

**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

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

- a) 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).
- b) 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

- a) 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).
- b) 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.
- c) 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.
- d) 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) 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 3 months.
- B) 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.

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 Extraordinary Meeting of Shareholders.

Name : **Mr. Sakdi Kiewkarnkha**
Position : Independent Director, Chairman of Audit Committee and Member of the Risk management Committee and the Nomination and Remuneration Committee
Nation : Thai
Age : 79 years
Education : Bachelor of Commerce degree (Accounting), Thammasat University
Bachelor of Commerce degree (Commerce), Thammasat University
Bachelor of Commerce degree (Law), Thammasat University
TUF Directorship Period : 14 years (Effective 28 December 2000)
Shareholder : - Shares* or -% of paid-up capital
Address : 69/29 Moo 1 Soi Bumrasnaradur, Tivanon Road,
Amphur Muangnonthaburi, Nonthaburi
Experience : Banking Inspector, Bank of Thailand
Executive Vice President, The Siam Commercial Bank PCL.
Executive Director, Bangkok Metropolitan Bank PCL.
Executive Director, Bangkok Metropolitan Life Insurance Co., Ltd.
Independent Director and Audit Committee Chairman, The Book Club Finance PCL.
Advisor to Executive Board, Bangkok Metropolitan Bank PCL.

Position in other Listed Companies : Independent Director & Audit Committee Member, Dusit Thani PCL.

Position in other organizations : Vice President, The Princess Mother's Medical Volunteer Foundation

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

Training/Seminar Course related to Directorship :

- Certified No. 0156 / Public Account (Thailand)
- Permanence Lawyer's License since 2529 (1986) No. 2913401 / Lawyers Council of Thailand
- The Role of the Chairman Program (RCP) No. 4/2544 (2001) / Thai Institute of Director (IOD)
- Director Certification Program (DCP) No. 13/2544 (2001) / Thai Institute of Director (IOD)
- Director Certification Program (DCP) Refresher No. 2/2549 (2006) / Thai Institute of Director (IOD)
- Handling Conflicts of Interest No. 4/2551 (2008) / Thai Institute of Director (IOD)
- Role of the Compensation Committee (RCC) No. 9/2552 (2009) / Thai Institute of Director (IOD)
- Executive Program / Standford University & University of Singapore
- Senior Executive Program / Sasin Graduate Institute of Business Administration of Chulalongkorn University
- How to Develop a Risk Management Plan (HRP) No. 2/2555 (2012) / Thai Institute of Director (IOD)
- Audit World – Conference 25-26 June 2012 Resorts World Convention Centre, Singapore
- Audit World – Post Conference 27 June 2012 Resorts World Convention Centre, Singapore
- COSO-ERM Evaluation, Federation of Accounting Professions
- The Updated COSO's 2013 Integrated Internal Control, SET
- Director Certification Program Update (DCPU) No.1/2557(2014) / Thai Institute of Director (IOD)

Name : **Pol.Maj.Gen. Pracha Anucrokdilok**
Position : Independent Director, Audit Committee and Member of the Risk management Committee
Nation : Thai
Age : 76 years
Education : Bachelor's Degree (Law), Ramkhamhaeng University
Police Cadet Academy of Republic of China
TUF Directorship Period : 15 years (Effective 15 November 1999)
Shareholder : 7,572 Shares* or 0.00% of paid-up capital
Position in other Listed Companies : None
Position in other organizations : None

บริษัท ไทยยูเนียน โฟรเซน โปรดักส์ จำกัด (มหาชน)

THAI UNION FROZEN PRODUCTS PUBLIC COMPANY LIMITED

979/12 ชั้นเอ็ม อาคารเอสเอ็มทาวเวอร์ ถนนพหลโยธิน แขวงสามเสนใน เขตพญาไท กรุงเทพมหานคร 10400 โทร. 0-2298-0024 โทรสาร 0-2298-0553
979/12 M Floor, S.M.Tower, Phaholyothin Road, Samsennai, Phayathai, Bangkok 10400 Tel. 0-2298-0024 Fax. 0-2298-0553



ทะเบียนเลขที่ 0107537000891

Experience : Commander, Quartermaster Division
Deputy Commissioner, Immigration Bureau
Deputy Inspector General, Royal Thai Police

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

Training/Seminar Course related to Directorship:

- Director Accreditation Program (DAP) No. 33/2005 Thai Institute of Directors (IOD)

Name : **Dr. Thamnoon Ananthothai**
Position : Independent Director, Chairman of the Nomination and Remuneration Committee
and Chairman of the Risk Management Committee
Nation : Thai
Age : 57 years
Education : Ph.D., International Management, Walden University,
A.C.A Certificate, American Accreditation Council for Accountancy
M.B.A. Management, The University of Sarasota Florida
B.A. Accountancy & Management, Eckerd College-St. Petersburg

TUF Directorship Period : 4 years (Effective 22 March 2010)

Shareholder : - Shares* or -% of paid-up capital

Position in other Listed Companies : Chairman of Audit Committee, IFS Capital (Thailand) PCL.
Chairman of Audit Committee, Better World Green PCL.
Audit Committee / Chairman of the Nomination Committee and
Remuneration Committee Member, Property Prefect PCL.

