

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 and thus appointed the Corporate Governance and Risk Management Committee by having General Sampao Choosri as Chairman of the Corporate Governance and Risk Management Committee, Mrs. Vallapa Assakul, 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 of the good corporate governance, consider risk management plan, risk management process, as well as monitor, inspect and review 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 2017, 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 essence of the performance of 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 good corporate governance guidelines by proposing the Board of Directors' Meeting to consider the appropriateness in adopting it 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 in line with the requirements of the Stock Exchange of Thailand. In 2017, the results of the Company's corporate governance survey were shown at the very good level and the results of assessment of the 2017 Annual Ordinary General Meeting of Shareholders were shown at the excellent level, let alone the fact that the Company was announced as one of 65 listed companies on the Thailand Sustainability Investment 2017 and also received the Best Deal of the Year Award at the SET Awards 2017.



2. Risk management.

The Board of Directors, in association with the high-ranking management, considered the annual risk management plan, reviewed and followed up the risk management every quarter to follow up movement, tendency for review of the risk management plan and risk management strategies to deal with risks to stay at an acceptable level as appropriate in a timely manner for the ongoing changing situations and in line with the Company's work plan.

In conclusion, the Corporate Governance and Risk Management Committee is certain that the Company has complied with the good corporate governance principles and guidelines and has continuously and efficiently conducted risk management, as well as making all-around preparedness in advance for enabling the Company to carry out operations uninterrupted and continue to exist sustainably.

General

A handwritten signature in black ink, appearing to read 'S. Choosri'.

(Sampao Choosri)

Chairman of the Corporate Governance and
Risk Management Committee