

## **2021 ANNUAL MEETING OF SHAREHOLDERS AND PROXY FAQs (updated 04/19/21)**



### **GENERAL ANNUAL MEETING QUESTIONS:**

#### **When and where is the Annual Meeting?**

The Forty-eighth Annual Meeting of Shareholders of Ahtna, Incorporated is scheduled for Saturday, June 5, 2021, at 9:00 a.m. by live stream from the Glennallen High School, 1976 Aurora Drive, Glennallen, Alaska 99588. **There will be no in-person shareholder attendance at the meeting.**

#### **Where can I find updates on the Annual Meeting?**

Annual Meeting updates are posted at [www.ahtna.com](http://www.ahtna.com) and on Facebook ([facebook.com/Ahtna.Inc](https://facebook.com/Ahtna.Inc)).

#### **Will there be a live broadcast of the meeting?**

Yes, the meeting will be live streamed. It will be available to voting shareholders for viewing at [www.ahtnavote.com](http://www.ahtnavote.com). Election results will be announced during the live stream and posted on the Ahtna website and Facebook page after the meeting adjourns. A recording of the meeting will be posted to the Shareholder Portal ([www.myahtna.com](http://www.myahtna.com)) after the meeting adjourns.

#### **What if I have a question or comment for the Corporation?**

We are asking shareholders to submit comments and questions in advance of the meeting. Shareholders can provide comments and questions using the comment cards enclosed with the Annual Meeting packets or online at [www.ahtna.com/shareholder-comments-and-questions](http://www.ahtna.com/shareholder-comments-and-questions). You can also submit a video of yourself asking a question or making a comment at [www.ahtna.com/shareholder-comments-and-questions](http://www.ahtna.com/shareholder-comments-and-questions). A selection of questions submitted by May 14 will be responded to during the Annual Meeting.

### **ANNUAL MEETING MATERIALS:**

#### **Why didn't my packet include my proxy form(s) or e-proxy login credentials?**

There are two reasons for this. First, in order to give you the opportunity to receive as much information as possible before marking your vote, proxies are held until April 23. Second, because we distribute Proxy Statements and Annual Reports to households instead of individuals, the proxy form for each shareholder has to be sent separately. We will mail out the proxy voting sheets to each authorized voter and custodian on April 23 – you should expect to get yours a few days later. We will also send separately your personalized e-proxy PIN to use the [www.ahtnavote.com](http://www.ahtnavote.com) online proxy system. Shareholders who opted to receive materials electronically were sent an email with links to materials and the e-voting website.

### **I am a custodian, where are the voting sheets for my minor(s)/ward(s)?**

You will not receive separate forms for each minor or ward for whom you are a custodian. All of the shares that you are entitled to vote, both your own voting shares and the voting shares of all minors or wards for whom you are a custodian, are shown on your proxy forms.

### **PROXY PRIZES:**

#### **How will I know if I won a proxy prize?**

The drawings will be conducted by Altman, Rogers, and Co., the independent accounting firm retained to assist with voting tabulation. Winners will be announced during the live stream of the Annual Meeting and posted on the Ahtna website and Facebook page after the meeting adjourns. Shareholders who complete their proxy online and by the early bird deadline will be eligible for both drawings.

#### **Am I eligible for early bird prizes if I submit my proxy online?**

Yes, as long as your proxy is properly completed and submitted by the early bird prize deadline. When you are voting online, you are automatically entered into the early bird proxy prize drawings just as you would be if you sent your proxy to the Inspector of Elections by email, mail, or fax. You will also be eligible for special online voting prizes.

#### **If I don't win a proxy prize drawing, will my name be included in the next drawing?**

Yes, undrawn names will roll over to the subsequent drawings. Voting early and online will give you the most opportunities to win prizes. Shareholders who complete their proxy online and by the early bird deadline will be eligible for both prizes.

#### **I am a custodian, will my minor(s)/ward(s) be included in the proxy prize drawings?**

Yes, if you voted on behalf of a minor/ward by the proxy prize deadline they will be included in the drawings.

## **PROXY PROCESS:**

### **How can I submit my proxy?**

Online voting will open at [www.ahtnavote.com](http://www.ahtnavote.com) on April 23. Proxy forms will also be mailed on April 23 and you should receive yours a few days later. All shareholders are encouraged to vote their proxies online. Proxies cannot be accepted this year via in-person drop off. If you are unable to vote online, you can submit your proxies by:

- a. Scanning or taking a photo of your completed paper proxy and emailing it to the election tabulators (Altman, Rogers & Co.) at [elections@altrogco.com](mailto:elections@altrogco.com);
- b. Mailing your proxy to the election tabulators at  
Altman, Rogers & Co.  
3000 C Street, Suite 201  
Anchorage, AK 99503; or
- c. Faxing your proxy to the election tabulators at (907) 274-2993.

### **What is the proxy deadline?**

Your proxy must be submitted through the online voting system by 5:00 p.m. Alaska time on Wednesday, June 2<sup>nd</sup>, 2021, or received by the Inspector of Elections, Altman, Rogers & Co., by email, mail or fax by 5:00 p.m. on Wednesday, June 2<sup>nd</sup>. The contact information for the Inspector of Elections is found in the Proxy Statement and on each proxy form.

### **Can I attend the Annual Meeting in person to cast my votes?**

There will be no in-person shareholder attendance or voting at this year's Annual Meeting. Shareholders can attend the meeting live stream and cast their votes through the e-voting website ([www.ahtnavote.com](http://www.ahtnavote.com)) starting at 8:00 a.m. The e-voting website will be open for ballot voting from 8:00 a.m. until 10:00 a.m. Shareholders who wish to vote during the meeting but are unable to vote through the e-voting website may come to the Glennallen Corporate Headquarters (115 Richardson Highway, Glennallen, AK) or the Anchorage Corporate Office (110 West 38th Avenue, Anchorage, AK) for assistance with e-voting during the 2-hour ballot voting period.

