

Notice of Annual Meeting & Proxy Statement 2019

www.koniagvote.com

# Qualify to win cash prizes. Send your proxy in early!

Return your signed Koniag proxy by the deadline below and qualify to win one of several early bird cash prizes, as well as all later prizes.

# Early Bird Prizes

Eligibility: Any individual whose validly executed proxy has been received by the Ballot Tabulator no later than 5 p.m. AKDT on August 30, 2019.

Four (4) prizes of \$1,000 each Ten (10) prizes of \$500 each Twelve (12) prizes of \$250 each

# **Online Voting Prizes**

Eligibility: Any individual whose validly executed proxy has been submitted online to the Ballot Tabulator no later than 5 p.m. AKDT on October 2, 2019.

Three (3) prizes of \$1,000 each Five (5) prizes of \$500 each

# **Grand Prizes:**

Eligibility: Any individual who either has submitted a validly executed proxy no later than 5:00 p.m. AKDT on October 2, 2019 or has registered in person at the Annual Meeting.

One (1) prize of \$2,500 each Five (5) prizes of \$1,000 each Ten (10) prizes of \$500 each

## Manner of Awarding:

All prizes shall be determined by a random drawing from those persons who are eligible. Drawing of the Early Bird Prizes shall be held at the 2019 Annual Meeting of Shareholders. Any winners of Early Bird Prizes shall also be eligible for the Grand Prize Drawings.

Koniag Board of Directors and staff are not eligible for these prizes.

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# Koniag, Inc. Notice of Annual Meeting of Shareholders to be held October 5, 2019

The Annual Meeting of Shareholders of Koniag, Inc. (Koniag) will be held at **9:30 a.m. PDT** on **Saturday, October 5, 2019** at the **Doubletree Guest Suites, 16500 Southcenter Parkway, Seattle, Washington 98188** for the following purposes:

- 1. To elect three (3) Directors, each to serve a term of three (3) years;
- 2. To transact such other business as may properly come before the meeting or any adjournment thereof.

The Board of Directors has fixed the close of business on **August 6, 2019**, as the Record Date. Shareholders of Record on the books of Koniag on that date will be entitled to vote at the meeting and any adjournment thereof.

The enclosed proxy permits you to have your shares voted without attending the meeting. We urge you to complete, date and sign the proxy, then return it in the enclosed stamped envelope as soon as possible, or you may go online and complete your proxy at <a href="https://www.koniagvote.com">www.koniagvote.com</a>.

If you return the proxy by mail, fax or via the internet, you can revoke it at any time before or at the meeting and vote in person at the meeting, as long as you follow the instructions for revocation contained in the following Proxy Statement.

All proxies must be received at the offices of

Sramek Hightower, C.P.A. PO Box 240569 2525 C Street, Suite 100 Anchorage, Alaska 99503 Fax 907-561-4341

before **5 p.m. AKDT, Wednesday, October 2, 2019**. Any proxies received after that time will not be voted at the meeting.

Dated this 16th day of August 2019, in Anchorage, Alaska.

Conrad A. Peterson

Secretary Koniag, Inc.

# **Proxy Statement**

The Board of Directors of Koniag is furnishing this Proxy Statement and accompanying form of proxy in connection with the Board's solicitation of proxies for use at the 2019 Annual Meeting of Shareholders of Koniag.

The meeting will be held at **9:30 a.m. PDT Saturday, October 5, 2019** at the **Doubletree Guest Suites, 16500 Southcenter Parkway, Seattle, Washington 98188**. The proxy may also be used at any adjournment of the meeting. At the meeting or its adjournment, the Shareholders will:

- 1. Elect three (3) Directors, each to serve a term of three (3) years;
- 2. Transact such other business as may properly come before the meeting or any adjournment thereof.

Only those voting Shareholders of record on the books of Koniag as of 5 p.m. AKDT on **Tuesday, August 6, 2019** will be entitled to vote at the meeting.

# Voting at the Annual Meeting

If you execute and return the enclosed proxy form or complete the proxy form online at <a href="https://www.koniagvote.com">www.koniagvote.com</a>, the shares represented by it will be voted by the persons named as Proxyholders (or their designees) in the way you have specified on the proxy. You should read pages 14 - 16 for detailed instructions as to how to fill out the enclosed proxy or the Internet Proxy.

If you do not indicate how you want the Proxyholders to vote for the election of Directors (either discretionary voting or directed voting), the proxy will be treated as a Discretionary Proxy and your shares will be voted cumulatively by the Proxyholders for the election of **Sven David Haakanson**, **Jr.**, **Conrad Albert Peterson**, **and Marty Charles Shuravloff**. Proxyholders will also cast the votes in the way they determine will elect as many of these candidates as possible (see Discretionary Voting page 13).

Your shares will also be voted in the Proxyholders' discretion on any other matters which may be properly brought before the meeting. Copies of this Proxy Statement and forms of proxies are being mailed to the Shareholders of Koniag on or about August 16, 2019. This Proxy Statement is also available online at <a href="https://www.koniag.com">www.koniag.com</a>, and the proxy may be completed online at <a href="https://www.koniagvote.com">www.koniagvote.com</a>.

# **Revoking Proxies**

If you have submitted a proxy, you may revoke it by doing one of the following:

**1. Revoke by written notice:** Sign either another proxy or a written notice revoking the proxy, dated later than the date of the proxy to be revoked and deliver by mail or fax to the following address so that it is received before **5:00 p.m. AKDT Wednesday, October 2, 2019**:

Sramek-Hightower, C.P.A. PO Box 240569 2525 C Street, Suite 100 Anchorage, Alaska 99503 Fax 907-561-4341

- **2. Revoke by using www.koniagvote.com:** Before 5:00 p.m. AKDT on Wednesday, October 2, 2019, complete and file a proxy online at www.koniagvote.com.
- **3.** Revoke in person at the Annual Meeting: You may appear at the meeting in person and cast a ballot. If you appear at the meeting to vote in person you will be asked when you register if you would like to revoke your proxy. If you do, you will be provided with further instructions.

### **Available Votes**

As of the Record Date for the 2019 Annual Meeting, there are 224,300 Class A and 147,300 Class B and 3,100 Class C shares of Common Stock outstanding. A combined total of 346,336.349 Class A and Class B and Class C shares are entitled to vote at the Annual Meeting. Pursuant to Section 7(h) of the Alaska Native Claims Settlement Act (ANCSA), as amended, the remaining shares, which are not held by Alaska Natives or Descendants of Alaska Natives, are not entitled to be voted.

