



January 20, 2023

Notice of Special Election of Ouzinkie Native Corporation

Dear Shareholder:

A special election of Ouzinkie Native Corporation will be called to order on March 28, 2023, at 10 a.m., in Anchorage, Alaska and broadcast live for the following purpose:

1. To elect one person to the Board of Directors to serve for the remainder of a vacant board seat whose term expires at the annual meeting 2024.

The Board of Directors has selected February 20, 2023, as the “Record Date.” Shareholders whose names appear on the records of the corporation on the Record Date, and who are Native or descendants of Natives, are entitled to vote at the meeting.

You are invited to attend the meeting. The meeting will be held in person and broadcast live via Zoom. Shareholders will be sent an invitation with a link to register for the meeting if they choose to attend online. Only shareholders, registered descendants and invited guests may attend the meeting. A proxy statement will be sent to all shareholders that provides information about the candidates and describes the election and proxy voting process.

Because disclosure statements must be provided to voting shareholders with the proxy statement prior to the election, no write-in candidate that has not submitted the required disclosures will be eligible to be seated as a director.

Shareholders will have the option of filing their proxy online in addition to being able to send in a paper proxy. Shareholders can vote online (voting goes live on March 1, 2023) by visiting www.ouzinkievote.com and entering in their shareholder ID and PIN number located on their proxy that will be mailed on February 27, 2023. Your proxy must be received by 5:00 p.m. on Monday, March 27, 2023.

We look forward to your participation in the Special Election 2023.

By Order of the Board of Directors,

A handwritten signature in black ink that reads "Katherine Panamarioff".

Katherine Panamarioff, Secretary



Statement of Intent and Proxy Statement Compliance Questionnaire - Special Election 2023

Please submit this complete form if you are:

Nominee for the ONC Board

Any person running for the board to fill a vacant board seat and serve until that term expires during the annual meeting in 2024, who wishes to be considered for inclusion in the ONC proxy materials for the special election must submit a completed Statement of Intent and Proxy Statement Compliance Questionnaire by the deadline of 5 p.m. Alaska time on February 10, 2023.

Name

General Information

Ouzinkie Native Corporation (“ONC”) distributes proxy materials and solicits proxies in connection with special elections. The solicitation of proxies is governed by state regulations that require disclosure of certain information about *nominees*. In addition, ONC’s *bylaws and policies* require that directors meet certain qualifications and avoid certain conflicts of interest.

- Please answer each question fully and accurately and provide any additional information you think may be relevant.
- Information you provide will be used by the *board* as it considers candidates for inclusion on the ONC proxy materials and prepares its proxy materials.
- Some information you provide may be used in the ONC proxy statement.
- ONC may request additional information it deems necessary to comply with the regulations, *bylaws* or ONC policies and procedures.

ONC is prohibited from distributing a proxy statement that contains a material misrepresentation. Because ONC will rely on information you provide in this questionnaire in preparing its proxy statement, do not make any material misrepresentation in your answers. If after submitting this questionnaire you become aware of information that may or would make any answer a material misrepresentation, you must contact ONC immediately and provide supplemental information necessary to correct your answer.

A misrepresentation is a statement that, at the time and under the circumstances in which it is made (1) is false or misleading with respect to a material fact; (2) omits a material fact necessary in order to make a statement made in the solicitation not false or misleading; or (3) omits a material fact necessary to correct a statement, in an earlier communication regarding the solicitation of a proxy for the same meeting or subject matter, which has become false or misleading. A misrepresentation is material if there is substantial likelihood that a reasonable shareholder would consider it important in deciding how to vote. A series of statements or omissions that are objectively false or misleading, but which might not be material misrepresentations if considered separately, might be material misrepresentations if there is a substantial likelihood that a reasonable shareholder would consider the series important in deciding how to vote.

If you have a question about this form or any information you may provide, or if you need assistance with filling out the form, please contact Beth Welty, Senior VP of Communications and Community Impact, at 11001 O’Malley Centre Drive, Suite 105, Anchorage, Alaska 99515; phone: 907-561-2452; cell: 907-519-8627; fax 907-561-2453.

