT, LLC  
DIAMOND RESORTS SAPPHIRE VALLEY DEVELOPMENT, LLC  
DIAMOND RESORTS SCOTTSDALE DEVELOPMENT, LLC  
**DIAMOND RESORTS SEDONA SPRINGS DEVELOPMENT, LLC**  
DIAMOND RESORTS SEDONA SUMMIT DEVELOPMENT, LLC  
**DIAMOND RESORTS ST. CROIX DEVELOPMENT, LLC**, as Guarantors

By: /s/ Ben Loper  
Name: Ben Loper  
Title: Senior Vice President and Treasurer

DIAMOND RESORTS STEAMBOAT DEVELOPMENT, LLC  
DIAMOND RESORTS TAHOE BEACH & SKI DEVELOPMENT, LLC  
DIAMOND RESORTS TAHOE SEASONS DEVELOPMENT, LLC  
DIAMOND RESORTS TETON CLUB DEVELOPMENT, LLC  
DIAMOND RESORTS TURTLE CAY DEVELOPMENT, LLC  
DIAMOND RESORTS U.S. COLLECTION DEVELOPMENT, LLC  
DIAMOND RESORTS U.S. COLLECTION-HAWAII DEVELOPMENT, LLC  
DIAMOND RESORTS VILLA MIRAGE DEVELOPMENT, LLC

[Signature Page to Amendment No. 3 to Credit Agreement]

DIAMOND RESORTS VILLAS OF SEDONA DEVELOPMENT, LLC  
DIAMOND RESORTS WEST MAUI DEVELOPMENT, LLC  
DIAMOND RESORTS, LLC  
DPM ACQUISITION, LLC  
DPM HOLDINGS, LLC  
DPM RP SUBSIDIARY, LLC  
EXTRAORDINARY ESCAPES CORPORATION  
FOUR C'S HOSPITALITY, LLC  
GALAXY EXCHANGE COMPANY  
GEORGE ACQUISITION SUBSIDIARY, INC.  
GRAND ESCAPES, LLC  
HOSPITALITY MANAGEMENT AND CONSULTING SERVICE, L.L.C.  
ILX ACQUISITION, INC.  
ILX ACQUISITION, LLC  
INTERNATIONAL TIMESHARES MARKETING, LLC  
ISLAND ONE DEVELOPMENT, LLC  
LAKE TAHOE RESORT PARTNERS, LLC  
MAZATLAN DEVELOPMENT INC.  
MMG DEVELOPMENT CORP.  
MYSTIC DUNES MYRTLE BEACH, LLC  
MYSTIC DUNES, LLC  
NAVIGO VACATION CLUB, INC.  
POIPU RESORT PARTNERS, L.P.  
RESORT MANAGEMENT INTERNATIONAL, INC.  
RESORT VENTURES, L.P., as Guarantors

By: /s/ Ben Loper  
Name: Ben Loper  
Title: Senior Vice President and Treasurer

RESORTS DEVELOPMENT INTERNATIONAL, INC.  
TEMPUS ACQUISITION, LLC  
TEMPUS HOLDINGS, LLC  
VACATION OTA, LLC  
WEST MAUI RESORT PARTNERS, L.P.  
WORLD DISCOVERY KIDS CLUB, LLC

DIAMOND RESORTS FINANCIAL SERVICES, INC.  
BRIDGESPIRE FINANCIAL SERVICES, INC.  
DIAMOND RESORTS HK, LLC  
HK F&B SERVICES, LLC  
DIAMOND RESORTS DAYTONA DEVELOPMENT, LLC  
NEVADA HK F&B SERVICES, LLC  
FLORIDA DIAMOND RESORTS MANAGEMENT, LLC  
ISLAND ONE RESORTS MANAGEMENT CORPORATION  
ISLAND ONE, INC.  
[Signature Page to Amendment No. 3 to Credit Agreement]

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DIAMOND RESORTS WAIKIKI DEVELOPMENT, LLC  
DR MODERN SPA, LLC  
AMBER GROUP, INC.  
AMBER VACATION REALTY, INC.  
AMBER VACATION REALTY OF TENNESSEE, INC.  
POINCIANA VACATION RESORTS, INC.  
SUNRISE RIDGE RESORT, INC.  
DIAMOND RESORTS ST. LOUIS DEVELOPMENT, LLC  
DIAMOND RESORTS KAHANA DEVELOPMENT, LLC  
DIAMOND RESORTS RIVER CLUB MEMBERS, LLC  
AMERISTATE TITLE, LLC  
DIAMOND RESORTS CANADA RECEIVABLES, LLC  
DPM LOANCO, LLC  
MYSTIC DUNES RECEIVABLES, LLC  
GRAND VACATIONS SERVICES, LLC  
AKGI-ST. MAARTEN N.V., as Guarantors

By: */s/ Ben Loper*  
Name: Ben Loper  
Title: Senior Vice President and Treasurer

[Signature Page to Amendment No. 3 to Credit Agreement]

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DIAMOND RESORTS FINANCE HOLDING COMPANY, as a **condition** Guarantor

By: */s/ Jae Chung*  
Name: Jae Chung  
Title: Vice President and Treasurer

[Signature Page to Amendment No. 3 to Credit Agreement]

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**BANK OF AMERICA, N.A.**

as the grant of an Option or receipt or retention of shares of Common Stock, cash or any other benefit  
under Administrative Agent

