

September 5, 2019

RE: Notice of Annual Meeting
Maui Ocean Club Vacation Owners Association (referred to as the "VOA") and
Written Consent Ballot for Annual Meeting of Association of Apartment Owners of Maui Ocean Club
(referred to as the "AOAO")

Dear Marriott's Maui Ocean Club Owner:

The 2019 Annual Meeting of Maui Ocean Club Vacation Owners Association will be held at 9:30 a.m., Hawaii Standard Time, on October 22, 2019, at Marriott's Maui Ocean Club, 100 Nohea Kai Drive, Lahaina, Hawaii 96761.

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

- Fix number of Directors of the VOA Board
- Election of one (1) member to the VOA Board of Directors to serve a three-year term
- Application of surplus funds for the VOA

The following Annual Meeting materials are included for your review:

- **Agenda**
- **Proposals** 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 4:30 p.m., Hawaii Standard Time, on October 15, 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 October 15, 2019. If you submit your Limited Proxy on the internet, please do not also mail your Limited Proxy.

AOAO WRITTEN CONSENT BALLOT. As a VOA member, you are also a member of the AOAO. **The AOAO's Annual Meeting will be held at 9:00 a.m., Hawaii Standard Time, on October 22, 2019,** at Marriott's Maui Ocean Club, 100 Nohea Kai Drive, Lahaina, Hawaii 96761. Enclosed, for your reference, is a copy of the agenda for the AOAO Annual Meeting, as well as a copy of the Proposals to be considered at the AOAO Annual Meeting and the Candidate Profiles of the candidates for election to the AOAO Board of Directors. In order to facilitate voting by the VOA Board on behalf of VOA members at the AOAO Annual Meeting, enclosed is a Written Consent Ballot ("Ballot") for you to complete and return to us by mail in the enclosed postage pre-paid envelope by 4:30 p.m., Hawaii Standard Time, on October 15, 2019, or, alternatively, you may submit your Ballot online at the secure internet site by such date and time (you may access the secure internet site using the same link set forth in this email). A representative of the VOA Board will then exercise the votes of the VOA members at the AOAO Annual Meeting in accordance with the procedures set forth in Section 4.13 A. of the Maui Ocean Club Vacation Ownership Program Declaration of Covenants, Conditions and Restrictions (the "Timeshare Declaration"). Please note that if there are not sufficient Ballots returned by Owners of a Unit by the October 15, 2019 deadline, or if there is no majority vote of Owners for a Unit as to issues on the Ballot, the VOA Board, through its representative, may vote on behalf of such Unit in the manner it considers to be in the best interests of the Owners, as is permitted by the Timeshare Declaration.

If you have any questions regarding submitting your Limited Proxy or Written Consent Ballot electronically, please contact Morrow Sodali by email at mvci.info@morrowsodali.com or by phone at 800-206-5879.

In connection with updating your AOA records, a **Certificate of Voting** form is included. **Only** if your interest is owned by **an entity** (e.g., partnership, corporation, trust, limited liability company), please complete the form by designating one (1) voting member by entering his/her name on the enclosed form, sign, date and return it with your Limited Proxy in the business return envelope provided. Or you may complete the form online by entering the name of your designated voting member, signing and submitting electronically. 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 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 you have questions regarding the Annual Meetings or the enclosed meeting materials, please contact Bill Countryman, General Manager, by email at bill.countryman@vacationclub.com or by phone at 808-667-8200.

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

Sincerely,

John Draeger

Secretary/Treasurer

Maui Ocean Club Vacation Owners Association

**Maui Ocean Club Vacation Owners Association (VOA)
2019 Annual Meeting**

October 22, 2019 at 9:30 a.m., Hawaii time

Marriott's Maui Ocean Club
100 Nohea Kai Drive
Lahaina, Hawaii 96761

Agenda

- Call to Order
- Roll Call; Establishment of Quorum
- Appointment of Recording Secretary
- Proof of Notice of Annual Meeting
- Approval of Agenda
- Approval of 2018 Annual Meeting Minutes
- Appointment of Inspector of Election
 - Nominations from Floor
 - Tabulation of Votes
- Board of Directors Report
- Resort Operations Report
- Financial Report
- Voting Results
 - Fix Number of Directors of the Board
 - Election of One (1) Member of the Board
 - Application of Surplus Funds
- New Business
 - Announcement of 2020 Annual Meeting Date
- Adjournment

