



Annual Meeting of Shareholders

June 2, 2012

Write-In

Candidate Information Packet

TABLE OF CONTENTS

Election Process Highlights

Annual Meeting and Election Calendar

Instructions for Write-In Candidates

Write-In Candidate Agreement

Write-In Candidate Personal Statement

Write-In Candidate Disclosure Questionnaire

Separately Attached:

CIRI Election Procedures & Rules of Conduct for Shareholder Meetings

Alaska Administrative Code – Proxy Solicitations

ELECTION PROCESS HIGHLIGHTS

Here are some highlights of the election process:

- Under CIRC's Election Procedures, shareholders who are not chosen as CIRC Board-recommended nominees, but who desire to be considered as write-in candidates, may have certain of their materials included in CIRC's election materials in conjunction with the 2012 CIRC Annual Meeting of Shareholders.
- The names, photographs and personal statements of any eligible write-in candidates who so desire may appear in a special section of CIRC's election materials set aside for write-in candidates (provided a completed *Write-In Candidate Information Packet* is returned to CIRC on or before 5:00 p.m. Alaska Standard Time February 24, 2012).
- There will be no charge to any write-in candidate for the inclusion of his or her information in CIRC's election materials; CIRC will pay the cost of printing and mailing the materials sent on behalf of eligible write-in candidates.

2012 ANNUAL MEETING & ELECTION CALENDAR*

December 2011

- Announcement regarding Nominating Committee call for Applications for the CIRI Board-Recommended Slate distributed via newsletter and information and forms posted to CIRI web site and available from CIRI Shareholder Relations.

January 2012

- January 23, 2012 – Deadline for submitting Applications for the Board-recommended Slate.
- Information regarding Board Write-in Candidates distributed via newsletter.
- No later than January 31, 2012 – *Write-In Candidate Information Packet* posted to CIRI web site and available from CIRI Shareholder Relations.

February 2012

- February 3, 2012 – Nominating Committee selects finalists to be interviewed.
- February 14, 2012 – Nominating Committee interviews finalists.
- February 17, 2012 – CIRI Board selects five persons for Board-recommended slate, after which applicants for the Board-recommended slate are notified of the Board's selection.
- February 24, 2012 (5:00 p.m. Alaska Standard Time) – Deadline for Write-In Candidates to submit information to be included in CIRI's election materials.

April 2012

- April 3, 2012 – Date of Record for 2012 Annual Meeting.
- April 13, 2012 – Planned mailing date for Notice of Annual Meeting, Annual Report, Proxy Statement, Proxy Card, and Voter's Guide.
- April 21, 2012 – Shareholder Information Meeting, Dena'ina Civic & Convention Center, 600 W. 7th Ave., Anchorage, AK.
- April 23, 2012 – First Early Bird Prize drawing deadline.
- April 28, 2012 – Shareholder Information Meeting, Chief Leschi School, 5625 52nd Street E., Puyallup, WA
- April 30, 2012 – Second Early Bird prize drawing deadline.

May 2012

- May 5 2012– Shareholder Information Meeting, Kenai Middle School, 201 Tinker Lane, Kenai, AK.
- May 7, 2012 – Third Early Bird prize drawing deadline.
- May 14, 2012 – Final Early Bird prize drawing deadline.
- May 25, 2012 – **Proxy Deadline: 2:00 p.m. Alaska Daylight Time.**

June 2012

- June 2, 2012 – CIRI Annual Meeting of Shareholders, Soldotna Sports Center, 538 Arena Avenue, Soldotna, AK; Registration: 8 a.m. – 11 a.m.

*Dates and locations are tentative, and are subject to change at the company's discretion.

INSTRUCTIONS FOR WRITE-IN CANDIDATES

Under CIRI's election procedures, shareholders who want to be considered as write-in candidates may submit certain information to be included the Company's initial proxy mailing to shareholders¹. CIRI has prepared the following forms to help shareholders that wish to be considered as write-in candidates comply with Alaska law governing proxy solicitations.

The forms must be filled out completely and accurately before CIRI can include your candidate information in the CIRI election materials. **CIRI must receive the completed forms by 5:00 p.m. Alaska Standard Time February 24, 2012, if you want your candidate information to be included in CIRI's election materials for the 2012 Annual Meeting.** If you miss the deadline, you may still run your own campaign for the CIRI Board of Directors, but your materials will not be included in CIRI mailings.

WRITE-IN CANDIDATE AGREEMENT

The *Write-In Candidate Agreement* states your agreement and understanding that you will: 1) abide by all State statutes and regulations governing proxy solicitation; and 2) comply with the CIRI Election Procedures.

WRITE-IN CANDIDATE'S PERSONAL STATEMENT

If you want to participate as a write-in candidate, you can have your biographical information and personal campaign statement printed and distributed by CIRI. Your personal statement of 500 words or less will be printed and sent to all voting shareholders of record before the annual meeting. Your photograph will also be included in the printed materials if you wish.

WRITE-IN CANDIDATE DISCLOSURE QUESTIONNAIRE

Alaska law (Chapter 08, Article 3 of the Alaska Administrative Code, 3AAC 08.305, et seq.) requires all shareholders soliciting a proxy for Board of Directors positions in ANCSA corporations to make certain disclosures about themselves, to communicate that information to shareholders, and to file the disclosures with the State of Alaska, Division of Banking, Securities and Corporations. By submitting statements to

shareholders seeking their votes as a write-in candidate, you will be soliciting proxies from CIRI shareholders. It is important that you understand the state proxy solicitation regulations. Failure to make the required disclosures, or making a disclosure or other material statement that is false or misleading, could result in the invalidation of proxies voted for you. A copy of these regulations is made available with this packet.

Send the completed, original questionnaire to:

CIRI Shareholder Relations
PO Box 93330
Anchorage, AK 99509-3330

Send a copy to:

State of Alaska
Dept of Commerce, Community &
Economic Development
Division of Banking, Securities &
Corporations
550 W. 7th Avenue, Suite 1940
Anchorage, AK 99501

SPECIAL INSTRUCTIONS FOR WRITE-IN CANDIDATES WHO APPLIED BUT WERE NOT SELECTED FOR THE CIRI BOARD-RECOMMENDED SLATE

If you applied for the Board-recommended slate, and filled out a *Candidate Disclosure Questionnaire*, but were not selected, you will need to fill out a *Write-In Candidate Disclosure Questionnaire* in order to have your candidate information included in CIRI's election materials. However, where the information requested is identical to information earlier provided in the *Candidate Disclosure Questionnaire*, you may attach a copy of the *Candidate Disclosure Questionnaire* and refer the Company to your earlier response. Your *Write-In Candidate Disclosure Questionnaire* must be returned to CIRI by February 24, 2012, and you must send a copy to the State of Alaska at the above address.

You must also submit a signed *Write-In Candidate Agreement* to CIRI by February 24, 2012. Although you are free to submit another personal statement, you need not do so. Your previously submitted personal statement will be used, unless an updated version is received by February 24, 2012.

¹ "Initial Proxy Mailing," as used here, generally refers to the mailing in which the Company mails its own proxy statement to shareholders. However, the Company reserves the right to include write-in materials in other election materials and mailings at the Company's sole discretion.

WRITE-IN CANDIDATE AGREEMENT

I, _____, am a shareholder of CIRI, 18 years of age or older, and am a write-in candidate for the Board of Directors of CIRI. I wish to have certain of my materials included in CIRI's election materials in conjunction with the 2012 CIRI Annual Meeting of Shareholders.

I acknowledge that I have been provided with copies of the State of Alaska regulations governing proxy solicitations and CIRI's Election Procedures and Rules of Conduct for Shareholders' Meetings. I understand that these rules and regulations govern my campaign for the Board of Directors. I understand and acknowledge that, although CIRI has, as a courtesy, included certain of my materials in its election materials, CIRI is not soliciting proxies on my behalf and I am not a nominee of the Board. I agree that I am solely responsible for the accuracy and completeness of all statements concerning my write-in candidacy, and for compliance with all applicable laws, rules and regulations relating to my solicitation.

In consideration for CIRI printing and mailing my biographical information, disclosures, photograph and candidate's statement in CIRI's election materials, I hereby agree that I will comply in all respects with the rules and regulations described above.

Candidate's Signature: _____

Printed Name: _____

Address: _____

City: _____ State: _____ Zip Code: _____

Accepted:

Cook Inlet Region, Inc.

