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VACATIONS  
WORLDWIDE



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Subject Company:  
ILG, Inc.  
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# MANAGER TOOL KIT

**ONE TEAM COUNTLESS POSSIBILITIES**

NOTE: CERTAIN LINKS IN THIS GUIDE WILL NOT BE FUNCTIONAL UNTIL THE  
LAUNCH OF THE INTEGRATION HUB ON 9/1/2018.

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# HOW TO USE YOUR MANAGER TOOL KIT

As a leader of associates, you play a critical and valuable role in ensuring the successful integration of MVW and ILG. We have prepared this tool kit to help you answer your associates' questions and guide your teams to the proper resources throughout the integration.

## DO:



Use **this information** with your associates in a variety of settings, including large-group presentations, face-to-face meetings, written communications, and webinars.



Proactively **communicate** with your associates during meetings specifically held to discuss the integration, as well as during regularly scheduled events with your direct reports.



Share these **materials and resources** with managers within your location or department to ensure that timely information reaches each associate.

## DO NOT:



Do not think of this as a comprehensive list of answers to your associates' questions. This will not answer all their concerns, but will provide you with resources for additional assistance.

# WHAT'S INCLUDED IN THE TOOL KIT



## Integration Update

- Overview of the MVW/ILG combination
- What the MVW/ILG combination brings together
- The new MVW executive committee



## Communications Guidance

- Manager responsibilities
- Guidance for communicating with associates
- Key information on what's changing and what's not changing
- Next steps



## Sample Team Meeting Presentation

- Integration update
- The new MVW executive committee
- Associate resources


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# INTEGRATION UPDATE

# OVERVIEW OF THE MVW/ILG COMBINATION

Leading upper-upscale and luxury vacation ownership and exchange company will have more than 100 vacation resorts and nearly 650,000 vacation ownership Owners and Members, as well as nearly 3,200 resorts and approximately 2 million families in its exchange and membership programs.

						
<i>Vacation Ownership Properties<sup>1</sup></i>	65	+	43	▶	108	
<i>VO Units<sup>1</sup></i>	13,654	+	6,959	▶	20,613	
<i>VO Owners &amp; Members<sup>1</sup></i>	~400,000	+	~250,000	▶	~650,000	
<i>Contract Sales<sup>1</sup></i>	\$826M	+	\$498M	▶	\$1,324M	
<i>External Exchange Members<sup>2</sup></i>	~0.35M	+	~1.46M	▶	~1.8M	
<i>Total Revenue<sup>1</sup></i>	\$1,433M	+	\$1,446M	▶	\$2,879M	

Source: ILG 10K, MVW 10K, ILG Investor Presentation 2017, Strategic Plans, ILG VO Assumptions, MVW Final Projections, ILG Data Room

(1) FY17 numbers; revenue excludes cost reimbursements

(2) ILG External Exchange members excludes MVW active members. Active member counts as of December 31, 2017

# THE COMBINATION CREATES A LEADING GLOBAL PROVIDER OF PREMIER VACATION EXPERIENCES



Combined MVW/ILG company will be the **largest upper-upscale and luxury vacation ownership developer** in the industry with highly demanded vacation destinations

Exclusive, long-term access for vacation ownership to over **100 million** members of the combined Marriott Rewards/SPG program and almost **10 million** World of Hyatt members

Exchange networks comprised of nearly **3,200** resorts in over **80 countries**. Membership programs servicing approximately **2 million** members

More than 100 vacation resorts and nearly **650,000 Owners and Members** in a diverse portfolio that includes seven vacation ownership brands.

Management of more than **200** other resorts and lodging properties.

# THE MVW EXECUTIVE COMMITTEE



**Stephen P. Weisz**  
*Chief Executive Officer*



**R. Lee Cunningham**  
*Chief Operating Officer –  
Vacation Ownership*



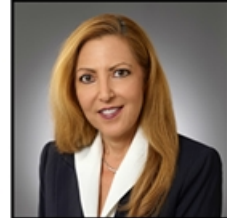
**Clifford M. Delorey**  
*Chief Resort Experience  
Officer*



**John E. Geller**  
*Chief Financial  
& Administrative Officer*



**James H Hunter, IV**  
*General Counsel*



**Lizabeth "Lani"  
Kane-Hanan**  
*Chief Development &  
Product Officer*



**Jeanette E. Marbert**  
*President, Exchange &  
Rental*



**Brian E. Miller**  
*Chief Marketing & Sales  
Officer*



**Dwight D. Smith**  
*Chief Information Officer*



**Ovidio "Ovi" Vitas**  
*Chief Brand & Digital  
Strategy Officer*



**Michael E. Yonker**  
*Chief Human  
Resources Officer*



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# COMMUNICATIONS GUIDANCE



# UNDERSTANDING WHAT'S ON THE MIND OF AN ASSOCIATE

The first step to being an effective manager of associates during the integration is understanding what is on your associates' mind. Throughout this section of the Tool Kit, we provide guidance on communicating with your associates and resources to help you share information effectively.



