

## **Reports of the Subcommittees**

### **Report of the Audit Committee**

The Audit Committee of Bangkok Expressway and Metro Public Company Limited, as appointed by the Board of Directors, comprises three independent directors, namely, Mr. Vitoon Tejatussanasontorn, as Chairman of the Audit Committee, General Chetta Thanajaro, and Dr. Annop Tanlamai, as Audit Committee Members. The Chairman of the Audit Committee and Dr. Annop Tanlamai specialize in accounting and finance, and the General Manager of Internal Audit Office serves as secretary to the Audit Committee.

The Audit Committee has performed its duties within the scope, duties and responsibilities as assigned by the Board of Directors in line with the requirements of the Stock Exchange of Thailand, together with the suggestions on various related matters. In 2020, the Audit Committee held five meetings for discussion and sharing of opinions with the management and internal auditor, and two meetings with the auditor without the management's presence, for discussion on the essence of the audit plan, significant accounting matters, and accounting standards to be applicable, along with independence in performance of duties and expression of opinions of the auditor.

The key performance of duties of the Audit Committee can be summarized as follows:

- 1. Review of Financial Report:** The Audit Committee reviewed the quarterly financial statements and the financial statements for 2020 of the Company and its subsidiaries, including changes in the accounting policy, significant accounting adjustments, and correct and complete disclosure of information, by receiving clarifications from the auditor, management, and internal auditor, in which the auditor was asked about the accuracy and completeness of the financial statements, accounting adjustments which had a material impact on the Company's financial statements, audit scope, to rest assured that the financial statements were prepared in accordance with the legal requirements, the generally accepted accounting standards and the financial reporting standards, with correct and sufficient disclosure of information in a timely manner for the benefit of users of the financial statements, and therefore approved such financial statements as audited and reviewed by the auditor, representing a report on an unqualified opinion.
- 2. Review of Internal Control System:** The Audit Committee reviewed the assessment results of the internal control in respect of the operating system and the IT system by using the Internal Control Adequacy Evaluation Form under the practice guidelines as specified by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and quarterly considered the results of review in terms of operations, resource utilization, property care, prevention or minimization of mistakes, damage and fraud, compliance with relevant laws, rules and regulations, and prevention of information risk to ensure the efficient and effective performance in all work units in order to meet the specified objectives and targets, compliance with various relevant laws and requirements, and adequate ability to control and prevent corruption.
- 3. Supervision of Internal Audit:** The Audit Committee reviewed the Internal Audit Unit to ensure its independence, with a duty to report directly to the Audit Committee, by considering and approving the annual internal audit plan, and reviewed the results of operations as per the approved work plan, considered issues as a result of the audit and useful suggestions in order to enhance the efficiency of the internal audit system, and regularly followed up the operational results under the suggestions, as well as approving the consideration for appointment, transfer, termination of employment of the Head of the Internal Audit Unit.

4. **Review of Good Corporate Governance:** The Audit Committee reviewed the Company's operations to ensure that its business operations were reasonably carried out under the corporate governance principles in compliance with the law on securities and exchange, rules and regulations of the Office of the Securities and Exchange Commission, requirements of the Stock Exchange of Thailand, and other laws relating to the business operations, including obligations which might arise from agreements executed with third parties, and found that the Company has duly and properly complied with the relevant laws and requirements in a timely manner.
5. **Review and Provision of Opinions on Connected Transactions or Transactions which might give rise to conflicts of interest, including Disclosure of Information on such Transactions:** The Audit Committee reviewed and provided opinions on execution of connected transactions or transactions which might give rise to conflicts of interest in compliance with the applicable laws and requirements of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand, and found that the Company executed such transactions with transparency, justification, and benefit to the Company's business operations and shareholders as a whole, together with correct and complete disclosure of information in a timely manner.
6. **Consideration for Selection, Nomination of the Auditor and Annual Remuneration for the Auditor:** The Audit Committee had the duties to consider selecting, nominating, re-electing, or terminating the engagement of the auditor, and consider the remuneration for the auditor, by taking into account the auditor's independence, knowledge, capability, experience, previous audit performance, reasonableness of the auditing fee, and was of the view that the auditor from EY Office Limited was independent, knowledgeable, capable and experienced regarding the audit, provision of advice on the accounting standards, certification of the financial statements in a timely manner, and that the auditing fee was reasonable. Therefore, it resolved to propose the matter to the Board of Directors to consider and seek approval from the meeting of shareholders for appointment of the auditor from EY Office Limited as the Company's auditor for 2021, with the remuneration in an amount not exceeding Baht 4,240,000 per year.

In summary, the Audit Committee has fulfilled its duties and responsibilities under the Audit Committee Charter as approved by the Board of Directors to provide various opinions and suggestions for the fair benefit of all interested parties, with its adequate knowledge, abilities, due care, prudence, and independence, and it was of the view that the Company's reports on financial information and operations were correct, reliable, in line with the generally accepted accounting standards and the financial reporting standards; that the Company's risk management and internal control system were proper, sufficient, together with the effective internal audit and operations in line with the good corporate governance principles, as well as compliance with applicable laws, rules and requirements relating to the business operations in all respects.

- Signature-

(Mr. Vitoon Tejatussanasoontorn)

Chairman of the Audit Committee

## Report of the Nomination and Remuneration Committee

The Board of Directors of Bangkok Expressway and Metro Public Company Limited appointed the Nomination and Remuneration Committee by having General Chetta Thanajaro as Chairman of the Nomination and Remuneration Committee, Mr. Plew Trivisvavet, Mr. Vitoon Tejatussanasoontorn and Mr. Supong Chayutsahakij as Nomination and Remuneration Committee Members, with the duties to nominate and consider remuneration for directors and Managing Directors to ensure transparency and fairness.

