

April 10, 2020

RE: Notice of Annual Meeting
Grande Ocean Resort Owners' Association, Inc.

Dear Marriott's Grande Ocean Owner:

The 2020 Annual Meeting of Grande Ocean Resort Owners' Association, Inc., will be held at 3:00 p.m., Eastern time, on May 15, 2020, at Marriott Vacation Club® International, Board Room, 1044 William Hilton Parkway, 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 two (2) Members to the Board of Directors, each 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 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 May 8, 2020. 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 May 15, 2020. 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.

In order to accommodate Owners planning to attend the Annual Meeting, please RSVP to Louise Burroughs, Executive Assistant, by phone at 843-686-7020 or by email at louise.burroughs@vacationclub.com by May 8, 2020.

If you have any questions regarding the Annual Meeting, please contact Massimo Santangelo, General Manager, by phone at 843-686-7373 or by email at massimo.santangelo@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,

Robert Eckenroth

Secretary/Treasurer

Grande Ocean Resort Owners' Association, Inc.

Grande Ocean Resort Owners' Association, Inc.
2020 Annual Meeting

Candidate Profiles

Candidates listed in alphabetical order

Name: Michael Klockenga
Home: Lincoln, Nebraska
Occupation: Electrical Engineer/Electrical Contractor
Comments: "I am a Licensed Professional Electrical Engineer and owner of an electrical construction company in Lincoln, Nebraska. My wife and I have been Grande Ocean owners for over 25 years, and we stay at Grande Ocean every year in May. I have served on several not-for-profit boards and homeowner association boards in the past. I would like to use this experience along with my engineering education and construction company experience to help maintain and improve Grande Ocean while keeping maintenance fees as low as possible."

Name: Mark A. Rusin
Home: Wendell, North Carolina
Occupation: Facility Services Manager
Comments: "I have been an owner at Marriott's Grande Ocean Resort since construction started. I have raised 2 daughters on vacations and now 4 grandchildren. My goal is simple; continue to make Marriott's Grande Ocean Resort the premier resort destination on Hilton Head Island, while controlling costs to owners. I have a bachelor's degree in Sociology and Psychology from Excelsior College in Albany, NY and a M.B.A. degree from Campbell University in Buies Creek, NC. Marriott's Grande Ocean Resort faces some challenges with the aging of the facility and the labor market. I have dealt with these issues in my career and I am prepared for the challenge. The Board of Director's has done an excellent job in maintaining this resort at the highest level possible and I pledge to continue in that vein while looking at every possible expense for potential savings. Thank you for your support."

Name: David Schubbe
Home: Hamel, Minnesota
Occupation: Retired, Director of Finance, Barr Engineering
Comments: "Having nearly completed my first 3-year term, I feel very privileged to be a member of the Grande Ocean Board of Directors. During this period, our dedicated staff has completed several key projects, including the new Activities Center. Much has been accomplished in spite of many obstacles, including hurricanes and the continuing challenge of hiring and retaining key staff in this high labor demand area. As an owner, have occupied at Grande Ocean for several weeks each year, and attended numerous annual meetings and owner forums. Therefore, have gained an appreciation of Board and management perspectives and owner issues. Beyond Hilton Head, have visited 10 vacation club properties, including the Salt Lake City Call-In Center. Grande Ocean is indeed a treasure. My primary objective is to minimize annual maintenance fees while supporting our staff in providing an exceptional vacation experience at our 26-year-old Grande Ocean resort."

**Grande Ocean Resort Owners' Association, Inc.
2020 Annual Meeting**

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Limited Proxy Submission Methods

The accompanying Notice of Annual Meeting describes important issues affecting the Association. To submit your Limited Proxy:

1. By Internet

- a. Log onto proxyvoting.com/MVCI, 24 hours a day, seven days a week by the deadline of 11:59 p.m., Eastern time, on May 8, 2020.
- b. Enter the control number that appears on your Limited Proxy.
- c. Follow the simple instructions.

2. By Mail

- a. Mark your selections on the enclosed Limited Proxy.
- b. Date and sign your name exactly as it appears on your Limited Proxy.
- c. If you will not be able to attend the Annual Meeting, please appoint a proxy holder to vote on your behalf. You may appoint the designated proxy holder named on your Limited Proxy, or you may write in the name of another person that you wish to act as your proxy holder. The person you designate must be in attendance at the Annual Meeting for your vote to be counted.
- d. Mail the Limited Proxy in the enclosed postage-paid envelope.

LIMITED PROXY

Grande Ocean Resort Owners' Association, Inc.
2020 Limited Proxy

Date: _____

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 May 8, 2020. Please note, however, that votes will be counted if cast in person or otherwise properly received on or before May 15, 2020.

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

(1) **Michael Whelan**, President of the Association, or any 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 Grande Ocean Resort Owners' Association, Inc.**, to be held at 3:00 p.m., Eastern time, on May 15, 2020, at Marriott Vacation Club® International, Board Room, 1044 William Hilton Parkway, 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 FOLLOWNG 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 two (2) members to the Board of Directors, each to serve a three (3) year term. See the Candidate Profiles for a summary of the candidates. Please vote for no more than two (2) candidates. Selection of more than two (2) candidates will invalidate your vote.

- Michael Klockenga
- Mark A. Rusin
- David Schubbe

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 Grande Ocean** which is managed and administered by **Grande Ocean Resort 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 Grande Ocean** which is managed and administered by **Grande Ocean Resort 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