

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. NART LIUCHAREON	
Position:	Independent Director Chairman of the Audit Committee Member of the Nomination, Remuneration and Corporate Governance Committee	
Nationality:	Thai	
Age:	64 years	
Education:	Master of Science in Business Administration, University of Southern California, USA Master of Business Administration, University of Southern California, USA Bachelor of in Engineering (Computer), Chulalongkorn University	
Starting date:	3 April 2015	
No of years in position:	8 years 9 months	
Family Relationship among Directors and Executives:	None	
Shareholdings:	0 share*, equivalent to 0% of paid-up capital	
	Personal : -0- share	
	Spouse : -0- share	
	Minor Child : -None- share	
Address:	979/12 S.M. Tower, Phaholyothin Road, Phayathai Sub-District, Phayathai District, Bangkok 10400	
Positions in other listed companies:		
	2000- Present: Vice Chairman, President, Chairman of Risk Management Committee, Director of the Nomination, Sustainability, Remuneration and Corporate Governance Committee, G-Able PCL.	
Positions in other organizations:		
	2023 - Present: Director Geovault Co., Ltd.	
	2023 - Present: Director GISC Group Co., Ltd.	
	2023 - Present: Director CDG Holding Co., Ltd.	
	2023 - Present: Director Ardentek Co., Ltd.	
	2023 - Present: Director Aurum Management Co., Ltd.	
	2019 - Present: Director Defence Innovation Co., Ltd.	
	2017 - Present: Director Merkator Co., Ltd.	
	2016 - Present: Director ESRI (Thailand) Co., Ltd.	

2012 - Present: Director Wisdomsoft Co., Ltd.

2004 - Present: Director Core wisdom Co., Ltd.

1991 - Present: Director GIS Co., Ltd.

1991 - Present: Director CDG Group Co., Ltd.

1986 - Present: Director Control Data (Thailand) Ltd.

Work Experience:

1985 - 1998: Marketing Director, Control Data (Thailand) Co., Ltd.

Training/Seminar Course related to Directorship:

- Board Nomination & Compensation Program, Thai Institute of Directors Association (BNCP 13/2022)
- Advanced Audit Committee Program, Thai Institute of Directors Association (AACP 25/2017)
- Director Accreditation Program, Thai Institute of Directors Association (DAP 120/2015)
- Leader Program, Capital Market Academy (no.12/2010)

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

Conflict of interest in agenda item no.1-7 : None

Remarks: * Number of shares held and % shareholding as of December 31, 2023 of the total of 4,655,132,696 shares.

Name: **MS. PARNSIREE AMATAYAKUL**

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

Nationality: Thai

Age: 53 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: 2 years 8 months

Family Relationship among Directors and Executives: -None-

Shareholdings: 0 share*, equivalent to none of paid-up capital

Personal	:	-0 - share
Spouse	:	-0 - share
Children not yet of legal age	:	-None- share

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, Member of Strategic and Innovation Committee, Member of the Sustainability Committee, Thai Wah PCL.

Work Experience:

- 2019 - Feb 2021: General Manager, Sales, Enterprise and Commercial, IBM ASEAN
- 2011 – 2018: Managing Director, IBM Thailand Company Limited

Positions in other organizations: 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 99/2008)
- Cyber Armor: Capital Market Board Awareness (Topic: Cyber Incident Management: The Board's Essential Role) / The Securities and Exchange Commission (2023)

- Money Laundering Trends and Measures to Prevent and Suppress Money Laundering in the Future by Anti-Money Laundering Office / Bangkok Bank PCL. (2023)
- Webinar IOD & SET : Hot Issue : Climate Governance / The Stock Exchange of Thailand & Thai Institute of Directors Association 2023
- ESG for Sustainability by The Stock Exchange of Thailand at The Siam Cement PCL. 2022
- Independent Director Forum / Thai Institute of Directors Association (no.1/2019)


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

Conflict of interest in agenda item no.1-7 : None

Remarks: * Number of shares held and % shareholding as of December 31, 2023 of the total of 4,655,132,696 shares.

Name: **DR. THAMNOON ANANTHOTHAI**

Position: Independent Director
 Chairman of the Nomination, Remuneration and Corporate Governance Committee
 Member of the Audit Committee
 Member of the Risk Management Committee



Nationality: Thai

Age: 66 years

Education: Ph.D. International Management, Walden University, USA
 Master of Business Administration (Management), University of Sarasota, USA
 Bachelor of Business Administration (Accountancy & Management), Eckerd College-St. Petersburg, USA

Starting date: 22 March 2010

No of years in position: 13 years 9 months

Family Relationship among Directors and Executives: None

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

Personal	:	-0 - share
Spouse	:	-0 - share
Children not yet of legal age	:	-None- share

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

Positions in other listed companies:

2007 - Present: Independent Director, Chairman of Audit Committee, Better World Green PCL.

