



Solicitation of Candidates Kuukpik Corporation Board of Directors

Kuukpik Corporation is seeking candidates who wish to serve on the Kuukpik Corporation Board of Directors. Director elections for three (3) **A Directors** will be held at the Annual Meeting of Shareholders on June 17, 2023, in Nuiqsut, Alaska. **There are NO Board elections for B Directors this year.**

Qualifications for A Director of Kuukpik Corporation

- 18 years or older
- No felony convictions
- Must be an original shareholder of Kuukpik Corporation OR be the holder of 100 shares of Class A shares
- Must not be the original issue of stock from another village, urban or group corporation, except for shares received as a result of gift, inheritance or other transfer permitted by ANCSA
- Must be Alaska Native or descendant of an Alaska Native, as those terms are used in ANCSA

All interested persons who wish to appear on the Board solicited proxy must complete the **Nominee Questionnaire** on the following pages. Completed questionnaires must be received at the Kuukpik office no later than **5:00 p.m., Friday, March 31, 2023.**

By mail or hand delivery to:

Nuiqsut

Kuukpik Corporation
P.O. Box 89187
Nuiqsut, AK 99789
Attn: Board Elections

Anchorage

Kuukpik Corporation
582 East 36th Ave., Ste. 600
Anchorage, AK 99508
Attn: Board Elections

By email: admin@kuukpik.com
Subject: Board Elections

By fax: 907-480-6126, Attn: Audrey Hopson



(OFFICE USE ONLY)

Date Received/Initials: _____

Complete

Kuukpik Corporation Proxy Compliance and Conflict of Interest Questionnaire

(FULL NAME) (please print)

I am (check all that apply): a director on the Kuukpik Corporation Board; a Nominee seeking election for the Kuukpik Corporation Board; a salaried officer of Kuukpik Corporation; and/or a salaried officer of the following Kuukpik Corporation subsidiary:

(NAME OF COMPANY)

GENERAL INFORMATION

Each year, Kuukpik Corporation (“Kuukpik”) distributes proxy material and solicits proxies in anticipation of its annual shareholders meeting. The solicitation of proxies is governed by state regulations that require disclosure of certain information about directors, nominees and officers of Kuukpik Corporation and its subsidiaries.

The information requested in this questionnaire is intended to ensure compliance with state proxy regulations. Kuukpik reserves the right, in its discretion, to request additional information it deems necessary to comply with the regulations.

INSTRUCTIONS

Answer Every Question. You must answer every question in this questionnaire, even if the answer is “None” or “Not Applicable.”. If you determine that a question does not apply to you, write “Not Applicable” or “N/A.”

Current Directors and Officers. Every current officer and director of a Kuukpik Company must annually file a completed, signed questionnaire which is received by Kuukpik not later than the Filing Deadline stated below.

Nominees for the Kuukpik Board. Any person running for a seat on the Kuukpik Board who wants to be included in the proxy solicitation material by Kuukpik must file a completed, signed questionnaire. All documents must be received by Kuukpik not later than the Filing Deadline stated below. The Nominations Committee may reject the application of any nominee who has not submitted a completed, signed questionnaire. Minor defects in the questionnaire may be waived by vote of the Nominations Committee.



Filing Deadline. All questionnaires and must be received by Kuukpik no later than **5:00 p.m. on March 31, 2023.**

Applicants. Any person seeking or being considered for appointment or hiring to a position as an officer or director of any Kuukpik Company must file a completed questionnaire no later than the date established by management.

New Directors and Officers. Unless a person filed a questionnaire prior to taking a position as an officer or director, a person taking a position as an officer or director of any Kuukpik Company must file a completed questionnaire no later than the 30th day after taking the position.

Manner of Filing. All questionnaires must be received by Kuukpik not later than the Filing Deadline. Questionnaires may be delivered to Kuukpik:

- By mail or hand delivery to:

Nuiqsut

Kuukpik Corporation
P.O. Box 89187
Nuiqsut, Alaska 99789
Attn: Board Elections

Anchorage

Kuukpik Corporation
582 East 36th Avenue, Suite 600
Anchorage, AK 99508
Attn: Board Elections

- By email: admin@kuukpik.com
Subject: Board Elections
- By fax: 907-480-6126, **Attention:** Audrey Hopson

The following definitions apply to terms used in this Questionnaire:

Associate: Any corporation or other entity, whether for profit or otherwise, which you control, or of which you are an officer, director, owner of 5% or more, trustee or beneficiary or over which you otherwise exercise control.

