

MetroPCS Communications, Inc.

Nominating and Corporate Governance Committee Charter

Article I. Purpose

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of MetroPCS Communications, Inc. (the “Company”) has been established by the Board and is primarily responsible for:

1. Assisting the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and selecting, or recommending that the Board select, the director nominees for election at the annual meetings of stockholders or for appointment to fill vacancies;
2. To recommend to the Board director nominees for each committee of the Board and to advise the Board about the appropriate composition of the Board and its committees;
3. Developing a policy with regard to the consideration of any director candidates recommended by stockholders of the Company and the procedures to be followed by such stockholders in making such recommendations; and
4. Assisting the Board and the committees of the Board in the conduct of their annual evaluations.
5. Developing and recommending appropriate corporate governance principles for the Company.

Article II. Membership

The Committee shall consist of no fewer than three members of the Board. Prior to their election and thereafter, the members of the Committee shall each have been affirmatively determined by the Board to satisfy the independence requirements of the rules of the New York Stock Exchange or any other market on which the Company’s securities are listed or any higher standard of independence imposed by applicable law or the rules of the Securities and Exchange Commission.

Each member of the Committee shall be appointed by the full Board, and shall serve until the expiration of such member’s term or until such member’s earlier resignation, retirement or removal. The members of the Committee may be removed at any time, with or without cause, by majority vote of the Board.

The Board, or if no such designation is made, a majority of the members of the Committee, shall designate a Chairperson of the Committee who will chair all regular sessions of the Committee and set the agendas for Committee meetings. This Chairperson shall serve until the expiration of his or her term or until his or her earlier resignation, retirement or removal. If the Chairperson is absent from a particular meeting, another member of the Committee shall serve as acting chairperson for purposes of that meeting.

The Committee may delegate in writing all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Article III. Meetings

The Committee shall meet at least once a year at the call of the Chairperson. Additional meetings may occur as the Committee or its Chairperson deem advisable.

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 adequate minutes of all its proceedings and will report its actions to the Board directly or through its 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, the Committee shall designate a member of the Committee to serve as secretary of the meeting to take the minutes. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous written consent.

Article IV. Authority

The Committee shall have the resources and authority necessary to fulfill the purposes of the Committee and discharge its duties and responsibilities. In particular, the Committee shall have the authority to retain outside counsel or other experts or consultants, as it deems appropriate in its sole discretion without consulting with or obtaining the approval of any officer of the Company in advance. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company. The Committee will take all necessary steps to preserve the privileged nature of those communications.

Article V. Responsibilities and Duties

The Committee shall have the following responsibilities and duties:

1. To assist in identifying, recruiting and evaluating candidates for membership, consistent with criteria approved by the Board, on the Board and the committees thereof;
2. To develop a process to be used by the Committee in identifying and evaluating candidates for membership, consistent with criteria approved by the Board, on the Board and the committees thereof;
3. To annually present to the Board a list of nominees recommended for election to the Board at the annual meeting of stockholders;
4. To present to the Board, as necessary, nominees for committee membership, committee chairpersons, and individuals recommended to fill any vacancies that may occur on the Board or any committee;
5. To adopt a policy regarding the consideration of any director candidates recommended by stockholders of the Company and the procedures to be followed by such stockholders in making such recommendations;
6. To adopt a process for stockholders of the Company to send communications to the Board;
7. To assist the Board and the other committees of the Board in the conduct of their annual evaluations;

8. To evaluate its own performance, and review the adequacy of this Charter, at least annually, delivering a report setting forth the results of such evaluation and review, and any recommended changes, to the Board for its approval;

9. To recommend general matters for consideration by the Board, which may include: (i) the structure of Board meetings, including recommendations for the improvement of such meetings, and the timeliness and adequacy of the information provided to the Board prior to such meetings; (ii) director retirement policies; (iii) director and officer insurance policy requirements; (iv) policies regarding the number of boards on which a director may serve; (v) director orientation and training; and (vi) the roles of the Company's executive officers and the outside directorships of such executives;

10. To consult with the Company's Chief Executive Officer, as appropriate, and other Board members to ensure that the Committee's decisions are consistent with the sound relationship between and among the Board, Board committees, individual directors, and Company management;

11. To review regularly issues and developments relating to corporate governance.

12. To develop and recommend to the Board a set of corporate governance principles for the Company or, as appropriate, changes to existing corporate governance principles; and

13. To perform any other activities consistent with this Charter, the Company's Certificate of Incorporation (as the same may be amended and/or restated and in effect from time to time), the Company's bylaws (as the same may be amended and/or restated and in effect from time to time), and governing law, as the Committee or the Board deems necessary or appropriate.
