

**SPRINT CORPORATION
AUDIT COMMITTEE CHARTER**

I. COMMITTEE PURPOSE

The primary purposes of the Audit Committee are to assist the Sprint Corporation ("Sprint") Board of Directors (the "Board") in fulfilling its oversight responsibilities with respect to:

- (a) the independent registered public accounting firm's qualifications, independence, audit and review scope, and performance,
- (b) the integrity of Sprint's financial statements and related disclosures as well as related accounting and financial reporting processes and internal controls,
- (c) the audit scope and performance of the internal audit function,
- (d) Sprint's compliance with legal and regulatory requirements,
- (e) Sprint's related party transactions policy and procedures,
- (f) the Audit Committee report to be included in Sprint's annual proxy statement, and
- (g) Sprint's Enterprise Risk Management Program.

The Audit Committee is to act on behalf of the Board and to oversee all material aspects of Sprint's accounting and financial reporting processes and the quality and integrity of Sprint's financial statements and related disclosures, including oversight of the activities of Sprint's management and of the independent registered public accounting firm as described in this paragraph. Sprint's management is responsible for the preparation, presentation and integrity of Sprint's financial statements and related disclosures, the appropriateness of the accounting and reporting policies used by Sprint, and the effectiveness of the accounting and financial reporting processes. The independent registered public accounting firm is responsible for auditing those financial statements and controls.

An important part of the Audit Committee's purpose is the coordination with other Board Committees and the fostering of a free, open and clear avenue of communication between management, the independent registered public accounting firm, the internal audit function, the general counsel, and the Board.

II. COMMITTEE COMPOSITION

The Audit Committee will be comprised of at least three directors. The Audit Committee will at all times be comprised solely of independent directors (as defined in the rules promulgated by the New York Stock Exchange (the "NYSE")), and the members of the Audit Committee will otherwise be required to satisfy any additional director independence requirements and other director qualification standards of the NYSE, applicable law and regulations, Sprint's Amended

and Restated Bylaws (“Bylaws”) and Sprint's Corporate Governance Guidelines (the "Governance Guidelines") that are applicable to members of the Audit Committee.

All members of the Audit Committee will be financially literate, as such qualification is interpreted by the Board in its business judgment. At least one member must be designated by the Board to be the "audit committee financial expert" as defined by the rules and regulations of the Securities and Exchange Commission (the "SEC") and at least one member (who may also be the audit committee financial expert) will have accounting or related financial management expertise in accordance with the NYSE listing standards, as the Board interprets such qualification in its business judgment.

The members and chair of the Audit Committee will be appointed by the Board and will serve until removed by the affirmative vote of a majority of the Board or their successors have been duly appointed and qualified, in each case in accordance with the Bylaws. Any vacancy on the Audit Committee will be filled by the affirmative vote of a majority of the Board. Notwithstanding the foregoing, each Independent Director (as defined in Sprint’s Bylaws) serving on the Audit Committee may designate as his or her alternate to the Audit Committee, for one or more meetings of the Audit Committee, another Independent Director.

III. COMMITTEE MEETINGS

The Audit Committee will meet as often as required to fulfill its responsibilities as set forth in this Charter, but no less than four times a year. Meetings may be held in person, telephonically or by means of other communication equipment by means of which all persons participating in the meeting can hear each other. The chair or his or her designee will preside over all meetings. The Audit Committee will meet regularly with management, the head of the internal audit function, and the independent registered public accounting firm in separate executive sessions to discuss any matters that the Audit Committee or any of these groups believes warrant the attention of the Audit Committee, and the Audit Committee may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. When necessary, the Audit Committee will meet with the general counsel in executive session. Unless otherwise requested by the Audit Committee, or the general counsel, as appropriate, or unless otherwise required under Sprint's procedures, any executive sessions with the general counsel will occur only at regularly scheduled meetings. The Audit Committee will report regularly to the Board on its decisions, recommendations and other activities.

A quorum for any Audit Committee meeting will require the presence, in person, of a majority of the total number of directors appointed to the Audit Committee. If there is less than a quorum at any Audit Committee meeting, a majority of those present may adjourn the meeting.

The Audit Committee will maintain minutes of its meetings and records relating to those meetings.