By: _____

2012 WRITE-IN CANDIDATE DISCLOSURE QUESTIONNAIRE

As a write-in candidate for the Board of Directors, you have requested that CIRI include your name, biographical information and personal statement in its election materials to shareholders. In order to permit CIRI to include your materials in its mailing, you must make certain disclosures, as required by Alaska law (Chapter 08, Article 3 of the Alaska Administrative Code, 3 AAC 08.305, et seq.). Please carefully read the instructions for each question, answer every question fully and refrain from using acronyms. Your answers will be included with your write-in materials; however, please note that you are solely responsible for compliance with Alaska state law regarding the solicitation of proxies. CIRI shall not, by submitting this questionnaire or printing your materials, accept any responsibility for the accuracy or completeness of your disclosures or their compliance with applicable law. Your questionnaire must be received on or before 5:00 p.m. Alaska Standard Time February 24, 2012.

Send the completed, original questionnaire to:

CIRI
Attn: Shareholder Relations Department
PO Box 93330
Anchorage, AK 99509-3330

Send a copy of the questionnaire to:

State of Alaska
Department of Commerce, Community & Economic Development
Division of Banking, Securities & Corporations
550 W. 7th Avenue, Suite 1940
Anchorage, AK 99501

Failure to make the required disclosures, or making a disclosure or other material statement that is false or misleading, could result in the invalidation of any write-in votes shareholders might submit for you. For that reason, please be certain to fill out the form completely and accurately. If you have questions about the State proxy regulations, contact a Securities Examiner at the State Division of Banking, Securities and Corporations.

1. Name and Address of Write-In Candidate:

- a. _____
Your full name as it appears on your CIRI stock certificate
- b. _____
Date of Birth
- _____
Current age
- c. _____

Current mailing address
- d. _____

Current residence address (if different from mailing address)
- e. _____
Home telephone number Work telephone number Cell phone number
- _____
- Email address

2012 WRITE-IN CANDIDATE DISCLOSURE QUESTIONNAIRE

f. If you are, or have ever been, a director or executive officer of CIRI, state your position(s) and any period(s) during which you have served as such (including any remaining term of office).

Position Title	Dates Held
_____ / _____	From: _____ To: _____ mm/yy mm/yy
_____ / _____	From: _____ To: _____ mm/yy mm/yy
_____ / _____	From: _____ To: _____ mm/yy mm/yy

2. Please give a brief account of your business experience during the past five years (together with applicable dates). Include your principal occupations and employment during that period and the name of any corporation or other organization in which such occupations and employment were carried out. For positions still held, write “current” in lieu of an end date.

FULL LEGAL Business Name / Position Title	Dates Held
_____ / _____	From: _____ To: _____ mm/yy mm/yy
_____ / _____	From: _____ To: _____ mm/yy mm/yy
_____ / _____	From: _____ To: _____ mm/yy mm/yy
_____ / _____	From: _____ To: _____ mm/yy mm/yy

3. Please list all positions and offices with CIRI or any CIRI subsidiary or affiliate, which you currently hold or held during 2011. For positions still held, write “current” in lieu of an end date.

CIRI Subsidiary or Affiliate Name / Position Title	Dates Held
_____ / _____	From: _____ To: _____ mm/yy mm/yy
_____ / _____	From: _____ To: _____ mm/yy mm/yy
_____ / _____	From: _____ To: _____ mm/yy mm/yy
_____ / _____	From: _____ To: _____ mm/yy mm/yy

2012 WRITE-IN CANDIDATE DISCLOSURE QUESTIONNAIRE

4. Please list all positions and offices (including volunteer service) with any other firm, corporation, business, professional entity or non-profit organization, which you currently hold or held during 2011. For positions still held, write "current" in lieu of an end date.

FULL LEGAL Business or Organization Name / Position Title	Dates Held
_____ / _____	From: _____ To: _____ mm/yy mm/yy
_____ / _____	From: _____ To: _____ mm/yy mm/yy
_____ / _____	From: _____ To: _____ mm/yy mm/yy
_____ / _____	From: _____ To: _____ mm/yy mm/yy

5. Describe your postsecondary educational background and any relevant training programs you have completed. List the school name and address, years attended and any degrees (including the type of degree and field of study), or training program name, duration, completion date, name of the organization that offered the program and any certifications.

6. Please state the number and type of shares of stock of CIRI and other ANCSA village or regional corporations of which you were the beneficial owner as of the date of this Questionnaire.

7. a. Are you related by blood, marriage or adoption to any employee, director, executive officer, or nominee to become a director of CIRI, or any subsidiary or other affiliate of CIRI? (Relationships more remote than first cousin need not be mentioned.) _____ (Yes or No)

If your answer is "Yes," state the identity of the employee, director, officer, or nominee and the nature of the relationship. Relationships more remote than first cousin need not be mentioned.

- b. Are you related by blood, marriage or adoption to any director, executive officer of any other ANCSA regional or CIRI-affiliated village corporation? (Relationships more remote than first cousin need not be mentioned.) _____ (Yes or No)

If your answer is "Yes," state the nature of the relationship, the identity of the employee, director, officer or nominee, the name of the ANCSA and/or CIRI-affiliated village corporation and the position held with the corporation. Relationships more remote than first cousin need not be mentioned.

2012 WRITE-IN CANDIDATE DISCLOSURE QUESTIONNAIRE

8. Have you, or has any member of your family, now or at any time during the calendar year 2011 been an officer, director, or employee of CIRI, its subsidiaries or affiliated non-profits, or of any firm, corporation or other business or professional entity that has had, currently has or proposes to have financial or business transactions with CIRI involving more than \$20,000 in the aggregate? _____ (Yes or No)

If your answer is “Yes,” please give the name of each firm, corporation, or other entity involved, state the circumstances of the transaction and the amount involved on a separate sheet, and attach it to this Questionnaire.

9. Do you, or any member of your family, now own (or did you or your family members own during the calendar year 2011) an interest, shares, or an option to acquire an interest or shares, in any firm, corporation or other business or professional entity which proposes to engage or is currently engaged (or engaged during calendar year 2011) in any business or financial transactions with CIRI involving more than \$20,000 in the aggregate? _____ (Yes or No)

If your answer is “Yes,” please give the name of each firm, corporation, or other entity involved, state the circumstances of the transaction and the amount involved on a separate sheet, and attach it to this Questionnaire. If the interest or shares are no longer owned, please note the year of the divestiture.

10. Have any of the following events occurred during the five years preceding the date of this Questionnaire?
- Was a petition under the Bankruptcy Act or any state insolvency law filed by or against, or a receiver, fiscal agent or similar officer appointed by a court for the business or property of (i) yourself; (ii) any partnership in which you were a general partner at or within two years before such event; or (iii) any corporation or business association of which you were an executive officer at or within two years before such an event? _____ (Yes or No)
 - Were you convicted (or did you plead nolo contendere) in any criminal proceeding, or are you the named subject of a criminal proceeding that is currently pending? Omit traffic violations. _____ (Yes or No)
 - Were you the subject of any order, judgment or decree of a court or administrative agency, not subsequently reversed, suspended, or vacated, which was based on or included a finding that you:
Engaged in unethical or illegal business practices? _____ (Yes or No)
Engaged in any illegal activity in connection with the purchase or sales of any security or in connection with any violation of federal or state securities laws? _____ (Yes or No)

If the answer to any of the foregoing questions is “Yes,” please be sure to give the details on a separate sheet and attach it to this Questionnaire.

- Do you know of any legal proceedings in which either you or any associate of yours (including any company of which you are an officer or director and any partnership of which you are a partner) is a party adverse to CIRI or any subsidiary or in which either you or any associate has an interest adverse to CIRI or any subsidiary? _____ (Yes or No)

If your answer is “Yes,” please give the details on a separate sheet and attach it to this Questionnaire.

2012 WRITE-IN CANDIDATE DISCLOSURE QUESTIONNAIRE

11. Arrangements as to Election:

Do you or will you have any other participants in your campaign? _____ (Yes or No)

As defined in 3 AAC 08.365 (11), a “participant” includes:

- a. Any committee or group involved in the election of directors or other matters to be voted on at the Annual Meeting with which you are affiliated.
- b. Any person, group or entity that has financed or is expected to finance, directly or indirectly, your solicitation of proxies (other than one that will contribute less than \$500 in the aggregate and that is not otherwise a participant).
- c. Any person, group, or entity that will solicit proxies on your behalf.
- d. Other “participants” as defined in 3 AAC 08.365(11) with which you are affiliated or that will join in your solicitation.

If your answer is “Yes,” please provide the name and address of any participants and the amount contributed or to be contributed (if in excess of \$500) on a separate sheet and attach it to this Questionnaire.

- e. Do you, or any of the “participants” identified above, have an arrangement or understanding with any entity for future employment by CIRC (or its affiliates) or future financial transactions to which CIRC (or its affiliates) will be or may become a party? _____ (Yes or No)

If your answer is “Yes,” please provide a description of the terms of and parties to each arrangement or understanding on a separate sheet and attach it to this Questionnaire.

