



Application Packet Koniag Board of Director

This packet contains the application form necessary to apply for a seat on the Koniag, Inc. Board of Directors plus information pertinent to being a Koniag Director. It contains the following:

1. Call for Nomination
2. Interested in Serving on the Board of Directors?
3. How Do I Get Nominated For a Board Seat?
4. Director Qualifications
5. Duties of the Board of Directors
6. Standards of Conduct of Koniag, Inc. Directors
7. Koniag Corporate Vision, Mission Statement, Code of Ethics and Core Values
8. Information for Shareholders of ANCSA Corporations
9. 2017 Candidate Nominee Information Form (signature required)
10. Acknowledgement Regarding Proxy Solicitation (signature required)
(for your convenience, this is a writable form)

Please review all information carefully.

After doing so, fill out the form and submit along with a resume and current photo to: Koniag, Inc.

3800 Centerpoint Drive, Suite 502
Anchorage, Alaska 99503

Attn: Lavonda Beukers

Email: Lavonda@koniag.com

Fax: 907-562-5258

The application deadline is March 15, 2017 by 5:00 pm

Director Nominations Open for Koniag's 2017 Board Election

Nominations are open for shareholders seeking election to the Koniag, Inc. Board of Directors. Three seats are up for election at the Annual Meeting of Shareholders to be held Saturday, October 7, 2017 at Anchorage, Alaska. All valid nominations will be included in the Corporation's Proxy Statement.

The Nomination Committee is seeking candidates that embrace Koniag's Values and Ethics, have demonstrated leadership skills, a track-record of service to their community and strong communication skills.

KONIAG'S BYLAWS PROVIDE THAT A SHAREHOLDER CAN BE NOMINATED IN ANY OF FOUR WAYS:

- 1) An incumbent director may nominate himself/herself by giving notice to the Board of Directors or the Nomination Committee of his/her intent to run for reelection;
- 2) The Board of Directors may nominate specific candidates for Directors by the majority vote of the Board of Directors;
- 3) Shareholders may nominate themselves for Director upon submission to the Nomination Committee a *Candidate Nominee Information Form*;
- 4) A shareholder, who has filed with the State of Alaska Division of Banking and Securities such information required by the laws of the State of Alaska may be nominated from the floor during a meeting of shareholders at which Directors are to be elected.

Candidates who wish to be included on the Koniag Proxy Form, and/or considered by the Koniag Nominations Committee, must complete the *Candidate Nominee Information Form*. This form must be submitted to the Nomination Committee by the date and time set by the Board of Directors and must be accompanied by such other information as may be required by the Board of Directors. The failure of a nominee to provide the mandatory information will result in such nominee's name and biography being excluded from the materials circulated by the Corporation with the Notice of Annual Meeting.

INDIVIDUALS WHO WISH TO BE INCLUDED ON THE KONIAG PROXY FORM

MUST SUBMIT THE FOLLOWING MATERIALS:

- 1.) Completed *Candidate Nominee Information Form* which includes a family history and biography
- 2.) Resume
- 3.) Current Photo

Nomination packets are available at Koniag's Kodiak and Anchorage offices and on the website at www.koniag.com under the Annual Meeting section.

THE APPLICATION DEADLINE IS: Monday, March 15, 2017 at 5:00 pm ADT

Nominations received after this date will not be considered by the Nomination Committee and will not be included on the 2017 Koniag Proxy Form.

* For further details about filing with Securities visit:
www.commerce.state.ak.us/bsc/pub/ANCSA_brochure.pdf

Interested in Serving on the Board of Directors? Learn How the Nomination and Election Process Works

Over the past year many questions have been asked about serving as a Director as well as the nomination and election process. As we prepare for this year's nomination process and annual election, the Board of Directors wishes to clarify any confusion by answering some frequently asked questions.

Q: Do I have to be a shareholder to run for the Board?

A: Yes. To qualify a Director must be at least 18 years of age and a voting shareholder of the Corporation. (Only Natives or Descendants of Natives, as defined in ANCSA Section 3(b), and whose names appears in the stock records of Koniag are eligible voting shareholders).

Q: What is the time commitment of a Director?

A: The responsibilities and time commitment of a Director are extensive. The Koniag Board holds a minimum of five regular scheduled meetings each year and each meeting typically lasts for two full days. There is also one Board Retreat, one Annual Meeting of Shareholders, numerous committee meetings and special meetings as needed. Each one of these meetings requires preparation time to review Board material, as well as travel time depending on the location of the meeting.

Q: What compensation does a Director receive?

A: Directors receive fees for their time spent on approved corporate business. Fees are paid at the half day (4 hours) rate of \$250 and are capped at \$500 for a full day. A Director also receives a stipend of \$20,000 per year (Chairman of the Board receives \$25,000 per year), modest life insurance, and training relevant to board service.

Board members do not receive fees for time spent preparing for meetings or attending Board committee meetings in which they are not an official member.

Q: How do I run for the Board?

A: A person must first be properly nominated to be elected as a Director. Individuals can be nominated in one of four ways. These four options are explicitly stated in the Corporation's Bylaws:

1. An incumbent director may nominate himself/herself by giving notice to the Board of Directors or the Board's Nomination Committee of his/her intent to run for reelection; or
2. The Board of Directors may nominate specific candidates for Directors by the majority vote of the Board of Directors; or
3. Shareholders may nominate themselves for Director by submitting a completed *Candidate Nominee Information Form* to the Nomination Committee by the stated deadline; or
4. A shareholder, who has filed with the State of Alaska Division of Banking and Securities in accordance with Alaska state statutes, may be nominated from the floor during a meeting of shareholders at which directors are to be elected.

Q: Can I be listed on the Koniag, Inc. proxy if I am not selected for the Board endorsed slate?

A: Absolutely! All candidates who submit a complete *Candidate Nominee Information Form* to the Nomination Committee by the stated deadline will be listed in the proxy materials and on the Corporation's solicited proxy.

Q: Can I run a write-in campaign and be legally elected as a Director?

A: Yes, however the Bylaws require that shareholders who do not wish to go through the Board's designated Nomination Committee process (in order to be considered for the Board endorsed slate, or to be listed on the Corporation's proxy) must have previously filed all of the information required under the State of Alaska's Banking and Securities laws and regulations. This information is very similar to that required by *the Candidate Nominee Information Form*.

As long as proper documentation in accordance with Alaska state statutes was properly filed with the State of Alaska Division of Banking and Securities, a shareholder may become a candidate by being nominated by a shareholder on the floor of the Annual Meeting. A shareholder nominated from the floor of the meeting who has not filed the appropriate materials with Banking & Securities is not legally considered a valid nominee for Director.

Q: Can I be a Director of a Village Corporation and also be on the Koniag Board?

A: No. The Koniag Bylaws state that "no person who is elected or selected to be a Director may take the oath of office as a Director if such individual is also a Director of an ANCSA Corporation in the Kodiak Region, nor may any Director of the Corporation be elected to serve as a Director of an ANCSA Corporation in the Kodiak Region while serving as a Director of the Corporation."

Q: Why do we offer proxy prizes if we are trying to save money as a corporation?

