

T-MOBILE US, INC.

COMPENSATION COMMITTEE AND SECTION 16 SUBCOMMITTEE CHARTER

(last amended, effective as of October 27, 2015)

Purpose and Authority:

The purpose of the Compensation Committee (the "**Committee**") is to (i) discharge the responsibilities of the Board of Directors (the "**Board**") of T-Mobile US, Inc. (the "**Company**") relating to compensation of the Company's Chief Executive Officer (the "**CEO**") and each other executive officer, as such term is defined in Rule 16a-1(f) under the Securities Exchange Act of 1934 (the "**Exchange Act**"), of the Company (collectively, and including the CEO, the "**Executive Officers**") and (ii) make recommendations to the Board with respect to compensation of the non-employee members of the Board. The Committee shall have overall responsibility for approving and evaluating officer compensation plans, policies and programs of the Company. The Committee shall also have all authority necessary to fulfill the duties and responsibilities assigned to the Committee in this Charter or otherwise assigned to it by the Board.

Unless each member of the Committee is (i) an "outside director" within the meaning of § 162(m) of the Internal Revenue Code ("**Outside Director**") and (ii) a "non-employee director" within the meaning of Rule 16b-3 under the Exchange Act ("**Non-employee Director**"), a subcommittee of the Committee (the "**Section 16 Subcommittee**") shall be appointed by the Committee which shall have the duties and responsibilities described below under the heading "Section 16 Subcommittee Duties and Responsibilities."

In addition to the Section 16 Subcommittee, the Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Board.

The Compensation Committee and the Section 16 Subcommittee are referred to herein collectively as the "**Committees**."

Composition:

The Committee shall be composed of no fewer than three members. If the Section 16 Subcommittee is created, it shall consist of no fewer than two members, each of whom shall be an Outside Director and a Non-employee Director.

Appointment and Removal of Members

Subject to the terms of the Company's Fourth Amended and Restated Certificate of Incorporation (the "**Certificate of Incorporation**") and the Stockholder's Agreement dated as of May 1, 2013, by and between the Company and Deutsche Telekom AG (the "**Stockholder's Agreement**") (as each may be amended from time to time), the members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee.

Subject to the terms of the Certificate of Incorporation and the Stockholder's Agreement, the Board may remove any member from the Committee at any time with or without cause. The members of the Section 16 Subcommittee shall be appointed by the Committee, which may remove any member from the Section 16 Subcommittee at any time with or without cause.

Chairpersons of the Committees

A Chairperson of the Committee will be designated by the Board or, if no such designation is made by the Board, a majority of the members of the Committee. The Chairperson of the Committee, or in the absence of the Chairperson, another member of the Committee designated by a majority of the members of the Committee, will preside at each meeting of the Committee and set the agenda for such meeting. A Chairperson of the Section 16 Subcommittee will be designated by the Committee. The Chairperson of the Section 16 Subcommittee will preside at each meeting of the Section 16 Subcommittee and set the agenda for such meeting.

Compensation Committee Duties and Responsibilities:

Except as specifically reserved to the Section 16 Subcommittee, the Committee shall have the following duties and responsibilities, in addition to any duties and responsibilities assigned to the Committee from time to time by the Board.

Executive Compensation Philosophy and Programs

- Periodically review and approve the Company's overall executive compensation philosophy and its programs, policies and practices regarding compensation of Executive Officers.

CEO and Executive Compensation

- Review and approve corporate goals and objectives relevant to the CEO's compensation, evaluate the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation based on this evaluation.
- Review and approve annual compensation for the Company's other Executive Officers.
- Review and approve annual and long-term incentive compensation plans for Executive Officers.
- Review and approve all compensation arrangements to be made between the Company and any newly hired or promoted Executive Officer and any severance, change-in-control or retirement arrangement with any Executive Officer that materially deviates from the Company's standard programs or policies for Executive Officers.
- Assist the Board in reviewing the results of any shareholder advisory votes, or responding to other shareholder communications, that relate to the compensation of the Executive Officers of the Company who are named in the Company's annual proxy statement.
- Oversee the Company's compliance with the requirement under the NASDAQ Stock

Market rules that, with limited exceptions, shareholders approve equity compensation plans, and the requirements under the Sarbanes-Oxley Act of 2002 relating to pension fund blackout periods and loans to directors and officers.

