



NOTICE OF ANNUAL MEETING

To the shareholders of Arctic Slope Regional Corporation:

THE ANNUAL MEETING OF SHAREHOLDERS of Arctic Slope Regional Corporation (ASRC) will be held at Barrow High School, Utqiagvik (Barrow), Alaska on Saturday, **June 15, 2019 at 1:30 p.m.** for the following purposes:


1. To elect five members of the ASRC Board of Directors to serve three-year terms ending 2022, as outlined in the accompanying Proxy Statement.
2. To transact such other business as may properly be brought before the meeting.

Only shareholders of record on the books of ASRC at 3:00 p.m. on April 17, 2019 who hold voting shares are entitled to vote at the Annual Meeting. Shareholders may vote in person at the meeting or may fill in, sign and date the enclosed Proxy Ballot and deliver it promptly to the ASRC Corporate Secretary in the ASRC Utqiagvik (Barrow) Office in person or by mail using the pre-paid envelope provided. Shareholders may also submit an online electronic Proxy Ballot by logging into their ASRC Stock Assistance Portal account at <https://asap.iaminupiaq.com> and selecting the "Election" tab.

All paper or online electronic Proxy Ballots must be received by the ASRC Corporate Secretary in the ASRC Utqiagvik (Barrow) Office at or before 5:00 p.m. Alaska Time on Friday, June 14, 2019. Proxy Ballots received after the submission deadline will not be voted or counted for quorum.

Dated: April 26, 2019

ARCTIC SLOPE REGIONAL CORPORATION

By: 

Mary Ellen Ahmaogak
Corporate Secretary

ARCTIC SLOPE REGIONAL CORPORATION

P.O. Box 129

Utqiagvik (Barrow), Alaska 99723

PROXY STATEMENT TO SHAREHOLDERS

This Proxy Statement and the accompanying Proxy Ballot are being mailed to you by the Board of Directors of Arctic Slope Regional Corporation (ASRC) in connection with the Board of Directors' solicitation of proxies for use at the 2019 Annual Meeting of ASRC shareholders to be held on Saturday, June 15, 2019 at 1:30 p.m. at Barrow High School, Utqiagvik (Barrow), Alaska, and at any adjournments thereof.

At the 2019 Annual Meeting, or any adjournments thereof, the shareholders of ASRC will vote on the following:

- The election of five directors to serve three-year terms ending in 2022; and
- Any other matters requiring shareholder approval that may properly be brought before the meeting.

Only those shareholders of record who are on the books of ASRC at 3:00 p.m. on April 17, 2019 (the Record Date) and who hold voting shares will be entitled to vote in person or by proxy. To vote by proxy, you may submit the enclosed paper Proxy Ballot or submit an online electronic Proxy Ballot by logging into your ASRC Stock Assistance Portal account at <https://asap.iaminupiaq.com> and selecting the "Election" tab.

As of the Record Date, 1,393,815 shares of ASRC stock are entitled to be voted at the 2019 Annual Meeting.

This Proxy Statement provides information about candidates running for election to the Board of Directors and instructions for completing your paper or online electronic Proxy Ballot and returning it to ASRC.

This Proxy Statement will be mailed on or about April 26, 2019 to every eligible voter as of the Record Date. Individual members of the Board of Directors or ASRC management or employees may also contact you in person or by email, fax, or telephone to ask you to return your Proxy Ballot to ASRC.

ASRC is enclosing a copy of its Annual Report to all shareholders with the mailing of this Proxy Statement.

All paper and online electronic Proxy Ballots must be received by the ASRC Corporate Secretary in the ASRC Utqiagvik (Barrow) Office by 5:00 p.m. Alaska Time, on Friday, June 14, 2019. Proxy Ballots received after the submission deadline will not be voted or counted for quorum.

PLEASE SUBMIT YOUR PROXY BALLOT AS SOON AS POSSIBLE.

GENERAL INFORMATION

Why is it important for me to submit my Proxy Ballot?

In order for the Annual Meeting to be valid, at least a majority of the shares entitled to vote must be present at the Annual Meeting, either in person or by proxy. When at least a majority of the voting shares is present in person or by proxy, a “quorum” is reached. The election for the Board of Directors can proceed only after a quorum has been reached. This is why it is so important for you to sign, date and return your paper Proxy Ballot to the ASRC Corporate Secretary in the ASRC Utqiagvik (Barrow) Office or complete an electronic Proxy Ballot online by logging into your ASRC Stock Assistance Portal account at <https://asap.iaminupiaq.com> by the Proxy Ballot submission deadline of **5:00 p.m. Alaska Time, on Friday, June 14, 2019.**

Can I vote online?

Yes. In addition to voting by paper Proxy Ballot, you have the option to submit an online electronic Proxy Ballot by logging into your ASRC Stock Assistance Portal account at <https://asap.iaminupiaq.com> and selecting the “Election” menu tab. Instructions for online voting are included below.

How many Proxy Ballots will I receive?

You will generally receive only one Proxy Ballot from the Board of Directors. As a result, the **Total Shares** and **TOTAL VOTES** listed on your Proxy Ballot will include all of your shares and votes. Please note that the paper Proxy Ballot and the online electronic Proxy Ballot contain the same voter information and list of candidates. If you submit a valid, later-dated paper or online electronic Proxy Ballot (whether provided by the Board of Directors or otherwise), you will revoke any prior paper or online electronic Proxy Ballot. Only the votes indicated in your most recent, valid Proxy Ballot will be counted in the election for the Board of Directors.

How many votes do I have for the election of directors?

The number of votes you have for the election of directors is printed in red on your paper Proxy Ballot and circled in the upper right-hand corner as **TOTAL VOTES**. If voting online, the number of votes you have for the election of directors is indicated in the Voting Status Box labeled as **Total Votable Shares**.

Because there are five director seats up for election this year, you have five votes for each share you own (identified as **Self Shares** on your paper or online electronic Proxy Ballot) for the election of directors. You also have five votes for each Custodial Share you have the right to vote (identified as **Custodial Shares** on your paper or online electronic Proxy Ballot and also referred to as Wards in the “Elections” section of the ASRC Stock Assistance Portal). Custodial Shares are shares held by a custodian who has the right to vote those shares for a child until the child reaches the age of 18 or for another person pursuant to a valid conservatorship. Custodial Shares count toward the total number of shares and are included in the number of **Total Shares** listed in the upper right-hand corner of your paper or online electronic Proxy Ballot and also labeled as **Total Votable Shares** in the online Voting Status Box.

So, for example, if the **Total Shares** you own or for which you have the right to vote is 100 shares, then you will have 500 **TOTAL VOTES** to cast for the election of directors.

What is “cumulative voting”?

Alaska law and the ASRC Articles of Incorporation allow for a type of voting called “cumulative voting” in the election of directors. “Cumulative voting” means that you can cast all of your votes for one candidate or you can divide your votes among more than one candidate as you see fit.

Who is running for the Board of Directors this year?

All of the candidates running for election to the Board of Directors who have met ASRC’s requirements to be included on this year’s Proxy Ballot are listed in this Proxy Statement under the heading “Election of Directors.” Background information about each candidate can be found in this Proxy Statement in the section “Candidates for 2019 Election.”

How are candidates elected?

At the 2019 Annual Meeting, ASRC shareholders will vote in person or by proxy on the election of five directors to serve three-year terms ending in 2022. The five seats with terms expiring in 2022 are Utqiagvik (Barrow) Seat #6, Utqiagvik (Barrow) Seat #7, Kaktovik Seat #8, Nuiqsut Seat #9, and At-Large Seat #10. Eligibility requirements for directors of ASRC can be found in this Proxy Statement and in Article II, section 1 of ASRC’s bylaws. The eligible candidate receiving the highest number of votes for each specific seat will be elected to that seat. Write-in votes cast for ineligible candidates will be treated as withheld and will not be counted towards the election of directors. Withheld votes are counted for quorum purposes only.

What does the Proxy Ballot mean by “other matters” that may properly come before the Annual Meeting?

The Board of Directors and management know of no other matters, other than the election of directors and usual procedural items, which will be voted on at the 2019 Annual Meeting. It is possible, however, that a shareholder may propose a motion, resolution or action to be taken by ASRC. All proposed motions, resolutions or actions are subject to legal review at the 2019 Annual Meeting by the Parliamentarian appointed by the Chairman of the Board. Based on the Parliamentarian’s advice, the chair of the 2019 Annual Meeting will determine whether the proposed motion, resolution or action complies with the law and is proper for shareholder action and vote.

These “other matters” for which your shares may be voted may include (i) items the Board of Directors does not know will be presented at the 2019 Annual Meeting, (ii) the election of a person to an office for which a candidate named in this Proxy Statement is unable to serve or for good cause will not serve, (iii) proposals for the 2019 Annual Meeting submitted by someone other than the Board of Directors, and (iv) matters incidental to the conduct of the Annual Meeting.

How do I vote?

There are four ways you can have your vote counted at the 2019 Annual Meeting. You may:

- Vote by *completing the enclosed paper Proxy Ballot* and delivering it (by mail or in person) to the ASRC Corporate Secretary in the ASRC Utqiagvik (Barrow) Office so that it is received before the proxy deadline (5:00 p.m. Alaska Time, on Friday, June 14, 2019),
- Vote *online* by logging into your ASRC Stock Assistance Portal account at <https://asap.iaminupiaq.com>, selecting the “Election” tab, and submitting the online electronic Proxy Ballot so that it is received before the proxy deadline (5:00 p.m. Alaska Time, on Friday, June 14, 2019),
- Vote *in person* at the 2019 Annual Meeting on June 15, 2019 in Utqiagvik (Barrow), or
- *Choose another person* to vote your shares at the 2019 Annual Meeting by completing a valid proxy other than the Proxy Ballot, which must be delivered (by mail or in person) to the ASRC Corporate Secretary in the ASRC Utqiagvik (Barrow) Office so that it is received before the proxy deadline (5:00 p.m. Alaska Time, on Friday, June 14, 2019).

How do I submit an online electronic Proxy Ballot?

Log into your ASRC Stock Assistance Portal account at <https://asap.iaminupiaq.com> and enter in your username and password. Click on the tab marked “Election” in the upper right-hand corner to access ASRC’s online election dashboard. More detailed instructions for submitting an online electronic Proxy Ballot can be accessed under the heading “Voting Instructions” listed under “Election Details” located in the center left margin of your screen. Also, for help completing your online electronic Proxy Ballot, please contact the ASRC Stock Department at 1-800-770-2772 or 907-852-8633.

Voting online is a convenient alternative to mailing your paper Proxy Ballot. The online electronic Proxy Ballot mirrors the layout of the paper Proxy Ballot. The steps and language of the online electronic Proxy Ballot generally follow the same voting approach described below, including the three options to direct or withhold your proxy. After completing your voting selections, you have the option to make changes or finalize your Proxy Ballot. After reading and agreeing to the Terms and Agreement statement, select the “Submit” button to indicate that you have signed and dated your online electronic Proxy Ballot. A summary of your voting activity will appear on the screen and provide the option to print a receipt of your online electronic Proxy Ballot. It may take up to one hour for the submission of your online electronic Proxy Ballot to be recognized on the ASRC Stock Assistance Portal election dashboard. Write-in candidates listed on your online electronic Proxy Ballot require review by the Stock Department and may take longer to process. Write-in votes cast for ineligible candidates will be treated as withheld and will not be counted towards the election of directors. Withheld votes are counted for quorum purposes only.

If you complete an online electronic Proxy Ballot, you will **not** need to mail a paper Proxy Ballot. If you submit another online electronic Proxy Ballot, or submit a later-dated paper Proxy Ballot, only the most recent Proxy Ballot received by the ASRC Stock Department will be counted.

If you decide to vote by submitting an online electronic Proxy Ballot, ASRC must receive your Proxy Ballot prior to the Proxy Ballot submission deadline of **5:00 p.m. Alaska Time, on Friday, June 14, 2019.**

For assistance logging in or accessing the ASRC Stock Assistance Portal, please contact the ASRC Information Technology Service Desk at 1-877-869-6900; Press 2 for IT Help Desk and then Press 1 for General IT Support. If you need assistance completing your online electronic Proxy Ballot, please contact the ASRC Stock Department at 1-800-770-2772 or 907-852-8633.

How do I use a paper Proxy Ballot to vote?

Before filling out your paper Proxy Ballot, please read the flyer titled, “ASRC Proxy Ballot Instructions” enclosed in your proxy packet. This flyer can be used as a roadmap for how to complete your Proxy Ballot. Please also read the following instructions carefully.

DO NOT USE PERCENTAGES OR FRACTIONS when voting.

The steps and language of the online electronic Proxy Ballot generally follow the same voting approach described below for a paper Proxy Ballot.

Step 1: Vote in the Election of Directors.

You have three options to vote your shares in the election of directors using the Proxy Ballot. You may (A) cast your votes yourself, (B) withhold your votes, or (C) have the Board of Directors decide how to vote your shares.

OPTION A: Cast Your Votes Yourself:

If you want to cast your votes yourself in the election of directors, choose **OPTION A: I WANT MY SHARES TO BE VOTED AS I’VE MARKED BELOW**, and write in the number of votes you want to cast for the candidate(s) you choose. You may also write in the name of any ASRC shareholder, 18 years of age or older, eligible to fill the seat who is a Native or Descendent of a Native as defined by the Alaska Native Claims Settlement Act (ANCSA) as a candidate in the space provided. Eligibility requirements for directors of ASRC can be found in this Proxy Statement and in Article II, section 1 of ASRC’s bylaws. Write-in votes for ineligible candidates will be treated as withheld and will not be counted towards the election of directors. Withheld votes are counted for quorum purposes only.