Instructions

All Statements of Intent and Questionnaires by nominees must be received by no later than 5:00 p.m. Alaska time, on February 10, 2023.

Statements of Intent and Questionnaires can be filed by fax or e-mail, but Statements of Intent and Questionnaires received by the deadline by fax or e-mail will be considered timely only if the original signed Statement of Intent and Questionnaire is received within 10 days after the deadline.

Answering the questions.

- If you do not know the answer, write “don’t know” or “DK.”
- If the answer is no or none, write “no” or “none.”
- If a question is inapplicable to you, given your answers to other questions, write “not applicable” or “NA.”
- Any unchecked box or unanswered question and any box left blank will be interpreted as “no,” “none” or “not applicable.”
- If the answer to one question is the same as, or is supplemented by, the answer to another question, write “see #___” and put in the number of the other question.
- If you need additional space for an answer, continue your answer on a separate sheet of paper and write “see attached.”
- When providing the name of a person or entity, please provide the full name (i.e., no acronyms unless they are generally known by the board, such as “KGS” or “KANA”).

The Statement of Intent and Questionnaire uses several terms with specific definitions All defined terms are shown in italics and are defined on page 14.

Statements of Intent and Questionnaires should be sent to:

Ouzinkie Native Corporation
P.O. Box 89,
Ouzinkie, Alaska 99644-0089; phone 907-680-2208; fax 907-680-2268; or
ewelty@ouzinkie.com

OR

Ouzinkie Native Corporation
11001 O’Malley Centre Drive, Suite 105,
Anchorage, Alaska 99515; phone 907-561-2452; fax 907-561-2453; or
ewelty@ouzinkie.com

Statement of Intent

If I am a *nominee*, I state and certify that I intend to run for election to the board, that if elected I will serve, and that I am qualified, as provided in the bylaws, to serve as a director or will be qualified to serve as a director if I am elected.

Qualifications

I certify the following (check all applicable boxes).

- I am a shareholder of record of ONC owning at least 50 shares.
- I am a Native or descendant of a Native, as those terms are defined by ANCSA.
- I am a citizen of the United States.
- I am a resident of the State of Alaska (see Article III, section 12 of *bylaws* for explanation).
- I am not a director, or employee who has access to proprietary information, of another *ANCSA corporation*, or a *subsidiary* of such a corporation.
- I am not a director or *officer* of an *entity* in which another *ANCSA corporation* has a substantial direct or indirect ownership or management interest.
- I have no ownership interest in an *entity* in which another *ANCSA corporation* has a substantial direct or indirect ownership or management interest.
- I am not a *director* or *officer* of a business whose interests are in direct conflict with the interests of ONC.
- I have no ownership interest in a business whose interests are in direct conflict with the interests of ONC.
- I am aware of, and agree to, the *director* qualifications respecting meeting attendance and acting under the influence of alcohol or a controlled substance (see Article III, section 12 of the *bylaws*).
- I am aware of, and agree to, the Board of Directors Code of Conduct (SOP No. 11), as it may from time to time be amended by the *board*. (A copy of the current code of conduct is available by contacting the ONC office.)

Biographical Information

Full name: _____

Other names used in the past 5 years (e.g., maiden name): _____

Birthdate (MM/DD/YY): _____ Age: _____

Mailing address: _____

Home address: _____

City of residence for voting purposes, if different: _____

Home phone: _____

Work phone: _____

Cell phone: _____

Fax number: _____

E-mail address: _____

With respect to this questionnaire, I can be contacted (check all applicable boxes):

at home by telephone

at work by mail

at home by mail

by fax

at work by telephone

by e-mail

cell phone

other: _____

Specific Questions

If you need additional space for an answer, continue your answer on a separate sheet of paper and write "see attached."

