



Minutes of the 2024 Annual General Meeting of Shareholders
of
After You Public Company Limited

Date, Time and Venue of Meeting

After You Public Company Limited (the “**Company**”), convened the 2024 Annual General Meeting (the “**Meeting**”) on April 25, 2024, at 10.00 a.m., through an electronic device (E-AGM).

Introduction

Ms. Chantanee Tantasuralerk, acting as a conductor of the Meeting (the “**Conductor**”), the Conductor welcomed shareholders, proxies and attendees of the Meeting and informed the Meeting about the general information regarding the registered capital and shares of the Company as at the record date on March 11, 2024. The Conductor informed the Meeting that, in the Meeting, 838 shareholders were present at the Meeting in person and by proxy, holding an aggregate of 615,727,161 shares, or representing 75.4916 percent of the Company’s total issued and sold shares. A quorum was, therefore, duly formed in accordance with law and the Company’s Articles of Association, which stated that there must be no less than 25 shareholders or no less than a half of the total shareholders attending a meeting in person and by proxy (of any), and they must collectively hold no less than one-third of the total issued shares of the Company.

In this regard, prior to proceeding the meeting agenda, the Conductor introduced the directors and the advisors of the Company who attended the Meeting as follows:

Directors Present at the Meeting

- | | | |
|----|----------------------------|---|
| 1. | Mr. Premon Pinskiul | Chairman of the Board of Directors / Audit Committee /
Chairman of the Nomination and Remuneration Committee |
| 2. | Mr. Wiwat Kanokwatanawan | Vice Chairman / Nomination and Remuneration Committee |
| 3. | Mr. Piched Bhimayothin | Director / Chairman of the Audit Committee / Nomination and
Remuneration Committee |
| 4. | Dr. Chatchai Chantajinda | Director / Audit Committee |
| 5. | Mr. Maetup T.Suwan | Director and Managing Director |
| 6. | Ms. Gulapat Kanokwatanawan | Director and Vice Managing Director |
| 7. | Mr. Mill Kanokwatanawan | Director and Assistant Managing Director |

7 out of 7 directors attended the meeting, representing 100 percent of the total number of directors.

Executives Present at the Meeting

- | | | |
|----|-------------------------------|-------------------------------|
| 1. | Mr. Songpon Tasnasathienkij | General Manager |
| 2. | Ms. Uraivan Samanwong | Factory Director |
| 3. | Ms. Chamaiporn Tungkittisuwan | Finance & Accounting Director |

Auditors from EY Office Limited

1. Ms. Manee Rattanabunnakit Audit Partner
2. Ms. Natanich Techavoraprasert Audit Manager
3. Ms. Natcha Phuljaroen Audit Manager

and Ms. Vissuta Plodorn, Legal Advisor

The Conductor informed the voting procedures and the vote count method in the 2024 Annual General Meeting through an electronic device, as follows:

This meeting is an electronic meeting. Therefore, the shareholders who attended the meeting were requested to vote through the system by clicking on the voting that is displayed on the screen for each agenda item after the Chairman informed to vote on that agenda. When you click on a voting option, the system will have a Pop Up asking one more time whether confirm the vote or not, press OK to confirm the vote. For the agenda to know Attendees will not be able to vote.

1. Shareholders Voting

- Each shareholder shall have the votes in the number equivalent to the number of shares they each held, where one vote equals to one share.
- Shareholders have the right to only one vote for approval, disapproval or abstention.

2. The Process of Counting Votes

- In the process of counting votes, the Company will deduct the votes for disapproval and abstention from the total votes of shareholders in attendance. Remaining votes shall be deemed as votes for approval. In this regard, the Meeting was conducted in an open ballot system.

3. The resolution for each agenda item requires votes of the shareholders as follows:

- The resolutions for agenda 1, agenda 3, agenda 4, agenda 5 and agenda 7 require a simple majority vote of the shareholders attending the Meeting and casting their votes.
- The resolution for agenda 6 requires a vote of not less than two-third of the total number of votes of the shareholders attending the Meeting.
- The shareholder uses proxy must vote as the grantor specified in the proxy form only. Voting of the proxy on any agenda that is not as specified in the proxy form shall be deemed invalid. And it is not considered a vote of the shareholders. If the proxy does not specify the intention to vote in any agenda in the proxy or it is not clearly specified. Proxies have the right to consider and vote on their behalf as they deem appropriate. Except for Agenda No. 5, independent directors who are proxies who have special interests in this agenda will abstain from voting.

