

**APPENDIX A
EKLUTNA, INCORPORATED
PROXY AND VOTE SECURITY RULES**

I. PURPOSE

The purpose of these rules is to provide for a fair, orderly and impartial voting procedure for shareholders at shareholders' meetings. It is the intent of the Corporation to be as inclusive of all participants as possible throughout the process of preparation for the Annual Meeting of Shareholders. Any interpretation of these rules shall reflect this purpose and intent.

II. ELECTION OFFICIALS

- A. Election Officials shall be an Election Judge and an Inspector of Elections.
- B. The Board of Directors shall appoint the Election Officials at least 70 days prior to any meeting of Shareholders.
- C. At least 70 days prior to the Annual Meeting, the Board shall provide notification to Shareholders that contains, at a minimum, the date by which proxy solicitation materials will be due.

III. APPOINTMENT OF ELECTION JUDGE

- A. The Board of Directors shall by four-fifths vote appoint an Election Judge for a term not to exceed one year, subject to removal only for cause by four-fifths vote. The Election Judge shall be a person qualified by reason of impartiality, integrity, honesty, and familiarity with business matters and corporate procedures to hold such position and may be reappointed at the conclusion of his or her term. The Election Judge shall be selected from a list or lists submitted by the American Arbitration Association, or otherwise selected by the Board. The Election Judge shall not be a shareholder of the Corporation, an employee of the Corporation or a person who individually has had substantial business dealings (other than having served as Election Judge) with the Corporation or its subsidiaries during the past five years or is associated with a firm that has substantial on-going business with the Corporation or its subsidiaries. The Board shall have the authority to determine whether such business relations are "substantial." The Election Judge shall have the powers described in these Rules.
- B. Prior to commencement of duties the Corporation will execute an engagement letter with the Election Judge acknowledging the duties of the Election Judge as stated in the Amended Bylaws of Eklutna, Inc. including Appendix A to the Bylaws.
- C. Duties. The Election Judge shall perform those duties as set forth in the Bylaws of the Corporation, including this Appendix A, and specifically those matters set forth in Section VII and Section VIII below. The Election Judge may, upon request of the Corporation, review any additional mailings or reports not specifically mentioned herein intended to be distributed or presented to the shareholders in relation to the Annual Meeting. In addition, the Election Judge may, at his or her discretion, issue advisory opinions to the extent, if any, that such opinions are requested by a

participant in writing and/or determined by him or her necessary to assist in providing for a fair, orderly, and impartial vote for shareholders at a shareholders' meeting.

- D. Eklutna, Incorporated will pay for the services of the Election Judge, his or her staff, if any, and all reasonable expenses.
- E. The Corporate Attorney shall provide the Election Judge with any special orientation or instructions, and answer questions, regarding the duties of office.

IV. APPOINTMENT OF INSPECTOR OF ELECTIONS

- A. Appointment. The Board shall, by 4/5ths vote, designate an Inspector of Elections, who shall be a member of an independent certified public accounting firm, which firm may or may not be the same firm as the Board shall nominate as independent auditors for the Corporation. The Inspector of Elections may designate persons to aid him or her in the tasks outlined here, which persons shall be employees or agents of the Inspector of Elections' accounting firm and each shall take the oath described in subsection C. below. Such firm shall also make its offices at other locations, if any, available to assist shareholders.
- B. The duties of the Inspector of Elections are set out below:
 - 1. The Inspector of Elections must determine from the number of shares outstanding as provided by the Corporation, the number of shares required to establish a quorum as required for the Notice of the Annual Meeting.
 - 2. The Corporation will be responsible for the reproduction and mailing of proxy solicitation materials approved by the Election Judge. The Inspector of Elections may be called upon for inspection of the assembled mailings of the proxy solicitation materials approved by the Election Judge.
 - a. There may be a total of two mailings to shareholders:
 - i. One consolidated mailing shall be made no later than 40 days prior to the election of all materials timely submitted to the Election Judge and approved for distribution.
 - ii. A second consolidated mailing shall be made no later than 25 days prior to the election, consisting of all approved proxy statements and proxy forms that have been submitted as of the time of distribution.
 - b. The Inspector must provide a cover letter to be included with the first consolidated mailing advising shareholders of the following:
 - i. a general description of the contents of the mailing;
 - ii. a brief discussion of cumulative voting;
 - iii. how to properly complete the enclosed proxy if the shareholder so chooses;
 - iv. how to return the completed proxy to the Inspector of Elections; and
 - v. the name and fax number of both the Election Judge and the Inspector of Elections (see Attachment 3 for an example of a permissible cover sheet).

- c. All envelopes mailed to shareholders from the Inspector of Elections will be stamped with the following stamps: "On behalf of Eklutna, Inc." and "Important Election Materials Enclosed". These stamps are bold red in color with at minimum 48 font size and will be provided by the Corporation for use by the Inspector of Elections and then returned to the Corporation after the election.
 - d. The first consolidated mailing to the shareholders must include a postage prepaid, envelope addressed to the Inspector of Elections for executed proxies to be returned to the Inspector of Elections.
 - e. Upon receipt by the Corporation, of a change of shareholder address, the Corporation shall immediately forward all previously mailed proxy solicitation materials, and any future mailings, in the same manner as set forth herein to the new address.
 - f. In the event a shareholder has consented in writing (see the form at Attachment 8) to also receive corporate communications including, but not limited to notice of the Annual Meeting, via electronic transmission, and upon request of the shareholder, the notice, proxies, and other related documents and information may be distributed to the shareholder via electronic transmission. Such consent must include the shareholder's signature, or if received via electronic transmission, information demonstrating that the shareholder authorized the transmission.
- 3. In years when the Board determines "early bird" prizes will be available, the Inspector of Elections will conduct "early bird" prize drawing(s) from among those shareholders who have submitted proxies received by the Inspector of Elections on or before a date(s) to be established annually by the Corporation.
 - 4. The Inspector of Elections must receive, hold, and collate upon receipt all documents submitted by mail, fax, email, electronic transmission, or hand delivery as proxies ("proxy documents"), as well as the envelopes in which they were received, and make those materials available for inspection following the deadline for submission of proxies
 - a. The Inspector shall maintain an Interim Proxy List of all shareholders who have submitted proxy documents. The Interim Proxy List must identify the holder of each proxy. The Interim Proxy List must have a notation indicating if the shareholder's proxy appears to direct an under-vote or an over-vote. The Interim Proxy List should also include a notation indicating if a proxy may not be in the required form. Each proxy that has been the subject of a notation is subject to inspection by the shareholder and the proxy holder at the offices of the Inspector upon request during regular business hours, or on request by the shareholder or proxy holder for such proxy, by email or fax transmission provided that documents so transmitted are not to be forwarded to other recipients. The Interim Proxy List shall be updated each Tuesday and each Friday beginning the week after the

consolidated mailing is sent. A draft of the report shall be provided to the designated Eklutna, Inc. staff member assisting with the election processes, for review of accuracy, prior to distribution to each potential candidate. The Interim Proxy List is not available for inspection by shareholders, shall not be posted at the offices of the Corporation, and shall not be provided to any shareholder other than a potential candidate for whom proxies have been solicited in writing approved by the Election Judge pursuant to Appendix A. The Inspector of Elections shall regularly distribute the Interim Proxy List by email or U.S. Mail to each potential candidate for whom proxies have been solicited in writing approved by the Election Judge pursuant to Appendix A. Any electronic distribution of the Interim Proxy List shall be accompanied by a statement indicating that the Interim Proxy List is not intended to be forwarded to other recipients. Candidates may, however, review all submitted proxies at the offices of the Inspector upon request during regular business hours, regardless of timing.

