



**Annual Meeting of Shareholders May 20, 2018  
Candidate Information Packet**

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**2018 ELECTION PROCESS HIGHLIGHTS**

- You must be a Class A shareholder 18 years of age or older to run for the Shee Atiká Board.
- You cannot run for the Board if (i) you are an officer or director of another ANCSA corporation; (ii) you are a council member, officer, or employee of Sitka Tribe of Alaska or any tribal entity asserting jurisdiction over Shee Atiká Inc.’s lands or other assets; or (iii) within the past ten (10) years you have been found by the Banking & Securities Division or a court to have violated any securities law (including the ANCSA proxy solicitation rules) or have been bankrupt, insolvent, had a receiver appointed for you, or been found guilty of a criminal offense (other than traffic violations or other minor offenses). A listing of these events or activities described in (iii) that prohibit you under Shee Atiká Inc.’s (SAI) Bylaws from running for the Board of Directors is contained in the Banking & Securities regulations 3 AAC 08.345(b)(1)(G) or 3 AAC 08.355(4)(G).

- Class A Shareholders who desire to have their name appear as a Non-Board slate candidate in SAI's election materials must comply with all requirements set forth in this packet and SAI's Bylaws and must submit all materials to SAI so they are received on or before 5:00 p.m. local Sitka, AK time on January 16, 2018.
- There will be no charge to any Non-Board slate candidate for the inclusion of his or her information in SAI's election materials. A Non-Board slate candidate is responsible for all other expenses of their candidacy.
- The State of Alaska has rules and regulations that apply to all candidates who run for election as a director of an ANCSA corporations. You can find a discussion of the applicable State of Alaska rules at the State of Alaska website concerning ANCSA corporations at <https://www.commerce.alaska.gov/web/dbs/ancsa.aspx> and specifically in the booklet available from the State of Alaska through a link at such website entitled **INFORMATION FOR SHAREHOLDERS OF ANCSA CORPORATIONS**.

## **INSTRUCTIONS FOR CANDIDATES**

Under SAI's election procedures, qualified Class A shareholders who want to be considered for selection as a Board-recommended candidate or who want to have their information included in SAI's proxy statement and on SAI's corporate proxy as a Non-Board slate candidate must submit the following information.

### **All candidates must submit:**

1. your resume, which should include employment, education and other matters you consider significant,
2. Attachment A: Application and Disclosure Statement,
3. Attachment B: Personal Statement and include optional digital photo
4. Attachment C: Consent to Background Check and Usage
5. Attachment D: Candidate Questions
6. Attachment E: Candidate Agreement

### **ATTACHMENT A: APPLICATION AND DISCLOSURE STATEMENT**

All candidates must complete and sign Attachment A: the Application and Disclosure Statement. This will help SAI prepare appropriate initial disclosures about the candidates (both Board-recommended and Non-Board slate Candidates) that are included in the SAI proxy statement and on SAI's corporate proxy.

*Note: A Non-Board slate candidate is responsible for his or her own disclosures and compliance with State of Alaska rules including filings with the State if the Non-Board slate candidate uses any materials other than SAI's proxy and proxy statement to solicit proxies.* You can find a discussion of the applicable State of Alaska rules at the State of Alaska website concerning ANCSA corporations at <https://www.commerce.alaska.gov/web/dbs/ancsa.aspx> and specifically in the booklet available from the State of Alaska through a link at such website entitled **INFORMATION FOR SHAREHOLDERS OF ANCSA CORPORATIONS**.

### **ATTACHMENT B: PERSONAL STATEMENT and optional digital photo**

All candidates must provide a Personal Statement (Attachment B). This allows you to set forth your biographical information and personal campaign statement, subject to such revisions as SAI deems necessary to comply with legal requirements and space limitations.

In addition, you may also submit a high resolution digital photograph of yourself in electronic format, which may be included in SAI’s proxy statement if it complies with printing and formatting requirements. Submission of a photograph is optional.

**ATTACHMENT C: CONSENT TO BACKGROUND CHECK AND USAGE**

All candidates must submit a signed Consent to Background Check and Usage (Attachment C). Failure to submit the Consent to Background Check and Usage will cause your application to be rejected and you will not be permitted to appear on SAI’s corporate proxy or in SAI’s proxy materials in any manner.

**ATTACHMENT D: CANDIDATE QUESTIONS**

All candidates must complete and sign Attachment D: the questionnaire.

