

HEALTHY LIVING HEALTHY OCEANS

Annual Report 2022
(Form 56-1 One Report)



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Company Profile

Company Profile

Thai Union Group
Public Company Limited
Registration No.0107537000891

Type of Business

Processor and exporter of
frozen and canned seafood

Head Office

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Listed on the Stock Exchange of
Thailand Since 22 November 1994

As of 31 December 2022
Registered capital
THB 1,492,953,874
(5,971,815,496 shares)

Paid-up capital
THB 1,192,953,874
(4,771,815,496 shares)

Par value THB 0.25 per share

Message from Our Chairman

As the world slowly returned to normal in 2022 following two challenging years of COVID-19, Thai Union was able to deliver solid growth as demand for our healthy and nutritious products remained strong around the world.

There was much to be positive about in 2022. I was delighted to see our colleagues across Asia, Europe, and North America—who performed so well during those periods of extended lockdowns and restrictions—finally return to their offices. The resumption of face-to-face interactions was widely welcomed.

On the business front, we certainly faced some difficult headwinds such as high inflation, but I have been incredibly proud of our leadership team and their ability to navigate the Company through these challenges. We were rewarded with our highest ever revenue.

The executive branch of Thai Union, as they did so successfully throughout the pandemic, maintained a laser focus on the future. We cannot stand still if we want to continue to grow. Innovation will be key to that growth, which is why our Global Innovation Center is constantly exploring and developing new, groundbreaking products that we can bring to market. Thai Union also continues to make strategic investments in companies whose expertise we can leverage to create new offerings for our customers.

Thai Union is proud to be a leader in the seafood industry and since we launched our global sustainability strategy, SeaChange®, in 2016, we have been driving positive change around the world. Those efforts were recognized again in 2022 when the Company was ranked number one in the world in the food industry on the Dow Jones Sustainability Indices.

With climate change now one of the world's biggest threats, the challenge to protect our planet is immense. But at Thai Union we are ambitious, and we intend to use our leadership to pursue ambitious change. That's why in 2023, Thai Union will unveil a major revamp to SeaChange® with new goals until 2030, part of our unwavering commitment to sustainability and sustainable solutions, while also supporting our corporate goal of 'Healthy Living, Healthy Oceans.'

Towards the end of 2022, we also witnessed the listing of i-Tail Corporation on the Stock Exchange of Thailand. The pet food industry is growing at a rapid pace around the world, and i-Tail's listing will be important in its continued growth and expansion.

In 2022, I was proud to see that our teams across the globe not only continued to demonstrate their commitment to Thai Union, but also to the communities where we operate. Throughout the year, we participated in marine clean-up activities, provided workshops to

help educate children, and made food donations to support those in need.

With the pandemic almost fully behind us, I often reflect on the incredible work of so many people who helped our business continue to grow stronger even as external forces placed enormous pressure on us. As always, our employees demonstrated a level of commitment and dedication for which I am deeply indebted. Of course, there are so many others who have been critical to our success, and so I want to thank our customers, our growing consumer base around the world, shareholders, and our many stakeholders. I am very grateful for your ongoing support and loyalty, and I look forward to continuing our partnerships for many years to come.


Kirati Assakul
Chairman

Message from Our President and CEO



Thai Union Group delivered another strong performance in 2022, as the return to near-normalcy following COVID-19 allowed the Company to deliver record revenue.

Demand for our nutritious products remained strong, with health-conscious consumers across Asia, Europe, and North America continuing to show trust in our brands.

While most markets eased restrictions implemented during the peak of COVID-19, the world—and companies such as Thai Union—were confronted by new challenges.

Economies have been under immense pressure as a result of sharply rising inflation, a cost-of-living crisis in many of the countries where our products are sold, and the impact on supply chains of the war between Russia and Ukraine. However, through price negotiations with customers, hedging of key materials, strong inventory management, combined with the continued diversification of the business, we delivered a positive result.

These efforts, along with strong sales growth in our ambient seafood and PetCare businesses helped drive our 2022 Group sales 10.3 percent higher year-on-year to a record THB 155.6 billion, although our net profit declined 10.9 percent to THB 7.1 billion. I was pleased that we were also able to announce a final full year dividend of THB 0.84 per share.

Thai Union continued to look to the future to ensure our business maintains its strong growth path, making important investments to support our ongoing expansion. This included a CAD USD 10 million investment in Mara Renewables Corporation, one of the world's leading producers of sustainably grown algae-based bio-products.

Thai Union also established a joint-venture company, RBS-TU Food Ingredients Private Limited, to provide high-quality food ingredients to the Indian market, and took steps to better manage our supply chain through another new JV,

Pacific TUM Cold Storage Co., Ltd., which will build a cold storage facility in Thailand to handle our growing raw materials. In Europe, Thai Union converted its loan-based strategic investment in leading Icelandic cod liver company Aegir into a 50 percent shareholding, while in North America, Thai Union and Chicken of the Sea Frozen Foods announced an alliance with leading plant-based seafood brand, The ISH Food Company.

As Thai Union prepares for further growth and expansion, we have been constructing three new factories since mid-2021, which are expected to commercialize in 2023. These include three new factories in Thailand to produce protein hydrolysate and collagen peptide, another for culinary products and expanding our wet pet food and treats capacity in Samut Sakhon, which will support the rapid growth of our PetCare business. The Company is also building a tuna cold storage facility in Ghana. Meanwhile, Thai Union Ingredients started operations at its Omega-3 Centre of Excellence (O3C), a state-of-the-art facility designed to explore more efficient and specialized methods for refining various Omega-3 oils, which can be used for infant nutrition, dietary supplements and nutritional foods.

Within our own operations we also focus on making changes that will help drive our growth. In 2022, i-Tail Corporation, the official business of Thai Union's fast-growing pet-related operations, was listed on the Stock Exchange of Thailand. i-Tail is ranked number two in Asia and among the top 10 pet food makers in the world in terms of revenue, and its listing will enhance the potential for continuous and sustainable growth. Thai Union's spinoff of the PetCare business also helped improve our net-debt-to-equity ratio to 0.54x at the end of 2022, compared to 0.99x in 2021.

Thai Union's commitment to sustainability remains unwavering. The progress made under our global sustainability strategy, SeaChange® was further validated when we were ranked number one in the world in the food industry on the

Dow Jones Sustainability Indices (DJSI), a position the Company had previously held in 2018 and 2019. Thai Union has now been listed for nine consecutive years on the DJSI. We will announce a major update to SeaChange® in 2023, including the introduction of new science-based targets to address the threats presented by climate change.

We also continued to demonstrate leadership in Blue Finance, signing a THB 2 billion short-term Blue Finance loan agreement with TMBThanachart Bank Public Company Limited, further expanding our position in financing that benefits the world's oceans. By the end of 2025, 75 percent of our long-term financing will be in Blue Finance, which has sustainability targets to benefit the oceans.

I was also honored to be appointed Chair of the Board of Directors of the Seafood Business for Ocean Stewardship (SeaBOS), succeeding Skretting CEO Therese Log Bergjord. In this role, I am proud to be help move the SeaBOS mission forward as we deliver strategies to protect the world's oceans.

While 2022 was a positive year for Thai Union, we are aware of the ongoing challenges and risks: inflation, supply chain disruptions and geopolitical tensions. However, I am confident that our leadership team's focus on our long-term strategies, financial discipline and business diversification will ensure we not only overcome current challenges but maintain strong growth momentum well into the future. Thai Union is aiming for 2023 sales growth of around 5-6 percent year-on-year and will scale up capital expenditure to THB 6-6.5 billion. And as always, we remain committed to delivering on our commitment to 'Healthy Living, Healthy Oceans.'

Thiraphong Chansiri
President and CEO

Business Operations and Performance



















1. Group Structure and Operations

Business Overview

1

Thai Union's Footprint

Brands

-  1 Chicken of the Sea®, USA
-  2 GENOVA, USA
-  3 JOHN WEST, UK
-  4 PARMENTIER, France
-  5 PETIT NAVIRE, France
-  6 KING OSCAR, Norway
-  7 RÜGEN FISCH & Hawesta, Germany
-  8 Mareblu, Italy
-  9 SEALECT, Thailand
-  10 FISHO, Thailand
-  11 Monori, Thailand
-  12 Qfresh, Thailand
-  13 Bellotta, Thailand
-  14 Marvo, Thailand
-  15 Thammachart Seafood, Thailand
-  16 OMG Meat, Thailand
-  17 ZEA VITA, Thailand
-  18 ZEA Tuna Essence, Thailand



Strategic Partnership/ Key Joint Venture

- 1 Red Lobster, USA
- 2 Avanti Frozen Foods, India
- 3 Avanti Feeds Ltd, India
- 4 Lucky Union Foods Co. Ltd, Thailand
- 5 La Doria Ltd, UK
- 6 R&B Food Supply PCL, Thailand



Production Location

- 1 Lyons, GA, USA
- 2 Douarnenez and Quimper, France
- 3 Peniche, Portugal
- 4 Tema, Ghana
- 5 Svolvær, Norway
- 6 Gniewino, Poland
- 7 Mahe, Seychelles
- 8 Long An, Vietnam



Innovation Center/ R&D Center

- 1 Douarnenez, France
- 2 Bangkok, Thailand
- 3 Wageningen, Netherlands



Corporate Office/ Sales

- 1 El Segundo, CA, USA
- 2 Lake Success, NY, USA
- 3 Portsmouth, NA, USA
- 4 Milan, Italy
- 5 Paris, France
- 6 Liverpool, UK
- 7 Bergen, Norway
- 8 Bangkok, Thailand
- 9 Shanghai, China

Our Vision

To be the world's most trusted seafood leader, caring for our resources to nurture generations to come.

Our Mission

To be the seafood industry's leading agent of change, making a real positive difference to our consumers, our customers and the way the category is managed.

Our Goal

We are committed to 'Healthy Living, Healthy Oceans.' With a focus on health and wellbeing across our Group's portfolio, we will strengthen the growth and profitability of our core businesses and expand into new, attractive areas. We will continue to lead the industry on sustainability while attracting and retaining talent.

Thai Union Strategy

**WE CONTINUE
TO STAY ON TRACK
TOWARDS OUR 2025
GOALS, DESPITE
A CHALLENGING YEAR
FOR THE INDUSTRY
AND OUR CUSTOMERS**

2022 was a mixed year for our business and our customers, with ongoing headwinds from inflation, an uncertain macro-economic outlook, and impact to supply chains around the world. Thai Union's learnings from previous years dictated that we stay the course and continue to execute the strategy towards 2025 (Strategy 2025). Our focus continues to be on delivering the commitments made towards Strategy 2025, while planning for operational resilience, productivity improvement and inventory management measures to manage costs.

Strategy 2025 underlines our commitment to 'Healthy Living, Healthy Oceans.' With a focus on health and wellbeing across our Group's portfolio we will strengthen the growth and profitability of our core businesses and expand into new, attractive areas. We will continue to lead the industry on sustainability while attracting and retaining talent.

Our strategy remains unchanged through the pandemic, and consists of six elements to create long-term value, which will help us drive and sustain profitable, organic growth and shift and future-proof our Group portfolio.

1. STRENGTHEN THE CORE

Firstly, we aim to achieve moderate but profitable growth in our core business, with a continued focus on managing costs. There are still substantial opportunities to grow in terms of both volume and value. We continue to execute the three-pronged approach: tapping into existing and emerging white spaces through expanding our product ranges and optimizing our customer and geography mix; by selectively entering attractive adjacent categories; and by further expanding and differentiating our value proposition especially in health and well-being. At the same time, focusing on operational improvement becomes key in this inflationary and uncertain geo-political environment. Innovation is a key enabler to drive growth in our core business, and we continue to move towards our target of 10 percent of revenue from high margin innovation products.

2. DIVERSIFYING ALONG VALUE CHAIN

Secondly, we will continue to diversify our Group portfolio by expanding into attractive businesses along our value chains. We are focused on further growing our PetCare and feed businesses, as well as continuing to invest in research and development of alternative protein, supplements and ingredients.

Our pet business 'i-Tail Corporation (ITC)' was spun-off and listed on the Stock Exchange of Thailand in December 2022,

with the funds being utilized towards diversifying its customer base, overseas expansion (e.g., China, Europe), and R&D for new innovations. With the support of the Global PetCare Innovation (GPCI) Center, ITC continues to work closely with customers to co-develop new, innovative products, with the ultimate goal to bring health and longevity to the pets we serve. In the feed business, for example, we expanded our Pakistan operations to commercialize livestock feed, and aim to be the first shrimp feed manufacturer in Pakistan.

3. EXPLORING NEW HORIZONS

Thai Union continues to build out new businesses that tap into the large opportunity to valorize our co-products and create high-margin and high-growth businesses. We have a unique strategic position in these businesses through our raw material access and innovation capabilities.

Within this mandate, we will continue to expand our Thai Union Ingredients business, which produces a branded range of marine ingredients, including UniQ™DHA, and UniQ™BONE products. We will invest to grow into other ingredients and specialized products, supported by our new protein processing factory which is expected to open in 2023, and through our investment in leading Canada-based algae oil producer, Mara Renewables Corporation, in August 2022, to drive expansion into algae oil. Thai Union continues to invest in its supplements brand 'ZEA Vita' in Thailand, focused on collagen, calcium and fish oil products. In alternative protein, we entered a partnership with ISH Foods, a leading U.S. alternative protein brand, and plan to leverage our Corporate Venture Capital (CVC) fund portfolio to innovate and develop new offerings. In India, we entered a JV with R&B Food Supply PCL (RBF) and Srinivasa Cystine Private Limited (SCPL) to launch a new company focused on serving high quality food ingredients to the Indian market.

We recognize that not all innovations can be developed internally, especially as the food-tech space has become increasingly dynamic and geographically spread. As a result, we continue to engage with, and support, global food-tech startups through our role as one of the founding members of SPACE-F, Thailand's first food-tech incubator/accelerator, as well as through Thai Union's CVC fund.

4. FUTURE-PROOFING OUR OPERATIONS

In the light of raw material inflation and supply chain



disruptions during this year, we continue our efforts to strengthen our supply chain and operations, while increasing productivity and reducing our structural costs. We are investing in automation and artificial intelligence in order to further drive efficiency, increase quality, and improve decision-making with data digitalization. These initiatives have strengthened the resilience of our supply chain and ensured that we are well-positioned for the future. Additionally, we continue our programs to drive continuous improvement across our operations with detailed plans and a clear line of sight on a targeted 3 percent annual reduction of conversion costs.

This year, we consolidated Hawesta's production footprint by closing the Lubeck plant and transferring volumes to Sassnitz, followed by the divestiture of MerAlliance's Polish processing facility. Other examples include the warehouse automation project for ITC's Thailand factory, installation of solar panels in the Seychelles to manage rising utility costs in Europe, and a new cold storage project in Ghana to increase inventory management efficiency. These steps are in line towards achieving a leaner, more resilient operational footprint.

5. CONTINUING OUR SUSTAINABILITY LEADERSHIP

We are proud to be recognized for our efforts in sustainability, not only in our own operations, but in the industry as a whole.

Thai Union has now been listed for nine consecutive years on the Dow Jones Sustainability Indices (DJSI), a family of indices evaluating the sustainability performance of thousands of publicly traded companies. We were ranked number one on the Food Products Industry Index of the DJSI, a position we previously held in 2018 and 2019. The top ranking on the DJSI comes after Thai Union was last year

ranked number one on the Seafood Stewardship Index (SSI) for the second consecutive time for its performance delivering towards the United Nations Sustainable Development Goals (UN SDGs).

In early 2023, Thai Union will launch its SeaChange® 2030 sustainability strategy, which builds on existing commitments, such as: the tuna commitment 2025, sustainable packaging and food loss and waste reduction, but takes further leaps towards industry-leading commitments and action plans towards climate change, sustainable aquaculture, health and wellness (nutrition), and workplace safety, amongst others. SeaChange® 2030 is a global, industry-leading sustainability strategy, across all parts of our business, and aims to integrate sustainability within our 'Healthy Living, Healthy Oceans' strategy. Please refer to the 'Sustainability at Thai Union' section for details.

Thai Union continues to leverage Sustainability-linked financing, with the aim to convert 75 percent of our long-term loan portfolio from traditional finance to 'Blue finance.' With these efforts, we expect Thai Union to continue to be a sustainability leader.

6. WELLBEING AND DEVELOPMENT OF OUR EMPLOYEES

At Thai Union, we are focused on improving employees' well-being, productivity and capabilities. Even as COVID-19 impacts are reduced across all regions, we continue to support our employees, and our offices and manufacturing locations are now equipped and ready to respond to the respective local situation and requirements.

We will continue to focus on talent development, succession planning and strengthening our people capabilities through various interventions, such as on-demand and self-paced learning programs focusing on upskilling and reskilling in high demand curriculums. Thai Union also has LeadTUGrow, a hyper customized development program to groom global leaders, along with our three-year Management Associate Program, which has been running since 2014 to provide a hands-on learning experience across multiple functions and regions for high caliber new hires with the aim to feed the succession pipeline. In addition, we will continue our drive to increase the holistic wellbeing of all our colleagues through various employee engagement initiatives across all

our businesses. We continue to allocate our resources in a disciplined fashion in line with the above priorities. As we continue to deliver efficiencies in our core business, we are freeing up resources to provide fuel for growth, both for core product innovation, as well as for investment into new strategic growth areas and regions.

We continue to actively manage our Group portfolio, investing in higher-growth and higher-margin businesses and are determined to fix underperforming businesses. We continue to be prepared to take decisive actions to improve or exit underperforming businesses. Any such actions are taken with full consideration and due diligence and in such a way as to minimize disruption and unlock the full potential of existing businesses and generate value for the Group.

While we primarily focus on investing in driving profitable growth organically, we continue to selectively look at partnerships and acquisitions to further our strategic priorities and expand into high-growth categories and regions.

We aim to balance our focus on top-and bottom-line growth as we build the foundations for the future. In a rapidly changing and uncertain economic environment, we believe the key to Thai Union's success is to continue building on our strengths; our access to naturally healthy and nutritious seafood, and our ability to lead the industry on innovation and sustainability. Thai Union will maintain an unwavering commitment to 'Healthy Living, Healthy Oceans.'



Corporate History and Development

1977

1977

- Thai Union Group was originally founded under Thai Union Manufacturing Company Limited, as a processor and exporter of canned tuna.



1994

- Thai Union went public with a listing on the Stock Exchange of Thailand on 22 November 1994 as Thai Union Frozen Products PCL. (TUF)

1997-2006

- First overseas investment with the acquisition of Chicken of the Sea®, which had the third-highest



market share of canned tuna brands in the U.S.

- Acquired Empress International Ltd., a frozen seafood importer and distributor in the U.S.
- Established Tri-Union Frozen Products, Inc. (Chicken of the Sea Frozen Foods) to market frozen seafood in the U.S. Chicken of the Sea Frozen Foods was later merged with Empress International.

2008

- Acquired a majority stake in Yueh Chyang Canned Food, a canned

seafood producer and exporter based in Vietnam, and fully owned 100 percent of shares since 2017.



2009

- Invested in Avanti Feeds Limited, a shrimp feed and frozen shrimp producer based in India.

2010-2014

- Expanded into Europe with the acquisition of MW Brands (now Thai Union Europe), a producer and



distributor of shelf-stable tuna and other seafood with leading European brands such as John West, Petit Navire, Parmentier, and Mareblu.

- The acquisition of MerAlliance, Europe's number four smoked salmon producer and number one in France.
- Acquired King Oscar AS of Norway, the number one premium shelf-stable sardine brand in Norway, the U.S. and Australia and with over 140 years of heritage.

2021



2016

- Completed acquisition of majority stake in Rügen Fisch, the leading seafood Company in Germany, and fully owned 100 percent of shares since 2021.
- Acquired a 40 percent equity stake of Avanti Feeds Limited's shrimp processing unit Avanti Frozen Foods Private Limited.
- Made a USD 575 million strategic investment in Red Lobster Seafood Co., the world's largest seafood restaurant Company.

2017

- Fully established Thai Union China, with offices in Shanghai and Beijing.

2018

- Acquired a 25.1 percent stake in Thammachart Seafood Retail Co., Ltd. (TSR), increased to 65 percent in 2019.
- Acquired a 45 percent stake in TUMD Luxembourg S.a.r.l., which wholly-owns three Russian seafood companies, and increased to 90 percent in 2020.
- Increased our shareholding in Thai Union Feedmill Co., Ltd, a Thai Union Group subsidiary, to 66.9 percent.
- Thai Union Feedmill set up a joint venture Company, a manufacturer

of aqua feed, particularly shrimp feed, based in the Indonesian city of Surabaya.

2019

- Invested in the foundation of a Corporate Venture Capital (CVC) fund as part of our continuous investment in innovation

2020

- Further expanded our work with, and investments in, innovative food-tech startups. Our CVC fund grows to six investments in the areas of alternative protein, functional nutrition and value chain technology.
- Invested in a new joint venture, Food and Beverage United Company Limited, with Thai Beverage PLC., to

collaborate on product development, production and distribution of food and beverage products.

- Repurchased 117 million shares for THB 1.5 billion to help manage the Company's excess liquidity.



2021

- Thai Union Feedmill PCL., or TFM, a manufacturer and distributor of aquaculture and commercial animal feeds, was listed on the Stock Exchange of Thailand.
- Thai Union Ingredients (TUI) made

a strategic minority investment of 10 percent of shares in Clover Corporation, the world's leading tuna oil encapsulation company in Australia.

- Thai Union announced a 10 percent strategic investment in R&B Food Supply PCL (RBF), Thailand's leading food ingredients company specializing in flavors, colors and coating.
- Our CVC fund has grown to eight investments.



2022 Year of Pride and Success

In 2022, there were ongoing global economic challenges including freight prices, rising inflation which led to the increasing prices of raw materials, packaging, and vegetable oil, as well as rising interest rates. However, the Company has business diversification strategies that cover not just our product portfolio but also geographical markets to manage and mitigate the risks' impacts and continue monitoring the situation closely. Despite the ongoing pressures, Thai Union delivered a solid performance in 2022, demonstrating that the emphasis on strengthening our core businesses and expanding into new innovative products can yield results in a period of strong headwinds.

i-Tail Corporation PCL., (ITC), our flagship PetCare business and one of the world's leading manufacturers of pet food products focusing on premium wet and treat offerings, was listed on the Stock Exchange of Thailand (SET) in the agriculture and food industry and was the largest ever IPO under the food and beverage category. ITC is striving to become a leading international pet food manufacturing and distribution company. The global pet food market will continue its strong growth momentum as pet owners are willing to pay a premium price for more functional and nutritious food for the health and well-being of their pets.



- Thai Union announced a CAD \$10 million investment in Mara Renewables Corporation (Mara), one of the world's leading producers of sustainably grown algae-based bio-products, as part of Mara's CAD \$39.5 million growth funding round to accelerate the expansion of micro-algal products and unique innovation. The plant-based oil offers a non-GMO vegan option for DHA-rich omega-3 fatty acids for human nutrition, used by leading infant nutrition, supplement, and food and beverage customers worldwide.



- Thai Union Manufacturing Co., Ltd. (TUM), a subsidiary of Thai Union launched a new joint venture with JWD InfoLogistics Public Company Limited's subsidiary Pacific Cold Storage Co., Ltd (PCS). The new joint venture, Pacific TUM Cold Storage Co., Ltd. (PACT), will start the construction of a new cold storage warehouse to accommodate the increasing raw material of TUM. The new facility will be built in Samut Sakhon, near TUM's factories. Thai Union holds a 50 percent stake in the joint venture.



- Thai Union signed a joint venture agreement with R&B Food Supply PCL (RBF), Thailand's leading food ingredients company, and Srinivasa Cystine Private Limited (SCPL), an associate company of Avanti Group, to launch a new company focused on serving high quality food ingredients to the Indian market. The new company will market RBF's food ingredient products, including flavoring and coating, and will also over time potentially explore the setup of its own manufacturing facility in India.



- Thai Union and Chicken of the Sea Frozen Foods announced an alliance with The ISH™ Food Company, one of the leading plant-based seafood brands in North America, to leverage marketing and distribution channels to invest in the sustainable seafood space and ensure alternative seafood protein options are available to new audiences at an affordable price point.



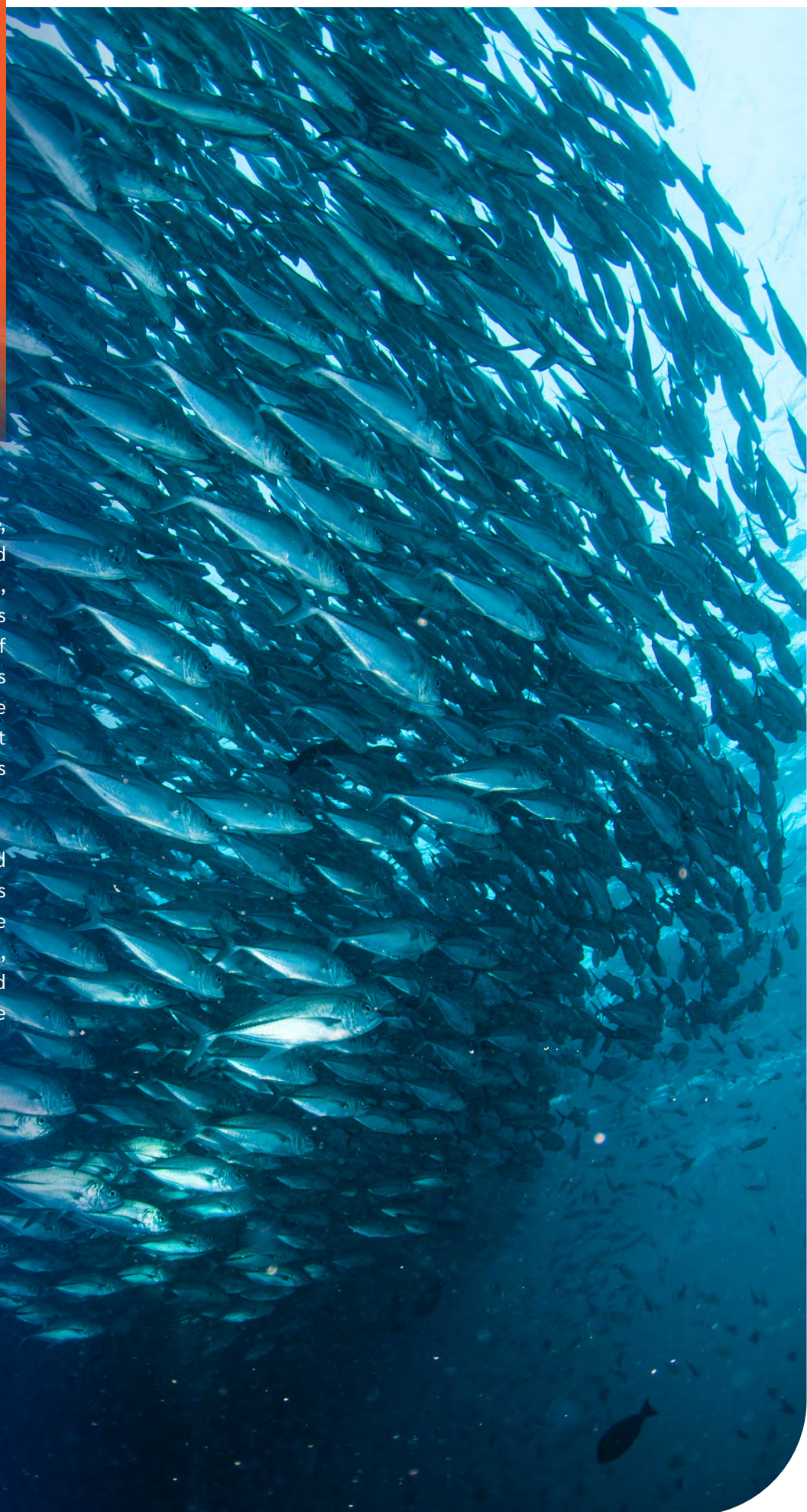
- Thai Union converted its loan-based strategic investment in Aegir, a leading Icelandic cod liver company, into a 50 percent shareholding through its subsidiary, King Oscar, further strengthening and enhancing our cod business through Thai Union's brands, King Oscar and Rügen Fisch.

- At Thai Union, we are building an ecosystem to nurture food-tech startups and to drive innovation in the food industry. We continued to engage in SPACE-F, the first global food-tech startup incubator and accelerator in Thailand. Thai Union announced that it's CVC fund had invested in Jellagen, one of the leading advanced collagen biomaterials companies based in the UK. Jellagen, a startup, sources collagen from jellyfish to produce 'Collagen Type-0'; biomaterial for application in medicine & cell cultures. The CVC fund has now grown to nine investments in the areas of alternative protein, functional nutrition, and value chain technology.

Our Brand Portfolio

Thai Union's vast selection of shelf-stable, chilled, and frozen foods and related products makes mealtimes delicious, dynamic, easy, and healthy for millions of families worldwide. Our portfolio of consumer-favored brands across North America, Europe, Asia, and the Pacific has a global reach, with product developments informed by local insights and market preferences.

Through strategic mergers and acquisitions, our family of brands is expanding its market share around the world. Our commitment to innovation, sustainable growth, quality, and consistency facilitates our competitive advantages.



North America



Chicken of the Sea® and Chicken of the Sea Frozen Foods

In 1914, Chicken of the Sea® began as a California-based fish processing and canning company. Throughout the decades, the brand's iconic mermaid, Catalina, and its image & reputation for quality have made it a household name. More than a century later, Chicken of the Sea® is synonymous with health, nutrition, and convenience; with a variety of products including tuna, salmon, sardines, oysters, clams, mackerel, frozen shrimp and refrigerated and canned crab. Ensuring a healthy supply of seafood for future generations is imperative to Chicken of the Sea®. The company has pioneered responsible sourcing initiatives including a partnership with the Marine Stewardship Council (MSC), Aquaculture Stewardship Council (ASC), and the International Seafood Sustainability Foundation (ISSF). Chicken of the Sea® uses responsible fishing practices to procure its seafood products from around the world and process them in facilities across four continents, including a state-of-the-art cannery in Lyons, Georgia.



GENOVA

In 1992, Thai Union's Genova® Premium Tuna brand was launched for customers seeking a high-quality, great tasting product. Genova® uses wild-caught, hand-selected, premium yellowfin and albacore tuna in pure olive oil and water for a mouthwatering taste of Mediterranean flavor. The premium tuna market is growing faster than the mainstream canned tuna segment, and Genova® is building awareness and expanding its distribution channels to take advantage of consumer trends. Genova® is proud to have the #1 selling premium tuna in olive oil item in the U.S. in 2022¹.



¹IRI US Shelf Stable Seafood Trends - By UPC Geography: Total US - Multi Outlet Time: Latest 52 Week Period Ending 12-25-22

Europe

JOHN WEST

John West is one of the UK's most trusted food brands, with a heritage built on high quality and trust. John West have been providing natural protein since 1857 and continue to feed the natural strengths in everyone, everyday—with passion, nutrition and protein. The brand offers a range of differentiated products to delight and support healthy lifestyles and is focused on positive nutrition, fuelling body and mind. John West is committed to the most progressive and rigorous sustainability and biodiversity efforts, designed to deliver genuine impact to our business, our customers, our consumers, and our planet.



SINCE 1857
JOHN WEST
EAT STRONG. GO STRONG.



PETIT NAVIRE

Founded in 1932, PETIT NAVIRE has established itself as the most famous French tuna brand. In 1982, its first television campaign etched the brand in French consumers' minds with the slogan 'Le bon goût du large' (The good taste of the sea). PETIT NAVIRE has seen continuous operational growth throughout its history, and is a model of modernity for the entire industry. Over the years, PETIT NAVIRE has extended its portfolio and offerings beyond tuna, mackerels, salads & spreadables, to also include chilled smoked salmon and trout.

PARMENTIER

Since 1883, PARMENTIER has perfected the craft of canning to offer gourmets real moments of pleasure. PARMENTIER's sardines are carefully selected and prepared with quality ingredients, creating tasty recipes that stand the test of time. Preserving its heritage of quality, PARMENTIER sardines are only fished during the ideal season; typically, between June and December. PARMENTIER selects only the best fish, carefully controls its curing process, and prepares them by hand.



KING OSCAR

In 1902, King Oscar II, ruler of Norway and Sweden, tasted the sardines from one of Stavanger's preeminent canneries, the Christian Bjelland Company. He was impressed. So impressed that he bestowed upon the company the most precious gift. His name. From that moment on, we have carried King Oscar's title with pride.

Now, we sell seafood products all over the world, always true to what His Majesty saw in us from the beginning: craft, heritage, and quality. Honoring tradition while leading with innovation, we're still on our mission to bring you the best quality, best tasting seafood possible—and to do it in a sustainable way. Because when you are lucky enough to have been given a name like ours, the seafood you offer must be fit for a king. King Oscar is the number one premium sardine brand in the U.S., Norway, and Australia.

RÜGEN FISCH

Since 1949, RÜGEN FISCH has grown its business to become the leading seafood company in Germany, representing a powerful line of ambient and chilled seafood brands. These include brands for shelf-stable canned seafood products such as RÜGEN FISCH and Hawesta, a historic brand founded in 1909, along with brands for chilled products such as Ostsee Fisch (smoked salmon products) and Lysell (canned premium seafood).



Mareblu

Mareblu, founded in the 1970s, has developed as a strong, profitable, and attractive alternative to leading competitors in Italy. Thanks to its focus on quality and innovation, Mareblu is known as the only tuna brand in Italy that markets a complete range of NoDrain products where most of the oil has been removed in order to offer a lighter, healthier and more eco-friendly product, still delivering all taste and tenderness. This fully integrated process results in a product of the highest standards in taste, quality, and nutrition. Mareblu's mission is to guarantee everybody access to innovative, sustainable and healthy protein meals, a challenge fit for a passionate team of seafood experts.



Asia-Pacific



SEALECT

In 1992, Thai Union established the SEALECT brand to introduce Thailand to canned tuna produced at a global standard. SEALECT has established itself as the leading tuna brand in Thailand, while also exporting to some surrounding countries. SEALECT continues to diversify its line of products, all of which represent quality and value for money. SEALECT's mission is to help consumers get the most out of seafood through new varieties, nutritional information, and recipes. We are open to new product development opportunities through local or global strategic partnerships, to fulfil and meet market demand. We want to ensure that our consumers can enjoy their favorite tuna menu, that comes with both nutritional health benefits and delicious taste, in order to drive future growth of the overall tuna consumption.



FISHO

Created in 1996, FISHO was Thai Union's first snack brand for the Thai market, created from a perfect blend of premium-quality fish and richly-flavored seasonings. FISHO, with a mission to provide healthy snack foods in a wide variety, is available in strips, sheets, and sticks. It's popular among teens and young adults, who can enjoy its taste while knowing they're snacking guilt-free.



Qfresh

Qfresh offers 'Fresh Quality' frozen seafood products through a wide range of culinary products that are ready-to-cook and ready-to-eat, available in both offline and online channels. Qfresh products are sustainably sourced, in combination with innovative processing and storage technology to ensure that freshness and nutritional content are maintained. Qfresh consumers enjoy seafood that is affordable, convenient, and nutritious. Qfresh also focuses on modern delivery methods, to ensure it delivers to the highest standards of freshness, original flavor, and safety. In 2019, Qfresh was rebranded, with new brand logo and product packaging design, to establish brand uniqueness and increase consumer's awareness.



Pet Food Brands

Our pet food brands offer a wide array of products, for both cats and dogs. Our products come in a variety of formats and flavors, and are made with high quality ingredients selected from i-Tail's own supply chain, as well as our strategic suppliers. Recognizing the growing trend of humanization and diverse demand from consumers, we are constantly developing products with health benefits and customized diets suited to the preference and need of your furry friends. Our brand portfolio consists of domestic brands, such as Bellotta (premium quality cat food, comprising both wet and dry cat food, and cat treats), Marvo (premium quality dog food, comprising both wet and dry dog food, made from quality ingredients that offer essential nutrients for dogs of all life stages) and ChangeTer (kidney-friendly cat and dog foods for a healthier and better life of our beloved pets). We also have a branded footprint in the U.S., offering pet food products under Calico Bay (wet cat food products largely made from fresh meat and seafood such as tuna, shrimp and salmon, and formulated based on island-inspired recipes using healthy ingredients that are free of preservatives) and Paramount (premium wet dog food products produced from wholesome ingredients, which offer a quality source of protein that is highly digestible). Our brands also support our business partners as a platform to pilot new innovation and product formulation.



MONORI

MONORI sea-snack products are one of Thai Union's first seafood snacks. They're fun, flavorful, and nutritious—made from real seafood ingredients, and cooked until perfectly crunchy. MONORI snacks are a healthier alternative to many other snacks, and available in a variety of flavors, including Japanese style crispy shrimp cheek snack, crispy salmon skin snack and crispy squid snack. MONORI snacks offer real seafood taste and a new unique snacking experience.



OMG Meat

In 2021 Thai Union launched OMG Meat, a plant-based protein brand, in the Thai market, to support our Group's commitment to 'Healthy Living, Healthy Oceans,' as well as to meet surging demand in Asia for healthy, environmental-conscious and innovative alternative protein products. OMG Meat's products not only have zero cholesterol, but they come with delicious taste and a high protein content. OMG Meat offers a variety of plant-based seafood e.g. crab cake, crab shumai, fish nugget, hoi jor, and the world's first shrimp wonton. OMG Meat is available nationwide at leading Thai supermarkets and online.

Asia-Pacific

ZEA VITA



ZEA vita

To support Thai Union's commitment to 'Healthy Living, Healthy Oceans,' and the growing popularity in consumer healthy living trend, Thai Union Lifescience, a new subsidiary of Thai Union Group was established in 2021. Leveraging Thai Union's strengths in the sourcing of tuna raw materials and the Global Innovation Center (GIC), Thai Union Lifescience focuses on the manufacturing, trade, distribution and development of supplements, health care and biotechnology products, commercialized under the ZEA vita brand. ZEA vita's core supplement products consist of collagen, calcium and fish oil. ZEA vita's products are available at Watsons, top pharmacies, 7-Eleven, Shopee, and Lazada.

Strategic Partnerships



RED LOBSTER

RED LOBSTER, the world's largest seafood restaurant company, has grown to become an iconic casual dining brand since its first location opened in Florida in 1968. RED LOBSTER has more than 700 locations in the U.S., Canada and around the world. In 2016, Thai Union made a strategic investment in RED LOBSTER after supplying the brand for more than 20 years. The investment not only marked a strategic step for Thai Union to build a direct-to-consumer channel, but also allowed Thai Union to leverage the restaurant industry expertise from the RED LOBSTER management team and increased synergies with Thai Union's core businesses through product development and expansion of suppliers.

In September 2022, for the first time in Thailand, RED LOBSTER welcomed seafood lovers to the ultimate seafood dining experience at its new Bangkok outpost located at Queen Sirikit National Convention Center (QSNCC). The restaurant offers signature menu items from the U.S., such as Cheddar Bay Biscuit, Live Maine Lobster, Duo Lobster Tails and many other seafood varieties. In addition to seafood, customers can also enjoy burger and steak dishes, signature cocktails (Lobsterini Martini) and dessert (Flambe Burnt Cheesecake).



Thammachart Seafood

Managing more than 180 seafood counters in Thailand. Thai Union entered a strategic partnership with Thammachart Seafood in 2018, and increased its stake to 65 percent in 2019. The partnership has expanded Thai Union's business portfolio into seafood counter service, food service and F&B concepts totaling 18 outlets, which include 80'Below, The Dock Seafood Bar, The Lobster Lab and the management of Ocean Bar.

ZEA VITA by Interpharma



Interpharma-ZEA vita

In 2021 Inter Pharma and Thai Union Ingredients, a subsidiary of Thai Union Group, set up Interpharma-ZEA vita, a new joint venture focusing on research and development, as well as the manufacturing and distribution of healthy products that promote wellbeing. Thai Union Ingredients currently holds a 49 percent stake in the new joint venture. The investment combines together Thai Union's strength in R&D and marine ingredients, with Inter Pharma's strength in supplement sales and distribution, particularly in the medical channel. The products already launched under this joint venture include Lisa DHA Shot, TruBo Calcium Hydroxyapatite, and Fish Pro Low Sodium Snack.



Food and Beverage United

In 2020, Thai Union Ingredients established Food and Beverage United, a new joint venture with BevTech Company, a subsidiary of Thai Beverage to produce and distribute functional food and beverage products. The joint venture combines Thai Union's strength in R&D and marine ingredients, with Thai Beverage's strength in beverage marketing, sales and distribution. The first product, ZEA Tuna Essence, was launched in Thailand across 7-Eleven and other modern trade channels in Q4 2021. ZEA Tuna Essence is a functional beverage enriched with Vitamin B, Zinc, Selenium and Omega-3. The product comes in two flavors, Original and Passion Fruit.



Selected Brand Share in 2022

Thailand



Market Share (Value)
of 'SEALECT Tuna' in Thailand
(Canned Tuna Market)

56.1%

SEALECT Others

USA



Market Share (Value)
of 'Chicken of the Sea®'
in the U.S.¹

13.8%

Chicken of the Sea®
Others



Market Share (Value)
of 'KING OSCAR' in the U.S.
(Premium Sardines)

67.9%

KING OSCAR (US)
Others

Europe



Market Share (Value)
of 'KING OSCAR' in Norway¹

13.0%

KING OSCAR Others



Market Share (Value)
of 'PETIT NAVIRE' in France¹

28.5%

PETIT NAVIRE Others



Market Share (Value)
of 'JOHN WEST' in the UK¹

29.4%

JOHN WEST Others



Market Share (Value)
of 'PARMENTIER' in France¹

3.2%

PARMENTIER Others



Market Share (Value)
of 'JOHN WEST' in the Netherlands¹

25.3%

JOHN WEST Others



Market Share (Value)
of 'Mareblu' in Italy¹

6.1%

Mareblu Others



Market Share (Value)
of 'JOHN WEST' in Ireland¹

53.0%

JOHN WEST Others



Market Share (Value)
of 'RÜGEN FISCH' and 'Hawesta'
in Germany¹

22.8%

RÜGEN FISCH & Hawesta Others

¹ of total canned seafood market
Source: AC Nielsen and IRI

¹ of total canned seafood market
Source: AC Nielsen and IRI

Financial Highlights

Amount (Billion Baht)

Sales	<div><div>THB</div><div>2022</div><div>155.6</div></div>	2021	2020	2019	2018
		141.0	132.4	126.3	133.3

EBITDA		2022	2021	2020	2019	2018
		12.9	14.9	13.0	10.2	9.5

Net Profit attributable to owners of the parent



2022	2021	2020	2019	2018
7.1	8.0	6.2	3.8	3.3

Total Assets



2022	2021	2020	2019	2018
182.6	166.6	144.6	141.9	141.9

Total Liabilities



2022	2021	2020	2019	2018
94.4	104.4	88.8	90.1	95.4

Shareholders' Equity



2022	2021	2020	2019	2018
88.1	62.2	55.7	51.8	46.5

Net Interest-bearing debt (net of cash and cash equivalents)



2022	2021	2020	2019	2018
47.3	61.3	52.1	55.2	62.9

Net Cash from Operating Activities



2022	2021	2020	2019	2018
5.9	6.3	13.4	11.8	12.9

Annual Dividend



2022	2021	2020	2019	2018
4.4	4.4	3.4	2.2	1.9



Financial Ratio

Total Liabilities to Equity (Times)



2022	2021	2020	2019	2018
1.1	1.7	1.6	1.7	2.1

Gross Profit Margin (%)



2022	2021	2020	2019	2018
17.5	18.2	17.7	15.9	14.2

Return on Capital Employed (%)



2022	2021	2020	2019	2018
6.5	10.1	8.8	6.3	6.6

Return on Average Equity (%)



2022	2021	2020	2019	2018
11.1	16.1	14.1	9.0	11.9

Per Share Data (Baht)

Basic Earnings per share



2022	2021	2020	2019	2018
1.47	1.66	1.26	0.8	0.68

Diluted Earnings per share



2022	2021	2020	2019	2018
1.47	1.66	1.26	0.8	0.68

Dividend per share



2022	2021	2020	2019	2018
0.84	0.95	0.72	0.47	0.40

Par Value



2022	2021	2020	2019	2018
0.25	0.25	0.25	0.25	0.25

Awards & Recognition 2022

EXECUTIVES

1.

Best CEO (Food Industry) Thailand 2022 by *Finance Derivative*

Mr. Thiraphong Chansiri, Thai Union CEO, was named Best CEO (Food Industry) Thailand 2022 in the 2022 edition of *Finance Derivative* Magazine, which is a global finance and business analysis magazine, providing broad coverage and analysis of the finance industry, international business and the global economy.



2. Treasurer of the Year by The Asset Triple A Awards 2022

Mr. Yongyut Setthawiwat, Managing Director, Group Treasurer was named Treasurer of the Year in the category of Treasury, Trade, Sustainable Supply Chain and Risk Management Awards 2022 by The Asset Triple A. Thai Union's treasury and financing strategy has been recognized by a number of institutions, especially for its sustainable-linked 'Blue Finance' program that has targets to benefit the oceans - where interest rates are linked to key performance indicators and sustainability performance targets.



3. Best CEO, Top 3 (sell side) in 2022 Asia (ex-Japan) Executive Team rankings by Institutional Investor

Mr. Thiraphong Chansiri, Thai Union CEO, was named Best CEO, Top 3 (sell side), in the consumer staples sector in 2022 Asia (ex-Japan) Executive Team rankings by Institutional Investor.



4. Best CFO, Top 2 (sell side) and Top 3 (combined) in 2022 Asia (ex-Japan) Executive Team rankings by Institutional Investor

Mr. Ludovic Garnier, Group CFO, was named Best CFO, Top 2 (sell side) and Top 3 (combined) in Institutional Investor's 2022 poll, reflecting the opinions of 4,854 investment professionals at 1,612 financial services firms.

CORPORATE

5.

Received the ASEAN Asset Class award category at the 2022 ASEAN CG Scorecard

The ASEAN CG Scorecard, an initiative of the ASEAN Capital Markets Forum (ACMF) supported by the Asian Development Bank (ADB), serves to recognize ASEAN listed companies with commendable corporate governance practices.

**6. Outstanding company in Thailand Top Company Awards**
by Business+ Magazine

Thai Union won an Outstanding Award at the Thailand Top Company Awards 2022, for being a company with excellence in its business operations, innovation, sustainability, products, and services.

**7. Corporate Management Excellence Award at the Thailand Corporate Excellence Awards 2022**
by the Thailand Management Association (TMA)

Thai Union Seafood Co., a subsidiary of Thai Union Group, won the Corporate Management Excellence award at the Thailand Corporate Excellence Awards 2022 for organizations with annual revenue of less than THB 10 billion.

9. Winner of The Next 100 Global Awards 2022: Seafood Innovation at Global Banking & Finance Awards® by Global Banking & Finance Review®

The Next 100 Global Companies to watch highlights some of the most exciting, innovative, and promising businesses from around the world. The list recognizes companies at the forefront whose strategy, achievements, dedication, and leadership of those who demonstrate outstanding achievement and are committed to delivering the products clients need and the results clients want, acting as a catalyst for the industry.

**10. Multiple awards at HR Excellence Awards Thailand 2022**
by Human Resources Online

Thai Union was honored to be recognized for excellence in 6 categories:

- Excellence in Workplace Mobility
- Excellence in Talent Management
- Excellence in Women Empowerment Strategy
- Excellence in CSR Strategy
- Excellence in Business Transformation
- Employer of the Year

The criteria of recognition included corporate vision, strategies, operations, business results, and development of human capital.

**11. Human Right Awards 2022 in the large business sector**
by the Rights and Liberties Protection Department, the Ministry of Justice

Thai Union and its subsidiaries, Pakfood, Okeanos, and Thai Union Feedmill, received Outstanding Awards and Thai Union Seafood received an honorable mention award. The Human Rights Awards recognize companies in Thailand for excellence and outstanding contribution in the area of human rights that impact all stakeholders across all dimensions.

12. 'Outstanding' Sustainability Model Organization Award 2022 in the Thai capital market in the empowerment of persons with disabilities category
by the Securities and Exchange Commission (SEC)

Thai Union and Thai Union Feedmill received the outstanding 'Sustainability Model Organization' award in the Thai Capital Market from the SEC. The SEC established the Sustainability Model Organization award to encourage Thai listed companies to integrate environmental, social and governance (ESG) dimensions into their businesses.

**8. Rated 'Excellent' and received a 5-star rating for the 7th consecutive year**
by the Thai Institute of Directors Association (Thai IOD)

Thai Union continued to receive an excellent level of recognition for overall performance in the Corporate Governance Report of Thai Listed Companies in 2022, which is the highest level of CG Scoring.

SUSTAINABILITY

13.

Ranked No. 1 Company in the World in the Food Products Industry Index of the Dow Jones Sustainability Indices (DJSI)

Thai Union achieved a 100th percentile ranking for total sustainability score. This year's ranking showed the best industry performance in two sustainability pillars—environmental and social—while it received a 100th percentile score in 18 areas, driven by Thai Union's global sustainability strategy, SeaChange®. This marked the 9th consecutive year that Thai Union has been named to the DJSI.

**14. Gold Class Distinction in the S&P Global Sustainability Yearbook 2022**

Thai Union was one of two Food Products companies to receive a Gold Class distinction in Thailand following S&P's Global Corporate Sustainability Assessments of more than 7,500 companies from 61 industries.

15. MSCI 'A' Rating

MSCI ESG Ratings are designed to help institutional investors understand ESG risks and opportunities. Thai Union received the 'A' rating on Environmental, Social, and Governance (ESG) Performance in the Food Products industry.

16.

**Inclusion in the FTSE4Good Emerging Index for the 7th consecutive year**

The FTSE4Good Emerging Index, which is an extension of the FTSE4Good Index Series, helps investors integrate environmental, social and governance (ESG) factors into their investment decisions and serves as a framework for corporate engagement and stewardship. The indices are used as a basis for tracker funds, structured products and as a performance benchmark. The FTSE4Good Emerging Index was launched in December 2016 and covers more than 20 emerging nations.

**17. Sustainability Disclosure Award and Inclusion**

Thai Union received the Sustainability Disclosure Award 2022 from Thaipat Institute in recognition of its excellent public disclosure of company performances and coverage of its Environmental, Social, and Governance (ESG) aspects in 2022.

**18. Multiple awards from CSR-DIW Continuous Award 2022**

by the Department of Industry Works, Ministry of Industry

Thai Union and its subsidiaries, Pakfood, Thai Union Seafood, Okeanos, and Thai Union Feedmill (Mahachai and Ranot Branch), received 6 awards at the CSR-DIW Continuous Award 2022, which is the 3rd consecutive year for Thai Union.

19. Best ESG in 2022 Asia (ex-Japan) Executive Team rankings by Institutional Investor

The Company was recognized in the Top 3 (sell side), demonstrating our outstanding ESG attributes including strategy, engagement, and disclosure that has been recognized by the financial and investment community.

INNOVATION

20.

**2022 Editors' Picks Best New Products**
by the Progressive Grocer

Chicken of the Sea's new innovative product, Crispy Stuffed Shrimp was recognized by Progressive Grocer's editors to be one of the 2022 Editors' Picks best new product. It is a ready-to-cook product that offers restaurant-quality dishes at home. Every year, hundreds of wide-ranging grocery products are submitted for the Editor's pick program and the best new products are considered by editorial staffers in the sampling process.

21. Innovation Excellence Award at the Thailand Corporate Excellence Awards 2022
by the Thailand Management Association (TMA)

Thai Union Group received the Innovation Excellence Award at the Thailand Corporate Excellence Awards 2022. Thai Union has won the award for four consecutive years. The awards were given to Thai companies that optimize their business models to drive competitiveness and contribute to the country's economic development.

INVESTOR RELATIONS

22. Best Investor Relations Company (Seafood) Thailand 2022
by Finance Derivative

Thai Union won for Best Investor Relations Company (Seafood) Thailand 2022 Category in the 2022 edition of Finance Derivative Magazine, which is a global finance and business analysis magazine, providing broad coverage and analysis of the finance industry, international business and the global economy.

23. Best IR Team and Best IR Program in 2022 Asia (ex-Japan) Executive Team rankings
by Institutional Investor

The Company was recognized in the Top 3 (combined & sell-side), for its efforts to deliver quality IR activities, accessibility, responsiveness, as well as timeliness and consistency of disclosure.

Thai Union
Ingredients

In 2017, to meet a growing market demand for natural, seafood-derived ingredients for human nutrition, Thai Union invested in a global business unit focusing on producing and selling ingredients produced from fish processing co-products. Thai Union Ingredients (TUI) commercializes innovations identified by Thai Union's cutting-edge Global Innovation Center, while creating a sustainable future for the tuna industry by maximizing the valorization of the whole fish processed by Thai Union.

TUI started its business with a tuna oil extraction plant in Samut Sakhon, Thailand, close to Thai Union's main tuna processing plants, which allows the extraction plant to have fresh raw material supplied straight from the factories. With fresh raw material passing through a low temperature extraction process, the natural functionality is preserved to get the highest quality tuna crude oil, containing the highest DHA content available in the market. DHA is a critical component for infant brain development and general human health. This high-quality crude oil will be refined in TUI's refinery plant in Germany.

In 2021, TUI started up its oil refinery in Rostock, Germany, thereby completing its end-to-end tuna oil supply chain and allowing it to produce its tuna oil product range under the UniQ®DHA brand. Since this factory will not only refine Thai Union's tuna oil, it will also refine other Omega-3 oils. Therefore, there are several new business initiatives in Germany, fully utilizing the factory facility to produce many products for manufacturers of nutrient-dense products including infant formula, dietary supplements, clinical nutrition, and functional foods. Furthermore, TUI has also operated an oil extraction plant in the Seychelles since mid-2021 to strengthen the supply chain in Europe.

TUI also its new bone powder production facility in southern Thailand, producing a new product under the UniQ®BONE brand. This product is produced by micronizing fresh tuna bone into a fine, off-white powder with a neutral taste and smell. UniQ®BONE contains calcium and phosphorus in a ratio of 2:1, in its natural hydroxyapatite form—the same structure that is also present in human bones and teeth. It also contains, typically, 17 percent naturally-occurring collagen. With its very fine particle size, UniQ®BONE can be incorporated in products without changing sensory attributes and mouthfeel, delivering a range of nutrients for bone health. It is selected from fresh, food-grade raw material and produced without adding any additives, using a gentle manufacturing process to retain all-natural nutrients. UniQ®BONE can be easily used for various types of food, capsules, tablets and as an additive for pet food and pet nutrition.

The past two years have been crucial in expanding the product portfolio in functional protein, with TUI working intensively on numerous activities including in-depth market research, route to market, final product development, factory construction, regulatory compliance and more. TUI's new production facility will be ready in 2023 for commercial production of its first two products; with the first being high-purity marine fish collagen peptides, which provide essential building blocks for healthy skin, hair, nails, bone and joints. With an excellent sensory profile and great powder properties, the product is highly versatile in many forms of food and supplements. The second product will be fish protein hydrolysate, a high-quality protein source for pet foods and pet nutrition supplements, available in both liquid and powder forms to support various applications.

By valorizing the full potential of fish, TUI aims to contribute to Thai Unions 'Healthy Living, Healthy Oceans' strategy, with fully traceable products, starting with sustainable sourcing, preserving its natural functionality through gentle manufacturing processes and supplying these ingredients to customers who process it into a wide range of healthy consumer products.



UniQ®BONE

Innovation at Thai Union

Embracing innovation for health, well-being and sustainability

As the world evolves from the shadow of COVID-19 pandemic, people are adjusting to living in the new normal. The pandemic has changed the attitudes of consumers, particularly towards health, safety, the environment and sustainability. Their beliefs and norms are shifting. Innovation plays an extremely important role in ensuring the Company remains relevant to consumers and customers. The role of food nowadays is not only to provide basic nutritional needs to consumers but also to support both physical and mental health in a sustainable way. For innovation at Thai Union, we are committed to 'Healthy Living, Healthy Oceans,' with a focus on health and well-being across our Group's portfolio. Our mission is to develop game-changing solutions for enhanced consumer satisfaction, shared value, and sustainability.



Supplements

ZEAVITA, Thai Union's flagship supplement brand, continued strengthening its product portfolio in 2022 with strong momentum in new product launches, especially collagen products. Key launches included ZEAVITA Collagen Prebo & Gluta in April 2022, providing benefits including radiant skin and clean gut, the launch of ZEAVITA Collagen Prebo & Zinc in July 2022 for anti-acne and clean gut, and the launch of ZEAVITA Collagen Prebo & Astraxanthin in August 2022 for the benefits of anti-aging and clean gut. With strong new product launches rooted from in-depth consumer insights, supported by impactful marketing and communication campaigns, ZEAVITA collagen overtook market leaders to achieve No. 1 in market share in Watsons since May 2022. The development of ZEAVITA collagen products was done thoroughly, considering the tangible impact and benefits to consumers. A seeding trial to evaluate the effectiveness of ZEAVITA Activ70X Collagen+ products was done in collaboration with MUPY Dermocosmetic Testing Center, Mahidol University, with the results showing a significant increase in skin elasticity, skin moisture and skin density after consumption of ZEAVITA Activ70X Collagen+ products for one and two months. Besides collagen products, ZEAVITA Fish Oil Deepz for improved sleeping quality was launched in April 2022 and ZEAVITA Immu 10 with 200 percent Vitamin C was introduced in November 2022. This innovation is proprietary to Thai Union intellectual property with granted petty patent protection.

Alternative Protein

Demand for plant-based food products has increased rapidly in recent years. Consumers expect foods to not only be good for their health but also good for the planet and environment. Thai Union, as a global leader in seafood, cares and pays attention to what consumers want in the alternative seafood space. In addition to alternative ambient tuna flakes, which were launched in 2021, this year we put our comprehensive efforts into the development of alternative shrimp pieces and whole shrimp, with successful outcomes. The method and recipe for plant-based shrimp is a Thai Union trade secret. Plant-based shrimp dumplings under the OMG brand launched in June 2022 and is a great example of commercial products that made use of our plant-based shrimp technology. OMG shrimp dumplings not only tastes good, but are also good for the environment and the planet.





Digital manufacturing

At Thai Union's Global Innovation Center, we recognize how important digital manufacturing is. The need to accelerate this initiative became highly indispensable during the COVID-19 pandemic, with the ultimate goal to achieve step-change in our operational efficiency while also ensuring the continuation of our operations with less dependence on human labor. To develop a holistic solution in digital manufacturing transformation, several projects were initiated under the 'Factory of the Future' initiative. Our key achievements in 2022 were 1) New technology invention on the development of a combined multi-vision automated cutting system (patent pending) and 2) Thai Union copyright inventory software program that assists with raw material selection for production planning. Stay tuned for many more to come in our digital manufacturing journey.

Sustainable packaging for Healthy Oceans

Sustainable packaging plays a key role in supporting SeaChange®, Thai Union's sustainability strategy along with the Company goal on 'Healthy Living, Healthy Oceans.' We are committed to achieving 100 percent reusability, recyclability, or compostability of our branded packaging by 2025. To support this initiative, the Thai Union Global Innovation Center has put strong efforts on packaging development, not just looking at individual components but on total packaging solutions. This approach spans all packaging formats from flexibles and pouches to rigid containers such as plastic cups, and metal and aluminum cans and applications (retortable to frozen product lines) in both human and pet categories.

Recyclability is being achieved through the research of mono-material solutions for replacing multi-layer or aluminum containing materials currently utilized for flexible packaging. A key focus is on developing barrier technology that embraces sustainability objectives without compromising food safety and shelf-life targets. Moreover, we are also exploring solutions that focus on utilizing a single pathway for recycling to achieve real impact to both the environment and society. The packaging design must facilitate the effective collection and fit the recycling infrastructures in the target markets.

While metal and aluminum cans are widely recycled globally, the Thai Union Global Innovation Center is exploring options for reducing the carbon footprint for both production and logistics associated with these packaging formats. We are committed to finding sustainable solutions that not only deliver on our sustainability commitments but also take care of healthy oceans for generations to come.

SPACE-F

SPACE-F, Thailand's first dedicated food-tech startup incubator and accelerator program, is a cornerstone of Thai Union's open innovation activities. Established in 2019 to grow a startup ecosystem dedicated to deep foodtech through the cooperation of Thai Union, the National Innovation Agency and Mahidol University's Faculty of Science. Support for the program has expanded to include Thai Beverage PCL and Deloitte Thailand. SPACE-F's reputation has grown significantly and is recognized as a key contributor to the regions foodtech ecosystem.

The startups in SPACE-F's third cohort successfully conducted proof of concept trials, launched products into the market and received investment in 2022. The third cohort consisted of 15 startups, including eight accelerator and seven incubator startups. Startups joined from around the world, 10 from Thailand and five startups from North America, Europe and Asia. The accelerator demo day was held on July 1st 2022 with eight startups pitching to an audience of 198 participants. The incubator demo day was held on August 23rd 2022 at Sustainability Expo 2022 with over 200 participants, while Phagos and MUU announced their successful fund raising of USD 2.5 million and USD 1 million respectively.

On October 26th, 2022 SPACE-F signed an MOU with Innovate 360, Singapore's premier foodtech accelerator, to promote collaboration across the region in foodtech. The collaboration kicked off over a week with six SPACE-F startups visiting Singapore to explore the local



ecosystem and showcase their companies at Singapore's International Agrifood Week, where they garnered significant interest. SPACE-F will continue to expand our international footprint by building collaborations with global accelerators, corporates, and investors in 2023.

ThaiBev (a leading beverage producer in ASEAN) and Deloitte (one of the largest professional services network in the world) are committed to continuing their support of the SPACE-F program as corporate and supporting partners respectively in 2023. March 2023 will see the launch of SPACE-F's fourth cohort with high expectations. To date, alumni of the program have gone on to raise over USD 50 million and expand their global presence with operations in over 16 countries. We expect the success of SPACE-F startups to grow exponentially as alumni of the program mature and we expand the program's reach internationally.



Quality and Food Safety



THAI UNION QUALITY POLICY

Thai Union's top management recognizes the importance of food safety and product authenticity throughout the food supply chain. Thai Union is committed to continuously improving positive product quality, food safety culture and an authenticity of products throughout our businesses. The Company regularly develops and strives to continually improve our processes to deliver safe food products through an efficient, effective, and suitable food safety management system. To ensure best practices, Thai Union has been certified on the internationally recognized Hazard Analysis Critical Control Point (HACCP) system and Global Food Safety Initiative (GFSI) certification food safety management system. The Company has defined the relevant regulatory requirements and the agreed customer requirements to ensure consistent compliance. Thai Union also focuses on creating a strong product quality and food safety culture through open communication with its employees at all levels and also pays attention to assess attitudes and behaviors that relate to the product quality and food safety culture of Thai Union.

QUALITY MANAGEMENT SYSTEM: FOOD SAFETY AND HYGIENE

Our Quality Management System is the platform that we use globally to ensure consistent food safety, compliance with quality standards and to create value for consumers. Our internal Quality Management System is audited and verified by independent certification bodies to prove conformity to internal standards, international standards, laws, and

regulatory requirements. The Quality Management System begins with the control of processes for externally provided materials. We work with our suppliers to help them improve the quality of their products. The system reflects key global food safety demands and addresses quality, integrity, environmental, and social issues.

Thai Union's appreciation of the demands of consumers regarding quality and safety means we work with suppliers to help them create a quality product that can be delivered to market with little or no alteration.

To ensure the safety, quality and integrity of products through every stage of the supply chain, Thai Union regularly sends its representatives to conduct on-site audits, scrutinizing production line practices and standards. Our oversight of supplier standards involves the delivery of regular reports, as well as audits upon request or at specified times throughout the term of the contract. These risk management and auditing tools greatly increase the likelihood of suppliers meeting Thai Union's standards and initiatives on food safety.

The Company operates its own food testing laboratory with ISO/IEC 17025 accreditation from the Department of Medical Science, Ministry of Public Health, Thailand. The laboratory was awarded as the most outstanding laboratory in year 2010

by the Ministry of Agriculture and Cooperatives' National Bureau of Agricultural Commodity and Food Standards.

We continuously strive for excellence in food safety, food integrity, environmental protection, and energy management systems, which are reflected in numerous national and international accreditations including: GMP, HACCP, BRC, ISO 9001: Quality Management System, ISO 14001: Environmental Management System, ISO 450001, TIS 45001: Occupational Health and Safety Management System, Kosher, Halal, and Best Aquaculture Practices (BAP).

Our products include information for consumers to ensure that they are consumed safely. The products meet the highest level of quality as we have implemented a Combating Food Fraud and Food Defense Strategy to protect our food supply chains from any risk of intentional and unintentional contaminations.

THAI UNION'S FOOD QUALITY & SAFETY ACCREDITATIONS

- Accredited with ISO 9001 on Quality Management System by the UKAS management system.
- Accredited with ISO 14001 on Environmental Management System by UKAS management system.
- Certified with ISO 45001, TIS 45001: Occupational Health and Safety Management System by SGS.
- Accredited with ISO/IEC 17025: Testing and Calibration Laboratory by Thai Industrial Standard Institute.
- Accredited with ISO/IEC 17025: Testing Laboratory by the National Bureau of Agricultural Commodity and food standards (ACFS), Ministry of Agriculture and Cooperatives, Thailand.
- Accredited with BRC Global Standard for Food Safety by UKAS product certification.
- MSC Chain of Custody from Marine Stewardship Council by ASI
- Accredited with Best Aquaculture Practices (BAP) from Best Aquaculture Practices by SGS.
- Complied with U.S. Food and Drug Administration (FDA) requirements, audited by USFDA agency in charge of inspecting the quality of imported food.
- Complied with the Canadian Food Inspection Agency (CFIA), a Canadian agency in charge of monitoring the quality of imported food.
- Accredited with Good Manufacturing Practices (GMP) for food manufacturing operations by the Department of Fisheries and Department of Livestock Development, Thailand.
- Accredited with Hazard Analysis Critical Control Points (HACCP) by the Department of Fisheries, Ministry of Agriculture and Cooperatives, Thailand.
- Accredited with Halal standard by the Central Islamic Committee of Thailand.
- Accredited with Kosher Certificate by the Union of Orthodox Jewish Congregations of America for tuna and pink salmon and Sardine plant.
- Accredited with Fair Trade USA Aquaculture Program in accordance with Fair Trade USA Agricultural Production standard by Control Union.

Our Business

Our Core Product Categories

“FOOD HAS BECOME A KEY PART OF OVERALL HEALTH AND WELL-BEING. IT’S NOT JUST ABOUT GETTING ENOUGH CALORIES: IT’S ABOUT FOOD RELATED TO A BALANCED DIET INCLUDING GOOD NUTRITION AND A VARIETY OF NUTRIENT REQUIREMENTS.”



Ambient Seafood Business

The ambient seafood category is mainly composed of shelf-stable items that are primarily sold to consumers through retail channels and wholesalers. The key seafood species include tuna, sardine, salmon, mackerel and herring. The business dynamics and margin trends of these items have some similarities. The key factor influencing consumers' purchasing decisions is brand reputation. A product with a well-known brand can increase its value, due to the brand's trust and differentiation from its competitors. Thus, consumer brands in this category generally command a price premium over the average market price as well as the private label. The degree of the price premium will depend on the brand's market position, the competitiveness of the product category, the uniqueness of the brand, customers' experiences, and consumers' engagement with the brand.

In 2022, sales of this category amounted to THB 66.5 billion, representing 43 percent of the Group's total sales, and were led by tuna products, which remain the largest product category for Thai Union Group. About 55 percent of these sales came from our own brands, while the remainder came from private label or contract manufacturing sales and food services. Key customers in this category are wholesalers and modern trade, such as supermarket chains, convenience stores, and pharmacies. The typical packaging formats are sealed can, pouch, and tray with lid. Most products are ready-to-eat with a shelf-life of around five years and can deliver nutrient levels equivalent to freshly cooked foods.



Frozen and Chilled Seafood and Related Business

The frozen and chilled seafood and related business category is mainly composed of shrimp and salmon, which are normally sold directly to retailers, restaurants, hotels, and food catering units as ingredients for additional processing to create completed dishes for consumers. However, these items are also sold directly to consumers through retail channels. The products generally need to be stored in refrigerators or freezers to preserve their quality and shelf-life. Moreover, the aquafeed business, which is operated by Thai Union Feedmill Public Company Limited, is categorized in this category as a related business because aquafeed (for shrimp and fish) is part of the aquaculture industry's upstream supply chain. The feed business is fundamental to the food industry supply chain. Growth in the feed business has a positive impact on the food industry in Asia, which is home to the world's largest aquaculture sector, while Thailand is the world leader in the fisheries industry.

In 2022, sales of this category amounted to THB 56.9 billion, representing 36 percent of the Group's total. Shrimp contributed to the largest portion in this category, followed by feed, salmon and lobster. Sales from our own brands (including industrial or non-consumer brands) accounted for about 38 percent of this category, while the remainder came from private labels and food services. However, most products are not ready to eat and the typical shelf life is less than a year, which is much shorter than ambient seafood.

PetCare Business

The PetCare category is now operated under Thai Union's subsidiary, i-Tail Corporation Public Company Limited, which was successfully listed on the Stock Exchange of Thailand on December 9, 2022. PetCare products are mainly composed of wet-based food and treats, which are normally sold under private labels or clients' own brands. However, these products are also provided under our own brands in order to test end customer response to new innovative products on behalf of our customers. The business dynamics and per-capita spending growth is higher than human food. The key factor is constant dialogue with customers to provide support on product strategy and co-creation of new products, that suit the changing needs of customers and align with global trends in the pet food market.

In 2022, sales of this category amounted to THB 21.7 billion, representing 14 percent of the Group's total. Sales from our own brands only accounted for about 1 percent of this category. In other words, the vast majority of products are produced for our clients' own brands or distributed through their own channels. Key customers in this category are pet food brand businesses, modern trade & specialty stores (including online), and brokers and importers. The typical packaging formats are sealed can, sachet, pouch, and tray with lid.

Value-Added and Other Businesses



The value-added and other business categories combines a variety of various product categories. Due to the diversity, there is no common pattern demonstrated among these items in terms of sourcing, distribution, or consumption. Key items in this business segment include packaging such as cans for processed food, printing labels, and others, as well as high value-added products, mainly ready-to-cook and ready-to-eat products such as Chinese dim sum and bakery (namely, pies, cake, or bread), and other products. The value-added business segment also includes three subsidiary companies, namely Thai Union Ingredients Co., Ltd, Thai Union Lifescience Co., Ltd., and Thai Union Alternative Protein. The details are as follows:

Thai Union Ingredients was set up in 2017. The main purpose of this business unit is to maximize coproduct utilization in our processing facilities, particularly fish skin, fish head, and fish bone. The valuable nutrients derived from these coproducts, include omega-3 fatty acids from tuna oil, calcium collagen from fish bone, and collagen from fish skin. These products will be marketed in a business-to-business or B2B format. Thai Union is currently constructing a new protein hydrolysate and collagen peptide plant which is expected to be completed and ready for commercialization in the first quarter of 2023.

Thai Union Lifescience was set up in 2021. It aims to serve the demands of customers, who are becoming more health-conscious and place a higher importance on their

overall well-being. Thai Union Lifescience launched its owned brand 'ZEAVITA' with a focus on four key products, namely Collagen, Calcium, Tuna Oil, and Vitamin IMMU 8+ (Vitamin C + D3 + Zinc + other vital vitamins). ZEAVITA products are now available exclusively at Watsons and the top pharmacies in Thailand

Thai Union Alternative Protein is another business set up in 2021, aiming to meet the growing consumer demand for healthy, environmentally friendly, and sustainable products. This business unit integrates Thai Union's expertise in seafood processing with new innovative technologies, focusing on developing a plant-based seafood category. Plant-based protein is a healthy choice as it is cholesterol-free, low in saturated fat, and has high-fiber content. Most of the Alternative Protein products are private-label. Additionally, they are also sold under Thai Union's own brand 'OMG Meat', which has now delivered a wide range of plant-based seafood products such as nuggets, crab meat, and shrimp wontons.

In 2022, sales of this category amounted to THB 10.4 billion, representing 7 percent of the Group's total. The value-added and packaging business represents the largest portion of this category and the majority are produced for our Thai Union Group. While these products don't have any common pattern, they generally command higher margins due to integrated innovation and new technology, which enhance the value of the product and enable Thai Union to expand into new market segments.

Sales Breakdown

Sales breakdown by Category and Production base	2022		2021		2020	
	Baht Billion	%	Baht Billion	%	Baht Billion	%
1. Ambient Seafood	66.5	43%	59.0	42%	62.7	48%
- ASIA	23.5	15%	18.5	13%	20.7	16%
- EUROPE & AFRICA	27.4	18%	27.8	20%	27.5	21%
- USA	15.6	10%	12.7	9%	14.5	11%
2. Frozen, Chilled Seafood and Related Business	57.0	36%	58.4	41%	49.6	37%
- ASIA	17.7	11%	17.0	12%	15.1	11%
- EUROPE & AFRICA	6.3	4%	5.6	4%	5.3	4%
- USA	33.0	21%	35.8	25%	29.2	22%
3. Pet Food	21.7	14%	14.6	10%	12.3	9%
- ASIA	14.5	9%	11.4	8%	10.5	8%
- EUROPE & AFRICA	-	-	-	-	-	-
- USA	7.2	5%	3.2	2%	1.8	1%
4. Value-Added and Other Business	10.4	7%	9.1	7%	7.8	6%
- ASIA	7.5	5%	6.6	5%	5.4	4%
- EUROPE & AFRICA	2.8	2%	2.4	2%	2.3	2%
- USA	0.1	0%	0.1	0%	0.1	0%
Total	155.6	100%	141.0	100%	132.4	100%
- ASIA	63.2	40%	53.5	38%	51.7	39%
- EUROPE & AFRICA	36.5	24%	35.8	25%	35.1	27%
- USA	55.9	36%	51.8	37%	45.6	34%

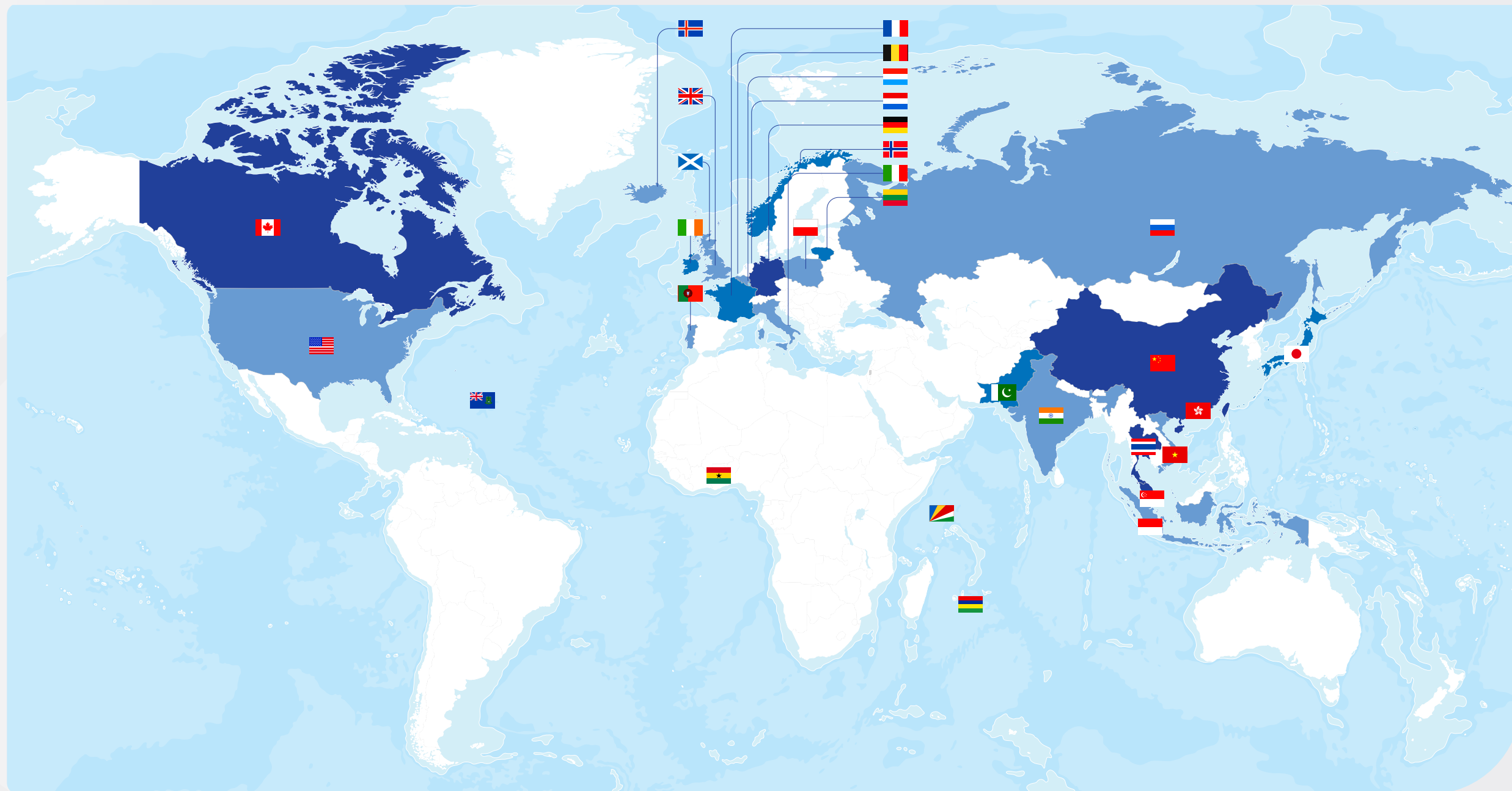
Sales Breakdown by Channel	2022	2021	2020
Branded	35%	37%	38%
Private Label	57%	54%	54%
Food Services	8%	9%	8%
Total	100%	100%	100%


Sales Breakdown by Market	2022	2021	2020
USA	43%	43%	42%
Europe	26%	28%	29%
Thailand	11%	10%	10%
Japan	6%	5%	5%
Others	14%	14%	14%
Total	100%	100%	100%

Group Business Structure

Company policy on the management of the operations of the Group

Thai Union Group manages the operations of the Group by dividing reporting lines by region i.e. Asia, Europe & Africa, and North America. The structure of the companies within the Group is illustrated below:



 Belgium

 British Virgin Islands

 Canada


 China

 France

 Germany

 Ghana

 Netherlands

 Hong Kong

 India

 Indonesia

 Ireland

 Iceland

 Italy

 Japan

 Lithuania

 Luxembourg

 Mauritius


 Norway

 Poland


 Portugal

 Pakistan

 Russia

 Scotland

 Seychelles

 Singapore

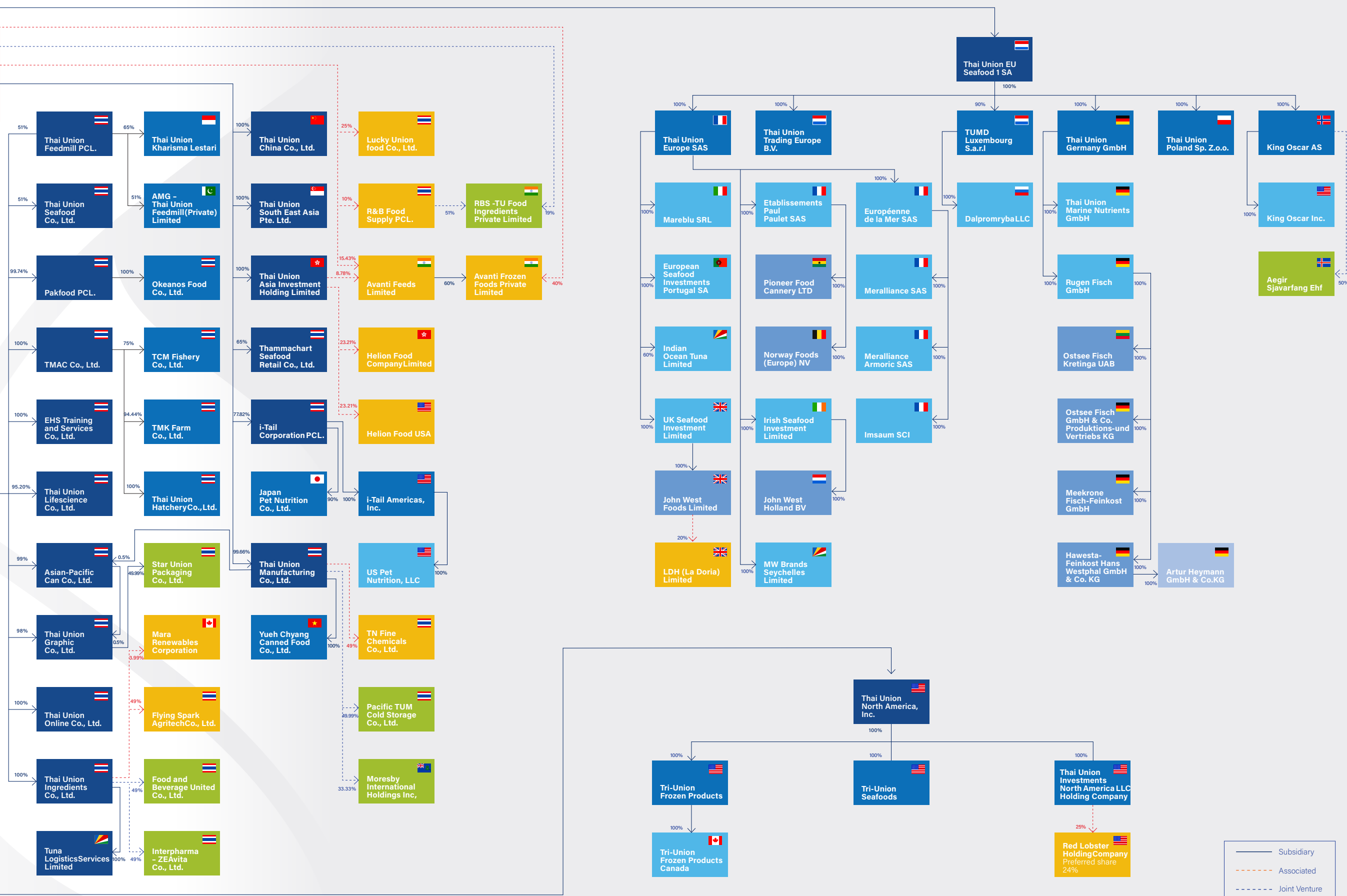
 Thailand

 United Kingdom

 United States of America

 Vietnam

Thai Union Group PCL.



