



TODAY. TOMORROW. TOGETHER.
ONE TEAM. ONE AHTNA.

Ahtna

NOTICE OF 46TH ANNUAL MEETING &
PROXY STATEMENT

APRIL 19, 2019

IMPORTANT DATES

*All deadlines in Alaska time.

Special Proxy Prize Deadlines

Friday, May 3, 5 P.M.

Friday, May 10, 5 P.M.

Friday, May 17, 5 P.M.

Friday, May 24, 5 P.M.

Early Bird Proxy Prize Deadline

Friday, May 10, 5 P.M.

Proxy Deadline

Wednesday, May 29, 5 P.M.

If sent by mail or fax or completed online

Annual Meeting

Saturday, June 1, 9 A.M.

Glennallen High School
1976 Aurora Drive
Glennallen, AK 99588

8 A.M.: Registration begins
NOON: Registration closes

TABLE OF CONTENTS

Important Dates & Acronym List	1
Notice of Annual Meeting	2
Auditors & Associated Costs	2
Proxy Information & Voting	3
Resolutions	4
Election of Directors	4
Candidates	5
Directors with Terms Ending in 2020 & 2021	8
Board Committees	9
2018 Meeting Attendance	10
Compensation	11
Relationship & Financial Transaction Disclosures	11
Guide to Completing Paper Proxy (At-Large Sample)	12
Guide to Completing Online Proxy	13
Frequently Asked Questions	17

- You will be eligible for the Early Bird Proxy Prizes if your proxy is properly completed and received by Friday, May 10, 2019, 5:00 p.m. Alaska time, at Inspector of Elections, c/o Altman, Rogers & Co., 3000 C Street, Suite 201, Anchorage, AK 99503 by mail or personal delivery; by fax at (907) 274-2993; or through the online voting system at www.ahtnavote.com.
- Your proxy must be received by fax, mail, or personal delivery at Altman, Rogers & Co., or completed through the online voting system by Wednesday, May 29, 2019, 5:00 p.m. Alaska time. If you choose not to submit your proxy by May 29, your proxy may be delivered prior to closing of registration at 12:00 p.m. (noon) on June 1, 2019, at the Annual Meeting.
- 8:00 a.m.: Registration begins
9:00 a.m.: Annual Meeting begins
Noon: Registration closes (Proxies may be delivered in person prior to closing of registration.)

■ LIVE STREAMING OF ANNUAL MEETING

The Annual Meeting will be streamed live online again this year. The day of the meeting, shareholders can log in at ahtnavote.com using the shareholder ID and PIN mailed separately. Once successfully logged in, you'll see a message at the top of the page that reads, "Click here to access the live stream."

■ ONLINE CANDIDATE PROFILE VIDEOS

Candidate profile videos are available on the voting system at www.ahtnavote.com using the shareholder ID and PIN mailed separately. The videos provide a chance to learn more about the candidates that are running this year. Videotaping was made available to all candidates, but participation was not mandatory.

PLEASE RETURN YOUR PROXIES IMMEDIATELY

To properly complete a paper proxy for the election of directors for 2019, please see our guide beginning on page 12. For instructions on how to complete your online proxy (using our online voting system at www.ahtnavote.com), please see our guide beginning on page 13.

ACRONYM LIST

AI - Ahtna, Incorporated	C&T - Customary and Traditional
ACL - Ahtna Contractors, LLC	CEO - Chief Executive Officer
AC&PPC - Ahtna Construction & Primary Products Company	CFO - Chief Financial Officer
ADF&G - Alaska Department of Fish & Game	CNC - Chitina Native Corporation
ADC - Ahtna Development Corporation	CRBRHA - Copper River Basin Regional Housing Authority
ADB - Ahtna Design-Build, Inc.	CRNA - Copper River Native Association
AEC - Ahtna Enterprises Corporation	CRSD - Copper River School District
AEI - Ahtna Environmental, Inc.	C&T - Customary & Traditional
AES - Ahtna Engineering Services, LLC	DSB - Denali School Borough
AFSI - Ahtna Facility Services, Inc.	EVP - Executive Vice President
AG - Ahtna Global, LLC	FSO - Facility Security Officer
AGSC - Ahtna Government Services Corporation	GED - General Educational Development
AHF - Ahtna Heritage Foundation	GVC - Gulkana Village Council
AhtnaSTS/ASTS - Ahtna Support & Training Services, LLC	HR - Human Resources
AKHI, LLC - Alaska and Hawaii (i.e. AK-HI) formerly known as Ahtna Contractors	HS - High School
ALL - Ahtna Logistics, LLC	IHS - Indian Health Services
AN - Ahtna Netiyé, LLC	KEC - Koht'aene Enterprises Company, LLC
ANTHC - Alaska Native Tribal Health Consortium	LLC - Limited Liability Company
APSI - Ahtna Professional Services, Inc.	LLP - Limited Liability Partnership
ATI - Ahtna Technologies, Inc.	MBA - Master of Business Administration
ATSI - Ahtna Technical Services, Inc.	MHA - Master of Healthcare Administration
BDO - Ahtna, Inc.'s external financial auditor	MS - Master of Science
BIA - Bureau of Indian Affairs	MSTC - Mount Sanford Tribal Consortium
BLM - Bureau of Land Management	O&I - Oversight and Improvement
BOD - Board of Directors	SVO - Successor Village Organization
BA - Bachelor of Arts	SVP - Senior Vice President
BS - Bachelor of Science	TAHF/AHF - The Ahtna Heritage Foundation
	UAA - University of Alaska Anchorage
	UAF - University of Alaska Fairbanks

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that the Forty-sixth Annual Meeting of Shareholders of Ahtna, Incorporated, is scheduled for Saturday, June 1, 2019, at Glennallen High School, 1976 Aurora Drive, Glennallen, Alaska 99588. Registration and voting open at 8:00 a.m. and the meeting starts at 9:00 a.m. Registration closes at 12:00 p.m. (noon) and voting at 1:45 p.m.

The meeting is held for the following purposes:

- The presentation of a report on operations of Ahtna, Incorporated.
- The election of four (4) directors: two (2) for Seat A (At-Large); one (1) for Seat D (Cheesh'na; and one (1) for Seat F (Gakona).
- The vote on Resolution 19-01: Reduce the Quorum Requirement for Shareholder Meetings
- Transaction of such other business as may properly come before the meeting or any adjournment thereof.

It is important that your shares be represented at the meeting. Please complete your proxy and return it by one of the methods described below to make certain your shares are counted. If you decide to attend the meeting and vote in person, you may do so - even though you have previously returned your proxy.

You may have noticed that no proxy form is included with your Proxy Statement and Annual Report. There are two reasons for this. First, in order to give you the opportunity to receive as much information as possible before marking your vote, the Board has decided to hold proxies until April 26. Second, because we are now distributing Proxy Statements and Annual Reports to households instead of individuals, the proxy form has to be sent separately. We will mail out the proxy forms on April 26 - you should expect to get yours a few days later. We will mail one proxy form per authorized voter or custodian. We will also send separately your personalized e-proxy PIN to use the www.ahtnavote.com online proxy system. Whether you choose to submit your proxy on paper or electronically, we look forward to hearing your voice in this election.

In order for your proxy to be voted at the Annual Meeting of Shareholders, your proxy must be properly completed and:

- Physically received by the Inspector of Elections, c/o Altman, Rogers & Co., by mail or physical delivery to 3000 C Street, Suite 201 Anchorage, AK 99503; by fax at (907) 274-2993; or through the online voting system at www.ahtnavote.com, by Wednesday, May 29, 2019, by 5:00 p.m. Alaska time.

OR

- Physically delivered to the Inspector of Elections at the Annual Meeting before the close of registration.

Please complete your proxy and return it promptly!

By order of the Board of Directors:



Linda Pete,
Board Secretary

Dated: April 19, 2019

Independent Auditors

The Board of Directors has retained BDO, based in Anchorage, Alaska, as Ahtna's independent public accountants. BDO conducted its financial audit of Ahtna and its subsidiaries relative to the 2018 calendar year under BDO Assurance Office Managing Partner and CPA Jim Hasle. BDO will not be present at the Annual Meeting to answer questions. Ahtna had no disagreements with the principal accountant.

Here's a breakdown of total fees paid to BDO for services rendered in 2018: 100% were for audit services, 0% for tax services, and 0% for other services.

Solicitation Expenses

The expense of this solicitation of proxies, including the cost of preparing, printing, and mailing the "Notice of the Meeting" and proxy materials and the cost of any supplemental mailing(s), will be borne by AI. Solicitations will be made by use of the U.S. Postal Service or other courier service and online postings via the Ahtna, Inc. website and social media pages (Facebook, Twitter, LinkedIn). This amount does not include salaries and wages of regular employees and officers. Ahtna does not anticipate spending more than \$35,000 for the preparation and solicitation of proxies.

PROXY INFORMATION & VOTING

PROXY STATEMENT

The date of the Proxy Statement is Friday, April 19, 2019. The Proxy Statement is furnished to explain and help you vote the enclosed proxy, which has been sent to you by Ahtna, Incorporated. The proxy will allow your shares to be counted even though you do not attend the meeting. Please read these instructions carefully before signing your proxy.

As has always been the case, Ahtna, Incorporated makes no recommendation as to candidates, nor does it present a board slate. Names are rotated on the proxy so that no candidate has an advantage by virtue of where one's name is placed.

