



CLEARWIRE CORPORATION
COMPENSATION COMMITTEE CHARTER

Purpose

The Compensation Committee (the “Committee”) is responsible for working with management to establish appropriate compensation practices for Clearwire Corporation and its affiliated and subsidiary companies (the “Company”). Specifically, the Committee, under a delegation of authority from the Company’s Board of Directors (“Board of Directors”), is responsible for determining the compensation and other benefits for “officers” (as defined in Rule 16a-1 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) and independent directors of the Company (“Executive Officers”), as well as administration of the Company’s 2003 Stock Option Plan, 2007 Stock Compensation Plan, 2008 Stock Compensation Plan and other equity incentive plans established by the Company, the administration of which has been delegated to the Committee (collectively, the “Plans”). In addition, the Committee is responsible for management development plans and succession planning practices to ensure that the Company has sufficient management depth to support its continued growth and the talent needed to execute long-term strategies even in the event that one or more members of senior management retire or otherwise leave the Company and for the production of an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with the rules and regulations of the Securities and Exchange Commission (the “SEC”).

Composition

The Committee shall be comprised of at least four (4) members each of whom shall be a member of the Company’s Board of Directors, one of whom will be a Sprint Designee, one of whom will be a Strategic Investor Designee, one of whom will be an Eagle River Designee and one of whom will be the Investor Independent Designee (each as defined in the Equityholders’ Agreement, dated as of November 28, 2008). At such time as the Company ceases to be a “Controlled Company” as such term is defined in the rules and regulations of The Nasdaq Stock Market, Inc., the Committee shall be comprised of at least three (3) members each of whom shall be a member of the Company’s Board of Directors and each member will additionally (i) meet the independence requirements of The Nasdaq Stock Market, Inc., (ii) qualify as an “outside director” under Section 162(m) of the Internal Revenue Code, and (iii) qualify as a “non-employee director” under Rule 16b-3 promulgated under the Exchange Act.

Members of the Committee and a Chair shall be appointed, and may be removed, with or without cause, by the Board of Directors. The approval of at least two-thirds of the members of the Committee will be required to approve the matters described below.

Meeting

The Committee shall meet in person or telephonically at least four times each fiscal year, may hold additional meetings in person or telephonically as often as may be necessary or appropriate, and may take action pursuant to unanimous written consent, at the discretion of the Chair of the Committee. Prior to each meeting, the Chair of the Committee will circulate to, or discuss the agenda for the meeting with each member of the Committee, though the Committee may consider and act upon matters not included upon such agenda. When considered appropriate by the Committee, the Committee may meet in separate executive sessions with management, employees, legal counsel, the internal auditor, and the independent auditor to discuss matters that the Committee or the other groups believe warrant Committee attention.

Members of the Committee are expected to use all reasonable efforts to attend each meeting. The Chair of the Committee may also request that members of management, legal counsel, or other advisors attend the meetings of the Committee.

Committee Authority and Responsibilities

The specific authority and responsibilities of the Committee shall include, but are not limited to, the following:

1. In consultation with senior management, establish the Company's general compensation philosophy, and oversee the development and implementation of compensation programs.
2. Conduct an annual review of and approve the Company's compensation packages for Executive Officers of the Company, including the CEO and any officers of the Company who report directly to the CEO. In connection therewith, the Committee shall review and approve (a) the annual base salary level, (b) the annual cash bonus opportunity level, and (c) the long-term incentive opportunity level for each Executive Officer.
3. Develop and implement the objective performance measures and the performance targets for Executive Officers. Annually review the performance of the Executive Officers and conduct an annual review of and approve the Company's management development and succession planning practices and strategies.
4. Review and approve employment terms and agreements for new Executive Officers, any severance arrangements for Executive Officers, and any change of control, indemnification, or other employment or compensation-related agreements to be entered into with Executive Officers.

5. Approve, modify, and administer the Plans, recommend for approval by the Board of Directors any material change to a Plan, oversee the activities of the individuals and committees responsible for administering the Plans, and discharge any responsibilities imposed on the Committee by any of the Plans. In addition, at any time that the Committee is not comprised solely of “non-employee directors”, as such term is defined in Rule 16b-3 of the Exchange Act, the Committee shall either (a) form a subcommittee of the Committee to be comprised solely of “non-employee directors” to review and approve, or (b) present to the full Board of Directors or an independent committee thereof, all equity grants made to Executive Officers who are required to file reports with the Securities and Exchange Commission under Section 16 of the Exchange Act.
6. In consultation with management, oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductibility, and, as and when deemed necessary by the Committee, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code.
7. Form and delegate responsibilities to subcommittees of the Committee, as may be deemed necessary or appropriate by the Committee.
8. Periodically review other human resources programs and initiatives.
9. Review and assess the adequacy of this Charter annually, or more often as circumstances dictate, and update or revise the Charter as appropriate.
10. Periodically evaluate and take steps to improve the effectiveness of the Committee in meeting its responsibilities under this Charter.
11. Prepare and issue the evaluations and reports required under “Committee Reports” below.

Committee Reports

The Committee shall produce the following reports and provide them to the Board of Directors.

1. An annual Report of the Compensation Committee on Executive Compensation for inclusion in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.
2. An annual performance evaluation of the Committee, which evaluation must compare the performance of the Committee with the requirements of this Charter. The

performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board of Directors may take the form of an oral report by the Chair of the Committee or any other member of the Committee designated by the Committee to make this report.

3. A summary of the actions taken at each Committee meeting, which shall be presented to the Board of Directors at the next meeting of the Board of Directors.

Resources and Authority of Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board of Directors or management. With respect to compensation consultants retained to assist in the evaluation of Executive Officer compensation, this authority shall be vested solely in the Committee; provided that the Committee may, if it deems appropriate, use compensation consultants retained by the Company or management.

This Charter is intended to provide a set of flexible guidelines for the effective functioning of the Committee and is not intended to, and does not, obligate the Committee to take any particular actions or restrict the Committee from taking actions it deems necessary or appropriate. The Committee may modify or amend this Charter and the authority and responsibilities of the Committee set forth herein at any time.

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