Lender Presentation

May 10, 2021

HILTON GRAND VACATIONS

DIAMOND Resorts

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HGV cautions you that forward-looking statements involve known and unknown risks, uncertainties and other factors, including those that are beyond HGV's control, that may cause its actual results, performance or achievements to be materially different from the future results. Factors that could cause HGV's actual results to differ materially from those contemplated by its forward-looking statements include: the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement related to the proposed acquisition of Dakota Holdings, Inc. (the "Merger"); the inability to complete the proposed Merger due to the failure to obtain stockholder approval for the proposed Merger or the failure to satisfy other conditions to completion of the proposed Merger, including that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the transaction; risks related to disruption of management's attention from HGV's ongoing business operations due to the transaction; the effect of the announcement of the proposed Merger on HGV's relationships, operating results and business generally; the risk that the proposed Merger will not be consummated in a timely manner; exceeding the expected costs of the Merger; the material impact of the COVID-19 pandemic on HGV's business, operating results, and financial condition; the extent and duration of the impact of the COVID-19 pandemic on global economic conditions; HGV's ability to meet its liquidity needs; risks related to HGV's indebtedness; inherent business risks, market trends and competition within the timeshare and hospitality industries; HGV's ability to successfully source inventory and market, sell and finance VOIs; default rates on HGV's financing receivables; the reputation of and HGV's ability to access Hilton brands and programs, including the risk of a breach or termination of HGV's license agreement with Hilton; compliance with and changes to United States and global laws and regulations, including those related to anti-corruption and privacy; risks related to HGV's acquisitions, joint ventures, and other partnerships; HGV's dependence on third-party development activities to secure just-in-time inventory; the performance of our information technology systems and HGV's ability to maintain data security; regulatory proceedings or litigation; adequacy of HGV's workforce to meet its business and operation needs; HGV's ability to attract and retain key executives and employees with skills and capacity to meet its needs; and natural disasters or adverse geo-political conditions. Any one or more of the foregoing factors could adversely impact HGV's operations, revenue, operating margins, financial condition and/or credit rating.

For a more detailed discussion of these factors, see the information under the captions "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in HGV's most recent Annual Report on Form 10-K filed with the SEC on March 1, 2021 and its Quarterly Report on Form 10-Q for the Quarter Ended March 31, 2021 and filed with the SEC on April 29, 2021, which may be updated from time to time in HGV's annual reports, quarterly reports, current reports and other filings HGV makes with the SEC. HGV's forward-looking statements speak only as of the date of this communication or as of the date they are made. HGV disclaims any intent or obligation to update any "forward looking statement" made in this communication to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results over time.

This presentation includes discussions of terms that are not recognized terms under U.S. Generally Accepted Accounting Principles ("GAAP"), and financial measures that are not calculated in accordance with GAAP, such as Adjusted EBITDA. We derived any non-GAAP financial measures from our financial statements and Dakota Holdings, Inc.'s financial statements. We believe such non-GAAP measures provide useful information to our investors about us and our financial condition and results of operations since these measures are used by our management to evaluate our operating performance and by securities analysts and investors as common financial measures for comparison in our industry. See our most recent Annual Report on Form 10-K and our most recent Quarterly Report on Form 10-Q for a more detailed discussion of the meanings of these terms and our reasoning for providing non-GAAP financial measures and the Appendix to this presentation for a full reconciliation of these measures to the most directly comparable GAAP financial measures.

Additional Information about the Proposed Transaction and Where to Find It

This slide presentation may be deemed solicitation material in respect of the proposed Merger. In connection with the proposed Merger transaction, HGV has filed with the SEC a preliminary proxy statement and other documents regarding the proposed Merger, and plans to file with the SEC a definitive proxy statement as well as other documents regarding the proposed Merger. This slide presentation does not constitute a solicitation of any vote or approval. Stockholders are urged to read the preliminary proxy statement, the definitive proxy statement when it becomes available and any other documents to be filed with the SEC in connection with the proposed Merger or incorporated by reference in the proxy statement because they will contain important information about the proposed Merger.

Investors may obtain free of charge the preliminary proxy statement, definitive proxy statement when it becomes available, and other documents filed with the SEC at the SEC's website at https://www.sec.gov. In addition, the proxy statement and HGV's annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnish pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 are available free of charge through HGV's website at https://investors.hgv.com/ as soon as reasonably practicable after they are electronically filed with, or furnished to, the SEC.

The directors, executive officers and certain other members of management and employees of HGV may be deemed "participants" in the solicitation of proxies from stockholders of HGV in favor of the proposed Merger. Information regarding the persons who may, under the rules of the SEC, be considered participants in the solicitation of the stockholders of HGV in connection with the proposed Merger can be found in the preliminary proxy statement and the other relevant documents that will be filed with the SEC. You can find information about HGV's executive officers and directors in its Annual Report on Form 10-K for the fiscal year ended December 31, 2020 and in its definitive proxy statement for the 2021 annual meeting of stockholders filed with the SEC on Schedule 14A on March 26, 2021.

HILTON GRAND VACATIONS

Agenda

1. Transaction overview
2. Combined company overview
3. Key credit highlights
4. Segment overview and update
5. Historical financial performance
6. Appendix

HILTON GRAND VACATIONS

Transaction Overview

Executive Summary

- On March 10, 2021, Hilton Grand Vacations Inc. (“HGV” or the “Company”) announced it had entered into a definitive agreement to acquire Diamond Resorts International, Inc. (“Diamond”) from funds managed by affiliates of Apollo Global Management, Inc. (“Apollo”), funds managed by affiliates of Reverence Capital Partners (“Reverence”), and other Diamond stockholders for a total deal value of $3.0 billion with consideration paid by HGV at closing expected to be $1.4 billion[1]

- The combination will create a premier vacation ownership company with the broadest offering in the industry, encompassing 154 upscale and luxury properties, 48 sales centers and over 720,000 owners

- HGV will be financing the acquisition and the refinancing of certain indebtedness with a new $1,300 million Term Loan B facility (“TLB”), new $675 million of Other Unsecured Debt, and $1.4 billion of equity

- The acquisition is expected to close in summer of 2021, subject customary closing conditions

- Pro forma for the transaction Secured and Total Leverage will be 1.9x and 3.3x (excluding non-recourse securitized debt), respectively, based on FY 2019 PF Adjusted EBITDA of $885 million[2]

1) Assumes issuance of 34.5 million shares of HGV stock at $40.32 per share. Excludes one-time transaction fees and assumption of $657 million of securitized debt from DRI, which is non-recourse to combined entity.
2) EBITDA adjusted to exclude the impact of net deferrals of revenue and direct expenses related to the Sales of VOIs under construction. Diamond EBITDA derived from Dakota Holdings, Inc (“Diamond Resorts”) 2019 financial statements, further adjusted to conform to HGV’s definition of Adjusted EBITDA. HGV EBITDA derived from Hilton Grand Vacations Inc. 2019 financial statements. Includes estimated annualized cost synergies of $125 million.

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Sources and uses & pro forma capitalization

($ in millions) Sources	Amount
New Term Loan B	$1,300
Other Unsecured Debt	675
Diamond Debt Assumed [1]	617
Cash on Hand	304
Equity Issued to DRI [2]	1,392
Total Sources	**$4,288**

($ in millions) Uses	Amount
Purchase of Diamond Equity	$1,392
Diamond Debt Repaid	1,363
Diamond Debt Assumed [1]	617
HGV Debt Repaid	791
Transaction Fees & Other	125
Total Uses	**$4,288**

($ in millions)	Maturity	HGV 3/31/21	DRII 3/31/21	Transaction Adj.	Pro Forma 3/31/21
Cash & Cash Equivalents	--	$400	$197	*($304)*	$293
HGV: Amended RCF ($800)	**Nov-23**	**660**		***(316)***	**344**
DRII: Revolving Credit Facility ($100)	Sep-21		--		--
HGV: Term Loan A	Nov-23	175		*(175)*	--
DRII: Term Loan B	Sep-23		863	*(863)*	--
DRII: Senior Secured Notes	Sep-23		500	*(500)*	--
New Term Loan B	**7 years**			***1,300***	**1,300**
Total Secured Debt		**$835**	**$1,363**		**$1,644**
HGV: Senior Notes	Dec-24	300		*(300)*	--
DRII: Senior Notes	Sep-24		591		591
Other Unsecured Debt	**TBD**			***675***	**675**
Other Debt (HGV / DRII)	--	27	26		53
Total Debt		**$1,162**	**$1,980**		**$2,962**
Non-recourse Debt		*706*	*611*		*1,317*
FY 2019 Financial Statistics					
Adjusted EBITDA [3]		$453	$307	*$125*	$885
FY 2019 Credit Statistics					
Total Secured Debt / Adj. EBITDA		1.8x	4.4x		1.9x
Net Secured Debt / Adj. EBITDA		1.0x	3.8x		1.5x
Total Debt / Adj. EBITDA		2.6x	6.4x		3.3x
Net Total Debt / Adj. EBITDA		1.7x	5.8x		3.0x

1) Excludes non-recourse, securitized timeshare debt of $611 million.
2) 34.5 million HGV common shares issued at $40.32.
3) EBITDA adjusted to exclude the impact of net deferrals of revenue and direct expenses related to the Sales of VOIs under construction. Diamond EBITDA derived from Dakota Holdings, Inc ("Diamond Resorts") 2019 financial statements, further adjusted to conform to HGV's definition of Adjusted EBITDA. HGV EBITDA derived from Hilton Grand Vacations Inc. 2019 financial statements. Includes estimated annualized cost synergies of $125 million.

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Combined Company Overview

The acquisition of Diamond Resorts presents a transformational opportunity

1. **Significant value creation from scale benefits** of combining the largest independent timeshare company with the strength of Hilton Grand Vacations' brand and culture

2. **Diversifies HGV portfolio,** adding additional drive-to destinations and allowing HGV to leverage the Hilton network to penetrate a broader customer segment

3. **Accelerates launch of HGV-branded trust product offering** by rebranding Diamond's trust, Club, and properties to drive revenue growth in a new customer segment, due to Diamond's capital efficient points-based system

4. **Generates $125M+ in run-rate cost synergies** expected to be achieved in the first 24 months following close

5. **Increases recurring EBITDA streams** and drives overall cash flow, with adjusted free cash flow accretion in year one[1]

6. **Compelling valuation and deal structure** facilitates financial flexibility and deleveraging

Ideal timing to capitalize on anticipated leisure travel recovery

1) Excluding one-time transaction related expenses.

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Combined Company Overview

- Hilton Grand Vacations is a global timeshare company focused on marketing and selling VOIs, managing vacation resorts in top leisure and urban destinations and operating a point-based vacation club
- Pro forma for the acquisition of Diamond Resorts, combined company will have over **720,000 owners, 154 resorts and 48 sales centers**, enabling significant value creation
- Pro forma Company will operate its business across two segments:
  - Real Estate Sales & Financing
    - Market and sell fee-simple VOIs developed both by the Company or by third parties, and source VOIs through fee-for-service agreements with third-party developers. Pro forma Company will also sell point-based VOI, permitting members to maintain flexibility
    - Provides 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
  - Resort Operations & Club Management
    - Earns revenues from Club activation fees, annual dues and transaction fees from member exchanges
    - Provides day-to-day management services, including housekeeping services, maintenance and certain accounting and administrative services for HOAs, for which the Company receives recurring management fees
    - Rents unsold VOI inventory, third-party inventory and inventory made available due to ownership exchanges through Club programs
- Board will be expanded by two seats to nine members, with Apollo having the right to designate two seats as long as they retain equity ownership of HGV at or above 15%, and one seat while they retain equity ownership at or above 10%

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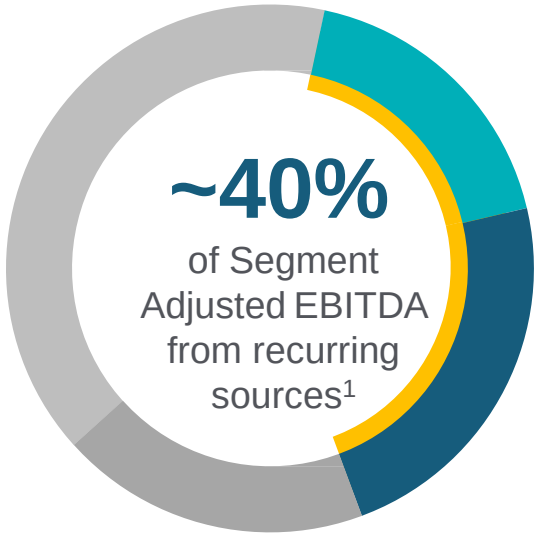
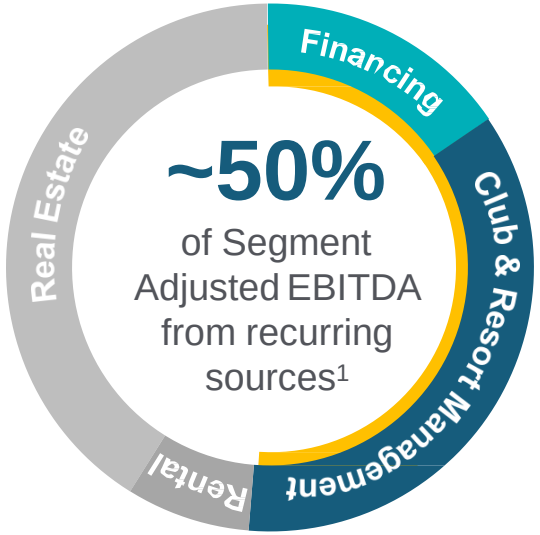


HILTON GRAND VACATIONS + DIAMOND Resorts



1) Adjusted for net deferrals of revenue and direct expenses related to the Sales of VOIs under construction.

