



2024 CANDIDATE AND DIRECTORS' APPLICATION AND QUESTIONNAIRE

DEADLINE: THE COMPLETE PACKET MUST BE RECEIVED AT ONE OF THE OFFICES LISTED BELOW BY 4:00 P.M. AKT, THURSDAY, APRIL 4, 2024:

MTNT, Ltd.
400 W. Tudor Rd., Ste. A400
Anchorage, Alaska 99503
Fax (907) 644-1212
Email info@mtnt.net

MTNT, Ltd.
P.O. Box 309
McGrath, Alaska 99627
Fax (907) 524-3062
Email info@mtnt.net

I, _____, a Shareholder of MTNT, Ltd. (MTNT), hereby:
(a) declare that I desire and intend to run as a candidate for election to the Board of Directors of MTNT; (b) affirm and represent that I am qualified to serve as a Director of MTNT in accordance with MTNT's bylaws and applicable law; (c) agree that, if I am elected by the Shareholders, I will serve as a Director of MTNT to the best of my ability; and (d) provide the following information to be used in the publication of my biography in the Proxy Statement to be mailed to Shareholders of MTNT for the Annual Shareholders' Meeting and Election.

1. **FULL NAME:** _____

2. **DATE OF BIRTH:** _____

3. **VILLAGE ENROLLED TO:** _____

4. **RESIDENCE ADDRESS:** _____

5. **MAILING ADDRESS:** _____

6. **HOME PHONE:** _____ **WORK PHONE:** _____ **CELL:** _____

7. **EMAIL ADDRESS:** _____

8. **SPECIFY WHICH SEAT YOU ARE RUNNING FOR:**

_____ AT-LARGE _____ NIKOLAI MANDATORY

9. **LIST EDUCATION, LICENSES AND CERTIFICATIONS:**

10. **EXPERIENCE** (Please attach additional pages to supply further information if needed):

a. **Current Occupation/Position(s):**

b. Name and address of current employer:

c. Length of service:

d. Name of each previous employer during the last five (5) years, the approximate dates of your employment and the positions you held:

e. List any additional business experience, including board experience, you have acquired during the last five (5) years:

11. SERVICE TO MTNT

a. List all positions and offices now held or previously held by you with MTNT or any of its subsidiaries or affiliates, and if you are a current director:

b. List any positions with MTNT or any of its subsidiaries or affiliates previously held by you from which you were dismissed for cause:

c. Are you currently a member of the Board of Directors of MTNT or any of its subsidiaries or affiliates? If "YES," report your attendance record at all Board meetings during the past year:

- d. Have you served as a member of any Board committees of MTNT or any of its subsidiaries or affiliates at any time during the past year? If "YES," name the committees and report your attendance record at all meetings of such committees:

- e. Is your spouse or any of your parents, children, brothers or sisters (by blood or adoption) a director or executive officer of MTNT or any of its subsidiaries or affiliates? If "YES," report (i) the name and relationship of the person involved, and (ii) the position held by that person:

12. CRIMINAL PROCEEDINGS

During the last ten (10) years, have you been convicted, or have you entered a plea of nolo contendere in a criminal proceeding, or have you been incarcerated? If "YES," report for each incident (a) the date of the conviction or plea, (b) the name and location of the court, (c) the charge, and (d) the penalty imposed. Do not include minor traffic violations or other minor offenses:

13. BANKRUPTCY

During the last ten (10) years, has any receiver been appointed or has a petition under any Federal or State bankruptcy or insolvency law been filed:

- a. For, by or against you?
- b. For, by or against any partnership of which you were a partner?
- c. For, by or against any corporation or other business organization of which you were director or executive officer?

If you answered "YES," to any part of Question 13, please report (i) the date the receiver was appointed or the petition was filed, (ii) the name and location of the court where the receiver was appointed or the petition was filed, and (iii) whom the receiver was appointed for or the petition was filed for, by or against:

14. SECURITIES LAW VIOLATIONS

During the last ten (10) years, has a final judgment, order or decree been entered against you that has not subsequently been reversed or vacated that you engaged in unethical or illegal business practices or violated any Federal or State securities law? If "YES," report (a) the date the judgment, order or decree was entered, (b) the name and location of the court or agency that entered the judgment, order or decree, and (c) the substance of the judgment, order or decree: _____

15. RELATED PARTY TRANSACTIONS

In answering questions (a), (b) and (c), report transactions from January 1, 2023, through the present time in which MTNT or any of its subsidiaries or affiliates was a party, and any proposed or anticipated future transactions expected to involve MTNT or any of its subsidiaries or affiliates.

"Transaction" includes, without limitation (i) making loans to or receiving loans from MTNT or any of its subsidiaries or affiliates, (ii) purchasing, selling or leasing any real or personal property interests to or from MTNT or any of its subsidiaries or affiliates, (iii) providing services, as an employee or otherwise, to MTNT or any of its subsidiaries or affiliates, or (iv) receiving commissions, fees or other property of value from MTNT or any of its subsidiaries or affiliates (except for dividends you received as a Shareholder of MTNT).

a. Have you been involved with or interested in any such transaction or proposed transaction that in the aggregate exceeds \$20,000? If "YES," report (i) the nature of the transaction, and (ii) the approximate amount of interest involved:

b. Has your spouse or any of your parents, children, brothers or sisters (by blood or adoption) been involved with or interested in any such transaction or proposed transaction that in the aggregate exceeds \$20,000? If "YES," report (i) the nature of the transaction, (ii) the name and relationship of the person involved, and (iii) the approximate amount of interest involved:

c. Has any associate (see definition of associate following this question) of yours, or any associate of any of your family members (your spouse or any of your parents, children, brothers or sisters, by blood or adoption), been involved with or interested in any such transaction or proposed transaction that in the aggregate exceeds \$20,000? If "YES," report (i) the nature of the transaction, (ii) the name of the entity involved, (iii) the nature of your or your family member's association with the entity, and (iv) the approximate amount of interest involved:

“Associate” means: (1) any corporation or legal entity (i.e. proprietorship, partnership, joint venture, limited liability company, association or other organization), other than the Corporation or any of its subsidiaries or affiliates, of which you or any of your family members is an officer, director, partner, member or employee, or is directly or indirectly the beneficial owner of five percent (5%) or more of any equity interest in such organization (including the ownership of (A) stock, warrants or similar securities, or rights or options thereto or (B) partnership, joint venture or limited liability company interests); or (2) any trust or other estate in which you or any of your family members serves as trustee or in a similar fiduciary capacity.

