

45th Annual Meeting of Shareholders

PROXY STATEMENT

Friday, July 5, 2019
Nelson Island School, Toksook Bay, AK
The date of this Proxy Statement is May 15, 2019

The enclosed proxy is solicited on behalf of the Board of Directors (“Board”) of Calista Corporation (“Calista”) for use at the Annual Meeting of Shareholders to be held at the Nelson Island School, Toksook Bay, Alaska, at 1 p.m. Alaska Daylight Time, on Friday, July 5, 2019 (“Annual Meeting”), or at any adjournments thereof. When a proxy is properly executed and timely returned, the shares it represents will be voted at the Annual Meeting by the Proxy Committee of the Board as directed on the proxy.

The firm of Sramek-Hightower, Certified Public Accountants (CPAs), P.O. Box 240569 (2525 C Street, Suite 100), Anchorage, AK 99524-0569, will serve as Inspector of Elections for the Annual Meeting (“Inspector of Elections”).

Under Section 7 of Article I of Calista’s Bylaws, **in order for your proxy to be voted at the Annual Meeting, it must be received (either through the mail, by hand delivery, or by submitting it online) by the Inspector of Elections on or before 5 p.m. Alaska Daylight Time on Monday, July 1, 2019.** Proxies received after the deadline shall not be counted unless the Annual Meeting is adjourned for lack of a quorum, in which event such proxies, if not revoked or expired, will be counted for the adjourned meeting.

You can vote in any 1 of 3 ways: (1) by completing, signing, and mailing (or hand-delivering) the paper proxy form in the envelope provided; (2) by submitting your proxy online beginning May 24, 2019 at www.calistavote.com using the simple online instructions; or (3) by voting in person at the Annual Meeting. **SUBMITTING YOUR PROXY ONLINE IS FAST, CONVENIENT AND CONFIDENTIAL.**

You may revoke (cancel) a proxy at any time by (a) timely filing a proxy with a later date than the previous proxy, (b) delivering to the Inspector of Elections on or before 5 p.m. Alaska Daylight Time (“ADT”) on Monday, July 1, 2019, a written statement that the proxy is revoked, or (c) attending the Annual Meeting and voting in person.

Under Calista’s Bylaws, at an election of Directors, every Shareholder entitled to vote may vote, in person or by a timely-filed proxy, the number of shares owned by him or her for as many persons as there are Directors to be elected, or may cumulate his/her votes by giving one candidate votes equal to the number of Director

seats up for election multiplied by the number of his/her shares, or by distributing these votes among any number of candidates. The number of voting shares owned is found on the back of the Proxy Form (mailed separately to each individual eligible voting Shareholder who has not consented to receive Board Proxy Materials electronically) or by logging into www.calistavote.com.

FOR EXAMPLE:
If a Shareholder owns 100 shares, he or she may cast 300 votes (100 shares multptltd by 3 Board seats up for election) for one candldate, or may dvlde hts or her 300 votes among several candldates, as long as the total votes cast for all seats are not more than 300. Thts example assumes there are 3 seats open and the Shareholder owns 100 shares.

In the election of Directors, votes are to be counted separately for Administrative Units 4, 5 and 6. The candidate within each of these Units receiving the largest number of votes of all candidates within that Unit shall be declared the winner of that Unit.

Calista’s Board has set May 7, 2019 at 5 p.m. ADT as the record date under Section 6(a) of Article I of Calista’s Bylaws. This means that all Shareholders of record on May 7, 2019 who have voting rights shall be entitled to vote by proxy or in person at the July 5, 2019 Annual Meeting of Shareholders.

Only Natives or Descendants of Natives, as defined by the Alaska Native Claims Settlement Act (“ANCSA”) may vote. However, a person who is a custodian for a Native or Descendant of Native holder of Class A or B shares, even if the custodian is not a Native or Descendant of a Native. Class A or B shares held by a custodian for a minor may be voted by the custodian designated in Calista’s books and records until the minor attains the age of 18 years (Section 6(b) and (c), Article I of Calista’s Bylaws). Class C shares held by a minor do not include voting rights until the Shareholder attains the age of 18 years (Article V of Calista’s Amended and Restated Articles of Incorporation).

On the Record Date of May 7, 2019, there were **2,225,832.4063** shares of Calista common stock issued and outstanding and entitled to vote and eligible to be counted for quorum purposes. Because 3 Directors are to be elected at the Annual Meeting, there will be **6,677,497.2189 (2,225,832.4063 multiplied by 3)**

possible votes for the election of Directors. In order to establish a quorum, the holders of at least a majority of the shares entitled to vote (50% of the shares plus 1 share) must be present in person or by proxy. Without a quorum, business cannot be conducted at the Annual Meeting. Therefore, at least **1,112,917.2032** shares must be present in person or by proxy.

There are 3 matters to be considered by the Shareholders at the Annual Meeting:

1. Election of 3 Directors, one each for Unit 4, Unit 5 and Unit 6.
2. Presentation of a report about Calista’s operations during 2018, with an update on the first quarter of 2019.
3. Transaction of such other business, including but not limited to, adoption of the minutes of the last Annual Meeting, as may properly come before the meeting or at any adjournments thereof.

The Annual Meeting of Shareholders will be conducted in accordance with Robert’s Rules of Order and the Calista Amended and Restated Articles of Incorporation, Bylaws, and Election Policies and Procedures

Election of Directors

Calista’s Board consists of 11 Directors. The terms of Directors filling Administrative Unit 4, Unit 5 and Unit 6 expire at the 2019 Annual Meeting. In 2018, the Board met 11 times, including regular and special meetings. The members of the Proxy Committee for the Annual Meeting are Willie Kasayulie, Chair; Robert L. Beans, Vice-Chair; and Marcie Sherer, Secretary. The Proxy Committee will vote the proxies for the election of Board candidates as instructed by the terms of each proxy submitted by a Shareholder.

Pursuant to Calista’s Bylaws and Election Policies and Procedures, the Calista proxy has two voting options for the election of Directors: Option 1, Option 2; and a Quorum Only Option.

Option 1

Under Option 1, all of a Shareholder’s votes will be voted by the Proxy Committee for the Board-Endorsed Candidates. A Shareholder may withhold authority to vote for one or more of the Board-Endorsed Candidates by marking a line through the candidate’s name. The Proxy Committee will allocate the Shareholder’s votes equally among the Board-Endorsed candidates who have not withdrawn from the election and whose name has not been lined through.

