

**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 Extraordinary General Meeting of Shareholders No.1/2555 (2012),
which will be held on 10 April 2012, at 1:00 p.m. at Grand Ballroom 4th Floor, Intercontinental, Pleonchit 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 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 Extraordinary General Meeting of Shareholders No.1/2555 (2012),
which will be held on 10 April 2012, at 1:00 p.m. at Grand Ballroom 4th Floor, Intercontinental, Pleonchit 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 2555 (2012) held on
26 March, 2012.

(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 approve the reduction of registered capital of Baht 813,450 from Baht
1,000,000,000 to Baht 999,186,550 and the amendment to Clause 4 of the Company's Memorandum of Association to
be consistent with the reduction of registered capital

(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 increase of the Company's registered capital of Baht 202,813,450 from the current registered capital of Baht 999,186,550 to new registered capital of Baht 1,202,000,000, at par value of Baht 1, for the issuance of newly issued ordinary shares to the existing shareholders on a pro rata basis (Rights Offering) and/or to the specific persons under a private placement scheme ("Private placement investor") and reserve for the conversion of convertible debentures allotted to the investor on a private placement basis (Private Placement) on 27 October 2010 and the amendment to Clause 4 of the Company's Memorandum of Association to be consistent with the increase of registered capital.

(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 allotment of newly issued ordinary shares from capital increase of the Company of not more than 199,908,609 shares at par value of Baht 1 as follows:

1. Allot newly issued ordinary shares of not more than 191,265,882 shares to the Company's existing shareholders pro rata to their shareholding, at the price of Baht 50 per share, at the ratio of 5 existing shares for 1 newly issued ordinary share, whereby any fraction of newly issued ordinary shares shall be disregarded

2. Allot newly issued ordinary shares of not more than 8,642,727 shares to shareholders who receive newly issued ordinary shares from convertible debentures conversion and the name of such shareholders is determined in share register book as of 25 April 2012 at the price of Baht 50 per share, at the ratio of 5 existing shares for 1 newly issued ordinary share, whereby any fraction of newly issued ordinary shares shall be disregarded

(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 allotment of newly issued ordinary shares from capital increase of the Company, in case, there are any shares remaining from the allotment to the shareholders according to their rights offering and from the allotment to shareholders who express their intention to subscribe to newly issued ordinary shares in excess of their proportion according to their rights offering as per agenda 4, the Company will allot such remaining shares to specific persons under a private placement scheme ("Private placement investor") as definition defined in Clause 24 of the Notification of the Capital Market Supervisory Board No. Tor Chor. 28/2551 re: Application for Permission and Grant of Permission to Offer Newly Issued Shares (as amended), provided that such specific persons shall not be the connected persons of the Company. The Company determines the offering price to private placement investor of not less than Baht 50 per share. Such price may be lower than 90% of the market price pursuant to the relevant notifications of the Capital Market Supervisory Board No. Tor Chor. 28/2551 re: Application for Permission and Grant of Permission to Offer Newly Issued Shares (as amended)

(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 6 To consider and approve the allotment of not more than 2,904,841 newly issued ordinary shares, arising from the capital increase of the Company, to a reserve for the conversion of convertible debentures. These convertible debentures were allotted to the investor on a private placement basis (Private Placement) on 27 October 2010 and contain an adjustment mechanism that is triggered by a discounted rights offering of shares to existing shareholders.

(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

บริษัท ไทยยูเนียน โฟรเซ่น 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

(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.

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 Extraordinary General Meeting of Shareholders No.1/2555 (2012), which will be held on 10 April 2012, at 1:00 p.m. at Grand Ballroom 4th Floor, Intercontinental, Pleonchit 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 2555 (2012) held on 26 March, 2012.

- (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 approve the reduction of registered capital of Baht 813,450 from Baht 1,000,000,000 to Baht 999,186,550 and the amendment to Clause 4 of the Company's Memorandum of Association to be consistent with the reduction of registered capital

- (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 increase of the Company's registered capital of Baht 202,813,450 from the current registered capital of Baht 999,186,550 to new registered capital of Baht 1,202,000,000, at par value of Baht 1, for the issuance of newly issued ordinary shares to the existing shareholders on a pro rata basis (Rights Offering) and/or to the specific persons under a private placement scheme ("Private placement investor") and reserve for the conversion of convertible debentures allotted to the investor on a private placement basis (Private Placement) on 27 October 2010 and the amendment to Clause 4 of the Company's Memorandum of Association to be consistent with the increase of registered capital.

