

# Celebrating 50 Years



## 50th Annual Meeting of Shareholders

1:00 p.m., Saturday, June 17, 2023 | Nuiqsut, Alaska



# Board of Directors



**George Sielak**  
*Chairman*



**Joe Nukapigak**  
*President*



**Richard Reich**  
*Vice President*



**Leonard Lampe**  
*Secretary*



**Isaac Nukapigak**  
*Treasurer*



**Eli Nukapigak**  
*A Director*



**Gordon Brown, Jr.**  
*A Director*



**Dora Leavitt**  
*A Director*



**Bernice Kaigelak**  
*A Director*



**Roxanna Oyagak**  
*B Director*



**Jerry Brower**  
*B Director*

# Executive Management



**Andy Mack**  
*Chief Executive Officer*



**Doug Koprowski**  
*Chief Financial Officer*

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KuukpikWORKS

## Nuiqsut Office

P.O. Box 89187, Nuiqsut, AK 99789  
Phone: (907) 480-6220 | Fax: (907) 480-6126

Joseph Nukapigak, *President*  
George Sielak, *Land Manager*  
Carl Brower, *Facility Maintenance*  
Audrey Hopson, *Shareholder Administrator*  
Hazel Igtanloc, *Custodian*

## Anchorage Office

582 East 36th Ave., Ste. 600, Anchorage, AK 99503  
Phone: (907) 279-6220 | Fax: (907) 279-6126

Andy Mack, *Chief Executive Officer*  
Lanston Chinn, *Senior Executive Advisor*  
Doug Koprowski, *Chief Financial Officer*  
Mark Wiggin, *General Manager, Kuukpik Oilfield Services*  
Leonard Lampe, Sr., *Special Assistant*  
Lisa Cofield, *Controller*  
Nellie Kaigelak, *Assistant to the Board*  
Josephine Leavitt, *Shareholder Liaison*  
Willow Hetrick, *Permitting Representative*  
Ivy Poe, *Accounting Specialist*



# Notice of 2023 Annual Meeting of Shareholder

**NOTICE IS HEREBY GIVEN** that the Annual Meeting of the Shareholders of KUUKPIIK CORPORATION will be held at Trapper School in Nuiqsut, Alaska, on June 17, 2023, beginning at 1:00 p.m. AKDT. The purposes of the meeting are:

- To elect 3 Class A Directors to the Board of Directors to serve a term of three years or until their successors are chosen and qualified;
- To consider and adopt the minutes of the last annual meeting; and,
- To consider such other and further matters as may lawfully come before the shareholders.


Holders of Class A voting stock on April 28th, 2023 are entitled to vote at the meeting. The enclosed proxy statement provides information about the candidates,

directors and officers and describes the election and proxy voting process.

Shareholders are invited to attend the meeting in person. If you are unable to attend the meeting in person, you are requested to fill in and sign the enclosed proxy and return it promptly in the envelope provided. You may also submit a proxy on-line, as described in the enclosed proxy statement.

DATED this 10th day of May, 2023.

KUUKPIIK CORPORATION

By: 

Leonard Lampe, Sr., Corporate Secretary

## Early Bird Door Prizes | WIN CASH

**Vote or register early for a chance to win one of ten (10) \$200 early bird door prizes.**

Election for B directors will not be held in 2023 based on the 3-year rotating terms outlined in the Kuukpiik Corporation bylaws. **Both A and B shareholders are eligible to win early bird door prizes.** Class A shareholders must vote early and Class B shareholders must submit a registration and acknowledgement form to qualify. Instructions for both can be found on pages 35 - 37.

**Early Bird deadline: Noon, Saturday, June 10, 2023**

# Management Letter

Dear Shareholders:

Welcome to the 50th Annual meeting of Shareholders! This year, Kuukpik's 50th year, is a time to reflect and plan. Nuiqsut continues to show its resiliency. Kuukpik continues to show its strength and vitality. The story of Nuiqsut and Kuukpik are intertwined. The early struggles and current successes are connected. Moreover, our future is bound by a common sense of commitment to our culture and our families. Specifically, the most recent past year, Kuukpik continued its shift away from the constraints of COVID toward a broader presence in the region. We also took significant steps to strengthen our organization and to provide services for our shareholders. Importantly, the Board worked tirelessly to protect subsistence in every decision while sensibly capturing the potential economic benefit from activity in our backyard.

The year in review begins with two significant decisions that will bring lasting benefits and impacts to our region. In August 2022, Santos decided to fund the construction of the Pikka project. The project calls for a drilling pad and production facility on the east side of the Colville River. Production will begin in 2026. In March of 2023, ConocoPhillips obtained permits needed to begin construction of the Willow project. The project calls for three drilling pads and a production facility about 24 miles west of Nuiqsut. Production is scheduled to begin in 2028. Either project would mean change to the region but combined the two projects represent development on a scale not seen in 40 years. To put it simply, we are going from one production facility in our region to three.

Kuukpik approached both projects with consistency and resolve. For each project, the Board first focused exclusively on identifying impacts to the land and water and ultimately to subsistence. The Board then worked



**Joe Nukapigak**  
President



**Andy Mack**  
Chief Executive Officer

tirelessly over several years to ensure that every measure possible was taken to protect the land, water, birds, and animals. Kuukpik did so by participating in the permitting process and insisting that permitting agencies do everything possible to reduce impacts. Further, the Board and Management leveraged Kuukpik's land ownership to increase permitting requirements for protecting the land for companies working in and around the village.

After doing everything it could to reduce impacts, the Board turned its attention to business opportunities. Our resolve was that if there was going to be activity and impacts, we would do everything in our means to ensure Kuukpik shareholders and the community shared in the value being created. The Kuukpik Board continues to focus on building our core companies and supporting our joint venture partners. As a result of the Board's work, assuming that both projects progress over the next few years, we expect to see an uptick in revenue and increased business opportunity. Both will help as we do what we can to directly support our shareholders through training, employment, and the dividend program.

*"...the (Kuukpik) Board and Management leveraged Kuukpik's land ownership to increase permitting requirements for protecting the land for companies working in and around the village."*



## Management letter (cont.)

Financially, fiscal year 2022 showed Kuukpik holding steady as we experienced the tail end of a period of sustained but low activity. As reported this year, we again noted the slow rebound of the global energy industry. A few dynamics impacted our revenue line. First, production remained somewhat constant. Second, price was strong throughout fiscal year 2022 but began to taper in the latter half of 2022. And while the global economy strengthened, the State of Alaska and the North Slope were once again slower to bounce back.

Fiscal year ending June 30, 2022, showed a reduction in assets from \$208,380,963 to \$196,186,345. The reduction was largely driven by lower-than-expected returns on our investment portfolio. This is a reflection of normal fluctuations in the investment markets. Since close of the fiscal year, the market has rebounded.

Consolidated revenue came in at \$47,613,000. Royalty revenue increased from \$9,271,000 to \$13,963,000. This helped offset a flat year in construction. Kuukpik continues to maintain low management and administrative costs. This has allowed us to maintain shareholder services while the business market stabilized post-COVID and while we wait for the increased activity expected over the next several years with Pikka and Willow construction.

As we look ahead, building the workforce in Nuiqsut continues to be a priority for the Board and Management. To demonstrate this commitment, we have continued to grow KuukpikWORKS, a shareholder program created in 2021. Designed to assist shareholders in finding training and educational opportunities, KuukpikWORKS expanded its resources to connecting shareholders with employment opportunities in the region. This will be especially important as we head into a time with increasing activity. Our goal is to bring as many shareholders and their families, as well as Nuiqsut residents, into the workforce as possible. Please help us with this goal by utilizing the

*“As we look ahead, building the workforce in Nuiqsut continues to be a priority for the Board and Management.”*

program and participating in training opportunities. The KuukpikWORKS website has useful tools to connect you with job openings, training opportunities, scholarships, employment workshops, and pre-employment workshops such as resume building and interviewing skills. And, as always, you may reach out to our offices with questions or for direct assistance.

Kuukpik will host a 50th Anniversary celebration later this summer. The Board wants each and every one of our shareholders and community members to join us in celebrating. The celebration will be held July 30-August 3 in Nuiqsut. More information will be available both at our website and our offices.

The future of Kuukpik and the Kuukpikmuit is bright. Our Board and Management is proud of our accomplishments over the first 50 years. We look forward to working for you for the next 50 years!

Quyanaqpak!

