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VOTE YOUR PROXY AND WIN!

Every shareholder who votes a valid proxy ballot by the voting deadline will be entered to win! Winners will be randomly selected and announced at the 52nd Annual Meeting of Shareholders on Saturday, June 14, 2025.

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    № 1ST PRIZE $700 (ONE WINNER)
    № 2ND PRIZE $500 (TWO WINNER)
    № 3RD PRIZE $250 (FOUR WINNERS)
    № 4TH PRIZE $100 (TEN WINNERS)
    № 5TH PRIZE $50 (TEN WINNERS)
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Every Shareholder who votes a valid proxy will receive a \$50 voting incentive!

NOTICE OF ANNUAL MEETING

To the Shareholders of Kootznoowoo, Incorporated:

We are pleased to notify you that the 52nd Annual Meeting of Shareholders will be held on **Saturday**, **June 14**, **2025**, at **11:00 a.m.** (**Alaska Time**) in **Angoon**, **Alaska** at the **Angoon Elementary Gym**.

Only Class A Shareholders of record at the close of business on April 15, 2025, the record date for the 52nd Annual Meeting of Shareholders will be entitled to vote at the meeting. On that date, Kootznoowoo, Inc. had 62,900 outstanding shares of stock, and of those 56,562shares were entitled to vote. The stock transfer records of the Corporation will be closed from that date until after the Annual Meeting.

Shareholders may vote their proxy online at **VoteKootznoowoo.com** or sign and return a printed corporate proxy via mail, fax, or email. A quorum of Shareholders holding a majority of the shares is necessary to elect directors and conduct other business at the meeting.

If you wish to vote online during the meeting, you may do so even if you have previously voted. Your last dated proxy will be deemed to be revoked by your online vote. You may re-vote your proxy at any time before the stated deadlines. You may call the Inspector of Elections at (907) 563-2727 if you have any questions regarding voting or to confirm your proxy has been received.

The Corporation's Articles of Incorporation and Bylaws, which govern the Annual Meeting, are available for inspection. A Shareholder List, as of the record date, is also available for inspection. To coordinate a hard-copy review of these documents, please contact the Corporate Office during regular business hours at (907) 790-2992, Monday through Friday.

Along with this Notice, enclosed you will find:

- 1. Board of Directors Proxy Statement/Solicitation;
- 2. Corporate Proxy Card (to be signed, dated, and returned according to the instructions herein); and
- 3. The 2024 Annual Report, which includes the Corporation's Audited Financial Statement year for the year ended December 31, 2024.

The Inspector of Elections for this meeting is Hutchings & Associates. Proxies may be voted online, mailed, faxed, or emailed to the Inspector at:

Hutchings & Associates

Attn: Kootznoowoo, Inc.

P.O. Box 241167

Anchorage, Alaska 99524-9846

Phone: (907) 563-2727 ext. 1
Fax: (907) 290-5737
Email: info@ha-ak.cpa

Shareholders are encouraged to mail their proxies well in advance of the filing deadline. If you have not mailed your proxy by June 07, 2025, it is recommended that you vote online at VoteKootznoowoo.com or fax or email your proxy to the Inspector.

All paper proxies must be received by the Inspector of Elections by 5:00 p.m. (Alaska Time) on Wednesday, June 11, 2025.

Eunice E. James Board Chair

Eunice & James

MAY 2, 2025



The Board of Directors of Kootznoowoo, Incorporated hereby solicits your proxy in the form enclosed with this Statement for use at the Annual Meeting of Shareholders to be held on Saturday, June 14, 2025, at 11:00 a.m. (Alaska Time) or at any postponements or adjournments thereof. The persons named as proxy holders in the form are Directors Sharon Love and Tiadola Silva, who have been designated as proxy holders by the Board of Directors.

Voting rights are vested in the holders of Class A Common Stock (hereinafter referred to as "Common Stock") of Kootznoowoo, Incorporated. Rules governing conduct of the Annual Meeting are in the Corporation's Bylaws. To coordinate a hard-copy review of these documents, contact the Corporation at (907) 790-2992 during regular business hours, Monday through Friday.

The Board of Directors proposes to bring the following matters before the Shareholders at the 52nd Annual Meeting of Shareholders.

