

**AMENDED AND RESTATED  
RULES FOR ANNUAL MEETING OF  
SHAREHOLDERS OF ALASKA PENINSULA CORPORATION**  
(Revised August 24, 2018)

**Introduction**

To insure that the interests of all Alaska Peninsula Corporation Shareholders are fairly represented at the meetings of the Shareholders the Company, the Board of Directors has adopted the following rules and procedures governing proxy solicitations and proxies and the conduct of shareholder meetings. The rules and procedures set forth herein, which in large measure recodify the procedure successfully relied upon by the Company for many years, apply equally to all shareholders and are intended to provide a fair basis for the resolution of election contests and the conduct of shareholder debate.

**I. Nominations Procedure Preparatory to Annual Meeting.**

A. Board Nominated Candidates. The Nominating Committee of the Board of Directors shall be comprised of APC Directors whose terms as directors are continuing. The Nominating Committee shall solicit applications from all eligible shareholders interested in obtaining the Board's nomination to the Board of Directors. Based upon its review of each application (which may typically involve interviews with selected applicants), the Nominating Committee recommends the most qualified candidates to the Board of Directors. Based upon the Nomination Committee's recommendations, and the Board's own independent review, the Board shall recommend three candidates to the shareholders as the candidates most qualified to serve as members of the Board.

Each applicant for the Board recommended slate of candidates must be willing to submit to a background investigation and shall fully and truthfully complete any form, questionnaire or written application provided by APC. The Board's candidates are identified in the Board's proxy and proxy solicitation statement and receive such other campaign support as the Board may deem appropriate. All eligible shareholders who comply with filing requirements and who otherwise satisfy the eligibility requirements shall be eligible for consideration for nomination to the Board of Directors and inclusion in the Corporation's proxy materials.

B. Board Retains Nominating Discretion. The Board of Directors shall at all times retain the discretion to nominate such persons, as the Board, in the exercise of its business judgment, deems most qualified to serve as a director of the Corporation.

C. Solicitation of Qualification Statements. APC shall notify all shareholders of the corporation that the corporation is accepting applications for the open director seats for which the Annual Meeting is being held on its webpage and by direct mailing to

shareholders. Written notice shall be given not later than 45 days before the date the proxy statement will be sent to all shareholders. The notice shall inform the shareholders that the Board of Directors is accepting applications to be considered for nomination to the Board of Directors. The application form shall be similar to the form attached to these rules as Exhibit 1. Any violation of a nominee's agreement or obligations and undertakings (including any erroneous or misleading information in a disclosure statement) may lead to the disqualification of the applicant to be considered for nomination and, if nominated, to disallowance of votes cast for the nominee on the Corporation proxies, at the discretion of the Inspector of Elections.

D. Instructions to Be Made Available. The Application and Statement of Qualifications and instructions will be posted on the Corporation's webpage and will be made available by mail to any shareholder so requesting at least 45 days before the date the proxy statement will be sent to all shareholders. Shareholders who wish to be considered for nomination by the Board of Directors shall submit all information required including but not limited to the regulatory disclosure form, Nominee's agreement, and Nominee's Personal Statements not later than 45 days prior to the date of the Annual Meeting.

E. Due Date for Candidate Qualification Statements. Completed candidacy forms must be returned to the Corporation at a date to be determined by Board resolution.

F. Applicant's Responsibilities. Each applicant is responsible for providing complete and accurate information, and the Secretary shall disqualify any materials that are submitted late, or are incomplete or inaccurate or contain materially false, misleading, or defamatory material. If an applicant makes a statement that is false or that would mislead shareholders on an issue important to them in determining how to vote, the nominee's application shall be deemed invalid. In the event the nominee corrects the materially false or misleading or defamatory statement timely, the application shall be considered by the Nomination Committee.

G. Nominee Qualifications. In order to be eligible for nomination, election and service as a Director of the Corporation, an individual must be a holder of voting shares of the Corporation, who is over eighteen (18) years of age and who, at the time of nomination, election, and service as a Director of the Corporation, satisfies the following:

1. The individual must not be an officer, director, general partner, trustee, or manager or of record beneficial owner of more than a 5% equity interest in any other business enterprise that is in competition with the Corporation.