ANNUAL MEETING OF SHAREHOLDERS

The enclosed proxy is issued by the Board of Directors of Ahtna, Incorporated for use at the Annual Meeting of Shareholders to be held on Saturday, June 1, 2019, at Glennallen High School, 1976 Aurora Drive, Glennallen, Alaska, and any adjournment thereof.

Registration will begin at 8:00 a.m. and will officially close at 12:00 p.m. The meeting is scheduled to begin at 9:00 a.m.

PROXY HOLDER

If you are not planning to attend the Annual Meeting, you may appoint another voting Ahtna shareholder of your choice as your named proxy holder. The named proxy holder will be responsible for voting your shares according to your designations on the proxy. If no designations are given, then the named proxy holder will vote in accordance with his/her best judgment.

Remember: If you are not present at the meeting and your appointed proxy holder does not attend, the Election Committee of the Ahtna, Inc. Board of Directors will vote your proxy according to your designation(s). If you have no designation(s), the Election Committee will vote your shares for Resolution 19-01 and on other corporate business. However, in the case of candidate seats, your shares will be counted for quorum purposes only.

REVOCAION OF PROXY

Any proxies given by a shareholder can be revoked or canceled at any time before the close of registration at the Annual Meeting, if the shareholder so directs. Sending the proxy does not affect your right to vote in person at the meeting, and thus, if you return the proxy and then go to the meeting and register to vote, the proxy may be canceled by your registration at the meeting, and you can vote your shares in person at that time.

VOTING SHARES

Eligible holders of the voting stock of record at 5:00 p.m. on Wednesday, April 3, 2019 (Record Closing Date) are entitled to vote at the meeting. On that date, there were 250,730 outstanding shares of regular stock, which includes 107,400 Class A; 7,300 Class C; 3,200 Class D; 3,500 Class F; 25,700 Class G; 9,700 Class H; 10,600 Class I; 11,600 Class J; and 71,730 Class L stock shares. Of those, 240,942.609 were voting shares, which includes 101,357.846 Class A; 7,236.430 Class C; 2,826.000 Class D; 3,355.000 Class F; 24,329.500 Class G; 9,350.000 Class H; 9,667.500 Class I; 11,210.333 Class J; and 71,610.000 Class L stock voting shares.

The shares of a person who died and whose shares were not transferred by the record date will not be voted at the meeting. If a shareholder dies after submitting a proxy, the shares will be voted by the proxy holder unless written notice of the person's death is received by Ahtna prior to the time the votes are counted. Voting stock held by qualified minor shareholders will be voted by their custodian.

VOTING

Election of a designated village director is voted on only by the owners of the class of stock issued for that merged village. Only one (1) village director is elected in a given year for the designated class of stock. As an example, if you own 100 shares of village stock, you will have 100 votes to cast for that seat. You may vote all 100 shares for one candidate, or divide them between any of the candidates you choose. Each share of voting stock is entitled to only one vote on any other issues that come before the meeting.

As there are two (2) At-Large seats up for election this year, cumulative voting is needed for this year's election. Cumulative voting is done only when more than one At-Large seat is to be filled. All Ahtna voting common stock (Classes A, C, D, F, G, H, I, J, and L) vote when electing an At-Large director.

EARLY BIRD PROXIES

Proxies to be considered for the early bird proxy prizes (listed in enclosed flyer) must be properly completed and received by 5:00 p.m. (Alaska time) on Friday, May 10, 2019, via mail or personal delivery by the Inspector of Elections, c/o Altman, Rogers & Co., 3000 C Street, Suite 201, Anchorage, AK 99503; by fax at (907) 274-2993; or through the online voting system at www.ahtnavote.com.

FILING PROXIES

In order for your proxy to be voted at the Forty-sixth Annual Meeting of Shareholders, it must be properly completed and be: (1) physically received by the Inspector of Elections by 5:00 p.m. (Alaska time) on Wednesday, May 29, 2019, by mail or personal delivery at: c/o Altman, Rogers & Co., 3000 C Street, Suite 201, Anchorage, AK 99503; by fax at (907) 274-2993; or through the online voting system at www.ahtnavote.com, or (2) physically delivered to the Inspector of Elections at the Forty-sixth Annual Meeting of Shareholders on Saturday, June 1, 2019, before the close of registration. Proxies will not be accepted at the corporate offices in Anchorage or Glennallen.

SHAREHOLDER RESOLUTION 19-01: REDUCE THE QUORUM REQUIREMENT FOR SHAREHOLDER MEETINGS

Alaska law requires that a minimum number of shareholders must be present in person or by proxy during shareholder meetings to elect board members and conduct other important business. This minimum participation requirement is known as a “quorum”.

The Board of Directors of Ahtna, Incorporated proposes the following shareholder resolution to reduce the quorum requirement for shareholder meetings:

The Ahtna, Incorporated Articles of Incorporation shall be amended to add a new article as follows:

One-third (1/3) of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. This quorum requirement does not apply to votes to adopt other amendments of these Articles or to adopt resolutions to which 43 U.S.C. § 1629b applies.

WHY IS THE BOARD PROPOSING THIS RESOLUTION?

Ahtna, Incorporated’s current quorum requirement is a majority of the voting shares (more than fifty percent of the shares entitled to vote). Unfortunately, for the last three annual meetings of the shareholders, Ahtna, Incorporated has not met this quorum requirement.

This issue is not unique to Ahtna, Incorporated; it is an issue that other regional and village corporations are struggling with as well. As shareholder numbers continue to increase through the issuance of Class L shares, gifting and inheritance, it is increasingly difficult to achieve a quorum. To fix this issue, several Alaska Native corporations have reduced their quorum requirements.

In 2015, Alaska law was changed to make it easier for Native corporations to reduce their quorum requirements to one-third of the shares entitled to vote. To do this, an amendment to the Articles of Incorporation must be approved by two-thirds of the voting shares present at the Annual Meeting.

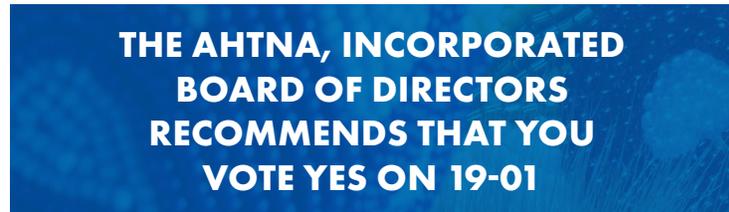
If Resolution 19-01 is approved by two-thirds of the voting shares present at the 2019 Annual Meeting of Shareholders, Ahtna, Incorporated’s quorum requirement will be changed from more than fifty percent to one-third of the voting shares for most purposes. Note: If discretionary proxies are received for Resolution 19-01, those proxies will be voted in favor of the Resolution, in accordance with the Board of Directors’ vote on the matter.

If the shareholders reject this Resolution, Ahtna, Incorporated’s quorum requirement will remain at more than fifty percent. The result is that it will continue to be difficult to achieve a quorum at the Ahtna, Incorporated annual shareholders meetings. If we do not achieve quorum at an annual meeting, the meeting will be postponed – costing Ahtna and its shareholders additional effort and unnecessary expense – and the elections and other business will not be conducted until a quorum can be achieved.

The Resolution does not change the quorum requirement for adopting other amendments to Ahtna’s Articles or voting on certain ANCSA matters. Those votes will still require a quorum of more than fifty percent of all voting shares.

Please help ensure that Ahtna achieves quorum at future shareholder meetings so business can be conducted efficiently and without unnecessary costs.

The Ahtna, Incorporated Board recommends that you VOTE YES to approve Resolution 19-01.



ELECTION OF DIRECTORS

There will be four (4) directors elected at the Forty-sixth Annual Meeting. They will serve three-year terms, ending in 2022. The seats to be filled are:

- Two (2) for Seat A (At-Large)
- One (1) for Seat D (Cheesh’na)
- One (1) for Seat F (Gakona)

It is very important that you vote for directors. Directors are the people who will represent you in deciding how Ahtna, Incorporated, is operated and managed. The directors make all of the important policy decisions about your Corporation. The guidelines below reflect the actual number of directors and the seating classifications for the Forty-sixth Annual Meeting election.

(I) Nominations: Nominations may be made beginning the first day of January and ending the last day of February each year:

- **For the At-Large Seats,** each Successor Village Organization (SVO) may nominate one (1) person for each At-Large seat; ten (10) shareholders may nominate one (1) person for each At-Large seat; the Ahtna, Incorporated, Board of Directors may nominate five (5) persons for each At-Large seat.
- **For the designated village seats** to be elected at this meeting, by the holders of Classes D and F, of Ahtna Common Stock, respectively, any shareholder holding such shares may nominate one (1) person.

(II) Elections: The shareholders shall elect four (4) directors; two (2) At-Large seats elected by the holders of all share classes and two (2) village-designated seats elected by the holders of Classes D and F of Ahtna Common Stock, respectively.

(III) Voting:

- **For the At-Large seats,** the two candidates receiving the most votes will be elected.
- **For the designated village seats** elected by the holders of Class D and F of Ahtna Common Stock, respectively, the candidate receiving the most votes for their respective seat will be elected.

Shares voted either in person or by proxy are counted toward the quorum. Voting shareholders who return a valid proxy that is received by the Inspector of Elections by 5:00 p.m. (Alaska time) on or before Friday, May 10, 2019, will be eligible for the early bird proxy prizes. In addition, for this year only, Ahtna is offering special early bird prize drawings to increase participation. Voting shareholders can cast votes in the Board of Directors elections and on corporate issues. All voting and non-voting shareholders who attend the meeting are eligible for door prizes.

