

SPRINT Corp
Form 425
May 01, 2018

Filed by Sprint Corporation

Pursuant to Rule 425 under the Securities Act of 1933,
as amended, and deemed filed pursuant to Rule 14a-12
under the Securities Exchange Act of 1934, as amended

Subject Company: Sprint Corporation

Commission File No.: 001-04721

[Transcript from video distributed via social media]

JJL

Hey everybody! I'm back!

You know what these videos mean it means I have big news to share!

MC

Actually this time WE have big news to share!

That's right. John and I are here together to share some incredibly important news for consumers and businesses across the country.

JJL

Today, we're announcing that T-Mobile and Sprint have reached a definitive agreement to come together and form a new, stronger company.

A company that will supercharge the Un-carrier strategy and create robust competition and lower prices across wireless, video and broadband. A company that will create thousands of new American jobs and the ONLY company with the capacity to quickly create a broad and deep nationwide 5G network.

So, Marcelo and I wanted to talk to you about what this all means.

MC

That's right, John. This is very important. Because 5G is coming.

And what happens in the first few years of a new technology is crucial.

Look at 4G. The US led early with broad deployment. And that gave a generation of American innovators and entrepreneurs the opportunity to build services at scale.

Analysts estimate that America's early 4G leadership added millions of jobs in this country and billions in US GDP. And in 5G, the stakes are even higher. Just to put this in perspective, the difference between 4G and 5G is the difference between black and white TV and color TV.

JJL

Global tech leadership for the next decade is at stake. And only The New T-Mobile will have the network and spectrum capacity to quickly create a broad and deep 5G network in the first few years of the 5G innovation cycle, the years that will determine if American firms lead or follow in the 5G digital economy. Listen, only T-Mobile and Sprint can do this together. We can't do this separately. And neither can Verizon or AT&T nor any of the other new players. In fact, for Verizon and AT&T to build a truly nationwide 5G, they either have to kick customers off LTE which would take years. Or build on their millimeter wave spectrum which, get this, would cost roughly 1.5 trillion dollars to cover the US nationwide. No one company has the breadth and depth of clear spectrum truly required to do this quickly except New T-Mobile. With Sprint's incredible 2.5 GHz spectrum, T-Mobile's nationwide 600 MHz and our other combined assets, together, we will build the highest capacity mobile

network in US history. With 30X more capacity than T-Mobile today and speeds that are up to 100X faster. This is the kind of network needed to fuel the next wave of mobile internet innovation in the United States. And unleash the next generation of mobile internet super stars in the US just like we saw happen when 4G took off years ago! It is critically important that America and American companies lead in the 5G era. This will result in huge economic stimulus for the United States.

MC

And 5G will mean the combined company can create robust competition in wireless and beyond. Because in reality, this industry is no longer just 4 wireless companies.

Industry lines are blurring and wireless, video and broadband they're all converging. AT&T is now the #1 TV provider in this country. Comcast entered wireless last year and added more postpaid phone customers than AT&T and Verizon combined! Charter is launching Spectrum Wireless this year. And more than 1 in 10 Americans already uses wireless as their only internet access. They have no home broadband at all. It's not the big 4 any more, it's the Big 7 or 8.

JJL

That's right, and when it comes to 5G, it is not even a Big 7 or 8, it's about zero to one, and creating the one company that can build a 5G network America needs in the early formative years of 5G. We plan to compete aggressively in this converged marketplace. Because this combined company will have the scale and resources to bring real competition and unmatched value across the United States and drive down prices—especially in rural America, for businesses and government customers, and in broadband. Did you know that the latest FCC figures from 2016 show that 51% of Americans have only 1 option for their broadband provider?

With nationwide 5G, we can end that and bring real competition and lower prices everywhere. And nowhere is that more important than rural America. In many of these communities, they already have very limited wireless choices usually between Dumb and Dumber or a myriad of other regional and MVNO players. We will change all that. We'll build hundreds of stores and hire thousands of people to compete in rural America. And that's going to create more choice and competition for millions of Americans in rural communities.

MC

And when it comes to business wireless, Verizon and AT&T have 4X the number of business and government customers than we do together. That's a lot of businesses and governments paying too much for too little in wireless, and together, with Sprint's enterprise capabilities and the new company's combined resources, we can create a real alternative and give businesses and government customers real competition. And, the new company plans to hire more people to help us compete here, too.

