Hilton
GRAND VACATIONS

2025 ANNUAL REPORT

HGV ZONE AT THE FORMULA 1 HEINEKEN SILVER LAS VEGAS GRAND PRIX

Letter to Stockholders

HGV Serves volunteers filled backpacks with school supplies for kids of military families for the 2025 school year.

To Our Fellow Stockholders,

As we reflect on 2025, several key themes emerge — progress on the integration of Diamond Resorts and Bluegreen Vacations, consumer receptivity to our offerings, the normalization of our business model and free cash flow. In this letter, we share additional details on these topics and how our teams are fueling the business and giving back to our communities.

With respect to the integration work, the heaviest lifting is behind us, and the new combined entity provides a better value proposition to new and existing Members through our HGV Max program, expanded geographic reach and enhanced branding. We continue to roll out program enhancements to our members, including our industry-leading HGV Ultimate Access program that offers members over 3,800 elevated experiences that go further than expected and inspire a new level of connectivity with HGV. We still have additional properties to re-brand under the Hilton Vacation Club brand, and this integration isn't yet completely in the rearview mirror, but we've returned to a growth algorithm following several years of heavy integration work.

We are pleased to report record sales this year, driven in part by HGV Ultimate Access experiences and the expanded benefits offered through HGV Max membership, both of which drive stronger engagement with our existing members and increase purchase interest from new customers. Record sales were also driven by particularly notable enthusiasm for our newest Waikiki property, Ka Haku by Hilton Club.

We continue to focus on free cash flow generation. As we first announced earlier this year, we launched our financing business optimization. In addition, we became the first timeshare brand ever to complete a securitization in Japan, unlocking access to a new market of highly cost-effective capital for the business. These initiatives are aimed at increasing both the level and consistency of our nonrecourse borrowing activity, generating additional adjusted free cash flow during the program ramp, and enabling incremental shareholder value creation from both capital return and business reinvestment. Additionally, we are nearing the end of the inventory commitments that we announced soon after becoming a public company and will soon return to a normalized level of inventory investment.

No year will ever be without challenges and pressures, and it's our job to successfully navigate, plan and sustain a business model that adapts to changes in consumer sentiment, and we're proud of our 2025 accomplishments and optimistic for 2026 and beyond.

The following is a summary of some of our main accomplishments and actions:

- Achieved record contract sales of $3.314 billion and total revenues of $5.047 billion.
- Delivered Economic Adjusted EBITDA* attributable to stockholders of $1,152 million.
- Returned $600 million to our shareholders in the form of share repurchase.
- Introduced program enhancements to the HGV Max membership program and finished the year with more than 266,000 HGV Max members.
- Re-branded nine additional properties under our brands, including our first eight re-brands of former Bluegreen resorts.
- We completed the historic, first-ever timeshare securitization for any company in Japan.

* Economic Adjusted EBITDA is a non-GAAP measure. For a reconciliation to measures determined in accordance with GAAP, please see Appendix A to our definitive proxy statement for our 2026 Annual Meeting of Stockholders.

Team Members & Giving Back

True hospitality goes beyond service; it's about genuine connection and care. HGV's over 22,000 team members embrace our heartfelt hospitality, whether it is taking care of our members and guests or helping in the communities where we live, work and vacation. We're incredibly proud of what our team members accomplished in 2025:

- Awarded 22 AAA Four Diamond Resorts.
- Earned 4.5 out of 5 stars in Newsweek's "America's Greatest Workplaces," named to USA Today's "Top Workplaces USA" list ranking 83 out of over 2,000 companies and maintained the coveted Great Place to Work® certification.
- Invested in developing team members with over 309,000 course completions from over 770 learning courses.
- Volunteered directly in our communities through HGV Serves with 47 events and over 3,400 volunteer hours.
- Continued our partnership with Clean the World. To date, HGV has donated over 57,000 pounds of soap, which translates to more than 413,000 bars of clean soap when processed and distributed to help global health through better hygiene.

And we are excited about 2026. In addition to anticipating returning to a more normal growth algorithm, we expect to open two new resorts, Ka Haku, our first Hilton Club in the state of Hawaii that promises elegant accommodations with modern technology and contemporary Hawaiian design in the center of Waikiki; and Tradimo, our first property in Kyoto, Japan, where tradition and modernity meet in the heart of this renowned historic city.

HGV's achievements in 2025 were made possible by the heartfelt hospitality provided by our team members. We consistently hear from our members that visiting an HGV resort is like going to their home away from home, only better. This only happens because of the care and dedication of our teams. We thank our team members for their loyalty to HGV and our mission of putting people first. We also thank our members — whether they've been a part of HGV for over 30 years or joined the HGV family recently, it's our honor to be a part of your inspiring stories.

In closing, we are keenly focused on continued, steady performance in 2026 while planning for success down the road. We will continue to focus on execution, the growth algorithm and delivering strong value for our Stockholders. We remain grateful for your ongoing support and trust in HGV.

Mark Wang **Len Potter**

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, 2025

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 ☒ No ☐

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 ☐ No ☒

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 ☒ No ☐

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 ☒ No ☐

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	☒	Accelerated Filer	☐
Non-Accelerated Filer	☐	Smaller Reporting Company	☐
Emerging Growth Company	☐		

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. ☐

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. ☒

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. ☐

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, 2025, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was $3,607 million (based on the closing sale price of the common stock on that date on the New York Stock Exchange).

There were 81,423,992 shares of the registrant's Common Stock outstanding as of February 19, 2026.

DOCUMENTS INCORPORATED BY REFERENCE

The registrant has incorporated by reference into Part III of this report certain portions of its proxy statement for its 2026 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, 2025.

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.

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, 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. 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.

"VOI" refers to vacation ownership intervals and interests.

"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.

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

Non-GAAP Financial Measures

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, Adjusted EBITDA Attributable to Stockholders, fee-for-service commissions and 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.

Operational Metrics

This Annual Report on Form 10-K also includes discussion of key business operational metrics including contract sales, 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 "*—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") tax-free spin-off of each of HGV and Park Hotels & Resorts Inc. ("Park"). HGV's common stock is listed on the New York Stock Exchange under the symbol "HGV." Following the spin-off, Hilton did not retain any ownership in HGV. 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—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. As a result of the Diamond Acquisition, certain funds controlled by Apollo Global Management Inc. ("Apollo") and other minority shareholders, which previously owned 100% of Diamond, held 28% of HGV's common stock at the time the Diamond Acquisition was completed.

On January 17, 2024 (the "Bluegreen Acquisition Date"), we completed the acquisition of Bluegreen Vacations Holding Corporation (the "Bluegreen Acquisition") in an all-cash transaction, with total consideration of $1.6 billion, inclusive of net debt.

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 brands. Our operations primarily consist of: selling VOIs for us and third parties; financing and servicing loans provided to consumers for their VOI purchases; operating resorts and timeshare plans; and managing our exchange programs through which members may receive HGV Max benefits. Together our timeshare plans and exchange programs are collectively referred to as "Clubs".

As of December 31, 2025, we have over 200 properties located in the United States ("U.S."), Europe, Canada, the Caribbean, Mexico, and Asia. A significant number of our properties and VOIs are concentrated in Florida, Europe, Hawaii, South Carolina, California, Arizona, Nevada, and Virginia. We have rebranded many of the properties acquired in the Diamond Acquisition, and we expect to continue this process for the remaining planned Diamond properties. During 2025, we began rebranding certain properties acquired in the Bluegreen Acquisition to Hilton Grand Vacations brands and expect to continue this process for the majority of the Bluegreen properties.

As of December 31, 2025, we had more than 720,000 members across our Club offerings. Based on the type of Club membership, members have the flexibility to exchange their VOIs for stays at Hilton Grand Vacations resorts, properties in the Hilton system of 25 industry-leading brands with over 9,000 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, including travel services options.

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 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 Club 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.

Our Reportable Segments

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

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 fee-for-service commissions and brand fees. Under these fee-for-service agreements, we earn commission fees based on a percentage of total contract sales. See *"—Inventory and Development Activities"* and *"—Marketing and Sales Activities"* below for 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 ("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 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 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, 2025.

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, South Carolina, California, Arizona, Nevada, and Virginia.

Our 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 deeded VOI also generally become members of a 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 trust VOI product 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 trust VOI are offered the opportunity to become members of a 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.

Through the Bluegreen Acquisition, we also offer a points-based use right in perpetuity coupled with a freehold estate whereby upon purchase of a VOI, the purchaser directs conveyance of the VOI to the trustee of the Bluegreen Vacation Club who holds the timeshare interest pursuant to the Bluegreen Vacation Club Trust Agreement, dated as of May 18, 1994. At the time of conveyance of the timeshare interest, the purchaser becomes a member and is designated an "Owner Beneficiary" of the Bluegreen Vacation Club. Bluegreen Vacation Club members may use their allotment of points for stays at Bluegreen's resorts or other hotels and resorts available through partnerships and exchange networks.

Through our Clubs, customers who purchase a VOI and are eligible for HGV Max benefits can use their points across all properties within our network as well as to access discounts across the Hilton portfolio of hotels and resorts.

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 developed VOI inventory through 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 up-front acquisition and construction costs or incur unsold inventory maintenance costs. The capital investment made in connection with these projects is typically limited to the cost of constructing an onsite sales center. 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.

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, 2025, sales from fee-for-service and just-in-time inventory were 17% and 9% of contract sales, respectively. The estimated contract sales value related to our inventory pipeline, which includes inventory that is currently available for sale or will be made available for sale in the future at planned projects is $14.7 billion at current pricing as of December 31, 2025. Capital efficient arrangements, comprised of our fee-for-service and just-in-time inventory, represented 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 cyclicality of the real estate market and mitigate the risks of entering into new markets.

Sales of owned, including just-in-time, inventory generally result in greater Adjusted EBITDA contributions and greater profitability of our real estate sales and financing segment, while fee-for-service sales require less initial investment and allow us to accelerate our sales growth and improve returns on invested capital and liquidity. 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.

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 deeded HGV products, purchasers of HGV VOIs on the secondary market will generally become a Hilton Grand Vacations Club or Hilton Club member. Purchasers of a Diamond trust VOI on the secondary market may elect to join a Diamond points-based multi resort timeshare club. Purchasers of a Bluegreen VOI on the secondary market will become Bluegreen Vacation Club members. 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—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 ended December 31, 2025, 74% of our contract sales were to our existing owners, compared to 72% for the year ended December 31, 2024.

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 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 over 100 sales distribution centers in various domestic and international locations.

Our marketing and sales activities also include marketing relationships with nationally-recognized consumer brands and companies such as Bass Pro, LLC and its affiliates ("Bass Pro") and Choice Hotels International, Inc. ("Choice Hotels" or "Choice"). Bass Pro is a fishing, marine, hunting, camping and sports gear retailer that operates Bass Pro Shops and Cabela's. In November 2023, HGV signed a 10-year exclusive marketing agreement with Bass Pro that provides HGV with the right to market and sell vacation packages at kiosks in Bass Pro's and Cabela's retail locations and through other means. This agreement became effective on the Bluegreen Acquisition Date. As of December 31, 2025, HGV had sales and marketing operations at a total of 142 Bass Pro Shops and Cabela's Stores, including 7 virtual kiosks. Additionally, the joint venture between HGV and Bass Pro includes four high-end wilderness resorts under the Big Cedar Lodge brand. We also assumed an exclusive strategic relationship with Choice Hotels that involves several areas of its business, including a sales and marketing alliance that enables us to leverage Choice Hotels' brands, customer relationships and marketing channels to sell vacation packages.

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 loans that bear a fixed interest rate typically 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, 2025, the average loan outstanding was approximately $25,000 with a weighted average interest rate of 14.7%.

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 89% 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 733 (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 with FICO scores equal to or greater than 750.

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, 2025, our portfolio consists of originated loans and loans that were acquired as part of our acquisitions, which are referred to as acquired loans. As of December 31, 2025, the portfolio had a gross balance of $4,314 million derived from approximately 182,000 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 $100 million to $500 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 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 ("Board") comprised of owner and 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 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. The management fees are recurring and paid annually. 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. 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.

To fund resort operations, owners are assessed an annual maintenance fee, which includes our management fee. 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 6 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 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 our 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 the Berkley Group.

In addition, our timeshare business competes with other entities engaged in the leisure and vacation industry, including resorts, hotels, cruises, accommodation alternatives, such as condominium and single-family home rentals, and alternative travel products like travel clubs. 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 and marketing 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 in relation to general economic conditions, the relative health of the travel industry and the availability and cost of financing for purchases of VOIs.

Government Regulation

Our business is subject to various international, national, federal, state and local laws, regulations and policies in jurisdictions in which we operate. The laws described below impact our principal areas of business, including those related to real estate development activities, marketing and sales activities, consumer financing, lending and related activities and resort and club management activities. We are subject to other laws, regulations and policies that may impact one or more 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. 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.

We are subject to state and federal telephone consumer protection laws and "do not call" legislation. 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 Service member's Civil Relief Act, the Bank Secrecy Act and the Military Lending 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 aboveground 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, 2025, more than 22,300 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 non-exclusive 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 TMRGs, which are open to all team members: 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 customers and consumers. We strive to ensure a common culture 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 770 training and development courses to all of our team members focused on a variety of core competencies, including: leadership, skills training, business acumen, culture and personal growth. In 2025, team members had over 309,000 course completions totaling 159,000 training hours, of which over 111,000 course completions and 109,000 training hours were dedicated to compliance training.

Approximately 69% 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, 2025, 7% 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.

Agreements with Hilton Worldwide Holdings

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," "Hilton Grand Vacations Club," "HGV," "HGV Max," "Hilton Vacation Club," 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 connection with the Diamond Acquisition and the Bluegreen Acquisition, we and Hilton entered into a series of amendments to the license agreement, including the Second Amended and Restated License Agreement, dated as of November 1, 2024, which incorporates all prior amendments (as amended and restated, the "License Agreement").

Initial Term and Renewal Terms

The initial term of the 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, 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 revenue actually achieved and the applicable 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

Except for the phase-in license fees related to the Diamond Acquisition and the Bluegreen Acquisition as described below, 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 and Bluegreen businesses into our operations, Hilton agreed to a reduced license fee for the initial (i) five (5) years following the closing of the Diamond Acquisition and (ii) four (4) years following the closing of the Bluegreen Acquisition, in each case for gross revenue arising from Diamond or Bluegreen properties and sales centers, as applicable, that are rebranded and become part of the Licensed Business. The reduced license fees range from 2% to 4% of the applicable gross revenue, increasing steadily until it reaches 5% during the fifth year and beyond for the Diamond Acquisition and during the fourth year and beyond for the Bluegreen Acquisition. This reduced license fee structure is contingent upon us achieving certain minimum rebranding milestones related to room conversions with respect to the Diamond and Bluegreen businesses and properties on an annual and cumulative basis over several years. If we do not achieve the applicable 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 certain cumulative target milestones by September 30, 2031 in the case of Diamond properties or by September 30, 2032 in the case of Bluegreen properties and the shortage is more than approximately 10% in either case, Hilton has the right, by notice to us, to prohibit our sale of future offering of HGV Max. If such shortage is less than approximately 10%, then we have until September 30 of the following year in each case to achieve such cumulative target milestones after which, if we continue to fail to achieve them, Hilton has the right, by notice to us, prohibit our sale of future offering of HGV Max. Notwithstanding for the foregoing, we agreed to pay Hilton certain minimum license fees related to the Bluegreen business for each of 2024 and 2025.

The License Agreement also provides for a reduced license fee, ranging from 0% to 1.5%, over the initial (i) five (5) years following the closing of the Diamond Acquisition and (ii) four (4) years following the closing of the Bluegreen Acquisition in each case 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 and Bluegreen properties, as the case may be, that are converted into our branded properties and become part of the Licensed Business.

For the years ended December 31, 2025, 2024 and 2023, we incurred license fee expense to Hilton of $192 million, $156 million, and $138 million.

Separate Operations and Related Matters

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 separate operations in accordance with the 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, except as may be required in certain cases. The License Agreement sets forth specific parameters and requirements for any separate 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.

Hilton Honors Points; Call Transfers

During the term of the 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, 2025, 2024 and 2023, we paid Hilton $112 million, $91 million and $53 million, 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, 2025, 2024 and 2023, we paid Hilton $9 million, $9 million and $11 million, 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 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 or Hilton's other standards and agreements, and such breaches are not cured in accordance with the License Agreement.

Certain Prohibited Transactions

The 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, we are required to operate the Diamond business and the Bluegreen business as separate operations. We have established with Hilton rebrand plans for various Diamond properties and Bluegreen properties. Any conversion of properties must be approved by Hilton. As previously disclosed, we obtained Hilton's consent under the 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, except to one of our affiliates as part of an internal reorganization for tax or administrative purposes.

Other Restrictions

The License Agreement imposes various other restrictions and requirements that pertain to, without limitation, co-sponsoring credit cards and other payment alternatives, entering into marketing, sponsorship and similar agreements, 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. Notwithstanding the foregoing, we and Hilton have agreed to designate no more than fifteen (15) Bluegreen properties (based on an agreed list) to be affiliated with and operated under a Choice brand in accordance with the terms of the Choice agreements during the term of such agreements

without the express consent of Hilton. With respect to marketing, sponsorship and similar agreements, we have expressly agreed with Hilton that we will not enter into, or extend, renew, or expand the scope of any existing marketing agreements, with a Hilton competitor without Hilton's prior written consent. Further, we have agreed with Hilton to terminate the Choice agreement on the earlier of the expiration date of the current term or if and when we have a definitive termination right under the Choice agreements.

Termination Rights; Damages

Hilton has the right to terminate the 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.

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 (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, Hilton may, in addition to terminating the 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 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.

Generally, if our revenues from the Licensed Business during any calendar year are less than sixty-seven percent (67%) of our audited annual revenues for the same year, Hilton has the right to terminate the exclusivity and compete with us in the timeshare business using the Licensed Marks.

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; (b) the operation of our vacation ownership properties; (c) any use of the Hilton IP or Hilton Data in violation of the License Agreement and (d) any use of any content provided to us pursuant to the 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 License Agreement and the First Amendment to the License Agreement, which are filed as Exhibits 10.2 (a) and 10.2(b), respectively, to this Annual Report on Form 10-K.

Other Agreements

We entered into a Distribution Agreement and Tax Matters Agreement with Hilton and Park 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. 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.

The Tax Matters Agreement 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. The Tax Matters Agreement also provides special rules for allocating tax liabilities in the event that the spin-off is not tax-free.

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 is filed as Exhibit 2.1 to this Annual Report on Form 10-K and the Tax Matters Agreement, which is filed as Exhibit 10.1 to this Annual Report on Form 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. As of February 19, 2026, the Apollo Investors owned an aggregate of 18,245,825 Apollo Closing Shares.

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, out of a total of nine directors at the time of completing the Diamond Acquisition. 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 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 agreement, which is filed as Exhibit 10.15 to this Annual Report on Form 10-K.

Where You Can Find More Information

Our website address is 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;
- Operating in a highly competitive industry;
- 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 termination of the license agreement;
- Our ability to use the Hilton brands and trademarks and rebrand the Diamond and Bluegreen businesses and 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;
- 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 maintain effective internal controls over financial reporting and disclosure controls and procedures;
- A decline in developed or acquired VOI inventory 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;
- Fraudulent or illegal activity related to the sale and purchase of timeshares deterring customers from purchasing our product;
- Increased activity by third-party exit companies;
- 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;
- Our ability to incur substantially more debt;
- Our ability to integrate the Diamond and the Bluegreen businesses successfully;
- Our ability to effectively manage our expanded operations resulting from both the Diamond Acquisition and the Bluegreen Acquisition;
- Potential complaints, litigation or reputational harm from former Diamond and Bluegreen owners and our pre-acquisition owners;
- The ability of our board of directors to change corporate policies without stockholder approval;
- The interests of significant stockholders may conflict with the interests of our other stockholders;
- 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;
- 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; and
- 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 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, inflation, rising interest rates, 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;
- conditions that negatively shape public perception of travel, including travel-related accidents or statements actions or interventions by governmental officials;
- pandemics, epidemics or outbreaks of contagious diseases, such as coronavirus, 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 and particular regions. With some of our properties being concentrated in certain geographic areas including Florida, Europe, Hawaii, South Carolina, California, Arizona, Virginia and Nevada, we are, therefore, particularly susceptible to adverse developments in those areas. All of the foregoing factors could have an adverse effect on 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. For example, inflation could have an indirect adverse impact on our business by making travel more expensive for consumers and reducing consumer discretionary income. 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 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 and alternative travel options like travel clubs.

