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**Minutes of the 2024 Annual Ordinary General Meeting of Shareholders
via Electronic Means (E-AGM)
under the Emergency Decree on Electronic Meetings B.E. 2563 (2020)
Wednesday, April 10, 2024
with the Meeting Control at the Head Office
Bangkok Expressway and Metro Public Company Limited
No. 587 Sutthisarn Road, Ratchadaphisek Subdistrict,
Dindaeng District, Bangkok 10400**

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The Meeting commenced at 2:00 p.m.

Attendees were as follows:

1) 17 directors attending the Meeting from the total number of 17 directors (representing 100 percent) were as follows:

Directors attending the Meeting at the Meeting Room

1. Mr. Plew Trivisvavet Chairman of the Board of Directors,
Nomination and Remuneration
Committee Member
(Chairman of the Meeting)
2. Mr. Vitoon Tejatussanasoontorn Director,
Chairman of the Audit Committee,
Nomination and Remuneration Committee
Member
(Independent Director)
3. Gen. Chetta Thanajaro Director,
Chairman of the Nomination and
Remuneration Committee,
Audit Committee Member
(Independent Director)
4. Prof. (adjunct) Athapol Yaisawang Director,
Chairman of the Corporate Governance,
Risk Management and Sustainable
Development Committee,
Nomination and Remuneration Committee
Member
(Independent Director)

(Translation)

5. Mr. Phongsarit Tantisuvanitchkul Director,
Chairman of the Executive Board,
Corporate Governance, Risk
Management and Sustainable
Development Committee Member
6. Dr. Sombat Kitjalaksana Director,
Corporate Governance, Risk
Management and Sustainable
Development Committee Member,
Executive Director, and
Managing Director

Directors attending the Meeting via electronic means

7. Dr. Annop Tanlamai Director,
Audit Committee Member
(Independent Director)
8. Mrs. Vallapa Assakul Director,
Corporate Governance, Risk
Management and Sustainable
Development Committee Member
(Independent Director)
9. M.L. Prasobchai Kasemsant Director
(Independent Director)
10. Mr. Supong Chayutsahakij Director and Executive Director
11. Mrs. Payao Marittanaporn Director and Executive Director
12. Dr. Supamas Trivisvavet Director and Executive Director
13. Miss Arisara Dharamadhaj Director
14. Mr. Panit Dunnvatanachit Director
15. Mr. Piyakorn Apibalsri Director
16. Mrs. Tasanuch Thammachot Director
17. Miss Jiranan Vorachak Director

2) Executives attending the Meeting

1. Mr. Witoon Hatairatana Deputy Managing Director : Operations
& Engineering (Rail)
2. Mr. Anawash Suwanarit Deputy Managing Director : Business
Development & Expressway Operations
3. Mr. Alvin Gee Deputy Managing Director :
Administration
4. Miss Panan Tosuwanthaworn Deputy Managing Director : Accounting
& Finance

(Translation)

5. Mrs. Manatsavee Subchavaroj Assistant Managing Director : Legal and Compliance Group, and Company Secretary
6. Miss Mutita Insawang Concession and Directors Office : Director

3) Auditor, EY Office Limited (attending the Meeting via electronic means)

Miss Kanokporn Thiangtham

4) Legal Advisor, The Legists Group (attending the Meeting via electronic means)

Mr. Nopadol Intralib

5) Examiner of Voting Results, The Legists Group

Miss Sawitree Treenawarut

6) Representative of Shareholders' Right Protection Volunteer (attending the Meeting via electronic means)

Miss Theeraprapha Yooruamjai

7) Shareholders attending the Meeting

As at the closing date of the share register for collection of shareholders' names on Wednesday, March 13, 2024, the total number of shareholders who had the right to attend the Meeting was 80,918 shareholders with the total of 15,285,000,000 shares sold and 20,846,500 shares repurchased by the Company. The shares held by the Company, according to the law, do not constitute quorum and are not entitled to vote and dividend payments.

There were a total of 1,692 shareholders attending the 2024 Annual Ordinary General Meeting of Shareholders, both via electronic means in person and by proxy, which commenced at 2:00 p.m., holding among them 10,665,768,606 shares or 69.8746 percent of the total number of shares sold, thereby constituting the quorum in accordance with the Articles of Association of the Company, which stipulate that there shall not be less than 25 shareholders holding in aggregate not less than one-third of the total number of shares sold; and as at the closing time of the registration, there were a total of 1,717 shareholders attending the Meeting, holding among them 10,742,644,361 shares or 70.3782 percent of the total number of shares sold.

There were 1,374 shareholders out of 1,717 attending shareholders, holding among them 1,388,181,954 shares, authorizing Mr. Vitoon Tejatussanasoontorn, Chairman of the Audit Committee, and Gen. Chetta Thanajaro, Audit Committee Member, who were Independent Directors and individuals with no special interest differently from the other directors in all agenda items proposed in this Meeting, to act as their proxy to attend the Meeting and vote on their behalf.