On each issue to be voted upon, except the Election of Directors, Shareholders are entitled to one vote for each share of common stock. In the election of Directors, the Shareholders have the right to cumulate their votes. For an explanation of cumulative voting, see page 16.

In the election of Directors, the three (3) candidates receiving the highest number of votes will be elected, provided their combined votes equal a majority of the total votes cast.

# **Election of Directors**

# **Koniag Board Endorsed Nominees**

The following individuals have been endorsed by the Board for the three (3) Director positions, the terms for which are expiring at this meeting, in accordance with Article 2, Section 2.7(b) of the Bylaws.



#### Attendance:

Attended 8 of 9 required Board meetings (5 regular and 3 special) with one excused absence, and 9 of 9 required Committee meetings (89% attendance).

#### **Community Activities:**

- Native Village of Akhiok Annual Youth Camp volunteer for the past eighteen years
- Volunteer at daughters' school teaching indigenous histories and material culture

# Family Relations Disclosure:

Distant cousin of Conrad Peterson.

## Sven David Haakanson, Jr.

**Age:** 52

Address: 6522 19th Avenue NE, Seattle, Washington 98115

Dr. Haakanson is a Shareholder of Old Harbor Native Corporation.

#### **Koniag Experience:**

Koniag Director, 2016-present; Audit Committee, 2016-present, Chair, 2018-present; Governance and Compensation Committee, 2016-present.

#### **Employment:**

Associate Professor of Anthropology, University of Washington and Curator of North American Anthropology at the Burke Museum, 2013-present; Executive Director, Alutiiq Museum and Archeological Repository, 2000-13.

#### **Education:**

Ph.D. in Anthropology, Harvard University, 2000; Masters in Anthropology, Harvard University, 1996; Bachelor of Arts in English, University of Alaska Fairbanks, 1992.

#### **Family History:**

I was born on Kodiak Island and was raised in the village of Old Harbor. My parents are Sven Sr. and Mary Haakanson. My father was one of the founding Board members of Koniag. I have five sisters who live in Old Harbor, Kodiak, Anchorage, Fairbanks and Anacortes, WA. I am married to Balika Haakanson and have two daughters and we currently live in Seattle, WA.

#### **Candidate Statement:**

I am proud and honored to serve as a Director for Koniag on behalf of our Shareholders over the last three years. My goal is to continue to support Koniag's mission to increase profits, but more importantly to ensure that we are supporting our communities and sustaining a strong Corporation that represents our people locally, nationally and globally. It is a privilege and honor to serve on the board and I hope to continue to represent our communities.



#### Attendance:

Attended 9 of 9 required Board meetings (5 regular and 4 special) and 14 of 14 required Committee meetings (100% attendance).

#### **Community Activities:**

- Old Harbor City Council, 2001-present
- Old Harbor Tribal Council, 2001-10 and 2018-present
- Director, Cape Barnabus, Inc., 2006-present
- Community Liaison for Shell Oil Company in Old Harbor, 2013
- Kodiak Sportfishing Tournament Association, 2008-2017
- Old Harbor Scholarship Committee, 2005-09
- Gulf of Alaska Coastal Communities Coalition, 2004-present
- AFN Board of Directors, 2006-08

# Family Relations Disclosure:

Distant cousin of Sven Haakanson, Jr. and first cousin of Thomas Peterson

#### **Conrad Albert Peterson**

Age: 44

**Address:** P.O. Box 29, 15 Hill Street, Old Harbor, Alaska 99643 Mr. Peterson is a Shareholder of Old Harbor Native Corporation.

#### **Koniag Experience:**

Koniag Director, 2007-present; Secretary 2019-present; Executive Committee 2019-present; Audit Committee, 2010-12; Nomination Committee, 2011, 2018; Corporate Policy Committee, 2007-10; Finance and Investment Committee, 2013, 2018-19; Lands and Natural Resources Committee, 2010-present, Chair 2015-present; Shareholder Benefits and Relations Committee, 2014-present; Governance and Compensation Committee, 2015-18; Culture Committee, 2015-18; Karluk Wilderness Adventures Board, 2014-18; Ad Hoc CEO Search Committee, 2018-19; Ad Hoc Board Vacancy Committee, 2018-19; Koniag Development Corp. Board, 2008-11; ACE Board of Directors, 2010-11; Koniag Shareholder Committee, 2005-07.

#### **Employment:**

Koniag Director, 2007-present, act on behalf of Koniag Shareholders to make decisions to grow and protect the Corporation; Kodiak Sportsman's Lodge, Head Guide, 2003-present, operate charter boat and take clients out fishing May-Sept., attend sport shows to promote business.

#### **Education:**

Graduated Mt. Edgecumbe High School, 1993; Job Corps Heavy Equipment Operator School, Palmer, Alaska, 1996; Commercial Driver's License Course, Anchorage, Alaska, 1998; Alaska Nautical Training - U.S. Coast Guard 50-ton license for sport fishing guide, 2003, renewal in 2008 and 2013.

#### **Family History:**

My parents are Martha and Victor Peterson. I have 5 siblings and their names are Jeff Peterson, Hans Peterson, Annie Lewis, Victoria Anderson and Delores Peterson. My grandparents on my mother's side are Alex and Polly Inga.

#### **Candidate Statement:**

I have fond memories of walking to the Tribal office in Old Harbor with my mother Martha. In 2000, preparing for the birth of my son, I found myself reflecting upon my own youth and decided the right choice for my family was to move home where I immediately became involved in local government: City, Tribe, and Fisheries. Nineteen years later, I continue to be active in my community and live immersed in my culture. It has been my honor to serve as a Koniag Director for the past 12 years and I am fully devoted to another term. With each new term comes personal growth and opportunity to apply historical knowledge in decision making on behalf of our Corporation. I am thankful for the support from Koniag's Shareholders – it is a privilege to represent you. I want to thank my family for their support while serving our Corporation.



#### Attendance:

N/A. Was not required to attend any meetings following his appointment to the Board on March 1, 2019.

#### **Community Activities:**

 Port Lions City Council from October 2018-February 2019

# Family Relations Disclosure:

Is not directly related to any Director, nominee or executive officer of Koniag or any of its subsidiaries.

## Marty Charles Shuravloff

**Age:** 65

Address: 312 Hillside Drive, Port Lions, Alaska 99550

Mr. Shuravloff is a Shareholder of Lesnoi, Inc.

#### **Koniag Experience:**

Koniag Director, 2019-present; Koniag Director, 2005-06, Audit Committee, 2005-06; Koniag Director, 2000-03, Audit Committee, 2000-03, Secretary/Treasurer, 2000-03, Executive Committee, 2000-03, Finance Committee, Chair, 2000-03; Investment Committee, 2000-03.

