

บริษัท ไทยยูเนียน โฟรเซน โปรดักส์ จำกัด (มหาชน)

THAI UNION FROZEN PRODUCTS PUBLIC COMPANY LIMITED

979/12 ชั้นเอ็ม อาคารเอสเอ็มทาวเวอร์ ถนนพหลโยธิน แขวงสามเสนใน เขตพญาไท กรุงเทพมหานคร 10400 โทร. 0-2298-0024 โทรสาร 0-2298-0553
979/12 M Floor, S.M.Tower, Phaholyothin Road, Samsennai, Phayathai, Bangkok 10400 Tel. 0-2298-0024 Fax. 0-2298-0553
ทะเบียนเลขที่ 0107537000891

The Articles of Association of THAI UNION FROZEN PRODUCTS PUBLIC COMPANY LIMITED

Section 5

Board of Directors

15. The Company shall have a board of directors comprising at least 5 directors and not less than half of the total number of directors shall reside within the Kingdom of Thailand.
16. The Directors shall be elected by the meeting of shareholders in accordance with the rules and procedures as follows:
 - (1) Each shareholder shall have one vote for each share held;
 - (2) Each shareholder must exercise all his/her voting rights under (1) to elect one or more persons as directors and can not allocate specific percentage of voting rights to any individual director among all the directors participated; and
 - (3) The persons receiving the highest votes in their respective order of the votes shall be elected as directors at the number equal to the number of directors required at that time. In case of equal vote among the persons elected in order of respective high numbers of votes, which number exceeds the required number of directors of the Company at such time, the chairman shall have the casting vote.
17. At every annual general meeting, one-third of the directors shall be retired from directorship. In case the number of directors is not a multiple of three, the number nearest to one-third shall be retired from directorship.

During the first and second years following the Company's registration, the termination of members of Board of Directors shall be determined by drawing lots. Director with longest period of directorship is required to leave in the subsequent years.

18. Apart from retirement by rotation, termination of directorship shall be derived from the following cases:
 - (1) Death;
 - (2) Resignation;
 - (3) Becoming unqualified or illegal pursuant to the law governing public limited company;
 - (4) Shareholders' resolution under Article (21);
 - (5) Order by Court of Justice;
19. Any director who wishes to resign shall submit resignation letter to the Company. Such resignation shall be effective as from the date the Company receives such letter.
20. In the case that any directorship falls vacant for reasons other than by rotation, the Board of Directors shall elect substitute director during the next meeting of the Board of Directors provided that such substitute director must be qualified pursuant to the law governing public limited company . With exception, in the case that the remaining term of office of the directorship is less than 2 months, the substitute director shall hold the position only for the remaining term of office of the director whom he or she replaced.

The resolution of the Board of Directors under the foregoing paragraph must contain no less than three-fourth of votes by directors remaining at that time.

21. The shareholders' Meeting may pass a resolution to terminate any director prior to expiration of his or her office term by a majority vote of not less than three-fourth of shareholders, attending the meeting and entitled to vote and the number of shares shall be not less than half of the total shares held by them.

Section 6

Meeting of Shareholders

32. The Board of Directors shall arrange an annual ordinary general meeting of shareholders within the period of four months following the end of the Company's fiscal year.

Except for the above-stated meeting of shareholders, other meetings of shareholders shall be recognized as extraordinary general meeting of shareholders.
33. The Board of Directors shall issue meeting notice giving details on venue, date, time, agenda and related information with clear objective for each agenda whether for acknowledgement, approval or consideration plus the board's opinion.

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Such notice shall be sent to shareholders and registrar at least 7 days prior to the meeting and promulgated in daily newspaper for three consecutive days at least 3 days prior to the meeting.

34. The Meeting of Shareholders must be attended by shareholders in persons or by proxies (if any) not less than 25 in number or not less than a half of total number of shareholders and have an aggregate number of shares not less than one-third of all shares sold to constitute a quorum.

The shares held by the Company shall not be counted to form a quorum for shareholders' meeting.