The Company Secretary clarified to the Meeting that the Board of Directors resolved to convene the 2024 Annual Ordinary General Meeting of Shareholders via electronic means (E-AGM) in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and the Notification of the Ministry of Digital Economy and Society Re: Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563 (2020). To that end, the Company arranged for an electronic meeting service provider with expertise and certification from relevant agencies.

(Translation)

There were the agenda items as shown in the Notice of the Meeting which had been delivered to shareholders.

In addition, the Company would record the proceeding of the Meeting via video media and make it available for shareholders' viewing through the Company's website.

The Company realizes the importance of the security of shareholders' personal data and has then issued the Privacy Notice for the 2024 Annual Ordinary General Meeting of Shareholders in compliance with the standards as required by the Personal Data Protection Act B.E. 2562 (2019) in order to assure its shareholders of the security of their personal data. Details can be found in the Notice of the Meeting on pages 53-55.

Prior to proceeding with the Meeting in accordance with the agenda, the Chairman requested the Company Secretary to inform the Meeting of the Company's practical procedures for the Ordinary General Meeting of Shareholders and vote casting.

The Company Secretary stated to the Meeting that the details of procedures for vote casting and rules for counting of votes were described by the Company on pages 48-49 of the Notice of the Meeting as delivered to shareholders, essence of which can be summarized as follows:

1. In casting a vote, it shall be based on the Company's Articles of Association, namely, one share shall have one vote.
2. The Meeting will consider the agenda in the order specified in the Notice of the Meeting, by presenting information in each agenda and providing an opportunity for shareholders to ask questions before voting, and the results of the votes will be announced to the Meeting once the vote counting in the respective agenda items is completed.
3. In counting votes, the Company will deduct the disapproval and abstention votes out of the total votes cast by shareholders present at the Meeting and having the right to vote, and the remaining votes will be counted as votes "Agree".

Shareholders who intend to vote on each agenda or intend to ask a question or express an opinion at the Meeting shall follow the steps and procedures outlined in the video clip. If there are numerous questions that are identical to one another on each agenda, the Company reserves the right to consider selecting or combining those questions as appropriate in order to ensure that the Meeting can be concisely conducted. As for any shareholders' questions that have not yet been answered during the Meeting, the Company will reply to the shareholders via e-mail as registered.

Item 1 **Consideration and approval of the Minutes of the 2023 Annual Ordinary General Meeting of Shareholders**

The Chairman requested the Company Secretary to clarify the details to the Meeting.

The Company Secretary informed the Meeting that the Minutes of the 2023 Annual Ordinary General Meeting of Shareholders, which was held on April 18, 2023, as shown in the Notice of the Meeting per Attachment 1., had already been delivered by the Company to shareholders in advance, and publicized on the Company's website together with a video recording of the Meeting since May 2, 2023, without any shareholder proposing an amendment to the Minutes of the Meeting.

Having considered the matter, the Board of Directors was of the opinion that the Minutes of the Meeting were correctly, completely and clearly recorded, and thus, it deemed appropriate to propose that the Shareholders' Meeting approve such Minutes of the Meeting as presented.

The Chairman allowed shareholders to ask questions or express their opinions.

(Translation)

The Company Secretary informed the Meeting that no shareholder asked any questions or expressed any opinions, both via VDO Conference and Q&A.

The Chairman then requested the Meeting to consider casting votes.

The Company Secretary stated to the Meeting that this agenda item required approval by a majority vote of the shareholders who attended the Meeting and cast their votes.

The voting results were as follows:

A total of 10,667,077,764 votes were cast by shareholders attending this agenda.

Approved	10,667,077,524	votes	equal to	100.00	percent
Disapproved	0	vote	equal to	0.00	percent
Abstained	240	votes			
Voided Ballot	0	vote			

The Shareholders' Meeting unanimously resolved to approve the Minutes of the 2023 Annual Ordinary General Meeting of Shareholders, as proposed.

Item 2

Acknowledgement of the Company's operational results for the year 2023

The Chairman requested the Company Secretary to clarify the details to the Meeting.

The Company Secretary presented the information of the Company's operational results for 2023 in a video format, essence of which could be summarized as follows:

The Thai economy grew by 1.9 percent in 2023 from the previous year in the midst of numerous challenges. However, despite the fact that the tourism industry has recovered, the number of foreign visitors has not yet reached the level it was in 2019 prior to COVID. Nevertheless, increased travel has resulted in an increase in the volume of expressway users and the volume of ridership from the previous year. In 2023, expressway users made an average of 1,116,964 trips per day, representing an increase by 7 percent; the average ridership volume on the MRT Blue Line was at 390,260 trips per day, representing an increase by 44 percent; as a results, toll revenue, farebox revenue, and commercial development revenue which were in connection with the traffic volumes on the expressway and metro systems rose accordingly.

The Summary of the Company's and its Subsidiaries' Operational Results in 2023:

Toll revenue amounted to Baht 8,919 Million; farebox revenue and O&M service revenue amounted to Baht 6,339 Million; commercial development revenue amounted to Baht 1,117 Million; dividend income and other incomes amounted to Baht 764 Million. As such, the total revenues in 2023 were Baht 17,139 Million, representing an increase from the previous year by Baht 2,337 Million or 16 percent.

