

# WELCOME

## MVW INVESTOR DAY

May 2015

MARRIOTT  
VACATIONS  
WORLDWIDE  
SM



**Foreword:**  
A Balanced Approach

**Jeff Hansen**

Vice President  
Investor Relations



# Forward-Looking Statements

This presentation contains “forward-looking statements” within the meaning of federal securities laws, including statements about future operating results, performance and targets, earnings trends, estimates, and assumptions, and similar statements concerning anticipated future events and expectations that are not historical facts. We caution you that these statements are not guarantees of future performance and are subject to numerous risks and uncertainties, including volatility in the economy and the credit markets, supply and demand changes for vacation ownership and residential products, competitive conditions, the availability of capital to finance growth, and other matters referred to under the heading “Risk Factors” contained in our most recent annual report on Form 10-K filed with the U.S. Securities and Exchange Commission (the “SEC”) and in subsequent SEC filings, any of which could cause actual results to differ materially from those expressed in or implied in this presentation. These statements are made as of May 15, 2015 and we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

The “forward-looking statements” in this presentation also include statements regarding our 2018 performance given various growth scenarios. We caution you that these statements are provided for illustration and discussion purposes only and are not predictions or forecasts of, or management’s guidance regarding, our future operating results.

Throughout this presentation we report certain financial measures, each identified with a double asterisk (“\*\*”), that are not prescribed or authorized by United States Generally Accepted Accounting Principles (“GAAP”). We discuss our reasons for reporting these non-GAAP measures and reconcile each to the most directly comparable GAAP measure in the Appendix to this presentation and in materials available on the investor page of our website at [ir.mvwc.com](http://ir.mvwc.com).

# Why Are We Here?

## No Unclear Aspects



28% of respondents completely understand our story

Source: MVW 2014 Perception Analysis conducted by Ipreo

# Why Are We Here?

## Requires More Clarity

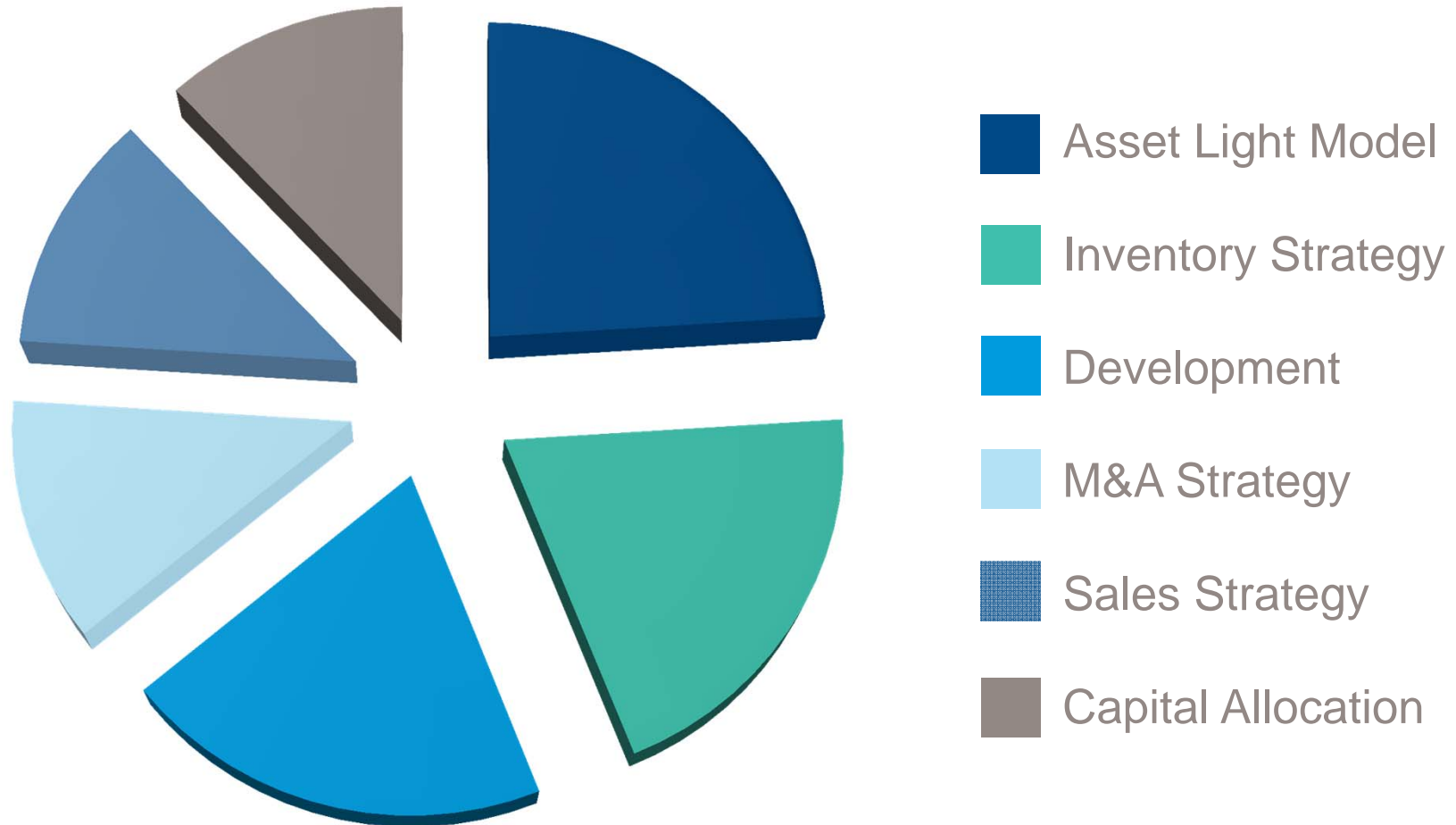


However, that leaves 72% of our investor community requiring further clarity

Source: MVW 2014 Perception Analysis conducted by Ipreo

# Your Feedback

## Areas of Focus



Recent survey results provided areas we realize need additional focus

Source: MVW 2014 Perception Analysis conducted by Ipreo

# Prologue

**Steve Weisz**

President and  
Chief Executive Officer





Marriott's Mai Khao Beach, Phuket, Thailand

# Who We Are

MARRIOTT  
VACATIONS  
WORLDWIDE  
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Marriott Vacations Worldwide Corporation (NYSE:VAC) is an industry leader in the upscale and luxury vacation ownership segments

Long-term license to operate under the Marriott and The Ritz-Carlton brands

Over 400,000 Owners with over 500,000 weeks equivalents owned

59 vacation properties in the United States and seven other countries and territories





# Mission Statement

MARRIOTT  
VACATIONS  
WORLDWIDE  
SM

Deliver Unforgettable Experiences  
That Make Vacation Dreams  
Come True!



Marriott's Shadow Ridge, Palm Desert, California

# What We Do

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WORLDWIDE  
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Sell vacation ownership products

Earn revenue from diverse sources

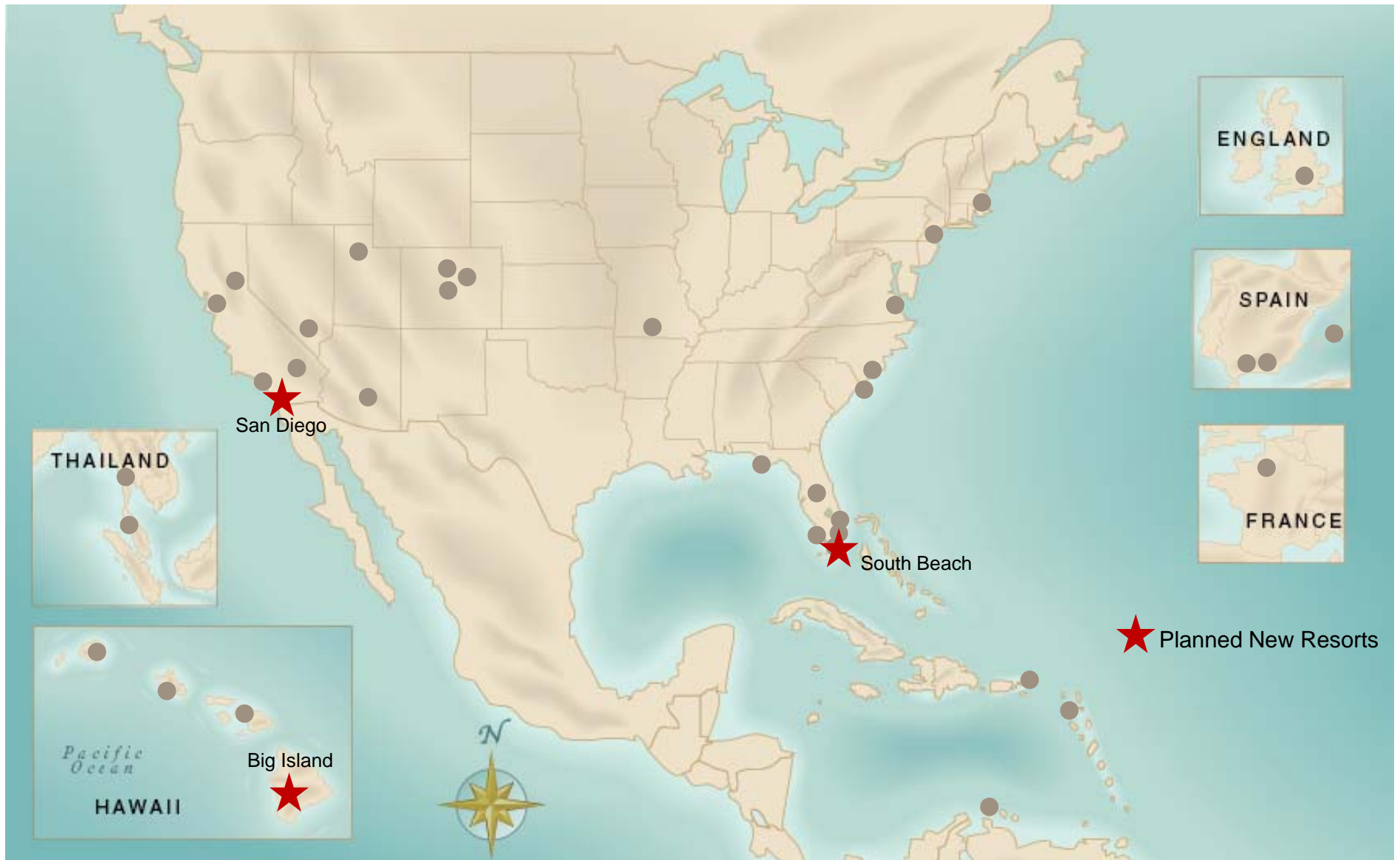
- Nearly half of revenues derived from lines of business other than sales of vacation ownership products
- Rent vacation ownership units
- Finance consumer purchases of our vacation ownership products
- Manage resorts and provide services for Owners and Members

# Global Destinations

MARRIOTT  
VACATIONS  
WORLDWIDE<sup>SM</sup>



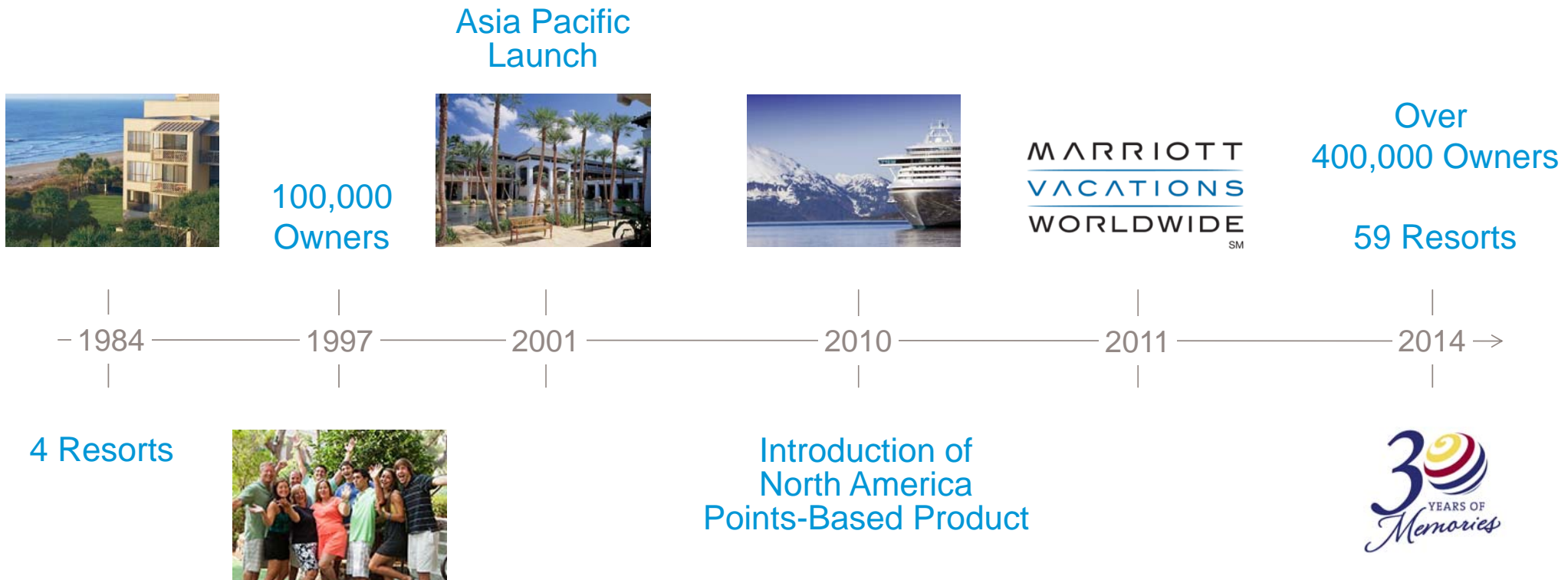
# Global Destinations



NOTE: We have not yet closed on commitments to acquire inventory at future dates in South Beach and Big Island of Hawaii.

# Long and Distinguished History

## More than 30 years of industry leading experience



# Spin Related Accomplishments

In our first three years as an independent public company:

Separated from Marriott International

- Established independent IT systems
- Optimized our infrastructure based on our size
- Built up new public company and standalone capabilities

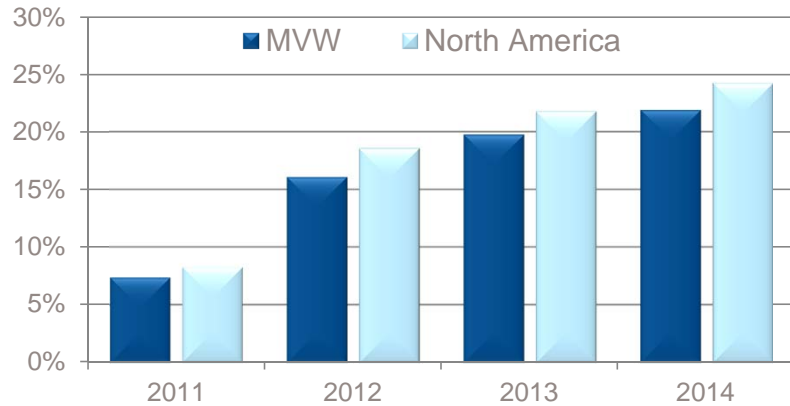
Improved investment community understanding of our business



Marriott's Mountain Valley Lodge, Breckenridge, Colorado

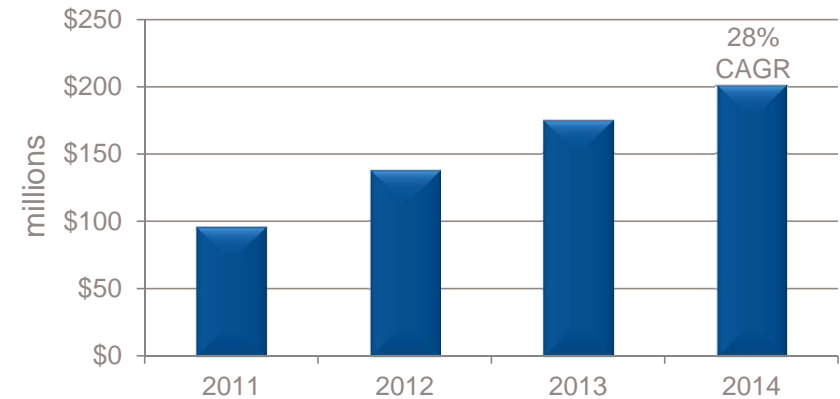
# 2011 Strategies

## Improve Adjusted Development Margin\*\*



Almost threefold improvement since 2011

## Grow Adjusted EBITDA\*\*



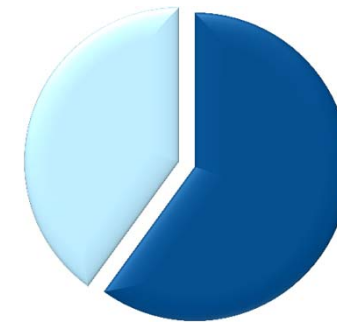
## Reduce Inventory Balances



Approximately \$200 million of cash flow in excess of real estate spending since 2011

\*\* See Appendix for non-GAAP financial measures.

## Dispose of Excess Land and Inventory



■ \$120M Completed ■ \$50-80M Remaining

# Impressive Accomplishments

MARRIOTT  
VACATIONS  
WORLDWIDE  
SM

## Our Commitment to Our Associates

- World class associate engagement
- More than 40% of new hires come from referrals from existing associates
- Average associate tenure is seven years

————— **AON** Hewitt —————  
**BESTEMPLOYERS**  
—————  
UNITED STATES | 2014



Marriott's Cypress Harbour, Orlando, Florida



# Impressive Accomplishments

## Our Spirit To Serve

- A longstanding commitment to the communities in which we live and work



# Impressive Accomplishments

- The Stevie Awards (The American Business Awards)
- “10 Best Travel Companies To Work For” (*Forbes* 2014)
- TripAdvisor’s Travelers’ Choice Awards (2014 U.S., Thailand, and France)





**Howard Nusbaum**

President & CEO,  
American Resort  
Development Association

- Update from ARDA World
- State of the industry
- Why do people buy timeshare?

# ARDA WORLD

## THE GLOBAL TIMESHARE EVENT

APRIL 12-16, 2015 | Orlando World Center Marriott | Orlando, Florida



## Today's Timeshare Owners: They're Changing



### MORE DIVERSE, YOUNGER OWNERS WITH YOUNGER FAMILIES

- New owners are nearly **10 years younger** than traditional timeshare owners
- 39% are GenXers and 30% are Millennials: median age is **39**
- **42%** of new owners are African American or Hispanic
- **79%** are married or in a committed relationship
- **51%** have children under the age of 18



### HIGHLY EDUCATED AND EMPLOYED

- **72%** are college graduates
- **23%** also have graduate degrees
- **\$94,800** median household income
- **72%** employed full-time
- **91%** own their own home



### SAVVY CONSUMERS

- **75%** had some form of interaction with a timeshare resort before purchasing
- **44%** stayed at the same resort where they bought as a guest of another owner
- **42%** experienced timeshare vacations through renting first
- **35%** attended multiple sales presentations before buying

### VALUE LONG-TERM VACATION SAVINGS

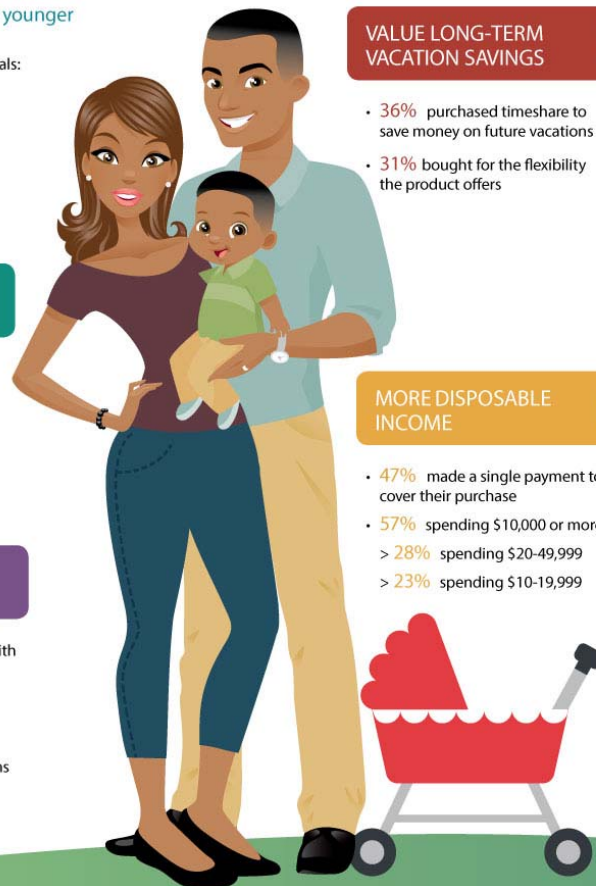


- **36%** purchased timeshare to save money on future vacations
- **31%** bought for the flexibility the product offers

### MORE DISPOSABLE INCOME



- **47%** made a single payment to cover their purchase
- **57%** spending \$10,000 or more
- **> 28%** spending \$20-49,999
- **> 23%** spending \$10-19,999



The Shared Vacation Ownership Study  
by ARDA International Foundation (AIF).

was conducted by HSR Associates and commissioned



## BANNER YEAR FOR TIMESHARE INDUSTRY

Figures are for 2013

8.5 million  
Intervals owned

Average  
resort has  
125 units

1,540  
Resorts

192,420  
Units

Sales  
Volume  
▲11%

2012  
\$6.9B

2013  
\$7.6B

Number of  
Intervals Sold ▲1%

2012

366,200

2013

370,600



For the full *State of the Vacation Timeshare Industry: United States Study 2014 Edition*, visit [www.arda.org/foundation](http://www.arda.org/foundation).

To learn more about vacationing with timeshare, visit [www.vacationbetter.org](http://www.vacationbetter.org).

## TIMESHARE INDUSTRY FUELS THE U.S. ECONOMY

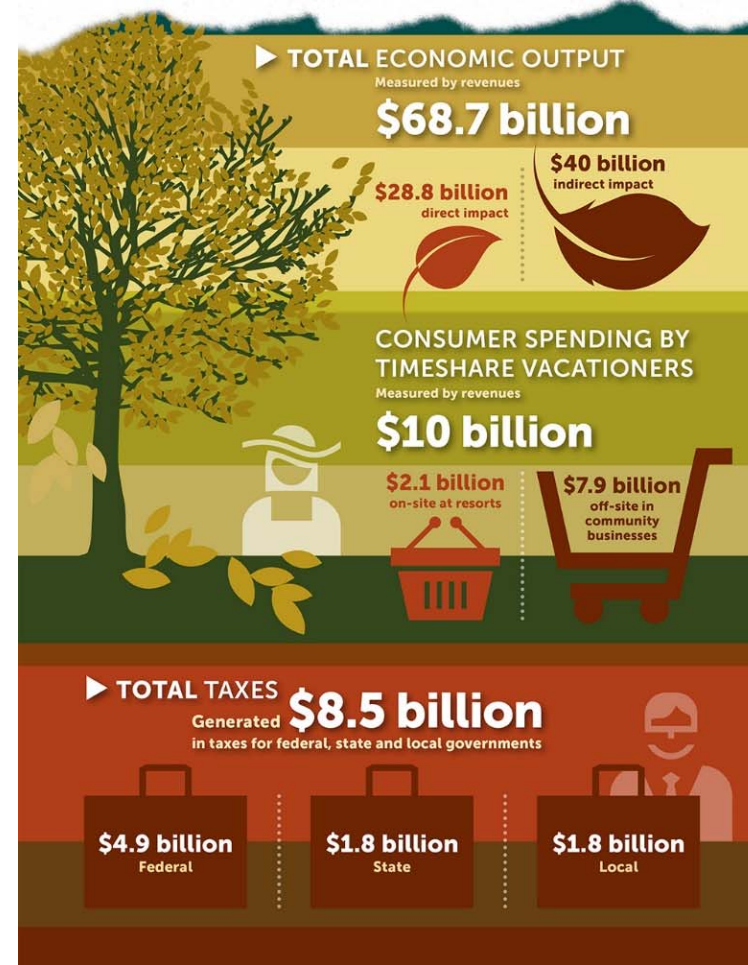
Based on 2013 data (numbers may not sum due to rounding)

▶ TOTAL INCOME  
**\$23.6 billion**

**\$13.3 billion**  
in indirect personal income  
**\$10.2 billion**  
in personal income

▶ TOTAL EMPLOYMENT  
**473,000 Jobs**

**219,295**  
Direct  
(employees of  
the industry)     **253,929**  
Indirect  
(suppliers and other  
related businesses)



For the full *Economic Impact of the Timeshare Industry on the U.S. Economy 2014 Edition*, visit [www.arda.org/foundation](http://www.arda.org/foundation).

To learn more about vacationing with timeshare, visit [www.vacationbetter.org](http://www.vacationbetter.org).

BASED ON  
STUDY BY **EY**  
Building a better  
working world

## KITCHENS: THE KEY TO A HAPPIER VACATION!



**90%\***  
of vacationers said a kitchen improved their vacation experience

### WHY KITCHENS?

#### PERFECT FOR FAMILIES WITH YOUNG CHILDREN

They eliminate the hassle of eating every meal out, and meals are at convenient times, meaning there is less pressure to be on a schedule



#### CUTS VACATION COSTS



Eating out adds up. Having a kitchen allows you to save money on meals

#### ALLOWS FOR ADULT DINING TIME

A family meal is great for bringing everyone together, but sometimes you need a break. Give the kids an earlier dinner and enjoy some well-deserved adult time and conversation



#### GREAT OPTION FOR THOSE WHO LOVE TO COOK!

A resort truly feels like a home away from home with a favorite family meal



### TIP:

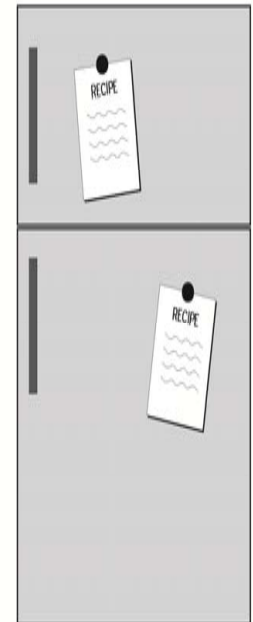
#### BRING RECIPES FROM HOME

That are simple and delicious and that your family will love

#### AND IF YOU NEED SOME INSPIRATION...

Browse VacationBetter.org's Pinterest for easy vacation dishes!

