



# RULES FOR THE 47<sup>TH</sup> ANNUAL MEETING

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## **I. PURPOSE**

The purpose of these rules (“Rules”) is to provide for fair, orderly, and impartial conduct and voting at shareholders’ meetings. It is the intent of Sitnasuk Native Corporation (“Corporation”) to be as inclusive of all participants as possible throughout the process of preparation for the shareholder meetings. Any interpretation of these Rules shall reflect this purpose and intent.

The Corporation has established safeguards to ensure Board elections are fair. To help preserve the transparency and integrity of the voting process, the Corporation does not utilize a Board slate of candidates. Proxy tally information is not shared by the Inspector of Elections with any person prior to the Annual Meeting and then only to the Proxy Committee and executive management when the Committee meets during the Annual Meeting. Importantly, the outcome of the election and the identity of successful candidates are not known before the close of voting and vote tabulation by the Inspector of Elections.

The Corporation Shareholder Department staff is available during normal business hours to assist Shareholders with voting during the election cycle. At times, other trained Corporation staff may be asked to assist Shareholders when the Shareholder Department is not available.

## **II. OFFICIALS**

### **A. *Chair of the Board of Directors***

Pursuant to the Bylaws, the Chair of the Board of Directors (“Chair”) is to organize the shareholder meeting and preside at the shareholder meeting. The Chair may delegate organizational tasks to management. If the Chair is unable to preside at the shareholder meeting, the First Vice-Chair, or in the First Vice-Chair’s absence, the Second Vice-Chair shall preside.

### **B. *Parliamentarian***

The Chair may designate a parliamentarian to assist in the logistics and conduct of the meeting and to advise the Chair.

### **C. *Inspector of Elections***

The Board shall appoint a member of a Certified Public Accounting Firm to serve as Inspector of Elections and be responsible for: receiving and maintaining custody of proxies; revocations of proxies; powers of substitution and other documents submitted by shareholders; tabulating proxies, votes, and ballots and responding to inquiries concerning them; preparing ballots for shareholders, tabulating votes, and announcing voting results; determining the number of shares represented at the meeting, and the presence or lack of a quorum; taking such other acts as are reasonable, necessary, or appropriate to conduct the election or vote in accordance with these Rules and the Bylaws of the Corporation; adopting such procedures

consistent with the law, the Bylaws of the Corporation, and these Rules as will most fairly and expeditiously facilitate the performance of these responsibilities at the annual meeting; and after adjournment of the annual meeting: (a) maintaining, at the expense of the Corporation, all proxies, ballots, tabulations, and other records of balloting and voting, and (b) six (6) months after the final adjournment of the annual meeting, notifying the Corporation's Chair and President in writing of the intention to destroy such records and, unless directed otherwise by the Chair or President within two (2) weeks after such notice, promptly destroying such records. The Inspector of Elections may designate persons to aid or assist him or her. The Inspector of Elections shall be paid fees pursuant to a schedule of rates approved by the Board of Directors at the time the Inspector of Elections is appointed.

#### ***D. Election Judge***

The Board shall appoint a retired judge or, alternatively, an individual selected from a list or lists submitted by the American Arbitration Association, to serve as the Election Judge. The Election Judge shall have authority to decide controversies that may arise regarding the interpretation of these Rules or the law. The Election Judge shall have full authority to modify any provision of these Rules as he or she deems necessary to meet the purpose stated in Section I of these Rules.

1. *No Authority to Investigate.* The Election Judge has no authority to act as an investigator of facts. The Election Judge shall only consider facts presented to him or her. All persons submitting a proxy solicitation, or challenging a solicitation or a proxy, have the burden to provide credible factual evidence to the Election Judge to support the position they take. Rumors, suspicions, opinions, innuendo, and the like will not be considered credible factual evidence.
2. *Support Staff and Remuneration.* The Election Judge shall be empowered to designate his or her own counsel and to provide himself or herself with such support staff as he or she deems necessary to carry out his or her duties in an expeditious and efficient manner. All reasonable expenses advanced by the Election Judge shall be paid by the Corporation. The Election Judge shall be paid fees pursuant to a schedule of rates approved by the Board of Directors at the time the Election Judge is appointed.
3. *Ex Parte Communications.* On matters of controversy, communications with the Election Judge shall be in writing with a copy to all necessary parties or at a hearing with notice to all necessary parties. The following communications are expressly permitted:
  - a. the Board of Directors will authorize an employee or agent of the Corporation to make routine and administrative contact, either verbal or written, with the Election Judge on behalf of the Corporation, and to address with shareholders matters related to the election and rules that are not otherwise the responsibility of the Inspector of Elections or Election Judge.

b. The Inspector of Elections may contact the Election Judge for routine questions or coordination. To the extent the communication involves an interpretation of or advice concerning the Bylaws or these Rules, the Election Judge shall notify the Corporation.