- 1. Election of three (3) directors for three-year terms; and
- 2. Transaction of any other business as may properly come before the meeting or any adjournment(s) or postponement(s) thereof.

ELECTION OF DIRECTORS

The Kootznoowoo, Incorporated Board of Directors consists of seven (7) directors. There will be three (3) directors elected at the Annual Meeting of Shareholders who will each serve for a three-year term ending in 2028, or until their successor is elected and qualified.

Pursuant to the Corporation's election procedures, there is not a Board sponsored slate of candidates. All candidates have been given the same opportunity to have their names listed on the Corporate Proxy and to provide statements for inclusion in this Proxy Statement. No candidate is endorsed or supported by the Board as all candidates are considered independent.

Voting Directed: You may cast a specific number of votes for one or more nominees listed on the Corporate Proxy or for an individual you write-in. Because of cumulative voting, you have the number of votes equal to the number of voting shares you own times three (x3), the number of directors to be elected at the Annual Meeting. The Bylaws require that directed votes go only to the nominee(s) you have indicated, even if those nominees later withdraw, and that they may not be redirected to another candidate.

Quorum Only. If your proxy is duly signed and no votes are cast, your proxy will be counted for the purpose of achieving quorum for the Annual Meeting ONLY. No candidate will receive any of your votes.

When the Corporate Proxy is voted online or returned via mail, fax, or email, and is properly executed and received prior to 5:00 p.m. (Alaska Time) on Wednesday, June 11, 2025, the shares represented thereby will be voted at the Annual Meeting in accordance with the instructions you provide. The proxy holders will vote your Corporate Proxy as directed unless the designated nominees withdraw or otherwise become unavailable for any reason. The proxy holders currently know of no reason why any of the nominees listed are likely to become unavailable.

ALL PAPER PROXIES MUST BE RECEIVED BY THE INSPECTOR BY 5:00 p.m. (ALASKA TIME) ON, WEDNESDAY, JUNE 11, 2025. PAPER PROXIES RECEIVED AFTER THIS DEADLINE WILL NOT BE COUNTED.

ONLINE VOTING WILL REMAIN OPEN UNTIL 12:00 p.m. (ALASKA TIME) ON THE DAY OF THE ANNUAL MEETING, SATURDAY, JUNE 14, 2025.

Alaska law and the Kootznoowoo, Incorporated Bylaws allow candidates to be included on the Corporate Proxy and Proxy Statement, provided the candidate meets certain requirements. A Shareholder who is interested in running for election to the Board of Directors may have his or her name included in the Corporate Proxy and Proxy Statement if, among other requirements, he or she submits a completed questionnaire for Independent Candidates to the Corporation and executes an Independent Candidate's Agreement.

The candidates listed in this Proxy Statement will be formally nominated for election as Directors by the Board Chair at the Annual Meeting. The three (3) nominees receiving the highest number of votes will be elected to the Board of Directors.

OTHER BUSINESS

Management does not presently know of any other matters that will be presented for action at the Annual Meeting. However, if any other matters properly come before the Annual Meeting, the proxy holders will have the authority to vote the shares represented by all effective proxies on such matters in accordance with their best judgment.

PLEASE PROMPTLY COMPLETE YOUR PROXY

Shareholders can vote online at www.VoteKootznoowoo.com. For those voting via a paper proxy, be sure to date the Corporate Proxy the day that you sign it. Sign your name exactly as it appears in the corporate records. When signing as a custodian for a minor, or as an executor, administrator, power of attorney, trustee, or guardian, please give full title as such. For example, if your name appears as John J. Jones Sr., or if your name appears as Thomas F. Tracy as custodian for Mary T. Tracy, please sign Thomas F. Tracy as custodian for Mary T. Tracy.

Any shareholder holding Class A shares of Kootznoowoo, Incorporated, regardless of the number of shares held, who votes online during the Annual Meeting or submits a valid proxy by the deadline will receive a \$50 voting incentive payment. Shareholders who are signed-up for direct deposit will receive the voting incentive via direct deposit. Kootznoowoo, Incorporated is offering this voting incentive payment to encourage all shareholders to exercise their right to vote.