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A powerful combination of diversified and complementary portfolio accelerates growth via…

HILTON GRAND VACATIONS

- World-class hospitality with the strength of the trusted **Hilton brand**
- 62 upper upscale and luxury properties in **premier resort destinations**
- Proven track record of **positive Net Owner Growth (NOG)**
- **Points-based** deeded system enables **flexible inventory sourcing** from owned or fee partners
- Best in class **lead generation** capabilities and sales systems
- Industry-leading **VPG and margins**
- **Over 328,000 owners**

+

DIAMOND Resorts

- **Largest** timeshare operator with no hotel brand affiliation
- Extensive network of 92 leisure resorts across the globe, with **strong regional drive-to market exposure**, and complementary upscale range
- **Points-based** trust structure enabling incremental **pricing segmentation and enhanced capital efficiency**
- 4 years of **excess developed inventory available for sale**
- Pioneered the innovative ***Events of a Lifetime®*** experiential sales & marketing platform that drives strong engagement at a significant VPG premium
- **Nearly 400,000 owners**

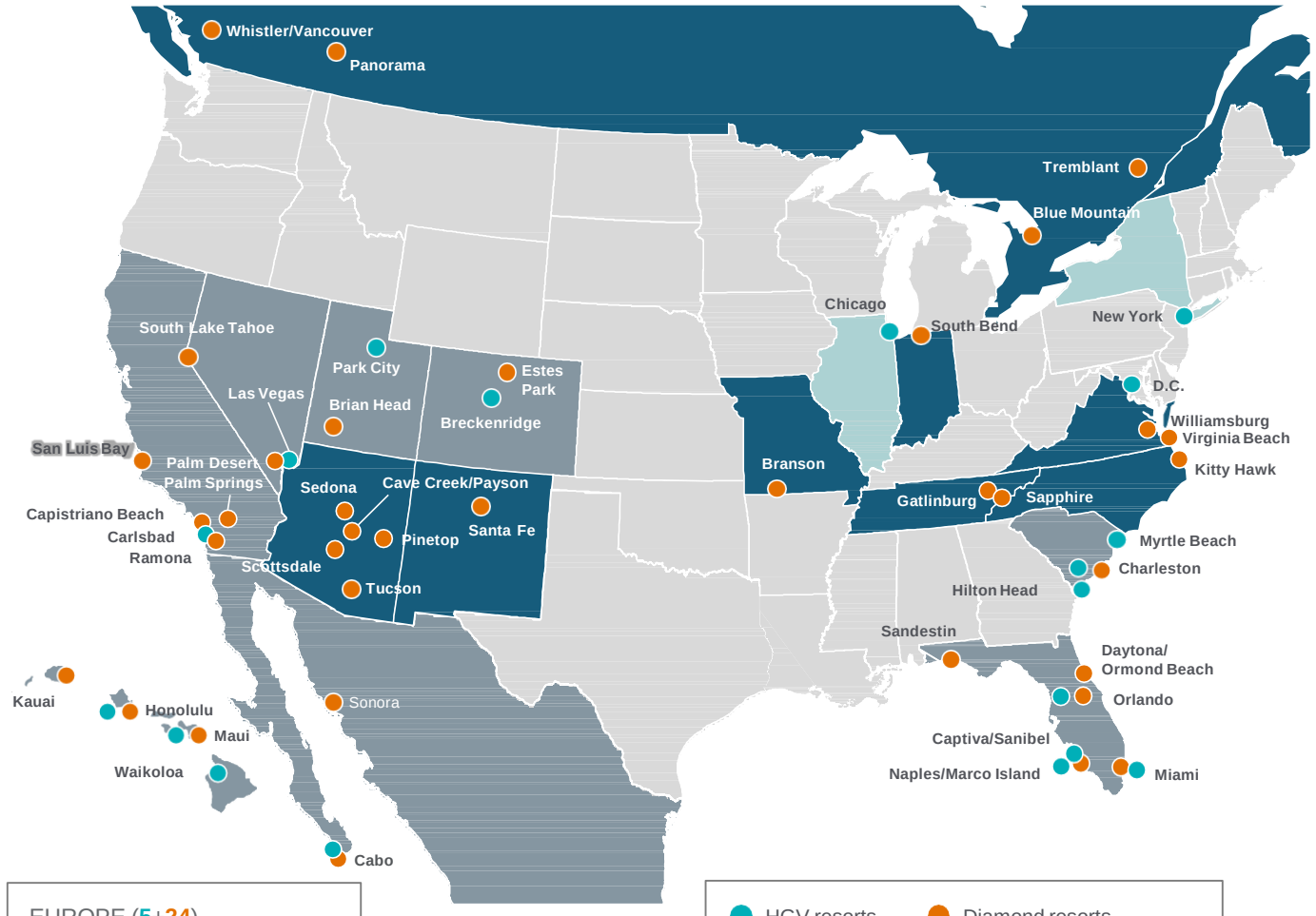
… Broadest chain scale offering in the industry

	Midscale	Upper Midscale	Upscale	Upper Upscale	Luxury
Hilton	tru by HILTON	Hampton by HILTON, HOME2 SUITES BY HILTON, MOTTO by Hilton	TAPESTRY COLLECTION BY HILTON, TEMPO by Hilton, Hilton Garden Inn, DOUBLETREE by Hilton, HOMEWOOD SUITES BY HILTON	Hilton HOTELS & RESORTS, Signia by Hilton, canopy BY HILTON, CURIO A COLLECTION BY HILTON, EMBASSY SUITES by HILTON	WALDORF ASTORIA HOTELS & RESORTS, LXR HOTELS & RESORTS, CONRAD HOTELS & RESORTS
HILTON GRAND VACATIONS			Hilton Vacation Club *Former Diamond Properties*	Hilton Grand Vacations	HILTON CLUB
Competitors[1]	bluegreenvacations	TRAVEL+ LEISURE		MARRIOTT VACATIONS WORLDWIDE	

Enhances alignment with Hilton system and their 112 million Hilton Honors members

1) Illustrative chain scale positioning.

…And more properties in more places



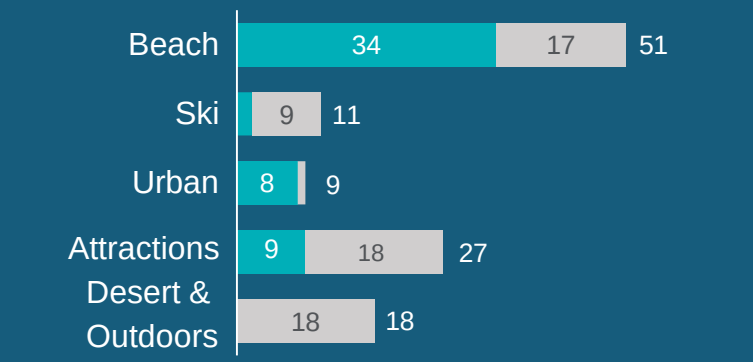
EUROPE (5+24)
MEXICO & CARIBBEAN (2+5)
JAPAN (2)

HGV resorts
Diamond resorts
HGV-only market
Diamond-only market
Common market

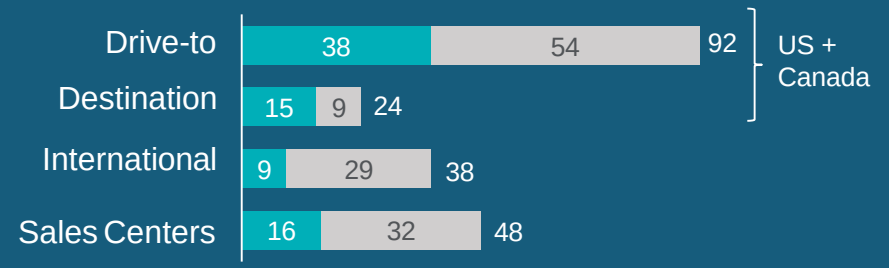
Benefits of expanded geographic portfolio

- **Higher tour flow,** with more locations to access and offer
- **Higher conversion,** with broader appeal to new customers

US + Canada Only



Global



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Note: "Outdoors" is composed of Gatlinburg and Pigeon Forge, TN and Ucluelet, Canada. "Regional" is composed of US excluding Hawaii and NYC. "Destination" is composed of Hawaii, NYC, and Canada. Mexico also includes Diamond location in Zihuatanejo (not pictured on map).

New branded trust offers additional benefits

	HILTON GRAND VACATIONS **Deeded** points	DIAMOND Resorts **Trust** points
Advantages for combined entity	✓ **Premium pricing** for certainty of availability in high demand real estate markets ✓ **Inventory sourcing flexibility** and efficiency allows us to employ a **fee-for-service** model with **multiple partners** ✓ Ability to **pre-sell new developments** supports strong project-level cash flow and returns	✓ **Smoother sales and upgrades**, with less specific matching of buyer to property ✓ **Lowers barrier to ownership** and broadens ability to buy into system with more flexible pricing options ✓ **Reduces inventory delivery volatility** and reliance on new builds ✓ Facilitates **inventory recycling**, reducing new build needs
Advantages for buyers and owners	✓ **Guaranteed availability** to reserve purchased week provides peace of mind ✓ **Aspirational** sense of true ownership ✓ **Physical asset** that can be passed down to future generations	✓ **Geographic flexibility** to access network without committing to home resort ✓ **Timing flexibility,** as not tied to a particular time of year or duration

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Key Credit Highlights

Summary Credit Highlights

1. Industry leading diverse portfolio and owner network
2. Diversified earnings profile
3. Significant synergies from strategic combination
4. Broadened addressable market
5. Attractive free cash flow profile
6. Strong and flexible balance sheet
7. Experienced management team

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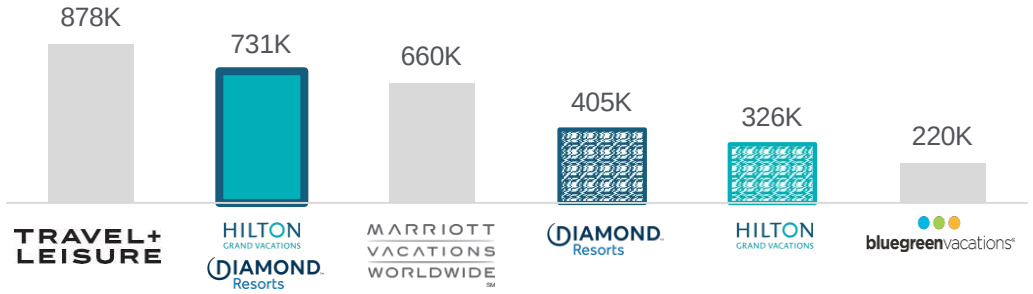
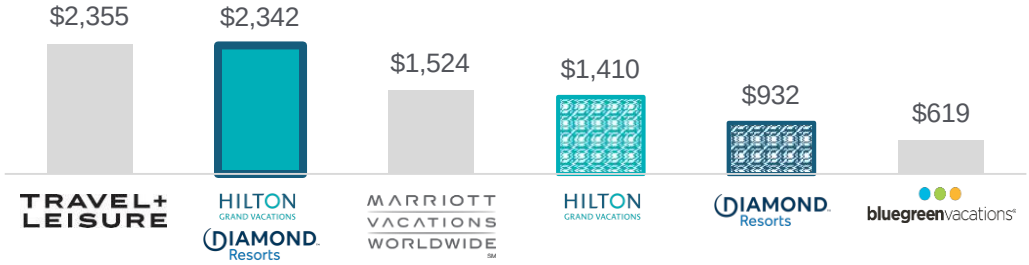
1 Industry Leading Diverse Portfolio and Owner Network

Owners

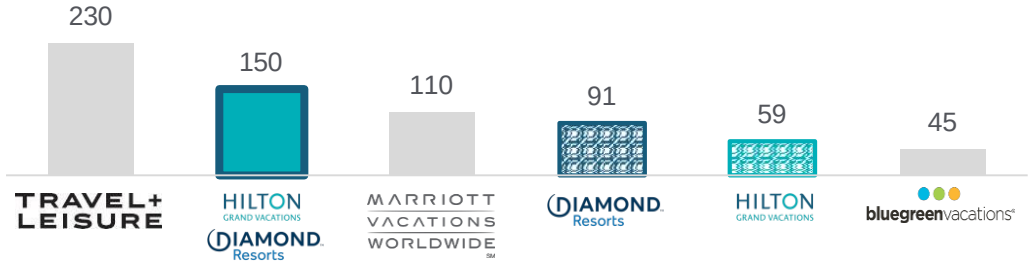


Contract Sales

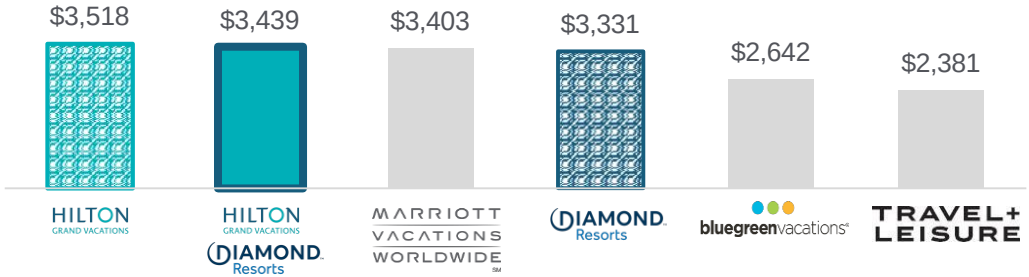
$ in millions



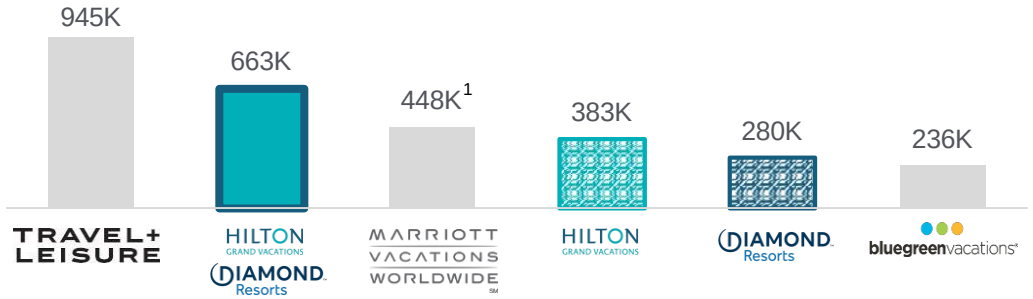
Resorts



VPG

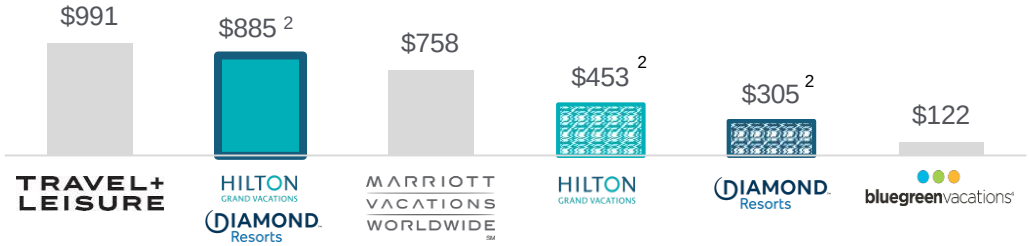


Tours



Adjusted EBITDA

$ in millions



Source: 2019 company filings

1) Estimated.
2) Adjusted for net deferrals of revenue and direct expenses related to the Sales of VOIs under construction; combined includes total identified run-rate cost synergies of $125 million; see Reconciliations in Appendix.

