

Profile of independent directors and members of 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
Nationality: Thai
Age: 65 years
Education: Bachelor's Degree (Accountancy & Management), Eckerd College-St. Petersburg
Mater of Business Administration (Management), University of Sarasota
Ph.D., International Management, Walden University
Starting date: 22 March 2010
No of years in position: 12 years
Shareholdings: -0- shares*, equivalent to - of paid-up capital
Personal : -0- shares
Spouse : -0- shares
Children not yet of legal age : -none- shares

Positions in other listed companies:

2007 – Present: Vice Chairman and Chairman of Audit Committee, Better World Green PCL.
2004 – Present: Executive Director, Merchant Partners Securities PCL.

Positions in other organizations:

2013 – Present: Executive Director, Merchant Partners Co., Ltd.
2014 – Present: Executive Director, Merchant Partners Asset Management Limited
2015 – Present: Director, The Princess Mother's Medical Volunteer Foundation

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

Work Experience

1990 – 1995: Thailand Representative of Nomura Office (Securities Company from Japan)
1994 – 1997: Deputy CEO (Securities), Srimitr Securities PCL.
1997 – 2002: Associate Judge, Central Intellectual Property and International Trade Court
1988 – 2002: President and CEO, DBS Vickers Securities (Thailand) Co., Ltd.
2005 – 2015: Audit Committee/Chairman of Nomination and Remuneration Committee, Property Perfect PCL.
2006 – 2014: Chairman of Audit Committee, Eastern Printing PCL.
2007 – 2014: Chairman of the Board, Vintage Engineering PCL.
2008 – 2014: Director and Audit Committee, Bangkok University
2012 – 2013: Independent Director, Pakfood PCL.
2016 – 2020: Independent Director and Audit Committee, After you PCL.

Training/Seminar Course related to Directorship:

- Audit Committee Program organized (ACP 10/2004), Thai Institute of Directors Association
- Directors Accreditation Program organized (DAP 48/2005), Thai Institute of Directors Association
- Directors Certification Program organized (DCP 70/2006), Thai Institute of Directors Association
- The Role of Chairman Program organized (RCP 14/2006), Thai Institute of Directors Association
- Understanding the Fundamental of Financial Statement organized (UFS 7/2007), Thai Institute of Directors Association

Name: **MR. KIRATI ASSAKUL**
Position: Independent Director
Nationality: Thai
Age: 64 years
Education: Master of Chemical Engineering, University of Southern California, USA
Bachelor's Degree (Chemical Engineering), Queen's University, CANADA
Starting date: 22 March 2010
No of years in position: 12 years
Shareholdings: 103,248 shares*, equivalent to 0.00 of paid-up capital
Personal : -0- shares
Spouse : 103,248 shares
Children not yet of legal age : -none- shares

Positions in other listed companies:

1993 - Present: Director, Ocean Glass PCL. **(Including 2 Companies)**

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

Name: **MR. NART LIUCHAREON**

Position: Independent Director

Nationality: Thai

Age: 63 years

Education: Bachelor Degree of Engineering (Computer), Chulalongkorn University
Master of Science in business Administration, University of Southern California, USA
Master of Business Administration, University of Southern California, USA

Starting date: 3 April 2015

No of years in position: 7 years

Shareholdings: -0- shares*, equivalent to - of paid-up capital

Personal	:	-0- shares
Spouse	:	-0- shares
Children not yet of legal age	:	-0- shares (1 person)

Address: 489/1 Soi Jadsoneua Watthanasakul, Pattanakarn Road, Suanluang Sub-District, Suanluang District, Bangkok 10250 Thailand

Positions in other listed companies: None

Positions in other organizations:

1992 – Present: Executive Director and CEO, CDG Group (**Including 11 Companies**)

2000 – Present: Executive Director and CEO, G-ABLE Group (**Including 5 Companies**)

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

Work Experience

1985 – 1998: Marketing director, Control Data (Thailand) Ltd.

