



**DIAMOND RESORTS**  
INTERNATIONAL®

**Stay Vacationed.™**



**Acquisition Of Intrawest Resort  
Club Group  
Investor Presentation  
November 24, 2015**

# Disclaimer



*The statements in this presentation and those made by representatives of the Company during the course of this presentation that are not historical facts, including any statements regarding events or developments that the Company believes or anticipates will or may occur in the future, are forward-looking statements. Although the Company believes that the assumptions underlying these statements are reasonable, individuals considering such statements for any purpose are cautioned that these forward-looking statements are inherently uncertain and necessarily involve risks that may affect the Company's business prospects and performance, causing actual results to differ from those expressed in or implied by these forward-looking statements. When considering forward-looking statements, you should keep in mind the risk factors and other cautionary statements included in the Company's filings with the United States Securities and Exchange Commission ("SEC") including the Company's Annual Report on Form 10-K and subsequent reports on Form 10-Q and Form 8-K ("SEC Filings"). Given the risks and uncertainties, you are cautioned not to place undue reliance on these forward-looking statements. These forward-looking statements are made only as of the date hereof. The Company undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information or future events.*

*The information in this presentation should be considered together with all information included in the Company's SEC Filings, including the risk factors.*

*In this presentation, Adjusted EBITDA is used. Adjusted EBITDA is a non-GAAP measure and should not be considered in isolation or as an alternative to any measure of liquidity or financial performance calculated in accordance with GAAP. See the Company's SEC Filings for its definition and limitations.*

*This presentation refers to brand names, trademarks or service marks of the Company and other companies. All brand trademarks, service marks or trade names cited in this presentation are the property of their respective holders.*

# Intrawest Acquisition Overview



## Company

- ◆ Intrawest Resort Club Group (“IRCG”, the “Company” or “Intrawest”) is the vacation ownership division of the publicly-traded Intrawest Resort Holdings, Inc.. The Company is based in Canada and currently operates approximately 500 units across nine resorts; four in British Columbia, one in Quebec, one in Ontario, one in Palm Springs, CA one in Sandestin, FL, and one in Zihuantanejo, MX.
- ◆ ~22,000 owner-families

## Transaction

- ◆ \$85.0 million purchase price; representing approximately 3.9x 2016 Adjusted EBITDA\* pro-forma for full run rate synergies
- ◆ Acquisition of all management contracts and other vacation ownership related assets
- ◆ DRII will acquire the existing ~\$30.0 million loan portfolio

## Financial Impact

- ◆ Transaction to be financed with a combination of cash on hand and a receivables financing facility we plan to enter into post-closing
- ◆ Pro-forma net debt to 2016 Adjusted EBITDA\* ratio would be less than 1.0x if the acquisition is 100% debt financed
- ◆ Sufficient capacity remains for additional strategic investments and return of cash to shareholders

## Closing

- ◆ Expected to close in early Q1 2016

# Successful Track Record of Growth Through Acquisitions



**Assuming closing of the Intrawest acquisition we will have added 49 resorts and ~220,000 owner-families through eight strategic deals**

2010	2011	2012	2013	2015	2016
 <p><b>August 2010</b></p> <ul style="list-style-type: none"> <li>◆ 10 resorts</li> <li>◆ ~18,000 owner-families</li> </ul>	 <p><b>July 2011</b></p> <ul style="list-style-type: none"> <li>◆ 2 resorts</li> <li>◆ ~44,000 owner-families</li> </ul>	 <p><b>May 2012</b></p> <ul style="list-style-type: none"> <li>◆ 9 resorts</li> <li>◆ ~75,000 owner-families</li> </ul>	 <p><b>July 2013</b></p> <ul style="list-style-type: none"> <li>◆ 8 resorts</li> <li>◆ ~25,000 owner-families</li> </ul>	 <p><b>October 2015</b></p> <ul style="list-style-type: none"> <li>◆ 6 resorts</li> <li>◆ ~30,000 owner-families</li> </ul>	 <p><b>Q1 2016</b></p> <ul style="list-style-type: none"> <li>◆ 9 resorts</li> <li>◆ ~22,000 owner-families</li> </ul>
		 <p><b>October 2012</b></p> <ul style="list-style-type: none"> <li>◆ 5 resorts</li> <li>◆ ~7,400 owner-families</li> </ul>	 <p><b>July 2013</b></p> <ul style="list-style-type: none"> <li>◆ Additional management agreements</li> </ul>		

**Will have completed eight acquisitions while leveraging G&A expenses**

# Proven Strategy To Integrate Acquisitions And Drive Growth



## Additional and Predictable Cash Flow

- ◆ Additional management fees
- ◆ Incremental sales volume
- ◆ Cost synergies

## Additional Owner-Families

- ◆ New pool of owners to market Diamond's superior points based system
- ◆ Additional potential club members

