

GENERAL ANNUAL MEETING QUESTIONS

When and where is the Annual Meeting?

The Fiftieth Annual Meeting of Shareholders of Ahtna, Incorporated is scheduled for Saturday, June 3, 2023, at Glennallen High School, 1976 Aurora Drive, Glennallen, Alaska 99588. Registration and ballot voting open at 8:00 a.m. and the meeting starts at 9:00 a.m. Ballot voting closes at 12:00 p.m. (noon). Shareholders may also watch the Annual Meeting live stream starting at 9:00 a.m. at www.ahtnavote.com.

Where can I find updates on the Annual Meeting?

Annual Meeting updates are posted at www.ahtna.com and on Facebook (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. Election results will be posted on the Ahtna website and Facebook page after the meeting adjourns. A recording of the meeting will be available on the Shareholder Portal (www.myahтна.com) for a limited time after the meeting.

What if I can't attend the Annual Meeting but have a question or comment for the Corporation?

Shareholders can submit comments and questions in advance of the meeting using the comment cards that will be enclosed with the Annual Meeting packets or online at 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. Questions must be submitted by Friday, May 12, 2023. Due to time constraints, we may not be able to answer all questions during the Annual Meeting.

BOARD CANDIDATE QUESTIONS

What are the qualifications to serve as a Director?

The qualifications for serving as a Director are set out in Ahtna's Bylaws, Article III – Board of Directors, Section 3.3.2 – Qualifications. To summarize:

- You must be a voting shareholder of Ahtna who is at least 18 years old.
- You cannot serve on the Board and work for Ahtna or any Ahtna subsidiary at the same time. If you currently work for the Ahtna Family of Companies as an employee or independent contractor and you are elected to the Board, you must resign your work as of the date you are elected.
- You cannot have served as the Ahtna, Inc. President, Ahtna Netiyе' CEO, or president of any Ahtna subsidiary since the last Annual Meeting.
- You cannot have been convicted of certain crimes involving violence or dishonesty within the last 5 years, or be currently imprisoned in connection with any of those crimes.

How do I nominate someone?

The nomination period has closed. Candidates who are included on the 2023 proxy and ballot forms were nominated between January 1 and February 28, 2023.

Can candidates campaign on Ahtna's social media channels?

No, candidates are not permitted to campaign on Ahtna's Facebook page or other Ahtna social media platforms.

Do campaign materials need to be approved by Ahtna?

No. Ahtna does not control or limit when or how a candidate may campaign or make other statements in letters or on their personal social media.

Are candidates required to file campaign materials?

Candidates who communicate with shareholders about the Annual Meeting in writing or on social media must comply with State of Alaska disclosure and reporting requirements. Candidates who choose to campaign or solicit proxies should review the information on required proxy disclosures and 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. If a candidate has any questions about these requirements, please contact the Alaska Division of Banking and Securities at anrsa@alaska.gov.

Can candidates request a shareholder mailing list or labels?

The shareholders who will be entitled to vote at the Annual Meeting are those shareholders with voting rights as of the record date on April 5, 2023. After the record date, Ahtna will prepare a list of shareholders who will be eligible to vote at the Meeting. That list will be available for shareholder review during the Annual Meeting and at Ahtna's Glennallen and Anchorage Offices upon request at least 20 days before the Meeting date.

Shareholders who wish to obtain a copy of the shareholder list or mailing labels must comply with Ahtna's policies and procedures for the inspection of records. Please contact the Shareholder Services department at SHServices@ahtna.net and ask for the records request form.

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 28. 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 28 – you should expect to get yours a few days later. We will also separately send your personalized e-proxy PIN to use the online proxy system at ahtnavote.com.

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. Your proxy forms include 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.

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. You can vote all of your shares (Classes A, C, D, F, G, H, I, J, and L) for the At-Large seat. If you have Class shares for a village seat that is up for election this year, you can vote only those village shares for that seat. For example, Seat C is up for election this year; you can vote your Class C shares for Seat C, but you cannot vote any other Ahtna shares you hold for Seat C.

The number of votes you can cast for the election of each director seat is printed on the proxy voting sheet for that seat and available on the e-voting site at www.ahtnavote.com. The proxy voting sheets and e-voting site 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.

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 village seat and the At-Large 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 paper proxy form blank; if you are submitting your proxy through the e-voting system, click the button labeled "Default Proxyholder (Election Committee)" on the Proxy Appointment page.

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If you prefer, you can designate another Ahtna voting shareholder as your proxy holder by inserting that shareholder's name in the blank on the paper proxy form or clicking the "Other Proxyholder" button on the e-voting site and entering your proxy holder's name. The shareholder you name as your alternate proxy holder should be planning to attend the Annual Meeting in person.

