

Profile of independent directors and audit committee for proxy case

Name lists of independent directors and audit committee who are no relationships or conflicts of interest in this Annual General Meeting of Shareholders.

Name	: Mr. Sakdi Kiewkarnkha
Position	: Independent Director, Chairman of Audit Committee and Member of the Risk management Committee and the Nomination and Remuneration Committee
Nation	: Thai
Age	: 79 years
Education	: Bachelor of Commerce degree (Accounting), Thammasat University Bachelor of Commerce degree (Commerce), Thammasat University Bachelor of Commerce degree (Law), Thammasat University
TUF Directorship Period	: 12 years
Shareholder	: - Shares* or -% of paid-up capital
Address	: 69/29 Moo 1 Soi Bumrasnaradur, Tivanon Road, Amphur Muangnonthaburi, Nonthaburi
Experience	: Banking Inspector, Bank of Thailand Executive Vice President, The Siam Commercial Bank PCL. Executive Director, Bangkok Metropolitan Bank PCL. Executive Director, Bangkok Metropolitan Life Insurance Co., Ltd. Independent Director and Audit Committee Chairman, The Book Club Finance PCL. Advisor to Executive Board, Bangkok Metropolitan Bank PCL.
Position in other Listed Companies	: Independent Director & Audit Committee Member, Dusit Thani PCL.
Position in other organizations	: Vice President, The Princess Mother's Medical Volunteer Foundation
Position in other organizations that have conflicts to the Company	: None
Training/Seminar Course related to Directorship	: <ul style="list-style-type: none">- Certified No. 0156 / Public Account (Thailand)- Permanence Lawyer's License since 2529 (1986) No. 2913401 / Lawyers Council of Thailand- The Role of the Chairman Program (RCP) No. 4/2544 (2001) / Thai Institute of Director (IOD)- Director Certification Program (DCP) No. 13/2544 (2001) / Thai Institute of Director (IOD)- Director Certification Program (DCP) Refresher No. 2/2549 (2006) / Thai Institute of Director (IOD)- Handling Conflicts of Interest No. 4/2551 (2008) / Thai Institute of Director (IOD)- Role of the Compensation Committee (RCC) No. 9/2552 (2009) / Thai Institute of Director (IOD)- Executive Program / Stanford University & University of Singapore- Senior Executive Program / Sasin Graduate Institute of Business Administration of Chulalongkorn University- How to Develop a Risk Management Plan (HRP) No. 2/2555 (2012) / Thai Institute of Director (IOD)- Audit World – Conference 25-26 June 2012 Resorts World Convention Centre, Singapore- Audit World – Post Conference 27 June 2012 Resorts World Convention Centre, Singapore- Frame work quidelines on internal control COSO 2013, SET
No. of attendance	: Year 2013 The Board of Directors 7 of 7 times (100.00%) Year 2013 The Nomination and Remuneration Committee 1 of 1 times (100.00%) Year 2013 The Risk Management Committee 4 of 4 times (100.00%)

Name : **Mr. Kiti Pilunthanadiloke**
Position : Independent Director and Audit Committee
Nation : Thai
Age : 75 years
Education : Barrister at Law
Bachelor of Law, Thammasat University
TUF Directorship Period : 15 years
Shareholder : - Shares* or -% of paid-up capital
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. 36/2005 Thai Institute of Directors (IOD)
No. of attendance : Year 2013 The Board of Directors 5 of 7 times (71.43%)

Name : **Mr. Kirati Assakul**
Position : Independent Director
Nation : Thai
Age : 56 years
Education : Chemical Engineering Ontario, Queen's University, Canada
Chemical Engineering, University of Southern California, USA
TUF Directorship Period : 4 years
Shareholder : 13,312 Shares* or 0.00% of paid-up capital
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. 5/2007 Thai Institute of Directors (IOD)
- Director Certification Program (DCP) No. 47/2004 Thai Institute of Directors (IOD)
No. of attendance : Year 2013 The Board of Directors 5 of 7 times (71.43%)

Remark: * Shareholders of TUF that included spouse and children as of 28 August 2013.

**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 12.00 P.M. onwards.



Proxy Type A (General and Simple Declaration)
Pursuant to the Regulations Governing Proxy (No. 5) 2007
of the Commercial Registration Department

At

Date.....