- b. In the event a shareholder has submitted a proxy which does not allocate all of the votes the shareholder has to cast (an “under-vote”), the Inspector of Elections shall make every effort to determine the intent of the shareholder who submitted the proxy, including, but not limited to contacting the shareholder in question so long as contact is made prior to the proxy submission deadline. In the event, shareholder intent cannot be determined and the shareholder has not responded to requests for clarification, the shareholder’s votes will be cast as indicated, with the amount not cast used for quorum purposes only.

In the event a shareholder submits multiple proxies, the Inspector of Elections must determine the date order of the submitted proxies with the last in time being valid. All other qualifications being met for valid proxies, multiple proxies simultaneously executed shall all be valid and votes allocated accordingly.

When a shareholder submits one or more proxies which result in an “over-vote” of the votes available to the shareholder to cast, the Inspector of Elections shall reduce any “over-vote” by making a pro rata reduction of the votes received by any candidate receiving votes in the “over-vote” sufficient to eliminate the “over-vote.”

- c. As soon as practicable after the deadline for submission of proxies has passed, the Inspector shall prepare the following Post-Deadline Proxy Lists:
 - i. a list of all shareholders who have submitted proxy documents, cross-referenced to the proxy holder or holders;
 - ii. a list of all proxy holders named on proxy documents, cross-referenced to the shareholder or shareholders; and
 - iii. a list of all proxies that were superseded, challenged, or held to be improper.

The Post-Deadline Proxy Lists shall be made available for inspection by any shareholder at the office of the Inspector of Elections, but shall not be distributed by mail, facsimile, email, or other transmission to any shareholders except the potential candidates for whom proxies have been solicited in writing approved by the Election Judge pursuant to Appendix A.

The Post-Deadline Proxy Lists shall be distributed by the Inspector of Elections by email or U.S. Mail to each potential candidate for whom proxies have been solicited in writing approved by the Election Judge pursuant to Appendix A. Any electronic distribution of the Post-Deadline Proxy Lists to such potential candidates shall be accompanied by a statement indicating that the Post-Deadline Proxy Lists is not intended to be forwarded to other recipients.

The Inspector shall send to the offices of the Corporation for posting a redacted Post-Deadline Proxy List consisting solely of a list of shareholders who have submitted proxies and the number of votes granted by each proxy. The redacted list shall not disclose to whom the proxy was granted or whether or how the shareholder executing the proxy may have directed votes.

5. The Inspector of Elections is responsible for preparing proxy registers.
 - a. After the period for challenge to a proxy by shareholders has expired, the Inspector of Elections must inspect and segregate proxy documents according to these rules into three categories: Valid Proxies (those that have not been challenged and are in proper form); Challenged Proxies (those that have been challenged); and Invalid Proxies (those that have not been challenged but are not in proper form).
 - b. The Inspector must prepare a list of the categorization of proxy documents ("Preliminary Proxy Register").
 - c. The Inspector of Elections must submit the challenged Proxies and Invalid Proxies to the Election Judge.
 - d. The Inspector must add to the Preliminary Proxy Register as Valid Proxies all proxy documents validated by the Election Judge after hearing in accordance with these rules.
 - e. The Inspector must then tabulate the total number of votes available for each proxy holder to cast and prepare an "Updated Proxy Holder Register."
 - f. Immediately upon completion, the Inspector of Elections must distribute the Updated Proxy Holder Register to the Election Judge and send to the Corporation for posting a final list of the valid proxies for the annual meeting identifying the executing shareholder and the

number of votes granted by each proxy, but not identifying the proxy holder or whether or how the shareholder directed any votes.

- g. The Inspector of Elections must make the Updated Proxy Holder Register available for shareholders to review if they wish to do so at his or her offices during regular business hours and post it at the place for the annual shareholder's meeting at the beginning of registration.
6. The Inspector of Elections is responsible for overseeing the registration of shareholders to vote at the meeting in accordance with the share register certified by the Corporation's Secretary, which registration may be checked by any shareholder. During the course of registration the Inspector must:
- a. Verify shareholder identity with a photo ID, or other acceptable identification, during registration;
 - b. Delete from the Updated Proxy Holder Register the proxy of any shareholder who registers at the meeting to create a Final Proxy Holder Register; and
 - c. Advise any shareholder who registers at the meeting, after having previously given a proxy to another, that their proxy will be voided by such registration, and that by their registration and attendance they have the opportunity to vote their own shares during the meeting (including shares for which there are valid proxies).

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

7. The Inspector of Elections is responsible for ascertaining whether there is quorum for the meeting. The Inspector must:
- a. Determine the number of shares of stock outstanding and the voting power of each;
 - b. Determine the shares of stock represented at the meeting (including shares for which there are valid proxies); and,
 - c. Determine the existence of a quorum in accordance with these Bylaws, and to make this information known to the President, the Parliamentarian and the shareholders assembled at the meeting.
8. The Inspector of Elections is responsible for overseeing voting at the annual meeting. The Inspector of Elections must:
- a. Establish and implement such other controls at the meeting as may be necessary to ensure the integrity of the ballots cast at the meeting;

- b. Prepare and distribute ballots after all nominations are closed at the meeting in such a way that the identity of the shareholder voting cannot be determined by the face of the ballot. See Attachment 5 for a sample ballot; and
- c. Carefully explain the voting procedures at the meeting, including the effect of cumulative voting, how to properly fill out the ballot; and
- d. Impartially aid any shareholder who requests help in properly filling out a ballot.

Voting shall occur until fifteen (15) minutes after the close of New Business unless determined otherwise by the Election Judge.

- 9. When voting is complete, the Inspector of Elections must tabulate votes in accordance with shareholder registration, the Final Proxy Holder Register, and the ballots voted.

The Inspector must maintain the security of the place where tabulation of votes shall take place, allowing ingress therein only to the Inspector of Elections, the Election Judge and their agents (if practicable such place shall be observable by shareholders). In tabulating votes, the Inspector of Elections shall reduce any "over-vote" by making a pro rata reduction of the votes received by any candidate receiving votes in the "over-vote" sufficient to eliminate the "over-vote."

- 10. The Inspector of Elections is responsible for announcing the results of total votes cast.
- 11. The Inspector of Elections must prepare for in advance and conduct drawings for door prizes and registration incentives, to be provided by the Corporation, at the meeting. Only those shareholders eligible to vote at the Annual Meeting shall be eligible for a door prize.
- 12. The Inspector of Elections must provide a written report within 30 calendar days of the date of election, including an executed sworn statement certifying that all activities enumerated in paragraphs 1 through 12 above were faithfully performed in accordance with these rules, to the Election Judge, and to the Corporation, which shall make such report available for any shareholder to review.
- 13. The Inspector of Elections must maintain in a secure manner all proxy documents, the Final Proxy Holder Register, Election Judge Reports, the report referenced in paragraph 12 above, and all working documents for a period of twelve months from the date of the report referenced in paragraph 12 above, at which time they shall be securely stored and preserved for at least three years. Thereafter, the Inspector may destroy these materials unless the Corporate Secretary has made a written request to the Inspector that the materials instead be returned to the Corporation.