Option 2

Under Option 2, the Proxy Committee will allocate a Shareholder’s votes among candidates as the Shareholder directs. The Shareholder may cast 3 votes for each share he/she owns by writing the number of votes he/she wishes to give each candidate next to the candidate’s name. The exact number of votes available to the Shareholder to divide among the candidates is set forth on the back of each proxy. The Shareholder may cumulate his/her votes, meaning the Shareholder may vote all of his/her votes for any one of the candidates, or may distribute his/her votes among any number of the candidates in any manner he/she chooses.

If a Shareholder votes more than his/her total number of votes, none of his/her votes will be counted toward the election of Directors, but the Shareholder’s votes may still be voted by the Proxy Committee on discretionary matters described below. If a Shareholder casts no votes for any candidate, or if the Shareholder votes less than the number of votes stated on the back of his/her proxy (“under-votes”), then the under-votes will be divided equally among all remaining candidates on Option 2 of the proxy who have not withdrawn. If a candidate listed in Option 2 of the proxy withdraws or is unable to serve, then the votes directed to the withdrawn candidate will be treated as under-votes, which will be divided equally among all candidates listed in option 2 of the proxy who have not withdrawn.

NOTE: Under both Option 1 and Option 2, the Proxy Committee will have discretionary authority to vote a Shareholder’s votes on: (i) approval of minutes from the 2018 Annual Meeting; (ii) matters which may come properly before this meeting but which the Proxy Committee did not know a reasonable time before this solicitation would be presented at the meeting; (iii) matters not included in the proxy and proxy statement that were solicited by others; (iv) the election of a person to an office for which a bona fide candidate is named in the proxy statement and the candidate is unable to serve or for good cause will not serve; and (v) matters incident to the conduct of the Annual Meeting.

Quorum Only Option

Under the Quorum Only Option, the Proxy Committee will use a Shareholder’s shares only to establish a quorum for the Annual Meeting and will not vote the Shareholder’s votes for any candidates for the election of Directors or on any discretionary matters at the meeting.

Candidates for the Election of Directors and Continuing Directors

The following pages give biographical information about each candidate running for a Board seat and about each Calista Director whose term will continue after the Annual Meeting.

Each candidate is a voting Shareholder over the age of 18 that submitted a valid candidate application packet before 5:00 pm on April 8, 2019 in response to a solicitation published: (i) in the January/February 2019 issue of the Calista Storyknife newsletter that was mailed to all Shareholders on February 6, 2019, (ii) in four issues of the Delta Discovery newspaper, and (iii) on Calista's website and social media sites.

The candidates seeking election in Unit 4, Unit 5 and Unit 6 are listed below. The candidates endorsed by the Board are listed first, by Unit, followed by the other candidates, who are also listed by Unit in alphabetical order by last name. *The personal statement following each candidate biography was written by the candidate. The opinions expressed are those of the candidate.*

Board Endorsed Candidates

BOARD-ENDORSED CANDIDATE, ADMINISTRATIVE UNIT 4



Paul George Guy, age 54, (Kwethluk, Alaska) is a shareholder of Calista Corporation and Kwethluk, Inc. He has served on the Calista Board since 1998. Mr. Guy attended 100% of Board meetings (11 of 11) and attended 84% of his committee meetings (16 of 19) for

an aggregate attendance of 89% during the past year. He serves on the Corporate Governance, Employee & Compensation Committee and the Audit/Finance/Investment Committee, and he is a Calista Member Representative to Nuvista Light & Electric Cooperative, Inc. He has previously served as Calista Chair, Vice-Chair, and on various Calista committees including the Audit/Finance/Investment Committee, Akilista Fund Committee, Proxy Committee, Corporate Governance, Employee & Compensation Committee, Ethics Committee, Shareholder Relations Committee, Board Structure Committee, and Directors' Committee. Mr. Guy also served as a Director of various subsidiaries, including Alaska Telecom, Inc., Ilikista Ventures, Inc., Y-Tech Services, Inc., Yulista Management Services, Inc., Yulista Tactical Services, LLC (f/k/a Yulista Energy Services, Inc.), Yulista Holding, LLC, Alaska Newspapers, Inc., Ookichista Drilling Services, Inc., and Calista Technical Services, Inc. Mr. Guy graduated from Mt.

Edgecumbe High School in 1982. He also took business administration classes at Anchorage Community College, 1982-1983, and at UAF, Kuskokwim Campus, 1990. From 1992-1994, Mr. Guy attended the Alaska Institute of Military Science studying Leadership Development and taking Non-Commissioned Officer courses. Since 1990, Mr. Guy has attended various workshops in personnel law, economics, leadership roles, rights of way, land, computers, and business and accounting seminars. Mr. Guy has been employed by Kwethluk, Inc. as its business manager from 1989 to the present. His other experiences and affiliations include service on Kwethluk, Inc. Board of Directors; Chair of the Kwethluk Advisory School Board from 2010-2015; Chair, Nuvista Light & Electric Cooperative, Inc.; Bethel Broadcasting, Inc. Board of Directors; WAVE Fund; Kwethluk Tribal Resident Council; WAVE Telecommunications, Inc.; North Star Gas, LLC Executive Board; Yukon-Kuskokwim Economic Development Council Director; and service in the Alaska Army National Guard as an Infantryman, earning the rank of Sergeant E5, 1985-94. Mr. Guy has no family relationship (defined as spouse, parents, children or siblings by blood or adoption) with any Director or officer of Calista or any of its subsidiaries, or with any other Director candidate.

Personal Statement: *It has been an honor serving Calista's shareholders as your Doard member. Challenges and opportunities in the corporate world endure in Calista's operations. I worked hard to ensure that Calista's financing and investing decisions are in accordance with proper due diligence, through the Corporation's vision, mission statement and strategic planning. The Doard and management work together with the strong support of the Shareholders to overcome various obstacles by focusing on the best interest of Shareholders and their Corporation. Thank you for your support, I look forward to continuing to serve the Shareholders.*