#### **Employment:**

Retired. As the Executive Director of the Kodiak Island Housing Authority for over twenty-one years it was my responsibility to make the business decisions of the corporation on a daily basis, I dealt with numerous real estate acquisitions and construction projects.

#### **Education:**

Pierce Community College 1985-87; Bachelor of Science, Civil Engineering, Saint Martin's College, Lacey, Washington, 1988-91.

#### Family History:

My parents were Nick and Martha Shuravloff and I was born and raised in Kodiak with four brothers and four sisters. My wife Andrea and I will celebrate our 46th wedding anniversary in October. We were blessed with a daughter, Michelle, who married Kelvin Nelson of Port Lions, and a son, Guy. We enjoy our family time together and look forward to family vacations as often as possible.

#### **Candidate Statement:**

I am excited to have this opportunity to once again be part of the Koniag team. As the Chairman of the National Indian Housing Council I was able to work on behalf of the Native people of Alaska and the Indian Tribes on a national level. As the Executive Director of the Kodiak Island Housing Authority I worked to address the housing needs of all of our communities on Kodiak Island. I enjoy being involved and being a part of the Board. I hope that I'm able to continue to be a part of the Koniag organization and work on behalf of all our Shareholders. Thank you all for the support that I've received since being appointed to the Koniag Board of Directors.

## Other Nominees

In addition to the individuals listed above who were endorsed for the position of Director by the Board of Directors, the following nominees have been nominated for the position of Director pursuant to the provisions of Article 2.7(c) of the Bylaws, which provide that an individual will be nominated for the position of Director by submitting a Candidate Nominee Information Form. The Board neither supports nor opposes any such nominee's candidacy.

The biographical information provided in this section has not been independently verified by Koniag.



**Attendance:** N/A

#### **Community Activities:**

- Volunteering: Elders
   Assistance; Beach Cleanup; Exercise/Fitness
   Groups; Community
   Gardening; Mentoring
   the youth
- Church: Russian
   Orthodox; Associate
   Pastor; Music & worship
   Director; Outreach
   Programs
- Music: over 1000 songs on soudcloud.com, Artist name: Kodiaktom; My wife Lisa and I play weekly in a band

# Family Relations Disclosure:

First cousin of Conrad Peterson.

#### **Thomas David Peterson**

**Age:** 65

Address: 4036 Pula Pula PI, Lihue, Hawaii 996766

Mr. Peterson is a Shareholder of Afognak Native Corporation (see Corporate Transactions, Page 17).

#### **Koniag Experience:**

None

#### **Employment:**

Marine & Coastal Treasurer salvage of jewelry; Nutritional Research Consulting of Herbal Medicine; song writing, studio musical recording and filming music for soundcloud.com.

#### **Education:**

Graduated from Kodiak Public Schools: Akhiok & Afognak Village Schools; Associate Degree of Arts, Cabrillo College, Aptos, California 1974; B.A. with Honors, Native American Studies and Lit. University of California, 1976 (cum laude honors in Senior Comprehensive Exam); University of California, Berkeley, Boalt Hall School of Law, 1980-82; Juris Doctor, University of Wisconsin Madison, 1995-99.

#### **Family History:**

Von Scheele, Oskolkoffs, Gregorioffs, Rodenoff, from Afognak. Great Grandfather Herman had the first store. Grandma Nana taught K-12 on Afognak, Aunt Eunice Neseth was on the original Afognak Board of Directors. She was the first Curator of the Baranof Museum. Akhiok, Chum Lum Li, Kushkuk. Ayakulik Peterson from Akhiok Old Harbor are my Dad's side. My Roots go back 8500 years to the first Koniags, all of Koniag, Inc. is my Family.

#### **Candidate Statement:**

I would like to serve on the Koniag Board because I have a lot to offer, and I know what is at stake. We are living in a time of great change. The future of the tribe hangs in the balance. As the eldest of 8 children and the father of 4, I understand the importance of stability and growth. My life ambitions and dreams have already been fulfilled and I want to bring this knowledge and wisdom of these experiences to share with others in my tribe. I want to give back. What I desire is the blossoming and fruition of our Koniag Alutiiq people. Our time has come, my life lessons, professional legal training, managerial experience, hard work and a good Kodiak Native sense of humor have prepared me for this position. Vote for me and for prosperity!

# **Continuing Directors**

These Directors' terms continue after the meeting.



#### Attendance:

Attended 9 of 9 required Board meetings (5 regular and 4 special) and 24 of 24 required Committee meetings (100% attendance).

# Family Relations Disclosure:

Is not directly related to any Director, nominee or executive officer of Koniag or any of its subsidiaries.

#### Alex Cleghorn

**Age:** 46

**Address:** 1240 H Street, Anchorage, Alaska 99501 Mr. Cleghorn is a Shareholder of Natives of Kodiak, Inc.

#### **Koniag Experience:**

Koniag Director, 2015-present, Vice Chair, 2017-18; Audit Committee, 2015-17 and 2018-present; Election and Rules Committee, Chair, 2016 and 2017; Executive Committee, 2017-18; Finance and Investment Committee, 2016-18; Governance and Compensation Committee, 2015-present; Chair 2017-18; Nomination Committee, 2017; Shareholder Benefits and Relations Committee, 2017-18; Ad Hoc Interim CEO Committee, 2017-18; Special Ad Hoc Bylaw Review Committee, Chair 2017-18; Ad-Hoc Board Director Search Committee, 2018-19; Ad-Hoc Board Recruitment Committee, 2018-19; Ad Hoc CEO Search Committee, 2018-19; Kadiak LLC, Management Committee 2017-18; Kodiak Wilderness Adventures, Secretary/Treasurer, 2015-18. His term expires in 2021.

#### **Employment:**

Consultant (2018-present), provide strategic planning and advice related to various tribal governance issues; State of Alaska Department of Law (2017-18), Assistant Attorney General and Special Assistant to the Attorney General, provide advice and consultation on emerging Alaska Native legal and policy matters; Southcentral Foundation (2015-17), General Counsel - business affairs, business transactions, and intergovernmental relations. Before returning to Alaska in 2015 he owned and operated his own law office and served as Directing Attorney of California Indian Legal Services' Sacramento office.

#### **Education:**

Juris Doctor, Northeastern University School of Law, 2003; Bachelor of Arts Political Science, University of Washington, 1999.



#### Attendance:

Attended 2 of 2 required Board meetings (1 regular and 1 special) was not required to attend any Committee meetings following his appointment to the Board on January 31, 2019 (100% attendance).