The voting incentive payment will be paid one time only to shareholders who complete and submit a valid proxy. After voting a proxy, shareholders who wish to do so may change their vote by submitting a new proxy either online or by paper ballot, however, they will not receive another voting incentive payment.

Shareholders are encouraged to visit the shareholder portal at MyKootznoowoo.com to verify that their contact information is correct and to avoid any delays in receiving their voting incentive payment.

Every Friday, voting incentive payments for proxies received the prior week will be processed and mailed from the Corporate Office.

2025 BOARD CANDIDATE



Mary Jean Duncan

AGE: 72

CITY/STATE: Angoon, Alaska

Current Employer & Occupation: Retired

Business experience during the pastChatham School District, Elementary Education Teacher

five years: (Retired May 2022)

Directorship(s) held for other entities: Angoon Community Association (2018-present)

Higher Education: Sheldon Jackson College, Bachelor's of Elementary

Education

Current/previous positions within Kootznoowoo, Inc. Board of Directors (2022-Present),

Kootznoowoo, Inc. and/or its subsidiaries: Secretary (2023-present), Vice Chair (2022-2023)

2024 Board Meeting Attendance: 67%

Candidate Statement:

Greeting Kootznoowoo Shareholders. My name is Mary Jean Duncan and I'm excited to continue my candidacy for a position on the broad of directors for Kootznoowoo Incorporated. I was raised in Angoon and later attended Shelton Jackson College, where I received my BA. I am currently retired as an elementary teacher with Angoon Schools. I have developed skills in leadership, organization, communication, collaboration, grant writing, and Indian Education Coordinator. I received advanced training in education technology, analysis, financial reports, and budgeting at the University of Alaska Southeast. I serve in multiple site levels for the Chatham School District. I am currently severing as the Tribal President on the Council for Angoon Community Association. Where I possessed skills, in management, conflict resolution, procurement, strategic planning, and affordable housing development.

It is my sincere desire to continue to work hard for our people in an ethical, and effective manner. It takes initiative to bring about opportunities for our shareholders by creating new opportunities, job training, higher education, creating local employment. Therefore, I know what this job entails, and I believe I have the necessary skills to continue to do well.

Gunalcheesh



Brenda Sue Jack

AGE:

CITY/STATE: Anchorage, Alaska

Current Employer & Occupation: Central Council Tlingit & Haida Indian Tribes of Alaska,

Anchorage Community Navigator

Business experience during the past

five years:

Central Council Tlingit & Haida Indian Tribes of Alaska,

ARPA & Program Compliance Liaison (2021-2023)

Directorship(s) held for other entities: None

SST Travel School of Alaska, Inc. (1989); ITT Peterson **Higher Education:**

None

Technical Institute (1986).

Current/previous positions within

Kootznoowoo, Inc. and/or its subsidiaries:

Candidate Statement:

My name is Brenda S. Jack, T'akdeintaan Clan. I am the daughter of the late Frank and Beth Jack of Angoon, Alaska. I am from Angoon and an original Kootznoowoo Shareholder. As the daughter of, Frank Jack, Teikweidi and Beth Jack, T'akdeintaan, I am proud to announce my candidacy for Kootznoowoo Inc. Board of Directors. My motivation to serve comes from the love I have for my community and the desire to contribute to its growth and success.

Having grown up in Angoon, I have witnessed both the challenges and strengths of our community. My educational journey, which includes graduating from Angoon High School, attending Sheldon Jackson College and completing Leadership Training, has prepared me to take on this responsibility. I have gained extensive knowledge in community advocacy through various initiatives and have dedicated several years volunteering at my Church, which helped me learn the importance of listening and understanding the needs of individuals.

My vision for serving on the Board of Directors with Kootznoowoo Inc. is centered around addressing the priorities that matter most to our Shareholders. I believe that our collective voices must be heard, and I am committed to fostering an environment where everyone feels empowered to express their concerns and aspirations. By engaging with the Shareholders, I aim to create a platform for open dialogue and collaboration to tackle the issues we face together.

I carry with me the lessons and values instilled by my parents, who dedicated their lives to serving Angoon. It is my turn to honor that legacy by advocating for the needs of our Shareholders and ensuring that the community of Angoon thrives.