14. Compliance with any requirements set forth above regarding sending, copying, mailing or in any way transmitting a copy or original document to the Corporation may be accomplished by electronic mail, immediate facsimile transmission or delivery to the corporate office.
- C. Prior to commencement of duties the Corporation will execute an engagement letter with the Election Judge acknowledging the duties of the Election Judge as stated in the Amended Bylaws of Eklutna, Inc. including Appendix A to the Bylaws.
- D. Eklutna, Incorporated will pay for the services of the Inspector of Elections and his or her staff, if any, and all reasonable expenses, including the costs of copying and mailing, advanced by the Inspector of Elections during the performance of their duties.

V. SHAREHOLDER MEETINGS AND VOTING RIGHTS

- A. All shareholder meetings shall be organized and held as provided for in Article III of the Bylaws of Eklutna, Incorporated, as amended. Voting eligibility and rights shall be as stated in Article III of the Bylaws or Articles of Incorporation of Eklutna, Incorporated as amended. The rules contained herein shall not conflict with said Bylaws or applicable Federal or Alaska Statutes, and should a conflict be found, the applicable Statutes, Articles of Incorporation, or Bylaws will govern, in that order.
- B. The Board of Directors will close the stock transfer books and fix the record date in accordance with Article III, Section 10 of the Bylaws and consistent with Alaska law.
- C. Notice of the annual meeting shall be given on a date in accordance with Article III, Sections 4 and 10 of the Bylaws.
- D. The Annual Meeting materials distributed shall contain the following data:
 1. Notice of the meeting, including the date, time and place of the meeting.
 2. Name, address, e-mail, and fax number of the Election Judge and Inspector of Elections.
 3. Agenda
 - a. The Agenda for the annual meeting shall be approved by the Board of Directors in the following format with additions and changes as directed by the Board:
 - i. Call to order (Note: Shareholders shall be permitted to register at the meeting from ninety (90) minutes before the meeting was noticed to begin until sixty (60) minutes after the meeting was noticed to begin. Shareholders registering online and in person shall have the ability to vote beginning at the time of registration.)
 - i. Invocation
 - iii. Introductions

- iv. Establishment of Quorum
 - v. Approval of Minutes (if in-person meeting is convened)
 - vii. Presentation of Candidates and Explanation of Shareholder Resolution(s) *[include "Explanation...." portion only if there are active resolutions for the year]*
 - xi. Reports
 - (a) President (A Board approved President's Report with any Director comments must be submitted in writing to the Election Judge for review no later than ten (10) days prior to the annual meeting).
 - (b) Chief Executive Officer
 - (d) Annual Financial Audit
 - xii. Questions and Answers
 - xiii. New Business
 - xiv. Polls close (15 minutes following the end of any new business unless otherwise determined by the Election Judge)
 - xv. Election Results
 - xvi. Announcements
 - xvii. Adjournment.
- b. "New Business" will include any proposal requiring shareholder action and may be presented by the Board of Directors or by shareholder petition as set forth in Section VIII below.
 - c. The Agenda mailed to shareholders with Notice of the Annual Meeting shall include a notation in bold stating: "Only shareholders, their direct descendants, and individuals invited by the Corporation will be permitted to attend the Annual Meeting."
- 4. Annual Report.
 - 5. Number of shares outstanding at the closure of the stock transfer books including a count of shares eligible and ineligible (non-voting) to vote, and the number of shares required for a quorum.
 - 6. Deadline for the submission of proxy materials to the Election Judge.
 - 7. Deadline for the submission of executed proxies by shareholders to the Inspector of Elections.

8. Minutes of the previous meeting.
9. Calendar of important dates applicable to the annual meeting.
10. Copy of the Bylaws of Eklutna, Incorporated, and Appendix A to the Bylaws.

VI. PROXY FORMS

- A. Proxies solicited shall be in the form as shown in Attachment 1 to this Appendix A. Written proxy solicitation must be preceded by disclosures in the form shown in Attachment 4 to this Appendix A.
- B. A proxy gives full authority to the bearer (holder) to vote on issues at the annual meeting unless it is otherwise restricted.
- C. Proxies are to be mailed, faxed, electronically submitted, hand delivered, or emailed to the Inspector of Elections. Should they be sent mistakenly to another location, including to the Election Judge or corporate offices, those will immediately be transferred by fax, email, or hand delivery to the Inspector of Elections.

VII. PROXY SOLICITATION MATERIALS

- A. False or Misleading Statements. A solicitation may not be made by means of a proxy statement, proxy, notice of meeting, or other communication which contains any statement which, at the time and under the circumstances in which it is made, is false or misleading with respect to any material fact, omits to state any material fact necessary in order to make the statements made in the Solicitation not false or misleading, or omits to state any material fact necessary to correct any statement in an earlier communication regarding the solicitation of a proxy for the same meeting or subject matter which has become false or misleading. Solicitations shall be made in plain and understandable language, and shall give a fair presentation to any issues discussed. The following are some examples of what, depending upon particular facts and circumstances, might be found to be misleading:
 1. Material which directly or indirectly impugns character, integrity, or personal reputation, or directly or indirectly makes charges concerning improper, illegal or immoral conduct or associations, without factual foundation;
 2. Failure to so identify a proxy statement, proxy or other soliciting material as to distinguish it clearly from soliciting material of any other person soliciting for the same meeting or subject matter; or
 3. Claims made before a meeting regarding the success or failure of a solicitation.
- B. 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 shareholders' meeting, for which it is solicited; (4) a proxy which confers authority to vote at more than one shareholders' meeting, or (5)

a proxy which authorizes a vote at any shareholders' meeting other than the one described in proxy materials accompanying said proxy.

C. Proxy Solicitation Submissions. Please note, there are no extensions to any of the timelines contained herein for federal holidays. All deadlines are as indicated.