2. The individual shall be in compliance with the regulations of the Alaska Division of Banking & Securities including, without limitation, the disclosure requirements in the proxy solicitation regulations of that agency.

3. The individual shall be in compliance with the Corporation's Directors' Code of Conduct, including without limitation the provisions of the Code of Conduct requiring disclosure of and abstention from any conflict of interest with the Corporation and shall have completed, signed, and filed with the Corporation all forms of disclosure questionnaires and compliance statements required by the Corporation. Upon election, re-election, or appointment to office, a Director shall execute an oath of office in form and substance as prescribed by the Corporation.

4. The individual must have filed with the Secretary of the Corporation before both nomination and election and, as may from time to time be requested, a statement in such form as shall be prescribed by the Secretary of the Corporation, verifying that the individual then satisfies the eligibility requirements above for nomination, election and service as Director of the Corporation.

5. An individual who is elected or appointed as a Director and who does not meet these qualifications and who does not voluntarily resign or take immediate steps to eliminate the disqualification is subject to removal pursuant to Alaska Law the Bylaws, and to such other sanctions as may be provided by the applicable Code of Conduct including, without limitation, public censure or public disclosure of the basis for non-qualification.

## **II. Other Candidates.**

A. Any applicant for nomination by the APC Board who is not nominated by the Board of Directors may conduct his or her own separate campaign for election to the Board of Directors in compliance with Alaska law, including the proxy regulations of the State of Alaska and these election procedures. Additionally, the Company may, in its discretion and on such terms and conditions as it deems appropriate, include in the Company's initial proxy mailings and/or the APC newsletter certain information provided by potential independent candidates. The inclusion of such information shall not be deemed an endorsement of any such candidate, nor shall the APC proxy be deemed a solicitation by the Board on behalf of any independent candidate. Persons submitting such information shall be solely responsible for the accuracy of such information and for compliance with Alaska's proxy regulations and with applicable law. To serve on the APC Board of Directors, candidates must be nominated. Such nominations must be made at the meeting held for the purpose of electing directors on the floor and may be made by any APC shareholder who attends the meeting and registers during the time specified for doing so.

B. Floor Nominations. Shareholders may nominate shareholders from the floor at the time of nominations at the Annual Meeting, provided the nominee demonstrates,

either in person or in writing, that he or she accepts the nomination and, if elected, will serve as a director. In the event that the shareholder nominated declines, is not present, does not so affirmatively state, or, if not present, has not submitted such acceptance in writing, then the nomination shall fail.

C. Withdrawal of a Candidate. If a candidate for the Board of Directors intends to withdraw, the candidate must announce that intention prior to the close of the time period for registering for floor ballots (or if no such time has been established, then prior to opening of balloting).

### **III. Proxies and Proxy Solicitation.**

A Shareholder may vote at meetings of the Shareholders of the Company only in person or by giving another Shareholder the authority to vote on his or her behalf by proxy.

A. Shareholder Lists. As provided for in the Alaska Statutes, APC shall make available lists containing the names, mailing addresses and number of shares of each of its shareholders to shareholders who request such listing for a proper APC business purpose, such as soliciting proxies, provided such proper purpose is described with reasonable particularity. This information may not be used for personal gain or any commercial or improper purpose. List recipients are required to sign an agreement stating that the list will be used only for the stated purpose and that the recipients shall take necessary precautions to safeguard the list and to convey the information to no other person or entity except as necessary to carry out the stated purpose.

APC provides one list at cost. No additional lists shall be provided to the requesting recipient.

To protect shareholder privacy, shareholder lists will be provided directly to shareholders only in a hard copy, paper format. Shareholders may request a list in electronic form, but such list will only be provided to an approved third-party mailing service provider with whom the company has a confidentiality agreement in place. Such third-party mailing service providers shall provide mailing services in accordance with their respective fee schedules, and the requesting shareholder shall be solely responsible for confirming and paying all such fees.

To obtain a shareholder list or electronic mailing list, shareholders must submit a signed and submitted written request to APC's Corporate Affairs department that clearly describes the specific APC business purpose for which the list will be used. If approved, the list will be provided upon payment by the shareholder of any fees required under this section.