Joseph Nukapigak  
President

Andrew Mack  
Chief Executive Officer

# Agenda

- **Call to Order**
- **Invocation**
- **Approval of Agenda**
- **Introductions & Welcome**
- **Announcement of Appointment of Inspector of Elections**
- **Announcement of Quorum Present**
- **Reading & Approval of the 2022 Annual Meeting of Shareholders**
- **Reports of Officers, Management, and Invited Guests**
- **Shareholder Comments**
- **Opening of Polls**
- **Election of Directors**
- **Closing of Polls**
- **Declaration of Election of Directors**
- **New Business**
- **Door Prizes**
- **Adjournment**



# Draft Meeting Minutes

## 2022 Annual Meeting of Kuukpik Shareholders

1:00 p.m. Saturday, June 18, 2022 | Kisik Community Center, Nuiqsut, AK

- CALL TO ORDER** Chairman George Sielak called the 49th Annual Meeting of Kuukpik Corporation Shareholders to order and thanked all shareholders for attending.
- PRESENT** Board Members: George Sielak, Joe Nukapigak, Richard Reich, Leonard Lampe, Isaac Nukapigak, Gordon Brown, Jr., Eli Nukapigak, Bernice Kaigelak, Dora Leavitt, Roxanna Oyagak, and Jerry Brower
- STAFF** Andy Mack, CEO; Doug Koprowski, CFO; Lisa Cofield, Controller; Nellie Kaigelak, and Josephine Leavitt
- GUEST** Gary Corrick, Inspector of Elections, Tabulators, Alliance CPAs, LLC; Patrick Munson, Legal Counsel, Chandler, Falconer, Munson & Cacciola, LLP; and Jenny Evans, Rural Alaska First
- INVOCATION** Board treasurer Isaac Nukapigak lead the attending shareholders and staff in prayer.
- WELCOME** Board secretary Leonard Lampe welcomed and thanked the attending shareholders. Staff and guests were introduced by the chairperson.
- APPROVAL OF AGENDA** The annual shareholders packet, which included the annual meeting agenda was presented. Shareholder JONAH NUKAPIGAK moved to approve the 2022 Shareholder Annual Meeting Agenda. Shareholder ROBERT NUKAPIGAK seconded the motion. Chairman, George Sielak called for a vote on the main motion. The vote proceeded, the main motion to approve the meeting agenda was passed by unanimous consent.



**ANNOUNCEMENT  
OF APPOINTMENT  
OF INSPECTOR  
OF ELECTION &  
PARLIAMENTARIANS**

Chairman George Sielak announced the names of the election inspector and meeting parliamentarian: Gary Corrick, inspector of elections and tabulator, Alliance CPAs, LLC and parliamentarians Patrick Munson, Legal Counsel, Chandler, Falconer, Munson & Cacciola.

**ANNOUNCEMENT  
OF QUORUM  
PRESENT**

Corporate Secretary, Leonard Lampe, Sr. read aloud for the record of shares present to conduct an annual meeting. Secretary Lampe stated for the record the number of shares is 38,780. Number of shares needed to be present to conduct an annual meeting is 23,646, therefore a quorum of shareholders and shares was declared to proceed.

**READING &  
APPROVAL OF  
THE JUNE 19,  
2021 ANNUAL  
SHAREHOLDER  
MEETING  
MINUTES**

Shareholder, ROBERT NUKAPIGAK MOVED to approve the 2021 Annual Meeting Minutes. Shareholder, JONAH NUKAPIGAK SECONDED. Chairman, George Sielak called for a vote on the main motion of approving 2021 annual shareholders meeting minutes, the motion was passed unanimously.

**REPORTS OF  
OFFICERS,  
MANAGE-  
MENT, AND  
INVITED  
GUESTS**

Chief Executive Officer (CEO), Andy Mack presented the shareholders with a report of corporate activities for the fiscal year 2020/21, which included operational activity and the financial report and financial audit. Corporate president, Joe Nukapigak shared information on upcoming oil and gas activity. Shareholder, CARL BROWER MOVED to approve the Management Report. Shareholder, ROBERT NUKAPIGAK SECONDED. Chairman George Sielak called for a vote on the main motion of approving the management / financial reports, the motion was passed unanimously.

**SHAREHOLDER  
QUESTIONS &  
COMMENTS**

Tommy Nukapigak asked if Kuukpik will be compensated for the Willow project.

Martha Itta thanked the Kuukpik board and stated that Kuukpik has a lot of influence on the Willow project and she felt that the Board is the voice of shareholders and that concerns will be raised to the federal agencies involved but the board and management do not communicate on behalf of the entire community. She stated that it hurts as leaders to see that Kuukpik is not engaging the other entities in the village and questioned what Kuukpik is doing for the people.

Martha Pausanna stated that Kuukpik should build an apartment complex so the community has a safe place. She thanked the board for attending the meeting in person.



## Draft meeting minutes (cont.)

### SHAREHOLDER QUESTIONS & COMMENTS

Chris Long thanked the board for all the programs funded by Kuukpik and commented that caribou are moving further from the village and it costs more these days to maintain a subsistence lifestyle. He suggested Kuukpik provide gas vouchers.

Lance Hathaway thanked the board and stated that everyone has the opportunity to improve their lives and that Kuukpik brings many opportunities for jobs. He asked if Kuukpik was considering adding more B director board seats in the future.

Tommy Nukapigak thanked the board and stated that we need to work together and that it's important for young people to step up and get a higher education and develop into our next leaders.

Robert Nukapigak shared concerns about the Nanuq ice road built on the historic tent site.

Roger Ahnupkana stated that the landfill access road needs improvement.

Hannah Pausanna thanked the Kuukpik Foundation for its assistance and said that it's very hard to be a patient but Kuukpik had assisted her and she is appreciative.

Carl Brower asked about the timeline for the Afterborn program and homesites.

Flora Ipalook encouraged young people to get involved with village affairs. She stated she will be 92 years old soon.

Jonah Nukapigak encouraged young folks of the village to enter the workforce and take responsibility to obtain jobs and get an education.

Jeremy Kasak stated that the NSB is starting a residential job program, which includes job shadowing, which focuses on ages 12-18. He said that if Kuukpik wants unity, they should focus efforts across the North Slope.

Rosanne Lampe stated that it is important that parents get involved with children in community events. Suicide and depression are a real issue. She encourages shareholders as parents to get involved with community events.

## Draft meeting minutes (cont.)

**OPENING OF POLLS** Chairman George Sielak announced the opening of the voting polls for shareholders to elect directors for the Corporation.

**RECESS** Chairman, George Sielak announced a 30-minute break.

**RECONVENE** Chairman, George Sielak called the meeting back to order after approximately 30 minutes.

**NEW BUSINESS** There was no business brought forward by staff or directors at this time.

**DECLARATION OF ELECTION OF DIRECTORS** With the assistance of Gary Corrick, Inspector of Elections, read aloud the election results and final vote tally of shares voted. The vote totals for the Shareholders running to Kuukpik Corporation's Board of Director's and the winners of each seat.

### **A DIRECTORS**

Gordon Brown, Jr.	11,508
Leonard Lampe, Sr.	12,096
Isaac Nukapigak	4,638

### **B DIRECTORS**

Roxanna Oyagak	11,173
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**DOOR PRIZES** The proxy and door prize winners were announced by Leonard Lampe, Sr.

**ADJOURNMENT** Chairman, George Sielak thanked the shareholders for joining the staff and Board of Directors for attending the annual meeting. Shareholder, ELI NUKAPIGAK MOVED to adjourn. Shareholder, JONAH NUKAPIGAK SECONDED. Chairman, George Sielak called for a vote, it was passed unanimously.

The meeting adjourned at 5:21 p.m.



# Proxy statement

*The date of this proxy statement is May 8, 2023.*

This proxy statement is furnished by Kuukpik Corporation (“Kuukpik”) in connection with the solicitation of proxies for use at the Annual Meeting of Shareholders to be held at Trapper School in Nuiqsut, Alaska, on Saturday, June 17, 2023, at 1:00 p.m. The solicitation of the proxy accompanying this proxy statement is made by the board of directors.

This proxy statement is furnished to explain and to provide further information about the enclosed proxy and discuss the proxy and meeting process.

Your participation is important. You should read this proxy statement and the proxy carefully before completing and filing your proxy. This proxy statement and accompanying proxy are being mailed to the shareholders on or about May 10, 2023. A sample proxy ballot is on page 33.

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## Meeting rules



The board of directors has adopted shareholder meeting rules that, together with the Kuukpik Articles of Incorporation, Bylaws and the Alaska Corporations Code, will govern the election of directors and the conduct of the meeting. A copy of the shareholder meeting rules is available upon request from the Kuukpik office.

