

## **SPRINT NEXTEL CORPORATION**

### **FINANCE COMMITTEE CHARTER**

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

The primary functions of the Finance Committee are to:

- (a) review and approve Sprint Nextel's financing activities consistent with the authorization levels set forth in the Sprint Nextel fiscal policy;
- (b) review and make recommendations to the Board on Sprint Nextel's capital structure, annual budgets, enterprise risk management program, fiscal policy, investment policy, and other significant financial initiatives; and
- (c) review and approve proposed acquisitions, dispositions, mergers, joint ventures and similar transactions consistent with the authorization levels set forth in the Sprint Nextel fiscal policy.

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

The Finance Committee will be comprised of at least three members. All members of the Finance Committee must satisfy the independence requirements of the New York Stock Exchange and the other director qualification standards set forth in Sprint Nextel's Corporate Governance Guidelines.

The members and chair of the Finance Committee will be appointed by the Board annually and will serve until removed by the Board or their successors have been duly appointed and qualified.

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

The Finance Committee will meet as often as required to fulfill its responsibilities as set forth in this Charter, but no less than three times a year. Meetings may be held in person or telephonically. The chair or his or her designee will preside over all meetings. The Finance Committee will report regularly to the Board on its decisions, recommendations and other activities.

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

To fulfill its responsibilities and duties, the Finance Committee will:

1. Consistent with the authorization levels set forth in the Sprint Nextel fiscal policy, review and approve Sprint Nextel's financing activities, including without limitation, the incurrence of indebtedness; the issuance of debt and equity securities for purposes of raising funding or refinancing indebtedness or other obligations of Sprint Nextel or any subsidiaries; the repurchase, repayment, redemption, modification, amendment or exchange of outstanding debt or equity securities of Sprint Nextel or any subsidiaries; or such other matters as may be determined by the Finance Committee to be reasonably related to any of the foregoing.

2. Review and make recommendations to the Board regarding the annual operating and capital budgets as proposed by management.
3. Except as otherwise provided in paragraph 1 above, review and make recommendations to the Board regarding the optimal capital structure of Sprint Nextel or any significant changes in the capital structure of Sprint Nextel as proposed by management.
4. Except as otherwise provided in paragraph 1 above, review and make recommendations to the Board regarding each of the following:
  - (a) the participation by Sprint Nextel or any subsidiary in any equity investment, joint venture, partnership, or similar initiative which requires a financial commitment (including assumption of debt) in an amount that exceeds the authorization limit(s) set forth in the Sprint Nextel fiscal policy at the time of such proposed participation;
  - (b) the sale by Sprint Nextel or any subsidiary of any asset for a sales price in excess of the authorization limit(s) set forth in the Sprint Nextel fiscal policy at the time of such proposed sale; or
  - (c) the sale by Sprint Nextel or any subsidiary of any other asset that generates a loss greater than or equal to the authorization limit(s) set forth in the Sprint Nextel fiscal policy at the time of such proposed sale.
5. At least annually, review and report to the Board regarding: Sprint Nextel's enterprise risk management program; investment policy and practices; financial risk management policy; tax planning and compliance programs; fiscal policy and practices; and major commercial banking, investment banking, and rating agency relationships, and the impact of corporate actions on those relationships and on Sprint Nextel's long term and short term credit ratings.
6. Review management's annual report of (a) sales of assets (other than sales in the ordinary course of business and insignificant sales of non-strategic assets) and (b) other significant transactions consummated during the prior year including, but not limited to, transactions and sales approved by the Board.
7. For the period beginning on the date of the closing of the merger and at least two years thereafter, the Committee will review management's regular reports regarding the status of anticipated merger synergies, including actual vs. projected revenue figures and operating cost and capital expenditure reductions.
8. Annually review and reassess the adequacy of this Charter.
9. Annually evaluate the Finance Committee's performance, using procedures established or approved by the Nominating and Corporate Governance Committee.

10. Perform any other activities consistent with this Charter, Sprint Nextel's Bylaws and Articles of Incorporation and applicable law, as the Board considers appropriate and delegates to the Finance Committee.
11. Delegate authority to subcommittees when appropriate.

**V. ACCESS TO RESOURCES**

The Finance Committee has the authority to engage, at Sprint Nextel's expense, the services of outside advisors to assist it in the discharge of its duties. The Finance Committee also will have full access to Sprint Nextel's records, officers, employees and outside advisors as necessary to perform its duties.

October 10, 2005