OPTION B: Withhold Your Votes:

If you do *not* want to cast votes in the election of directors using the Proxy Ballot, you can withhold your votes by checking the box under **OPTION B: I DO NOT WANT TO VOTE MY SHARES**. If you withhold your votes, your Proxy Ballot will then be counted for quorum purposes and door prizes only. Please note that by checking Option B and choosing to withhold your votes, *you will cancel any votes you may have attempted to cast under Option A. So if you wish to vote in the election of directors, please do not check the box to withhold your votes.*

OPTION C: Have the Board of Directors Decide How to Vote Your Shares:

If you want the Board of Directors to decide on your behalf which candidate(s) should receive your votes, you have two options under **OPTION C: I WANT THE BOARD TO DECIDE HOW TO VOTE MY SHARES**. You may:

- Authorize ALL of the current members of the Board of Directors present at the Annual Meeting to decide how to vote your shares. Check the first box under Option C. Your votes will be divided as equally as possible among the current members of the Board of Directors who are present at the Annual Meeting, and each of those members will cast your votes on a cumulative basis according to his or her judgment.
- Authorize one or more specific members of the Board of Directors to decide how to vote your shares. Check the second box under Option C and then circle or underline the names of specific director(s) on the front of the Proxy Ballot or write in their names on the blank line provided. Your votes will be divided as equally as possible among the member(s) of the Board of Directors you identified who are present at the Annual Meeting, and each of those members will cast your votes on a cumulative basis according to his or her judgment.

If you check a box in Option C, any votes you attempted to cast yourself using Option A will not be counted, and your total votes will be used as indicated in Option C.

If you sign and date the Proxy Ballot, but do not write in any votes under Option A or check any boxes under Options B or C, your votes will be divided as equally as possible among the current members of the Board of Directors who are present at the Annual Meeting, and each of those members will cast your votes on a cumulative basis according to his or her judgment.

Step 2: Choose How You Want to Vote on Other Matters.

You may choose from the following methods to vote on “other matters” using your Proxy Ballot:

- YES: I authorize the current members of the Board of Directors to vote: If you cannot attend the Annual Meeting, you may grant “discretionary authority” to the current members of the Board of Directors so that they may vote your shares on these “other matters” on your behalf. If you check “Yes” in this section, your votes will be divided as equally as possible among the current members of the Board of Directors who are present at the Annual Meeting, and each of those members will cast your votes for or against the “other matters” according to his or her judgment.
- NO: I do NOT authorize the current members of the Board of Directors to vote: If you do not wish to grant the current members of the Board of Directors discretionary authority to vote on “other matters” on your behalf, you must check “No” and no other box in this section.

If you sign and date the Proxy Ballot, but do not check either “Yes” or “No” in Section II of the Proxy Ballot, your votes will be divided as equally as possible among the current members of the Board of Directors who are present at the Annual Meeting, and each of those members will cast your votes for or against the “other matters” according to his or her judgment. If you return a valid Proxy Ballot, your shares will be counted for purposes of establishing a quorum on all “other matters” that may properly come before the Annual Meeting, regardless of whether you check “Yes” or “No” in the section titled “II. **OTHER MATTERS.**” or leave this section blank. You may also vote on these “other matters” in person by attending, registering and voting at the Annual Meeting.

Step 3: Sign and Date Your Proxy Ballot.

Before you submit your Proxy Ballot to ASRC, you will need to sign and date it. An unsigned or undated Proxy Ballot is not valid for any purpose and will not be counted towards quorum or for door prizes. If you sign by making a mark (“X”), two witnesses will need to witness your mark.

If you make a change anywhere on your Proxy Ballot or cross anything out, make sure to put your initials next to the change or the cross-out. If you do not initial the change or the cross-out, your Proxy Ballot may be void or count only for quorum purposes.

What happens if I cast more than the TOTAL VOTES I have?

If you cast more than your **TOTAL VOTES**, all of your votes on the paper Proxy Ballot will be invalid for the election of directors. However, your Proxy Ballot will remain valid for door prizes and will still be counted for quorum purposes in the election of directors. If you cast more than your **TOTAL VOTES** on the online electronic Proxy Ballot, an “Overvote” warning will be displayed and you will not be able to continue until you correct the error.

What happens if I do not cast all of my TOTAL VOTES?

If you do not cast all of your votes for the election of directors, your unused votes will not be counted or voted in the election of directors. Your used votes will be counted for the election of directors, and your Proxy Ballot will remain valid for door prizes and will still be counted for quorum purposes in the election of directors. Also, if you do not cast all of your **TOTAL VOTES** on the online electronic Proxy Ballot, an “Undervote” warning will be displayed and you will have the option to either submit or modify your votes.

How do I revoke or take back my votes on the paper or online electronic Proxy Ballot?

After you have completed, dated, signed and returned the enclosed paper Proxy Ballot or voted online, there are three ways you may still revoke or take back the submitted Proxy Ballot:

- You may notify the ASRC Corporate Secretary in writing that you want to revoke or take back your Proxy Ballot, which notice must be received on or before the Proxy Ballot submission deadline of **5:00 p.m. Alaska Time, on Friday, June 14, 2019;**

- You may submit a valid, later-dated Proxy Ballot to the ASRC Corporate Secretary in the ASRC Utqiagvik (Barrow) Office, which submission must be received prior to the Proxy submission deadline of **5:00 p.m. Alaska Time, on Friday, June 14, 2019**; or
- You may attend in person, register and vote your shares at the Annual Meeting.

If you do not revoke or take back your Proxy Ballot, your shares will be voted at the Annual Meeting.

ELECTION OF DIRECTORS

BACKGROUND

There are 15 seats on ASRC’s Board of Directors:

- Seven seats, with one seat for a shareholder resident from each of the following Villages: Anaktuvuk Pass, Atkasuk, Kaktovik, Nuiqsut, Point Hope, Point Lay and Wainwright,
- Five seats for shareholders who are residents of Utqiagvik (Barrow), and
- Three “At-Large” seats that may be held by shareholders, regardless of residency.

Directors serve for staggered three-year terms, or until their successors are elected, qualified and seated. Typically, a class of five directors is elected each year.

ELIGIBILITY OF DIRECTORS

All directors must be shareholders of the Corporation, over the age of eighteen, and Natives or Descendants of Natives, as defined by the Alaska Native Claims Settlement Act (ANCSA).

For those board seats with a residency requirement, residency means (i) that at the time of filing, the candidate or director lived in the applicable village for at least one year prior to filing and (ii) the candidate’s or director’s primary home is in said village. If after election to one of the board seats with a residency requirement, a director is appointed by the Corporation’s board or management to a position which requires that director to live outside that village, then the director will retain residency in the village from which the director was elected.

Additionally, under Article II, section 1 of ASRC’s bylaws, no individual shall qualify for election as a director if such individual has, at any time within fifteen (15) years prior to election:

- (a) been convicted of a felony offense or a crime of moral turpitude;
- (b) been deprived of or restricted in the use of a license or permit to practice or conduct business in the field or business of law, medicine, accounting, insurance, or banking by a court, regulatory, administrative authority or official, or arbitral body based on any finding of misconduct, incompetence, or gross negligence;

- (c) been found by a court, regulatory, administrative authority or official, or arbitral body (or admitted in a proceeding before a court, regulatory, administrative authority or official, or arbitral body) to have committed a breach of trust as trustee, breach of fiduciary duty, or fraud;
- (d) been found by a court, regulatory, administrative authority or official, or arbitral body (or admitted in a proceeding before a court, regulatory, administrative authority or official, or arbitral body) to have knowingly or recklessly made a materially false or misleading statement or omission in the course of a proxy solicitation or in materials prepared to be included in the proxy statement to be disseminated by any other person or entity;
- (e) been removed from the position of director or officer of any corporation or other entity due to fraudulent acts, breach of fiduciary duty, gross negligence or willful misconduct; or
- (f) been found by a court, regulatory, administrative authority or official, or arbitral body (or admitted in a proceeding before a court, regulatory, administrative authority or official, or arbitral body) to have materially breached a confidentiality agreement with ASRC.

CANDIDATES FOR 2019 ELECTION

At the 2019 Annual Meeting you will be electing five directors for terms expiring in 2022:

- Utqiagvik (Barrow) Seat #6
- Utqiagvik (Barrow) Seat #7
- Kaktovik Seat #8
- Nuiqsut Seat #9
- At-Large Seat #10

The Board of Directors offers all eligible adult voting shareholders who meet the residency requirements the opportunity to be included in its Proxy Statement as candidates for the ASRC Board of Directors if they provide ASRC all required information in a timely manner. Because of the inclusive nature of this process, ASRC is unable to independently obtain and/or verify the required information regarding each candidate. Information and disclosures about the candidates appearing in this Proxy Statement are substantially based upon information provided to ASRC by the candidates. However, disclosures are subject to modification by ASRC to conform to space requirements, for consistency or for legal purposes. ASRC may also check the Alaska Court System database to confirm the accuracy of certain disclosures.

ASRC will not be liable or legally responsible for any false or misleading statements or communications made by any candidate, or any failure by a candidate to state a fact necessary to make a statement not false or misleading, in this Proxy Statement or in connection with the Annual Meeting. Any false or misleading statement by a candidate, if discovered, will not void or invalidate the other portions of this Proxy Statement or any election of candidates who did not make false or misleading statements. Should ASRC discover that a candidate has not provided sufficient information for each legally required disclosure

or has otherwise omitted, or provided misleading information regarding, a legally required disclosure in this Proxy Statement or otherwise in connection with the Annual Meeting, ASRC may choose not to include that candidate in the Proxy Statement and Proxy Ballot, include the omitted information if available, or take any other action permitted by applicable law or regulation. In any event, ASRC will not be liable or legally responsible for any such misleading statement or omission.

All statements in this Proxy Statement are made as of the date of this Proxy Statement. ASRC may provide updated information due to a material change in circumstances arising after the date of this Proxy Statement by posting any such update(s) under the "Election" tab of the ASRC Stock Assistance Portal at <https://asap.iaminupiaq.com>. Please check the website periodically for any such update(s).

The candidates included in the Proxy Ballot for election to the Board of Directors at the Annual Meeting are listed below.

UTQIAGVIK (BARROW) SEAT #6 – CLASS OF 2022			
Name, Age and Residence	Principal Occupation & Business Experience and Non-ASRC Offices Held (Last 5 years)/ Education	Other Disclosures	Legal Proceedings Against ASRC
Jacob Adams, Sr. Age: 72 Utqiagvik (Barrow), AK	North Slope Borough, Chief Administrative Officer, 2014-2016. Arctic Slope Community Foundation, Board Member, 2009-Present; Barrow Whaling Captains Association, Officer, 1968-2018. University of Alaska Fairbanks, Honorary Doctor of Laws, 2018; Mt. Edgecumbe High School, Graduated 1965.	ASRC Director: 1972-Present. Attended 21 out of 22 (95.45%) Board and Committee meetings on which he served in 2018. The one absence was excused by the Board of Directors. ASRC Board: Chairman, 2010-2011, 1994-1999; Audit Committee, Chair, 2012-Present, 2010-2011, 1985-2006; Investment Committee, Chair, 2008-Present; Compensation Committee, 2008-2018; Executive Committee, 2010-2018, 1972-2007. ASRC, 401(k) Trustee, 1985-Present, Chair, 2012-Present, 1985-2006; Arctic Education Foundation, Board Member, 2007-2010. ASRC, President & CEO, 1983-2006, Vice President/Lands, 1974-1983. Petro Star Inc., Board Member, 2004-2011; Puget Plastics Corporation, Board Member, 1995; Iñupiat Builders, Inc., President, 1977.	None.

UTQIAGVIK (BARROW) SEAT #6 – CLASS OF 2022 (continued)			
Name, Age and Residence	Principal Occupation & Business Experience and Non-ASRC Offices Held (Last 5 years)/ Education	Other Disclosures	Legal Proceedings Against ASRC
Charles Eugene Brower Age: 71 Utqiagvik (Barrow), AK	Haskell Indian College, Certificate in Electronics, 1969; Mt. Edgecumbe High School, Graduated 1967.	ASRC Director: 2005-2017. ASRC Board: Compensation Committee, 2008-2017, Chair, 2010-2017; Ethics Committee, 2008-2015; Investment Committee, 2005-2017; Proxy Review Committee, 2012-2016, 2007-2008, Chair 2012-2014; Shareholder Development Committee ¹ , 2008-2017. Arctic Education Foundation, Board Member, 2010-2011. Bankruptcy, Filed 2017.	None.
John “Big John” Lambrecht Age: 29 Utqiagvik (Barrow), AK	Barrow Utilities and Electric Cooperation, Inc., Operator, 2013-Present. Barrow High School, Graduated 2008.	ASRC, Expeditor, 2012.	None.
Richard A. Ungarook, Sr. Age: 66 Utqiagvik (Barrow), AK	Self-Employed, Wildlife & Traditional Knowledge Consultant, 2014-2017; North Slope Borough, Public Works Deputy Director, 1985-2014. Barrow Utilities and Electric Cooperation, Inc., Director, 2009-Present; Iñupiat Community of the Arctic Slope (ICAS), Council Member, 2012-Present; Ukpeaġvik Iñupiat Corporation, Director, 2010-Present; Native Village of Barrow, Tribal Council Member, 2011-2018. GED 1971.	None.	None.

¹ Prior to 2018, the Shareholder Development Committee was known as the Shareholder Employment Committee.