[PINTEREST.COM/VACATIONBETTER/](https://www.pinterest.com/vacationbetter/)





**IF THIS LOOKS LIKE YOUR VACATION  
SLEEPING ARRANGEMENTS...**



**THEN IT'S TIME TO  
CHECK OUT TIMESHARE.**

The space to be together with room for privacy. [www.VacationBetter.org](http://www.VacationBetter.org)

## Why Buy

- Save money on future vacations
- Resort location
- Overall flexibility
- Makes vacations a certainty
- Certainty of quality accommodations

## Why Continue to Own

- Resort location
- Overall flexibility
- Save money on future vacation costs
- Certainty of quality accommodations
- Exchange

Home away from home

Place to spend with people important in my life

Makes me look forward to vacations

More space for family and friends

Makes vacation planning easier

# Thank You



# Outline for Growth



Evolving and growing points product

Expanding fee-based revenue streams

Strong rental program

Strong and disciplined marketing and sales approach

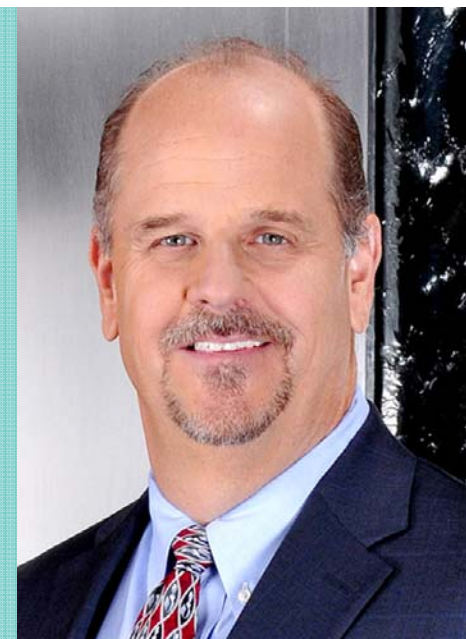
New destinations and sales distributions

Strong long-term financial results

## Chapter 1: Our Product Value

**Lee Cunningham**

Executive Vice President and  
Chief Operating Officer



# Our Business



Four primary revenue streams

Marriott Vacation Club Destinations – points based ownership product

Rentals and recurring revenue streams

Marriott's OceanWatch,  
Myrtle Beach, South Carolina

# Marriott Vacation Club Destinations Program

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Unique points program

Flexible customized usage options

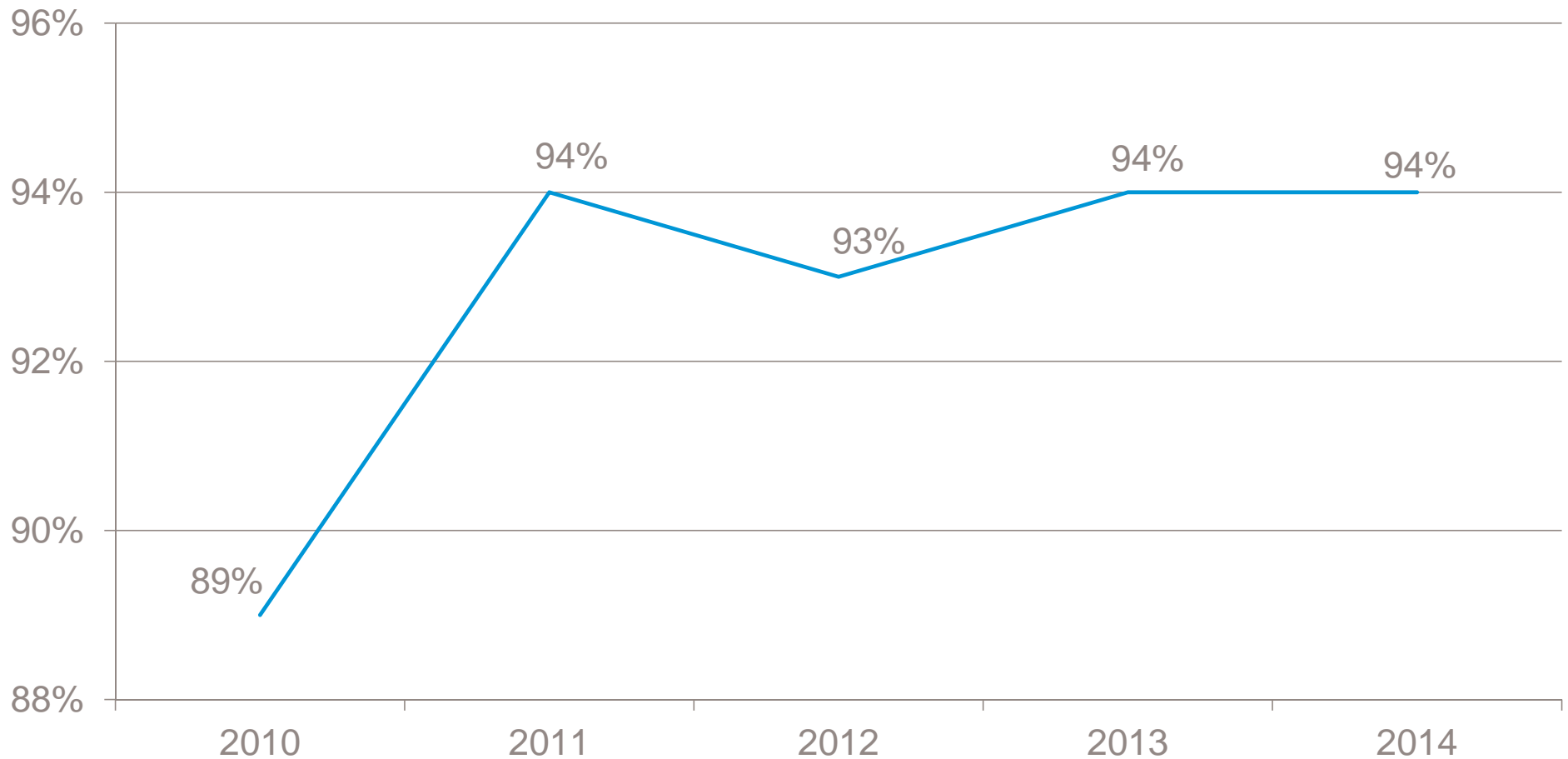
Broader appeal to customers

Marriott's Summit Watch, Park City, Utah



# Satisfied Owners

## First Choice Index (North America)

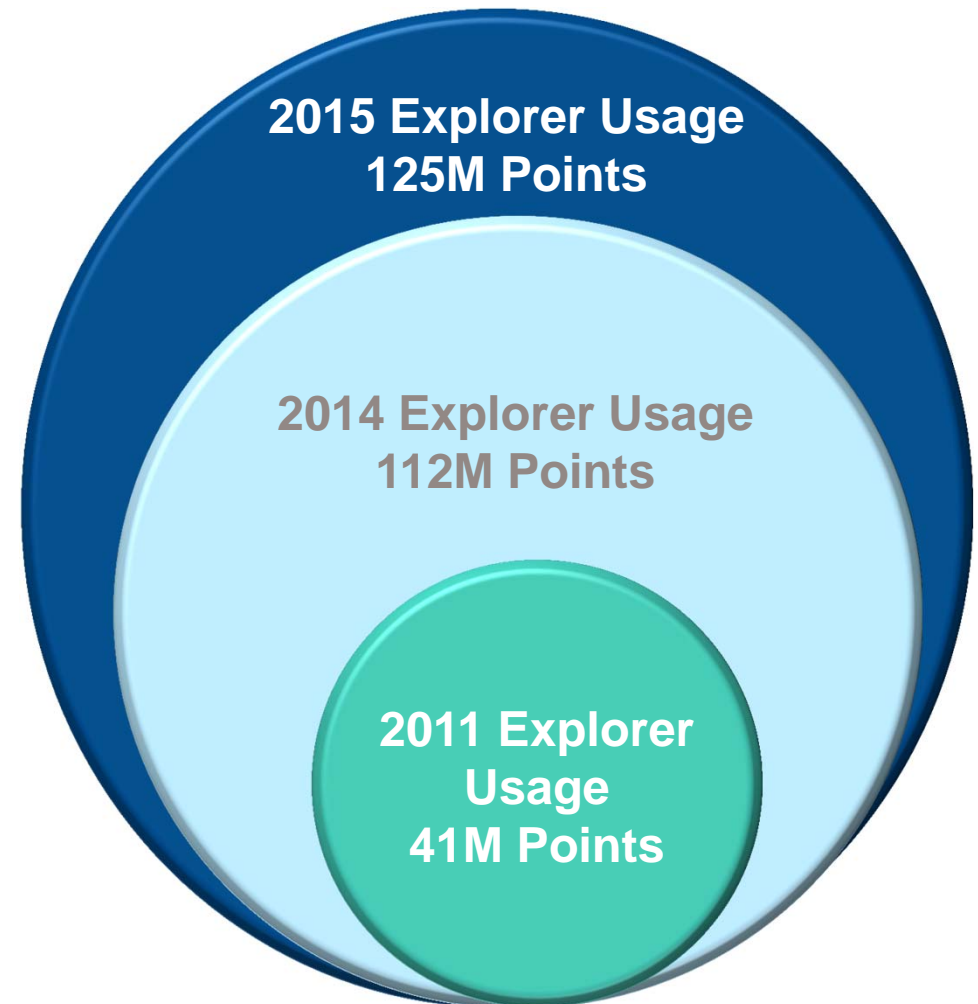


The First Choice Index measures how frequently our Owners are able to receive their first choice when making a reservation to stay at one of our resorts, or are satisfied with the alternatives that are offered if their first choice is not available.

# Growth of Explorer Collection

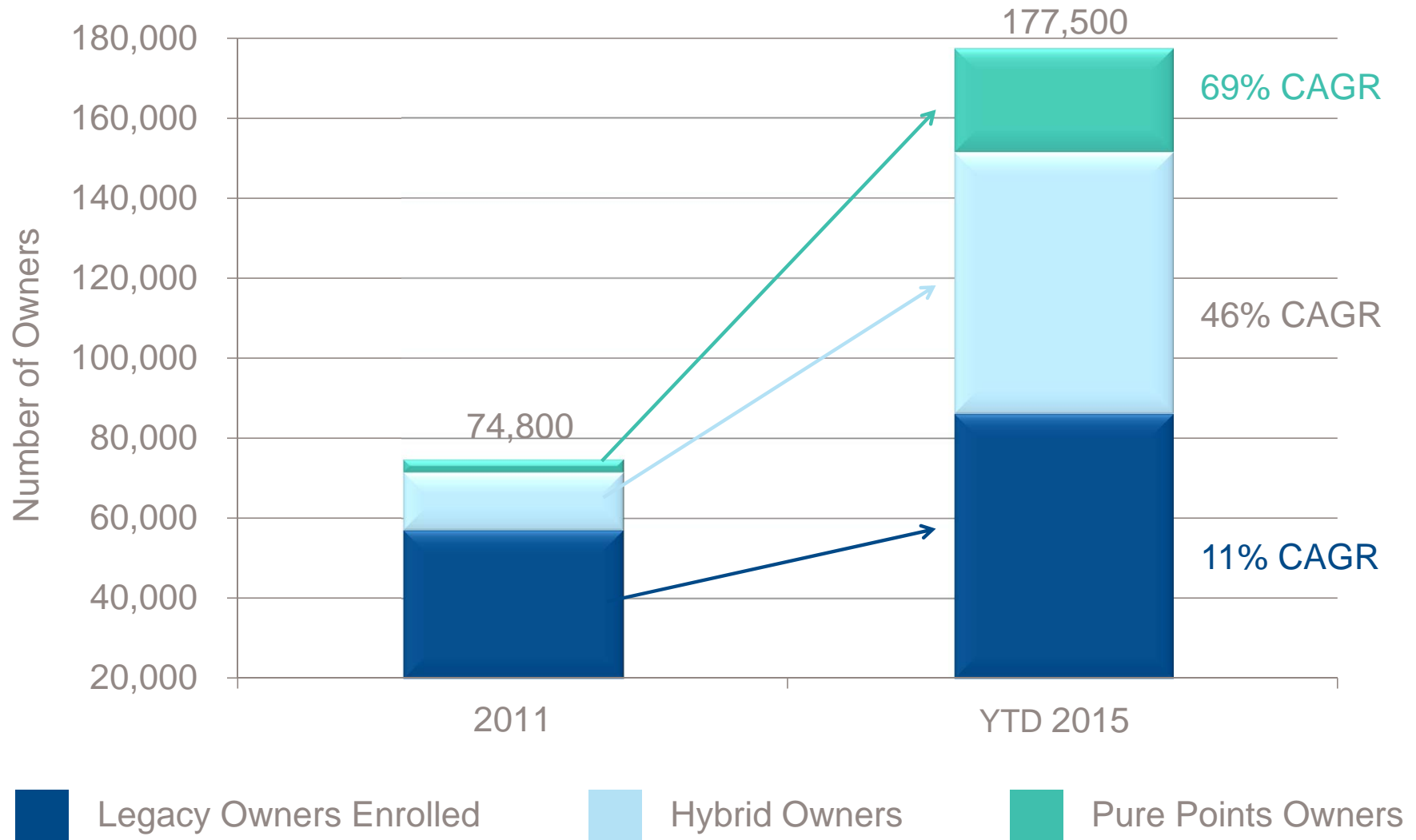
## Major Product Enhancements

- 5 times more product offerings since 2011
- Regional, luxury & river cruises and Owner cruises
- Custom-built, Owner-exclusive group tours
- City Explorer packages
- Luxury residences
- Adventure travel
- Golf packages
- Premier events
- Yacht charters
- In-market activities
- Airline reservations



# Growth in Points Program Participation

## 24% Overall CAGR



# Capital Efficiency of Points Program



Consumers buy portfolio rather than location

Ability to sell indefinitely at sales galleries

Efficient development planning and inventory management

Marriott's Ocean Pointe, Palm Beach Shores, Florida



**Nick Rossi**

Senior Vice President  
Global Inventory and  
Rental Management



**John Albert**

Vice President  
Resort Operations

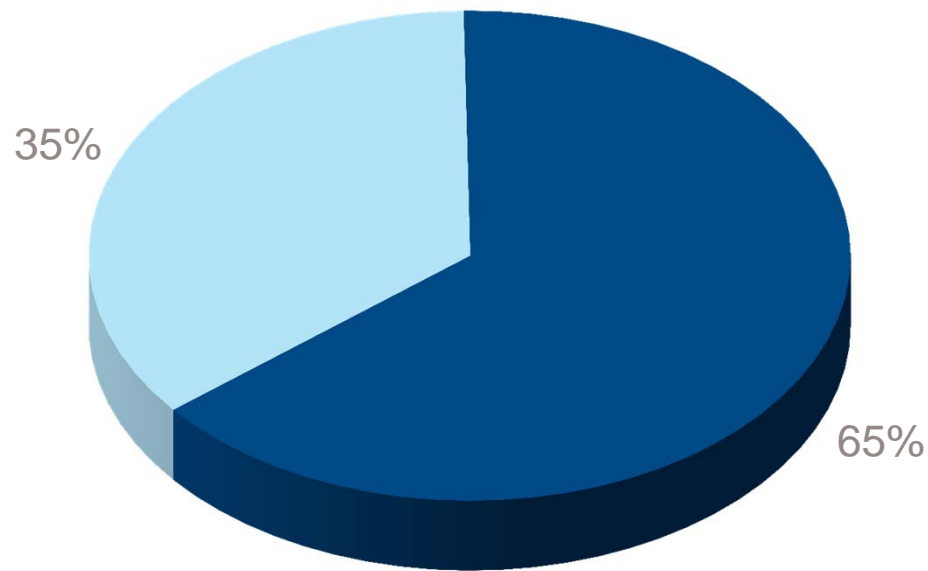


**Tony Terry**

Senior Vice President  
Global Operational  
Finance

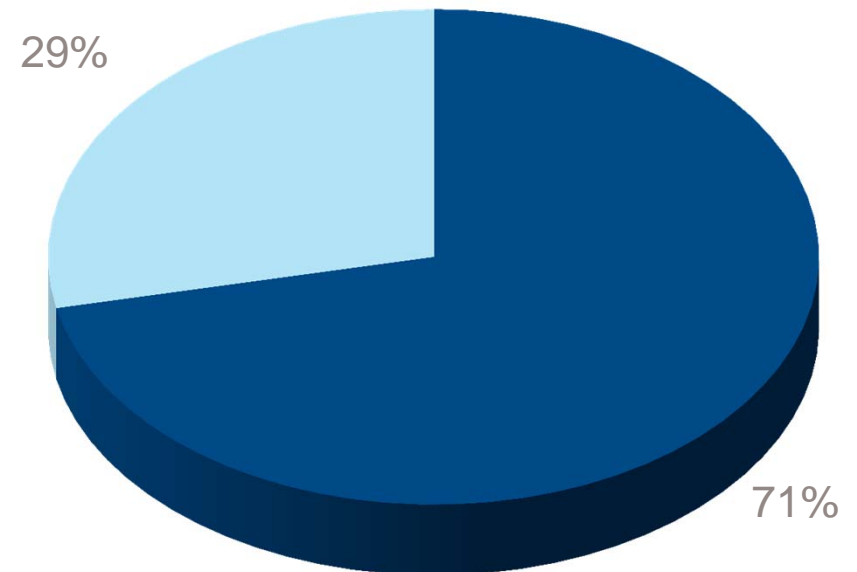
# 2014 Owner Usage Comparison (North America)

## Legacy Week Usage



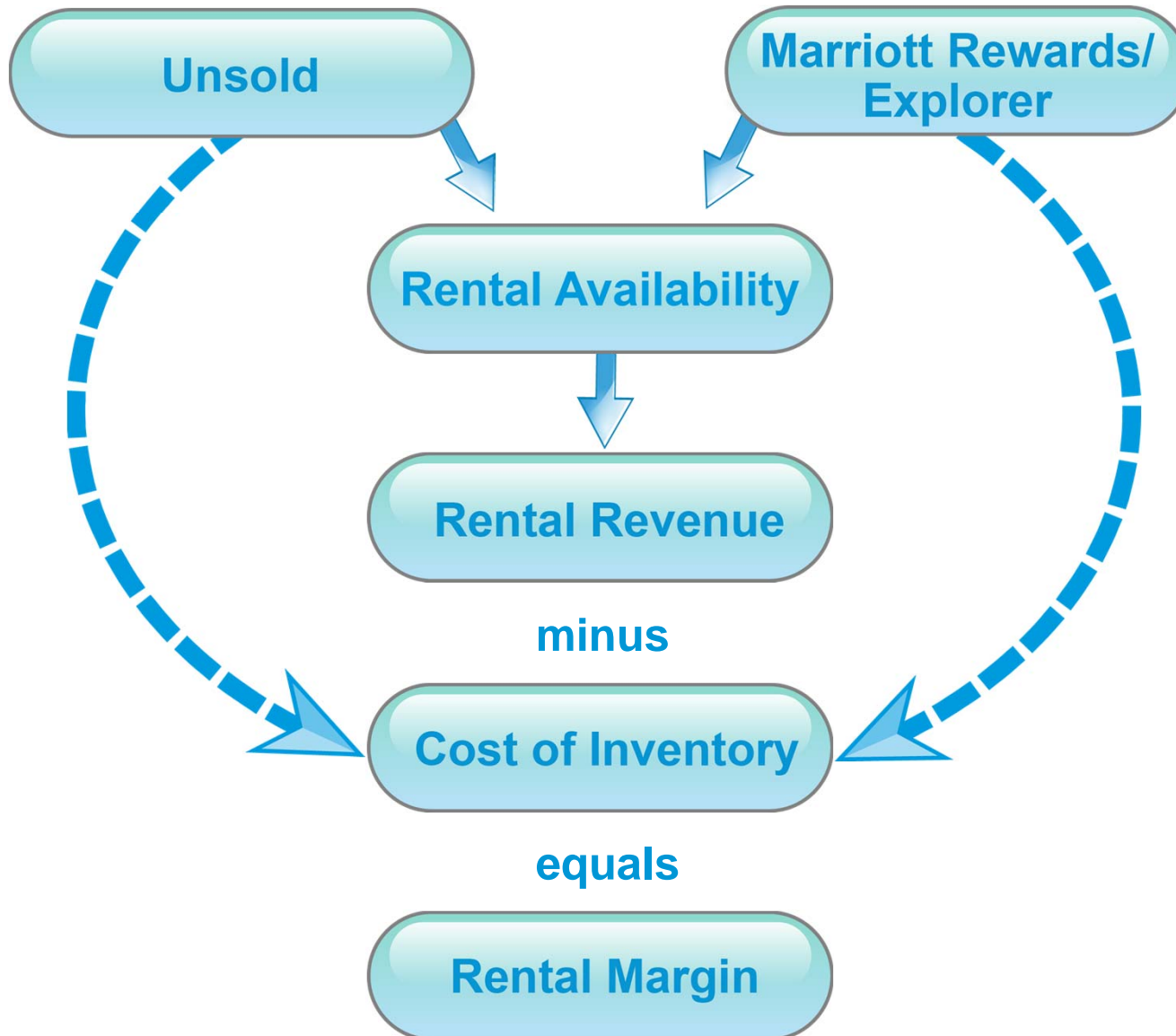
■ Occupancy ■ Rental Availability/Other

## Points Usage



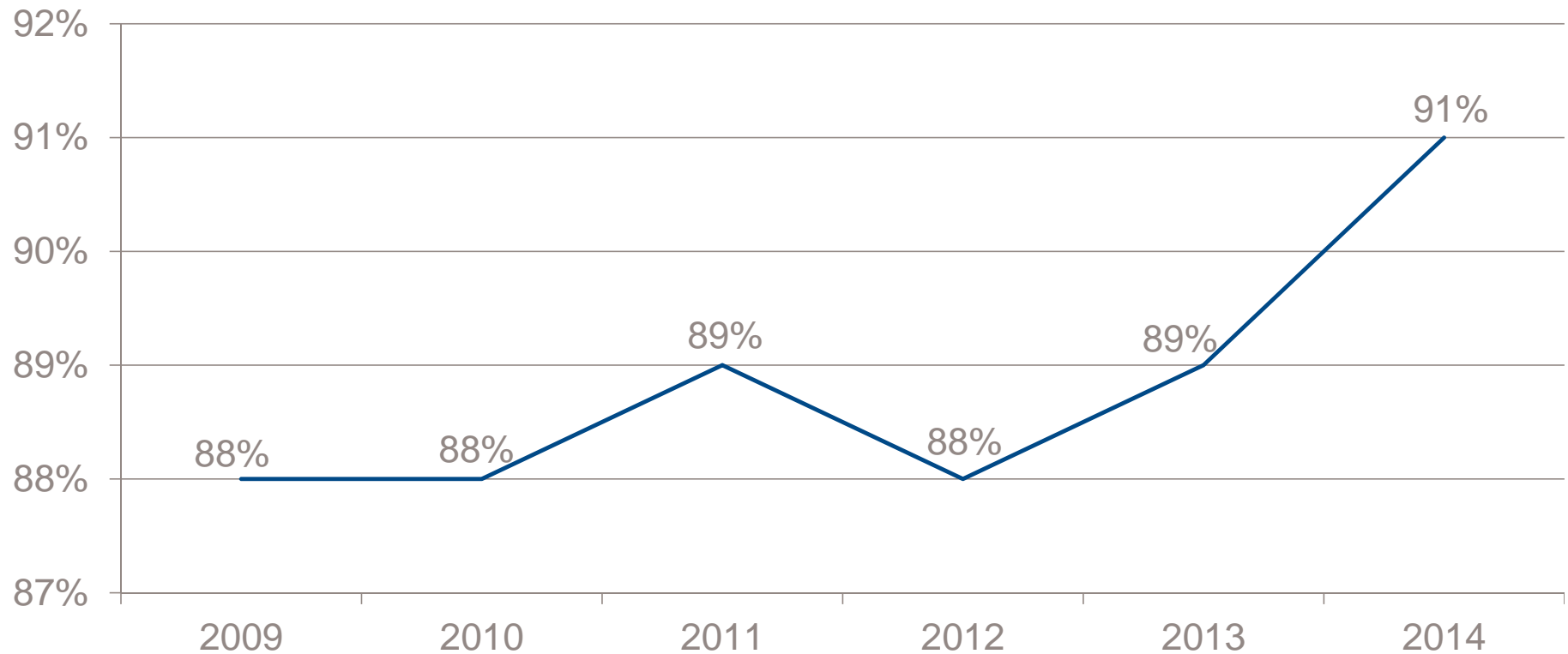
■ Occupancy ■ Rental Availability/Other

# Rental Margin



# Satisfied Owners & Guests

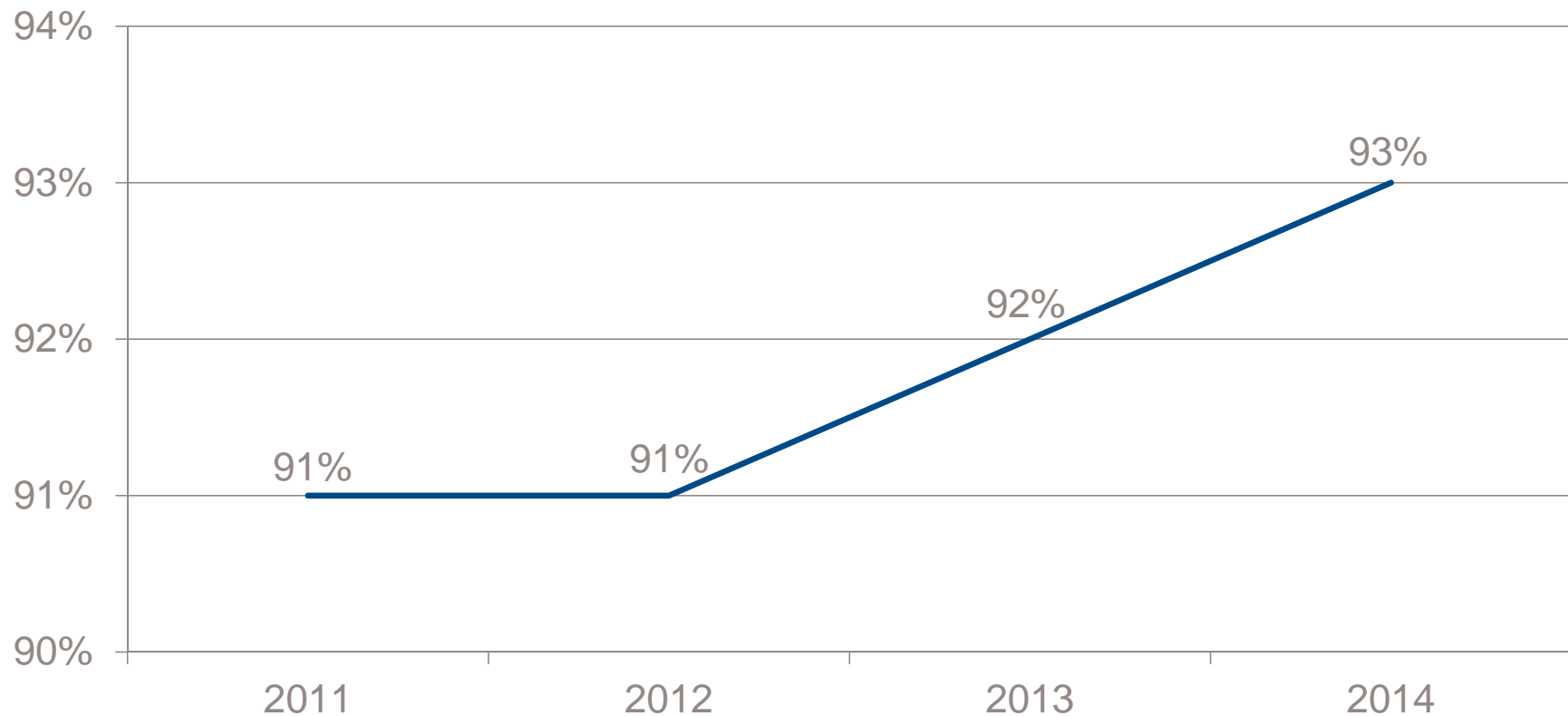
## Guest Satisfaction Survey (North America)