#### Family Relations Disclosure:

Is not directly related to any Director, nominee or executive officer of Koniag or any of its subsidiaries.

#### **Anthony John Drabek**

**Age:** 71

**Address:** 11171 Ugak Dr, Kodiak, Alaska 99615 Mr. Drabek is a Shareholder of Natives of Kodiak, Inc.

#### **Koniag Experience:**

Koniag Director, 2019-present; Finance & Investment Committee, 2019-present. His term expires in 2020.

#### **Employment:**

Retired March 2010; President, Natives of Kodiak, Inc., 1983-1989, President and CEO Natives of Kodiak, Inc., 1989-2010; President, KOMAN Inc., 2002-10; President, Kodiak Technical Services LLC, 2003-10; President, Kodiak Products LLC, 2003-10; President, Koncor Forest Products, 2001-10.

#### **Education:**

AA - Liberal Arts, Seattle Central Community College, Seattle, Washington, 1973-1975; Fixed Wing & Helicopter Commercial License, Flight School, LA California, 1971; US Army Rotary Wing Aviation School, Ft. Rucker, Alabama, 1967.



#### Attendance:

Attended 9 of 9 required Board meetings (5 regular 4 special) and 20 of 20 required Committee meetings (100% attendance).

# Family Relations Disclosure:

Is not directly related to any Director, nominee or executive officer of Koniag or any of its subsidiaries.

#### **Tyan Camille Hayes**

**Age:** 43

**Address:** 754 SE Winterfield Place, Corvallis, Oregon 97333 Ms. Hayes is a Shareholder of Afognak Native Corporation (see Corporate Transactions, Page 17).

#### Koniag Experience:

Koniag Director, 2017-present, Vice Chair, 2019-present; Executive Committee, 2018-present; Shareholder Benefits and Relations Committee, 2017-present, Chair, 2018-19; Finance and Investment Committee, 2017-present; Ad Hoc CEO Replacement Committee, 2017; Ad Hoc Bylaw Review Committee, 2017; Nomination Committee, Chair, 2018 & 2019; Election and Rules Committee, Chair, 2018 & 2019; Governance and Compensation Committee, Chair, 2019; Ad Hoc Board Vacancy Committee, 2018-19; Ad Hoc Board Recruitment, 2018-present; Ad Hoc CEO Search Committee, 2018-present; Koniag Education Foundation Executive Director, 2004-16; Koniag, Inc. Executive Assistant to President/ CEO and Shareholder & Corporate Relations, 2004; Koniag Services Inc., Executive Assistant to President/ CEO, 2003-04; Koniag Inc., Accounting/ Office Manager, 2000-03; Koniag Education Foundation, Program Manager, 1998-2000. Her term expires in 2020.

#### **Employment:**

Love INC., Executive Director 2018-present, Development Director, 2017-2018; Koniag Education Foundation, Executive Director, 2004-16.

#### **Education:**

Bachelor of Business Administration, University of Alaska Anchorage, 2000; Foraker Certificate in Non-profit Management, 2014.



#### Attendance:

Attended 5 of 5 required Board meetings (3 regular 2 special) and 1 of 1 required Committee meetings (100% attendance).

# Family Relations Disclosure:

Is not directly related to any Director, nominee or executive officer of Koniag or any of its subsidiaries.

#### Janissa Joi Johnson

**Age:** 33

Address: PO Box 15, Larsen Bay, Alaska 99624 and 2440 Trisha

Ave. Anchorage, Alaska 99518

Ms. Johnson is not a Shareholder of a village corporation.

#### Koniag Experience:

Koniag Director, 2018-present; Lands and Natural Resources Committee, 2018-present; Shareholder Benefits and Relations Committee, 2018-present; Program Specialist, Koniag Education Foundation, 2006-08; Operations Intern, Koniag Development Corporation, 2006; Shareholder Relations Intern, Koniag, Inc. 2005-06; Public Relations Intern, Native American Contractors Association (on loan from Koniag) 2005. Member of the Anchorage Shareholder Committee and served on the Nomination Committee. Her term expires in 2021.

#### **Employment:**

Skipper/Owner, self-employed commercial setnet operation, 2014-present; Owner, Kodiak Fur Serious, 2014-present; Operations Manager, In and Out Automotive, 2015-present; Fashion consultant/Owner, LuLaRoe Janissa Johnson, 2016-present; Reservations Agent, Ravn Alaska, 2014; External Affairs Associate, Arctic Slope Regional Corporation, 2010-14; Corporate Communications Associate, Alutiiq, LLC, 2008-10.

#### **Education:**

Master's in Business Administration, University of Alaska, Southeast, 2012; Bachelor of Business Management, University of Alaska, Anchorage, 2008; Diploma, Mt. Edgecumbe High School, 2003.



#### Attendance:

Attended 9 of 9 required Board meetings (5 regular 4 special) and 22 of 22 required Committee meetings (100% attendance).

# Family Relations Disclosure:

Nephew of Peter Olsen, Koniag Lands Manager, and cousin to Shauna Z. Hegna, Koniag President.

#### Gordon Matthew Olsen

**Age:** 44

**Address:** 875 Birds Mill SE, Marietta, Georgia 30067 Mr. Olsen is a Shareholder of Natives of Kodiak, Inc. and Afognak Native Corporation (see Corporate Transactions, page 17).

#### **Koniag Experience:**

Koniag Director, 2015-present; Executive Committee, 2017-present; Treasurer, 2017-present; Finance & Investment Committee, 2015-present, Chair, 2017-present; Lands & Natural Resources Committee, 2018-present; Governance & Compensation Committee 2018-present; Ad Hoc CEO Search Committee, 2018-19, Chair; Ad Hoc Board Vacancy Committee, 2016 & 2018, Chair; Audit Committee 2015-16; Nomination Committee, 2015-16, 2016-17, Chair, 2018-19; Shareholder Benefits & Relations, 2016-18, Karluk Wilderness Adventures Board Member, 2016-18. His term expires in 2021.

#### **Employment:**

Kodiak Ventures, LLC - Managing Member 2003-present. Commercial Real Estate Development Investment, Property Management and Brokerage. Signature Cabinetry & Design - Managing Member 2006-present, kitchen & bath design, installation, sales and renovation.

#### **Education:**

Bachelor of Science Business Administration (International Business/Spanish) 1998; Georgia Real Estate License 1999-present; Florida Real Estate License 2001-present.



#### Attendance:

Attended 9 of 9 required Board meetings (5 regular and 4 special) and 11 of 11 required Committee meetings (100% attendance).

# Family Relations Disclosure:

Is not directly related to any Director, nominee or executive officer of Koniag or any of its subsidiaries.

