



**SEALASKA CORPORATION**

This is the Official  
Sealaska Proxy Material

**2020**

**NOTICE OF ANNUAL MEETING  
AND PROXY STATEMENT**

# VOTE YOUR 2020 SEALASKA PROXY AND ATTEND THE 47TH ANNUAL MEETING OF SHAREHOLDERS ONLINE



## EARLY BIRD PRIZES

Vote your proxy on or before June 5, 2020.

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 on Alaska Airlines



## ANNUAL MEETING PRIZES

Vote your proxy so it is received by fax, mail or through online voting by 5 p.m. Alaska Daylight Time, June 26, 2020.

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 on Alaska Airlines

**PLUS** All webcast viewers the day of the annual meeting will be eligible for webcast prizes, including: **\$1,000** for **5** winners.

## PRIZE RULES:

1. 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. 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 5, 2020, at 5 p.m. Alaska Daylight Time. Winners of Early Bird prizes will be announced on approximately June 8, 2020.
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, 2021. All prize winners will be responsible for applicable state and federal taxes.
5. The Alaska Airlines tickets 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.

## **VOTE FOR DIRECTORS: How Many Votes Do You Have?**

If you received your proxy materials in the mail from Sealaska, then the number of votes that you have is printed on your proxy card in the upper right corner. You may also download and print a blank proxy from the Sealaska website, request another proxy from Sealaska headquarters, or vote your proxy online. Each share of voting stock is entitled to one vote for each director to be elected. For example, this year four directors will be elected, so if you own 100 shares, you have 400 votes.

### **EXAMPLE: 100 Shares X 4 Directors to be Elected = 400 Votes**

These votes can be distributed any way you determine among one to no more than four nominees if you vote directed. This is known as “cumulative voting.” If you vote discretionary, you do not need to allocate your votes. See “How to Complete Your Proxy” starting on page 6 for more information on completing your proxy card.

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# LETTER FROM THE BOARD CHAIR

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## Dear Shareholders:

The COVID-19 pandemic has taken the world by storm. As Native people, we have weathered plenty of storms. At Sealaska, we are fortunate to be invested in essential businesses that have continued to operate through the global slow down. We are also fortunate to be able to continue nearly all of our regular business, while maintaining a social distance. That includes holding the annual shareholder meeting virtually and conducting all of the necessary business that goes along with it.

Please vote your proxy. 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 2020 after reviewing this proxy statement and related material.

In 2019, approximately 61.9 percent of outstanding shares were voted and of that, about 28.1 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 with a goal this year of 65 percent voter turnout. As further incentive, the Board has increased the shareholder voting incentive from \$25 to \$50. We need your help to ensure our family members 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 5 p.m. Alaska Daylight Time on June 26, 2020.

**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, although during these unique times, we discourage the in-person delivery option. The Inspectors of Election must receive your paper proxy by 5 p.m. ADT, on Friday, June 26, 2020.

**No Voting in Person at the Annual Meeting.** Generally, shareholders can also vote in person at the annual meeting, but this year we are currently planning a virtual annual meeting, so the online and paper proxy options are the only viable options to vote. For that reason, we have extended the usual online and paper proxy deadlines by one day, to June 26, 2020, at 5 p.m. ADT.

**Vote Early.** You must vote on or before June 5, 2020 in order to be eligible for Early Bird Prizes.

Sealaska is stronger when we all stand to be counted. Thank you, in advance, for participating in the 2020 Annual Meeting.

Sincerely,  
SEALASKA CORPORATION

A handwritten signature in black ink, appearing to read "Joe Nelson". The signature is fluid and cursive, written over a horizontal line.

Joe Nelson  
Board Chair

Dated: May 1, 2020

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



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# LETTER FROM THE CORPORATE SECRETARY

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## Sealaska Corporation Notice of Annual Meeting of Shareholders

Dear Shareholders:

**NOTICE IS HEREBY GIVEN THAT THE 47th ANNUAL MEETING OF SHAREHOLDERS OF SEALASKA CORPORATION WILL BE HELD ONLINE THROUGH A VIRTUAL MEETING, ON SATURDAY, JUNE 27, 2020, 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, 2019.
- Elect four directors whose terms will expire at the annual meeting in 2023.
- Vote on a shareholder resolution to amend the bylaws.
- 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 2020 annual meeting, if any other business is presented at the annual meeting, your signed proxy card gives authority to Sealaska Proxyholders Jodi Mitchell, Barbara Cadiente-Nelson, and Nicole Hallingstad 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 17, 2020, are entitled to vote at the 2020 annual meeting. On that date, Sealaska had 2,501,076 outstanding shares of stock, and 2,106,145 of those were entitled to vote.

Please submit your proxy as soon as possible to ensure that your shares will be voted. There are voting instructions on pages 4-7 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 will receive a one-time payment of \$50. If you qualify for the incentive, you can choose to contribute it directly to Sealaska Heritage Institute (SHI) Fine Arts Campus. 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, Friday, June 26, 2020. Proxies received after that date and time will not be voted at the annual meeting and will not be eligible for the \$50 incentive. Shareholders, please join us online for the Annual Meeting on Saturday, June 27, 2020.

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

If you have an address change, please go to [www.mysealaska.com](http://www.mysealaska.com) or contact Sealaska directly.

Regards,

A handwritten signature in cursive script that reads "Jaeleen J. Kookesh".

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

Dated: May 1, 2020

# SAMPLE PROXY (Front)



## OFFICIAL SEALASKA CORPORATION PROXY

### Solicitation by the Board of Directors for the 2020 Annual Meeting of Shareholders

Shareholder Name: \_\_\_\_\_

Shareholder ID #: \_\_\_\_\_

Voting Shares: \_\_\_\_\_

Votes: \_\_\_\_\_

For greater detail on how to vote, including **Online Voting**, see your 2020 Proxy Statement.

### Vote Your Proxy

(Also vote on the resolution on the other side)

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:
<b>Morgan Howard</b>	_____
<b>Lisa Lang</b>	_____
<b>Angela Michaud</b>	_____
<b>Michael Roberts</b>	_____

#### INDEPENDENT NOMINEES

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

Nominee:	# of Directed Votes:	Nominee:	# of Directed Votes:
<b>Richard Beasley</b>	_____	<b>Vicki Soboleff</b>	_____
<b>Sidney Edenshaw</b>	_____	<b>Kimberley Strong</b>	_____
<b>Myrna Gardner</b>	_____	<b>Karen Taug</b>	_____
<b>Monico Ortiz</b>	_____	(write-in candidate)	_____

### Sign and Mail Your Proxy

I hereby appoint as my attorneys in fact and proxies Jodi Mitchell, Barbara Cadiente-Nelson and Nicole Hallingstad ("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 online, on June 27, 2020, at 1 p.m. Alaska Daylight Time, 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 1, 2020, 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 2023. CAST MY VOTES IN THE MANNER INDICATED ABOVE AND ON BACK OF PROXY.

