



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

STEPHEN APPEL, Individually and on Behalf of
All Others Similarly Situated,

Plaintiff,

v.

DAVID J. BERKMAN, STEPHEN J.
CLOOBECK, RICHARD M. DALEY, FRANKIE
SUE DEL PAPA, JEFFREY W. JONES, DAVID
PALMER, HOPE S. TAITZ, ZACHARY D.
WARREN, ROBERT WOLF, LOWELL D.
KRAFF, and APOLLO MANAGEMENT VIII,
L.P.,

Defendants.

C.A. No. 12844-VCMR

PROOF OF CLAIM

EXHIBIT C

General Instructions

- This Proof of Claim form incorporates by reference the definitions in the Notice of Pendency and Proposed Settlement of Class Action (the “Notice”) and, unless defined herein, capitalized words and terms shall have the same meanings as they have in the Notice and the Stipulation and Agreement of Compromise, Settlement and Release (the “Settlement Stipulation”).
- As explained herein, to recover in connection with claims in the above-captioned class action (the “Action”), certain members of the Class must complete this Proof of Claim form. Failing to submit a properly addressed (as set forth below) Proof of Claim form could lead to your claim being rejected and your preclusion from any recovery from the Settlement Fund created in connection with the Settlement (defined below) of the Action.
- Submission of this Proof of Claim form, however, does not ensure that you will share in the proceeds of the Net Settlement Amount (defined below) in the Action.
- **If you sold shares of Diamond common stock after June 29, 2016 but before September 2, 2016, you must submit your completed and signed Proof of Claim form by _____ [60 days from mailing], 2020, addressed as follows:**

Appel v. Berkman – Class Action Litigation
[ADMINISTRATOR’S ADDRESS/WEBSITE]

A Proof of Claim form shall be deemed to have been submitted when postmarked if mailed by First Class, Registered or Certified Mail, postage prepaid, or at the time of submission, if submitted online. All other Proof of Claim forms shall be deemed to have been submitted at the time they are received by the Administrator.

If you are **NOT** an “**ELIGIBLE CATEGORY 1 SELLING STOCKHOLDER**” or an “**ELIGIBLE CATEGORY 2 SELLING STOCKHOLDER**” of the Class, as defined in the Notice, **DO NOT** submit a Proof of Claim form.

***** YOU ONLY NEED TO SUBMIT THIS PROOF OF CLAIM FORM IF YOU SOLD SHARES OF DIAMOND COMMON STOCK (TICKER: DRII) AFTER JUNE 29, 2016 BUT BEFORE SEPTEMBER 2, 2016.**

***** DO NOT COMPLETE THIS PROOF OF CLAIM FORM UNLESS YOU SOLD SHARES OF DIAMOND COMMON STOCK AFTER JUNE 29, 2016 BUT BEFORE SEPTEMBER 2, 2016.**

*****IF YOU HELD SHARES OF DIAMOND COMMON STOCK EITHER OF RECORD OR AS BENEFICIAL OWNER AS OF SEPTEMBER 2, 2016 YOU DO NOT NEED TO COMPLETE THIS PROOF OF CLAIM FORM FOR SUCH SHARES.**

If you are a member of the Class, you are bound by the terms of any Order and Final Judgment entered in the Action **whether or not you submit a Proof of Claim form.**

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Claimant Identification

If you held/owned shares of Diamond Resorts International Inc. (“Diamond” – Ticker Symbol – DRII) common stock before June 30, 2016 and sold such stock after June 30, 2016 but before September 2, 2016, you may be an “Eligible Category 1 Selling Stockholder” as defined in the Notice and the Settlement Stipulation, and therefore entitled to participate in the Settlement if you submit a valid Proof of Claim form.

Similarly, if you purchased shares of Diamond common stock after June 29, 2016 and sold such stock after June 30, 2016 but before September 2, 2016, you may be an “Eligible Category 2 Selling Stockholder” as defined in the Notice and the Settlement Stipulation, and therefore entitled to participate in the Settlement if you submit a valid Proof of Claim form.

If you held (or hold) the stock certificate(s) in your name, you are the “beneficial owner” as well as the “record owner.” If your stock certificate(s) were or are registered in the name of a third party, such as a nominee or brokerage firm, you are the “beneficial owner” and the third party is the “record owner.”

YOU ONLY NEED TO SUBMIT THIS PROOF OF CLAIM FORM IF YOU SOLD SHARES OF DIAMOND COMMON STOCK (TICKER: DRII) AFTER JUNE 29, 2016 BUT BEFORE SEPTEMBER 2, 2016.