UTQIAGVIK (BARROW) SEAT #1 – CLASS OF 2022

Name, Age and Residence	Principal Occupation & Business Experience and Non-ASRC Offices Held (Last 5 years)/ Education	Other Disclosures	Legal Proceedings Against ASRC
<p>Ida Olemaun Age: 73 Utqiagvik (Barrow), AK</p>	<p>Retired, 2006-Present.</p> <p>Intergenerational Arctic Ministries (IAM), Secretary/Treasurer, 2018-Present; Presbytery of Yukon, Ministry Commission, 2019-Present, Leadership Team Member, 2013-2018, Native Ministries, Moderator, 2017-2018; Utqiagvik Presbyterian Church, Ruling Elder, 2013-Present.</p> <p>Mt. Edgecumbe High School, Graduated 1967.</p>	<p>ASRC Director: 2007-Present. Attended 20 out of 24 (83.33%) Board and Committee meetings on which she served in 2018. The four absences were excused by the Board of Directors.</p> <p>ASRC Board: 1st Vice President, 2013-2018; Audit Committee, 2007-2018, Chair, 2013-2015; Shareholder Development Committee, 2008-Present, Chair, 2017-Present, 2008-2016; Compensation Committee, 2017-2018, 2010-2013; Ethics Committee, 2007-2018; Executive Committee, 2013-2018; Investment Committee, 2016-Present; Proxy Review Committee, 2011-2012, 2008-2010.</p>	<p>None.</p>

KAKTOVIK SEAT #8 – CLASS OF 2022

Name, Age and Residence	Principal Occupation & Business Experience and Non-ASRC Offices Held (Last 5 years)/ Education	Other Disclosures	Legal Proceedings Against ASRC
<p>Glen Solomon Age: 44 Kaktovik, AK</p>	<p>Kaktovik Iñupiat Corporation, Board Member, 2013-Present.</p> <p>Ilişaḡvik College, Industrial Mechanic I Certificate, Tires & Wheels, Service Oiler, 1995; Kaveolook High School, Graduated 1993.</p>	<p>ASRC Director: 2013-Present. Attended 23 out of 24 (95.83%) Board and Committee meetings on which he served in 2018.</p> <p>ASRC Board: Compensation Committee, 2013-Present; Executive Committee, 2018-Present; Audit Committee, 2014-2018; Investment Committee, 2013-2018; Proxy Review Committee, 2017-2018, 2015-2016; Shareholder Development Committee, 2015-2017, 2013-2014, Chair, 2016-2017.</p> <p>Arctic Education Foundation, Board Member, 2013-Present.</p>	<p>None.</p>
<p>Lee Kayotuk Age: 49 Kaktovik, AK</p>	<p>Sims Enterprises, Inc., Freight Handler, 1998-Present; Exxon, Community Liaison, 2015-Present; City of Kaktovik, Impact Liaison, 2013-2015.</p> <p>North Slope Borough, Collaborative Alaskan Arctic Studies Program (CAASP), 2006-Present, Fish and Game Management Committee, 2014-Present, Planning Commission, Member, 2016-Present; Department of Interior North Slope Regional Advisory Council, Vice Chair, 2006-Present; Native Village of Kaktovik, Council Member, 2010-Present.</p> <p>Moose Kerr School, 9th Grade.</p>	<p>None.</p>	<p>None.</p>

NUIQSUT SEAT #9 – CLASS OF 2022

Name, Age and Residence	Principal Occupation & Business Experience and Non-ASRC Offices Held (Last 5 years)/ Education	Other Disclosures	Legal Proceedings Against ASRC
<p>George Sielak Age: 59 Nuiqsut, AK</p>	<p>ASRC Energy Services, LLC, Field Liaison, 2007-Present.</p> <p>Kuukpik Corporation, Board Member, 2018-Present.</p> <p>Nuiqsut Trapper High School, Graduated 1979.</p>	<p>ASRC Director: 1992-Present. Attended 17 out of 17 (100%) Board and Committee meetings on which he served in 2018.</p> <p>ASRC Board: Vice Chairman, 2010-Present; 1st Vice President, 2007-2010; 2nd Vice President, 2004-2007; Executive Committee, 1996-Present, 1993-1994; Audit Committee, 1995-Present; Ethics Committee, 2004-Present; Proxy Review Committee, 2017-2018, 2014-2016, 2010-2012; Shareholder Development Committee, 2010-2017; Heirship Committee, 2003-2004, 1997-1998.</p> <p>Arctic Education Foundation, Board Member, 1995-Present, Chair, 2006-Present.</p>	<p>None.</p>
<p>Dora Alice Leavitt Age: 54 Nuiqsut, AK</p>	<p>North Slope Borough Mayor's Office, Advisor to Mayor, 2015-2016; Kuukpik Corporation, Human Resources Manager, 2011-2014.</p> <p>Nuiqsut Trapper School, Graduated 1983.</p>	<p>None.</p>	<p>None.</p>
<p>Thomas Kupa Napageak, Jr. Age: 35 Nuiqsut, AK</p>	<p>Ravn Alaska, Agent, 2008-Present.</p> <p>Alaska Eskimos Whaling Commission, Commissioner, 2016-Present; Kuukpik Corporation, Finance Committee Member, 2013-Present; Nanuq, Inc., Director, 2014-Present; North Slope Borough Assembly, Member, 2018-Present.</p> <p>Nuiqsut Trapper School, Graduated 2002.</p>	<p>Guilty Conviction After Guilty Plea under AS 11.61.110(a)(5) (Disorderly Conduct – Challenge to Fight–Class B Misdemeanor), 2009.</p>	<p>None.</p>

AT-LARGE SEAT #10 – CLASS OF 2022

Name, Age and Residence	Principal Occupation & Business Experience and Non-ASRC Offices Held (Last 5 years)/ Education	Other Disclosures	Legal Proceedings Against ASRC
<p>Jeff C. Kinneeveauk Age: 45 Eagle, ID</p>	<p>ASRC Energy Services, LLC, President/CEO, 2011-2016.</p> <p>Alaska Native Heritage Center, Board Chair, 2012-Present; Northwest Nazarene University, Trustee, 2018-Present; Foraker Group, Board Vice Chair, 2012-2016.</p> <p>Northwest Nazarene University, Bachelor of Arts in Physics, 1997.</p>	<p>ASRC Director: 2016-Present. Attended 22 out of 23 (95.65%) Board and Committee meetings on which he served in 2018. The one absence was excused by the Board of Directors.</p> <p>ASRC Board: Compensation Committee, 2017-Present; Shareholder Development Committee, 2017-Present; Audit Committee, 2017-2018; Ethics Committee, 2017-2018; Proxy Review Committee, 2017-2018.</p> <p>Arctic Education Foundation, Board Member, 2017-2018.</p> <p>ASRC Energy Services, LLC, Board Member, 2010-2016; ASRC Energy Services Alaska, Inc., Board Member, 2006-2016; ASRC Energy Service Response Operations, LLC, Board Member, 2008-2016; ASRC Energy Services Houston Contracting Co., Inc., Board Member, 2010-2016; ASRC Energy Services Omega, LLC, Board Member, 2010-2016; ASRC Energy Services Continental, Inc., Board Member, 2014-2016; ASRC Energy Services Trans America, LLC, Board Member, 2014-2016; ASRC Energy Services Marine Support, LLC, Board Member, 2015-2016; ASRC Energy Services E&P Technology, Inc., Board Member, 2007-2016; ASRC Energy Services Fleet Operations, LLC, Board Member, 2015-2016; Petrochem Insulation, Inc., Board Member, 2010-2013; ASRC Civil Construction, LLC, Board Member, 2006-2011; ASRC Federal Constructors, Inc., Board Member, 2003-2006, Corporate Secretary, 2004-2005.</p> <p>ASRC Energy Services, LLC, Senior Vice President, 2006-2010; ASRC Constructors, Inc., Project Manager, 2004-2005; AES E & P Technology, Inc., Manager Trainee, 2000-2003; ASRC Parsons Engineering, LLC, Associate Engineer, 1997-2000; Natchiq Inc., Engineer Trainee, 1995.</p>	<p>None.</p>

AT-LARGE SEAT #10 – CLASS OF 2022 (continued)			
Name, Age and Residence	Principal Occupation & Business Experience and Non-ASRC Offices Held (Last 5 years)/ Education	Other Disclosures	Legal Proceedings Against ASRC
Barrow Brower Age: 52 Anchorage, AK	ASRC, Project Manager, 2018-Present; ASRC Energy Services, LLC, Supervisor, 2015-2018, Shareholder Coordinator, 2013-2015. University of Alaska Fairbanks, Welder Certificate, 1996; Iñisaġvik College, Welder Certificate, 1995, 1996; Barrow High School, Graduated 1985.	ASRC Energy Services, LLC, Recruiter, 2008-2013, Assistant Recruiter, 2008.	None.
Vernon James “Amaulik” Edwardsen Age: 39 Utqiagvik (Barrow), AK	UIC Real Estate, LLC, General Manager, 2013-Present. Barrow Volunteer Search and Rescue, Board Member, 2013-Present; Iñupiat Assembly of God, Board Member, 2014- Present; North Slope Borough Assembly, Member, 2011-Present. Iñisaġvik College, GED 1998.	ASRC Properties, LLC, Property Manager, 2013.	None.
Beverly Jo Shontz Eliason Age: 56 Anchorage, AK	Independent Consultant, 2013-Present. Ukpeaġvik Iñupiat Corporation, Director, 2013-Present, Treasurer, 2015-Present, Secretary, 2013-2014. California State University, Fresno, Attended 1988-1990; Fresno City College, Accounting Degree, 1988.	Petro Star, Inc., Board Member, 1997- 2002; APC, Board Member, 1995-1996. Houston Contracting Company, Inc., Diversity Manager, 1999-2001; ASRC Parsons Engineering, LLC (APEL), Accounting Manager, 1996-1998.	None.
Robert H. File, Jr. Age: 60 Juneau, AK	ASRC Energy Services, LLC, Electrician, 2014-Present. Juneau Douglas High School, Graduated 1977.	None.	None.
Bobby L. Itta Age: 33 Utqiagvik (Barrow), AK	Alaska Fur Cache, Owner, 2016-Present; Bobby Itta Designs, Owner, 2011-Present. Iñisaġvik College, Iñupiaq Fine Arts, 2010; Barrow High School, Graduated 2003.	None.	None.

AT-LARGE SEAT #10 – CLASS OF 2022 (continued)

Name, Age and Residence	Principal Occupation & Business Experience and Non-ASRC Offices Held (Last 5 years)/ Education	Other Disclosures	Legal Proceedings Against ASRC
<p>Charles C. Lampe Age: 43 Kaktovik, AK</p>	<p>North Slope Borough, Heavy Equipment Operator, 2016-Present; ASRC Construction Holding Company, LLC, Heavy Equipment Operator, 2011-2014.</p> <p>Kaktovik Inupiat Corporation, Director, 2018-Present, Vice President/Treasurer, 2012-2015; Kaktovik Community Foundation, Vice President, 2015-Present.</p> <p>Harold Kaveolook School, Graduated 1994.</p>	<p>None.</p>	<p>None.</p>
<p>Thomas Simmonds III Age: 41 Anchorage, AK</p>	<p>City of Utqiagvik, Custodian, 2018; Ukpeagvik Iñupiat Corporation, Spill Tech, 2017; ASRC SKW Eskimos, Inc., Laborer, 2016; ASRC Construction Holding Company, LLC, Laborer, 2016; ASRC, Laborer, 2015; North Slope Borough, Field Inspector, 2009-2015.</p> <p>Iñisaġvik College ABE Program, Attending; Federal Emergency Management Agency, Incident Command System 100-800 Certification, 2010.</p>	<p>Guilty Conviction After Guilty Plea under AS 11.41.230(a)(3) (Assault 4-Cause of Fear of Injury–Class A Misdemeanor), 2012.</p>	<p>None.</p>

CURRENT DIRECTORS – CLASSES OF 2020 and 2021

The current directors of ASRC who are not up for election at the 2019 Annual Meeting and whose terms will continue after the 2019 Annual Meeting are listed below, along with information and other required disclosures about each director.

As with the candidates, information and disclosures about the directors included in this Proxy Statement are based upon information provided to ASRC, and are subject to modification by ASRC to conform to space requirements, for consistency or for legal purposes. ASRC may check the Alaska Court System database to confirm the accuracy of certain disclosures. ASRC will not be liable or legally responsible for any false or misleading statements or communications made by any director in this Proxy Statement or in connection with the Annual Meeting.

CURRENT DIRECTOR OF UTQIAGVIK (BARROW) SEAT #1 – TERM EXPIRES IN 2021			
Name, Age and Residence	Principal Occupation & Business Experience and Non-ASRC Offices Held (Last 5 years)/ Education	Other Disclosures	Legal Proceedings Against ASRC
Avaiyak Burnell Age: 33 Utqiagvik (Barrow), AK	Eskimos, Inc., President/CEO, 2017-Present; ASRC SKW Eskimos, Inc., Superintendent, 2014-2017, Laborer/Operator, 2011-2014. Alaska Eskimo Whaling Commission, Weapons Improvement Program Committee Member, 2018-Present; Barrow Utilities and Electric Cooperative, Inc., Director, 2017-Present; North Slope Borough Planning Commission, Alternate Commissioner, 2018-Present. Barrow High School, Graduated 2004.	ASRC Director: 2018-Present. Attended 5 out of 6 (83.33%) Board and Committee meetings on which he served in 2018. The one absence was excused by the Board of Directors. ASRC Board: Proxy Review Committee, 2019-Present; Shareholder Development Committee, 2018-Present. Arctic Education Foundation, Board Member, 2018-Present.	None.

CURRENT DIRECTOR OF ANAKTUVUK PASS SEAT #2 – TERM EXPIRES IN 2021			
Name, Age and Residence	Principal Occupation & Business Experience and Non-ASRC Offices Held (Last 5 years)/ Education	Other Disclosures	Legal Proceedings Against ASRC
Lillian Sisualik Stone Age: 38 Anaktuvuk Pass, AK	Younique, Presenter, 2017-Present; Nagsragmiut Tribe, President, 2010-2015. Simon Paneak Memorial Museum, Inc., Member, 2015-Present, Treasurer, 2018-Present; Iñupiat Community of the Arctic Slope, 2013-2015. University of Alaska Fairbanks, Bachelors, Elementary Education, 2013.	ASRC Director: 2018-Present. Attended 5 out of 6 (83.33%) Board and Committee meetings on which she served in 2018. The one absence was excused by the Board of Directors. ASRC Board: Ethics Committee, 2018-Present. Arctic Education Foundation, Board Member, 2018-Present. ASRC Energy Services, Inc., Intern, 2004-2007.	None.

CURRENT DIRECTOR OF POINT LAY SEAT #3 – TERM EXPIRES IN 2021			
Name, Age and Residence	Principal Occupation & Business Experience and Non- ASRC Offices Held (Last 5 years)/ Education	Other Disclosures	Legal Proceedings Against ASRC
Julius Murray Rexford Age: 59 Point Lay, AK	North Slope Borough, Village Services Supervisor, 1994-Present. Alaska Eskimo Whaling Commission, Commissioner (Treasurer), 2008-Present. GED 1978.	ASRC Director: 2018-Present. Attended 6 out of 7 (85.71%) Board and Committee meetings on which he served in 2018. ASRC Board: Audit Committee, 2018-Present; Ethics Committee, 2018-Present. ASRC SKW Eskimos, Inc., Seasonal Work (Deckhand, Boatman, Heavy Equipment Operator, Laborer, Truck Driver), 1981-1993.	None.