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. Our competitors include 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. Finally, we also compete for property acquisitions (either for development or existing VOI inventory) 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.

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.

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.

We are party to 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 license 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 and Bluegreen businesses and create a license fee structure for the integrations. If we breach our obligations under the license agreement, Hilton may be entitled to terminate the license agreement, terminate our rights to use the Hilton brands and other Hilton intellectual property at properties that do not meet applicable standards and policies, terminate the noncompetition that generally prohibits Hilton from using its mark to engage in the timeshare business, or to exercise other remedies.

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, engaging in any lodging business or otherwise competing with Hilton, and entering into or amending in any manner certain types of marketing agreements, including with Hilton's competitors (such as Choice), in each case without Hilton's consent. Any noncompliance with any of these 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 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 of Hilton-branded trademarks, including our "Hilton Grand Vacations" corporate name. In addition, any non-compliance with the 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—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 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 *"Risks Related to Our Acquisitions—Our ability to successfully integrate the Diamond and Bluegreen businesses depends on our compliance with the Hilton license agreement"* and "Item 1. *Business—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.

Our HGV branded 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. 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 and arrangements 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 existing arrangements with Hilton, our marketing and joint venture agreements with Bass Pro, our strategic and related agreements with Choice, the successful implementation of our digital and technology-based marketing strategy and the integration of the marketing technologies of Bluegreen and Diamond with our strategy. Any significant changes to one or more factors that adversely affect such marketing activities and arrangements will adversely impact our revenue and growth strategy.

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 our joint venture with Bass Pro 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 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. 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. 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.

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 internationally in Europe, Mexico, the Caribbean, Canada and 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 continuing to market and sell VOIs at Sesoko, Odawara and Kyoto resorts and continuing to opportunistically develop additional property or acquire additional inventory, 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 are inherent in operating in foreign countries, such as compliance with laws in multiple jurisdictions, including foreign ownership restrictions; import and export controls; data privacy; trade restrictions; exposure to litigation in multiple jurisdictions; foreign currency exchange risks; political or civil unrest; and the impact of relationships between foreign governments and the United States.

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. 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.

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 continues to grow, including as a result of any recent acquisitions and any future strategic acquisitions, 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. 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 previously identified a material weakness in our internal control over financial reporting. If we 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 previously disclosed, in connection with our year-end assessment of internal control over financial reporting for each of fiscal year 2023 and 2022, our management determined that, as of December 31, 2023 and as of December 31, 2022, respectively, we had not maintained effective internal control over financial reporting due to a material weakness in internal control over financial reporting (a) arising out of ineffectively designed general information technology controls over user access for an IT application used to initiate revenue and inventory transactions, in the case of 2023, and (b) related to Diamond, in the case of 2022. 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 a timely basis.

While both material weaknesses have been fully remediated, there can be no assurances that other deficiencies may come to our management's attention in the future that could lead to additional material weaknesses, particularly as we continue to integrate both the Diamond Acquisition and the Bluegreen Acquisition. 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 enhancements to 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 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 or acquire inventory we may experience a decline in VOI supply, which could result in a decrease in our revenues. Approximately 26% of our contract sales were from capital-efficient sources for the year ended December 31, 2025. As part of our strategy to optimize our sales mix of capital-efficient inventory, we will continue to develop or acquire inventory from third parties 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 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 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, existing members have been, and we anticipate will continue to be, increasingly targeted in deceptive sales or resale schemes, including social engineering campaigns attempting to defraud existing members (for example, offering alluring “exit program” opportunities) which also could adversely affect our ability to sell VOIs and ultimately our sales revenues.

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, 2025, our consumer loan portfolio had a balance of approximately $4.3 billion and experienced default rates of 9.86%, 10.77% and 8.56% for the fiscal years ended December 31, 2025, 2024 and 2023, 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 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.

Fraudulent or illegal activity related to the sale and purchase of timeshares may deter consumers from purchasing our product.

Unlawful, fraudulent or deceptive third-party VOI resale or vacation package sales schemes could damage the reputation of the timeshare industry, our reputation and brand value, or affect our ability to collect management fees. For example, in June 2024 the FBI warned against illegal scams targeting timeshare owners, primarily older Americans, that resulted in the owners losing substantial amounts of money in some cases. Such illegal activity could harm our reputation or deter consumers from purchasing our timeshare products, which may adversely affect our revenues and results of operations.

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 increase in social media based communities and platforms that criticize the timeshare industry has negatively impacted consumer perception of our products.

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. In addition, it may be difficult for consumers to distinguish between content that is generated by customers with knowledge of our products and those who do not. 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 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.

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 cybersecurity attacks perpetrated by criminals and nation-states against companies, which are likely to continue as adversaries leverage artificial intelligence-based technologies and services. Our information systems and records, including those we maintain with our service providers and vendors, have been, and likely will continue to be, subject to such cyber-attacks and technology disruptions, which include efforts to hack or breach security measures in order to obtain or misuse information or cause business disruption, including through, for example, phishing attempts, brute force attacks, denial of service attacks, exploiting software vulnerabilities (including "zero-day attacks"), viruses or other malicious code, "ransomware" or other malware, and supply chain attacks. In addition, social engineering attacks, including through phishing, are becoming increasingly sophisticated due to a variety of factors, including threat actors' use of artificial intelligence tools. Third parties with whom we do business and to whom we may provide customer data have been the subject of cyber-attacks. 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 cybersecurity incidents, 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. Compromises in the security of our information systems or those of our service providers or vendors 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 notifications 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 investigations, enforcement actions, fines or other action or liability, which could materially and adversely affect our business and operating results. In addition, the SEC requires 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. If we fail to comply with these requirements we could incur regulatory fines in addition to other adverse consequences to our reputation, business, financial condition and results of operations.

The steps we take to deter and mitigate risks related to 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 have insurance coverage that is designed to protect us against certain losses related to 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 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."

We are subject to data privacy laws in many jurisdictions and may be unable to comply with these requirements.

Many of the jurisdictions in which we operate, including the European Union, Canada, Japan, Mexico and several states within the U.S., have enacted data privacy or data protection laws that place restrictions on how personal information is collected, stored, processed, shared and disclosed. For example, the European Union ("EU") General Data Protection Regulation (the "GDPR") imposes significant obligations onto 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 costs, or adversely impact the marketing of our products and services to customers in the EU and our overall business. 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.

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. Our business could be subject to additional obligations, privacy litigation, fines, private causes of action, regulatory investigations and enforcement actions as well as reputational harm and other adverse effects, due to the failure to comply with the various U.S. and foreign data privacy laws or other applicable data security laws, regulations and standards (including those applicable to credit card data).

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 we are subject to the Telephone Consumer Protection Act, 'do not call" legislation and other regulations, 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.

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.

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.

Finally, 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.

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 and international laws regulating marketing and solicitation, or data protection laws that govern these activities (such as an increasing number of state laws that grant individuals certain rights such as the right to delete or restrict sharing of their personal information), or changes to existing laws, 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, petroleum 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, disclose and reduce greenhouse gas emissions. New or revised 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 or regulation 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 U.K. and E.U. sanctions, as well as other local anti-corruption and sanction 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 ("ITRSHRA"), 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.

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, 2025, our total indebtedness was approximately $7.3 billion, of which approximately $2.7 billion was non-recourse debt. We significantly increased our level of indebtedness in connection with financing the Diamond Acquisition and the Bluegreen Acquisition. We issued $850 million in aggregate principal amount of 5.000% senior notes due 2029 and $500 million in aggregate principal amount of 4.875% senior notes due 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 Bluegreen Acquisition, we issued $900 million in aggregate principal amount of 6.625% senior notes due 2032 and borrowed term loans in an initial aggregate principal amount of $900 million due 2031. These term loans are subject to an interest rate of SOFR plus 2.00%. 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 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, 2025, we had approximately $2.9 billion of notional variable rate debt, representing 40% 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 see *Note 15: Debt & Non-recourse Debt* of the financial statements.

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 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 Our Acquisitions

We may not be able to integrate the acquired Diamond and Bluegreen businesses successfully.

We continue to integrate the Diamond and Bluegreen businesses. The completion of the integration processes for each business could ultimately take longer than anticipated and/or could be more difficult than anticipated due to a number of reasons.

This includes the lack of complementary products and resort offerings, delays or other challenges in converting the Diamond and Bluegreen 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 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 the acquired businesses' operations that were inherent to the business or are based on events or actions that occurred prior to the closing of each acquisition that may make the integration even

more challenging. In addition, uncertainty about the effect of the acquisitions 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 and Bluegreen businesses 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 acquisitions 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 completion of 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 these acquisitions 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 and Bluegreen businesses depends on our compliance with the Hilton license agreement.

We and Hilton have agreed to a plan to rebrand the majority of the Diamond and Bluegreen properties, rooms and sales facilities into HGV-branded properties, rooms and sales facilities over a specified period that includes annual and cumulative target room conversions. 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 Diamond and 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. 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 certain specified deadlines, Hilton may prohibit our future offering and sales of HGV Max.

We have agreed with Hilton to operate the Diamond and Bluegreen properties and sales centers as a separate operation, subject to rebranding and a rebranding plan. 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 and Bluegreen properties that are not approved for rebranding by Hilton, our ability to successfully integrate Diamond and Bluegreen may be materially adversely affected. For additional information see "Item 1. *Business—Agreements with Hilton Worldwide Holdings.*"

We have incurred, and may continue to incur, substantial costs and expenses related to the Diamond and Bluegreen acquisitions.

We incurred, and expect to continue to incur a number of fees, costs and expenses associated with combining and integrating the operations of the 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 these acquisitions should offset such costs, fees and expenses over time, such net benefit may not be achieved in the near term, or at all. There may be significant potential liabilities associated with the acquired Diamond or Bluegreen business that may have been unknown to us at or prior to the closing of the acquisition, or that may be more significant than we initially believed at or prior to the closing, including existing and potential legal claims or contractual disputes, tax audits, regulatory violations (including environmental violations and claims), and other liabilities that are, individually or in the aggregate, greater than we had anticipated, more likely than we estimated were not known to us, and/or were not disclosed to us.

For example, we are currently involved in a dispute regarding an alleged breach of a purchase and sale agreement related to The Manhattan Club property that we acquired in connection with the Bluegreen Acquisition, which dispute we believed at the time of the acquisition was likely to be resolved in our favor. As described in greater detail in *Note 23: Commitments and Contingencies – Litigation Contingencies*, the arbitration panel in the dispute issued a decision on what is required to cure, which included purchases of inventory and assuming the management agreement at The Manhattan Club. We are now in the process of curing the alleged breach. It is possible that these liabilities, including any other liabilities that are currently unknown to us but may come to our attention, may result in substantial costs or losses, thereby adversely affecting our operating results and financial condition. Any 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 acquisitions, 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 acquisitions.

The size and geographic scope of our business increased significantly as a result of the Diamond and Bluegreen acquisitions. 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 acquisitions as well as 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 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 these transactions. 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 acquisitions from former Diamond and Bluegreen owners and our pre-acquisition owners.

Former Diamond and Bluegreen owners and our pre-acquisition owners may be concerned about the actual or perceived impact of the acquisitions 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. Complaints or litigation brought by any of these owners could harm our reputation, discourage potential new owners and adversely impact our results of operations.

Interests in the Bluegreen Club and Diamond Collection are offered through a trust system, which is subject to a number of regulatory and other requirements.

The Bluegreen Club and 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. Title to the units available through the Bluegreen Club and US-based Diamond Collections is held in a trust or similar arrangement that is administered by an independent trustee. A purchaser of a timeshare interest 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 and Diamond's timeshare interests are allowed to use their allocated points to reserve accommodations at the various component site(s)/participating resort(s), thereby giving the members greater flexibility to plan their vacations.

Administering such trust structure can be complicated and requires compliance with various timeshare laws. The Bluegreen Club and 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 confirm the substantial compliance with the filing and disclosure requirements of the respective timeshare statutes by the developer of the applicable resorts. It does not constitute the endorsement of the creation, sale, promotion or operation of the resorts by any regulatory body nor relieve the developer 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' or Bluegreen Club's compliance therewith. A determination that specific provisions or operations of the Diamond Collections or Bluegreen Club does not comply with relevant timeshare acts or applicable law may have a material adverse effect on the developer, the trustee and the related non-profit members association. If we are unable to successfully integrate and manage the trust system our results of operations or reputation may suffer.

We may not be able to fully realize the expected benefits of key partnerships we assumed as part of the Bluegreen Acquisition.

We 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 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, which arrangement have contributed significantly to Bluegreen's historical standalone annual VOI sales volume during recent years prior to our acquisition. We believe that the Bass Pro marketing arrangement will continue to be an important contributor to our overall VOI sales volume. 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 have agreed with Choice to continue the Choice

strategic relationship, subject to any limitations or requirements set forth in the Hilton license agreement, to grow our business.

If Bluegreen's marketing arrangements that we assumed, including those described above, 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 us, or we otherwise are unable to realize the benefits from such marketing arrangements, our anticipated revenue growth may not occur, our the costs associated with such arrangements may exceed related revenues, and otherwise may adversely affect the anticipated benefits of the Bluegreen Acquisition.

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 one of our significant stockholders, Apollo, may conflict with ours or the interests of our other stockholders. Apollo may sell some, most or all of our shares that it owns, which would cause our stock price to decline.

We have entered into a 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 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. In the ordinary course of Apollo's business activities, Apollo and its affiliates may engage in activities where their 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.

In addition, as of December 31, 2025, Apollo owned 18,245,825 shares of our common stock. During the fourth quarter 2024, Apollo sold an aggregate of 4,000,000 shares of our common stock pursuant to Rule 144 of the Securities Act, and in the third quarter of 2025 sold 8,050,000 shares of our common stock in an underwritten public offering. Apollo may continue to sell, in one or more transactions, including Rule 144, underwritten offerings and other transactions, some, most, or all of our shares that it owns at any time in compliance with the terms of the stockholders agreement. Any such sale or sales may cause the market price of our common stock to decline significantly.

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. For example, among other things, our organization documents prohibit stockholder action by written consent unless such action is recommended by all

directors then in office and 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 continue to evolve and 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 change of control of our company. 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;
- 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; 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.

Under our 2023 Omnibus Incentive Plan, as of December 31, 2025, an aggregate of 296,283 shares have been issued, and an additional 2,612,083 shares were underlying outstanding awards, leaving 2,613,147 shares available for future issuances. Under the Employee Stock Purchase Plan, an aggregate of 1,277,996 shares were available for future issuance as of December 31, 2025. In addition, while we have not in the past, we may issue additional shares of our common stock to meet liquidation and access to capital needs from time to time. 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.

Our board of directors has authorized a share repurchase program (the "Repurchase Program") pursuant to which we may repurchase our common stock 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. The existence of the Repurchase Program and related repurchases of our common stock could impact our stock price and increase its volatility. Additionally, the Repurchase Program could diminish our cash reserves, which may impact our

access to capital and liquidity for general operations and implementation of our business strategy. 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.

We have no current plans to pay any cash dividends. Any decision by our board of directors, which has the sole discretion whether or not to pay dividends, must take into account a number of factors, including, without limitation: our available cash; current and anticipated cash needs; capital requirements; and contractual, legal, tax and regulatory restrictions on the payment of dividends by us to our stockholders or by our subsidiaries to us. In addition, our ability to pay dividends is limited by our credit agreement related to our senior secured credit facilities and may further be limited by covenants of other indebtedness that we or our subsidiaries incur in the future.

Risks Related to the Spin-Off

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.

We could be required to assume responsibility for obligations allocated to Hilton or Park under the Distribution Agreement or Tax Matters Agreement or could have indemnification obligations under such agreements.

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 and for certain agreed percentages of possible shared liabilities. 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.

Pursuant to the Distribution Agreement, 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.

Under the Tax Matters Agreement, we have agreed to indemnify Hilton and Park against certain tax liabilities. The Tax Matters Agreement provides special rules for allocating tax liabilities in the event that the spin-off is not tax-free. In general, 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 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). 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.

Indemnities of Hilton and Park may not be sufficient to insure us against the full amount of the liabilities assumed by Hilton and Park.

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.

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. Such processes have been integrated in HGV's overall risk management processes.

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, 2025, we had over 200 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, South Carolina, 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. 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, 2025, 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, Europe, Canada, the Caribbean, Mexico, and Asia. We have over 100 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 6 call centers that are leased. Our call centers are located in Orlando, Las Vegas 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

Currently, and from time to time, we are subject to claims in legal proceedings arising in the normal course of business, including, among others, legal proceedings for which we accrue liabilities as discussed in Note 23: *Commitments and Contingencies* to our consolidated financial statements included in this Annual Report on Form 10-K.

ITEM 4. Mine Safety Disclosures

Not applicable.

PART II

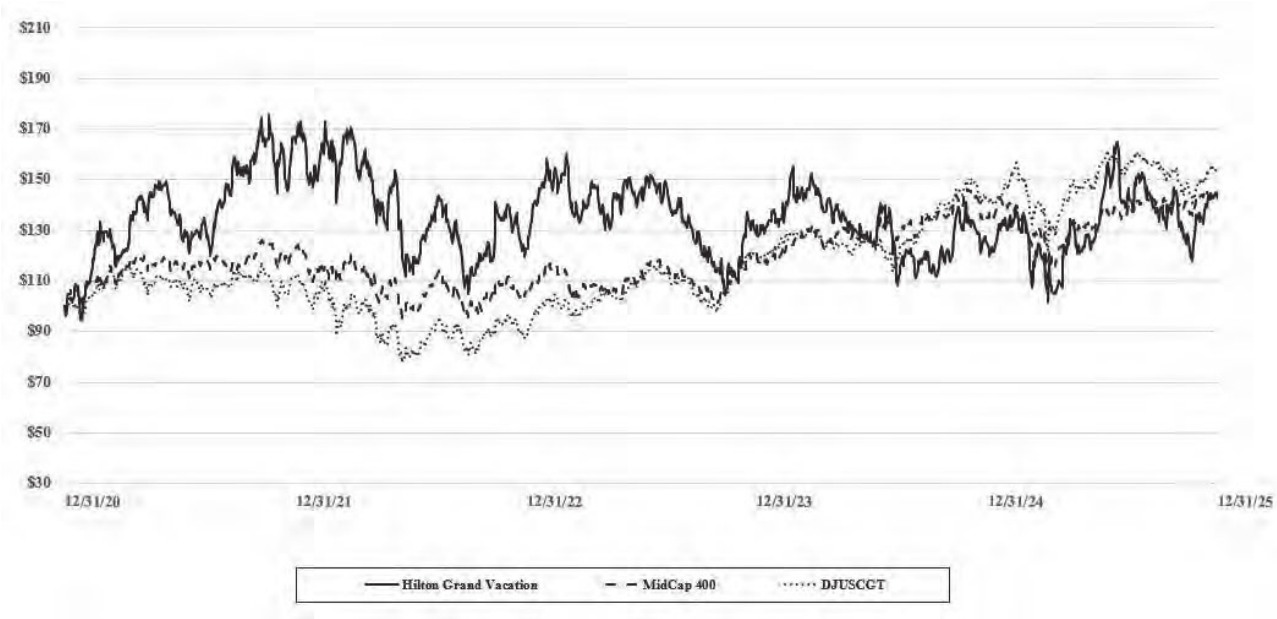
ITEM 5. Market For Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information

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

Performance Graph

The following graph compares cumulative total stockholder return of our common stock with the S&P MidCap 400 ("MidCap 400")* Index and the Dow Jones US Travel & Leisure Total Return Index GICS Level 2 ("DJUSCGT") over a five-year period ended on December 31, 2025. The graph assumes that the value of the investment in our common stock and each index was $100 on December 31, 2020, 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.



* As of March 2023, our company has been included in the S&P MidCap 400.

Holders of Record

The number of stockholders of record of our common stock as of February 19, 2026 was 394.

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 July 31, 2025, HGV announced its Board of Directors approved on July 29, 2025 a share repurchase program authorizing the Company to repurchase up to an aggregate of $600 million of its outstanding shares of common stock over a two-year period (the "2025 Repurchase Plan"). The 2025 Repurchase Plan replaced a prior Board-approved repurchase program.

