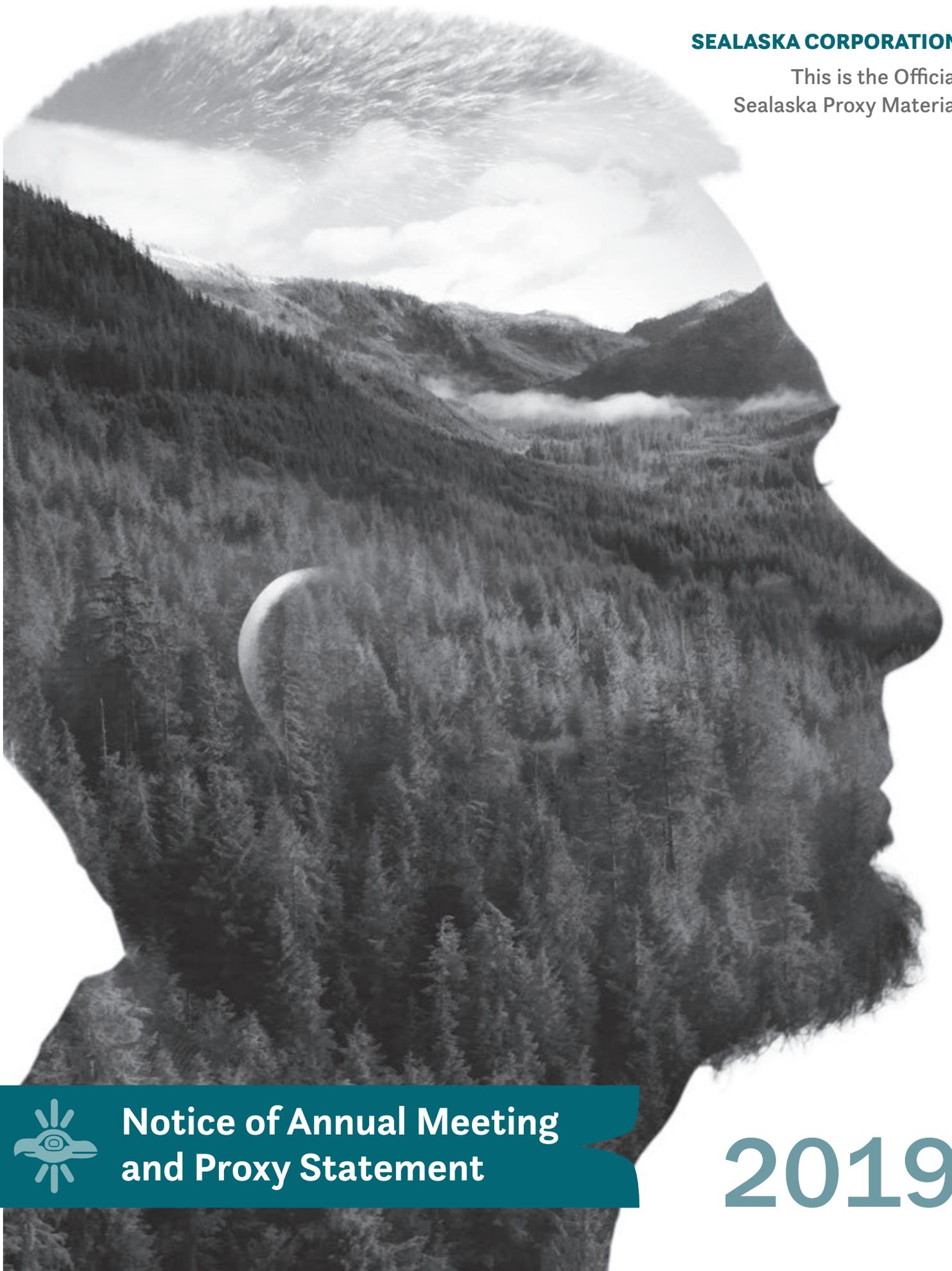


**SEALASKA CORPORATION**

This is the Official  
Sealaska Proxy Material



**Notice of Annual Meeting  
and Proxy Statement**

**2019**

# Vote Your 2019 Sealaska Proxy and Attend the 46th Annual Meeting of Shareholders

## EARLY BIRD PRIZES

Vote your proxy on or before June 7, 2019.

Grand	<b>\$5,000</b>	for 1 winner
2nd	<b>\$2,500</b>	for 2 winners
3rd	<b>\$1,000</b>	for 5 winners
4th	<b>\$750</b>	for 6 winners
5th	<b>\$500</b>	for 11 winners

**PLUS** Two Round Trip Tickets to Hawaii

## ANNUAL MEETING DOOR PRIZES

There will be great door prizes for those attending the annual meeting in Anchorage, Alaska, on June 22, 2019, including prizes for those who register and attend via webcast.

## ANNUAL MEETING PRIZES

Vote your proxy so it is received by fax, mail or through online voting by June 20, 2019, or vote at the annual meeting on June 22, 2019.

1st	<b>\$2,500</b>	for 3 winners
2nd	<b>\$1,500</b>	for 1 winner
3rd	<b>\$1,000</b>	for 1 winner
4th	<b>\$500</b>	for 1 winner

**PLUS** One Round Trip Ticket to Hawaii

**PLUS** All webcast viewers the day of the annual meeting will be eligible for a webcast prize. **\$1,000** for **3** winners.

## PRIZE RULES:

1. Except for the annual meeting door prizes, you do not have to be present to win.
2. Board members, board nominees, officers and managers of Sealaska Corporation, its subsidiaries, or affiliates, and their spouses and minor children, are not eligible for the annual meeting and Early Bird drawings, or annual meeting door prizes. Employees of Sealaska or its affiliates are not eligible for annual meeting door prizes.
3. To be eligible for the Early Bird prizes, your proxy must be received by the Independent Inspectors of Election and Voting by June 7, 2019, at 5 p.m. Alaska Daylight Time. Winners of Early Bird prizes will be announced on approximately June 10, 2019.
4. Cash prizes in excess of \$600 will be reported to the IRS on a 1099 form by Sealaska Corporation on or before January 31, 2020. All prize winners will be responsible for applicable state and federal taxes.
5. The airline tickets to Hawaii are mileage tickets, with a limit of up to 50,000 miles per ticket.

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## ATTENTION: New Shareholders

If you are a newly enrolled shareholder descendant owning only Class D-Descendant shares, or you are a Sealaska shareholder for the first time through gifted or inherited shares, this might be the first Proxy Statement and Proxy Card you have received.

This booklet (Proxy Statement) contains the information you will need to be able to vote (cast your Proxy Card) for this year's annual meeting of shareholders. If you find you still have questions, please do not hesitate to give us a call. Contact the Corporate Secretary at 907.586.1512 with your voting questions.

## ATTENTION: Elders with Life Estate Stock

If you are an Elder who has received 100 shares of Class E-Elder life estate stock, please remember that Class E stock does not carry voting power and does not contribute to the number of your total votes for the annual meeting. Only the original voting stock you currently own may be used to cast votes. The number of shares of voting stock you own, and the number of votes you have, can be found on the front of your proxy card.

## Letter from the Board Chair

### Dear Shareholders:

The right to vote is the right to express your voice at Sealaska. The choice to exercise that right is powerful. The Sealaska Board of Directors and management team are asking you to demonstrate that power by casting your vote in 2019 after reviewing this proxy statement and related material.

In 2018, approximately 61 percent of outstanding shares were voted and of that, about 26 percent used **MySealaska** (online voting). Sealaska would like to see an increase in shareholders voting electronically through **MySealaska** and the board is hoping for an annual increase in voter turnout. We need your voices to ensure our families are voting and understand the different ways they can vote.

**VOTE ONLINE.** You can vote online through **MySealaska**. Online voting is safe, secure and much more cost effective for Sealaska. You must vote online by June 20, 2019.

**VOTE BY PAPER PROXY.** You can vote by signing and submitting the blue paper proxy in the mail or by fax. You can also deliver it in person at Sealaska headquarters or with the Inspectors of Election. You must vote your paper proxy by June 20, 2019.

**VOTE IN PERSON AT THE ANNUAL MEETING.** You can vote at the meeting on June 22, 2019 in Anchorage, AK.

**VOTE EARLY.** You must vote on or before June 7, 2019 in order to be eligible for Early Bird Prizes.

For questions about the Proxy contact:

Corporate Secretary  
Phone: 907.586.1512  
Toll Free: 800.848.5921  
Email: corpsec@sealaska.com

For questions about the Annual Report or for additional copies contact:

Communications Department  
Phone: 907.586.1512  
Toll Free: 800.848.5921  
Email: electioninfo@sealaska.com

Sealaska is stronger when we all stand to be counted. Thank you, in advance, for participating in the 2019 Annual Meeting in person or by proxy.

