INVESTOR PRESENTATION

MARCH 2020

MARRIOTT VACATIONS WORLDWIDE[SM]

Forward-Looking Statements

We refer throughout this presentation to the results from the business associated with the brands that existed prior to our acquisition of ILG, Inc. (“ILG”) as “Legacy-MVW,” and we refer to the results from the business and brands that were acquired from ILG as “Legacy-ILG.”

This presentation contains “forward-looking statements” within the meaning of federal securities laws, including statements about anticipated future events, expectations that are not historical facts, and guidance about our future results. Such statements include, but are not limited to, statements regarding the integration of and synergies expected from the ILG acquisition, business initiatives and earnings trends, estimates and assumptions. 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, changes in supply and demand 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 March 18, 2020 and we undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

In this presentation we use certain financial measures that are not prescribed by United States generally accepted accounting principles (“GAAP”). We discuss our reasons for reporting these non-GAAP financial measures herein, and reconcile the most directly comparable GAAP financial measure to each non-GAAP financial measure that we report (in the Appendix). Non-GAAP financial measures are identified in the footnotes in the pages that follow and are further explained in the Appendix. Although we evaluate and present these non-GAAP financial measures for the reasons described in the Appendix, 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.

Powerful Business Model Driving Sustained Growth

- The business today – a market leader
- Unique and resilient model
- Three-point strategy

Leading Provider of Vacation Experiences

MARRIOTT VACATIONS WORLDWIDE[SM]

Vacation Ownership

7
Iconic brands

110
Resorts around the world

Over
660,000
Owner families





Exchange and Third-Party Management

Serving nearly
2M
Members

More than
3,200
Exchange Resorts

Over
175
Properties managed

Leading Upper Upscale & Luxury Vacation Ownership Developer

As of December 31, 2019.

We Have a Broad, Diverse Portfolio

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Strengthened by the ILG Acquisition

Vacation Ownership
88% of Revenues

- Sales of vacation ownership products & financing
- Management & rentals

Marriott Vacation Club · Sheraton Vacation Club · Westin Vacation Club · Grand Residences by Marriott · The Ritz-Carlton Destination Club · St. Regis Residence Club · HRC Hyatt Residence Club

Exchange & Third-Party Management
12% of Revenues

- Exchange
- Third-party management

Interval International · Trading Places International · vri americas · Aqua-Aston Hospitality

As of December 31, 2019. Revenues exclude cost reimbursements, a non-GAAP measure. For definitions and reconciliation, please see appendix.

More Diverse, Less Capital-Intensive Model

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	Then	Now
Business	Timeshare + Residences + Fractional	Timeshare + Exchange
Development Model	Weeks-based	Points-based
Funding	On balance sheet	Capital-efficient

More diverse

Less capital intensive

Solid free cash flow

Powerful Business Model Driving Sustained Growth

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THE WESTIN RESORT & SPA
Cancun, Mexico

Key Attributes of our Model

1. Attractive and growing industry
2. Strong performance record
3. Resilient revenue streams
4. Powerful Adjusted Free Cash Flow engine

1. We Play in a Healthy, Growing Industry

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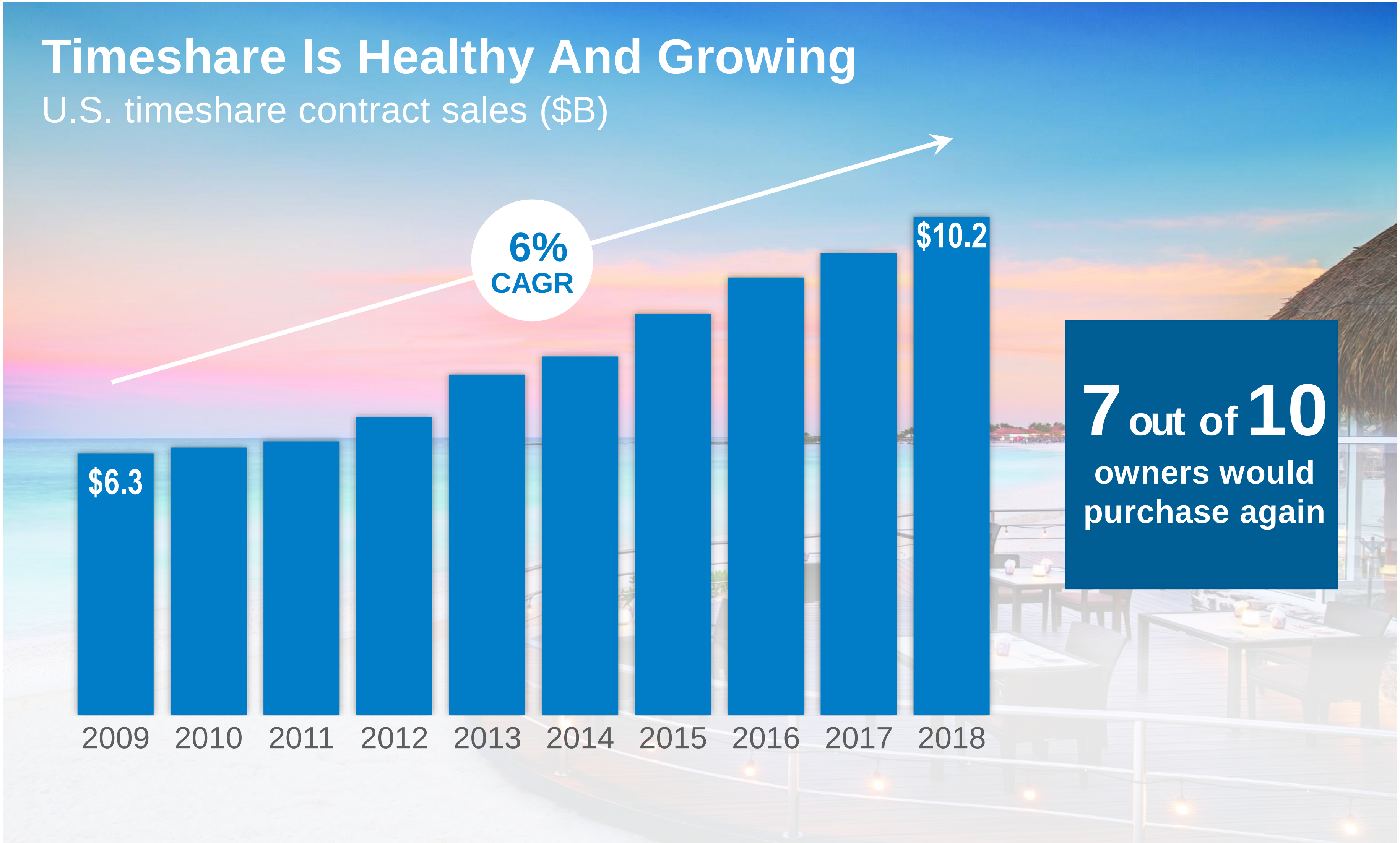

Data from ARDA AIF State of the Timeshare Industry for each year shown as well as the 2018 ARDA AIF United States Owner's Report.

Large And Attractive Addressable Market

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>35M households – addressable market in U.S. alone

>$130k median annual income

~740 FICO score

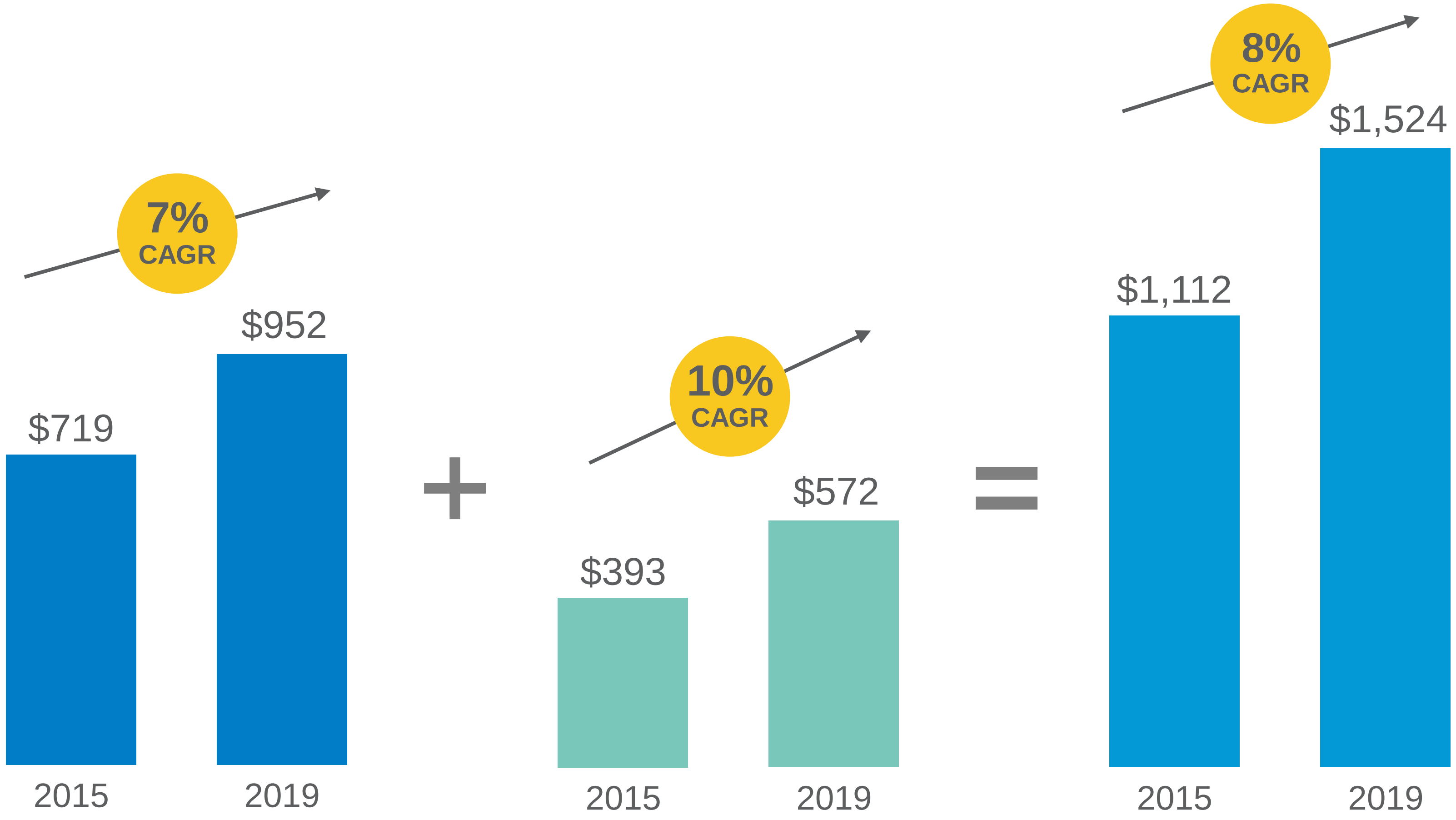
$1.5M median net worth

Amounts represent Marriott Vacation Club owners except addressable market, which is from management's estimates.