In respect of expenses, cost of services was Baht 9,311 Million; and selling and administrative expenses were Baht 1,241 Million, totaling Baht 10,552 Million, representing an increase from the previous year by Baht 945 Million or 10 percent, which was a lower percentage than an increase in revenue; and finance costs were Baht 2,371 Million, similar to the previous year; and income tax expenses were

(Translation)

Baht 737 Million; as a result, the Company and its subsidiaries had net profit for 2023 in an amount of Baht 3,479 Million, representing an increase from the previous year by Baht 1,043 Million or 43 percent. As such, a net profit per share was 23 Satang, net profit for 2023 was Baht 3,479 Million, which was more than the normal operating profit of Baht 3,101 Million prior to COVID in 2019.

In respect of cash flow in 2023, net cash flows from operating activities were Baht 6,353 Million; net cash flows used in investing activities were Baht 518 Million; and net cash flows used in financing activities were Baht 6,377 Million, the majority of which were interest paid and dividend paid; as a result, the Company had Baht 1,246 Million in cash and cash equivalents at end of year.

Financial Position at the End of 2023

The Company had a total asset in an amount of Baht 112,496 Million, representing a decrease by 1 percent, which was attributed to the fair value adjustment of financial assets (Equity instruments on the Stock Exchange of Thailand) and a reduction in receivables under the concession agreement. Meanwhile, asset under the concession agreement of the MRT Blue Line increased from prepaid project remuneration to MRTA as specified in the concession agreement. Total liabilities amounted to Baht 74,832 Million, representing a decrease by 3 percent from the repayment of long-term loans of the MRT Purple Line Project. Total shareholders' equity amounted to Baht 37,664 Million, representing an increase by 1 percent from the Company's profit.

The financial ratios improved according to the improved operational results, with a net profit margin of 20.48 percent, a return on equity of 9.29 percent, and a net interest-bearing debt to equity ratio of 1.64. times, lower than the threshold of 2.5 times, as specified in the loan and debenture covenant.

With regard to the most recent results of credit rating review, TRIS Rating Co., Ltd. affirmed the Company's corporate rating and debenture rating at "A-" with a "Stable" outlook.

In 2023, the Company issued and offered sustainability bonds with a total value of Baht 6,500 Million, and continued to receive a good investor response, with an oversubscription rate of 1.6 times the initial offering size, reflecting investor confidence in the company.

Throughout the past year, the Company continued to emphasize delivery of good quality services while also remaining committed to sustainability operations to improve the well-being and environment of communities and society in parallel with the Company's business operations in a supportive manner in order to foster shared value with communities and society in economic, social and environmental dimensions under excellent, convenient, safe, and reliable services. The Company has evaluated material sustainability issues in accordance with international standards, known as Global Reporting Initiative Standards or GRI Standards so as to formulate strategies which have covered materiality issues, namely Health & Safety, Human Capital Development, Climate Strategy and Energy Management, and IT Security and Data Privacy, in order to strengthen the Company against potential risks and enhance its ability to meet stakeholders' expectations to ensure that the Company significantly contributes to and responds to social sustainability objectives in line with the Sustainable Development Goals of the United Nations.

(Translation)

With the Company's intention, the Company has strived for excellence in providing efficient service, improving the quality of life for its service users, by not only providing good service, but also being an excellent and efficient service provider in accordance with good corporate governance principles while maintaining transparency under its anti-corruption policy which directors, executive and employees have acknowledged and adhered to, as well as taking social responsibility in pursuit of Mobility for All : Sharing the Sustainable Journey under the framework of sustainability operations of "B" "E" "M".

B: Business Excellence and Ethics: Business excellence based on good ethics so that everyone is a driving force for economic growth through providing excellent, safe, and reliable transportation services. In 2023, the Company had exceptional performance in innovation by devising a cash toll collection system to boost service efficiency and convenience, as evidenced by the Company's Silver Award in the Service Kaizen category at Thailand Kaizen Award 2023.

E: Eco-Friendly Commute: Promotion of eco-friendly commute in order to be a journey that uses resources efficiently, without causing pollution, while also maintaining a sustainable environment for next generations. In 2023, the Company made energy management a top priority on a continuous basis in an effort to reduce energy use and costs of the Company, such as:

- **LED light installation project:** LED street lights were installed at the entrances and exits of the expressways within the areas of Rama 9 Depot, Khlong Bang Phai Depot, Kanlapaphruek Depot and within the station and the common area of the retail store floor.
- **Installation of a solar energy production system on the roof of an office building project:** to reduce the purchase of electricity from the Metropolitan Electricity Authority; reduce the amount of greenhouse gas emissions and increase the proportion of renewable energy use.
- **Reduction of oil use by replacing internal combustion engine vehicles with electric vehicles project:** to reduce greenhouse gas emissions. In this regard, the replacement of 4 vehicles to electric vehicles has already started in 2023.