Sincerely,  
SEALASKA CORPORATION



Joe Nelson  
Board Chair

Dated: May 2, 2019

## Letter from the Corporate Secretary

### Sealaska Corporation Notice of Annual Meeting of Shareholders

### Dear Shareholders:

**NOTICE IS HEREBY GIVEN THAT THE 46th ANNUAL MEETING OF SHAREHOLDERS OF SEALASKA CORPORATION WILL BE HELD AT THE ANCHORAGE DENA'INA CIVIC AND CONVENTION CENTER, 600 WEST SEVENTH AVENUE, ANCHORAGE, ALASKA, ON SATURDAY, JUNE 22, 2019, AT 1 P.M. ALASKA DAYLIGHT TIME.**

The purposes of this meeting are to:

- Hear a report on Sealaska's business operations and activities for the year ended December 31, 2018.
- Elect four directors whose terms will expire at the annual meeting in 2022.
- Carry out any other business that may properly be brought before the meeting.

Although we do not know of any other business to be considered at the 2019 annual meeting, if any other business is presented at the annual meeting, your signed proxy card gives authority to Sealaska Proxyholders Barbara Cadiente-Nelson, Tate London and Joseph Nelson to vote on such matters according to their best judgment.

Holders of the voting stock of record at 5 p.m. Alaska Daylight Time, on the Record Date, April 15, 2019, are entitled to vote at the 2019 annual meeting. On that date, Sealaska had 2,462,176 outstanding shares of stock, and 2,080,893 of those were entitled to vote.

Please submit your proxy as soon as possible to ensure that your shares will be voted, even if you cannot attend the annual meeting in person. There are three ways to vote your proxy, which you can read about on pages 4-6 of this proxy statement. You may call the Inspectors of Election and Voting at 907.789.3178 or toll-free 1.800.478.3178 if you have any questions or to confirm your proxy has been received.

Each shareholder who returns a valid proxy before the deadline, whether online, in the mail, delivery in person or by fax, or by voting in person at the meeting, will receive a one-time payment of \$25. If you qualify for the incentive, you can choose to contribute it directly to Sealaska Heritage Institute (SHI) Arts Campus Construction Fund. Just mark the appropriate box on your proxy. You may also make this contribution in the memory of someone by writing their name(s) in the blank space.

All proxies must be received by the Independent Inspectors of Election and Voting in Juneau before 5 p.m. Alaska Daylight Time, Thursday, June 20, 2019. Proxies received after that date and time will not be voted at the annual meeting and will not be eligible for the \$25 incentive. You may vote in person at the annual meeting in Anchorage, Alaska, on Saturday, June 22, 2019, and still be eligible for the \$25 incentive. Shareholders who wish to attend the meeting by webcast should submit their proxy by the deadline. It will not be possible to vote electronically on the webcast.

We greatly appreciate your participation in the Sealaska election and annual meeting.

Regards,



Jaeleen J. Kookesh  
Vice President, Policy and Legal Affairs,  
Corporate Secretary

Dated: May 2, 2019

# Sample Proxy

## Official Sealaska Corporation Proxy

### Solicitation by the Board of Directors for the 2019 Annual Meeting of Shareholders

Shareholder Name: \_\_\_\_\_  
 Shareholder ID #: \_\_\_\_\_ Voting Shares: \_\_\_\_\_ Votes: \_\_\_\_\_

For greater detail on how to vote, including **Online Voting**, see your 2019 Proxy Statement.

### Vote Your Proxy

Check the box of your choice.

- Discretionary** - Your votes will be voted for candidates endorsed by the Board of Directors. Do not allocate your votes below. The Corporation will distribute your votes among its nominees at the discretion of the Proxyholders named below.
- Directed** - If you wish to direct specific numbers of votes to certain nominees, either within the Board of Directors' nominees or among the listed independent nominees, write the number of votes you wish to give to each nominee next to that nominee's name. Vote for no more than a total of four nominees.
- Quorum Only** - If you wish to withhold authority to vote, your proxy will be counted for quorum purposes only. If you check this box, no nominee will receive your votes, unless you have also checked the discretionary voting box or cast directed votes for a nominee.

### Vote for Directors

**How many votes do you have?** See the top right of your proxy card for the number of voting shares you own and the number of votes you have for directors. For example, 100 shares = 400 votes. If you checked the "Discretionary" or "Quorum Only" box above, you should **not** write in the number of votes.

#### BOARD OF DIRECTORS' NOMINEES

The Board of Directors endorses the following nominees.

Nominee:	# of Directed Votes:
Barbara Blake	_____
Jodi Mitchell	_____
Jacqueline Pata	_____
Richard Rinehart	_____

#### INDEPENDENT NOMINEES

The following nominees are independent candidates. They are not endorsed by the Board of Directors.

Nominee:	# of Directed Votes:
Michael Beasley	_____
Vicki Soboleff	_____
Karen Taug	_____
(write-in candidate)	_____
(write-in candidate)	_____

### Sign and Mail Your Proxy

I hereby appoint as my attorneys in fact and proxies Barbara Cadiente-Nelson, Tate London and Joseph Nelson ("Proxyholders"), a majority of them, or any one of them acting in the absence of the others, with full powers of substitution, to attend the Annual Meeting of Shareholders of Sealaska Corporation to be held in Anchorage, Alaska, on June 22, 2019, at 1 p.m., and any adjournment or postponement thereof, and to vote all of my shares of Sealaska Corporation that I could vote, including discretionary authority to selectively cumulate votes, with all the powers that I would possess if personally present at the meeting, all as described in the Notice of Meeting and Proxy Statement, both dated May 2, 2019, receipt of which I acknowledge. If this proxy is signed and no specific direction is given, this proxy will be voted for the Board of Directors' nominees, and at the discretion of the Proxyholders upon such other matters as may properly come before the meeting. Directors will be elected for terms ending in 2022. CAST MY VOTES IN THE MANNER INDICATED ABOVE.

**Sign and mail this proxy in the enclosed prepaid envelope to:** Date: \_\_\_\_\_, 2019

Independent Inspectors of Election & Voting  
 Elgee Rehfeld, CPAs  
 9309 Glacier Highway, Suite B200, Juneau, AK 99801

**OR fax your proxy to:**  
 1.866.433.8063

**Deadline:**  
 Your proxy must be received by the Independent Inspectors of Election by **5 p.m. Alaska Daylight Time on June 20, 2019.**  
 The Early Bird Deadline is 5 p.m. Alaska Daylight Time on June 7, 2019.

To confirm your proxy was received, check online through **MySealaska**. Or call Elgee Rehfeld at 907.789.3178 or toll-free 1.800.478.3178.

**CHECK HERE** to contribute your \$25 voting incentive to **Sealaska Heritage Institute Arts Campus Construction Fund**

*OPTIONAL:* This gift is made in memory of \_\_\_\_\_

# How to Vote Your Paper Proxy

**IF YOU VOTE WITH YOUR PAPER PROXY, BE SURE TO COMPLETE & SIGN!**

*This section refers to the numbers on the sample proxy on page 4.*

## 1 Choose Which Way You Would Like to Vote

As a Sealaska shareholder, you have the following choices in completing your proxy:

- **Vote Discretionary** - If you check this box, you will cast all your votes for the Board of Directors' nominees. The proxyholders appointed by the board will allocate them by selective cumulation at their discretion among the nominees on the board's slate to elect as many of the board's nominees as possible. A proxy that is signed but not marked will be voted for the board nominees. You can withhold votes for one or more individual board nominees by drawing a line through their name where it is printed on the proxy.
- **Vote Directed** - If you check this box, you may cast a specific number of votes for one or more nominees listed on the proxy, either board or independent nominees, or for an individual whom you write in. Because of cumulative voting, you have the number of votes equal to the number of voting shares you own, times four (4), the number of directors to be elected at this annual meeting. The election bylaws require that directed votes go only to the nominee(s) you have indicated, even if those nominees later withdraw, and may not be redirected to another candidate. Vote for no more than four (4) nominees.
- **Quorum Only** - If you check this box, your votes will ONLY be counted for the purpose of achieving quorum for the annual meeting. No director candidate will receive any of your votes.

## 2 Endorsed Board of Directors' Nominees

These four (4) nominees are endorsed by the Sealaska Board of Directors. You may support these nominees by checking the discretionary box or by voting directed for the nominee(s) of your choice. Vote for no more than four (4) nominees.