# Guest Satisfaction

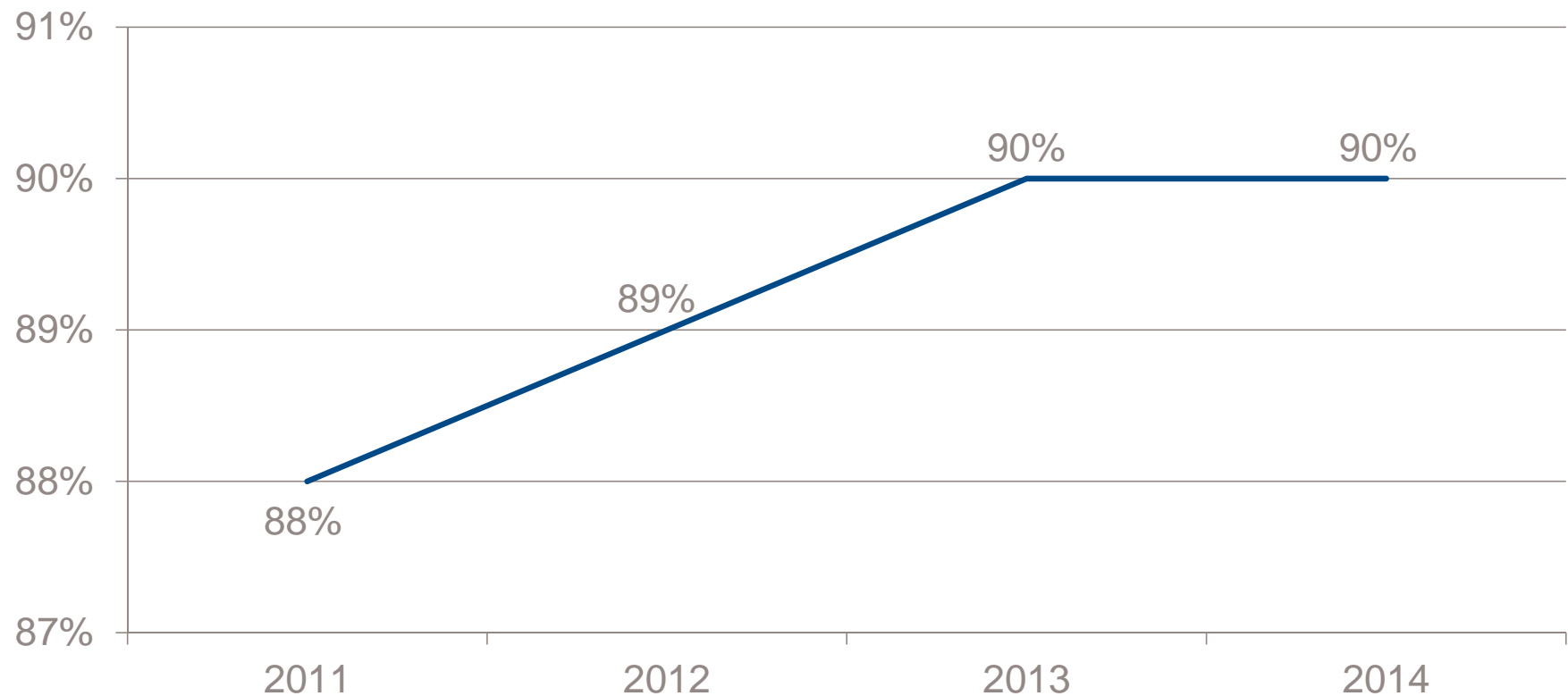
## Service Index Scores (North America)



Service Index is the weighted average score for the following questions: friendliness of front desk associate; time front desk associate took; knowledge of front desk associate and all associates questions; friendliness; level of knowledge; helped with questions; and understood individual needs.

# Guest Satisfaction

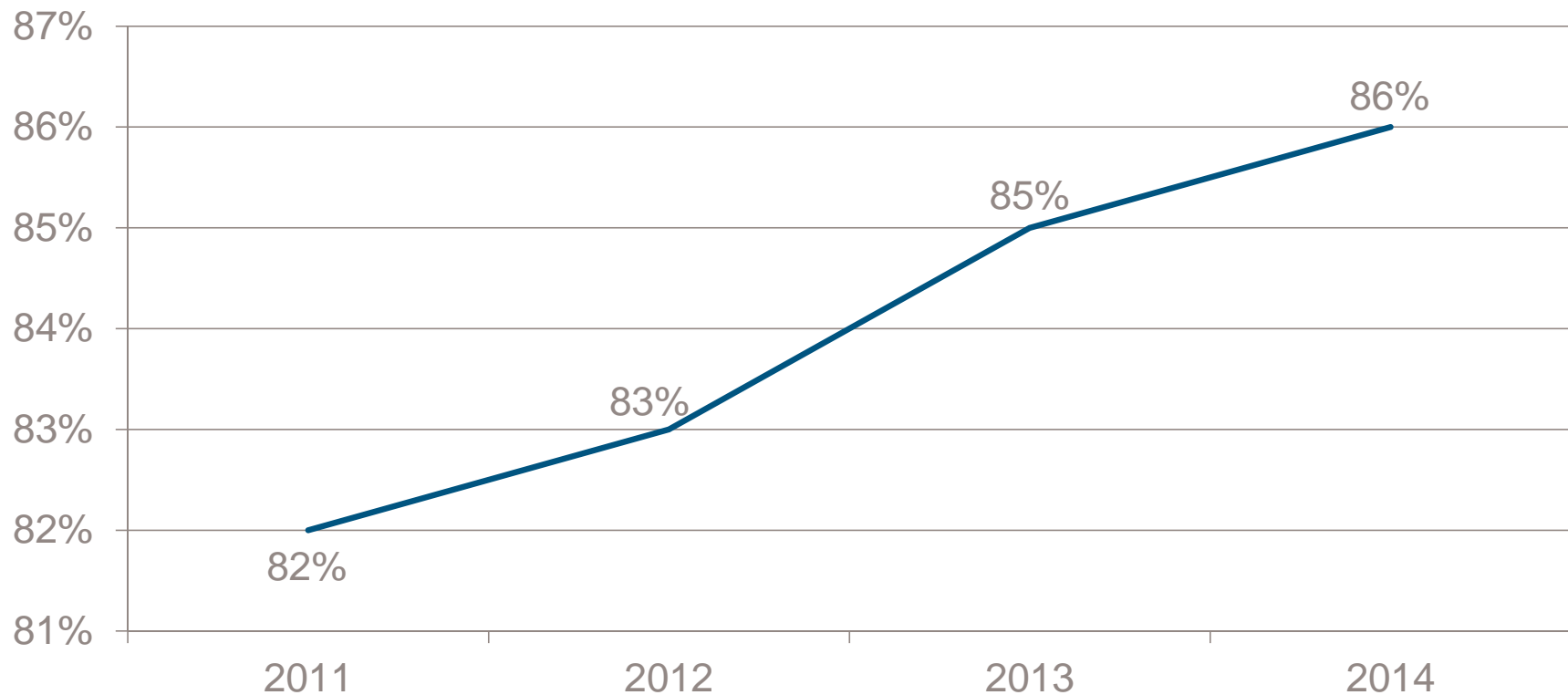
## Product Index Scores (North America)



Product Index is the weighted average score for the following questions: everything in working order; condition of furnishings and décor; well maintained facilities; landscaping; fitness center / exercise room; and the pool(s).

# Guest Satisfaction

## Experience Index Scores (North America)



Experience Index is the weighted average score for the following questions: variety of resort activities; availability of resort activities; and activity center / kids' area.

# Annual Cost of Ownership

|  |             |
|--|-------------|
| The experience (resort operations)                     | 60%         |
| Fixed costs (property taxes, insurance, and utilities) | 20%         |
| Asset protection (property refurbishment/reserve)      | 20%         |
| <b>Total</b>   | <b>100%</b> |
| Typical management fee earned                          | 10%         |



Marriott's Desert Springs Villas II, Palm Desert, California

# Recurring Fees

Ancillary revenue derived from owner activity onsite

Management fee – typically 10 percent of annual resort operating costs (including property tax and reserves) and trust operating costs

Exchange company (club dues) provides services to points owners to utilize their options



Marriott's Village d'Île-de-France, Paris, France

# A Balanced Approach

|           |  |  |
|-----------|--|--|
| Developer | Development Margin (+)<br>Management Fee Revenue | Development Margin<br>Management Revenue<br>Exchange Revenue |
|           | Development Margin (++)                          | Development Margin (+)<br>Exchange Revenue                   |
| Pre-owned | Owner Reload                                     | First Time Buyer   |

## Chapter 2: Why Vacation Ownership?

**Brian Miller**

Executive Vice President  
Chief Sales and Marketing Officer



# Our Formula for Success

MARRIOTT  
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- World class brands
- Effective prospect targeting and preparation
- Highly efficient direct sales model
- Experienced leadership team



THE RITZ-CARLTON DESTINATION CLUB®



Marriott's Shadow Ridge, Palm Desert, California

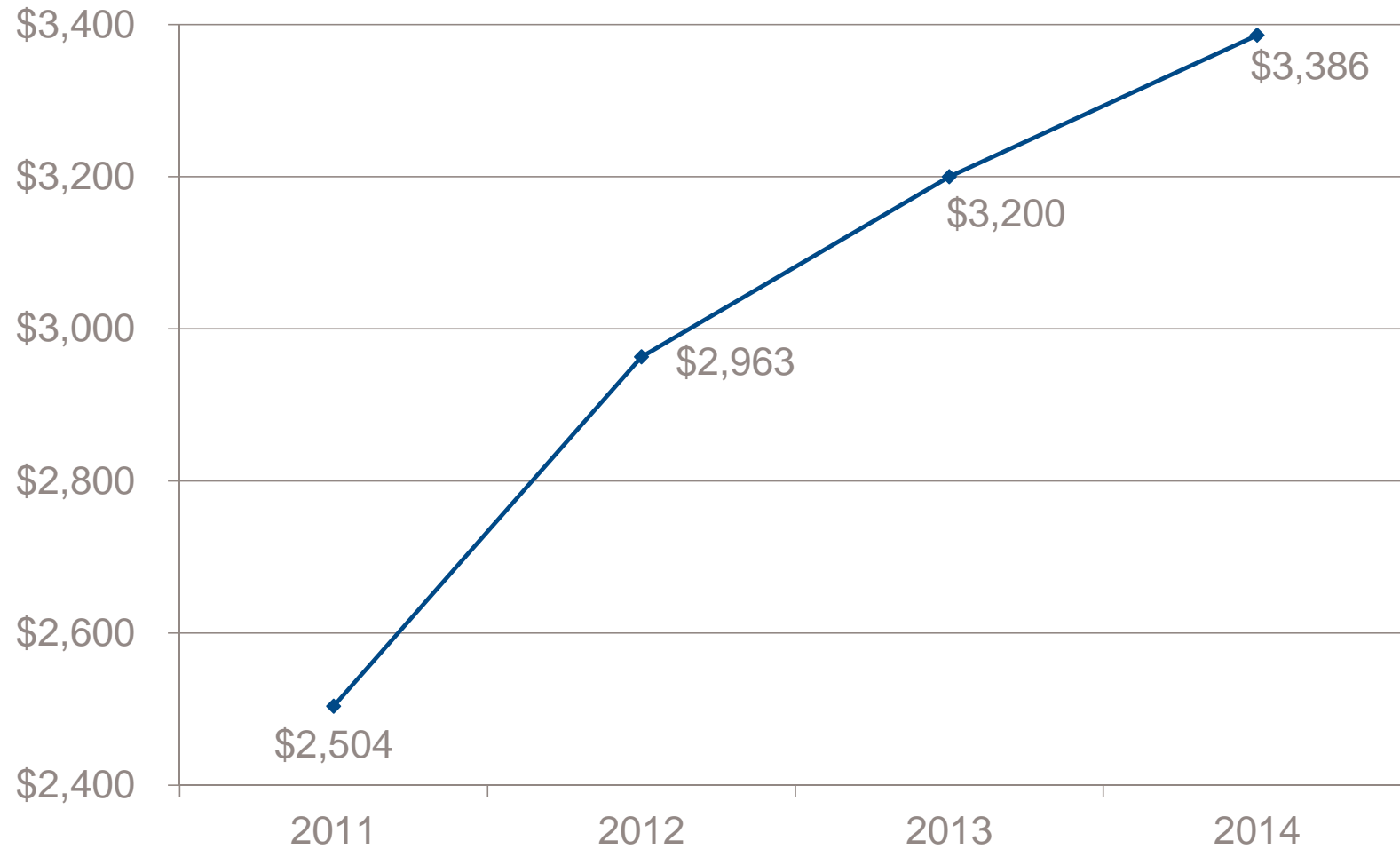


# Contract Sales



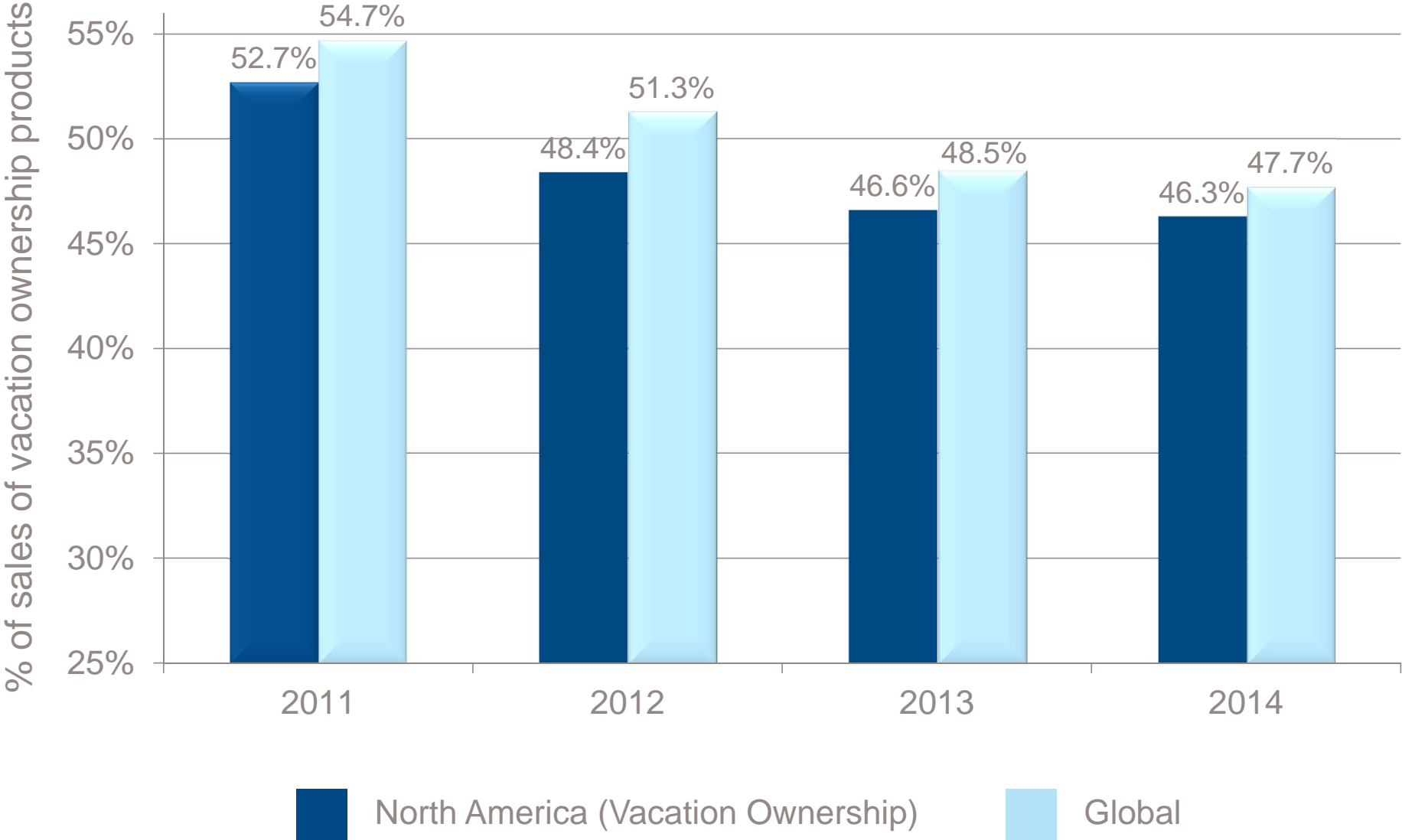
Gross contract sales excludes residential and joint venture sales.

# Volume Per Guest North America



Volume Per Guest (VPG) is calculated by dividing contract sales (excluding sales that are not attributed to a tour at a sales location) by the number of sales tours.

# Adjusted Marketing and Sales Costs\*\*



\*\* Adjusted for certain charges and the impact of revenue reportability. See Appendix for non-GAAP financial measures.



# Marketing

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## Segmentation and Targeting

### The “Average” Buyer

51 years of age

\$155,000 average household income

Married

Children in household

College educated

**But no one is average**

# Resort Experience and Marketing Process

## 70% of Our Tours are Already Staying at Our Resorts

This allows for:

- Enhanced targeting and prioritization
- Pre-arrival touch points
- Personalized services



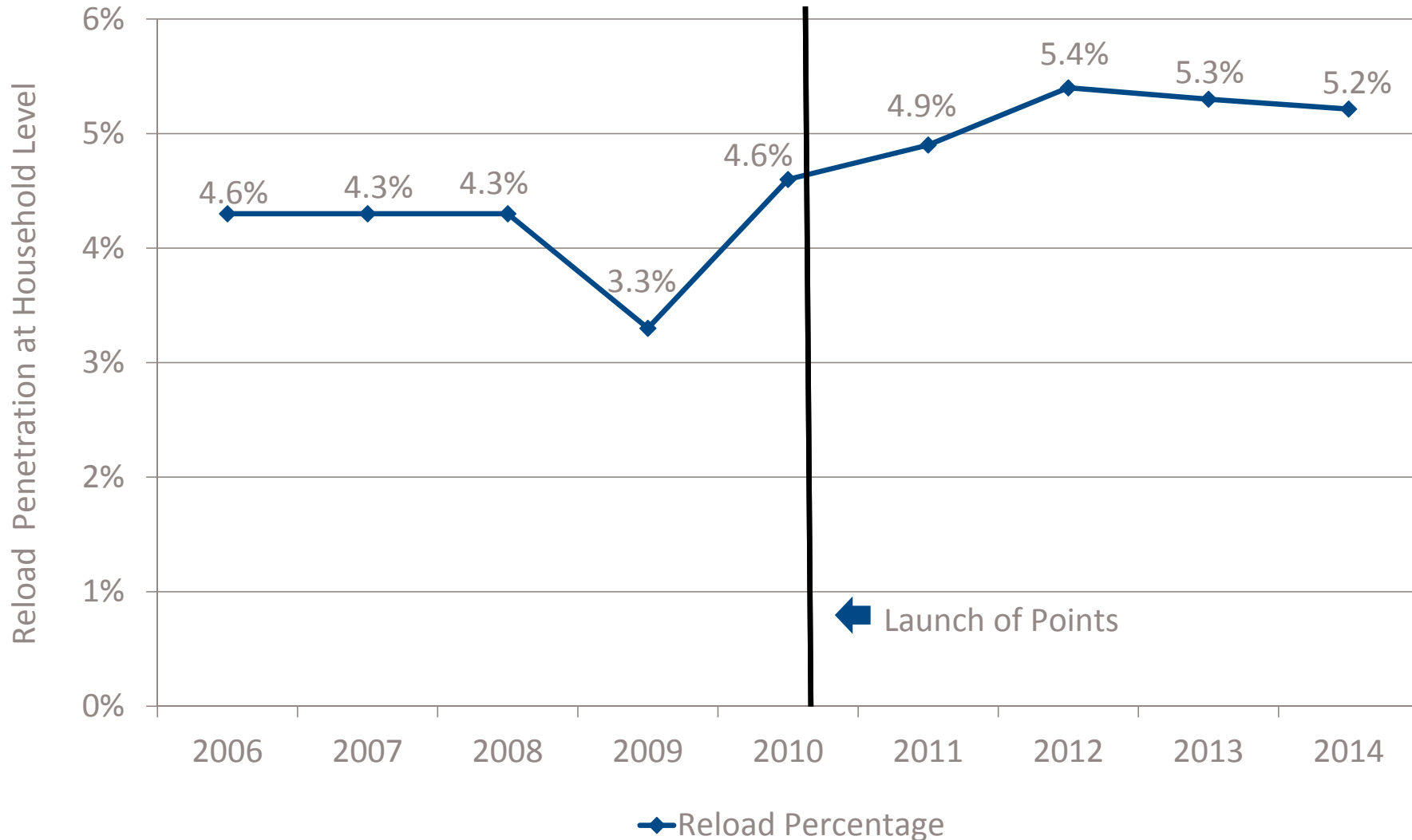
Marriott's Marbella Beach Resort, Marbella, Spain

# Cost Effective Marketing Channel Mix\*

| <u>Marketing Channel</u>             | <u>Percent of Contract Sales</u> | <u>Cost Percent</u> |
|--------------------------------------|----------------------------------|---------------------|
| In house                             | 49%                              | 9%                  |
| Central marketing previews           | 9%                               | 19%                 |
| Trial memberships                    | 13%                              | 6%                  |
| Hotel marketing/off property contact | 13%                              | 18%                 |
| Direct/site events/other             | 16%                              | 11%                 |
| <b>Total</b>                         | <b>100%</b>                      | <b>11%</b>          |

\*Full year 2014. Cost percent is the marketing expense for each marketing channel as a percent of each marketing channel's contract sales, and excludes G&A, allocations and sales related costs.

# Owner Reload Penetration North America



# Our Sales Model



Marriott's Newport Coast® Villas,  
Newport Coast, California

Proprietary disciplined sales process

World-class, centralized training

Gallery experience with private presentation areas

Technology to customize the presentation

Multiple levels of ownership





**John Ruble**

Vice President Global  
Sales Operations –  
Talent Development



the  
balanced approach



# How We Sell...

## Left Brain “Logic”

Yes to me

Yes to our brand

Yes to our vacation choices

Yes to vacation ownership

Yes to a personal vacation plan

Yes we can afford it

Yes to today



# How We Sell...

## Left Brain “Logic”

Yes to me

Yes to our brand

Yes to our vacation choices

Yes to vacation ownership

Yes to a personal vacation plan

Yes we can afford it

Yes to today

## Right Brain “Emotions”



# Rent vs. Own

## Owning Your Vacations

A villa lets your family spread out

Typical Hotel Room



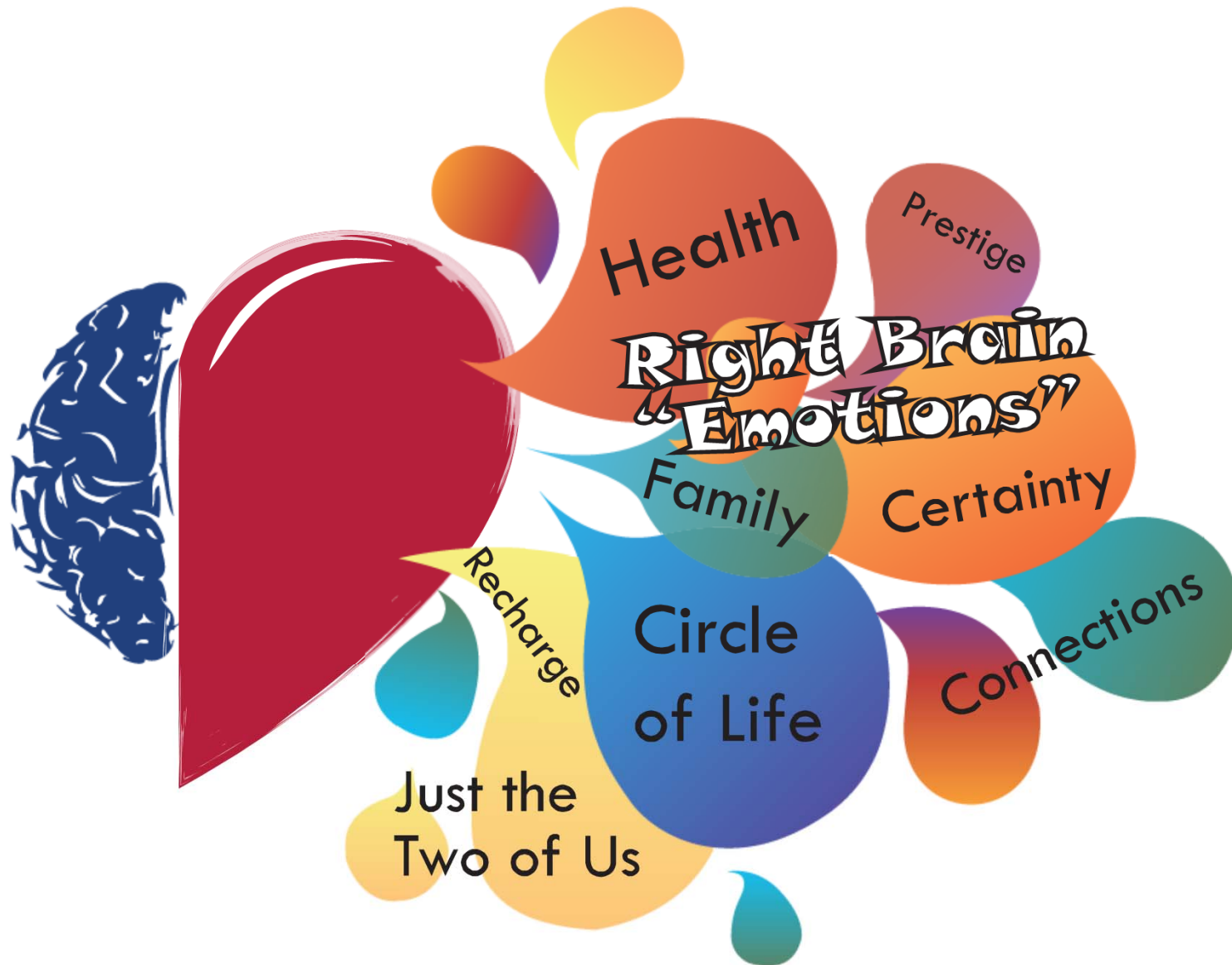
Averages 350 square feet in size  
Comfortable for 2 or less  
Designed for a night or two  
Meals are eaten away

2-Bedroom Villa Example



Spacious 2-bedroom/2-bath villas provide approximately 1,300 square feet  
Open, separate living and dining areas  
Fully equipped kitchen  
Utility area with washer and dryer

# “Right Brain” Emotions



# Emotional Value – Mercedes Benz


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**Left**  
brain

I am the left brain.  
I am a scientist. A mathematician.  
I love the familiar. I categorize. I am accurate. Linear.  
Analytical. Strategic. I am practical.  
Always in control. A master of words and language.  
Realistic. I calculate equations and play with numbers.  
I am order. I am logic.  
I know exactly who I am.