**Maui Ocean Club Vacation Owners Association (VOA)
2019 Annual Meeting**

Proposals

**1. The Number of Directors shall be fixed each year by the Association at its Annual Meeting
(Item 2.A. on your Limited Proxy)**

Bylaws, Article IV, 4.01: “The initial Board of Directors consisting of three (3) directors shall be appointed by Declarant and they shall hold office until the first annual meeting of the Association. Thereafter, the Association shall be managed and controlled by a Board of Directors of not less than three (3) nor more than nine (9) members, and until the Association shall otherwise determine, the Board of Directors shall consist of three (3) members. The number of Directors shall be fixed each year by the Association at its Annual Meeting, provided that the number of directors may be decreased or increased subject to the foregoing limitations and, if increased, the additional directors may be elected by the Association at any special meeting called for such purpose. Each director shall be a Member, a partner of a partnership Member, an officer or director of a corporate Member or any officer, director or employee of Declarant or member entity of Declarant.”

Increasing the number of the Board of Directors may increase Operating expenses to the Association.

Your choices are three (3), four (4), five (5), six (6), seven (7) eight (8) or nine (9) Directors.

Your Board of Directors recommends maintaining the current number of Directors at five (5).

**2. Election of One (1) Member to the Board of Directors to serve a three-year term
(Item 2.B. on your Limited Proxy)**

One (1) member will be elected to serve a three-year term on the Board of Directors. Please see Candidate Profiles for a summary of the candidates.

3. Application of Surplus Funds (Item 2.C. on your Limited Proxy)

Declaration of Covenants, Conditions and Restrictions, Chapter 8, Section 8.7: “Any surplus funds remaining at the end of any year in any Account shall be applied to pay Program Expenses (except for capital improvements) during the next year. At each annual meeting, the Association must adopt a resolution requiring this application of surplus funds. For this purpose, each Owner gives the President of the Association a proxy, and hereby appoints the President such Owner’s special attorney-in-fact, to adopt such a resolution.”

**Maui Ocean Club Vacation Owners Association
2019 Annual Meeting**

Candidate Profiles

Candidates listed in alphabetical order

Name: Alfred Michael Luckau
Home: Tucson, Arizona
Occupation: Aero Space Engineer (Retired)
Comments: "It would be an honor and a pleasure to serve as an independent owner on the Board and continue the focus on quality, convenience and efficiency. I retired after 34 years as an aerospace engineer, manager and technical leader in the defense sector (though continue to consult). I've been an officer on our Homeowners Association Board of Directors for many years, and currently serve as President. I'm certain those experiences have equipped me to serve with benefit on your board. My wife Sandra and I have been visiting the resort at least annually since '05 and always relish getting on island with, and visiting, ohana. We've been timesharing since '84 as a commitment to family vacationing. Sandra was born and raised in Hilo. I was raised in Upcountry Maui, graduating from Maui High School go Sabers! Mahalo for your consideration. Maui No Ka 'Oi."

Name: Andrew McGovern
Home: Orlando, Florida
Occupation: SVP Global Human Resource Operations, Marriott Vacations Worldwide
Comments: "I have worked in the Hospitality/Lodging Industry for over 22 years and currently hold a B.S. and MBA from Colorado State University. During my tenure with Marriott International/Marriott Vacations Worldwide I have held both Operational and Human Resources Roles. In addition, I have served on numerous HOA boards during my tenure and am an experienced Director. As part of my tenure with Marriott I spent a significant amount of time in Hawaii and have a deep respect for the culture and the people of Hawaii. I would welcome the opportunity to serve the Owners of Marriott's Maui Ocean Club."

Name: Ira Jay Newman
Home: Placentia, California
Occupation: President of Action Embroidery a manufacturer of embroidered emblems for the United States Armed Forces
Comments: "As an owner for over 15 years my family has enjoyed the Maui Ocean Club on a yearly basis. Our kids have grown up here and we want them to be able to bring their families here for many many more years. I have served on the Board of Directors of all of the associations that I have lived at in Connecticut and California. Currently I have served my community of Placentia, California as a Park and Recreation Commissioner for over thirty years. I can offer my experience both professionally and community related in bringing a sound knowledge of fiscal responsibility, strategic planning and recreational activities to keep Maui Ocean Club thriving for many more years. Thank You!"

