



VOTER'S GUIDE & PROXY STATEMENT
FOR THE ELECTION OF DIRECTORS

Notice of Annual Meeting of Shareholders, June 1, 2019

◆ Voter information also available at www.ciri.com/election
Vote online at vote.ciri.com ◆

Voter's Guide & Proxy Statement for the Election of Directors



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 Voter information also available at www.ciri.com/election
Vote online at vote.ciri.com 



Notice of Annual Meeting of Shareholders, June 1, 2019

April 8, 2019

The Annual Meeting of Shareholders of CIRI will be held at the Chief Leschi School, 5625 52nd Street E., Puyallup, Washington, beginning at 10 a.m. Pacific Daylight Time, for the following purposes:

1. To elect five directors for three-year terms
2. To vote on a binding resolution to establish the CIRI Settlement Trust
3. To transact such other business as may properly be brought before the Annual Meeting or any adjournment thereof.

Additionally, shareholder Jimmie D. Hartley has provided notice that he may introduce a resolution at the Annual Meeting of Shareholders for removal without cause of one or more or all of the directors pursuant to AS 10.06.460.

Registration for the meeting will be at the Chief Leschi School beginning at 8 a.m. and ending at 11 a.m. on Saturday, June 1, 2019. You must register by 11 a.m. Pacific Daylight Time if you wish to vote in person at the meeting.

Only shareholders of voting stock of record at the close of business on April 2, 2019 are entitled to vote at the meeting or any adjournment thereof. Meeting attendance is limited to shareholders and their immediate family members (i.e., spouse, children) and/or stock custodian. Shareholders should accompany their family members at registration and should be prepared to present their CIRI shareholder identification card or other form of identification.

A list of shareholders will be available at the time and place of the meeting and during the 20 days prior to the meeting at CIRI's corporate offices, 725 E. Fireweed Lane, Suite 800, Anchorage, Alaska.

This year, you may vote your proxy online, using CIRI's web-based proxy system, or you may vote using the standard paper proxy. It is important that as many shareholders as possible be represented at the meeting. Therefore, whether or not you expect to be present in person, please visit <https://vote.ciri.com> to submit an electronic proxy, or sign, date and return the enclosed paper proxy in the postage-paid envelope provided. If you attend the meeting and wish to vote in person you may do so, even if you previously voted online or returned a proxy in the mail.

- The Inspector of Election, c/o Sramek Hightower, or the CIRI Secretary, must receive all proxies PRIOR TO 2 p.m. ALASKA DAYLIGHT TIME ON THURSDAY, MAY 23, 2019.
- Proxies received after the proxy deadline will not be voted at the meeting.
- Please vote online or sign and date your paper proxy and return it immediately.

Dr. Jeffrey A. Gonnason
Secretary

ELECTRONIC PROXY VOTING (eVOTE) OPTION

Shareholders now have two ways to vote by proxy:

Complete and return the paper proxy included in this mailing



Complete an electronic proxy (eProxy) using CIRI's web-based proxy system!

The eProxy is used for the same purpose as a paper proxy. It will be used by the proxyholder to cast your votes in accordance with your instructions and will also be counted for quorum purposes. **It's fast and easy to submit an eProxy, and if you vote online there is no need to mail a paper proxy.**

CIRI's web-based proxy system will be available from April 8, 2019, until the proxy deadline of 2:00 p.m. Alaska Daylight Time on Thursday, May 23, 2019.

TO VOTE ONLINE:

1. **Open your internet browser and go to <https://vote.ciri.com>.** Your web browser must support cookies, Javascript and SSL encryption. The site has been tested with Internet Explorer, Edge, Firefox, Safari and Chrome. The most recent version of your browser is recommended. The votes you submit via <https://vote.ciri.com> will be encrypted, as indicated by the lock icon on the status bar of your browser.
2. **Enter your PIN number, located on the top right of the CIRI paper proxy included in this mailing, and the last four digits of your Social Security number.** Special note for fiduciaries who are not CIRI shareholders: If you serve as voting fiduciary for a CIRI shareholder, use the last four digits of his/her Social Security number. If you serve as voting fiduciary for multiple CIRI shareholders, call Sramek Hightower CPAs at (907) 677-3320 for a temporary code to enter in lieu of a Social Security number.
3. Click the "Login" button and you will automatically go to the next screen if you have entered your credentials correctly. Once you are logged in, you will be presented with an electronic version of CIRI's 2019 paper proxy. Voting instructions may be found on each of the voting screens.
4. After you have entered your votes, a summary showing how you voted will display. At this point, you may either submit your eProxy or, if you wish to change how you voted, start over. You may also input your email address if you would like a copy of your proxy instructions emailed to you.
5. If you later decide to change your vote, you may log back into the proxy system and complete the process again, or you may submit a paper proxy. Only your most recent valid proxy will be counted, regardless if it was an eProxy or a paper proxy.

Need help? Contact Sramek Hightower at (907) 677-3320 between 8 a.m. and 5 p.m. AKDT if you:

- Need help using the voting site
- Misplace your PIN
- Receive a message saying, "Shareholder record locked out."

If submitted by the appropriate deadlines, your eProxy qualifies you for the 2019 Early Bird and Annual Meeting prize drawings.

**SUBMITTING AN ePROXY BY THE PROXY DEADLINE
ALSO QUALIFIES YOU FOR SPECIAL eVOTE PRIZE DRAWINGS!**

2019 ANNUAL MEETING PRIZES

include \$3,000 in eVOTE PRIZES

and \$15,000 in EARLY BIRD PRIZES!

Early Bird Prize Deadlines:

April 262 Prizes of **\$1,000**
 May 3.....4 Prizes of **\$1,000**
 May 102 Prizes of **\$2,000**
 May 17**1 Prize of \$5,000**

All proxies must be received by 2 p.m.
 Alaska Daylight Time, Thursday, May 23, 2019

Annual Meeting Prize Drawings:

1 Prize of..... **\$2,000**
 5 Prizes of **\$750**
 4 Prizes of **\$500**
 10 Prizes of **\$100**

**GRAND PRIZE:
\$6,000!**



Prize winners will be notified by CIRI and their names published in the CIRI newsletter and on CIRI's website.



You Vote, We Donate.

Anchorage's Brother Francis Shelter – an organization that provides temporary, emergency shelter to Anchorage's homeless population – provided 84,865 nights of stay and served 2,610 homeless men and women during 2018. Again this year, CIRI will donate \$1.00 to Brother Francis Shelter for every shareholder with a valid, active proxy (for any proxyholder or candidate) on file by the proxy deadline (2 p.m. Alaska Daylight Time, Thursday, May 23, 2019).

Prize Rules:

1. Turning in more than one proxy does not increase a shareholder's odds of winning a prize.
2. The Early Bird prize drawing deadlines are April 26, May 3, May 10 and May 17. Shareholders whose valid proxies (for any proxyholder or candidate) are submitted via CIRI's web-based proxy system or received by the Inspector of Election or the CIRI Secretary by 5 p.m. Alaska Daylight Time on the deadline date for a particular drawing will be eligible for that drawing and for all subsequent drawings.
3. Shareholders who submit a valid eProxy via CIRI's web-based proxy system (for any candidate) no later than the proxy deadline of 2 p.m. Alaska Daylight Time on Thursday, May 23, 2019 are eligible to participate in the eVote Prize Drawings.
4. Shareholders are only eligible to win one eVote prize and one Early Bird Prize but remain eligible for the Annual Meeting prize drawings.
5. To be eligible for Annual Meeting prize drawings, you must ensure that the Inspector of Election or the CIRI Secretary receives your valid proxy (for any proxyholder or candidate) no later than the proxy deadline of 2 p.m. Alaska Daylight Time on Thursday, May 23, 2019, or you must register to vote in person at the Annual Meeting on Saturday, June 1, 2019.
6. CIRI Board members, Board candidates, corporate, subsidiary or nonprofit officers, and their spouses, are not eligible for the prize drawings.
7. All prizes will be reported to the Internal Revenue Service by CIRI on the appropriate tax form on or before January 31, 2020. Shareholders are responsible for applicable state and federal taxes.

IF YOU GIVE YOUR PROXY TO ANYONE OTHER THAN THE INSPECTOR OF ELECTION OR THE CIRI SECRETARY, BE SURE TO ASK THAT IT BE SUBMITTED TO THE INSPECTOR OF ELECTION OR THE CIRI SECRETARY BEFORE THE NEXT PRIZE DEADLINE. Proxies submitted via CIRI's web-based proxy system by a particular deadline will be considered to have been received by the Inspector of Election at the date and time of the successful electronic submission.



Meet the Election Officials



INSPECTOR OF ELECTION: DANIEL SICILIANO

Faculty Director of the Stanford University Center for Corporate Governance
JD, Stanford Law School, 2004
Graduate Studies (Economics), Stanford University, 1993–1997
BA, University of Arizona, 1993

Daniel Siciliano is an expert in corporate governance whose experience encompasses a variety of leadership roles at Stanford Law School and on company boards. Mr. Siciliano is Co-Director of Stanford's Directors' College and is the immediate past faculty director of the Rock Center for Corporate Governance at Stanford University. As one of the co-founders of the Rock Center and, as a Professor of the Practice and Associate Dean at Stanford Law School, Mr. Siciliano led the Center until 2017. Previously, he was a teaching fellow for the Stanford Law School international LLM degree program in Corporate Governance and Practice, and the executive director of the Program in Law, Economics and Business. Mr. Siciliano serves as a governance consultant and trainer to board directors of several Fortune 500 companies and serves on the boards of the Silicon Valley Directors' Exchange and the Federal Home Loan Bank of San Francisco. In 2017, Mr. Siciliano founded Optemy, a new type of technology consultancy that trains and advises boards and executives on topics of disruption/change management, the impact of autonomous (AI/ML/robotic) systems and innovations, related executive compensation and multi-generational talent management strategies, corporate compliance and technological competitiveness and security.



PARLIAMENTARIAN: DONALD D. HOPWOOD

JD, University of Nebraska–Lincoln School of Law, 1975
BA, University of Iowa, 1972

Donald Hopwood is a senior judge for the State of Alaska, and a professional mediator to help people resolve disputes. Mr. Hopwood served as the Superior Court judge in Kodiak from 1991 to 2003, practiced law with a private law firm in Anchorage from 1980 to 1991 and was a judge advocate with the United States Air Force from 1975 to 1979. He is a former member of the Alaska Court System Fairness and Access committee and has served on the Newer Judges Education committee since 2005.

WHAT IS AN INSPECTOR OF ELECTION?

An Inspector of Election is a person, authorized by statute and CIRI's By-Laws, who, among other duties, impartially certifies the number of shares outstanding and eligible to vote at a meeting, verifies the existence of a quorum, determines the number of shares represented at the meeting, oversees the tabulation (or counting) of proxy and ballot votes, and certifies the election results in accordance with the law and CIRI's Election Procedures and Rules of Conduct for Shareholder Meetings. CIRI has retained Daniel Siciliano as independent Inspector of Election to perform these duties for CIRI's 2019 Annual Meeting. Mr. Siciliano has executed an oath requiring him to conduct all affairs pursuant to his duties as Inspector of Election impartially.

DOES THE INSPECTOR OF ELECTION ACTUALLY COUNT THE VOTES?

The law does not require that the Inspector of Election count the votes. In fact, CIRI staff could legally tabulate votes. But to ensure objectivity and transparency in the election process, the Election Procedures and Rules of Conduct for Shareholder Meetings adopted by the CIRI Board of Directors direct that the impartial Inspector of Election at each meeting of shareholders is permitted to retain an accounting firm to aid in the performance of his or her duties.

The Inspector of Election overseeing CIRI elections has opted to retain the Anchorage accounting firm of Sramek Hightower CPAs to assist with receiving and tabulating proxy and ballot votes for CIRI's 2019 Annual Meeting. Sramek Hightower, serving as a neutral third party, performs tabulation services for many companies, including several other ANCSA regional corporations.

WHAT IS A PARLIAMENTARIAN?

A Parliamentarian enforces the procedures for electing directors and transacting new business and is responsible for ensuring that the Annual Meeting is conducted in accordance with CIRI's Election Procedures and Rules of Conduct. The Parliamentarian also advises the Chair of the meeting on any issues that arise pertaining to parliamentary procedure ("parliamentary procedure" is a body of rules governing the proper conduct of business during assemblies).

Subject to Alaska law and CIRI's Election Procedures and Rules of Conduct for Shareholder Meetings, the Chair of the meeting, after consultation with the Parliamentarian, has the discretion to determine the procedures to be observed and the matters to be considered at the meeting, ensuring that all shareholders are treated fairly and with dignity and that shareholders desiring to properly address the meeting are afforded an opportunity to do so.

WHAT ARE THE RULES OF CONDUCT FOR CIRI SHAREHOLDER MEETINGS?