**ATTACHMENT E: CANDIDATE AGREEMENT**

All candidates must submit a signed Candidate Agreement (Attachment E). The Candidate Agreement states your agreement and understanding that you will: 1) abide by all State statutes and regulations governing proxy solicitation; and 2) comply with all SAI rules, bylaws and directives concerning elections. If you are not selected as a Board-recommended candidate, and do not want to appear in SAI’s election materials as a non-Board slate candidate, the Candidate Agreement will no longer apply and you are able to run as an Independent Candidate.

**All materials must be received no later than 5:00pm local Sitka, AK time on January 16, 2017** by the Corporate Secretary Joshua Horan using one of the following methods:

By email: [info@sheatika.com](mailto:info@sheatika.com)

By Fax: (907) 747-5727 (Mark your Cover Sheet “Attn: Joshua Horan”)

By Regular US Mail or Hand Delivery: Shee Atiká, Incorporated  
315 Lincoln Street, Suite 300  
Sitka, AK 99835  
Attn: Joshua Horan

**IMPORTANT DATES FOR 2018 ANNUAL MEETING**

<b>Date</b>	<b>Items</b>
December 28, 2017	Board Slate Positions Advertised to all Shareholders
January 16, 2018	Deadline to return all Candidate materials
March 26, 2018 (est.)	Candidates Notified Whether They Are Selected For Board-recommended Slate
April 25, 2018	Early Early Bird Deadline
May 9, 2018	Early Bird Deadline
May 16, 2018	Proxy Return Deadline
May 20, 2018	Annual Meeting

## **FREQUENTLY ASKED QUESTIONS (FAQs) ABOUT SAI's DIRECTOR ELECTION PROCESS**

### **How do I run for election to the SAI Board at an annual meeting?**

There are 3 ways to run for election to the SAI Board at an annual meeting: 1) as a Board-recommended (Board Slate) candidate on the corporate proxy, 2) as a Non-Board slate candidate on the corporate proxy, or 3) as an Independent Candidate on your own proxy.

### **Do I have to be a Class A shareholder to run for the Board? Yes.**

### **Are there other requirements to run for the Board? Yes.**

You cannot run for the Board if (i) you are an officer or director of another ANCSA corporation; (ii) you are a council member, officer, or employee of Sitka Tribe of Alaska or any tribal entity asserting jurisdiction over Shee Atiká Inc.'s lands or other assets; or (iii) within the past ten (10) years you have been found by the Banking & Securities Division or a court to have violated any securities law (including the ANCSA proxy solicitation rules) or have been bankrupt, insolvent, had a receiver appointed for you, or been found guilty of a criminal offense (other than traffic violations or other minor offenses). A listing of these events or activities described in (iii) that prohibit you under Shee Atiká's Bylaws from running for the Board of Directors is contained in the Banking & Securities regulations 3 AAC 08.345(b)(1)(G) or 3 AAC 08.355(4)(G).

### **How do I become a Board-recommended candidate for election to the SAI Board?**

Each year the Board requests applications from shareholders interested in applying to run on the Board-recommended slate. Interested Class A shareholders must submit a completed application including all required materials by the stated deadline. The board then selects up to 3 candidates to recommend.

### **Is running as a "Non-Board slate candidate" on the corporate proxy the same as running as an "Independent Candidate" on my own proxy?**

No. When you run as a Non-Board slate candidate on the corporate proxy, your name will appear on the corporate proxy. SAI will prepare, mail and file the proxy materials, including your information, without any cost to you. Since the corporate proxy materials are sent to every SAI shareholder that holds Class A stock, every shareholder will get a chance to vote for you when they fill out the corporate proxy. As a part of this process, SAI will file all of the corporate proxy materials with the State of Alaska. If you solicit proxies on your own, you are responsible for filing all of your solicitations with the State of Alaska.

When you run as an Independent Candidate, your name does not appear on the corporate proxy and you will be responsible for the cost of preparing and mailing your proxy materials to shareholders. Since Alaska law requires that every candidate prepare a proxy statement, you will be required to prepare a proxy statement that complies with Alaska law and to mail this proxy statement along with your proxy and any other proxy materials to shareholders. Also, Alaska law requires that proxy materials be filed with the State of Alaska at the same time as you begin your distribution to shareholders.