The following pages provide information on each board candidate seeking election, followed by information on the remaining directors of Ahtna, Incorporated, whose terms will expire in 2020 and 2021.

2019 CANDIDATES

SEAT A, AT-LARGE

Jason B. Hart (*Incumbent*)
S. Tikaan Galbreath
John E. Craig (*Incumbent*)

SEAT D, CHEESH’NA

Shawn R. Sanford

SEAT F, GAKONA

Linda M. Pete (*Incumbent*)

**PLEASE REMEMBER TO
VOTE YOUR SHARES!**

CANDIDATE MATRIX

(Responses may have been shortened by Ahtna, Inc.)

QUESTIONS:

- 1 What is your hometown, and where do you currently reside?
**Identify the nature of any family relationship (include only your spouse, parents, children, or siblings by blood or adoption) you have with any director, candidate or executive officer of Ahtna, Inc. or any Ahtna company.*
- 2 Tell us about your education. Include any degrees, certificates, trainings, etc.
- 3 Provide your 10-year work history (please include titles, company names and dates).
- 4 List all positions and offices presently and previously held with the Corporation and its subsidiaries.
- 5 List your employment, business, volunteer and/or community-service experiences that you would like shareholders to know.
- 6 Tell us about your board experience. List any profit, nonprofit, tribal and/or other boards you have served on in the past.
- 7 Tell us about your experience with:
 - A. Government contracting, construction, pipeline support services and/or natural resource development
 - B. Strategic planning
 - C. Budgeting/Accounting
 - D. Investment/Portfolios/Financial Management
 - E. Reading/Analyzing Financial Statements
 - F. Developing Board Policies
 - G. Human Resources (HR)
- 8 Share the goals that you hope to achieve if you are elected to the board.
- 9 Have you had any convictions or no contest pleas in any criminal proceedings (except traffic violations or other minor offenses) in the past 10 years?
- 10 Describe all legal proceedings to which you are or were a party with interests adverse to the Corporation or subsidiaries any time in the last 10 years.



Jason B. Hart, 33
(Incumbent)

Seat A,
At-Large
Nominee

1. Anchorage, AK - Anchorage, AK
3860 Reflection Drive, Anchorage, AK 99504
2. • Master of Healthcare Administration (MHA), Kaplan University (2016)
• Master of Business Administration (MBA), UAA (2010)
• Bachelor of Business Administration, UAA (2007)
• Associate of Applied Science - Electrical & Mechanical Technology, CCAF (2008)
• Green Belt Certification - Lean Six Sigma
3. • VP of Medical and Multi-Specialty Clinics (interim), Alaska Native Tribal Health Consortium (ANTHC) (2018-present)
• Clinical Practice Manager, ANTHC (2015-18)
• Exec. Business Associate, ANTHC (2011-15)
• Supervisor of Benefits, ANTHC (2010-11)
• Benefits Administrator, ANTHC (2008-10)
• Electrical Power Production, US Air Force (2004-11)
4. • Member, AI Board (2013-16 & 2016-present)
• Chair, AEI Board (2013-18)
• ALL, ASTS, AFSI Boards (2013-18)
• Treasurer, AI Board (2015-present)
• Chair, AKHI Board (2014-15)
• AES Board (2014-15)
• Oversight & Improvement Committee, AI (2015-present)
• Chair, Audit & Finance Committee, AI (2015-present)
• Election Committee, AI
5. • State Commission for Human Rights (2012-17)
• Owner, Hart Property Management, LLC
• Director, Food Bank of Alaska
• Municipality of Anchorage Zoning Board of Examiners and Appeals
• Director, Chitina Native Corporation
• UAA Alumni Emerging Leader Award - 2018
6. Chitina Native Corporation (2013-present); Food Bank of Alaska (2012-present); State Commission for Human Rights (2012-17); and Zoning Board of Examiners and Appeals.
7. A. From 2013 to 2018 I served on several subsidiaries specializing in government contracting. Through that service I have gained a better understanding of 8(a) contracting. For several years, I was the only Ahtna Director that held a very valuable special government clearance. During my military service, I worked in a civil engineering squadron so I have first-hand experience in different areas of construction.
B. I have participated in 5 strategic planning sessions with AI and CNC. I have served in planning sessions for other boards and have an in-depth understanding of the process, how it should drive goals for the corporation, how those goals should be connected to compensation and how the outcomes should drive the organization.
C. I currently serve as the Treasurer. I have participated in the budget process annually since 2013. I currently oversee an expense budget of ~\$95 million as the VP of Medical and Multi-Specialty Clinics. As the owner of a business, I must maintain a tight budget to remain profitable. I have also completed numerous accounting/finance courses and previously completed accounting entries for a business I managed.
D. I currently serve as the Chair of the Audit & Finance Committee and help oversee all AI portfolios, totaling millions of dollars. In addition, I manage significant funds in personal retirement accounts invested in the New York Stock Exchange/mutual funds. My prudent investments and financial management have helped me accumulate more than \$1.2 million in real estate.
E. I must routinely read/analyze financial statements in my positions for Ahtna, CNC and FBA. In addition, I have taken several courses during my MHA, MBA, and BBA requiring me to understand financial statements.
F. I must develop/approve policies for each organization I serve on the board for. I have drafted policies for some of the organizations I am involved with and read several books on board best practices, which included the topic of developing board policies.
G. I worked in HR for four years and gained first-hand experience in multiple areas of HR. As the Supervisor of Benefits, I was a leader in the HR department for the 3rd largest non-profit in the State of Alaska. I served on the State Commission for Human Rights and was appointed largely due to my HR experience.
8. Profits. Education. Employment. I would like to continue seeing increased profits (even though we had our best year ever last year), improved shareholder-hire figures, and more jobs in the region. Through continued profitability, I would like to see Ahtna continue funding post-secondary and cultural education for our people (and hopefully a trust specific for education once our trust is beyond fully-funded and self-sustaining). Eventually, I hope we have Ahtna shareholders running all of our companies and eventually running organizations across the state of Alaska.
9. No
10. None



S. Tikaan Galbreath, 32

Seat A,
At-Large
Nominee



John E. Craig, 73
(Incumbent)

Seat A,
At-Large
Nominee

1. Fairbanks, AK - Anchorage, AK
6002 Buckner Drive, Anchorage, AK 99504

2. Bachelor of Arts in English, Minor of Plant, Soil and Insect Sciences, University of Massachusetts Amherst (2010)

3.
 - Sr. Public Relations Specialist, Southcentral Foundation (2018-current)
 - Technical Writer, Southcentral Foundation (2015-18)
 - Improvement Specialist, Southcentral Foundation (2012-15)
 - Program Coordinator, Southcentral Foundation (2011-12)
 - AmeriCorps Volunteer, Corporation for National and Community Service (2011)
 - Laborer, Green Earth Landscaping (2011)
 - Laborer, Mile 5.2 Greenhouse (2011)
 - Dog Mushing Tour Guide, Oregon Trail of Dreams (2010-11)
 - Farmer, Red Fire Farm (2010)
 - Event Consultant, University of Massachusetts Amherst (2009-10)

4. None

5. Co-founder of the Anchorage Food Mosaic, working toward the vision of a healthy food system for all of Alaska. We partnered with multiple non-profit organizations to host community potlucks and create healthy, safe places to gather and share stories. Provided education in the form of articles, plant identification walks, hosting community events, and presentations to multiple conferences and private/community events.

6. Served on the Alaska Botanical Garden's Board of Directors (2013-16) and the steering committee of Alaska Native Tribal Health Consortium Alaska Plants as Food and Medicine Symposium (2013-16).

7. A. N/A
 - B. I contribute to strategic planning within my role at Southcentral Foundation, contributing quarterly and annual reporting for multiple committees and work groups within the organization. As a Director for the Alaska Botanical Garden I helped to set the direction of the organization and develop a 5-year strategic plan.
 - C. I manage a small budget that supports the Sustainability Committee at Southcentral Foundation. As a Director of Alaska Botanical Garden I reviewed monthly statements and provided input on all major financial decisions for the organization.
 - D. N/A
 - E. During the 3.5 years as a Director for the Alaska Botanical Garden I reviewed and approved the annual budget for the organization, determined feasible financial goals, reviewed monthly, quarterly, and yearly financial statements, approved wage increases, and evaluated fundraising event financials.
 - F. In college I helped to create and structure a student organization which included the creation of all bylaws and policies. As a Director for the Alaska Botanical Garden I reviewed multiple bylaws and policies, and helped to update and maintain policies and procedures to remain compliant with tri-annual review requirements.
 - G. In college I participated on a human resources committee for a collectively owned and managed restaurant; I participated in all hiring, termination, and personnel issues for the business.

8. I hope to contribute to sustainable economic development for the Ahtna Region; to support continued partnerships between Ahtna and the State of Alaska, the federal government, private organizations, and non-profit organizations; to continue the preservation and celebration of culture, traditions, and identity unique to our region and people; to work with existing leadership and fellow board members in a meaningful way that encourages a sustainable and adaptable organization; to explore new opportunities that contribute to the achievement of our shared vision; to continue to honor the wisdom of my parents, grandparents, and community in my actions and words by acting in alignment with the values that have been gifted to me and helping to support and create a world that I am proud to pass on to the next generations; to remember the stories that have led our people to success and continue to tell stories and allow them to guide me and our organization to continue to be a dynamic and adaptable organization.