IV. PRINCIPAL COMMITTEE RESPONSIBILITIES AND DUTIES

To fulfill its purposes, responsibilities and duties, the Audit Committee will:

Independent Registered Public Accounting Firm

1. Possess sole authority for the appointment, retention, replacement, termination, compensation, evaluation and oversight of the independent registered public accounting firm. The Audit Committee will make an annual determination whether to retain the current independent registered public accounting firm or appoint a new independent registered public accounting firm. The independent registered public accounting firm will report directly to the Audit Committee.
2. Approve all engagement fees and terms with the independent registered public accounting firm for all audit, review and other services. The Audit Committee will also have sole authority to pre-approve all permissible engagements with the independent registered public accounting firm. The Audit Committee may delegate pre-approval authority to one or more of its members, but any decisions made by the member to whom such authority is delegated must be reported to the Audit Committee at its next meeting. All engagements will be pre-approved in accordance with Sprint's Financial Policy on Pre-Approvals of Audit, Audit-Related, Tax and Non-Audit Services.
3. Before the annual audit, review and discuss with the independent registered public accounting firm the scope, performance and general extent of the annual audit and related work and the fees to be paid for these services.
4. Receive from the independent registered public accounting firm, on an annual basis, a formal written statement concluding that the independent registered public accounting firm is independent, in addition to delineating all relationships between the independent registered public accounting firm and Sprint and its executive officers and directors, consistent with applicable regulations. Review and discuss with the Board, as necessary, and the independent registered public accounting firm, on a periodic basis, any disclosed relationships or services between the independent registered public accounting firm and Sprint or its executive officers or directors, or any other circumstances that may impact the objectivity and independence of the independent registered public accounting firm.
5. Oversee the quality-control process of the independent registered public accounting firm by, at least annually, obtaining and reviewing reports from the independent registered public accounting firm describing the firm's internal quality-control procedures; any material issues raised by the most recent internal quality control review, or peer review, of the independent registered public accounting firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm and any steps taken to deal with any such issues. At least annually, conduct an evaluation of the independent registered public accounting firm's qualifications, performance and independence, taking into account the opinions of management and the internal audit function. The evaluation of the independent registered public accounting firm will include the review and evaluation of the lead partner of such

firm. The Audit Committee will review and discuss with the Board its determinations with respect to the independent registered public accounting firm.

6. In addition to ensuring proper rotation of the lead audit partner and concurring audit partner of the independent registered public accounting firm, as well as any other relevant member of the audit engagement team, consider, periodically, whether the regular rotation of Sprint's independent registered public accounting firm is appropriate or desirable.
7. Set hiring policies for employees or former employees of the independent registered public accounting firm.
8. Regularly review separately with each of Sprint management, the independent registered public accounting firm and the internal audit function any audit problems or difficulties encountered during the course of the review or audit, including any restrictions on the scope of work or access to required information, any significant issue discussed with the independent registered public accounting firm's national office, and, where applicable, management's response.
9. Review and resolve any significant disagreement between management and the independent registered public accounting firm or the internal audit function in connection with the preparation of the financial statements.
10. Review the impact of pronouncements of the Financial Accounting Standards Board, the SEC and other governing or regulating bodies on Sprint's financial statements.

Financial Reporting and Processes and Internal Controls

1. Review and discuss the annual audited financial statements and quarterly financial statements to be included in Sprint's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, respectively, with management and the independent registered public accounting firm, including a review of Sprint's specific disclosures under "Management Discussion and Analysis of Financial Condition and Results of Operations" and any major issues related thereto. Recommend to the Board whether the audited financial statements should be included with the Annual Report on Form 10-K.
2. Review the integrity, adequacy and effectiveness of Sprint's accounting and financial reporting processes and internal control and external reporting policies and procedures on a regular basis, with the independent registered public accounting firm, management and the internal audit function.
3. Review the yearly report prepared by management, and attested to by the independent registered public accounting firm, assessing the effectiveness of Sprint's internal control over financial reporting and stating management's responsibility for establishing and maintaining adequate internal control over financial reporting prior to its inclusion in Sprint's Annual Report on Form 10-K.

4. Receive, and periodically review with the Chief Executive Officer and Chief Financial Officer, (i) all significant deficiencies and material weaknesses in the design or operation of Sprint's internal control over financial reporting which are reasonably likely to adversely affect Sprint's ability to record, process, summarize and report financial information and (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in Sprint's internal control over financial reporting.
5. Discuss with management the Chief Executive Officer's and Chief Financial Officer's evaluations of Sprint's disclosure controls and procedures.
6. Review with management Sprint's administrative, operational and accounting internal controls, including any special audit steps adopted in light of the discovery of material control deficiencies.
7. Review the following on a timely basis with management, the independent registered public accounting firm and, if appropriate, the internal audit function:
 - The review reports of Sprint's interim financial statements;
 - The annual audit report(s) or proposed audit report(s), including the timing and scope of audit activities;
 - Significant issues regarding accounting principles and financial statement presentations, including changes in Sprint's selection or application of accounting principles and the effect of existing or proposed regulatory and accounting initiatives, and issues as to the adequacy of Sprint's internal control over financial reporting, including any material changes in internal control over financial reporting and any special steps adopted in light of any identified material weaknesses in internal controls;
 - Analyses prepared by management or the independent registered public accounting firm setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative generally accepted accounting principles of the United States of America ("GAAP") methods on Sprint's financial statements;
 - Critical accounting policies and practices to be used;
 - Any material written communications between the independent registered public accounting firm and management, such as any management letter and any schedule of unadjusted differences;
 - Management's annual report on internal control over financial reporting;