JJL

Yep. And that is another reason this deal makes so much sense. Jobs! Let me be clear here: The New T-Mobile will create thousands of jobs. From Day 1 and every year thereafter, we will employ more people than Sprint and T-Mobile do separately. This deal is a net creator of jobs. Period! Don't take my word for it. We have a track record here. Five years ago, almost to this day, we merged with MetroPCS. Back then, people said it was bad for jobs, but fast forward to today, and 3X the number of people work on MetroPCS. That is our track record on job creation.

MC

And on top of that, the combined company will invest approximately 40 billion dollars in the business over the next three years. That is going to spur a huge wave of investment and economic stimulus, leading to the creation of thousands of new jobs. Plus, we'll put more pressure on all of the competitors to invest more across wireless, video and broadband to try to keep up and do better for consumers. So, this deal will create thousands of new jobs in the short term. And drive the broader economy across the country in the longer term.

JJL

This is an exciting day. I can't wait to bring the ultra-talented Sprint and T-Mobile teams together. If there's one thing I've learned about the Sprint team in the last five years, it's that they don't stop either. They keep fighting and pushing. And I have a lot of respect for that. And can you imagine what kind of competitive force these two teams will be together? Verizon and AT&T and Comcast and the others better watch out!

MC

Because We Are Coming

JJL

And We Won't Stop!

Important Additional Information

In connection with the proposed transaction, T-Mobile US, Inc. ("T-Mobile")T-Mobile will file a registration statement on Form S-4, which will contain a joint consent solicitation statement of T-Mobile and Sprint Corporation ("Sprint"), that also constitutes a prospectus of T-Mobile (the "joint consent solicitation statement/prospectus"), and each party will file other documents regarding the proposed transaction with the SEC. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE JOINT CONSENT SOLICITATION STATEMENT/PROSPECTUS AND OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. When final, a definitive copy of the joint consent solicitation statement/prospectus will be sent to T-Mobile and Sprint stockholders. Investors and security holders will be able to obtain the registration statement and the joint consent solicitation statement/prospectus free of charge from the SEC's website or from T-Mobile or Sprint. The documents filed by T-Mobile with the SEC may be obtained free of charge at T-Mobile's website, at www.t-mobile.com, or at the SEC's website, at www.sec.gov. These documents may also be obtained free of charge from T-Mobile by requesting them by mail at T-Mobile US, Inc., Investor Relations, 1 Park Avenue, 14th Floor, New York, NY 10016, or by telephone at 212-358-3210. The documents filed by Sprint with the SEC may be obtained free of charge at Sprint's website, at www.sprint.com, or at the SEC's website, at www.sec.gov. These documents may also be obtained free of charge from Sprint by requesting them by mail at Sprint Corporation, Shareholder Relations, 6200 Sprint Parkway, Mailstop KSOPHF0302-3B679, Overland Park, Kansas 66251, or by telephone at 913-794-1091.

Participants in the Solicitation

T-Mobile and Sprint and their respective directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of consents in respect of the proposed transaction. Information about T-Mobile's directors and executive officers is available in T-Mobile's proxy statement dated April 26, 2018, for its 2018 Annual Meeting of Stockholders. Information about Sprint's directors and executive officers is available in Sprint's proxy statement dated June 19, 2017, for its 2017 Annual Meeting of Stockholders, and Sprint's Current Reports on Form 8-K, filed with the SEC on January 4, 2018 and January 17, 2018. Other information regarding the participants in the consent solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the joint consent solicitation statement/prospectus and other relevant materials to be filed with the SEC regarding the acquisition when they become available. Investors should read the joint consent solicitation statement/prospectus carefully when it becomes available before making any voting or investment decisions. You may obtain free copies of these documents from T-Mobile or Sprint as indicated above.