#### Rita Leone Stevens

**Age:** 71

**Address:** P.O. Box 201, 310 Mill Bay Road, Kodiak, Alaska 99615 Ms. Stevens is a Shareholder of Leisnoi, Inc.

#### **Koniag Experience:**

Koniag Director, 2016-present; Nomination Committee 2018-present; Audit Committee, 2018-present; Lands and Natural Resources Committee, 2016-present; Shareholder Benefits and Relations Committee, 2016-present. Governance and Compensation Committee, 2017-18. Her term expires in 2020.

#### **Employment:**

Retired, Kodiak Area Native Association, 1989-2006, President/CEO 1998-2006.

#### **Education:**

Bachelor of Arts in Humanities, Oregon State University, 1971; Post graduate Work, University of Poitiers and the French Institute, Poitiers, France 1971-72; studied Liberal Arts at Gonzaga University, Spokane, WA, 1966-68 and Italian Studies at Gonzaga University, Florence, Italy, 1968-69; Diploma, St. Placid High School, Olympia, WA, 1966.

# **General Information**

## **Nomination Committee and Process**

Koniag's Bylaws provide four methods by which a Shareholder may be nominated to serve on the Board of Directors. Under the Bylaws, a Shareholder may be nominated in the following ways:

- (1) an incumbent Director may self-nominate by giving notice to the Board of Directors or the Nomination Committee of the Director's intent to run for re-election;
- (2) the Board of Directors may nominate specific candidates for Directors by majority vote of the Board of Directors;
- (3) Shareholders may nominate themselves for Director upon submission of a Candidate Nominee Information Form to the Nomination Committee; or
- (4) a Shareholder, who has appropriately filed with the State of Alaska Division of Banking and Securities may be nominated from the floor during a meeting of Shareholders at which Directors are to be elected.

Koniag utilizes a Nomination Committee to receive, evaluate, interview and recommend candidates to the Board of Directors for inclusion on the Board-Endorsed Slate. The Nomination Committee is a standing Committee of the Board and consists of two Directors who are elected by the Board and are not incumbents up for re-election, as well as three Shareholders who are appointed by the Board. The Committee meets several times in the spring to review candidate applications, conduct interviews, and rank the candidates. The full Board ultimately decides on the Board-endorsed slate.

## **Proxy Forms**

You have the option of completing and returning the enclosed proxy form or voting online using the "Internet Proxy." The use of either proxy form will be effective to grant a proxy and be eligible for the prize drawings. Both forms include the same choices as to how to instruct their Proxyholder as to the way the Shareholder's shares should be voted. The instructions on using the Internet Proxy can be found on pages 14 through 16.

# **Paper Proxy Form**

The enclosed paper proxy form allows you to choose how to vote and how many of your votes you wish to cast for each candidate. You can choose to direct your votes for the candidates endorsed by the Board of Directors or other candidates who are validly nominated.

The proxy form distributed by the Corporation lists the names of every individual who, as of the date of the Notice of the Annual Meeting, has been validly nominated and has consented to their name being on the Koniag proxy. Additional copies of the paper proxy are available online at the Koniag website at <a href="www.koniag.com">www.koniag.com</a>.

For instructions on how to fill out your paper proxy or the Internet Proxy, see pages 14 through 16.

## Number of Directors to Be Elected

At this year's Annual Meeting of Shareholders, three (3) Directors will be elected.

# **Discretionary Voting**

If you check Option A in the Election of Directors section of the proxy form, your votes will be cast by the Proxyholders to elect as many nominees as possible from the three nominees endorsed by the Board of Directors and identified on the proxy.

Discretionary voting gives Koniag's Proxyholders flexibility in voting so as to elect the greatest number of Board endorsed nominees. However, if there are any of the nominees endorsed by the Board of Directors for whom you don't want your votes cast, cross out their names on the proxy form and the Proxyholders won't cast any of your votes for them. If you sign the proxy but you don't check either Option A or Option B, or if you check Option B but don't fill in the number of votes for any candidates, the proxy will be voted as if you had checked the "Discretionary Voting" box.

# **Directed Voting**

If you want your shares voted for one or more specific nominees, and you want to specify how many votes you want each to receive, check Option B in the Election of Directors section of the proxy form and fill in the number of votes you want to cast for each candidate in the space provided.

By checking Option B, you have several choices. You can direct that the Proxyholders vote specific numbers of votes to one or more of the listed Board endorsed nominees, to a qualified candidate whose name you have written in, or to any combination of these.

Votes directed for any nominee who later withdraws are still counted as votes for that nominee. Votes cast for a write-in who isn't properly nominated or who isn't qualified are not counted. Directed votes cannot be "redirected" to or voted for any other person. The only exception to this is in the event of a runoff. This is discussed in more detail under the section "Runoff Elections" on page 16.

# How to Vote Your Paper Proxy

Choose which way you would like to vote for the election of Directors.

# 1 Option A - Discretionary Voting

Proxyholders are authorized to vote for the Board-endorsed nominees whose names you have not crossed out.

# 2 Option B - Directed Voting

Gives Proxyholders specific instructions on how to vote. If you check this option, you must specify the number of votes that you want cast for each of the nominees you want elected.

# **3** Board Endorsed Candidates

These are nominees endorsed by the Koniag Board of Directors. You may support these nominees by checking Option A for "Discretionary" or by voting "Directed" for the nominees of your choice by checking Option B and filling in the number of votes you are directing your Proxyholder to cast for each.

# 4 Other Candidates

Under Koniag's Election Rules, all qualified persons who have timely submitted a Nominee Information Form will have their names listed on the Koniag proxy. If you wish to vote for a person whose name is not listed, you may write in both the name and the number of votes you are directing your Proxyholder to cast for each Write In candidate.

