



CLEARWIRE CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Clearwire Corporation (the “Corporation”) to assist the Board with respect to (a) Board organization, membership and function, including the identification and recommendation of director nominees and the structure and membership of each committee of the Board, (b) corporate governance principles applicable to the Corporation and (c) the Corporation’s policies and programs that relate to matters of corporate responsibility.

Composition

The Committee shall be comprised of at least five members of the Board, consisting of two Sprint Designees, one Eagle River Designee, one Strategic Investor Designee and one Intel Designee (each as defined in the Equityholders’ Agreement, dated as of November 28, 2008 (the “Equityholders’ Agreement”). At such time as the Corporation 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 two members, each of whom shall (i) be a member of the Board, and (ii) meet the independence requirements of The Nasdaq Stock Market, Inc. and the Securities and Exchange Commission. The Board shall appoint Committee members for one year terms and either the Board or the Committee shall appoint the Chairman of the Committee.

The approval of four of the five members will be required to nominate any Independent Designee (as defined in the Equityholders’ Agreement).

Meetings

The Committee shall meet not less than two times per year and shall hold such other meetings as may be called by the Chairman of the Committee or the majority of the members of the Committee. The Committee shall keep a record of its deliberations and actions and report periodically to the Board.

Authority

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

1. Review and make recommendations to the Board regarding Board composition and structure and the format and frequency of meetings.
2. Review and make recommendations to the Board regarding the nature, composition and duties of Board committees.
3. Review and make recommendations to the Board regarding criteria for membership on the Board and its committees.
4. Identify individuals qualified to become members of the Board and recommend to the Board the name of qualified persons to be nominated for election or re-election as directors for the next annual meeting of the shareholders and to fill any vacancies of the Board. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fee and other retention terms. The Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
5. Review and consider shareholder recommended candidates for nomination to the Board.
6. Develop and recommend to the Board a set of corporate governance principles applicable to the Corporation and periodically review and reassess the adequacy of such corporate governance principles and recommend any proposed changes to the Board for approval.
7. Form and delegate authority to subcommittees as and when deemed appropriate by the Committee.
8. Provide reports to the Board, as appropriate, on Committee work, findings and activities, including any recommendations for Board actions.
9. Review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.

The Committee's oversight of director nominations shall not apply in cases where the right to nominate a director legally belongs to a third party. For so long as the obligations of the signatories to the Equityholders' Agreement shall remain in effect, the Committee shall nominate candidates for election to the Board in accordance with the terms of the Equityholders' Agreement.

This Charter is intended to provide a set of flexible guidelines for the effective functioning of the Committee. 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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