A: To be a valid election, a majority, or 50% plus one vote of the outstanding voting shares of the corporation must be represented at the annual meeting by proxy or in person. On average, only 52-57% of voting shares cast their votes - putting Koniag just above quorum. If we did not offer an incentive, many shareholders would not vote. The cost to the corporation would be much greater if quorum was not met, the elections were invalidated or could not be held, and we had to redo the process.

Q: Do you have to vote for the Board-endorsed slate in order to win proxy prizes?

A: Absolutely Not! A shareholder can vote for any candidate on the proxy, as well as write in candidates, and still qualify for proxy prize drawings. But your proxy must be valid (signed, with the proper number of votes cast), in order for your votes to be counted.

As part of the nomination and election process, Koniag sponsors a training for potential candidates that covers the requirements and compliance obligations that are part of being a valid candidate. All potential candidates are encouraged to participate to ensure compliance with Alaska law and the Banking and Securities regulations. If you have any further questions on the nomination or election process, please contact the nomination committee Matthew Olsen at molsen@koniag.com. You are always welcome to reach out to your Board members at any time.

How Do I Get Nominated For A Board Seat?

In accordance with the Koniag, Inc. By-Laws, **Section 2.7 Nomination of Directors** an individual may be nominated in one or more of the following ways:

- a.** an incumbent Director may nominate himself/herself by giving notice to the Board of Directors or the Nomination Committee of his/her intent to run for re-election;
- b.** the Board of Directors may nominate specific candidates for Directors by the majority vote of the Board of Directors;
- c.** shareholders may nominate themselves for Director upon submission to the Nomination Committee a *Candidate Nominee Information Form*.
- d.** a shareholder, who has filed with the State of Alaska Division of Banking and Securities such information required by the laws of the State of Alaska may be nominated from the floor during a meeting of shareholders at which Directors are to be elected.

The *Candidate Nominee Information Form* of those nominees wishing to be included on the Koniag Proxy Form must be submitted to the Nomination Committee by the date and time set by the Board of Directors, and must be accompanied by such other information as may be required by the Board of Directors. The failure of a nominee to provide that information which is required by law to be disclosed by the Corporation will result in such nominee's name and biography being excluded from the materials circulated by the Corporation with the Notice of Annual Meeting.

Please return your Nominee Information Form
along with a resume and photo to:

Koniag, Inc.
3800 Centerpoint Drive, Suite 502
Anchorage, Alaska 99503
Attn: Lavonda Beukers

Email to: Lavonda@koniag.com or fax to 907-562-5258

Koniag, Inc. ByLaws

ARTICLE 3

BOARD OF DIRECTORS

3.1.2 Qualifications. Directors shall be eighteen years of age or older and shall each be the holder of voting stock of the Corporation. No person who is elected or selected to be a Director may take the oath of office as a Director if such individual is also a Director of an ANCSA Corporation in the Kodiak Region, or an employee at a Vice President level or equivalent level of managerial authority of an ANCSA Corporation in the Kodiak Region. No Director of the Corporation may be elected or serve as a Director of an ANCSA Corporation in the Kodiak Region while serving as a Director of the Corporation. No employee of the Corporation or of a subsidiary of the Corporation, in which the Corporation owns a substantial interest, may be elected to the position of, or serve as a Director of the Corporation. Should any person who is subject to this provision refuse to observe the provisions of this section after thirty day written notice from the President as to existence of the violation of this section, then such individual shall be deemed to have resigned his/her position as Director of the Corporation and such vacancy shall be filled as provided by these Bylaws. As used in this section, the term "ANCSA Corporation" shall mean any Corporation created for the purpose of receiving benefits under ANCSA, including but not limited to village corporations, group corporations, urban corporations, corporations identified in Section 1427 (e) (2) of the Alaska National Lands Conservation Act, all corporations in which any such corporations may be merged or consolidated, and all subsidiaries of any such corporations. As used in this Section, a "substantial interest" shall mean a voting interest of twenty percent (20%) or more of the total voting interests of such subsidiary. Notwithstanding any other provision in these Bylaws, the Board has the right and authority to fill an officer vacancy on an interim basis, including through the appointment of one of its members.

As stated in the Koniag, Inc. Corporate Board Policy Manual

SECTION F. DUTIES OF THE BOARD OF DIRECTOR

1. FIDUCIARY DUTY

Directors have a fiduciary relationship to Koniag Inc., to act in the best interest of the Corporation for the benefit of its shareholders. As fiduciaries, Directors must act honestly and diligently in performing duties and in conducting any business involving Koniag.

2. DUTY TO ACT IN GOOD FAITH

Directors must exercise the utmost good faith in performing their duties and in conducting any business involving Koniag.

3. DUTY TO ACT IN THE BEST INTERESTS OF THE CORPORATION

Directors must act in a manner the Director reasonably believes to be in the best interests of Koniag.

4. DUTY OF DUE CARE & DUTY TO MAKE REASONABLE INQUIRY

Directors owe Koniag a duty of care, including reasonable inquiry that an ordinarily prudent person in a like position would use under similar circumstances. In other words, Directors should not act negligently in managing the affairs of Koniag. Directors are entitled to rely on information, opinions, financial statements, financial data and other statements prepared by or presented by:

- *Officers or employees* of Koniag who the Director reasonably believes to be reliable and competent in the matter; or
- *Professionals or experts* such as legal counsel, public accountants or other persons as to matters that the Director reasonably believes to be within the persons professional or expert competence; or
- *A Board Committee* (on which the relying Director does not serve) if the Director reasonably believes the Board committee to merit confidence.

5. DUTY OF LOYALTY & DUTY OF FULL DISCLOSURE

Directors have a duty to act fairly and in the best interest of Koniag. Directors must avoid financial conflicts of interest with Koniag, Inc., and must not place their self-interest above the interest of the Corporation. With the exception of services and benefits generally available to all Koniag Shareholders, Directors shall not transact personal business involving Koniag property or services without having first fully disclosed the terms of the transaction to the Board and, after disclosure, receiving the approval of a majority of disinterested Directors. Directors must not take advantage of a corporate opportunity in which it is reasonably foreseeable that Koniag may have an interest in without first offering the opportunity to Koniag.

6. DUTY TO ACT AS A DELIBERATIVE BODY

Directors owe a duty to Koniag to meaningfully consider all issues on the Board meeting agenda. Directors of Koniag are vested with its management, not as individuals, but as the Board. A Director has no power to act individually on behalf of Koniag without proper authorization from the Board.

7. DUTY TO BE INFORMED

Directors have a duty to be familiar with and understand Koniag's business operations, financial condition, Articles of Incorporation, By-Laws, Policies, procedures, programs, and general affairs. Directors shall be familiar with the agenda for Board meetings and shall review Board packets and be prepared for informed discussions and voting on agenda items.

8. DUTY OF EFFECTIVE REPRESENTATION

As representatives of Koniag, Directors have a duty to attend Board meetings and Board Committee meetings for the full session unless unforeseen circumstances mandate otherwise. Directors must act effectively and participate meaningfully in all Board meetings.

9. DUTY OF FAIR REPRESENTATION

Once selected, Directors have a duty to represent all Koniag Shareholders fairly and not just a particular geographic area. Directors shall also be familiar with important issues of concern to members of their village corporation(s) and inform the Board of such issues and concerns.