9. No

10. None

1. Copperville, AK - Tazlina, AK
PO Box 254 Copper Center, AK 99573
* Lucille Lincoln, current AI board member (sister)

2.
 - High school diploma, Glennallen, AK
 - Trade school, Lawrence Kansas Haskell

3. Retired

4.
 - Served on all the committees through the years of 2002-18 at one time or another.
 - Chairman and Vice Chair, AI Board
 - Chair, AN Board
 - Audit & Finance Committee, AI
 - Investment Committee, AI
 - C&T Committee, AI
 - Land Committee, AI
 - Omnibus Committee, AI
 - O&I Committee, AI
 - Policy Committee, AI
 - Shareholder Committee, AI
 - Member, AC&PPC
 - Member, ACL
 - Member, AEC
 - Member, AGSC
 - Member, KEC

5. Served in the U.S. Navy Seabees — Vietnam veteran. Lifetime member of the Veterans of Foreign Wars

6. Kluti-Kaah Board (2011-present)

7.
 - A. Retired Operating Engineer Foreman in Construction and Ahtna Construction General Foreman for Alyeska Pipeline
 - B. Worked on them every year on the Board
 - C. Worked on budgets for Ahtna Board
 - D. For Ahtna Board
 - E. For Ahtna Board
 - F. For Ahtna Board
 - G. No answer provided

8. My goal of shareholder dividends and employment has always been the same. Fought for and got a permanent fund started and plan to keep fighting to grow it. Our shareholders mean more to me than anything else.

9. No

10. None

CANDIDATE MATRIX

(Responses may have been shortened by Ahtna, Inc.)

QUESTIONS:

- 1 What is your hometown, and where do you currently reside?

**Identify the nature of any family relationship (include only your spouse, parents, children, or siblings by blood or adoption) you have with any director, candidate or executive officer of Ahtna, Inc. or any Ahtna company.*
- 2 Tell us about your education. Include any degrees, certificates, trainings, etc.
- 3 Provide your 10-year work history (please include titles, company names and dates).
- 4 List all positions and offices presently and previously held with the Corporation and its subsidiaries.
- 5 List your employment, business, volunteer and/or community-service experiences that you would like shareholders to know.
- 6 Tell us about your board experience. List any profit, nonprofit, tribal and/or other boards you have served on in the past.
- 7 Tell us about your experience with:
 - A. Government contracting, construction, pipeline support services and/or natural resource development
 - B. Strategic planning
 - C. Budgeting/Accounting
 - D. Investment/Portfolios/Financial Management
 - E. Reading/Analyzing Financial Statements
 - F. Developing Board Policies
 - G. Human Resources (HR)
- 8 Share the goals that you hope to achieve if you are elected to the board.
- 9 Have you had any convictions or no contest pleas in any criminal proceedings (except traffic violations or other minor offenses) in the past 10 years?
- 10 Describe all legal proceedings to which you are or were a party with interests adverse to the Corporation or subsidiaries any time in the last 10 years.



Shawn R. Sanford, 40

Seat D,
Cheesh'na
Nominee

Shawn R. Sanford is the sole candidate for Seat D, Cheesh'na for 2019.

1. Chistochina, AK - Anchorage, AK
570 Ridgeway Avenue, Anchorage, AK 99504
2. High school diploma, Glennallen (1996)
3.
 - Unemployed (current)
 - Director of Business, ATSI (2009-18)
 - Bookkeeper & Tribal Administrator, Mentasta Traditional Council (1999-09)
 - Bookkeeper, MSTC (1996-99)
4. Director of Business, ATSI (2009-18)
5. No answer provided
6. Cheesh'na Tribal Council
7.
 - A. Have experience from working with Ahtna. We mostly did government contracting. Also helped out Ahtna Construction with their Alyeska work.
 - B. Been involved in a lot of strategic planning.
 - C. Did the budgets for several Ahtna subsidiaries.
 - D. Been involved in meetings and helped analyze requisitions.
 - E. This was one of my responsibilities while working for Ahtna.
 - F. No answer provided
 - G. No answer provided
8. Would like to increase shareholder benefits through more profit and higher dividends. Would also like to work on increasing shareholder development and employment.
9. DUI - 2010 & 2017
10. None



**Linda M. Pete, 50
(Incumbent)**

Seat F,
Gakona
Nominee

Linda M. Pete is the sole candidate for Seat F, Gakona for 2019.

1. Gakona, AK - Copper Center, AK
Box 303 Copper Center, AK 99573
2. Some college classes
3.
 - Board Liaison, AI (2013)
 - VP Corporate Affairs, AI (2009-2012)
4.
 - Board Liaison, AI
 - VP Corporate Affairs, AI
 - Secretary, AI Board of Directors
 - Audit Committee, AI
 - Election Committee, AI
 - Investment Committee, AI
 - Chair, C&T Committee, AI
 - Chair, Land Committee, AI
 - O&I Committee, AI
 - Chair, Policy Committee, AI
 - Shareholder Committee, AI
 - Member, ACL
 - Member, AC&PPC
 - Chair, ADB
 - Member, AEC
 - Member, AES
 - Chair, APSI
 - Chair, ATI
 - Member, KEC
 - Member, AN
5.
 - Susan Knowles Volunteer of the Year Award (2000)
 - Community activities: volunteer, softball game tournaments
6. Vice President, CRNA; Chair, CRBRHA; Council Member, Native Village of Gakona; AFN Board of Directors; and AHF Board of Directors
7.
 - A. Very knowledgeable about all
 - B. 25 years' experience
 - C. 25 years' experience
 - D. 25 years' experience
 - E. 25 years' experience
 - F. 25 years' experience
 - G. 25 years' experience
8. Be a dedicated leader and advocate for the shareholders. Ahtna's profits used to give out quarterly dividends. Jobs and training for our shareholders.
9. No
10. None

DIRECTORS WHOSE TERMS END IN 2020

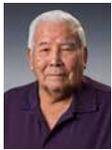


Ken Johns, 66, 7729 Candywine Circle, Anchorage, AK 99573, is married to Leona Johns and has four children: Jerry, Caleb Andrew and Amber. He is an advisor to Cully Corporation and the former CEO. He was the former President and CEO of AI from 2000 to 2011 and has served on the AI Board of Directors for a total of 30 years. He previously worked at the Alaska Dept. of Fish & Game (ADFG) and CRNA, is a Copper Center Church Elder and has served on numerous boards and committees, including the Copper River School District (CRSD), Indian Education Board, NARF, AVI, Alaska Commercial Company, State Board of Game and AFN. Mr. Johns currently holds a Class G1 Kluti-Kaah seat and serves as the Chair of the Board. He has also served on the following AI Committees and Subsidiary Boards/Executive Committees: Audit and Finance, C&T, Investment, O&I, Shareholder, Policy, AC&PPC, ADC, AEC, AES, and AGS.



Eleanor Dementi, 75, PO Box 14 Cantwell, AK 99729, is a widow with three children and eight grandchildren. Two of Mrs. Dementi's children, Tammany Straughn and Darrel Dementi, work for Ahtna. She currently holds the Class C Seat for Cantwell on the Ahtna Board of Directors and serves as the Vice Chair of the Board. Her sister, Margie Ewan, also serves on the Ahtna Board.

In the past, Mrs. Dementi has served as the Commissioner on Aging for the State of Alaska, Chair of AHF, Director of Ahtna, Inc. from 1973 to 1981, President and VP of CRNA, President of Native Village of Cantwell, Ahtna Village Representative to AFN and Inter-Tribal, Secretary of the Haskell Indian Nations University Board of Regents and President of the Denali Borough School District. She has also served on the following AI Committees and Subsidiary Boards/Executive Committees: Shareholder, Land, Policy, O&I, C&T and ADC.



Nicholas Jackson, 82, PO Box 123 Gakona, AK 99586, is married to Lorraine Jackson and has four children: Harvey, Angela Vermillion, Frances and Elton. Mr. Jackson has over 40 years of experience in construction and business management; of those, 15 were with Ahtna, Inc. He is highly experienced in all facets of business management and administration. His 10

years with the State Department of Fish & Game serve as a reflection of his sensitivity to environmental issues. In the past, he has also served on the Ahtna, Inc. Board of Directors as President, Vice President, Vice Chair, Treasurer and Secretary. In addition, he has served on the Gulkana Village Council, CRNA Board of Directors, the State of Alaska Board of Game for two terms, and was the Regional President for RurAL CAP. He currently holds an At-Large seat on the Ahtna Board. He has also served on the following AI Committees and Subsidiary Boards/Executive Committees: Oversight and Improvement, C&T, AC&PPC, ADB, AEI, AES, AN, APSI and ATI.



Albert Fleury, 75, 17046 Meadow Creek Dr. Eagle River, AK 99577, is married to Linda Fleury and has four children: Dominic, Donna, Melissa and Jerry. He has served on numerous committees and subsidiary boards/executive committees. He also serves on the Tazlina Successor Village Organization. Mr. Fleury worked around the nation as a mechanic and machinist from 1967 until

returning to Alaska in 1971. As a member of the Operating Engineers Local 302 Union, he worked for Wilder Construction, Alaska General and AC&PPC, holding positions as Master Mechanic, Shop Foreman, and Equipment Superintendent. He was involved in the early days of the trans-Alaska pipeline and haul-road construction in the 70s and a member of the Union for 42 years before retiring in 1998. He currently holds the Class J seat for Tazlina on the Ahtna Board. He has also served on the following AI Committees and Subsidiary Boards/Executive Committees: AN, Audit, Investment, Land, Policy, AC&PPC, AFSI, AGSC, ALL and ATI.