During the three-month period ended December 31, 2025, 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 Plans[1]
October 1 – October 31, 2025	1,384,052	$ 43.35	1,384,052	$ 517,659,383
November 1 – November 30, 2025	1,220,406	40.01	1,220,406	468,827,314
December 1 – December 31, 2025	942,132	43.73	942,132	427,627,317
Total	3,546,590	$ 42.30	3,546,590	

[1] Under the Company's publicly announced Repurchase Plans, it may repurchase shares in the open market, in privately negotiated transactions or such other manner as determined by HGV, including through repurchase plans complying with the rules and regulations of the SEC. The timing and actual number of shares repurchased under any share repurchase plan will depend on a variety of factors, including the stock price, available liquidity and market conditions. The shares are retired upon repurchase. The share repurchase plans do not obligate HGV to repurchase any dollar amount or number of shares of common stock, and they may be suspended or discontinued at any time.

From January 1, 2026 through February 19, 2026, we repurchased 1.9 million shares for $89 million. As of February 19, 2026, we had $339 million of remaining availability under the 2025 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.

The following discussion and analysis of our financial condition and results of operations is for the year ended December 31, 2025 compared with the year ended December 31, 2024. Discussions of our financial condition and results of operations for the year ended December 31, 2024 compared to December 31, 2023 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, 2024, which was filed with the Securities and Exchange Commission on March 3, 2025.

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 completed the Diamond Acquisition, and on January 17, 2024, we completed the Bluegreen Acquisition.

Our operations primarily consist of: selling VOIs for us and third parties; financing and servicing loans provided to consumers for their VOI purchases; operating resorts and timeshare plans; and managing our exchange programs through which our members may receive HGV Max benefits. Together our timeshare plans and exchange programs are collectively referred to as "Clubs".

As of December 31, 2025, we have over 200 properties located in the United States ("U.S."), Europe, Canada, the Caribbean, Mexico and Asia. A significant number of our properties and VOIs are concentrated in Florida, Europe, Hawaii, South Carolina, California, Arizona, Nevada and Virginia. Our properties feature spacious, condominium-style accommodations with superior amenities and quality service. We have rebranded many of the Diamond properties, and we expect to continue this process for a majority of the remaining Diamond properties. During 2025, we began rebranding certain Bluegreen properties to Hilton Grand Vacation brands. We anticipate rebranding the majority of the Bluegreen properties to meet Hilton brand standards.

As of December 31, 2025, we had more than 720,000 members across our club offerings. Based on the type of Club membership, members have the flexibility to exchange their VOIs for stays at Hilton Grand Vacations resorts, properties in the Hilton system of 25 industry-leading brands with over 9,000 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, including travel services options.

Our Segments

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

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.

For the year ended December 31, 2025, sales from fee-for-service and just-in-time inventory were 17% and 9% of contract sales, respectively. See "*Key Business and Financial 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 or will be made available for sale in the future at planned projects is $14.7 billion at current pricing. Capital-efficient arrangements, comprised of our fee-for-service and just-in-time inventory, represented 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 cyclicality 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, Europe, Canada, Mexico and 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 over 100 sales distribution centers in various domestic and international locations. 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—Real Estate Sales Operating Metrics*." Additionally, the quality of tour flow impacts sales revenue and the collectability of our timeshare financing receivables. For the years ended December 31, 2025, 2024 and 2023, 74%, 72% and 70% of our contract sales were to our existing owners.

We provide financing for members purchasing our developed and acquired inventory and generate interest income on the loans. Our timeshare financing receivables are collateralized by the underlying VOIs and are generally structured as 10-year, fully amortizing loans that bear a fixed interest rate typically ranging from 2.5% to 25% per annum. Financing propensity was 67% for both of the years ended December 31, 2025, and 2024. We calculate financing propensity as contract sales volume of financed contracts originated in the period divided by contract sales volume 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 scores for loans to U.S. and Canadian borrowers at the time of origination were as follows:

	Year Ended December 31,		
	2025	2024	2023
Weighted-average FICO score	734	741	737

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,		
	2025	2024	2023
Historical default rates[1]	9.86 %	10.77 %	8.56 %

[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 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 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 terms of our management agreements typically 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.

We also manage and operate the Clubs and exchange 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 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.
- *Fee-for-service commissions, package sales 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 *Fee-for-service commissions, package sales and other fees* are revenues from marketing and incentive programs, except for redemption of vacation packages and bonus points for stays at HGV properties, which are included in *Rental and ancillary services*.

  During the first quarter of 2025, we renamed the line item *"Sales, marketing, brand and other fees"* as previously shown on the consolidated statements of income, and used elsewhere within our filing, to *"Fee-for-service commissions, package sales and other fees"* to better align with the underlying activity. This change did not result in any reclassification of revenues and had no impact on our consolidated results for any of the periods presented.
- *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 bonus 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 insurer. The corresponding expenses are presented as *Cost reimbursements* expense in our consolidated statements of income resulting in no effect on net income.

Factors Affecting Revenues

- *Relationships with developers*. We have entered into fee-for-service and just-in-time agreements to sell VOIs on behalf of or acquire 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*. 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.* We are party to 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 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 competitors in the timeshare space include Marriott Vacations Worldwide, Travel + Leisure Co., Disney Vacation Club, Holiday Inn Club Vacations, Westgate Resorts and the Berkley Group.

Principal Components of Expenses

- *Cost of VOI sales* represents the costs attributable to the sales of owned VOIs recognized.
- *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.
- *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 and marketing agreement intangibles and capitalized software.
- *License fee expense* represents primarily 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 insurer. The corresponding revenues are presented as *Cost reimbursements* revenue in our consolidated statements of income 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. 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 securitized debt 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

Real Estate Sales Operating Metrics

We measure our performance using the following key operating metrics:

- *Contract sales* represent 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 income 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 Sales Operating Metrics" 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.*

- *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 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, Adjusted EBITDA and Adjusted EBITDA Attributable to Stockholders

EBITDA, presented herein, is a financial measure that is not recognized under U.S. GAAP that reflects net income, 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 and losses, 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.

Adjusted EBITDA Attributable to Stockholders is Adjusted EBITDA excluding amounts attributable to the noncontrolling interest in Bluegreen/Big Cedar Vacations LLC ("Big Cedar"), a joint venture in which HGV is deemed to hold a controlling financial interest based on its 51% equity interest, its active role as the day-to-day manager of its activities, and majority voting control of its management committee.

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

We believe that EBITDA, Adjusted EBITDA and Adjusted EBITDA Attributable to Stockholders provide useful information to investors about us and our financial condition and results of operations for the following reasons: (i) EBITDA, Adjusted EBITDA and Adjusted EBITDA Attributable to Stockholders are among the measures used by our management team to evaluate our operating performance and make day-to-day operating decisions; and (ii) EBITDA, Adjusted EBITDA and Adjusted EBITDA Attributable to Stockholders 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, Adjusted EBITDA and Adjusted EBITDA Attributable to Stockholders have limitations as analytical tools and should not be considered either in isolation or as a substitute for net income, cash flow or other methods of analyzing our results as reported under U.S. GAAP. Some of these limitations are:

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

Because of these limitations, EBITDA, Adjusted EBITDA and Adjusted EBITDA Attributable to Stockholders 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 "Reconciliation of Non-GAAP Measures to GAAP Measures" for reconciliation of our EBITDA, Adjusted EBITDA and Adjusted EBITDA Attributable to Stockholders to net income attributable to stockholders and net income, our most comparable U.S. GAAP financial measures.

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 Fee-for-service commissions, package sales and other fees, which corresponds to the applicable line item from our consolidated statements of income, 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 income, 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 income. 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 income. 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 income. 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, Adjusted EBITDA and Adjusted EBITDA Attributable to Stockholders*." See below under "*Reconciliation of Non-GAAP Measures to GAAP Measures*" for reconciliation of these four profit measures to net income attributable to stockholders and net income, our most comparable U.S. GAAP financial measures.

Real Estate Sales Operating Metrics

	Year Ended December 31,			2025 vs 2024 [1]	
($ in millions, except Tour flow and VPG)	2025	2024	2023	$	%
Contract sales	$ 3,314	$ 3,002	$ 2,310	$ 312	10.4
Adjustments:					
Fee-for-service sales[2]	(547)	(540)	(644)	(7)	1.3
Provision for financing receivables losses	(422)	(363)	(171)	(59)	16.3
Reportability and other:					
Net (deferrals) of sales of VOIs under construction[3]	(368)	(52)	(35)	(316)	NM
Fee-for-service sale upgrades, net	—	—	19	—	—
Other[4]	(165)	(138)	(63)	(27)	19.6
Sales of VOIs, net	$ 1,812	$ 1,909	$ 1,416	$ (97)	(5.1)
Tour flow	856,676	835,181	608,367	21,495	
VPG	$ 3,851	$ 3,572	$ 3,760	$ 279	

[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 recognition of revenues related to the Sales of VOIs under construction that are recognized when construction is complete.
[4] Includes adjustments for revenue recognition, including sales incentives and amounts in rescission.

Contract sales increased $312 million for the year ended December 31, 2025, compared to the same period in 2024 primarily due to increases in both VPG of 7.8% and tour flow of 2.6%.

Net Construction Deferral Activity

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 VOI revenue and direct costs for properties under construction:

	Year Ended December 31,			2025 vs 2024
($ in millions)	**2025**	**2024**	**2023**	**$**
Sales of VOIs (deferrals)	$ (368)	$ (158)	$ (39)	$ (210)
Sales of VOIs recognitions	—	106	4	(106)
Net Sales of VOIs (deferrals) recognitions	(368)	(52)	(35)	(316)
Cost of VOI sales (deferrals)	(105)	(48)	(10)	(57)
Cost of VOI sales recognitions	—	30	1	(30)
Net Cost of VOI sales (deferrals) recognitions	(105)	(18)	(9)	(87)
Sales and marketing expense (deferrals)	(61)	(22)	(6)	(39)
Sales and marketing expense recognitions	—	15	1	(15)
Net Sales and marketing expense (deferrals) recognitions	(61)	(7)	(5)	(54)
Net construction (deferrals) recognitions	$ (202)	$ (27)	$ (21)	$ (175)

Results of Operations

Year Ended December 31, 2025 Compared with Year Ended December 31, 2024

Segment Results

The following tables present our revenues by segment for the year ended December 31, 2025, compared to the years ended December 31, 2024, and 2023. We do not include equity in earnings from unconsolidated affiliates in our measures of segment revenues.

	Year Ended December 31,			2025 vs 2024	
($ in millions)	2025	2024	2023	$	%
Revenues:					
Real estate sales and financing	$ 2,989	$ 3,010	$ 2,357	$ (21)	(0.7)
Resort operations and club management	1,625	1,528	1,291	97	6.3
Total segment revenues	4,614	4,538	3,648	76	1.7
Cost reimbursements	534	516	386	18	3.5
Intersegment eliminations[1]	(101)	(73)	(56)	(28)	38.4
Total revenues	$ 5,047	$ 4,981	$ 3,978	$ 66	1.3

[1] See 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.

Real Estate Sales and Financing Segment

Real Estate

	Year Ended December 31,			2025 vs 2024	
($ in millions)	2025	2024	2023	$	%
Sales of VOIs, net	$ 1,812	$ 1,909	$ 1,416	$ (97)	(5.1)
Fee-for-service commissions and brand fees	328	328	393	—	—
Sales revenue	2,140	2,237	1,809	(97)	(4.3)
Less:					
Cost of VOI sales	152	239	194	(87)	(36.4)
Sales and marketing expense, net	1,535	1,459	1,040	76	5.2
Real Estate expense	1,687	1,698	1,234	(11)	(0.6)
Real Estate profit	$ 453	$ 539	$ 575	$ (86)	(16.0)
Real Estate profit margin[1]	21.2 %	24.1 %	31.8 %		

[1] Excluding the marketing revenue and other fees adjustment, Real estate profit margin was 18.3%, 21.2% and 28.0% for the years ended December 31, 2025, 2024 and 2023.

Sales revenue decreased $97 million for the year ended December 31, 2025, compared to the same period in 2024, primarily due to net construction deferral activity of $368 million in 2025 compared to a net construction deferral activity of $52 million in 2024, and increases in the provision for receivable losses of $59 million and sales incentives of $51 million, partially offset by an increase in contract sales excluding fee-for-service of $305 million and a decrease in the sales rescission of $24 million.

Real estate expense decreased $11 million for the year ended December 31, 2025, compared to the same period in 2024, primarily due to net construction deferral activity of $166 million in 2025 compared to net construction deferral activity of $25 million in 2024, partially offset increases in selling expenses of $85 million and costs of contract sales excluding fee-for-service of $27 million.

Financing

($ in millions)	Year Ended December 31, 2025	2024	2023	2025 vs 2024 $	%
Interest income	$ 500	$ 468	$ 287	$ 32	6.8
Other financing revenue	40	39	34	1	2.6
Premium amortization of acquired timeshare financing receivables	(27)	(43)	(14)	16	(37.2)
Financing revenue	513	464	307	49	10.6
Consumer financing interest expense	117	99	50	18	18.2
Other financing expense	92	82	51	10	12.2
Amortization of acquired non-recourse debt discounts and premiums, net	6	7	(2)	(1)	(14.3)
Financing expense	215	188	99	27	14.4
Financing profit	$ 298	$ 276	$ 208	$ 22	8.0
Financing profit margin	58.1 %	59.5 %	67.8 %		

Financing revenue increased by $49 million for the year ended December 31, 2025, compared to the same period in 2024 primarily due to an increase in the average outstanding balance of the timeshare financing receivables portfolio and a decrease in the premium amortization of acquired timeshare financing receivables of $16 million.

Financing expense increased by $27 million for the year ended December 31, 2025, compared to the same period in 2024 primarily due to increases in consumer financing interest expense of $18 million and provision for financing receivable losses of the acquired portfolios of $6 million. The increase in consumer financing interest expense was due to an increase in the average non-recourse debt balance.

Resort Operations and Club Management Segment

Resort and Club Management

($ in millions)	Year Ended December 31, 2025	2024	2023	2025 vs 2024 $	%
Club management revenue	$ 321	$ 303	$ 240	$ 18	5.9
Resort management revenue	457	419	329	38	9.1
Resort and club management revenues	778	722	569	56	7.8
Club management expense	87	83	60	4	4.8
Resort management expense	140	128	117	12	9.4
Resort and club management expenses	227	211	177	16	7.6
Resort and club management profit	$ 551	$ 511	$ 392	$ 40	7.8
Resort and club management profit margin	70.8 %	70.8 %	68.9 %		

Resort and club management revenues increased $56 million for the year ended December 31, 2025, compared to the same period in 2024 primarily due to increases in management fee revenue of $19 million, club annual dues revenue of $10 million and license fee revenue of $10 million.

Resort and club management expenses increased $16 million for the year ended December 31, 2025, compared to the same period in 2024 primarily due to property management expenses.

Rental and Ancillary Services

	Year Ended December 31,			2025 vs 2024 [1]	
($ in millions)	2025	2024	2023	$	%
Rental revenues	$ 692	$ 682	$ 623	$ 10	1.5
Ancillary services revenues	54	51	43	3	5.9
Rental and ancillary services revenues	746	733	666	13	1.8
Rental expenses	738	681	573	57	8.4
Ancillary services expense	47	43	39	4	9.3
Rental and ancillary services expenses	785	724	612	61	8.4
Rental and ancillary services profit	$ (39)	$ 9	$ 54	$ (48)	NM
Rental and ancillary services profit margin	(5.2)%	1.2 %	8.1 %		

[1] NM - fluctuation in terms of percentage change is not meaningful.

Rental and ancillary services revenue increased $13 million for the year ended December 31, 2025, compared to the same period in 2024 primarily driven by higher transient revenue as a result of increased occupied room nights.

Rental and ancillary services expenses increased $61 million for the year ended December 31, 2025, compared to the same period in 2024 primarily due to increases in maintenance fees on unsold inventory and other rental expenses.

Other Operating Expenses

	Year Ended December 31,			2025 vs 2024	
($ in millions)	2025	2024	2023	$	%
General and administrative	$ 215	$ 199	$ 194	$ 16	8.0
Depreciation and amortization	273	268	213	5	1.9
License fee expense	214	171	138	43	25.1
Impairment expense	3	2	3	1	50.0

General and administrative expenses increased by $16 million for the year ended December 31, 2025, compared to the same period in 2024 primarily due to employee-related costs.

License fee expense increased by $43 million for the year ended December 31, 2025, compared to the same period in 2024, primarily due to licensing fees paid to Hilton.

Acquisition and Integration-Related Expense

	Year Ended December 31,			2025 vs 2024	
($ in millions)	2025	2024	2023	$	%
Acquisition and integration-related expense	$ 98	$ 237	$ 68	$ (139)	(58.6)

Acquisition and integration-related costs include direct expenses related to our recent acquisitions including integration costs, legal and other professional fees. Integration costs include technology-related costs, fees paid to management consultants, rebranding fees and employee-related costs such as severance and retention. For the year ended December 31, 2025, acquisition and integration-related costs decreased by $139 million compared to the same period in 2024. The decrease was primarily due to acquiring Bluegreen in 2024.

Non-Operating Expenses

	Year Ended December 31,			2025 vs 2024 [1]	
($ in millions)	2025	2024	2023	$	%
Interest expense	$ 311	$ 329	$ 178	$ (18)	(5.5)
Equity in earnings from unconsolidated affiliates	(19)	(18)	(12)	(1)	5.6
Other (gain) loss, net	(7)	11	(2)	(18)	NM
Income tax expense	76	76	136	—	—

[1] NM - Fluctuation in terms of percentage change is not meaningful.

The changes in non-operating expenses for the year ended December 31, 2025 compared to the same period in 2024, were primarily due to interest expense and other (gain) loss, net. The decrease in interest expense was primarily due to a decrease in the overall debt balance and a decrease in the weighted average interest rate. The change in other (gain) loss, net is primarily due to revaluation of our foreign currency transactions.

Net income attributable to noncontrolling interest

	Year Ended December 31,			2025 vs 2024	
($ in millions)	2025	2024	2023	$	%
Net income attributable to noncontrolling interest	$ 18	$ 13	$ —	$ 5	38.5

We include in our consolidated financial statements the results of operations and financial condition of Big Cedar, the joint venture with Bluegreen/Big Cedar Vacations, LLC in which HGV holds 51% equity interest. Net income attributable to noncontrolling interest is the portion of Big Cedar that is attributable to Big Cedar Vacations, LLC, which holds the remaining 49% equity interest.

Reconciliation of Non-GAAP Measures to GAAP Measures

The following table reconciles net income attributable to stockholders and net income, our most comparable U.S. GAAP financial measures, to EBITDA, Adjusted EBITDA and Adjusted EBITDA Attributable to Stockholders:

	Year Ended December 31,			2025 vs 2024[1]	
($ in millions)	2025	2024	2023	$	%
Net income attributable to stockholders	$ 81	$ 47	$ 313	$ 34	72.3
Net income attributable to noncontrolling interest	18	13	—	5	38.5
Net income	99	60	313	39	65.0
Interest expense	311	329	178	(18)	(5.5)
Income tax expense	76	76	136	—	—
Depreciation and amortization	273	268	213	5	1.9
Interest expense, depreciation and amortization included in equity in earnings from unconsolidated affiliates	1	2	2	(1)	(50.0)
EBITDA	760	735	842	25	3.4
Other (gain) loss, net	(7)	11	(2)	(18)	NM
Share-based compensation expense	64	47	40	17	36.2
Impairment expense	3	2	3	1	50.0
Acquisition and integration-related expense	98	237	68	(139)	(58.6)
Other adjustment items[2]	51	62	54	(11)	(17.7)
Adjusted EBITDA	969	1,094	1,005	(125)	(11.4)
Adjusted EBITDA attributable to noncontrolling interest	19	16	—	3	18.8
Adjusted EBITDA attributable to stockholders	$ 950	$ 1,078	$ 1,005	$ (128)	—

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

(2) These amounts include costs associated with restructuring, one-time charges, other non-cash items, and amortization of fair value premiums and discounts resulting from purchase accounting.