**Maui Ocean Club Vacation Owners Association
2019 Annual Meeting**

Candidate Profiles

(continued)

Name: Roy Arvid Osing
Home: British Columbia, Canada
Occupation: Author, Coach, Educator and Business Advisor
Comments: “I have volunteered to sit on the board a number of times in the past because I want to contribute to our home away from home in Maui since we bought our property in 2007. I am a former President and Chief Marketing Officer with over 33 years of executive leadership experience in number of roles including sales, marketing, customer service and business strategy. Presently, I am a blogger, content marketer, educator, coach, business adviser and the author of the book series Be Different or Be Dead. I have sat on a number of for-profit as well as not-for-profit boards in the past including the BC Cancer Foundation and BC Heart and Stroke Foundation in Vancouver Canada. I have the skills and experience to help the board conduct the business of the Maui Ocean Club and I look forward to the opportunity to help.”

Name: Linda Lee Rooney
Home: Zephyr Cove, Nevada
Occupation: School Superintendent
Comments: “Our amazing Maui Ocean Club offers a uniquely pristine and outstanding vacation venue for everyone, regardless of age and interests. My goal as a member of the Board of Directors is to continue to seek creative, exciting and innovative strategies for enhancing the many fantastic vacation opportunities for all at our gorgeous resort. I offer my love for our resort, and my dedication and commitment to serving all fellow owners. As a member of homeowners associations in California, Nevada, Maui and Kauai, I have served as an officer on several boards, in addition to 40 years of service as a school district administrator in California. While sharing my experiences and expertise, I pledge to remain open, accessible, and committed to actively listening to the creative ideas and suggestions of all owners. I shall serve all Maui Ocean Club neighbors with great enthusiasm, positive energy and my sincere Spirit of Aloha.”

**Association of Apartment Owners of Maui Ocean Club (AOAO)
2019 Annual Meeting**

October 22, 2019 at 9:00 a.m., Hawaii time

Marriott's Maui Ocean Club
100 Nohea Kai Drive
Lahaina, Hawaii 96761

Agenda

- Call to Order
- Roll Call; Establishment of Quorum
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- Proof of Notice of Annual Meeting
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 - Election of One (1) Member of the Board
- New Business
 - Announcement of 2020 Annual Meeting Date
- Adjournment

**Association of Apartment Owners of Maui Ocean Club (AOAO)
2019 Annual Meeting**

Proposal

1. Election of One (1) Member to the Board of Directors to serve a three-year term (Item 2.A. on your Limited Proxy)

One (1) member will be elected to serve a three-year term on the Board of Directors. See the Candidate Profiles for a summary of the candidates.

**Association of Apartment Owners of Maui Ocean Club
2019 Annual Meeting**

Candidate Profiles

Candidates listed in alphabetical order

Name: Alfred Michael Luckau
Home: Tucson, Arizona
Occupation: Aero Space Engineer (Retired)
Comments: "It would be an honor and a pleasure to serve as an independent owner on the Board and continue the focus on quality, convenience and efficiency. I retired after 34 years as an aerospace engineer, manager and technical leader in the defense sector (though continue to consult). I've been an officer on our Homeowners Association Board of Directors for many years, and currently serve as President. I'm certain those experiences have equipped me to serve with benefit on your board. My wife Sandra and I have been visiting the resort at least annually since '05 and always relish getting on island with, and visiting, ohana. We've been timesharing since '84 as a commitment to family vacationing. Sandra was born and raised in Hilo. I was raised in Upcountry Maui, graduating from Maui High School go Sabers! Mahalo for your consideration. Maui No Ka 'Oi."

Name: Andrew McGovern
Home: Orlando, Florida
Occupation: SVP Global Human Resource Operations, Marriott Vacations Worldwide
Comments: "I have worked in the Hospitality/Lodging Industry for over 22 years and currently hold a B.S. and MBA from Colorado State University. During my tenure with Marriott International/Marriott Vacations Worldwide I have held both Operational and Human Resources Roles. In addition, I have served on numerous HOA boards during my tenure and am an experienced Director. As part of my tenure with Marriott I spent a significant amount of time in Hawaii and have a deep respect for the culture and the people of Hawaii. I would welcome the opportunity to serve the Owners of Marriott's Maui Ocean Club."