Details of the Company Subsidiaries and Associated Companies and Joint Ventures

No.	Name	Type of business	Authorized capital	Paid up capital	Number of Issued Shares	% of holding
1.	Thai Union Group PCL (TU)	Manufacturer and sales of frozen & canned seafood	THB 1,492,953,874	THB 1,192,953,874	4,771,815,496	-
Subsidiary companies						
Thailand						
2.	Thai Union Manufacturing Co., Ltd. (TUM)	Manufacturer and exporter of canned tuna and pet food	THB 300,000,000	THB 300,000,000	30,000,000	99.66% held by TU
3.	i-Tail Corporation PCL. (ITC)	Manufacturer and exporter of canned seafood and pet food products	THB 3,000,000,000	THB 3,000,000,000	3,000,000,000	77.82% held by TU (99.78% held by TU as at 8 December 2022)
4.	Thai Union Graphic Co., Ltd. (TUG)	Printing manufacturer	THB 40,000,000	THB 40,000,000	4,000,000	98% held by TU
5.	EHS Training and Services Co., Ltd. (EHS)	Providing training and management services	THB 70,000,000	THB 70,000,000	7,000,000	100% held by TU
6.	Thai Union Feedmill PCL. (TFM)	Manufacturer and distributor of animal feeds Manufacturer and distributor of frozen	THB 1,000,000,000	THB 1,000,000,000	500,000,000	51% held by TU
7.	Pakfood PCL. (PPC)	foods and aquatic animal	THB 329,999,790	THB 329,999,790	32,999,979	99.74% held by TU
8.	Okeanos Food Co., Ltd. (OKF)	Manufacturer and distributor of frozen foods and aquatic animal	THB 380,000,000	THB 380,000,000	3,800,000	100% held by PPC
9.	Thai Union Seafood Co.,Ltd. (TUS)	Manufacturer and exporter of frozen shrimp	THB 300,000,000	THB 300,000,000	30,000,000	51% held by TU
10.	Thai Union Online Shop Co.,Ltd. (TUO)	E-Commerce	THB 1,000,000	THB 1,000,000	100,000	100% held by TU

No.	Name	Type of business	Authorized capital	Paid up capital	Number of Issued Shares	% of holding
11.	Asian-Pacific Can Co., Ltd. (APC)	Manufacturer and distributor of packaging for food products	THB 80,000,000	THB 80,000,000	200	99% held by TU 0.5% held by TUM 0.5% held by TUG
12.	Thai Union Ingredients Co., Ltd. (TUI)	Manufacturer and distributor of Ingredients products	THB 450,000,000	THB 450,000,000	45,000,000	100% held by TU
13.	Thammachart Seafood Retail Co.,Ltd. (TSR)	Importer of seafood and seafood restaurant outlets	THB 6,000,000	THB 6,000,000	60,000	65% held by TU
14.	TMAC Co. Ltd (TMAC)	Distributor of shrimp feed and investment in breeding farm and shrimp farming	THB 1,130,000,000	THB 1,130,000,000	113,000,000	100% held by TU
15.	Thai Union Hatchery Co., Ltd (TUH)	Shrimp farming and hatchery and breeding improvement	THB 510,000,000	THB 510,000,000	51,000,000	100% held by TMAC
16.	TCM Fishery Co.,Ltd. (TCM)	Shrimp farming	THB 70,000,000	THB 70,000,000	7,000,000	75% held by TMAC
17.	TMK Farm Co., Ltd. (TMK)	Shrimp farming	THB 270,000,000	THB 270,000,000	27,000,000	94.44% held by TMAC
18.	Thai Union Lifescience Co.,Ltd. (TUL)	Distribution of supplements	THB 300,000,000	THB 75,000,000	3,000,000	95.20% held by TU
Asia						
19.	Thai Union China co.,Ltd. (TUC)	Distributor of food products	RMB 167,059,989	RMB 167,059,989	-	100% held by TU
20.	Thai Union Asia Investment Holding Limited. (TUAIH)	Holding company	USD 20,000	USD 20,000	20,000	100% held by TU

No.	Name	Type of business	Authorized capital	Paid up capital	Number of Issued Shares	% of holding
21.	Yueh Chyang Canned Food Co., Ltd (YCC)	Manufacturer and distributor of canned tuna and seafood	VND 27,233,525,395	VND 27,233,525,395	-	100% held by TUM
22.	PT Thai Union Kharisma Lestari (TUKL)	Manufacturer and distributor of animal feeds	IDR 309,360,000	IDR 309,360,000	3,093,600	65% held by TFM
23.	Thai Union South East Asia Pte. Ltd. (TUSEA)	Consultancy services	SGD 100	SGD 100	100	100% held by TU
24.	Japan Pet Nutrition Co., Ltd. (JPN)	Importer and distributor of pet food and pet related products	JPY 5,000,000	JPY 5,000,000	50,000	90% held by ITC
25.	AMG fixspacing after dash Union Feedmill (Private) Limited (AMG-TFM)	Manufacturer and distributor of animal feeds	PKR 500,000,000	PKR 500,000,000	5,000,000	51% held by TFM
Europe						
26.	Thai Union EU Seafood 1 S.A. (TUES1)	Holding company	EUR 212,250,690	EUR 212,250,690	212,250,690	100% held by TU
27.	Thai Union Europe (TUE)	Headquarters activity	EUR 153,468,098	EUR 153,468,098	153,468,098	100% held by TUES1
28.	Thai Union Trading Europe B.V. (TUTE)	Distributor of seafood	EUR 10	EUR 10	10	100% held by TUES1
29.	Mareblu SRL (MBLU)	Importer and distributor of canned seafood	EUR 10,100,000	EUR 10,100,000	200,000	100% held by TUE
30.	European Seafood Investment Portugal (ESIP)	Manufacturer and exporter of canned seafood products	EUR 50,000	EUR 50,000	10,000	100% held by TUE
31.	Etablissements Paul Paulet SAS (EPP)	Manufacturer, importer, distributor and exporter of canned seafood	EUR 12,736,220	EUR 12,736,220	636,811	100% held by TUE

No.	Name	Type of business	Authorized capital	Paid up capital	Number of Issued Shares	% of holding
32.	UK Seafood Investments Limited (UKSI)	Holding company	GBP 100	GBP 100	100	100% held by TUE
33.	Irish Seafood Investments Limited (ISIL)	Importer and distributor of canned seafood	EUR 1,000	EUR 1,000	1,000	100% held by TUE
34.	John West Foods Limited (JWUK)	Importer and distributor of canned seafood	GBP 250,000	GBP 250,000	250,000	100% held by UKSI
35.	John West Holland BV (JWNL)	Importer and distributor of canned seafood	EUR 90,000	EUR 18,000	18,000	100% held by ISIL
36.	Européenne de la Mer SAS (EDM)	Holding company and distributor of salmon	EUR 31,782,446	EUR 31,782,446	31,782,446	100% held by TUE
37.	Meralliance Armoric SAS (MEARM)	Manufacturer of smoked salmon	EUR 3,434,697	EUR 3,434,697	225,226	100% held by EDM
38.	Meralliance SAS (MERA)	Distributor of smoked salmon	EUR 500,000	EUR 500,000	50,000	100% held by EDM
39.	Imsaum SCI (IMS)	Property rental	EUR 1,524	EUR 1,524	100	100% held by EDM
40.	Thai Union Poland Sp. Z.o.o.(KO-TUP)	Manufacturer and distributor of canned seafood	PLN 50,005,000	PLN 50,005,000	1,000,100	100% held by TUES1
41.	King Oscar AS (KON)	Manufacturer and distributor of canned seafood	NOK 35,100,000	NOK 35,100,000	55,100	100% held by TUES1
42.	Norway Foods (Europe) NV (NFE)	Importer and distributor of canned seafood	EUR 62,000	EUR 62,000	62,000	100% held by EPP
43.	Thai Union Germany GmbH (TUGe)	Holding company	EUR 25,000	EUR 25,000	25,000	100% held by TUES1
44.	Thai Union Marine Nutrients GmbH (TUMN)	Tuna oil refinery	EUR 25,000	EUR 25,000	25,000	100% held by TUGe

No.	Name	Type of business	Authorized capital	Paid up capital	Number of Issued Shares	% of holding
45.	Rugen Fisch AG (RuFi)	Manufacturer and distributor of seafood	EUR 2,827,840	EUR 2,827,840	2,827,840	100% held by TUGe
46.	Hawesta-Feinkost Hans Westphal GmbH & Co. KG (HAW)	Manufacturer and distributor of seafood	EUR 4,000,000	EUR 4,000,000	4,000,000	100% held by RuFi
47.	Artur Heymann GmbH & Co.KG (HEY)	Distributor of seafood	EUR 1,250,000	EUR 1,250,000	1,250,000	100% held by HAW
48.	Meekrone Fisch-Feinkost GmbH (MKF)	Property rental	EUR 25,600	EUR 25,600	25,600	100% held by RuFi
49.	Ostsee Fisch GmbH & Co. Produktions- und Vertriebs KG (OFI)	Manufacturer and distributor of seafood	EUR 4,150,000	EUR 4,150,000	4,150,000	100% held by RuFi
50.	Ostsee Fisch Kretinga UAB (gAG) (OFIK) TUMD	Manufacturer and distributor of seafood	EUR 1,781,214	EUR 1,781,214	1,781,214	100% held by RuFi
51.	Luxembourg S.a.r.l (TUMD)	Holding Company	EUR 552,583	EUR 552,583	-	90% held by TUES1
52.	Dalpromryba LLC (DPR)	Manufacturer and sales of canned and frozen seafood	RUB 25,000,000	RUB 25,000,000	-	100% held by TUMD
Africa						
53.	MW Brands Seychelles Limited (MWBSL)	Exporter of canned tuna	EUR 84,924	EUR 84,924	100	100% held by TUE
54.	Indian Ocean Tuna Limited (IOT)	Manufacturer and exporter of canned tuna	EUR 9,273,00	EUR 7,192,589	41,500	60% held by TUE
55.	Pioneer Food Cannery Limited (PFC)	Manufacturer of canned tuna	USD 28,476,740	USD 28,476,740	28,476,740	100% held by EPP
56.	Tuna Logistics Services Limited (TLS)	Manufacturer and distributor of ingredients products	EUR 3,000,000	EUR 1	3,000	100% held by TUI

No.	Name	Type of business	Authorized capital	Paid up capital	Number of Issued Shares	% of holding
America						
57.	King Oscar Inc. (KOUS)	Importer and distributor of canned seafood	USD 100,000	USD 50,000	500	100% held by KON
58.	Thai Union North America, Inc. (TUNA)	Holding company	USD 12,000,000	USD 44,068,225	10,050,000	100% held by TU
59.	Tri-Union Seafoods, LLC (TRI-U)	Manufacturer and distributor of canned tuna and seafood	USD 169,738,979	USD 169,738,979	-	100% held by TUNA
60.	Tri-Union Frozen Products, Inc. (TUFPP)	Importer and distributor of frozen seafood	USD 10	USD 29,097,898	10,000	100% held by TUNA
61.	Tri-Union Frozen Products Canada, ULC (TUFPC)	Technical service provider	USD 640,000	USD 640,000	9,999	100% held by TUFPP
62.	US Pet Nutrition, LLC (USPN)	Importer and distributor of premium pet food	USD 71,500,000	USD 71,500,000	-	100% held by ITA
63.	Thai Union Investments North America, LLC (TUINA)	Holding company	USD 200,000,000	USD 200,000,000	-	100% held by TUNA
64.	i-Tail Americas, Inc. (ITA)	Holding company	USD 5,000,000	USD 5,000,000	5,000	100% held by ITC

No.	Name	Type of business	Authorized capital	Paid up capital	Number of Issued Shares	% of holding
Associated companies						
Thailand						
1.	Lucky Union Foods Co., Ltd. (LUF)	Manufacturer and exporter of crab sticks	THB 150,000,000	THB 150,000,000	1,500,000	25% held by TU
2.	TN Fine Chemicals Co., Ltd. (TNFC)	Manufacturer and exporter of by-products from seafood	THB 90,000,000	THB 90,000,000	9,000	49% held by TUM
3.	R&B Food Supply PCL. (RBF)	Manufacturing and trading of bread products	THB 3,000,549,500	THB 3,000,549,500	-	10% held by TU
4.	Flying Spark Agritech Co., Ltd. (FSA)	Cultivation and process of laevae	THB 1,000,000	THB 1,000,000	-	49% held by TUI
Asia						
5.	Avanti Feeds Limited (AFL)	Manufacturer and exporter of animal feeds and shrimp products	INR 136,245,630	INR 136,245,630	136,245,630	15.43% held by TU and 8.78% held by TUAIH
6.	Avanti Frozen Foods Private Limited (AFFPL)	Manufacturer and exporter of shrimp products	INR 101,000,000	INR 101,000,000	10,100,000	60% held by AFL and 40% held by TU
7.	Helion Food Co., Ltd. (HFHK)	Curry & Szechuan flavored ambient products	USD 823,327	USD 823,327	43,333	23.21% held by TUAIH
Europe						
8.	LDH (La Doria) Limited (LDH)	Distributor of food products	GBP 1,000,000	GBP 1,000,000	200,000	20% held by JWUK
America						
9.	Red Lobster Group (RL)	Restaurants	USD 230,000,000	USD 230,000,000	7,600,000	25% held by TUINA
10.	Mara Renewables Corporation (MARA)	Biotechnology company	USD 84,158,120	USD 84,158,120	1,004,958	3.99% held by TUI
11.	Helion Food USA (HFUS)	Distributor of product	USD 716,663	USD 716,663	64,424	23.21% held by TUAIH

No.	Name	Type of business	Authorized capital	Paid up capital	Number of Issued Shares	% of holding
Joint Ventures						
Thailand						
1.	Food and Beverage United Co., Ltd. (F&B United)	Manufacturer and distributor of nutritious food and beverage products	THB 49,000,000	THB 49,000,000	4,590,000	49% held by TUI
2.	Interpharma - ZEA vita Co., Ltd. (I - Zeavita)	Manufacturer and distributor of nutritious food and beverage products	THB 9,800,000	THB 9,800,000	980,000	49% held by TUI
3.	Star Union Packaging Co., Ltd. (SUP)	Manufacturer and distributor of flexible packaging and other related business including development of new packaging or products	THB 31,624,900	THB 31,624,900	-	49.99% held by TUG
4.	Pacific TUM Cold Storage Co., Ltd. (PACT)	Cold storage warehouse in order to secure the raw material storage and loading services of TUM.	THB 80,000,000	THB 80,000,000	800,000	49.99% held by TUM
Europe						
5.	Aegir Sjavafang Ehf (AEGIR)	Manufacturer of cod liver	EUR -	EUR -	-	50% held by KON
America						
6.	Moresby International Holdings, Inc. (MIH)	Holding in fishing company	USD 9,327,699	USD 9,327,699	10,000,000	33.33% held by TUM

Shareholding Structure

No.	Shareholder	Shares	%
1.	CHANSIRI FAMILY	966,896,296	20.26%
2.	THAI NVDR CO., LTD.	510,639,082	10.70%
3.	NIRUTTINANON FAMILY	329,654,084	6.91%
4.	MITSUBISHI UFJ MORGAN STANLEY SECURITIES CO., LTD.	297,745,120	6.24%
5.	JARUNEE CHINWONGWORAKUL	215,000,000	4.51%
6.	SOCIAL SECURTY OFFICE	127,086,508	2.66%
7.	SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	124,931,036	2.62%
8.	THAI UNION GROUP PCL.	116,682,800	2.45%
9.	BOONMECHOTE FAMILY	94,103,480	1.97%
10.	STATE STREET EUROPE LIMITED	64,882,980	1.36%

Remark: Closing the registration book on the 30th December 2022 and based on total number of shares of 4,771,815,496 at the par value of Bt0.25 and including their associates and persons who are under controlling persons.

No.	Shareholder	Shares	%
1.	CHANSIRI FAMILY	966,896,296	20.26%
	(1) Thiraphong Chansiri	487,836,164	10.22%
	(2) Kraisorn Chansiri	134,804,288	2.83%
	(3) Dispol Chansiri	123,349,308	2.58%
	(4) Pornnapa Chansiri	109,329,048	2.29%
	(5) Bussakorn Chansiri	56,330,432	1.18%
	(6) Dejphon Chansiri	40,240,000	0.84%
	(7) Tipparut Chansiri	15,007,056	0.32%
2.	NIRUTTINANON FAMILY	329,654,084	6.91%
	(1) Cheng Niruttinanon	200,442,084	4.20%
	(2) Jintana Niruttinanon	66,500,032	1.40%
	(3) Narin Niruttinanon	32,099,968	0.67%
	(4) Nakorn Niruttinanon	30,000,000	0.63%
	(5) Noramon Niruttinanon	612,000	0.01%
3.	BOONMECHOTE FAMILY	94,103,480	1.97%
	(1) Rittirong Boonmechote	78,442,980	1.64%
	(2) Rungtiwa Boonmechote	5,900,000	0.12%
	(3) Prasert Boonmechote	5,000,000	0.11%
	(4) Chottiwat Boonmechote	4,760,000	0.10%
	(5) Preerasak Boonmechote	500	0.00%

Nationality	Juristic Persons			Natural Persons			Total		
	No. of persons	No. of shares	%	No. of persons	No. of shares	%	No. of persons	No. of shares	%
Thai	548	1,201,996,048	50.94%	39,709	2,283,771,675	94.67%	40,257	3,485,767,723	73.05%
Foreign	205	1,157,548,280	49.06%	50	128,499,493	5.33%	255	1,286,047,773	26.95%
Total	753	2,359,544,328	49.45%	39,759	2,412,271,168	50.55%	40,512	4,771,815,496	100.00%

Sales Structure of Thai Union and Subsidiaries

Unit: THB Billion

Companies and Groups of Companies		% HOLDING BY TU	2022		2021		2020	
			Sales	%	Sales	%	Sales	%
1. ASIA								
Thai Union Group PCL	TU	-	14.3	9.2	12.8	9.1	12.8	9.6
Thai Union Manufacturing Co., Ltd.	TUM	99.66	17.1	11.0	21.1	15.0	20.0	15.1
i-Tail Corporation PCL								
(formerly known as “Songkla Canning PCL”)	ITC	77.82	14.8	9.5	3.6	2.6	5.0	3.8
Asian-Pacific Can Co., Ltd.	APC	99.99	2.2	1.4	1.8	1.3	1.1	0.8
Yueh Chyang Canned Food Co., Ltd.	YCC	99.66*	0.7	0.4	0.5	0.3	0.5	0.4
Thai Union Seafood Co., Ltd.	TUS	51.00	1.2	0.8	1.3	0.9	1.8	1.3
Pakfood Group	PPC	99.74	5.5	3.5	5.8	4.1	4.8	3.6
EHS Training and Services Co., Ltd.	EHS	100.00	-	-	0.0	0.0	0.0	0.0
Thai Union Feedmill PCL								
(formerly known as “Thai Union Feedmill Co., Ltd.”)	TFM	51.00	4.6	3.0	4.5	3.2	4.1	3.1
PT Thaiunion Kharisma Lestari	TUKL	33.15*	0.1	0.1	0.0	0.0	-	-
AMG – Thai Union Feedmill (Private) Limited	AMG-TFM	26.01*	0.1	0.1	0.2	0.1	-	-
Thai Union Graphic Co., Ltd.	TUG	98.00	0.1	0.1	0.1	0.0	0.1	0.1
Thai Union Online Shop Co., Ltd.	TUO	100.00	0.1	0.1	0.1	0.1	0.1	0.0
Thai Union China Co., Ltd.	TUC	100.00	1.0	0.6	0.8	0.5	0.4	0.3
TMAC Group	TMAC	100.00	0.1	0.1	0.1	0.1	0.1	0.1
Thai Union Ingredients Co., Ltd.	TUI	100.00	0.3	0.2	0.3	0.2	0.3	0.2
Thammachart Seafood Retail Co., Ltd.	TSR	65.00	0.8	0.5	0.6	0.5	0.7	0.5
Thai Union Lifescience Co., Ltd.	TUL	95.20	0.2	0.1	0.0	0.0	-	-
Japan Pet Nutrition Co., Ltd.	JPN	70.04*	0.1	0.1	-	-	-	-
Total Asia			63.3	40.7	53.6	38.0	51.7	39.0
2. EUROPE & AFRICA								
Thai Union Europe 1 Group	TUE1	100.00*	22.0	14.2	22.3	15.9	21.4	16.2
Thai Union Trading Europe B.V.	TUTE	100.00*	1.7	1.1	1.6	1.1	2.2	1.7
Meralliance Group	MA	100.00*	5.2	3.3	5.4	3.9	4.6	3.5
King Oscar Group	KO	100.00*	1.7	1.1	1.6	1.1	1.5	1.1
Thai Union Germany Group	TUGe	100.00*	5.3	3.4	4.5	3.2	5.0	3.7
Thai Union Canada Inc.	TUCa	100.00*	-	-	0.0	0.0	0.3	0.2
TUMD group	TUMD	90.00*	0.5	0.3	0.3	0.2	0.2	0.1
Tuna Logistics Services Limited	TLS	100.00*	-	-	-	-	-	-
Total Europe & Africa			36.4	23.4	35.7	25.4	35.1	26.5
3. USA								
Tri-Union Seafoods, LLC	TRI-U	100.00*	15.6	10.0	12.7	9.0	14.6	11.0
Tri-Union Frozen Products, Inc.	TUFP	100.00*	33.1	21.3	35.8	25.4	29.2	22.1
US Pet Nutrition, LLC	USPN	77.82*	7.2	4.6	3.2	2.2	1.8	1.4
Total USA			55.9	35.9	51.7	36.6	45.6	34.5
GRAND TOTAL			155.6	100.0	141.0	100.0	132.4	100.0

Remarks:

The above data refers to sales structure after exclusion of intercompany transactions.

* Owned by Subsidiaries of TU

Investment Promotion Act

Benefits from Investment Promotion Certificate (BOI)

Company/ Certificate No.		Location	Exemption from Corporate Income Tax Period		Promoted Activities
			Start	Expire	
1. THAI UNION GROUP PCL.					
1.1	No. 2289(2)/2557 Date: October 10, 2014	Samut Sakhon	01/08/2018	31/07/2026	Instant food in sealed packages, frozen aquaculture and frozen semi-finished food, and frozen ready-to-eat food
1.2	No. 1493(2)/2558 Date: April 10, 2015	Samut Sakhon	02/08/2018	01/08/2026	Frozen aquaculture and frozen semi-finished food, ready-to-eat food
1.3	No. 59-0781-1-00-0-0 Date: June 16, 2016	Samut Sakhon	Corporate income tax is not exempted		Promotion of investment in business “International Headquarters” which supervise at least one branch or associated enterprise outside Thailand with the scope of business as follows: 1.3.1 General management, business planning, and business coordination 1.3.2 Procurement of raw materials and parts 1.3.3 Treasury Center Services (License No. TC255801)
1.4	No. 64-0707-1-00-1-0 Date: July 9, 2021	Samut Sakhon	No income generated yet		Steamed Fish Condensate
2. THAI UNION MANUFACTURING CO., LTD.					
2.1	No. 1755(3)/2555 Date: June 19, 2012	Samut Sakhon	02/08/2015	02/08/2023	Frozen instant food or semi-finished food
2.2	No. 2578(2)/2555 Date: October 22, 2012	Samut Sakhon	02/10/2017	01/10/2025	Instant food or semi-finished food in sealed containers and ready-to-eat food
2.3	No. 2871(2)/2555 Date: December 14, 2012	Samut Sakhon	06/09/2016	05/09/2024	Steamed Fish Concentrate
2.4	No. 61-1315-1-00-1-0 Date: November 7, 2018	Samut Sakhon	No income generated yet		Frozen instant food from meat and finished food from alternative proteins
2.5	No. 65-0391-1-00-1-0 Date: April 1, 2022	Samut Sakhon	No income generated yet		Steamed Fish Condensate
3. I-TAIL CORPORATION PCL.					
3.1	No. 58-2085-0-00-1-0 Date: August 24, 2015	Songkhla	26/07/2019	25/07/2027	Instant food or semi-finished food in sealed containers, animal feed production and food ingredients
3.2	No. 64-1409-0-00-1-2 Date: December 21, 2021	Samut Sakhon	02/10/2021	01/10/2025	Animal feed in sealed containers
3.3	No. 65-0168-1-00-1-2 Date: February 10, 2022	Samut Sakhon	No income generated yet		Animal feed in sealed containers

Company/ Certificate No.		Location	Exemption from Corporate Income Tax Period		Promoted Activities
			Start	Expire	
4. THAI UNION FEEDMILL PCL.					
4.1	No. 1042(2)/2554 Date: January 11, 2011	Songkhla	16/07/2016	15/07/2024	Animal feed production
4.2	No. 2259(2)/2555 Date: September 5, 2012	Samut Sakhon	22/05/2014	21/05/2022	Animal feed production
4.3	No. 58-1973-0-00-1-0 Date: July 28, 2014	Samut Sakhon	02/09/2016	01/09/2024	Animal feed production
4.4	No. 64-0158-1-05-1-0 Date: February 15, 2021	Samut Sakhon	No income generated yet		Animal feed production
4.5	No. 64-1257-1-00-1-0 Date: November 19, 2021	Samut Sakhon	No income generated yet		Animal feed production
5. THAI UNION SEAFOOD CO., LTD.					
5.1	No. 1009(2)/2558 Date: January 6, 2015	Songkhla	04/07/2017	03/07/2025	Frozen aqua animal and ready-to-eat or semi-finished frozen food
5.2	No. 65-0603-1-00-1-0 Date: June 1, 2022	Songkhla	18/07/2022	17/07/2027	Frozen ready-to-eat food
6. OKEANOS FOOD CO., LTD.					
6.1	No. 59-0340-0-00-1-0 Date: March 7, 2016	Samut Sakhon	16/08/2016	15/08/2024	Aqua animal frozen and frozen instant produce
7. PAKFOOD PCL.					
7.1	No. 60-0565-0-00-3-0 Date: May 19, 2017	Samut Sakhon	14/08/2017	13/08/2025	Aqua animal frozen and semi-finished, ready-to-eat frozen food
7.2	No. 61-0698-0-00-1-0 Date: June 15, 2018	Samut Sakhon	No income generated yet		Aqua animal frozen and semi-finished chilled & frozen food
7.3	No. 61-0699-0-00-1-0 Date: June 15, 2018	Samut Sakhon	No income generated yet		Ready-to-eat frozen food, Instant food and semi-finished frozen food
8. THAI UNION INGREDIENTS CO., LTD.					
8.1	No. 62-0989-1-00-1-2 Date: September 9, 2019	Samut Sakhon	04/06/2021	03/06/2026	Fish crude oil
8.2	No. 64-1121-1-00-1-0 Date: October 25, 2021	Samut Sakhon	No income generated yet		Fish protein hydrolysate and fish collagen peptide
9. THAI UNION GRAPHIC CO., LTD.					
9.1	No. 65-1291-1-00-1-0 Date: October 31, 2022	Bangkok	No income generated yet		Packaging from recycled paper

Industry Overview



The recovery in global fish production seen in 2021 continued into 2022, supported by growing demand and a return to relative normality in operations. Total production in 2022 increased by 1.5 percent compared to a year earlier. Growth in aquaculture was 2.9 percent, faster relative to the year before. Capture (wild) fisheries grew at 0.2 percent due to higher fuel costs. With a higher growth rate, aquaculture is forecast to overtake capture fisheries in production by the end of 2023.

In the long term, world fish production is expected to increase by 1.2 percent per annum until 2030. This rate is slower than the growth rate from the previous decade (2 percent per annum). While growth will be driven by improvements in fisheries management and improved waste management technology, the industry faces challenges from the increasing cost of feed, higher fuel costs, and stricter environmental regulations in large producer nations.

Total exports in 2022 climbed by 2.8 percent compared to the previous year, to USD 178 billion, while volumes dropped by 1.9 percent in the same period. While the revival in the HORECA sector has eased pressures, the war in Ukraine and inflationary pressures have created challenges to global fish trade.

Upward pressure on prices continue due to multiple factors. High inflation rates have led to higher input prices, including feed and fuel. In turn, freight prices are also relatively high, although they are below their COVID peak. This, combined

with the revival of retail activity, has pushed up prices. For some species such as salmon, prices in 2022 were at a peak not seen for several decades. The FAO fish price index has been climbing steeply since the end of 2020, reaching a level of 117 in February 2022, the highest level ever observed.

Consumption has increased from the pandemic low. In the long term, it is expected to increase by 1.4 percent per annum until 2030. This is mainly due to the revival of the retail, foodservice, and tourist industries. The pandemic has also served as a catalyst for various innovations in delivery, sales, marketing and product formats, which are likely to endure in the long term.

KEY SEGMENTS AND REGIONS

The processed seafood market can be categorized into three key segments: chilled, frozen and shelf-stable. In 2022, the shelf-stable seafood category grew the fastest followed by frozen, and then chilled.

In major markets such as Japan, China, the U.S., and the EU, growth in terms of USD import value was flat in 2022 compared to 2021. This was largely due to the steady strengthening of the U.S. dollar versus most major world currencies. On the other hand, increased shrimp harvests boosted export volumes and revenues for most major producers in the rest of the major Asian markets. In South America, Ecuadorian shrimp and the hike in Chilean salmon production were the main drivers of continued export growth.



COMPETITIVE LANDSCAPE AND PRICING TRENDS OF OUR MAIN RAW MATERIALS: TUNA, SHRIMP AND SALMON



Tuna catches at the beginning of 2022 in major fishing grounds were slow to moderate, while global demand for ready-to-eat tuna products did not fully recover.

NON-CANNED TUNA TRADE

There was a recovery in the global trade of non-canned tuna due to the reopening of restaurants and the catering trade. The top three markets were Japan, the U.S., and the EU. Positive demand trends also returned in many emerging markets.

In Japan, while fresh and frozen tuna imports declined, there was an increase in imports of ultra-frozen tuna loins by approximately 20 percent compared to 2021 to fill the demand of sashimi quality seafood. In the U.S., there was an increase in trade of fresh and frozen tuna by 23 percent compared to 2021 due to the increased demand over summer and revival of the catering trade.

CANNED TUNA TRADE

Worldwide demand for canned tuna remained low with increased opportunities for people to dine out and reduced in-home consumption of canned tuna. Distribution chains in many markets held unsold stocks associated with heavy

imports due to COVID-19. The per unit import costs also rose due to the rise in sea freight rates.

Thailand witnessed a 19 percent decline versus the year before in exports, with profound short falls in the major markets: the U.S. (-35 percent), Australia (-10 percent), Canada (-17 percent), Saudi Arabia (-38 percent) and Libya (-42 percent).

PRICES AND OUTLOOK

The prices of frozen skipjack, yellowfin, and cooked tuna loins rose since November 2021, due to increased operational costs and freight prices. The delivery price of frozen skipjack to Thailand from the Western and Central Pacific (WCP) reached a seven-year high level of USD 1,950 per ton. Overall, prices in 2022 were around 39 percent higher than the year before due to slow catches and increased fuel, freight, and operational costs.

In the Atlantic Ocean, an increase in tuna catches is forecast, which will ease price pressures. Continued positive demand in North America for non-canned tuna is expected. On the other hand, a decrease in demand from Japan and countries near the conflict area in Europe is expected.



SUPPLY AND DEMAND TRENDS

Overall shrimp exports continued to decline. Among the top five suppliers, imports declined from Vietnam but increased marginally from India, Indonesia, Thailand, and Argentina. The expected shrimp consumption in spring in Japan was lower than expected, reducing imports by 4 percent compared to last year. Intra-regional trade of fresh shrimp increased in many Southeast Asian markets (e.g., Malaysia, Singapore). Imports of frozen shrimp also increased in these markets, mainly for consumption in local festivals, from India and Ecuador.

PRICES AND OUTLOOK

In Southeast and East Asia, prices of shrimp increased by 25 to 30 percent in 2022 compared to the price in 2021. A rise in packaging, labor, and freight costs still remain a concern. Although leaders in the shrimp industry consider the future of the industry to be positive, high costs and geopolitical uncertainty continue to create volatility. Asian and Latin American producers are concerned about possible weakening demand from China and Europe. Argentine shrimp fishers forecast smaller catches in 2022 compared to 2021. Supplies from Ecuador will be available to emerging markets as their exports to Russia were halted due to sanctions.

Nevertheless, the opening of HORECA trade, newly evolved retail marketing, on-line shopping, home delivery services, and continued home cooking provide a fillip to shrimp trade in the future.

SALMON



DEMAND AND SUPPLY TRENDS

Although the negative impacts of the Ukraine conflict and hyperinflation quickly followed the easing of COVID-19, the salmon market remained resilient. Limited supply caused prices to rise to record highs.

Additional demand and sales opportunities presented due to marketing strategies and delivery methods adopted during COVID-19 persisted into 2022. However, there are threats in the form of inflation, labor shortages, and logistical issues that can negatively affect operations.

PRICES AND OUTLOOK

Current price levels for salmon have not been seen in the past 40 years. According to the NASDAQ salmon index, Norwegian fresh, head-on-gutted Atlantic salmon were selling for ~ USD 13 per kilogram in the middle of 2022. These soaring prices translated into higher revenues and margins for salmon farmers.

Although some decline from current peak prices is expected, global supply growth is unlikely to be sufficient to bring prices back to levels observed in recent years. In conclusion, even though uncertainty looms in coming times due to economic and political events, the industry outlook remains strong.

COMPETITION AND INDUSTRY TRENDS

Key challenges that beset the industry are rising labor, fuel, and freight costs. Increasing geopolitical tensions may restrict trade and development of the industry. Uncertain governance by large nations, especially on environmental issues, may create further volatility.

We continue to face strong competition in our core categories of tuna, shrimp and salmon, as well as geopolitical and macro-economic uncertainty in the coming time. The seafood processing industry in our key markets (U.S., EU, Thailand, Japan and other emerging nations) continues to be fragmented (see brand share section in this report). Despite such hindrances, Thai Union, as one of the world's largest seafood producers, is well adept at navigating the challenges and adapting to changing market conditions.

The long-term growth of the industry is dependent on sustainable aquaculture production with improvements in operational efficiency and waste utilization being key drivers.

A growing share of by-product is used for food and non-food purposes including nutraceutical and pharmaceutical applications, feed, pet food, etc. Many of these are already key focus areas of innovation for Thai Union. In addition, the increased adoption of a healthy lifestyle and rise in disposable incomes continue to generate healthy demand. Growth in e-commerce, along with product innovations in the retail space, have proved there is room for further growth. Adaptations in e-commerce provide a retail opportunity for seafood that will help maintain a healthy level of supply to the markets.

An estimated 60 million people are engaged in the primary production of the global fish industry, of which, almost 20 percent are women. This highlights the importance of this industry to catalyze social as well as economic development globally.

Sources: FAO-OECD, GlobeFish, IRI



Factory and Capacity

Thai Union and its major affiliates worldwide are seafood processors with combined production capacity (metric ton of raw material) of over 800,000 tons per year. The production capacity for tuna, frozen shrimp, sardine, salmon is roughly 570,000, 60,000, 150,000 and 20,000 tons respectively, while PetCare is roughly 130,000 tons of finished products.

In this regard, Thai Union Group has 24 entities with operating factories which can be divided by region as following:

List of entities with operating factories under Thai Union Group

Asia - 11 Companies

- Thai Union Group PCL.
- Thai Union Manufacturing Co., Ltd.
- i-Tail Corporation PCL.
- Thai Union Seafood Co., Ltd.
- Pakfood PCL.
- Okeanos Food Co., Ltd.
- Thai Union Feedmill PCL.
- Asian-Pacific Can Co., Ltd.
- Thai Union Graphic Co., Ltd.
- Thai Union Ingredients Co., Ltd.
- Yueh Chyang Canned Food Co., Ltd.

Europe&Africa-12Companies

- Etablissements Paul Paulet SAS
- European Seafood Investment Portugal S.A.
- Pioneer Food Cannery Limited
- Indian Ocean Tuna Limited
- Meralliance Armoric SAS
- Meralliance Poland Sp. Z.o.o
- Rugen Fisch AG
- Ostsee Fisch GmbH & Co.
- Produktions-und Vertriebs KG
- Hawesta-Feinkost Hans Westphal GmbH & Co. KG
- Ostsee Fisch Kretinga UAB
- Thai Union Marine Nutrients GmbH
- King Oscar AS

North America - 1 Company

- Tri-Union Seafoods, LLC



Pending for Delivery Note

Given the nature of Thai Union Group's business, it does not operate a high value project.



Dividend Policy

Thai Union Group PCL's dividend policy is to pay at a rate of not less than 50 percent of net profit each year. The Company has been dividing dividends twice a year due to careful management and the ability to adapt to the changing business environment. Therefore, the Company has been able to maintain a good level of net profit all along and paid a dividend at the rate of THB 0.84 per share in 2022.



Details of Dividend Payment

	2022	2021	2020
1. Net Profit (Million Baht)	6841.46*	7,713.00*	5,945.27*
2. Earnings per share (Baht)	1.47	1.66	1.26
3. Total Dividend Payment per share (Baht)	0.84	0.95	0.72
4. Total Dividend Amount (Million Baht)	4,408.40	4,422.38	3,351.70
5. Dividend Payout Ratio (Percent)	64.44	57.34	56.38

* Net profit after interest paid on perpetual debentures



Subsidiary Policy

As for the subsidiary, the dividend payment will depend on the operating results and the need to use capital to expand the business in the future. However, if the subsidiary has profits and there is no need to reserve capital for business expansion in that year, it will pay dividends at a rate of not less than 50 percent of net profit each year.

In all cases, dividend payments shall depend on cash flow, investment plans including any other future obligations of the Company and/or subsidiaries. Such dividends shall not exceed the retained earnings of the Company financial statements nor significantly affect the Company and subsidiaries' ongoing operations.

Debentures of Thai Union Group Public Company Limited

Debentures Name	Amount (THB Million)	Tenor (Year)	Maturity Date	Coupon
Year 2011				
Debentures of Thai Union Group Public Company Limited No. 1/2011 Series 1 Due B.E. 2014 *	3,300	3	7/27/2014	4.51
Debentures of Thai Union Group Public Company Limited No. 1/2011 Series 2 Due B.E. 2016 *	1,950	5	7/27/2016	4.70
Debentures of Thai Union Group Public Company Limited No. 1/2011 Series 3 Due B.E. 2021 *	1,500	10	7/27/2021	5.02
Year 2014				
Debentures of Thai Union Group Public Company Limited No. 1/2014 Series 1 Due B.E. 2017 *	2,500	3	2/6/2017	3.58
Debentures of Thai Union Group Public Company Limited No. 1/2014 Series 2 Due B.E. 2019 *	3,150	5	2/6/2019	4.21
Debentures of Thai Union Group Public Company Limited No. 1/2014 Series 3 Due B.E. 2021 *	1,550	7	2/6/2021	4.69
Debentures of Thai Union Group Public Company Limited No. 1/2014 Series 4 Due B.E. 2024	1,050	10	2/6/2024	5.18
Debentures of Thai Union Group Public Company Limited No. 2/2014 Series 1 Due B.E. 2021 *	1,000	7	10/9/2021	4.21
Debentures of Thai Union Group Public Company Limited No. 2/2014 Series 2 Due B.E. 2024	3,500	10	10/9/2024	4.58
Year 2016				
U.S.Dollar Denominated Debentures of Thai Union Group Public Company Limited	75 Million U.S. Dollar	10	4/11/2026	3.66
Debentures of Thai Union Group Public Company Limited No. 1/2016 Due B.E. 2026	6,000	3	7/20/2019	2.03
Debentures of Thai Union Group Public Company Limited No. 2/2016 Series 1 Due B.E. 2019 *	2,000	5	7/20/2021	2.32
Debentures of Thai Union Group Public Company Limited No. 2/2016 Series 2 Due B.E. 2021 *	2,000	7	7/20/2023	2.79

Debentures Name	Amount (THB Million)	Tenor (Year)	Maturity Date	Coupon
Year 2017				
Debentures of Thai Union Group Public Company Limited No. 1/2017 Series 1 Due B.E. 2020 *	3,500	3	1/19/2020	2.49
Debentures of Thai Union Group Public Company Limited No. 1/2017 Series 2 Due B.E. 2022 *	2,000	5	1/19/2022	2.91
Debentures of Thai Union Group Public Company Limited No. 1/2017 Series 3 Due B.E. 2024	2,500	7	1/19/2024	3.58
Debentures of Thai Union Group Public Company Limited No. 1/2017 Series 4 Due B.E. 2027	4,000	10	1/19/2027	3.94
Year 2019				
Debentures of Thai Union Group Public Company Limited No. 1/2019 Series 1 Due B.E. 2026	2,000	7	11/6/2026	2.78
Debentures of Thai Union Group Public Company Limited No. 1/2019 Series 2 Due B.E. 2029	4,000	10	11/6/2029	3.00
** Subordinated Perpetual Debentures of Thai Union Group Public Company Limited No. 2/2019 Payable upon Liquidation With The Issuer's Call Option and Unconditional Interest Deferral	6,000	-	Liquidation	** Coupon rate details
Year 2021				
Sustainability-Linked Bonds of Thai Union Group Public Company Limited No. 1/2021 Due B.E. 2028	5,000	7	7/20/2028	*** Coupon rate details
Sustainability-Linked Bonds of Thai Union Group Public Company Limited No. 2/2021 Series 1 Due B.E. 2026	4,500	5	11/10/2026	**** Coupon rate details
Sustainability-Linked Bonds of Thai Union Group Public Company Limited No. 2/2021 Series 2 Due B.E. 2031	1,500	10	11/10/2031	***** Coupon rate details

* Debentures that have been redeemed

** Coupon rate details:

- For the first five years: fixed interest rate of 5.00 percent per annum
- For Year 6 to Year 25, at an interest rate equal to the sum of (a) Reference Rate (b) Initial Credit Spread; and (c) a rate of 0.25 percent per annum
- For Year 26 to Year 50, at an interest rate equal to the sum of (a) Reference Rate (b) Initial Credit Spread; and (c) a rate of 1.00 percent per annum
- For Year 51 onwards, at an interest rate equal to the sum of (a) Reference Rate (b) Initial Credit Spread; and (c) a rate of 2.00 percent per annum

The interest rate shall be adjusted to reflect the Reference Rate being adjusted every five years by reference to an Interpolated 5-year Government Bond Yield curve

*** Coupon rate details:

- From (and including) the Issue Date until (but excluding) 20 July 2024: 2.47% per annum
- From (and including) 20 July 2024, the Interest Rate will be as adjusted in accordance with Condition 8.3 of the Conditions.

**** Coupon rate details:

- From (and including) the Issue Date until (but excluding) 10 November 2024: 2.27% per annum
- From (and including) 10 November 2024, the Interest Rate will be as adjusted in accordance with Condition 8.3 of the Conditions.

***** Coupon rate details:

- From (and including) the Issue Date until (but excluding) 10 November 2024: 3.36% per annum
- From (and including) 10 November 2024, the Interest Rate will be as adjusted in accordance with Condition 8.3 of the Conditions.

2. Risk Management

Risk Management Policy and Plans

RISK MANAGEMENT CULTURE AND POLICY

Thai Union Group was listed on the Dow Jones Sustainability Indices (DJSI) for the ninth straight year in 2022. The Company continues to embed risk culture in our business strategy and operations at all levels. Starting from the Company's leadership, the Board of Directors (BoD) promotes and enforces consistent and effective risk management, making it part of our organizational culture. The policy, framework, guidelines and structure of risk management demonstrate formal communication.

Employees are encouraged to have a positive attitude towards proper risk management from their first day with Thai Union. This is consistently reinforced throughout their time with the organization, such as through the new joiner program, risk management training, ongoing activities and internal news updates. In addition, risk management is embedded in business planning, decisions and execution. Examples of key areas include:

- Strategic risks are considered in the strategy planning process and during the implementation of initiatives complying with the decided strategy.
- New strategic investments, including M&A, new types of business investment, and large capital expenditure are embedded in risk management. The risk profile will be reviewed by the Risk Management Committee (RMC) for suggestions on the adequacy and appropriateness of the risk response.
- Financial strategy and risks were managed closely and driven by Group Treasury and the Finance Shared Services function and comply with Group Financial Risk Management and Treasury Policy. The framework parameters and the acceptable risks are approved by the BoD and used as the key communication and control tools for the management and treasury team, globally.
- Sustainable strategy and risk management were managed closely and driven by the Sustainable Development Committee lead by the President and CEO as the Chairman of the Committee.
- IT security strategy and risk management were managed closely and driven by the IT Security Committee lead by the President and CEO as the Chairman of the Committee.



Risk Management Framework

The Company's risk management framework is in accordance with the international standards of COSO ERM. It is a guideline for management and employees to operate consistently. The framework is designed to identify, assess, manage, monitor and communicate systematically and consistently in order to minimize the probability of risks occurring and limit their potential impact on Company business. Thai Union Group processes risk management at a Group level, business segment level and entity level.

Acceptable Risk Level

Acceptable risk level is an important factor to consider when Thai Union Group sets strategies and determines the direction of risk management. High and Medium-High are considered to exceed the acceptable level and require the immediate actions or mitigation plans.

Risk Management Organization

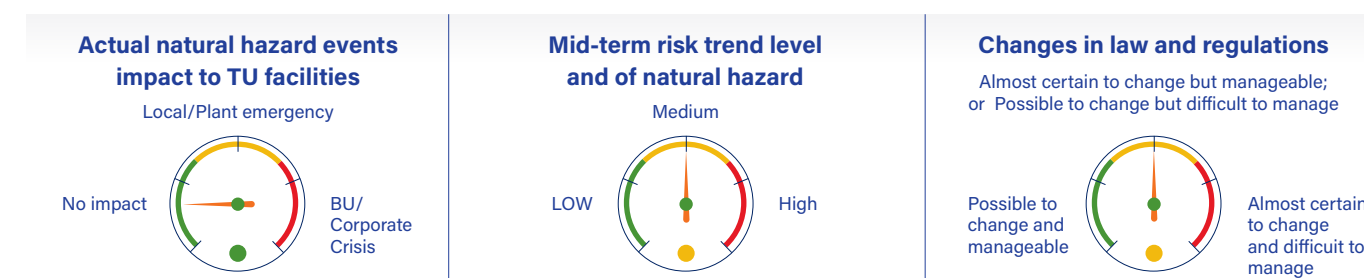
Risk management structure, roles and responsibilities are clearly established. The BoD provides important oversight to enterprise risk management, and is aware of and concurs with the entity's risk acceptable level. The RMC oversees risk management implementation and regularly reports risks and mitigations. The President and CEO is to ensure the appropriate and effective implementation of risk management throughout the organization. The Risk Management function directly reports to the President and CEO and leads the implementation of risk management and provides guidance, the framework and process to subsidiaries. Management and employees are responsible for managing risks in their areas of responsibility. For additional information on roles and responsibilities, see the Corporate Governance Report on pages 124-193



Key Risk Indicators (KRIs)

For materiality risks, Key Risk Indicators, or KRIs, are set up and closely monitor movement. KRIs provide an early signal of increasing risk exposures in various areas of the enterprise and can be lagging and leading indicators. For example, the

Company monitors actual natural hazard events and their trends and potential changes or new laws and regulations of the countries where we operate to monitor climate change risk.

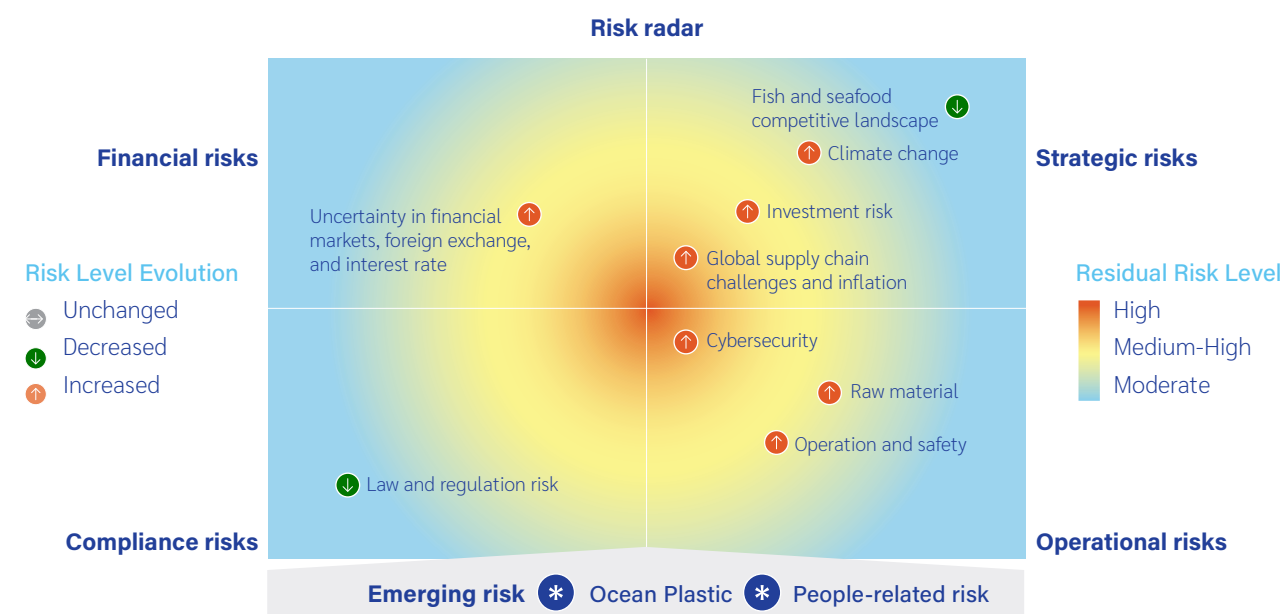


Risk Factors on Business Operations

Thai Union Group is a global seafood processing company, and its operating and financial results are subject to a variety of risks inherent in the seafood industry. The Company can prepare for many of the risks to mitigate any impact and/or minimize the likelihood, however many of them are not within our control and could impact the Company's operations, financial position or reputation.

Current and Emerging Risks

The risk radar below provides an overview of key business risk factors to our Group at the end of 2022 and risk level evolution compared to 2021.



The tables in the following pages provide descriptions of key risks and their potential impacts, management and mitigation plans, linked to Thai Union's strategy which management and mitigation plans aim to achieve.

Six elements of Thai Union's strategy are shown below.



Global Supply Chain Challenges and Inflation

Description and Impact

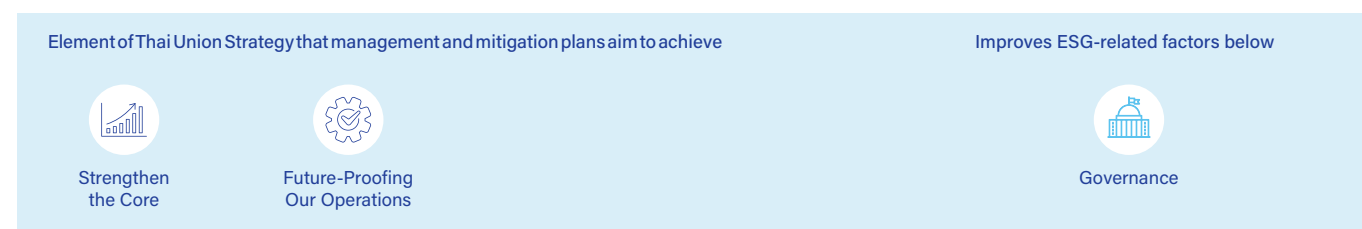
With the COVID-19 crisis, fundamental changes in consumer behavior, supply chains, and routes to market are having a destabilizing affect on companies. The biggest challenge for Thai Union within the supply chain has been the significant increase in YoY freight costs, delays in product shipments due to container shortages and longer shipment lead time.

These challenges, together with other economic factors and geopolitical pressure, triggered unprecedented levels of inflation for seafood raw materials, packaging, ingredients and utilities, resulting in an overall COGS increase of >10 percent from 2021.

Management and Mitigation Plan

We have implemented the following mitigations to minimize risks as well as provide a balance with business opportunities:

- Continue price negotiation to pass on inflation costs, both OEM and branded, and adjust promotion intensity
- Hedging (seafood raw materials, FX)
- Inventory management and net working capital control
- Cost efficiency management, reduce costs, and more profitable product mix
- Focus on automation for production efficiency
- Monitor situation closely, remain agile, and consider ad-hoc continuity plans for emerging events



Investment Risk

Description and Impact

Our strategy aims to create long term value, continuously growing our core businesses, while also seeking opportunities to diversify our Group portfolio by expanding into attractive businesses along our value chains, with a focus on PetCare, the feed business and alternative protein. We also explore new businesses that tap into the large opportunity to valorize our co-products and create high-margin and high-growth businesses, focusing on ingredients, supplements, and alternative protein businesses as well as innovative food-tech startups.

Strategic M&A and CAPEX investment in recent years includes investment in Red Lobster® in the U.S., investment in R&B Food Supply Public Company Limited in Thailand, a culinary plant for ready-to-eat products in Thailand, a protein hydrolysate and collagen peptide plant in Thailand, investment in ingredients businesses including Clover Corporation Limited in Australia and Mara Renewables Corporation in Canada.

Doing so not only brings us numerous opportunities but also exposes us to risks of lower-than-targeted returns on investment, laws and regulations, technology selection, resource management, and other sustainability related issues.

Management and Mitigation Plan

We have implemented the following risk management measures to minimize risks as well as provide a balance with business opportunities:

- Prioritize projects and consider investment approaches that generate sales and net profit growth opportunities in line with our corporate goal of 'Healthy Living, Healthy Oceans,' while maintaining a healthy financial position and cash flow.
- Implement a clear process for investment and budget screening, decision making, monitoring investment which is steered by the Executive Committee (EXCOM) comprised of executives who have expertise and experience in the food & beverage sector and investments. Any business acquisitions or investments requiring high capital investment or with significant risks must be presented to the RMC to review the adequacy and effectiveness of the risk assessment and mitigation measures in order to provide recommendations to management and report to the BoD for consideration.
- Once the investments have been approved by EXCOM or the BoD, project and risk monitoring takes place by management and the Group Risk Management department and is reported to the RMC every quarter to ensure they progress as planned, with efficient capital and effective risk management.



Raw Material

Description and Impact

Tuna

In 2022, the price of Skipjack tuna (Bangkok landings/WPO), which was sourced mainly for our tuna ambient OEM business, was volatile and approximately 15 percent higher compared to 2021. The price of Skipjack and Yellowfin tuna from other oceans was also higher due to the prolonged Russia-Ukraine conflict and its impact on supply chains and inflation, along with stronger demand. Supply was sufficient to serve demand.

Shrimp

Thai shrimp raw material prices in 2022 were generally higher than 2021 as local supplies were constrained by consistent disease outbreaks (white feces, white spot, EHP, EMS, etc.). Also, farmers had to bear higher energy and feed costs (wheat flour prices surged to record levels) as the conflict between Russia and Ukraine deepened. The negative impacts of the global COVID-19 pandemic subsided, and consumption was also on the rise upon the easing of lockdowns around all major markets, except for China due to its restrictive Zero-COVID policy. However, as importers from major markets, especially the U.S., rushed to stock up in 2021 through early 2022 (with fears of further global shipping disruption), the U.S. domestic frozen shrimp inventories soared to very high levels despite consistent demand. This started to dampen Thai shrimp farmgate prices in the second half of the year when demand from shrimp processors weakened upon fast declining orders from the U.S. market. Our U.S. based frozen seafood unit (Tri-Union Frozen Products, Inc.), as a major seafood importer in the country, was also negatively affected accordingly. Consequently, Thai raw material prices started to trend down since August. The sudden weakness of the Thai baht in the second half (because of fast rising U.S. dollar interest rates due to inflation), however, did help sustain some demand for Thai shrimp.

Salmon

The global 3-6 kg salmon price annual average in 2022 was unexpectedly very high: + 30 percent from the annual average 60 nok to ~80 nok/kg, (Oslo, Delivered at Place) mainly due to tight supply during the first semester and strong demand overall. Several biological issues in Scotland led to shortages during Q3.

Management and Mitigation Plan

Tuna

The Company has a global fish procurement organization with a team of experts to enhance our strategic sourcing capability and supply chain management of fish. With centralized sourcing, the Company is able to leverage our global scale and build best-in-class sourcing capabilities. On the operational level, the team closely monitors and mitigates challenges around prices and supply that are common in our business today. This improvement has increased communication and information transparency throughout the supply chain of all Thai Union factories. The Company was able to diversify the supply sources and procured more raw materials from various oceans to mitigate the challenges of tight supply. In response to the impact of inflation on tuna prices in 2022, we mitigated the risk by continuing to negotiate prices, passing on costs and adjusting promotion intensity to customers, hedging seafood raw materials, FX, and controlling inventory management.

Shrimp

To differentiate ourselves from the competition, reduce cost pressure, and secure profitability, we actively invest in new processes and equipment to meet new customer standards and requirements. We also do it through obtaining globally recognized certificates by consistently committing ourselves to sustainability practices, launching new and innovative products, and initiating industry-leading sustainability programs. Strategic raw material procurement (in respect of source, timing, and volume), which is derived from our inhouse view and intelligence on the supply/ demand situation in Thailand and in overseas exporting and importing countries, helps keep our pricing competitive. Also, process automation, with an aim to reduce our reliance on labor and improve productivity and consistency in product quality, is also being implemented. To reduce over-dependence on certain markets, we diversify into new export destinations, such as Asian countries, in addition to the Thai market. We also partner with major customers through exclusive supply contracts over an extended period of time to ensure stable pricing and business volume.

Salmon

We have maintained our strategy which allows us to react faster according to the trends through hedging together with good flexibility. Moreover, we apply a tracking tool to follow the main drivers in order to adapt our strategy if needed. We also reviewed prices with our customers when necessary.

Element of Thai Union Strategy that management and mitigation plans aim to achieve



Strengthen
the Core



Future-Proofing
Our Operations



Continuing
Our Sustainability
Leadership

Improves ESG-related factors below



Environment



Social



Governance

Operation and Safety

Description and Impact

In every production facility, the Company faces various potential risks, starting from sourcing raw seafood materials to processing and manufacturing finished products. These risks involve, for instance, the health and safety of employees, major damage to a plant, food quality, cost control and inventory management. These risks could directly or indirectly affect production, sales targets and ultimate corporate goals.

Key areas for continuous improvement include:

- Safety at plants
- Cost productivity
- Food safety
- Food quality to meet the increasing sophistication of consumer demand in quality and nutritional requirements.

Management and Mitigation Plan

Thai Union Group focuses on operational excellence and recognizes the importance of Continuous Improvement discipline. Regarding safety risks, we regularly conduct a risk assessment for each production plant as risk profiles change over time (both man-made and natural disaster), as well as constantly assess the gap against our safety standards. Several management engineering and management mitigation programs were put in place, for example the development of a master plan which includes standardized practices and needed investment, especially risk reduction programs for fire and ammonia. Moreover, we have strengthened our new-project investment and changes in plant design, construction, equipment, machinery and others that could create Safety, Health and Environment (SHE) risks, to ensure proper integration of SHE considerations before investment approval.

In terms of cost productivity, we put in place well-structured programs and dedicated CAPEX to increase productivity across the Group. For example: automation process, Total Productive Maintenance program, Labor Optimization Continuous Improvement program, increasing the percentage of RFT (Right First Time) in our production. For food safety and quality, our Quality Management System is the platform which we deploy globally to ensure consistent food safety, compliance with quality standards and to create value for consumers. Our internal Quality Management System is constantly being audited and verified by independent certification bodies to strictly conform to internal, and international standards, laws and regulatory requirements. Several of the food quality and safety accreditations or certifications the Company has obtained are, for example: ISO 9001, ISO 14001, TIS 18001, BRC, BAP, GMP, HACCP, Halal, Kosher.

Element of Thai Union Strategy that management and mitigation plans aim to achieve



Future-Proofing
Our Operations



Continuing
Our Sustainability
Leadership



Wellbeing and
development of
our employees

Improves ESG-related factors below



Environment



Social



Governance

Cybersecurity

Description and Impact

The changing dynamics of work brought on by environmental factors such as COVID-19 have forced our business to increasingly rely more on technology and collaboration and this has a net impact on cybersecurity as the threat landscape becomes more sophisticated and attacks become opportunistic. Cybersecurity risks can manifest themselves by making critical infrastructure and software unavailable. At worst, unauthorized access or misuse of data could compromise highly sensitive and confidential data. The risk could result in a financial impact where we are unable to fulfil customer orders, increase our cost of operation and incur fines and penalties from regulatory bodies. This could result in loss of reputation and confidence from our stakeholders.

Management and Mitigation Plan

At Thai Union, we give importance to Cybersecurity Governance and IT security across all layers – from governance, structure, policy, technology, to people and processes. We have established the cybersecurity risk mitigation measures as follows:

- Established an IT Security Committee lead by the President and CEO as the Chairman of the Committee to oversee our information technology security policy, practices and ensure that they are aligned with business directions and can effectively prevent business operations from cyber threats.
- Appointed a cybersecurity function, reporting to the IT Security Committee, to decide on information security's strategic direction, system and data protection, IT risk management program, improve overall security and robustness of infrastructure, as well as promote awareness and provide trainings for employees across the organization.
- Defined frameworks to operationalize our response to security threats.
- Invested in IT security at various levels – endpoint security at the device level, at the application level and at the network level. All our lines of defense are well covered as well as established a robust follow the sun IT security monitoring operation.
- Developed a Disaster Recovery Plan (DRP) for key applications to handle emergencies, enabling users to continue working through a backup site. The Cyber Incident Response Plan was also put into place and regular drills are carried out to prevent business interruption from cyberattacks.
- Started socializing the need for management to have a resilience capability.
- Developed BCP for key manufacturing plants.
- A security operations center is currently in planning with a goal of setting up a 24/7 security monitoring operation across the Group in 2023.

Element of Thai Union Strategy that management and mitigation plans aim to achieve



Future-Proofing
Our Operations

Improves ESG-related factors below



Governance

Climate Change

Description and Impact

Climate change presents a global risk as the planet continues to warm, including the threat of increasing extreme weather events. A warming planet is also impacting the world's oceans, which pose a risk to marine species and aquaculture production on which Thai Union depends. Severe weather and natural disasters which are associated with climate change include floods, droughts and tsunamis, as well as ocean warming and acidification, which could all impact our production, raw material supply and human resources.

Management and Mitigation Plan

Thai Union operates with a strong commitment to respect and responsibility, showing a duty of care to our workers through responsible operations. We have a number of initiatives in place that contribute to water reduction, waste to landfill reduction, greenhouse gas emission reduction and monitoring natural disaster hazards and water risk management. We want everyone that works at Thai Union to play an active role in delivering against our environmental and safety goals. We see safety and environmental protection as everyone's business.

In 2022, Thai Union has committed and implemented a number of initiatives, including:

- Thai Union Group PCL CEO Thiraphong Chansiri was appointed Chair of the Board of Directors of the Seafood Business for Ocean Stewardship (SeaBOS), a joint initiative between the world's largest commercial seafood companies and science to strengthen sustainable practices within the seafood industry. SeaBOS agreed that all member companies before May 2022 will define explicit GHG emissions reduction goals aligned with the United Nations Framework Convention on Climate Change goal to limit global warming to well below 2 degrees Celsius, and preferably to 1.5 degrees Celsius.
- Continued initiatives: Project Sunseeker, under which we have installed solar panels on the rooftops of our factories.
- Thai Union agreed to disclose climate-related risks and opportunities in line with the Task Force on Climate-related Financial Disclosures (TCFD) for the first time in 2022. Thai Union plans to provide updates on its climate risks assessment and scenario analysis in the TCFD report 2023.
- Thai Union continues to calculate its GHG scope 3 inventory and looks forward to disclosing its 2022 performance in Thai Union's 2022 Sustainability Report.
- Thai Union has initiated mitigation efforts on aquaculture decarbonization. A pilot study aims to explore the potential emission reduction and a transition to low carbon shrimp products.

Element of Thai Union Strategy that management and mitigation plans aim to achieve



Future-Proofing
Our Operations



Continuing
Our Sustainability
Leadership



Wellbeing and
development of
our employees



Strengthen
the Core

Improves ESG-related factors below



Environment



Social



Governance

Uncertainties in Financial Markets, Currency, and Interest Rates

Description and Impact

With a presence in a large number of countries, the Company is exposed to a variety of financial risks coming from foreign exchange, interest rates, liquidity, trade receivables, counterparty risk, theft and fraud risk, geopolitical risk, investment and borrowing activities.

The risks are primarily:

1. Foreign exchange risk on commercial flows, financing/investing activities, net investments in foreign subsidiaries and raw materials or ingredients purchasing in foreign currencies and selling of products in different currencies.
2. Interest rate risk on borrowings
3. Credit risk and counterparty risk on financial and commercial activities

In 2022, there were significant uncertainties from geopolitical risks, especially the Russia-Ukraine war, the global transformation in monetary policy, and anticipation of a global recession. These events created financial risk, especially foreign exchange to key currencies that the Company has businesses in i.e., USD, EUR, GBP, JPY and THB, interest rates, and commodity price fluctuations.

Apart from the above-mentioned factors, the replacement of benchmark interest rates, namely the London Inter-Bank Offered Rate (LIBOR) and other impacted interbank-offered rates (together with LIBOR, the ‘IBORs’) has become a priority for global regulators, financial institutions, and corporates.

The IBORs are being replaced by Risk Free Rates (RFRs) which provide robust and credible overnight reference rates and are well suited for many purposes and market needs. Instead of using cash, loans, bonds and derivatives, the market transitioned to RFRs in 2022. The UK Financial Conduct Authority (FCA) confirmed on March 5, 2021 that all LIBOR settings will either cease to be provided by any administrator or no longer be representative. In the case of all Pound Sterling, Euro, Swiss Franc and Japanese Yen settings, and the 1-week and 2-month USD settings, the replacements ended on December 31, 2021. However, in the case of remaining USD settings, namely USD Overnight, 1-month, 3-month, 6-month and 12-month tenors, the replacement is expected to be completed by June 30, 2023.

Management and Mitigation Plan

The Group’s overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group’s financial performance. The Group uses derivative financial instruments to hedge certain exposures to stabilize future earnings.

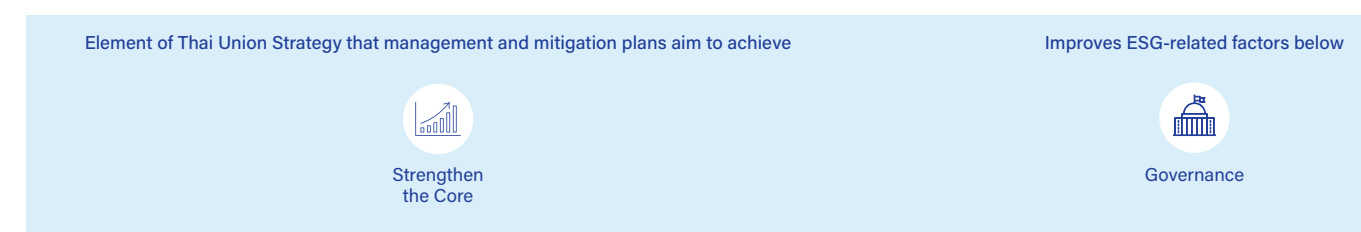
The Financial Risk Management Policy is carried out by the Group Executive Committee. The Group’s policy includes areas such as foreign exchange risk, interest rate risk, liquidity risk, counterparty credit risk, raw material risk and operational risk. The framework parameters are approved as shown below:

1. For foreign exchange risk, the Company’s policy and strategy to manage risks are as follows:
 - For trading activities, the Company uses natural hedging and enters into forward contracts to cover a certain percentage of remaining risks, which is dependent on the profile of the risks in different businesses.
 - For all borrowing, lending, or placing deposits in different currencies where those currencies will be used, fully hedging on foreign exchange risk is a must.
 - For equity investments where the returns can be expected from dividend payments or recapitalization, the decision of

hedging on equity investments will be centralized and decided by the Group Executive Committee.

2. For interest rate risk, the Company manages or caps portions of borrowing by using interest rate derivatives to achieve an acceptable targeted level of fixed/floating rate net borrowing.
3. For counter party credit risk, the Company has policies, procedures and controls to minimize the risks, while trade insurance, AR factoring program, and credit limit monitoring and control have been implemented for most of our third-party customers.

The transition of IBORs is an ongoing process that the Company is aware of. The changes are limited to the IBORs and may impact the Company depending on the reference rates used in the loan instruments, lease contracts, bonds, derivatives, and hedge accounting. As a result, the Company has considered transitioning the financial instruments and the hedging derivatives to the relevant replacement benchmark at the same time, as well as to adhere to the ISDA 2020 IBOR Fallbacks Protocol to be applied for the existing derivative contracts. In doing so, we believe that the Company’s financial statements will be best reflected in the economic effects of the IBORs reform.



Emerging Risk: Ocean Plastic

Description and Potential Impact

Ocean plastic is a global issue which has been growing in prominence in recent years, raising concerns among not only our stakeholders, but customers and consumers globally.

For Thai Union’s operations, ocean plastic impacts include:

- Impact on marine ecosystems, resulting in a potential reduction of global fish stocks and seafood supply as well as volatility in raw material pricing.
- Impact on brand and reputation if, as a seafood company, we do not take action to address this problem
- Impact on revenue due to increasing concern among consumers about the impacts of ocean plastics on the safety of seafood products, which could impact their confidence in and demand for seafood products, and hence our revenue
- New or change in laws and regulations on plastic packaging

Risk Category: Environmental

Source of Risk: Macroeconomic (Plastic waste and Ghost fishing gear)

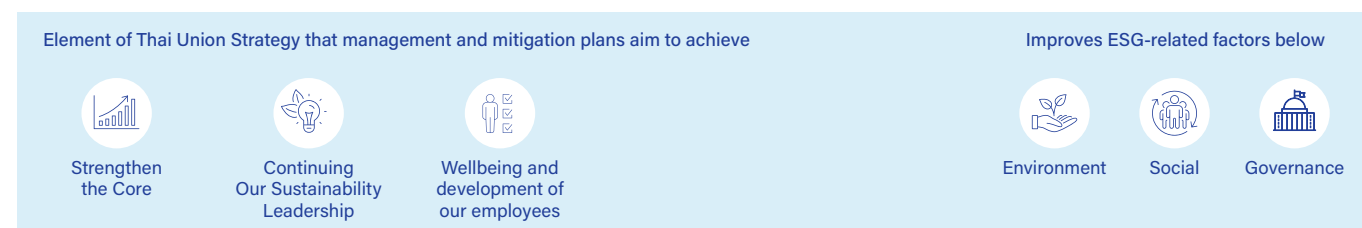
Timeframe of Impact: Three-five years

Management and Mitigation Plan

As part of its SeaChange® goals, Thai Union has committed to achieve 100 percent reusability, recyclability, or compostability of our branded packaging by 2025. Our Global Innovation Center (GIC) is focusing its developments on addressing packaging sustainability concerns. This approach spans all packaging formats from flexibles and pouches to rigid containers such as plastic cups, and metal and aluminum cans and applications in both human and pet categories.

With a commitment to ‘Healthy Living, Healthy Oceans.’ Thai Union has continuously implemented a number of initiatives to reduce marine litter and Abandoned, Lost and Discarded Fishing Gear (ALDFG) including joining forces with the Global Ghost Gear Initiative (GGGI) and the global international coastal cleanup program by the Seafood Business for Ocean Stewardship (SeaBOS) and Ocean Conservancy to protect the marine environment.

Please visit www.seachangesustainability.org for the full report.



Emerging Risk: People-related risks

Description and Potential Impact

The pandemic accelerated trends that were underway including remote work, digitalization, automation across organizations around the globe, and Thai Union Group is no exception. Medium-term risks include:

- Workforce exiting the Company or moving to other organizations who fit their preference, for example, providing permanent remote or hybrid work, digitalized working process.
- Succession challenges and difficulty in attracting top talent in a tightening talent market may limit us to achieve goals especially around innovation, digitalization, automation.
- With the rapidly changing nature of work and skills, there is a risk that our workforce is not equipped with the skills required to support our goals and new work environment.

Risk Category: Societal

Source of Risk: Macroeconomic (Digital inequality, challenge in talent attraction, retention and engagement)

Timeframe of Impact: Three-five years

Management and Mitigation Plan

We are aware of the new work environment and are closely monitoring this change. Our strategy will continue to focus on talent development and strengthening our people capabilities, such as through the Thai Union Academy which focuses on upskilling and reskilling in high demand curriculums. In addition, we will continue our drive to increase employee engagement across all our businesses and employee demographics.

For succession planning, we have a policy to review critical positions and prepare the development plan of successors as well as succession in an emergency to ensure success and continuity for the business.



Investment risks imposed on the securities holders

Risks of uncertain share price and returns on investment for shareholders

Thai Union's share price may rise or fall in a volatile fashion subject to several factors including business performance and factors beyond its control, including:

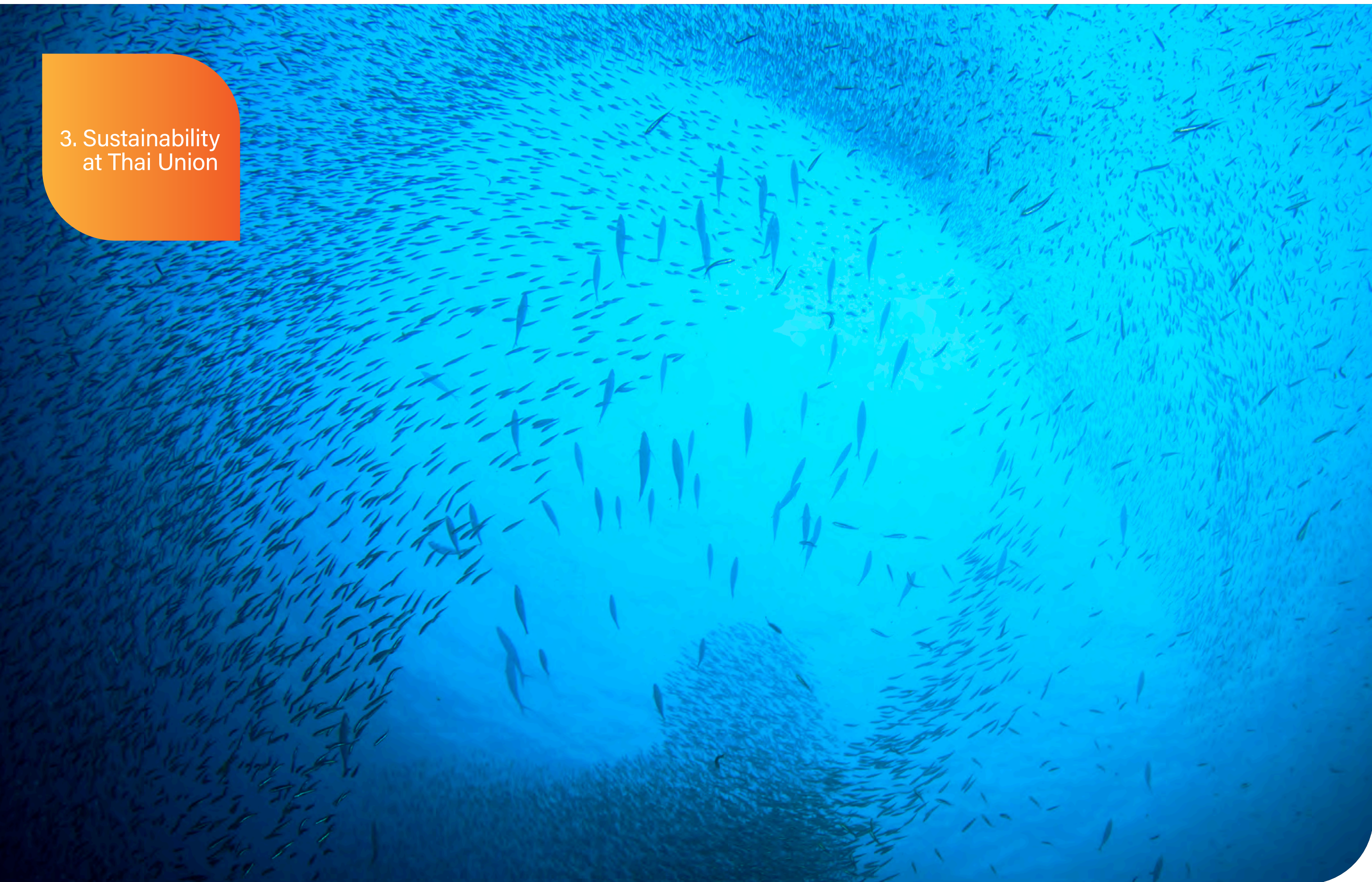
- Key risks which could affect business performance are described in the Risk Factors on Business Operations section
- Economic situation, inflation, crisis, or abnormal situation
- Geopolitical issues, trade conflict or changes to trade barriers
- Changes in various policies, regulations or requirements affecting the industry

These factors could depress the share price below what investors paid for or higher than their sold portions, or both, thus putting investors at risk from uncertain returns on investment.

Foreign Securities Investment Risk (in case the issuer is a foreign company)

None of significant risk.

3. Sustainability at Thai Union



Overview of SeaChange® Sustainability Strategy: Objectives, Programs and Key Progress

At Thai Union, we're committed to 'Healthy Living, Healthy Oceans' and making progress towards it. Through our global sustainability strategy, SeaChange®, Thai Union is working to implement programs that deliver long-term, sustainable change.

As one of the world's largest seafood companies, Thai Union recognizes that sustainable development is not just essential to the future of our business and our growth, but it forms an integral part of our role as a responsible corporate citizen for our employees and the global community.

Critical to being a leader is transparency. At Thai Union, we're proud to showcase our achievements and progress, while also putting a spotlight on areas we have identified for improvement—all part of our vision to be the world's most trusted seafood leader.

Thai Union introduced SeaChange® in 2016 in response to calls from our stakeholders to demonstrate stronger leadership. Since its launch, SeaChange® has provided clear and measurable commitments to deliver real and lasting changes to Thai Union's entire operations while also driving the positive transformation of the global seafood industry. The strategy has allowed Thai Union to set new standards for social, environmental and economic performances across the business and into our supply chains.

In 2023, Thai Union will announce a major update to SeaChange® with new goals and new commitments through to 2030. This will include actions across a wide range of topics to address such as the decline in biodiversity, tackling climate change, ensuring endangered species are protected, important ecosystems are restored and that natural resources are managed sustainably.

Thai Union recognizes that the risks associated with the continued warming of the Earth are significant, so the action

taken by companies, governments, multilateral organizations, NGOs and others to negate the impact must also be significant. As the planet warms, so do the world's oceans. This creates a major threat to marine species and aquaculture production on which Thai Union depends. The oceans are the foundation of our business and ensuring the oceans remain healthy are critical for the future of the planet and in tackling climate change.

For our climate goals, both short-term and long-term targets were created using the methodology set by the Science Based Targets Initiative (SBTi), the gold standard of climate target setting which ensures targets are 'science-based' and in line with what the latest climate science deemed necessary to meet the goals of the Paris Agreement.

Biodiversity will also be central to the updated strategy. With the world's biodiversity being lost at an alarming rate, Thai Union recognizes the need to develop nature-based solutions to address what is a growing global challenge.

Thai Union is not just addressing risks below water but also those on land, which are helping to address biodiversity loss. Thai Union's Policy on No Deforestation includes a commitment to promote responsible aquaculture that preserves biodiversity and protects sensitive habitats. In addition, Thai Union's newly established operational sites, starting in 2021, shall not be located on or in close proximity (within 1 km distance) to protected forest areas or sites of globally important biodiversity. In 2021, the Company released its Responsible Sourcing of Palm Oil Policy, which recognizes the impact on the environment and communities that palm oil can have when not grown responsibly. Under the policy, Thai Union has committed that by 2025 all palm oil it sources shall meet segregated or identity preserved Roundtable on Sustainable Palm Oil (RSPO) or equivalent certification requirements.

Thai Union's continued efforts to pursue aggressive sustainability goals were recognized again in 2022 when the Company was ranked number one in the world on the Food Products Industry Index of the Dow Jones Sustainability Indices, further validating the progress made under SeaChange®. Thai Union has now been listed for nine consecutive years on the DJSI, a family of indices evaluating the sustainability performance of thousands of publicly traded companies. As the DJSI constantly evolves its scope and requirements, it ensures that Thai Union adapts accordingly to continue its leadership position.

Thai Union's unwavering commitment to sustainability is also demonstrated through the Company's Sustainable Development (SD) Committee, which is chaired by Thai Union CEO Thiraphong Chansiri, with Adam Brennan, Group Director, Sustainability, as Co-Chair. The high-level decision-making committee brings together key senior executives throughout the year to consider emerging issues and new policy proposals, and make strategic decisions to maintain Thai Union's sustainability leadership within the industry. The decisions of the SD Committee are communicated to relevant business units and functions for implementation in collaboration with our global Sustainable Development team. Importantly, sustainability is also represented at the highest level of the business, with Mr. Brennan a member of the Global Leadership Team.



2022 IN BRIEF

Member of
Dow Jones
Sustainability Indices
Powered by the S&P Global CSA

- Ranked number one on the Food Products Industry Index of the Dow Jones Sustainability Indices (DJSI), listed on the DJSI for the ninth straight year; Ranked in the top 1% of more than 7,800 companies assessed in S&P Global Sustainability Yearbook 2023.



- Piloted the use of satellite imaging for shrimp farming operations to promote sustainable seafood production



- Began the full implementation of the Employer Pays Principle to ensure that no worker should pay for a job



- Submitted our short- and long-term climate change targets to the Science Based Targets Initiative (SBTi) for approval



- Entered a partnership with Sustainable Fisheries Partnership (SFP) to further improve transparency in Thai Union's supply chains and consider the wider impacts on biodiversity



- Thai Union CEO Thiraphong Chansiri appointed Chair of the Board of Directors of the Seafood Business for Ocean Stewardship (SeaBOS)



- Sustainability Disclosure Award 2022 from Thaipat Institute



Together with The Nature Conservancy, released the inaugural progress report on our partnership on a pioneering commitment to improve on the water transparency in global tuna supply chains

2,000,000,000



- Signed a THB 2 billion short-term Blue Finance loan agreement with TMB Thanachart Bank to further expand our position in financing that benefits the world's oceans

- Conducted the first ever at-sea audit to assess working conditions and welfare of the crew on longline vessels



- Thai Union, along with subsidiaries Pakfood PCL, Okeanos Food Co., Ltd, and Thai Union Feedmill PCL, received the Human Rights Award 2022 (large business sector) from the Thai Ministry of Justice



- Listed on the AMCHAM CSR Recognition list for the second consecutive year.

- Published our first Task Force on Climate-related Financial Disclosures (TCFD) report



OUR OVERARCHING OBJECTIVES



Sustainable seas, now and for future generations



Workers are safe, legally employed and **empowered**



Combating climate change and promoting healthy diets through sustainable seafood

OUR PROGRAMS



Safe & Legal Labor

Providing safe, legal and freely-chosen employment in our own facilities and in supply chains is critically important to Thai Union.

Safe and Legal Labor Roadmap



Responsible Sourcing

Traceability is the key to improving the transparency and operational practices of the entire seafood supply chain.

Responsible Sourcing Goals and Roadmap



Responsible Operations

The way we operate must be environmentally responsible and show a duty of care for our workers.

Responsible Operations Goals and Roadmap



People & Communities

At Thai Union we take responsibility for improving the lives of those living and working in the regions in which we operate.

People and Communities Goals and Roadmap

SeaChange® is an integrated plan of initiatives, organized into four programs, to drive meaningful improvements across the entire global seafood industry

OUR OPERATING PRINCIPLES



Good Governance

Robust leadership, policies and processes ensure our business is focused on delivering our sustainability objectives and is ethical across all our operations.



Transparency

We will remain transparent in all communications with stakeholders, customers and the industry, sharing our learnings and providing regular updates on our progress.



Partnerships and Collaboration

We have and will continue to actively seek out NGOs, governments and industry partners to work with us on initiatives designed to deliver against our overarching objectives. We will continue to share our findings so the entire industry can benefit from our experience and findings.

UN SUSTAINABLE DEVELOPMENT GOALS AND UN GLOBAL COMPACT

While our work is primarily designed to have a positive impact on the seafood industry, the milestones we achieve under our programs will also deliver against the United Nations Sustainable Development Goals (UN SDGs) and are guided by our commitment to the UN Global Compact (UNGC). This report, together with the 2022 Sustainability Report to be published, serve as Thai Union's annual Communication on Progress (COP) to stakeholders. In line with SeaChange®, Thai Union is focused on delivering across all the SDGs but is focused on four contributing to broad societal change in areas where we can have direct influence, including:



The need to combat hunger and produce seafood that meets higher standards of sustainability is ongoing.

Aside from the four SDGs mentioned above, our work also contributes to the realization of other UN SDGs, such as Goal 17 on Partnerships and Goal 12 on Responsible Consumption and Production.

The Ten Principles of the UN Global Compact

Human Rights

Thai Union will support and respect the protection of internationally proclaimed human rights; and

Principle 1

Make sure that they are not complicit in human rights abuses

Principle 2

Labor Standards

Thai Union will uphold the freedom of association and the effective recognition of the right to collective bargaining;

Principle 3

The elimination of all forms of forced and compulsory labor;

Principle 4

The effective abolition of child labor; and

Principle 5

The elimination of discrimination in respect of employment and occupation.

Principle 6

Environment

Thai Union will support a precautionary approach to environmental challenges;

Principle 7

Undertake initiatives to promote greater environmental responsibility; and

Principle 8

Encourage the development and diffusion of environmentally friendly technologies.

Principle 9

Anti-Corruption

Thai Union will work against corruption in all its forms, including extortion and bribery.

Principle 10

Material Issues and Stakeholders Engagement

Materiality in Risk Assessment

One way Thai Union assesses its materiality is through our risk management procedure. Through reviewing activities and partnerships, assessing forthcoming legislation and the implementation of regulations, customer preference and feedback, as well as media profile and risk, Thai Union continuously monitors the materiality of issues and the impact they have on our internal risk profile and those risks are then presented quarterly to the Risk Management Committee. It is important to us that we not only address the issues that we understand are important to us as a global seafood leader, but that we are also tackling the issues that are of greatest importance to our stakeholders and partners around the world.