Together, we can work towards a brighter future where the voices of the Shareholders are central to the decision-making process. I am excited about the opportunity to serve, and I look forward to engaging with all of you as we navigate this journey together. I believe that with our shared experience, and, most importantly, through prayer and God's guidance, we can come together to achieve all that is possible for future generations. Gunalcheesh!

2025 BOARD CANDIDATE



Eunice E. James

AGE: 64

CITY/STATE: Juneau, Alaska

Current Employer & Occupation: Central Council Tlingit & Haida Indian Tribes of Alaska,

Family Caseworker II (2014-present)

Business experience during the past

five years:

Central Council Tlingit & Haida Indian Tribes of Alaska,

Family Caseworker II (2014-present)

Directorship(s) held for other entities: Juneau Lion's Club (2024-2025)

Higher Education: University of Alaska Fairbanks, Bachelor's Degree (2024),

Associates of Science (2018)

Current/previous positions within

Kootznoowoo, Inc. and/or its subsidiaries:

Kootznoowoo, Inc. Board of Directors, Chair

(2022-Present)

2024 Board Meeting Attendance: 92%

Candidate Statement:

Many know me, Eunice James, Syaanshkalyixt. I am seeking another term on the Kootznoowoo Inc. Board. The experience and knowledge I have gained over the past almost three years has been invaluable. The knowledge I have gained of our corporation only strengthens my commitment to continue the efforts currently in motion. These efforts have the ability to diversify the portfolio of our corporation.

There are efforts underway that would support our community and our young people who have the desire to return to Angoon after going to trade school or furthering their education at college. The opportunities are endless.



Melissa M. Kookesh

AGE: 48

CITY/STATE: Juneau, Alaska

Current Employer & Occupation: Alaska Department of Commerce, Community & Economic

Development, Alaska Broadband Office, Tribal Liaison

(2022-present)

Business experience during the past

five years:

State of Alaska Legislature, Legislative Aide (2015-2022)

Directorship(s) held for other entities:Juneau Economic Development Council (2019-present),

Alaska Native Village Corporation Association (2019-2022)

Higher Education: University of Alaska Fairbanks, Associates of Applied

Science in Tribal Management (2016)

Current/previous positions within

Kootznoowoo, Inc. and/or its subsidiaries:

Kootznoowoo, Inc. Board of Directors, Vice Chair

(2023-present), Treasurer (2022-2023), Chair (2016-2022)

2024 Board Meeting Attendance: 75%

Candidate Statement:

My name is Melissa M Kookesh and my Tlingit name Xeetoow. I am Raven dog Salmon from the central house in Angoon. I have been serving on the Kootznoowoo Board of Directors since June of 2016. As many of you know I had quite the year health wise, but this has not stopped me from serving to the best of my ability on your behalf, I am respectfully requesting your continued support to serve as on the Kootznoowoo board of directors.

While the road to success has been a bumpy one for Kootznoowoo. I am committed to the longterm success of the corporation for our future generations. Consistency on the board is vitally important as is retaining qualified management while building strong partnerships with the City of Angoon and our federally recognized tribe the Angoon Community Association.

I welcome your continued support and look forward to serving our shareholders for another three years.

DIRECTORS WHOSE TERMS EXPIRE IN 2026



Frank Jack III (51)

Angoon, Alaska

Current Occupation & Employer: Unemployed (2024-present)

Business Experience Over the Past 5 Years: Building Maintenance Technician, Hecla Mining Company-Greens Creek (2016-2024).

Positions & offices presently/previously held with Kootznoowoo, Inc. and its subsidiaries: Kootznoowoo, Inc. Board of Directors, Vice Chair (2018-2020, 2022-2023); Corporate Secretary (2017, 2019, 2021)

2024 Board Meeting Attendance: 90%

Directorships held for other entities: None



Sharon Love (59)

Juneau, Alaska

Current Occupation & Employer: Retired

Business experience over the past 5 Years: Accounting Tech III, State of Alaska Commission on Post Secondary Education (2019-2024).

