

March 26, 2018

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

Dear Marriott's Heritage Club Owner:

The 2018 Annual Meeting of Heritage Club Owner's Association, Inc., will be held at 2:00 p.m., Eastern time, on May 8, 2018, 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 one (1) Member to the Board of Directors to serve a three-year term

The following Annual Meeting materials are enclosed for your review:

- **Candidate Profile** of the candidate 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 May 1, 2018. 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 8, 2018. If you submit your Limited Proxy on the Internet, please do not also mail your Limited Proxy.

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

In connection with updating your records, a **Certificate of Voting** form is included. **If you completed and returned a Certificate of Voting form in 2017, 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. Single, individual Owners do not need to complete a form.

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.

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.
2018 Annual Meeting**

Candidate Profile

Name: James Dugan
Home: New Bern, North Carolina
Occupation: Retired, Architect
Comments: "Having served nine three-year terms on the Heritage Club Board of Directors, the past sixteen years as President and the previous eleven years as Director and Vice-President, I have a good understanding and historical perspective of the issues facing the board and the homeowner's association. I have attended all Heritage Club Board of Directors meetings during my nine terms. As a retired architect, my main interest is maintaining the Heritage Club facility through cost effective long-term care and maintenance in compliance with current building technology, building codes, and the Americans with Disabilities Act (ADA) requirements. I hope to continue to bring my expertise in architecture, construction, and long-term maintenance to the Heritage Club Board, homeowners, and the facility."

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 May 1, 2018.
- 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.

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LIMITED PROXY

**Heritage Club Owner's Association, Inc.
2018 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 1, 2018. Please note, however, that votes will be counted if cast in person or otherwise properly received on or before May 8, 2018.

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 8, 2018, 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 ISSUES, 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 one (1) member to the Board of Directors to serve a three (3) year term. See Candidate Profile for a summary of the candidate. Please vote for no more than one (1) candidate. Selection of more than one (1) candidate will invalidate your vote.

James Dugan

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.

Sample fields to be populated from data:

<<Owner ID/Villa/Week/Note [if COV field populated]: **Your form was previously received. You do not need to complete and return the form again unless you wish to designate a new voting member.**>>

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: _____

Sample fields to be populated from data:

<<Owner ID/Villa/Week/Note [if COV field populated]: **Your form was previously received. You do not need to complete and return the form again unless you wish to designate a new voting member.**>>

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