



**2026**

**Proxy Statement**



# TABLE OF *Contents*

<b>01</b>	Notice of Annual Meeting	<b>09</b>	Directors Whose Terms End in 2028
<b>02</b>	Proxy Statement		Information Concerning Directors, Officers & Employees, And Other Matters
<b>04</b>	Vote on Terminating KPFST	<b>10</b>	
<b>05</b>	Candidates for the Board of Directors	<b>11</b>	Committees & Meeting Attendance
<b>08</b>	Directors Whose Terms End in 2027	<b>12</b>	Relationship with Independent CPA
		<b>13</b>	Online Voting Instructions

## *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 53<sup>rd</sup> Annual Meeting of Shareholders on Saturday, June 13, 2026.



**1ST PRIZE - \$700 (One Winner)**



**2ND PRIZE - \$500 (Two Winners)**



**3RD PRIZE - \$250 (Four Winners)**



**4TH PRIZE - \$100 (Ten Winners)**



**5TH PRIZE - \$50 (Ten Winners)**



# Notice of Annual Meeting

## To the Shareholders of Kootznoowoo, Incorporated:

We are pleased to notify you that the 53<sup>rd</sup> Annual Meeting of Shareholders will be held on **Saturday, June 13, 2026, 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 14, 2026**, the record date for the 53<sup>rd</sup> 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 61,433 shares 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 2025 Annual Report, which includes the Corporation's Audited Financial Statement for the year ended December 31, 2025.

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 6, 2026, it is recommended that you vote your proxy online at VoteKootznoowoo.com, 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 10, 2026.**

Frank Jack III

Frank Jack III

Board Chair

# 2026 Proxy Statement

**April 23, 2026**

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 13, 2026, 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 Mary Jean Duncan 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 53<sup>rd</sup> Annual Meeting of Shareholders.

1. Election of two (2) directors for three-year terms;
2. A vote on whether to terminate the Kootznoowoo Permanent Fund Settlement Trust; and
3. 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 two (2) directors elected at the Annual Meeting of Shareholders who will each serve for a three-year term ending in 2029, or until their successor is elected and qualified.

Pursuant to the Corporation’s election procedures, there is not a Board sponsored slate of candidates nor a formal nomination process. Any shareholder who is over the age of 18 and owns voting shares in the Corporation is eligible to complete and submit a candidate packet. 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. 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 two (x2), 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 10, 2026, 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.

Alaska law and the Kootznoowoo, Inc. 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 two (2) nominees receiving the highest number of votes will be elected to the Board of Directors.

## Other Business

A vote will be conducted at the Annual Meeting on whether to terminate the Kootznoowoo Permanent Fund Settlement Trust.

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 their proxy online at <https://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., please sign 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

**ALL PROXY BALLOTS MUST BE RECEIVED BY THE INSPECTOR BY 5:00 p.m. (ALASKA TIME) ON WEDNESDAY, JUNE 10, 2026.**

**PAPER PROXIES RECEIVED AFTER THIS DEADLINE WILL NOT BE COUNTED.**

## Voting Incentives

Eligible shareholders will receive a one-time \$50 voting incentive for the first proxy they submit. No additional incentive will be issued for subsequent proxies submitted by the same shareholder. Payments for proxies received during the prior week will be processed and mailed from the Corporate Office each Friday.

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](https://MyKootznoowoo.com) to verify that their contact information is correct and to avoid any delays in receiving their voting incentive payment.

# Vote on Whether to Terminate the Kootznoowoo Permanent Fund Settlement Trust

In accordance with Section 6 of the Kootznoowoo Permanent Fund Settlement Trust Agreement (the “Trust”), Income Beneficiaries are hereby notified that a vote will be conducted on the question of whether to terminate the Trust. This vote will occur at the Kootznoowoo Annual Meeting of Shareholders.

Each Income Beneficiary shall have the same number of votes as the Units of Participation they own in the Trust. Income Beneficiaries may grant proxies in writing, authorizing proxy holders for the Kootznoowoo annual meeting to vote on their behalf. No proxy is valid more than eleven (11) months from its execution date.

