

THE COMPANY IS NOT PROVIDING ANY PHYSICAL MATERIAL FOR MAILING. THUS, NO MAILING WILL BE MADE TO HOLDERS. WE URGE YOU TO CONTACT YOUR CLIENTS.

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PLEASE BE ADVISED THIS OFFER HAS AN EARLY PARTICIPATION DATE OF 06/13/25 AND AN EXPIRATION DATE OF 07/01/25.

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MINIMUM DENOMINATIONS: THE NEW NOTES WILL BE ISSUED IN MINIMUM DENOMINATIONS OF USD 1.00 AND INTEGRAL MULTIPLES OF USD 1.00 IN EXCESS THEREOF.

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GENERAL OFFER TERMS: T-MOBILE USA, INC (THE 'ISSUER'), IS OFFERING TO EXCHANGE ANY AND ALL OF THE ABOVE VALIDLY TENDERED AND ACCEPTED NOTES (THE 'OLD NOTES'), BY UNITED STATES CELLUAR ('USCC'), FOR NEWLY ISSUED OR NEWLY ISSUED SERIES OF NEW T-MOBILE NOTES GUARANTEED BY THE GUARANTORS WITH IDENTICAL INTEREST RATES, AND INTEREST PAYMENT DATES, AS FULLY DESCRIBED IN THE OFFER DOCUMENT ('EXCHANGE OFFER'). CONCURRENTLY WITH THE EXCHANGE OFFER THE ISSUER IS SOLICITING CONSENTS TO THE PROPOSED AMENDMENTS OF THE USCC INDENTURES FROM HOLDERS OF THE ABOVE OLD NOTES, AS FULLY DESCRIBED IN THE OFFER DOCUMENT.

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HOLDERS OF THE ABOVE NOTES MAY NOT CONSENT TO THE PROPOSED AMENDMENTS WITHOUT TENDERING THEIR OLD USCC NOTES, AND MAY NOT TENDER THEIR OLD USCC NOTES FOR EXCHANGE WITHOUT CONSENTING TO THE PROPOSED AMENDMENTS. BY TENDERING YOUR OLD USCC NOTES FOR EXCHANGE, YOU WILL BE DEEMED TO HAVE VALIDLY DELIVERED YOUR CONSENT TO THE PROPOSED AMENDMENTS, AS FULLY DESCRIBED IN THE OFFER DOCUMENT.

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EARLY EXCHANGE CONSIDERATION: IN EXCHANGE FOR EACH NOTE (OR UNIT) PER USD 25 PRIOR TO THE EARLY PARTICIPATION DATE, AND NOT VALIDLY WITHDRAWN, HOLDERS WILL BE ELIGIBLE TO RECEIVE THE EARLY EXCHANGE CONSIDERATION WHICH CONSISTS OF (I) USD 25 PRINCIPAL AMOUNT OF THE CORRESPONDING NEW NOTES (INCLUDING THE EARLY PARTICIPATION PREMIUM OF USD 0.75 PRINCIPAL AMOUNT OF THE NEW NOTES) AND (II) A CASH PAYMENT OF USD 0.025 (THE 'OLD USCC NOTES EARLY CONSENT FEE').

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EXCHANGE CONSIDERATION: IN EXCHANGE FOR EACH NOTE (OR UNIT) PER USD 25 PRINCIPAL AMOUNT OF THE ABOVE OLD NOTES THAT IS VALIDLY TENDERED AFTER

THE EARLY PARTICIPATION DATE BUT PRIOR TO THE EXPIRATION DATE AND NOT VALIDLY WITHDRAWN, HOLDER WILL BE ELIGIBLE TO RECEIVE ONLY THE EXCHANGE CONSIDERATION OF USD 24.25 PRINCIPAL AMOUNT OF THE NEW 2069 NOTES. THE EXCHANGE CONSIDERATION DOES NOT INCLUDING THE EARLY PARTICIPATION PREMIUM OR THE EARLY CONSENT FEE.

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CONCURRENTLY WITH THE EXCHANGE OFFERS, THE ISSUER IS ALSO SOLICITING CONSENTS FROM EACH HOLDER OF THE ABOVE OLD USCC NOTES, TO CERTAIN PROPOSED AMENDMENTS. THE PROPOSED AMENDMENTS WOULD AMEND THE USCC INDENTURES, THE OLD USCC NOTES AND ANY EXHIBITS THERETO, TO MAKE CERTAIN CONFORMING OR OTHER CHANGES TO THE USCC INDENTURES, THE OLD USCC NOTES AND ANY EXHIBITS THERETO, INCLUDING MODIFICATION OR DELETION OF CERTAIN DEFINITIONS AND CROSS-REFERENCES, AS FULLY DESCRIBED IN THE OFFER DOCUMENT.

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SOLICITING DEALER FEE: WITH RESPECT TO ANY OF THE ABOVE OLD USCC NOTES, ACCEPTED FOR PURCHASE BY T-MOBILE USA, T-MOBILE USA WILL PAY A SOLICITING DEALER FEE OF USD 0.0625 FOR EACH NOTE (OR UNIT) PER USD 25 PRINCIPAL AMOUNT OF THE OLD USC NOTES AS APPLICABLE, TO THE RELEVANT RETAIL BROKERS, PROVIDED THAT SUCH FEE WILL ONLY BE PAID WITH RESPECT TO TENDERS BY BENEFICIAL OWNERS WHOSE AGGREGATE PRINCIPAL AMOUNT OF OLD USCC NOTES IS USD 250,000 OR LESS, AS FULLY DESCRIBED IN THE OFFER DOCUMENT.

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SETTLEMENT DATE: THE SETTLEMENT DATE IS EXPECTED TO BE THE SECOND BUSINESS DAY FOLLOWING THE EXPIRATION DATE.

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IF YOU WISH TO EXCHANGE YOUR NOTES, PLEASE INSTRUCT VIA MASS ELECTIONS BY SELECTING 'POSITIONS' UNDER THE 'EXCHANGE OFFER' AND THEN 'OPTION 1'.