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2 Diversified earnings profile with increased contribution from recurring and fee-based earnings

NOG generates several **high margin, recurring fee streams:**

- **Club membership fees**
- **Property management fees**
- **Financing fees**

New buyers and owner upgrades further grow these fee streams and create a multiplier effect

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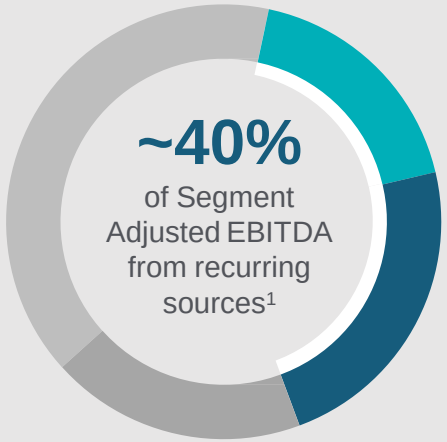
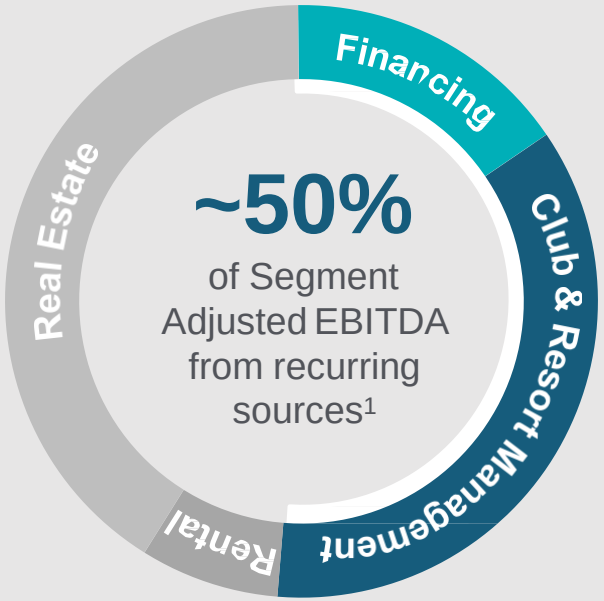


HILTON GRAND VACATIONS + DIAMOND Resorts



1) Adjusted for net deferrals of revenue and direct expenses related to the Sales of VOIs under construction.

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3 Acquisition unlocks significant synergies

Revenue levers

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

2 More places
- Expanded regional network
- Higher NOG
- Additional HGV owner sales

3 More owners
- Diamond owner base activated by Hilton Grand Vacations brand, which is complemented by Hilton Grand Vacation owner base being activated by Diamond's experiential platform

Revenue synergies

- HGV new buyer lift
- Diamond new buyer lift
- HGV owner lift
- Diamond owner lift
- Diamond rental performance

Cost synergies

- General & administrative efficiencies
- Operational efficiencies
- Financial efficiencies

$125M+ identified

Cost synergy run-rate achieved in the first 24 months following close

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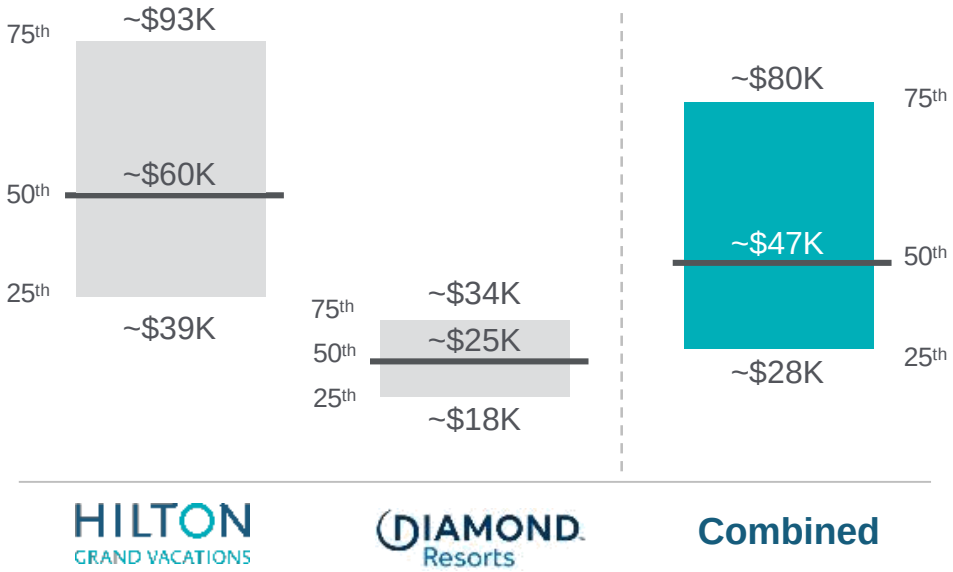
4 Broadened addressable market via wider range of price points

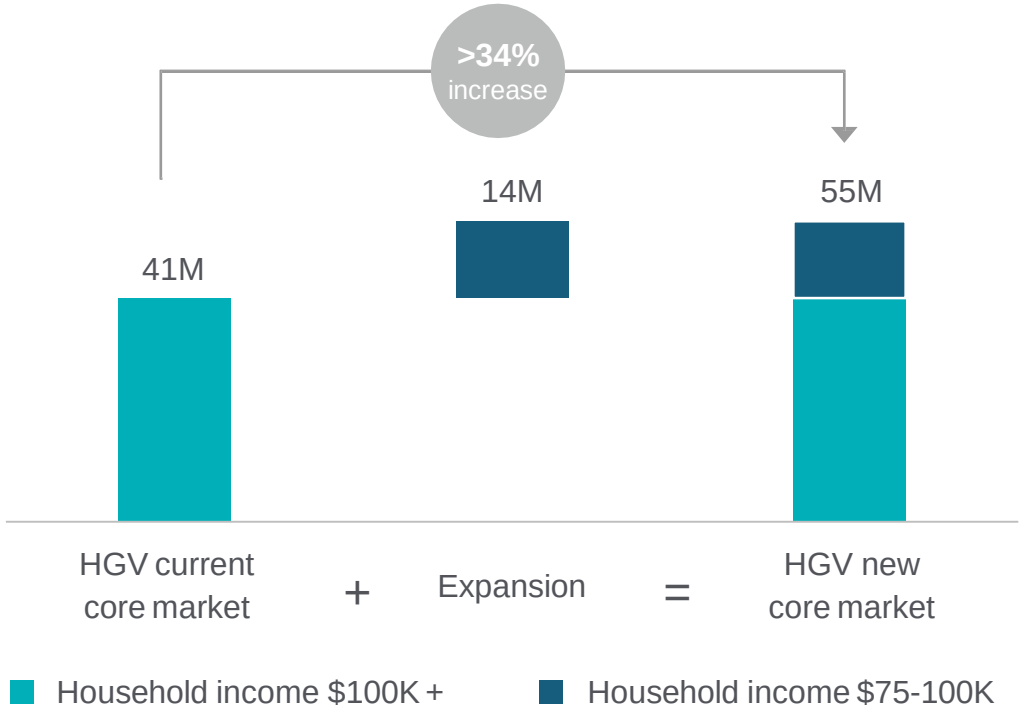
List price per week for HGV vs. Diamond inventory…

Diamond's 75th percentile price point sits just below HGV's lowest 25th percentile[1]



…enhances value proposition for more demographics, expanding Company's core market

US householders age 25-74[2]



1) Figures unweighted by room type.
2) Selected Characteristics of Households by Total Money Income in 2019. US Census Bureau, Current Population Survey, 2020 ASEC Supplement.

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5 Focus on efficiency will drive free cash flow conversion

Operating efficiency

- Maintain **industry-leading margins**
- Realize **$125M+ of run-rate cost synergies**
- Realize incremental $20-25M of annualized **HGV standalone cost reductions identified** in 2020

Working capital efficiency

- Tap significant **developed inventory pipeline** to reduce near-term spending needs
- **Reduce long-term inventory spending** with increased rate of inventory recapture driven by Diamond's capital efficient points-based system

First year	Steady state
Double-digit adjusted FCF/share accretive[1]	**50-60% adjusted FCF conversion[2]**

1) Excluding one-time transaction costs.
2) Conversion of Adjusted EBITDA excluding the impact of net deferrals of revenue and direct expenses related to the Sales of VOIs under construction.

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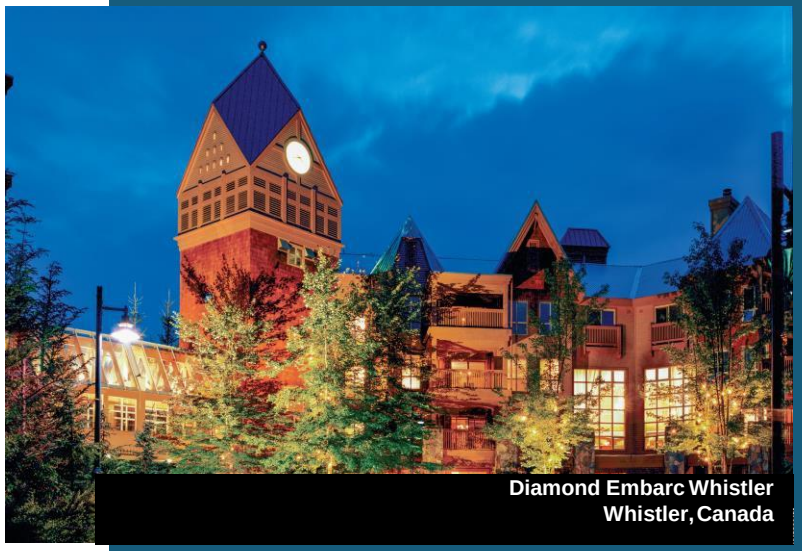
6 Acquisition results in a strong and flexible balance sheet to support the business

Pro-forma liquidity of **$1.0 billion** at year-end 2020

Nearly $300 million of receivables eligible for securitization

Capital market **efficiencies from increased scale** of combined ABS platform

Cash flow generation will drive **rapid deleveraging**
Pro forma leverage[1] 6.8x, **returning to below 3.0x within 24 months**



Diamond Embarc Whistler
Whistler, Canada

Diamond Ocean Beach Club
Virginia Beach, Virginia

1) EBITDA adjusted to exclude the impact of net deferrals of revenue and direct expenses related to the Sales of VOIs under construction. Diamond EBITDA derived from Dakota Holdings, Inc ("Diamond Resorts") 2020 and Q1 2021 financial statements, further adjusted to conform to HGV's definition of Adjusted EBITDA. HGV EBITDA derived from Hilton Grand Vacations Inc. 2020 and Q1 2021 financial statements. Includes estimated annualized cost synergies of $125 million. The leverage is based on TTM Q1 2021 Adjusted EBITDA of $436 million. Please refer to appendix for reconciliation.

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7 Experienced Management Team

Mark Wang
President
CEO
Years with HGV: 22

- Served as Executive Vice President and President, Hilton Grand Vacations for Hilton Worldwide since March 2008
- First joined the company in 1999 as Managing Director of Hawaii and Asia Pacific and has held a series of senior management positions within HGV
- Prior to joining HGV, Mr. Wang co-founded three independent timeshare companies, where he served as President and COO of each

Dan Mathewes
EVP, CFO
Years with HGV: 3

- More than 20 years of diverse, global finance experience with both public and private multi-national companies
- Prior to HGV, Mr. Mathewes served as CFO of Virgin Hotels North America, the lifestyle hotel brand by Sir Richard Branson
- Previously, he held senior financial positions at The World, Kerzner International, Norwegian Cruise Lines and Royal Caribbean Cruises Ltd.