#### Sign and mail this proxy in the enclosed prepaid envelope to:

Independent Inspectors of Election & Voting  
Elgee Rehfeld, LLC  
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 26, 2020.**

The Early Bird Deadline is 5 p.m. Alaska Daylight Time on June 5, 2020.

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.

Date: \_\_\_\_\_, 2020

Signature: \_\_\_\_\_  
(Please sign exactly as your name appears on the top of card)

Print name: \_\_\_\_\_

As custodian/guardian/trustee for: \_\_\_\_\_  
(Shareholder's name for whom you are signing)

Witnesses are necessary only when a shareholder signs by marking "X." In such case, two witnesses must sign below.

Witness: \_\_\_\_\_  
(If necessary)

Witness: \_\_\_\_\_  
(If necessary)

◀ BE SURE TO COMPLETE BOTH SIDES OF YOUR PROXY ▶

# SAMPLE PROXY (Back)

◀ BE SURE TO COMPLETE BOTH SIDES OF YOUR PROXY ▶

Shareholder Name:

Shareholder ID #:

Voting Shares:

## Vote on Shareholder Resolution

(Please see the Proxy Statement for greater detail and discussion about this resolution)

The following resolution has been submitted by a shareholder for a vote of the shareholders of Sealaska. This resolution will be adopted if approved by a majority vote of the total voting power of the Corporation.

**How many votes do you have?** For voting on this resolution, you have the same number of votes as the number of voting shares you own. The number of voting shares you own is printed above. If your proxy is signed and you do not mark **Yes** or **No** on the resolution, your vote will be counted as a "Quorum Only" vote on the unmarked resolution.

### SHAREHOLDER RESOLUTION: **Term Limits for the Board of Directors**

Shall Sealaska Corporation amend Bylaw Section 3.1, to establish term limits for Directors of four consecutive three-year terms, then requiring a minimum one-year waiting period before being reappointed or elected back to the board?

This resolution will be adopted if approved by a majority vote of the outstanding voting shares of the Corporation.

The Board of Directors recommends a **NO** vote.     **NO**     **YES**

**CHECK HERE** to contribute your **\$50** voting incentive to **Sealaska Heritage Institute Arts Campus Fund**

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

**Sign and mail this proxy in the enclosed prepaid envelope to:**

Independent Inspectors of Election & Voting  
Elgee Rehfeld, LLC  
9303 Glacier Highway, Suite B200, Juneau, AK 99801

**OR fax your proxy to:** 1.866.433.8063

If you fax your proxy, be sure to fax BOTH sides.  
If you fax your proxy, you do not need to mail it.

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.

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# HOW TO VOTE YOUR PAPER PROXY

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

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*This section refers to the numbers on the sample proxy on pages 4 and 5.*

### 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 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 Vote on Shareholder Resolution

Vote "yes" or "no" on the shareholder resolution. The Board recommends a "No" vote.

### 6 Your \$50 Voting Incentive and Contributions to SHI Arts Campus Fund

Voting your proxy on or before June 26, 2020 qualifies you for a one-time voting incentive of \$50.

- Check the box if you want to contribute your \$50 incentive payment to support the Sealaska Heritage Institute (SHI) Arts Campus 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 Fund to construct a facility to further their programs, to perpetuate Tlingit, Haida and Tsimshian culture.

### 7 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 26 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.

### 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.

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**Watch Our How-to-Vote Video at [MySealaska.com](http://MySealaska.com)!**

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# HOW TO VOTE YOUR PROXY ONLINE

## with *MySealaska*



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

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Sealaska has an online shareholder portal, **MySealaska**, accessible from [MySealaska.com](https://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.

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### 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 26 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.

# SHAREHOLDER RESOLUTION

## RESOLUTION SUMMARY

Shareholder Leilani Wilson Walkush has submitted a proposed resolution to amend the Corporation's Bylaws to establish term limits for Sealaska directors. A director could serve a maximum of four terms and is not eligible for re-election or Board appointment for a period between one regular annual meeting of the shareholders to the next regular annual meeting of the shareholders. The proposed resolution would amend Bylaw Section 3.1, Composition and Term, which currently reads as follows:

The business, affairs and property of the Corporation shall be managed by a Board of Directors composed of thirteen (13) members. The terms of members shall be three (3) years, with elections by class, of four and five members to be elected at each annual meeting of shareholders.

The proposed resolution would amend Bylaw Section 3.1, Composition and Term, to read as follows:

The business, affairs and property of the Corporation shall be managed by a Board of Directors composed of thirteen (13) members. The terms of members shall be three (3) years with election by class of four and five members to be elected at each annual meeting of shareholders. Upon completion of four (4) consecutive terms of service, a shareholder is not eligible for re-election or board appointment for a period between one regular annual meeting of the shareholders to the next regular annual meeting of the shareholders.

## VOTING STANDARD

This is a binding shareholder resolution, and if adopted will amend the Corporation's Bylaws. A Bylaw may be amended, repealed or restated only by the Board of Directors or by a majority vote of the outstanding shares eligible to vote at any Annual Meeting of shareholders, or at any special meeting of shareholders called for that purpose. (Bylaws, Article VII, Amendments; and Alaska Statute 10.06.228).

This means that in order to pass, the resolution must have the affirmative vote of a majority of all of the outstanding voting shares of the Corporation. As of the record date on April 17 for the 2020 annual meeting, there were 2,106,145 outstanding shares of voting stock; therefore, the resolution requires 1,053,073 Yes or affirmative shares voted in order to pass. The Bylaw may be amended or repealed by a vote of the outstanding shares, or by the Board of Directors.

- The Sealaska shareholder sponsoring this proposed amendment recommends a Yes vote, in favor of the Term Limits resolution.
- **The Sealaska Board of Directors recommends a NO vote, against the Term Limits resolution.**

# SHAREHOLDER RESOLUTION

## SHAREHOLDER RESOLUTION ON THE PROXY

The following language will appear on the Sealaska proxy for the 2020 Annual Meeting of shareholders:

### SHAREHOLDER RESOLUTION: **Term Limits for the Board of Directors**

Shall Sealaska Corporation amend Bylaw Section 3.1, to establish term limits for Directors of four consecutive three-year terms, then requiring a minimum one-year waiting period before being reappointed or elected back to the board?

This resolution will be adopted if approved by a majority vote of the outstanding voting shares of the Corporation.

The Board of Directors recommends a **NO** vote.     **NO**     **YES**

## RECOMMENDATION

**The Board of Directors recommends a NO vote on the resolution:**

**YES**     **NO**

A “**YES**” vote is in favor of adopting the resolution to amend the Bylaws.

A “**NO**” vote is against the resolution, and the language of Bylaw Section 3.1 would remain as is.

## INFORMATION TO CONSIDER FOR AND AGAINST THE RESOLUTION

### FOR

- Term limits allow for a higher number of shareholders to serve on Sealaska’s Board of Directors.
- New directors will bring new perspectives, ideas, and skills to Sealaska.
- There will be a guaranteed rotation of new shareholders serving as directors.
- Other elective offices, such as that of the president of the United States, have term limits in place.