1. Identify all current and past periods of service when you have been:

- a *director* or *officer* of ONC or a *subsidiary* or *affiliate*
- a committee member or other position for ONC or a *subsidiary* or *affiliate*

Company:

Position or description of service:

Dates of service:

Company:

Position or description of service:

Dates of service:

Company:

Position or description of service:

Dates of service:

None

2. Are, or were, you a *family member* with any of the following people since January 1, 2022?

- A *director* or *officer* of ONC
- A *nominee*
- A *director* or *officer* of a *subsidiary* or *affiliate*
- An employee, intern or contractor of ONC or a *subsidiary* or *affiliate*

No

Yes

Name of *family member*:

Relationship to me:

Name of company and position held by *family member*:

Name of relevant *family member*:

Relationship to me:

Name of company and position held by *family member*:

3. What has been your main employment or occupation during the past 5 years? Include the name of your employer (write “self-employed” if self-employed) and a description of the work you performed

Example: I have worked for the past 5 years as an elementary school bus driver for the Anchorage School District. I am also a professional fishing guide in the summer for Birch Creek Fishing.

None

4. Describe your other business experience or business activities during the past 5 years.

Example: From February 8, 2018, to June 30, 2022, I sold beauty products online as my own business.

None

5. State your educational background. Include the following, if it applies:

- **names and dates of any schools attended**
- **names and dates of any training programs attended**
- **names and dates of any degrees earned**
- **names and dates of any certificates received**

Example:

Cherry Hill High School – graduated 1979

Rochester Community College – 18 credits earned (1980 – 1985)

Microsoft Word training – 30-hour course offered by Best Buy (2003)

Journeyman Certification in Plumbing (2010)

None

6. List any elected or appointed *directorships* and other positions that you have held with any *entity* during the **past 5 years (other than positions listed in answer #1).**

Position:
Name of *entity*:
Dates of service:

Position:
Name of *entity*:
Dates of service:

Position:
Name of *entity*:
Dates of service:

None

7. List any other activities or awards that you believe may be relevant or of interest.

None

8. If you own shares in any other *ANCSA* corporation, list the corporation.

None

9. If you served in the military, state which service and the type and date of discharge.

None

10. Answer “no” or “yes” to the following questions. If you answer “yes” to any of these questions, attach a separate sheet explaining fully.

a) In the past 10 years, have you or an *associate* been convicted of, or entered a plea of no contest to, any crime, or been the subject of pending criminal proceedings? (*Don't count traffic violations or minor offenses. A minor offense is defined in Alaska Rules of Minor Offense Procedure rule 2. A copy of this rule is available by contacting the ONC office.*)

No Yes

b) During the past 10 years, have you or an *associate* been the subject of a petition filed under bankruptcy, insolvency or receivership laws?

No Yes

c) During the past 10 years, have you or an *associate* had a receiver appointed with respect to any business or property?

No Yes

d) Have you or an *associate* ever been the subject of a conviction or a court, arbitrator or administrative judgment, order or decree respecting the following:

(i) engaging in an unethical or illegal business practice No Yes

(j) violating securities laws or regulations; or No Yes

(k) violating a *director* or *officer* fiduciary duty. No Yes

e) During the past 10 years, have you or an *associate* been a part of a lawsuit, arbitration or other legal proceeding where you or an *associate* had an interest that conflicted with ONC or a *subsidiary* or *affiliate*?

No Yes

f) During the past 10 years, have you or an *associate* been a *director* or an *officer* of an *entity* that was in a lawsuit, arbitration or other legal proceeding with ONC or a *subsidiary* or *affiliate*?

No Yes

g) During the past 3 years, has ONC or a *subsidiary* or *affiliate* had a *financial transaction* with any of the following persons (except as disclosed in your answers to #1 and #2)?

- (i) you
- (j) a *family member*
- (k) an *associate*
- (l) an *entity* (other than ONC and its subsidiaries and *affiliates*) that employs you, a *family member* or an *associate*
- (m) an *entity* (other than ONC and its subsidiaries and *affiliates*) of which you, a *family member* or an *associate* is a *director* or *officer*, or
- (n) an *entity* (other than ONC and its subsidiaries and *affiliates*) in which you, a *family member* or an *associate* has an ownership interest

No Yes

(o) Is any such *financial transaction* presently proposed?