Gordon Gurnik
EVP, COO
Years with HGV: 3

- Joined HGV in 2018; prior to joining HGV, Mr. Gurnik served as President of RCI, a worldwide leader in vacation exchange and travel services and the largest exchange network in the world

HILTON GRAND VACATIONS

Segment Overview & Update

HGV Is Well-positioned Despite COVID-19 Disruptions

Properties conducive to social distancing generally feature in-room full kitchen, washer/dryer and more square footage, reducing reliance on common areas

Limited exposure to volatility in asset values focus on selling out projects vs. long-term asset speculation

Minimal focus on rental income available inventory primarily used to support sales with tour guests, rather than rental

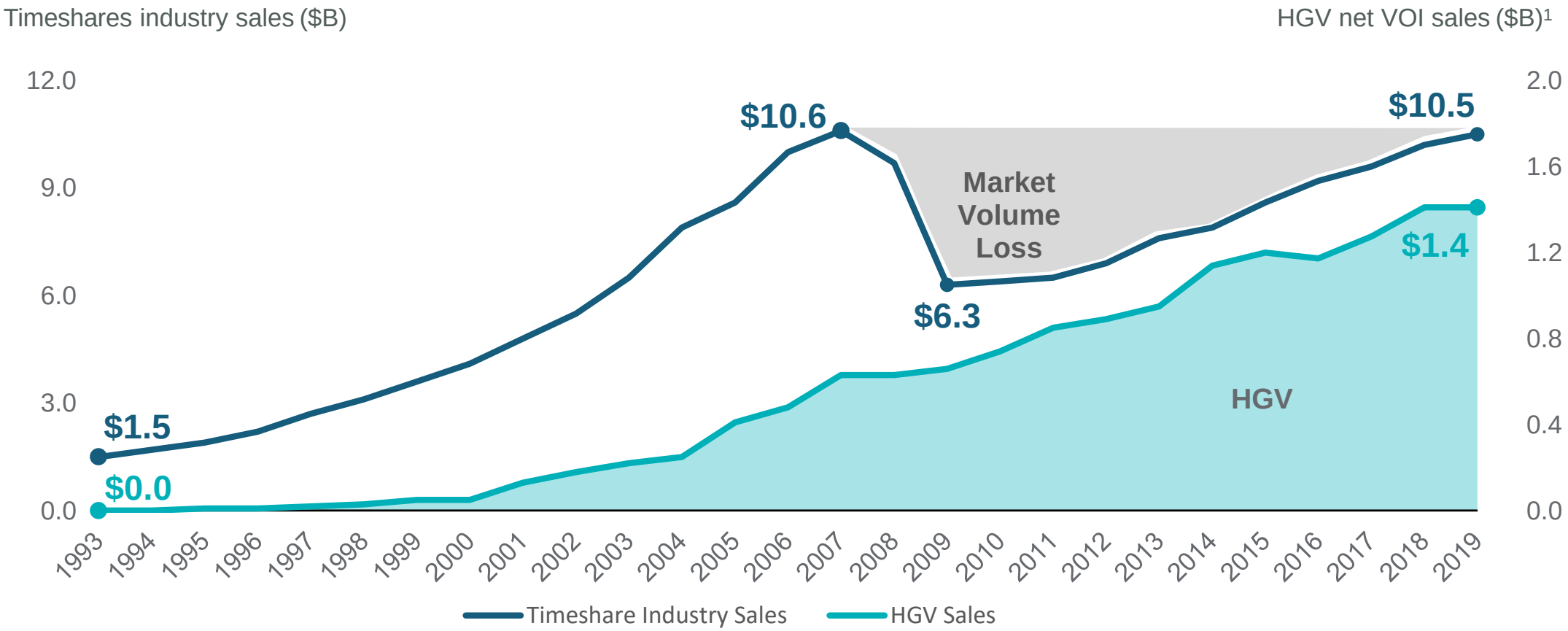
Low observed price elasticity vs. traditional lodging

Limited maintenance capital expenditures by timeshare developer; funded in full by Owners each year

Dedicated focus on leisure travelers insulated from exposure to business travel

HILTON GRAND VACATIONS

HGV has Experienced Consistent Growth Despite Unprecedented Market Downturn



1993 – 2019 Timeshare Industry Sales CAGR: +8%

Source: ARDA, public financials, Company reports, industry reports, and HGV Internal Data.

1) Unless otherwise noted, HGV Net VOI Sales data from historical financial statements. 1993 – 1998 HGV Net VOI Sales estimated due to lack of historical data.

HILTON GRAND VACATIONS

Business Segments Overview

The Combined Company will operate under two distinct business segments – Real Estate Sales & Financing and Resort Operations & Club Management

Real Estate Sales & Financing

Real Estate Sales

- Market and sell fee-simple VOIs developed both by HGV or by third parties, and source VOIs through fee-for-service agreements with third-party developers. HGV will also sell point-based VOI, permitting members to maintain flexibility

Financing

- 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

Resort Operations & Club Management

Resort Operations

- Provide day-to-day management services, including housekeeping services, maintenance and certain accounting and administrative services for HOAs, for which we receive recurring management fees

Club Management

- Earn revenues from Club activation fees, annual dues and transaction fees from member exchanges

Rental of Available Inventory

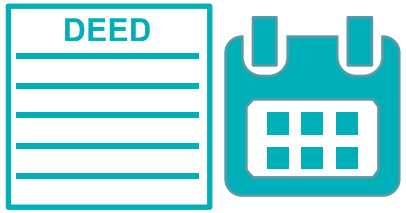
- Rent unsold VOI inventory, third-party inventory and inventory made available due to ownership exchanges through Club programs

Source: Public filings.

Broad Product Offerings Maximize Owner Choice and Flexibility

The combination of HGV's and Diamond's unique and flexible products garner larger share of wallet, drive net owner growth and promote customer retention

HGV's Points-Based Deeded Timeshare Product



- **Deeded** VOI structure
- Inventory is **tied to specific resorts**

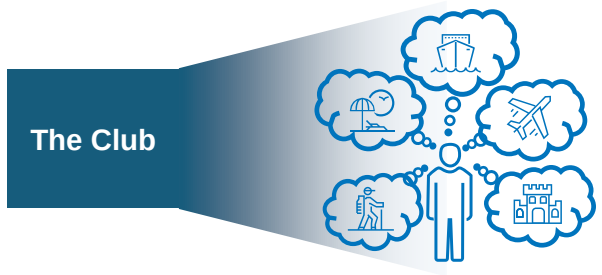
- Distribution of product through **16 HGV sales centers**

- Overlaid points program allows for owner **flexibility to access the entire resort network and other exchange options**

Diamond's Points-Based Trust Timeshare Product

- **Non-deeded**, **trust-based** VOI structure
- Inventory is **not tied** to specific resort, unit or usage time

- Distribution of product through **32 Diamond sales centers**

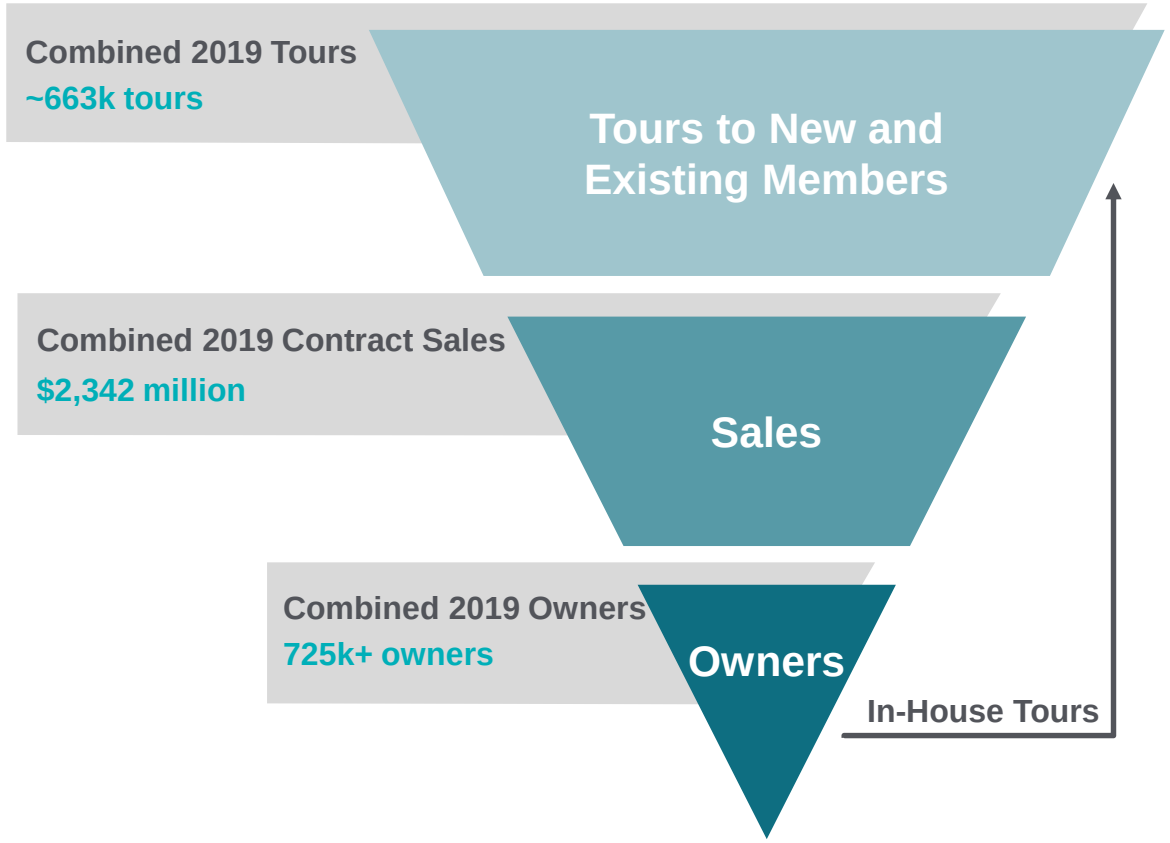


- Enables access to **redemption options in points-based system**, including managed and in-network affiliated resort portfolio

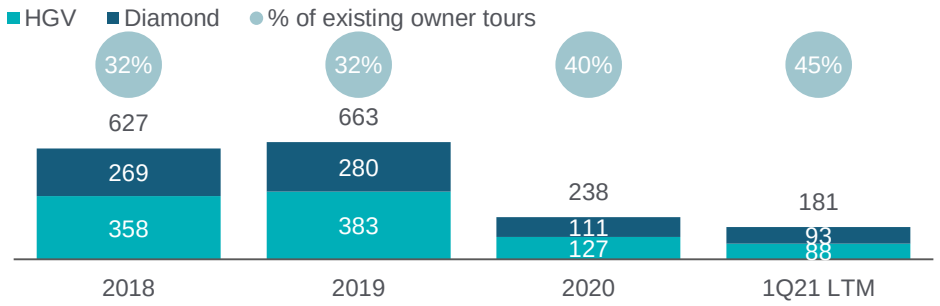
HILTON GRAND VACATIONS

Balanced Sales Mix to Owners and New Buyers Drives NOG

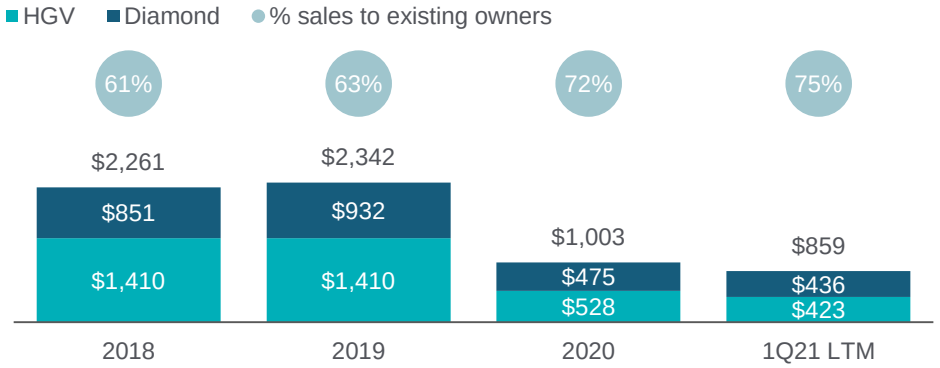
- ✓ Strong focus on Net Owner Growth ("NOG") and embedded value
- ✓ Extensive marketing platform and new customer pipeline from Hilton generates significant tour flow



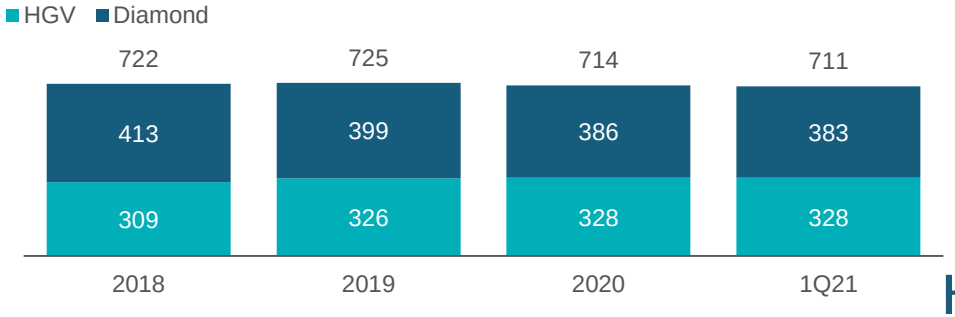
Tours *(000's)*



Contract Sales *($ millions)*



Owners *(000's)*



Source: Public filings, HGV and Diamond management provided data.

HILTON GRAND VACATIONS

High Quality, Loyal Customer Base

	HILTON GRAND VACATIONS	DIAMOND Resorts
Number of Owners	328k	383k
Average FICO Score [1]	735	743
Average HHI	$150k	$95k
% Millennial	11%	21%
% College Educated	64%	61%

Source: Public filings, HGV and Diamond management provided data.
Note: As of Q1 2021.
1) Weighted average FICO score of the loan portfolio since FY 2020.

Significant In-Place Inventory and Pipeline Projects to Support Growth

Recent Developments

Sequel

New Markets

- Estimated contract sales value of HGV's total pipeline is approximately **$10 billion**[1]
- With 32% of the pipeline consisting of just-in-time inventory and 20% consisting of fee-for-service inventory, **capital-efficient inventory represents 52% of HGV's total pipeline**
- The continuing ramp from Diamond's newest properties, **The Modern** and **Pigeon Forge**, provides further upside opportunity

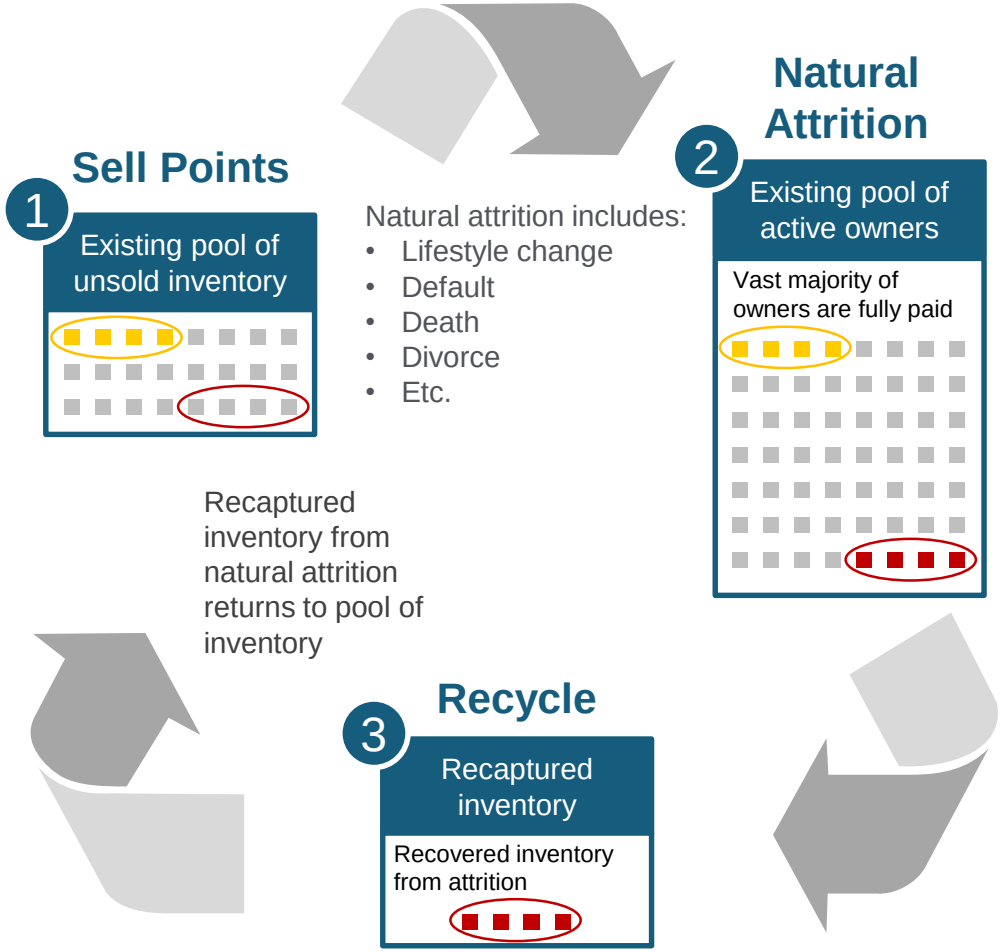
Source: Public filings and HGV management provided data.