- The business of the meeting will follow the order established by the agenda.
- Shareholders, including proxyholders, must register their presence prior to the registration deadline established by the Company if they wish to cast a ballot at the meeting. Shareholders need not vote at the meeting if they have already voted by proxy. Only those shareholders previously registered or remaining in line to register at the time of the registration deadline shall be able to obtain a ballot unless otherwise permitted by the meeting Chair. Shareholders arriving after registration has closed are welcome to attend the meeting, but will not be entitled to vote.
- Except as otherwise permitted by the Chair of the meeting, only shareholders may participate in the meeting or address the body. A shareholder desiring to address the meeting shall raise his or her hand and wait to be recognized. Once recognized, the shareholder must give his or her full name before speaking and ask the question or state the comment succinctly. This will ensure that only one person speaks at a time and that everybody will be able to hear the question.
- Reasonable time limits will be imposed on speakers.
- Once a shareholder has spoken on a subject, other shareholders will be given the opportunity to speak before that shareholder is recognized for a second time.
- Shareholder questions and comments must pertain to the business operations of the corporation, its subsidiaries or nonprofit affiliates, and be briefly stated.
- Abusive or disorderly conduct will not be tolerated, and attendees may not be under the influence of drugs or alcohol. Violators may be ejected from the meeting.
- The photography, audio recording, video recording or digital transmission of any business conducted at the meeting, other than by CIRI staff for business purposes, is prohibited without the advance written permission of the Company. Violators may be ejected from the meeting.

Meet the CIRI Board-Recommended Candidates



HALLIE LENORE BISSETT **Athabascan**

Executive Director, Alaska Native Village Corporation Association
Master of Business Administration, University of Alaska Anchorage, 2009
Bachelor of Business Administration, Global Logistics Management,
University of Alaska Anchorage, 2005

CIRI AFFILIATIONS:

- CIRI Director since 2010
- Member, Audit Committee
- Member, Compensation Committee
- Member, Investment Committee
- Director Secretary/Treasurer, The CIRI Foundation
- Member, The CIRI Foundation Executive Committee
- Member, The CIRI Foundation Education Awards Committee
- Member, The CIRI Foundation Finance and Endowment Committee
- Former Historical Research Intern
- Former Cultural Projects Assistant, CIRI Alaska Tourism Corp.

OTHER EXPERIENCE AND AFFILIATIONS:

- Former Owner/Sole Proprietor, HB Strategies
- Former Vice President, Business Development, Old Harbor Native Corporation
- Former Procurement Supply Chain Mgmt. Specialist, Former Team Leader, Contractor Health, Safety, Security & Environmental, Procurement Supply Chain Marketing and Former Supplier Quality Mgmt. Specialist, BP Exploration (Alaska)
- Former Logistics & International Trade Director, Anchorage Economic Development Corporation
- Director, Former Treasurer, Alaska Native Heritage Month Inc.
- Former Director, Chugiak-Eagle River Chamber of Commerce
- Former Director and Former Membership Committee Chair, Alaska Native Professional Association
- Former Member, Alaska Food Policy Advisory Council
- Member, University of Alaska Anchorage, Department of Logistics Advisory Council
- Former Member, Anchorage Chamber of Commerce Rural Partnerships Committee, Business & Economic Development Committee, State & National Affairs Committee
- Former Member, Northwest Minority Supplier Development Council Certification Committee
- Former Member, Commonwealth North
- Former Member, National Defense Transportation Association
- Former Member, Anchorage Air Cargo Association
- Former Member, Big Brothers Big Sisters Special Events Committee
- Former Vice President and Head of Programs, Council of Supply Chain Management Professionals
- Former Participant, Municipality of Anchorage Long-Range Transportation Plan Roundtable Committee
- Selected as one of "Alaska's Top Forty Under 40" by the Anchorage Chamber of Commerce, 2007
- Recipient, University of Alaska Anchorage College of Business and Public Policy "Alumni of the Year" Award, 2008

PERSONAL STATEMENT

My name is Hallie Bissett. I am the daughter of Ron and Debra Bissett, the granddaughter of Virginia Cullers Nicoli and the great-granddaughter of Talkeetna Nicoli, the last traditional Chief of Talkeetna. It has been an honor and a privilege to serve as a member of the CIRI Board of Directors for the past nine years, and this year I again humbly seek your support.

I have grown up with CIRI; it is very much a part of my identity. My mother worked at the corporation for 17 years, and now works closer to home at the Benteh Nuutah Valley Native Primary Care Center. When I graduated from high school, she gifted some of her CIRI shares to me so that I too could be a CIRI shareholder. But my involvement with CIRI began years earlier.

At age 14, I was a CIRI intern, working outside as a groundskeeper and maintenance worker, and those who were at the corporation at the time taught me the value of hard work and responsibility and encouraged me to stay in school. Over the next seven years, I worked in a variety of roles at CIRI, including historical research and cultural tourism positions.

After leaving CIRI, I concentrated on developing skills in my chosen field of supply chain management. I served as international trade director with the Anchorage Economic Development Corporation, after which I worked for BP Exploration (Alaska), where I was quickly promoted to team leader in a department responsible for \$2.5 billion in annual third-party spend. Upon leaving BP, I served as vice president of business development for Old Harbor Native Corporation, during which time the corporation experienced record growth.

Beginning in mid-2014, I operated a successful consulting firm, HB Strategies, working with both start-up companies and established corporations – including Alaska Native corporations, nonprofit organizations, etc. – on supply chain, business strategy and business development issues. That work led to one of my most rewarding roles to date, serving as executive director for the Alaska Native Village Corporation Association, where I am helping to develop over 100 small village corporations into sustainable ongoing concerns.

As its only millennial member, one of only two Directors born after the enactment of the Alaska Native Claims Settlement Act of 1971 and one of only four Directors who are women, I bring a unique perspective to the CIRI Board.

Our goal to increase shareholders' equity in a meaningful way must include a strategic plan that results in significant growth of our assets, coupled with strong management decisions to drive operational performance on an annual basis. To achieve this, we need effective, experienced directors with strong business acumen.

I would be honored to serve another term as a CIRI Director and ask that you support the Board-recommended candidates in 2019. It is extremely important that the Board has a cohesive team that works well together to take our Company forward.

Meet the CIRI Board-Recommended Candidates



MICHAEL RAY BOLING **Athabascan**

Attorney/Partner, Boling Tejada PLLC
Attorney/Owner, Law Office of Michael R. Boling
Juris Doctor, California Western School of Law, 1981
Bachelor of Science, History, University of Oregon, 1976

CIRI AFFILIATIONS:

- CIRI Director since 1998
- Treasurer, CIRI Board of Directors
- Chair, Audit Committee
- Member, Executive Committee
- Member, Investment Committee
- Member, Operations Committee
- Chair, Board of Commissioners, Cook Inlet Housing Authority
- Chair, Cook Inlet Housing Development Corporation
- Chair, Cook Inlet Lending Center Inc.
- Chair, Cook Inlet Real Estate Services Inc.
- Chair, Ne'vut Development Corporation
- Former Member, CIRI Shareholder Participation Committee

OTHER EXPERIENCE AND AFFILIATIONS:

- State Bar of Texas License, 1990
- United States Court of Appeals for the Ninth Circuit License, 1983
- Federal District Court for the District of Alaska License, 1982
- State Bar of Alaska License, 1981
- Member, Texas Association of Property Tax Professionals
- Member, Texas Association of Assessing Officers, North Texas Chapter
- Member, Texas State Bar Association
- Member, Litigation and Tax Sections, State Bar of Texas
- Member, Alaska Bar Association
- Former Chair, Cook Inlet Native Association, 1981 to 1983

PERSONAL STATEMENT

I have represented CIRI shareholders on the Board of Directors since 1998. I am proud to be an original CIRI shareholder, a Kenai Natives Association shareholder and a member of the Kenaitze Indian Tribe. Born and raised in Anchorage, I am 65 years of age and married with three children. I obtained a Bachelor of Science degree in history from the University of Oregon, and thereafter obtained a law degree from California Western School of Law. I worked in various fields of law in Alaska for nine years. Following this, my family moved to Texas where I eventually started my own law practice, which I operated for over twenty-six years prior to forming a law partnership in 2019.

I believe that I bring to CIRI's Board a strong educational background, relevant long-term business experience and the determination to continue the steady growth of the Company for the benefit of current and future generations of shareholders.

During my board service at CIRI I have been appointed to serve on almost every committee and currently serve on the Executive, Investment, Operations and Audit Committees. I have proudly served as Chair of the CIRI Audit Committee since 2003. Over the years, even with different internal and external auditors, the committee has been credited with being one of the most professional audit committees in the state of Alaska. Your Audit Committee requests, and is provided with, continuing education on the standards of the audit process.

I have also supported substantial contributions to The CIRI Foundation for educational scholarships for CIRI shareholders and their descendants, and the efforts of CIRI's nonprofit affiliates in the fields of social services, health care and housing. I have served as Chair of the Cook Inlet Housing Authority Board of Commissioners and its various subsidiaries since 2001, and previously served as the Chair of Cook Inlet Native Association.

In 2003, after shareholders approved the establishment of the CIRI Elders' Settlement Trust, I supported funding of the Trust with a \$16 million contribution from the VoiceStream telecom stock sale. The Trust currently provides quarterly payments of \$450 to original CIRI enrollees who are 65 years of age or older and own at least one share of CIRI stock. As outlined in the February edition of the Raven's Circle, the current Elders' Trust balance is nearly exhausted. If shareholders approve the establishment of a new settlement trust, I intend to support the funding for continued distributions of Elders' payments.

Since 1998, I have proudly voted for both regular and special dividends. However, I believe that steadily increasing regular dividends – paid in both good and bad financial times – are most important. CIRI's dividend policy, wherein the total dividend payment to shareholders in any given year is equal to 3.5 percent of shareholders' equity as of Dec. 31 of the prior year, has provided shareholders with reliable quarterly dividends.

It is my belief that CIRI shareholders should determine if and what benefits should be extended to "New Natives." Even the youngest original CIRI shareholder is now over forty years of age. CIRI now has 9,000 shareholders, including approximately 1,700 who own ten or fewer shares. We must decide how to provide for involving the next generation of CIRI descendants to lead our Company.

It is your selection that decides the future and the direction of CIRI. The 2019 CIRI Board slate candidates will continue to effectively work as a group on behalf of the shareholders, and the Board as a whole will continue to diversify our investments so that we are not dependent on any one industry. I ask for your vote and continued support for the CIRI Board-recommended slate.

Thank you.



Meet the CIRI Board-Recommended Candidates



MARGARET LAVERNA BROWN

Yup'ik

Retired

Master of Business Administration, University of Colorado, 1985

Bachelor of Science, Biology, University of Oregon, 1972

Governance Fellow, National Association of Corporate Directors, 2014

Leadership Fellow, National Association of Corporate Directors, 2016 and 2018

CIRI AFFILIATIONS:

- CIRI Director from 1984-1987 and 2002-2005 and 2016 to present
- Assistant Treasurer, CIRI Board of Directors
- Member, Executive Committee
- Member, Governance Committee
- Member, Investment Committee
- Chair, Operations Committee
- Former President and CEO, CIRI, 2005-2013
- Former Senior Vice President, CIRI, 1993-1995
- Former Vice President, Oil and Gas, CIRI, 1989-1992
- Former Vice President, Land and Resources, CIRI, 1978-1983
- Former Assistant Land Planner, CIRI, 1976-1978
- Former Director, Former Secretary/Treasurer, CIRI Alaska Tourism Corporation
- Former Director, Former Vice President, Former Secretary/Treasurer, CIRI Drilling Company
- Former Director, CIRI Energy LLC
- Former Director, CIRI Services Corporation
- Former Director, North Wind Inc.
- Former Director, Peak Alaska Ventures Inc.
- Former Director, PTP Management Inc.
- Former Director, Alaska Native Heritage Center
- Former Director, The CIRI Foundation

OTHER EXPERIENCE AND AFFILIATIONS:

- Director, Alaska Communications Systems Group Inc.
- Director, Alaska Communications Systems Holdings Inc.
- Director, Chair, Student Conservation Association
- Member, Alaska Airlines Advisory Board
- Former Member, National Park System Advisory Board
- Former Director, Anchorage Museum Foundation
- Former Director, ANCSA Regional Association
- Former Director, Commonwealth North
- Former Director, Trust for Public Land
- Former Advisory Member, The Nature Conservancy, Alaska Chapter, Board of Trustees
- Former Trustee, Former Vice Chair, National Museum of the American Indian Board of Trustees
- Former Member, University Honors College Advisory Board, University of Alaska Anchorage
- Former Senior Advisor, Rural Services, General Communications Inc.

PERSONAL STATEMENT

CIRI shareholders have much to be proud of when reviewing CIRI's 48-year history. The Company has grown from humble beginnings to become a substantial asset for its shareholders. CIRI is both a financial asset and a hallmark to our collective Alaska Native heritage. CIRI's success reflects the dedication and hard work of past and current board members and employees of the Company. It also reflects the commitment of CIRI's shareholders to be engaged with the Company. Thank you for that engagement.

