

Annual Meeting Notice and Proxy Statement

January 1, 2020

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. Pacific standard time on Thursday, March 5, 2020, at the Renaissance Walnut Creek Hotel, Rooms A and B, 2805 Jones Road, Walnut Creek, California. Please bring your Membership card for identification and admittance.

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 the next page your proxy, and 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 If you do attend the annual meeting and wish to vote in person, your proxy can be withdrawn at that time.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:

Spencer Angerbauer, Utah
Margie Emmermann, Arizona
Bashir Wada, California

Joseph Warren, Arizona
Daniel K. Whitehurst, California

Because the number of nominees and the 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 2020 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 2020 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 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.

DIRECTOR BIOS



Spencer Angerbauer
Member since 2013
OCCUPATION CEO, Venture Slopes, LLC, a technology investment and consulting firm. Mr. Angerbauer has been a director of AAA

NCNU since 2014, and he currently serves as chair of the Audit, Compliance, and Risk Committee. He also serves as a director of CSAA, AAA Life, and several technology companies. He has also served as a director and chair for charitable organizations such as the Leukemia and Lymphoma Society, after his son was diagnosed with a rare form of cancer several years ago. He earned bachelors and masters degrees in business administration from the University of Utah.
STATEMENT OF VIEWS AAA has been an 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 in transportation, home, and overall life.



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 state agencies. She has received recognition and awards 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. She is a member of the Board of Directors of AAA NCNU, AAA Club Partners (ACP), and CALA Alliance.

STATEMENT OF VIEWS With a laser focus on Members, AAA is continually 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.

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 Thursday, March 5, 2020, 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 Thursday, March 5, 2020, 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

YOUR SIGNATURE

DATE HERE

MONTH	DAY	YEAR

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

NUMBER

STREET + UNIT NUMBER

CITY

STATE

ZIP CODE



Bashir Wada
Member since 1978
OCCUPATION An NCNU director since 2008, Mr. Wada is a financial and business consultant. He most recently served as a Senior Vice President at Capmark Financial Group, 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. He has a BBA from the University of Wisconsin, Milwaukee, and an MBA in finance from the University of California, Berkeley.

STATEMENT OF VIEWS Thanks to 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 child car seat safety checkpoints and Komen’s Race for the Cure.



Joseph Warren
Member since 2000
OCCUPATION Retired CFO, Treasurer, and Secretary of CoorsTek. Additionally, Mr. Warren was CFO of White Electronic Designs. Among his civic and professional activities, he served as a board member for the Epilepsy Foundation of Denver, the Financial Executives Institute, the Grand Canyon Association, and AAA Arizona. Mr. Warren received his bachelor’s degree in accounting from Arizona State University. He has served on the Board of AAA NCNU since 2016.

STATEMENT OF VIEWS Since AAA was formed, it has worked hard to be helpful to its Members. As we go forward, AAA will evolve so that relationship is sustained through the 21st century.



Daniel K. Whitehurst
Member since 1981
OCCUPATION Businessman and attorney. Mr. Whitehurst’s career has centered on the acquisition and management of funeral service companies in California. He also has experience working in government, education, and media. Mr. Whitehurst has a master’s in urban studies from Occidental College and a law degree from UC Hastings. He is board chair of the California Issues Forum and is on the Leadership Council of California Forward. He was appointed to the AAA Board of Directors in 1999 and served as chair from 2005 to 2007.

STATEMENT OF VIEWS We are investing in technology and expanded services to remain valuable to Members, and we are committed to our culture of integrity and reliability. It’s critical to streamline AAA’s national structure to keep up with consumer preferences. I also want to see AAA increase its visibility and impact in the communities we serve.