

September 26, 2019

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

Dear Marriott's Barony Beach Club Owner:

The 2019 Annual Meeting of Barony Beach Club Owners' Association, Inc., will be held at 2:00 p.m., Eastern time, on November 15, 2019, 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 one (1) Member to the Board of Directors to serve a three-year term

The following Annual Meeting materials are enclosed for your review:

- **Candidate Profiles** of the candidates for election to the Board of Directors
- **Limited Proxy**

This email contains the link to the secure internet site that will allow you to submit your Limited Proxy electronically and also view the documents related to this meeting. It has confidential information specific to your account and is intended only for the member to whom it is addressed.

If you are unable to attend in person, you may submit your Limited Proxy electronically no later than 11:59 p.m., Eastern time, on November 8, 2019. The internet procedures are designed to authenticate your electronic submission by use of a personal control number. To submit your proxy via Morrow Sodali's online system, please click on proxyvoting.com/MVCI. At the site, you must enter the following control number: [# to be provided by proxy vendor]. **PLEASE MAKE NOTE OF YOUR CONTROL NUMBER AS THE INFORMATION IS AVAILABLE ONLY THROUGH MORROW SODALI.**

In connection with updating your records, a **Certificate of Voting** form is included on the secure Internet site. **If you previously completed 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 entering the name of your designated voting member, signing and submitting electronically. 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@morrow sodali.com.

If you have questions regarding the Annual Meeting, 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 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.
2019 Annual Meeting

Candidate Profiles

Candidates listed in alphabetical order.

Name: Virginia W. "Ginny" Fountain
Home: Raleigh, North Carolina
Occupation: Meeting Planner
Comments: "I am the Director of Meeting Planning for North Carolina's Electric Cooperatives where I've worked for over 18 years. I've earned my Certified Meeting Professional and Certified Meeting Manager designations. I served at president of the Meeting Professionals International Carolina's Chapter for two separate terms, and was a board member for several years. Prior to working in the hospitality industry, I was manager of a staffing service, a women's retail clothing store, sales manager of a tool and die company, project manager for a construction company, and property manager for shopping centers and office buildings. My husband, Myron, and I have been owners at Barony for over 15 years and owner at Surf Watch for about ten years. With my experience in the hospitality industry and my previous board experience, I believe I will be an asset to the Barony Board."

Name: Anna S. Kretz
Home: Sherrills Ford, North Carolina
Occupation: Retired, Automotive New Product Development Executive
Comments: "I am offering my 36-year experience in both technical aspects of bringing new vehicles to market (supported by undergraduate degree in electrical engineering) and overall business of the industry (supported by graduate degree in business). Specifically, managing large budgets and very large capital expenditures for new product development. Both expenditures always managed to achieve a balance of customers' purchase satisfaction and simultaneously Board of Director's profit satisfaction on behalf of the shareholders. This experience, I believe, is directly applicable to serving as an owner member of Barony Beach Board. We have been owners at Barony Beach for 18 years and have enjoyed the resort on every visit. It is the high standard of service and facilities that brings our family back. I wish to contribute my time and talent to maintaining and furthering everyone's positive resort experience."

Name: Alan D. McGraw
Home: Louisville, Kentucky
Occupation: Independent Automobile Dealership (Owner)
Comments: "In addition to destination points purchased in 2018, my wife and I own a platinum week at Marriott's Barony Beach, as well as 3 weeks at Orlando Grande Vista and one week at Myrtle Beach Ocean Watch. For the past 6 years, I have served in various leadership roles on the Ocean Watch Board. My family and I enjoy vacationing annually in Hilton Head with our children and grandchildren. My work history includes 10 years as VP/Branch Manager at a Louisville, KY bank; 20 years supervising the sales force and inventory purchases for a large GM automotive dealership; and 14 years as an independent automobile dealership owner. In December 2018, after 10 years of service, I relinquished the Presidency of our community's HOA, which manages 1000 residential homes. During my tenure, I was instrumental in transitioning the management and control of the HOA from the subdivision developer to the residents and turning its financial operating position from negative to substantial profitability."

LIMITED PROXY

**Barony Beach Club Owners' Association, Inc.
2019 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 November 8, 2019. Please note, however, that votes will be counted if cast in person or otherwise properly received on or before November 15, 2019.

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) **Glenda Brown Sanderson**, President of the Association, or any other officer or director of the Association in attendance she so designates in her 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 15, 2019, 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 one (1) member to the Board of Directors to serve a three-year term. See the Candidate Profiles for a summary of the candidates. Please vote for no more than one (1) candidate. Selection of more than one (1) candidate will invalidate your vote.

- Virginia W. "Ginny" Fountain
- Anna S. Kretz
- Alan D. McGraw

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