12. Do you plan to solicit proxies during the CIRC 2012 Annual Meeting by any method other than inclusion of your materials in CIRC’s election materials? _____ (Yes or No).

If your answer is “Yes”:

- a. Describe any methods to be employed to solicit proxies other than U.S. mail (for example, fax, phone calls, emails, internet postings, etc.): _____
- b. List the total amount you expect to spend on soliciting proxies:

- c. List the amount you have already expended on soliciting proxies, if any:

- d. Will you seek reimbursement of your solicitation expenses from CIRC? _____ (Yes or No)

13. Is there any other information you would like CIRC to include in your proxy disclosures in order to comply with the State of Alaska proxy regulations referenced above? _____ (Yes or No). If yes, please describe below:

2012 WRITE-IN CANDIDATE DISCLOSURE QUESTIONNAIRE

I understand that the information set forth above will be relied upon by CIRI in the preparation of its election materials for the upcoming Annual Meeting of Shareholders. In that connection, I hereby affirm to CIRI that the information set forth above is complete and accurate and does not contain any material misrepresentation (as such term is defined in 3 AAC 08.315).

Signature

Printed Name

Date: _____

COOK INLET REGION, INC.

**Election Procedures and Rules of Conduct
for Shareholder Meetings**

**As Revised and Adopted by the
Board of Directors**

TABLE OF CONTENTS

INTRODUCTION	1
NOMINATING PROCEDURES.....	2
I. ELIGIBILITY.....	3
II. BOARD-NOMINATED CANDIDATES	3
III. OTHER CANDIDATES	3
PROXY PROCEDURES.....	4
I. PROXIES AND PROXY SOLICITATION	5
A. Shareholder Lists.....	5
B. Qualification of Proxyholders.....	5
C. State Law Governing Proxy Solicitation.....	6
1. Applicability.....	6
2. Required Information and Prohibited Statements.....	6
D. Role of the Inspector of Election.....	6
1. General	6
2. Monitoring for Undated or Falsely Dated Proxies	6
3. Compliance with Orders, Findings or Instructions of the Administrator of Securities or a Court of Law	6
II. PROXY COLLECTION.....	7
A. Deadline for Filing Proxies.....	7
B. Proxy Collection Agents.....	7
C. Procedures for Handling Proxies	7
1. Verification of Shareholder.....	7
2. Verification of Date.....	8
3. Shareholder Returned Proxy File.....	8
4. Proxyholder Files	8
5. Interim Information	8
D. Proxyholder Reports.....	9
III. DETERMINING THE PROXY COUNT	9
A. Determining the Controlling Proxy	9
1. General	9
2. Proxy Date	10
3. Signature.....	11
B. Proxy Interpretation Rules and Guidelines	11
C. Marking the Shareholder Register.....	13

D.	Multiple Proxyholders	13
E.	Special Voting Instructions	13
IV.	INSPECTION OF PROXIES.....	14
A.	Inspection Before and at the Meeting.....	14
1.	Period for Inspection.....	14
2.	Preparation Before Inspection	14
3.	Procedures During Inspection.....	15
4.	Corrections.....	15
B.	Inspection After the Meeting.....	15
1.	Scheduling	15
2.	Scope of Inspection	15
3.	Procedures.....	16
4.	Corrections.....	16
V.	CUSTODY AND DISPOSITION OF ORIGINAL PROXIES, BALLOTS AND RELATED MATERIALS.....	16
A.	Ownership.....	16
B.	Custody and Maintenance	16
C.	Transfer to the Company	17
D.	Maintenance by the Company	17
	RULES OF CONDUCT	18
	I. GENERAL.....	19
	II. SPECIFIC RULES OF CONDUCT.....	19
	ATTACHMENT	
A.	State of Alaska Proxy Regulations	

INTRODUCTION

To ensure that the interests of all Cook Inlet Region, Inc. shareholders are fairly represented at meetings of the shareholders of the Company, the Board of Directors has adopted the following rules and procedures governing proxy solicitation and proxies and the conduct of shareholder meetings. The rules and procedures set forth herein, which in large measure recodify the procedures successfully relied upon by the Company for many years, apply equally to all shareholders and are intended to provide a fair basis for the resolution of election contests and the conduct of shareholder debate.

NOMINATING PROCEDURES

**I.
ELIGIBILITY**

Shareholders who are 18 years of age or older are eligible to serve as members of the Board of Directors.

**II.
BOARD-NOMINATED CANDIDATES**

The Nominating Committee of the Board of Directors is comprised of the three chairpersons of the Shareholder Participation Committees, as advisory members, and of CIRI directors whose terms as director are continuing. The Nominating Committee solicits applications from all eligible shareholders interested in obtaining the Board's nomination to the Board of Directors.

Based upon its review of each application (which typically includes interviews with selected applicants), the Nominating Committee recommends the most-qualified candidates to the Board of Directors. Based upon the Nominating Committee's recommendations, and the Board's own independent review, the Board each year recommends five candidates to the shareholders as the candidates most-qualified to serve as members of the Board.

Each applicant for the Board-recommended slate of candidates must be willing to submit to a background investigation and shall fully and truthfully complete any form, questionnaire or written application provided by CIRI. The Board's candidates are identified in the Board's proxy and proxy solicitation statement and receive such other campaign support as the Board may deem appropriate.

**III.
OTHER CANDIDATES**

Any candidate that is not nominated by the Board of Directors may conduct his or her own separate campaign for election to the Board of Directors in compliance with Alaska law, including the proxy regulations of the State of Alaska, a copy of which are attached hereto as Attachment A, and these Election Procedures. Additionally, the Company may, in its discretion and on such terms and conditions as it deems appropriate, include in the Company's initial proxy mailings and/or the CIRI newsletter certain information provided by potential write-in candidates. The inclusion of such information shall not be deemed an endorsement of any such candidate, nor shall the CIRI proxy be deemed a solicitation by the Board on behalf of any write-in candidate. Persons submitting such information shall be solely responsible for the accuracy of such information and for compliance with Alaska's proxy regulations and with applicable law.

PROXY PROCEDURES

I.
PROXIES AND PROXY SOLICITATION

A shareholder may vote at meetings of the shareholders of the Company only in person or by giving another shareholder the authority to vote on his or her behalf by proxy.

A. Shareholder Lists

As provided for in the Alaska Statutes, CIRI will make available a list containing the names, mailing addresses and number of shares of each of its shareholders to a shareholder who requests such listing for a proper CIRI business purpose, such as soliciting proxies, provided such proper purpose is described with reasonable particularity. This information may not be used for personal gain or any commercial or improper purpose. List recipients are required to sign an agreement stating that the list will be used only for the stated purpose and that the recipients will take necessary precautions to safeguard the list and to convey the information to no other person or entity except as necessary to carry out the stated purpose.

CIRI provides one list at no cost during a calendar year; for additional lists, shareholders shall be required to pay a reasonable fee set by CIRI to cover the cost of producing such lists. Current fee information may be obtained from CIRI's Shareholder Relations Department.

To protect shareholder privacy, shareholder lists will be provided directly to shareholders only in a hard-copy, paper format. Shareholders may request a list in electronic form, but such list will only be provided to an approved third-party mailing service provider with whom the Company has a confidentiality agreement in place. Such third-party mailing service providers will provide mailing services in accordance with their respective fee schedules, and the requesting shareholder shall be solely responsible for confirming and paying all such fees.

To obtain a shareholder list or electronic mailing list, shareholders must submit a signed and dated written request to CIRI's Shareholder Relations Department that clearly describes the specific CIRI business purpose for which the list will be used. If approved, the list will be provided upon payment by the shareholder of any fees required under this Section.

B. Qualification of Proxyholders

A person may hold and exercise a proxy to vote at meetings of the shareholders of the Company only if he or she owns voting stock of the Company in his or her own name.

If a shareholder names more than one person to be his or her proxyholder and one or more of the persons so named is ineligible, and the proxy provides for the power of substitution, the ineligible persons shall have the right to name eligible substitutes to act in their stead; if the proxy does not provide for the power of substitution, only the eligible proxyholders can exercise the proxy and any ineligible persons are disregarded as if they had not been named. If all persons named as proxyholders are ineligible, or if only one person is named as proxyholder and he or she is ineligible, and the proxy provides for the power of substitution, each ineligible person shall have the right to name an eligible substitute to act in his or her stead; if the proxy does not provide for the power of substitution, the shareholder's shares may be counted for quorum purposes only, but cannot be voted unless the shareholder executes and submits a new proxy prior to the applicable deadline or revokes the proxy and votes in person.