While we should reflect upon, even celebrate, the Company's historic performance, there should be no resting on past performance. Shareholders expect and deserve constant efforts by the Board and staff to move the Company forward.

Conducting business in an exemplary way has not gotten easier. It has only gotten more challenging, with more oversight, regulation and competition facing the Company every day. Moreover, as CIRI's business expands, both in terms of Company size and diversity of businesses, challenges will undoubtedly continue to arise. That is the nature of business. Having a functioning, high-performing board to meet these challenges is essential.

As CIRI looks to the next decades, I believe the Board needs to focus on the Company's core strengths and pay keen attention to a well-thought-out strategic plan. Focusing on businesses that play to CIRI's strengths will best ensure that CIRI will be able to confront future business challenges. Focus will also help ensure CIRI will continue to prosper, delivering a stable, sustainable stream of dividends to its shareholders. However, we need to do more.

Since the incorporation of CIRI in 1972, the number of CIRI shareholders has grown from 6,278 to over 9,000 shareholders today. This means that through inheritance and inter vivos gifting, many current CIRI shareholders own less than the 100 shares granted to original enrollees upon the passage of the Alaska Native Claims Settlement Act. At year-end 2018, nearly 30 percent of CIRI shareholders held less than 25 shares each, and nearly 20 percent held less than 10 shares each. This natural dilution of the number of shares held by a growing number of CIRI shareholders means we must strive to keep CIRI relevant to all its shareholders beyond the dividend stream. Working to ensure CIRI maintains relevance in the eyes of its shareholders is a goal that I endorse.

It has been an honor to serve my fellow CIRI shareholders throughout my many years at CIRI - from my earliest days as an Assistant Land Planner working to implement the historic Cook Inlet Land Exchange, to later as CIRI's president and CEO, and then these past three years as a member of CIRI's Board of Directors. If reelected, I will work hard to lend my voice to the governance of the Company and to contribute to the Board's continued high performance.

Thank you for your support.

Meet the CIRI Board-Recommended Candidates



ROLF A. DAGG
Yup'ik

Owner, Prosser-Dagg Construction Company LLC

Master of Business Administration, Finance, University of Washington, 2001
Bachelor of Arts, Economics (Minor in Native American Studies),
cum laude, Dartmouth College, 1994

CIRI AFFILIATIONS:

- CIRI Director since 2007
- Chair, Investment Committee
- Member, Operations Committee
- Former Director, Former Secretary/Treasurer, Cook Inlet Housing Development Corporation
- Former Secretary/Treasurer, Cook Inlet Housing Development Corporation
- Former Special Assistant, Southcentral Foundation
- Former Summer College Intern, Cook Inlet/VoiceStream

OTHER EXPERIENCE AND AFFILIATIONS:

- Partner in land development joint ventures: Chinook Holdings LLC; Houston 106 LLC; Knik Heights LLC; and Knik Industries LLC
- Owner, Dagg Family Investments LLC
- Owner, Dagg Properties
- Former Partner, Brittany Estates LLC
- Former Denali Commission Liaison, Association of ANCSA Regional Corporation Presidents/CEOs Inc.
- Former Member, Alaska Native Professional Association
- Former Member, Resource Development Council
- Former Member, Commonwealth North
- Former Member, Anchorage Rotary
- Former Member, Alaska Humanities Forum
- Selected as one of "Alaska's Top Forty Under 40" by the Anchorage Chamber of Commerce, 2002
- Recipient, University of Washington School of Business Corrine Leach Award for Outstanding Academic Achievement, 2001

PERSONAL STATEMENT

I grew up in Everett, Washington, received a Bachelor of Arts degree in economics from Dartmouth College and also have a Master of Business Administration degree from the University of Washington. I now live in Palmer, Alaska, with my wife and two sons, where I am a general contractor and land developer.

The vision I have for CIRI's future is to continue to better the lives of our shareholders, and one of the most important ways we can do this is to provide a stable stream of dividends.

One of CIRI's biggest challenges is to continue to grow our existing business lines and make prudent investments in new opportunities, without risking the Company's long-term viability. In this regard, we are well positioned to use CIRI's Native status, contacts and experience to continue to grow.

The biggest potential I see is fulfilling CIRI's land entitlement. Thus, I believe obtaining legislation that allows CIRI to select land with the potential for oil and gas deposits should continue to be a priority.

CIRI's future is bright and we can be proud of our accomplishments. Thank you for the opportunity to serve on the Board. I would appreciate your support for the CIRI slate of candidates.

Meet the CIRI Board-Recommended Candidates



THOMAS PHILLIP HUHDORF
Yup'ik

Maintenance Supervisor, Alyeska Pipeline Service Company
Alaska Electrical Apprenticeship Training Trust, 1983

CIRI AFFILIATIONS:

- CIRI Director since 2004
- Chair, CIRI Board of Directors
- Chair, Executive Committee and Ex Officio Member of All Standing Committees
- Former Secretary, CIRI Board of Directors
- Former Assistant Secretary, CIRI Board of Directors
- Director, Southcentral Foundation
- Former Director, CIRI Alaska Tourism Corporation
- Former Member, CIRI Shareholder Participation Committee
- Former Director, Cook Inlet Tribal Council
- Former Member, Cook Inlet Tribal Council Executive Committee
- Former Chair, Cook Inlet Tribal Council Compensation Committee

OTHER EXPERIENCE AND AFFILIATIONS:

- Member, Alyeska Pipeline Service Company Section 29 Advisory Board
- Former Network Specialist, Alyeska Pipeline Service Company
- Former Owner, Huhndorf Electric LLC
- Former Director, Salamatof Native Association
- Former Director, Teya Technologies LLC
- Former Director, Teya Development Company
- Former Director, Teya Services LLC
- Former Member, Alaska Federation of Natives Board of Directors
- Former Member, Alaska Electrical Apprenticeship Board of Directors
- Former Member, Alaska Electrical Trust Board of Directors
- Former Co-Leader, Cub Scouts of America Den 8, Valdez, Alaska
- Licensed Electrical Administrator, State of Alaska

PERSONAL STATEMENT

It has been a great honor to serve as a Director on the Board of Cook Inlet Region, Inc., and a privilege to have served as Chair of the Board for the past several years.

It is my belief that the current CIRI management team and Board have diligently worked to improve the economic outlook of the Company, while also being sensitive to the financial well-being and social needs of CIRI shareholders and their descendants. I remain confident in our ability to meet the challenges that the future holds.

I believe that I have served on CIRI's Board of Directors with integrity and have represented both the Company and the shareholders in a manner consistent with sound business policies.

I am excited about the future and, with your support, look forward to continued service on the CIRI Board of Directors.

Write-In Candidates

Shareholders who are not part of CIRI's Board-recommended slate of candidates, but who wished to have their names, personal information and photographs included in certain of CIRI's proxy materials, were given an opportunity to do so. The following shareholder took advantage of this opportunity and is identified as a "Write-In Candidate." The CIRI Board is not soliciting proxies on behalf of the individual listed in this section.

In addition to the identified Write-In Candidate, shareholders have the option of writing in the name of any other eligible candidate or candidates in the space provided on the CIRI paper proxy or eProxy. Votes cast for any Write-In Candidate who is not eligible or not nominated or who later withdraws continue to be counted for that candidate. In other words, such votes will not be redirected to any other candidate.

No attempt is made to correct grammatical errors contained in personal statements submitted by Write-in Candidates; however, any statements believed to be false or misleading, in violation of Alaska state law governing proxy solicitation, or otherwise offensive or in poor taste, are clarified or removed.

Immediately following the personal statement is information provided in accordance with the State of Alaska regulations for proxy disclosures, which was provided by the Write-In Candidate who submitted materials to CIRI by the specified deadline. Write-In Candidates are responsible for the accuracy and completeness of such information and statements and for compliance with applicable law, including filing the required disclosures with the State of Alaska, Division of Banking & Securities. CIRI does not perform independent background investigations of these individuals and makes no representations concerning the accuracy or completeness of the information provided by Write-In Candidates. Write-in Candidates may separately solicit proxies and/or incur additional proxy solicitation expenses, in which case the candidate is personally responsible for complying with timely disclosure of such additional expenses and other matters as specified in the Alaska regulations governing proxy solicitations for corporations organized under the Alaska Native Claims Settlement Act.

WRITE-IN CANDIDATE



JIMMIE D. HARTLEY **Inupiaq**

Retired

Completed Business Office Specialist Training, Career Academy, Inc., Anchorage, Alaska, 2002

Completed Refrigeration and Heating Technology courses, Mat-Su College, Palmer, Alaska, 1986-1988

EXPERIENCE AND AFFILIATIONS

Former Truck Driver, Titan LLC; Former Expeditor, Tri Metal International; Former Lowboy Driver, Seward Construction & Mining; Former End-Dump/Pup-Belly Dump, Side-Dump Operator, Oasis Transport; Former Articulating Dump Truck Driver, Alaska Interstate Construction LLC; Former Commercial Fisherman/Crewman, F/V St. Ann; Former Laborer, Ironwood Inc.; Former Courier, Anchorage Messenger Service; Former Apprentice Tree Trimmer, Carlos Tree Service; Former Ammonia Refrigeration Operator; Former Member, General Teamsters Local 959, State of Alaska; Class A and N Commercial Driver's License

PERSONAL STATEMENT

ALASKA CORPORATIONS CODE

Sec. 10.06.460. Removal of director without cause. (a) At a regular or special meeting for which notice is given under AS 10.06.410 and this section, any or all of the directors may be removed without reason if the removal is approved by the outstanding shares, subject to the following:

- (1) in the case of a corporation with 500 or more holders of record entitled to vote on the removal and election of directors, as determined under AS 10.06.408, written or printed notice of intention to seek removal under this section shall be delivered either personally or by mail to each shareholder of record entitled to vote at the meeting and if notice of intention to seek removal under this section is
- (A) delivered to the president or secretary of the corporation at least 75 days before the date of the annual meeting it shall be included on the notice stating the place, day, and hour of the annual meeting without cost to the shareholder seeking removal; or
 - (B) not timely under (A) of this paragraph the shareholder seeking removal may, at the expense of that shareholder, deliver either personally or by mail the notice required by (1) of this subsection at any time up to 20 days before the date set for the annual meeting; if mailed, notice is considered delivered when deposited with postage prepaid in the United States mail addressed to the shareholder at the address appearing on the stock transfer books of the corporation;
- (2) unless cumulative voting rights under AS 10.06.420(d) have been eliminated by the articles of incorporation, a director may not be removed, unless the entire board is removed, if the votes cast against removal would be sufficient to elect a director if voted cumulatively at an election at which the same total number of votes were cast; and
- (3) if by provision in the articles of incorporation the holders of the shares of a class or series, voting as a class or series, are entitled to elect one or more directors, a director elected in that manner may be removed only by the applicable vote of the holders of the shares of that class or series.
- (b) Except as provided in this section and AS 10.06.458, 10.06.463, and 10.06.465(c), a director may not be removed before the expiration of the term of office of the director.

ADDITIONAL INFORMATION:

Jimmie D. Hartley, age 63, Anchorage, AK

Business experience during the past five years: N/A

Positions and offices presently/previously held with CIRI and its subsidiaries: N/A

- Current Board Committee Membership - N/A
- Former Board Committee Membership - N/A

Remaining term and all other service as a director for CIRI and its subsidiaries: N/A

Other directorships within the past five years: N/A

Jimmie D. Hartley is a voting shareholder owning 100 shares of CIRI stock. He does not plan to separately solicit proxies.

Jimmie D. Hartley pled no contest and was convicted of the following charge in a 2009 criminal case filed in the Third Judicial District in Anchorage Alaska (3AN-09-12165CR): Malicious Destruction of Property - Not Own (AMC8.20.010(A)).

Jimmie D. Hartley pled guilty and was convicted of the following charge in a 2012 criminal case filed in the Third Judicial District in Anchorage Alaska (3AN-12-08270CR): Assault 3 - Cause Injury with a Weapon (AS 11.41.220(a)(1)(B)).

CIRI Proxy Statement DATED APRIL 8, 2019

The enclosed proxy form is solicited by the CIRI Board of Directors for use at the Annual Meeting of Shareholders to be held on Saturday, June 1, 2019, beginning at 10 a.m. Pacific Daylight Time at the Chief Leschi School, 5625 52nd Street E., Puyallup, Washington, and at any adjournment thereof. Registration begins at 8 a.m. and ends at 11 a.m. You must register by 11 a.m. if you wish to vote in person at the meeting. The proxy form will allow your shares to be voted by the CIRI proxyholder, comprised of the members of the CIRI Board of Directors (Hallie L. Bissett, Michael R. Boling, Margaret L. Brown, Rolf A. Dagg, Douglas W. Fifer, Jeffrey A. Gonnason, Robert E. Harris, Roy M. Huhndorf, Thomas P. Huhndorf, Katrina M. Jacuk, Ted S. Kroto Sr., Michelle B. Lindersmith, Patrick M. Marrs, Louis Nagy Jr. and Samuel G. Spangler), and each of them, even if you are not physically present at the meeting. Please read this Proxy Statement and the proxy form carefully before signing.

