



**UKPEAGVIK  
INUPIAT  
CORPORATION**

## **SHAREHOLDER PROPOSAL INFORMATION AND GUIDELINES**

The Ukpeagvik Inupiat Corporation Annual Meeting of Shareholders will be held on June 2, 2018. Shareholder proposals for actions at the annual meeting must comply with the following:

A shareholder may submit a maximum of one (1) proposal and a supporting statement not to exceed 500 words. Proposals must be submitted on the attached form. The Board of Directors will review all proposals to determine the eligibility for inclusion in the proxy statement and materials. All proposals submitted to the Corporation must conform to Section 1.11. Shareholder Proposals, as stated in the Bylaws (see Bylaws excerpt enclosed).

Additional forms for proposals are available at the UIC Stock Department Office located at 1250 Agvik Street, Barrow, Alaska. Proposals must be received by **5:00 p.m., on January 26, 2018.** The completed form may be transmitted by hand delivery to 1250 Agvik Street, Barrow, Alaska 99723; by U.S. mail to the UIC Stock Department, P.O. Box 890, Barrow, Alaska 99723; by facsimile to (907) 852-4459; or as an attachment to an electronic mail message to Harriet Reich, Assistant Corporate Secretary, [harriet.reich@uicalaska.com](mailto:harriet.reich@uicalaska.com).

If you have questions, please call Harriet Reich, Assistant Corporate Secretary, at (907) 852-4460, ext. 7438.

By order of the Corporate Secretary,

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Josiah Patkotak

## **Section 1.11. Shareholder Proposals**

(a) If an eligible shareholder notifies the Corporation of the shareholder's intention to present a proposal for action at a forthcoming meeting of the shareholders and complies with the provisions set forth below, the Corporation shall set forth the proposal in the proxy statement, identify it on the proxy form, and provide a means by which shareholders may vote with respect to the proposal.

(b) To be an eligible shareholder, the proponent of the proposal must, as of the date of the notice of proposal, and thereafter through the date of the meeting, be a record or beneficial owner of voting stock in the Corporation.

(c) A proposal to be presented at an annual meeting must actually be received by the Corporation at its principal executive offices no later than the deadline set for applications of candidates to the Board of Directors.

(d) An eligible shareholder may submit a maximum of one proposal. If the shareholder desires to submit a supporting statement, the statement must be submitted at the same time as the proposal. The proposal and supporting statements shall not exceed 500 words in the aggregate. If the proponent fails to comply with any of the limitations noted above, or if the proposal is in need of clarification, the proponent shall be provided an opportunity, within fourteen (14) days following notice from the Corporation, to make any necessary changes to the proposal.

(e) The Board of Directors may reject any shareholder proposal and omit it from the Corporation's proxy statement and proxy form under any of the following circumstances.

(1) If the proposal would, if implemented, require the Corporation to violate any laws.

(2) If the proposal relates to enforcement of a personal claim or is to redress a personal grievance, or if it is designed to result in a personal benefit to the proponent or to further personal interest which benefit or interest is not shared with the other shareholders at large.

(3) If the proposal is a matter that is not significantly related to the Corporation's business or affairs.

(4) If the proposal relates to any campaign for election to any corporate or public office.

(5) If the proposal deals with a matter that is beyond the Corporation's power to effectuate.

(f) If the Board of Directors opposes any proposal, the Corporation shall include in its proxy statement the proposal and supporting statement of the proponent. The proxy statement may also include the name and address of the proponent. If the Corporation intends to include a statement in opposition to a proposal, it shall, not later than ten (10) calendar days prior to the proposed date of mailing the proxy statements forward to the proponent a copy of the statement in opposition to the proposal.

(g) Unless the shareholder proposal sets out an action that the shareholders are empowered to take under law, the Articles of Incorporation and these Bylaws, shareholder proposals, if adopted, shall be deemed recommendations to management and shall not be binding on the Corporation.

SHAREHOLDER PROPOSAL AND  
STATEMENT IN SUPPORT OF PROPOSAL

**PROPOSALS MUST BE SUBMITTED BY 5:00 P.M., JANUARY 26, 2018**



Shareholder Proposal forms must be submitted to the UIC Stock Department. The completed form may be transmitted by hand delivery to 1250 Agvik Street, Barrow, Alaska 99723; by U.S. mail to the UIC Stock Department, P.O. Box 890, Barrow, Alaska 99723; by facsimile to (907) 852-4459; or as an attachment to an electronic mail message to Harriet Reich, Assistant Corporate Secretary, [harriet.reich@uicalaska.com](mailto:harriet.reich@uicalaska.com).

SEE EXCERPT OF BYLAWS (ENCLOSED) FOR GUIDELINES IN SUBMITTING PROPOSALS TO BE CONSIDERED AT THE ANNUAL SHAREHOLDERS MEETING.

SHAREHOLDER'S NAME: \_\_\_\_\_

SHAREHOLDER'S ADDRESS: \_\_\_\_\_

SHAREHOLDER'S PHONE NUMBER: \_\_\_\_\_

SHAREHOLDER'S EMAIL ADDRESS: \_\_\_\_\_

PROPOSAL: -----

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SHAREHOLDER'S STATEMENT IN SUPPORT OF PROPOSAL  
(500 word limit: Attach additional sheets if necessary)

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\_\_\_\_\_  
\_\_\_\_\_

Shareholder's Signature: \_\_\_\_\_

Date: -----

UIC Received By: \_\_\_\_\_

Date: -----