

MDU RESOURCES GROUP INC  
Form DEFA14A  
March 22, 2019

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934  
(Amendment No. )

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

MDU Resources Group, Inc.

(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2)Form, Schedule or Registration Statement No.:

3)Filing Party:

4)Date Filed:

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\*\*\* Exercise Your Right to Vote \*\*\*

Important Notice Regarding the Availability of Proxy Materials for the  
Stockholder Meeting to Be Held on May 7, 2019.

Meeting Information

MDU Meeting  
RESOURCES Annual  
Meeting

For holders as of:  
March 8, 2019

Time: 11:00

Date: May 7, 2019 AM,  
CDT

Location: MDU  
Service  
Center  
909  
Airport  
Road  
Bismarck,  
ND  
58504

You are receiving this  
communication because you  
hold shares in MDU  
Resources Group, Inc.

This is not a ballot. You  
do not use this notice to  
exercise these shares. This  
communication presents  
only an overview of  
the more complete proxy  
materials that are available  
on the Internet. You  
may view the proxy  
materials online at

[www.proxyvote.com](http://www.proxyvote.com), scan  
the QR Barcode on the  
reverse side, or easily  
request a paper copy (see  
reverse side).

We encourage you to access  
and review all of the  
important information  
contained in the proxy  
materials before voting.

See the reverse side of this  
notice to obtain proxy  
materials and voting  
instructions.

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Before

You

Vote

How to

Access

the

Proxy

Materials

Proxy

Materials

Available

to

VIEW

or

RECEIVE:

COMBINED

PROXY

STATEMENT

AND

ANNUAL

REPORT

How to

View

Online:

Have

the

information

that is

printed in the **XXXX XXXX XXXX XXXX** (located on the following page)

box

marked

by the

arrow à

and visit: [www.proxyvote.com](http://www.proxyvote.com), or scan

the QR Barcode below.

How to

Request

and

Receive

a

PAPER

or

E-MAIL

Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy.

Please choose one of the following methods to make your request:

- 1) [www.proxyvote.com](http://www.proxyvote.com)

BY

INTERNET:

2) BY I-800-579-1639  
TELEPHONE:

3) BY sendmaterial@proxyvote.com  
E-MAIL\*:

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow

XXXX

à XXXX (located on the following page) in the subject line.

XXXX

XXXX  
Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor.

Please make the request as instructed above on or before April 23, 2019 to facilitate timely delivery.

### How To Vote

Please Choose One of the Following Voting Methods  
SCAN TO VIEW MATERIALS & VOTE <sup>4</sup>

Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the proxy materials for any special requirements for meeting attendance and for instructions to request an admission ticket. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: Go to www.proxyvote.com or from a smartphone, scan the QR Barcode above. Have the information that is printed

in the box marked by the arrow  
XXXX (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.



Voting items

The Board of Directors recommends you vote FOR the following:

- |                          |  |
|--------------------------|--|
| 1. Election of Directors | The Board of Directors recommends you vote FOR Items 2, 3, 4 and 5.  |
| Nominees:                | Advisory Vote to Approve the Compensation Paid to the Company's Named Executive Officers.  |
| 1a. Thomas Everist       | 2.   |
| 1b. Karen B. Fagg        | 3. Ratification of the Appointment of Deloitte & Touche LLP as the Company's Independent Registered Public Accounting Firm for 2019.                                 |
| 1c. David L. Goodin      | 4. Approval of an Amendment to Montana-Dakota Utilities Co.'s Restated Certificate of Incorporation.   |
| 1d. Mark A. Hellerstein  | 5. Approval of Amendments to Update and Modernize the Company's Amended and Restated Certificate of Incorporation, Including Removing the Requirement of Action by a |
| 1e. Dennis W. Johnson    |  |
| 1f. Patricia L. Moss     |  |
| 1g. Edward A. Ryan       |  |



Two-Thirds Vote  
of Continuing  
Directors for  
Certain Board  
Actions.

1h. David M. Sparby

1i. Chenxi Wang

1j. John K. Wilson

NOTE: Such other  
business as may  
properly come before  
the meeting or any  
adjournment thereof.

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