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

	Year Ended December 31,			2025 vs 2024[1]	
($ in millions)	2025	2024	2023	$	%
Net income attributable to stockholders	$ 81	$ 47	$ 313	$ 34	72.3
Net income attributable to noncontrolling interest	18	13	—	5	38.5
Net income	99	60	313	39	65.0
Interest expense	311	329	178	(18)	(5.5)
Income tax expense	76	76	136	—	—
Depreciation and amortization	273	268	213	5	1.9
Interest expense, depreciation and amortization included in equity in earnings from unconsolidated affiliates	1	2	2	(1)	(50.0)
EBITDA	760	735	842	25	3.4
Other (gain) loss, net	(7)	11	(2)	(18)	NM
Equity in earnings from unconsolidated affiliates[2]	(20)	(20)	(14)	—	—
Impairment expense	3	2	3	1	50.0
License fee expense	214	171	138	43	25.1
Acquisition and integration-related expense	98	237	68	(139)	(58.6)
General and administrative	215	199	194	16	8.0
Profit	$ 1,263	$ 1,335	$ 1,229	$ (72)	(5.4)
Real estate profit	453	539	575	(86)	(16.0)
Financing profit	298	276	208	22	8.0
Resort and club management profit	551	511	392	40	7.8
Rental and ancillary services profit	(39)	9	54	(48)	(533.3)
Profit	$ 1,263	$ 1,335	$ 1,229	$ (72)	(5.4)

[1] NM - fluctuation in terms of percentage change is not meaningful.

[2] Excludes impact of interest expense, depreciation and amortization included in equity in earnings from unconsolidated affiliates of $1 million for the year ended December 31, 2025, and $2 million for each of the years ended December 31, 2024 and 2023.

We evaluate our business segment operating performance using segment Adjusted EBITDA and Adjusted EBITDA Attributable to Stockholders, 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, Adjusted EBITDA and Adjusted EBITDA Attributable to Stockholders, how management uses them to manage our business and material limitations on their usefulness, refer to "—Key Business and Financial Metrics—EBITDA, Adjusted EBITDA and Adjusted EBITDA Attributable to Stockholders." The following table reconciles our segment Adjusted EBITDA to Adjusted EBITDA to Adjusted EBITDA Attributable to Stockholders:

	Year Ended December 31,			2025 vs 2024	
($ in millions)	2025	2024	2023	$	%
Adjusted EBITDA:					
Real estate sales and financing[1]	$ 707	$ 802	$ 754	$ (95)	(11.8)
Resort operations and club management[1]	620	604	504	16	2.6
Adjustments:					
Adjusted EBITDA from unconsolidated affiliates	20	20	14	—	—
License fee expense	(214)	(171)	(138)	(43)	25.1
General and administrative[2]	(164)	(161)	(129)	(3)	1.9
Adjusted EBITDA	969	1,094	1,005	(125)	(11.4)
Adjusted EBITDA attributable to noncontrolling interest	19	16	—	3	18.8
Adjusted EBITDA attributable to stockholders	$ 950	$ 1,078	$ 1,005	$ (128)	—

[1] Includes intersegment transactions, share-based compensation, depreciation and other adjustments attributable to the segments.
[2] Adjusts for segment related share-based compensation, depreciation and other adjustment items.

The following table reconciles our Fee-for-service commissions, package sales and other fees, 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" above.

	Year Ended December 31,			2025 vs 2024	
($ in millions)	2025	2024	2023	$	%
Fee-for-service commissions, package sales and other fees	$ 664	$ 637	$ 634	$ 27	4.2
Less: Package sales and other fees[1]	(336)	(309)	(241)	(27)	8.7
Fee-for-service commissions and brand fees	$ 328	$ 328	$ 393	$ —	—
Sales and marketing expense	$ 1,871	$ 1,768	$ 1,281	$ 103	5.8
Less: Package sales and other fees[1]	(336)	(309)	(241)	(27)	8.7
Sales and marketing expense, net	$ 1,535	$ 1,459	$ 1,040	$ 76	5.2

[1] 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.

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, capital expenditures for renovations and maintenance at our offices and sales centers, and share repurchases. 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, and share repurchases. 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, 2025:

- As of December 31, 2025, we had total cash and cash equivalents of $239 million and restricted cash of $332 million. Restricted cash primarily consists of escrow deposits received on VOI sales and reserves related to non-recourse debt.
- During the year ended December 31, 2025, we repurchased 15 million shares for $600 million, excluding the excise tax, under our share repurchase programs. See Note 20: *Earnings Per Share* for additional information.
- In June 2025, we completed a securitization of $300 million of gross timeshare financing receivables. The proceeds were used to pay down in part some of our existing debt and for other general corporate purposes. See Note 15: *Debt and Non-Recourse Debt* for additional information.
- In July 2025, we completed a securitization of ¥9.5 billion, or $65 million, of gross timeshare financing receivables domiciled in Japan. The proceeds were primarily used for general corporate purposes. See Note 15: *Debt and Non-Recourse Debt* for additional information.
- In August 2025, we completed a securitization of $400 million of gross timeshare financing receivables. The proceeds were used to pay down in part some of our existing debt and for other general corporate purposes. See Note 15: *Debt and Non-Recourse Debt* for additional information.
- In December 2025, we completed a securitization of $400 million of gross timeshare financing receivables. The proceeds were used to pay down debt and for other general corporate purposes. See Note 15: *Debt and Non-Recourse Debt* for additional information.
- As of December 31, 2025, we have $809 million remaining borrowing capacity under the revolver credit facility.
- As of December 31, 2025, we have an aggregate of $235 million remaining borrowing capacity under our Timeshare Facility. As of December 31, 2025, we had $943 million of notes that were current on payments but not securitized. Of that figure, $374 million could be monetized through either warehouse borrowing or securitization while another $388 million of mortgage notes we anticipate being eligible following certain customary milestones such as first payment, deeding and recording.

We believe that these actions, together with drawing on available borrowings under our revolver credit facility 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, 2025, our inventory-related purchase commitments totaled $226 million over a period of 10 years.

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,			2025 vs 2024
($ in millions)	2025	2024	2023	$
Net cash provided by (used in):				
Operating activities	$ 300	$ 309	$ 312	$ (9)
Investing activities	(146)	(1,571)	(158)	1,425
Financing activities	(338)	1,156	183	(1,494)

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, 2025, compared to the same period in 2024 was primarily due to a $92 million increase in cash used for working capital, a $27 million increase in deferred tax benefit and a $18 million change in other gains and losses, partially offset by a $65 million increase in provision for financing receivable losses, a $39 million increase in net income and a $17 million increase in share-based compensation expense.

The following table exhibits our VOI inventory spending for the years ended December 31, 2025, 2024 and 2023.

	Year Ended December 31,		
($ in millions)	2025	2024	2023
VOI spending - owned properties[1]	$ 273	$ 318	$ 243
VOI spending - fee-for-service upgrades[2]	—	—	16
Purchases and development of real estate for future conversion to inventory	96	127	39
Total VOI inventory spending	$ 369	$ 445	$ 298

[1] Relates to costs on properties that are classified as *Inventory* on our consolidated balance sheets.
[2] Includes costs related to granting credit to customers for their existing ownership when upgrading into fee-for-service projects.

Investing Activities

Investing activities include cash paid for acquisitions, capital expenditures and software capitalization costs. 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.

Net cash used in investing activities was $146 million for the year ended December 31, 2025, compared to $1,571 million for the same period in 2024. The decrease was primarily due to the Bluegreen Acquisition in 2024.

Financing Activities

Net cash used in financing activities for the year ended December 31, 2025 was $338 million, compared to net cash provided of $1,156 million for the same period in 2024. The change was primarily due to net proceeds from debt and non-recourse debt of $1,664 million in 2024 compared to net proceeds of $286 million in 2025, a $168 million increase in share repurchases, partially offset by a $35 million decrease in debt issuance costs and a $12 million decrease in payments of withholding taxes on vesting of restricted stock units.

Share Repurchase Plans

On July 29, 2025, our Board of Directors approved a new share repurchase program authorizing us to repurchase up to an aggregate of $600 million of our outstanding shares of common stock over a two-year period (the "2025

Repurchase Plan"), which is in addition to the amount that remained at the time under the current 2024 repurchase plan that our Board of Directors had approved in August 2024. As of December 31, 2025, we had $428 million of remaining availability under the 2025 Repurchase Plan.

Contractual Obligations

Our commitments primarily relate to agreements with developers to purchase or construct vacation ownership units, operating leases, marketing and license fee agreements and obligations associated with our debt, non-recourse debt and the related interest. As of December 31, 2025, we were committed to $9.4 billion in contractual obligations over 14 years, $1.0 billion of which will be fulfilled in 2026. This amount includes $1.5 billion of interest on our debt and non-recourse debt, of which $362 million will be incurred in 2026. 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 $439 million as of December 31, 2025, which primarily consist of escrow and subsidy related bonds.

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. 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 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. Significant assumptions include future VOI sales prices, timing and volume of VOI sales, and provisions for financing receivables losses on financed sales of VOIs. Other assumptions include sales incentives, projected future cost and volume of recoveries. 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. 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 additional information.

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 the specific risk characteristics of the portfolio, including historic and assumed default rates. Although the allowance requires 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 $26 million. 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 additional information.

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 Secured Overnight Financing Rate ("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 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, 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, 2025, for our financial instruments that are materially affected by interest rate risk:

		Maturities by Period							
($ in millions)	Weighted Average Interest Rate[1]	2026	2027	2028	2029	2030	There-after	Total[2]	Fair Value
Assets:									
Fixed-rate securitized timeshare financing receivables	14.588 %	$ 208	$ 221	$ 227	$ 230	$ 237	$ 984	$2,107	$1,846
Fixed-rate unsecuritized timeshare financing receivables	14.723 %	162	168	183	202	218	1,274	2,207	1,573
Liabilities:[3]									
Fixed-rate debt	5.379 %	538	426	335	1,110	207	1,824	4,440	4,429
Variable-rate debt	5.531 %	23	638	1,250	15	145	843	2,914	2,924

(1) Weighted-average interest rate as of December 31, 2025.
(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, 2025.

ITEM 8. Financial Statements and Supplementary Data

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, 2025. 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 this assessment, management determined that the Company maintained effective internal control over financial reporting as of December 31, 2025.

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 on the Company’s internal control over financial reporting as of December 31, 2025. 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, 2025 and 2024, the related consolidated statements of income, comprehensive income, equity and cash flows for each of the three years in the period ended December 31, 2025, 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, 2025 and 2024, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2025, 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, 2025, 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 February 26, 2026 expressed an unqualified 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 VOI Sales
Description of the Matter	For the year ended December 31, 2025, the Company's cost of vacation ownership intervals and interests ("VOI") sales was $152 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 recognized on a retrospective basis through corresponding adjustments to inventory and cost of sales in the period in which the estimates are revised. Auditing management's application of the relative sales value method was complex and highly judgmental due to the 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 VOI 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 cost of VOI sales process. For example, we tested controls over management's review of the cost of VOI sales calculations used as part of the relative sales value method, including the significant assumptions described above.

To test 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 performed analytical procedures to evaluate whether individual timeshare project or individual collection cost of VOI sales rates are consistent with expectations. We also compared the significant assumptions used by management to historical trends to determine whether the projections of future VOI sales prices and the timing and volume of VOI sales are appropriate. Furthermore, we compared the estimated provisions for financing receivables to projections separately audited for the allowance for financing receivables losses.

Allowance for Financing Receivables Losses

Description of the Matter

At December 31, 2025, the Company's allowance for financing receivables losses was $1,078 million for originated financing receivables and $155 million for acquired financing receivables. As discussed in Note 2 to the consolidated financial statements, for the originated portfolio, the Company records an estimate of variable consideration as a reduction of revenue from financed VOI sales at the time revenue is recognized. Variable consideration, which has not been included within the transaction price, is presented as a reserve on the financing receivable. For the acquired portfolio, an allowance is established on the acquisition date, and any changes to the estimates of the allowance are recorded within Financing expense on the consolidated statements of income in the period in which the change occurs. The Company uses a technique referred to as the static pool analysis as the basis for determining the default rates 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 adequacy of the related allowance is determined by management through analysis the specific risk characteristics of the portfolio including historic and assumed default rates. Although the allowance includes several factors which require judgment, the static pool model is not highly uncertain as it relies upon historic metrics.

Auditing the allowance for financing receivables losses was challenging and required additional audit effort due to the high volume of data that is utilized in applying the static pool analysis. Additionally, the allowance for financing receivables losses is sensitive to changes in the estimated default rates given the 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 allowance for the financing receivables losses process. For example, we tested controls over management's review of the allowance for financing receivables losses calculations, including the completeness and accuracy of the underlying data in the static pool model, and management's review that the historical data is representative of the specific risk characteristics of the portfolio including historic and assumed default rates.

Our substantive audit procedures included assessing the appropriateness of management's methodology and testing the completeness and accuracy of the underlying data used in the static pool analyses. We evaluated management's assessment of whether historical data used in the analyses was representative of the specific risk characteristics of the portfolio.

/s/ Ernst & Young LLP

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

Orlando, Florida
February 26, 2026

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, 2025, 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, Hilton Grand Vacations Inc. (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2025, based on the COSO criteria.

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, 2025 and 2024, the related consolidated statements of income, comprehensive income, equity and cash flows for each of the three years in the period ended December 31, 2025, and the related notes and our report dated February 26, 2026 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
February 26, 2026

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

	December 31,	
	2025	**2024**
ASSETS		
Cash and cash equivalents	$ 239	$ 328
Restricted cash	332	438
Accounts receivable, net	270	315
Timeshare financing receivables, net	3,115	3,006
Inventory	2,522	2,244
Property and equipment, net	859	792
Operating lease right-of-use assets, net	72	84
Investments in unconsolidated affiliates	63	73
Goodwill	1,985	1,985
Intangible assets, net	1,670	1,787
Other assets	410	390
TOTAL ASSETS (variable interest entities - $2,601 in 2025 and $2,192 in 2024)	$ 11,537	$ 11,442
LIABILITIES AND EQUITY		
Accounts payable, accrued expenses and other	$ 1,018	$ 1,125
Advanced deposits	228	226
Debt, net	4,545	4,601
Non-recourse debt, net	2,716	2,318
Operating lease liabilities	89	100
Deferred revenues	637	252
Deferred income tax liabilities	864	925
Total liabilities (variable interest entities - $2,824 in 2025 and $2,318 in 2024)	10,097	9,547
Commitments and contingencies - see Note 23		
Equity:		
Preferred stock, $0.01 par value; 300,000,000 authorized shares, none issued or outstanding as of December 31, 2025 and 2024	—	—
Common stock, $0.01 par value; 3,000,000,000 authorized shares, 83,133,678 shares issued and outstanding as of December 31, 2025, and 96,720,179 shares issued and outstanding as of December 31, 2024	1	1
Additional paid-in capital	1,276	1,399
Accumulated retained earnings	34	352
Accumulated other comprehensive loss	(22)	—
Total stockholders' equity	1,289	1,752
Noncontrolling interest	151	143
Total equity	1,440	1,895
TOTAL LIABILITIES AND EQUITY	$ 11,537	$ 11,442

See notes to consolidated financial statements.

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

	Year Ended December 31,		
	2025	**2024**	**2023**
Revenues			
Sales of VOIs, net	$ 1,812	$ 1,909	$ 1,416
Fee-for-service commissions, package sales and other fees	664	637	634
Financing	513	464	307
Resort and club management	778	722	569
Rental and ancillary services	746	733	666
Cost reimbursements	534	516	386
Total revenues	5,047	4,981	3,978
Expenses			
Cost of VOI sales	152	239	194
Sales and marketing	1,871	1,768	1,281
Financing	215	188	99
Resort and club management	227	211	177
Rental and ancillary services	785	724	612
General and administrative	215	199	194
Acquisition and integration-related expense	98	237	68
Depreciation and amortization	273	268	213
License fee expense	214	171	138
Impairment expense	3	2	3
Cost reimbursements	534	516	386
Total operating expenses	4,587	4,523	3,365
Interest expense	(311)	(329)	(178)
Equity in earnings from unconsolidated affiliates	19	18	12
Other gain (loss), net	7	(11)	2
Income before income taxes	175	136	449
Income tax expense	(76)	(76)	(136)
Net income	99	60	313
Net income attributable to noncontrolling interest	18	13	—
Net income attributable to stockholders	$ 81	$ 47	$ 313
Earnings per share attributable to stockholders:			
Basic	$ 0.90	$ 0.46	$ 2.84
Diluted	$ 0.89	$ 0.45	$ 2.80

See notes to consolidated financial statements.

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

	Year Ended December 31,		
	2025	**2024**	**2023**
Net income	$ 99	$ 60	$ 313
Derivative instrument adjustments, net of tax	(14)	(4)	(16)
Foreign currency translation adjustments, net of tax	(8)	(13)	(6)
Other comprehensive loss, net of tax	(22)	(17)	(22)
Comprehensive income	77	43	291
Comprehensive income attributable to noncontrolling interest	18	13	—
Comprehensive income attributable to stockholders	$ 59	$ 30	$ 291

See notes to consolidated financial statements.

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

	Year Ended December 31,		
	2025	2024	2023
Operating Activities			
Net income	$ 99	$ 60	$ 313
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	273	268	213
Amortization of deferred financing costs, acquisition premiums and other	73	83	33
Provision for loan losses	442	377	171
Impairment expense	3	2	3
Other (gain) loss, net	(7)	11	(2)
Share-based compensation	64	47	40
Deferred income tax benefit	(56)	(29)	(23)
Equity in earnings from unconsolidated affiliates	(19)	(18)	(12)
Return on investment in unconsolidated affiliates	28	16	16
Net changes in assets and liabilities, net of effects of acquisitions:			
Accounts receivable, net	57	224	10
Timeshare financing receivables	(669)	(563)	(315)
Inventory	(120)	(78)	(64)
Purchases and development of real estate for future conversion to inventory	(96)	(127)	(39)
Other assets	(54)	(8)	(8)
Accounts payable, accrued expenses and other	(105)	21	(86)
Advanced deposits	2	6	29
Deferred revenues	385	17	33
Net cash provided by operating activities	300	309	312
Investing Activities			
Acquisitions, net of cash, cash equivalents and restricted cash acquired	—	(1,444)	(74)
Capital expenditures for property and equipment (excluding inventory)	(70)	(42)	(31)
Software capitalization costs	(76)	(84)	(44)
Other	—	(1)	(9)
Net cash used in investing activities	(146)	(1,571)	(158)
Financing Activities			
Proceeds from debt	2,789	2,758	758
Proceeds from non-recourse debt	3,738	1,849	868
Repayment of debt	(2,907)	(1,353)	(373)
Repayment of non-recourse debt	(3,334)	(1,590)	(694)
Payment of debt issuance costs	(27)	(62)	(7)
Repurchase and retirement of common stock	(600)	(432)	(368)
Payment of withholding taxes on vesting of restricted stock units	(9)	(21)	(14)
Proceeds from employee stock plan purchases	15	12	8
Proceeds from stock option exercises	13	7	9
Distributions to noncontrolling interest holder	(10)	(10)	—
Other	(6)	(2)	(4)
Net cash (used in) provided by financing activities	(338)	1,156	183
Effect of changes in exchange rates on cash, cash equivalents and restricted cash	(11)	(13)	(7)
Net (decrease) increase in cash, cash equivalents and restricted cash	(195)	(119)	330
Cash, cash equivalents and restricted cash, beginning of year	766	885	555
Cash, cash equivalents and restricted cash, end of year	571	766	885

Less: Restricted cash	332	438	296
Cash and cash equivalents	$ 239	$ 328	$ 589

See notes to consolidated financial statements.

