

September 13, 2018

RE: Notice of Annual Meeting
Barony Beach Club Owners' Association, Inc.

Dear Marriott's Barony Beach Club Owner:

The 2018 Annual Meeting of Barony Beach Club Owners' Association Inc., will be held at 2:00 p.m., Eastern time, on November 2, 2018, at The Westin Hilton Head Island Resort & Spa, Heyward Meeting Room, 2 Grasslawn Avenue, Hilton Head Island, South Carolina 29928.

The purpose of the meeting is to review the operations of the Association, conduct any other business which may be presented at the meeting and to consider the following:

- Election of three (3) Members to the Board of Directors due to an unexpected vacancy created earlier this year.

The following Annual Meeting materials are enclosed for your review:

- **Proposal** to be considered
- **Candidate Profiles** of the candidates for election to the Board of Directors
- **Limited Proxy Submission Methods**
- **Limited Proxy**

If you are unable to attend in person, you may submit your Limited Proxy electronically through the internet at proxyvoting.com/MVCI by 11:59 p.m., Eastern time, on October 26, 2018. The internet procedures are designed to authenticate your electronic submission by use of a personal control number found on your Limited Proxy. Or submit your Limited Proxy by marking, signing, and dating your Limited Proxy and returning it in the prepaid envelope to: Proxy Services Corporation, P.O. Box 9001, Brentwood, New York 11717-9804 by November 2, 2018. If you submit your Limited Proxy on the internet, please do not also mail your Limited Proxy.

In connection with updating your records, a **Certificate of Voting** form is included. **If you previously completed and returned a Certificate of Voting form, you do not need to complete the form again unless you wish to designate a new voting member.** If completing the form, please designate one (1) voting member by writing their name on the enclosed form, sign, date and return with your Limited Proxy in the business return envelope provided. Or, you may complete the form electronically by entering the name of your designated voting member, signing and submitting online. Single, individual Owners do not need to complete a form. Please note, completing the Certificate of Voting is different from appointing a proxy holder. See your Limited Proxy for specific instructions on appointing a proxy holder if you are unable to attend the Annual Meeting.

If you have any questions regarding submitting your Limited Proxy electronically, please contact Morrow Sodali by email at mvci.info@morrrowsodali.com.

If you have any questions about your Limited Proxy or the information enclosed, please contact Mary Caballero, Executive Assistant, by phone at 843-342-1602 or by email at mary.caballero@vacationclub.com.

Whether or not you plan to attend the Annual Meeting, I encourage you to submit your Limited Proxy promptly. If the quorum requirement is not met, the Association will incur an additional expense to re-notice Owners in order to obtain the votes required to hold the Annual Meeting. Your vote and participation are important to the Association.

Sincerely,

Alan Raines

Secretary
Barony Beach Club Owners' Association, Inc.

Barony Beach Club Owners' Association, Inc.
2018 Annual Meeting

Proposal

1. Election of Three (3) Members to the Board of Directors to serve staggered terms.
(Item 2A on your Limited Proxy)

Three (3) members will be elected to the Board of Directors due to an unexpected vacancy created earlier this year. To maintain staggered terms of the Board of Directors the two (2) candidates receiving the highest number of votes will each serve a three (3) year term from 2018 through 2021, and the candidate receiving the third highest number of votes will serve a two (2) year term, fulfilling the 2017 through 2020 term of the Board Member seat that unexpectedly became vacant earlier this year. See the Candidate Profiles for a summary of the candidates.

**Barony Beach Club Owners' Association, Inc.
2018 Annual Meeting**

Candidate Profiles

Candidates listed in alphabetical order

Name: Susan Dickhans
Home: Fishers, Indiana
Occupation: Retired, Senior Director Project Management Wilton Brands
Comments: "My husband and I have been owners at Barony Beach Club for 19 years and also own at SurfWatch. I am currently serving on Barony's Board of Directors as Treasurer. I have found working with the board members and Barony's general manager and his staff to be a most satisfying experience, in that our collective goal is to ensure that Barony remains the wonderful vacation destination that all of us owners enjoy. My previous work experience as a director of project management has proved very useful in tackling board issues, including budget development, financial reviews and renovation projects, timelines, and control of costs. I have watched Barony evolve in response to changing notions of how best to maximize leisure time and create cherished vacation memories. I would welcome the challenge to again serve as a working member of the board."