Routine communications with the Election Judge shall also be in writing with a copy to the Corporation's General Counsel.

4. The decisions and opinions of the Election Judge are final as to the Corporation and subject to challenge only as may otherwise be provided by law.

5. Participants may agree in writing to submit a dispute arising under these Rules to the Election Judge pursuant to the Alaska Uniform Arbitration Act.

### **III. INDEMNIFICATION, IMPARTIALITY, AND OATH**

#### ***A. Indemnification***

The Corporation will indemnify, defend, and hold harmless the Inspector of Elections, Election Judge or other election officials retained by the Corporation from any claim or suit arising out of the good faith performance of the duties set forth in these Rules.

#### ***B. Impartiality***

Neither the Inspector of Elections nor the Election Judge shall be a shareholder of the Corporation, an employee of the Corporation, nor have substantial business dealings with the Corporation, other than service as an election official.

#### ***C. Oath***

Prior to commencement of duties, the Inspector of Elections and Election Judge shall sign the following oath: "I [name], hereby swear or affirm that I will faithfully execute the duties of [Inspector of Elections/Election Judge] as set forth in Sitnasuk Native Corporation's Rules for Shareholder Meetings, the Bylaws of the Corporation and applicable law at the [date] Shareholders' Meeting with strict impartiality and according to my best ability."

### **IV. PROCESS FOR BOARD TO SELECT CANDIDATES TO APPEAR ON BOARD PROXY**

#### ***A. Application for Inclusion on Board Solicited Proxy***

The Corporation shall make available an application for inclusion on the board solicited proxy ("Application"). The purpose of the Application is for the Corporation to ensure that the Corporation and the candidates comply with the law and these Rules. The Application shall state that by submitting the Application the shareholder intends to serve as a director if elected. The Application shall also require shareholders to agree to follow the law and these Rules and make

timely responses to additional requests for information from the Corporation. Applicants are required to provide the Corporation with any additional information that the Corporation deems necessary to make disclosures required by law.

***B. Shareholder Submission of Application***

Any voting shareholder over the age of eighteen may apply to be included on the board solicited proxy by completing and submitting the Application. By submitting the Application, a shareholder expresses their intent to serve as a director if elected.

***C. Board Consideration of Application***

The Board will review the submitted Applications of qualified individuals to be listed on the board solicited proxy.

**V. RULES AND PROCESSES FOR PROXY SOLICITATION**

***A. Compliance with these Rules and the Law***

In addition to compliance with these Rules, all persons soliciting proxies for an annual meeting of shareholders must comply with applicable laws governing the solicitation of proxies, including regulations promulgated by the Alaska Division of Banking & Securities. It is the responsibility of each person soliciting proxies to obtain a copy of the current regulations and to conduct their solicitation in accordance with the regulations, these Rules, and other laws governing the solicitation of proxies.

***B. Use of Board Solicited Proxy***

Each shareholder entitled to vote will be mailed a Board solicited proxy with their name, number of shares, and number of votes. A shareholder may request a replacement Board solicited proxy card from the Shareholder Department. The Shareholder Department will provide shareholders replacement cards with their name, number of shares, and number of votes filled out. No person, including but not limited to Board members, candidates, Shareholders or Corporation staff, may use a blank Board solicited proxy card to solicit votes for any candidate or Shareholder proposal. A blank Board solicited proxy card is a Board solicited proxy card that has not been prepared by the Shareholder Department containing name, share and voting information ready for signature and dating by a Shareholder or the Shareholder's legal representative.

***C. Independent Proxy Solicitations***

Individuals who wish to solicit their own proxy must use the form as shown in Attachment 1 to these Rules and such proxy solicitations must be preceded by disclosures in the form shown in Attachment 2 to these Rules.