By: */s/ David J. Smith*

Name: David J. Smith

Title: Vice President

**BANK OF AMERICA, N.A.**

as a New Lender

By: */s/ Reagan Philipp*

Name: Reagan Philipp

Title: Managing Director

[Signature Page to Amendment No. 3 to Credit Agreement]

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[Lender signature pages on file with the Plan, (i) the Committee may, at any time, require that a Participant comply with any compensation recovery (or  
"clawback" Administrative Agent)]

[Signature Page to Amendment No. 3 to Credit Agreement]

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**EXHIBIT A**

**CONSENT TO AMENDMENT NO. 3**

CONSENT (this "Consent") to AMENDMENT NO. 3 TO THE CREDIT AGREEMENT ("Amendment No. 3"), stock ownership, stock retention or among HILTON  
GRAND VACATIONS BORROWER LLC, a Delaware limited liability company (the "Company"), HILTON GRAND VACATIONS PARENT LLC, a Delaware

limited liability company ("Parent"), the other policies or guidelines adopted by guarantors party thereto (the "Guarantors"), BANK OF AMERICA, N.A. as the Company, a Related Corporation or Affiliate, each as administrative agent (in such capacity, the "Administrative Agent"), and the Term Lenders party thereto. Unless otherwise defined herein, terms defined in effect from time to time Amendment No. 3 and to used herein shall have the extent applicable to the Participant, and (ii) each Participant shall be subject to respective meanings given to such compensation recovery, recoupment, forfeiture or other similar provisions as may apply under Applicable Law.

(q) **Plan Controls.** Unless the Committee determines otherwise, terms in the event of a conflict between any term or provision contained in the Plan and an express term contained in any documentation related to the Plan, the applicable terms and provisions of the Plan will govern and prevail. Amendment No. 3.

**(i) Term Lenders Holding Initial Term Loans Only** **Administrative Costs.** The Company

Check the first or a Related Corporation or Affiliate will pay the expenses incurred in the administration of the Plan other than any fees or transfer, excise or similar taxes imposed on the transaction pursuant to which any shares of Common Stock are purchased. The Participant will pay any transaction fees, commissions or similar costs on any sale of shares of Common Stock and may also be charged the reasonable costs associated with issuing a stock certificate or similar matters. second box below

(s) **Notice of Disqualifying Disposition.** Each Participant who participates in a Section 423 Offering and is subject to taxation in the United States shall give the Company prompt written notice of any disposition or other transfer of shares of Common Stock acquired pursuant to the exercise of an Option granted under the Plan, if such disposition or transfer is made within two years after the Grant Date or within one year after the Exercise Date.

**17. Code Section 409A; Tax Qualification.**

Options to purchase shares of Common Stock granted under a Section 423 Offering are exempt from the application of Code Section 409A and Code Section 457A. In furtherance of the foregoing and notwithstanding any provision in the Plan to the contrary, if the Committee determines that an Option granted under the Plan may be subject to Code Section 409A or Code Section 457A or that any provision in the Plan would cause an Option under the Plan to be subject to Code Section 409A or Code Section 457A, the Committee may amend the terms of the Plan and/or of an outstanding Option granted under the Plan, or take such other action the Committee determines is necessary or appropriate, in each case, without the Participant's consent, to exempt any outstanding Option or future Option that may be granted under the Plan from or to allow any such Options to comply with Code Section 409A or Code Section 457A, but only to the extent any such amendments or action by the Committee would not violate Code Section 409A or Code Section 457A. Notwithstanding the foregoing, the Company shall not have any obligation to indemnify or otherwise protect the Participant from any obligation to pay any taxes, interest or penalties pursuant to Code Section 409A or Code Section 457A. The Company makes no representation that the Option to purchase shares of Common Stock under the Plan is compliant with Code Section 409A or Code Section 457A.

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**Consent:**

The undersigned Lender hereby irrevocably and unconditionally approves of and consents to Amendment No. 3 with respect to all Existing Term Loans held by such Lender. All Existing Term Loans held by such Lender will be amended on a cashless basis to reflect the new terms of Amendment No. 3.

**Post-Close Settle:**

The undersigned Lender hereby irrevocably and unconditionally approves of and consents to Amendment No. 3 with respect to all Existing Term Loans held by such Lender. The undersigned Lender hereby elects to have all Existing Term Loans held by such Lender be assigned on the Amendment No. 3 Effective Date to the New Lender (and is hereby deemed to execute the Assignment Agreement).

**Name of Lender:**

by

Name:

Title:

For any Institution requiring a second signature line:

by

Name:

Title:

[Consent to Amendment No. 3 to Credit Agreement]