1) Includes approximately $4 billion of sales relating to inventory that is currently available for sale at open or soon-to-open projects. The remaining $6 billion of sales is inventory at new or existing projects that will become available for sale in the future upon registration, delivery or construction.

HILTON GRAND VACATIONS

Significant In-Place Inventory and Pipeline Projects to Support Growth

Diamond's capital-lite inventory strategy provides a relatively low-cost, consistent stream of timeshare inventory – Diamond does not need to spend capital on inventory development to maintain sales



~1.5 Billion
Points in Current Inventory[1]

~$4 Billion
Retail Sales Value

~4 Years
Completed Inventory On Hand

Source: Diamond management provided data.
Note: As of Q1 2021.
1) Including Europe.

HILTON GRAND VACATIONS

Consumer Financing Segment Generates Consistent, High Margins

Consumer finance highlights

- $2.0bn combined consumer loan portfolio
- Growth driven by VOI sales (HGV and Diamond financing propensity of 65% and 81%, respectively)
- Disciplined underwriting with strong average FICO scores (HGV and Diamond weighted average FICO scores of 735 and 743, respectively)[1]

Attractive net interest margin[2]

	HILTON GRAND VACATIONS	DIAMOND Resorts
Weighted average interest rate earned	**12.6%**	**15.2%**
- Weighted average interest rate paid	**3.2%**	**3.4%**
= Net interest margin	**9.4%**	**11.8%**

Core functions

A Consumer finance

Underwriting
- Credit underwriting
- Contract origination
- Price compliance
- Escrow processing

Loan & HOA servicing
- Collateral servicing
- Billing and processing
- In-House collections

Controls
- Sales / inventory
- Quality assurance

Reporting
- Data analysis
- Investor reporting

B Warehouses and securitization

- Loans that meet the eligibility criteria are able to be monetized through HGV's and Diamond's warehouse facilities
- Once sufficient loans are generated, loans are packaged and sold to investors in the form of a Securitization
- Securitized loans are non-recourse
- Transaction structures utilized to securitize timeshare loan collateral have evolved, and branded developers like HGV continued to maintain ABS market access during the financial crisis and the COVID pandemic
- Since 2009, HGV and Diamond completed 6 securitizations, totaling $1.9bn of aggregate issuance[3] and 12 securitizations, totaling $2.7bn of aggregate issuance, respectively

Source: 1Q 2021 company filings.

1) Weighted average FICO score of the loan portfolio since FY 2020.
2) Calculated as weighted average interest rate earned less weighted average interest rate paid by HGV and Diamond, respectively.
3) HGV priced its first securitization in August 2013.

Loan Portfolio Overview

	HILTON GRAND VACATIONS	DIAMOND Resorts
Number of loans outstanding	52k	40k
Loan portfolio size	$1,147mm	$887mm
Average FICO score [1]	735	743
Annual default rate	7%	16%
Average outstanding loan balance	$22k	$22K
Average coupon rate	12.6%	15.2%
% of loans current in portfolio (by volume)	89%	96%

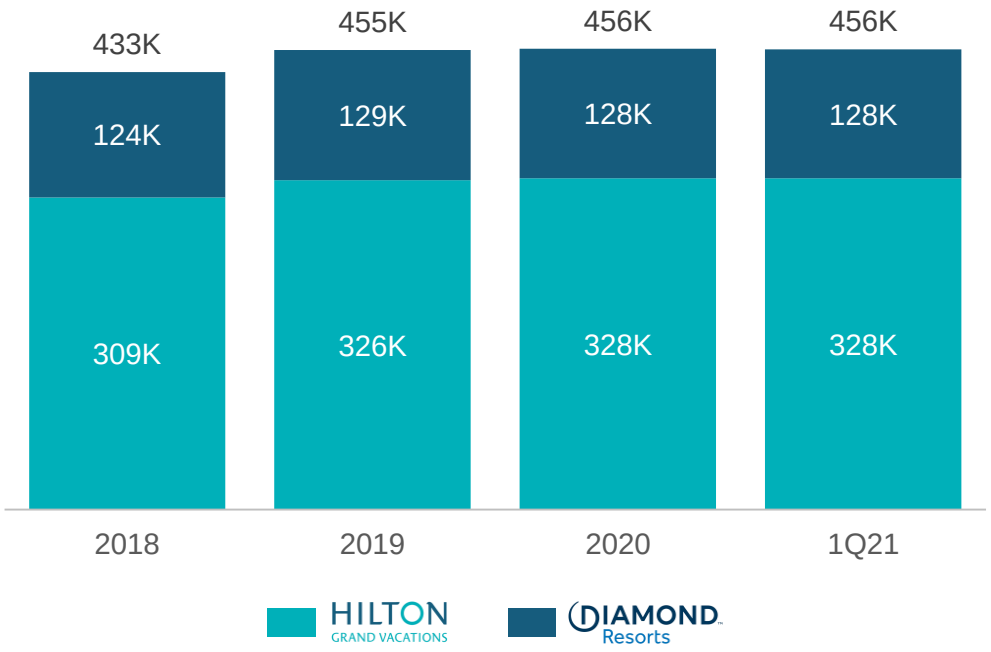
Source: Public filings, HGV and Diamond management provided data.
Note: As of Q1 2021.
1) Weighted average FICO score of the loan portfolio since FY 2020.

Resort & Club Management Provide Predictable & Recurring Revenue Streams

Strong recurring and predictable cash flows

- ✓ Generally cost plus HOA management contracts
  - ✓ Less volatile than traditional variable hotel management contracts tied to RevPAR
- ✓ Automatic renewals
- ✓ Also includes annual Club dues from members

Club Members[1]



Key sources of resort operations & club management income

A

Resort management

Management of resorts in the HGV and Diamond networks, Diamond collections and properties developed by third parties

- Services provided span operations, hospitality, and finance
- Platform scale, systems and inventory management benefit HOAs

B

Club management

An exchange service that forms the hub of the points-based member experience

- Points system provides greater flexibility and benefits to members
- Annual Club dues provide visible and recurring revenue stream

Source: Company filings.
1) Diamond Resorts represents core North America members.

HILTON GRAND VACATIONS

Transient Rentals Offer Ability to Monetize Unsold Inventory

Rental & ancillary highlights
▪ Rental inventory offered through proprietary, branded channels (Hilton.com) and third party channels (e.g. OTAs) ▪ Revenue from rentals of unsold inventory and inventory made available due to ownership exchanges through the club ▪ Fee revenue from the rental of inventory owned by third parties ▪ Ancillary revenues from retail and spa outlets at resort properties


Las Palmeras, a Hilton Grand Vacations Club
Orlando, FL

Transient Rentals Optimize Use of Inventory and Lead to Incremental VOI Sales

Allows combined HGV to utilize otherwise unoccupied inventory

Provides owner flexibility and mitigates inventory carry costs

Rental business creates attractive marketing opportunities to preview guests and transient renters, leading to more effective sales opportunities and closing efficiencies from onsite experiences

Potential upside to Diamond's rental platform by leveraging HGV and Hilton's rental network


Diamond Ocean Beach Club
Virginia Beach, Virginia

HILTON
GRAND VACATIONS

Historical Financial Performance

HGV Q1 2021 Financial Results Highlights

Q1 2021 recent developments

- Q1 2021 showed improvement for a third straight quarter since the onset of COVID-19
- Vaccine rollout and positive travel and leisure outlook have provided a meaningful tailwind for a strong quarter
- For three months ended 3/31/2021, Total Revenue and Adj. EBITDA were $235 million and $42 million representing a decrease of 33% and increase of 27% YoY, respectively
- Real estate and financing revenue decreased 40% YoY
  - Contract sales for the quarter for the quarter decreased 43% YoY
  - In open markets, total contract sales were up 6% sequentially
  - Tours decreased 58% YoY
  - Volume per guest increased 33% YoY
  - Close rates were over 20% due to increased demand for travel and high-quality HGV products
- Resort operations and club management revenue decreased 23% YoY
  - As of 3/31/2021, 20% of properties remain temporarily suspended, and a number of HGV's remaining markets continue to operate under capacity and other constraints

Inventory

- Estimated contract sales value of HGV's total pipeline is ~$10 billion at current pricing
  - $4 billion of sales relating to inventory that is currently available for sale at open or soon-to-open projects and $6 billion of sales at new or existing projects that will become available for sale in the future upon registration, delivery, or construction
- Owned inventory represents 80% of the Company's total pipeline, ~37% of owned inventory pipeline is currently available for sale

Liquidity and balance sheet

- Cash: $400 million
- Revolver: $139 million of availability
- Timeshare Facility: $450 million remaining borrowing capacity

($ in millions)	Q1 2020	Q1 2021	YoY Δ
Real Estate and Financing Revenue:			
Sales of VOIs, net	$56	$33	($23)
Sales, marketing, brand and other fees	106	53	(53)
Financing	44	37	(7)
Real Estate and Financing Revenue	**$206**	**$123**	**($83)**
Resort Operations and Club Revenue:			
Club management	25	27	2
Resort management	19	18	(1)
Rental	55	33	(22)
Ancillary services	5	2	(3)
Resort Operations and Club Management Revenue[1,2,3]	**$104**	**$80**	**($24)**
Cost reimbursements	49	35	(14)
Intersegment eliminations[2,3]	(8)	(3)	5
Total revenue	**$351**	**$235**	**($116)**
Adj. EBITDA (excl. deferrals)	60	60	--
Net construction deferrals	(27)	(18)	9
Adj. EBITDA	**$33**	**$42**	**$9**
Other adjustment items[4]	(5)	(22)	(17)
Impairment expense	--	(1)	(1)
Share-based compensation expense	2	(4)	(6)
Other loss (gain), net	2	(1)	(3)
EBITDA	**$32**	**$14**	**($18)**
Interest expense	(10)	(15)	(5)
Depreciate & amortization	(12)	(11)	1
Income tax (benefit) expense	(1)	6	7
Other Items[5]	(1)	(1)	--
Net Income (Loss)	**$8**	**($7)**	**($15)**

1) Consistent with Q1 2021 HGV 10Q filing
2) Includes charges to real estate sales and financing segment from the resort operations and club management segment for fulfillment of discounted marketing package stays at resorts. These charges totals $3 million and $8 million for three months ended March 31, 2021 and 2020, respectively
3) Includes charges to real estate sales and financing segment from the resort operations and club management segment for the rental of model units to show prospective buyers. These charges totaled less than $1 million for the three months ended March 31, 2021 and 2020
4) For the three months ended March 31, 2021, this amount includes $15 million of acquisition costs associated with the recently announced acquisition of Diamond, $4 million of costs associated with restructuring, and $3 million of other one-time charges, and non-cash items. For the three months ended March 31, 2020, this amount includes costs associated with restructuring, one-time charges, and other non-cash items. For the three months ended March, 2020, these amounts include costs associate with restructuring, one-time charges and other non-cash items
5) Includes interest expense and depreciation and amortization included in equity in earnings (losses) from unconsolidated affiliates

HILTON GRAND VACATIONS

Diamond Q1 2021 Financial Results Highlights

Q1 2021 recent developments

- Similar to HGV, Diamond Q1 2021 showed improvement for a third straight quarter since the onset of COVID-19 and represents continuation of quarterly revenue trajectory
- Q1 2021 revenue declined by $13 million or 4% y-o-y. Although the first quarter is seasonally slower due to vacation demand, Diamond's sales and bookings remain on a strong course back to the growth path created prior to the pandemic
- Q1 2021 marked a new record for VPG, which showed 25% and 33% growth from 2020 and 2019, respectively
- Real Estate and Financing segment revenue decreased 14% y-o-y
  - Contract sales for the quarter decreased 21% YoY
  - Tours decreased 38% YoY
  - Volume per guest increased 25% YoY
  - Consumer financing revenue increased by 10% YoY
- Resort Operations and Club Management segment revenue decreased 9% YoY
  - Driven by reduced resort capacity, and ongoing travel restrictions

Inventory

- For Q1 2021, Diamond used $15 million of cash for acquisition of VOI inventory
  - As of March 31, 2021, Company has sufficient inventory to support sales over the next 12 months

Liquidity and balance sheet

- Cash: $197 million
- Revolver: $92 million of availability
- Timeshare Funding Facility: $541 million remaining borrowing capacity
  - Subsequent to Q1 2021, in connection with securitization, warehouse facilities were paid off and have full capacity at $675 million

($ in millions)	Q1 2020	Q1 2021	YoY Δ
Real Estate and Financing Revenue:			
Sales of VOIs, net	$82	$99	$17
Sales, marketing, brand and other fees	59	15	(44)
Financing	29	32	3
Real Estate and Financing Revenue	**$170**	**$146**	**($24)**
Resort Operations and Club Revenue:			
Resort and Club management	39	70	31
Rental and Ancillary services	91	48	(43)
Resort Operations and Club Management Revenue	**$130**	**$118**	**($12)**
Cost reimbursements	--	23	23
Total revenue	**$300**	**$287**	**($13)**
Adj. EBITDA	**$3**	**$38**	**$35**
Other adjustment items	(19)	(18)	1
Impairment expense	(118)	--	118
Share-based compensation expense	(1)	(2)	(1)
Other loss (gain), net	1	--	(1)
EBITDA	**($134)**	**$18**	**$152**
Interest expense	(50)	(40)	10
Depreciate & amortization	(29)	(30)	(1)
Income tax (benefit) expense	27	7	(20)
Other Items	--	--	--
Net (Loss)	**($186)**	**($45)**	**$141**

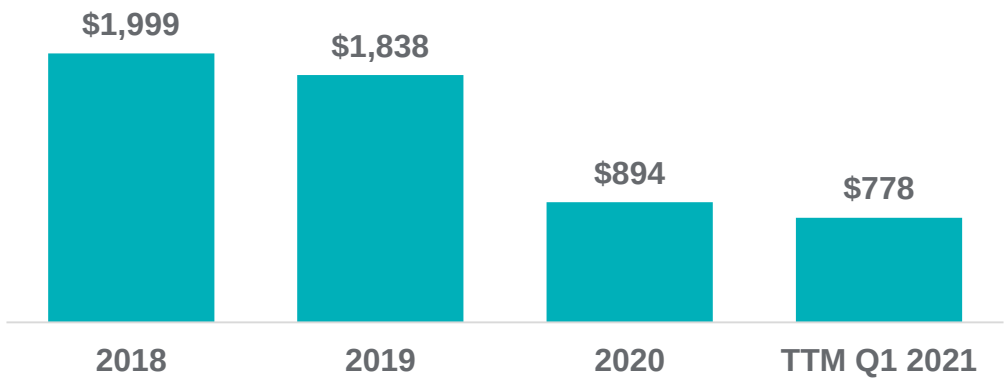
Note: Represents Diamond Financials from Dakota Holdings, Inc ("Diamond Resorts") financial statements, as reclassified by Hilton Grand Vacations.