## Additional Resort Locations

- ◆ Increase locations enhancing value proposition
- ◆ Increase sales distribution

# Intrawest is a Direct Fit With Our Acquisition Strategy



## Additional and Predictable Cash Flow

- ◆ Additional management fees generated through nine new managed resorts
- ◆ Incremental sales volume generated from new sales centers
- ◆ Cost synergies to be achieved through a reduction in G&A and leveraging Diamond's existing technology platform

## Additional Owner-Families

- ◆ New pool of owners to market Diamond's superior points based system
  - ◆ ~22,000 owner-families owning a points based product
- ◆ Additional potential club members

## Additional Resort Locations

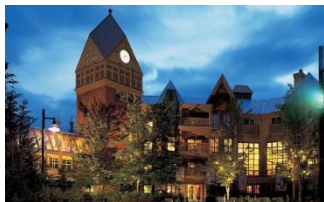
- ◆ Increase locations enhancing value proposition
- ◆ Add diverse amenities to our current portfolio (top ski and golf resorts)

# Intrawest – Company Highlights



- ◆ Intrawest manages nine attractive, luxury vacation ownership properties in Canada (six), the United States (two) and Mexico (one). These resorts offer a diverse range of recreational activities including world-class skiing, golf, tennis, swimming and water sports
- ◆ Complementary ownership base; 56% of owners are in Canada, 38% of owners are in the U.S. and 6% of owners are international (primarily in the UK).
- ◆ High quality, seasoned \$30.0 million portfolio
- ◆ ~22,000 owner-families who own a points based product
- ◆ 89.5% of owner-families do not have an active loan

# Intrawest Locations



Whistler - 123 Units



Panorama - 21 Units



Ucluelet - 10 Units



Vancouver - 29 Units



Tremblant - 54 Units



Blue Mountain - 62 Units



Sandestin - 65 Units



Palm Desert - 78 Units



Zihuatanejo - 71 Units



# Intrawest Acquisition Summary

Company with ~22,000 owners

+

High-quality resorts, all but one in new geography

+

Achievable sales and cost synergies to unlock additional value

+

Proven history of successfully integrating acquisitions

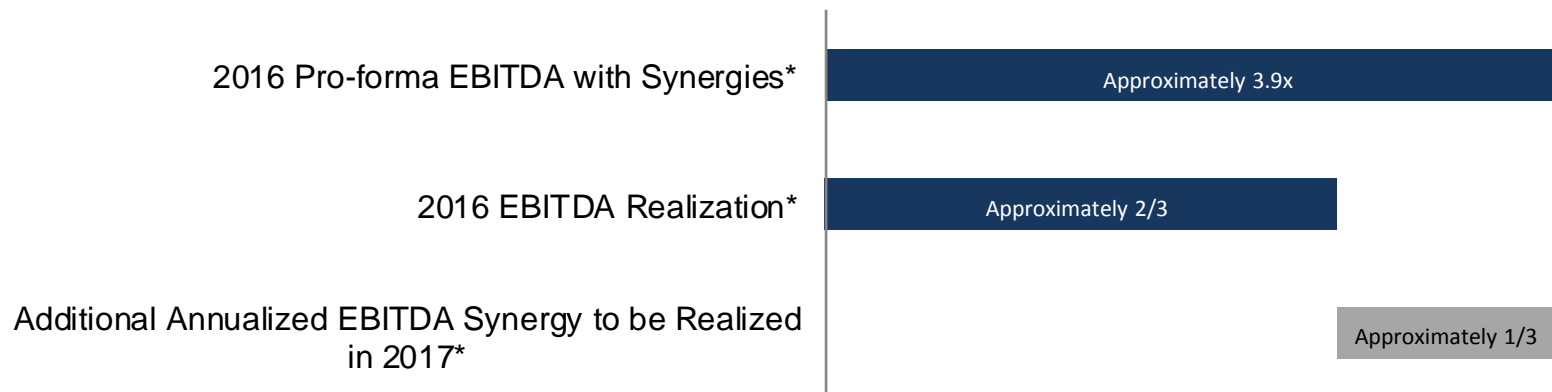
+

Healthy balance sheet with low leverage

=

**Effective allocation of capital to generate superior shareholder returns**

# Intrawest 2016 Pro-forma EBITDA Realization



- ◆ 2016 EBITDA Realization\*
  - ◆ Additional management fees generated through new evergreen cost-plus management contracts for the entire year
  - ◆ Each of the new sales centers to sell Diamond's full points based product providing for increases in sales production while maintaining Diamond's credit underwriting standards
  - ◆ Additional potential club members
  - ◆ Cost synergies to be achieved primarily through a reduction in G&A
- ◆ Additional Annualized EBITDA Synergy to be Realized in 2017\*
  - ◆ Predominately driven by the further realization of sales production through increased efficiencies