# MANAGER RESPONSIBILITIES

Managers are responsible for ensuring associates understand the integration and feel part of the new MVW.

Managers should help associates **understand**:

- The **role** they will play in the new company
- The new MVW's shared **ambition statement**
- How the integration will **benefit key stakeholders**

Managers should make sure that associates **feel**:

- They have been provided with a **clear direction**
- Aligned with organizational **goals and ambitions**
- That communications have been **open, honest, and timely**
- Motivated and inspired** to continue working to high standards and delivering outstanding service to all customers



# GUIDANCE FOR COMMUNICATING WITH ASSOCIATES

## DO:

- Provide presence and visibility to engage with all associates and create an atmosphere of dialogue and support, especially during staff meetings
- Keep an open-door policy to encourage associates to approach you
- Host a team meeting to discuss the integration with your associates
- If you don't know the answer to an associate question, let them know that you will look into it and follow up with a response
- Encourage associates to review available resources to guide them through the integration.
- Be aware that your attitude, behavior, and language will impact how your team feels about the integration

## DO NOT:

- Speculate about the future with associates
- Guess if you don't know the answer to a question (do tell associates you will follow up with them once you have the necessary information)



# GUIDANCE ON COMMUNICATING ORGANIZATIONAL CHANGES

We have been working hard to create an organization that will give you and your teams the best opportunities in the future. We know that you will be getting questions from your associates on the new organizational structure and wanted to give you visibility to the timeline and resources to answer these questions.

## Timeline:

- **End of November 2018** is our target date for selecting and communicating our senior leadership team
- **End of First Quarter 2019** is when senior leadership will target to have a decision around the future design of the organization and related key roles and responsibilities.
- Plans will continue to evolve in the coming year as we continue to refine our strategic direction

## Resources:



Review the [Integration FAQs](#) on the Integration Hub that address questions we anticipate you may have about the new operating model and leadership structure, the talent selection process, and equally as important, how organizational changes may affect you and/or your teams.

# UPCOMING INTEGRATION COMMUNICATIONS

Encourage your team to read the following upcoming communications and keep updated on the integration progress.



# WHAT'S CHANGING AND WHAT'S NOT

Most of our business processes, policies, and practices will not change. Please see the [Associate Integration Guide](#) for a more detailed list of what is changing and what is not changing.

Function	What's Changing	What's Not Changing
<b>Information Technology (IT)</b>	<ul style="list-style-type: none"> <li>New collaboration tools have been made available (Skype IM, File Sharing, Address Book, and Calendar Availability)</li> <li>www.ILG.com will have a redirect to the <a href="#">MVW website</a> where ILG content has been incorporated</li> </ul>	<ul style="list-style-type: none"> <li>Email addresses</li> <li>Company intranets</li> <li>Desktop/ laptop/ EID</li> <li>Wi-fi</li> <li>Mobile phone/ voicemails</li> <li>IT support desk</li> </ul>
<b>Human Resources (HR)</b>	<ul style="list-style-type: none"> <li>As the organization realignment efforts continue, associates who wish to transfer from one legacy company to another (i.e. MVW to ILG, or ILG to MVW) are being asked to not apply for a position outside their legacy company (MVW or ILG) until January 2019 (see the <a href="#">Associate Integration Guide</a> for further details)</li> </ul>	<ul style="list-style-type: none"> <li>How and when you get paid</li> <li>How you record your time and attendance (including time off, sick days, holidays, etc.)</li> <li>Compensation programs</li> <li>Benefits coverage and contributions</li> <li>Performance reviews</li> <li>Dress code</li> <li>Employee referral process, policies, and payouts</li> </ul>
<b>Facilities</b>	<ul style="list-style-type: none"> <li>No changes at this time</li> </ul>	<ul style="list-style-type: none"> <li>Badge access</li> <li>Conference room booking</li> <li>Parking</li> </ul>
<b>Policies &amp; Procedures</b>	<ul style="list-style-type: none"> <li>ILG's Code of Business Conduct and Ethics has been replaced by MVW's Ethical Conduct Policy (MVWP-01) and MVW's Business Conduct Guide; for other policies that will apply to all of MVW's portfolio of companies, see the <a href="#">Policies and Standards</a> section of the Integration Hub</li> </ul>	<ul style="list-style-type: none"> <li>MVW Business Conduct Guide</li> <li>MVW Ethical Conduct Policy</li> <li>Compliance training</li> <li>Branding</li> <li>Data sharing restrictions</li> </ul>



# PREPARING TO LEAD IN THE NEW ORGANIZATION

Below are checklists we have prepared to assist you in leading from September 1 and beyond.