35. To make a resolution in any certain issue, each shareholder shall have one vote per each share held. Voting shall be made according to the following criteria:

- (1) In normal case, by a majority vote of the shareholders who attend the meeting and have the right to vote. In case of equal voting, the chairman of the meeting shall have a casting vote; and
- (2) In the following cases, by a vote of not less than three-fourth of the total number of shareholders present at the meeting and entitled to vote;
 - (a) sale or transfer of whole or essential parts of business of the Company to other parties;
 - (b) Purchase or merger and acquisition of other business into the Company's operation; and
 - (c) Entering into, amendment to or termination of rental contract for the Company's whole or essential part of business, assignment of other persons to manage the Company and merger scheme aiming for profit sharing.

36. The following functions should be carried out during an annual ordinary general meeting of shareholders:

- (1) Consideration of the Board of Directors' report on operational results in the past year;
- (2) Consideration and approval for balance sheets;
- (3) Consideration of profit allotment;
- (4) Election of new directors as required by rotation basis;
- (5) Appointment of the Company's independent auditor; and
- (6) Other business.

Information for consideration of the election of the Company's directors

Name : Mr. Rittirong Boonmechote
Position : Managing Director – Shrimp Products Line
Nation : Thai
Age : 50 years
Education : Bachelor Degree, Bangkok University
TUF Directorship Period : 10 years
Relationship : None
Shareholder : 13,100,000 Shares* or 1.37% of paid-up capital
Address : 100/3 Aree-Samphan 2, Phaholyothin Rd., Samsennai,
Phayathai, Bangkok



Position in other Listed Companies : None
Position in other organizations : President, Thai Union Feedmill Co., Ltd.
President, Thai Union Hatchery Co., Ltd.
President, Thai Quality Shrimp Co., Ltd.
President, Thai Union Seafood Co., Ltd.

Position in other organizations that have conflicts to the Company : None

Training/Seminar Course related to Directorship:

- TLCA Executive Development Program No.2/2552 (2009) / Thai Institute of Director (IOD)
- Director Accreditation Program (DAP) No. 84/2553 (2010) / Thai Institute of Director (IOD)

No. of attendance : Y2011 The Board of Directors 6 of 7 times (86%)

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ทะเบียนเลขที่ 0107537000891

Name : Mr. Kiti Pilunthanadiloke
Position : Independent Director and Audit Committee
Nation : Thai
Age : 72 years
Education : Barrister at Law
Bachelor of Law, Thammasat University
TUF Directorship Period : 13 years
Relationship : None
Shareholder : - Shares * or - of paid-up capital
Address : 96/5 Krungthepkreea Rd., Soi C4, Sapsung, Bangkok
Position in other Listed Companies : None
Position in other organizations : Lawyer, Kiti Legal Counsellors
Experience : Lawyer, Kiti Legal Counselors
Special Public Prosecutor, Office of the Attorney General



Position in other organizations that have conflicts to the Company : None

Training/Seminar Course related to Directorship:

- Director Accreditation Program (DAP) No. 36/2548 (2005) / Thai Institute of Directors (IOD)

No. of attendance : Y2011 The Board of Directors 7 of 7 times (100%)

Y2011 The Audit Committee 14 of 14 times (100%)

Y2011 The Remuneration Committee 1 of 1 times (100%)

Name : Dr. Thamnoon Ananthothai
Position : Independent Director, Chairman of the Nomination Committee
and Chairman of the Risk Management Committee
Nation : Thai
Age : 55 years
Education : Ph.D., International Mangement, Walden University,
Naples, Florida USA
A.C.A Certificate, American Accreditation Council for Accountancy, USA
M.B.A. Management, The University of Sarasota Florida, USA
B.A. Accountancy & Management, Eckerd College-St. Petersburg, USA



TUF Directorship Period : 2 years

Relationship : None

Shareholder : - Shares* or - % of paid-up capital

Address : 903/32 Rama III Rd., Bangpongoang, Yannawa, Bangkok

Position in other Listed Companies : Vice Chairman and Chairman of Audit Committee, IFS Capital (Thailand) PCL.
Chairman, Vintage Engineering PCL.