4. Inquiring and Propose opinions on that agenda

- Before voting on each agenda, the chairman of the meeting will allow the meeting attendees to raise questions related to that agenda as appropriate. The attendees who wish to inquire or propose their opinions, please send questions on that agenda. While considering that agenda.
- Shareholders can express your opinions through voice by following the steps to in the E-AGM manual that has been sent to everyone by the email you have registered. And before you ask a question or

comment, please tell us of your first and last name. In the case of proxies please add the name and surname of the proxy grantor to the meeting before asking or propose opinions every time.

The Conductor then asked Mr. Premon Pinskul, the Chairman of the Board of Directors, who shall act as the Chairman of the Meeting (the “Chairman”), to declare the 2024 Annual General Meeting of Shareholders, open, and proceed to conduct the Meeting in line with the following agenda items.

Agenda 1 To adopt the Minutes of the 2023 Annual General Meeting of Shareholders held on April 25, 2023

The Chairman informed the Meeting that the Company had already prepared the Minutes of 2023 Annual General Meeting of Shareholders held on April 25, 2023, the details of which were as shown in Enclosure 1 which delivered to all shareholders together with the invitation to the Meeting. Therefore, it was deemed appropriate to propose that the Meeting adopt the Minutes of 2023 Annual General Meeting of Shareholders held on April 25, 2023 as detailed above.

The Conductor then gave the Meeting an opportunity to make their comments and inquiries about the current agenda item. However, no comments or queries were made. The Conductor then requested the Meeting to cast their votes in this agenda item.

Resolution After the due consideration, the Meeting resolved to adopt the Minutes of 2023 Annual General Meeting of Shareholders held on April 25, 2023, where the voting results were as follows:

Approval	643,174,181	votes	representing	100.0000
Disapproval	-	votes	representing	-
Invalid ballots	-	votes	representing	-
Abstention	-	votes	representing	-

Remarks: (1) The resolution for this agenda item has no invalid voting card.
 (2) The resolution for this agenda item requires a simple majority vote of the shareholders attending the Meeting and casting their votes.
 (3) During the consideration of this agenda item, there were 7 additional shareholders, holding 27,447,020 shares in total, attending the Meeting. Therefore, there were 845 shareholders, holding 643,174,181 shares in total, attending the Meeting.

Agenda 2 To acknowledge the report on the results of the Company’s business operation for year 2023

The Chairman asked Mr. Maetup T. Suwan, the Managing Director, to present details of the Company’s business operation for the fiscal year 2023 to the Meeting. The Chairman then informed the Meeting that the Company had already summarized the results of the Company’s business operation and material changes in the fiscal year 2023 in the Company’s One Report in a form of QR Code delivered to all shareholders together with the invitation to the Meeting (Enclosure 2).

Mr. Maetup T. Suwan informed the Meeting of the Company’s business operation in the year 2023 in summary as follow:

The Company's revenues in 2023 were divided into 4 main groups as follows.

1. Revenue from café

At the end of 2023, the Company had 60 After You branches; divided into 51 branches in Bangkok and its vicinity and 9 branches in other provinces, 9 Luggaw fruit shops, 122 Mikka coffee shops; 6 branches operated by the Company's group and 116 branches operated by franchisee. In May last year, the Company opened a specialty coffee store and a coffee roasting factory under the name "Song Wat Coffee Roaster" or "SCR".

Revenue from café was the major contribution accounting for approximately 87.5% of the Company's revenue.

2. Sale of processed products and raw materials

This group of revenue was divided into 2 main groups. The first group was products produced and sold to partners such as financial institutions and banks who purchased products to create campaigns or loyalty programs for their customers as well as airlines and restaurants who had long-term plan and purchased products from the Company for their sale activities. Another group of revenue was selling raw materials. Main customers were Mikka franchisee and raw materials sold to oversea franchisee which in 2023 was Hong Kong.

