

March 27, 2020

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

Dear Marriott's Heritage Club Owner:

The 2020 Annual Meeting of Heritage Club Owner's Association, Inc., will be held at 2:00 p.m., Eastern time, on May 11, 2020, 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](http://proxyvoting.com/MVCI) by 11:59 p.m., Eastern time, on May 4, 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 11, 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](mailto: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](mailto: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.  
2020 Annual Meeting**

**Candidate Profiles**

Candidates are listed in alphabetical order

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Name: Phyllis Dean  
Home: Stallings, North Carolina  
Occupation: Realtor, South Carolina, North Carolina  
Comments: "I have been a Heritage Club Owner since pre-construction and have served on your Board since 2010. Over 25 years' experience in custom construction, together with experience in resort and golf course communities has prepared me for the challenges of maintaining and enhancing Heritage Club and its amenities. We struggle each year to keep our fees as low as possible and still provide the quality and look that we all can be proud of. It has been an honor to serve alongside our other Board members, and if elected, I look forward to the privilege of continuing what the Board has accomplished and implementing exciting new improvements."

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Name: Paul Kerpan  
Home: La Grange, Illinois  
Occupation: Retired, Litigation Attorney  
Comments: "Owner at Marriott Palm Desert Resort since 1991. Currently, Marriott Vacation Club-Chairman level, Marriott Rewards-Lifetime Platinum level Previous Board of Director positions in Chicago, Ill; Lake Geneva, Wisc; LaGrange, Ill; Currently: Bluebeard's Castle Resort, St Thomas, USVI Personal pledge for: fiscal responsibility, a premium resort experience including the quiet and peaceful enjoyment of the resort property, and comprehensive and thorough reporting to owners of all property issues. Enjoyment: reading, travel, and golf."

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Name: Dan Murray  
Home: Sparta, North Carolina  
Occupation: Attorney  
Comments: "I am very proud of the Board's accomplishments during my 29 years as a director, including ten years as your President. I am particularly pleased that in 1998 I was able to negotiate and draft a new golf package with Sea Pines and in 2009 I was able to negotiate and draft our latest golf package with the Heritage Collection which will take us through the year 2020. I am glad to be "on call" when golf package questions arise. The Board and our Owners have made Heritage Club the most outstanding time-share property on Hilton Head. I would appreciate the opportunity to continue our success."

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Name: John Patrick Rademacher  
Home: Loveland, Ohio  
Occupation: Architect  
Comments: "As a design and development professional, I have been entrusted by my clients to shape their vision and protect their investment throughout the life of their building projects. My experience in the hospitality industry has given me the knowledge of brand standards and the never ending need to meet or exceed those standards, including my involvement in the design and development of Marriott properties. My family and I have grown to consider Sea Pines our second home, a few years ago purchasing our second week at the Heritage Club, 16 years after purchasing our first. How do these three statements qualify me to represent you as a member of our Heritage Club Board of Directors? I will bring my experience as an Architect, my knowledge of the hospitality industry and my passion for our home to the decision making that will protect our investment in the Heritage Club."

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**LIMITED PROXY**

**Heritage Club Owner's 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 4, 2020. Please note, however, votes will be counted if cast in person or otherwise properly received on or before May 11, 2020.**

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 11, 2020, 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-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.

- Phyllis Dean
- Paul Kerpan
- Dan Murray
- John Patrick Rademacher

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

## 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](https://proxyvoting.com/MVCI), 24 hours a day, seven days a week by the deadline of 11:59 p.m., Eastern time, on May 4, 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.