BOARD-RECOMMENDED CANDIDATES

Notices were published in the CIRI Raven's Circle newsletter and on the CIRI website encouraging interested shareholders to apply for the Board-recommended slate of candidates. The Nominating Committee reviewed applications, interviewed various candidates, and recommended seven applicants to the CIRI Board of Directors for consideration. At its February 8, 2019 meeting, the CIRI Board selected, by majority vote, five candidates for whom it recommends you vote.

NOMINATING PROCEDURES

Voting shareholders who are 18 years of age or older, and are otherwise eligible under CIRI's By-Laws, are eligible to serve as members of the Board of Directors. To serve on the CIRI Board of Directors, candidates must be nominated. Such nominations must be made at the meeting held for the purpose of electing directors and may be made by any CIRI shareholder who attends the meeting and registers by 11 a.m. Pacific Daylight Time.

PROXY INSTRUCTIONS

Paper Proxies

Please sign and date your proxy the way your name appears on the form. If you are voting shares as custodian, guardian or conservator for a ward shareholder, you must sign YOUR name and NOT the name of the ward. If you are unable to write your name, make your mark and have it witnessed and signed by two persons. If your name is not preprinted on the form, please sign your full name as it appears on your CIRI records. Remember that your proxy must be received by the Inspector of Election c/o Sramek Hightower, or by the CIRI Secretary by 2 p.m. Alaska Daylight Time on Thursday, May 23, 2019, to be voted at the Annual Meeting.

Electronic Proxies

This year, CIRI shareholders are able to vote their proxies online using CIRI's web-based proxy system at <https://vote.ciri.com>. Electronic proxy (eProxy) votes count just the same as paper proxies or in-person votes. Instructions for voting electronically are available at <https://vote.ciri.com>. To log into the web-based proxy system, you will need your PIN number, which is located on the top right of the paper CIRI proxy form. Online proxies may be submitted using CIRI's web-based proxy system until the proxy deadline of 2 p.m. Alaska Daylight Time on Thursday, May 23, 2019, to be voted at the Annual Meeting. Proxies submitted via CIRI's web-based proxy system by the proxy deadline will be considered to have been received by the Inspector of Election at the date and time of the successful electronic submission. After the deadline, you may log in and review an existing proxy that you have on record, but you will not be able to submit another proxy.

BOARD-RECOMMENDED AND CONTINUING DIRECTOR AND OFFICER ADDITIONAL INFORMATION

The following information is provided in accordance with the State of Alaska regulations for proxy disclosures.

CIRI Board-Recommended Candidates for this Election - Terms Expiring in 2022

HALLIE L. BISSETT, Athabascan, age 37, Wasilla, AK

Business experience during the past five years:

Current - Executive Director, Alaska Native Village Corporation Association

Former - Owner and Sole Proprietor, HB Strategies; Vice President, Business Development, Old Harbor Native Corporation

Positions and offices presently/previously held with CIRI and its subsidiaries:

Current - Member, CIRI Board of Directors

Former - CIRI Historical Research Intern; CIRI Alaska Tourism Corporation Cultural Projects Assistant

Current Board Committee Membership - Audit, Compensation, Investment

Former Board Committee Membership - Nominating, Operations, Ad Hoc Committee on Board Evaluations

Remaining term and all other service as a director for CIRI and its subsidiaries:

Current - Elected to the CIRI Board of Directors in 2010, current term expires June 1, 2019

Former - N/A

Other directorships within the past five years:

Current - Alaska Native Heritage Month Inc.; University of Alaska Department of Logistics Advisory Council (Member); The CIRI

Foundation (Secretary/Treasurer); The CIRI Foundation Executive Committee (Member), Education Awards Committee (Member),

Finance & Endowment Committee (Member)

Former - N/A

MICHAEL R. BOLING, Athabascan, age 65, Fairview, TX

Business experience during the past five years:

Current - Attorney and Partner, Boling Tejada PLLC; Owner and Sole Proprietor, Law Office of Michael R. Boling
Former - N/A

Positions and offices presently/previously held with CIRI and its subsidiaries:

Current - Member, Treasurer, CIRI Board of Directors
Former - Member, CIRI Shareholder Participation Committee
Current Board Committee Membership - Executive, Audit (Chair), Investment, Operations
Former Board Committee Membership - Compensation, Finance and Investment, Nominating, Election Policy Ad Hoc, Election Strategy

Remaining term and all other service as a director for CIRI and its subsidiaries:

Current - Elected to the CIRI Board of Directors in 1998, current term expires June 1, 2019
Former - N/A

Other directorships within the past five years:

Current - Cook Inlet Housing Authority Board of Commissioners (Chair); Cook Inlet Housing Authority affiliates Cook Inlet Housing Development Corporation (Chair, President), Cook Inlet Lending Center Inc. (Chair, President), Cook Inlet Real Estate Services Inc. (Chair) and Ne'vut Development Corporation (Chair, President)
Former - N/A

MARGARET L. BROWN, Yup'ik, age 69, Big Lake, AK

Business experience during the past five years:

Retired

Positions and offices presently/previously held with CIRI and its subsidiaries:

Current - Member, Assistant Treasurer, CIRI Board of Directors
Former - CIRI President and CEO; CIRI Senior Vice President; CIRI Vice President, Oil and Gas; CIRI Vice President, Land and Resources; CIRI Assistant Land Planner; Member, Secretary, Treasurer, CIRI Alaska Tourism Corporation Board of Directors; Member, Vice President, Secretary, Treasurer, CIRI Drilling Company Board of Directors
Current Board Committee Membership - Executive, Governance, Investment, Operations (Chair)
Former Board Committee Membership - Audit, Finance and Investment, Planning, Ad Hoc Committee on Board Evaluations

Remaining term and all other service as a director for CIRI and its subsidiaries:

Current - Elected to the CIRI Board in 2016, term expires June 1, 2019
Former - CIRI, 1984-1987 and 2002-2005; CIRI Alaska Tourism Corporation, 2005-2014; CIRI Drilling Company, 1992-1996; CIRI Energy LLC, 2010-2013; CIRI Services Corporation, 2010-2013; North Wind Inc., 2010-2013; Peak Alaska Ventures Inc., 2010-2013; PTP Management Inc., 2010-2013

Other directorships within the past five years:

Current - Alaska Airlines Advisory Board (Member); Alaska Communications Systems Group Inc.; Alaska Communications Systems Holding Inc.; Student Conservation Association (Chair)
Former - Alaska Native Heritage Center; Commonwealth North; National Museum of the American Indian Board of Trustees (Trustee, Vice Chair); University of Alaska Honors College Advisory Board (Member)

ROLF ARTHUR DAGG, Yup'ik, age 46, Palmer, AK

Business experience during the past five years:

Current - Owner and General Contractor, Prosser-Dagg Construction Company LLC; Owner/Member, Chinook Holdings LLC; Owner/Member, Dagg Family Investments LLC; Owner and Sole Proprietor, Dagg Properties; Owner/Member, Houston 106 LLC; Owner/Member, Knik Heights LLC; Owner/Member, Knik Industries LLC
Former - Owner/Member, Brittany Estates LLC;

Positions and offices presently/previously held with CIRI and its subsidiaries:

Current - Member, CIRI Board of Directors
Former - N/A
Current Board Committee Membership - Investment (Chair), Operations
Former Board Committee Membership - Audit, Compensation, Nominating

Remaining term and all other service as a director for CIRI and its subsidiaries:

Current - Elected to the CIRI Board of Directors in 2007, current term expires June 1, 2019
Former - N/A

Other directorships within the past five years: N/A

THOMAS P. HUHDORF, Yup'ik, age 61, Valdez, AK

Business experience during the past five years:

Current - Maintenance Supervisor, Alyeska Pipeline Service Company
Former - Owner/Member, Huhndorf Electric LLC

Positions and offices presently/previously held with CIRI and its subsidiaries:

Current - Member, Chair, CIRI Board of Directors
Former - Secretary, CIRI Board of Directors; Assistant Secretary, CIRI Board of Directors; Member, CIRI Alaska Tourism Corporation Board of Directors; Member, CIRI Shareholder Participation Committee
Current Board Committee Membership - Executive Committee (Chair); ex officio member of all other committees of the CIRI Board of Directors

Former Board Committee Membership - Audit, Business Conduct and Gaming Compliance, Compensation, Election Strategy, Finance and Investment, Investment, Nominating, Operations, Rules

Remaining term and all other service as a director for CIRI and its subsidiaries:

Current - Elected to the CIRI Board of Directors in 2004, current term expires June 1, 2019

Former - CIRI Alaska Tourism Corporation, 2011-April 2016

Other directorships within the past five years:

Current - Alyeska Pipeline Service Company Advisory Board (Member); Southcentral Foundation

Former - N/A

Continuing CIRI Directors

DOUGLAS W. FIFER, Tlingit, age 47, Anchorage, AK

Business experience during the past five years:

Current - Police Officer, Municipality of Anchorage Police Department; Co-Owner, Fifer LLC

Former - Co-Owner, Fifer LLC, dba WineStyles

Positions and offices presently/ previously held with CIRI and its subsidiaries:

Current - Member, Vice Chair, CIRI Board of Directors

Former - Assistant Secretary, CIRI Board of Directors

Current Board Committee Membership - Executive, Audit, Governance (Chair), Investment

Former Board Committee Membership - Business Conduct and Gaming Compliance, Compensation, Election Strategy, Nominating, Operations, Ad Hoc Committee on Board Evaluations (Chair), Ad Hoc Committee on Board Succession

Remaining term and all other service as a director for CIRI and its subsidiaries:

Current - Elected to the CIRI Board of Directors in 2006, current term expires in 2021

Former - N/A

Other directorships within the past five years:

Current - Cook Inlet Tribal Council; Cook Inlet Tribal Council Finance/Audit Committee (Chair); CITC Enterprises Inc. (Vice Chair); CITC Enterprises Inc. Compensation Committee (Member)

Former - Upper One Games LLC (formerly known as CEI Games LLC) Board of Managers (Member)

JEFFREY A. GONNASON, Haida, age 67, Anchorage, AK

Business experience during the past five years:

Current - Doctor of Optometry, Summit Eye Care; Managing Member, Foxhall Home LLC; Managing Member, Haida SA LLC;

Managing Member, Nevada Three River LLC; Managing Member, Northern Lights Rowing LLC; Managing Member, Waikai Retreat LLC

Former - Owner, Doctor of Optometry, Jeffrey A. Gonnason, OD LLC

Positions and offices presently/ previously held with CIRI and its subsidiaries:

Current - Member, Secretary, CIRI Board of Directors

Former - N/A

Current Board Committee Membership - Executive, Compensation (Chair), Nominating, Operations

Former Board Committee Membership - Audit, Election Strategy, Investment, Rules

Remaining term and all other service as a director for CIRI and its subsidiaries:

Current - Elected to the CIRI Board of Directors in 2006, current term expires in 2021

Former - Cook Inlet Properties Inc.