Beginning of the Last Fiscal Year: July 1, 2022

Board: Kuukpik Corporation Board of Directors

Kuukpik Company: Kuukpik Corporation, and any subsidiary entity or joint venture of which Kuukpik Corporation directly or indirectly owns more than 50%, or any entity the management of which is controlled directly or indirectly by Kuukpik Corporation.

Code: The Kuukpik Corporation Policies of the Board of Directors.



- Director:* Any person on the board of directors, management committee or comparable governing body of any Kuukpik Company.
- Family Member:* A spouse, parent, child, or sibling, by blood or adoption.
- Name:* When requested to provide the name of a person or organization, please provide the full name (*i.e.*, no acronyms).
- Nominee:* A person who intends to run for a seat on the Board, whether or not such person is currently on the Board.
- Officer:* The chairman, vice-chairman, president, vice-president, secretary, treasurer, chief executive officer, chief financial officer, chief operating officer, in-house attorney, executive director, general manager, or other employee in charge of a principal business function, such as sales, administration or finance, or performing similar policy-making functions.



SECTION 1. BIOGRAPHICAL INFORMATION.

FULL LEGAL NAME: _____

HOW YOU WANT YOUR NAME TO READ ON THE PROXY, IF DIFFERENT:

IDENTIFY ANY OTHER NAMES YOU HAVE USED IN THE PAST TEN YEARS, E.G., MAIDEN NAME: _____

DATE OF BIRTH (MM/DD/YY): _____

MAILING ADDRESS: _____

CITY, STATE & ZIP: _____

PRIMARY CONTACT PHONE NUMBER: _____

HOME ADDRESS: _____

EVENING PHONE: _____

TELEFAX NUMBER: _____

E-MAIL ADDRESS: _____

OCCUPATION OR LINE OF BUSINESS: _____

EMPLOYER'S NAME: _____

EMPLOYER'S MAILING ADDRESS: _____

CITY, STATE & ZIP: _____

EMPLOYER'S PHONE: _____

DATE POSITION STARTED: _____

PLEASE CHECK ALL THE BOXES THAT APPLY:

I can be contacted at home by telephone, at home by mail, at work by telephone,
 at my primary contact phone number, at work by mail, by telefax, and by e-mail.

Are you an original Kuukpik Corporation shareholder? No Yes If no, are you a lineal descendant (child, grandchild, etc.) of an original Kuukpik Corporation shareholder? No Yes If yes, identify one original Kuukpik Corporation shareholder of whom you are a lineal descendant and your relationship:

Name: _____ Relationship: _____



WHEN REQUESTED TO PROVIDE THE NAME OF A PERSON OR ORGANIZATION, PLEASE PROVIDE THE FULL NAME (i.e., no acronyms)

1. Identify the full name of your employers and your occupations (including self-employment) for the past five years: If none, check here

Name of Employer	Position or Occupation	Dates of Employment
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

2. Indicate your educational background, including any training programs or schools which you have attended:

3. Do you presently or have you previously held a position or served as a director of a Kuukpiik Company?

No Yes if yes, list name of position and dates held.

4. Are you or an Associate currently party to any pending criminal proceedings other than a traffic violation or other minor offense?

No Yes if yes, explain fully, and include the date, charge, and name and location of court.



5. During the past ten years, have you or an Associate been convicted or entered a plea of no contest to any crime other than a traffic violation or other minor offense?

No Yes if yes, explain fully, and include the date, charge, name and location of court, and the penalty imposed.

6. Have you ever been convicted of a felony?

No Yes if yes, explain fully, and include the date, charge, name and location of court, and the penalty imposed.

7. During the past ten years, have you or an Associate (a) filed any petition under bankruptcy, insolvency or receivership laws; (b) had any petition filed against you or your Associate pursuant to such laws; or (c) had a receiver appointed with respect to your or your Associate's business or property?

No Yes if yes, explain fully:

8. During the past ten years, have you or an Associate had any final judgment, order or decree, not subsequently reversed or vacated, entered against you or your Associate which found that you or your Associate (i) engaged in unethical or illegal business practices, (ii) violated securities laws, or (iii) violated director or officer fiduciary duties?

No Yes if yes, explain fully:



9. During the past ten years, have you or an Associate been party to any lawsuits in which you or your Associate had an interest adverse to any Kuukpiik Company?

No Yes if yes, explain fully:

SECTION 2. KUUKPIIK ASSOCIATIONS AND TRANSACTIONS.