***D. False or Misleading Statements***

A solicitation may not be made by means of a proxy statement, proxy, notice of meeting, or other communication which contains any statement which, at the time and under the circumstances in which it is made, is false or misleading with respect to any material fact, omits to state any material fact necessary in order to make the statements made in the solicitation not false or misleading, or omits to state any material fact necessary to correct any statement in an earlier communication regarding the solicitation of a proxy for the same meeting or subject matter which has become false or misleading. Solicitations shall be made in plain and understandable language and shall give a fair presentation to any issues discussed. The following non-exclusive list includes some examples of what, depending upon particular facts and circumstances, might be found to be misleading:

1. material which directly or indirectly impugns character, integrity, or personal reputation, or directly or indirectly makes charges concerning improper, illegal, or immoral conduct or associations, without factual foundation;
2. failure to so identify a proxy statement, proxy or other soliciting material as to distinguish it clearly from soliciting material of any other person soliciting for the same meeting or subject matter; or
3. claims made before a meeting regarding the success or failure of a solicitation.

***E. Other Prohibited Solicitations***

A person may not solicit: (1) an undated or postdated proxy; (2) a proxy which provides that it is dated after the date on which it is signed by the shareholder; (3) a proxy which fails to disclose the shareholders' meeting, or any adjournment of shareholders' meeting, for which it is solicited; (4) a proxy which confers authority to vote at more than one shareholders' meeting; or (5) a proxy which authorizes a vote at any shareholders' meeting other than the one described in proxy materials accompanying said proxy.

***F. Pre-Approval of Solicitation Materials***

1. *Presumptions.* A written proxy solicitation (such as mailers, print ads and social media) shall be presumed true where the proxy materials have been submitted to the Election Judge in accordance with these Rules. A written proxy solicitation (such as mailers, print ads and social media) shall be presumed to be false or misleading where the proxy materials have not been submitted to the Election Judge in accordance with these Rules. Both these presumptions are rebuttable. Statements which, considered in the context in which they appear, are limited to "Vote for (Candidate Name)" or "I support (Candidate Name)" and express no other fact or opinion shall not be presumed misleading.

Comments or replies to a social media solicitation shall not be presumed misleading if they are in response to a prior social media solicitation that has previously been pre-approved by the Election Judge.

2. *Submission to Judge.* All persons wishing to submit written proxy materials to the shareholders must complete the Corporation's Proxy Solicitation Approval form which shall be signed, dated, and include a verification that all information contained therein is accurate. The submission shall be filed with the Corporation.

3. *Posting Period.* The Corporation shall immediately upon receipt post the submission in the Nome and Anchorage offices so they are available for inspection by any shareholder. Upon receipt, the submission shall be date and time stamped by the Corporation and Directors will be notified of and copied with each submission. The Corporation will ensure that submissions are secure and safeguarded.

4. *Comment or Objections.* Any shareholder wishing to comment on submitted proxy materials as to their compliance with these Rules may submit the comments to the Corporation within three business days of the materials posting by using the Corporation's Proxy Solicitation Comment form.

5. *Forwarding to the Election Judge.* After the three-day comment period has expired, the Corporation shall forward any timely comments or objections on to the Election Judge with the solicitation materials.

6. *Review by Election Judge.* The Election Judge shall review all proxy materials submitted to him or her for compliance with these Rules. Scripts of oral proxy solicitations by radio, telephone, or proposed communications by social media (including Facebook, Twitter, and the like) may be submitted to and approved by the Election Judge in the manner described herein. The Election Judge may request of any person soliciting proxies a written submission of factual information supporting any representation made in any proxy solicitation materials. The Election Judge may, but is not required to, respond to any comments (but will inform of a decision to make no comment) on proxy materials, and the communications from the Election Judge will be posted in the corporate office.

a. The Election Judge shall, within eight (8) days of receipt of such material, inform the party soliciting proxies in writing either: (i) that the Election Judge does not object to the materials being sent to shareholders in the form submitted; (ii) that the materials require specific additions, deletions, or modifications to comply with these Rules, and that if such additions, deletions or modifications are made, resubmitted and verified by the Election Judge as in compliance, the Election Judge will have no objection to them being sent to shareholders; all communications between a participant and the Election

Judge, pursuant to this provision, shall be faxed or emailed to the corporate office for posting; or (iii) the materials as submitted do not comply with these Rules and cannot be made to comply with them simply through additions, deletions or modifications.

b. Candidates and participants may personally distribute duplicates of their proxy solicitation materials to shareholders after approval by the Election Judge and receipt of either the letter from the Election Judge advising the candidate that their proxy solicitation material had been approved or receipt of a copy of the letter forwarding the approved material on to the Inspector of Elections for distribution by mailing to the shareholders.