3. Catering, pop-up and events

The Company always had revenue from this group, such as product launches, weddings, birthday parties. Last year the Company continued to do the concept pop-up store, which had been operated for the second year and very successful by creating the concept pop-up store in Khao Yai and Chiang Mai to match the winter theme with good feedback.

4. Franchising

The main revenue was royalty fee from Mikka and After You franchisee in Hong Kong.

Remark: (1) This agenda item is for acknowledgement and no casting of vote is required.
(2) During the consideration of this agenda item, there was 1 additional shareholder, holding 33,300 shares in total, attending the Meeting. Therefore, there were 846 shareholders, holding 643,207,481 shares in total, attending the Meeting.

Agenda 3 To approve the Company's financial statement for the fiscal year ended December 31, 2023

The Chairman asked Mr. Mill Kanokwatanawan to present the Company's financial statements for the fiscal year ended December 31, 2023.

Mr. Mill Kanokwatanawan, the Assistant Managing director, informed the Meeting that the Company's financial statements for the fiscal year ended December 31, 2023, were audited by the certified auditor and the certified auditor had given unconditional opinion on the Company's financial statements. Key information of the Company's financial statements were summarized as follows.

	Year 2023	Year 2022
Total assets	1,402,129,352	1,250,886,778
Total liabilities	419,690,008	323,807,975
Sales revenue	1,217,452,360	937,672,983
Total revenues	1,230,905,382	952,502,527
Profit for the year	178,101,616	118,397,794
Total comprehensive income for the year	178,100,363	120,149,237
Earnings per share	0.22	0.15

Moreover, Mr. Mill Kanokwatanawan informed the Meeting that pursuant to Section 112 of the Public Limited Company Act B.E. 2535 (1992) (as amended) (the "PLC Act") and Clause 39 of the Company's Articles of Association, the Company shall prepare financial statements and the comprehensive profit and loss statement at the end of each fiscal year to be proposed to the shareholders' meeting for consideration and approval at an annual general meeting of every year. Therefore, it was deemed appropriate to propose that the 2023 Annual General Meeting of Shareholders consider and approve the Company's financial statements for the fiscal year ended December 31, 2023, audited by the certified auditor and reviewed by the Audit Committee.

The Conductor then gave the Meeting an opportunity to make their comments and inquiries about the current agenda item. However, no comments or queries were made. The Conductor then requested the Meeting to cast their votes in this agenda item.

Resolution After due consideration, the Meeting resolved to approve the Company's financial statements for the fiscal year ended December 31, 2023 as proposed, where the voting results were as follows:

Approval	643,207,481	votes	representing	100.0000
Disapproval	-	votes	representing	-
Invalid ballots	-	votes	representing	-
Abstention	-	votes	representing	-

Remarks: (1) The resolution for this agenda item has no invalid voting card.
 (2) The resolution for this agenda item requires a simple majority vote of the shareholders attending the Meeting and casting their votes.

Agenda 4 To approve no allocation of profits from the Operating Results for the year 2023 and dividend payment.

The Chairman informed the Meeting that pursuant to Section 116 of the PLC Act, the Company must set aside at least 5 percent of the annual net profit after deducting deficit brought forward (if any) as a statutory reserve until such statutory reserve should reach at least 10 percent of the registered capital. As, the Company has already allocated the reserve fund in the sufficient amount in accordance with legal requirements, the Company is not required to allocate additional net profit as a reserve fund.

The Company has a policy to pay dividends at the rate of no less than 50 percent of the net profit after income tax and all reserved fund required by laws and Company's Articles of Association. Also, the said dividend payment may be changed upon any requirement or factor, as the Board of Directors deems appropriate.

