

September 24, 2019

RE: Correction to Notice of Annual Meeting
Waiohai Beach Club Vacation Owners Association (the "VOA")

Dear Marriott's Waiohai Beach Club Owner:

By now you may have received Notice of the 2019 Annual Meeting of Waiohai Beach Club Vacation Owners Association, which was mailed on September 9, 2019. The Limited Proxy included in that mailing omitted the name of one of the candidates for election to the Board of Directors. Enclosed, for your use, is the corrected Limited Proxy reflecting all the candidate names for election to the Board of Directors.

IMPORTANT: If you have already mailed back the Limited Proxy you received with the original mailing, that Limited Proxy will be discarded due to the omission of one of the candidates for election to the Board of Directors. **Therefore, you will need to send in the corrected Limited Proxy enclosed with this letter in order for your Limited Proxy to be valid.** Please complete, sign and date the enclosed corrected Limited Proxy and mail it in the prepaid envelope to Proxy Services Corporation, P.O. Box 9001, Brentwood, New York 11717-9804 by October 18, 2019. As indicated above, if you previously returned a Limited Proxy on the original form sent to you, that Limited Proxy has been discarded due to the omission of the name of one of the candidates, therefore, **if you do not send in the enclosed corrected Limited Proxy, or submit your Limited Proxy online, by the deadline noted below, your proxy holder will not be able to cast the applicable votes for you at the VOA's annual meeting.**

As a reminder, if you are unable to attend the Annual Meeting in person and have not yet submitted your Limited Proxy, you may do so by postal mail or electronically through the following website: proxyvoting.com/MVCI. Please note that all Limited Proxies must be received by 4:30 p.m., Hawaii Standard Time, on October 18, 2019. If you are submitting your Limited Proxy electronically, through the website noted above, you will need the personal control number found on your Limited Proxy, as that number is needed to authenticate your electronic submission.

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

If you have questions regarding the Annual Meeting or the Limited Proxy, please contact Jenni Saguid, Administrative Assistant, by email at jenni.saguid@vacationclub.com or by phone at 808-742-4402.

Whether or not you plan to attend the VOA Annual Meeting, I encourage you to submit your Limited Proxy promptly. If the quorum requirement is not met, the VOA will incur additional expenses to re-notice Owners to obtain the votes required to hold the VOA Annual Meeting. Your vote and participation are important to the Association.

Sincerely,

Katherine K. Head

Secretary/Treasurer
Waiohai Beach Club Vacation Owners Association

LIMITED PROXY

Waiohai Beach 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 18, 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 25, 2019.

1. The above signed, as member(s) of **Waiohai Beach 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) **William Cook**, 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 Waiohai Beach Club Vacation Owners Association**, to be held at 10:30 a.m., Hawaii Standard Time, on October 25, 2019, at Marriott's Waiohai Beach Club, Owners Lounge, 2249 Poipu Road, Koloa, Kauai, Hawaii 96756, 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 maintaining 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 two (2) members to the Board of Directors, each to serve a three-year term. Please select no more than two (2) candidates. A selection of more than two (2) candidates will invalidate your vote. Please see the Candidate Profiles for a summary of the candidates.

- Katherine Head
- Cam Henderson
- Jonathon Killmer
- Katherine A. Kreiter
- Richard C. Oppman
- Jeffrey O. Powell
- Sandra E. Wright

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 Waiohai Beach 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(S))**. 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 18, 2019. Please note, however, that votes will be counted if cast in person at the Annual Meeting on October 25, 2019.