Figure 1: Thai Union Materiality Matrix

In 2022, Thai Union conducted its first Materiality Index survey since 2020, interviewing 80 stakeholders both internally and externally to help us identify and prioritize the issues of most concern to them. The methodology for the survey was adjusted for 2022 to align with the new Global Reporting Initiative (GRI) guidelines. Thai Union is committed to listening to customers and stakeholders to better understand their needs, part of our collaborative approach to the way we operate.

The materiality assessment analyzed our worldwide operations; identified and prioritized our sustainability risks; and defined appropriate responses. The survey has helped guide the development of Thai Union's SeaChange® commitments and goals through to 2030, which will be announced in 2023. Given our global scale of operations, our sustainability risks and impacts are complex and transcontinental. Thai Union carried out a materiality assessment to identify the most important issues to our stakeholders and the business as a whole—our 'material issues'—including those related to environmental, social, and governance risks. The survey comprised four main stages as follows:



Figure 2: Thai Union Materiality Assessment Process

The results of the survey indicated that Human Rights remained the number one area of concern, while Employment Practices, including the ethical recruitment of workers, was also a significant issue. Stakeholders also told us that the traceability of our products, along with Responsible Sourcing—both wild capture fisheries and aquaculture—are also priority areas that need addressing. Providing safe, legal and freely chosen employment for workers in our own facilities and in our supply chains remains a critical priority for Thai Union. In 2022, Thai Union commissioned a consultant to conduct the first ever at-sea audit as part of our efforts to ensure the health and safety of workers on vessels we source from, in addition to, the full adoption of the Employer Pays Principle across our Thailand based operations. We are also constantly working towards an improved environmental performance, including reducing our carbon footprint and greenhouse gas (GHG) emissions. These issues will be a key focus of our new SeaChange® goals for 2030.

The Company implemented Stakeholder Analysis in accordance with AA1000 Stakeholder Engagement Standard (AA1000SES) with three key principles of stakeholder inclusivity, materiality, and responsiveness. Each business unit is responsible for stakeholder analysis in relevant areas to its operation. The results will be gathered and reanalyzed at the organizational level under the supervision of the Sustainability Committee.

Stakeholders	Engagement Channels	Stakeholder's Issues of Interest	Thai Union Response
Investors	<ul style="list-style-type: none"> Quarterly Analyst Meeting Annual general meeting Investor roadshow Opportunity day organized by the Stock Exchange of Thailand 	<ul style="list-style-type: none"> Business growth and performance Good governance Business Transparency of information Opportunity and risks management 	<ul style="list-style-type: none"> Transparency and governance (anti-corruption, data disclosure, tax policy and reporting) Investor Relations Communications team, quarterly face-to-face investor updates with sustainability briefing
		<ul style="list-style-type: none"> Social and environmental responsibilities 	<ul style="list-style-type: none"> Climate change and environmental protection
Suppliers	<ul style="list-style-type: none"> Regular meeting with suppliers 	<ul style="list-style-type: none"> Certifications 	<ul style="list-style-type: none"> Responsible sourcing Vessel Code of Conduct
	<ul style="list-style-type: none"> Global Channels E-mail: Labor.CoC@thaiunion.com 	<ul style="list-style-type: none"> Consistency expectation Increasing orders Future opportunity to work with Company 	<ul style="list-style-type: none"> Supplier audits and capacity building
Customers	<ul style="list-style-type: none"> Customer satisfaction survey Regular meetings with customers Whistleblower channel 	<ul style="list-style-type: none"> Product quality (health and nutrition) and price 	<ul style="list-style-type: none"> Innovation and product responsibility (quality, food safety) Increased customer communication and face-to-face or virtual meetings on sustainability held globally Offering more sustainable alternatives to meet customer demand
		<ul style="list-style-type: none"> Social and environmental impact from the use of products Eco-labelling (e.g. MSC, dolphin safe, ASC, BAP, carbon footprint of products) 	<ul style="list-style-type: none"> Responsible sourcing Climate change and environmental protection Updates on our Tuna Commitment 2025 and SeaChange® goals
End Consumers	<ul style="list-style-type: none"> Customer satisfaction survey Whistleblower channel 	<ul style="list-style-type: none"> Eco labelling Competitive pricing Food safety Product quality (health and nutrition) 	<ul style="list-style-type: none"> Innovation and product responsibility (quality, food safety)
Employees	<ul style="list-style-type: none"> Town Hall Employee engagement survey Speak Out platform (Whistleblower channel) Breaches reporting channels - Thailand Telephone: +66 (0) 3481-6500 Fax: +66 (0) 3481-6499 - Confidential E-mail: labor.CoC@thaiunion.com Project ISSARA - Myanmar language: +66-80-456-5560 - Lao and Thai language: +66-86-967-2891 - Khmer language: +66-86-968-6085 	<ul style="list-style-type: none"> Social and environmental responsibilities Eco labelling (e.g. MSC, dolphin safe, ASC, BAP, carbon footprint of products) Fair compensation and benefits Fair labor practices Safety and wellness Career development and opportunity Work-life balance Diversity & Inclusion 	<ul style="list-style-type: none"> Responsible sourcing Can trackers and traceability data as well as product information Channels for employees to submit opinions and their complaints Human rights and fair labor practices Human capital development Management program Global program of harmonization of work standards Brand ambassador program and Thai Union Global rollout Development of JEDI Champions

Stakeholders	Engagement Channels	Stakeholder's Issues of Interest	Thai Union Response
Daily/ Migrant workers	<ul style="list-style-type: none"> Safety talk Town Hall Employee engagement survey Speak Out platform (Whistleblower channel) Worker Welfare Committees Breaches reporting channels - Thailand Telephone: +66 (0) 3481-6500 Fax: +66 (0) 3481-6499 - Confidential Email: labor.CoC@thaiunion.com Project ISSARA - Myanmar language: +66-80-456-5560 - Lao and Thai language: +66-86-967-2891 - Khmer language: +66-86-968-6085 	<ul style="list-style-type: none"> Fair compensation and benefits Fair labor practices Safety and wellness Ethical Recruitment 	<ul style="list-style-type: none"> Ethical Recruitment Policy and Employer Pays Principle (EPP) Human rights and fair labor practices Human capital development
Communities	<ul style="list-style-type: none"> Whistleblower channel Communication through community development officers 	<ul style="list-style-type: none"> Legal compliance 	<ul style="list-style-type: none"> Transparency and governance (anti-corruption, data disclosure, tax policy and reporting)
		<ul style="list-style-type: none"> Social and environmental responsibilities Partnership in community development Socioeconomic development 	<ul style="list-style-type: none"> Nutritional information Communities
Government	<ul style="list-style-type: none"> Visit on various occasions Participation and promotion of activities organized by the government sector Response to requests for data disclosure 	<ul style="list-style-type: none"> Legal compliance Participation in government programs 	<ul style="list-style-type: none"> Transparency and governance (anti-corruption, data disclosure, tax policy and reporting) Responsible Sourcing
NGOs	<ul style="list-style-type: none"> Response to requests for data disclosure Fact sheet summary 	<ul style="list-style-type: none"> Social and environmental responsibilities Marine conservation Participation in social and environmental programs 	<ul style="list-style-type: none"> SeaChange® Goals Annual Sustainability Report
		<ul style="list-style-type: none"> Transparency of information 	<ul style="list-style-type: none"> Transparency and governance (anti-corruption, data disclosure, tax policy and reporting) Reports & Updates
International organizations	<ul style="list-style-type: none"> Visit on various occasions Participation and promotion of activities organized by the International organizations Response to requests for data disclosure 	<ul style="list-style-type: none"> Regulatory compliance Transparency of information 	<ul style="list-style-type: none"> Transparency and governance (anti-corruption, data disclosure, tax policy and reporting)
		<ul style="list-style-type: none"> Social and environmental responsibilities Transparency of information 	<ul style="list-style-type: none"> Joint workshops such as with the ILO Communities

Stakeholders	Engagement Channels	Stakeholder's Issues of Interest	Thai Union Response
Academia	<ul style="list-style-type: none">SeaBOS Keystone Dialogue meetingGIC project collaboration	<ul style="list-style-type: none">Social and environmental responsibilitiesMarine conservationParticipation in social and environmental programs	<ul style="list-style-type: none">Climate change and environmental protectionCommunitiesCollaboration with Stockholm Resilience Centre through SeaBOSCollaboration with University of Sydney
Media	<ul style="list-style-type: none">Publishing information on the websiteMedia activities and events	<ul style="list-style-type: none">Transparency of informationTimeliness of information	<ul style="list-style-type: none">Transparency and governance (anti-corruption, data disclosure, tax policy and reporting)Engagement on material issues

Thai Union's Environmental and Social Policies and Impacts

Safe & Legal Labor

Providing safe, legal and freely-chosen employment for workers in our own facilities and in our supply chains is critically important to Thai Union. We are committed to helping the seafood sector play its role in delivering against UN SDG 8, aiming to provide decent work and economic growth for communities and individuals throughout the world. We also strive to make advances in our occupational health and safety policies, continually strengthening the safety standards, procedures and processes in our facilities. We want to consider how we can meet or exceed international frameworks such as the UN Guiding Principles on Business and Human Rights, legislation such as Modern Slavery Acts and most importantly, ensure that people have safe and legal work to help them fully participate in society.

As part of our commitment to continuous improvement, Thai Union transitioned our ethical recruitment practices in 2022 to be aligned with the international standard reflecting the Dhaka Principles for Migration and Dignity and the Employer Pays Principle to ensure that no worker should pay for a job. Since January 1, 2022, the Company has been implementing a full Employer Pays Principle for all recruitment of migrants to work in our Thailand-based operations. In practical terms, Thai Union will bear all recruitment-related fees and costs for all migrant workers, applicable to all new recruitment activities initiated by Thai Union after the implementation date.

To further support the health and safety of workers, Thai Union commissioned a consultant to spend a period of weeks working on board a carrier vessel to assess working conditions and welfare of the crew working on longline vessels. This was the first at-sea assessment of its kind conducted anywhere.

The project was carried out by an independent fisheries and aquatic resourcing company, with the aim to explore if this type of assessment can complement existing satellite and electronic monitoring as well as in-port inspections and add value to assessing conformance with the Fisher Work and Welfare Program. This Program applies globally to the fishing vessels that supply Thai Union with fish and other seafood. Thai

Union is committed to making operations in fishing more transparent—an ambition that can only be achieved by deepening relationships with suppliers, demonstrating accountability and supporting suppliers on their improvement journey.

Thai Union also introduced a project to support the well-being of workers with children and children rights in our Thailand-based operations. The project focused on developing and implementing a pilot training program for both Thai and migrant workers with the following goals:

- To help parents and their children lead happier and healthier lives
- To increase workers' sense of value as parents
- To help manage the stress and guilt resulting from separation.
- To help balance the demands of family needs and working life.

In addition, under the 'Tell Us' Project to strengthen internal worker voice mechanisms, in 2022, we worked with partners to pilot capacity building training for our Human Resources staff, Employee Relations staff, line managers/supervisors, and the Worker Welfare Committee, for five Thailand-based factories. The training focused on the roles and responsibilities of staff in managing and addressing workers' grievances, feedback, and suggestions.

Safety, Occupational Health, and Environment

COVID-19

In 2022, we continued to make the health, safety and wellbeing of our employees, partners, suppliers, and local community a top priority, while ensuring our commitment to deliver safe products to our customers and consumers. Throughout 2022, we continuously monitored the COVID-19 situation and worked closely with local authorities, community leaders, and NGOs. This allowed us to adjust our safety measures to align with the existing risks to ensure the safety of our employees and the community.

Safety in the Workplace

We have strengthened our operation controls as we continue to build our safety culture. This led to



¹Number of lost time injuries per 200,000 worked hours. This scope included employees and contractors in manufacturing sites, farms, hatcheries and offices (see coverage in our 2022 Sustainability Report).

improvements in reporting, prevention, and recognition of safe behavior. As a result, we maintained our occupational illness frequency rate for employees at zero and we reduced our Lost Time Injury Frequency Rate-LTIFR² by 12.4 percent in 2022 compared to 2021. Further information will be disclosed in Thai Union's 2022 Sustainability Report.

Despite the ongoing decline in accidents, we recognized there were ongoing concerns about our machine safety practices. We have laid out a 2 year-program with the aim of achieving zero high consequence injuries resulting from machine related-accidents. The program has elevated our practice to protect access to machine hazard points.

We continue to implement comprehensive fire risk improvements at our factories across the globe. This includes an investment of millions of Thai Baht to improve our facilities as well as strengthen our risk administrative controls, e.g. electrical safety inspections which go beyond regulatory compliance.

For our Human Resources team, physical workplace transitioning was a key area of focus in 2022. As such, our team prioritized increased measures to enable a safe, yet productive work environment, where our employees could thrive whilst knowing they are being taken care of. Such measures included, but were not limited to, protective shielding between work cubicles being installed, increased COVID sanitization measures at our factories, as well as dedicated safety-focused communication channels being put in place.

Further details on our 2022 sustainability performance will be published in our global Sustainability Report 2022 in mid 2023. For further information on our sustainability initiatives please visit: www.seachangesustainability.org

Responsible Sourcing

Supply chain management is at the heart of the Responsible Sourcing program within SeaChange® and is vital to the effective and successful management of our business. Thai Union is committed to implementing its sourcing requirements in its supply chains and working with suppliers on continuous improvement to meet increasingly higher standards of business operations. The seafood industry is complex, whether looking at wild-caught or aquaculture fisheries. Given the complexities of the seafood industry, we recognize the importance of proactively addressing both emerging and ongoing issues in our dynamic business environment.

Traceability is at the heart of our effective supply chain management; creating the ability for us to map all materials up and down the many different supply chains and giving us understanding of the web of materials, people and places that our business is reliant upon. Maintaining strong connections with our stakeholders and fostering trusting relationships is the key to improving the operational practices of companies which we do business with. Tracking the components of our products – from catch to consumption—also helps us provide assurances to consumers, regulators and others that we do what we say. For these reasons, we refer to traceability as the backbone of SeaChange®.

Making improvements across our supply chain is a challenging task, so collaborating with a number of partners is essential to delivering positive change. As one of the world's largest seafood producers, Thai Union seeks to encourage the use of innovative technologies to promote sustainable seafood production. Aligning with this, Thai Union has been working to pilot the use of satellite imaging for shrimp farm operations.

The main goal of the pilot was to generate Key Data Elements (KDEs) for shrimp farms that are automated, independently verifiable and cost effective. Integrated with traceability technology, the KDEs collected through satellite imaging have the potential to support sustainable farming practices through insights into shrimp populations, farm health, contamination and more. Thai Union believes satellite-derived aquaculture insights is a promising way to reduce risk and reach sustainability targets.

In 2022, Thai Union entered a partnership with Sustainable Fisheries Partnership (SFP) to further improve transparency in the Company's supply chains. The agreement is also dedicated to delivering healthy marine and aquatic ecosystems and a secure seafood supply through the creation of a responsible seafood economy, which will allow ongoing audits of Thai Union's supply chains. Other actions under the partnership will include a bycatch audit of Thai Union's tuna supply chain. Bycatch, the unintended catch of non-target species, is one of the most significant issues affecting the biological sustainability of marine fisheries. By assessing the impact of the supply chains, the Company can then take further action.

Implementing our Responsible Sourcing program encompasses Thai Union's support for the environmental and social responsibilities of the broader UN Sustainable Development Goals. While trying to contribute to all of the UN SDGs relevant to our business, as part of its Responsible Sourcing program, Thai Union is particularly focused on SDG 13 – Climate Action and SDG 14—Life Below Water. We address them across various Responsible Sourcing programs and initiatives, such as our work on conserving biodiversity and nature-based solutions (SDG 13, 14); our work with the Global Ghost Gear Initiative to reduce marine plastics, which cause significant harm to the environment, marine animals and negatively impact global fish stocks (SDG 14); implementing stronger traceability initiatives including our work with the Global Dialogue on Seafood Traceability, our partnership with The Nature Conservancy and participation in the Ocean Disclosure Project (SDG 14), and Thai Union's Tuna Commitment (SDG 14).

Engagement and communication remain central to implementing our Responsible Sourcing program. We continued to complete projects with our suppliers to support and encourage them to meet new and often higher standards expected by our customers and other stakeholders.

As a seafood company, our supply chain management primarily focuses on the sourcing of raw fishery and aquaculture materials, but we also recognize the need to manage our supply chains for a range of other categories—from packaging to non-seafood ingredients to logistics. Thai Union continued to work with our partners to deepen our understanding and approach to responsible sourcing.

We will continue to work hard to drive strong, positive change throughout many parts of the seafood industry, including delivering improvements in our supply chains for the benefit of our oceans and marine life, and for the rights of people working in the seafood industry.

Aquaculture continues to be a significant focus for Thai Union, and we continue to work with our shrimp suppliers to raise farm standards towards international certifications, such as the Best Aquaculture Practices, Aquaculture Stewardship Council, and customer-specific certification programs.

Responsible Operations

As part of its SeaChange® strategy, Thai Union has developed and implemented a diverse range of initiatives to ensure the Company operates responsibly, while also managing some of our most material issues. Aligning with our efforts to deliver against the UN SDGs, our goals under the Responsible Operations pillar

of SeaChange® are heavily targeted towards UN SDG 13—Climate Action.

Thai Union's focus on climate action will be further bolstered in 2023 when the Company announces a major update to its global sustainability strategy, outlining new goals and commitments through to 2030. This will include short-term and long-term climate targets that have been created using the methodology set by the Science Based Targets Initiative (SBTi).

While Thai Union has had great success in strengthening the sustainability of its operations throughout the entire value chain, challenges continue to present risks that demand attention and solutions. Many of those challenges are global in nature—climate change, resource consumption and waste management are placing incredible pressure on the natural world, including the oceans which Thai Union depends upon for its business.

Sustainability lies at the heart of Thai Union, and the way we operate is central to all decision-making. We are acutely aware of the impact that the decisions we make may have on the planet, and demonstrate a constant duty of care for our workers in how we operate.

Thai Union is committed to protecting the environment by working to ensure the sustainable management and efficient use of natural resources, aligning with the UN's position that there is an opportunity for development models that are not only more inclusive and equitable but are underpinned by sustainable consumption and production.

The existing programs under SeaChange® incorporate initiatives that are making a significant contribution to reducing water and energy consumption, waste to landfill and greenhouse gas emissions, improving the environmental performance of packaging, and increasing the amount of renewable energy across our operations. Our sustainability goals to 2030 will include new commitments across all of these areas.

In 2022, Thai Union continued to work towards its goal to eliminate food loss and waste in its operations under its Commitment on Food Loss and Waste Reduction. The Company also remained focused on improving packaging across its products to reduce their environmental impact. By exploring sustainable packaging in our innovation research, we ensure a continuous pipeline of improvements, which will help achieve Thai Union's goals for carbon footprint reduction and environmentally-friendly packaging.

As part of our commitment to 'Healthy Living, Healthy Oceans,' Thai Union continued to address the issue of ocean plastics. Abandoned, Lost and Discarded Fishing Gear (ALDFG) or Ghost Gear, represents a threat to animals in our oceans because it has the potential to reduce fish stocks, damage habitat and harm wildlife. Thai Union has been working with the Global Ghost Gear Initiative (GGGI) since 2018, collaborating to help reduce the growing issue of Ghost Gear.

■ Climate Change in Action

As a good corporate citizen, Thai Union is committed to addressing the threat of climate change. We are helping protect the environment by exploring innovations and initiatives to keep minimizing our consumption of natural resources and adverse impacts on the environment. Thai Union has submitted our commitment letter to the Science Based Targets Initiative stating our intention to announce science-based targets that support our climate change goals. These will be announced with the launch in



early 2023 of SeaChange® 2030. In parallel, Thai Union has started implementing initiatives in our manufacturing sites to support our efforts to achieve the Company's goals in reducing greenhouse gas emissions.

In 2022, we continued to implement low-carbon technology such as solar energy which contributes around 5 percent of total electricity consumption, using biomass in our process, increasing the number of electric vehicles, and changing the freezing system from carbon dioxide to nitrogen. The 2022 GHG emission reduction will be disclosed in the Thai Union Sustainability Report 2022.

■ Water Resources

In recognition of the increasing risk of water scarcity, our journey toward water consumption reduction continues. In 2022, we focused on our operation control and improvement of our water reuse/recycle under strict control of food safety standards. This includes water recycling for toilet flushing, water recycling for our cooling water, and water reuse for outdoor area cleaning.

In addition, we continued to work on strengthening our wastewater treatment which goes beyond compliance. This includes our system to track the Company's wastewater treatment performance, and improvement of our wastewater treatment plant. This helps ensure we are on track to reach our water reuse and recycling goals.

■ Waste

Waste sent to landfill reduction:

For several years, Thai Union has been working to reduce waste from our manufacturing process to landfill. This covers initiatives to reduce waste at the generation source, segregating waste and exploring alternative disposal methods to divert waste from landfill. Key initiatives include diverting wastewater sludge from landfill to composition for fertilizer, boiler ash as input for cement, recycling plastic and recycling waste.

As a result, 13 of our 33 manufacturing and distribution sites achieved zero waste sent to landfill status in 2022.

People & Communities

Thai Union is committed to helping improve the lives of those living and working in the regions where we operate. This includes cleaning marine environments, working to end hunger through food donations and humanitarian aid to disaster-struck communities, to educating children and providing nutritional information to consumers and local communities.

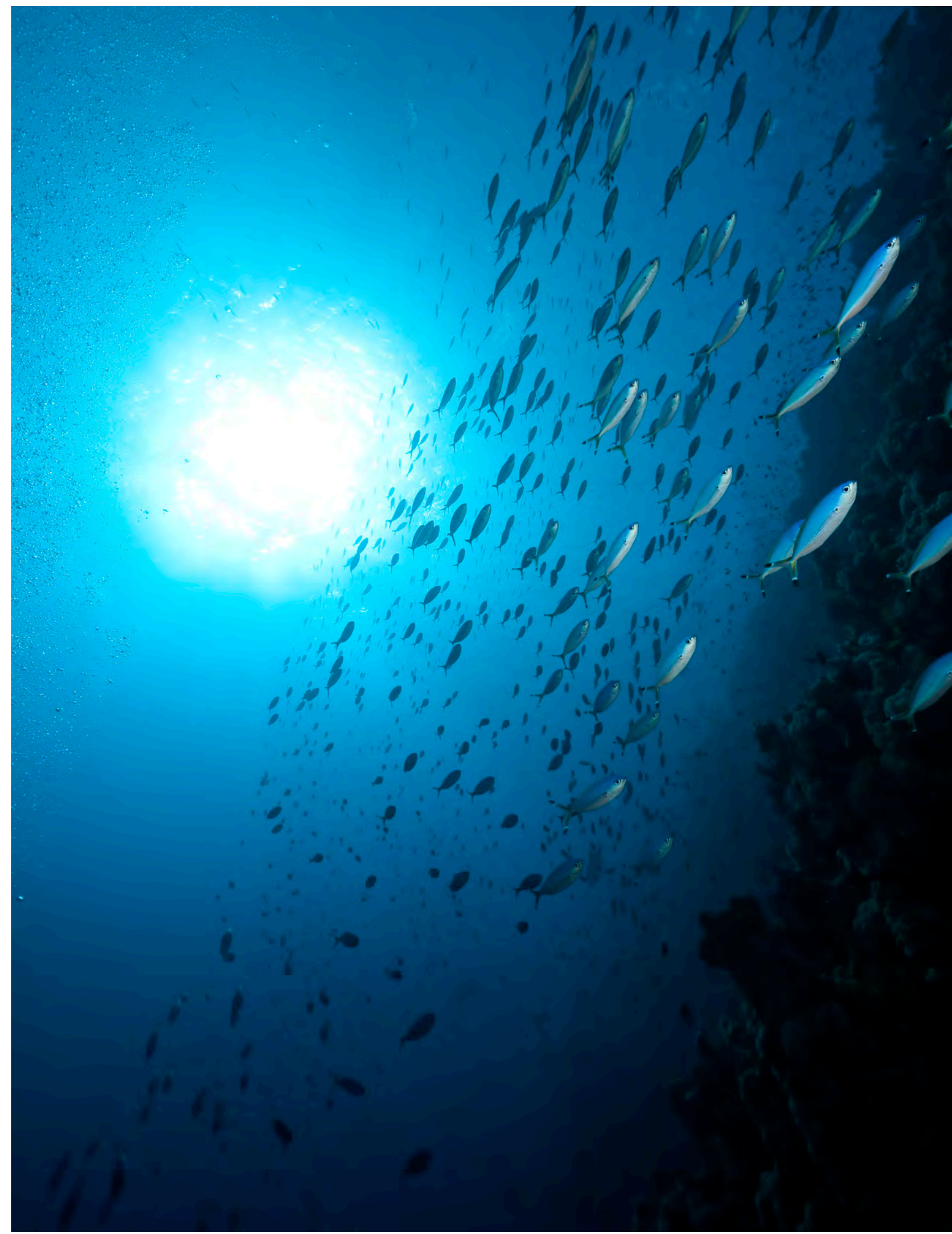
We believe that learning and development is an important, ongoing investment to enhance our employees' skills and capabilities. Our Thai Union Academy transitioned from coordinating and running purely online workshops in 2021, to a hybrid approach in 2022. This resulted in increased engagement and collaboration whilst providing practical flexibility where required. An example illustrated by this approach was our 'LeadTUGrow' executive development initiative; a hybrid leadership program spanning five months with participants from our three largest operating regions (Thailand, North America, and Europe). Most of the program was conducted fully online, with the program capstone being held in Bangkok with all participants physically attending. Without the hybrid element, such a program would have been restrained as it would have been difficult to have all participants attend the full duration of program in one physical location. Through the hybrid approach, we were able to successfully complete the program with high levels of engagement.

Thai Union's Global Employee Engagement Survey was run in Q3 to gather the voices of our employees in terms of what we are doing well and where we can do better. There was a 93 percent response rate to the survey across 15 countries. The survey found that employees speak positively about Thai Union externally, found their managers to be supportive, and believe the Company is responsive to the changing needs of customers.

2022 saw Thai Union North America's Justice, Equity, Diversity, and Inclusion (JEDI) platform continue its strong momentum and integration. The JEDI Champions, a team of a dozen volunteer employees from multiple departments, divided into four working groups, focus on Policies, Engagement, Communications and Events. Through consensus-building and shared responsibility they hosted various staff-wide virtual events on culturally significant holidays, such as Asian Pacific American Heritage and Juneteenth, as well as open educational forums on topics like mental health and wellness. They held staff trainings with a third-party organization and built a LinkedIn Learning series to increase awareness and understanding of JEDI. Also in 2022, the TUNA and TUE Teams began meeting quarterly to share best practices, learn from each other and expand this platform beyond the North American Region. The work in 2022 continued to imbue the importance of this initiative into the fabric of the culture we operate.

Further details on our 2022 sustainability performance will be published in our global Sustainability Report 2022 in mid 2023. For further information on our sustainability initiatives please visit: www.SeaChangesustainability.org

²Definition is according to Eurofin ([link here](#)) and Carbon Trust ([link here](#))



4. Management Discussion and Analysis

Overview

The 2022 global economy was confronted by several unforeseen challenges, including the war between Russia and Ukraine, interest rate increases to contain inflation, and lingering pandemic effects such as lockdowns in China and disruptions in supply chains. While inflationary pressures continued across all markets where Thai Union operates, the Company was able to limit the impact through price negotiations with customers, hedging of key materials and foreign exchange, and strong inventory management.

The continued diversification of the business also contributed to the positive result in 2022, with Thai Union reporting record sales of THB 155.6 billion, an increase of 10.3 percent compared to the previous year, driven by continued growth in the PetCare, value-added, and ambient seafood businesses and favorable foreign exchange. This was partly offset by a normalization of the frozen and chilled business after an exceptional recovery in the U.S. food service businesses post-COVID-19. Furthermore, overall sales volumes increased 4.7 percent year-over-year, thanks mainly to solid performances from the PetCare, value-added, and ambient seafood businesses.

The Company booked a record high gross profit of THB 27.2 billion in 2022, up 5.8 percent year-over-year. Thai Union continued to deliver a healthy gross profit margin at 17.5 percent, as a result of our strong sales performance and margin improvement, despite higher raw material prices and freight costs.

Thai Union reported a net profit of THB 7.1 billion in 2022, which was down from last year's exceptional performance due to a higher share of loss from Red Lobster's operations (THB 1.2 billion vs. THB 178 million in 2021) and two non-cash

one-off impacts. The two one-off items were (1) THB 900 million (after tax) change in fair value of Red Lobster's preferred interest and (2) THB 195 million (after tax) in restructuring costs related to the closure of one Rügen Fisch plant.

This was partially offset by strong performances in Thai Union's core businesses, favorable foreign exchange, and a higher tax credit. Net profit margin (NPM) was resilient at 3.1 percent. Excluding non-cash items from Red Lobster's preferred interest and Rügen Fisch's restructuring costs, adjusted net profit was THB 8.2 billion.

Free cash flow remained positive in 2022 at THB 1.8 billion, mainly from a substantial improvement in net working capital, thanks to freight cost and transit time normalization, close to pre-COVID levels. Thai Union's 2022 net-debt-to-equity ratio was at 0.54 times, down from 0.99 times at the end of 2021, thanks to the successful IPO of i-Tail Corporation (ITC) in 4Q22 and strong EBITDA, representing a healthy financial position.

The ambient seafood business remained the largest sales contributor for Thai Union with 43 percent of total sales in 2022, thanks to higher selling prices and strong demand. The frozen, chilled seafood and related business accounted for 37 percent of total sales. The PetCare business saw a significant increase in its sales contribution, accounting for 14 percent, up from 10 percent in 2021, a result of a low baseline comparison after last year's temporary factory closure, continued strong demand, and higher selling prices. The value-added and others business segment contributed 7 percent of total sales, slightly up from 6 percent in 2021. The following are key factors which contributed to the Company's 2022 performance:

1. Strong Demand for PetCare Business And Successful Spin-off

As part of TU's focus to unlock hidden value and spin-off its high-potential businesses, ITC, our flagship PetCare business and one of the world's leading manufacturers of pet food products focusing on premium wet and treat offerings, was listed on the Stock Exchange of Thailand on Dec 9, 2022.

From the IPO transaction, ITC offered a total of 660 million shares, comprised of 600 million newly issued shares from ITC and 60 million existing shares from Thai Union, to the general public at THB 32 per share. The 660 million shares raised a total of THB 21 billion, making it the largest ever IPO in the food and beverage sector in Thailand and the largest public offering in 2022. After the IPO, the market capitalization of ITC stood at THB 96 billion.

After this transaction, Thai Union's shareholding interest in ITC diluted from 99.78 percent to 77.82 percent.

2. Challenges At Red Lobster

In 2016, Thai Union made a strategic investment in Red Lobster, the world's largest seafood restaurant company, holding 25 percent of common units and 24 percent of preferred units. During 2022, the share of loss from operations increased to THB 1.2 billion (compared to THB 178 million share of loss in 2021), mostly due to the impact of the Omicron variant and the spread of COVID-19 along with high inflation which limited the number of guest counts, slowed consumer spending, and threatened supply chains.

Moreover, the value of Red Lobster's preferred units recorded was THB 18 million (compared to THB 1.2 billion of other

income in 2021) due to a significant increase in the U.S. interest rate. However, these were offset by a tax credit from Red Lobster of THB 734 million in 2022.

3. Currency Fluctuations

Thai Union has approximately 89 percent of sales occurring in foreign currencies, mostly in U.S. dollars, Euro, and British Pound. The Thai Baht significantly appreciated against the U.S. dollar during 4Q22 to 34.95 in December 2022, after reaching a peaked at 38.08 in October 2022 (Source: BOT). However, the Company policy is always to hedge, which covers more than 80 percent of anticipated sales to mitigate the risks from FX volatility.

The USD was extremely dynamic throughout 2022 and depreciated quickly against the THB at the end of the year, with the Company recording negative sales adjustments of THB 2.1 billion in annual revenues and FX gains of THB 800 million in 2022.

Ambient Seafood Business

The ambient seafood business recorded high sales of THB 66.5 billion, up 12.8 percent from THB 59.0 billion in 2021. Volume sales increased to 355,088 tons, an increase of 1.6 percent from the previous year, mainly from higher selling prices and strong demand, especially in Asia and the U.S. after last year's normalization from pantry-loading during the first wave of the pandemic in 2020. Consequently, the gross profit margin remained solid at 21.3 percent in 2022, thanks to improved profitability across the products.

On average, the skipjack tuna price (WPO/Bangkok landing) during the year increased 18.3 percent to USD 1,663 per metric ton from USD 1,406 per metric ton in 2021.

Frozen, Chilled Seafood And Related Business

Thai Union's frozen, chilled seafood and related business recorded sales of THB 57.0 billion, down 2.5 percent from THB 58.4 billion the previous year, mainly from softer demand from retail and foodservice businesses in the U.S. due to high inflation. This was partly offset by strong demand in Asia and Europe, supported by higher selling prices. The gross profit margin of the frozen and chilled seafood and related business was 7.7 percent, down from 11.8 percent in 2021 due to the market normalization in the U.S., higher raw material prices, especially shrimp and salmon, and supply chain challenges. The average shrimp price (60 pieces per kilogram) rose 17.5 percent to THB 162 per kilogram in 2022 from a year earlier at THB 138 per kilogram. The average salmon price in 2022 was at NOK 80 per kilogram, up 36.3 percent from the previous year at NOK 59 per kilogram.

PetCare Business

The PetCare business recorded high sales of THB 21.7 billion, up 48.0 percent from the previous year, on the back of a 33.3 percent in sales volumes over the same period, thanks to higher selling prices and strong demand momentum. Moreover, the gross margin of the PetCare business in 2022 grew significantly to 26.3 percent, up from 24.3 percent during 2021, from more automation and our strategy to focus on a new innovative products portfolio with higher margins such as pet treats.

Value-Added And Other Businesses

Value-added and other businesses recorded high sales of THB 10.4 billion, up 15.6 percent from the previous year, on the back of an increase in sales volumes by 9.9 percent over the same period, driven by all business units including packaging, value-added products, and new value-enhancing businesses. The gross margin of value-added and other businesses in 2022 dropped slightly to 28.0 percent, from 29.4 percent in 2021 from mix business changes.

Business Overview By Region

During 2022, the U.S. remained the Company's largest market, contributing 44 percent of total sales while the European market contributed 26 percent of total sales. The contribution enhancement from the U.S. and Europe was mainly due to growth in the PetCare business. In Thailand, domestic sales accounted for 11 percent, growing strongly thanks to PetCare and ambient. Emerging markets and the rest of the world contributed 19 percent of total sales.

The Thai Baht moved against key currencies as follows; USD/THB (+9.2% YoY), EUR/THB (-2.5% YoY), and GBP/THB (-1.7% YoY). USD/THB movement is extremely volatile, as well as EUR and GBP depreciation against THB throughout 2022, which was a key factor impacting our performance.

Sales growth in the U.S. was up 9.2 percent year-over-year in 2022, driven by strong growth of ambient seafood and PetCare, higher selling prices, and favorable FX. These were partly offset by frozen seafood deterioration from a market correction after 2021's exceptional performance.

Sales growth in Europe was up 2.6 percent year-over-year in 2022, driven by higher selling prices and volume growth of frozen & chilled seafood and value-added, especially in Germany and France, despite the energy crisis, recession concerns and Baht appreciation.

Sales growth in Thailand and emerging markets and the rest of the world were up 12.4 percent and 24.8 percent year-over-year in 2022 respectively, from higher selling prices and volume growth of ambient seafood, PetCare, and value-added.

RATIOS	2022	2021	2020
Liquidity Ratios			
Current Ratio (Times)	2.38	1.56	1.37
Quick Ratio (Times)	0.83	0.54	0.45
Leverage Ratios			
Total Debt to Equity Ratio (Times)	1.07	1.68	1.59
Debt to Equity (Times)*	0.68	1.14	1.05
Net Debt to Equity (Times)*	0.54	0.99	0.94
Time Interest Earned (Times)	4.29	6.21	5.22
Efficiency Activity Ratios			
Total Assets Turnover (Times)	0.89	0.91	0.92
Inventory Turnover (Times)	2.59	2.71	2.89
Accounts Receivable Turnover (Times)	11.50	11.81	11.11
Accounts Payable Turnover (Times)	9.90	10.03	9.64
Inventory Days (Days)	139	133	125
Account Receivable Days (Days)	31	30	32
Account Payable Days (Days)	36	36	37
Profitability Ratios			
Gross Profit Margin (%)	17.5	18.2	17.7
EBITDA margin (%)	8.3	10.6	9.8
Net Profit Margin (%)	4.6	5.7	4.7
Return on Average Equity (%)	11.1	16.1	14.1
Return on Assets (%)**	4.9	6.9	6.3
Return on Capital Employed (%)	6.8	10.4	9.2
Per Share Data			
Earnings Per Share (Thai Baht)	1.47	1.66	1.26
Dividend per Share (Thai Baht)	0.84	0.95	0.72
Book Value per Share (Thai Baht)	15.7	11.2	9.7

* Debt = Interest bearing debt only

** Pre-tax ROA = EBIT/Average total assets

Financial Analysis

Sales

Thai Union reported all-time high sales of THB 155.6 billion in 2022 (up 10.3 percent year-over-year), thanks to strong core business operations boosted by PetCare (+48.0% YoY), value-added (+15.6% YoY), and ambient seafood (+12.8% YoY) and the Thai Baht's depreciation against the U.S. dollar, partially offset by a drop in frozen and chilled seafood (-2.5% YoY). Furthermore, overall sales volumes increased 4.7 percent year-over-year, thanks to higher volumes of PetCare, value-added, and ambient seafood businesses. The details are as follows:

- Ambient seafood recorded all-time high sales at THB 66.5 billion, representing 43 percent of 2022 total sales, an increase of 13 percent from the previous year, as a result of higher selling prices, and strong demand in key markets after last year's normalization from pantry loading during the first wave of the pandemic in 2020.
- Frozen and chilled seafood and related business sales declined 2 percent year-over-year, reducing its contribution to 37 percent of total sales, down from 41 percent of total sales in 2021, due to softer demand from retail and foodservice businesses in the U.S. because of high inflation. This was partly offset by strong demand in Asia and Europe, supported by higher selling prices.
- PetCare's sales contribution grew substantially from 10 percent of total sales in 2021 to 14 percent of total sales, reaching THB 21.7 billion in 2022, thanks to higher selling prices and strong demand momentum.
- Sales of value-added and others business segment grew 16 percent to THB 10.4 billion from the previous year, driven by all business units.

In 2022 our private label business sales outgrew the branded business, with the sales mix at 62 percent and 38 percent, respectively. Our 2022 total branded sales increased 2 percent year-over-year, mainly from strong sales for branded products with sales up 5 percent year-over-year, offset by a declining performance of the foodservice business. In the period under review, private label sales were up 16 percent year-over-year, mainly thanks to higher selling prices and sales volume growth of 12 percent year-on-year from higher demand from key businesses, especially in PetCare, ambient seafood, and

value-added, and a portfolio adjustment between branded and private labels.

Gross Profit

Gross profit reached a record high in 2022, up 5.8 percent year-over-year to THB 27.2 billion and gross profit margin was at 17.5 percent, as a result of the strong sales performance of PetCare, ambient seafood, and value-added businesses. The details are as follows:

- Ambient seafood: GPM was solid at 21.3 percent, driven by product mix, despite an increase in raw material prices, especially tuna.
- Frozen and chilled seafood: GPM dropped YoY from the market normalization in the U.S., raw material prices, especially shrimp and salmon, remained at a high level, and supply chain challenges.
- PetCare: GPM was at 26.3 percent, thanks to more automation and a growing new innovative products portfolio such as pet treats.
- Value-added and others: GPM was at 28.0 percent, thanks to more automation and a growing new innovative products portfolio such as ready-to-eat, new value-enhancing products, and sustainable packaging.

Selling And Administrative Expenses (SG&A)

2022 SG&A expenses increased 9.6 percent from last year in line with sales growth and the impact from rising freight costs, partially offset by lower marketing and advertising expenses. Yet, the SG&A to sales ratio during 2022 declined a bit over the whole year to 12.3 percent vs. 12.4 percent in 2021.

Operating Profit

The 2022 reported an operating profit of THB 8.1 billion, down 2.5 percent from THB 8.3 billion in 2021, mainly from the one-time impact from Rügen Fisch restructuring costs of THB 274 million (before tax). This was partially offset by overall operational improvements and lower SG&A to sales ratio. Excluding the one-time impact, the operating profit in 2022 was THB 8.3 billion.

Other Income (Including Share of Income From Investment In Associates)

2022 other income was THB 0.9 billion, a decrease of 49.9 percent from THB 1.8 billion in 2021, mostly due to lower Red Lobster preferred shares interest, marked at THB 18 million in 2022 compared to THB 1.2 billion in 2021, from a significant increase in the U.S. interest rate.

FX Gain/Loss

FX gains declined 16.5 percent year-over-year to THB 800 million, as a result of temporary exposure to extremely volatile USD/THB throughout 2022, especially in 4Q22.

Finance Costs

Finance costs in 2022 were THB 2.0 billion, up 15.5 percent year-over-year. The increase was mainly due to interest rate increases, growing net working capital from inflationary pressures, and high inventory, which resulted in an increase in the effective interest rate to 3.04 percent, from 2.67 percent in 2021.

Corporate Income Tax

In the year to 31 December, 2022, the income tax credit was THB 840 million, an increase from a tax expense of THB 742 million in 2021. This increase was mostly explained by lower profitability from Red Lobster and our U.S. operations. The 2022 effective tax rate was at -12.8 percent, versus 8.2 percent in 2021.

Net Profit

Thai Union reported a net profit at THB 7.1 billion in 2022, a 10.9 percent decline year-over-year. The lower net profit was mainly from Red Lobster's higher share of loss, lower other income from Red Lobster's fair value adjustment, and the one-time impact of Rügen Fisch restructuring costs of THB 195 million (after tax). Excluding non-cash items from Red Lobster's preferred share adjustment and the German factory closure, Thai Union would have delivered a strong net profit of THB 8.2 billion. The 2022 net profit margin was 4.6 percent, compared to 5.7 percent in 2021.

Financial Position

As of December 31, 2022, Thai Union's total assets were at THB 182.6 billion, an increase of 9.6 percent from end-2021 at THB 166.6 billion, due to higher inventory and trade and other receivables in line with sales growth, as well as higher cash and cash equivalents mostly from ITC's initial public offering (IPO) transaction.

Total liabilities decreased to THB 94.4 billion, a drop of 9.5 percent from THB 104.4 billion at end-2021, thanks to a decrease in the current portion of long-term loans from financial institutions of THB 12.5 billion from a loan repayment after ITC's spin-off.

Total equity (including perpetual debentures of THB 6 billion) were at THB 88.1 billion, an increase of 41.7 percent from end-2021 at THB 62.2 billion, mostly thanks to positive changes in ownership interest in subsidiaries from ITC's IPO transaction.

Cash Flows

In 2022, net cash receipts for operating activities amounted to THB 5.9 billion. Free cash flow turned positive at THB 1.8 billion, thanks to strong EBITDA of THB 12.9 billion, offset by an increase in net working capital.

Net cash payments for investing activities were at THB 5.4 billion, decreasing from THB 8.1 billion at the same period of last year, mainly from lower new investments in associates (THB 0.3 billion in 2022 vs THB 3.0 billion in 2021), and cash receipts from short-term investments reaching maturity.

Thai Union recorded net cash receipts from financing activities of THB 2.7 billion during 2022, decreasing from THB 4.6 billion at the same period last year, which were largely due to cash repayments for long-term loans from financial institutions and a debenture issuance which reached maturity in January 2022.

A net increase in cash and cash equivalents of THB 3.2 billion during 2022 resulted in outstanding cash and cash equivalents of THB 13.0 billion at the end of the year (including the impact from the use of a Bank Overdraft).

Future Prospects And Action Plan

Thai Union's vision is to be the world's most trusted seafood leader, caring for our resources to nurture generations to come. We also seek to continue to deliver healthy and responsibly-sourced nutrition to our consumers globally, while creating long-term value for our stakeholders. Thai Union has made a commitment, through the SeaChange® sustainability strategy, to 'Healthy Living, Healthy Oceans.' In early 2023, Thai Union will announce a major update to SeaChange® with new goals and new commitments through to 2030. This will include actions across a wide range of topics to address such as the decline in biodiversity, tackling climate change, ensuring endangered species are protected, important ecosystems are restored, and that natural resources are managed sustainably.

With our global business portfolio, we have focused on continuous performance improvement as part of our 2025 targets, driving towards an EBITDA of USD 450-550 million with a gross profit margin above 20 percent. We are committed to innovation as a key differentiator, and we put sustainability at the heart of our operations and all of our decisions and target to achieve 10 percent of revenue contribution from innovative products.

As part of our guidance for 2023, Thai Union will focus on sales growth of 5-6 percent from a year earlier. We aim to reach a gross profit margin level at approximately 18.0-18.5 percent in 2023. The SG&A to sales ratio will be at approximately 11.0-12.0 percent. Additionally, we expect an increase in the effective interest rate at 0.5-1.0 percent in 2023.

In 2023, the total planned capital investment will be approximately at THB 6.0-6.5 billion as we focus on carrying out capital expenditure related to both existing and new business divisions and continue to improve and streamline our existing operations in order to achieve sustainable, profitable growth.

Our key investment items during 2023 will be a culinary plant for ready-to-eat products, a protein hydrolysate and collagen peptide plant, and a wet pet food plant in Thailand. Additionally, we will continue to invest in machinery and equipment, construction and improvements on buildings, as

well as capacity expansion on our core businesses. Due to the ongoing continuous improvement in manufacturing and expansion of our existing business, Thai Union's general financial health should improve further as positive cash flows increase.

We continue our commitment to deliver a high dividend payout ratio, with a minimum of 50 percent payout of our net profit with semi-annual payments.



5. General and Important Information

References

Common Share Registrar

Thailand Securities Depository Co., Ltd.
14th Floor, the Stock Exchange of Thailand,
93 Ratchadapisek Road, Dindaeng,
Bangkok 10400
Tel: +66 (0) 2009-9000
Fax: +66 (0) 2009-9992

Debentures Registrar

2011	Debentures,	1 st	batch, series 1-3: Kasikorn Bank PCL.
2014	Debentures,	1 st	batch, series 1-4: Kasikorn Bank PCL.
2014	Debentures,	2 nd	batch, series 1-2: TMBThanachart Bank PCL.
2016	Debentures,	1 st	batch: Bank of Ayudhya PCL.
2016	Debentures,	2 nd	batch, series 1-3: Bank of Ayudhya PCL.
2017	Debentures,	1 st	batch, series 1-4: Bank of Ayudhya PCL.
2019	Debentures,	1 st	batch, series 1-2: Krung Thai Bank PCL.
2019	Perpetual Subordinated Bond: Krung Thai Bank PCL.		
2021	Sustainability-Linked Bonds 1 st batch: Bank of Ayudhya PCL.		
2021	Sustainability-Linked Bonds 2 nd batch: Bank of Ayudhya PCL.		

Independent Auditors

Pongthavee Ratanakoses	CPA No. 7795 or
Chanchai Chaiprasit	CPA No. 3760 or
Amornrat Pearmpoonvatanasuk	CPA No. 4599

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Information Influencing Investors' Decisions

The Company has no further information to disclose that may materially impact investors' investment decisions. Should there be any other crucial information that could materially be useful or impact investors' investment decisions, or that could ensure equal access to information for all types of investors, the Company will immediately disclose the accurate and complete information on the Stock Exchange of Thailand's portal as well as on the Company's website, where investors can digest the information before making any investment decisions.

Litigation

At the present time, there is no significant pending legal disputes which may have material impacts for the operations of the Company and its subsidiaries.

Corporate Governance

6. Corporate Governance Policy

The Board of Directors has established a good corporate governance policy by adhering to the Corporate Governance Code for listed companies of 2017 (CG Code) of the Stock Exchange of Thailand, Corporate Government Recommendations for Thai listed companies (CGR), recommendations for listed companies at the ASEAN level (ASEAN CG Scorecard) and the Dow Jones Sustainability Indices (DJSI) and has consistently reviewed, adjusted and improved this for suitability to ensure that the duties of the Board of Directors are performed with effectiveness and constant good corporate governance. In addition, the Company reviewed the policy to comply with legal, economic and social change in 8 Principles as follows:

- 1) Awareness of the Board's leadership role and responsibilities for sustainable value creation
- 2) Defining key business objectives and goals for sustainability
- 3) Strengthening Board's Effectiveness
- 4) Ensuring Effective CEO and People Management
- 5) Nurturing Innovation and Responsible Business
- 6) Strengthening Effective Risk Management and Internal Control
- 7) Ensuring Disclosure and Financial Integrity
- 8) Ensuring Engagement and Communication with Shareholders

To define these policies, there is an oversight process as follows:

- Approval from the Board
- Enforcement with directors, executives and employees of Thai union and its subsidiaries in every location
- Reviewed at least once every year



Overall view of policy and principles of good corporate governance

The Company's corporate governance policy adheres to legal compliance as a basis, and is developed to be transparent, credible and acceptable according to guidelines of excellence in business operations with criteria, governance and sustainable growth both at the national and international level. The Board of Directors has approved the Company to define a policy to control operations in various areas to be according to the principles of good corporate governance. The Company's policies and operational guidelines cover the placing of directors and specify compensation, the independence of the Board of Directors from management, developing directors and evaluating their performance, the governance of subsidiary companies and joint ventures, as well as policies and guidelines concerned with shareholders' and stakeholders, looking after shareholders, equal treatment for all shareholders, promotion and exercise of shareholders' rights, protection and use of internal data, preventing conflict of interest, responsibility to stakeholders, being anti-corruption as well as other relevant policies and guidelines. In the case that the Company discovers that any criterion in any matter has not been defined as a policy or has not been carried out, management will propose that the Board of Directors consider reviewing this to be consistent with principles.



Policies and principles concerned with the Board of Directors, shareholders and stakeholders

The Company has determined policies and principles concerned with the Board of Directors, shareholders and stakeholders covering the eight principles of good corporate governance of the SEC as follows:

Principle 1

Awareness of The Board's Leadership Role And Responsibilities For Sustainable Value Creation

The Board of Directors is authorized to manage the Company in conformity with objectives, regulations and shareholder resolutions with honesty, in good faith, and for the best interests of the Company. Additionally, the Board of Directors is responsible for setting corporate policy and direction as well as ensuring that the management implements the policy effectively and efficiently.

Board members are required to disclose any material interests in transactions or contracts which the Company enters into and increase/decrease in share/debenture ownership in the Company or its subsidiaries during any fiscal year. The Board of Directors is authorized to implement and direct the Company's activities except for the following issues, which require prior shareholder approval:

- 1) Any issue that requires shareholder approval, pursuant to the law;
- 2) Altering the Company's par value or registered capital;
- 3) Increasing the Company's Board members.
- 4) Any deed that yields the Board of Directors a gain or loss or any deed that is obliged, by SET regulations, to have shareholder's approval.

The Board of Directors is responsible to the shareholders in overseeing the Company's business operations and steering the Company towards the agreed targets and on a path that maximizes shareholders' long-term benefits, with consideration to business ethics and fairness to all relevant stakeholders, according to their duties and responsibilities under section, 'Duties and Responsibilities of the Board of Directors'.

Principle 2

Defining key business objectives and goals for sustainability

The Board together sets the objectives and main goals including running business policies of Company groups, taking into consideration situations in each environment relating to the Company's visions and missions. By analyzing the environment within the organization in order to know the strengths and weaknesses, understand the competitive positions and analyze the environment beyond the organization, for example economic, society and environmental factors, legal issues and market competition. These help determine and understand the changes beyond the organization, and opportunities and obstacles for the organization, including the support of innovation and technology to add value and create sustainable growth.

An analysis of changes to all of these factors and the affect on the business and to stakeholders allows the Board to support the cultivation of values and good corporate governance, the cooperation of all employees to help develop the organization continuously and be aware of the importance of being a sustainable organization.

In addition, the Board formulates strategies, policies, plans and budgets of the organization by establishing a committee for sustainable development to control and verify operations according to the policy framework, and assigns and follows up the management to undertake the practices effectively

Principle 3

Strengthening Board Effectiveness

The Board understands the roles and their own responsibility by dividing clearly between the Board and management to whom the Chairman of the Board of Directors and CEO are not the same persons. The Board defines the roles and control to supervise the operations of the management for ethical practices and according to effective policies, as well

as not having conflicts of interest between stakeholders through the consistent disclosure of complete and accurate Company information.

Principle 4 Ensuring Effective CEO and People Management

The Board of Directors gives importance to personnel who will be in top executive positions, such as Chief Executive Officer (CEO) and other positions equivalent to Managing Director of subsidiary companies by considering knowledge, ability, and experience that is consistent with the strategy and goals of the Company. Therefore, the Board of Directors must oversee the recruitment of such personnel appropriately.

Principle 5 Nurturing Innovation and Responsible Business

The Board perceives the importance of sustainability, that will set the standard for economic, social and environmental responsibilities following the United Nations' Sustainable Development Goals. To becoming the world's most trusted seafood leader, sustainability underpins our core business functions and serves as a measurable standard to which the Company aligns key decisions and practices. Aiming to take a leading role in supporting the Thai seafood industry's sustainability objectives, the Company committed to the global sustainability strategy, SeaChange®, which is an integrated plan of initiatives, organized into four programs, to drive meaningful improvements across the entire global seafood industry. Those programs are:

1. Safe and Legal Labor—Providing safe, legal and freely-chosen employment in our own facilities and in supply chains is critically important to Thai Union.
2. Responsible Sourcing —Traceability is the key to improving the transparency and operational practices of the entire seafood supply chain.
3. Responsible Operations—The way we operate must be environmentally responsible and show a duty of care for our workers.
4. People and Communities—At Thai Union we take

responsibility for improving the lives of those living and working in the regions in which we operate.

5.1) Promote innovation and responsibility for the stakeholders

The Board perceives the importance of promoting innovation. The Company is committed to being the seafood industry's leading agent of change. Innovation is a strategic cornerstone of Thai Union. This will help drive sustainable growth and play an important role in shaping the future of the Company. The Global Innovation Center (GIC) is a world-class R&D facility to develop new products, packaging and processing, and thus add more value to the Company's seafood business. The GIC conducts research related to fundamental studies of raw materials, new processing technology, and utilization of leftover raw materials to create added value. The main focus is on:

1. Enhancing product quality, nutritional value and consumer satisfaction; and accelerating sustainability through cost-effective utilization of fishery resources
2. Optimization of processes and technology, and value creation from by-products and
3. Creating new corporate revenue streams from research and development.

The GIC leverages public and private partnerships with industrial entrepreneurs, government, and academia by innovating together and coordinating knowledge between academia and industrial entrepreneurs for the goal of the innovation to benefit the public.

As a global seafood leader, we have a responsibility to set the standard for social, environmental and economic performance across our operations and into our supply chains. Recognizing this responsibility to show leadership, we heeded the calls of our stakeholders with SeaChange®, Thai Union's sustainability strategy with measurable commitments to delivering real, lasting changes in the way we operate. SeaChange® aims to drive a positive transformation throughout the global seafood industry.

5.2) Responsible operations for society and the environment

The Board perceives the importance of the rights of all

stakeholders and equitable treatment, as the Company foresees the importance of their support and the mutual cooperation between the Company and the various groups of stakeholders, in that it can secure long-term business wealth, employment, financial stability and implementation to further the Company's objectives, goals, and strategies in support of sustainable value creation. Therefore, the Board is urging management to adopt responsible operations with high ethical, environment and society standards. Also, to adhere to equitable treatment of all stakeholders as well as ensure that effective administration of internal controls and compliance controls are established and maintained, according to the following policies:

Responsibilities to Shareholders

The Company is determined to represent all shareholders by conducting business with transparency, putting in place credible financial and accounting systems, and to deliver optimum shareholder satisfaction with regular and sustainable strong long-term operational performance, with consistent and sustainable operating results and continuous growth. The executive board and all employees shall perform duties with integrity and make decisions in good faith and in fairness to major and minor shareholders alike, as well as for the good of relevant parties to the best of their abilities. They shall refrain from any activities that could cause conflicts of interest and serve self-interest. Confidential information shall not be divulged to outside parties while simultaneously paying attention to accurate, complete and punctual disclosure of material information to all shareholders in response to their unwavering trust and support given to the Company and provide the investment returns that satisfy the shareholders the most.

Responsibilities to Employees, Staffs, and Workers and Compensation

The Company treats employees equitably and fairly with no discrimination against nationality origin, religion, gender, marital status, language, or workforce rank, not associating with forced labor, child labor, human trafficking, and not supporting bribery or any form of corruption.

The Company has a clear employee compensation management policy for executives and every employee

consistent with the Company's performance in consideration of fairness within the organization, throughout the competitiveness in the labor market, as well as legal, cultural and regulatory considerations to be consistent with the mission and values of the organization. The Company sets the appropriate compensation comparable to compensation paid in the same industry by considering knowledge, experience and performance of individual employees, combined with parity within the Company's evaluation based on responsibility, task complexity, work experience and skills. In addition, the Company has set the compensation management policy based on the employee's performance and operation's performance as motivation for performances.

Also, the Company has provided fringe benefits which exceed the legal requirements such as provident fund, annual health check, health insurance plans, life insurance, accident insurance, gym and recreational activities so that employees can relax from work. The Company has allocated significant long-term benefits that help employees and their families with their livelihood after retirement from the job in the form of a retirement pension. Each year the Company sets aside funds to ensure that the Company can pay compensation to employees in accordance with their rights in the future to encourage employees to prepare before retirement. The Company coordinated with the Social Security Office for training on the sufficiency economy and saving for retirement for interested employees. There is also consideration of maintaining employees incomes in the form of pay and benefits, by expanding coverage in insurance policies for business impacts, with coverage for extra expenses in the case of moving a production base which would be a reason for the Company to pay expenses to employees, for instance, moving accommodation, transportation costs and additional benefits. The Company has cooperated with top flight institutions to make activities for employees before retirement. There has been training with Samutsakhon community college for occupational curricula according to the expertise and interests of the employees, such as Thai culinary arts including making soy milk, breakfast donuts with custard, or pork noodles. There are also souvenirs to reward long service dedication with the Company.

Compensation of employees is as follows:

1. Compensation relating to the short-term business

performance including salaries, which are adjusted once per year, annual bonus, provident fund that is available to employees at all levels by contributions from 2.5 percent to 10 percent of salary depending on the length of employment. In 2022, the Company contributed to the provident fund for employees a total of THB 61.59 million.

2. Compensation relating to the long-term business performance, including retirement for service length paid according to the conditions set forth in Employee Handbook. The Company has set aside money for retirement for 2022 at the amount of THB 39.97 million and paid money for employee retirement totaling THB 57.19 million.

Human Capital Development

The policy of development of employees is to help unlock the potential in people and improve the value of resources of the organization. We believe that all personnel have their own specific ability or advantages. The Company will help every employee to maximize their strengths for the benefit of themselves and the organization, so that everyone has an opportunity for self-development and career advancement. Developing people at every level is part of the Company's core strategy and an ongoing commitment from senior management. We focus on providing training and staff development by focusing on the changing attitude and practices in order to provide organizations with international standards by incorporating classroom training, coaching, giving feedback and applying real on-the-job training (OJT): On-the-job training through training and development is done through these various methods:

- An on-boarding process that facilitates a warm welcome, a smooth transition and a foundation for long-term success.
- Vocational, corporate values, cross cultural and Code of Conduct classroom training led by internal and external experts for employees so they can access the information and resources they need to become leaders in excellence.
- Mentoring, coaching and feedback mechanisms to provide support and build leadership capacity.
- Cross-functional projects to promote knowledge building, sharing and collaboration.
- Stretch assignment with coaching and learning resources

available to foster growth.

- Job rotations to support skill set expansion and motivate inspiration, building networks, including developing a long-term broad vision.
- International project assignments to enhance cultural competencies and language skills, adding value to current and future roles.
- A structured and personalized follow-up process to evaluate impacts of the global talent development program and track talent development progress.

Details of staff and management training in 2022 are as follows:

	Monthly	Daily	Total
Number of employees	1,427	9,208	10,635
Number of hours	24,620	143,596	168,216
Average training per employee	17.25	15.59	15.82

Moreover, the Company stresses the importance of communicating information concerning its business to all employees, such as a meeting of management with employees every six months to announce the annual targets, and performances which have been achieved, to ensure there is consistency in working towards the same plan, which helps motivation and morale in different situations.

Responsibilities to Customers

The Company's policy is to treat customers with the following responsibilities:

- 1) The Company has produced quality food under Food Safety and traceability under standardized manufacturing process technology and appropriate technology, including the development of new products and processes to ensure customer benefit and satisfaction.
- 2) The Company determines the price of goods and services at an appropriate level and quality of products and services as customers demand.
- 3) The Company ensures its costs are as reasonable as possible while maintaining quality of service standards, according to the Company's customer requirements.
- 4) The Company delivers high quality products and services to meet or exceed customer expectations and on-time delivery adhering to commitments given to customers.

5) The Company treats customers politely, hospitably and with honest, pays attention to every customer with fairness, equality without bias.

6) The Company complies with the contract terms or conditions, and if not viable, will inform customers in advance and find a solution to prevent irreversible damage to stakeholders.

7) The Company provides information regarding the instructions on the product features and specifications of goods and services, as well as how to use. The Company also keeps customers informed about the products and other services in a timely manner for customers to have adequate information, with no overstating, so there is no misunderstanding about the quality or condition of any products or services, to maintain good relations with customers sustainably.

8) The Company focuses on maintaining the confidentiality of customer information, not disclose customer's information for their own or related parties' benefit for whatever reason.

9) The Company also sets aside a special unit or appoints persons in charge of handling customer complaints and responds to those complaints without delay.

10) The Company will not receive bribes from customers.

Responsibilities to Business Partners

The Company has adopted a Suppliers' Business Ethics and Labor Code of Conduct to ensure suppliers are treated equitably and fairly in line with commercial conditions, is open to hear their opinions and suggestions to forge stronger business relations and gives priority to commercial confidentiality by not disclosing information to third parties. The Company has a policy to select partners by considering the use of labor laws at all times, including communications, acknowledged awareness of the Labor Code of Conduct, including of safety, occupational health, environment and energy conservation policies in the selection of partners and the price comparison or tender which must be approved by authorized personnel to ensure transparency in the procurement function.

Besides routine engagements channeled to various business functions such as marketing teams jointly with customers, procurement teams jointly with trading partners and suppliers, human resources jointly with employees, government relations and administrative functions jointly with government and local communities, finance teams

jointly with financial markets and institutions, investor relations jointly with capital markets and investors, corporate communications jointly with media and the public sector, there are additional new key initiatives which have been launched during the year, namely, creating new experiences for customers by deploying sustainability features and capabilities to innovate products, investing in resource sustainability in partnership with international NGO(s), collaborating with academic institutions and government for deep research and development into the basic knowledge and science of seafood products, and participating together with customers, trade associations, and business partners in various taskforces in order to tackle the challenges in natural resource and labor protection, and exchanging views and experiences about sustainable development with private institutions and regulators.

Responsibilities to Creditors

The Company honestly and strictly adheres to loan agreement commitments given to respective creditors and financial institutions so as to ensure the availability of proper and fair returns on their loan investments. Furthermore, the Company works to minimize its exposure to potential conflicts of interest with creditors by not omitting information or facts that may damage creditors. If the Company cannot respect the conditions of the contracts, it must notify its creditors in advance to jointly solve the problems.

Responsibilities to Competitors

The Company competes with competitors under fair commercial competition, with business ethics and in compliance with applicable legislation. The Company does not seek information such as its competitors' trade secrets by dishonest means and does not destroy the reputation of a competitor in a wrong way or find false information, unsupportive cooperation with competitors and is beneficial to consumers, supporting and promoting free trade which is fair and not monopolistic which would be damaging to consumers overall. As a result the Company has not recently had any trading disputes with any competitor.

Responsibilities to the Community and Society

The Company is aware of its responsibility to its community and society, especially for improving the lives of those living and working in the regions where it operates. The Company has worked together with private sector partners, local government, international organizations and civil society on initiatives such as educating children of migrant workers, and providing disaster and famine relief yearly, as part of our commitment to support the United Nations Sustainable Development Goal (SDG) to end hunger.

Operational activities:

- Participated in the 'Future of Work: Future and Job Opportunities for Thai People with Disabilities in the Next Decade' event. (December 2021)
- Organized the New Year's Happiness program to donate notebook computers, bought using money collected from Thai Union's employees, to the students from the CONNEXT ED school.
- Donated over 500 units of medical equipment such as the COVID-19 self-test kits to Thai fishermen in 2022 through the fishermen's network in the Company's supply chains. Thai Union also collaborated with the Fisher's Rights Network to distribute medical equipment to other fishery companies through the Network's coordination centers, located in coastal provinces around Thailand.
- Recently donated THB 1,800,000 to the Samut Sakon Hospital. This money will be used to buy medical supplies for the new operating room, illustrating the Company's commitment to support the communities it operates in.
- Donated over 10,000 SEALECT products to the Ministry of Labor in order to help workers affected by the COVID-19 pandemic.

Responsibilities to the Environment

The Company is aware of its responsibilities to the environment while managing any negative impact on the environment from all aspects of the Company's operations. Sustainable objectives are goals of the Company and as the world's most trusted seafood leader, it has a responsibility to set the standards for environmental protection across its operations into our supply chains. Sea Change® is the Company's sustainability strategy aiming to drive a positive transformation throughout the global seafood industry. It

covers every aspect of the seafood business on how to look after and maintain the oceans and how it manages its waste. The core of the sustainability strategy is to promote the ability to fully trace its seafood from catch to consumption, enabling the Company to identify, investigate and improve its performance on key issues such as labor and responsible sourcing. As for activities in 2022, please see additional details under the heading 'Driving the business to sustainability' in part 1.

In addition, Thai Union Group's policy must comply with the legal requirements and other commitments relating to the Group. The Company has prioritized developing the foundation of an environmental, occupational health and safety management system and systematically integrating environmental, occupational health and safety and energy conservation considerations into our business processes. The action plan can be summarized as follows:

1. The Environmental Policy Occupational Health and Safety with a focus on capacity development, as well as the involvement of employees in preventing negative effects on the environment. (<http://www.thaiunion.com/en/about/environment-health-and-safety>)
2. The establishment of the Excellence in Environmental, Health and Safety Center, which has equipment at international standards for the collection of knowledge about the environment, health and safety and a training center for employees.
3. Training before starting work and during operations. This training is organized to suit the attributes of the staff, to ensure that employees have a better understanding of how to protect themselves from danger and reduce the environmental impacts of their work.
4. Assessment of compliance with the law continued to ensure that employees have been trained or qualified by law in the environment, health and safety in their business units; evaluating employees' potential as appropriately and effectively and ensure it is comparable to international standards.

Respect of Copyrights and Intellectual Property Rights

The Company promotes executives and employees to strictly comply with and respect property rights, intellectual property, copyrights, patents and ethical rights. There is a

policy forbidding employees from any action in violation of any category of intellectual property forbidding any employee from using illegal programs or software and ensuring they strictly comply with the Copyright Act B.E. 2537 (1994), and according to policy to respect intellectual property rights determined by the Company.

Principle 6 Strengthen Effective Risk Management and Internal Control

Controlling System and Internal Audit

The Company has established an audit unit that functions as an independent unit. The current head of this unit is Pongpol Plipuch, Deputy General Manager of the Internal audit unit. (for details about the head of the Internal Audit Unit please see attachment 3)

The Internal Audit Unit regularly oversees the internal controls system, to inspect significant items including operations, compliance controls, risk management and extraordinary items, to ensure the effectiveness of the controlling system for greater credibility of the financial statements. They report directly to the Audit Committee and administratively to the CEO. The internal audit unit has adopted a risk-based approach in the annual audit plan which focuses on key business risks of the Company and subsidiaries that might have an impact on business goals and the accuracy of financial reports. The Audit Committee reviews the annual audit plan and the audit results and progress reports continuously.

The past internal audit reports indicated that the Company's operations have been in line with the planned systems, possessed efficient internal controls, risk assessment, risk management and prevention measures, compliance control and shown no significant non-compliance in its operations. Beside the aforementioned internal controls, the Company also set up the internal compliance controls to ensure that the social accountability management is carried out efficiently and in accordance with its business principles, labor practices, ethical recruitment policies, customers' and international standards in labor and related laws. These

control systems are overseen by the internal audit unit, consisting of employees from various departments.

Risk Management

The Board of Directors has overall responsibility to ensure risk management is appropriately and effectively implemented. The Risk Management Committee was assigned by the Board to oversee and develop the risk management process and to regularly report on the Company's significant risks to the Board. The Risk Management Committee gave the management team the responsibility to regularly identify internal and external risk factors as well as to conduct an assessment of their impacts on the Company's business. The risk management team is diversely composed of management members and top executives who are directly responsible for the work areas where risk factors are identified. The risk management team analyzes target risk factors in order to determine root causes and create countermeasures. The countermeasures are turned into practical guidance to either prevent or minimize potential impacts of those risks. In addition, the risk management team also follows up and ensures that taken corrective and preventive actions are in line with its directed countermeasures, and coordinates with the Audit Committee at least once per quarter for subsequent submission to the Board. For more details, see Part 1 in Section 2 'Risk Management.'

Use of Inside Information and Trading of the Company's Securities

- Securities Holding Report of Director and Executives
The Company imposes preventive measures to guard against the use of inside information for personal gains among the Board and management members by requiring the directors and the management to inform the Company Secretary at least one day in advance whenever they intend to trade the Company's own stock. All of them have been informed that they have a mandatory duty to report any changes made to their own securities ownership and those of their spouses and children below lawful age to the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) pursuant to Section 59 of the Securities and Exchange Act B.E. 2535 on an immediate basis and not later than three business days following the date of purchase, sale, transfer or receipt of such securities. The Board or management members or sections with access to, or knowledge of,

internal information are not allowed to leak the information to outsiders or other unauthorized persons. In addition, no securities trading by those in management is allowed within the Silent Period of one month prior to the disclosure of financial statements or any other material information to the public in order to prevent illegal use of internal information undisclosed to the public, which can affect the trading of the Company's shares on the Stock Exchange of Thailand.

In addition, the Company secretary reports every change in the Company's securities held by directors and management to the Chairman of the Board of Directors and Chairman of the Audit Committee, and also provides the report of any changes made to the securities held by directors and management for the year to the Board at the annual board meeting.

- Report on Interest of Directors and Executives
In compliance with Section 89/14 of the Securities and Exchange Act B.E. 2551 as amended by the Securities and Exchange Act (No.4) B.E. 2551 and the Notification of the Capital Market Supervisory Board No. TorChor. 2/2552 Re: Report on Interest of Directors, Executives and Related Persons, the Company requires every Director and Executive to report to the Company his or her interest and those of related persons. Also, the Company secretary is required to give a copy of the report on interest to the Chairman of the Board of Directors and the Chairman of Audit Committee within seven business days from the date of receiving the report. The Board of Directors is responsible for setting principles and procedures for such reports.

Criminal Record of the Company and its Directors and Executives

In the past five years, the Company had no case of violation against rules, regulations and laws e.g. regulations of the Securities and Exchange Act, Public Limited Companies Act B.E.2535 or any other laws such as the submission of financial statements within a given timeframe, provision of financial assistance to related companies or other companies that are not subsidiaries. There have been no cases of violation of labor laws or employment laws. In addition, the Directors and Executives, currently holding positions, in the Company and its subsidiaries did not violate any rules, regulations and laws e.g. regulations of the Securities and Exchange Act, Public Limited Companies Act B.E.2535 or the Derivatives

Act of B.E. 2546.

However, on 1 April 2022, the Securities and Exchange Commission (SEC) accused the Company's directors—Kraison Chansiri and Chuan Tangchansiri of not following article 242 (1), which had stipulated punishments as described in Article 296 and 296/2 of the Thai Securities and Exchange Act. The accusation was that these directors had illegally disclosed internal information to third parties or allowing such incident to happen in the period between October–November 2017. Fully cooperating with the SEC, Kraison and Chuan provided all information as requested and were subsequently been fined.

The Company carefully looked into the matter and did not find any evidence that indicates the purchase of stocks using such inside information. The Company attaches utmost importance to good corporate governance and is committed to preserving corporate governance norms and constantly reviewing such norms to always be up-to-date. To show sincerity and to prevent the Company from gaining bad publicity, the mentioned two directors resigned from their positions on 18 April 2022.

Principle 7 Insure Disclosure and Financial Integrity

The Board of Directors is aware of its role to maintain financial credibility to shareholders and stakeholders such as investors, analysts, and financial institutions, including the equitable disclosure of such information to the public. The details are as follows:

Information Disclosure and Transparency

The Board maintains a policy of correct, complete and punctual disclosure of material financial and non-financial information about the Company through dissemination channels of the Stock Exchange of Thailand and the investor relations section on the corporate website in both English and Thai languages so as to provide equitable and credible access for shareholders, institutional investors and any persons interested in obtaining such information.

The Board stands behind the Company and its subsidiaries' consolidated financial statements and financial information presented in the Company's annual report. The said financial

statements are prepared in accordance with generally accepted accounting standards by applying appropriate accounting policy on a regular and carefully considered basis. Material information is sufficiently disclosed in the notes to the financial statements.

The Board has provided a report indicating its responsibilities to prepare financial statements. Such a report is exhibited alongside the auditor's report in the Company's Annual Report to ensure a true and fair presentation of the financial statements regularly following the generally accepted accounting standards and accounting policy.

The Board's opinion is that there is effective administration of internal controls in the Company and that reasonable fairness is assured for the reliability of the financial statements for the period ending December 31, 2022, for which the Company's auditors have conducted the audits on generally accepted auditing standards.

Information Disclosure to the Public

The Board perceives the importance of correct, complete and transparent information disclosure to all shareholders, investors and all parties concerned on an equitable treatment basis. Information on operations and financial status is communicated clearly and on time under relevant laws to provide target groups with a correct understanding of the Company, thereby creating acceptance and investment sentiment among investors. The communication also allows the Company to gain insight into the public's view on the Company's operations, which will be a part of considerations for future goal and strategy setting. An Investor Relations Unit has been officially set up, consisting of management and other personnel assigned to take responsibility for clearly communicating with the public as follows:

In 2022, the Company regularly communicated information on its operational performance, financial and non-financial information to stock analysts, investors and shareholders as follows:

1. The Company's executives have provided an overview of the operations and answered the questions of analysts and investors in the following events:
 - 8 Company visits by investors and stock analysts
 - 25 conference calls

- 4 analysts' meetings
- Participated in 4 Opportunity Days organized by the SET
- 8 overseas investor roadshows
- 19 local roadshows
- 1 Knowledge-Sharing Session
- 4 Earnings Call

In addition, the Board promoted the effective use by the Company of information technology in disseminating information to provide the public with written information in both Thai and English dissemination through its corporate website, <https://investor.thaiunion.com/home.html> and print media as follows:

- Investor note, or MD&A, a press release giving information on operational results issued to investors and stock analysts on a quarterly basis.
 - Report important financial information according to the accounting period through the SET's FSCOMP system. Financial highlights are displayed in the SETSmart system, which is open to general investors and listed companies can access and use the data for analyzing comparisons with other listed companies.
 - Summary presentation issued to investors and stock analysts on a quarterly basis.
 - Summary of important information of listed companies according to the accounting period (Company Snapshot) Disseminated and publicized through channels www.set.or.th, www.settrade.com, www.setsmart.com
 - IR-Newsletters, a quarterly corporate newsletter delivered to shareholders and investors to regularly report new information and updates on the Company's operations
 - IR calendar/ Raw material price, and the details of long-term debt payments on the Company website every time there is a major change
 - Annual Report for shareholders, investors and other interested members of the general public
 - Annual Sustainability Report
2. Media briefings were given and online press conferences were organized 58 times.
 3. Information provided to the Stock Exchange of Thailand and Securities and Exchange Commission i.e. 56-1 One Report, the Company's quarterly and annual financial statements, quarterly and annual financial analysis reports, Letters informing the resolutions of the Board of Directors, the Annual General Meeting of Shareholders and others, Report or notification of any corporate changes in need of



way, according to the goals that have been set. The Board works to closely oversee the management and insure that they are doing business in an ethical way with full regard for social responsibility and the environment, as well as strictly adhering to a policy of equity. The Company's practices regarding shareholders and stakeholders encompass upholding equal treatment for all shareholders, promoting shareholders' freedom to utilize their rights, protecting against insider trading and conflict of interest, acting responsibly towards stakeholders, and opposing corruption or any action that does not uphold the above-stated policies and practices.

The Company's information disclosures to shareholders are made on the basis of equity regardless of share volume owned, status as individual or juristic person—local or overseas. In each meeting of the shareholders, the Company places emphasis on and respects the rights of the shareholders by strictly carrying out the meetings pursuant to the Public Limited Companies Act.

To promote shareholders' rights and to avoid infringing upon the rights of others, including their basic rights to receive adequate, complete and timely information, as well as to ensure their participation in any of the Company's votes and to allow them to voice their opinions, shareholders can access the Company's information via



The Stock Exchange of Thailand's website
<https://www.set.or.th/th/market/product/stock/quote/TU/news>



The Company's website
<https://investor-th.thaiunion.com/shareholdings.html>

Shareholders' Meeting

The Annual General Meeting of Shareholders (AGM) has been set annually within four months counting from the annual closing date of its accounting books. For urgent matters regarding the shareholders' interest or those requiring shareholders' approval, the Board shall call for an Extraordinary General Meeting of Shareholders (EGM) as appropriate if necessary. For the year 2022, the Company arranged an Electronic Annual General Meeting of Shareholders (E-AGM) on April 4, 2022 at 14:00 hrs. at the 35th floor of SM Tower, Phaholyothin Road, Payathai

public disclosure pursuant to the Notifications of the Securities and Exchange Commission and the Stock Exchange of Thailand.

Investors or analysts are invited to contact the Company's investor relations personnel directly at any time by telephoning 0-2298-0024 ext. 4260 or sending e-mail to ir@thaiunion.com.

Principle 8 Ensure Engagement and Communication with Shareholders

The Board follows good corporate governance principles and sets clear business policy by perceiving equitable treatment of shareholders and stakeholders. This can be evident from the fact that the Board and the management cooperate to efficiently deliver work performance while prudently and carefully carrying out their administrative duties for the best interests of the Company and shareholders. Operations are transparent and can be verified. Information disclosures are made in a complete, accurate, punctual, and equitable manner to all parties concerned. The Company has appropriate and adequate control systems and risk management plans to facilitate well-informed decision making. The Company adheres to business ethics as a main pillar to prevent damages to all stakeholders. The Board oversees the Company's disclosures of all material information to ensure its accuracy, fairness and timeliness in order to secure investor confidence.

In addition, the Board realizes the importance of insuring the rights of every group of stakeholders to receive equal treatment and values the support of all stakeholders and their mutual cooperation that enables the Company to continue creating wealth, creating jobs, and insuring the long-term financial wellbeing of the business in a sustainable

Sub-District, Payathai District, Bangkok. The selection of venue and time of the meeting takes into account the convenience, health and safety of shareholders with preparations as follows:

Preparation for the Meeting and Delivery of the Invitation to the Meeting

- The Board allowed shareholders to propose a name list of potential director candidates and a meeting agenda including the questions for the 2022 Annual General Meeting of Shareholders. The Company Secretary was assigned to publicize such information by using the electronic media through the communication systems of the Stock Exchange of Thailand, forwarded to the Company's website in order to allocate appropriate time for the shareholders' proposals.
- The Company has adhered to the practice of allowing shareholders to propose names of potential director candidates and topics to be included in the agenda for the Annual General Meeting of Shareholders in advance since 2007. This past year, the announcement was disseminated on 22 September 2021, and submissions were accepted from 27 September 2021 to 4 February 2022 (a total of 131 days), and 149 days before the Board was asked to pass a resolution setting the date and nominating the names for the Annual General Meeting of Shareholders' consideration. None of the shareholders submitted any names of potential director candidates or any topics to add to the meeting agenda, **so no item was added to the previously announced meeting's agenda.**
- The Company publicized the Invitation to the 2022 Annual General Meeting of Shareholders in both English and Thai languages along with the documents in which details, objectives and reasons had been sufficiently and accurately provided for shareholders to exercise their rights, including the comments of the Directors in each agenda and the proxy forms, comprising of Form A, Form B, Form C, as stipulated by the Ministry of Commerce, voting procedures including voting count and verification of voting results criteria, details concerning independent directors proposed by the Company to act as proxies for shareholders, documents required for shareholders to attend and an invitation to propose the questions in advance, as of 25 March 2022, **none of the shareholders submitted any topics to be added to the meeting's agenda.**
- To facilitate the procedure for every group of shareholders, to make sure there was no infringement of rights, and to

make sure there was no unnecessary burden, shareholders were allowed to download all the invitation documents at



https://investor-th.thaiunion.com/shareholder_meeting.html

From March 3, 2022, which was 32 days before the meeting. The Company was concerned about the safety and well being of all shareholders and related persons. Therefore, to reduce the likelihood of disease transmission, and to follow official guidelines for controlling the COVID-19 outbreak, the Company held its meeting in an electrotric format (E-AGM) and informed everyone through the invitation and the Stock Exchange of Thailand. Shareholders could register for the E-AGM using electronic means as well as the document attached to the invitation.

- The Company authorized Thailand Securities Depository Co., Ltd., in its capacity as registrar, to deliver the summary of the meeting's invitation to shareholders along with the reply form. The summary had a QR code that linked to a website in which the full Invitation with details, objectives and reasons were sufficiently and accurately provided, along with the comments of the Directors on each agenda item. Also accessible via the QR code were the 3 types of proxy forms that allowed shareholders to appoint any of the independent directors to attend the meeting as their proxy holders and vote in their steads. They could also register to attend the meeting electronically. The Company's annual 56-1 One Report can also be accessed via the QR code, which was delivered to the shareholders on 18 March 2022, or 16 days before the Annual General Shareholders' Meeting. The Board appointed 3 independent directors, namely Thamnoon Ananthothai, Kirati Assakul and Nart Liuchareon to act as proxy holders to represent the absent shareholders during the meeting. In sum, 1,047 shareholders appointed one of these independent directors as their proxy holders during the 2022 Annual General Shareholders' Meeting, with details as follows:

Proxy Holder	Position	Proxies Held
Nart Liuchareon	Independent Director and Chairman of the Audit Committee	122
Thamnoon Ananthothai	Independent Director and Chairman of the Nomination, Remuneration and Corporate Governance Committee	892
Kirati Assakul	Independent Director and Chairman of the Risk Management Committee	19
Other persons		14

- The Company publicized the Invitation to the Meeting in Thunhoon newspaper for three consecutive days (from 21-23 March 2022), 11 days prior to the date of the meeting to give shareholders time to prepare to attend on the scheduled meeting date and time.

On-site Meeting Procedures

- The Company facilitated all shareholders, including institutional investors, in a fair manner by arranging the officers to welcome and provide sufficient information during the checking of documents before the registration. Some officers were in charge of receiving proxies in advance. Usernames and passwords were sent with the WebLink to attend the E-AGM and the Company also arranged the AGM voting system. These systems were both managed by an independent external agency, Quid Lab Company Limited, which is a standard-quality electronic meeting service provider recognized by the Electronic Transactions Development Agency (ETDA). All the procedures followed standards, from preparing the information regarding shareholders who had the right to attend, the registration of shareholders who attended, and the process of counting the votes in the meeting. Shareholders were allowed to register and test the system 60 minutes in advance of the meeting on April 4, 2022. The E-AGM was broadcast live from Thai Union Group (Public) Company Limited at the 35th floor of SM Tower Building on Paholyothin Road, Payathai District, Bangkok. In 2022 there were shareholders who attended and proxies as follows:

Shareholders	Total (persons)	Total (shares)	* Percent of the total issued and paid-up shares
Persons attended	41	776,250,437	16.68
Proxies attended	1,047	1,763,037,115	37.87
Total Attended	1,088	2,539,287,552	54.55

*The number of ordinary shares used as the basis for opening the meeting that can be voted at the meeting was 4,655,132,696 shares due to the number of treasury stock under the share repurchase program, totaling 116,682,800 shares, which are not counted as a quorum and has no right to vote.