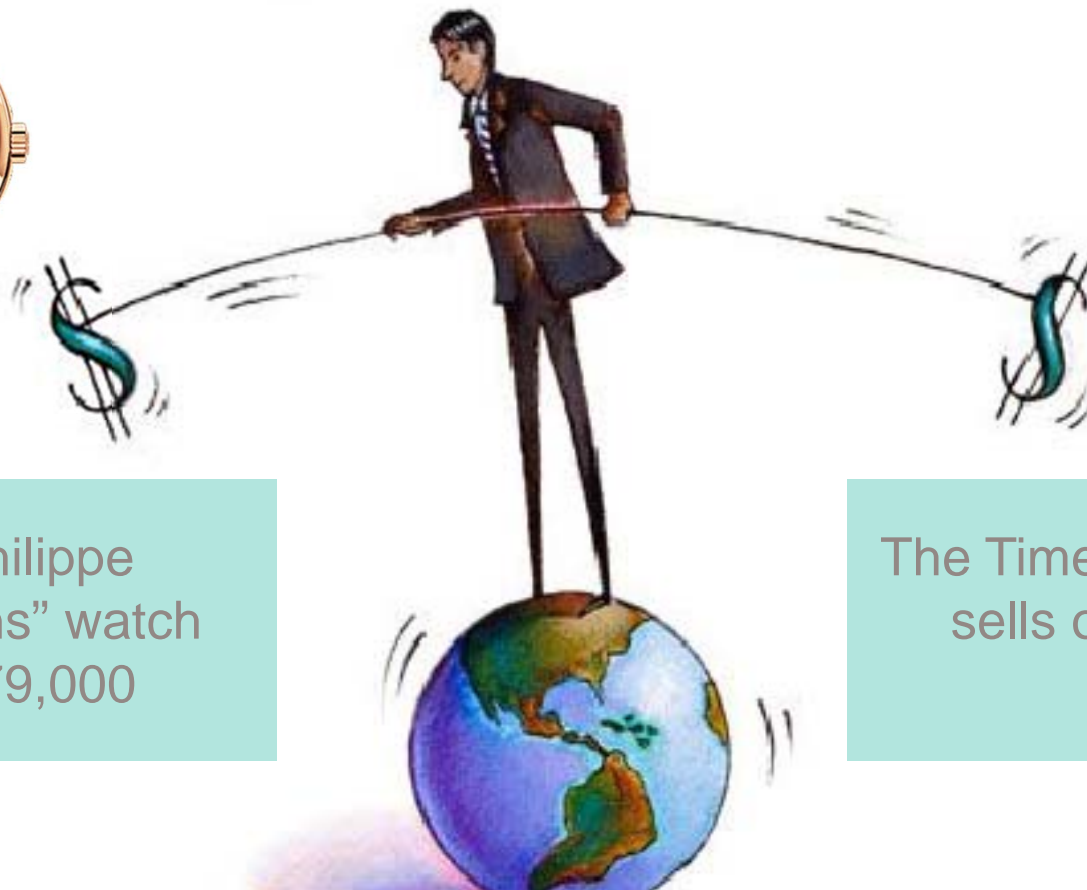
**Right**  
brain

I am the right brain.  
I am creativity. A free spirit. I am passion.  
Yearning. Sensuality. I am the sound of roaring laughter.  
I am taste. The feeling of sand beneath bare feet.  
I am movement. Vivid colors.  
I am the urge to paint on an empty canvas.  
I am boundless imagination. Art. Poetry. I sense. I feel.  
I am everything I wanted to be.

 Mercedes-Benz  
The best or nothing.

# What is Value?

## What Justifies the Price Difference?



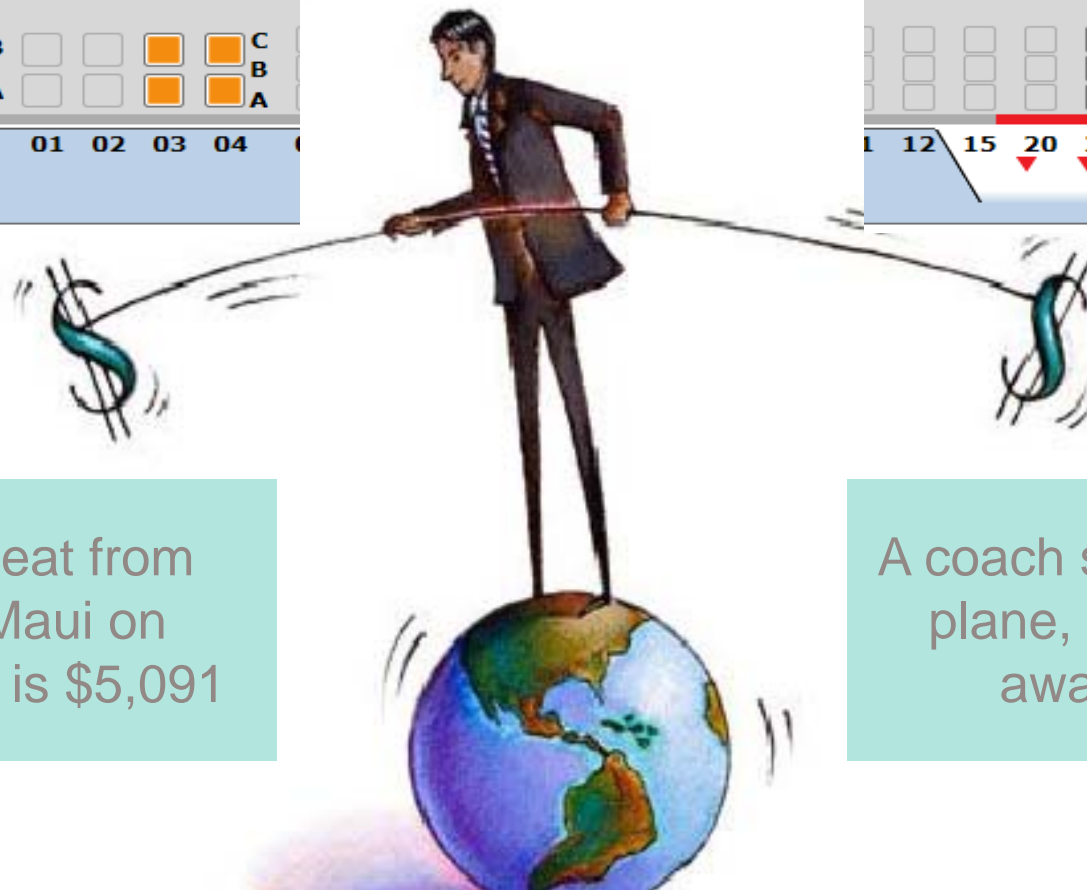
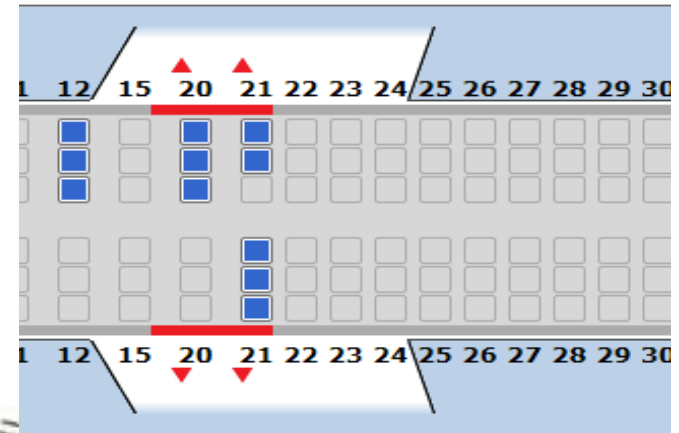
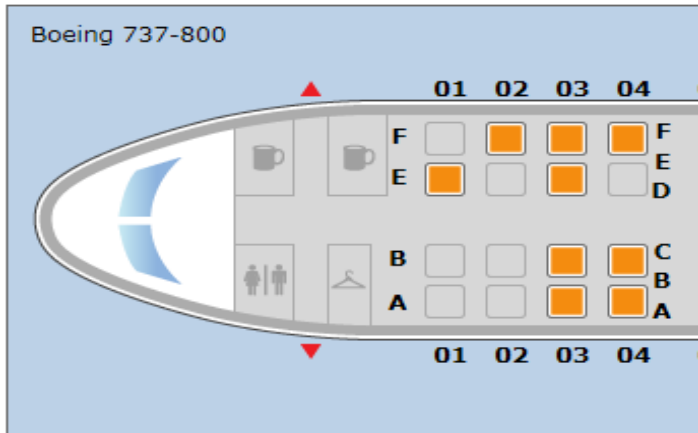
A Patek Philippe  
“Complications” watch  
sells for \$79,000

The Timex “Easy Reader”  
sells on Amazon for  
\$28.22



# What is Value?

## What Justifies the Price Difference?



A first-class seat from Orlando to Maui on United Airlines is \$5,091

A coach seat on the same plane, located 10 feet away, is \$1,488

# How Our Customers Want to Buy...

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## How Customers Want to Buy – Key Findings

'Be Credible, Connect, and Customer'

**CUSTOMER INTELLIGENCE SOLUTIONS**  
*Market Research | Customer Analytics | Marketing Database*

MARRIOTT VACATIONS WORLDWIDE CONFIDENTIAL AND PROPRIETARY INFORMATION

MARRIOTT  
VACATIONS  
WORLDWIDE  
SM

# From the Voice of Our Customers:

## What was deemed essential in deciding whether or not to buy?

- “Having the Sales Executive spend time getting to know us...”
- “... to understand our current and future travel needs...”
- “... customizing / personalizing the presentation to meet those needs.”



Marriott's Newport Coast® Villas, Newport Coast, California

# Your Vacation Plan

5 year vacation plan using 3,500 Vacation Club points

## Year 1



**Marriott's Maui Ocean Club**  
5 Nights in June  
2-Bedroom  
Mountain/Garden View

3,500 Points

## Year 2



**Marriott's Grande Ocean**  
7 Nights in October  
2-Bedroom  
Ocean Side

3,450 Points

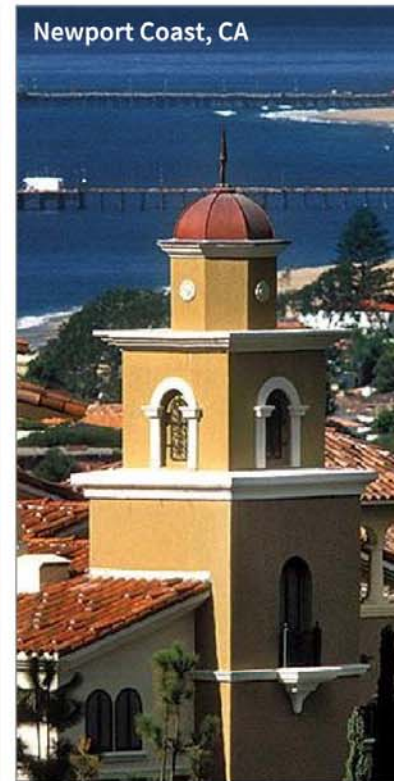
## Year 3



**Royal Caribbean Cruise Line**  
7 Nights

3,450 Points

## Year 4



**Marriott's Newport Coast® Villas**  
6 Nights in June  
2-Bedroom  
Excellent View

3,175 Points

## Year 5



**Marriott's Marbella Beach Resort**  
7 Nights in August  
1-Bedroom  
Excellent View

3,500 Points

# Looking Ahead



Marriott's Newport Coast® Villas,  
Newport Coast, California

New markets for distribution

Increased first time buyer activity

Optimize margins

# New Markets for Distribution

## New Markets

- South Beach
- Big Island, Hawaii
- San Diego

## New Distributions

\$75 million – \$100 million total annual stabilized contract sales



Marriott's Marbella Beach Resort, Marbella, Spain

## Chapter 3: Growth

**Lani Kane-Hanan**

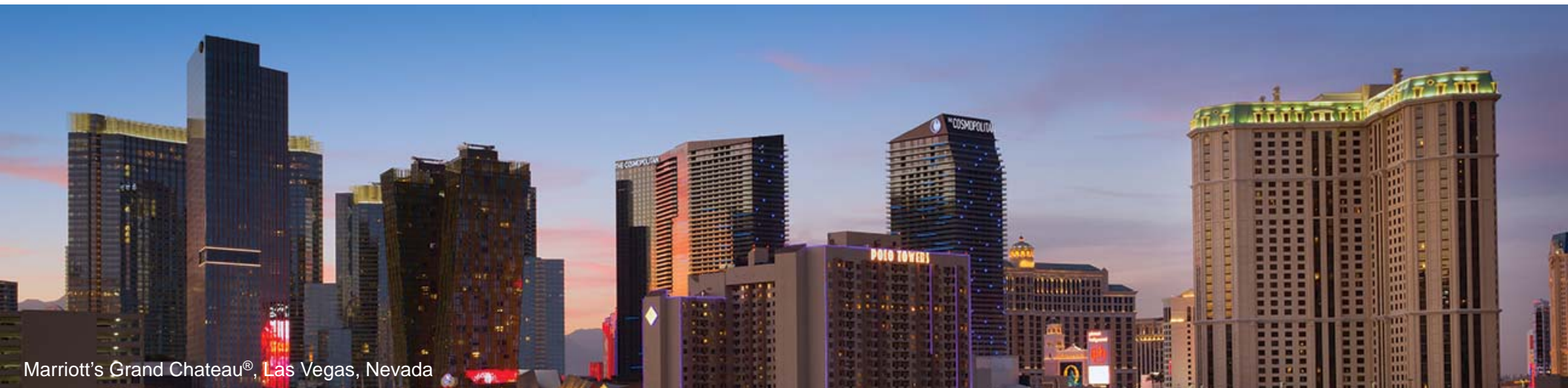
Executive Vice President and  
Chief Growth and Inventory Officer



# Growth Strategy

## Satisfy Customer Demand

- Add new profitable sales distributions and attractive destinations
- Maintain an efficient balance sheet
- Minimize development spending
- Optimize product cost



Marriott's Grand Chateau®, Las Vegas, Nevada



# How Do We Know... Where to Grow

## Customer Insights are a Primary Driver of MVW's Target Market Strategy

- Owner usage patterns  
*Marriott Rewards, Explorer, Exchange*
- Owner and prospect surveys
- “Tour-no sale” feedback



Marriott's Grande Vista, Orlando, Florida

# Target Markets

## Recent Insights

- Destination cities
- Hawaii, Caribbean, Florida beach
- Mexico
- Selected destinations in Asia Pacific



New York City, New York

## Marco Island Opening Planned 2017

### Plans include:

- Two-tower, 152 unit, expansion of existing Marriott's Crystal Shores resort
- Added amenities including an additional pool, fitness center, food & beverage outlet, and parking garage
- Expansion of on-site sales gallery with incremental 2017 volume
- Balance sheet impact – asset light



Marriott's Crystal Shores, Marco Island, Florida

Developer's conceptual rendering; features and amenities are proposed and subject to change.

## San Diego Opening Planned 2016

### Plans include:

- On-site sales gallery with incremental 2016 volume
- Conversion of Declan Suites Hotel to 264 timeshare units
- Near the Gaslamp Quarter
- Balance sheet impact – self developed



The Declan Suites, San Diego, California

# Announced Projects



South Beach, Miami Beach, Florida



Waikoloa Beach Marriott Resort and Spa,  
Waikoloa Beach, Big Island, Hawaii

## South Beach Opening Planned 2016

### Plans include:

- Local sales gallery with incremental 2016 volume
- 182 timeshare units
- Amenities include a pool bar and on-site restaurant
- Pursuing an asset light structure



South Beach, Miami Beach, Florida

We have not yet closed on the commitment to acquire this inventory.

# Waikoloa Opening Planned 2017

## Plans include:

- Conversion of 246 hotel units into 112 timeshare units
- Co-located hotel to be managed by Marriott International
- On-site sales gallery with incremental 2016 volume
- Pursuing an asset light structure

We have not yet closed on the commitment to acquire this inventory.



Waikoloa Beach Marriott Resort and Spa,  
Waikoloa Beach, Big Island, Hawaii

## Surfers Paradise, Australia Opening Planned 2016

### Plans include:

- Purchase of 329 unit Surfers Paradise Marriott Resort & Spa
- Flagship presence on the Gold Coast
- Conversion of 8 dedicated floors into 88 timeshare units
- Co-located hotel to be managed by Marriott International
- On-site sales gallery with incremental 2016 volume
- Planned sale of hotel portion in the next 12 – 18 months

We have not yet closed on the commitment to acquire this inventory.



# Planned New Locations and Distributions

|                        |                |                | Planned              |                      |                  |
|------------------------|----------------|----------------|----------------------|----------------------|------------------|
|                        | Marco Island   | San Diego      | South Beach          | Waikoloa             | Surfers Paradise |
| Status                 | Under contract | Owned          | Under contract       | Under contract       | Under contract   |
| Deal structure         | Asset light    | Self developed | Pursuing asset light | Pursuing asset light | Self developed   |
| Initial Phase Opening  | 2017           | 2016           | 2016                 | 2017                 | 2016             |
| New sales distribution | 2017           | 2016           | 2016                 | 2016                 | 2016             |



**\$100 million – \$125 million of total annual stabilized distribution volume**

# Inventory Requirements for Growth

## Additional Distribution and Incremental Sales Volume Consumes Larger Amounts of Inventory:

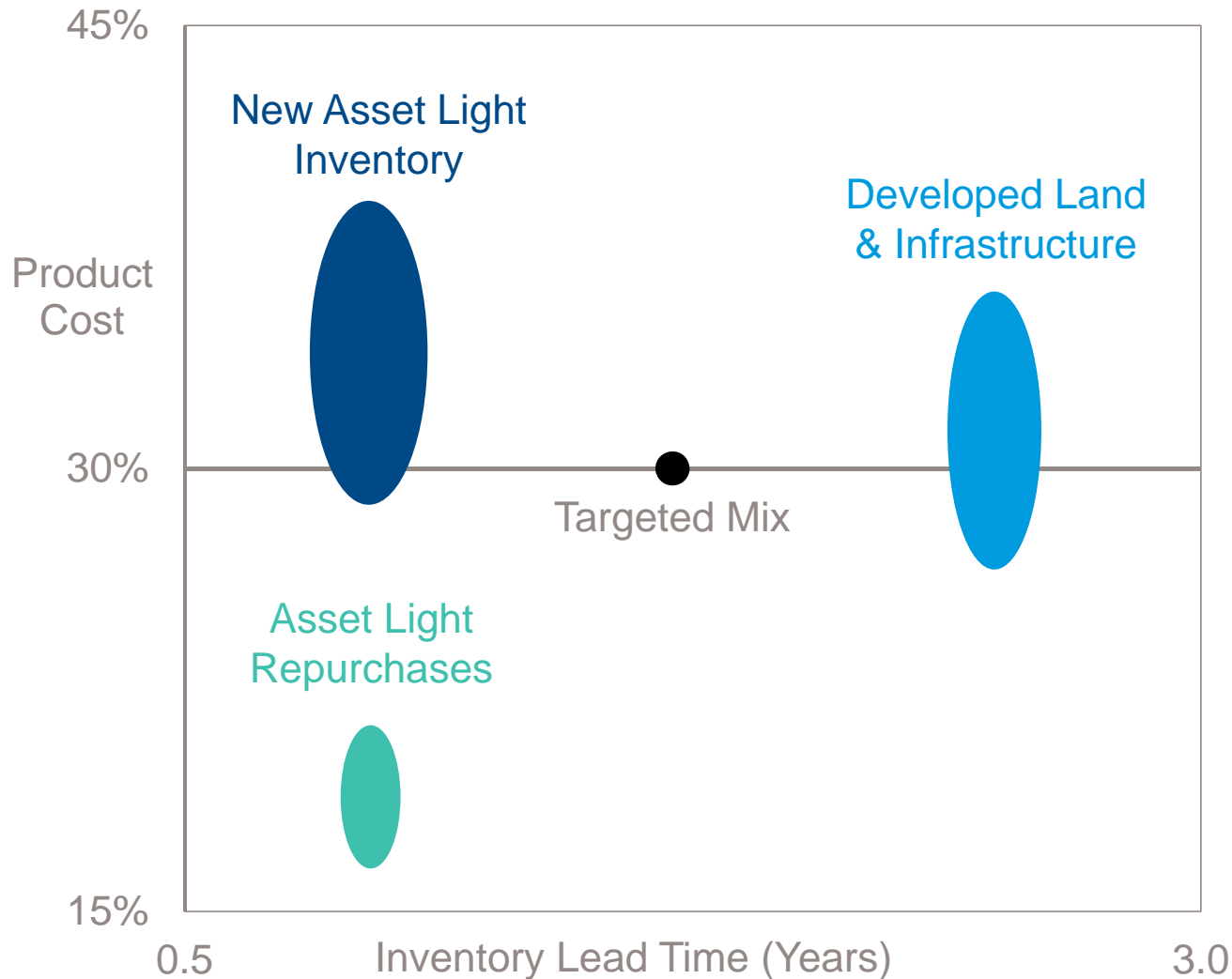
- Inventory investment requires lead time to cover:



- At minimum, years of inventory-on-hand will match the 6 to 9 month inventory registration period
- Repurchasing asset light inventory reduces required lead time and years of inventory-on-hand

# Inventory Balance

## Target Mix Average: Maintain 30% Product Cost



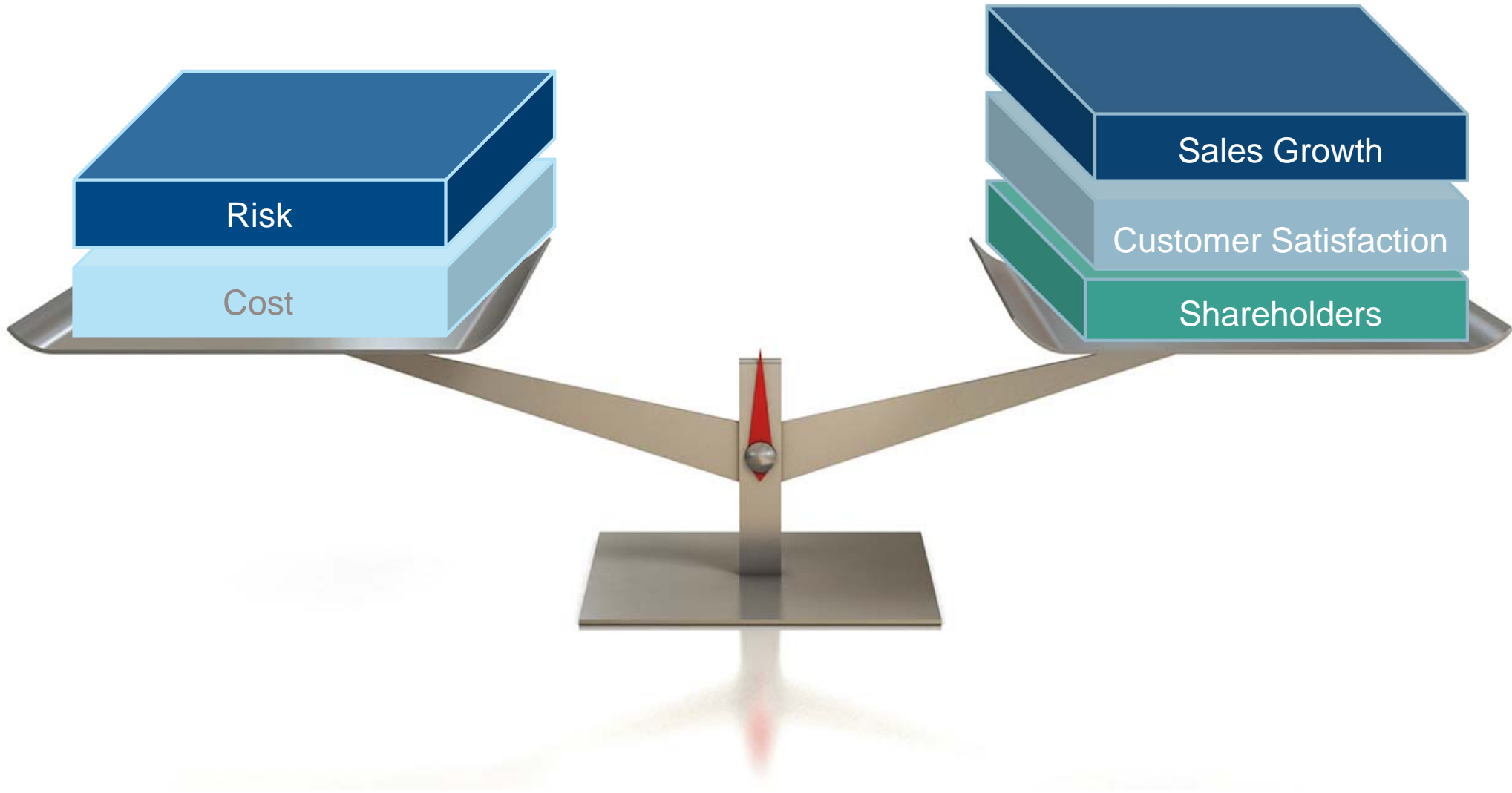
## Future Annual Sales

20-30% supported by asset light repurchases at favorable product cost

70-80% supported by mix of new asset light inventory and developed land & infrastructure