Positions & offices presently/previously held with Kootznoowoo, Inc. and its subsidiaries: President/General Manager, Kootznoowoo, Inc. (2014-2017); Kootznoowoo Corporate Secretary (2011-2014); Board of Directors (2017-2020; 2023-Present); Kootznoowoo Elders Trust, Trustee (2019-2020)

2024 Board Meeting Attendance: 100%

Directorships held for other entities: None

DIRECTORS WHOSE TERMS EXPIRE IN 2027



Albert Howard (56)

Angoon, Alaska

Current Occupation & Employer: Unemployed (2024-present)

Business Experience Over the Past 5 Years: Director of Transportation, Angoon Community Association (2023-2024); Water Plant Operator, Angoon City Office (2022-2023); Whale Watching Guide, Icy Straight Point (2022)

Positions & offices presently/previously held with Kootznoowoo, Inc. and its subsidiaries: Kootznoowoo, Inc. Board of Directors (2015-2023, 2025-present).

2024 Board Meeting Attendance: 100%

Directorships held for other entities: None



Tiadola Silva (28)

Juneau, Alaska

Current Occupation & Employer: Wellness Court Caseworker, Central Council Tlingit & Haida (2023-present)

Business experience over the past 5 Years: Central Council Tlingit & Haida, Child Support Technician (2023-2025), Higher Education Specialist (2022-2023), Environmental Technician (2021-2022), Special Projects Assistant (2021); Covid-19 Specialist Lead, Angoon Community Association (2020-2021); Science & Math Tutor Center Lead, Northwest Indian College (2018-2020).

Positions & offices presently/previously held with Kootznoowoo, Inc. and its subsidiaries: Kootznoowoo, Inc. Board of Directors, Treasurer (2024-present).

2024 Board Meeting Attendance: 90%

Directorships held for other entities: None

INFORMATION CONCERNING DIRECTORS, OFFICERS, EMPLOYEES & OTHER MATTERS



2024 BOARD STRUCTURE & COMPENSATION

The Board of Directors held 12 meetings in 2024. Each Director's percentage of attendance at these meeting is noted in their bios in this Proxy Statement.

The Board leadership structure incorporates a Chair and Vice Chair, Treasurer, Secretary and President selected through a vote of the Board of Directors. The same person currently serves as the President and Chief Executive Officer.

The Corporation has an Audit Committee, which consists of the entire Board of Directors and is responsible for reviewing financial matters related to the Corporation and making recommendations to the Board. The Audit Committee and Board held a meeting to review and accept the Annual Report attached to this Proxy Statement. All directors attended the meeting. No other committee meetings were held.

Kootznoowoo, Incorporated Directors are each paid a director's fee of \$500 per month. They are also eligible to receive medical reimbursements of up to \$2,500 per fiscal year, which for Directors runs from July 1-June 30. Directors do not receive meeting fees. Director Ella Bennett ended her board service and Director Tiadola Silva began her board service in June 2024.

| Board Director | Ella Bennett | Mary Jean Duncan | Albert Howard | Frank Jack III | Eunice E. James | Melissa M. Kookesh | Sharon Love | Tiadola Silva |
|-------------------|-----------------|---------------------|------------------|-------------------|--------------------|-----------------------|----------------|------------------|
| Fees | \$2,750 | \$6,000 | \$6,000 | \$6,000 | \$6,000 | \$6,000 | \$6,000 | \$3,000 |
| Medical | \$0 | \$434 | \$0 | \$0 | \$0 | \$2,500 | \$110 | \$0 |

KEY EMPLOYEE COMPENSATION & OTHER REMUNERATION

Current remuneration distributed or accrued and future remuneration contributed by the Corporation and its subsidiaries during its last fiscal year (January 1 through December 31, 2024) on behalf of all compensated directors or officers for services in all capacities to the Corporation and its subsidiaries is as follows:

| Name | Thomas E. Wilbur | Jonathan Wunrow | J. Keith Greene | Edwell John, Jr. | Susettna King |
|--------------|---------------------------|---|--------------------|---------------------|------------------------------|
| Title | Former President & CEO | Exec. Director of Tourism & Natural Resources/ Thayer Project Manager | President & CEO | Business Analyst | Shareholder Administrator |
| Compensation | \$329,678 | \$157,692 | \$140,796 | \$94,898 | \$58, 174 |



RELATIONSHIP WITH INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Altman Rogers & Co. serves as Kootznoowoo, Incorporated's independent certified public accountants. Professional services performed during the year by Altman Rogers & Co., as the Corporation's independent accountants, consisted of audit services in connection with the audit of the Corporation's financial statements, and non-audit tax and other professional services.

