



Form 56-1 One Report 2021

- Attachment 5
The Company Policy

Table of Contents

1. Vision, Mission and Goals of Operations	1	15. Respect of laws and human rights principles Policy	10
2. Corporate Governance Policy	2	16. Health and safety Policy	10
3. Policy on Dividend Payment	3	17. Disclosure Policy	11
4. Corporate Social Responsibility and Sustainable Development Policy	3	18. Succession Plan Policy	12
5. Environmental Policy	4	19. Execution of Connected transactions on Arm's Length Basis Policy	12
6. Risk Management Policy	4	20. Prevention of a conflict of interest Policy	13
7. Anti-Corruption Policy	5	21. Criteria for the nomination of Directors and Senior Management	13
8. Inside Information Usage Policy	5	22. Tax Policy	14
9. Policy on Investment and Management in the Subsidiaries and Associated Companies	7	23. Information Security Policy	14
10. The policy on reporting of the conflict of interest	7	24. Innovation Promotion Policy	15
11. Related party transactions Policy	8	25. Code of Conduct of Investor Relations	15
12. Quality Policy	8	26. Policy on Data Governance and Management	16
13. Personnel Development Policy	9	27. Policy on Know Your Customer for Use of Electronic Money Services	17
14. Non-infringement of intellectual property Policy	9	28. Securities Trading Policy	18

Vision

“To become a leading, fully-integrated transportation service provider in Thailand and ASEAN.”

Mission

The Company is committed to:

1. Providing services of the expressway and metro systems with safety, convenience, rapidity, reliability, punctuality and efficiency, in order to improve the quality of people's life;
2. Improving the quality and efficiency of the modern and full service transportation network in order to alleviate traffic problems, preserve the environment, and improve society and the country; and
3. Creating value added and utmost benefit to the shareholders based on fairness to all stakeholders.

Goals and Business Strategies

To achieve the Company's objectives and missions, the Company has formulated major strategies in its business operations, as follows:

1. Investing in the transportation system projects, expressway and connecting road projects, metro system projects, and related projects under the government policy for the Public Private Partnership (PPP) in respect of infrastructure, including related businesses, such as, various commercial developments, taking into consideration of the projects which are beneficial to society and the Country, with reasonable business yields;
2. Strengthening the businesses by generating revenues for continued growth, and managing costs and expenses efficiently, in order to maintain good financial standing;
3. Building relationships with stakeholders through the Corporate Social Responsibility process and communicate to gain an acknowledgment from personnel and people outside the organization;
4. Developing personnel ready for provision of quality services of the expressway and metro systems; and
5. Building social recognition of the good corporate image.

>> Corporate Governance Policy

The Company realizes the significance and benefits of good corporate governance to ensure the Company's efficient, transparent and auditable management systems which help build up reliance and confidence for shareholders, investors, stakeholders, and all parties concerned in pursuit of the Company's sustainable growth. The Company adheres to practical guidelines under the Company's corporate governance policy which is in compliance with the Principles of the Corporate Governance Code covering eight chapters, are as follows:

1. Roles and Responsibilities of the Board of Directors as Leadership

- Perform duties with awareness and understanding of roles, duties and responsibilities as leadership, supervise and oversee to ensure good management, create value for the business sustainably.
- Monitor and oversee to ensure that directors and executives comply with the scope of duties and responsibilities with carefulness and integrity, perform works under laws, regulations and meeting resolutions.

2. Business Objectives and Goals of the Company for Sustainability

- Specify business objectives and goals which conform with and create sustainable value for the Company, stakeholders and society.
- Monitor and oversee to ensure that strategies are formulated in accordance with the business objectives and goals by appropriately using innovation and technology.

3. Strengthening the Board of Directors Effectively

- Determine and review the structure of the Board of Directors to ensure that it has an appropriate size, composition and proportion of independent directors properly.
- Ensure transparent and clear the selection and nomination process.
- Ensure that the compensation structure is suitable for responsibilities.
- Regularly promote the development of skills and knowledge required for performance of duties.
- Impose a limit on the number of listed companies in which a director may take a position of a director for not more than 5 companies to ensure efficiency in performance of their duties.

4. Nomination and Development of High-Ranking Executives and Human Resource Management

- Have a process of nomination and development of high-ranking executives in place to ensure they have knowledge, skills, experience and qualifications required to drive the organization to its goals.
- Ensure the appropriate compensation structure.
- Conduct management and development of human resources to ensure that they fulfill the required amount, knowledge, skills, experience.

5. Nurturing Innovation and Business Operation Responsibly

- Promote and develop creation of culture, development of organizational innovation to increase value for the business according to the changing environment on a continuously basis by taking into account both internal and external stakeholders.

6. Appropriate Internal Control and Risk Management Systems

- Ensure the appropriate risk management system and internal control system, supervise and oversee the operations of the Company to achieve the objectives and goals with effectiveness.
- Handle conflicts and prevent utilization of property, information, opportunities and execution of transactions with related persons to ensure compliance with relevant laws and standards.