Shareholder Name: John Doe		Number Of Shares: 100,000			
Shareholder Id Number: 09-12	23-12345-12	Number Of Votes: 300.000			
TY 6	STEP 1: VOT	E YOUR PROXY			
For more information o	n how to vote, including e	online voting, see the Koniag 20	019 Proxy Statement.		
Choose either option A or B be	low:				
☐ A. DISCRETIONARY					
whose names I have crossed the Board endorsed candida	out. Note: by choosing th tes listed below whose na	ow and do <u>not</u> vote my shares for is option, the proxyholders will mes you have not crossed out to e in the number of votes next to	distribute your votes amon elect as many of them as		
☐ B. DIRECTED					
votes I have written by their	names. Note: see the top	nner I have indicated, giving su right of this proxy card for the n xample, 100 shares = 300 votes	umber of voting shares you		
BOARD ENDORSED CAND	DIDATES	INDEPENDENT CAND	DIDATES		
The Board of Directors endorse	he Board of Directors endorses the following candidate		The following are independent candidates:		
Candidate	# of Directed Votes	Candidate	# of Directed Votes		
Sven David Haakanson, Jr.		Thomas David Peterson			
Conrad Albert Peterson		Write in:			
Marty Charles Shuravloff		Write in:			
9	TEP 2: SIGN, DATE,	AND MAIL YOUR PROXY			
I hereby appoint as my attorne ("Proxyholders"), or any one of Meeting of Shareholders of Kor Southcenter Parkway, Seattle, volume the Prowers of Koniag, Inc. thall the powers that I would possuad Proxy Statement, both date no specific direction is given, the of the Proxyholders upon such all proxies I may have previous INDICATED ABOVE.	them or their designees, siag, Inc. to be held on Ox Washington 98188, and a at I could vote, including sess if personally present d August 16, 2019, recei- nis proxy will be voted for other matters as may pro-	with full powers of substitution tober 5, 2019 at the Doubletre iny adjournment or postponem discretionary authority to select at the meeting, all as described pt of which I acknowledge. If the the Board of Directors' nomin berly come before the meeting.	n, to attend the Annual e Guest Suites, 16500 ent thereof, and to vote all tively cumulate votes, with in the Notice of Meeting its proxy is signed and ees, and at the discretion I hereby revoke any and		
Sign and Date the Proxy Belov	v (Please sign exactly as yo	ur name appears above):			
	ustodian	Signature of Shareholder	or Custodian		
Print Name of Shareholder or C					

## 5 Number of Votes

Look next to or below your name and address to see the total votes you have. If you selected the "Directed" option, be certain to indicate how you want your shares voted. If you fail to indicate how your shares are to be voted among the candidates, they will be voted by the Proxyholders as they would for a Discretionary Proxy. If you write in more votes than the number by your name, and your intentions cannot be discerned, then your votes will not be counted. Be sure to read the note on Directed Voting on the reverse side of the proxy form.

# 6 Sign and Date the Proxy

Sign your name exactly as it appears on the Proxy Form. Date the proxy the day you sign it.

# **How to Vote Your Internet Proxy**

The Internet Proxy form is located at <a href="www.koniagvote.com">www.koniag.com</a> or can be accessed through the Koniag website at <a href="www.koniag.com">www.koniag.com</a> by clicking on the link in the lower red box. To access your Internet Proxy, you will need your Koniag Shareholder ID number and your Personal Identification Number (PIN), which are on the proxy form and the colored sheet of paper enclosed with this Proxy Statement. Each PIN is unique and randomly generated. With the exception of the Ballot Tabulator, Sramek Hightower, no one, not even Koniag personnel, has access to a Shareholder's PIN. PINs are changed each year. If you misplace your PIN, contact Sramek Hightower at 907-677-3320 for a replacement.

You may revoke an Internet Proxy by resubmitting the form as often as you wish prior to the **October 2, 2019** proxy deadline. If you choose to file your proxy online, you are still eligible for the Early Bird prizes.

# **Completing the Internet Proxy**

**Figure 1:** Go to <a href="www.koniagvote.com">www.koniagvote.com</a> (Figure 1). After the Shareholder ID and PIN are filled in, click the "login". If the Internet Proxy has not been accessed before, Screen 2 (see Figure 2) will come up. If you already submitted an Internet Proxy you will be given the option of revoking it and re-submitting. If you indicate that no change is to be made, then the proxy system will be exited.

**Figure 2**: Screen 2 provides the choices for how your shares are to be voted. Like the paper proxy, the Internet Proxy provides a choice between Discretionary Voting and Directed Voting.

Figure 3: If Discretionary Voting is selected, then you will see a screen on which the Board endorsed candidates are listed. By checking the instruction "Cross Out" by the candidate's name, you can instruct the Proxyholders not to vote any of your shares for that candidate (see Discretionary Voting, page 13). There is a "Bio" link for each candidate which you can use to access the candidate's biographical information.

**Figure 4:** If you choose Directed Voting, the screen will provide a list of all candidates and space for write-ins. Like the paper proxy, you may choose the candidates to be voted for, and you may also specify the number of votes each is to receive. If you wish to have your votes divided equally among the candidates you support, check the box by each of the candidates' names and also click on "Distribute Votes" at the bottom of the page (see Figure 4). If you cast too many, or not all of your votes, the program will display a warning message. Click "Next" and you will see a summary screen (see

Figure 1

Koniag

2019 Annual Meeting of Shareholders

Chambridge (Spin)

Welcome to Konlag (With Prosp Syntees)

Venicome to Konlag (With Prosp Syntees)

For earth by splan you will need your Shareholder in number of your Prospection on a colonel Shareh of Japan - Synthales

Figure 2



Figure 3



Figure 4

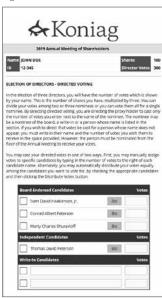


Figure 5



Figure 5) describing how your proxy will be voted. You can also click "Start Over" to revise your Internet Proxy.

**Figure 5:** Once you are satisfied with your Internet Proxy, and you wish to have a copy of the summary page, enter your email address. By clicking "Vote" your instructions are recorded. A copy of the Internet Proxy is automatically transmitted to the Ballot Tabulator.

NO PROXY INSTRUCTIONS ARE RECORDED UNLESS YOU CLICK "VOTE" ON THE SUMMARY SCREEN AND YOU SEE A SCREEN SAYING THE SESSION HAS ENDED AND YOUR PROXY HAS BEEN RECORDED (see Figure 5.)

# **Changing Your Internet Proxy**

If, after you change your mind and want to change your Internet Proxy, you may do so by logging back in to the website. On the screen after you log in, check "Yes" to revise your proxy. If you a submit your paper proxy and later submit your proxy online or vice versa, the most recently dated proxy will be voted by the Proxyholders.

## **Online Information**

When you access the Internet Proxy, you can refer to several documents that will help you fill out your proxy along the left-hand side of the screen.

If you have any questions about the Internet Proxy, please contact Koniag's Shareholder Services Department at 1-800-658-3818 or the Ballot Tabulator, Sramek Hightower, at 907-677-3320.

# **General Proxy Information**

# **Cumulative Voting**

When voting for Koniag Directors, each Shareholder has the number of votes equal to the number of voting shares they own, multiplied by the number of Directors to be elected. For example, in the election of three Directors, if you own 100 shares of voting Common Stock you will have 300 votes to cast in the election of Directors. With cumulative voting, you may cast all your votes for one person or distribute them among as many candidates as you wish.