HILTON GRAND VACATIONS

Summary of Standalone HGV Historical Financials

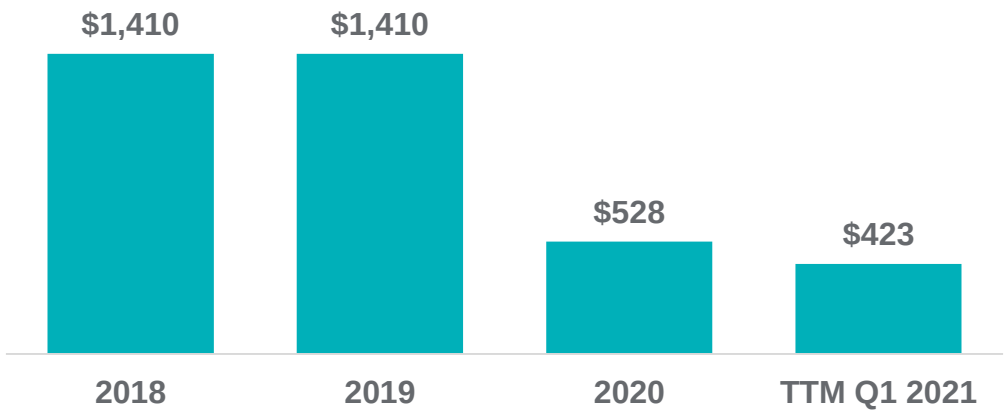
Total Revenue [1]

($ in millions)



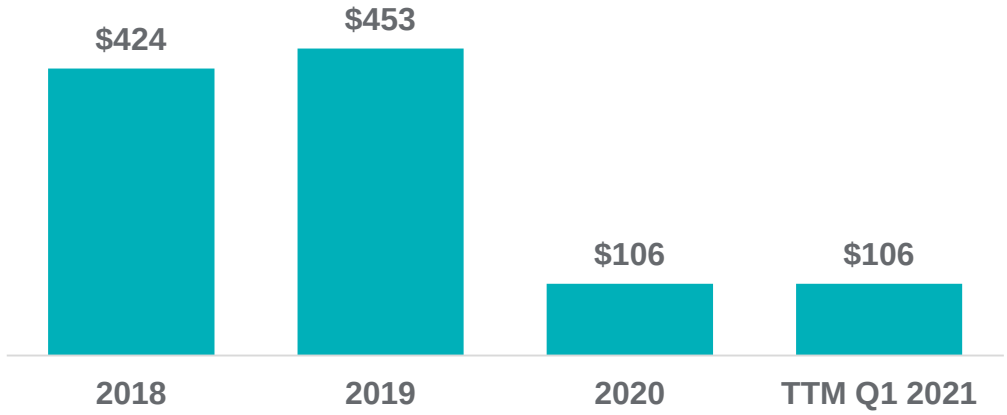
Contract Sales

($ in millions)



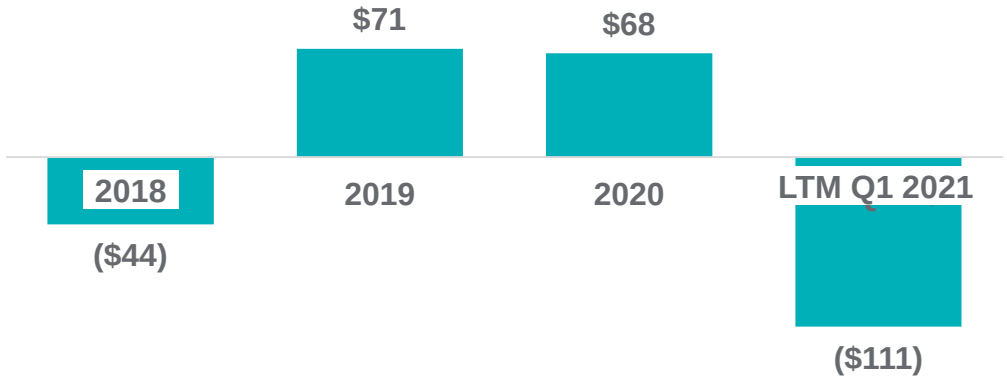
Adj. EBITDA (excl. deferrals) [2]

($ in millions)



Adj. Free Cash Flow [3]

($ in millions)

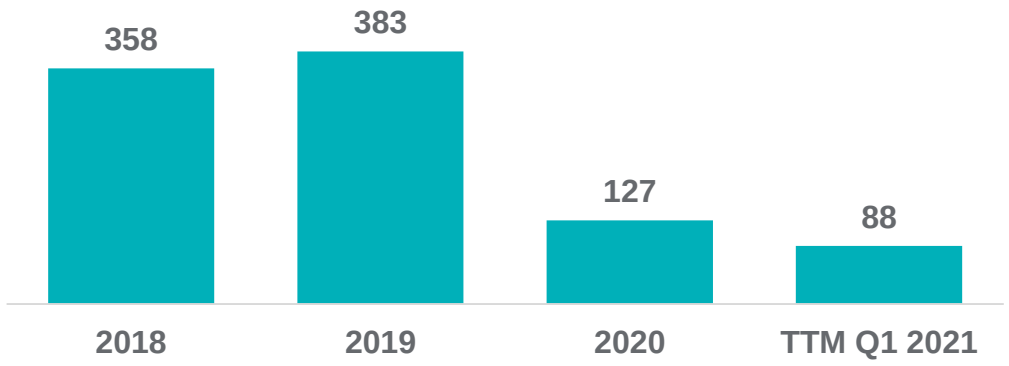


1) Revenue as filed by Hilton Grand Vacations.
2) Based on economic Adj. EBITDA, excluding the impact of construction deferrals.
3) Calculated as net cash from operations less corporate capex less net cash from securitization activities.

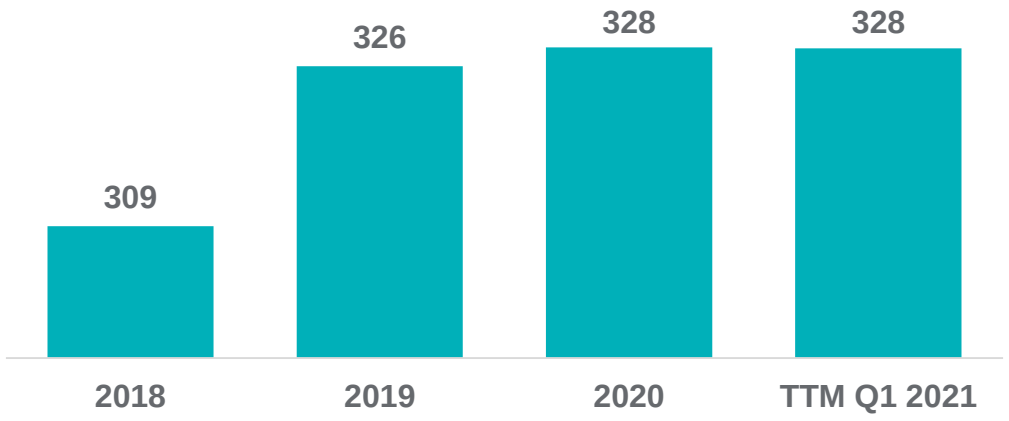
HILTON GRAND VACATIONS

Summary of HGV Key Performance Indicators

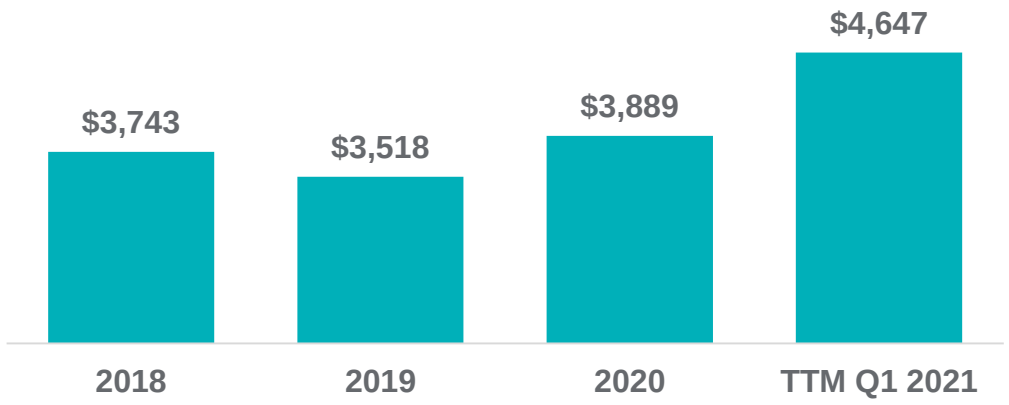
Tours (000s)



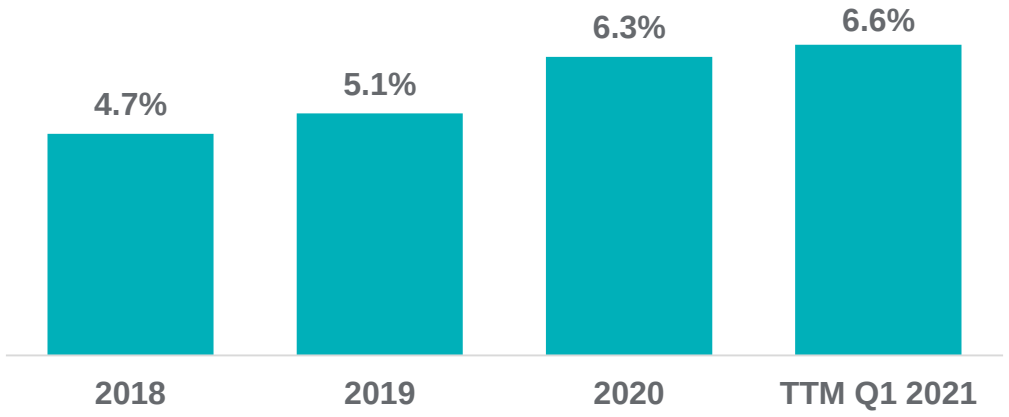
Owners (000s)



Volume Per Guest ("VPG")



Default Rate

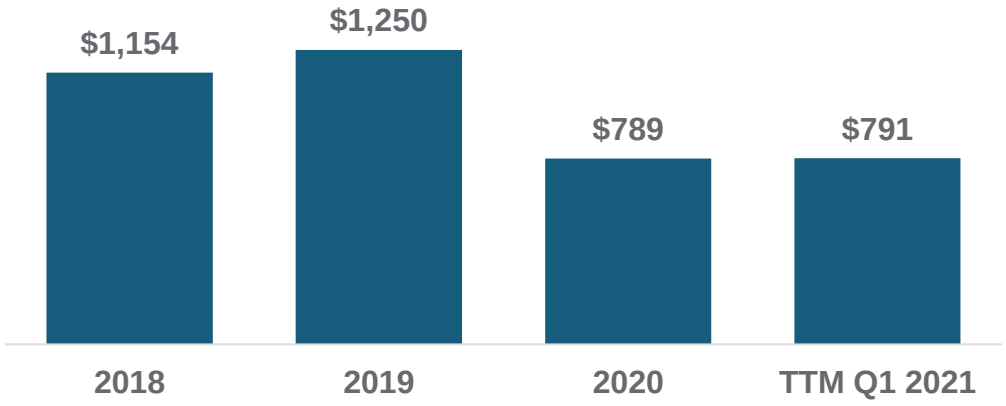


HILTON GRAND VACATIONS

Summary of Standalone Diamond Resorts Historical Financials

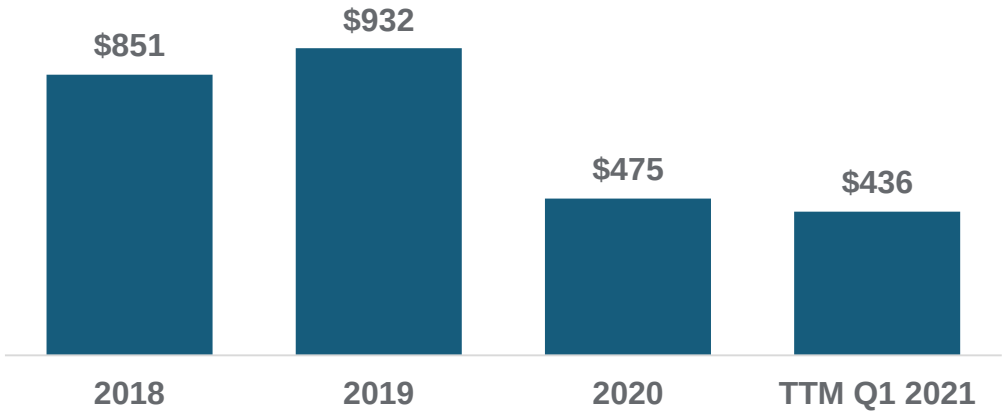
Total Revenue [1]