B. Qualifications of Proxy Holder. A person may hold and exercise a proxy to vote at meetings of the shareholders of the Company only if he or she owns voting stock of the Company in his or her own name and is eligible to vote, attends the meeting for which the proxy is held and registers during the time specified for doing so.

If a shareholder names more than one person to be his or her proxy holder and one or more of the persons so named is ineligible, and the proxy provides for the power of substitution, the ineligible persons shall have the right to name eligible substitutes to act in their stead; if the proxy does not provide for the power of substitution, only the eligible proxy holders can exercise the proxy and any ineligible persons are disregarded as if they had not been named. If all persons named as proxy holders are ineligible, or if only one person is named as proxy holder, and he or she is ineligible, and the proxy provides for the power of substitution, such ineligible person shall have the right to name an eligible substitute to act in his or her stead; if the proxy does not provide for the power of substitution, the shareholder's shares may be counted for quorum purposes only, but cannot be voted unless the shareholder executes and submits a new proxy prior to the applicable deadline or revokes the proxy and votes in person.

C. State Law Governing Proxy Solicitation.

- a. Applicability. The Alaska Securities Act and the proxy solicitation regulations promulgated thereunder by the State of Alaska applicable to Alaska Native Corporations, 3 AAC 08.305-08.365, apply to all proxy solicitations made to shareholders of the corporation. All proxy solicitations, whether by Board endorsement or non-Board endorsed candidates, are governed by these State laws and regulations.
- b. Required Information and Prohibited Statements. The Alaska Proxy Solicitation Rules include specific requirements relating to the form of proxies and the content of proxy solicitations. The Rules also provide that "a solicitation may not be made by means of a proxy statement, proxy, notice of meeting, or other communication that contains material misrepresentation." 3 AAC 08.315. Material that directly or indirectly impugns character, integrity or personal reputation is one example of the type of information that may, depending upon particular facts and circumstances, constitute a material misrepresentation.
- c. Compliance with Orders, Findings or Instructions of the Administrator of Securities or a Court of Law. Willful violation of a regulation or order of the Administrator of Securities is a crime (A.S. 45.55.925(a)) and may also subject the violator to civil penalties under A.S. 45.55.920. All orders of the Administrator of Securities regarding proxies (including, but not limited to, the segregation of certain proxies,

the invalidation of certain proxies, the disclosure of information regarding certain proxies and the availability of proxies for inspection by the Administrator of Securities and staff) must be fully and promptly complied with to the fullest extent practicable. If possible, orders of the Administrator of Securities shall be interpreted and applied so as to avoid a conflict with the provisions of these procedures, but in the event there is unavoidable conflict, the conflicting provisions of these procedures shall yield to the valid findings, orders and directives of the administrator of securities or a court of competent jurisdiction. The Inspector of Election shall confer with the Company's general counsel regarding the interpretation and application of, in compliance with, all findings, orders or directives by the Administrator of Securities or a court of competent jurisdiction regarding proxies filed with the Company, as soon as practicable after such finding, order or directive is issued.

#### **IV. Procedures for Meeting Notice.**

A. At the same time as the Board sets the time, date, and place of Annual Meeting, the Board shall appoint a proxy committee to be composed of all those board members whose terms are not then expiring as a proxy committee to receive proxies on behalf of the Board, each of whom shall be disclosed on the Board approved form of proxy. The committee members shall vote the proxy at the Meeting upon consensus. In this paragraph, "consensus" shall mean either unanimous approval or, in the event of dispute, the majority vote of the proxy committee members, and, in the event of a tie, by lot. Provided, however, that in the event proxies withhold authority from any named member of the committee, then that person(s) shall not vote on any such restricted proxy.

B. In accordance with the Alaska Corporate Code and Articles II and VII of the Bylaws, the director or agent having charge of the stock transfer books or shares of the Corporation shall prepare, at least twenty (20) days before each meeting of shareholders, a complete list of the shareholders entitled to vote in such Meeting, with the address of and the number of shares held by each, which list, for a period of twenty (20) days prior to such Meeting shall be kept on file at the business office of the Corporation and shall be subject to inspection by any shareholder during said period. The list shall also be produced and kept open at the time and place of the Meeting, and it shall be subject to inspection by shareholders during the Meeting. The original stock transfer shall be prima facie evidence as to who are the shareholders entitled to examine such list or transfer books or to vote at any meeting of shareholders. Failure to comply with the requirements of this section shall not affect the validity of any action taken at such Meeting.