A minimum of seventy-five percent (75%) of the total possible votes of all Units of Participation, not just votes cast, is required to approve termination of the Trust. If termination is approved, the Trust Fund (Principal, accumulated income, and

undistributed Net Income) will be distributed 50% to the Income Beneficiaries (pro rata) and 50% to the Corporation (or Replacement Beneficiaries, if applicable), subject to all administrative expenses, fees, and taxes being paid first, and any retention required for applicable statutes of limitation or tax assessments. If not approved, the Trust continues until the next Anniversary Date – July 16, 2058.

If there is no quorum for the Kootznoowoo annual meeting, it is an indication that there are not sufficient votes present (in person or by proxy) for quorum or to approve the termination vote of the Trust at the high threshold required. Accordingly, there will not be a need to postpone or adjourn the termination vote to gather additional proxies, because the absence of quorum itself signals inadequate support to meet an approval requirement of more than 75% of the outstanding Units of Participation.

---

**Pursuant to Section 6 of the Kootznoowoo Permanent Fund Settlement Trust Agreement, the following question is submitted for your vote:**

## Question:

**Shall the Kootznoowoo Permanent Fund Settlement Trust be terminated and the principal, accumulated income and current undistributed net income be distributed fifty percent (50%) to the Income Beneficiaries and fifty percent (50%) to Kootznoowoo, Inc.?**

## Instructions:

- You are entitled to one vote for each Unit of Participation you own. If you co-own a Unit of Participation, your voting right is prorated according to your portion of the Unit of Participation.
- If you wish to appoint a proxy to vote on your behalf, fill out and return the proxy form. Proxies must be in writing and are valid for up to 11 months from the date of execution.
- If voting is held at an annual meeting, you may submit your vote in person by ballot or via your appointed proxy.
- If voting is by mail, complete this ballot and return it to the Inspectors of Election so that it is received in accordance with this proxy. Late proxies will not be counted.
- Failure to reach the seventy-five percent (75%) threshold will result in automatic continuation of the Trust until the next Anniversary Date.
- If there is no quorum for the Kootznoowoo Annual Meeting, it is an indication that there are not sufficient votes present (in person or by proxy) for quorum or to approve the termination vote of the Trust at the high threshold required. Accordingly, there will not be a need to postpone the termination vote to gather additional proxies, because the absence of quorum itself signals inadequate support for termination





# Frank Jack III

## Angoon, Alaska

<b>Age :</b>	53
<b>Current Employer &amp; Occupation:</b>	Retired
<b>Business experience during the past five years:</b>	Miner, Building Maintenance Technician, HECLA Greens Creek Mine (2016-2024)
<b>Directorship(s) held for other entities:</b>	None
<b>Higher Education:</b>	None
<b>Current/previous positions within Kootznoowoo, Inc. and/or its subsidiaries:</b>	Kootznoowoo, Inc. Board of Directors, Chair (2025-present), Vice Chair (2018-2020, 2022-2023); Corporate Secretary (2017, 2019, 2021)
<b>2025 Meeting Attendance:</b>	Board Meetings: 96% Committee Meetings: 100%
<b>Family Relationships:</b>	Mr. Jack’s mother is Martha Henniger who is employed as Kootznoowoo’s Shareholder Relations Manager

First, I would like to extend my sincere condolences to those that have lost loved ones. I would like to acknowledge our veterans and those who are currently serving. With their sacrifices it allows us to do this, and we shouldn’t take it for granted.

I have served on the Kootznoowoo board since 2016 and have remained committed to the shareholders. It takes a consensus from the whole board to achieve our goals that may not be evident today but will ensure that Kootznoowoo will remain in the future.

Our main goals and objectives are to be self-sustained long after our 7i money ceases. In the future there will be inevitable changes. We must adapt to how the new business world operates. Create new income revenues that will benefit our shareholders. To achieve that, we must think outside of the box.