No Offer or Solicitation

This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

Cautionary Statement Regarding Forward-Looking Statements

This communication contains certain forward-looking statements concerning T-Mobile, Sprint and the proposed transaction between T-Mobile and Sprint. All statements other than statements of fact, including information concerning future results, are forward-looking statements. These forward-looking statements are generally identified by the words anticipate, believe, estimate, expect, intend, may, could or similar expressions. Such forward-looking statements include, but are not limited to, statements about the benefits of the proposed transaction, including anticipated future financial and operating results, synergies, accretion and growth rates, T-Mobile's, Sprint's and the combined company's plans, objectives, expectations and intentions, and the expected timing of completion of the proposed transaction. There are several factors which could cause actual plans and results to differ materially from those expressed or implied in forward-looking statements. Such factors include, but are not limited to, the failure to obtain, or delays in obtaining, required regulatory approvals, and the risk that such approvals may result in the imposition of conditions that could adversely affect the combined company or the expected benefits of the proposed transaction, or the failure to satisfy any of the other conditions to the proposed transaction on a timely basis or at all; the occurrence of events that may give rise to a right of one or both of the parties to terminate the business combination agreement; adverse effects on the market price of T-Mobile's or Sprint's common stock and on T-Mobile's or Sprint's operating results because of a failure to complete the proposed transaction in the anticipated timeframe or at all; inability to obtain the financing contemplated to be obtained in connection with the proposed transaction on the expected terms or timing or at all; the ability of T-Mobile, Sprint and the combined company to make payments on debt or to repay existing or future indebtedness when due or to comply with the covenants contained therein; adverse changes in the ratings of T-Mobile's or Sprint's debt securities or adverse conditions in the credit markets; negative effects of the announcement, pendency or consummation of the transaction on the market price of T-Mobile's or Sprint's common stock and on T-Mobile's or Sprint's operating results, including as a result of changes in key customer, supplier, employee or other business relationships; significant transaction costs, including financing costs, and unknown liabilities; failure to realize the expected benefits and synergies of the proposed transaction in the expected timeframes or at all; costs or difficulties related to the integration of Sprint's network and operations into T-Mobile;

the risk of litigation or regulatory actions; the inability of T-Mobile, Sprint or the combined company to retain and hire key personnel; the risk that certain contractual restrictions contained in the business combination agreement during the pendency of the proposed transaction could adversely affect T-Mobile's or Sprint's ability to pursue business opportunities or strategic transactions; effects of changes in the regulatory environment in which T-Mobile and Sprint operate; changes in global, political, economic, business, competitive and market conditions; changes in tax and other laws and regulations; and other risks and uncertainties detailed in T-Mobile's Annual Report on Form 10-K for the fiscal year ended December 31, 2017 and in its subsequent reports on Form 10-Q, including in the sections thereof captioned "Risk Factors" and "Cautionary Statement Regarding Forward-Looking Statements," as well as in its subsequent reports on Form 8-K, all of which are filed with the SEC and available at www.sec.gov and www.t-mobile.com, and in Sprint's Annual Report on Form 10-K for the fiscal year ended March 31, 2017 and in its subsequent reports on Form 10-Q, including in the sections thereof captioned "Risk Factors" and "MD&A - Forward-Looking Statements," as well as in its subsequent reports on Form 8-K, all of which are filed with the SEC and available at www.sec.gov and www.sprint.com. Forward-looking statements are based on current expectations and assumptions, which are subject to risks and uncertainties that may cause actual results to differ materially from those expressed in or implied by such forward-looking statements. Given these risks and uncertainties, persons reading this communication are cautioned not to place undue reliance on such forward-looking statements. T-Mobile and Sprint assume no obligation to update or revise the information contained in this communication (whether as a result of new information, future events or otherwise), except as required by applicable law.

The following communication was made available by Sprint on LinkedIn:

LinkedIn post: T-Mobile and Sprint to combine, accelerating #5G innovation and increasing competition.
<https://lnkd.in/dG7avwA>

<http://newsroom.sprint.com/t-mobile-and-sprint-to-combine.htm?linkId=51098211>

The following communication was made available by Marcelo Claude, Chief Executive Officer of Sprint, on Facebook:

Facebook post: We've just announced some incredibly exciting news - Sprint and T-Mobile are joining forces and I'm looking forward to partnering with John Legere to combine to create the most disruptive U.S. carrier! This announcement is a HUGE milestone for Sprint #5G; w/ T-Mobile, we'll create America's best network and bring #5GForAll to our customers. By coming together with T-Mobile, we'll drive competition, lower prices, accelerate disruption and spur innovation to make America the true leader in mobile #5G. I want to be clear: This merger will CREATE jobs and boost the U.S. economy, as the combined company will invest approximately \$40B over the next 3 years. I am SO incredibly proud of my #SprintFam and the amazing work they did to turn around our company. This merger is a testament to Sprint's innovative culture and dedication. You can learn more about this exciting announcement here, and we'll have more details in the coming weeks. \$\$ \$TMUS <https://sprint.co/2I3dCc5>
<https://sprint.co/2I3dCJ7>