Vice Chairman and Chairman of Audit Committee, Better World Green PCL.

Director and Chairman of Audit Committee, Eastern Printing PCL.

Director/Independent Director Audit Committee/Chairman of the Nominating-
Committee and Remuneration Committee Member, Property Prefect PCL.

Position in other organizations : Director and Audit Committee, Bangkok University

Executive Director, Merchant Partners Securities PCL.

Position in other organizations that have conflicts to the Company : None

Training/Seminar Course related to Directorship:

- Director Accreditation Program (DAP) No. 36/2548 (2005) / Thai Institute of Directors (IOD)

No. of attendance : Y2011 The Board of Directors 7 of 7 times (100%)

Y2011 The Nomination Committee 1 of 1 times (100%)

Y2011 The Risk Management Committee 2 of 2 times (100%)

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Name : Mr. Kirati Assakul
Position : Independent Director and Chairman of the Remuneration Committee
Nation : Thai
Age : 53 years
Education : Chemical Engineering Ontario, Queen's University, Canada
Chemical Engineering, University of Southern California, USA
TUF Directorship Period : 2 years
Relationship : None
Shareholder : 21,000 Shares* or 0.00% of paid-up capital
Address : 45/6 Soi Ar-ka Pat, Sukhumvit 19 Rd., Klongton Nua, Wattana, Bangkok
Position in other Listed Companies : Chairman of the Boards, Ocean Glass PCL.
Position in other organizations : Chairman, Ocean Life Insurance Co., Ltd.
Position in other organizations that have conflicts to the Company : None
Training/Seminar Course related to Directorship:
- Role of the Compensation Committee (RCC) No. 5/2550 (2007) / Thai Institute of Directors (IOD)
- Director Certification Program (DCP) No. 47/2547 (2004) / Thai Institute of Directors (IOD)
No. of attendance : Y2011 The Board of Directors 6 of 7 times (86%)
Y2011 The Remuneration Committee 1 of 1 times (100%)



Name : Mr. Ravinder Singh Grewal Sarbjit S
Position : Independent Director
Nation : Malaysia
Age : 43 years
Education : Bachelor of Commerce degree, University of New South Wales, Australia
TUF Directorship Period : 2 years
Relationship : None
Shareholder : - Shares* or - % of paid-up capital
Address : 979/12 M Floor, S.M.Tower, Phayothin Rd., Samsennai, Phayathai, Bangkok
Position in other Listed Companies : None
Position in other organizations : Alt Director, Otto Marine Ltd. (Singapore)
Alt Director, Straits Resources Ltd. (Australia)
Director, Shangri-La Hotels (Malaysia)
Director, Wellard Holdings (Australia)
Director, Scomi Oilfield Limited (Bermuda)
Director, MW Brands Holding SAS
Position in other organizations that have conflicts to the Company : None
Training/Seminar Course related to Directorship:
- Director Certification Program (DCP) / Thai Institute of Directors (IOD) No. 10/2545 (2002)
- TLCA Executive Development Program / Thai Institute of Directors (IOD) No. 1/2552 (2009)
No. of attendance : Y2011 The Board of Directors 7 of 7 times (100%)



Remark: * Shareholders of TUF that included spouse and children as of 31 December 2011.

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Definition and qualification of Independent Director

An independent director is a qualified and independent person according to the Company's Corporate Governance Policy established by the Board. Moreover, the Company's criteria are stricter than "the criteria" required by the Stock Exchange of Thailand and the Securities Exchange Commission.

