

STARCOMMS PLC

NOMINATION AND CORPORATE GOVERNANCE COMMITTEE CHARTER

The Nomination and Corporate Governance 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 has the responsibility and authority to supervise and review the affairs of the Company as they relate to Board and committee composition and leadership, Board evaluations, shareholder communications to the Board and corporate governance matters.

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, and shall hold such additional meetings as deemed necessary or desirable by the Chairperson of the Committee 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 RESPONSIBILITIES**

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

- Monitor the composition, size and independence of the Board and recommend changes to the Board as appropriate.
- Review periodically the continued appropriateness of Board membership for each Director, including upon a change in a Director's employment or other relevant circumstances.
- Develop and recommend to the Board the appropriate skills and characteristics required of Directors, as well as any additional qualifications appropriate for any one or more Directors, based on the needs of the Company from time to time, and confer with the full Board as to the application of these criteria in connection with identifying new Board candidates.
- Seek out appropriate, qualified candidates to serve as Directors of the Company and encourage and receive recommendations for Director candidates from all sources.
- Monitor the Company's procedures for the receipt and consideration of Director nominations by stockholders and other persons.
- Interview and otherwise examine Director candidates and their credentials.
- Recommend to the Board candidates for nomination as Directors except that if the Company is at any time legally required by contract or otherwise to provide any third party with the ability to nominate a Director, the Committee need not evaluate or recommend such nomination unless required to do so by contract or requested to do so by the Board.

- Perform such other advisory functions with respect to the selection and nomination of Directors of the Company as are deemed appropriate by the members of the Committee.
- Subject to any legal obligations owed by the Company to third parties whether by contract or otherwise, recommend to the Board the annual assignment of Directors to the Company’s five standing committees: (i) the audit and risk committee (the “**Audit and Risk Committee**”); (ii) the remuneration committee (the “**Remuneration Committee**”); (iii) the tendering and procurement committee (the “**Tendering and Procurement Committee**”); (iv) the nomination and corporate governance committee (the “**Nomination and Corporate Governance Committee**”); and (v) the market announcements committee (the “**Market Announcements Committee**”).
- Develop and recommend to the Board a set of corporate governance principles for the Company and monitor compliance with such principles.
- Monitor the Company’s compliance with governance obligations and “best practices” and recommend changes for review and approval by the full Board.
- Establish and monitor procedures by which the Board will conduct, at least annually, evaluations of its performance.
- Establish and monitor procedures for the receipt of shareholder communications directed to the Board.
- Prepare or review disclosure regarding the Committee’s duties required to be included in the Company’ annual proxy statement.
- Review and make recommendations to the Board regarding proposals submitted by shareholders for presentation at a shareholders’ meeting.
- Develop and implement Director orientation and continuing education programs.
- Oversee an annual review by the Board on succession planning, including transitional leadership for unplanned vacancies.

- Report to the Board on the Committee's activities on a regular basis.

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 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 the Company

Dated this 27th day of May 2008.