7. Financial Reliability and Disclosure

- Ensure that disclosure of important financial information and non-financial information is accurate, complete, sufficient, timely, transparent in accordance with relevant rules, standards and practical guidelines.
- Communicate information with stakeholders by appropriately using technology for dissemination.
- Protect information which affects the securities' prices so that the disclosed information can reflect the practice or create value for the business sustainably.

8. Encouraging Participation and Communication with Shareholders

- Monitor and oversee to ensure that there is a process to encourage shareholders' participation to make decisions on significant matters of the Company.
- Ensure that all shareholders are equally treated and protected in respect of their basic rights, implement measures to prevent the inside information usage for personal gain or others in an abusive manner, which would cause damage to the shareholders as a whole.
- Encourage the shareholders to exercise their basic rights and take care of the shareholders to the greater degree than their legal rights.
- Do not take any action which violates or derogates the shareholders' rights.

>> Policy on Dividend Payment

The Company

The Company has the policy to pay dividend at not less than 40 percent of the net profit of each year, taking into account the operational results, financial structure and obligations, investment, as well as the consistency of dividend payments to the Shareholders.

The Subsidiaries

The Subsidiaries have the policy to pay dividend at the rate of approximately 40 percent of the net profit after deduction of legal reserves, taking into account the operational results in the accounting year of the separate financial statements as at the end of the accounting year and under the conditions of the loans agreement.,

The dividend policy of the Subsidiaries have been considered and recommended by the Board of Directors of the Company to the Board of Directors of the Subsidiaries to propose to the Meeting of the Shareholders of the Subsidiaries for an approval. The payment of the dividend is, however, based on the investment plan and other necessary and appropriate matters according to the view of the Board of Directors of the Subsidiaries.

>> Corporate Social Responsibility and Sustainable Development Policy

The Company is committed to its business operations with social and environmental responsibility; as well as mainly focusing on coordination for mutual benefit with all groups of stakeholders in every dimension as appropriate in the pursuit of the Company's sustainable business growth, along with its determined efforts to benefit and grow all groups of stakeholders together, as follows:

1. To lead the organization with the concept of sustainable development, through communication and exchange of best practices with all of the Company's stakeholders;
2. To incorporate the sustainable development concept into every aspect of the work and decision processes of the Company;
3. To promote training, learning, and counseling, focusing on practices according to the sustainable development guidelines;
4. To support regional operation and cooperation to achieve sustainable development.

It is the responsibility of every employee to seriously implement this policy as part of his or her own work processes for the sustainable growth of the Company and all groups of stakeholders.

>> Environmental Policy

The Company is environmentally responsible for its service business. Therefore, the Company is committed to environmental management based on the following practices:

1. Giving priority to pollution prevention and control in compliance with international standards, taking into account the environmental impacts of all groups of stakeholders;
2. Raising staff awareness and promoting the efficient use of energy and natural resources as well as providing staff with environmental knowledge and training;
3. Performing duties in compliance with environment-related laws and other environmental regulations as applicable;
4. Reviewing objectives and goals for improvement of the environment management system on a continuous basis;
5. Communicating the environmental policy to the public and parties concerned, as well as adopting a policy to select and encourage use of eco-friendly products.

It is the responsibility of all the Company's staff and contractors to seriously and regularly implement this policy to ensure the environmental quality for the service users, staff, contractors, and communities nearby.

>> Risk Management Policy

The Company realizes that a risk management process is an essential element which enables the Company to foresee various risks and to make preparations in response to changes in the business conditions in a timely and appropriate manner, as well as to achieve a sustainable growth. The risk management policy of the Company is as follows:

1. To adopt a risk management process in accordance with the international standards or practices to ensure the efficiency of risk management, implementation and development in the same direction on an enterprise level in line with the business operation policy of the Company;
2. To treat the risk management as an integral part of operation, significant decision-making in the administration, and strategic planning to achieve the specified objectives, goals, missions and vision of the Company;
3. To carry out a proactive risk management to manage risks which may result in the Company's loss of interests and opportunities;
4. To delegate a risk management as staff's responsibility at all levels and manage risks within their work units and the organization to contain risks at adequate and appropriate level;
5. To determine guidelines on prevention or reduction of risks at a level acceptable to the Company in order to formulate plans to manage and control risks to at an acceptable level. All work units must consider the justification of expenses or costs to implement risk management measures in comparison with expected benefits;
6. To efficiently communicate the risk management within the Company for staff's effective learning, development and compliance;

7. To prepare an annual risk management plan, subjected to consideration and approval of the Corporate Governance and Risk Management Committee in respect of sufficiency and appropriateness to the current business circumstances; and
8. To regularly follow up and assess the results of risk management to make sure that the risk management is duly and properly conducted.