## 3 Independent Nominees

Sealaska's election policies state that all qualified independent nominees may have their names listed on the Sealaska proxy. These nominees are not endorsed by the Board of Directors. You may vote for these nominees by writing in the number of directed votes you wish to cast for one or more of them. Vote for no more than four (4) nominees.

## 4 Write-In

Sealaska's election rules provide a space for write-in voting. You may write the name of any qualified nominee in the space, then indicate the number of directed votes you cast for that nominee.

## 5 Sign and Date the Proxy

- Print your name and sign your name exactly as it appears on the proxy card.
- Fill in the shareholder's name if you sign as a custodian, guardian or trustee.
- Date the proxy the day you sign it.
- You can submit a later-dated proxy if you choose to change your vote, up to the June 20 deadline. Only the latest dated proxy will count as your vote.
- Only one proxy incentive payment will be issued, even if you vote more than once.

## 6 Your \$25 Voting Incentive and Contributions to SHI Arts Campus Construction Fund

Voting your proxy on or before June 20, 2019, or voting in person at the annual meeting qualifies you for a one-time voting incentive of \$25.

- Check the box if you want to contribute your \$25 incentive payment to support the Sealaska Heritage Institute (SHI) Arts Campus Construction Fund. Indicate if you wish to make the contribution in the memory of someone and write in their name(s).
- Your donation will be dedicated to SHI's Arts Campus Construction Fund to construct a facility to further their programs, to perpetuate Tlingit, Haida and Tsimshian culture.

### Proxy Signed But No Box Checked

Sometimes, shareholders sign their proxy but do not indicate how their shares should be voted. If that happens, the proxy will be voted for the board nominees, just as if the discretionary voting box had been checked.

# How to Vote Your Proxy Online with MySealaska

Go to [MySealaska.com](http://MySealaska.com)



Sealaska has an online shareholder portal, **MySealaska**, accessible from [MySealaska.com](http://MySealaska.com), where you can create your personal Sealaska user account to access your shareholder information and access the online voting system. You must create a **MySealaska** account in order to vote online.

## Create a MySealaska Account

To create a **MySealaska** account, you will need:

- ✓ A valid email address
- ✓ Your birthdate, and
- ✓ The last four (4) digits of your Social Security Number

## Voting Online

1. Once you have created and logged in to your **MySealaska** account, click the link to **Online Voting**. You will be taken to an independent, secure server to complete the voting process.
2. Your login through **MySealaska** electronically validates your identity, which carries into the online voting site maintained by the Independent Inspectors of Election and Voting.
3. Follow the instructions on the online voting site to complete your online proxy.
4. You will need to enter the last four digits of your Social Security Number (SSN) to submit your online proxy and complete the process.
5. Using the **Online Voting** system and providing the last four digits of your Social Security Number in the online proxy form will constitute your electronic signature.
6. You can submit a later-dated online proxy if you choose to change your vote, up to the June 20 deadline. Just follow the steps above to cast an updated proxy. Only the latest dated proxy will count as your vote.
7. Only one proxy incentive payment will be issued, even if you vote more than once.

## Online Voting FAQs

**Why should I vote online?** Voting online is secure, fast and more convenient for many. The sooner your proxy is received, the sooner your incentive payment is generated and sent to you. It also aligns with Sealaska's goal to reduce expenses like postage.

**Will I still receive a proxy incentive payment?** Yes. In fact, you will receive it more quickly by voting online, and you can go back to the online voting site, type in your information, and check on the status of your payment.

**Is online voting really secure?** Yes. Your identity is authenticated, and electronic firewalls protect your voting information. Just like with a paper proxy, only you and the Independent Inspectors of Election and Voting will know your vote.

**What if I need help?** If you have questions about the election process, please contact the Corporate Secretary at 907.586.1512.

# Nominees Endorsed by the Board of Directors



## JOHANNA "JODI" MITCHELL

My mother was the Late Eleanor John-David, who, like her parents, was born and raised in Angoon. Eleanor was a strong shareholder advocate. She fought to help independent candidates get elected because she

knew Sealaska needed educated, experienced board members to put shareholders and their well-being first. She made sure I got a college degree in business administration, determined to make me the best I could be.

When I began serving on the Board my mother continued to coach me, reminding me that our job is to make money, hold up our culture and provide benefits for shareholders. Momma passed away in 2012 from ovarian cancer. Before she passed I vowed to her I would do everything I could to help turn Sealaska around, beginning with reducing Board spending.

I know my mother would be proud and happy that Sealaska has turned a corner. We are now performing better than ever in Sealaska's history! I am proud to be part of the team that helped bring us to where we are, with a very bright future and increasing benefits for shareholders.

I ask for your vote so that I may continue contributing to Sealaska's progress.

Thank you, *Gunalcheésh, Háw'aa!*

**AGE:** 55

**CITY/STATE:** Juneau, Alaska

**OCCUPATION:** Chief Executive Officer and General Manager, Inside Passage Electric Cooperative

**CURRENT AND PREVIOUS POSITIONS WITHIN SEALASKA CORPORATION AND/OR SEALASKA SUBSIDIARIES:** Sealaska Director since 2006;

board vice chair since 2016; chair of the Audit Committee; serves on the Compensation Committee, Finance Committee, and Governance-Nominations Committee; manager on the Sealaska Government Services, LLC Board of Managers; and an alternate representative on the Alaska Federation of Natives Board; former senior accountant at Sealaska Corporation and prior to that position, she was a Sealaska summer intern.

**DIRECTORSHIP(S) HELD IN OTHER ENTITIES:** Former chair and trustee of the Kootznoowoo Permanent Fund Settlement Trust; a director of the Kwaan Electric Transmission Intertie Cooperative; board of directors of Alaska Power Association.

**EDUCATION:** Bachelor of Science in business administration from the University of Oregon and holds the Certified Management Accountant designation from the Institute of Management Accountants.

**AFFILIATIONS:** Member of the Institute of Certified Management Accountants; member of the State of Alaska's Renewable Energy Fund Advisory Committee; member of the Energy Committee for Southeast Conference. Jodi is Tlingit/Raven, *Deisheetaan* (Beaver clan) and *Dleit káa yádi* (child of). Her Tlingit name is *Tseiltin*.

**Learn more about Jodi Mitchell on the Sealaska Facebook page.**

## Terms Expiring in 2022

- There are four (4) open seats for the election of directors.
- Sealaska has endorsed four (4) board nominees.

# Nominees Endorsed by the Board of Directors



## JACQUELINE "JACKIE" PATA

I am proud to be a Sealaska Shareholder, not just because we have turned around our profitability with two consecutive years of record-breaking profits but because of the way we did it—through a

strategic, values-centered strategy. It required the building of a strong corporate culture in which we invest in industries that possess opportunities for sustained growth and are deliberately aligned with our Native values. As a board, we have set high goals to drive all of our businesses to achieve the level of success we have experienced with the carbon offset project. I believe we must remain true to our values-centered strategy, taking a hard look at not just the businesses we operate, but *how* we operate them. This includes shareholder employment, partnerships, and industries that provide economic benefits to our communities. We have listened to you through our surveys and community meetings. Our expanded investments in education scholarships, burial benefits, and culture programs come from your voice. I remain deeply committed to you, the shareholders. It would be an honor to continue to use my political, policy, and business experience for the benefit of our company—Sealaska. I ask for your vote to reappoint me to the Sealaska board.

**AGE:** 63

**CITY/STATE:** Juneau, Alaska

**OCCUPATION:** President/CEO, Tlingit Haida Regional Housing Authority in Juneau, Alaska

**CURRENT AND PREVIOUS POSITIONS WITHIN SEALASKA CORPORATION AND/OR SEALASKA SUBSIDIARIES:**

Member of the Sealaska Board of Directors since 1999 and served as board vice chair from June 2014 until June 2016. She serves on the Sealaska Compensation Committee and Finance Committee, and serves as chair of the Governance-Nominations Committee; serves as chair of the Sealaska Government Services, LLC Board of Managers; and is a manager of the Haa Aani, LLC Board of Managers.

**DIRECTORSHIP(S) HELD IN OTHER ENTITIES:**

Board member for the Caroline and Ora Smith Foundation which focuses on STEM for Native girls; member of the Native American Advisory Council for US Lacrosse; and on the board of the George Gustav Heye Center of the National Museum of the American Indian.

**EDUCATION:** Attended Utah State University and Snow College in Utah in social work and computer science, and the University of Alaska Southeast in business and Tlingit language, and Rockwood Leadership Institute.

**AFFILIATIONS:** 2nd Vice President for the Central Council of the Tlingit & Haida Indian Tribes of Alaska and Vice President for the Leadership Conference on Civil Rights and Human Rights. Jackie is Tlingit/Raven, *L'ukaax.ádi*, *Kaagwaantaan yádi* (child of). Her Tlingit name is *Ku seen*.

