

**2021 Annual Meeting of Shareholders
Candidate Information Packet Cover Sheet
Ukpeaġvik Iñupiat Corporation**



This packet contains information that you will need in order to apply to be a candidate for a seat on the Board of Directors of Ukpeaġvik Iñupiat Corporation (“UIC” or “Corporation”) and to have your name included in the proxy ballot and proxy statement of the Board of Directors.

To be eligible for election or appointment to the UIC Board of Directors, each director must, at the time of his or her election or appointment:

- (a) be a shareholder of the Corporation;
- (b) be at least 18 years of age;
- (c) not be disqualified under the provisions of Section 6.6 of the Bylaws;
- (d) complete and timely submit to the UIC Stock Department a completed Candidate Application forms included in this packet;
- (e) timely submit to and pass a drug and alcohol screening test;
- (f) be determined by the Board of Directors to meet the Corporation’s minimum standards of ability and integrity to serve as a director of the Corporation; and
- (g) timely comply with such other rules as the Board of Directors may prescribe.

If you timely meet these requirements, your name will appear on the ballot and your name and biographical information will appear in the Board’s proxy statement for the upcoming Annual Meeting of Shareholders.

This packet contains the required forms that must be submitted to the Corporation and other relevant information. In the event the UIC Stock Department in Barrow is closed to the public, you may send the completed forms (i) by U.S. mail to UIC Stock Department, P.O. Box 890, Barrow, Alaska 99723; (ii) by toll-free e-fax to (866) 439-0013; or (iii) as an attachment to an electronic mail message to the UIC Stock Department, stock@uicalaska.com. The packet includes the following documents:

- (1) Candidate Application and Disclosure Questionnaire Form
- (2) Candidate Agreement Form
- (3) List of Board Members and Executive Officers
- (4) Excerpt of UIC Bylaws (Section 6.6).

Items 1 and 2 listed above MUST be completed and received by the UIC Stock Department by 5:00 p.m., Alaska Standard Time, February 5, 2021. If mailing, please allow time for delivery to ensure your application is received on time. The Supplemental Questionnaire will be available from the UIC Stock Department to all candidates who timely return a signed Candidate Agreement and Candidate Application and Disclosure Questionnaire. **The Supplemental Questionnaire will be available on February 8, 2021, and must be completed and received by the UIC Stock Department by 5:00 p.m., Alaska Standard Time, on Friday, February 19, 2021.**

If you have questions about the enclosed forms, please call the UIC Stock Department at (907) 852-4460. Thank you.

Instructions:

As a shareholder of Ukpeaġvik Iñupiat Corporation (“UIC”), you are applying to be a candidate for election to a seat on the UIC Board of Directors at the UIC 2021 Annual Meeting of Shareholders and to have your name and certain biographical and personal information included in UIC’s proxy ballot and proxy statement. In order for your application to be considered, you must: (i) complete and timely submit to the UIC Stock Department this *Candidate Application and Disclosure Questionnaire*, the included *Candidate Agreement*, and timely complete the other requirements set out in this packet.

You must complete and sign (1) the *Candidate Application and Disclosure Questionnaire*, and (2) the included *Candidate Agreement*, and, (3) submit them all to the UIC Stock Department, Barrow Office. The completed and signed documents, **MUST BE TIMELY RECEIVED** at the UIC Stock Department, Barrow Office, **BY NO LATER THAN 5:00 P.M., February 5, 2021**, Alaska Standard Time.

On **February 8, 2021**, a *Supplemental Candidate Disclosure Questionnaire Form* (“Supplemental Questionnaire”) will be made available to you. Your completed *Supplemental Questionnaire* **MUST BE TIMELY RECEIVED** the UIC Stock Department **BY NO LATER THAN 5:00 P.M., February 19, 2021**, Alaska Standard Time.

In the event the UIC Stock Department in Barrow is closed to the public, you may send the completed forms (i) by U.S. mail to UIC Stock Department, P.O. Box 890, Barrow, Alaska 99723; (ii) by toll-free e-fax to (866) 439-0013; or (iii) as an attachment to an electronic mail message to the UIC Stock Department, stock@uicalaska.com. After submitting your forms, **you must also submit to and pass a drug and alcohol screening test**. Information related to the drug and alcohol screening test and related procedures can be obtained from the UIC Stock Department.

Please respond to each numbered request for information on this *Candidate Application and Disclosure Questionnaire* and the *Supplemental Questionnaire Form*. If something does not apply or if your answer is “no” or “none,” please say so. **DO NOT LEAVE ANY BLANKS**. Any blanks will be interpreted as a negative response, may require follow-up questions from UIC’s staff or attorney, and could result in rejection of your application. Please attach additional sheets if necessary with responses numbered to correspond to the numbered statements below.