In this regard, the Board of Directors Meeting No. 1/2024 on February 23, 2024 has resolved to approve no allocation of profits from the Operating Results for the year 2023 and approved the dividend payment in accordance with the Operating Results for the year ended December 31, 2023 at the rate of 0.21 per share, in the total amount of Baht 171,280,948. The Company will pay the dividend to shareholders whose names appear on May 8, 2024 fixed as the Record Date and will be due to pay dividend on May 23, 2024. Therefore, it was deemed appropriate to propose that the 2024 Annual General Meeting of Shareholders

1) To approve no allocation of profits from the Operating Results for the year ended December 31, 2023 to the Company's reserve fund because the Company has already allocated the reserve fund in the sufficient amount in accordance with legal requirements.

2) To approve dividend payment from the Operating Results for the year 2023 to shareholders at the rate of 0.21 per share, in the total amount of Baht 171,280,948.

The Conductor then gave the Meeting an opportunity to make their comments and inquiries about the current agenda item. However, no comments or queries were made. The Conductor then requested the Meeting to cast their votes in this agenda item.

Resolution After due consideration, the Meeting resolved to approve the suspension of the allocation of profit as the legal reserve in accordance with the Operating Results for the year ended December 31, 2023 and approve allocation of profits from the Operating Results for the year 2023 to dividend payment. The resolution was passed with a simple majority vote of the shareholders attending the Meeting and casting their votes, detailed as follows:

Approval	643,207,481	votes	representing	100.0000
Disapproval	-	votes	representing	-
Invalid ballots	-	votes	representing	-
Abstention	-	votes	representing	-

Remarks: (1) The resolution for this agenda item has no invalid voting card.
 (2) The resolution for this agenda item requires a simple majority vote of the shareholders attending the Meeting and casting their votes.

Agenda 5 To approve the appointment of directors in place of those retiring by rotation

The Chairman informed the Meeting that pursuant to Section 71 of the PLC Act and Clause 17 of the Company's Articles of Association, at least one-third of the total number of the directors must retire by rotation at the Annual General Meeting of Shareholders in each year and if it

should be impossible for the number of directors to be divided into three, the number nearest to one-third must retire and the retired directors would be eligible for re-election.

In this regard, at the 2024 Annual General Meeting of Shareholders of the Company, there were three directors who must retire by rotation as follows:

1. Mr. Premon Pinskul Chairman of the Board of Director / Independent Director / Audit Committee / Chairman of Nomination and Compensation Committee
2. Dr. Chatchai Chantajinda Independent Director / Audit Committee
3. Mr. Mill Kanokwatanawan Director / Assistant Managing Director

The Chairman informed the Meeting that in order to be in line with the good corporate governance and for transparency, the three directors who would retire by rotation as named above, who were the interested persons in this agenda item, shall now leave the Meeting room until the consideration of this agenda item were finished and asked Mr. Wiwat Kanokwatanawan, the Vice Chairman, to act as the Chairman of the Meeting in this agenda item.

Mr. Wiwat Kanokwatanawan informed the Meeting that the Nomination and Remuneration Committee (excluding the director who would retire by rotation) had reviewed the qualifications of the directors who would retire by rotation at the 2024 Annual General Meeting of Shareholders and viewed that these three directors had the knowledge, capacity, experience and skills which would be beneficial to the Company's operations and did not possess any prohibited characteristics under the PLC Act, the Securities and Exchange Act and the relevant notifications; and the person who would hold the position of the independent director, he/she must also possessed the qualifications in accordance with the definition of the Independent Director of the Company, which shall be as prescribed in the requirement of the notifications of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

Therefore, it was deemed appropriate to propose that the Meeting consider and approve the election of all three directors who must retire by rotation to resume their position, having details as appeared in Enclosure 3 that delivered to all shareholders together with the invitation to the Meeting.

The Conductor then gave the Meeting an opportunity to make their comments and inquiries about the current agenda item. However, no comments or queries were made. The Conductor then requested the Meeting to cast their votes in this agenda item.