2. Strong Performance Record

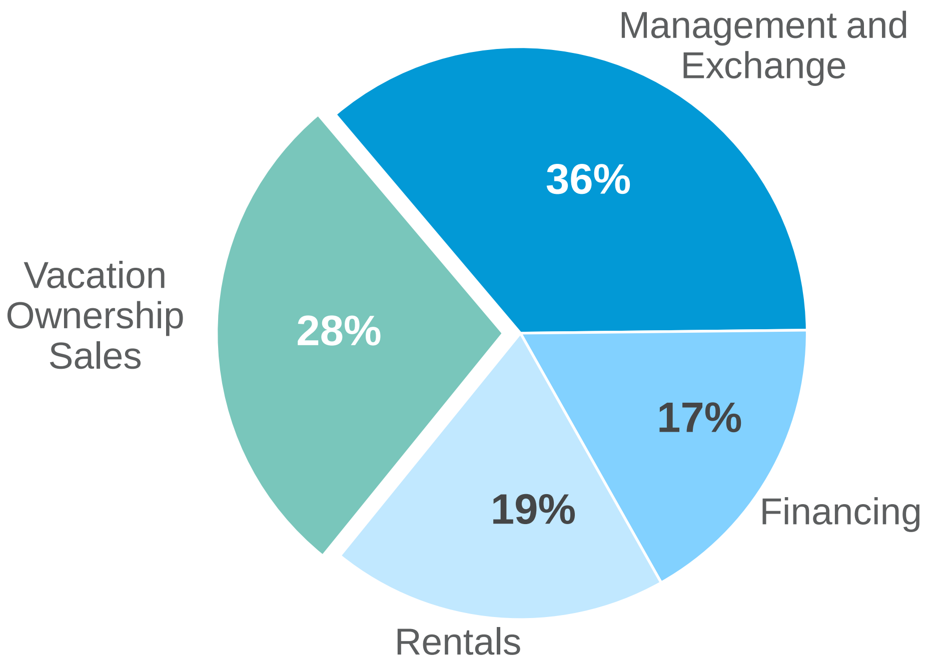
MARRIOTT VACATIONS WORLDWIDE[SM]

Legacy MVW Contract Sales ($M) | **Legacy ILG Contract Sales** ($M) | **Combined Contract Sales** ($M)



3. Resilient Business Model

2019 Adjusted EBITDA Contribution



72%
of Adjusted EBITDA from non-VO-sales

Adjusted EBITDA Contribution is a non-GAAP measure. For definition and reconciliation, please see appendix.

High-Margin Exchange & Third-Party Management Business Provides Strong Free Cash Flow

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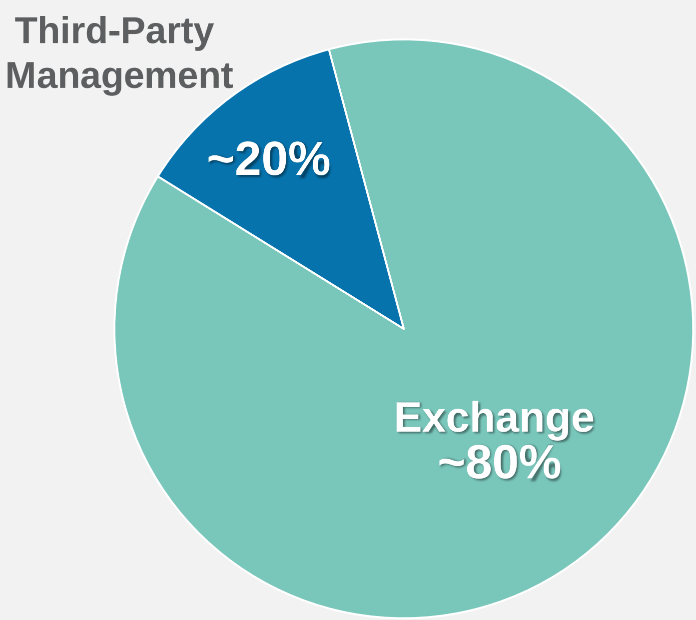
2019 Adjusted EBITDA Contribution



Key Metrics

Recurring Revenues
70%

Adjusted EBITDA Margin
63%

Capital Expenditures
$13M

Revenues exclude cost reimbursements. Revenues excluding cost reimbursements, Adjusted EBITDA Contribution and Adjusted EBITDA Margin are non-GAAP measures. For definitions and reconciliation, please see appendix.

Stable Exchange Revenue During Last Recession

$'s in millions. Source: Federal Reserve Economic Data.

4. A Powerful Free Cash Flow Engine

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Adjusted Free Cash Flow before Inventory and Capex
$2.6B

Inventory Investment
$1.0B

Adjusted Free Cash Flow
$1.4B

Capital Expenditure
$0.2B

Shares Repurchased
$1.0B

~90% Returned to Shareholders

Dividends
$0.2B

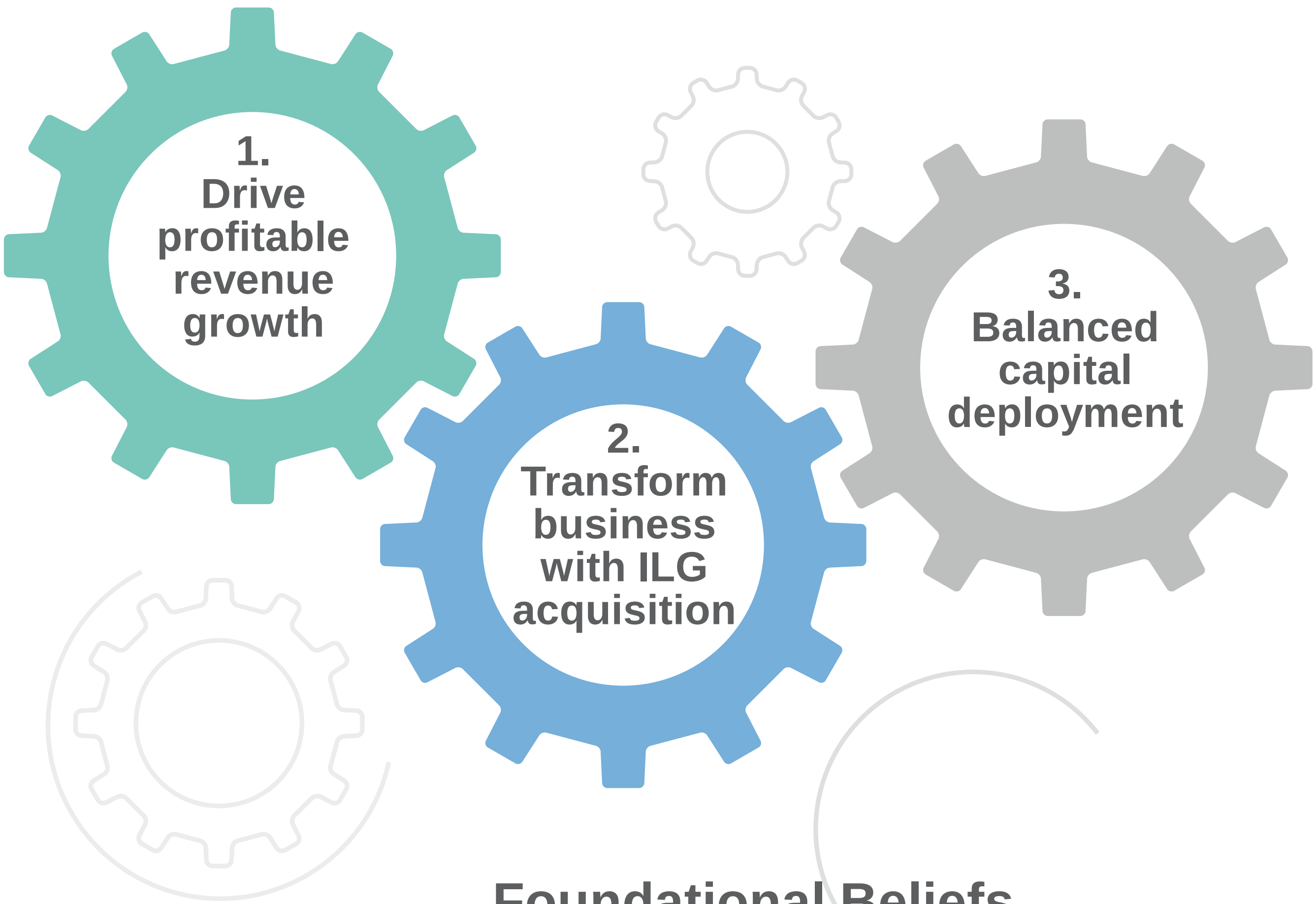
Cumulative 2015 to 2019. Free Cash Flow and Adjusted Free Cash Flow are non-GAAP measures. For definitions please see appendix.