M: Metropolitan Social Harmony: Metropolitan social harmony is to be a destination for building relationships among people in the metropolis with care and respect for each other. In 2023, the Company organized happiness-promoting events in three aspects, namely:

1. Happy Journey under the concept of "Good Health, Safe Life":

- **Happy Journey with BEM:** This project was an important and ongoing project to support the government's tourism policy with an aim of increasing income for communities and community enterprises surrounding the routes. In addition, the Company remained committed to achieving sustainable tourism development through providing service users with positive experiences, impressions, and pleasant memories. To this end, the Company, in association with Bangkok Metro Networks Limited, or BMN, opened "Metro Art" at Phahon Yothin Station as a new artistic hub and landmark under the concept of Art Journey, and it was intended to serve as an art learning center with

(Translation)

- scholarships to enhance art learning skills for school students, university schools and instructors at no cost.
- Smart Drive by BEM: This was to educate the participating expressway users on safe driving techniques and practices, vehicle maintenance, and emergency protocols in order to minimize traffic accidents and ensure that they were capable of responding appropriately in case of an emergency.
2. Happy Living Society under the concept of “Good Quality of Life and Well-Being”:
- Thailand Healthcare 2023 Retirement Club Project: This project was opened to the general public, especially the elderly and people living in communities surrounding the MRT routes and expressways, to participate in the free health check-up program, sponsor costs for cataract treatment and surgery, lung cancer screening using x-rays, and interpreting results with AI innovation.
 - MRT Helps Students Conquer TCAS Year 15 By BEM Project: This project has been held to develop the quality of youth education for the 15th consecutive year. Over the past period, there have been more than 80,000 students participating, and this year, the teaching format has been expanded to be even more convenient, both on-site and online, to allow students in the regions across the country to widely participate in the program, and those participants have the opportunity to receive special tutoring scholarships from the organizers and tutoring institutes.
3. Happy Planet under the concept of “Joining in Climate and Environment Stewardship”:
- BEM Anniversary Grow Sustainably Together: A tree planting activity was held on the anniversary of the services of both the expressway and MRT systems, where executives and employees joined in planting trees within the organization, thereby creating shady conditions and contributing to absorption of carbon dioxide and air pollution while also strengthening the relationship between employees and the organization, as well as ensuring the participation of employees in protecting the environment.

Another source of pride for the Company was that the Company was presented with awards and was selected by numerous agencies for its operations within the framework of sustainable development taking the environmental, social, and governance into account. That was, in 2023, BEM was selected as one of listed companies on the “Thailand Sustainability Investment” for the 7th consecutive year; BEM received the results of the SET ESG Ratings for 2023 at the AA level and was selected by Thaipat Institute to be among the companies in the ESG100 securities group; BEM was awarded for being a Climate Action Leading Organization (CALO) in terms of reduction of greenhouse gas emissions at the gold level and measurement of the quantity of greenhouse gas emissions at the bronze level by Thailand Carbon Neutral Network (TCNN), greenhouse gas management organization; BEM has been rated excellent (Excellent CG Scoring) or 5 stars by the Thai Institute of Directors Association (IOD) under the Corporate Governance Report of Thai Listed Companies for the 4th consecutive year; and BEM has been awarded Thailand’s Top Corporate Brands 2023 for the 4th consecutive year as a company with the highest brand in the transportation & logistics sector by the Faculty of Commerce and Accountancy Chulalongkorn University.

(Translation)

The Company remained committed to providing efficient expressway and mass rapid transit services, facilitating service users' travel with convenience, rapidity and safety every single day while also expanding the modern transportation system network in order to solve traffic problems and improve people's quality of life by operating on the basis of good corporate governance, social and environmental responsibility for the sustainable development of the Company, society and nation.

Having considered and approved the Company's report on operational results for 2023, the Board of Directors deemed appropriate to propose this matter to the Shareholders' Meeting for acknowledgment without passing a resolution.

The Meeting acknowledged the operational results of the Company for 2023.

Item 3 **Consideration and approval of the statement of financial position and the statement of income for the year ended December 31, 2023**

The Chairman requested the Company Secretary to clarify the details to the Meeting.

The Company Secretary clarified to the Meeting that the statement of financial position and the statement of income for the year ended December 31, 2023 which was seeking approval in this agenda item appeared in the financial summary for 2023 that had been already delivered to shareholders, and the summary information in the video presentation was already presented in the agenda item 2.

Having considered the matter, the Board of Directors approved the statement of financial position and the statement of income for the year ended December 31, 2023 which had been already reviewed by the Audit Committee and audited by the auditor. Therefore, it deemed appropriate to propose that the Shareholders' Meeting approve the statement of financial position and the statement of income for the year ended December 31, 2023.

The Chairman allowed shareholders to ask questions or express opinions.

The Company Secretary informed the Meeting that no shareholder asked any questions or expressed any opinions, both via VDO Conference and Q&A

The Chairman then requested the Meeting to consider casting votes.

The Company Secretary stated to the Meeting that this agenda item required approval by a majority vote of the shareholders who attended the Meeting and cast their votes.

The voting results were as follows:

A total of 10,667,311,758 votes were cast by shareholders attending this agenda.

Approved	10,667,311,758	votes	equal to	100.00 percent
Disapproved	0	vote	equal to	0.00 percent
Abstained	0	vote		
Voided Ballot	0	vote		

(Translation)

The Shareholders' Meeting unanimously resolved to approve the statement of financial position and the statement of income for the year ended December 31, 2023, as proposed.