The Board of Directors in the past taken steps to keep our corporation alive, like we are presently doing today. I would like to share my thoughts on Kootznoowoo Permanent Fund Settlement Trust deadline. Here are my thoughts. What if our past Board of Directors didn’t establish this Trust for those of us still living? Where would we be as a corporation? When our past Board of Directors created this Trust, they had us in mind and believed we would do the same for the next generations. Again, there are actions being taken that may not be prevalent. Building and developing partnerships takes time. The Board is building on the foundation that our past Board of Directors laid and that it will sustain us and allow us to be self-sufficient. Please trust your Board during this process and do not support the deadline regarding the Kootznoowoo Permanent Fund Settlement Trust.

This past year, I have served as the Board Chairperson. I would like to thank the Shareholders who have shared their thoughts and ideas. I ask for your support to continue serving you as a member of the Board of Directors where I will continue to serve and advocate for the shareholders. Gaunalche’esh!



# Nadja Kookesh

Juneau, Alaska

Age :	50
Current Employer & Occupation:	Goldbelt, Incorporated, Chief Administrative Officer
Business experience during the past five years:	Goldbelt, Incorporated, Chief Administrative Officer
Directorship(s) held for other entities:	None
Higher Education:	Western Washington University, Bachelors Degree, General Studies, Minor in Journalism and Anthropology
Current/previous positions within Kootznoowoo, Inc. and/or its subsidiaries:	Kootznoowoo, Inc., Intern (Summer 1995 or 1996)

My name is Nadja Kookesh, and I am honored to seek your support for a seat on the Kootznoowoo Board of Directors.

I come from Angoon and carry a deep respect for the responsibility our corporation holds-to protect our lands, strengthen our community, and create meaningful opportunities for future generations. Like many of you, my connection to Kootznoowoo is both personal and cultural. Our corporation represents more than a business; it represents our history, our people, and the future of our village.

Professionally, I bring extensive leadership experience in corporate governance, organizational strategy, and operational management. I currently serve as a Chief Administrative Officer for an Alaska Native Corporation, where I oversee major corporate functions including human resources, communications, shareholder services, and enterprise operations. Through this work, I have gained firsthand experience navigating the complex responsibilities that Native corporations face-balancing strong financial performance with cultural stewardship and shareholder benefit.

If elected, my focus will be on three priorities:

Strong and responsible governance. Ensuring the board provides clear oversight, transparency, and long-term strategic direction.

Sustainable economic growth. Supporting investments and business opportunities that strengthen the corporation while protecting shareholder value.

Connection to shareholders and community. Maintaining open communication with shareholders and honoring the cultural values that guide our decisions.

I believe our corporations succeed when they are guided by thoughtful leadership, accountability, and a deep respect for our people and land. I would be honored to contribute my experience and dedication to the continued strength of Kootznoowoo.

Gunalcheesh for your consideration.

Nadja Kookesh



# Sharon Jamestown Love

**Juneau, Alaska**

<b>Age:</b>	60
<b>Current Employer &amp; Occupation:</b>	Not Employed
<b>Business experience during the past five years:</b>	None
<b>Directorship(s) held for other entities:</b>	Alaska Tribal Spectrum, Policy Board of Directors (2022-2025)
<b>Higher Education:</b>	None
<b>Current/previous positions within Kootznoowoo, Inc. and/or its subsidiaries :</b>	Kootznoowoo, Inc. Board of Directors (2017-2020; 2023-Present); Corporate Secretary (2024-2025); Thayer Committee (Present); Finance Committee (Present); Business Development Committee (Present)
<b>2025 Meeting Attendance :</b>	Board Meetings: 86% Committee Meetings: 100%

My name is Sharon (Jamestown) Love, my parents names are. Robert Jamestown, Jr. & Angela Johnson. I am an original shareholder and former long time employee of Kootznoowoo, Inc. I am keenly aware of the struggles our shareholders face, I take the time to talk with them about their concerns for our corporation. I have and always will be a voice for the shareholders in the boardroom. The minutes can attest to my active participation in the board meetings and sometimes being too bold when speaking up on behalf of ALL shareholders at the board table. I am not shy when it comes to speaking up in the best interest of the shareholders.