DIRECTORS WHOSE TERMS END IN 2021



Lucille Lincoln, 75, PO Box 63 Glennallen, AK 99588, is married to Arnold Bell-Lincoln and has four children: Pamela Finnesand (Vice President ASTS), Audrey Morlock, April Juliussen and Calvin Finnesand. Her brother, John Craig, is a current Ahtna Board candidate. Mrs. Lincoln has been an On-call Jail Guard for the Department of Public Safety since 2004. She is a Tribal Judge and past Kluti-Kaah President and Board Member and sits on the Kluti-Kaah SVO Board. She also owns a fingerprinting business. She currently holds the Class G2 seat for Kluti-Kaah on the Ahtna Board. She has also served on the following AI Committees and subsidiary board/executive committees: Land and Shareholder.



Margie Ewan, 72, 705 Muldoon Road #54, Anchorage, AK 99504, is a widow with six children: Kenneth, Michael, Tyler, John, Rylynn Ewan and the late Kimberly Miller. Her sister, Eleanor Dementi, serves as the Vice-Chair on the Ahtna Board. She earned her Certificate in Computerized Accounting from Alaska Charter Business College and is currently retired. Mrs. Ewan was involved in assisting the Board in Ahtna's early years as Board Secretary. She worked for the Ahtna family of companies in various capacities including: Office Manager for Ahtna Construction, Shareholder Records Manager and Executive Assistant for AI, and Assistant Contract Manager for ADC and ATSI. She also formerly served as CRNA's representative on the Alaska Native Health Board, the Cantwell Yedatene Na Board of Directors and the Cantwell SVO. Mrs. Ewan currently holds an At-Large seat on the Ahtna Board. She has also served on the following AI Committees and Subsidiary Boards/Executive Committees: Audit & Finance, Policy and Shareholder.



Franklin John, 66, PO Box 172 Glennallen, AK 99588, is married to Nona John and has five children: Ramonia, Michael Jordan, Adrian Ewan, Shannon Sanford and Davina Goodlatwa. He has been an Ahtna, Inc. Board member for twelve years. Mr. John retired from CRNA after fifteen years in the maintenance department, most recently as Maintenance Lead. He also worked as a Laborer for the Gulkana Village Council and served as Vice Chair of the Mentasta SVO and was a CRNA Counselor from 2009-11. He currently holds the Class H seat for Mentasta Lake on the Ahtna Board. He has also served on the following AI Committees and Subsidiary Boards/Executive Committees: C&T, Land, Omnibus and Shareholder.



Dr. Genevieve John, 40, 2502 Zion Ct. Anchorage, AK 99507, is married to Haven Harris and has one daughter, Katie Denise John-Harris. Ms. John has worked as a Chiropractor for the Southcentral Foundation since 2011 and from 2007-2011 was self-employed as a Chiropractor. She is a Doctor of Chiropractic and holds a Bachelor of Exercise Science. She currently holds an At-Large seat on the Ahtna Board. She has also served on the following AI Committees and Subsidiary Boards/Executive Committees: Audit and Finance, Election, Policy, AC&PPC, ADB, AEI, AFSI, AGL, AGSC, AKHI, ALL, APSI, AN and ASTS.



John Dye, 26, PO Box 571 Glennallen, AK 99588, has one daughter, Ryah Dye. He has served as the Facilities Manager for CRNA since 2016 and previously as a Laborer for the Gulkana Village Council from 2010-16. He has volunteered as a coach for the Glennallen Jr. High School boys' basketball team. He currently holds the Class I seat for Gulkana on the Ahtna Board. He has also served on the following AI Committees and Subsidiary Boards/Executive Committees: Audit and Finance and C&T.

2018 BOARD COMMITTEES

The Board of Directors has seven (7) standing committees: Audit & Finance, Election, Policy, Shareholder, Land, Customary & Traditional (C&T) and Oversight & Improvement (O&I). Unless specific authority is delegated by the Board, a committee has only the power to make recommendations to the Board for action. The directors identified below were members of their respective committees as of December 31, 2018.

Audit & Finance: The Audit & Finance Committee has the responsibility to vet and recommend investments to the Board, as well to set the policy for risk and diversification for corporate Investments. They monitor the financial strength of the company and will hear, discuss and approve the yearly independent audit. All major Ahtna, Inc. projects requiring capital requests will go through the Committee. *Members: Jason Hart (Chair), Genevieve John (Vice Chair), John Craig, John Dye and Margie Ewan.*

Election: The Election Committee ensures that shareholder questions and concerns regarding the proxy are addressed and works with the Ballot Tabulator to address proxy questions and issues. *Members: Jason Hart (Chair), Karen Linnell and Linda Pete.*

Policy: The Policy Committee ensures that the Articles of Incorporation, Bylaws, Board of Directors Policies and personnel policies reflect sound legal and corporate practice. *Members: Linda Pete (Chair), Genevieve John (Vice Chair), John Craig, Margie Ewan and Albert Fleury.*

Land: The Land Committee oversees land use policies, resource development and land conveyances received under the Alaska Native Claims Settlement Act. *Members: Linda Pete (Chair), Eleanor Dementi (Vice Chair), Albert Fleury, Lucille Lincoln and Franklin John.*

Shareholder: The Shareholder Committee ensures that the stock of the Corporation is legally maintained according to state and federal laws and determines how to distribute shares of stock when a shareholder dies intestate and leaves possible heirs whose relationships need to be determined. The Committee also reviews and approves applications for issuance of Class L shares. *Members: Lucille Lincoln (Chair), Eleanor Dementi (Vice Chair), Franklin John, Margie Ewan and Albert Fleury.*

Customary & Traditional (C&T): The C&T Committee ensures that shareholder and village interests regarding C&T rights and practices are protected by utilizing our Elders' knowledge in regards to the federal and state regulatory process and oversight. *Members: Linda Pete (Chair), Eleanor Dementi (Vice Chair), Franklin John, John Dye and Nicholas Jackson.*

Oversight & Improvement (O&I): The O&I Committee ensures that the officers, executives, management, and Directors of the Corporation are performing at the expected level by identifying and discussing areas in which performance can be improved, and determining appropriate incentives for performance and improvement. *Members: Ken Johns (Chair), Eleanor Dementi (Vice Chair), Linda Pete, Jason Hart and John Craig.*

2018 MEETING ATTENDANCE

AHTNA, INC. FULL BOARD OF DIRECTORS REGULAR, SPECIAL, & TELECONFERENCE MEETINGS HELD: 8

Current Members:

Ken Johns, Chair = 100% (8/8)
Eleanor Dementi, Vice Chair = 100% (8/8)
Linda Pete, Secretary = 100% (8/8)
Jason Hart, Treasurer = 75% (6/8; 1 excused,
1 unexcused)

John Craig = 100% (8/8)
John Dye = 100% (5/5*)
Margie Ewan = 100% (5/5*)
Albert Fleury = 100% (8/8)
Nicholas Jackson = 88% (7/8; 1 excused)
Franklin John = 100% (8/8)
Genevieve John = 75% (6/8; 2 excused)
Lucille Lincoln = 88% (7/8; 1 excused)
Karen Linnell = 88% (7/8; 1 unexcused)

Previous members 2018:

Roy Tansy, Sr. = 100% (3/3)
Angela Vermillion = 100% (3/3)

COMMITTEE MEETINGS HELD: 22

AUDIT & FINANCE (3 MEETINGS):

Current Members:

Jason Hart, Chair = 100% (3/3)
Genevieve John, Vice Chair = 100%
(3/3)
John Craig = 100% (3/3)
John Dye = (1/1*)
Margie Ewan = (1/1*)

Previous members 2018:

Ken John = 100% (2/2)
Roy Tansy, Sr. = 100% (2/2)

CUSTOMARY & TRADITIONAL USE (5 MEETINGS):

Current Members:

Linda Pete, Chair = 80% (4/5; 1
excused)
Eleanor Dementi, Vice Chair = 80% (4/5;
1 excused)
John Dye = 100% (3/3*)
Nicholas Jackson = 100% (3/3*)
Franklin John = 80% (4/5; 1 excused)

Previous members 2018:

Angela Vermillion = 100% (2/2)
Ken Johns = 100% (2/2)

ELECTION (1 MEETING):

Current Members:

Jason Hart, Chair = 100% (1/1)
Karen Linnell = 100% (1/1)
Linda Pete = 100% (1/1)

LAND (4 MEETINGS):

Current Members:

Linda Pete, Chair = 75% (3/4; 1 excused)
Eleanor Dementi, Vice Chair = 50% (2/4;
2 excused)
Albert Fleury = 100% (2/2*)
Franklin John = 75% (3/4; 1 excused)
Lucille Lincoln, Vice Chair = 100% (4/4)

Previous members 2018:

Angela Vermillion = 100% (2/2)
Ken Johns, Ex-Officio = 100% (1/1)

OVERSIGHT & IMPROVEMENT (2 MEETINGS):

Current Members:

Ken Johns, Chair = 100% (1/1*)
Eleanor Dementi, Vice Chair =
100% (2/2)
Linda Pete = 100% (2/2)
Jason Hart = 100% (2/2)
John Craig = 100% (2/2)

Previous members 2018:

Nicholas Jackson = 100% (1/1)

POLICY (2 MEETINGS):

Current Members:

Linda Pete, Chair = 100% (2/2)
Genevieve John, Vice Chair = 100%
(2/2)
John Craig = 50% (1/2; 1 excused)
Margie Ewan = 100% (2/2)
Albert Fleury = 100% (2/2)

SHAREHOLDER (5 MEETINGS):

Current Members:

Lucille Lincoln, Chair = 100% (5/5)
Eleanor Dementi, Vice Chair = 75% (4/5;
1 excused)
Margie Ewan = 100% (3/3*)
Albert Fleury = 100% (3/3*)
Franklin John = 100% (5/5)

Previous members 2018:

Angela Vermillion = 100% (2/2)
Roy Tansy, Sr. = 100% (2/2)

AHTNA NETIYE' BOARD OF DIRECTORS REGULAR, SPECIAL, & TELECONFERENCE MEETINGS HELD: 4

Current Members:

John Craig, Chair = 100% (4/4)
Nicholas Jackson, Vice Chair =
100% (3/3*)
Linda Pete, Secretary = 100% (4/4)
Karen Linnell, Treasurer = 100% (4/4)
Albert Fleury = 100% (4/4)
Genevieve John = 100% (4/4)
Michelle Anderson = 100% (4/4)

Previous members 2018:

Jason Hart, Vice Chair = 100% (1/1)

SUBSIDIARY BOARD/EXECUTIVE COMMITTEE MEETINGS HELD: 13

AC&PPC (1 MEETING):

Current Members:

John Craig, Chair = 100% (1/1)
Albert Fleury, Secretary / Treasurer =
100% (1/1)
Tom Maloney = 100% (1/1)

ADB (1 MEETING):

Current Members:

Linda Pete, Chair = 100% (1/1)
Nicholas Jackson, Secretary / Treasurer =
100% (1/1)
Tom Maloney = 100% (1/1)

AEI (1 MEETING):

Current Members:

Genevieve John, Chair = 100% (1/1)
John Craig, Secretary / Treasurer =
100% (1/1)
Tom Maloney, Director = 100% (1/1)

AES (1 MEETING):

Current Members:

Nicholas Jackson, Chair = 100% (1/1)
Linda Pete, Secretary / Treasurer = 100%
(1/1)
Tom Maloney = 100% (1/1)

AFSI (1 MEETING):

Current Members:

Genevieve John, Chair = 100% (1/1)
Albert Fleury, Secretary / Treasurer =
100% (1/1)
Tom Maloney, Director = 100% (1/1)

AG (1 MEETING):

Current Members:

Genevieve John, Chair = 100% (1/1)
Karen Linnell, Secretary / Treasurer =
100% (1/1)
Tom Maloney = 100% (1/1)

AGSC (1 MEETING):

Current Members:

Nicholas Jackson, Chair = 100% (1/1)
Albert Fleury, Secretary / Treasurer =
100% (1/1)
Tom Maloney = 100% (1/1)

ASTS (1 MEETING):

Current Members:

Genevieve John, Chair = 100% (1/1)
John Craig, Secretary / Treasurer =
100% (1/1)
Tom Maloney = 100% (1/1)

AKHI (1 MEETING):

Current Members:

Genevieve John, Chair = 100% (1/1)
Karen Linnell, Secretary / Treasurer =
100% (1/1)
John Craig = 100% (1/1)
Tom Maloney = 100% (1/1)

ALL (1 MEETING):

Current Members:

Genevieve John, Chair = 100% (1/1)
Albert Fleury, Secretary / Treasurer =
100% (1/1)
Tom Maloney = 100% (1/1)

APSI (1 MEETING):

Current Members:

Michelle Anderson, Chair = 100% (1/1)
Linda Pete, Secretary / Treasurer =
100% (1/1)
Karen Linnell = 100% (1/1)

ATSI (1 MEETING):

Current Members:

John Craig, Chair = 100% (1/1)
Karen Linnell, Secretary / Treasurer =
100% (1/1)
Tom Maloney = 100% (1/1)

ATI (1 MEETING):

Current Members:

Linda Pete, Chair = 100% (1/1)
Nicholas Jackson, Secretary / Treasurer
= 100% (1/1)
Tom Maloney = 100% (1/1)

*Note: Committee and subsidiary board membership fluctuates throughout the year. Therefore, the number of meetings a director attends may be a reflection of his or her being newly appointed to a committee or board or newly elected to the Board of Directors. John Dye and Margie Ewan were newly elected directors to the Ahina, Inc. Board in 2018.

Memberships may also change after the Annual Meeting when new committee members are appointed.

In addition, the number of meetings attended does not reflect additional days spent on other corporate business; for instance: testifying at Board of Fish & Game meetings, attending the AFN Convention, or legislative matters.

OFFICERS AND DIRECTORS

Compensation of Directors

All AI and AN Board of Director and Chair stipends were increased by \$1,000 per month in September of 2018. The following amounts reflect the stipend rates after the September 2018 increase: The Board of Directors received a monthly stipend of \$3,500 for attending Ahtna, Inc. (AI) Board, committee meetings and all other related meetings/business functions. The Ahtna Netiye, LLC (AN) directors received \$4,250 a month for attending the AI Board and committee meetings, AN subsidiary meetings and all other related meetings/business functions. The AN and AI Chairs receive an additional \$250 and \$1,500 respectively a month for chairing meetings. Ahtna no longer pays any meeting fees to its Directors. When applicable, directors are either reimbursed for travel-related expenses or paid travel, mileage and per diem set at the federal rate. Board fees (excluding travel and meal costs) were \$497,188 for 2018.

Compensation of Officers & Directors of Ahtna, Inc. & Subsidiaries

The following table provides information about compensation, including future remuneration, on an accrual basis, for the year ended December 31, 2018, including: a) the five most highly compensated officers of Ahtna, Incorporated and its subsidiaries; and b) all officers and directors as a group.

a) Proxy information for highly compensated Directors or officers for the year ending 2018:

Name	Position	Company	Salary Paid In 2018	¹ Pay for Performance In 2018	² Other Employee Benefits	³ Deferred Compensation Not Paid	Employer Paid 401(k)	Total
Maloney, Tom	CEO	AN	\$67,491	\$71,712	\$-	\$226,733	\$9,082	\$375,018
Finnigan, Tim	Subsidiary President	AEI/AG	\$251,704	\$99,688	\$9,808	\$-	\$9,996	\$371,196
Rebne, Brenda	Subsidiary President	AFSI/APSI	\$264,058	\$87,457	\$1,200	\$-	\$8,713	\$361,428
Anderson, Michelle	President	AI	\$250,090	\$45,000	\$50,062	\$-	\$11,971	\$357,123
Taylor, Sue	Subsidiary President	ATSI/AKHI	\$243,570	\$99,088	\$1,950	\$-	\$10,989	\$355,597
								Total Top 5: \$1,820,362^{1&2}

b) Total Compensation paid to all officers and directors in all capacities as a group = \$6,301,272 .

35 included in group - Board of Directors are included.

The sum includes the remuneration of the persons named above.

¹ Pay for performance (bonuses or incentive compensation) paid in 2018 was based on performance in 2017.

² Other employee benefits include leave cash-outs, vehicle allowance and HRA contributions.

³ Wages were earned in 2018 but contributed to a deferred compensation plan to be paid out in the future.

RELATIONSHIP AND FINANCIAL TRANSACTIONS DISCLOSURES

Ahtna, Inc. (AI)

Margie Ewan, AI Board Member, is the sister of Eleanor Dementi, AI Board Vice Chair. Lucille Lincoln, current AI Board Member, is the sister of AI Board Member and Candidate John Craig and mother of ASTS VP Pamela Finnesand.

Chitina Native Corporation (CNC)

Jason Hart, AI Board Candidate, is a CNC Board Member. He and his sister also own shares in CNC. In 2018, CNC received 7(j) funds from and had transactions with AI in excess of \$20,000.

HOW TO COMPLETE YOUR PAPER PROXY

Please use this form as a guide to fill out your 2019 Paper Proxy for Director Elections.

Any shareholder may turn in a proxy, whether or not they are planning to attend the Annual Meeting. A proxy is a form that authorizes someone else to vote your shares for you in the way that you have indicated if you are unable to attend the meeting and vote in person.

Every shareholder is encouraged to send in his or her proxy, even if he or she is planning to attend the meeting.

1. ASSIGN A PROXY HOLDER

When assigning a proxy holder, please select a person who will be at the Annual Meeting and write down their name.

2. NUMBER OF VOTES

This section tells you how many votes you have. The number of votes you have is determined by the number of shares you own and the number of seats that are up for election. Your total number of shares is multiplied by the number of seats that are up for election.

3. CHOOSE WHICH WAY YOU'D LIKE TO VOTE

- **VOTE DIRECTED:** You may direct a specific number of votes to one or more nominees listed on the proxy or to an individual whom you write on the proxy. The Ahtna, Inc. Annual Meeting Rules of Procedure require that directed votes go only to the nominee(s) you have indicated, even if those nominees later withdraw. Directed votes stay with the candidate and may not be redirected to another candidate.
- **VOTE DISCRETIONARY:** You can name a proxy holder and let your proxy decide how to vote your shares.
- **QUORUM ONLY:** If you make no designations regarding your votes and you do not appoint a proxy holder, your shares will be counted for quorum purposes only. No director candidate will receive any of your votes.

4. RESOLUTION 19-01

All voting shareholders may vote on Shareholder Resolution 19-01: Reduce the Quorum Requirement for Shareholder Meetings. Shareholders, or their proxies, may vote only once and may select only one of the two options listed on the proxy, either yes or no. If neither box is marked and no proxy holder is appointed, the proxy will be considered discretionary and the Election Committee will vote the shares for the resolution.

5. IF SIGNING AS A CUSTODIAN, SIGN YOUR OWN NAME

Ahtna, Inc.'s policies state that shareholders signing as custodians must sign their own names, and not the minor's name.