CURRENT DIRECTOR OF ATQASUK SEAT #4 – TERM EXPIRES IN 2021

Name, Age and Residence	Principal Occupation & Business Experience and Non-ASRC Offices Held (Last 5 years)/ Education	Other Disclosures	Legal Proceedings Against ASRC
<p>Paul Bodfish, Sr. Age: 62 Atqasuk, AK</p>	<p>North Slope Borough Public Works, Heavy Equipment Operator, 2004-2015.</p> <p>Arctic Slope Telephone Association Cooperative, Director, 2010-Present; North Slope Borough Planning Commission, Commissioner, 1992-Present.</p> <p>Barrow High School, Graduated 1976.</p>	<p>ASRC Director: 2012-Present. Attended 22 out of 22 (100%) Board and Committee meetings on which he served in 2018.</p> <p>ASRC Board: 2nd Vice President, 2017-Present; Audit Committee, 2012-Present; Compensation Committee, 2012-Present, Chair, 2017-Present; Ethics Committee, 2012-Present, Chair, 2015-Present; Executive Committee, 2016-Present; Shareholder Development Committee, 2012-Present; Proxy Review Committee, 2019-Present, 2014-2016.</p> <p>Arctic Education Foundation, Board Member, 2012-Present.</p>	<p>None.</p>

CURRENT DIRECTOR OF AT-LARGE SEAT #5 – TERM EXPIRES IN 2021

Name, Age and Residence	Principal Occupation & Business Experience and Non-ASRC Offices Held (Last 5 years)/ Education	Other Disclosures	Legal Proceedings Against ASRC
<p>Patsy Aamodt Age: 70 Utqiagvik (Barrow), AK</p>	<p>Aamodt Construction Equipment, Inc. (f/k/a Aamodt Construction, Inc.), President, Majority Owner, 1979-Present.</p> <p>Harvard Graduate School of Education, Certificate of Advanced Studies in Administration, Planning and Social Policy, 1984; University of Alaska Fairbanks, Master of Arts Degree in Public School Administration and Superintendents Certificate, 1978; University of Alaska Fairbanks, Bachelor of Arts Degree and Elementary Education Teacher Certificate, 1973; Anchorage West High School, Graduated 1968.</p>	<p>ASRC Director: 2006-Present, 1998-2004. Attended 21 out of 21 (100%) Board and Committee meetings on which she served in 2018.</p> <p>ASRC Board: Corporate Treasurer, 2012-Present, 2000-2004; 1st Vice President, 2010-2012; 2nd Vice President, 2009-2010; Corporate Secretary, 2006-2008; Executive Committee, 2009-Present, 2006-2007, 2000-2004; Compensation Committee, 2017-Present; Ethics Committee, 2015-Present, 2008-2011; Proxy Review Committee, 2019-Present, 2017, 2013-2014, 2011-2012, 1998-2003; Audit Committee, 2008-2011, 1999-2000; Heirship Committee, 1999-2000; Investment Committee, 2012-2018, 2008-2011, 2001-2004; Shareholder Development Committee, 2017-2018, 2000-2004.</p> <p>ASRC, 401(k) Trustee, 2013-Present, 1998-2004; Arctic Education Foundation, Board Member, 2012-2017.</p> <p>ASRC, Director of Community Development, 2008.</p> <p>Petro Star Inc., Board Member, 2007-2011; Alaska Growth Capital BIDCO, Inc., Board Member, 1999-2002; ASRC Aerospace Inc., Board Member, 2000-2004; ASRC Constructors, Inc., Board President, 2002-2004; ASRC Communications, Ltd., Board Member and Vice President, 1977-1978, Corporate Secretary and Treasurer, 1978-1980; ASRC (BEI) Cablevision, Inc., President, 1977.</p>	<p>None.</p>

CURRENT DIRECTOR OF UTQIAGVIK (BARROW) SEAT #11 – TERM EXPIRES IN 2020

Name, Age and Residence	Principal Occupation & Business Experience and Non-ASRC Offices Held (Last 5 years)/ Education	Other Disclosures	Legal Proceedings Against ASRC
<p>Oliver Leavitt Age: 75 Utqiagvik (Barrow), AK</p>	<p>ASRC, Executive Consultant, 2009-2017.</p> <p>First Alaskans Institute, Director, 2000-Present.</p> <p>University of Alaska Anchorage, Doctor of Laws, 2010; RCA Institute, Industrial Communications, 1965; Sheldon Jackson High School, Graduated 1963.</p>	<p>ASRC Director: 2017-Present, 1972-2005. Attended 24 out of 24 (100%) Board and Committee meetings on which he served in 2018.</p> <p>ASRC Board: 1st Vice President, 1983-1999; 3rd Vice President, 2017-2018; Chairman, 1999-2004; Corporate Treasurer, 1972-1983; Executive Committee, 2017-Present, 1972-2004; Compensation Committee, 2017-Present; Investment Committee, 2017-Present; Shareholder Development Committee, 2017-2018.</p> <p>ASRC, Vice President, Government Affairs, 2001-2007, Vice President, Lands, 1983-2001.</p> <p>Petro Star Inc., Board Member, 1995-2004; Arctic Slope Regional Construction, Inc., Corporate Secretary and Treasurer, 1976-1980.</p>	<p>None.</p>

CURRENT DIRECTOR OF UTQIAGVIK (BARROW) SEAT #12 – TERM EXPIRES IN 2020

Name, Age and Residence	Principal Occupation & Business Experience and Non-ASRC Offices Held (Last 5 years)/ Education	Other Disclosures	Legal Proceedings Against ASRC
<p>R. Crawford A.K. Patkotak Age: 52 Utqiagvik (Barrow), AK</p>	<p>ASRC, Executive Vice President of Stakeholder Engagement, 2016-Present, Executive Vice President of Shareholder & Community Programs, 2011-2015.</p> <p>Patkotak Properties, Co-Owner and Operator of Rental Units, 1996-Present.</p> <p>North Slope Borough Assembly, Member, 2016-Present; Alaska Eskimo Whaling Commission, Commissioner (Vice Chair), 2017-Present; Barrow Volunteer Search and Rescue, Board Member, 2013-Present, President, 2013-2018; Barrow Whaling Captains Association, Board Secretary, 2010-Present; BLM National Petroleum Reserve-Alaska, Working Group Co-Chair, 2014-Present; Alaska Federation of Natives, Board Member, 2014-Present; Iliisagvik College, Board of Trustees Member, 2005-2015.</p> <p>Barrow High School, Graduated 1984.</p>	<p>ASRC Director: 1999-Present. Attended 16 out of 16 (100%) Board and Committee meetings on which he served in 2018.</p> <p>ASRC Board: Chairman, 2011-Present; Corporate Treasurer, 2004-2011; 2nd Vice President, 2000-2004; Executive Committee, 2000-Present, Chair, 2011-Present; Investment Committee, 2008-Present, 2003-2006; Audit Committee,² 1999-2004; Compensation Committee, 1999; Ethics Committee, 2008-2012, 2003-2006; Heirship Committee, 1999-2000; Shareholder Development Committee, 2009-2014, 2000-2007.</p> <p>ASRC, 401(k) Trustee, 2000-Present; Arctic Education Foundation, Board Member, 2009-2012, 2007-2008, 1999-2004.</p> <p>ASRC, Senior Vice President, Shareholder & Community Programs, 2008-2010, Vice President, Shareholder Development & Treasury Operations, 2005-2007.</p> <p>Tundra Tours, Inc., Board Member and Corporate Treasurer, 2011-Present; Eskimos, Inc., Board Member, 1999-2016, President (non-working), 2005-2016, President, 1999-2005; Petro Star Inc., Board Member, 2002-2005.</p>	<p>None.</p>

² Prior to 2000, the Audit Committee was known as the Finance Committee.

CURRENT DIRECTOR OF POINT HOPE SEAT #13 – TERM EXPIRES IN 2020			
Name, Age and Residence	Principal Occupation & Business Experience and Non-ASRC Offices Held (Last 5 years)/ Education	Other Disclosures	Legal Proceedings Against ASRC
Rex Allen Rock, Sr. Age: 58 Point Hope, AK	ASRC, President & CEO, 2010-Present. Tikigaq Cultural Committee (Native Village of Point Hope), Vice President, 2016-Present; Point Hope School Advisory Council, Member, 2016-Present, President, 2018-Present; Voice of the Arctic Iñupiat, Chair, 2015-Present; Arctic Iñupiat Offshore, LLC, President, 2013-Present; ANCSA Regional Association, Board Member, 2010-Present; Inuit Arctic Business Alliance, Board Member and President, 2015-2017; No One on One Coalition, President, 2014-2015; Tikigaq Corporation, Board Member, 1990-2014. Tikigaq High School, Graduated 1978.	ASRC Director: 1993-Present. Attended 16 out of 16 (100%) Board and Committee meetings on which he served in 2018. ASRC Board: Chairman, 2004-2010; Vice Chairman, 2001-2004; 1 st Vice President, 1999-2001; 3 rd Vice President, 1998-1999; Executive Committee, 1995-Present; Investment Committee, 2006-Present; Audit Committee, 1994-2010; Compensation Committee, 2000-2010; Ethics Committee, 2008-2012, 2003-2006; Heirship Committee, 1993-2003; Proxy Review Committee, 2006-2009, 2004-2005; Shareholder Development Committee, 2006-2008. ASRC, 401(k) Trustee, 2006-2010, 2002-2004; Arctic Education Foundation, Board Member, 1997-2001. Petro Star Inc., Board Member, 2011-Present; ASRC Energy Services, LLC, Board Member, 2005-Present; Alaska Growth Capital BIDCO, Inc., Board Member, 1997-2002.	None.

CURRENT DIRECTOR OF WAINWRIGHT SEAT #14 – TERM EXPIRES IN 2020			
Name, Age and Residence	Principal Occupation & Business Experience and Non-ASRC Offices Held (Last 5 years)/ Education	Other Disclosures	Legal Proceedings Against ASRC
John Hopson, Jr. Age: 43 Wainwright, AK	ASRC, Land Use Policy, Manager, 2017-Present; Land Resource Specialist, 2013-2017. City of Wainwright, Mayor, 2011-Present; North Slope Borough Assembly, Member, 2013-Present, President, 2016-Present; Voice of the Arctic Iñupiat, Vice Chairman, Representative for City of Wainwright, 2015-Present; Alaska Eskimo Whaling Commission, Commissioner (Chair), 2017-Present. Alak High School, Graduated 1994.	ASRC Director: 2017-Present. Attended 19 out of 20 (95%) Board and Committee meetings on which he served in 2018. ASRC Board: Audit Committee, 2017-Present; Executive Committee, 2018-Present; Proxy Review Committee, Chair, 2018-Present; Shareholder Development Committee, 2017-Present; Ethics Committee, 2017-2018.	None.

CURRENT DIRECTOR OF AT-LARGE SEAT #15 – TERM EXPIRES IN 2020			
Name, Age and Residence	Principal Occupation & Business Experience and Non-ASRC Offices Held (Last 5 years)/ Education	Other Disclosures	Legal Proceedings Against ASRC
Mary Ellen Ahmaogak Age: 54 Wainwright, AK	ASRC, Corporate Secretary, 2008-Present, 1999-2006, Vice President of Stock, 2015-Present, Director of Stock, 2011-2014. Alak High School, Graduated 1983.	ASRC Director: 1997-Present. Attended 13 out of 13 (100%) Board and Committee meetings on which she served in 2018. ASRC Board: Executive Committee, 2015-Present, 1999-2006; Proxy Review Committee, 2018-Present, 2013-2014, 2010-2012, 2002-2005; Audit Committee, 2006-2007; Compensation Committee, 2006-2007; Ethics Committee, 2008-2018, 2006-2007; Investment Committee, 2006-2007; Heirship Committee, 1997-2003. Arctic Education Foundation, Board Member, 2006-2010; ASRC, 401(k) Trustee, 1998-2007. Tundra Tours, Inc., Board Member, 2005-2009; ASRC SKW Eskimos, Inc., Board Member, 2002-2005; ASCG, Inc., Board Member, 1999-2002; Puget Plastics Corporation, Board Member, 1997-1999.	None.

RELATED PARTY TRANSACTIONS

Several officers and directors of ASRC may own an immaterial number of shares (a non-controlling amount that is a fraction of a percent of the outstanding shares) in publicly traded companies that have commercial relationships with ASRC and its family of companies. Several officers and directors of ASRC may also have accounts that are managed by third-party investment managers that invest in the securities of various publicly-traded companies and also own shares of various mutual funds. Those accounts and mutual funds may from time to time own an immaterial number of shares of securities of companies with which ASRC and its family of companies may do business. In addition, officers and directors may have bank accounts or other accounts with financial institutions with which ASRC and its family of companies may do business.

ASRC engages in extensive business transactions on the North Slope and throughout Alaska. As a result, it is common for ASRC to engage in business transactions with parties/entities that have some relationship to ASRC's directors, officers, and candidates. Below is a list of such related party transactions that exceed \$20,000 in the aggregate from the beginning of 2018 through January 31, 2019. ASRC believes that it maintains appropriate internal controls to safeguard it from any actual conflict of interest.

Alaska Commercial Company: A family member of a candidate (T. Napageak) is employed by the Alaska Commercial Company. ASRC paid approximately \$76,000 to Alaska Commercial Company primarily for

retail purchases and received approximately \$13,000 primarily for fuel sales by ASRC's subsidiary, Eskimos, Inc.

Alaska Eskimo Whaling Commission (AEWC): Three ASRC directors (J. Hopson, C. Patkotak, and J. Rexford) and a candidate (T. Napageak) are Commissioners of the AEWC. In addition, an ASRC director (A. Burnell) serves as a member of an AEWC committee. A family member of a candidate (B. Brower) is the Executive Director of AEWC. ASRC made approximately \$50,000 in contributions to AEWC and received approximately \$28,500 from AEWC, primarily for sales of equipment, supplies and fuel by Eskimos, Inc. and hotel costs at the Top of the World Hotel.

Alaska Federation of Natives (AFN): An ASRC director (C. Patkotak) serves as ASRC's representative on AFN's Board of Directors. He and another ASRC executive (Colleen Abad) serve on various AFN committees. ASRC made approximately \$83,000 in contributions to AFN.