<https://www.facebook.com/MarceloClaudePage/videos/1770265679678645/>

The following communication was made available by Sprint on Twitter:

Tweet: .@TMobile and @Sprint to combine, accelerating #5G innovation and increasing competition.
sprint.co/2HZo5Fe sprint.co/2HCrtCv

The following communications were made available by Marcelo Claude, Chief Executive Officer of Sprint, on Twitter:

Tweet [retweeted by Sprint]: We've just announced some incredibly exciting news - @Sprint and @TMobile are joining forces, and I'm looking forward to partnering with @JohnLegere to combine to create the most disruptive U.S. carrier! sprint.co/2HEgGaQ #5GForAll \$\$ \$TMUS allfor5g.com/disclaimer/

Tweet [retweeted by Sprint]: This announcement is a HUGE milestone for @Sprint #5G; w/ @TMobile, we'll create America's best network and bring #5GForAll to our customers. \$\$ \$TMUS sprint.co/2HEgGaQ

Tweet [retweeted by Sprint]: #5GForAll is so important - it will change the world and supercharge a giant wave of innovation across industries, including #IoT, autonomous cars, mobile #AI and more. \$\$

Tweet [retweeted by Sprint]: As we start to transition from #4G to #5G, customers will see HUGE benefits: speeds over 100X faster than today's networks and latency as low as 1ms! #5GForAll \$\$

Tweet [retweeted by Sprint]: As part of this merger, the combined company will deliver even FASTER speeds and BETTER coverage for our customers, forcing @ATT & @Verizon to do the same. #5GForAll \$\$

Tweet [retweeted by Sprint]: By coming together with @TMobile, we'll drive competition, lower prices, accelerate disruption and spur innovation to make America the true leader in mobile #5G. #5GForAll \$\$ \$TMUS
sprint.co/2HEgGaQ

Tweet [retweeted by Sprint]: I want to be clear: This merger will CREATE jobs and boost the U.S. economy, as the combined company will invest approximately \$40B over the next 3 years. #5GForAll \$\$

Tweet [retweeted by Sprint]: I am SO incredibly proud of my #SprintFam and the amazing work they did to turn around our company. This merger is a testament to @Sprint's innovative culture and dedication. #5GForAll \$\$

Tweet [retweeted by Sprint]: #KC has been a great home and will continue to thrive as a 2nd headquarters so that @Sprint and @TMobile can leverage the BEST talent from both orgs. #KCPride #5GForAll \$\$ \$TMUS

Tweet [retweeted by Sprint]: You can learn more about this exciting announcement here, and we'll have more details in the coming weeks. #5GForAll \$\$ \$TMUS allfor5g.com

Tweet [retweeted by Sprint]: Fun times ahead #5GForAll @sprint @TMobile

Tweet: Today's announcement is really exciting - @JohnLegere & I had fun talking about it this week and have a message for you #5GForAll

https://twitter.com/_/status/990682346633523200

Tweet: This is what we do in our press conference !! #5GForall @sprint @TMobile

Tweet [Marcelo Claure retweeted from CNBC]: First on CNBC: T-Mobile US CEO @JohnLegere and Sprint CEO @marceloclaure will join @SquawkStreet tomorrow at 9a ET to discuss their merger, what it means for the wireless industry, and more. cnb.cx/2r7DHMt

Tweet: Joining @BloombergTV & @VonniqueQuinn tomorrow morning with @JohnLegere to talk about #5GForAll. I'm eager to talk to consumers directly and discuss the HUGE benefits of a combined

@Sprint and @TMobile. \$\$ \$TMUS

<https://t.co/u0DjPPyqMY>

Tweet: .@JohnLegere and I will be on @Cheddar discussing #5GForAll this morning. Tune in:

sprint.co/2I5y3VO [Investor info: sprint.co/2HXL7MP]

Tweet: Looking forward to having @JohnLegere join me on @CBNC @SquawkStreet with @DavidFaber and @JimCramer shortly. Tune in to hear about #5GForAll! cnb.cx/2jhfe3U [Investor info: sprint.co/2HJ1Eks]

Tweet: Thank you to @JimCramer, @davidfaber ,@carlquintanilla & the @CNBC @SquawkStreet team for having @JohnLegere and I on today to talk #5GforAll. We re excited about what this means for consumers! cnb.cx/2JEHc4I [Investor info: sprint.co/2HHyCld]

