

Proposal of Agenda and Director Nominee in Advance for the 2023 Annual General Meeting of Shareholders of TFM

1. Objective

With respect to the right of shareholders to propose the agenda and nominate persons to be considered for the election as TFM directors in advance of the Annual General Meeting of Shareholders for the year 2023 which is a part of the principles of Good Corporate Governance to ensure that all shareholders are fairly and equitably treated, Thai Union Feedmill Public Company Limited (“the Company” or “TFM”) has set up the criteria for shareholders to propose the agenda and nominate the director in advance. It demonstrates clear guidelines to ensure that all agenda items are genuinely beneficial to the Company and the director nominee has suitable qualification. The Nomination and Remuneration Committee will carefully consider and make proposal to the Board of Directors.

2. Proposal of the Agenda

- 2.1 Shareholders wishing to propose the agenda must be the shareholders of the Company at the date proposing the agenda holding a minimum of five percent of the total shares issued by TFM (not less than 25,000,000 shares), which can be either owned by one shareholder or combined shareholders.
- 2.2 Shareholders possessing the qualifications as specified in 2.1 above must complete the "Agenda Proposal Form for the 2023 Annual General Meeting of Shareholders of TFM" and submit required documents and evidences to the Company at the below address:

Assistant Company Secretary
Thai Union Feedmill Public Company Limited
979, 32nd Floor, S.M. Tower, Phaholyothin Road
Phaya Thai Sub-district, Phaya Thai District, Bangkok 10400

from 1 October – 31 December 2022 to allow sufficient time for the Company to consider and make proposal to the Board of Directors. Shareholders may submit the proposal unofficially via E-mail: Comsec.TFM@thaiunion.com. After that, all original documents shall be delivered to the Company at the aforesaid address within the specified period.

- 2.3 If many shareholders have unified to propose the agenda, each of them must complete the “Agenda Proposal Form for the 2023 Annual General Meeting of Shareholders of TFM” and sign their names as evidence and send them altogether as one set.
- 2.4 Criteria for the Agenda Proposals that will not be accepted:
 - 2.4.1 Matters defined in Section 89/28 of the Securities and Exchange Act (No. 4) B.E. 2551 (Amended)¹
 - 2.4.2 Matters that violate the laws, rules, regulations of government agencies and other governing agencies or that are not complied with the objectives, the Articles of Association, the Shareholders' resolution and the Good Corporate Governance of the Company

¹ Matters defined in Section 89/28 of the Securities and Exchange Act (No.4) B.E. 2551 (Amended) are as follows:

- (1) The proposal does not comply with rules as specified in the first paragraph (A shareholder or shareholders who hold shares and have the right to vote amounting to not less than five percent of the total number of the voting rights of the company);
- (2) The proposal is relevant to the ordinary business operation and the fact given by the shareholder does not indicate any reasonable ground to suspect the irregularity of such matter;
- (3) The proposal is beyond the company's power to produce the proposed result;
- (4) The proposal was submitted to the shareholders meeting for its consideration within the previous twelve months and received the supporting votes of less than ten percent of the total number of the voting rights of the company, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders' meeting;
- (5) Any other cases as specified in the notification of the Capital Market Supervisory Board.

- 2.4.3 Matters that the Company has already implemented
- 2.4.4 Matters proposed by the shareholder who fill in incomplete or incorrect information or is unable to contact or do not follow the Criteria required by the Company
- 2.4.5 Matters proposed for personal benefits or special benefits for particular group of persons
- 2.5 In the case that the Board of Directors approves the proposed matters, TFM will include those matters in the meeting agenda remarked as "agenda from shareholders" in the notice to shareholders.
- 2.6 In the case that the Board of Directors denies the proposed matters, TFM will report those matters for acknowledgement and provide rationales at the Annual General Meeting of Shareholders.

3. The Nomination of the Director

- 3.1 Shareholders wishing to propose any candidate for being a director must be the shareholders of the Company at the date proposing the candidate by holding a minimum of five percent of the total shares issued by TFM (not less than 25,000,000 shares), which can be either owned by one shareholder or combined shareholders.
- 3.2 Shareholders possessing the qualifications as specified in 3.1 above must complete the "Director Nomination Form for the 2023 Annual General Meeting of Shareholders of TFM" and submit required documents and evidences to the Company at the below address:

Assistant Company Secretary
Thai Union Feedmill Public Company Limited
979, 32nd Floor, S.M. Tower, Phaholyothin Road
Phaya Thai Sub-district, Phaya Thai District, Bangkok 10400

from 1 October – 31 December 2022 The Nomination and Remuneration Committee will deliberate on shareholders' candidates together with other candidates before passing to the Board of Directors for their consideration. Shareholders may submit the proposal unofficially via E-mail: Comsec.TFM@thaiunion.com. After that, all original documents shall be delivered to the Company at the aforesaid address within the specified period.

- 3.3 If many shareholders have unified to propose the candidate, each of them must complete the "Director Nomination Form for the 2023 Annual General Meeting of Shareholders of TFM" and sign their names as evidence and consolidate all the forms into one set.
- 3.4 Any candidate to be proposed for being a director must possess the following key qualifications and does not have prohibited characteristics:
 - 3.4.1 Possessing the required qualifications and not having prohibited characteristics of a director according to the Public Limited Companies Act, the Securities and Exchange Act, and the Good Corporate Governance of the Company;
 - 3.4.2 Having knowledge and skill in the areas significantly beneficial to the Company;
 - 3.4.3 Should not serve as directors of more than 4 other listed companies which listed in the Stock Exchange of Thailand.
- 3.5 The candidate agreed by the Board will be included in the Agenda and remarked as "proposed by shareholders" in the notice to shareholders.