7. *Inquiries and Challenges to Proxies.* All proxies desired to be voted at any shareholders' meeting must be received by the Inspector of Elections not later than 5:00 p.m. Alaska time at least three (3) days before such meeting. No proxy received thereafter may be voted at the meeting.

a. Any shareholder wishing to challenge a proxy on the grounds that it was not solicited in compliance with these Rules, is in improper form, or does not contain the true signature of a shareholder may do so by filing a written challenge with the Election Judge at least forty-eight (48) hours prior to the meeting. The Corporation will promptly forward a copy of the written challenge to the Election Judge and the person submitting the proxy being challenged. The Election Judge may order a date and time for a response to the challenge.

b. The Election Judge shall then schedule and proceed expeditiously to hear the matter, but the hearing shall take place in accordance with such rules and upon such evidence as the Election Judge, in his or her sole discretion, shall deem appropriate and just. The Election Judge shall then rule as to whether the proxy was validly obtained in accordance with these Rules or is otherwise valid or invalid, and his or her decision shall be final.

### ***G. Proxy Tallies***

As soon as practicable after the deadline for submission of proxies has passed, the Inspector of Elections is responsible for preparing a preliminary proxy tally of directed proxy votes and undirected proxy votes. The Inspector of Elections shall adjust the preliminary proxy tally as a result of any shareholder who revokes their proxy, or any proxy votes ruled void by the Election Judge. After the close of registration, the Inspector of Elections shall prepare ballots for all proxy holders with the total directed and undirected votes allocated to each proxy holder. At least one-half hour before the close of balloting, the Inspector of Elections shall provide each proxy holder with a final ballot and appropriate assistance to ensure that the ballot is cast in accordance with the lawful direction of the shareholders. Other than provided for in this section, the Inspector of Elections shall not release preliminary or final proxy tallies to

anyone without a resolution of the Board of Directors directing the release.

All proxies received by the Corporation shall be secured and safeguarded in a manner that ensures the integrity of the voting process.

#### ***H. Consolidated Mailing***

The Corporation may copy and mail proxy solicitation materials approved by the Election Judge as requested by candidates or shareholders. The cost of copying and mailing will be paid by the candidate or shareholders requesting materials to be sent.

1. One consolidated mailing shall be made no later than twenty-five (25) days prior to the election of all materials timely submitted to the Election Judge and approved for distribution.
2. The mailing should be organized such that each proxy is easily located adjacent to its associated disclosure. The Corporation will include a cover letter advising shareholders of the following:
  - a. a general description of the contents of the mailing;
  - b. the total number of pages in the mailing;
  - c. what to do if not all pages are received;
  - d. how to return a completed proxy to the Inspector of Elections; and
3. All envelopes for a consolidated mailing to shareholders will be stamped with the following: "On behalf of Sitnasuak Native Corporation" and "Important Election Materials Enclosed." These stamps are bold red or orange in color with a minimum 28 font size.

## **VI. RULES AND PROCESSES FOR CONDUCTING REGISTRATION AND VOTING AT THE SHAREHOLDERS' MEETING**

### ***A. Registration***

The Inspector of Elections is responsible for overseeing the registration of shareholders to vote at the meeting in accordance with the share register certified by the Corporation's Secretary, which registration may be checked by any shareholder. During the course of registration, the Inspector must:

1. verify shareholder identity with a photo ID, or other acceptable identification, during registration;
2. delete from the preliminary proxy tally, in order to create the final proxy tally, the proxy of any shareholder who registers at the meeting and elects to void their proxy and vote by ballot; and

3. advise any shareholder who registers to vote by ballot at the meeting, after having previously given a proxy to another, that their proxy will be voided by such registration, and that by their registration and attendance, they have the opportunity to vote their own shares during the meeting.

Shareholders shall be permitted to register at the meeting until sixty (60) minutes after the time the meeting was noticed to begin unless otherwise determined by the Election Judge, with the proxy holder ballots to be distributed thereafter.

### ***B. Quorum***

The Inspector of Elections is responsible for ascertaining whether there is quorum for the meeting. The Inspector must determine the number of shares of stock outstanding and the voting power of each; determine the shares of stock represented at the meeting (including shares for which there are valid proxies); and determine the existence of a quorum and to make this information known to the President, the Parliamentarian, and the shareholders assembled at the meeting. At any time prior to the meeting, the Inspector of Elections may release the quorum status to the Board of Directors, the President and General Counsel.