BOARD-ENDORSED CANDIDATE, ADMINISTRATIVE UNIT 5



Johnnie Evan, age 61, (Tuntutuliak, Alaska) is a shareholder of Calista Corporation and has served on Calista's Board since 2013. Mr. Evan attended 100% of Board meetings (11 of 11) and attended 88% of his committee meetings (21 of 24) for an aggregate attendance of 91% during the past year. He is Secretary of the Board and a member of the Audit/Finance/Investment Committee and Corporate Governance, Employee & Compensation Committee. He also serves as the Chair of the Board of Calista Education and Culture, Inc., and as a Member Representative of Nuvista Light & Electric Cooperative, Inc. Mr. Evan has previously

served on various Calista and affiliate committees including the Akilista Fund Committee, Corporate Governance, Employee & Compensation Committee, Proxy Committee, Shareholder Relations Committee and Audit/Finance/Investment Committee. He graduated from Mt. Edgecumbe High School in 1975 and attended the University of Alaska Fairbanks where he received a Bachelor of Arts in Rural Development with an emphasis in Business Management/ Administration, 1997. He is a Retired Major – Infantry, AK-ARNG. During his military service, Mr. Evan attended the Alaska Military Academy, Infantry School, and Command and General Staff College Correspondence Course. He also received numerous Decorations, Service Medals, and Badges. Mr. Evan served as the Tuntutuliak Traditional Council President from 2014 to March 2017, is CEO and former Board Chair (2016) of Qinarmit Corporation and has served as the Tribal Services Director for the Association of Village Council Presidents ("AVCP"). His previous experience includes Local Government Specialist III/ Rural Small Business Advisor for the State of Alaska, 1999-2005; Special Education Aide, Teacher Aide, STEP-Star School Coordinator, and Coach for Lewis Angapak Memorial School at Tuntutuliak, 1987-1995. Mr. Evan has no family relationship (defined as parents, spouse, children or siblings by blood or adoption) with any Director or Officer of Calista Corporation or any of its subsidiaries, or with any other Director candidate.

Personal Statement: *I have served on the Calista Doard since 2013. Many times, I put my feet in the shoes of the Shareholders before making a decision, and I will continue to do that the benefit of the corporation. Qu yana for your support in the last two terms as your representative on the Calista Doard.*

Other Candidates

OTHER CANDIDATES, ADMINISTRATIVE UNIT 4



John N. McIntyre, age 55, (Bethel, Alaska) is a shareholder of Calista Corporation. Mr. McIntyre attended Eek High School and received a diploma in 1982. He received an Associate's Degree in Arts from the University of Alaska in 1989, and in addition has received various certifications related to tribal and social services. Mr. McIntyre is currently a Resource Center Administrator with the Association of Village Council President (AVCP) and has held various administrative and executive positions with AVCP since 1992. In 2014, he received AVCP's Director of the Year Award and in 2015 he was the AVCP Convention Facilitator. His additional work experiences include various administrative and management positions with the Yukon-Kuskokwim

Health Corporation (YKHC) from 2001 to 2005; Eek School Teacher's Aide II in 1992; Campus Computer Lab Tutor and Learning Assistance Center Tutor at University of Alaska from 1989 to 1990; and Village Police Officer with the City of Eek, Alaska in 1986. Mr. McIntyre has been a Council Member for the City of Eek, Board Member of Iqfijouaq Company, and has held various membership roles with AVCP and YKHC. Mr. McIntyre has no family relationship (defined as spouse, parents, children or siblings by blood or adoption) with any director or officer of Calista or any of its subsidiaries, or with any other candidate.

Personal Statement: *My name is John McIntyre, I'm originally from Eek and currently residing in Dethel. I'm an original shareholder and a lifelong resident of the region. I'm running for the Calista Doard, because I want to advocate for our shareholders. I would like to see more educational opportunities developed for our youth, to prepare them for the future. I'm also running to create more opportunities for our shareholders through the development of our natural resources, which will create economic development and jobs for our shareholders. If elected, I will do my best to be your advocate on the Calista Doard. Qu yana.*



Anna Sattler, age 48, (Anchorage, Alaska) is a shareholder of Calista Corporation. Ms. Sattler attended Bethel High School and received a diploma in 1988, with additional studies at the University of Alaska Anchorage. Ms. Sattler is the Owner/ Founder of Anna's Alaska and

served as a Director of the Alaska Women's Leadership Forum from 2016 to 2018. Ms. Sattler has no family relationship (defined as spouse, parents, children or siblings by blood or adoption) with any director or officer of Calista or any of its subsidiaries, or with any other candidate.

Personal Statement: *I am committed to restoring trust, transparency and accountability to the Calista Corporation and the board. Shareholders deserve respectful representation reflecting our values. I grew up commercial fishing and running our tender boat operation along the Kuskokwim River and the Day. I am a private business owner. My work in both the public and private sectors allowed me to develop invaluable skills that will benefit Calista and our shareholders. If elected, I will promote a corporate culture enforcing respect and integrity, advocate for increased economic growth in our communities, and ensure Calista's financial path is sustainable with profit supporting timely dividends.*

OTHER CANDIDATES, ADMINISTRATIVE UNIT 5



William Igkurak, age 69, (Kwigillingok, Alaska) is a shareholder of Calista Corporation and Qemirtalek Coast Corporation (“QCC”). Mr. Igkurak attended Chemawa Indian High School in Chemawa, Oregon from 1966-1970, and received a Diploma in 1970. He attended Anchorage Community College from 1970-1973 and was certified in metallurgy, autotech and physics in 1973. He served in the Alaska Army National Guard from 1973-78. He is certified by the Outdoor Motor Corporation in outboard motors, 1978, and Kenetic Energy Systems in utility management, 1983. Mr. Igkurak has been General Manager at Qemirtalek Coast Corporation since April 2018 and prior to that was General Manager of Kwig Power Company from 1983 to 2017. Other experiences and affiliations include service on the QCC Board of Directors from 1989 to 2018, including Chairman from 1995 to 2018; member of the Board and Management team at NorthStar Gas, LLC, 2000 to 2013; and founder and President of Chaninik Wind Group, 2006 to present. Mr. Igkurak has previously served as a Director on the Calista Board from 2007-2013, including on various Board and subsidiary committees. As a Calista Director, Mr. Igkurak participated in business ethics, compliance and Robert’s Rules of Order training. In October 2013, Mr. Igkurak received a public censure from the Calista Board. On July 21, 2011, Mr. Igkurak pleaded guilty to violating AS 11.71.060(a)(1), Misconduct Involving a Controlled Substance, a Class B misdemeanor, and was convicted thereof. Mr. Igkurak has no family relationship (defined as spouse, parents, children or siblings by blood or adoption) with any Director or officer of Calista or any of its subsidiaries, or with any other candidate.

