



*Natives Of Kodiak*

## **2021 Board of Directors Candidate Packet**

Pursuant to Alaska law, each candidate for the Natives of Kodiak, Inc. Board of Directors must make certain disclosures. Information you provide on the following pages will be used to prepare the Board's 2021 Proxy Materials and to assist with Board Candidate selections (Ex: Board endorsed or independent candidacy listing). Please feel free to attach additional pages if your answers require doing so to answer completely and please note the Candidate Statement limit of 500 words.

For the purposes of this packet, and in accordance with Alaska Division of Banking & Securities requirements, "family members" are defined as your spouse, parents, children and siblings (by blood or adoption). Listing of first cousins is optional.

**To be considered for inclusion within NOK's 2021 Proxy Materials, your completed Candidate Packet must be received by NOK's Kodiak office by 5:00 p.m. June 4, 2021.**

It is important to note NOK reserves the right to conduct a background check on any candidate for the NOK Board of Directors and that, as part of NOK's established policy, all Board candidates are required to pass a drug test demonstrating freedom from any illegal drug use before being allowed to run for a Board seat.

It is also important to note that the incumbent members of the NOK Board of Directors also serve as Trustees of the Natives of Kodiak Shareholder Permanent Fund Trust (SPFT) and the NOK Benefits Trust (BT), in accordance with 2018's SPFT Restated Agreement and BT 2018 Agreement. NOK's Drug Policy, Election Policies and Procedures, Election-related Sections of the Bylaws, current Trust Agreements and the State of Alaska's Information for Shareholders of ANCSA Corporations booklet are included as attachments within this packet.

If you have any questions, please feel free to contact us at any time.

Sincerely,

David A. Anderson  
Vice President

Natives of Kodiak, Inc. / NOK Shareholder Permanent Fund Trust  
215 Mission Road, Suite 212 | Kodiak, Alaska 99615  
Phone: (907) 486-3606 | Toll-Free: (800) 648-8462 | Fax: (907) 486-2745  
Email: [shareholders@nativesofkodiak.com](mailto:shareholders@nativesofkodiak.com)



**Natives Of Kodiak, I nc.**

*215 Mission Road, Suite 212  
Kodiak, Alaska 99615*

Dear NOK Shareholder,

Thank you for your interest in serving on the NOK Board of Directors. The 47th Annual Meeting of Shareholders of Natives of Kodiak, Inc. will be called to Order on Saturday, September 18, 2021 at 9:30 a.m. in Kodiak, Alaska at the Afognak Native Corporation Building, 300 Alimaq Drive.

Elections for three (3) people to the NOK Board of Directors for three-year terms ending in 2024 will be held at the Annual Meeting. If you are interested in having your Board candidacy included in NOK's Proxy Statement, please submit the following to the NOK office no later than close of business June 4, 2021:

- Completed Nominee Agreement
- Candidate Disclosure Form
- Letter of Intent
- Nominee Statement
- Photograph for use in Proxy Statement

If you have any questions about what materials to provide or about serving on the NOK Board of Directors, please contact our office and we'll be happy to assist you. Following are a few important dates to remember:

June 4, 2021	Board of Directors candidate information deadline
July 30, 2021	Proxy materials mailed to shareholders
September 16, 2021	47th Annual Meeting proxy card deadline
September 18, 2021	47th Annual Shareholders Meeting

Sincerely,

David A. Anderson  
Vice President

215 Mission Road, Suite 212 | Kodiak, Alaska 99615  
Phone: (907) 486-3606 | Toll-free: (800) 648-8462 | Fax: (907) 486-2745  
Email: [shareholders@nativesofkodiak.com](mailto:shareholders@nativesofkodiak.com)

**NATIVES OF KODIAK, INC.  
CANDIDATE DISCLOSURE FORM**



*(To be completed by candidates who wish to be listed in the NOK Proxy Statement)*

Are you a voting shareholder of Natives of Kodiak, Inc. at least 18 years of age holding one or more shares of stock?      Yes  No

**I. Personal Information**

<i>Full Name (as it appears in NOK's records)</i>	<i>Date of Birth</i>	<i>Current Age</i>
<i>Mailing Address</i>	<i>Home Phone</i>	<i>Cell Phone</i>
<i>Residence Address (if different from mailing address)</i>	<i>Fax</i>	
<i>City</i> <i>State</i> <i>Zip</i>	<i>Email</i>	

**II. Positions & Offices**

Please list all positions and offices presently held with NOK, if any.

**III. Brief Family History**

Please describe the nature of any family relationship with any director, nominee or executive officer of Natives of Kodiak, Inc. and its subsidiaries, if any. For the purposes of this packet, and in accordance with Alaska Division of Banking & Securities requirements, "family members" are defined as your spouse, parents, children and siblings (by blood or adoption). Listing of first cousins is optional.

**IV. Business Experience**

Please describe your business experience during the past five years, including principal employment or occupation and employer.

**V. Legal/Criminal Disclosures**

Please describe any of the following events which occurred during the past five years:

- a. Voluntary or involuntary petition under any bankruptcy or insolvency laws.
- b. Appointment of a receiver.
- c. Conviction, or plea of nolo contendere, in a criminal proceeding, except traffic violations or other minor offenses.
- d. The entry of any final judgment order or decree, not subsequently reversed or vacated, that you engaged in unethical or illegal business practices or violated securities laws.

**VI. Financial Transactions**

Please describe any 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:

- a. The transaction in the aggregate exceeded \$20,000, and
- b. You or a member of your family is employed by, is an officer of, director of, or owns, directly or indirectly, an interest in the entity.

