

InterDigital Nominating and Corporate Governance Committee Charter

Function

The primary functions of the Nominating and Corporate Governance Committee (the “Committee”) are to: (1) assist the Board of Directors in identifying and recommending qualified individuals to become Board members and committee members; (2) consider matters of corporate governance and recommend to the Board changes to the Company’s Corporate Governance Principles; and (3) assist the Board in the review and evaluation processes employed to assess Board, committee and director effectiveness.

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, as determined by the Board. 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 two 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.

Responsibilities

Among its specific duties and responsibilities, the Committee shall:

- **Responsibilities Related to Director Nominations**
 - Develop and recommend to the Board criteria for Board membership (including issues of character, integrity, judgement, diversity, independence, skills, education, business acumen, business experience, understanding of the Company’s business and the like) and periodically review these criteria with the Board;
 - Identify, review the qualifications of and recruit candidates for election to the Board;
 - Assess the contributions of incumbent directors in determining whether to recommend them for reelection to the Board;
 - Recommend to the Board director nominees for election by the shareholders;

- Recommend to the Board director candidates to fill vacancies and new positions on the Board;
- Review candidates recommended by shareholders;
- **Responsibilities Related to Corporate Governance**
 - Periodically review the Company's Articles of Incorporation and Bylaws and recommend changes to the Board as appropriate;
 - Annually review the Company's Corporate Governance Principles and recommend changes to the Board as appropriate;
 - Recommend, after consultation with the Audit Committee, to the Board changes to the Company's Code of Ethics;
 - Assist the Board in ensuring proper attention and effective response to shareholder concerns regarding corporate governance;
 - Review and consider governance-related proposals submitted by shareholders for consideration at the Company's annual meetings of shareholders or inclusion in the Company's proxy statement;
 - Make recommendations to the Board on the size, structure, composition and functioning of the Board and its committees;
 - Review the Board's committee structure and functions and recommend to the Board directors to serve as members of each committee;
 - Assess the independence of directors, director nominees and director candidates under applicable standards, including any additional, heightened independence requirements applicable to audit and compensation committee members, and recommend independence determinations to the Board;
 - Assess the financial literacy and financial expertise of Audit Committee members, nominees or candidates under applicable standards and recommend to the Board directors to serve as financial experts of the Audit Committee;
 - Periodically review the Board's leadership structure and recommend changes to the Board as appropriate;
 - If there is a change in any director's primary job responsibilities or affiliation, review the continued appropriateness of the individual's Board membership and recommend to the Board the action, if any, to be taken with respect to such individual's Board membership;
 - Monitor the number of boards of other public companies on which directors serve and, if a director notifies the Committee that he or she plans to serve on the board of

any additional public company, review the continued appropriateness of the individual's Board membership and recommend to the Board the action, if any, to be taken with respect to such individual's Board membership;

- Oversee the orientation process for new directors and ongoing education for directors;
- Oversee the process for evaluating the Board and its committees, including recommending the form and nature of the evaluations to the Board; 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 to:

- Retain, at the expense of the Company, such outside counsel, experts and other advisors at it determines appropriate to assist in the full performance of its functions, including search firms to assist in identifying director candidates, and to approve the fees and other retention terms of any advisors retained by the Committee; and
- Retain third parties to provide evaluation services and educational programs for the Board, as the Committee deems appropriate.

Amended as of March 30, 2016