Personal Statement: *I am seeking the Calista Doard seat for Administrative Unit No. 5. I served on the Calista Doard (2007-2013) and served my village Corporation is a board member, officer and general manager for 20 years. I worked as electric utility manager for 24 years. I helped foster economic infrastructure by leading in the successful effort to bring renewable energy and distribution systems to Kipnuk, Kwigillingak, Kongiganak & Tuntutuliak. As a member of the Calista Doard, I actively promoted and helped Calista to meet its strategic goals. I’m asking for your vote and hope to serve you once again.*



William Kanuk, age 47, (Bethel, Alaska) is a shareholder of Calista Corporation. He served as a Sergeant with the Alaska Army National Guard from 1989 to 2010. Mr. Kanuk attended Yunt Elitnaurviat – The People’s Learning Center in 2012. Mr. Kanuk continues to serve the State of Alaska working as a Sergeant for the Alaska State Defense Force since 2016. Mr. Kanuk has no family relationship (defined as spouse, parents, children or siblings by blood or adoption) with any director or officer of Calista or any of its subsidiaries, or with any other candidate.

Personal Statement: *I have devoted my adult life contributing to public service both as a village public safety officer in my home community and as a 20-year soldier in the Alaska Army National Guard. I was raised in Kipnuk and talked and lived our traditional Yupik values. I continue to serve the State of Alaska as a member of the Alaska State Defense Force because I believe in public service and serving the people of our region and Alaska. I am running to restore trust in our region and will do my absolute best to represent all shareholders in our region.*

OTHER CANDIDATES, ADMINISTRATIVE UNIT 6



David Chanar, Sr., age 72, (Anchorage, Alaska) is a shareholder of Calista Corporation. Mr. Chanar attended St. Mary’s High School and received a diploma in 1969. He attended University of Alaska Fairbanks earning a Bachelor’s Degree in Elementary Education in 1974. Mr. Chanar served in the Alaska Army National Guard from 1963 to 1967. His work experience includes assisting with extensive transcriptions and translations with Calista Education and Culture, Inc. and volunteer work with schools in the Anchorage School District. Mr. Chanar has no family relationship (defined as spouse, parents, children or siblings by blood or adoption) with any director or officer of Calista or any of its subsidiaries, or with any other candidate.

Personal Statement: *Whatever resource development and enterprises we may want to start, we must make sure that it does not jeopardize or compromise what our land provides; sustainable and valuable resources we need for our subsistence economy – YUUNGNAQSARAPUT. We must actively pursue and support our people in obtaining education, skills in subsistence activities, skills in various trades as well as college and university endeavors. Providing jobs in communities and taking advantage of opportunities available outside one’s community. Foremost*

in all effort to improve and advance our communities and each individual, learn and never compromise our own unique Yup’ik values. NUTEMLLAQ/AKWALLAQ.



Wayne Don, age 47, (Eagle River, Alaska) is a shareholder of Calista Corporation and has served on the Calista Board since 2016. Mr. Don attended 91% of Board meetings (10 of 11), is not a member of any committee, and had an aggregate attendance of 91% during the past year. Mr. Don is former Chair of the Board and has previously served on the Akilista Fund Committee and Audit/Finance/Investment Committee. Mr. Don graduated from Nuniwarmiut High School in 1990. He attended the University of Alaska Fairbanks from 1990-1994, earning a Bachelor of Arts in Criminal Justice in 1994, and again from 2001-2004, receiving a Master’s Degree of Business Administration in 2004. He recently received a Master’s Degree in Strategic Studies from the U.S. Army War College in 2018. Mr. Don’s work experience and affiliations include Director/Chairman, NIMA Corporation, 2004-present; Director, Alaska State Board of Public Accountancy, 2012-2016; Committee Member, National Native Veterans Monument; Museum of the American Indian, 2016-present; and Director, North Island Corporation, 2007-Present (Defense Contractor). He also serves in the United States Army/Alaska National Guard as a Colonel. Mr. Don has no family relationship (defined as spouse, parents, children or siblings by blood or adoption) with any Director or officer of Calista or any of its subsidiaries, or with any other candidate. On May 14, 2018, Calista filed a civil lawsuit against Mr. Don in Anchorage Superior Court captioned Calista Corporation v. Wayne Don, Sam Fortier & Harley Sundown, 3AN-18-06788 CI. In that lawsuit, Calista asserted claims that Mr. Don had violated Alaska law on the contents of proxy solicitations and had breached his fiduciary duties to Calista. Mr. Don asserted counterclaims against Calista for indemnity, retaliation, and breach of the implied covenant of good faith and fair dealing. On February 4, 2019, the parties announced that the legal disagreements between Wayne Don and Calista were amicably resolved and the lawsuit titled Calista v. Don was dismissed.

Personal Statement: *I have served 15 years as director and Chairman of my village corporation and am committed to the highest levels of conduct, leadership, accountability and transparency. My entire professional life has been devoted to the public as a soldier and as a member of various committees and boards in Alaska and the United States. My service as a soldier has spanned 20 years and involved three overseas deployments to Dosnia and Afghanistan. You can count on me to shoulder the burden of responsibility, accountability and leadership for*

all Calista shareholders and represent the interests of all communities in the region.



Moses G. Lincoln, age 52, (Toksook Bay, Alaska) is a shareholder of Calista Corporation. Mr. Lincoln attended Nelson Island High School and received a diploma in 1985. His education includes attending AVTEC in Seward where he received a diploma in 2003. Mr. Lincoln

served 6 years in the Army National Guard. His work experience and affiliations include 10 years of experience working for the Yukon Kuskokwim Health Corporation (“YKHC”); 2 years of experience as a YKHC construction laborer; seasonal work, including with NTC Geoblocks; and experience in subsistence and as a commercial fisherman in Bristol Bay. Mr. Lincoln has no family relationship (defined as spouse, parents, children or siblings by blood or adoption) with any director or officer of Calista or any of its subsidiaries, or with any other candidate.

Personal Statement: *I live in Toksook Day, I can be of help to Calista Doard. I can do my best to affiliate with Calista and other local business corporations with Calista.*

Current Directors with Terms Continuing Until 2020

Administrative Unit 7



Margaret Pohjola (Phillips), age 54, (Anchorage, Alaska) is a shareholder of Calista Corporation and The Kuskokwim Corporation, with village ties to Chuathbaluk. She has served on the Calista Board since 1987 and her current term expires in 2020. Ms. Pohjola

attended 100% of Board meetings (11 of 11) and attended 100% of her committee meetings (11 of 11) for an aggregate attendance of 100% during the past year. She is Vice-Chair of the Board and a past Chair, Secretary, and Treasurer of the Board. Ms. Pohjola is Chair of the Audit/Finance/Investment Committee, Vice-Chair of the Akilista Fund committee, and is a Calista Representative to Regional Organizations. Ms. Pohjola has previously served on various Calista committees, including the Audit/Finance/Investment Committee, Corporate Governance, Employee & Compensation Committee, Shareholder Relations Committee, Akilista Fund Committee, Proxy Committee, Ethics Committee, President/CEO Performance Evaluation Committee, and the Directors’ Committee. She has also served as a Director of various Calista subsidiaries, including Brice Incorporated, Tunista, Inc., Yulista Aviation, Inc., Solstice Advertising, LLC, Tunista Services, LLC,