- d. Do you have any arrangement or understanding with respect to any such transaction or proposed transaction that in the aggregate exceeds \$20,000? If “YES,” report (i) the nature of the transaction, and (ii) the approximate amount of interest involved:

- e. **ADVERSE CLAIMS:** Have (a) you, (b) your spouse, (c) any of your parents, children, brothers or sisters (by blood or adoption), or (d) any associate of yours [See definition in question 15(c)] ever been a party in a legal proceeding where your interests were (or are) adverse to MTNT or any of its subsidiaries or affiliates, or has MTNT or any of its subsidiaries or affiliates ever brought suit against you or any such person or entity? If “YES,” report (i) the date the suit was filed, (ii) the name and location of the court where the suit was filed, (iii) the names of the parties to the suit, (iv) the nature of the claims involved in the suit, and (v) the current status of the suit:

16. OTHER POTENTIAL CONFLICTS OF INTEREST

List any other relations between you and MTNT or any of its subsidiaries or affiliates, or between you and the management of MTNT or any of its subsidiaries or affiliates: _____

17. PERSONAL PROXY STATEMENT

Please state in your own words why you would like to serve or continue to serve as a director of MTNT and the goals you hope to achieve if elected (You may attach additional pages to supply further information): _____

18. AUTHORIZATION AND CONSENT TO PUBLISH

MTNT, through its subsidiaries, participates in Government Contracting and has Government Contracting firms that participate in the Small Business Administration's 8(a) program. As such, our 8(a) companies must certify that they maintain "good character" to the Small Business Administration each year pursuant to 13 CFR 124.108. Section 124.108, in turn, requires that key employees and principals demonstrate business integrity. Among others, directors and officers are considered principals under federal law, and many of MTNT's directors are also members of its subsidiary management teams and boards. MTNT has an affirmative obligation to notify you as a potential candidate of the obligations of its principals under the Small Business Administration and the Federal Acquisition Regulations. Further, if you are a successful candidate, you will have an affirmative obligation to comply with these regulations.

Lack of business integrity is evidenced by a guilty plea or conviction, and/or is currently incarcerated or on parole or probation pursuant to a pretrial diversion or conviction for a felony or any crime involving business integrity. In addition, as required by the federal government, MTNT has adopted *MTNT, Ltd. and Subsidiaries Code of Business Ethics for Directors and Officers* and Compliance Policies that require our directors to conduct business in full compliance with the laws, rules, and regulations that govern MTNT's business activities and interest. Likewise, MTNT is required to exercise due diligence to detect and prevent criminal conduct and disclose a violation of Federal criminal law involving fraud, conflict of interest, bribery, or gratuity violations found in USC Title 18, or a violation of the civil False Claims Act, in connection with the award, performance, or closeout of a contract pursuant to FAR (Federal Acquisition Regulation) 42.203-13(b) and (c). **Accordingly, MTNT requires its candidates' and directors' consent to a public records search to ensure good character.**

19. AUTHORIZATION TO CONDUCT PUBLIC RECORDS SEARCH

As a potential candidate of MTNT's Board of Directors, I understand the company, through its subsidiaries, participates in government contracting and the Small Business Administration's 8(a) program. As such, MTNT and its subsidiaries must certify that they maintain "good character" to the Small Business Administration each year pursuant to 13 CFR 124.108. Section 124.108 in turn requires key employees and principles to demonstrate business integrity. Among others, directors and officers are considered principles under the law. Accordingly, MTNT conducts a public record search on each candidate to ensure candidates meet the "good character" standard required by the Small Business Administration.

I, _____, hereby authorize MTNT to investigate my background and qualifications for the purpose of evaluating whether I meet the "good character" standards outlined by the Small Business Administration.

Signature

Date of Birth

Please Print Your Full Name

BY SIGNING AND SUBMITTING THIS APPLICATION AND QUESTIONNAIRE TO MTNT, THE UNDERSIGNED CANDIDATE ACKNOWLEDGES, REPRESENTS AND AGREES THAT:

- a. I have answered the foregoing questions completely and correctly to the best of my knowledge, information and belief;
- b. I will promptly notify MTNT of any material changes in the foregoing information which may occur;
- c. MTNT may, but is not required to, verify the foregoing information, and correct any material discrepancies or inconsistencies therein;
- d. I understand and agree to comply with all rules and regulations applicable to all candidates who run for election as a director of an ANCSA (Alaska Native Claims Settlement Act) village corporation; and
- e. If elected as an MTNT Director, I will acknowledge in writing that I have read and will conduct myself in accordance with the principles of the *Code of Business Ethics for Directors and Officers for MTNT, Ltd. and Subsidiaries*, including the Duty of Care and Duty of Loyalty, incorporated therein.
- f. I have attached a photograph to include in my biography in the Proxy Statement to be mailed to MTNT Shareholders.

DATED this _____ day of _____ 2024.

Signature