The total number of shares you may vote and the total number of votes you have for each election of Directors are printed across the top of your paper proxy form and at the top of the screen for the Internet Proxy.

## Nominee Withdrawal

The Board of Directors believes that all of its Board-endorsed nominees will be available to serve as Directors of Koniag. Should any one or more of the nominees be unable or unwilling to serve and withdraw their name from consideration, the Board of Directors will designate a substitute nominee or nominees.

If your proxy is to be voted "Discretionary," the Proxyholders will be able to vote for any new Board nominee. If you chose "Directed Voting," the withdrawal of a nominee will not affect how your shares will be voted. They will still be voted for the nominee even though that nominee has withdrawn. Your directed votes will be voted only for the nominees you select and in the manner you specified. This procedure applies to all proxies.

## **Runoff Elections**

Under Koniag's Bylaws, if there are three Director positions to be filled, the three candidates receiving the highest number of votes will be elected if their combined vote total is equal to at least a majority of the votes cast in the election. If the total number of votes tallied is less than a majority, the candidate receiving the lowest number of votes on the first ballot is dropped and there is a runoff among the remaining candidates. There has not been a runoff in a number of years.

In the case of a runoff, it is not possible to know which nominees will be in the running. If you have marked your proxy as a Directed Proxy and a runoff is required, the Proxyholders will re-distribute votes originally for the nominees remaining endorsed by the Board of Directors as if you had selected "Discretionary Voting."

# **Corporate Transactions**

Koniag, Inc. is required under the Alaska Division of Banking and Securities regulations ("Proxy Regulations") to provide in this proxy statement financial transactions that, in the aggregate, exceed \$20,000 and involve Koniag or its subsidiaries and another entity, if a Koniag or subsidiary director, nominee, officer, or any of their family members, is an officer, director, employed by, or an owner of such entity. Payments by Koniag to ANCSA Village Corporations under ANCSA 7(j) are excluded from the definition of "financial transaction" under the Proxy Regulations.

Koniag paid \$68,480 to Afognak Native Corporation ("Afognak") during the past fiscal year for timber services in accordance with the Timber Services Agreement that was entered into on October 30, 2012. Executive Shauna Hegna's sibling was a Director of Afognak during part of the last fiscal year.

Koniag paid \$23,441 to National Association of Corporate Directors ("NACD") during the past fiscal year for training seminars for its Board of Directors. The late Director M. Brent Parsons was a contract faculty member at NACD.

## Solicitation of Proxies

The cost of this proxy solicitation will be borne solely by Koniag. The total amount estimated to be spent, including the amount spent to date, for this proxy solicitation is not more than the amounts that would normally be spent on solicitation for an election of Directors.

# **Summary of Compensation**

This table lists the five most highly compensated Officers or Directors of Koniag and its subsidiaries for the fiscal year that ended on March 31, 2019 (FY2019). All Officers and Directors' total remuneration in FY2019 was \$8,250,923 including wages, compensation, personal benefits and retirement plans for 34 persons employed by Koniag and its subsidiaries.

Name and Principal Position	Gross Wage (a)	Personal Benefits (b)	Retirement Plan (c)	Total Compensation
Andy Van Solkema, Vice President of Digital Strategy and Experience, Open Systems Technologies DE, LLC and subsidiaries	\$ 1,023,779	643	6,281	1,030,703
Ron Unger, Chairman and CEO, Koniag, Inc.	655,470	-	11,199	666,669
Meredith Bronk, President and Chief Executive Officer, Open Systems Technologies DE, LLC and subsidiaries	462,604	11,083	12,386	486,073
Kevin Razzaghi, President, Koniag Technology Solutions, Inc., Tuknik Government Services, LLC	424,046	-	7,625	431,671
Linda Czajka, President and Chief Executive Officer, XMCO, Inc. and Digitized Schematics Solutions, LLC	486,332	-	(99,333)	386,999
	\$ 3,052,231	11,726	(61,842)	3,002,115

- (a) Gross wages include regular, bonus, holiday, vacation, bereavement and commission earnings. Included in Gross Wage for Andy Van Solkema is \$848,747 which is bonus compensation related to the acquisition of his company by Open Systems Technologies DE, LLC in fiscal year 2016. This represents a calculated earn-out for a portion of the acquisition purchase price under a three-year earn-out agreement.
- (b) Personal benefits include life insurance, disability insurance, the value of car leases, gas reimbursements, club dues, relocation costs, tuition assistance, and company paid taxes as determined by IRS regulations.
- (c) Retirement plan benefits include the employer portion of the company 401(k) or Profit Sharing plans, deferred compensation and other retirement obligations (including accruals). Linda Czajka's retirement plan reflects an annual adjustment of actual results that differed from original estimates.

Any Koniag employee who serves on a subsidiary board does not receive compensation from the subsidiary or any additional compensation from Koniag. Any Director of Koniag who is also serving on a board or committee of a subsidiary does not receive any compensation from the subsidiary but is compensated by Koniag as though the meeting were a Koniag Board meeting.

During the fiscal year that ended on March 31, 2019, Koniag Directors were paid at the rate of \$500 per day for attending meetings approved by the Board, or \$250 per day if the total time involved during any day was less than 4 hours, and up to \$500 per day for travel time. To compensate Directors for the time spent on Koniag-related business when they are not in meetings, each Director was paid a stipend of \$25,000. To provide for individual director training and continuing education relevant to the Director's service during the Director's three-year term, a Director may expend up to \$15,000 per term on training and training related expenses such as travel. The total amount paid for director training for the past fiscal year was \$25,239.

# **Board Leadership Structure**

## Chair

The Chair of the Board presides over all meetings of the Board and the Shareholders, and is the Chair of the Executive Committee. The Chair performs all duties incident to the office of the Chair, and other duties as prescribed by the Board. Currently, the Chair of the Board is not a Director, and therefore does not vote on Koniag Board or Committee matters.

## Vice Chair

In the absence of the Chair, the Vice Chair performs the duties of the Chair. The Vice Chair is the Chair of the Governance and Compensation Committee.

## Secretary

The principal duty of the Secretary is to keep a record of the proceedings of the Board and be the custodian of all records of the Corporation.

## **Treasurer**

The principal duty of the Treasurer is to ensure that account books and records of the financial condition and business transactions of the Corporation are kept current.