10. DUTY OF PROPER OVERSIGHT

Directors do not participate in the day-to-day management of Koniag. The Board formulates corporate policies and oversees adherence to established policies and strategic objectives. As the Governing body, the Board has the right to take exceptions to any Policy of the Corporation.

G. STANDARDS OF CONDUCT FOR KONIAG, INC. DIRECTORS

1. As a Director of Koniag, I will:

- Respect the opinion of my fellow Directors;
- Support the majority decisions of the full Board;
- Respect the traditions and customs of the Sugpiaq-Alutiiq people, including be respectful of elders.
- Recognize that all authority is vested in the Board when it meets in legal session and not with individual Board members;
- Review all Board material prior to meetings and keep informed of developments that are relevant to issues that may come before the Board;
- Call to the attention of the Board any issues that I believe may have an adverse effect on Koniag;
- Declare any conflicts of interest between my personal or professional life and my position on the Board and avoid voting on issues that appear to present a conflict of interest;
- Refer complaints from shareholders to the proper individual in the chain of command within Koniag's management structure;
- Recognize that a Directors' job is to ensure that the Corporation is being well-managed and not to directly manage the Corporation;
- Strive to hire the optimal person available to manage the Corporation;
- Represent all shareholders equally and not a particular geographic area or special interest group;
- Consider myself a trustee of the Corporation and do my best to ensure that the Corporation is well managed, financially secure, growing, and always operating in the best interest of those we serve;
- Strive to improve skill sets and attributes incumbent of a Director;
- Regularly attend and participate actively in Board and Committee meetings and note that Directors attendance must be reported to the Shareholders annually;
- Publicly support the Corporation, Board, and Management.

2. As a Director of Koniag, I will not:

- Be critical, in or outside a Board meeting, of fellow Board members or their opinions;
- Use the Corporation or any part of Koniag for my personal advantage or the personal advantage of my friends or relatives;
- Act individually on behalf of Koniag outside of Board meetings without proper Board authorization;
- Communicate or discuss in any manner the confidential proceedings of the Board with unauthorized parties;
- Promise prior to a meeting how I will vote or solicit a promise from others to vote on any issue in a meeting;
- Interfere with the duties of the Koniag's President and/or CEO or undermine their authority.

CORPORATE VISION

Cultural Pride, Corporate Excellence

MISSION STATEMENT

*“To sustain growth and provide increasing dividends while celebrating
Community and culture”*

CODE OF ETHICS

Koniag Directors and Employees shall conduct all activities in a lawful manner consistent with the highest standards of honesty, integrity, and ethics. Koniag Directors and Employees shall exercise reasonable and prudent professional judgment and shall otherwise act in the best interest of the Corporation. Koniag Directors and Employees shall perform services in a competent, efficient and economical manner. Koniag Directors and Employees shall keep abreast of new developments and strive to improve professional competence in all areas in which Koniag is engaged. Koniag Directors and Employees conduct in all matters shall reflect credit upon the Corporation, the Koniag Region and the Alutiiq people.

CORE VALUES

Maintaining a Long-Term Perspective

We are the Sugpiaq-Alutiiq, a culture that has existed for thousands of years. We make our decisions with the understanding that we will continue to prosper as a distinct people.

Koniag is focused on stewardship of our lands; furthering the education of all our stakeholders; and the investment of our financial assets with the expectation that we will continue to exist as a corporation for generations to come.

Honoring our Heritage & Culture

Throughout history the native community on Kodiak Island has repeatedly demonstrated resilience and an ability to adapt. As a result of our early contact with Russian explorers and later with other western societies, we became separated from many elements of our traditional culture.

We are setting a high priority on reconnecting with our culture and language in honor of our rich heritage.

Embracing Diversity

Our stakeholders come from diverse places and circumstances, ranging from those living in remote Alaska villages to large cities around the world, and in different stages of their lives from respected elders to young energetic descendants.

We welcome our diversity and recognize that it is a source of strength to help us prosper.

Planning Ahead

The Sugpiaq-Alutiiq people of the Kodiak Archipelago have traditionally relied on the land and sea for subsistence and livelihood. We have always been sensitive to the cycles of the seasons and have recognized the need to plan ahead in order to be prepared for the future.

As a corporation we adhere to the philosophy that we must always be focused on the future.

Being Open and Honest

The roots of our corporation come from the small, tightly-knit villages of Kodiak Island where neighbors are lifelong friends or family members. In the small communities of the Koniag Region, everyone is familiar with each other's history and character.

In a similar way, as a corporation, we seek long term business relationships based on openness, honesty and a belief that mutual integrity must be at the foundation of everything we do.

Having Pride in our Work

We cherish our reputation which is built on an ethical foundation that directs us to always do what is right.

Pride in our culture and heritage is reflected in our corporate identity. We enjoy hard work, take our work seriously, yet we are humble enough not to take ourselves too seriously



State of Alaska
Department of Commerce, Community and Economic Development
Division of Banking and Securities
550 West 7th Avenue, Suite 1850
Anchorage, Alaska 99501
(907) 269-8140

INFORMATION FOR SHAREHOLDERS OF ANCSA CORPORATIONS

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Introduction

The State of Alaska Division of Banking and Securities has developed this booklet to provide shareholders of corporations organized pursuant to the Alaska Native Claims Settlement Act (ANCSA) with information to assist them in their roles as owners of their corporations. Particularly, this booklet addresses issues a shareholder might encounter when seeking information about their corporation, or when deciding whether to run as a candidate for the board of directors. Although the Division of Banking and Securities cannot provide legal advice, we strive to make the laws and regulations that pertain to Alaska Native Corporations understandable to all those who wish to participate in their roles as corporate owners.

This booklet provides an overview of the Alaska statutes and regulations that govern ANCSA corporations and shareholders. In addition to these laws and regulations, each individual corporation may have adopted bylaws that further define the rights and requirements of its shareholders. Therefore, each shareholder should review the corporation's bylaws and check with the corporation to see what the bylaws permit, prohibit, or require.

The intent of this document is to be informative, but it is merely an overview of the applicable laws and regulations regarding ANCSA corporations. If you decide to solicit proxies, you will be required to follow all of the laws, regulations, and bylaws that apply to your proxy solicitation.

The Alaska Corporations Code

The Alaska Corporations Code (AS 10.06) addresses a wide range of topics from formation of the corporation through dissolution. The Alaska Corporations Code is administered by the Division of Corporations, Business and Professional Licensing.

Articles of Incorporation and Bylaws

The articles of incorporation set forth the basic terms of a corporation's existence, including the number and classes of shares and the purposes and duration of the corporation. The corporate bylaws are provisions adopted by an organization for its internal governance and its external dealings. For further information, see AS 10.06.205-233.

Some corporations have bylaws related to running for the board of directors and other proxy solicitations. Therefore, before a shareholder begins a proxy solicitation, it is important that the shareholder contacts the corporation to review the bylaws to determine what the bylaws permit, prohibit, and require.

The Alaska Corporations Code also addresses annual meetings (AS 10.06.405), proxies (AS 10.06.418), voting of shares (AS 10.06.420), and many other areas too numerous to mention in this booklet.

AS 10.06.960-961 of the Alaska Corporations Code contains exceptions and provisions that apply only to corporations organized under ANCSA.

