

STARCOMMS PLC
TENDERING AND PROCUREMENT COMMITTEE
CHARTER

(As approved by the Board)

STARCOMMS PLC

TENDERING AND PROCUREMENT COMMITTEE CHARTER

The Tendering and Procurement Committee (the “**Committee**”) of the board of Directors (the “**Board**”) of Starcomms Plc (the “**Company**”) has the responsibilities, authority and duties described in this charter. Applicable laws, the Company’s Memorandum and Articles of Association and any legal obligations owed by the Company to Shareholders or other third parties, whether by contract or otherwise, take precedence to this charter.

1. PURPOSE

The Committee’s purpose is, inter alia, to review the Company’s tendering and procurement policies and practises to ensure that the operating policies and procedures relating to tendering and procurement are recognised as “best practice”, that all tenders are conducted in a fair and ethical manner and that no conflict of interest exists with any Director or executive connected to the tendering and procurement process.

2. COMPOSITION

The Committee shall be appointed annually by the Board on the recommendation of the Company’s Nomination and Corporate Governance Committee, and shall comprise three members including the Board’s Chairperson, who shall be “independent” (as defined by the Nigerian Stock Exchange and applicable law) and one other member who shall be “independent” (as defined by the Nigerian Stock Exchange and applicable law). The Board shall designate one member as Committee Chairperson, who may not necessarily be the Board’s Chairperson. The Board may remove Committee members with or without cause. The Committee may, at its discretion in accordance with applicable law or regulation, delegate to one or more of its members the authority to act on behalf of the Committee.

3. MEETINGS

The quorum for meetings of the Committee will be a majority of the members of the Committee. The Committee shall hold meetings at least twice each year, but shall hold such additional meetings as deemed necessary or desirable by the Committee Chairperson and as may be required to perform the functions described under “Duties and Powers” below. The Committee may, at its discretion, meet in executive session with or without the presence of management.

4. **DUTIES AND POWERS**

The following shall be the principal recurring functions of the Committee in carrying out its responsibilities.

- 4.1 Review the Company's tendering and procurement policies and practices.
- 4.2 Ensure that the operating policies and procedures relating to tendering and procurement are recognised as "best practice".
- 4.3 Ensure that all tenders are conducted in a fair and ethical manner.
- 4.4 To ensure that no conflict of interest exists with any Director or executive connected to the tendering and procurement process.
- 4.5 To declare the tender or procurement process flawed if it subsequently discovers any undeclared conflict of interest and to ensure the process is repeated in a fair and ethical manner.
- 4.6 To ensure that all companies who tender for Company business have the financial and operating capability to deliver under the terms of the tender or contract.
- 4.7 To review periodically the Limits of Authority which govern the financial limits under which Management can commit the Company without the further approval of (a) the Chairperson (b) the Committee, and (c) the Board.
- 4.8 To review and periodically test the policies and procedures relating to tendering and procurement.
- 4.9 To liaise with the internal audit department and the independent auditors in the event that the Committee suspects or discovers evidence that there has been wrong-doing in any tender or procurement

5. **RESOURCES AND AUTHORITY**

The Committee shall have the resources and authority appropriate to discharge its responsibilities, including sole authority to retain and terminate search firms, special counsel and other experts or consultants. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such advisors.

6. **ANNUAL REVIEW**

The Committee shall review on at least an annual basis (i) this Charter and the scope of responsibilities of this Committee and (ii) the Committee's performance of its duties. Any

proposed changes to this Charter or the Committee's scope of responsibilities, where indicated, shall be referred to the Board for appropriate action.

7. OPERATING PROCEDURES

Formal actions to be taken by the Committee shall be by unanimous written consent or by a majority of the persons present (in person or by conference telephone) at a meeting at which a quorum is present. Any actions taken by the Committee during any period in which one or more of the members fail for any reason to meet the membership requirements set forth above shall still constitute duly authorised actions of the Committee for all corporate purposes.

By Order of the Board of Starcomms Plc

Dated this _____ day of _____ 2007