**Can I run both as a Non-Board slate candidate and as an Independent Candidate?**

No. Before you are allowed to run as a Non-Board slate candidate on the corporate proxy, you must sign an agreement with the corporation that prohibits you from running at the same time as an Independent candidate. The same rule applies to Board-recommended candidates.

**If I run as an Independent candidate, will SAI pay my expenses such as travel or the costs of mailing to shareholders, or will SAI prepare my proxy statement, my proxy or any other proxy materials for me?** No.

**If I run as a Non-Board slate candidate, will SAI provide me with additional corporate proxies?** Yes. You must use the exact form of the corporate proxy, without any changes.

**If I run as a Non-Board slate candidate, will SAI pay my expenses?**

If you comply with all rules, SAI will include your name and description in the corporate proxy statement and on the corporate proxy as a Non-Board slate candidate. SAI will then mail the corporate proxy and proxy statement to all shareholders at SAI's expense. Any other expenses (including any subsequent mailings that you wish to make and any travel and hotel expenses) will be at your own expense.

**How do I become a Non-Board slate candidate for election to the SAI Board?**

Class A shareholders who want to appear as a Non-Board slate candidate must submit a completed application (indicating your wish to be included as a Non-board slate candidate in Part A of the Application and Disclosure Statement) and all required materials including a signed Candidate Agreement (Attachment E). Candidates must also comply with SAI's Bylaws, the rules and directives of SAI and the laws of the State of Alaska.

**If I run as a Non-Board slate candidate, do I have to provide SAI with copies of my advertising and other campaign materials before I use them?**

Yes. You are also required to make any changes requested by SAI before you use them.

**If I run as a Non-Board slate candidate, will SAI's proxyholders use any of the corporation's discretionary votes to vote for me?** No.

**If I run as a Non-Board slate candidate, will SAI's proxyholders use any of the votes directed to me to vote for anyone else?**

If you remain a candidate through the annual meeting voting process, No. However, if you withdraw from the election, or if you are unable to serve, or if for good cause you will not serve, then the votes directed to you become discretionary to SAI's proxyholders and can be voted for another candidate.

**What is the cross-out power and does it apply to my candidacy?**

Alaska law requires that shareholders be given a right to cross out any candidate that a shareholder does not want proxyholders to vote for using that shareholder's proxy. It applies to all proxies.

**Are there rules and regulations that apply to my candidacy?**

Any candidate for election to the SAI Board, regardless of whether they are a Board-recommended candidate, a Non-Board slate candidate, or an Independent candidate must comply with all Alaska state laws, regulations and rules and SAI's Bylaws.

You can find a discussion of the applicable State of Alaska rules at the State of Alaska website concerning ANCSA corporations at <https://www.commerce.alaska.gov/web/dbs/ancsa.aspx> and specifically in the booklet available from the State of Alaska through a link at such website entitled *INFORMATION FOR SHAREHOLDERS OF ANCSA CORPORATIONS*.

If you are running as either a Board-recommended Candidate or a Non-Board slate candidate, you are also required to comply with the Candidate Agreement that you have signed and also with all directives issued by SAI concerning the conduct of your campaign.

**If I run as a Non-Board slate candidate or as an Independent candidate, can I get a list of SAI shareholders that are eligible to vote at the meeting?**

Upon advance written request, SAI will allow a Non-Board slate candidate or Independent candidate to inspect and copy the record list of shareholders for the meeting.

As an alternative to actually inspecting the record mailing list and making their own copy of that list, a Non-Board slate candidate or Independent candidate may make a written request for a written or electronic copy of the record list. Upon payment of a fee set by SAI, SAI will provide a written or electronic copy of the record list. The record list is not a set of mailing labels and candidates will need to prepare their own set of mailing labels based on the record list.

Candidates are advised that it may take a few days for the SAI office to prepare the record list from SAI's shareholder data base. This is because the shareholder database contains personal and private data relative to shareholders, which must be deleted before the record list can be provided to candidates.

**If I run as a Non-Board slate candidate, do I have to make any filings with the State of Alaska?**

If your ONLY campaign materials are SAI's proxy and proxy statement, no filing is required because SAI will file these with the State.

However, if you use any other materials, you must file such other materials with the State at the same time (or before) that you send them or otherwise make the materials available to shareholders. This includes any materials that you make available through the Internet, such as by email, texting or with any social media (Facebook, Twitter, Instagram, etc.) postings.