Powerful Business Model Driving Sustained Growth

- The business today – a market leader
- Unique and resilient model
- Three-point strategy

THE WESTIN LOS CABOS RESORT VILLAS & SPA
Los Cabos, Mexico

Three-Point Strategy



Foundational Beliefs

Owner/Guest Satisfaction & Associate Engagement

Substantial Growth Opportunities

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Expand digital:

- Capture growth through digital

Leverage world-class brands:

- Leverage exclusive access to Marriott Bonvoy™ and World of Hyatt™ loyalty programs

New Vacation Ownership resorts:

- Develop exciting new resorts and properties

Grow tours:

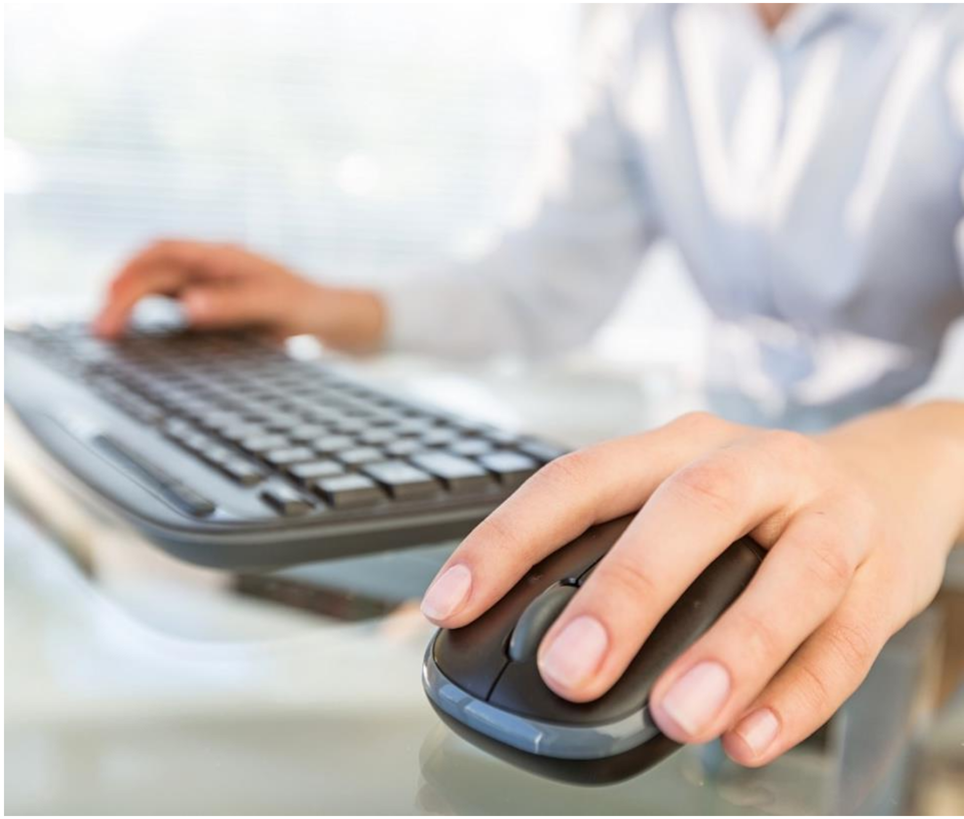
- Grow Vacation Ownership tour flow focusing on first time buyers

Grow & Diversify Exchange:

- Diversify Exchange & Third-Party Management
- Increase Exchange revenue per member

Driving Growth with Digital

1. Strengthen Our Digital Infrastructure
2. Grow Online Tour Packages
3. Enhance Experiences



Leveraging Strong License Relationships

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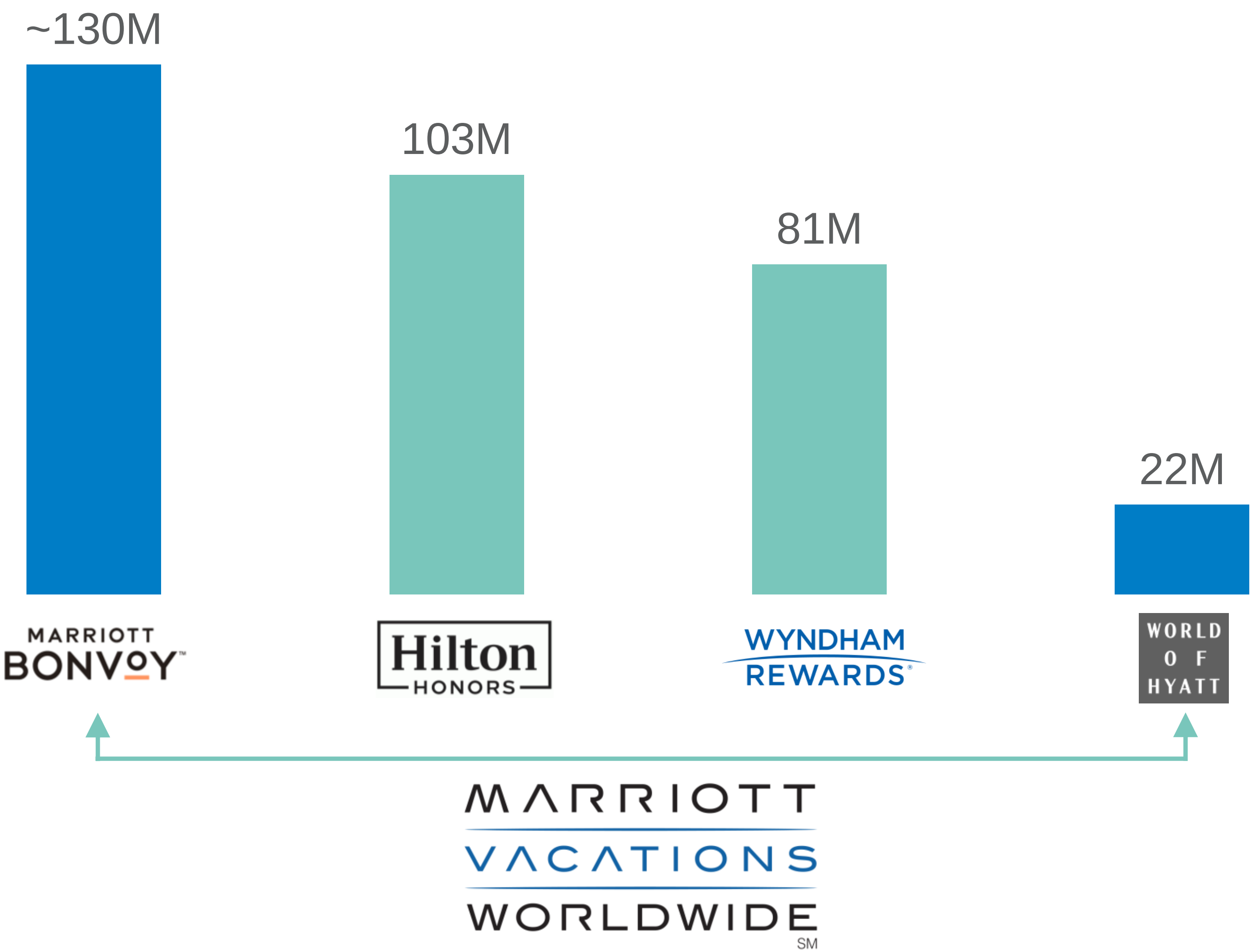
Number of Loyalty Members



Develop New Exciting Resorts and Properties

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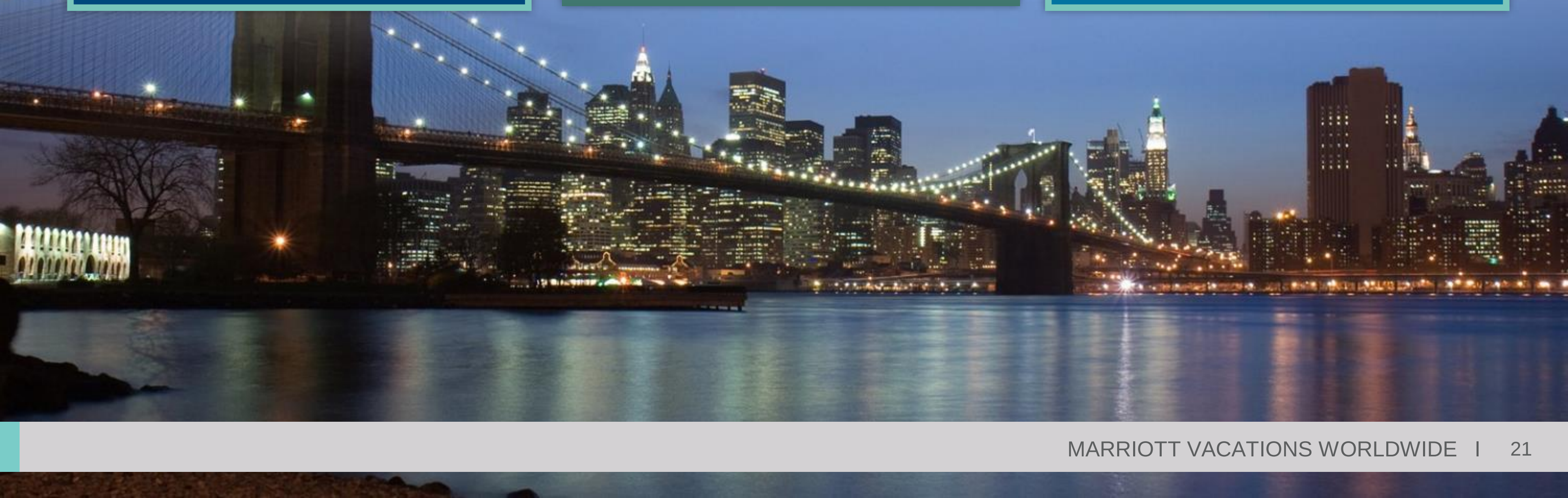
Add new resorts and sales centers

Grow efficiently

Match inventory spending with sales pace



Acquired Brands Underrepresented in Major Markets

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	Marriott Vacation Club	Westin Vacation Club	Sheraton Vacation Club	HRC Hyatt Residence Club
• Las Vegas, NV	✓			
• Orlando, FL	✓		✓	
• Maui, HI	✓	✓		✓
• Waikiki, HI	✓			
• Big Island, HI	✓			
• Urban	✓			
• Key West, FL				✓
• Aruba	✓			
• Cancun, Mexico		✓		
• Los Cabos, Mexico		✓		
• Asia Pacific	✓			

Focus on New Owners and Younger Generations

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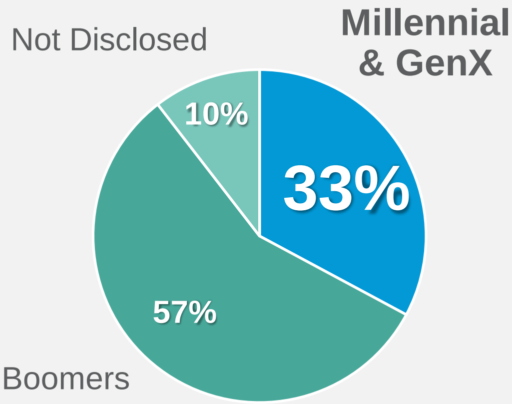
Increasing Sales to Younger Generations



Growing New Owners

New Owner Growth

~95k

first-time buyers added since 2016!!