Calista Real Estate, LLC, Ookichista Drilling Services, Inc., and Ena Holding, LLC. She graduated from Mt. Edgumbe High School in 1982. Ms. Pohjola attended the University of Alaska Fairbanks from 1982-1985; Chaminade University of Honolulu, Hawaii in 1985; and received a Bachelor's Degree in Business Administration in Management from the University of Alaska Anchorage in 1994. Ms. Pohjola serves as Accounting Tech at ASEA, Local 52, August 2016-present. Her previous employment includes NMS-FFM Accountant I, 2013 to 2014; Alaska Native Tribal Health Consortium as an Accounts Payable Accountant, 2007 to 2010; Cook Inlet Tribal Council, Senior Accountant, 1999 to 2007 and 2014 to 2015; and Alaska Executive Search as a Temporary Accountant. Her other experience and affiliations include service on the St. Alexis Orthodox sisterhood, Director of Alaskanette Baton and Show Corps, Inc., and Director of the Calista Scholarship Fund, Inc. Ms. Pohjola has no family relationship (defined as spouse, parents, children or siblings by blood or adoption) with any Director or officer of Calista or any of its subsidiaries, or with any Director candidate.

Administrative Unit 8



Willie Kasayulie, age 67, (Akiachak, Alaska) is a shareholder of Calista Corporation and Akiachak, Ltd. He has served on the Calista Board since 1999 and his current term expires in 2020. Mr. Kasayulie attended 100% of Board meetings (11 of 11) and attended 94% of his committee meetings (30 of 32) for an aggregate attendance of 95% during the past year. He is a past Chair of the Board and currently serves as Chair of the Corporate Governance, Employee & Compensation Committee, Chair of the Shareholder Relations Committee, Chair of the Proxy Committee, Secretary of the Akilista Fund Committee and serves on the Audit/Finance/Investment Committee. Mr. Kasayulie is also a Calista Member Representative for Nuvista Light & Electric Cooperative, Inc. and a Calista Representative to the Alaska Federation of Natives and Regional Organizations. He has previously served as Calista Shareholder Relations Director and on various Calista committees, including the Ethics Committee, Shareholder Relations Committee, Akilista Fund Committee, Corporate Governance, Employee & Compensation Committee, President/CEO Performance Evaluation Committee, and Board Structure Committee. Mr. Kasayulie has also served as a Director of various subsidiaries, including Yulista Management Services, Inc., Yulista Aviation, Inc., Y-Tech Services, Inc., Yulista Holding, LLC, Yulista Tactical Services, Inc., Yulista Energy Services, Inc., Alaska Telecom, Inc., and Bilista Contractors, Inc. Mr. Kasayulie graduated from Hartford High School of White River Junction, Vermont in 1971.

He has also had various training in corporate and tribal operations. Mr. Kasayulie's recent employment history includes being the Tribal Court Administrator for Akiachak Native Community since August 2010; and the President and CEO of Akiachak, Ltd., 2002-2007. His other experiences and affiliations include service on the Akiachak, Ltd. Board of Directors as Chair; Akiachak IRA Council; Akiacuarmiut Tribal Conservation District Director; Association of Village Council Presidents; Alaska Inter-Tribal Council; National Congress of American Indians; Native American Rights Fund; Alaska Civil Liberties Union; Association of Alaska School Boards; Communities in Schools-Alaska; Yupiit School District as Chair; Northstar Gas, LLC as Chair; and the Alaska Army National Guard, honorable discharge as First Lieutenant in 1990. Mr. Kasayulie has no family relationship (defined as spouse, parents, children or siblings by blood or adoption) with any Director or officer of Calista or any of its subsidiaries, or with any Director candidate.

Administrative Unit 9



Earl D. Samuelson Sr., age 60, (Napaskiak, Alaska) is a shareholder of Calista Corporation. He has served on the Calista Board since 2014 and his current term expires 2020. Mr. Samuelson attended 100% of Board meetings (11 of 11) and attended 100% of his committee meetings (28 of 28) for an aggregate attendance of 100% during the past year. Mr. Samuelson is Chair of the Akilista Fund Committee, Vice-Chair of the Audit/Finance/Investment Committee, Secretary of the Corporate Governance, Employee & Compensation Committee, and Secretary of the Shareholder Relations Committee, and serves on the Board of Calista Education and Culture, Inc. He has previously served on various Calista committees, including the Audit/Finance/Investment Committee, Akilista Fund Committee, and Corporate Governance, Employee & Compensation Committee. Mr. Samuelson graduated from Bethel Regional High School in 1977 and AeroTech Flight School in Anchorage from 1977-1979, where he received a private pilot certificate and commercial pilot certificate. Mr. Samuelson's work experience and affiliations include aircraft pilot for the State of Alaska Department of Public Safety from 1981- 2015; service on the Napaskiak Tribal Council as member (2004-2013), Vice-President and President from 2012-2013; as a Yuut Yaqungviat (AVCP Flight School) Board member (2009-2015); with the Lower Kuskokwim Fish and Game Advisory Committee (State of Alaska) representing Napaskiak from 2013-2017; Bethel Search & Rescue from 2012 to present, as a member and volunteer; and the Governor's Aviation Advisory Board (State of Alaska) from April 2016 to present, as

a member and volunteer. Mr. Samuelson has no family relationship (defined as spouse, parents, children or siblings by blood or adoption) with any Director or officer of Calista or any of its subsidiaries, or with any Director candidate.