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

	Common Stock						
	Shares	Amount	Additional Paid-in Capital	Accumulated Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interest	Total Equity
Balance as of December 31, 2022	113	$ 1	$ 1,582	$ 529	$ 39	$ —	$ 2,151
Net income	—	—	—	313	—	—	313
Activity related to share-based compensation	1	—	35	—	—	—	35
Employee stock plan issuance	—	—	8	—	—	—	8
Foreign currency translation adjustments, net of tax	—	—	—	—	(6)	—	(6)
Derivative instrument adjustments, net of tax	—	—	—	—	(16)	—	(16)
Repurchase and retirement of common stock	(8)	—	(121)	(249)	—	—	(370)
Balance as of December 31, 2023	106	$ 1	$ 1,504	$ 593	$ 17	$ —	$ 2,115
Net income	—	—	—	47	—	13	60
Acquisition of noncontrolling interest	—	—	—	—	—	140	140
Distributions to noncontrolling interest holder	—	—	—	—	—	(10)	(10)
Activity related to share-based compensation	1	—	32	—	—	—	32
Employee stock plan issuance	—	—	12	—	—	—	12
Foreign currency translation adjustments, net of tax	—	—	—	—	(13)	—	(13)
Derivative instrument adjustments, net of tax	—	—	—	—	(4)	—	(4)
Repurchase and retirement of common stock	(10)	—	(149)	(288)	—	—	(437)
Balance as of December 31, 2024	97	$ 1	$ 1,399	$ 352	$ —	$ 143	$ 1,895
Net income	—	—	—	81	—	18	99
Distributions to noncontrolling interest holder	—	—	—	—	—	(10)	(10)
Activity related to share-based compensation	1	—	68	—	—	—	68
Employee stock plan issuance	—	—	15	—	—	—	15
Foreign currency translation adjustments, net of tax	—	—	—	—	(8)	—	(8)
Derivative instrument adjustments, net of tax	—	—	—	—	(14)	—	(14)
Repurchase and retirement of common stock	(15)	—	(206)	(399)	—	—	(605)
Balance as of December 31, 2025	83	$ 1	$ 1,276	$ 34	$ (22)	$ 151	$ 1,440

See notes to consolidated financial statements.

NOTE 1: 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 brands. On January 17, 2024 ("Bluegreen Acquisition Date"), we completed the acquisition of Bluegreen Vacations Holding Corporation ("Bluegreen") (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 our exchange programs through which members may receive HGV Max benefits. Together our timeshare plans and exchange programs are collectively referred to as "Clubs".

As of December 31, 2025, we had over 200 properties located in the United States ("U.S."), Europe, Canada, the Caribbean, Mexico, and Asia. A significant number of our properties and VOIs are concentrated in Florida, Europe, Hawaii, South Carolina, California, Arizona, Nevada, and Virginia.

Basis of Presentation

The consolidated financial statements presented herein include all of our assets, liabilities, revenues, expenses and cash flows as well as all entities in which we have a controlling financial interest. 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, including Bluegreen/Big Cedar Vacations LLC ("Big Cedar"), a joint venture in which we are deemed to hold a controlling financial interest based on its 51% equity interest, its active role as the day-to-day manager of its activities, and majority voting control of its management committee. We acquired our equity interest in Big Cedar as part of the Bluegreen Acquisition. 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.

During the first quarter of 2025, we renamed the line item *"Sales, marketing, brand and other fees"* as previously shown on the consolidated statements of income, and used elsewhere within our filing, to *"Fee-for-service commissions, package sales and other fees*" to better align with the underlying activity. This change did not result in any reclassification of revenues and had no impact on our consolidated results for any of the periods presented.

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 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Revenue Recognition

We account for revenue in accordance with Accounting Standards Codification ("ASC") Topic 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, and allocate the transaction price based on the relative standalone sales price of the performance obligations. 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 our 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 and the applicable statutory rescission period has expired. 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, which is 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 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 trust products, are represented by an annual or biennial allotment of points that can be utilized for vacations at 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 of the 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 collectability is reasonably assured and control passes to the customer, which occurs after the expiration of the applicable statutory rescission period.

  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, 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. We defer a portion of the total transaction price for the combined VOI contract as a liability for the incentives and recognize the corresponding revenue at the point in time when the customer receives the benefits of the incentives, 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.

- *Fee-for-service commissions, package sales 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 properties; therefore, we recognize revenue inclusive of an estimate for expected breakage for these packages when they are redeemed.

- *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 a one-time fee paid by the customer at the time a customer joins one of our Clubs. 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 using a seven-year average club membership.

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 Homeowner's Associations ("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 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 and 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 are 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 incremental cost 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 income.

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 $85 million and $24 million as of December 31, 2025 and 2024 and were included in *Other assets* on our consolidated balance sheets. For the year ended December 31, 2025, we recognized $5 million of expense related to costs deferred as of December 31, 2024. For the year ended December 31, 2024, we recognized $11 million of expense related to costs deferred as of December 31, 2023. For the year ended December 31, 2023, we recognized $7 million of expense related to costs deferred as of December 31, 2022.

Other than the United States, there were no countries that individually represented more than 10% of total revenues for the years ended December 31, 2025, 2024 and 2023.

For the years ended December 31, 2025, 2024 and 2023, 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 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, liabilities assumed and noncontrolling interest 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 plus noncontrolling interest. 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, liabilities assumed and noncontrolling interest, we use various recognized valuation methods including discounted cash flow models, and the income, cost and market approaches. We utilize independent valuation specialists under our supervision for certain of our assignments of fair value. We record the net assets, noncontrolling interest 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 income. See Note 3: *Bluegreen Acquisition* for 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.

We acquired PCD assets as part of the Diamond Acquisition, the Grand Islander Acquisition and the Bluegreen Acquisition, and such PCD assets are referred to as "Legacy-Diamond", "Legacy-Grand Islander", and "Legacy-Bluegreen". See Note 7: *Timeshare Financing Receivables* for 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 and are not the primary beneficiary of the VIE. 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. See Note 11: *Investments in Unconsolidated Affiliates* for additional information.

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. See Note 5: *Restricted Cash* for additional information.

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. See Note 6: *Accounts Receivable* for additional information.

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 income 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 income.

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 loss* for the effective portion of the hedge and record the ineffectiveness of a hedge immediately in earnings in our consolidated statement of income. We release the derivative's gain or loss from accumulated other comprehensive income or loss to match the timing of the underlying hedged item's effect on earnings. See Note 15: *Debt and Non-recourse Debt* for additional information.

Timeshare Financing Receivables and Allowance for Financing Receivables Losses

Our timeshare financing receivables consist of loans that are secured by the underlying timeshare properties. We have two timeshare financing receivables portfolios: (i) originated and (ii) acquired. Our originated portfolio represents timeshare financing receivables that originated by the businesses that we acquired from Diamond, Grand Islander, and Bluegreen subsequent to each respective acquisition date and all HGV timeshare financing receivables. Our acquired portfolio includes all of the Legacy-Diamond, Legacy-Grand Islander and Legacy-Bluegreen timeshare financing receivables that existed as of the respective acquisition dates. We evaluate each portfolio collectively, since each holds 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 collection 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 receivable losses 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 such as FICO scores and equity percentage at the time of sale. The adequacy of the related allowance is determined by management through analysis of the specific risk characteristics of the portfolio including assumed default rates, aging and historical write-offs of these receivables. For our originated portfolio, we record an estimate of variable consideration as a reduction of revenue from financed VOI sales at the time revenue is recognized. 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. For our acquired portfolio, any changes to the estimates of our allowance are recorded within *Financing* expense on our consolidated statements of income in the period in which the change occurs. In addition, for our acquired portfolio 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 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. 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, which is governed by product type and law, is complete. See Note 7: *Timeshare Financing Receivables* for additional information.

Inventory and Cost of Sales

Inventory includes unsold, completed VOIs and VOIs under construction. 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 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. For the years ended December 31, 2025, 2024 and 2023, capitalized interest was $10 million, $10 million and $3 million.

We account for our VOI inventory and cost of VOI sales using the relative sales value method. 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 income to retrospectively adjust the margin previously recognized subject to those estimates. Significant assumptions include future VOI sales prices, timing and volume of VOI sales, and provisions for financing receivables losses on financed sales of VOIs. Other assumptions include sales incentives, projected future cost and volume of recoveries. See Note 8: *Inventory* for additional information.

Property and Equipment

Property and equipment 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, 2025 and 2024.

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. See Note 9: *Property and Equipment* for 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 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. See Note 17: *Leases* for 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 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, 2025, 2024 and 2023, and there is no accumulated impairment of goodwill for any period presented in the consolidated financial statements. During the years ended December 31, 2024 and 2023, the changes in goodwill were limited to increases in goodwill resulting from the Grand Islander and Bluegreen Acquisitions and increases or decreases resulting from any related measurement period adjustments. There were no changes to goodwill or measurement period adjustments during the year ended December 31, 2025.

Intangible Assets

Our intangible assets consist of trade name, management contracts, club member relationships, marketing agreements, and other contract-related intangible assets. 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 income, 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 income. As of December 31, 2025 and 2024, other than goodwill, we do not have any indefinite life intangible assets. See Note 12: *Intangible Assets* for additional information.

Deferred Financing Costs

Deferred financing costs, including legal fees and upfront lender 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 income. See Note 15: *Debt & Non-recourse debt* for additional information.

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. See Note 15: *Debt and non-recourse debt* and Note 16: *Fair Value Measurements* for 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 loss* 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), net* in our consolidated statements of income.

Share-Based Compensation

Certain of our employees participated in our 2023 Omnibus Incentive Plan which compensates eligible employees and directors. 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 based on the share-based awards granted to our employees and 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. See Note 19: *Share-based Compensation* for additional information.

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 and to recognize the deferred tax assets and liabilities that relate to tax consequences in future years. Deferred tax assets and liabilities 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 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 income. Accrued interest and penalties are included on the related tax liability line in the consolidated balance sheet.

We made an accounting policy election related to accounting for the tax effects of Net Controlled Foreign Corporation Tested Income ("NCTI", formerly known as Global Intangible Low Taxed Income or "GILTI") that was implemented as part of the Tax Cuts and Jobs Act of 2017 (the "Tax Act"). With regard to NCTI, we have elected to recognize any current tax as an expense in the period it is incurred. See Note 18: *Income Taxes* for additional information.

Earnings Per Share

Basic earnings per share ("EPS") is calculated by dividing the earnings attributable to stockholders by the weighted average number of common shares outstanding for the period. Diluted EPS is calculated to give effect to all potentially dilutive common shares that were outstanding during the reporting period. When there is a 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. See Note 20: *Earnings Per Share* for additional information.

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 $37 million, $34 million and $23 million for the years ended December 31, 2025, 2024 and 2023.

Noncontrolling Interest

Noncontrolling interest reflects a third party's ownership interest in Big Cedar that is consolidated in our consolidated financial statements but is less than 100% owned by HGV. The noncontrolling interest is recognized as equity in our consolidated balance sheet and presented separately from the equity attributable to stockholders.

The amounts of consolidated net income and comprehensive income attributable to stockholders and noncontrolling interest are separately presented in the consolidated statements of income and comprehensive income.

Recently Issued Accounting Pronouncements

Adopted Accounting Standards

For the year ended December 31, 2025, we adopted the Financial Accounting Standards Board ("FASB") 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 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 to be applied prospectively. The impact of adoption of ASU 2023-09 was in disclosure only and did not have an impact on our consolidated balance sheets and statements of income. See Note 18: *Income Taxes* for additional information.

Accounting Standards Not Yet Adopted

In November 2024, the FASB issued Accounting Standards Update 2024-03 ("ASU 2024-03"), Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): *Disaggregation of Income Statement Expenses*. ASU 2024-03 provides amendments to improve disclosure requirements of specified information about certain costs and expenses, both on an interim and annual basis. The guidance is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027. The guidance should be applied either (1) prospectively or (2) retrospectively to any or all prior periods presented. The impact of adoption of ASU 2024-03 is expected to impact disclosures only and not have a material impact on our consolidated balance sheet and statement of income.

In July 2025, the FASB issued Accounting Standards Update 2025-05 ("ASU 2025-05"), Financial Instruments—Credit Losses (Topic 326): *Measurement of Credit Losses for Accounts Receivable and Contract Assets*. ASU 2025-05 provides a practical expedient that allows entities to estimate expected credit losses for current accounts receivable and contract assets without needing to predict future economic conditions. The guidance is to be applied prospectively and is effective for fiscal years beginning after December 15, 2025, and interim periods within those fiscal years. We are currently evaluating the effects of this ASU but do not expect a material impact on our financial statements or disclosures.

In September 2025, the FASB issued Accounting Standards Update 2025-06 ("ASU 2025-06"), Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): *Targeted Improvements to the Accounting for Internal-Use Software.* ASU 2025-06 provides amendments to modernize the accounting for software costs. The guidance may be applied either (1) prospectively, (2) retrospectively, or (3) using a modified transition approach with early adoption permitted. ASU 2025-06 is effective for fiscal years beginning after December 15, 2027, and interim periods within those fiscal years. We are currently evaluating the effects of this ASU but do not expect a material impact on our financial statements or disclosures.

In November 2025, the FASB issued Accounting Standards Update 2025-08 ("ASU 2025-08"), Financial Instruments—Credit Losses (Topic 326): *Purchased Loans*. ASU 2025-08 provides amendments that require purchased seasoned loans be accounted for using the gross-up approach at acquisition. The guidance is to be applied prospectively and is effective for fiscal years beginning after December 15, 2026 and interim periods within those fiscal years. We are currently evaluating the effects of this ASU but do not expect a material impact on our financial statements or disclosures.

In December 2025, the FASB issued Accounting Standards Update 2025-11 ("ASU 2025-11") Interim Reporting (Topic 270): *Narrow-Scope Improvements*. ASU 2025-11 provides amendments to improve the navigability of the required interim disclosures and clarify when that guidance is applicable. ASU 2025-11 is effective for interim periods within annual reporting periods beginning after December 15, 2027. The guidance may be applied either (1) prospectively or (2) retrospectively to any or all prior periods presented. We are currently evaluating the effects of this ASU but do not expect a material impact on our financial statements or disclosures.

NOTE 3: BLUEGREEN ACQUISITION

On January 17, 2024, we completed the Bluegreen Acquisition in an all-cash transaction, with total consideration of $1.6 billion. We accounted for the Bluegreen Acquisition as a business combination and finalized our purchase price accounting as of December 31, 2024. Please refer to our annual report on Form 10-K filed with the SEC on March 3, 2025 for additional information related to the Bluegreen Acquisition.

The following unaudited pro forma information presents the combined results of operations of HGV and Bluegreen as if we had completed the Bluegreen Acquisition on January 1, 2023, the first day of our 2023 fiscal year, but using the fair values of assets and liabilities as of the Bluegreen 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 Bluegreen 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, 2024	Year Ended December 31, 2023
Revenue	$ 5,028	$ 5,013
Net income	66	224

NOTE 4: 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 reportable segments: (i) *Real estate sales and financing* and (ii) *Resort operations and club management*. See Note 22: *Business Segments* for more information related to our segments.

($ in millions) **Real Estate Sales and Financing Segment**	Year Ended December 31, 2025	Year Ended December 31, 2024	Year Ended December 31, 2023
Sales of VOIs, net	$ 1,812	$ 1,909	$ 1,416
Fee-for-service commissions, package sales and other fees	664	637	634
Interest income	473	425	273
Other financing revenue	40	39	34
Real estate sales and financing segment revenues	$ 2,989	$ 3,010	$ 2,357

($ in millions) **Resort Operations and Club Management Segment**	Year Ended December 31, 2025	Year Ended December 31, 2024	Year Ended December 31, 2023
Club management	$ 321	$ 303	$ 240
Resort management	457	419	329
Rental[1]	692	682	623
Ancillary services	54	51	43
Resort operations and club management segment revenues	$ 1,524	$ 1,455	$ 1,235

[1] Excludes intersegment eliminations. See Note 22: *Business Segments* for additional information.

Receivables from Contracts with Customers and Contract Liabilities

Our accounts receivable that relates to our contracts with customers includes amounts associated with our contractual right to consideration for completed performance obligations 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* on our consolidated balance sheets:

($ in millions) **Receivables from contracts with customers:**	December 31, 2025	December 31, 2024
Accounts receivable, net	$ 200	$ 219
Timeshare financing receivables, net[1]	3,115	3,006
Total	$ 3,315	$ 3,225

[1] Includes $528 million and $878 million of acquired timeshare financing receivables, net, as of December 31, 2025 and 2024.

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 and other deferred revenue.

The following table presents the composition of our contract liabilities:

($ in millions)	December 31,	
Contract liabilities:	2025	2024
Advanced deposits	$ 228	$ 226
Deferred sales of VOIs of projects under construction	460	92
Club activation fees and annual dues	74	70
Bonus Point incentive liability[1]	113	104
Other	42	38

[1] This balance includes $52 million of bonus point incentive liabilities included in *Accounts payable, accrued expenses and other* on our consolidated balance sheets as of both December 31, 2025 and 2024. 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, 2025, that was included in the contract liabilities balance at December 31, 2024 was $242 million. Revenue earned for the year ended December 31, 2024, that was included in the contract liabilities balance at December 31, 2023 was $194 million.

Transaction Price Allocated to Remaining Performance Obligations

Transaction price allocated to remaining performance obligations represents contract revenue that has not yet been recognized.

Deferred VOI sales primarily include the deferred revenues of sales associated with projects under construction. 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:

	December 31,	
($ in millions)	2025	2024
Sales of VOIs, net	$ 460	$ 92
Cost of VOI sales	133	28
Sales and marketing expense	74	13

During the year ended December 31, 2025, we deferred $368 million of Sales of VOI, net related to projects under construction. We expect to recognize the revenue, costs of VOI sales and direct selling costs related to the projects under construction as of December 31, 2025, upon their completion in 2026.

The following table includes the remaining transaction price related to our contract liabilities as of December 31, 2025:

($ in millions)	Remaining Transaction Price	Recognition Period	Recognition Method
Advanced deposits	$ 228	18 months	Upon customer stays
Club activation fees	73	7 years	Straight-line basis over average inventory holding period
Bonus Points incentive liability	113	18 - 30 months	Upon redemption
Annual club dues	1	1 year	Straight-line basis
Other	42	1 year	Straight-line basis

Revenue allocated to remaining performance obligations for HOA management fees, which includes unearned revenue and amounts expected to be invoiced and recognized as revenue over the next 12 months, was $306 million as of December 31, 2025.

NOTE 5: RESTRICTED CASH

Restricted cash was as follows:

($ in millions)	December 31, 2025	December 31, 2024
Escrow deposits on VOI sales	$ 160	$ 204
Reserves related to non-recourse debt[1]	142	193
Other[2]	30	41
Total	$ 332	$ 438

[1] See Note 15: *Debt and Non-recourse Debt* for 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 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, 2025	December 31, 2024
Fee-for-service commissions	$ 18	$ 48
Real estate and financing	40	34
Resort and club operations	142	137
Tax receivables	66	89
Other receivables	4	7
Total	$ 270	$ 315

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.

The changes in our allowance during the year ended December 31, 2025 were as follows:

($ in millions)	Fee-for-service commissions	Real estate and financing	Resort and club operations	Total
Balance as of December 31, 2024	$ 24	$ 49	$ 1	$ 74
Current period provision for expected credit losses	11	41	14	66
Write-offs charged against the allowance	(5)	(28)	(14)	(47)
Balance at December 31, 2025	$ 30	$ 62	$ 1	$ 93

NOTE 7: TIMESHARE FINANCING RECEIVABLES

We define our timeshare financing receivables portfolios as (i) originated and (ii) acquired. The following table presents the components of each portfolio by class of timeshare financing receivables:

	Originated		Acquired	
($ in millions)	December 31, 2025	December 31, 2024	December 31, 2025	December 31, 2024
Securitized	$ 1,734	$ 1,168	$ 373	$ 641
Unsecuritized[1]	1,931	1,764	276	443
Timeshare financing receivables, gross	$ 3,665	$ 2,932	$ 649	$ 1,084
Unamortized non-credit acquisition premium	—	—	34	62
Less: allowance for financing receivables losses	(1,078)	(804)	(155)	(268)
Timeshare financing receivables, net	$ 2,587	$ 2,128	$ 528	$ 878

(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.

In June 2025, we completed a securitization of $300 million of gross timeshare financing receivables and issued $166 million of 4.88% notes, $87 million of 5.18% notes, and $47 million of 5.52% notes due May 2042. The securitization transaction did not qualify 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.

In July 2025, we completed a securitization of ¥9.5 billion, or $65 million, of gross timeshare financing receivables with a coupon rate of 1.41% due January 2039. The collateralized timeshare notes are domiciled in Japan. The securitization transaction did not qualify 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 for general corporate purposes.

In August 2025, we completed a securitization of $400 million of gross timeshare financing receivables and issued $210 million of 4.54% notes, $125 million of 4.73% notes and $65 million of 5.12% notes due May 2044. The securitization transaction did not qualify 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.

In December 2025, we completed a securitization of $400 million of gross timeshare financing receivables and issued $141 million of 4.56% notes, $147 million of 4.90% notes, $81 million of 5.39% notes, and $31 million of 7.38% notes due October 2044. The securitization transaction did not qualify 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 debt and for other general corporate purposes.