Position in other organizations : Director and Audit Committee, Bangkok University
Executive Director, Merchant Partners Securities PCL.

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

Training/Seminar Course related to Directorship:

- Audit Committee Program (ACP) No. 10/2005 Thai Institute of Directors (IOD)
- Director Accreditation Program (DAP) No. 48/2005 Thai Institute of Directors (IOD)
- Director Certification Program (DCP) No. 70/2006 Thai Institute of Directors (IOD)
- The Role of Chairman Program (RCP) No. 14/2006 Thai Institute of Directors (IOD)
- Understanding the Fundamental of Financial Statement (UFS) No. 7/2007 Thai Institute of Directors (IOD)

Name : **Mr. Kirati Assakul**
Position : Independent Director
Nation : Thai
Age : 56 years
Education : Chemical Engineering Ontario, Queen's University, Canada
Chemical Engineering, University of Southern California, USA

TUF Directorship Period : 4 years (Effective 22 March 2010)

Shareholder : 13,312 Shares* or 0.00% of paid-up capital

Position in other Listed Companies : Chairman of the Boards, Ocean Glass PCL.

Position in other organizations : Chairman, Ocean Life Insurance Co., Ltd.

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

Training/Seminar Course related to Directorship :

- Role of the Compensation Committee (RCC) No. 5/2007 Thai Institute of Directors (IOD)
- Director Certification Program (DCP) No. 47/2004 Thai Institute of Directors (IOD)

Remark: * Shareholders of TUF that included spouse and children as of 28 August 2014.

Proxy Type A (General and Simple Declaration)
Pursuant to the Regulations Governing Proxy (No. 5) 2007
of the Commercial Registration Department

บริษัท ไทยยูเนียน โฟรเซ่น โปรดักส์ จำกัด (มหาชน)

THAI UNION FROZEN PRODUCTS PUBLIC COMPANY LIMITED

979/12 ชั้นเอ็ม อาคารเอสเอ็มทาวเวอร์ ถนนพหลโยธิน แขวงสามเสนใน เขตพญาไท กรุงเทพมหานคร 10400 โทร. 0-2298-0024 โทรสาร 0-2298-0553
979/12 M Floor, S.M.Tower, Phaholyothin Road, Samsennai, Phayathai, Bangkok 10400 Tel. 0-2298-0024 Fax. 0-2298-0553



ทะเบียนเลขที่ 0107537000891

At

Date.....

1. I,, a nationality, who resides at: House No.....,
Road, Tambon, Amphur.....,
Province....., Zip Code

2. Is a shareholder of Thai Union Frozen Products 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

(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 Extraordinary Meeting of Shareholders No.1/2014, which will be held on 24 December 2014, at 2:00 p.m. at Makhawan Rangsan Room, 3rd Floor, Thai Army Club, Viphavadi-Rangsit 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 Frozen Products 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 Extraordinary Meeting of Shareholders No.1/2014, which will be held on 24 December 2014, at 2:00 p.m. at Makkhawan Rangsan Room, 3rd Floor, Thai Army Club, Viphavadi-Rangsit 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 2557 (2014).

This agenda shall not be determined by votes since it is only certify.

(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:

() Certify () No certify () No opinion

Agenda 2 To consider and approve the change in the par value of the Company's ordinary shares from 1 baht per share to 0.25 baht per share.

(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 amendment to Clause 4 of the Company's Memorandum of Association to be in line with the change in the par value of the Company's ordinary shares.

- (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 other business (if any).

This agenda will not be voting because there is no detailed notifications and proposals to shareholders to consider 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,

(2) Is a shareholder of Thai Union Frozen Products 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 Extraordinary Meeting of Shareholders No.1/2014, which will be held on 24 December 2014, at 2:00 p.m. at Makhawan Rangsan Room, 3rd Floor, Thai Army Club, Viphavadi-Rangsit 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 2557 (2014).
This agenda shall not be determined by votes since it is only certify.

- (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:
() Certify () Uncertify () No opinion

Agenda 2 To consider and approve the change in the par value of the Company's ordinary shares from 1 baht per share to 0.25 baht per share.

- (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 amendment to Clause 4 of the Company's Memorandum of Association to be in line with the change in the par value of the Company's ordinary shares.

(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 other business (if any).

This agenda will not be voting because there is no detailed notifications and proposals to shareholders to consider 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 can not 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.