Resolution After due consideration, the Meeting resolved to approve the election of all three directors who must retire by rotation to resume their position, where the voting results were as follows:

1. Approve the re-election of Mr. Premon Pinskul as the Company's Director with a simple majority vote of the shareholders attending the Meeting and casting their votes, detailed as follows:

Approval	617,264,069	votes	representing	95.9652
Disapproval	25,952,212	votes	representing	4.0348
Invalid ballots	-	votes	representing	-
Abstention	-	votes	representing	-

2. Approve the re-election of Dr. Chatchai Chantajinda as the Company's Director with a simple majority vote of the shareholders attending the Meeting and casting their votes, detailed as follows:

Approval	643,216,281	votes	representing	100.0000
Disapproval	-	votes	representing	-
Invalid ballots	-	votes	representing	-
Abstention	-	votes	representing	-

3. Approve the re-election of Mr. Mill Kanokwatanawan as the Company's Director with a simple majority vote of the shareholders attending the Meeting and casting their votes, detailed as follows:

Approval	643,177,981	votes	representing	99.9940
Disapproval	38,300	votes	representing	0.0060
Invalid ballots	-	votes	representing	-
Abstention	-	votes	representing	-

- Remarks:**
- (1) The resolution for this agenda item has no invalid voting card.
 - (2) The resolution for this agenda item requires a simple majority vote of the shareholders attending the Meeting and casting their votes.
 - (3) During the consideration of this agenda item, there was 2 additional shareholders, holding 8,800 shares in total, attending the Meeting. Therefore, there were 848 shareholders, holding 643,216,281 shares in total, attending the Meeting.

After this, the Conductor invited all 3 directors back to the meeting.

Agenda 6 To approve 2024 Directors' remuneration

The Chairman as the Chairman of the Nomination and Remuneration Committee informed the Meeting on the remuneration of the Company's directors and the Audit Committee for the year 2024 that pursuant to Section 90 of the PLC Act and the Company's Articles of Association, the Company's directors were eligible to receive remuneration from the Company in the form of reward, meeting allowance, per diem, bonus or and in other forms of benefits as approved by the shareholders' meeting; and that the said remuneration shall be determined as a fixed amount, or as guideline, or to be determined from time to time or to be determined and applicable until the shareholders' meeting resolves otherwise. In addition, the directors may receive allowances and welfares pursuant to the Company's regulation(s).

In this regard, the Nomination and Compensation Committee considered the propriety of the remuneration of the directors by taking into account various factors, i.e. the Company's operating

results, the size of the Company's business and the duties and responsibilities in comparison with the remuneration rate of companies in the same industry and with the similar sizes. Upon due consideration, the Board of Directors deemed appropriate to propose that the Annual General Meeting of Shareholders approve the determination of the remunerations of directors of the Company for year 2024 in the amount not exceeding Baht 1,000,000. The directors' remuneration shall be made on a quarterly basis with no other benefits. Details were as follows:

Position	Remunerations of Directors in 2024		Remunerations of Directors in 2023	
	Meeting Allowance THB/Person/Quarter	Meeting Allowance (Baht/Person/Year)	Meeting Allowance THB/Person/Quarter	Meeting Allowance (Baht/Person/Year)
Chairman and Independent Director	60,500	242,000	60,500	242,000
Audit Committee Chairman and Independent Director	49,500	198,000	49,500	198,000
Independent Director	38,500	154,000	38,500	154,000
Non-executive Director	11,000	44,000	11,000	44,000
Executive Director	-	-	-	-
Total	159,500	638,000	159,500	638,000
Other remuneration	-None-	-None-	-None-	-None-

The Conductor then gave the Meeting an opportunity to make their comments and inquiries about the current agenda item. However, no comments or queries were made. The Conductor then requested the Meeting to cast their votes in this agenda item.

Resolution After due consideration, the Meeting resolved to approve the determination of the 2024 remuneration of the directors and the Audit Committee as proposed, where the voting results were as follows:

Approval	643,216,281	votes	representing	100.0000
Disapproval	-	votes	representing	-
Invalid ballots	-	votes	representing	-
Abstention	-	votes	representing	-

Remarks: (1) The resolution for this agenda item has no invalid voting card
 (2) The resolution for this agenda item requires a vote of not less than two-third of the total number of votes of the shareholders attending the Meeting

Agenda 7 To approve the appointment of the Company's auditor for 2024 and fixing of the auditor's remuneration

The Chairman asked Mr. Piched Bhimayothin, the Chairman of Audit Committee to present the details to the Meeting.