Incremental sales volume supported by new destinations with sales distributions

# Balanced Approach



## Chapter 4: Financial Performance

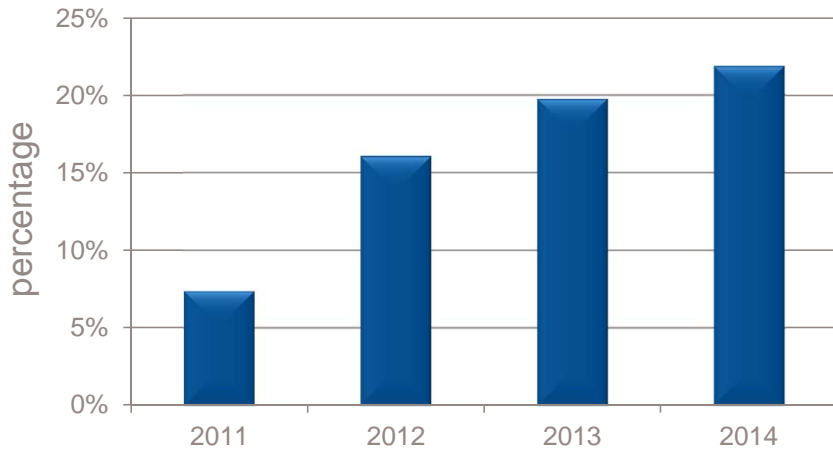
**John Geller**

Executive Vice President  
and Chief Financial Officer

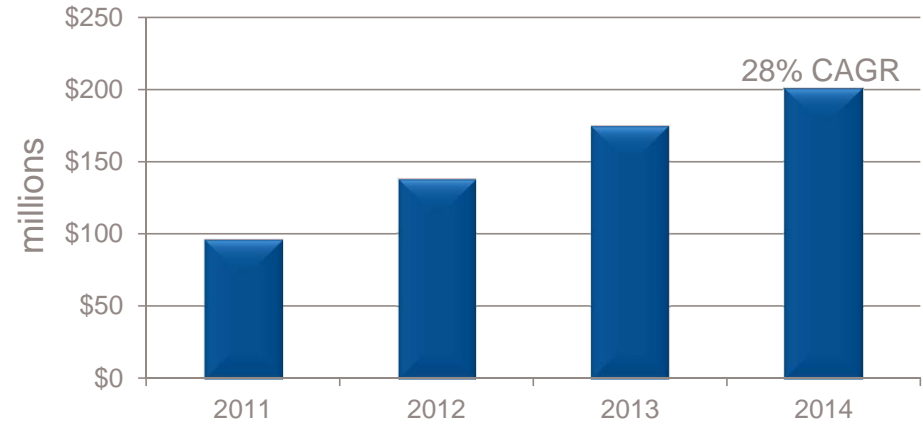


# Structure Established for Long-Term Sustainability and Growth

## Improve Adjusted Development Margin\*\*



## Grow Adjusted EBITDA\*\*



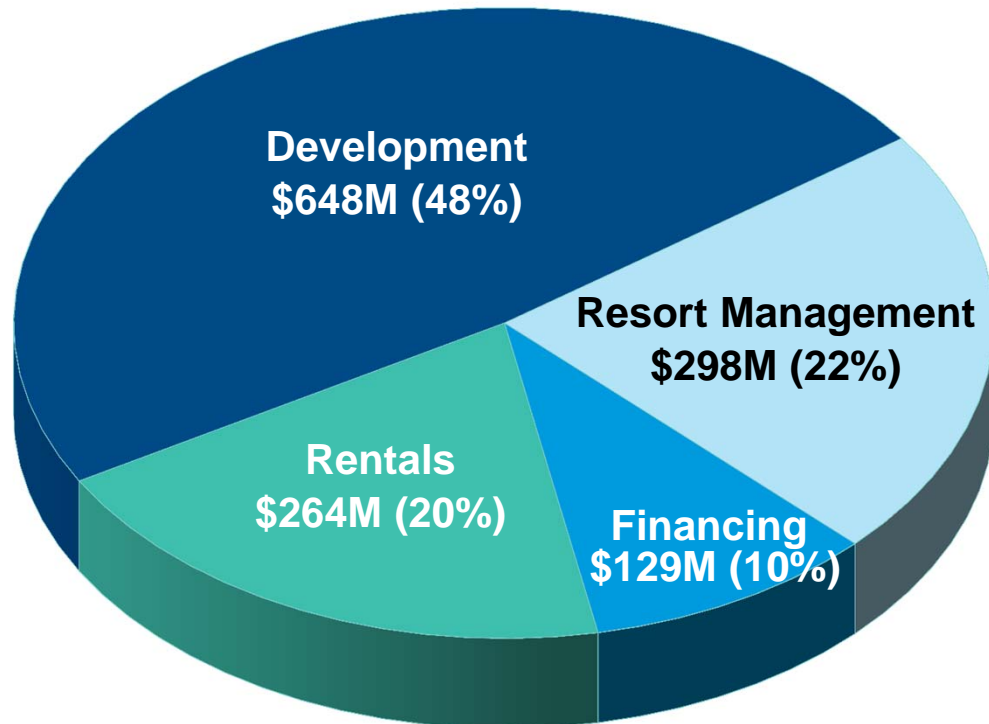
## Reduce Inventory Balances



\*\* See Appendix for non-GAAP financial measures.

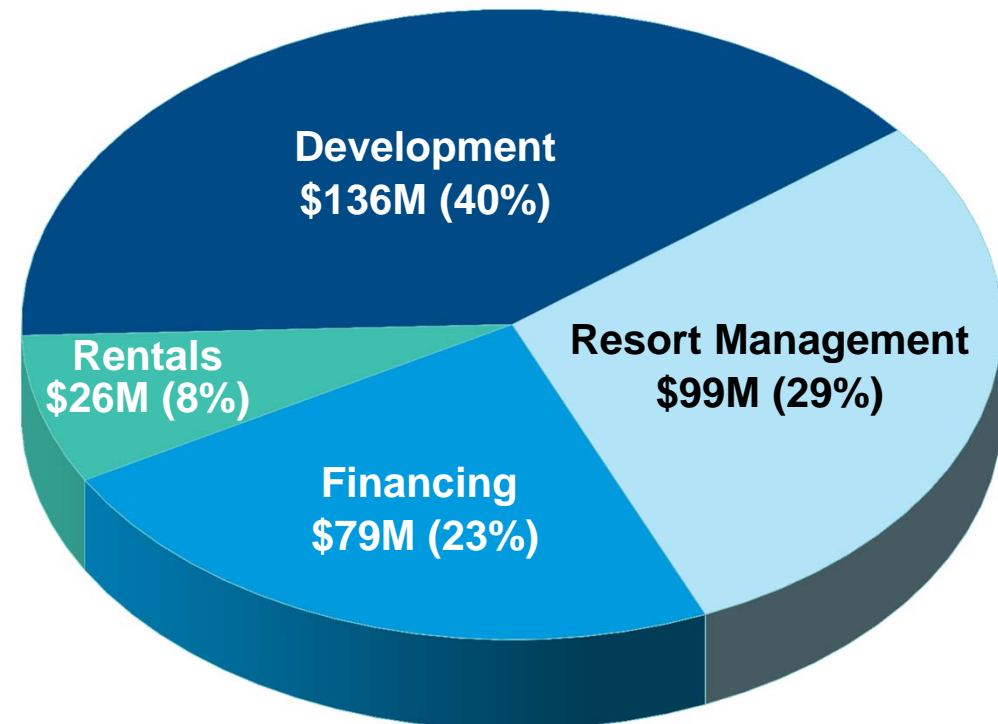
# Diversified Businesses

## 2014 Revenues\*\*



**\$1,339 Million\*\***

## 2014 Margins\*\*



**\$340 Million\*\***

\*\* Revenues exclude cost reimbursements of \$397 million. All margin dollars represent revenues, net of related expenses. In addition, financing margin is net of consumer financing interest expense. See Appendix for non-GAAP financial measures.

# Key Takeaways From Today

- 2018 performance, given two growth scenarios
  - Annualized contract sales growth scenarios of 5% and 10%
  - Development margin of 21%
- Balanced growth
  - Inter-related businesses



Marriott's Phuket Beach Club, Phuket, Thailand



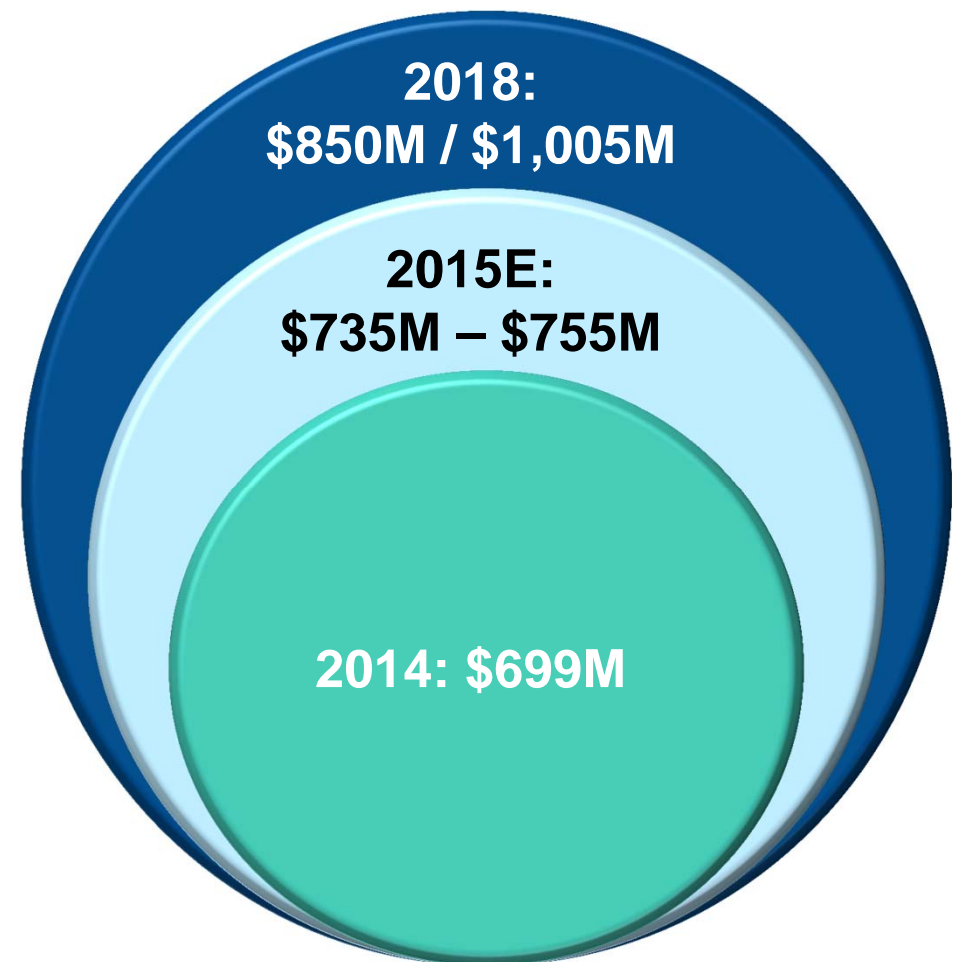
# Vacation Ownership Contract Sales<sup>1</sup>

## 2015E: 5% to 8% Growth

- Higher VPG
- Increased tour flow

## 2018: Growth Scenarios of 5% and 10% Annualized Growth

- Modest long-term “same store” growth from continued improvement in VPG and tour volume
- New sales distributions



<sup>1</sup> Excludes residential contract sales.

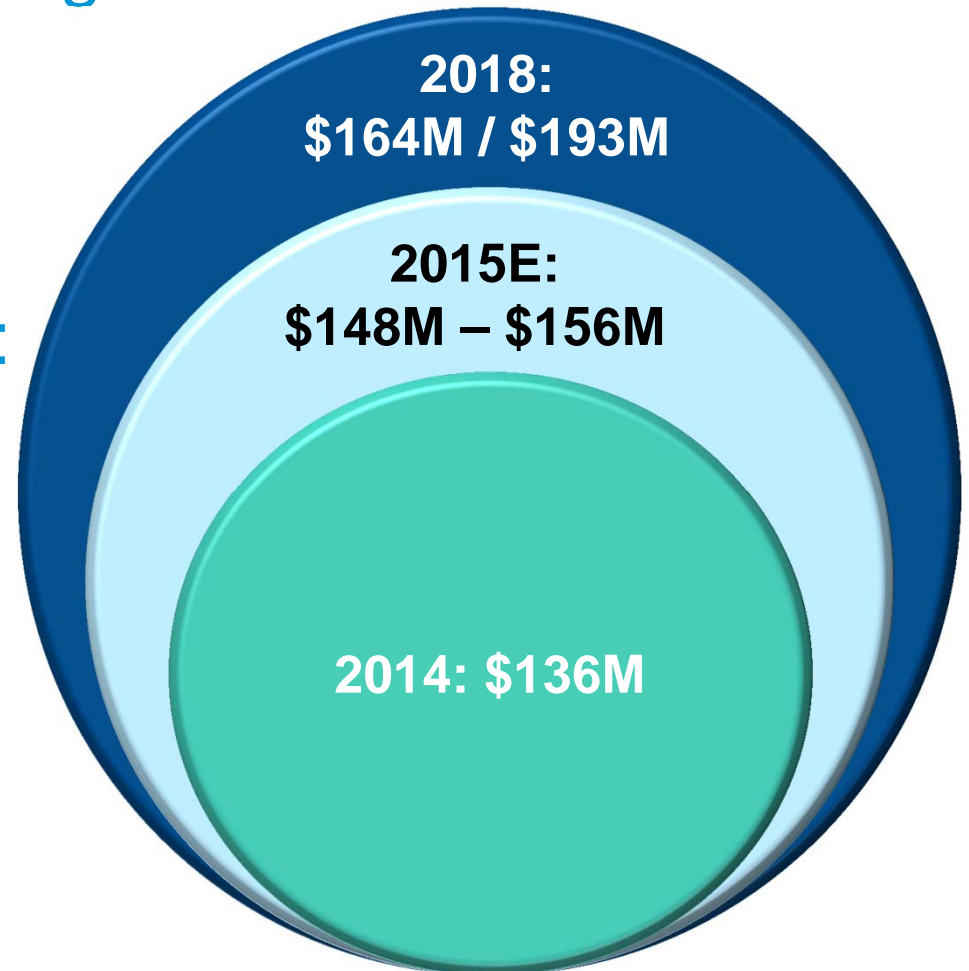
# Development Margin

## Development Margin Percentage:

- 2015E of 21% to 22%
- 2018 of 21% on average

## Development Margin Dollars:

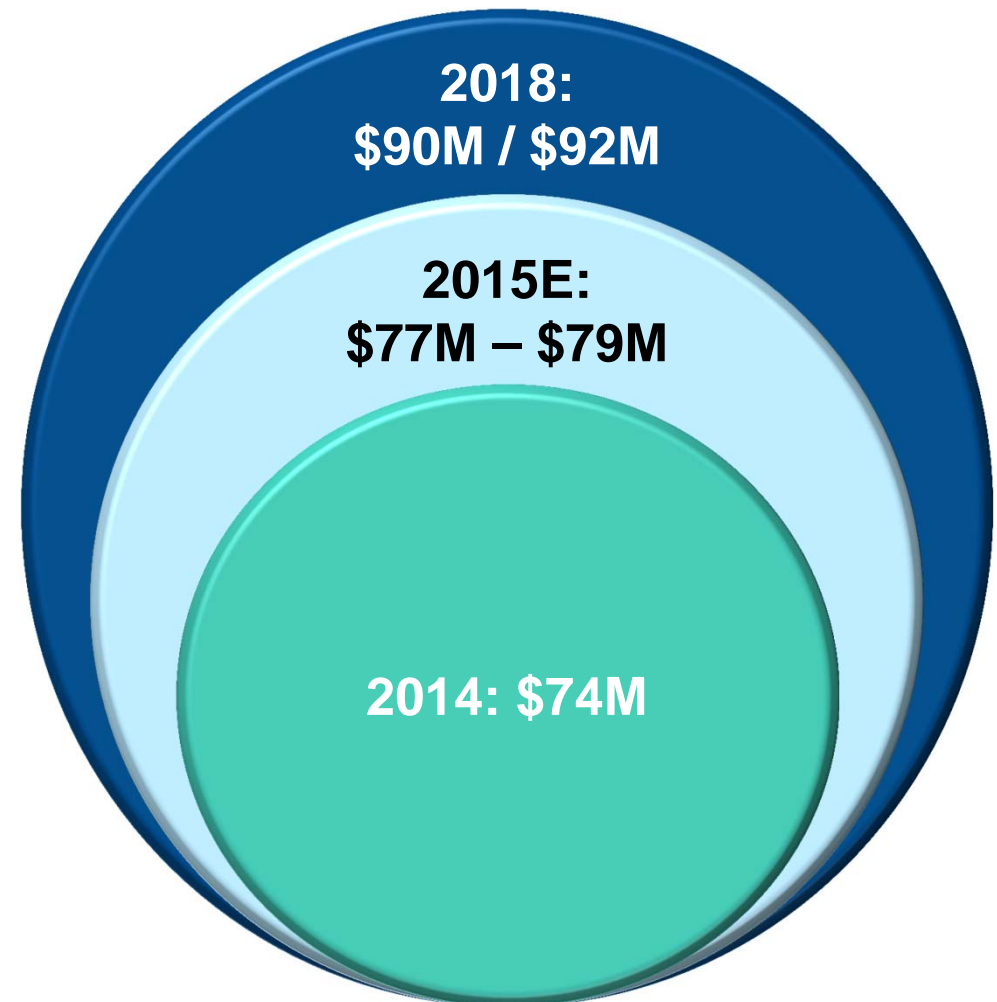
- Growth scenarios:
  - Annualized contract sales growth of 5% and 10%



Note: Development margin represents sale of vacation ownership products revenues, net of expenses (sale of vacation ownership products revenues less the cost of vacation ownership products expenses and marketing and sales expenses). Development margin percentage represents Development margin divided by sale of vacation ownership products revenues. Development margin and development margin percentage for 2015E and 2018 exclude the impact of residential sales.

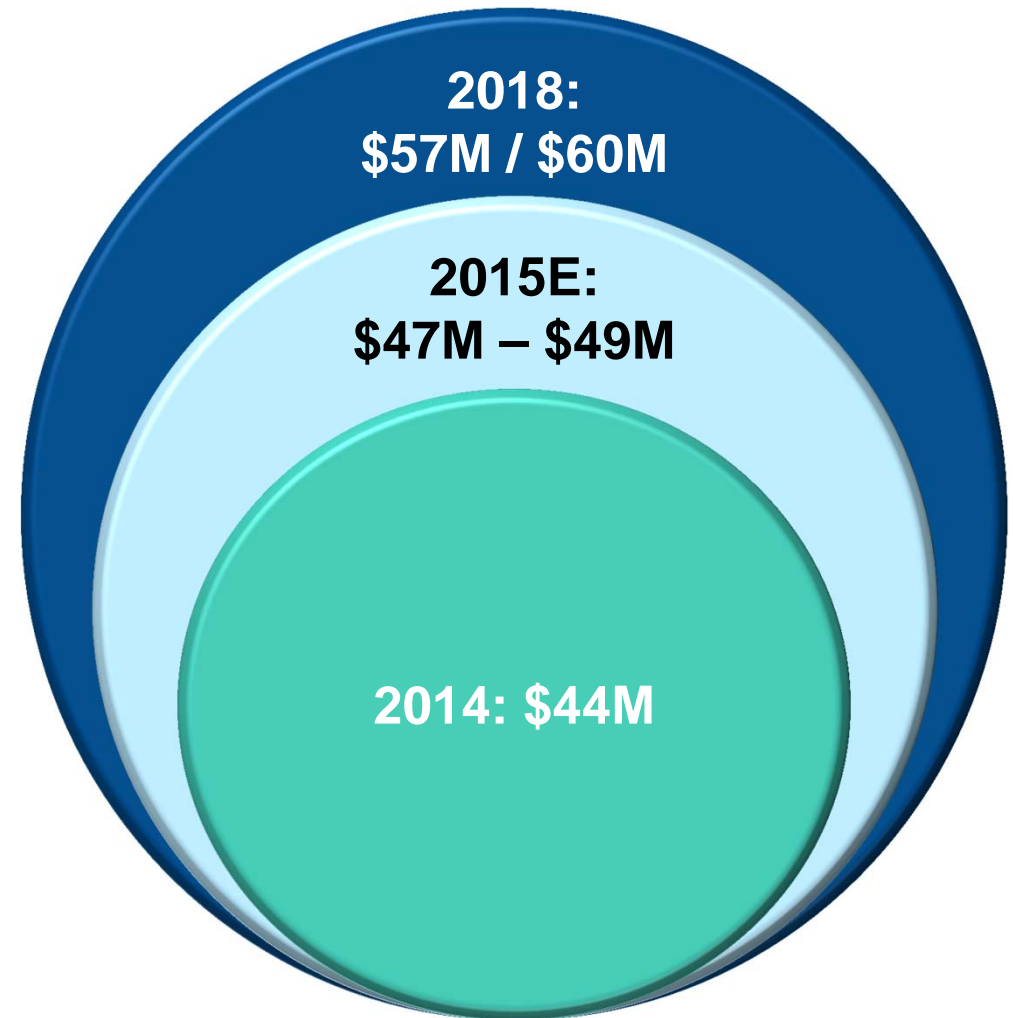
# Resort Management – Management Fees

- Strong and growing recurring revenue stream
- Typically calculated as a percentage of costs to operate a resort
- Increase with new development, larger owner base, and inflation
- 2018: Growth scenarios of 5% and 10% annualized contract sales growth



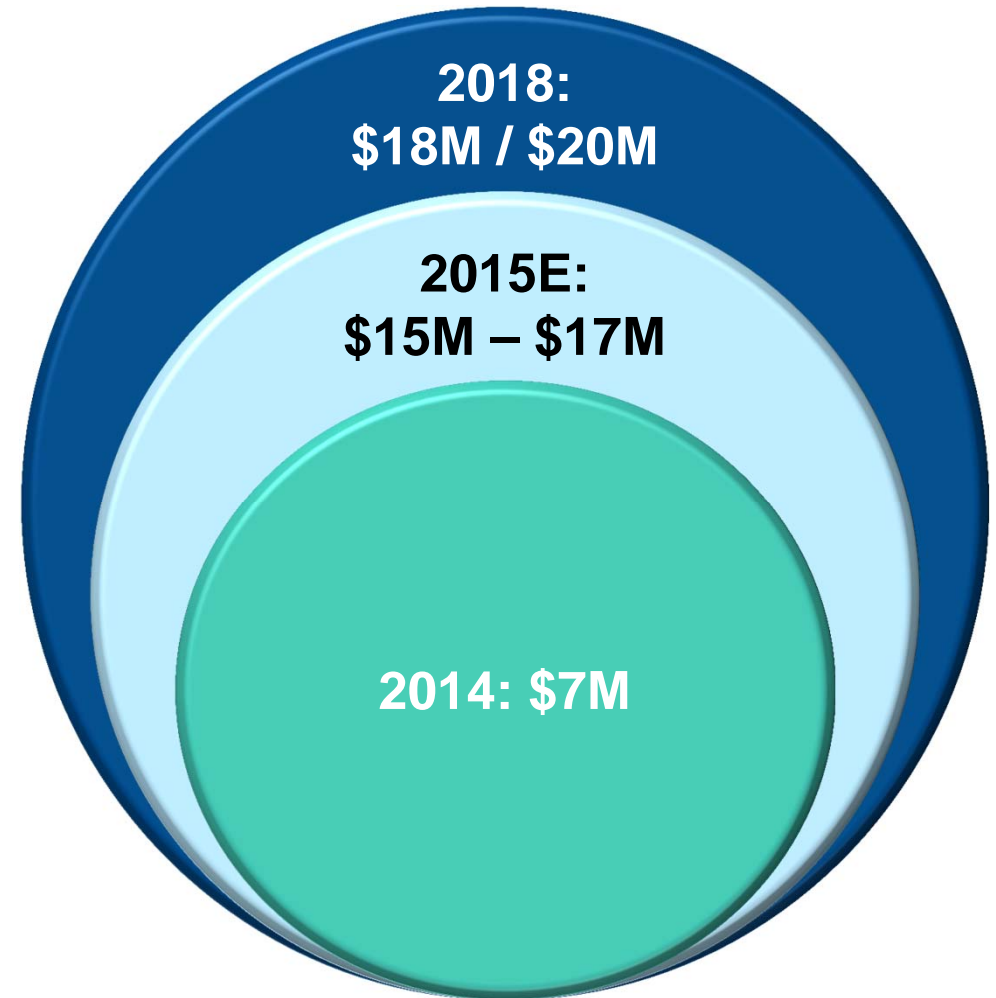
# Resort Management – Exchange Company Revenues

- Strong and growing recurring revenue stream
- Increases with new development
- 2018: Growth scenarios of 5% and 10% annualized contract sales growth



# Resort Management – Ancillary Margins

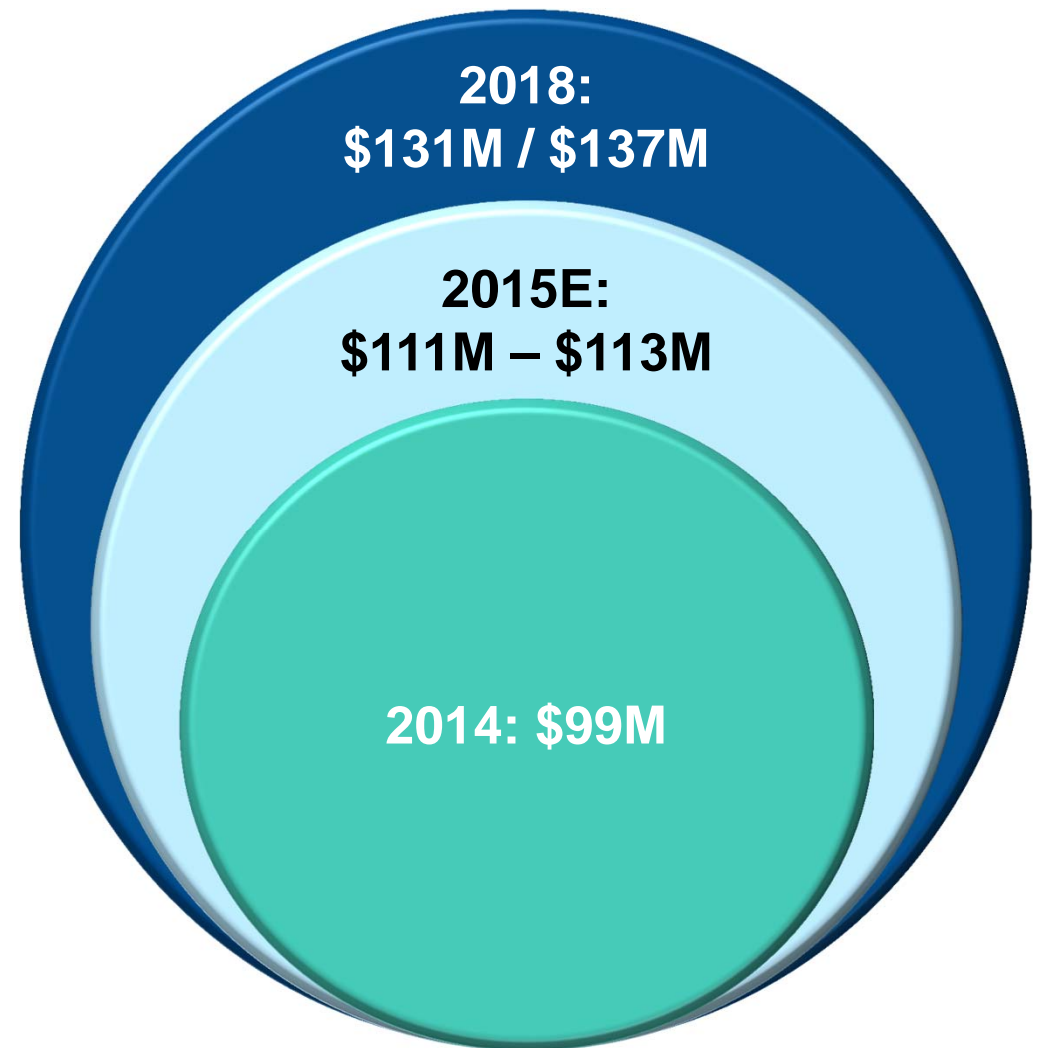
- Amenities enhance resort experience for our owners
- Growth includes the benefit from dispositions of under-performing assets and other operational efficiencies



Note: Ancillary margin represents ancillary revenues, net of expenses.