1. Presumptions. A written proxy solicitation shall be presumed true where the proxy materials have been submitted to the Election Judge in accordance with these rules. A written proxy solicitation shall be presumed to be false or misleading where the proxy materials have not been submitted to the Election Judge in accordance with these rules. Both these presumptions are rebuttable.
2. Submission to Judge; Notice. Not later than 5:00 p.m. Anchorage time at least fifty-two (52) days prior to the date for the holding of a shareholders' meeting, all persons wishing to submit written proxy materials to the shareholders for such meeting may submit such materials to the Election Judge via fax, mail, email or hand delivery. Proxy solicitation material shall be signed and dated. In the case of proxy solicitation material which is e-mailed to the Election Judge in any form other than a scan providing an image of a signature, a signed copy of the proxy solicitation shall be promptly faxed, hand delivered, or mailed to the Election Judge. Materials submitted by fax will be processed as received, including fax headers or footers, unless the participant submits a clean original by hand delivery or mail. The Election Judge shall have the discretion to accept substantially complete submissions, and shall promptly provide the participant an opportunity to submit any necessary cure. The Election Judge will fax or email all proxy materials to the Corporate Office for posting. Any person submitting proxy solicitation material should first verify that all information contained therein is accurate, including the date of the meeting at which the proxy is to be used. Supporting documentation regarding educational attainment will be posted for comment but will not be included in the mailing of approved proxy materials to shareholders unless at the time of submission the participant indicates an intention for the supporting documentation to serve as part of the proxy solicitation materials. The only approved materials which the Corporation would facilitate reproducing and mailing for the candidates are the proxy statement, the proxy solicitation, the blank proxy with all of these materials required to be on letter size paper. The cost of reproducing and distributing other approved solicitation materials would be borne by the individual candidate.
3. Review by Election Judge. The Election Judge shall provide copies of submissions to the Corporation for posting as soon as practicable upon receipt and in any event, no later than within one (1) business day. The Election Judge shall review all proxy materials submitted to him or her for compliance with these rules. If scripts of oral proxy solicitations by radio, telephone, or proposed communications by social media (including, facebook, twitter and the like) are prepared for use, they shall be submitted to and approved by the Election Judge in the manner described herein. The Election Judge may request of any person soliciting proxies a written submission of factual information supporting any representation made in any

proxy solicitation materials. The Election Judge will transmit by fax, email, or hand delivery all submissions of factual information to the Corporate Office for posting. Any solicitation received by the Corporation shall be immediately transmitted by fax, email, or hand delivery to the Election Judge.

- a. Any person wishing to comment on submitted proxy materials as to their compliance with these Rules may do so in a signed writing to the Election Judge provided the comments are received by the Election Judge by 5:00 p.m. Anchorage time within three (3) business days of the posting in the Corporate office. The Election Judge will email, fax, or mail all comments to each individual who has submitted proxy solicitation materials to the Election Judge and to the offices of the Corporation, where they will be posted. While the Election Judge will acknowledge the receipt of any comments, the Election Judge may, but is not required to, respond to any comments (but will inform of a decision to make no comment) on proxy materials. All communications from the Election Judge will be faxed or emailed to the Corporate Office for posting.
- b. The Election Judge shall, within eight (8) days of receipt of such material, inform the party soliciting proxies in writing either: (i) that the Election Judge does not object to the materials being sent to shareholders in the form submitted; (ii) that the materials require specific additions, deletions, or modifications to comply with these rules and that if such additions, deletions or modifications are made, resubmitted and verified by the Election Judge as in compliance, the Election Judge will have no objection to their being sent to shareholders; all communications between a participant and the Election Judge, pursuant to this provision, shall be faxed or emailed to the Corporate office for posting; or (iii) the materials as submitted do not comply with these Rules and cannot be made to comply with them simply through additions, deletions or modifications.
- c. Candidates and participants may personally distribute duplicates of their proxy solicitation materials to shareholders after approval by the Election Judge and receipt of either the letter from the Election Judge advising the candidate that their proxy solicitation material had been approved or receipt of a copy of the letter forwarding the approved material on to the Inspector of Elections for distribution by mailing to the shareholders.
- d. Solicitation materials under (b)(i) above and, after the additions, deletions or modifications required are made and approved by the Election Judge, the solicitation materials under (b)(ii) above shall be provided as soon as each is approved, immediately, by the Election Judge to the Inspector of Elections to be mailed to shareholders in one consolidated mailing. If the Election Judge has been notified of an agreement between the Corporation and the Inspector of Election delegating to Corporate staff responsibility for copying and mailing pursuant to Section IV.B.2 above, then the Election Judge shall immediately provide such approved materials to the designated

Corporate staff person and a copy to the Inspector of Elections. The Election Judge shall also immediately notify the person submitting approved proxy materials that the materials have been forwarded to the Inspector of Elections for distribution to shareholders, with a copy of that notice to be sent to the Corporate office for posting. Those materials that do not comply with these Rules shall not be approved by the Election Judge nor mailed to shareholders by the Inspector of Elections.

- e. Inquiries and Challenges to Proxies. All proxies desired to be voted at any shareholder's meeting must be received by the Inspector of Elections not later than 5:00 p.m. Anchorage time at least eight (8) days before such meeting. No proxy received thereafter may be voted at the meeting. The Inspector of Elections shall make all proxies received available for inspection by any candidate at any time and to any shareholder as soon as possible after the deadline for receipt of proxies has passed.
 - i. Candidates may submit an inquiry to the Election Judge concerning the accuracy of the signature of a shareholder on a proxy. The Election Judge shall contact the Inspector of Elections and the Corporation to provide verification to the inquiring Candidate.
 - ii. Any shareholder wishing to challenge a proxy on the grounds that it was not solicited in compliance with these rules, is in improper form, or does not contain the true signature of a shareholder, may do so by filing a written challenge with the Election Judge at least 72 hours prior to the meeting. The Election Judge will immediately forward a copy of the written challenge to the person submitting the proxy being challenged, stating the grounds of such challenge.
 - iii. The proxy holders of a challenged proxy may submit an answer to such allegations to the Election Judge at least 48 hours prior to the meeting, and the Election Judge shall immediately forward a copy of any answer to the person challenging the proxy.
 - iv. The Election Judge shall then schedule and proceed expeditiously to hear the matter, in a proceeding which may be attended by any shareholder or shareholder's representative but which shall take place in accordance with such rules and upon such evidence as the Election Judge, in his or her sole discretion, shall deem appropriate and just. The Election Judge shall then rule as to whether the proxy was validly obtained in accordance with these Rules or is otherwise valid or invalid, and his or her decision shall be final.

- f. No Authority to Investigate. The Election Judge has no authority to act as an investigator of facts. The Election Judge shall only consider facts presented to him or her. All persons submitting a proxy solicitation, or challenging a solicitation or a proxy, have the burden to provide credible factual evidence to the Election Judge that the position they take is supported by the more credible facts. Rumors, suspicions, opinions, innuendo, and the like will not be considered credible factual evidence.
- g. Support Staff and Remuneration. The Election Judge shall be empowered to designate his or her own counsel and to provide himself with such support staff as he deems necessary to carry out his or her duties in an expeditious and efficient manner. All reasonable expenses advanced by the Election Judge shall be paid by the Corporation. The Election Judge shall be paid a stipend to be determined by the Board of Directors at the time the Election Judge is appointed.
- h. Ex Parte Communications. No person shall contact the Election Judge except through the written submissions allowed under these Rules, except that:
 - i. By a 4/5ths vote, through a motion, the Board of Directors will authorize a staff member to make routine and administrative contacts, either verbal or written, with the Election Judge on behalf of the Corporation and to address with shareholders matters related to the election and Appendix A that are not otherwise the responsibility of the Inspector of Elections or Election Judge. The duties of that staff person, or other designee, include assisting shareholders and participants by scanning or copying and transmitting executed proxies to the offices of the Inspector of Elections upon request.
 - ii. The Board of Directors of the Corporation itself may contact the Election Judge at any time concerning any matter so long as at least four (4) Board members (1) are physically present at the time any verbal contact is made, or (2) have duly authorized the making and content of any written contact. Any such contact shall be disclosed by the Election Judge.
 - iii. The Inspector of Elections may contact the Election Judge for routine questions or coordination. To the extent the communication involves an interpretation or advice of the Bylaws or this Appendix A, the Election Judge shall notify the Corporation pursuant to the procedures below.
 - iv. The Election Judge shall notify the Corporation in writing within 24 hours of the making of any ex parte contact and shall identify the person initiating the contact, state the date and time of the contact, whether the contact was written or verbal, and the nature of the contact. The Election Judge

shall refer verbal contacts by a participant not allowed under these rules back to the Corporation's appointed contact person for disposition.