**V. Rules of Conduct for the Annual Meeting.**

A. The annual meeting of the shareholders shall be held pursuant to the Bylaws of the Corporation, as the same may from time to time be amended, with the exact date and time to be determined each year by Board Resolution.

B. Proxy registration for the Meeting shall close at the same time as the Chair declares in-person registration is closed, provided that proxies postmarked by said date shall be accepted and counted if received by the Corporation before the Chair has directed the registrars to close in-person registration; Provided further that in the event a quorum is lacking at the time and date of the annual meeting, late arriving proxies shall also be counted in order to reach a quorum.

C. The Board President or Chair, as the case may be, shall conduct the Meeting as chairperson.

D. If one-third of the issued and outstanding shares entitled to vote is represented in-person and by proxy, a quorum will be present. Shares held in the name of a deceased person and not transferred to the heirs by the record date except those registered in person or by proxy by an administrator, executor, or guardian or conservator furnishing documentary proof of official capacity, shall not be considered to be outstanding shares entitled to vote for purpose of determining the quorum. Gift stock not yet transferred by the record date shall be voted only by the Donor or the Donor's Proxy.

E. The shareholders present at a duly called or held Meeting at which a quorum is present shall continue to conduct business until adjournment notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

F. The Meeting may be closed to all non-shareholders except: officers and staff of the Corporation; its legal counsel; its accountants; the inspector of election and assistants; a parliamentarian, if the Corporation desires to select one. No non-shareholder shall participate in the Meeting or address the body unless requested to do so by the Chairperson. Provided, however, that the Board of Directors may invite non-shareholder guests who may participate at the Meeting or address the body, as the case may be. The Chairperson shall have the right and discretion to conduct the Meeting in an efficient and orderly manner. The Chairperson may appoint a sergeant at arms, who may be either a shareholder or a non-shareholder and who shall have authority to order and provide for the removal of shareholders or non-shareholders acting in violation of this section or its order.

G. Voting for the board of directors shall be by written ballot. The names of all candidates who have been validly nominated by the Board of Directors or by Petition shall be listed on the ballot. There shall be spaces on ballots for shareholders to write-in the

names of persons validly nominated from the floor at the Meeting. Persons holding proxies shall receive a ballot with the number of shares which they are entitled to vote in their own right, as custodian, and as proxy set forth on the ballot. The ballots shall be pre-marked to record the votes of the proxy holder as to which (s)he has no discretion, and shall indicate the number of additional votes as to which discretion is retained.

H. The nominees receiving the most votes seeking the seats then open shall be elected as directors.

I. Any proposal voted on by the shareholders shall be passed by an affirmative vote of the majority of the shares present in person and by proxy, except if a greater number may otherwise be required by law, then the requirement of the applicable law shall control.

J. All routine matters (approval of minutes, etc.,) may be voted upon by hand or by voice vote at the option of the Chairperson with the exception that the chairperson may use a ballot if, in the chairperson's discretion, the results of the vote are not clearly discernible. Non-routine matters (other than election of directors) may be decided by either voice or hand vote or by ballot at the option of the chairperson. At any time, however, one-tenth of the shareholders present at the Meeting may ask for and require a ballot vote on a non-routine matter.

K. A proxy holder must be present at the Meeting and actually cast a ballot on behalf of the proxy giver. Receipt of the proxy alone shall not constitute the voting of the proxy.

L. In the event a form of proxy appoints other than the Board-appointed proxy committee as the holder, and said form appoints more than one individual as proxy holder on a proxy, then any one of the individuals with the right of substitution shall be able to vote the proxy at the Meeting. If a non-board proxy provides for more than one shareholder to act as proxy, and two or more such co-holders are present at the Meeting and each wishes to cast the proxy, the form of proxy shall control. If the form of proxy does not specify which holder of several present shall be entitled to vote, the shares shall be split equally among the proxy holders for voting.

