

## 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** : **Dr. Thamnoon Ananthothai**  
**Position** : Independent Director, Member of Audit Committee, Chairman of the Nomination and Remuneration Committee and Member of the Risk Management Committee  
**Nation** : Thai  
**Age** : 62 years  
**Education** : Ph.D., International Management, Walden University, Florida USA  
A.C.A Certificate, American Accreditation Council for Accountancy, USA  
M.B.A. Management, University of Sarasota Florida, USA  
B.A. Accountancy & Management, Eckerd College-St. Petersburg, USA  
**Starting date TU Director:** 22 March 2010  
**TU Directorship Period** : 9 years  
**Relationship** : None  
**Shareholding** : None (-% of paid-up capital)  
**as of 31 January 2019** Director ...none... shares, Spouse ...none... shares, children ...none... shares  
**Address** : 903/32 Rama III Rd., Bangpungoang, Yannawa, Bangkok  
**Positions in other listed companies:**  
2007 – Present: Vice Chairman and Chairman of Audit Committee, IFS Capital (Thailand) PCL.  
2007 – Present: Vice Chairman and Chairman of Audit Committee, Better World Green PCL.  
2016 – Present: Independent Director and Audit Committee, After you PCL.  
**Positions in other organizations:**  
2004 – Present: Executive Director, Merchant Partners Securities PCL.  
2013 – Present: Executive Director, Merchant Partners Co., Ltd.  
2014 – Present: Executive Director, Merchant Partners Asset Management Limited  
**Position in other organizations that have conflicts to the Company:** None  
**Training/Seminar Course related to Directorship:**

- Audit Committee Program organized, Thai Institute of Directors Association (ACP 10/2004)
- Directors Accreditation Program organized, Thai Institute of Directors Association (DAP 48/2005)
- Directors Certification Program organized, Thai Institute of Directors Association (DCP 70/2006)
- The Role of Chairman Program organized, Thai Institute of Directors Association (RCP 14/2006)
- Understanding the Fundamental of Financial Statement organized
- A.C.A Certificate, American Accreditation Council for Accountancy USA

**Name** : **Mr. Kirati Assakul**  
**Position** : Independent Director and Chairman of the Risk Management Committee  
**Nation** : Thai  
**Age** : 61 years  
**Education** : Bachelor Degree of Chemical Engineering Ontario / Queen's University  
Master of Chemical Engineering / University of Southern California  
**Starting date TU Director** : 22 March 2010  
**TU Directorship Period** : 9 years  
**Relationship** : None

บริษัท ไทยยูเนียน กรุ๊ป จำกัด (มหาชน)  
THAI UNION GROUP PUBLIC COMPANY LIMITED



ทะเบียนเลขที่ 0107537000891

979/12 ชั้นเอ็ม อาคารเอสเอ็มทาวเวอร์ ถนนพหลโยธิน แขวงพญาไท เขตพญาไท กรุงเทพมหานคร 10400 โทร. 0-2298-0024 โทรสาร 0-2298-0553

979/12 M Floor, S.M.Tower, Phaholyothin Road, Phayathai Sub-District, Phayathai District, Bangkok 10400 Tel. 0-2298-0024 Fax. 0-2298-0553

Shareholding : 103,248 Shares or 0.00% of paid-up capital  
as of 31 January 2019 Director ..none.. shares, Spouse ..103,248.. shares, children ..none.. shares  
Address : 45/6 Soi Ar-ka Pat, Sukhumvit 19 Rd., Klongton Nua, Wattana, Bangkok  
Position in other Listed Companies:

2016 – Present: Director, Ocean Glass PCL. (Including 4 Companies)

Position in other organizations:

1984 - Present: Chairman, Ocean Life Insurance Co., Ltd.

1988 - Present: Director, Service Leasing Co., Ltd.

1992 - Present: Director, Ocean Holding Co., Ltd.

1994 - Present: Director, Kirati Home Co., Ltd.

1996 - Present: Director, Ocean Group (Thailand) Co., Ltd.

1998 - Present: Director, Kris & Sumali Co., Ltd.

2002 - Present: Director, Great Field Co., Ltd.

2010 - Present: Director, Siam Estate Co., Ltd.

2013 - Present: Director, Ocean Property Co., Ltd.

2013 - Present: Director, Ocean Marina Co., Ltd.