**Learn more about Jackie Pata on the Sealaska Facebook page.**

- There are four (4) open seats for the election of directors.
- Sealaska has endorsed four (4) board nominees.



## RICHARD RINEHART

2017 and 2018 were great years for Sealaska and I believe 2019 and 2020 should be even better. Our profits will enable us to make even more progress on our commitment to economic, social and

cultural benefits for our Sealaska shareholders.

Sealaska now has income from several sources:

- Investment in profitable seafood processing will continue to grow;
- In addition to our traditional timber operation we now also have a carbon offset project that generates profits without harvesting timber;
- Reduction in company expenses (including director compensation);
- ANSCA 7(i) revenues from other regions; and
- Our Permanent Fund Investments.

We have used our profits in many ways, including:

- Paying out higher dividends
- In 2018 we added \$10 million to our scholarship fund endowment—the first increase to the Scholarship Endowment Fund since its inception;
- In 2018 we put \$6 million in the Deishú Memorial Fund to create a bereavement benefit for our shareholders; and
- We are creating sustainable profits and will have more benefits for all our shareholders for years to come.

The Alaska Native Veterans Land Allotment bill recently became law and we will continue pushing forward on legislation for our five Landless communities.

I respectfully ask for your votes, *Gunalchéesh*, *Háw'aa!!*

**AGE:** 59

**CITY/STATE:** Kenmore, Washington

**OCCUPATION:** CEO for Tlingit and Haida Business Corporation; president of Raven Potlatch Development, LLC; and also managing member of Raven Potlatch Real Estate, LLC.

**CURRENT AND PREVIOUS POSITIONS WITHIN SEALASKA CORPORATION AND/OR SEALASKA SUBSIDIARIES:**

Former chief financial officer of Sealaska Corporation; member of the Sealaska Board of Directors since 2013; member of the Sealaska Audit Committee and Finance Committee; serves as chair of the Haa Aani, LLC Board of Managers; former chair of the Sealaska Government Services, LLC Board of Managers; former member of the Governance-Nominations Committee.

**DIRECTORSHIP(S) HELD IN OTHER ENTITIES:**

Director on Tlingit Haida Tribal Business Corporation board

**EDUCATION:** Master of Business Administration from Portland State University and a Bachelor of Science from Portland State University

**AFFILIATIONS:** Member of the *Shx'at Kawáan* Dancers and ANB Camp 4 of Wrangell. Richard is Tlingit/Raven, *Kiks.ádi* (Frog clan), *Gagaan Hít* (Sun House), *Teeyhíttaan yádi* (child of). His Tlingit name is *Du aani Kax Naalei*.

**Learn more about Richard Rinehart on the Sealaska Facebook page.**

## Terms Expiring in 2022

## Nominees Endorsed by the Board of Directors



### BARBARA BLAKE

My name is *Wáahlaal Gidáak* (potlatch giver). My Haida, Tlingit, and Ahtna Athabascan family stems from Klawock, Hydaburg, and *Tsiis t'edze'na'* (Chistochina). My *Xaadaas* (Haida) clan is *Yahkw Janáas*, my

father is *Naltsiine*, and my grandfather *Teeyeeneidi*. My life's ambition is to protect and cultivate Alaska Native rights to provide environmental, cultural, social, and economic well-being to current and future generations. I was born after 1971, I've inherited landless stock, and I know I can bring a voice to the Board that does not currently exist. If elected I would be the first shareholder descendant to serve on the Sealaska Board of Directors.

I have a Masters, Bachelors, and two certificates that center on rural economic development. Throughout my career, I have had a number of opportunities to engage in economic development, both directly and indirectly. I have and will continue to dedicate all I have learned to our people.

I am excited to see where the future of ocean investment, riding the Blue Wave, will take our Corporation. I spent the last four years working as director of rural affairs and as senior fisheries advisor for the State of Alaska, where I grew my knowledge, experience, and connections. I would be honored to lend my knowledge and experience to those who value investment for the future of our communities and our way of life.

**AGE:** 37

**CITY/STATE:** Juneau, Alaska

**OCCUPATION:** Consultant, Húuyee tlaayd 'La'áaygaas, LLC

**CURRENT AND PREVIOUS POSITIONS WITHIN SEALASKA CORPORATION AND/OR SEALASKA SUBSIDIARIES:** Former Sealaska Board Youth Advisor and Sealaska accounting intern.

**DIRECTORSHIP(S) HELD IN OTHER ENTITIES:** None

**EDUCATION:** B.A. and M.A. in rural development from the University of Alaska Fairbanks, along with certificates in Tribal Business Law and Indianpreneurship.

**AFFILIATIONS:** *Xaadaas Dagwii* Dancers, Polynesian Voyaging Society, and *Heinyaa Kwaan* Dancers

**Learn more about Barbara Blake on the Sealaska Facebook page.**

### Terms Expiring in 2022

- There are four (4) open seats for the election of directors.
- Sealaska has endorsed four (4) board nominees.

## Continuing Directors

**BARBARA CADIENTE-NELSON**, age 65, Juneau, Alaska is the Vice President, Treasurer of F/V Star of the Sea, Inc. and the Native Education grants administrator for the Juneau School District. Barbara has been a Sealaska Director since 2009. She serves as chair of the Shareholder Relations Committee; a member of the Governance-Nominations Committee and Finance Committee; and serves as a Trustee on the Sealaska Heritage Institute Board of Trustees. Barbara is a member of the Douglas Indian Association (DIA) Culture and Education Committee (former chair). Barbara is Tlingit/Eagle, *Teikweidi* (Brown Bear clan), *L'eeneidi*/Filipino *yádi* (child of). Her Tlingit name is *X'eishx'u.eh*. Her term ends in 2021.

**SIDNEY EDENSHAW**, age 55, Hydaburg, Alaska, is a commercial fisherman and the walking boss dispatcher for Southeast Stevedoring. He is a graduate of Hydaburg High School. Sid has been a member of the Sealaska Board of Directors since March 2005. He is a member of the Sealaska Compensation Committee and Shareholder Relations Committee. Sid serves as a manager on the Haa Aaní, LLC Board of Managers. He is currently the president of Hydaburg's Tribal Association. Sid is president of the tribe's nonprofit foundation, XKKF, and is a Tlingit & Haida Hydaburg Delegate. Since 2017, he has served on the Shell Fish Preservation Alliance. He is a former Haida Corporation board member. Sid is Haida and of the *Sgajuuga.ahl* clan. His Haida name is *Daahéetsi*. His term ends in 2020.

**DAVID GOADE**, age 63, Sitka, Alaska. For the past 3 years he has served as the Executive Director of the Baranof Island Housing Authority in Sitka, Alaska. He has over twenty years of senior and executive management experience in three Alaska Native Corporations: Goldbelt, Inc., Akhiok-Kaguyak, Inc. and Cook Inlet Region, Inc. Additionally, he worked for 12 years as a Community Development Planner for the City and Borough of Juneau. He earned a bachelor's degree in Geography (Land & Transportation Planning) from the University of Washington, completed graduate business courses from the University of Phoenix and completed an Executive Program for Growing Companies at Stanford University. David has been a member of the Sealaska Board since November 2018 and serves on the Finance Committee and on the Haa Aaní, LLC Board of Managers. He is also a director on the Alaska Association of Housing Authorities and a previous director on the Alaska Native Village Corporation CEO Association and the Native American Bancorporation. David is Tlingit/Eagle, *Kaagwaantaan* from the *Déix X'awool Hit* (House with Two Doors). His term ends in 2020.

**NICOLE HALLINGSTAD**, age 53, Bethel, Alaska is the Owner and CEO of A&A Solutions, LLC. She has a Bachelor of Arts in history from the University of Alaska Fairbanks and a Master of Arts in European history from the University of California Berkeley. Nicole has been a member of the Sealaska Board of Directors since June 2018. She serves on the Audit Committee, the Governance and Nominations Committee, and serves as a Trustee of the Elders' Settlement Trust. Nicole is a former vice president and corporate secretary of Sealaska, and she is a former director of operations of the National Congress of American Indians. She is a director on the national board of the American Indian Cancer Foundation, former president and board chair of Cancer Connection in Juneau, Alaska, and member of Petersburg ANS Camp 16 and the Petersburg Indian Association. Nicole is Tlingit/Raven, *T'akdeintaan* (Sea Pigeon) and *Tsaagweidi*/Norwegian *yádi* (child of). Her Tlingit name is *Ch'aak'Tlaa*. Her term ends in 2021.