**VII. Other Conflicts of Interest**

Please describe any other financial, business, professional or personal relationship or interest that would result or would appear to a reasonable person to result in a potential conflict of interest for the candidate if the candidate were to be elected to serve as a member of the Board of Directors of Natives of Kodiak, Inc., including in the capacity as a trustee of the NOK Shareholder Permanent Fund Trust and NOK Benefits Trust.



## BOARD OF DIRECTORS NOMINEE AGREEMENT

This Nominee Agreement is executed by \_\_\_\_\_  
(printed name of nominee)

I am a voting shareholder of Natives of Kodiak, Inc. (NOK), am 18 years of age or older, and I am a candidate for a seat as a director on the Board of Directors of NOK. I understand and acknowledge that incumbent members of the Board of Directors of NOK also serve as Trustees of the Natives of Kodiak Shareholder Permanent Fund Trust and as Trustees of the NOK Benefits Trust. I wish to have my name included on Corporate Proxy Materials to be included in Natives of Kodiak, Inc.'s mailings to shareholders before the Annual Meeting of Shareholders to be held on September 18, 2021. The election of directors includes a total of 3 (three) vacant seats for three-year terms each.

In consideration for NOK including my name on its proxy, printing and mailing my proxy solicitation materials and including my biographical information, disclosures, photograph, and Nominee's statement in its election pamphlet and Corporate Proxy Materials and the possible publication of certain information within the Shareholder Newsletter, I hereby agree to the following:

1. I will comply with all State of Alaska Statutes and regulations governing proxy solicitation and in particular 3 AAC 08.305-365.
2. I will comply with NOK's Bylaws and Election Policies and Procedures as amended or otherwise revised (copies of both of which I have received, read, and understand), and in particular those sections concerning proxy solicitation and elections.
3. I will comply with NOK's Drug & Policy (copy of which I have received, read, and understand).
4. I understand that if I fail in any material respect to comply with state law or NOK's election related Bylaws, Election Policies and Procedures or Drug Policy during the course of my campaign, NOK may seek to invalidate any proxies or ballots voted for me in accordance with such requirements, except for quorum purposes.
5. With the understanding that I may solicit votes for myself in NOK's proxy materials, I shall not include or permit my name to be included on any proxy for any other nominee or slate of nominees. I will use my best efforts to cooperate with NOK to have my name removed from any other proxy which includes my name, including sending letters to shareholders and authorizing appropriate communications and instructions to be sent to the State of Alaska Department of Commerce, Community and Economic Development, Division of Banking, Securities and Corporations.
6. I acknowledge that I have been provided with copies of the following, all of which I have read and understand:
  - a. State of Alaska Regulations on proxy solicitation (03 AAC 08.305-365);
  - b. Natives of Kodiak, Inc.'s election-related Bylaws, Election Policies and Procedures, Checklist for Candidates, Drug Policy and Nominee Candidate Disclosure Questionnaire and Nominee Agreement;
  - c. The 2018 restated Agreement of the Natives of Kodiak Shareholder Permanent Fund Trust;
  - d. The 2018 Agreement of the NOK Benefits Trust; and
  - e. The State of Alaska's Information for Shareholders of ANCSA Corporations.

Dated: \_\_\_\_\_, 2021 \_\_\_\_\_  
(Nominee's signature)

**ACKNOWLEDGED and ACCEPTED** by Natives of Kodiak, Inc.

Dated: \_\_\_\_\_, 2021 By: \_\_\_\_\_  
Its: \_\_\_\_\_



**Natives of Kodiak, Inc. Board of Directors  
Checklist for Candidates**

- Read entire Natives of Kodiak, Inc. ("NOK") Nominee's Packet:
  - NOK Election Policies and Procedures
  - NOK Drug Testing Policy
  - NOK Bylaws relating to elections
  - NOK Settlement Trust Amended and Benefits Trust Agreements
  - State of Alaska regulations on proxy solicitations (3.AAC 08.305-365)
  
- Complete** the following requirements **and return to NOK by June 4, 2021**:
  - Nominee's Disclosure questionnaire
  - Photograph of Nominee for use in proxy statement
  - Completed and signed Nominee Agreement
  - Prepared nominee's statement (500-word limit)
  
- Review important Calendar Dates for Candidate
  - June 4, 2021      **Deadline for declaring Board of Directors Candidacy**
  - June 11, 2021      Deadline for report of drug test results to NOK
  - June 14-18, 2021      Nominating Committee Candidate Interviews
  - July 16, 2021      Board of Directors Meeting, approval of annual meeting materials
  - July 30, 2021      Date for mailing of proxy solicitation packets and Notice of Annual Shareholder Meeting
  
  - September 16, 2021      Deadline for submitting proxies to Inspector of Elections tabulation and qualification for cash proxy prize drawings. Proxies received after 5 PM on the Deadline Date, until the Annual Meeting Date, will not be used for any other purpose unless the meeting is adjourned for a lack of quorum, then the proxies will be used for all purposes.
  
  - September 18, 2021      **Annual Meeting and Election of Directors.**
  
- File separate copies of any proxy solicitation materials, with the Department of Commerce, Community and Economic Development, Division of Banking, Securities and Corporations and with Natives of Kodiak, Inc., at least simultaneously with distribution of the materials to the shareholders of Natives of Kodiak, Inc. by the candidate, separate from the Corporation Proxy Materials prepared by the Board, in accordance with Section 4 of the Election Policies and Procedures.

Dept. of Commerce, Community and Economic Development  
Division of Banking, Securities and Corporations  
550 W. 7<sup>th</sup> Avenue  
Anchorage, Alaska 99501

Natives of Kodiak, Inc.  
Vice President  
215 Mission Road, Suite 212  
Kodiak, Alaska 99615

Please contact the NOK Office  
for a full copy of Candidate Packet  
reference documents to be sent to you.