### AGAINST

- Membership changes are occurring on the Sealaska Board without term limits. There have been five new Board members over the past four years. If the current Board-endorsed nominees are elected, that number will jump to eight.
- Current Board nomination policies provide for objective review of incumbent Board members and are already resulting in more frequent change, but without the extreme disruption caused by strict automatic term limits.
- Sealaska’s partners and customers seek stability in the Board as a basis for doing business, which could be undermined by the frequent departure of experienced directors.
- Shareholders should have the freedom to vote for whomever they support, without the artificial constraints of term limits.

# SHAREHOLDER RESOLUTION

## PROPONENT'S STATEMENT IN FAVOR OF THE TERM LIMITS RESOLUTION

By Leilani Wilson Walkush

This resolution limits shareholders serving on the board to completing four (4) consecutive terms, then requiring a minimum year period before being reappointed or elected back to the board.

Without term limits, six (6) of our thirteen (13) directors have exceeded this 12-year recommendation, serving a combined 132 years (44+27+17+15+15+14)! Directors have a conflict of interest when self and peer evaluating, they are subjective when deciding if they themselves or a fellow director continues to be effective, and a defined term limit is objective, which is important for any thorough analysis.

I believe there is a finite period for effective directors. It is not prudent to become dependent on a director, no organization should create that type of board structure. I believe the most effective director is a leader who works continuously to help others learn and grow, while creating opportunities, and in the end, has helped multiply the number of replacements for themselves!

Sealaska is diverse, with the largest original shareholder base, and we have many qualified shareholders who could and should serve. Your vote is powerful and can be used to support positive change. Please vote YES on director term limits!

# SHAREHOLDER RESOLUTION

## SEALASKA BOARD OF DIRECTORS' POSITION STATEMENT IN OPPOSITION TO THE TERM LIMITS RESOLUTION

The Sealaska Board of Directors encourages healthy, respectful discussions around issues that matter to shareholders. The Board respects and appreciates shareholders who engage in the election process, and supports the right of shareholders to submit petitions for consideration.

After careful consideration, the Board of Directors opposes the proposed shareholder resolution on Term Limits as written.

There are many reasons the Board is asking for a NO vote on this resolution:

- There are unprecedented changes happening when it comes to Sealaska Board membership. Five new Board members have joined the Board over the past four years. If the current board-endorsed nominees are elected, that number will jump to eight. Even without term limits, the updated board endorsement process has resulted in new directors coming to the table.
- Shareholders have every right to elect whomever they support to the Board of Directors. There are existing voting procedures for shareholders to vote freely for the candidates of their choice. Term limits impose artificial limits on candidates who might otherwise continue to receive the support of shareholders.
- This resolution is too restrictive and would severely limit the Corporation's ability to develop an experienced Board. Sealaska's partners and financial institutions want to know that there is a balance of new and experienced Directors.
- There is no other ANCSA Regional Corporation that has term limits for their Board of Directors. Other Regional Corporations recognize the right of free choice among shareholders and understand the need for stability and experienced Directors.
- We believe that a diverse, broad collection of voices are needed to lead Sealaska. In addition to membership changes on the Board, we are the only ANCSA Regional Corporation with a board youth advisor program to bring younger voices into the boardroom. We have also started three shareholder participation committees to make sure even more voices are heard from our shareholder base.
- If the term limits resolution is adopted, the Sealaska Board would lose seven Directors over the next three years, with a complete turnover of the Board in the next ten years. With the current changes already happening in Board membership, this would be a significant loss of institutional experience and knowledge which damages the credibility and stability of the Corporation.

**Sealaska strongly encourages shareholders to vote NO on this resolution.**



# ANNUAL MEETING



## JOIN US FROM HOME

**The virtual 2020 Annual Meeting of Sealaska Shareholders will be on Saturday, June 27 at 1 p.m. Alaska Daylight Time**

Go to **Sealaska.com** for more information and meeting details.

Go to **MySealaska** to join the meeting on June 27th.

- **Gather** virtually with shareholder friends and family
- **Hear** reports from Sealaska leadership regarding financial results and strategic plan going forward
- **Receive** final election and resolution results
- **Win** prizes!



# NOMINEES ENDORSED BY THE BOARD



## MORGAN HOWARD

I am grateful for the opportunity to serve on the Sealaska Board, where I feel we have the ability to fulfill our grandparents' dream of a better life. Sealaska is currently experiencing record profits and providing the most

shareholder benefits in its history. We successfully invested in businesses that align with our values, specifically around the health of our oceans. These business decisions have allowed us to recently double the size of shareholder scholarships and fund part-time students; start a new death burial benefit; and set aside \$10 million to continue the work of rejuvenating our Native languages.

However, this is not enough. Many of our villages, urban communities and individual shareholders are still struggling because of homelessness, opioid addiction, lack of employment opportunities, changing economies and depression... stark realities I experience within my own family. We must work together to find solutions. Sealaska partners with Sealaska Heritage Institute, Spruce Root and Southeast Sustainable Partnership because these organizations are making a difference and helping fulfill Sealaska's mission.

My promise to you remains the same. I will always work to protect our Native land, preserve our heritage, provide scholarships, increase shareholder opportunities, fight for subsistence rights and improve communication to shareholders.

**AGE:** 51

**CITY/STATE:** Kirkland, WA

**OCCUPATION:** Owner of Morgan Howard Productions

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

Member of the Sealaska Board of Directors since 2017 and serves as chair of the Communications Sub-committee and chair of the Sealaska Finance Committee. He is also a member of the Shareholder Relations Committee.

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

**EDUCATION:** Bachelor of Science in communications from Northern Arizona University and a Bachelor of Arts in film production from Columbia College–Hollywood.

**AFFILIATIONS:** Member of the Seattle Chapter of Central Council of the Tlingit & Haida of Indian Tribes of Alaska (Tlingit & Haida), 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, *Teikweidí* (Brown Bear clan), *K'ineix Kwáa yádi* (child of). His Tlingit name is *X'agatkeen*.

**Learn more about Morgan Howard on the Sealaska Facebook page.**

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## Terms Expiring in 2023

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

# NOMINEES ENDORSED BY THE BOARD



## LISA LANG

We stand at a profound intersection of time, facing extraordinary challenges none of us have ever experienced here in Alaska and beyond. With a cultural world view, I hope to become a part of the evolving Sealaska team

who collectively creates balanced and innovative solutions for our region and our shareholders. The skills I would offer as a Sealaska Director draw upon my deep cultural values, education and personal commitment to strengthening our economic base.

My name is Lisa Lang. I am an attorney and a member in good standing with the New Mexico Bar Association since 2002. My background includes community economic development, language, culture and revitalization. Currently, I am director of the non-profit Xaadas Kil Kuyaas (XKKF) Foundation. I am an elected associate judge for Tlingit and Haida in Juneau, Alaska.