PLEASE NOTE: UPON RECEIPT OF A PROPERLY COMPLETED AND TIMELY APPLICATION & QUESTIONNAIRE, SUPPLEMENTAL QUESTIONNAIRE, AND CANDIDATE AGREEMENT, AND UPON MEETING ALL OTHER DIRECTOR REQUIREMENTS SET FORTH IN THE BYLAWS AND ADOPTED BY THE UIC BOARD, YOUR NAME WILL BE INCLUDED ON THE ANNUAL MEETING BALLOT, AND YOUR NAME AND CERTAIN BIOGRAPHICAL AND PERSONAL INFORMATION MAY BE INCLUDED IN UIC’S PROXY STATEMENT. PLEASE NOTE THAT YOU ARE PROHIBITED FROM USING UIC’S TRADEMARKS AND LOGOS IN ANY PROXY AND CAMPAIGN COMMUNICATIONS WITHOUT THE PRIOR APPROVAL OF UIC. IF YOU DO NOT MEET THE QUALIFICATIONS AND OTHER REQUIREMENTS IN A TIMELY MANNER, YOUR NAME WILL NOT BE INCLUDED IN THE PROXY BALLOT OR PROXY STATEMENT.

**2021 Candidate Application & Disclosure Questionnaire
Ukpeagvik Iñupiat Corporation**



Name: _____ Date of Birth and Age: _____

Current Mailing Address: _____

Current Residence Address: _____

City: _____ State: _____ Zip: _____

Home Phone: _____ Work Phone: _____

Mobile Phone: _____ Email Address: _____

Current Employer: _____

Title or Position for Current Employer: _____

Dates of Employment with Current Employer: _____

1. List all positions and offices currently and previously held with UIC and its subsidiaries (other than as a UIC Director), including all years of service.

2. If you are currently or have previously served as a director of UIC or its subsidiaries, list all years of service.

3. List every person from the attached list who currently serves as a director or executive officer of UIC or any of its subsidiaries to whom you are related by BLOOD OR ADOPTION as a:

- spouse,
- parent,
- child,
- brother or sister.

Next to each person listed, state the nature of your family relationship with that person (spouse, parent, child, brother or sister). **YOU DO NOT NEED TO LIST ANY OF THE FOLLOWING: cousin, aunt, uncle, nephew, grandchild, or grandparent.**

<i>List below the name of each person with whom you have a family relationship:</i>	<i>State below how each person is related to you (e.g., "my brother, my sister," etc.):</i>

4. Describe your business experience at present and during the past five years, including: (1) the name(s) of your employer(s); (2) your principal employment or occupation; (3) your title or specific position; and (4) the specific dates of employment for each employer listed (e.g., "General Manager, UIC Construction, 2013-2015"). Also include directorships held for other entities. (You may submit this information on a separate sheet of paper or submit a copy of a current resume if it contains this information.)

5. Are you currently an officer, director, or exempt employee for any other corporation organized and existing pursuant to the Alaska Native Claims Settlement Act ("ANCSA")? For purposes of this question, "Exempt Employee" means that you are exempt from the Alaska Wage and Hour Act. Typically this means that you are paid a salary instead of an hourly wage and that you are employed in a management, executive, supervisory or professional position.

Yes No

If you answered "yes" to this question, please identify the name of the company you serve, the capacity in which you serve, and if employed by the company, please provide your title, job duties, and salary structure (e.g., are you paid salary or on an hourly basis).

6. Are you a director, officer, exempt employee, partner, or owner of more than ten percent (10%) of the equity interests in any company or business, of which more than ten percent (10%) of the revenues are derived from business activities that are in direct competition with any business or activity of UIC or its subsidiaries? (Exempt Employee is described in Question 5 above.)

Yes No

If you answered “yes” to the question, please identify the company you serve, the capacity in which you serve, your ownership interest (if any), and if employed by the company, please provide your job title, job duties, and salary structure (e.g., are you paid a salary or on an hourly basis).

7. If you have experienced any of the following events which occurred during the past ten (10) years, please fully describe each event:

- (a) Any voluntary or involuntary petition under any bankruptcy or insolvency laws or appointment of a receiver (provide date of filing and place of filing):

- (b) All convictions or pleas of nolo contendere (*i.e.*, not contested) in any criminal proceedings except traffic violations or other minor offenses (provide the year of the conviction or plea and a description of the offense):

- (c) Describe any pending criminal proceedings against you, except for traffic violations or other minor offenses (*i.e.*, criminal proceedings where the outcome has not yet been determined):

- (d) Any entry of a final judgment, order, or decree, not subsequently reversed or vacated, that you engaged in unethical or illegal business practices, violated fiduciary duties, or violated securities laws (provide the year of the judgment, order, or decree and the names of the parties to the legal action):

8. Are you or any of your Family members employed by, or do you or any of your Family members have any direct or indirect ownership interest in, or hold any officer or director positions in, any business Entity (other than an affiliate of UIC) that had financial transactions with UIC or its subsidiaries since the beginning of UIC’s last fiscal year (i.e., since January 1, 2020)? (“Family” means your spouse, parents, children, or siblings, by blood or by adoption; and “Entity” means an individual, sole proprietorship, partnership, joint venture, trust, association, firm, corporation, or other organization, whether or not operated for profit.)

