

STARCOMMS PLC

REMUNERATION COMMITTEE CHARTER

The Remuneration 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 the compensation of executive officers, other employees and Directors of the Company. In carrying out these responsibilities the Committee shall review all components of executive and Director compensation for consistency with the Committee’s compensation philosophy, and with the interests of the Company’s Shareholders.

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 shall not necessarily be the Board’s Chairperson, and may remove any Committee member 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 two times each year, and 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; *provided, however*, that the chief executive officer (“**CEO**”) may not be present during deliberations or voting regarding his or her own compensation.

4. RESPONSIBILITIES AND DUTIES

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

- 4.1 Review and approve performance goals and objectives relevant to the compensation of the CEO, evaluate the performance of the CEO in light of those goals and objectives, and set the CEO's compensation, including incentive-based and equity-based compensation, based on such evaluation.
- 4.2 Set the compensation of the other executive officers of the Company.
- 4.3 Make recommendations to the Board with respect to incentive and equity-based compensation plans.
- 4.4 Review and make recommendations to the Board regarding compensation-related matters outside the ordinary course, including but not limited to employment contracts, change-in-control provisions and severance arrangements.
- 4.5 Administer the Company's share option, share incentive, and share compensation plans as required.
- 4.6 Make recommendations to the Board regarding Director compensation.
- 4.7 Assist management in developing, and when appropriate recommend to the Board, the design of compensation policies and plans.
- 4.8 Prepare any report required by the rules of the Nigerian Stock Exchange to be included in the Company's annual report.
- 4.9 Perform such other activities consistent with this Charter as the Committee or the Board deems necessary or appropriate.
- 4.10 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 compensation consultants, 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 27th day of May 2008.