

Annual Meeting Notice and Proxy Statement

November 20, 2024

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 8:00 a.m. Pacific Time on Tuesday, January 7, 2025, at the Sheraton Sonoma Hotel in Petaluma, Calif. If you plan to attend the annual meeting, please register at [AAA.com/registration](https://aaa.com/registration) no later than December 13, 2024. Members who do not register by this date will not be admitted to the meeting. Please bring your Membership card and photo identification for admittance.

MEETING CONDUCT

In fairness to all Members attending and to ensure an orderly and constructive annual meeting, please observe the following procedures:

1. Do not attend the meeting if you are experiencing any symptoms of illness, including fever, cough, congestion, or shortness of breath.
2. We may be required to limit attendance at the meeting to comply with state and local laws and guidelines.
3. Recording the meeting is prohibited.
4. The Corporate Secretary and/or Presiding Officer will stop discussions that are: irrelevant to the business of the Company, in substance repetitious of statements made by other persons, personal claims or grievances, or proposals to further a personal interest.
5. Derogatory references to personalities or comments that are otherwise in bad taste will not be permitted and will be a basis for removal from the meeting.
6. If a technical malfunction or other significant problem disrupts the meeting, the Corporate Secretary and/or Presiding Officer may adjourn, recess, or expedite the meeting, or take other action that the Corporate Secretary and/or Presiding Officer determines appropriate.

Please comply with these rules, which are intended to benefit all Members in attendance. Deliberate violation of procedures or an attempt to disrupt the meeting will be considered cause for expulsion from the meeting.

ELECTION OF DIRECTORS

The following candidates for election to the Board of Directors have been nomi-

nated by the Nominating Committee, per the Bylaws of the Association:



Tom Hayes, Montana
Member since 2006

Occupation: Tom retired in January of 2021 from RBC Wealth Management. He was a founding member of

Hayes/Keel Group, an investment advisory business within RBC. Mr. Hayes is an Accredited Wealth Manager from the Estate and Wealth Strategies Institute at Michigan State University. He began his AAA service on the AAA Mountain West Board, a club comprised of Members from Montana, Wyoming, and Alaska. As Vice Chair, he was instrumental in merging that club into AAA NCNU. Mr. Hayes has also served on the Boards of Columbus and Benefis Hospitals and Big Brothers & Big Sisters.

Statement of Views: AAA is a business with a 100+ year history of serving its Members. We are, like many businesses, impacted by the disruptive forces of technology in an increasingly competitive landscape. Thriving in this environment requires operational excellence and visionary leadership. We are fortunate to have a team that possesses these qualities, along with a commitment to bringing value to our Members both now and into the future. I am proud of our history and eager to help set a path for the next 100 years.



Wendy Paskin-Jordan, California
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.

Nominees for 2025 Director elections are not more than the number of directors to

be elected, therefore pursuant to Section 9 of the AAA Northern California, Nevada & 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 2025 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 2025 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 Marshall Doney (President & Chief Executive Officer) and Dustin Cramer (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.

You may also fill out the form online at proxyonline.com/AAA. Forms must be received by January 3, 2025.


Kamili Moreland, Secretary

Mail your completed proxy form to:
Secretary
AAA Northern California, Nevada & Utah
P.O. Box 24502, Oakland, CA 94623

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 Marshall Doney (President and CEO) and Dustin Cramer (CFO), and their respective successors as President & 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 non-profit mutual benefit corporation, on Tuesday, January 7, 2025, 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 Tuesday, January 7, 2025, 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 President & 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
(IF UNDATED, THE DATE OF RECEIPT WILL BE INSERTED BY AAA)

NUMBER STREET + UNIT NUMBER CITY STATE ZIP CODE