1. I,, a nationality, who resides at: House No.....,
Road, Tambon, Amphur.....,
Province....., Zip Code,

2. Is a shareholder of Thai Union Frozen Products Public Company Limited holding an aggregate securities
of shares and eligible for voting to votes as presented below:

Common stock ownedshares Eligible for voting shares

Preferred stock ownedshares Eligible for voting shares

3. Hereby authorized

(1) age years, who resides at:
House No., Road, Tambon,
Amphur....., Province....., Zip Code, or

(2) age years, who resides at:
House No., Road, Tambon,
Amphur....., Province....., Zip Code, or

(3) age years, who resides at:
House No., Road, Tambon,
Amphur....., Province....., Zip Code,

Only one to be my proxy to attend and vote at the Annual General Meeting of Shareholders for year 2014, which will be held on 3 April 2014, at 2:00 p.m. at Makhawan Rangsan Room, 3rd Floor, Thai Army Club, Viphavadi-Rangsit Road, Bangkok or on the other dates, time and places as may be otherwise resolved.

I shall be liable for any action taken by the proxy at the meeting.

Signature of shareholder
(.....)

Signature of proxy
(.....)

Signature of proxy
(.....)

Signature of proxy
(.....)

Remarks: Shareholder is required to authorize only one proxy to attend and vote at the meeting. Votes can not be divided into portions for voting right of more than one proxy.



**Proxy Type B (With Detailed Information of Authorization)
Pursuant to the Regulations Governing Proxy (No. 5) 2007
of the Commercial Registration Department**

At

Date.....

(1) I,, a nationality, who resides at:
House No....., Road, Tambon,
Amphur....., Province....., Zip Code

(2) Is a shareholder of Thai Union Frozen Products Public Company Limited holding an aggregate securities
of shares and eligible for voting to votes as presented below:

Common stock ownedshares Eligible for voting shares

Preferred stock ownedshares Eligible for voting shares

(3) Hereby authorized

3.1 age years, who resides at:
House No., Road, Tambon,
Amphur....., Province....., Zip Code, or

3.2 age years, who resides at:
House No., Road, Tambon,
Amphur....., Province....., Zip Code, or

3.3 age years, who resides at:
House No., Road, Tambon,
Amphur....., Province....., Zip Code

Only one to be my proxy to attend and vote at the Annual General Meeting of Shareholders for year 2014, which will be held on 3 April 2014, at 2:00 p.m. at Makhawan Rangsan Room, 3rd Floor, Thai Army Club, Viphavadi-Rangsit Road, Bangkok or on the other dates, time and places as may be otherwise resolved.

(4) The number of votes authorized to my proxy at this meeting is set forth below:

Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders for year 2013.

(a) Proxy is allowed to consider the agenda and execute my votes deemed appropriate.

(b) Proxy is allowed to execute my votes as per my intention set forth below:

() Approve () Disapprove () No opinion

Agenda 2 To consider and acknowledge the Company's annual report and the operational results for year 2013.

(a) Proxy is allowed to consider the agenda and execute my votes deemed appropriate.

(b) Proxy is allowed to execute my votes as per my intention set forth below:

() Approve () Disapprove () No opinion

Agenda 3 To consider and approve the financial statements for the fiscal year ended 31 December, 2013 and the report of independent auditor.

- (a) Proxy is allowed to consider the agenda and execute my votes deemed appropriate.
- (b) Proxy is allowed to execute my votes as per my intention set forth below:
- Approve Disapprove No opinion

Agenda 4 To consider and approve the allocation of net profit for 2013's operational results.

- (a) Proxy is allowed to consider the agenda and execute my votes deemed appropriate.
- (b) Proxy is allowed to execute my votes as per my intention set forth below:
- Approve Disapprove No opinion

Agenda 5 To consider and approve the election of the Company's directors.

- (a) Proxy is allowed to consider the agenda and execute my votes deemed appropriate.
- (b) Proxy is allowed to execute my votes as per my intention set forth below:

- Nomination of the Whole Board

- Approve Disapprove No opinion

- Nomination of Individual Director

5.1 ...**Mr. Thiraphong Chansiri**.....

- Approve Disapprove No opinion

5.2 ...**Mr. Chuan Tangchansiri**.....

- Approve Disapprove No opinion

5.3 ...**Mr. Chan Shue Chung**.....

- Approve Disapprove No opinion

5.4 ...**Pol.Major.Gen. Pracha Anucrokdilok**.....

- Approve Disapprove No opinion

5.5 ...**Dr. Thamnoon Ananthothai**.....

- Approve Disapprove No opinion

Agenda 6 To consider and approve the remuneration of the Board members for year 2014.

- (a) Proxy is allowed to consider the agenda and execute my votes deemed appropriate.
- (b) Proxy is allowed to execute my votes as per my intention set forth below:
- Approve Disapprove No opinion

Agenda 7 To consider and approve the appointment of the Company's independent auditor and fix the auditing fees for year 2014.