# Resort Management and Other Services Margin

- Strong and growing recurring revenue streams
- Improved ancillary margins



Note: Resort management and other services margin represents resort management and other services revenues, net of expenses.

# Financing – How We Make Money

Provide financing for vacation  
ownership purchases

Service loans internally

Securitize loans in the ABS market

Leverage corporate warehouse facility



# Key Financing Characteristics (North America)

- Average loan size of \$20,000 – \$25,000
- Average down payment of 10% – 15%
- Average loan coupon of 12.5%
- Average term of 10 years
- Monthly payments of \$300 – \$400
- Average FICO score of 730
- Financing propensity of 42% in 2014



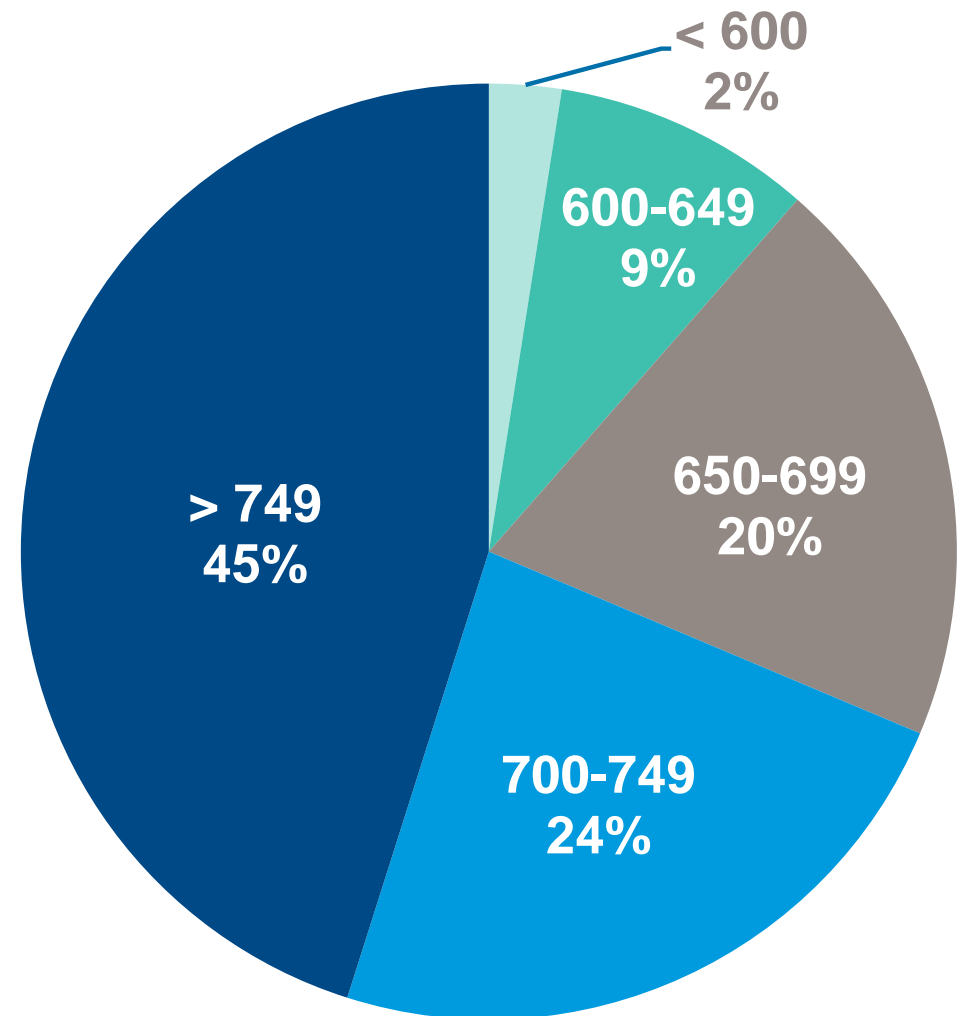
Marriott's Kauai Lagoons, Lihue, Kauai, Hawaii



# Established Securitization Platform

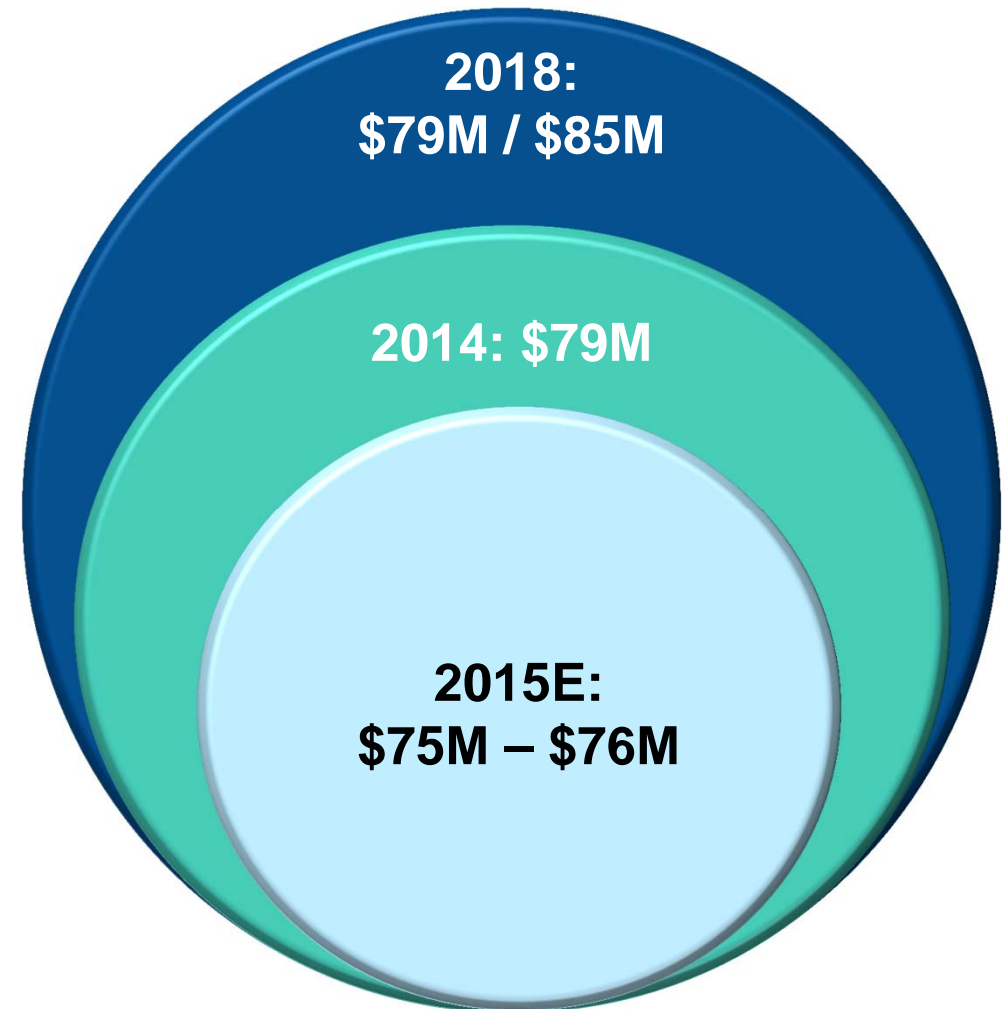
- Securitized over \$4 billion in vacation ownership notes receivable since 2000
- Strong notes receivable portfolio
- Second best performing asset class behind automobiles
- Advance rates of ~95% on recent securitizations
- Average cost of funds on outstanding securitizations of 3.1% as of end of 2014

## North America Loan Originations By Credit Score



# Financing Margin

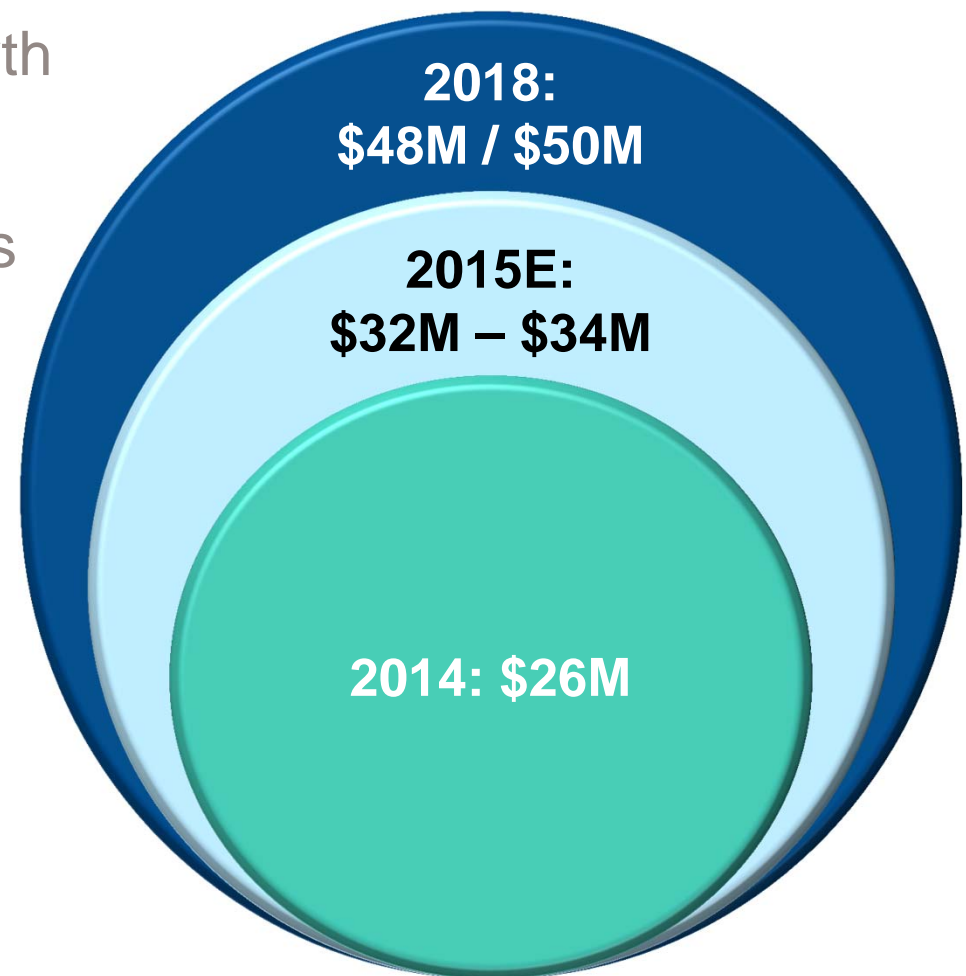
- Financing margins begin to stabilize in 2015
- Securitization market assumed to remain strong with excess spreads close to historic high levels
- Assumptions:
  - 5% and 10% annualized contract sales growth scenarios
  - 45% financing propensity (North America)



Note: Financing margin represents financing revenues, net of financing expenses and consumer financing interest expense.

# Rental Margin Growth

- Significant improvement in rental margins since spin-off
- 4% – 6% annualized topline growth through 2018
- Variety of rental inventory sources
- Declining inventory costs:
  - Unsold maintenance fees (benefit from sale of luxury inventory)
- Low to mid teens margin target

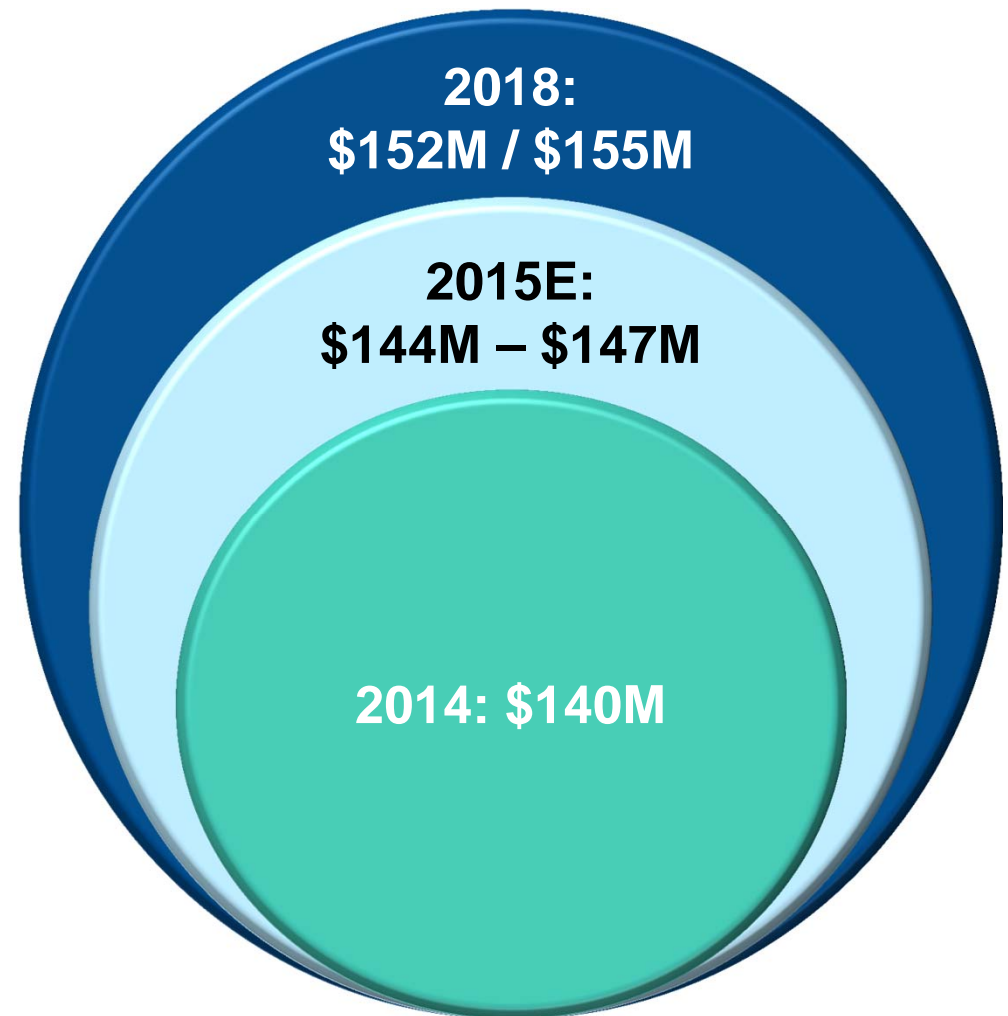


Note: Rental margin represents rental revenues, net of expenses.

# Other Expenses —

Including G&A and Royalty Fees, net of Depreciation

- General & administrative costs:
  - Inflationary growth
  - Costs to support new development
- Royalty fees:
  - Variable – Aligned with contract sales growth and mix of sales
  - Fixed – Increases by half of GDP deflator (every five years)



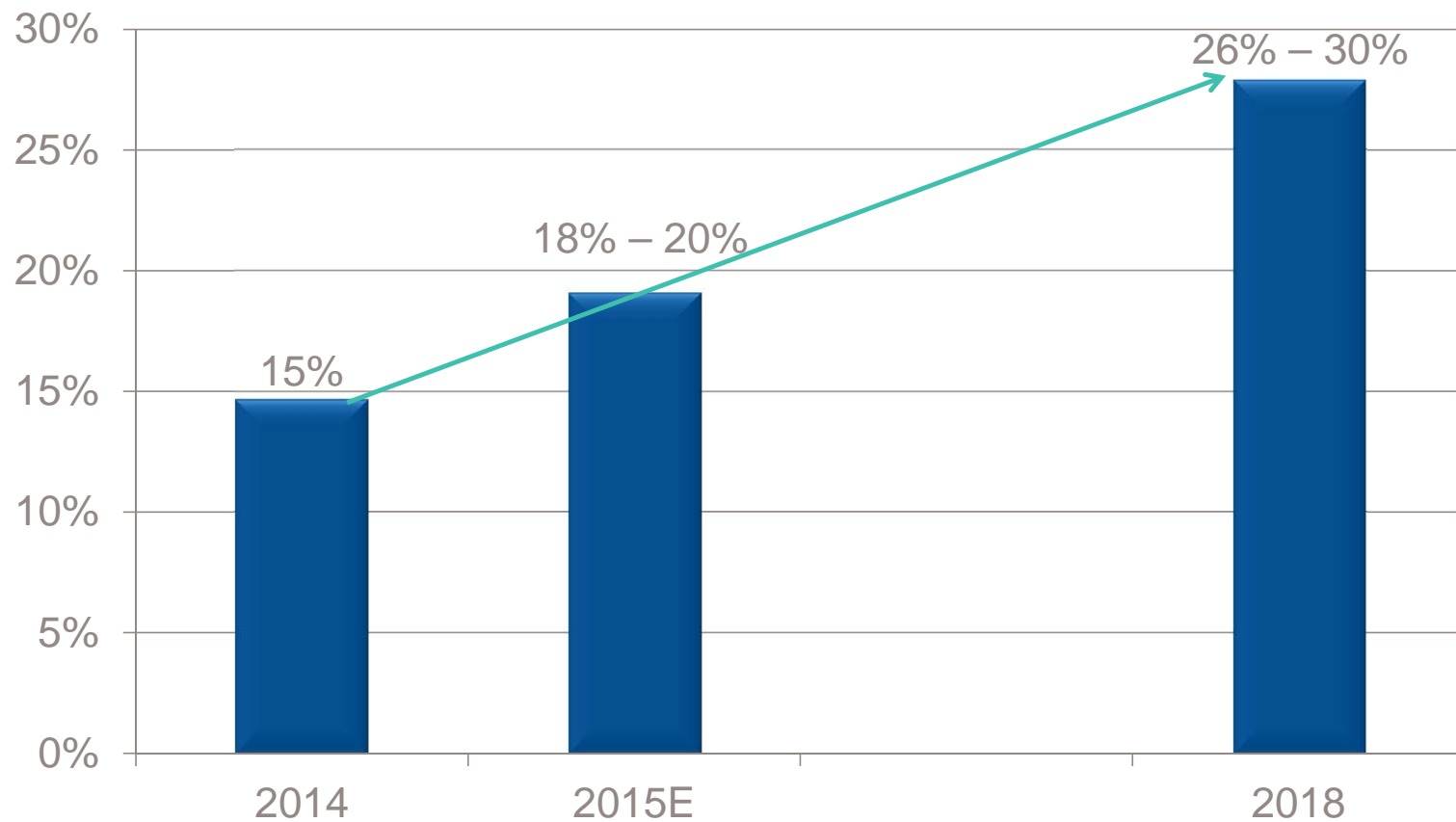
# Adjusted EBITDA\*\*

(in millions)

|                          | <u>2014</u>  | <u>2015E</u>       | <u>2018<br/>5% Scenario</u> | <u>2018<br/>10% Scenario</u> |
|--------------------------|--------------|--------------------|-----------------------------|------------------------------|
| Development              | \$136        | \$148 – 156        | \$164                       | \$193                        |
| Resort Management        | 99           | 111 – 113          | 131                         | 137                          |
| Rentals                  | 26           | 32 – 34            | 48                          | 50                           |
| Financing                | 79           | 75 – 76            | 79                          | 85                           |
| Other Expenses           | <u>(140)</u> | <u>(144 – 147)</u> | <u>(152)</u>                | <u>(155)</u>                 |
| <b>Adjusted EBITDA**</b> | <u>\$200</u> | <u>\$222 - 232</u> | <u>\$270</u>                | <u>\$310</u>                 |

\*\* See Appendix for non-GAAP financial measures.

# Return on Invested Capital\*\*



## Targeting Meaningful ROIC Improvement

\*\* See Appendix for non-GAAP financial measures.

# Adjusted Free Cash Flow\*\*

MARRIOTT  
VACATIONS  
WORLDWIDE  
SM

(in millions)

## Cumulative 2015E to 2018

|  | <u>2014</u>  | <u>2015E</u>       | <u>Low</u>     | <u>High</u>    |
|--|--------------|--------------------|----------------|----------------|
| Sources of Cash:                             |              |                    |                |                |
| Adjusted cash flow from operations**         | \$415        | \$401 – 404        | \$1,569        | \$1,714        |
| Borrowings from securitization transactions  | 263          | 300 – 306          | 1,048          | 1,142          |
| Repayment of debt related to securitizations | <u>(230)</u> | <u>(241 – 247)</u> | <u>(867)</u>   | <u>(884)</u>   |
| Subtotal                                     | <u>448</u>   | <u>460 – 463</u>   | <u>1,750</u>   | <u>1,972</u>   |
| Uses of Cash:                                |              |                    |                |                |
| Inventory spending <sup>1</sup>              | (100)        | (260 – 248)        | (861)          | (1,042)        |
| Marriott Rewards loyalty program             | (25)         | (26 – 22)          | (89)           | (89)           |
| Other, including other capex <sup>2</sup>    | <u>(39)</u>  | <u>(29 – 23)</u>   | <u>(100)</u>   | <u>(66)</u>    |
| Subtotal – Uses of Cash                      | <u>(164)</u> | <u>(315 – 293)</u> | <u>(1,050)</u> | <u>(1,197)</u> |
| <b>Adjusted Free Cash Flow**</b>             | <u>\$284</u> | <u>\$145 – 170</u> | <u>\$700</u>   | <u>\$775</u>   |

1 Inventory spending includes investment in vacation ownership inventory and new sales centers.

2 Other capex includes ancillary and corporate capital expenditures, changes in restricted cash and organizational and separation-related efforts.

\*\* See Appendix for non-GAAP financial measures.

# Strong Cash Flow Potential

(in millions)

## Cumulative 2015E to 2018

### Adjusted free cash flow\*\*

Additional leverage (excess debt capacity)

Further inventory optimization

Disposition proceeds

### Adjusted free cash flow available for shareholders\*\*

| <u>Low</u>     | <u>High</u>    |
|----------------|----------------|
| \$700          | \$775          |
| 270            | 465            |
| 125            | 150            |
| <u>50</u>      | <u>80</u>      |
| <u>\$1,145</u> | <u>\$1,470</u> |

\*\* See Appendix for non-GAAP financial measures.



# Balanced Capital Allocation Approach

- Continued growth through new resort locations with on-site sales distributions
- Pursue new business opportunities
- Return excess capital to shareholders
  - Share repurchase program
  - Quarterly cash dividends



Marriott's Kauai Beach Club, Lihue, Kauai, Hawaii

# MVW INVESTOR DAY

May 2015

MARRIOTT  
VACATIONS  
WORLDWIDE  
SM



# Question and Answer Session



**Steve Weisz**  
President and  
Chief Executive Officer



**Lee Cunningham**  
Executive Vice President  
and Chief Operating Officer



**Brian Miller**  
Executive Vice President  
Chief Sales and  
Marketing Officer



**Lani Kane-Hanan**  
Executive Vice President  
and Chief Growth and  
Inventory Officer



**John Geller**  
Executive Vice President  
and Chief Financial Officer

## Final Thoughts

**Steve Weisz**  
President and  
Chief Executive Officer



# Appendix

# Non-GAAP Financial Measures

In this presentation we report certain financial measures that are not prescribed or authorized by United States Generally Accepted Accounting Principles ("GAAP"). We discuss our reasons for reporting these non-GAAP financial measures below, and reconcile the most directly comparable GAAP financial measure to each non-GAAP financial measure that we report (identified by a double asterisk ("\*\*") on the preceding pages). Although we evaluate and present these non-GAAP financial measures for the reasons described below, please be aware that these non-GAAP financial measures have limitations and should not be considered in isolation or as a substitute for revenues, net income, earnings per share or any other comparable operating measure prescribed by GAAP. In addition, these non-GAAP financial measures may be calculated and / or presented differently than measures with the same or similar names that are reported by other companies, and as a result, the non-GAAP financial measures we report may not be comparable to those reported by others.

