

T-MOBILE US, INC.

TRANSACTION COMMITTEE CHARTER

(Effective as of April 1, 2020)

Purpose and Authority:

The Transaction Committee (the “***Committee***”) of the Board of Directors (the “***Board***”) of T-Mobile US, Inc. (the “***Company***”) has been established by the Board and has the right to propose, evaluate, and recommend that the Company undertake strategic transactions involving the Company and its businesses.

Composition:

The members of the Committee shall be appointed or removed by the Board, subject to the terms of the Company’s Fifth Amended and Restated Certificate of Incorporation (as it may be amended from time to time, the “***Certificate of Incorporation***”) and the Amended and Restated Stockholders’ Agreement dated as of April 1, 2020 (as it may be amended from time to time, the “***Amended and Restated Stockholders’ Agreement***”), by and among the Company, Deutsche Telekom AG and SoftBank Group Corp.

A Chairperson of the Committee will be designated by the Board in accordance with the terms of the Amended and Restated Stockholders’ Agreement. 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 and set the agenda for such meeting.

Meetings:

The Committee shall meet as often as it determines at the call of the Chairperson.

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.

The Committee will cause to be kept minutes of all its proceedings and will report its actions to the Board directly, through its Chairperson, or another member designated by the Chairperson. The Secretary or Assistant Secretary of the Company shall take the minutes of each meeting of the Committee that he or she attends. If the Secretary or Assistant Secretary is not present at a meeting, the Committee shall designate a member of the Committee to serve as acting secretary of the meeting to take the minutes. Committee members will be furnished with copies of the minutes of each meeting and any unanimous written consent approved by the members of the Committee.

Consultants and Advisors:

The Committee shall have authority to retain outside counsel, advisors, or other experts or consultants, as it deems appropriate in its sole discretion, without consulting with or obtaining the approval of the Board or any officer of the Company in advance.

Responsibilities and Duties:

The Committee shall have the following responsibilities and duties:

- Evaluate with the Company's management and provide recommendations to the Board with respect to proposed strategic transactions for the Company and its businesses, including, but not limited to, mergers, acquisitions, divestitures, joint ventures, and other similar transactions;
- Monitor the progress of pending and potential strategic transactions involving the Company, its businesses and its competitors;
- Periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval;
- Annually review its own performance; and
- Perform any other activities that are ancillary to the foregoing responsibilities and duties as the Committee deems necessary or appropriate.