# Board of directors



The business and affairs of Kuukpik have historically been managed under the direction of the board of directors consisting of 9 members. Beginning at the 2021 Annual Meeting of Shareholders, the board was increased to 11 members consisting of 9 A directors and 2 B directors. Each member is required to be at least 18 years of age, not have a felony conviction, not be the

original issue of stock from any other village, urban or group corporation and be a Native or descendant of a Native. Each board member serves a 3-year term, which is staggered, resulting in elections for 3 A directors each year and 1 B director every first and second year. The current directors are:

**Term Expires  
2023**

**CLASS A DIRECTORS**  
Joseph Nukapigak  
Richard Reich  
Bernice Kaigelak

**Term Expires  
2024**

**CLASS A DIRECTORS**  
Dora Leavitt  
Eli Nukapigak  
George Sielak

**CLASS B DIRECTOR**  
Jerry Brower

**Term Expires  
2025**

**CLASS A DIRECTORS**  
Gordon Brown, Jr.  
Leonard Lampe, Sr.  
Isaac Nukapigak

**CLASS B DIRECTOR**  
Roxanna Oyagak





# Class A shares, class B shares, A directors & B directors



Kuukpik's shares are divided into 2 classes: class A and class B. Class A shares are shares that were issued when Kuukpik was originally formed in 1973. Class A shares are owned by persons to whom the shares were originally issued, and by their successors who now own the shares as a result of gift or inheritance.

In accordance with an amendment to its Articles of Incorporation approved by the class A shareholders in 2019, as of March 26, 2021, Kuukpik issued class B shares to children of Kuukpik's original shareholders.

Under Kuukpik's Bylaws, beginning at the 2021 Annual Meeting of Shareholders, Kuukpik's board of directors increased from 9 members to 11 members. The directors are allocated between "A directors" and "B directors."

**A directors are required to be class A shareholders who either are original Kuukpik shareholders or own 100 or more class A shares. B directors are required to be class B shareholders.**

**Nine of the directors are required to be A directors and 2 of the directors are required to be B directors.**

Candidates for both A directors and B directors must meet the general requirements to serve as a director described on page 13.

Some candidates own both class A shares and class B shares. If they meet the other qualifications, those shareholders may be elected as either A directors or B directors. Before the election, each candidate must elect whether he or she wishes to be elected and serve as an A director or a B director.

**Class A shareholders have full voting rights, and therefore can vote for candidates running to be elected as A directors and also when/if candidates are running to be elected as B directors. Class B shareholders can vote only when/if candidates are running to be elected as B directors.**

## Attention Shareholders

### **Elections for B directors will be held in 2024 and 2025.**

Elections for B director positions are held every first and second year based on the 3-year rotating terms outlined in the Kuukpik Corporation bylaws. B shareholders will be asked to vote in 2024 and 2025 for B director positions. **B shareholders are eligible to receive Early Bird and Annual Meeting cash door prizes this year by completing and submitting a registration and acknowledgement form or by attending the meeting.**

# Nominating procedures, nominations, A nominees & B nominees



Kuukpik solicited applications from shareholders to be considered for inclusion as a candidate in this year's corporate proxy material by radio and newspaper advertisements and announcement on the Kuukpik website. Solicitation to run for the board also was sent to shareholders in early March 2023.

Application materials, including a proxy compliance questionnaire, were sent to all shareholders who requested them. The board reviewed all applications, interviewed and investigated candidates to the extent it considered necessary, and considered which candidates should be named on the corporate proxy and which should be endorsed by the board of directors. Directors who are running for reelection did not participate in this process.

The board of directors has approved the inclusion of three candidates for A director positions (referred to as "A nominees") on the corporate proxy.

**There are no B director positions available in 2023.**

The board also has endorsed and recommends that the following candidates be elected:

## **A Nominees Endorsed by the Board**

Joe Nukapigak  
Richard Reich  
Bernice Kaigelak

**Information about these candidates begins on page 21.**

In addition to the candidates, information about directors whose terms expire in 2024 and 2025 begins on page 23.

Kuukpik will cause each nominee listed in this proxy statement to be nominated for election at the meeting of shareholders. In addition, shareholders can nominate candidates from the floor during the meeting.

Each nominee has irrevocably declared that she or he is an A nominee. Any person nominated from the floor must, at the time of nomination and acceptance of nomination, irrevocably declare that he or she is a candidate for an A director.

**Only holders of class A voting stock of record on April 28, 2023 may vote for class A nominees at the 2023 Annual Meeting of Shareholders. B shareholders are eligible to receive Early Bird and Annual Meeting cash door prizes this year by completing and submitting a registration and acknowledgement form.**

As of the record date, there were 21,200 class A shares outstanding, of which 19,405 class A shares are entitled to vote.



# Voting shares



Shareholders have the right to use cumulative voting in the election of directors. This means that if you have class A shares, at the 2023 Annual Meeting of Shareholders, you will have 3 votes for every class A share you own and you can direct votes to multiple A nominees.

For example, if you own 100 class A shares, you will have 300 votes (100 shares x 3). You may cast all 300 votes for 1 candidate for director or divide the votes as you choose among several candidates. You could give 100 votes to 1 A nominee and divide your remaining 100 votes between the other A nominees.

In addition, each class A share of voting stock is entitled to 1 vote on any other issue other than the election of directors that may properly come before the meeting for voting by shareholders, including approval of the minutes from the 2022 Annual Meeting. Class B shares will not vote on these other matters.

You may write in the name of any qualified candidate in the "write-in" space on the proxy, and then indicate the number of votes you wish to direct be cast for that candidate.

The enclosed proxy appoints as the proxyholders all directors who are not running for reelection: George Sielak, Leonard Lampe, Sr., Isaac Nukapigak, Gordon Brown, Jr., Dora Leavitt, Eli Nukapigak, Roxanna Oyagak, and Jerry Brower. By returning the enclosed proxy or voting online, you will direct these proxyholders to vote your shares in accordance with the proxy you give them. The proxyholders will cast your votes as directed in the proxy.

If you fail to indicate how you want the proxyholders to cast your votes, but you sign and date your proxy or file it online, the proxyholders will cast your votes for the candidates endorsed by the board of directors. You may withhold

authority for the proxyholders to cast votes for specific candidates by striking out their names on the proxy.

If a candidate named on the Kuukpik proxy withdraws, the Board may name a replacement candidate selected in the discretion of the Board, the proxyholders may allocate any discretionary votes to such replacement candidate, and the proxyholders may allocate any votes directed to the withdrawn candidate to any candidates selected by the proxyholders, including the replacement candidate.

# Filing proxies



As in past annual shareholders meetings, Gary Corrick, Kuukpik's independent accountant, will be serving as the Inspector of Election and tabulating the proxies and ballots for the meeting.

Proxies can be submitted in person at the meeting or sent to Kuukpik or the Inspector online, by mail, e-mail, hand-delivery, or fax as described below. To be voted, your proxy must be received by the deadlines listed for each option. Proxies received by Kuukpik or the Inspector after the deadline will not be counted unless the board of directors extends the deadline or unless the board of directors continues the meeting from time to time without calling it to order.

Kuukpik and the Inspector assume no responsibility for malfunction of the mail, computers, the Internet or their fax machine. Therefore, any shareholder delivering a proxy by mail, e-mail, fax or on-line may wish to confirm receipt of the proxy by contacting Kuukpik or the Inspector after sending the proxy.



# Methods to file proxies

## ONLINE

### Deadline

Received by 5:00 p.m., Friday, June 16, 2023

Submit your proxy online using an internet-connected computer or smartphone. See the separate electronic voting instructions on page 36.

## EMAIL

### Deadline

Received by Noon, Saturday, June 17, 2023

Scan or photograph your proxy (both sides) and send it to the Inspector at [gcorrick@alliancecpaak.com](mailto:gcorrick@alliancecpaak.com).

## MAIL

### Deadline

Received by 5:00 p.m., Friday, June 16, 2023

### **NUIQSUT RESIDENTS**

**Kuukpik Corporation**  
P.O. Box 89187  
Nuiqsut, AK 99789

### **ALL OTHER LOCATIONS**

**Alliance CPAs**  
119 N Cushman St., Ste. 300  
Fairbanks, AK 99701  
**Attn: Gary Corrick**

## HAND DELIVERY

### Deadline

Received by 5:00 p.m., Friday, June 16, 2023

Place your proxy in the preaddressed envelope, or a blank envelope, and drop it in the box at Kuukpik's Nuiqsut or Anchorage office or at the Inspector's office at 119 N Cushman Street, Suite 300 in Fairbanks. Please confirm with a staff member in the office that you are dropping your proxy in the correct box. Kuukpik will transmit to the Inspector all hand-delivered proxies that are received by the delivery deadline.

## FAX

### Deadline

Received by Noon, Saturday, June 17, 2023

Fax your proxy to the Inspector at 907-456-6431. Please use a cover fax sheet that directs the proxy to Mr. Gary Corrick.