Name: Virginia "Ginny" Fountain
Home: Raleigh, North Carolina
Occupation: Meeting Planner
Comments: "My work history includes work as a Property Manager for a real estate developer where I managed several shopping centers and three office buildings. After that, I worked as a Project Manager for a construction company where I concentrated on renovation projects in office buildings and new construction in existing industrial parks. The job I have now as a Meeting Planner is my favorite and I've been doing this for 17 years. This position allows me to work in the hospitality industry where I interact with our association members, vendors, hoteliers, DMC's and other hospitality partners. I am responsible for developing content and handling all of the logistical details for two large conferences and assist in contracting and logistics for about 35 others. I believe my experience in property management, construction and meeting planning will benefit the board and the property."

Name: Alan D. McGraw
Home: Louisville, Kentucky
Occupation: Owner-Automobile Dealership
Comments: "I have been an owner at Marriott's Barony Beach since 2016, in addition to 2 other Marriott Vacation Club properties. I have served for 4 years on the Board at Marriott's Ocean Watch in Myrtle Beach which we purchased in 2005. For the past 10 years, I have served as a Board Member and President of our community's Homeowners Association consisting of 1000 residential properties. I was instrumental in transiting the management and control of our HOA from the subdivision developer to the residents and turning the HOA around to a positive cash flow. My work experience consists of 10 years as VP/Branch Manager of a Louisville, KY bank; 20 years in charge of the sales force and inventory purchases for a large GM automobile dealership; and 13 years as an independent automobile dealership owner."

Barony Beach Club Owners' Association, Inc.
2018 Annual Meeting

Candidate Profiles
(continued)

Name: Richard K. Rowe
Home: Columbia, South Carolina
Occupation: Retired, Director of Environmental Services
Comments: "My wife and I have been multi-week Marriott BBC owners since 2000. I have previously served on the BBC Board, serving as secretary, vice president and president. Numerous enhancements were made during my tenure, including amenity upgrades and complex refurbishment, all of which came under budget. During my 35 year career, I directed and managed environmental and public health programs in two southeastern states. In retirement, I have served as the President of our residential condominium complex , as current President of our neighborhood association, and currently serve on numerous non-profit Boards. I bring experience and historical knowledge of challenges in ensuring Marriott properties maintain First Class resort level while also being diligent in holding down costs to owners. I welcome the opportunity to represent you in working with Marriott Management and the Board to continue to enhance Barony's functionality and allure while practicing sound fiscal management."

Name: Glenda B. Sanderson
Home: Louisville, Kentucky
Occupation: Retired, AVP/Director Global Cust. Svc. & Logistics
Comments: "My husband and I are owners at Barony Beach Club, Surf Watch and Ocean Watch. We have always looked forward to our time in SC. It was an honor to previously serve six years on the Barony Board. I also have experience serving on the two others mentioned above. Although the resorts are all different, many of the same owner desires and issues are common. I would like to share my experience and knowledge with all other owners who love this property. I have a BS in Management and a MBA. I worked for 30 years in the parent company of Jack Daniel's in customer service, logistics and contract manufacturing management. I am experienced in budget development and adherence, as well as in attaining maximum customer satisfaction. I believe my former career and current Board experiences can be an asset to all BBC Owners and the Management Team."

LIMITED PROXY

**Barony Beach Club Owners' Association, Inc.
2018 Limited Proxy**

Date Signed: _____

Voting Member Signature

(X): _____

Voting Member Signature

(X): _____

Legal Name:

Note: All owners (or the designated voting member, if applicable) must sign and date the Limited Proxy for the vote(s) to be counted. Please sign and return your Limited Proxy on or before October 26, 2018. Please note, however, that votes will be counted if cast in person or otherwise properly received on or before November 2, 2018.

1. The above signed, as member(s) of **Barony Beach Club Owners' Association, Inc.**, (the "Association"), do hereby appoint **EITHER** (indicate **one choice only** by filling in the circle at (1) or (2)):

(1) **Charles Kaiser**, President of the Association, or any other officer or director of the Association in attendance he so designates in his absence; **OR**

(2) _____
(Insert name of individual who **MUST** be in attendance at the Annual Meeting in order for your vote(s) to be counted.)

as my true and lawful attorney-in-fact and proxy holder, revoking all previous proxies, to vote in my place and stead on my behalf, as though I myself were present, with power of substitution, at the **Annual Meeting of Barony Beach Club Owners' Association, Inc.**, to be held at 2:00 p.m., Eastern time, on November 2, 2018, at The Westin Hilton Head Island Resort & Spa, Heyward Meeting Room, 2 Grasslawn Avenue, Hilton Head Island, South Carolina 29928 except that my proxy holder's authority is limited as indicated below.