See Note 10: *Consolidated Variable Interest Entities* and Note 15: *Debt and Non-recourse Debt* for additional information on our securitizations.

As of December 31, 2025 and 2024, we had timeshare financing receivables of $710 million and $455 million securing the Timeshare Facility.

We recognize interest income on our timeshare financing receivables as earned. As of December 31, 2025 and 2024, we had interest receivable outstanding of $26 million and $22 million on our originated timeshare financing receivables. As of both December 31, 2025 and 2024, we had interest receivable outstanding of $4 million and $7 million 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, 2025, our originated timeshare financing receivables had interest rates ranging from 1.5% to 25.8%, a weighted-average interest rate of 14.6%, a weighted-average remaining term of 8.9 years and maturities through 2041. Our acquired timeshare financing receivables had interest rates ranging from 2.0% to 25.0%, a weighted-average interest rate of 15.0%, a weighted-average remaining term of 6.1 years and maturities through 2036.

Allowance for Financing Receivables Losses

The changes in our allowance for financing receivables losses were as follows:

($ in millions)	Originated	Acquired
Balance as of December 31, 2022	$ 404	$ 338
Provision for financing receivables losses[1]	171	(1)
Initial allowance for purchased credit deteriorated financing receivables acquired during the period[2]	—	30
Write-offs	(73)	(116)
Inventory recoveries	—	26
Upgrades[3]	(2)	2
Balance as of December 31, 2023	$ 500	$ 279
Provision for financing receivables losses[1]	363	14
Initial allowance for purchased credit deteriorated financing receivables acquired during the period[2]	—	157
Write-offs	(106)	(258)
Inventory recoveries	—	123
Upgrades[3]	47	(47)
Balance as of December 31, 2024	$ 804	$ 268
Provision for financing receivables losses[1]	430	20
Write-offs	(187)	(186)
Inventory recoveries	—	84
Upgrades[3]	31	(31)
Balance as of December 31, 2025	$ 1,078	$ 155

[1] For the Originated portfolio, this amount includes incremental provision for financing receivables losses, net of activity related to the repurchase of defaulted and upgraded timeshare financing receivables. For the Acquired portfolio, this amount includes incremental provision for credit loss expense from Acquired loans.

[2] The initial gross allowance determined for receivables with credit deterioration was $163 million as of the Bluegreen Acquisition Date and $30 million as of the Grand Islander Acquisition Date. We also reduced the initial allowance determined for receivables with credit deterioration for Legacy-Grand Islander by $6 million during the first quarter of 2024.

[3] 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.

Originated Timeshare Financing Receivables

Our originated timeshare financing receivables as of December 31, 2025, mature as follows:

	Originated Timeshare Financing Receivables		
($ in millions)	Securitized	Unsecuritized	Total
Year			
2026	$ 147	$ 125	$ 272
2027	159	130	289
2028	169	144	313
2029	178	163	341
2030	190	182	372
Thereafter	891	1,187	2,078
Total	$ 1,734	$ 1,931	$ 3,665

Acquired Timeshare Financing Receivables with Credit Deterioration

Our acquired timeshare financing receivables were deemed to be 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 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, 2025, mature as follows:

	Acquired Timeshare Financing Receivables		
($ in millions)	Securitized	Unsecuritized	Total
Year			
2026	$ 61	$ 37	$ 98
2027	62	38	100
2028	58	39	97
2029	52	39	91
2030	47	36	83
Thereafter	93	87	180
Total	$ 373	$ 276	$ 649

Credit Quality of Timeshare Financing Receivables

Originated Timeshare Financing Receivables

Our originated gross balances by average FICO score of our originated timeshare financing receivables were as follows:

	Originated				
	December 31, 2025				
($ in millions)	HGV	Diamond	Grand Islander	Bluegreen	Total
FICO score					
700+	$ 1,068	$ 603	$ 43	$ 592	$ 2,306
600-699	373	340	11	176	900
<600	50	53	1	12	116
No score[1]	279	22	37	5	343
Total	$ 1,770	$ 1,018	$ 92	$ 785	$ 3,665

[1] Timeshare financing receivables without a FICO score are primarily related to foreign borrowers.

	Originated				
	December 31, 2024				
($ in millions)	HGV	Diamond	Grand Islander	Bluegreen	Total
FICO score					
700+	$ 956	$ 505	$ 23	$ 356	$ 1,840
600-699	336	287	5	95	723
<600	41	42	—	2	85
No score[1]	249	11	21	3	284
Total	$ 1,582	$ 845	$ 49	$ 456	$ 2,932

[1] Timeshare financing receivables without a FICO score are primarily related to foreign borrowers.

The following table details our gross originated timeshare financing receivables by the origination year and average FICO score as of December 31, 2025:

	Originated Timeshare Financing Receivables						
($ in millions)	2025	2024	2023	2022	2021	Prior	Total
FICO score							
700+	$ 1,186	$ 567	$ 239	$ 169	$ 68	$ 77	$ 2,306
600-699	410	231	115	82	30	32	900
<600	57	24	15	11	4	5	116
No score[1]	148	101	39	20	10	25	343
Total	$ 1,801	$ 923	$ 408	$ 282	$ 112	$ 139	$ 3,665
Current period gross write-offs	$ 2	$ 46	$ 44	$ 61	$ 24	$ 10	$ 187

[1] Timeshare financing receivables without a FICO score are primarily related to foreign borrowers.

As of December 31, 2025 and 2024, we had ceased accruing interest on originated timeshare financing receivables with an aggregate principal balance of $430 million and $323 million. The following tables detail an aged analysis of our gross timeshare financing receivables balance:

	Originated - Securitized				
	December 31, 2025				
($ in millions)	HGV	Diamond	Grand Islander	Bluegreen	Total
Current	$ 860	$ 478	$ 16	$ 313	$ 1,667
31 - 90 days past due	18	15	1	11	45
91 - 120 days past due	7	5	—	4	16
121 days and greater past due	5	1	—	—	6
Total	$ 890	$ 499	$ 17	$ 328	$ 1,734

	Originated - Unsecuritized				
	December 31, 2025				
($ in millions)	HGV	Diamond	Grand Islander	Bluegreen	Total
Current	$ 655	$ 357	$ 68	$ 402	$ 1,482
31 - 90 days past due	14	14	2	11	41
91 - 120 days past due	5	6	—	5	16
121 days and greater past due	206	142	5	39	392
Total	$ 880	$ 519	$ 75	$ 457	$ 1,931

	Originated - Securitized				
	December 31, 2024				
($ in millions)	HGV	Diamond	Grand Islander	Bluegreen	Total
Current	$ 714	$ 279	$ 2	$ 135	$ 1,130
31 - 90 days past due	12	8	—	4	24
91 - 120 days past due	4	3	—	1	8
121 days and greater past due	4	2	—	—	6
Total	$ 734	$ 292	$ 2	$ 140	$ 1,168

($ in millions)	Originated - Unsecuritized December 31, 2024				
	HGV	Diamond	Grand Islander	Bluegreen	Total
Current	$ 683	$ 389	$ 44	$ 301	$ 1,417
31 - 90 days past due	15	15	1	7	38
91 - 120 days past due	6	6	1	3	16
121 days and greater past due	144	143	1	5	293
Total	$ 848	$ 553	$ 47	$ 316	$ 1,764

Acquired Timeshare Financing Receivables

Our gross balances by average FICO score of our acquired timeshare financing receivables were as follows:

($ in millions)	Acquired December 31, 2025			
	Legacy-Diamond	Legacy-Grand Islander	Legacy-Bluegreen	Total
FICO score				
700+	$ 85	$ 30	$ 235	$ 350
600-699	61	9	128	198
<600	12	—	5	17
No score[1]	1	81	2	84
Total	$ 159	$ 120	$ 370	$ 649

[1] Timeshare financing receivables without a FICO score are primarily related to foreign borrowers.

($ in millions)	Acquired December 31, 2024			
	Legacy-Diamond	Legacy-Grand Islander	Legacy-Bluegreen	Total
FICO score				
700+	$ 159	$ 44	$ 385	$ 588
600-699	114	13	203	330
<600	25	—	8	33
No score[1]	9	120	4	133
Total	$ 307	$ 177	$ 600	$ 1,084

[1] Timeshare financing receivables without a FICO score are primarily related to foreign borrowers.

The following tables details our gross acquired timeshare financing receivables by the origination year and average FICO score as of December 31, 2025:

($ in millions)	Acquired Timeshare Financing Receivables						
	2025	2024	2023	2022	2021	Prior	Total
FICO score							
700+	$ —	$ 8	$ 125	$ 60	$ 48	$ 109	$ 350
600-699	—	4	52	34	33	75	198
<600	—	—	1	1	3	12	17
No score[1]	—	—	19	14	9	42	84
Total	$ —	$ 12	$ 197	$ 109	$ 93	$ 238	$ 649
Current period gross write-offs	$ —	$ —	$ 41	$ 19	$ 23	$ 103	$ 186

[1] Timeshare financing receivables without a FICO score are primarily related to foreign borrowers.

As of December 31, 2025 and 2024, we had ceased accruing interest on acquired timeshare financing receivables with an aggregate principal balance of $152 million and $231 million. The following tables detail an aged analysis of our gross timeshare receivables balance:

	Acquired - Securitized			
	December 31, 2025			
($ in millions)	Legacy-Diamond	Legacy-Grand Islander	Legacy-Bluegreen	Total
Current	$ 49	$ 66	$ 242	$ 357
31 - 90 days past due	1	—	8	9
91 - 120 days past due	—	—	6	6
121 days and greater past due	1	—	—	1
Total	$ 51	$ 66	$ 256	$ 373

	Acquired - Unsecuritized			
	December 31, 2025			
($ in millions)	Legacy-Diamond	Legacy-Grand Islander	Legacy-Bluegreen	Total
Current	$ 36	$ 31	$ 58	$ 125
31 - 90 days past due	2	1	3	6
91 - 120 days past due	1	—	1	2
121 days and greater past due	69	22	52	143
Total	$ 108	$ 54	$ 114	$ 276

	Acquired - Securitized			
	December 31, 2024			
($ in millions)	Legacy-Diamond	Legacy-Grand Islander	Legacy-Bluegreen	Total
Current	$ 104	$ 84	$ 418	$ 606
31 - 90 days past due	4	1	17	22
91 - 120 days past due	1	—	8	9
121 days and greater past due	2	1	1	4
Total	$ 111	$ 86	$ 444	$ 641

	Acquired - Unsecuritized			
	December 31, 2024			
($ in millions)	Legacy-Diamond	Legacy-Grand Islander	Legacy-Bluegreen	Total
Current	$ 36	$ 68	$ 112	$ 216
31 - 90 days past due	2	2	5	9
91 - 120 days past due	1	1	2	4
121 days and greater past due	157	20	37	214
Total	$ 196	$ 91	$ 156	$ 443

NOTE 8: INVENTORY

Inventory was comprised of the following:

($ in millions)	December 31, 2025	December 31, 2024
Completed unsold VOIs	$ 2,026	$ 1,898
Construction in process	495	345
Land, infrastructure and other	1	1
Total	$ 2,522	$ 2,244

The table below presents cost of sales true-ups relating to VOI products and the related impacts to the carrying value of inventory and cost of VOI sales:

($ in millions)	Year Ended December 31, 2025	Year Ended December 31, 2024	Year Ended December 31, 2023
Cost of sales true-up[1]	$ 40	$ 23	$ 61

[1] Costs of sales true-up decreased cost of VOI sales and increased inventory in all periods presented.

NOTE 9: PROPERTY AND EQUIPMENT

Property and equipment were comprised of the following:

($ in millions)	December 31, 2025	December 31, 2024
Land	$ 296	$ 283
Building and leasehold improvements	569	491
Furniture and equipment	191	134
Construction in progress	116	147
	1,172	1,055
Accumulated depreciation	(313)	(263)
Total	$ 859	$ 792

Depreciation expense on property and equipment was $57 million, $52 million, and $51 million for the years ended December 31, 2025, 2024 and 2023.

NOTE 10: CONSOLIDATED VARIABLE INTEREST ENTITIES

The activities of our consolidated VIEs 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 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.

See Note 15: *Debt and Non-recourse Debt* for additional information regarding acquired VIEs.

Our consolidated balance sheets included the assets and liabilities of these entities, which primarily consisted of the following:

($ in millions)	December 31, 2025	December 31, 2024
Restricted cash	$ 142	$ 193
Timeshare financing receivables, net	2,435	1,975
Non-recourse debt, net	2,690	2,285

The following table shows the interest income and expense recognized as a result of our involvement with these VIEs during 2025. These amounts are included within *Financing* revenue and *Financing* expense in the consolidated statement of income.

($ in millions)	
Interest income	$ 355
Interest expense	100
Debt issuance cost amortization	15
Administrative expenses	8

Cash paid for interest associated with our non-recourse debt was $104 million, $90 million and $44 million for the years ended December 31, 2025, 2024 and 2023. See our consolidated statements of cash flows for additional information related to borrowings and payments on our Non-recourse debt.

NOTE 11: INVESTMENTS IN UNCONSOLIDATED AFFILIATES

As of December 31, 2025 and 2024, we had ownership interests in BRE Ace LLC and 1776 Holding LLC, which are VIEs. We do not consolidate BRE Ace LLC and 1776 Holding LLC because we are not the primary beneficiary. These two unconsolidated affiliates have aggregated debt balances of $400 million and $384 million as of December 31, 2025 and 2024. 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 these unconsolidated affiliates is primarily limited to (i) the carrying amount of the investments which totaled $63 million and $73 million as of December 31, 2025 and 2024 and (ii) receivables for commission and other fees earned under fee-for-service arrangements. See Note 21: *Related Party Transactions* for additional information.

During the year ended December 31, 2025, we received cash distributions of $25 million and $3 million from our investments in BRE Ace LLC and 1776 Holding LLC. During each of the years ended December 31, 2024 and 2023, we received cash distributions of $16 million from our investment in BRE Ace LLC.

For these 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 income as *Equity in earnings from unconsolidated affiliates*.

NOTE 12: INTANGIBLE ASSETS

Intangible assets and related amortization expense were as follows:

	December 31, 2025		
($ in millions)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Trade name	$ 48	$ (27)	$ 21
Management contracts	1,869	(605)	1,264
Club member relationships	174	(93)	81
Capitalized software	349	(217)	132
Marketing agreements	154	(22)	132
Other contract-related intangible assets	50	(10)	40
Total	$ 2,644	$ (974)	$ 1,670

	December 31, 2024		
($ in millions)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Trade name	$ 48	$ (22)	$ 26
Management contracts	1,819	(479)	1,340
Club member relationships	174	(76)	98
Capitalized software	302	(167)	135
Marketing agreements	154	(11)	143
Other contract-related intangible assets	50	(5)	45
Total	$ 2,547	$ (760)	$ 1,787

Amortization expense on intangible assets was $216 million, $216 million, and $163 million for the years ended December 31, 2025, 2024 and 2023. As of December 31, 2025, the weighted average life of trade name was 4.6 years, management contracts was 29.9 years, club member relationships was 13.7 years, capitalized software was 3.0 years, marketing agreements was 16.1 years, and other contract-related intangible was 10.0 years.

As of December 31, 2025, our future amortization expense for our amortizing intangible assets is estimated to be as follows:

($ in millions)	Future Amortization Expense
2026	$ 215
2027	186
2028	154
2029	122
2030	111
Thereafter	882
Total	$ 1,670

NOTE 13: OTHER ASSETS

Other assets were as follows:

	December 31,	
($ in millions)	2025	2024
Deferred selling, marketing, general and administrative expenses	86	25
Prepaid expenses	71	96
Cloud computing arrangements	27	17
Interest receivable	30	29
Deferred income tax assets	13	12
Interest rate swaps	18	37
Other	165	174
Total	$ 410	$ 390

NOTE 14: ACCOUNTS PAYABLE, ACCRUED EXPENSES AND OTHER

Accounts payable, accrued expenses and other were as follows:

	December 31,	
($ in millions)	2025	2024
Accrued employee compensation and benefits	$ 179	$ 160
Accounts payable	58	180
Bonus point incentive liability	52	52
Due to Hilton	73	53
Income taxes payable	20	83
Sales and other taxes payable	143	158
Interest payable	51	48
Accrued legal settlements	8	7
Other accrued expenses[1]	434	384
Total	$ 1,018	$ 1,125

[1] Other accrued expenses includes amounts due to HOAs and various accrued liabilities.

NOTE 15: DEBT AND NON-RECOURSE DEBT

Debt

The following table details our outstanding debt balance and its associated interest rates:

($ in millions)	Interest Rate	December 31, 2025	December 31, 2024
Debt[1]			
Senior secured credit facility			
Term loan A due 2028	5.366 %	$ 400	$ 400
Term loan B due 2028	5.716 %	851	858
Term loan B due 2031	5.716 %	887	893
Revolver due 2030[2]	5.493 %	130	233
Senior notes due 2029	5.000 %	850	850
Senior notes due 2031	4.875 %	500	500
Senior notes due 2032	6.625 %	900	900
Other debt		85	38
Total debt, gross		4,603	4,672
Less: unamortized deferred financing costs and discounts[3]		(58)	(71)
Total debt, net		$ 4,545	$ 4,601

(1) As of December 31, 2025 and 2024, weighted-average interest rates on Total debt, gross were 5.691% and 6.140%.

(2) Unamortized deferred financing costs of $3 million as of both December 31, 2025 and 2024 related to our revolving facility are included in *Other assets* in our consolidated balance sheets.

(3) Amount includes unamortized deferred financing costs of $53 million and $64 million as of December 31, 2025 and 2024. This amount also includes unamortized original issuance discounts of $5 million and $7 million as of December 31, 2025 and 2024.

Senior Secured Credit Facilities

On January 31, 2025, we amended our Revolver Credit Facility ("Revolver") and both our Term Loan B due 2028 and Term Loan B due 2031. The terms of the Revolver were amended to reduce pricing spreads, expand covenants, reset certain incurrence baskets and extend maturity to January 2030. The Term Loan B due 2028 was repriced to SOFR plus 2.00%, down from SOFR plus 2.50%. The Term Loan B due 2031 was repriced to SOFR plus 2.00%, down from SOFR plus 2.25%. Additionally, the Term Loan A due January 2028, was repriced to SOFR plus 1.65%, down from SOFR plus 1.75%.

As of December 31, 2025, we had $61 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, 2025. As of December 31, 2025, we have $809 million remaining borrowing capacity under the revolver facility.

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 SOFR-based senior secured credit facility. As of December 31, 2025, these interest rate swaps convert the SOFR-based variable rate on our Term Loan B due 2028 to average fixed rates of 1.55% per annum with maturities between 2026 and 2028, for the balance on this borrowing up to the notional values of our interest rate swaps. As of December 31, 2025, the aggregate notional values of the interest rate swaps under our Term Loan B due 2028 was $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, 2025 and 2024, the estimated fair value of our cash flow hedges was $18 million and $37 million. We characterize payments we make in connection with these derivative instruments as interest expense and a reclassification of *Accumulated other comprehensive loss* 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 loss* related to our derivative instruments during the year ended December 31, 2025:

	Net unrealized gain on derivative instruments
Balance as of December 31, 2024	$ 28
Other comprehensive loss before reclassifications, net	(3)
Reclassifications to net income	(11)
Balance as of December 31, 2025	$ 14

Senior Notes due 2032

The Senior Notes due 2032 are guaranteed on a senior secured basis by certain of our subsidiaries. We were in compliance with all applicable financial covenants as of December 31, 2025.

Senior Notes due 2029 and 2031

The Senior Unsecured Notes are guaranteed on a senior unsecured basis by certain of our subsidiaries. We were in compliance with all applicable financial covenants as of December 31, 2025.