I have my Grandmother Helen Sanderson's Haida name. My mother was the late Carolyn Sanderson and my family originates from Hydaburg, Alaska. I am *Yahkw 'Laana* Clan, a Raven, Two Finned Killer Whale. A *Yahkw Janáas* or woman of the clan from the *Kaad Naay* (Shark House). My father was Gerald Osh Lang who was a Tsimshian Eagle from Metlakatla, Alaska, with Tsimshian and Tlingit roots from his mother Cora Lang-Booth.

**AGE:** 61

**CITY/STATE:** Hydaburg, Alaska

**OCCUPATION:** Executive Director, Xaadas Kil Kuyaas Foundation (XKKF); Owner of Minority Woman-Owned Business, Lisaverosh Consulting

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

**DIRECTORSHIP(S) HELD IN OTHER ENTITIES:** Haida Corporation Board of Directors

**EDUCATION:** Master of Arts, Simon Fraser University; First Nations Linguistics, *Xaad Kil*; Juris Doctorate, University of New Mexico; Bachelor of Science in political science with a minor in business, Emporia State University, Kansas; Associate degree in liberal arts with business emphasis, Haskell Indian Junior College.

**AFFILIATIONS:** Hydaburg Cooperative Association (HCA or Tribe), Member; New Mexico Bar Association Member; Central Council of the Tlingit & Haida Indian Tribes of Alaska, Tribal Member, Elected Associate Judge. Lisa is Haida, *Yahkw 'Laanas* Clan, a Raven, Two Finned Killer Whale, from the *K'aad Naay* (Shark House). She is a child of a Tsimshian Eagle and a Tlingit from Metlakatla, Alaska. Her Haida name is *Ka'illjuus*.

**Learn more about Lisa Lang on the Sealaska Facebook page.**

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## Terms Expiring in 2023

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# NOMINEES ENDORSED BY THE BOARD



## DR. ANGELA MICHAUD

If elected, I will be the second shareholder descendant to join the Board. I am ready to help support Sealaska shareholders to financial, cultural, educational, and family wellness. I support Sealaska being financially

independent with the ability to provide shareholders with an abundance of resources to help them live a happy and healthy life. I would like to see that we have immersion schools, our children are successful, graduate with honors, and are employable. I will support creating jobs and having them available for shareholder employment in a variety of areas of interest. Our shareholders are successful business owners and stimulate economic development. I will encourage new business ventures and help support them. I will see that we help support happy and healthy families who have homes, healthy food, and clean water. I am in support of having a highly sought-after tribal college. I will continue to support current and future generations to know and understand their culture and their family history. I will see that we continue to have cultural events and support our tribes.

I will help build true relationships with our shareholders. I will encourage use of technology to reach out to our shareholders in different ways, to hear their voices and to help where I am needed.

**AGE:** 38

**CITY/STATE:** Anchorage, Alaska

**OCCUPATION:** Senior Director of Executive and Tribal Services, Southcentral Foundation; Clinic Director of Traditional Healing Clinic, Southcentral Foundation; Owner/Manager, Apartment Rentals

**CURRENT AND PREVIOUS POSITIONS WITHIN SEALASKA CORPORATION AND/OR SEALASKA SUBSIDIARIES:** None

**DIRECTORSHIP(S) HELD IN OTHER ENTITIES:** Huna Heritage Foundation Board of Trustees, Cook Inlet Native Head Start Board of Directors

**EDUCATION:** Doctor of Chiropractic, Palmer College of Chiropractic; Bachelor of Science in exercise and sports science, Oregon State University; High School Diploma, Ketchikan High School

**AFFILIATIONS:** Alaska Chiropractic Society; American Chiropractic Association; Association of Alaska Native and American Indian Doctors of Chiropractic; International Chiropractic Pediatric Association; National Strength and Conditioning Association; Central Council of the Tlingit & Haida Indian Tribes of Alaska, Council Member, Anchorage; and Alaska Native Sisterhood. Angela's Tlingit name is *Saa Doo ou* after Dorothy Carteeti and she is Eagle, *Chookaneidí* (Bear clan). Angela's father is Raven, from the *T'akdeintaan* (Sea Pigeon clan) and grandparents are Pauline and John Hinchman.

**Learn more about Angela Michaud on the Sealaska Facebook page.**

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## Terms Expiring in 2023

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- Sealaska has endorsed four (4) board nominees.

# NOMINEES ENDORSED BY THE BOARD



## MICHAEL ROBERTS

My life has been in support of the genius of American Indian and Alaska Native people – especially those in ultra-rural communities.

For the past 15 years I have led First Nations Development Institute, whose \$10M annual

budget and \$3–4M in grantmaking makes us one of the largest investors in these Indian communities.

My dedication and hard work were influenced by my father Peter Roberts (Raven) who spent 38 years working at Ketchikan Pulp, and my grandfather (Eagle) a commercial fisherman from Klawock.

I have benefited from the Tlingit community's investment in me – as an intern at Ketchikan Indian Corporation, from Sealaska and Klawock-Heenyá scholarships and summer jobs at Saxman Seaport, Ocean Beauty and Seattle Seafoods.

I am an accomplished business professional; spent five years working for small (\$50M) and large (\$500M) venture capital companies; completed a one-year term on the Tlingit and Haida Tribal Business Corporation; served as a committee member for the Three Affiliated Tribes' \$200M investment committee; and I am the vice-chair and incoming chair of the investment committee for the \$267M Native American Agriculture Fund.

I believe I am highly qualified and would be humbled to receive your vote for the Sealaska Board of Directors.

**AGE:** 57

**CITY/STATE:** Longmont, Colorado

**OCCUPATION:** President & CEO, First Nations Development Institute

**CURRENT AND PREVIOUS POSITIONS WITHIN SEALASKA CORPORATION AND/OR SEALASKA SUBSIDIARIES:** None

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

Sustainable Agriculture & Food Systems Funders (SAFSF) Steering Committee, Finance Committee and Co-Chair the Diversity Committee; The Native American Agriculture Fund Board of Trustees, Vice Chair of the Investment Committee; Three Affiliated Tribes – the Mandan, Hidatsa, and Arikara Nation, Investment Committee Member; National Center for Responsive Philanthropy Board Member; First Nations Development Institute Board Member; and First Nations Oweesta Corporation Board Chair.

**EDUCATION:** Master of Business Administration, University of Washington; Bachelor of Environmental Design, University of Colorado; Albertson College of Idaho, physics and mathematics.

**AFFILIATIONS:** Former Board Member of the Tlingit & Haida Tribal Business Corporation. Mike is a child of the Raven moiety, *Gooch/Ch'aak' naa* (Wolf/Eagle), *Kóon Hít* (Flicker House), *Kooyu Kwáan* (*Kuiu* Island People). His Tlingit name is *T'eix Sháach Tsín*.