**MORGAN HOWARD**, age 50, Kirkland, Washington, is the owner of Morgan Howard Productions. He has a Bachelor of Science in communications from Northern Arizona University and a Bachelor of Arts in film production from Columbia College-Hollywood. Morgan serves as chair of the Communications Subcommittee and since September 2018 he serves as chair of the Sealaska Finance Committee. He is also a member of the Shareholder Relations Committee. Morgan served on the Tlingit Haida Tribal Business Corporation Board of Directors (8 years from 2009-2017) and formerly on the Yak-tat Kwaan Inc. Board of Directors (10 years from 2006-2016). He is a member of the Seattle Chapter of Central Council of Tlingit and Haida Indian Tribes of Alaska (CCTHITA), Delegate; Alaska Native Village CEO Association, Founding Member; Alaska Innovation and Entrepreneurship Group, Founding Member; and Fledge.Co start-up mentor. Morgan is Tlingit/Eagle, *Teikweidi* (Brown Bear clan), *K'ineix Kwáa yádi* (child of). His Tlingit name is *X'agatkeen*. His term ends in 2020.

## Continuing Directors

**ALBERT KOOKESH**, age 70, Angoon, Alaska, is the owner and operator of Kootznahoo Inlet Lodge. Albert has a Bachelor of Arts in history from Alaska Methodist University, and Juris Doctorate from the University of Washington. He has been a member of the Sealaska Board of Directors since 1976 and served as board chair from 2000 to 2014. Albert is a member of the Shareholder Relations Committee, a member of the Haa Aaní, LLC Board of Managers, a member and former chair of the Elders' Settlement Trust, serves as a Trustee of the Sealaska Heritage Institute Board of Trustees and serves as Sealaska's representative for the Alaska Federation of Natives. Albert is the former policy and program specialist at the Office of the Governor for the State of Alaska; a former senator for District C and served in the Alaska State legislature, both House and Senate for 16 years; former AFN chair, former ANB Grand President, a member of the Alaska Native Brotherhood Grand Camp executive committee, and a director of First Alaskans Institute. Albert's daughter, Jaeleen Kookesh, is an officer of Sealaska and serves as vice president for policy and legal affairs. Albert is Tlingit/Eagle, *Teikweidi* (Brown Bear clan), *L'eeneidi yádi* (child of). His Tlingit name is *Kaasháan*. His term ends in 2021.

**J. TATE LONDON**, age 57, Bothell, Washington, is an attorney with the U.S. Department of Justice. He has a Bachelor of Arts in political science from Stanford University, and Juris Doctorate from Stanford Law School. Tate has been a member of the Sealaska Board of Directors since 2005. He is chair of the Compensation Committee and serves on the Audit Committee. He also serves as chair of the Elders' Settlement Trust. Tate is a member of the Washington State Bar Association. He is also a member of the Washington Chapter - Seattle Tlingit and Haida Community Council and is an elected Tlingit and Haida delegate and serves as chair of CCHITA's Judiciary Committee. Tate is Tlingit/Raven, *L'eeneidi* (Dog Salmon clan), child of Killerwhale. His Tlingit name is *Xein*. His term ends in 2021.

**JOE NELSON**, age 48, Juneau, Alaska, is the chair for Sealaska Corporation. As board chair he serves as ex-officio member to all committees, he also serves as a director on Spruce Root and ex-officio trustee for Sealaska Heritage Institute. Joe has been a Sealaska director since 2003 and has been board chair since 2014. Joe also serves as a director for Alaska Legal Services. He has a Bachelor of Arts in political science and a Master of Arts in American Indian studies from the University of California Los Angeles. He also has a Juris Doctorate from Loyola Law School. In 2013, he pled no contest to a charge of driving under the influence. Joe is Tlingit/Eagle, *Teikweidi* (Brown Bear clan), *Kwáashk'ikwaan yádi* (child of). His Tlingit name is *Kaa Aax Goo*. His term ends in 2021.

**DR. EDWARD K. THOMAS**, age 77, Kingston, Washington, is retired. He has an Associates in Science from Sheldon Jackson College; Bachelor of Science from the University of Alaska Fairbanks; Master of Education Administration from Pennsylvania State University and Honorary Doctor of Laws from the University of Alaska Southeast. Ed has been a member of the Sealaska Board of Directors since 1993. He is a member of the Sealaska Finance Committee (former chair) and Governance-Nominations Committee. Ed is a manager on the Haa Aaní, LLC Board of Managers and Sealaska Government Services, LLC Board of Managers. He is the President Emeritus of Central Council of Tlingit & Haida Indian Tribes of Alaska and served over 27 years as president; former president of Ketchikan ANB Camp #14; former 1st vice-president ANB Grand Camp; and former parliamentarian of the 2016 ANB Convention; former executive director of the Ketchikan Indian Education Program; former president and executive director of the Ketchikan Indian Corporation (Community); served as the parliamentarian and as elected secretary of the National Congress of American Indians (NCAI); former board member of the Alaska Federation of Natives (AFN), member of the Council for the Advancement of Alaska Natives; chair, AFN Tribal Relations Committee; chair, AFN Convention Committee; and parliamentarian of the AFN Convention. Ed is Tlingit/Raven, *Sukteeneidi* (Dog Salmon), *Kaagwaantaan* (Wolf) *yádi* (child of). His Tlingit name is *T'sa Xoo*. His term ends in 2020.

## Independent Nominees



### MICHAEL (MICK) BEASLEY

My Fellow Shareholders,

Your faith in electing me as Your director is deeply appreciated.

Beginning in 2016, I became Your Voice on the Board.

Shareholders experiencing death in the family, asked to have burial benefits.

I was a strong advocate for Burial benefits and the Board supported and approved a plan to include All of Us. \$1000 is now available to help with burial costs. You can use the Deishú Memorial Fund.

The payment part of the Elders Trust Fund was not working as efficiently as it should. Automatic deposit is now streamlined for the 65 year olds, \$2000 payment.

Board Politics Recap. The Board voted me from the Board slate because of the bylaw election rule that endorsed nominees will use discretionary votes and I made it clear that I will not use discretionary votes. I must run as an Independent Nominee for re-election.

8 of Our 13 Sealaska directors (61%) were originally appointed by the Board to fill vacancies, rather than originally elected by shareholders. The four 2019 Sealaska Endorsed slate candidates were board appointees.

I believe a counterbalance of independent directors are needed in the boardroom.

Directors are going to put in place a revenue strategy for post logging. Your votes will allow me to continue to contribute and represent you in the boardroom.

Thank You.

**AGE:** 61

**CITY/STATE:** Juneau, Alaska

**PRINCIPAL CURRENT OCCUPATION AND EMPLOYER:** Self-employed - Michael Lee Beasley - Journeyman Carver

**CURRENT AND PREVIOUS POSITIONS WITHIN SEALASKA CORPORATION AND/OR SEALASKA SUBSIDIARIES:** Sealaska Director

**DIRECTORSHIP(S) HELD IN OTHER ENTITIES:** None

**EDUCATION:** University of Washington BFA Metal Design

**AFFILIATIONS:** Delegate and Councilman on the Juneau Tlingit Haida Community Council. Mick is *L'uknax.adi* (Raven Coho Clan)



### VICKI SOBOLEFF

I own 75 shares. My grandmother was Vesta Johnson of Hydaburg, and my grandfather was Wallace R. Johnson of Klawock.

My experience is in accounting and finance. I hold a Bachelor of Business Administration degree with accounting emphasis. I have worked as Controller, an Accountant,

and Community leader. I have a strong and unique set of skills. I am very familiar with financial statements, corporate management, for-profit and non-profit companies, and I have board experience. I have strong traditional and cultural experience with Southeast Alaska Native people and youth.

I began my business career at Sealaska as an intern. I worked up through the Accounting department from Senior Accountant in 2003 to Corporate Controller in 2010. I have previous experience on the Catholic Community Services board, and Audit committee member. I was elected director of the Haida Corporation in March 2016 and was reelected in October 2018.

I achieved my goal of helping Alaska Native youth through the *Ldakat Naax Sati Yatx'i* dance group. To further my outreach in promoting the sustainability of Alaska's Native people, I have continued my work teaching Native culture to youth in Washington through the medium of language, art and song and dance.

**AGE:** 56

**CITY/STATE:** Blaine, Washington

**PRINCIPAL CURRENT OCCUPATION AND EMPLOYER:** Accountant, Semiahmoo Golf & Country Club

**CURRENT AND PREVIOUS POSITIONS WITHIN SEALASKA CORPORATION AND/OR SEALASKA SUBSIDIARIES:** Former Sealaska Corporate Controller, Headquarters Controller, Managing Accountant, and Sr. Corporate Accountant and Intern.

