

Commtech Ltd

CORPORATE GOVERNANCE POLICY

1. Managing Directors Introduction

This policy on corporate governance is one of a series of policies which are implemented throughout the Company to ensure that Commtech employees behave responsibly and reflect the Company's values at all times.

The Board of Commtech Ltd has endorsed this policy and expects all employees to comply with it. The Management are responsible for the detailed oversight of the operation of this policy and reports to the Board as and when appropriate matters arise and with an annual review.

2. Objectives

- Emphasise the importance of good corporate governance.
- Support the framework of internal controls and levels of delegated authority.
- Establish accountability for adherence to the policy.
- Require prompt internal reporting of concerns about corporate governance.

3. Corporate Governance Policy

Commtech policy is to adopt good management and governance practices throughout the Company.

The role, powers and working practices of the Commtech Board and its committees, are all clearly defined and reported on in detail in the Company's Annual Report. Operating units and corporate functions are also expected to apply principles of good governance and to comply with the policies and limitations of authority to which they are subject.

In addition to the internally approved budgets and business plans, key areas of governance are also regulated by the following internal requirements and guidance:

- Group limitations and delegations of authority
- Group Accounting Manual
- Policy on Legal Affairs
- Insurance Manual
- Treasury Manual
- Policy on Protecting Significant Inside Information
- Model Code for Share Dealings
- Expenses Policy
- Internal Assurance Manual
- Other Board endorsed policies

Employees are expected to be familiar with such internal requirements as are relevant to their position. If in any doubt employees should consult an appropriate senior manager or the Company Secretary.

4. Reporting of Breaches and Accountability

Any employee who becomes aware of any existing or potential breach of this policy is required to notify the Company Secretary promptly. If preferred, concerns about any existing or potential breach may be reported in accordance with the Company's whistleblowing policy.

In enforcing this policy, the Company will take or authorise such disciplinary action as it deems appropriate up to and including dismissal of the individual(s) responsible.

5. Enquiries

All enquiries in relation to this policy or its applicability to particular roles or situations should be addressed to an appropriate senior manager or the Company Secretary.

Signed by:

A handwritten signature in black ink, appearing to read 'S. Hawkins', with a horizontal line extending to the right.

S. Hawkins, Managing Director
on behalf of Commtech Ltd
Dated: 12 Oct 2007