**Learn more about Michael Roberts on the Sealaska Facebook page.**

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## Terms Expiring in 2023

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

**MICHAEL (MICK) BEASLEY**, age 62, Juneau, Alaska, is a journeyman artist and spent the last year carving on a totem pole and completing a round wooden panel. Mick has a Bachelor of Fine Arts in metal design from the University of Washington. He has been a member of the Sealaska Board of Directors since 2016. Mick enjoys representing shareholders and is on the Shareholder Relations Committee and Governance-Nominations Committee. Mick also serves as a manager on the Haa Aaní, LLC Board of Managers. Currently he is promoting teaching subsistence gill net construction for sockeye fishing in three Southeast Alaska communities. From his mother, he belongs to the *L'uknax.ádi* (Coho clan) and is the child of a Slovak. His term ends in 2022.

**BARBARA BLAKE**, age 38, Juneau, Alaska, is the director of the Alaska Native Policy Center with First Alaskans Institute. Barbara has a master's degree, bachelor's degree and two certificates that center on rural economic development. She has been a member of the Sealaska Board of Directors since 2019. Barbara is a member of the Compensation Committee, Shareholder Relations Committee and Governance-Nominations Committee. She also serves as a manager on the Haa Aaní, LLC Board of Managers. Barbara is a former Sealaska board youth advisor and Sealaska accounting intern. She is a member of Xaadáas Dagwii and Woosh.ji.een dance groups, Polynesian Voyage Society, and serves on Progressive Alaska and Defend Alaska Board of Directors. She is Haida, Tlingit and Ahtna Athabascan and her family stems from *Higdáa Gándlaay* (Hydaburg), *Lawaak* (Klawock), and *Tsiis tl'edze'na'* (Chistochina). Barbara is *Xaadaas* (Haida), *Yahkw Janáas* (Shark clan), father is *Naltsiine*, and grandfather *Teeyeeneidi*. Her Haida name is *'Wáahlaal Gidáak* (Potlatch Giver). Her term ends in 2022.

**BARBARA CADIENTE-NELSON**, age 66, 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 Sealaska Shareholder Relations Committee; a member of the Governance-Nominations Committee, Communications Sub-committee, and Finance Committee; and serves as a trustee on the Sealaska Heritage Institute Board of Trustees. Barbara is a Council Member/Officer of Douglas Indian Tribal Government (DIA) and chair of the DIA Culture and Education Committee. Barbara is Tlingit, *Teikweidí* (Brown Bear clan), *L'eeneidí*/Filipino *yádi* (child of). Her Tlingit name is *Xáshk'ugé*. Her term ends in 2021.

**NICOLE HALLINGSTAD**, age 54, 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 2018. She serves as chair of the Governance-Nominations Committee; a member on the Audit Committee, Compensation Committee; and a trustee of the Elders' Settlement Trust. Nicole is a former vice president and corporate secretary of Sealaska, and 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 clan) and *Tsaagweidí*/Norwegian *yádi* (child of). Her Tlingit name is *Ch'aak'Tlaa*. Her term ends in 2021.

**ALBERT KOOKESH**, age 71, 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 manager on the Haa Aaní, LLC Board of Managers; a trustee and former chair of the Elders' Settlement Trust; a trustee of the Sealaska Heritage Institute Board of Trustees; and serves as Sealaska's representative to 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 who served in the Alaska Legislature, both House of Representatives (1997–2005) and Senate (2005–2013) 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, *Teikweidí* (Brown Bear clan), *L'eeneidí yádi* (child of). His Tlingit name is *Kaasháan*. His term ends in 2021.

## CONTINUING DIRECTORS

**J. TATE LONDON**, age 58, 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 and Governance-Nominations 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 a former elected Tlingit & Haida delegate and former chair of Tlingit & Haida's Judiciary Committee. Tate is Tlingit/Raven, *L'eeneidí* (Dog Salmon clan), child of Killerwhale. His Tlingit name is *Xein*. His term ends in 2021.

**JOHANNA 'JODI' MITCHELL**, age 56, Juneau, Alaska, is the chief executive officer and general manager, Inside Passage Electric Cooperative. Jodi was a former senior accountant at Sealaska Corporation and prior to that position, she was a Sealaska summer intern. She has a Bachelor of Science in business administration from the University of Oregon and holds the Certified Management Accountant designation from the Institute of Management Accountants. Jodi has been a member of the Sealaska Board of Directors since 2006 and has been board vice chair since June 2016. She serves as chair of the Audit Committee, vice chair of the Governance-Nominations Committee, a member of the Compensation Committee and Finance Committee; and in 2017 she served as chair of the Nominations Committee. Jodi also serves as a manager on the Sealaska Government Services LLC Board of Managers, and serves as an alternate representative on the Alaska Federation of Natives Board. Jodi is a member of the Institute of Certified Management Accountants; former chair and trustee of the Kootznoowoo Permanent Fund Settlement Trust; a director of the Kwaan Electric Transmission Intertie Cooperative; a member of the State of Alaska's Renewable Energy Fund Advisory Committee; serves on the Board of Directors of Alaska Power Association; and is a member of the Energy Committee for Southeast Conference. Jodi is *Deisheetaan* (Beaver clan) and *Dleit káa yádi* (child of), and her Tlingit name is *Tseiltín*. Her term ends in 2022.

**JOE NELSON**, age 49, 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 Inc. 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, *Teikweidí* (Brown Bear clan), *Kwáashk'íkwaan yádi* (child of). His Tlingit name is *Kaaxúxgu*. His term ends in 2021.

**RICHARD RINEHART**, age 60, Kenmore, Washington, is chief executive officer for Tlingit and Haida Business Corporation. Richard was the former chief financial officer of Sealaska Corporation. He has a Master of Business Administration from Portland State University and a Bachelor of Science from Portland State University. Richard has been a member of the Sealaska Board of Directors since 2013. He is the owner and president of Raven Potlatch Development, LLC and also owner and managing member of Raven Potlatch Real Estate, LLC. Richard is the vice chair of the Sealaska Audit Committee and is a member of the Finance Committee. Richard serves as chair of the Haa Aaní, LLC Board. He is a 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), and Haida. His Tlingit names are *Du aani Kax Naalei* and *Tashee*. His term ends in 2022.

# INDEPENDENT NOMINEES



## RICHARD BEASLEY

I am a qualified independent candidate asking for your votes to represent you for the next three years. Sealaska Corporation original enrollees have not had a meaningful land claims settlement. Originals do not have many years left. I believe in recognizing & increasing the Elders payments to three times the earning share.

Along with many shareholders, I stand in support of Term Limits for Sealaska directors. Vote Yes. For too long, Sealaska Directors have been appointing their own board members. Many qualified shareholders an opportunity for free and open elections. The time for term limits is needed.

I would make a great Director and strengthen board diversity. My past board experience is solid in character and integrity and I think on my own. My communication abilities have given me a strong unity among shareholders. I have an ability to understand Sealaska financials. Profitability is King. Dividends are a #1 priority. Like many, as a Shareholder, I want a strong and financially successful Sealaska Corporation.

