

**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** : 80 years  
**Education** : Bachelor of Commerce degree (Accounting), Thammasat University  
Bachelor of Commerce degree (Commerce), Thammasat University  
Bachelor of Commerce degree (Law), Thammasat University  
**Starting date TUF Director:** 22 August 2000  
**TUF Directorship Period** : 15 years  
**Shareholder** : -0- Shares\* or -% of paid-up capital  
Director -0- shares, Spouse -0- shares, children ...none... shares  
**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** :

- 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
- COSO-ERM Evaluation, Federation of Accounting Professions
- The Updated COSO's 2013 Integrated Internal Control, SET
- Audit Committee Financial Expert 22 May 2014, SET
- Corporate Governance in the Perspective of Investors – CG Forum 4 June 2014, SET
- Management for CEO's and Senior Executive : Thailand Management Association and Stanford University
- Director Certification Program Update (DCPU) No. 1/2557 (2014) / Thai Institute of Director (IOD)

**Name** : **Dr. Thamnoon Ananthothai**

**Position** : Independent Director, Chairman of the Nomination and Remuneration Committee and Member of the Risk Management Committee

**Nation** : Thai

**Age** : 55 years

**Education** : Ph.D., International Mangement, Walden University, 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

**Starting date TUF Director:** 22 March 2010

**TUF Directorship Period** : 5 years

**Relationship** : None

**Shareholder** : -0- Shares\* or - % of paid-up capital  
Director -0- shares, Spouse -0- shares, children ...none... shares

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

**Experience** : 2004 – Present Executive Director, Merchant Partners Securities PCL.  
2005 – Present Director/Independent Director Audit Committee/Chairman of the Nominating-Committee and Remuneration Committee Member, Property Prefect PCL.  
2006 – 2014 Director and Chairman of Audit Committee, Eastern Printing PCL.  
2007 – Present Vice Chairman and Chairman of Audit Committee, Better World Green PCL.  
2007 – 2014 Chairman, Vintage Engineering PCL.  
2007 – Present Vice Chairman and Chairman of Audit Committee, IFS Capital (Thailand) PCL.

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

**Training/Seminar Course related to Directorship:**

- Audit Committee Program (ACP) No. 10/2548 (2005) Thai Institute of Directors (IOD)
- Director Accreditation Program (DAP) No. 48/2548 (2005) Thai Institute of Directors (IOD)
- Director Certification Program (DCP) No. 70/2549 (2006) Thai Institute of Directors (IOD)
- The Role of Chairman Program (RCP) No. 14/2549 (2006) Thai Institute of Directors (IOD)
- Understanding the Fundamental of Financial Statement (UFS) No. 7/2550 (2007) Thai Institute of Directors (IOD)
- A.C.A จาก American Accreditation Council for Accountancy USA

**Remark:** \* Shareholders of TUF that included spouse and children as of 26 January 2015.

**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 8.00 a.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 owned .....shares Eligible for voting ..... shares

Preferred stock owned .....shares 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 2015, which will be held on 3 April 2015, at 10:00 a.m. at Makhawan Rangsan Room, 3<sup>rd</sup> 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 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 2015, which will be held on 3 April 2015, at 10:00 a.m. at Makhawan Rangsan Room, 3<sup>rd</sup> 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 Extraordinary General Meeting of Shareholders no. 1/2557 (2014).  
\*This agenda shall not be determined by votes since it is only certify.\*

**Agenda 2** To consider and acknowledge the Company's annual report and the operational results for year 2014.  
\*This agenda shall not be determined by votes since it is only report for shareholders' acknowledgement.\*

**Agenda 3** To consider and approve the financial statements for the fiscal year ended 31 December, 2014  
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 2014'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. Kraisorn Chansiri**.....

( ) Approve ( ) Disapprove ( ) No opinion

5.2 ...**Mr. Rittirong Boonmechote**.....

( ) Approve ( ) Disapprove ( ) No opinion

5.3 ...**Mr. Kirati Assakul**.....

( ) Approve ( ) Disapprove ( ) No opinion

5.4 ... **Mr. Ravinder Singh Grewal Sarbjit S** .....

( ) Approve ( ) Disapprove ( ) No opinion

**Agenda 6** To consider and approve the increase of Board of Directors' member to be 12 persons from current of 11 persons and appointing 1 new director.

**Mr. Nart Liuchareon**

(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 remuneration of the Board members for year 2015.

(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 appointment of the Company's independent auditor and fix the auditing fees for year 2015.

(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 9** 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

**Agenda 10** To consider and approve the reduction of the Company's registered capital from Baht 1,202,000,000 to Baht 1,192,953,874.

(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 11** To consider and approve the increase of the Company's registered capital by Baht 300,000,000 through the issuance of 1,200,000,000 new ordinary shares.

(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 12** To consider and approve the offering and allocation of up to 1,200,000,000 new ordinary shares.

(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 13** To consider other business (if any)

\* This agenda will be no vote. There is no offer and provide details to shareholders in advance.\*

(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 .....,

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

(2) Hereby authorized

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

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

2.3 ..... 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 2015, which will be held on 3 April 2015, at 10:00 a.m. at Makhawan Rangsan Room, 3<sup>rd</sup> Floor, Thai Army Club, Viphavadi-Rangsit Road, Bangkok or on the other dates, time and places as may be otherwise resolved.

(3) I grant the power to the proxy to join the meeting and casts a vote in the cases as follows.

I grant the power according to all shareholding and can cast votes.

I grant the power in some part as follows.

( ) Common stock of ..... shares and can cast vot for ..... votes

( ) Preferred stock of ..... shares and can cast vot for ..... votes

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

**Agenda 1** To certify the Minutes of the Extraordinary General Meeting of Shareholders no. 1/2557 (2014).

\*This agenda shall not be determined by votes since it is only certify.\*

**Agenda 2** To consider and acknowledge the Company's annual report and the operational results for year 2014.

\*This agenda shall not be determined by votes since it is only report for shareholders' acknowledgement.\*

**Agenda 3** To consider and approve the financial statements for the fiscal year ended 31 December, 2014 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 2014'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. Kraisor**n Chansiri.....

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

5.2 ...**Mr. Rittirong** Boonmechote.....

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

5.3 ...**Mr. Kirati** Assakul.....

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

5.4 ... **Mr. Ravinder Singh Grewal Sarbjit S** .....

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

**Agenda 6** To consider and approve the increase of Board of Directors' member to be 12 persons from current of 11 persons and appointing 1 new director.

**Mr. Nart Liuchareon**

(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 remuneration of the Board members for year 2015.

(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 appointment of the Company's independent auditor and fix the auditing fees for year 2015.

(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 9** 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



**Agenda 10** To consider and approve the reduction of the Company's registered capital from Baht 1,202,000,000 to Baht 1,192,953,874.

- (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 11** To consider and approve the increase of the Company's registered capital by Baht 300,000,000 through the issuance of 1,200,000,000 new ordinary shares.

- (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 12** To consider and approve the offering and allocation of up to 1,200,000,000 new ordinary shares.

- (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 13** To consider other business (if any)

\* This agenda will be no vote. There is no offer and provide details to shareholders in advance.\*

(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:**

- 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.
- 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.
- 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.
- Director election agenda may be carried out for either the whole board or individual director.