Training/Seminar Course related to Directorship:

- Leader Program no. 12/2010, Capital Market Academy
- Director Accreditation Program organized (DAP 120/2015), Thai Institute of Directors Association
- Audit Committee Forum “New Auditor’s Report: What’s in it for you?”, Thai Institute of Directors Association
- Advanced Audit Committee Program (AACP 25/2017), Thai Institute of Directors Association

**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 E-mail, or

(2) age years, who resides at:

House No., Road, Tambon,
Amphur....., Province....., Zip Code E-mail, or

(3) age years, who resides at:

House No., Road, Tambon,
Amphur....., Province....., Zip Code E-mail

Only one to be my proxy to attend and vote at the Annual General Meeting of Shareholders for year 2022, which will be held on 4 April 2022, at 2:00 p.m. by electronic meeting platform (E-AGM) which will be broadcast from Thai Union Group PCL. 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 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 E-mail, or

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

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

Only one to be my proxy to attend and vote at the Annual General Meeting of Shareholders for year 2022, which will be held on 4 April 2022, at 2:00 p.m. by electronic meeting platform (E-AGM) which will be broadcast from Thai Union Group PCL. 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 consider and acknowledge the Company's annual report and the operational results for year 2021.
This agenda shall not be determined by votes since it is only report for shareholders' acknowledgement.

Agenda 2 To consider and approve the financial statements for the fiscal year ended 31 December, 2020 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 3** To consider and approve the allocation of net profit for 2020'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 4** 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
4.1 ...**Mr. Cheng Niruttinanon**.....
() Approve () Disapprove () No opinion
4.2 ...**Mr. Shue Chung Chan**.....
() Approve () Disapprove () No opinion
4.3 ...**Mrs. Parnsiree Amatayakul**.....
() Approve () Disapprove () No opinion
4.4 ... **Mr. Shoichi Ogiwara**
() Approve () Disapprove () No opinion
- Agenda 5** To consider and approve the remuneration of the Board members for year 2022 and the directors' bonus based on the 2021 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 6** To consider and approve the appointment of the Company's independent auditor and fix the auditing fees for year 2022.
[] (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 offering of new ordinary shares to be issued by i-Tail Corporation PCL. to its directors, executives and/or employees.
[] (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 plans to conduct an initial public offering of i-Tail Corporation PCL. (IPO) and to list shares of i-Tail Corporation PCL. on the Stock Exchange of Thailand.
[] (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 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 E-mail, or

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

2.3 age years, who resides at:
House No., Road, Tambon,
Amphur....., Province....., Zip Code E-mail

Only one to be my proxy to attend and vote at the Annual General Meeting of Shareholders for year 2022, which will be held on 4 April 2022, at 2:00 p.m. by electronic meeting platform (E-AGM) which will be broadcast from Thai Union Group PCL. 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 consider and acknowledge the Company's annual report and the operational results for year 2021.

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

Agenda 2 To consider and approve the financial statements for the fiscal year ended 31 December, 2021 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 3 To consider and approve the allocation of net profit for 2021'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 4 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

4.1 ...**Mr. Cheng Niruttinanon**.....

Approve Votes Disapprove Votes No opinion Votes

4.2 ...**Mr. Shue Chung Chan**.....

Approve Votes Disapprove Votes No opinion Votes

4.3 ...**Mrs. Parnsiree Amatayakul**.....

Approve Votes Disapprove Votes No opinion Votes

4.4 ... **Mr. Shoichi Ogiwara**

Approve Votes Disapprove Votes No opinion Votes

Agenda 5 To consider and approve the remuneration of the Board members for year 2022 and the directors' bonus based on the 2021 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 6 To consider and approve the appointment of the Company's independent auditor and fix the auditing fees for year 2022.

(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 offering of new ordinary shares to be issued by i-Tail Corporation PCL. to its directors, executives and/or employees.

(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 plans to conduct an initial public offering of i-Tail Corporation PCL. (IPO) and to list shares of i-Tail Corporation PCL. on the Stock Exchange of Thailand.

(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 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 cannot 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.