Finally, I will speak up for you for employment, land use and always support election reform. The best opportunity for new shareholders is to support independent nominees who support your desires.

My Best to All.

**AGE:** 62

**CITY/STATE:** Juneau, Alaska

**OCCUPATION:** Small Business Owner

**CURRENT AND PREVIOUS POSITIONS WITHIN SEALASKA CORPORATION AND/OR SEALASKA SUBSIDIARIES:** None

**DIRECTORSHIP(S) HELD IN OTHER ENTITIES:** Goldbelt, Inc. Board of Directors, serving as Treasurer

**EDUCATION:** University of Washington, Bachelor of Fine Arts, Metal Design

**AFFILIATIONS:** None listed

**REQUIRED DISCLOSURE:** In 2019, he was found in violation of the ANCSA Corporations Proxy Solicitations Act for failing to file required disclosures relating to proxy solicitation. Richard's brother, Michael Beasley, currently serves on the Sealaska Board of Directors.



## SIDNEY EDENSHAW

Sealaska's largest business platform is in seafood; I am the only lifelong fisherman and seine boat owner on the Board. It is vitally important that Sealaska maintain positive relations with Southeast Alaska Tribes. I am the only director who serves as a Tribal President.

I am proud to have helped lead Sealaska through some challenging years to a time of record profits.

I am a strong advocate of shareholder hire and development. I humbly ask for your direct vote.

Sidney Edenshaw

**AGE:** 56

**CITY/STATE:** Hydaburg, Alaska

**OCCUPATION:** Commercial Fisherman; Walking Boss Dispatcher for Southeast Stevedoring

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

Sealaska Director serving on the Shareholder Relations Committee and the Haa Aaní, LLC Board of Managers; former member of the Compensation Committee.

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

**EDUCATION:** High School Diploma

**AFFILIATIONS:** SEARHC Board; Tlingit & Haida Delegate; Haida Community Association Tribal President.

**REQUIRED DISCLOSURE:** In September 2018, he filed for voluntary bankruptcy, which was resolved by December 2018.

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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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# INDEPENDENT NOMINEES



## MYRNA GARDNER

I am asking for your vote to serve you. I have run in the past on the position of adding value to the board with my diverse knowledge and experience. I believe Sealaska has exponential opportunities and capacity to Increase Shareholder value and maximizing our assets (land, resources and capital).

For the last two years, I have been building my business, 4 Key Solutions where we provide professional advisors to help entrepreneurs and corporate businesses grow their business. I've served as CEOs, Managers and Entrepreneur.

I also design apparel, accessories and jewelry using furs from Alaska under the name: Soft Gold Furs. My work has and currently retails in Alaska, Washington and Washington DC as well as online. I know what it's like to build something from nothing. I know what type of support we should be giving each other. I would appreciate the opportunity to serve our corporation and my fellow shareholders.

I am Tlingit and Haida Indian. My Tlingit name is *Xiéishxí*, I am *Yéil naax xat sitee*, *Duk'tool*, *Wéix' naax xat sitee*, *Taakwaaneidi Hi't* (Raven/Skulpin house), *Heinyaa Kwaan* (Klawock) people and is *Chankweidi Yadi* (a child of the Haida people on my father's side).

**AGE:** 56

**CITY/STATE:** Juneau, Alaska

**OCCUPATION:** Partner, 4 Key Solutions, LLC 03/2018-current; Partner, 4 Key Staffing, LLC 03/2020-current

**CURRENT AND PREVIOUS POSITIONS WITHIN SEALASKA CORPORATION AND/OR SEALASKA SUBSIDIARIES:** None

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

**EDUCATION:** George Washington University School of Business, Washington DC; Occupational Endorsement 07/2005; Major: Government Contracting, Masters Certification in Government Contracting. Professional designation of "Certified Contract Manager" GWCCM, University of Alaska, Anchorage, Fairbanks and Southeast, University of New Orleans, University of Tampa, Bellevue University

**AFFILIATIONS:** Women of the Moose, Chapter 439; Alaska Native Sisterhood; Elks Emblem Juneau, Fraternal Order of the Eagles, #483 & 4200, National Congress of American Indians



## MONICO ORTIZ

My name is Monico Ortiz. I was born in Seattle. My beloved grandfather, Thomas J. Hansen, was Tlingit from the Eagle clan. He was an orphan born in Ketchikan and raised in Sitka.

I have been working for many years as an electrical engineer/project lead for a variety of companies, including big corporations and start-ups, in both government and commercial sectors.

Serving as Chairman for Sealaska SPC Outside Alaska, I have talked to many shareholders about issues that matter most to them, including their desire to network with other shareholders and to connect to their homeland, especially for those outside Alaska.

There is mistrust within our native community. This is a result of the trauma of our people being colonized and affects how we see each other and our corporation.

Sealaska is making positive changes. I believe I can be an integral part of the healing and restoration process by being a bridge between my fellow shareholders and Sealaska. I will continue to actively and compassionately hear from shareholders and diligently work with the Board, as I already have as SPC Chairman.

I am running for the Sealaska Board of Directors because I am passionate about helping my fellow shareholders.

**AGE:** 48

**CITY/STATE:** Bellevue, Washington

**OCCUPATION:** Electrical Engineer, Blue Origin

**CURRENT AND PREVIOUS POSITIONS WITHIN SEALASKA CORPORATION AND/OR SEALASKA SUBSIDIARIES:** Shareholder Participation Committee, Outside Alaska Chairman

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

**EDUCATION:** University of Washington, Bachelor of Science in Electrical Engineering; University of California, Master of Science in Electrical Engineering; University of Washington Certificate for working with ARM Cortex M4 Microprocessor

**AFFILIATIONS:** Member of Institute of Electrical & Electronics Engineers; Former President of Eta Kappa Nu, Electrical Engineering Society

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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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## VICKI SOBOLEFF

Grandmother – Vesta Johnson  
 Mother – Josephine Scott  
 Uncles – Lloyd and Wilbert Scott  
 Origin – Hydaburg, Alaska  
 Experience – Accounting and Finance  
 Education – Bachelor of Business Administration Degree; Accounting Emphasis

### Board Experience:

Catholic Community Services and Audit committee  
 Haida Corporation  
 Haida Energy

### Volunteer Work:

All Nations' Children – Juneau and Washington  
 Drum making/Cedar hat weaving – youth and adults

I have worked as Controller, Accounting Manager, Accountant, and Community leader. My strong skill set will serve well on your board: financial statement preparation/analysis, corporate management, for-profit/non-profit companies, board experience, traditional and cultural experience with Southeast Alaska Native people and youth.

My vision for Sealaska is continued ownership of our homelands, perpetuation of the Southeast Alaska Native culture, and improvement of the lives of our shareholders. These goals will be accomplished through consistent growth of the Corporation's net income and revenue base. A leader in the region, Sealaska can provide shareholders consistent dividends, continued contributions to cultural and educational programs, continued contributions to scholarship and intern program, more direct outreach programs for shareholders, and a successful workplace through increased shareholder hire and an executive mentorship program at the Corporation and subsidiaries.

