

## **SPRINT NEXTEL CORPORATION**

### **HUMAN CAPITAL AND COMPENSATION COMMITTEE CHARTER**

#### **I. COMMITTEE PURPOSE**

The primary functions of the Human Capital and Compensation Committee are (1) to discharge the Board's responsibilities relating to compensation of Sprint Nextel's executives in general and its principal senior officers in particular, (2) to report on executive compensation in Sprint Nextel's annual proxy statement in accordance with applicable rules and regulations and (3) to review with management plans for the orderly development and the succession of senior officers.

#### **II. COMMITTEE COMPOSITION**

The Human Capital and Compensation Committee will be comprised of at least three members. All members of the Human Capital and Compensation Committee must satisfy the independence and the other director qualification standards set forth in Sprint Nextel's Corporate Governance Guidelines. In addition, unless the Board specifically determines otherwise, the members also must meet the definition of "non-employee director" under Section 16 of the Securities Exchange Act of 1934 and the definition of "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986. The members and chair of the Human Capital and Compensation Committee will be appointed by the Board and will serve until removed by the Board or their successors have been duly appointed and qualified.

#### **III. COMMITTEE MEETINGS**

The Human Capital and Compensation Committee will meet as often as required to fulfill its responsibilities as set forth in this Charter and will meet no less than three times a year, including at least once annually without the executive Chairman and the CEO. The Human Capital and Compensation Committee may meet in person or telephonically. The chair or his or her designee will preside over all meetings of the Human Capital and Compensation Committee. The Human Capital and Compensation Committee will report regularly to the Board on its decisions, recommendations and other activities. Any individual whose performance or compensation is to be discussed at a Committee meeting should not attend such meeting, or at least the relevant portion thereof, unless specifically invited by the Committee.

#### **IV. COMMITTEE RESPONSIBILITIES AND DUTIES**

To fulfill its responsibilities and duties, the Human Capital and Compensation Committee will:

1. Develop and oversee Sprint Nextel's compensation programs and practices for executives generally and for principal senior officers in particular. The Human Capital and Compensation Committee also will have, as an important objective, the responsibility of ensuring that Sprint Nextel's compensation and general human resource programs and practices are competitive and are effective in attracting, retaining and motivating highly qualified personnel.

2. Review and approve Sprint Nextel's goals and objectives relevant to the executive Chairman's and the CEO's compensation, evaluate the performance of the executive Chairman and the CEO in light of those goals and objectives, and set the annual compensation levels for the executive Chairman and the CEO based on the Board's and Human Capital and Compensation Committee's performance evaluations and the Human Capital and Compensation Committee approved compensation principles.
3. Review and approve Sprint Nextel's goals and objectives relevant to Sprint Nextel's compensation of the principal senior officers, review management's assessment of their performance, and set their annual compensation levels for based on management's assessment of their performance and the Human Capital and Compensation Committee's approved compensation principles.
4. With input from the Nominating and Corporate Governance Committee, make recommendations for approval to the Board regarding director compensation.
5. Make recommendations for approval to the Board with respect to incentive-compensation plans and equity-based compensation plans, including any amendments to them.
6. Determine, approve and ratify awards under incentive compensation and equity-based compensation plans, including amendments to the awards made under any such plans, and review and monitor awards under such plans.
7. Review and approve any proposed employment agreement with principal senior officers. The Committee will review and approve any severance, retention or other termination plans and any severance, retention or other termination payments proposed to be made to any current or former principal senior officer, except for any such payment made in accordance with a plan or agreement previously approved by the Board or the Committee.
8. Review and approve executive compensation disclosures made in Sprint Nextel's annual proxy statement and the report on executive compensation contained in the annual proxy statement.
9. With input from the Nominating and Corporate Governance Committee, annually review with management plans for the orderly development and the succession of senior officers.
10. Annually review compliance with Sprint Nextel's Executive Stock Ownership Guidelines and Sprint Nextel's Stock Ownership Guidelines for Outside Directors.
11. Periodically review the terms of Sprint Nextel's Executive Stock Ownership Guidelines and Sprint Nextel's Stock Ownership Guidelines for Outside Directors.
12. Delegate authority to subcommittees when appropriate.
13. Annually review and reassess the adequacy of this Charter.

14. Annually evaluate the performance of the Human Capital and Compensation Committee, using procedures established or approved by the Nominating and Corporate Governance Committee.
15. Perform any other activities consistent with this Charter, Sprint Nextel's Bylaws, Articles of Incorporation and applicable law as the Board considers appropriate and delegates to the Human Capital and Compensation Committee, including duties assigned to it in Sprint Nextel's equity-based compensation plans, qualified retirement plans or other employee benefit plans.

## **V. ACCESS TO RESOURCES**

The Human Capital and Compensation Committee has the sole authority, at Sprint Nextel's expense, (1) to retain, to determine the fees and other terms of engagement, and to terminate a compensation consultant to assist it regarding the executive Chairman and the CEO & President's and principal senior officers' compensation or (2) to engage the services of other advisors to assist it in the discharge of its duties. The Human Capital and Compensation Committee also will have full access to Sprint Nextel's records, officers, employees and outside advisors as necessary to perform its duties. At least once every three years, the Human Capital and Compensation Committee will retain a compensation consultant to give a report on whether the current compensation programs and agreements provide an appropriate level of compensation to principal senior officers and whether they provide sufficient retention incentive. Also, at least once every three years the Governance Committee will retain an outside advisor to give a report on whether the current compensation programs provide an appropriate level of compensation to the Board's non-employee members.

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