Adding New Owners to the System Grows Revenue

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Average Revenue Contribution of Initial Purchases Through First Five Years

Representative of North America Marriott Vacations Worldwide Legacy owners.

Grow Exchange & Third-Party Management Business

Increase share of wallet with enhanced product offerings

Expand distribution channels

Grow affiliations & management contracts

ILG Acquisition Delivers Transformative Benefits

- Additional well-respected brands
- Offering exciting new customer experiences
- Creates economies of scale
- Provides opportunities for new ways of working
- High margin, strong free cash flow exchange business

On Track to Deliver $125M+ in Cost Synergy Savings

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~$65M
2019 Synergies

COMPLETED INITIATIVES

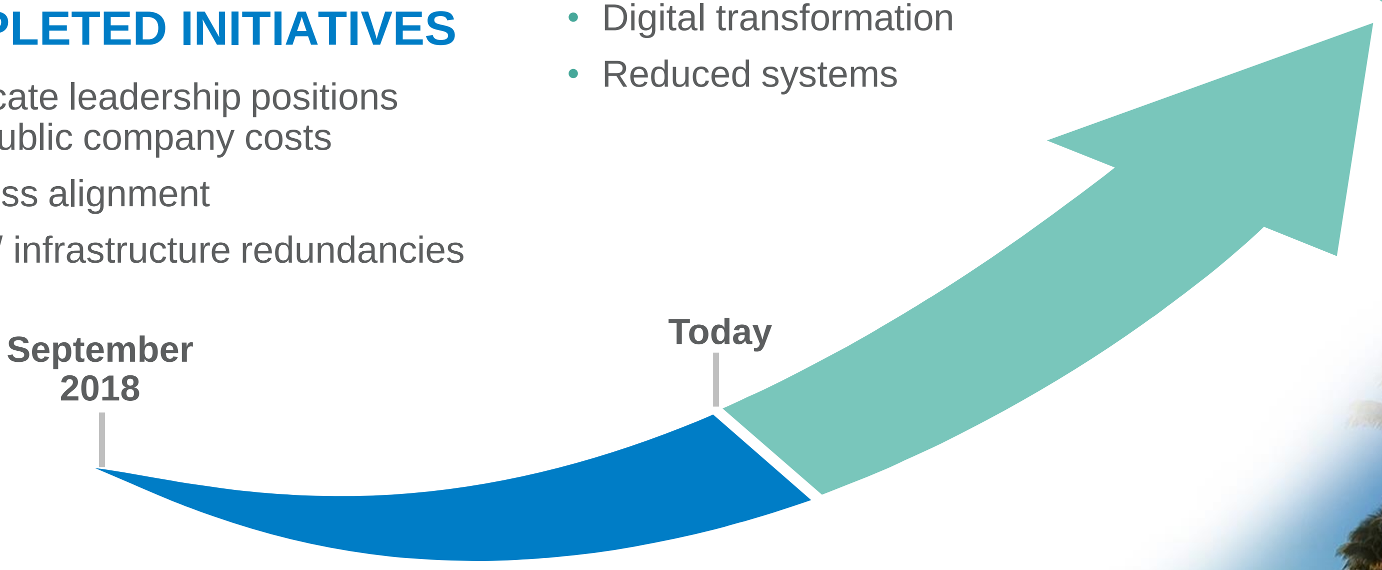
- Duplicate leadership positions and public company costs
- Process alignment
- G&A / infrastructure redundancies

~$60M+
Remaining Synergies

PLANNED INITIATIVES

- Back of house technology and process consolidation
- Digital transformation
- Reduced systems

2021
~$125M+
Total synergies



Projected annualized run rate savings in place by end of 2021.

Capturing Revenue Synergies From ILG Acquisition

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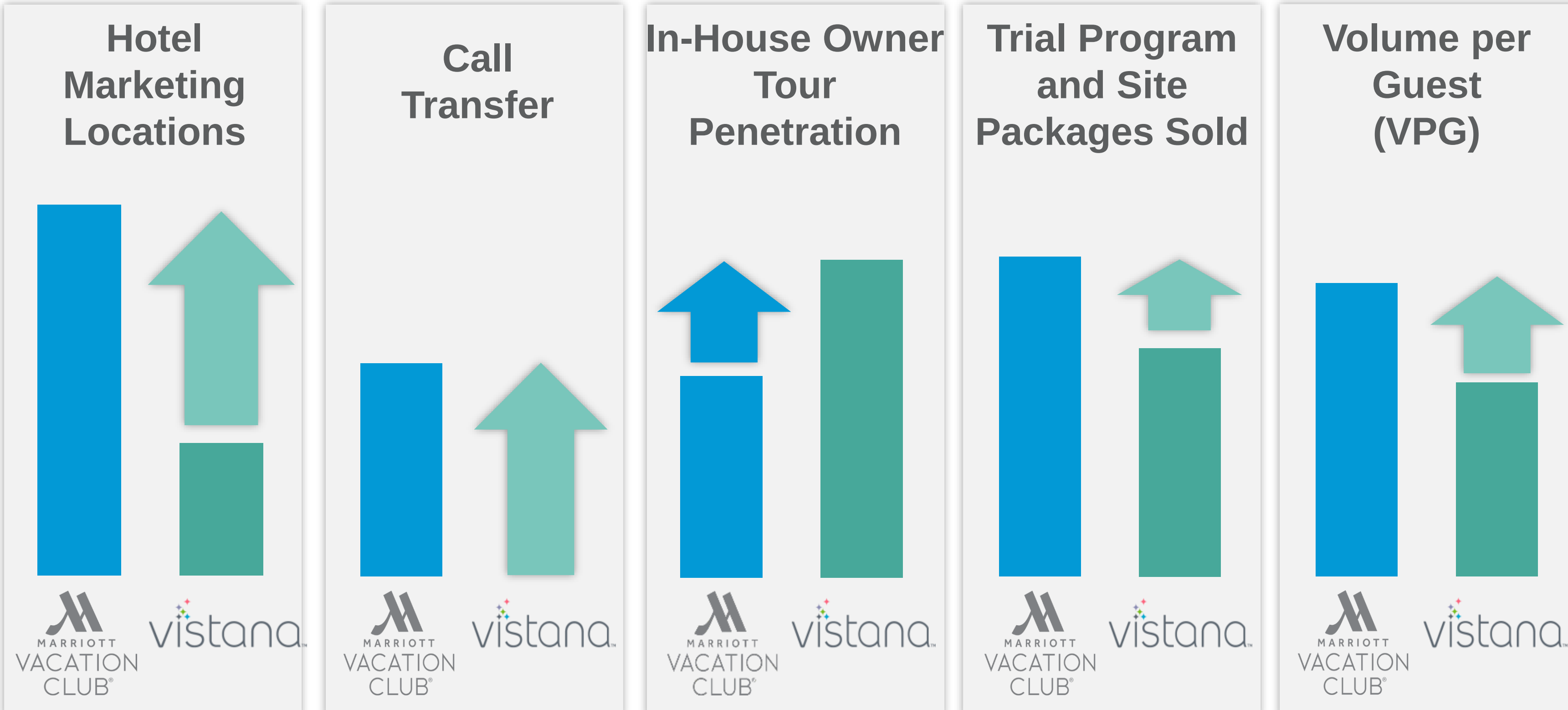
A few examples…