I bring valuable experience with me if re-elected. I have served in various capacities during my tenure as an employee. I was a part of the staff when the board of director’s approved the Kootznoowoo Permanent Fund Settlement Trust, (KPFST) & the Elders Trust in the late 1990s. Shareholders on the proxy will vote on whether to continue the KPFST this year. I will be voting YES to keep the Trust, the Trust provides tri-annual distributions per year (Feb/June/Oct). I believe that the Trust should be available for our future generations to benefit from. In addition, we must keep in mind that 7i monies will no longer be available in the near future. The Elders Trust provides a one-time payment to shareholders who turn 65 who were shareholders on the Record date of the Trust.

I humbly ask for your vote to re-elect me to the board, I will continue to advocate will continue to be a strong voice for you in the boardroom. I encourage ALL voting class shareholders to vote! Gunalcheesh

Sharon (Jamestown) Love

# Continuing Directors

## Directors Whose Terms Expire in 2027



**Albert Howard**  
Angoon, Alaska

**Age:** 57

**Current Employer & Occupation:**

Angoon City Office, Water Plant Operator; Angoon Oil, Deliver Oil

**Business Experience Over the Past 5 Years:**

Angoon Community Association, Maintenance (2025) 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 or previously held with Kootznoowoo, Inc. and its subsidiaries:**

Kootznoowoo, Inc. Board of Directors (2015-2023, 2025-present).

**2025 Attendance:**

Board Meetings - 93%  
Committee Meeting - 100%

**Directorships held for other entities:** None

**Family relationships:** Mr. Howard's sister Susetna King is employed as Kootznoowoo's Shareholder Administrator



**Tiadola Silva**  
Juneau, Alaska

**Age:** 29

**Current Employer & Occupation:**

Central Council Tlingit & Haida, Wellness Court Caseworker

**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)

**Positions & offices presently or previously held with Kootznoowoo, Inc. and its subsidiaries:**

Kootznoowoo, Inc. Board of Directors, Treasurer (2024-present); Finance Committee Chair (2025-2026)

**2025 Attendance:**

Board Meetings - 82%  
Committee Meeting - 100%

**Directorships held for other entities:** None

# Continuing Directors

## Directors Whose Terms Expire in 2028



**Mary Jean Duncan**  
Angoon, Alaska

**Age:** 73

**Current Employer & Occupation:**  
None, Retired

**Business Experience Over the Past 5 Years:**

Chatham School District,  
Elementary Education Teacher  
(Retired, May 2022)

**Positions & offices presently or previously held with Kootznoowoo, Inc. and its subsidiaries:**

Kootznoowoo, Inc. Board of Directors (2022-present); Vice Chair (2022-2023); Secretary (2023-2025); Kootznoowoo Fund Settlement Trust, Chair (2025-present)

**2025 Attendance:**

Board Meetings - 82%  
Committee Meeting - 100%

**Directorships held for other entities:** None



**Brenda Jack**  
Anchorage, Alaska

**Age:** 65

**Current Employer & Occupation:**  
Central Council Tlingit & Haida Indian Tribes of Alaska, Anchorage Community Navigator

**Business Experience Over the Past 5 Years:**

Central Council Tlingit & Haida Indian Tribes of Alaska, ARPA & Program Compliance Manager (2021-2023)

**Positions & offices presently or previously held with Kootznoowoo, Inc. and its subsidiaries:**

Kootznoowoo, Inc. Board of Directors (2025-present)

**2025 Attendance:**

Board Meetings - 100%  
Committee Meeting - 100%

**Directorships held for other entities:** None



**Eunice E. James**  
Juneau, Alaska

**Age:** 65

**Current Employer & Occupation:**  
Central Council Tlingit & Haida Indian Tribes of Alaska, Family Caseworker II

**Business Experience Over the Past 5 Years:**

Central Council Tlingit & Haida Indian Tribes of Alaska, Family Caseworker II (2014-present)

**Positions & offices presently or previously held with Kootznoowoo, Inc. and its subsidiaries:**

Kootznoowoo, Inc. Board of Directors (2022-present); Board Secretary (2025-present); Board Chair (2022-2024)

**2025 Attendance:**

Board Meetings - 96%  
Committee Meetings - 100%

**Directorships held for other entities:** None

# Information Concerning Directors, Officers, Employees & Other Matters

## 2025 Board Structure & Compensation

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.

