

Ref. 35/591107

Date: November 07, 2016

Subject: Notify the Board Resolutions No 6/2016 for change of Director, the connected transaction, and the establishment of the new Company.

Attention: President
The Stock Exchange of Thailand

Thai Union Group Public Company Limited (TU) would like to inform the Board Resolutions No.6/2016, date on 7 November 2016. The details are as follows:

1. Approved the financial statements for the quarter ended 30 September 2016.
2. Acknowledged the resignation of Mr. Yutaka Kyoya from being the director of the Company before the end of his term. Therefore, The Board approved to appoint Mr. Kiyotaka Kikuchi to be a director replace Mr. Yutaka Kyoya. This shall be effective since 7 November 2016 onwards.
3. Approved the renewal of rental agreement for office space of 2,109.57 square meters at S.M. Tower, made to Chansiri Real Estate Co., Ltd., for another 3 years with the rate 500 baht per square meter per month which the total amount is equal 39.04 million baht, effective between January 1, 2017 and December 31, 2019, such office space rental is construed as short-term rental of immovable property that pursuant to the SEC Notification Governing the Rules and Procedures for the Disclosure of Connected Transactions by Listed Companies B.E. 2546, which shall mean and refer to any rental contract for immovable property with validity of not more than 3 years. Furthermore, there is no proof that the said rental is done under general business conditions and are made to connected person, namely that Mr. Kraisor Chansiri and Mr. Thiraphong Chansiri holds directorship in both companies. In light of the total rental charge on a yearly basis, the transaction value exceeds 0.03%, but less than 3%, of the Company's net tangible assets as of September 30, 2016. In the opinion of the Audit Committee, the above connected transaction will benefit to the Company and will help the Company run the business with efficiency. Moreover, the value of this transaction is reasonable. Moreover, Mr. Kraisor Chansiri and Mr. Thiraphong holds directorship in TU, In this regard, the aforesaid interested directors not to vote on this matter at the Meeting.
4. Approval of the warehouse rental agreement of Thai Union Manufacturing Co., Ltd.(TUM), a subsidiary of TU, with Factory Storage Service Co., Ltd, at 9/28 Moo 3, Tambon Bangkajao, Amphur Muangsamutsakorn, Samutsakorn to keep the product packaging and labeling line during TUM's construction. The rental agreement for another 1 year, effective between January 1, 2017 and December 31, 2017. The conditions of the agreement are space with an area of approximately 10,713 sqm. with the rate 65 baht per sqm. per month which the total amount is equal 8.35 million baht, such the warehouse rental is construed as short-term rental of immovable property that pursuant to the SEC Notification Governing the Rules and Procedures for the Disclosure of Connected Transactions by Listed Companies B.E. 2546, which shall mean and refer to any rental contract for immovable property with validity of not more than 3 years. Furthermore, there is no proof that the said rental is done under general business conditions and are made to connected person, namely that Mr. Cheng Niruttinanon holds directorship in TU and as the father and father-in-law of Mr. Nakorn and Mrs. Naramon Niruttinanon, who are the directors and shareholders of Factory Storage Service Co., Ltd. In light of the total rental charge on a

yearly basis, the transaction value exceeds 0.03%, but less than 3%, of the Company's net tangible assets as of September 30, 2016. In the opinion of the Audit Committee, the above connected transaction will benefit to the Company and will help the Company run the business with efficiency, and the value of this transaction is reasonable. Moreover, Mr. Cheng Niruttinanon holds directorship in TU, In this regard, the aforesaid interested directors not to vote on this matter at the Meeting.

5. Ratified the granting financial assistance to Thai Union Feedmill Co., Ltd.(TFM), which is the related company.

According to the Corporate Finance office at Bangkok branch, which is a group finance management can get the maximum benefit from the company's existing credit lines and its subsidiaries which have regular loans between inter-companies. However, the company can grant financial assistance to another entity whose connected person hold share more than 10 percent, but less than those held by the Company, or its subsidiaries. The connected person must provide the financial assistance by taking into account the Company's shareholding ratio in the related company in while the Company must receive the approval of Board of Directors before proceeding. Due to the misunderstanding of the working process found that it has a loan of 105 million baht to TFM on August 31 to October 31, 2016, total 62 days at a rate of 1.8 percent per year which not less than the cost of the Company without the above mentioned conditions. The reasons for the immediate requirement of the necessary financial assistance need for investment capacity expansion to support business growth and to keep pace with the market opportunities which could not wait to receive financial assistance from the portion of connected person. In order to make such operations as required by the SEC Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546, the company have to ratify for granting financial assistance to TFM, which has a connected person, Mr. Rittirong Boonmechote, the company's director and the stakeholder(including his close relatives) in the proportion of 24.2 percent, calculating value exceed than 0.03 percent but less than 3 percent of the company's net tangible asset value as at September 30, 2016, the company must disclose information to the SET. The Audit Committee acknowledged the transaction and suggested to be careful to do in the future. In addition of this agenda, Mr. Rittirong Boonmechote, director and related person's interest did not vote the meeting.

However, the Company will not let this happen if not comply with the conditions mentioned.

6. Approved an investment to establish Seafood International Three Limited in Dubai, United Arab Emirates. The details are as follow;

Company Name: Seafood International Three Limited
 Location: Free zone located in Dubai, United Arab Emirates
 Date of registration: November 2016
 Type of Business: To own all intellectual property rights
 Registered capital: AED 100,000.00
 Major Shareholders:

Name	Holding in Percentage	Number of Share	Share value
1. Thai Union Group Public Company Limited	50%	50	AED 50,000
2. Savola Foods Company	50%	50	AED 50,000
Total	100%	100	AED 100,000

Board of Directors:

Name	Position
1. Mr. Aejaz Abbas Basrai	Secretary, Legal Representative and Negotiator
2. Mr. Bader Hamed Alaujan	Director
3. Mr. Abderrahim Maaraf	Director
4. Mr. Paul Gerard Reenan	Director
5. Mr. Pichitchai Wongpiya (TU representative)	Director

Objective of Incorporation

The objective of the joint venture is to own all intellectual property rights which arise in the course of activities of United Seafood Company (No.1) FZCO and United Seafood Company (No.2) FZCO that we have already set up in 2015.

Sources of funds

Cash from Thai Union’s working capital.

Connected Nature

Savola Foods Company is not a connected person of Thai Union Group. The investment to establish subsidiary company is not the connected transactions in accordance with the Notification of Capital Market Supervisory Board No. TorJor.21/2551.

Size of Transaction

The investment in 50% share of the established subsidiary company do not causes TU to fall within the disclosure requirement under the Notification of Capital Market Supervisory Board No. TorJor. 20/2551. However, this investment still conforms to information disclosure in participation or cancellation in equity of more than 10% of paid-up capital of the subsidiary or associated companies.

Board committee’s statements over the transactions

Board committee remarks that the investment in the new company, which is demonstrated as the above transactions, is proper and gives benefits to the company which can increase revenue and profits to the group companies.

Please be informed accordingly and consider further dissemination to investors.

Respectfully yours,

Thai Union Group Public Company Limited

Mr. Kraisorn Chansiri, Director
Mr. Chuan Tangchansiri, Director

