

# T-MOBILE US, INC.

## CORPORATE GOVERNANCE GUIDELINES

(last amended, effective as of December 1, 2017)

**Purpose.** The Board of Directors (the “*Board*”) of T-Mobile US, Inc. (the “*Company*”) has developed these corporate governance guidelines (the “*Guidelines*”) to help it to fulfill its responsibilities to the Company and its stockholders. The Guidelines should be applied in a manner consistent with all applicable laws and stock market rules and the Company’s Fourth Amended and Restated Certificate of Incorporation (the “*Charter*”) and Fifth Amended and Restated Bylaws (the “*Bylaws*”), each as amended and in effect from time to time. The Guidelines are intended to serve as a flexible framework for the conduct of the Board’s business and not as a set of legally binding obligations. The Board may modify or make exceptions to the Guidelines from time to time in its discretion and consistent with its duties and responsibilities to the Company and its stockholders.

**Role of the Board.** The Board oversees and reviews management activities and advises on long-term and strategic issues, all with a view to enhancing the long-term value of the Company to the stockholders. It is the responsibility of management of the Company to manage the Company’s operations and financial condition subject to the Board’s oversight and ultimate control. Among its primary functions, the Board reviews, approves and oversees the implementation of the Company’s major business, capital and financial objectives, strategy, and plans; oversees the conduct of the Company’s business by management; oversees the Company’s financial reporting and the integrity of its financial statements and internal control over financial reporting; oversees the compensation of the Chief Executive Officer (“*CEO*”) and other senior management of the Company; performs an annual evaluation of the CEO; oversees management succession planning; assesses Company risks and strategies for risk mitigation; oversees the Company’s legal and regulatory compliance and ethics policies; and promotes policies that encourage a corporate culture of openness, ethical conduct, honesty, fairness and accountability. The Board may discharge its responsibilities either directly or by delegating them to its committees, except that the Board may not delegate any of its responsibilities which, under applicable law, the Charter, or Bylaws may not be delegated to a committee of the Board. The Board is accountable to the stockholders of the Company, but recognizes that the long-term interests of stockholders are advanced by responsibly addressing the concerns of other stakeholders, including employees, consumers, customers, suppliers, government and the public. In all actions taken by the Board, the directors are expected to exercise their business judgment in what they reasonably believe to be in the best interests of the Company.

### **Board Composition and Selection.**

*Independence.* The Board shall have at least three directors (and all the members of the Audit Committee) who meet the director independence standards included in the listing standards of the NASDAQ Stock Market (“*NASDAQ*”) (or any other listing requirements applicable to the Company from time to time). At such time as the Company no longer meets the definition of a “controlled company” under the listing requirements of the NASDAQ, the Board shall have a majority of directors who meet such independence standards. Subject to the terms of the Charter and the Stockholder’s Agreement dated as of April 30, 2013, between the Company and Deutsche Telekom AG (as amended from time to time, the “*Stockholder’s*”

*Agreement*”), the Board may require that one or more members of the other committees of the Board be independent or meet such other qualifications as the Board determines appropriate, in which case such independence or other qualification requirements shall be set forth in the charter of the applicable committee. The Board shall make an affirmative determination regarding the independence of each director annually. Each director has an affirmative obligation to promptly inform the Board of any material changes in his or her circumstances or relationships that may impact his or her designation by the Board as independent.

*Qualifications.* A director should possess personal and professional integrity, be of good moral character, have good business judgment, relevant experience and skills and be an effective director in conjunction with the full Board in collectively serving the long-term interests of the Company and its stockholders. Directors should be committed to devoting sufficient time and energy to diligently performing their duties as directors, including as members of the committees of the Board. No director shall serve as a director of any competitor of the Company or as a director of any company holding a Federal Communications Commission authorization which would require divestment of authorizations held by the Company.

*Size of Board.* Subject to terms of the Charter and the Stockholder’s Agreement, the Board shall determine the appropriate size of the Board within the limits prescribed in the Charter and Bylaws.

*Selection Process.* Subject to the terms of the Charter and the Stockholder’s Agreement, the Nominating and Corporate Governance Committee is responsible for identifying, evaluating, and recommending potential director nominees, who are qualified to be directors, to the Board for its approval when there is a vacancy on the Board. The Nominating and Corporate Governance Committee considers candidates proposed by members of the Committee, other directors, management and stockholders. Subject to the terms of the Charter and the Stockholder’s Agreement, the Committee also considers candidates for re-election, provided that the candidate has consented to stand for re-election. After the Nominating and Corporate Governance Committee has completed its evaluation, it presents its recommendation to the full Board for its consideration and approval, subject to the Charter and the Stockholder’s Agreement.