- (a) Proxy is allowed to consider the agenda and execute my votes deemed appropriate.
- (b) Proxy is allowed to execute my votes as per my intention set forth below:
- Approve Disapprove No opinion

Agenda 8 To consider and approve the Company and/or subsidiaries to increase the limit of bond issuance.

- (a) Proxy is allowed to consider the agenda and execute my votes deemed appropriate.
- (b) Proxy is allowed to execute my votes as per my intention set forth below:
- Approve Disapprove No opinion



(5) In case is stated unclearly, consideration of any other agenda other than those mentioned above, and modification of any factual information, proxy is allowed to consider the agenda and execute my votes deemed appropriate.

(6) In the event that I do not express my voting intention for any agenda, or I express unclear voting intention for any agenda, or in the event that the Meeting considers any agenda other than those specified above, including modification or addition of any factual information, the proxy is fully authorized to consider casting vote on my behalf as he/she thinks appropriate.

I shall be liable for any action taken by the proxy at the meeting.

Signature of shareholder
(.....)

Signature of proxy
(.....)

Signature of proxy
(.....)

Signature of proxy
(.....)

Remarks:

1. Shareholder is required to authorize only one proxy to attend and vote at the meeting. Votes can not be divided into portions for voting right of more than one proxy.
2. Shareholder can authorize voting right to proxy either equally or partially to aggregate securities owned and eligible for voting as mentioned in (2).



Proxy Type C
(For Shareholder Who is Foreign Investor with Appointed Local Custodian
in Charge of Share Depository)
Pursuant to the Regulations Governing Proxy (No. 5) 2007
of the Commercial Registration Department

At

Date.....

(1) I,, a nationality, who resides at:
House No....., Road, Tambon,
Amphur....., Province....., Zip Code,

(2) Is a shareholder of Thai Union Frozen Products Public Company Limited holding an aggregate securities of shares and eligible for voting to votes as presented below:

Common stock owned	shares	Eligible for voting	shares
Preferred stock owned	shares	Eligible for voting	shares

(3) Hereby authorized

3.1 age years, who resides at:
House No., Road, Tambon,
Amphur....., Province....., Zip Code, or

3.2 age years, who resides at:
House No., Road, Tambon,
Amphur....., Province....., Zip Code, or

3.3 age years, who resides at:
House No., Road, Tambon,
Amphur....., Province....., Zip Code,

Only one to be my proxy to attend and vote at the Annual General Meeting of Shareholders for year 2014, which will be held on 3 April 2014, at 2:00 p.m. at Makkhawan Rangsan Room, 3rd Floor, Thai Army Club, Viphavadi-Rangsit Road, Bangkok or on the other dates, time and places as may be otherwise resolved.

(4) The number of votes authorized to my proxy at this meeting is set forth below:

Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders for year 2013.

(a) Proxy is allowed to consider the agenda and execute my votes deemed appropriate.

(b) Proxy is allowed to execute my votes as per my intention set forth below:

() Approve Votes () Disapprove Votes () No opinion Votes

Agenda 2 To consider and acknowledge the Company's annual report and the operational results for year 2013.

(a) Proxy is allowed to consider the agenda and execute my votes deemed appropriate.

(b) Proxy is allowed to execute my votes as per my intention set forth below:

() Approve Votes () Disapprove Votes () No opinion Votes

Agenda 3 To consider and approve the financial statements for the fiscal year ended 31 December, 2013 and the report of independent auditor.

- (a) Proxy is allowed to consider the agenda and execute my votes deemed appropriate.
- (b) Proxy is allowed to execute my votes as per my intention set forth below:
- () Approve Votes () Disapprove Votes () No opinion Votes

Agenda 4 To consider and approve the allocation of net profit for 2013's operational results.

- (a) Proxy is allowed to consider the agenda and execute my votes deemed appropriate.
- (b) Proxy is allowed to execute my votes as per my intention set forth below:
- () Approve Votes () Disapprove Votes () No opinion Votes

Agenda 5 To consider and approve the election of the Company's directors.