Administrative Unit 10



Nick P. Andrew, Jr., age 56, (Marshall, Alaska), is a shareholder of Calista Corporation and Maserculiq, Inc. He was appointed by the Calista Board in March 2019 to serve the remainder of the Unit 10 term that will expire in 2020. Mr. Andrew attended Marshall High School and received a diploma in 1982. His education includes University of Alaska studying Secondary Education, Elementary Education, and Rural Development. He has over 15 years work experience in both rural and urban Alaska, including Tribal Administrator with Marshall Traditional Council from October, 2011 to June, 2018; Executive Director with Ohogamiut Traditional Council from January, 2004 to May, 2011; Administrative Assistant with Ohogamiut Traditional Council from September, 2002 to January, 2004; Housing Director/Realty Officer with Marshall Traditional Council from September, 2001 to August, 2002; Native Foster Care Coordinator with Eklunta Tribal Council from October, 2000 to August, 2001; Building Maintenance with Prudential-Jack White Realty in 1999; ICWA worker with the Native Village of Andreafski from October, 1997 to August, 1998; and Teacher Director with Rural CAP Marshal Headstart Program from August, 1985 to May, 1986. Mr. Andrew is bilingual and fluent in Yup'ik. He has held various offices, including with the Maserculiq, Incorporated Board of Directors from 1986 to 1988; City Council Member/Mayor for the City of Marshall from 1986-1987; and Association of Village Council President RHA, Indian Housing Planning Committee from 2009 to 2014; and member of the Fortuna Ledge Co-Op Store. Mr. Andrew's father Nick Andrew, Sr. is an Elder Member of Calista Education and Culture, Inc.

Current Directors With Terms Continuing Until 2021

Administrative Unit 1



Myron P. Naneng, Sr., age 67, (Bethel, Alaska) is a shareholder of Calista Corporation and Sea Lion Corporation. He has served on the Board since 2015 and his current term expires in 2021. Mr. Naneng attended 91% of Board meetings (10 of 11) and attended 100% of his committee meetings (4 of 4) for an

aggregate attendance of 93% during the past year. Mr. Naneng serves on the Akilista Fund Committee and has previously served on the Calista Board from 1980-1984, including service on the Proxy Committee, Ethics Committee, Shareholder Relations Committee, and Directors' Committee. Mr. Naneng graduated from St. Mary's High School in 1970, and then attended University of Alaska-Fairbanks and UAF, Kuskokwim Campus, where he received an Associate's Degree in Land Resource Management in 1976. His business experience includes real estate appraisals and investments, and past experience working with the telecommunications company United Utilities, Inc. Mr. Naneng is Board Chairman/President of Sea Lion Corporation, positions he has held since 1980. He is also the past President of Association of Village Council Presidents (1990-2000, 2002-2016); Board member of Alaska Village Initiatives since 2015; and former Chair and Director of United Utilities, Inc., 1980 to 2008. Mr. Naneng has no family relationship (defined as spouse, parents, children or sibling by blood or adoption) with any Director or officer of Calista or any of its subsidiaries, or with any Director candidate.

Administrative Unit 2



JoAnn Jorgensen Werning, age 55, (Anchorage, Alaska) is a shareholder of Calista Corporation and Alakanuk Native Corporation. She has served on the Calista Board since 2003 and her current term expires in 2021. Ms. Werning attended 100% of Board meetings (11 of 11), is not a member of any committee and had an aggregate attendance of 100% during the past year. Ms. Werning has previously served on various Calista committees, including the Audit/Finance/Investment Committee, Akilista Fund Committee, Proxy Committee, Ethics Committee, Shareholder Relations Committee, and President/CEO Performance Evaluation Committee. She has also served as a Director of various subsidiaries and affiliates, including Brice Incorporated, Calista Heritage Foundation, Inc., Yulista Aviation, Inc., Tunista Contractors and Builders, LLC, Tunista, Inc., Tunista Construction, LLC, Calista Education and Culture, Inc., Calista Technical Services, Inc., and Bilista Holding, LLC. Ms. Werning also previously held Administrative Assistant, Human Resources, and Assistant to the President positions with Calista. Ms. Werning graduated from Alakanuk High School in 1983. She earned a BBA in Management from the University of Alaska Fairbanks in 1989 and a Master's Degree in Accounting from the University of Phoenix, Online, in 2005. She is a former Board member of AWAIC, former Director of Calista Scholarship Fund, Inc., current President of the Alaskanette Baton & Show Corp., from 2009 to present,

and the manager/owner of DFJ, LLC, from 2009 to present. Her employment history includes being Alyeska Pipeline Service Company Property/AFE & Financial Services Accountant, 1999 to 2006. She is currently the treasurer of AES-Houston Contracting Company, Inc., and is also employed as its Accounting/Business Manager, 2006 to present. Ms. Werning has completed sexual harassment training, safety in motion/NSTC training, and budget/reporting training. She has 30 years of management experience including supportive roles to project management and oracle fundamentals. In October 2013, Ms. Werning received a public censure from the Calista Board. Ms. Werning has no family relationship (defined as spouse, parents, children or siblings by blood or adoption) with any Director or officer of Calista or any of its subsidiaries, or with any Director candidate.

Administrative Unit 3



Robert L. Beans, age 66, (Palmer, Alaska) is a shareholder of Calista Corporation. He has served on the Calista Board since 2012 and his current term expires in 2021. Mr. Beans attended 100% of Board meetings (11 of 11) and attended 100% of his committee meetings (24 of 24) for an aggregate attendance of 100% during the past year. He is the Chairman of the Board, Vice-Chair of the Corporate Governance, Employee & Compensation Committee, Vice-Chair of the Proxy Committee and Vice-Chair of the Shareholder Relations Committee. Mr. Beans has previously served on various Calista committees, including the Corporate Governance, Employee & Compensation Committee, Ethics Committee, Proxy Committee, Audit/Finance/Investment Committee, and Shareholder Relations Committee. Mr. Beans graduated from St. Mary’s High School in St. Mary’s, Alaska in 1971. His later education includes Basic Military Training, Advanced Infantry Training, Non-Commissioned Officer Academy, Officer Candidate School, Infantry Officer Basic Course, Alaska State Trooper Academy, Village Public Safety Officer Academy, Rural Firefighter Academy, Firearms Safety Instructor Training, Rural Firefighter Instruction Training, and Accredited Cooperative Director Certification. Mr. Beans completed his Basic Leadership Certification (“BLC”) in 2017 and is currently working on his Gold Certification. Mr. Beans is retired. His past work experience includes Coastal Villages Region Fund in 2006 as a Project Specialist; U.S.D.A. Rural Development as a Multi-Family Housing Loan Specialist, 2005-2006, and Area Director Bethel Region, 2003-2005; Yukon Kuskokwim Health Corporation as Director of Tribal and Program Support Services, 2001-2003, and Grant Writer, 2000-2001; Alaska Department of