Directors of Kootznoowoo, Incorporated are paid a monthly board fee. In 2025, the fee was \$500 per month through March 30 and increased to \$600 per month effective April 1. Directors receive a \$25 fee for special board meetings.

Directors were also eligible to receive annual medical reimbursements of up to \$2,500 per fiscal year through June 30. Effective July 1, the reimbursement amount decreased to \$1,500. The directors' fiscal year runs from July 1 through June 30.

In June 2025, at the 52nd Annual Meeting of Shareholders, Melissa M. Kookesh concluded her board service, and Brenda Jack began her term.

Board Director	Fees	Medical
Mary Jean Duncan	\$7,100	\$0
Albert Howard	\$7,100	\$0
Brenda Jack	\$3,375	\$0
Frank Jack III	\$7,125	\$0
Eunice E. James	\$6,925	\$0
Melissa Kookesh	\$3,400	\$0
Sharon Love	\$7,075	\$1,351
Tiadola Silva	\$7,050	\$0

## Key Employee Compensation & Other Remuneration

Current remuneration distributed or accrued, and future remuneration contributed by the Corporation and its subsidiaries during the last fiscal year (January 1 through December 31, 2025), on behalf of all compensated directors and officers for services in all capacities to the Corporation and its subsidiaries, is as listed below. The following chart presents compensation for the Corporation's top five wage earners. Aggregate staff compensation, excluding the top five earners, totals \$735,175.62.

Name	Title	Compensation
J. Keith Greene	President & CEO	\$169,347
Mohammad Bundrage	Staff Accountant	\$87,827
Sandra Lujan	Human Resources Coordinator	\$77,431
Jonathan Wunrow	Former Employee	\$64,038
Martha Henniger	Shareholder Relations Manager	\$61,112

# Committees & Meeting Attendance

## Meetings & Attendance

The Board of Directors held five (5) regular board meetings and 20 special meetings in 2025. Each director's attendance percentage for these meetings, as well as for committee meetings, is included in their respective bios in this proxy statement, with the exception of Melissa M. Kookesh, whose board service ended in June 2025 and whose meeting attendance was 75%.

## Board Committees & Meetings

The Kootznoowoo Board of Directors had seven standing committees in 2025. The Board Chair serves as ex-Officio of all committees except for the Executive Committee:

- **Admiralty Island Monument Committee** is responsible for examining legal issues surrounding the Admiralty Monument and held no meetings.
- **Economic Development Committee** is responsible for non-8(a) business opportunities and held no meetings.
- **8(a) Committee** is responsible for monitoring 8(a) applications and business development and held no meetings.
- **Executive Committee** is responsible for approving the agenda for board meetings and held five (5) meetings.
- **Finance Committee** is responsible for reviewing financial statements and held one meeting.
- **Greens Creek Committee** is responsible for monitoring relationships with Greens Creek and held no meetings.
- **Shareholder Committee** is responsible for work on shareholder communication and held no meetings.
- **Thayer Committee** is responsible for providing oversight of the Thayer Hydro Project and held four (4) meetings.

## Committee Membership

Director	Admiralty Island Monument	Economic Development	8(a)	Executive	Finance	Thayer	Green Creek	Shareholder	Thayer
Mary Jean Duncan	X		X			X	X		X
Albert Howard	X	X				X	X	X	X
Brenda Jack		X	X		X				
Frank Jack III	Ex-Officio	Ex-Officio	Ex-Officio	Chair	Ex-Officio	Ex-Officio	Ex-Officio	Ex-Officio	Ex-Officio
Eunice E. James	X		X	X			X		
Sharon Love		X			X	Chair		X	X
Tiadola Silva				X	Chair			X	

### Relationship with Independent Certified Public Accountants

Baker Tilly serves as Kootznoowoo's independent certified public accountants. Professional services performed during the year by Baker Tilly, as the Corporation's independent accountants, consisted of audit services in connection with the audit of the Corporation's financial statements. The total of the audit for 2025 was \$60,000.