>> Anti-Corruption Policy

The Company realizes and gives priority to anti-corruption and fraud prevention, both inside and outside its organization. The Company thus formulates guidelines on proper conducts of directors, executives and staff via the code of business ethics of the Company. Furthermore, with the potential damage from corruption in mind, the Company then formulates anti-corruption policy containing the key practical guidelines as follows:

1. The Company's staff at all levels should carry out activities with fairness, integrity and transparency in business dealings with various agencies, provided that such activities must be lawful, and they have the duty to comply with the anti-corruption policy in the code of business ethics of the Company;
2. The Company promotes fair treatment with integrity towards its traders and compliance with any contractual commitments made with the Company's stakeholders;
3. Executives' and staff's awareness must be promoted to ensure that they refrain from committing any fraud and realize consequences of corruption;
4. Directors, executives and staff must refrain from accepting or offering any reception, gifts, and any other payments which are extravagant and unusual to those in business dealings with the Company; and
5. The Company arranges for staff training to educate them regarding the anti-corruption policy, practices and guidelines.

>> Inside Information Usage Policy

The Company establishes the guidelines on prevention of the use of the inside information. The details are as follows;

(1) General

The Company, as a listing member of the Stock Exchange of Thailand, prohibits any sale or purchase of the Company's securities by its management or staff in a way that considered as to take advantage of other persons using information material to changes on the prices of shares or securities, which has not yet been disclosed to the public, and which has been obtained due to their duties or positions in the Company, and may be subject to the penalties under the laws.

To prevent the Company's staff and directors, including the Company itself, from violating laws, as well as complying with the good corporate governance guidelines of the Company, the Company has set guidelines to prevent the use of inside information. Such guidelines will be revised from time to time as appropriated, and all directors, management and staff of the Company will strictly adhere to these guidelines with accountability as well as causes and effects on a case-by-case basis. These guidelines or policies will be stricter than the provisions of applicable laws, and will apply to directors, management and staff, including related persons.

(2) Trading of Securities by using Inside Information

Prohibited Persons

Persons who should not sell or purchase securities pursuant to the guidelines to prevent the use of inside information are as follows:

1. Directors and Management of the Company;
2. Directors and Management of the Company's subsidiaries, including its affiliates;
3. All staff of the Company and of the Company's subsidiaries;
4. Spouses and minor children of the directors and staff; and
5. Relatives who cohabiting with such persons above.

Prohibited Securities

Securities refer to shares, share warrants, convertible debentures and transferable subscription rights issued by the Company.

General Guidelines

1. Prohibited persons as described above should not sell or purchase the securities under any circumstances if they are aware or should be aware of material information that may affect the market price of the Company's securities, which has not yet been disclosed to the public.
2. Prohibited persons who are in possession of such material information due to their duties and positions as the Company's staff shall not disclose such information to any other person while such information has not yet been disclosed to the public, unless it is done in the performance of their duties to the Company.

Specific Guidelines

In addition to the general guidelines to prevent the use of insider information, persons who have perceived insider information of the Company shall also comply with the following guidelines:

1. Any person who has perceived insider information of the Company and is directly involved in the preparation of the Company's financial statements and the balance sheet is prohibited from purchasing or selling the Company's securities during the period of one month prior to the public disclosure of the financial statements.
2. Any director, management or staff who has received the draft financial statements as referred to above, is prohibited from purchasing or selling the Company's securities during the period of one month prior to the public disclosure of the financial statements.
3. Any persons who has perceived insider information of the Company and knows or should have known that the Company will disclose material information that may affect change in the market price of the Company's securities, is prohibited from purchasing or selling the Company's securities during the period of one month prior to the public disclosure.

(3) Report of Prohibited Persons

A. Duty to Prepare Reports

Directors, Managing Directors or persons who hold management positions as specified in the Securities and Exchange Act shall be required to file the disclosure reports of their initial securities holdings, and changes in such holdings, pursuant to the relevant laws and regulations, together with the filing of such reports to the Company.

B. Reporting Procedures

Directors, Managing Directors, or managements as specified in paragraph A. above who have the duty under law to prepare and file a report to disclose the securities holdings, of themselves, their spouses and their minor children to government agencies or regulators shall submit copies of such reports to the Company on the same day.

>> Policy on Investment and Management in the Subsidiaries and Associated Companies

The Company has a policy to invest in businesses which are related, similar, or beneficial, and support the Company's business operations, in order to provide opportunities and long-term yields, and strengthen the Company's stability and operational results. The investment policy shall be as follows:

1. To invest in projects or acquire ordinary shares in the project operator company, in a manner of long-term investments;
2. The investment shall be at the minimum proportion to allow the Company to participate in setting out policies, monitoring and reviewing operations of such companies so invested; and
3. Not to invest in any project giving rise to environmental impact or contrary to the good moral of the society.