($ in millions)



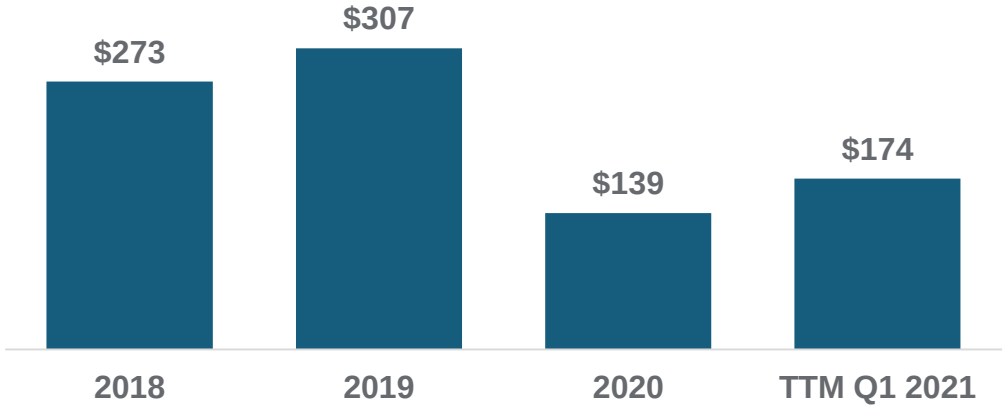
Contract Sales

($ in millions)



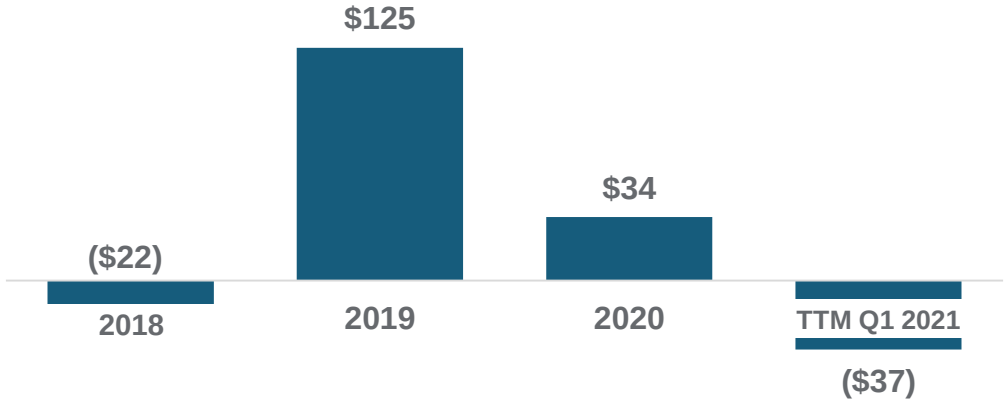
Adj. EBITDA (excl. deferrals) [2]

($ in millions)



Adj. Free Cash Flow [3]

($ in millions)

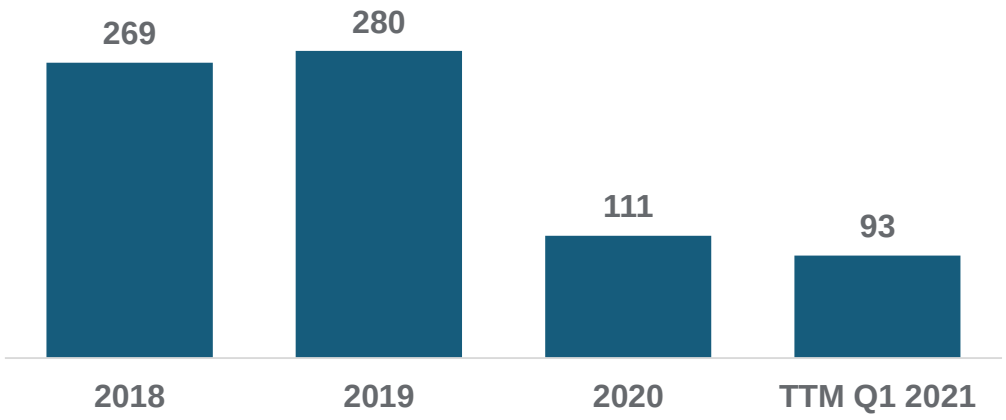


1) Revenue as filed by Dakota Holdings, Inc ("Diamond Resorts"). Revenue does not include reclassifications as presented in the proxy filings.
2) Diamond EBITDA derived from Diamond Resorts financial statements, further adjusted to conform to HGV's definition of Adjusted EBITDA.
3) Calculated as net cash from operations less corporate capex less net cash from securitization activities.

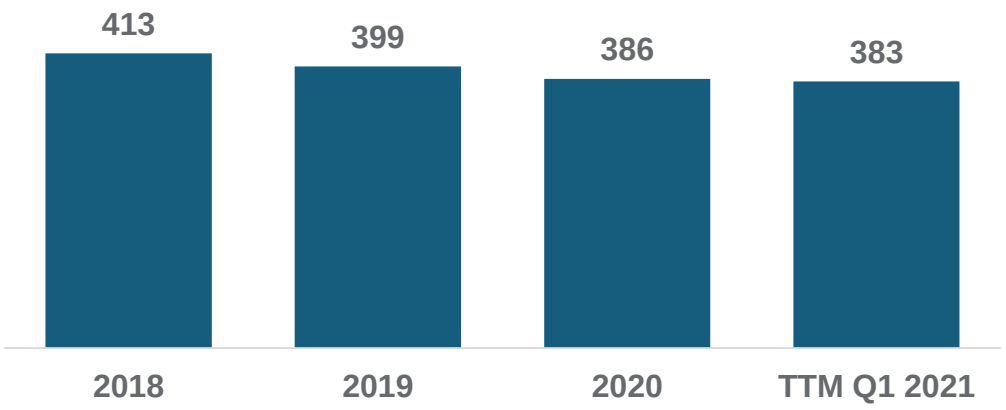
HILTON GRAND VACATIONS

Summary of Diamond Resorts Key Performance Indicators

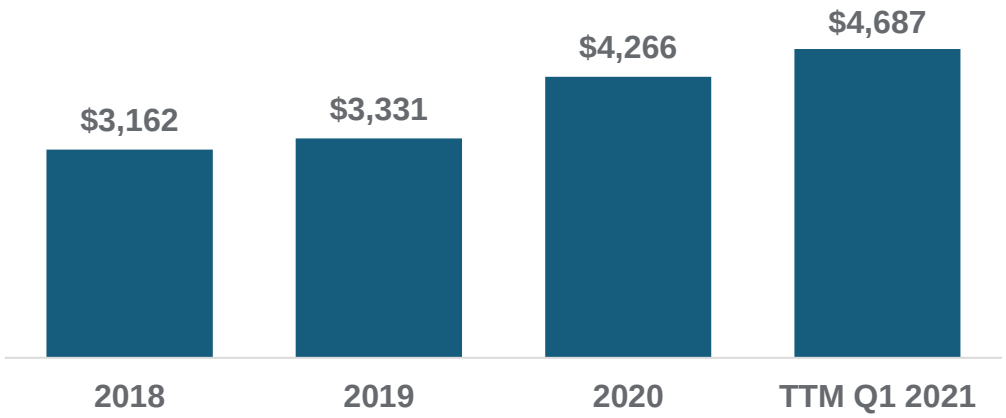
Tours (000s)



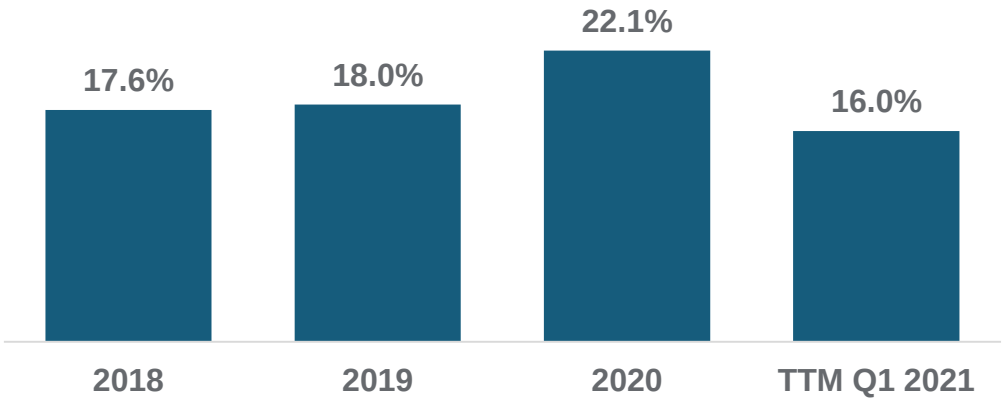
Owners (000s)



Volume Per Guest ("VPG")



Default Rate

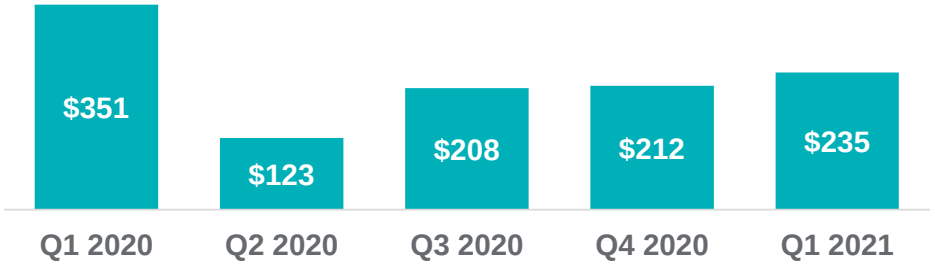


HILTON GRAND VACATIONS

Sequential Improvement in Quarterly Financial Performance

Total Revenue [1]

($ in millions)

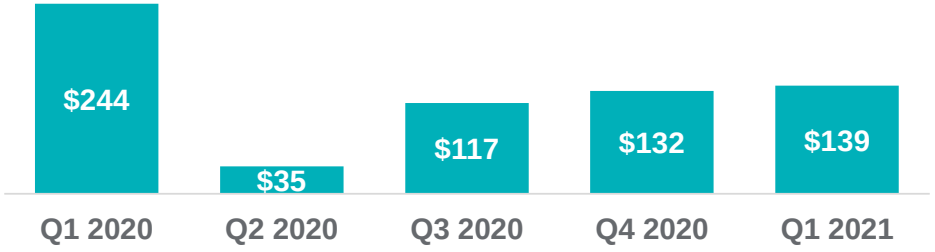


Total Revenue [1]

($ in millions)

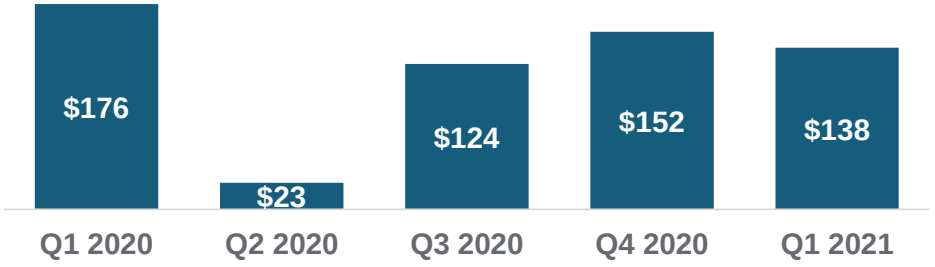
Contract Sales

($ in millions)



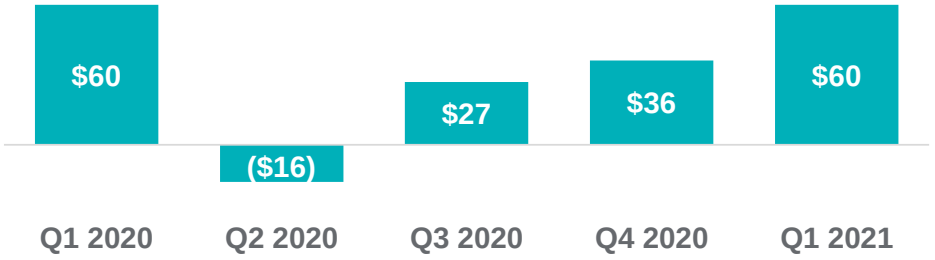
Contract Sales

($ in millions)



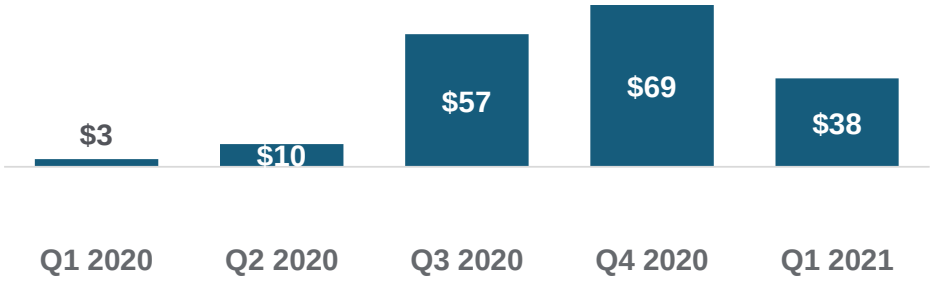
Adjusted EBITDA (excl. deferrals) [2]

($ in millions)



Adjusted EBITDA (excl. deferrals) [2]

($ in millions)



HGV

Diamond Resorts

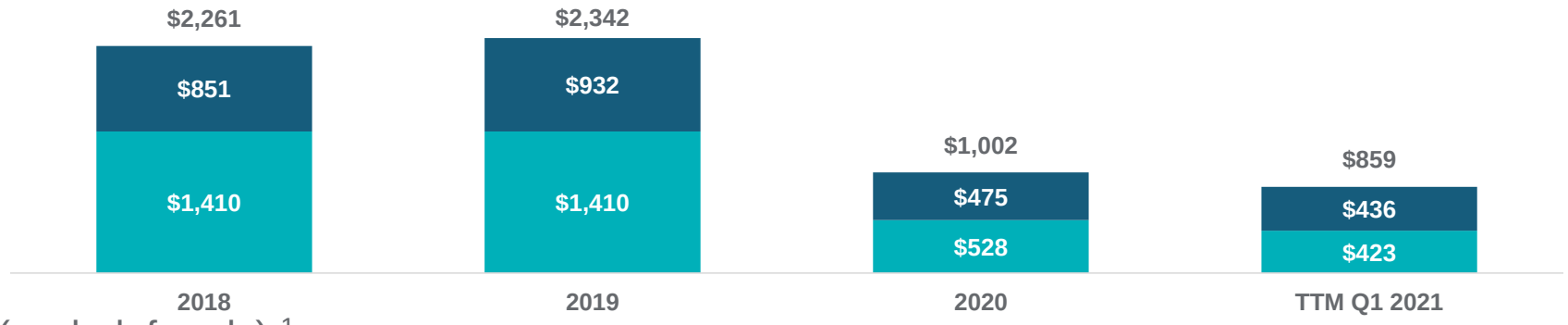
1) HGV revenue as filed by Hilton Grand Vacations. Diamond revenue as filed by Dakota Holdings, Inc ("Diamond Resorts"). Diamond revenue does not include reclassifications as presented in the proxy filings
2) Based on economic Adj. EBITDA, excluding the impact of construction deferrals. Diamond EBITDA derived from Diamond Resorts financial statements, further adjusted to conform to HGV's definition of Adjusted EBITDA. Adjusted EBITDA doesn't include anticipated run-rate cost synergies of $125 million.