Please vote directed for Vicki Soboleff.

**AGE:** 57

**CITY/STATE:** Blaine, Washington

**OCCUPATION:** Accounting Manager, Tulalip Tribes of Washington

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

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

**EDUCATION:** Bachelor Degree Business Administration with Accounting Emphasis, University of Alaska - Southeast

**AFFILIATIONS:** Central Council of Tlingit and Haida Indian Tribes; Alaska Native Sisterhood – Camp 36; Member *Yaaw Tei Yi* dancers; Group Leader *Xaataay Waadluwaan Gaagaay* dancers; Group Leader Emeritus, *Lda Kat Naax Sati' Yatx'i* dancers; Haida *Yak'Laanas* (Raven/Double Fin Killerwhale) of the Brown Bear House; Tlingit (adopted) *Kiks.ádi* (Raven/Frog) of the *Tináa Hít* (Copper Shield House) and the *Gagaan Hít* (Sun House); and Haida names are *Hiilunjaat* and *Tl'aakahlwaas*.

**REQUIRED DISCLOSURE:** In 2014, she pled no contest to a charge of driving under the influence.

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# INDEPENDENT NOMINEES



## KIMBERLEY STRONG

I am Kimberley Strong, *Kaagwaantaan, Gooch Hit*, from Klukwan and wish to serve on the Sealaska Board. I humbly ask for your vote. My skill set comes from my serving on local, regional and statewide governing boards including my village ANCSA corp. -Klukwan Inc., Chatham School District and IPEC. My leadership style is inclusive and

respectful to all. I am interested in your opinion and vision for our future. I envision, sustainable economic growth that creates employment and distribution opportunities for our Shareholders. As a board member, I will use my skills learned and apply this simple question to guide my decisions: "How does this action, help the people I am serving?"

I received a Bachelor of Arts Degree in Rural Development with emphasis in Business and Economic. Development from the University of Alaska-Fairbanks. I currently serve as: Chilkat Indian Village of Klukwan-Tribal President; Southeast Alaska Regional Health Consortium (SEARHC)-Chairman; Alaska Native Tribal Health Consortium (ANTHC)-Board Member; and Jilkaat Kwaan Heritage Center-Board Member.

Winning a Sealaska board seat means, I will do my best to honor the knowledge gained from our ancestors in service to our Tribal communities, shareholders and most importantly our future generations. VOTE STRONG!

**AGE:** 62

**CITY/STATE:** Haines, Alaska

**OCCUPATION:** Chilkat Indian Village Council President

**CURRENT AND PREVIOUS POSITIONS WITHIN SEALASKA CORPORATION AND/OR SEALASKA SUBSIDIARIES:** None

**DIRECTORSHIP(S) HELD IN OTHER ENTITIES:** Jilkaat Kwaan Heritage Center Board member; Southeast Alaska Regional Health Consortium, Board Chair; Alaska Native Tribal Health, Board member; Alaska Pacific University Board member; Former Chilkat Valley Community Foundation Founding Member; Former Healing Hands Foundation Board member; Former Board member Alaska Native Health Board; Former Board member Inside Passage Electrical Cooperative; Former Board member Chatham Regional School Board; Former Board member Klukwan, Inc. & Subsidiaries; Former Board member Alaska Federation of Natives; Former Board member Southeast Alaska State Fair.

**EDUCATION:** University of Alaska-Fairbanks, Bachelor of Arts Rural Development

**AFFILIATIONS:** Alaska Native Sisterhood Grand Camp-Executive Committee; Klukwan ANS Camp #8-Treasurer



## KAREN TAUG

I have been an Independent candidate for election to the Sealaska Board for a number of years and have been very close to winning a seat through Directed votes. *Gunalchéesh* to those who have welcomed me into your homes over the years. Unfortunately, the Board recommended candidates have the advantage of Discretionary

voting, which makes it extremely difficult for an Independent to win a board seat. So, please, vote Directed.

I earned a bachelor's degree in Business while raising five kids and working full-time, so I know how to work hard. I have extensive business and financial experience, which I believe would be an asset to the Board and shareholders. If elected, I will be a voice for you. I will listen to your concerns and ideas and I will advocate on your behalf in the boardroom. Has the corporation increased profits over the last couple of years? Yes. Do I think we can do better? Yes, and I would like to help us do better.

I humbly ask that you vote DIRECTED for KAREN TAUG and please ask your family and friends to do the same. I would be honored to represent you, my fellow shareholders, in the boardroom.

**AGE:** 65

**CITY/STATE:** Haines, Alaska

**OCCUPATION:** Retired (Finance)

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

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

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

**AFFILIATIONS:** Alaska Native Sisterhood-Camp 70; Goldbelt, Inc.-Shareholder (prior Board member & Chairwoman of the Board); Central Council Tlingit & Haida Indians of Alaska-Delegate Haines; Tlingit & Haida Regional Housing Authority-Commissioner; Chilkoot Indian Association-Member; Champagne and Aishihik First Nations-Member (Yukon, Canada)

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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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# SEALASKA CORPORATION FINANCIAL PERFORMANCE AND COMPENSATION

Sealaska Corporation is committed to providing financial reporting that is clear and understandable. Please refer to the 2019 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 appropriately reward performance 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 is meant to drive strong financial performance, including 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. Net income for 2019 marks the third straight year of record profits for Sealaska, highlighting the significance of the performance goals. 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:

- Drives strong financial performance and growth leading to increased shareholder benefits
- 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

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 approved a Sealaska company-wide plan that awards executives, senior management, and employees with short-term at-risk compensation when there is "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 carbon program gross revenues. These compensation guidelines are tied closely to significant financial success for Sealaska and shareholders.

Sealaska achieved substantial profitability in 2017 and 2018 which triggered payments under Sealaska's Incentive Compensation Plans. For 2019, Sealaska once again achieved growth in business operations EBITDA from the previous year, 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 for 2019, as well.

# 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 persons of Sealaska Corporation and its subsidiaries for the year ended December 31, 2019.