Non-recourse Debt

The following table details our outstanding non-recourse debt balance and associated interest rates:

($ in millions)	Weighted Average Interest Rate	December 31, 2025	December 31, 2024
Non-recourse debt[1]			
Timeshare Facility due 2027[2]	5.125 %	$ 615	$ 428
Securitized Debt due 2033 - 2044[3]	4.982 %	2,106	1,883
Quorum Purchase Facility due 2034	5.026 %	4	6
NBA Receivables Facility due 2031	5.466 %	26	33
Total non-recourse debt, gross		2,751	2,350
Less: unamortized deferred financing costs and discounts[4]		(35)	(32)
Total non-recourse debt, net		$ 2,716	$ 2,318

(1) As of December 31, 2025, and 2024, weighted-average interest rates were 5.019% and 5.235%.
(2) Unamortized deferred financing costs of $2 million as of December 31, 2024 relating to the Timeshare Facility included in *Other Assets* in our consolidated balance sheet.
(3) Interest rates as of December 31, 2025 range from 1.410% to 6.419%.
(4) Amount includes unamortized deferred financing costs of $30 million and $21 million as of December 31, 2025, and 2024 and unamortized discounts of $5 million and $11 million as of December 31, 2025, and 2024.

Timeshare Facility

The revolving commitment period of the Timeshare Facility terminates in November 2026; however the repayment maturity date extends 12 months beyond the commitment termination date to November 2027. The Timeshare Facility is a non-recourse obligation payable solely from the pool of timeshare financing receivables pledged as collateral and related assets. As of December 31, 2025, our Timeshare Facility has a remaining borrowing capacity of $235 million. During the year ended December 31, 2025, we repaid $2.4 billion on the Timeshare Facility.

Securitized Debt

In June 2025, we completed a securitization of $300 million of gross timeshare financing receivables and issued $166 million of 4.88% notes, $87 million of 5.18% notes, and $47 million of 5.52% notes due May 2042. The issued notes are backed by pledged assets, consisting of a pool of HGV, Diamond Resorts, and Bluegreen Vacations collateral combined, secured by first mortgages, first deeds of trust, membership interests or timeshare interests (other than a fee simple interest in real estate) and a letter of credit. The notes are a non-recourse obligation and are payable solely from the timeshare financing receivables pledged as collateral for the notes. The proceeds of the notes were used to pay down in part some of our existing debt and for other general corporate purposes. Additionally, in connection with the securitization, we incurred $6 million in debt issuance costs.

In July 2025, we completed a securitization of ¥9.5 billion, or $65 million, of gross timeshare financing receivables and issued notes with an average coupon rate of 1.41% due January 2039. The issued notes are backed by pledged assets, consisting of a pool of HGV loans domiciled in Japan, secured by first mortgages. The notes are a non-recourse obligation and are payable solely from the timeshare financing receivables pledged as collateral for the note. The proceeds of the notes were used for general corporate purposes. Additionally, in connection with the securitization, we incurred $3 million in debt issuance costs.

In August 2025, we completed a securitization of $400 million of gross timeshare financing receivables and issued $210 million of 4.54% notes, $125 million of 4.73% notes, and $65 million of 5.12% notes due May 2044. The issued notes are backed by pledged assets, consisting of a pool of HGV, Diamond Resorts, and Bluegreen Vacations collateral combined, secured by first mortgages, first deeds of trust, membership interests or timeshare interests (other than a fee simple interest in real estate) and a letter of credit. The notes are a non-recourse obligation and are payable solely from the timeshare financing receivables pledged as collateral for the notes. The proceeds of the notes were used to pay down in part some of our existing debt and for other general corporate purposes. Additionally, in connection with the securitization, we incurred $6 million in debt issuance costs.

In December 2025, we completed a securitization of $400 million of gross timeshare financing receivables and issued $141 million of 4.56% notes, $147 million of 4.90% notes, $81 million of 5.39% notes, and $31 million of 7.38% notes due October 2044. The issued notes are backed by pledged assets, consisting of a pool of HGV, Diamond Resorts, and Bluegreen Vacations collateral combined, secured by first mortgages, first deeds of trust, membership interests or timeshare interests (other than a fee simple interest in real estate) and a letter of credit. The notes are a non-recourse obligation and are payable solely from the timeshare financing receivables pledged as collateral for the notes. The proceeds of the notes were used to pay down debt and for other general corporate purposes. Additionally, in connection with the securitization, we incurred $6 million in debt issuance costs.

During the year ended December 31, 2025, we repaid $945 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 $142 million and $193 million as of December 31, 2025 and 2024 and were included in *Restricted Cash* in our consolidated balance sheets.

NBA Receivables Facility

Recourse on the NBA Receivables Facility is generally limited to the greater of 15% of the outstanding borrowings and $5 million, subject to certain exceptions.

Debt Maturities

The contractual maturities of our debt and non-recourse debt as of December 31, 2025, were as follows:

($ in millions)	Debt	Non-recourse Debt	Total
Year			
2026	$ 25	$ 536	$ 561
2027	23	1,041	1,064
2028	1,257	328	1,585
2029	871	254	1,125
2030	148	204	352
Thereafter	2,279	388	2,667
Total	$ 4,603	$ 2,751	$ 7,354

NOTE 16: 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, 2025		
		Fair Value	
($ in millions)	Carrying Amount	Level 1	Level 3
Assets:			
Timeshare financing receivables, net	$ 3,115	$ —	$ 3,419
Liabilities:			
Debt, net	4,545	4,352	233
Non-recourse debt, net	2,716	2,128	640

	December 31, 2024		
		Fair Value	
($ in millions)	Carrying Amount	Level 1	Level 3
Assets:			
Timeshare financing receivables, net	$ 3,006	$ —	$ 3,203
Liabilities:			
Debt, net	4,601	4,309	283
Non-recourse debt, net	2,318	1,873	446

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 interest rate swaps discussed below and cash and cash equivalents, restricted cash, accounts receivable, accounts payable, accrued expenses and other and advance deposits, 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 Level 3 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 values of our Level 2 derivative financial instruments were 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. See 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.

NOTE 17: LEASES

We lease sales centers, office space and equipment under operating leases. Our leases expire at various dates from 2026 through 2056, 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.

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 was as follows:

	Year Ended December 31,		
($ in millions)	2025	2024	2023
Minimum rentals	$ 35	$ 30	$ 28
Contingent rentals	12	20	11
Total	$ 47	$ 50	$ 39

Supplemental cash flow information related to operating leases was as follows:

	Year Ended December 31,		
($ in millions)	2025	2024	2023
Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash outflows from operating leases	$ 30	$ 30	$ 27
Right-of-use assets obtained in exchange for new lease liabilities:			
Operating leases	24	26	9

Supplemental balance sheet information related to operating leases was as follows:

	December 31,	
	2025	2024
Weighted-average remaining lease term of operating leases (in years)	7	6
Weighted-average discount rate of operating leases	6.13 %	4.90 %

The future minimum rent payments under non-cancelable operating leases as of December 31, 2025, are as follows:

($ in millions)	Operating Leases
Year	
2026	$ 26
2027	18
2028	13
2029	12
2030	9
Thereafter	34
Total future minimum lease payments	112
Less: imputed interest	(23)
Present value of lease liabilities	$ 89

NOTE 18: INCOME TAXES

Our tax provision includes federal, state and foreign income taxes payable. The domestic and foreign components of our income before taxes and noncontrolling interests were as follows:

	Year Ended December 31,		
($ in millions)	2025	2024	2023
U.S. income (loss) before tax	$ 90	$ (61)	$ 335
Foreign income before tax	85	197	114
Total income before taxes	$ 175	$ 136	$ 449

The components of our provision for income taxes were as follows:

	Year Ended December 31,		
($ in millions)	2025	2024	2023
Current:			
Federal	$ 86	$ 23	$ 105
State	18	4	18
Foreign	28	78	36
Total current	132	105	159
Deferred:			
Federal	(56)	(18)	(22)
State	2	(3)	(1)
Foreign	(2)	(8)	—
Total deferred	(56)	(29)	(23)
Total provision for income taxes	$ 76	$ 76	$ 136

Reconciliations of our tax provision at the U.S. statutory rate to the provision for income taxes were as follows:

	Year Ended December 31,	
	2025	
($ in millions)	$	%
Statutory U.S. federal income tax provision	37	21 %
State and local income taxes, net of federal tax effect[1]	20	12 %
Foreign tax effects	(1)	(1)%
Effects of cross-border taxes		
Foreign derived intangible income	(2)	(1)%
Foreign branch taxes, net of related credits	4	2 %
Tax credits		
Research and development tax credit[2]	(8)	(5)%
Foreign tax credits	(8)	(5)%
Change in valuation allowances	4	2 %
Nontaxable or nondeductible items		
Share-based payment awards, net of IRC §162(m) limitation	5	3 %
Non-controlling interest	(4)	(2)%
Other	2	1 %
Changes in unrecognized tax benefits	7	4 %
Other adjustments		
Interest on installment sales, net of federal tax effect	8	5 %
Bluegreen deferred adjustment	5	3 %
Expired domestic loss carryforwards	5	3 %
Other	2	1 %
Provision for income taxes	76	43 %

(1) Florida, Hawaii and New York comprise the majority of state taxes (greater than 50%) of the tax effect in this category.
(2) The research and development tax credit includes revised estimates upon finalization of prior year tax returns.

	Year Ended December 31,	
($ in millions)	2024	2023
Statutory U.S. federal income tax provision	$ 29	$ 94
State and local income taxes, net of U.S. federal tax benefit	1	17
Taxes attributable to noncontrolling interest	(3)	—
Impact of foreign operations	27	10
Interest on installment sales, net of U.S. federal tax benefit	4	3
Uncertain tax positions	1	5
US permanent differences	12	2
Share-based compensation, net of IRC §162(m) limitation	3	2
Other	2	3
Provision for income taxes	$ 76	$ 136

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:

($ in millions)	December 31, 2025	December 31, 2024
Deferred tax assets	$ 13	$ 12
Deferred tax liabilities	(864)	(925)
Net deferred tax liability	$ (851)	$ (913)

The tax effects of the temporary differences and carryforwards that give rise to our net deferred tax liability were as follows:

($ in millions)	December 31, 2025	December 31, 2024
Deferred tax assets:		
Compensation	$ 38	$ 30
Domestic tax loss and credit carryforwards	99	130
Foreign tax loss carryforwards	46	44
Other reserves	375	261
	558	465
Valuation allowance	(150)	(174)
Deferred tax assets	408	291
Deferred tax liabilities:		
Property and equipment	(263)	(144)
Amortizable intangible assets	(380)	(419)
Deferred income	(616)	(641)
Deferred tax liabilities	(1,259)	(1,204)
Net deferred tax liability	$ (851)	$ (913)

As of December 31, 2025, we have $254 million of federal net operating loss carryforwards, $29 million of federal credit carryforwards, $220 million of state tax net operating loss carryforwards, $6 million of state tax credits, and $175 million foreign net operating loss carryforwards. Most of these tax attributes are fully valued. The majority of our federal and state tax attributes will expire through 2034, while most of our foreign tax losses can be carried forward indefinitely.

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 decreased from $174 million as of December 31, 2024, to $150 million as of December 31, 2025, primarily due to the expiration and write-off of domestic tax attributes.

Reconciliations of the amounts of unrecognized tax benefits were as follows:

($ in millions)	December 31, 2025	December 31, 2024	December 31, 2023
Unrecognized tax benefits at beginning of year	$ 24	$ 25	$ 23
Current period tax position increases	—	3	2
Prior period tax position increases	—	—	3
Decreases due to lapse in applicable statute of limitations	—	(4)	(3)
Unrecognized tax benefits at end of year	$ 24	$ 24	$ 25

We recorded $24 million as of both December 31, 2025 and 2024 excluding interest and penalties, which would have favorably impacted the annual effective tax rate if recognized. We record these liabilities in *Accounts payable, accrued expenses and other* in the consolidated balance sheet. The total liability accrued for interest and penalties was $46 million and $36 million as of December 31, 2025, and 2024.

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 2011 through 2025. While there is no assurance as to the results, we believe we are adequately reserved for these audits.

Although the Tax Act 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 we operate.

NOTE 19: SHARE-BASED COMPENSATION

Stock Plan

The 2023 Omnibus Incentive Plan ("2023 Plan") authorizes the issuance of various stock-based awards to our employees, directors and other service providers, including restricted stock units ("Service RSUs" or "RSUs"), nonqualified stock options ("Options"), and time and performance-vesting restricted stock units ("Performance RSUs" or "PSUs"). As of December 31, 2025, there were 2,613,147 shares of common stock available for future issuance under the 2023 plan. We recognized share-based compensation expense of $62 million, $45 million and $39 million during the years ended December 31, 2025, 2024 and 2023. The total tax benefit recognized related to this compensation was $10 million, $8 million and $6 million for the years ended December 31, 2025, 2024 and 2023. In addition, we withheld common stock shares associated with net share settlements to cover tax withholding obligations upon the vesting or exercise of awards under our employee equity incentive program. For the years ended December 31, 2025, 2024 and 2023, we withheld approximately 207,000, 445,000 and 264,000 shares at a total cost of $9 million, $21 million and $14 million through net share settlements. Shares withheld to cover tax withholding obligations are retired.

As of December 31, 2025, unrecognized compensation cost for unvested awards was $46 million, which is expected to be recognized over a weighted average period of 1.8 years.

On June 30, 2025, the second tranche of the performance cash awards approved by our Board of Directors on March 5, 2024, in connection with the Bluegreen Acquisition vested for certain executive officers and employees based on the level of achievement of pre-established performance goals relating to run rate cost savings following an 18-month performance period that commenced on the Bluegreen Acquisition Date and ended on June 30, 2025.

Service RSUs

Service RSUs generally 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,		
	2025	2024	2023
Number of shares granted	999,680	717,858	537,964
Weighted average grant date fair value per share	$ 40.93	$ 44.00	$ 48.60
Fair value of shares vested (in millions)	$ 28	$ 26	$ 23

The following table summarizes the activity of our RSUs during the year ended December 31, 2025:

	Number of Shares	Weighted Average Grant Date Fair Value
Outstanding, beginning of period	1,226,381	45.24
Granted	999,680	40.93
Vested	(629,800)	45.17
Forfeited	(69,002)	43.15
Outstanding, end of period	1,527,259	42.54

Options

Options generally 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. During the year ended December 31, 2025, we did not grant any Options. The following table provides information about our option grants for the last two fiscal years:

	Year Ended December 31,	
	2024	2023
Number of options granted	388,084	301,215
Weighted average exercise price per share	$ 44.45	$ 49.14
Weighted average grant date fair value per share	$ 22.63	$ 24.78

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: expected volatility is calculated using the historical volatility of our share price; risk-free rate is based on the Treasury Constant Maturity Rate closest to the expected life as of the grant date; and expected term is estimated using the vesting period and contractual term of the Options:

	Year Ended December 31,	
	2024	2023
Expected volatility	47.7 %	46.8 %
Dividend yield[1]	— %	— %
Risk-free rate	4.1% - 4.3%	4.2 %
Expected term (in years)	6.0	6.0

[1] At the date of grant we had no plans to pay dividends during the expected term of these options.

The following table summarizes the activity of our options during the year ended December 31, 2025:

	Number of Shares	Weighted Average Exercise Price Per Share
Outstanding, beginning of period	2,576,978	$ 38.24
Granted	—	—
Exercised	(335,444)	33.20
Forfeited, canceled or expired	(42,761)	45.70
Outstanding, end of period	2,198,773	38.87
Exercisable, end of period	1,867,039	37.64

As of December 31, 2025, we had 1,867,039 options outstanding that were exercisable with an aggregate intrinsic value of $14 million and weighted average remaining contractual term of 4.5 years. The intrinsic value of all options exercised during the year was $4.4 million.

Performance RSUs

During the year ended December 31, 2025, we issued 449,308 Performance RSUs with a weighted-average grant date fair value of $41.01. The Performance RSUs are settled at the end of a 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 are subject to the achievement of certain contract sales targets.

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. We determined that the performance conditions for our Performance RSUs are probable of achievement and we recognized compensation expense based on the number of Performance RSUs we expect to vest.

The following table provides information about our Performance RSU grants for the last three fiscal years:

	Year Ended December 31,		
	2025	2024	2023
Number of shares granted	449,308	432,286	119,887
Weighted average grant date fair value per share	$ 41.01	$ 44.40	$ 49.14
Fair value of shares vested (in millions)	$ —	$ 29	$ 8

The following table summarizes the activity of our Performance RSUs during the year ended December 31, 2025:

	Number of Shares	Weighted Average Grant Date Fair Value
Outstanding, beginning of period	550,009	$ 45.41
Granted	449,308	41.01
Vested	—	—
Forfeited, canceled or expired	(20,178)	44.27
Outstanding, end of period	979,139	43.41

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 and was subsequently amended in 2022. In connection with the ESPP, we reserved 2.5 million shares of common stock which may be purchased under the ESPP. The ESPP allows 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. During the years ended December 31, 2025, 2024 and 2023, we issued 404,511, 326,330 and 221,562 shares and recognized $2 million, $2 million and $1 million of compensation expense related to this plan.

NOTE 20: EARNINGS PER SHARE

The following table presents 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, 2025, 2024, and 2023.

	Year Ended December 31,		
($ and shares outstanding in millions, except per share amounts)	2025	2024	2023
Basic EPS:			
Numerator:			
Net income attributable to stockholders	$ 81	$ 47	$ 313
Denominator:			
Weighted average shares outstanding	89.9	101.9	110.1
Basic EPS[1]	$ 0.90	$ 0.46	$ 2.84
Diluted EPS:			
Numerator:			
Net income attributable to stockholders	$ 81	$ 47	$ 313
Denominator:			
Weighted average shares outstanding	91.5	103.1	111.6
Diluted EPS[1]	$ 0.89	$ 0.45	$ 2.80
Basic weighted average shares outstanding	89.9	101.9	110.1
RSUs[2], PSUs[3], Options[4] and ESPP	1.6	1.2	1.5
Diluted weighted average shares outstanding	91.5	103.1	111.6

[1] Earnings per share amounts are calculated using whole numbers.

[2] Excludes approximately 3,000 shares of RSUs that would have been anti-dilutive to EPS under the treasury stock method for the year ended December 31, 2025. These RSUs could potentially dilute EPS in the future. There were no anti-dilutive RSU for the years ended December 31, 2024 and 2023.

[3] There were no anti-dilutive PSUs for the years ended December 31, 2025, 2024, and 2023.

[4] Excludes approximately 1,134,000, 1,140,000 and 818,000 shares of Options that would have been anti-dilutive to EPS for the years ended December 31, 2025, 2024, and 2023, under the treasury stock method. These Options could potentially dilute EPS in the future.

Share Repurchases

On August 8, 2024, we announced that our Board of Directors approved on August 7, 2024 a share repurchase program authorizing us to repurchase up to an aggregate of $500 million of our outstanding shares of common stock over a

two-year period (the "2024 Repurchase Plan"). On July 31, 2025, we announced that our Board of Directors approved on July 29, 2025 a share repurchase program authorizing us to repurchase up to an aggregate of $600 million of our outstanding shares of common stock over a two-year period (the "2025 Repurchase Plan" and together with the 2024 Repurchase Plan, the "Repurchase Plans"), which is in addition to the 2024 Repurchase Plan.

The following table summarizes stock repurchase activity under the current and previous share repurchase programs as of December 31, 2025:

(in millions)	Shares	Cost
As of December 31, 2024	41	$ 1,549
Repurchases	15	600
As of December 31, 2025	56	$ 2,149

From January 1, 2026 through February 19, 2026, we repurchased 1.9 million shares for $89 million. As of February 19, 2026, we had $339 million of remaining availability under the 2025 Repurchase Plan.

NOTE 21: RELATED PARTY TRANSACTIONS

BRE Ace LLC and 1776 Holding, LLC

We hold an ownership interest in BRE Ace LLC, a VIE, which owns a timeshare resort property and related operations, commonly known as "Elara, a Hilton Grand Vacations Club."

We hold an ownership interest in 1776 Holdings, LLC, a VIE, which owns a timeshare resort property and related operations, known as "Liberty Place Charleston, a Hilton Club."

We record *Equity in earnings from our unconsolidated affiliates* in our consolidated statements of income. See Note 11: *Investments in Unconsolidated Affiliates* for additional information. Additionally, we earn commissions and other fees related to fee-for-service agreements with the investees to sell VOIs at Elara, a Hilton Grand Vacations Club and Liberty Place Charleston, a Hilton Club. These amounts are summarized in the following table and are included in *Fee-for-service commissions, package sales and other fees* on our consolidated statements of income as of the date they became related parties.

	Year Ended December 31,		
($ in millions)	2025	2024	2023
Equity in earnings from unconsolidated affiliates	$ 19	$ 18	$ 12
Commissions and other fees	164	165	204

We also had $3 million and $5 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, 2025 and 2024.