- i. Out-of-Area Shareholders. Any out-of-area shareholder who is unable to personally review submitted materials posted at the offices of the corporation may request the corporation fax, email, or mail copies of said posted materials to them directly.

VIII. FACSIMILE, E-MAIL OR ELECTRONIC SIGNATURE SUBMISSIONS.

All submissions to the Election Judge or to the Inspector of Elections allowed under these Rules may be made by facsimile (fax) or e-mail transmission, provided that submissions received by the Election Judge are immediately thereafter sent by fax or email to the offices of the Corporation. The Corporate offices will immediately forward by fax or email any facsimile or email received under this section to the Election Judge and the Inspector of Elections. Any fax or email submission that does not comply with this rule shall be void and shall not be considered by the Election Judge or the Inspector of Elections. If and to the extent authorized by a resolution of the Board of Directors, authentic electronic signature may also be used.

IX. CHALLENGES TO THE ELECTION

- A. Request for Recount. A participant may submit a written request for a recount to the Election Judge by no later than 5:00 p.m. Anchorage time within seven (7) days of the election. One recount shall be required, if requested, under conditions determined appropriate by the Election Judge, if the requesting participant was a candidate for the Board of Directors, was not successful, and the total votes received by the requesting participant was within 1% of the total votes received by the next closest successful candidate. One recount may be required by the Election Judge if the request, as determined by the Election Judge, establishes a reasonable basis that a recount would alter the results of the election.
- B. Interference with Shareholder Voting.
 1. A person interferes with voting if the person
 - a. uses, threatens to use, or causes to be used force, coercion, violence, or restraint, or inflicts, threatens to inflict, or causes to be inflicted damage, harm, or loss, upon or against another person to induce or compel that person to vote or refrain from voting in an election;
 - b. knowingly pays, offers to pay, or causes to be paid money or other valuable thing to a person to vote or refrain from voting in an election;
 - c. solicits, accepts, or agrees to accept money or other valuable thing with the intent to vote or refrain from voting in an election; or
 - d. causes to be used alcohol, drugs, or other intoxicant, upon or against another person to induce or compel that person to refrain from voting

in an election, or to render that person incapable of voting in an election.

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

2. Complaints of Interference

- a. shall be submitted in writing to the Election Judge by no later than 5:00 p.m. Anchorage time on a date within thirty (30) days of the alleged interference; and
 - b. shall be supported with sworn affidavits of the person suffering the interference, and any witnesses thereto.
3. The Election Judge shall immediately schedule and proceed expeditiously to hear the matter, in a proceeding which may be attended by any shareholder or shareholder's representative(s), but which shall take place in accordance with such rules and upon such evidence as the Election Judge, in his or her sole discretion, shall deem appropriate and just, and which is in accordance with due process. The Election Judge shall then rule as to whether there has been interference with voting, or other wrongdoing, and his or her decision shall be final.
4. Penalties for interference with voting may include, but are not limited to, allowing the victim of the interference to recast their vote and having the new revised vote tallied and appropriate board seats filled accordingly; forfeiting the board seat if a violator is elected to the next highest vote getter at the preceding election; or referral to the District Attorney for the State of Alaska for criminal prosecution; or, such other remedy as the Election Judge shall deem just and appropriate given the nature and circumstances of the violation.

X. AUTHORITY OF ELECTION JUDGE.

- A. The decisions and opinions of the Election Judge are final as to the Corporation and subject to challenge only as may otherwise be provided by law.
- B. Participants may agree in writing to submit a dispute arising under these rules to the Election Judge pursuant to the Alaska Uniform Arbitration Act.

XI. SHAREHOLDER PROPOSALS

A petition, signed by shareholders holding ten (10) percent or more of voting shares of the Corporation, may make a proposal, which must state a valid business purpose, for action at the shareholders meeting by submitting the petition to the Election Judge and the Inspector of Elections by no later than 5:00 p.m. Anchorage time at least thirty (30) days prior to the meeting. Signatures on the petition will be verified by the Inspector of Elections to determine if the required amount of shareholders entitled to vote have signed. Any dispute as to the inclusion of such proposal shall be determined by the Election Judge. If the Election Judge determines the proposal to involve a valid business purpose and if the Inspector of Elections notifies the Election Judge that the required number of signatures are present, the Inspector of Elections shall mail a copy of the shareholder proposal to the shareholders and a copy to the offices of the Corporation.

Solicitation of proxies for the petition shall be done in the same manner as any other proxy solicitation. The proxies shall include a separate provision for voting on the shareholder proposal, and said provision will be drafted by the Corporate Attorney and the language made available to proxy solicitors at the office of the Corporation. Voting at the meeting shall include the shareholder proposal on the ballot, and the shareholders may choose to either vote for it, against it, or abstain.

The shareholder petition shall be in the form of Attachment 2 attached hereto. The Corporation will provide copies of Attachment 2 to any shareholder requesting such copies.

XII. BOARD PROPOSALS

The Board of Directors of the Corporation may make a proposal, which must state a valid business purpose, for action at an annual or special shareholders meeting by submitting the proposal to the Election Judge and the Inspector of Elections by 5:00 p.m. Anchorage time at least thirty (30) days prior to the meeting. Any dispute as to the proposal shall be determined by the Election Judge. If the Election Judge determines the proposal to involve a valid business purpose and the proposal has been approved by the Board of Directors, the Inspector of Elections shall mail a copy of the board proposal to the shareholders and a copy to the offices of the Corporation.

Solicitation of proxies for the proposal shall be done in the same manner as any other proxy solicitation. The proxies shall include a separate provision for voting on the board proposal, and said provision will be drafted by the corporate attorney and the language made available to the Board of Directors and shareholders at the office of the Corporation.

XIII. SPECIAL SHAREHOLDER MEETINGS

- A. Any special meetings authorized by the Board of Directors of Eklutna, Incorporated or by petition of shareholders shall be held as set forth in Article III of the Bylaws of Eklutna, Incorporated.
- B. The Board of Directors shall provide notice in the manner described in these Rules and shall establish proxy submission dates to be included in the notice.
- C. The Board of Directors shall establish a record date for the special meeting.