Tweet [retweeted by Sprint]: It was great to discuss #5GforAll with @Cheddar this morning. Together with @TMobile, @Sprint will disrupt the marketplace and bring new innovation that benefits consumers. bit.ly/2HCcFrD [Investor info: sprint.co/2HXL7MP]

Tweet: Was a fun start to the day with my friend @ThomasFarley @NYSE and @JohnLegere. Everyone is excited about our announcement - bringing #5GForAll! [Investor info: sprint.co/2HHevmU]

Tweet: Excited to join @LizClaman on @FoxBusiness today with @JohnLegere to discuss how combining @TMobile and @Sprint will create the most disruptive U.S. carrier and help us build an incredible #5G network! #5GForAll [Investor info: sprint.co/2jiFXgw]http://video.foxbusiness.com/v/5614626175001/

Tweet [retweeted by Sprint]: Enjoyed talking with @RichardQuest on @questcnn about the incredible opportunities ahead for #5G with a combined @Sprint and @TMobile! cnnmon.ie/2JGgNDz [Investor info: sprint.co/2HJKYJC]

Tweet [retweeted by Sprint]: Had a great time on @TheStreetTV this morning. Thank you for @ScottGamm for letting @JohnLegere and I tell our customers that we will build a supercharged #5G network in the U.S.! bit.ly/2jg6Npc [Investor info: sprint.co/2jhiTyw]

Tweet: That s right @CNBC - you haven t seen anything yet! Together we re going to bring #5GForAll. @ATT and @Verizon should be concerned. [Investor info: allfor5G.com/disclaimer]

<https://twitter.com/CNBC/status/990943099336699907>

Tweet: For everyone wondering how @JohnLegere would look in #SprintYellow

Tweet: We have made it very clear. This merger is about growth and about creating new jobs. #KansasCity and #OverlandPark play a key role in the new company going forward @StevenDialTV

<https://twitter.com/StevenDialTV/status/991008968615968768>

Tweet [Marcelo Claure retweeted from Charles Gasparino]: #breakingnews--doj officials tell @FoxBusiness that anti trust division finds @sprint - @TMobile deal less problematic than @att - @twxcorp

Tweet [Marcelo Claure retweeted from Claudio Hidalgo Saez]: Sprint has the BEST price on incredible LG smartphones, like the V30+ for just \$12/mo. Hurry, limited time!

Tweet: #5GForAll

<https://twitter.com/CTIA/status/991067220259328000>

Tweet: Good time with @LizClaman on @FoxBusiness! @JohnLegere and I are thrilled to talk about how @Sprint and @TMobile combining will build the best #5G network for our customers! bit.ly/2rcKjda [Investor info: sprint.co/2jkGeiK]

Tweet: Only for today - tomorrow we re competitors again!

<https://twitter.com/NYSE/status/990993700682641409>

Important Additional Information

In connection with the proposed transaction, T-Mobile US, Inc. (T-Mobile)T-Mobile will file a registration statement on Form S-4, which will contain a joint consent solicitation statement of T-Mobile and Sprint Corporation (Sprint), that also constitutes a prospectus of T-Mobile (the joint consent solicitation statement/prospectus), and each party will file other documents regarding the proposed transaction with the SEC. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE JOINT CONSENT SOLICITATION STATEMENT/PROSPECTUS AND OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. When final, a definitive copy of the joint consent solicitation statement/prospectus will be sent to T-Mobile and Sprint stockholders. Investors and security holders will be able to obtain the registration statement and the joint consent solicitation statement/prospectus free of charge from the SEC's website or from T-Mobile or Sprint. The documents filed by T-Mobile with the SEC may be obtained free of charge at T-Mobile's website, at www.t-mobile.com, or at the SEC's website, at www.sec.gov. These documents may also be obtained free of charge from T-Mobile by requesting them by mail at T-Mobile US, Inc., Investor Relations, 1 Park Avenue, 14th Floor, New York, NY 10016, or by telephone at 212-358-3210. The documents filed by Sprint with the SEC may be obtained free of charge at Sprint's website, at www.sprint.com, or at the SEC's website, at www.sec.gov. These documents may also be obtained free of charge from Sprint by requesting them by mail at Sprint Corporation, Shareholder Relations, 6200 Sprint Parkway, Mailstop KSOPHF0302-3B679, Overland Park, Kansas 66251, or by telephone at 913-794-1091.