Mr. Piched Bhimayothin informed the Meeting that according to Section 120 of the PLC Act, the Annual General Meeting of Shareholders shall appoint the auditors and determines the audit fee of the Company every fiscal year. It was deemed appropriate to propose that the 2024 Annual General Meeting of Shareholders consider and approve the appointment of the auditors from EY Office Limited to be auditors of the Company for the fiscal year ended December 31, 2024, where any of the following auditors would be authorized to review and opinion on the Company's financial statements.

- (1) Ms. Manee Rattanabunnakit Certified Public Accountant No. 5313 and/or
- (2) Mrs. Poonnard Paocharoen Certified Public Accountant No. 5238 and/or
- (3) Mrs. Kunlapee Piyawannasuth Certified Public Accountant No.6137

In selecting the auditors for the fiscal year 2024, the Audit Committee had considered the qualification, working experience and the proposed audit fee and viewed that EY Office Limited was independent and skillful in auditing. In addition, these three auditors did not have any relationships with or any interests in the Company, the Company's subsidiaries, directors, executives, or major shareholders or any related person thereof. There are no proposed auditors being the Company's auditor for more than 7 years. The proposed audit fee was also reasonable compared to the audit work.

Therefore, it was deemed appropriate to propose that the Annual General Meeting of Shareholders consider and approve the determination of the auditors' remuneration in the amount of not exceeding THB 1,910,000 excluding subsidiaries, non-audit services and out of pocket expenses.

A comparison of the audit fee of the Company between year 2024 and 2023 set out as follows:

Audit Fee	For fiscal year ended December 31, 2024 (Proposed)	For fiscal year ended December 31, 2023
Audit fee of the Company	Not exceeding Baht 1,910,000	Not exceeding Baht 1,860,000
Non-audit fee	-None-	-None-

The Conductor then gave the Meeting an opportunity to make their comments and inquiries about the current agenda item. However, no comments or queries were made. The Conductor then requested the Meeting to cast their votes in this agenda item.

Resolution After due consideration, the Meeting resolved to the appointment of the auditors from EY Office Limited to be auditors of the Company and the determination of the auditors' remuneration for the fiscal year 2024 as proposed, where the voting results were as follows:

Approval	643,216,281	votes	representing	100.0000
Disapproval	-	votes	representing	-
Invalid ballots	-	votes	representing	-
Abstention	-	votes	representing	-

Remarks: (1) The resolution for this agenda item has no invalid voting card.



(2) The resolution for this agenda item requires a simple majority vote of the shareholders attending the Meeting and casting their votes.

Agenda 8 Other Matters (if any)

The Conductor informed the Meeting that all the agenda items to be proposed at the Meeting as specified in the Notice of 2024 Annual General Meeting of Shareholders were complete and then gave the Meeting an opportunity to make their comments and inquiries. The summary of inquiries, replies and comments were as follows:

Mr. Prinya Tieworn Shareholder attended the meeting via electronic media himself inquired about the plan for overseas expansion this year; what countries and how many branches.

Mr. Maetup T. Suwan – The Hong Kong franchisee opened the second branch at Airside Project at the old Kai Tak Airport early this year. The next country is planned in July in Phnom Penh, Cambodia which will be the first flagship store according to the Company's plan to open the market in CLMV. For the situations in other countries, after Covid period, response from foreign investors has been gradually increased in line with the economic recovery. Many countries are in process of negotiation but these deals take time. This is because in addition to finding a business partner with the same ideas and business needs, there are various details of legal matters for importing and exporting. The Company is discussing with many countries such as Indonesia, Vietnam, Korea, Malaysia, Singapore to exchange information for market analysis and the possibility of opening After You franchise in those countries.

Once there were no further comments or queries from the shareholders, the Chairman then thanked all the shareholders for having sacrificed their time to attend the Meeting and adjourned the 2024 Annual General Meeting at 11.04 a.m.

Signed

(Mr. Premon Pinski)
Chairman of the Meeting

Signed

(Mr. Mill Kanokwatanawan)
Director and Company Secretary
Recorder of the Minutes