

## **InterDigital, Inc. Corporate Governance Principles**

The Board of Directors (the “Board”) of InterDigital, Inc. (“InterDigital” or the “Company”) has adopted the corporate governance principles set forth below (the “Principles”) as a framework for the governance of the Company. The Nominating and Corporate Governance Committee reviews the Principles at least annually and recommends changes to the Board as appropriate.

### **Board Structure and Composition**

#### **Role of the Board**

The Board, which is elected by the Company’s shareholders, oversees the management of the Company and its business. The Board selects the senior management team, which is responsible for operating the Company’s business, and monitors the performance of senior management.

Specific responsibilities of the Board include:

- evaluating and approving the Company’s strategic direction and initiatives and monitoring implementation;
- monitoring the Company’s operating results and financial condition and overseeing the Company’s financial reporting;
- assessing the performance of the Chief Executive Officer and senior management and setting their compensation;
- planning for succession and management development;
- overseeing ethical and legal compliance;
- understanding and assessing risks to the Company and monitoring the management of those risks;
- nominating directors and shaping effective corporate governance; and
- advising and counseling management regarding significant issues facing the Company.

#### **Director Independence**

At least a majority of the directors of the Board are independent. An “independent director” is a director who meets the NASDAQ definition of such term, as determined by the Board. The Board makes an affirmative determination regarding the independence of each director upon his or her initial nomination or candidacy to serve on the Board and annually thereafter, based upon the recommendation of the Nominating and Corporate Governance Committee.

## **Size, Composition and Membership Criteria**

The Nominating and Corporate Governance Committee considers and makes recommendations to the Board regarding the size, structure, composition and functioning of the Board. All directors are subject to election for one-year terms at each annual meeting of shareholders.

The Nominating and Corporate Governance Committee is responsible for establishing processes and procedures for the selection and nomination of directors, and for developing and recommending Board membership criteria to the Board for approval and periodically reviewing these criteria. Among the criteria the Board may consider are experience and diversity; and with respect to diversity, the Nominating and Corporate Governance Committee may consider such factors as gender, race, ethnicity, differences of perspective, professional background, experience at policy-making levels in business, finance and technology and other areas, education, skill, and other individual qualities and attributes that are relevant to the Company's global activities. The Board believes all directors should possess the highest personal and professional ethics, integrity and values and be committed to representing the long-term interests of InterDigital shareholders. Directors should also have an inquisitive and objective perspective, practical wisdom and mature judgment. Prospective Board members should demonstrate a commitment to long-term service on the Board.

The Nominating and Corporate Governance Committee reviews the qualifications of director candidates in light of criteria approved by the Board and recommends candidates to the Board for election by the Company's shareholders at the annual meeting. The Committee also considers candidates recommended by Company shareholders in compliance with procedures outlined in the Company's annual proxy statement.

## **Board Leadership**

The Chairman of the Board is an independent director. The Board periodically reviews its leadership structure.

## **Majority Voting in Director Elections**

The Company's Articles of Incorporation and Bylaws provide for majority voting in the uncontested election of directors and plurality voting in contested elections. In uncontested elections, directors are elected by a majority of the votes cast, which means that the number of votes cast "for" a director must exceed the number of votes cast "against" that director.

## **Resignation When a Director Is Not Re-elected**

The Nominating and Corporate Governance Committee has established procedures for any incumbent director who is not re-elected to tender his or her resignation. The Nominating and Corporate Governance Committee will recommend to the Board whether to accept or reject the resignation offer, or whether other action should be taken. In determining whether to recommend that the Board accept any resignation offer, the Nominating and Corporate Governance Committee will consider all factors believed relevant by the Committee's members.