- All alternative treatments of financial information that have been discussed by the independent registered public accounting firm and management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred, if any, by the independent registered public accounting firm, including the accounting basis for the preferred treatment, to the extent different than management;
 - The reports of the results of such other examinations outside the course of the independent registered public accounting firm's normal audit procedures that may be undertaken from time to time;
 - The effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on Sprint's financial statements; and
 - Such other matters required by the Governance Guidelines and applicable regulations, including the NYSE listing standards.
8. Prior to public release, discuss generally with management the type and presentation of information to be disclosed in earnings press releases and earnings guidance (including the use of any "pro forma" or "adjusted" non-GAAP information), and Sprint's guidance concerning future financial performance, as well as financial information provided by Sprint to analysts and rating agencies.

Internal Audit Function

1. Consider and approve management's proposed appointment, termination or transfer of the head the internal audit function.
2. Provide input regarding the annual performance appraisal and compensation of the head of the internal audit function.
3. Annually review the internal audit function's audit plan and objectives, resources, qualifications, independence and reporting relationships.
4. Review the internal audit function's activities on a quarterly basis, including any plan changes, objective changes, and resource updates.
5. Review any significant matters contained in reports from the internal audit function, as well as management's procedures for implementing accepted recommendations made by either internal audit or the independent registered public accounting firm.

Legal and Regulatory Compliance

1. Review with Sprint's general counsel and controller any legal matters that could have a significant impact on Sprint's financial statements.

2. Review with Sprint's general counsel, as appropriate, any legal matters that the general counsel and Audit Committee chair deem relevant, and review any material reports received from regulatory or governmental agencies.
3. Review reports by management regarding any fraud, whether or not material, that involves management or other employees who have a significant role in Sprint's internal control over financial reporting.
4. Adopt and implement a policy to review and approve or ratify transactions with "related persons" (as defined in the SEC's relevant rules and regulations).
5. In consultation with the Nominating and Corporate Governance Committee, adopt and implement a policy and procedures (A) to receive, handle and retain complaints regarding accounting, internal accounting controls or auditing matters, and (B) to provide for confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters. Review the treatment of any complaints received under this policy.
6. Assist the Board in oversight of Sprint's compliance with legal and regulatory requirements.

General

1. Annually review and reassess the adequacy of this Charter.
2. Prepare the Audit Committee report required to be prepared by the Audit Committee pursuant to the rules of the SEC to be included in Sprint's annual proxy statement.
3. With input from the Finance Committee, review guidelines and policies with respect to risk assessment and risk management. Annually report to the Board regarding Sprint's Enterprise Risk Management Program.
4. Conduct or oversee any investigation appropriate to fulfilling its responsibilities, using direct access to the independent registered public accounting firm as well as any Sprint employee, as appropriate.
5. Annually evaluate the Audit Committee's performance, using procedures established or approved by the Nominating and Corporate Governance Committee.
6. Report regularly to the Board on its activities, as appropriate, including reviewing with the Board any issues that arise with respect to the quality or integrity of Sprint's financial statements, Sprint's compliance with legal or regulatory requirements, the performance and independence of the independent registered public accounting firm, or the performance of the internal audit function.

7. Perform any other activities consistent with this Charter, the Bylaws, Sprint's Amended and Restated Certificate of Incorporation, and applicable law, as the Board considers necessary or appropriate and delegates to the Audit Committee.
8. Delegate authority to subcommittees when appropriate.

V. ACCESS TO RESOURCES

The Audit Committee will have appropriate resources and authority to discharge its responsibilities as required by law. The Audit Committee will have full access to Sprint's records, officers, employees and outside advisors as necessary to perform its duties. The Audit Committee also has the authority to engage, at Sprint's expense, the services of independent counsel or other independent advisors as it determines necessary to perform its duties.

Amended: November 5, 2014