If you are interested in learning more about the statutes that govern your corporation, you may view the entire Alaska Corporations Code on the Division of Corporations, Business and Professional Licensing website at <http://commerce.alaska.gov/dnn/cbpl/Home.aspx>.

Books, Records, and Shareholder Mailing Lists

Shareholders have an ownership interest in their corporations and have the right to review and copy the corporate books and records, including shareholder mailing lists upon written request.

Alaska Statute 10.06.430(a) requires corporations to keep correct books and records of account, minutes of proceedings, and a record of its shareholders, containing the names and addresses of all shareholders and the number and class of the shares held by each. AS 10.06.430(b) requires corporations to make these documents reasonably available for inspection and copying by its shareholders, their agents, or attorneys.

A shareholder's request to copy corporate records must be in writing and must state the purpose for the request. A shareholder may not sell the shareholder mailing list or other corporate records. To protect shareholders and their corporations, records may only be inspected or obtained for a proper purpose.

If you have any questions about the Alaska Corporations Code, please contact the Division of Corporations, Business and Professional Licensing at (907) 269-8160.

The Alaska Securities Act and Regulations

The Alaska Securities Act (AS 45.55.139) requires corporations organized under the Alaska Native Claims Settlement Act (ANCSA), 43 U.S.C. 1601 *et seq.*, with 500 or more shareholders and over \$1,000,000 in assets to file their annual reports, proxies, consents or authorizations, proxy statements, and other materials relating to proxy solicitations with the Division of Banking and Securities. Shareholders of these ANCSA corporations are required to file proxy materials as well.

The State of Alaska has also adopted detailed regulations regarding proxy solicitations for ANCSA corporations and shareholders. *See* AS 45.55.950 and 3 AAC 08.305 - 3 AAC 08.365.

The Alaska Securities Act and its underlying regulations are administered by the Alaska Division of Banking and Securities (Division).

What is a Proxy?

3 AAC 08.365(12) defines "proxy" as a written authorization which may take the form of a consent, revocation of authority, or failure to act or dissent, signed by a shareholder or his attorney-in-fact and giving another person power to vote with respect to the shares of the shareholder.

What is a Solicitation?

3 AAC 08.365(16) defines “solicitation” as a request to execute or not to execute, or to revoke a proxy. A solicitation is also the distributing of a proxy or other communication to shareholders under circumstances reasonably calculated to result in the procurement, withholding, or revocation of a proxy.

What Must be Filed?

In addition to the documents specifically listed in AS 45.55.139, any other materials relating to proxy solicitations which are distributed, published, or made available to at least 30 Alaska resident shareholders must be filed with the Division. Therefore, not only solicitation materials distributed to shareholders through the mail must be filed with the Division, but also solicitation materials distributed via e-mail, on websites (including electronic forums), in ads, as well as materials made available through other means, such as meetings, events and billboards, cell phones, etc. **Under Alaska regulations, materials published on the Internet, including electronic forums such as Facebook, are presumed to be distributed to more than 30 Alaska resident shareholders and must be filed with the Division.**

When Must the Materials be Filed?

Any materials that are required to be filed with the Division must be filed with the Division at the same time they are distributed, published, or made available to at least 30 Alaska resident shareholders.

How Do I File Materials?

3 AAC 08.307 allows materials to be filed in paper format, digital media format (CD or DVD), or electronically (pdf). If materials are filed in paper format or digital media format, **two copies are required**, and may be sent directly to the Division.

Materials filed electronically may be e-mailed to ancsa@alaska.gov or uploaded to the Alaska ZendTo system at <https://drop.state.ak.us/drop/> For instructions on how to upload materials to the Alaska ZendTo system visit:

https://www.commerce.alaska.gov/web/portals/3/pub/ANCSA_ZendToInstructions.pdf

False or Misleading Statements or Omissions

3 AAC 08.315(a) prohibits misrepresentations in solicitation materials. It states:

A solicitation may not be made by means of a proxy statement, proxy, notice of meeting, or other communication that contains a material misrepresentation. A misrepresentation is a statement that, at the time and under the circumstances in which it is made (1) is false or misleading with respect to a material fact; (2) omits a material fact necessary in order to make a statement made in the solicitation not false or misleading; or (3) omits a material fact necessary to correct a statement, in an earlier communication regarding the solicitation of a

proxy for the same meeting or subject matter, which has become false or misleading. A misrepresentation is material if there is substantial likelihood that a reasonable shareholder would consider it important in deciding how to vote. A series of statements or omissions that are objectively false or misleading, but which might not be material misrepresentations if considered separately, might be material misrepresentations if there is a substantial likelihood that a reasonable shareholder would consider the series important in deciding how to vote. Subjective proof that one or more shareholders actually granted a proxy because of a misrepresentation is not required.

Prohibition of Certain Solicitations

3 AAC 08.325 states that a person may not solicit

- an undated or postdated proxy;
- a proxy which provides that it is dated after the date on which it is signed by the shareholder;
- a proxy which fails to disclose the shareholders' meeting, or any adjournment of that shareholders' meeting, for which it is solicited;
- a proxy which confers authority to vote at more than one shareholders' meeting or any adjournment of that shareholders' meeting; or
- a proxy which authorizes a vote at any shareholders' meeting other than the one disclosed.

Proxy Requirements

3 AAC 08.335 requires that a proxyholder shall either attend the shareholders' meeting in person or execute a power of substitution so that the shares for which the proxyholder has proxies are represented at the meeting. This regulation also requires that a proxyholder shall vote in accordance with any choices made by the shareholder or in the manner provided by the proxy when the shareholder has not specified a choice.

3 AAC 08.335(c) states that a proxy must

- indicate that the proxy is solicited on behalf of the board or, if solicited other than by the board, indicate the identity of the persons on whose behalf the solicitation is made;
- provide a specifically designated blank space for dating the proxy; and
- provide a means for the shareholder to specify by boxes a choice between approval or disapproval of each matter or group of related matters identified in the proxy as intended to be acted upon, other than the election of directors.

A proxy may confer authority for matters on which a choice is not made by the shareholder if the proxy discloses how the shares represented by the proxy will be voted in each case.

A proxy that provides for the election of directors must set out the names of the nominees for whom the proxy is solicited; and clearly provide one of the following:

- a box opposite the name of each nominee which may be marked to indicate that authority to vote for that nominee is withheld;
- an instruction that the shareholder may withhold authority to vote for a nominee by lining through or otherwise striking out the name of that nominee;
- a "ballot" type of selection in which the shareholder is permitted to award votes to selected nominees of the shareholder's choosing.

A proxy may confer discretionary authority to vote only with respect to the following:

- matters which the persons making the solicitation do not know, a reasonable time before the solicitation, are to be presented at the meeting;
- approval of the minutes of the prior meeting if the approval does not amount to ratification of the action taken at that meeting;
- the election of a person to an office for which a bona fide nominee is named in the proxy statement and the nominee is unable to serve or for good cause will not serve;
- a proposal omitted from the proxy statement and proxy, if solicited for an annual meeting by participants other than the board; or
- matters incident to the conduct of the meeting.

If action is to be taken on the election of directors and if the shareholders have cumulative voting rights, a proxy may confer discretionary authority to cumulate votes.