M. The Inspectors of Election shall give notice at the annual meeting of the closing of polls ten (10) minutes before the polls are to close and shall announce when polls have been closed. After such time as the polls have been closed, the inspectors shall reject any late ballots turned in.

N. In all other matters not specifically covered by these rules, the Articles of Incorporation and Bylaws, or applicable state proxy regulations, general principles of



corporate law so far as are applicable within the spirit of the Alaska Native Claims Settlement Act shall govern.

## **VI. Procedures for Elections and Votes.**

A. Appointment of Inspectors of Election. The Board shall appoint the Inspectors of Election at the same time as the Board by resolution determines the date of meeting. The Board Secretary may contract for the hiring of, or otherwise arrange for additional personnel and equipment necessary to handle in-person registration, as may be first authorized upon resolution of the Board.

B. Duties. The Inspectors shall have the primary responsibility for the integrity of the voting process and shall finally determine questions relating to proxies, ballots, or the tabulation thereof. In description of, and not in limitation of, such authority, the inspectors shall:

1. Receive all proxy solicitation statements, proxies, revocations of proxies, and powers of substitution;
2. Serve as custodian of the proxies and statements and make the same available for examination by shareholders;
3. Tabulate the proxies received by mail or by personal delivery prior to the deadline set for their submission and respond to inquiries concerning such tabulations;
4. Hear and determine all challenges and questions arising in connection with the right to vote;
5. Determine the validity and effect of proxies;
6. Determine the number of shares represented at the Meeting;
7. Determine the presence of a quorum;
8. Receive all late-arriving proxies, revocations of proxies, and powers of substitution;
9. Serve as custodian of the ballots;
10. Tabulate the late-arriving proxies in case a quorum is not achieved at the close of registration;

11. Receive votes or ballots;
12. Count and tabulate all proxies and ballots;
13. Determine the results of each vote;
14. Do such other acts as are reasonably necessary or appropriate to conduct the election or vote in accordance with these instructions, the Articles of Incorporation, and the Bylaws of the Corporation. The Inspectors are authorized to seek the advice of Counsel, including the Corporation's Counsel, in this regard.

C. Procedures for Receiving Proxies.

1. The Inspectors of Election shall perform their duties independently, impartially, in good faith, to the best of their abilities, and as expeditiously as practical. The decisions of the inspectors shall be by a majority of the inspectors, and such majority decisions shall be binding on all parties.

2. The rules of examination of the proxies and proxy statements as set forth in Part IV ("Rules") shall determine the validity of proxies.

3. All challenges to (1) proxies and (2) ballots or (3) the conduct of the election or vote shall be made to the Inspectors of Election, who shall decide such challenges in accordance with these rules, the Articles of Incorporation, the Bylaws of the Corporation, and applicable principles of corporate law. Challenges to proxies shall be made to the Inspector of Election before commencement of the annual meeting. If, due to lack of a quorum, late-arriving proxies are counted, challenges to such late-arriving proxies shall be made to the Inspectors of Election within two (2) hours after the final tabulation which establishes a quorum. Challenges to ballots or the conduct of an election or vote shall be made before adjournment of the Meeting.

4. All proxies, revocations of proxies, and powers of substitution (hereinafter "proxy" or "proxies") shall be filed with the Inspectors of Election at the address or addresses to be determined by resolution of the Board of Directors or as from time to time amended by resolution of the Board of Directors of the Corporation. Any proxy mailed in error to the Corporation will be immediately forwarded, unopened if possible, to the Inspectors of Election. Proxies received after the Chair declares registration closed on the day of the Meeting shall be invalid unless a quorum does not exist at the close of registration on the date of the Meeting, in which case all proxies arriving prior to the close of registration shall be counted. For purpose of these rules, a proxy statement, a form of proxy, or executed

proxy is not considered to have been filed until it is actually received by the Inspectors of Election.

5. The Inspectors of Election shall tabulate the proxies in accordance with these rules. If an updated tabulation is necessary because of lack of a quorum at the close of registration, such tabulation shall be prepared as soon as practicable after the lack of a quorum has been determined, and shall include all late-arriving proxies received by the Inspectors of Election.