## Base and Other Paid in 2019, and At-Risk Compensation Earned in 2019 and Paid in 2020

Name and Principal Position	2019 Base Salary	2019 Annual At-Risk Performance Compensation (a)	2019 Annual At-Risk Performance Compensation Carbon Plan (b)	Long-Term At-Risk Performance Compensation Earned in 2017, 2018 and 2019 and Paid in 2020 (c)			401(k) Compensation (d)	All Other Compensation (e)	Total
				2017	2018	2019			
Terry Downes Chief Operating Officer Sealaska Corporation	525,000	525,000	100,000	479,160	0	451,000	11,200	28,793	2,120,153
Anthony Mallott President & CEO Sealaska Corporation	320,050	320,050	100,000	239,580	0	120,000	11,200	36,789	1,147,669
Doug Morris Chief Financial Officer Sealaska Corporation	162,893	162,893	200,000	239,580	0	0	11,200	403,061	1,179,626
Kent Rasmussen General Counsel Sealaska Corporation	300,000	240,000	50,000	111,804	0	225,000	11,200	27,514	965,518
David Aldrich Vice President Sealaska Corporation	249,754	199,803	-	-	-	188,000	8,993	76,353	722,762

- (a) At-risk performance compensation would be paid during the year ended December 31, 2020, for corporation performance in the year ended December 31, 2019, 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, 2020 for the at-risk carbon program performance in the year ended December 31, 2019, 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 leave payout, severance payout, group life, disability and employer portion of health insurance premiums, and any applicable retention incentive. Severance paid can depend on years of service to Sealaska and can be affected by contractual obligations or compensation policies. Officer Doug Morris ended his employment during 2019, and “other compensation” includes separation payments.

## DIRECTOR AND OFFICER COMPENSATION

Total compensation for all 16 officers of Sealaska Corporation and its subsidiaries for the year ended December 31, 2019, was \$8,465,885.

Total compensation for 12 directors (not including the chair of the Board whose compensation is stated separately below) of Sealaska Corporation for the year ending December 31, 2019, was \$606,338.

The members of the Board of Directors received a fee of \$2,000 per month; 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 he or she attended in the corporate interest 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.

The position of chair of the Board of Directors was a full-time position in 2019. The chair's salary in 2019 was \$20,833 per month. No additional fee is paid to the chair for attendance at board or committee meetings or other corporate events.

## 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. Joe Nelson as board chair served as ex-officio on all standing committees. The members of the standing committees are identified in the following table.

<b>Audit</b>	<b>Compensation</b>	<b>Finance</b>	<b>Governance-Nominations</b>	<b>Shareholder Relations</b>
Jodi Mitchell, Chair	Tate London, Chair	Morgan Howard, Chair	Nicole Hallingstad, Chair	Barbara Cadiente-Nelson, Chair
Richard Rinehart	Jodi Mitchell	Ed Thomas	Jodi Mitchell	Sid Edenshaw
Tate London	David Goade	Barbara Cadiente-Nelson	Edward Thomas	Albert Kookesh
Nicole Hallingstad	Nicole Hallingstad	Richard Rinehart	Barbara Cadiente-Nelson	Mick Beasley
David Goade	Barbara Blake <sup>2</sup>	Jodi Mitchell	Tate London	Morgan Howard
Joe Nelson <sup>4</sup>	{Jackie Pata <sup>1</sup> }	David Goade	Mick Beasley	Barbara Blake <sup>2</sup>
	{Sid Edenshaw <sup>3</sup> }	{Jackie Pata <sup>1</sup> }	Barbara Blake <sup>2</sup>	Joe Nelson <sup>4</sup>
	Joe Nelson <sup>4</sup>	Joe Nelson <sup>4</sup>	{Jackie Pata <sup>1</sup> }	
			Joe Nelson <sup>4</sup>	

1 – Jackie Pata served as a director until June 2019

2 – Barbara Blake began serving as a director June 2019

3 – Sid Edenshaw served on the Compensation Committee until September 2019

4 – Joe 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, 2019. 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 <sup>1</sup>		100%			100%	100%
Barbara Blake <sup>2</sup>		100%	100%		100%	100%
Barbara Cadiente-Nelson		100%		100%	100%	100%
Sidney Edenshaw <sup>3</sup>		100%				100%
David Goade <sup>4</sup>	100%	100%		100%		
Nicole Hallingstad <sup>1</sup>	100%	100%	80%		100%	
Morgan Howard		100%		100%		100%
Albert Kookesh		91.6%				100%
Tate London	100%	100%	100%			
Jodi Mitchell <sup>7</sup>	100%	100%	80%	100%	100%	
Joe Nelson <sup>6</sup>		100%				
Richard Rinehart	80%	100%		100%		
Edward Thomas		91.6%		100%	100%	
Jackie Pata <sup>5</sup>		100%	100%	100%		

- 1 – Mick Beasley began serving on the Governance-Nominations Committee from September 6, 2019
- 2 – Barbara Blake began serving as a director from June 22, 2019 and began serving on the Compensation, Governance-Nominations, and Shareholder Relations Committees from September 6, 2019
- 3 – Sid Edenshaw served on the Compensation Committee until September 6, 2019
- 4 – David Goade began serving on the Audit Committee on September 6, 2019
- 5 – Jackie Pata served on the board until June 22, 2019
- 6 – Joe Nelson as board chair serves as ex-officio on all standing committees
- 7 – Jodi Mitchell served on the Governance-Nominations Committee and was recused as an incumbent director from three meetings pertaining to the election



## 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, 2019, 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. Chair Joe Nelson is an ex-officio member of this and all other committees, and is an employee. The Audit Committee held five meetings in 2019.

The **Compensation Committee** is described on page 23. The Compensation Committee met five times in 2019.

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 four times in 2019.

The **Governance-Nominations Committee** recommends individuals to the Board for nomination, election or appointment as members to the Board and its committees. The committee implements a comprehensive and rigorous process for selection of qualified individuals to fill Board or Board-endorsement vacancies. 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 six times in 2019.

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 five times in 2019.

## 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 2019, 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 conducts a vote of confidence on current members whose terms are expiring, and approves final selection of candidates for Board-endorsed 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, 2019. 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, 2019, to RSM US, LLP, Sealaska's principal financial auditing firm for 2016, 2017, 2018, and 2019 audit services.

<b>Audit Fees – 2018 Audit</b>	<b>\$363,604</b>
<b>Audit Fees – 2019 Audit</b>	<b>\$78,286</b>
<b>All other fees</b>	<b>\$40,950</b>

Aggregate fees for all services rendered by RSM US, LLP during the fiscal year ended December 31, 2019, were \$482,840.

## Corporate Legal Services

Sealaska's principal outside counsel is the law firm of Simpson, Tillinghast, Sheehan & Araujo, P.C., 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 \$50 to each shareholder who submits a valid proxy by the proxy deadline. The maximum expense to Sealaska of this \$50 payment per voting shareholder is approximately \$1,000,000 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' endorsed nominees. 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.

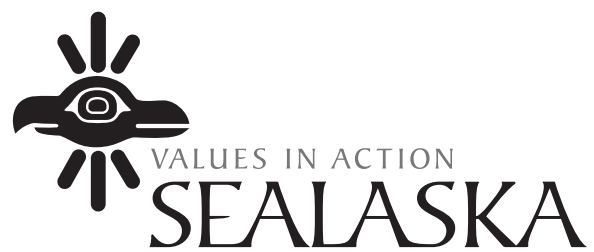
7. A proxy is not required to have on it the address of a shareholder; however, a shareholder’s address may be a factor in determining the validity of a proxy if there is more than one shareholder of the same name.

## 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.



THANK YOU

*Gunalchéesh*

*Háw'aa*

*T'oyaxsut 'nüüsm*