**Adjusted Net Income.** We evaluate non-GAAP financial measures including Adjusted Net Income, Adjusted EBITDA and Adjusted Development Margin, that (1) exclude certain charges incurred in the 52 weeks ended January 2, 2015, the 53 weeks ended January 3, 2014 and the 52 weeks ended December 28, 2012 and December 30, 2011, (2) exclude non-cash impairment charges in the 52 weeks ended December 30, 2011, (3) exclude gains on dispositions in the 52 weeks ended January 2, 2015 and December 28, 2012, (4) include pro forma adjustments for the 52 weeks ended December 30, 2011 to reflect results as if we were a standalone public company throughout each period, and (5) exclude adjustments related to the extension of rescission periods in our Europe segment discussed below ("Europe Rescission Adjustments") in the 53 weeks ended January 3, 2014 and the 52 weeks ended December 28, 2012 and December 30, 2011, because these non-GAAP financial measures allow for period-over-period comparisons of our on-going core operations before the impact of certain charges, non-cash impairment charges, gains and Europe Rescission Adjustments, and reflect results as if we were a standalone public company throughout each period. These adjustments are itemized below and on the following pages for fiscal years 2011 through 2014; to the extent certain charges, non-cash impairment charges or gains occur in fiscal years 2015 through 2018, similar adjustments would be made. These non-GAAP financial measures also facilitate our comparison of results from our on-going core operations before certain charges, non-cash impairment charges, gains and Europe Rescission Adjustments with results from other vacation ownership companies.

*Certain Charges - 52 weeks ended January 2, 2015.* In our Statement of Income for the 52 weeks ended January 2, 2015, we recorded \$23 million of net pre-tax charges, which included a \$24 million non-cash loss associated with the disposition of partially developed land, an operating golf course, spa and clubhouse and related facilities at a former resort in our North America segment and settlement of related litigation under the "Litigation settlement" caption, \$3 million of organizational and separation related costs recorded under the "Organizational and separation related" caption, a \$3 million litigation settlement in our North America segment recorded under the "Litigation settlement" caption, and a \$1 million impairment charge associated with a project in our North America segment recorded under the "Impairment" caption, partially offset by \$8 million of income associated with the settlement of a dispute with a former service provider in our North America segment recorded under the "Litigation settlement" caption.

*Certain Charges - 53 weeks ended January 3, 2014.* In our Statement of Income for the 53 weeks ended January 3, 2014, we recorded \$20 million of pre-tax charges, which included \$12 million of organizational and separation related costs recorded under the "Organizational and separation related" caption, an \$8 million increase in our accrual for remaining costs we expected to incur in connection with our interest in an equity method investment in a joint venture project in our North America segment recorded under the "Impairment (charges) reversals on equity investment" caption, \$5 million for a litigation settlement in our Europe segment recorded under the "Litigation settlement" caption, \$2 million of severance costs in our Europe segment recorded under the "Marketing and sales" caption, and a \$1 million pre-tax non-cash impairment charge related to a leased golf course at a project in our Europe segment recorded under the "Impairment" caption, partially offset by a \$7 million gain for cash received in payment of fully reserved receivables in connection with an equity method investment in a joint venture project in our North America segment recorded under the "Impairment (charges) reversals on equity investment" caption, and a \$1 million reversal of a previously recorded litigation settlement related to a project in our North America segment, based upon an agreement to settle the matter for an amount less than our accrual, recorded under the "Litigation settlement" caption.

# Non-GAAP Financial Measures

*Certain Charges - 52 weeks ended December 28, 2012.* In our Statement of Income for the 52 weeks ended December 28, 2012, we recorded \$62 million of pre-tax charges, which included \$41 million for litigation settlement charges in our North America segment recorded under the "Litigation settlement" caption, \$16 million of organizational and separation related costs recorded under the "Organizational and separation related" caption, \$4 million related to closing off-site sales locations in our Asia Pacific segment recorded under the "Marketing and sales" caption, \$1 million of severance in our Europe segment recorded under the "Marketing and sales" caption, \$1 million of severance in our North America segment recorded under the "Marketing and sales" caption, and \$1 million of costs associated with removing the Ritz-Carlton brand from one of our properties in our North America segment recorded under the "Resort management and other services" caption, partially offset by the reversal of \$2 million of a previously recorded impairment charge recorded in our North America segment under the "Impairment reversals on equity investment" caption related to an equity investment in a joint venture project because the actual costs incurred to suspend our marketing and sales operations at the project were lower than previously estimated.

*Certain Charges - 52 weeks ended December 30, 2011.* In our Statement of Operations for the 52 weeks ended December 30, 2011, we recorded \$18 million of pre-tax charges comprised of \$5 million of severance costs (\$3 million recorded under the "Marketing and sales" caption and \$2 million recorded under the "General and administrative" caption), \$4 million of spin-off related charges recorded under the "General and administrative" caption, \$3 million of costs related to ADA compliance and Hurricane Irene damage at a resort in the Bahamas recorded under the "Cost of vacation ownership products" caption, \$3 million for litigation settlement charges in our North America segment recorded under the "Litigation settlement" caption, and \$3 million of legal related charges recorded under the "Marketing and sales" caption.

*Non-cash Impairment Charges - 52 weeks ended December 30, 2011.* In preparation for the spin-off from Marriott International, management assessed the intended use of excess undeveloped land and built inventory and the current market conditions for those assets. During 2011, management approved a plan to accelerate cash flow through the monetization of certain excess undeveloped land in the United States, Mexico, and the Bahamas and to accelerate sales of excess built former Luxury segment fractional and residential inventory. As a result, in accordance with the guidance for accounting for the impairment or disposal of long-lived assets, because the nominal cash flows from the planned land sales and the estimated fair values of the land and excess built former Luxury segment inventory were less than their respective carrying values, we recorded a pre-tax non-cash impairment charge of \$324 million in our Statement of Operations for the 36 weeks ended September 9, 2011 under the "Impairment" caption. Additionally, in our Statement of Operations for the 36 weeks ended September 9, 2011 recorded under the "Impairment reversals on equity investment" caption, we reversed nearly \$4 million of a more than \$16 million funding liability we originally recorded in 2009 related to a former Luxury segment vacation ownership joint venture project, based on facts and circumstances surrounding the project, including favorable resolution of certain construction related claims and contingent obligations to refund certain deposits relating to sales that have subsequently closed.

## *Gains on dispositions:*

*52 weeks ended January 2, 2015.* In our Statement of Income for the 52 weeks ended January 2, 2015, we recorded \$5 million of gains, which included a \$3 million gain associated with the sale of undeveloped and partially developed land, an operating golf course and related assets in our North America segment and a \$2 million gain associated with the sale of a golf course and adjacent undeveloped land in our North America segment, both recorded under the "Gains and other income" caption.

*52 weeks ended December 28, 2012.* In our Statement of Income for the 52 weeks ended December 28, 2012, we recorded a net \$8 million gain associated with the sale of the golf course, clubhouse and spa formerly known as The Ritz-Carlton Golf Club and Spa, Jupiter in our North America segment under the "Gains and other income" caption.

*Pro Forma Adjustments - 52 weeks ended December 30, 2011.* In our Statement of Operations for the 52 weeks ended December 30, 2011, we included \$71 million of pre-tax pro forma adjustments comprised of \$58 million of royalty fees, \$3 million of consumer financing interest expense and \$10 million of non-consumer financing interest expense, which included \$4 million of dividends on mandatorily redeemable preferred stock of a consolidated subsidiary.

# Non-GAAP Financial Measures

*Europe Rescission Adjustments.* In the second quarter of 2013, during the course of an internal review of certain sales documentation processes related to the sale of certain vacation ownership interests in properties associated with our Europe segment, we determined that the documentation we provided for certain sales of vacation ownership products was not strictly compliant. As a result, in accordance with applicable European regulation, the period of time during which purchasers of such interests may rescind their purchases was extended. We record revenues from the sale of vacation ownership products once the rescission period has ended. Originally, we recorded revenues from these sales of vacation ownership products based on the rescission periods in effect assuming compliant documentation had been provided to the purchasers, rather than the extended periods. As a result, we recognized revenue in incorrect periods between fiscal years 2010 and 2013 and misstated revenues in our previously filed consolidated financial statements. We provided compliant documentation to purchasers for whom the extended rescission period had not yet expired. As compliant documentation was subsequently provided as part of the corrective actions we took, the extended rescission period for most of the purchases at issue ended during the second quarter of 2013. To better reflect our on-going core operations and allow for period-over-period comparisons, we have excluded the impact associated with the extended rescission periods in our adjusted financial measures.

*53 weeks ended January 3, 2014.* In our Statement of Income for the 53 weeks ended January 3, 2014, we recorded after-tax Europe Rescission Adjustments of \$10 million, which included a \$21 million pre-tax increase in Sale of vacation ownership products revenues, pre-tax increases of \$7 million and \$2 million in Cost of vacation ownership products expense and Marketing and sales expense, respectively, associated with the change in revenues from the Sale of vacation ownership products, and a \$2 million increase in the Provision for income taxes associated with the change in Income before income taxes.

*52 weeks ended December 28, 2012.* In our Statement of Income for the 52 weeks ended December 28, 2012, we recorded after-tax Europe Rescission Adjustments of \$6 million, which included a \$9 million pre-tax decrease in Sale of vacation ownership products revenues, and pre-tax decreases of \$2 million and \$1 million in Cost of vacation ownership products expense and Marketing and sales expense, respectively, associated with the change in revenues from the Sale of vacation ownership products.

*52 weeks ended December 30, 2011.* In our Statement of Operations for the 52 weeks ended December 30, 2011 we recorded after-tax Europe Rescission Adjustments of \$2 million which included a \$7 million pre-tax decrease in Sale of vacation ownership products revenues, pre-tax decreases of \$3 million and \$1 million to Cost of vacation ownership products expense and Marketing and sales expense, respectively, associated with the change in revenues from the Sale of vacation ownership products, and a Benefit for income taxes adjustment of \$1 million associated with the change in Loss before income taxes.

**Adjusted Development Margin (Adjusted Sale of Vacation Ownership Products Net of Expenses).** We evaluate Adjusted Development Margin (Adjusted Sale of Vacation Ownership Products Net of Expenses) as an indicator of operating performance. Adjusted Development Margin adjusts Sale of vacation ownership products revenues for the impact of revenue reportability, includes corresponding adjustments to Cost of vacation ownership products expense and Marketing and sales expense associated with the change in revenues from the Sale of vacation ownership products, and includes adjustments for certain charges and Europe Rescission Adjustments as itemized in the discussion of Adjusted Net Income above. We evaluate Adjusted Development Margin because it allows for period-over-period comparisons of our on-going core operations before the impact of revenue reportability, certain charges and Europe Rescission Adjustments to our Development Margin.



# Non-GAAP Financial Measures

**Earnings Before Interest, Taxes, Depreciation and Amortization ("EBITDA").** EBITDA is defined as earnings, or net income, before interest expense (excluding consumer financing interest expense), provision for income taxes, depreciation and amortization. For purposes of our EBITDA calculation, we do not adjust for consumer financing interest expense because the associated debt is secured by vacation ownership notes receivable that have been sold to bankruptcy remote special purpose entities and is generally non-recourse to us. Further, we consider consumer financing interest expense to be an operating expense of our business.

We consider EBITDA to be an indicator of operating performance, and we use it to measure our ability to service debt, fund capital expenditures and expand our business. We also use it, as do analysts, lenders, investors and others, because it excludes certain items that can vary widely across different industries or among companies within the same industry. For example, interest expense can be dependent on a company's capital structure, debt levels and credit ratings. Accordingly, the impact of interest expense on earnings can vary significantly among companies. The tax positions of companies can also vary because of their differing abilities to take advantage of tax benefits and because of the tax policies of the jurisdictions in which they operate. As a result, effective tax rates and provision for income taxes can vary considerably among companies. EBITDA also excludes depreciation and amortization because companies utilize productive assets of different ages and use different methods of both acquiring and depreciating productive assets. These differences can result in considerable variability in the relative costs of productive assets and the depreciation and amortization expense among companies.

**Adjusted EBITDA.** We also evaluate Adjusted EBITDA, which reflects additional adjustments for certain charges, gains and Europe Rescission Adjustments, as itemized in the discussion of Adjusted Net Income above. We evaluate Adjusted EBITDA as an indicator of operating performance because it allows for period-over-period comparisons of our on-going core operations before the impact of certain charges, gains and Europe Rescission Adjustments. Together, EBITDA and Adjusted EBITDA facilitate our comparison of results from our on-going core operations before the impact of certain charges, gains and Europe Rescission Adjustments with results from other vacation ownership companies.

**Free Cash Flow.** We also evaluate Free Cash Flow as a liquidity measure that provides useful information to management and investors about the amount of cash provided by operating activities after capital expenditures for property and equipment, changes in restricted cash, and the borrowing and repayment activity related to our securitizations. We consider Free Cash Flow to be a liquidity measure that provides useful information to management and investors about the amount of cash generated by the business that can be used for strategic opportunities, including acquisitions and strengthening the balance sheet. Analysis of Free Cash Flow also facilitates management's comparison of our results with our competitors' results.

**Adjusted Free Cash Flow.** We also evaluate Adjusted Free Cash Flow, which reflects additional adjustments for organizational and separation related, litigation, and other cash charges, as referred to in the discussion of Adjusted Net Income above. We evaluate Adjusted Free Cash Flow as a liquidity measure that provides useful information to management and investors about the amount of cash provided by operating activities after capital expenditures for property and equipment, changes in restricted cash, and the borrowing and repayment activity related to our securitizations, excluding the impact of organizational and separation related, litigation, and other cash charges. We consider Adjusted Free Cash Flow to be a liquidity measure that provides useful information to management and investors about the amount of cash generated by the business that can be used for strategic opportunities, including acquisitions and strengthening the balance sheet. Analysis of Adjusted Free Cash Flow also facilitates management's comparison of our results with our competitors' results.

# Non-GAAP Financial Measures

**Adjusted Free Cash Flow Available for Shareholders.** We also evaluate Adjusted Free Cash Flow Available for Shareholders, which reflects additional adjustments for additional leverage, further inventory optimization, and additional disposition proceeds. We evaluate Adjusted Free Cash Flow Available for Shareholders as a liquidity measure that provides useful information to management and investors about the amount of cash available to grow the business and return capital to shareholders after taking into account Adjusted Free Cash Flow adjusted for excess debt capacity, additional development capital efficiency, and disposition proceeds. We consider Adjusted Free Cash Flow Available to Shareholders to be a liquidity measure that provides useful information to management and investors about the amount of cash available for strategic opportunities, including acquisitions and strengthening the balance sheet, as well as returning capital to shareholders.

**Adjusted Cash Flow from Operations.** We also evaluate Adjusted Cash Flow from Operations, which reflects adjustments to Cash Flow from Operations that exclude the impact of real estate inventory spending and repayment of the liability for Marriott Rewards customer loyalty program. We consider Adjusted Cash Flow from Operations to be a meaningful indicator of our operating performance and evaluate it as a liquidity measure that provides useful information to management and investors about the amount of cash we expect to generate from the business prior to securitizing vacation ownership notes receivables that will be available for non-securitized debt service requirements, incremental investments, capital returns to shareholders, and other purposes.

| <i>(In millions)</i>                                    | 2014          | 2015E                | 2015 to 2018<br>Cumulative (Low) | 2015 to 2018<br>Cumulative (High) |
|---|---------------|----------------------|----------------------------------|-----------------------------------|
| Cash flow from operations                               | \$ 291        | \$135 - \$152        | \$ 644                           | \$ 623                            |
| Add:  |               |                      |                                  |                                   |
| Real estate inventory spending <sup>1</sup>             | 99            | 240 - 230            | 836                              | 1,002                             |
| Liability for Marriott Rewards customer loyalty program | 25            | 26 - 22              | 89                               | 89                                |
| Adjusted cash flow from operations**                    | <u>\$ 415</u> | <u>\$401 - \$404</u> | <u>\$ 1,569</u>                  | <u>\$ 1,714</u>                   |

\*\* Denotes non-GAAP financial measures.

<sup>1</sup> 2015E Real estate inventory spending includes \$47 million for the purchase of an operating hotel for future conversion to inventory.

**Return on Invested Capital (“ROIC”).** We calculate ROIC as Adjusted EBITDA, less depreciation and amortization, divided by average net assets after making adjustments for the impact of non-recourse securitized debt and excess cash balances. In our ROIC calculation, we reduce average net assets by the non-recourse securitized debt as well as cash balances in excess of \$75 million, and we reduce Adjusted EBITDA, less depreciation and amortization, by the associated consumer financing interest expense. We consider ROIC to be a meaningful indicator of our operating performance, and we evaluate ROIC because it provides useful information about how effectively we use the money we invest in our business.

**Total Revenues Excluding Cost Reimbursements.** Cost reimbursements revenue includes direct and indirect costs that property owners' associations and joint ventures we participate in reimburse to us, and relates, predominantly, to payroll costs where we are the employer. As we record cost reimbursements based upon costs incurred with no added markup, this revenue and related expense has no impact on net income attributable to us because cost reimbursements revenue net of reimbursed costs expense is zero. We consider total revenues excluding cost reimbursements to be a meaningful metric as it represents that portion of revenue that impacts net income attributable to us.

| <i>(In millions)</i>                           | 2014            |
|--|-----------------|
| Total revenues                                 | \$ 1,736        |
| Less: cost reimbursements                      | (397)           |
| Total revenues excluding cost reimbursements** | <u>\$ 1,339</u> |

\*\* Denotes non-GAAP financial measures.

# Non-GAAP Financial Measures

## 2014 and 2013 Adjusted Net Income and Adjusted EBITDA

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(In millions)

|   | As Reported<br>52 Weeks Ended<br>January 2, 2015 | Certain<br>Charges | As Adjusted<br>52 Weeks Ended<br>January 2, 2015 ** | As Reported<br>53 Weeks Ended<br>January 3, 2014 | Certain<br>Charges | Europe<br>Rescission<br>Adjustment | As Adjusted<br>53 Weeks Ended<br>January 3, 2014 ** |
|---|--|--------------------|---|--|--------------------|------------------------------------|---|
| <b>Revenues</b>                           |  |                    |   |  |                    |                                    |   |
| Sale of vacation ownership products       | \$ 648   | \$ -               | \$ 648  | \$ 672   | \$ -               | \$ (21)                            | \$ 651  |
| Resort management and other services      | 298  | -                  | 298   | 290  | -                  | -                                  | 290   |
| Financing                                 | 129  | -                  | 129   | 141  | -                  | -                                  | 141   |
| Rental                                    | 264  | -                  | 264   | 262  | -                  | -                                  | 262   |
| Cost reimbursements                       | 397  | -                  | 397   | 385  | -                  | -                                  | 385   |
| Total revenues                            | <u>1,736</u>                                     | <u>-</u>           | <u>1,736</u>  | <u>1,750</u>                                     | <u>-</u>           | <u>(21)</u>                        | <u>1,729</u>  |
| <b>Expenses</b>                           |  |                    |   |  |                    |                                    |   |
| Cost of vacation ownership products       | 197  | -                  | 197   | 214  | -                  | (7)                                | 207   |
| Marketing and sales                       | 315  | -                  | 315   | 316  | (2)                | (2)                                | 312   |
| Resort management and other services      | 199  | -                  | 199   | 206  | -                  | -                                  | 206   |
| Financing                                 | 24   | -                  | 24  | 25   | -                  | -                                  | 25  |
| Rental                                    | 238  | -                  | 238   | 251  | -                  | -                                  | 251   |
| General and administrative                | 99   | -                  | 99  | 99   | -                  | -                                  | 99  |
| Organizational and separation related     | 3  | (3)                | -   | 12   | (12)               | -                                  | -   |
| Litigation settlement                     | 19   | (19)               | -   | 4  | (4)                | -                                  | -   |
| Consumer financing interest               | 26   | -                  | 26  | 31   | -                  | -                                  | 31  |
| Royalty fee                               | 60   | -                  | 60  | 62   | -                  | -                                  | 62  |
| Impairment                                | 1  | (1)                | -   | 1  | (1)                | -                                  | -   |
| Cost reimbursements                       | 397  | -                  | 397   | 385  | -                  | -                                  | 385   |
| Total expenses                            | <u>1,578</u>                                     | <u>(23)</u>        | <u>1,555</u>  | <u>1,606</u>                                     | <u>(19)</u>        | <u>(9)</u>                         | <u>1,578</u>  |
| Gains and other income                    | 5  | (5)                | -   | 1  | -                  | -                                  | 1   |
| Equity in earnings                        | -  | -                  | -   | -  | -                  | -                                  | -   |
| Interest expense                          | (12)   | -                  | (12)  | (13)   | -                  | -                                  | (13)  |
| Impairment reversals on equity investment | -  | -                  | -   | (1)  | 1                  | -                                  | -   |
| Income before income taxes                | 151  | 18                 | 169   | 131  | 20                 | (12)                               | 139   |
| Provision for income taxes                | (70)   | 2                  | (68)  | (51)   | (5)                | 2                                  | (54)  |
| Net income                                | <u>\$ 81</u>                                     | <u>\$ 20</u>       | <u>\$ 101</u>                                       | <u>\$ 80</u>                                     | <u>\$ 15</u>       | <u>\$ (10)</u>                     | <u>\$ 85</u>  |
| <b>Adjusted EBITDA</b>                    |  |                    |   |  |                    |                                    |   |
|   | As Reported<br>52 Weeks Ended<br>January 2, 2015 | Certain<br>Charges | As Adjusted<br>52 Weeks Ended<br>January 2, 2015 ** | As Reported<br>53 Weeks Ended<br>January 3, 2014 | Certain<br>Charges | Europe<br>Rescission<br>Adjustment | As Adjusted<br>53 Weeks Ended<br>January 3, 2014 ** |
| Net income                                | \$ 81  | \$ 20              | \$ 101  | \$ 80  | \$ 15              | \$ (10)                            | \$ 85   |
| Interest expense <sup>1</sup>             | 12   | -                  | 12  | 13   | -                  | -                                  | 13  |
| Tax provision                             | 70   | (2)                | 68  | 51   | 5                  | (2)                                | 54  |
| Depreciation and amortization             | 19   | -                  | 19  | 23   | -                  | -                                  | 23  |
| EBITDA **                                 | <u>\$ 182</u>                                    | <u>\$ 18</u>       | <u>\$ 200</u>                                       | <u>\$ 167</u>                                    | <u>\$ 20</u>       | <u>\$ (12)</u>                     | <u>\$ 175</u>                                       |

\*\* Denotes non-GAAP financial measures.

NOTE: Beginning with the fourth quarter of 2014 we have combined results from Resort management and other services with results from Other, report those combined results in Resort management and other services, and have recast prior year presentation for consistency.

<sup>1</sup> Interest expense excludes consumer financing interest expense.

# Non-GAAP Financial Measures

## 2012 and 2011 Adjusted Net Income and Adjusted EBITDA

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| (In millions)                             | As Reported<br>52 Weeks Ended<br>December 28, 2012 | Certain<br>Charges | Europe<br>Rescission<br>Adjustment | As Adjusted<br>52 Weeks Ended<br>December 28, 2012 ** | As Reported<br>52 Weeks Ended<br>December 30, 2011 | Certain<br>Charges | Pro Forma      | Europe<br>Rescission<br>Adjustment | As Adjusted<br>52 Weeks Ended<br>December 30, 2011 ** |
|---|--|--------------------|------------------------------------|---|--|--------------------|----------------|------------------------------------|---|
| <b>Revenues</b>                           |  |                    |                                    |   |  |                    |                |                                    |   |
| Sale of vacation ownership products       | \$ 618   | \$ -               | \$ 9                               | \$ 627  | \$ 627   | \$ -               | \$ -           | \$ 7                               | \$ 634  |
| Resort management and other services      | 283  | -                  | -                                  | 283   | 267  | -                  | -              | -                                  | 267   |
| Financing                                 | 151  | -                  | -                                  | 151   | 169  | -                  | -              | -                                  | 169   |
| Rental                                    | 225  | -                  | -                                  | 225   | 212  | -                  | -              | -                                  | 212   |
| Cost reimbursements                       | 362  | -                  | -                                  | 362   | 349  | -                  | -              | -                                  | 349   |
| Total revenues                            | <u>1,639</u>                                       | <u>-</u>           | <u>9</u>                           | <u>1,648</u>  | <u>1,624</u>                                       | <u>-</u>           | <u>-</u>       | <u>7</u>                           | <u>1,631</u>  |
| <b>Expenses</b>                           |  |                    |                                    |   |  |                    |                |                                    |   |
| Cost of vacation ownership products       | 203  | -                  | 2                                  | 205   | 239  | (3)                | -              | 3                                  | 239   |
| Marketing and sales                       | 329  | (6)                | 1                                  | 324   | 341  | (6)                | -              | 1                                  | 336   |
| Resort management and other services      | 213  | (1)                | -                                  | 212   | 211  | -                  | -              | -                                  | 211   |
| Financing                                 | 26   | -                  | -                                  | 26  | 28   | -                  | -              | -                                  | 28  |
| Rental                                    | 225  | -                  | -                                  | 225   | 220  | -                  | -              | -                                  | 220   |
| General and administrative                | 86   | -                  | -                                  | 86  | 81   | (6)                | -              | -                                  | 75  |
| Organizational and separation related     | 16   | (16)               | -                                  | -   | -  | -                  | -              | -                                  | -   |
| Litigation settlement                     | 41   | (41)               | -                                  | -   | 3  | (3)                | -              | -                                  | -   |
| Consumer financing interest               | 41   | -                  | -                                  | 41  | 47   | -                  | 3              | -                                  | 50  |
| Royalty fee                               | 61   | -                  | -                                  | 61  | 4  | -                  | 58             | -                                  | 62  |
| Impairment                                | -  | -                  | -                                  | -   | 324  | (324)              | -              | -                                  | -   |
| Cost reimbursements                       | 362  | -                  | -                                  | 362   | 349  | -                  | -              | -                                  | 349   |
| Total expenses                            | <u>1,603</u>                                       | <u>(64)</u>        | <u>3</u>                           | <u>1,542</u>  | <u>1,847</u>                                       | <u>(342)</u>       | <u>61</u>      | <u>4</u>                           | <u>1,570</u>  |
| Gains and other income                    | 9  | (8)                | -                                  | 1   | 2  | -                  | -              | -                                  | 2   |
| Equity in earnings                        | 1  | -                  | -                                  | 1   | -  | -                  | -              | -                                  | -   |
| Interest expense                          | (17)   | -                  | -                                  | (17)  | -  | -                  | (10)           | -                                  | (10)  |
| Impairment reversals on equity investment | 2  | (2)                | -                                  | -   | 4  | (4)                | -              | -                                  | -   |
| Income before income taxes                | 31   | 54                 | 6                                  | 91  | (217)  | 338                | (71)           | 3                                  | 53  |
| Provision for income taxes                | (24)   | (20)               | -                                  | (44)  | 45   | (96)               | 27             | (1)                                | (25)  |
| Net income                                | <u>\$ 7</u>  | <u>\$ 34</u>       | <u>\$ 6</u>                        | <u>\$ 47</u>  | <u>\$ (172)</u>                                    | <u>\$ 242</u>      | <u>\$ (44)</u> | <u>\$ 2</u>                        | <u>\$ 28</u>  |
|   | As Reported<br>52 Weeks Ended<br>December 28, 2012 | Certain<br>Charges | Europe<br>Rescission<br>Adjustment | As Adjusted<br>52 Weeks Ended<br>December 28, 2012 ** | As Reported<br>52 Weeks Ended<br>December 30, 2011 | Certain<br>Charges | Pro Forma      | Europe<br>Rescission<br>Adjustment | As Adjusted<br>52 Weeks Ended<br>December 30, 2011 ** |
| Net income                                | \$ 7   | \$ 34              | \$ 6                               | \$ 47   | \$ (172)   | \$ 242             | \$ (44)        | \$ 2                               | \$ 28   |
| Interest expense <sup>1</sup>             | 17   | -                  | -                                  | 17  | -  | -                  | 10             | -                                  | 10  |
| Tax provision                             | 24   | 20                 | -                                  | 44  | (45)   | 96                 | (27)           | 1                                  | 25  |
| Depreciation and amortization             | 30   | -                  | -                                  | 30  | 33   | -                  | -              | -                                  | 33  |
| EBITDA **                                 | <u>\$ 78</u>                                       | <u>\$ 54</u>       | <u>\$ 6</u>                        | <u>\$ 138</u>   | <u>\$ (184)</u>                                    | <u>\$ 338</u>      | <u>\$ (61)</u> | <u>\$ 3</u>                        | <u>\$ 96</u>  |

\*\* Denotes non-GAAP financial measures.