2. **AGENDA ITEM(S)**. (FOR YOUR VOTE TO BE COUNTED ON THE FOLLOWING ISSUES, YOU MUST MARK THE CIRCLE(S) PROVIDED BELOW. IF YOU LEAVE ANY ITEM IN THIS SECTION BLANK, YOUR PROXY HOLDER MAY NOT CAST A VOTE ON SUCH ITEM.)

A. Election of three (3) members to the Board of Directors to serve staggered terms. The two (2) candidates with the highest number of votes will each serve a three (3) year term (2018- 2021) and the candidate with the third highest number of votes will serve a two (2) year term (2018 – 2020). See the Candidate Profiles for a summary of the candidates. Please vote for no more than three (3) candidates. Selection of more than three (3) candidates will invalidate your vote.

- Susan Dickhans
- Virginia "Ginny" Fountain
- Alan D. McGraw
- Richard K. Rowe
- Glenda B. Sanderson

3. **GENERAL POWERS NON-AGENDA ITEM(S).**

A. You may choose to grant your proxy holder general powers. Please fill in the circle below if you want your proxy holder to vote on other issues which may come up at the meeting and for which a limited proxy is not required.

- I authorize and instruct my proxy holder to use his or her best judgment on all matters which properly come up before the meeting and for which a general power may be used.

THIS LIMITED PROXY IS REVOCABLE BY THE MEMBER IN ACCORDANCE WITH THE BYLAWS OF THE ASSOCIATION AND IS VALID ONLY FOR THE MEETING FOR WHICH IT IS GIVEN AND ANY LAWFUL ADJOURNMENT THEREOF. IN NO EVENT IS THIS LIMITED PROXY VALID FOR MORE THAN ELEVEN (11) MONTHS.

Owner ID/Villa/Week:

CERTIFICATE OF VOTING MEMBER – INDIVIDUALS

[This Certificate of Voting Member (Individuals) form should only be used for those Interests owned by multiple individuals. Partnerships, corporations, trusts, limited liability companies and other entity owners shall use the Certificate of Voting Member (Entity) form on page 2.]

The undersigned, being the owners (“each, an “Owner” and, collectively, the “Owners”), of ownership interest(s) (each, an “Interest”), in the program or property known as **Marriott’s Barony Beach Club** which is managed and administered by **Barony Beach Club Owners’ Association, Inc.** (the “Association”), hereby designate the below-listed individual as the “Voting Member” to cast the vote, on Owners’ behalf, for each such Interest, in all matters pertaining to the Association, until this Certificate of Voting Member is revoked or suspended by written instrument executed by the Owners.

Each Owner hereby acknowledges and agrees that the execution and delivery of this Certificate of Voting Member shall automatically revoke, and shall entirely replace and supersede, any voting certificate(s) executed by the Owners relating to the Association prior to the dates set forth below.

In designating a Voting Member, all Owners must sign below.

VOTING MEMBER

_____ (type or print one (1) name; Voting Member must be on Deed)

OWNERS:

Signature: _____
Printed Name: _____
Date: _____

Signature: _____
Printed Name: _____
Date: _____

Signature: _____
Printed Name: _____
Date: _____

Signature: _____
Printed Name: _____
Date: _____

Signature: _____
Printed Name: _____
Date: _____

Owner ID/Villa/Week:

CERTIFICATE OF VOTING MEMBER - ENTITY

[This Certificate of Voting Member (Entity) form should only be used for Interests owned by entities (e.g. partnerships, corporations, trusts, limited liability companies). For Interests owned by multiple individuals, please use the Certificate of Voting Member (Individuals) form on page 1.]

The undersigned, being the owner (the "Owner"), of ownership interest(s) in the program or property known as **Marriott's Barony Beach Club** which is managed and administered by **Barony Beach Club Owners' Association, Inc.** (the "Association"), hereby designates the below-listed individual as the "Voting Member" to cast the vote, on Owner's behalf, until this Certificate of Voting Member is revoked or suspended by written instrument executed by Owner.

Owner hereby acknowledges and agrees that the execution and delivery of this Certificate of Voting Member shall automatically revoke, and shall entirely replace and supersede, any voting certificate(s) executed by Owner for the Association prior to the date set forth below.

By the execution of this Certificate of Voting Member in the space provided below, the individual signing this Certificate of Voting Member, on behalf of Owner, represents that he/she is authorized to sign this Certificate of Voting Member on behalf of the Owner.

VOTING MEMBER

(type or print one (1) name)

ENTITY OWNER LEGAL NAME:

Signed By: _____

Printed Name: _____

As its (choose one):

President Vice President General Partner Other _____

Date: _____

ATTEST:

(Attest not required if entity is a Trust)

Signed By: _____

Printed Name: _____

As its (choose one):

Secretary Assistant Secretary