

Annual Meeting Notice and Proxy Statement

January 1, 2022

To the Members of AAA Northern California, Nevada & Utah: Please be advised that the regular annual meeting of the Members of AAA Northern California, Nevada & Utah (“the Association”) will be held at 8 a.m. Mountain Time on Wed., March 2, 2022, at the Hyatt Place, 222 North Union Avenue, Farmington, Utah. Please bring your Membership card for identification and admittance.

If you plan to attend the annual meeting, please observe the following health and safety precautions:

- Do not attend the meeting if you are experiencing any symptoms of illness, including fever, cough, congestion, or shortness of breath.
- Please wear a facial covering at all times.
- Please keep six feet of physical distance from all other attendees. Seating at the annual meeting will be arranged appropriately.
- We may be required to limit attendance at the meeting to comply with state and local laws and guidelines.

It’s important that your vote is counted at the annual meeting, whether or not you plan to attend in person. Please indicate on the proxy form on page 42 your proxy, then sign, date, and return the form to the address listed at right. If you do attend the annual meeting and wish to vote in person, your proxy can be withdrawn at that time.

ELECTION OF DIRECTORS

The following candidates for election to the Board of Directors have been nominated by the Nominating Committee, per the Bylaws of the Association:

Tom Hayes, Montana

Wendy Paskin-Jordan, California

Because the number of nominees and number of open director seats are the same, no election of directors will be held, and the candidates listed above will be considered elected, per Section 9 of the Bylaws.

GENERAL PROXY

The proxy form on the next page appoints the person(s) named on the form as your proxyholder(s) to vote and act for you on any other matter to be voted on at the 2022 annual meeting—or at any other meeting of the Members of the Association—during the term of the proxy. The term of the proxy will be three years, unless you indicate your wish to grant the proxy for a shorter term. Consequently, the proxyholder(s) will have broad discretion to represent you and will vote on your behalf on a broad variety of matters, which may include election of directors of the Association, and/or proposals presented for the approval of Members. As of today, the Association is not aware of any specific proposals to be presented to Members at the 2022 annual meeting or at subsequent Member meetings.

IMPORTANT INFORMATION

Before filling out the proxy form, please note:

- Every Member is entitled to vote, either in person or by proxy.
- You may attend and vote at any regular annual meeting or at any special meeting of the Membership, whether or not you have signed a proxy.

- If you now have a proxy in effect, you may substitute a proxy of a more recent date.
- You may revoke your proxy at any time by written notice.
- Your proxyholder must attend the annual meeting of Members in person in order to vote.

PROXY INSTRUCTIONS

1. Print your name, your address, and your Membership number in the spaces provided on the proxy form.
2. If you wish for anyone other than Tim Condon (Chief Executive Officer) and Clay Creasey (Chief Financial Officer) to act as your proxy(ies), print their name(s) in the space provided.
3. Sign and date the proxy form on the lines provided. If the proxy is undated, your signature authorizes the Association to insert the date of receipt.
4. Your proxy can only be exercised at the regular annual meeting if it has been signed and filed with the Secretary before the polls open for the first contested issue, if any, at the meeting.

Mail your completed proxy form to:

Secretary
AAA Northern California, Nevada & Utah
P.O. Box 24502, Oakland, CA 94623

You may also fill out the form online at proxyonline.com/AAA. Forms must be received by February 28, 2022.


Kamili Moreland, Secretary

DIRECTOR BIOS



Tom Hayes—Member since 2006

OCCUPATION Mr. Hayes is an Accredited Wealth Manager from the Estate and Wealth Strategies Institute at Michigan State University. Tom served as Vice Chair of the AAA MountainWest Board, a club comprised of members from Montana, Wyoming, and Alaska, prior to its merger with AAA NCNU. Tom started his career managing a large farming operation in Montana, then worked as a commodity merchandiser for General Mills prior to starting his career as a financial advisor. Tom worked at RBC Wealth Management until retiring in January of 2021. Tom also served on the Board of Directors of Columbus Hospital in Great Falls, Mont., as well as Big Brothers & Big Sisters of Great Falls.

STATEMENT OF VIEWS AAA, like many businesses, is impacted by the disruptive forces of technology. Thriving in this environment requires operational excellence and visionary leadership. We are fortunate to have a team with both qualities—and a commitment to bringing value to our Members now and into the future.



Wendy Paskin-Jordan—Member since 1972

OCCUPATION Ms. Paskin-Jordan currently serves as Board Chair for AAA NCNU and Board Member of AAA Insurance Group. She is currently Co-CEO of Paskin & Berler Capital Advisors. Previously, she was Managing Director at Montgomery Asset Management, National Sales Director at Wells Fargo, and a corporate counsel at Bechtel Corporation.

STATEMENT OF VIEWS AAA strives to provide the services and products that Members want, while maintaining a company that is fiscally sound. With increased domestic economic pressures, AAA must continue to focus on improving our technology and delivery systems so that Members receive service and value in the most efficient way possible.



Submit this form by mail or online at proxyonline.com/AAA.

Proxy

PRINT YOUR NAME BELOW

YOUR AAA MEMBERSHIP NUMBER

LAST

FIRST

INITIAL

Please choose option A or B:

- Proxy Option A**—I wish to appoint Tim Condon (CEO) and Clay Creasey (CFO), and their respective successors as Chief Executive Officer and Chief Financial Officer of AAA Northern California, Nevada & Utah as my proxies to attend the annual meeting of the Members of AAA Northern California, Nevada & Utah, a California nonprofit mutual benefit corporation, on Wed., March 2, 2022, and any adjournment or postponement of that meeting.
- Proxy Option B**—I wish to appoint the person(s) named below as my prox(ies) to attend the annual meeting of the Members of AAA Northern California, Nevada & Utah, a California nonprofit mutual benefit corporation, on Wed., March 2, 2022, and any adjournment or postponement of that meeting.

I APPOINT: _____
 NAME(S) OF PROXYHOLDER(S) ADDRESS(ES) IF KNOWN

In the event that a proxyholder is not designated, the Chief Executive Officer and Chief Financial Officer of AAA Northern California, Nevada & Utah will be deemed to be the proxyholders appointed hereby. Said proxies shall vote in their discretion on all matters which may come before such meeting(s). Each proxy shall have power of substitution and any one of them shall have the powers hereby granted. **You may revoke this proxy at any time.** This proxy, unless revoked or replaced by substitution, shall remain in force for three years from the date hereof; but, if you wish this proxy to remain in force for only one year, check here:

Voting on other matters and at other meetings. I further appoint the person(s) named above my lawful proxyholder(s) to vote and act for me and in my name at all regular and special meetings of AAA Northern California, Nevada & Utah, or at any adjournment or postponement thereof, held during the term of this proxy, in transacting any business that may come before said meetings, including but not limited to the election of directors, as fully as I could do if personally present. Said proxyholder(s) shall vote at their discretion on all matters that may come before such meetings.

SIGN HERE _____ DATE HERE
 YOUR SIGNATURE MONTH DAY YEAR

(IF UNDATED, THE DATE OF RECEIPT WILL BE INSERTED BY AAA)

 NUMBER STREET + UNIT NUMBER CITY STATE ZIP CODE