- (a) Proxy is allowed to consider the agenda and execute my votes deemed appropriate.
- (b) Proxy is allowed to execute my votes as per my intention set forth below:
- Nomination of the Whole Board
() Approve Votes () Disapprove Votes () No opinion Votes
- Nomination of Individual Director
- 5.1 ...**Mr. Thiraphong Chansiri**.....
() Approve Votes () Disapprove Votes () No opinion Votes
- 5.2 ...**Mr. Chuan Tangchansiri**.....
() Approve Votes () Disapprove Votes () No opinion Votes
- 5.3 ...**Mr. Chan Shue Chung**.....
() Approve Votes () Disapprove Votes () No opinion Votes
- 5.4 ...**Pol.Major.Gen. Pracha Anucrokdilok**.....
() Approve Votes () Disapprove Votes () No opinion Votes
- 5.5 ...**Dr. Thamnoon Ananthothai**.....
() Approve Votes () Disapprove Votes () No opinion Votes

Agenda 6 To consider and approve the remuneration of the Board members for year 2014.

- (a) Proxy is allowed to consider the agenda and execute my votes deemed appropriate.
- (b) Proxy is allowed to execute my votes as per my intention set forth below:
- () Approve Votes () Disapprove Votes () No opinion Votes

Agenda 7 To consider and approve the appointment of the Company's independent auditor and fix the auditing fees for year 2014.

- (a) Proxy is allowed to consider the agenda and execute my votes deemed appropriate.
- (b) Proxy is allowed to execute my votes as per my intention set forth below:
- () Approve Votes () Disapprove Votes () No opinion Votes

Agenda 8 To consider and approve the Company and/or subsidiaries to increase the limit of bond issuance.

- (a) Proxy is allowed to consider the agenda and execute my votes deemed appropriate.
- (b) Proxy is allowed to execute my votes as per my intention set forth below:
- () Approve Votes () Disapprove Votes () No opinion Votes



(5) Vote cast by the proxy for any agenda, which is non-conforming to the regulations specified herein, shall be invalid and not be considered my vote in capacity as shareholder.

(6) In the event that I do not express my voting intention for any agenda, or I express unclear voting intention for any agenda, or in the event that the Meeting considers any agenda other than those specified above, including modification or addition of any factual information, the proxy is fully authorized to consider casting vote on my behalf as he/she thinks appropriate.

I shall be liable for any action taken by the proxy at the meeting.

Signature of shareholder
(.....)

Signature of proxy
(.....)

Signature of proxy
(.....)

Signature of proxy
(.....)

Remarks:

1. Proxy Type C is used only in the case when shareholder is listed on shareholder register as foreign investor, with Thailand-based custodian in charge of share depository on shareholder's behalf.
2. Required supporting documentation to submit together with proxy form:
 - (1) Attorney issued by shareholder to custodian; giving custodian authorization to sign proxy form on behalf of shareholder.
 - (2) Confirmation letter; to confirm that the undersigned in proxy form is legally allowed to conduct custodian business.
3. Shareholder is required to authorize only one proxy to attend and vote at the meeting. Votes can not be divided into portions for voting right of more than one proxy.
4. Director election agenda may be carried out for either the whole board or individual director.

Request Form for the 2013 Annual report in Hard Copy and Company Visit year 2014

To Shareholder

TUF has already prepared the 2013 Annual Report which contains the information as in compliance with the regulations of the Securities and Exchange Commission in CD-ROM format to be delivered to the shareholders together with this invitation letter to the meeting. However, any shareholder who would like to receive the 2013 Annual Report in hard copy containing the same content as appeared in CD-ROM, please provide details in the below form. Herewith any shareholder who would like to join Company visit, please select a topic Company visit 2014 in this form.

I am (Mr./Mrs./Ms./Company) Aged

Address

.....Telephone/Mobile No.

Receive the 2013 Annual Report : Kindly mark in the following bracket ()

() Thai hard copy

() English hard copy

() Receive at TUF on date

() mail to your address

Company Visit year 2014 – Please read according to the conditions below.

Return this form at register point on AGM date or Fax. 02-298-0553 or mail to TUF at

Thai Union Frozen Products Public Company Limited
Office of President
No. 979/12, 25 Floor, S.M.Tower, Phaholyothin Road, Samsennai,
Phayathai, Bangkok, 10400

Conditions

1. 1 right per 1 TUF shareholder only. Accompanying person is not allowed and such right is not transferable.
2. Only person whose name appears on the company's share register book closing date for AGM 2014.
3. Age not more than 65 years.
4. Only application submitted to TUF within **Wednesday, April 30th, 2014.**
5. TUF would randomly select 30 eligible participants for one time to visit the plant.
6. TUF will contact the person whose name on the list via telephone or mobile and the selected shareholders' names will be posted on TUF's website at www.thaiuniongroup.com
7. Other conditions
 - 7.1 For Shareholder have ever join company visit only.
 - 7.2 The form with incomplete, unclear and not able to contact will not be considered.
8. Please bring the personal identification card on the company visit date.