XIV. FORM OF PROXIES

- A. Board Proposal Proxies. Proxies solicited on behalf of Board proposals intended to be dealt with at an annual or special meeting of the shareholders shall be in the form provided by the Corporation.
- B. Other Proxies. Proxies solicited on behalf of any other person shall be in the form of Attachment 1 attached hereto. The Corporation will provide copies of Attachment 1 to any shareholder requesting such copies.
- C. Discretionary Authority. A proxy may confer discretionary authority 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 any eligible person to an office for which a bona fide nominee is named in the proxy and the nominee is unable to serve or for good cause will not serve;
 - 4. Casting votes for any nominee to the extent the proxy does not designate the number of votes to be cast for any specific nominee;
 - 5. Matters incident to the conduct of the meeting;
 - 6. The right to cumulate votes in the election of directors.

XV. FORM OF PROXY SOLICITATION

Proxy Solicitations by Others. The written solicitation of proxies on behalf of a participant must be preceded or accompanied by a dated, written proxy statement in the form set forth in Attachment 4 to Appendix A, which provides for disclosure including, but not limited to the following:

- A. The name of the Corporation;

- B. The name and address of each participant, including each proxy holder, who has joined or proposed to join in the solicitation;
- C. A statement indicating whether any of the participants in the solicitation listed pursuant to B above 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;
- D. 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 candidate description must include, if applicable:
 - 1. Name, age, address, and a statement confirming the nominee has a high school diploma or a GED equivalent;
 - 2. All positions and offices presently held with the Corporation;
 - 3. If the nominee is a director at the time of submission: (1) a statement as to the expiration of the current term and all other periods of service as a director; (2) attendance record for all Board of Director, committee, trainings and special assignment meetings during the current term; (3) total income from service to Eklutna, Incorporated, its subsidiaries and/or affiliates for the prior calendar year and from January 1 to June 30 of the current calendar year. Eklutna staff will generate that figure and make it available to any interested shareholder.
 - 4. The nature of any family (defined as an individual's spouse, parents, children, or siblings by blood or adoption) relationship with any director, nominee or executive officer of the Corporation and its subsidiaries;
 - 5. Business experience during the past five years, including principal employment or occupation and employer and service as an officer or director of any other corporation;
 - 6. 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, including driving while intoxicated, except traffic violations or other minor offenses, and the entry of any final judgment, order or decree, not subsequently reversed or vacated, that he or she engaged in unethical or illegal business practices or violated securities laws; and whether any criminal proceedings are pending.
- E. A brief description of 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:
 - 1. The transactions in the aggregate exceed \$20,000; and

2. The participant in the solicitation or a member of his or her family is employed by, is an officer or director of, or owns, directly or indirectly, an interest in the entity;
- F. A brief description of all legal proceedings to which each participant in the solicitation, or any entity described in Section XIII.E.2., is a party with interests adverse to the Corporation or its subsidiaries;
- G. A brief description of the methods to be employed to solicit proxies, if other than by the use of the mail;
- H. A statement of the total amount estimated to be spent and the total already expended on the solicitation of proxies;
- I. 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;
- J. A statement indicating whether reimbursement for solicitation expenses will be sought from the Corporation (other than expenses required to be borne by the Corporation under these Rules); and
- K. If a 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:
 1. 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
 2. 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 corporations and would receive no extra or special benefit not shared on a pro rate basis by all other shareholders of the same class.

XVI. DEFINITIONS. As used in these Rules:

- A. "Board proposal" means a proposal stating a valid business purpose, approved and endorsed by a majority of the Board of Directors, presented to the shareholders for action by the shareholders at any meeting;
- B. "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;
- C. "Family" means an individual's spouse, parents, children, or siblings by blood or adoption;
- D. "Financial transaction" means:

1. 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;
 2. The buying or selling of services;
 3. The loaning or borrowing of money or a preliminary commitment to that transaction; or
 4. Any other transaction which is substantially similar in nature to those listed in this paragraph, excluding distributions mandated by 43 U.S.C. §1606 (j), effective December 18, 1971;
- E. "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;
- F. "Meeting" means an annual or special shareholders' meeting of the Corporation, or an adjournment thereof;
- G. "Nominee" means one who has been proposed for the office of director;
- H. "Over-vote" means when a shareholder votes shares in excess of the number of shares held by the shareholder.
- I. "Participant":
1. Means the Board and the Corporation;
 2. Means a nominee for whose election as director proxies are solicited;
 3. Means a committee or group which solicits proxies or a member of the committee or group;
 4. 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;
 5. Means a person who solicits proxies;
 6. Does not include:
 - a. A person or organization retained or employed by a participant to solicit shareholders whose activities are limited to the performance of his or her duties in the course of his or her employment;
 - b. A person who merely transmits proxy solicitation material or performs other ministerial or clerical duties;
 - c. 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 or her duties in course of his or her employment; or

- d. A person regularly employed as an officer or employee of a participant who is not otherwise a participant;
 - e. The Election Judge, the Inspector of Elections, or their respective agents;
- J. "Post" or "posting" means to affix a copy of a document to a wall or bulletin board in an area of the Corporate offices that is readily accessible to shareholders;
- K. "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 or her custodian, guardian, or attorney-in-fact or electronically transmitted in a manner that demonstrates that the shareholder, custodian, guardian or attorney-in-fact authorized the transmission and giving another person power to vote with respect to the shares of the shareholder;
- L. "Proxy holder" means a person to whom a proxy or power of substitution is given;
- M. "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;
- N. "Solicitation" means a request to execute or not to execute, or to revoke a proxy; or 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.
- O. "Under-Vote" means when a shareholder fails to cast all the votes to which the shareholder is entitled to cast.

All terms not specifically defined have the meaning employed otherwise by these Bylaws, unless the context clearly indicates another meaning.

Attachment 1

EKLUTNA, INCORPORATED – PROXY
PROXY SOLICITED ON BEHALF OF Insert Name of Nominee(s) Here
FOR THE ANNUAL MEETING OF SHAREHOLDERS OF EKLUTNA, INC.
TO BE HELD ON _____, 20__

The undersigned hereby appoints, _____ and in his or her absence, _____, with full power of substitution, as proxy holder of the undersigned to represent and vote the shares of the undersigned at the Annual Meeting of Shareholders of Eklutna, Inc., to be held at _____, Alaska, on the _____ day of _____, 20__, at _____ a.m. / p.m., and at any adjournments thereof, as fully as if the undersigned could be personally present. Said proxy holder is herein specifically authorized to vote the shares of stock of the Corporation which the undersigned is entitled to vote, subject to the following:

Mark only one box.

- ☐ VOTE FOR NOMINEE(S) AS DESIGNATED BELOW.

Your votes will be cumulated and cast at the discretion of the proxy holder unless you make a designation below. You may withhold authority to vote for a particular Nominee by striking a line through the Nominee's name. You may allocate your votes among Nominees by writing the number of votes cast for each Nominee in the space provided. Your total number of votes is equal to the number of shares you hold, multiplied by five (the number of director positions available).

<u>Nominee(s)</u>	<u>Number of Votes</u>	
_____	_____	<i>Inspector's label here</i>
_____	_____	
_____	_____	

- ☐ VOTE FOR NOMINEE(S) ONLY, IN ANY PROPORTION PROXY HOLDER DECIDES
- ☐ DO NOT VOTE MY SHARES FOR THE ELECTION OF DIRECTORS
- ☐ DO NOT VOTE MY SHARES FOR ANY PURPOSE. SHARES; COUNT FOR QUORUM ONLY

YOU MUST DATE YOUR PROXY AND SIGN WITH YOUR LEGAL SIGNATURE.