Exhibit 21.1

**Hilton Grand Vacations Inc.**

**List of Subsidiaries**

<b>Entity Name</b>	<b>Domestic Jurisdiction</b>
0827965 B.C. LTD	Canada
1063189 B.C. LTD	Canada
1776 Holding, LLC	DE
2400 Prince Edward, LLC	DE
48th Street Holding LLC	DE
AB Blue Acquisition, LLC	DE
AHC Professionals US Majority, LLC	NV
AHC Professionals US Minority, LLC	NV
AHC Professionals, SC	Mexico
AKGI St. Maarten N.V.	DE
Amber Group, Inc.	FL
Amber Vacation Realty of Tennessee, Inc.	TN
Amber Vacation Realty, Inc.	FL
Ameristate Title NV, LLC	NV
Ameristate Title, LLC	FL
BRE Ace, ACE LLC	DE
BRE Grand Islander Depositor LLC	DE
BRE Grand Islander Finance Company LLC	DE
BRE Grand Islander LLC	DE
BRE Grand Islander Parent LLC	DE
BRE Grand Islander Timeshare Issuer 2017-A LLC	DE
BRE Grand Islander Timeshare Issuer 2019-A LLC	DE
Bridgespire Financial Services, Inc.	NV
CDD International Holdings Limited	Hong Kong
CQRC New York Development, LLC	DE
Chestnut Farms LLC	NV
Citrus Insurance Company, Inc.	NV
Collie Inversion Inmobiliario Inmobiliario Santa Cruz SL	Spain
Crescent One, LLC	FL
Cumberland Gate, LLC	DE
Customer Journey, LLC	DE
DPM Acquisition Mexico S. de RL de CV	Mexico
DPM Acquisition, LLC	DE
DPM Holdings, LLC	DE
DPM Loanco, LLC	DE
DPM RP Subsidiary, LLC	DE
DR Modern Spa, LLC	HI
DRI Quorum 2010 LLC	DE
DRT Development, LLC	DE
DRT Management, LLC	DE
DRT Mexico, LLC	DE
DRT Parent, LLC	DE
DestinationXchange, LLC	DE

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Exhibit 21.1

Entity Name	Domestic Jurisdiction
Diamond Asia Development, Inc.	DE
Diamond Resorts Palm Management, NV	Netherlands
Diamond Resorts (Europe) Limited	United Kingdom
Diamond Resorts (Group Holdings) Plc Limited	United Kingdom
Diamond Resorts (Holdings) Ltd	United Kingdom
Diamond Resorts AB Acquisition Company Limited	United Kingdom

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Exhibit 21.1

Entity Name	Domestic Jurisdiction
Diamond Resorts Beach Quarters Development, LLC	DE
Diamond Resorts Beachwoods Development, LLC	DE
Diamond Resorts Boardwalk Development, LLC	DE
Diamond Resorts Broome Park Golf Ltd	United Kingdom
Diamond Resorts CI Management, S de RL de CV	Mexico
Diamond Resorts CS Borrower, LLC	DE
Diamond Resorts California Collection Development, LLC	DE
Diamond Resorts Canada Receivables, LLC	DE
Diamond Resorts Canada, LTD.	Canada
Diamond Resorts Centralized Services Company	DE
Diamond Resorts Citrus Share Holding, LLC	DE
Diamond Resorts Coconut Beach Development, LLC	NV
Diamond Resorts Coral Sands Development, LLC	DE
Diamond Resorts Corporation	MD
Diamond Resorts Cypress Pointe I Development, LLC	DE
Diamond Resorts Cypress Pointe II Development, LLC	DE
Diamond Resorts Cypress Pointe III Development, LLC	DE
Diamond Resorts DB Borrower, LLC	DE
Diamond Resorts DPM Development, LLC	NV
Diamond Resorts Daytona Development, LLC	DE
Diamond Resorts Depositor 2008 LLC	DE
Diamond Resorts Desert Isle Development, LLC	NV
Diamond Resorts Deutschland Betriebsgesellschaft mbH	Germany
Diamond Resorts Deutschland Holding GmbH	Germany
Diamond Resorts Deutschland Vertriebsgesellschaft mbH	Germany
Diamond Resorts Developer and Sales Holding Company	DE
Diamond Resorts Epic Mortgage Holdings, LLC	DE
Diamond Resorts Excursions SL	Spain
Diamond Resorts F&B, S de RL de CV	Mexico

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Exhibit 21.1

Entity Name	Domestic Jurisdiction
Diamond Resorts Fall Creek Development, LLC	DE
Diamond Resorts Finance Holding Company	DE
Diamond Resorts Financial Services Inc. Limited	NV United Kingdom
Diamond Resorts Financial Services, Limited Inc.	United Kingdom NV
Diamond Resorts Flamingo Development, NV	Netherlands
Diamond Resorts Flamingo Management, NV	Netherlands
Diamond Resorts Franz Klammer Development, LLC	DE
Diamond Resorts GK Development, LLC	DE

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## Exhibit 21.1

Entity Name	Domestic Jurisdiction
Diamond Resorts Grand Beach I Development, LLC	DE
Diamond Resorts Grand Beach II Development, LLC	DE
Diamond Resorts Greensprings Development, LLC	DE
Diamond Resorts HK, LLC	NV
Diamond Resorts Hawaii Collection Development, LLC	DE
Diamond Resorts Hilton Head Development, LLC	DE
Diamond Resorts Holdings, LLC	NV
Diamond Resorts IW Holding Company	DE
Diamond Resorts IW Mexico, S de RL de CV	Mexico
Diamond Resorts IW Resort Ownership U.S. Corporation	DE
Diamond Resorts IW Trading Company	DE
Diamond Resorts IW Ventures, Inc.	DE
Diamond Resorts International Club, Inc.	FL
Diamond Resorts International Marketing Mexico, LLC	NV
Diamond Resorts International Marketing, Inc.	CA
Diamond Resorts International, LLC	NV
Diamond Resorts Inventory Holding, LLC	DE
Diamond Resorts Issuer 2008 LLC	DE
Diamond Resorts Italia Srl	Italy
Diamond Resorts Kahana Development, LLC	DE
Diamond Resorts Kona Development, LLC	DE
Diamond Resorts Kona II Development, LLC	DE
Diamond Resorts Las Vegas Development, LLC	DE
Diamond Resorts MGV Development LLC	NV
Diamond Resorts Management & Exchange Holding Company	DE
Diamond Resorts Management, Inc.	AZ
Diamond Resorts Mediterranean Holdings Limited	Cyprus
Diamond Resorts Mediterranean Management Limited	Cyprus
Diamond Resorts Mediterranean PLC	Cyprus

