

April 19, 2019

RE: Notice of Annual Meeting
Grand Chateau Owners' Association, Inc.

Dear Owner:

The 2019 Annual Meeting of Grand Chateau Owners' Association, Inc., will be held at 2:00 p.m., Pacific time, on June 18, 2019, at Marriott's Grand Chateau, 75 East Harmon Avenue, Activity Room-Lobby Level, Las Vegas, Nevada, 89109.

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
- Fix number of Board of Directors

The following Annual Meeting materials are enclosed for your review:

- **Proposals** to be considered
- **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 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 June 11, 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 questions regarding submitting your Limited Proxy electronically, please contact Morrow Sodali by email at mvci.info@morrow sodali.com.

If you have any questions regarding the Annual Meeting, please contact Rance Ryan, General Manager, by phone at 702-862-5601 or by email at rance.ryan@vacationclub.com.

Whether or not you plan to attend the Annual Meeting, I encourage you to vote 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,

Lee Hall

Secretary/Treasurer
Grand Chateau Owners' Association, Inc.

Grand Chateau Owners' Association, Inc.
2019 Annual Meeting

Proposals

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1. **Election of one (1) Member to the Board of Directors** (Item 2a on your Limited Proxy)
One Member will be elected to serve on the Board of Directors, to serve a three-year term. See Candidate Profiles for a summary of the candidates.

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

Bylaws, 2.1: "The management and operation of the Project and the administration of the affairs of the Association shall be conducted by a Board consisting of not less than five (5) nor more than seven (7) persons. The first Board shall consist of five (5) persons appointed by the Developer, and it shall serve until the first meeting of the members of the Association, at which time and election of all the members of the Board shall be conducted. The number of the 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 members of the Association at any special meeting called for such purpose. Each director shall be an Owner and a member of the Association, or a designated officer of a member, or affiliate of such member, of an Owner if such Owner is a limited liability company, or designated officer or employee of such Owner is a corporation, or a designated general partner of an Owner if such Owner is a general partnership or a limited partnership."

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

Your choices are five (5) or seven (7).

Grand Chateau Owners' Association, Inc.
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Candidate Profiles

Candidates listed in alphabetical order

Name: Susan Freudigman
Home: Bloomfield Hills, Michigan
Occupation: Human Resource Facilitator - Retired
Comments: "I have owned Marriott timeshares since 1999 in Florida and Las Vegas. I have served 6 years on the Grand Chateau Board of Directors. I would like to resume using the experience I've gained to maintain the high level of service this property has given us. Being retired, I have the time and a wealth of experience to offer including the ability to work well with people. I have had successful experience managing budgets and personnel, and I thrive on problem solving. I am organized, creative, and love life and the people I meet in my travels. I feel it is important for a board member to always be open to new ideas, use common sense and enjoy a cohesive relationship with the management team, who have kept the association fees low, while maintaining our property as a highly desirable destination."

Name: Lisa Hoston
Home: Silver Spring, Maryland
Occupation: Training & Organizational Development Manager
Comments: "My name is Lisa Hoston and I would like to serve on the Board of Directors. I have been a Marriott Vacation Club Grand Chateau owner in good standing since 2007. I have enjoyed my many vacations at Marriott hotels and resorts, and now, desire to assist the organization with my talents and knowledge. I currently work in Human Resources management at Live! Casino & Hotel in Hanover, Maryland. I believe that my experience in the gaming, hospitality, and entertainment industry, Master of Business Administration education, and leadership skills can bring much benefit to the Board of Directors. I look forward to putting my knowledge, skills and abilities toward good efforts and, of course, great vacation experiences! Regards, Lisa Hoston"

Name: David Miles
Home: Leesburg, Virginia
Occupation: Career Consulting
Comments: "My wife and I own the equivalent of 12 Marriott timeshares, both in deeded property and in destination points. With my background of 25 years of service with Marriott (retired 1992) and 20+ years as co-owner of Miles LeHane Companies, a strategic management and leadership consulting firm, I truly understand the difference between good and great service. I believe the Board needs to work closely with the property management team, to achieve this level of service and operating efficiency in this resource restricted business environment. I am currently serving as President of the Board of Directors at Grand Chateau and as a Board Member and Finance Committee Member at Grande Vista as well as in Aruba, Ocean Watch appeals Board. I would be honored to continue serving and kindly ask for your vote. Thank you for your support."