### **Can I cast all my votes for one candidate?**

You may cast all of your votes for one candidate or divide your votes among the candidates as you see fit. Remember that only one candidate will be elected for each seat.

## Can someone else vote my shares?

You can name a proxy holder to represent your shares and cast your votes. We encourage you to name the Ahtna, Inc. Election Committee as your proxy holder to ensure that your shares are voted. To appoint the Election Committee as your proxy holder, leave the line at the top of the proxy form blank. If you prefer, you can designate another Ahtna shareholder as your proxy holder by inserting that shareholder's name in the blank. If the Election Committee is your proxy holder, the Committee will vote your shares according to your designations on the proxy. If you do not make any designations the Committee will represent your shares for quorum only.

If you appoint another shareholder as your proxy holder, that person will vote your shares according to your designations. If you do not make any designations, your proxy holder will cast your votes according to their best judgment.

If you appoint a proxy holder, that person must vote your shares at the e-voting website ([www.ahtnavote.com](http://www.ahtnavote.com)) during the live streamed Annual Meeting; the proxy holder voting period will be open from 10:00 a.m. until 11:30 a.m. Proxy holders who are unable to vote their proxies through the e-voting website may come to the Glennallen Corporate Headquarters (115 Richardson Highway, Glennallen, AK) or the Anchorage Corporate Office (110 West 38th Avenue, Anchorage, AK) for assistance with e-voting their proxies during the 1.5-hour proxy holder voting period. If your appointed proxy holder does not cast your votes during the proxy holder voting period, the Election Committee will serve as your proxy holder to represent your shares.

## I'm a proxy holder. How can I vote the shares I represent?

Proxy holders can vote their proxies during the live-streamed Annual Meeting through the e-voting website ([www.ahtnavote.com](http://www.ahtnavote.com)) from 10:00 a.m. until 11:30 a.m. Proxy holders who are unable to vote through the e-voting website may come to the Glennallen Corporate Headquarters (115 Richardson Highway, Glennallen, AK) or the Anchorage Corporate Office (110 West 38th Avenue, Anchorage, AK) for assistance with e-voting their proxies during the 1.5-hour proxy holder voting period.

## Can I revoke my proxy?

Any proxies given by a shareholder can be revoked or canceled at any time before the close of voting at the Annual Meeting. You can revoke your proxy prior to the proxy filing deadline by submitting a new proxy through the online voting system at [www.ahtnavote.com](http://www.ahtnavote.com); emailing a scan or photo of your proxy to the Inspector of Elections (Altman, Rogers & Co.) at [elections@altrogco.com](mailto:elections@altrogco.com); mailing to Inspector of Elections, c/o Altman, Rogers & Co., 3000 C Street, Suite 201, Anchorage, AK 99503; or faxing to (907) 274-2993. Any shareholder who wishes to revoke their proxy after the proxy filing deadline must do so through the online voting system at [www.ahtnavote.com](http://www.ahtnavote.com) during the live-streamed Annual Meeting before the close of voting (between 8:00 a.m. and 10:00 a.m.).

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

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

## What is the difference between directed and discretionary voting?

Directed voting is when you cast your votes for one or more candidates on your proxy. Discretionary voting is when you let a proxy holder cast all your votes at their discretion. If you choose a candidate, your proxy is directed. If you do not, it is discretionary. When selecting discretionary voting using the online proxy system, you have the option to cross out candidates that you don't want the proxy holder to cast votes for.

If you have an opinion on who should be elected to the Board, it is best to direct your proxy and cast your votes on the proxy form. Otherwise, it is entirely up to your designated proxy holder to decide how to vote your shares.

## Who should I vote for?

The Board of Directors does not give endorsements for Board candidates. To help you make an informed decision, information about the candidates can be found in your Proxy Statement, and candidate statements and videos will be available for viewing by April 16<sup>th</sup> by logging in at [www.ahtnavote.com](http://www.ahtnavote.com).

### **Who do I contact if I lost my shareholder ID or PIN for online voting?**

Our Inspector of Elections, Altman, Rogers and Co., is available during office hours to provide shareholder ID/PIN information by calling (907) 274-2992. Shareholders who contact Altman, Rogers and Co. outside office hours can leave a message requesting a call back or send an email to [elections@altrogco.com](mailto:elections@altrogco.com). Please remember not to share your ID or PIN with anyone.

### **How many votes do I have for the election of directors?**

If you are eligible to vote for more than one seat, due to having shares of multiple classes of stock, you will receive multiple proxy voting sheets in the mail. The number of votes you can cast for the election of each director seat is printed on your proxy voting sheet(s) and available on the e-voting site at [www.ahtnavote.com](http://www.ahtnavote.com). The proxy voting sheets and e-voting site will list all of the votes that you are entitled to cast, both for your own voting shares and the voting shares of all minors/wards for whom you are a custodian.

### **What are the requirements for candidate campaigning?**

Candidates who choose to campaign should review the information on required proxy filings in the Alaska Division of Banking and Securities' booklet called *Information for Shareholders of ANCSA Corporations*. You can read or download the booklet at:

[www.commerce.alaska.gov/web/Portals/3/pub/ANCSA%20final%20pamphlet%29.pdf](http://www.commerce.alaska.gov/web/Portals/3/pub/ANCSA%20final%20pamphlet%29.pdf).

Candidates are not permitted to campaign on Ahtna's Facebook page.