

Profile of independent directors 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. KIRATI ASSAKUL**

Position: Chairman
Lead Independent Director
Member of Risk Management Committee

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 9 months

Family Relationship among Directors and Executives: None

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

Address: 979/12 S.M. Tower, Phaholyothin Road, Phayathai Sub-District, Phayathai District, Bangkok 10400



Positions in other listed companies:

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

Positions in other organizations:

2013 - Present: Director, Ocean Property Co., Ltd.
2013 - Present: Director, Ocean Marina Co., Ltd.
2010 - Present: Chairman, Siam Estate Co., Ltd.
2002 - Present: Director, Great Field Co., Ltd.
1998 - Present: Director, Kris & Sumali Co., Ltd.
1996 - Present: Director, Ocean Group (Thailand) Co., Ltd.
1994 - Present: Director, Kirati Home Co., Ltd.
1992 - Present: Director, Ocean Holding Co., Ltd.
1988 - Present: Director, Service Leasing Co., Ltd.
1984 - Present: Chairman, Ocean Life Insurance PCL.

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: **MS. PARNSIREE AMATAYAKUL**

Position: Independent Director
Chairman of Risk Management Committee
Member of Audit Committee

Nationality: Thai

Age: 52 years

Education: Master of Business Administration, Anderson School of Management, UCLA, the University of California, USA
Bachelor of Business Administration, Faculty of Commerce and Accountancy, Chulalongkorn University

Starting date: 10 May 2021

No of years in position: 1 year 8 months

Family Relationship among Directors and Executives: None

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

Personal	:	-0- shares
Spouse	:	-0- shares
Children not yet of legal age	:	-0- shares (2 persons)

Address: 979/12 S.M. Tower, Phaholyothin Road, Phayathai Sub-District, Phayathai District, Bangkok 10400



Positions in other listed companies:

- 2022 - Present: Independent Director, Member of the Audit and Corporate Governance Committee, Member of the Nomination and Remuneration Committee, Central Pattana PCL.
- 2021 - Present: Independent Director, Member of the Corporate Governance Committee, Bangkok Bank PCL.
- 2019 - Present: Independent Director, Member of Audit Committee, Member of Remuneration Committee, The Siam Cement PCL.
- 2018 - Present: Independent Director, Thai Wah PCL.

Positions in other organizations: None

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

Training/Seminar Course related to Directorship:

- Advance Audit Committee Program, Thai Institute of Directors Association (AACP 40/2021)
- Directors Certification Program organized, Thai Institute of Directors Association (DCP 2008)

Name: **DR. PAKAPUN LEEVUTINUN**

Position: Independent Director

Member of Risk Management Committee

Nationality: Thai

Age: 50 years

Education: Ph.D. in Technopreneurship and Innovation Management, Chulalongkorn University, Thailand
Master of Business Administration, Marketing and Finance, Brigham Young, University
Marriott School of Business, USA
Bachelor of Business Administration, Faculty of, Commerce and Accountancy, Chulalongkorn
University



Starting date: 10 May 2021

No of years in position: 1 year 5 months

Family Relationship among Directors and Executives: None

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: 979/12 S.M. Tower, Phaholyothin Road, Phayathai Sub-District, Phayathai District, Bangkok
10400

Positions in other listed companies: None

Positions in other organizations:

2021 - Present: Regional President Southeast Asia & Pacific/ Nu Skin Enterprises

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

Training/Seminar Course related to Directorship:

- Directors Accreditation Program organized, Thai Institute of Directors Association (DAP 197/2022)

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 2023, which will be held on 10 April 2023, 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 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 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 2023, which will be held on 10 April 2023, 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 operational results for year 2022

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

Agenda 2 To consider and approve the financial statements for the fiscal year ended 31 December, 2022 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 2022'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. Thiraphong Chansiri**.....
- () Approve () Disapprove () No opinion
- 4.2 ...**Mr. Nart Liuchareon**.....
- () Approve () Disapprove () No opinion
- 4.3 ...**Dr. Thamnoon Ananthothai**.....
- () Approve () Disapprove () No opinion
- 4.4 ... **Mr. Nakorn Niruttinanon**
- () Approve () Disapprove () No opinion
- Agenda 5** To consider and approve the remuneration of the Board members for year 2023 and the directors' bonus based on the 2022 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 2023
- [] (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 amendment to Clause 52 of the Objectives and the Amendment to Clause 3 of the Memorandum of Association (Objectives)
- [] (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 amendment to articles 25, 31, 32, 33, 34, 41 and addition articles 48 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:
- () 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) 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. 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. Director election agenda may be carried out for either the whole board or individual director.

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 2023, which will be held on 10 April 2023, 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 operational results for year 2022

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

Agenda 2 To consider and approve the financial statements for the fiscal year ended 31 December, 2022 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 2022'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. Thiraphong Chansiri**.....

Approve Votes Disapprove Votes No opinion Votes

4.2 ...**Mr. Nart Liuchareon**

Approve Votes Disapprove Votes No opinion Votes

4.3 ...**Dr. Thamnoon Ananthothai**.....

Approve Votes Disapprove Votes No opinion Votes

4.4 ...**Mr. Nakorn Niruttinanon**

Approve Votes Disapprove Votes No opinion Votes

Agenda 5 To consider and approve the remuneration of the Board members for year 2023 and the directors' bonus based on the 2022 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 2023

(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 amendment to Clause 52 of the Objectives and the Amendment to Clause 3 of the Memorandum of Association (Objectives)

(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 amendment to articles 25, 31, 32, 33, 34, 41 and addition articles 48 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:

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:

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.