# **Meetings & Committees of the Board**

The Board held nine (9) meetings during the 12 months between April 1, 2018 and March 31, 2019. Collectively, the Koniag Directors attended 99% of their respective Board and Committee meetings. Directors have a duty to attend Board and Committee meetings unless unforeseen circumstances mandate otherwise. All Koniag Directors serve as Trustees for the Koniag Shareholder Settlement Trust.

The Board of Directors designated the following committees during the fiscal year 2019 from April 1, 2018, to March 31, 2019. While membership on Board committees may change after board elections in October of each year, the membership of the committees as of March 31, 2019, is reflected below:

## **Audit Committee**

This Committee makes recommendations regarding auditors, monitors annual audits and reviews of internal operations and finances. The members were M. Brent Parsons (Chair), Sven Haakanson, Jr. (Chair), Alex Cleghorn and Rita Stevens. This Committee met two (2) times during fiscal year 2019.

## **Elections and Rules Committee**

This Committee assists with Shareholder registration at the Annual Meeting of Shareholders and supports the election inspector in reviewing questionable proxies or ballots in accordance with the Election Rules. The members were Tyan Hayes, Director (Chair) and Shareholders LaToya Hartley, Joanne Shaker and Jill Skaw. This Committee met one (1) time during fiscal year 2019.

## **Executive Committee**

To the extent authorized by the Board of Directors, the Executive Committee acts on behalf of the Board of Directors between regular meetings of the Board. The members were Ronald Unger (Chair), G. Matthew Olsen, Tyan Hayes and M. Brent Parsons. This Committee met three (3) times during fiscal year 2019.

# Finance and Investment Committee

This Committee considers and makes recommendations regarding budgets, financial advisors and financial matters. The members were G. Matthew Olsen, (Chair), Tyan Hayes, Conrad Peterson, Anthony Drabek and M. Brent Parsons. This Committee met six (6) times during fiscal year 2019.

# **Governance and Compensation Committee**

This Committee recommends changes to the Bylaws and reviews management actions for adherence to the Bylaws. The Committee oversees the Corporation's Corporate Governance and Compliance Programs, reviews Board and management action for consistency with the Bylaws and other governing documents and monitors the Corporation's Total Compensation Program. The members were M. Brent Parsons (Chair), Tyan Hayes (Chair), Sven Haakanson, Jr., G. Matthew Olsen and Alex Cleghorn. This Committee met seven (7) times during fiscal year 2019.

# **Lands and Natural Resources Committee**

This Committee considers and makes recommendations regarding the lands and interests in lands conveyed to the Corporation pursuant to the Alaska Native Claims Settlement Act. The members were Conrad Peterson (Chair), Janissa Johnson, G. Matthew Olsen, and Rita Stevens. This Committee met one (1) time during fiscal year 2019.

## **Nomination Committee**

This Committee reviews applications of Board candidates and makes recommendations to the Board. For the 2019 calendar year election, the members of the Committee were Directors M. Brent Parsons, (Chair), Conrad Peterson and alternate Tyan Hayes and Shareholder members Dana Kewan, Marya Halvorsen and Brandee Era-Miller with alternates Germaine Salmine, Cheryl Christofferson and Marsha Madriaga. This Committee met two (2) times during fiscal year 2019.

For the 2020 calendar year election, the members of the Committee were Directors Tyan Hayes (Chair), Rita Stevens and alternate G. Matthew Olsen and Shareholder members Germaine Salmine, Natasha Hayden and Marsha Madriaga with alternates Desiree Cronin, David Tucker and Carl Christiansen. This Committee met two (2) times during fiscal year 2019.

A description of the Nomination Committee is also provided on page 12.

## Shareholder Benefits and Relations Committee

This Committee helps to define the Shareholder benefits and relations strategy for the future. The members of the Committee were Tyan Hayes, (Chair) Janissa Johnson, Conrad Peterson and Rita Stevens. This Committee met two (2) times during fiscal year 2019.

## Ad-Hoc CEO Search

This Committee was formed to identify candidates to serve as the Corporation's CEO and report back to the Board as to its recommendations for leadership. The members of the Committee were M. Brent Parsons (Chair), G. Matthew Olsen (Chair), Alex Cleghorn, Conrad Peterson and Tyan Hayes. This Committee met five (5) times during fiscal year 2019.

# **Ad-Hoc Board Vacancy**

This Committee was formed to identify candidates to fill vacancies on the Board and report back to the Board as to its recommendations. The members of the Committee were G. Matthew Olsen (Chair), Alex Cleghorn, Tyan Hayes and Conrad Peterson. This committee met two (2) times during fiscal year 2019. This Committee was was dissolved on February 8, 2019.

# **Ad-Hoc Board Recruitment**

This Committee was formed to identify the needs of the Board and strategize ways to find potential future candidates. The members of the Committee were Tyan Hayes (Chair), Alex Cleghorn, and Janissa Johnson. This Committee met (1) one time during fiscal year 2019. This Committee was was dissolved on February 8, 2019.

# Information Concerning Koniag's Accountants

Koniag's principal accountant for the fiscal year ended March 31, 2019 was KPMG LLP (KPMG). KPMG audited the consolidated balance sheets of Koniag, Inc. and subsidiaries as of March 31, 2019 and 2018, and the related consolidated statements of earnings, changes in Shareholders' equity, and cash flows for each of the years in the three-year period ended March 31, 2019.

Koniag paid KPMG the following amounts for fiscal years ended March 31:

	2019	2018
Audit fees	\$ 301,050	330,053
Audit related fees	29,303	55,000
Tax fees	169,217	139,748
All other fees	5,042	4,760
Total	\$ 504,612	529,561

In the above table, in accordance with the SEC's definitions and rules, "audit fees" are fees for professional services for the audit of our annual financial statements; "audit-related fees" are fees for assurance and related services that were reasonably related to the performance of the audit or review of our financial statements, including attestation services that are not required by statute or regulation, due diligence or acquisition-related services, and services related to new accounting pronouncement readiness; "tax fees" are fees for tax preparation and compliance, tax advice and tax planning; and "all other fees" are fees for any services not included in the first three categories.

Fees paid to KPMG for non-audit services during fiscal year 2018 were 35% of the total fees paid for all audit and non-audit services.

It is not expected that a representative from KPMG will be in attendance at the 2019 Annual Meeting with responsibility and authority to answer questions concerning Koniag's financial statements or other financial matters.

August 16, 2019

Conrad A. Peterson

Secretary Koniag, Inc.

Notice of Annual Meeting & Proxy Statement 2019 194 Alimaq Drive, Kodiak, Alaska 99615 **p** 907-486-2530 | 1-800-658-3818 | **F** 907-486-3325 www.koniag.com

# **Notice of Annual Meeting & Proxy Statement**



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