KPMG is contracted to provide tax services for 2025 that includes income tax filings, research, and related consultations. For these services, KPMG will receive approximately \$49,000 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: 30%.

In 2025, Kootznoowoo incurred \$77,973 in legal expenses.

## 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 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.



# 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:**



## **STEP 1:** **ONLINE VOTING PORTAL**

**Go to <https://VoteKootznoowoo.com>**

- Shareholders may also access the link through the <https://MyKootznoowoo.com> shareholder portal.
- You may access the portal through your smart phone, tablet, or computer.



## **STEP 2:** **LOGIN**

- Enter the five digit PIN that is listed on your paper proxy ballot with no dashes or spaces.\*
- 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

**KOOTZNOOWOO, INC.**  
FORTRESS OF THE BEARS

**2026 Annual Meeting of Shareholders**

**Shareholder Login**

PIN

SSN (Last 4 digits)

**Login**

Welcome to Kootznoowoo Corporation's Web Proxy System!

To log in, enter your PIN and last 4 digits of your Social Security Number. Your PIN is included in your mailed proxy packet. Please note that by logging in, you are certifying that you are authorized to vote this proxy. For assistance, please contact the Inspector of Elections at (907) 563-2727 or email [info@ha-ak.cpa](mailto:info@ha-ak.cpa).

*Gunalchéesh for making your vote count!*



## STEP 3: ELECTION OF DIRECTORS

### 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.

2026 Annual Meeting of Shareholders

Name JOHN DOE  
ID 12-345

Vote for one or more of the following nominees and indicate the number of votes for each. To determine how many votes you may cast, use the following formula: the number of shares of stock you own multiplied by two (the number of board seats up for election). For example, if you own 100 shares of stock in the Corporation, you can cast 200 votes among the following candidates

Regular Candidates	Votes
<input type="checkbox"/> Frank Smith	<input type="text"/>
<input type="checkbox"/> Ann M. Jones	<input type="text"/>
<input type="checkbox"/> Robert Miller	<input type="text"/>

**Distribute Votes** **Next**

Optional: Equally distribute all votes to checked candidates

Proceed to vote confirmation



## STEP 4: VOTING CONFIRMATION & SCHOLARSHIP DONATION OPPORTUNITY

- A** 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.
- D** Please note that this acts as your proxy signature and submits your proxy.

2026 Annual Meeting of Shareholders

Help/FAQ  
Proxy Statement (PDF)  
Logout

Name JOHN DOE  
ID 12-345  
Shares 100

**PROXY HOLDER APPOINTMENT AND CONFIRMATION**

I hereby constitute and appoint Kootznoowoo, Incorporated Directors Karen James and Monica Davis or either one of them acting in the absence of the other, as the true and lawful attorneys-in-fact and proxy holders of the undersigned, to attend the Annual Meeting of Shareholders of Kootznoowoo, Inc., to be held on Saturday, June 13, 2026, at 11:00 a.m. (Alaska Time), and any adjournment or postponement thereof, and to vote all of the shares of the Corporation that the undersigned could vote with all the powers the undersigned would possess if personally present at the meeting, including to vote at their discretion on such matters, except the election of directors, as may properly come before the meeting, all as described in the Notice of Annual Meeting of Shareholders and Corporate Proxy Statement dated Thursday, April 23, 2026, receipt of which is hereby acknowledged.

Regular Candidates	Votes
Frank Smith	40
Ann M. Jones	40
Robert Miller	40
<b>Total</b>	<b>200</b>

If you wish to receive an email copy of your proxy instructions, enter your email address here:

SCHOLARSHIP CONTRIBUTION, To donate your \$50 voting incentive, check here:  
 Kootznoowoo Cultural & Educational Foundation Scholarship Fund

**Distribute Votes** **Next**

Optional: Equally distribute all votes to checked candidates

Proceed to vote confirmation