C. State Law Governing Proxy Solicitation

1. Applicability

The Alaska Securities Act and the proxy solicitation regulations promulgated thereunder by the State of Alaska applicable to Alaska Native Corporations, 3 AAC 08.305 - 08.365, apply to all proxy solicitations made to shareholders of the Company. All proxy solicitations, whether by Board-endorsed or non-Board-endorsed candidates, are governed by these state laws and regulations.

2. Required Information and Prohibited Statements

The Alaska proxy solicitation rules include specific requirements relating to the form of proxies and the content of proxy solicitations. The rules also provide that “[a] solicitation may not be made by means of a proxy statement, proxy, notice of meeting, or other communication that contains a material misrepresentation.” 3 AAC 08.315. Material that directly or indirectly impugns character, integrity or personal reputation is one example of the type of information that may, depending upon particular facts and circumstances, constitute a material misrepresentation.

D. Role of the Inspector of Election

1. General

The Company shall appoint a neutral Inspector of Election to act at each meeting of the shareholders.

The Inspector of Election shall receive proxies and ballots, tabulate all votes and ballots, provide information to nominees and proxyholders in accordance with the Election Procedures, and supervise certain of the meeting registration processes including the revocation of proxies, the issuance of ballots, and the closure of registration at the designated deadline. The Inspector shall determine and certify the voting shares represented at the meeting, the existence of a quorum and the voting results, and shall report these items to the Company as soon as they are known. The Inspector may retain an accounting firm or other agents to aid him or her in the performance of his or her duties. While the Inspector of Election shall be neutral as to the outcome of any proxy contest or contested vote, the Inspector shall exercise due care and shall advise the Company’s General Counsel of potential fraud and other violations of the proxy regulations detected during the course of his or her duties.

2. Monitoring for Undated or Falsely Dated Proxies

The Inspector of Election shall monitor for any undated or falsely dated proxies as described in Section II, Subsection (C)(2) (“Verification of Date”) below.

3. Compliance with Orders, Findings or Instructions of the Administrator of Securities or a Court of Law

Willful violation of a regulation or order of the Administrator of Securities is a crime (AS 45.55.925 (a)), and also may subject the violator to civil penalties under AS 45.55.920. All orders of the Administrator of Securities regarding proxies (including, but not limited

to, the segregation of certain proxies, the invalidation of certain proxies, the disclosure of information regarding certain proxies and the availability of proxies for inspection by the Administrator of Securities and staff) must be fully and promptly complied with to the fullest extent practicable. If possible, orders of the Administrator of Securities should be interpreted and applied so as to avoid a conflict with the provisions of these procedures, but in the event there is an unavoidable conflict, the conflicting provisions of these procedures shall yield to the valid findings, orders and directives of the Administrator of Securities or a court of competent jurisdiction. The Inspector of Election shall confer with the Company's General Counsel regarding the interpretation and application of, and compliance with, all findings, orders or directives by the Administrator of Securities or a court of competent jurisdiction regarding proxies filed with the Company, as soon as practicable after such finding, order or directive is issued.

II. PROXY COLLECTION

A. Deadline for Filing Proxies

Proxies must be received by the Secretary of the Company or the Inspector of Election by the close of business (5:00 p.m. Anchorage time) on the deadline for proxy receipt set by the Board of Directors for the meeting, which shall be no less than five (5) days and no more than ten (10) days before the shareholders' meeting, in order for the proxies to be valid. Proxies may be submitted via facsimile or other electronic means, if the signature of the shareholder executing the proxy is legible and verifiable. Proxies received after the close of business on the proxy deadline will be retained, but they shall be invalid for any purpose (including voting, counting towards a quorum and revoking previously executed proxies).

A shareholder may not circumvent the proxy filing deadline by executing a power of attorney granting another person the right to vote such shareholder's shares in person at the meeting of shareholders. A shareholder may vote only in person at the meeting or by valid proxy properly submitted prior to the submission deadline.

B. Proxy Collection Agents

The Inspector of Election may engage a collection agent to receive, collect and tabulate proxies on behalf of the Inspector of Election. All proxies received by the Secretary of the Company shall be forwarded to the collection agent, if any, or otherwise as instructed by the Inspector of Election. As the Inspector's designee, the collection agent shall make an initial verification of the proxies and organize and record the proxies as they are received.

C. Procedures for Handling Proxies

1. Verification of Shareholder

The Inspector of Election and his or her agents shall compare the signature on each proxy form with the shareholder's name as printed on the form or, as necessary, the certified shareholder register, to verify that the signature, on its face, appears to be that of the individual entitled to vote the shares. The Inspector of Election shall not pass judgment on the validity of a signature unless, on the face of the proxy, there appears to be a forgery (for example, two proxies for the same shareholder with obviously different handwriting); the Inspector of Election shall refer any question of possible forgery to the

Company's General Counsel or his or her designee. The Inspector of Election may invalidate a proxy if it appears on its face to be invalid or if reliable evidence is presented demonstrating its invalidity.

2. Verification of Date

Shareholders shall date their proxies at the same time they are signed. The Inspector of Election (or the proxy collection agent at the Inspector's direction) shall determine the appropriate treatment of all undated or incorrectly dated proxies in accordance with the rules set forth in these Election Procedures.

In a contested election with Board-endorsed and non-Board-endorsed proxy solicitations, the Inspector of Election shall give special attention to batches of proxies submitted in the final days before the proxy filing deadline to see whether significant numbers of them appear to have been dated at or near the deadline in the handwriting of only a few individuals. If such batches are discovered, each proxy in the batch should be tagged, marked or otherwise identified before the proxies are recorded, so that the entire batch can be reassembled if necessary. All such batches should be brought promptly to the attention of the Company's General Counsel or his or her designee so that he or she can consider what administrative or legal remedies should be pursued by the Company. Once tagged, marked or identified, all the proxies in such a batch should be recorded and should be presumed valid by the Inspector of Election, unless and until the Administrator of Securities or a court of competent jurisdiction orders otherwise, or until the prima facie invalidity of the proxies has been established to the Inspector's satisfaction.

The procedures set out in the preceding paragraph should also be followed for proxies on which the signature date is date-stamped, typed or preprinted.

3. Shareholder Returned Proxy File

The verified proxy forms shall be organized by order of receipt by day, and records will be maintained listing the shareholders for whom one or more verified proxy forms have been received. Subject to the direction of the Inspector of Election, the proxy collection agent shall enter each returned proxy into an electronic returned proxy file, which file shall be under the control of the proxy collection agent. Such file shall include the date the proxy was received, the date the proxy was signed, the person or group to whom the proxy was given, and the number of shares represented by the proxy.

4. Proxyholder Files

As proxies are received, verified and recorded, separate records shall be maintained for each proxyholder, reflecting the number of shares represented by the proxies given to that proxyholder and any restrictions or limitations on the proxyholder's powers or authority to vote those shares.

5. Interim Information

Each proxyholder shall at all times be entitled, upon reasonable request, to receive from the Inspector of Election (i) a copy of all proxies returned in favor of such proxyholder, (ii) a report identifying all shareholders that have returned proxies in favor of such

proxyholder, and (iii) a report identifying all proxies returned in favor of such proxyholder that have been deemed invalid by the Inspector of Election for any reason. A proxyholder may not receive interim reports pursuant to this Section unless the proxyholder has first delivered to the Inspector all proxies received by the proxyholder (and by any participants in that proxyholder's campaign) up to that time.

A person receiving votes as a "write-in" candidate on the Company's proxy is entitled to receive, upon reasonable request, a count of the total votes directed to that candidate, provided that such candidate has first delivered to the Inspector of Election all proxies in his or her possession and all proxies in the possession of any participants in his or her campaign. In no event shall any other party be entitled to receive such information prior to the Inspector of Election's release of the proxy count no more than two days prior to the date of the shareholders' meeting in accordance with the provisions of Section II.D below.

Nothing in these Election Procedures shall prohibit access to proxy records by a person whose assistance may be necessary or helpful to the proxy collection and tabulation process, including without limitation persons engaged in computer hardware or software maintenance, repair, or installation or programming, provided such person is under an independent legal duty not to disclose the proxy information accessed to any proxyholder or third party.

D. Proxyholder Reports

Two days prior to the date of the shareholders' meeting, or as soon thereafter as reasonably practicable, the Inspector of Election shall provide each requesting proxyholder with a report setting forth the number of active proxies held by, and the number of shares and votes controlled by, each proxyholder. In addition, each proxyholder shall be entitled to receive a list setting forth the name of each shareholder whose proxy is included among the active proxies held by such proxyholder. No proxyholder, however, shall be entitled to a list of the names of the shareholders whose proxies are included among the active proxies held by any other proxyholder.

