



CANDIDATE PACKET FOR SITNASUAK NATIVE CORPORATION BOARD OF DIRECTORS

52nd Annual Meeting of Shareholders

Nome Office: Attn: Shareholder Relations Dept.
214 Front Street, 2nd Floor or
PO BOX 905
Nome, AK 99762
Phone: 907-387-1200, Fax: 907-443-6437

Anchorage Office: Attn: Shareholder Relations Dept.
2700 Gambell Street, Suite 300,
Anchorage, AK 99503
Phone: 907-929-7000, Fax: 907-375-2910
Toll-Free: 1-877-443-2632

Email: candidate@snc.org

BOARD OF DIRECTORS SERVICE

Expectations & Requirements for a seat on the Board of Directors

Sitnasuak Native Corporation (SNC) holds annual open elections where any SNC Shareholder with voting shares who is 18 years or older can submit an application to be considered for inclusion during the Candidate Acceptance Period on the corporate proxy materials.

SNC Directors are expected to attend regular quarterly board meetings, committee meetings that you've been assigned to, special board and committee meetings, strategic planning meetings, informational Shareholder meetings, board work sessions, and the Annual Meeting of Shareholders. These meetings require periodic travel within and outside the State of Alaska and seldom on weekends.

Directors will be expected to understand and adhere to the following hierarchy of laws, policies, rules, and parliamentary procedures while fulfilling their duties of the governance of Sitnasuak Native Corporation and as Directors:

- The Alaska Native Claims Settlement Act (ANCSA)
https://www.commerce.alaska.gov/web/Portals/3/pub/ANCSA_booklet.pdf
- Alaska Corporate Code
https://www.commerce.alaska.gov/web/Portals/5/pub/BUS_NAICS_Codes.pdf
- SNC Articles of Incorporation and SNC Bylaws
- Robert's Rules of Order
- SNC Board of Directors Code of Conduct
- SNC Governance policies

The Board of Directors manages the corporation through oversight of the company's operations, financial performance, and business and financial reporting.

Directors are required to discharge the duty of loyalty and duty of care, pursuant to the laws of the State of Alaska and SNC Bylaws and Code of Conduct.

Directors will be encouraged to continue to develop their knowledge, capability, and understanding of board governance processes.



INSTRUCTION OVERVIEW

Shareholders desiring to become candidates for the SNC Board of Directors must complete the corresponding packet, and a recent photo is requested. It is the Shareholder's responsibility to read this packet, as procedures and deadlines are updated annually. The deadline to submit a candidate packet/questionnaire is 4:00 PM AKDT on March 7, 2025.

CANDIDATE CHECKLIST:

- ☐ Candidate packet
- ☐ Disclosures
- ☐ Agreements and responsibilities
- ☐ Submit Letter of intent
- ☐ Optional: email a candidate photo to the SNC Communications Department at communications@snc.org. If you like, a photo can be taken for you by SNC staff.

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IMPORTANT DATES

Candidate Acceptance Period Opens	February 7, 2025
Candidate Acceptance Period Closes / Candidate Materials Deadline	March 7, 2025
Record Date	April 8, 2025
Target Mail-Out Date of Annual Meeting Election Materials	May 1, 2025
Early Bird Deadline	May 23, 2025
Proxy Deadline	June 4, 2025
52nd Annual Meeting of Shareholders	June 7, 2025

From Sitnasuak Native Corporation Chair and CEO -

Congratulations on your interest in becoming a member of the Sitnasuak Native Corporation (SNC) Board of Directors.

Each year, Sitnasuak Native Corporation ("SNC") distributes proxy materials and solicits proxies in anticipation of its Annual Meeting of Shareholders. The solicitation of proxies is governed by SNC's Rules for Shareholder Meetings; the Bylaws; and by state regulations, which require disclosure of certain information about Directors, nominees, and officers, and their relationship(s) with SNC and its subsidiaries and business partners. A copy of the state proxy regulations, 3 AAC 08.305-365, are available through <https://www.commerce.alaska.gov/web/dbs/ancsa.aspx>. Copies of the SNC Bylaws and SNC Rules for Shareholder Meetings are available from SNC upon request.

The information requested below is necessary for SNC to comply with the state regulations and to allow SNC to decide whether to include a candidate as part of a Board solicited proxy. SNC reserves the right, in its discretion, to request additional information and/or conduct a background check on all candidates. Submission of information set out herein does not guarantee that a candidate will be included as part of the Board solicited proxy. The Board of Directors may conduct a background check of a candidate prior to deciding whether to include a candidate as part of a Board solicited proxy.