Other directorships within the past five years:

Current - The CIRI Foundation (Chair); The CIRI Foundation Executive Committee (Chair), Education Awards Committee (Chair) and Finance & Endowment Committee (Member)

Former - Row Management LLC (Owner/Member)

ROBERT E. HARRIS, Inupiaq, age 59, Anchorage, AK

Business experience during the past five years:

Current - Retired

Former - Chief Fiscal Officer, Municipality of Anchorage; Electrical Engineering Manager, CH2M Hill

Positions and offices presently/ previously held with CIRI and its subsidiaries:

Current - Member, CIRI Board of Directors

Former - Assistant Treasurer, CIRI Board of Directors

Current Board Committee Membership - Governance, Investment, Nominating (Chair)

Former Board Committee Membership - Executive, Compensation, Operations, Ad Hoc Committee on Board Evaluations

Remaining term and all other service as a director for CIRI and its subsidiaries:

Current - Elected to the CIRI Board of Directors in 2011, current term expires in 2020

Former - N/A

Other directorships within the past five years:

Current - Alaska Fire Service Museum Association

Former - Anchorage Community Development Authority; Child Family Health International

ROY M. HUHDORF, Yup'ik, age 78, Ninilchik, AK

Business experience during the past five years:

Current - Owner and Sole Proprietor, R.M. Huhndorf and Company
Former - N/A

Positions and offices presently/previouisly held with CIRI and its subsidiaries:

Current - Member, Chair Emeritus, CIRI Board of Directors
Former - Chair, CIRI Board of Directors; CIRI President; CIRI CEO
Current Board Committee Membership - Executive, Investment, Operations
Former Board Committee Membership - Compensation, Election Policy Ad Hoc, Election Strategy, Finance and Investment, Nominating, Ad Hoc Committee on Board Succession

Remaining term and all other service as a director for CIRI and its subsidiaries:

Current - Elected to the CIRI Board of Directors in 2002, current term expires in 2020
Former - CIRI, 1972-1998; CIRI Alaska Tourism Corporation (formerly Alaska Heritage Tours Inc.), 1998-2001; Peak Alaska Ventures Inc., 1992-1998

Other directorships within the past five years:

Current - Alaska Native Medical Center Joint Operating Board; Alaska Native Medical Center Joint Operating Board Finance Committee (Member); Southcentral Foundation; Southcentral Foundation Audit Committee (Member) and Compensation Committee (Member)
Former - N/A

KATRINA M. JACUK, Aleut, age 55, Coweta, OK

Business experience during the past five years:

Retired

Positions and offices presently/previouisly held with CIRI and its subsidiaries:

Current - Member, CIRI Board of Directors
Former - N/A
Current Board Committee Membership - Governance, Nominating, Operations
Former Board Committee Membership - Audit, Compensation

Remaining term and all other service as a director for CIRI and its subsidiaries:

Current - Elected to the CIRI Board of Directors in 2008, current term expires in 2020
Former - N/A

Other directorships within the past five years:

Current - Custom Seafood Processors Inc.; Kahtnuht'ana Development Corporation
Former - N/A

TED S. KROTO Sr., Athabascan, age 60, Anchorage, AK

Business experience during the past five years:

Retired

Positions and offices presently/previouisly held with CIRI and its subsidiaries:

Current - Member, CIRI Board of Directors
Former - N/A
Current Board Committee Membership - Governance, Nominating Operations
Former Board Committee Membership - Audit, Compensation, Ad Hoc Committee on Board Succession

Remaining term and all other service as a director for CIRI and its subsidiaries:

Current - Elected to the CIRI Board of Directors in 2009, current term expires in 2021
Former - N/A

Other directorships within the past five years:

Current - N/A
Former - Alaska Work Source

MICHELLE B. LINDERSMITH, Inupiaq, age 50, Battle Ground, WA

Business experience during the past five years:

Current - Vice President, Cyber Security Fusion Center, Hewlett Packard Enterprise
Former - Senior Director, Cyber Security Operations, Hewlett Packard Enterprise; Director, Cyber Security Operations, Hewlett Packard Enterprise; Director, Business Cyber Security, Hewlett Packard Enterprise; Information Security Officer, Hewlett Packard; Senior Program Manager, IT Mobility, CDI Corporation

Positions and offices presently/previouisly held with CIRI and its subsidiaries:

Current - Member, CIRI Board of Directors
Former - Secretary, CIRI Shareholder Participation Committee
Current Board Committee Membership - Audit, Compensation
Former Committee Membership - N/A

Remaining term and all other service as a director for CIRI and its subsidiaries:

Current - Elected to the CIRI Board of Directors in 2018, current term expires in 2021
Former - N/A

Other directorships within the past five years: N/A

PATRICK M. MARRS, Aleut, age 72, Seward, AK

Business experience during the past five years:

Current - Owner/Member, Communications North LLC; Owner/Member, 4JBC LLC
Former - Owner and Sole Proprietor, Communications North

Positions and offices presently/previ­ously held with CIRI and its subsidiaries:

Current - Member, CIRI Board of Directors
Former - Vice Chair, CIRI Board of Directors; Treasurer, CIRI Board of Directors; 1st Vice President, CIRI Board of Directors; Member, Chair, CIRI Alaska Tourism Corporation Board of Directors; Member, Secretary, Treasurer, Cook Inlet Communications Inc. Board of Directors
Current Board Committee Membership - Audit, Investment
Former Committee Membership - Executive, Compensation, Election Strategy, Finance and Investment, Nominating, Rules, Ad Hoc Committee on Board Evaluations

Remaining term and all other service as a director for CIRI and its subsidiaries:

Current - Elected to the CIRI Board of Directors in 2001, current term expires in 2020
Former - CIRI, 1977-2000; CIRI Alaska Tourism Corporation, 1997-April 2016; Cook Inlet Communications Inc., 1985-1998; Cook Inlet Energy Services Corporation

Other directorships within the past five years:

Current - Cook Inlet Tribal Council; Cook Inlet Tribal Council Executive Committee (Member) and Compensation Committee (Member); CITC Enterprises Inc. (Chair); CITC Enterprises Inc. Compensation Committee (Member)
Former - Upper One Games LLC (formerly known as CEI Games LLC) Board of Managers (Member); Wells Fargo Bank Seward Branch Advisory Board (Member)

LOUIS NAGY Jr., Yup'ik, age 63, Anchorage, AK

Business experience during the past five years:

Current - Professor, Aviation Maintenance Technology Program, University of Alaska Anchorage
Former - N/A

Positions and offices presently/previ­ously held with CIRI and its subsidiaries:

Current - Member, Assistant Secretary, CIRI Board of Directors
Former - Member, CIRI Alaska Tourism Board of Directors
Current Board Committee Membership - Executive, Compensation, Operations
Former Board Committee Membership - Audit, Election Strategy, Nominating, Rules, Ad Hoc Committee on Board Succession

Remaining term and all other service as a director for CIRI and its subsidiaries:

Current - Elected to the CIRI Board of Directors in 2006, current term expires in 2021
Former - Director, CIRI Alaska Tourism Corporation, 2006-April 2016

Other directorships within the past five years:

Current - The CIRI Foundation (Vice Chair); The CIRI Foundation Executive Committee (Member), Development Committee (Chair), Education Awards Committee (Member), Finance & Endowment Committee (Member)
Former - SNA Foundation; Seldovia Development Corporation; Seldovia Native Association Inc. (Former Chair)

SAMUEL G. SPANGLER, Aleut, age 56, Fleetwood, PA

Business experience during the past five years:

Current - Vice President, Client Computing Group/General Manager, Connected Home Division Business Transformation Office, Intel Corporation
Former - Vice President, Client Computing Group/General Manager, Modem Portfolio Transition, Intel Corporation; Vice President, Communications and Devices Group/General Manager, Performance Devices, Intel Corporation; Vice President, Communications and Devices Group/General Manager, Entry Smartphones, Intel Corporation

Positions and offices presently/previ­ously held with CIRI and its subsidiaries:

Current - Member, CIRI Board of Directors
Former - N/A
Current Board Committee Membership - Compensation, Nominating, Operations
Former Committee Membership - N/A

Remaining term and all other service as a director for CIRI and its subsidiaries:

Current - Elected to the CIRI Board of Directors in 2017, current term expires in 2020
Former - N/A

Other directorships within the past five years: N/A

Each of CIRI's Board-recommended candidates and continuing directors listed on the preceding pages is a voting shareholder owning 100 shares of CIRI stock, except that Hallie L. Bissett owns 3,333 shares, Margaret L. Brown owns 50 shares, Rolf A. Dagg owns 21 shares, Jeffrey A. Gonnason owns 150 shares, Robert E. Harris owns 10 shares, Roy M. Huhndorf owns 30 shares, Ted S. Kroto Sr. owns 27 shares, Michelle B. Lindersmith owns 10 shares, Patrick M. Marrs owns 70 shares, Louis Nagy Jr. owns 5 shares and Samuel G. Spangler owns 133 shares.

The daughter of CIRI Director Katrina M. Jacuk is a CIRI employee and the value of the wages and benefits paid to her as an employee exceeded \$20,000 in 2018 and is anticipated to exceed \$20,000 in 2019.

1400 Sonterra is a 22-acre-mixed-use commercial real estate development in San Antonio, Texas. CIRI acquired the Sonterra parcel pursuant to its ANCSA land entitlement and through a subsidiary is marketing the site for development or sale. CIRI Chief Operating Officer Chad E. Nugent is president of, and CIRI Vice President, Corporate Controller Rhonda M. Oliver is treasurer of, CIRI subsidiary CIRI Sonterra 281 LLC (CIRI Sonterra). In 2018, CIRI Sonterra, as developer/land owner, paid \$63,755 in property ownership dues to 1400 Sonterra Property Owners Association Inc., a nonprofit entity of which CIRI Chief Operating Officer Chad E. Nugent serves as president and CIRI President and CEO Sophie R. Minich serves as secretary/treasurer.

CIRI Director Margaret L. Brown is a member of the Alaska Airlines Advisory Board. The value of airline tickets purchased from Alaska Airlines by CIRI and CIRI subsidiaries in the regular course of business for business-related travel was \$146,043 in 2018 and is also anticipated to exceed \$20,000 in 2019.

CIRI Director Margaret L. Brown is a director of Alaska Communications Systems Holdings Inc. and Alaska Communications Systems Group Inc. (ACS) and owns an immaterial¹ number of shares in ACS. The value of telecommunication equipment and services purchased from ACS by CIRI and CIRI subsidiaries in the ordinary course of business was \$100,164 in 2018 and is also anticipated to exceed \$20,000 in 2019.

CIRI is a Class A member of the Alaska Federation of Natives (AFN). CIRI Vice President, Government Relations Gregory P. Razo is a director of AFN. The value of membership dues and assessments for the AFN's activities paid by CIRI was \$81,364 in 2018 and is also anticipated to exceed \$20,000 in 2019.

CIRI Vice President, Government Relations Gregory P. Razo is a member of the Alaska Legal Services Corporation (ALSC) Board of Directors and serves as its president. ALSC is a private, nonprofit law firm that offers free civil legal services to low income and disadvantaged people. CIRI contributed \$30,000 to ALSC in 2018 but does not anticipate that its contributions to ALSC will exceed \$20,000 in 2019.

CIRI is a member of the ANCSA Regional Association and CIRI President and CEO Sophie R. Minich is a member of the board of the Association. CIRI pays membership dues to the Association that annually exceed \$20,000, including \$46,676 paid in 2018.

CIRI Director Louis Nagy Jr. owns an immaterial number of shares in AT&T. CIRI Director Jeffrey A. Gonnason owned an immaterial number of shares in AT&T for a portion of 2018 but disposed of them. The value of wireless equipment and services purchased from AT&T and AT&T subsidiaries by CIRI and CIRI subsidiaries in the ordinary course of business was \$38,806 in 2018 and is also anticipated to exceed \$20,000 in 2019.

CIRI Director Samuel G. Spangler owns an immaterial number of shares in Bank of America (BOA). CIRI and CIRI subsidiaries have regular banking relationships with BOA, in which financial transactions in the ordinary course of business annually exceed \$20,000. In 2018, CIRI and CIRI subsidiaries paid BOA \$1,205,657.

Cook Inlet Tribal Council Inc. (CITC) is CIRI's nonprofit social services affiliate. CIRI Directors Douglas W. Fifer and Patrick M. Marrs are members of the CITC Board of Directors. CIRI Vice President, Business Development and Operations Thomas E. Holder is a member of the CITC Enterprises Inc. Board of Directors and donates his board fees back to CITC. A daughter of CIRI Director Douglas W. Fifer is a CITC employee and serves as a member of CITC's Youth Advisory Council. CIRI and CIRI subsidiaries made charitable donations of \$32,650 to CITC in 2018 and transactions are also expected to exceed \$20,000 in 2019.

CIRI Directors Louis Nagy Jr. and Samuel G. Spangler own an immaterial number of shares in General Electric (GE). In 2018, CIRI subsidiary Fire Island Wind LLC (Fire Island Wind), of which CIRI Vice President, Energy and Infrastructure Suzanne Settle is president and CIRI Vice President, Corporate Controller Rhonda M. Oliver is treasurer, paid \$747,950 towards a 20-year operations and maintenance contract with a GE subsidiary, General Electric International Inc., whereby Fire Island Wind will make payments in excess of \$20,000 annually.

CIRI Chief Financial Officer Daniel J. Mitchell was employed by KPMG LLP for a portion of 2018. CIRI and CIRI subsidiaries have regular business relationships with KPMG LLP in which financial transactions in the ordinary course of business totaled \$796,008 in 2018 and are also anticipated to exceed \$20,000 in 2019.

CIRI subsidiary Ladera I LLC (Ladera I) owns and is developing Ladera, a master-planned gated community in San Antonio, Texas, with finished lots being sold to builders. CIRI Chief Operating Officer Chad E. Nugent is president of and CIRI Vice President, Corporate Controller Rhonda M. Oliver is treasurer of, Ladera I. In 2018, Ladera I, as developer/land owner, paid \$49,679 in homeowner association deficit funding to Ladera Master Community Inc., of which Chad E. Nugent serves as president.

CIRI Director Samuel G. Spangler owns an immaterial number of Microsoft shares. CIRI and CIRI subsidiaries have regular business relationships with Microsoft Corporation in which financial transactions in the ordinary course of business totaled \$27,734 in 2018 and are also anticipated to exceed \$20,000 in 2019.

¹ For the purposes of this Statement, immateriality is defined as less than five percent of the shares of a publicly traded company. Each individual identified in this Statement in fact owns less than one percent of the shares of that company.