No Yes

h) Is there any circumstance that could lead to a different answer to any of the above questions?

No Yes

(i) Is there any arrangement or understanding between you and any other person or persons (except between the *directors* and *officers* of ONC acting solely in that capacity) regarding your nomination, solicitation of proxies, voting of proxies, or election as a *director*?

No Yes

(j) Will anyone besides you bear the cost of any proxy solicitation by you?

No Yes

(k) Have you paid or agreed to pay \$500 or more in connection with soliciting proxies for the upcoming shareholders meeting?

No Yes

(l) Is there any other information that are important to an evaluation of your ability to serve as a *director* or *officer* of ONC or that should be disclosed in ONC’s proxy statement about you?

No Yes

Nominee’s Photo and Personal Statement

Nominee photo:

- Attached
- Contact me to arrange to get a photo
- Do not include my photo

If you are a *nominee* and wish to provide a statement, please attach a separate sheet stating briefly why you think shareholders should vote for you. This statement may be included in ONC’s proxy statement. Please limit your statement to no more than 200 words. ONC may edit your statement for accuracy, clarity or length.

- Personal statement is attached
- I don’t wish to provide a personal statement
- I will provide a personal statement before the deadline for filing this Statement of Intent and Questionnaire

Certification and Agreement

I certify and agree that:

1. I have reviewed the *bylaws* respecting *directors* and the election rules, accept its terms, and agree to comply with the *bylaws* and code of conduct.

2. I have reviewed the Alaska Proxy Regulations (3 AAC 08.305-.365) and agree to comply with them.

3. The information and answers set forth above (a) are true, complete and correct to the best of my knowledge after reasonable inquiry, (b) are not false or misleading with respect to a material fact; (c) do not omit a material fact necessary in order to make the information and answers not false or misleading; and (d) do not omit a material fact necessary to correct a statement made in an earlier communication which has become false or misleading. I agree to notify ONC immediately if I learn of facts or circumstances that may make the information and answers set forth above false or misleading.

Date: _____, 2023

Signature

Number of attached sheets: _____

Definitions

ANCSA: The Alaska Native Claims Settlement Act. (A copy of ANCSA is available by contacting the ONC office. It also is available on the Internet at <http://www.lbblawyers.com/ancsa/>.)

ANCSA Corporation: a corporation organized and existing under ANCSA.

Affiliate: Any *entity* that is not a *subsidiary* in which ONC has a material ownership, financial or management interest

Associate: Any *entity*, whether for profit or otherwise, which you control, or of which you are a director, officer, manager, member, partner, owner of 5% or more, trustee or beneficiary or over which you otherwise exercise control.

Board: The ONC board of directors.

Bylaws: The bylaws of ONC, as they may be amended from time to time. (A copy of the bylaws is available by contacting the ONC office.)

Director: Any person on the board of directors, management committee or comparable governing body of an *entity*.

Entity: An individual, sole proprietorship, partnership, joint venture, trust, association, firm, corporation, limited liability company, tribe or tribal council, agency, *entity*, federal, state or local governmental body, or other organization, whether or not operated for profit.

Family member: A spouse, parent, child, or sibling, by blood or by adoption.

Financial transaction: The buying, selling, or leasing of real or personal property or of an interest in real or personal property, including, but not limited to, an option, right of first refusal, or joint venture interest; the buying or selling of services; the loaning or borrowing of money or a preliminary commitment to that transaction; or any other transaction which is substantially similar in nature to those listed in this paragraph.

Nominee: A person who intends to run for a seat on the *board* at the upcoming shareholders meeting and wishes to be included in ONC's proxy solicitation materials, whether or not such person is currently an ONC director.

Officer: The chairman, vice-chairman, president, vice-president, secretary, treasurer, chief executive officer, chief financial officer, chief operating officer, chief administrative officer, chief compliance officer, in-house attorney, executive director, general manager, or other employee in charge of a principal business function, such as sales, administration or finance, or performing a similar policy-making functions.

Subsidiary: Any *entity* that is directly or indirectly owned more than 50% by ONC, or any *entity* that is directly or indirectly controlled by ONC.