

InterDigital Compensation Committee Charter

Function

The primary functions of the Compensation Committee (the “Committee”) are to: (1) assist the Board of Directors in discharging its responsibilities relating to compensation of the Company’s Chief Executive Officer and other executive officers; (2) develop, review, and approve the principles guiding the Company’s compensation policies; (3) oversee the Company’s compensation-related policies and programs and the level of awards to employees; and (4) assist the Board and the Chairman of the Board in the review and evaluation of, and succession planning for, the Company’s Chief Executive Officer and other members of senior management. The Committee shall be guided in the execution of its primary functions by the Board’s philosophy that the interests of key leadership should be aligned with the long-term interests of the Company and its shareholders.

Organization

The Committee shall consist of no fewer than three directors, each of whom shall be independent in accordance with the NASDAQ listing standards governing the independence of directors and committee members, as determined by the Board. Additionally, members of the Committee should qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code. The members shall be appointed and removed by the Board and shall serve until their respective successors are duly appointed and qualified or until their earlier resignation or removal.

Meetings

The Committee shall meet at least four times annually and at such other times as either the Board or the Committee Chair deems necessary. A majority shall constitute a quorum, and the affirmative vote of a majority of the Committee members present shall be required to take action. The Committee Chair shall make regular reports to the full Board on the activities of the Committee. The Committee may invite individuals who are not members of the Committee to Committee meetings, but no employees of the Company may be present during voting or deliberation on their own compensation.

Responsibilities

Among its specific duties and responsibilities, the Committee shall:

- Annually review and approve corporate goals and objectives relevant to the compensation of the Company’s Chief Executive Officer, evaluate the Chief Executive Officer’s performance in light of such goals and objectives and, based on this evaluation and the recommendations of the Chairman of the Board, and review and approve the compensation of the Chief Executive Officer, consistent with the Company’s philosophy,

including approving the grant of equity awards to the Chief Executive Officer;

- Annually review and approve corporate goals and objectives relevant to the compensation of the Company's other executive officers, evaluate their performance in light of such goals and objectives and, based on this evaluation and the recommendations of the Chief Executive Officer, review and approve the compensation of the Company's other executive officers, consistent with the Company's philosophy, including approving the grant of equity awards to the other executive officers;
- Assist the Board in developing and evaluating potential candidates for executive positions, including the Chief Executive Officer, and oversee and annually review the development of executive succession plans;
- Review and discuss with management the Compensation Discussion & Analysis ("CD&A") and related disclosures that Securities and Exchange Commission ("SEC") rules require be included in the Company's annual report and proxy statement, recommend to the Board based on such review and discussions whether the CD&A should be included in the annual report and proxy statement and oversee preparation of the Committee report required by SEC rules for inclusion in the Company's annual report and proxy statement;
- Assess the results of the Company's most recent advisory vote on executive compensation, and consider and recommend to the Board the frequency of the Company's advisory vote on executive compensation;
- Periodically review compensation for non-employee directors and recommend changes to the Board as appropriate;
- Review and approve compensation packages for new executive officers and severance packages for executive officers whose employment terminates with the Company;
- Review and make recommendations to the Board with respect to the adoption or amendment of incentive and other equity-based compensation plans;
- Administer the Company's equity incentive plans, including without limitation, making grants and monitoring awards under such plans, interpreting the terms of such plans and taking such other actions as contemplated by such plans;
- Periodically review and revise as appropriate the Company's stock ownership guidelines and monitor compliance by executive officers and directors with the Company's stock ownership guidelines;
- Review and consider compensation policies and/or practices as they relate to risk management practices and/or incentives that enhance risk-taking, as the Committee determines to be appropriate;
- Be directly responsible for the appointment, compensation and oversight of the work of

any consultants and other advisors retained by the Committee, and assess the independence of any consultants and other advisors (whether retained by the Committee or management) that provide advice to the Committee in accordance with NASDAQ listing standards; and

- Annually evaluate the performance of the Committee and the adequacy of the Committee's charter.

Additional Authority

In carrying out its responsibilities, the Committee shall also have authority, in its sole discretion, to:

- Retain, at the expense of the Company, or obtain advice from such outside counsel, experts and other advisors as it determines appropriate to assist it in the full performance of its functions, including any compensation consultant used in the evaluation of director, Chief Executive Officer or other executive compensation. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel and other advisor retained by the Committee. The Committee shall review and assess the independence and suitability of its compensation consultant, legal counsel and other advisors in accordance with, and taking into consideration the factors set forth under the NASDAQ rules and applicable law;
- Delegate authority to the Committee Chair or a sub-committee, as the Committee may deem appropriate, subject to such ratification by the Committee as the Committee may direct; and
- Delegate to one or more officers of the Company the authority to make grants of stock awards at specified levels, under specified circumstances, to eligible employees who are not executive officers of the Company, subject to reporting to and such ratification by the Committee as the Committee may direct.

Amended as of March 30, 2016