- (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 allotment of newly issued ordinary shares from capital increase of the Company of not more than 199,908,609 shares at par value of Baht 1 as follows:

1. Allot newly issued ordinary shares of not more than 191,265,882 shares to the Company's existing shareholders pro rata to their shareholding, at the price of Baht 50 per share, at the ratio of 5 existing shares for 1 newly issued ordinary share, whereby any fraction of newly issued ordinary shares shall be disregarded
2. Allot newly issued ordinary shares of not more than 8,642,727 shares to shareholders who receive newly issued ordinary shares from convertible debentures conversion and the name of such shareholders is determined in share register book as of 25 April 2012 at the price of Baht 50 per share, at the ratio of 5 existing shares for 1 newly issued ordinary share, whereby any fraction of newly issued ordinary shares shall be disregarded

- (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 allotment of newly issued ordinary shares from capital increase of the Company, in case, there are any shares remaining from the allotment to the shareholders according to their rights offering and from the allotment to shareholders who express their intention to subscribe to newly issued ordinary shares in excess of their proportion according to their rights offering as per agenda 4, the Company will allot such remaining shares to specific persons under a private placement scheme ("Private placement investor") as definition defined in Clause 24 of the Notification of the Capital Market Supervisory Board No. Tor Chor. 28/2551 re: Application for Permission and Grant of Permission to Offer Newly Issued Shares (as amended), provided that such specific persons shall not be the connected persons of the Company. The Company determines the offering price to private placement investor of not less than Baht 50 per share. Such price may be lower than 90% of the market price pursuant to the relevant notifications of the Capital Market Supervisory Board No. Tor Chor. 28/2551 re: Application for Permission and Grant of Permission to Offer Newly Issued Shares (as amended)

- (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 6 To consider and approve the allotment of not more than 2,904,841 newly issued ordinary shares, arising from the capital increase of the Company, to a reserve for the conversion of convertible debentures. These convertible debentures were allotted to the investor on a private placement basis (Private Placement) on 27 October 2010 and contain an adjustment mechanism that is triggered by a discounted rights offering of shares to existing shareholders.

- (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

บริษัท ไทยยูเนียน โพรเซ่น โปรดักส์ จำกัด (มหาชน)
THAI UNION FROZEN PRODUCTS PUBLIC COMPANY LIMITED



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(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.

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
Extraordinary General Meeting of Shareholders.*

Name : **Mr. Sakdi Kiewkarnkha**
Position : Independent Director, Chairman of Audit Committee
and Member of the Nomination and the Risk management Committee
Nation : Thai
Age : 77 years
Education : Bachelor's Degree in Law, Accounting, Commerce from Thammasat University
Executive Program / Standford
University & University of Singapore
TUF Directorship Period : 11 years
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
Experience : Executive Vice President, The Siam Commercial Bank
Executive Director, Bangkok Metropolitan Life Insurance Co., Ltd.
Advisor to Executive Broad, Bangkok Metropolitan Bank PCL.
Executive Director, Bangkok Metropolitan Bank PCL.
Independent Director and Chairman of Audit Committee, The Book Club Finance PCL.
Position in other organizations that have conflicts to the Company : None
Training/Seminar Course related to Directorship:
- The Role of the Chairman Program (RCP) No. 4/2001 Thai Institute of Directors (IOD)
- Director Certification Program (DCP) No. 13/2001 Thai Institute of Directors (IOD)
- Role of the Compensation Committee (RCC) No. 9/2009 Thai Institute of Directors (IOD)
- Director Certification Program (DCP) Refresher No. 2/2006 Thai Institute of Directors (IOD)
- Executive Program / Standford University & University of Singapore
- Senior Executive Program / Sasin

Name : **Pol.Maj.Gen. Pracha Anucrokdilok**
Position : Independent Director, Audit Committee and Member of the Risk management Committee
Nation : Thai
Age : 75 years
Education : Bachelor's Degree (Law), Ramkhamhaeng University
Police Cadet Academy of Republic of China
TUF Directorship Period : 13 years
Position in other Listed Companies : None
Position in other organizations : None
Experience : Commander, Quartermaster Division
Deputy Commissioner, Immigration Bureau
Deputy Inspector General, Royal Thai Police
Position in other organizations that have conflicts to the Company : None
Training/Seminar Course related to Directorship:
- Director Accreditation Program (DAP) No. 33/2005 Thai Institute of Directors (IOD)

บริษัท ไทยยูเนียน โฟรเซ่น โปรดักส์ จำกัด (มหาชน)

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Name : **Mr. Kiti Pilunthanadiloke**
Position : Independent Director, Audit Committee and Member of the Nomination Committee
Nation : Thai
Age : 73 years
Education : Barrister at Law
Bachelor of Law, Thammasat University
TUF Directorship Period : 13 years
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)

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 Management, Walden University,
A.C.A Certificate, American Accreditation Council for Accountancy
M.B.A. Management, The University of Sarasota Florida
B.A. Accountancy & Management, Eckerd College-St. Petersburg
TUF Directorship Period : 2 years
Position in other Listed Companies : Chairman of Audit Committee, IFS Capital (Thailand) PCL.
Chairman, Vintage Engineering PCL.
Chairman of Audit Committee, Better World Green PCL.
Chairman of Audit Committee, Eastern Printing PCL.
Audit Committee/Chairman of the Nomination 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:
- Audit Committee Program (ACP) No. 10/2005 Thai Institute of Directors (IOD)
- Director Accreditation Program (DAP) No. 48/2005 Thai Institute of Directors (IOD)
- Director Certification Program (DCP) No. 70/2006 Thai Institute of Directors (IOD)
- The Role of Chairman Program (RCP) No. 14/2006 Thai Institute of Directors (IOD)
- Understanding the Fundamental of Financial Statement (UFS) No. 7/2007 Thai Institute of Directors (IOD)

บริษัท ไทยยูเนียน โฟรเซ่น 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
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ทะเบียนเลขที่ 0107537000891

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
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)