III. DETERMINING THE PROXY COUNT

A. Determining the Controlling Proxy

As each proxy is recorded, the returned proxy computer file shall be examined to determine the controlling proxy. In most cases, the shareholder will have given only one proxy or the controlling proxy will be clear. It is not possible to state in advance a set of rules that will address all the possibilities in which a question is presented about which is the controlling proxy. The Inspector of Election shall, therefore, rely upon his or her good judgment and common sense. A few basic principles and several specific rules can, however, be stated:

1. General Principles

- (a) The shareholder who signed a proxy intended to vote. If there are two or more reasonable interpretations to the proxy given by a shareholder, the best interpretation shall be one that allows a shareholder's stock to be voted.

- (b) The plain words of the proxy shall control. If, due to the wording of the proxy or the manner in which it was filled out, there is an ambiguity, then the Inspector of Election shall make a reasoned judgment as to which meaning best reflects the likely intention of the shareholder. In general, the Inspector of Election shall endeavor to afford full exercise of the shareholder's voting rights.
- (c) The Inspector of Election shall not assume that the shareholder must have made a mistake. For example, the controlling proxy may or may not be consistent with earlier proxies, but no judgment shall be made on the basis of earlier proxies.
- (d) In general, the Inspector of Election shall not use evidence outside the proxy form itself. It is that form that is the legal instrument giving the shareholder's proxy; it is complete in and of itself and no other writing or document is part of it. However, if an accompanying mailing envelope bears relevant information, such as a postmark or return name and address, the Inspector may take that information into account in assessing the validity of any proxy. For instance, while a proxy form is not required to include the address of a shareholder, a shareholder's address may be a factor in determining the validity of a proxy when there is more than one shareholder of the same or a similar name. Similarly, if, for example, the Inspector can determine, based on the color or form of a particular proxy, that the proxy was executed after a particular date, the Inspector may take that information into account as well in assessing the validity of the proxy. Likewise, if there is evidence demonstrating the invalidity of the proxy, the proxy may be invalidated. Except in such special cases, the shareholder register and the proxy form are controlling, and the Inspector of Election shall rely on them.
- (e) If information is received that suggests that a proxy has been fraudulently filled in or misdated or was signed by forgery, such information shall be promptly brought to the attention of the Company's General Counsel or his or her designee, so that the matter can be appropriately investigated. Even in such cases, however, the proxy shall generally be presumed to be valid and controlling unless the prima facie invalidity of the proxy is established to the satisfaction of the Inspector of Election or unless the Administrator of Securities or a court of competent jurisdiction declares it invalid.

2. Proxy Date

- (a) The most recent dated proxy controls.
- (b) The Inspector of Election may use his or her judgment to allow an undated or incorrectly dated proxy (e.g., a proxy dated June of a year but postmarked in May of that same year) to be voted when there is sufficient evidence indicating the proxy was received before the proxy deadline. Unless the Inspector determines that another date is appropriate, undated or incorrectly dated proxies accepted by the Inspector of Election shall be deemed executed as of the date of record for the meeting; provided that if

the Inspector of Election determines (based upon a pre-printed date on the proxy form or other distinguishing characteristic) that the proxy was first mailed to shareholders at a later date, the proxy shall be deemed executed as of such later mailing date.

- (c) If a shareholder submits multiple same-dated proxies that are voted differently and/or that appoint different proxyholders, all such proxies shall be invalid for voting purposes. However, one of the conflicting proxies shall be counted for the purpose of establishing a quorum.
- (d) If a shareholder submits multiple same-dated proxies, or multiple undated proxies that the Inspector rules to have been submitted on the same day, and those proxies are voted the same and appoint the same proxyholder (for instance, a shareholder might fax his or her proxy and also send the hard copy in the mail), only one of the proxies shall be counted for voting or quorum purposes.

3. Signature

- (a) The proxy must be signed by the shareholder or the shareholder's authorized representative. If it is not signed, it is invalid and cannot be counted. If the proxy is submitted on behalf of a minor shareholder or a ward, it must be signed by the shareholder's voting fiduciary as reflected on the Company's records. If the proxy is signed by a shareholder's attorney-in-fact, a valid power of attorney authorizing the signer to sign for the shareholder must be reflected on the Company's records.
- (b) Proxies should be signed in the name of the shareholder or voting fiduciary as it appears on the Company's stock records; provided, that proxies with minor deviations in the form of signature (such as the use of initials in lieu of a first or middle name) may be accepted by the Inspector of Election in his or her reasonable discretion. Moreover, if there is documentary evidence that a shareholder's or a voting fiduciary's name has been changed, and that evidence would be sufficient for the Company to change the name in its shareholder records, then the shareholder register may be changed to reflect the name change.
- (c) A signature shall not be presumed invalid solely on the basis that it is illegible or is in a form other than a handwritten cursive signature (for example, a signature may appear in handwritten block letters); however, a signature may be declared invalid by the Inspector of Elections, or by the State Administrator of Securities or a court of competent jurisdiction, based on information calling its validity into question.

B. Proxy Interpretation Rules and Guidelines

As set forth above, in reviewing returned proxy forms, the Inspector of Election shall strive to give effect to the shareholder's instructions. If the proxy is incomplete, unclear, or otherwise defective, the Inspector shall seek, based upon the Inspector's good judgment and common sense, to interpret and implement the shareholder's instructions (as best the Inspector can determine them) in accordance with the terms of the proxy form, applicable law, the

Company's Bylaws, its Election Procedures, and the following interpretation rules and guidelines:

1. If a shareholder writes-in one or more candidates in the space provided for "write-in" candidates and strikes or lines through all of the Board-recommended candidates, the Inspector of Election shall allocate the shareholder's votes equally among the eligible write-in candidates, unless the shareholder unambiguously directs another allocation, in which case the shareholder's direction shall be followed.
2. If a shareholder writes-in one or more candidates in the space provided for "write-in" candidates and does not strike out or line through all of the Board-recommended candidates, the Inspector of Election shall allocate the shareholder's votes proportionately, based on the total number of candidates listed on the proxy, unless the shareholder unambiguously directs another allocation, in which case the shareholder's direction shall be followed. For example, if the shareholder writes in the name of two eligible candidates and strikes through the names of one of the five Board-recommended candidates, each write-in candidate shall receive one-sixth of the shareholder's votes, with the remaining four-sixths (or two-thirds) available for voting in the proxyholder's discretion among the four Board-recommended candidates not stricken.
3. If a shareholder writes-in one or more Board-recommended candidates in the space provided for "write-in" candidates and does not strike out or line through those same names in the Board-recommended section, the Inspector of Election shall proceed as if the duplicate name had not been written in the write-in section. For example, if the Board-recommended section lists Candidates A through E, and the shareholder writes in Candidates A through E in the space provided for "write-in" candidates, but does not strike or line through any candidate's name in the Board-recommended section, all of the shareholder's votes shall be deemed available for voting in the proxyholder's discretion among Board-recommended Candidates.
4. In no event shall any proxyholder cast any of a shareholder's votes in favor of any candidate whose name was lined through or stricken out by the shareholder on the proxy form executed by such shareholder.
5. Circling, highlighting and other marks or notes on the proxy that do not constitute lining or striking through a candidate's name, or writing in a candidate's name in the space provided for this purpose, shall be deemed extraneous marks and shall have no effect on the proxy.
6. A proxyholder may not cast votes for any candidate not identified on the proxy form solicited by such proxyholder, or written in by the shareholder executing the proxy, unless a bona fide candidate identified on such proxyholder's proxy is unable to serve, or for good cause will not serve, as a director due to circumstances that could not reasonably have been foreseen, in which case, the proxyholder shall have the right to vote for a replacement candidate. In order to avoid misleading proxy solicitations, a

candidate may not voluntarily withdraw his or her candidacy in order to make his or her votes available for another candidate.

7. A member of the CIRI Proxy Committee who is named individually as a proxyholder for one or more shareholders shall not be present for, nor shall he or she participate in, any deliberation of the Proxy Committee as to the disposition of undirected votes without first having voted all shares proxied to that member in his or her individual capacity on the ballot. The Inspector of Election shall certify that a member of the Proxy Committee has voted all shares proxied to that member in his or her individual capacity on the ballot in question upon request. The certificate shall be tendered to the General Counsel by the Proxy Committee member before the member shall be allowed to be present or participate in the Committee's deliberations.
8. Write-In candidates must be shareholders eligible to serve as directors and must be individually named in the write-in section of the proxy. Write-in votes that name entities, groups (i.e., "CIRI Directors" or "Independent Candidates"), or ineligible individuals shall be counted for quorum purposes only.