**Grand Chateau Owners' Association, Inc.
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Candidate Profiles

(continued)

Name: Crystal Miller
Home: Jeffersonville, Pennsylvania
Occupation: Director of Medicare Operations
Comments: "I've owned at Grand Chateau for over ten years, and my husband and I look forward to our visits to Las Vegas every year! My experience includes running a law practice while also leading Medicare operations for a large health insurance company, as well as fundraising/volunteering for the Leukemia & Lymphoma Society and a community choir. My dual careers and volunteerism have given me a unique way of approaching situations, and my leadership skills have been honed while I build mutually-beneficial relationships, uniting groups/individuals with diverse interests, and ensuring that all parties are fully-represented and satisfied with the outcomes. This experience, coupled with my service on the neighborhood HOA board, demonstrates my unique qualifications to represent each of you. I anticipate the challenges of serving as a Director and making your opinions, ideas and needs heard and understood. Thank you for your consideration"

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 June 11, 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.

LIMITED PROXY

**Grand Chateau Owners’
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 JUNE 11, 2019. PLEASE NOTE, HOWEVER, THAT VOTES WILL BE COUNTED IF CAST IN PERSON OR OTHERWISE PROPERLY RECEIVED ON OR BEFORE JUNE 18, 2019.

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

(1) **David Miles**, President of the Association, or any other 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 Grand Chateau Owners’ Association, Inc.**, to be held at 2:00 p.m., Pacific time, on June 18, 2019, at Marriott’s Grand Chateau, 75 East Harmon Avenue, Activity Room-Lobby Level, Las Vegas, Nevada 89109, except that my proxy holder’s authority is limited as indicated below.

2. **AGENDA ITEMS. (FOR YOUR VOTES TO BE COUNTED ON THE FOLLOWING ISSUES, YOU MUST VOTE ON THE ITEMS BELOW. IF YOU LEAVE ANY ITEMS IN THIS SECTION BLANK, YOUR PROXY HOLDER WILL NOT CAST VOTES ON SUCH ITEMS).**

a) Election of one (1) member to the Board of Directors, each to serve a three-year term. See Candidate Profiles for a summary of the candidates. (SELECT ONE CANDIDATE). A selection of more than one candidate will invalidate your vote.

- Susan Freudigman
- Lisa Hoston
- David Miles
- Crystal Miller

b) The number of directors shall be fixed each year by the Association at its Annual Meeting. See Proposals for details.

- Five (5) Directors
- Seven (7) Directors

3. **GENERAL POWERS (NON-AGENDA ITEMS)** To have my appointed proxy holder vote or not vote as he/she sees fit and in the best interest of the Association on any other business rightfully brought before the membership, raised from the floor and not on the Agenda.

- Proxy holder may vote on non-Agenda items raised from the floor
- Proxy holder may not vote on non-Agenda items raised from the floor

THIS LIMITED PROXY IS REVOCABLE BY THE OWNER UPON NOTICE TO 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.

CLUB RESORTS (THAILAND) HOLDINGS LIMITED

(the Company)

RESOLUTION IN WRITING OF THE SOLE DIRECTOR OF THE COMPANY PASSED PURSUANT TO ARTICLE 97 OF THE COMPANY'S ARTICLES OF ASSOCIATION.

DESIGNATION FOR LIMITED PROXY

Attached herewith the form of Limited Proxy in relation to the Annual Meeting of the Grand Chateau Owner's Association Inc., which includes the Company, to be held on June 18, 2019, at Marriott's Grand Chateau, 75 East Harmon Avenue, Activity Room-Lobby Level, Las Vegas, Nevada 89109.

I hereby RESOLVE that Mr. Cliff Delorey be authorized to complete, execute and deliver the aforesaid form of Limited Proxy in his absolute discretion from the perspective of the Company's best interests, for and on behalf of the Company.

Dated: _____

Nigel David Stead
Sole Director

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 Grand Chateau** which is managed and administered by **Grand Chateau 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 Grand Chateau** which is managed and administered by Grand Chateau **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