Commerce, Community, and Economic Development in 2000 as a Project Coordinator; and Kuigpagmiut/CDC/Consortium as President and CEO, 1990-1999. He also served in the Alaska Army National Guard from 1971-1988, Honorable Discharge (Captain). Mr. Beans has served on various boards and commissions, including Alaska Village Electric Cooperative, Inc. as a member, 1987-present, and as Chairman, 1990-2008; ANMC Diabetes Program Advisory Board, 2008-2010; Alaska Tobacco Control Alliance, 2001-2003; Rural Alaska Sanitation Coalition, 2001-2003; Governor’s Rural Sanitation Council, 1992-2000; National EPA/Tribal Operations Council, 1997-1999; Governor’s Blue Ribbon Commission on Power Cost Equalization, 1997-1998; Alaska Inter-Tribal Council, 1994-1997; Asa’carsarmiut Tribal Council, 1984-1999; Lower Yukon REAA Regional School Board, 1985-1988; Mountain Village Schools Parent Advisory Council, 1985-1988; Azachorok, Inc., 1986-1988 and as a Director from 2015 to present; AVCP, Inc. Executive Board, 1984-1986; PNEUMA Corporation, 1984-1986; and Aniak Police and Volunteer Fire Department Chief, 1980-1984. Mr. Beans has no family relationship (defined as spouse, parents, children or siblings by blood or adoption) with any Director or officer of Calista or any of its subsidiaries, or with any Director candidate.

At Large



Marcie Sherer, age 58, (Anchorage, Alaska) is a shareholder of Calista Corporation. She has served on the Calista Board since 2018 and her current term expires in 2021. Ms. Sherer attended 100% of Board meetings (6 of 6) and attended 100% of her committee meetings (4 of 4) for an aggregate attendance of 100% during the past year. Ms. Sherer previously served on the Calista Board from 2012 to 2015 and was the Treasurer of the Board, Vice-Chair of the Akilista Fund Committee and the Audit/Finance Committee, Secretary of the Ethics Committee, and a member of the Corporate Governance Committee. Ms. Sherer graduated from Bethel Regional High School earning a diploma in 1978. She graduated from the University of Alaska Fairbanks with a Bachelor of Arts degree in Business Administration in 1983, and earned a Master’s degree in Business Administration from the University of Alaska Southeast in 2013. Her prior work experience includes Controller for Gana-A’Yoo Limited in 2012; Vice-President of Business Development in 2011 and Vice-President Finance from 1996-2000 for Association of Village Council Presidents, Inc. Ms. Sherer worked for Cook Inlet Housing Authority as Controller, Vice-President of Finance, then CFO, 2000 to 2010, and then as Vice-President of Finance from 2013 to 2014,

where she was responsible for financial accounting and reporting for over 18 companies and over \$350 million in assets. Ms. Sherer is currently the Vice-President of Community Advancement for Cook Inlet Housing Authority where she provides training and technical assistance to Tribes, and works with individuals, tribes, partners and communities to connect with affordable housing and affordable housing opportunities. Her job focus is on affordable housing solutions and support for individuals and families experiencing homelessness. Ms. Sherer has held Vice-President, President, and Director positions for the Native Village of Napaimute (“NVN”) from 1996 to present. She also serves as a Director for the Anchorage Coalition to End Homelessness, 2016 to present. Ms. Sherer has no family relationship (defined as spouse, parents, children or siblings by blood or adoption) with any Director or officer of Calista or any of its subsidiaries, or with any Director candidate.

Committees Of The Board Performing Audit, Nominating, And Compensation Functions

The Board has 3 standing committees that perform audit, nominating or compensation functions: The Audit, Finance & Investment Committee, the Proxy Committee and the Corporate Governance, Employee & Compensation Committee. Unless specific authority is delegated by the Board, a committee has only the power to make recommendations to the full Board for its action. A brief description of the functions actually performed by each committee, the number of meetings held by each committee during the last fiscal year and the membership of each of these committees are as follows:

Audit, Finance & Investment Committee

The Audit, Finance & Investment Committee recommends operating and capital budgets; recommends selection of the independent auditors; reviews the audit, systems of internal control and accounting policies and procedures; approves services provided by the independent auditors; and directs and supervises investigations into matters within the scope of its duties. The committee met 4 times during 2018. Members of the committee are Margaret P Pohjola, Chair; Earl Samuelson, Sr., Vice-Chair; Marcie Sherer, Secretary; Willie Kasayulie, and Johnnie Evan.

Name	Title	2018 Compensation Paid	Deferred Compensation	Prior Year Deferred Compensation paid in 2018	401(k) Match
Andrew Guy	President/CEO: Calista Corporation	344,398	256,052	–	6,124
Josh Herren	CEO: Yulista Holding, LLC	486,206	–	–	4,625
Brennan Walsh	President: STG, LLC	416,547	–	–	4,625
Sharon Lechner	CFO, Calista Corporation	330,415	65,755	–	2,111
Luther Brice	President, Brice Inc.	393,274	–	–	6,125

“2018 Compensation Paid” includes 2018 base salaries plus bonuses paid in 2018 based in part upon performance in years prior to 2018. “Deferred Compensation” represents amounts earned in 2018 but which the employee voluntarily elected to be paid out in future years. “Prior Year Deferred Compensation Paid in 2018” represents amounts earned and deferred prior to 2018 that were paid in 2018.

Proxy Committee

The Proxy Committee reviews applications submitted by candidates for election to the Board, reports to the Board on the candidates that are qualified to be candidates, recommends to the Board candidates to be included for Board endorsement, solicits proxies on behalf of the Board, and acts for the Board as the holder of the Board’s proxies. The committee met 2 times during 2018. Members of the committee are Willie Kasayulie, Chair; Robert L. Beans, Vice-Chair; and Marcie Sherer, Secretary. Leslie R. Hunter, Sr. served as Proxy Committee Secretary until his passing on Feb. 10, 2019.

Corporate Governance, Employee & Compensation Committee

The Corporate Governance, Employee & Compensation Committee makes recommendations concerning: compensation to be paid to Directors and the President of Calista, the President performance evaluation, employee benefit plans, workplace rules, succession planning, and performs other duties previously performed by the Ethics Committee. These duties include implementing the Code of Business Ethics and Conduct for Directors (“Code”) by reviewing, determining, and recommending courses of action concerning allegations of violations of the Code. The committee met 17 times during 2018. Members of the committee are Willie Kasayulie, Chair; Robert L. Beans, Vice-Chair; Earl Samuelson, Sr., Secretary; Johnnie Evan and Paul George Guy.