An independent director must meet the following criteria:

- 1) Holds no more than 0.05% of total voting stocks of TUF including stocks held by connected persons of the independent director, as well as nominees.
- 2) Is not or has not ever been a major shareholder.
- 3) Is not or has not ever been board member of its parent company or an executive director, employee, staff, advisor who receives salary of a controlling person of TUF, its parent company, its subsidiaries, its associated companies.
- 4) Is not any professional advisor.
- 5) Has not or has not had a business relationship with the Company, its parent company, its subsidiaries, its associated companies or a juristic person who may have conflicts of interest, in the manner that may interfere with his independent judgment.
- 6) Does not represent the Company's or its major shareholder's board member or a shareholder who is related to the Company's major shareholder.

Appointment of Directors

The Nomination Committee shall appoint a director, whose qualifications are deemed appropriate and qualified pursuant to the Public Companies Limited Act. Such appointment can be made only in the event that directorship either expires by normal office term or prematurely falls vacant in consequence of whatever causes during the office term. A substitute director appointed to fill interim vacancy shall be in the office only for the remaining tenure. One third of directors shall retire and new directors shall be elected in an annual general meeting of shareholders according to criteria and procedures set forth below:

1. Each shareholder has a right to vote in proportion to share volume owned; the principle of "one share, one vote" is applied.
2. Each shareholder is required to cast the entire vote owned in 1 for one or more candidates but can not split the vote into portions.
3. Candidates shall be entitled to directorship based on votes received. Candidate with maximum votes is first entitled to directorship and followed by the other less voted, respectively. As a rule, the number of newly appointed directors must not exceed the number of new directors intended in that election.

Shareholders, if necessary, may pass resolutions to remove any director prior to statutory expiration of office term provided (a) three fourth of majority votes of all shareholders present at a meeting is reached; and (b) the aggregate share volume owned by shareholders in (a) must be greater than half of the aggregate share volume owned by all shareholders present at the meeting. Such case shall be effective only when the qualifications of all board members and the management comply fully with Section 68 of the Public Companies Limited Act of 1992 and the SEC's Regulation Governing the Rules, Conditions and Procedures for the Securities Offer and Permission dated May 18, 1992.

The board of directors shall appoint any person deemed professionally recognized and qualified to act as independent director provided that the appointee is (a) not an employee or staff member receiving regular salary from the company or its subsidiaries; (b) independent of major dominant shareholders; (c) a shareholder of not more than 0.05% of the respective paid-up capital of the company; and (d) able to equally protect the interests of minority shareholders.

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Information for consideration of Director's Remuneration

The Proposed remuneration package for year 2012

	Year 2011 (Baht)	Proposed for Year 2012
1. Remuneration for TUF Directors		
1.1 Chairman retainer	30,000/month	30,000/month
1.2 Meeting allowance	20,000/time	20,000/time
1.3 Director retainer	15,000/month	15,000/month
1.4 Meeting allowance	15,000/time	15,000/time
2. Remuneration for Independent Director		
2.1 Retainer	20,000/month	20,000/month
2.2 Meeting allowance	15,000/time	15,000/time
3. Remuneration for sub-committee		
3.1 Audit Committee		
- Chairman of Audit Committee	45,000/month	45,000/month
- Member of Audit Committee	20,000/month	20,000/month
3.2 The Nomination and The Remuneration Committee		
- Chairman of the Nomination and the Remuneration Committee	45,000+80,000/year	80,000/year
- Member of the Nomination and the Remuneration Committee (Independent Director)	30,000+50,000/year	50,000/year
- Member of the Nomination and the Remuneration Committee (Executive Director)	15,000+30,000/year	30,000/year
3.3 The Risk Management Committee		
- Chairman of the Risk Management Committee	120,000/year	120,000/year
- Member of the Risk Management Committee (Independent Director)	90,000/year	90,000/year
- Member of the Risk Management Committee (Executive Director)	30,000/year	30,000/year

Note : In 2012, the Board of Director agreed to combine the Nomination Committee and the Remuneration Committee together