6. SIGN AND DATE THE PROXY

- Sign your name exactly as it appears at the bottom of the form.
- Date the proxy the day you sign it.

Ahtna, Incorporated
Board Solicited Proxy for the Forty-sixth Annual Meeting of Shareholders
A Seat - At-Large

SEAT A At-Large

I revoke all prior proxies and hereby appoint the Election Committee or: _____
(Print the name of an Ahtna Shareholder WHO WILL ATTEND the Annual Meeting and vote your shares)*

to be my proxy holder, with full power of substitution, to vote all of the shares of the corporation that I could vote for the election of At-Large Directors and Resolution 19-01, including all shares for which I am a custodian or otherwise have voting authority, with all the powers I would possess if personally present, including the power to accumulate votes, at the Annual Meeting of Shareholders to be held at Glennallen High School, Glennallen, Alaska on Saturday, June 1, 2019, 9:00 a.m. Alaska time, and any adjournments thereof. I intend that all shares of stock which I could vote be counted as present for quorum purposes, even if they are not voted below for any reason.

*If I appoint a proxy holder and that person fails to register at the meeting to vote my proxy, or if I do not appoint a proxy holder, my proxy is hereby given to the Election Committee to be voted in accordance with my instructions.

Election of Two (2) Directors
Two directors will be elected at the 2019 Annual Meeting to fill At-Large seats for 3-year terms.
You are entitled to cast _____ votes. You may cast all of your votes for one (1) nominee or distribute your votes among several nominees.

I direct that my votes be cast as follows:

Candidates	Number of Votes
Candidate A	_____
Candidate B	_____
Candidate C	_____

Resolution 19-01: Reduce the Quorum Requirement for Shareholder Meetings
The Ahtna, Incorporated Articles of Incorporation shall be amended to add a new Article as follows:
One-third (1/3) of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. This quorum requirement does not apply to votes to adopt other amendments of these Articles or to adopt resolutions to which 43 U.S.C. § 1629b applies.

Ahtna, Incorporated's Board of Directors recommends that you **VOTE YES** ✓

YES NO

• If I make no designations above for the election of directors and I appoint a proxy holder, he or she may vote my shares at the Annual Meeting for any of the above nominees, as the proxy holder determines.
• If I make no designations above for the election of directors and I do not appoint a proxy holder, the Election Committee will represent my shares for quorum purposes only.

• If I do not check either "Yes" or "No" on Resolution 19-01 and I appoint a proxy holder, my proxy holder may vote my shares at the Annual Meeting on the Resolution as he or she determines.
• If I do not check either "Yes" or "No" on Resolution 19-01 and I do not appoint a proxy holder, the Election Committee will vote my shares "Yes" for the Resolution.

Acknowledgement: I acknowledge receiving the Notice of Annual Meeting and Proxy Statement dated April 19, 2019 and the Annual Report of Ahtna, Inc. for the twelve (12) months ending December 31, 2018.

Sign and Date: Please sign your name exactly as it appears at the bottom of this proxy. If you are signing as a custodian, sign your name, not the minor's name. Date the proxy the day that you sign it.

X _____ Date: _____
(Sign your name)

Complete Your Proxy
Please complete, date, and sign your proxy, then: mail or deliver in person in the envelope provided to Altman, Rogers & Co., 3000 C Street, Suite 201, Anchorage, AK 99503; send by facsimile to (907) 274-2993; or vote online at www.ahtnavote.com. Please read the instructions in the Proxy for voting online.

THE SOONER YOU RETURN YOUR PROXY, THE MORE PRIZE DRAWINGS YOU WILL BE ELIGIBLE FOR! THE FIRST SPECIAL PROXY PRIZE DEADLINE IS MAY 3, 2019, BY 5 P.M. (ALASKA TIME). VOTING OPENS APRIL 26, 2019.

If you have questions regarding your proxy, or any of the forms enclosed in your packet, please contact Shareholder Services Manager Eileen "Birdie" Ewan at (907) 822-3476 or via email at shservices@ahtna.net.

HOW TO COMPLETE YOUR ONLINE PROXY

Ahtna shareholders have the option to vote their proxies online as an alternative to using paper proxies, which can be mailed, faxed or delivered in person. **Please use the guide provided on the following pages to help you fill out your 2019 Online Proxy for Director Elections on www.ahtnavote.com.**

TIP: Check the boxes as you progress so you can keep track of what you're doing.

WHAT YOU NEED:

- A computer with access to the internet.
- Web address www.ahtnavote.com.
- Your unique **shareholder ID and PIN** for logging onto www.ahtnavote.com which will be mailed separately.

FOR HELP, CONTACT:

Shareholder Services Manager **Eileen "Birdie" Ewan** at (907) 822-3476 or shservices@ahtna.net

***If you lose your shareholder ID or PIN, please contact Katie Payton at Altman, Rogers & Co. immediately at (907) 274-2992. Remember not to share your ID/PIN with anyone.**

STEP 1: LOGIN

- Go to www.ahtnavote.com.
- Enter your **Shareholder ID and PIN** (see exact placement to the right).
- Once you have entered your **Shareholder ID and PIN**, click **Login** button.

Ahtna
46th Annual Meeting of Shareholders

Shareholder Login

Shareholder ID

PIN

Login

Welcome to Ahtna's Web Proxy System!

STEP 2: SELECTING A PROXY

Depending on what type of shares you own, this page will show which seats you are eligible to vote. If you are eligible to vote for more than one seat, due to having shares of multiple classes of stock, you will need to select which proxy (by clicking on it) you would like to complete first. **A green check mark will appear to the right of the proxy (or proxies) you've completed.**

IMPORTANT: The voting site will keep a record of all of your completed proxies, including paper proxies, which you will be able to see every time you log on. You will be able to revoke your proxies up until the proxy deadline of Wednesday, May 29, 2019, 5:00 p.m. Alaska time. Altman, Rogers & Co. will enter all paper proxies they receive into the online system as they come in, although it may take some time to process. Voting online will allow you to instantly see your votes.

Ahtna
46th Annual Meeting of Shareholders

Help/FAQ
Proxy Statement (PDF)
Logout

Name JOHN DOE
ID 12-345

PROXY SELECTION

Based on your shareholder stock ownership records, you are eligible to vote the following board-solicited proxies. Please select a proxy to vote for this session. Proxies that have already been voted are marked with a green check. You may revoke previously voted proxies, or vote proxies that haven't been voted yet. After completing this voting session, you can login again to vote other proxies not yet voted.

<input checked="" type="radio"/>	Board-Solicited, Seat A (At-Large)	⚠ Not yet voted
<input type="radio"/>	Board-Solicited, Seat D (Cheesh'Na)	⚠ Not yet voted
<input type="radio"/>	Board-Solicited, Seat F (Gakona)	⚠ Not yet voted

Next
Proceed to directors vote type

Click "Next" to proceed.

Choose **Directed Voting** if you want to direct your proxy holder to vote specific numbers of votes.

Ahtna

46th Annual Meeting of Shareholders

Help/FAQ Name **JOHN DOE** Shares **100**
 Proxy Statement (PDF) ID **12-345**
 Proxy **Board-Solicited, Seat A (At-Large)**
 Logout

BOARD OF DIRECTORS VOTE TYPE

Directed OR **Discretionary**

If you select directed, you can direct that the proxy holders vote specific numbers of votes to one or more of the listed Board of Directors candidates.

If you select discretionary, your votes will be cast by the proxyholders for Board of Directors candidates at their discretion.

Choose **Discretionary Voting** if you want to allow your proxy holder to use their own discretion when distributing your votes.

There are three ways you can vote your online proxy: **(a)** through directed voting, **(b)** through discretionary voting, and **(c)** not voting for any candidates.

a Directed voting ▼

Ahtna

46th Annual Meeting of Shareholders

Help/FAQ Name **JOHN DOE** Shares **100**
 Proxy Statement (PDF) ID **12-345** Director Votes **200**
 Proxy **Board-Solicited, Seat A (At-Large)**
 Logout

DIRECTED VOTING

In the election of two directors, you may cast the number of votes shown above. The number of votes you have equals the number of shares multiplied by two, since there are two directors to be elected. You can divide your votes among any number of nominees. By selecting directed voting, you are directing the proxy holder to cast only the number of votes you enter next to the name of the nominee.

You may cast your directed votes in one of two ways. First, you may manually assign votes to specific candidates by typing in the number of votes to the right of each candidate name. Alternately, you may automatically distribute your votes equally among the candidates you want to vote for, by checking the appropriate candidates and then clicking the Distribute Votes button.

At-Large A Seat		Votes
<input type="checkbox"/>	A-1	Bio <input type="text" value="0"/>
<input type="checkbox"/>	A-2	Bio <input type="text" value="0"/>
<input type="checkbox"/>	A-3	Bio <input type="text" value="0"/>

Vote for NO candidates

Distribute Votes **Next**
 Optional: Equally distribute all votes to checked candidates Proceed to resolution

Click the check box next to the candidate that you would like to distribute votes to. You will still need to type in the number of votes.

Number of shares & votes you have.

Type the number of votes you want the candidate to receive into the box.

Clicking this will equally distribute all of your votes among the candidates you have checked. This is optional.

b Discretionary voting ▼

Ahtna

46th Annual Meeting of Shareholders

Help/FAQ Name **JOHN DOE** Shares **100**
 Proxy Statement (PDF) ID **12-345** Director Votes **200**
 Proxy **Board-Solicited, Seat A (At-Large)**
 Logout

DISCRETIONARY VOTING

In the election of two directors, you may cast the number of votes shown above. The number of votes you have equals the number of shares you have multiplied by two, since there are two directors being elected. By selecting discretionary voting, the proxy holders will distribute all your votes at their discretion, but only among the candidates listed below whose names you have not crossed out.