Information disclosed in this questionnaire will not necessarily be disclosed in the proxy materials distributed to Shareholders. Nevertheless, complete and accurate answers to the questions below are necessary so that the required disclosures can be made. Failure of a candidate to provide accurate information as requested, making a disclosure or other material statement that is false or misleading, or the failure to abide by the agreements contained in Paragraph 24 of this application could result in the invalidation of proxies voted or cast in your favor. All eligible candidates that furnish the required documentation and agree to abide by the terms and conditions in this application will be considered for inclusion in the Board solicited proxy.

If you have any questions about this questionnaire, you may contact SNC at (907) 929-7000 or (907) 387-1200. If you have any questions about the state proxy regulations, you may contact your attorney or the Division of Banking and Securities in Anchorage at (907) 269-8140, toll-free at (888) 925-2521, or by email at ancsa@alaska.gov. A completed questionnaire should be signed, dated, and notarized, and is due in the SNC office in Nome or Anchorage along with a letter of intent by 4:00 P.M. AKDT, March 7, 2025, by mail or fax to the addresses/numbers listed below, or electronic delivery to candidates@snc.org.

We wish you the best of luck with your candidacy and campaign.

Sincerely,



Gloria Ann Karmun,
Chair of the Board



Charles E. Fagerstrom,
CEO

APPLICATION FOR INCLUSION ON BOARD PROXY INSTRUCTIONS

Candidates must submit their applications via email or by dropping them off at either the SNC headquarters office in Nome or the Anchorage office.

1. Disclosure Questionnaire – This form must be completed fully and accurately by each person who wishes to be a candidate on SNC's proxy or run on their own proxy. Do not leave any questions unanswered. Candidates who do not know the answer to one or more questions are still responsible for answering the question and must reasonably try to obtain the necessary information. A failure to complete the disclosures and agreements will disqualify candidates from running on the SNC Proxy.
2. Candidate's Personal Statement – Each candidate must provide a personal campaign statement to be included in the Corporate Proxy Materials. The maximum number of words is 250. Any statement that exceeds this amount will only be published to the 250th word. Candidates are responsible for ensuring their statements do not contain any false or misleading claims or information. Candidate statements cannot be updated after they have been submitted.
3. Candidate's Photograph – SNC requests each candidate includes a clear, recent photograph of themselves (taken within the last five years). Candidates can email their picture in JPEG or PNG format to communications@snc.org. SNC staff can also take a photo for you if you like.
4. Request for Shareholder List and Agreement – The Shareholder list is confidential and private data that is to be protected by Sitnasuak Native Corporation (SNC). Authorization to release the list outside the Corporation is limited for specific uses, including communication with Shareholders during Annual Meeting election.

As an example, upon approval, the list may be released to board candidates and shall only include the following data: Shareholder name, address, and number of shares.

5. Candidate Letter of Intent

Please note all deadlines are stated on page 3 of the candidate packet. Candidates with questions should contact candidate@snc.org.

What to expect after submitting candidate materials

Candidates determined ineligible to be included on the corporate election materials may run as candidates on a separate non-corporate proxy. They will be responsible for their proxy solicitation efforts, including all costs. However, all candidates must comply with applicable Alaska laws and regulations and submit a candidate packet to the Inspector of Elections and the State of Alaska Division of Banking and Securities to have their proxy votes counted. Candidates are responsible for submitting all required disclosures to Banking and Securities and can review the regulations at commerce.alaska.gov/web/dbs/ancsa.aspx.

All candidates and those soliciting proxies on behalf of a candidate via phone, online communications, or in-person are expected to conduct themselves in an honest, truthful, and respectful manner in compliance with the candidate code of conduct regarding SNC, its Shareholders, their own candidacy, and the candidacy of others.

If any candidate, Shareholder, or other interested party believes false or misleading information is being used while soliciting proxies, they should report this action to the Division of Banking and Securities for investigation.

If a candidate is found by Banking and Securities to have violated any of the election rules or the Alaska proxy regulations, the candidate's votes may not be counted by the Inspector of Elections except to establish a quorum and the violation may be disclosed to Shareholders.

Candidates will be listed in alphabetical order on the Corporate Proxy Materials, with incumbents listed first.

SNC will not pay for any candidate's individual campaign expenses. All candidates are independent and must fund their campaign costs, including printing, advertising, social media, legal expenses, and other solicitation costs.