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Directors	Board Meeting	
	Times of Attendance/Total Sessions Held	Prior Notice via Electronics Media
1. Mr. Kraisor Chansiri	6/7	1/7
2. Mr. Cheng Niruttinanon	5/7	2/7
3. Mr. Chuan Tangchansiri	7/7	-
4. Mr. Thiraphong Chansiri	7/7	-
5. Mr. Rittirong Boonmechote	6/7	1/7
6. Mr. Yasuo Goto (reside outside the kingdom of Thailand)	1/7	6/7
7. Mr. Takehiko Kakiuchi (reside outside the kingdom of Thailand)	1/7	6/7
8. Mr. Chan Tin King	7/7	-
9. Mr. Chan Shue Chung	7/7	-
10. Mr. Sakdi Kiewkarnkha	7/7	-
11. Pol.Maj.Gen. Pracha Anucrokdilok	7/7	-
12. Mr. Kiti Pilunthanadiloke	7/7	-
13. Dr. Thamnoon Ananthothai	7/7	-
14. Mr. Kirati Assakul	6/7	1/7
15. Mr. Ravinder Singh Grewal Sarbjit S (reside outside the kingdom of Thailand)	7/7	-

Information for appointment of the Company's independent auditor Proposed remuneration for the Company's independent auditor in year 2012

Unit : Baht	2008	2009	2010	2011	2012
Audit fee for the annual financial statements	1,240,000	1,360,000	1,360,000	1,426,000	1,426,000
% Growth	--	9.68%	--	4.85%	--
The quarterly review of the interim financial statements (altogether 3 quarters)	670,000	730,000	730,000	765,000	765,000
% Growth	--	8.96%	--	4.79%	--
Audit fee for special items, pursuant to the Notification Por 4/2001 (BOI)	240,000	240,000	240,000	80,000*	80,000
% Growth	--	--	--	--	--

* Decreased due to 2 investment promotion certificates were expired in 2010 and the remaining of 1 certificate

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Remuneration for the Company's independent auditor in year 2011

1. Audit Fee

The Company and subsidiaries paid audit fee to:

- Company's independent auditors during 2011 fiscal year at Bt-0-
- Auditing firm where independent auditors are attached to, individual or entity related to independent auditors and auditing firm during 2011 fiscal year at Bt7,405,400.

2. Non-Audit Fee

The Company and subsidiaries paid remuneration incurred by the following services:

- Audit fee paid to Auditing firm where independent auditors are attached to, individual or entity related to independent auditors and auditing firm during 2010 fiscal year amounts totally to Bt-0-.
- Audit fee for special items, pursuant to the Notification Por 4/2001 of the Board of investment, paid to Auditing firm where independent auditors are attached to, individual or entity related to independent auditors and auditing firm during 2011 fiscal year amounts totally to Bt80,000.

Independent auditor's service period for the Company

The Company has appointed Mr. Sophon Permsirivallop; CPA (Thailand) No. 3182 or Mr. Narong Puntawong; CPA (Thailand) No. 3315 or Mr. Ruth Chaowangawi; CPA (Thailand) No. 3247 or Ms. Rungnapa Lertsuwankul; CPA (Thailand) No. 3516, the auditors from Ernst&Young Office Limited, as the auditor of the Company during the 2000-2010 fiscal years and Mr. Sophon Permsirivallop CPA # 3182 or Ms. Rungnapa Lertsuwankul CPA # 3516 or Mr. Chayapol Suppasertanon CPA # 3972 or Ms. Pimjai Manitkajohnkit CPA # 4521, the auditors from Ernst&Young Office Limited, as the auditor of the Company in year 2011.

Year 2000 – 2004	audited by Mr. Sophon Permsirivallop;	CPA (Thailand) No. 3182
Year 2005	audited by Ms. Rungnapa Lertsuwankul;	CPA (Thailand) No. 3516
Year 2006 – 2008	audited by Mr. Sophon Permsirivallop;	CPA (Thailand) No. 3182
Year 2009 – 2010	audited by Ms. Rungnapa Lertsuwankul;	CPA (Thailand) No. 3516
Year 2011	audited by Mr. Sophon Permsirivallop;	CPA (Thailand) No. 3182

Name lists of Independent Auditors who are no relationships or conflicts of interest among the independent auditor, the Company and its subsidiaries, the executives, the shareholders, or others related to those parties.