## Exhibit 21.1

Entity Name	Domestic Jurisdiction
Diamond Resorts Mortgage Holdings, LLC	DE
Diamond Resorts Myrtle Beach Development, LLC	DE
Diamond Resorts Mediterranean Management Limited	Cyprus
Diamond Resorts Mediterranean PLC	Cyprus
Diamond Resorts Mystic Dunes Development, LLC	NV
Diamond Resorts Natixis Borrower, LLC	DE
Diamond Resorts Ocean Beach Club Development, LLC	DE
Diamond Resorts Oceanaire Development, LLC	DE
Diamond Resorts Owner Trust 2011-1	DE
Diamond Resorts Owner Trust 2013-1	DE

Exhibit 21.1

Entity Name	Domestic Jurisdiction
Diamond Resorts Owner Trust 2014-1	DE
Diamond Resorts Owner Trust 2015-1	DE
Diamond Resorts Owner Trust 2015-2	DE
Diamond Resorts Owner Trust 2016-1	DE
Diamond Resorts Owner Trust 2017-1	DE
Diamond Resorts Owner Trust 2018-1	DE
Diamond Resorts Owner Trust 2019-1	DE
Diamond Resorts Owner Trust 2021-1	DE
Diamond Resorts Palm Development, NV	Netherlands
Diamond Resorts Palm Springs Development, LLC	DE
Diamond Resorts Poco Diablo Development, LLC	DE
Diamond Resorts Poipu Development, LLC	DE
Diamond Resorts Polo Development, LLC	NV
Diamond Resorts Port Royal Development, LLC	DE
Diamond Resorts Portugal Clube de Ferias LDA Lda	Portugal
Diamond Resorts Powhatan Development, LLC	DE
Diamond Resorts Rancho Manana Development, LLC	DE
Diamond Resorts Real Estate Academy, LLC	DE
Diamond Resorts Real Estate Academy-Hawaii, LLC	DE
Diamond Resorts Residual Assets Development, LLC	DE
Diamond Resorts Residual Assets Finance, LLC	DE
Diamond Resorts Residual Assets M&E, LLC	DE
Diamond Resorts Ridge On Sedona Development, LLC	DE
Diamond Resorts Ridge Pointe Development, LLC	DE
Diamond Resorts River Club Development, LLC	DE
Diamond Resorts River Club Members, LLC	DE
Diamond Resorts Sales Italy SRL	Italy
Diamond Resorts San Luis Bay Development, LLC	DE
Diamond Resorts Santa Fe Development, LLC	DE
Diamond Resorts Sapphire Valley Development LLC	NV
Diamond Resorts Scottsdale Development, LLC	DE

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Exhibit 21.1

Entity Name	Domestic Jurisdiction
Diamond Resorts Sedona Springs Development, LLC	DE
Diamond Resorts Sedona Summit Development, LLC	DE
Diamond Resorts Seller 2009-1 LLC	DE
Diamond Resorts Seller 2011-1, LLC	DE
Diamond Resorts Seller 2013-1, LLC	DE
Diamond Resorts Seller 2013-2, LLC	DE
Diamond Resorts Seller 2014-1, LLC	DE

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Exhibit 21.1

Entity Name	Domestic Jurisdiction
Diamond Resorts Seller 2015-1, LLC	DE
Diamond Resorts Seller 2015-2, LLC	DE
Diamond Resorts Seller 2016-1, LLC	DE
Diamond Resorts Seller 2017-1, LLC	DE
Diamond Resorts Seller 2018-1, LLC	DE
Diamond Resorts Seller 2019-1, LLC	DE
Diamond Resorts Seller 2021-1, LLC	DE
Diamond Resorts St. Croix Development, LLC	DE
Diamond Resorts St. Louis Development, LLC	DE
Diamond Resorts Steamboat Development, LLC	DE
Diamond Resorts Tahoe Beach & Ski Development, LLC	DE
Diamond Resorts Tahoe Seasons Development, LLC	NV
Diamond Resorts Tempus Owner Trust 2013	DE
Diamond Resorts Tempus Seller 2013, LLC	DE
Diamond Resorts Teton Club Development, LLC	NV
Diamond Resorts Turtle Cay Development, LLC	DE
Diamond Resorts U.S. Collection Development, LLC	DE
Diamond Resorts U.S. Collection-Hawaii Development, LLC	DE
Diamond Resorts Villa Mirage Development, LLC	DE
Diamond Resorts Villas of Sedona Development, LLC	DE
Diamond Resorts Voyages SARL	France
Diamond Resorts WF Borrower, LLC	DE
Diamond Resorts Waikiki Development, LLC	DE
Diamond Resorts West Maui Development, LLC	DE
Diamond Resorts, LLC	NV
Diamond Resorts/CO Borrower 2016, LLC	DE
Diamond Resorts/CO Seller 2016, LLC	DE
Extraordinary Escapes Corporation	DE
FLRX, Inc.	WA
Floriana Holdings Ltd	Gibraltar
Florida Diamond Resorts Management, LLC	FL
Foster Shores, LLC	MO
Four C's Hospitality, LLC	NV
Galaxy Exchange Company	FL