- The Chairman of the Board was the chairman of the 2022 Annual General Meeting of Shareholders, insuring compliance with applicable legal requirements and the Company's articles of association. All the group leaders and the Group CFO as well as high-level executives were in attendance to completely answer questions from shareholders.

- Before the meeting started, the Chairman of the meeting assigned the Company Secretary to introduce the directors, the management and the External Auditors who were acting as witnesses and neutral parties. Then the Company Secretary informed all the meeting attendees of the number and the proportion of shareholders and shares represented at the meeting in person and through proxies, and clearly explained the vote-casting and vote-counting procedures for each agenda item to the eligible shareholders as well as the procedure of one vote per one share according to the Company's Articles of Association No.35. The Company's auditors from Pricewaterhouse Coopers ABAS Limited and one volunteer from the shareholders were the inspectors of the vote counting. The meeting was conducted in the manner that allowed and encouraged all shareholders to raise questions, express opinions and give suggestions about the issues throughout the entire meeting session. Directors and other Company's executives participated in answering the questions raised by shareholders. As for the 2022 Annual General Shareholders' Meeting, there were 5 shareholders who raised questions and gave their opinions (the details are described within the Meeting's report).

- The topics discussed during the Meeting are divided into agenda, with the consideration of each agenda clearly segmented. Shareholders were able to vote online through the AGM Voting system and votes were separated for each agenda item. In case of a shareholder's disapproval or abstention of any agenda item, such votes were deducted

from the total votes of the meeting. The remaining votes were counted as approvals of such agenda. The total number of votes was obtained by counting together with proxies that were submitted in advance. All vote counts were recorded in the system so they could be inspected later if necessary. In order to conduct the meeting in a timely manner and to separate the election of the directors, shareholders were allowed to freely cast their votes for each director candidate on an individual basis, not on the whole board of candidates. Vote counts were clearly announced onsite to make known to all attending shareholders immediately following the end of the voting procedure in each agenda. The meeting session was also videotaped for further dissemination on the company's website.

Post-meeting Procedure and Meeting Minutes

The Company publicized the resolutions of all agenda considered in the 2022 Annual General Meeting of Shareholders at



https://investor-th.thaiunion.com/shareholder_meeting.html

immediately on the date of the meeting, then the complete minutes of the meeting were submitted to the Stock Exchange of Thailand on April 18, 2022, or 14 days following the date of the AGM. The details and significant matters are completely recorded in accordance with the principles of good corporate governance of the Stock Exchange of Thailand, such as the list of directors and executives who attended, meeting resolutions, questions and suggestions of shareholders, and explanations of the shareholders from the shareholders' meeting that promotes equal rights of all shareholders. As a result, the quality of the 2022 Annual General Meeting of Shareholders was assessed by the Thai Investors Association rated the 2022 Annual General Meeting of Shareholders as 'excellent.'

The Company allows all stakeholders to ask questions, give opinions or submit complaints regarding the Board of Directors via;

Responsible Persons	Address / Contact
Office of the Company Secretary	979/12, M Floor, SM Tower Building, Phahonyothin Road, Phayathai Sub-District, Phayathai District, Bangkok 10400 Tel. (66) 2298-0024 ext. 4242 Fax. (66) 2298-0553 e-mail: Cg_ethics@thaiunion.com

The Office of the Company Secretary shall collect and forward any complaints/questions/opinions to the relevant departments and submit reports to the management department of the Board. The results shall then be sent to the stakeholders concerned. If the result concerns corruption or professional misconducts, it will then be further investigated, and the stakeholders who submit such complaints be protected under the corruption, offender's information, investigation and information provider's protection policy.

Business Code of Conduct

The Board of Directors has created a code of ethics or statement of business conduct for all directors, the management team and employees. The code serves as guidelines for their honest, trustworthy and equitable work operations and is made known to all directors, the management team and employees to ensure their awareness, understanding and compliance. The Company believes that such practice will improve the standards of good corporate governance and promote investor confidence in the Company's management as well as preserve justice and credibility in the capital market. The code of conduct covers the following areas:

- 1) Responsibility to shareholders
- 2) Responsibility to customers
- 3) Responsibility to employees
- 4) Responsibility to business partner and creditors
- 5) Responsibility to trade competition
- 6) Responsibility to society and the environment
- 7) Compliance with laws, rules and regulations
- 8) Anti-corruption
- 9) Safeguarding the Company's assets
- 10) Intellectual property, data and information technology
- 11) Conflicts of interest
- 12) Use of inside information and trading of the Company's securities
- 13) Distribution of information to the public including interviews.



structure which controls, monitors, provides checks and balances for fairness, morality and transparency concerning the equity of the shareholders and the stakeholders in order to increase the competitive advantage, which will build confidence among shareholders, investors and stakeholders, to make the Company operate with efficiency, stability, and sustainable growth along with added value in the investments for the shareholders in the long term. In the past year the Board of Directors approved and reviewed the following substantial adjustments to policy and practice for good corporate governance:

- Reviewed and adjusted the Company's policy to ensure that the Company's management remains up-to-date and in accordance with the 2017 Guidelines on Corporate Governance Code (CG Code) for listed companies. The Directors, executives and employees of the Company will then adhere to this aforementioned policy.
- Reviewed and approved the Board's charter to make sure that every Director is aware of the Director's roles and responsibilities, ensuring the complete fulfilment of their duty.
- Review and adjust the roles and responsibilities of the Nomination and Remuneration Committee to include corporate governance, and change the name of the said committee to 'Nomination, Remuneration and Corporate Governance Committee.'
- Reviewed and approved the Nomination, Remuneration and Corporate Governance Committee's charter to coincide with its increased role, ensuring the complete fulfilment of their duty.
- Reviewed and approved the policy concerning the exchange of stocks of the Directors, executives and employees to clarify and specify the guidelines and measures concerning the said exchange, ensuring the trust of all stakeholders.
- Reviewed and approved the adjustments of the Risk Management Committee's charter, as well as the risk management policy, framework and guidelines.
- Reviewed and approved the Sustainable Development Committee's charter to clearly specify the structure, scope of power and administration of the said committee.
- Reviewed and approved the Executive Committee's charter to modify its structure and make it more flexible with regards to financial management and investment as well as other administrative duties.

The Board set this code of conduct based on the Company's vision, objectives, and organizational goals to make sure that every administrator and every employee should understand the ethical standards and business guidelines that the Company expects of them. These are the organizational values that should be sincerely followed and practiced.

Shareholders may learn more about good corporate governance, ethical standards and the Company's full Code of Conduct in more detail at



https://investor-th.thaiunion.com/business_ethics.html

Changes and Significant Developments in Policy, Practice and Governance in the Past Year

The Board of Directors of Thai Union Group Public Company Limited has realized the importance of good corporate governance, which should be provided by the Company to support its operations for sustainable growth and wider acceptance in both the domestic and international markets. For this reason, the Board of Directors has been committed to running operations under a good corporate governance framework, which comprises directors and executives who are leaders with visions and responsibilities, and a management

This commitment has resulted in the Company being rated as 'excellent' according to the Corporate Governance Report of Thai Listed Companies 2022 (CGR 2022) by the Thai Institute of Directors (IOD) for the seventh consecutive year. The rating is done by surveying 750 listed companies. The 2022 Annual General Shareholders' Meeting of the Company was also rated 'excellent' (100 points) according to the AGM Checklist.

The Company was also selected to feature on the 2021 ASEAN CG Scorecard as a Thai listed company that was rated in the ASEAN Asset Class and awarded the ASEAN Corporate Governance Scorecard Virtual Awards. These illustrated the Company's continuous commitment to foster good corporate governance.

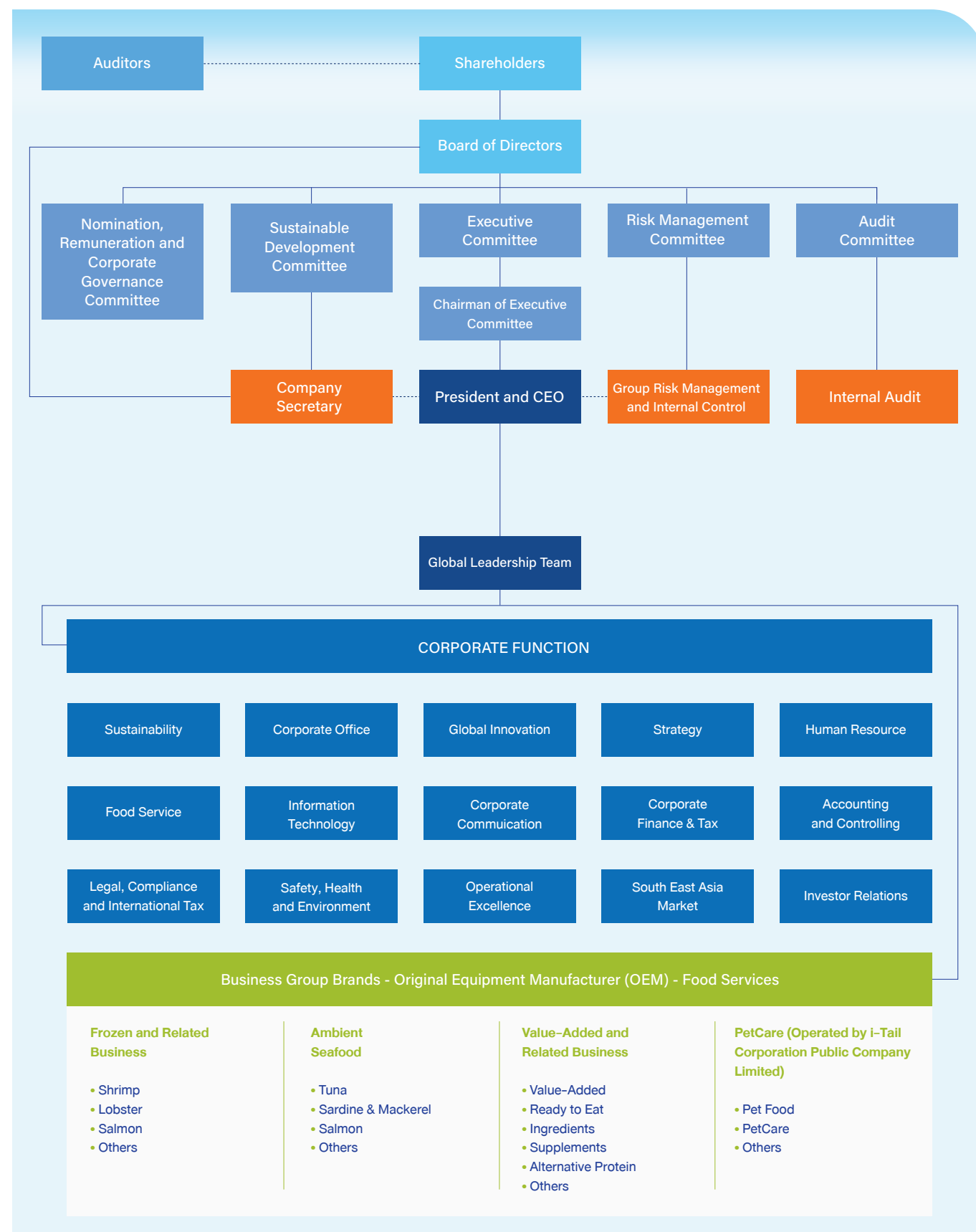
Explanation in Cases Where the Company has not been able to fulfill Good Corporate Governance Practices

The Company has strived to follow the guidelines of Corporate Governance Code (CG Code) for listed companies issued by the Securities Exchange Commission with some adjustments as appropriate for the business situation. In 2022, there were some cases in which the Company has not been able to follow or implement some of the good corporate governance recommendations, but has substituted alternative practices that are deemed suitable. These are always recorded and presented to the Board of Directors for consideration, review, and monitoring for further action each year. The results that cannot be implemented are as follows:

CG Code	The Company's Explanation
Equitable Treatment of Shareholders: The delivery of the invitation to shareholders 21 days prior to the Annual General Meeting of Shareholders	Due to the preparation of the Annual Report, the Company had to wait for the results of operations for 2021 that would be prepared and audited by a certified auditor within 60 days from the final day of balance sheet (31 December 2021). The Company scheduled a Board meeting to consider and approve the operation results on 23 February 2022, after which it would take at least 14 days to close and compile the shareholders' list that is scheduled to complete on 10 March 2022. After these are done, the Company will then print and distribute the meeting invitation letter, but due to the Company having over 30,000 shareholders, this process takes several days and was scheduled to finish sending the letters in 18 March 2022, while the meeting was scheduled to be on 4 April 2022. This resulted in the letter being unable to be sent at least 21 days prior to the meeting. However, the Company distributed the meeting invitation letter for 2022 along with related documents via the Company's website (https://investor-th.thaiunion.com/shareholder_meeting.html). This allowed the shareholders to download the said letter and documents from 3 March 2022 onwards, 32 days prior to the meeting.
Board Responsibilities: An independent director should not remain in the position of Director of the Company for more than nine years.	Although Thamnoon Ananthothai and Kirati Assakul have been independent directors of the company for more than nine years, the Board of Directors feels confident that they are well qualified and can give their opinions independently and otherwise fit all the requirements. Both of them have the experience and knowledge to provide good advice to the Company to inform all of its policies and actions.
Companies should provide project grants to executives to purchase shares of the company for the period of three years and set the exercise price higher than the market price at the time of allocation of rights, including no significant concentration up to 5 percent.	The Company is studying the matter and will consider it as appropriate.

Corporate Governance Structure and Key Information concerning the Board of Directors, Sub-committees, Executives and Employees, etc.

7.1 Corporate governance structure



7.2 About the Board of Directors

The Board of Directors comprises the Chairman of the Board, the Chairman of the Executive Committee, the Chief Executive Officer and other directors who are executives. Directors who are not executives and independent directors who are in a number appropriate to the size of the business. The total Board comprises 12 individuals, and executive directors have true independence from management and without a relationship to the business or any other relationship which might have an influence on their independent judgment. Independent directors currently number five individuals with the qualifications to be an independent director being according to the definition of the office of the Securities Exchange Commission. Independent directors possess sufficient knowledge and experience to review the credibility of financial statements.

It is the duty of the Board of Directors to supervise the Company's operations to be conducted in accordance with the laws, the objectives and the regulations of the Company, the corporate governance policy and the resolutions of the Board of Directors' meetings, the Company's vision, the goals, the business policy, and the direction of the Company's operations. The Board of Directors also monitors the performances of the directors to ensure they are carried out with morality and effectiveness pursuant to the stipulated policy, and to make certain that conflicts of interest shall not be made between the stakeholders of the Company by disclosing the Company's information in a complete, accurate and constant manner.

Authorized Directors to sign Contracts: At least two directors of the Company shall cosign and affix the Company's seal, or in some cases the directors may appoint names as the authorized directors.

Length of Directors' tenure

This is according to the Articles of Association of Thai Union Group PCL, Section 5, Directors, as follows:




17. At every annual general meeting, one-third of the directors shall be retired from directorship. In case the number of directors is not a multiple of three, the number nearest to one-third shall be retired from directorship. During the first and second years following the Company's registration, the termination of members of Board of Directors shall be determined by drawing lots. The director with the longest period of directorship is required to leave in the subsequent years.

20. In the case that any directorship falls vacant for reasons other than by rotation, the Board of Directors shall elect a substitute director during the next meeting of the Board of Directors, provided that such substitute director must be qualified pursuant to the law governing public limited company. With exception, in the case that the remaining term of office of the directorship is less than two months, the substitute director shall hold the position only for the remaining term of office of the director whom he or she replaced. The resolution of the Board of Directors under the foregoing paragraph must contain no less than three-fourth of votes by directors remaining at that time. The Articles of Association may be found at the website under the heading of 'Investor Relations.'



Thai Union Board Skill Matrix 2022

Finance, Accounting & Economics

 Finance, Accounting & Economic	7
 Auditing	3
 Capital Market	6

Management

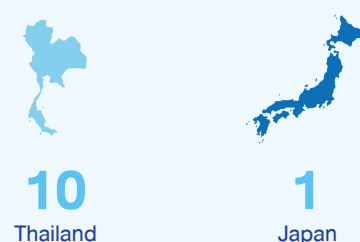
 Risk & Crisis Management	7
 Legal	1
 Logistics / Supply Chain	7
 Information Technology	3
 Environment	3
 Human Resources	5
 Transformation	6
 Marketing / PR	8
 Corporate Social Responsibility Sustainable Development	6
 International	11
 Corporate Governance	8

Industry Knowledge

 Food & Staples Retailing	7
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Diversity

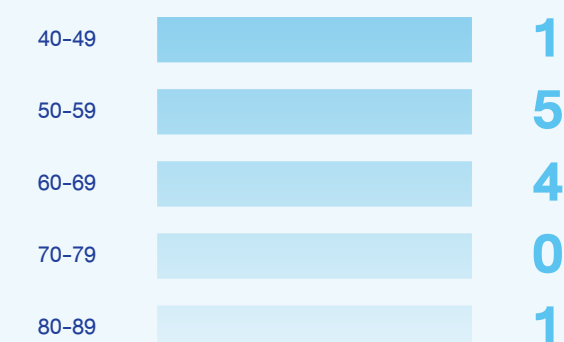
Geographic Resident



Nationality



Age (Year Old)

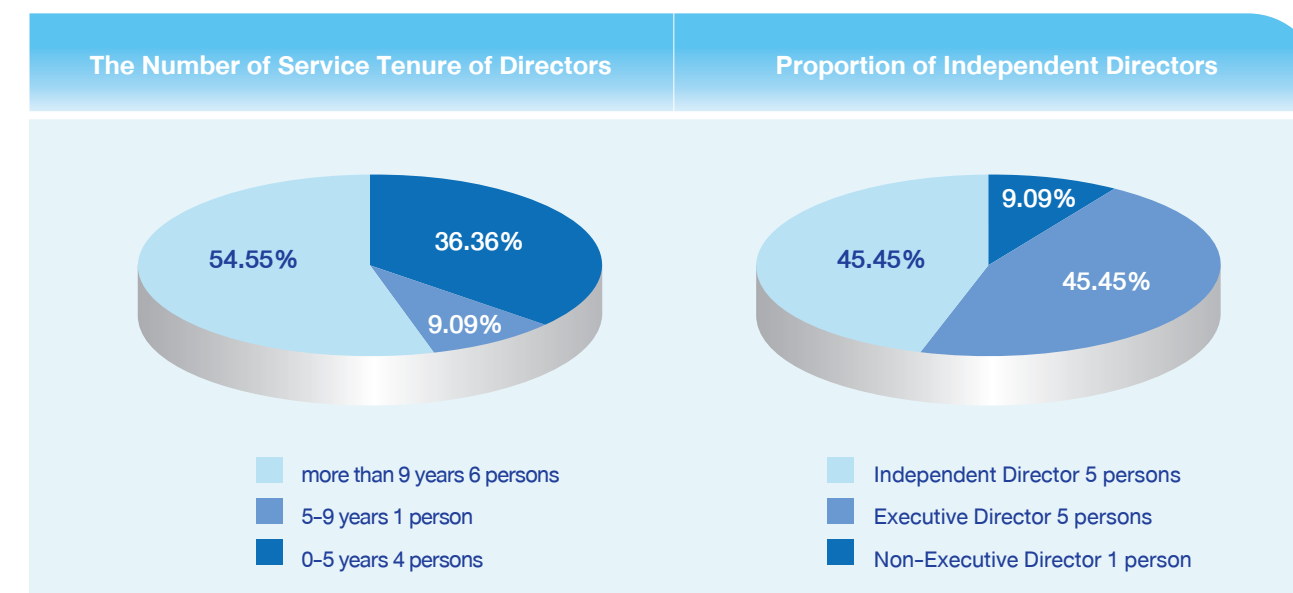


Gender



7.2.1 The Composition of the Board of Directors

The Board of Directors is comprised of 11 directors, of which five are Executive Directors, one is a Non-Executive Director and five are Independent Directors. With the proportion of executive directors and non executive directors at 1:1, as an appropriate counterbalance. Directors are knowledgeable in their roles and duties and responsibilities to shareholders and may carry out their duties independently for the benefit of the Company and its shareholders. The Board of Directors is also diverse in terms of work experience, age, education, gender, race, nationality and birthplace.



Directorships in other listed companies

It is specified but directors may not hold more than five directorships in other listed companies, for the directors to fully execute their duties efficiently. This does not include subsidiaries, associated companies and joint ventures, which the Company must oversee and manage to maintain the Company's interests.

Name of director	Listed Companies which are the Company's subsidiaries	Other listed companies
1. Kirati Assakul	-	1
2. Cheng Niruttinanon	2	2
3. Thiraphong Chansiri	2	2
4. Rittirong Boonmechote	1	1
5. Nart Liuchareon	-	-
6. Thamnoon Ananthothai	-	1
7. Parnsiree Amatayakul	-	3
8. Pakapun Leevutinun	-	-
9. Shoichi Ogiwara	-	-
10. Shue Chung Chan	2	-
11. Nakorn Niruttinanon	1	-

7.2.2 Information about Directors and Authorized Persons:

The Board of Directors Consists of experienced and knowledgeable directors in various fields e.g. marketing, accounting and finance, business management and Information Technology.

As of December 31, 2022, the Board of Directors was as follows:

Name of director	Position(s)	Date of becoming a director	Years of tenure*
1. Kirati Assakul	Chairman Lead Independent Director Member of the Risk Management Committee	March 22, 2010	12 years 9 months
2. Cheng Niruttinanon	Director Chairman of the Executive Committee	April 8, 1999	23 years 9 Months
3. Thiraphong Chansiri	Vice Chairman Chairman of the Sustainable Development Committee Executive Director Member of the Risk Management Committee President and CEO	January 1, 990	33 years
4. Rittirong Boonmechote	Director Executive Director	April 25, 2002	20 years 8 months
5. Nart Liuchareon	Independent director Chairman of the Audit Committee Member of the Nomination, remuneration and Corporate Governance committee	April 3, 2015	7 years 9 months
6. Thamnoon Ananthothai	Independent director Chairman of Nomination, Remuneration and Corporate Governance Committee Member of the Audit Committee Member of the Risk Management Committee	March 22, 2010	12 years 9 months
7. Parnsiree Amatayakul	Independent the Director Chirman of the Risk Management Committee Member of the Audit Committee	May 10, 2021	1 year 8 months
8. Pakapun Leevutinun	Independent Director Member of the Risk Management Committee	August 9, 2021	1 years 5 months
9. Shoichi Ogiwara	Non-Executive Director	April 4, 2022	9 months 21 years
10. Shue Chung Chan	Director Member of the Risk Management Committee Member of the Sustainable Development Committee	April 30, 2001	8 months
11. Nakorn Niruttinanon	Director	May 9, 2022	8 months

Separation of roles and duties of the board of directors

The Company clearly specifies and separates the power of the Board of Directors from the management in each level. The consideration of any important issues must be approved by the Board of Directors and subcommittee so as to balance the power and ensure transparency and fairness to all stakeholders. Important matters must be considered and approved by the Board of Directors and it subcommittees on every occasion.

Separation between Chairman of the Board of Directors and Chief Executive Officer

The Chairman and Chief Executive Officer of the Company is not the same person, clearly separating between policy and management.

Role and Responsibilities of Chairman of the Board of Directors

The Chairman of the Board is Kirati Assakul, who is also an independent director and was appointed to this position on 8 August 2022. Despite lacking the qualifications to be an independent director, in 2022 the Board of Directors, mindful of appropriate measures to balance power, appointed additional independent directors in a proportion of 45.45 percent (five directors) out of the total Board of Directors (11 directors). Looking at the proportion of executive directors and non executive directors, the proportion is at 1:1, which is considered an appropriate balance.

The Chairman of the Board of Directors has the duties to oversee policy advocacy and the strategic performance of the Company’s management but shall not practice in the daily operations, monitors the meeting effectively according to Company policy and encourages all directors to express their opinions independently, supports and encourages the Board of Directors’ duties, responsibilities and the principles of good corporate governance, and oversees and monitors the management of the Board of Directors and other subcommittees to achieve their specified objectives.

Role and Responsibilities of Chief Executive Officer (CEO)

The Chief Executive Officer is designated by the Board of Directors as an authorized person to manage, including policy-making, decision-making and decision-making, including the following:

1. Administering the Company’s business and day-to-day operations to be in line with the objectives, articles of association, policies, rules, regulations, instructions and resolutions of the Board of Directors Meeting and/or resolutions of the Shareholders Meeting.
2. Arrange to prepare the Company’s business policies, business plans and budget to be proposed to the Board of Directors for approval and has a duty to report the progress on such approved business plans and budget to the Board of Directors.
3. Ensure the Company’s overall business growth in accordance with the Company’s objectives and business plans.
4. Authorized to act on the Company’s behalf to enter into contractual arrangements as prescribed in the Company’s policy and procedures regarding the operational approval authority.
5. Ensure good governance, compliance with the law, ethical standards, anti-corruption policy and corporate governance policy
6. Maintain good relationship with the stakeholders.
7. Communicate effectively in positive image with public, shareholders, customers and stakeholders.
8. Manage the Company’s HR operation to issue/amend/add/update rules and regulations and personnel policies and procedures.
9. Be authorized to sub-authorize and/or delegate other persons to perform specific duties on his behalf. Such sub-authorization and/or delegation shall be within the scope of authorization or delegation in accordance with the power of attorney granted and/or shall be in accordance with the internal regulations, rules or instructions given by the Board of Directors and/or the Company. The authorization of duties and responsibilities of the CEO shall not constitute an authorization or sub-authorization which may cause the CEO or his authorized person(s) to be able to approve any transaction in which they, or any person who may have a conflict of interest, may have an interest or may gain benefit in any manner, or in which they may have any other conflict of interest with the Company or its subsidiaries,

unless the approvals of such transactions are consistent with the policies and criteria approved by the Shareholders Meeting or the Board of Directors Meeting.

Policy on the CEO holding positions in other companies

The Chief Executive Officer is also required to hold a position of executive director of no more than three companies in non-affiliated companies, by holding such positions must not affect the performance of the CEO duties. The Chief Executive Officer must not serve as a Chief Executive Officer in other listed companies, for the maximum benefit of the Company that the CEO is able to dedicate his time to his duties efficiently.

7.2.3 Roles and responsibilities of the Board of Directors

The Board of Directors is authorized to manage the Company in conformity with objectives, regulations and shareholder resolutions with honesty, in good faith, and for the best interests of the Company. Additionally, the Board of Directors is responsible for setting corporate policy and direction as well as ensuring that the management implements the policy effectively and efficiently.

Board members are required to disclose any material interests in transactions or contracts which the Company enters into and increase/decrease in share/debenture ownership in the Company or its subsidiaries during any fiscal year. The Board of Directors is authorized to implement and direct the Company's activities except for the following issues, which require prior shareholder approval:

- 1) Any issue that requires shareholder approval, pursuant to the law;
- 2) Altering the Company's par value or registered capital;
- 3) Increasing the Company's Board members.
- 4) Any deed that yields the Board of Directors a gain or loss or any deed that is obliged, by SET regulations, to have shareholder's approval.

Roles and responsibilities

The Board of Directors is responsible to the shareholders in overseeing the Company's business operations and steering the Company towards the agreed targets and on a path that maximizes shareholders' long-term benefits, with consideration

to business ethics and fairness to all relevant stakeholders. Duties and Responsibilities are as follows:

- 1) Manage the Company in accordance with the objectives, regulations, and decisions set by the shareholders' meetings, and oversees the Company's business operations.
- 2) Set vision, mission and the Company's goal.
- 3) Review and approve vision and mission every five years.
- 4) Set targets and business policies to be implemented by the management.
- 5) Monitor the implementation of the strategy, goals, and policies to comply with the Company's objectives.
- 6) Oversee the management's performance to ensure effectiveness.
- 7) Hold at least five Board of Directors Meetings per year.
- 8) Hold at least one general shareholders' meeting to report the Company's operating results and request approval on management matters that are beyond the scope of the directors' authorization.
- 9) Monitor operating results and the financial status of the Company and its subsidiaries. Approve quarterly and annual financial reports, information disclosure reports (Form 56-1), and the annual report (56-2), in accordance with the regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission.
- 10) Approve quarterly and annual financial reports, information disclosure reports (Form 56-1), and the Annual Report (56-2), in accordance with the regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission
- 11) Prepare a report on the Board of Directors' accountability for financial reporting, to be shown in conjunction with the auditor's report in the Company's Annual Report, to give assurance that the Company's financial reports are accurate and have been prepared based on standard accounting principles and consistent accounting policy.
- 12) Set up the Company's internal control system, internal audit system, and an effective risk management system.
- 13) Propose the appointment of an auditor and set the level of compensation as proposed by the Audit Committee.
- 14) Propose the list of directors to be replaced and their replacement to the general shareholders' meeting.
- 15) Propose the rate of meeting allowances, compensation to directors and members of subcommittees to the general shareholders' meeting.
- 16) Examine and approve matters proposed by the management committee and related to connected transactions, potential conflict of interests, purchase and sales of assets and other matters as specified in the rules and regulations of the Securities

and Exchange Commission and the Stock Exchange of Thailand.
17) Examine and approve the Company's transactions involving legally-binding contractual obligations, debts obligations, and guarantees.

18) Approve the appointment and set the scope of work and compensation for the Company's sub-committees.

19) Set the number of other companies in which President & CEO may hold position of Director.

20) Set and approves a written corporate governance policy for the Company and review the policy and compliance to the policy regularly, at least annually.

21) Sets and monitor a written code of business conduct and anti-corruption policy that all directors, executives and employees understand business ethical standards and guideline of the Company.

22) Approve the appointment of the Company's secretary.

To prepare or store documents:

- Register of directors
- Invitations to Board meetings and minutes of Board meetings
- Invitations to shareholders' meetings and minutes of shareholders' meetings
- Annual Report and reports of disclosure
- Reports of directors' and executives' interests

Other duties concerned with good governance pursuant to regulations and announcements of the the Stock Exchange of Thailand and the Securities and Exchange Commission

23) Adhere to the Principle of Good Corporate Governance for Listed Companies, and other requirements on this subject by the Stock Exchange of Thailand and the Securities and Exchange Commission.

Independent directors

Under the Corporate Governance Policy, at least one-third of Board members and not less than three persons, must be independent directors with a 3-year term of office. These directors should be qualified and independent in line with the same qualification criteria described in the Notification Governing Qualifications and Responsibilities of Audit Committee established by the Stock Exchange of Thailand. In addition, a person qualified to serve as independent director must be able to perform duties to preserve the best interests of all shareholders in an equitable manner without conflicts of interest and be available in Board meetings to give independent and unbiased opinions and judgments.

Qualification of independent director

- 1) Not hold shares of more than 0.05 percent of total voting stocks of TU including stocks held by connected persons of the independent director, as well as nominees.
- 2) Not be nor have been a major shareholder.
- 3) Not be nor have been a Board member of its parent company or an executive director, employee, staff, advisor who receives the salary of a controlling person of TU, its parent company, its subsidiaries or its associated companies.
- 4) Not be any professional advisor.
- 5) Not have nor have had a business relationship with the company, its parent Company, its subsidiaries, its associated companies or a juristic person who may have conflicts of interest, in the manner that may interfere with his independent judgment.
- 6) Not be appointed as a representative of the company's or its major shareholder's board members or a shareholder who is related to the Company's major shareholders.
- 7) Not have any characteristics which make him or her incapable of expressing independent opinions with regard to the Company's business affairs.

The aforementioned definition of independent director is based on the Company's Corporate Governance Policy established by the Board. Moreover, the Company's criteria are stricter than 'the criteria' required by the Stock Exchange of Thailand and the Securities and Exchange Commission in terms of stock holding ratio.

Meetings of Non-Executive Directors

The Board of Directors supports non-executive directors to hold meetings with no executive directors present for the non-executive directors to discuss matters concerned with management independently as they see fit. In 2022, the Non-Executive Directors' Meeting was held once on 2 November 2022 with five independent directors and 1 non-executive director in attendance, which discussed many important issues related to the management of the Company and the Company's business operations, including suggestions for management improvement after the meeting, the result of the meeting was reported to the Chief Executive Officer for further action.

Meeting Attendance

The Directors of the Company are committed and always prepared to attend meetings, including the Board of Directors' Meetings, the Sub-Committees' Meetings, and the Annual General Meeting of Shareholders. Also, The Board of Directors has set the quorum with a minimum of at least two-thirds of the total members of the directors in order to make a quorum and while they shall vote in the meeting. Every director should attend not less than 80 percent of all meetings in one fiscal year. Meeting attendance in 2022 can be seen in detail under heading. Attendance at meeting and payment of remuneration for individual directors.

the Board of Directors' Meetings

The Board of Directors set regular meetings at least 5 times a year in February, May, August, November and December of every year so that the directors can attend all meetings and may set an additional schedule, if necessary. The Company Secretary will send out the tentative schedule of meetings in November 2021 and in advance every year so the directors are informed and can plan for the meetings. In 2022, there were eight meetings follows:

Meeting No.	Date
BOD#1/2022	February 23, 2022
BOD#2/2022	May 9, 2022
BOD#3/2022	August 8, 2022
BOD#4/2022	August 24, 2022
BOD#5/2022	September 30, 2022
BOD#6/2022	October 14, 2022
BOD#7/2022	November 2, 2022
BOD#8/2022	December 16, 2022

Board Agenda

The Chairman of the Board of the Directors and the CEO collaborate to set the agenda for the meeting while other directors may also present agenda for consideration. The company secretary may also present an agenda which relates to the rules and regulations to complete the list.

Distribution of Invitation letter and supporting documents

It is the duty of the company secretary to distribute the invitation letter and supporting documents to the meeting along with the agenda and the documents to the directors no less than seven days in advance, except for matters which need urgent consideration.

Board Meeting and the Quorum

The Board of the Directors has set the quorum with a minimum of at least two-thirds of the total members of the directors in order to make a quorum and while they shall vote in the meeting. The Chairman of the Board of the Directors shall be in charge and allocate sufficient time for each agenda so that the directors may express their opinions while the executives who are involved with that particular agenda present the data and information for an particular agenda present the data and information for an exchange of views. Each meeting shall last 1-3 hours.

Board Minutes

It is the duty of the company secretary to provide the minutes and present to the chairman of the Board of the Directors

and to verify and deliver them to each director for comment. A meeting report shall consist of minutes of the resolutions of the meeting along with sufficient and accurate data and information.

Use of internal information

The Company imposes preventive measures to guard against the use of internal information for personal gains among the Board and management members by communicating their mandatory duties to report any changes made to the securities ownership of their own, those of their spouses and children below lawful age to the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) pursuant to Section 59 of the Securities and Exchange Act B.E. 2535 on immediate basis and not later than three business days following the date of purchase, sell, transfer or receipt of such securities. The Board or management members or sections with access to, or knowledge of, internal information are not allowed to leak the information to outsiders or other unauthorized persons. In addition, no securities trading by those management is allowed within the period of one month prior to the disclosure of financial statements or any other material information to the public in order to prevent illegal use of internal information undisclosed to the public, which can affect the trading of the Company's share on the Stock Exchange of Thailand. However, this prohibition is exempted in the case of continued fluctuation of securities trading prices driven naturally by overall stock market mechanism, which encourages those management to trade their securities only in response to the stock market situations and in good faith. Furthermore, the Board and management members are made aware of legal punishment and penalty pursuant to the Securities and Exchange Act B.E. 2535 and relevant regulations.

Controlling System, Internal Audit and Risk Management

The Company has established an audit unit that functions as an independent unit to ensure the effectiveness of the controlling system for greater credibility of the financial statements, and an efficient system of internal control specifying evaluation of risks to the business and determining measures to protect against and manage risk, ensure there is oversight of compliance with the law and other specifications with an audit committee to investigate the efficiency of internal

control systems which cover operations, compliance control, risk management and giving priority to extraordinary items.

In risk management, the executive committee has assigned a group of responsible executives to evaluate risk factors both internally and externally consistently, and this group includes executives and high ranking executives in the departments relevant to that risk. Analysis is performed on the cause of the risk to determine measures to manage the risk as guidelines for implementation to prevent that risk, or reduce its impact including follow up of compliance with the measures specified and coordinating with the audit committee to propose to a meeting of the Board of Directors.

Disclosure of Information

The Board perceives the importance of correct, complete and transparent information disclosure to all shareholders, investors and all parties concerned on an equitable treatment basis. Information on operations and financial status is communicated clearly and timely under relevant laws to provide target groups with a correct understanding of the Company, thereby creating acceptance and positive investment sentiment among investors. The communication also allows the Company to gain insight into the public's view on the Company's operations, which will be a part of considerations for future goal and strategy setting. The Investor Relations Unit is officially set up to communicate with investors and provide convenience to investors and securities analysts equally with continuous meetings to be apprised of company information and to exchange opinions including disseminating information on the Company's website.

Conflicts of Interest

- The Board of Directors has stipulated the measures to take care of and monitor transactions which may present conflicts of interest as well as connected transactions by prudently and independently determining the appropriateness of transactions under the framework of good corporate governance which has been constantly practiced for the benefits of the Company as if transactions have been conducted with third parties. The Board has also provided summary reports for each quarter and will publish the summary on the last day of the year in the Annual Report

and the Annual Registration Statement. Also, if there is any agenda item at a meeting of the Board, any agenda item in which directors or executives are stakeholders, they must comply with the policy on corporate government by abstaining from voting, or expressing any opinion on that agenda item.

- Furthermore the Company has requested the Directors and the Executives to report to the Company on gains and losses of their own or those who are related, particularly on the gains and losses which are related to the management of the business of the Company and its subsidiaries in order to provide the Company with information for business operations in accordance with the regulations on connected transactions, which may raise conflicts of interest and may lead to transfers of benefits of the Company and its subsidiaries in compliance with Section 89/14 of the Securities and Exchange Act B.E. 2551 as amended by the Securities and Exchange Act (No.4) B.E. 2551 and the Notification of the Capital Market Supervisory Board No. TorChor. 2/2552 Re: Report on Interest of Directors, Executives and Related Persons which stipulates that a director and an executive shall file with the Company a report on his interest or a related person's interest in relation to management of the Company, The Company Secretary is stipulated to submit a stakeholders' report, according to Article 89/14, to the Chairman of the Board and the Chairman of the Audit Committee within 7 days from the date the Company has received the said report.

Shareholding structure and proportions of shares held by directors including spouses and children who are minors

Name of director	Shareholding as of Jan 1, 2022	%	Bought during the year	Sold during the year	Transferred in (out)	Shareholding as of December 30, 2022	%
1. Kirati Assakul	-	0.00				-	0.00
Spouse and children who are minors	103,248					103,248	
2. Cheng Niruttinanon	200,442,084	5.57				200,442,084	5.59
Spouse and children who are minors	65,500,032		2,400,000	(1,400,000)		66,500,032	
3. Thiraphong Chansiri	416,236,164	11.01	80,000,000	(8,400,000)		487,836,164	12.51
Spouse and children who are minors	109,329,048					109,329,048	
4. Rittirong Boonmechote	63,442,980	1.33	15,000,000			78,442,980	1.64
Spouse and children who are minors	-					-	
5. Nart Liuchareon	-	n/a				-	n/a
Spouse and children who are minors	-					-	
6. Thamnoon Ananthothai	-	n/a				-	n/a
Spouse and children who are minors	-					-	
7. Pamsiree Amatayakul	-	n/a				-	n/a
Spouse and children who are minors	-					-	
8. Pakapun Leevutinun	-	n/a				-	n/a
Spouse and children who are minors	-					-	
9. Shoichi Ogiwara	-	n/a				-	n/a
Spouse and children who are minors	-					-	
10. Shue Chung Chan	12,295,272	0.26				12,295,272	0.26
Spouse and children who are minors	-					-	
11. Nakorn Niruttinanon*	30,000,000	0.64				30,000,000	0.64
Spouse and children who are minors	612,000					612,000	
Total shareholding and proportion	897,960,828	18.82	97,400,000	(9,800,000)		985,560,828	20.65

*Nakorn Niruttinanon is new director during the year, the number of shares start record as of the date of appointment on May 9, 2022.



Board Orientation and Continuous Development of Directors

The company has supplied a manual for the orientation of new directors to be informed of and understand the company's business and its operations, which are necessary to facilitate the new directors to perform their duties as a director immediately and express their opinions on the company's policies in meetings, and for good corporate governance. The Company secretary coordinated the orientations as follows:

1. Things to know: organizational structure and Board structure, scope of powers and pertinent laws
2. General information about the business and its operational methods. In 2022, the Company appointed two new directors, and therefore organized orientation through an online system as well as sending to the new directors the manual for new directors, various rules pertaining to the law, regulations, articles of association and key policies such as policies of good corporate governance, reporting to stakeholders and anti-corruption policy.

Besides this, every director participated in self-development to assist the board in conducting its obligations of oversight efficiently. In 2022, directors underwent additional training as follows:

1. Nart Liuchareon participated in the seminar as part of the 13/2565 Board Nomination & Compensation Program (BNCP) / Institute of Thai Directors (IOD).
2. Nakorn Niruttinanon participated in the seminar as part of the 194/2565 Director Accreditation Program (DAP) / Institute of Thai Directors (IOD).
3. Pakapan Leewuttinan participated in the seminar as part of the 197/2565 Director Accreditation Program (DAP) / Institute of Thai Directors (IOD).
4. Shue Chung Chan participated in the seminar as part of the Agriculture and Cooperatives Executive Program, Ministry of Agriculture and Cooperatives. (ACE 2/2022)
5. All Directors have participated in courses concerning the guidelines and practices of good corporate governance, guidelines on internal information usage and conflict of interest that the Company has organized for the Directors and executives, which in the past year the Company has recruited Baker McKenzie to serve as instructor during the courses.

Beside the mentioned training courses, The Company's Directors have also participated in giving their expertise and knowledge to the Directors outside the Company. In the past year, Thamnoon Ananthothai was invited to lecture the Institute of Thai Directors (IOD) as part of the 325/2565 Director Certification Program (DCP).

Directors resident in Thailand took various courses of the Institute of Directors and other institutions as follows:

Name of Directors	DCP	DAP	RCP	RCC	ACP	UFS	EDP	AACP	CMA	ELP	ACF	AMM	TEA	JTI	BNCP
1. Kirati Assakul	27/2003			5/2007											
2. Cheng Niruttinanon		187/2021													
3. Thiraphong Chansiri	10/2001														
4. Rittirong Boonmechote	133/2010					2/2009		25/2017	25/2017			1/2018	14/2019	25/2020	
5. Nart Liuchareon		120/2015									2016				13/2022
6. Thamnoon Ananthothai	70/2006	48/2005	14/2006		10/2005	7/2007									
7. Parnsiree Amatayakul	99/2008							40/2021							
8. Pakapun Leevutinun		197/2022													
9. Shoichi Ogiwara															
10. Shue Chung Chan	16/2002					1/2009					6/2016				
11. Nakorn Niruttinanon		194/2022													

DCP: Director Certification Program

RCC: The Role of Compensation Committee

EDP: Executive Development Program

ELP: Ethical Leadership Program

JTI: Senior Justice Executive Program / Judicial Training Institute

AMM: Advance Master of Management Program / National Institute Development Administration (NIDA)

DAP: Director Accreditation Program

ACP: Audit Committee Program

AACP: Advance Audit Committee Program

ACF: Audit Committee Forum

BNCP: Broad Nomination & Compensation Program

BNCP: Broad Nomination & Compensation Program

RCP: The Role of Chairman Program
UFS: Understanding the Fundamental of Financial Statement

CMA: Capital Market Academy

TEA: Senior Executive Program in Energy Science / Thailand Energy Academy

Performance Evaluation of Directors

The Board has determined the performance evaluation of the Board, and every subcommittee at least once a year since 2013. These include the Board of Directors, the Executive Committee, the Audit Committee, the Risk Management Committee, the Nomination, Remuneration and Corporate Governance Committee and the Sustainable Development Committee. The evaluation form of the Board of Directors is divided into individual evaluations and of the whole Board as a self-evaluation every year.

Evaluation process

1. The Company secretary has sent evaluation forms by email to the directors for annual self-evaluation
2. Summarized and presented the evaluation results which is divided into 4 levels: 1. Excellent 2. Good 3. Fair and 4. should be improved then report to the Chairman of the Board and the chairman of each subcommittee to study and analyze the evaluation results together and determine practical methods of development of the director's work with the objective to help directors consider reviewing their performance, various issues and hindrances over the past year to formulate methods of improvement for the Board to carry out its duties more efficiently.

Board of Directors Performance Assessment

1) Structure and Qualification of the Directors
2) Role, Duty and Responsibility of the Directors
3) The Board of Directors' Meetings
4) Performance of the Directors
5) The Relationship with the Management team
6) Self-development of the Directors and the development of the Executives

Individual performance assessment of each director

1) Core competency, Structure and Qualification of the Directors
2) The Board of Directors' Meetings
3) Role, Duty and Responsibility of the Directors

Performance assessment of subcommittees as a whole

1) Structure and Qualification of the subcommittee
2) Subcommittee meetings
3) Role, Duty and Responsibility of the subcommittee

Performance assessment of subcommittees for each individual subcommittee member

1) Structure and Qualification of the subcommittee
2) Subcommittee meetings
3) Role, Duty and Responsibility of the subcommittee
4) Performance of the member
5) The Relationship with the Management team
6) Self-development of the members

The Board of Directors has also determined a performance assessment of the Chief Executive Officer (CEO) which is considered according to targets and success of that achievement under the following headings:

1. Leadership and Managerial Qualities
2. Strategic Direction Setting
3. Strategic monitoring
4. Planning and Performance
5. Board Relations
6. Community Relations
7. Management and Relationship with employees
8 Succession Plan
9. Knowledge and Skills
10. Personal Qualification

The Company secretary has sent evaluation forms of the Board of Directors to the directors, which summarized and presented the evaluation results to the Board of Directors in order to achieve the above-mentioned objectives. The evaluation of the performance was as follows:

- Board Evaluation with an average score at the grade of 'Excellent'
- Director Evaluation with an average score at the grade of 'Excellent'
- Committee Evaluation with an average score at the grade of 'Excellent'
- Individual Committee Evaluation with an average score at the grade of 'Excellent'
- CEO Evaluation with an average score at the grade of 'Excellent'

In 2022, the Company conducted a performance assessment of the Board of Directors and every subcommittee, both individually and as a group. The result was that the Board and every subcommittee' had satisfactorily fulfilled their obligations under the scope of their authority, and in accordance with the good corporate governance principles. The Company's Secretariat also used the result of this assessment to enhance the performance of the Board.

7.3 Sub-Committees

The structure of the Board of Directors comprises five sub-committees: the Executive Committee (ExCom), the Audit Committee, the Nomination Remuneration and Corporate Governance Committee, the Risk Management Committee and the Sustainable Development Committee, which together screen important issues for the consideration of the Board. The details of the sub-committees are as follows.

1) Executive Committee: ExCom

In 2019, the Board of Directors approved the setting up of the Executive Committee (ExCom) to act on behalf of the Board for greater fluidity. They shall approve the acquisition or disposal of the assets without the submission of the Board of Directors within the limit of not more than 15 percent of Net Tangible Asset of the Company or the Consolidated Company but no more than USD 50 million. Therefore, the ExCom limit must be changed annually and automatically as per the annual financial statement to reflect the growing size of the Company. The office of the Company Secretary will inform the ExCom of how much the present limit is each year, once the Company's annual accounts are made public.

There are four members of the ExCom:

- | | |
|--------------------------|---------------------------------|
| 1. Cheng Niruttinanon | Chairman of Executive Committee |
| 2. Thiraphong Chansiri | Member of Executive Committee |
| 3. Rittirong Boonmechote | Member of Executive Committee |
| 4. Ludovic Garnier | Member of Executive Committee |

Role and Responsibilities

- 1) Follow the policies set by the Board of Directors, under the laws, rules, regulations and corporate regulations. The Executive Committee also represents the Board in approving the operations that involve no more than 15 percent of the net tangible asset of the Company or of the consolidated company, but the total amount must not exceed 50 million USD
- 2) Consider the investment projects, mergers and acquisitions, establishment of subsidiaries, joint ventures and joint-investment companies, as well as deciding whether to stop or renegotiate any investments or carry out other undertakings that are required for project's completion
- 3) Set, advise, direct and submit policies involving business directions and strategies to be considered by the Board
- 4) Make business plans, set management priorities, annual operations budget and annual expenses for the Board's approval, and proceed with the mentioned business plans and strategies in accordance with the policies as announced to the Board

- 5) Undertake operations that concern the Company's general administration, approval of projects, investment expenditures, and set up organizational and administrative structures
- 6) Consider and approve any requests for loans or grants from financial institutions, as well as open bank accounts, sign as a guarantor and make payments concerning the Company's normal transactions such as investment payments, expansion of branches and other operations. However, the amount of money involved may be changed subject to the discretion of the Board.
- 7) Consider and specify the sources of budget or support fund for subsidiaries
- 8) Consider customers' credit limits
- 9) Consider acquiring essential insurances
- 10) Perform other duties as deemed appropriate by the Board of Directors

Also, the approval of these items must not have the attribute of being approved as an item making the Board of Directors or the authorized persons from the Executive Committee be approving an item which themselves, or an individual who may be in conflict or have an interest, or any other conflict of interest (pursuant to the Company's articles of association and announcements of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand) with the Company or its subsidiaries, except in the case of approving items which are according to policy and criteria approved by the Board of Directors. Regarding this, if the Board of Directors has an interest in the matter it is not entitled to vote on that matter, in which the Board of Directors is authorized to amend the scope of powers and obligations of the Executive Committee, as necessary or appropriate.

Composition and Qualifications

1. The Executive Board consists of experienced and qualified directors who are approved by the Board of Directors.
2. Chairman of Executive Committee must be approved by the Board of Directors.

3. The Executive Committee appoints the secretary as it deems appropriate.

In the case of the Board of Directors authorizing other individuals to act on their behalf in a matter related to normal operations, this authorization is according to the resolution of a meeting of the Board of Directors and has clearly specified scope, powers, obligations and responsibilities. It is not considered to be an authorization enabling the authorized party to approve items, switch back persons or a person who may have a conflict of interest in any other way with the Company authorizing or a subsidiary.

Term of Duty

The Executive Committee is incumbent by their positions as members of the Board or the Company's executives. Additionally, directors and executives whose term of office has elapsed may be reappointed if deemed necessary and appropriate.

2) Audit Committee

The Audit Committee was established by the approval of the Board of the Directors on November 15, 1999 for the purpose of supporting and acting on behalf of the Board of Directors to review the financial information to be presented to the shareholders and other stakeholders, and to review the risk management systems, the internal control systems, the internal audits and good corporate governance, and to control the anti-corruption measures as well as to review the financial reports' preparation for the Company's transparent and trustworthy operations and disclosure of information.

The Audit Committee must be directors of the Company who are qualified as independent directors and consist of not less than three members who will serve for three years, comprised of one Chairman of the Audit Committee and two Audit Committee members and at least one of them must possess sufficient knowledge and experience in order to perform his/her/ their duties of reviewing the credibility of the financial statements. All three are independent directors who have the qualifications required by the Office of Securities and Exchange Commission and are experts in accounting and finance, corporate management, law and information technology. Nevertheless, all independent directors do not

hold the position of director, employee or consultant of the Company.

The Audit Committee shall hold at least 12 meetings per year and report their performance to the Board of Directors at least once a year. At present the Audit Committee consists of:

1. Nart Liucharoen
Chairman of Audit Committee, with knowledgeable and experienced in information technology (Engineering (Computer), Chulalongkorn University)
2. Thamnoon Ananthothai
Member of Audit Committee, with knowledge and experience in accounting (MBA (Management) University of Sarasota, USA), (BBA (Accountancy & Management) Eckerd College-St. Petersburg, USA)
3. Parnsiree Amatayakul
Member of Audit Committee, with knowledge and experience in accounting (MBA University of California, Los Angeles, USA), (BBA, Faculty of Commerce and Accountancy, Chulalongkorn University)

Extent of the Duties of the Audit Committee

The Company stipulated that the Audit Committee must consist of one in three of the total number of directors who are independent, or as the Office of the Securities Exchange Commission and the Securities Exchange of Thailand require. They must possess sufficient credible knowledge and experience in finance to be able to inspect the Company's accounts. The Audit Committee shall make all its decisions based on the benefit of shareholders and will be responsible for other duties, summarized below.

1. Review the appropriateness of the financial reporting system and disclosure of information in its financial statements in accordance with the legally defined Financial Reporting Standards, with transparency, correctness, and adequacy.
2. Encourage the development of a financial reporting system equivalent to International Financial Reporting Standards.
3. Review the compliance of the Company's Internal Control System with Internal Control Framework (COSO 2013) and the appropriateness and the effectiveness of the Company's Internal Audit System in accordance with internationally accepted approaches and standards.
4. Review 'The Assessment Form of the Adequacy of the Internal Control System' as audited and assessed by the

Internal Audit Team to ensure that the Company has sufficient internal control systems.

5. Review the presence of a proactive preventive system to enhance operating effectiveness and efficiency and review the preventive measures in the organization and review the internal processes of the whistleblower system.

6. Review the internal audit process and the corporate risk management system.

7. Review the Company's Compliance Procedure in accordance with the Securities and Exchange Act, rules, regulations and other laws relevant to the Company's business and the resolution of the Board's meeting.

8. Review the correctness and effectiveness of the information technology system relating to internal controls, financial reports, risk management and data & network security together with suggested updates and improvements as needed.

9. Consider connected transactions or those having possible conflict of interest to ensure compliance with all pertinent laws and requirements of the Stock Exchange of Thailand.

10. Review the execution of the Audit Committee members' performance assessment, both as a whole and self-assessment, of the Audit Committee annually.

11. Review and give the opinion toward the audit practices of the Internal Audit Team and coordinate with external auditors.

12. Prepare the Audit Committee's report to be disclosed in the Company's Annual Report and duly signed by the Chairman of the Audit Committee and containing opinions on various matters as required by the SET.

13. Consider, select and propose the appointment, or discharge an independent person to perform the duties of, the Company's auditor and also propose the remuneration of the Company's external auditor and evaluate the effectiveness of external auditor's performance and organize meetings with the Company's external auditor, without the attendance of management, at least once a year.

14. Approve the internal audit plan, budget and manpower of the Internal Audit Team.

15. Review the execution of the Internal Audit Team for the performance assessment according to international standards.

16. Provide recommendations in respect of appointment, removal, transfer, or dismissal of the General Manager–Audit Unit.

17. Consider the independence of the Internal Audit Team based upon the execution of work, reports, and line of command.

18. Review the adequacy of the good corporate governance systems both of the domestic and foreign subsidiary companies.

19. Consider the external consultants to provide the suggestions or assistance in the operations of internal audit.

20. Review the Audit Committee Charter and Internal Audit Charter to be the proper charter at least once a year.

21. Visit the business units of the Company and the domestic and foreign subsidiary companies to review operations, the risk management and internal control systems, the environmental management system, information systems including cyber security, the important operational systems and regulations as well as problems and comments of the external auditors and the internal audit team. This includes factory visits to inspect the production process, inventory/warehouse management, the environment, the information technology systems used and cyber security.

22. Review the Company's anti-corruption procedures to ensure the effective compliance with the governance bodies' guidelines starting from assessing the risks, strengthen internal control system, auditing, as well as reviewing the self-assessment form regarding anticorruption measures as assessed by the Audit Unit, and to ensure that the Company has exercised the anti-corruption systems as reported in the self-assessment form guided by Thai Institute of Directors (IOD).

23. Perform other actions as required by law or as assigned by the Board of Directors under the consent of the Audit Committee.

To fulfill its duties under its scope of responsibilities, the Audit Committee is authorized to call for and order management, heads of offices, or employees concerned to present opinions, attend meetings, or submit necessary documents. In addition, the Committee may seek independent opinion from professional consultants as deemed appropriate, at the Company's expense.

The Audit Committee performs duties within its responsibilities under the order of the Board of Directors. The Board of Directors is responsible for the Company's operations and is directly accountable to shareholders, stakeholders, and the public.

1. In case the Audit Committee is informed by the auditor about suspicious behavior of directors, managers or persons responsible for the business operations of the Company, which may violate paragraph 2 of Section 281/2, Section 305, 306, 308, 309, 310, 311, 312 or 313 of the Securities and Exchange Act, the Audit Committee is to investigate the case and submit a preliminary report to the Securities

and Exchange Commission (SEC), as well as to the auditor, within 30 days of the date it is informed.

2. Upon finding or having doubt about the following actions or transactions, which may significantly affect the financial position and performance of the Company, the Audit Committee is to report such events to the Board of Directors in order to find a remedy within a period deemed appropriate by the Audit Committee:

2.1 Transaction which may cause conflicts of interest.

2.2 Fraud or irregular events or material flaws in the internal control system.

2.3 Violations of laws pertaining to Securities and the Stock Exchange of Thailand, the regulations of the Stock Exchange of Thailand, or laws pertaining to the Company's business.

Should the Board of Directors or management fail to remedy the issues within the timeline specified by the Audit Committee, a member of the Audit Committee may report the issue to the SEC or the SET. The Audit Committee is directly responsible to the Board of Directors, and the Board of Directors is responsible to the general public and external persons.

In 2022, the Audit Committee met regularly to fulfill its duties, with a total of 13 meetings, and reported on its work to the Board of Directors. Details of the operations of the Audit Committee have been disclosed in the Audit Committee Report.

Powers and Responsibilities

1. The Audit Committee may ask Directors, managers, or employees to consult or answer questions
2. The Audit Committee may ask for advice or consultation from the Company's experts or may hire external experts or consultants if necessary

Term of Duty

The members of the Audit Committee shall each serve for three years unless the Board of Directors decides otherwise. When there is a vacancy for some other reason besides the end of a member's term, the Board of Directors shall appoint another Audit Committee member who is qualified for the position to make sure that there are three members. The person replacing the member will serve only as long as the remaining term of three full years of the member they are replacing.

3) Nomination Remuneration and Corporate Governance Committee

The Board of Directors has set up the Nomination and Remuneration Committee since November 1, 2010 for a period of three years for each term. The Board of Directors Meeting No. 1/2022 held on February 23, 2022 resolved to approve the additional roles and responsibilities of the Nomination and Remuneration Committee to cover corporate governance. By changing the name of this sub-committee from 'Nomination and Remuneration Committee' to 'Nomination, Remuneration and Corporate Governance Committee.' The Committee is comprised of one Chairman of the Nomination, Remuneration and Corporate Governance Committee and one member of the Nomination and Remuneration Committee. Both members are independent directors and have the qualifications required by the Office of Securities and Exchange Commission. They are knowledgeable, competent and experienced and thoroughly understand their duties and responsibilities.

The Chairman and member of the Nomination, Remuneration and Corporate Governance Committee at present are:

1. Thamnoon Ananthothai
- Chairman of the Nomination, Remuneration and Corporate Governance Committee
2. Nart Liuchareon
- Member of the Nomination, Remuneration and Corporate Governance Committee

Roles and Responsibilities

Nomination

1. Consider the criteria with respect to executive succession plan of the Company.
2. Set the Company's policy and criteria on the nomination and selection of candidates for the membership in the Board of Directors and sub-committees, and propose a list of candidates to the Board of Directors for approval.
3. Perform other duties related to nomination as assigned by the Board of Directors.

Remuneration

1. Consider remuneration in monetary and nonmonetary for the Board of Directors and Subcommittees members.
2. Propose policy to designate appropriate remuneration of the

Company's directors to the Board of Directors and the shareholders' meetings for consideration and approval respectively.

3. Propose remuneration for members of the sub-committees to the Board of Directors for approval.

4. Propose remuneration for the Company's President and Managing Directors to the Board of Directors for their approval.

5. Review proposals from the Company's management about remuneration policy for staff, as well as nonmonetary rewards, and recommend the matters to the Board of Directors for approval.

6. Review proposals from the Company's management about financial compensation and other benefits for the Company's executives, and recommend the matters to the Board of Directors for approval.

7. Carry out any other tasks related to the consideration of remuneration assigned by the Board of Directors.

Corporate Governance

1. Define the scope and policy of corporate governance policy, code of business ethics, anti-corruption policy and propose to the Board of Directors for their approval.

2. Make recommendations on the practice related to Company's corporate governance and anti-corruption, give advice in relation therein to the Board of Directors.

3. Annually review on the corporate governance policy including recommendation of any revision thereof so as to ensure it is appropriate for the Company's business operations.

4. Perform other tasks related to corporate governance as designated by the Board of Directors.

Others

1. Prepare a report on the Committee's performance to be submitted to the Board of Directors at least twice a year.

2. Review the performance appraisal of the Nomination Remuneration and Corporate Governance Committee and report the performance to the Board on a regular annual basis as a whole and as self-assessment.

Composition and Qualifications

The Nomination, Remuneration and Corporate Governance Committee consists of one Chairman and one member, who are both independent directors who have the qualifications required by the Office of the Securities Exchange Commission and have appropriate knowledge, experience and abilities as well as understanding of their roles and responsibilities. The

Nomination and Remuneration Committee shall appoint a secretary as they see fit.

Term of Duty

The members of the Nomination, Remuneration and Corporate Governance Committee shall each serve for three years unless the Board of Directors decides otherwise. When there is a vacancy for some other reason besides the end of a member's term, the Board of Directors shall appoint another Nomination, Remuneration and Corporate Governance Committee member who is qualified for the position to make sure that there are three members. The person replacing the member will serve only as long as the remaining term of three full years of the member they are replacing. Please see the report on the work of the Nomination, Remuneration and Corporate Governance Committee.

4) Risk Management Committee

The Board of Directors has set up the Risk Management Committee since November 1, 2010 for a period of three years for each term. The Committee is comprised of four independent directors, two executive directors and two executive management of the main business while most of the directors are independent directors whose qualifications meet the standards required by the Office of Securities and Exchange Commission. They are also knowledgeable, competent and experienced and thoroughly understand their duties and responsibilities. The current Risk Management Committee consists of:

1. Parnsiree Amatayakul
Chairman of Risk Management Committee
2. Kirati Assakul
Member of Risk Management Committee
3. Thamnoon Ananthothai
Member of Risk Management Committee
4. Pakapan Leevutinun
Member of Risk Management Committee
5. Thiraphong Chansiri
Member of Risk Management Committee
6. Shue Chung Chan
Member of Risk Management Committee
7. Ludovic Garnier
Member of Risk Management Committee
8. Adam Brennan
Member of Risk Management Committee

Role and Responsibilities

1. Establish an appropriate risk management policy and framework.
2. Continuously monitor and develop the risk management framework and risk management process of the Company and its subsidiaries, aligned with international guidelines.
3. Oversee the continuous activities of assessment, analysis and review of the Company and its subsidiaries' significant risks, under normal and crisis conditions.
4. Consider and provide comment on the Company's risk appetite and risk assessment criteria.
5. Acknowledge and provide comment on the adequacy and appropriateness of risk assessment results and mitigations.
6. Oversee the implementation of risk management, aligned with the risk management framework.
7. Regularly report the Company's significant risks, mitigations and improvement to the Board of Directors.
8. Encourage a risk management culture and cooperation in the Company and its subsidiaries.
9. Oversee and support the risk management function to be aligned with the Company's policies and objectives.
10. Communicate and share the information of significant risks and mitigations with the Audit Committee at least yearly.
11. Provide comments and recommendations on the use of external advisors regarding risk management framework, scope and implementation.
12. In case of workload over resources of the Risk Management Department, provide comments and recommendations on the use of external service providers in assisting the risk management function.

Composition and Qualifications

The Risk Management Committee is appointed by the Board of Directors. Members of the RMC shall be the Company's directors and management and includes a President/CEO. The Chairperson shall be directors of the Company who is independent directors and the qualifications required by the Office of the Securities Exchange Commission with appropriate knowledge, experience and abilities as well as understanding of their roles and responsibilities. The Risk Management Committee shall appoint a secretary as they see fit.

Term of Duty

The members of the Risk Management Committee shall each

serve for three years unless the Board of Directors decides otherwise. When there is a vacancy for some other reason besides the end of a member's term, the Board of Directors shall appoint another Risk Management Committee member who is qualified for the position to make sure that there are four members. The person replacing the member will serve only as long as the remaining term of three full years of the member they are replacing.

Please see the report on the work of the Risk Management Committee.

5) Sustainable Development Committee

The Board of Directors appointed a Sustainable Development Committee on August 13, 2015, and its composition was adjusted more recently on August 9, 2021. The Sustainable Development Committee consists of two directors and three executives:

1. Thiraphong Chansiri
Chairman of Sustainable Development Committee
2. Adam Brennan
Co-Chairman of Sustainable Development Committee
3. Shue Chung Chan
Member of Sustainable Development Committee
4. Kulshaan Singh
Member of Sustainable Development Committee
5. Ludovic Garnier
Member of Sustainable Development Committee

Role and Responsibilities

1. Provide guidance and setting approaches for the Company regarding strategies leading to the development of sustainability, making operational plans and policies to support the Company's sustainability goals.
2. Set major policies and procedures concerned with sustainability that will help the group of companies achieve its goals and meet related standards such as the UN Sustainable Development Goals (SDGs), Dow Jones Sustainability Indices (DJSI) and Corporate Sustainability Assessment (CSA).
3. Inspect and control the Company's operations to meet its set goals and obligations, including but not limited to tuna sourcing, packaging, climate change and human rights-related policies.
4. Set up sub-committees as appropriate to fulfill the Company's sustainability policies.

Composition and Qualifications

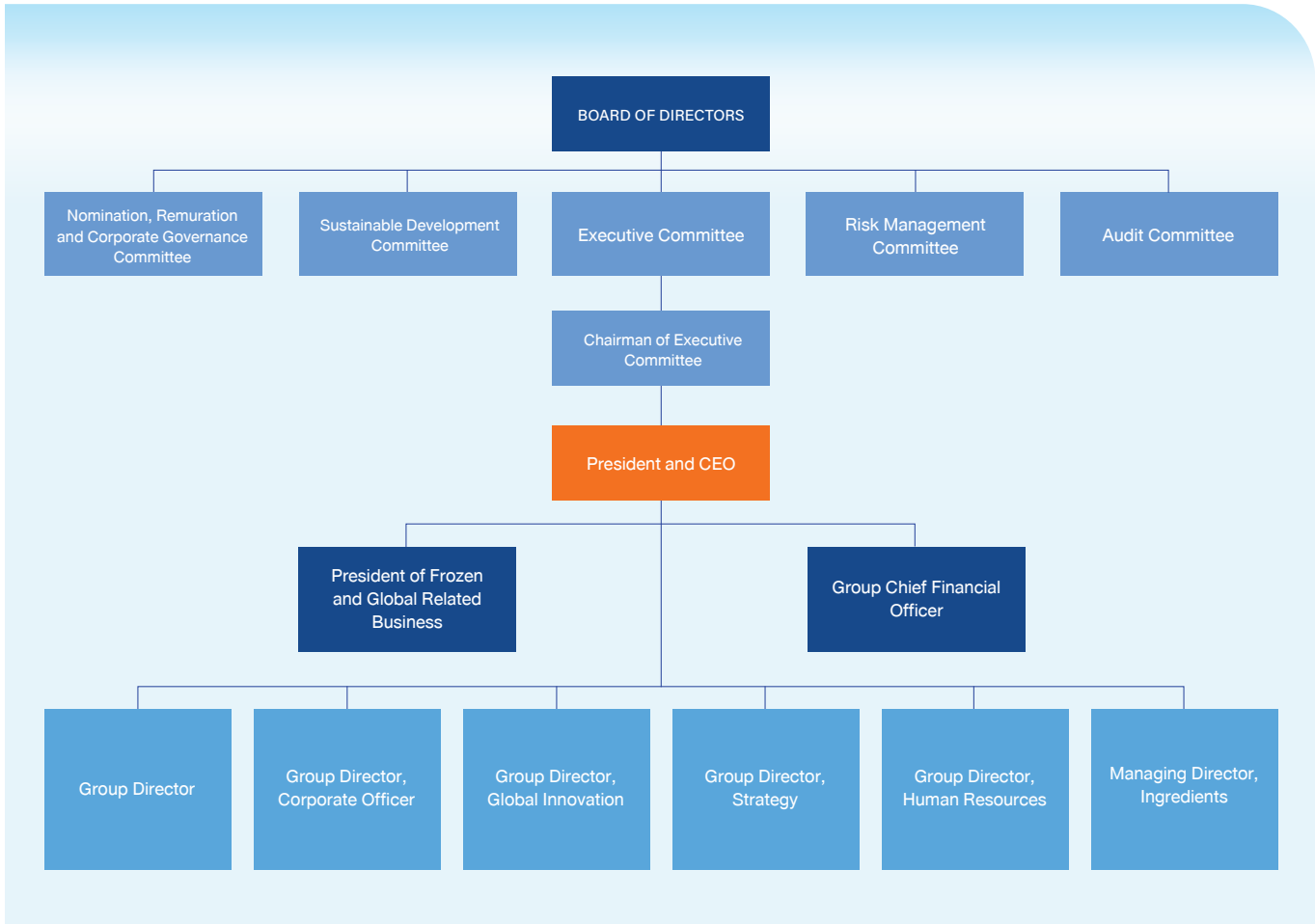
It consists of a Sustainable Development Chairman and members with experience and qualifications. This must be approved by the Board of Directors and the Sustainable Development Committee appoints the secretary as it deems appropriate.

Term of Duty

The member of Sustainable Development Committee shall each serve for the same as that position in the Company.

7.4 Information of Executives

7.4.1 The Company’s Management Structure



As of December 31, 2022, the Company’s management team, as defined by the Securities and Exchange Commission, consisted of the following persons:

- | | |
|--------------------------|---|
| 1) Thiraphong Chansiri | President and Chief Executive Officer (CEO) |
| 2) Rittirong Boonmechote | President of Global Frozen and Related Business |
| 3) Ludovic Garnier | Group Chief Financial Officer |
| 4) Shue Chung Chan | Group Director, Corporate Office |
| 5) Tunyawat Kasemsuwan | Group Director, Global Innovation |
| 6) Leonardus Coolen | Managing Director, Ingredients |
| 7) Kulshaan Singh | Group Director, Human Resources |
| 8) Adam Brennan | Group Director, Sustainability |

Thama Wongkanasin, Manager, Accounting and Controlling Factory is a qualified person in charge of the Company’s accounts in compliance with the regulations of the Secretary of the Department of Business Development in the 2014 announcement on qualifications and conditions for accountants. Thama Wongkanasin is registered with the Federation of Accounting Professions in compliance with the 2004 Accounting Professions Act. She received continuing knowledge development training in accordance with the Department of Business Development’s announcement and SEC announcement TorJor. 39/2559 17 (6) (no less than 12 hours a year). See Attachemnet 1

7.4.2 Policy for Paying Remuneration to Directors and Executives

Directors’ remuneration

Directors’ remuneration is to be approved at the Annual General Meeting of shareholders after being considered and submitted by the Nomination, Remuneration and Corporate Governance Committee. The remuneration for directors is to be comparable to the level of practice in similar organizations in the same type of industry and commensurate to the roles, responsibilities, experience and work performance of each director. Directors who are assigned additional duties and responsibilities, such as serving on sub-committees, should be eligible for additional remuneration as appropriate.

Directors’ Remuneration Policy for the Year 2022, total monetary remuneration for Board of Directors in the amount of THB 31.26 million (including the amount paid to directors who resigned in 2022), with the following details;

1. Remunerations for the 5 Excutive Directors (THB 15.72 million)
2. Remunerations for the 6 Independent Directors and non-Executive Directors (THB 15.54 million)

The remuneration was paid from the director’s individual performance results and approved by the general meeting of shareholders in 2022 on April 4, 2022, which comprised monthly retainer, meeting allowances and bonus payments.

	Remuneration / month	Meeting allowance / time	Remuneration Sub-committee /year April 2022 – March 2023
Board of Directors			
- Chairman	80,000.00	40,000.00	
- Executive Director	40,000.00	20,000.00	
- Non-Executive Director	40,000.00	20,000.00	
- Independent Director	40,000.00	20,000.00	
Audit Committee			
- Chairman (Independent Director)	60,000.00	-	
- Independent Director	30,000.00	-	
Nomination, Remuneration and Corporate Governance Committee			
- Chairman (Independent Director)	-	-	360,000.00
- Director (Independent Director)	-	-	180,000.00
Risk Management Committee			
- Chairman (Independent Director)	-	-	360,000.00
- Director (Independent Director)	-	-	180,000.00
- Executive Director	-	-	120,000.00

Management’s remuneration

The remuneration policy for management shall be proposed to the Board of Directors meeting. The Board of Directors review and approve this on an annual basis, which consists of a salary, contribution to provident fund, and annual bonus, the amount of which is considered based on the Company’s financial performance and the annual work performance of each executive. Compensation should be similar to that paid in the same industry. If work results are according to target for the employees and the Company, then management will receive an annual bonus of 25-30 percent of their salary for that year.

Evaluating Work Performance

Appraisal of work results and management of compensation for high-level executives (and also for general employees at every level) is as follows:

- 1. Acknowledge and agree on the annual operational goals so that all can work towards the same shared enterprise objectives each year
- 2. When the enterprise objectives are set and written down in each manager’s personal annual work goals, there is follow up to see what progress has been made, because many different activities may be involved in reaching the set objectives.
- 3. The level of success in reaching the goals is evaluated on a range of 1-5. The evaluation scores for each area evaluated are combined and considered for setting the level of different kinds of remuneration, such as the annual bonus and annual raise, also taking into consideration other components like the level of participation in achieving business goals and TU 6 values.

Progress towards the shared enterprise objectives of the Company each year is driven by the participation of people in many departments and business units, each of which has also set their individual annual targets that make up part of

the success. The manager of each department or business unit will contribute ideas or innovations that must be compatible with the overall goals and able to contribute to the Company’s success. Ideas that are jointly considered and deemed both valuable and also necessary or urgent will be selected as annual personal goals. This includes value-based objectives that might be appreciated and approved by the supervisor to become part of the work performance management process, or PMP, that happens every January.

Evaluation of goal achievements and work results for both high-level executives and general employees includes a self-evaluation in which individuals are asked to score themselves for their success and achievement. After that, the Group Director HR or HR business partner will combine the data and compare it to get an accurate and verifiable guideline to be forwarded to the CEO or supervisor for scoring and evaluating work results.

Management Compensation Structure

The Board of Directors annually reviews and approves the CEO and Executives’ Compensation Policy with respect to the following principles:

Base Salary

The level of base compensation reflects each associate key responsibilities, job characteristics, experience and skill sets. The company pays the salary by transferring into the account monthly. Base compensation is reviewed annually, and any increase reflects merit based on performance, as well as market movements

CEO & Management Compensation in 2022 compared to the previous year

Unit: millions of baht	Executives’ remuneration	
	2021	2022
Persons	9*	8
Salary / bonus / Other benefits	166.81	175.95
Provident fund contribution	4.89	7.16
Long Term Incentive	22.42	40.12
Total	194.12	223.23

Remark : * The total remuneration for management is including executives who has resigned and appointed during 2021.



Monetary Compensation

- : Remuneration for the Company’s directors (only for their work as directors) in 2022 equaled THB 9.15 million (details are in 8.1.2)
- : The annual bonuses paid to directors for 2021 equaled THB 22.11 million (as per the resolution of the Annual General Meeting of shareholders on April 4, 2022)
- : Remuneration (including non-financial forms such as payments to the provident fund and social welfare) for eight executives in 2022 totaled THB 223.23 million
- : Total remuneration and bonuses paid to all the directors and executives as defined by the Securities Exchange Commission in 2022 equaled THB 254.49 million.

Long-term compensation

Long-term compensation is a type of remuneration that promotes sustainable growth in the business and creates value for shareholders. It encourages managements to stay with the Company and to consider the long-term prosperity of the organization and the best interests of shareholders as a priority when making any decision. The compensation rate will be considered based on the Company’s performance together with returns to shareholders, assessed in terms of Absolute Total Shareholder Return. The reward is based on three-year performance period and time-vested over three year.

7.5 Information Related to Employees

The Company’s employees are divided according to the main line of work. as follows:

As of 31 December	Year 2021			Year 2022		
	Male	Female	Total	Male	Female	Total
Monthly	665	1,015	1,680	633	1,000	1,633
Daily	2,919	5,400	8,319	2,966	5,811	8,777
Total	3,584	6,415	9,999	3,599	6,811	10,410

Human Rights and Equitable Treatment of Employees

The Company has a policy and determination to promote human rights practices throughout the supply chain and its use of labor. For the past three years, the Company has not had any conflicts with its employees and has always promoted worker rights and full social welfare for its workers. The Company has strictly followed all laws and regulations related to the hiring and use of labor. To remain loyal to its organizational ethics and mission statement, the Company follows a policy of fair and equitable compensation and distribution of benefits for workers with the aim of satisfying and retaining good quality employees and attracting more capable people. The Company strives to reward good work performance and to remain aware of the importance of fairness, the Company’s ability to compete in the labor market, cultural values, and laws and regulations.

Compensation Structure

The preparation process for succession planning of the position will be parallel with the Talent Review Process and Individual Development Plan. The Human Resources Department in cooperation with the management of each department, will jointly evaluate an employee’s potential. They will develop a clear development plan, especially for the successor. Moreover, for any employees who have high potential, the Company will provide analysis of capabilities in order to advance them in the step-wise development plan, including discussing possible career goals and employees’ expectations, along with regular monitoring and evaluation of their development.

Development plans will be adjusted as necessary according

to organizational needs and employees’ expectations so that the Company can be sure both employees and the enterprise will benefit as much as possible and that succession plans will meet their objectives, resulting in sustainable prosperity and thriving on all sides.

The payouts policy for both short and long term is consistent with the results of the Company’s operations by targets and measures each year in accordance with the Company’s long-term strategic plan, called Enterprise Objective. The measurement has four elements as follows:

1. Drive Superior Financial Performance - driving excellence in financial management and capital efficiency usage.
2. Accelerate Growth focused on innovation and premiumization of product portfolio, acceleration of reputational benefits and commercialization of sustainability initiatives, and developing new business in Tuna Oil and beyond
3. Improve Productivity through a culture of continuous improvement, SG&A optimization and cash management
4. Work on Business Fundamentals—supporting and promoting personnel who are role models in upholding Thai Union’s 6 core values, developing and retaining valuable human resources, sustaining and increasing employee engagement with the enterprise, and emphasizing a compelling long-term strategy in order to allocate resources towards strategic and high-value opportunities.

Changes in worker numbers are mostly increases because the Company needs more workers because its customers have growing demand for its products.

Total Employee Compensation (only TU) in 2022 amounted to approximately THB 3,348.62 million, consisting of:

• Salaries and other	THB	930.66	million (sales and administrative expenses)
• Salaries, wages, allowances and other	THB	1,929.78	million (sales costs)
• Directors’ compensation and meeting fees	THB	9.17	million
• Adjustment for directors’ 2021 bonuses underestimated	THB	1.50	million
• Directors’ 2021 bonuses (to be paid in 2022)	THB	22.11	million (set as expenses payable)
• Annual bonuses	THB	230.91	million
• Payments to provident fund	THB	61.59	million
• Social welfare and SSO	THB	41.00	million
• Training and seminars	THB	25.17	million
• Retirement parties	THB	57.19	million
• Workers’ retirement fund	THB	39.97	million
• Medical expenses	THB	19.60	million
• Other welfare for workers	THB	73.32	million
• Recruitment expenses	THB	48.80	million
• Long-term employee benefits	THB	69.10	million
• Other benefits	THB	19.08	million



The provident fund was jointly established by the Company, its subsidiaries and its employees following the stipulations of the Provident Fund Act B.E. 2530. It consists of money that comes from monthly contributions equivalent to 2–5 percent of each employee’s wages (when they have been working for the Company more than 10 years, employees may opt to increase their contributions up to 15 percent) and additional money that the Company and its subsidiaries may contribute at the rate of 2-10 percent of each employee’s wages, depending on how long the employee has been with the firm. The provident fund is administered by One Asset Management Co., Ltd. is the fund manager and Bangkok Bank is a member registration service provider and a custodian (Bualuang i Funds system). The provident funds of the Company’s subsidiaries are managed by Kasikorn Asset Management Company Limited and Tisco Asset Management Company Limited.

Performance-based bonus

It is a reward that varies according to the success of the work in the short term compared to the annual plan, compared with the remuneration in the labor market in the relevant business. Performance bonuses tie annual key performance indicators (KPIs) that determine overall company and individual employee performance.

Other compensation or benefits

The main purpose of providing other benefits and the special benefit is to create security for employees, and help in the case of elderly employees, health problems, disability or death by provident fund, health insurance plan, and various welfare in line with the practice in the labor market and as required by law.

As for worker benefits after they have ceased to be employees of the Company, or the Benefit Project, the Company and its subsidiaries calculate what is owed according to the Benefit Project using the Projected Unit Credit Method. An independent expert estimates the financial obligation using insurance mathematics principles as stipulated in labor laws. Money for this purpose is set aside in reserve each year in the debit section following IAS19 accounting standards. That way the Company is sure it will be able to pay any retirement benefits in full when each employee reaches retirement. In addition,

the Company has also considered the need to maintain reserves for paying employee wages and benefits in the event that the business temporarily halts for any reason. The Company thus expanded the coverage in its business impact insurance policy to cover payment of wages in the case of temporary stoppage.

The Company arranges many fringe benefits and activities to benefit its employees to give them a good quality of life and make sure they are in good health, which will be beneficial for all.

- Health-promoting activities for workers included:

- 1) Group life insurance and health insurance
- 2) Accident insurance
- 3) Annual health checkups
- 4) Health and pandemic disease check-ups
- 5) Drug tests
- 6) Staffed nurse’s office in the factories
- 7) Space to exercise, gymnasiums, football fields, and socialization spaces for employees and their families
- 8) Thai Union meets the TRAINER activity
- 9) Thai Union meets the TRAINER on-site activity

- Activities to promote unity and continuing participation

- 1) New Year’s party/Chinese New Year’s party (because of the COVID-19 pandemic, no parties were held but prizes were given in lucky draws)
- 2) Togetherness activities (via electronic media such as a singing contest where votes were cast at the workplace computers)
- 3) Anti-Corruption Day activity (broadcast live on the Facebook page: Anti-Corruption Organization of Thailand)

- Leisure/relaxation activities to engender good feelings for the organization

- 1) Factory reading room
- 2) Happiness on special day (a photo contest each month for employees born in that month)
- 3) TU Lifelong Learning Activity

In addition, the Company provides other benefits including uniforms, training, study visits, and scholarships to promote further study and skills training for employees of any educational level.

Succession Planning

The Board of Directors has recognized the importance of the succession planning in the top executives of the organization, particularly for organizing the leadership position as President and Chief Executive Officer and President of Global Frozen and Related Business. This also includes the top administration position of the Company in each region, which is an important part to be successful in the organization. By implementing a Human Resources Department coordinator to consider criteria and succession planning for both foreign and domestic executive positions, the Company can maintain high levels of confidence for stakeholders.

The Company has a policy to review the critical positions in the organization, the direct affect to business profits and corporate goals. The procedure is to consider the positions systematically each year so that it will be used in succession planning both long and short term.

The Human Resources Department will coordinate the succession plan by arranging a joint meeting between key management and top executives of HR management, both to strengthen business potential and continually reduce operation risks.

The succession planning for Thai Union is divided into two categories as follows:

1. Succession planning for critical positions to insure success for the business is to plan for a successor depending on the readiness of the position, which is divided into three groups as follows:

- a. Short term: Ready now
- b. Mid-term: Ready within 2-3 years
- c. Long term: Ready in 3-5 years

2. Succession for Emergency Plan: Preparation of an emergency successor candidate only in a critical period. The Company encourages individual parties to name a successor in the event of an emergency. It can be divided into sections and each section has the name of the responsible appointee. Succession planning in this category will have Group Corporate, Regional and Business Categories. In addition, the Company has a development readiness plan for an individual successor by analyzing their knowledge, abilities and skill development requirements. The successor should be ready to take over immediately whenever the Company needs. Such a development plan will be reviewed every year with the direct leadership of

the successor and the committees who are selected by the Company in each position level.

Avenues for Employees to Launch Appeals and the Complaint Management Process

The Company expects all executives and employees to follow accepted ethical business practices at all times and has provided an ethics handbook and guidelines for all workers to follow. This is to promote and support correct ethical business practices and make it a habit. If any employee notices a co-worker transgressing ethical standards or act of dishonesty at the workplace, he or she may report it. Also, employees may always ask for clarification about any part of the handbook and guidelines that are not completely understood, as well as make suggestions for better practice.