1. *Adjournment for lack of quorum.* If, at the close of registration for the annual meeting, the Inspector of Elections certifies that a quorum does not exist, the meeting may be adjourned and a later time set for the close of registration so that a quorum may be obtained for the transaction of business.
2. *Withdrawal of quorum.* Shareholders present at an annual meeting at which a quorum is established may continue to do business until adjournment notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

### ***C. Voting***

The Inspector of Elections is responsible for overseeing voting at the annual meeting. The Inspector of Elections must:

1. establish and implement such other controls at the meeting as may be necessary to ensure the integrity of the ballots cast at the meeting;
2. prepare and distribute ballots;
3. carefully explain the voting procedures at the meeting, including the effect of cumulative voting and how to properly fill out the ballot; and
4. impartially aid any shareholder who requests help in properly filling out a ballot.

Fifteen (15) minutes prior to the close of voting, an announcement shall be made that

voting will close in fifteen minutes. The Election Judge may extend voting upon the authority of the Board of Directors.

***D. Tabulation***

When voting is complete, the Inspector of Elections must tabulate votes in accordance with shareholder registration and the ballots voted. The Inspector must maintain the security of the place where tabulation of votes shall take place, allowing ingress therein only to the Inspector of Elections, the Election Judge, and their agents (such place shall be observable by shareholders). In tabulating votes, the Inspector of Elections shall reduce any “over-vote” by making a pro rata reduction of the votes received by any candidate receiving votes in the “over-vote” sufficient to eliminate the “over-vote.” In addition, if a Shareholder expresses no preference among candidates on their proxy (sometimes referred to as undirected, unallocated or discretionary votes), and the proxy has been filed with the Inspector of Elections, the Proxy Committee shall divide those votes equally among all of the candidates listed on the proxy, provided that the candidate(s) has not withdrawn from the election.

***E. Results***

The Inspector of Elections is responsible for announcing the results of total votes cast.

***F. Proxy and Door Prize Drawings***

The Inspector of Elections must prepare for in advance and conduct drawings for proxy prizes and registration incentives, to be provided by the Corporation, at the meeting. Only those shareholders that cast a valid proxy by the appropriate deadlines shall be eligible for proxy prizes.

Only those shareholders eligible to vote and present at the annual meeting shall be eligible for a door prize.

***G. Written Report***

The Inspector of Elections must provide to the Election Judge and the Corporation a written report within thirty (30) calendar days of the date of election, including an executed sworn statement certifying that all activities enumerated in this section were faithfully performed in accordance with these Rules. The Corporation shall make such report available for any shareholder to review.

***H. Retention of Records***

The Inspector of Elections must maintain in a secure manner all proxy documents, the ballots, Election Judge reports, and all working documents for a period of one hundred (100) days from the date of the annual meeting, at which time they shall be destroyed. The Election Judge may direct the Inspector of elections to preserve records for a longer period of time.

## **VII. CONDUCT OF ANNUAL MEETING**

### ***A. Rules of Order***

The Chair shall call the meeting to order and preside throughout, unless those duties have been delegated to the President. The presiding officer shall conduct the meeting in a manner that gives the shareholders a fair and full opportunity to present, discuss, and consider matters in an efficient and consistent manner. The meeting shall be conducted according to the agenda approved by the Board and presented with the notice of the meeting. The presiding officer may deviate from the agenda at his/her discretion to accommodate efficiency or other mishap. The presiding officer may look to Robert's Rules of Order as a guideline to the extent deemed helpful in ruling on parliamentary issues that arise at the meeting. On questions of Parliamentary procedure, the decision of the Chair is final. The Chair may make reasonable rules to fulfill public health directives while ensuring that the meeting proceeds, if possible, and shareholders interest in participation is respected.

### ***B. Shareholder Debate and Comments***

Candidates nominated for director shall be allowed five minutes to address the shareholders prior to the polls closing. During debate on an issue, shareholders who wish to speak must be recognized by the Chair and shall limit their comments to five minutes. During a question or comment period: shareholders should limit the comments and questions to five minutes. At the discretion of the presiding officer, the rules may be relaxed to allow a speaker more time or allow individuals to speak more than once.

### ***C. Nominations***

All persons listed as candidates on the board solicited proxy are deemed nominated to serve as director. Nominations for director that are not included on the board solicited proxy shall be received from the floor of the meeting. Nominations must have a second and the nominee must be present to accept the nomination.