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Exhibit 21.1

Entity Name	Domestic Jurisdiction
George Acquisition Subsidiary, Inc.	NV
Ginger Creek, LLC	DE
Grand Escapes, LLC	DE
Grand Vacations Real Estate School, LLC	DE
Grand Vacations Realty, LLC	DE
Grand Vacations Services LLC	DE
Grand Vacations Title, LLC	DE
HGV Depositor LLC	DE
HGV TOC, LLC	DE
HILTON GRAND VACATIONS TRUST 2022-2 HGV/Big Cedar Vacations, LLC	DE
HK F&B Services, LLC	DE

Exhibit 21.1

Entity Name	Domestic Jurisdiction
HRC Islander LLC	DE
Heat Merger Sub, Inc.	FL
Hilton Grand Vacations Barbados Limited	United Kingdom
Hilton Grand Vacations Barbados Ltd. (Branch)	United Kingdom
Hilton Grand Vacations Borrower Escrow, Inc.	DE
Hilton Grand Vacations Borrower Escrow, LLC	DE
Hilton Grand Vacations Borrower Inc.	DE
Hilton Grand Vacations Borrower LLC	DE
Hilton Grand Vacations Club, LLC	DE
Hilton Grand Vacations Company, LLC	DE
Hilton Grand Vacations Financing, LLC	DE
Hilton Grand Vacations Florida, LLC	FL
Hilton Grand Vacations H Mexico, S. de R.L. de C.V.	Mexico
Hilton Grand Vacations Italy Srl	Italy
Hilton Grand Vacations Japan Management, LLC	Japan
Hilton Grand Vacations Japan, LLC	Japan
Hilton Grand Vacations Management, LLC	NV
Hilton Grand Vacations Mexico S.De R.L. De C.V.	Mexico
Hilton Grand Vacations Parent LLC	DE
Hilton Grand Vacations SHI, S. de R.L. de C.V.	Mexico
Hilton Grand Vacations Singapore Pte Ltd.	Singapore
Hilton Grand Vacations Trust 2017 - A	DE
Hilton Grand Vacations Trust 2018 - A	DE
Hilton Grand Vacations Trust 2019 - A	DE
Hilton Grand Vacations Trust 2020 - A	DE
Hilton Grand Vacations Trust 2022-1D	DE
Hilton Grand Vacations Trust 2022-2	DE
Hilton Grand Vacations Trust 2023-1	DE
Hilton Grand Vacations Trust I LLC	DE
Hilton Grand Vacations UK Holding Limited	United Kingdom
Hilton Grand Vacations UK Limited	United Kingdom
Hilton Kingsland 1, LLC	DE
Hilton Resorts Corporation	DE

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Exhibit 21.1

Entity Name	Domestic Jurisdiction
Hilton Resorts Marketing Corp.	DE
Hilton Resorts Marketing Korea, LLC	Korea, Republic Of
Hilton Travel, LLC	DE
Hospitality Management and Consulting Service, L.L.C.	NV
IGR Mougins SARL	France
ILX Acquisition, Inc.	DE
ILX Acquisition, LLC	DE
ILX Resorts Acquisition S. De RL de CV	Mexico
IOI Funding I, LLC	FL
IOI Funding II, LLC	FL
International Timeshares Marketing, LLC	DE
Island One Development, LLC	NV
Island One Resorts Management Corporation	FL
Island One, Inc.	FL
Kupono Partners LLC	HI
LS International Resort Management Limited	United Kingdom
Labrador Inversiones Inmobiliarias Inmobiliarias Costa Del Sol SL	Spain

Exhibit 21.1

Entity Name	Domestic Jurisdiction
Lake Tahoe Resort Partners, LLC	CA
LS International Resort Management Limited	United Kingdom
MMG Development Corp.	FL
Mazatlan Development Inc.	WA
Mercadotechnia de Hospedaje, SA de CV	Mexico
Mystic Dunes Myrtle Beach, LLC	DE
Mystic Dunes Receivables, LLC	DE
Mystic Dunes, LLC	DE
Navigo Vacation Club, Inc.	FL
Nevada HK F&B Services, LLC	NV
Operating DPM S de RL de CV	Mexico
Pinnacle Collection Development, LLC	DE
Poinciana Vacation Resorts, Inc.	FL
Poipu Resort Partners, L.P.	HI
Potter's Mill, Inc.	Bahamas
Resort Management International, Inc., A California Corporation	CA
Resort Ventures, L.P.	CA
Resorts Development International, Inc.	NV
SCA Club Royal Regency	France
SCA Royal Regency	France
SCA Royal Regency Gestion	France
SPC Finco 1, LLC	DE
SPC Finco, LLC	DE
Sales DPM S de RL de CV	Mexico
Secure Firstcon, Inc.	DE
Secure Middlecon, Inc.	DE
Sunrise Park City, LLC	DE
Sunrise Ridge Resort Inc.	TN