Best Practices

Increased Market Penetration

Sales Excellence

Linking All Marriott-Branded Vacation Ownership Resorts

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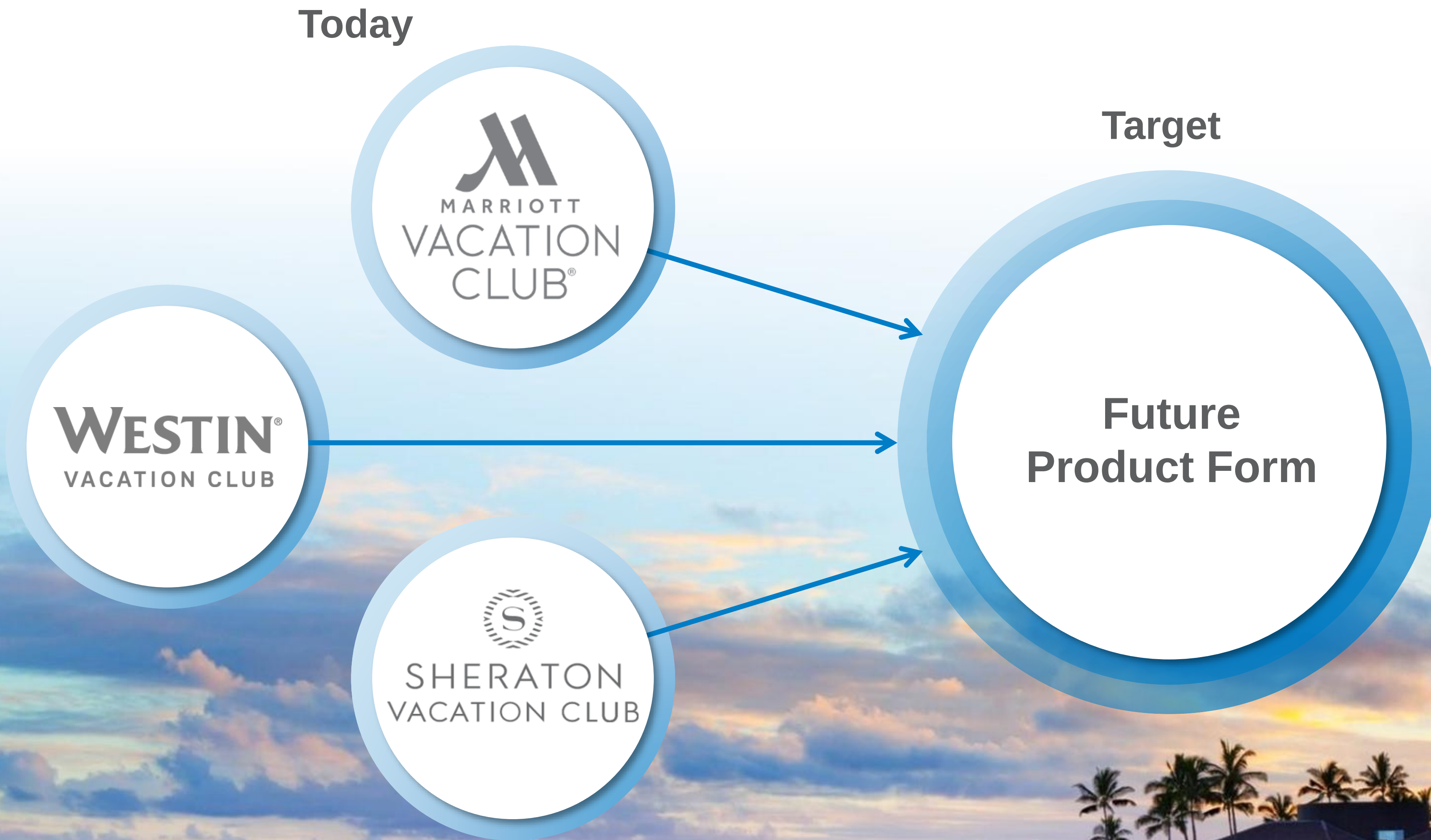
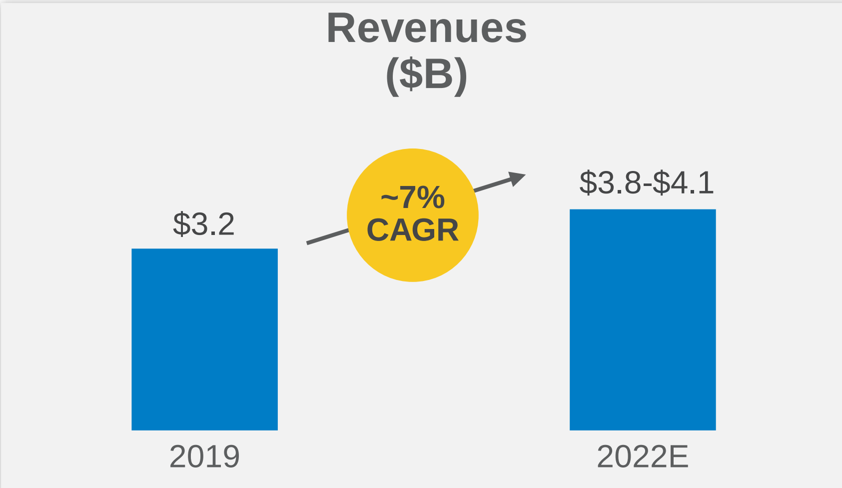
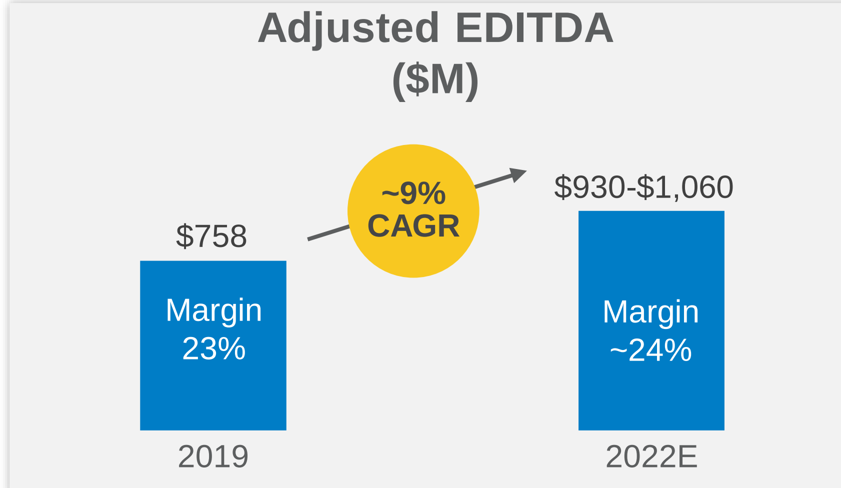
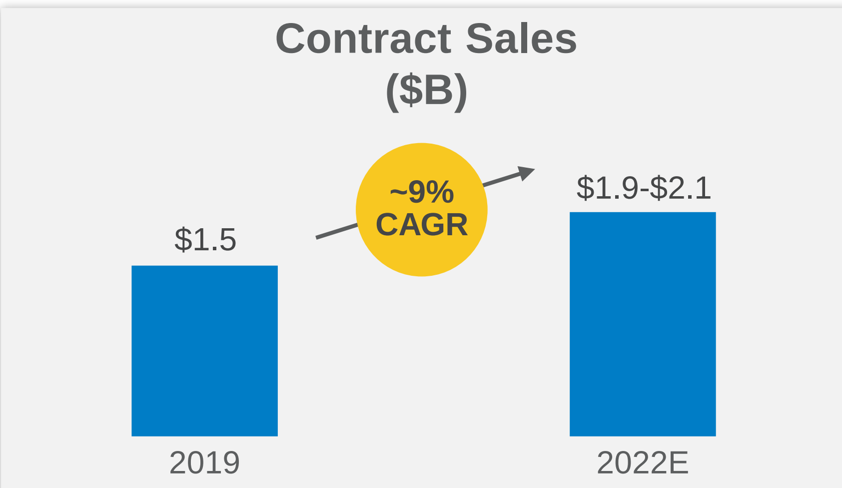


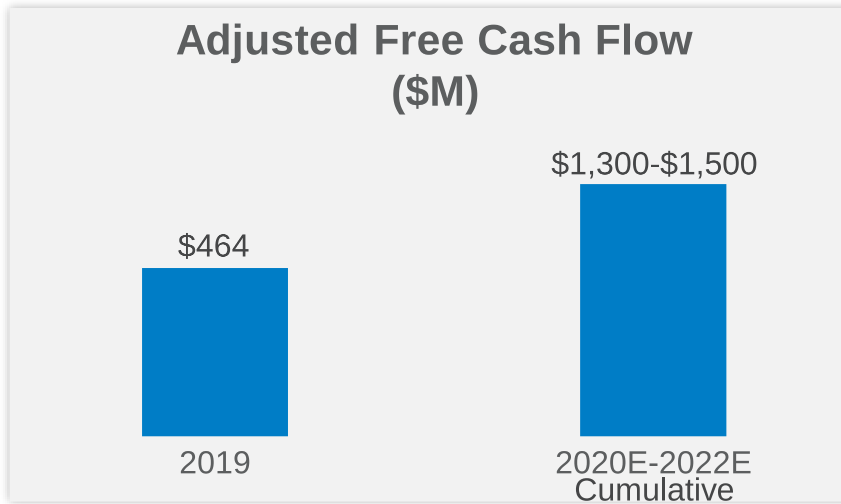
Three Year Outlook – Delivering Strong Earnings Growth and Adjusted Free Cash Flow

MARRIOTT VACATIONS WORLDWIDE[SM]









CAGR calculated at the midpoint. Revenues exclude cost reimbursements. Revenues excluding cost reimbursements, Adjusted EBITDA and Adjusted Free Cash Flow are non-GAAP measures. For definitions and reconciliation, please see appendix.

STRATEGY #3: BALANCED CAPITAL DEPLOYMENT

Allocate Adjusted Free Cash Flow to Maximize Shareholder Value

Strong Adj. FCF

~$1.3B to $1.5B

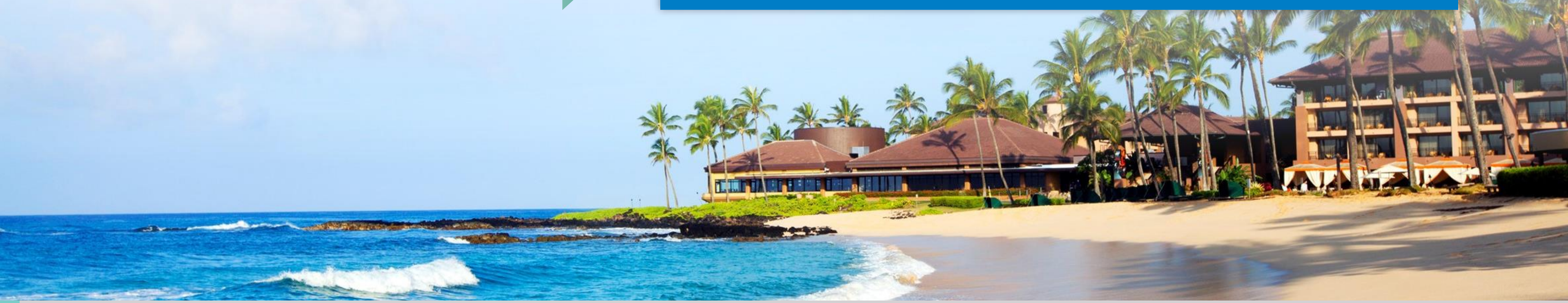
next 3 years[1]

after development & investment spend

Strategic M&A

Share Repurchases

Dividends



[1] Cumulative 2020 to 2022. Adjusted Free Cash Flow is a non-GAAP measure. For definition and reconciliation, please see appendix.

Substantial Cash Available Through 2022

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($M)	2022 Low[1]	2022 High[1]
Adjusted free cash flow	$1,300	$1,500
Disposition proceeds[2]	160	220
Leverage capacity	110	450
Inventory optimization	0	200
Non-traditional securitizations	30	$60
Less: Transformation costs	(100)	(130)
Cash available	**~$1,500**	**~$2,300**

[1] Cumulative 2020 to 2022. [2] Includes ~$60 million of disposals achieved during December 2019.
Adjusted Free Cash Flow is a non-GAAP measure. For definition and reconciliation, please see appendix.