NOTE: Beginning with the fourth quarter of 2014 we have combined results from Resort management and other services with results from Other, report those combined results in Resort management and other services, and have recast prior year presentation for consistency. In the 2013 second quarter, we restated 2012 and 2011 Sale of vacation ownership products revenue, Cost of vacation ownership products and Marketing and sales expenses, Income before income taxes, Provision for income taxes and Net income to correct prior period misstatements.

<sup>1</sup> Interest expense excludes consumer financing interest expense.

# Non-GAAP Financial Measures

2014, 2013, 2012 and 2011 Adjusted Development Margin

(Adjusted Sale of Vacation Ownership Products Net of Expenses)

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## CONSOLIDATED CONTRACT SALES TO SALE OF VACATION OWNERSHIP PRODUCTS

| <i>(In millions)</i>                      | 52 Weeks Ended<br>January 2, 2015 | 53 Weeks Ended<br>January 3, 2014 | 52 Weeks Ended<br>December 28, 2012 | 52 Weeks Ended<br>December 30, 2011 |
|---|-----------------------------------|-----------------------------------|-------------------------------------|-------------------------------------|
| Contract sales                            |                                   |                                   |                                     |                                     |
| Vacation ownership                        | \$ 699                            | \$ 679                            | \$ 687                              | \$ 653                              |
| Residential products                      | 14                                | 15                                | 1                                   | 5                                   |
| Total contract sales                      | <u>713</u>                        | <u>694</u>                        | <u>688</u>                          | <u>658</u>                          |
| Revenue recognition adjustments:          |                                   |                                   |                                     |                                     |
| Reportability <sup>1</sup>                | (15)                              | 9                                 | (6)                                 | 25                                  |
| Europe rescission adjustment <sup>2</sup> | -                                 | 21                                | (9)                                 | (7)                                 |
| Sales Reserve <sup>3</sup>                | (32)                              | (36)                              | (42)                                | (36)                                |
| Other <sup>4</sup>                        | (18)                              | (16)                              | (13)                                | (13)                                |
| Sale of vacation ownership products       | <u>\$ 648</u>                     | <u>\$ 672</u>                     | <u>\$ 618</u>                       | <u>\$ 627</u>                       |

<sup>1</sup> Adjustment for lack of required downpayment or contract sales in rescission period.

<sup>2</sup> Adjustment to eliminate the impact of extended rescission periods in our Europe segment.

<sup>3</sup> Represents allowance for bad debts for our financed vacation ownership product sales, which we also refer to as sales reserve.

<sup>4</sup> Adjustment for sales incentives that will not be recognized as Sale of vacation ownership products revenue.

## CONSOLIDATED ADJUSTED DEVELOPMENT MARGIN (ADJUSTED SALE OF VACATION OWNERSHIP PRODUCTS NET OF EXPENSES)

| <i>(In millions)</i>                       | 52 Weeks Ended<br>January 2, 2015                |                    |                                    |   | As Adjusted<br>52 Weeks Ended<br>January 2, 2015 | **    | 53 Weeks Ended<br>January 3, 2014                |                    |                                    |   | As Adjusted<br>53 Weeks Ended<br>January 3, 2014 | **    |
|--|--|--------------------|------------------------------------|---|--|-------|--|--------------------|------------------------------------|---|--|-------|
|  | As Reported<br>52 Weeks Ended<br>January 2, 2015 | Certain<br>Charges | Europe<br>Rescission<br>Adjustment | Revenue<br>Recognition<br>Reportability<br>Adjustment | As Adjusted<br>52 Weeks Ended<br>January 2, 2015 |       | As Reported<br>53 Weeks Ended<br>January 3, 2014 | Certain<br>Charges | Europe<br>Rescission<br>Adjustment | Revenue<br>Recognition<br>Reportability<br>Adjustment | As Adjusted<br>53 Weeks Ended<br>January 3, 2014 |       |
| Sale of vacation ownership products        | \$ 648   | \$ -               | \$ -                               | \$ 15   | \$ 663   |       | \$ 672   | \$ -               | \$ (21)                            | \$ (9)  | \$ 642   |       |
| Less:                                      |  |                    |                                    |   |  |       |  |                    |                                    |   |  |       |
| Cost of vacation ownership products        | 197  | -                  | -                                  | 4   | 201  | 30.3% | 214  | -                  | (7)                                | (3)   | 204  | 31.7% |
| Marketing and sales                        | 315  | -                  | -                                  | 1   | 316  | 47.7% | 316  | (2)                | (2)                                | (1)   | 311  | 48.5% |
| Development margin                         | <u>\$ 136</u>                                    | <u>\$ -</u>        | <u>\$ -</u>                        | <u>\$ 10</u>  | <u>\$ 146</u>                                    |       | <u>\$ 142</u>                                    | <u>\$ 2</u>        | <u>\$ (12)</u>                     | <u>\$ (5)</u>   | <u>\$ 127</u>                                    |       |
| Development margin percentage <sup>1</sup> | 20.9%  |                    |                                    |   | 22.0%  |       | 21.2%  |                    |                                    |   | 19.8%  |       |

|  | 52 Weeks Ended<br>December 28, 2012                |                    |                                    |   | As Adjusted<br>52 Weeks Ended<br>December 28, 2012 | **    | 52 Weeks Ended<br>December 30, 2011                |                    |                                    |   | As Adjusted<br>52 Weeks Ended<br>December 30, 2011 | **    |
|--|--|--------------------|------------------------------------|---|--|-------|--|--------------------|------------------------------------|---|--|-------|
|  | As Reported<br>52 Weeks Ended<br>December 28, 2012 | Certain<br>Charges | Europe<br>Rescission<br>Adjustment | Revenue<br>Recognition<br>Reportability<br>Adjustment | As Adjusted<br>52 Weeks Ended<br>December 28, 2012 |       | As Reported<br>52 Weeks Ended<br>December 30, 2011 | Certain<br>Charges | Europe<br>Rescission<br>Adjustment | Revenue<br>Recognition<br>Reportability<br>Adjustment | As Adjusted<br>52 Weeks Ended<br>December 30, 2011 |       |
| Sale of vacation ownership products        | \$ 618   | \$ -               | \$ 9                               | \$ 6  | \$ 633   |       | \$ 627   | \$ -               | \$ 7                               | \$ (25)   | \$ 609   |       |
| Less:                                      |  |                    |                                    |   |  |       |  |                    |                                    |   |  |       |
| Cost of vacation ownership products        | 203  | -                  | 2                                  | 2   | 207  | 32.6% | 239  | (3)                | 3                                  | (9)   | 230  | 37.9% |
| Marketing and sales                        | 329  | (6)                | 1                                  | -   | 324  | 51.3% | 341  | (6)                | 1                                  | (3)   | 333  | 54.7% |
| Development margin                         | <u>\$ 86</u>                                       | <u>\$ 6</u>        | <u>\$ 6</u>                        | <u>\$ 4</u>   | <u>\$ 102</u>                                      |       | <u>\$ 47</u>                                       | <u>\$ 9</u>        | <u>\$ 3</u>                        | <u>\$ (13)</u>  | <u>\$ 46</u>                                       |       |
| Development margin percentage <sup>1</sup> | 14.0%  |                    |                                    |   | 16.1%  |       | 7.6%   |                    |                                    |   | 7.4%   |       |

\*\* Denotes non-GAAP financial measures.

NOTE: In the 2013 second quarter, we restated 2012 and 2011 Sale of vacation ownership products revenue, Cost of vacation ownership products and Marketing and sales expenses, Income before income taxes, Provision for income taxes and net income to correct prior period misstatements.

<sup>1</sup> Development margin percentage represents Development margin divided by Sale of vacation ownership products. Development margin percentage is calculated using whole dollars.

# Non-GAAP Financial Measures

2014, 2013, 2012 and 2011 Adjusted Development Margin – North America

(Adjusted Sale of Vacation Ownership Products Net of Expenses)

## NORTH AMERICA CONTRACT SALES TO SALE OF VACATION OWNERSHIP PRODUCTS

| <i>(In millions)</i>                | 52 Weeks Ended<br>January 2, 2015 | 53 Weeks Ended<br>January 3, 2014 | 52 Weeks Ended<br>December 28, 2012 | 52 Weeks Ended<br>December 30, 2011 |
|-------------------------------------|-----------------------------------|-----------------------------------|-------------------------------------|-------------------------------------|
| Contract sales                      |                                   |                                   |                                     |                                     |
| Vacation ownership                  | \$ 620                            | \$ 608                            | \$ 582                              | \$ 526                              |
| Residential products                | 14                                | 15                                | 1                                   | 5                                   |
| Total contract sales                | <u>634</u>                        | <u>623</u>                        | <u>583</u>                          | <u>531</u>                          |
| Revenue recognition adjustments:    |                                   |                                   |                                     |                                     |
| Reportability <sup>1</sup>          | (13)                              | 5                                 | (4)                                 | 27                                  |
| Sales Reserve <sup>2</sup>          | (25)                              | (29)                              | (34)                                | (29)                                |
| Other <sup>3</sup>                  | (18)                              | (16)                              | (13)                                | (13)                                |
| Sale of vacation ownership products | <u>\$ 578</u>                     | <u>\$ 583</u>                     | <u>\$ 532</u>                       | <u>\$ 516</u>                       |

<sup>1</sup> Adjustment for lack of required downpayment or contract sales in rescission period.

<sup>2</sup> Represents allowance for bad debts for our financed vacation ownership product sales, which we also refer to as sales reserve.

<sup>3</sup> Adjustment for sales incentives that will not be recognized as Sale of vacation ownership products revenue.

## NORTH AMERICA ADJUSTED DEVELOPMENT MARGIN (ADJUSTED SALE OF VACATION OWNERSHIP PRODUCTS NET OF EXPENSES)

| <i>(In millions)</i>                       | As Reported                       |                    |                             | Revenue Recognition               |       | As Adjusted                       |                    |                             | As Reported                       |       |                                     | Revenue Recognition |                             |                                     | As Adjusted |                                     |             |                |              |       |
|--|-----------------------------------|--------------------|-----------------------------|-----------------------------------|-------|-----------------------------------|--------------------|-----------------------------|-----------------------------------|-------|-------------------------------------|---------------------|-----------------------------|-------------------------------------|-------------|-------------------------------------|-------------|----------------|--------------|-------|
|  | 52 Weeks Ended<br>January 2, 2015 | Certain<br>Charges | Reportability<br>Adjustment | 52 Weeks Ended<br>January 2, 2015 | **    | 53 Weeks Ended<br>January 3, 2014 | Certain<br>Charges | Reportability<br>Adjustment | 53 Weeks Ended<br>January 3, 2014 | **    | 52 Weeks Ended<br>December 28, 2012 | Certain<br>Charges  | Reportability<br>Adjustment | 52 Weeks Ended<br>December 28, 2012 | **          | 52 Weeks Ended<br>December 30, 2011 | **          |                |              |       |
| Sale of vacation ownership products        | \$ 578                            | \$ -               | \$ 13                       | \$ 591                            |       | \$ 583                            | \$ -               | \$ (5)                      | \$ 578                            |       | \$ 532                              | \$ -                | \$ (27)                     | \$ 489                              |             | \$ 516                              | \$ (27)     | \$ 489         |              |       |
| Less:                                      |                                   |                    |                             |                                   |       |                                   |                    |                             |                                   |       |                                     |                     |                             |                                     |             |                                     |             |                |              |       |
| Cost of vacation ownership products        | 170                               | -                  | 4                           | 174                               | 29.4% | 184                               | -                  | (2)                         | 182                               | 31.6% | 176                                 | -                   | 1                           | 177                                 | 33.0%       | 205                                 | (3)         | (11)           | 191          | 39.0% |
| Marketing and sales                        | 272                               | -                  | 1                           | 273                               | 46.3% | 270                               | -                  | -                           | 270                               | 46.6% | 260                                 | (1)                 | -                           | 259                                 | 48.4%       | 263                                 | (3)         | (2)            | 258          | 52.7% |
| Development margin                         | <u>\$ 136</u>                     | <u>\$ -</u>        | <u>\$ 8</u>                 | <u>\$ 144</u>                     |       | <u>\$ 129</u>                     | <u>\$ -</u>        | <u>\$ (3)</u>               | <u>\$ 126</u>                     |       | <u>\$ 96</u>                        | <u>\$ 1</u>         | <u>\$ 3</u>                 | <u>\$ 100</u>                       |             | <u>\$ 48</u>                        | <u>\$ 6</u> | <u>\$ (14)</u> | <u>\$ 40</u> |       |
| Development margin percentage <sup>1</sup> | 23.4%                             |                    |                             | 24.3%                             |       | 22.1%                             |                    |                             | 21.8%                             |       | 18.2%                               |                     |                             | 18.6%                               |             | 9.4%                                |             |                | 8.3%         |       |

\*\* Denotes non-GAAP financial measures.

NOTE: We combined the financial results of the former Luxury segment with the North America segment beginning with the first quarter of 2013 and have recast prior year presentation for consistency.

<sup>1</sup> Development margin percentage represents Development margin divided by Sale of vacation ownership products. Development margin percentage is calculated using whole dollars.

# Non-GAAP Financial Measures

## 2015E and 2018 Scenarios – Net Income, Adjusted EBITDA, and Adjusted Development Margin

### 2015 ADJUSTED NET INCOME OUTLOOK AND 2018 ADJUSTED NET INCOME SCENARIOS

| <i>(In millions)</i>   | <b>Fiscal Year<br/>2015 (low)</b> | <b>Fiscal Year<br/>2015 (high)</b> | <b>Fiscal Year 2018<br/>(5% scenario)</b> | <b>Fiscal Year 2018<br/>(10% scenario)</b> |
|--|-----------------------------------|------------------------------------|---|--|
| Net income   | \$ 118                            | \$ 124                             | \$ 149                                    | \$ 174                                     |
| Adjustments to reconcile Net income to Adjusted net income           |                                   |                                    |   |  |
| Organizational and separation related and other charges <sup>1</sup> | 2                                 | 2                                  | -   | -  |
| Gain on dispositions <sup>2</sup>                                    | (10)                              | (10)                               | -   | -  |
| Bulk sales <sup>3</sup>  | (6)                               | (6)                                | -   | -  |
| Provision for income taxes on adjustments to net income              | 4                                 | 4                                  | -   | -  |
| Adjusted net income**  | <u>\$ 108</u>                     | <u>\$ 114</u>                      | <u>\$ 149</u>                             | <u>\$ 174</u>                              |

\*\* Denotes non-GAAP financial measures.

<sup>1</sup> Organizational and separation related and other charges adjustment includes \$1.9 million for organizational and separation related efforts in 2015; to the extent similar charges occur in fiscal years 2016 through 2018, similar adjustments would be made.

<sup>2</sup> Gain on dispositions adjustment includes a \$0.9 million gain associated with the sale of a golf course and adjacent undeveloped land as well as an estimated gain on the sale of undeveloped and partially developed land, an operating golf course, spa and clubhouse and related assets, both in our North America segment in 2015; to the extent gains occur in fiscal years 2016 through 2018, similar adjustments would be made.

<sup>3</sup> Bulk sales adjustment includes the net \$5.9 million of pre-tax income associated with the sale of the 18 units in the Asia Pacific segment in 2015; to the extent similar bulk sales occur in fiscal years 2016 through 2018, similar adjustments would be made.

### 2015 ADJUSTED EBITDA OUTLOOK AND 2018 ADJUSTED EBITDA SCENARIOS

| <i>(In millions)</i>          | <b>Fiscal Year<br/>2015 (low)</b> | <b>Fiscal Year<br/>2015 (high)</b> | <b>Fiscal Year 2018<br/>(5% scenario)</b> | <b>Fiscal Year 2018<br/>(10% scenario)</b> |
|-------------------------------|-----------------------------------|------------------------------------|---|--|
| Adjusted net income **        | \$ 108                            | \$ 114                             | \$ 149                                    | \$ 174                                     |
| Interest expense <sup>1</sup> | 13                                | 13                                 | -   | -  |
| Tax provision                 | 79                                | 83                                 | 95  | 110  |
| Depreciation and amortization | 22                                | 22                                 | 26  | 26   |
| Adjusted EBITDA**             | <u>\$ 222</u>                     | <u>\$ 232</u>                      | <u>\$ 270</u>                             | <u>\$ 310</u>                              |

\*\* Denotes non-GAAP financial measures.

<sup>1</sup> Interest expense excludes consumer financing interest expense.

### 2015 ADJUSTED DEVELOPMENT MARGIN OUTLOOK AND 2018 ADJUSTED DEVELOPMENT MARGIN SCENARIO

|  | <b>Total MVW</b>                  |                                    | <b>Total MVW</b>                          |  |
|--|-----------------------------------|------------------------------------|---|--|
|  | <b>Fiscal Year<br/>2015 (low)</b> | <b>Fiscal Year<br/>2015 (high)</b> | <b>Fiscal Year 2018<br/>(5% scenario)</b> | <b>Fiscal Year 2018<br/>(10% scenario)</b> |
| Development margin <sup>1</sup>  | 21.1%                             | 22.1%                              | 21.0%                                     | 21.0%                                      |
| Adjustments to reconcile Development margin to Adjusted development margin |                                   |                                    |   |  |
| Revenue recognition reportability  | (0.1%)                            | (0.1%)                             | 0.0%                                      | 0.0%                                       |
| Adjusted development margin** <sup>1</sup>                                 | <u>21.0%</u>                      | <u>22.0%</u>                       | <u>21.0%</u>                              | <u>21.0%</u>                               |

\*\* Denotes non-GAAP financial measures.

<sup>1</sup> Development margin represents Development margin dollars divided by Sale of vacation ownership products revenues. Development margin is calculated using whole dollars.

# Non-GAAP Financial Measures

2012, 2013, 2014, 2015E and 2018 Scenarios - Adjusted Free Cash Flow

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| (In millions)  | 2012  | 2013   | 2014   | 2015E  |        | 2015E to 2018 Cumulative |        |
|--|-------|--------|--------|--------|--------|--------------------------|--------|
|  |       |        |        | Low    | High   | Low                      | High   |
| Adjusted net income **   | \$ 47 | \$ 85  | \$ 101 | \$ 108 | \$ 114 | \$ 514                   | \$ 569 |
| Adjustments to reconcile Adjusted net income to net cash provided by operating activities: |       |        |        |        |        |                          |        |
| Adjustments for non-cash items <sup>1</sup>  | 88    | 78     | 68     | 73     | 75     |                          |        |
| Deferred income taxes / income taxes payable   | (28)  | 20     | (8)    | 15     | 17     |                          |        |
| Net changes in assets and liabilities:   |       |        |        |        |        |                          |        |
| Notes receivable originations  | (262) | (260)  | (268)  | (284)  | (290)  |                          |        |
| Notes receivable collections   | 311   | 310    | 287    | 268    | 272    |                          |        |
| Inventory  | 68    | 34     | 82     | 30     | 34     | 86                       | 2      |
| Purchase of operating hotel for future conversion to inventory <sup>2</sup>                | -     | -      | -      | (47)   | (47)   | (47)                     | (47)   |
| Liability for Marriott Rewards customer loyalty program                                    | (64)  | (45)   | (25)   | (26)   | (22)   | (89)                     | (89)   |
| Organizational and separation related, litigation and other charges                        | (57)  | (46)   | 4      | (2)    | (2)    | (2)                      | (2)    |
| Other working capital changes  | 60    | (14)   | 50     | -      | 1      |                          |        |
| Other <sup>3</sup>   |       |        |        |        |        | 182                      | 190    |
| Net cash provided by operating activities  | 163   | 162    | 291    | 135    | 152    | 644                      | 623    |
| Capital expenditures for property and equipment (excluding inventory):                     |       |        |        |        |        |                          |        |
| New sales centers <sup>4</sup>   | -     | -      | (1)    | (20)   | (18)   | (25)                     | (40)   |
| Organizational and separation related capital expenditures                                 | (2)   | (6)    | (3)    | (5)    | (5)    | (5)                      | (5)    |
| Other  | (15)  | (16)   | (11)   | (32)   | (30)   | (105)                    | (72)   |
| Change in restricted cash  | 12    | (17)   | (24)   | 1      | 5      | 3                        | 4      |
| Borrowings from securitization transactions  | 238   | 361    | 263    | 300    | 306    | 1,048                    | 1,142  |
| Repayment of debt related to securitizations   | (411) | (361)  | (230)  | (241)  | (247)  | (867)                    | (884)  |
| Free cash flow**   | (15)  | 123    | 285    | 138    | 163    | 693                      | 768    |
| Adjustments:   |       |        |        |        |        |                          |        |
| Organizational and separation related, litigation and other charges                        | 38    | 52     | (1)    | 7      | 7      | 7                        | 7      |
| Adjusted free cash flow**  | \$ 23 | \$ 175 | \$ 284 | \$ 145 | \$ 170 | \$ 700                   | \$ 775 |

\*\* Denotes non-GAAP financial measures.

NOTE: We now include borrowings from securitization transactions and repayment of debt related to securitizations in our free cash flow. As a result, free cash flow as presented in this schedule is equivalent to the non-GAAP financial measure adjusted free cash flow presented prior to the fourth quarter of 2013, and adjusted free cash flow presented in this schedule is equivalent to the non-GAAP financial measure adjusted free cash flow, as adjusted presented prior to the fourth quarter of 2013. In our 2012 Adjusted free cash flow presentation we included Borrowings available from the securitization of sellable vacation ownership notes receivable through the Warehouse Credit Facility. Starting with our 2013 Adjusted free cash flow, we no longer include Borrowings available from the securitization of sellable vacation ownership notes receivable through the Warehouse Credit Facility, and have recast our 2012 Adjusted free cash flow presentation for consistency.

<sup>1</sup> Includes depreciation, amortization of debt issuance costs, provision for loan losses, and share-based compensation.

<sup>2</sup> Represents investment in an operating hotel prior to future conversion to inventory.

<sup>3</sup> Represents cumulative cashflow activity for 2015 through 2018 for Adjustments for non-cash items, Deferred income taxes / income taxes payable, Notes receivable originations / collections, and Other working capital changes.

<sup>4</sup> Represents incremental investment in new sales centers, mainly to support new sales distributions.



# Non-GAAP Financial Measures

2014, 2015E and 2018 Scenarios - Return on Invested Capital (ROIC)

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WORLDWIDE  
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| <i>(In millions)</i>                | 2013     | 2014     | 2015E         | 2018 - (Low) | 2018 - (High) |
|-------------------------------------|----------|----------|---------------|--------------|---------------|
| Total Assets                        | \$ 2,632 | \$ 2,540 |               |              |               |
| Less: Cash balance                  | (200)    | (347)    |               |              |               |
| Add: Assumed minimum cash balance   | 75       | 75       |               |              |               |
| Adjusted total assets               | 2,507    | 2,268    | 2,287         | 2,281        | 2,428         |
| Less: Current liabilities           | (462)    | (472)    | (479)         | (442)        | (514)         |
| Subtotal                            | 2,045    | 1,796    | 1,808         | 1,839        | 1,914         |
| Less: Bonds payable                 | (674)    | (708)    | (767)         | (892)        | (969)         |
| Net assets                          | 1,371    | 1,088    | 1,041         | 947          | 945           |
| Average net assets                  |          | \$ 1,230 | \$ 1,065      | \$ 945       | \$ 931        |
|                                     |          | A        | A             | A            | A             |
| Adjusted EBITDA **                  |          | \$ 200   | \$222 - \$232 | \$ 270       | \$ 310        |
| Less: Depreciation and amortization |          | (19)     | (22)          | (27)         | (27)          |
| Adjusted EBITA **, net              |          | \$ 181   | \$200 - \$210 | \$ 244       | \$ 283        |
|                                     |          | B        | B             | B            | B             |
| ROIC**                              |          | 14.7%    | 18.7% - 19.7% | 25.8%        | 30.4%         |
|                                     |          | A / B    | A / B         | A / B        | A / B         |

\*\* Denotes non-GAAP financial measures.