Compensation Or Other Remuneration Of Directors And Officers, Leadership Structure And Board Attendance Policy

The table below sets forth a statement of all current compensation or other remuneration distributed or accrued and of all future compensation or other remuneration contributed by Calista and its subsidiaries during the fiscal year ended December 31, 2018, to or on behalf of each of the 5 most highly compensated officers or Directors for the Director’s or officer’s services in all capacities to Calista and its subsidiaries during 2018. The total of all current compensation or other remuneration distributed or accrued and all future compensation or other remuneration contributed by

Calista during the fiscal year ended December 31, 2018, to or on behalf of all 34 officers and 12 Directors who served in 2018, as a group, was \$8,079,731. This sum includes the compensation or other remuneration of the 5 persons named above.

The Board’s Compensation Policy is recommended by the Corporate Governance, Employee & Compensation Committee and then adopted by Calista’s Board. The Policy applies to Board, subsidiary, committee, and special meetings. Board members receive a monthly stipend of \$2,800 (\$3,000 for the Chair), as compensation for all services as a Director. If a Director attends an unusually high number of meetings in any year, additional compensation may be paid. In addition to the monthly stipend, Directors receive per diem of \$60 per day (\$45 for travel days) or actual expense reimbursement in lieu of per diem and a \$100 stipend for travel days.

Calista is not aware of any transaction to be reported under 3 AAC 08.345(b)(1)(H) or (b)(3) (transactions in which a candidate, director, executive officer, or member of that person’s family has a personal or business interest or may otherwise benefit), except for Calista’s financial contributions of \$20,000 or more to Calista Education and Culture, Inc. and Alaska Village Electric Cooperative, Inc.

Calista is governed by an 11-member Board, a President/Chief Executive Officer (“CEO”), and an executive management team. The Board’s leadership structure consists of a Chair, Vice-Chair, Secretary, and Treasurer. The Chair, Vice-Chair, Secretary, and Treasurer are all required to be shareholders and members of the Board of Directors of Calista. The President, who need not be a member of the Board, also serves as the CEO of Calista. The President/CEO reports directly to the Board and is responsible for carrying out the direction of the Board. The executive management team reports to the President/CEO and is responsible for day-to-day management.

Director attendance and participation at Board and committee meetings (whether in person, via conference call, or electronic meeting technology) is mandatory unless excused in writing by the Board Chair. Unexcused absences can subject a Director to discipline and/or sanctions under the Code of Business Ethics and Conduct for Directors.

Solicitation

The expense of this solicitation of proxies on behalf of the Board, including the cost of preparing, printing, mailing, and advertising of the Notice of Annual Meeting and proxy statement, will be borne by Calista. Calista will also bear the expenses of the Inspector of Elections

and Parliamentarian. No other expenses in connection with the proxy solicitation are anticipated. Solicitations will be made by mail, telephone, e-mail, in writing, the Internet, radio, social media or other electronic forums or publications, or personal contact.

The total amount estimated to be spent and the total amount already spent on the solicitation of proxies is anticipated not to exceed \$30,000 over and above the amounts Calista would normally spend on a solicitation for an election of Directors in the absence of a contest. The total amount estimated and already spent to conduct the Annual Meeting does not include salaries and wages of Calista’s regular employees and officers.

Submission of Shareholder Resolutions

Certain matters are required to be considered at an Annual Meeting of Shareholders, e.g., the election of Directors. The Board may submit to the Shareholders other matters for consideration. Additionally, Shareholders may be asked to vote on resolutions submitted by Shareholders who are not members of management on matters deemed proper under Calista’s Election Policies and Procedures (“CEPP”) and applicable state law.

Shareholder eligibility to submit resolutions, the proper subjects, and the form of Shareholder resolutions are regulated by state law and the CEPP. The issue raised must be in the form of a resolution and be supported by Shareholder(s) who are individual or joint record owners of at least .25% of Calista’s outstanding shares (Shareholders who collectively own at least .25% of the outstanding shares of Calista). The Shareholder(s) proposing the resolution must submit the proposed resolution with the name, address, number of shares, signature, and date of signature of each Shareholder submitting the resolution, the name and contact information for at least 1 Shareholder proponent, and a proponent’s supporting statement of 500 words or less. Submissions must be received by Calista’s General Counsel by the deadline for submitting resolutions for the Annual Meeting.

Resolutions which would require an amendment of the bylaws or articles of incorporation in order to be given effect, or which are in the form of such an amendment, are treated as a proposal for such an amendment, and must meet applicable requirements for such an amendment in order to be adopted.

The Board and management carefully consider all valid resolutions from Shareholders. When adoption of a resolution is clearly in the best interest of Calista and the Shareholders and does not require Shareholder approval, it may, in the discretion of the Board, be

adopted by the Board instead of being included in the proxy statement.

The Board may reject a proposed Resolution if the Proponent has already submitted 3 other proposed Resolutions to be considered at the same meeting or if a similar Resolution has already been submitted for the same meeting. The Board may reject as invalid a Resolution that contains false or misleading information, or if the subject matter of is not appropriate for action by the Shareholders. If the wording of a proposed Resolution that is otherwise valid is confusing or lacks clarity, the Board may direct the General Counsel to revise the wording of the proposed Resolution to clarify the meaning.

The Board may reject an otherwise valid Shareholder Resolution if: (i) the same or a similar Resolution has been submitted and voted on by the Shareholders at either of the prior 2 Annual Meetings or at any special meeting within the 2 years before the scheduled date of the meeting for which the Resolution is submitted, and (ii) the vote of the Shareholders in favor of the previous Resolution was (A) less than one-third (33.33%) of the total outstanding shares of Calista if the Resolution was to amend the Bylaws or other matters requiring more than a majority of those present at the meeting, or (B) less than one-third (33.33%) of the shares voting in person or by proxy at the meeting in question if the matter requires a majority of those present at the meeting to be enacted.

For consideration at the 2019 Annual Meeting, Shareholder resolutions must have been received by Calista by 5 p.m. on March 28, 2019. This deadline was published in the Calista Storyknife Newsletter. **This year, no Shareholder resolutions were received by the deadline of 5 p.m. on March 28, 2019.**

Independent Public Accountants

KPMG LLP, a certified public accounting firm, was

retained as the 2018 independent principal accountants for Calista. The Board authorized and approved all services performed by KPMG LLP for Calista during the 12-month period ended December 31, 2018. KPMG LLP examined and reported on Calista’s 2018 consolidated financial statements and 401(k) plans. The Calista Board reviewed the results of the annual audit with KPMG.

All fees paid to KPMG LLP during 2018 were for audit, tax advisory and related services. Of the total fees paid to KPMG LLP during 2018, 45% were for audit and related services and 55% were for tax and other services. A KPMG LLP representative will be present at the Annual Meeting to make a statement and respond to any questions from the floor.

CALISTA CORPORATION



Johnnie Evan
Secretary