This proxy revokes all previous proxies given by the undersigned.

DATE: _____, 20__.

(Legal Signature Required)

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

Attachment 2

EKLUTNA, INC.

**SHAREHOLDER PETITION
FOR THE MEETING OF SHAREHOLDERS OF EKLUTNA, INC.
September ____, 20__**

TO THE ELECTION JUDGE:

We, the undersigned shareholders holding ten percent (10%) or more of the voting shares of the Corporation, hereby propose the following, which we consider to be for a valid business purpose, for consideration at the above-referenced Annual Meeting of Shareholders:

We understand that all signatures below and the required number of shares will be verified by the Inspector of Elections, and that you will determine whether or not the proposal set forth above states a valid business purpose. We further understand that should these two issues be determined favorably, our proposal will be forwarded to the Corporate Attorney who will then draft a provision into proper form, incorporating the intent of our proposal, which can then be used in proxy solicitations.

**ALL SIGNATURES MUST BE ON THIS FORM CONTAINING THE ABOVE LANGUAGE!
MULTIPLE FORMS MAY BE SUBMITTED.**

Printed Name

Legal Signature

Number of Shares

Attachment 3

Draft Form Cover Letter for use by the Inspector of Elections:

<Inspector of Elections Letterhead>

<Date>

Dear Eklutna, Inc. Shareholder:

We serve as the Inspector of Elections for Eklutna, Inc. for this year's annual meeting. In that capacity we are mailing the enclosed materials to all shareholders and advising you as follows:

1. _____ is the Election Judge. [_____ is the Alternate.] They can be reached by fax at _____. Enclosed are proxy solicitation materials that have been approved by the Election Judge for the following candidates: _____. You may receive additional proxy solicitation materials in future mailings.
2. This packet should contain a total of _____ pages including this letter. If you did not receive them all, please contact our office immediately so we can send you a corrected duplicate mailing.
3. The Bylaws of Eklutna, Inc. provide for cumulative voting. You have the right to vote the number of shares you own for as many persons as there are directors to be elected, to cumulate and cast for one candidate as many votes as the number of directors multiplied by the number of shares you own, or to distribute that number of votes among any number of candidates. There are five directors to be elected. The number of votes you may use in this election is the number of shares you own multiplied by five. For example, if you own 100 shares then you have 500 votes (100 x 5). You may cast all your votes for one candidate. You may divide your votes up in any other manner among the candidates so long as the total votes you cast does not exceed your total number of votes.
4. If you decide to complete one or more of the enclosed proxy forms, you will need to:
 - a. Review the proxy form(s) and the name(s) of the nominee(s) listed.
 - b. Decide whether you wish to authorize the proxy holder to vote your shares to elect directors at the annual meeting or whether you want your shares to be considered for quorum only. Check the appropriate box and follow the instructions on the proxy form.
 - c. Write the date you signed the proxy form. Note: if you are executing more than one proxy in order to divide your votes among nominees listed on different proxy forms, then you should be sure that each proxy form is signed and dated the same day. **A later-dated proxy will revoke all prior dated proxies.**
 - d. Sign your name using your legal signature.
 - e. Check for accuracy. Example proxies are included to assist you.
 - f. Return the proxy form(s) to us in a timely manner. You may use the enclosed envelope to mail your proxy form(s) or send your proxy form(s) by fax to _____. To be counted, your proxy must be received by us no later than 5:00 p.m. on _____.
5. Finally, you may choose to register to vote your shares in person at the annual meeting. Registering to vote at the annual meeting it will cancel any proxy you have previously given.

Very truly yours,

Name
Inspector of Elections for Eklutna, Incorporated
Enclosures

Attachment 4

PROXY STATEMENT BY Insert Name of Nominee(s) Here
FOR ELECTION TO THE BOARD OF DIRECTORS
AND SHAREHOLDER RESOLUTION [if applicable for the year]
AT THE ANNUAL MEETING OF SHAREHOLDERS OF EKLUTNA, INC.
TO BE HELD ON _____, 20__

INSTRUCTIONS: All written proxy solicitations must be preceded or accompanied by a dated, written proxy statement in the form provided below. Complete ALL sections and CHECK ALL BOXES THAT APPLY. Attach additional pages if necessary. You may attach a signed personalized introductory statement as a **cover page**.

I. Introductory Statement. I / [We], _____, am / [are] soliciting your proxy as a Nominee for election to the Board of Directors of Eklutna, Inc., and for other matters as may properly come before the Annual Meeting of Shareholders to be held at _____, in _____, Alaska, on _____, the ____ day of _____, 20__, beginning at ____ a.m. / p.m.

II. Solicitations and Cost. I / [We] intend to solicit proxies by the following means, other than mail): _____. It is estimated that a total of \$_____ will be spent to solicit shareholder proxies; of this amount \$_____ has already been spent. The following participants have each contributed or agreed to contribute no more than \$500 toward this expense:

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

III. Participants. The following individuals have joined this solicitation as participants and/or proxy holders (provide name and address for each):

The participant(s) and proxy holder(s) listed above ☐ DO / ☐ DO NOT have an arrangement or understanding with an entity for future employment by the Corporation or future financial transactions to which the Corporation will or may become a party. If applicable, provide a description listing the terms of and the parties to each arrangement or understanding:

IV. Director Nominee Disclosures. If more than one Nominee appears on this Proxy Statement, **EACH** Nominee must complete this Section separately and sign at Section V.

a. Service as Director, Officer or Employee of Eklutna, Inc. [check all that apply]

- ☐ I am currently a Director of the Corporation. My term expires at the upcoming Annual Meeting of Shareholders, or until such time as my successor is elected and qualified. I previously served as a Director for the following terms: _____ . During my current term as Director, I attended: _____ of the _____ regular and special meetings held by the Board of Directors; _____ of the _____ committee meetings on which I serve; and _____ of the _____ trainings or assignments for which I was scheduled.

My total income from service to Eklutna, Incorporated, its subsidiaries and/or affiliates from January 1, [last year] to December 31, [last year] was _____, which includes income from board meetings, committee meetings and special assignments. My total income from service to Eklutna, Incorporated, its subsidiaries and/or affiliates from January 1, [this year] to June 30, [this year] is _____, which includes income from board meetings, committee meetings and special assignments. This income is reported and taxable.

- ☐ I currently hold the following other positions and/or offices with the Corporation: _____.

b. Family Relationship with Eklutna, Inc.

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

<i>Name/Relationship</i>	<i>Position</i>	<i>Eklutna, Inc. or Subsidiary Name</i>

c. Educational Experience.

- ☐ I have a high school diploma or equivalent degree (GED). Documentation provided to the Election Judge.

Other educational experience (optional): _____

d. Occupation and Business Experience (Past Five Years)

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

e. Service as Officer or Director of Other Corporations.

During the past five years I have served as an officer or director of the following corporations other than Eklutna, Inc.:

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

f. Other Conduct.

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

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

g. Interested Party Transactions.

