

April 17, 2020

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

Dear Owner:

The 2020 Annual Meeting of Grand Chateau Owners' Association, Inc., will be held at 2:00 p.m., Pacific time, on June 16, 2020, 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 two (2) Members to the Board of Directors, each 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 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 June 9, 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 June 16, 2020. If you submit your Limited Proxy on the internet, please do not also mail your Limited Proxy.

If you have questions regarding submitting your Limited Proxy electronically, please contact Morrow Sodali by email at mvci.info@morrow sodali.com.

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 about your Limited Proxy or the information enclosed, please contact Jennifer Penningroth, Director of Operations, by phone at 702-862-5617 or by email at Jennifer.penningroth@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,

Lee Hall

Secretary/Treasurer
Grand Chateau Owners' Association, Inc.

Grand Chateau Owners' Association, Inc.
2020 Annual Meeting

Proposals

1. **Election of two (2) Members to the Board of Directors** (Item 2a on your Limited Proxy)

Two Members will be elected to serve on the Board of Directors, each 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 if 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.
2020 Annual Meeting**

Candidate Profiles for the Board of Directors

Candidates are listed in alphabetical order.

Name: Lawrence Cohodes
Home: Grafton, Wisconsin
Occupation: Sales-Retired
Comments: "As an owner at Marriott's Grand Chateau along with being a Chairman's Club owner I would like to serve on the board. I have a 45-year background in Foodservice sales along with owning my own restaurant for 10 years. I feel my unique background will benefit the board and owners of Marriott's Grand Chateau."

Name: Lee Hall
Home: Salt Lake City, Utah
Occupation: Vice President, Owner Services Operations, Marriott Vacations Worldwide
Comments: "I have over 20 years of experience in the timeshare industry and look forward to using that experience for the good of the owners of Marriott's Grand Chateau. I have enjoyed the last 3 years serving on this Board of Directors. During this time, the Board has done well in working with the management company and looking after the owners' interests (financially and otherwise). I feel it is our job to ensure that the owners have a great guest experience and that we accomplish that in the most fiscally responsible way possible. It is a pleasure to serve the owners of Marriott's Grand Chateau as a member of this Board, and work so that all can enjoy great vacations at our home, away from home."

Name: Kristine Meyer
Home: Avon, Indiana
Occupation: Public Relations
Comments: "Kristine Meyer currently serves as the communications manager at the National FFA Organization where she has worked for 17 years. In her spare time, she has served on various boards-serving on the executive committee for her condo's homeowner association in the early 2000's, serving in leadership roles on her college's alumni association as well as serving in leadership roles in local community walks-raising awareness for breast cancer. Her skill sets are organization, building relationships, and making sure entities stay fiscally responsible."

Name: Sally Suchil
Home: Los Angeles, California
Occupation: Former CEO-Non-Profit
Comments: "I have extensive executive, managerial and legal experience with corporations and non-profit organizations. I have served as General counsel, Chief Administrative Officer, Corporate Secretary and most recently as Chief Executive Officer. I spent 15 years in the entertainment industry, followed by non-profit work with a multi-billion-dollar endowment, and art museum and a large membership organization. I have also served on many professional, philanthropic and charitable boards and commissions."

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 9, 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.

Grand Chateau Owners' Association, Inc.
2020 Annual Meeting

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LIMITED PROXY

**Grand Chateau 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 JUNE 9, 2020. PLEASE NOTE, HOWEVER, THAT VOTES WILL BE COUNTED IF CAST IN PERSON OR OTHERWISE PROPERLY RECEIVED ON OR BEFORE JUNE 16, 2020.

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 16, 2020, 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 two (2) Members to the Board of Directors, each to serve a three-year term. See Candidate Profiles for a summary of candidates. (SELECT TWO CANDIDATES). A selection of more than two candidates will invalidate your vote.

- Lawrence Cohodes
- Lee Hall
- Kristine Meyer
- Sally Suchil

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.

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