>> The policy on reporting of the conflict of interest

The Company specifies that directors and executives are quarterly required to file a report with the Board of Directors' meeting on the securities trading or acquisition. It also requires that all directors and executives have to file the report either of themselves or their related persons to the Company regarding the conflict of interest which associates with the business management of the Company or its subsidiaries. The rules, conditions and reporting procedures of the report on the conflict of interest of directors and executives are prescribed under section 89/14 of the Securities and Exchange Act (No.4) B.E. 2551 as follows;

- 1) The Company specifies that directors and executives are quarterly required to file a report to the Board of Directors' meeting on the securities trading or acquisition. It also requires that all directors and executives have to file the report either of themselves or their related persons to the Company regarding the conflict of interest.
- 2) The reporting on the director's conflict of interest which associates with the business management of the Company or its subsidiaries must be complied with the rules, conditions and reporting procedures of the conflict of interest of the directors and executives prescribed under section 89/14 of the Securities and Exchange Act (No.4) B.E. 2551 as follows;
 1. All directors and executives are required to file a report either of themselves or their related persons to the Company regarding the conflicts of interest which associates with the business management of the Company or its subsidiaries;
 2. In case there is a newly appointed director or executive, the initial report form notified the conflict of interest must be submitted to the Company secretary within 15 business days from the date that person take a position;
 3. In case there is any change of the details in the conflict of interest report of the director or executive which associates with the business management of the Company or its subsidiaries, the directors or executives are required to report and submit the conflict of interest report form specified the details changed, either of themselves or their related persons to the Company secretary within 90 days from the date that such details changed;

4. The Company secretary is required to submit the copy of the conflict of interest report to the Chairman, directors and the Chairman of the Audit Committee within 7 business days from the date the Company received of such report; and
 5. With regards to the report on the securities holdings in the other business, directors and executives (accumulated the holdings with their related persons) are required to file a report regarding the securities holdings in the other business if the shareholdings, in aggregated, in the other business are more than 25 percent of the total of voting rights of such business.
- 3) The attendance of the meeting of the director with conflict of interest.
It is the policy of the Board of Directors that the director or executive who is the connected person to the transaction or has any conflict of interest in any matter is not allowed to consider and approve of such matter.

>> Related party transactions Policy

1. The Company shall comply with the rules and regulations of the Securities and Exchange Commission and the Stock Exchange, including the requirements on the disclosure of connected transactions as well as acquisition and disposition of significant assets of the Company or its subsidiaries and the accounting standards as prescribed by the Federation of the Accounting Professions. If there are transactions which may give rise to a conflict of interests in the future, such as, hiring a group of persons who may have a conflict of interests to carry out construction, project management, project maintenance, the Board of Directors, in association with the Audit Committee, shall consider the necessity and justification of such transactions, including pricing and terms of the transactions, which must be based on the ordinary course of business. Pricing must also be compared with third party prices or market price. Interested persons will not be allowed to participate in the consideration and approval of the transactions.
2. The Company has no policy to extend or guarantee a loan for a person who may have a conflict of interests under the definition of the SEC Office.
3. Should the Audit Committee do not have expertise to consider any particular related party transaction which may take place, the Company will arrange for an independent expert or the Company's auditor to give any opinion on such related party transaction to support the decision-making of the Board of Directors and/or the Audit Committee or the shareholders, as the case may be.
4. The Company will disclose the related party transactions in the notes to the financial statements that have been reviewed or audited by the Company's auditor.

>> Quality Policy

The Company determines to develop its efficiency, quality of work, and quality of life of its staff by consistently providing the quality management system. The Company, therefore, set out the quality objectives in aspects as follows;

1. Personnel Development

The Company determines to develop personnel competency for continuous learning to progress the career enhancement of its staff.

2. Teamwork

The Company focuses on personnel participation in solving problems and improving the operations with teamwork approach.

3. Quality Management

The Company emphasizes on creating the qualities of work and service from units within the organization to the third party service users to meet their satisfaction and impression.

4. Working Environment

The Company focuses on maintaining the fully prepared workplaces, equipment and vehicles to be tidiness, cleanliness and safety.

5. Responsibilities of the Executives and staff

The Company defines that the executives of all departments shall be responsible to continue operating, enhancing and supporting all activities under the policy. All staff shall also implement such activities as a part of their operation.

>> Personnel Development Policy

1. The Company establishes a policy on the nomination, development and retention of its personnel by means of provision of remuneration in the form of salary, welfare and other remuneration which are competitive in the same industry.
2. The Company regards its staff as valuable resources, that is, human resources are one of the major factors to the Company's development and competitiveness as well as achievement of the Company's objectives. The Company realizes the significant of internal personal development and improvement by way of regular training and performance review, including local and overseas study visits and training, particularly the awareness and training in respect of service safety. The Company's staff must strictly comply with the Company's safety rules and international standards.
3. The Company arranges for the efficient personnel management system based on fairness, equality and opportunity for staff development and exercise of competency at full capacity.
4. The Company gives priority to morale and a sense of pride in work performance of staff by determining remuneration and career advancement based on knowledge, competency and fairness, as well as arranging for the reasonable welfare system, together with the development of staff lifestyles in order to retain the Company's valuable human resources.
5. Retention of the Company's competent personnel The Company ensures that highly capable and competent staff advances in their career paths.