*****IF YOU HELD SHARES OF DIAMOND EITHER OF RECORD OR AS BENEFICIAL OWNER AS OF SEPTEMBER 2, 2016 YOU DO NOT NEED TO COMPLETE THIS PROOF OF CLAIM FORM FOR SUCH SHARES**

Name of beneficial owner (First, Middle, Last) if beneficial owner is an individual, joint owner, or IRA account:

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Name of Entity if beneficial owner is an entity, e.g., corporation, trustee, estate, etc.:

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Street Address:

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City:

State:

Zip Code:

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Foreign Province and Postal Code:

Country:

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Email Address:

Telephone No.:

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Account Number / Fund Number (not necessary for individual filers):

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Taxpayer Identification Number for beneficial owner(s)

Social Security No. (for individuals):

Taxpayer Identification No.:

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Name of Joint Beneficial Owner, if any (First, Middle, Last):

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Claim Form

- In the space provided on the following page, supply all required details of the sale(s) of your shares of Diamond common stock between June 30, 2016 and September 2, 2016. If you need more space, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.
- Please provide all of the requested information with respect to **all** sales of shares of Diamond common stock between June 30, 2016 and September 2, 2016 and with respect to your corresponding purchases of those specific shares of Diamond common stock. Failure to report all such transactions may result in the rejection of your claim.
- List each transaction separately and in chronological order, by sale date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list.
- You must submit documentation for all purchases and sales. Acceptable documentation may include: (a) monthly stock brokerage or other investment account statements; (b) trade confirmation slips; (c) a signed letter from your broker on firm letterhead verifying the information you are providing; or (d) other equivalent proof of your transactions. **Do not send originals.** Broker confirmations or other documentation of your transactions should be attached to your Proof of Claim form. Failure to provide this documentation could delay verification of your claim and/or result in rejection of your claim.
- The Administrator may request additional information as required to efficiently and reliably determine whether you are an Eligible Category 1 Selling Stockholder and/or Eligible Category 2 Selling Stockholder as defined in the Notice and the Settlement Stipulation. In cases where the Administrator cannot accurately make a determination of your status at a reasonable cost to the Class with the information provided, the Administrator may condition acceptance of the claim upon the production of additional information at claimant's cost.

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Sales. List each individual sale of shares of Diamond common stock between June 30, 2016 and September 2, 2016. For each sale listed, please also provide the corresponding purchase information for those specific shares, matching them on a first-in, first-out basis, as follows:

Date(s) of <u>Sale</u> (Month/Day/Year)	Number of Shares <u>Sold</u>	Date(s) of <u>Purchase</u> (Month/Day/Year)	Number of Shares <u>Purchased</u>

EXHIBIT C

Submission to Jurisdiction of the Court

Please review the following submission to jurisdiction and sign below on page 8.

I submit this Proof of Claim form under the terms of the Settlement Stipulation dated as of November 1, 2019, and in connection with the settlement (the “Settlement”) of claims against defendants David J. Berkman, Stephen J. Cloobek, Richard M. Daley, Frankie Sue Del Papa, Jeffrey W. Jones, David Palmer, Hope S. Taitz, Zachary D. Warren, Robert Wolf (collectively, the “Director Defendants”), Lowell D. Kraff (“Kraff”) and Apollo Management VIII, L.P. (“Apollo,” and collectively with Kraff and the Director Defendants, “Defendants”) contemplated therein. I also submit to the jurisdiction of the Court of Chancery of the State of Delaware, with respect to my claim as a Class member. I further acknowledge that I am bound by and subject to the terms of any Order and Final Judgment that may be entered in the Action. I agree to furnish additional information to Class Counsel and/or the Administrator to support this claim if required to do so. I have not submitted any other claim covering the purchase and sale of my shares of Diamond common stock and know of no other person or entity having done so on my behalf.

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Please review the following representations and sign below.

All joint beneficial owners must sign this Proof of Claim form. Executors, administrators, guardians, conservators, and trustees must complete and sign this Proof of Claim form on behalf of persons and/or entities represented by them, and documentation of their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

I (We) hereby warrant and represent that I (we) have included accurate information about my (our) shares of Diamond common stock sold between June 30, 2016 and September 2, 2016, and held as of the open of trading on September 2, 2016.

I (We) hereby warrant and represent that I (we) am (are) a member of the Class and not an Excluded Person.

I declare under the penalty of perjury under the laws of the United States of America that the foregoing information supplied by the undersigned is true and correct.

Executed this _____ of _____
in
_____, _____.
_____ (Signature of Claimant)
_____ (Type or print name of Claimant)
_____ (Capacity of person signing above, <i>e.g.</i> , Beneficial Owner(s), Administrator, Executor, Trustee, Custodian, Power of Attorney, etc.)
Proof of Authority to File Enclosed? _____ Yes _____ No

Executed this _____ of _____
in
_____, _____.
_____ (Signature of Claimant)
_____ (Type or print name of Claimant)
_____ (Capacity of person signing above, <i>e.g.</i> , Beneficial Owner(s), Administrator, Executor, Trustee, Custodian, Power of Attorney, etc.)
Proof of Authority to File Enclosed? _____ Yes _____ No

**Accurate claims processing takes a significant amount of time.
Thank you for your patience.**

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Reminder Checklist:

1. Please sign the Certification section of the Proof of Claim form on Page 8.
2. If this claim is being made on behalf of joint beneficial claimants, each joint beneficial claimant must sign.
3. Remember to attach supporting documentation.
4. Do not send original stock certificates or supporting documentation.
5. Keep a copy of your Proof of Claim form and all documents submitted for your records.
6. If you desire an acknowledgement of receipt of your Proof of Claim form, please send it Certified Mail, Return Receipt Requested.
7. If you move, please send the Administrator your new address.

**THIS PROOF OF CLAIM FORM AND YOUR
SUPPORTING DOCUMENTATION
MUST BE SUBMITTED NO LATER THAN _____, 2020.**