Participants in the Solicitation

T-Mobile and Sprint and their respective directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of consents in respect of the proposed transaction. Information about T-Mobile's directors and executive officers is available in T-Mobile's proxy statement dated April 26, 2018, for its 2018 Annual Meeting of Stockholders. Information about Sprint's directors and executive officers is available in Sprint's proxy statement dated June 19, 2017, for its 2017 Annual Meeting of Stockholders, and Sprint's Current Reports on Form 8-K, filed with the SEC on January 4, 2018 and January 17, 2018. Other information regarding the participants in the consent solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the joint consent solicitation statement/prospectus and other relevant materials to be filed with the SEC regarding the acquisition when they become available. Investors should read the joint consent solicitation statement/prospectus carefully when it becomes available before making any voting or investment decisions. You may obtain free copies of these documents from T-Mobile or Sprint as indicated above.

No Offer or Solicitation

This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

Cautionary Statement Regarding Forward-Looking Statements

This communication contains certain forward-looking statements concerning T-Mobile, Sprint and the proposed transaction between T-Mobile and Sprint. All statements other than statements of fact, including information concerning future results, are forward-looking statements. These forward-looking statements are generally identified by the words anticipate, believe, estimate, expect, intend, may, could or similar expressions. Such forward-looking statements include, but are not limited to, statements about the benefits of the proposed transaction, including anticipated future financial and operating results, synergies, accretion and growth rates, T-Mobile's, Sprint's and the combined company's plans, objectives, expectations and intentions, and the expected timing of completion of the proposed transaction. There are several factors which could cause actual plans and results to differ materially from those expressed or implied in forward-looking statements. Such factors include, but are not limited to, the failure to obtain, or delays in obtaining, required regulatory approvals, and the risk that such approvals may result in the imposition of conditions that could adversely affect the combined company or the expected benefits of the proposed transaction, or the failure to satisfy any of the other conditions to the proposed transaction on a timely basis or at all; the occurrence of events that may give rise to a right of one or both of the parties to terminate the business combination agreement; adverse effects on the market price of T-Mobile's or Sprint's common stock and on T-Mobile's or Sprint's operating results because of a failure to complete the proposed transaction in the anticipated timeframe or at all; inability to obtain the financing contemplated to be obtained in connection with the proposed transaction on the expected terms or timing or at all; the ability of T-Mobile, Sprint and the combined company to make payments on debt or to repay existing or future indebtedness when due or to comply with the covenants contained therein; adverse changes in the ratings of T-Mobile's or Sprint's debt securities or adverse conditions in the credit markets; negative effects of the announcement, pendency or consummation of the transaction on the market price of T-Mobile's or Sprint's common stock and on T-Mobile's or Sprint's operating results, including as a result of changes in key customer, supplier, employee or other business relationships; significant transaction costs, including financing costs, and unknown liabilities; failure to realize the expected benefits and synergies of the proposed transaction in the expected timeframes or at all; costs or difficulties related to the integration of Sprint's network and operations into T-Mobile; the risk of litigation or regulatory actions; the inability of T-Mobile, Sprint or the combined company to retain and hire key personnel; the risk that certain contractual restrictions contained in the business combination agreement during the pendency of the proposed transaction could adversely affect T-Mobile's or Sprint's ability to pursue business opportunities or strategic transactions; effects of changes in the regulatory environment in which T-Mobile and Sprint operate; changes in global, political, economic, business, competitive and market conditions; changes in tax and other laws and regulations; and other risks and uncertainties detailed in Sprint's Annual Report on Form 10-K for the fiscal year ended March 31, 2017 and in its subsequent reports on Form 10-Q, including in the sections thereof captioned Risk Factors and MD&A Forward-Looking Statements, as well as in its subsequent reports on Form 8-K, all of which are filed with the SEC and available at www.sec.gov and www.sprint.com. Forward-looking statements are based on current expectations and assumptions, which are subject to risks and uncertainties that may cause actual results to differ materially from those

expressed in or implied by such forward-looking statements. Given these risks and uncertainties, persons reading this communication are cautioned not to place undue reliance on such forward-looking statements. Sprint assumes no obligation to update or revise the information contained in this communication (whether as a result of new information, future events or otherwise), except as required by applicable law.