C. Marking the Shareholder Register

The shareholder register shall have added to it a notation of the name (or proxyholder identification number) of the proxyholder to whom each shareholder has given a proxy, and a code identification if the shareholder has been named as a proxyholder by one or more other shareholders. When the Inspector of Election determines the controlling proxy of a shareholder, appropriate notations shall be made opposite the shareholder's name on the shareholder register to be used for registration.

D. Multiple Proxyholders

Where two or more people are named as proxyholder on a single proxy form, the individuals as a group serve as the proxyholder; they decide among themselves how to cast all votes they have been given, and they act collectively to cast all those votes on one ballot. They do not have individual rights to apportion some of the votes under the proxy, and they do not cast ballots individually (although a well prepared proxy form will permit less than all of them, or any one of them, to act in the absence of the others). In effect, they act as a proxy committee to exercise the proxy.

E. Special Voting Instructions

If a shareholder has given his or her proxy special instructions on the proxy form itself, such instructions shall be reflected on the proxyholder ballot so that (1) the proxyholder will know what those instructions are, and (2) the Inspector of Election can verify that the instructions have been followed. A proxyholder who has solicited proxies is required to follow those instructions that he or she has solicited; however, he or she does not have to follow those instructions that he or she did not solicit or did not otherwise agree to carry out.

IV. INSPECTION OF PROXIES

A. Inspection Before and at the Meeting

1. Period for Inspection

On the day(s) designated by the Inspector of Election before the shareholder meeting, each proxyholder may prepare a list of proxies that he or she wishes to review out of the proxies given to that proxyholder and a reasonable sample of the proxies given to other proxyholders. The proxies will be assembled by the Inspector of Election and will be available for review at a time later that day or the following day as agreed upon by the Inspector and the proxyholder.

A proxyholder may also authorize another person to conduct such inspections on the proxyholder's behalf. If a proxyholder has been given proxies by a great number of shareholders, as in the case of the proxy committee named as the Board-endorsed slate's proxyholder or in the case of an opposing proxyholder in a seriously contested proxy campaign, then the proxyholder may appoint a reasonable number of representatives to inspect proxy files. The Inspector of Election or, in the absence of the Inspector, the manager of the firm engaged as the proxy collection agent, shall have the final authority to decide when the number of representatives for a proxyholder becomes excessive, giving due consideration to the number of shareholders giving proxies to that proxyholder, the time and space available to inspect the files for those shareholders and a reasonable number of others, and the number of other proxyholders and their representatives who are also inspecting proxy files.

A proxy inspection requested pursuant to this Section shall be attended only by the Inspector of Election, the proxyholder requesting the inspection, and their respective designated representatives. No other persons may attend the inspection without the express consent of the proxyholder requesting the inspection.

On the day of the shareholder meeting, during the time for registration, a shareholder may review and inspect his or her returned proxy file, and each proxyholder can receive a list of shareholders who have given valid proxies to that proxyholder, together with the number of shares represented by such proxies.

The Inspector of Election may authorize additional time or a different time for shareholders and/or proxyholders to inspect proxies and review the determinations that have been made regarding proxies.

2. Preparation Before Inspection

In anticipation of inspections by proxyholders, two copies of each proxyholder list shall be made before the first time period authorized for such proxyholder inspections. One copy may be given to the proxyholder. The other copy and the original computer file shall remain with the Inspector of Election.

Receipt forms shall also be prepared in advance of any proxyholder inspection, for each proxyholder inspection, for each proxyholder to sign when he or she picks up the copy of his or her own proxyholder list. The receipts may be in the form of a logbook, with each

entry showing the date it is picked up, and the signature of the proxyholder or authorized representative who picked it up. A similar record should be kept for shareholders who inspect their proxy files.

3. Procedures During Inspection

The following procedures shall govern the inspection of proxies:

- (a) Subject to the discretion of the Inspector of Election, a person examining proxy files (a "proxy examiner") may examine the proxies of only one shareholder at a time. Each document must be returned to its place before the proxies of another shareholder may be removed for examination.
- (b) No proxy or other document may be marked, erased or altered in any way.
- (c) Each proxy examiner must, at all times while proxies are being examined, be accompanied by at least one employee of the firm having custody of the proxies or by the Inspector of Election or an agent or delegate of the Inspector.
- (d) Photocopies of proxies or other materials shall be at the expense of the party requesting them.

4. Corrections

A proxy examiner may request an explanation from the Inspector of Election regarding any determination of the controlling proxy of a shareholder and the number of that shareholder's votes given to a proxyholder. If a mistake is discovered or a change is appropriate, the Inspector of Election shall make the necessary correction and shall promptly notify the affected proxyholder of such correction.

B. Inspection After the Meeting

1. Scheduling

A "participant" (as that term is defined in 3 AAC 08.365(11)) in a proxy campaign may, upon a showing of good cause, inspect proxy files within ninety (90) days after the meeting at a time and place to be arranged. The firm having custody of the proxy files shall notify the Company's General Counsel of each such inspection request before scheduling that inspection. The scheduling shall be made so as to allow the Company to have a representative or representatives present with each proxy examiner who inspects proxy files on behalf of the person requesting the examination, unless the Company waives its rights to such representation.

2. Scope of Inspection

The Inspector of Election shall prepare copies of each proxy in a manner that omits personal identifying information ("redacted proxies"), provided that the design of the proxy form permits such information to be easily omitted. Assuming good cause has

been established, an inspection may be made of the redacted proxies for a reasonable number of shareholders chosen on a random basis, or of all redacted proxies in a comprehensive inspection. Where preparation of redacted copies is impractical, an inspection may be made, upon good cause shown, of original proxies for a reasonable number of shareholders chosen on a random basis, or of all proxies in a comprehensive inspection. The party requesting an inspection shall specify which scope of examination is desired before the inspection is scheduled.

3. Procedures

The same procedures described in a subparagraphs A.3.(a) through A.3.(d) above shall be followed. In addition, the party requesting the examination shall reimburse the Company all costs related to such inspection, including the fees of the Inspector of Election and the collection agent. The Company may also, in its discretion, demand reimbursement for its costs in having its own representatives present during the inspection.

4. Corrections

Immaterial errors that did not affect the outcome of the voting at the meeting that come to light during a post-meeting inspection need not be corrected. If errors are discovered that are material or appear as if they could have been material, all affected parties must be promptly notified of the nature and extent of the error(s) and of the Inspector of Election's and/or the Company's proposed resolution thereof.

**V.
CUSTODY AND DISPOSITION OF ORIGINAL
PROXIES, BALLOTS AND RELATED MATERIALS**

A. Ownership

All proxies and ballots turned in to the Inspector of Election, the Inspector's collection agents or the Secretary of the Company shall constitute the property of the Company upon receipt.

B. Custody and Maintenance

The Inspector of Election, or the Inspector's agent for such purpose, shall keep and maintain the proxies, ballots and all related tabulations, journals and reports (the "meeting materials") for a period of at least ninety (90) days (the "Inspection Period") after the final adjournment of the related shareholder meeting to permit the inspection of proxies as provided for in Article IV above.

Notwithstanding the foregoing, the Inspector of Election, for purposes of evaluating and improving the effectiveness of the Company's Annual Meeting software program, shall deliver to the Company, immediately following the meeting, a copy of the proxy database and electronic proxy data, along with relevant user names and passwords, as it existed: (i) after the proxy deadline, but before the meeting date, including any changes made as a result of proxy inspections; (ii) after the close of registration at the meeting; and (iii) after the meeting, once the election results have been certified, with the original proxy database and meeting materials retained by the Inspector of Election serving as the official meeting materials.

User names and passwords used by the Inspector of Election and his or her collection agents in conjunction with computing devices and other electronic media used to tabulate, store or transmit proxy data, or to access any such electronically stored or transmitted proxy data, shall be documented in a sealed envelope and maintained with the proxy files so that they may be retrieved for future use.

C. Transfer to the Company

Following expiration of the Inspection Period, upon the written request of the Company, the party having custody of the proxies, ballots and related materials, including an electronic copy of the final results (the remote proxy files), shall deliver them to the Company, and shall not retain copies.

D. Maintenance by the Company

Unless otherwise directed or ordered by the Administrator of Securities or by a court of competent jurisdiction, the Company shall keep the proxies, ballots and other materials for a period of not less than three (3) years from the shareholder meeting and final adjournment thereof.

