

T-MOBILE US, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
CHARTER

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

General

The primary function of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of T-Mobile US, Inc. (the “**Company**”) is to (i) identify individuals qualified to become members of the Board consistent with criteria approved by the Board, (ii) approve and recommend to the Board director candidates, (iii) oversee the evaluation of the Board and its committees, (iv) develop, update as necessary and recommend to the Board corporate governance principles and policies applicable to the Company, and (v) monitor compliance with such principles and policies. The Committee shall 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.

Composition and Delegation

The Committee shall be composed of three or more directors, as determined by the Board in accordance with the provisions of the Company’s Fourth Amended and Restated Certificate of Incorporation (the “**Certificate of Incorporation**”) and the Stockholder’s Agreement dated as of April 30, 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. 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 Committee may form and delegate authority to subcommittees and, when appropriate, may delegate authority to one or more designated members of the Committee.

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, 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 (including executive sessions) and set the agenda for such meeting.

Duties and Responsibilities

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:

Director Selection

- Subject to the terms of the Certificate of Incorporation and Stockholder's Agreement, review, approve and recommend for Board consideration director candidates based on the Director Selection Guidelines then in effect, and advise the Board with regard to the nomination or appointment of such director candidates.
- Periodically review, approve and recommend to the Board appropriate revisions to the Director Selection Guidelines then in effect.
- Subject to the terms of the Certificate of Incorporation and Stockholder's Agreement, determine procedures for the review, approval and recommendation of director candidates, as appropriate.

Board and Board Performance

- Periodically review and make recommendations to the Board regarding the appropriate size, role and function of the Board.
- Periodically review appropriateness of any qualifications and restrictions on Board service, such as term limits and retirement policy.
- Establish, coordinate and review with the Chairman of the Board the criteria and methods for evaluating the effectiveness of the Board.
- Develop and oversee a process for an annual evaluation of the Board.

Board Relationship to Senior Management

- Monitor the process and scope of director access to Company management and employees and communications between directors and Company management and employees.

Meeting Procedures

- Monitor the process for preparing agendas for, organizing and running Board meetings (including the occurrence of regular executive sessions) in coordination with the Chairman of the Board and CEO.

Board Committee Matters

- Recommend to the Board, as appropriate, the number, type, functions, and structure of committees of the Board, and the chairperson of each such committee.

- Subject to the terms of the Certificate of Incorporation and the Stockholder's Agreement, recommend to the Board director membership on Board committees and advise the Board and/or committees with regard to selection of Chairpersons of committees.
- Establish and coordinate with applicable committee Chairpersons the criteria and methods for evaluating the effectiveness of the committees.

Director Orientation and Continuing Education

- Periodically review the Company's director orientation program and recommend changes as appropriate.
- Monitor, plan and support continuing education activities of the directors.

Governance Policies

- Periodically review, and recommend to the Board appropriate revisions to, the Company's corporate governance guidelines.
- Develop and recommend to the Board for approval such other corporate governance policies as the Committee determines necessary or appropriate, and periodically review and recommend to the Board appropriate revisions to such other corporate governance policies.
- Monitor compliance with and the effectiveness of the aforementioned codes and guidelines, except to the extent that such responsibility has been assigned to another committee of the Board.

Meetings

The Committee shall establish a meeting calendar annually, which shall include at least one meeting for the year. The Committee may hold such other meetings as are necessary or appropriate in order for the Committee to fulfill its 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 Committee or the other groups believe warrant the attention of the Committee.

A majority of Committee members 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 Committee. The Committee 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 sole authority to retain and terminate any search firm that is used to identify director candidates and the sole authority to approve fees and other retention terms. As the Committee deems appropriate, it may also retain independent counsel and other consultants to assist the Committee without seeking further Board approval with respect to the selection, fees or retention terms for any such advisers.

Evaluation

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

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