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

Name Of Person: _____

Entity: _____

Details of the Transaction: _____

h. Legal Proceedings.

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

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

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

V. SHAREHOLDER RESOLUTION SAMPLE LANGUAGE BELOW:

SHAREHOLDER RESOLUTION 20__-0_: [TITLE]. [Description of Proposal]

There are advantages and disadvantages to the proposed _____. The Board of Directors has identified some of the pros and cons; these are expressed opinions and are not all inclusive. Some of the pros and cons are listed below:

Pros

1. [List Pros here].

Cons

1. [List Cons here].

The Board of Directors [has or] has not made a recommendation to adopt or not adopt the proposed amendments. Shareholders are free to make their own decision whether it is in the best interest of the Corporation in increase the number of Board of Directors and stagger terms.

You may vote for or against the Shareholder Resolution, or may authorize me/[us] to decide how to vote. **Please mark only one box.** If you do not mark any box, your shares will not be voted on this issue.

VI. VERIFICATION OF NOMINEE. [MAY BE SECTION V, DEPENDING ON SUBMISSION OF PROPOSALS]

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

DATE: _____, 20____.

(Legal Signature of Nominee)

(Printed Name)

(Age)

(Address)

Attachment 5: Sample ballot

Ballot Number _____

EKLUTNA INCORPORATED
ANNUAL MEETING OF SHAREHOLDERS
NOVEMBER __, 20__

BOARD OF DIRECTORS ELECTION BALLOT
FOR ELECTION OF FIVE DIRECTORS

With five directors to be elected, the total votes to which you are entitled is:

--

If you check only one line, all of your votes will be given to that candidate.

You may check multiple lines to have your votes split equally among selected candidates.

To split votes unequally among candidates, write in the number of votes you wish to cast for each.

Do not cast more votes than the total number shown in the box above.

CANDIDATE A	_____
CANDIDATE B	_____
CANDIDATE C	_____
CANDIDATE D	_____
CANDIDATE E	_____
CANDIDATE F	_____
_____	_____
_____	_____

This ballot represents _____ shares

Attachment 6 – EXAMPLE FOR EXECUTION OF PROXY

**EKLUTNA, INCORPORATED – PROXY
PROXY SOLICITED ON BEHALF OF Insert Name of Nominee(s) Here
FOR THE ANNUAL MEETING OF SHAREHOLDERS OF EKLUTNA, INC.
TO BE HELD ON _____, 20__**

The undersigned hereby appoints, **Proxy holder's name** and in his or her absence, **Alternate Proxy holder's name**, with full power of substitution, as proxy holder of the undersigned to represent and vote the shares of the undersigned at the Annual Meeting of Shareholders of Eklutna, Inc., to be held at _____ Alaska, on the _____ day of _____, 20__, at _____ a.m. / p.m., and at any adjournments thereof, as fully as if the undersigned could be personally present. Said proxy holder is herein specifically authorized to vote the shares of stock of the Corporation which the undersigned is entitled to vote, subject to the following:

Mark only one box.

☐ VOTE FOR NOMINEE(S) AS DESIGNATED BELOW.

Your votes will be cumulated and cast at the discretion of the proxy holder unless you make a designation below. You may withhold authority to vote for a particular Nominee by striking a line through the Nominee's name. You may allocate your votes among Nominees by writing the number of votes cast for each Nominee in the space provided. Your total number of votes is equal to the number of shares you hold, multiplied by five (the number of director positions available).

Nominee(s)

Number of Votes

**This is where you list
the names of those you
are voting for**

**Here you can specify
the number of votes
for each nominee.**

***Inspector's
label here***

- ☐ VOTE FOR NOMINEE(S) ONLY, IN ANY PROPORTION PROXY HOLDER(S) DECIDE
- ☐ DO NOT VOTE MY SHARES FOR THE ELECTION OF DIRECTORS
- ☐ DO NOT VOTE MY SHARES FOR ANY PURPOSE; SHARES COUNT FOR QUORUM ONLY

YOU MUST DATE YOUR PROXY AND SIGN WITH YOUR LEGAL SIGNATURE.

This proxy revokes all previous proxies given by the undersigned.

DATE: **Date here** _____, 20__.

Sign here _____
(Legal Signature Required)

Properly executed Proxies must be received by the Inspector of Elections no later than November __, 20__, to be considered valid to vote.

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

Attachment 7 – **SAMPLE – Properly execute proxy**

EKLUTNA, INCORPORATED – PROXY
PROXY SOLICITED ON BEHALF OF Candidate A and Candidate B
FOR THE ANNUAL MEETING OF SHAREHOLDERS OF EKLUTNA, INC.
TO BE HELD ON _____, 20__

The undersigned hereby appoints, *Candidate A* and in his or her absence, *Candidate B*, with full power of substitution, as proxy holder of the undersigned to represent and vote the shares of the undersigned at the Annual Meeting of Shareholders of Eklutna, Inc., to be held at _____, Alaska, on the ____ day of _____, 20__, at ____ a.m. / p.m., and at any adjournments thereof, as fully as if the undersigned could be personally present. Said proxy holder is herein specifically authorized to vote the shares of stock of the Corporation which the undersigned is entitled to vote, subject to the following:

Mark one box.

√ VOTE FOR NOMINEE(S) AS DESIGNATED BELOW.

Your votes will be cumulated and cast at the discretion of the proxy holder unless you make a designation below. You may withhold authority to vote for a particular Nominee by striking a line through the Nominee's name. You may allocate your votes among Nominees by writing the number of votes cast for each Nominee in the space provided. Your total number of votes is equal to the number of shares you hold, multiplied by five (the number of director positions available).

<u>Nominee(s)</u>	<u>Number of Votes</u>	
<u>Candidate A</u>	<u>250</u>	
<u>Candidate B</u>	<u>250</u>	Joe John Doe
		500 Votes

- ☐ VOTE FOR NOMINEE(S) ONLY, IN ANY PROPORTION PROXY HOLDER(S) DECIDE
- ☐ DO NOT VOTE MY SHARES FOR THE ELECTION OF DIRECTORS
- ☐ DO NOT VOTE MY SHARES FOR ANY PURPOSE; SHARES COUNT FOR QUORUM ONLY

YOU MUST DATE YOUR PROXY AND SIGN WITH YOUR LEGAL SIGNATURE.

This proxy revokes all previous proxies given by the undersigned.

DATE: October 29, 20__.

Joe John Doe
(Legal Signature Required)

Properly executed Proxies must be received by the Inspector of Elections no later than November __, 20__, to be considered valid to vote.

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

Attachment 8: Electronic Transmission Consent Form

**Eklutna, Inc. Shareholder Authorization
For Electronic Transmission of
Annual Shareholder Meeting Materials**

The undersigned, _____, authorizes Eklutna, Inc.
(CLEARLY PRINT YOUR NAME)
to transmit Annual Shareholder Meeting materials electronically to the email address of:

(CLEARLY PRINT YOUR FULL EMAIL ADDRESS)

All information transmitted electronically is to be considered confidential and is not to be forwarded for any purpose.

This authorization will remain effective until rescinded in writing by the authorizing Shareholder.

Shareholder Signature