Alaska Fur Cache: A candidate (B. Itta) is the owner of Alaska Fur Cache. ASRC paid approximately \$3,000 to Alaska Fur Cache related to a North Slope Marketplace grant award and received approximately \$17,000 from Alaska Fur Cache for loan payments to ASRC's subsidiary, Alaska Growth Capital BIDCO, Inc.

Alaska Native Heritage Center (ANHC): An ASRC director (J. Kinneveauk) serves as Chair of ANHC's Board of Directors. ASRC paid approximately \$25,000 to ANHC primarily, in support of ANHC's summer intern program.

ANCSA Regional Association: An ASRC director (R. Rock) is a board member of ANCSA Regional Association. ASRC paid approximately \$47,000 in association dues/contributions to ANCSA Regional Association.

Arctic Education Foundation (AEF): Five ASRC directors (A. Burnell, P. Bodfish, G. Sielak, G. Solomon and L. Stone) are board members of AEF. An ASRC director (J. Kinneveauk) served as a board member of AEF during 2018. ASRC made approximately \$440,000 in charitable contributions to AEF. In addition, ASRC provides services and administrative support to AEF.

Arctic Slope Community Foundation (ASCF): An ASRC director (J. Adams) and a family member of an ASRC director (C. Patkotak) are board members of ASCF. ASRC made approximately \$475,000 in charitable contributions to ASCF and received approximately \$100,000 from ASCF, primarily for sales at Eskimos Inc.'s power sports division.

Arctic Slope Native Association (ASNA): Family members of three ASRC directors (J. Adams, C. Patkotak, and I. Olemaun) and family members of two candidates (J. Lambrecht and V. Edwardsen) are employed by ASNA. ASRC made approximately \$1.4 million in charitable contributions to ASNA. ASRC also received approximately \$6.7 million from ASNA, primarily for construction services and fuel sales.

Arctic Slope Telephone Association Cooperative (ASTAC): An ASRC director (P. Bodfish) and a family member of a candidate (L. Kayotuk) serve on the ASTAC Board of Directors. ASRC engages in business with ASTAC both as a customer and as a service provider. ASRC paid approximately \$170,000 to ASTAC

for business services and received approximately \$3.2 million from ASTAC, primarily for construction services, rent payments and fuel sales.

Barrow Utilities and Electric Cooperative (BUECI): An ASRC director (A. Burnell), a candidate (R. Ungarook) and family members of an ASRC director (C. Patkotak) and a candidate (C. Brower) are members of the BUECI Board of Directors. A candidate (J. Lambrecht) and family members of two candidates (C. Brower and V. Edwardsen) are employed by BUECI. ASRC engages in extensive business with BUECI. ASRC paid BUECI approximately \$610,000 for BUECI's business services and received approximately \$2.25 million from BUECI, primarily for construction services by ASRC's construction subsidiaries and fuel sales by Eskimos, Inc.

Barrow Volunteer Search and Rescue: An ASRC director (C. Patkotak) and a candidate (V. Edwardsen) are board members of Barrow Volunteer Search and Rescue. A family member of a candidate (B. Brower) is employed by Barrow Volunteer Search and Rescue. ASRC provided approximately \$25,000 in contributions to Barrow Volunteer Search and Rescue. ASRC received approximately \$35,000 from Barrow Volunteer Search and Rescue, primarily for sales of equipment, fuel and supplies by Eskimos, Inc.

BP: A family member of a candidate (B. Brower) is an employee of a BP entity. ASRC has extensive business relationships with BP. ASRC paid approximately \$57,000 to BP primarily for fuel and gas purchases by ASRC's subsidiary, ASRC Energy Services, LLC. ASRC received approximately \$66 million mainly for support services provided by ASRC Energy Services, LLC and Little Red Services, Inc. and crude oil sales.

City of Anaktuvuk Pass: A family member of an ASRC director (L. Stone) is an employee of the City of Anaktuvuk Pass. ASRC engages in business with the City of Anaktuvuk Pass. ASRC paid approximately \$20,000 in contributions to the City of Anaktuvuk Pass.

City of Wainwright: An ASRC director (J. Hopson) serves as Mayor of the City of Wainwright. ASRC engages in business with the City of Wainwright. ASRC paid approximately \$68,000 in contributions to the City of Wainwright for various community projects.

City of Utqiagvik: A family member of an ASRC director (I. Olemaun) serves on the City of Utqiagvik City Council. A family member of a candidate (V. Edwardsen) is an employee of the City of Utqiagvik. ASRC engages in business with the City of Utqiagvik. ASRC paid approximately \$400,000 to the City of Utqiagvik, primarily for lease, gravel royalties and tax payments, and received approximately \$140,000 from the City of Utqiagvik, primarily for fuel sales by Eskimos, Inc.

Intergenerational Arctic Ministries (IAM): A director (I. Olemaun) serves on the IAM Board. ASRC paid approximately \$355,000 in contributions towards IAM projects.

Inuit Circumpolar Council (ICC): An executive of ASRC (Richard Glenn) serves as ASRC's representative on ICC's Board of Directors. A family member of a candidate (C. Brower) serves as the North Slope Borough's representative on ICC's Board of Directors. ASRC paid approximately \$90,000 in membership dues and contributions to ICC.

Iñupiat Community of the Arctic Slope (ICAS): A candidate (R. Ungarook) serves on the ICAS Council. A family member of a candidate (C. Brower) is the Executive Director of ICAS. A family member of an ASRC executive (Colleen Abad) is an employee of ICAS. ASRC received approximately \$28,000 from ICAS, primarily for sales of equipment, supplies and fuel by Eskimos, Inc. and hotel costs at the Top of the World Hotel.

Kaktovik Iñupiat Corporation (KIC): An ASRC director (G. Solomon) and a candidate (C. Lampe) are board members of KIC. A family member of a candidate (L. Kayotuk) is an employee. ASRC paid approximately \$230,000 to KIC, primarily for fuel purchases, office rent and rental equipment. ASRC received approximately \$205,000 from KIC, primarily for fuel sales. In addition, in January 2018, ASRC made a contractual payment of approximately \$2.6 million to KIC in connection with the opening of Arctic National Wildlife Refuge's Coastal Plain for natural resource development.

Kuukpik Corporation: An ASRC director (G. Sielak) is a board member of Kuukpik Corporation and a candidate (T. Napageak) serves as a director for a subsidiary of Kuukpik Corporation and on the Finance Committee for Kuukpik Corporation. Family members of a candidate (D. Leavitt) are employed by Kuukpik Corporation and its subsidiaries (Kuukpik), one of whom serves as President. ASRC paid approximately \$1 million to Kuukpik, primarily for services provided by Kuukpik Corporation's subsidiaries. ASRC received approximately \$250,000 from Kuukpik, primarily for gravel royalties.

Native Village of Barrow: A candidate (R. Ungarook) and family members of two candidates (C. Brower and V. Edwardsen) serve, or served in 2018, as members of the Tribal Council for the Native Village of Barrow. In addition, family members of an ASRC director (C. Patkotak) and a candidate (V. Edwardsen) are employed by the Native Village of Barrow, and a family member of a candidate (C. Brower) serves as President of the Native Village of Barrow. ASRC paid approximately \$5,000 to the Native Village of Barrow and received approximately \$150,000 from the Native Village of Barrow, primarily for fuel and equipment sales by Eskimos, Inc.

North Slope Borough: ASRC engages in many business transactions with the North Slope Borough. ASRC also engages with the North Slope Borough in a variety of other ways including making charitable contributions to several North Slope Borough-sponsored programs in addition to paying property taxes. One candidate's family member (C. Brower) serves as Mayor for the North Slope Borough. Two ASRC directors (J. Hopson and C. Patkotak), two candidates (V. Edwardsen and T. Napageak), and a family member of an ASRC director (C. Patkotak) serve on the North Slope Borough Assembly. An ASRC director (J. Rexford), a candidate (C. Lampe) and many family members of ASRC directors, officers and candidates are employees of the North Slope Borough. In addition, ASRC directors, officers and candidates serve on various commissions and planning groups for the North Slope Borough. ASRC paid approximately \$3.8 million in payments to the North Slope Borough and received approximately \$48 million from the North Slope Borough, primarily for fuel sales by ASRC's subsidiary, Eskimos, Inc., and projects performed by ASRC Energy Services, LLC, ASRC SKW Eskimos, Inc. and Eskimos, Inc. In addition, ASRC's joint ventures, Kaktovik Constructors and UIC Construction – ASRC SKW Eskimos, LLC, described below, also engage in extensive business with the North Slope Borough.

North Slope Borough School District: Family members of five ASRC directors (P. Bodfish, C. Patkotak, J. Rexford, R. Rock, and L. Stone) and family members of four candidates (B. Brower, V. Edwardsen, J. Lambrecht and T. Simmonds) are employees of the North Slope Borough School District. ASRC engages in transactions with the North Slope Borough School District and also makes contributions to the North Slope Borough School District. ASRC paid approximately \$45,000 to the North Slope Borough School District, primarily in charitable contributions and facility use, and received approximately \$375,000 from the North Slope Borough School District, primarily for fuel sales. In addition to direct contributions to the North Slope Borough School District, ASRC made smaller contributions to individual schools and their respective support organizations.

Ravn Alaska: A candidate (T. Napageak) and a family member of a candidate (B. Itta) are employed by Ravn Alaska. ASRC paid approximately \$1.1 million to Ravn Alaska, primarily for flights, and received approximately \$17.6 million primarily for fuel sales by ASRC's subsidiary, Petro Star Inc.

Rex Allen Rock, Sr.: ASRC's subsidiary, ASRC Properties, LLC, receives a monthly rental payment of \$2,000 from Rex Allen Rock, Sr., the current President and CEO of ASRC, pursuant to a residential lease.

Safeway: A family member of a candidate (L. Kayotuk) is employed by Safeway, Inc. ASRC paid approximately \$55,000 to Safeway, primarily for retail purchases, and received approximately \$110,000 from Safeway, primarily for fuel sales by Petro Star Inc.

Tikigaq Corporation: Family members of an ASRC director (R. Rock) are board members of Tikigaq Corporation, one of whom is also an employee. In addition, a family member of an ASRC director (P. Aamodt) is an employee for a subsidiary of Tikigaq Corporation. ASRC engages in business transactions with Tikigaq Corporation and its subsidiaries (Tikigaq). ASRC paid approximately \$1.9 million to Tikigaq, primarily for loan proceeds, office rent and fuel purchases. ASRC received approximately \$1.2 million from Tikigaq, mostly from the NAPA store, Top of the World Hotel and for loan payments to Alaska Growth Capital BIDCO, Inc.

Ukpeaġvik Iñupiat Corporation: Two candidates (B. Eliason and R. Ungarook) and family members of an ASRC director (C. Patkotak) and a candidate (C. Brower) serve on the Board of Directors of Ukpeaġvik Iñupiat Corporation. A candidate (V. Edwardsen), family members of two ASRC directors (J. Adams and O. Leavitt) and family members of two candidates (B. Brower and V. Edwardsen) are employees of Ukpeaġvik Iñupiat Corporation and its subsidiaries (UIC). ASRC engages in many business transactions with UIC. ASRC paid approximately \$1.9 million to UIC, primarily for business services from its various subsidiaries, and received approximately \$1.75 million from UIC, primarily for fuel, gravel and equipment sales from Eskimos, Inc. and construction supplies from ASRC's subsidiary, Builders Choice.

Utqiaġvik Presbyterian Church: An ASRC director (I. Olemaun) is a Ruling Elder of the Utqiaġvik Presbyterian Church. ASRC paid \$15,000 in charitable contributions to the Utqiaġvik Presbyterian Church and received approximately \$9,000 from the Utqiaġvik Presbyterian, primarily for fuel sales.

Voice of the Arctic Iñupiat: Two ASRC directors (J. Hopson and R. Rock) and a family member of a candidate (C. Brower) serve as board members for the Voice of the Arctic Iñupiat. ASRC made

approximately \$254,000 in contributions to the Voice of the Arctic Iñupiat, primarily in the form of services and administrative support that ASRC provides to Voice of the Arctic Iñupiat.

In addition to the transactions described above, ASRC has joint venture businesses with several of the village corporations, including Kaktovik Constructors, a joint venture between an ASRC SKW Eskimos, Inc. and Kaktovik Iñupiat Corporation, and UIC Construction – ASRC SKW Eskimos, LLC, a joint venture between ASRC SKW Eskimos, Inc. and a subsidiary of UIC.

Also, ASRC is required by section 7(j) of ANCSA to distribute to village corporations in the region and to its originally enrolled shareholders who are not also shareholders of the village corporations one-half of what it receives as 7(i) revenues from each regional corporation under ANCSA. As with most ASRC shareholders, many of the directors, officers, candidates and their family members are shareholders, employees, officers and/or directors of village corporations. Amounts distributed in accordance with section 7(j) of ANCSA were not included in the descriptions of the related party transactions above.

LEGAL PROCEEDINGS WITH RELATED PARTY

Rodney Pederson, a former ASRC director, has sued ASRC four times. Pederson's first case against ASRC, which is ongoing after remand from the Alaska Supreme Court, seeks certain company books and records. In Pederson's second case against ASRC, the court ruled for ASRC and ordered Pederson to pay attorneys' fees to ASRC. In Pederson's third case against ASRC, the court ruled for ASRC and dismissed Pederson's claims with prejudice. Pederson has also filed two separate administrative appeals specifically referencing and/or attempting to name ASRC. In the first administrative appeal, Pederson challenged a decision issued by the Alaska State Division of Banking & Securities finding that ASRC did not commit any proxy violations as part of its 2016 proxy statement disclosures. The superior court dismissed Pederson's administrative appeal. Pederson challenged that decision, and the court upheld the administrative decision in January 2019. In the second administrative appeal, Pederson challenged a decision issued by the Alaska State Division of Banking & Securities declining to take any administrative action against ASRC in relation to Pederson's allegations of violations of ANCSA proxy regulations by ASRC. The superior court dismissed Pederson's administrative appeal in December 2018 for Pederson's failure to comply with the court's rules. In Pederson's fourth case against ASRC, he seeks compensation and an order invalidating the qualification requirements for ASRC directors. ASRC denied all claims and explained that Pederson did not receive compensation because he did not sign an agreement to be bound by ASRC's Code of Conduct and is ineligible to run for a Board seat based on director qualifications listed in ASRC's bylaws.