Item 4**Consideration and approval of the appropriation of profit for dividend payment**

The Chairman requested the Company Secretary to clarify the details to the Meeting.

The Company Secretary clarified to the Meeting that the Public Limited Companies Act B.E. 2535 (1992), Section 116, and Article 37 of the Company's Articles of Association specify that the Company must appropriate to a reserve fund, from the annual net profit at least five percent of the annual net profit less the total accumulated loss brought forward (if any) until the reserve fund reaches an amount not less than 10 percent of the registered capital of the Company.

Article 36 of the Company's Articles of Association prohibits the dividend payment from any money other than profit should the Company still have accumulated loss, whereby dividends shall be equally distributed according to the number of shares and subject to the approval of the shareholders' meeting.

The Board of Directors considered and was of the opinion that in 2023, the Company had net profit under the separate financial statements in an amount of Baht 3,328.4 Million, and had no an accumulated loss, the Company was then in a position to pay dividends to its shareholders pursuant to the Company's Articles of Association. It thus deemed appropriate to propose that the Shareholders' Meeting approve the appropriation of profit for dividend payment for 2023 at the rate of Baht 0.14 per share totaling Baht 2,140 Million in accordance with the Company's policy on dividend payment, whereby the dividend payment shall be made from:

1. The Company's profit in respect of dividend or profit sharing received from business which shall be subject to corporate income tax at the rate of 20 percent, at the rate of Baht 0.028 per share, to which individual shareholders were entitled to tax refund credit equal to the dividend multiplied by twenty-eightieth;
2. The Company's accounting profit which shall not be subject to corporate income tax, at the rate of Baht 0.112 per share, to which individual shareholders were not entitled to tax refund credit.

In this regard, the Record Date for determining shareholders entitled to receive dividends and the date of dividend payment were scheduled for March 13, 2024 and May 3, 2024, respectively, and 20,846,500 shares which were repurchased by the Company were not entitled to dividend payment.

The Chairman allowed shareholders to ask questions or express opinions.

The Company Secretary informed the Meeting that no shareholder asked any questions or expressed any opinions, both via VDO Conference and Q&A.

The Chairman then requested the Meeting to consider casting votes.

The Company Secretary stated to the Meeting that this agenda item required approval by a majority vote of the shareholders who attended the Meeting and cast their votes.

(Translation)

The voting results were as follows:

A total of 10,742,546,660 votes were cast by shareholders attending this agenda.

Approved	10,730,206,978	votes	equal to	99.8851 percent
Disapproved	12,339,682	votes	equal to	0.1149 percent
Abstained	0	vote		
Voided Ballot	0	vote		

The Meeting resolved, by a majority vote of the shareholders who attended the Meeting and cast their votes, to approve the appropriation of profit for dividend payment for 2023 at the rate of Baht 0.14 per share totaling Baht 2,140 Million in accordance with the Company's policy on dividend payment, whereby the dividend payment shall be made from:

- The Company's profit in respect of dividend or profit sharing received from business which shall be subject to corporate income tax at the rate of 20 percent, at the rate of Baht 0.028 per share, to which individual shareholders were entitled to tax refund credit equal to the dividend multiplied by twenty-eighth;
- The Company's accounting profit which shall not be subject to corporate income tax, at the rate of Baht 0.112 per share, to which individual shareholders were not entitled to tax refund credit.

The dividend payment was scheduled for Friday, May 3, 2024 according to the list of shareholders appeared on the Record Date for the right to receive dividends on Wednesday, March 13, 2024.

Item 5

Consideration of the nomination of candidates to be elected as directors to replace those due to retire by rotation

The Chairman requested the Company Secretary to clarify the details to the Meeting.

The Company Secretary clarified to the Meeting that Article 14 of the Company's Articles of Association stipulates that at every annual general meeting, one-third of the number of directors must retire their offices. If the number of directors is not a multiple of three, then the number nearest to one-third must retire from office.

The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In each subsequent year, the directors who have been in office for the longest term shall retire. A retiring director may be re-elected.

In this 2024 Annual Ordinary General Meeting of Shareholders, there were six directors due to retire by rotation, namely: 1. Mrs. Vallapa Assakul; 2. M.L. Prasobchai Kasemsant; 3. Mrs. Tasanuch Thammachot; 4. Prof. (adjunct) Athapol Yaisawang; 5. Miss Arisara Dharamadhaj; and 6. Miss Jiranan Vorachak. In addition, given that the Company allowed shareholders to nominate persons for appointment as directors in advance, none of the shareholders nominated any candidate for such consideration.

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The Board of Directors, excluding such nominated directors, considered scrutinizing such nominated directors with due diligence and was of the view that they had qualifications appropriate to the Company's business operations and performed their duties as director by providing valuable suggestions beneficial to the Company's business operations throughout their term of office. The persons nominated as independent directors could provide opinions independently and were qualified in accordance with relevant regulations.

The Board of Directors therefore resolved to approve as proposed by the Nomination and Remuneration Committee and thus deemed appropriate to propose that the Shareholders' Meeting consider approving the re-appointment of the six retiring directors to resume their office as directors for another term.