Board Solicitations

Under 3 AAC 08.345(a), if a Board solicits proxies for an annual meeting, the solicitation must be preceded or accompanied by the annual report for the corporation's last fiscal year, unless

- the solicitation is made on behalf of the board before the annual report is available;
- solicitation is being made at the time in opposition to the board; and
- the board's proxy statement includes an undertaking to furnish the annual report to all shareholders being solicited at least 50 days before the date of the annual meeting.

Under 3 AAC 08.345(b), if a Board solicits proxies, the solicitation must be preceded or accompanied by a dated, written **proxy statement** including the following:

- if action is to be taken on the election of directors, a description of each nominee of the board who has consented to act if elected and of each director whose term of office will continue after the shareholders' meeting; each description must include
 - name, age, and state and city of residence ;
 - all positions and offices presently and previously held with the corporation and its subsidiaries;
 - the remaining term in office as director and all other periods of service as a director for the corporation and its subsidiaries;
 - the total number of board meetings, including regularly scheduled and special meetings, and the number of meetings of committees on which the nominee or director served, and the percentage attendance during the last fiscal year at meetings of the board, including regularly scheduled and special meetings, and meetings of committees on which the nominee or director served, including those meetings for which the absence was excused;
 - the nature of any family relationship with any director, nominee, or executive officer of the corporation and its subsidiaries;
 - business experience during the past five years, including
 - principal employment or occupation;
 - the nominee's or director's employer; and
 - other directorships held for other entities;
 - any of the following events that occurred during the past 10 years: voluntary or involuntary petition under any bankruptcy or insolvency laws, appointment of a receiver, pending criminal proceedings, except traffic violations or other minor offenses, conviction or plea of nolo contendere in a criminal proceeding, except traffic violations or other minor offenses, and the entry of any final judgment, order or decree, not subsequently reversed or vacated, that the nominee or director engaged in unethical or illegal business practices, violated fiduciary duties, or violated securities laws; and
 - financial transactions by the corporation since the beginning of the corporation's last fiscal year and presently proposed financial transactions by the corporation or its subsidiaries if
 - the transactions in the aggregate exceed \$20,000; and
 - the transaction is with the nominee, director, a member of the nominee's or director's family, or an entity, other than an affiliate of the corporation, where a nominee, director, or a member of the nominee's or director's family is

employed by, is an officer or director of, or owns, directly or indirectly, an interest in the entity;

- a statement of all current compensation or other remuneration distributed or accrued and of all future compensation or other remuneration contributed during the corporation's last fiscal year on behalf of
 - each of the five most highly compensated persons of the corporation, whether directors or officers, for the director's or officer's services in all capacities to the corporation and its subsidiaries, naming each such person; and
 - all officers and directors as a group, stating the number of persons in the group without naming them; future remuneration contributed includes amounts that were reported in the corporation's annual report for the last fiscal year for annuity, pension, or retirement plans and for deferred compensation or profit sharing plans; information need not be furnished regarding costs for ordinary and necessary business expenses or for personal benefits, group life, health, hospitalization, or medical reimbursement plans that do not discriminate in favor of officers or directors of the corporation and that are available generally to all salaried employees;
- a brief description, including the purpose and amount, of financial transactions by the corporation or its subsidiaries since the beginning of the corporation's last fiscal year and any presently proposed financial transactions by the corporation or a subsidiary if
 - the transactions in the aggregate exceed \$20,000; and
 - the transaction is with a director, nominee, executive officer, or family member of a director, nominee, or executive officer, or is with an entity, other than an affiliate of the corporation, where the director, nominee, or executive officer or a family member is employed by, is an officer or director of, or owns, directly or indirectly, an interest in the entity;
- a brief description of all legal proceedings to which any director, nominee, or executive officer has been a party with interests adverse to the corporation or its subsidiaries during the last 10 years;
- if action is to be taken on the election of directors or other matters for which the financial statements are material to the exercise of prudent judgment, a description of the corporation's relationship with its independent public accountants; this description must include
 - the name of the principal accountant for the last fiscal year;
 - a statement indicating whether representatives of the principal accountant are expected to be present at the meeting with the opportunity of making a statement, if they desire, and with the responsibility of responding to appropriate questions;

- each professional service provided by the principal accountant and paid for by the corporation during the last fiscal year, such as preparation of corporate tax returns, preparation of personal tax returns, review of proposed corporate acquisitions, review of personal investments, or development of corporate data processing systems;
- the percentage relationship which the aggregate of the fees for all nonaudit services bears to the aggregate of fees for both audit and nonaudit services performed by the principal accountant and paid for by the corporation;
- each disagreement with the principal accountant in connection with audits of the last two fiscal years and any subsequent interim period if (i) the principal accountant has been changed since the date of publication or distribution of the proxy statement for the last annual meeting; and (ii) there have been disagreements on matters of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which, if not resolved to the satisfaction of the former principal accountant, would have caused the former principal accountant to make references to the disagreements in the audit report; the corporation must, at least 20 days before the date of publication or distribution of the proxy statement, furnish by certified mail its description of any disagreements to the former principal accountant; if the former principal accountant believes the description to be incorrect or incomplete, and if the former principal accountant forwards to the corporation, not later than 10 days of the date of the former principal accountant's receipt of the corporation's description, a brief written statement of the former principal accountant's view, the statement must be included in the corporation's proxy statement;
- a brief description of any arrangement, stating amounts, by which a director is compensated for all services as a director of the corporation and its subsidiaries, including any additional amounts payable for committee participation or special assignments; information need not be furnished regarding costs for ordinary and necessary business expenses or for personal benefits, group life, health, hospitalization, or medical reimbursement plans that do not discriminate in favor of officers or directors of the corporation and that are available generally to all salaried employees;
- a brief description of the board's leadership structure, including whether the same person serves as president and board chair, or president and chief executive officer, the attendance policy for meetings, and a list of the board's committees, if any, performing audit, nominating and compensation functions, the membership of each committee, the number of meetings held by each committee during the last fiscal year, and a brief description of the functions actually performed by each committee;
- a brief description of the methods to be employed to solicit proxies, if other than by use of the mail, and a statement that solicitation is made on behalf of the board;
- a statement of the total amount estimated to be spent and the total already expended on the solicitation of proxies; expenditures include fees for attorneys, accountants, solicitors, and public relations or financial advisers and expenses for advertising, printing, transportation, litigation, or other expenses incidental to the solicitation; however, the following expenses may be excluded:

- the amounts which the corporation would normally spend on a solicitation for an election of directors in the absence of a contest; and
- the salaries and wages of regular employees and officers, if a statement to that effect is included in the proxy statement;
- a statement indicating who will bear the cost of solicitation and the total amount any participant, other than the board and the corporation, has contributed or has agreed to contribute, unless the participant is a contributor of less than \$500 in the aggregate;
- a statement describing any formal procedure or deadline limiting the shareholder's rights to revoke a proxy before its exercise;
- a statement of the number of shares outstanding and entitled to be voted at the meeting;
- a statement of the date on which the record of shareholders entitled to vote at the meeting will be determined; if the right to vote is not limited to shareholders of record on that date, the solicitation must indicate the conditions under which other shareholders may be entitled to vote;
- if action is to be taken on the election of directors and if the shareholders have cumulative voting rights
 - a statement that they have the rights; and
 - a brief description of those rights;
- for each matter that is to be submitted to a vote of the shareholders, other than the election of directors, a description of the proposal, a statement of the vote required for its approval, and the name of any director who has notified the corporation in writing that the director intends to oppose the proposed action; for example, if action is to be taken on
 - a proposed amendment to the articles of incorporation or bylaws, the description must include the reasons for and against the proposed amendment, the general effect of the amendment, and the names of any directors who oppose the amendment; or
 - a proposed property transaction, in addition to identifying any directors who oppose the transaction, the description must
 - outline the material features of the proposed transaction;
 - state the nature and amount of consideration and, to the extent practicable, outline the facts that bear on the question of the fairness of consideration; and
 - state the name and address of the other party or parties to the proposed transaction and the nature of any material relationship of the party or parties to the corporation, its subsidiaries, officers, or directors;

- a brief description of any substantial interest, direct or indirect, by shareholdings or otherwise, of each participant or executive officer in any matter to be acted upon at the meeting, unless the participant or executive officer owns shares in the corporation and would receive no extra or special benefit not shared on a pro rata basis by all other shareholders of the same class; and
- a brief description of the nominating procedures for board candidates.