Auditor's Service for Subsidiaries and Associated Companies

Mr. Sophon Permsirivallop; CPA (Thailand) No. 3182 or Ms. Rungnapa Lertsuwankul; CPA (Thailand) No. 3516 or Mr. Chayapol Suppasertanon CPA (Thailand) No. 3972 or Ms. Pimjai Manitkajohnkit CPA (Thailand) No. 4521, the auditors from Ernst & Young Office Limited also act as the auditor for year 2011 of the Company's subsidiaries and associated companies except for Thai Union International, Inc. and Tri-Union Seafoods, LLC., Empress International Ltd., Tri-Union Frozen Foods, LLC., which are located in the US territory, COSI Trading (Shanghai) Co., Ltd. which is located in the China territory, P.T.Juifa International Foods Co., Ltd. which is located in the Indonesia territory, Avanti Feeds, Ltd. and Avanti Thai Aqua Feeds Private, Ltd. which is located in the India and MW Brands Holdings SAS which is located in the France.

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DOCUMENTS OR EVIDENCE SHOWING AN IDENTITY OF THE SHAREHOLDER OR A REPRESENTATIVE OF THE SHAREHOLDER

Documents required to attend the meeting

1. In case that the shareholder is the individual

Shareholder attending the meeting himself/herself is requested to show his/her unexpired identification evidence issued by the official with the photograph attached such as identification card, government officer identification card, identification card of state enterprise officer or passport (in case of a foreigner).

Proxy holders attending the meeting

- a) The completed and filled proxy form duly signed by both shareholder and the proxy.
 - b) The certified copy shareholder's unexpired identification evidence issued by the official with the photograph attached such as identification card, government officer identification card, identification card of state enterprise officer or passport (in case of a foreigner).
 - c) The original of the proxy's unexpired identification evidence issued by the official with the photograph attached such as identification card, government officer identification card, identification card of state enterprise officer or passport (in case of a foreigner).
2. In case that the shareholder is a Juristic person

Shareholder attending the meeting itself

- a) The original of the authorized person of the shareholder's unexpired identification evidence issued by the official with the photograph attached such as identification card, government officer identification card, identification card of state enterprise officer or passport (in case of a foreigner).
- b) The copy of corporate affidavit, issued within 30 days by Department of Business Development, the Ministry of Commerce certified by the authorized person of such juristic person.

Proxy holder attending the meeting

- a) The completed and filled proxy form duly signed by both the proxy holder and juristic person's authorized person indicated in the corporate affidavit issued by the Ministry of Commerce with the juristic's official seal (if applicable).
- b) The copy of corporate affidavit, issued within 30 days by Department of Business Development, the Ministry of Commerce certified by the authorized person of such juristic person.
- c) The copy of the authorized person of the shareholder's unexpired identification evidence issued by the official with the photograph attached such as identification card, government officer identification card, identification card of state enterprise officer or passport (in case of a foreigner) certified by the authorized person of such juristic person.
- d) The original of the proxy's unexpired identification evidence issued by the official with the photograph attached such as identification card, government officer identification card, identification card of state enterprise officer or passport (in case of a foreigner).

In case that the shareholder is the non-Thai juristic person

- A) A copy of the certificate of Incorporation issued by the regulatory body of the country where the juristic person is domiciled. The certification of Incorporation shall be notarized by a Notary Public no longer than 3 months.
- B) The document with the original copy written in the language other than English must be submitted together with the English translation. The translation copy must be certified by the juristic person's authorized person.

Meeting Registration

The company's officer will check the completion of the proxy form and the required documents and will open for the registration from 11.00 a.m. onwards.

บริษัท ไทยยูเนียน โฟรเซน โปรดักส์ จำกัด (มหาชน)

THAI UNION FROZEN PRODUCTS PUBLIC COMPANY LIMITED

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