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Exhibit 21.1

Entity Name	Domestic Jurisdiction
Sunterra Cabo Development, S de RL de CV	Mexico
Sunterra Cabo Management Company, S de RL de CV	Mexico
Sunterra Depositor 2007 LLC	DE
Sunterra Issuer 2007 LLC	DE
Sunterra Mexico Group Holdings, S de RL de CV	Mexico
Sunterra Ownership LLC	DE
Sunterra SPE 2004-1 LLC	DE
Sunterra SPM, Inc.	DE
Tempus Acquisition, LLC	DE
Tempus Holdings, LLC	DE
Torres Vallarta Tennis Club, SA de CV	Mexico
Torres Vallarta Tower Three, SA de CV	Mexico
Vacation Club Partnership Limited	United Kingdom
Vacation OTA, LLC	NV
Vaccaciones Compartidos Mazatlan y Vallarta, SA de CV	Mexico
Vilar do Golf <span style="background-color: #f0e6e6;">Empermientos Trusticos Ltd</span> <span style="background-color: #e6f2ff;">Empreendimentos Turisticos Lda</span>	Portugal
WBW CHP, LLC	HI
Walsham Lake, LLC	MO
West Maui Resort Partners, L.P.	DE
World Discovery Kids Club, LLC	DE

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form S-3 No. 333-259461) of Hilton Grand Vacations Inc.,
- (2) Registration Statement (Form S-8 No. 333-225146) pertaining to the Hilton Resorts Corporation 2017 Executive Deferred Compensation Plan,
- (3) Registration Statement (Form S-8 No. 333-261668) pertaining to the Hilton Grand Vacations Inc. Executive Deferred Compensation Plan,
- (4) Registration Statement (Form S-8 No. 333-215265) pertaining to the Hilton Grand Vacations Inc. 2017 Omnibus Incentive Plan and the Hilton Grand Vacations Inc. 2017 Stock Plan for Non-Employee Directors; Directors,
- (5) Registration Statement (Form S-8 No. 333-218056) pertaining to the Hilton Grand Vacations Inc. Employee Stock Purchase Plan, and
- (6) Registration Statement (Form S-8 No. 333-272492) pertaining to the Hilton Grand Vacations Inc. 2023 Omnibus Incentive Plan;

of our reports dated March 1, 2023 February 29, 2024, with respect to the consolidated financial statements of Hilton Grand Vacations Inc. and the effectiveness of internal control over financial reporting of Hilton Grand Vacations Inc. included in this Annual Report (Form 10-K) of Hilton Grand Vacations Inc. for the year ended December 31, 2022 December 31, 2023.

/s/ Ernst & Young LLP

Orlando, Florida

March 1, 2023 February 29, 2024

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, Mark D. Wang, certify that:

1. I have reviewed this Annual Report on Form 10-K for the fiscal year ended **December 31, 2022** **December 31, 2023** of Hilton Grand Vacations Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ Mark D. Wang

**Mark D. Wang**

**President and Chief Executive Officer**

**(Principal Executive Officer)**

**March 1, 2023** **February 29, 2024**

CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, Daniel J. Mathewes, certify that:

1. I have reviewed this Annual Report on Form 10-K for the fiscal year ended **December 31, 2022** **December 31, 2023** of Hilton Grand Vacations Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ Daniel J. Mathewes

Daniel J. Mathewes

**Senior Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)**

March 1, 2023 February 29, 2024

Exhibit 32.1

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY  
ACT OF 2002**

In connection with the Annual Report on Form 10-K of Hilton Grand Vacations Inc. (the "Company") for the fiscal year ended **December 31, 2022** December 31, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Mark D. Wang, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ Mark D. Wang

Mark D. Wang

**President and Chief Executive Officer  
(Principal Executive Officer)**

March 1, 2023 February 29, 2024

A signed original of this certification required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request. The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document.

Exhibit 32.2

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY  
ACT OF 2002

In connection with the Annual Report on Form 10-K of Hilton Grand Vacations Inc. (the "Company") for the fiscal year ended **December 31, 2022** December 31, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Daniel J. Mathewes, Senior Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

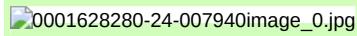
By: /s/ Daniel J. Mathewes  
**Daniel J. Mathewes**  
**Senior Executive Vice President and Chief Financial Officer**  
**(Principal Financial Officer)**

**March 1, 2023** February 29, 2024

A signed original of this certification required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request. The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document.

Exhibit 97

## Incentive Compensation Clawback Policy



### Policy Overview

Hilton Grand Vacations Inc. (the "Company") has adopted this Incentive Compensation Clawback Policy (the or this "Policy") in accordance with the applicable listing standards of The New York Stock Exchange (the "NYSE") and Rule 10D-1 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), effective as of October 2, 2023 (the "Effective Date"), as each of such listing standards or rules may be updated or amended, from time to time.

The Compensation Committee (the "Committee") of the Board of Directors of the Company (the "Board") shall have full authority to interpret and enforce the Policy to the fullest extent permitted by law.

Defined terms not otherwise defined herein are set forth later in the Policy.

### Covered Executives

The Policy applies to the officers identified as "executive officers" by the Company in the Company's filings with the Securities and Exchange Commission (the "SEC") pursuant to Item 401(b) of Regulation S-K and the officers required to file reports under Section 16 of the Exchange Act (the "Covered Executives").

## Other Covered Persons

In addition to the Covered Executives and former Covered Executives, the Policy shall apply to any other employee of the Company (a "Team Member") or its subsidiaries designated by the Committee as a person covered by the Policy by written notice to such Team Member ("Other Covered Person").

