

**NII Holdings, Inc.**  
**Corporate Governance and Nominating Committee Charter**

**Purpose**

The Corporate Governance and Nominating Committee (the “Committee”) is a committee of the NII Holdings, Inc. (the “Company”) Board of Directors (the “Board”). The Committee is appointed to (a) identify individuals qualified to become Board members consistent with criteria approved by the Board; (b) recommend director nominees to the Board for election at the annual meeting of stockholders and individuals to fill vacancies occurring between annual meetings of stockholders; (c) recommend members to the Board for committee membership; (d) develop and recommend to the Board a set of Corporate Governance Guidelines; and (e) provide oversight of the corporate governance of the Company and the Board.

**Membership**

Size. The size of the Committee will be determined by the Board, subject to any requirements or limitations in the Company’s Certificate of Incorporation or Bylaws, but will consist of at least three directors.

Qualifications. All members of the Committee will meet the independence requirements of the listing rules of the NASDAQ Stock Market (“NASDAQ”), subject to any other requirements imposed by the Company’s Corporate Governance Guidelines and any other applicable legal requirements. Notwithstanding the foregoing, one member of the Board who (a) is not independent in accordance with the NASDAQ listing rules, (b) is not a current officer or employee of the Company or a family member of an officer or employee of the Company, may be appointed to the Committee if the Board, under exceptional and limited circumstances, determines that such member’s membership on the Committee is required in the best interests of the Company and its stockholders and the Board discloses, in the Company’s next annual proxy statement, the nature of the relationship of such member with the Company and the reasons for the determination of the Board, provided that such member may not serve longer than two years on the Committee.

Selection. The Board will appoint directors to serve as Committee members, including appointments to fill vacancies following the resignation or removal of a Committee member, based on the recommendations of the Committee and will appoint a Committee Chairperson from among its members.

Resignation and Removal. Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member. A Committee member may resign from the Committee upon written notice to the Board and the Secretary of the Company. Resignation from the Committee does not automatically resign the member from the Board.

**Meetings**

The Committee will meet as frequently as necessary to fulfill its responsibilities and will maintain minutes of each meeting. The Committee Chairperson will, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. The Committee Chairperson will supervise the conduct of the

meetings and will have other responsibilities as the Committee may specify from time to time. Any Committee member may submit items to be included on the agenda. Committee members may also raise subjects that are not on the agenda at any meeting. The Committee Chairperson or a majority of the Committee members may call a meeting of the Committee at any time. A majority of the number of Committee members selected by the Board will constitute a quorum for conducting business at a meeting of the Committee. The act of a majority of Committee members present at a Committee meeting at which a quorum is in attendance will be the act of the Committee, unless a greater number is required by law, the Company's Amended and Restated Certificate of Incorporation or its Bylaws. The Committee may also take any action permitted hereunder by unanimous written consent.

In addition to the members of the Committee, the Committee may request any officer or other employee of the Company, or any representative of the Company's legal counsel or other advisors, to attend a meeting or to meet with any members or representatives of the Committee. Any Committee member may be excused from a meeting to permit the remaining members of the Committee to act on any matter in which such member's participation is not appropriate, and such member's absence will not destroy the quorum for the meeting.

## **Responsibilities**

The Committee has the following authority and responsibilities:

1. Review Board Size. The Committee will evaluate the number of directors on the Board from time to time and recommend any changes to the number of directors to the Board, subject in each case to any limitations in the Company's Certificate of Incorporation or Bylaws.
2. New Director Candidates. The Committee will identify individuals qualified to become Board members and recommend candidates to the Board to fill new or vacant positions. In recommending candidates, the Committee will consider such factors, as it deems appropriate, consistent with criteria approved by the Board as set forth in the Company's Corporate Governance Guidelines, including diversity and gender diversity.
3. Stockholder Recommendations. The Committee will review and evaluate any director nominations submitted by stockholders, including reviewing the qualifications of, and making recommendations to the Board regarding, director nominations submitted by stockholders.
4. Evaluate Incumbent Directors. The Committee will evaluate whether an incumbent director should be nominated for re-election to the Board, upon expiration of such director's term. The Committee will consider the factors established for new director candidates to make its evaluation, as well as the incumbent director's qualifications, suitability and performance as a Board member and such other factors as the Committee deems appropriate.
5. Evaluate Resignations. The Committee will evaluate and consult with the Board regarding any resignations tendered by a director pursuant to the provisions of the Company's Bylaws or Corporate Governance Guidelines.
6. Recommend Committee Members. The Committee will recommend candidates for appointment to the Company's standing committees and as committee chairpersons in accordance with the policies and principles in the committees' charters and taking into

consideration such other factors as it deems appropriate, including business experience and the interplay of the candidate's experience with that of the other committee members.

7. Develop and Review Corporate Governance Guidelines. The Committee will periodically review the Company's compliance with the corporate governance requirements of NASDAQ, the Sarbanes-Oxley Act and other applicable laws, rules and regulations and will develop and recommend to the Board corporate governance principles. At least annually, the Committee shall review the Company's Corporate Governance Guidelines and recommend changes, if appropriate.

8. Stockholder Proposals. The Committee will review any stockholder proposals that are submitted to the Company for inclusion in the Company's annual proxy statement and make recommendations to the Board regarding such proposals.

9. Administer Evaluations. The Committee will oversee an annual evaluation of the Board.

10. Succession Planning. The Committee will review succession planning for executive officers of the Company, which will include appropriate contingencies in case the Chairperson of the Board or the Chief Executive Officer retires, resigns or is incapacitated. The Committee will assist the Board in evaluating potential successors to the Chairperson of the Board and the Chief Executive Officer.

11. Committee Reports to the Board. The Committee will regularly report its activities and any recommendations to the Board and in such manner and at such times as the Committee or the Board deems appropriate.

12. Other Delegated Duties or Responsibilities. The Committee will perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

### **Delegation**

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

### **Resources and Authority**

The Committee shall have the resources and authority to discharge its responsibilities as required by law, including the authority to retain and terminate outside counsel, search firms, consultants and other experts as it deems necessary or appropriate and to approve fees and other retention terms relating to such engagements. Management shall assist the Committee in discharging its responsibilities and shall provide the Committee full access to all books, records, facilities and personnel of the Company. The Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such outside counsel, search firm, consultant or other expert.

## **Annual Review**

At least annually, the Committee will (a) review this Charter with the Board and recommend any changes to the Board and (b) evaluate its own performance against the requirements of this Charter and report the results of this evaluation to the Board. The evaluation will include establishment of the goals and objectives of the Committee for the upcoming year. The Committee will conduct its review and evaluation in such manner as it deems appropriate.

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This charter will not be construed in a manner that imposes, upon the Committee or its members, additional duties and responsibilities or a higher standard of conduct or care than that imposed upon directors or committees of boards of directors generally, pursuant to applicable law.

*Approved on November 5, 2018 by the Board of Directors of NII Holdings, Inc.*