## Revoking proxy (changing your vote)



After you have signed and returned the enclosed proxy, you may revoke it at any time prior to the meeting being called to order by notifying the Inspector in writing (using the same methods described above for delivering your proxy) or by attending the meeting in person and either signing a written revocation or voting at the meeting. In addition, if you sign and return a later dated proxy or submit a later on-line proxy that is received by the Inspector by the proxy delivery deadline, that proxy will revoke your previous proxies. Unless you revoke your proxy, the proxyholders will vote your shares as directed by you.

## Voting custodial shares



Alaska law requires that shares owned by a minor be issued to a custodian who will hold the stock for the minor until he or she reaches the age of 18. If you are both a Kuukpik shareholder, personally, and also the custodian for shares owned by a minor Kuukpik shareholder, any proxy you sign and file will be interpreted as a proxy with respect to your own shares and also those of each minor for whom you are the custodian, except to the extent you file a separate proxy for the shares for which you are the custodian. If you wish to file a separate proxy for shares for which you are the custodian, you should write on the proxy near your signature the name of the minor shareholder for whom you are the custodian.



## Filing other instruments relating to proxies



All revocations of proxies, powers of substitution and other instruments relating to proxies must be filed with the Inspector of Election in accordance with, and by the deadline stated in, Filing Proxies on page 35.

## Challenges to proxies or voting



All challenges to proxies, ballots, or the conduct of the election or vote will be made to the Inspector of Election, who shall decide such challenges in accordance with the shareholder meeting rules, the Articles of Incorporation and Bylaws of Kuukpik and applicable principles of corporate law. Challenges to proxies must be made to the Inspector of Election on or before 5:00 p.m. AKST on Friday, June 16, 2023, or in accordance with the shareholder meeting rules.





## Election of directors



At the Annual Shareholders Meeting, 3 A directors will be elected. The 3 A nominees who receive the most votes will be elected for 3-year terms expiring at the Annual Shareholders Meeting in 2026, and until their successors have been elected and qualified.

**The next election for a B director will be at the Annual Shareholders Meeting in 2024.**

All elections will be by written ballot. Proxyholders will receive a ballot indicating the number of shares which they are entitled to vote. The ballots will be premarked to cast the votes of the proxyholder as to which the shareholders have directed their votes and will indicate the number of additional votes as to which the proxyholder has discretion.

## Information about candidates endorsed by the board



The board of directors endorses and recommends that the shareholders reelect the following 3 A nominees. Information about these persons is presented below. Note that all biographic information was provided by the nominees and has not been verified by Kuukpik.



**Joseph Nukapigak**  
*A Nominee*

Joseph (Joe) Nukapigak Sr., age 74, resides in Nuiqsut, Alaska and is the son of the late Ruth & Edward Nukapigak. During the past 5 years, his principal employment or occupation was President of Kuukpik Corporation. He previously served as Land Manager for Kuukpik Corporation. Joe has held the following other directorships with other entities: Board Member, Nuiqsut Utility Cooperative (2018-2020). He has served on the Kuukpik Corporation Board of Directors for 30 years and is currently serving Kuukpik as the Corporate President, since 2016. Joe serves as a member of: the Kuukpik Executive management team; Finance Committee member (2012-2017), Trustee for the Kuukpik Corporation Distribution Settlement Trust (2021-present), and an After-born committee member of Kuukpik Corporation. He has previously served on the Board of Directors and as President of Nanuq, Inc.

Joe's term as a Board of Director with Kuukpik Corporation expires June 2023. Joe has the following family relationships with the following directors, nominees, and executive officers of Kuukpik and its subsidiaries: Isaac Nukapigak, Treasurer, Kuukpik Corporation (brother); Eli Nukapigak, Board of Directors, Kuukpik Corporation (brother); and Dora Leavitt, Board of Directors, Kuukpik Corporation (sister).



**Richard Reich**  
*A Nominee*

Richard Reich, age 63, resides in Anchorage, Alaska. He is the son of the late Emily (Ipalook) Wilson. During the past 5 years he has worked as the General Manager for Eskimos Inc. (2019 – present); General Manager, ASRC Community Economic Development (2018 – 2019); General Manager, UIC Lands, LLC (2017 – 2018); and Operations Manager, UMIAQ Environmental, LLC (2015 – 2017). Richard earned his MBA (Management) from the University of Alaska, Anchorage in 2001; B.S. in Civil Engineering from the University of Alaska, Fairbanks in 1988; and is a State of Alaska Registered Civil Engineer (No. 8387). He served as a UAA School of Engineering Advisory Board Member (2005-2019), Chairman (2008-2011); Intertribal Information Technology Company (IITC) Board of Directors (2005-2012); and ASCG Board of Directors (1993-1995).

Richard currently serves as the Vice President of Kuukpik Corporation, has served as a director since 2020, and as a Trustee of the Kuukpik Corporation Distribution Settlement Trust since 2021. He has not served in other positions or offices with Kuukpik and its subsidiaries. Richard's term as a Board of Director with Kuukpik Corporation expires June 2023. Richard has the following family relationships with the following directors, nominees, and executive officers of Kuukpik and its subsidiaries: the late Tad Reich, Former Board of Director, Kuukpik Corporation (brother).



**Bernice Kaigelak**  
*A Nominee*

Bernice Kaigelak, age 57, resides in Nuiqsut, Alaska and is a whaling captain for the Nuiqsut Whaling Captains' Association. She is the daughter of the late Mark and Nannie Pausanna. During the past 5 years she has worked as an Inupiat language teacher at Trapper School for the North Slope Borough School District. Bernice has served as a director of Kuukpik Corporation and as a Trustee of the Kuukpik Corporation Distribution Settlement Trust since 2022. During her time on the board, she has served as the vice president of the Board of Directors and chair of the Finance Committee. She has served in the following positions or offices with Kuukpik and its subsidiaries: Chair, Arctic Slope Native Association, Board of Directors, Alaska Native Tribal Health Consortium; and Chair, NUC.

Bernice's term as a Board of Director for Kuukpik Corporation expires June 2023. Bernice does not have family relationships with directors, nominees, and executive officers of Kuukpik and its subsidiaries.

# Current directors

Terms expire 2024



The following 4 directors have been elected or appointed to serve until the annual shareholder meeting in 2024 and until their successors have been elected and qualified. Note that all biographic information was provided by the individuals and has not been verified by Kuukpik.

## Dora Leavitt

### A Director

Dora Leavitt, age 58, resides in Nuiqsut, Alaska and is a whaling captain's wife. She is the daughter of the late Ruth & Edward Nukapigak. Dora graduated from Nuiqsut Trapper High School in 1983, after which she attended the American Indian College (AIC) in Phoenix, Arizona for two years. She received her certificate as a Heavy Equipment Operator from Ilisagvik College in 1995. During the past 5 years Dora was employed as a Seasonal Subsistence Representative (2004-2009 and 2019); and Kuukpik Elder's Driver for AFN (2019). She has held the following other directorships with other entities: director of the Kuukpik Corporation Board of Directors; trustee of the Kuukpik Corporation Distribution Settlement Trust (2021-present); chairman, Kuukpik Heirship Committee (2016-present); trustee of Ilisagvik College (2017-present); Advisory Council, Nuiqsut Trapper School (1995-2017); and Council Member, City of Nuiqsut. Dora's term as a Board of Director with Kuukpik Corporation expires June 2024. Dora has the following family relationships with the following directors, nominees, and executive officers of Kuukpik and its subsidiaries: Joseph Nukapigak Sr., President, Kuukpik Corporation (brother); Isaac Nukapigak, Treasurer, Kuukpik Corporation and President, Nanuq, Inc. (brother); and Eli Nukapigak, Board of Directors, Kuukpik Corporation (brother).

## Eli Nukapigak

### A Director

Eli Nukapigak, age 72, resides in Noatak, Alaska. He is the son of the late Ruth & Edward Nukapigak. He attended Chemawa Indian School in Oregon (1968-1971). Eli worked for Nanuq, Inc. on ice road projects throughout his career (1980's-2001). During the past 5 years Eli was employed with Nanuq, Inc. as a Heavy Equipment Operator and he is now retired. He has held the following other directorships with other entities: Alaska Nanuq Co-Management Council (2018-present); North Slope Borough (NSB) Planning Commission (2001-2010); NSB Wildlife Commission (1998-present); Kuukpik Subsistence Oversight Panel (2016-present); Nuiqsut Tribal Council (2001-present); City of Nuiqsut Council Member (1981-2019); and Whaling Commissioner Representing Nuiqsut Whaling Captains' Association at the Alaska Eskimo Whaling Commission (1981-1986). Eli has served as a director of Kuukpik Corporation since 2016 and as a trustee for the Kuukpik Corporation Distribution Settlement Trust since 2021. Eli's term as a Board of Director with Kuukpik Corporation expires June 2024. Eli has the following family relationships with the following directors, nominees, and executive officers of Kuukpik and its subsidiaries: Joe Nukapigak Sr., President, Kuukpik Corporation (brother); Isaac Nukapigak, Treasurer, Kuukpik Corporation (brother); and Dora Leavitt, Board of Directors, Kuukpik Corporation (sister).