*Circumstances Requiring Tender of Resignation.* If a director permanently retires from, or changes, his/her primary outside occupation or becomes aware of circumstances that may adversely reflect upon the director the Company or may create a potential conflict of interest with the Company, such director should notify the Nominating and Corporate Governance Committee of such circumstances. The Nominating and Corporate Governance Committee will review the continued appropriateness of service under the circumstances, including a review of the ability of such director to give independent advice to the Company and to fully meet the responsibilities of a director, and may in certain cases consider requesting that the director submit his or her resignation from the Board.

*Service on Other Boards.* The Company encourages directors to serve as directors of other companies so that the Company can benefit from the experience, perspective and knowledge of best practices garnered from such positions. Notwithstanding the foregoing, directors shall limit the number of other company boards on which he or she serves so that he or she is able to devote

adequate time to his or her duties to the Company, including preparing for and attending meetings. Further, no member of the Audit Committee of the Board may serve on more than two audit committees of publicly traded companies other than the Company at the same time such member serves on the Audit Committee, unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Audit Committee. Directors shall advise the Chairman of the Board and the Chairman of the Nominating and Governance Committee in advance of accepting an invitation to serve on another public company board. Directors should avoid service on boards and/or committees of other organizations that create, or raise the appearance of, conflicts of interest.

*Term and Term Limits.* Directors are elected annually to one year terms. The Board does not believe it should establish term limits. The Company and its stockholders both benefit from Board continuity and stability and by allowing directors to focus on long-term business strategies and results.

*Chairman of the Board.* The Board will appoint a Chairman of the Board, who need not be an independent director. The Chairman will chair all regular sessions of the Board.

*Lead Independent Director.* The Board may designate an independent director as the Lead Independent Director. The Lead Independent Director is responsible for coordinating the activities of the other independent Directors—including presiding at all meetings of the independent directors—and for performing various other duties. When appropriate, the Nominating and Corporate Governance Committee will recommend to the Board a rotation of the Lead Independent Director to ensure diversity of Board member background, experience and variety of exposure to the affairs of the Company.

**Board Meetings.** The Board expects generally to have at least four regularly scheduled meetings each year. Upon adequate notice, unscheduled or special meetings may be called throughout the year as the need arises. The Chairman of the Board shall consult with other Board members in determining the times, places, and durations of the Board meetings. Directors are expected to attend all meetings of the Board and of the committees on which they serve and the Annual Meeting of the Company's stockholders. Directors also are expected to devote an adequate amount of time and effort to discharge properly their responsibilities.

*Board Materials.* Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting shall be distributed to the directors sufficiently in advance of the meeting, whenever feasible and appropriate. Directors should review these materials in advance of the meeting. A director may request that the Company's CEO or appropriate member of senior management present to the Board specific information as it relates to the Company and its operations. When appropriate, sensitive subjects may be discussed at a meeting without distribution of materials to the Board.

*Board Meeting Agenda.* The Chairman of the Board, in consultation with the Lead Independent Director, CEO and other senior management as appropriate, will establish the agenda for each Board meeting. Each director will be furnished with a copy of the agenda in advance of the Board meeting if possible, and if advance distribution is not possible, then the agenda shall be distributed at the Board meeting. Each director may suggest the inclusion of agenda items. Each director can bring up, at any Board meeting, subjects that are not on the agenda for that meeting

*Executive Sessions.* The independent directors of the Board shall meet at least twice each year in executive session and the Lead Independent Director shall preside at such executive sessions. The non-management directors shall meet in executive session after each regularly scheduled Board meeting or more frequently, if necessary. The Chairman of the Board will preside at an executive session of the non-management directors as long as he is a non-management director. If the Chairman of the Board is not present at a non-management executive session, the Lead Independent Director will preside. If neither the Chairman of the Board nor the Lead Independent Director is present or available at a non-management executive session, the non-management directors present shall elect among their members a director to chair such executive session.

*Access to Senior Management and Employees.* The Board shall have access to Company employees to ensure that directors can ask all questions and glean all information necessary to fulfill their duties. Management is encouraged to invite Company staff to any Board meeting at which their presence and expertise would help the Board have a full understanding of matters being considered, and are persons that management believes should be given exposure to the Board. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company.

*Access to Independent Advisors.* The Board and each of its standing committees shall have the resources, authority and funding (which will be provided by the Company) to retain such outside accounting, legal and other professional advisors as it deems appropriate without management approval.

*Committee Reports.* At each regularly scheduled meeting, the chairman of each committee, or the Company's Secretary or Assistant Secretary, shall give a report on the meetings of the committee that occurred since the last regularly scheduled meeting.

*Committee Recommendations.* Where a committee charter provides a committee with responsibility for reviewing and making recommendations to the Board on matters to be voted on by the Board, to the extent possible any item brought to the Board shall first be reviewed and recommended by such committee.

***Board Committees.*** The Board will have at all times an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee. The Board may, from time to time, establish or maintain additional committees of the Board (standing or *ad hoc*), including an Executive Committee. Committee members shall be appointed by the Board upon recommendation (after consultation with the Chairman of the Board) of the Nominating and Corporate Governance Committee.