Lodging Complaints or Appeals or Making Suggestions

A whistleblower or an employee with a complaint may give the details, along with his or her name and address and a contact phone number (this information will be kept confidential and will have no effect on the employee) through one of the following channels:

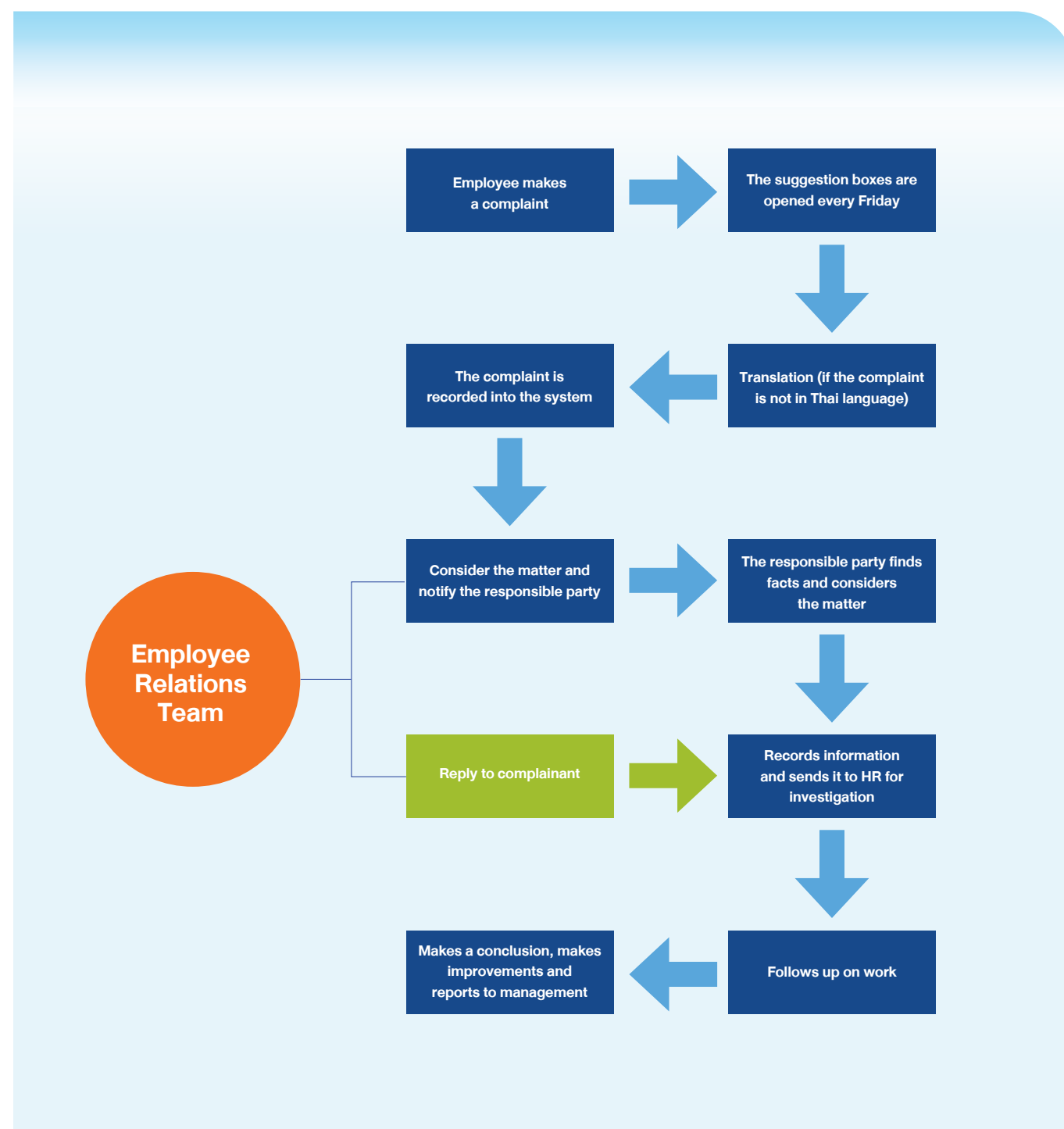
1. Tell a manager, supervisor or member of the Employee Relations (ER) team (as set and publicized by the Company)
2. Put a written note in a suggestion box (16 locations in the factories)
3. Call the 24-hours hotline +66 (0) 6-1417-2752
4. The Speak Out system (accessible via website <https://thaiunion.ethicspoint.com> or Tel. 1800-013-080)



5. HR People Connect system (accessible via website <https://peopleconnect.thaiuniongroupcareer.com/>)



Complaint Management Procedure



Protection and Anonymity of Whistleblowers

Complaints and appeals are confidential. Telephone conversations are not recorded. The Company is concerned about the safety of, or any possible damage to, whistleblowers and anyone who cooperates in an investigation about a complaint.

Any whistleblowers or filers of complaints will have their rights protected and defended according to the law and the guidelines set by the Company.

7.6 Other Important Information

7.6.1 Persons responsible for inspecting governance

2022 (Thailand Only)

1) Head of Internal Audit

Name Pongpol Plipuch
Position Deputy General Manager, Internal Audit
For qualifications, see Attachment 3

2) Responsible person in charge for accounting and finance

Name Thama Wongtanasin
Position Department Manager, Accounting and Controlling Factory
For qualifications, see Attachment 1

3) Company Secretary and Head Compliance Unit

Name Rapeepong Limwongthong
Position Company Secretary and Deputy General Manager, Legal, Compliance & International Tax
For qualifications, see Attachment 1

7.6.2 Individual responsible for investor relations

Name Ratinan Wongwatcharanon
Position Asisitant General Manager, Investor Relations
E-mail; ratinan.wongwatcharanon@thaiunion.com or ir@thaiunion.com

7.6.3 Independent Auditor

PriceWaterhouse Coopers ABAS Company Limited:

- (1) Pongthavee Ratanakoses CPA #7795 or
- (2) Chanchai Chaiprasit CPA #3760 or
- (3) Amornrat Pearmpoonvatanasuk CPA #4599

Remuneration for the Company's Independent Auditor

1. Audit Fee

In the past accounting year, the Company and subsidiaries paid an audit fee to the auditing firm where independent auditors are attached to, and where individuals or entities are related to the independent auditors and the auditing firm, in total 18 companies at THB 22,294,301.

2. Non-Audit Fee

The Company and subsidiaries paid remuneration incurred by the following services:

- Audit fee paid to the auditing firm where independent auditors are attached to, and where individuals or entities are related to the independent auditors and auditing firm for the amount totalling: -None-

- Audit fee for special items, pursuant to Notification Por 4/2001 of the Board of investment, paid to the auditing firm where independent auditors are attached to, and where individuals or entities are related to the independent auditors and auditing firm, in the past year in total eight companies at THB 1,400,000.

- Audit fee for special purpose and tax advisor at total THB 15,160,000.



8. Corporate Governance Report

8.1 Performance Report on Corporate Governance for the Year 2022

The Board of Directors of Thai Union Group Public Company Limited has realized the importance of good corporate governance, which should be provided by the Company based on a foundation of honesty, transparency, responsibility, ethics, trustworthiness, and high work standards, following best practices for registered companies. This will increase the enterprise's competitiveness, which will in turn build confidence among shareholders, investors and stakeholders, to make the Company operate with efficiency, stability, and sustainable growth along with added value in the investments for the shareholders in the long term. For these reasons, the Board of Directors has always been committed to running operations under a good corporate governance framework under the guidelines of the Stock Exchange of Thailand.

In the past year, the Company received a score of 100 points (full score) on the assessment of the Annual General Meeting of Shareholders by Thai Investors Association's corporate governance arm, which was designated by the Securities Exchange Commission to do the assessment. In the survey for the Corporate Governance Report of Thai Listed Companies in 2022, which is done to follow up on the developments of Thai companies using rating standards based on those designed by the Organization for Economic Cooperation and Development (OECD) and the corporate governance principles in 2017.

The Company also received an Excellent CG Scoring conducted by the Thai Institute of Directors Association (IOD) and also has been assessed for good corporate governance of listed companies in ASEAN (ASEAN CG Scorecard) for the year 2021 to be a Thai listed company that has been assessed in the ASEAN Asset Class level as a result of the company always placing importance on the development of good corporate governance.

8.1.1 Recruitment, Development and Evaluation of Directors

(1) Independent Directors

Under the Company's Corporate Governance Policy, at least one-third of board members and not less than three persons, must be independent directors with a 3-year term of office.

Definition of Independent Directors

Independent directors means directors who are qualified and independent in line with the same qualification criteria described in the Notification Governing Qualifications and Responsibilities of Audit Committee established by the Stock Exchange of Thailand. In addition, a person qualified to serve as independent director must be able to perform duties to preserve the best interests of all shareholders in an equitable manner without conflicts of interest and be available in Board meetings to give independent and unbiased opinions and judgments.

Qualifications of Independent Directors

- 1) Not hold shares more than 0.05 percent of total voting stocks of TU including stocks held by connected persons of the independent director, as well as nominees.
- 2) Not be nor have been a major shareholder.
- 3) Not be nor have been a Board member of its parent Company or an executive director, employee, staff, advisor who receives the salary of a controlling person of TU, its parent Company, its subsidiaries or its associated companies.
- 4) Not be any professional advisor.
- 5) Not have nor have had a business relationship with the Company, its parent Company, its subsidiaries, its associated companies or a juristic person who may have conflicts of interest, in the manner that may interfere with his independent judgment.
 - This relationship covers every kind of business transaction, including ordinary transactions, normal business support, rental of real estate, transactions involving assets and services, and giving or receiving financial assistance.
 - The level of significance that counts as not independent is transaction value ≥ 20 million baht or ≥ 3 percent of the Company's NTA, whichever is lower. When considering transaction value, the total of transactions that occurred within the last six months before the report will be taken into consideration.

- 6) Not be appointed as a representative of the Company's or its major shareholder's board members or a shareholder who is related to the Company's major shareholders.
- 7) Not have any characteristics which make him or her incapable of expressing independent opinions with regard to the Company's business affairs.

The aforementioned definition of independent director is based on the Company's Corporate Governance Policy established by the Board. Moreover, the Company's criteria are stricter than 'the criteria' required by the Stock Exchange of Thailand and the Securities and Exchange Commission in terms of stock holding ratio.

Recruitment of Independent Directors

The government will select qualified individuals who are not employees receiving a salary from the Company or any company in the group, who do not have any association with regular management. They are independent of big shareholder groups by holding shares in the Company not exceeding not 0.05 percent of the total voting shares, and can oversee the interests of small shareholders. They are proposed to a meeting of the Board of Directors to consider passing a resolution to appoint them, which will then be submitted to a shareholders meeting.

(2) Directors and Senior Executives

Principles and methods of nominating and appointing directors

The Company nominates a director with the Nomination, Remuneration, and Corporate Governance Committee incorporating factors of suitability and qualification of the director both current and nomination process, with diversity in terms of gender, race, ethnicity, nationality, country of origin or cultural background, age, experience, and criminal record factors of independence, business directions and overall factors of the Board of Directors, when comparing the business direction in the present and in the future. A Board Skill Matrix is prepared to determine criteria of nominating directors annually every year. In this review, the Nomination, Remuneration and Corporate Governance Committee will consider diversity

from the pool of names such as recommendations from company directors, or and nominations of individuals by shareholders and external consultants, or from the database of the Thai Institute of Directors.

Directors may be re-elected after the expiration of their term of office, except when the director position becomes vacant not by rotation during the year. It will be considered to nominate an individual who is appropriately qualified and does not have any legally prohibited qualifications for being a director, and there will be an investigation of personal records and qualifications, and including the databases of directors such as the list of names of directors and executives issuing securities of the SEC. This will be proposed to the shareholders meeting to elect the new director. A substitute director appointed to fill an interim vacancy shall be in the office only for the remaining tenure. At every Annual General Meeting of Shareholders, one-third of directors are to retire, for election to replace the directors who retire by rotation according to criteria and procedures set forth below.

1. Each shareholder has a right to vote in proportion to share volume owned; the principle of 'one share, one vote' is applied.
2. Each shareholder is required to cast the entire vote owned in one for one or more candidates but cannot split the vote into portions.
3. Candidates shall be entitled to a directorship based on votes received. A candidate with maximum votes is first entitled to directorship and followed by the other candidate with less votes, respectively. As a rule, the number of newly appointed directors must not exceed the number of new directors intended in that election.

Shareholders, if necessary, may pass resolutions to remove any director prior to the statutory expiration of their office term provided three quarters of majority votes of all shareholder's present at a meeting is recorded; and the aggregate share volume owned by shareholders must be greater than half of the aggregate share volume owned by all shareholders present at the meeting. Such cases shall be effective only when the qualifications of all Board members and the management comply fully with Section 68 of the Public Companies Limited Act of 1992 and the SEC's Regulation Governing the Rules, Conditions and Procedures for the Securities Offer and Permission dated May 18, 1992.

Number of directors from each group of major shareholders

- | | | |
|---|---|-----------|
| 1. Chansiri group | 1 | director |
| 2. Niruttinanon group | 2 | directors |
| 3. Mitsubishi Corporation Company limited | 1 | director |
| 4. Boonmechote group | 1 | director |

Executives and authorized persons nominated as above must not have any of the following prohibited attributes:

- (1) Is an individual with frozen assets or a bankrupt individual
- (2) Is a person incompetent or seemingly incompetent
- (3) Is a person on the blacklist of the Stock Exchange who should not be an executive according to the regulations of the Stock Exchange of Thailand.
- (4) Is the subject of legal action pursuant to laws on securities and securities markets, laws pertinent to operating a capital business, securities business or credit foncier, laws pertaining to commercial banks, laws pertaining to life insurance or laws pertaining to a similar kind of financial business, whether Thai laws or foreign laws, in an entity authorized by the law regarding offenses related to unfair securities trading, or management tending to fraud, embezzlement or corruption.
- (5) Was previously the subject of a verdict, or legal case or a fine from offences under (4)
- (6) Was terminated, dismissed or forced out of work due to corruption
- (7) Behavior showing the concealment of finances or true operating results of a listed company, or a company which had held a public offering of shares to the public, or showed false information, or concealed the truth which should have been stated in any document which is public or must be submitted to the office of the Securities and Exchange Commission.
- (8) Behavior during the course of duty as a director or an executive of a listed company, or a company which had held a public offering of shares to the public, with a lack of honesty, integrity or due diligence to look after the public interest and which caused severe damage to a company or its shareholders.
- (9) Behavior showing negligence in one's duty as appropriate in investigating or looking after a company or its subsidiaries to violate or not being compliant with laws, objectives and regulations of the company, including resolutions of shareholders meetings.

Before each Annual General Meeting of shareholders, the Company will give an opportunity for small shareholders to propose agenda items to shareholders and nominate

individuals for consideration as election as directors of the Company in advance, to submit to the Nomination, Remuneration and Corporate Governance Committee to consider and propose at the meeting. Small shareholders can study details, methods, conditions and download the forms for various requests from the Company's website at



https://investor-th.thaiunion.com/shareholder_meeting.html

8.1.2 Attendance at meetings and payment of remuneration for individual directors

Meetings attended in 2022

Name of Director		Board Meeting	Annual Shareholders Meeting	Extraordinary Shareholders Meeting	Reason for absence
1.	Kraisorn Chansiri	1/1	Attended	No meeting	
2.	Cheng Niruttinanon	7/8	Attended	No meeting	
3.	Chuan Tangchansiri	1/1	Attended	No meeting	
4.	Thiraphong Chansiri	8/8	Attended	No meeting	
5.	Rittirong Boonmechote	8/8	Attended	No meeting	
6.	Norio Saigusa	0/1	Attended	No meeting	
7.	Shoichi Okiwara*	5/7	Absent	No meeting	Appointed as a director by the Annual General Meeting of Shareholders
8.	Shue Chung Chan	8/8	Attended	No meeting	
9.	Nakorn Niruttinanon*	6/6	Absent	No meeting	Appointed as a director after the Annual General Meeting of Shareholders
10.	Thamnoon Ananthothai	7/8	Attended	No meeting	
11.	Kirati Assakul	7/8	Attended	No meeting	
12.	Nart Liuchareon	8/8	Attended	No meeting	
13.	Parnsiree Amatayakul	7/8	Attended	No meeting	
14.	Pakapan Leevutinun	8/8	Attended	No meeting	

Remark

- No.1 Kraisorn Chansiri and No.3 Chuan Tangchansiri resigned from the position of director on April 18, 2022.
- No.6 Norio Saigusa resigned from the position of director of the Company and Shoichi Ogiwara was appointed to replace the resigned director on April 4, 2022.
- No.9 Nakorn Niruttinanon Appointed as a director to replace Chuan Tangchansiri on May 9, 2022.

Individual Remuneration for the Board of Directors

(1) Remuneration in cash

Name of director		Meeting allowance (baht)	Monthly retainer (baht)	Audit subcommittee remuneration	Nomination, Remuneration and Corporate Governance	Risk management subcommittee remuneration	Director's bonus	Total remuneration
1.	Kraisorn Chansiri*	40,000	288,000				3,401,828	3,729,828
2.	Cheng Niruttinanon	140,000	480,000				1,700,914	2,320,914
3.	Chuan Tangchansiri*	20,000	144,000				1,700,914	1,864,914
4.	Thiraphong Chansiri	160,000	597,333			120,000	1,700,914	2,578,247
5.	Rittirong Boonmechote	160,000	480,000				1,700,914	2,340,914
6.	Norio Saigusa *	-	120,000				1,700,914	1,820,914
7.	Shoichi Ogiwara **	100,000	360,000				-	460,000
8.	Shue Chung Chan	160,000	480,000			120,000	1,700,914	2,460,914
9.	Nakorn Niruttinanon **	120,000	308,000				-	428,000
10.	Thamnoon Ananthothai	140,000	480,000	360,000	360,000	180,000	1,700,914	3,220,914
11.	Kirati Assakul	260,000	670,667			330,000	1,700,914	2,961,581
12.	Nart Liuchareon	160,000	480,000	720,000	180,000		1,700,914	3,240,914
13.	Parnsiree Amatayakul	140,000	480,000	360,000		210,000	1,133,943	2,323,943
14.	Pakapan Leevutinun	160,000	480,000			180,000	708,714	1,528,714
Total		1,760,000	5,848,000	1,440,000	540,000	1,140,000	20,552,709	29,721,538

Remark: The bonus payments based on the Company's 2021 performance were also made to the 2 Directors who resigned in 2021 namely: Sakdi Kiewkarnkha and Ravinder Sarbjit, totaling 1,559,171 THB.

* Director resigned during the year ** New Directors during the year

(2) Other director's remuneration: health insurance in the amount not exceeding 700,000 baht per year. (for Directors who are younger than 70 years old and have permanent residence in Thailand only).

8.1.3 Governance of subsidiaries and associated companies

The Board of Directors has the obligation to oversee policy and operations at subsidiary companies and other businesses in which the Company has invested significantly, and it is according to the Company's core business plan, including overseeing the Company and its subsidiaries to comply with regulations of the Stock Exchange of Thailand, summarized into the following topics:

- Monitoring the operations of subsidiaries or associated companies on a consistent basis.
- Controlling and overseeing business operations of subsidiary companies and associated companies to be according to the policies, goals, operational plans, strategies and budgets which have been approved.
- Approving investment budgets, transactions of acquisition or disposition of assets, taking loans or requesting credit from financial institutions, borrowing money, increasing capital, reducing capital and terminating companies with an effect on business operations of subsidiaries and associated companies.
- The Audit Committee reviews the credibility of financial statements, reviews internal control systems, internal audit, connected transactions, compliance with the law, and relevant

regulations, and overseeing the operations of subsidiaries and associated companies.

- The Risk Management Committee considers policies and methods to mitigate risk of subsidiaries and associated companies
- Appointing representatives as directors or executives in subsidiary or associated companies according to the shareholding proportion, to oversee that the Company's management is according to Company policy, efficiently and effectively.

Also, the Company has specified individuals appointed by the Company who must oversee subsidiary companies to have regulations in the matter of making connected transactions, in line with the Company's regulations.

8.1.4 Monitoring compliance with policies and principles of corporate governance

The Company gives priority to good corporate governance and has determined relevant policies and principles in its governance policies and business ethics, and also promotes genuine compliance to inspire confidence in all groups of stakeholders.

Over the last year, the Company monitored each department to ensure compliance with corporate governance covering every matter as follows:

(1) Preventing conflicts of interest

The Company has a clear code of ethics to not allow the Board of Directors or executives take a position in another company which is not a company in the Group and is in the same type of business, which might cause a conflict of interest.

- The Board assigns the Company Secretary to oversee and follow up items with potential conflict of interests and connected transactions. The Company Secretary is responsible for preparing a quarterly summary report of those items and transactions and regularly publicizes such reports at year-end in the Company's annual report and the data transaction Form. Furthermore, the Board and management members, in any Board meeting, are required to comply with good corporate governance policy by not participating in casting votes or giving opinions on any issues sensitive to conflict of interests or vested interests, and in 2022 there was no item which may be a conflict of interest.

- The Audit Committee has assigned the internal auditor to audit large transactions the Company has with suppliers, which are transactions connected with the Board of Directors, executives or Company employees which may be a conflict of interest.

The Company has approved the plan for business segmentations and specified that its subsidiary, the i-Tail Corporation PLC (ITC), be the flagship company in the pet food production and distribution business and pet care business, and that its other subsidiary, the Thai Union Feed Mill PLC (TFM), be the flagship company in the marine animals' feeds industry business. In order to clarify the business structure and prevent conflict of interest, the Company announces the policies, as follows:

- On 23 February 2022, the Board of Directors decided that as long as the Company remained the majority shareholder of ITC, its policy for ITC is to specify ITC as the flagship company in the production and distribution of pet food and

pet-related products. Thus, the Company shall not invest nor conduct business that would be competing in the said business segment, either directly or indirectly.

The Company and ITC also made the agreements to not company's business segment on 24 August 2022, with the details as follows:

1.1 The Company and other companies in the Thai Union Group (not including ITC and the companies in the ITC group) agree to not compete or invest directly or indirectly in the pet food business, pet care business or other related businesses, including the investments in start-up companies under the SPACE-F project that is considered to be in competition with ITC and companies within the ITC group. Also, the Company shall not enter into partnerships or be major shareholders of other companies that are similar to or in competition with ITC or companies within the ITC group, excluding only the investments made through ITC or companies in the ITC group.

1.2 ITC and companies within the ITC group agree to not compete or invest directly or indirectly in the human food business or other related businesses that would compete with the Thai Union PLC or other companies in the Thai Union Group. Also, ITC and companies within the ITC group shall not enter into partnerships or be major shareholders of other companies that are similar to or in competition with the Thai Union PLC or other companies in the Thai Union Group, excluding only the investments made through the Thai Union PLC or other companies in the Thai Union Group.

Nonetheless, the operation of human food business that ITC was active in but had since stopped conducting the said operation in 2022 is exempted from the clauses of this agreement.

1.3 Each party of this agreement will set up measures to ensure that each party, as well as other companies in their respective groups, fulfills its obligations to not invest nor conduct business as specified in (1) and (2) of this agreement.

1.4 This agreement enters into force on 24 August 2022, and will stop being effective if any of the following instances take place:

- (a) If changes in the shareholder structures occur and have resulted in Thai Union PLC no longer being the majority shareholder of ITC. The definition of ‘majority shareholder’ here is the same as the definition as specified in The Office of the Securities and Exchange Commission’s announcement, or
- (b) ITC ceases being a listed company in the Stock Exchange of Thailand.

2. On 20 February 2019, the Board decided that as long as the Company remained the majority shareholder in TFM, the Company shall not invest nor conduct business that would be in competition with the TFM’s marine animals’ feed industry business, either directly or indirectly, except in the following cases:

2.1 The Company’s investment in the marine animals’ feed industry business in Avanti Feed Ltd. (AVANTI), which the Company and subsidiaries have had prior to the announcement of this policy

2.2 The increase in shares proportion in AVANTI that stems from the right offering to original shareholders according to shares proportion. Nevertheless, the Company shall do its utmost to decrease the said increase in shares proportion to not exceed 25.1 percent of the paid registered capital of AVANTI. The increase in AVANTI shares proportion is also allowed if it is done to preserve the rights of the Company as a shareholder of AVANTI or other companies in the AVANTI group.

2.3 Other cases which the Company and TFM may agree on at a later date in compliance with the related laws and regulations, including those under the 1993 Stock and Stock Exchange Act (amended) and related regulations as specified by the Capital Market Supervisory Board or the Securities and Exchange Commission, the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

(2) Using internal information for personal benefit

The Company has determined measures to prevent the use of internal information by directors and executives for personal benefit. Every individual has been informed that the Board of Directors has determined measures to oversee and monitor transactions which may be a conflict of interest and connected transactions, which are considered carefully as to their appropriateness in a free and open manner, within the framework of good corporate governance practice, consistently for the Company’s benefit, as if it was a transaction with an external party. A summary report is prepared quarterly and disseminated at the end of the year in the annual report and the annual data transaction report on a consistent basis. Furthermore, the Company has stipulated that the Board and management members must report to the Company their vested interests in the Company’s and its subsidiaries’ operations and management, or those of their connected persons. This requirement is aimed to furnish necessary information to the Company and to enable the Company to comply with its own connected transaction handling procedures, which are established to prevent such items with potential conflict of interests from leading to possible siphoning of corporate funds and interests from the Company and its subsidiaries.

There are mandatory duties to report any changes made to the securities ownership of their own, those of their spouses and children below lawful age who intend to trade the Company’s securities must notify the Company Secretary or the person assigned by the Board of Directors at least one (1) day in advance as well as must report to the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) pursuant to Section 59 of the Securities and Exchange Act B.E. 2535 on immediate basis and not later than three business days following the date of purchase, sell, transfer or receipt of such securities. The Board or management members or sections with access to, or knowledge of, internal information are not allowed to leak the information to outsiders or other unauthorized persons. In addition, no securities trading by those management is allowed within the period of 30 days prior to the disclosure of financial statements or any other material information to

the public in order to prevent illegal use of internal information undisclosed to the public, which can affect the trading of the Company’s share on the Stock Exchange of Thailand. Rules and regulations concerning the exchange of stock by the Directors, Executives and employees including other persons as specified by the Company are formulated in order to ensure confidence that the Directors, executives and employees follow the 1993 Stock and Stock Exchange Act and other announcements that concerning stock exchange.

Furthermore, every year the Board of Directors prepares a form assessing the adequacy and suitability of the Company’s internal control systems under the following main headings.

1. Control Environment
2. Risk assessment
3. Control of operations
4. IT systems and communicating data
5. Monitoring systems

As well as this assessment, the Audit Committee is also the body providing adequate and appropriate oversight to the Company’s internal control systems. It also monitors the operations of the Company and its subsidiaries to look after and protect the Group’s assets. The Audit Committee is free and its operations and therefore, the audit department makes an audit of different departments in the Company and its subsidiaries over the year to compile and present to the Executive Committee and the Board of Directors for review.

(3) Anti-corruption

The Company has an official Anti-Corruption Policy which has been reviewed and approved by the Board of Directors. The Company has announced its intention to oppose corruption which has been certified by a Collective Action Coalition Certificate of the Private Sector Collective Action Coalition Against Corruption no. 4/2560, to be a member of the coalition on February 12, 2018. Subsequently, the Company considered extending its membership and received a certificate on December 22, 2021.

To reaffirm the Company’s commitment to the ‘Zero Tolerance’ principle, in 2022, the Company participated virtually in the activities held by the Anti-Corruption Organization of

Thailand, the Royal Thai Government and the National Anti-Corruption Commission on 6 September 2022 and 9 December 2022, respectively. The Company also announced the No Gift Policy during the New Year festive season to foster good practices in its personnel’s conduct, with the objective to ensure that its personnel at every level fulfil their duties without vested interest, illustrating the Company’s commitment to good corporate governance.

The Anti-Corruption Policy has the following details: The Company will not allow corruption in any form, covering the business and all transactions in every country and every business unit. The Company has organized principles and determined procedure of anti-corruption practice which has strict details to prevent and or deal with corruption in all forms to be compliant with this policy. In this, the Company has reviewed its practices and procedure consistently, to be consistent with changes in the law, business and maintenance. The business is operated on the basis of correctness and fairness with directors, executives and employees compliant with the policy on a broad basis, and the policy is communicated to external stakeholders to prevent the risk of corruption, as well as giving training to employees. Further to this communication, employees may access the various associated policies through Ocean Connect Thai Union, an internal communications channel. External stakeholders such as suppliers can access the relevant policies through the Company’s website.

The Company shall provide protection to Board members, management and employees who act against corruption in accordance with this Policy and respective Code of Conduct. Anyone who violates this Policy and Code of Conduct shall be subject to disciplinary action in accordance with the Company’s rules and regulations. There are also measures to protect in the same way throughout the Company to be fair to complainants or persons giving cooperation by whistleblowing. Whistleblowing is a tool giving advance warning and is a channel to stamp out corruption, as it helps to address issues thoroughly before they escalate and cause a severe impact to the reputation and financial status of the Group. The Company also has regular training for employees to have knowledge about policy and principles of anti-corruption.

The Company has provided a Whistleblower Platform for Thai Union employees around the world. In this, the Company has a policy of confidentiality and protection to whistleblowers.

Role and responsibilities

1) The Board of Directors are responsible for making sure that the business conduct is transparent, accountable, and strictly in accordance with Anti-Corruption policy, respective codes of conduct and procedures. The Audit Committee is responsible for: Overseeing internal controls, both financial and operational, of accounting and documenting procedures including all other anti-corruption related procedures, providing channel(s) for complaints or reports of corrupt activities, providing advice on the implementation per Anti-Corruption Policy and Code of Conduct, and reporting finding(s) to the Board of Directors on a regular basis.

2) Management is responsible for implementing this Anti-Corruption Policy, including communication and awareness-raising among internal and external stakeholders. Proper management systems and measures must be put in place and periodically reviewed to ensure effective governance and implementation in alignment with the intent and new developments in the current business conduct as well as changing laws, rules and regulations.

3) Management and employees at all levels are responsible for mitigating and preventing corruption-associated risks in their assigned duties, and are responsible for reporting of corrupt activities.

General Provisions

1) Board members, management and employees must agree to perform their duties and services in compliance with the Company Anti-Corruption policy; and must not allow any person, whether directly or indirectly, to exert influence on their behalf so as to engage in any corrupt practice, with the purpose of obtaining any personal or undue advantage.

2) In addition to carrying on their duties as assigned, corrupt practices as mentioned in section 1 also include:

- Giving or accepting gifts or hospitality
- Giving or accepting cash or its equivalents
- Facilitating payments
- Bribing government officials or third parties or accepting or soliciting bribery
- Embezzling Company assets or working hours
- Laundering money

- Obstructing or impeding due administration of justice or judicial proceedings
- Making any political contributions, whether in cash or in kind, including offering goods and services or contributing for advertising purposes, etc.
- Donating to charitable causes sponsorships must be transparent, make without any subterfuge and have appropriate mechanism to audit or monitor in order to ensure that it will not make for bribery or to seek any illegal commercial advantages.

(4) Personal Data Protection Policy

The Company gives utmost concern to the protection of the personal data of customers, staff, employees and all stakeholders. To this end, the Company has announced the Personal Privacy Notice on the collection, usage and disclosure of personal information, as well as the Personal Data Protection Policy. These policies apply not only to the operation of the Company's personnel, but also that of business partners and other persons who are required to access and analyze the personal data in place of or on behalf of the Company. The Company gives assurances that all such undertakings are done correctly, with the persons who have disclosed their data acknowledging the objective and details of the personal data, while being confident in the Company's operation concerning their personal data.

Practices for the Operation of The Company's Personal Data Controller

To abide by the law and regulations concerning personal data protection and to avoid the unwanted deletion, access, usage, change, modification and disclosure of personal data without appropriate authorization, The Company has established the Personal Data Inventory to analyze the personal data in the Company according to the data flows, and categorize the data based on risk and the severity of impact to the data owners' rights and liberty should the data be leaked. The Company also bases all their decisions to analyze the personal data on legal basis, as well as designate and formulate the policy on the protection of personal data, which has been approved by the Board of Directors. Guidelines and steps on how to inform the data owners about the collection of personal data via the privacy notice and consent form are also laid out. This includes the request to access the personal data, the formulation of regulation to preserve

personal data security, and other steps taken to ensure the data owners that the Company realizes the importance of personal data protection. The Company is committed to maintain the confidentiality, integrity and availability of all personal data collected, while making sure that the data is protected in accordance with relevant law and regulations.

(5) Whistleblowing and Complaints

The Company provided a channel for whistleblowing or complaint-making that stakeholders are or may be affected by the damage caused by the Company's operation, or the employees are involved in unlawful, dishonest acts or corruption by directly submitting the case or via post to:

Chairman of the Audit Committee
or Deputy General Manager of Internal Audit
Thai Union Group Public Company Limited
23rd floor, S.M.Tower, Phayathai, Bangkok 10400
Telephone 0-2298-0024 ext. 4340
Facsimile 0-2298-0024 ext. 4369
Email address: complaint@thaiunion.com
Or on the Company's website at



http://investor-th.thaiunion.com/complaints_handling.html

Once the Company has received information or complaints from stakeholders, the Company will conduct preliminary investigation to determine the complaint types. Then, the Company will collect information and coordinate with related agencies in gathering evidence, information and in considering how to proceed. If the complaints concern fraudulent activities or corruption, the agencies involved will coordinate with the Audit Division to further investigate the matter. There are also many other internal channels for employees' complaints to suit each person's convenience. Details of these channels can be seen under the heading, 'Employee Complaint Channels.' The whistleblowers or filers of complaints that are employees, customers, individuals hired for work by the Company or other groups of stakeholders who are whistleblowers, will have their rights protected and defended according to the law or the guidelines set by the Company.

In 2022, the Company received two complaints via the complaint channel for outside persons and employees regarding business and policy misconducts. The Audit Committee, Internal Audit Department, Legal Department and Human Resource Department will jointly investigate the matter, and if it is found to be truthful, the Company will then consider what to do next and what the punishments for the persons in question should be. This includes disciplinary actions for any persons responsible for the said misconducts, ranging from verbal warning and written warning to dismissal.

(6) Contacting the Board

The stakeholders may express their opinions, recommendations, complaints, or whistleblowing on discoveries which may damage the Company, the Company's unlawful actions or unethical actions, in writing and send them to the Audit Committee or the Board of Directors:

1) By mail to the address below:
Thai Union Group Public Company Limited
Company Secretary Department
979/12 M Floor, S.M. Tower, Phaholyothin Road, Phayathai,
Phayathai, Bangkok 10400

2) By E-mail:
The Board of directors through the Company Secretary at



CompanySecretary.TU@thaiunion.com

3) Through the company's website at <https://www.thaiunion.com/en/contact> and choose the department you wish to contact as the Company Secretary or through the website



<http://thaiunion.ethicspoint.com>

8.2 Report on Performance of the Audit Committee in 2022

Report of Audit Committee

The Audit Committee of Thai Union Group Public Company Limited (the Committee) comprises three independent directors who are experts in finance, accounting, organization management, law, information technology, internal control and risk management. Each member of the Committee meets the criteria as stipulated by the Stock Exchange Commission and the Stock Exchange of Thailand. None of them holds any managerial positions, nor are they employed by, or do they perform, consulting roles for the company.

For the year 2022, the Audit Committee held 13 meetings, to review the Company's consolidated financial statements that had been certified by the external auditor, the Group's internal audit results and corrective actions, visited the Company and its subsidiaries both domestic and overseas and also had a meeting with external auditor.

Membership and meeting attendance 2022

Name	Position	Attendance / Audit Committee Meeting
1. Nart Liuchareon	Chairman of Audit Committee	12/13
2. Thamnoon Ananthothai	Audit Committee Member	13/13
3. Parnsiree Amatayakul	Audit Committee Member	13/13

The Committee, appointed by the Company Board of Directors, independently performed its duties in accordance compliance with the Audit Committee Charter which has been reviewed in conformance with current business situation and approved by the Board of Directors in annual basis. The Committee hereby summarizes the tasks performed in 2022 as follows:

1. Financial Statements Review

The Committee has reviewed the quarterly and the annual financial statements of Thai Union Group Public Company Limited, including the notes and the consolidated financial statements of Thai Union Group Public Company Limited and its subsidiaries. The statements have been prepared according to the Thai Financial Reporting Standards (TFRS) which is in conformance with the International Financial Reporting Standards (IFRS). The Committee scrutinized the reports on important and special issues and where queries were made, explanations were promptly answered by the external auditor, management and manager—Audit Unit and IT Audit Manager, to the satisfaction of the Committee. The Committee concluded that the disclosure of the financial statements is in full compliance with the law and financial reporting standards and that the statements have been reviewed and audited by the external auditor with unqualified

opinion. The Committee met the external auditors without the presence of company management to freely discuss the acquisition and review of material information involved in the preparation of the financial statements, the disclosure of information in accordance with relevant financial reporting standards for the benefits of the user of the financial statements, and Key Audit Matters, as well as to consult them about audit plans, freedom of execution and information technology audit. They assured that they retained their independence to work without being impeded, and received full support from the Company management and personnel and were not informed by the external auditor about suspicious behaviors of directors, managers or persons responsible for business operation of the Company, and that such behaviors may violate paragraph 2 of Section 281/2, Section 305, 306, 308, 309, 310, 311, 312 or 313 of the Securities and Exchange Act.

2. Review of Connected Transactions: Acquisition and Disposition Transactions and Transactions which might result in Conflict of Interests

The Audit Committee had reviewed and provided opinions on the connected transactions and transactions which might result in conflict of interest in accordance with the regulators prior to presenting them to the Board of Directors and/or the shareholders according to the transaction scale, to ensure that the transactions were transparent and reasonable and also disclosed to the Stock Exchange of Thailand accurately, completely and adequately in timely manner.

3. Review of Corporate Governance

The Committee has reviewed the efficiency and effectiveness of corporate governance and found that the Company has strictly complied with the policy, with the Board of Directors and the Management serving as role models. The anti-corruption policy continued to be actively implemented. In addition to recertification by the Private Sector Collective Action Against Corruption (CAC). The Company has also demonstrated corporate governance with care for society and the environment. In addition, the Committee has reviewed the Company's compliance with laws and regulations on securities and exchanges and applicable business legislations, especially on related party transactions and potential conflict-of-interest transactions. In summary, the Committee reviewed their own performance through self-assessments; preparedness of the directors; financial reports; external audit minutes; related party transactions review; information disclosures; risk management; internal control; complaint-handling and whistleblowing process; IT management; minutes of board meetings; internal audit performance and Audit Committee secretary review. The Committee agreed that the corporate governance is satisfactory. In addition, a Whistleblowing system has been established to provide channels for reporting violations of the law and non-compliance with the Company's Rules, Regulations, Code of Conduct, and the Anti-corruption Policy in order to provide opportunities for employees and stakeholders to report or inform on irregularities in any area related to Company's operation.

4. Review of Risk Management

The Company has Group Operations Assurance and Risk Management to be the coordinator and responsible for the corporate risk management duties. The company has in place a risk management committee with an independent director as its chairman. The committee was responsible for reviewing the structure, policy, framework and plans for risk management. The sub-committee was also accountable for revising the risks and risk monitoring on a quarterly basis, taking into consideration internal and external risk factors that could impact the company and managing them to an acceptable level. Also, the alert mechanism has been reviewed according to standard set.

5. Review of Internal Control

The Committee has examined the internal control system evaluation by regularly perusing the work plan and internal audit reports, both internal audit and IT audit, and as reported in the internal control adequacy assessment of the Securities and Exchange Commission (SEC). The Committee concluded that Thai Union's internal control was adequate and appropriate for its business operations. This corresponded with the external auditor's opinion that there was no material deficiency that might impact the consolidated financial statements of Thai Union Group Public Company Limited and its subsidiaries and the separate financial statements of the Company.

6. Internal Audit and IT Audit

The Committee has conducted an annual review of the Audit Committee Charter and the Internal Audit Charter to ensure their relevancy to current risk and business environment. In 2022, the Internal Audit Unit performed an internal audit in accordance with the COVID-19 situation and risks in the new normal era by utilizing data analytics in order to improve the efficiency of risk analysis. In addition, Fieldwork was conducted as needed and also remote audited instead. The internal auditor asserted its precedence in developing personnel and auditing tools complying with internal auditing standards.

7. Appointment of External Auditor for the year 2023

The Committee is satisfied with the external auditor performance in the past year. Furthermore, after the Committee already reviewed the qualifications and independence of the auditors, they found that the auditors have fully complied with regulations including the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) regulations. The Committee recommended that the Board of Directors propose the appointment of Pongthavee Ratanakoses, Certified Public Accountant Registration No. 7795, and / or Chanchai Chaiprasit, Certified Public Accountant Registration No. 3760, and / or Amornrat Pearmpoonvatanasuk, Certified Public Accountant Registration No. 4599, from Pricewaterhouse Coopers ABAS Limited as the external auditor(s) of the company and subsidiaries for 2023 at the Annual General Meeting of Shareholders. In the absence of the above-named auditors, Pricewaterhouse Coopers ABAS Limited is authorized to identify one other Certified Public Accountant within Pricewaterhouse Coopers ABAS Limited to carry out the work.

In summary, the Audit Committee executed its charter duties and responsibilities with due competence, care, prudence, and freedom while providing comments and advice for the equitable benefit of all stakeholders. Its view is that the Company's financial statements are accurate, credible, and align with Thai Financial Reporting Standards (TFRS). In addition, the Company practiced compliance with applicable laws and business obligations, adequate risk management and internal control, conformance to rules along with efficient and effective internal audit. Furthermore, the Audit Committee has further given its opinions that the business operation with full abilities of the top management and all employees of the Company under the principles of good corporate governance would enable to generate satisfactory and sustainable growth of the Company; as a result, all stakeholders of the Company would be able to receive sustainable returns.



Nart Liuchareon
Chairman of Audit Committee
19 January 2023

Meeting between the Audit Committee and external auditor with no management in attendance

The Audit Committee held a meeting with the external auditor with no management in attendance at the meeting, to be informed all the independence of the companies auditing and that of its subsidiaries, including the sufficiency of internal controls, risk management and cooperation with managers and operatives of every department audited. The external data confirmed its independence in auditing according to the scope and general accounting practice in every aspect. Executives and operatives in every department who are audited gave good cooperation, observations and suggestions, for cooperation in improvements of internal control systems and risk management systems to be at an adequate and appropriate level, for both internal and external auditing.

8.3 Summary Performance of Other Subcommittee

8.3.1 Report of Executive Committee

Membership and meeting attendance 2022

Name and surname		Position	Status	Attendance	
1.	Cheng Niruttinanon	Chairman of Executive Committee	Director	8/8	(100%)
2.	Thiraphong Chansiri	Member of Executive Committee	Director	8/8	(100%)
3.	Rittirong Boonmechote	Member of Executive Committee	Director	8/8	(100%)
4.	Ludovic Garnier	Member of Executive Committee	Executive	8/8	(100%)

In 2019, the Board of Directors approved the setting up of the Executive Committee (ExCom) to act on behalf of the Board which comprises of three executive directors and one executive, totaling four person.

In 2022, the Executive Committee held a total of eight meetings and performed its duties in accordance with authorities and responsibilities in its charter with the summary as follows:

1. Review and approve investments projects within the Executive Committee's limit and in accordance with the direction and focuses of Thai Union Group strategy.
2. Review and approve Thai Union corporate financing support to subsidiaries including capital injection, reduction, capital restructure or divesture. As well as granting security or guarantee commitment for subsidiaries to borrow from financial institution.
3. Review and approve other tasks in accordance with authorities and responsibilities in the Committee's charter
4. Review and approve other matters as assigned by the Board of Directors.



Cheng Niruttinanon
Chairman of Executive Committee

8.3.2 Nomination, Remuneration and Corporate Governance Committee

Membership and meeting attendance 2022

Name and surname		Position	Status	Meeting attendance	
1.	Thamnoon Ananthothai	Chairman of Nomination, Remuneration and Corporate Governance Committee	Independent director	3/3	(100%)
2.	Nart Liuchareon	Member of Nomination, Remuneration and Corporate Governance Committee	Independent director	3/3	(100%)

Report of the Nomination, Remuneration and Corporate Governance Committee

Dear Shareholders

In 2022, the Board of Directors Meeting No. 1/2022 approved to extend the scope and responsibilities of the Nomination and Remuneration Committee to oversee corporate governance matters, ensure fairness to all stakeholders and rename it from the ‘Nomination and Remuneration Committee (NRC)’ to the ‘Nomination, Remuneration and Corporate Governance Committee (NRCG)’. NRCG has performed its duties assigned by the Board of Directors as defined in its charter in terms of recruiting and selecting member of the Board who were previously proposed to the Board of Directors. With respect to the nomination process, the NRCG prioritizes candidates who are qualified by knowledge, capabilities, experience, expertise, vision, ethics, and the ability to devote sufficient attention to the Company’s operations as well as proposed a compensation plan for the Board and its committees. NRCG also determined the scope and guidelines, and amend policies related to corporate governance to suit the company’s business operations, for recommendation and proposal to the Board of Directors.

The Nomination Remuneration and Corporate Governance Committee convened three (3) times, and each time a quorum was met with the following resolutions:

1. Policy and Criteria Formulation on Directors’ Nomination

- Following good corporate governance, the Company granted the right to allow shareholders’ proposal of decent persons they think fit to become director candidates, as an agenda item for the 2022 Annual General Meeting of Shareholders. Following the Company’s announcement of such grant of rights through the Stock Exchange of Thailand and on the corporate website between 27 September, 2021 to February 4, 2022, there was no candidate proposed as a shareholder meeting agenda item through the entire 131 days entry period.
- Considered a proposal to appoint Nakorn Niruttinanon to the position of Executive Director, to replace Chaun Tangchansiri a director who has resigned from his position

- as a director effective 9 May, 2022.
- Approved the amendment of Board skill matrix, to cover a new director replacing the resigned directors before proposing the qualified candidates to the Board of Directors for their consideration.
- Reviewed and considered the qualifications of those who will be members on the Board of Directors as the term of the existing four ended, using criteria and methods of recruitment as considered above. The four Directors were proposed to reappoint the membership of the Board of Directors. The reappointment decision was proposed to the Board of Directors to receive approval at the shareholders’ meeting respectively.
- To mitigate the risk of losing key executives for the

company, the Committee has reviewed executives’ succession plans into consideration. The details of the succession plan have been carefully and transparency considered.

2. Compensation Policy
Compensation and Remuneration for Company’s Directors and Executives

Proposed the compensation and remuneration for the Company’s directors, subcommittees and executives schemes based on their responsibilities and the Committee compensation reference conducted by the Thai Institute of Directors (IOD). The Committee also revealed the compensation of the directors and subcommittees as well as executives in the 56-1 One Report following good corporate governance principles.

3. Compliance and Corporate Governance Policy Review

1. Considered and reviewed the Corporate Governance Code for listed companies (CG Code) and to provide feedback on the Company’s guidelines and practices of the directors as well as corporate governance criteria.
2. Proposed to the Board of Directors to approve the securities trading policy with a view to preventing the use of inside information by requesting the directors, executives and employees.
3. Reviewed and proposed the Committee charter to oversee corporate governance matters and responsible
4. Evaluated and reviewed the performance of the Board of Directors, subcommittees and the Chief Executive Officer over the year, following the Company’s good corporate governance policy.

The Nomination, Remuneration and Corporate Governance Committee has fully executed its duties as assigned by the Board of Directors with due diligence and transparency for the highest benefit of the company and every shareholder.

Thamnoon Ananthothai
Chairman of the Nomination, Remuneration
and Corporate Governance Committee

8.3.3 Risk Management Committee

Membership and meeting attendance 2022

Name and surname	Position	Status	Attendance
1. Kirati Assakul*	Chairman of Risk Management Committee	Independent director	3/4 (75 %)
2. Parnsiree Amatayakul*	Member of Risk Management Committee	Independent director	4/4 (100%)
3. Thamnoon Ananthothai	Member of Risk Management Committee	Independent director	4/4 (100%)
4. Pakapun Leevutinun	Member of Risk Management Committee	Independent director	4/4 (100%)
5. Thiraphong Chansiri	Member of Risk Management Committee	director	1/4 (25 %)
6. Shue Chung Chan	Member of Risk Management Committee	director	4/4 (100%)
7. Ludovic Garnier	Member of Risk Management Committee	Executive	4/4 (100%)
8. Adam Brennan	Member of Risk Management Committee	Executive	3/4 (75 %)

* Kirati Assakul was the chairman of the committee until October 2022. Parnsiree Amatayakul was appointed to be the chairman in November 2022.

Report of Risk Management Committee

Dear Board of Directors and Shareholders,

The Risk Management Committee (The Committee) was appointed by the Board of Directors to oversee the effectiveness and efficiency of the Company’s Group-wide risk management, as well as investment risk management process with the objective to increase positive outcomes and opportunities, reduce performance variabilities and risks, enhance enterprise resilience as well as improve resource deployment.

In 2022, the Committee performed duties in compliance with the Risk Management Committee Charter and align with good corporate governance principles. The Committee has overseen risk management implementation, Group-wide and investment risks, and ensured and provided suggestions on the adequacy and appropriateness of risk response.

The Committee concluded that the Company’s risk management framework and processes were adequate and effective, with full support from management personnel. The processes were able to identify significant risks with appropriate responses to facilitate the achievement of the Company’s corporate goal of ‘Healthy Living, Healthy Oceans.’

The Committee held four meetings and keys tasks performed are highlighted below:

Reviewed Risk Profile and Mitigation

Thai Union Group, as a global company with operations and facilities in various countries, has continuously managed risks toward strategy and performance especially in 2022 that was full of global challenges including the impact of COVID-19, geopolitical tensions: Russia-Ukraine war, US-China, unfavorable economic conditions, high inflation and interest rate hikes. These factors had a direct and indirect impact to Thai Union Group in higher cost of raw material, packaging, ingredients, energy, logistics and impact to revenue in some regions or product categories.

The Committee has taken significant consideration of those risks, the responses, and provided recommendations to executives to ensure the implementation of comprehensive measures in place and support business continuity.

In addition, the Committee also considered other corporate risks below to ensure the effectiveness of Group-wide risk management in diverse aspects. Risks that were considered included:

1. Reviewed corporate risks profile and mitigation strategies

in response to the dynamically changing external and internal environments, including:

1.1 Strategic risk – macroeconomic, industry, innovation, climate change and other sustainability risks;

1.2 Operational risk – raw material prices and supply availability, conversion cost, major damage at production plant, health and safety, and cybersecurity;

1.3 Legal & Compliance risk – regulatory compliance, litigation, and PDPA Act readiness; and

1.4 Financial risk – exchange rates, interest rates, liquidity, funding and capital, customer credit, international and local tax changes.

2. Reviewed risk appetite, risk assessment criteria, Group-wide risk management framework and manual, risk management policy, and risk management committee charter.

3. Reviewed new, ongoing, and strategic investments risk profile and mitigation which included:

3.1 Investment in Red Lobster® in the U.S.;

3.2 Investment in New Culinary Project, automation and ready-to-eat production line in Thailand;

3.3 Investment in New Protein Hydrolysate and Collagen Peptide Plant in Thailand;

3.4 Investment in Clover Corporation Limited in Australia;

3.5 Investment in R&B Food Supply Public Company Limited in Thailand; and

3.6 Investment in Mara Renewables Corporation (Mara) in Canada

The Committee has communicated and provided recommendations on risk management to the Audit Committee and the Board of Directors for consideration quarterly.

Embedded Risk Management Culture

The Committee has promoted its risk management policy throughout the businesses and the management communicated this to employees for acknowledgement and compliance. The deployment of the risk management program covered all of Thai Union Group’s key subsidiaries. The Committee promoted a risk management culture in various activities in 2022 as outlined below.

1. Promoted risk awareness and provided suggestions in quarterly Risk Management Committee meetings and the Risk Management Office to keep pace with assessing Group-wide, emerging risks as well as investment projects;

2. Oversaw Group-wide and entity-level risk management processes, regular training programs for management and the results of Thai Union Group PCL. and subsidiaries, including Thai Union Manufacturing Co., Ltd, i-Tail Corporation PCL., Thai Union Feedmill PCL., Thai Union Seafood Co., Ltd., Pakfood PCL., Thai Union EU Seafood 1 S.A., Tri-Union Seafoods, LLC., Tri-Union Frozen Products, Inc., Asia-Pacific Can Co., Ltd., Thai Union China Co., Ltd., Yueh Chyang Canned Food Co., Ltd., and Thai Union Ingredient Co., Ltd.; and

3. Suggested management evaluate the risk management effectiveness by reviewing risks, opportunities, uncertainties and performances for continuous enhancement in Group-wide risk management.

Forward Looking

The lingering impacts of the pandemic and unfavorable economic atmosphere creates many uncertainties for the business recovery. However, growth opportunities would be available for those who are able to adjust themselves to the new trends, and adapt their business models, and product offerings. The Company has also embraced the world of Brittle, Anxious, Nonlinear, and Incomprehensible, also known as BANl world. Other key additional areas the Company will move forward to enhance risk management by:

- 1. Continuously enhancing risk management to support corporate goals in ‘Healthy Living, Healthy Oceans ‘by considering implications from the chosen strategies, the possibilities of strategies not being aligned and any risks impacting strategies and performance;
- 2. Encouraging management to further analyze and assess additional emerging risks:
 - 2.1 Ocean Plastic; and
 - 2.2 People-related risks i.e., attract/retain employee, succession challenges, and new competency/skill for future work.

The Committee reviewed the risks and encouraged management to further analyze and assess these emerging risks in 2023.



Kirati Assakul
Chairman of the Risk Management Committee
As of RMC Meeting No. 4/2022 on
October 21st, 2022

8.3.4 Sustainable Development Committee

Membership and meeting attendance 2022

Name and surname	Position	Status	Attendance	
1. Thiraphong Chansiri	Chairman of the Sustainable Development Committee	Director	2/2	(100%)
2. Adam Brennan	Co-Chairman of Sustainable Development Committee	Executive	2/2	(100%)
3. Shue Chung Chan	Member of Sustainable Development Committee	Director	2/2	(100%)
4. Kulshaan Singh	Member of Sustainable Development Committee	Executive	2/2	(100%)
5. Ludovic Regis Henri Garnier	Member of Sustainable Development Committee	Executive	2/2	(100%)

Report of Sustainable Development Committee

Dear Shareholders.

The Sustainable Development (SD) Committee is a high-level decision-making mechanism for advancing and monitoring Thai Union’s sustainability strategy, in support of our corporate goal ‘Healthy Living, Healthy Oceans.’ Co-chaired by the CEO and the Group Director of Sustainability, the SD Committee brings together key senior executives and meets several times throughout the year to review the progress towards our sustainability commitments, discuss emerging issues and new policy proposals, and make strategic decisions to drive Thai Union’s sustainability programs. The decisions of the SD Committee are communicated to relevant business units and functions for implementation in collaboration with our global Sustainable Development team.

The mandates of the SD Committee are as follows:

- 1. Provide strategic guidance and direction on the overall sustainable development strategies, policies and programs, in support of Thai Union’s corporate goal ‘Healthy Living, Healthy Oceans’ and sustainability strategy, SeaChange®.
 - 2. Determine key changes of sustainability policies and practices that will help Thai Union deliver against global sustainability goals and standards and maintain our industry leadership position in sustainability.
 - 3. Review the progress of implementation of critical sustainability-related commitments, including but not limited to: the Tuna Commitment, Packaging Commitment, Climate Change Commitment, and Human Rights-related Policies.
 - 4. Establish sub-committees, as appropriate, to drive the implementation of key sustainability commitments across the organization.

In 2022, the SD Committee convened twice and provided recommendations for improving the Company’s performance. The Committee also met with the following agenda and outcomes:
- 1. Monitored and disclosed the Company’s sustainable development performance through the annual Thai Union Sustainability Report and the Sustainability assessment and to ensure alignment with international standards, such as the Global Reporting Initiative (GRI), Dow Jones Sustainability Indices (DJSI), Task Force on Climate-related Financial Disclosures (TCFD), the United Nations Sustainable Development Goals (SDGs), and Seafood Stewardship Index (SSI), etc., to maintain its position as a world leader in sustainability.
 - 2. Monitored progress and drove the Company’s operations to deliver concrete and tangible outcomes under our sustainability strategy, SeaChange®, and enhanced sustainable development operations to become the industry leader.
 - 3. Reviewed and approved the updated Thai Union Materiality assessment.
 - 4. Adjusted and revisited the Thai Union Group sustainability strategy, SeaChange® 2030, which will launch in 2023. The Committee promoted and encouraged the Company to establish proactive targets and work plans in terms of

sustainable development which covered four elements: Safe & Legal Labor, Responsible Sourcing, Responsible Operations and People & Communities, in order to respond to the dynamic global environment and sustainability trends while also maintaining the Company's competitiveness and ability to expand.

Thai Union's global Sustainable Development team provides technical and secretariat support to the SD Committee. The global Sustainable Development team also engages and works with other team members across functions and locations throughout the world to drive the implementation of Thai Union's sustainability policies and programs under our SeaChange® strategy. In addition, the Group Director of Sustainability sits on the Global Leadership Team and the Risk Management Committee to ensure a direct link between sustainability and the Board of Directors.



Thiraphong Chansiri
Chairman of the Sustainable
Development Committee





9. Internal control and connected transactions

9.1 Internal control

Summary opinion of the Board of Directors in relation to the Company's internal control systems

At the meeting of the Board of Directors number 1/2023 held on February 20, 2023, the Board evaluated internal control systems based on an assessment report from the Audit Committee. After asking questions with management and assessing the Company's internal control systems over five components, including control environment, risk assessment, control activities, information and communication, and monitoring activities, the Board concluded that the Company's internal control systems were adequate and effective, and had no material deficiencies. The Company had allocated sufficient personnel to undertake the internal controls efficiently. Moreover, the Company had an adequate and effective monitoring system for safeguarding the Company's and its subsidiaries' assets from misappropriate use by the directors or management as well as entering into transactions with individuals who may have conflicts or connected parties.

In addition, the consolidated and separate financial statements of Thai Union Group PCL. and its subsidiaries for the year ended December 31, 2022 were audited by an independent certified public accountants in conformance with Thai Standards on Auditing ('TSAs'). The Company's auditor, PricewaterhouseCoopers ABAS Ltd., had exercised a professional judgment and maintained professional skepticism throughout the audit. The audit included identifying and assessing the risk of material misstatement of the financial statements, whether due to fraud or error, designing and performing the audit procedures in response to those risks, obtaining sufficient and appropriate evidences for used as a basis for expressing their opinion, and understanding the internal controls relevant to the audit in order to design procedures that are appropriate to the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's and its subsidiaries' internal controls. After auditing, the external auditors express unmodified opinions on the financial statements of the Company.

Key internal control activities of the Company can be summarized as follows:

1. Control Environment

- The Board of Directors comprises of a diverse range of capable individuals. The Chairman of the Board of Directors is an Independent Director. More than one-third of the Board are independent, being independent or 45 percent of Board members. Sub-committees of the Board have been appointed to oversee and supervise in the matters related to internal audit, risk management, nomination and remuneration, and sustainable development.
- The Board and the management have given attention to the control environment and corporate cultures, and therefore, developed the Code of Business Conduct and Corporate Governance Policy, which defined various good governance practices. The Company has communicated these policies to directors, executives and employees for their acknowledgement and adherence, and also disclosed to individuals outside the Company via its website.
- The Company defines the appropriate organizational structure and reporting line that enable the achievement of the Company's various objectives, under the oversight of the Board of Directors. Authority and responsibilities are delegated to employees based on the demonstrated competence of each person. Scope of authority and responsibilities are clearly defined to create check and balances mechanism. All personnel are responsible and accountable for implementing internal controls, while the Internal Audit Unit, which is independent and reports functionally to the Audit Committee, is responsible for performing an audit to ensure checks and balances.
- The Company defines procedures for planning and administering the overall workforce in both short and long-term. An annual analysis and revision of manpower has been performed as well as retained employees by providing incentives both monetary and non-monetary, including good welfares. A succession plan is also developed for every position throughout its structure with transparency and fairness.

2. Risk Assessment

- The Company devotes importance to the management of risks relevant to the achievement of its objectives, and therefore,

developed the risk management policy and framework in order to use as a guideline in managing risks both at the enterprise-wide and operational levels, with the supervision of the Risk Management Committee and the coordination of the Risk Management Unit. The Risk Management Committee comprises of four independents directors and four senior executives. The Chairman of the Risk Management Committee is an independent director.

- The Company has a meeting of the risk management working group to identify and assess various risks both at the enterprise-wide and operational levels, and determine approaches to mitigate the risks, prepare Key Risk Indicators (KRIs) and report risk management results to the Board of Directors on a quarterly basis.

3. Control Activities

- The Company has established control activities through written policies and standard operating procedures which defined work instructions, responsible person for each process, segregation of duties and related documents, as well as defined a clear level of authority to approve each transaction. These control activities were deployed in combination of manual control, automated control, preventive control and detective control.
- The Company has set a Connected Transactions Policy and rule for reporting vested interests of directors, executives and related persons to prevent conflicts of interest that may arise from transactions between the Company and any related person.
- The Company has set up IT general controls to cover and align with various work processes in order to ensure that the Company's IT systems are appropriate and efficient. These controls, include drawing up IT and Information Security Policy which covers IT infrastructure control activities; defining approaches and responsible persons for proposing and approving the procurement and development of IT systems; and developing and providing advices to users. In addition, The Company has also defined measures in order to ensure the compliance with the relevant laws and regulations, including Personal Data Protection Act (PDPA).

4. Information & Communication

- The Company emphasizes the quality of information to support internal control activities, therefore, implementing the information systems that can collect and process the

data with accuracy, completeness, and in a timely manner to support operations covering all activities, along with enable the effective preparation of various management reports.

- The Company prepares a report with sufficient significant information for the Board's consideration and decision-making by submitting it in advance before the Board meetings, in accordance with the defined timeline. Minutes of the Board meeting with complete information has also been prepared and maintained along with important documents by the company secretary for further review or reference.
- The Company provides various internal communication channels, including the communication from top management to employees thru Town Hall, intranet, email, and new employee orientation.
- The Company has established a Global Whistleblower and Investigation Policy and provided clear grievance channels through the Company website and email, along with clear handling guidelines so that employees and third parties can be assured that their complaints will be considered with transparency, fairly, confidentially and in a timely manner.

Internal Audit System

The Internal Audit Unit is an independent unit that functionally reports to the Audit Committee. It is responsible for providing assurance and consulting activities to ensure that business processes are duly equipped with efficient corporate governance as well as an effective and efficient risk management and internal control practices in support the achievement of corporate objectives. The Internal Audit Unit has prepare an annual audit plan in the alignment with the Company's business strategic direction and adopting a risk-based approach to cover key corporate risks of business operations of Thai Union and the companies in the group both domestic and international. It reports the audit results to the Audit Committee for consideration on a quarterly basis as well as periodically monitor the corrective actions taken in response to the Internal Audit Unit's recommendations. In its course of work, the Internal Audit Unit freely expresses its opinions. No conflicts have arisen between audited units and the Internal Audit Unit that cannot be resolved.

Head of the Internal Audit Unit

At the Audit Committee Meeting no. 12/2015, held on July 20, 2015, the Audit Committee appointed Pongpol Plipuch as the Head of Internal Audit and the Secretary to the Audit Committee of Thai Union Group PCL. since July 23, 2015, as he has an education and working experience in both internal and external audits. At present, he has more than 22 years of auditing experience (16 years for internal audit and 6 years for external audit), which is fundamentally applied in performing his duties. He is capable to perform an audit in accordance with internal audit standards as well as cover all functional units of the Companies and its subsidiaries both domestic and overseas and in various aspects, including accounting, internal controls, risk management and compliance with laws and regulations, in an effective and efficient manner. He is also capable of providing observations, valuable recommendations and advice, which is usually recognized by the management and auditee. In addition, he demonstrates professional independence, being confident to provide a beneficial opinion, and well understands the Company's business operations. Accordingly, it can be concluded that he is

5. Monitoring Activities

- The management and supervisors of each function are responsible for establishing various monitoring systems to ensure the effectiveness of the internal control system.
- The Internal Audit Unit also reviewed internal control practices to ensure that they are adequate, present and function consistently. In case of deficiencies found, it has been brought for discussion with the relevant management in order to define a remedial action, along with the preventive or mitigation measures, and being monitored to ensure the corrective actions was taken in a timely manner. This is reported every quarter to the Audit Committee. In 2022, the Internal Audit Unit concluded that the Company's internal control systems are adequate, effective, and efficient to the business operation.

appropriate to perform these duties in the proper and adequate manner.

Thus, the Audit Committee has responsibilities to consider and approve the appointment, dismissal or transfer, and also consider the annual performance assessment, of the the head of the Internal Audit Unit. The qualification of the head of the Internal Audit Unit is shown on page 341.

Opinion of the Audit Committee (in the case that opinions differed from the opinions of the Board of Directors)

The Audit Committee considered the evaluation of adequacy of internal control systems with the Board of Directors and did not have an opinion that was different from the opinion of the Board of Directors in any way.

The Audit Committee provided its opinions on the Company's Good Corporate Governance, Risk Management, Internal Control, Internal audit and IT audit in 2022, as detailed in Attachment 182: The Audit Committee's Report.

Connected Transactions

The Company has connected items with individuals who may have a conflict, when considering shareholding structure, size or significance of the connected transaction. Such transactions do not cause conflicts of interest which may affect small shareholders. Regarding this, the Company will assess these transactions by managing the data and performing analysis that the transactions are reasonable and for the benefit of the Company. In the case that the size of the transaction is significant according to the announcement of the Stock Exchange of Thailand, the Company has prepared operations according to the regulations, such as passing the consideration of the Audit Committee, approval by the Board of Directors, disclosure of information to the stock market, giving information to shareholders, taking out advertisements in newspapers, and holding shareholders meetings to approve the transactions. Also, the Company has amended its articles of association and those of its subsidiaries, and added text referring to good practice with connected transactions, or transactions of acquisition or disposition of Company assets, to be according to announcements of the Stock Exchange of Thailand, reporting transactions with individuals which may have a vested interest, which may cause a conflict of interest for connected businesses. Details of these transactions during the year are as follows:

Connected Transactions Report

Connected Company	First & Last Name	Position Held in TU	Position Conncted	Number of Shares owned in Connected Company	Policy	Connected Transactions	2021 (Million Bht)	2022 (Million Bht)
1. Thai Union Feedmill PCL. (holding 51.0%)	Rittirong Boonmechote	Director	Director	61,495,000	Market	Commercial Transactions:		
	Nittaya Boonmechote	Relative of	-	4,500,000	Price	- Purchase of raw materials (Scrap) from TU	30.06	17.56
	(Rittirong's spouse)	Director				- Purchase of raw materials (Scrap) from PPC	22.77	20.56
	Thanachot Boonmechote	Relative of	-	4,125,000	0.83%	- Purchase of raw materials (Scrap) from TUS	10.02	11.34
	(Rittirong's son)	Director				- Purchase of nauplius from TUH	0.52	0.28
	Boonpaween Boonmechote	Relative of	-	4,125,000	0.83%	- Purchase of supplement food for shrimp farm from TMAC	0.49	-
	(Rittirong's son)	Director				- Payment for gift basket to TU	0.02	-
	Chinnachot Boonmechote	Relative of	-	5,625,000	1.13%	- Payment for management farm to TMAC	0.66	-
	(Rittirong's brother)	Director				- Purchase of Tuna Meal from TUM (experimental cat food)	0.04	-
	Rungtiwa Boonmechote	Relative of	-	9,425,000	1.88%	- Sale of shrimp feed to TMAC	8.47	5.44
	(Rittirong's sister)	Director				- Sale of shrimp feed to TUH	1.61	1.09
	Prasert Boonmechote	Relative of	-	45,000	0.00%	- Sale of shrimp feed to TCM	8.78	6.09
	(Rittirong's father)	Director				- Sale of shrimp feed to TMK	20.22	15.23
	Thiraphong Chansiri	Director	Director	3,250,025	0.65%	- Sale of samble petfood to TUM	6.01	-
	Krisorn Chansiri	Relative of	-	450,025	0.09%	- Sale of supplement food for Petfood to ITC	-	2.80
	(Thiraphong's father)	Director				- Sale of raw materials (Shrimp) to TU	48.15	8.24
	Cheng Niruttinanon	Director	Director	250,025	0.05%	Supporting Commercial Transactions:		
	Jintana Niruttinanon	Relative of	-	6,800	0.00%	- Payment for headquarter Services to TU	13.59	19.16
	(Cheng's spouse)	Director				- Received for transport charge from TUM	-	1.08
	Shue Chung Chan	Director	Director	250,000	0.05%	- Received for Knowhow from AFL	47.11	44.24
	Nakorn Niruttinanon	Director	-	25	0.00%	- Received for Diesel oil from TU	0.26	0.39
						Asset or Service Transactions:		
						- Payment for offices65 & wan program to TU	0.42	0.83
						- Payment for SAP to TU	-	4.88

Connected Company	First & Last Name	Position Held in TU	Position Conncted	Number of Shares owned in Connected Company	Policy	Connected Transactions	2021 (Million Bht)	2022 (Million Bht)
1. Thai Union Feedmill PCL. (holding 51.0%) <i>continue</i>						Asset or Service Transactions:		
						- Payment for training charge and other to TU	0.12	0.54
						- Payment for training charge and other to TUM	0.06	-
						- Payment for export charge to TUM	0.65	-
						- Payment for training charge and other to EHS	-	0.01
						- Received for rent office and telephone charge from TMAC	0.53	0.46
						- Received for analyze raw material from TUM	0.20	-
						- Received incentive sale and service charge from TUH	0.69	0.22
						- Received HR charge from TUS	0.15	-
						Short-term Rent of Immoveable Property Transactions:		
						- Payment for lease of land to TU for experimental farm.	0.50	0.50
						The rental agreement is effective for 3 years until June 2025.		
						- Payment for lease of Shrimp farm to TMK	1.50	1.50
2. Thai Union Seafood Co., Ltd. (holding 51.0%)	Rittirong Boonmechote	Director	Director	6,774,850	22.6%	Commercial Transactions:		
	Chinnachot Boonmechote	Relative of	-	900,000	3.0%	- Purchase of raw materials and finished goods from TU	31.56	44.35
	(Rittirong's brother)	Director				- Purchase of raw materials from PPC	0.42	1.31
	Rungtiwa Boonmechote	Relative of	-	900,000	3.0%	- Payment for printing to TUG	20.35	10.36
	(Rittirong's sister)	Director				- Sale of finished goods to COSF	1,355.98	2,259.41
	Thanachot Boonmechote	Relative of	Director	1,800,000	6.0%	- Sale of finished goods to PPC	413.68	224.14
	(Rittirong's son)	Director				- Sale of finished goods to TU	40.35	126.73
	Boonpaween Boonmechote	Relative of	-	1,800,000	6.0%	- Sale of raw materials (Scrap) to TFM	10.02	11.34
	(Rittirong's son)	Director				- Sale of finished goods to TSR	1.96	2.11
	Thiraphong Chaniri	Director	Director	-	-	- Sale of finished goods to TUO	0.48	0.88
	Shue Chung Chan	Director	Director	-	-	- Sale of raw materials (Scrap) to ITC	0.02	0.01
						- Sale of finished goods to TUC	-	16.29

Connected Company	First & Last Name	Position Held in TU	Position Conneted	Number of Shares owned in Connected Company	Policy	Connected Transactions	2021 (Million Bht)	2022 (Million Bht)
5. Jana Industry Co., Ltd.	Cheng Niruttinanon	Director	Director	175,000	Market	Commercial Transactions:		
	Nakorn Niruttinanon	Director	-	25,000	Price	- Purchase of raw materials (Scrap) from ITC	24.74	11.76
						- Sale of raw materials (Scrap) to TFM	47.60	27.04
						- Sale of Ingredients for petfood to ITC	1.39	2.57
						Asset or Service Transactions:		
						- Received LAB charge from TU	0.12	-
6. TC Union Agrotech Co., Ltd.	Cheng Niruttinanon	Director	Director	845,895	Market	Commercial Transactions:		
					Price	- Purchase of raw materials (Scrap) from TU	277.05	354.84
						- Purchase of raw materials (Scrap) from TUM	247.22	274.32
						- Purchase of raw materials (Scrap) from ITC	-	72.28
						- Purchase of raw materials (Scrap) from TUI	30.36	34.53
						- Purchase of raw materials (Scrap) from TUE Group	7.72	-
						- Sale of raw materials to TFM	167.76	202.73
						Asset or Service Transactions:		
						- Payment for moving and fish tank to TU	0.29	0.72
						Supporting Commercial Transactions:		
						- Payment for ATK set for employees to TUM	0.12	0.02
						Short-term of Immovable Property Transaction:		
						TU paid the rent, service charge, utility charge and expenses on utilities for office and plant area including machinery, equipment and contracted service of TC Union Agrotech Co., Ltd., as a solution for the Company's inadequate processing area for extension of its value added production line. The contracted rental charge and Cold system Multi stage is Bt545,806 per month (excluding expenses on utilities). The rental agreement is effective for 1 years until September 2023.	15.36	18.27

Connected Company	First & Last Name	Position Held in TU	Position Conneted	Number of Shares owned in Connected Company	Policy	Connected Transactions	2021 (Million Bht)	2022 (Million Bht)
7. Wai Thai Co., Ltd.	Cheng Niruttinanon	Director	Director	145,000	Market	Supporting Commercial Transactions:		
	Kraisorn Chansiri	Relative of	Director	74,000	Price	- Received for haulage charge from TUM	60.52	48.10
	(Thiraphong's father)	Director				- Received for haulage charge from TU	9.35	10.48
	Jintana Niruttinanon	Relative of	Director	46,000	11.5%	- Received for haulage charge from APC	1.17	-
	(Cheng's spouse)	Director				- Received for haulage charge from ITC	1.77	44.29
	Thiraphong Chansiri	Director	Director	25,000	6.3%	- Received for haulage charge from TUI	0.10	0.01
	Nakorn Niruttinanon	Director	Director	25,000	6.3%			
8. Thaipatana Stainless Steel Co., Ltd.	Cheng Niruttinanon	Director	Director	17,500	Market	Asset or Service Transactions:		
	Nakorn Niruttinanon	Director	Director	5,000	Price	- Received for stream retort pouch, conveyor belts and production tools from TUM	67.21	64.44
						- Received for construction advance and deposit from TUM	27.69	31.57
						- Received for Dumper, Rail and production tools from TU	0.34	-
						- Received for stainless tools, fan system, container for truck from APC	1.54	-
						- Received for stainless tanks from TUI	0.27	1.29
						- Received for washing machine, streaming cabinet, retort cabinet from ITC	-	24.07
						- Received for repair equipment from TUM	11.29	10.49
						- Received for repair equipment from ITC	-	4.18
						- Received for production tools from TU	-	0.29
						- Received for repair equipment from TUI	0.41	0.17
						- Payment for claim for damaged goods to TU	0.06	-
						Total except advance	91.12	104.93
						<i>Under the 2011 AGM resolution passed on April 25, 2011 of the expenses for transaction per year not exceeding Bt150 million.</i>		

Connected Company	First & Last Name	Position Held in TU	Position Conneted	Number of Shares owned in Connected Company	Policy	Connected Transactions	2021 (Million Bht)	2022 (Million Bht)
9. TN Fine Chemicals Co., Ltd. (holding 48.97%)	Thiraphong Chansiri	Director	Director	1	0.0%	Market		
						Commercial Transactions:		
	Nakorn Niruttinanon	Director	Director	-	-	Price	5.95	4.64
						- Purchase of raw materials (Scrap) from TUM		
						- Purchase of raw materials (Scrap) from TUI	109.56	87.46
						Supporting commercial transactions:		
						- Payment for marketing service charge to TUM	2.52	2.52
						Asset or Service Transactions:		
						- Payment for LAB service to TU	0.11	0.10
						- Received for transport cost from APC	0.05	0.02
						Short-term of Immovable Property Transaction:		
						- Payment for office rent and utilities service charge to TUM	1.07	0.91
						Finance Support transactions:		
						- Received for interest from TUM	0.28	0.54
						As of December 30 2022, there is no outstanding short-term loan balance.	91.05	85.00
10. Biz Dimension Co., Ltd.	Kraisorn Chansiri	Relative of	-	11,885,002	56.5%	Market		
	(Thiraphong's father)	Director				Price	0.77	1.01
	Thiraphong Chansiri	Director	Director	7,035,000	33.5%		-	0.07
	Hon Hung Chan	Relative of	-	525,000	2.5%		0.07	-
	(Shue Chung's father)	Director				- Received e-procurement and e-Auction consulting service from ITC	0.62	-
11. Factory Storage Service Co., Ltd	Shue Chung Chan	Director	Director	-	-	- Payment for fish oil and calcium to TU	0.03	-
						Short-term of Immovable Property Transaction:		
	Nakorn Niruttinanon	Director	Director	300,000	60.0%	Compared to		
	Noramon Niruttinanon	Relative of	Director	100,000	20.0%	neighboring areas	26.87	23.32
	(Nakorn's spouse)	Director				TUM paid the rent, service charges, utility charge and expense on utilities for warehouse space of Factory Storage Service Co., Ltd., to keep products packaging. The rental agreement is effective for 1 years until December 2023.		

Connected Company	First & Last Name	Position Held in TU	Position Conneted	Number of Shares owned in Connected Company	Policy	Connected Transactions	2021 (Million Bht)	2022 (Million Bht)
12. Phil-Union Frozen Foods, INC. (Philippines)	Cheng Niruttinanon	Director	DIRECTOR	149,996	100.0%	Market		
						Commercial Transactions:		
						Price	23.07	9.89
						- Purchase of packaging from APC	-	0.02
						- Purchase of stick for goods from COSF	0.01	-
13. New Century Printing and Packaging Co., Ltd.						- Payment of sticker barcode to TUG	1,571.94	943.12
						- Sale of finished goods to COSF		
	Cheng Niruttinanon	Director	DIRECTOR	25,000	55.6%	Market		
						Commercial Transactions:		
						Price	0.04	14.29
14. Thai Union Hi-tech Pearl Cultivation Co., Ltd.	Kraisorn Chansiri	Relative of	DIRECTOR	500,000	0.6%	Market		
	(Thiraphong's father)	Director				Price	35.71	19.45
	Thiraphong Chansiri	Director	DIRECTOR	-	-	- Purchase of fish feed and fingerling from TFM	0.01	0.07
	Dejphon Chansiri	Relative of	DIRECTOR	-	-	- Purchase of finished goods (gift sets) from TU		
	(Thiraphong's brother)	Director						
15. Geminal & Associate Co., Ltd.	Disaphol Chansiri	Relative of	DIRECTOR	-	-			
	(Thiraphong's brother)	Director						
	Dejphon Chansiri	Relative of	DIRECTOR	459,870	92.0%	Market		
	(Kraisorn's son)	Director				Price	0.94	1.08
						- Purchase of finished goods (select tuna) from TU		

Connected Company	First & Last Name	Position Held in TU	Position Connected	Number of Shares owned in Connected Company	Policy	Connected Transactions	2021 (Million Bht)	2022 (Million Bht)
16. Food and Beverage United Co., Ltd. (TUI holding 49%)	Thiraphong Chansiri	Director	Director	-	Market Price	Commercial Transactions: - Purchase of finished goods from TU	3.76	1.41
						Supporting commercial transactions: - Payment for analyst & lab charge to TU	-	0.32
						- Received gift sets from TU	0.47	0.26
						Finance Support transactions: - Payment interest to TUI (rate 0.95%)	-	1.39
						As of December 30, there is no outstanding short-term loan balance. (TUI lends according to the investment ratio.)	-	-
17. Interphama-Zeavita Co., Ltd. (TUI holding 49%)	Thiraphong Chansiri	Director	Director	-	Market Price	Supporting commercial transactions: - Payment for analyst & lab charge to TU	-	0.14

Remarks: - Commercial transaction refers to purchase or sale of raw materials in the normal course of business and under general trading conditions under the Board of Directors' Meeting No. 5/2008 August 20, 2008.

Necessity and reasonableness of connected transactions

The Company's Audit Committee has considered connected transactions for 2022 and had the opinion that transactions trading products and services, and the connected purchase of assets, are transactions arising during the normal course of business and are reasonable and necessary for the Company's operations. In making these transactions, the Company has considered the highest benefit of the Company and its shareholders as a whole. Various conditions of connected transactions which have arisen have been defined by general trade conditions, and the price is according to competitive mechanisms, or a reasonable price with conditions not different from doing transactions with external parties.

Policy of connected transactions

- (1) Directors and executives of the Company prepared a report the of the interests of themselves and other associated individuals and sent it to the Company to be information in following with stipulations of making connected transactions, and this report is kept current, being sent every six months
- (2) There will be avoidance of connected transactions which may lead to a conflict of interest
- (3) In the case that it is necessary to make a significant connected transaction, approval must be sort for this transaction from the Executive Committee, the Audit Committee and the Board of Directors, or a meeting of shareholders (depending on each individual case). This is with the exception of transactions which have trade agreements with general trade conditions which have been approved in principle from the Board of Directors fault management to implement (pursuant to Securities Act section 89/12)
- (4) Compliance with the Company's operational process when there are connected transactions and comply with the criteria stipulated by the SEC and the Stock Exchange of Thailand
- (5) In determining the price and conditions of connected transactions, consider conditions to be fair and at arm's length according to market prices and normal business practice, and that there are comparable prices of products with similar attributes from outside parties.
- (6) Any person with potential conflicts of interest in the connected transaction are not allowed to vote on the transaction.

Measures to approve connected transactions

To be compliant with the policy on connected transactions of the Company and its subsidiaries, the Company has determined the Audit Committee to review connected transactions which must be considered by the Board of Directors. The Board of Directors must oversee the Company's compliance with announcements of capital market regulators, and the regulations, announcements, orders or stipulations of the Stock Exchange of Thailand, including compliance with stipulations concerned with the disclosure of information of connected transactions, and the acquisition and disposition of assets of the Company and its subsidiaries, as well as compliance with accounting standards determined by the federation of accounting professionals of Thailand. The Audit Committee will provide comments about the necessity and justification of such transactions for the best interest of the Company, by considering conditions of being in accordance with market prices and normal business practice (fair and at arm's length), which are comparable to a price from an external party. In the case that the Audit Committee does not have the expertise in the connected transactions, the Company will provide an independent appraiser or external auditor of the Company to ensure that such price is reasonable to the Company before such transactions must be approved by the Board of Directors and shareholders. Directors and management personnel with potential conflicts of interest are not allowed to vote on the transactions. The connected transactions are disclosed in the Annual Report.

Trends for Future Connected Transactions

In undertaking future connected transactions, the Company will continue its product and service transactions with connected companies, since these represent the normal business practices in the same industry. The pricing of products and services follow market practices (Fair and at arm’s length) and/or the details in any commercial agreements. However, the Company will take into consideration its best interests and ensure that such price is reasonable to maximize the Company’s benefits. The Audit Committee and Audit Unit are to supervise and review the business transactions that are considered connected transactions according to the requirements, announcements, rules and regulations of The Stock Exchange of Thailand and Securities and Exchange Commission. Moreover, when there are transactions involving directors and management, they are not allowed to vote or attend the meeting. Regarding this, the Company has policies for connected transactions divided by type as follows:

Connected transaction	Policy
1) Transactions of normal trading or supporting normal business	Normal price comparable to an outside party or according to general trading conditions
2) Transactions of trading assets and providing services	As necessary and appropriate for the transaction, comparing data of the transaction with other companies considering advantages and disadvantages before deciding to make the transaction. If it is necessary it must be proposed to the Board of Directors and a meeting of shareholders for approval, depending on each case.
3) Transactions of leasing real estate (short-term, not exceeding three years)	According to necessity and convenience of work, and including location as well as considering comparable leases and conditions in the market in similar locations. If the value is considered significant it must be proposed to a meeting of the Board of Directors for approval, depending on each case.
4) Transactions of financial assistance	<div>1. Consider information of the borrower as follows:<ul style="list-style-type: none">- is a company operating its business with a trend of good growth in terms of both sales and profits.- is a company with good financial status and retained earnings.- is allowing for investment in assets to generate revenue, for instance expanding factories, or purchasing machinery.- the party concerned is a strategic partner for business operations which can give strategic assistance.- The loan is according to necessity and is a short-term loan</div> <div>2. Interest rates for the loan are not less than the cost of existing capital or short-term loans.</div> <div>3. The amount of the loan, including interest and terms must be considered as appropriate by the Executive Committee now may be proposed to a meeting off the Board of Directors and a meeting of shareholders to request approval, depending on the case, according to requirements for compliance pursuant to laws on securities and securities markets, and the regulations, announcements, orders or stipulations of the Stock Exchange of Thailand, and including compliance with stipulations concerning the disclosure of connected transactions and the acquisition or disposition of assets of the Company and its subsidiaries.</div>

Financial
Report



Statement of the Board of Director's Responsibilities for the Financial Statement

The Board of Directors hereby expresses its responsibility for ensuring that Thai Union Group Public Company Limited's financial statements and Thai Union Group Public Company Limited and its subsidiaries' consolidated financial statements that are contained herein genuinely reflect their actual financial status and operating results. These are based on accounting principles which require accurate, complete, and adequate recording of accounting items in every aspect. The aforementioned financial statements are prepared in accordance with generally accepted accounting standards, using careful judgement and the best estimation. The adequate disclosure of all important information in notes to the financial statements is in accordance with the updated accounting standards for the Company's shareholders and investors. Independent auditors have unqualifiedly expressed their opinions on our financial statements in the independent auditor's report.