**DIRECTORSHIP(S) HELD IN OTHER ENTITIES:** Director of Haida Corporation and President of Haida Energy

**EDUCATION:** Bachelor's Degree - Business Administration with Accounting Emphasis

**AFFILIATIONS:** Central Council of Tlingit & Haida Tribes of Alaska & Alaska Native Sisterhood

**THE INDEPENDENT NOMINEES ARE NOT ENDORSED BY SEALASKA, AND THE INFORMATION PROVIDED BY EACH INDEPENDENT CANDIDATE HAS NOT BEEN CONFIRMED BY SEALASKA.**

## Independent Nominees



### KAREN TAUG

“Patience, persistence, and perspiration make an unbeatable combination for success.” This quote from Napoleon Hill describes my experience as I have worked to earn a seat on the Sealaska Board. My name is Karen Taug, Gunashaá. I am Raven/Coho, the daughter of Mary Lekanof and the late Donald Keen and the

granddaughter of the late Judson and Lena Brown.

Patience. I’m the oldest of 8 children, the mother of 6 adult children and the grandmother of many. I have been a manager for 20+ years and have worked in accounting/finance for most of my career. With this experience, I have learned patience.

Persistence. As most of you know, I have been working hard to be elected to the Board as an independent candidate. Every time I put my hat in the ring, I earn more votes. Every year I meet with more shareholders. I have not given up. I am persistent.

Perspiration. When elected, I’m ready to serve and prepared for hard work. I have experience working for successful operating companies and would bring a new perspective to the Board. I’m ready to roll up my sleeves and I’m not afraid of a little sweat.

Please vote “Directed” for Karen Taug.

Gunalcheesh!

**AGE:** 64

**CITY/STATE:** Juneau, Alaska

**PRINCIPAL CURRENT OCCUPATION AND EMPLOYER:** Controller, Bartlett Regional Hospital. Retiring summer 2019, which will provide more time to focus on Sealaska.

**CURRENT AND PREVIOUS POSITIONS WITHIN SEALASKA CORPORATION AND/OR SEALASKA SUBSIDIARIES:** Former Sr. Accountant of Sealaska Corporation

**DIRECTORSHIP(S) HELD IN OTHER ENTITIES:** President of Board of Goldbelt Heritage Foundation

**EDUCATION:** Bachelor of Business Administration, Accounting from the University of Alaska Southeast

**AFFILIATIONS:** University of Alaska-Southeast Advisory Board & Alaska Native Sisterhood-Camp #70

## Sealaska Corporation Financial Performance and Compensation

Sealaska Corporation is committed to providing financial reporting that is clear and understandable. Please refer to the 2018 Annual Report for detailed financial information.

### Compensation Committee

The Compensation Committee recommends employee compensation policies and officer compensation performance measures to the Board of Directors. The Board of Directors approves Sealaska’s compensation objectives, policies and programs; the CEO’s and other officers’ base salary and at-risk performance-based compensation; and evaluates the CEO’s performance. The compensation committee works with third-party experts to confirm that all compensation and incentive plans are fair, and are within normal ranges for similar sized companies.

### Performance Plan Summary

The Compensation Committee recommends, and the board approves, the total Sealaska compensation plan.

Sealaska has adopted a performance plan that includes a base salary component, plus annual and long-term at-risk performance-based compensation. The short-term and long-term at-risk performance-based compensation payouts are based on achieving predetermined performance goals and are paid only if those goals are attained or exceeded. Independent auditors confirm the performance against the targets.

### Objectives of the Performance Plan

The Compensation Committee follows guidelines to ensure that Sealaska’s compensation plan:

- Achieves Sealaska’s mission, strategic objectives, and goals
- Provides competitive compensation to attract and retain highly qualified executives, senior management, and employees
- Rewards employees for sustainable growth in business profits
- Links at-risk performance-based compensation to business performance and achieving business priorities
- Reinforces a culture of collaboration and respect

### Annual Performance Measures

Annually the Board of Directors establishes quantifiable measures from which to evaluate management performance. Performance compensation is not paid unless management meets or exceeds minimum, preset performance measures.

The board did approve a Sealaska company-wide plan that would award executives, senior management, and employees with short-term at-risk compensation if “Growth in Business Operations EBITDA (earnings before interest, taxes, depreciation and amortization) before ANCSA Section 7(i), carbon earnings and investments.” In addition, the board approved a long-term at-risk compensation plan for executives and senior management that requires “Growth in Sealaska Consolidated EBITDA (earnings before interest, taxes, depreciation and amortization) before ANCSA Section 7(i), carbon earnings, and investments.” In addition, the board approved a short-term at-risk compensation plan for the new carbon program gross revenues. These compensation guidelines are tied closely to significant financial success for Sealaska and shareholders.

Through years of hard work, Sealaska achieved profitability before 7(i) and investments, as well as growth in EBITDA, which triggered a payment under Sealaska’s Incentive Compensation Plans for 2017. This was the first time in five years that incentive compensation was paid to senior management. For 2018, Sealaska did achieve growth in business operations EBITDA from the previous year and carbon program revenues, which resulted in significant investment in benefits programs for our shareholders and increased distributions. These achievements trigger a payment under Sealaska’s Incentive Compensation Plans, as well.

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**THE INDEPENDENT NOMINEES ARE NOT ENDORSED BY SEALASKA, AND THE INFORMATION PROVIDED BY EACH INDEPENDENT CANDIDATE HAS NOT BEEN CONFIRMED BY SEALASKA.**

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## Summary of Compensation

Sealaska's Board of Directors' policy is that compensation reporting methodology provides financial reporting transparency by aligning compensation summaries to the year in which the compensation was earned. The proxy compensation report shows both the base salary actually paid in the current year and the at-risk performance compensation earned in the current year but paid in the following year. The payment delay for at-risk performance compensation occurs because the payment cannot be made until the final audited numbers are approved by the Board of Directors, which occurs in the following year.

The following table provides information on the five most highly compensated officers of Sealaska Corporation and its subsidiaries for the year ended December 31, 2018.

### Base and Other Paid in 2018, and At-Risk Compensation Earned in 2018 and Paid in 2019

Name and Principal Position	2018 Base Salary	2018 Annual At-Risk Performance Compensation (a)	2018 Annual At-Risk Performance Compensation Carbon Plan (b)	Long-Term At Risk Performance Compensation Earned in 2016, 2017, and 2018 and Paid in 2019 (c)			401(k) Compensation (d)	All Other Compensation (e)	Total
				2016	2017	2018			
Terry Downes Chief Operating Officer Sealaska Corporation	470,059	362,580	212,920	58,450	515,720	0	11,000	53,720	1,684,449
Anthony Mallott President & CEO Sealaska Corporation	320,050	246,870	212,920	29,225	257,860	0	11,000	49,498	1,127,422
Doug Morris Chief Financial Officer Sealaska Corporation	302,515	233,345	212,920	29,225	257,860	0	11,000	41,050	1,087,915
Jaeleen Kookesh Vice President General Counsel & Corporate Secretary	215,250	99,620	100,000	3,117	27,505	0	11,000	31,889	488,380
Kent Rasmussen Vice President Sealaska Government Services	204,112	94,465	0	13,638	120,335	0	11,000	39,740	483,290

- (a) At-risk performance compensation would be paid during the year ended December 31, 2019, for corporation performance in the year ended December 31, 2018, under Sealaska's company-wide performance plan. The at-risk performance award is paid only when performance thresholds are met or exceeded.
- (b) At-risk carbon program compensation would be paid during the year ended December 31, 2019 for the at-risk carbon program performance in the year ended December 31, 2018, under Sealaska's carbon program performance plan.
- (c) The long-term at-risk Sealaska consolidated growth in EBITDA performance award is paid over a three year period for each year the performance threshold is met or exceeded. Awards are adjusted when an executive enters or exits a plan on a pro-rated basis.
- (d) Sealaska and its wholly owned subsidiaries maintain a 401(k) plan. Sealaska matches on a dollar-for-dollar basis up to the first 4 percent of the employees' contribution.
- (e) All Other Compensation includes group life, disability and employer portion of health insurance premiums, and any applicable retention incentive.

## Director and Officer Compensation

Total compensation for 13 directors of Sealaska Corporation for the year ending December 31, 2018, was \$670,869. Total compensation for all 16 officers of Sealaska Corporation and its subsidiaries for the year ended December 31, 2018, was \$7,914,702.