Powerful Cash Flow Engine. Delivering Sustainable Growth and Strong Shareholder Returns

- Proven track record

- Diversified and resilient business model

- On track to deliver substantial synergies

- Targeting meaningful growth

- Strong cash flow and disciplined capital deployment

APPENDIX

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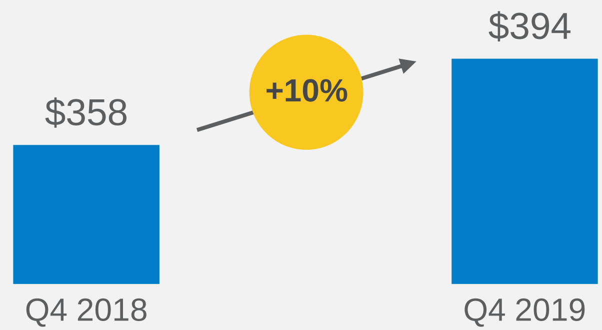
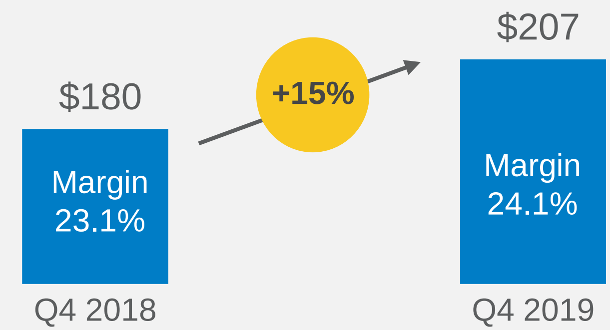
Fourth Quarter 2019 Highlights

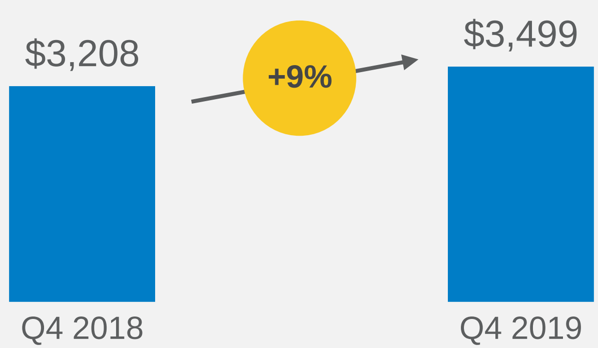
Contract Sales ($M)



Adjusted EBITDA ($M)



VPG



Adjusted EBITDA is a non-GAAP measure. For definition, please see A-9, and for reconciliation, please see A-15.

Full-Year 2019 Highlights

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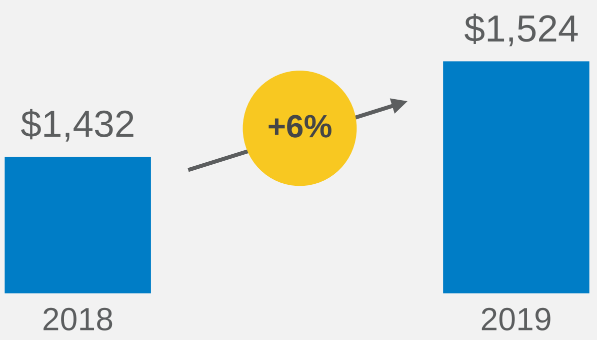
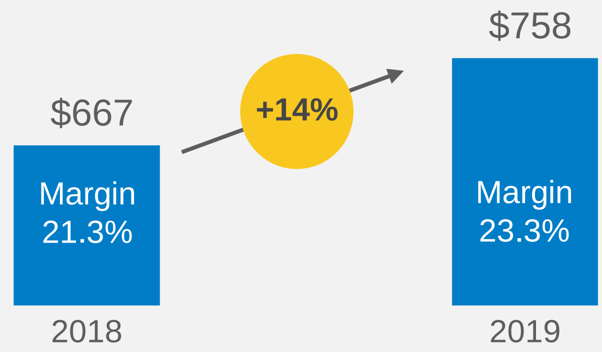
Contract Sales ($M)



Adjusted EBITDA ($M)



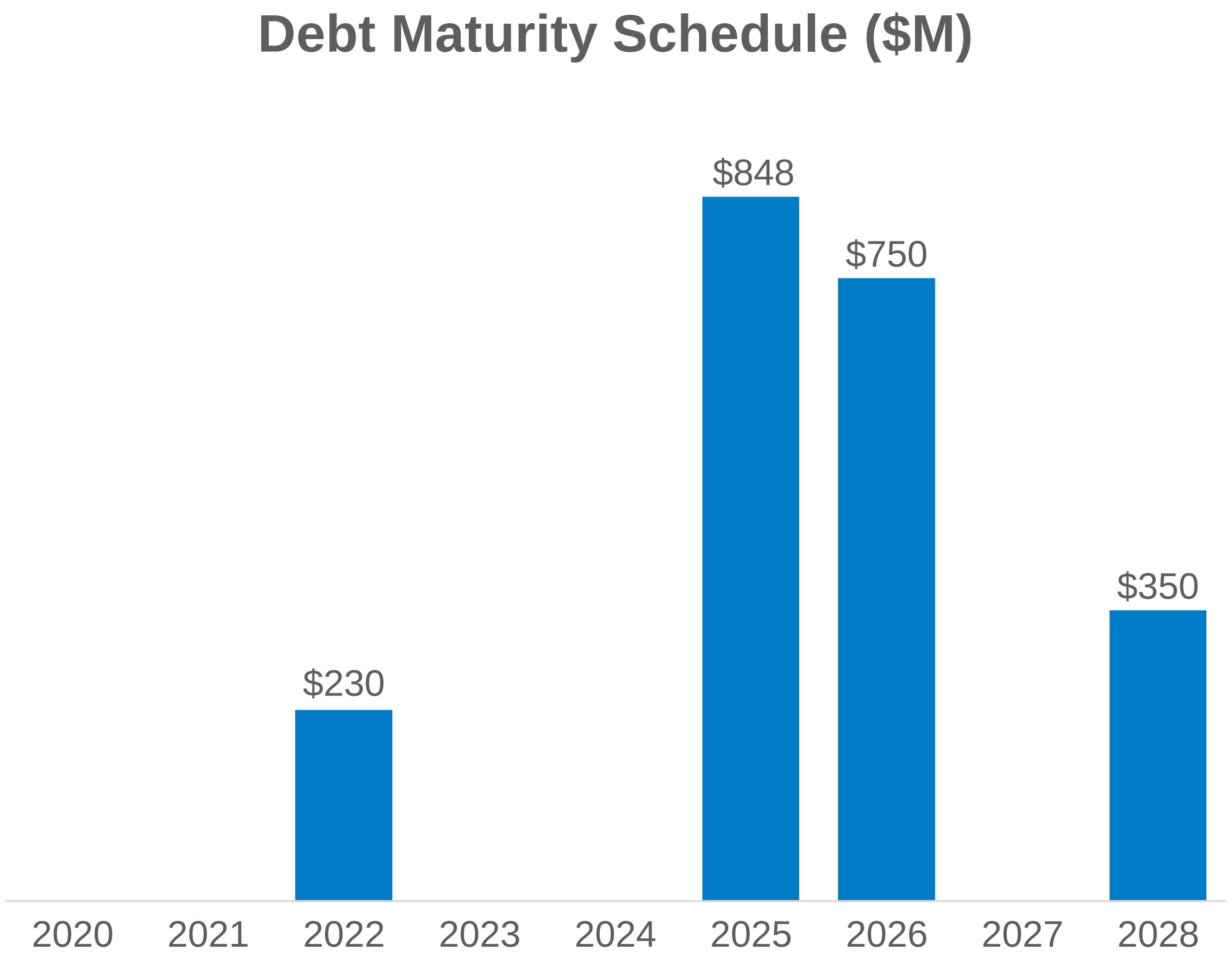
VPG

Adjusted EBITDA is a non-GAAP measure. For definition, please see A-9, and for reconciliation, please see A-15.
Fiscal year 2018 includes Legacy-ILG as if acquired at the beginning of the year.

Strong Balance Sheet with No Long-Term Debt Maturities Before 2022

Net Leverage Target:

2.0x to 2.5x



Excludes the 1% annual term loan amortization, capital lease payments and non-recourse securitized debt.

Geographic Revenue and Earnings Breakdown

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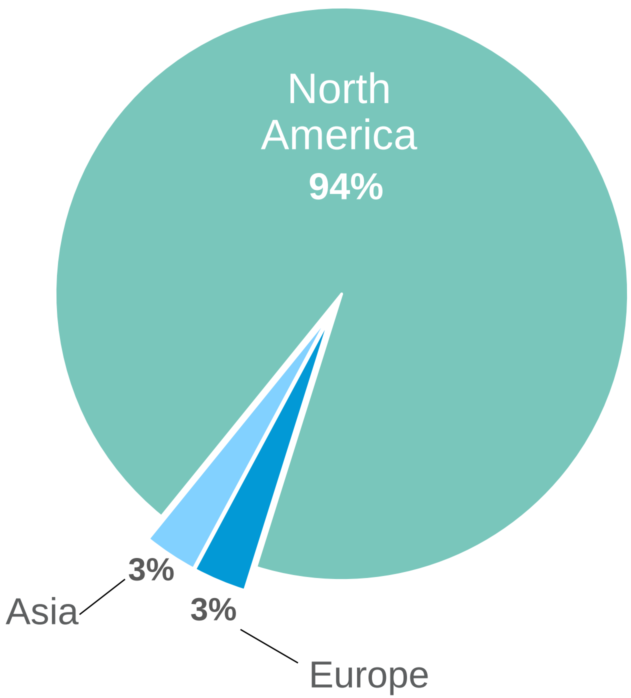
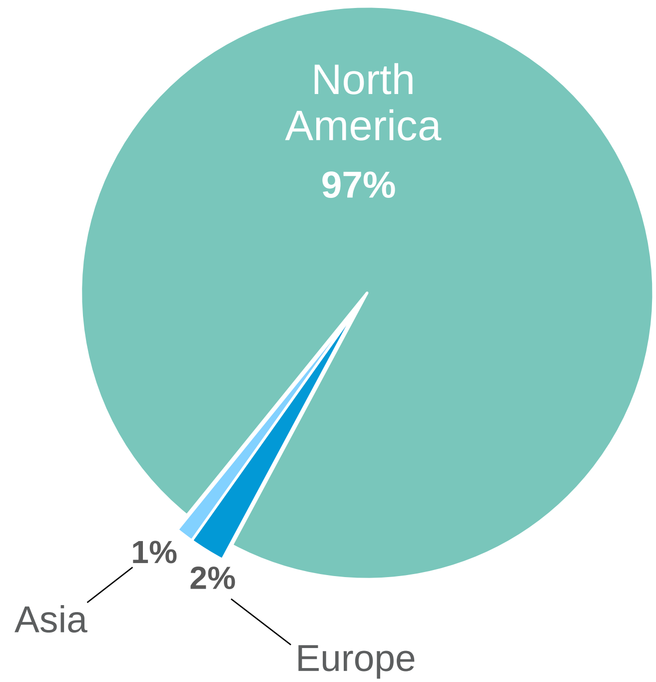
2020E Revenues[1]



2020E Adjusted EBITDA[2]



Adjusted EBITDA is a non-GAAP measure. For definition and reconciliation, please see appendix.