>> Non-infringement of intellectual property Policy

The Company respects and complies with the intellectual property laws, and has no policy to support any arrangements which infringe intellectual property of any kind, based on the following guidelines:

1. All staff have duty to protect and keep the Company's intellectual property confidential to ensure that such information must not be leaked out and exploited for personal gain or any other person's gain without permission.
2. All staff must respect and honor others' intellectual property and refrain from exploiting any of others' intellectual property, whether in whole or in part, without the owner's permission.

>> Respect of laws and human rights principles Policy

The Company makes it mandatory for directors, executives and staff to comply with the laws and human rights principles or human dignity, regardless of race, color, sex, language, religion, social origin, property, birth, political opinion, or other status, including to realize their own rights, duties, and responsibilities towards society and others, based on the guidelines as follows:

1. The Company must strictly comply with the laws and human rights principles and not support any business which violates the human rights.
2. The Company treats all staff equally, without discrimination in terms of employment, remuneration, training, promotion, termination or dismissal due to sex, race, color, religion, age, marital status, pregnancy, political opinion, or disability, etc.
3. The Company allows all staff to enjoy equal rights for work pursuant to rules, regulations, notifications and orders of the Company.

>> Health and Safety Policy

The Company, realized and emphasized on health and safety of the workplace by establishing a policy to take care of all employees in achieving quality of safety and sanitation of workplace as follows:

1. The Company, with solemn cooperation from all employees, shall prevent any accident, injury and illness caused by works as well as shall limit and manage risks caused by standard operational procedures.
2. The Company shall provide procedures to design equipment and tools, arrange the protocol, organize the training and operational controls with regards to life, safety, hygiene and properties of employees including the environmental and quality of life of the general public where the Company's operate.
3. The Company shall provide environment and sanitation in the workplace to be safe for life and hygiene as well as properties of employees and take hygiene and safety of customers into consideration.
4. The Company shall cooperate with the government agencies and other organizations to rapidly, effectively and carefully suspend emergency or accident caused by the Company's operations.
5. The Company shall strictly comply with applicable laws and regulations and shall utilize the International Standards on Safety Management in place if there is no applicable law and regulations in place.
6. The Company shall regularly provide work safety training programs for employees who operates on the Expressway system and Metro system to effectively and safety perform their duties.

>> Disclosure Policy

The Company is supervised and monitored to correctly, completely, timely, and transparently disclose significant information relating to the Company, both financial and non-financial information, via the easily accessible channels on a basis of equality and reliability, as follows:

Disclosure Policy

1. The Board of Directors will perform work in a transparent and auditable manner and disclose adequate information to all related persons as well as ensuring that significant information disclosure relating to the Company, both financial and non-financial information, is made correctly, completely, timely, transparently via the easily accessible channels on a basis of equality and reliability.

2. The Board of Directors will monitor to ensure that information dissemination is made in accordance with the specified requirements and through the Stock Exchange's channel, 56-1 One Report. Moreover, the Board of Directors will ensure that information disclosure is regularly made available in both Thai and English versions on the Company's website, as well as ensuring up-to-date information. In this regard, the disclosed information on the Company's website will at least cover the following:
 - Vision and missions of the Company;
 - Nature of business operations;
 - List of the Board of Directors and management team;
 - Financial statements and reports on financial position and operational results, for both current and previous years;
 - Form 56-1 One Report
 - Any other information or documents presented by the Company to analysts, fund managers or media;
 - Structure of shareholding, both direct and indirect;
 - Structures of company group, including subsidiaries, associated companies, joint venture companies and special purpose enterprises / vehicles (SPEs / SPVs);
 - Group of major shareholders, both directly and indirectly, holding at least five percent of all sold shares with the voting right;
 - Direct and indirect shareholdings of directors, major shareholders, high level management;
 - Notices of an ordinary general meeting of shareholders and an extraordinary general meeting of shareholders;
 - The Company's articles of association, memorandum of association and shareholders' agreement (if any);
 - Good corporate governance policy of the Company;
 - Risk management policy, including risk management methods;
 - Charter or duties, responsibilities, qualifications, term of holding office as director of the Board of Directors, including matters requiring approval of the Board of Directors;
 - Charter or duties, responsibilities, qualifications, term of holding office as member of the Audit Committee, the Nomination and Remuneration Committee, the Corporate Governance and Risk Management Committee and the Executive Board;
 - Codes of conduct of staff and directors of the Company, including code of conduct of investor relations;
 - Contact information of agencies or persons in charge of investor relations work, such as, contact name, telephone number.