Candidates who attend the annual meeting in person will be provided two minutes to give a candidate speech. Candidates are expected to adhere to the same standards of conduct and truthfulness in their speech that are expected throughout the campaign period. **Please be advised that candidates are not authorized to have an individual give their candidate speech in their place.**

OTHER IMPORTANT RESOURCES:

SNC Election Rules (these will be sent to qualified candidates)

SNC list of Alaskan subsidiaries

<https://www.snc.org/wp-content/uploads/2025/02/SUBSIDIARIES.png>

ANCSA Booklet on Alaska's Banking & Securities

https://www.commerce.alaska.gov/web/Portals/3/pub/ANCSA_booklet.pdf

scan here for SNC
Alaskan subsidiaries



scan here for the
ANCSA Booklet





DISCLOSURE QUESTIONNAIRE

Please include additional pages to answer each question if necessary.

1. Legal name: _____

Your name as you want it to appear in the proxy statement and solicitation materials:

2. Age: _____

3. Date of Birth: _____

4. Last 4 digits SSN: _____

5. City and State of Residence: _____

6. Contact Information [For SNC's Use Only]

Mailing Address: _____

Home Phone: _____ Work: _____ Cell: _____

Email Address: _____



Incomplete questionnaires will be omitted from the Board solicited proxy materials. All questions must be answered, Indicate “none” if it does not apply. Do not leave any questions unanswered.

7. List all positions and offices you previously held with SNC, including any of its subsidiaries, or committees, and the periods for which you served (note - a list of our subsidiaries is available on our website):

8. List all positions and offices that you currently hold in SNC, including any of its subsidiaries or committees:

9. Please list the dates of all your previous terms served on the SNC Board of Directors:

Term #	Start Date	End Date

10. Please list all Directors, candidates, officers, or employees of SNC and its subsidiaries to whom you are related by blood or adoption as a spouse, parent, child, brother, or sister, and include the name of the person, the company and their position with the company and their relationship to you:

Name	SNC or SNC Subsidiary and position	Relationship to you

11. Please list your business experience during the last five years, beginning with the most recent. This must include: your principal employment or occupation, your current employer(s), and any other directorships you have held in any entities other than SNC and its subsidiaries:

Note: You must use the full legal name of the employer/entity. **NO ABBREVIATIONS ARE PERMITTED.** You must complete this section in full. You may attach additional sheets as necessary, but SNC does NOT accept resumes in lieu of this section. Failure to complete this section in full may result in the rejection of your application.

Description of Business Experience or Title During the Last 5 Years	Name of employer or entity	Dates of service

Note: This section only includes your experience for the past five years. If you would like to ensure that the Shareholders are aware of experiences older than five years, then please include those details in your candidate statement.

12. Please list all other entities in which you or a family member currently are or have been since January 1, 2025, an employee, officer, Director, or owner:

Full Legal Name of Organization	Description: Type of Membership/Affiliation

Note: Some of your affiliations listed above may not constitute a disclosure required by law and thus may not be included in the proxy statement. If you want to ensure that the Shareholders are aware of all your membership and affiliations, then please provide these details in your candidate statement.

13. Have you been subject to any of the following events in the last 10 years:

- a. Voluntary or involuntary petition under any bankruptcy or insolvency laws: Yes () No ()
- b. Appointment of a receiver: Yes () No ()
- c. Pending criminal proceedings, except traffic violations or other minor offenses: Yes () No ()
- d. Conviction or plea or no contest (nolo contendere) in a criminal proceeding, except traffic violations or other minor offenses: Yes () No ()
- e. The entry of any final judgment, order, or decree, not subsequently reversed or vacated, that you engaged in unethical or illegal business practices, violated fiduciary duties, or violated securities laws: Yes () No ()

If you have answered Yes to any of the above, please describe:

14. Briefly describe the methods you will employ to solicit proxies, such as use of the mail, inclusion on SNC proxy material, social media, advertisements, or otherwise:

15. Please disclose the following information about proxy solicitation expenditures:

- a. How much money have you already spent soliciting proxies for the election: \$_____
- b. How much do you estimate you will spend, separate from any solicitation services that may be provided by SNC: \$_____

16. Who has and will bear those expenses (list any "participant" in your solicitation (other than SNC) who has contributed, or has agreed to contribute, \$500 or more in the aggregate):

17. Please provide the name and address of each “participant(s),” as defined in 3AAC 08.365 (11), and each proxyholder who has joined or may join in soliciting proxies for you, including every:

a. Committee or group, and their members, which have solicited or may solicit proxies for you (other than SNC):

b. Person, group, or entity that finances, directly or indirectly, your solicitation of proxies (other than SNC), and other than one that contributes less than \$500 and that is not otherwise a “participant”, as defined in 3AAC 08.365 (11):

c. Person who solicits proxies on your behalf:

d. Other “participants” as defined in 3AAC 08.365 (11), with which you are affiliated or that have or will join in your solicitation:

18. Do you, or any of the participants listed in Question #16 above, have an arrangement or understanding with anyone for future employment by SNC (or its subsidiaries or affiliates) or future financial transactions to which SNC (or its subsidiaries or affiliates) will be or may be a party?