Agenda Proposal Form for the 2023 Annual General Meeting of Shareholders of TFM

I am (Mr./ Mrs./ Ms.) being the shareholder of Thai Union Feedmill Public Company Limited, as of holding shares or equivalent to percent of the total voting rights, residing at Road Sub-District District Province Telephone Number Facsimile Number E-mail address (if any)

I would like to propose the agenda of the 2023 Annual General Meeting of Shareholders as follows:

Proposed Matter:

Objective: For acknowledgement For consideration For approval

Reasons and details:

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Documents supporting the above proposal pages None

I certify that all information in this Form, the evidence of shares held and other supporting documents are correct. I agree that the Company may disclose such information and evidences. I hereby affix my signature as evidence below.

Signed by Shareholder

(.....)

Date

Remarks: A shareholder must enclose the following evidences:

1. The evidence of shares held as of the proposing date, such as a certificate issued by Securities Company or any other evidence issued by the Stock Exchange of Thailand or the Thailand Securities Depository Company Limited or certified true and correct copy of any share certificate.
2. If shareholder is a juristic person, a copy of the company’s affidavit and copies of identification card/passport (in case of non-Thai nationality) of authorized directors must be enclosed and certified true copies by such directors.
3. If a shareholder is an individual, a certified true copy of identification card/ passport (in case of non-Thai nationality) must be enclosed.
4. If a shareholder has his/her title, name or surname changed, a copy of evidence of those changes must be enclosed and certified true copy.

In case of proposing more than one agenda, the shareholder can use a copy of this Form and fill in all information and affix the shareholder's signature.

Director Nomination Form for the 2023 Annual General Meeting of Shareholders of TFM

I am (Mr./ Mrs./ Ms.) being the shareholder of Thai Union Feedmill Public Company Limited, as of holding shares or equivalent to percent of the total voting rights, residing at Road Sub-District District Province Telephone Number Facsimile Number E-mail address (if any).....

I would like to nominate (Mr./ Mrs./ Ms.) as a candidate to be a director (in case of independent director or the member of the Audit Committee, please specify) of Thai Union Feedmill Public Company Limited. The details shall be in the consent letter to nominate and certify the qualifications of person to be nominated as directors.

I certify that all information in this Form, the evidence of shares held and other supporting documents are correct. I agree that the Company may disclose such information and evidences. I hereby affix my signature as evidence below.

Signed by Shareholder

(.....)

Date

Remarks: A shareholder must enclose the following evidences:

1. The evidence of shares held as of the nomination date, such as such as a certificate issued by Securities Company or any other evidence issued by the Stock Exchange of Thailand or the Thailand Securities Depository Company Limited or certified true and correct copy of any share certificate.
2. If a shareholder is a juristic person, a copy of the company's affidavit and copies of identification card/passport (in case of non-Thai nationality) of authorized directors must be enclosed and certified true copies by such directors.
3. If a shareholder is an individual, a certified true copy of identification card/ passport (in case of non-Thai nationality) must be enclosed.
4. If a shareholder has his/her title, name or surname changed, a copy of evidence of those changes must be enclosed and certified true copy.
5. Resume of the candidate including personal background, education, work experiences, skill/ professional areas, list of companies he/she has participated in the management of in the board, number of shares held in the Company, conflict of interest with the Company and its subsidiaries/ affiliates or juristic persons which may have conflict of interest, contact address and other information considered suitable to propose to the Board of Directors for consideration.

**Consent Letter to Nominate and Certify the Qualifications of Person to be Nominated
as Directors**

I am (Mr./ Mrs./ Ms.) _____, nationality _____,
 identification card/passport number _____, date of birth _____, age _____ years
 residing at _____ Road _____ Sub-District _____
 District _____ Province _____ Telephone Number _____
 Facsimile Number _____ E-mail address (if any) _____

1. Academic Background

Period	Degree	Major	Name of Institution

2. Related training programs held by the Thai Institute of Directors Association (IOD) or other relevant training organized by the supervisory authority on being director

Name of Program	Name of Organizer	Year/Class of Attendance

3. Working Experience

Period	Position	Company Name	Type of Business

4. Illegal record in past 10 years

- Have not Have (Please specified the year of the incident, the allegations and the result of the prosecution/ consideration results)

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5. Shareholding in the Company

Person	No. of share	% of shareholding
(1) Candidate		
(2) Spouse of candidate		
(3) Minor child of candidate		
1)		
2)		
(4) Juristic person which (1), (2), (3) collectively hold more than 30% stakes, including the case that the person above holds shares in other juristic persons more than 10% because the shareholding proportion shall be deemed to be a major shareholder of such juristic person.		

6. Relationship with directors, management, major shareholders and controlling person of the Company (if any)

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7. Conflict of interest with the Company, subsidiaries, affiliated or juristic person that may have a conflict (if any)

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I (Mr./ Mrs./ Ms.) as a director nominee (in case of independent director or the member of the Audit Committee, please specify) of Thai Union Feedmill Public Company Limited, hereby acknowledge and consent to being named as a nominee for the director, and certify that all the supporting documents regarding my qualifications are correct. I also consent to the disclosure of the information or evidence, and therefore affix my signature in this consent letter as evidence below.

Signed by Director Nominee

(.....)

Date

Remark: Attachment with the consent letter to nominate and certify the qualifications of person to be nominated as directors

- The evidence confirming the identity of the candidate
- Confirming document showing that candidate is in Whitelist
- Supporting document on education, working experience and training
- The evidence of shares held as of the nomination date, such as such as a certificate issued by Securities Company or any other evidence issued by the Stock Exchange of Thailand or the Thailand Securities Depository Company Limited or certified true and correct copy of any share certificate.
- Other document (if any)

In the case of a copy of the document, the copy shall be certified true as well.