To the Members of AAA Northern California, Nevada & Utah: Please be advised that the 2016 regular annual meeting of the Members of AAA Northern California, Nevada & Utah (“Association”) will be held at 3:00pm PST on Thursday, March 3, 2016, at the club offices, 1900 Powell Street, Suite 1200, Emeryville, CA. Please bring your Membership card for identification and admittance.

It’s important that your votes be represented at the annual meeting, whether or not you plan to attend in person. Please indicate on the proxy form on the other side of this sheet your vote on the matters presented, and sign, date and return the proxy form to the address listed below. If you do attend the annual meeting and wish to vote in person, your proxy can be withdrawn at that time.

In January 2016, AAA Northern California, Nevada & Utah plans to join together with AAA MountainWest serving Montana, Wyoming and Alaska. The coming together of our two organizations enables us to pool our collective resources and talent to continue delivering legendary service to all Members across our expanded territories.

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, Salt Lake City, UT
- Wendy Paskin-Jordan, San Francisco, CA
- Shirley Ward, Santa Rosa, CA
- Tom Hayes, Missoula, MT

Mr. Hayes is currently a director of AAA MountainWest and will join the AAA Northern California, Nevada & Utah Board upon completion of the club’s combination with AAA MountainWest.

Since the number of nominees and number of open director seats is the same, no election of directors will be held and the candidates above will be considered elected, per Section 9(f) of the Bylaws.

AMENDMENT OF BYLAWS
We’re asking Members to approve an amendment to our Bylaws to increase the maximum number of Directors of AAA Northern California, Nevada & Utah, up to a possible total of 30 directors. The Board believes an increase in its size will provide the opportunity, consistent with the club’s mission, to continue building a Board with diverse talents and perspectives, as well as demonstrated experience and expertise. New directors may also join the Board if other AAA auto clubs join AAA Northern California, Nevada & Utah in the future, to allow the Board to include directors reflecting the entirety of the AAA Northern California, Nevada & Utah geographic service area.

The Bylaws amendment also clarifies that the Board is authorized to determine the exact number of directors, within the range authorized by the Bylaws.

The Board of Directors has approved the Bylaws amendment and recommends AAA Northern California, Nevada & Utah Members vote to support it.

AMENDMENT TO ARTICLES OF INCORPORATION
In light of our pending combination with AAA MountainWest, we are asking the Members to approve an amendment to our Articles of Incorporation, to change the name of the Association to “AAA Mountain West Group, Inc.” The proposed amendment, if approved by the Members, would revise Article I of the Articles of Incorporation to read “The name of the corporation shall be AAA Mountain West Group, Inc.” The name change is intended to welcome new Members and employees from Montana, Alaska and Wyoming into our group, to position ourselves for future growth and to more appropriately represent our new territory that will cover Northern California to Alaska.

Although the formal corporate name of the Association will change, in each local market we will continue to proudly present ourselves as AAA Utah, AAA Nevada, etc.

The Board of Directors has approved the amendment to the Articles and recommends AAA Northern California, Nevada & Utah Members vote to support it.

GENERAL PROXY
The proxy form on the other side of this sheet 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 2016 annual meeting, or at any other meeting of the Members of the AAA Northern California, Nevada & Utah during the term of the proxy. The term of the proxy will be three years, unless you indicate that you wish to grant the proxy for a shorter term. Consequently, the proxyholders will have broad discretion to represent you and vote on your behalf on a broad variety of matters, which may include election of directors of the Association, as well as a variety of proposals that may be presented for approval of the Members. AAA Northern California, Nevada & Utah is not aware of any specific proposals to be presented to Members at the 2016 annual meeting or subsequent Member meetings as of today.

IMPORTANT
Before filling out the proxy form, please note:

- Every Member is entitled to vote, in person or by proxy.
- You may attend and vote at any regular annual meeting or special meeting of the membership, whether you have signed a proxy or not.
- 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 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 anyone other than Tim Condon (Chief Executive Officer) and Marc Loupe (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 AAA 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.

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

You may also go online to www.proxyonline.com/AAA
Forms must be received by Feb. 26, 2016.

Kamili Moreland
SECRETARY
Proxy

Please choose option A or B

Proxy Option A — I wish to appoint Tim Condon (CEO) and Marc Loupe (CFO), and their respective successors as Chief Executive Officer and Chief Financial Officer of AAA Northern California, Nevada & Utah, and each of them, as my proxies to attend the annual meeting of the Members of AAA Northern California, Nevada & Utah, a California nonprofit mutual benefit corporation, on March 3, 2016, and any adjournment or postponement of that meeting, and to vote or otherwise represent my membership as to the following matters in the manner I have specified below.

Proxy Option B — I wish to appoint the person(s) named below as my proxy to attend the annual meeting of the Members of AAA Northern California, Nevada & Utah, a California nonprofit mutual benefit corporation, on March 3, 2016, and any adjournment or postponement of that meeting, and to vote or otherwise represent my membership as to the following matters in the manner I have specified below.

I APPoint:

NAME(S) OF PROXYHOLDER(S)   ADDRESS(ES) IF KNOWN

In the event 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. This proxy may be revoked 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: ☐

Amendment of Bylaws - Proposal to amend the corporation’s bylaws to increase the authorized number of directors up to 30, authorizing the Board to fix the specific number of directors.  ☐ APPROVE ☐ DISAPPROVE

Amendment of Articles of Incorporation - Proposal to amend the corporation’s articles of incorporation to change the corporation’s name to “AAA Mountain West Group, Inc.”  ☐ APPROVE ☐ DISAPPROVE

Voting on Other Matter 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 as 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.