

**COOK INLET REGION, INC.**

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

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

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## **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**

Voting shareholders who are 18 years of age or older, and are otherwise eligible under the CIRI By-Laws, 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 eligible 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 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.

**IV.  
NOMINATIONS**

To serve on the CIRI Board of Directors, candidates must be nominated. Such nominations must be made at the meeting held for the purpose of electing directors and may be made by any CIRI shareholder who attends the meeting and registers during the time specified for doing so.

**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 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 states the desired format and clearly describes the specific CIRI business purpose for which the list will be used. If approved, the list will be provided, contingent upon the shareholder signing an agreement confirming the CIRI business purpose for which it will be used and paying 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 and is eligible to vote, attends the meeting for which the proxy is held and registers during the time specified for doing so.

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 attends the meeting and registers during the time specified for doing so, giving notice when registering of the desire to revoke the proxy and vote 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, including, but not limited to, the receipt of proxy forms that appear to be noncompliant with applicable law and regulations.

2. Monitoring for Undated or Falsely Dated Proxies

The Inspector of Election shall monitor for any undated or falsely dated proxies as described 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. Proxy Submission

Proxies may be submitted in person or via mail, facsimile or electronic mail, provided that faxed or emailed proxies must be legible. All legally qualified proxies may also be submitted via CIRI's web-based proxy system, which shall be accessible at [vote.ciri.com](http://vote.ciri.com) or at such other sites as authorized by the Board of Directors and of which shareholders have been notified in proxy solicitation materials provided by CIRI.

B. Deadline for Filing Proxies

Proxies must be received by the Secretary of the Company or the Inspector of Election by 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 submitted via CIRI's web-based proxy system will be considered to have been received by the Inspector of Election at the date and time of the successful electronic submission. 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.

C. 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.

D. Procedures for Handling Proxies

1. Verification of Shareholder

The Inspector of Election and his or her agents shall monitor signatures as described in Section III, Subsection (A)(3) ("Signature").

All paper proxies must be either signed by the shareholder or the shareholder's authorized representative. The Inspector of Election and his or her agents shall compare the signature on each paper proxy form with the shareholder's name as printed on the form or, as necessary, the certified shareholder registry, to verify that the signature, on its face, appears to be that of the individual entitled to vote the shares.

Electronic proxies may be submitted via CIRI's web-based proxy system by the shareholder or the shareholder's authorized representative, using a unique code and personal identifying information demonstrating that the proxy was submitted by the individual authorized to vote the shares. If the unique code is misplaced, the shareholder or the shareholder's authorized representative may contact the Inspector of Election or his or her agents to request the code. Prior to releasing it, the Inspector of Election or his or her agents shall ascertain the identity of the shareholder or authorized representative by verifying his or her personal identifying information as contained in the certified shareholder registry or otherwise provided by the Company.

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 paper proxies at the same time they are signed. Proxies submitted via CIRI's web-based proxy system will be electronically date-stamped with the date and time of the successful electronic submission.

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

- (a) Each proxyholder shall at all times be entitled, upon reasonable request, to receive from the Inspector of Election (i) a copy of all paper proxies returned in favor of such proxyholder, (ii) copies of a sample of electronic proxies returned in favor of such proxyholder, or information pertaining to how a sampling of such proxies were voted; (iii) a report identifying all shareholders that have returned proxies in favor of such proxyholder, (iv) a report identifying all proxies returned in favor of such proxyholder that have been deemed invalid by the Inspector of Election for any reason, (v) the percentage of votes available for quorum purposes, and (vi) a redacted copy of each different form of proxy returned for a competing proxyholder. 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.

- (b) A person receiving votes as a “write-in” candidate on the Company’s proxy is not entitled to receive the information provided to proxyholders, but is, upon reasonable request, entitled to receive a count of the total votes directed to him or her on the Company’s proxy, provided that he or she 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.
- (c) 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) 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 in advance of the shareholders’ meeting in accordance with the provisions of Section II.E.

E. Proxyholder Reports

As soon as reasonably practicable after the proxy deadline, 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 paper proxy or submitted an electronic proxy via CIRI’s web-based proxy system 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 registry 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 recently executed valid 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 or other distinguishing characteristic on the proxy form) that the proxy was first mailed or distributed to shareholders at a later date, the proxy shall be deemed executed as of such later date.

- (c) If a shareholder submits a valid written proxy and a valid electronic proxy bearing the same date, the electronic proxy shall prevail and the written proxy shall be invalid for voting purposes unless the written proxy is not only dated, but also includes the time of execution, and such time is later than the time of submission of the electronic proxy. In such cases, the written proxy shall prevail and the electronic proxy shall be invalid for voting purposes.
- (d) 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.
- (e) 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) To be valid, the proxy must be either signed or submitted via CIRI's web-based proxy system by the shareholder, as reflected on the Company's records, or, if the shareholder is a minor or a ward, by his or her authorized 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) Paper 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. If the Company's stock records reflect that two or more persons serve as voting fiduciary for a shareholder, only one of the voting fiduciaries is required to sign a proxy if the person signing appears to be acting on behalf of the other voting fiduciaries. 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 registry may be changed to reflect the name change. Additionally, if, after the date of record for the meeting, CIRI receives documentary evidence that: 1) a shareholder whose name appears in the shareholder registry has had his or her voting fiduciary removed, or 2) a new voting fiduciary has been appointed for a

shareholder whose name appears in the shareholder registry, the shareholder registry may be updated to reflect the change, provided the change was effective prior to annual meeting and CIRI provides a copy of the documentary evidence to the Inspector of Election.