CIRI Director Robert E. Harris was employed by the Municipality of Anchorage (MOA) for a portion of 2018. CIRI received \$12,142 from the MOA for royalty payments on the Beluga River land in 2018. Additionally, CIRI subsidiary CIRI Land Development Company, of which CIRI Senior Vice President Barbara A. Donatelli and CIRI Chief Financial Officer Daniel J. Mitchell are directors, CIRI Chief Operating Officer Chad E. Nugent is president and CIRI Vice President, Corporate Controller Rhonda M. Oliver is treasurer, received \$10,000 from the MOA for a right-of-entry permit.

CIRI subsidiary Northeast Anchorage Real Estate Holdings LLC, of which CIRI Chief Operating Officer Chad E. Nugent is president and CIRI Vice President, Corporate Controller Rhonda M. Oliver is treasurer, received \$1,405,405 in 2018 as a distribution of earnings from its investment in North Anchorage Real Estate Investors.

Nabors Drilling USA (Nabors Drilling) is a subsidiary of Nabors Industries Inc. (Nabors), in which CIRI Director Patrick M. Marrs owned an immaterial number of shares for a portion of 2018. In 2018, CIRI received \$381,152 in property rental payments from Nabors Drilling and Nabors Drilling paid \$5,307,050 to Cruz Energy Services LLC (Cruz Energy) in connection with equipment utilized on projects involving drilling rig moves and other services. Also in 2018, Cruz Energy paid Nabors Corporate Services \$31,900 in relation to an overpayment received from Nabors Drilling. CIRI subsidiary Cruzco Services Holdings LLC, in which CIRI Marine and Oilfield Services LLC (CIRI Marine) holds a majority interest, is the sole member of Cruz Energy. CIRI Vice President, Business Development and Operations Thomas E. Holder is president of and CIRI Vice President, Corporate Controller Rhonda M. Oliver is treasurer of CIRI Marine.

Silver Mountain Construction LLC (Silver Mountain), of which CIRI Vice President, Government Relations Gregory P. Razo is assistant secretary, was awarded a contract at Eielson Air Force Base and subcontracted with Prosser-Dagg Construction Company LLC (Prosser-Dagg), which was the lowest responsive bidder, to complete the civil portion of the work required under the contract. CIRI Director Rolf A. Dagg is an owner of Prosser-Dagg. In 2018, Silver Mountain paid Prosser-Dagg \$476,553 in connection with the subcontract.

CIRI Directors Roy M. Huhndorf and Thomas P. Huhndorf serve on the Board of Directors of Southcentral Foundation (SCF), CIRI's nonprofit health care affiliate, the mother and sister of CIRI Director Hallie L. Bissett and the brother of CIRI Director Margaret L. Brown are employed by SCF, and a sister of CIRI Senior Vice President Barbara A. Donatelli is a contract employee of SCF. In 2018, SCF paid \$339,113 for remodeling work completed on SCF's Behavioral Health Services Division offices to CIRI subsidiary Weldin Construction LLC, for which CIRI Vice President, Government Relations Gregory P. Razo serves as vice president/assistant secretary.

CIRI Director Margaret L. Brown is a director and chair of the Student Conservation Association (SCA). The SCA provides college and high school-aged members with hands-on opportunities to help protect and restore national parks, marine sanctuaries, cultural landmarks and community green spaces. CIRI donated \$30,000 to the SCA in 2018 but does not expect that its donations to the SCA will exceed \$20,000 in 2019.

The CIRI Foundation (TCF) is a nonprofit educational foundation whose primary function is to award scholarships and educational grants and to administer other educational programs for original CIRI shareholders and their descendants. CIRI Directors Hallie L. Bissett, Jeffrey A. Gonnason and Louis Nagy Jr., and a sister of CIRI Director Patrick M. Marrs, are members of TCF's Board of Directors. CIRI contributed \$366,000 to TCF in 2018 and the Company anticipates a similar level of contribution in 2019.

CIRI Chief Financial Officer Daniel J. Mitchell is a member of the United Way of Anchorage Board of Directors. Cash and in-kind contributions to the organization from CIRI and CIRI subsidiaries totaled \$64,454 in 2018 and are also anticipated to exceed \$20,000 in 2019.

Weldin Construction LLC, of which CIRI Vice President, Government Relations Gregory P. Razo is vice president/assistant secretary, received \$2,731,333 from the University of Alaska Anchorage (UAA) in 2018 for general construction projects completed for UAA. CIRI Director Louis Nagy Jr. is employed by UAA.

CIRI Director Jeffrey A. Gonnason owned an immaterial number of shares in Verizon Wireless during 2017 but disposed of them in early 2018. The value of telecommunication equipment and services purchased from Verizon and Verizon subsidiaries by CIRI and CIRI subsidiaries in the ordinary course of business was \$465,950 in 2018 and is also anticipated to exceed \$20,000 in 2019.

CIRI Director Patrick M. Marrs owned an immaterial number of shares in Wells Fargo during 2018. CIRI and CIRI subsidiaries have regular banking relationships with Wells Fargo in which financial transactions in the ordinary course of business totaled \$3,927,262 in 2018 and are also anticipated to exceed \$20,000 in 2019.

CIRI Director Thomas P. Huhndorf is a shareholder of Salamatof Native Association Inc. (Salamatof). CIRI Directors Patrick M. Marrs and Louis Nagy Jr. are shareholders of Seldovia Native Association (Seldovia). CIRI Director Ted S. Kroto Sr. is a shareholder of Tyonek Native Corporation (Tyonek) and a sister and son of Ted S. Kroto Sr. are employees of Tyonek. Salamatof, Seldovia and Tyonek are village corporations in the Cook Inlet region organized under the Alaska Native Claims Settlement Act (ANCSA). CIRI's payments to village corporations pursuant to Section 7 of ANCSA exceed \$20,000 in most years, including \$211,441 paid to Salamatof, \$419,605 paid to Seldovia and \$495,002 paid to Tyonek in 2018. Additionally, CIRI and Salamatof each own a 50 percent membership interest in CIRI SNAI Gas Storage LLC (CIRI SNAI) and CIRI President and CEO Sophie R. Minich and CIRI Chief Financial Officer Daniel J. Mitchell are members of CIRI SNAI's Board of Managers. CIRI received \$45,444 from CIRI SNAI in 2018 in connection with CIRI SNAI's interests in an underground natural gas storage facility in Kenai, Alaska. Also in 2018, Seldovia paid \$8,450 to CIRI subsidiary Granite Technologies LLC (Granite Technologies), of which CIRI Senior Vice President Barbara A. Donatelli serves as president and CIRI Vice President, Corporate Controller Rhonda M. Oliver serves as treasurer, in connection with information technology support and services.

CIRI Director Robert E. Harris and CIRI Vice President, Corporate Controller Rhonda M. Oliver are shareholders of Ahtna Inc. (Ahtna). CIRI Senior Vice President Barbara A. Donatelli and CIRI President and CEO Sophie R. Minich are shareholders of Doyon, Ltd. (Doyon). Ahtna and Doyon are ANCSA regional corporations. CIRI's payments to these corporations pursuant to Section 7 of ANCSA included \$45,389 paid to Ahtna and \$382,931 paid to Doyon in 2018, and it is anticipated that the payments will also exceed \$20,000 in 2019. In

2018, Ahtna paid \$36,000 to Granite Technologies in connection with information technology support and services, and it is anticipated that the payments will also exceed \$20,000 in 2019. In 2017, CIRI subsidiary 11500 C Street LLC, of which CIRI Chief Operating Officer Chad E. Nugent serves as president and CIRI Vice President, Corporate Controller Rhonda M. Oliver is treasurer, received \$1,797,747 in lease payments from Doyon and CIRI and 11500 C Street LLC paid \$40,500 to Doyon for janitorial and security services. CIRI subsidiary CIRI Energy LLC, of which CIRI President and CEO Sophie R. Minich and CIRI Chief Financial Officer Daniel J. Mitchell are members of the Board of Managers, CIRI Vice President, Energy and Infrastructure Suzanne Settle serves as president and CIRI Vice President, Corporate Controller Rhonda M. Oliver serves as treasurer, paid \$14,583,805 to Doyon for acquisition of an interest in an oil and gas exploration project in the Nenana basin. In addition, CIRI subsidiary Cruz Marine LLC (Cruz Marine), of which the son of CIRI Director Thomas P. Huhndorf is an employee, received \$1,508,318 from Doyon relative to marine support for barge drilling equipment between Nenana and the Tanana River.

REMUNERATION OF DIRECTORS AND OFFICERS

Executive Compensation Philosophy

The Compensation Committee of the Board of Directors recommends compensation policies and levels for CIRI Directors and executive officers to the Board of Directors. The philosophy of the Board of Directors has been to set the compensation ranges for CIRI's executive officers at the midpoint of the market for similar work afforded by comparable corporations. The Board of Directors believes that this policy permits the Company to attract and retain qualified and motivated executives. To assist the Board of Directors in carrying out this philosophy, the Compensation Committee has, from time to time, retained the services of nationally-known compensation consulting firms to assist in the comparison of CIRI's executive compensation practices with those of other corporations of similar size and business scope. Detailed studies are usually performed every two or three years.

Annual Bonuses

Bonuses for executive officers of CIRI are awarded based on overall corporate performance and the achievement of individual objectives. Bonuses are recorded in the year for which they are awarded and thus accrued by the Company, although they are paid in the succeeding year.

Variable Deferred Compensation Plan

CIRI formed a nonqualified Variable Deferred Compensation Plan (VDC Plan) allowing eligible employees of CIRI to defer a portion of their compensation. The VDC Plan also allows CIRI Directors to defer all or a portion of their CIRI remuneration. While the VDC Plan allows for the Company to make discretionary employer contributions, the Company does not contribute additional amounts to the Plan. Because it is a portion of the employees' compensation that is deferred into the VDC Plan, amounts paid into the Plan in 2018 are already included in the base salary, bonus and Performance-Based Deferred Compensation figures set forth in the table on page 26.

Performance-Based Deferred Compensation Plan

The CIRI Board of Directors implemented a nonqualified Performance-Based Deferred Compensation Plan (PBDC Plan) for the executive officers of the Company. Under the PBDC Plan, an executive officer may earn an award in an amount determined by formula when his or her individual performance exceeds target and the Company's financial performance exceeds certain targets (target performance) set by the Company's Board of Directors. No award is earned when performance is at or below target. Once awarded, each executive officer vests in the award equally over a three-year period and must be employed by the Company at the time of payment to receive any portion of the award. The vested amounts are paid to the executive officers annually. At December 31, 2018, the Company accrued \$216,419 representing one-third of the PBDC awards earned in respect of the 2015 and 2017 fiscal years. There were no amounts awarded for the 2016 Plan year. During 2019, the Company paid \$216,419 to executives for amounts vested in the PBDC Plan for the 2015 and 2017 Plan years. The amounts paid were included in total remuneration during 2018. Remuneration listed in the table on page 26 represents amounts vested as of December 31, 2018.

Compensation Table

The five most highly compensated officers and directors of CIRI for the fiscal year ended December 31, 2018, are identified on page 26. The table shows the compensation paid or accrued for these individuals during fiscal year 2018 as direct remuneration for their services in all capacities to CIRI and its subsidiaries, including amounts allocated to their accounts under the 401(k) retirement plan. It also shows the total remuneration paid or accrued to all directors and officers as a group.

Cook Inlet Region 401(k) Retirement Plan

The Company has a 401(k) plan entitled Cook Inlet Region 401(k) Retirement Plan (Plan) that is intended to provide benefits to eligible employees as a qualified plan under Section 401 of the Internal Revenue Code. All employees are eligible to participate in the Plan. There are three components to the Plan: employee voluntary pre-tax contributions, employer safe harbor matching contributions and employer discretionary contributions. Employees are automatically enrolled in the Plan upon commencement of their employment and may begin contributing their pay on a pre-tax basis immediately, up to the maximum allowable amount set by the Internal Revenue Code. For each employee making voluntary contributions and who worked 1,000 hours in a 12-month period from his or her hire date, the Company must make a matching contribution in an amount not to exceed 4 percent of an employee's eligible annual compensation. In addition, the Company may authorize an employer discretionary contribution to eligible employees who worked 1,000 hours in a 12-month period from their hire date, who completed 501 hours of service in the calendar year and who were employed on the last day of the calendar year. Employer discretionary contributions are allocated to each eligible employee's account on the basis of his or her eligible annual compensation. The IRS limits individual employee compensation for computing contributions. Employee voluntary pretax contributions are immediately 100 percent vested. Employer safe harbor matching contributions allocated to an eligible employee are immediately 100 percent vested. Discretionary employer contributions allocated to an eligible employee are vested after an employee completes three years of service. Upon retirement, termination of employment, permanent disability or death, a participant's vested amounts may be paid as a lump sum or may be rolled over into another qualified plan. The Company approved an employer discretionary contribution of \$596,810 to be paid in 2019, corresponding to 7 percent of eligible compensation of all employees qualifying at the end of 2018. For the year ended December 31, 2018, the Company made matching contributions for eligible employees totaling \$364,065. These contributions are funded to the accounts of eligible employees each pay period with true-

up calculations performed at the end of each fiscal year. The employer discretionary and matching contribution amounts funded to the accounts of the five most highly compensated officers of CIRI are shown in the table below.