**How do I file materials?**

You are allowed to file your materials in a paper format, or a digital media format (CD or DVD), or electronically. If materials are filed in a paper format or a digital media format, you are required to send two copies to the following address:

Department of Commerce, Community, and Economic Development  
Division of Banking, Securities and Corporations  
550 W. 7th Avenue, Suite 1850  
Anchorage, AK 99501

Telephone: (907) 269-8140

Materials filed electronically may be emailed to [ancsa@alaska.gov](mailto:ancsa@alaska.gov) or uploaded to the Alaska ZendTo system. For instructions on how to upload materials to the Alaska ZendTo system visit <https://www.commerce.alaska.gov/web/dbs/ancsa.aspx>

**PLEASE NOTE:**

**The above information is believed by SAI to be correct as of the date of the publication of this candidate packet and that the indicated internet links work. However, it is the responsibility of the individual candidate to make all necessary filings with the state (other than SAI's proxy and proxy statement, which SAI will file) and it is up to any candidate to verify that the above are correct addresses and procedures and that the indicated internet links work properly at the time the candidate is required to make such filings.**

**ATTACHMENT A**

**APPLICATION AND DISCLOSURE STATEMENT**

*By Alaska law, each candidate who appears on Shee Atiká's corporate proxy must make certain disclosures. This information will be used to prepare Shee Atiká's proxy materials and thus will be provided to Shee Atiká's shareholders. Please note that just submitting a resume will not be sufficient. This form must be completed and returned by January 16, 2018 for the applicant to be considered for inclusion in Shee Atiká's corporate proxy materials for the 2018 Annual Meeting.*

**A. PLEASE CHECK ONE OF THESE STATEMENTS**

\_\_\_\_\_ I hereby apply for selection to the Board-recommended slate for the 2018 Annual Meeting. In the event that I am not selected for the 2018 Board slate, I **want** to be listed in SAI's proxy statement and proxy as a Non-Board slate candidate. You must also include signed copies of completed Attachments B, C, D, E and your resume.

\_\_\_\_\_ I hereby apply for selection to the Board-recommended slate for the 2018 Annual Meeting. In the event that I am not selected for the 2018 Board slate, I **do NOT want** to be listed in SAI's proxy statement and proxy as a Non-Board slate candidate. You must also include signed copies of completed Attachments B, C, D, E and your resume. If you are not selected as a Board-recommended candidate, the Candidate Agreement (Attachment E) will no longer apply and you are able to run as an Independent Candidate.

\_\_\_\_\_ I hereby apply to be listed in SAI's proxy statement and proxy as a Non-Board slate candidate for the 2018 Annual Meeting. You must also include signed copies of completed Attachments B, C, D, E and your resume. I do NOT wish to be considered for selection to the Board-recommended slate.

**B. DISCLOSURE STATEMENT AND QUESTIONNAIRE**

*All candidates must answer all of the following questions as a part of your application.*

1. Name: \_\_\_\_\_

2. Please list all other names (first and last) by which you have ever been known:  
\_\_\_\_\_  
\_\_\_\_\_

3. Home Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

4. Phones: \_\_\_\_\_ home  
 \_\_\_\_\_ work  
 \_\_\_\_\_ cell
5. Preferred Email: \_\_\_\_\_
6. Date and location of Birth: \_\_\_\_\_
7. Social Security Number \_\_\_\_\_
8. Drivers License Number and state of issuance: \_\_\_\_\_
9. Number of Shee Atiká's Class A Shares you currently own \_\_\_\_\_
10. List the number of shares you currently own in other ANCSA corporations:

<i>Name of Corporation</i>	<i>Number of shares</i>
_____	_____
_____	_____
_____	_____

11. Please list any positions, offices or employment you hold or have ever held at any time with (a) Shee Atiká, (b) any other ANCSA corporation, (c) with the Sitka Tribe of Alaska, or (d) any subsidiary or affiliate of any entity listed in (a), (b), or (c):

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

12. Please list any member of your immediate family (son, daughter, brother, sister, mother or father) that is a current Shee Atiká director, officer or employee:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_



16. Please list any ownership interest exceeding 1% that you or any member of your immediate family (spouse, children, siblings or parents) has had during the past 12 months in any entity that has any business relationship with Shee Atiká or any of its affiliates or subsidiaries:

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17. Please list any employment relationship that you or any member of your immediate family (spouse, children, siblings or parents) has had during the past 12 months with any entity that has any business relationship with Shee Atiká or any of its affiliates or subsidiaries:

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18. Please describe any interest you have as a party or otherwise in any legal proceedings (whether or not involving Shee Atiká):

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19. Please list a personal reference who is not a family member and contact information for that reference:

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

Phone: \_\_\_\_\_

Email: \_\_\_\_\_

[End of Disclosure Statement]

C. CERTIFICATION, CONSENT AND SIGNATURE. I hereby declare, represent and agree that the foregoing is true, correct and complete.

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Printed Name

Signature

Date



**ATTACHMENT C**

**CONSENT TO BACKGROUND CHECK AND USAGE**

*The undersigned hereby gives Shee Atiká and/or its designees permission and authority to conduct background and reference checks for candidates to be included in SAI's election materials. I agree and consent to any investigation Shee Atiká and/or its designees may make regarding, but not limited to, my general reputation, personal characteristics, education (transcripts and/or degree verification), professional licenses, consumer reports, credit history, driving record, employment, wage information, military service, criminal records, public records, ability to achieve a top security and other government security clearances, and/or other background information obtainable from former employers or other business or personal references. I consent to the use and disclosure of the information stated obtained from such background check as well as any other materials I have submitted in conjunction with my application to be included in SAI's election materials.*

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Printed Name

Signature

Date

**ATTACHMENT D**

**CANDIDATE QUESTIONS**

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

**You may use additional sheets if necessary; number your responses to match the questions.**

1. Why do you want to be a Shee Atiká director?

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2. What is your vision for the future of Shee Atiká?

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3. How will your background, experience and interests serve the shareholders?

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4. Describe your knowledge of and experience with investments or investment portfolios.

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5. Do you have prior board experience? Describe your experience and accomplishments.

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6. As a director, how would you work to carry out Shee Atiká mission statement.

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7. What do you think that Shee Atiká is doing well?

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8. What do you think that Shee Atiká can improve?

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I hereby declare, represent and agree that the foregoing is true, correct and complete.

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Printed Name

Signature

Date

**ATTACHMENT E**

**CANDIDATE AGREEMENT**

I, \_\_\_\_\_, am a shareholder of Shee Atiká, Incorporated (SAI), I am 18 years of age or older, and I meet the requirements set forth in SAI's Bylaws to be able to run for the Board of Directors.

I acknowledge that I have been advised of the existence of the State of Alaska website concerning ANCSA corporations at <https://www.commerce.alaska.gov/web/dbs/ancsa.aspx>, and specifically the booklet available from the State of Alaska through a link at such website entitled **INFORMATION FOR SHAREHOLDERS OF ANCSA CORPORATIONS** which describes the State of Alaska rules and regulations applicable to ANCSA proxy solicitations. I understand that these rules and regulations govern my campaign for the Board of Directors, along with any directives given me by SAI.

I agree that I am solely responsible for the accuracy and completeness of all statements concerning my compliance with all applicable laws, rules and regulations relating to my solicitation, and for all costs associated with my proxy solicitation including my attendance at all shareholder meetings (other than the cost of preparing and mailing SAI's proxy statement and proxy, which will be borne by SAI). I further understand and acknowledge that even though I may appear as a Non-Board slate candidate, that I have no greater rights to SAI corporate information than does any other SAI shareholder. I have been provided with a copy of the Frequently Asked Questions (FAQs) and I agree to abide with the rules set forth in the responses to the FAQs.

***I also agree that I will NOT be a candidate for election on any other Proxy solicited by any person or group other than the Board with regard to the 2018 Annual Meeting, that I will not permit my name to be used in conjunction with any Proxy or Proxy solicitation other than that of the Board, and that if I violate this agreement that I will be deemed to have withdrawn as a candidate for election to the Board of Directors at the 2018 meeting and that in the discretion of Shee Atiká all proxies (whether set forth on the corporate proxy or that of any other group) that purport to vote for me in any fashion will be null and void.***

In consideration for SAI printing and mailing my biographical information, disclosures, photograph and candidate's statement in SAI's election materials, I hereby agree that I will comply in all respects with the rules and regulations described above, including the Application and Disclosure Statement and any SAI directive.

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Printed Name

Signature

Date