Positions in other organizations:

2015 - Present: Director, The Princess Mother's Medical Volunteer Foundation

2014 - Present: Executive Director, Merchant Partners Asset Management Ltd.

2013 - Present: Executive Director, Merchant Partners Co., Ltd.

2004 - Present: Executive Director, Merchant Partners Securities PCL.

Work Experience:

2016 - 2020: Independent Director and Audit Committee, After you PCL.

2012 - 2013: Independent Director, Pakfood PCL.

2008 - 2014: Director and Audit Committee, Bangkok University

2007 - 2014: Chairman of the Board, Vintage Engineering PCL.

2006 - 2014: Chairman of Audit Committee, Eastern Printing PCL.

Training/Seminar Course related to Directorship:

- Understanding the Fundamental of Financial Statement organized, Thai Institute of Directors Association (UFS 7/2007)
- 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)
- Audit Committee Program organized, Thai Institute of Directors Association (ACP 10/2005)
- Directors Accreditation Program organized, Thai Institute of Directors Association (DAP 48/2005)

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

Conflict of interest in agenda item no.1-7 : None

**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/Sub-District,
Amphur/District....., 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/Sub-District,
Amphur/District....., Province....., Zip Code E mail, or

(2) age years, who resides at:
House No., Road, Tambon/Sub-District,
Amphur/District....., Province....., Zip Code E-mail,
or

(3) age years, who resides at:
House No., Road, Tambon/Sub-District,
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 2024, which will be held on 9 April 2024, 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.....

2. I,, a nationality, who resides at:
House No....., Road, Tambon/Sub-District,
Amphur/District....., Province....., Zip Code

3. 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

4. Hereby authorized

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

2. The independent directors of the Company as follows:

2.1**Mr. Nart Liuchareon**..... age64..... years, who resides at:
House No.979/12 S.M. Tower....., RoadPhaholyothin, Tambon/Sub-DistrictPhayathai,
Amphur/District.....Phayathai....., Province..... Bangkok, Zip Code ...10400... E-mail, or

2.2**Ms. Parnsiree Amatayakul**..... age53..... years, who resides at:
House No.979/12 S.M. Tower....., RoadPhaholyothin, Tambon/Sub-District.....Phayathai,
Amphur/District.....Phayathai....., Province..... Bangkok, Zip Code ...10400... E-mail, or

2.3**Dr. Thamnoon Ananthothai**..... age66..... years, who resides at:
House No.979/12 S.M. Tower....., RoadPhaholyothin, Tambon/Sub-District.....Phayathai,
Amphur/District.....Phayathai....., Province..... Bangkok, Zip Code ...10400... E-mail

Only one to be my proxy to attend and vote at the Annual General Meeting of Shareholders for year 2024, which will be held on 9 April 2024, at 2:00 p.m. by electronic meeting platform (E-AGM) which will be broadcasted from Thai Union Group PCL. or on the other dates, time and places as may be otherwise resolved.

5. The number of votes authorized to my proxy at this meeting is set forth below:

Agenda 1 To consider and acknowledge the Company’ operational results for year 2023

* 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 2023 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 2023 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. Kirati Assakul**.....
- Approve Disapprove No opinion

- 4.2 ...**Mr. Cheng Niruttinanon**.....
- Approve Disapprove No opinion

- 4.3 ...**Mr. Rittirong Boonmechote**.....
- Approve Disapprove No opinion

- 4.4 ...**Dr. Pakapun Leevutinun**.....
- Approve Disapprove No opinion

- Agenda 5** To consider and approve the remuneration of the Board members for year 2024 and the directors' bonus based on the 2023 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 auditors and fix the auditing fees for year 2024
- (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 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 2024, which will be held on 9 April 2024, 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 2023

* 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, 2023 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 2023'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... Kirati Assakul**

Approve Votes Disapprove Votes No opinion Votes

4.2 ...**Mr. Cheng Niruttinanon**

Approve Votes Disapprove Votes No opinion Votes

4.3 ... **Mr. Rittirong Boonmechote**

Approve Votes Disapprove Votes No opinion Votes

4.4 ...**Dr. Pakapun Leevutinun**

Approve Votes Disapprove Votes No opinion Votes

Agenda 5 To consider and approve the remuneration of the Board members for year 2024 and the directors' bonus based on the 2023 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 2024

(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 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.