The Board of Directors has appointed the Audit Committee which comprises independent directors who are responsible for reviewing the accounting policy, financial reports, internal controls and internal audit, risk management system and disclosure of related party transactions, compliance with the regulations of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). All of the Audit Committee's opinions on these issues have been presented in the Report of Audit Committee included in this Annual Report.

The financial statements of the Company and the consolidated financial statements of the Company and its subsidiaries have been examined by an independent auditor, Pongthavee Ratanakoses CPA #7795 from PwC (Pricewaterhouse Coopers ABAS Ltd). He has provided assurance that he retained an independence to work without being impeded, and received full support from Company management and personnel to conduct the audits and express an opinion in accordance with generally accepted auditing standards. The independent auditor's opinion is presented in the independent auditor's report included in this Annual Report.

The Board of Directors believes that the Company's overall internal control system has functioned at a satisfactory level and has ensured the credibility and reliability of the financial statements of the Company and the consolidated financial statements of the Company and its subsidiaries for the year ending December 31, 2022. The financial statements present the Company's financial position, operating results, changes in shareholders' equity and cash flows fairly, in all material respects and in a reliable manner so that such statements are in compliance with the generally accepted accounting principles and all governing laws and regulations.



Kirati Assakul
Chairman



Thiraphong Chansiri
President and CEO

Independent Auditor's Report

To the Shareholders and the Board of Directors of Thai Union Group Public Company Limited

My opinion

In my opinion, the consolidated financial statements and the separate financial statements present fairly, in all material respects, the consolidated financial position of Thai Union Group Public Company Limited (the Company) and its subsidiaries (the Group) and the separate financial position of the Company as at 31 December 2022, and its consolidated and separate financial performance and its consolidated and separate cash flows for the year then ended in accordance with Thai Financial Reporting Standards (TFRS).

What I have audited

The consolidated financial statements and the separate financial statements comprise:

- the consolidated and separate statements of financial position as at 31 December 2022;
- the consolidated and separate statements of income for the year then ended;
- the consolidated and separate statements of comprehensive income for the year then ended;
- the consolidated and separate statements of changes in equity for the year then ended;
- the consolidated and separate statements of cash flows for the year then ended; and
- the notes to the consolidated and separate financial statements, which include significant accounting policies and other explanatory information.

Basis for opinion

I conducted my audit in accordance with Thai Standards on Auditing (TSAs). My responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the consolidated and separate financial statements section of my report. I am independent of the Group and the Company in accordance with the Code of Ethics for Professional Accountants including Independence Standards issued by the Federation of Accounting Professions (TFAC Code) that are relevant to my audit of the consolidated and separate financial statements, and I have fulfilled my other ethical responsibilities in accordance with the TFAC Code. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key audit matters

Key audit matters are those matters that, in my professional judgement were of most significance in my audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of my audit of the consolidated and separate financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

Key audit matter

Assessment of the impairment of goodwill and intangible assets with an indefinite useful life

As at 31 December 2022, the Group had goodwill of THB 13.1 billion and intangible assets with an indefinite useful life of THB 13.6 billion in the consolidated statement of financial position, representing approximately 7.16 percent and 7.44 percent of total assets, as detailed in Note 19 and Note 18, respectively.

Under Thai Financial Reporting Standards, the Group is required to test the amount of goodwill and these intangible assets with an indefinite useful life for impairment annually. This testing includes identifying the Group’s cash generating units (CGUs) that relate to goodwill and these intangible assets with an indefinite useful life to assess the recoverable amount. Following impairment testing by the management, the Group didn’t recognize any impairment loss on these assets.

I focussed on this area because of the significant balance of goodwill and intangible assets with an indefinite useful life to the consolidated financial statements and the complexity of the assessment process of the recoverable amount. In addition, it is because the significant judgements and assumptions involved are affected by unexpected future market or economic conditions. The Group assessed its recoverable amount based on the value-in-use of goodwill and these intangible assets with an indefinite useful life by using the discounted cash flow model. This requires management to make assumptions or judgments such as revenue growth rates and discount rates applied to cash flow projections.

Fair valuation of long-term investment measured at fair value through profit or loss

As at 31 December 2022, the Group had a long-term investment measured at fair value through profit or loss (FVPL) of THB 15.4 billion in the consolidated statement of financial position, representing approximately 8.44 percent of total assets. This is as detailed in Note 6.

The long-term investment measured at FVPL is a debt instrument and was measured using significant input from unobservable market data (a level 3 input). The management also adjusted the discount rate to reflect the risk and nature of the debt instrument.

I focussed on the long-term investment measured at FVPL because of the significant balances in the consolidated financial statements. Using unobservable market data (Level 3) to measure fair value, management’s judgment is required to adjust the data to reflect the risk and nature of the debt instrument, which affects the Group’s financial performance.

How my audit addressed the key audit matter

My audit procedures included:

- assessing if the management’s identification of the Group’s CGUs relating to goodwill and intangible assets with an indefinite useful life were appropriate
- challenging management on the reliability of key estimations and evaluating if the assumptions and methodologies used by the Group in assessing the value-in-use were appropriate. In particular, I focussed on testing the assumptions related to the forecasted revenue growth, the applicable pre-tax discount rate using the weighted average cost of capital and other data used in management’s impairment analysis. I did these by comparing them to external and historical data such as external market growth expectations
- assessing the cash flow projections, mainly for key CGUs. This included assessing the reasonableness of management’s estimates by comparing them with actual results to see whether the variances would affect the current year estimation and evaluating future business plans by assessing the current and future markets if they’re consistent with the current business plan, and
- analysing CGU value assumption sensitivity and evaluating whether a possible change in assumptions could cause the recoverable amount to be less than its carrying amount.

Based on my procedures, I considered that the key assumptions used in impairment testing were within a reasonable range based on the supporting evidence.

My audit procedures included:

- assessing the reasonableness of the methodologies used, the assumptions and the management’s judgement made for the long-term investment measured at FVPL which applied unobservable market data (Level 3), i.e., yield to maturity by comparing with the marketable debt instruments with the comparable risk from reliable source; and
- assessing the reasonableness of the forecasted cash flow to be received from the debt instrument measured at FVPL; and
- assessing the disclosure of key assumptions, valuation approach and sensitivity of the key assumption in the notes to financial statements.

Based on my procedures, I considered the assumptions used in the fair valuation of the long-term investment measured at FVPL to be within a reasonable range based on the supporting evidence.

Other information

The directors are responsible for the other information. The other information comprises the information included in the Annual Report but does not include the consolidated and separate financial statements and my auditor's report thereon. The Annual Report is expected to be made available to me after the date of this auditor's report.

My opinion on the consolidated and separate financial statements does not cover the other information and I will not express any form of assurance conclusion thereon.

In connection with my audit of the consolidated and separate financial statements, my responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or my knowledge obtained in the audit, or otherwise appears to be materially misstated.

When I read the Annual Report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to the audit committee.

Responsibilities of the directors for the consolidated and separate financial statements

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with TFRSs, and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group and the Company or to cease operations, or has no realistic alternative but to do so.

The audit committee assists the directors in discharging their responsibilities for overseeing the Group's and the Company's financial reporting process.

Auditor's responsibilities for the audit of the consolidated and separate financial statements

My objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with TSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

As part of an audit in accordance with TSAs, I exercise professional judgement and maintain professional scepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group's and the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with the audit committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide the audit committee with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with the audit committee, I determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

PricewaterhouseCoopers ABAS Ltd.



PONGTHAVEE RATANAKOSES

Certified Public Accountant (Thailand) No. 7795
Bangkok
20 February 2023

Thai Union Group Public Company Limited
Statement of Financial Position
As at 31 December 2022

	Notes	Consolidated financial statements		Separate financial statements	
		31 December 2022	31 December 2021	31 December 2022	31 December 2021
		Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Assets					
Current assets					
Cash and cash equivalents	9	12,241,380	9,022,938	141,385	7,887,120
Short-term investments		787,628	700,000	-	500,000
Trade and other receivables, net	10, 39	17,525,045	16,307,764	5,582,510	4,994,201
Short-term loans to related and third parties, net	39	79,891	13,787	21,342,066	22,189,581
Inventories, net	12	52,622,103	46,636,163	5,331,771	3,962,103
Derivative assets	42	2,760,656	799,801	2,102,009	910,510
Other current assets	13	1,608,120	1,382,253	86,096	80,193
Total current assets		87,624,823	74,862,706	34,585,837	40,523,708
Non-current assets					
Restricted deposits with financial institutions		5,154	5,141	-	-
Investments in subsidiaries, associates and joint ventures using cost method	14	-	-	44,531,026	37,658,533
Investments accounted for using the equity method, net	14	12,183,296	12,765,953	-	-
Financial assets measured at fair value	6	16,153,389	15,757,442	326,222	464,573
Long-term loans to related and third parties, net	39	691	668	37,365,967	36,645,694
Investment properties, net	15	82,867	85,980	442,288	442,288
Property, plant and equipment, net	16	28,474,761	27,026,898	3,624,484	3,960,249
Right-of-use assets, net	17	1,544,760	1,330,209	277,298	368,850
Intangible assets, net	18	16,199,502	16,894,525	1,579,893	1,705,768
Goodwill, net	19	13,063,010	13,495,288	-	-
Derivative assets	42	1,918,541	1,179,080	1,831,783	1,188,880
Deferred tax assets	20	4,068,448	2,350,826	38,101	53,088
Other non-current assets	21	1,250,223	849,324	29,993	24,648
Total non-current assets		94,944,642	91,741,334	90,047,055	82,512,571
Total assets		182,569,465	166,604,040	124,632,892	123,036,279

The accompanying notes are integral part of these consolidated and separate financial statements.

Thai Union Group Public Company Limited
Statement of Financial Position (continued)
As at 31 December 2022

	Notes	Consolidated financial statements		Separate financial statements	
		31 December 2022	31 December 2021	31 December 2022	31 December 2021
		Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Liabilities and equity					
Current liabilities					
Bank overdrafts and short-term loans from financial institutions	22	9,612,675	9,567,493	8,828,485	8,001,918
Trade and other payables	23, 39	22,017,669	21,350,788	4,710,526	3,610,324
Short-term loans from related and third parties	39	98,426	105,131	323,679	998,560
Current portion of long-term loans from financial institutions, net	24	51,831	12,586,006	-	12,499,210
Current portion of debentures, net	25	1,999,787	1,999,958	1,999,787	1,999,958
Current portion of lease liabilities, net	17	469,566	351,223	98,337	96,759
Income tax payable		513,988	398,957	-	-
Derivative liabilities	42	953,139	813,324	1,132,856	788,831
Other current liabilities		1,107,035	908,412	103,519	88,218
Total current liabilities		36,824,116	48,081,292	17,197,189	28,083,778
Non-current liabilities					
Long-term loans from financial institutions, net	24	16,643,736	13,097,363	16,512,802	12,680,492
Debentures, net	25	30,618,890	32,524,718	30,618,890	32,524,718
Lease liabilities, net	17	861,969	808,816	202,180	292,016
Employee benefit obligations	26	3,020,660	3,191,678	958,288	963,628
Deferred tax liabilities	20	4,545,430	4,741,817	-	-
Derivative liabilities	42	1,467,846	1,412,743	1,344,798	1,359,147
Other non-current liabilities		455,395	532,217	145,101	138,605
Total non-current liabilities		57,613,926	56,309,352	49,782,059	47,958,606
Total liabilities		94,438,042	104,390,644	66,979,248	76,042,384

The accompanying notes are integral part of these consolidated and separate financial statements.

Thai Union Group Public Company Limited
Statement of Financial Position (continued)
As at 31 December 2022

	Notes	Consolidated financial statements		Separate financial statements	
		31 December 2022	31 December 2021	31 December 2022	31 December 2021
		Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Liabilities and equity (continued)					
Equity					
Share capital					
Authorised share capital					
5,971,815,496 ordinary shares at a par value of Baht 0.25 per share	27	1,492,954	1,492,954	1,492,954	1,492,954
Issued and fully paid-up share capital					
4,771,815,496 ordinary shares at a par value of Baht 0.25 per share	27	1,192,954	1,192,954	1,192,954	1,192,954
Premium on share capital	27	19,948,329	19,948,329	19,948,329	19,948,329
Retained earnings					
Appropriated - legal reserve	30	149,295	149,295	149,295	149,295
Reserve for treasury shares		1,519,051	1,519,051	1,519,051	1,519,051
Unappropriated		39,634,816	36,777,986	29,333,255	19,664,832
<u>Less</u> Treasury shares	27	(1,519,051)	(1,519,051)	(1,519,051)	(1,519,051)
Other components of equity		13,767,197	(4,699,178)	1,080,126	88,800
Total		74,692,591	53,369,386	51,703,959	41,044,210
Perpetual debentures	28	5,949,685	5,949,685	5,949,685	5,949,685
Total equity attributable to owners of the parent		80,642,276	59,319,071	57,653,644	46,993,895
Non-controlling interests		7,489,147	2,894,325	-	-
Total equity		88,131,423	62,213,396	57,653,644	46,993,895
Total liabilities and equity		182,569,465	166,604,040	124,632,892	123,036,279

The accompanying notes are integral part of these consolidated and separate financial statements.

Thai Union Group Public Company Limited
Statement of Income
For the year ended 31 December 2022

	Notes	Consolidated financial statements		Separate financial statements	
		31 December 2022	31 December 2021	31 December 2022	31 December 2021
		Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Sales	32,39,43	155,586,350	141,047,695	23,544,992	19,727,093
Cost of sales	39	(128,380,192)	(115,321,167)	(19,665,945)	(16,709,460)
Gross profit		27,206,158	25,726,528	3,879,047	3,017,633
Interest income	39	63,234	50,228	2,274,830	1,714,195
Dividend income	39	6,264	2,718	10,997,731	4,358,973
Other income	33,39	904,459	757,570	337,106	296,354
Profit before expenses		28,180,115	26,537,044	17,488,714	9,387,155
Selling expenses		(11,102,738)	(9,294,733)	(1,455,286)	(1,075,105)
Administrative expenses		(8,053,061)	(8,175,933)	(2,098,225)	(1,970,223)
Reversal of (loss from) impairment of financial assets, net		(195,479)	(36,026)	(624,036)	317,643
Other gains (losses), net	34	762,438	1,981,996	2,483,121	393,511
Finance costs	35	(1,997,874)	(1,730,047)	(1,699,082)	(1,520,792)
Profit before share of loss from investments accounted for using the equity method		7,593,401	9,282,301	14,095,206	5,532,189
Share of loss from investments accounted for using the equity method	14	(1,029,794)	(269,057)	-	-
Profit before income tax		6,563,607	9,013,244	14,095,206	5,532,189
Income tax	37	839,663	(741,532)	8,442	(4,577)
Profit for the year		7,403,270	8,271,712	14,103,648	5,527,612
Profit attributable to:					
Owners of the parent		7,138,003	8,012,996	14,103,648	5,527,612
Non-controlling interests		265,267	258,716	-	-
Profit for the year		7,403,270	8,271,712	14,103,648	5,527,612
Earnings per share for profit attributable to the owners of the parent (Baht)	38	1.47	1.66	2.97	1.12

The accompanying notes are integral part of these consolidated and separate financial statements.

Thai Union Group Public Company Limited
Statement of Comprehensive Income
For the year ended 31 December 2022

	Notes	Consolidated financial statements		Separate financial statements	
		31 December 2022	31 December 2021	31 December 2022	31 December 2021
		Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Profit for the year		7,403,270	8,271,712	14,103,648	5,527,612
Other comprehensive income (expenses):					
Items that will not be reclassified subsequently to profit or loss					
Remeasurements gain (loss) of employee benefit obligations, net of income tax	26, 37	233,011	(217,371)	54,394	(128,790)
Change in fair value of equity instruments, net of income tax	11	(248,569)	(17,699)	(138,349)	(712)
Change in fair value of equity instruments option, net of income tax		-	49,727	-	-
Decrease in other reserves		(1,233)	(15,999)	-	-
Total items that will not be reclassified subsequently to profit or loss		(16,791)	(201,342)	(83,955)	(129,502)
Items that will be reclassified subsequently to profit or loss					
Exchange differences on translation		(396,688)	1,645,755	-	-
Share of comprehensive income from investments accounted for using the equity method, net of income tax	14	15,888	20,525	-	-
Hedging reserve reclassified to profit or loss, net of income tax	31	2,619,519	2,195,317	1,117,758	1,398,999
Change in fair value of hedging derivatives, net of income tax	31	246,100	(2,418,272)	11,917	(1,361,714)
Total items that will be reclassified subsequently to profit or loss		2,484,819	1,443,325	1,129,675	37,285
Other comprehensive income (expenses) for the year, net of income tax		2,468,028	1,241,983	1,045,720	(92,217)
Total comprehensive income for the year		9,871,298	9,513,695	15,149,368	5,435,395
Total comprehensive income attributable to:					
Owners of the parent		9,559,394	9,235,661	15,149,368	5,435,395
Non-controlling interests		311,904	278,034	-	-
Total comprehensive income for the year		9,871,298	9,513,695	15,149,368	5,435,395

The accompanying notes are integral part of these consolidated and separate financial statements.

Thai Union Group Public Company Limited
Statement of Changes in Equity
For the year ended 31 December 2022

	Consolidated financial statements											
	Attributable to owners of the parent						Other components of equity					
	Retained earnings						Share of other comprehensive income					
	Issued and paid-up share capital	Premium on share capital	Appropriated reserve - Legal reserve	Reserve for treasury shares	Unappropriated shares	Treasury shares	Exchange differences on translation	Changes in fair value of equity instruments	Hedging reserves	Other reserves	Changes in ownership interest in subsidiaries	Total other components of equity
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Opening balance as at 1 January 2021	1,192,954	19,948,329	149,295	1,519,051	33,235,050	(1,519,051)	(3,063,568)	(37)	284,165	(279,115)	(1,850,395)	(3,381,104)
Net increase in non-controlling interests from change in investment in subsidiary	-	-	-	-	-	-	-	-	-	-	-	-
Dividend payment	29	-	-	-	(3,956,863)	-	-	-	-	1,753,648	401,366	2,155,014
Interest paid on perpetual debentures	28	-	-	-	(300,000)	-	-	-	-	-	-	-
Profit for the year	-	-	-	-	8,012,996	-	-	-	-	-	-	-
Other comprehensive income (expenses) for the year	-	-	-	-	(213,197)	-	1,622,263	(17,699)	(222,955)	33,728	20,525	1,435,862
Closing balance as at 31 December 2021	1,192,954	19,948,329	149,295	1,519,051	36,777,986	(1,519,051)	(1,441,305)	(17,736)	61,210	(258,590)	(63,019)	(4,699,178)
Opening balance as at 1 January 2022	1,192,954	19,948,329	149,295	1,519,051	36,777,986	(1,519,051)	(1,441,305)	(17,736)	61,210	(258,590)	(63,019)	(4,699,178)
Net increase in non-controlling interests from change in investment in subsidiary	-	-	-	-	-	-	-	-	-	-	-	-
Dividend payment	29	-	-	-	(4,189,619)	-	-	-	-	-	-	-
Interest paid on perpetual debentures	28	-	-	-	(300,000)	-	-	-	-	-	-	-
Profit for the year	-	-	-	-	7,138,003	-	-	-	-	-	-	-
Other comprehensive income (expenses) for the year	-	-	-	-	208,446	-	(346,025)	(246,569)	2,792,884	15,888	(1,233)	2,212,945
Closing balance as at 31 December 2022	1,192,954	19,948,329	149,295	1,519,051	39,624,816	(1,519,051)	(1,787,330)	(265,305)	2,854,094	(64,252)	13,273,692	13,767,197

The accompanying notes are integral part of these consolidated and separate financial statements.

Separate financial statements												
Notes	Retained earnings						Other components of equity					
	Issued and paid-up share capital Thousand Baht	Premium on share capital Thousand Baht	Appropriated - Legal reserve Thousand Baht		Reserve for treasury shares Thousand Baht	Treasury shares Thousand Baht	Change in fair value of equity instruments Thousand Baht		Hedging reserves Thousand Baht	Total other component of equity Thousand Baht		
			Thousand	Baht			Thousand	Baht		Thousand	Baht	
Opening balance as at 1 January 2021												
29	-	-	149,295	-	1,519,051	18,522,873	(1,519,051)	-	52,227	52,227	5,949,685	45,815,363
28	-	-	-	-	-	(3,956,863)	-	-	-	-	-	(3,956,863)
	-	-	-	-	-	(300,000)	-	-	-	-	-	(300,000)
	-	-	-	-	-	5,527,612	-	-	-	-	-	5,527,612
	-	-	-	-	-	(128,790)	-	(712)	37,285	36,573	-	(92,217)
Closing balance as at 31 December 2021												
	1,192,954	19,948,329	149,295	1,519,051	19,664,832	(1,519,051)	(712)	89,512	88,800	5,949,685	46,993,895	46,993,895
Opening balance as at 1 January 2022												
29	-	-	149,295	-	1,519,051	19,664,832	(1,519,051)	(712)	89,512	88,800	5,949,685	46,993,895
28	-	-	-	-	-	(4,189,619)	-	-	-	-	-	(4,189,619)
	-	-	-	-	-	(300,000)	-	-	-	-	-	(300,000)
	-	-	-	-	-	14,103,648	-	-	-	-	-	14,103,648
	-	-	-	-	-	54,394	-	(138,349)	1,129,675	991,326	-	1,045,720
Closing balance as at 31 December 2022												
	1,192,954	19,948,329	149,295	1,519,051	29,333,255	(1,519,051)	(139,061)	1,219,187	1,080,126	5,949,685	57,653,644	57,653,644

The accompanying notes are integral part of these consolidated and separate financial statements.

Thai Union Group Public Company Limited
Statement of Cash Flows
For the year ended 31 December 2022

	Notes	Consolidated financial statements		Separate financial statements	
		31 December 2022	31 December 2021	31 December 2022	31 December 2021
		Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Net cash receipts from operating activities	40	5,870,754	6,292,028	1,744,669	1,223,826
Cash flows from investing activities					
Net cash (payments for) receipts from short-term investments		(87,628)	(700,000)	500,000	(500,000)
Increase in restricted deposits with financial institutions		(13)	(114)	-	-
Purchases of property, plant and equipment and intangible assets		(5,340,118)	(4,173,687)	(296,226)	(294,378)
Acquire right-of-use assets		-	(90,588)	-	-
Proceeds from disposals of property, plant and equipment and intangible assets		301,277	443,394	7,930	7,743
Proceeds from disposals of right-of-use assets		-	85,413	-	-
Proceeds from sale of investment in subsidiary net with transaction costs		208	-	1,885,361	254,457
Cash payment for sale of investment in joint ventures	14	-	(107,418)	-	(150,583)
Cash payment for investments in subsidiaries	14	-	-	(6,643,828)	(221,400)
Cash payment for investments in associates	14	(276,293)	(3,045,248)	-	(3,000,550)
Cash payment for investments in joint ventures	14	(152,467)	(53,900)	(40,842)	-
Cash payment for investments in equity instruments		(77,914)	(702,532)	-	(456,285)
Cash payment for investments in debt instruments		(10,323)	(8,144)	-	-
Net cash receipts from (payments for) short-term loans to related parties and third parties		(65,984)	(4,130)	(1,533,005)	(9,331,257)
Cash receipts from long-term loans to related parties	39	-	-	497,870	965,470
Cash payments for long-term loans to related parties and third parties		-	-	(249,700)	(2,843,090)
Interest received		60,793	45,514	1,964,748	1,221,829
Dividend received		233,776	207,752	10,997,731	4,358,973
Net cash (payments for) receipts from investing activities		(5,414,686)	(8,103,688)	7,090,039	(9,989,071)

The accompanying notes are integral part of these consolidated and separate financial statements.

Thai Union Group Public Company Limited
Statement of Cash Flows
For the year ended 31 December 2022

		Consolidated financial statements		Separate financial statements	
		31 December 2022	31 December 2021	31 December 2022	31 December 2021
	Notes	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Cash flows from financing activities					
Net cash receipts from (payments for) short-term loans from financial institutions		56,929	(3,859,688)	797,639	1,198,086
Net cash receipts from (payments for) short-term loans from related parties		(6,050)	45,949	(674,881)	917,718
Cash receipts from long-term loans from financial institutions	24	4,177,250	12,306,800	4,145,750	12,124,300
Cash receipts from debenture issuance		-	11,000,000	-	11,000,000
Repayments for long-term loans from financial institutions	24	(12,832,637)	(1,900,129)	(12,500,000)	(1,769,000)
Repayments for debentures	25	(2,000,000)	(6,050,000)	(2,000,000)	(6,050,000)
Financing fees paid for long-term loans from financial institutions	24	(45,460)	(110,167)	(45,460)	(110,167)
Financing fees paid for debenture issuance		-	(27,277)	-	(27,277)
Interest and other finance costs paid		(1,999,056)	(1,594,329)	(1,738,703)	(1,422,672)
Cash paid for lease liabilities	17	(664,795)	(513,553)	(110,278)	(127,719)
Interest paid on perpetual debentures	28	(300,000)	(300,000)	(300,000)	(300,000)
Cash receipts from non-controlling interests for additional share capital in a subsidiary net with transaction costs		18,869,789	1,247,970	-	-
Cash paid for non-controlling interests from change in interest in subsidiaries		-	(1,703,104)	-	-
Cash receipts from non-controlling interests from change in interest in subsidiaries net with transaction costs		1,885,361	254,457	-	-
Dividends paid to the owners of the parent		(4,190,161)	(3,946,888)	(4,190,161)	(3,946,890)
Dividends paid to non-controlling interests		(209,217)	(267,127)	-	-
Net cash receipts from (payments for) financing activities		2,741,953	4,582,914	(16,616,094)	11,486,379
Net increase in cash and cash equivalents		3,198,021	2,771,254	(7,781,386)	2,721,134
Cash and cash equivalents - opening balance	9	8,828,316	6,019,247	7,887,120	5,160,207
Exchange differences on cash and cash equivalents		(4,140)	37,815	(170)	5,779
Cash and cash equivalents - closing balance	9	12,022,197	8,828,316	105,564	7,887,120
Non-cash items					
Payable balances from purchase of property, plant and equipment, and intangible assets	23	567,488	464,007	32,277	35,112
Acquisitions of right-of-use assets under lease contracts	17	760,333	457,519	15,260	63,112
Increase in investments in subsidiaries by converting loan receivables to investments	14, 39	-	-	730,662	2,772,361
Increase in investment in a subsidiary by exercising derivative liabilities	14	-	1,753,648	-	-
Increase in long-term loans to subsidiary by transferring accrued interest income to loans	39	-	-	170,516	154,445

The accompanying notes are integral part of these consolidated and separate financial statements.

Thai Union Group Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2022

1 General information

Thai Union Group Public Company Limited (the “Company”) is a public limited company, which is listed on the Stock Exchange of Thailand, and is incorporated and domiciled in Thailand. The current address of the Company’s registered office is at 72/1 Moo 7, Sethakit 1 Road, Tambon Tarsrai, Amphur Muang, Samutsakorn. The Company has 17 branches in Bangkok and Samutsakorn.

For reporting purposes, the Company and its subsidiaries are referred to as ‘the Group’.

The Company operates its business in Thailand and its subsidiaries conduct business in Thailand and overseas. The principal activities of the Company and the Thai subsidiaries are the manufacture and sale of frozen, chilled and canned seafood. Some Thai subsidiaries are also engaged in packaging, printing, pet food, food ingredients and food supplemental businesses.

Overseas subsidiaries principally operate the following businesses. Subsidiaries in the US distribute pet food, lobster and other seafood products and import shrimp and other frozen seafood products for sales to restaurant chains, retailers and wholesalers. Subsidiaries in Europe manufacture and distribute ambient and chilled seafood products to countries in Europe, the US and Australia under their trademarks. Subsidiaries in Asia manufacture and distribute seafood in Vietnam and China.

These consolidated and separate financial statements were authorised for issuance by the Board of Directors on 20 February 2023.

2 Basis of preparation

The consolidated and separate financial statements have been prepared in accordance with Thai Financial Reporting Standards (“TFRS”) and the financial reporting requirements issued under the Securities and Exchange Act.

The consolidated and separate financial statements have been prepared under the historical cost convention except financial assets measured with fair value and derivatives as explained in relevant accounting policies.

The preparation of financial statements in conformity with TFRS requires management to use certain critical accounting estimates and to exercise its judgement in applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas that are more likely to be materiality adjusted due to changes in assumptions and estimates are disclosed in Note 7.

An English version of these consolidated and separate financial statements has been prepared from the statutory financial statements in Thai. If there is a conflict or a difference in interpretation between the two languages, the Thai language version shall prevail.

Reclassification

The Company has changed the presentation of impairment losses on investment in subsidiaries in the separate statement of income that was previously included in administrative expenses to net other gains (losses). Comparative figures have been reclassified to conform to the presentation in the current year which are disclosed in Note 34.

The accompanying notes are integral part of these consolidated and separate financial statements.

Thai Union Group Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2022

3 New and amended financial reporting standards

3.1 New and amended financial reporting standards that are effective for accounting period beginning on or after 1 January 2022

- a) **Interest rate benchmark (IBOR) reform - phase 2, amendments to TFRS 9, TFRS 7, TFRS 16 and TFRS 4, and accounting guidance, financial instruments and disclosures for insurance business** provide relief measures addressing issues that might affect financial reporting during the reform, including the effects of changes to contractual cash flows or hedging relationship arising from the replacement of one benchmark with an alternative benchmark.

Key relief measures of the phase 2 amendments are as follows:

- When changing the basis for determining contractual cash flows for financial assets and financial liabilities (including lease liabilities), changes that are necessary as a direct result of the IBOR reform and which are considered economically equivalent, will not result in an immediate gain or loss in the income statement. TFRS 16 has also been amended to require lessees to use a similar practical expedient when accounting for lease modifications that change the basis for determining future lease payments as a result of the IBOR reform.
- Hedge accounting relief measures will allow most TFRS 9 hedge relationships that are directly affected by the IBOR reform to continue. However, additional ineffectiveness might need to be recorded.

TFRS 7 requires additional disclosure about:

- the nature and extent of risks arising from the IBOR reform to which the entity is exposed to
- how the entity manages those risks
- the entity's progress in transitioning from the IBOR to alternative benchmark rates and how the entity is managing this transition.

The Group's management assessed and considered that the above new and amended standards do not have a significant impact on the Group.

3.2 Amended financial reporting standards that are effective for accounting period beginning on or after 1 January 2023

These amended financial reporting standards have not been early adopted by the Group and the Company. The Group's management is assessing the impact of these standards on the Group.

- a) **Amendment to TAS 16 - Property, plant and equipment** clarified to prohibit entities from deducting from the cost of an item of PP&E any proceeds received from selling any items produced while the entity is preparing that asset for its intended use.
- b) **Amendment to TAS 37 - Provisions, contingent liabilities and contingent assets** clarified that, in considering whether a contract is onerous, the direct costs of fulfilling a contract include both the incremental costs of fulfilling the contract and an allocation of other costs directly related to fulfilling the contract. Before recognising a separate provision for an onerous contract, the entity must recognise any impairment losses that have occurred on the assets used in fulfilling the contract.
- c) **Amendment to TAS 41 Agriculture** clarified about removal of the requirement for entities to exclude cash flows for taxation when measuring fair value of biological asset.
- d) **Amendment to TFRS 3 - Business combinations** clarified some minor amendments to update its references to the Conceptual Framework for Financial Reporting and added a consideration for the recognition of liabilities and contingent liabilities acquired from business combinations. The amendments also confirmed that contingent assets shouldn't be recognised at the acquisition date.
- e) **Amendment to TFRS 9 - Financial Instruments** clarified which fees should be included in the 10% test for the derecognition of financial liabilities. It should only include fees between the borrower and lender.

Thai Union Group Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2022

4 Accounting policies

4.1 Principles of consolidation and equity accounting

4.1.1 Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group until the date that control ceases.

In the separate financial statements, investments in subsidiaries are accounted for using the cost method.

4.1.2 Associates

Associates are all entities over which the Group has significant influence but not control or joint control. Investments in associates are accounted for using the equity method of accounting.

In the separate financial statements, investments in associates are accounted for using the cost method.

4.1.3 Joint arrangements

Investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangements.

Joint operations

A joint operation is a joint arrangement whereby the Group has rights to the assets, and obligations for the liabilities relating to the arrangement. The Group recognises its direct right to the assets, liabilities, revenues and expenses of joint operations and its share of any jointly held or incurred assets, liabilities, revenues and expenses. These have been incorporated in the Group's financial statements line items.

Joint ventures

A joint venture is a joint arrangement whereby the Group has rights to the net assets of the arrangement. Interests in joint ventures are accounted for using the equity method of accounting.

In the separate financial statements, investments in joint ventures are accounted for using the cost method.

4.1.4 Equity method

The investment is initially recognised at cost which is consideration paid and directly attributable costs.

The Group's subsequent shares of its associates and joint ventures' profits or losses and other comprehensive income are presented in the profit or loss and other comprehensive income, respectively. The subsequent cumulative movements are adjusted against the carrying amount of the investment.

When the Group's share of losses in associates and joint ventures equals or exceeds its interest in the associates and joint ventures, the Group does not recognise further losses, unless it has incurred obligations or made payments on their behalf of the associates and joint ventures.

Thai Union Group Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2022

4.1.5 Changes in ownership interests

The Group treats transactions with non-controlling interests as transactions with Group equity owners as long as they do not result in a loss of control. A difference between the amount of the adjustment to non-controlling interests to reflect their relative interest in the subsidiary and any consideration paid or received are recognised within equity.

If the ownership interest in associates and joint ventures is reduced but significant influence and joint control is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate. Profit or loss reducing the ownership interest in associates and joint ventures is recognised in profit or loss.

When the Group loses control, joint control or significant influence over investments, any retained interest in the investment is remeasured to its fair value, with the change in carrying amount recognised in profit or loss. The fair value becomes the initial carrying amount of the retained interest which is reclassified to investment in an associate, joint venture or financial asset accordingly.

4.1.6 Intercompany transactions on consolidation

Intercompany transactions, balances and unrealised gains on transactions are eliminated. Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in those associates and joint ventures. Unrealised losses are also eliminated in the same manner unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries and equity-accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

4.2 Business combination

The Group applies the acquisition method to account for business combinations except for those under common control. The consideration transferred for the acquisition of a subsidiary comprises

- fair value of the assets transferred,
- liabilities incurred to the former owners of the acquiree, and
- equity interests issued by the Group.

Identifiable assets and liabilities acquired, and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

On an acquisition-by-acquisition basis, the Group initially recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

The excess of the consideration transferred, the amount of any non-controlling interest recognised and the acquisition-date fair value of any previous equity interest in the acquiree (for business combination achieved in stages) over the fair value of the identifiable net assets acquired is recorded as goodwill. In the case of a bargain purchase, the difference is recognised directly in profit or loss.

Acquisition-related costs are recognised as expenses in the consolidated financial statements, while they are recognised as cost of investment in the separate financial statements.

Step-up acquisition

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from this remeasuring is recognised in profit or loss.

Changes in fair value of contingent consideration paid and/or received

Subsequent changes to the fair value of the contingent consideration that is an asset or liability is recognised in profit or loss. Contingent consideration that is classified as equity is not re-measured.

Thai Union Group Public Company Limited
Notes to the Consolidated and Separate Financial Statements
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Business combination under common control

The Group accounts for business combination under common control by measuring acquired assets and liabilities of the acquiree at their carrying values presented in the highest level of the consolidation. The Group retrospectively adjusted the business combination under common control transactions as if the combination had occurred on the later of the beginning of the preceding comparative period and the date the acquiree has become under common control.

Consideration of business combination under common control are the aggregated amount of fair value of assets transferred, liabilities incurred and equity instruments issued by the acquirer at the date of which the exchange in control occurs.

The difference between consideration under business combination under common control and the acquirer's interests in the carrying value of the acquiree is presented as "surplus arising from business combination under common control" in equity and is derecognised when the investment is disposed of by transferred to retained earnings.

4.3 Foreign currency translation

4.3.1 Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which each entity operates, or the functional currency. The financial statements are presented in Thai Baht, which is the Company's functional and presentation currency.

4.3.2 Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the transaction dates or the revaluation date where items are re-measured.

Foreign exchange gains and losses resulting from foreign currency transactions of monetary assets and liabilities are recognised in the profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges.

Any exchange component of gains and losses on a non-monetary item recognised in profit or loss, or other comprehensive income is recognised following the gain or loss recognition on that item.

4.3.3 Group companies

The operational results and financial position of the Group's entities (none of which has the currency of a hyper-inflationary economy) that have a different functional currency from the Group's presentation currency are translated into the presentation currency as follows:

- Assets and liabilities are translated at the closing rate at the date of the respective statement of financial position.
- Income and expenses for each statement of income and statement of comprehensive income are translated at average exchange rates.
- All resulting exchange differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising from acquiring a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

4.4 Cash and cash equivalents

In the statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with financial institutions, short-term highly liquid investments with maturities of three months or less from the acquisition date and bank overdrafts.

In the statement of financial position, bank overdrafts are shown in current liabilities.

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4.5 Trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement between 7 and 150 days and therefore are all classified as current.

Trade receivables are recognised initially at the amount of consideration, which is unconditional unless they contain significant financing components in which case they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost.

The impairment of trade receivables is disclosed in Note 4.7.

4.6 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined by the weighted average method. The cost of purchases comprises both the purchase price and the costs directly attributable to the inventory's acquisition, such as import duties and transportation charges, less all attributable discounts, rebates and other similar items. The cost of finished goods and work in progress comprises raw materials, direct labour costs, other direct costs and related production overheads based on normal operating capacity. It excludes borrowing costs. Net realisable value is the estimate of the selling price in the ordinary course of business, less applicable variable selling expenses. Allowance is made, where necessary, for slow-moving, obsolete and defective inventories.

4.7 Financial assets

Classification

The Group classifies its debt instrument financial assets in the following measurement categories depending on i) business model for managing the asset and ii) the cash flow characteristics of the asset whether they represent solely payments of principal and interest (SPPI)

- those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss); and
- those to be measured at amortised cost.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

For investments in equity instruments, the Group has an irrevocable election at the time of initial recognition to account for the equity investment at fair value through profit or loss (FVPL) or at fair value through other comprehensive income (FVOCI) except those that are held for trading, they are measured at FVPL.

Recognition and derecognition

The Group shall recognise a financial asset in its statement of financial position when, and only when, the Group becomes party to the contractual provisions of the instrument. Regular way purchases and sales of financial assets are recognised on the trade date, or the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from them have expired or have been transferred and the Group has transferred substantially all the risks and rewards of their ownership.

Measurement

At initial recognition, the Group measures a financial asset, in the case of a financial asset not at FVPL, at its fair value plus or minus transaction costs directly attributable to its acquisition. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest (SPPI).

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Debt instruments

Subsequent measurements of debt instruments depend on the Group's business model for managing the financial assets and their cash flow characteristics. There are three measurement categories into which the Group classifies its debt instruments:

- **Amortised cost:** Financial assets will be measured at amortised cost when holding it to collect contractual cash flows is the objective of its business model. In addition, the contractual terms of the financial asset will give rise to cash flows on specified dates, which are solely payments of principal and interest on the principal amount outstanding. Interest income from these financial assets is included in financial income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented in profit or loss.
- **FVOCI:** Financial assets will be measured at FVOCI when it is held for both collecting contractual cash flows and selling financial assets to achieve its business model objective. In addition, the contractual terms of the financial asset will give rise to cash flows on specified dates, which are solely payments of principal and interest on the principal amount outstanding. Movements in the carrying amount are taken through other comprehensive income, except for the recognition of impairment gains or losses, interest income and related foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss and recognised on other gains/(losses). Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses), and impairment expenses are presented as a separate line item in the statement of income.
- **FVPL:** Financial assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.

Equity instruments

The Group measures all equity investments at fair value. Where the Group has elected to present fair value gains and losses on equity instruments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as dividend income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in other gains/(losses) in the statement of income. Impairment losses (and the reversal) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

Impairment

The Group applies the TFRS 9 simplified approach in measuring the impairment of trade receivables, which applies lifetime expected credit loss, from initial recognition for all trade receivables.

To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets. The expected credit loss rates are based on payment profiles, historical credit losses as well as forward-looking information and factors that may affect the ability of the customers to settle the outstanding balances.

For other financial assets carried at amortised cost and FVOCI, the Group applies TFRS 9 general approach in measuring the impairment of those financial assets. Under the general approach, the 12-month or the lifetime expected credit loss is applied depending on whether there has been a significant increase in credit risk since the initial recognition.

The significant increase in credit risk (from initial recognition) assessment is performed every end of reporting period by comparing i) expected risk of default as of the reporting date and ii) estimated risk of default on the date of initial recognition.

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The Group assesses expected credit loss by taking into consideration forward-looking information and past experiences. The expected credit loss is a probability-weighted estimate of credit losses (probability-weighted present value of estimated cash shortfall). The cash shortfall is the difference between all contractual cash flows that are due to the Group and all cash flows expected to receive, discounted at the original effective interest rate.

When measuring expected credit losses, the Group reflects the following:

- probability-weighted estimated uncollectible amounts
- time value of money; and
- supportable and reasonable information as of the reporting date about past experience, current conditions and forecasts of future situations.

Impairment (and reversal of impairment) losses are recognised in profit or loss as a separate line item. Subsequent recoveries of amounts previously written off are credited against the same line item.

4.8 Investment property

Investment property is measured initially at cost, including directly attributable costs and borrowing costs. Subsequently, the investment property is carried at cost less accumulated depreciation and impairment. Land is not depreciated.

4.9 Non-current assets held-for-sale and discontinued operation

Non-current assets (or disposal groups) are classified as assets held-for-sale when their carrying amount will be recovered principally through a sale transaction and a sale is considered highly probable. They are measured at the lower of the carrying amount and fair value less costs to sell.

An impairment loss is recognised for write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised.

Non-current assets (or disposal groups) are not depreciated or amortised.

A discontinued operation is a component of the Group that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the statement of profit or loss.

4.10 Property, plant and equipment

All other property, plant and equipment are stated at historical cost less accumulated depreciation and impairment losses. Historical costs include expenditures directly attributable to the items' acquisition.

Subsequent costs are included in the asset's carrying amount or recognised in a separate asset as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of replaced parts are derecognised. All other repairs and maintenance are charged to profit or loss when incurred.

Land is not depreciated. Depreciation on other assets is calculated using the straight-line method to allocate their costs to their residual values over their estimated useful lives, as follows:

Land improvements	5 - 40 years
Buildings and building improvements	5 - 40 years
Machinery and factory equipment	3 - 20 years
Furniture, fixtures and office equipment	3 - 20 years
Vehicles	3 - 20 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Gains or losses on disposals of property, plant and equipment are determined by comparing the proceeds with the carrying amount, and they are recognised in other gains or (losses) in the statement of income.

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4.11 Goodwill

Goodwill is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired. Goodwill is carried at cost less accumulated impairment losses.

For the purpose of impairment testing, goodwill is allocated to cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill can be monitored for internal management purposes, which are the operating segments.

4.12 Intangible assets

Research and development

Research expenditure is recognised as an expense as it is incurred. Costs incurred on development projects (relating to the design and testing of new or improved products) are recognised as intangible assets when it is probable that the project will be a success considering its commercial and technological feasibility, and only if the cost can be measured reliably. Other development expenditures are recognised as expenses as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period. Development costs that have been capitalised are amortised on a straight-line basis from the commencement of the product's commercial production over the period of its expected benefit, not exceeding 10 years.

Trademarks and licences

Separately acquired trademarks and licences are initially recorded at historical cost. Trademarks and licences acquired in business combinations are initially recognised at fair value at the acquisition date. Trademarks and licences with an indefinite useful life are carried at cost less allowance for impairment. Trademarks and licences with a finite useful life are carried at cost less accumulated amortisation and allowance for impairment. The trademarks presented in these financial statements have indefinite useful lives and are tested annually for impairment. The licences have definite useful lives and are amortised using the straight-line method to allocate the cost of licences over their estimated useful lives of 2 - 16 years.

Contractual customer and distributor relationships

Contractual customer and distributor relationships acquired in a business combination are initially recognised at fair value at the acquisition date. The contractual customer and distributor relationships have a finite useful life and are carried at cost less accumulated amortisation and allowance for impairment. Amortisation is calculated using the straight-line method over the expected lives of 5 - 20 years.

Computer software

Costs associated with maintaining computer software programmes are recognised as an expense as incurred. Development costs, when directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software product so that it will be available for use;
- management intends to complete the software product and use or sell it;
- there is an ability to use or sell the software product;
- it can be demonstrated how the software product will generate probable future economic benefits;
- adequate technical, financial and other resources are available to complete the development and to use or sell the software product; and
- the expenditure attributable to the software product during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software product include employee costs of the software development team and an appropriate portion of relevant overheads.

Other development expenditures that do not meet these criteria are recognised as expenses as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Computer software development costs recognised as assets are amortised over their estimated useful lives between 3 years and 10 years.

Acquired computer software licences are capitalised on the basis of the costs incurred to acquire that software and bring it to use. These costs are amortised over their estimated useful lives of 3 - 10 years.

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4.13 Impairment of assets

The Group does not amortise an intangible asset with an indefinite useful life. It is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired. An asset that is subject to amortisation is reviewed for impairment whenever there is an indication of impairment. Impairment loss is recognised for the amount by which the carrying amount of the asset exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

Where the reasons for previously recognised impairments no longer exist, impairment losses on the assets concerned other than goodwill are reversed.

4.14 Leases

Leases - where the Group is the lessee

At contract inception, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group recognises a right-of-use (ROU) asset and a lease liability at the lease commencement date. The ROU asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, initial direct costs and estimated costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any incentive received.

The lease liability is initially measured at the present value of the lease payments not paid at the commencement date and discounted using the interest rate implicit in the lease, if the rate can be readily determined. If that rate cannot be readily determined, the Group uses the Group's incremental borrowing rate.

Lease payments can include fixed payments; variable payments that depend on an index or rate known at the commencement date; and extension option payments or purchase options which the Group is reasonably certain to exercise.

To apply a cost model, the Group measures the ROU asset at cost, less accumulated depreciation and accumulated impairment loss and adjusted for any remeasurement of the lease liability. The ROU asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the asset's useful life or the end of the lease term. However, if the lease transfers ownership of the underlying asset to the Group by the end of the lease term or if the cost of the ROU asset reflects that the Group will exercise a purchase option, the Group depreciates the ROU asset from the commencement date to the end of the useful life of the underlying asset. The useful life of the ROU asset is determined on the same basis as those of property, plant and equipment.

The lease liability is measured in subsequent periods using the effective interest rate method and remeasured (with a corresponding adjustment to the related ROU asset) when there is a change in future lease payments in case of negotiation, changes of an index or rate or in case of reassessment of options.

When the lease liability is re-measured to reflect changes to the lease payments, the Group recognises the remeasurement amount of the lease liability as an adjustment to the ROU asset. However, if the carrying amount of the ROU asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the remeasurement in profit or loss.

The Group has elected not to recognise ROU assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Leases - where the Group is the lessor

The Group determines at lease inception whether each lease is a finance lease or an operating lease. To classify each lease, the Group makes an overall assessment of whether the lease substantially transfers all risks and rewards incidental to the underlying asset's ownership. If this is the case, then the lease is a finance lease; if not, then it is an operating lease.

When assets are leased out under a finance lease, the present value of the lease payments is recognised as a receivable. The difference between the gross receivable and the present value of the receivable is recognised as unearned finance income. Lease income is recognised over the term of the lease using the net investment method, which reflects a constant periodic rate of return. Initial direct costs are included in the initial measurement of the finance lease receivable and reduce the amount of income recognised over the lease term.

Assets leased out under operating leases are included in property, plant and equipment in the statement of financial position. They are depreciated over their expected useful lives on a basis consistent with other similar property, plant and equipment owned by the Group. Rental income (net of any incentives given to lessees) is recognised on a straight-line basis over the lease term.

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4.15 Financial liabilities

Classification

Financial instruments issued by the Group are classified as either financial liabilities or equity securities by considering contractual obligations.

- Where the Group has an unconditional contractual obligation to deliver cash or another financial asset to another entity, it is considered a financial liability unless there is a predetermined or possible settlement for a fixed amount of cash in exchange of a fixed number of the Group's own equity instruments.
- Where the Group has no contractual obligation or has an unconditional right to avoid delivering cash or another financial asset in settlement of the obligation, it is considered an equity instrument.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer the liability settlement for at least 12 months after the reporting date.

Measurement

Financial liabilities are initially recognised at fair value and are subsequently measured at amortised cost.

Recognition, derecognition and modification

The Group shall recognise a financial liability in its statement of financial position when, and only when, the Group becomes party to the contractual provisions of the instrument. Financial liabilities are derecognised from the statement of financial position when the obligation specified in the contract is discharged, cancelled, or expired.

Where the terms of a financial liability are renegotiated/modified, the Group assesses whether the renegotiation/modification results in the derecognition of that financial liability. Where the modification results in an extinguishment, the new financial liability is recognised based on the fair value of its obligation. The remaining carrying amount of financial liability is derecognised. The difference as well as proceeds paid is recognised as other gains/(losses) in profit or loss.

Where the modification does not result in the derecognition of the financial liability, the carrying amount of the financial liability is recalculated as the present value of the renegotiated / modified contractual cash flows discounted at its original effective interest rate. The difference is recognised in other gains/(losses) in profit or loss.

4.16 Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets (assets that take time to get ready for its intended use or sale) are added to the cost of those assets less investment income earned from those specific borrowings. The capitalisation of borrowing costs is ceased when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

Other borrowing costs are expensed in the period in which they are incurred.

4.17 Current and deferred income taxes

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current income tax

The current income tax charge is calculated based on the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Group and the Company operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulations are subject to interpretation. It establishes provisions where appropriate based on amounts expected to be paid to the tax authorities.

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Deferred income tax is recognised on temporary differences arising from differences between the tax base of assets and liabilities and their carrying amounts in the financial statements. However, the deferred income tax is not recognised for temporary differences arising from:

- initial asset or liability recognition in a transaction other than a business combination that affects neither accounting nor taxable profit or loss
- investments in subsidiaries, associates and joint arrangements where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax is measured using tax rates of the period in which the temporary difference is expected to be reversed that is deferred tax assets are utilised or deferred tax liabilities are settled, based on tax rates and laws that have been enacted or substantially enacted by the end of the reporting period.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset the current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset them and intends either to settle them on a net basis, or to realise the asset and settle the liability simultaneously.

4.18 Employee benefits**Short-term employee benefits**

Liabilities for short-term employee benefits such as wages, salaries and bonuses that are expected to be settled wholly within 12 months after the end of the period are recognised in respect of employees' service up to the end of the reporting period. They are measured at the amount expected to be paid.

Defined contribution plan

A defined contribution plan is a provident fund which the Group pays fixed contributions into a separate entity. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as an employee benefit expense when they are due.

Defined benefit plan

The amount of retirement benefits is defined by the agreed benefits the employees will receive after employment completion. It usually depends on factors such as age, years of service and an employee's latest compensation at retirement.

The defined benefit obligation is calculated annually by an independent actuary using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using the market yield of government bonds that matches the terms and currency of the expected cash outflows.

Remeasurement gains and losses are charged or credited to other comprehensive income in the periods in which they arise. They are included in retained earnings in the statements of changes in equity.

Past-service costs are recognised immediately in profit or loss.

Other long-term benefits

The Group operates other long-term benefit schemes for employees who complete the service years according to the policy.

These obligations are measured similarly to defined benefit plans except that remeasurement gains and losses are charged to profit or loss.

Termination benefits

The Group recognises termination benefits at the earlier of a) when the Group can no longer withdraw the offer of those benefits; and b) when the entity recognises costs for the related restructuring. Benefits more than 12 months due are discounted to their present value.

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Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation. An increase in the provision due to passage of time is recognised as interest expense.

4.20 Share capital

Ordinary shares with discretionary dividends are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

Treasury share

Where any companies within the Group repurchases its shares, the consideration paid, including any directly attributable incremental costs (net of taxes) is deducted from equity until the shares are cancelled or reissued. Where such shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity.

4.21 Revenue recognition

The Group recognises revenue in the period when they transfer control of goods or services to customers in an amount that reflects the net consideration the Group expects to receive. Depending on the underlying contract's terms, the Group generally meets these requirements when it either ships or delivers the finished goods and control of the goods transfers to the customer. At contract inception, the Group assesses the goods promised in the contract to identify the performance obligations. Each performance obligation is a promise to transfer to the customer a good or service that is distinct. The transaction price will need to be allocated to the distinct performance obligations based on the relative standalone selling price of the goods and other performance obligations to ensure that revenue is recognised at the appropriate time and for the correct amount.

The Group recognises revenue when it satisfies a performance obligation by transferring the promised goods or services to the customer, which is when the customer gains control of those goods, or services. The amount of revenue recognised is the amount allocated to the satisfied performance obligation. A performance obligation may be satisfied at a point in time, typically for promises to transfer goods to a customer, or over time, typically for promises to transfer services to a customer.

Interest income is recognised on an accrual basis, using the effective interest method.

Revenue arising from royalties is recognised at the later of a) when the subsequent sale or usage occurs; and b) the satisfaction or partial satisfaction of the performance obligation to which some or all of the sales-based or usage-based royalty has been allocated.

Dividend income is recognised when the right to receive payment is established.

4.22 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the consolidated and separate financial statements in the period in which the dividends are approved by the Company's shareholders, and the interim dividends are approved by the Board of Directors.

4.23 Derivatives and hedging activities

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument in hedge accounting, and if so, the nature of the item being hedged. The Group designates certain derivatives as either:

- hedges of the fair value of recognised assets or liabilities or unrecognised firm commitments (fair value hedges), or
- hedges or a particular risk associated with the cash flows of recognised assets and liabilities and highly probable forecast transactions (cash flow hedges).
- hedges of a net investment in a foreign operation (net investment hedges).

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At inception of the hedge relationship, the Group documents the economic relationship between the hedging instruments and hedged items including whether changes in the cash flows of the hedging instruments are expected to offset changes in the cash flows of hedged items. The Group documents its risk management objective and strategy for undertaking its hedge transactions. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months. A derivative that does not apply hedge accounting is classified as an asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the cash flow hedge reserve within equity. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss, within other gains (losses).

When forward contracts are used to hedge forecast transactions, the Group generally designates only the change in fair value of the forward contract that is related to the spot component as the hedging instrument. Gains or losses relating to the effective portion of the spot component change are recognised in the cash flow hedge reserve within equity. The change in the forward element of the contract that relates to the hedged item ('aligned forward element') is recognised within other comprehensive income in the costs of hedging reserve within equity. In some cases, the Group may designate the full change in fair value of the forward contract (including forward points) as the hedging instrument. In such cases, the gains or losses relating to the effective portion of the change in fair value of the entire forward contract are recognised in the cash flow hedge reserve within equity.

Hedges of net investments in foreign operations are accounted for similarly to cash flow hedges. Any gain or loss on the hedging instrument relating to the effective portion of the hedge is recognised in other comprehensive income and accumulated in reserves in equity. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss within other gains/(losses). Gains and losses accumulated in equity are reclassified to profit or loss when the foreign operation is partially disposed of or sold.

Amounts accumulated in equity are reclassified in the periods when the hedged item affects profit or loss.

When a hedging instrument expires, is sold or is terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of hedging in equity at that time remains in equity until the forecast transaction occurs. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were reported in equity are immediately reclassified to profit or loss.

Certain derivative instruments do not qualify for hedge accounting. Changes in the fair value of these derivative instruments are recognised immediately in profit or loss and are included in other gains (losses).

4.24 Financial guarantee contracts

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of:

- the amount determined in accordance with the expected credit loss model under TFRS 9; and
- the amount initially recognised less the cumulative amount of income recognised in accordance with the principles of TFRS 15.

The fair value of financial guarantees is determined based on the present value of the difference in cash flows between a) the contractual payments required under the debt instrument; and b) the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

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5 Financial risk management

5.1 Financial risk factors

The Group is exposed to a variety of financial risks: market risk (including currency risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group uses derivative financial instruments to hedge certain exposures.

Financial risk management is carried out by the Group Treasury Committee. The Group's policy includes areas such as foreign exchange risk, interest rate risk, credit risk and liquidity risk. The framework parameters are approved by the Board of Directors and used as the key communication and control tools for the Treasury team globally.

5.1.1 Market risk

a) Foreign currency risk

The Group operates internationally and is exposed to foreign currency risk arising mainly from trading transactions and borrowings denominated in foreign currencies. The Group seeks to reduce this risk by entering forward exchange contracts when considered appropriate. The Group uses forward contracts, transacted with financial institutions to hedge their exposure to foreign currency risk in connection with their measurement currency.

The Group uses a combination of foreign currency options and foreign currency forwards to hedge its exposure to foreign currency risk. Under the group's policy, the critical terms of the forwards and options must align with the hedged items.

The Group only designates the spot component of foreign currency forwards in hedge relationships. The spot component is determined with reference to relevant spot market exchange rates. The differential between the contracted forward rate and the spot market exchange rate is defined as the forward points. It is discounted, where material.

The intrinsic value of foreign currency options is determined with reference to the relevant spot market exchange rate. The differential between the contracted strike rate and the discounted spot market exchange rate is defined as the time value. It is discounted, where material.

The changes in the forward element of the foreign currency forwards and the time value of the options that relate to hedged items are deferred in the costs of hedging reserve.

The Group also entered into foreign currency forwards in relation to projected purchases for the next 12 months that do not qualify as 'highly probable' forecast transactions and hence do not satisfy the requirements for hedge accounting (economic hedges). The foreign currency forwards are subject to the same risk management policies as all other derivative contracts. However, they are accounted for as held for trading, with gains (losses) recognised in profit or loss.

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Exposure

The Group's and the Company's exposure to foreign currency risk at the end of the reporting period, expressed in Baht are as follows:

As at 31 December	Consolidated financial statements			
	Financial assets		Financial liabilities	
	2022	2021	2022	2021
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
USD	87,343,171	76,628,461	79,378,672	73,145,897
EUR	57,936,322	50,414,209	62,752,750	56,170,314
GBP	4,891,186	4,317,147	4,251,411	3,694,459
RUB	1,126,810	1,161,868	1,038,664	1,074,850
CNY	342,168	256,528	374,767	276,044
PLN	340,419	1,820,617	516,048	1,270,144
NOK	340,404	410,618	371,637	385,854
JPY	161,366	132,598	4,686,482	1,059,323

As at 31 December	Separate financial statements			
	Financial assets		Financial liabilities	
	2022	2021	2022	2021
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
USD	35,776,272	31,599,913	12,852,516	11,196,468
EUR	18,940,447	18,657,391	487,561	996,849
GBP	1,851,449	1,453,394	448,373	343,950
CNY	106,331	112,336	334	382
JPY	13,679	18,038	4,606,176	1,001,295
PLN	8	768,663	838	1,386

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Effects of hedge accounting on the financial position and performance

The effects of the foreign currency-related hedging instruments on the Group and the Company's financial position and performance are as follows:

As at 31 December	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Cash flow hedge				
<u>Foreign currency forward contracts</u>				
Net carrying amount of hedging instruments (Thousand Baht)	1,008,037	(420,450)	88,924	(339,345)
Notional amount (Thousand)				
USD	1,580,166	1,533,229	795,224	802,036
EUR	76,695	271,998	47,000	216,000
PLN	-	94,000	-	94,000
CNY	22,000	22,000	22,000	22,000
AUD	11,295	11,000	11,295	11,000
Maturity date	January 2023 - October 2024	January 2022 - September 2026	January 2023 - October 2024	January 2022 - September 2026
Hedge ratio	1:1	1:1	1:1	1:1
Change in value of outstanding hedging instruments used for measuring ineffectiveness for the year (Thousand Baht)	(1,526,844)	(3,304,309)	(937,450)	(2,017,226)
Change in value of hedged item used to determine hedge ineffectiveness for the year (Thousand Baht)	1,526,844	3,304,309	937,450	2,017,226
Weighted average strike rate for outstanding hedging instruments				
USD:THB	33.84	32.30	32.34	31.61
EUR:THB	36.88	39.48	36.88	39.48
PLN:THB	-	7.85	-	7.85
CNY:THB	4.72	4.72	4.72	4.72
AUD:THB	24.13	24.13	24.13	24.13
EUR:GBP	0.86	0.86	-	-
USD:EUR	0.97	0.86	-	-
USD:GBP	0.89	0.73	-	-
<u>Cross-currency interest rate swaps</u>				
Net carrying amount of hedging instruments (Thousand Baht)	187,623	384,657	187,623	384,657
Notional amount (Thousand)				
USD	267,410	290,500	267,410	290,500
EUR	376,637	157,819	376,637	157,819
JPY	17,400,000	17,400,000	17,400,000	17,400,000
Maturity date	January 2023 - May 2028	June 2022 - May 2028	January 2023 - May 2028	June 2022 - May 2028
Hedge ratio	1:1	1:1	1:1	1:1
Change in value of outstanding hedging instruments used for measuring ineffectiveness for the year (Thousand Baht)	298,497	97,242	298,497	97,242
Change in value of hedged item used to determine hedge ineffectiveness for the year (Thousand Baht)	(252,281)	(124,464)	(252,281)	(124,464)
Weighted average strike rate for outstanding hedging instruments				
USD:THB	33.39	33.04	33.39	33.04
EUR:THB	37.42	38.90	37.42	38.90
JPY:THB	0.29	0.29	0.29	0.29
Weighted average hedged rate for the year (per annum)	3.4%	2.7%	3.4%	2.7%

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As at 31 December	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
<u>Fair value hedge</u>				
<u>Foreign currency forward contracts</u>				
Net carrying amount of hedging instruments (Thousand Baht)	18,559	(1,295)	18,559	(1,295)
Notional amount (Thousand AUD)	19,001	19,001	19,001	19,001
Maturity date	April - June 2023	April 2022 - September 2022	April - June 2023	April 2022 - September 2022
Hedge ratio	1:1	1:1	1:1	1:1
Change in value of outstanding hedging instruments used for measuring ineffectiveness for the year (Thousand Baht)	18,559	(1,295)	18,559	(1,295)
Change in value of hedged item used to determine hedge ineffectiveness for the year (Thousand Baht)	139,063	712	139,063	712
Accumulated amount of fair value hedge remaining in the statement of financial position for hedged items that have ceased to be adjusted for hedging gain / loss (Thousand Baht)	139,063	712	139,063	712
Accumulated amount of fair value hedge adjustments on the hedged item included in the carrying amount of the hedged item recognised in the statement of financial position (Thousand Baht)	(139,063)	(712)	(139,063)	(712)
<u>Cross-currency interest rate swaps</u>				
Net carrying amount of hedging instruments (Thousand Baht)	-	(34,786)	-	(34,786)
Notional amount (USD Thousand)	-	30,000	-	30,000
Maturity date	-	June 2022	-	June 2022
Hedge ratio	-	1:1	-	1:1
Change in value of outstanding hedging instruments used for measuring ineffectiveness for the year (Thousand Baht)	-	(92,462)	-	(92,462)
Change in value of hedged item used to determine hedge ineffectiveness for the year (Thousand Baht)	-	92,246	-	92,246
Accumulated amount of fair value hedge remaining in the statement of financial position for hedged items that have ceased to be adjusted for hedging gain / loss (Thousand Baht)	-	(31,146)	-	(31,146)
Accumulated amount of fair value hedge adjustments on the hedged item included in the carrying amount of the hedged item recognised in the statement of financial position (Thousand Baht)	-	4,296	-	4,296
Weighted average hedged rate for the year (per annum)	-	3.7%	-	3.7%

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As at 31 December	Consolidated financial statements	
	2022	2021
<u>Net investment hedge</u>		
Net carrying amount of hedging instruments (Thousand Baht)	922,584	215,129
Notional amount (Thousand EUR)	180,000	180,000
Maturity date	November 2024 - October 2026	November 2024 - October 2026
Hedge ratio	1:1	1:1
Change in value of outstanding hedging instruments used for measuring ineffectiveness for the year (Thousand Baht)	707,455	215,129
Change in value of hedged item used to determine hedge ineffectiveness for the year (Thousand Baht)	(707,455)	(215,129)

Sensitivity

As shown in the table above, the Group is primarily exposed to changes between Baht and US Dollar or Euro exchange rates. The sensitivity of pre-tax profit or loss to changes in the exchange rates arises, while holding all other variables constant, mainly from financial assets and financial liabilities denominated in US Dollar and Euro and the impact on other components of equity arises from foreign forward exchange contracts designated as cash flow hedges.

	Consolidated financial statements		Separate financial statements	
	Impact to net profit Thousand Baht	Impact to other components of equity Thousand Baht	Impact to net profit Thousand Baht	Impact to other components of equity Thousand Baht
As at 31 December 2022				
Exchange rate THB to USD Increase / Decrease 1%	Increase / Decrease 128,313	Decrease / Increase 263,647	Increase / Decrease 96,684	Decrease / Increase 47,448
Exchange rate THB to EUR Increase / Decrease 1%	Decrease / Increase 47,437	-	Increase / Decrease 45,623	-
As at 31 December 2021				
Exchange rate THB to USD Increase / Decrease 1%	Increase / Decrease 141,264	Decrease / Increase 293,306	Increase / Decrease 104,050	Decrease / Increase 72,736
Exchange rate THB to EUR Increase / Decrease 1%	Decrease / Increase 50,663	-	Increase / Decrease 30,511	-

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For the year ended 31 December 2022**b) Interest rate risk**

The Group's income and operating cash flows are substantially independent of changes in market interest rates. The Group's exposure to interest rate risk relates primarily to its deposits at financial institutions, long-term loans to related parties, short-term borrowings, long-term borrowings and debentures. Most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate, including those the Group had entered into as interest rate swap agreements.

The Group sometimes borrows at variable rates and uses interest rate swaps to hedge future interest payments, which has the economic effect of converting borrowings from floating rates to fixed rates. The interest rate swaps allow the Group to raise long-term borrowings at floating rates and swap them into fixed rates that are lower than those available if the Group borrowed at fixed rates directly.

Under the interest rate swaps, the Group agrees with the other parties to exchange, at specified intervals, the difference between fixed contract rates and floating rate interest amounts calculated by reference to the agreed notional principal amounts. Any differential to be paid or received on an interest rate swap agreement is recognised as a component of interest revenue or expense over the period of the agreement.

Significant financial assets and liabilities classified by interest rates type are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date or the repricing date if this occurs before the maturity date.

As at 31 December 2022	Consolidated financial statements								
	Fixed interest rates			Floating interest rates			Non-interest bearing	Total	Interest rate (% p.a.)
	Within 1 year	1 - 5 years	Over 5 years	Within 1 year	1 - 5 years	Over 5 years			
	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	
Financial assets									
Cash and cash equivalents	9,699	-	-	1,689	-	-	853	12,241	0.01 - 3.00
Short-term investment	788	-	-	-	-	-	-	788	0.75 - 2.55
Short-term loans to	72	-	-	-	-	-	8	80	3.25 - 5.00
Restricted bank deposits	-	-	-	-	5	-	-	5	0.55 - 1.70
Long-term loans to	-	-	1	-	-	-	-	1	3.25
	10,559	-	1	1,689	5	-	861	13,115	
Financial liabilities									
Bank overdrafts and short-term loans from financial institutions	601	-	-	8,994	-	-	18	9,613	1.25 - 10.18
Short-term loans from	98	-	-	-	-	-	-	98	0.48 - 1.25
Long-term loans from financial institutions	52	127	-	-	16,513	-	4	16,696	0.43 - 6.21
Debentures	2,000	20,138	10,481	-	-	-	-	32,619	2.27 - 5.18
Lease liabilities	464	826	7	6	29	-	-	1,332	3.00 - 6.00
	3,215	21,091	10,488	9,000	16,542	-	22	60,358	
As at 31 December 2021	Consolidated financial statements								
	Fixed interest rates			Floating interest rates			Non-interest bearing	Total	Interest rate (% p.a.)
	Within 1 year	1 - 5 years	Over 5 years	Within 1 year	1 - 5 years	Over 5 years			
	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	
Financial assets									
Cash and cash equivalents	190	-	-	8,304	-	-	529	9,023	0.01 - 3.25
Short-term investment	700	-	-	-	-	-	-	700	0.32 - 0.50
Short-term loans to	5	-	-	-	-	-	9	14	4.50
Restricted bank deposits	-	-	-	-	5	-	-	5	0.13 - 0.50
Long-term loans to	-	-	1	-	-	-	-	1	3.25
	895	-	1	8,304	5	-	538	9,743	
Financial liabilities									
Bank overdrafts and short-term loans from financial institutions	669	-	-	8,898	-	-	-	9,567	0.75 - 6.00
Short-term loans from	104	-	-	-	-	-	1	105	0.45 - 3.00
Long-term loans from financial institutions	54	412	-	12,532	12,681	-	4	25,683	0.82 - 8.60
Debentures	2,000	18,051	14,474	-	-	-	-	34,525	2.27 - 5.18
Lease liabilities	347	712	37	4	60	-	-	1,160	1.00 - 6.00
	3,174	19,175	14,511	21,434	12,741	-	5	71,040	

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As at 31 December 2022	Separate financial statements								
	Fixed interest rates			Floating interest rates			Non-interest bearing	Total	Interest rate (% p.a.)
	Within 1 year	1 - 5 years	Over 5 years	Within 1 year	1 - 5 years	Over 5 years			
	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	
Financial assets									
Cash and cash equivalents	-	-	-	135	-	-	6	141	0.01 - 0.32
Short-term loans to	316	-	-	21,026	-	-	-	21,342	0.88 - 5.32
Long-term loans to	-	22,101	-	-	10,285	4,980	-	37,366	0.88 - 6.32
	316	22,101	-	21,161	10,285	4,980	6	58,849	
Financial liabilities									
Bank overdrafts and short-term loans from financial institutions	-	-	-	8,828	-	-	-	8,828	1.45 - 5.00
Short-term loans from	-	-	-	324	-	-	-	324	0.28 - 1.45
Long-term loans from financial institutions	-	-	-	-	16,513	-	-	16,513	0.43 - 6.21
Debentures	2,000	20,138	10,481	-	-	-	-	32,619	2.27 - 5.18
Lease liabilities	98	202	-	-	-	-	-	300	3.50
	2,098	20,340	10,481	9,152	16,513	-	-	58,584	
As at 31 December 2021	Separate financial statements								
	Fixed interest rates			Floating interest rates			Non-interest bearing	Total	Interest rate (% p.a.)
	Within 1 year	1 - 5 years	Over 5 years	Within 1 year	1 - 5 years	Over 5 years			
	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	
Financial assets									
Cash and cash equivalents	-	-	-	7,885	-	-	2	7,887	0.01 - 0.40
Short-term investment	500	-	-	-	-	-	-	500	0.50
Short-term loans to	9,587	-	-	12,603	-	-	-	22,190	0.88 - 1.80
Long-term loans to	-	20,249	-	-	13,940	2,457	-	36,646	0.88 - 6.00
	10,087	20,249	-	20,488	13,940	2,457	2	67,223	
Financial liabilities									
Bank overdrafts and short-term loans from financial institutions	-	-	-	8,002	-	-	-	8,002	0.75 - 2.00
Short-term loans from	-	-	-	999	-	-	-	999	0.28 - 0.68
Long-term loans from financial institutions	-	-	-	12,500	12,680	-	-	25,180	0.82 - 1.74
Debentures	2,000	18,051	14,474	-	-	-	-	34,525	2.27 - 5.18
Lease liabilities	97	292	-	-	-	-	-	389	3.75 - 4.00
	2,097	18,343	14,474	21,501	12,680	-	-	69,095	

Effect of hedge accounting on the financial position and performance

The effects of the interest rate swaps on the financial position and performance are as follows:

As at 31 December	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Cash flow hedge				
Interest rate swaps				
Net carrying amount of hedging instruments (Thousand Baht)	156,598	27,887	156,598	27,887
Notional amount (Thousand Baht)	4,550,000	4,550,000	4,550,000	4,550,000
Maturity date	December 2025	December 2025	December 2025	December 2025
Hedge ratio	1:1	1:1	1:1	1:1
Change in value of outstanding hedging instruments used for measuring ineffectiveness for the year (Thousand Baht)	128,711	32,003	128,711	32,003
Change in value of hedged item used to determine hedge ineffectiveness for the year (Thousand Baht)	(128,711)	(32,003)	(128,711)	(32,003)
Weighted average strike rate for outstanding hedging instruments (per annum)	2.4%	2.4%	2.4%	2.4%

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	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
As at 31 December				
Fair value hedge				
<u>Interest rate swaps</u>				
Net carrying amount of hedging instruments (Thousand Baht)	(78,134)	2,235	(78,134)	2,235
Notional amount (Thousand Baht)	2,250,000	2,250,000	2,250,000	2,250,000
Maturity date	November 2026	November 2026	November 2026	November 2026
Hedge ratio	1:1	1:1	1:1	1:1
Change in value of outstanding hedging instruments used for measuring ineffectiveness for the year (Thousand Baht)	(80,369)	2,235	(80,369)	2,235
Change in value of hedged item used to determine hedge ineffectiveness for the year (Thousand Baht)	80,369	(2,235)	80,369	(2,235)
Weighted average strike rate for outstanding hedging instruments (per annum)	2.3%	1.5%	2.3%	1.5%

Sensitivity

Profit or loss is sensitive to higher or lower interest expenses from borrowings as a result of changes in interest rates.

	Consolidated financial statements		Separate financial statements	
	Impact to net profit Thousand Baht	Impact to other components of equity Thousand Baht	Impact to net profit Thousand Baht	Impact to other components of equity Thousand Baht
As at 31 December 2022				
Interest rate - Increase / Decrease by 1 basis point	Decrease / Increase 128,296	-	Decrease / Increase 128,860	-
As at 31 December 2021				
Interest rate - Increase / Decrease by 1 basis point	Decrease / Increase 261,027	-	Decrease / Increase 252,732	-

5.1.2 Credit risk

Credit risk arises from cash and cash equivalents, contractual cash flows of debt investments carried at amortised cost, at fair value through other comprehensive income (FVOCI) and at fair value through profit or loss (FVPL), derivative financial instruments as well as credit exposures to customers, including outstanding receivables.

a) Risk management

Policy on credit risk management is set from the group level and is managed and monitored both at a group level as a holistic view and at each company level as detailed execution. For banks and financial institutions, only reliable parties are accepted. Regarding transactions with customers, the Group has policies in place to ensure that sales of products are made to customers with an appropriate credit history, taking into accounts its financial position, past experience and other factors. The Group works closely with trade insurance companies to have trade insurance policy to cover trade receivables delinquency risk and to set the credit limit to each customer based on risk assessments in accordance with the aforementioned policies. Credit term, security requirement, and trade receivables factoring will also be used to prevent or reduce the potential risks arisen. The compliance with credit limits by customers is regularly monitored by line management. There are no significant concentrations of credit risk.

The Group's investments in debt instruments are considered to be low risk investments. The Group regularly monitors the credit ratings of the investments for credit deterioration.

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b) Security

For some trade receivables, the Group may obtain security in the forms of cash deposit, bank guarantees, or letters of credit which can be called upon if the counterparty is in default under the terms of the agreement.

c) Impairment of financial assets

The Group and the Company's financial assets are subject to the expected credit loss model.

While cash and cash equivalents are also subject to the impairment requirements of TFRS 9, the identified impairment loss was immaterial.

The expected loss rates are based on the payment profiles of sales over a period of the last 5 years and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

Loans to related parties measured at amortised cost are considered to have low credit risk, and the loss allowance recognised during the year was therefore limited to 12 months expected losses. Lifetime expected credit losses are recognised for the loans that the credit risk is significantly increased.

The loss allowance for trade receivables was determined as follows:

	Consolidated financial statements					
	Not yet due Thousand Baht	Up to 3 months Thousand Baht	3 - 6 months Thousand Baht	6 - 12 months Thousand Baht	Over 12 months Thousand Baht	Total (Note 10) Thousand Baht
As at 31 December 2022						
Gross carrying amount	10,832,419	3,256,071	331,544	186,392	327,057	14,933,483
Loss allowance	(8,946)	(27,449)	(72,003)	(67,000)	(277,147)	(452,545)
As at 31 December 2021						
Gross carrying amount	9,243,547	2,731,355	398,147	243,713	257,878	12,874,640
Loss allowance	(4,422)	(14,020)	(16,234)	(43,603)	(222,072)	(300,351)
	Separate financial statements					
	Not yet due Thousand Baht	Up to 3 months Thousand Baht	3 - 6 months Thousand Baht	6 - 12 months Thousand Baht	Over 12 months Thousand Baht	Total (Note 10) Thousand Baht
As at 31 December 2022						
Gross carrying amount	3,317,457	468,822	40,956	3,190	6,754	3,837,179
Loss allowance	(737)	(475)	(14,154)	(380)	(6,687)	(22,433)
As at 31 December 2021						
Gross carrying amount	2,776,175	651,337	15,561	531	8,279	3,451,883
Loss allowance	(2,090)	(183)	(143)	(339)	(8,146)	(10,901)

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The loss allowance for trade receivables can be reconciled as follows:

For the year ended 31 December	Consolidated financial statements		Separate financial statements	
	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
As at 1 January	(300,351)	(272,436)	(10,901)	(5,325)
Loss allowance recognised in profit or loss	(193,738)	(43,876)	(13,445)	(5,850)
Receivables written off during the year as uncollectible	41,665	7,851	1,913	274
Translation adjustment	(121)	8,110	-	-
As at 31 December	(452,545)	(300,351)	(22,433)	(10,901)

The loss allowance for short-term and long-term loans to were determined as follow:

	Consolidated financial statements			
	Within 1 year Thousand Baht	1 - 5 years Thousand Baht	Over 5 years Thousand Baht	Total Thousand Baht
As at 31 December 2022				
Gross carrying amount				
- short-term loans to	79,891	-	-	79,891
- long-term loans to	-	-	691	691
Loss allowance	-	-	-	-
As at 31 December 2021				
Gross carrying amount				
- short-term loans to	13,787	-	-	13,787
- long-term loans to	-	-	668	668
Loss allowance	-	-	-	-
	Separate financial statements			
	Within 1 year Thousand Baht	1 - 5 years Thousand Baht	Over 5 years Thousand Baht	Total Thousand Baht
As at 31 December 2022				
Gross carrying amount				
- short-term loans to	21,342,266	-	-	21,342,266
- long-term loans to	-	33,206,572	5,024,749	38,231,321
Loss allowance	(200)	(820,358)	(44,996)	(865,554)
As at 31 December 2021				
Gross carrying amount				
- short-term loans to	22,189,581	-	-	22,189,581
- long-term loans to	-	36,905,145	-	36,905,145
Loss allowance	-	(259,451)	-	(259,451)

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The loss allowance for short-term loans to related parties can be reconciled as follows:

For the year ended 31 December	Consolidated financial statements		Separate financial statements	
	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
As at 1 January	-	(244,913)	-	(257,644)
Receivables written off during the year as uncollectible	-	258,238	-	271,323
Allowance for impairment	-	-	(200)	-
Loss on exchange rates	-	(13,325)	-	(13,679)
As at 31 December	-	-	(200)	-

The loss allowance for long-term loans to related parties can be reconciled as follows:

For the year ended 31 December	Consolidated financial statements		Separate financial statements	
	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
As at 1 January	-	-	(259,451)	(554,368)
(Increase) Decrease in loss allowance recognised in profit and loss during the year	-	-	(610,394)	323,219
Gain (loss) on exchange rates	-	-	4,491	(28,302)
As at 31 December	-	-	(865,354)	(259,451)

5.1.3 Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and funding availability through an adequate amount of committed credit facilities. Unused borrowing facilities have been disclosed in Note 24. Due to the nature of the underlying business, the Group Treasury aims at maintaining funding flexibility by keeping committed credit lines available.

An analysis of the Group's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities is presented in Note 5.1.1.

The tables below analyse the maturity of financial liabilities grouping based on their contractual maturities. The amounts disclosed are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant. For interest rate swaps, the cash flows have been estimated using forward interest rates applicable at the end of the reporting period.

The Group's trading portfolio of derivative instruments with a negative fair value has been included at their fair value in the consolidated and separate financial statements of Baht 421 million and Baht 849 million, respectively. (2021: Baht 240 million and Baht 452 million, respectively) within 1 year time bucket. This is because the contractual maturities are not essential for an understanding of the cash flows' timing. These contracts are managed on a net fair value basis, rather than by maturity date.