6. The proxies filed shall be dated and time-stamped and recorded as received on an alphabetical list of the shareholders entitled to vote prepared by the Corporation and current through the record date established for the Meeting.

7. The Inspectors of Election shall keep a running daily count of the total number of valid proxies filed, said daily count naming each individual proxy holder and the number of proxies held by each such proxy holder, and may, if they deem it advisable, pre-tabulate the directed votes for nominees indicated on such proxies. Vote tabulations shall be strictly confidential.

a. The Inspectors of Election shall provide to the Board's Proxy Committee a tabulation of Board-solicited proxies received, upon the request of Proxy Committee Chair or her designee, which tabulation shall consist of the names of the proxy-givers, the dates proxies were received, the number of votes cast, by nominee and list each proxy containing erasures as to the authorized members of the committee and/or nominees of the board.

b. The Inspectors of Election shall not be obligated to provide information of any kind to the principals or agents of proxy solicitations in competition with that of the Board.

D. Procedure for Proxy Challenges; Invalidation of Proxies.

1. A proxy is not valid and may not be voted at a shareholder's meeting if the form of such proxy and a proxy statement meeting the requirements of Title 3, Chapter 9, Article 3 of the Alaska Administrative Code have not been filed with the Inspectors at least ten (10) calendar days prior to the Meeting (or, if the Meeting is adjourned to a latter date for lack of a quorum, at least ten (10) calendar days prior to such date). The filing of the form of proxy and proxy statement shall be made regardless of the number of shareholders contacted. All forms of proxy and proxy statements so filed with the Inspector shall be available for inspection and copying by the Corporation's officers during the regular business hours of the Inspectors through the day immediately preceding the date set for the Meeting of each year.

2. No proxy, whether solicited by the Board or individual shareholder, is valid for any purpose other than determining a quorum nor may any proxy be voted at a shareholders meeting unless the executed proxy has been filed with the Inspectors by the cutoff date established by these rules or by a resolution of the Board of Directors unless late filed proxies are permitted under the circumstances described in Section II B, above.

3. In order to be counted towards the election of directors, a proxy on a form other than that distributed by the Corporation must set out the names of the candidates for whom it will be voted, or must allow the shareholder giving the proxy to make his choice as to those board candidates the grantor wishes the shares voted for, and how they are to be distributed and indicate how the key votes will be cast if the shareholder does not indicate his choices on the form.

4. No proxy shall be valid that provides the proxy holder with total discretion as to which candidates for director the shares will be voted.

5. Any shareholder may file a written request for review of the inspector of election's initial determination that a particular proxy is either valid or invalid.

6. The shareholder questioning the legality of an executed proxy may request a ruling from the Inspectors of Election by filing a written challenge stating with particularity the grounds relied upon for invalidating the proxy.

7. The Inspectors shall invalidate a proxy if the form of proxy does not comply with law and these rules or if the proxy statement omits material information as specifically required by law.

8. Inspectors are under no duty to make a determination of validity as to the proxy prior to the time an individual proxy is ruled invalid pursuant to a challenge filed by another shareholder.

9. A proxy which has been invalidated by the Inspectors in accordance with these rules shall be counted solely for the purpose of determining whether a quorum exists.

a. If the Inspectors or any director or other person acting on behalf of the Corporation is made a party in a law suit challenging the decision to invalidate a proxy, the Corporation shall indemnify such person or persons in accordance with the Alaska Corporate Code and these rules.

b. Nothing in these rules shall prevent the Inspectors from determining on proper grounds that a proxy may not be voted on a particular matter. Such grounds include a failure by the person soliciting the proxy to disclose to the shareholder how the proxy shall be voted on such matter, unless the shareholder has been granted only that discretionary authority permitted by 3 AAC 08.335(e). Proxies disqualified from voting on a particular matter shall be counted solely for the purpose of quorum determination.

10. On request of the chairperson of the Meeting or of any shareholder or his proxy, the Inspectors shall make a report in writing of any challenge or question or matter determined by them, and a certificate of any fact found by them. Any report or certificate made by them is prima facie evidence of the facts stated therein.