Name: Ira Jay Newman
Home: Placentia, California
Occupation: President of Action Embroidery a manufacturer of embroidered emblems for the United States Armed Forces
Comments: "As an owner for over 15 years my family has enjoyed the Maui Ocean Club on a yearly basis. Our kids have grown up here and we want them to be able to bring their families here for many many more years. I have served on the Board of Directors of all of the associations that I have lived at in Connecticut and California. Currently I have served my community of Placentia, California as a Park and Recreation Commissioner for over thirty years. I can offer my experience both professionally and community related in bringing a sound knowledge of fiscal responsibility, strategic planning and recreational activities to keep Maui Ocean Club thriving for many more years. Thank You!"

**Association of Apartment Owners of Maui Ocean Club
2019 Annual Meeting**

Candidate Profiles

(continued)

Name: Roy Arvid Osing
Home: British Columbia, Canada
Occupation: Author, Coach, Educator and Business Advisor
Comments: “I have volunteered to sit on the board a number of times in the past because I want to contribute to our home away from home in Maui since we bought our property in 2007. I am a former President and Chief Marketing Officer with over 33 years of executive leadership experience in number of roles including sales, marketing, customer service and business strategy. Presently, I am a blogger, content marketer, educator, coach, business adviser and the author of the book series Be Different or Be Dead. I have sat on a number of for-profit as well as not-for-profit boards in the past including the BC Cancer Foundation and BC Heart and Stroke Foundation in Vancouver Canada. I have the skills and experience to help the board conduct the business of the Maui Ocean Club and I look forward to the opportunity to help.”

Name: Linda Lee Rooney
Home: Zephyr Cove, Nevada
Occupation: School Superintendent
Comments: “Our amazing Maui Ocean Club offers a uniquely pristine and outstanding vacation venue for everyone, regardless of age and interests. My goal as a member of the Board of Directors is to continue to seek creative, exciting and innovative strategies for enhancing the many fantastic vacation opportunities for all at our gorgeous resort. I offer my love for our resort, and my dedication and commitment to serving all fellow owners. As a member of homeowners associations in California, Nevada, Maui and Kauai, I have served as an officer on several boards, in addition to 40 years of service as a school district administrator in California. While sharing my experiences and expertise, I pledge to remain open, accessible, and committed to actively listening to the creative ideas and suggestions of all owners. I shall serve all Maui Ocean Club neighbors with great enthusiasm, positive energy and my sincere Spirit of Aloha.”

VOA Limited Proxy Submission Methods

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

1. By Internet
 - a. Log onto proxyvoting.com/MVCI, 24 hours a day, seven days a week by the deadline of 4:30 p.m., Hawaii Standard Time, on October 15, 2019.
 - b. Enter the control number that appears on your VOA Limited Proxy.
 - c. Follow the simple instructions.
2. By Mail
 - a. Mark your selections on the enclosed VOA Limited Proxy.
 - b. Date and sign your name exactly as it appears on your VOA Limited Proxy.
 - c. If you will not be able to attend the VOA Annual Meeting, please appoint a proxy holder to vote on your behalf. You may appoint the designated proxy holder named on your VOA 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 VOA Annual Meeting.
 - d. Mail the Limited Proxy in the enclosed postage-paid envelope by the deadline of October 9, 2019.

Written Consent Ballot Submission Methods

To submit your Written Consent Ballot to the VOA indicating your desired vote for matters to be voted on at the AOA Annual Meeting, you may do so by accessing the secure Internet site or via mail.

1. By Internet.
 - a. Log onto proxyvoting.com/MVCI, 24 hours a day, seven days a week, by the deadline of 4:30 p.m., Hawaii Standard Time, on October 15, 2019.
 - b. Enter the control number that appears on your Written Consent Ballot.
 - c. Follow the simple instructions.
2. By Mail.
 - a. Mark your selections on the enclosed Written Consent Ballot.
 - b. Date and sign your name exactly as it appears on the Written Consent Ballot.
 - c. Mail the Written Consent Ballot in the enclosed postage-paid envelope by the deadline of October 15, 2019.

The Written Consent Ballot cannot be cast at the AOA Annual Meeting on October 22, 2019.

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LIMITED PROXY

**Maui Ocean Club Vacation
Owners Association
2019 Limited Proxy**

Date Signed: _____

Voting Member Signature

(X): _____

Printed Name: _____

Voting Member Signature

(X): _____

Printed Name: _____

Legal Name:

NOTE: PLEASE SIGN AND RETURN YOUR LIMITED PROXY ON OR BEFORE 4:30 P.M., HAWAII STANDARD TIME, ON OCTOBER 15, 2019 TO THE SECRETARY OF THE ASSOCIATION OR THE MANAGING AGENT. PLEASE NOTE, HOWEVER, THAT VOTES WILL BE COUNTED IF CAST IN PERSON OR OTHERWISE PROPERLY RECEIVED ON OR BEFORE OCTOBER 22, 2019.