# Current directors

Terms expire 2024



## George Sielak

### A Director

George Sielak, age 63, resides in Nuiqsut, Alaska. He is the son of the late Beverly Sielak. During the past 5 years George has been employed as the Human Resources Manager and Land Manager for Kuukpik Corporation. He previously worked as a Field Liaison for ASRC Energy Services (2007-2019); Services Supervisor for North Slope Borough Public Works (2002-2007); and held multiple positions for the Ice Road Project (1997-1999) including Heavy Equipment Operator Foreman, Road Upgrade Foreman, and Ice Road Foreman. His training has included supervisor training and land management training. George has served on the Kuukpik Corporation board of directors since 2018, on Kuukpik's Finance Committee since 2019, and as a trustee for the Kuukpik Corporation Distribution Settlement Trust since 2021. He has held the following other directorships with other entities: ASRC Board of Directors (1992-2019), Vice Chairman (2010-2019), 1st Vice President (2007-2010), 2nd Vice President (2004-2007), Executive Committee (1993-1994 and 1996-2019), Audit Committee (1995-2019), Ethics Committee (2004-2019), Proxy Review Committee (2010-2012, 2016-2016, and 2017-2018), Shareholder Development Committee (2010-2017), Heirship Committee (1997-1998 and 2003-2004), Arctic Education Foundation (AEF) Board Member (1995-2019), and AEF Chair (2006-2019). George's term as a Board of Director with Kuukpik Corporation expires June 2024. George does not have family relationships with directors, nominees, and executive officers of Kuukpik and its subsidiaries.

## Jerry Brower

### B Director

Jerry Brower, age 25, resides in Nuiqsut, Alaska. He is currently employed as an accounting clerk with the City of Nuiqsut (2022 - present). He has served as a B director on the Kuukpik Board since 2021 and a trustee for the Kuukpik Corporation Distribution Settlement Trust since 2021. His experience during the past 5 years includes employment as a bookkeeper with Kuukpik Corporation (2019 - 2022), recreation supervisor with the City of Nuiqsut (4/2020 - 7/2020), in the maintenance department with the North Slope Borough School District (5/2019 - 9/2019), and with the Native Village of Nuiqsut (10/2019 - 4/2020). Jerry previously attended Stanford University. During the past 5 years, he has not held directorships with other entities. Jerry's term as a Board of Director with Kuukpik Corporation expires June 2024. Jerry has the following family relationships with the following directors, nominees, and executive officers of Kuukpik and its subsidiaries: Joe Nukapigak, President, Kuukpik Corporation (uncle); Eli Nukapigak, Board of Directors, Kuukpik Corporation (uncle); Isaac Nukapigak, Treasurer, Kuukpik Corporation (uncle); Bernice Kaigelak, Board of Directors, Kuukpik Corporation (aunt); and Dora Leavitt, Board of Directors, Kuukpik Corporation (aunt).



# Current directors

Terms expire 2025



The following 4 directors have been elected or appointed to serve until the annual shareholder meeting in 2025 and until their successors have been elected and qualified. Note that all biographic information was provided by the individuals and has not been verified by Kuukpik.

## Leonard Lampe, Sr.

A Director

Leonard Lampe, Sr., age 56, resides in Anchorage, Alaska and serves as the Secretary on the Board of Directors (2005-present). He is the son of the late Annie & Norman Lampe. He has been a board member of Kuukpik Corporation since 1990. In addition to his role as Secretary, he is a member of the Kuukpik Finance Committee and the Kuukpik Heirship Committee and is a Trustee of the Kuukpik Corporation Distribution Settlement Trust. He has been employed with the Corporation as Special Assistant since 1987. During the past 5 years, he held the following other directorships with other entities: President, Kuukpikmiut Foundation (2006 – present). Leonard attended Sheldon Jackson College and later earned a bachelor's degree in Business Management from the University of Alaska, Fairbanks. Leonard's term as a Board of Director with Kuukpik Corporation expires June 2025. Leonard does not have family relationships with directors, nominees, and executive officers of Kuukpik and its subsidiaries.

In 2013, Mr. Lampe pleaded guilty to violating A.S.28.22.011, failure to maintain motor vehicle insurance (a misdemeanor), and A.S.11.71.060(a)(1), misconduct involving a controlled substance, schedule 6 (a misdemeanor).

## Isaac Nukapigak

A Director

Isaac Nukapigak, age 66, resides in Anchorage, Alaska and is the son of the late Ruth & Edward Nukapigak. Isaac serves as the Treasurer on the Parent Board of Directors (2016-present) and as a Trustee for the Kuukpik Corporation Distribution Settlement Trust. He has been a board member of Kuukpik Corporation since 1989. He was President of Kuukpik Corporation (2002 – 2016). During the past 5 years, Isaac has been employed as the President of Nanuq, Inc. (2016-present). Isaac was a founding member of the Kuukpikmiut Foundation, Kuukpik Transportation, Nuiqsut Utility CO-OP, and Nanuq Inc. Isaac has also served the community as: Fire Chief (1984-2001); Nuiqsut Whaling Captain (2002-2016); Commissioner representing Nuiqsut Whaling Captains' Association on the Alaska Eskimo Whaling Commission (2002-2016). Isaac's term as a Board of Director with Kuukpik Corporation expires June 2025. Isaac has the following family relationships with the following directors, nominees, and executive officers of Kuukpik and its subsidiaries: Joe Nukapigak Sr., President, Kuukpik Corporation (brother); Eli Nukapigak, Board of Directors, Kuukpik Corporation (brother); and Dora Leavitt, Board of Directors, Kuukpik Corporation (sister).



## Gordon Brown, Jr.

### A Director

Gordon Brown, Jr., age 56, resides in Nuiqsut, Alaska. He is the son of Irene and Johnny Ahnupkana. He has served Kuukpik Corporation as a Board of Director since 1999. In addition to his role on the Board of Directors, Gordon serves on the Board of Directors for Nanuq Inc., on the Finance and Design Committee for Kuukpik Corporation, and as a Trustee for the Kuukpik Corporation Distribution Settlement Trust. During the past 5 years, his principal employment or occupation was as a Facilities Maintenance Specialist for the North Slope Borough (2015 – present). Gordon has represented Kuukpik Corporation on the Kuukpikmiut Subsistence Oversight Panel for more than five years. Gordon's term as a Board of Director with Kuukpik Corporation expires June 2025. Gordon does not have family relationships with directors, nominees, and executive officers of Kuukpik and its subsidiaries.

## Roxanna Oyagak

### B Director

Roxanna Oyagak, age 38, resides in Utqiagvik, Alaska. She is the daughter of Joy & the late Roxy Oyagak, Jr. She has worked for UIC in multiple roles since 2008, including: Project Assistant (2008 – 2020); Controller (2008 – 2020); and Accounting Manager (2008 - 2020). She also worked as the Fiscal Manager for the North Slope Borough (2019-2020). Roxanna has obtained certificates for completion of Business Specialist II Certification, Finance Workshop and CAD Drafting from Ilisagvik College. She has served on the Nanuq Board as secretary and is a Deacon of the Presbyterian Church. She has served as a B director on the Kuukpik Board since 2021 and a trustee for the Kuukpik Corporation Distribution Settlement Trust since 2021. Her term as a director expires in June 2025. Roxanna does not have family relationships with directors, nominees, and executive officers of Kuukpik and its subsidiaries.

In 2019 Ms. Oyagak pleaded guilty to violating A.S.11.41.230(a)(1), assault in the 4th degree – recklessly injure (a misdemeanor) and A.S.11.46.320 (a)(2), criminal trespass in the 1st degree (a misdemeanor). In 2021, Ms. Oyagak pleaded guilty to violating A.S.28.35.400, reckless driving (a misdemeanor).



## Board leadership structure



The board consists of 11 directors; 9 A directors and 2 B directors. The board elects directors to serve as the Chair, Vice-Chair, Treasurer and Secretary. In addition, the senior management consists of the President, Chief Executive Officer, and Chief Financial Officer. The board appoints the officers. Officers of subsidiaries may be appointed by the board, the subsidiary's board, or by the Chief Executive Officer. Only the Chair, Vice-Chair, Treasurer and Secretary must be directors; the other officers may be directors but are not required to be directors. The current Kuukpik officers include:

- George Sielak, *Chair*
- Joe Nukapigak, Sr., *President*
- Richard Reich, *Vice President*
- Isaac Nukapigak, *Treasurer*
- Leonard Lampe, Sr., *Secretary*
- Andy Mack, *Chief Executive Officer*
- Doug Koprowski, *Chief Financial Officer*

The board does not have audit, nominating or compensation committees. The board performs these functions directly.