Succession Planning

- Oversee the development of, in consultation with the CEO and the Board as appropriate, a long-term management succession plan to be discussed at least annually with the Board.
- Oversee the development of, in consultation with the CEO and the Board as appropriate, a short-term succession plan for unexpected situations affecting the CEO and senior management.
- In the event of a vacancy in the position of CEO, make a recommendation to the Board with respect to the appointment of a successor.

Non-Employee Director Compensation

- Review and make recommendations to the Board with respect to compensation for non-employee members of the Board and periodically review the status of Board compensation policies and discuss the results of such review with the Board.

Other Compensation Plans

- Review and recommend to the Board for its approval all Company equity compensation plans.
- Oversee the administration of the Company's equity compensation plans.
- Determine officer and director stock ownership guidelines and monitor compliance with such guidelines.

Tax-Qualified and Nonqualified Benefit Plans

- Oversee and monitor the Company's tax-qualified plans, nonqualified benefit plans and deferred compensation plans.

Other Plans

- Carry out such duties under equity compensation or other plans as may be assigned to the Committee by the Board from time to time.

Review of Other Company Compensation Programs and Related Risks

- Periodically review with management the Company's compensation programs for all employees, including management's assessment as to whether risks arising from such programs are reasonably likely to have a material adverse effect on the Company.

Reports

- Report to the Board on any significant matters arising from the Committees' work.
- Review and discuss with the Company's management the Compensation Discussion and Analysis (the “*CD&A*”) required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement or annual report on Form 10-K and, based on such review and discussion, determine whether to recommend to the Board that the *CD&A* be included in the Company's annual proxy statement or annual report.
- Prepare the Compensation Committee Report and review other executive and director compensation disclosures required to be included in the Company's annual proxy statement or annual report on Form 10-K.

Section 16 Subcommittee Duties and Responsibilities:

The Section 16 Subcommittee shall have (i) sole authority to approve all awards granted to Executive Officers that are intended to qualify as performance-based compensation for purposes §162(m) of the Code and (ii) unless otherwise determined by the Committee, authority to approve all equity or equity-based awards to Executive Officers.

Meetings:

The Committees shall establish a meeting calendar annually, which shall include at least one meeting for the year. The Committees may hold such other meetings as are necessary or appropriate in order for the Committees to fulfill their responsibilities. When appropriate, the Committees may meet in separate executive session with management, employees, legal counsel and other professional advisors to discuss matters that the Committees or the other groups believe warrant the attention of the Committees.

A majority of the members of the Committees shall constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committees. The Committees may meet in person, by telephone or videoconference and may take action by unanimous written consent to the fullest extent permitted by the Delaware General Corporation Law.

Consultants and Advisors:

The Committee shall have the sole authority to retain and terminate any outside compensation consultants and advisors engaged to provide advice to the Committee or the Section 16 Subcommittee, including the sole authority to approve fees and other retention terms. Any such compensation consultants and advisors shall report directly to the Committees.

As the Committees deem appropriate, they may also retain independent counsel, accounting and other professionals to assist the Committees without seeking Board approval with respect to the selection, fees or retention terms for any such advisors.

The Company shall provide the appropriate funding, as determined by the Committees, for

payment of compensation to any such consultants, advisors and other professionals engaged by the Committees.

Evaluation:

The Committees shall review and reassess this Charter at least annually and, if appropriate, propose changes to the Board.

The Committees shall obtain or perform an annual evaluation of the Committees' performance and make applicable recommendations.