1. Unless otherwise determined by the Committee, the Policy shall apply to an Other Covered Person as if such individual were a Covered Executive during the relevant periods described under "Application of Policy" below.
2. The Committee may, in its discretion, limit recovery of Erroneously Awarded Compensation from an Other Covered Person to situations in which an Accounting Restatement was caused or contributed to by the Other Covered Person's fraud, willful misconduct or gross negligence.
3. In addition, the Committee shall have discretion as to (i) whether to seek to recover Erroneously Awarded Compensation from an Other Covered Person, (ii) the amount of the Erroneously Awarded Compensation to be recovered from an Other Covered Person, and (iii) the method of recovering any such Erroneously Awarded Compensation from an Other Covered Person. In exercising such discretion, the Committee may take into account such considerations as it deems appropriate, including whether the assertion of a claim may violate applicable law or prejudice the interests of the Company in any related proceeding or investigation.

## Incentive-Based Compensation

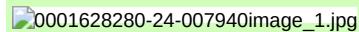
For purposes of this Policy, "Incentive-Based Compensation" means any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a Financial Reporting Measure. Refer to **Appendix A** to this Policy for a list of examples of Incentive-Based Compensation.

## Application of Policy

In the event that the Company is required to prepare an Accounting Restatement, the Company shall recover reasonably promptly the amount of all Erroneously Awarded Compensation Received by a person: (i) after beginning service as a Covered Executive; (ii) who served as a Covered Executive at any time during the performance period for that Incentive-Based Compensation; (iii) while the Company has a listed class of securities listed on the NYSE; and (iv) during the three completed fiscal years immediately preceding the date that the Company is required to prepare the Accounting Restatement and any transition period (that results from a change in the Company's fiscal year) within or immediately following those three completed fiscal years. For purposes of this Policy, a transition period between the last day of the Company's previous fiscal year and the first day of its new fiscal year that comprises a period of nine to twelve months would be deemed a completed fiscal year.

Notwithstanding the foregoing, this Policy shall only apply to Incentive-Based Compensation Received on or after the Effective Date.

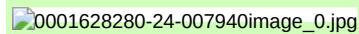
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Exhibit 97

## Incentive Compensation Clawback Policy



The Company's obligation to recover Erroneously Awarded Compensation pursuant to this Policy is not dependent on when the restated financial statements are filed.

For purposes of determining the relevant recovery period under this Policy, the date that the Company is required to prepare an Accounting Restatement is the earliest to occur of: (i) the date the Board, a committee of the Board, or the officer or officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement; or (ii) the date a court, regulator, or other legally authorized body directs the Company to prepare an Accounting Restatement.

## Exceptions

The Company must recover Erroneously Awarded Compensation in compliance with this Policy except to the extent that the conditions of paragraphs 1, 2 or 3 below in this section are met, and the Committee, or in the absence of such a committee, a majority of the independent directors serving on the Board, has determined that recovery would be impracticable.

1. The direct expense paid to a third party to assist in enforcing this Policy would exceed the amount to be recovered. Before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on expense of enforcement, the Company shall make a reasonable attempt to recover such

Erroneously Awarded Compensation, document such reasonable attempt(s) to recover, and provide that documentation to the NYSE.

2. Recovery would violate home country law where that law was adopted prior to November 28, 2022. Before concluding that it would be impractical to recover any amount of Erroneously Awarded Compensation based on violation of home country law, the Company shall obtain an opinion of home country counsel, acceptable to the NYSE, that recovery would result in such a violation, and must provide such opinion to the NYSE.
3. Recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to Team Members, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder.

## Forms of Recovery

The Committee shall determine, in its sole discretion, the appropriate means to seek recovery of any Erroneously Awarded Compensation, which may include, without limitation: (i) requiring cash reimbursement; (ii) seeking recovery or forfeiture of any gain realized on the vesting, exercise, settlement, sale, transfer or other disposition of any equity-based awards; (iii) offsetting the amount to be recouped from any compensation otherwise owed by the Company to the Covered Executive; (iv) canceling outstanding vested or unvested equity awards; or (v) taking any other remedial and recovery action permitted by law, as determined by the Committee.

To the extent a Covered Executive, former Covered Executive or Other Covered Person refuses to pay to the Company any Erroneously Awarded Compensation, the Company shall have the right to sue for repayment or, to the extent legally permitted, to enforce such person's obligation to make payment by withholding unpaid or future compensation.

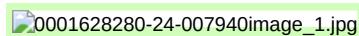
## Time Period for Repayment

The Committee shall determine the repayment schedule for any Erroneously Awarded Compensation in a manner that complies with the "reasonably promptly" requirement set forth under "Application of Policy" above. Such determination shall be consistent with any applicable legal guidance, by the SEC, judicial opinion or otherwise. The determination with respect to "reasonably promptly" recovery may vary from case to case and the Committee is authorized to adopt additional rules to further describe what repayment schedules satisfies this requirement.

## No Indemnification

The Company shall not indemnify any Covered Executive or former Covered Executive against the loss, recovery or repayment of any Erroneously Awarded Compensation pursuant to this Policy.

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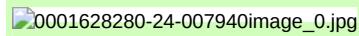


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Exhibit 97

## Incentive Compensation Clawback Policy



## Committee Determination Final

Any determination by the Committee (or by any Officer of the Company to whom enforcement authority has been delegated) with respect to this Policy shall be final, conclusive and binding on all interested parties.

