

(Translation)
Resolutions of the Board of Directors Meeting No. 1/2017
Set up AGM / Dividend

The Board of Directors of Thai Union Group Public Company Limited at a Meeting No.1/2017 held on February 21, 2017 passed the following resolutions:

1. Approval of the audited financial statements for the financial year ended 31 December 2016.
2. Agreed to propose in the Annual General Meeting of Shareholders Year 2017 for approval of its dividend at Bt3,006.24 million, or 57.21% of overall net profit achieved in the 2016 fiscal year. However, by the resolution of the Board of Directors' Meeting No. 3/2016 held on August 8, 2016, the Company had paid out the interim dividend payment for the first-half operational period to shareholders at Bt1,526,980,958.72 (equal Bt0.32 a share of the par value Bt0.25, based on 4,771,815,496 shares) on September 2, 2016, the dividend to be paid this time, worth totally Bt1,479,262,803.76 will be at Bt0.31 a share, based on the Company's registered and paid-up capital of 4,771,815,496 shares. Dividend payment of Bt0.16 per share is not subject to withholding tax, as it derived from profit under BOI privilege. Therefore, shareholder is not eligible for tax credit. Dividend payment of Bt0.15 per share is subject to 10% withholding tax, or Bt0.015 per share, as it derived from profit under non-BOI privilege. The net dividend paid will value Bt0.295 per share. The dividend will be paid on Thursday, April 20, 2017. However, this dividend will be approved by AGM on April 5, 2017.
3. Agreed to set up the Annual General Meeting of Shareholders Year 2017 to be held on April 5, 2017 at 2.00 p.m. at Benjapatra Room, 2nd floor, Royal Thai Army Radio and Television Station (TV 5), Phaholyothin Road, Bangkok.
4. The record date on which shareholders have the right to attend and receive dividend on Wednesday, March 8, 2017 and fixing the share register book closing date for collecting shareholders names under Section 225 of Securities and Exchange Act B.E. 2535 on Thursday, March 9, 2017.
5. Agreed to set up the agendas for the Annual General Meeting of Shareholders Year 2017 as follows:
 - 1) To certify the Minutes of the Annual General Meeting of shareholders Year 2016 held on April 5, 2016.
 - 2) To consider and approve the Company' annual report and acknowledge the operational results for year 2016.
 - 3) To consider and approve the financial statements for the fiscal year ended 31st December 2016 and report of independent auditor.
 - 4) To consider and approve the allocation of net profit for 2016's operational results.
 - 5) To consider and approve the election of the Company's directors.

Dr. Thamnoon Ananthothai, Chairman of the Nomination Committee, proposes to the Meeting that there are four directors will end their office at the Shareholders' Annual General Meeting for 2017, comprising those retired by rotation according to the Company's Articles of Association, namely Mr. Thiraphong Chansiri, Mr. Chuan Tangchansiri, Dr. Thamnoon Ananthothai (independent director), and Mr. Nart Liuchareon (independent director)..

- 6) To consider and approve the remuneration of the Board members for year 2017 and the directors' bonus based on the 2016 operational results.
- 7) To consider and approve the appointment of the Company's auditor and fix the auditing fee for year 2017.
- 8) To consider other business (if any).

Please be informed accordingly and consider further dissemination to investors.

Respectfully yours,
Thai Union Group Public Company Limited

Mr. Kraisorn Chansiri
Mr. Chuan Tangchansiri
Director