Yes () No ()

If Yes, provide a description of the terms of and parties to each arrangement or understanding:

19. a. Since **January 1, 2024** were there financial transactions which in the aggregate exceeded \$20,000 between SNC or its subsidiaries and you, a member of your family, or an entity - other than an affiliate of SNC – where you or a member of your family is employed by, is an officer or Director of, or owns, directly or indirectly, an interest in the entity? (Family means your spouse, parents, children, or siblings, by blood or adoption). Yes () No ()

If Yes, please describe the transactions:

b. Are there any presently **proposed transactions** which in the aggregate exceed \$20,000 between SNC or its subsidiaries and you, a member of your family, or an entity – other than an affiliate of SNC – where you or a member of your family is employed by, is an officer or Director of, or owns, directly or indirectly, an interest in the entity? (Family means your spouse, parents, children, or siblings, by blood or adoption). Yes () No ()

If Yes, please describe the transactions:

20. Please give a brief description of any legal proceeding during the last ten years of which you were a party with an interest adverse to SNC or its subsidiaries. (If none, indicate "None.")

21. Please list from **January 1, 2024** to the present, all entities where your family members are employed, or serve as an officer or Director. (Family means your spouse, parents, children, siblings, by blood or adoption).

Name	Relationship	2024 Current Employers(s)/ Board(s)
	Self	
	Spouse	
	Parents	
	Children	
	Siblings	

22. Are there any other disclosures you wish to be considered?

23. Please e-mail a picture of yourself (300 dpi or higher for the best print resolution, JPEG and TIFF images are preferred) to communications@snc.org. This is not a requirement, but it is encouraged. member of SNC staff can also take your photo, if you like.

Initial here if you have submitted a photo _____.

24. By signing and submitting this questionnaire, I affirm that I intend to run for the Board of Directors and wish to be included in the corporation proxy statement that will be mailed to the corporation's Shareholders. In addition, by signing and submitting this questionnaire, I am requesting to have my name placed on the SNC proxy card and statement, and I agree to serve if elected. In addition, I agree to the following:

- a. I will not seek additional reimbursement from SNC for my solicitation expenses.
- b. I am a voting SNC Shareholder 18 years of age or older.
- c. In consideration of SNC including my name and biographical information on its proxy card and proxy statement and mailing the same to the shareholders of SNC, I promise the following:

- (1) I am responsible to be familiar with and shall comply with all state statutes and regulations governing proxy solicitation, particularly 3AAC 8.305, et seq., including timely filing my disclosures with the State of Alaska, Division of Banking and Securities.
- (2) I am responsible for being familiar with and shall abide by SNC Bylaws; the SNC Rules for Shareholder Meetings; state statutes; and regulations in soliciting proxies for the Annual Meeting.
- (3) I shall not be a "participant", as that term is defined by 3AAC 08.365 (11), in the solicitation of proxies for this Shareholder meeting other than the board solicited proxy and if I campaign for votes, or distribute any campaign material or proxy solicitation material, I will comply with all the applicable regulations, the SNC Bylaws, and the SNC's Rules for Shareholder Meetings.
- (4) I agree to submit to arbitration by the Inspector of Elections all controversies with SNC or any Shareholder concerning the solicitation of proxies, voting, or the conduct of the Shareholder meeting. And I agree that if the Inspector of Elections determines that I have failed in any material respect to comply with state law; the SNC Bylaws; the SNC Rules for Shareholder Meetings; or a decision of the Inspector of Elections as to the validity of votes directed to me, I hereby authorize SNC to invalidate any proxy votes or balloted votes directed to me, except for quorum purposes.
- (5) I shall provide any additional information requested by SNC with respect to matters addressed in this questionnaire, or as to which disclosure is required by law.
- (6) I agree that any contact with an SNC Shareholder to solicit proxies by any of the means listed above shall take place only if the Shareholder has previously received or simultaneously with such contact receives SNC's proxy statement and annual report.
- (7) I further agree and understand that SNC may exclude any information from my disclosures that is not necessary to comply with the law. I agree that SNC may make any changes to the information supplied herein and to my candidate statement that are required by law and may exclude any statements it deems to violate Alaska law.

I hereby declare that the foregoing information provided by me, as well as any information provided in my candidate statement, is true and correct to the best of my knowledge and belief, that I have made every effort to ensure that accuracy of every fact stated herein, and the information does not contain a false or misleading statement or omission of a material statement.

(Print Name)

(Signature of Candidate)

(Date)

SUBSCRIBED AND SWORN to before me this _____ day of _____ 2025.

Notary Public in and for the State of _____

My Commission Expires: _____