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 must attend the Annual Meeting in person and vote your shares during the proxy holder voting period. Your proxy holder will vote your shares according to your designations. If you do not make any designations, your proxy holder will cast your votes as they choose. If your proxy holder does not attend the Meeting and vote your shares during the proxy holder voting period, the Election Committee will still represent your shares.

PROXY PRIZES

How will I know if I won a proxy prize?

The drawings will be conducted by Swalling & Associates, P.C., the independent accounting firm retained to tabulate the vote for this election. Winners will be announced during 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 proxy 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.

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?

In order for your proxy to be voted at the Annual Meeting of Shareholders, your proxy must be properly completed and submitted by Tuesday, May 30, 2023 (5:00 p.m. AKDT) using one of the following methods:

1. Submitted through the online voting system at www.ahtnavote.com
2. Emailed to the Inspector of Elections (Swalling & Associates, P.C.) at l.patton@swallingcpas.com
3. Mailed to the Inspector of Elections at **Swalling & Associates, P.C., 3201 C Street, Suite 405, Anchorage, AK 99503**
4. Faxed to the Inspector of Elections (Swalling & Associates, P.C.) at **(907) 561-7683**

Alternatively, proxies can be delivered to the Inspector of Elections at the Annual Meeting before the close of ballot voting at 12:00 noon.

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

Yes. Submitting a proxy does not affect your right to vote in person at the Annual Meeting. If you submit your proxy and then attend the Annual Meeting in person and cast your ballot, your earlier proxy will be revoked. Even if you are planning to attend the Annual Meeting, you should still submit your proxy by the deadline to ensure that your shares are represented.

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

Directed voting is when you cast your votes for one or more candidates on your proxy. Discretionary voting is when you let a proxy holder cast all your votes as they choose. 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 vote 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, your designated proxy holder will decide how to vote your shares.

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

The Inspector of Elections will keep the proportions the same, but ensure that exactly 100% of your votes are cast by your proxy holder. 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 Inspector of Elections 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 Inspector of Elections would treat your proxy as casting 60 votes for A and 40 votes for B.

Can I revoke my proxy?

Any proxies given by a shareholder can be revoked or canceled at any time before the close of ballot voting at the Annual Meeting. You can revoke your proxy prior to the proxy filing deadline on Tuesday, May 30, 2023 by submitting a new proxy through the online voting system at www.ahtnavote.com or to the Inspector of Elections by emailing a scan or photo to l.patton@swallingcpas.com, mailing to Swalling & Associates, P.C., 3201 C Street, Suite 405, Anchorage, AK 99503, or faxing to (907) 561-7683. If you wish to revoke your proxy after the proxy filing deadline, you must attend the Annual Meeting in person and cast a ballot before the close of ballot voting.

Who do I contact if I lost my PIN?

Please use the PIN lookup tool available at www.ahtnavote.com or contact the Inspector of Elections, Swalling & Associates, P.C., at (907) 433-6308. Shareholders who contact Swalling & Associates, P.C. outside office hours can leave a message requesting a call back or send an email to l.patton@swallingcpas.com. Each shareholder has a unique PIN; please do not share your PIN with anyone.

SEAT-C (CANTWELL) PROXY CORRECTION

Why did Ahtna send a new proxy form for Seat C (Cantwell)?

Seat C-Cantwell candidate Windy Thorn was inadvertently left off the 2023 Proxy Statement and Proxy Voting Forms. A corrected Seat C-Cantwell proxy form was sent mailed out and the eProxy site (ahtna.com) has been updated to reflect both Grant C'edahwdeliixen Rebne and Windy Thorn as candidates for Seat C.

If I already voted for Seat C (Cantwell) do I have to vote again?

If you have already voted and are satisfied with how you voted, you do not need to vote again. If you have already submitted your proxy for Seat C-Cantwell but would like to change your vote, you can revoke it and submit a new proxy by the below means prior to the proxy filing deadline at 5:00 p.m. on May 30, 2023:

1. Submitted through the online voting system at www.ahtnavote.com

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AND PROXY FAQs (updated 05/09/2023)**



2. Emailed to the Inspector of Elections (Swalling & Associates, P.C.) at l.patton@swallingcpas.com
3. Mailed to the Inspector of Elections at **Swalling & Associates, P.C., 3201 C Street, Suite 405, Anchorage, AK 99503**
4. Faxed to the Inspector of Elections (Swalling & Associates, P.C.) at **(907) 561-7683**

I already voted for Seat C (Cantwell). How do I change my vote?

If you have already submitted your proxy for Seat C-Cantwell but would like to change your vote, you can revoke it and submit a new proxy by the below means prior to the proxy filing deadline at 5:00 p.m. on May 30, 2023:

1. Submitted through the online voting system at www.ahtnavote.com
2. Emailed to the Inspector of Elections (Swalling & Associates, P.C.) at l.patton@swallingcpas.com
3. Mailed to the Inspector of Elections at **Swalling & Associates, P.C., 3201 C Street, Suite 405, Anchorage, AK 99503**
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