REMUNERATION FOR FISCAL YEAR ENDED DECEMBER 31, 2018

NAME	BASE SALARY	ANNUAL BONUS	RETIREMENT PLAN	PERFORMANCE-BASED DEFERRED COMPENSATION
SOPHIE R. MINICH, President and CEO	\$ 432,010	\$ 131,016	\$ 30,250	\$ 64,489
STIG A. COLBERG, Senior Vice President	360,856	97,337	30,250	46,244
BARBARA A. DONATELLI, Senior Vice President	322,205	90,689	30,250	37,942
CHAD E. NUGENT, Chief Operating Officer	304,462	90,933	30,250	25,507
RHONDA M. OLIVER, Vice President, Corporate Controller	263,277	82,223	30,250	–
Other officers' base salaries, bonuses and profit sharing plan		\$ 1,248,418		
Directors' attendance and in-service and travel fees, and annual compensation plan payments		\$ 911,486		
Total aggregate remuneration for all Directors & Officers as a group (represents 26 persons)		\$ 4,660,344		

Director Compensation

Effective June 1, 2018, CIRI's Board of Directors compensation plan was revised. In-service fees were replaced with an annual stipend and attendance fees for Board of Director and Committee meetings were eliminated. Between January 1, 2018 and May 31, 2018, the Chair of the Board of Directors received \$2,916 per month as an in-service fee, other Directors received \$1,666 per month as an in-service fee, and Directors were paid an attendance fee of \$1,000 per day for attending Board of Director and Committee meetings. Between June 1, 2018 and December 31, 2018, the Chair of the Board of Directors received an annual stipend of \$69,000, paid monthly (\$5,750 per month), other Directors received an annual stipend of \$49,000, paid monthly (\$4,083.33 per month), and Directors who serve as committee chairs received an annual fee of \$2,000, paid monthly (\$166.66 per month). Between January 1, 2018 and December 31, 2018, Directors continued to receive \$1,000 per day for each day of attendance at the Alaska Federation of Natives Convention, and \$1,000 per day for participating in meetings on behalf of CIRI at the request of CIRI's president and CEO, and as authorized by the Chair of the CIRI Board of Directors, with meeting fees capped at a total of \$1,000 for any single day's service. When applicable and subject to various prescribed limitations, Directors and committee members continue to receive a travel fee of between \$250 and \$1,000 and reimbursed for allowable travel-related expenses or paid a per diem. Directors also continued to receive a \$300 monthly "technology fee" to cover the cost of CIRI-related technology equipment and services used in the conduct of their CIRI-related business.

Consistent with the above compensation paragraph, the total amount paid during the fiscal year ending December 31, 2018, to Directors as attendance and travel fees for Board and Committee meetings was \$279,250, excluding reimbursement for travel expenses. The aggregate total during that time for in-service, stipend and chair fees was \$579,726 and \$52,510 for technology fees.

BOARD FEES FOR FISCAL YEAR ENDED DECEMBER 31, 2018

The following table lists the total of attendance, in-service, travel and technology fees paid to each director for attending CIRI Board meetings and Committee meetings of the Board of Directors during 2018.

NAME	TOTAL FEES	NAME	TOTAL FEES
Hallie L. Bissett	56,023	Thomas P. Huhndorf	80,438
Michael R. Boling	64,688	Katrina M. Jacuk	66,523
Margaret L. Brown	62,193	Ted S. Kroto Sr.	53,523
Rolf A. Dagg	56,938	Michelle B. Lindersmith	38,539
Douglas W. Fifer	58,688	Patrick M. Marrs	60,023
Eric I. Frostad	29,130	Louis Nagy Jr.	53,523
Jeffrey A. Gonnason, O.D.	52,188	Samuel G. Spangler	62,523
Robert E. Harris	56,523		
Roy M. Huhndorf	60,023	Total fees for all Directors	\$ 911,486

BOARD LEADERSHIP STRUCTURE

Pursuant to the CIRI By-Laws, the officers of CIRI are a Chair, Vice Chair, President, Secretary, Treasurer and such other officers as the Board of Directors shall from time to time appoint. The Board of Directors may also appoint or authorize the appointment of assistants to the Secretary, Treasurer, or both. Two or more offices may be held by the same person, with the exception of the offices of President and Secretary. Either the Chair or the President may be the Chief Executive Officer (CEO) of the Corporation and shall, subject to the control of the Board of Directors, have general oversight of the direction of the business affairs of the Corporation. If the Chair has been appointed CEO, then the President shall, subject to the control of the Board of Directors and the CEO, be responsible for the day-to-day supervision and control of the business operations of the Corporation. The Chair, when present, presides at meetings of the Board of Directors. The Vice Chair presides at meetings of the Board of Directors when present and when the Chair is absent. CIRI's President and CEO does not presently serve, nor did she at any time during 2018 serve, on the CIRI Board of Directors.

BOARD MEETINGS

The Board of Directors held seven meetings during 2018.

Board Committees

The Board of Directors has seven regular standing committees: (i) an Executive Committee; (ii) an Audit Committee; (iii) a Compensation Committee; (iv) a Governance Committee; (v) an Investment Committee; (vi) a Nominating Committee; and (vii) an Operations Committee. From time to time, the Board may also appoint temporary ad hoc committees or subcommittee to consider or address particular issues.

The Executive Committee of the Board of Directors has the power and authority of the Board of Directors with respect to matters delegated to it by the Board of Directors, subject to applicable law and any restrictions as may be imposed by the CIRI By-Laws or by a specific resolution adopted by the Board of Directors. The Executive Committee held no meetings in 2018.

The Audit Committee reviews and makes recommendations to the Board regarding the Corporation's internal and external financial reporting processes and systems, its internal financial controls and the selection of the external auditors to examine and report on the financial statements, providing a direct channel of communication between the auditors and the Board of Directors to help ensure that the Company's financial statements are presented accurately and in accordance with generally accepted accounting principles. The Committee also oversees the development and implementation of CIRI's Business Ethics and Compliance Program, and those of CIRI's subsidiaries and for-profit affiliates, providing oversight and reporting on its findings to the Board of Directors. To assist in performing these functions, the Committee appoints a Compliance Officer who is authorized and tasked with taking such actions as deemed necessary or appropriate to implement and administer CIRI's Business Ethics and Compliance Program. The Committee met four times in 2018.

The Compensation Committee reviews and makes recommendations regarding CIRI's compensation philosophy and the compensation and benefits of executive officers and directors and reviews and makes recommendations to the CIRI Board regarding the President and Chief Executive Officer's annual bonus and employment contract. The Compensation Committee held four meetings in 2018.

The Governance Committee reviews and makes recommendations to the Board to enhance the quality and future viability of the Board. The Committee is charged with regularly reviewing and making recommendations to update Board policy guidelines and practices; designing and overseeing an orientation process for new Board members, as well as an ongoing program of information and education for all Board members; leading periodic performance assessments to enhance Board effectiveness; and making recommendations regarding succession planning and recruiting and preparing for future Board leadership. The Committee may also perform discrete projects as requested by the Board. The Governance Committee held three meetings in 2018.

The Investment Committee reviews and makes recommendations to the Board regarding new investments of the Company, including all business acquisitions or mergers, the entry by the Company into any line of new business, significant expansions of existing lines of business, entry into partnerships, joint venture arrangements or similar business structures with new business partners, and investments in private equity funds, hedge funds, mutual funds or similar investment vehicles, if such new entry is significant from an economic, reputational or practical standpoint. The Investment Committee met four times in 2018.

The Nominating Committee, which is comprised of directors whose terms are continuing, evaluates and recommends for consideration by the Board of Directors eligible candidates for the five Board seats to be filled at each Annual Meeting. When a vacancy is otherwise created on the Board of Directors, the Board may ask the Committee to identify, interview and recommend eligible candidates to fill the vacancy; however, the Board of Directors shall make the final decision on any such appointment. Additionally, the Nominating Committee may assist the CIRI-affiliated nonprofits (for which the CIRI Board is charged with appointing directors) with identifying potential CIRI shareholders and other qualified individuals for service on those boards of directors. The three chairpersons of the Shareholder Participation Committees may serve as non-voting, advisory members of the Nominating Committee. The Committee met two times in 2018.

The Operations Committee reviews and makes recommendations to the Board regarding transactions affecting or arising out of the day-to-day operations of CIRI and its subsidiaries and for-profit affiliates, provided such transactions were not previously delegated to management, and relate to ongoing business operations within CIRI's existing lines of business that are significant from an economic, reputational or practical standpoint. The Operations Committee met two times in 2018.

In April 2017, the Board of Directors formed an Ad Hoc Committee on Board Evaluations, the purpose of which was to plan for a process to evaluate Director performance. The Committee met one time in 2018.

Also in April 2017, the Board of Directors formed an Ad Hoc Committee on Board Succession, the purpose of which was to evaluate and report on Director succession. The Committee met two times in 2018.

The Chair, or in his or her absence, the Vice Chair, is an ex officio member of all standing committees with power to vote as a member of such committees.

Meeting Attendance

Pursuant to the CIRI By-Laws, a CIRI Director is deemed to have submitted his or her resignation if the Director, within his or her term, does not attend three consecutive, lawfully called regular Board of Directors' meetings. During such times in 2018 as they were on the Board, all of the directors attended 100 percent of the meetings of the Board and of committees of which they were members, including meetings for which an absence was excused, except for Katrina M. Jacuk, who attended 94 percent of the meetings of the Board and of committees of which she was a member, including meetings for which an absence was excused.

ELECTION OF DIRECTORS

The By-Laws of CIRI provide that the Board of Directors shall consist of 15 members, five of whom are elected in any one year. Five directors are to be elected at the Annual Meeting to serve three-year terms, or until their successors have been elected and qualified.

BOARD-ENDORSED BINDING RESOLUTION APPROVING THE CIRI SETTLEMENT TRUST

The CIRI Board of Directors has approved a resolution to establish the CIRI Settlement Trust and is submitting to a vote of the shareholders a binding resolution to establish the CIRI Settlement Trust. Enclosed with this Voter's Guide and Proxy Statement for the Election of Directors you will find a copy of a Supplemental Proxy Statement for the CIRI Settlement Trust, which provides detailed information about the CIRI Settlement Trust and includes a copy of the Trust Agreement. Shareholders should read both documents. The binding resolution will be voted on separately on the proxy form or shareholder ballot. Shareholders have a choice of two ways to vote on the resolution. If neither box is marked, or if more than one box is marked, the proxy will be voted in favor of the CIRI Settlement Trust Resolution. The Board of Directors recommends that CIRI shareholders vote "yes" to approve the creation of the CIRI Settlement Trust.

The resolution being presented for shareholder consideration at the Annual Meeting reads as follows:

Resolved, that the resolution to establish the CIRI Settlement Trust, as set forth in the 2019 Supplemental Proxy Statement for the CIRI Settlement Trust, is hereby approved.

YES NO (The CIRI Board recommends that you vote "YES" on this resolution.)

Votes Needed for Passage

The holders of more than one-half of those CIRI voting shares present or represented by proxy at the Annual Meeting must vote to approve the CIRI Settlement Trust Resolution.

OTHER BUSINESS

Other than the CIRI Settlement Trust Resolution, the Board of Directors does not propose at this time to present any resolutions or additional matters for formal action at the Annual Meeting. Other persons or groups may or may not incorporate resolutions as part of their proxy solicitations or submit resolutions at the Annual Meeting. The Board of Directors is soliciting discretionary authority, to the fullest extent provided by law, to vote the shares represented by its proxies upon any other business that may properly come before the Annual Meeting, including upon all resolutions and other matters, and all matters incident to the conduct of the meeting, in accordance with its best judgment, even though the Board of Directors may not have solicited specific proxies with respect to those specific matters.

INDEPENDENT PUBLIC ACCOUNTANT

KPMG LLP, an independent certified public accounting firm, audits CIRI's financial statements. The Audit Committee of CIRI's Board of Directors authorized and approved all audit and non-audit services performed by KPMG for CIRI during the year ended December 31, 2018. The Audit Committee also reviewed with KPMG the results of its annual examination of the consolidated financial statements. A representative of KPMG is not expected to be present at the Annual Meeting.

During 2018, KPMG examined and reported on CIRI's consolidated financial statements, performed auditing services, and also performed certain services not related to the audit function. These services were the preparation of federal and state corporate tax returns, tax planning assistance and tax advice, services regarding Section 7 of the Alaska Native Claims Settlement Act, services related to CIRI's implementation of new accounting standards and certain services relating to shareholder meetings. Of the total fees paid to KPMG in 2018 for both audit and non-audit services, approximately 45 percent were for audit services and 55 percent were for non-audit services.

ANNUAL REPORT

Enclosed with this Proxy Statement and proxy you will find a copy of the CIRI Annual Report to Shareholders for the year ended December 31, 2018, including the financial statements of CIRI for that period. The enclosed financial statements were audited by an independent certified public accountant in accordance with generally accepted accounting principles.