The profiles of such director candidates were available on pages 11 - 28 of the Notice of the Meeting.

The Chairman allowed shareholders to ask questions or express opinions.

The Company Secretary informed the Meeting that no shareholder asked any questions or expressed any opinions, both via VDO Conference and Q&A.

The Chairman then requested the Meeting to consider casting votes.

The Company Secretary clarified that this agenda item required approval by a majority vote of the shareholders who attended the Meeting and cast their votes. The Meeting was requested to consider voting for the re-appointment of all six directors to resume their office as directors for another term on an individual basis.

The voting results on an individual basis were as follows:

1) Mrs. Vallapa Assakul

A total of 10,742,546,660 votes were cast by shareholders attending this agenda.

Approved	10,479,271,075	votes	equal to	97.5507 percent
Disapproved	263,110,965	votes	equal to	2.4493 percent
Abstained	164,620	votes		
Voided Ballot	0	vote		

2) M.L. Prasobchai Kasemsant

A total of 10,742,546,660 votes were cast by shareholders attending this agenda.

Approved	10,680,450,260	votes	equal to	99.4222 percent
Disapproved	62,071,880	votes	equal to	0.5778 percent
Abstained	24,520	votes		
Voided Ballot	0	vote		

(Translation)

3) Mrs. Tasanuch Thammachot

A total of 10,742,546,660 votes were cast by shareholders attending this agenda.

Approved	10,686,082,965	votes	equal to	99.4759	percent
Disapproved	56,299,175	votes	equal to	0.5241	percent
Abstained	164,520	votes			
Voided Ballot	0	vote			

4) Prof. (adjunct) Athapol Yaisawang

A total of 10,742,546,660 votes were cast by shareholders attending this agenda.

Approved	10,733,396,130	votes	equal to	99.9151	percent
Disapproved	9,125,110	votes	equal to	0.0849	percent
Abstained	25,420	votes			
Voided Ballot	0	vote			

5) Miss Arisara Dharamadhaj

A total of 10,742,546,660 votes were cast by shareholders attending this agenda

Approved	10,686,082,065	votes	equal to	99.4759	percent
Disapproved	56,299,175	votes	equal to	0.5241	percent
Abstained	165,420	votes			
Voided Ballot	0	vote			

6) Miss Jiranan Vorachak

A total of 10,742,546,660 votes were cast by shareholders attending this agenda.

Approved	10,686,084,065	votes	equal to	99.4759	percent
Disapproved	56,299,175	votes	equal to	0.5241	percent
Abstained	163,420	votes			
Voided Ballot	0	vote			

The Meeting resolved, by a majority vote of the shareholders who attended the Meeting and cast their votes on an individual basis, to approve the re-appointment of the six retiring directors to resume their office as directors for another term, namely: 1. Mrs. Vallapa Assakul; 2. M.L. Prasobchai Kasemsant; 3. Mrs. Tasanuch Thammachot; 4. Prof. (adjunct) Athapol Yaisawang; 5. Miss Arisara Dharamadhaj; and 6. Miss Jiranan Vorachak.

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Item 6 **Consideration of the determination of remuneration for directors**

The Chairman requested the Company Secretary to clarify the details to the Meeting.

The Company Secretary stated to the Meeting that Article 15 of the Company's Articles of Association prescribes that directors are entitled to receive remuneration from the Company in the form of honorarium, meeting allowance, gratuities, bonus or benefit in any other forms in accordance with the Articles of Association or as may be approved by the shareholders' meeting, which may be a fixed amount or in accordance with the rules, and may be periodically fixed or permanently fixed until changed. Directors may receive allowance, welfare and per diem according to the Company's regulations.

The Company considered proper remuneration for directors based on the criteria for consideration of remuneration for directors. In this year, the Nomination and Remuneration Committee deemed appropriate to propose remuneration for directors for 2024, comprising bonus for directors for 2023 in the amount of Baht 18 Million and remuneration for directors for 2024 equal to that for the previous year in the amount of Baht 18 Million.

The Board of Directors resolved to approve such matter as proposed by the Nomination and Remuneration Committee, and then deemed appropriate to propose that the Shareholders' Meeting consider determining remuneration for directors, as follows:

1. Bonus for directors for 2023 in the amount of Baht 18 Million;
2. Remuneration for directors for 2024 equal to that for the previous year in the amount of Baht 18 Million.

The details were shown on pages 29-30 of the Notice of the Meeting.

The Chairman allowed shareholders to ask questions or express opinions.

The Company Secretary informed the Meeting that no shareholder asked any questions or expressed any opinions, both via VDO Conference and Q&A.

The Chairman then requested the Meeting to consider casting votes.

The Company Secretary stated to the Meeting that this agenda item required approval by not less than two-thirds of the total number of votes of the shareholders who attended the Meeting.

The voting results were as follows:

A total of 10,742,546,660 votes were cast by shareholders attending this agenda.

