

SPRINT CORPORATION COMPENSATION COMMITTEE CHARTER

I. COMMITTEE PURPOSE

The primary functions of the Compensation Committee are (1) to discharge the responsibilities of the Sprint Corporation ("Sprint") Board of Directors (the "Board") relating to compensation of Sprint's executives in general and its principal senior officers in particular, and relating to compensation of non-employee directors, (2) to report on executive compensation in Sprint's annual proxy statement in accordance with applicable rules and regulations, and (3) to review with management plans for the orderly development and succession of senior officers.

II. COMMITTEE COMPOSITION

The Compensation 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 Compensation Committee will include at least one independent director (as defined in the rules promulgated by the New York Stock Exchange (the "NYSE")). In addition, the members of the Compensation Committee will include one director who is designated as the Security Director (as defined in the Bylaws). To the extent that the Security Director is an independent director (as defined in the rules promulgated by the NYSE), then the Security Director will also satisfy the independent director requirement of the immediately preceding sentence. The Compensation Committee will be required to satisfy any additional requirements of the Bylaws and Sprint's Corporate Governance Guidelines that are applicable to members of the Compensation Committee. In addition, unless the Board specifically determines otherwise, (i) the independent members also must meet the definition of "non-employee director" under Section 16 of the Securities Exchange Act of 1934 ("Section 16") and the definition of "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986 ("Section 162(m)"), and (ii) awards intended to be qualified under Section 162(m) shall be granted by the independent members of the Compensation Committee in a manner designed to comply with Section 162(m), and (iii) awards intended to be exempt under Section 16 shall be granted by the independent members of the Compensation Committee, or by the full Board, in a manner designed to comply with Section 16.

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 Compensation 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 Compensation 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 Compensation Committee will be filled by the affirmative vote of a majority of the Board. Notwithstanding the foregoing, the chair of the Compensation Committee (unless the Compensation 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 Compensation Committee may designate as his or her alternate to the Compensation Committee, for one or more meetings of the Compensation 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 Compensation 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 Compensation Committee will meet as often as required to fulfill its responsibilities as set forth in this Charter, but no less than three times a year, and will meet at least once annually with only the non-employee directors present. 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 Compensation Committee may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. The Compensation Committee will report regularly to the Board on its decisions, recommendations and other activities. Any individual whose performance or compensation is to be discussed at a Compensation Committee meeting should not attend such meeting, or at least the relevant portion thereof, unless specifically invited by the Compensation Committee.

A quorum for any Compensation Committee meeting will require the presence, in person, of a majority of the total number of directors appointed to the Compensation Committee. If there is less than a quorum at any Compensation 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 Compensation Committee meeting at which a quorum is present shall be necessary to constitute the act of the Compensation Committee; provided, however, that prior to the first occurrence of a Triggering Event, at each meeting of the Compensation 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 Compensation Committee will maintain minutes of its meetings and records relating to those meetings.

IV. COMMITTEE RESPONSIBILITIES AND DUTIES

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

1. Develop and oversee Sprint's compensation programs and practices for executives generally and for principal senior officers in particular. "Principal senior officers" means: (a) the Chief Executive Officer ("CEO"), (b) the senior officer direct reports of the CEO and the Chief Operating Officer, and (c) the individuals designated by Sprint as executive officers under Section 16 of the Securities Exchange Act of 1934. The Compensation Committee also will have, as an important objective, the responsibility of ensuring that Sprint's compensation and general human resource programs and practices are competitive and are effective in attracting, retaining and motivating highly qualified personnel.
2. With input from the non-employee Board members who are not members of the Compensation Committee, review and approve Sprint's goals and objectives relevant to the CEO's compensation, evaluate the performance of the CEO in light of those goals and objectives, and set the annual compensation levels for the CEO based on the Board's and the Compensation Committee's performance evaluations and the Compensation Committee approved compensation principles.
3. Review and approve Sprint's goals and objectives relevant to Sprint's compensation of the principal senior officers (other than the CEO), review management's assessment of their performance, and set their annual compensation levels based on the Compensation Committee's approved compensation principles and in consultation with the CEO.
4. Advise on the setting of compensation for senior officers whose compensation is not otherwise set by the Compensation Committee.
5. The Compensation Committee will periodically review the competitiveness and appropriateness of the non-employee director compensation program and make recommendations for approval to the Board regarding director fees, equity awards, perquisites and benefits payable to non-employee directors for their service on the Board and Board committees. The Compensation Committee will consider the cash and equity compensation and benefits payable to non-employee directors of companies of comparable size and complexity.

6. Make recommendations for approval to the Board with respect to incentive compensation plans and equity-based compensation plans, including any amendments to them, that are subject to Board approval.
7. Determine, approve and acknowledge awards under incentive compensation and equity-based compensation plans, including amendments to the awards made under any such plans, and review and monitor awards under such plans.
8. Administer Sprint's omnibus incentive plan.
9. Review and approve amendments to Sprint's qualified retirement plans consistent with the respective plan documents, review amendments to other employee benefit plans that require approval of the Board of Directors, and review at least annually reports of Sprint's Employee Benefits Committee.
10. Review and approve any proposed employment agreement (including any amendments) with principal senior officers. The Compensation Committee will review and approve any severance, retention or other termination plans and any severance, retention or other termination payments proposed to be made to any current or former principal senior officer, except for any such payment made in accordance with a plan or agreement previously approved by the Board or the Compensation Committee.
11. Review risks related to Sprint's compensation policies and practices and review and discuss, at least annually, the relationship between Sprint's risk management policies and practices, corporate strategy and compensation policies and practices.
12. Review and recommend for inclusion executive compensation disclosures made in Sprint's annual proxy statement and annual report on Form 10-K, including the Compensation Discussion & Analysis contained in the annual proxy statement, and prepare the Compensation Committee report to be included in the annual proxy statement.
13. Review and recommend to the Board Sprint's submission to stockholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes. In addition, consider the results of stockholder advisory votes on executive compensation matters and the changes, if any, to Sprint's executive compensation policies, practices and plans that may be warranted as a result of any such vote.
14. Annually review with management plans for the orderly development and succession of senior officers.
15. Recommend and review stock ownership guidelines and policies with respect to hedging or pledging holdings of Sprint common stock by senior officers.

16. Establish and administer clawback or recoupment policies.
17. Delegate authority to subcommittees or any committee member when appropriate.
18. Annually, and at such time as Sprint no longer elects a “controlled company” exception or other comparable exception under the listing requirements of the NYSE, review and reassess the adequacy of this Charter.
19. Annually evaluate the performance of the Compensation Committee, using procedures established or approved by the Nominating and Corporate Governance Committee.
20. 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 appropriate and delegates to the Compensation Committee, including duties assigned to it in Sprint's equity-based compensation plans, qualified retirement plans or other employee benefit plans.

V. ACCESS TO RESOURCES

The Compensation Committee has the sole authority, at Sprint's expense, to retain, to determine the fees and other terms of engagement of, and to terminate a compensation consultant or other advisors to assist it in the discharge of its duties, but only after taking into consideration all factors relevant to the compensation consultant's or advisor's independence from management, including those specified in Section 303A.05(c) of the New York Stock Exchange Listed Company Manual. The Compensation Committee also will have full access to Sprint's records, officers, employees and outside advisors as necessary to perform its duties. At least once every three years, the Compensation Committee will retain a compensation consultant to give a report on (1) whether the current compensation programs and agreements provide an appropriate level of compensation to principal senior officers and whether they provide sufficient retention incentive, and (2) whether the current compensation programs provide an appropriate level of compensation to the Board's non-employee members.

Adopted: May 25, 2017