3. The Board of Directors will monitor to ensure additional information disclosure as follows:
 - Report on results of compliance with the corporate governance policy, code of business ethics, risk management and environmental and social care, including failure to comply with the policies with supporting reasons;
 - Report on responsibilities of the Board of Directors towards the financial report;
 - Management Discussion and Analysis (MD&A) in support of disclosure of the financial statements on a quarterly basis;
 - Audit fee and non-audit fee for the auditor's services;
 - Roles and duties of the Board of Directors and subcommittees, number of meetings and number of each director's/member's attendance to meetings in the previous year, and opinions from performance of duties;
 - Training and development of knowledge of the Board of Directors;
 - Remuneration policy for directors and high level management, forms or nature of remuneration.

>> Succession Plan Policy

1. The Company prepares the Succession Plan for the Managing Director and Executives as well as for positions in the main operation based principally on performance, capacity, and availability of each person.
2. There is the preparation for the Successors in developing their knowledge, abilities, and skills according to the positions to be ready in case that the Managing Director or Executives in the major positions are unable to perform their duties.
3. The Company prepares the Succession Plan for the Executives in each level especially the Executives and positions in the main operation which emphasized on selecting personnel from within the organization. The promotion shall be determined according to the defined guideline to develop personnel with good performance and potential to progress through the hierarchy of both middle Managements and staff. The Consideration Committee shall be consisted of the Managing Director and Executives ranking from the Chief of Department or middle Managements according to the criteria prescribed.
4. The Executive designated as a Successor not only is required to equip with suitable qualifications and working experiences in the line of practice but also is required to receive the transferred experience by practicing, in the rotation, in the relevant departments. The candidate must attend training courses and additional trainings required to be prepared for continuing to work in the prospected advanced positions, smooth delivery of duties and consistent administration.

>> Execution of Connected transactions on Arm's Length Basis Policy

The Board of Directors approves in principle the Company's execution of connected transactions on arm's length basis, namely, transactions which involve commercial terms in a manner persons of ordinary prudence may enter into with general parties under the same circumstances, through commercial negotiation without any influence in the capacity as any directors, executives or related persons, as to execution of such transactions between the Company and its subsidiaries with directors, executives or their related persons, as follows:

1. Engagement of the company or legal entity which is a connected person for repairment, improvement or additional construction of expressways and related equipment should such company or legal entity proposes fair price and conditions to the utmost benefit of the Company.
2. Engagement of the company or legal entity which is a connected person for repairing or purchasing of materials or equipment, inclusive of labor, for maintenance of administration buildings and depots in the future, subjected to the commercial terms and other conditions which are not different from others.
3. Transactions between the Company and its subsidiaries with the Mass Rapid Transit Authority of Thailand (MRTA) as follows:
 - (1) Support of public relations and advertising activities to facilitate the metro service, in an amount not exceeding (one) Million Baht per year.
 - (2) Support of government policies to facilitate people's commute by the metro during the specified period from time to time by means of discounts or free rides, provided that MRTA will compensate for revenue during such period in accordance with appropriate and fair criteria.
4. Transactions in the manner of management or advisory service to any legal entity which is a connected person.

5. Leases of office building spaces for the Company and its subsidiaries from CH. Karnchang Public Company Limited to be situated as a registered office.
6. Other transactions which are connected transactions on arm's length basis under the definition of the SEC Office or the Stock Exchange.

>> Prevention of a conflict of interest Policy

1. Directors and executives must inform the Company of relationships or connected transactions in any business which may give rise to a conflict of interest;
2. Any connected transaction with directors which may give rise to a conflict of interest with the Company must be avoided. Any connected transaction which is necessary to be executed must be proposed to the Audit Committee to consider providing an opinion in relation to justifications and benefits for the Company prior to proposing the same to seek approval of the Board of Directors in accordance with the Corporate Governance Code, and ensure compliance with the rules of the SET and the SEC Office;
3. Executives and staff must strictly comply with the Articles of Association and the code of business ethics of the Company, in order to ensure the Company's reliability and trust for all stakeholders, and ensure dissemination of the information for all staff's understanding and adherence to the same.

>> Criteria for the nomination of Directors and Senior Management

The Nomination of Directors

The Nomination and Remuneration Committee shall consider recruiting and appointing the person as the director to replace those who resigned before his/her term and those who retired by the rotation according to the criteria as follows:

1. The person shall have the qualification complied with the Public Company Act, the Securities and Exchange Act, the Securities and Exchange Commission's Regulations and the Rules of the Stock Exchange of Thailand;
2. The person must have the knowledge, abilities and diverse experiences in various professional fields to be of benefit and value-added to the Company;
3. The person must have the characteristics that support and enhance the implementation of the Corporate Governance to create the significance to the Company such as being independence, confidence, creativity, performing its duty with an act of integrity, due care, and responsibility including fully time devotion;
4. In case that the director retired by his rotation, the director's performance history, which executed with due care and integrity as well as time fully dedication, shall also be considered; and
5. The required qualifications of the director shall be considered by the Committee based on the necessary skills complementing the Board of Directors and in accordance with the business strategy of the Company.

