

Annual Meeting Notice and Proxy Statement

November 20, 2022

To the Members of AAA Northern California, Nevada, and Utah: Please be advised that the regular annual meeting of the Members of AAA Northern California, Nevada, and Utah (“the Association”) will be held at 8 a.m. Mountain Time on Wednesday, January 4, 2023, at the Hampton Inn & Suites Ogden, Utah. Please bring your Membership card and photo identification for 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.

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:

Spencer Angerbauer, Utah

Margie Emmermann, Arizona

Bashir Wada, California

Dan Whitehurst, California

Nominees for 2023 director elections are not more than the number of directors to be elected, therefore pursuant to Section 9 of the AAA Northern California, Nevada, and Utah

Bylaws, no election of directors will be held, and the nominees within this notice are deemed and declared to have been elected.

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 2023 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 2023 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.
- In the event there are more

nominees than vacancies, we will continue to vote your submitted proxy unless you revoke it in accordance with procedures that will be established by the Association.

- 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 January 3, 2023.


Kamili Moreland, Secretary

DIRECTOR BIOS



Margie Emmermann

Member since 2000

OCCUPATION Ms. Emmermann is a retired businesswoman and government affairs professional. In her 20-year career in state government, Ms. Emmermann was appointed by four Arizona governors to head key agencies. She has been the recipient of numerous awards and recognitions for her service to the community, including the OHTLI award bestowed by the Mexican government on a U.S. resident for outstanding contributions to the Hispanic community. Ms. Emmermann has served on the AAA Arizona Board prior to its merger with AAA NCNU and is now a member of the Board of Directors of AAA Northern California, Nevada, and Utah.

STATEMENT OF VIEWS With laser focus on Members, AAA is continuously looking for opportunities to transform the services we offer and the way we deliver them to best meet the needs of current and future Members. It is imperative that we remain relevant.



Bashir Wada

Member since 1978

OCCUPATION An AAA Northern California, Nevada, and Utah director since 2008, Mr. Wada is a financial and business consultant. He most recently served as a senior vice president at Capmark Financial Group Inc., an international real estate financial company. Previously, Mr. Wada was a senior executive for an emerging markets alternative asset manager and a founding partner of a venture capital firm. Mr. Wada started his career at Wells Fargo Bank, where he held positions in investment management, private banking, retirement programs, and international banking. He has an MBA in finance from the University of California, Berkeley, and a BBA from the University of Wisconsin, Milwaukee.

STATEMENT OF VIEWS Proud of its long history of community service, AAA NCNU won the Points of Light Award for excellence in workplace volunteer programs. AAA NCNU employees are involved in volunteer activities such as the Ruby Bridges Walk to School Day, child-car-seat safety checkpoints, and Komen Race for the Cure.



Dan Whitehurst

Member since 1981

OCCUPATION Businessman and attorney. Mr. Whitehurst's business career has centered on the acquisition and management of funeral service companies in California. He also has experience in government, education, and media. From 1977 to 1985, he was the mayor of Fresno, California. He was later a Resident Fellow of the Institute of Politics at Harvard's Kennedy School, director of the Maddy Institute at CSU Fresno, and a TV/radio commentator for 15 years. Mr. Whitehurst graduated from Saint Mary's College of California, has a master's degree in Urban Studies from Occidental College and a law degree from UC Hastings. He is Board chair of California Issues Forum and past chair of the Institute for Local Government. Mr. Whitehurst was appointed to the AAA Northern California, Nevada, and Utah Board of Directors in 1999 and served as chair from 2005 to 2007.

STATEMENT OF VIEWS We are investing in technology and expanded services in order to remain valuable to members. We're also committed to retaining our culture of integrity and reliability. I think it's critical to streamline the national structure of AAA so the organization can keep up with rapidly changing consumer preferences. I also want to see AAA increase its visibility and impact in the communities we serve.



Spencer Angerbauer

Member since 2013

OCCUPATION CEO, Venture Slopes, LLC a technology investment and consulting firm located in the heart of Silicon Slopes, Utah's tech district. He was previously President and CEO of Equinox Business Solutions, that became one of the largest service providers in the commercial transportation industry. He now serves as a director of CSAA, AAA Life, as well as a handful of technology and start-up companies. He has also served as a Director and chair for other various charitable organizations in Utah including the Leukemia and Lymphoma Society after his oldest son was diagnosed with a rare form of cancer several years ago. He earned his bachelors and masters in Business Administration from the University of Utah. Mr. Angerbauer has been a Director of AAA Northern California, Nevada, and Utah since 2014 and currently serves as the Board Vice Chair.

STATEMENT OF VIEWS AAA has long been a staple and icon for over 100 years. In order to continue as one of the most trusted and recognizable brands in the world, we must continue to focus on the needs of our amazing Members through continued innovation within transportation, home, and overall life.

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



Proxy

YOUR AAA MEMBERSHIP NUMBER

PRINT YOUR NAME BELOW

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 Wednesday, January 4, 2023, 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 Wednesday, January 4, 2023, 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. In the event there are more nominees than vacancies, we will continue to vote your submitted proxy unless you revoke it in accordance with procedures that will be established by the company. 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

 NUMBER STREET + UNIT NUMBER CITY STATE ZIP CODE