



**FORWARD ECHELON** W.L.L.

# **LEGAL PAPERS**

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## Overview

The Board generally conducts specific oversight tasks through committees, so that the Board as a whole can focus on strategic matters and those particular tasks that by law or custom require the attention of the full Board. Our Board has established six standing committees, functioning in the following areas:

- audit and financial reporting,
- management/compensation,
- corporate governance,
- finance and acquisitions/divestitures,
- attendance to matters requiring consideration between Board meetings,
- qualified legal compliance.

Each of the committees operates under a written charter recommended by the Governance Committee and approved by the Board. The Board operates pursuant to our Corporate Governance Guidelines. Each Board committee is authorized to retain its own outside advisors.

### Executive Committee

The Executive Committee's purpose is to act on behalf of the Board in the management of the Board's business and affairs between Board meetings, except as specifically prohibited by applicable law or regulation, or by our charter or by-laws. In practice, the Executive Committee meets only when it is impractical to call a meeting of the full Board.

### Audit Committee

The Audit Committee's purpose is to assist the Board in carrying out its financial reporting oversight responsibilities, including oversight of risk. In this regard, the Audit Committee assists the Board in its oversight of (a) the integrity of our financial statements, (b) compliance with legal and regulatory requirements, (c) the qualifications and independence of our independent auditors, and (d) the performance of our internal audit function and independent auditors. The Audit Committee also has the power to retain or dismiss our independent auditors and to approve their compensation.

### Compensation Committee

The Compensation Committee's purpose is (a) to assist the Board in carrying out its oversight responsibilities relating to compensation matters, including oversight of risk, (b) to prepare a report on executive compensation for inclusion in our annual Proxy Statement and (c) to administer and approve awards under our equity and other compensation plans.

### Governance Committee

The Governance Committee's purpose is to assist the Board in carrying out its oversight responsibilities, including oversight of risk, relating to (a) the composition of the Board and (b) certain corporate governance matters. As part of its responsibilities, the Committee considers and makes recommendations to the full Board with respect to the following matters:

- director nominees and underlying criteria for election to the Board and its committees;
- the functions of the Board committees;
- standards and procedures for review of the Board's performance;
- our corporate governance policies generally, including with respect to director qualification standards, responsibilities, access to management and independent advisors, compensation, orientation and education, and performance evaluation;
- management succession;
- the code of business conduct applicable to our directors, officers and employees; and
- the Governance Committee's performance of its own responsibilities.

### Finance Committee

The Finance Committee's purpose is to assist the Board in carrying out its oversight responsibilities relating to financial matters affecting Omnicom, including in respect of acquisitions, divestitures and financings and the oversight of risk.

### Qualified Legal Compliance Committee

Our Qualified Legal Compliance Committee ("QLCC") is comprised of the current members of our Audit Committee. The purpose of the QLCC is to receive, investigate and recommend responses to reports made by attorneys employed or retained by Forward Echelon G.Trading & Contracting or one of its subsidiaries of evidence of any material violation of Kuwait Business Corporation and CMA law, material breach of fiduciary duty arising under Kuwait Business Corporation and CMA law or a similar material violation of any Kuwait Business Corporation and CMA law. The QLCC only meets when necessary.



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