At-Large A Seat	
A-1	Bio <input type="checkbox"/> Cross Out <input type="checkbox"/>
A-2	Bio <input type="checkbox"/> Cross Out <input type="checkbox"/>
A-3	Bio <input type="checkbox"/> Cross Out <input type="checkbox"/>

Vote for NO candidates

Next
 Proceed to resolution

Click here to see a photo of the candidate & their bio.

When you cross out a candidate, your proxy holder will not be able to vote for that candidate.

c Not voting for any candidates (quorum only)

Clicking on the "Vote for NO candidates" box means your votes will not be directed to any candidate and will only count towards quorum. This basically means that your votes will not affect the results of the election. Ahtna recommends that you vote for the candidates you would like to see elected. This option is available for both directed and discretionary voting.

ONCE YOU'RE DONE VOTING, click **Next** at the bottom right of either page to continue.

STEP 6: RESOLUTION

Voting Yes means you support the adoption of the Resolution to reduce the quorum requirement for shareholder meetings.

THE AHTNA BOARD HIGHLY RECOMMENDS THAT YOU VOTE YES.

Voting No means you do not support the adoption of the Resolution.

Ahtna

46th Annual Meeting of Shareholders

Help/FAQ Name **JOHN DOE** Shares **100**
 Proxy ID **12-345** Resolution Votes **100**
 Statement (PDF) Proxy **Board-Solicited, Seat A (At-Large)**
 Logout

RESOLUTION

If approved, the Ahtna, Incorporated Articles of Incorporation shall be amended to add a new Article as follows: One-third (1/3) of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. This quorum requirement does not apply to votes to adopt other amendments of these Articles or to adopt resolutions to which 43 U.S.C. § 1629b applies.

Ahtna, Incorporated's Board of Directors recommends that you **VOTE YES.**

SHAREHOLDER RESOLUTION 19-01: REDUCE THE QUORUM REQUIREMENT FOR SHAREHOLDER MEETINGS

Yes
 No

Next
 Proceed to vote confirmation

STEP 7: CONFIRMATION

If you select "Other Proxyholder," two text boxes will appear — one asking for the proxyholder's name and another asking for the proxyholder's email address. Listing the proxyholder name is required; listing the proxyholder email address is optional although highly recommended.

Ahtna

46th Annual Meeting of Shareholders

Help/FAQ Name **JOHN DOE** Shares **100**
 Proxy ID **12-345**
 Statement (PDF) Proxy **Board-Solicited, Seat A (At-Large)**
 Logout

PROXY APPOINTMENT: SEAT A (AT-LARGE)

I hereby revoke all prior proxies and appoint the proxy holder specified below, with full power of substitution, to vote all of the shares of the corporation that I could vote for the election of At-Large Directors and Resolution 19-01, including all shares for which I am a custodian or otherwise have voting authority with all the powers I would possess if personally present, including the power to accumulate votes, at the Annual Meeting of Shareholders to be held at Glennallen High School, Glennallen, Alaska on Saturday, June 1, 2019, 9:00 a.m. Alaska time, and any adjournments thereof. I intend that all shares of stock which I could vote be counted as present for quorum purposes, even if they are not voted below for any reason.

Default Proxyholder (Election Committee)
 Other Proxyholder

Board of Directors Votes		
At-Large A Seat	A-1	100
At-Large A Seat	A-2	100
Total		200

Resolution Vote	
SHAREHOLDER RESOLUTION 19-01: REDUCE THE QUORUM REQUIREMENT FOR SHAREHOLDER MEETINGS	Yes

The proxyholder will have discretionary authority to vote this proxy on approval of minutes from the 2018 Annual Meeting, on matters which may properly come before the Annual Meeting but which the proxyholder did not know a reasonable time before this solicitation would be presented at the meeting, and on matters incident to the conduct of this year's Annual Meeting.

If I appoint a proxy holder and that person fails to register at the meeting to vote my proxy, my proxy is hereby given to the Election Committee to be voted in accordance with my instructions.

If you wish to receive an email copy of your proxy instructions, enter your email address here:

Start Over Return to directors voting
Vote Officially record your votes

Type in an email address here, if you'd like to receive an email confirmation that you've voted your proxy.

If all your proxy information is correct and you want to record your proxy, click **Vote**

**** NOTE:** If you attempt to vote online using discretionary voting for the Election Committee, your votes will be converted to quorum when you click the "Vote" button. Per Ahtna's policy, discretionary voting is only allowed for write-in proxy holders.

FREQUENTLY ASKED QUESTIONS

► Why didn't my packet include a proxy form(s) or e-proxy PIN letter?

There are two reasons for this. First, in order to give you the opportunity to receive as much information as possible before marking your vote, the Board has decided to hold proxies until April 26. Second, because we are now distributing Proxy Statements and Annual Reports to households instead of individuals, the proxy form has to be sent separately. We will mail out the proxy forms on April 26 – you should expect to get yours a few days later. We will mail one proxy form per authorized voter or custodian. We will also send separately your personalized e-proxy PIN to use the www.ahtnavote.com online proxy system.

► When is the Candidate Forum?

This year, instead of a Candidate Forum, Candidate Profile videos are available on the online proxy system at www.ahtnavote.com. You will need your e-proxy PIN to log in and view. The videos provide a chance to learn more about the candidates who are running this year. Videotaping was made available to all candidates, but participation was not mandatory.

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

If you are eligible to vote for more than one seat, due to having shares of multiple classes of stock, you will receive multiple Proxy Voting Sheets in the mail. The number of shares you have to vote for the election of each director seat is printed on your Proxy Voting Sheet(s) and available on the e-voting site at www.ahtnavote.com. With cumulative voting for the election of Seat A, At-Large, the number of seats will be multiplied by the shares you own. For example, this year there are two (2) At-Large seats up for election, which means if you own 100 shares, you have 200 votes to cast.

► Can I cast all my votes for one candidate?

You may cast all of your votes for one candidate or divide your votes among the candidates as you see fit.

► Can someone else vote my shares?

If you are not planning to attend the annual meeting, you may appoint an Ahtna shareholder of your choice as your named proxyholder. The named proxyholder will be responsible for seeing that your shares are voted, and will vote your shares according to your designations on the proxy. If no designations are given, then the named proxyholder will vote in accordance with his/her best judgment. If you prefer, you can leave the line at the top of the proxy form blank, which will designate the Election Committee as your proxy instead of an individual shareholder. This works best if you also mark how you would like your votes cast on the proxy.

Remember: If you are not present at the meeting and your appointed proxyholder does not attend, the Election Committee of the Ahtna, Inc. Board of Directors will vote your proxy according to your designation(s). If you have no designation(s), the Election Committee will vote your shares on Resolution 19-01 and other corporate business. However, in the case of candidate seats, your shares will be counted for quorum purposes only.

► What is the difference between directed voting and discretionary voting for the election of directors?

Directed voting is when you cast your votes for one or more candidates on your proxy. Discretionary voting is when you let a proxyholder cast all your votes at their discretion. If you choose a candidate, your proxy is directed. If not, it is discretionary. When electing discretionary voting using the online proxy system, you have the option to cross out candidates that you don't want the proxyholder to cast votes for. If you have an opinion as to how you would like your votes cast, it is best to direct your proxy and mark your opinion on the page. That ensures that your votes will be cast the way you want them to be cast. Otherwise, it is entirely up to your designated proxyholder to decide.

► How can I vote on Resolution 19-01?

The vote on Resolution 19-01 appears on the same proxy sheet as the election of the At-Large directors. You can vote on the Resolution by marking either Yes or No in the Resolution section of your proxy. Your proxyholder will vote all of your shares according to your designation. If you do not mark either Yes or No, your proxy will be considered a discretionary vote on the Resolution. In that case, if you designate a proxyholder, your proxyholder will vote all of your shares on the Resolution in their discretion. If you do not designate a proxyholder, the Election Committee will vote all of your shares YES to approve Resolution 19-01.

► What happens if I vote the wrong number of votes? For example, you vote less than, or more than, all your votes.

The Election Committee will keep the proportions the same, but vote exactly 100% of your shares. For example, if there are 3 candidates (A, B and C) and you have 100 votes but you incorrectly think you only have 50 votes, you might vote 30 votes for A and 20 votes for B. In that case, the Election Committee will treat your proxy as voting 60 votes for A and 40 votes for B to keep the proportions the same but still cast 100% of your votes. Similarly, if you incorrectly thought you had 200 votes and vote 120 for A and 80 for B, the Election Committee would reduce your ballot to 60 votes for A and 40 votes for B.

► Can I revoke my proxy and vote at the Annual Meeting?

Any proxies given by a shareholder can be revoked or canceled at any time before the close of registration at the Annual Meeting, if the shareholder so directs. Sending the proxy does not affect your right to vote in person at the meeting. If you return the proxy and then go to the meeting and register to vote, the proxy may be canceled by your registration at the meeting, and you can vote your shares in person at that time.

► Am I eligible for early bird and special proxy prizes if I submit my proxy online?

Yes, as long as your proxy is properly completed and received by the early bird/special proxy prize deadlines. When you are voting online, you are automatically entered into the proxy prize drawings just as you would be if you mailed, faxed, or hand-delivered your paper proxy. You will also be eligible for the special online voting prizes.



Ahtna

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