## September 1- 4, 2018:

- Read the [Associate Integration Guide](#)
- Speak with your team members using the sample Associate Team Meeting Presentation within this Tool Kit and address any questions that your team may have. Refer to the [Integration FAQs](#) if you have questions on messaging.
- Visit and encourage your teams to visit the [Integration Hub](#) on a regular basis for additional communications
- Email further questions and feedback to [mvw.integration@mvmc.com](mailto:mvw.integration@mvmc.com), the newly combined integration mailbox

## Beyond September 4, 2018:

- Meet with your team regularly to maintain an open dialogue
- Keep an open-door policy
- Visit the [Integration Hub](#) for the most updated integration information and FAQs
- Email further questions and feedback to [mvw.integration@mvmc.com](mailto:mvw.integration@mvmc.com), the newly combined integration mailbox

# MANAGER NEXT STEPS

## 1. Customize and deliver the [Associate Team Meeting Presentation](#) in this Tool Kit:

- Discuss immediate impacts to your team, if any
- Share what to expect following Deal Close
- Identify associate resources and next steps
- Answer questions and hold open discussions

## 2. Have individual associate conversations:

- Discuss impacts to individual associates as information becomes available
- Answer questions and hold open discussions

## 3. Communicate observations to leadership:

- Inform your business leaders of common associate questions or concerns
- Elevate associate questions that you did not have the information to answer

## 4. Reference the [Integration Hub](#) for the latest integration updates:

- Check the [Integration Hub](#) weekly for integration news and resources
- Direct associates to the [Integration Hub](#) when they have questions





# SAMPLE ASSOCIATE TEAM MEETING PRESENTATION

NOTE: THE FOLLOWING IS A TEMPLATE THAT SHOULD BE USED TO FACILITATE A TEAM MEETING WITH YOUR ASSOCIATES FOLLOWING THE CLOSE OF THE TRANSACTION

# CONTENTS

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**Overview of the New MVW**

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**The New MVW Executive Committee**

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**What's Changing and What's Not Changing**

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**Integration Hub**

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**Next Steps/ Q&A**

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# OVERVIEW OF THE NEW MVW

Together, we're a winning team.



## Our Numbers



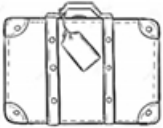
**22K+** Combined Associates



**20K+** Vacation Ownership Units



**20+** Corporate offices across 15 countries



**100+** Vacation Properties

## Our Brands and Companies



Sheraton  
VACATION CLUB

WESTIN  
VACATION CLUB



ST REGIS  
RESIDENCE CLUB



# THE MVW EXECUTIVE COMMITTEE



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*Chief Executive Officer*



**R. Lee Cunningham**  
*Chief Operating Officer –  
Vacation Ownership*



**Clifford M. Delorey**  
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# INTEGRATION HUB FOR ADDITIONAL TOOLS AND RESOURCES

All associates in the new MVW can now come to one place to have their integration questions answered – the [Integration Hub](#). Below are a few key resources included in the Hub.

## About the New MVW

Information on the new organization's strategic priorities and new leadership

## Associate Integration Guide

Guide that highlights what's changing and what's not; regularly updated for associates

## FAQs

Living document updated regularly responding to associates questions/concerns



## Informative Integration Updates

Updates on integration progress and development

## Task Aids

Detailed documents explaining new IT functionalities

## Tools and Additional Resources

Helpful policies, templates, and tools for associates to do their job

# NEXT STEPS

## Associate Integration Checklist

Read the associate [welcome email](#) from Steve Weisz, President of MVW, and watch the videos included in his message.

Read through the [Associate Integration Guide](#).

Visit the [Integration Hub](#) for integration-related news and updates.

Read through the [Integration FAQs](#) on the Integration Hub.

Update your Office 365 profile picture using this [task aid](#).

If you have “www.ILG.com” in your email signature block, please **remove it** from your signature block upon Deal Close, as the ILG corporate website will no longer be in active operation after Deal Close. There is no need to update any other component of your signature block.

Read all communications you receive regarding the integration.

Ask your manager questions. If you have further questions, email [mvw.integration@mvlc.com](mailto:mvw.integration@mvlc.com).