- (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 Election, 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. If the shareholder unambiguously writes another allocation on the paper proxy, 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. 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. If the shareholder unambiguously writes in another allocation on the paper proxy, the shareholder's direction shall be followed. Disproportionate allocation is not available through electronic proxy.
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 paper 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, including both the first and last name of the candidate(s). Write-in votes that do not include the first and last name of the candidate(s) or that name entities, groups (e.g., "CIRI Directors" or "Independent Candidates"), or ineligible individuals shall be counted for quorum purposes only.

C. Marking the Shareholder Registry

The shareholder registry 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 registry 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 one hundred and twenty (120) 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 (i.e., spouse, children) and/or stock custodian, 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. A shareholder desiring to address the meeting shall raise his or her hand and wait to be recognized. Once recognized, the shareholder must give his or her full name before speaking and ask the question or state the

comment succinctly. This will ensure that only one person speaks at a time and that everybody will be able to hear the question.

5. Reasonable time limits will be imposed on speakers.
6. Once a shareholder has spoken on a subject, other shareholders will be given the opportunity to speak before that shareholder is recognized for a second time.
7. Shareholder questions and comments must pertain to the business operations of the corporation, its subsidiaries or nonprofit affiliates, and be briefly stated.
8. 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.
9. The photography, audio recording, video recording or digital transmission of any business conducted at the meeting, other than by CIRI staff for business purposes, is prohibited without the advance written permission of the Company. Violators may be ejected from the meeting.



## **APPENDIX A**

### **2021 Webcast CIRI Annual Meeting and Election June 5, 2021**

#### **Summary of Temporary Revisions to the Election Procedures and Rules of Conduct for Shareholder Meetings**

### **NOMINATING PROCEDURES**

#### **IV. NOMINATIONS**

**Original:** To serve on the CIRI Board of Directors, candidates must be nominated. Such nominations must be made at the meeting held for the purpose of electing directors and may be made by any CIRI shareholder who attends the meeting and registers during the time specified for doing so.

**Revised:** To serve on the CIRI Board of Directors, candidates must be nominated. For purposes of the 2021 Annual Meeting and Election, the Board-recommended candidates whose names are printed on the CIRI proxy, and any other eligible CIRI shareholder write-in candidate, will be deemed to have been duly nominated.

### **PROXY PROCEDURES**

#### **I. PROXIES AND PROXY SOLICITATION**

**Original:** 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.

**Revised:** For purposes of the 2021 Annual Meeting and Election, a shareholder may vote only by giving another shareholder the authority to vote on his or her behalf by proxy.

#### **B. Qualification of Proxyholders**

**Original:** 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 and is eligible to vote, attends the meeting for which the proxy is held and registers during the time specified for doing so.

**Revised:** For purposes of the 2021 Annual Meeting and Election, a person may hold and exercise a proxy to vote only if he or she owns voting stock of the Company in his or her own name and is eligible to vote.

**Original:** 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 attends the meeting and registers during the time specified for doing so, giving notice when registering of the desire to revoke the proxy and vote in person.

**Revised:** 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.

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.

**Original:** 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, including, but not limited to, the receipt of proxy forms that appear to be noncompliant with applicable law and regulations.

**Revised:** The Inspector of Election shall receive proxies and proxyholder ballots, tabulate all votes and proxyholder ballots, and provide information to nominees and proxyholders in accordance with the Election Procedures. 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, including, but not limited to, the receipt of proxy forms that appear to be noncompliant with applicable law and regulations.

## **II. PROXY COLLECTION**

### A. Proxy Submission

**Original:** Proxies may be submitted in person or via mail, facsimile or electronic mail, provided that faxed or emailed proxies must be legible. All legally qualified proxies may also be submitted via CIRI's web-based proxy system, which shall be accessible at [vote.ciri.com](http://vote.ciri.com) or at such other sites as authorized by the Board of Directors and of which shareholders have been notified in proxy solicitation materials provided by CIRI.

**Revised:** Proxies may be submitted via mail, facsimile or electronic mail, provided that faxed or emailed proxies must be legible. All legally qualified proxies may also be submitted via CIRI's web-based proxy system, which shall be accessible at [vote.ciri.com](http://vote.ciri.com) or at such other sites as authorized by the Board of Directors and of which shareholders have been notified in proxy solicitation materials provided by CIRI.

B. Deadline for Filing Proxies

**Original:** 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.

**Revised:** A shareholder may vote only by valid proxy properly submitted prior to the submission deadline.

**IV.  
INSPECTION OF PROXIES**

**Original:**

A. Inspection Before and at the Meeting

1. Period for 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.

**Revised:**

A. Inspection Before the Meeting

1. Period for Inspection

Prior to the day of the shareholder meeting, upon reasonable request, a shareholder may review and inspect his or her returned proxy file, and each proxyholder may receive a list of shareholders who have given valid proxies to that proxyholder, together with the number of shares represented by such proxies.

**RULES OF CONDUCT**

The General and Specific Rules of Conduct address how shareholders conduct themselves during in-person attendance at the Annual Meeting of Shareholders. Since there will be no in-person attendance, the rules governing who may attend the meeting, voting in person, addressing the body, question and answer period, etc., are eliminated for the 2021 Annual Meeting.