### ***D. Non-Shareholder Participation***

1. The annual meeting will be closed to all non-shareholders except:
  - a. The spouse of a shareholder, if the shareholder is present in person or by proxy;
  - b. Officers and staff of the Corporation and its auditors;
  - c. Corporate counsel;
  - d. The Election Judge(s), and persons in his employ;
  - e. Other persons at the invitation of the officers of the Corporation

or the Board of Directors; and

f. Descendants of shareholders, that include children of an enrolled shareholder.

2. Non-shareholder participation. No non-shareholder shall participate in the meeting or address the body unless requested to do so by the presiding officer. The presiding officer will have the absolute right and discretion to allow any non-shareholder to speak, or to stop the speech of any non-shareholder. The presiding officer may order and provide for the removal of any non-shareholder acting in violation of this paragraph or contrary to the presiding officer's instructions.

## **VIII. PROCESS FOR CHALLENGES TO THE ELECTION**

### ***A. Request for Recount***

A participant may submit a written request for a recount to the Election Judge by no later than 5:00 p.m. Anchorage time within four (4) days of the election. One recount shall be required, if requested, under conditions determined appropriate by the Election Judge, if the requesting participant was a candidate for the Board of Directors, was not successful, and the total votes received by the requesting participant were within 1% of the total votes received by the next closest successful candidate. One recount may be required by the Election Judge if the request, as determined by the Election Judge, establishes a reasonable basis that a recount would alter the results of the election.

### ***B. Interference with Shareholder Voting***

1. A person interferes with voting if the person:

a. uses, threatens to use, or causes to be used force, coercion, violence, or restraint, or inflicts, threatens to inflict, or causes to be inflicted damage, harm, or loss upon or against another person to induce or compel that person to vote or refrain from voting in an election;

b. knowingly pays, offers to pay, or causes to be paid money or other valuable things to a person to vote or refrain from voting for specific candidates;

c. solicits, accepts, or agrees to accept money or other valuable things with the intent to vote or refrain from voting in an election;

d. causes to be used alcohol, drugs, or other intoxicants upon or against another person to induce or compel that person to refrain from voting in an election, or to render that person incapable of voting in an election; or

e. supplies a false sworn affidavit in support of a complaint of interference.

2. Complaints of Interference

a. shall be submitted in writing to the Election Judge by no later than 5:00 p.m. Anchorage time on a date within four (4) days of discovering the alleged interference; and

b. shall be supported with sworn affidavits of the person suffering the interference and any witnesses thereto.

3. The Election Judge shall promptly schedule and proceed expeditiously to hear the matter in a proceeding which may be attended by any shareholder or shareholder's representative(s), but which shall take place in accordance with such rules and upon such evidence as the Election Judge, in his or her sole discretion, shall deem appropriate and just, and which is in accordance with due process. The Election Judge shall then rule as to whether there has been interference with voting, or other wrongdoing, and his or her decision shall be final.

4. Penalties for interference with voting may include, but are not limited to, allowing the person affected by the interference to recast their vote and having the new revised vote tallied and appropriate Board seats filled accordingly; if a violator is elected, forfeiting the Board seat to the candidate with the next highest votes at the preceding election; referral to the District Attorney for the State of Alaska for criminal prosecution; or such other remedy as the Election Judge shall deem just and appropriate given the nature and circumstances of the violation.

# Attachment 1 – Form of Proxy Card

## SITNASUAK NATIVE CORPORATION – PROXY CARD

**PROXY SOLICITED  
FOR THE \_\_\_ ANNUAL MEETING OF  
SHAREHOLDERS OF SITNASUAK NATIVE  
CORPORATION  
TO BE HELD ON \_\_\_\_\_, 20\_\_**

The undersigned, having received the Notice of the \_\_\_th Annual Meeting of Shareholders and Proxy Statement, hereby appoints, \_\_\_\_\_ and in his or her absence, \_\_\_\_\_, with full power of substitution, as proxyholder of the undersigned to represent and vote the shares of the undersigned at the Annual Meeting of Shareholders of Sitnasuak Native Corporation, to be held at \_\_\_\_\_, Alaska, on the \_\_\_ day of \_\_\_\_\_, 20\_\_, at \_\_\_ a.m. / p.m., and at any adjournments thereof, as fully as if the undersigned were personally present. Said proxyholder is herein specifically authorized to vote the shares of stock of the Corporation that the undersigned is entitled to vote, subject to the following:

**Mark Only One Box<sup>1</sup>**

- VOTE FOR NOMINEE(S) ONLY, IN ANY PROPORTION PROXYHOLDER DECIDES.