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# Q&A



## CAUTIONARY STATEMENT REGARDING FORWARD LOOKING STATEMENTS

Information included or incorporated by reference in this communication, and information which may be contained in other filings with the Securities and Exchange Commission (the "SEC") and press releases or other public statements, contains or may contain "forward-looking" statements, as that term is defined in the Private Securities Litigation Reform Act of 1995 or by the SEC in its rules, regulations and releases. These forward-looking statements include, among other things, statements of plans, objectives, expectations (financial or otherwise) or intentions.

Forward-looking statements are any statements other than statements of historical fact, including statements regarding MVW and ILG, Inc.'s ("ILG") expectations, beliefs, hopes, intentions or strategies regarding the future. Among other things, these forward-looking statements may include statements regarding the proposed combination of MVW and ILG; our beliefs relating to value creation as a result of a potential combination of MVW and ILG; the expected timetable for completing the transactions; benefits and synergies of the transactions; future opportunities for the combined company; and any other statements regarding MVW's and ILG's future beliefs, expectations, plans, intentions, financial condition or performance. In some cases, forward-looking statements can be identified by the use of words such as "may," "will," "expects," "should," "believes," "plans," "anticipates," "estimates," "predicts," "potential," "continue," or other words of similar meaning.

Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those discussed in, or implied by, the forward-looking statements. Factors that might cause such a difference include, but are not limited to, general economic conditions, our financial and business prospects, our capital requirements, our financing prospects, our relationships with associates and labor unions, our ability to consummate potential acquisitions or dispositions, our relationships with the holders of licensed marks, and those additional factors disclosed as risks in other reports filed by us with the SEC, including those described in Part I of the MVW's most recently filed Annual Report on Form 10-K and subsequent reports on Forms 10-Q and 8-K as well as in ILG's most recently filed Annual Report on Form 10-K and subsequent reports on Forms 10-Q and 8-K and in the joint proxy statement/prospectus included in the registration statement on Form S-4 filed by MVW with the SEC, and any amendments thereto.

Other risks and uncertainties include the timing and likelihood of completion of the proposed transactions between MVW and ILG; the possibility that the expected synergies and value creation from the proposed transactions will not be realized or will not be realized within the expected time period; the risk that the businesses of MVW and ILG will not be integrated successfully; the potential impact of disruption from the proposed transactions making it more difficult to maintain business and operational relationships; the risk that unexpected costs will be incurred; the ability to retain key personnel; the availability of financing; the possibility that the proposed transactions do not close; as well as more specific risks and uncertainties. You should carefully consider these and other relevant factors, including those risk factors in this communication and other risks and uncertainties that affect the businesses of MVW and ILG described in their respective filings with the SEC, when reviewing any forward-looking statement. These factors are noted for investors as permitted under the Private Securities Litigation Reform Act of 1995. We caution readers that any such statements are based on currently available operational, financial and competitive information, and they should not place undue reliance on these forward-looking statements, which reflect management's opinion only as of the date on which they were made. Except as required by law, we disclaim any obligation to review or update these forward-looking statements to reflect events or circumstances as they occur.

#### **IMPORTANT INFORMATION AND WHERE TO FIND IT**

In connection with the proposed transaction, on July 19, 2018, MVW filed with the SEC an amendment to the registration statement on Form S-4 that included a joint proxy statement/prospectus for the stockholders of MVW and ILG and was filed with the SEC on June 6, 2018. The registration statement was declared effective by the SEC on July 23, 2018. MVW and ILG mailed the definitive joint proxy statement/prospectus to their respective stockholders on or about July 25, 2018. On August 28, 2018, at their respective special meetings, MVW's stockholders approved the issuance of MVW common stock in connection with the transactions contemplated by the Merger Agreement, and ILG stockholders approved the transactions contemplated by the Merger Agreement. This communication is not intended to be, and is not, a substitute for such filings or for any other document that MVW or ILG may file with the SEC in connection with the proposed transaction. SECURITY HOLDERS ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH THE SEC, INCLUDING THE REGISTRATION STATEMENT ON FORM S-4 AND THE JOINT PROXY STATEMENT/PROSPECTUS, CAREFULLY AND IN THEIR ENTIRETY, BECAUSE THEY CONTAIN IMPORTANT INFORMATION. The registration statement, the joint proxy statement/prospectus and other relevant materials and any other documents filed or furnished by MVW or ILG with the SEC may be obtained free of charge at the SEC's web site at [www.sec.gov](http://www.sec.gov). In addition, security holders can obtain free copies of the registration statement and the joint proxy statement/prospectus from MVW by going to its investor relations page on its corporate web site at [www.marriottvacationsworldwide.com](http://www.marriottvacationsworldwide.com) and from ILG by going to its investor relations page on its corporate web site at [www.ilg.com](http://www.ilg.com).