QUORUM

One-third of the outstanding shares of voting stock entitled to vote at the Annual Meeting must be represented in person or by proxy to constitute a quorum for the transaction of business at the Annual Meeting. All shares represented in person or by proxy, regardless of the nature of the vote, the indication of abstention, or the absence of a vote indication or of authority with respect to a specific matter, will be counted to determine the number of shares represented at and entitled to vote on any matter presented to the meeting.

VOTING SHARES HELD UNDER CUSTODIANSHIP, GUARDIANSHIP OR CONSERVATORSHIP

Alaska law requires that stock in a corporation organized pursuant to the Alaska Native Claims Settlement Act to which a minor is entitled be issued by the corporation to a custodian who will hold the stock for the minor until the custodianship terminates. In these instances, the stock custodian has the authority to vote with respect to any voting shares held by the minor. Other times, the courts appoint guardians and/or conservators for adult shareholders. In these instances, the guardian or conservator has the authority to vote with respect to any voting shares held by the ward shareholder, unless the court order specifically assigns voting rights to another party,

in which case the stipulated party would have the authority to vote the shares. For any custodian, guardian, or conservator, the CIRI proxy includes the voting shares owned by any wards for whom such fiduciary is authorized to vote, in addition to any voting shares owned by such fiduciary in his or her own right. By signing a CIRI proxy form, a voting fiduciary will be granting a proxy with respect to his or her own shares (if any) and for each ward for whom he or she is custodian, guardian, or conservator.

PROXYHOLDER

The CIRI proxy form appoints the members of the CIRI Board of Directors, and each of them, as the proxyholder. If a shareholder and/or a duly-appointed voting fiduciary signs the CIRI proxy, the CIRI Board of Directors, and each of them, will be responsible for seeing that the shares represented by such proxy are voted in accordance with the proxy that has been given.

PROXY SOLICITATION

The expense of this solicitation of proxies, including the cost of preparing, printing and mailing the Notice of Annual Meeting and proxy materials, the cost of any supplemental mailing(s) made by the Company, and the salaries and wages of regular employees will be borne by CIRI. Solicitations will be made by the use of mail, except that directors, officers or representatives of CIRI may make solicitations of proxies by telephone, fax and internet, or in person. Proxy solicitation materials will also be available on CIRI's website and may be made available on CIRI's web-based proxy system. CIRI does not presently expect to spend any amounts on proxy solicitation other than amounts the Corporation would normally spend on a solicitation for an election of directors in the absence of an election contest, including the salaries and wages of regular employees and officers. A candidate may separately solicit proxies and/or incur additional proxy solicitation expenses, in which case the candidate is personally responsible for complying with disclosure of such additional expenses and other matters as specified in the Alaska regulations governing proxy solicitations for corporations organized under the Alaska Native Claims Settlement Act.

REVOCAION OF PROXIES

Shareholders can revoke any proxy previously given by attending, registering and voting in person at the Annual Meeting, by delivering written notice of revocation to the CIRI Secretary or to the Inspector of Election prior to the close of registration at the Annual Meeting, or by filing a later-dated proxy before the proxy deadline of 2 p.m. Alaska Daylight Time on Thursday, May 23, 2019.

VOTING SHARES

Holders of voting stock of record on April 2, 2019, are entitled to vote at the Annual Meeting. There are 627,700 shares of CIRI stock outstanding. Currently, there are 570,467.098 shares (8,290 shareholders) of voting stock outstanding and entitled to vote at the Annual Meeting, and 39,506.537 (715 shareholders) of non-voting stock. Included in the non-voting stock total are 51 shareholders (1,591.140 shares) as to whom CIRI is unable to determine from its records whether they are Natives or descendants of a Native within the meaning of the Alaska Native Claims Settlement Act. These shareholders have been provided an opportunity to submit evidence as to their entitlement to vote and will be permitted to vote if determined to be holders of voting stock as of the record date.

CUMULATIVE VOTING

Shareholders have the right to use cumulative voting in the election of directors, which means that each share of voting stock is entitled to one vote for each director to be elected. Therefore, if a shareholder owns 100 shares, he or she has 500 votes (100 shares x 5), which may be cast for the election of directors. Each share of voting stock is also entitled to one vote on each additional matter that may properly come before the meeting.

FILING OF PROXIES

The Board of Directors has established 2 p.m. Alaska Daylight Time on Thursday, May 23, 2019, as the deadline for receipt of proxies for use at the Annual Meeting, pursuant to the provisions of Article II, Section 6(b) of the By-Laws of CIRI, which provides in part that proxies "must be received by the Secretary of the Corporation within the deadline for proxy receipt set by the Board of Directors for the meeting at which the proxy is to be voted, which deadline shall be no less than five (5) and no more than ten (10) days prior to the meeting." If you wish to vote by proxy at the Annual Meeting, your proxy must be received before the proxy deadline of 2 p.m. Alaska Daylight Time on Thursday, May 23, 2019, by the CIRI Secretary, or by the Inspector of Election, c/o Sramek Hightower, 2525 C Street, Suite 100, Anchorage, Alaska 99503. Proxies submitted via CIRI's web-based proxy system by the proxy deadline will be considered to have been received by the Inspector of Election at the date and time of the successful electronic submission. Any proxy not received by the CIRI Secretary or the Inspector of Election, c/o Sramek Hightower, by 2 p.m. Alaska Daylight Time on Thursday, May 23, 2019 will not be voted at the meeting.

PROXY INTERPRETATION GUIDELINES

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

1. If a shareholder writes-in one or more candidates in the space provided for "write-in" candidates and strikes or lines through all of the Board-recommended candidates, the Inspector of Election shall allocate the shareholder's votes equally among the eligible write-in candidates. If the shareholder unambiguously writes another allocation on the paper proxy, the shareholder's direction shall be followed.
2. If a shareholder writes-in one or more candidates in the space provided for "write-in" candidates and does not strike out or line through all of the Board-recommended candidates, the Inspector of Election shall allocate the shareholder's votes proportionately, based on the total number of candidates listed on the proxy. For example, if the shareholder writes in the name of two eligible candidates and strikes through the names of one of the five Board-recommended candidates, each write-in candidate shall receive one-sixth of the shareholder's votes, with the remaining four-sixths (or two-thirds) available

for voting in the proxyholder's discretion among the four Board-recommended candidates not stricken. If the shareholder unambiguously writes in another allocation on the paper proxy, the shareholder's direction shall be followed. Disproportionate allocation is not available through electronic proxy.

3. If a shareholder writes-in one or more Board-recommended candidates in the space provided for "write-in" candidates and does not strike out or line through those same names in the Board-recommended section, the Inspector of Election shall proceed as if the duplicate name had not been written in the write-in section. For example, if the Board-recommended section lists Candidates A through E, and the shareholder writes in Candidates A through E in the space provided for "write-in" candidates, but does not strike or line through any candidate's name in the Board-recommended section, all of the shareholder's votes shall be deemed available for voting in the proxyholder's discretion among Board-recommended Candidates.
4. In no event shall any proxyholder cast any of a shareholder's votes in favor of any candidate whose name was lined through or stricken out by the shareholder on the proxy form executed by such shareholder.
5. Circling, highlighting and other marks or notes on the paper proxy that do not constitute lining or striking through a candidate's name, or writing in a candidate's name in the space provided for this purpose, shall be deemed extraneous marks and shall have no effect on the proxy.
6. A proxyholder may not cast votes for any candidate not identified on the proxy form solicited by such proxyholder, or written in by the shareholder executing the proxy, unless a bona fide candidate identified on such proxyholder's proxy is unable to serve, or for good cause will not serve, as a director due to circumstances that could not reasonably have been foreseen, in which case, the proxyholder shall have the right to vote for a replacement candidate. In order to avoid misleading proxy solicitations, a candidate may not voluntarily withdraw his or her candidacy in order to make his or her votes available for another candidate.
7. A member of the CIRI Proxy Committee who is named individually as a proxyholder for one or more shareholders shall not be present for, nor shall he or she participate in, any deliberation of the Proxy Committee as to the disposition of undirected votes without first having voted all shares proxied to that member in his or her individual capacity on the ballot. The Inspector of Election shall certify that a member of the Proxy Committee has voted all shares proxied to that member in his or her individual capacity on the ballot in question upon request. The certificate shall be tendered to the General Counsel by the Proxy Committee member before the member shall be allowed to be present or participate in the Committee's deliberations.
8. Write-In candidates must be shareholders eligible to serve as directors and must be individually named in the write-in section of the proxy. Write-in votes that name entities, groups (i.e., "CIRI Directors" or "Independent Candidates"), or ineligible individuals shall be counted for quorum purposes only.

Learn about CIRI business activities, visit with CIRI Directors and staff and meet the CIRI Board candidates at one of three shareholder events:

ANCHORAGE **Saturday, April 20**

RSVP Deadline:
noon on Thursday, April 11

Childcare available upon
advance request.

Southcentral Foundation's
Nuka Learning & Wellness
Center
4085 Tudor Centre Drive

Registration opens at 10:30 a.m.

KENAI **Saturday, April 27**

RSVP Deadline:
noon on Thursday, April 18

Childcare available upon
advance request.

Kenai Middle School
201 N. Tinker Lane

Registration opens at 10:30 a.m.

NORTHWEST **Saturday, May 11**

RSVP Deadline:
noon on Thursday, May 2

Childcare not available at this
event.

Shoreline Community College
16101 Greenwood Avenue North,
Shoreline, Wash.

Registration opens at 10:30 a.m.

- Meeting attendance is limited to shareholders and their immediate family members (i.e., spouse, children) and/or stock custodian.
- Shareholders must check in with their guests and present identification.
- Refreshments will be provided.

Help us ensure there will be enough food: RSVP today!

Letting us know you will attend an event and how many people will be in your party helps CIRI to properly plan. Please note the RSVP deadlines listed above and let us know if you plan to attend by:

- **Submitting your RSVP via the Qenek shareholder portal at <https://qenek.ciri.com/>**
- Submitting your RSVP via the CIRI website at www.ciri.com/RSVP
- Calling (907) 263-5191 or (800) 764-2474 and selecting option 5. Please state your full name, which meeting you will attend and how many will be in your party, and be sure to also leave a good contact number. If you are confirming your attendance for the Kenai or Anchorage meetings, please also let us know how many, if any, of your guests are children requiring daycare.

RSVP in Qenek to be entered into a drawing for a YETI Tundra 35 Cooler!



CIRI DESCENDANTS ARE THE FUTURE OF OUR COMPANY.

It is vital to teach the next generation about CIRI. We must involve descendants today, so they are better prepared for tomorrow.

It is critical that our youth understand the important duty shareholders have to choose their leaders by voting in CIRI elections.

Prizes available for youth voters!

Every year, CIRI hosts a "Youth Voting" booth at the Annual Meeting of Shareholders. Participating youth are eligible for special door prize drawings and receive one of two mock ballots:

- a simplified ballot available for children from kindergarten through the 6th grade, or
- a ballot more closely patterned after CIRI's actual proxy form, available for teens 13 to 17 years old.

Volunteers are on hand to distribute the mock ballots and explain how they work, but parents are strongly encouraged to talk to and help their children through the process wherever possible.

Confirmed descendants are eligible for prize drawings!

Direct lineal descendants of CIRI shareholders are invited to register their information in order to stay informed about the many benefits and opportunities they may be eligible for.

To apply, descendants complete a registration form and submit the appropriate legal documents to substantiate descent from a CIRI shareholder.

These are the same documents that are required when a shareholder wishes to gift shares to an eligible family member, or when lineal descendants of an original shareholder apply to The CIRI Foundation (TCF) for scholarships or grants.

Once proof of descent is confirmed, eligible descendants are issued identification cards. The cards indicate whether the bearer is a direct lineal descendant of an Alaska Native CIRI shareholder, or of a non-Native CIRI shareholder, and may assist in establishing proof of eligibility to receive services from various agencies and organizations.

The cards may also be presented to vendors and shareholder and descendant business owners who provide descendant discounts and used to check in at CIRI events if the descendant arrives before the shareholder.

The registration process aims to assist TCF in the administration of its programs. Collecting the required documentation now makes the application process easier for both current and future generations to apply for TCF funding. Submitted information is treated confidentially and used only for CIRI and TCF purposes, unless otherwise approved.

In 2019, confirmed descendants with valid email addresses on file are eligible to participate in quarterly prize drawings for a Kindle Fire HD!

GET THE DESCENDANT REGISTRATION FORM AND LEARN ABOUT CURRENT YOUTH PROGRAMS AND BENEFITS AT WWW.CIRI.COM/NEXTGEN.

**VOTE ONLINE
FOR A CHANCE TO WIN ONE
OF THREE
\$1,000 SPECIAL PRIZES!**

If submitted by the appropriate deadlines, your eProxy qualifies you for the 2019 Early Bird and Annual Meeting prize drawings.

<https://vote.ciri.com>