11. At any day that is established by resolution of the Board of Directors as the deadline for receipt of proxies, or in the absence of a resolution, after 5:00 p.m., Alaska Standard time, on the day immediately preceding the date set for the annual meeting of each year, proxies may be revoked only by the shareholder granting the proxy stating at the Meeting his intent to vote in person. If, due to lack of a quorum, late-arriving proxies are tabulated and counted, such late-arriving proxies shall not be effective to revoke any earlier proxies granted by the same shareholder. In-person registration shall close at the time set by resolution of the Board of Directors or in the absence of a resolution, at the start of the Meeting. If after the close of registration and after the tabulation and counting of late-arriving proxies, there is no quorum, the chairperson may adjourn the Meeting for a matter of hours or days and may extend the deadline for registration. All proxies previously received will be valid at any adjourned meeting or unless revoked by the shareholder granting the proxy filing a late proxy timely for the adjourned meeting or stating at the adjourned meeting his intent to vote in person.

E. Security of Ballots, Proxies.

1. The Inspectors of Election shall be responsible for the security of the proxies and ballots and no one except the Inspectors shall have access to the area where the proxies and ballots are being tabulated.

2. Inspectors of Election shall box all proxies, revocations, powers of substitution and ballots. After the Meeting is completed, the sealed box, together with certification, shall be delivered to the custody of such person as the Board determines by resolution.

**VII. Rules for Examination of Proxies and Ballots.**

1. The right of persons to vote at the Meeting shall be determined from a list of shareholders prepared as of the record date of the Corporation as may from time

to time be determined by resolution of the Board of Directors adopted at its last regular meeting immediately prior to said record date. Only shareholders of record as of close of business on said record date shall be entitled to vote at the Meeting.

2. All proxies must be in writing. A writing which shows an intent to empower or revoke a proxy or to substitute for a proxy shall be valid. Faxed proxies shall be valid.

3. A proxy which conforms with these rules and Alaska law, is regular on its face, apparently executed by the shareholder entitled to vote, and timely filed, shall be presumed to be valid. A proxy shall be accepted even through the signature is printed by the shareholder.

4. A proxy signed in pencil shall not be accepted, except for the sole purpose of establishing a quorum.

5. A proxy shall be signed substantially similar to the name of the shareholder as the same appears on the stock records. However reasonable deviations in signature may be accepted. If the signature on a proxy is on its face not authorized, authority for the different signature must accompany the proxy for it to be valid. A person's mark shall constitute a valid signature if it is witnessed by one person over eighteen (18) years of age. The signatures of witnesses shall be presumed valid unless challenged.

6. A proxy executed by a shareholder holding a power of attorney authorizing him to execute the proxy shall be valid provided a copy of the power of attorney is delivered to the Inspectors of Election with the proxy. The Inspectors of Election shall have the right to examine the original power of attorney if they so request.

7. Rubber-stamped signature of individuals are not acceptable unless circumstances are known to the election inspectors and their judgment justifies acceptance of the proxy, or unless the signature is countersigned by an officer or other authorized employee of a bank, trust company, broker, etc., or by an attorney, agent, etc., acting in an indicated capacity.

8. Charges of forgery will not invalidate a proxy unless accompanied by an affidavit or testimony of the person whose signature is alleged to be forged or unless accompanied by such other evidence or may reasonably be required by the Inspectors of Election.

9. Proxies must contain a specifically designated blank space for filling in the date they are signed, but undated or partially dated proxies shall be accepted, provided that undated proxies shall not be accepted if there shall be filed a dated proxy

executed by the same shareholder. If there are two or more dated proxies from the same shareholder, the latest dated proxy shall be accepted.

10. If proxies of a shareholder received simultaneously appoint different proxy holders and all are undated or all have the same execution date, all shall be rejected for voting purposes; provided, however, one of the conflicting proxies shall be counted for the purpose of establishing a quorum. Provided, further, if both proxies contain directed votes for the same nominees and at least one common proxy holder, the proxy may be voted by the common named proxy to the extent of agreement between said proxies as to the votes to cast. In all other cases, the last date stamped, undated proxy shall prevail.

11. If proxies of a shareholder appoint proxy holders to vote for certain nominees, but do not allocate the number of votes to be cast for each nominee, the nominees indicated shall each receive the number of votes represented by the shareholder, divided by the number of nominees indicated.

