

SPRINT CORPORATION
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. COMMITTEE PURPOSE

The primary function of the Nominating and Corporate Governance Committee (the "Governance Committee") is to ensure that Sprint Corporation ("Sprint") has effective corporate governance policies and procedures and an effective Board and Board review process. In fulfilling this function, the Governance Committee (1) assists the Board of Directors of Sprint (the "Board") by identifying individuals qualified to become directors; (2) recommends to the Board for approval the director nominees for the next annual meeting of the stockholders; (3) recommends to the Board for approval the chairs and members of each Board committee; and (4) develops, reviews and recommends to the Board corporate governance policies and practices designed to benefit Sprint's stockholders.

II. COMMITTEE COMPOSITION

The Governance Committee will be comprised of at least two members. In accordance with Section 3.17(b) of Sprint's Amended and Restated Bylaws ("Bylaws"), prior to the occurrence of a Triggering Event (as defined in the Bylaws), the members of the Governance Committee will include at least one independent director (as defined in the rules promulgated by the New York Stock Exchange (the "NYSE")). The Governance Committee will be required to satisfy any additional requirements of the Bylaws and Sprint's Corporate Governance Guidelines (the "Governance Guidelines") that are applicable to members of the Governance Committee.

For so long as Sprint elects a "controlled company" exception or other comparable exception under the listing requirements of the NYSE, then, other than the requirement to have at least one independent director, as provided in the preceding paragraph, any listing requirement of the NYSE or provision of this charter from which Sprint may be exempt in reliance upon such controlled company or other provision (any "Exempt Provision") shall be deemed inapplicable to Sprint and the Governance Committee if and for so long as Sprint relies upon the controlled company or other similar exception, without further amendment of this charter. Any Exempt Provisions shall again be deemed applicable, without further amendment of this charter at such time as Sprint elects to no longer rely upon, or is otherwise no longer eligible to rely upon, the controlled company or other similar exception.

The members and chair of the Governance 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 Governance Committee will be filled by the affirmative vote of a majority of the Board. Notwithstanding the foregoing, the chair of the Governance Committee (unless the Governance Committee is comprised solely of Independent Directors (as defined in the Bylaws) that may be constituted from time to time by the Board) will be a SoftBank Designee (as defined in the Bylaws) or, at the sole election of the SoftBank Stockholder (as defined in the Bylaws), an Independent Director in lieu of the SoftBank Designee, and each Independent Director or SoftBank Designee serving on the Governance Committee may designate as his or her alternate

to the Governance Committee, for one or more meetings of the Governance Committee, another Independent Director or SoftBank Designee, as applicable.

At all times following the first occurrence of a Triggering Event and prior to the first occurrence of a Termination Event (as defined in the Bylaws), the Governance Committee will include at least a number of SoftBank Designees that is proportional to SoftBank's Voting Interest (as defined in the Bylaws), rounded up to the nearest whole number.

III. COMMITTEE MEETINGS

The Governance Committee will meet as often as required to fulfill its responsibilities set forth in this Charter. 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 of the Governance Committee. The Governance Committee may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. The Governance Committee will report regularly to the Board on its decisions, recommendations and other activities.

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

The vote of a majority of the votes present or otherwise able to be cast at any Governance Committee meeting at which a quorum is present shall be necessary to constitute the act of the Governance Committee; provided, however, that prior to the first occurrence of a Triggering Event, at each meeting of the Governance Committee, each SoftBank Affiliate Director present at such meeting shall have, and be entitled to cast at such meeting, a number of votes equal to the quotient determined by dividing (i) the total number of SoftBank Affiliate Directors on such committee, by (ii) the total number of SoftBank Affiliate Directors present at such meeting.

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

When necessary the Governance Committee will meet with the chief ethics officer in executive session.

IV. COMMITTEE RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Governance Committee will:

1. Evaluate and make recommendations to the Board regarding (a) Sprint's overall corporate governance effectiveness, and (b) the composition, size, role and functions of the Board and its committees with respect to their ability to oversee successfully Sprint's business and affairs in a manner consistent with the Bylaws, the Governance Guidelines and NYSE listing standards.

2. Determine director selection criteria consistent with the Bylaws and the Governance Guidelines, and conduct searches for prospective directors whose skills and attributes reflect these criteria.
3. Utilizing the director selection criteria set forth in the Bylaws and the Governance Guidelines, and any other considerations the Bylaws and the Governance Committee deems appropriate, evaluate and make recommendations to the Board concerning nominees to fill newly-created Board positions and vacancies on the Board occurring between annual meetings of the stockholders.
4. Utilizing the director selection criteria set forth in the Bylaws and the Governance Guidelines, and any other considerations the Bylaws and the Governance Committee deems appropriate, evaluate and make recommendations to the Board concerning nominees (including nominees proposed by stockholders) for election to the Board at the annual meeting of stockholders.
5. Evaluate and make recommendations to the Board concerning the appointment of directors to Board committees and the selection of Board committee chairs, consistent with the Bylaws and the Governance Guidelines.
6. At least annually, and upon at such time as Sprint no longer elects a “controlled company” exception or other comparable exception under the listing requirements of the NYSE, review the Governance Guidelines and this Charter and, as appropriate, recommend changes to the Board.
7. Annually evaluate the performance of the Governance Committee.
8. Assist the Board in overseeing compliance with and implementation of the Governance Guidelines.
9. Determine the methods for and conduct annual evaluations of the Board, and each Board committee, and report to the Board with its findings and recommendations.
10. Oversee Sprint's director orientation and education programs.
11. If applicable, evaluate Sprint's stockholder rights plan at least once every three years, to determine whether it continues to be in the best interests of the company and its stockholders.
12. Review at least annually the Company's report on political contributions. Review and report to the Board on a periodic basis with respect to corporate social responsibility, including the Company's public reporting on its corporate responsibility and sustainability objectives.
13. Review the scope and status of the Ethics and Compliance Program and other procedures designed to promote integrity and an ethical culture, and compliance with laws, regulations and Sprint policies, including Sprint's Code of Conduct and the Securities Law Compliance Program. Review management's monitoring of

these programs. The chief ethics officer shall have the authority to communicate personally with the Governance Committee and shall provide an update at least annually on the results of the compliance reporting system and any material issues regarding compliance with laws or Sprint's policies. Consider and approve management's proposed appointment, termination or transfer of the chief ethics officer and of the stock trading compliance officer.

14. Delegate authority to subcommittees when appropriate.
15. Perform any other activities consistent with this Charter, the Bylaws, Sprint's Amended and Restated Certificate of Incorporation, Governance Guidelines and applicable law, as the Board considers appropriate and delegates to the Governance Committee, including the development, review and recommendation of corporate governance policies and practices.

V. ACCESS TO RESOURCES

The Governance Committee has the sole authority, at Sprint's expense, (1) to retain, to determine the fees and other terms of engagement of, and to terminate the services of any search firm used to assist in the identification of candidates to serve as a director, and (2) to engage the services of any other outside advisors to assist it in the discharge of its duties. The Governance Committee also will have full access to Sprint's records, officers, employees and outside advisors as necessary to perform its duties.

Amended: May 21, 2015