The members of the Board of Directors received a fee of \$2,000 per month; the chair of the board received an additional \$1,500 per month, and the vice chair of the board received an additional \$1,000 per month. In addition, each director received \$750 for each day of formal board, subsidiary, committee meetings or specified events in the corporate interest he or she attended, or \$500 if they attended via telephone. A fee of \$250 was paid for any meeting called as an informal teleconference. When there are multiple meetings on the same day, only a single meeting fee is paid. In June 2009, the Sealaska Board of Directors authorized the board youth advisor position. The board youth advisor received a fee of \$200 per meeting and an educational scholarship of \$2,500 upon conclusion of the 1-year term.

## Board Committees and Meetings

The Board of Directors currently has standing Audit, Compensation, Finance, Governance-Nominations, and Shareholder Relations committees. Ad hoc committees can be formed, as needed, and there is a Communications Sub-committee. Each of the standing committees has a written charter. Joseph Nelson as board chair served as ex-officio on all standing committees. The members of the standing committees are identified in the following table.

Audit	Compensation	Finance	Governance-Nominations	Shareholder Relations
Jodi Mitchell, Chair	Tate London, Chair	Morgan Howard, Chair	Jackie Pata, Chair	Barbara Cadiente-Nelson, Chair
Richard Rinehart	Jackie Pata	Edward Thomas	Jodi Mitchell	Sid Edenshaw
Tate London	Jodi Mitchell	Jackie Pata	Edward Thomas	Albert Kookesh
Nicole Hallingstad <sup>3</sup>	Sid Edenshaw	Richard Rinehart	Barbara Cadiente-Nelson	Mick Beasley
(Bill Thomas) <sup>1</sup>	Joseph Nelson <sup>5</sup>	Jodi Mitchell	Nicole Hallingstad <sup>3</sup>	Morgan Howard
(Ross Soboleff) <sup>2</sup>		Barbara Cadiente-Nelson	(Ross Soboleff, Chair) <sup>2</sup>	(Bill Thomas) <sup>1</sup>
Joseph Nelson <sup>5</sup>		David Goade <sup>4</sup>	Joseph Nelson <sup>5</sup>	(Ross Soboleff) <sup>2</sup>
		(Bill Thomas, Chair) <sup>1</sup>		Joseph Nelson <sup>5</sup>
		Joseph Nelson <sup>5</sup>		

1 - Bill Thomas served on the board until June 2018

2 - Ross Soboleff served as a director until his passing July 3, 2018

3 - Nicole Hallingstad began serving as a director June 23, 2018; appointed to the Finance Committee from September 7, 2018; appointed to the Governance-Nominations Committee from September 7, 2018

4 - David Goade began service as a director November 2018; appointed to the Finance Committee December 2018

5 - Joseph Nelson as board chair serves as ex-officio on all standing committees

The Board of Directors held 11 meetings in the year ending December 31, 2018. Each Director served on the following committees and their percentage of attendance was as follows:

Director	Audit	Board	Compensation	Finance	Governance-Nominations	Shareholder Relations
Michael Beasley		100%				100%
Barbara Cadiente-Nelson		100%		100%	100%	100%
Sidney Edenshaw		100%	100%			100%
Nicole Hallingstad <sup>1</sup>		100%				
Morgan Howard		100%		100%		100%
Albert Kookesh		100%				100%
Tate J. London	100%	100%	100%			
Jodi Mitchell	100%	100%	100%	100%	100%	
Joseph Nelson <sup>2</sup>		100%				
Jacqueline Pata		82%	100%	100%	100%	
Richard Rinehart	100%	100%		100%		
Ross Soboleff <sup>3</sup>	100%	100%			100%	50%
Edward Thomas		82%		100%	78%	
Bill Thomas <sup>4</sup>	100%	100%		100%		100%

- 1 - Nicole Hallingstad began serving as a director from June 23, 2018 and began serving on the Governance-Nominations Committee from September 7, 2018
- 2 - Joseph Nelson as board chair serves as ex-officio on all standing committees
- 3 - Ross Soboleff served on the Audit Committee, Shareholder Relations Committee and Governance-Nominations Committee until his passing July 3, 2018
- 4 - Bill Thomas served on the Audit Committee, Finance Committee and Shareholder Relations Committee until June 23, 2018

## Standing Committees of the Board

The **Audit Committee** assists the Board of Directors in fulfilling its oversight responsibilities by reviewing the financial reporting and governance processes, the system of internal control, the audit process, Sealaska's process for monitoring compliance with laws and regulations, and with the engagement and review of the performance of the independent auditors. In connection with the December 31, 2018, financial statements, the Audit Committee reviewed and approved the audited financial statements, and discussed with management the quality of the accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the financial statements. All of the members of the Audit Committee were independent directors, who are not officers or employees of Sealaska or of any subsidiary or affiliate, nor do they receive any compensation from Sealaska or its affiliates except as members of the Board of Directors. The Audit Committee held three meetings in 2018.

The **Compensation Committee** is described on page 15. The Compensation Committee met six times in 2018.

The **Finance Committee** ensures the Board of Directors is actively involved in establishing the financial policies of Sealaska, including investments and acquisitions. It ensures the board is actively involved in establishing strategic and operational policies for use and management of corporate lands, natural resources, real property and compliance with environmental and ANCSA Section 7(i) requirements. The Finance Committee met five times in 2018.

The **Governance-Nominations Committee** recommends individuals to the board for nomination, election or appointment as members to the board and its committees. It also advises and makes recommendations to the board regarding corporate governance matters, including compliance with the Code of Ethics, fiduciary duties, and corporate policies and procedures. The Governance-Nominations Committee met nine times in 2018.

The **Shareholder Relations Committee** reviews materials, format, times, and locations for shareholder informational meetings; recommends shareholder relations and communication strategies; provides policy direction for the issuance of additional corporate stock; makes recommendations for the annual report, newspaper publications, website, and other shareholder communications; prioritizes corporate advocacy issues; makes recommendations on large contribution requests; and approves major renovations to the Sealaska Plaza building. The Shareholder Relations Committee is also responsible for oversight of any board-sponsored resolutions coming before the shareholders. The Shareholder Relations Committee met six times in 2018.

## Board's Leadership Structure

The Board leadership structure incorporates a chair of the board and vice chair, selected through a vote of the Board of Directors. There are also chairs appointed for each standing committee of the board, also approved by a vote of the Board of Directors. In 2018, no director served in an executive capacity as an officer of the corporation. Beginning January 2019, the chair took on additional full-time responsibilities.

## Description of the Nominating Procedures for Board Candidates

The board has updated the nominations process for approval of the board-endorsed candidates, as well as the process to fill board vacancies. In each process, interested candidates submit required information to the Governance-Nominations Committee for consideration. The Committee then reviews and rates the candidates, conducts interviews if appropriate, and makes recommendations to the board for its consideration. The board approves final selection of candidates for the board nominees and for any board vacancies. Any qualified shareholder may also submit his or her name for nomination as an independent candidate not endorsed by the Board of Directors.

## Additional Information

### Independent Auditors

RSM US, LLP, a leading provider of audit, tax and consulting services focused on the middle market, has been selected by Sealaska's Audit Committee as the independent auditor of Sealaska. RSM audited Sealaska's consolidated financial statements for the year ending December 31, 2018. A representative from RSM will be present at the annual meeting and available to respond to appropriate questions.

### Principal Accounting Firm Fees

The following sets forth the fees paid during the fiscal year ended December 31, 2018, to RSM US, LLP, Sealaska's principal financial auditing firm for 2016, 2017 and 2018 audit services.

<b>Audit Fees – 2017 Audit</b>	<b>\$300,252</b>
<b>Audit Fees – 2018 Audit</b>	<b>\$71,545</b>
<b>All other fees</b>	<b>\$24,675</b>

Aggregate fees for all services rendered by RSM US, LLP during the fiscal year ended December 31, 2018, were \$396,472.

### Corporate Legal Services

Sealaska's principal outside counsel is the law firm of Simpson, Tillinghast, Sheehan, & Araujo, PC ("STSA"), whose attorneys have represented Sealaska since 1978.

### Proxy Solicitation

The expense of preparing and mailing the notice of meeting, proxy statement and proxy will be borne by Sealaska. Mail solicitation of proxies may be supplemented with telephone, facsimile, or personal solicitation of proxies by Sealaska's officers, employees and nominees at no additional compensation. Radio, television, newspaper, and internet advertisements may also be used to solicit proxies, and Sealaska may compensate certain persons for time spent in telephoning shareholders to remind them to vote, or other solicitation efforts.

Nominees requested to seek proxies on behalf of Sealaska will be reimbursed for travel and expenses only. Sealaska will also bear the cost of certain mail solicitation by independent nominees whose names appear on Sealaska's proxy. Such independent nominees will not receive any other reimbursement of expenses, but may incur such expenses on their own behalf.