Your votes will be cumulated and cast at the discretion of the proxyholder for any one or more of the following Nominees. You may withhold authority to vote for a particular Nominee by striking a line through the Nominee's name.

Nominee(s)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

*Inspector's label here*

- VOTE FOR NOMINEE(S) AS DESIGNATED BELOW.

You may allocate your votes among Nominees by writing the number of votes cast for each Nominee in the space provided. Your total number of votes is equal to the number of shares you hold, multiplied by \_\_\_\_\_ (the number of director positions available).

Nominee(s)

Number of Votes

\_\_\_\_\_  
\_\_\_\_\_

- DO NOT VOTE MY SHARES FOR THE ELECTION OF DIRECTORS
- DO NOT VOTE MY SHARES FOR ANY PURPOSE. SHARES; COUNT FOR QUORUM ONLY

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<sup>1</sup> Note: A compliant proxy may include one, more than one, or all of the boxes included in this Attachment 1. A compliant proxy may also grant authority to the proxyholder to vote on other matters, provided that the proxyholder complies with all laws, regulations and Sitnasuak Native Corporation rules with regarding the solicitation of proxies as to such other matters.

**YOU MUST DATE YOUR PROXY AND SIGN WITH YOUR LEGAL SIGNATURE.  
This proxy revokes all previous proxies given by the undersigned.**

DATE: \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
(Legal Signature Required)

**IMPORTANT:** Sign your name with your legal signature. If you are signing as an executor, administrator, custodian or guardian, please give your full title (for example: John Smith, guardian for Mary Smith). If you own shares in your own name and are also an executor, administrator, custodian or guardian for someone else, you must execute separate proxies for each capacity.

# Attachment 2 – Form of Proxy Statement

**PROXY STATEMENT BY *Insert Name of Nominee(s) Here***  
**FOR ELECTION TO THE BOARD OF DIRECTORS**  
**AND SHAREHOLDER RESOLUTION [if applicable for the year]**  
**AT THE ANNUAL MEETING OF SHAREHOLDERS OF**  
**SITNASUAK NATIVE CORPORATION**  
**TO BE HELD ON \_\_\_\_\_, 20\_\_**

**INSTRUCTIONS:** All independent proxy solicitations must be preceded or accompanied by a dated, written proxy statement in the form provided below. Complete ALL sections and CHECK ALL BOXES THAT APPLY. Attach additional pages if necessary. You may attach a signed personalized introductory statement as a **cover page**. In order to have this proxy statement, once approved, printed on colored paper you must notify the Election Judge of the choice of color at the time of submission; otherwise it will be printed on white paper.

**IMPORTANT NOTE:** All proxy statements must comply with the Proxy Regulations of the State of Alaska Applicable to Alaska Native Claims Act Corporations, including 3

**I. Introductory Statement.** I / [We],

\_\_\_\_\_, and \_\_\_\_\_,  
 (“Proxyholder”) am / [are] soliciting your proxy for the election of the following Nominees to the Board of Directors of Sitnasuak Native Corporation (the “Corporation”) and for other matters as may properly come before the Annual Meeting of Shareholders to be held at \_\_\_\_\_,  
 in \_\_\_\_\_, Alaska, day \_\_\_\_\_ of \_\_\_\_\_, 20\_\_\_\_  
 beginning at \_\_\_\_\_ a.m. / p.m.

<i>Name(s) of Nominee(s)</i>	<i>Age</i>	<i>City of Residence</i>	<i>State of Residence</i>

**II. Solicitations and Cost.**

I / [We] intend to solicit proxies by the following means:

\_\_\_\_\_. It is estimated that a total of \$ \_\_\_\_\_ will be spent to solicit shareholder proxies; of this amount \$ \_\_\_\_\_ has already been spent. No reimbursement for these solicitation expenses will be sought from the Corporation. The following participants have each contributed or agreed to contribute more than \$500 in the aggregate toward the expense of this solicitation:

<i>Name of Participant(s), Including Proxyholder and Nominee(s)</i>	<i>Amount</i>

**III. Participants.** The following individuals have joined or propose to join in this solicitation as participants (provide name and address for each):

<i>Name of Participant(s), Including Proxyholder(s) and Nominee(s)</i>	<i>Addresses</i>

The participant(s) and proxyholder(s) listed above  DO /  DO NOT have 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. If applicable, provide a description listing the terms of and the parties to each arrangement or understanding:

\_\_\_\_\_  
\_\_\_\_\_

**Director Nominee Disclosures.** If more than one Nominee or Participant appears on this Proxy Statement, **EACH** Nominee and Participant must complete this Section separately and sign at Section V. If a Nominee is listed as a Nominee on the Board solicited proxy, they may rely on the Director Nominee Disclosures in the Corporation’s proxy statement. For Nominees and Participants who do not appear on the Board solicited proxy, they must complete the following disclosures.