Yes No

If you answered “yes” to the preceding question, please provide the following: (a) the name(s) of the Entity or Entities; (b) how much of the Entity you or your Family members own (i.e., number of shares or percentage interest), if any; (c) the positions and titles you or your Family members hold in the Entity, if any; (d) whether the Entity has conducted any business with UIC or its subsidiaries during the last fiscal year (i.e., since January 1, 2020); and (e) the purpose and amount of the transaction(s) between the Entity and UIC or subsidiaries, if any:

9. Are you or any of your Family members employed by, or do you or any of your Family members have any direct or indirect ownership interest in, or hold any officer or director positions in, any business Entity (other than an affiliate of UIC) that has presently proposed financial transactions with UIC or its subsidiaries? (“Family” means your spouse, parents, children, or siblings, by blood or by adoption; and “Entity” means an individual, sole proprietorship, partnership, joint venture, trust, association, firm, corporation, or other organization, whether or not operated for profit.)

Yes No

If you answered “yes” to the preceding question, please provide the following: (a) the name(s) of the Entity or Entities; (b) how much of the Entity you or your Family members

own (i.e., number of shares or percentage interest), if any; (c) the positions and titles you or your Family members hold in the Entity, if any; (d) whether the Entity has any presently proposed financial transactions with UIC or its subsidiaries; and (e) the purpose and amount of the transaction(s) between the Entity and UIC or subsidiaries, if any:

10. Describe all legal proceedings to which you are or were a party with interests adverse to UIC or its subsidiaries during the last ten (10) years.

11. Please describe your qualifications to serve as a member of the Board of Directors of UIC, including your education and training (formal and traditional), any past employment history, and any past experience serving in leadership positions such as on boards, commissions, councils, or assemblies. If you wish, you may provide this information by attaching a current resume or statement of your education and relevant experience.

DATE: _____

SIGNATURE: _____

PRINT NAME: _____

I, _____, am a shareholder of Ukpeagvik Iñupiat Corporation (“UIC”), I am 18 years of age or older, and I am applying to be a candidate for a seat on the UIC Board of Directors. I acknowledge that I have been provided access to UIC’s Bylaws, and I certify that I meet all of the qualifications to serve as a member of the UIC Board of Directors as set forth in the Bylaws.

I wish to have my name appear as a candidate on UIC’s 2021 Annual Meeting ballot and to have my name and biographical information included in UIC’s 2021 Annual Meeting proxy statement. I understand that I am prohibited from using UIC’s trademarks and logos in any proxy and campaign communications without the prior approval of UIC.

I certify that the information provided in my Candidate Application, Questionnaire and Agreement is true and correct to the best of my knowledge and belief. I understand that any willfully false statement is sufficient cause for the UIC Board of Directors to determine that I do not meet UIC’s minimum standards of ability and integrity to serve as a director of UIC, and that, in such event, my name will not appear on the 2021 Annual Meeting ballot, and my name and biographical information will not be included in UIC’s proxy statement.

Candidate’s Signature: _____

Print Name: _____

Date: _____

**List of Board Members & Executive Officers
Ukpeagvik Inupiat Corporation**



Arey Sr., Ned*	Mitchell, Terri
Arterburn, Clayton	Monetta, Christopher
Bailly, Guy	Owen, Rick
Barnard, Thomas	Palle, Christopher
Bierman, Robert	Pokharel, Jeevan
Brower, Charles D.N.*	Rambo, Michele
Brower, Price E.*	Randolph, Cary
Cayton, Caroline	Rayhart, Quentin "Ted"
Christensen, Jamie	Rexford, Delbert*
Corrigan, Justin	Solomon, Greg
Edwardsen, Vernon*	Stanich, Joseph
Eliason, Beverly Shontz*	Strickler, Jason
Gray, Don	Ungarook Sr., Richard*
Harcharek, Nagruk*	Wilhelm, Wiley
Hardy, William	
Holdsworth, Steven	
Howell, Tim	
Hundley, Michael	
Jones, Justin	
Kanayurak, Lloyd*	
Khan, Selma	
Long, Kodi	
McCormick, William "Bill"	

* Current Director Serving on UIC Board

Excerpt of UIC Bylaws
(as amended December 12, 2014)



Section 6.6. Simultaneously Serving The Corporation And Other ANCSA Corporations Or Competing Companies Prohibited

Directors, officers, and exempt employees of the Corporation and any of its subsidiaries shall not be eligible for service or employment, and shall be terminated from office or employment, if they are or become, (a) a director, officer, or exempt employee of any other corporation organized and existing pursuant to the Alaska Native Claims Settlement Act (ANCSA), or (b) a director, officer, exempt employee, partner, or owner of more than ten percent (10%) of the equity interests in any company or business, of which more than ten percent (10%) of the revenues are derived from business activities that are in direct competition with any business or activity of the Corporation or any of its subsidiaries. For purposes of this section, “exempt employee” means an employee who is exempt from the provisions of the Alaska Wage & Hour Act or any similar statute that succeeds it.