1. The above signed, as member(s) of **Maui Ocean Club Vacation Owners Association** (the "Association"), do hereby appoint EITHER [**Indicate only one choice by filling in the circle at (a) or (b). If your choice is (b), please also print the name of the person appointed**]:
- (a) **Larry Wolfe**, President of the Association, or any other officer or director of the Association in attendance he so designates in his absence; **OR**
 - (b) _____ (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, hereby revoking all previous proxies, to vote in my place and stead on my behalf, and in accordance with my wishes as indicated herein, as though I myself were present and voting, with power of substitution, at the **Annual Meeting of Maui Ocean Club Vacation Owners Association**, to be held at 9:30 a.m., Hawaii Standard Time, on October 22, 2019 at Marriott's Maui Ocean Club, 100 Nohea Kai Drive, Lahaina, Hawaii 96761, except that my proxy holder's authority is limited as indicated below.

2. **AGENDA ITEMS. (FOR YOUR VOTE TO BE COUNTED ON THE FOLLOWING ISSUES, YOU MUST MARK THE CIRCLES PROVIDED BELOW. IF YOU LEAVE ANY ITEM IN THIS SECTION BLANK, YOUR PROXY HOLDER WILL NOT CAST A VOTE ON SUCH ITEM.)**
- A. The number of directors shall be fixed each year by the Association at its Annual Meeting, but shall not consist of less than three (3) nor more than nine (9) members. Your Board of Directors strongly recommends maintain the current number of Directors at five (5) members. Please select either keeping the number of members of the Board of Directors at five (5), or changing the number of the Board of Directors to three (3), four (4), six (6), seven (7), eight (8) or nine (9) members. Please do not make more than one (1) selection below. Selecting both choices will invalidate your vote. Further, if you select changing the number of members of the Board of Directors from the current five (5) members to a different number and you fail to clearly indicate the number of members desired in the space provided below, your vote will be invalid. Please see Proposals for additional details.

- Keep the number of Directors on the Board of Directors at five (5) members
- Change the number of Directors on the Board of Directors to ____ members (if you select this option, you must insert **one** of the following numbers in the preceding blank in order for your vote to be valid: 3, 4, 6, 7, 8 or 9)

B. Election of one (1) member to the Board of Directors to serve a three-year term. Please select no more than one (1) candidate. A selection of more than one (1) candidate will invalidate your vote. Please see the Candidate Profiles for a summary of the candidates.

- Alfred Michael Luckau
- Andrew McGovern
- Ira Jay Newman
- Roy Arvid Osing
- Linda Lee Rooney

C. To have the President of the Association vote to apply any surplus funds, remaining at the end of the year in any Account, towards the payment of Program Expenses (except for capital improvements) during the next year. Per Section 8.7 of the Maui Ocean Club Vacation Ownership Program Declaration of Covenants, Conditions and Restrictions (the "Timeshare Declaration"), each Owner gives the President of the Association a proxy and appoints the President as such Owner's special attorney-in-fact to adopt the foregoing resolution. All capitalized terms not otherwise defined in this Limited Proxy shall have the meanings given to them in the Timeshare Declaration.

FOR

3. **GENERAL POWERS (NON-AGENDA ITEM)**. You may choose to grant your proxy holder general powers. Please fill in the appropriate circle below if you want (or do not want) your proxy holder to vote on other issues that may come up at the meeting and for which a limited proxy is not required. **(PLEASE NOTE THAT IF YOU DO NOT MARK ANY CIRCLE IN THIS SECTION 3, YOUR PROXY HOLDER WILL NOT CAST ANY VOTE FOR YOU ON OTHER ISSUES THAT MAY COME UP AT THE MEETING.)**

- I authorize and instruct my proxy holder to use his or her best judgment on all matters which properly come before the meeting and for which a general power may be used.
- I do **NOT** authorize my proxy holder to vote on any other matters (non-agenda items) which properly come before the meeting.

