

MetroPCS Communications, Inc. Compensation Committee Charter

Article I. Purpose

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of MetroPCS Communications, Inc. (the “Company”) has been established by the Board to review, evaluate, and approve the agreements, plans, policies and programs of the Company to compensate the officers and directors of the Company. The Committee is also charged with making regular reports to the Board and delivering any reports that may from time to time be required by the rules of any stock exchange or trading system on which the Company’s securities may be exchanged, traded, or listed, or the Securities and Exchange Commission (the “SEC”), to be included in the Company’s annual proxy statement or annual report on Form 10-K.

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 higher standard of independence imposed by applicable law or the rules of the SEC or the NASDAQ National Market. In addition, each member of the Committee shall qualify both (i) as a “non-employee director” in the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and (ii) as an “outside director” in the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended.

Each member of the Committee shall first be nominated by the Nominating and Corporate Governance Committee of the Board and then be elected 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 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 four times 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 purpose 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 evaluate, develop and administer the compensation policies based on industry comparables applicable to the executive officers of the Company, which shall include guidance regarding the specific relationship of corporate performance to executive compensation;
2. To evaluate the Chief Executive Officer's ("CEO") performance in light of corporate goals and objectives established for the CEO and recommend to the Board the Chief Executive Officer's compensation level based on this evaluation;
3. To make recommendations to the Board with respect to non-CEO compensation, incentive-compensation plans and equity-based compensation plans;
4. To periodically review the compensation paid to non-employee directors (including Board and committee chairpersons) in the form of annual retainers and meeting fees, if any, and to make recommendations to the Board regarding any adjustments;
5. To review the Company's incentive compensation and other stock-based plans and recommend changes in such plans to the Board as needed;
6. To assist the full Board with respect to the administration of the Company's incentive compensation and other stock-based plans;
7. To prepare and publish an annual executive compensation report in the Company's annual proxy statement, if such an annual proxy statement is delivered to the Company's stockholders;

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; and

9. Any other activities as the Committee deems appropriate, or as are requested by the Board, consistent with this Charter, the Company's bylaws and applicable law.