A candidate running as an independent on the corporate proxy is responsible for the accuracy of his/her own information as provided on the proxy materials; but if they make a separate solicitation, they must comply with all the requirements of the Non-Board Solicitation rules under Section 3 AAC 08.355 of the State Proxy regulations and with the Sealaska Corporation bylaws.

Sealaska makes a one-time payment of \$25 to each shareholder who submits a valid proxy by the proxy deadline, or who attends and votes at the annual meeting. The maximum expense to Sealaska of this \$25 payment per voting shareholder is approximately \$500,000 if all voting shareholders actually vote, but is likely to be less depending upon the number of shareholders who actually do vote. The voting incentive payment is intended to encourage shareholder participation in the election process, but Sealaska's bylaws also allow Sealaska to use proxy workers for the purpose of maximizing shareholder participation and encouraging support for the Board of Directors' slate. The total amount estimated to be spent by Sealaska on the solicitation of proxies is expected to exceed the amounts that Sealaska would normally spend for an election of directors, in the absence of a contest, by approximately \$150,000, excluding salaries and wages of regular employees and officers.

## Proxy Verification Rules

### A. GENERAL GUIDELINES — INTENT OF SHAREHOLDER

1. The Inspectors of Election ("Inspectors") shall attempt to resolve all questions concerning a proxy in favor of validating the proxy if possible.
2. A proxy may be accepted where it is apparent that the shareholder has made an error, erased or crossed out a choice and then re-marked his or her voting instructions clearly.
3. The vote of a shareholder as represented by a signed proxy may be changed by advice in writing signed by the shareholder. Such advice must then be attached to the proxy.
4. A proxy will be accepted, subject to this subsection, even though it does not correctly state the number of shares it represents; however, a proxy will never be accorded more votes than the shareholder list shows the shareholder to have as of the record date.
  - a. In elections that include proxies other than the corporate proxy, if the shareholder has attempted to vote fewer or more than the number of shares the shareholder owned on the record date, the Inspectors shall attempt to contact the shareholder to seek clarification of the shareholder's intent. In such circumstances, if the Inspectors have been unsuccessful in attempting to contact the shareholder, the Inspectors shall apportion the actual number of shares to give effect to the intention of the shareholder, where such intent is apparent.
  - b. In elections that include only the corporate proxy, if the shareholder has attempted to vote either more or fewer shares than he or she is actually entitled to, the Inspectors shall apportion the actual number of shares to give effect to the intention of the shareholder, where such intent is apparent.
  - c. In all elections, the Inspectors shall attempt to record total votes available to each shareholder. In those cases where there appears to be an attempt to vote once but on two separate proxies, reasonable effort will be made to locate matching proxies to accommodate the shareholder's intentions.
5. Proxies, validly executed, must be voted in accordance with the express intent and instructions of the shareholder, as evidenced by the language of the proxy instrument.
6. The Inspectors of Election shall invalidate any proxy the form of which fails to conform to the requirements of 3 AAC 08.335(e) (this state regulation relates to providing a means of withholding votes or a "ballot" form of proxy), or to the provisions of Sealaska Corporation Bylaws, Article III, section 3.3.6, "Form of Proxy."
7. The Inspectors of Election shall follow the requirements of Sealaska Corporation Bylaws Article III, section 3.3.6.1.5, 3.3.6.2, 3.3.7.1, 3.3.7.3 when tabulating and counting votes.

### B. VALIDITY OF SIGNATURES

1. Proxies signed in pencil may be accepted.
2. Proxies should be signed exactly as the name of the stockholder appears on the stock records. Proxies may be accepted if the difference between the signature and the name on the stock are minor in the opinion of the Inspectors. If the signature on the proxy is unacceptable, authority for the different signature must accompany the proxy in order for the proxy to be validated. A person's mark shall constitute a valid signature if it is witnessed by two adults who know the individual.
3. In determining the validity of a signature, the Inspectors of Election need not look beyond the face of the proxy, except (1) where there are circumstances in which the Inspectors have reason to believe that a proxy is a forgery (for example, two proxies for the same shareholder with obviously different handwriting); or (2) when a participant registers a good faith complaint and produces convincing evidence to the effect that one or more proxies may have been executed by a person other than that named on the proxy.
4. Reasonable deviations in signature may be accepted; for example, a proxy printed "John F. Smith" may be accepted if signed "J.F. Smith" or "J. Foster Smith."
5. A proxy may be accepted even though the signature is printed by the shareholder.
6. Rubberstamp signatures are not acceptable unless the circumstances are known to the Inspectors and, in their judgment, justify acceptance of the proxy or unless the signature is countersigned by an officer or other authorized employee of a bank, trust company, agent, etc., or by an attorney acting in an indicated capacity.

7. A proxy is not required to have on it the address of a shareholder; however, a shareholder's address may be a factor in determining the validity of a proxy if there is more than one shareholder of the same name.

### C. DATING OF PROXIES

1. If a shareholder's proxy is dated after the record date but before the date of receipt by the Inspectors, the date written on the proxy shall be the proxy's date.
2. If a shareholder's proxy is dated after receipt by the Inspectors, or carries any other impossible date, including but not limited to the wrong year, or carries no date at all, the date of receipt by the Inspectors shall be the proxy's date.
3. Proxies undated or partially dated are acceptable, except that undated proxies will not be accepted if the shareholder also has provided a dated copy.
4. If there are two or more dated proxies from the same shareholder, the latest dated proxy shall be accepted, unless circumstances indicate that the later-dated proxy was in fact post-dated at the time of execution, or dated after the time of execution by someone other than the shareholder whose name appears on the proxy.
5. If all of the proxies of a shareholder appoint different proxies and all have the same date, all shall be rejected for voting purposes. However, one of the conflicting proxies shall be counted for the purposes of establishing a quorum.

### D. TRUSTEES, ATTORNEYS-IN-FACT, JOINT TENANTS, AND CUSTODIANS

1. A proxy executed by a shareholder holding a power of attorney authorizing him or her to execute the proxy shall be valid provided a copy of the power of attorney authorizing him or her to execute the proxy is delivered to the Inspectors, along with the proxy, no later than 5 p.m. Alaska Daylight Time on the Thursday before the annual meeting. The Inspectors shall have the right to examine the original power of attorney if they so request. A person who solicits power of attorney from shareholders for the purpose of voting more than his or her own shares at the meeting shall be subject to the proxy solicitation regulations of the State of Alaska and to the Sealaska Bylaw provisions regarding proxy solicitation.
2. If the shareholder list shows ownership by two or more persons as joint tenants or tenants in common, a proxy can be accepted if signed by one of them unless another joint tenant or tenant in common seeks to vote the shares, in which event the matter shall be controlled by the written agreement of the owners represented at the meeting or, in the absence thereof, by the majority in number of such owners presented or represented at the meeting.
3. A proxy may be accepted when signed by a surviving joint tenant or tenant in common, provided the shareholder list clearly indicates such tenancy.
4. Where more than one executor, trustee, guardian, administrator, attorney, etc., is named in the shareholder list, the signature of a majority is satisfactory. However, if the address on the shareholder list is in care of one of these representatives, that representative alone may sign without further proof of authority.
5. If two executors, trustees, attorneys, etc., are named, the signatures of both should appear. However, where one such party is a bank, partner of a brokerage firm, law or private trustee office, etc., and by the nature of his or her position would be authorized to sign proxies, a proxy signed by one such party may be accepted.
6. Proxies received from banks, trust companies, brokers, incorporated companies, partnerships, institutions, etc., may be signed in writing or facsimile, provided such proxies are clearly executed for the registered holders, or for such an institution when the registration, address, or signature shows that such institution is acting in a fiduciary capacity for the registered holder.
7. Blanket proxies, applicable to the proxies of one or more registered shareholders, are acceptable when executed by banks, trust companies, brokers, etc., according to the foregoing paragraph.
8. Proxies for the stock held by a person individually as a custodian may be executed in both capacities on one proxy if the proxy clearly indicates such intent, or may be executed in separate capacities on separate proxies.



*Haa Aaní | Íitl' Tlagáa | Na Yuubm*

**OUR LAND**

*Haa Shuká | Íitl' Kuníisii | Na Hlagigyadm*

**OUR PAST, PRESENT, FUTURE**

*Haa Latseen | Íitl' Dagwiigáay | Na Yugyetga'nm*

**OUR STRENGTH, LEADERSHIP**

*Wooch.Yax | Gu dlúu | Ama Mackshm*

**BALANCE, RECIPROCITY, RESPECT**