Pederson has been sued by ASRC twice. ASRC's first case against Pederson ended with him signing an agreement whereby, among other things, Pederson agreed to send a letter to shareholders admitting he made false and misleading statements about ASRC. The court later determined that Pederson breached the agreement and held Pederson in contempt of court. In ASRC's second case against Pederson, the trial court found that Pederson materially breached a confidentiality agreement that he signed with ASRC regarding use of shareholder names, addresses, and number of shares held by ASRC shareholders. On appeal, the Alaska Supreme Court affirmed the trial court's ruling that Pederson materially breached the confidentiality agreement.

For further information, the first, second, third, and fourth cases that Pederson filed against ASRC are, respectively: *Pederson v. Arctic Slope Reg'l Corp., et al.*, Case No. 3AN-09-10971CI (filed Oct. 12, 2009), *Pederson v. Arctic Slope Reg'l Corp., et al.*, Case No. 3AN-12-04690CI (filed Jan. 17, 2012), *Pederson v. Arctic Slope Reg'l Corp., et al.*, Case No. 3AN-12-08462CI (filed July 16, 2012), and *Pederson v. Arctic Slope Reg'l Corp., et al.*, Case No. 3AN-18-04708CI (filed Feb. 14, 2018). The first and second cases that ASRC filed against Pederson are, respectively: *Arctic Slope Reg'l Corp. v. Pederson*, Case No. 3AN-11-05733CI (filed Feb. 25, 2011) and *Arctic Slope Reg'l Corp. v. Pederson*, Case No. 3AN-14-05525CI (filed March 10, 2014); appealed to the Alaska Supreme Court as *Pederson v. Arctic Slope Reg'l Corp.*, Case No. S-16386. The administrative appeals referencing and/or attempting to name ASRC as a defendant are respectively, *Pederson v. State of Alaska Dept. of Commerce*, Case Nos. 3AN-16-10456CI (filed Dec. 8, 2016) and 3AN-17-10162CI (filed Nov. 3, 2017).

CLASSES OF STOCK

ASRC has five classes of stock. Under the Alaska Native Claims Settlement Act (ANCSA) and ASRC's Articles of Incorporation, as amended (Articles), each shareholder, when directly enrolled, is issued 100 shares of stock. Class A Settlement Common Stock was issued to Natives (which means a US citizen of at least $\frac{1}{4}$ Native blood) living in a Village in the Arctic Slope Region as of December 18, 1971 (the terms "Native," "Village," and "Arctic Slope Region" are used here as used or defined in the Articles). Class B Settlement Common Stock was issued to Natives of the Arctic Slope Region not living in an Arctic Slope Village as of December 18, 1971. Class C Settlement Common Stock is issued to Natives born after December 18, 1971, who are children of shareholders enrolled directly into ASRC (those who did not receive their stock through gift or inheritance). Class D Other Stock is issued to children (with less than $\frac{1}{4}$ Alaskan Native blood) of shareholders enrolled directly into ASRC (those who did not receive their stock through gift or inheritance). Class E Settlement Common Stock is issued to Natives of the Arctic Slope Region who qualified for, but missed, the original enrollment pursuant to ANCSA in the 1970s. Class C and D shares are life estate only; otherwise Class C and D shares, along with Class E shares, are fully participating. All classes of stock are subject to certain voting restrictions and restraints on alienation under ANCSA.

As of the Record Date, there were 353,650 shares of Class A stock, 19,500 shares of Class B stock, 869,600 shares of Class C stock, 157,700 shares of Class D stock and 900 shares of Class E stock outstanding, for a total of 1,401,350 shares of stock outstanding. Of this total, as of the Record Date, 1,393,815 shares are entitled to be voted at the Annual Meeting.

THE ASRC BOARD OF DIRECTORS

The current members of ASRC's Board of Directors are: Patsy Aamodt, Jacob Adams, Sr., Mary Ellen Ahmaogak, Paul Bodfish, Sr., Avaiyak Burnell, John Hopson, Jr., Jeff C. Kinneeveauk, Oliver Leavitt, Ida Olemaun, Crawford Patkotak, Julius Rexford, Rex Allen Rock, Sr., George A. Sielak, Glen Solomon, and Lillian Stone. The officers of the Board of Directors are Crawford Patkotak (Chairman), George Sielak (Vice Chairman), John Hopson, Jr. (1st Vice President), Paul Bodfish, Sr. (2nd Vice President), Glen Solomon (3rd Vice President), Patsy Aamodt (Treasurer) and Mary Ellen Ahmaogak (Corporate Secretary). ASRC's bylaws provide that ASRC's President shall be the chief executive officer and requires that the President be a director. Rex Allen Rock, Sr. is the current President and CEO of ASRC.

The Board operates as an entire body and through various committees described below. Directors are able to attend Board and committee meetings in person or via teleconference or video conference, but in-person attendance is preferred and direct costs for in-person attendance are paid or reimbursed by ASRC.

BOARD COMPENSATION

During 2018, the annual retainer for directors of ASRC was \$90,000. Directors are also reimbursed for lost wages while attending meetings of the Board of Directors and its committees. Directors were also paid an honorarium of \$1,500 for attendance at each committee and 401(k) Trustees meeting. For 2018, directors of ASRC were paid an honorarium of \$1,500 for attendance at each Village meeting during Spring Village travel. Directors of ASRC who are also executives of ASRC are not paid the retainer or honorariums. Because the current Chairman of the Board is also an executive of ASRC, he does not receive additional compensation for his services as Chairman. In 2018, the Treasurer, currently a non-employee, received an annual retainer of \$20,000. In 2018, the committee chairs for the Audit Committee and the Compensation Committee received \$1,250 per month for their services as chairs of those committees, regardless of whether their respective committees met in any given month. In 2018, the committee chairs for the Proxy Review Committee, Shareholder Development Committee and the Investment Committee received \$833 per month for their services as committee chairs, regardless of whether their respective committees met in any given month. The chairs of the Ethics Committee and the Executive Committee are not paid additional monies for their services as committee chairs. Members of the Board of Directors and their immediate family also receive health insurance, dental and vision benefits. Members of the Board of Directors also receive life insurance benefits. In 2019, Board compensation was modified. The annual retainer for the Board of Directors was increased to \$130,000. In addition, the compensation for the committee chairs of the Audit Committee and Compensation Committee was increased to \$1,500 per month and the compensation for the committee chairs of the Proxy Review Committee, Shareholder Development Committee and the Investment Committee was increased to \$1,000 per month.

EXECUTIVE COMPENSATION AND COMPENSATION COMMITTEE REPORT

The Board of Directors has a standing Compensation Committee that provides oversight of ASRC's compensation plans, policies and programs. The Compensation Committee consists of five Board members who are not employees of ASRC. The current Compensation Committee members are: Paul Bodfish, Sr. (Chair), Patsy Aamodt, Jeff Kinneeveauk, Oliver Leavitt, and Glen Solomon. Jacob Adams, Sr. and Ida Olemaun were members of the Compensation Committee prior to the 2018 Annual Meeting, but are not current members. The Compensation Committee met five times in 2018.

EXECUTIVE COMPENSATION

ASRC's executive compensation philosophy is developed by the Compensation Committee and strives to "pay for performance." ASRC seeks to use compensation as a mechanism to align management's efforts with the Board of Directors' expectations over both the short-term and long-term for ASRC. Executive compensation is a critical tool that enables us to attract and retain talented leaders with the skillset and motivation to manage our diverse operations and continue to provide value to our shareholders.

The Compensation Committee sets the goals, assesses performance and determines the resulting compensation for our President and CEO and reviews and approves the compensation for certain other senior management personnel based on this compensation philosophy. ASRC executive management, including the President and CEO, does not have the power to establish any new compensation programs without the approval of the Compensation Committee, which does not include any directors who are employees of ASRC.

There are two important points that distinguish our compensation plans from many other companies:

- Neither ASRC nor its subsidiaries grant stock options to its employees, and
- All compensation paid to the executives of ASRC and its subsidiaries is deductible to ASRC under the Internal Revenue Code of 1986, as amended.

Our businesses operate in competitive markets, and we may compete for talent with competitors that offer stock options or other forms of equity participation as a way to recruit and retain executives. Without the ability to offer stock options, we strive to offer compensation opportunities that are compelling enough to:

- Attract and retain executives with the skill, talent and entrepreneurship necessary to lead ASRC into a successful future,
- Focus our executives on outcomes that we believe are valuable to the shareholders, and
- Reward successful results.

Executive Performance-Based Incentive Plans

Executive salaries are supplemented by our incentive plans, which reward executives based on achievement of performance goals. These goals stress both financial and non-financial achievements consistent with ASRC's strategic plan. Non-financial achievements include shareholder and employee

development and community and village economic development objectives. We also set goals that reflect desired results for specific positions and organizations and tailor weightings to emphasize key achievements. These plans reflect our “pay for performance” philosophy. In other words, ASRC’s incentive plans are structured to reward executives when performance meets or exceeds desired results. As a result of the diverse markets and businesses in which we operate, the individual business units of the ASRC family of companies may perform with varying degrees of success. For example, certain executives may receive increased incentive compensation as a result of the performance of the business units they manage, while other executives may not be eligible to receive increased (or any) incentive compensation for particular goals. By embracing “pay for performance” principles, we seek to ensure that compensation levels track ASRC’s performance and help align the interests of our executives with our shareholders.

Our compensation philosophy is intended to track corporate success over both the short-term and the longer-term. Each year, ASRC identifies goals and measurements that are intended to increase shareholder value—based on both annual and multi-year targets. These financial and non-financial goals are approved by the Compensation Committee to ensure that they track the performance that the Board of Directors expects for our businesses over the short-term and long-term.

Executive Incentive Plan (EIP)

This incentive plan rewards performance and the achievement of goals over a one-year period. At the end of the year, ASRC estimates and accrues each executive’s EIP awards. Actual financial and non-financial performance is confirmed by the Compensation Committee in March of the following year. Upon confirmation of final performance, ASRC calculates and pays an individual’s final EIP award.

So, for example, at the end of 2018, ASRC estimated and accrued each executive’s 2018 EIP incentive award. After confirming ASRC’s 2018 performance, ASRC calculated and paid final 2018 EIP incentive awards in March 2019.

An employee must generally be employed through the end of the year to receive an EIP award for that year.

Long-Term Performance Incentive Plan (LTIP)

The LTIP also rewards performance, but LTIP incentive payments are measured over a three-year performance period. During each year of an LTIP performance period, ASRC accrues an estimated award for that year of the performance period. After the end of a three-year LTIP performance period, when actual performance (financial and non-financial) is confirmed and approved by the Compensation Committee, ASRC calculates the final LTIP payment for the entire performance period and pays the final LTIP award. Under most circumstances, an executive who leaves employment before the end of an LTIP performance period forfeits the entire incentive payment for that LTIP performance period.

So, for example, performance for the 2016–2018 LTIP performance period was measured over three years: 2016, 2017 and 2018. After confirming actual performance for 2016, 2017 and 2018, the 2016–2018 LTIP performance period incentive was awarded to each eligible executive in March 2019.

Similarly, performance for the 2017–2019 LTIP performance period is being measured over 2017, 2018 and 2019. Once ASRC’s three-year performance is confirmed in March 2020, the 2017–2019 LTIP performance period incentive awards will then be paid.

As of the date of this Proxy Statement, the 2016–2018 LTIP performance period has been completed and payment was made in March 2019, while the 2017–2019, 2018–2020 and 2019–2021 LTIP performance periods remain active and payments for those performance periods are expected be made in 2020, 2021 and 2022, respectively.

When finalizing EIP and LTIP incentive awards, actual performance is compared to performance goals set for executives and for ASRC’s businesses, which may include financial performance, community and village economic development, shareholder and employee development and other targets. For example, when financial performance is high, incentive pay tied to financial performance goals will tend to be larger. Conversely, when financial performance is lower, incentive pay tied to financial performance goals is expected to be lower. If performance does not meet or exceed an executive’s threshold performance goal, that executive would not be eligible to receive any incentive compensation related to that goal.

As explained more fully in the Annual Report, ASRC’s management often uses Earnings Before Interest, Taxes, Depreciation and Amortization after certain one-time adjustments (“Adjusted EBITDA”) as a useful measurement of financial performance. This is a common measurement tool used by public and privately held companies similar to ASRC. ASRC’s management uses Adjusted EBITDA because excluding certain impacts to ASRC’s financial statements that do not impact actual cash on hand (non-cash charges) and special one-time items that do not reflect ordinary impacts to cash (such as insurance settlements) are useful in understanding how much cash is being generated by ASRC’s operations to fund capital investment, service debt, and pay dividends. For instance, ASRC has tax attributes that largely result in ASRC paying minimal federal taxes. Additionally, for financial statements purposes, ASRC amortizes (or expenses over time) a significant portion of the purchase price of acquisitions. While these adjustments significantly impact net income, they do not actually impact cash flow and our ability to pay dividends.

The table below describes certain historical performance information that we use to determine incentive payments under the EIP and LTIP. An executive’s performance goals may be based on one or more of these (or other similar) performance measures. Individual executive performance goals may differ from one executive to another and may be tied, in part, to non-financial performance metrics such as shareholder and employee development or community and village economic development.

ASRC Historical Performance ¹			
	2018	2017	2016
ASRC Consolidated Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization	\$280,294,000	\$204,216,000	\$178,010,000
Average Shareholder Employment²	482	485	484

¹ The Compensation Committee reviews EIP and LTIP metrics (including financial performance) annually to determine the impact on the annual (EIP) and 3-year (LTIP) plan periods. Certain adjustments are made and approved by the Compensation Committee to address unforeseen changes in policy and other facts and circumstances occurring during these periods. Therefore, amounts used in the final compensation criteria may differ from those above or included in the Annual Report.

² The Shareholder Development Committee provides shareholder employment reporting criteria and related goals for ASRC and its subsidiaries on an annual basis. The Shareholder Development Committee then reviews the performance and particular employment activities of ASRC and its subsidiaries before making a determination of the final shareholder employment numbers for the year.

The table below describes compensation paid or accrued during the fiscal year ended December 31, 2018 for the five most highly compensated executive officers and directors of ASRC and all of the officers and directors of ASRC as a group.