In 2020, there were three Nomination and Remuneration Committee's Meetings to consider various matters. The essence of the performance of its duties can be summarized as follows:

1. Considering selecting qualified persons to hold the position of the Company's directors in accordance with the Company's criteria and procedures for director nomination, per the following:
  - The Board of Directors considered the qualifications and roles in the previous year's performance of duties of the six directors who retired by rotation and then proposed that the 2020 Annual Ordinary General Meeting of Shareholders re-appoint them for another term;
  - The Board of Directors considered the qualifications of MRTA's representative who had knowledge in the concession agreements and had experience in the management and operating works of the mass rapid transit operation service, which were beneficial to the Company.

2. Reviewing criteria on consideration and determination of remuneration for directors for 2020

The Board of Directors considered reviewing the criteria on consideration of remuneration for directors and was of the opinion that such determined remuneration was appropriate and commensurate with the scope of assigned duties and responsibilities of each director; stayed at the same rate as that offered by other companies in the same industry to attract and retain knowledgeable, competent and qualified directors to perform duties for the Company; elements of remuneration were clear, transparent, and easy-to-understand, by proposing the remuneration for directors for 2020 to the shareholders' meeting for consideration and approval.

3. Reviewing nominating Managing Directors for appointment and determining remuneration

The Board of Directors considered the qualifications of the nominees for the positions of Managing Directors with the duty to conduct the Company's management, and determined remuneration for the Managing Directors to ensure that such remuneration remained at the long-term motivated rate; commensurate with the scope of assigned duties and responsibilities of the Managing Directors, whereby such consideration was based on the performance of the Managing Directors, together with the operational results of the Company, and then proposed that the Board of Directors' Meeting consider approval such matter.

In conclusion, the Nomination and Remuneration Committee has fulfilled their duties as specified in the Nomination and Remuneration Committee's Charter approved by the Board of Directors, by employing its knowledge and ability with due care, and having its independence as sufficient to provide the opinions and suggestions for the overall benefits of the Company.

- Signature-

(General Chetta Thanajaro)

Chairman of the Nomination and Remuneration Committee

## Report of the Corporate Governance and Risk Management Committee

The Board of Directors of Bangkok Expressway and Metro Public Company Limited has realized the significance of compliance with the good corporate governance principles and risk management whereby the Board of Directors appointed the Corporate Governance and Risk Management Committee, comprising Mrs. Vallapa Assakul as Chairman of the Corporate Governance and Risk Management Committee, Mr. Phongsarit Tantisuvanitchkul, Dr. Sombat Kitjalaksana and Mrs. Payao Marittanaporn as Corporate Governance and Risk Management Committee Members, with the duties to formulate policies and directions of operations in respect of the good corporate governance of the Company to ensure performance of duties with transparency and independence in compliance with the guidelines for the good corporate governance, consider risk management plan, risk management process, as well as monitoring, inspecting and reviewing the Company's overall risks to stay at an acceptable level.

The Corporate Governance and Risk Management Committee has performed its duties as assigned by the Board of Directors, and in 2020, convened its three meetings with the high-ranking management team to consider reviewing policies and follow up progress of compliance with the good corporate governance principles and risk management plan of the Company. The key performance of its duties can be summarized as follows:

1. Monitoring to ensure the Company's compliance with the good corporate governance principles

The Board of Directors followed up and reviewed the practical guidelines for the good corporate governance whereby such guidelines were proposed to the Board of Directors' Meeting to consider the appropriateness of the same to be adopted as guidelines for the Company's operations. In this regard, the Board of Directors considered reviewing and improving the good corporate governance policy relating to shareholders' rights; treatment towards shareholders and stakeholders; disclosure of information; and the Board of Directors' responsibility, to ensure consistency with the requirements of the Stock Exchange of Thailand. In 2020, the survey results of the Company's corporate governance were shown at the excellent level; the assessment results of the Company's Annual Ordinary General Meeting of Shareholders were shown at the excellent level; and the Company was selected as one of 124 listed companies on the Thailand Sustainability Investment for the fourth consecutive year.

2. Risk management

The Board of Directors, in association with the high-ranking management, considered compliance with the annual risk management plan, regularly reviewed and followed up the risk management as well as following up movement, tendency for review of the plan and strategies to manage risks to stay at the acceptable level in an appropriate and timely manner for the ongoing changing situations and consistent with the Company's work plan. In 2020, two risk matters no longer existed, i.e., the implementation of the MRT Blue Line Project, because its entire line was opened

for service on March 30, 2020; and the legal disputes, because the Company, the Subsidiary and the EXAT settled all the legal disputes between each other and expanded the concession periods of both the Second Stage Expressway Agreement (Sectors AB, C, and D) and the Bang Pa-in - Pak Kret Expressway Project to end on October 31, 2035. Furthermore, there was a risk with a substantial change in the operations as a result of the outbreak of Coronavirus Disease 2019 (COVID-19), the Company therefore formulated a business continuity management plan in case of a severe disease outbreak, with its preparedness responding to such situation, and an action plan to accommodate any potential threatening situations.

In conclusion, the Corporate Governance and Risk Management Committee is certain that the Company has complied with the good corporate governance principles and guidelines, has continuously and efficiently conducted risk management, as well as making prudent emergency response preparedness in advance for enabling the Company to carry out operations uninterruptedly to ensure the sustainable existence.

- Signature-

(Mrs. Vallapa Assakul)

Chairman of the Corporate Governance and Risk Management Committee