Under 3 AAC 08.345(c), if a candidate included in a board solicitation or a candidate soliciting write-in votes does not engage in any additional proxy solicitations, the candidate may rely on inclusion in the board's proxy statement, but the candidate remains responsible for the accuracy and completeness of the information the candidate provided to the board. If, however, the candidate, whether recommended by the board or a candidate included on an open proxy, elects to engage in any additional solicitation, the candidate must comply with 3 AAC 08.355.

Non-Board Solicitations

Under 3 AAC 08.355, if a board candidate, or an individual on behalf of a board candidate, solicits proxies, the solicitation must be preceded or accompanied by a dated, written **proxy statement** including the following:

- the name of the corporation in respect to which proxies are being solicited;
- the name and address of each participant, including each proxyholder, who has joined or proposes to join in the solicitation;
- a statement indicating whether any of the participants in the solicitation has an arrangement or understanding with an entity for future employment by the corporation or future financial transactions to which the corporation will or may become a party, and a description listing the terms of and the parties to each arrangement or understanding;
- if action is to be taken on the election of directors, a description of each nominee of the participant who has consented to act if elected; each description must include, if applicable
 - name, age, and city of residence ;
 - all positions and offices presently and previously held with the corporation and its subsidiaries;
 - the remaining term in office as director and all other periods of service as a director for the corporation and its subsidiaries;
 - the total number of board meetings, including regularly scheduled and special meetings, and the number of meetings of committees on which the nominee served, and the percentage attendance during the last fiscal year at meetings of the board, including regularly scheduled and special meetings, and meetings of committees on

- which the nominee served, including those meetings for which the absence was excused ;
- the nature of any family relationship with any director, nominee, or executive officer of the corporation and its subsidiaries;
 - business experience during the past five years, including
 - (i) principal employment or occupation;
 - (ii) the nominee's or director's employer; and
 - (iii) other directorships held for other entities; and
 - any of the following events that occurred during the past 10 years :
 - voluntary or involuntary petition under any bankruptcy or insolvency laws, appointment of a receiver,
 - pending criminal proceedings except traffic violations or other minor offenses,
 - conviction or plea of nolo contendere in a criminal proceeding, except traffic violations or other minor offenses,
 - and the entry of any final judgment, order, or decree, not subsequently reversed or vacated, that he engaged in unethical or illegal business practices, violated fiduciary duties, or violated securities laws;
 - a brief description of financial transactions by the corporation, including purpose and amount, with that participant, a member of that participant's family, or any entity since the beginning of the corporation's last fiscal year and presently proposed financial transactions by the corporation with that person or entity if
 - the transactions in the aggregate exceed \$20,000; and
 - the participant in the solicitation or a member of the participant's family is a party to the transaction or is employed by, is an officer or director of, or owns, directly or indirectly, an interest in the entity who is a party to the transaction;
 - a brief description of all legal proceedings to which each participant in the solicitation is a party with interests adverse to the corporation or its subsidiaries during the last 10 years;
 - a brief description of the methods to be employed to solicit proxies, if other than by the use of the mail; and a statement of the total amount estimated to be spent and the total already expended on the solicitation of proxies;

- a statement indicating who will bear the expense of solicitation, and the amount each participant in the solicitation has contributed or has agreed to contribute, unless the participant is a contributor of less than \$500 in the aggregate;
- a statement indicating whether reimbursement for solicitation expenses will be sought from the corporation; and
- if the proxy statement relates to any matter requiring notice to shareholders by law or to a special shareholders' meeting for which any participant in the solicitation sought shareholder signatures on a document calling for the special meeting
 - a description of each matter which is to be submitted to a vote of the shareholders and a statement of the vote required for its approval; and
 - a description of any substantial interest, direct or indirect, by shareholdings or otherwise, of each participant in the solicitation, or family member of that participant, in any matter to be acted upon at the meeting, unless the participant or family member owns shares in the corporation and would receive no extra or special benefit not shared on a pro rata basis by all other shareholders of the same class.

Important Definitions

3 AAC 08.365 defines the following:

“affiliate” has the meaning given in AS 10.06.990;

"annual report" means a summary by the corporation of its business activities, results of operations, and financial condition for the last fiscal year, including consolidated financial statements confirming that the corporation's accounts were audited annually in accordance with generally accepted auditing standards by independent certified public accountants or independent licensed public accountants, certified or licensed by a regulatory authority of the state or the United States as required by 43 U.S.C. 1601-1629.

"board" means the board of directors of the issuer of shares for which a proxy is solicited;

"contest" means an issue in which the board expects one or more solicitations to be made which will be subject to 3 AAC 08.355;

“control” has the meaning given in AS 10.06.990;

"corporation" means the issuer of shares with respect to which a proxy is solicited;

"electronic forum" means a forum that is created on and accessible by means of the Internet, and that allows communication among users; it includes

- blogs or other websites that allow for the posting of reader comments; and

- websites for social networking, websites for microblogging, and other forms of electronic communication through which users create communities on the Internet to share information, ideas, personal messages, videos, and similar content.

"entity" means an individual, sole proprietorship, partnership, joint venture, trust, association, firm, corporation, or other organization, whether or not operated for profit,

"executive officer" means the president, secretary, treasurer, a vice president in charge of a principal business function, such as sales, administration, or finance, or any other person who performs similar policy-making functions for the corporation;

"family" means an individual's spouse, parents, children, or siblings by blood or adoption;

"financial transaction" means

- the buying, selling, or leasing of real or personal property or of an interest in real or personal property, including, but not limited to, an option, right of first refusal, or joint venture interest;
- the buying or selling of services;
- the loaning or borrowing of money or a preliminary commitment to that transaction; or
- any other transaction which is substantially similar in nature to those listed in this paragraph, excluding distributions mandated by 43 U.S.C. § 1606(j), effective December 18, 1971;

"last fiscal year" means the fiscal year of the corporation most recently completed before the date of the meeting for which proxies are to be solicited;

"minor offense" has the meaning given in Rule 2 of the Alaska Rules of Minor Offense Procedure;

"nominee" means a person who has consented to being named in a proxy statement and who has agreed to serve if elected;

"participant" means

- the board and the corporation;
- a nominee for whose election as director proxies are solicited;
- a committee or group which solicits proxies or a member of the committee or group;

- a person who finances, directly or indirectly, the solicitation of proxies, except a person who contributes not more than \$500 and who is not otherwise a participant;
- a person who solicits proxies;

“participant” does not include

- a person or organization retained or employed by a participant to solicit shareholders whose activities are limited to the performance of the person’s duties in the course of employment;
- a person who merely transmits proxy soliciting material or performs other ministerial or clerical duties;
- a person employed by a participant in the capacity of attorney, accountant, or as an advertising, public relations, or financial adviser, whose activities are limited to the performance of the person’s duties in course of employment; or
- a person regularly employed as an officer or employee of a participant who is not otherwise a participant.