## Director meeting attendance



Directors are expected to attend all Kuukpik board meetings and all meetings of committees and subsidiary boards to which the director is appointed.

The chair of the board or committee may, however, excuse a Director for good cause upon request.

The board of directors held a total of 11 regular meetings and 4 special meetings, during the last completed fiscal year from July 1, 2021, to June 30, 2022. Below is the attendance percentage of directors for this period.

Director (listed in alphabetical order)	Attendance percentage
Jerry Brower	100%
Gordon Brown, Jr.	100%
Bernice Kaigelak	100%
Leonard Lampe, Sr.	100%
Dora Leavitt	100%
Eli Nukapigak	100%
Isaac Nukapigak	100%
Joseph Nukapigak	100%
Roxanna Oyagak	100%
George Sielak	100%
Richard Reich	100%



## Committee meetings



During the last completed fiscal year from July 1, 2021, to June 30, 2022, the board of directors had 2 standing committees.

## Finance Committee



The Finance Committee meets monthly to review financial statements for the Corporation. It is responsible for reviewing and monitoring the investment portfolio, making recommendations for capital purchases, reviewing and monitoring annual budgets, and reviewing and recommending donation requests to the board. During the year ending June 30, 2022, the finance committee held 11 meetings. Its members and their percentage of attendance are listed in Table 1.

Table 1: Finance Committee Member Attendance

Director (listed in alphabetical order)	Attendance percentage
Gordon Brown, Jr.	100%
Leonard Lampe, Sr.	100%
Nellie Kaigelak	100%
Isaac Nukapigak	100%
George Sielak	100%
Thomas Napageak, Jr.	100%

## Heirship & Enrollment Committee



The Heirship and Enrollment Committee is responsible for reviewing and recommending to the board any transfer of Kuukpik shares, including issuance of class B shares. The committee reviews gift of stock applications and provides recommendations to the board regarding transfer of shares for inheritance. During the year ending June 30, 2022, the committee held 6 meetings. Its members and their percentage of attendance are listed in Table 2.

Table 2: Heirship & Enrollment Committee Member Attendance

Director (listed in alphabetical order)	Attendance percentage
Marlene Bolt	67%
Veronica Evikana	100%
Leonard Lampe, Sr.	100%
Dora Leavitt	100%
Susie Napageak	100%
Sarah Oyagak	100%

## Director & officer compensation

The Board of Directors are compensated on a per meeting basis. Each director is compensated at a rate of \$2,000 for regular and special meetings of the board and \$1,000 for community meetings attended as a representative of the corporation. As travel is required for some aspects of serving on the board, each board member is offered a term life insurance policy with a benefit of \$250,000. Additionally, committee members are compensated at a rate of \$1,500 per meeting.

The following information states all compensation and other remuneration distributed or accrued, and any future compensation and other remuneration contributed during the last completed fiscal year from July 1, 2021, to June 30, 2022, to or on behalf of each of the five most highly compensated persons for Kuukpik and its subsidiaries, whether directors or officers, for services rendered during the last completed fiscal year from July 1, 2021, to June 30, 2022, in all capacities to Kuukpik and its subsidiaries.

NAME	CAPACITY	BASE SALARY	BONUS	ALL OTHER	TOTAL
Chinn, Lanston	Senior Executive Advisor, Kuukpik Corporation	\$521,609	\$0	\$90,376	\$611,984
Mack, Andrew	Chief Executive Officer, Kuukpik Corporation	\$508,124	\$0	\$103,350	\$611,474
Nukapigak, Joseph	President, Kuukpik Corporation	\$309,467	\$0	\$88,412	\$397,880
Lampe, Leonard	Special Assistant Kuukpik Corporation	\$191,310	\$0	\$141,133	\$332,443
Nukapigak, Isaac	President, Nanuq Inc.	\$139,085	\$3,712	\$150,163	\$292,960
TOTAL		\$1,669,595	\$3,712	\$573,435	\$2,246,741

The total current compensation and other remuneration distributed or accrued, and all future compensation and other remuneration contributed during fiscal year 2021-2022 to or on behalf of the 11 directors and 2 officers of Kuukpik and its subsidiaries as a group was \$2,795,831.



## Solicitation expenses



The expense of this solicitation of proxies, including the cost of preparing, printing, and mailing the Notice of the Annual Meeting of Shareholders and proxy materials, the cost of any supplemental mailing(s), and the costs associated with hosting the Kuukpik online voting site will be borne by Kuukpik. Solicitations will be made by the use of the mail and, in addition, radio, television, and newspaper advertisements may be used to assist in the solicitation of proxies. The cost of such solicitation will be borne by Kuukpik. Further, upon written request, candidates may be furnished with a mailing list of voting shareholders on paper, which will include shareholder names, mailing addresses, and number of shares, in the event that they wish to supplement this solicitation on their own behalf. In addition, Kuukpik may incur expenses associated with conducting shareholder informational meetings, the purposes of which may include soliciting proxies for the Board-endorsed candidates, including travel, meals, and lodging expenses of such candidates and members of the Board of directors and certain corporate officers. Excluding costs of postage, mailing, printing, fees or expenses for the Inspector of Election, parliamentarian (if any), salaries and wages of regular employees, and possible expenses of telephone calls, and advertisements, and expenses of shareholder informational meetings, media and materials, all of which would normally be expended on the Annual Meeting in the absence of a contest and in order that a quorum will be represented, no other expenses in connection with this proxy solicitation are anticipated.

## Other shareholder solicitation special instructions



If you solicit proxies for the Annual Shareholders Meeting and distribute proxy material to 30 or more Alaska resident shareholders, or post proxy material on social media, Alaska law requires that you file a copy of the proxy statement and other materials with the Department of Commerce, Community & Economic Development, Division of Banking and Securities at the time you distribute it to shareholders (Alaska Statute 45.55.139) or post it (3 AAC 08.312).

Materials may be filed with the Division in paper format, digital media format (CD or DVD), or electronically (pdf). If materials are filed in paper format or digital media format, two copies are required, and may be sent directly to the Division at 550 W. 7th Ave., Suite 1850, Anchorage, Alaska 99501. Materials filed electronically may be e-mailed to [anrsa@alaska.gov](mailto:anrsa@alaska.gov) or uploaded to the Alaska ZendTo system at <https://drop.state.ak.us/drop/>. For instructions on how to upload materials to the Alaska ZendTo system visit: [https://www.commerce.alaska.gov/web/portals/3/pub/ANCSA\\_ZendToInstructions.pdf](https://www.commerce.alaska.gov/web/portals/3/pub/ANCSA_ZendToInstructions.pdf).

At the same time, a copy of all such material must also be delivered to Kuukpik, by mail to either the Nuiqsut or Anchorage office:

**NUIQSUT:** Kuukpik Corporation  
P.O. Box 89187  
Nuiqsut, Alaska 99789

**ANCHORAGE:** Kuukpik Corporation  
582 E. 36th Avenue, Suite 600  
Anchorage, Alaska 99503

Material also can be sent to Kuukpik by e-mail to [admin@kuukpik.com](mailto:admin@kuukpik.com).

If you fail to provide Kuukpik with a copy of your proxy material at the same time you are required to file it with Banking & Securities, any proxies you solicit will be invalidated. The solicitation of proxies from Kuukpik shareholders is subject to the shareholder meeting rules adopted by the board of directors and regulations administered by the Division of Banking and Securities and set out in Sections 08.305 through 08.365 of Title 3 of the Alaska Administrative Code. The rules and regulations set forth certain information requirements for proxy statements, regulate the accuracy of the material contained in the proxy statement, regulate the conduct of participants in proxy solicitations, and set forth specific requirements as to the form of proxies.

Violations of the rules or regulations could subject the participants to sanctions by the State, as well as invalidate any proxies obtained in violation of the rules or regulations. Copies of the applicable statutes and regulations are available from the State of Alaska Division of Banking and Securities.

You may obtain copies of the shareholder meeting rules upon written request. However, the officers and employees of the corporation cannot interpret or give advice as to statutes, regulations, or rules regarding the meeting. Kuukpik urges you to consult with your own legal counsel or the appropriate state agency if you have any questions in this regard.

To be counted, any proxies you solicit must be received by the Inspector of Election by the appropriate deadline listed on page 35.

## Other shareholder solicitation approval of proxies



If you intend to solicit paper or electronic proxies for the Annual Shareholders Meeting and intend to distribute or use a proxy different from Kuukpik's proxy, you must contact the Inspector of Election prior to distribution of your proxy to shareholders, as provided in the shareholder meeting rules.

For the purpose of obtaining approval of proxies only, the Inspector of Election can be reached by calling (907) 456-6676 or by e-mail or mail at the contact locations in Filing Proxies on page 17.