Name and Capacity in 2018	Non-Incentive Compensation Paid or Earned in 2018	Performance Based Incentive Compensation		Total
		Short-Term Incentive Compensation (EIP) Earned in 2018 and Paid in 2019	Long-Term Incentive Compensation (LTIP) Earned 2016–2018 and Paid in 2019 ¹	
Butch Lincoln, EVP & COO, ASRC	\$973,087	\$2,386,438	\$1,770,017	\$5,129,542
Rex Allen Rock, Sr. President & CEO, ASRC	\$949,656	\$2,380,257	\$1,752,174	\$5,082,087
Mark Gray, President & CEO, ASRC Federal Holding Company, LLC	\$781,559	\$1,594,754	\$1,069,900	\$3,446,213
Greg Johnson, President & CEO, ASRC Industrial Services, LLC	\$729,480	\$674,027	\$539,858	\$1,943,365
Charlie Kozak, EVP & CFO, ASRC	\$625,732	\$701,677	\$543,305	\$1,870,714
All other officers and directors as a group, 23 persons	\$5,756,698	\$2,716,768	\$2,052,839	\$10,526,305
Totals (All officers and directors as a group, 28 persons)	\$9,816,212	\$10,453,921	\$7,728,093	\$27,998,226

¹ ASRC accrues estimated LTIP amounts for executive performance during LTIP performance periods not yet completed. At the end of 2018, the following estimated amounts were accrued for both the 2017-2019 and 2018-2020 LTIP performance periods: Mr. Lincoln, \$1,820,125; Mr. Rock, \$1,757,662; Mr. Gray, \$1,356,110; Mr. Johnson, \$678,661; Mr. Kozak, \$532,135; and all other officers eligible for such LTIP performance periods (7 persons) as a group, \$2,625,504. When applicable, we do not accrue estimated LTIP amounts when an executive is not expected to earn an LTIP award for an incomplete LTIP performance period under the terms of the plan.

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed with management the foregoing Executive Compensation section. Based on such review and discussion, the Compensation Committee recommends that the foregoing Executive Compensation section be included in this Proxy Statement.

Submitted by the members of the Compensation
Committee of the Board of Directors.

Paul Bodfish, Sr. (Chair)

Patsy Aamodt

Jeff Kinneveauk

Oliver Leavitt

Glen Solomon

INDEPENDENT PUBLIC ACCOUNTANTS AND AUDIT COMMITTEE REPORT

The Audit Committee of the Board of Directors oversees the external and internal audit activities of ASRC and currently consists of five directors. The current members of the Audit Committee are: Jacob Adams, Sr. (Chair), Paul Bodfish, Sr., John Hopson, Jr., Julius Rexford, and George Sielak. Jeff Kinneeveauk, Vera Lincoln, Ida Olemaun, and Glen Solomon were members of the Audit Committee prior to the 2018 Annual Meeting, but are not current members. Julius Rexford joined the Audit Committee after the 2018 Annual Meeting. The Audit Committee met four times in 2018. The ASRC Senior Director of Internal Audit reports to the Chair of the Audit Committee and may be terminated only upon the approval of the Audit Committee.

AUDIT COMMITTEE

Statement of Policy:

As specified in the charter of the Audit Committee, the principal objective of the Audit Committee is to ensure that ASRC's financial records and related communications are complete and accurate. In so doing, the Audit Committee is responsible for maintaining free and open means of communication between the directors, the external auditors, the internal auditors and the financial management of ASRC.

Responsibilities:

In carrying out its responsibilities, the Audit Committee believes its policies and procedures should remain flexible. Flexibility allows the Audit Committee to best react to changing conditions and to ensure that the corporate accounting and reporting practices of ASRC are in accordance with applicable requirements and are of the highest quality.

INDEPENDENT PUBLIC ACCOUNTANTS

ASRC's independent public accountants plan and conduct an audit to obtain reasonable assurance that ASRC's consolidated financial statements are free of material misstatement.

On March 19, 2018, the Audit Committee approved the appointment of Grant Thornton LLP (Grant Thornton) as ASRC's independent public accounting firm for fiscal year 2018. ASRC has used Grant Thornton as its independent public accounting firm since fiscal year 2009. In selecting Grant Thornton, the Audit Committee carefully considered its independence and reviewed and approved: the scope of the annual audit for the year ended December 31, 2018; the types of non-audit services, if any; and the estimated fees for each category for the coming year. The Audit Committee's consideration of the independence of Grant Thornton included a review of its reputation for integrity and competence in the fields of accounting and auditing as well as any other relationships with the ASRC family of companies. In March 2019, the Audit Committee approved the appointment of Grant Thornton as ASRC's independent public accounting firm for fiscal year 2019.

In 2018, ASRC engaged Grant Thornton to provide tax compliance services. The tax compliance services represented less than 0.5% of the total fees received by Grant Thornton from ASRC. The Audit Committee

believes that the performance of such services does not impair the independence of Grant Thornton as auditor. Grant Thornton did not provide ASRC with any other non-audit-related services.

AUDIT COMMITTEE REPORT

As ASRC's independent public accountants, Grant Thornton plans and conducts an audit to obtain reasonable assurance that ASRC's consolidated financial statements are free of material misstatement. Grant Thornton is responsible for performing an independent audit of the consolidated financial statements and expressing an opinion on those consolidated financial statements. Representatives of Grant Thornton are not expected to be present at the Annual Meeting.

In giving its recommendation to the Board of Directors, the Audit Committee has relied on (i) management's representation that the consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, and (ii) the reports of ASRC's independent public accountants with respect to such consolidated financial statements.

We have reviewed and discussed with management of ASRC and with Grant Thornton the consolidated financial statements of ASRC and its subsidiaries set forth in ASRC's 2018 Annual Report to Shareholders for the year ended December 31, 2018. We have discussed with Grant Thornton and management, separately and together, the matters required to be discussed by Statement on Auditing Standards No. 114, "The Auditor's Communication with Those Charged with Governance."

Based on the review and discussions with management of ASRC, the internal auditors and Grant Thornton, the Audit Committee recommends to the Board of Directors that ASRC publish the consolidated financial statements of ASRC and its subsidiaries for the year ended December 31, 2018 in ASRC's Annual Report to Shareholders.

Submitted by the members of the Audit Committee of
the Board of Directors.

Jacob Adams, Sr. (Chair)

Paul Bodfish, Sr.

John Hopson, Jr.

Julius Rexford

George Sielak

COMMITTEES OF THE ASRC BOARD OF DIRECTORS

In addition to the Compensation Committee and the Audit Committee, the ASRC Board of Directors had five standing committees during the year ended December 31, 2018: the Executive Committee, the Investment Committee, the Ethics Committee, the Proxy Review Committee and the Shareholder Development Committee.

The Board does not use a nominating committee, as ASRC's bylaws allow any eligible adult voting shareholder the opportunity to run for the Board.

EXECUTIVE COMMITTEE

The Executive Committee generally has between seven and ten members. The current members are: Crawford Patkotak (Chair), Patsy Aamodt, Mary Ellen Ahmaogak, Paul Bodfish, Sr., John Hopson, Jr., Oliver Leavitt, Rex Allen Rock, Sr., George Sielak and Glen Solomon. Jacob Adams, Sr. and Ida Olemaun were members of the Executive Committee prior to the 2018 Annual Meeting, but are not current members. John Hopson, Jr. joined the Executive Committee after the 2018 Annual Meeting. The Executive Committee may exercise all the authority of the full Board except as limited by resolution or applicable law. This committee met once in 2018.

INVESTMENT COMMITTEE

The Investment Committee has five members: Jacob Adams, Sr. (Chair), Oliver Leavitt, Ida Olemaun, Crawford Patkotak, and Rex Allen Rock, Sr. Patsy Aamodt, Vera Lincoln, Thomas Nukapigak and Glen Solomon were members of the Investment Committee prior to the 2018 Annual Meeting, but are not current members. The Investment Committee reviews and makes recommendations on new investment/divestiture opportunities that come before the Board of Directors and provides oversight on the investment policies of ASRC. This committee met six times in 2018.

ETHICS COMMITTEE

The Ethics Committee has five members: Paul Bodfish, Sr. (Chair), Patsy Aamodt, Julius Rexford, George Sielak, and Lillian Stone. Mary Ellen Ahmaogak, John Hopson, Jr., Jeff Kinneeveauk, and Ida Olemaun were members of the Ethics Committee prior to the 2018 Annual Meeting, but are not current members. Julius Rexford and Lillian Stone joined the Ethics Committee after the 2018 Annual Meeting. The Ethics Committee meets as needed. This committee did not meet in 2018.

PROXY REVIEW COMMITTEE

The Proxy Review Committee generally has five members who are appointed by the Board prior to the Annual Meeting. The Proxy Review Committee meets every year to review and resolve potential issues with proxies received for the Annual Meeting. The members of the Proxy Review Committee are John Hopson, Jr. (Chair), Patsy Aamodt, Mary Ellen Ahmaogak, Paul Bodfish, Sr., and Avaiyak Burnell. Jeff Kinneeveauk, George Sielak and Glen Solomon were members of the Proxy Review Committee prior to the 2018 Annual Meeting, but are not current members. Patsy Aamodt, Paul Bodfish, Sr., and Avaiyak

Burnell joined the Proxy Review Committee after the 2018 Annual Meeting. This committee met three times in 2018.

SHAREHOLDER DEVELOPMENT COMMITTEE

The Shareholder Development Committee (formerly known as the Shareholder Employment Committee) has five members: Ida Olemaun (Chair), Paul Bodfish, Sr., Avaiyak Burnell, John Hopson, Jr., and Jeff Kinneeveauk. Patsy Aamodt, Oliver Leavitt, Vera Lincoln, and Thomas Nukapigak were members of the Shareholder Development Committee prior to the 2018 Annual Meeting, but are not current members. Avaiyak Burnell joined the Shareholder Development Committee after the 2018 Annual Meeting. The Shareholder Development Committee oversees the establishment and achievement of ASRC's shareholder development goals and provides general oversight of ASRC's shareholder development plans, policies and programs. This committee met three times in 2018.

REQUEST FOR PROXIES BY OTHERS

Individual shareholders may also request to vote your shares by proxy at the Annual Meeting. The Board of Directors cannot give anyone legal advice, but would like all shareholders to be aware of the procedures and requirements for preparing and filing a valid proxy statement for an Alaska Native Corporation shareholder meeting. State proxy regulations and detailed information on how to file your own proxy solicitation statement can be found on the State of Alaska website at: <https://commerce.alaska.gov/web/dbs/anca.aspx> or by calling the State of Alaska, Department of Commerce, Community and Economic Development, Division of Banking, Securities and Corporations at 907-269-8140 or writing to the following address:

**State of Alaska Department of Commerce, Community, and Economic Development –
Division of Banking and Securities**
550 West Seventh Avenue, Suite 1850
Anchorage, AK 99501


PREPARATION OF THE PROXY STATEMENT

The cost of preparing and mailing this Proxy Statement and any other reasonable information related to the Annual Meeting has been and will be paid for by ASRC. The total estimated cost is not expected to exceed the amount ASRC would normally spend for producing and mailing the Proxy Statement and does not include the salaries and wages of regular employees and officers who work on the Proxy Statement. No part of the expense of this Proxy Statement or of any other reasonable information circulated by ASRC related to the Annual Meeting will be paid by anyone other than ASRC.

On behalf of the Board of Directors, we look forward to your participation in the 2019 Annual Meeting, either in person or by proxy.

Dated: April 26, 2019

ARCTIC SLOPE REGIONAL CORPORATION

By: 

Mary Ellen Ahmaogak
Corporate Secretary

ARCTIC SLOPE REGIONAL CORPORATION
46th ANNUAL MEETING OF SHAREHOLDERS
June 14, 2018
1:30 p.m.
Kaktovik, Alaska

I. CALL TO ORDER

The 46th Annual Shareholders Meeting of the Arctic Slope Regional Corporation was called to order by Chairman Crawford Patkotak at 2:00 p.m. at the Kaveolook School Gymnasium in Kaktovik, Alaska on June 14, 2018, pursuant to a call made by the President and a written notice by the Corporate Secretary, and after having been adjourned on June 9, 2018 by Board member Glen Solomon due to weather conditions preventing necessary participants from attending on June 9, 2018.

II. INVOCATION

Invocation was given by Ida Angasan.

III. APPROVAL OF AGENDA

Chairman Patkotak presented the agenda for approval. Paul Bodfish Sr. moved, seconded by Glen Solomon to approve the agenda as presented. Motion carried.

IV. INTRODUCTION OF BOARD AND STAFF

Chairman Patkotak welcomed shareholders attending the meeting in Kaktovik, Alaska. Chairman Patkotak provided an introduction of the Arctic Slope Regional Corporation Board of Directors. President & CEO Rex A. Rock Sr. provided an introduction of the Arctic Slope Regional Corporation staff.

V. READING OF AFFIDAVIT OF MAILING OF NOTICE

Corporate Secretary Mary Ellen Ahmaogak read the Affidavit of Mailing of Notice.

VI. PRELIMINARY QUORUM REPORT

Corporate Secretary Mary Ellen Ahmaogak gave the preliminary quorum report. There were:

In Person	0
In Person as Custodian	0
By Proxy	28,070
By Proxy as Custodian	20,996
By Directed Proxy	794,397
Withheld	14,696
Total	858,159

She reported quorum required of 683,526 shares. Quorum declared.

VII. CLOSING OF REGISTRATION

Chairman Patkotak announced the registration was closed at 2:19 p.m.

VIII. APPOINTMENT OF PARLIAMENTARIAN

Chairman Patkotak appointed Dr. Oliver Leavitt as Parliamentarian until the arrival of Alma Upicksoun who will then serve as Parliamentarian.

IX. APPROVAL OF MINUTES – June 19, 2017.

Chairman Patkotak presented the June 19, 2017 Meeting Minutes for approval. Corporate Secretary Mary Ellen Ahmaogak moved, seconded by Glen Solomon, to approve the minutes as presented. Motion carried.

X. APPOINTMENT OF INSPECTORS OF ELECTION

Chairman Patkotak appointed Brian Carberry and Heon Jeong of BDO, LLC as Inspectors of Election.

