

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
Nationality: Thai
Age: 85 years (born on 21 February 1935)
Education: Bachelor's Degree (Accounting, Commerce and Law), Thammasat University
Starting date TU Director: 22 August 2000
No. of years in position: 19 years
Shareholdings: 50,000 shares*, equivalent to 0.00 of paid-up capital
as of 30 December 2019 Director ..50,000.. shares, Spouse ..none.. shares, children ..none.. shares
Positions in other listed companies:

2016 – Present: Advisor to the Board of Director, Dusit Thani PCL.

Positions in other organizations:

1985 – Present: Vice President, Princess Mother's Medical Volunteer Foundation

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

Work Experience

- 1958 – 1973: Banking Ombudsman, Bank of Thailand
- 1973 – 1996: Executive Vice President, Siam Commercial Bank PCL.
- 1998 – 2001: Executive Director and Advisor to Executive Board, Bangkok Metropolitan Bank PCL.
- 1998 – 2000: Executive Director, Bangkok Metropolitan Life Insurance Co., Ltd.
- 2000 – 2003: Chairman of Audit Committee, Book Club Finance PCL.
- 2000 – 2016: Independent Director & Audit Committee Member, Dusit Thani PCL.

Training/Seminar Course related to Directorship:

- Certified Public Accountants No. 0156 from 1962
- Attorney of Law No.2913401 from 1986
- The Role of Chairman Program organized (RCP 4/2001), Thai Institute of Directors Association
- Directors Certification Program organized (DCP 13/2001), Thai Institute of Directors Association
- Director Certification Program Refresher Course organized (RE DCP 2/2006), Thai Institute of Directors Association
- Handling Conflicts of Interest: What the Board should do? Organized, Thai Institute of Directors Association (4/2008)
- The Role of Compensation Committee organized (RCC 9/2009), Thai Institute of Directors Association
- 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 organized (HRP 2/2012), Thai Institute of Directors Association
- Audit World – Conference 25-26 June 2012 Resort World Convention Centre, Singapore
- Audit World – Post Conference 27 June 2012 Resort World Convention Centre, Singapore
- COSO - ERM Evaluation 12 - 13 October 2013, Federation of Accounting Professions
- The Updated COSO's 2013 Integrated Internal Control 4 December 2013, Stock Exchange of Thailand
- Audit Committee Financial Expert 22 May 2014, Federation of Accounting Professions

- Corporate Governance in the Perspective of Investors – CG Forum 4 June 2014, Stock Exchange of Thailand
- Management for CEO's and Senior Executive, Thai Institute of Directors Association
- Director Certification Program Update organized (HRP 2/2012), Thai Institute of Directors Association (DCPU 1/2014)
- Advanced Audit Committee Program organized (AACP 20/2015), Thai Institute of Directors Association
- Thailand IFRS Conference 2016, Federation of Accounting Professions
- Driving Company Success with IT Governance (ITG) IT for Non-IT Director, Thai Institute of Directors Association
- National Director Conference 2016: Enhancing Growth Through Governance in Family Controlled Business, Thai Institute of Directors Association
- Audit Committee Forum "New Auditor's Report: What's in it for you?", Thai Institute of Directors Association
- Cash flow statement preparation, Department of Business Development, Thailand's Ministry of Commerce
- A discussion on corporation's preparedness for the cybersecurity threats in the digital transformation Era, Thai Institute of Directors Association
- National Director Conference 2017 "Steering Governance in a changing world", Thai Institute of Directors Association
- The Audit Committee's Role in Compliance and Ethical Culture Oversight, Thai Institute of Directors Association
- Updated COSO Enterprise Risk Management: Integrating with Strategy and Performance, SET
- Dealing with Cyber Risk in the Boardroom, Thai Institute of Directors Association

Name: MR. KIRATI ASSAKUL

Position: Independent Director and Chairman of the Risk Management Committee

Nation: Thai

Age: 62 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

No. of years in position: 10 years

Relationship: None

Shareholding: 103,248 Shares or 0.00% of paid-up capital
as of 30 December 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)

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 2020, which will be held on 16 September 2020, at 2:00 p.m. at Ballroom 1, 4th Floor, Intercontinental Hotel Bangkok, Ploenchit 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 Group 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 2020, which will be held on 16 September 2020, at 2:00 p.m. at Ballroom 1, 4th Floor, Intercontinental Hotel Bangkok, Ploenchit 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 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 () Disapprove () No opinion

Agenda 2 To consider and acknowledge the Company's annual report and the operational results for year 2019.

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, 2019 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 2019'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. Thamnoon Ananthothai**.....
- () Approve () Disapprove () No opinion
- 5.4 ...**Mr. Nart Liuchareon**
- () Approve () Disapprove () No opinion
- Agenda 6** To consider and approve the remuneration of the Board members for year 2020 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 2020.
- [] (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 amendments to Articles 24, 25, 27 and 31 of the Company's Articles of Association.
- [] (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:
- 8.1 the amendments to **Articles 24, 25** of the Company's Articles of Association.
- () Approve () Disapprove () No opinion
- 8.2 the amendments to **Articles 27** of the Company's Articles of Association.
- () Approve () Disapprove () No opinion
- 8.3 the amendments to **Articles 31** of the Company's Articles of Association.
- () Approve () Disapprove () No opinion

Agenda 9 To consider and approve the Amendment to Article 3 (Objectives) of Memorandum under section 31 of Public Limited Company Act B.E.2535(1992).

(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 2020, which will be held on 16 September 2020, at 2:00 p.m. at Ballroom 1, 4th Floor, Intercontinental Hotel Bangkok, Ploenchit 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 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 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 2 To consider and acknowledge the Company's annual report and the operational results for year 2019.

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, 2019 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 2019'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. Thamnoon Ananthothai**.....

Approve Votes Disapprove Votes No opinion Votes

5.4 ...**Mr. Nart Liuchareon**

Approve Votes Disapprove Votes No opinion Votes

Agenda 6 To consider and approve the remuneration of the Board members for year 2020 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 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 2020.

(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 amendments to Articles 24, 25, 27 and 31 of the Company's Articles of Association.

(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:

8.1 the amendments to **Articles 24, 25** of the Company's Articles of Association.

Approve Votes Disapprove Votes No opinion Votes

8.2 the amendments to **Articles 27** of the Company's Articles of Association.

Approve Votes Disapprove Votes No opinion Votes

8.3 the amendments to **Articles 31** of the Company's Articles of Association.

Approve Votes Disapprove Votes No opinion Votes

Agenda 9 To consider and approve the Amendment to Article 3 (Objectives) of Memorandum under section 31 of Public Limited Company Act B.E.2535(1992).

(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.