## Annual report



A copy of the annual report for the last completed fiscal year from July 1, 2021, to June 30, 2022, which outlines the operations of Kuukpik for the 12-month period ending June 30, 2022 accompanies this packet. In the annual report is a financial statement for Kuukpik and its subsidiaries which was audited by the accounting firm of Alliance CPAs. Additional copies of the annual report are available upon request.



## Financial transactions & legal proceedings involving directors, candidates, or officers



During fiscal year July 1, 2021, to June 30, 2022, Kuukpik and its subsidiaries have not had any financial transactions exceeding \$20,000 with any director, nominee, executive officer, or family member of such persons, or with an entity, other than an a Kuukpik affiliate, where a director, nominee, executive officer or family member of such persons is employed by, is an officer or director of, or in which such a director, nominee, executive officer or family member of such persons owns, directly or indirectly, an interest. Kuukpik engages in various financial transactions with Arctic Slope Region, Inc. or its subsidiaries ("ASRC"). During the fiscal year ending June 30, 2022, Kuukpik was paid approximately \$332,201 from ASRC as a result of various transactions, including distributions and hotel revenue. All or nearly all nominees, directors, or a member of their family, are shareholders of ASRC or are employed by ASRC.

During the last 10 years, Kuukpik and its subsidiaries have not been involved in legal proceedings in which a director, nominee or executive officer was or is a party with interests adverse to Kuukpik or its subsidiaries.

## Independent public accountant



The Kuukpik board of directors authorized and approved all services performed by Alliance CPAs for Kuukpik during the 12-month period ending June 30, 2022. During fiscal year 2021-22, Alliance CPAs also examined and reported on Kuukpik's consolidated financial statements. The board of directors reviewed with Alliance CPAs the results of their annual examination of the consolidated financial statements. All fees paid to Kuukpik's accounting firm Alliance CPAs during the 12-month period that ended June 30, 2022, were for audit, tax advisory and related services. Of the total fees paid to Alliance CPAs during fiscal year 2021-22, 85% was for audit and related services, 13% for tax consulting and 1% was for other services. Mr. Corrick, a member of Alliance CPAs, is expected to be present at the Annual Meeting of Shareholders, at which time he will have the opportunity to make a statement at the meeting, if he desires, and may respond to appropriate questions.

## Other business



At the Annual Meeting of Shareholders, the proxyholders will vote on approval of the minutes of the 2022 Annual Shareholders Meeting. If you file the enclosed proxy or submit a proxy online, the proxyholders will vote your shares for approval of the minutes.

The board of directors knows of no other matters that are to be presented at the Annual Meeting, but if any matters properly come before the meeting, the proxyholders expect to vote according to its best judgment.

BY ORDER OF THE BOARD OF DIRECTORS

Leonard Lampe, Sr., Corporate Secretary



# Sample proxy: A shareholders



## Side 1

Mailing label here, showing name, number A shares, including custodial shares, and number of A votes and PIN

**KUUKPIK CORPORATION**  
2023 ANNUAL MEETING OF SHAREHOLDERS  
CLASS A PROXY

I, the undersigned shareholder of Kuukpik Corporation, hereby appoint Leonard Lampe, Sr., Isaac Nakagagak, Eli Nakagagak, Gordon Brown, Jr., Dawn Lavrovik, George Sitalak, Rosanna Oyaguk, and Jerry Brewer, a majority of them, or any one of them acting in the absence of others, each with full power of substitution, to be my true and lawful attorney-in-fact and proxies, to attend the annual shareholders meeting of Kuukpik Corporation at Trapper School in Nuiqsut, Nuiqsut, Alaska on June 17, 2023, at 1:00 p.m. and any adjournments, and to vote all of the shares of the corporation that I could vote, including all shares for which I am custodian or otherwise have voting authority in connection with the election of directors and all other matters that may lawfully come before the annual shareholders meeting, with all the powers I would possess if personally present.

**Instructions:** You have 3 votes for each class A share owned. If you have 100 class A shares you have 300 votes. Write the number of votes you wish to give each nominee next to that nominee's name. There are no elections for class B directors this year. Date and sign the proxy on the other side of this proxy. (See proxy statement for explanation of A nominees.)

A Nominees	
Board-endorsed	Number of votes
Bernice Kaigagak	_____
Joseph Nakagagak	_____
Richard Reich	_____
Write-in name _____	Number of votes: _____

This Proxy will be voted as directed for the election of the persons named above. If no voting directions are given, the proxyholders in their discretion will cumulate and distribute the votes among the Board-endorsed nominees as they consider appropriate. You may withhold authority to vote for one or more of the Board-endorsed nominees by marking "o" on the nominee's name.

Kuukpik Corporation  
2023 Annual Meeting of Shareholders CLASS A PROXY

## Side 2

Mailing label here, showing name, B shareholders, class B shares, and PIN

If a nominee named above withdraws because she or he is unable to serve or for good cause will not serve, then the Board may name a replacement nominee selected in the discretion of the Board, the proxyholders may allocate any discretionary votes to such replacement nominee, and the proxyholders may allocate any votes directed to the withdrawn nominee to any nominees selected by the proxyholders, including the replacement nominee, including discretionary authority to cumulate votes.

The proxyholders will have discretionary authority to vote this proxy on approval of minutes from the 2023 Annual Meeting, on matters which may properly come before the Annual Meeting but which the Board of Directors did not know a reasonable time before this solicitation would be presented at the meeting, and on matters incident to the conduct of this year's Annual Meeting.

All proxies must be received by the Inspector of Elections by 5:00 p.m. on June 16, 2023. See proxy statement for instructions on how to deliver your proxy.

I hereby acknowledge receipt of the Notice of the Annual Meeting of Shareholders and Proxy Statement, and expressly revoke any and all proxies previously given or executed by me for the class A shares represented by this proxy.

This proxy is solicited on behalf of the Board of Directors.

Date: \_\_\_\_\_ (Signature) \_\_\_\_\_  
 \_\_\_\_\_ (Print name) \_\_\_\_\_

**Signatures by 2 witnesses needed only if signed with a mark.**

(Signature) \_\_\_\_\_ (Signature) \_\_\_\_\_  
 (Print Name) \_\_\_\_\_ (Print Name) \_\_\_\_\_

Kuukpik Corporation  
2023 Annual Meeting of Shareholders CLASS A PROXY

# Sample registration and acknowledgement: B shareholders



Mailing label here, showing name, B shareholders, class B shares, and PIN

**KUUKPIK CORPORATION**  
2023 ANNUAL MEETING OF SHAREHOLDERS  
CLASS B REGISTRATION & ACKNOWLEDGEMENT

I, the undersigned shareholder of Kuukpik Corporation, acknowledge receipt of the Notice of the Annual Meeting of Shareholders and Proxy Statement for the meeting scheduled for 1:00 p.m. on **Saturday, June 17, 2023, in Nuiqsut, Alaska.**

Class B shareholders are eligible to receive Early Bird and Annual Meeting door prizes. To qualify, B shareholders must submit a signed registration and acknowledgement form. This form must be received by the Inspector of Elections by 1:00 p.m. on June 16, 2023. See proxy statement for instructions on how to deliver your registration and acknowledgement form.

**Registration & Acknowledgement**

I, I acknowledge receipt of the Notice of the Annual Meeting of Shareholders and Proxy Statement for the meeting scheduled for 1:00 p.m. on **Saturday, June 17, 2023, in Nuiqsut, Alaska.**

Date: \_\_\_\_\_ (Signature) \_\_\_\_\_  
 \_\_\_\_\_ (Print name) \_\_\_\_\_

Kuukpik Corporation  
2023 Annual Meeting of Shareholders CLASS B REGISTRATION & ACKNOWLEDGEMENT

**Elections for B director seats will not be held in 2023** based on the 3-year rotating terms outlined in the Kuukpik Corporation bylaws. Therefore, B shareholders will not be asked to vote at the 2023 Annual Meeting of Shareholders. **B shareholders are eligible to receive Early Bird and Annual Meeting cash door prizes this year by completing and submitting a registration and acknowledgement form (shown above).**



## Door prizes



A drawing will be held for cash door prizes at the Annual Meeting of Shareholders. **Class A shareholders** must submit a proxy or vote online to win. **Class B shareholders** must submit a registration and acknowledgement form to win. Instructions for submission are detailed beginning on page 35.