The total of the audit for 2024 was \$29,450. The independent accountant is also contracted to provide tax services for 2024 that includes income tax filings, research, and related consultations. For these services, Altman Rogers & Co. will receive \$13,044 for tax returns that the Corporation is required to file. Fees and expenses were allocated as the following percentage of service related to the total audit: 31%.

SOLICITATION

The expense of this solicitation of Proxies, including the cost of preparing, printing, and mailing this Notice of Meeting and Proxy Statement will be borne by the Corporation. In addition to soliciting proxies by mail, the Corporation may conduct supplemental solicitations by fax, personal solicitation, radio, newspaper, social media, other forms of advertising, or direct solicitation by member of the Board of Directors and volunteers unknown at this time.

Except for the \$50 voting incentive payment, which will be paid as explained in this statement, the total amount to be spent on the solicitation of proxies is estimated to be approximately \$25,000. These estimates do not include salaries and wages for regular employees and officers of the Corporation. Voting incentives will be mailed from the Juneau Corporate Office each Friday throughout the annual election.

Gunalchéesh for making your vote count!

ONLINE VOTING INSTRUCTIONS

KOOTZNOOWOO IS PLEASED TO OFFER ONLINE VOTING TO SHAREHOLDERS WHO WISH TO VOTE THEIR PROXY ELECTRONICALLY. ONLINE VOTING IS SAFE, EFFICIENT, AND CONVENIENT.

To vote online, please proceed through the following steps:



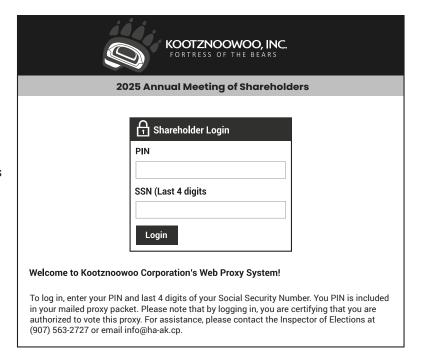
Go to www.VoteKootznoowoo.com

- Shareholders may also access the link through the www.MyKootznoowoo.com shareholder portal.
- You may access the portal through your smart phone, tablet, or computer.



- A Enter the five digit PIN that is listed on your paper proxy ballot with no dashes or spaces.*
- **B** In the SSN box, enter the last four digits of your Social Security Number.
- Once you have entered the login information, click the "Login" button to enter the portal.

*If you need your PIN, please contact the Inspector of Elections at (907) 563-2727





VOTE DIRECTED:

You do not need to select a separate box to vote directed.

OPTION A:

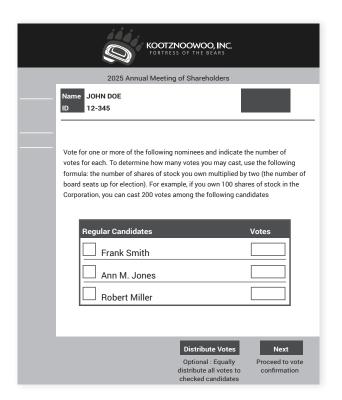
If you would like to equally distribute your votes between multiple candidates, select the box next to their name and then click the "Distribute Votes" button at the bottom of the page.

OPTION B:

Go to the candidate(s) that you would like to vote for and type in the number of votes you would like to cast in the "Votes" box.

VOTE QUORUM ONLY:

Check the "Quorum Only" box under the candidate list.





- Review your entries to ensure that your voting information is correct.
- **B** Enter the email address in the box to where you would like your voting confirmation receipt sent.
- C If you wish to donate your \$50 voting incentive to the Scholarship Program, check the Scholarship Contribution box. To finalize your online vote, click on the "Vote" button at the bottom of the page.
- Please note that this acts as your proxy signature and submits your proxy.