1. Identify by name and relationship to you each Family Member who was a director, nominee, officer, or employee of any Kuukpiik Company at any time since the Beginning of the Last Fiscal Year: If none, check here

Name	Relationship	Position
<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>

2. Since the Beginning of the Last Fiscal Year, have you or has a Family Member, Associate, or your employer been financially or personally interested in any transaction or proposed transaction to which any Kuukpiik Company was or is a party?

No Yes if yes, identify the Family Member, Associate, or employer and state the details of the transaction and the nature and extent of your or your Family Member's, Associate's, or employer's interest:



3. Since the Beginning of the Last Fiscal Year, have you accepted gifts or gratuities from any third party doing or seeking to do business with any Kuukpik Company?

No Yes if yes, provide the value and explain fully:

4. Since the Beginning of the Last Fiscal Year, have you given or promised or agreed to give gifts or gratuities to any third-party doing business with any Kuukpik Company or with which any Kuukpik Company seeks to do business?

No Yes if yes, provide the value explain fully:

SECTION 3. OUTSIDE ASSOCIATIONS AND TRANSACTIONS.

1. In the past five years, other than a Kuukpik Company, were you on the board, council or committee, or an officer or manager of any:

	<u>Yes</u>	<u>No</u>
Tribe, tribal organization, or tribal agency	<input type="checkbox"/>	<input type="checkbox"/>
Alaska Native Corporation (Including subsidiaries and joint ventures).....	<input type="checkbox"/>	<input type="checkbox"/>
Non-profit	<input type="checkbox"/>	<input type="checkbox"/>
State, federal, or municipal agency or body	<input type="checkbox"/>	<input type="checkbox"/>
Trust.....	<input type="checkbox"/>	<input type="checkbox"/>
Other corporation, business or organization.....	<input type="checkbox"/>	<input type="checkbox"/>



If yes, complete the following as to each organization:

PROVIDE THE FULLNAME OF A PERSON OR ORGANIZATION, (i.e., no acronyms)

Name of Organization	Position	Dates Held
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

2. Since the Beginning of the Last Fiscal Year, were you:

	<u>Yes</u>	<u>No</u>
Self-employed.....	<input type="checkbox"/>	<input type="checkbox"/>
A sole proprietor of any business	<input type="checkbox"/>	<input type="checkbox"/>
An owner, operator or manager of any family or family-owned business	<input type="checkbox"/>	<input type="checkbox"/>
The owner of five percent (5%) or more of any corporation, partnership, limited liability company or other business.....	<input type="checkbox"/>	<input type="checkbox"/>

If yes to any, complete the following:

PROVIDE THE FULLNAME OF A PERSON OR ORGANIZATION, (i.e., no acronyms)

Name of Business	Type or Line of Business
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____



3. Do you own any shares in any Alaska Native Village, Regional, Group or Urban Corporation other than Kuukpik Corporation?

No Yes if yes, complete the following:

Name of Corporation	Number of Shares Owned	Obtained By (Enrollment, Gift or Inheritance)
_____	_____	_____
_____	_____	_____
_____	_____	_____



**STATEMENT OF INTENTION TO RUN, DECLARATION AND
CERTIFICATION OF QUALIFICATIONS
(Only Applies to Nominees)**

I intend to run for election as a director of Kuukpik Corporation at the upcoming annual shareholders meeting. I accept nomination for election to that office. If elected, I intend to serve as a director.

I irrevocably declare that I wish to be a nominee for, and to serve as (check only one):

A director

I certify that (check all that apply):

- I am 18 years old, or will be 18 years old as of the date of the annual shareholders meeting
- I have not been convicted of a felony
- I am not the original issuee of stock from any other village, urban or group corporation (excluding shares received as a result of gift, inheritance or other transfer permitted by ANCSA)
- I am a Native or descendant of a Native, as those terms are defined in ANCSA
- I am a class A shareholder and am an original shareholder (I was issued shares in accordance with 43 U.S.C. § 1606(g)(1)(A))
- I am a class A shareholder and own at least 100 class A shares



SECTION 4. COMPLIANCE WITH CODE OF CONDUCT AND PROXY RULES.

I state that:

1. I have received and reviewed the Code; and
2. I affirm the Code, accepts its terms and agrees to comply with the Code, and if requested by Kuukpik, agrees to sign a separate document acknowledging receipt of the Code; and
3. I am unaware of any violation of the Code which has not been disclosed in accordance with the Code; and
4. The answers set forth in Sections 1, 2 and 3 are true, complete and correct to the best of my knowledge after reasonable inquiry.
5. The answers provided in the Proxy Compliance and Conflict of Interest Questionnaire are complete and correct to the best of my knowledge after reasonable inquiry.