HILTON GRAND VACATIONS

Pro Forma Combined Annual Historical Financials

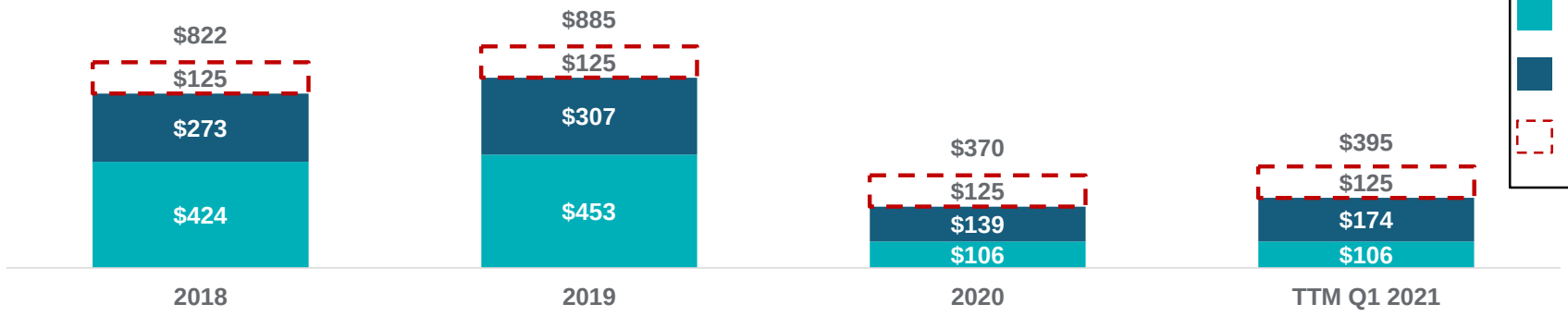
Contract Sales

($ in millions)



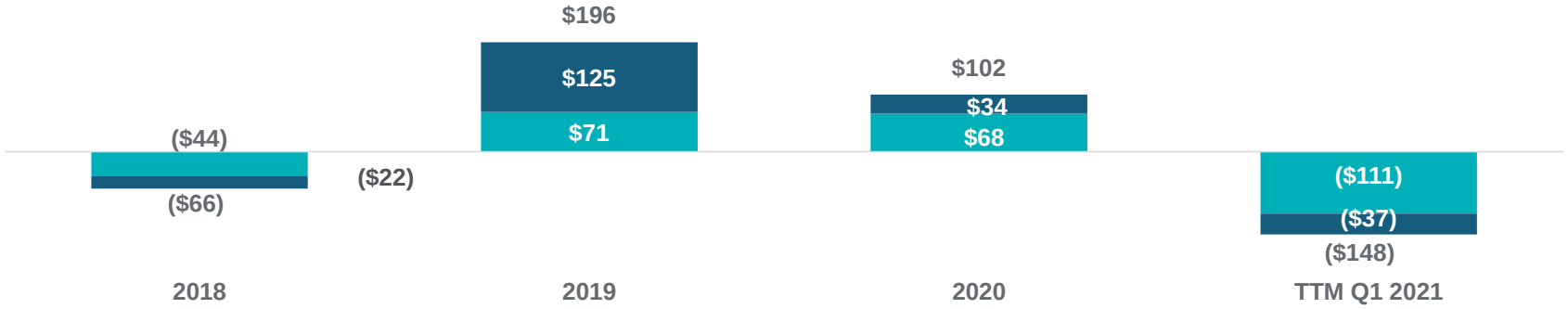
Adjusted EBITDA (excl. deferrals) [1]

($ in millions)



Adjusted Free Cash Flow [2]

($ in millions)

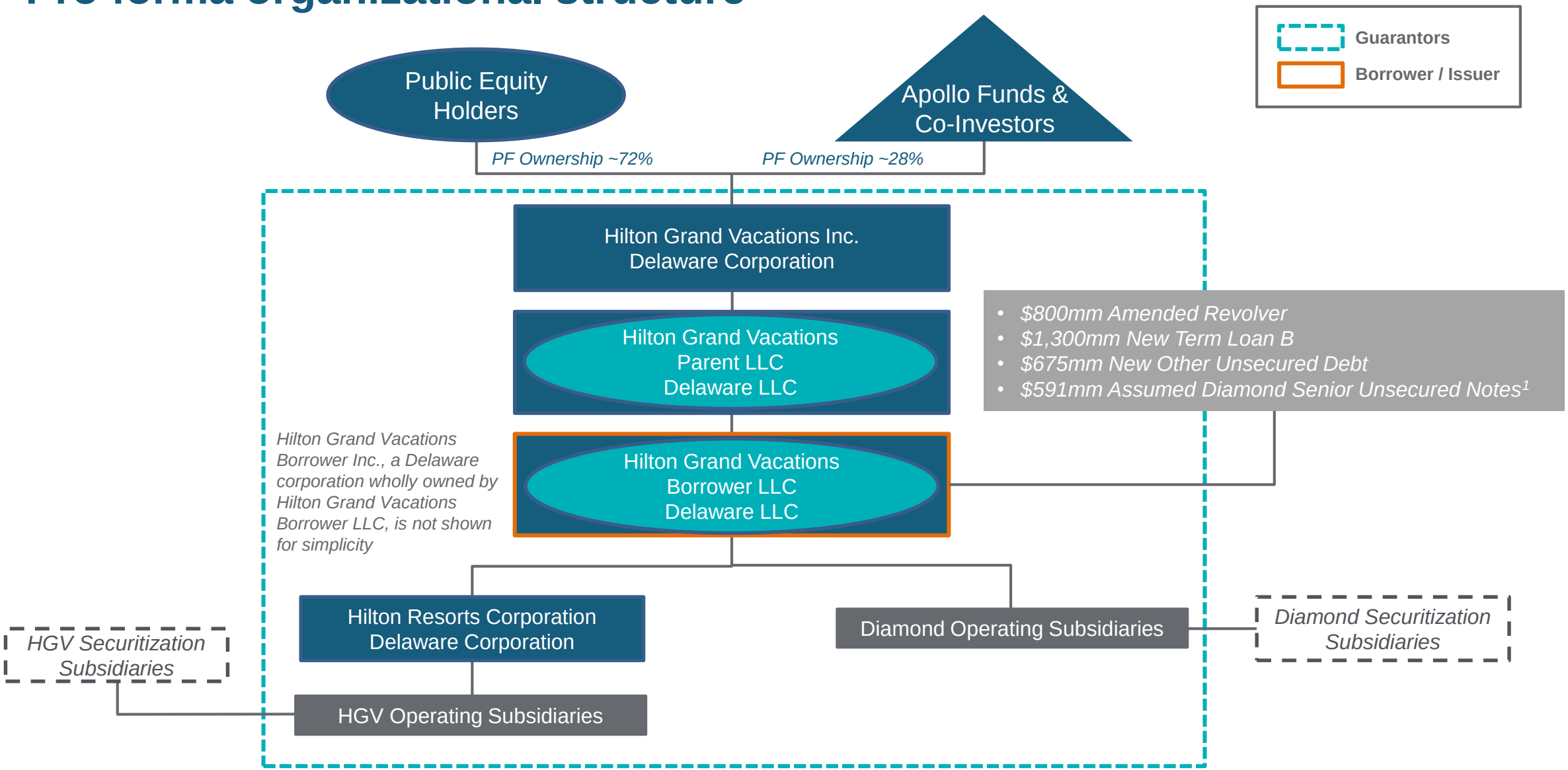


1) Based on economic Adj. EBITDA, excluding the impact of construction deferrals. Diamond EBITDA derived from Diamond Resorts financial statements, further adjusted to conform to HGV's definition of Adjusted EBITDA.
2) Calculated as net cash from operations less corporate capex less net cash from securitization activities.

HILTON GRAND VACATIONS

Appendix

Pro forma organizational structure



1) $591 million Diamond Senior Unsecured Notes may be refinanced on a best efforts basis with new other unsecured debt.

HILTON GRAND VACATIONS

2019 Net income to Adjusted EBITDA reconciliation

($ in millions)	HGV[1]	Diamond Resorts[2]	Pro Forma Combined
Net income (loss)	$216	($43)	$173
Interest expense	43	166	209
Income tax expense	57	4	61
Depreciation and amortization	44	118	162
Interest expense, depreciation and amortization included in equity in earnings from unconsolidated affiliates	3	--	3
EBITDA	**$363**	**$245**	**$608**
Amortization of portfolio premium	--	13	13
Other loss (gain), net	3	(1)	2
Share-based compensation expense	22	4	26
Other adjustment items[3]	20	46	66
Adjusted EBITDA	**$408**	**$307**	**$715**
Adjustments:			--
Net deferrals (recognitions) [4]	45	--	45
Annualized run-rate cost savings[5]	--	--	125
Adjusted EBITDA[6]	**$453**	**$307**	**$885**

1) Derived from HGV's 2019 Annual Report on Form 10-K.
2) Derived from Dakota Holdings, Inc ("Diamond Resorts") 2019 financial statements, further adjusted to conform to HGV's definition of Adjusted EBITDA.
3) For Diamond Resorts, other adjustment items includes costs primarily associated with acquisition and integration costs, restructuring, consulting and other one-time charges.
4) Represents the deferred revenues and related direct expenses from the sales of VOIs under construction.
5) Represents estimated annualized cost synergies.
6) Represents Adjusted EBITDA as defined, further adjusted for deferred revenues and related direct expenses from the sales of VOIs under construction.

HILTON GRAND VACATIONS

TTM March 2021 Net income to Adjusted EBITDA reconciliation

($ in millions)	HGV[1]	Diamond Resorts[2]	Transaction Accounting Adjustments[3]	Financing Adjustments[3]	Pro Forma Combined[4]
Net loss	($216)	($144)	($23)	$40	($343)
Interest expense	48	163	(25)	(53)	133
Income tax (benefit) expense	(86)	(29)	(8)	13	(110)
Depreciation & amortization	44	118	46	--	208
Interest expense, depreciation and amortization included in equity in earnings from unconsolidated affiliates	2	--	--	--	2
EBITDA	**($208)**	**$107**	**($10)**	**$--**	**($111)**
Amortization of portfolio premium	--	8	--	--	8
Other gain, net	--	1	--	--	1
Share-based compensation expense	21	14	--	--	35
Impairment expense	210	--	--	--	210
Other adjustment items[5]	43	43	--	--	86
Adjusted EBITDA	**$66**	**$174**	**($10)**	**$--**	**$230**
Net deferrals (recognitions)[6]	40	--	--	--	40
Annualized run-rate cost savings[7]	--	--	--	--	125
Adjusted EBITDA[8]	**$106**	**$174**	**($10)**	**$--**	**$395**
Debt compliance adjustments[9]	23	18	--	--	41
Pro-forma Adjusted EBITDA[10]	**$129**	**$192**	**($10)**	**$--**	**$436**

1) Derived from HGV's Quarterly and Annual Reports on Form 10-Q and Form 10-K.
2) Derived from Dakota Holdings, Inc ("Diamond Resorts") 2020 and 2021 financial statements, further adjusted to conform to HGV's definition of Adjusted EBITDA.
3) Represents transaction accounting and financing adjustments giving effect to the acquisition of Diamond Resorts as if it had been completed on January 1, 2020.
4) The unaudited pro forma adjustments are based upon currently available information, estimates and assumptions that HGV's management believes are reasonable as of the date hereof. The unaudited pro forma condensed combined financial information is for informational purposes only, is not intended to represent or to be indicative of actual results of operations or financial position of HGV or Diamond had the Transactions been completed on the dates assumed, and should not be taken as indicative of future consolidated results of operations or financial position. The actual results may differ significantly from those reflected in the pro forma statement of operations for a number of reasons, including, but not limited to, differences between the assumptions used to prepare the pro forma statements of operations and actual amounts.
5) Includes costs associated with acquisition and integration costs, restructuring, consulting and other one-time charges.
6) Represents the deferred revenues and related direct expenses from the sales of VOIs under construction.
7) Represents estimated annualized cost synergies.
8) Represents Adjusted EBITDA as defined, further adjusted for deferred revenues and related direct expenses from the sales of VOIs under construction.
9) Represents certain adjustments defined within HGV's debt agreements for purposes of determining compliance with its debt covenants.
10) Represents Adjusted EBITDA as defined, further adjusted for certain items defined within HGV's debt agreements for purposes of determining compliance with its debt covenants.

HILTON GRAND VACATIONS

TTM March 2021 Adjusted Free Cash Flow reconciliation

($ in millions)	For Twelve Months Ending, March 31, 2021
Net cash provided by operating activities	$88
Capital expenditures for property and equipment	(6)
Software capitalization costs	(22)
Free Cash Flow	**$60**
Non-recourse debt activity, net	(186)
Other adjustment items [1]	15
Adjusted Free Cash Flow	**($111)**

1) For the last twelve months ended March 31, 2021, this amount includes $15 million of acquisition costs associated with the recently announced acquisition of Diamond Resorts.

HILTON GRAND VACATIONS