12. If a proxy fails to indicate any nominees the shareholder desires to vote for and the form of such proxy allows and limits discretion as permitted by law, the proxy committee or other proxy holder, as the case may be, shall be presumed to be granted discretion to vote for any such nominee or nominees.

13. A proxy may be accepted where it is apparent the shareholder made an error, erased, or crossed out a choice and then remarked the instruction clearly.

14. If a candidate is unable, unwilling or otherwise unavailable to serve, then no votes for that candidate will be counted. The remaining valid votes shall be distributed in the same proportion to the candidates as indicated on the proxy.

15. Shares held by an administrator, executor, guardian, or conservator (collectively, "fiduciary") may be voted either in person or by proxy, without transfer presentation of satisfactory proof of authority to act in such capacity. Shares standing in the name of a custodian or trustee may be voted by said custodian or trustee.

16. Shares standing in the name of a receiver may be voted by him only if authority to do so is explicitly stated in an appropriate order of the court by which the receiver was appointed.

17. If shares are held of record by two or more persons, whether fiduciaries, i.e., custodians, executors, trustees, guardians, administrators, attorneys, etc., member of partnerships, joint tenants, tenants in common, tenants by the entirety or otherwise, or if two or more persons have the same fiduciary relationship, then, unless the

election inspectors are given written notice to the contrary and provided a copy of the instrument showing a different method by which the shares are to be voted,

- a. If any such person votes or files a proxy, his act binds all;
- b. If more than one such person votes or files a proxy, the majority of those voting or filing a proxy binds all;
- c. If more than one person votes or files a proxy and there is no consensus among the majority then the shares shall not be voted, but shall be counted for the purposes of determining a quorum.

18. Shares standing in the name of any person as guardian or custodian for another person by reason of minor custodian, or upon proof satisfactory to the Inspectors of Election that the person for whom the shares are held is no longer under the legal age, by such person.

19. Proxies signed by a shareholder who also is a fiduciary, without any indication on the proxy that such shareholder is granting the proxy as a fiduciary, shall be deemed only a proxy for those shares of which the shareholder appears as record owner and not those shares held in a fiduciary capacity.

- a. A proxy granted in a fiduciary capacity by a shareholder who is a fiduciary shall not be deemed the proxy of the shareholder individually but only as such shareholder's fiduciary capacity.

- b. No particular form shall be required to indicate that the shareholder is acting in his or her fiduciary capacity so long as the Inspectors of Election can determine the shareholder's intent. Proxies which contain instructions such as "all shares which I could vote" shall be deemed a proxy for all shares held of record and/or in a fiduciary capacity.

20. 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 registration and the address or signature shows that such institution is acting in a fiduciary capacity for the registered holder.

21. Blanket proxies, applicable to the proxies of one or more registered shareholders shall be accepted when executed by banks, trust company, brokers, etc., according to the foregoing paragraph.



22. A proxy shall be accepted although it does not correctly state the number of shares it represents. Such proxy will be voted cumulatively, for directors, according to the number of shares shown on the stock registry, and otherwise by straight voting and shall be voted only in such matters as the proxy directs the proxy holder to vote.

23. A proxy may be revoked by its grantor by the following means:

a. By subsequently dated proxy or revocation, which is filed on or before the proxy registration deadline;

b. By attendance at the annual meeting and objectively manifesting an intent to vote in person;

c. By death or insanity of the grantor as evidenced by certain death certificate or commitment papers.

24. A proxy shall not be revoked by a power of substitution which does not supplant the previous proxy but builds upon it.

25. Requirements as to Proxy Holder:

a. A proxy holder shall either attend the shareholders meeting in person or execute a power of substitution so that the shares for which he has proxies are represented at the Meeting;

b. A proxy holder shall vote in accordance with any choices made by the shareholder or in the manner provided by the proxy when the shareholder has not specified a choice.

ADOPTED by Resolution # 2019-01 of the Board of Directors this 24<sup>th</sup> day of August, 2019.

ALASKA PENINSULA CORPORATION

By: [Signature]  
President

ATTEST:

By: [Signature]  
Secretary