**a. Service as Director, Officer or Employee of Sitnasuak Native Corporation** [check all that apply]

I am currently a Director of the Corporation. My term expires at the upcoming Annual Meeting of Shareholders or until such time as my successor is elected and qualified. During my current term as Director, I attended:

\_\_\_\_\_ of the \_\_\_\_\_ regular and special meetings held by the Board of Directors; and  
\_\_\_\_\_ of the \_\_\_\_\_ committee meetings on which I serve.

The following is a description of all other positions and offices that I presently hold with the Corporation and its subsidiaries:

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My total income from service to Sitnasuak Native Corporation, its subsidiaries and affiliates from January 1, [last year] to December 31, [last year] was \_\_\_\_\_, which includes income from board meetings, committee meetings and special assignments. My total income from service to Sitnasuak Native Corporation, its subsidiaries and/or affiliates from July 1, [last year] to November 1, [this year] was \_\_\_\_\_, which includes income from board meetings, committee meetings and special assignments. This income is reported and taxable.

- I am not currently a Director of the Corporation. The following is a description of all positions and offices presently and previously held with the Corporation and its subsidiaries, including periods of service:

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**b. Family Relationship with Sitnasuak Native Corporation**

Members of my family (defined as an individual's spouse, parents, children, or siblings by blood or adoption) hold the position of Director, Nominee or executive officer with the Corporation or its subsidiaries, as follows:

<i>Name/Relationship</i>	<i>Position</i>	<i>Sitnasuak Native Corporation or Subsidiary Name</i>

**c. Occupation and Business Experience (Past Five Years)**

<i>Principal employment or occupation and employer</i>

**d. Service as Officer or Director of Other Corporations or Other Entities.**

During the past five years I have served as an officer or director of the following corporations or entities other than Sitnasuak Native Corporation:

<i>Title</i>	<i>Term</i>	<i>Corporation Name</i>

**e. Other Conduct.**

In the past ten years, I  HAVE NOT /  HAVE been personally involved in a voluntary or involuntary petition under any bankruptcy or insolvency laws, appointment of a receiver, conviction or plea of nolo contendere in a criminal proceeding (except traffic violations or other minor offenses), or entry of any final judgment, order or decree, not subsequently reversed or vacated, that I engaged in unethical or illegal business practices, violated fiduciary duties, or violated securities laws. I  HAVE NO /  HAVE pending criminal proceedings (not including traffic violations or other minor offenses).

If any of these HAVE occurred, please provide a description:

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**f. Interested Party Transactions.**

Is any member of your family, or a family member of any participant, an employee, officer, director, owner, or shareholder, with a direct or indirect interest in any entity that has engaged in any financial transaction(s) or presently proposes financial transactions with the Corporation with an aggregate value in excess of \$20,000, since the beginning of the Corporation’s last fiscal year?  NO /  YES. If “Yes”, please provide, for each transaction, the details below:

*Name of Person:* \_\_\_\_\_  
*Entity:* \_\_\_\_\_  
*Details of the Transaction:* \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**g. Legal Proceedings.**

Provide a brief description of all legal proceedings to which any participant or any entity identified in the preceding section is a party with interests adverse to the Corporation or its subsidiaries during the last 10 years.

<i>Name of Participant or Entity</i>	<i>Nature of Legal Proceedings</i>

**h. Personal Information. name, age, and state and city of residence;**

My date of birth is \_\_\_\_\_, and the state and city of my residence are:

\_\_\_\_\_.

**[IF THERE WILL BE A VOTE ON PROPOSAL(S): THE FOLLOWING MUST BE INCLUDED]**

**IV. PROPOSALS AND RESOLUTIONS**

- a.** The following is 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:

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b. The following is 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.

**V. VERIFICATION OF EACH PROXYHOLDER AND NOMINEE.**

By signing below, I declare that the information provided in this proxy statement is accurate and complete to the best of my knowledge.

DATE: \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
(Legal Signature of Proxyholder or Nominee)

\_\_\_\_\_  
(Printed Name)

\_\_\_\_\_  
(Age)

\_\_\_\_\_  
\_\_\_\_\_  
(Address)