

March 29, 2019

RE: Notice of Annual Meeting
Heritage Club Owner's Association, Inc.

Dear Marriott's Heritage Club Owner:

The 2019 Annual Meeting of Heritage Club Owner's Association, Inc., will be held at 2:00 p.m., Eastern time, on May 13, 2019, at Marriott's Heritage Club, Legends Loft, 12 Lighthouse Lane, 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 6, 2019. 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 13, 2019. 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 Kate Hedrick, Senior Administrative Assistant, by phone at 843-686-8785 or by email at Kathryn.Hedrick@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,

Phyllis Dean

Secretary
Heritage Club Owner's Association, Inc.

Heritage Club Owner's Association, Inc.
2019 Annual Meeting

Candidate Profiles

Candidates listed in alphabetical order

Name: Gary Kibler
Home: Pittsboro, North Carolina
Occupation: Small Business Owner
Comments: "My name's Gary Kibler. Carole and I have owned at the Heritage Club for over 20 years and have never traded our week even once. We love the place. I'm a retired business owner. I have been a productive member serving on the boards of several HOA's. I have an MBA from UNC, Chapel Hill. There are two issues about our timeshare that deserve attention: 1) Marriott is now renting a week at Heritage Club, sometimes for less than our annual maintenance fees. The equity in your property has been reduced to zero. Marriott now controls 11% of unit weeks. That number is growing. What are we to do? 2) The most unique aspect of the Heritage Club is our golf package. We've recently lost access to the Hills and Cupp courses at Palmetto Hall. What next? I want to help deal with these and other issues."

Name: Michael Klockenga
Home: Lincoln, Nebraska
Occupation: Owner and President of Electrical Construction Company
Comments: "My wife and I have been owners at Heritage Club since pre-construction, and I have been honored to serve on your Board of Directors for the last three years. I am a Registered Professional Engineer and a construction company owner/operator. I believe this experience has allowed me to contribute helpful ideas in working with other Board members and your management team to recover from the hurricane and complete the renovations and improvements that we have been able to accomplish during this time. I would like to continue to represent you on the Board so that I can help preserve, protect, and improve this great property for our enjoyment."

Name: Kevin Newport
Home: Sand Springs, Oklahoma
Occupation: Realtor, Real Estate Appraiser, Property Manager, Builder and Developer
Comments: "I would like to serve as a Director in order to ensure that the properties are being maintained and improved according to the level of quality that would be equal or better than the competition. Our first visit to the property was enjoyable, but there are many items I feel should be addressed. Thank you for considering me as a Director."

Name: Joseph Trombetta
Home: The Villages, Florida
Occupation: Certified Public Accountant
Comments: "Having served nine three-year terms on the Heritage Club Board of Directors as Treasurer, I have a good understanding of the financial impact our fees have on all of us. Working with all of the current members of our board, we strive to keep fees down while working to maintain our time share as the most outstanding property on Hilton Head Island. I am a CPA with over 20 years of experience in real estate development and management."

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 6, 2019.
- 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.

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LIMITED PROXY

Heritage Club Owner's Association, Inc. 2019 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 6, 2019. Please note, however, votes will be counted if cast in person or otherwise properly received on or before May 13, 2019.

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

(1) **James Dugan**, 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 Heritage Club Owner's Association, Inc.**, to be held at 2:00 p.m., Eastern time, on May 13, 2019, at Marriott's Heritage Club, Legends Loft, 12 Lighthouse Lane, 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 ISSUE(S), 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 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.

- Gary Kibler
- Michael Klockenga
- Kevin Newport
- Joseph Trombetta

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 Heritage Club** which is managed and administered by **Heritage Club Owner’s 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 Heritage Club** which is managed and administered by **Heritage Club Owner's 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