THIS LIMITED PROXY IS REVOCABLE BY THE OWNER, ONLY BY ACTUAL NOTICE OF REVOCATION TO THE SECRETARY OF THE ASSOCIATION OR THE MANAGING AGENT 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 11 MONTHS FROM THE DATE OF THIS LIMITED PROXY.

Please sign and return your Limited Proxy no later than 4:30 p.m., Hawaii Standard Time, on October 15, 2019. Please note, however, that votes will be counted if cast in person at the Annual Meeting on October 22, 2019.

WRITTEN CONSENT BALLOT

DESIRED VOTE BY MAUI OCEAN CLUB VACATION OWNERS ASSOCIATION (“VOA”) MEMBERS
ON PROPOSALS TO BE CONSIDERED AT THE ANNUAL MEETING OF
ASSOCIATION OF APARTMENT OWNERS OF MAUI OCEAN CLUB (“AOAO”)
TO BE HELD AT 9:00 A.M., HAWAII STANDARD TIME, ON OCTOBER 22, 2019,
AT MARRIOTT’S MAUI OCEAN CLUB, 100 NOHEA KAI DRIVE, LAHAINA, HAWAII 96761

MEMBER NAME(S):

APARTMENT NO(S) AND TIMESHARE INTEREST(S) NO(S):

PLEASE INDICATE YOUR DESIRED VOTE ON THE AOAO ANNUAL MEETING AGENDA ITEM SET FORTH IN SECTION A. BELOW. PLEASE SEE THE ENCLOSED AOAO ANNUAL MEETING NOTICE AND PROPOSAL FOR ADDITIONAL DETAILS AND PROFILES OF CANDIDATES FOR THE AOAO BOARD OF DIRECTORS. FOR YOUR DESIRED VOTE ON THE AGENDA ITEM TO BE COUNTED BY THE VOA BOARD, YOU MUST MARK THE CIRCLE IN THE MANNER INDICATED BELOW. A REPRESENTATIVE OF THE VOA BOARD WILL THEN CAST THE VOTES, ON BEHALF OF THE VOA MEMBERS, AT THE AOAO ANNUAL MEETING IN ACCORDANCE WITH THE PROCEDURES SET FORTH IN SECTION 4.13.A OF THE MAUI OCEAN CLUB VACATION OWNERSHIP PROGRAM DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS.

A. **Election of AOAO Board Member:** Election of one (1) member to the AOAO’s Board of Directors to serve a three-year term. **Please select no more than one (1) candidate.** A selection of more than one (1) candidate will invalidate your vote. Please see the Candidate Profiles for a summary of the candidates.

- Alfred Michael Luckau
- Andrew McGovern
- Ira Jay Newman
- Roy Arvid Osing
- Linda Lee Rooney

ASSOCIATION OF APARTMENT OWNERS OF MAUI OCEAN CLUB ANNUAL AUDIT REPORT. By filling in the circle below, the undersigned Owner(s) hereby requests from the AOAO Board of Directors a copy of the annual audit report of the AOAO required by Hawaii Revised Statutes §514B-150. If you do not fill in the circle below, you are indicating that you do not wish to receive a copy of the annual audit report of the AOAO.

- Please send me a copy of the annual audit report of the AOAO

I/We, the Owner(s) of the Vacation Ownership Interest(s) pertaining to the Apartment(s) listed above, have marked the above circle to indicate my/our desired vote regarding the AOA Annual Meeting agenda item set forth in this Written Consent Ballot.

Voting Member Signature

Voting Member Signature

(X): _____
Printed Name: _____
Date: _____

(X): _____
Printed Name: _____
Date: _____

PLEASE EITHER RETURN YOUR **COMPLETED** WRITTEN CONSENT BALLOT IN THE ENCLOSED POSTAGE PRE-PAID ENVELOPE OR VOTE ON-LINE AT THE SECURE INTERNET SITE USING THE FOLLOWING LINK proxyvoting.com/MVCI AND YOUR PERSONAL CONTROL NUMBER FOUND ON YOUR WRITTEN CONSENT BALLOT, 24 HOURS A DAY, SEVEN DAYS A WEEK BY NO LATER THAN 4:30 P.M., HAWAII STANDARD TIME, ON OCTOBER 15, 2019, SO THAT YOUR VOTE CAN BE COUNTED.

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)].

The undersigned, being the owner (the "Owner"), of ownership interest(s) in the program or property known as **Marriott's Maui Ocean Club**, which is managed and administered by **Association of Apartment Owners of Maui Ocean Club** (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