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Maturity of financial liabilities As at 31 December 2022	Consolidated financial statements				
	Within 1 year Thousand Baht	1 - 5 years Thousand Baht	Over 5 years Thousand Baht	Total Thousand Baht	Carrying amount liabilities Thousand Baht
Non-derivative financial liabilities					
Trade and other payables	21,611,693	-	-	21,611,693	21,611,693
Short-term and long-term borrowings	13,228,912	40,221,569	10,985,290	64,435,771	59,025,345
Lease liabilities	524,118	974,408	7,038	1,505,564	1,331,535
Other financial liabilities	1,084,626	455,395	-	1,540,021	1,540,021
Total non-derivative financial liabilities	36,449,349	41,651,372	10,992,328	89,093,049	83,508,594
Derivative liabilities					
Trading derivatives	420,805	169,146	-	589,951	589,951
Gross settled (Foreign currency forwards)					
(Inflow)	(4,341,527)	(14,162,939)	-	(18,504,466)	-
Outflow	4,522,214	14,912,973	-	19,435,187	1,025,229
	180,687	750,034	-	930,721	1,025,229
Gross settled (Cross-currency interest rate swaps)					
(Inflow)	(2,390,788)	(11,531,643)	(6,818,997)	(20,741,428)	-
Outflow	2,520,187	12,606,119	6,885,708	22,012,014	727,671
	129,399	1,074,476	66,711	1,270,586	727,671
Gross settled (Interest rate swaps)					
(Inflow)	(51,075)	(2,403,365)	-	(2,454,440)	-
Outflow	60,073	2,476,333	-	2,536,406	78,134
	8,998	72,968	-	81,966	78,134
Total derivative liabilities	739,889	2,066,624	66,711	2,873,224	2,420,985
Total	37,189,238	43,717,996	11,059,039	91,966,273	85,929,579

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Maturity of financial liabilities As at 31 December 2021	Consolidated financial statements				
	Within 1 year Thousand Baht	1 - 5 years Thousand Baht	Over 5 years Thousand Baht	Total Thousand Baht	Carrying amount liabilities Thousand Baht
Non-derivative financial liabilities					
Trade and other payables	21,017,187	-	-	21,017,187	21,017,187
Short-term and long-term borrowings	29,306,989	35,860,770	14,474,216	79,641,975	69,880,669
Lease liabilities	401,653	879,492	21,725	1,302,870	1,160,039
Other financial liabilities	886,503	532,217	-	1,418,720	1,418,720
Total non-derivative financial liabilities	51,612,332	37,272,479	14,495,941	103,380,752	93,476,615
Derivative liabilities					
Trading derivatives	239,959	262,686	-	502,645	502,645
Gross settled (Foreign currency forwards)					
(Inflow)	(20,245,125)	(15,796,779)	-	(36,041,904)	-
Outflow	20,797,057	16,773,140	-	37,570,197	1,409,798
	551,932	976,361	-	1,528,293	1,409,798
Gross settled (Cross-currency interest rate swaps)					
(Inflow)	(6,111,538)	(3,647,878)	(5,481,252)	(15,240,668)	-
Outflow	6,149,648	3,828,790	5,555,535	15,533,973	244,723
	38,110	180,912	74,283	293,305	244,723
Gross settled (Interest rate swaps)					
(Inflow)	(86,832)	-	-	(86,832)	-
Outflow	106,745	-	-	106,745	68,901
	19,913	-	-	19,913	68,901
Total derivative liabilities	849,914	1,419,959	74,283	2,344,156	2,226,067
Total	52,462,246	38,692,438	14,570,224	105,724,908	95,702,682

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Maturity of financial liabilities As at 31 December 2022	Separate financial statements				
	Within 1 year Thousand Baht	1 - 5 years Thousand Baht	Over 5 years Thousand Baht	Total Thousand Baht	Carrying amount liabilities Thousand Baht
Non-derivative financial liabilities					
Trade and other payables	4,671,052	-	-	4,671,052	4,671,052
Short-term and long-term borrowings	12,615,730	40,088,261	10,985,290	63,689,281	58,283,643
Lease liabilities	109,172	214,025	-	323,197	300,517
Other financial liabilities	103,519	145,101	-	248,620	248,620
Total non-derivative financial liabilities	17,499,473	40,447,387	10,985,290	68,932,150	63,503,832
Derivative liabilities					
Trading derivatives	849,267	46,098	-	895,365	895,365
Gross settled (Foreign currency forwards)					
(Inflow)	(2,204,681)	(14,162,939)	-	(16,367,620)	-
Outflow	2,263,681	14,912,973	-	17,176,654	776,484
	59,000	750,034	-	809,034	776,484
Gross settled (Cross-currency interest rate swaps)					
(Inflow)	(2,390,788)	(11,531,643)	(6,818,997)	(20,741,428)	-
Outflow	2,520,187	12,606,119	6,885,708	22,012,014	727,671
	129,399	1,074,476	66,711	1,270,586	727,671
Gross settled (Interest rate swaps)					
(Inflow)	(51,075)	(2,403,365)	-	(2,454,440)	-
Outflow	60,073	2,476,333	-	2,536,406	78,134
	8,998	72,968	-	81,966	78,134
Total derivative liabilities	1,046,664	1,943,576	66,711	3,056,951	2,477,654
Total	18,546,137	42,390,963	11,052,001	71,989,101	65,981,486

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Maturity of financial liabilities As at 31 December 2021	Separate financial statements				
	Within 1 year Thousand Baht	1 - 5 years Thousand Baht	Over 5 years Thousand Baht	Total Thousand Baht	Carrying amount liabilities Thousand Baht
Non-derivative financial liabilities					
Trade and other payables	3,610,324	-	-	3,610,324	3,610,324
Short-term and long-term borrowings	28,547,581	35,350,485	14,474,216	78,372,282	68,704,856
Lease liabilities	111,487	307,089	-	418,576	388,775
Other financial liabilities	88,218	138,605	-	226,823	226,823
Total non-derivative financial liabilities	32,357,610	35,796,179	14,474,216	82,628,005	72,930,778
Derivative liabilities					
Trading derivatives	452,478	254,700	-	707,178	707,178
Gross settled (Foreign currency forwards)					
(Inflow)	(6,438,528)	(15,498,483)	-	(21,937,011)	-
Outflow	6,676,053	16,470,804	-	23,146,857	1,170,861
	237,525	972,321	-	1,209,846	1,170,861
Gross settled (Cross-currency interest rate swaps)					
(Inflow)	(6,111,538)	(3,607,878)	(5,481,252)	(15,200,668)	-
Outflow	6,149,648	3,828,790	5,555,535	15,533,973	244,723
	38,110	220,912	74,283	333,305	244,723
Gross settled (Interest rate swaps)					
(Inflow)	(80,531)	-	-	(80,531)	-
Outflow	106,745	-	-	106,745	25,216
	26,214	-	-	26,214	25,216
Total derivative liabilities	754,327	1,447,933	74,283	2,276,543	2,147,978
Total	33,111,937	37,244,112	14,548,499	84,904,548	75,078,756

5.2 Capital risk management

The Group's objectives of capital management are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt. However, the Group and the Company are required to comply with the debt covenants for borrowings (Note 24 and 25).

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For the year ended 31 December 2022**6 Fair value**

The following table presents financial assets and liabilities measured at fair value, excluding where the fair value is approximately the same as the carrying amount.

As at 31 December	Consolidated financial statements							
	Level 1		Level 2		Level 3		Total	
	2022	2021	2022	2021	2022	2021	2022	2021
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Assets								
Financial assets measured at FVPL								
Debt instruments	-	-	-	-	15,526,751	14,998,436	15,526,751	14,998,436
Equity instruments	-	-	250	240	-	-	250	240
Financial assets measured at FVOCI								
Equity instruments	617,388	749,766	-	-	9,000	9,000	626,388	758,766
Derivatives								
Foreign currency forward contracts	-	-	3,542,979	1,305,216	-	-	3,542,979	1,305,216
Cross-currency interest rate swaps	-	-	979,620	618,327	-	-	979,620	618,327
Interest rate swaps	-	-	156,598	55,338	-	-	156,598	55,338
Total	617,388	749,766	4,679,447	1,979,121	15,535,751	15,007,436	20,832,586	17,736,323
Liabilities								
Derivatives								
Foreign currency forward contracts	-	-	1,479,875	1,878,488	-	-	1,479,875	1,878,488
Cross-currency interest rate swaps	-	-	731,902	266,231	-	-	731,902	266,231
Interest rate swaps	-	-	78,134	68,901	-	-	78,134	68,901
Other derivatives	-	7	131,074	12,440	-	-	131,074	12,447
Total	-	7	2,420,985	2,226,060	-	-	2,420,985	2,226,067

As at 31 December	Separate financial statements							
	Level 1		Level 2		Level 3		Total	
	2022	2021	2022	2021	2022	2021	2022	2021
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Assets								
Financial assets measured at FVOCI								
Equity instruments	317,222	455,573	-	-	9,000	9,000	326,222	464,573
Derivatives								
Foreign currency forward contracts	-	-	2,787,711	1,417,850	-	-	2,787,711	1,417,850
Cross-currency interest rate swaps	-	-	979,620	618,327	-	-	979,620	618,327
Interest rate swaps	-	-	156,598	55,338	-	-	156,598	55,338
Other derivatives	-	-	-	-	9,863	7,875	9,863	7,875
Total	317,222	455,573	3,923,929	2,091,515	18,863	16,875	4,260,014	2,563,963
Liabilities								
Derivatives								
Foreign currency forward contracts	-	-	1,667,618	1,856,531	-	-	1,667,618	1,856,531
Cross-currency interest rate swaps	-	-	731,902	266,231	-	-	731,902	266,231
Interest rate swaps	-	-	78,134	25,216	-	-	78,134	25,216
Total	-	-	2,477,654	2,147,978	-	-	2,477,654	2,147,978

There were no transfers between these levels during the year.

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Financial assets and financial liabilities are approximately to the carrying amounts as follows:

- Cash and cash equivalents, including restricted deposits with financial institutions
- Trade and other receivables
- Short-term and long-term loans to related and third parties
- Other current and non-current assets
- Short-term and long-term loans from financial institutions, related and third parties
- Trade and other payables
- Other current and non-current liabilities

The fair values of long-term loans to and long-term loans from equal their carrying amount, as the impact of discounting is not significant.

Fair values and valuation techniques are categorised into hierarchy based on inputs used as follows:

Level 1: The fair value of financial instruments traded in the active market is based on quoted market prices at the statement of financial position date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service or regulatory agency and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price.

Level 2: The fair value of financial instruments that are not traded Over the counter and not traded on stock exchanges. Inputs to valuation techniques used to measure fair value market other than unadjusted quoted prices in active markets may be included, either observable directly (i.e. as prices) or indirectly (i.e. derived from prices). The valuation techniques include the present value of the future cash flows based on observable yield curves and the forward exchange rates at the reporting date.

Level 3: The fair value of financial instruments is not based on observable market data. The Group's valuation techniques to measure fair value in level 3 are option-pricing models, and the discounted cash flow analysis.

There were no changes in valuation techniques during the year.

Fair value measurements using significant unobservable inputs (level 3)

The following table presents the changes in level 3 debt instrument measured at FVPL (Note11.2).

	Consolidated financial statements Thousand Baht
Opening balance as at 1 January 2021	12,442,028
Additions	8,144
Fair value gain on financial assets measured at FVPL (Note 42)	1,097,794
Translation adjustment	1,450,470
Closing balance as at 31 December 2021	14,998,436
Additions	10,323
Fair value gain on financial assets measured at FVPL (Note 42)	5,296
Translation adjustment	512,696
Closing balance as at 31 December 2022	15,526,751

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The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurement.

Description	Fair value as at 31 December		Unobservable inputs	Valuation technique	Inputs		Relationship of unobservable inputs to fair value for the year 2022
	2022	2021			2022	2021	
	Thousand Baht	Thousand Baht					
Unlisted convertible redeemable preference units	15,416,375	14,906,769	Risk-adjusted discount rate	Discounted cash flow	10.49% p.a.	8.41% p.a.	<ul style="list-style-type: none">- A 1% increase in the risk-adjusted discount rate would result in a decrease in fair value by Baht 555 million (2021: Baht 651 million).- A 1% decrease in the risk-adjusted discount rate would result in an increase in fair value by Baht 576 million (2021: Baht 683 million).

Changes in the unlisted convertible redeemable preference units value are affected by discount rates and translation adjustment.

The Group's valuation processes

The Group's finance department includes a working team that values financial assets for financial reporting purposes, including Level 3 fair values. This team reports directly to the Chief Financial Officer (CFO) and the Group Treasury Committee. Discussions of valuation processes and results are held between the CFO and the valuation team at least once every quarter, in line with the Group's quarterly reporting dates.

Significant unobservable inputs of fair value hierarchy level 3 used by the Group are derived and evaluated as follows:

- Discount rates for financial assets and financial liabilities are determined using a Capital Asset Pricing Model (CAPM) to calculate a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the asset.
- Risk adjustments are specific to the counterparties.

7 Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are outlined below.

(a) Impairment of goodwill and intangible asset with an indefinite useful life

The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. The calculations use cash flow projections based on financial budget approved by management covering a certain period.

Cash flows beyond the forecasted period are extrapolated using the estimated growth rates stated in Note 18 and 19. These growth rates are consistent with forecasts included in industry reports specific to the industry in which each CGU operates.

(b) Fair valuation of financial assets measured at fair value through profit of loss and derivatives

The fair value of financial assets that are not traded in an active market is determined by using valuation techniques. The Group uses judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period. Details of key assumptions used are included in Note 6.

(c) Provision for litigation and claims

The Group exercises judgement in measuring and recognising provision related to outstanding litigation and claims. Judgement is necessary in assessing the likelihood that a liability will arise, and to quantify the possible range of the financial settlement. Because of the inherent uncertainty, actual losses may be different from the originally estimated provision.

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For the year ended 31 December 2022**(d) Defined retirement benefit obligations**

The present value of the retirement benefit obligations depends on a number of assumptions. Key assumptions used and impacts from possible changes in key assumptions are disclosed in Note 26.

8 Segment information

The Global Leadership Team (GLT) is the Group's chief operating decision maker. Management has determined the operating segments based on the information reviewed by the GLT for the purposes of allocating resources and assessing performance.

For management purposes, the Group organises business units based on its products and services and has four reportable segments:

- ambient seafood
- frozen and chilled seafood and related businesses
- pet food
- value-added and other businesses

The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. The Group measures segment performance based on a calculation of gross profit, which is consistent with the statement of income.

Transactions between operating segments are recorded in the same manner as transactions with third parties. These transactions have been eliminated in the consolidated financial statements. Details of revenue disaggregation are similar to revenue information that is disclosed in segment information.

The following tables present the Group's operating results by segments.

	Consolidated financial statements						
	Ambient seafood Thousand Baht	Frozen and chilled seafood and related businesses Thousand Baht	Pet food business Thousand Baht	Value-added and other businesses Thousand Baht	Total reportable segments Thousand Baht	Eliminations Thousand Baht	Total Thousand Baht
For the year ended 31 December 2022							
Total revenue	82,449,007	63,202,030	26,442,838	17,889,952	189,983,827	(34,397,477)	155,586,350
Less: Inter-segment	(15,939,212)	(6,237,956)	(4,750,221)	(7,470,088)	(34,397,477)	34,397,477	-
Revenue from external customers	66,509,795	56,964,074	21,692,617	10,419,864	155,586,350	-	155,586,350
Results							
Segment gross profit	14,180,693	4,442,236	5,543,966	2,923,243	27,090,138	116,020	27,206,158
Selling and administrative expenses							(19,155,799)
Operating profit							8,050,359
Finance costs							(1,997,874)
Share of loss from investments accounted for using the equity method							(1,029,794)
Other income (expenses)							1,540,916
Profit before income tax							6,563,607
Income tax							839,663
Profit for the year							7,403,270
Timing of revenue recognition							
At a point in time	66,509,795	56,964,074	21,692,617	10,419,864	155,586,350	-	155,586,350

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	Consolidated financial statements						
	Ambient seafood Thousand Baht	Frozen and chilled seafood and related businesses Thousand Baht	Pet food business Thousand Baht	Value-added and other businesses Thousand Baht	Total reportable segments Thousand Baht	Eliminations Thousand Baht	Total Thousand Baht
For the year ended 31 December 2021							
Total revenue	70,121,538	63,820,253	18,097,572	14,179,303	166,218,666	(25,170,971)	141,047,695
<u>Less</u> Inter-segment	(11,166,040)	(5,402,958)	(3,439,514)	(5,162,459)	(25,170,971)	25,170,971	-
Revenue from external customers	58,955,498	58,417,295	14,658,058	9,016,844	141,047,695	-	141,047,695
Results							
Segment gross profit	12,655,692	6,874,072	3,539,139	2,640,590	25,709,493	17,035	25,726,528
Selling and administrative expenses							(17,470,666)
Operating profit							8,255,862
Finance costs							(1,730,047)
Share of loss from investments accounted for using the equity method							(269,057)
Other income (expenses)							2,756,486
Profit before income tax							9,013,244
Income tax							(741,532)
Profit for the year							8,271,712
Timing of revenue recognition							
At a point in time	58,955,498	58,417,295	14,658,058	9,016,844	141,047,695	-	141,047,695

For the year ended 31 December

Total revenue - recognition at point in time

Ambient seafood	13,952,997	11,036,191
Frozen and chilled seafood and related businesses	7,861,340	7,236,471
Value-added and other businesses	1,730,655	1,454,431

Total

	23,544,992	19,727,093
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Geographic information

Revenue from external customers is based on the location of the customers.

For the year ended 31 December

	Consolidated financial statements	
	2022 Thousand Baht	2021 Thousand Baht
Thailand	16,404,190	14,590,520
US	66,491,388	60,757,333
Japan	8,959,076	7,156,323
Europe	40,961,228	39,927,035
Others	22,770,468	18,616,484
Total revenue from external customers	155,586,350	141,047,695

Major customer

During the year ended 31 December 2022 and 2021, the Group had no customers with revenues of 10 percent or more of the Group's revenue.

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9 Cash and cash equivalents

	Consolidated financial statements		Separate financial statements	
	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
As at 31 December				
Cash on hand	4,158	4,430	1,009	595
Current and savings accounts	12,211,185	5,996,894	135,456	4,885,025
Fixed deposits due within three months	26,037	3,021,614	4,920	3,001,500
Total cash and cash equivalents	12,241,380	9,022,938	141,385	7,887,120
<u>Less</u> Bank overdrafts (Note 22)	(219,183)	(194,622)	(35,821)	-
Total cash and cash equivalents per statement of cash flows	12,022,197	8,828,316	105,564	7,887,120

The effective interest rate on fixed deposits due within three months was 1.20% per annum (2021: 0.30% per annum).

10 Trade and other receivables, net

	Consolidated financial statements		Separate financial statements	
	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
As at 31 December				
Trade receivables - third parties	14,766,139	12,632,637	1,716,474	1,390,082
Trade receivables - related parties	167,344	242,003	2,120,705	2,061,801
	14,933,483	12,874,640	3,837,179	3,451,883
<u>Less</u> Loss allowance - third parties	(452,406)	(299,930)	(22,421)	(10,879)
<u>Less</u> Loss allowance - related parties	(139)	(421)	(12)	(22)
<u>Less</u> Loss allowance (Note 5.1.2)	(452,545)	(300,351)	(22,433)	(10,901)
Trade receivables, net	14,480,938	12,574,289	3,814,746	3,440,982
Accrued interest income - related parties (Note 39)	179	6	1,205,251	1,116,556
Accrued interest income - third parties	9,340	7,004	2,724	6,976
Other receivables - related parties	44,807	44,387	214,793	124,636
Other receivables - third parties	1,501,953	1,490,795	495	3,109
Accrued income	153,270	144,643	12,841	20,789
Advance payments	751,133	1,269,205	197,000	92,890
Prepaid expenses	492,105	725,376	119,588	170,011
Tax coupons	91,320	52,059	15,072	18,252
Total trade and other receivables, net	17,525,045	16,307,764	5,582,510	4,994,201

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11 Financial assets and financial liabilities

The classification of the Group's financial assets and financial liabilities are as follows:

As at 31 December	Consolidated financial statements		Separate financial statements	
	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
Financial assets				
Financial assets at amortised cost				
Cash and cash equivalents	12,241,380	9,022,938	141,385	7,887,120
Restricted deposits with financial institutions	5,154	5,154	-	-
Trade and other receivables, net	16,190,487	14,261,124	5,250,850	4,713,048
Short-term loans to	79,891	13,787	21,342,066	22,189,581
Other current assets	119,153	140,751	354	283
Long-term loans to, net	691	668	37,365,967	36,645,694
Other non-current assets	507,889	354,223	29,993	24,648
Financial assets measured at FVOCI	626,388	758,766	326,222	464,573
Financial assets measured at FVPL	15,527,001	14,998,676	-	-
Derivative financial instruments				
Under hedge accounting	3,831,172	1,633,668	1,955,859	1,488,028
Others	848,025	345,213	1,977,933	611,362
	49,977,231	41,534,956	68,390,629	74,024,337
Financial liabilities				
Financial liabilities at amortised cost				
Bank overdrafts and short-term loans from financial institutions	9,612,675	9,567,493	8,828,485	8,001,918
Trade and other payables	21,611,693	21,017,187	4,671,052	3,557,155
Short-term loans from	98,426	105,131	323,679	998,560
Other current liabilities	1,084,626	886,504	103,519	88,217
Long-term loans from financial institutions, net	16,695,567	25,683,369	16,512,802	25,179,702
Debentures, net	32,618,677	34,524,676	32,618,677	34,524,676
Lease liabilities, net	1,331,535	1,160,039	300,517	388,775
Other non-current liabilities	455,395	532,217	145,101	138,605
Derivative financial instruments				
Under hedge accounting	1,831,034	1,731,407	1,582,289	1,440,799
Others	589,951	494,660	895,365	707,179
	85,929,579	95,702,683	65,981,486	75,025,586

11.1 Financial assets measured at FVOCI

Financial assets at fair value through other comprehensive income (FVOCI) comprise:

- equity securities which are not held for trading, and which the Group has irrevocably elected at initial recognition to recognise in this category.
- debt securities where the contractual cash flows are solely principal and interest and the objective of the Group's business model is achieved both by collecting contractual cash flows and selling financial assets.

Financial assets measured at FVOCI comprise the following investments:

As at 31 December	Consolidated financial statements		Separate financial statements	
	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
Non-current assets				
Investments in equity investments				
Listed securities	544,102	749,766	317,222	455,573
Unlisted securities	82,286	9,000	9,000	9,000
Total	626,388	758,766	326,222	464,573

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The following gains/(losses) were recognised in profit or loss and other comprehensive income during the year as follows:

For the year ended 31 December	Consolidated financial statements		Separate financial statements	
	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
Losses recognised in OCI related to equity investments	(248,569)	(17,699)	(138,349)	(712)
Dividends from equity investments measured at FVOCI recognised in the statement of income	6,264	2,347	3,966	1,689

During the year 2022, the Group acquired unlisted securities measured at FVOCI in the amount of Baht 77.9 million.

During the year 2021, the Group and the Company acquired listed securities measured at FVOCI in the amount of Baht 702.5 million.

11.2 Financial assets measured at FVPL

Financial assets measured at fair value through profit or loss (FVPL) comprise:

- debt investments that do not qualify for measurement at either amortised cost or FVOCI, and
- equity investments for which the entity has irrevocably not elected at initial recognition to recognise fair value gains and losses through OCI

Financial assets measured at FVPL include the following:

As at 31 December	Consolidated financial statements		Separate financial statements	
	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
Financial assets measured at FVPL - debt and equity instruments				
Debt instruments				
Unlisted convertible redeemable preference units	15,416,375	14,906,769	-	-
Convertible notes	110,376	91,667	-	-
Total debt instruments	15,526,751	14,998,436	-	-
Equity instruments - mutual funds	250	240	-	-
Total financial assets measured at FVPL	15,527,001	14,998,676	-	-

The following gains/(losses) were recognised in profit or loss during the year as follows:

For the year ended 31 December	Consolidated financial statements		Separate financial statements	
	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
Fair value gains on equity investments measured at FVPL recognised in other gains/(losses)	10	24	-	-
Fair value gains on debt instruments measured at FVPL recognised in other gains/(losses)	5,296	1,097,794	-	-

During the year 2022, the Group acquired unlisted securities measured at FVPL in the amount of Baht 10.3 million (2021: Baht 8.1 million).

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12 Inventories, net

As at 31 December	Consolidated financial statements		Separate financial statements	
	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
Finished goods	28,004,950	25,374,388	2,255,517	1,809,228
Work in process	901,049	547,693	-	-
Raw materials	13,504,347	10,482,103	1,753,125	1,351,534
Ingredients and packaging	2,792,510	2,425,331	124,476	98,194
Goods in transits	8,342,123	8,450,436	1,245,260	725,782
Spare parts and supplies	789,203	628,483	13,820	11,314
	54,334,182	47,908,434	5,392,198	3,996,052
<u>Less</u> Allowance for net realisable value	(1,712,079)	(1,272,271)	(60,427)	(33,949)
Total inventories, net	52,622,103	46,636,163	5,331,771	3,962,103

As at 31 December 2022, the Group has not pledged certain inventories with financial institutions to secure its credit facilities (2021: Baht 788.2 million) (Note 22).

13 Other current assets

As at 31 December	Consolidated financial statements		Separate financial statements	
	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
Prepaid income tax	475,923	397,600	81,296	50,565
Value added tax refundable	1,005,903	836,718	4,445	29,345
Others	126,294	147,935	355	283
Total other current assets	1,608,120	1,382,253	86,096	80,193

14 Investments using cost method and investments accounted for using the equity method

Investments recognised in the statement of financial position are as follows:

As at 31 December	Consolidated financial statements		Separate financial statements	
	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
Investments in subsidiaries, associates and joints ventures using cost method				
Subsidiaries	-	-	40,700,877	33,869,226
Associates	-	-	3,789,307	3,789,307
Joint ventures	-	-	40,842	-
Investments accounted for using the equity method				
Associates	11,932,354	12,578,614	-	-
Joint ventures	250,942	187,339	-	-
Total investments	12,183,296	12,765,953	44,531,026	37,658,533

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The amounts recognised in the statement of income and statement of comprehensive income are as follows:

For the year ended 31 December	Consolidated financial statements	
	2022 Thousand Baht	2021 Thousand Baht
Share of loss, net		
Associates	(940,761)	(214,201)
Joint ventures	(89,033)	(54,856)
Total share of loss from investments accounted for using the equity method	(1,029,794)	(269,057)
Share of comprehensive income		
Associates	15,888	20,525
Total share of comprehensive income from investments accounted for using the equity method, net of income tax	15,888	20,525

14.1 Investments in subsidiaries

The movements of investments in subsidiaries during the year are as follows:

For the year ended 31 December	Separate financial statements	
	2022 Thousand Baht	2021 Thousand Baht
Opening net book value	33,869,226	31,408,217
Additions	6,643,828	221,400
Transfer from loans to a subsidiary	730,662	2,772,361
Disposals	(101,298)	(67,613)
Impairment loss	(441,541)	(465,139)
Closing net book value	40,700,877	33,869,226

In February 2022, the Company purchased the 99.0% shares of Asian-Pacific Can Co., Ltd. ("APC") from its subsidiary with the purchase price of Baht 351.4 million. The acquisition is a result from the group restructuring. There is no material impact on the consolidation.

During the year, Thai Union China Co., Ltd. ("TUC"), a wholly owned subsidiary of the Company, called for paid-up capital amounting to CNY 27.3 million or equivalent to Bath 139.6 million which was already paid by the Company.

In August 2022, Thai Union North America, Inc. ("TUNA"), a 100.0% subsidiary of the Company increased its registered shares with total amount of USD 115.0 million or equivalent to Baht 4,116.5 million which was already paid by the Company.

In December 2022, the Company and Thai Union EU Seafood 1 S.A. ("TUES1"), a 100.0% subsidiary of the Company entered into the Contribution Agreement for a contribution of PLN 94.0 million, equivalent to Baht 730.7 million which required converting a long-term loan receivable into an investment.

Investment in i-Tail Corporation Plc. ("ITC")

In May 2022, ITC, a 99.8% subsidiary of the Company increased its registered shares with total amount of Baht 2,640.0 million and the Company agreed to invest in ITC's new share capital by 2,036,267,991 shares with a par value at 1 Baht per share totalling Bath 2,036.3 million.

In December 2022, ITC offered an Initial Public Offering ("IPO") for new 600.0 million ordinary shares and the 60.0 million ordinary shares held by the Company to public at the IPO price of Baht 32.0 Baht per share. ITC's shares were firstly traded in Stock Exchange of Thailand on 9 December 2022.

In this regard, the Company disposed of the investment in ITC in the amount of Baht 101.3 million, with 22.0% shareholding. The proceeds from this disposal before transaction costs were Baht 1,920.0 million, the transaction costs relating to disposal were Baht 34.6 million and the net proceeds from sale were Baht 1,885.4 million. Gain on investment disposal of Baht 1,784.1 million has been included as other gains in the statement of income of separate financial statement.

After aforesaid events, the Group's shareholding interest in ITC diluted to 77.8%. This event has not affected the investment classification as the Company's investment in subsidiary.

Details of investments in subsidiaries as at 31 December 2022 and 2021 are as follows:

Company's name	Nature of business	Country of incorporation	Registered share capital		Proportion of shares directly held by the Company		Proportion of shares held by non-controlling interests		Cost method (net impairment)		Dividend income during the year	
			2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
			Million	Million	%	%	%	%	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Thai Union Manufacturing Co., Ltd. (TUM) i-Tail Corporation Plc. (ITC)	Manufacturer and exporter of canned tuna Manufacturer and exporter of canned seafood and pet food	Thailand Thailand	Baht 300 Baht 3,000	Baht 300 Baht 360	99.66 77.82	99.66 99.55	0.34 22.18	0.34 0.45	2,648,407 3,941,633	2,648,407 2,006,664	2,257,286 7,654,838	2,436,673 1,254,371
Thai Union Seafood Co., Ltd. (TUS) EHS Training and Services Co., Ltd. Thai Union Feedmill Plc. (TFM)	Manufacturer and exporter of frozen shrimp Providing training and management services Manufacturer and distributor of animal feeds	Thailand Thailand Thailand Thailand	Baht 300 Baht 70 Baht 1,000 Baht 40	Baht 300 Baht 70 Baht 1,000 Baht 40	51.00 100.00 51.00 98.00	51.00 100.00 51.00 98.00	49.00 - 49.00 2.00	49.00 - 49.00 2.00	189,316 - 893,338 96,019	189,316 699 893,338 96,019	68,850 - 51,000 49,000	- - 356,590 43,120
Thai Union Graphic Co., Ltd. (TUG) Thai Union North America, Inc. (TUNA) Pakfood Plc.	Holding company Manufacturer and distributor of frozen foods & aquatic animal Distributor of food products E-Commerce Holding company	USA Thailand China Thailand Luxembourg	USD 444 Baht 330 USD 24.8 Baht 1 EUR 212	USD 329 Baht 330 USD 20.7 Baht 1 EUR 212	100.00 99.74 100.00 100.00 100.00	100.00 99.74 100.00 100.00 100.00	- 0.26 - - -	- 0.26 - - -	15,857,816 2,111,932 52,335 1,000 11,225,893	11,741,316 2,111,932 353,492 1,000 10,495,231	- 444,317 - - -	- 131,650 - - -
Thai Union Asia Investment Holding Limited (TUAH) TMAC Company Limited (TMAC)	Holding company Distributor of shrimp feed and investment in breeding farms and shrimp farming Manufacturer and distributor of ingredients product	Hong Kong* Thailand Thailand	USD 80.6 Baht 1,130 Baht 450	USD 80.6 Baht 1,130 Baht 450	100.00 100.00 100.00	100.00 100.00 100.00	- - -	- - -	2,626,283 80 450,000	2,626,283 80 450,000	- - -	- - 18,000
Thai Union Ingredients Co., Ltd. (TUI) Thamachart Seafood Retail Co., Ltd. (TSR) Thai Union South East Asia Pte. Ltd. (TUSEA) Thai Union Lifescience Co., Ltd. (TUL) Asian-Pacific Can Co., Ltd. (APC)	Importer of seafood and seafood restaurant outlets Consultancy services Manufacturer and distributor of food supplement products Manufacturer and distributor of packaging for food products	Singapore Thailand Thailand	Baht 6 SGD 0.3 Baht 75 Baht 80	Baht 6 SGD 0.3 Baht 75 Baht 80	65.00 100.00 95.20 99.99	65.00 100.00 95.20 99.99	35.00 - 4.80 0.01	35.00 - 4.80 0.01	177,363 6,686 71,400 351,376	177,363 6,686 71,400 351,376	- - - 320,760	- - - -
Total									40,700,877	33,869,226	10,846,051	4,240,404

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Companies under subsidiaries included in the preparation of the consolidated financial statements are:

Company's name	Nature of business	Country of incorporation	Percentage of TU's interest	
			2022 %	2021 %
Held by subsidiaries				
Okeanos Food Co., Ltd. (100% held by Pakfood Plc.)	Manufacturer & distributor of frozen foods & aquatic animal	Thailand	99.74	99.74
Yueh Chyang Canned Food Co., Ltd. (100% held by TUM)	Manufacturer & distributor of canned tuna and seafood	Vietnam	99.66	99.55
Asian-Pacific Can Co., Ltd. (2022: 99% held by TU) (2021: 99% held by ITC)	Manufacturer & distributor of packaging for food products	Thailand	99.99	99.54
Japan Pet Nutrition Co., Ltd. (JPN) (90% held by ITC)	Importer & distributor of pet food and pet related products	Japan	70.04	90.00
i-Tail Americas, Inc. (ITA) (100% held by ITC)	Holding Company	USA	77.82	100.00
US Pet Nutrition, LLC (USPN) (100% held by ITA)	Importer & distributor of premium pet food	USA	77.82	100.00
Thai Union Investments North America, LLC (TUINA) (100% held by TUNA)	Holding company	USA	100.00	100.00
Tri-Union Seafoods, LLC (Tri-U) (100% held by TUNA)	Manufacturer & distributor of canned tuna and seafood	USA	100.00	100.00
Tri-Union Frozen Products, Inc. (TUFU) (100% held by TUNA)	Importer and distributor of frozen seafood	USA	100.00	100.00
Tri-Union Frozen Products Canada, ULC (100% held by TUFU)	Technical service provider	Canada	100.00	100.00
Thai Union Europe (TUE) (100% held by TUES1)	Headquarters' activity	France	100.00	100.00
MW Brands Seychelles Limited (MWBSL) (100% held by TUE)	Exporter of canned tuna	Seychelles	100.00	100.00
Tuna Logistics Services Limited (100% held by MWBSL)	Manufacturer and distributor of ingredients products	Seychelles	100.00	100.00
Etablissements Paul Paulet SAS (EPP) (100% held by TUE)	Manufacturer, importer, distributor and exporter of canned seafood	France	100.00	100.00
European Seafood Investments Portugal SA (ESIP) (100% held by TUE)	Manufacturer and exporter of canned seafood products	Portugal	100.00	100.00
Thai Union Services SAS (TUSS) (100% held by TUE)	Dormant company	France	100.00	-

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Company's name	Nature of business	Country of incorporation	Percentage of TU's interest	
			2022 %	2021 %
<u>Held by subsidiaries</u> (continued)				
Pioneer Food Cannery Limited (100% held by EPP)	Manufacturer of canned tuna	Ghana	100.00	100.00
Mareblu SRL (100% held by TUE)	Importer and distributor of canned seafood	Italy	100.00	100.00
UK Seafood Investment Limited (UKSI) (100% held by TUE)	Holding company	United Kingdom	100.00	100.00
Indian Ocean Tuna Limited (IOT) (60% held by TUE)	Manufacturer and exporter of canned tuna	Seychelles	60.00	60.00
John West Foods Limited (JWUK) (100% held by UKSI)	Importer and distributor of canned seafood	United Kingdom	100.00	100.00
Irish Seafood Investment Limited (ISIL) (100% held by TUE)	Importer and distributor of canned seafood	Ireland	100.00	100.00
John West Holland BV (100% held by ISIL)	Importer and distributor of canned seafood	Netherlands	100.00	100.00
TTV Limited (70% held by EPP)	Dormant company (To be liquidated)	Ghana	70.00	70.00
Europeenne de la Mer SAS (EDM) (100% held by TUE)	Holding company and distributor of salmon	France	100.00	100.00
Meralliance Armoric SAS (100% held by EDM)	Manufacturer of smoked salmon	France	100.00	100.00
Imsaum SCI (100% held by EDM)	Property rental	France	100.00	100.00
Meralliance SAS (100% held by EDM)	Distributor of smoked salmon	France	100.00	100.00
Meralliance Poland Sp. Z.o.o (100% held by EDM)	Manufacturer of chilled salmon (To be liquidated)	Poland	100.00	100.00
The Edinburgh Salmon Company Ltd. (ESCO) (100% held by EDM)	Dormant company (To be liquidated)	Scotland	100.00	100.00
King Oscar AS (KON) (100% held by TUES1)	Manufacturer and distributor of canned seafood	Norway	100.00	100.00
King Oscar Inc. (100% held by KON)	Importer and distributor of canned seafood	USA	100.00	100.00
Norway Foods (Europe) NV (100% held by EPP)	Importer and distributor of canned seafood	Belgium	100.00	100.00
Thai Union Poland Sp. Z.o.o. (100% held by TUES1)	Manufacturer and distributor of canned seafood	Poland	100.00	100.00

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Company's name	Nature of business	Country of incorporation	Percentage of TU's interest	
			2022 %	2021 %
<u>Held by subsidiaries</u> (continued)				
Thai Union Germany GmbH (TUGe) (100% held by TUES1)	Holding company	Germany	100.00	100.00
Thai Union Marine Nutrients GmbH (100% held by TUGe)	Tuna oil refinery	Germany	100.00	100.00
Rügen Fisch GmbH (RUFi) (100% held by TUGe)	Manufacturer and distributor of seafood	Germany	100.00	100.00
Hawesta-Feinkost Hans Westphal GmbH & Co. KG (HAW) (100% held by RUFi)	Manufacturer and distributor of seafood	Germany	100.00	100.00
Seafood Beteiligungs - und Verwaltungs GmbH (100% held by HAW)	Dormant company	Germany	100.00	100.00
Artur Heymann GmbH & Co.KG (HEY) (100% held by HAW)	Distributor of seafood	Germany	100.00	100.00
Meekrone Fisch-Feinkost GmbH (100% held by RUFi)	Property rental	Germany	100.00	100.00
Ostsee Fisch Verwaltungs GmbH (100% held by RUFi)	Dormant company	Germany	100.00	100.00
Ostsee Fisch GmbH & Co. Produktions - und Vertriebs KG (100% held by RUFi)	Manufacturer and distributor of seafood	Germany	100.00	100.00
Ostsee Fisch Kretinga UAB (100% held by RUFi)	Manufacturer and distributor of seafood	Lithuania	100.00	100.00
Thai Union Canada Inc. (TUCa) (100% held by TUES1)	Dormant company (To be liquidated)	Canada	100.00	100.00
C.H. Rich, Inc. (100% held by TUCa)	Dormant company (To be liquidated)	Canada	100.00	100.00
Thai Union Trading Europe B.V. (100% held by TUES1)	Importer and distributor of seafood	Netherlands	100.00	100.00
PT Thai Union Kharisma Lestari (TUKL) (65% held by TFM)	Manufacturer and distributor of animal feeds	Indonesia	33.15	33.15
AMG-Thai Union Feedmill (Private) Limited (AMG-TFM) (51% held by TFM)	Manufacturer and distributor of animal feeds	Pakistan	26.01	26.01
Thai Union Hatchery Co., Ltd. (100% held by TMAC)	Shrimp breeding and hatchery and breeding improvement	Thailand	100.00	100.00
TCM Fishery Co., Ltd. (75% held by TMAC)	Shrimp farming	Thailand	75.00	75.00
TMK Farm Co., Ltd. (94.44% held by TMAC)	Shrimp farming	Thailand	94.44	94.44

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Company's name	Nature of business	Country of incorporation	Percentage of TU's interest	
			2022 %	2021 %
<u>Held by subsidiaries</u> (continued)				
Thammachart Seafood China Limited (TSC) (90% held by TSR and 10% held by TUAIH)	Dormant company	Hong Kong*	68.50	68.50
Thammachart Shanghai (100% held by TSC)	Dormant company	China	68.50	68.50
GGCOF RL Blocker, LLC (100% held by TUINA)	Holding company	USA	100.00	100.00
TUMD Luxembourg S.a.r.l (90% held by TUES1)	Holding company	Luxembourg	90.00	90.00
Dalpromryba Limited Liability Company (DPR) (100% held by TUMD)	Manufactures and distributor of canned and frozen seafood	Russia	90.00	90.00
Torgovo-Promyshlenny Kompleks "Dalpromryba" Limited Liability Company (TPK) (100% held by TUMD)	Dormant company	Russia	90.00	90.00
Maguro Limited Liability Company (MGR) (100% held by TUMD)	Dormant company	Russia	90.00	90.00

* Hong Kong refers to "Hong Kong Special Administrative Region of the People's Republic of China".

All subsidiaries undertakings are included in the consolidation. The proportion of the voting rights in the subsidiary undertakings held directly by the Group do not differ from the proportion of ordinary shares held.

Summarised financial information on subsidiaries with material non-controlling interests

For the year ended 31 December 2022

	i-Tail Corporation Plc. Thousand Baht
Total non-controlling interests	5,007,411
Profit attributable to non-controlling interests for the year	108,569
Dividend paid to non-controlling interest during the year	25,162

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Set out below is the summarised financial information for a subsidiary that has non-controlling interests that is material to the Group. The information below is the amount before inter-company eliminations.

**Summarised statements of financial position
as at 31 December**

Current
Assets
Liabilities

Total current net assets

Non-current
Assets
Liabilities

Total non-current net assets

Net assets

**Summarised statements of comprehensive income
and cash flows for the year ended 31 December**

Revenue

Profit before income tax
Income tax

Post-tax profit from continuing operation
Other comprehensive income (expenses)

Total comprehensive income

Profit attributable to non-controlling interests

Dividends paid to non-controlling interests

Net cash receipts from operating activities
Net cash receipts from (payments for) investing activities
Net cash receipts from (payments for) financing activities

Net increase in cash and cash equivalents

i-Tail Corporation Plc.	
2022	2021
Thousand Baht	Thousand Baht
20,213,941	5,030,936
(2,325,586)	(4,232,831)
17,888,355	798,105
5,663,014	4,642,957
(616,485)	(626,453)
5,046,529	4,016,504
22,934,884	4,814,609
19,989,789	6,790,341
4,315,470	2,975,364
(36,887)	19,249
4,278,583	2,994,613
726,802	(234,182)
5,005,385	2,760,431
108,569	12,422
25,162	5,629
1,872,372	879,203
(4,106,245)	1,559,623
13,025,757	(2,438,733)
10,791,884	93

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14.2 Investments in associates

The movements of investments in associates during the year are as follows:

For the year ended 31 December	Consolidated financial statements		Separate financial statements	
	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
Opening net book value	12,578,614	9,043,879	3,789,307	788,757
Additions	276,293	3,045,248	-	3,000,550
Share of loss, net	(940,761)	(214,201)	-	-
Share of comprehensive income	15,888	20,525	-	-
Dividends received	(225,293)	(205,131)	-	-
Impairment of investment	(30,491)	-	-	-
Translation adjustment	258,104	888,294	-	-
Closing net book value	11,932,354	12,578,614	3,789,307	3,789,307

For the year ended 31 December 2022, the Group has share of loss from Red Lobster Group, which is the Group's associates in the United States, equivalent to Baht 1,628.8 million (2021: Baht 815.3 million), resulting from its loss from operating performance Baht 1,206.9 million (2021: Baht 177.7 million) and lease adjustment from accounting standard differences Baht 421.9 million (2021: Baht 637.6 million).

In May 2022, the Group invested in Mara Renewables Corporation ("Mara") with the amount of CAD 10.0 million, equivalent to Baht 267.6 million. The Group had joined other industry-leading financial partners to accelerate the expansion of Mara's proven portfolio of micro-algal products and unique innovation. The Group appointed one representative to join Mara's Board of Directors and classified this investment as investment in an associate.

In November 2022, the Group additionally invested in Helion Food USA ("HFUS") with the amount of USD 0.2 million, equivalent to Baht 8.7 million.

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Details of investments in associates are as follows:

Company's name	Nature of business	Country of incorporation	Shareholding percentage		Cost less impairment		Carrying amounts based on equity method	
			2022	2021	2022	2021	2022	2021
			%	%	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Investments in associates, directly held by the Company								
Lucky Union Foods Co., Ltd.	Manufacturer & exporter of crab sticks	Thailand	25.00	25.00	37,500	37,500	802,035	606,456
Avanti Feeds Limited (Listed company in India) ⁽¹⁾	Manufacturer & exporter of animal feeds and shrimp products	India	15.43	15.43	71,922	71,922	1,383,734	1,225,586
Avanti Frozen Foods Private Limited ⁽²⁾	Manufacturer and exporter of shrimp products	India	54.53	54.53	679,335	679,335	1,433,664	1,349,205
R&B Food Supply Plc. (RBF) ⁽³⁾	Manufacturing and trading of bread products	Thailand	10.00	10.00	3,000,550	3,000,550	3,039,794	3,015,558
					3,789,307	3,789,307	6,659,227	6,196,805
Investments in associates, directly held by subsidiaries								
TN Fine Chemicals Co., Ltd. (49% held by TUM)	Manufacturer & exporter of by-products from seafood	Thailand	48.83	48.83	44,070	44,070	66,573	70,269
LDH (La Doria) Limited (20% held by JWUK)	Distributor of food products	United Kingdom	20.00	20.00	95,940	95,940	667,621	680,584
Red Lobster Master Holdings, L.P. (RL)	Holding Company	USA	25.00	25.00	8,180,719	8,180,719	3,473,876	4,890,126
Avanti Feeds Limited (Listed company in India) ⁽¹⁾	Manufacturer & exporter of animal feeds and shrimp products	India	8.78	8.78	40,884	40,884	787,375	697,385
Helion Food Company Limited (HFHK)	Importer and distributor of ready-to-eat food (To be liquidated)	Hong Kong	23.21	23.21	-	27,533	-	27,532
Helion Food USA (HFUS)	Distributor of ambient product	USA	23.21	23.21	24,770	15,913	16,094	15,913
Mara Renewables Corporation (MARA) ⁽⁴⁾	Biotechnology company	Canada	3.99	-	267,550	-	261,588	-
					8,653,933	8,405,059	5,273,127	6,381,809
					12,443,240	12,194,366	11,932,354	12,578,614

(1) The Group's total shareholding in Avanti Feeds Limited is 24.21% (2021: 24.21%).

(2) The Company has classified this investment in an associate because the Company's voting rights are less than 50% of the total voting rights.

(3) The Company has classified this investment as investment in an associate because the Company has a representative in RBF's board of directors, which demonstrates the Company's significant influence.

(4) The Group has classified this investment as investment in an associate because the Group has a representative in MARA's board of directors, which demonstrates the Group's significant influence.

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Set out below are the associates of the Group as at 31 December 2022, which, in the opinion of the Group's directors, are material to the Group by considering from the operating performance of each associate.

Nature of investments in associates in 2022 and 2021:

Company's name	Country of incorporation	% of ownership interest		Nature of relationship	Measurement method
		2022	2021		
Avanti Feeds Limited	India	24.21	24.21	Note 1	Equity
Red Lobster Group	USA	25.00	25.00	Note 2	Equity

Note 1: Avanti Feeds Limited is a manufacturer of prawn feed, shrimp processor and exporter of its products globally. Avanti Feeds Limited is a strategic partnership of the Group in shrimp feed manufacturing and shrimp processing.

As at 31 December 2022, the fair value of the Group's interest in Avanti Feeds Limited, which was listed on the National Stock Exchange of India, was Baht 5,001.2 million (2021: Baht 7,947.0 million) and the carrying amount of the Group's interest was Baht 2,171.1 million (2021: Baht 1,923.0 million).

Note 2: Red Lobster is a seafood restaurant chain in the United States and has operations in many countries such as Canada, Malaysia and Japan. Red Lobster is a strategic partnership for the Group's growth in a food service business.

On 24 August 2022, the Board of Directors of the Company passed a resolution to approve the Company and Thai Union North America, Inc. ("TUNA"), which is a wholly owned subsidiary to provide financial assistance through a guarantee of Red Lobster Management LLC's ("RLMH") credit facility. The amount of the guarantee will not exceed USD 65.0 million equivalent to Baht 2,246.6 million, which is approximately 25% of the outstanding credit facility balance. As at 31 December 2022, the guarantee is not executed. The management assessed the possibility of potential default of this transaction and did not recognise any financial liabilities from this financial guarantee.

As at 31 December 2022, commitment, and contingent liabilities in relation to the Group's interests in the associate is not significant.

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Summarised financial information for associates:

The table below is summarised of financial information for associates that are material to the Group. The financial information is included in associates own financial statements which has been adjusted with the adjustments necessary for the equity method including, adjusting fair value and differences in accounting policy.

Summarised statements of financial position as at 31 December	Avanti Feeds Limited		Red Lobster Group	
	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
Assets				
Current assets	9,546,210	9,093,675	8,329,538	12,071,268
Non-current assets	2,835,290	2,121,830	100,366,203	63,648,634
Total assets	12,381,500	11,215,505	108,695,741	75,719,902
Liabilities				
Current liabilities	(1,946,335)	(1,978,423)	(12,265,374)	(12,418,040)
Non-current liabilities	(103,530)	(86,281)	(108,308,780)	(70,259,224)
Total liabilities	(2,049,865)	(2,064,704)	(120,574,154)	(82,677,264)
Net assets	10,331,635	9,150,801	(11,878,413)	(6,957,362)
Less Non-controlling interest of associates	(1,173,559)	(1,089,045)	-	-
Elimination entries	(190,257)	(118,877)	-	-
Net assets	8,967,819	7,942,879	(11,878,413)	(6,957,362)
Summarised statements of comprehensive income for the year ended 31 December				
Revenue	23,781,567	20,791,918	73,009,627	63,084,336
Profit (loss) before income tax	1,819,216	1,281,361	(4,714,989)	(720,895)
Income tax	(468,352)	(312,991)	(109,257)	(17,808)
Post-tax profit (loss) from continuing operations	1,350,864	968,370	(4,824,246)	(738,703)
Other comprehensive income (expenses)	3,441	(2,931)	55,412	23,955
Total comprehensive income (expenses)	1,354,305	965,439	(4,768,834)	(714,748)
Dividends received from associates	94,155	99,891	-	-
Reconciliation of summarised financial information for the year ended 31 December				
Opening net assets	7,942,879	6,635,466	(6,957,362)	(5,693,832)
Profit (loss) for the year	1,350,864	968,370	(4,824,246)	(738,703)
Other comprehensive income (expenses) for the year	3,441	(2,931)	55,412	23,955
Dividends	(388,910)	(412,604)	-	-
Exchange differences on transaction	59,545	754,578	(152,217)	(548,782)
Closing net assets	8,967,819	7,942,879	(11,878,413)	(6,957,362)
Shareholding percentage	24.21%	24.21%	25.00%	25.00%
Interest in associates	2,171,109	1,922,971	(2,969,603)	(1,739,341)
Goodwill	-	-	7,488,023	7,240,498
Adjustment of leases	-	-	(1,044,544)	(612,098)
Transaction cost for restructuring of shareholding	-	-	-	1,067
Carrying value	2,171,109	1,922,971	3,473,876	4,890,126

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Individually immaterial associates

In addition to the interest in associates disclosed above, the Group also has interests in a number of individually immaterial associates that are accounted for using the equity method.

As at 31 December

Aggregate carrying amount of individually immaterial associates

For the year ended 31 December

Aggregate amounts of the Group's share of:
Profit for the year from continuing operations
Other comprehensive income for the year

Total comprehensive income for the year

	2022 Thousand Baht	2021 Thousand Baht
Aggregate carrying amount of individually immaterial associates	6,287,369	5,765,517
Aggregate amounts of the Group's share of:		
Profit for the year from continuing operations	416,599	346,765
Other comprehensive income for the year	1,411	2,255
Total comprehensive income for the year	418,010	349,020

14.3 Investments in joint ventures

The movements of investments in joint ventures during the year are as follows:

For the year ended 31 December	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Opening net book value	187,339	225,291	-	959
Additions	152,467	53,900	40,842	-
Disposals	-	(65,952)	-	(959)
Share of loss, net	(89,033)	(54,856)	-	-
Reclassification	7,336	3,222	-	-
Translation adjustment	(7,167)	25,734	-	-
Closing net book value	250,942	187,339	40,842	-

During the year, a subsidiary of the Group entered into an agreement to establish a new joint venture under the name Pacific TUM Cold Storage Company Limited ("PACT") with the registered share of Baht 160.0 million, to establish a new cold storage warehouse in order to secure the raw material storage and loading services. The Group holds 50.0% in this joint venture and has already paid for its shares of Baht 80.0 million.

During the year, the Group entered into a new joint venture agreement to establish a new joint venture under the name RBS - TU Food Ingredients Private Limited ("RBST") by R&B Food Supply Public Company Limited, a 10.0% associate of the Company, to jointly invest with Srinivasa Cystine Private Limited, an associate of Avanti Group. The objective of RBST is to distribute high quality food ingredients in the Indian market. The total authorised capital is INR 500.0 million and the Group's shareholding is 24.1%. The Group paid up capital of INR 95.0 million, equivalent to Baht 40.9 million.

During the year, Star Union Packaging Company Limited ("SUP"), a 50.0% joint venture of the Group, registered its share with total amount of Baht 250.0 million which is not yet fully paid. The Group paid for its shares of Baht 31.6 million.

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Details of investments in joint ventures are as follows:

Company's name	Nature of business	Country of incorporation	Shareholding percentage		Cost		Carrying amounts based on equity method	
			2022 %	2021 %	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
<u>Investment in joint venture, directly held by the Company</u>								
RBS -TU Food ingredients Private Limited	Distributor of high-quality food ingredients	India	24.10	-	40,842	-	40,842	-
Total					40,842	-	40,842	-
<u>Investment in joint venture, directly held by subsidiaries</u>								
Moresby International Holdings Inc. (Joint venture of TUM and another party in the portion of 33:67)	Holding in fishing company	British Virgin Island	33.22	33.22	170,655	170,655	67,375	112,779
Aegir Seafood Company ⁽¹⁾ (Joint venture of KON and another party in the portion of 50:50)	Manufacturer of cod liver	Iceland	50.00	-	20,372	20,372	22,181	22,737
Food and Beverage United Co., Ltd. (Joint venture of TUI and another party in the portion of 49:51)	Manufacturer and distributor of nutritious food and beverage products	Thailand	49.00	49.00	49,000	49,000	-	42,099
Interpharma - ZEAvita Co., Ltd. (Joint venture of TUI and another party in the portion of 49:51)	Manufacturer and distributor of food supplement products	Thailand	49.00	49.00	9,800	9,800	8,919	9,724
Pacific TUM Cold Storage Co.,Ltd. (Joint venture of TUM and another party in the portion of 49.99:50.01)	Cold storage warehouse in order to secure the raw material storage and loading services of TUM.	Thailand	49.99	-	80,000	-	80,000	-
Star Union Packaging Co.,Ltd. (Joint venture of TUG and another party in the portion of 50:50)	Manufacturer and distributor of flexible packaging and other related business including development of new packaging or products.	Thailand	50.00	-	31,625	-	31,625	-
Total					402,294	249,827	250,942	187,339

⁽¹⁾ This investment represents loans to this entity. As at 31 December 2021, the Group classified this investment as an investment in a joint venture because the Group has 50% of the total voting rights. During the year, these loans are converted to an investment, representing 50% shareholding in this joint venture.

As at 31 December 2022, the Group's directors considered that there is no joint venture that is material to the Group.

There are no commitments and contingent liabilities relating to the Group's interests in the joint ventures.

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15 Investment properties

As at 31 December	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Opening net book amount	85,980	67,840	442,288	442,288
Reclassification	-	20,136	-	-
Depreciation charge	(2,606)	(2,675)	-	-
Translation adjustment	(507)	679	-	-
Closing net book amount	82,867	85,980	442,288	442,288
Fair value	359,520	213,961	797,003	441,320

The fair value of investment property is based on market approach by considering the sales of similar substitute properties and related market data. The fair values are within level 2 of the fair value hierarchy.

Amounts recognised in profit and loss that are related to investment property are rental income from a related party of Baht 3.0 million a year (2021: Baht 3.0 million), which is eliminated from the consolidated financial statements.

The Group has investment property, which is land and buildings. The Group has no direct operating expenses arising from investment property.

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16 Property, plant and equipment, net

	Consolidated financial statements					
	Land and land improvement		Buildings and building improvements		Machinery and equipment	
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
As at 1 January 2021	3,475,580	18,646,228	9,831,913	31,038,078	1,510,703	890,423
Cost	(89,898)	(8,618,876)	(8,618,876)	(19,914,894)	(981,562)	(585,953)
Less Accumulated depreciation	(61,219)	(195,439)	(195,439)	(610,504)	(1,260)	(43)
Allowance for impairment						
Net book amount	3,324,463	9,831,913	10,512,680	527,881	304,427	2,189,561
For the year ended 31 December 2021	3,324,463	9,831,913	10,512,680	527,881	304,427	2,189,561
Opening net book amount	5,578	44,955	20,105	442	4,350	-
Increase from business combinations	44,178	13,875	289,720	197,871	17,816	3,334,384
Additions	(364,427)	(154,930)	(79,222)	(5,739)	(8,393)	(23)
Disposals and write-off, net book value	1,778	163,263	(191,097)	3,322	245	(46,547)
Reclassification	24,367	353,837	1,356,139	127,212	46,415	(1,907,970)
Transfer in (out)	(7,242)	(857,930)	(2,157,964)	(176,193)	(89,160)	-
Depreciation charge	-	(28,500)	(68,705)	-	-	-
Impairment loss	32,852	158,428	148,753	9,449	3,428	77,253
Translation adjustment						
Closing net book amount	3,061,547	9,524,911	9,830,409	684,245	279,128	3,646,658
As at 31 December 2021	3,224,766	18,292,388	29,547,515	1,731,744	871,072	3,646,658
Cost	(102,000)	(8,685,316)	(19,601,910)	(1,047,405)	(591,901)	-
Less Accumulated depreciation	(61,219)	(82,161)	(115,196)	(94)	(43)	-
Allowance for impairment						
Net book amount	3,061,547	9,524,911	9,830,409	684,245	279,128	3,646,658

As at 1 January 2022

Cost	3,224,766
Less Accumulated depreciation	(102,000)
Allowance for impairment	(61,219)

Net book amount

For the year ended 31 December 2022

Opening net book amount	3,061,547
Additions	206,608
Disposals and write-off, net book value	(14,389)
Reclassification	-
Transfer in (out)	95,347
Depreciation charge	(11,176)
Reversal of (impairment) loss	(4,540)
Translation adjustment	(17,467)

Closing net book amount

As at 31 December 2022

Cost	3,489,677
Less Accumulated depreciation	(112,578)
Allowance for impairment	(61,169)

Net book amount

Consolidated financial statements							
Land and land improvement Thousand Baht	Buildings and building improvements Thousand Baht	Machinery and equipment Thousand Baht	Furniture, fixtures and office equipment Thousand Baht	Vehicles Thousand Baht	Assets under construction Thousand Baht	Total	
						Thousand Baht	Thousand Baht
3,224,766	18,292,388	29,547,515	1,731,744	871,072	3,646,658	57,314,143	
(102,000)	(8,685,316)	(19,601,910)	(1,047,405)	(591,901)	-	(30,028,532)	
(61,219)	(82,161)	(115,196)	(94)	(43)	-	(258,713)	
3,061,547	9,524,911	9,830,409	684,245	279,128	3,646,658	27,026,898	
3,061,547	9,524,911	9,830,409	684,245	279,128	3,646,658	27,026,898	
206,608	164,799	389,248	96,989	17,504	4,313,811	5,188,959	
(14,389)	(178,573)	(101,914)	(4,792)	(3,779)	(19,804)	(323,251)	
-	38,516	(18,399)	1,604	-	(46,018)	(24,297)	
95,347	1,102,982	1,868,021	134,129	70,911	(3,271,390)	-	
(11,176)	(869,974)	(2,187,293)	(190,581)	(90,000)	-	(3,349,024)	
(4,540)	74,082	43,032	5	(139)	-	112,440	
(17,467)	(42,175)	(34,095)	(11,377)	788	(52,638)	(156,964)	
3,315,930	9,814,568	9,789,009	710,222	274,413	4,570,619	28,474,761	
3,489,677	19,185,545	30,699,295	1,892,308	893,001	4,570,619	60,730,445	
(112,578)	(9,364,099)	(20,855,718)	(1,181,960)	(618,402)	-	(32,132,757)	
(61,169)	(6,878)	(54,568)	(126)	(186)	-	(122,927)	
3,315,930	9,814,568	9,789,009	710,222	274,413	4,570,619	28,474,761	

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Separate financial statements							
Land and land improvement Thousand Baht	Buildings and building improvements Thousand Baht	Machinery and equipment Thousand Baht	Furniture, fixtures and office equipment Thousand Baht	Vehicles Thousand Baht	Assets under construction Thousand Baht	Total	
						Thousand Baht	Thousand Baht
887,754	3,564,303	3,880,383	288,553	160,823	40,465	8,822,281	
-	(1,559,947)	(2,644,003)	(184,659)	(114,562)	-	(4,503,171)	
887,754	2,004,356	1,236,380	103,894	46,261	40,465	4,319,110	
887,754	2,004,356	1,236,380	103,894	46,261	40,465	4,319,110	
-	228	14,297	11,111	-	161,183	186,819	
-	(528)	(6,614)	(299)	(1,491)	-	(8,932)	
-	-	-	1,549	-	(10,226)	(8,677)	
-	28,455	45,239	8,985	8,453	(91,132)	-	
-	(199,801)	(272,505)	(40,993)	(14,772)	-	(528,071)	
887,754	1,832,710	1,016,797	84,247	38,451	100,290	3,960,249	
887,754	3,592,153	3,746,382	301,466	156,838	100,290	8,784,883	
-	(1,759,443)	(2,729,585)	(217,219)	(118,387)	-	(4,824,634)	
887,754	1,832,710	1,016,797	84,247	38,451	100,290	3,960,249	

As at 1 January 2021

Cost	887,754
Less Accumulated depreciation	-

Net book amount

For the year ended 31 December 2021

Opening net book amount	887,754
Additions	-
Disposals and write-off, net book value	-
Reclassification	-
Transfer in (out)	-
Depreciation charge	-

Closing net book amount

As at 31 December 2021

Cost	887,754
Less Accumulated depreciation	-

Net book amount

	Separate financial statements					
	Land and land improvement Thousand Baht	Buildings and building improvements Thousand Baht	Machinery and equipment Thousand Baht	Furniture, fixtures and office equipment Thousand Baht	Vehicles Thousand Baht	Assets under construction Thousand Baht
As at 1 January 2022						
Cost	887,754	3,592,153	3,746,382	301,466	156,838	100,290
Less Accumulated depreciation	-	(1,759,443)	(2,729,585)	(217,219)	(118,387)	-
Net book amount	887,754	1,832,710	1,016,797	84,247	38,451	100,290
For the year ended 31 December 2022						
Opening net book amount	887,754	1,832,710	1,016,797	84,247	38,451	100,290
Additions	-	2,626	21,686	18,541	778	151,751
Disposals and write-off, net book value	-	(3,672)	(16,984)	(134)	(418)	-
Reclassification	-	-	-	-	-	(2,741)
Transfer in (out)	-	85,150	61,300	19,106	10,397	(175,953)
Depreciation charge	-	(187,137)	(258,293)	(35,220)	(15,419)	-
Impairment loss	-	-	(11,129)	-	-	-
Closing net book amount	887,754	1,729,677	813,377	86,540	33,789	73,347
As at 31 December 2022						
Cost	887,754	3,671,011	3,624,489	328,502	160,144	73,347
Less Accumulated depreciation	-	(1,941,334)	(2,799,983)	(241,962)	(126,355)	-
Allowance for impairment	-	-	(11,129)	-	-	-
Net book amount	887,754	1,729,677	813,377	86,540	33,789	73,347
						3,624,484

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Depreciation is presented in the statement of income as follows:

For the year ended 31 December	Consolidated financial statements		Separate financial statements	
	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
Cost of sales	3,076,205	3,026,560	430,800	455,129
Selling expenses	28,652	14,888	1,333	1,313
Administrative expenses	244,167	247,041	63,936	71,628
Total depreciation expenses	3,349,024	3,288,489	496,069	528,070

As at 31 December 2022, the Group had no property, plant and equipment pledge for credit facilities and long-term loans from financial institutions (2021: Baht 162.6 million) (Note 24).

17 Right-of-use assets, net and Lease liabilities, net

The statement of financial position included the following transactions relating to leases.

As at 31 December	Consolidated financial statements		Separate financial statements	
	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
Right-of-use assets, net				
Land and land improvements, net	289,238	233,929	-	-
Building and building improvements, net	905,368	713,478	201,761	264,099
Machinery and equipment, net	230,753	283,330	62,278	83,123
Furniture, fixtures and office equipment, net	951	2,244	-	-
Vehicles, net	118,450	97,228	13,259	21,628
Total right-of-use assets, net	1,544,760	1,330,209	277,298	368,850
Lease liabilities, net				
Current	469,566	351,223	98,337	96,759
Non-current	861,969	808,816	202,180	292,016
Total lease liabilities, net	1,331,535	1,160,039	300,517	388,775

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The statement of income included following transactions related to leases are as follows:

For the year ended 31 December	Consolidated financial statements		Separate financial statements	
	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
Depreciation charge of right-of-use assets				
Land and land improvements	21,751	27,118	-	-
Building and building improvements	361,810	261,288	69,462	72,439
Machinery and equipment	117,007	121,235	21,996	23,195
Furniture, fixtures and office equipment	1,550	2,473	-	519
Vehicles	66,393	66,275	10,059	14,665
Total depreciation charge of right-of-use assets	568,511	478,389	101,517	110,818
Additions to the right-of-use assets during the year	760,333	548,107	15,260	63,112
Total cash outflow for leases	664,795	513,553	110,278	127,719
Finance cost relating to leases	66,524	55,374	14,823	18,194
Expenses relating to short-term leases (including in cost of sales and administrative expenses)	266,523	93,527	12,561	11,747
Expenses relating to leases of low value assets that are not shown above as short-term leases (including in cost of sales and administrative expenses)	11,068	14,177	1,494	2,347
Expense relating to variable lease payments	52	305	-	-

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	Consolidated financial statements									
	Licences Thousand Baht	Trademarks Thousand Baht	Customer relationships Thousand Baht	Computer software Thousand Baht	Distributor relationships Thousand Baht	Product development Thousand Baht	Computer software in progress Thousand Baht	Product development in progress Thousand Baht	Total Thousand Baht	
As at 1 January 2021										
Cost	251,263	13,906,666	1,159,250	3,489,368	36,400	177,933	113,022	64,618	19,227,135	
Less Accumulated amortisation	(113,261)	(233,444)	(529,218)	(1,560,315)	(3,942)	(20,776)	-	-	(2,487,910)	
Less Allowance for impairment	-	(193,396)	-	-	-	-	-	(10,386)	(203,782)	
Net book amount	138,002	13,479,826	630,032	1,929,053	32,458	157,157	113,022	54,232	16,535,443	
For the year ended 31 December 2021										
Opening net book amount	138,002	13,479,826	630,032	1,929,053	32,458	157,157	113,022	54,232	16,535,443	
Increase from business combinations	-	51,957	23,255	-	-	-	-	-	76,933	
Additions	-	321	-	35,441	-	-	108,833	12,604	157,199	
Disposals and write-off, net book value	-	-	-	(3,567)	-	-	-	-	(3,567)	
Reclassification	-	-	-	19,553	-	-	6,518	-	26,071	
Transfer in (out)	-	-	-	164,755	-	21,794	(164,755)	(21,794)	-	
Amortisation charge	(5,949)	(12,468)	(62,673)	(309,949)	(3,640)	(17,702)	-	-	(414,386)	
Translation adjustment	14,711	466,885	19,294	15,442	-	-	400	-	516,832	
Closing net book amount	146,764	13,986,521	609,908	1,850,728	28,818	161,249	64,018	45,042	16,894,525	
As at 31 December 2021										
Cost	272,482	14,458,827	1,230,796	3,779,538	36,400	199,727	64,018	55,428	20,129,357	
Less Accumulated amortisation	(125,718)	(273,585)	(620,888)	(1,928,810)	(7,582)	(98,478)	-	-	(3,025,725)	
Less Allowance for impairment	-	(198,721)	-	-	-	-	-	(10,386)	(209,107)	
Net book amount	146,764	13,986,521	609,908	1,850,728	28,818	161,249	64,018	45,042	16,894,525	

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Consolidated financial statements										
	Licences Thousand Baht	Trademarks Thousand Baht	Customer relationships Thousand Baht	Computer software Thousand Baht	Distributor relationships Thousand Baht	Product and process development Thousand Baht	Others Thousand Baht	Computer software in progress Thousand Baht	Product development in progress Thousand Baht	Total Thousand Baht
As at 1 January 2022	272,482	14,458,827	1,230,796	3,779,538	36,400	199,727	32,141	64,018	55,428	20,129,357
Cost	(125,718)	(273,585)	(620,888)	(1,928,810)	(7,582)	(38,478)	(30,664)	-	-	(3,025,725)
Less Accumulated amortisation	-	(198,721)	-	-	-	-	-	-	(10,386)	(209,107)
Allowance for impairment	-	-	-	-	-	-	-	-	-	-
Net book amount	146,764	13,986,521	609,908	1,850,728	28,818	161,249	1,477	64,018	45,042	16,894,525
For the year ended 31 December 2022	146,764	13,986,521	609,908	1,850,728	28,818	161,249	1,477	64,018	45,042	16,894,525
Opening net book amount	317	-	-	13,608	-	-	-	56,300	53,645	123,870
Additions	-	-	-	(948)	-	-	(304)	(13,920)	(2,979)	(18,151)
Disposals and write-off, net book value	1,201	-	-	35,858	-	(93)	93	(1,604)	-	35,455
Reclassification	-	-	-	80,256	-	18,469	(101)	(80,514)	(18,110)	-
Transfer in (out)	(5,931)	(8,995)	(60,944)	(304,755)	(3,641)	(19,149)	(163)	-	-	(403,578)
Amortisation charge	(10,710)	(397,754)	(15,624)	(7,629)	-	(7)	(18)	(877)	-	(432,619)
Translation adjustment	-	-	-	-	-	-	-	-	-	-
Closing net book amount	131,641	13,579,772	533,340	1,667,118	25,177	160,469	984	23,403	77,598	16,199,502
As at 31 December 2022	285,452	14,066,167	1,209,394	3,862,109	36,400	224,566	25,209	23,403	77,598	19,810,298
Cost	(153,811)	(293,300)	(676,054)	(2,194,991)	(11,223)	(64,097)	(24,225)	-	-	(3,417,701)
Less Accumulated amortisation	-	(193,095)	-	-	-	-	-	-	-	(193,095)
Allowance for impairment	-	-	-	-	-	-	-	-	-	-
Net book amount	131,641	13,579,772	533,340	1,667,118	25,177	160,469	984	23,403	77,598	16,199,502

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Separate financial statements						
	Trademarks Thousand Baht	Computer software Thousand Baht	Computer software in progress Thousand Baht	Product and process development Thousand Baht	Product development in progress Thousand Baht	Total Thousand Baht
As at 1 January 2021						
Cost	55,437	1,880,075	95,219	177,933	64,618	2,273,282
Less Accumulated amortisation	-	(433,209)	-	(20,776)	-	(453,985)
Allowance for impairment	-	-	-	-	(10,386)	(10,386)
Net book amount	55,437	1,446,866	95,219	157,157	54,232	1,808,911
For the year ended 31 December 2021						
Opening net book amount	55,437	1,446,866	95,219	157,157	54,232	1,808,911
Additions	-	693	87,304	-	12,604	100,601
Write-off, net book value	-	(989)	-	-	-	(989)
Reclassification	-	7,538	1,139	-	-	8,677
Transfer in (out)	-	146,571	(146,571)	21,794	(21,794)	-
Amortisation charge	-	(193,730)	-	(17,702)	-	(211,432)
Closing net book amount	55,437	1,406,949	37,091	161,249	45,042	1,705,768
As at 31 December 2021						
Cost	55,437	2,029,868	37,091	199,727	55,428	2,377,551
Less Accumulated amortisation	-	(622,919)	-	(38,478)	-	(661,397)
Allowance for impairment	-	-	-	-	(10,386)	(10,386)
Net book amount	55,437	1,406,949	37,091	161,249	45,042	1,705,768
For the year ended 31 December 2022						
Opening net book amount	55,437	1,406,949	37,091	161,249	45,042	1,705,768
Additions	-	1,042	43,322	-	53,645	98,009
Write-off, net book value	-	-	-	-	(2,979)	(2,979)
Reclassification	-	2,741	-	-	-	2,741
Transfer in (out)	-	68,719	(68,978)	18,369	(18,110)	-
Amortisation charge	-	(204,496)	-	(19,150)	-	(223,646)
Closing net book amount	55,437	1,274,955	11,435	160,468	77,598	1,579,893
As at 31 December 2022						
Cost	55,437	2,102,182	11,435	218,096	77,598	2,464,748
Less Accumulated amortisation	-	(827,227)	-	(57,628)	-	(884,855)
Net book amount	55,437	1,274,955	11,435	160,468	77,598	1,579,893

Computer software and product development in progress include internally generated capitalised development costs and other costs.

Amortisation is presented in the statement of income as follows:

For the year ended 31 December	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Cost of sales	20,369	19,936	1,067	1,274
Selling expenses	73,467	80,342	-	1
Administrative expenses	309,742	314,108	222,579	210,158
Total amortisation expenses	403,578	414,386	223,646	211,433

As at 31 December 2022 and 2021, the Group had no intangible assets pledged for credit facilities.

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Impairment tests for trademarks

The Group's trademarks result from business combinations. Considering their long track record of performance stability, durability and the intention of the management, the trademarks have an indefinite useful life thus not amortised.

The recoverable amounts of trademarks have been determined based on fair value which is mainly derived from the relief-from-royalty method and value-in-use method. The relief-from-royalty method consists, in applying to the brand revenues, a royalty rate determined by a qualitative and quantitative analysis of the positioning of the brands in the market. The value-in-use method is determined by discounting future cash flow.

For each of the brand with significant carrying amount using relief-from-royalty, the key assumptions are royalty rate and discount rate use in the calculation are as follow:

Brand	John West	Petit Navire	King Oscar	Rugen Fisch
Royalty rate	2.7% - 4.8%	12.0%	5.0%	3.0%
Discount rate	8.3% - 11.9%	8.0%	7.3%	6.8%

For the brand using value-in-use calculation, the key assumptions are growth rate and discount rate use in the calculation are as follow:

Brand	Growth rate	Discount rate
Chicken of the Sea	1.5%	8.3%

19 Goodwill, net

As at 1 January 2021

Cost	13,674,695
<u>Less</u> Allowance for impairment	(260,377)
Net book amount	13,414,318

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Opening net book amount	13,414,318
Increase from business combinations	(123,513)
Write-off, net book value	(165,000)
Translation adjustment	369,483

Closing net book amount	13,495,288
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As at 31 December 2021

Cost	13,927,856
<u>Less</u> Allowance for impairment	(432,568)
Net book amount	13,495,288

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Opening net book amount	13,495,288
Impairment loss	(76,800)
Translation adjustment	(355,478)

Closing net book amount	13,063,010
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As at 31 December 2022

Cost	13,564,841
<u>Less</u> Allowance for impairment	(501,831)
Net book amount	13,063,010

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Impairment tests for goodwill

Goodwill is allocated to the Group's cash-generating units (CGUs) identified according to business segment. The Group management reviews the business performance based on geography and type of business.

A segment-level summary of the goodwill allocation is presented below.

	Consolidated financial statements				
	Ambient seafood business Thousand Baht	Frozen and chilled seafood and related business Thousand Baht	Pet food business Thousand Baht	Value-added and other businesses Thousand Baht	Total Thousand Baht
As at 31 December 2021					
Asia	42,358	190,000	-	-	232,358
Europe	12,385,135	534,166	-	-	12,919,301
US	33,488	310,141	-	-	343,629
Goodwill allocation	12,460,981	1,034,307	-	-	13,495,288
As at 31 December 2022					
Asia	42,358	113,200	-	-	155,558
Europe	12,032,956	519,119	-	-	12,552,075
US	34,633	320,744	-	-	355,377
Goodwill allocation	12,109,947	953,063	-	-	13,063,010

The Group tests whether goodwill has suffered any impairment on an annual basis. These calculations use cash flow projections before income taxes, based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated below. The growth rate does not exceed the long-term average growth rate for the business in which the CGU operates.

For each of the CGUs with a significant amount of goodwill, the key assumptions used in the value-in-use calculations are as follows.

	Asia - Frozen and chilled seafood and related business	Europe - Ambient seafood business	Europe - Frozen and chilled seafood and related business	US - Frozen and chilled seafood and related business
Long term growth rate	0% - 1%	2.0%	1.5%	1.5%
Discount rate	7.6%	15.3%	7.0%	8.3%

These assumptions have been used for the analysis of each CGU within the business segment.

Management determined the growth rates to be consistent with the forecasts in the industry. The discount rates used are pre-tax and reflect specific risks relating to the relevant segment.

During the year, the Group fully impaired goodwill arising from the investment in shrimp farming in Thailand by recognising additional loss of Baht 76.8 million. The loss is included in administrative expenses in the consolidated statement of income.

Deferred tax assets (liabilities), net

	Consolidated financial statements					
	Credited/(charged) to			As at		
	As at 1 January Thousand Baht	Profit and loss Thousand Baht	Other comprehensive income Thousand Baht	Charged directly to equity Thousand Baht	Translation adjustment Thousand Baht	As at 31 December 2022 Thousand Baht
Deferred tax assets						
Loss allowance for trade receivables	69,685	33,160	-	-	2,139	104,984
Allowance for net realisable value of inventories and inventory costs	447,833	162,073	-	-	(1,438)	608,468
Allowance for impairment and depreciation of property, plant and equipment	76,421	(5,819)	-	-	(511)	70,091
Amortisation of intangible assets	100,327	(48,259)	-	-	(4,879)	47,189
Derivative contracts	60,321	6,697	(13,071)	-	14,889	68,836
Investment in associates	395,211	20,648	-	-	72,654	488,513
Assets under lease liabilities	25,358	(3,808)	-	-	(8)	21,542
Employee benefit obligations	197,976	(852)	(65,090)	-	267	132,301
Provisions and liabilities	651,639	244,320	-	-	47,503	943,462
Tax loss carried forward	261,494	1,178,703	-	-	(14,618)	1,425,579
Others	64,561	114,287	-	(2,565)	(18,800)	157,483
Total	2,350,826	1,701,150	(78,161)	(2,565)	97,198	4,068,448
Deferred tax liabilities						
Depreciation of property, plant and equipment	(348,839)	100,567	-	-	(142)	(248,414)
Amortisation of intangible assets	(3,150,857)	103,926	-	-	65,541	(2,981,390)
Financial assets measured at FVPL	(473,898)	-	-	-	(16,200)	(490,098)
Derivative contracts	(99,863)	(8,968)	(12,429)	-	488	(120,772)
Investment in associates	(492,441)	(142,242)	88,278	-	(55,096)	(601,501)
Lease liabilities	(40,253)	3,380	-	-	412	(36,461)
Inventory costs	(97,823)	33,920	-	-	2,956	(60,947)
Others	(37,843)	33,725	-	(1,426)	(303)	(5,847)
Total	(4,741,817)	124,308	75,849	(1,426)	(2,344)	(4,545,430)
Deferred tax assets (liabilities), net	(2,390,991)	1,825,458	(2,312)	(3,991)	94,854	(476,982)

	Separate financial statements					
	Credited/(charged) to			As at		
	As at 1 January Thousand Baht	Profit and loss Thousand Baht	Other comprehensive income Thousand Baht	31 December 2021 Thousand Baht	Profit and loss Thousand Baht	Other comprehensive income Thousand Baht
Deferred tax assets						
Loss allowance for trade receivables	529	207	-	736	(372)	-
Derivative assets	2,773	(926)	715	2,562	(2,140)	(6,446)
Depreciation of property, plant and equipment	-	-	-	-	2,226	-
Assets under lease liabilities	37,524	(15,069)	-	22,455	(10,965)	-
Employee benefit obligations	54,098	9,978	6,996	71,072	4,406	5,087
Others	3,042	9,345	-	12,387	18,782	-
Total	97,966	3,535	7,711	109,212	11,937	(1,781)
Deferred tax liabilities						
Depreciation of property, plant and equipment	(1,846)	2,384	-	538	302	-
Lease liabilities	(36,633)	16,597	-	(20,036)	9,370	-
Derivative liabilities	(16,661)	(2,281)	(3,174)	(22,116)	(9,241)	(27,951)
Others	-	(14,510)	-	(14,510)	2,377	-
Total	(55,140)	2,190	(3,174)	(56,124)	2,808	(27,951)
Deferred tax assets (liabilities), net	42,826	5,725	4,537	53,088	14,745	(29,732)

Deferred income tax assets are recognised for tax loss carried forwards only to the extent that realisation of the related tax benefit through the future taxable profits is probable. The Group did not recognise deferred income tax assets of Baht 1,055.2 million (2021: Baht 1,354.1 million) in respect of losses amounting to Baht 5,014.5 million (2021: Baht 6,707.9 million) that can be carried forward against future taxable income. Losses amounting to Baht 2,788.0 million (2021: Baht 5,415 million) will expire between 2023 and 2039 (2021: between 2022 and 2038).

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21 Other non-current assets

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
As at 31 December				
Advance payments for purchase of construction and equipment	682,952	437,892	-	-
Deposits and guarantees	437,694	257,556	24,067	24,058
Others	129,577	153,876	5,926	590
Total other non-current assets	1,250,223	849,324	29,993	24,648

22 Bank overdrafts and short-term loans from financial institutions

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
As at 31 December				
Bank overdrafts (Note 9)	219,183	194,622	35,821	-
Short-term loans	9,309,458	8,969,489	8,755,129	7,909,636
Trust receipts and packing credits	84,034	403,382	37,535	92,282
Total bank overdrafts and short-term loans from financial institutions	9,612,675	9,567,493	8,828,485	8,001,918

As at 31 December 2022, the short-term loans bear interest rates at the range of 1.45 % per annum to 5.00% per annum and will be due for repayment within February 2023.

As at 31 December 2022, the Group and the Company's the weighted average interest rate of bank overdrafts and short-term loans from financial institutions were 3.23% per annum and 3.22% per annum, respectively (2021: 1.39% per annum and 1.37% per annum, respectively).

As at 31 December 2022, the Group and the Company's bank overdrafts and short-term loans from financial institutions are unsecured loans.

23 Trade and other payables

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
As at 31 December				
Trade payables - third parties	13,596,068	12,047,608	3,359,032	2,150,640
Trade payables - related parties (Note 39)	117,363	181,697	450,849	562,135
Accrued expenses and other payables - third parties	7,263,110	8,361,471	814,634	783,323
Accrued expenses and other payables - related parties	22,029	39,590	3,415	14,558
Dividend payables	45,635	36,611	10,845	11,387
Deposits and unearned revenue	405,976	333,601	39,474	53,169
Property, plant and equipment and intangible assets purchase payable - third parties	564,515	344,201	32,277	35,112
Property, plant and equipment and intangible assets purchase payable - related parties	2,973	6,009	-	-
Total trade and other payables	22,017,669	21,350,788	4,710,526	3,610,324

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24 Long-term loans from financial institutions, net

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
As at 31 December				
Current portion	51,831	12,586,006	-	12,499,210
Non-current portion	16,643,736	13,097,363	16,512,802	12,680,492
Total long-term loans from financial institutions, net	16,695,567	25,683,369	16,512,802	25,179,702

The movements of long-term loans from financial institutions during the year are:

	Consolidated financial statements	Separate financial statements
	Thousand Baht	Thousand Baht
For the year ended 31 December 2022		
Opening balance	25,683,369	25,179,702
Addition	4,177,250	4,145,750
Deferred finance cost	(45,460)	(45,460)
Amortisation of financial fees	32,118	32,118
Repayments	(12,832,637)	(12,500,000)
Reclassification	611	-
Gain on foreign exchange rates	(298,270)	(299,308)
Translation adjustment	(21,414)	-
Closing balance	16,695,567	16,512,802

In January 2022, the Company repaid loans from financial institutions of Baht 12,500 million in accordance with the repayment schedule stipulated in the contracts. The source of refinancing is from the sustainability-linked loans (SLLs) and sustainability-linked bonds (SLBs) which the Company entered into last year.

On 17 January 2022, the Company entered into the sustainability-linked loan agreement with various financial institutions in Japan totalling JPY 14,000 million or equivalent to THB 4,145.8 million to refinance the existing indebtedness.

As at 31 December 2022, the Group's long-term loans from financial institutions are unsecured loans (2021: Baht 33.5 million loans were secured by the Group's property, plant and equipment).

Borrowing facilities

The Group had the following unused credit facilities from financial institutions:

	Consolidated financial statements	
	2022	2021
As at 31 December		
Baht	Baht 35,569 million	Baht 21,915 million
US Dollar	USD 254 million	USD 210 million
Euro	EUR 6 million	EUR 8 million
Rupiah	IDR 12,500 million	IDR 15,000 million

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25 Debentures, net

The Company's debentures which are unsecured debentures with no trustee, issued with a registered certificate and unsubordinated, are summarised below:

Debentures	Interest rate (% per annum)	Terms	Due date	Number of debentures Thousand units	Consolidated and Separate financial statements	
					As at 31 December 2022	As at 31 December 2021
					Million Baht	Million Baht
Debentures # 1/2014 (4)	5.18	10 years	6 February 2024	1,050	1,050	1,050
Debentures # 2/2014 (2)	4.58	10 years	9 October 2024	3,500	3,500	3,500
Debentures #1/2016 (USD)	3.66	10 years	11 April 2026	75	2,605	2,519
Debentures #2/2016 (3)	2.79	7 years	20 July 2023	2,000	2,000	2,000
Debentures #1/2017 (2)	2.91	5 years	19 January 2022	2,000	-	2,000
Debentures #1/2017 (3)	3.58	7 years	19 January 2024	2,500	2,500	2,500
Debentures #1/2017 (4)	3.94	10 years	19 January 2027	4,000	4,000	4,000
Debentures #1/2019 (1)	2.78	7 years	6 November 2026	2,000	2,000	2,000
Debentures #1/2019 (2)	3.00	10 years	6 November 2029	4,000	4,000	4,000
Sustainability-Linked Bond (1)	2.47	7 years	20 July 2028	5,000	5,000	5,000
Sustainability-Linked Bond (2)	2.27	5 years	10 November 2026	4,500	4,500	4,500
Sustainability-Linked Bond (3)	3.36	10 years	10 November 2031	1,500	1,500	1,500
Total debentures - face value					32,655	34,569
Less Unamortised issuance costs					(36)	(44)
Total debentures, net					32,619	34,525
Less Current portion of debentures, net					(2,000)	(2,000)
Non-current portion of debentures, net					30,619	32,525

The above debentures contain covenants relating to various matters such as the maintenance of net debt to shareholders' equity ratio and interest coverage ratio, and certain conditions in issuance of debentures agreements. For example, it is prohibited for annual dividend payment in the form of cash exceeding 60% of the year's consolidated net income.