Apollo Global Management Inc. ("Apollo")

As part of the Diamond Acquisition in 2021, Apollo obtained more than 20% of our outstanding common stock at the time of the Diamond Acquisition. On August 12, 2025, we and certain entities managed by affiliates of Apollo Global Management, Inc. (the "Selling Stockholders") entered into an underwriting agreement (the "Underwriting Agreement") with Wells Fargo Securities, LLC, as representative of the underwriters named therein, including Apollo Global Securities, LLC, an affiliate of the Selling Stockholders (collectively, the "Underwriters"), in connection with the offer and sale by the Selling Stockholders of 8,050,000 shares of our common stock (including 1,050,000 shares at the option of the Underwriters) (the "Offering").

As part of the Offering, we repurchased, and subsequently retired, 933,488 shares of our common stock under our Share Repurchase Plans from the Underwriters (the "Share Repurchase") for an aggregate purchase price of $40 million (or $42.85 per share), which was the same per share price paid by the Underwriters to the Selling Stockholders. The Offering and the Share Repurchase were completed on August 14, 2025.

During the year ended December 31, 2025, we billed Apollo for $2 million of reimbursable expenses, for which payment was received in January 2026. During the year ended December 31, 2024, we received a reimbursement from Apollo of approximately $1 million for expenses incurred on their behalf.

NOTE 22: BUSINESS SEGMENTS

We operate our business through the following two reportable segments based on the nature of the products and services provided:

- *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 club programs. We also earn revenue from food and beverage, retail and spa outlets at our timeshare properties.

Our chief operating decision maker "CODM" is our Chief Executive Officer. The CODM is our primary decision maker and is responsible for allocating resources to the components of the company and assessing company performance. The CODM uses Adjusted EBITDA to allocate resources (including employees and financial or capital resources) in the budgeting and forecasting process as well as assess performance and profitability for each segment. The performance of our operating segments, which are also our reportable segments, is evaluated 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 or losses, 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 from unconsolidated affiliates in our measures of segment operating performance.

The table below presents revenues for our reportable segment results which include the acquired Grand Islander and Bluegreen operations, within both segments as of their respective acquisition dates, reconciled to consolidated amounts:

	Year Ended December 31,		
($ in millions)	2025	2024	2023
Revenues:			
Real estate sales and financing	$ 2,989	$ 3,010	$ 2,357
Resort operations and club management[1]	1,625	1,528	1,291
Total segment revenues	4,614	4,538	3,648
Cost reimbursements	534	516	386
Intersegment eliminations[1]	(101)	(73)	(56)
Total revenues	$ 5,047	$ 4,981	$ 3,978

[1] 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. We account for intersegment revenues as if they were sales to third parties at current market prices.

The following tables present Adjusted EBITDA for our reportable segments:

For the year ended December 31, 2025	Real Estate and Financing	Resort Operations and Club Management	Total	
Revenues from external customers	$ 2,989	$ 1,524	$ 4,513	
Intersegment revenues	—	101	101	
Total segment revenues	2,989	1,625	4,614	(a)
Less:				
Cost of VOI Sales	152	—	152	
Selling expense	812	—	812	
Marketing expense	1,029	—	1,029	
Financing expense	215	—	215	
Club expense	—	87	87	
Property management expense	—	140	140	
Rental expense	—	738	738	
Other expenses	30	47	77	
Total segment expenses	2,238 (b)	1,012 (c)	3,250	
Other:				
Share-based compensation expense	17	8	25	
Other segment adjustment items	40	(1)	39	(d)
Intersegment elimination	(101)	—	(101)	(a)
Segment Adjusted EBITDA	$ 707	$ 620	$ 1,327	

For the year ended December 31, 2024	Real Estate and Financing	Resort Operations and Club Management	Total	
Revenues from external customers	$ 3,010	$ 1,455	$ 4,465	
Intersegment revenues	—	73	73	
Total segment revenues	3,010	1,528	4,538	(a)
Less:				
Cost of VOI Sales	239	—	239	
Selling expense	727	—	727	
Marketing expense	914	—	914	
Financing expense	188	—	188	
Club expense	—	83	83	
Property management expense	—	128	128	
Rental expense	—	681	681	
Other expenses	127	43	170	
Total segment expenses	2,195 (b)	935 (c)	3,130	
Other:				
Share-based compensation expense	12	6	18	
Other segment adjustment items	48	5	53	(d)
Intersegment elimination	(73)	—	(73)	(a)
Segment Adjusted EBITDA	$ 802	$ 604	$ 1,406	

For the year ended December 31, 2023	Real Estate and Financing	Resort Operations and Club Management	Total	
Revenues from external customers	$ 2,357	$ 1,235	$ 3,592	
Intersegment revenues	—	56	56	
Total segment revenues	2,357	1,291	3,648	(a)
Less:				
Cost of VOI Sales	194	—	194	
Selling expense	501	—	501	
Marketing expense	682	—	682	
Financing expense	99	—	99	
Club expense	—	60	60	
Property management expense	—	117	117	
Rental expense	—	573	573	
Other expenses	98	39	137	
Total segment expenses	1,574 (b)	789 (c)	2,363	
Other:				
Share-based compensation expense	12	3	15	
Other segment adjustment items	15	(1)	14	(d)
Intersegment elimination	(56)	—	(56)	(a)
Segment Adjusted EBITDA	$ 754	$ 504	$ 1,258	

(a) 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. We account for intersegment revenues as if they were sales to third parties at current market prices.
(b) Consists of *Costs of VOI sales*, *Sales and Marketing*, and *Financing* expense on the statements of income.
(c) Consists of *Resort and club management* and *Rental and ancillary services* expense on the statements of income.
(d) Consists of costs associated with restructuring, one-time charges, other non-cash items, and for the Real Estate and Financing Segment, amortization of fair value premiums and discounts resulting from purchase accounting.

The following table presents Adjusted EBITDA for our reportable segments reconciled to net income and net income attributable to stockholders:

	Year Ended December 31,		
($ in millions)	2025	2024	2023
Adjusted EBITDA:			
Real estate sales and financing[1]	$ 707	$ 802	$ 754
Resort operations and club management[1]	620	604	504
Segment Adjusted EBITDA	1,327	1,406	1,258
Acquisition and integration-related expense	(98)	(237)	(68)
General and administrative	(215)	(199)	(194)
Depreciation and amortization	(273)	(268)	(213)
License fee expense	(214)	(171)	(138)
Other gain (loss), net	7	(11)	2
Interest expense	(311)	(329)	(178)
Income tax expense	(76)	(76)	(136)
Equity in earnings from unconsolidated affiliates	19	18	12
Impairment expense	(3)	(2)	(3)
Other adjustment items[2]	(64)	(71)	(29)
Net income	99	60	313
Net income attributable to noncontrolling interest	18	13	—
Net income attributable to stockholders	$ 81	$ 47	$ 313

(1) Includes intersegment transactions. Refer to our table presenting revenues by reportable segment above for additional discussion.

(2) These amounts include costs associated with share-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:

	December 31,	
($ in millions)	2025	2024
Real estate sales and financing	$ 7,807	$ 7,349
Resort operations and club management	3,140	3,163
Total segment assets	10,947	10,512
Corporate	590	930
Total assets	$ 11,537	$ 11,442

The following table presents capital expenditures for property and equipment (including inventory and leases) for our reportable segments, reconciled to consolidated amounts:

	Year Ended December 31,		
($ in millions)	2025	2024	2023
Real estate sales and financing	$ 137	$ 152	$ 61
Resort operations and club management	2	2	2
Total segment capital expenditures	139	154	63
Corporate	57	45	34
Total capital expenditures	$ 196	$ 199	$ 97

NOTE 23: COMMITMENTS AND CONTINGENCIES

Bass Pro Shops Marketing Agreement Commitments

In November 2023, we entered into a 10-year exclusive marketing agreement with Bass Pro Shops ("Bass Pro"), a nationally-recognized retailer of fishing, marine, hunting, camping and sports gear, that provides us with the right to market and sell vacation packages at kiosks in Bass Pro's and Cabela's retail locations and through other means. This agreement became effective on the Bluegreen Acquisition Date. As a part of this agreement, we are required to make certain minimum annual payments and certain variable payments based upon the number of travel packages sold during the year or the number of Bass Pro and Cabela's retail locations HGV maintains during the year. As of December 31, 2025, HGV had sales and marketing operations at a total of 142 Bass Pro Shops and Cabela's Stores, including 7 virtual kiosks.

Other Commitments

We have fulfilled certain arrangements with developers where we were 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, 2025, we were committed to purchase $226 million of inventory over a period of 10 years and $43 million of other commitments in the normal course of business. 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 fourth quarter of 2025, we fulfilled our commitment to exchange parcels of land in Hawaii due to the successful completion of zoning, land use requirements and other applicable regulatory requirements.

During the years ended December 31, 2025, 2024 and 2023, we fulfilled $40 million, $63 million and $156 million, of purchases required under our inventory commitments. As of December 31, 2025, our remaining obligations pursuant to these arrangements were expected to be incurred as follows:

($ in millions)	2026	2027	2028	2029	2030	Thereafter	Total
Marketing and license fee agreements	$ 37	$ 38	$ 38	$ 38	$ 39	$ 95	$ 285
Inventory purchase obligations[1][2][3]	22	8	53	44	65	34	226
Other commitments[4]	14	4	4	4	3	14	43
Total	$ 73	$ 50	$ 95	$ 86	$ 107	$ 143	$ 554

(1) Commitments for properties in Missouri, New York and Tennessee.
(2) For the property in New York, the payments are subject to the seller obtaining the inventory and providing clear title.
(3) For the property in Tennessee, we have the option to extend the full purchase of inventory up to 2033 pursuant to the terms of the purchase agreement.
(4) Primarily relates to commitments for 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, 2025 and 2024, we had accrued liabilities of $8 million and $7 million for all legal matters.

On July 22, 2024, an adverse interim award was entered in an arbitration related to a matter that existed as of the Bluegreen Acquisition Date involving Bluegreen Vacations Unlimited, Inc. ("BVU"), a Bluegreen subsidiary, in connection with an alleged breach of a purchase and sale agreement for The Manhattan Club property in New York, New York. Prior to any decision by the arbitration panel on potential damages for breach, the interim award allowed BVU to propose a cure for the breach. We and the opposing party both proposed forms of cure to the arbitration panel. On February 10, 2025, the arbitration panel issued a decision on what is required to cure, which included purchases of inventory and assuming the management agreement at The Manhattan Club. We completed the first steps of cure on February 20, 2025 and February 26, 2025, and intend to continue with cure.

As part of the cure, the management agreement was assumed during the first quarter of 2025 for $47.5 million in exchange for a note payable. Additionally, the cure provided for BVU to purchase $7.5 million of inventory per quarter beginning February 26, 2025 until all missed quarterly purchases of inventory between October 2019 and February 10, 2025 have been completed totaling approximately $39 million, subject to the opposing party being able to obtain the inventory and providing clear title. Once cured, the quarterly inventory purchase commitment will be approximately $1.9 million through May 2035, subject to the opposing party being able to obtain the inventory and providing clear title. The inventory commitment related to this matter is included in the table above within the inventory purchase obligations. There were no legal accruals for this matter as of December 31, 2025.

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 $439 million as of December 31, 2025, which primarily consist of escrow and subsidy related bonds.

NOTE 24: SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION

Cash paid for interest on our corporate debt, net was $297 million, $354 million and $187 million for the years ended December 31, 2025, 2024 and 2023. Cash paid for income taxes, net of refunds, was $154 million, $36 million and $187 million for the years ended December 31, 2025, 2024 and 2023. The following table summarizes domestic and foreign components of cash taxes paid by material jurisdiction for the year ended December 31, 2025.

	Year Ended December 31, 2025
($ in millions)	
US Federal	$ 48
US States[1]	18
Foreign	
Japan	48
Mexico	20
Other	20
Total taxes paid	154

(1) State and local taxes in Florida, Hawaii and New York City comprise the majority (greater than 50 percent) of the net cash taxes paid.

The following non-cash activities were excluded from the consolidated statements of cash flows:

- In 2025, we recorded non-cash operating activity transfers, net of $82 million related to the registrations for timeshare units under construction from *Property and equipment, net* to *Inventory,* pertaining to properties in Japan and Hawaii.
- In 2024, we recorded non-cash operating activity transfers, net of $271 million related to the registrations for timeshare units under construction for from *Property and equipment, net* to *Inventory,* pertaining to properties in Hawaii and South Carolina.
- In 2023, we completed the acquisition of Grand Islander, by exchanging 100% of the outstanding equity interests of Grand Islander for $117 million. The purchase price of $117 million included cash consideration and $4 million of non-cash consideration attributable to the effective settlement of a pre-existing relationship based on the contract value.
- 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.

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 controls 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 with Rule 13a-15(b) of the Exchange Act, as of the end of the period covered by this annual report, 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, as of the end of the period covered by this annual report, were effective to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

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.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the fourth quarter of 2025 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 2026 Annual Meeting of Stockholders to be filed with the SEC within 120 days of the fiscal year ended December 31, 2025 (the "2026 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 2026 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 2026 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 2026 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 2026 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 70 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	Distribution Agreement among Hilton Worldwide Holdings Inc., Park Hotels & 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).
2.2(a)	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).
2.2(b)	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 VIII 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).
2.3	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).
3.1	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).
3.2	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).
3.3	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).
4.1	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).
4.2	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).
4.3	Form of 5.000% Note due 2029 (included in Exhibit 4.2).
4.4	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).
4.5	Form of 4.875% Note due 2031 (included in Exhibit 4.4).

4.6	Indenture, dated as of January 17, 2024, among Hilton Grand Vacations Borrower LLC, Hilton Grand Vacations Borrower Inc., Hilton Grand Vacations Inc., Hilton Grand Vacations Parent LLC, the Subsidiary Guarantors a party thereto and Wilmington Trust, National Association, as Trustee and Notes Collateral Agent. (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K (File No. 001-37794) filed on January 17, 2024).
4.7	Form of 6.625% Note due 2032 (included in Exhibit 4.6).
10.1	Tax Matters Agreement by and among Hilton Worldwide Holdings Inc., Park Hotels & 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).
10.2(a)	Second Amended and Restated License Agreement, dated as of November 6, 2024, by and between Hilton Worldwide Holdings Inc. and Hilton Grand Vacations Inc. (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, 2024).
10.2(b)*	First Amendment to Second Amended and Restated License Agreement, dated as of December 24, 2025, by and between Hilton Worldwide Holdings Inc. and Hilton Grand Vacations Inc.
10.3(a)	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).
10.3(b)	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).
10.3(c)	Omnibus Amendment No. 2 to Amended and Restated Receivables Loan Agreement, effective as of March 22, 2024, 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 Computershare Trust Company N.A., as securities intermediary and paying agent (incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37794) filed on May 9, 2024).
10.3(d)	Omnibus Amendment No. 3 to the Amended and Restated Receivables Loan Agreement, effective as of November 15, 2024, 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 Computershare Trust Company N.A., 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 November 18, 2024).

10.3(e)	Amendment No. 4 to the Amended and Restated Receivables Loan Agreement, effective as of July 23, 2025, 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 10.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37794) filed on October 30, 2025).
10.4(a)†	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).
10.4(b)†	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).
10.4(c)†	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 May 9, 2024).
10.5(a)†	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).
10.5(b)†	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).
10.5(c)†	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).
10.5(d)†	Severance Agreement, dated effective as of December 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).
10.5(e) †*	Severance Agreement, effective as of September 15, 2025, by and between Hilton Grand Vacations Inc. and Pia Cornejo.
10.6†	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).
10.7	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).
10.8(a)†	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).
10.8(b)†	Form of Restricted Stock Unit 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).

10.9(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).

10.9(b)† 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).

10.9(c)† 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).

10.9(d)† 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).

10.10(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).

10.10(b)† 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).

10.10(c)† 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).

10.10(d)† 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).

10.10(e)† 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).

10.10(f) † 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).

10.10(g)† 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).

10.10(h)† 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).

10.10(i) † 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).

10.10(j) † 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).

10.11† 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).

10.12(a)† Form of Special Transaction Incentive Performance Cash Award 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 May 9, 2024).

10.12(b)† Form of Special Transaction Incentive Performance Cash Award Agreement (for the CEO) 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 May 9, 2024).

10.12(c)† Form of Special Transaction Incentive Performance and Service-Based Restricted Stock Unit 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 May 9, 2024).

10.12(d)† Form of Special Transaction Incentive Performance and Service-Based Restricted Stock Unit Agreement (for the CEO) 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 May 9, 2024).

10.13 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).

10.14 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).

10.15 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).

10.16 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).

10.17(a) 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).

10.17(b) 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).

10.17(c) 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 Swing Line 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).

10.17(d) 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 (incorporated by reference to Exhibit 10.17(d) to the Registrant's Annual Report on Form 10-K (File No. 001-37794) filed on February 29, 2024).

10.17(e) Amendment No. 4 to the Credit Agreement, dated as of January 17, 2024, by and among Hilton Grand Vacations Parent LLC, Hilton Grand Vacations Borrower LLC, the guarantors party thereto, the lenders party thereto and Bank of America, N.A., as the 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 January 17, 2024).

10.17(f) Amendment No. 5 to the Credit Agreement, dated as of April 8, 2024, by and among Hilton Grand Vacations Parent LLC, Hilton Grand Vacations Borrower LLC, the guarantors party thereto, Bank of America, N.A., as the administrative agent and the Term Lenders party thereto (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37794) filed on August 8, 2024).

10.17(g) Amendment No. 6 to the Credit Agreement, dated as of July 18, 2024, by and among Hilton Grand Vacations Parent LLC, Hilton Grand Vacations Borrower LLC, the guarantors party thereto, Bank of America, N.A., as the administrative agent and the Term Lenders party thereto (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37794) filed on November 7, 2024).

10.17(h) Amendment No. 7 to the Credit Agreement, dated as of October 8, 2024, by and among Hilton Grand Vacations Borrower LLC, Hilton Grand Vacations Parent LLC, the guarantors party thereto and Bank of America, N.A., as the 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 October 9, 2024).

10.17(i) Amendment No. 8 to the Credit Agreement, dated as of January 31, 2025, by and among Hilton Grand Vacations Inc., Hilton Grand Vacations Parent LLC, Hilton Grand Vacations Borrower LLC, the guarantors from time to time party thereto, the lenders 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. 001-37794) filed on February 3, 2025.

10.17(j) Amendment No. 9 to the Credit Agreement, dated as of April 11, 2025, by and among Hilton Grand Vacations Borrower LLC, Bank of America, N.A. and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37794) filed on July 31, 2025).

10.18† 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).

10.19†	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).
10.20†	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).
10.21(a)†	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).
10.21(b)†	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).
10.21(c)†	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).
10.21(d)†	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).
10.21(e)†	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).
10.21(f)†	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).
10.21(g)†	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).
19.1*	Insider Trading Policy
21.1*	Subsidiaries of the Registrant.
23.1*	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
31.1*	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	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.
32.2**	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.
97	Incentive Compensation Clawback Policy (incorporated by reference to Exhibit 97 to the Registrant's Annual Report on Form 10-K (File No. 001-37794) filed on February 29, 2024).

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	Cover Page Interactive Data File (formatted as in Inline XBRL and contained in Exhibit 101).

* 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.

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 26th day of February 2026.

HILTON GRAND VACATIONS INC.

By: /s/ Mark D. Wang

Name: Mark D. Wang

Title: 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 26th day of February 2026.

Signature	Title
/s/ Mark D. Wang Mark D. Wang	Chief Executive Officer (principal executive officer)
/s/ Daniel J. Mathewes Daniel J. Mathewes	President and Chief Financial Officer (principal financial officer)
/s/ Carlos Hernandez Carlos Hernandez	Senior Vice President and Chief Accounting Officer (principal accounting officer)
/s/ Leonard A. Potter Leonard A. Potter	Chairman of the Board of Directors
/s/ Brenda J. Bacon Brenda J. Bacon	Director
/s/ Christine Cahill Christine Cahill	Director
/s/ David W. Johnson David W. Johnson	Director
/s/ Mark H. Lazarus Mark H. Lazarus	Director
/s/ Gail Mandel Gail Mandel	Director
/s/ Pamela H. Patsley Pamela H. Patsley	Director
/s/ David Sambur David Sambur	Director
/s/ Paul W. Whetsell Paul W. Whetsell	Director

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