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

Training/Seminar Course related to Directorship:

- Directors Certification Program organized, Thai Institute of Directors Association (DCP 27/2003)
- The Role of Compensation Committee organized, Thai Institute of Directors Association (RCC 5/2007)

**Name : Mr. Nart Liuchareon**

Position : Independent Director and Member of Audit Committee

Nation : Thai

Age : 60 years

Education : Master of Science in Business Administration (MSBA) / University of Southern California, USA

Master of Business Administration (MBA) / University of Southern California, USA

Bachelor Degree of Engineering (Computer) / Chulalongkorn University

Starting date TU Director : 3 April 2015

TU Directorship Period : 4 years

Relationship : None

Shareholding : None (-% of paid-up capital)

as of 31 January 2019 Director ...none... shares, Spouse ...none... shares, children ...none... shares

Address : 489/1 Soi Jadson-eurwattanasakul, Suan Luang, Bangkok

Positions in other listed companies: None

Positions in other organizations:

1992 – Present: Executive Director and CEO, CDG Group (include 9 Companies)

2000 – Present: Executive Director and CEO, G-ABLE Group (include 8 Companies)

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

Training/Seminar Course related to Directorship:

- Leader Program no. 12/2010, Capital Market Academy
- Director Accreditation Program organized, Thai Institute of Directors Association (DAP 120/2015)
- Audit Committee Forum “New Auditor’s Report: What’s in it for you?”, Thai Institute of Directors Association
- Advanced Audit Committee Program (AACP), Thai Institute of Directors Association

## 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

- The completed and filled proxy form duly signed by both shareholder and the proxy.
- 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).
- 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

- 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).
- 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

- 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).
- 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.
- 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.
- 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 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 1 year.
- 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 group 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 2019, which will be held on 5 April 2019, at 2:00 p.m. at Benjapatchara Room, 2<sup>nd</sup> Floor, Royal Thai Army Radio and Television Station (TV), Phaholyothin Road, Phayathai, 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 .....  
(.....)

**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 Group 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 2019, which will be held on 5 April 2019, at 2:00 p.m. at Benjapatchara Room, 2<sup>nd</sup> Floor, Royal Thai Army Radio and Television Station (TV), Phaholyothin Road, Phayathai, 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 2018.

(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 2018.

\*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, 2018 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 2018'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. Cheng Niruttinanon**.....

( ) Approve ( ) Disapprove ( ) No opinion

5.2 ...**Mr. Sakdi Kiewkarnkha**.....

( ) Approve ( ) Disapprove ( ) No opinion

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

( ) Approve ( ) Disapprove ( ) No opinion

5.4 ...**Mr. Norio Saigusa** .....

( ) Approve ( ) Disapprove ( ) No opinion

**Agenda 6** To consider and approve the remuneration of the Board members for year 2019 and the directors' bonus based on the 2019 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 7** To consider and approve the appointment of the Company's independent auditor and fix the auditing fees for year 2018.

(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 increase of the limit of bond/debenture/note issuance by the Company and/or its subsidiaries.

(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 offering of the new ordinary shares, to be issued by Thai Union Feedmill Co., Ltd., to directors, executives and employees of the Company and Thai Union Feedmill Co., Ltd.

(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 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 Group 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 2019, which will be held on 5 April 2019, at 2:00 p.m. at Benjapatchara Room, 2<sup>nd</sup> Floor, Royal Thai Army Radio and Television Station (TV5), Phaholyothin Road, Phayathai, 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 vote for ..... votes

( ) Preferred stock of ..... shares and can cast vote 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 Annual General Meeting of Shareholders for year 2018.

(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 2018.

\*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, 2018 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 2018'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. Cheng Niruttinanon** .....

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

5.2 ... **Mr. Sakdi Kiewkarnkha** .....

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

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

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

5.4 ... **Mr. Norio Saigusa** .....

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

**Agenda 6** To consider and approve the remuneration of the Board members for year 2019 and the directors' bonus based on the 2018 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 7** To consider and approve the appointment of the Company's independent auditor and fix the auditing fees for year 2019.

(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 increase of the limit of bond/debenture/note issuance by the Company and/or its subsidiaries.

(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 offering of the new ordinary shares, to be issued by Thai Union Feedmill Co., Ltd., to directors, executives and employees of the Company and Thai Union Feedmill Co., Ltd.

(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 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:

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 cannot 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.