The movement of debentures during the year can be analysed as follows:

	Consolidated and separate financial statements
	Thousand Baht
For the year ended 31 December 2022	
Opening balance	34,524,676
Repayments	(2,000,000)
Amortisation of issuance costs	8,455
Unrealised loss on foreign exchange rates	85,546
Closing balance	32,618,677

The fair values of debentures as at 31 December 2022 and 2021 are Baht 32,642.8 million and Baht 35,466.3 million, respectively. These fair values are based on the closing price by reference to the Thai Bond Dealing Centre as at the date of the statement of financial position, which is within level 2 of the fair value hierarchy.

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26 Employee benefit obligations

As at 31 December	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Liability in the statement of financial position - Retirement benefits	3,020,660	3,191,678	958,288	963,628
Profit or loss charge included in the statement of income - Retirement benefits	317,497	384,921	97,159	125,719
Remeasurement for retirement benefits	(298,101)	226,394	(49,307)	135,786

Retirement benefits plans

The plans are final salary retirement plans. The level of benefits provided depends on members' length of service and their salary in the final years leading up to retirement.

The movements in the defined benefit obligations during the year is as follows:

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
As at 1 January	3,191,678	2,700,091	963,628	748,414
Current service cost	255,231	255,296	85,993	67,897
Past service cost	1,684	73,198	330	46,349
Interest cost	60,582	56,427	10,836	11,473
	317,497	384,921	97,159	125,719
Remeasurements:				
(Gain)/loss from change in demographic assumptions	(8,539)	27,468	-	177
(Gain)/loss from change in financial assumptions	(251,717)	50,776	(77,476)	2,010
Experience (gain)/loss	(37,845)	148,150	28,169	133,599
	(298,101)	226,394	(49,307)	135,786
Benefit payments	(188,039)	(131,602)	(56,348)	(35,855)
Reclassification	-	-	3,156	(10,436)
Translation adjustment	(2,375)	11,874	-	-
As at 31 December	3,020,660	3,191,678	958,288	963,628

The Group and the Company expect to pay Baht 540 million and Baht 319 million, respectively, of retirement benefits during the next year (2021: Baht 369 million and Baht 256 million, respectively).

As at 31 December 2022, the weighted average durations of the liabilities for retirement benefits for the Group and the Company are 12 years (2021: 14 years and 11 years, respectively).

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The principal actuarial assumptions used:

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Discount rate (%)	1.0 - 5.9	0.5 - 3.5	1.1 - 5.9	0.5 - 3.5
Salary growth rate (%)	2.0 - 7.0	2.0 - 7.0	2.0 - 7.0	2.0 - 7.0
Turnover rate (%)	2.0 - 40.0	1.9 - 30.0	2.0 - 30.0	2.0 - 30.0

Sensitivity analysis for each significant assumption used is as follows:

	Consolidated financial statements				
	Impact on defined benefit obligation				
	Increase		Decrease		
	% Change	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
Discount rate	1	(183,475)	(211,849)	208,407	230,456
Salary growth rate	1	203,529	233,917	(182,896)	(208,903)
Turnover rate	20	(180,303)	(208,112)	213,528	249,875
	Separate financial statements				
	Impact on defined benefit obligation				
	Increase		Decrease		
	% Change	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
Discount rate	1	(53,057)	(59,506)	59,751	63,406
Salary growth rate	1	58,194	64,911	(52,745)	(58,498)
Turnover rate	20	(65,669)	(74,706)	79,860	92,204

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the retirement benefits obligation to significant actuarial assumptions, the same method has been applied as when calculating the retirement benefits recognised in the statement of financial position.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous year.

27 Share capital, premium on share capital and treasury shares

	Number of issued and paid-up shares Shares	Ordinary shares Thousand Bath	Premium on share capital Thousand Baht	Total Thousand Baht
As at 1 January 2021	4,771,815,496	1,192,954	19,948,329	21,141,283
Issue of shares	-	-	-	-
As at 31 December 2021	4,771,815,496	1,192,954	19,948,329	21,141,283
Issue of shares	-	-	-	-
As at 31 December 2022	4,771,815,496	1,192,954	19,948,329	21,141,283

The total number of authorised ordinary shares is 5,971,815,496 shares (2021: 5,971,815,496 shares) with a par value of Baht 0.25 per share (2021: Baht 0.25 per share). There are 4,771,815,496 shares (2021: 4,771,815,496 shares) which are fully paid.

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The Public Companies Act B.E. 2535 requires companies to set aside share subscription monies received in excess of the issued shares' par value to a share premium. The share premium is not available for dividend distribution.

In 2020, the Company acquired its own common shares of 117 million treasury shares for Baht 1,519 million in accordance with the share buy-back plan. As at 20 February 2023, these treasury shares have not been reissued.

On 16 December 2022, the Board of Directors' meeting approved to repurchase the Company's shares during the 6-month period since 3 January 2023 to 30 June 2023. The maximum amount for the share repurchases are not exceeding Baht 3,000 million and the number of repurchased shares will be not exceeding 200 million shares, which is 4.19% of total issued and paid-up shares. As at 20 February 2023, there is no repurchased share.

28 Perpetual debentures

In November 2019, the Company issued subordinated perpetual debentures payable upon liquidation with the issuer's call option and unconditional interest deferral totalling Baht 6,000 million. Such subordinated perpetual debentures are offered by public offering (Institutional investors and/or general investors). The issuance cost was Baht 50.3 million, which was presented as a part of equity in the consolidated and separate financial statements.

The subordinated perpetual debentures will be payable upon liquidation with the Issuer's call option, the subordinated perpetual debentures entitle the holders to receive fixed interest of 5% per annum in 5 years and thereafter at interest rate equals to the sum of reference rate, initial credit spread and fixed rate as agreement at year 6-25, 26-50 and 51 onwards by quarterly. The issuer is solely entitled the right and discretion to defer any interest payment.

As at 31 December 2022, the Company had perpetual debentures net issuance cost of Baht 5,949.7 million. This has been presented as a part of equity.

During the year, the Company paid interest to the debenture's holders of Baht 300.0 million. This has been recognised as part of unappropriated retained earnings.

29 Dividends

On 5 April 2021, the Annual General Meeting of the Company approved a resolution to pay a dividend of Baht 3,352 million from its net profit from operations for the year 2020. However, by the resolution of the meeting of the Company's Board of Directors held on 11 August 2020, the Company paid out the interim dividend of Baht 0.32 per share to the Company's shareholders totalling Baht 1,490 million on 8 September 2020. The remaining dividend of Baht 0.40 per share or totalling Baht 1,862 million was paid on 21 April 2021.

On 9 August 2021, the Board of Directors' meeting of the Company passed a resolution to approve an interim dividend payment of Baht 0.45 per share or a total of Baht 2,095 million to the Company's shareholders. The interim dividend was paid on 7 September 2021.

On 4 April 2022, the Annual General Meeting of the Company approved a resolution to pay a dividend of Baht 4,422.4 million from its net profit from operations for the year 2021. However, by the resolution of the meeting of the Company's Board of Directors held on 9 August 2021, the Company paid out the interim dividend of Baht 0.45 per share to the Company's shareholders totalling Baht 2,094.8 million on 7 September 2021. The remaining dividend of Baht 0.50 per share or totalling Baht 2,327.6 million was paid on 20 April 2022.

On 8 August 2022, the Board of Directors' meeting of the Company passed a resolution to approve an interim dividend payment of Baht 0.4 per share or totalling of Baht 1,862.1 million to the Company's shareholders. The interim dividend was paid on 5 September 2022.

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30 Legal reserves

	Consolidated financial statements		Separate financial statements	
	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
As at 1 January	149,295	149,295	149,295	149,295
Appropriate during the year	-	-	-	-
As at 31 December	149,295	149,295	149,295	149,295

Under the Public Limited Company Act., B.E. 2535, the Company must set aside as a legal reserve at least 5% of its net profit after accumulated deficit brought forward (if any) until the reserve is not less than 10% of the registered capital. The legal reserve is not available for dividend distribution.

31 Hedging reserve

The Group's hedging reserves relate to the following hedging instruments:

	Consolidated financial statements			
	Cash flow hedge reserve Thousand Baht	Cost of hedging reserve Thousand Baht	Net investment hedge Thousand Baht	Total Thousand Baht
For the year ended 31 December 2021				
Opening balance as at 1 January 2021	(126,665)	(157,500)	-	(284,165)
Change of fair value recognised in OCI	2,911,202	(303,200)	(215,129)	2,392,873
Reclassified from OCI to profit or loss				
- Sales	(1,188,721)	-	-	(1,188,721)
- Losses on exchange rates	(1,167,083)	-	-	(1,167,083)
- Other gains	-	160,487	-	160,487
Deferred taxes	21,098	4,539	-	25,637
Translation adjustments	(238)	-	-	(238)
Closing balance as at 31 December 2021	449,593	(295,674)	(215,129)	(61,210)
For the year ended 31 December 2022				
Opening balance as at 1 January 2022	449,593	(295,674)	(215,129)	(61,210)
Change of fair value recognised in OCI	1,194,021	(754,734)	(707,455)	(268,168)
Reclassified from OCI to profit or loss				
- Sales	(2,058,063)	-	-	(2,058,063)
- Cost of sales	(28,619)	-	-	(28,619)
- Losses on exchange rates	(606,666)	-	-	(606,666)
- Other gains	-	73,829	-	73,829
Deferred taxes	(851)	26,351	-	25,500
Translation adjustments	(3,432)	-	-	(3,432)
Closing balance as at 31 December 2022	(1,054,017)	(950,228)	(922,584)	(2,926,829)

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	Separate financial statements		
	Cash flow hedge reserve Thousand Baht	Cost of hedging reserve Thousand Baht	Total Thousand Baht
For the year ended 31 December 2021			
Opening balance as at 1 January 2021	105,273	(157,500)	(52,227)
Change of fair value recognised in OCI	1,662,455	(303,200)	1,359,255
Reclassified from OCI to profit or loss			
- Sales	(392,403)	-	(392,403)
- Losses on exchange rates	(1,167,083)	-	(1,167,083)
- Other gains	-	160,487	160,487
Deferred taxes	(2,080)	4,539	2,459
Closing balance as at 31 December 2021	206,162	(295,674)	(89,512)
For the year ended 31 December 2022			
Opening balance as at 1 January 2022	206,162	(295,674)	(89,512)
Change of fair value recognised in OCI	707,998	(754,734)	(46,736)
Reclassified from OCI to profit or loss			
- Sales	(584,921)	-	(584,921)
- Losses on exchange rates	(606,666)	-	(606,666)
- Other gains	-	73,829	73,829
Deferred taxes	8,468	26,351	34,819
Closing balance as at 31 December 2022	(268,959)	(950,228)	(1,219,187)

32 Sales

	Consolidated financial statements		Separate financial statements	
	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
For the year ended 31 December				
Sales (Note 43)	155,586,350	141,047,695	22,972,900	19,183,855
Management fees	-	-	572,092	543,238
Total sales	155,586,350	141,047,695	23,544,992	19,727,093

33 Other income

	Consolidated financial statements		Separate financial statements	
	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
For the year ended 31 December				
Tax coupon	226,583	156,218	16,111	8,252
Management fees	20,740	123,263	19,015	16,819
Others	657,136	478,089	301,980	271,283
Total other income	904,459	757,570	337,106	296,354

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34 Other gains (losses), net

	Consolidated financial statements		Separate financial statements	
	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
For the year ended 31 December				
Net loss on disposals of property, plant and equipment	(17,819)	(10,501)	(2,054)	(1,055)
Gain (loss) on exchange rates, net (Note 42.2)	512,186	1,641,072	(43,922)	1,198,933
Gain (loss) on financial instruments, net (Note 42.3)	293,013	341,994	1,189,650	(493,784)
Gain (loss) on disposal of investment in subsidiaries and an associate	208	(24,086)	1,784,062	154,649
Impairment loss on investment in subsidiaries and an associate	(30,491)	-	(441,541)	(465,139)
Others	5,341	33,517	(3,074)	(93)
Total other gains (losses), net	762,438	1,981,996	2,483,121	393,511

35 Finance costs

	Consolidated financial statements		Separate financial statements	
	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
For the year ended 31 December				
Amortisation of financing costs	40,604	41,435	40,574	41,435
Interest expenses	1,825,216	1,614,471	1,622,965	1,459,971
Interest expenses from lease liabilities (Note 17)	66,524	55,374	14,823	18,194
Other finance costs	65,530	18,767	20,720	1,192
Total finance costs	1,997,874	1,730,047	1,699,082	1,520,792

36 Expenses by nature

	Consolidated financial statements		Separate financial statements	
	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
For the year ended 31 December				
Changes in finished goods and work in process	(2,822,531)	(3,156,381)	(446,288)	(119,742)
Raw materials and consumables used and purchased finished goods	96,531,921	93,294,482	16,036,402	13,012,217
(Reversal of) allowance for net realisable value of inventory	613,444	82,468	26,478	(27,379)
Employee expenses	17,641,056	17,646,412	3,101,305	2,947,657
Depreciation on property, plant and equipment, right-of-use assets and investment property (Note 15, 16 and Note 17)	3,920,141	3,769,553	597,586	638,888
(Reversal of) impairment of property, plant and equipment, intangible assets (Note 16)	(112,440)	97,205	11,129	-
Amortisation of intangible assets (Note 18)	403,578	414,386	223,646	211,433
Research and development expenses	102,676	106,403	19,397	24,664

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37 Income tax

	Consolidated financial statements		Separate financial statements	
	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
For the year ended 31 December				
Current tax:				
Current tax on profit for the year	982,972	758,715	19,567	13,793
Adjustments in respect of prior year	2,823	(51,123)	(13,264)	(3,491)
Total current tax	985,795	707,592	6,303	10,302
Deferred tax (Note 20):				
Decrease (Increase) in deferred tax assets	(1,701,150)	676,832	(11,937)	(3,535)
Increase (Decrease) in deferred tax liabilities	(124,308)	(642,892)	(2,808)	(2,190)
Total deferred income tax	(1,825,458)	33,940	(14,745)	(5,725)
Total income tax expenses (income)	(839,663)	741,532	(8,442)	4,577

The taxes on the Group and the Company's profits before tax differ from the theoretical amounts that would arise using the basic tax rates of the Group and the Company as follows:

	Consolidated financial statements		Separate financial statements	
	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
For the year ended 31 December				
Profit before tax	6,563,607	9,013,244	14,095,206	5,532,189
Tax calculated at tax rates of 12%-29% (2021: 5%-29%)	1,402,200	2,144,893	2,819,041	1,106,438
Tax effect of:				
Income not subject to tax	(2,378,376)	(1,497,023)	(2,638,572)	(1,264,156)
Additional expenses deductible for tax purpose	(397,193)	(523,906)	(17,436)	(17,425)
Expenses not deductible for tax purpose	737,434	282,919	115,698	105,838
Utilisation of previously unrecognised tax losses	(298,630)	(107,059)	(276,417)	-
Recognition of deferred tax assets from previously unrecognised tax losses and temporary differences	(65,787)	(706)	-	-
Tax losses and temporary differences for which no deferred tax asset was recognised	176,496	178,335	-	72,689
Adjustments in respect of prior year	2,823	(51,123)	(13,264)	(3,491)
Impact on change in tax rate	(10,966)	268,992	-	-
Others	(7,665)	46,210	2,508	4,684
Total income tax expenses (income)	(839,664)	741,532	(8,442)	4,577

The Group's effective tax rate was - 12.79% (2021: 8.23%). The changes in the effective tax rate of the Group are mainly due to a recognition of deferred tax assets from tax benefits as a result of net operating loss of foreign subsidiaries and shares of loss from US associates' operating performance.

The Company's effective tax rate was - 0.06% (2021: 0.08%).

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The tax charge relating to components of other comprehensive income is as follows:

For the year ended	Consolidated financial statements					
	31 December 2022			31 December 2021		
	Before tax Thousand Baht	Tax credited/ (charge) Thousand Baht	After tax Thousand Baht	Before tax Thousand Baht	Tax credited/ (charge) Thousand Baht	After tax Thousand Baht
Remeasurements gain (loss) of employee benefit obligations	298,101	(65,090)	233,011	(226,394)	9,023	(217,371)
Share of comprehensive expenses from investments accounted for using the equity method	15,888	-	15,888	20,525	-	20,525
Other reserves	(1,233)	-	(1,233)	6,542	(1,487)	5,055
Change in fair values of equity instruments option	-	-	-	49,727	-	49,727
Change in fair values of equity instruments	(248,569)	-	(248,569)	(17,699)	-	(17,699)
Hedging reserve	2,891,119	(25,500)	2,865,619	(211,746)	(32,263)	(244,009)
Currency translation difference	(484,966)	88,278	(396,688)	1,683,927	(38,172)	1,645,755
Other comprehensive income (expenses)	2,470,340	(2,312)	2,468,028	1,304,882	(62,899)	1,241,983
For the year ended	Separate financial statements					
	31 December 2022			31 December 2021		
	Before tax Thousand Baht	Tax credited/ (charge) Thousand Baht	After tax Thousand Baht	Before tax Thousand Baht	Tax credited/ (charge) Thousand Baht	After tax Thousand Baht
Actuarial gain(loss) on employee benefit obligations	49,307	5,087	54,394	(135,786)	6,996	(128,790)
Change in fair values of equity instruments	(138,349)	-	(138,349)	(712)	-	(712)
Hedging reserve	1,164,494	(34,819)	1,129,675	39,744	(2,459)	37,285
Other comprehensive income (expenses)	1,075,452	(29,732)	1,045,720	(96,754)	4,537	(92,217)

38 Earnings per share

Basic earnings per share is calculated by dividing the profit for the year attributable to shareholders of the parent (excluding other comprehensive income/expenses) by the weighted average number of ordinary shares in issue during the year.

For the year ended 31 December	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Net profit attributable to the owners of the parent (Thousand Baht)	7,138,003	8,012,996	14,103,648	5,527,612
<u>Less</u> Interest paid on perpetual debentures (Thousand Baht) (Note 28)	(300,000)	(300,000)	(300,000)	(300,000)
Net profit for the year used to determine basic earnings per share (Thousand Baht)	6,838,003	7,712,996	13,803,648	5,227,612
Weighted average number of ordinary shares outstanding not include 117 million treasury shares (Thousand shares)	4,655,133	4,655,133	4,655,133	4,655,133
Basic earnings per share (Baht per share)	1.47	1.66	2.97	1.12

There are no dilutive potential ordinary shares in issue during the year presented, so no diluted earnings per share is presented.

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39 Related party transactions

The Company is the ultimate parent company. The largest shareholder of the Company is the Chansiri family, which owns 20.26% of the Company's shares. The remaining shares are widely held. The lists of subsidiaries, associates and joint ventures are set out in Note 14.

The following significant transactions and balances were carried out with related parties:

39.1 Transactions with related parties

For the year ended 31 December	Consolidated financial statements		Separate financial statements	
	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
Revenue from sales				
Subsidiaries	-	-	9,341,458	7,017,733
Associates	1,838,554	2,525,506	1,127	1,061
Joint ventures	1,413	36,106	1,413	17,521
Other related companies	778,558	647,331	356,312	278,477
	2,618,525	3,208,943	9,700,310	7,314,792
Interest income				
Subsidiaries	-	-	2,243,238	1,668,769
Joint ventures	1,389	6	-	-
	1,389	6	2,243,238	1,668,769
Dividend income				
Subsidiaries (Note 14.1)	-	-	10,846,051	4,240,404
Associates	-	-	147,714	116,880
	-	-	10,993,765	4,357,284
Other income				
Subsidiaries	-	-	269,057	230,957
Associates	71,560	178,253	1,100	152
Joint ventures	12,994	17,304	450	136
Other related companies	745	650	725	531
	85,299	196,207	271,332	231,776
Purchases of goods and services				
Subsidiaries	-	-	2,321,662	2,160,255
Associates	2,019,013	1,427,561	761	1,429
Joint ventures	106,480	119,097	264	467
Other related companies	1,524,469	2,076,378	93,943	88,637
	3,649,962	3,623,036	2,416,630	2,250,788
Purchases of fixed assets and intangible assets				
Subsidiaries	-	-	392	564
Other related companies	105,260	67,533	286	335
	105,260	67,533	678	899

Thai Union Group Public Company Limited
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39.2 Outstanding balances arising from sales and purchases of goods, services and fixed assets

As at 31 December	Consolidated financial information		Separate financial information	
	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
Trade receivables				
Subsidiaries	-	-	2,101,698	2,048,702
Associates	128,593	198,556	51	3
Joint ventures	-	57	-	-
Other related companies	38,751	43,390	18,956	13,096
	167,344	242,003	2,120,705	2,061,801
Accrued interest income				
Subsidiaries	-	-	1,205,251	1,116,556
Joint ventures	179	6	-	-
	179	6	1,205,251	1,116,556
Trade payables				
Subsidiaries	-	-	441,861	546,178
Associates	45,087	130,624	72	752
Joint ventures	9,102	2,570	96	-
Other related companies	63,174	48,503	8,820	15,205
	117,363	181,697	450,849	562,135
Derivative assets				
Subsidiaries	-	-	10,022	233,232
	-	-	10,022	233,232
Derivative liabilities				
Subsidiaries	-	-	512,392	40,564
	-	-	512,392	40,564

39.3 Outstanding balances arising from lease liabilities

As at 31 December	Consolidated financial statements		Separate financial statements	
	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
Lease liabilities				
Subsidiaries	-	-	137,747	171,783
Other related companies	107,942	141,416	88,055	114,086
	107,942	141,416	225,802	285,869

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39.4 Short-term loans to related parties

As at 31 December	Consolidated financial statements		Separate financial statements	
	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
Short-term loans to related parties, net				
Subsidiaries	-	-	21,342,066	22,189,581
Joint ventures	66,640	4,900	-	-
	66,640	4,900	21,342,066	22,189,581

The movements of short-term loans to related parties during the year are shown below:

For the year ended 31 December 2022	Consolidated financial statements	Separate financial statements
	Thousand Baht	Thousand Baht
Opening balance	4,900	22,189,581
Additions	61,740	84,793,012
Transfers to long-term loans to related parties	-	(1,867,550)
Repayments	-	(83,260,007)
Allowance for Impairment losses	-	(200)
Realised gain on foreign exchange rates	-	130,389
Unrealised loss on foreign exchange rates	-	(643,159)
Closing balance	66,640	21,342,066

39.5 Short-term loans from related parties

As at 31 December	Consolidated financial statements		Separate financial statements	
	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
Subsidiaries	-	-	323,679	998,560
Associates	85,000	91,050	-	-
	85,000	91,050	323,679	998,560

The movements of short-term loans from related parties during the year are shown below:

For the year ended 31 December 2022	Consolidated financial statements	Separate financial statements
	Thousand Baht	Thousand Baht
Opening balance	91,050	998,560
Additions	45,000	2,963,317
Repayments	(51,050)	(3,638,198)
Closing balance	85,000	323,679

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39.6 Long-term loans to related parties

As at 31 December	Consolidated financial statements		Separate financial statements	
	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
Long-term loans to related parties, net				
Subsidiaries	-	-	37,365,967	36,645,694
	-	-	37,365,967	36,645,694

The movements of long-term loans to related parties during the year are shown below:

For the year ended 31 December 2022	Consolidated financial statements	Separate financial statements
	Thousand Baht	Thousand Baht
Opening balance	-	36,645,694
Additions	-	249,700
Repayments	-	(497,870)
Transfers from short-term loans to related parties	-	1,867,550
Transfers from accrued interest income from related parties	-	170,516
Convert to investment in a subsidiary (Note 14)	-	(730,662)
Adjustments for fair value hedges	-	(4,296)
Allowance for impairment losses	-	(610,394)
Realised loss on foreign exchange rates	-	(129,494)
Unrealised gain on foreign exchange rates	-	405,223
Closing balance	-	37,365,967

39.7 Directors and key management remunerations

The compensation paid or payable to directors and key management is shown below:

For the year ended 31 December	Consolidated financial statements		Separate financial statements	
	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
Short-term employee benefits	335,226	321,584	254,886	243,340
Post-employment benefits	65,008	72,386	6,851	15,476
Other long-term benefits	92,697	74,868	69,331	51,779
	492,931	468,838	331,068	310,595

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40 Cash flows information

40.1 Cash flows from operating activities

Reconciliation of net profit to cash flows from operating activities is shown below:

For the year ended 31 December	Consolidated financial statements		Separate financial statements	
	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
Profit before income tax:	6,563,607	9,013,244	14,095,206	5,532,189
Adjustment items:				
Depreciation expenses (Note 15, 16 and 17)	3,920,141	3,769,553	597,586	638,888
Amortisation expenses (Note 18)	403,578	414,386	223,646	211,433
Allowance for doubtful accounts	196,478	36,025	11,532	5,576
(Reversal of) Allowance for loans to related parties (Note 5.1.2)	-	-	610,594	(323,219)
(Reversal of) Allowance for diminution in value of inventories	613,444	82,468	26,478	(27,379)
(Reversal of) Allowance for impairment loss property, plant and equipment and intangible assets, net	(112,440)	97,205	11,129	-
Allowance for loss on impairment of investments	30,491	-	441,541	465,139
Allowance for loss on impairment of goodwill	76,800	165,000	-	-
Employee benefit obligations (Note 26)	317,497	384,921	97,159	125,719
Loss on disposals and write-offs of property, plant and equipment and intangible assets, net	40,090	149,104	16,258	2,178
(Gain) Loss on sales of investments (Note 34)	(208)	24,086	(1,784,062)	(154,649)
Share of loss from investments accounted for using the equity method (Note 14)	1,029,794	269,057	-	-
Fair value adjustments to investments measured at FVPL	(5,306)	(1,097,839)	-	-
Fair value adjustments to financial instruments, net	382,971	2,148,895	(335,937)	1,991,134
(Gain) loss on exchange rates	(1,003,587)	(2,618,519)	68,101	(2,160,439)
Dividend income	(6,264)	(2,718)	(10,997,731)	(4,358,973)
Finance costs (Note 35)	1,997,874	1,730,047	1,699,082	1,520,792
Interest income	(63,234)	(50,228)	(2,274,830)	(1,714,195)
Total	7,818,119	5,501,443	(11,589,454)	(3,777,995)

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For the year ended 31 December	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Changes in operating assets and liabilities:				
Increase in trade and other receivables	(1,616,175)	(2,336,240)	(649,061)	(567,459)
Increase in inventories	(6,303,976)	(6,338,235)	(1,396,146)	(463,695)
(Increase) Decrease in other current assets	(168,654)	(292,155)	24,830	(18,495)
(Increase) Decrease in other non-current assets	(190,304)	(38,739)	(9)	2,227
Increase in trade and other payables	740,955	1,503,425	1,333,065	527,218
Increase in other current liabilities	259,437	218,456	15,302	30,559
Increase (Decrease) in other non-current liabilities	(84,436)	75,875	4,317	29,092
Cash paid for employee benefit obligations	(188,039)	(131,602)	(56,348)	(35,855)
Total	(7,551,192)	(7,339,215)	(724,050)	(496,408)
Profit before income tax	6,563,607	9,013,244	14,095,206	5,532,189
Adjustment items	7,818,119	5,501,443	(11,589,454)	(3,777,995)
Changes in operating assets and liabilities	(7,551,192)	(7,339,215)	(724,050)	(496,408)
Cash flows receipts from operations	6,830,534	7,175,472	1,781,702	1,257,786
- Income tax paid	(959,780)	(883,444)	(37,033)	(33,960)
Net cash receipts from operating activities	5,870,754	6,292,028	1,744,669	1,223,826

40.2 Change in liabilities arising from financing activities

	Consolidated financial statements					
	Short-term loans from financial institutions	Short-term loans from	Accrued interest expenses	Long-term loans from financial institutions	Debentures	Lease liabilities
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
As at 1 January 2021	13,138,927	59,147	257,363	14,407,799	29,340,852	1,201,318
Cash flows	(3,859,688)	45,950	(1,594,329)	10,296,504	4,922,723	(513,553)
Non-cash changes:						
Additions	-	-	1,633,238	-	-	457,519
Amortisation of financing fees	-	-	-	34,291	-	55,374
Amortisation of issuance costs	-	-	-	-	7,144	-
Write-off (Sale)	-	-	-	-	-	(186,198)
Remeasurement	-	-	-	-	-	78,612
Reclassification	-	(168)	-	168	-	(5)
(Gain) loss on exchange rates	234	(11)	5	906,112	253,957	10,205
Translation adjustment	93,398	213	302	38,495	-	56,767
As at 31 December 2021	9,372,871	105,131	296,579	25,683,369	34,524,676	1,160,039
Cash flows	56,929	(6,050)	(1,999,056)	(8,700,847)	(2,000,000)	(664,795)
Non-cash changes:						
Additions	-	-	1,890,777	-	-	758,887
Amortisation of financing fees	-	-	-	32,118	-	66,524
Amortisation of issuance costs	-	-	-	-	8,455	-
Write-off (Sale)	-	-	-	-	-	(24,683)
Remeasurement	-	-	-	-	-	51,880
Reclassification	-	(675)	-	611	-	33
(Gain) loss on exchange rates	(7,118)	-	4	(298,270)	85,546	3,190
Translation adjustment	(29,190)	20	61	(21,414)	-	(19,540)
As at 31 December 2022	9,393,492	98,426	188,365	16,695,567	32,618,677	1,331,535

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	Separate financial statements					
	Short-term loans from financial institutions	Short-term loans from	Accrued interest expenses	Long-term loans from financial institutions	Debentures	Lease liabilities
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
As at 1 January 2021	6,803,585	80,960	250,100	13,992,600	29,340,852	429,568
Cash flows	1,198,086	917,718	(1,422,672)	10,245,133	4,922,723	(127,719)
Non-cash changes:						
Additions	-	-	1,461,163	-	-	63,112
Amortisation of financing fees	-	-	-	34,291	-	18,194
Amortisation of issuance costs	-	-	-	-	7,144	-
Write-off (Sale)	-	-	-	-	-	1,568
(Gain) loss on exchange rates	247	(118)	5	907,678	253,957	4,052
As at 31 December 2021	8,001,918	998,560	288,596	25,179,702	34,524,676	388,775
Cash flows	797,639	(674,881)	(1,738,703)	(8,399,710)	(2,000,000)	(110,278)
Non-cash changes:						
Additions	-	-	1,643,685	-	-	14,109
Amortisation of financing fees	-	-	-	32,118	-	14,823
Amortisation of issuance costs	-	-	-	-	8,455	-
Write-off (Sale)	-	-	-	-	-	(5,434)
(Gain) loss on exchange rates	(6,893)	-	5	(299,308)	85,546	(1,478)
As at 31 December 2022	8,792,664	323,679	193,583	16,512,802	32,618,677	300,517

41 Commitments and contingent liabilities**41.1 Capital commitments**

The Group had these capital commitments as at the statement of financial position date which were not recognised:

As at 31 December	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Factory, building and warehouse construction agreements	Baht 644 million EUR 1 million -	Baht 288 million EUR 1 million Rupiah 9,214 million	Baht 5 million -	Baht 11 million -
Purchases of machinery and equipment agreements	Baht 654 million EUR 146 million USD 119 million JPY 66 million -	Baht 201 million EUR 3 million -	Baht 18 million -	Baht 9 million -
Other fixed assets purchase agreements	Baht 3 million -	Baht 2 million Rupiah 2,066 million	-	Baht 2 million -
Computer software purchase agreements	Baht 15 million	-	-	-
Other intangible assets purchase agreement	-	Baht 7 million	-	-

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41.2 Guarantees

- a) As at 31 December 2022, there were outstanding bank guarantees of Baht 26 million (2021: Baht 28 million) issued on behalf of the Company in the normal course of business.
- b) As at 31 December 2022 there were outstanding bank guarantees of Baht 70 million, EUR 8 million, NOK 3 million, PLN 2 million and CNY 48 million (2021: Baht 73 million, EUR 7 million, NOK 2 million and PLN 1 million and JPY 51 million) issued on behalf of the subsidiaries in the normal course of business.
- c) As at 31 December 2022, there were outstanding letters of guarantees of USD 13 million (2021: USD 13 million) issued on behalf of the Company and a subsidiary to financial institutions to secure credit facilities of the Group's joint ventures.
- d) As at 31 December 2022, there were outstanding bank guarantees of EUR 11 million, USD 8 million (2021: USD 8 million, EUR 20 million and CNY 41 million) issued on behalf of the Company to secure credit facilities of its subsidiaries.
- e) As at 31 December 2022, the Company had a financial assistance through a guarantee of Red Lobster Management LLC's ("RLMH") credit facility (Note 14.2).

42 Financial instruments

42.1 Derivatives

The Group has the following derivative financial instruments:

As at 31 December	Consolidated financial statements		Separate financial statements	
	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
Current assets				
Foreign currency forwards				
- held for trading	550,211	97,203	957,200	363,352
- cash flow hedges	1,853,733	582,493	788,097	427,053
- fair value hedges	18,559	431	18,559	431
Cross-currency interest rate swaps				
- cash flow hedges	299,918	119,674	299,918	119,674
Interest rate swaps - cash flow hedges	38,235	-	38,235	-
Total current derivative assets	2,760,656	799,801	2,102,009	910,510
Non-current assets				
Foreign currency forwards				
- held for trading	18,359	4,831	946,544	224,277
- cash flow hedges	179,533	405,129	77,311	402,737
- net investment hedge	922,584	215,129	-	-
Cross-currency interest rate swaps				
- held for trading	64,326	23,733	64,326	23,733
- cash flow hedges	615,376	474,920	615,376	474,920
Interest rate swaps				
- cash flow hedges	118,363	53,103	118,363	53,103
- fair value hedges	-	2,235	-	2,235
Other derivatives - held for trading	-	-	9,863	7,875
Total non-current derivative assets	1,918,541	1,179,080	1,831,783	1,188,880

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As at 31 December

Current liabilities

	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
Foreign currency forwards				
- held for trading	418,379	225,531	849,267	438,194
- cash flow hedges	300,151	455,684	51,406	218,672
- fair value hedges	-	1,726	-	1,726
Cross-currency interest rate swaps				
- held for trading	-	14,284	-	14,284
- cash flow hedges	232,183	55,953	232,183	55,953
- fair value hedges	-	34,786	-	34,786
Interest rate swaps - cash flow hedges	-	25,216	-	25,216
Other derivatives - held for trading	2,426	144	-	-
Total current derivative liabilities	953,139	813,324	1,132,856	788,831

Non-current liabilities

	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
Foreign currency forwards				
- held for trading	36,267	243,159	41,867	247,476
- cash flow hedges	725,078	952,388	725,078	950,463
Cross-currency interest rate swaps				
- held for trading	4,231	7,224	4,231	7,224
- cash flow hedges	495,488	153,984	495,488	153,984
Interest rate swap				
- cash flow hedges	-	43,685	-	-
- fair value hedges	78,134	-	78,134	-
Other derivatives - held for trading	128,648	12,303	-	-
Total non-current derivative liabilities	1,467,846	1,412,743	1,344,798	1,359,147

Derivatives are used for economic hedging purposes and not as speculative investments. However, where derivatives do not meet the hedge accounting criteria, they are classified as 'held for trading' for accounting purposes and are accounted for at fair value through profit or loss. They are presented as current assets or liabilities to the extent they are expected to be realised within 12 months after the end of the reporting period.

42.2 Foreign currency risk

The balances of financial assets and liabilities denominated in foreign currencies of the Group and the Company are disclosed in Note 5.1.1.

The aggregate net foreign exchange gains (losses) recognised in profit or loss were:

For the year ended 31 December	Consolidated financial statements		Separate financial statements	
	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
Gain (loss) on exchange rates, net (Note 34)	512,186	1,641,072	(43,922)	1,198,933
Net gain (loss) on exchange rates included in				
- Sales	(2,058,063)	(1,203,829)	(584,921)	(392,404)
- Cost of sales	(28,619)	15,567	-	-
Total net gain (loss) on exchange rate recognised in profit before income tax	(1,574,496)	452,810	(628,843)	806,529

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42.3 Net gain (loss) on financial instruments

The aggregate net gain (loss) on financial instruments recognised in profit or loss were:

For the year ended 31 December	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Gains (losses) on derivatives that do not apply as hedge accounting	267,745	(840,351)	1,049,044	(587,144)
Fair value hedge - Fair value losses on derivatives	(72,351)	(92,462)	(70,362)	(92,462)
Fair value hedge - Fair value gains on hedged items	76,691	101,484	72,395	92,245
Cash flow hedge - Gains (losses) on hedge ineffectiveness	(57,909)	(58,996)	65,042	(40,924)
Amortised cost of hedging	73,531	134,501	73,531	134,501
Fair value gains on equity investments at fair value through PL	10	24	-	-
Fair value gains on debt investments at fair value through PL	5,296	1,097,794	-	-
Total net gains (losses) on financial instruments	293,013	341,994	1,189,650	(493,784)

Net fair value gains (losses) on financial assets at fair value through profit or loss included a gain on fair valuation of preferred shares of the Group's associate, which is classified as a debt instrument. The preferred shares have the option to convert to the common shares at the specific date. The Group's management has no intention to exercise this option. According to the requirement of TFRS, this financial asset does not meet the criteria for solely payments of principal and interest (SPPI); therefore, the Group requires to recognise a gain on fair valuation in the statement of income.

43 Promotional privileges

The Company received promotional privileges from the Office of the Board of Investment ("BOI") for the production of processed and semi-processed food in seal containers, ready-to-eat frozen meals, frozen aquatic animals and pet food in seal containers. Under these privileges, the Company has received exemption from certain taxes and duties as detailed in the certificate including exemption from corporate income tax for a period of 8 years from the date of commencement of earning promoted revenue. As a promoted industry, the Company is required to comply with the terms and conditions as specified in the promotional certificates.

The Company's revenue classified by BOI and Non-BOI promoted activities (revenue from Non-BOI business included non-exemption from the promotional privileges on corporate income tax and revenue after the exemption period) are as follows:

For the year ended 31 December	BOI promoted activities		Non-BOI promoted activities		Total	
	2022	2021	2022	2021	2022	2021
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Domestic sales	3,700,147	3,531,159	1,267,583	1,320,714	4,967,730	4,851,873
Export sales	16,039,580	12,451,568	1,965,590	1,880,414	18,005,170	14,331,982
Total revenue from sales	19,739,727	15,982,727	3,233,173	3,201,128	22,972,900	19,183,855

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44 Significant events during the current year

- 44.1 In May 2022, Rugen Fisch AG, a subsidiary of the Group, planned to transfer the production of its subsidiary, Hawesta-Feinkost Hans Westphal GmbH & Co. KG ("Hawesta") to the existing plant of Sassnitz to improve production efficiency. A restructuring provision has been recognised in cost of sales of Baht 188.4 million and administrative expenses of Baht 85.5 million and related payable is recognised in other current liabilities.
- 44.2 In December 2022, ITC, a subsidiary of the Company offered an Initial Public Offering ("IPO") in the Stock Exchange of Thailand on 9 December 2022 (see note 14.1).

45 Events after the reporting period

On 20 February 2023, the Board of Directors' meeting of the Company passed the resolution to propose to the Annual General Meeting of the Company that will be held in April 2023, to pay a dividend of Baht 3,910.4 million from its net operating profit for the year 2022. However, by the resolution of the Company's Board of Directors held on 8 August 2022, the Company paid out the interim dividend of Baht 0.4 per share from operating profit for the six-month period ended 30 June 2022, to the Company's shareholders totalling Baht 1,862.1 million on 5 September 2022. The remaining dividend of Baht 0.44 per share or totalling Baht 2,048.3 million will be paid on 27 April 2023.

Attachment

Attachment 1
Information and detail of directors, executive, people who are assigned the highest responsibility in Accounting and Finance, Compliance and Risk Management Committee's secretary





KIRATI ASSAKUL

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

Nationality: Thai

Age: 64 years

Education:

Master of (Chemical Engineering),
University of Southern California, USA
Bachelor of (Chemical Engineering),
Queen's University, Canada

Starting date:

22 March 2010

No. of years in position:

12 years 9 months

Family Relationship among Directors and Executives:

-None-

Shareholdings:

103,248 shares*, equivalent to 0.00 of
paid-up capital

Personal:

-0- share

Spouse:

103,248 shares

Children not yet of legal age:

-None-

Positions in other listed companies:

1993 - Present: Director, Ocean Glass PCL.

Positions in other organizations:

2013 - Present: Director, Ocean Property Co., Ltd.
2013 - Present: Director, Ocean Marina Co., Ltd.
2010 - Present: Chairman, Siam Estate Co., Ltd.
2002 - Present: Director, Great Field Co., Ltd.
1998 - Present: Director, Kris & Sumali Co., Ltd.
1996 - Present: Director, Ocean Group (Thailand) Co., Ltd.
1994 - Present: Director, Kirati Home Co., Ltd.
1992 - Present: Director, Ocean Holding Co., Ltd.
1988 - Present: Director, Service Leasing Co., Ltd.
1984 - Present: Chairman, Ocean Life Insurance PCL.

Position in other organizations that have conflicts to the Company:

-None-

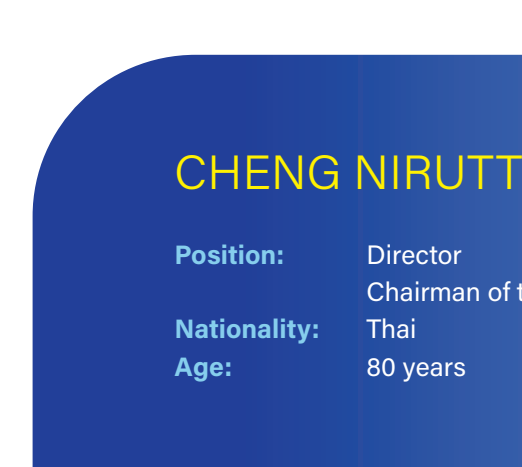
Training/Seminar Course related to Directorship:

-None-

The Programs organized by Thai Institute of Directors Association (IOD) are:

The Role of Compensation Committee organized, Thai Institute of Directors Association (RCC 5/2007)
Directors Certification Program organized, Thai Institute of Directors Association (DCP 27/2003)

Remarks: * Number of shares held and %
shareholding as of December 30, 2022 of
the total of 4,771,815,496 shares.



CHENG NIRUTTINANON

Position: Director
Chairman of the Executive Committee

Nationality: Thai

Age: 80 years

Education:

The Second Middle School of Shantou,
People's Republic of China

Starting date:

8 April 1999

No. of years in position:

23 years 9 months

Family Relationship among Directors and Executives:

-None-

Shareholdings:

266,942,116 shares*, equivalent to 5.59%
of paid-up capital

Personal:

200,442,084 shares

Spouse:

66,500,032 shares

Children not yet of legal age:

-None-

Remarks: * Number of shares held and %
shareholding as of December 30, 2022 of
the total of 4,771,815,496 shares.

Positions in other listed companies:

2021 - Present: Chairman, i-Tail Corporation PCL.
2000 - Present: Director, Thai Union Feedmill PCL.

Positions in other organizations:

2019 - Present: Director, Thai Union Ingredients Co., Ltd.
2013 - Present: Director, Phil-Union Frozen Foods, Inc. (Philippines)
2011 - Present: Director, Thai Glycerine Co., Ltd.
2010 - Present: Director, Thai Union Europe SAS (France)
2010 - Present: Director, Tri-Union Frozen Products, Inc. (USA)
2010 - Present: Director, Oriental Unique Co., Ltd.
2008 - Present: Director, Thaipatana Stainless Steel Co., Ltd.
2007 - Present: Director, Yueh Chyang Canned Food Co., Ltd. (Vietnam)
2001 - Present: Managing Partner, Hunhong Kanchang Registered
Ordinary Partnership
1997 - Present: Director, New Century Printing and Package Co., Ltd.
1997 - Present: Director, Tri-Union Seafoods, LLC. (USA)
1996 - Present: Director, Thai Union North America (USA)
1993 - Present: Director, Waithai Co., Ltd.
1992 - Present: Chairman, Jana Industry Co., Ltd.
1990 - Present: Chairman, Lucky Union Foods Co., Ltd.
1989 - Present: Chairman, Asian Pacific Thai Tuna Co., Ltd.
1987 - Present: Chairman, Asian-Pacific Can Co., Ltd.
1987 - Present: Chairman, TC Union Agrotech Co., Ltd.
1973 - Present: Director and Senior Managing Director,
Thai Union Manufacturing Co., Ltd.

Position in other organizations that have conflicts to the Company:

-None-

Training/Seminar Course related to Directorship:

-None-

The Programs organized by Thai Institute of Directors Association (IOD) are:

Directors Accreditation Program organized, Thai Institute of Directors Association (DAP187/2021)



THIRAPHONG CHANSIRI

Position: Vice Chairman
Chairman of the Sustainable Development Committee
Member of the Executive Committee
Member of the Risk Management Committee
President and CEO

Nationality: Thai

Age: 57 years

Education:
Master of Business Administration (Management), University of San Francisco, USA
Bachelor of Business Administration (Marketing), Assumption University

Starting date:
1 January 1990

No. of years in position:
33 years

Family Relationship among Directors and Executives:
-None-

Shareholdings:
597,165,212 shares*, equivalent to 12.51 % of paid-up capital

Personal:
487,836,164 shares

Spouse:
109,329,048 shares

Children not yet of legal age:
-None-

Positions in other listed companies:

2021 - Present: Director and Member of the Corporate Governance and Nomination Committee SCG Packaging PCL.

2014 - Present: Director and Member of the Compensation Committee Minor International PCL.

2000 - Present: Director and Member of the Executive Director, Thai Union Feedmill PCL.

1999 - Present: Vice Chairman, i-Tail Corporation PCL.

Positions in other organizations:

2021 - Present: Director, Interpharma-Zeavita Co., Ltd.

2021 - Present: Director, Thai Union Lifescience Co., Ltd.

2021 - Present: Director, Beam Data Co., Ltd.

2020 - Present: Director, Food and Beverage United Co., Ltd.

2019 - Present: Director, Thai Union Ingredients Co., Ltd

2019 - Present: Director, Thai Union Eaglewood Development Co., Ltd.

2017 - Present: Director, Thoon Thanasiri Co., Ltd. (Including 7 Companies)

2017 - Present: Director, Thai Union Asia Investment Holding Co., Ltd. (Hong Kong)

2017 - Present: Director, Thai Union Property Development Co., Ltd.

2016 - Present: Chairman, Thai Union China Co., Ltd. (China)

2016 - Present: Director, Thai Union Investments North America LLC. (USA)

2016 - Present: Honorary Chairman, Pracharat Raksamakkee Samutsakorn (Social Enterprise) Co., Ltd.

2016 - Present: Director, Red Lobster Master Holdings LP (USA)

2014 - Present: Director, Thai Union High-Tech Pearl Cultivation Co., Ltd.

2012 - Present: Director, Pakfood PCL. (Including 3 Companies)

2010 - Present: Director, Tri-Union Frozen Products, Inc. (USA)

2010 - Present: President, Thai Union Europe SAS (France)

2009 - Present: Director, TN Fine Chemicals Co., Ltd.

2000 - Present: Director, Biz Dimension Co., Ltd.

1997 - Present: Director, Tri-Union Seafoods, LLC. (USA)

1996 - Present: Director, Thai Union Seafood Co., Ltd.

1996 - Present: Director, Thai Union North America (USA)

1995 - Present: Chairman, Thai Union Graphic Co., Ltd.

1993 - Present: Director, Asian-Pacific Can Co., Ltd.

1993 - Present: Director, Lucky Union Foods Co., Ltd.

1993 - Present: Director, Waithai Co., Ltd.

1989 - Present: Director, Thai Union Manufacturing Co., Ltd

1988 - Present: Director, Chansiri Real Estate Co., Ltd.

1988 - Present: Director, Thai Union Properties Co., Ltd.

1984 - Present: Director, Penven (Thailand) Co., Ltd.

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

Training/Seminar Course related to Directorship:
National Defence Course (NDC), Class 62, National Defence College

The Programs organized by Thai Institute of Directors Association (IOD) are:
Directors Certification Program organized, Thai Institute of Directors Association (DCP 10/2001)

Remarks: * Number of shares held and % shareholding as of December 30, 2022 of the total of 4,771,815,496 shares.



RITTIRONG BOONMECHOTE

Position: Director
Member of the Executive Committee

Nationality: Thai

Age: 60 years

Education:
Bachelor of Administration Management, Bangkok University

Starting date:
25 April 2002

No. of years in position:
20 years 8 months

Family Relationship among Directors and Executives:
-None-

Shareholdings:
78,442,980 shares*, equivalent to 1.64% of paid-up capital

Personal:
78,442,980 shares

Spouse:
-0- share

Children not yet of legal age:
-None-

Positions in other listed companies:

2021 - Present: Director, R&B Food Supply PCL.

2000 - Present: Chairman / Chairman of the Executive Committee / Member of the Nomination and Remuneration Committee, Thai Union Feedmill PCL.

Positions in other organizations:

2018 - Present: Director, Thammachart Seafood Retail Co., Ltd.

2018 - Present: Chairman, PT Thai Union Kharisma Lestari (Indonesia)

2017 - Present: Director, RBC Assets Co., Ltd.

2016 - Present: Director, Tri-Union Frozen Products Canada, Inc. (Canada)

2016 - Present: Director, Thai Union Online Shop Co., Ltd.

2016 - Present: Chairman, Red Lobster Master Holdings LP (USA)

2012 - Present: President, TMAC Co., Ltd. (Including 4 Companies)

2012 - Present: President, Pakfood PCL. (Including 3 Companies)

1997 - Present: Director, Tri-Union Frozen Products, Inc. (USA)

1996 - Present: Chairman, Thai Union Seafood Co., Ltd.

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

Training/Seminar Course related to Directorship:
The Executive Program in Judicial / Judicial Training Institute (no.25/2020)
The Executive Program in Energy Literacy for a Sustainable Future, TEA/ Thailand Energy Academy (no.14/2019)
Executive Corporate Innovation Program for RISE, Stanford University Graduate School of Business (2019)
Advanced Master of Management Program (AMM), Graduate School of Public Administration (GSPA) National Institute of Development Administration (Nida) (no.1/2018)
Leader Program, Capital Market Academy (no.25/2017)
TLCA Executive Development Program, Thai Listed Companies Association (EDP 2/2009)

The Programs organized by Thai Institute of Directors Association (IOD) are:
Director Certification Program organized, Thai Institute of Director Association (DCP 138/2010)

Remarks: * Number of shares held and % shareholding as of December 30, 2022 of the total of 4,771,815,496 shares.



NART LIUCHAREON

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

Nationality: Thai

Age: 63 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:

7 years 9 months

Family Relationship among Directors and Executives:

-None-

Shareholdings:

-0- share*, equivalent to - of paid-up capital

Personal:

-0- share

Spouse:

-0- share

Children not yet of legal age:

-None-

Positions in other listed companies:

-None-

Positions in other organizations:

2000 - Present: Vice Chairman, President and Chairman of Risk Management
Committee G-ABLE PCL.

1992 - Present: Director and President, CDG Group

Work Experience:

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

Position in other organizations that have conflicts to the Company:

-None-

Training/Seminar Course related to Directorship:

Easy Listening: Accounting Tips that AC should not miss EP. 2, The Securities and Exchange
Commission (SEC) 2022
Leader Program, Capital Market Academy (no.12/2010)

The Programs organized by Thai Institute of Directors Association (IOD) are:

Board Nomination & Compensation Program,
Thai Institute of Directors Association (BNCP 13/2022)
Advanced Audit Committee Program, Thai Institute of Directors Association (AACP 25/2017)
Audit Committee Forum 'New Auditor's Report: What's in it for you?', Thai Institute of
Directors Association 2016
Director Accreditation Program, Thai Institute of Directors Association (DAP 120/2015)

Remarks: * Number of shares held and %
shareholding as of 30 December 2022 of
the total of 4,771,815,496 shares.

THAMNOON ANANTHOTAI

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: 65 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:

12 years 9 months

Family Relationship among Directors and Executives:

-None-

Shareholdings:

-0- share*, equivalent to - of paid-up capital

Personal:

-0- share

Spouse:

-0- share

Children not yet of legal age:

-None-

Remarks: * Number of shares held and %
shareholding as of December 30, 2022 of
the total of 4,771,815,496 shares.

Positions in other listed companies:

2007 - Present: Independent Director and 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.
2005 - 2015: Audit Committee/Chairman of Nomination
and Remuneration Committee, Property Perfect PCL.
1998 - 2002: President and CEO, DBS Vickers Securities (Thailand) Co., Ltd.
1997 - 2002: Associate Judge, Central Intellectual Property
and International Trade Court
1994 - 1997: Deputy CEO (Securities), Srimitr Securities PCL.
1990 - 1995: Thailand Representative of Nomura Office
(Securities Company from Japan)

Position in other organizations that have conflicts to the Company:

-None-

Training/Seminar Course related to Directorship:

-None-

The Programs organized by Thai Institute of Directors Association (IOD) are:

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)



PARNSIREE AMATAYAKUL

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

Nationality: Thai
Age: 52 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:

May 10, 2021

No. of years in position:

1 year 8 months

Family Relationship among Directors and Executives:

-None-

Shareholdings:

-0- share*, equivalent to - of paid-up capital

Personal:

-0- share

Spouse:

-0- share

Children not yet of legal age (2 persons):

-0- share

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, Thai Wah PCL.

Positions in other organizations:

-None-

Work Experience:

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

Position in other organizations that have conflicts to the Company:

-None-

Training/Seminar Course related to Directorship:

-None-

The Programs organized by Thai Institute of Directors Association (IOD) are:

Advance Audit Committee Program, Thai Institute of Directors Association (AACP 40/2021)
Directors Certification Program organized, Thai Institute of Directors Association (DCP 2008)

Remarks: * Number of shares held and % shareholding as of December 30, 2022 of the total of 4,771,815,496 shares.



PAKAPUN LEEVUTINUN

Position: Independent Director
Member of the Risk Management Committee

Nationality: Thai
Age: 50 years

Education:

Ph.D. in Technopreneurship and Innovation Management, Chulalongkorn University, Thailand
Master of Business Administration, Marketing and Finance, Brigham Young, University Marriott School of Business, USA
Bachelor of Business Administration, Faculty of, Commerce and Accountancy, Chulalongkorn University

Starting date:

Aug 9, 2021

No. of years in position:

1 year 5 months

Family Relationship among Directors and Executives:

-None-

Shareholdings:

-0- share*, equivalent to - of paid-up capital

Personal:

-0- share

Spouse:

-0- share

Children not yet of legal age (1 person):

-0- share

Remarks: * Number of shares held and % shareholding as of December 30, 2022 of the total of 4,771,815,496 shares.

Positions in other listed companies:

-None-

Positions in other organizations:

2021 - Present: Regional President Southeast Asia & Pacific/ Nu Skin Enterprises

Work Experience:

2018 - 2020: Regional President Southeast Asia/ Nu Skin Enterprises
2015 - 2017: Regional Vice President Southeast Asia/ Nu Skin Enterprises

Position in other organizations that have conflicts to the Company:

-None-

Training/Seminar Course related to Directorship:

-None-

The Programs organized by Thai Institute of Directors Association (IOD) are:

Directors Accreditation Program organized, Thai Institute of Directors Association (DAP 197/2022)



SHOICHI OGIWARA

Position: Non-Executive Director
Nationality: Japanese
Age: 59

Education:

Bachelor of Law, The University of Tokyo, Japan

Starting date:

4 April 2022

No. of years in position:

0 years 9 months

Family Relationship among Directors and Executives:

-None-

Shareholdings:

-0- share*, equivalent to - of paid-up capital

Personal:

-0- share

Spouse:

-0- share

Children not yet of legal age:

-None-

Positions in other listed companies:

-None-

Positions in other organizations:

2020 - Present: President, Mitsubishi Company (Thailand) Ltd. & Thai-MC Company Limited

Work Experience:

2019 - 2020: President at Mitsubishi & Thai-MC General Manager at Mitsubishi Corporation in Laos, Mitsubishi Company (Thailand) Ltd.
2019 - 2020: President, Thai-MC Company Limited
2019 - 2020: President, Mitsubishi Corporation Vientiane Representative Office
2015 - 2019: General Manager, Mitsubishi Corporation Tokyo Japan

Position in other organizations that have conflicts to the Company:

-None-

Training/Seminar Course related to Directorship:

Breakthrough Program for Senior Executive (BPSE) - IMD Institute in Switzerland, Year 2014

The Programs organized by Thai Institute of Directors Association (IOD) are:

-None-

Remarks: * Number of shares held and % shareholding as of December 30, 2022 of the total of 4,771,815,496 shares.



SHUE CHUNG CHAN

Position: Director
Member of the Risk Management Committee
Member of the Sustainable Development Committee
Nationality: Chinese
Age: 47 years

Education:

Master of Business Administration, Bangkok University
Bachelor of Construction Engineering and Management, Oregon State University, USA

Starting date:

30 April 2001

No. of years in position:

21 years 8 months

Family Relationship among Directors and Executives:

-None-

Shareholdings:

12,295,272 shares*, equivalent to 0.26% of paid-up capital

Personal:

12,295,272 shares

Spouse:

-0- share

Children not yet of legal age (2 persons):

-0- share

Remarks: * Number of shares held and % shareholding as of 30 December 2022 of the total of 4,771,815,496 shares.

Positions in other listed companies:

2021 - Present: Director, i-Tail Corporation PCL.
2002 - Present: Director, Thai Union Feedmill PCL.

Positions in other organizations:

2022 - Present: Director, Star Union Packaging Co., Ltd.
2022 - Present: Director, Thai Union Europe SAS (France)
2021 - Present: Director, Thai Union Lifescience Co., Ltd.
2021 - Present: Director, Thai Union Manufacturing Co., Ltd.
2020 - Present: Director, Thai Union South East Asia Pte. Ltd. (Singapore)
2018 - Present: Director, EHS Training and Services Co., Ltd.
2018 - Present: Director, Biz Dimension Co., Ltd.
2018 - Present: Director, Thoon Thanasiri (Songkhla) Co., Ltd.
2017 - Present: Director, Thoon Thanasiri Co., Ltd.
2015 - Present: Director, Thai Union Seafood Co., Ltd.
2014 - Present: Director, Thai Union Graphic Co., Ltd.

Position in other organizations that have conflicts to the Company:

-None-

Training/Seminar Course related to Directorship:

Agriculture and Cooperatives Executive Program, Ministry of Agriculture and Cooperatives. (ACE 2/2022)
Executive Development Program, Thai Listed Companies Association (EDP 1/2009)

The Programs organized by Thai Institute of Directors Association (IOD) are:

Ethical Leadership Program, Thai Institute of Directors Association & Thai CAC (ELP 6/2016)
Directors Certification Program organized, Thai Institute of Directors Association (DCP 16/2002)



NAKORN NIRUTTINANON

Position: Director

Nationality: Thai

Age: 51 years

Education:
Master of Industrial Engineering,
University of Missouri Columbia
Bachelor of Engineering (Industrial
Engineering), Kasetsart University

Starting date:
9 May 2022

No. of years in position:
0 years 8 months

**Family Relationship among
Directors and Executives:**
Cheng Niruttinanon's son

Shareholdings:
30,612,000 shares*, equivalent to 0.64% of
paid-up capital

Personal:
30,000,000 shares

Spouse:
612,000 shares

**Children not yet of legal age
(2 persons):**
-0- share

Positions in other listed companies:
2022 - Present: Director, Member of the Executive Committee,
Member of the Risk Management Committee, i-Tail Corporation PCL.

Positions in other organizations:
2022 - Present: Director, Pacific TUM Cold Storage Co., Ltd.
2019 - Present: Director, Thai Union Ingredients Co., Ltd.
2019 - Present: Director, Premium Wood Export Co., Ltd.
2018 - Present: Director, Serenity Capital Co., Ltd.
2018 - Present: Director, Beluga Restaurant & Bakery Co., Ltd.
2016 - Present: Director, The Nakra Co., Ltd.
2015 - Present: Director, Nakra Ville Co., Ltd.
2014 - Present: Director, Sandy Bay Seafoods (India) Private Limited
2011 - Present: Director, Marine Triumph Co., Ltd.
2010 - Present: Director, Factory Storage Service Co., Ltd.
2009 - Present: Director, Asian-Pacific Can Co., Ltd.
2008 - Present: Director, Yueh Chyang Canned Food Co., Ltd. (Vietnam)
2008 - Present: Director, Thaipatana Stainless Steel Co., Ltd.
2008 - Present: Director and Managing Director, Thai Union Manufacturing Co., Ltd.
1993 - Present: Director, Waithai Co., Ltd.

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

Training/Seminar Course related to Directorship:
-None-

**The Programs organized by Thai Institute of Directors Association
(IOD) are:**
Directors Accreditation Program, Thai Institute of Directors Association (DAP 194/2022)

Remarks: * Number of shares held and %
shareholding as of December 30, 2022 of
the total of 4,771,815,496 shares.

Detail of Top Executives in addition to Executive Directors

	Name - Surname	Position	Age (Year)	% Share holding	Education	Work Experience
1	Tunyawat Kasemsuwan	Group Director	56	-	Ph.D. Food Technology, Iowa State University	2008-2016 - Senior Director/ National Starch and Chemical & Corn Product International
	TU Shareholdings	Global Innovation				
	-0- Share					
2	Leonardus Coolen	Managing Director,	53	-	Master in Molecular Science, Agricultural University Wageningen	2015-2017 - CEO/ Friesland Huishan Dairy
	TU Shareholdings	Ingredients				
	-0- Share					
3	Kulshaan Singh	Group Director	49	-	Master of Business Administration XLRI School of Management Jamshedpur, India	2019 - Sep 2020 Minor International, Chief People Officer 2017-2019 - CP Group, Chief People Officer 2014-2017 - Mercer Singapore Chief Executive Officer Mercer (Singapore) Pte Ltd.
	TU Shareholdings	Human Resources				
	-0- Share					
4	Ludovic Garnier	Group Chief	44	-	ESCP Business School Master in Finance	2016-2021 Head of Accounting & Controlling / TU
	TU Shareholdings	Financial Officer				
	-0- Share					
5	Adam Brennan	Group Director	36	-	Bachelor of Science in Country and environmental Management, Harper Adams University, UK Master of Science in Renewable Energy: Technology and Sustainability, University of Reading, UK	2015-2021 Unit Leader Environmental Stewardship, Global Sustainability/ Sustainable Chemical Management C&A Sourcing Lime, Hong Kong
	TU Shareholdings	Sustainability				
	-0- Share					

Remarks: * Number of shares held and % shareholding as of December 30, 2022 of the total of 4,771,815,496 shares.

Global Leadership Team



6. 5. 4. 3. 2. 1.

- | | |
|---------------------------------|---|
| 1. CHENG NIRUTTINANON | Executive Chairman |
| 2. RITTIRONG BOONMECHOTE | President of Global Frozen and Related Business |
| 3. PAUL REENAN | Regional President, Thai Union Europe |
| 4. SHUE CHUNG CHAN | Group Director, Corporate Office |
| 5. BRYAN ROSENBERG | President and CEO, Thai Union North America |
| 6. PAUL HERHOLZ | Group Director, Strategy |



7. 8. 9. 10. 11.

- | | |
|-------------------------------|-----------------------------------|
| 7. THIRAPHONG CHANSIRI | President and CEO |
| 8. LUDOVIC GARNIER | Group Chief Financial Officer |
| 9. TUNYAWAT KASEMSUWAN | Group Director, Global Innovation |
| 10. ADAM BRENNAN | Group Director, Sustainability |
| 11. KULSHAAN SINGH | Group Director, Human Resources |

Management Team

Commercial Leadership



1. THANACHOTE BOONMECHOTE
MD,
BU Shrimp and
Thai Union Seafood



2. SUWANNEE SRITYACHOTE
MD,
Supplements Business



3. SARAN RATTANARUNGRUENGCHAI
GM,
SEA Holding (SEAELECT)



4. SILPACHAI PHUVASETH
MD,
Pakfood PCL. and
Okeanos plant



5. MAARTEN GERAETS
MD,
Alternative Protein

Thai Union North America



1. BRYAN ROSENBERG
President & CEO



2. RUNGTIWA SNIDER
Chief Financial Officer



3. DANIEL GOLDSTONE
SVP,
HR and Corporate
Affairs



4. JENNY WANG
VP and General Counsel,
Legal & Risk Management



5. BRENDEN BECK
EVP,
Sales and Marketing



6. DANIEL HALFORD
SVP,
Operations/
Supply Chain and QA



7. ANDRAS MEACS
EVP,
Commercial



8. GREGORY RIEKHOF
VP,
Supply Chain

Enabling Business Success



1. SUTHIDEJ AMORNKASEMWONG
MD,
Thai Union (Fish Plant)



2. JINDA PRONTADAVITH
MD,
Thai Union
Manufacturing Co., Ltd



3. YONGYUT SETTHAWIWAT
MD,
Group Treasurer-Treasury
and Finance Shared
Services Department



4. TONY LAZAZZARA
Group Director,
Global Fish Procurement



5. DAVID SANKOWICZ
Group Director,
Legal and Compliance



6. RAPEEPONG LIMWONGTHONG
Company Secretary and
Deputy General Manager
Legal, Compliance and
International Tax



7. SETAKUL CHOTICHOEY
Deputy General
Manager Group
Safety, Health and
Environment

Thai Union Europe



1. PAUL REENAN
Regional President



2. SVEN MASSEN
Operating Director



3. PIERRE DE MOUY
HR Director



4. ARI BENSOUSSAN
Chief Financial Officer



5. DAVID SANKOWICZ
Group Director,
Legal and Compliance

Persons designated as directly responsible for accounting supervision

Name:	Thama Wongkanasin
Position:	Department Manager – Account and Controller (Factory)
Nationality:	Thai
Age:	35 years old
Education:	Bachelor of Accountancy, Thammasat University
Related Training:	Training Continuing Professional Development (CPD Hours) every year according to Regulation of Federation of Accounting Professional
Shareholding:	-0- Share (as of 30 December 2022)

Information of Risk Management Committee's Secretary

Name:	Umaporn Kittipoomwong
Position:	Risk Management Committee's secretary Assistant General Manager - Group Risk Management and Internal Control
Nationality:	Thai
Age:	45 years
Appointed:	31 October 2019
Education:	Bachelor of Arts, Thammasat University Master of Arts, School of Language and Communication, International program, National Institute of Development Administration (NIDA) The Institute of Directors Association
Related Training:	Risk Management Program for Corporate Leaders (RCL) 25/2021
Other related training:	Certification in Risk Management Assurance (CRMA), October 2022, The Institute of Internal Auditors Optimizing Security of Things and Digital Supply Chain Risk, CDIC2022 TCFD & SDGs Workshop: ESG Risk Analysis and GHG Accounting, 2021 OSH&E Committee Program Certification No. EHS-SC-22/17 Business Continuity Management System (ISO 22301) Implementation
Work Experience:	2019 - present Director, Risk and Internal Control Club Thai Listed Companies Association 2016 - present Assistant General Manager - Group Risk Management and Internal Control Thai Union Group Public Company Limited. 2013 - 2015 Senior Manager Business Planning and Risk Management Department Ananda Development Public Company Limited. 2009 - 2013 Senior Analyst, Supply Chain Department Siam City Cement Public Company Limited. 1997 - 2009 Analyst, Business Planning and Risk Management Department Siam City Cement Public Company Limited.
Number of shares held:	None
Relationship with Management:	None

Information of Company Secretary and Compliance Unit

Name:	Rapeepong Limwongthong
Position:	Company Secretary and Deputy General Manager Legal, Compliance and International Tax
Nationality:	Thai
Age:	37 years
Appointed:	9 August 2021
Education:	Bachelor of Laws, Chulalongkorn University Barrister-at-Law, Thai Bar Association Master of Laws, Tax Law, Queen Mary, University of London Master of Laws, Banking Law and Financial Regulation, London School of Economics and Political Science (LSE)
Related Training:	Company Secretary Program (CSP) (104/2021)
Program held by IOD	Effective Minutes Taking (49/2021) Corporate Governance for Executive (18/2021) Subsidiary Governance Program (3/2022)
Other Training Program:	Company Secretary Program 2021 by Thai Listed Companies Association (TLCA)
Work Experience:	2022 - Present Company Secretary and Deputy General Manager Legal, Compliance and International Tax, Thai Union Group PCL. 2021 - 2022 Company Secretary and Assistant General Manager Legal, Compliance and International Tax, Thai Union Group PCL. 2018 - 2021 Assistant General Manager Legal, Compliance and International Tax Thai Union Group PCL. 2015 - 2018 Department Manager, International Tax, Thai Union Group PCL. 2011 - 2015 Analyst Tax Planning, PTT Exploration and Production PCL. 2010 - 2011 Tax Associate Deloitte Touche Tohmatsu Jaiyos Co., Ltd.
Number of shares held:	18,300 Shares (as of 30 December 2022)
Relationship with Management:	None

Responsibilities of Company Secretary

With an eye to comply with good corporate governance principles, the Board of Directors of Thai Union Group PCL. has passed a resolution in favor of appointing a company secretary to assist Board members in achieving more appropriate, efficient and transparent business management. For this purpose, the Board of Directors has outlined the roles and responsibilities of the company secretary as set forth below:

1. Responsibilities for Shareholders' Meeting

- Oversee and ensure punctual delivery of meeting invitation, meeting agenda, documentation pertaining to One Report and financial statements to shareholders within the period prescribed by laws.

- Handle arrangement and coordination of functions to facilitate successful meeting organization.
- Consider validity of submitted proxy form. Valid proxy form shall contain shareholder's signature, number of shares owned, proxy's name and intended meeting session
- Consider significance of meeting agenda and judge whether it is necessary for shareholders to cast their votes on a case-by-case basis, for example, appointment of company director.
- Take any necessary actions to provide shareholders with ample opportunity to propose names of director candidates and to submit meeting agenda.
- Prepare minutes of meeting and retain in safe place in chronological order and on a continued basis.

2. Responsibilities for Board of Directors' Meeting

- Oversee and ensure advance delivery of meeting invitation, meeting agenda and documentation pertaining to the meeting within appropriate time to allow directors adequate and thorough consideration prior to their meeting attendance.
- Coordinate with concerned departments related to meeting agenda under consideration to ensure that extensive opinions are given to directors.
- Prepare meeting session and arrange meeting venue as well as ensure complete meeting quorum.
- Prepare minutes of meeting, submit to Board of Directors within required timeframe and retain in safe place in chronological order and on a continued basis.

3. Responsibilities as per Company's Rules

- Ensure that the Company's rules are in accordance with the Company's objectives and prepare necessary information to facilitate Board of Director's decision.
- Oversee and retain important corporate documentation as well as control access to the source of confidential information.
- Oversee and regularly update information on corporate registration, for example, shareholder registration and major shareholder registration.
- Coordinate with Company's registrar following any corporate registration change.

4. Responsibilities for Good Corporate Governance

- Report and disclose corporate information to shareholders and concerned parties through adherence to rules, notifications and regulations pronounced and enforced by the Stock Exchange of Thailand and the Securities and Exchange Commission.
- Create good corporate governance policy and guideline.
- Coordinate with governmental body/agency.

5. Prepare One Report through disclosure of material information in compliance with relevant laws and regulations to distribute to shareholders during Annual General Meeting of Shareholders. One Report shall contain complete and correct corporate information.

6. Responsibilities for the Board of Directors

- Suggesting guidelines related to Rules / Regulations of Listed Company, The Articles of Association, and corporate governance to the Board of Directors.
- Supply a manual for new directors.
- Being in charge of reporting of conflict of interest and keeping a report.
- Provide an evaluation of the Board's performance and report the results of the assessment to the Board of Directors.

Details of the directors and Management who join as executives and have controlling powers of subsidiaries, associates, and Join Venture

Directors and Management		Subsidiaries																								Associate				Joint Venture														
		TU	TUM	ITC	TUG	EHS	TFM	PPC	TUS	TUO	APC	OKF	TUI	TSR	TMAC	TUH	TCM	TMK	TUL	TUC	TUAIH	VCC	TUJL	TUSEA	TUESI	TUE	KON	TUGe	TUMN	TLS	TUNA	TH-U	TUFP	TUFPc	TUINA	LUF	TNFC	RBF	RL	F&B United	I - Zeavita	SUP	PACT	
		1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31	32	33	34	35	36	37	38	39	40	41		
1. Kirati Assakul		★	◆																																									
2. Cheng Niruttinanon		◆	★							★		◆									◆				◆																			
3. Thiraphong Chansiri		⊗	⊕	★	◆	●	◆	◆		◆	◆	◆			★			◆	★		◆				★										◆	◆	◆	◆	◆	◆	◆	◆	◆	◆
4. Rittirong Boonmechote		◆			★	◆	★	★	◆		★		◆		★	★	★	★				★										◆					★							
5. Nart Liuchareon		◆																																										
6. Thamnoon Ananthothai		◆																																										
7. Pansiree Amatayakul		◆																																										
8. Pakapun Leevutinun																																												
9. Shoichi Ogiwara		◆																																										
10. Shue Chung Chan		◆	◆	◆	◆	◆	◆	◆										◆							◆																	◆		
11. Nakorn Niruttinanon		◆	●	◆						◆		◆									◆				◆		◆																	
12. Ludovic Garnier											◆	◆	◆								◆				◆	◆	◆																	
13. Tunyawat Kasemsuwan																			◆		◆				◆	◆	◆												◆					
14. Adam Brennan																																												
15. Kulshan Singh																																												
16. Leonardus Coolen																																												
17. Thama Wongkanasin																																												

Remark: ★ Chairman ◆ Vice Chairman ◆ Director ◆ Chairman of the Executive Committee ◆ Member of Executive Committee ◆ Chairman of Risk Management Committee ◆ Chairman of Audit Committee ◆ Member Audit Committee ◆ Independent Director ◆ CEO

Attachment 2: Details of the Directors of the Subsidiaries

Subsidiaries: As of December 31, 2022 Total 63 companies

Subsidiaries												
Directors	TUM	ITC	TUG	EHS	TFM	PPC	OKF	TUS	TUO	APC	TUI	TSR
	1	2	3	4	5	6	7	8	9	10	11	12
Kraisorn Chansiri	★		■					■				
Cheng Niruttinanon	■	★			■					★	■	
Chuan Tangchansiri	■		■			■	■	■		■		
Thiraphong Chansiri	■	■	★		■	■	■	★		■	■	
Rittirong Boonmechote					★	★	★	■	■			■
Shue Chung Chan	■	■	■	■	■			■				
Tin Shu Chan	■											
Nakorn Niruttinanon	■	■								■	■	
Thawee Tangchansiri	■	■						■				
Narin Niruttinanon	■							■				
Pitchitchai Wongpiya		■										
Chaiwat Charoenrujitanon		■										
Teerachai Chantarojanasiri		■										
Kaweewut Temphuwapat		■										
Sawita Suwansawat		■										
Anchalee Bunsongsikul		■										
Piyathep Seetachan			■									
Suthidej Amornkasemwong				■								
Yongyut Setthawiwat				■		■	■		■			
Preerasak Boonmechote				■		■	■	■	■			■
Bunluesak Sorajjakit					■							
Rachadaporn Rajchataewindra					■							
Somchai Thaisanguanvorakul					■							
Morragot Kulatumyotin					■							
Kanit Vallayapat					■							
Wai Yat Paco Lee						■	■					
Chan Hon Kit								■				
Orawan Sirivarasant								■				
Bussakorn Chansiri										■		
Somsak Smittiset										■		
Panisuan Jamnarnwej						■	■					
Thanachot Boonmechote						■	■	■				
Tunyawat Kasemsuwan											■	
Sunsanee Davies												■
Julian Davies												■
Ludovic Garnier											■	■

Remark: ★ Chairman ■ Director

Subsidiaries: As of December 31, 2022 Total 63 companies

Subsidiaries												
Directors	TMAC	TUH	TCM	TMK	TUL	TUC	TUAIH	YCC	TUKL	TUSEA	JPN	AMG-TFM
	13	14	15	16	17	18	19	20	21	22	23	24
Cheng Niruttinanon								■				
Thiraphong Chansiri					■	★	■					
Nakorn Niruttinanon								■				
Rittirong Boonmechote	★	★	★	★					★			
Yongyut Setthawiwat	■	■	■	■								
Preerasak Boonmechote	■	■	■	■								
Shue Chung Chan					■					■		
Tunyawat Kasemsuwan					■							
Thawil Nandatheero	■		■	■								
Bunluesak Sorajjakit	■	■	■	■					■			★
Chaicharoen Limcharoen	■											
Tipupsorn Kanlangngarm		■							■			
Jinda Prontadavith								■				
Kessara Chittipanich								■				
Peechanok Semsukkree								■				
Komgrit Pavasuttinon									■			■
Pitchitchai Wongpiya											■	
Pornchai Tatiyachaitaweek											■	
Suchat Yuddon												■
Preecha Bangnokkhwaek												■
Ludovic Garnier							■					
Lu Libin						■						
Indra Winoto									■			
Nefo Ng									■			
Indra Kumar Alluri									■			
Ten Thien Swee										■		
Takehiko Miura											■	
Nabeel Akhtar Chaudhry												■
Hafiz Ibad Hussain												■
Jahanzeb Khawaja												■

Remark: ★ Chairman ■ Director

Subsidiaries: As of December 31, 2022 Total 63 companies

Subsidiaries													
Directors	TUES1	TUE	TUTE	MBLU	ESIP	EPP	UKSI	ISIL	JWUK	JWNL	EDM	MEARM	MERA
	25	26	27	28	29	30	31	32	33	34	35	36	37
Cheng Niruttinanon		■											
Thiraphong Chansiri		★											
Tin Shu Chan		■	■										
Shue Chung Chan		■											
David Sankowicz	■	■		■	★		■	■		■			
Ludovic Garnier	■	■											
Paul Reenan		■		★		★		■	■	■	★		
Ravinder Singh		■											
Matleena Saari			■										
Aloys Meimena			■										
Cristiano Giovanelli				■									
Agathe Brzezinski			■	■									
Maurizio Serafini				■									
Ari Bensoussan				■					■				
Sven Massen					■								
Nuno Costa					■								
Angelo Rodrigues					■								
Hugo Sequeira					■								
Miguel Francisco					■								
Alexis Jacquand						■							
Laurent Jamier						■							
Paul Stephenson								■	■	■			
Andy Hinch									■				
Adrian Daniels									■				
Guillaume Kervennal											■	★	★

Remark: ★ Chairman ■ Director

Subsidiaries: As of December 31, 2022 Total 63 companies

Subsidiaries													
Directors	IMS	KO-TUP	KON	NFE	TUGe	TUMN	RuFi	HAW	HEY	MKF	OFI	OFIK	TUMD
	38	39	40	41	42	43	44	45	46	47	48	49	50
David Sankowicz	■	■	■		■								
Paul Reenan		★	★	★									
Bjoern Nordvik		★											
Marek Dostal		■											
Piotr Sadowski		■											
Agathe Brzezinski		■											
Ludovic Garnier			■		■								
Sven Massen					■								
Bjoern Nordvik			■										
Gregory Bouillon				■									
Leonardus Coolen						■							
Volker Büttel							■	■	■		■		
Axel Wolff						■	■	■	■	■			
Philipp Schroder						■							
Silvia Beetke											■	■	
Maria Tkachenko													■
Helmuts Kleins													■
Paul Reenan													■
Guillaume Mollo													■

Remark: ★ Chairman ■ Director

Subsidiaries: As of December 31, 2022 Total 63 companies

Subsidiaries													
Directors	DPR	MWBSL	IOT	PFC	TLS	KOUS	TUNA	TRI-U	TUFP	TUFPC	USPN	TUINA	ITA
	51	52	53	54	55	56	57	58	59	60	61	62	63
Cheng Niruttinanon							■	■	■				
Thiraphong Chansiri							■	■	■			★	
Ludovic Garnier							■	■	■				
Rittirong Boonmechote									■	■			
Pitchitchai Wongpiya											■		■
Pornchai Tatiyachaitaweesuk											■		■
Pakin Thamrongwarasart			■										
Roman Rybakov	■												
Ergeny Goryachev	■												
Bryan Rosenberg										■			
Shue Wing Chan								■	■	■	■	■	■
David Sankowicz		■	■	■	■	★							
Sven Massen		■	■	■									
Ricardo Luzio			■										
Tony Lazazzara			■	■									
Rupert Simeon			■										
Frank Hoareau			■										
Steve Khambatta			■										
Johnny Ladouce				■									
Agathe Brzezinski				■									
Joseph Tindana				■									
Ari Bensoussan				■									
Leonardus Coolen					■								
John Engle						■							
Bjoern Nordvik						■							

Remark: ★ Chairman ■ Director



Attachment 3: Detail of Head of the Internal Audit

Name:	Pongpol Plipuch
Position:	Head of Internal Audit Secretary of the Audit Committee
Nationality:	Thai
Age:	43 years old
Appointed:	23 July 2015
Education:	Bachelor of Accountancy (Auditing), University of the Thai Chamber of Commerce
Related Training:	Anti Corruption Workshop
Program held by IOD	CAC Conference 2018
Other related training:	Innovation IA: Recalibration for the COVID Environment, Institute of Internal Auditors of Thailand 2021 Online meeting with the Audit Committee of listed companies, The Office of the Securities and Exchange Commission 2021 Accounting Tips that AC should not miss, The Securities and Exchange Commission, Thailand 2022, Publishing the results of the study : Value of Audit, The Securities and Exchange Commission, Thailand 2022
Work Experience:	2018 - Present Deputy General Manager, Internal Audit Thai Union Group Public Company Limited 2015 - Present Head of Internal Audit and the Secretary of the Audit Committee Thai Union Group Public Company Limited 2007 - 2016 Department Manager, Internal Audit Thai Union Group Public Company Limited 2006 - 2007 Assistant Audit Manager - Mazars Thailand 2001 - 2006 Audit Supervisor, Bunchikij Co.,Ltd.
Number of shares held:	None (as of 30 December 2022)
Relationship with Management:	None



Attachment 4: Assets Used in Business Operation

Business Assets

Thai Union and its subsidiaries accumulatively employed core business assets as follows:

- a) As of December 31, 2022, the core assets employed by Thai Union and its subsidiaries in their businesses, including land, machines, and factory buildings, commanded a net value of THB 28,474.76 million.
- As at 31 December 2022, the Group had no property, plant and equipment pledge for credit facilities and long-term loans from financial institutions (2021: THB 162.6 million)
- Thai Union and its subsidiaries own two plots of non-operational land, each in Phetchaburi and Prachin Buri provinces.
- b) Thai Union and its subsidiaries have a net book value of outstanding right-to-use asset of THB 1,544.76 million (2021: THB 1,330.21 million)
- c) Intangible assets include research and development, trademark and right to use, contracts with clients/distributors, computer programs as well as copyright and other patents.



Attachment 5: Corporate Governance Policy and Code of Business Ethics

Thai Union Group Public Company Limited (Company) has defined the Corporate Governance Policy and Code of Business Ethics for the Board of Directors, all executives and employees to adhere as a guiding principle in their work, in order to promote the Company with efficient business operations, excellent corporate governance and management, integrity, transparency and auditability, for example, the Corporate Governance Policy, the Anti-Corruption Policy, Securities Trading Policy and also covering the policy and guidelines to comply with the Company's Good Corporate Governance Principles on other matters.

In addition, the Board of Directors and the subcommittees have organized the charters which determine the authority of the duties and responsibilities for the Board of Directors and each of the subcommittee to be used as a reference in performing duties. The charters shall be reviewed on a regular basis to ensure that they are in line with the Company's business direction.

Further details related to the Company's corporate governance policy, Code of Business Ethics and any policies related to good corporate governance as well as subcommittee's charter are shown in Company website which can be accessed by scanning the QR Code below:



https://investor.thaiunion.com/corporate_governance.html