## Amendment; Mandatory Disclosure

The Policy may be amended by the Board or the Committee from time to time, provided that any such amendment does not cause the Policy to violate applicable listing standards of the NYSE or Rule 10D-1 under the Exchange Act. The Policy, or any provision herein, may be waived by the Board or the Committee with respect to Other Covered Persons. In addition, any changes or amendments that may be required or necessary to the Policy as a result of any new regulatory or changes to existing regulatory requirements that may be applicable to matters covered in, or subject to, the Policy (including, without limitation any new laws, rules, or regulations as may be adopted by the SEC or listing requirements of the NYSE) shall automatically be deemed to be incorporated in the Policy immediately as of the applicable effective date of any such new laws, rules, regulations, or listing requirements notwithstanding any

delays in amendments to the Policy. This Policy, its description and implementation, and any application hereof, shall be disclosed in accordance with the requirements of applicable laws, rules, or regulations adopted by the SEC and listing requirements of the NYSE, as may be changed or amended from time to time.

## Non-Exclusivity; Conflicts

Nothing in this Policy shall be viewed as limiting the right of the Company or the Committee to pursue recoupment under or as provided by the Company's plans, awards or employment agreements or the applicable provisions of any law, rule or regulation (including, without limitation, Section 10D of the Exchange or Section 304 of the Sarbanes-Oxley Act of 2002), or stock exchange listing requirement (and any future policy adopted by the Company pursuant to any such law, rule, regulation or requirement).

If the requirement to recover Erroneously Awarded Compensation is triggered under this Policy, then, in the event of any actual or alleged conflict between the provisions of this Policy and a similar clause or provision in any of the Company's plans, awards, policies or agreements, this Policy shall be controlling and determinative; provided that, if such other plan, award, policy or agreement provides that a greater amount of compensation shall be subject to clawback, the provisions of such other plan, award, policy or agreement shall apply to the amount in excess of the amount subject to clawback under this Policy.

## Defined Terms

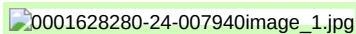
For purposes of this Policy, the following terms have the following meanings:

**"Accounting Restatement"** means any accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements (a "Big R" restatement), or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period (a "little r" restatement).

**"Erroneously Awarded Compensation"** is the amount of Incentive-Based Compensation Received that exceeds the amount of Incentive-Based Compensation that otherwise would have been Received had it been determined based on the restated amounts, computed without regard to any taxes paid. For Incentive-Based Compensation based on stock price or total stockholder return (TSR), where the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in an Accounting Restatement: (i) the amount shall be based on a reasonable estimate of the effect of the Accounting Restatement on the stock price or TSR upon which the Incentive-Based Compensation was Received; and (ii) the Company shall maintain documentation of the determination of that reasonable estimate and provide such documentation to the NYSE.

**"Financial Reporting Measure"** is any measure that is determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measure that is derived wholly or in part from such measure. Stock price and TSR (and any measures that are derived wholly or in part from stock price or TSR) are

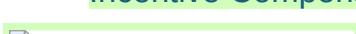
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Exhibit 97

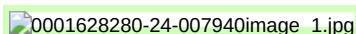
## Incentive Compensation Clawback Policy



also Financial Reporting Measures. A Financial Reporting Measure need not be presented within the Company's financial statements or included in a filing with the SEC.

"Received" means the Company's fiscal period during which the Financial Reporting Measure specified in the Incentive-Based Compensation award is attained, even if the payment or grant of the Incentive-Based Compensation occurs after the end of that period.

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Exhibit 97

## Incentive Compensation Clawback Policy



### APPENDIX A

#### Examples of Incentive-Based Compensation

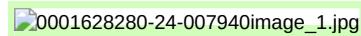
Examples of compensation that constitutes Incentive-Based Compensation for purposes of the Policy include, but are not limited to, the following:

- Non-equity incentive plan awards earned based wholly or in part on satisfying a Financial Reporting Measure performance goal.
- Bonuses paid from a "bonus pool," the size of which is determined based wholly or in part on satisfying a Financial Reporting Measure performance goal.
- Other cash awards based wholly or in part on satisfying a Financial Reporting Measure performance goal.
- Equity-based awards (e.g., restricted stock, restricted stock units, performance share units, stock options, and stock appreciation rights) that are granted or become vested based wholly or in part on satisfying a Financial Reporting Measure performance goal.
- Proceeds received upon the sale of shares acquired through an incentive plan that were granted or vested based wholly or in part on satisfying a Financial Reporting Measure performance goal.

Examples of compensation that does not constitute Incentive-Based Compensation for purposes of the Policy include the following:

- Salary or salary increases for which the increase is not contingent upon achieving any Financial Reporting Measure performance goal.
- Bonuses paid solely at the discretion of the Committee or Board that are not paid from a bonus pool, the size of which is determined based wholly or in part on satisfying a Financial Reporting Measure performance goal.
- Bonuses paid solely upon satisfying one or more subjective standards (e.g., demonstrated leadership) and/or completion of a specified employment period.
- Non-equity incentive plan awards earned solely upon satisfying one or more strategic measures (e.g., consummating a merger or divestiture) or operational measures (e.g., opening a specified number of stores, completion of a project, or increase in market share).
- Equity awards for which the grant is not contingent upon achieving any Financial Reporting Measure performance goal and vesting is contingent solely upon completion of a specified employment period and/or attaining one or more non-Financial Reporting Measures.

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