The qualified person shall be proposed to the Board of Directors by the Nomination and Remuneration Committee. The new director shall ultimately be elected by the voted in the meeting of the Shareholders of the Company.

The Nomination of Managing Director and Managements

1. The Nomination and Remuneration Committee shall propose the qualified person to the Board of Directors and appoint as the Managing Director. Such person must be a competent person with experiences to be of benefit to manage to achieve the objective or target set out by the Board of Directors and fully comprehended in the Company's business.
2. For the Executive ranking up from the Chief of the Department, the Managing Director shall nominate the person to be appointed by the Board of Directors.

>> Tax Policy

Bangkok Expressway and Metro Public Company Limited always strives to be a socially responsible organization committed to the transparent, fair and auditable business operations on the basis of the Corporate Governance Code, as well as striving to be a good organization with tax responsibilities to create value added to the society and the country in compliance with the guidelines for sustainable operations. The Company then formulates the tax policy to rest assured that its tax management is conducted properly and efficiently, as follows:

1. Compliance with laws, rules, regulations and requirements

The Company will strictly comply with applicable tax laws related to the business operations and will duly pay taxes within the specified period of time; manage exercise of benefits and privileges in accordance with provisions of laws; and disclose information on taxes in accordance with relevant rules and regulations to ensure transparency and build up the stakeholders' confidence

2. Collaboration with tax authorities

The Company will collaborate and maintain a good relationship with the government's tax authorities on the basis of the integrity and mutual respect.

3. Support and promotion to subsidiaries

The Company will support and promote its subsidiaries to comply with the tax policy to ensure the proper compliance with the applicable tax laws related to the business operations.

>> Information Security Policy

The information security plays an important part in contributing to the efficient and trustworthy business operations of the Company, the Company then is determined to develop the information security system and put it into practice, to rest assured that:

1. Access to the information system shall be strict to only authorized users;
2. The information system provides accuracy, reliability, and confidentiality;
3. The information system is always readily available to the users;
4. The information security is regularly reviewed;
5. Staff are encouraged to have information security knowledge, ability, and awareness.

In this regard, it is the responsibility of everyone for the information security. Thus, the staff and external parties authorized to have access to the Company's information system have the duty to make every effort to ensure the information security of the Company.

>> Innovation Promotion Policy

The Company realizes and strives for promotion and development of creating of innovative culture in the organization to add value to the businesses according to the ongoing changing circumstances by paying regard to internal and external stakeholders under the policy, as follows:

1. To encourage staff to participate in improvement of the work process to ensure the highest efficiency in line with the corporate mission, by using innovations as suitable with current circumstances;
2. To promote use of equipment, tools, devices, and technology in work operations, as well as using financial tools as appropriate;
3. To support and promote innovative culture in the organization for taking care of the stakeholders in a continuous manner.

>> Code of Conduct of Investor Relations

1. Accurate, adequate and timely disclosure of significant and necessary information for investment decisions
 - 1.1 The disclosed information must be accurate, adequate and timely in accordance with the rules of the Stock Exchange of Thailand, the Office of the Securities and Exchange Commission (SEC) and the requirements of government agencies, namely, information requiring disclosure under laws and information requiring disclosure under events.
 - 1.2 Discretion must be exercised to provide information with due care and prudence; and insider information, including trade secret information as available for the purpose of the Company's objectives or for the purpose of business competitiveness, must not be disclosed to any person or to the public, if the Company has not yet reported such information to the Stock Exchange of Thailand.
 - 1.3 If the Company has other information which has an effect on investment decisions in securities, the Company may disclose the additional information to the public other than that prescribed by the Stock Exchange of Thailand, provided that such information must be clear and adequate for investors' understanding without misleading investors about investment in the Company's securities.
 - 1.4 In the case of any rumor or leakage of news or information, prompt clarification on facts to the public must be made in accordance with the requirements of the Stock Exchange of Thailand to ensure correct understanding, and any other important supporting conditions, if any, must be clearly specified.
 - 1.5 Channels for information disclosure or information sources must be determined to ensure information users' equal access, as follows:
 - Disclosure via the system of the Stock Exchange of Thailand;
 - The Company's business information report;
 - Printed materials, such as, Annual Report, report on the Company's operational results, IR report;
 - Meetings with analysts or investors;
 - Electronic media, such as, website, email, Facebook, Line;
 - Company Visit;
 - Organizing or participating in Roadshows.

