




Citizens Electric Corporation

A Touchstone Energy® Cooperative 

INSTRUCTIONS

Shareholder Petition For Director Nomination

Article II, Section 3 of the Corporation's By-Laws provides for director nominations by petition. The procedures and guidelines to be followed by shareholders of the Corporation in nominating qualified candidates by petition are as follows:

- A. All prospective candidates must complete Pages 1-3 of the Shareholder Petition for Director Nomination (the "Petition") and certify by their signature the truthfulness of all information contained therein.
- B. A potential candidate, in order to be included on the ballot for election of directors, shall obtain the signatures and other required information of no less than three percent (3%) of all current shareholders of the Corporation. Upon request, the Corporation shall communicate to the shareholder requesting the Petition the exact number of required signatures as of the date of the request.
- C. **All signatures and other required information shall be completed in blue or black ink and shall be clear and legible so as to allow for verification.**
- D. Completed Petitions with **original** shareholder signatures must be received by the Secretary of the Corporation at least 100 days before the annual meeting (by January 14, 2019).
- E. No shareholder may nominate more than one candidate by petition per director election.

Required Documents:

Shareholder Petition (3 Pages)

Signature Page* (Can be reproduced as necessary)

CITIZENS ELECTRIC CORPORATION
Shareholder Petition for Director Nomination
At An
Annual Meeting Of Shareholders

Pursuant to Article II, Section 3 of the Corporation's By-Laws, three percent (3%)¹ or more of all current shareholders of the Corporation acting together may make a nomination by petition. A prospective candidate shall see that this form and all signatures and information collected are true and complete. To verify the required number of shareholder signatures, the prospective candidate **must obtain**: a) the printed name of the shareholder as it appears on the shareholder's electric bill; b) the address at which the shareholder receives electric service; c) the shareholder's account number; and d) a legible signature of the shareholder whose name appears on the bill.

No shareholder may nominate more than one candidate by petition per election.

NOW, THEREFORE, pursuant to Article II, Section 3 of the By-Laws of the Corporation, the following shareholder desires to be nominated by petition and to thereafter stand for election at the Corporation's 2019 Annual Meeting of Shareholders to represent the interests of the Corporation's shareholders located in: (*check one*) Ste. Genevieve/St. Francois Counties _____; Perry County _____; or Cape Girardeau County _____:

Printed Name: _____

Service Address: _____
Street

City State Zip

Account Number: _____

Telephone Number(s): _____

E-mail Address: _____

- In accordance with Article II, Section 2 of the Corporation's By-laws, I hereby certify that I am:
- a) an individual shareholder of the Corporation or the duly constituted attorney in fact of a corporate shareholder;
 - b) able to enter into legally binding contracts;
 - c) a bonafide resident of the county in which a directorship term will expire or is otherwise vacant;
 - d) not in any way employed by or financially interested in a competing enterprise or a business selling electrical energy, services or supplies to the Corporation;
 - e) in good standing with the Corporation by not owing a delinquent debt to the Corporation during such director's term of office or within three (3) years prior to becoming a director;
 - f) not a convicted felon, by reason of a court conviction, plea of guilty or plea of no contest;

¹ A prospective candidate shall contact the Corporation's offices (877.876.3511 ext. 3901) to find out the number of signatures required to be collected to meet the three percent (3%) requirement.

- g) not a Close Relative of an employee of the Corporation or any subsidiary thereof while a director and during the thirty-six (36) months immediately before becoming a director;
- h) not employed by the Corporation or any subsidiary thereof while a director and during the thirty-six (36) months immediately before becoming a director; and
- i) not engaged in a personal relationship with a fellow director or an employee of the Corporation or any subsidiary thereof that could, in the sole judgment of the Board of Directors, interfere with the director's independent judgment, disrupt or negatively impact the workplace, undermine shareholder's confidence in the operations of the Corporation, or reasonably create the appearance of a conflict of interest.

The term "Close Relative" means an individual who through blood, law or marriage is a spouse, child, stepchild, father, stepfather, mother, stepmother, brother, stepbrother, half-brother, sister, stepsister, half-sister, grandparent, grandchild, father-in-law, mother-in-law, brother-in-law, sister-in-law, son-in-law or daughter-in-law; or another individual who resides in the same residence. A standing director of the Corporation shall not be considered a Close Relative while serving in the directorship position because of a marriage or legal action to which such director was not a party.

I fully understand that if I am elected as a director of the Corporation, I must attend at least two of any three successive regular board meetings but in no event shall I be absent from more than two meetings on an annual basis, provided that my health so permits.

I further certify that:

- I believe in the Cooperative principles that guide the Corporation's operation as a not-for-profit electric corporation;
- I am willing and able to attend 12 monthly board meetings;
- I am willing and able to attend 2-4 additional board and/or committee meetings per year;
- I am willing and able to attend State and/or National meetings, conferences, and/or training seminars for an additional 2-10 days per year;
- I fully understand that directors of the Corporation are encouraged to attend 10-12 days of training over a 6-year time period to complete NRECA's Credentialed Cooperative Director Certification; and
- I understand directors receive a daily per diem and mileage reimbursement for meetings attended.

A short biography of myself follows and includes my present occupation, previous work experience, community involvement, positions of leadership, family (spouse/children) information, and particular traits, talents or skills I believe would be advantageous to Citizens Electric in the position of a director.

(continued next page)

CITIZENS ELECTRIC CORPORATION

Shareholder Petition for Director Nomination

NOW, THEREFORE, for the purpose of nominating _____ to stand as a candidate for election to the Board of Directors at Citizens Electric Corporation's 2019 Annual Meeting of Shareholders, I, **as the named shareholder on the applicable account listed below**, do hereby provide the following required information and affix my signature to this Shareholder Petition:

Printed Name: _____

Service Address (Street, City, State): _____

Account No.: _____ Signature: _____

Printed Name: _____

Service Address (Street, City, State): _____

Account No.: _____ Signature: _____

Printed Name: _____

Service Address (Street, City, State): _____

Account No.: _____ Signature: _____

Printed Name: _____

Service Address (Street, City, State): _____

Account No.: _____ Signature: _____

Printed Name: _____

Service Address (Street, City, State): _____

Account No.: _____ Signature: _____

Printed Name: _____

Service Address (Street, City, State): _____

Account No.: _____ Signature: _____

This Sheet Must Contain Original Signatures – Blue Ink Preferred