"proxyholder" means a person to whom a proxy or power of substitution is given.

"proxy statement" means a letter, publication, press release, advertisement, radio/television script or tape, or other communication of any type which is made available to shareholders under circumstances reasonably calculated to result in the procurement, withholding, or revocation of a proxy.

“residence” means residence for purposes of voting; as determined under AS 15.05.020;

"shareholder" means one who is the holder of record of a share in the corporation.

“subsidiary” has the meaning given in as 10.06.990.

How do I File a Complaint?

If you believe one or more of the statutes or regulations referenced in this booklet has been violated, you may file a request for investigation with the Division. Your request must be in writing and submitted on the ANCSA Request for Investigation Form, or contain the same information as that form requests. 3 AAC 08.360 sets out the process and information needed for a Request for Investigation.

The ANCSA Request for Investigation Form is located on the Division’s website. If you do not have access to the internet, or are having difficulty downloading the form from the website, you may call or write to the Division and we will send you a copy of the correct form.

Once you have completed the Request for Investigation Form, you must sign it, date it, and mail or email it to the Division. The Division will review your request and determine whether further information is required from you or from the person or persons identified in your request.

What Happens After I File a Complaint?

Once the Division receives a complete request for investigation containing all of the information required under 3 AAC 08.360, the Division will notify the complainant within **10 business days** whether it will open or decline to open an investigation.

If the Division decides to open an investigation, it may provide the alleged violator and the corporation written notice of the investigation. The details of the investigation are confidential, but the Division may disclose information, including the identity of the requester, if necessary or appropriate in order to complete the investigation.

At the conclusion of the investigation, the Division will notify the requester, the corporation, and the alleged violator in writing of the Division's decision to take no action or to issue an order under AS 45.55.920.

Sanctions

AS 45.55.920 authorizes the Division to initiate enforcement actions for violations of the Alaska Securities Act and regulations. If the Division determines that a person is in violation of the Act or regulations, the Division may issue a cease and desist order, require the person to file future materials 10 working days before distribution, bring an action in superior court to enforce compliance with the law, impose a fine, void proxies, or take other appropriate action.

Conclusion

The statutes, regulations, and bylaws relating to ANCSA corporations and shareholders are intended to promote transparency in the solicitation process and the fairness of elections. They are also intended to help protect shareholders and corporations from unscrupulous individuals.

Please remember that this booklet is merely an overview. Shareholders are required to comply with all laws, regulations and bylaws applicable to their proxy solicitations or campaigns.

To view the full text of the Alaska Native Claims Settlement Act Proxy Solicitation Regulations, please visit the Division's website at <http://commerce.alaska.gov/bsc/>.

If you have any questions, please contact the Division of Banking and Securities at (907) 269-8140 or e-mail us at ancca@alaska.gov.



Koniag, Inc.

Candidate Nominee Information Form

(To Be Completed By a Nominee
Who Wishes to Be Listed In the Koniag Proxy Statement)

This questionnaire provides background information on candidates interested in serving on the Koniag, Inc. Board of Directors. Please answer each question fully and accurately and provide any additional information you think relevant. Information provided will be used by the Board of Directors as it considers candidates for inclusion on the Board endorsed slate. If you are nominated, some of this information will be used in the Koniag, Inc. Proxy Statement as is required by law.

Please select one of the following boxes to indicate whether you wish to be considered for the Board endorsed slate or not.

☐ I want to be considered for the Board endorsed slate. I understand that as part of the selection process and in order to keep Koniag, Inc. in compliance with State of Alaska proxy regulations I will completely and truthfully answer all questions below. **I further understand that if selected, and I agree to be one of the three candidates selected by the Koniag, Inc. Board of Directors for the Board endorsed slate, my selection will be conditioned upon my agreement to forego running an individual proxy campaign and to run as a member of the slate.** I understand that if I am not selected for the Board endorsed slate, I will have the option to be listed in the Koniag, Inc. Proxy Statement as a candidate for the Board of Directors and included on the Koniag, Inc. Proxy Form used for voting purposes so that shareholders choosing "Directed Voting" can cast their vote for me and I will be able to conduct my own independent proxy campaign. Finally, I understand that I am responsible for the accuracy of the information provided to Koniag for inclusion in its Proxy Statement.

☐ I do not want to be considered for the Board endorsed slate since I plan to run my own independent proxy campaign. I wish to be listed in the Koniag, Inc. Proxy Statement as a candidate for the Board of Directors. Accordingly, I will completely and truthfully answer questions 1 through 16, as required by State of Alaska Proxy Regulations, and 21 and 22 below. I also wish to be included on the Koniag, Inc. Proxy Form used for voting purposes so that shareholders choosing "Directed Voting" can cast their vote for me. I understand that I am responsible for the accuracy of the information provided to Koniag for inclusion in its Proxy Statement.

DEADLINE FOR RECEIPT OF APPLICATION IS:

Wednesday, March 15, 2017 at 5:00 pm ADT

VOTING SHAREHOLDER: Are you a voting shareholder of Koniag, Inc.? ____ **Yes** ____ **No**

Your full name as it appears on your Koniag, Inc. stock certificate

Date of Birth

Current Age

What Village Corporation are you enrolled to?

Your current mailing address

Your current residence address (if different from mailing address)

Home Phone:

Cell Phone:

Work Phone:

Alternate Contact:

Email:

Fax:

BRIEF BIOGRAPHY STATEMENT

BRIEF FAMILY HISTORY

1. **POSITIONS WITH KONIAG, INC. OR AFFILIATES:** Describe all positions and offices you currently hold or previously have held with Koniag, Inc., including subsidiaries, affiliates or committees and the dates you held those offices.

2. **PREVIOUS BOARD EXPERIENCE:** Describe your past service as a director or senior officer of any entity, whether business or non-profit. Include the name of the entity, the office you held, the responsibilities you exercised and the dates you held such positions.

3. **OCCUPATION and BUSINESS EXPERIENCE:** List your business experience during the **past five years**, including current occupation or employment and employer, all positions, occupations and employers you have had during the five-year period and the dates you held each position. List any occupations prior to that time you believe would be of interest. Explain each position and the nature of the work you performed, including part-time positions as well.

4. **EDUCATION:** State your educational background, including training or schools you attended, dates of attendance and any certificates or degrees you received.

5. **COMMUNITY ACTIVITIES:** List any elective or appointed positions which you presently hold, and any you have held in the last five years and the dates you held each. Also list any other activities you feel would be of interest.

NOTE: Please attach any letters of reference or include names of references relative to employment history, previous board experience and community activities.