RULES OF CONDUCT

I.
GENERAL

Subject to the provisions of Alaska law and the following guidelines, the Chair of any meeting of the shareholders of the Company, after consultation with the Parliamentarian as appropriate, shall have discretion to determine the procedures to be observed and the matters to be considered at the meeting, endeavoring to ensure that all shareholders are treated fairly and with dignity and that all shareholders desiring to address the meeting are afforded an opportunity to do so. In order to provide an objective reference for the conduct of the meeting, all meetings of shareholders shall be conducted in accordance with Robert's Rules of Order Revised, provided that in presiding over any such meeting, the Chair, after consultation with the Parliamentarian as appropriate, may take into account that Robert's Rules of Order Revised is, generally speaking, a manual of parliamentary procedure intended to govern the conduct of deliberative assemblies where each member has an equal vote and debate among the members is intended to influence the outcome. Accordingly, if a majority of the votes have been cast in advance of a meeting by proxy and only a minority of the Company's shareholders are present in person at the meeting, the Chair, after consultation with the Parliamentarian as appropriate, shall have authority to depart from the provisions of Robert's Rules of Order Revised where necessary or desirable to ensure a fair, orderly and efficient meeting.

II.
SPECIFIC RULES OF CONDUCT

Subject to the provisions of Article I above, the following Rules of Conduct shall apply at all meetings of the shareholders of the Company:

1. Only shareholders of record of the Company as of the record date for the meeting and their immediate family members, employees of the Company, and agents of the Company assisting with the conduct of the meeting, shall be entitled to attend the meeting. Shareholders must accompany their guests at registration and be prepared to present their CIRI shareholder identification card or other form of identification.
2. The business of the meeting will follow the order established by the agenda.
3. Shareholders, including proxyholders, must register their presence prior to the registration deadline established by the Company if they wish to cast a ballot at the meeting. Shareholders need not vote at the meeting if they have already voted by proxy. Only those shareholders previously registered or remaining in line to register at the time of the registration deadline shall be able to obtain a ballot unless otherwise permitted by the meeting Chair. Shareholders arriving after registration has closed are welcome to attend the meeting, but will not be entitled to vote.
4. Except as otherwise permitted by the Chair of the meeting, only shareholders may participate in the meeting or address the body. Those shareholders desiring to address the meeting shall wait until they have been recognized and shall then give their remarks in turn. Shareholders should give their name before speaking and state their view succinctly, allowing others to speak thereafter.

5. Once a shareholder has spoken on a subject, other shareholders will be given the opportunity to speak before someone is recognized for a second time.
6. Questions or remarks should be relevant to the meeting, pertinent to matters properly before the meeting, and briefly stated.
7. Abusive or disorderly conduct will not be tolerated, and attendees may not be under the influence of drugs or alcohol. Violators may be ejected from the meeting.
8. The use of cameras, audio and/or video recording or broadcasting equipment and/or communication devices, or any other similar equipment, by any person other than the Company shall be prohibited without the advance written permission of the Company. Violators may be ejected from the meeting.

Alaska Securities Act – Selected Provisions Applicable to Native Corporations

Sec. 45.55.138. Application to Alaska Native Claims Settlement Act corporations.

The initial issue of stock of a corporation organized under Alaska law pursuant to 43 U.S.C. 1601 - 1628 (Alaska Native Claims Settlement Act) is not a sale of a security under AS 45.55.070 and 45.55.130(10).

Sec. 45.55.139. Reports of corporations.

A copy of all annual reports, proxies, consents or authorizations, proxy statements and other materials relating to proxy solicitations distributed, published or made available by any person to at least 30 Alaska resident shareholders of a corporation that has total assets exceeding \$1,000,000 and a class of equity security held of record by 500 or more persons and which is exempted from the registration requirements of AS 45.55.070 by AS 45.55.138, shall be filed with the administrator concurrently with its distribution to shareholders.

Sec. 45.55.160. Misleading filings.

A person may not, in a document filed with the administrator or in a proceeding under this chapter, make or cause to be made an untrue statement of a material fact or omit to state a material fact necessary in order to make the statement made, in the light of the circumstances under which they are made, not misleading.

Sec. 45.55.170. Unlawful representations concerning registration or exemption.

(a) Neither the fact that an application for registration under AS 45.55.030 - 45.55.060, a registration statement under AS 45.55.070 - 45.55.120, or a notice filing under AS 45.55.040 (h) or 45.55.075 is filed nor the fact that a person or security is effectively registered constitutes a finding by the administrator that a document filed under this chapter is true, complete, and not misleading. Neither the fact of filing nor the fact that an exemption or exception is available for a security or a transaction means that the administrator has passed in any way upon the merits or qualifications of, or recommended or given approval to, a person, security, or transaction.

(b) A person may not make, or cause to be made, to a prospective purchaser, customer, or client any representation inconsistent with (a) of this section.

Alaska Administrative Code – Proxy Solicitation Provisions

ARTICLE 3. ALASKA NATIVE CLAIMS ACT CORPORATIONS: SOLICITATION OF PROXIES

3 AAC 08.305.

APPLICATION OF

3 AAC 08.305 - 3 AAC 08.365.

3 AAC 08.305 - 3AAC 08.365 apply only to corporations organized under AS 10.05 pursuant to the Alaska Native Claims Settlement Act (PL 92-203; 85 Stat. 688; 43 USC Sec. 1601 et seq.) and subject to the requirements of AS 45.55.139. (Eff. 1/ 4/81, Reg. 77) Authority: AS 45.55.138; 45.55.139; 45.55.240

3 AAC 08.315.

FALSE OR MISLEADING STATEMENTS.

(a) 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. The following are some examples of what, depending upon particular facts and circumstances, might be misleading within the meaning of 3 AAC 08.305-3 AAC 08.365:

- (1) predictions as to specific future market values;
- (2) material that 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;

(3) failure to identify a proxy statement, proxy, or other soliciting material so as to distinguish it clearly from the soliciting material of any other person soliciting for the same meeting or subject matter;

(4) claims made before a meeting regarding the results of a solicitation; and

(5) regarding the election of directors, failure to disclose the existence of an agreement or understanding among two or more nominees, proxyholders, or other participants with respect to voting of proxies, and failure to disclose the material provisions of such an agreement or understanding, in circumstances where such participants appear to solicit proxies

independently or where there is no apparent affiliation among such participants.

(b) The fact that a proxy statement, proxy, or other soliciting material has been filed with or examined by the administrator under AS 45.55.139 is not a finding by the administrator that the material is accurate or complete or not false or misleading, or that the administrator has passed upon the merits of or approved any statement contained in the solicitation or any matter to be acted upon by shareholders. No representation to the contrary may be made.

(c) The administrator may require a person who has brought to his attention a solicitation which the person believes contains materially false or misleading statements to explain the reasons for his view in writing.

(Eff. 1/4/81, Reg. 77; am 11/27/88, Reg. 108)

Authority:

AS 45.55.138; 45.55.139; 45.55.160; 45.55.170; 45.55.240

3 AAC 08.325.

PROHIBITION OF CERTAIN 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 that shareholders' meeting, for which it is solicited;

Alaska Administrative Code – Proxy Solicitations

(4) a proxy which confers authority to vote at more than one shareholders' meeting or any adjournment of that shareholders' meeting; or

(5) a proxy which authorizes a vote at any shareholders' meeting other than the one disclosed. (Eff. 1/4/81, Register 77)

Authority:

AS 45.55.138; 45.55.139; 45.55.160;
45.55.170; 45.55.240

3 AAC 08.335. REQUIREMENTS AS TO PROXY.

(a) A proxyholder shall either attend the shareholders' meeting in person or execute a power of substitution so that the shares for which he has proxies are represented at the meeting.

(b) 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.

(c) The proxy must

(1) 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;

(2) provide a specifically designated blank space for dating the proxy; and

(3) 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.

(d) 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.

(e) A proxy that provides for the election of directors must

(1) set out the names of the nominees for whom the proxy is solicited; and

(2) clearly provide one of the following:

(A) a box opposite the name of each nominee which may be marked to indicate that authority to vote for that nominee is withheld;

(B) 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;

(C) a "ballot" type of selection in which the shareholder is permitted to award votes to selected nominees of the shareholder's choosing.

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

(1) matters which the persons making the solicitation do not know, a reasonable time before the solicitation, are to be presented at the meeting;

(2) approval of the minutes of the prior meeting if the approval does not amount to ratification of the action taken at that meeting;

(3) 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;

(4) a proposal omitted from the proxy statement and proxy, if solicited for an annual meeting by participants other than the board; or

(5) matters incident to the conduct of the meeting.

(g) 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.

(Eff. 1/4/81, Reg. 77; am 11/27/88, Reg. 108)

Authority:

AS 45.55.138; 45.55.139; 45.55.160; 45.55.240

3 AAC 08.345. BOARD SOLICITATIONS.

(a) The solicitation of proxies on behalf of the board for an annual meeting must be preceded or accompanied by the annual report for the corporation's last fiscal year, unless

(1) the solicitation is made on behalf of the board before the annual report is available;

(2) solicitation is being made at the time in opposition to the board; and

(3) 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.