I understand and agree that I may be contacted to provide additional information requested by Kuukpik with respect to matters addressed in this questionnaire, or as to which disclosure is required by law and I shall provide such additional information to the best of my knowledge after conducting a reasonable inquiry.

I agree that if I am named as a Nominee in the Kuukpik proxy materials, I will comply with the rules for the shareholder meeting adopted by the Board in all respects, including, without limitation, provisions of the rules for independent solicitations of proxies and communications with shareholders regarding solicitation of proxies.

I certify under penalty of perjury that the foregoing is true.

DATED this _____ day of _____, 20__, at _____, _____.
(City) (State)

Printed Name

Signature

KUUKPIK CORPORATION
Code of Conduct

KUUKPIK CORPORATION CODE OF CONDUCT

Scope

This policy applies to all Kuukpiik board members, employees, and shareholders in their interactions with each other and the public regarding Kuukpiik corporate affairs or when representing Kuukpiik in any other capacity.

Intent and Underlying Values

Kuukpiik Corporation and the people who represent it in any capacity are responsible to each other for the survival of Inupiat values and traditions. As such, all board members, employees, and shareholders are expected to conduct the corporation's business in a way that is consistent with those values, including:

- Compassion
- Cooperation
- Humility
- Humor
- Hunting Traditions
- Spirituality and Religion
- Family and Kinship
- Love and Respect of Elders
- Avoidance of Conflict
- Knowledge of Language
- Sharing
- Respect for Nature

Respect for these values can form a foundation for all those who represent Kuukpiik to work together to promote mutual respect and cooperation, to achieve our common goal of building and developing innovative opportunities, partnerships and leadership, and to ensure and perpetuate the Kuukpiikmiut's self-sufficiency, economic growth, and cultural heritage.

Interactions with the Public and Each Other

- Kuukpiik board members, employees, and shareholders must be aware that when they discuss matters of corporate concern, publicly or privately, they may be seen as Kuukpiik Representatives.
- Anyone acting on Kuukpiik business or as a Kuukpiik Representative should conduct themselves in a way that reflects well on the corporation.
- When speaking on behalf of the corporation, or in other public statements or actions or when speaking as an individual member, Kuukpiik Representatives shall at all times be accurate, exercise appropriate restraint, and show respect for other shareholders, board members, employees, the public, and the opinions of others.



- Personal attacks have no place in the corporation.
- Kuukpiik Representatives should be open to new ideas and respectful of opposing views from anyone they deal with while on corporation business, including shareholders, board members, or members of the public.

Fulfillment of Corporate Responsibilities

- Board members and employees should fulfill their corporate duties with integrity and respect toward each other, shareholders, and the community. Supervisors should not abuse their authority.
- Shareholders, board members, and employees should be friendly and collaborative. They should not disrupt the workplace or present obstacles to the work of others.
- All Kuukpiik Representatives should treat the company’s property with respect and care.
- Kuukpiik Representatives should behave lawfully. They should comply with all safety, environmental, and fair dealing laws, and be ethical and responsible when dealing with Kuukpiik’s finances, partners, and the public.
- All employees should read and follow the Employment Handbook. Board members are expected to be familiar with and follow the Articles of Incorporation, Corporate Bylaws, and Policies of the Board of Directors. This Code of Conduct is not intended to change or overrule any policies in the Handbook or of the Board.
- Board members and employees should avoid any personal, financial, or other interests that might hinder their capability or willingness to perform their duties on behalf of Kuukpiik.
- Kuukpiik Representatives should be fair and impartial in their dealings with one another and avoid actions which adversely affect, or appear to adversely affect, their duties to the corporation.
- Employees and board members have a duty to safeguard all confidential information of the Corporation, its shareholders, or third parties with which the Corporation conducts business, except when disclosure is authorized or legally mandated.

Non-Discrimination

- No one affiliated with Kuukpiik shall engage in any discrimination, harassment, or use of any verbally derogatory statement based on race, religious creed, color, age, sex, physical or mental disability, national origin, ancestry, marital status, or other personal trait.

ADOPTED BY THE KUUKPIK BOARD OF DIRECTORS this 19th day of August, 2021.



 Joe Nukapigak
 President

Attest: 
 Leonard Lampe, Sr.
 Secretary