[1] Revenues exclude reimbursed costs. [2]Adjusted EBITDA excludes allocations for general and administrative costs.

Non-GAAP Financial Measures

In our presentation we report certain financial measures that are not prescribed by United States generally accepted accounting principles ("GAAP"). We discuss below our reasons for reporting these non-GAAP financial measures, and we've made footnote references to them 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 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.

We evaluate non-GAAP financial measures, including Adjusted EBITDA and Adjusted Free Cash Flow, that exclude certain items such as cost reimbursements, acquisition related, organizational and separation related, litigation, and other charges in the quarters ended December 31, 2019 and 2018, as well as the 2019, 2018, 2017, 2016 and 2015 fiscal years, because these non-GAAP financial measures allow for period-over-period comparisons of our on-going core operations before the impact of these items. These non-GAAP financial measures also facilitate our comparison of results from our on-going core operations before these items with results from other vacation ownership companies. In addition, throughout this presentation, we refer to the business associated with the brands that existed prior to MVW's acquisition of ILG, LLC (formerly known as ILG, Inc. ("ILG")) on September 1, 2018 as "Legacy-MVW" and to ILG's business and brands that were acquired as "Legacy-ILG."

Combined Financial Information. The unaudited combined financial information presented herein combines Legacy-MVW and Legacy-ILG results of operation for the year ended December 31, 2018, and is presented to facilitate comparisons with our results following the acquisition of ILG. We evaluate the combined financial information, and believe it provides useful information to investors, because it provides for a more meaningful comparison of our results following the acquisition of ILG with the results of the combined businesses for the prior year comparable period. The combined financial information for the year ended December 31, 2018 was derived by combining the reported MVW financial information for the year ended December 31, 2018 included in MVW's Annual Report on Form 10-K filed with the SEC on March 1, 2019, which included results of operations for Legacy-ILG for September through December 2018, with the combined financial information for the quarters ended March 31 and June 30, 2018 included in MVW's Quarterly Report on Form 8-K filed with the SEC on May 7, 2019 and August 1, 2019, respectively, and the Legacy-ILG financial information for July and August 2018 included in ILG's internal management records. Prior to combining the Legacy-ILG financial information, Legacy ILG's financial results were reclassified to conform with MVW's current financial statement presentation. The combined financial information is provided for informational purposes only and is not intended to represent or to be indicative of the actual results of operations that the combined MVW and ILG business would have reported had the ILG acquisition been completed prior to the beginning of fiscal year 2018 and should not be taken as being indicative of future combined results of operations. The actual results may differ significantly from those reflected in the combined financial information.

MVW certain items (fourth quarter)

Certain items for the quarter ended December 31, 2019, consisted of $24 million of ILG acquisition-related costs, $10 million of purchase price adjustments, and $2 million of litigation charges, partially offset by $11 million of gains and other income.

Certain items for the quarter ended December 31, 2018, consisted of $30 million of ILG acquisition-related costs (including $1 million of share-based compensation expense), $19 million of purchase accounting adjustments (of which $6 million impacted adjusted EBITDA), $13 million of litigation settlements, $4 million of losses and other expense, and $1 million of costs associated with the anticipated capital efficient acquisitions of an operating property in New York, partially offset by $29 million of net insurance proceeds related to the settlement of Legacy-MVW business interruption insurance claims arising from Hurricanes Irma and Maria.

Non-GAAP Financial Measures

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MVW certain items (full year)

Certain items for the fiscal year ended December 31, 2019, consisted of $119 million of acquisition costs (including $118 million of ILG acquisition-related costs and $1 million of other acquisition costs), $99 million of asset impairment charges, $17 million of purchase price adjustments, $7 million of litigation charges, and $1 million of other severance costs, partially offset by $16 million of miscellaneous gains and other income.

Certain items for the fiscal year ended December 31, 2018, consisted of $135 million of ILG acquisition-related costs (including $8 million of share-based compensation expense), $46 million of litigation settlement charges, $24 million of unfavorable purchase accounting adjustments (of which $6 million impacted adjusted EBITDA), $8 million of losses and other expense and $4 million of costs associated with the anticipated capital efficient acquisitions of operating properties in San Francisco, California and New York, partially offset by $29 million of net insurance proceeds related to the settlement of Legacy-MVW business interruption insurance claims arising from Hurricanes Irma and Maria.

Adjusted Earnings Before Interest Expense, Taxes, Depreciation and Amortization ("Adjusted EBITDA"). We define Adjusted EBITDA as earnings, or net income attributable to common shareholders, before interest expense (excluding consumer financing interest expense associated with term loan securitization transactions), provision for income taxes, depreciation, amortization, certain items (as itemized in the discussion of Adjusted Net Income Attributable to Common Shareholders above), and share-based compensation expense. For purposes of our Adjusted EBITDA calculation, we do not adjust for consumer financing interest expense associated with term loan securitization transactions because we consider it to be an operating expense of our business. We consider Adjusted EBITDA to be an indicator of operating performance, which we use to measure our ability to service debt, fund capital expenditures and expand our business. We also use Adjusted EBITDA, as do analysts, lenders, investors and others, because this measure 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. Adjusted EBITDA 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. Our Adjusted EBITDA also excludes share-based compensation expense to address considerable variability among companies in recording compensation expense because companies use share-based payment awards differently, both in the type and quantity of awards granted. 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 these items, and it facilitates our comparison of results from our on-going core operations before the impact of these items with results from other vacation ownership companies.

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 revenues excluding cost reimbursements to be a meaningful metric as it represents that portion of revenue that impacts net income attributable to us.

(In millions)	Exchange & Third Party	Vacation Ownership	Corporate and Other	2019 Total	VO and Exchange & Third Party Adjusted	% Vacation Ownership Revenues	% Exchange and Third Party Revenues
Revenues							
Sale of vacation ownership products	$ -	$ 1,390	$ -	$ 1,390	$ 1,390		
Management and exchange	298	509	147	954	807		
Rental	61	562	5	628	623		
Financing	4	271	-	275	275		
Cost reimbursements	91	1,137	(120)	1,108	1,228		
Total revenues	454	3,869	32	4,355	4,323		
Less: cost reimbursements	(91)	(1,137)	120	(1,108)	(1,228)		
Total revenues excluding cost reimbursements	363	2,732	152	3,247	3,095	88%	12%

Non-GAAP Financial Measures

MARRIOTT VACATIONS WORLDWIDE SM

Adjusted EBITDA Margin. We calculate Adjusted EBITDA Margin by dividing segment or total company Adjusted EBITDA, where applicable, by segment or total company revenues excluding cost reimbursements, where applicable. We consider Adjusted EBITDA Margin to be an indicator of operating performance for our segments and total company, and believe it provides useful information to investors, because it demonstrates the diversity of our business model and provides perspective regarding how much of our total Adjusted EBITDA Margin comes from each segment and the total company.

Adjusted EBITDA Contribution. We calculate Adjusted EBITDA Contribution by adding up the results of operations from our Development, Resort management / Management and exchange, Rental and Financing businesses, excluding allocations for general and administrative costs, royalty fees, and add backs for share-based compensation and depreciation, and then dividing that result by each business' results of operations, as reconciled herein. We consider Adjusted EBITDA Contribution to be an indicator of operating performance for our collective and separate businesses, and believe it provides useful information to investors, because it demonstrates the diversity of our business model and provides perspective regarding how much of our total Adjusted EBITDA comes from each of our businesses.

($'s in millions)	2019 Adjusted EBITDA Margin**	Adjusted EBITDA Margin** Contribution[1]
Development margin	$ 316	28%
Management and exchange margin	404	36%
Rental margin	212	19%
Financing margin	179	16%
Total adjusted EBITDA margin	$ 1,111	100%

[1] Represents the contribution toward Adjusted EBITDA.

Debt to Adjusted EBITDA Ratio. We calculate debt to Adjusted EBITDA ratio by dividing net debt by combined Adjusted EBITDA, where net debt represents total debt less securitized debt and cash and cash equivalents other than an estimated $150 million for working capital requirements, and Adjusted EBITDA is the sum of the last four quarters of MVW's adjusted EBITDA and includes an additional $76 million of additional cost synergies ($125 million in total).

Free Cash Flow and Adjusted Free Cash Flow. We evaluate Free Cash Flow and Adjusted Free Cash Flow as liquidity measures that provide 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, which cash can be used for strategic opportunities, including acquisitions and strengthening the balance sheet. Adjusted Free Cash Flow, which reflects additional adjustments to Free Cash Flow for the impact of ILG-acquisition costs, litigation, and other cash charges, allows for period-over-period comparisons of the cash generated by our business before the impact of these items. Analysis of Free Cash Flow and Adjusted Free Cash Flow also facilitates management's comparison of our results with our competitors' results.