*Committee Charters.* Each committee of the Board shall have a written charter that sets forth the committee's structure, membership qualifications, purposes, and responsibilities. The charters of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee also will provide that each committee annually evaluates its performance.

*Committee Meetings.* Each committee chairman, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. Each committee chairman, in consultation

with the appropriate members of the committee and management, will develop the committee's agenda. Each committee will report to the Board its activities, findings and recommendations after each committee meeting. The Company's Secretary, Assistant Secretary, or acting secretary appointed by the committee chairman shall attend committee meetings and should take minutes of such meeting. The committee shall review and approve the minutes of each meeting of the committee.

**Director Compensation.** The Company's non-employee directors shall be entitled to reasonable compensation in accordance with non-employee director compensation programs approved by the Board from time to time. The Compensation Committee shall periodically review the compensation of non-employee directors and make recommendations to the Board for appropriate changes. Directors who are also employees of the Company and any other directors who are excluded from the Company's non-employee director compensation programs in effect from time to time shall receive no additional compensation for Board or committee service.

All directors shall be entitled to (i) reimbursement of reasonable costs and expenses incurred in attending meetings of the Board, Board committees and the Company's stockholders and in fulfilling their other responsibilities as directors of the Company, (ii) the benefits of indemnification under the Charter, applicable law and indemnification agreements approved by the Board from time to time, and (iii) the benefits of reasonable directors' and officers' liability insurance. The Company and its affiliates shall not make any personal loans or extensions of credit to directors or executive officers.

**Stock Ownership Guidelines.** The Board has determined that the Company's executive officers and non-employee directors who participate in the Company's non-employee director compensation programs should have a substantial investment in the Company to align their interests with the interests of stockholders. Consequently, the Board has adopted Stock Ownership Guidelines for the Company's executive officers and such non-employee directors.

### **Performance Evaluation and Succession Planning.**

*Evaluation of Senior Executives and Succession Planning.* The Compensation Committee shall be responsible for overseeing the annual evaluation of the Company's CEO and other executive officers, and CEO and management succession planning.

*Evaluations of Board and Director Performance.* The Nominating and Corporate Governance Committee shall establish, coordinate and review with the Chairman of the Board criteria and methods for at least annually evaluating the effectiveness of the Board and its committees.

### **Other Provisions.**

*Director Orientation and Continuing Education.* Each new director shall receive an orientation designed to educate the new director about the industry, the Company and the Board. The Company strongly encourages and supports continuing education for directors.

*Confidentiality.* The proceedings and deliberations of the Board and its Committees are confidential. Subject to the terms of the Stockholder's Agreement, each director shall maintain the confidentiality of information received in connection with his or her service as a director and not use such information except to discharge his duties as a director to the Company and its stockholders. Directors also should maintain the confidentiality of information about the

Company and other entities that the Company entrusts to them. Directors may not use confidential information for their own personal benefit or for the benefit of persons or entities outside the Company, or in violation of any law or regulation, including insider trading laws and regulations.

*Code of Business Conduct.* Directors must abide by the relevant provisions of the Company's Code of Business Conduct.

*Securities Transactions.* Directors shall comply with the Company's Policy on Securities Trading.

*Board Interactions with Media, Institutional Investors and Others.* Management, and not the Board or individual directors, should normally speak for the Company. Individual directors may meet or otherwise communicate with the Company's various constituencies when appropriate, but only with the knowledge of the Chairman of the Board and the CEO, and, in most instances, at the request of the Chairman of the Board or the CEO (except in those rare cases when a member of a Board committee may be required to communicate with third parties without the knowledge of the Chairman of the Board or the CEO, as may be advised by counsel).

*Stockholder Communications.* The Board has approved procedures to facilitate communications between the directors and employees, stockholders and other interested third parties. Pursuant to these procedures, a person who desires to contact the Chairman of the Board, a standing committee of the Board, the Board as a whole or any individual director may do so in writing addressed as follows:

T-Mobile US, Inc.  
The Board of Directors, c/o Corporate Secretary  
12920 SE 38th Street  
Bellevue WA 98006-1350

The communication will be distributed quarterly to the Chairman of the Board, and to other directors or executive officers as appropriate, in each case depending on the facts and circumstances outlined in the communication. For example, a letter concerning a stockholder nominee would be sent to the Chairman of the Nominating and Corporate Governance Committee; and a complaint regarding accounting or internal accounting controls would be forwarded to the Chairman of the Audit Committee. Communications that are unrelated to the duties and responsibilities of the Board such as business solicitations or advertisements, junk mail and mass mailings, new product suggestions, product or service complaints, product inquiries, resumes and other forms of job inquiries, spam, and surveys may be excluded or redirected, as appropriate. In addition, material that is unduly hostile, threatening, potentially illegal or similarly unsuitable will be excluded. Responses to letters, or any communication that is excluded, is maintained by the Company and is available to any director upon request.

Approved December 1, 2017