XI. NOMINATIONS OF DIRECTORS

Chairman Patkotak opened the floor for nominations and reported that there are five seats up for election. Corporate Secretary Mary Ellen Ahmaogak moved to nominate the names as written in the 2018 Proxy, the motion was seconded by Glen Solomon. Question was called and the motion was carried.

XII. OPENING OF POLLS

Chairman Patkotak opened the polls at 2:23 p.m.

XIII. PRESIDENT'S/TREASURER'S REPORTS

President Rock presented the Annual Report DVD, which reported on the operations of the Corporation for 2018. The DVD also included a presentation by Treasurer Patsy Aamodt and Chairman Patkotak on the Corporation's 2018 financial results.

Paul Bodfish Sr. moved, seconded by George Sielak, to adopt the President's Report. Motion carried.

XIV. CLOSING OF POLLS

Chairman Patkotak closed the polls at 3:05 p.m.

XV. SHAREHOLDER QUESTIONS AND ANSWERS

President Rock opened the floor for questions from Shareholders.

XVI. FINAL QUORUM REPORT

In Person	4,340
In Person as Custodian	1,467
By Proxy	28,070
By Proxy as Custodian	20,996
By Directed Proxy	794,397
Withheld	14,805
Total	864,075

Quorum was obtained.

XVII. OTHER BUSINESS

None.

XVIII. DOOR PRIZE DRAWINGS

The following shareholders were winners of the 2018 Annual meeting Door Prizes:

\$5,000.00	LEONA MAGGIE NUNGASAK
\$4,900.00	NASH S BROWER
\$4,800.00	OPHEALYA ANN OKPIK
\$4,700.00	HALEY NICOLE VERA SIELAK
\$4,600.00	ANGELA JAZMINE SARREN
\$4,500.00	HORACE TIMOTHY JR
\$4,400.00	MICHAEL DEAN RILEY
\$4,300.00	JESLIE SCOTT HILL
\$4,200.00	CHRISTOPHER I HUGO
\$4,100.00	KEVIN JOHN HENRY OKTOLLIK
\$4,000.00	CYNTHIA A SPEAR
\$3,900.00	ANALEA JADALYN REXFORD
\$3,800.00	EMMANUEL TUZROYLUKE
\$3,700.00	FAAGI ZONTAYA UNUTOA
\$3,600.00	BERNICE T KAIGELAK
\$3,500.00	BRANDI CALEEN ALISA SOVALIK
\$3,400.00	WILSON EKAK
\$3,300.00	JAMIE P OKOMAILAK
\$3,200.00	STEVEN A NEAKOK
\$3,100.00	ROBERTO DEIGO PEREA
\$3,000.00	LILLIAN DOROTHY MARRERO
\$2,900.00	BILLY ADAMS
\$2,800.00	PIPER LYNN ADAMS
\$2,700.00	NATCHIGUN JOHNMICHAEL ROSS AHNGASUK
\$2,600.00	CYNTHIA VIRGINIA MILLER

\$2,500.00	DONJOE AKLINIK LAMPE
\$2,400.00	KYSON ANTONIO AVAIYAK HOLT
\$2,300.00	DANIEL MIKE TAALAK
\$2,200.00	DEANA AURORA FEY JONIAK
\$2,100.00	AALIYAH ALEXIS WRIGHT
\$2,000.00	REBECCA NAATAQ NANAUQ HOPSON-ADAMS
\$1,900.00	LOUIE EDWARD KOWUNNA
\$1,800.00	MARYLAND MAMIE PANIGEO
\$1,700.00	EDDIE AHYAKAK
\$1,600.00	TEDDY JOE KOSBRUK
\$1,500.00	THEODORE WESTLAKE
\$1,400.00	SHELLY DAWN BOGENRIFE
\$1,300.00	CORA MAE LEAVITT
\$1,200.00	LOGAN CONNOR IPALOOK
\$1,100.00	TESSA MAY GANGWER
\$1,000.00	FLORA JANE BROWER
\$1,000.00	CLARA MAE GOLODOFF
\$1,000.00	TIMOTHY RAY I KALLENBACH
\$1,000.00	EVA KINNEEVEAUK
\$1,000.00	JOHNATHAN TAYLOR NELSON
\$1,000.00	RONALD OVIOK JR
\$1,000.00	KRYSTLE ANN M P REXFORD
\$1,000.00	JANE KILAPHSUK SNYDER
\$1,000.00	MAY STOFFA
\$1,000.00	STEPHEN SCOTT WATSON

XIX. REPORT OF INSPECTORS OF ELECTION

Chairman Patkotak stated that the official election results will be posted as soon as they are certified by the Board of Directors of the Corporation and will be made available on ASRC's *lamInupiaq* website.

XX. ADJOURNMENT

There being no other business, Chairman Patkotak entertained a motion for adjournment. Rex A. Rock Sr. moved, seconded by Ida Olemaun, to adjourn. The meeting was adjourned at 5:10 p.m.

{Signature page to follow}

Rex Allen Rock, Sr.
President & CEO

ATTEST:

Mary Ellen Ahmaogak
Corporate Secretary



**2018 Arctic Slope Regional Corporation
Annual Meeting of Shareholders
Certification of Election**

The following votes were cast in person and by proxy at the 2018 Annual Meeting of Shareholders of Arctic Slope Regional Corporation, which was held on June 14, 2018 at 1:30 pm at Harold Kaveolook School in Kaktovik, Alaska, for the offices shown:

<u>SEAT</u>	<u>NOMINEE</u>	<u>TERM</u>	<u>NUMBER OF VOTES</u>
UTQIAGVIK (BARROW) SEAT 1	AVAIYAK BURNELL	3 YEARS	493,846
	JESLIE JAMES KALEAK, JR		437,484
	RICHARD A UNGAROOK, SR		252,134
	MICHAEL DEAN STOTTS		139,147
	MURIEL DAWN KATUK BROWER		31,315
	REBECCA RUTH BROWER		3,250
	ROBERT O AKPIK, JR		3,000
	IDA OLEMAUN		2,320
	MARIE GENE STACKHOUSE		1,800
	RUSSELL A N SNYDER		1,500
	JULIAN K FERRERAS		1,500
	MARY ELLEN AHMAOGAK		1,320
	JOE MELLO LEAVITT		1,095
	JOHN QUINTEN LAMBRECHT		1,000
	MARY VIRGINIA PATKOTAK		1,000
	HAZEL OKTOLLIK		665
	TOMMY GORDON NAGEAK		605
	TINA ALAINE WOLGEMUTH		600
	PRICE DAVID LEAVITT, SR		590
	CORTEZ OLEMAUN		550
	ANTHONY ALLEN DELIA		500
	COLLEEN ESTELLE ABAD		500
	ALBERT JAMES DRIGGS, III		500
	LISA DIANE ADAMS		500
	JOHN MICHAEL TEIGLAND		500
	ISAAC W LEAVITT		500
	JACOB ADAMS, SR		500
	QITUVITUAQ LITCHARD		500
	SHAWN CHARLES BROWER		500
	BILLY KENTON		285
ALICIA MARIE KANAYURAK	219		
CRAWFORD K PATKOTAK	200		
CARL NAYAKIK	125		

FINAL RESULTS



<u>SEAT</u>	<u>NOMINEE</u>	<u>TERM</u>	<u>NUMBER OF VOTES</u>
	HAROLD LEE NUNGASAK		111
	NEAL JOHNSTON, II		100

<u>SEAT</u>	<u>NOMINEE</u>	<u>TERM</u>	<u>NUMBER OF VOTES</u>
ANAKTUVUK PASS SEAT 2		3 YEARS	
	LILLIAN S STONE		189,648
	VERA MAY LINCOLN		167,407
	PATRICK A MEKIANA		76,529
	ESTHER S HUGO		70,886
	VICTOR ROLLIN MEKIANA		39,354
	STANLEY F RILEY		1,020
	SAMUEL TUYMIGAK RULLAND		905
	REX ALLEN ROCK, SR		585
	ASHLEY ROSE E MEKIANA		219

<u>SEAT</u>	<u>NOMINEE</u>	<u>TERM</u>	<u>NUMBER OF VOTES</u>
POINT LAY SEAT 3		3 YEARS	
	JULIUS MURRAY REXFORD		175,146
	WILLIAM A TRACEY, JR		94,916
	MARJORIE LONG		80,849
	LUCY J NEAKOK		1,125
	ALFRED KEVIN STALKER		219

<u>SEAT</u>	<u>NOMINEE</u>	<u>TERM</u>	<u>NUMBER OF VOTES</u>
ATQASUK SEAT 4		3 YEARS	
	PAUL STUART BODFISH, SR		413,537
	JESSICA LYNN ITTA		11,139
	ROBERT DEAN IVANOFF		2,090
	MOLLY R AHKIVGAK		1,070
	DELLA FRANCES SEGEVAN,		300
	AMELIA ANN KANAYURAK		219
	GAIL ARDEN WONG		160

FINAL RESULTS



<u>SEAT</u>	<u>NOMINEE</u>	<u>TERM</u>	<u>NUMBER OF VOTES</u>
AT LARGE SEAT 5		3 YEARS	
	PATSY ANN AAMODT		607,180
	MARY VIRGINIA PATKOTAK		212,314
	BARROW GENE BROWER		177,639
	ANGELENE DORIS FAULKNER		131,082
	SHARON ELAINE THOMPSON		98,896
	LUCY J NEAKOK		65,506
	IRA SIKAROOK NUKAPIGAK, JR		47,947
	DALE HARRY OKPIK		43,725
	IAN LLOYD BROSTE		37,162
	DANIELLE N AKPIK		29,232
	RICKY LEE MCMULLEN, JR		18,287
	KIMBERLY L WEBER		6,355
	BERNICE T KAIGELAK		6,255
	EUNICE MARY BROWER		4,460
	MURIEL DAWN KATUK BROWER		4,183
	DORA ALICE LEAVITT		3,730
	RAY JOSE ESPARZA		3,255
	WILLIAM A LEAVITT		2,165
	DALE S UNGUDRUK		1,640
	PAUL M KAIGELAK		1,615
	EDGAR JOHN KAGAK		1,590
	EDWARD LEE KAGAK		1,585
	JOHN STOFFA		1,500
	JAMES E NASH		1,500
	AARON KIPPOGAN TOOYAK		1,500
	MARY ELLEN AHMAOGAK		1,495
	SANDRA LUCY PEETOOK		1,120
	ROY DAVID AHMAOGAK		1,000
	ALYSSA RAE HARRISON		1,000
	GEORGE PHILIP WOODS		980
	PATSY KARL NEAKOK		800
	FLORENCE HELEN ALRED		770
	EDWARD NEIL BAKER		750
	EDNA AHMAOGAK		730
	TINA ALAINE WOLGEMUTH		700
	MAX AHGEAK		655
	SHELDON MICHAEL SEGEVAN, II		625
	ROBERT HENRY FILE, JR		625
	OLIVER HENRY PEETOOK		610
	ABRAHAM STINE, JR		600

FINAL RESULTS



<u>SEAT</u>	<u>NOMINEE</u>	<u>TERM</u>	<u>NUMBER OF VOTES</u>
	JOHN ERIC KIELY		570
	VERA ANN WILLIAMS		560
	JANE KILAPHSUK SNYDER		555
	DANIEL DALE SOVALIK		550
	DARRYL WILLIAM NEAKOK		500
	DELBERT R NAPAGEAK		500
	ANGELINE ROSE GATES		500
	ABRAHAM STINE		500
	JOHN C SEGEVAN		500
	HUGH WILLIAM OLEMAUN		500
	NIKITA LOVE BROWN		500
	RAYMOND HENRY NASHOOKPUK		500
	RUSSELL A N SNYDER		500
	CRAWFORD K PATKOTAK		450
	CHARLES L GAMBOA		400
	JALEN CHARLES AGNASAGGA		390
	MARVIN H KANAYURAK		219
	COLLEEN ESTELLE ABAD		200
	BILLY KENTON		200
	NEAL JOHNSTON, II		100
	ROBERT EDWARDSSEN, JR		75
	FRED SPIKE PAPA TAGAROOK, JR		30

The following are elected to the seats as indicated:

<u>SEAT</u>	<u>NOMINEE</u>	<u>TERM</u>	<u>NUMBER OF VOTES</u>
UTQIAGVIK (BARROW) SEAT 1	AVAIYAK BURNELL	3 YEARS	493,846
ANAKTUVUK PASS SEAT 2	LILLIAN S STONE	3 YEARS	189,648
POINT LAY SEAT 3	JULIUS MURRAY REXFORD	3 YEARS	175,146
ATQASUK SEAT 4	PAUL STUART BODFISH, SR	3 YEARS	413,537
AT LARGE SEAT 5	PATSY ANN AAMODT	3 YEARS	607,180

FINAL RESULTS



I, the Senior Director of Internal Audit of Arctic Slope Regional Corporation (“ASRC”), having reviewed, assessed, and tested the controls for the election of directors in connection with the 2018 Annual Meeting of Shareholders of ASRC (the “Election”) and having performed testing procedures upon proxy data entered into the elections system for votes by proxy for the Election, confirm and certify the above findings of the votes cast in the Election at the Annual Meeting for the board offices.

A handwritten signature in dark ink, appearing to read 'Traci Schacht', is written over a horizontal line.

Traci Schacht

A handwritten date '6/15/18' is written in dark ink above a horizontal line.

Date



Tel: 907-278-8878
Fax: 907-278-5779
www.bdo.com

3601 C Street, Suite 600
Anchorage, AK 99503

June 15, 2018

Charlie Kozak, Executive Vice President/Chief Financial Officer
Arctic Slope Regional Corporation
3900 C Street, Suite 801
Anchorage, AK 99503

RE: 2018 Election of Directors - Certification

The undersigned Inspector of Elections, having reviewed, assessed and tested the controls for the election of directors in connection with the 2018 Annual Meeting of Shareholders of Arctic Slope Regional Corporation (the "Election") and having performed testing procedures upon proxy data entered into the election system for the Election, confirms and certifies the above findings of the votes cast in the Election at the Annual Meeting for the board offices.

BDO USA, LLP

A handwritten signature in black ink, appearing to read 'Heon Jong Jeong', written over a horizontal line.

By: Heon Jong Jeong, CIA
Title: Senior Manager, Risk Advisory Services