Q4 2019 and 2018 Net Income

MARRIOTT VACATIONS WORLDWIDE SM

	Q4 2019	Q4 2018
REVENUES		
Sale of vacation ownership products	$ 389	$ 358
Management and exchange	245	225
Rental	156	132
Financing	66	64
Cost reimbursements	289	273
TOTAL REVENUES	1,145	1,052
EXPENSES		
Cost of vacation ownership products	94	93
Marketing and sales	193	181
Management and exchange	157	119
Rental	93	90
Financing	26	25
General and administrative	75	84
Depreciation and amortization	35	33
Litigation charges	2	13
Royalty fee	27	28
Cost reimbursements	289	273
TOTAL EXPENSES	991	939
Gains and other income	11	25
Interest expense	(32)	(31)
ILG acquisition-related costs	(24)	(29)
Other	-	(1)
INCOME BEFORE INCOME TAXES AND NONCONTROLLING INTERESTS	109	77
Provision for income taxes	(33)	(36)
NET INCOME	76	41
Net loss attributable to noncontrolling interests	(2)	3
NET INCOME ATTRIBUTABLE TO COMMON SHAREHOLDERS	$ 74	$ 44

2019 and 2018 Net Income

	2019	2018
REVENUES		
Sale of vacation ownership products	$ 1,390	$ 990
Management and exchange	954	499
Rental	628	371
Financing	275	183
Cost reimbursements	1,108	925
TOTAL REVENUES	4,355	2,968
EXPENSES		
Cost of vacation ownership products	356	260
Marketing and sales	762	527
Management and exchange	506	259
Rental	416	281
Financing	96	65
General and administrative	300	198
Depreciation and amortization	141	62
Litigation charges	7	46
Royalty fee	106	78
Impairment	99	-
Cost reimbursements	1,108	925
TOTAL EXPENSES	3,897	2,701
Gains and other income	16	21
Interest expense	(132)	(54)
ILG acquisition-related costs	(118)	(127)
Other	1	(4)
INCOME BEFORE INCOME TAXES AND NONCONTROLLING INTERESTS	225	103
Provision for income taxes	(83)	(51)
NET INCOME	142	52
Net loss attributable to noncontrolling interests	(4)	3
NET INCOME ATTRIBUTABLE TO COMMON SHAREHOLDERS	$ 138	$ 55

Full Year 2018 Combined Net Income

MARRIOTT VACATIONS WORLDWIDE SM

($'s in millions)	Legacy-ILG[1]	MVW[2]	Combined
REVENUES			
Sale of vacation ownership products	$ 331	$ 990	$ 1,321
Management and exchange	473	499	972
Rental	224	371	595
Financing	63	183	246
Cost reimbursements	173	925	1,098
TOTAL REVENUES	1,264	2,968	4,232
EXPENSES			
Cost of vacation ownership products	93	260	353
Marketing and sales	209	527	736
Management and exchange	215	259	474
Rental	132	281	413
Financing	20	65	85
General and administrative	172	198	370
Depreciation and amortization	55	62	117
Litigation settlement	-	46	46
Royalty fee	30	78	108
Cost reimbursements	173	925	1,098
TOTAL EXPENSES	1,099	2,701	3,800
Gains and other income, net	2	21	23
Interest expense	(19)	(54)	(73)
ILG acquisition-related costs	(41)	(127)	(168)
Other	-	(4)	(4)
INCOME BEFORE INCOME TAXES AND NONCONTROLLING INTERESTS	107	103	210
Provision for income taxes	(33)	(51)	(84)
NET INCOME	74	52	126
Net income attributable to noncontrolling interests	(2)	3	1
NET INCOME ATTRIBUTABLE TO COMMON SHAREHOLDERS	$ 72	$ 55	$ 127

(1) See *"Non-GAAP Financial Measures - Combined Financial Information"* on A-8 for basis of presentation.

(2) Per MVW's Annual Report on Form 10-K for the twelve months ended December 31, 2019 filed with the SEC on March 1, 2019.

2019 and 2018 Combined Net Income

MARRIOTT VACATIONS WORLDWIDE[SM]

	2019	2018
REVENUES		
Sale of vacation ownership products	$ 1,390	$ 1,321
Management and exchange	954	972
Rental	628	595
Financing	275	246
Cost reimbursements	1,108	1,098
TOTAL REVENUES	4,355	4,232
EXPENSES		
Cost of vacation ownership products	356	353
Marketing and sales	762	736
Management and exchange	506	474
Rental	416	413
Financing	96	85
General and administrative	300	370
Depreciation and amortization	141	117
Litigation charges	7	46
Royalty fee	106	108
Impairment	99	-
Cost reimbursements	1,108	1,098
TOTAL EXPENSES	3,897	3,800
Gains and other income	16	23
Interest expense	(132)	(73)
ILG acquisition-related costs	(118)	(168)
Other	1	(4)
INCOME BEFORE INCOME TAXES AND NONCONTROLLING INTERESTS	225	210
Provision for income taxes	(83)	(84)
NET INCOME	142	126
Net loss attributable to noncontrolling interests	(4)	1
NET INCOME ATTRIBUTABLE TO COMMON SHAREHOLDERS	$ 138	$ 127

Q4 and Full Year 2019 and 2018 Adjusted EBITDA

	Q4 2019	Q4 2018
Net income attributable to common shareholders	$ 74	$ 44
Interest expense[(1)]	32	31
Tax provision	33	36
Depreciation and amortization	35	33
Share-based compensation expense	8	12
Certain items[(2)]	25	24
Adjusted EBITDA	$ 207	$ 180

		2018		
	2019	Legacy-ILG Reclassified (January - August)[(3)]	MVW	Combined[(3)]
Net income attributable to common shareholders	$ 138	$ 72	$ 55	$ 127
Interest expense[(1)]	132	19	54	73
Tax provision	83	33	51	84
Depreciation and amortization	141	55	62	117
Share-based compensation expense	37	16	35	51
Certain items[(2)]	227	53	162	215
Adjusted EBITDA	$ 758	$ 248	$ 419	$ 667

(1) Interest expense excludes consumer financing interest expense.

(2) Excludes certain items included in depreciation and amortization and share-based compensation.

(3) See "*Non-GAAP Financial Measures - Combined Financial Information* " on A-8 for basis of presentation.

Adjusted EBITDA is a non-GAAP measure. For definition, please see A-7.

2019 Adjusted EBITDA Contribution and Margin

Exchange & Third-Party Management

(In millions)	Exchange & Third-Party Management: Exchange	Exchange & Third-Party Management: Third-Party Management	Exchange & Third-Party Management: Total
Net income	$ 152	$ 28	$ 180
Depreciation and amortization	33	15	47
Share-based compensation	2	1	3
Certain items	1	(1)	-
Adjusted EBITDA	$ 188	$ 42	$ 230
Adjusted EBITDA contribution	81.8%	18.4%	

(In millions)	Exchange & Third-Party
Net income	$ 180
Depreciation and amortization	47
Share-based compensation	3
Certain items	-
Adjusted EBITDA	$ 230
Adjusted EBITDA margin %	63%

Adjusted EBITDA and Adjusted Free Cash Flow Outlook

(In millions)		2022E	
Adjusted EBITDA	**2019**	**Low**	**High**
Net income attributable to common shareholders	$ 138	$ 426	$ 523
Interest expense[1]	132	125	125
Tax provision	83	194	227
Depreciation and amortization	141	150	150
Share-based compensation	37	37	37
Certain items[2]	227	(2)	(2)
Adjusted EBITDA	$ 758	$ 930	$ 1,060

[1] Interest expense excludes consumer financing interest expense associated with term loan securitization transactions.

[2] 2019 certain items adjustment includes $118 million of ILG acquisition costs, $99 million of asset impairments, $17 million of purchase price adjustments, $7 million of litigation charges, $1 million of other acquisition costs, and $1 million of other severance costs, partially offset by $16 million of miscellaneous gains and other income.

(In millions)		2020E-2022E Cumulative	
Adjusted Free Cash Flow	**2019**	**Low**	**High**
Net cash provided by operating activities	$ 382	$ 1,170	$ 1,210
Capital expenditures for property and equipment (excluding inventory):	(46)	(260)	(290)
Net securitization activity, including borrowings available from securitizing eligible vacation ownership notes receivable[1]	204	310	470
Subtotal	540	1,220	1,390
Adjustments:			
Certain items[2]	(45)	100	130
Change in restricted cash	(31)	(20)	(20)
Adjusted Free Cash Flow	$ 464	$ 1,300	$ 1,500

[1] Represents the net change ($58M) in borrowings available from the securitization of eligible vacation ownership notes receivable between the end of each period.

[2] 2019 certain items adjustment includes $59 million of borrowings from non-traditional securitization transaction, $41 million of business interruption proceeds, $27 million of inventory / other payments associated with capital efficient inventory arrangements, and $21 million of prior year Legacy-ILG net tax refunds, partially offset by $81 million of ILG acquisition-related costs and $22 million of litigation charges. 2020-2022 cumulative certain items adjustment includes $100 million to $130 million of anticipated ILG-acquisition costs.

Adjusted EBITDA and Adjusted Free Cash Flow are non-GAAP measures. For definitions, please see A-7 and A-8.

Cumulative Adjusted Free Cash Flow – 2015 through 2019

MARRIOTT VACATIONS WORLDWIDE SM

(In millions)	2015	2016	2017	2018	2019	Cumulative
Net cash provided by operating activities	$ 109	$ 141	$ 142	$ 97	$ 382	$ 871
Capital expenditures for property and equipment (excluding inventory):						
Other	(36)	(35)	(26)	(40)	(46)	(183)
Investment in operating portion of Surfers Paradise hotel that will be sold [1]	(47)	-	-	-	-	(47)
Change in restricted cash	37	5	-	-	-	42
Borrowings from securitization transactions	255	377	400	539	1,026	2,597
Repayment of debt related to securitizations	(278)	(323)	(293)	(382)	(880)	(2,156)
Free cash flow	40	165	223	214	482	1,124
Adjustments:						
ILG acquisition-related costs	-	-	-	162	81	243
Litigation settlements	-	-	-	18	22	40
Inventory / other payments associated with capital efficient inventory arrangements	-	-	-	(33)	(27)	(60)
Net insurance proceeds from business interruption claims	-	-	-	(57)	(41)	(98)
Borrowings from non-traditional securitization transaction	-	-	-	-	(59)	(59)
Organizational and separation-related, litigation and other charges	8	-	-	-	-	8
Proceeds from sale of operating portion of Surfers Paradise hotel [1]	47	-	-	-	-	47
Accelerated payment of liability for Marriott Rewards customer loyalty program [2]	66	-	-	-	-	66
Other[3]	-	-	-	6	(21)	(15)
Borrowings available from the securitization of eligible vacation ownership notes receivable[4]	68	(5)	45	(31)	58	135
Change in restricted cash	-	-	(15)	(14)	(31)	(60)
Adjusted free cash flow	$ 229	$ 160	$ 253	$ 265	$ 464	$ 1,371

NOTE: Beginning in fiscal year 2017, we now present the change in restricted cash as an adjustment to free cash flow, rather than including the change in restricted cash in free cash flow, but have not restated prior year presentation for this change.

1 Represents the estimated investment in, as well as the proceeds from the subsequent sale of, the operating portion of the Surfers Paradise hotel.

2 Represents the portion of the Q1 2016 liability for Marriott Rewards customer loyalty program payment that was accelerated into Q4 2015.

3 2018 - primarily an adjustment to exclude losses resulting from fraudulently induced electronic wire payment disbursements made to third parties; 2019 - primarily $21 million to exclude prior year Legacy-ILG net tax refunds and $2 million recovery of a portion of the fraudulently induced electronic payment disbursements made in 2018, offset partially by $2 million of integration related IT costs.

4 Represents the net change in borrowings available from the securitization of eligible vacation ownership notes receivable between year ends.