2. Protection of insider information

- 2.1 Insider information must not be used for personal interests or others' interests under the Company's work rules and regulations which prohibit its staff from disclosing the Company's confidential information to any third parties or abusing his/her work position in the Company for unduly seeking personal interests or others' interests. A violation thereof is subject to serious disciplinary action.
- 2.2 The authorized persons' access to the Company's insider information is determined and restricted according to staff hierarchy and authority with the information security system, provided that the investor relations authorized to have access to insider information must not disclose such information to others until such information has been disclosed to the public in accordance with various criteria.
- 2.3 The investor relations must keep and disclose insider information accurately in accordance with relevant rules and regulations prior to disclosure to any specific group of investors.

3. Equitable and fair information disclosure by allowing all related persons' access and inquiries

- 3.1 Types of information and timeframe of information disclosure are specified in the Company's IR calendar to enable all related persons to have access to information and make inquiries.
- 3.2 Content of information is specified in disclosure for investor relations' adherence to ensure understanding to all related persons on an equitable basis.

4. Performance of duties with honesty and integrity in the profession on the basis of the equitable treatment, without any discrimination in favor of bribery which acts as a personal incentive and which is for their own interests rather than for the interests of the Company and related stakeholders.

>> Policy on Data Governance and Management

Bangkok Expressway and Metro Public Company Limited (the Company) realizes and gives priority to data governance and management by formulating the Policy on Data Governance and Management to achieve measures and practices which cover a wide range of related activities, including data acquisition, data classification, data storage, data access, data analysis, data exchange, data sanitization, data security and usage. This Policy shall also mean processes, procedures, staff, and technologies to rest assured that the information acquired by the Company has been under the stringent and systematic protection in accordance with standard and criteria required by law, as follows:

1. Identify data source(s) and responsible person(s) for enabling risk ranking and data classification to be made;
2. Collect and store data into categories and types of data by properly using the secure processes, methods, procedures and technologies;
3. Specify the connection of data acquisition, data usage and data sanitization, as well as specifying data storage status to support data management with efficiency;
4. Establish data access and data modification processes which are proper, transparent and secure according to data classification, as well as regularly inspecting data completeness, accuracy, and availability;
5. Disclose data only to the Company's authorized worker(s) to have access to such data, and not disclose data to any third parties, except with the prior consent of the data owner or except where such disclosure is required by law;

6. Perform data storage or data sanitization by properly using standard methods in accordance with relevant laws under the policy on information technology security of the Company;
7. Promote staff and workers' suitable knowledge, abilities, and conscience in relation to data governance and management;
8. Establish new criteria and methods in various aspects for data governance and management to ensure consistency with the business nature and compliance with the Corporate Governance.

>> Policy on Know Your Customer for Use of Electronic Money Services

Bangkok Expressway and Metro Public Company Limited (the Company) realizes the duty and prioritizes the requirements for knowing customers, and then formulates the Policy on Know Your Customer for Use of Electronic Money Services in compliance with the Payment System Act B.E. 2560 (2017) and the Notification of the Bank of Thailand B.E. 2563 (2020) Re: Criteria for Know Your Customer for Opening of Electronic Money Services in relation to Customer Identification, Verification and Identity Confirmation, including the Anti-Money Laundering Act B.E. 2542 (1999) and the Ministerial Regulation for Customer Due Diligence B.E. 2563 (2020), so as to enhance the circumstances of knowing customers to ensure security, reliability according to the risk degree of products and channels of use of electronic money services, as follows:

1. Provide measures for identification and verification of customers who have business relationship with the Company whereby the customers must be arranged to present his/her data and evidence for proof of their identification to the Company's staff, including other channels specified by the Company, before entering into transactions, unless the customers have already proved their identification;
2. Store the customer identification data in accordance with the criteria required by laws and the Company's regulations, with the data requiring to be used to fulfill the intention and objective of the Company only;
3. Keep the customer data to ensure its availability at all times by establishing the proper and secure processes/channels for the customer identification, including access, change or amendment and deletion of customer personal data, in accordance with the policy on information technology security of the Company;
4. Encourage staff or persons who are related to work to have suitable knowledge and abilities in relation to processes, methods, including compliance with this Policy.

In this regard, the responsibility for the Policy on Know Your Customer for Use of Electronic Money Services lies with the Company, therefore, the persons who are related thereto shall observe and support the same to ensure compliance with the laws.

>> Securities Trading Policy

The Company realizes and gives importance to policy formulation and looks after its directors, executives, and employees to prevent misuse of the inside information in order to treat all shareholders with transparency and equitability in accordance with the principles of corporate good governance and prevention of misuse of the inside information of related persons. The Company then formulates the Securities Trading Policy, as follows:

1. Directors and executives shall avoid and refrain from trading the Company's securities during the period of one month prior to the disclosure of quarterly and annual financial statements.
2. Directors, executives and employees, who have known any financial statements information or any other material information that affect the Company's securities prices, are prohibited to trade or allow other persons to use such information to trade the Company's securities during the period of one month prior to the disclosure of the financial statements and/or any other information that affect the Company's securities prices whether for one's own benefits or others.