Approved	10,725,114,253	votes	equal to	99.8377 percent
Disapproved	17,279,067	votes	equal to	0.1609 percent
Abstained	153,340	votes	equal to	0.0014 percent
Voided Ballot	0	vote	equal to	0.0000 percent

(Translation)

The Meeting resolved, by more than two-thirds of the total number of votes of the shareholders who attended the Meeting, to approve the remuneration for directors as proposed, as follows:

1. Bonus for directors for 2023 in the amount of Baht 18 Million;
2. Remuneration for directors for 2024 equal to that for the previous year in the amount of Baht 18 Million.

Item 7 **Consideration of the appointment of auditor and determination of remuneration**

The Chairman requested the Company Secretary and Mr. Vitoon Tejatussanasoontorn, Chairman of the Audit Committee, to make clarification on the appointment of auditor and determination of remuneration to the Meeting.

The Company Secretary clarified to the Meeting that Article 30 (5) of the Company's Articles of Association prescribes that the auditor shall be appointed and remuneration shall be fixed at every annual ordinary general meeting of shareholders, and the Notification of the Stock Exchange of Thailand prescribes that the Audit Committee shall have the duty to consider selecting for proposing the appointment of a person with independence to perform duties as the Company's auditor and proposing the remuneration for the Company's auditor.

Mr. Vitoon Tejatussanasoontorn, Chairman of the Audit Committee, clarified to the Meeting that the Audit Committee's Meeting and the management jointly considered the qualifications of the auditor in respect of the reliability, independence, knowledge and experience in audit performance, advice on accounting standards, certification of the financial statements in a timely manner, and the justification of remuneration, and resolved to propose that the Board of Directors consider proposing the Shareholders' Meeting to appoint the auditor and determine the remuneration for 2024, as follows:

1. Either of the auditors from EY Office Limited, namely, either Mr. Kittiphun Kiatsomphob or Mr. Vatcharin Pasaraongun or Miss Watoo Kayankannavee of EY Office Limited be appointed as the Company's auditor for 2024, with the authority to audit and sign for certification of the Company's financial statements for 2024.

In this regard, the auditors as listed above also served as the auditor of the subsidiaries, namely, Northern Bangkok Expressway Company Limited and Bangkok Metro Networks Limited. The proposed auditors had neither relationship with nor interest in the Company or its subsidiaries, executives, major shareholders or their related persons.

2. Auditing fee for 2024 be fixed in the amount not exceeding Baht 4,877,000.

In comparison with the auditing fee in the previous year, the auditing fee increased by Baht 353,000 or representing 7.80 percent and when compared to the average auditing fees of other listed companies in the same sector, the Company's auditing fee was found reasonable.

(Translation)

In the past fiscal year, the Company and its subsidiaries were charged for non-audit service fee by EY Office Limited in the amount of Baht 1,127,500, of which Baht 860,000 was for an audit of the MRT Blue Line Extension Project, representing remuneration due and payable in the future as a result of the pending services; and Baht 267,500 represented the tax advisory fee. However, at the date of the 2024 Annual Ordinary General Meeting of Shareholders, the non-audit service fee for 2024 did not actually incur.

The details were shown on pages 31-33 of the Notice of the Meeting.

The Board of Directors resolved to approve as proposed by the Audit Committee, and thus deemed appropriate to propose that the Shareholders' Meeting consider appointing the auditor and determine the remuneration for 2024.

The Chairman allowed shareholders to ask questions or express opinions.

The Company Secretary informed the Meeting that no shareholder asked any questions or expressed any opinions, both via VDO Conference and Q&A.

The Chairman then requested the Meeting to consider casting votes.

The Company Secretary stated to the Meeting that this agenda item required approval by a majority vote of the shareholders who attended the Meeting and cast their votes.

The voting results were as follows:

A total of 10,742,644,360 votes were cast by shareholders attending this agenda.

Approved	10,736,861,242	votes	equal to	99.9463 percent
Disapproved	5,769,478	votes	equal to	0.0537 percent
Abstained	13,640	votes		
Voided Ballot	0	vote		

The Meeting resolved, by a majority vote of the shareholders who attended the Meeting and cast their votes, to approve the appointment of either Mr. Kittiphun Kiatsomphob or Mr. Vatcharin Pasarapongun or Miss Watoo Kayankannavee of EY Office Limited as the Company's auditor with the authority to audit and sign for certification of the Company's financial statements for 2024, with the remuneration not exceeding Baht 4,877,000.

Item 8

Consideration and review of the prescription of prohibitions on acts constituting foreign dominance

The Chairman requested the Company Secretary to clarify the details to the Meeting.