6. LEGAL PROCEEDINGS:

a. Are you or any member of your family a party to any legal proceedings during the last ten years in which you and/ or your family member's interests are or were adverse to those of Koniag, Inc. or any of its subsidiaries? _____ Yes _____ No
If your answer is "Yes", give details on a separate sheet and attach it to this questionnaire.

b. Are you or any member of your family a director or senior officer of any company or entity which is a party to any legal proceeding during the last ten years in which its interests are or were adverse to the interests of Koniag, Inc. or any of its subsidiaries: _____ Yes _____ No
If your answer is "Yes", give details on a separate sheet and attach it to this questionnaire.

7. FINANCIAL TRANSACTIONS WITH THE COMPANY: Describe any financial transactions which exceed \$20,000 in total between Koniag, Inc. (or its affiliates and subsidiaries) and any entity that either employs you or any member of your family (spouse, parent, children, or brothers and sisters) or in which you or any family member own, directly or indirectly, an interest or serve as an officer or director. Please name the person or entity which has an interest in each such financial transactions, the nature, amount and date of each transaction, and the person who is an employee, director or has an interest in the entity. Financial transactions that occurred more than three years ago need not be included. **Do** include any financial transactions that occurred during the past three years, the current year, and any transactions presently proposed.

| |
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|--|

8. FAMILY RELATIONSHIPS: Describe the nature of any family relationship you have with any current director, nominee, executive officer of Koniag, Inc. or any of its subsidiaries.

| |
|--|
| |
|--|

9. **OTHER EVENTS:** The following information has been determined by the State to be material to an evaluation of a candidate's ability and integrity and is required to be disclosed in Koniag's proxy materials if the events occurred during the last **ten years**. Please explain any "Yes" answers on a separate sheet and include the date the event(s) occurred and all circumstances surrounding the events, including the final resolution.

1. Have you been convicted or entered a plea of no contest in any criminal proceeding? This includes any traffic violations involving alcohol or drugs. Other minor traffic violations that did not involve alcohol or drugs can be excluded.

____ Yes ____ No If "Yes", provide dates, the court and a summary of the charges:

2. If you have been convicted of a crime or entered a plea of no contest in a criminal proceeding, was the final decree or judgment reversed or vacated?

____ Yes ____ No ____ Does Not Apply

3. Have you filed a voluntary petition or had an involuntary petition filed against you under any bankruptcy or insolvency laws?

____ Yes ____ No

4. Has a receiver been appointed to take control of your assets or those of any business you own or control? ____ Yes ____ No

5. Has any final judgment, order or decree, (not subsequently reversed or vacated) been entered against you in any proceeding, which found that you engaged in unethical or illegal business practices, violated any fiduciary duties or violated any securities laws or regulations?

____ Yes ____ No

10. Describe any other events which you believe are material to an evaluation of your ability and integrity:

11. **ARRANGEMENT AS TO ELECTION:** Are there any arrangements or understandings between you and any other person or persons (except the directors and officers of Koniag, Inc. acting solely in that capacity) regarding your nomination or election as a director? If the answer is "yes" name such other person or persons and describe briefly the arrangement or understanding.

12. Please estimate the amount you plan to spend on your campaign: \$
13. Please list any person and his or her address who has contributed or has agreed to contribute \$500 or more for your campaign.
-
14. Please list all persons and their addresses who will be soliciting proxies on your behalf other than persons who are not retained or employed to do so.
-
15. Please list the methods (such as telephone calls, in person visits, or advertisements) you intend to use during your campaign:
-
16. Please indicate whether you or any person who has made a contribution of \$500 or more to you or who is soliciting proxies on your behalf have promised or have been promised any future employment or a future financial transaction to or from any person if you are elected to the Koniag, Inc. Board, and if you have, please state exactly what you have been promised:
-
17. What skills and qualifications do you have that would make you a competent Director?
-

18. What role, if any, can and should Koniag play in the following:

- A. Honoring our enhancement of cultural values of the Sugpiaq-Alutiiq people?
- B. Educating of its shareholders and descendants on the history of ANCSA and the creation of our corporation?

19. How are Koniag’s Management and Board of Directors performing with regard to the Duties and Standards of Conduct, Code of Ethics, Mission, Vision and Values? Are there any suggestions or ideas you may have?

20. Please provide an example of how you have demonstrated your personal commitment to Koniag’s Corporate Values.

21. **NOMINEE'S PERSONAL STATEMENT:** Please state briefly in your own words why you would like to serve or continue as a director of Koniag, Inc. This statement will be included in the Koniag, Inc. Proxy Statement **Please limit your statement to no more than 200 words.**

22. If elected to the Board, are you willing to serve? _____ Yes _____ No

I hereby declare that the foregoing information as provided by me is true and correct to the best of my knowledge and belief. I understand that as part of the nominating process, my references and other information may be verified, including through the use of a background check conducted by a third party. I agree to cooperate with Koniag to facilitate the completion of this verification and background check process. My signature below authorizes Koniag, Inc. to take such actions as necessary to do so.

Signature of Nominee

Date

Mail, Email, Fax or Bring in Person to:

Koniag, Inc.
3800 Centerpoint Drive, Ste. 502
Anchorage, AK 99503
Attn: Lavonda Beukers

OR

Koniag, Inc.
194 Alimaq Drive
Kodiak, AK 99615
Attn: Lavonda Beukers

OR

Fax to: 907-562-5258, Attn: Lavonda Beukers

OR

Email to: Lavonda@koniag.com

**NOTICE TO ALL CANDIDATES REGARDING
PROXY SOLICITATION PROCESS AND RESPONSIBILITIES**

The regulations of the Alaska Division of Banking and Securities have very specific language regarding the disclosure and compliance responsibilities of board candidates. In particular, Section 3 AAC 08.345(c) provides:

3 AAC 08.345(c): If a candidate included in a board solicitation or a candidate soliciting write-in votes does not engage in additional proxy solicitations, the candidate may rely on inclusion in the board's proxy statement, but the candidate remains responsible for the accuracy and completeness of the information the candidate provided to the board. If, however, the candidate, whether recommended by the board or a candidate included on an open proxy, elects to engage in any additional solicitations, the candidate must comply with 3 AAC 08.355.

Regulation 3 AAC 08.355 governs non-board solicitations. **It requires disclosure of information that may be different than what is included in the Corporation's proxy solicitation.** In order to be eligible for inclusion in Koniag's proxy solicitation, candidates must acknowledge and affirm their responsibilities and understanding as follows. Please initial next to each statement, and sign at the bottom of the page.

_____ I understand that I am responsible for the accuracy and completeness of the information I provided to Koniag.

_____ I understand that if I engage in any additional solicitations for proxies or votes beyond Koniag's proxy solicitation, (1) I must provide a copy of all such materials to Koniag immediately upon publication or dissemination; and (2) I am personally responsible for my compliance with any additional disclosure obligations outlined in 3 AAC 08.355 which is the regulation governing non-board solicitations.

Candidate Signature

Date

Check List

- ☐ 1. Did you sign and date your application?
- ☐ 2. Did you sign and date the Acknowledgement Regarding Proxy Solicitation?
- ☐ 3. Did you attach your resume?
- ☐ 4. Did you attach a current photo of yourself? (JPEG format if possible)