## 2023 Annual Meeting Door Prizes

### Grand Prize: \$5,000

Prize	Prize	Prize	Prize	Prize	Prize
1st \$4,000	7th \$1,700	13th \$1,100	19th \$800	25th \$500	31st \$500
2nd \$3,000	8th \$1,600	14th \$1,000	20th \$700	26th \$500	32nd \$500
3rd \$2,500	9th \$1,500	15th \$1,000	21st \$600	27th \$500	33rd \$500
4th \$2,000	10th \$1,400	16th \$1,000	22nd \$500	28th \$500	34th \$500
5th \$1,900	11th \$1,300	17th \$1,000	23rd \$500	29th \$500	35th \$500
6th \$1,800	12th \$1,200	18th \$900	24th \$500	30th \$500	36th \$500
					37th \$500

## 2022 Door Prize Winners

### Grand Prize: \$5,000: Cyrus Nukapigak

1ST \$4,000 Lorena Nashaknik	9TH \$1,400 Vernon Long	17TH \$500 Clarence Itta
2ND \$3,000 Elaine Solomon	10TH \$1,300 Mallory Lampe	18TH \$500 Jimmy Oyagak
3RD \$2,000 David K. Pausanna	11TH \$1,200 David Pausanna, Jr.	19TH \$500 Spencer Broste
4TH \$1,900 Arthur Taylor	12TH \$1,100 Bryan Nukapigak	20TH \$500 Sonya Lord
5TH \$1,800 Rosanne Sielak	13TH \$1,000 David Ivanoff	21ST \$500 Betsy Aveoganna
6TH \$1,700 Marilyn Nashaknik	14TH \$800 Jamie Kasak	22ND \$500 Paul Pausanna
7TH \$1,600 Carol Melchert	15TH \$700 Delbert Napageak	23RD \$500 Paul Kaigelak
8TH \$1,500 Angel Ipalook	16TH \$600 Pamela Oyagak	24TH \$500 Amanda Napageak
		25TH \$500 Sean Brower

# Instructions for voting by proxy & submitting registration/acknowledgement

Class A shareholder proxies and Class B shareholder registration and acknowledgement forms can be completed and submitted to Kuukpik or the Inspector online or by mail, e-mail, fax, or hand delivery as described below. **Class A shareholders are encouraged to submit proxies online when possible.** To be counted, your proxy must be received by the deadlines listed for each option. Contact the Kuukpik office if you need assistance submitting your proxy.

## ONLINE

### Deadline

Received by 5:00 p.m., Friday, June 16, 2023

Submit your proxy or registration form online using an internet-connected computer or smartphone. See the separate electronic voting instructions on page 36.

## EMAIL

### Deadline

Received by Noon, Saturday, June 17, 2023

Scan or photograph your proxy (both sides) or registration form and send it to the Inspector at [gcorrick@alliancecpaak.com](mailto:gcorrick@alliancecpaak.com).

## FAX

### Deadline

Received by Noon, Saturday, June 17, 2023

Fax your proxy or registration form to the Inspector at 907-456-6431. Please use a cover fax sheet that directs the proxy to Mr. Gary Corrick.

## MAIL

### Deadline

Received by 5:00 p.m., Friday, June 16, 2023

#### NUIQSUT RESIDENTS

**Kuukpik Corporation**  
P.O. Box 89187  
Nuiqsut, AK 99789

#### ALL OTHER LOCATIONS

**Alliance CPAs**  
119 N Cushman St., Ste. 300  
Fairbanks, AK 99701  
**Attn: Gary Corrick**

## HAND DELIVERY

### Deadline

Received by 5:00 p.m., Friday, June 16, 2023

Place your proxy or registration form in the preaddressed envelope, or a blank envelope, and drop it in the box at Kuukpik's Nuiqsut or Anchorage office or at the Inspector's office at 119 N Cushman Street, Suite 300 in Fairbanks. Please confirm with a staff member in the office that you are dropping your proxy in the correct box. Kuukpik will transmit to the Inspector all hand-delivered proxies that are received by the delivery deadline.



# Class A: Instructions for online voting



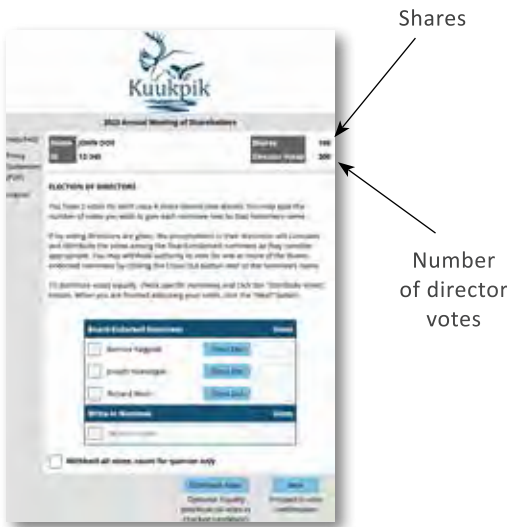
## STEP 1: LOGIN



Visit [kuukpikvote.com](https://kuukpikvote.com) using your favorite web browser. At the login page, enter your confidential PIN (printed with your voter information at the top right of your proxy), included in this packet, along with the last 4 digits of your \*social security number. Then click the **LOGIN** button.

\*Custodians should use the last 4 digits of their own social security number. Non-shareholder custodians should use the last 4 digits of their oldest minor's social security number.

## STEP 2: ELECTION OF DIRECTORS



After logging in, you will be directed to a screen that identifies your shares and number of director votes that you are entitled to cast appears in the upper right corner.

**Elections for B director seats will not be held in 2023 based on the 3-year rotating terms, therefore only Class A shares will be reflected for voting purposes.**

You may cast all of your votes for one nominee or divide your votes among the nominees as you see fit. You may also cast all or a portion of your votes to a write-in nominee. To distribute your available votes equally among certain nominees, check the box next to the desired nominees and click the **DISTRIBUTE VOTES** button. If you do not cast any votes for nominees, your votes will be allocated to the board endorsed candidates, at the discretion of the proxy holders. When you are finished, click the **NEXT** button.

## STEP 3: CONFIRMATION



Review your vote choices here. If your votes are correct, click the **VOTE** button to officially submit your proxy. To get an email copy of your proxy, enter your email address in the box at the bottom of the page. To make changes to your vote selections, click **START OVER**.

## STEP 4: THANK YOU

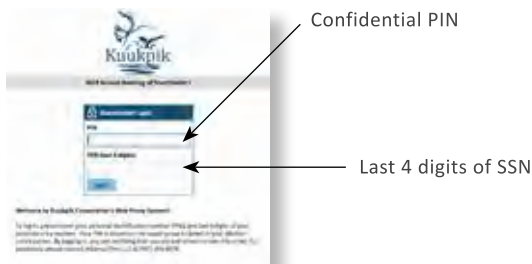


This page indicates that your proxy votes were successfully received by the inspector of Election and ends the web proxy voting process. If you want to change your votes on your proxy later, you can revisit the website and vote again until the deadline. Only your latest submitted proxy will be counted.

# Class B: Instructions for online registration and acknowledgement

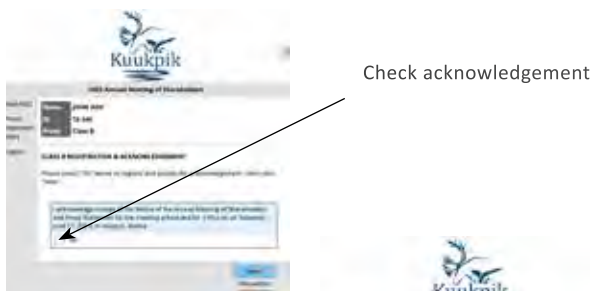


## STEP 1: LOGIN



Visit [kuukpikvote.com](http://kuukpikvote.com) using your favorite web browser. At the login page, enter your confidential PIN (printed with your voter information at the top right of your proxy), included in this packet, along with the last 4 digits of your social security number. Then click the **LOGIN** button.

## STEP 2: REGISTRATION



After logging in, you will be directed to a screen asking you to acknowledge receipt of the Notice of the Annual Meeting of Shareholders and Proxy Statement. Please check the box and click the **SUBMIT** button to officially submit your registration and acknowledgement form. Through your submission, you will be entered to win the cash door prizes at the 2023 Annual Meeting.





# Your future is our future

Connecting Kuukpiik shareholders to **employment & training** opportunities.



Scan the QR code above to see available opportunities including:




- Available jobs
- Workforce training
- Resume building assistance
- Scholarship opportunities

Sign up for updates and complete an online application to be part of our growing workforce network.




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INITIATIVE

[www.kuupikworks.com](http://www.kuupikworks.com)



*Save the Date*  
**KUUKPIK CORPORATION**  
HONORING OUR PAST. COMMITTED TO OUR FUTURE  
**50TH ANNIVERSARY CELEBRATION**  
JULY 30 — AUGUST 3, 2023 | NUIQSUT, AK.



[WWW.KUUKPIKANNIVERSARY.COM](http://WWW.KUUKPIKANNIVERSARY.COM)



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