(b) The solicitation of proxies on behalf of the board must be preceded or accompanied by a dated, written proxy statement including, but not limited to, the following:

Alaska Administrative Code – Proxy Solicitations

(1) 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

(A) name, age and address;

(B) all positions and offices presently held with the corporation;

(C) remaining term in office as director and all other periods of service as a director;

(D) percentage attendance during the last fiscal year at meetings of the board, including regularly scheduled and special meetings, and meetings of committees on which he served, if he attended fewer than 75 percent of the aggregate of these meetings;

(E) the nature of any family relationship with any director, nominee or executive officer of the corporation and its subsidiaries;

(F) business experience during the past five years, including principal employment or occupation and employer;

(G) any of the following events which occurred during the past five years which are material to an evaluation of ability or integrity: 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, and the entry of any final judgment, order or decree, not subsequently reversed or vacated, that he engaged in unethical or illegal business practices or violated securities laws; and

(H) financial transactions by the corporation with any entity since the beginning of the corporation's last fiscal year and presently proposed financial transactions by the corporation with any entity if

(i) the transactions in the aggregate exceed \$20,000; and

(ii) the nominee, director, or a member of his family is employed by, is an officer or director of, or owns, directly or indirectly, an interest in the entity;

(2) a statement of all current remuneration distributed or accrued and of all future remuneration contributed during the corporation's last fiscal year on behalf of

(A) each of the five most highly compensated directors or officers for his services in all capacities to the corporation and its subsidiaries, naming each such person; and

(B) all officers and directors as a group, stating the number

of persons in the group without naming them; future remuneration contributed includes amounts which 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 which do not discriminate in favor of officers or directors of the corporation and which are available generally to all salaried employees;

(3) a brief description of financial transactions by the corporation with any entity since the beginning of the corporation's last fiscal year and any presently proposed financial transactions by the corporation with any entity if

(A) the transactions in the aggregate exceed \$20,000; and

(B) the executive officer or a member of his family is employed by, is an officer or director of, or owns, directly or indirectly, an interest in the entity;

(4) a brief description of all legal proceedings to which any director or executive officer is a party with interests adverse to the corporation or its subsidiaries;

(5) 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

(A) the name of the principal accountant for the last fiscal year;

(B) 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 so desire, and with the responsibility of responding to appropriate questions;

(C) 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;

(D) 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;

(E) 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

Alaska Administrative Code – Proxy Solicitations

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 him to make references to the disagreements in his 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 he forwards to the corporation, within 10 days of the date of his receipt of the corporation's description, a brief written statement of his view, the statement must be included in the corporation's proxy statement;

(6) 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 which do not discriminate in favor of officers or directors of the corporation and which are available generally to all salaried employees;

(7) 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;

(8) 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;

(9) 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:

(A) the amounts which the corporation would normally spend on a solicitation for an election of directors in the absence of a contest; and

(B) the salaries and wages of regular employees and officers, if a statement to that effect is included in the proxy statement;

(10) 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;

(11) a statement describing any formal procedure or deadline limiting the shareholder's rights to revoke a proxy before its exercise;

(12) a statement of the number of shares outstanding and entitled to be voted at the meeting;

(13) 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;

(14) if action is to be taken on the election of directors and if the shareholders have cumulative voting rights

(A) a statement that they have the rights; and

(B) a brief description of those rights;

(15) for each matter which is to be submitted to a vote of the shareholders, other than the election of directors, a description of the proposal and a statement of the vote required for its approval; for example, if action is to be taken on

(A) a proposed amendment to the articles of incorporation or bylaws, the description must include the reasons for and general effect of the amendment; or

(B) a proposed property transaction, the description must

(i) outline the material features of the proposed transaction;

(ii) state the nature and amount of consideration and, to the extent practicable, outline the facts which bear on the question of the fairness of consideration; and (iii) 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; and

(16) 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.

(Eff. 1/4/81, Reg. 77; 3/27/88, Reg. 108)

Authority:

AS 45.55.138; 45.55.139; 45.55.160; 45.55.240

3 AAC 08.355.

Alaska Administrative Code – Proxy Solicitations

NON-BOARD SOLICITATIONS.

The solicitation of proxies on behalf of a participant, other than solicitations under 3 AAC 08.345, must be preceded or accompanied by a dated, written proxy statement including, but not limited to, the following:

- (1) the name of the corporation in respect to which proxies are being solicited;
- (2) the name and address of each participant, including each proxyholder, who has joined or proposes to join in the solicitation;
- (3) 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;
- (4) 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
 - (A) name, age and address;
 - (B) all positions and offices presently held with the corporation;
 - (C) remaining term in office as director and all other periods of service as a director;
 - (D) percentage attendance during the last fiscal year at meetings of the board, including regularly scheduled and special meetings, and meetings of committees on which he served, if he attended fewer than 75 percent of the aggregate of these meetings;
 - (E) the nature of any family relationship with any director, nominee or executive officer of the corporation and its subsidiaries;
 - (F) business experience during the past five years, including principal employment or occupation and employer; and
 - (G) any of the following events which occurred during the past five years which are material to an evaluation of ability or integrity: 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, and the entry of any final judgment, order or decree, not subsequently reversed or vacated, that he engaged in unethical or illegal business practices or violated securities laws;
- (5) a brief description of financial transactions by the corpo-

ration with any entity since the beginning of the corporation's last fiscal year and presently proposed financial transactions by the corporation with any entity if

- (A) the transactions in the aggregate exceed \$20,000; and
- (B) the participant in the solicitation or a member of his family is employed by, is an officer or director of, or owns, directly or indirectly, an interest in the entity;
- (6) 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;
- (7) a brief description of the methods to be employed to solicit proxies, if other than by the use of the mail;
- (8) a statement of the total amount estimated to be spent and the total already expended on the solicitation of proxies;
- (9) 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;
- (10) a statement indicating whether reimbursement for solicitation expenses will be sought from the corporation; and
- (11) 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) 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
 - (B) a description of any substantial interest, direct or indirect, by shareholdings or otherwise, of each participant in the solicitation in any matter to be acted upon at the meeting, unless the participant 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.

(Eff. 1/4/81, Reg.77)

Authority:

AS 45.55.138; 45.55.139; 45.55.160; 45.55.240

3 AAC 08.365. DEFINITIONS RELATING TO SOLICITATION OF PROXIES.

For purposes of 3 AAC 08.305-3 AAC 08.365, the following definitions apply:

Alaska Administrative Code – Proxy Solicitations

(1) “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, which meet the requirements of 43 USC1606(o), effective December 18, 1971, and 43 USC1625, effective January 2, 1976;

(2) “board” means the board of directors of the issuer of shares for which a proxy is solicited;

(3) “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;

(4) “corporation” means the issuer of shares with respect to which a proxy is solicited;

(5) “entity” means an individual, sole proprietorship, partnership, joint venture, trust, association, firm, corporation, or other organization, whether or not operated for profit, which is not a wholly owned subsidiary of the corporation;

(6) “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;

(7) “family” means an individual’s spouse, parents, children, or siblings by blood or adoption;

(8) “financial transaction” means

(A) 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;

(B) the buying or selling of services;

(C) the loaning or borrowing of money or a preliminary commitment to that transaction; or

(D) any other transaction which is substantially similar in nature to those listed in this paragraph, excluding distributions mandated by 43 USC1606(j), effective December 18, 1971;

(9) “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;

(10) “nominee” means a person who has consented to being named in a proxy statement and who has agreed to serve if elected;

(11) “participant”

(A) means the board and the corporation;

(B) means a nominee for whose election as director proxies are solicited;

(C) means a committee or group which solicits proxies or a member of the committee or group;

(D) means 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;

(E) means a person who solicits proxies;

(F) does not include

(i) a person or organization retained or employed by a participant to solicit shareholders whose activities are limited to the performance of his duties in the course of his employment;

(ii) a person who merely transmits proxy soliciting material or performs other ministerial or clerical duties;

(iii) 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 his duties in course of his employment; or

(iv) a person regularly employed as an officer or employee of a participant who is not otherwise a participant;

(12) “proxy” means 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;

(13) “proxyholder” means a person to whom a proxy or power of substitution is given;

(14) “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;

(15) “shareholder” means one who is the holder of record of a share in the corporation;

(16) “solicitation” means

(A) a request to execute or not to execute, or to revoke a proxy; or

(B) 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.

(Eff. 1/4/81, Reg. 77; am 11/27/88, Reg. 108)

Alaska Administrative Code – Proxy Solicitations

Authority:

AS 45.55.138; 45.55.139; 45.55.160; 45.55.240