



FORWARD ECHELON W.L.L.

LEGAL PAPERS

QUALIFIED LEGAL COMPLIANCE COMMITTEE

Committee purpose

The purpose of the Qualified Legal Compliance Committee (the “qlcc”) of Forward Echelon General Trading & Contracting (the “company”) is to receive, investigate and recommend responses to reports made by attorneys employed or retained by the company or its subsidiaries of evidence of a material violation of Kuwait Corporation Business and CMA law, a material breach of fiduciary duty arising under Kuwait Corporation Business law or a similar material violation of any Kuwait Corporation Business and CMA law (a “material violation”).

Committee membership

The QLCC shall be comprised of the current members of the company's Audit Committee.

Committee authority and responsibilities

To carry out its purposes, the qlcc shall have the authority and responsibility:

1. To inform the company's chief legal officer, or equivalent thereof (the “clo”), and chief executive officer, or equivalent thereof (the “ceo”), of any report of evidence of a material violation, unless the QLCC reasonably believes that it would be futile to do so;
2. To determine whether an investigation is necessary regarding any report of evidence of a material violation by the company, its subsidiaries, or any of their officers, directors, employees or agents and, if it determines an investigation is necessary or appropriate, to:
 - i. notify the full board of directors;
 - ii. initiate an investigation, which may be conducted by outside attorneys; and
 - iii. retain such additional expert personnel as the qlcc deems necessary; and
3. At the conclusion of any such investigation, to:
 - i. recommend, by majority vote, that the company implement an appropriate response to evidence of a material violation; and
 - ii. inform the cfo and the ceo and the board of the results of any such investigation and the appropriate remedial measures to be adopted.

Committee structure and operation

The chairperson of the company's Audit Committee shall be the chairperson of the qlcc, unless otherwise determined by the board. The chairperson of the QLCC shall call a meeting of the QLCC whenever circumstances warrant.

The QLCC shall adopt written procedures for the confidential receipt, retention and consideration of any report of evidence of a material violation.

Committee resources

The QLCC shall have the resources to discharge its responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special or independent counsel or other experts and advisors, as it deems necessary or appropriate, without seeking approval of the board or management. The company shall provide for appropriate funding, as determined by the QLCC, in its capacity as a committee of the board, for payment of compensation of any advisors employed by the qlcc and ordinary administrative expenses of the QLCC that are necessary or appropriate in carrying out its duties.

Performance evaluation

The QLCC shall prepare and review with the board an annual performance evaluation of the QLCC, which evaluation shall compare the performance of the qlcc with the requirements of this charter. The performance evaluation shall also recommend to the board any improvements to the qlcc's charter deemed necessary or desirable by the QLCC. The performance evaluation by the QLCC shall be conducted in such manner as the QLCC deems appropriate. The report to the board may take the form of an oral report by the chairperson of the qlcc or any other member of the QLCC designated by the QLCC to make the report.



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