The Company Secretary clarified to the Meeting that the Company engaged in the commercial development business of the M.R.T Chaloe Ratchamongkhon Line (MRT Blue Line), including the telecommunications service. The Company also obtained the Second Type of the Telecommunication Business License with self-telecommunications network. In this regard, the Notification of the National Broadcasting and Telecommunications Commission (NBTC) required the

(Translation)

telecommunications operators to propose that the shareholders' meeting define and yearly review any acts constituting foreign dominance. Over the last year, the Company has complied with the requirements stipulated in the above Notification and has not taken any actions in a manner that would be a circumstance and status in contradiction to the prescription of prohibitions on acts constituting foreign dominance. The following are eight prohibited circumstances as specified in the list attached to the Notification:

- (1) Business domination through the shareholding by a foreigner, agent, or nominee, whether direct or indirect, which results in avoidance of the Notification.
- (2) Business domination through the shareholding by a foreigner or by a representative or agent of the foreigner, which such shares have preferential right in voting in the Shareholders' Meeting more than the proportion of actual shares so held, which are deemed to have any more preferential rights than the shares held by Thai national.
- (3) Business dominance through the controlling power or influence of a foreigner, whether direct or indirect, in formulation of policies, management, operations or appointment of directors or high-level executives.
- (4) Business dominance through the legal relation with a source of investment fund and loan from a foreigner or its affiliated legal entities, such as, loan guarantee, lending loan at the interest rate lower than market price, business risk insurance, or granting credit facilities on a special basis.
- (5) Business domination through execution of an intellectual property agreement, franchise agreement, or exclusive licensing agreement with a foreigner or its affiliated legal entities, and such agreement causes transfer of expenses and consideration benefits to the foreigner.
- (6) Business domination through execution of a procurement agreement or management agreement with a foreigner or its affiliated legal entities or an employee or staff of the foreigner or its affiliated legal entities, and such agreement causes transfer of expenses and consideration benefits to the foreigner.
- (7) Business domination through the joint venture with a foreigner or its affiliated legal entities thereby allocating or sharing operation cost in the manner which causes transfer of expenses or consideration benefits to the foreigner.
- (8) Business dominance through execution of a transfer pricing or price collusion transaction with a foreigner or its affiliated legal entities.

Having considered the matter, the Board of Directors deemed appropriate to propose that the Shareholders' Meeting consider reviewing and approving the prescription of prohibitions on acts constituting foreign dominance for further report to the National Broadcasting and Telecommunications Commission (NBTC).

The details were shown on pages 34-35 of the Notice of the Meeting.

The Chairman allowed shareholders to ask questions or express opinions.

(Translation)

The Company Secretary informed the Meeting that no shareholder asked any questions or expressed any opinions, both via VDO Conference and Q&A.

The Chairman then requested the Meeting to consider casting votes.

The Company Secretary stated to the Meeting that this agenda item required approval by a majority vote of the shareholders who attended the Meeting and cast their votes.

The voting results were as follows:

A total of 10,742,644,360 votes were cast by shareholders attending this agenda.

Approved	10,740,991,520	votes	equal to	100.00 percent
Disapproved	0	vote	equal to	0.00 percent
Abstained	1,652,840	votes		
Voided Ballot	0	votes		

The Meeting unanimously resolved to approve the prescription of prohibitions on acts constituting foreign dominance for further report to the National Broadcasting and Telecommunications Commission (NBTC).

Item 9

Other matters

The Chairman further allowed shareholders to ask questions, provide opinions or suggestions.

The Company Secretary informed the Meeting that there were two shareholders asking questions via Q&A.

1. Miss Theeraprapha Yooruanjai, Representative of Shareholders' Right Protection Volunteer, Proxy, expressed her opinion on holding a hybrid meeting in accordance with Thai Investors Association's policy which was in line with the Office of the Securities and Exchange Commission (SEC)'s Circular No. S.E.C.NorRor.(Wor) 2/2567 Re: Requesting Cooperation regarding Organizing an Ordinary General Meeting of Shareholders dated January 10, 2024, under which it was proposed that companies listed on the Stock Exchange of Thailand simultaneously hold an ordinary general meeting of shareholders by both on-site and online methods, or known as a hybrid meeting, in order to ensure that conversation, communication and questioning between shareholders and executives, as well as the board of directors at the meeting would be more conveniently. For this reason, the Company was requested to consider the proposal for organizing a hybrid meeting in compliance with Thai Investors Association's policy as mentioned above.
2. Mr. Ittikorn Tanago, shareholder, further expressed his opinion that given the current situation as a shareholder and his yearly attendance at the meeting, the Company was then requested to consider holding a hybrid meeting, namely by both on-site and online methods, because shareholders' opportunity to meet with executives was available once a year. In doing so, it would facilitate greater two-way communication.

(Translation)

The Chairman requested Mr. Phongsarit Tantisuvanitchkul, Chairman of the Executive Board, clarified to the Meeting.

Mr. Phongsarit Tantisuvanitchkul, Chairman of the Executive Board, thanked the shareholders for their suggestions which would be further taken into consideration for action as appropriate.

The Chairman inquired the Meeting whether any shareholders would ask any further questions or express any further opinions, which no any shareholder did.

The Company Secretary informed the Meeting that in respect of any shareholders' questions that were not yet answered during the Meeting, the Company would reply to the shareholders via e-mail as registered.

The Chairman thanked all shareholders for attending the Meeting and sharing helpful opinions. There was no any other matter to be considered, the Chairman then adjourned the Meeting.

The Meeting adjourned at 3:20 p.m.

Signed: Mr. Plew Trivisvavet Chairman of the Meeting

Signed: Mrs. Manatsavee Subchavaroj Examiner

Signed: Miss Mutita Insawang Recorder