The Board will act on the Nominating and Corporate Governance Committee's recommendation within ninety (90) days following certification of the election results. In deciding whether to accept the resignation offer, the Board will consider the factors considered by the Nominating and Corporate Governance Committee and any additional information and factors that the Board believes to be relevant. If the Board accepts a director's resignation offer pursuant to this process, the Nominating and Corporate Governance Committee will recommend to the Board and the Board will thereafter determine whether to fill such vacancy or reduce the size of the Board. Any director who tenders his or her resignation pursuant to this provision will not participate in the proceedings of either the Nominating and Corporate Governance Committee or the Board with respect to his or her own resignation offer.

### **Resignation in the Event of a Change in Responsibilities**

The Company's Chief Executive Officer is required to resign as a director when he or she ceases to serve as Chief Executive Officer under the terms of his or her employment agreement with the Company. Additionally, if there is a change in any other director's primary job responsibilities or affiliation, the Nominating and Corporate Governance Committee reviews the continued appropriateness of the individual's Board membership and recommends to the Board the action, if any, to be taken with respect to such individual's Board membership.

### **Directors Who Become Aware of Circumstances that May Adversely Reflect Upon the Director or the Company**

When a director, including any director who is currently an officer or employee of the Company, becomes aware of circumstances that may adversely reflect upon the director, any other director, or the Company, the director should notify the Nominating and Corporate Governance Committee of such circumstances. The Nominating and Corporate Governance Committee will consider the circumstances, and may in certain cases request the director to cease the conflicting activity, or in more severe cases, after consultation with the full Board, request that the director submit his or her resignation from the Board if, for example, continuing service on the Board by the individual is not consistent with criteria deemed necessary for membership on the Board.

### **Service on other Boards**

Each director must ensure that other existing and anticipated future commitments do not materially interfere with his or her service as a director. Directors may not serve on the boards of more than four other public companies aside from InterDigital, unless such a director is an executive officer of a public company and in such cases, the director may not serve on more than two other public company boards aside from InterDigital. Prior to accepting service on the board of any other company, a director must notify the Chairman of the Board and the Nominating and Corporate Governance Committee. Service on the board or a committee of any other organization should be consistent with the Company's conflict of interest policies.

## **Functioning of the Board and Director Responsibilities**

### **Attendance at Meetings**

Directors are expected to participate in Board and applicable committee meetings, review relevant materials, and prepare for meetings and discussions with management. Directors are expected to see that other commitments do not materially interfere with their Board service and to devote the time necessary to discharge their responsibilities.

### **Attendance at Annual Meeting of Shareholders**

Directors are expected to attend the annual meeting of shareholders absent unusual circumstances.

### **Executive Sessions**

The non-employee directors meet without management present at regular intervals and as otherwise appropriate during the year. “Non-employee directors” are all directors who are not Company employees, including both independent directors and non-independent directors. The Chairman of the Board presides at executive sessions.

In addition, if the non-employee directors include directors who are not independent directors, the independent directors will also meet on a periodic basis but no less than two times a year in an independent director executive session.

### **Review of Corporate Strategy**

The Board has responsibility for overseeing and understanding the Company’s strategic plan from its inception through its development and execution by management. The Board approves the strategic plan and regularly monitors its implementation to determine whether it is being implemented effectively and whether changes are needed.

### **Setting Meetings and Agenda**

The Board holds four regularly scheduled meetings per year. In addition to regularly scheduled meetings, additional Board meetings may be called upon proper notice at any time to address specific needs of the Company. The Chairman approves the agendas, with such changes as may be appropriate, taking into account items that might be suggested for inclusion by any director. Directors are also free to raise subjects at a Board meeting that are not on the agenda for that meeting.

### **Distribution and Review of Board Materials**

Board materials relating to agenda items are provided to directors sufficiently in advance of Board meetings to allow directors to review and prepare for discussion of the items at the meeting. In some cases, due to timing or the sensitive nature of an issue, materials are presented only at the Board meeting.

### **Confidentiality**

Directors must protect and hold confidential all non-public information that comes to them, from whatever source, in their capacity as a director of the Company, unless disclosure is authorized or required by law. Proceedings and deliberations of the Board and its committees are confidential.

## **Board Committees**

### **Committee Structure**

The Board has established the following standing committees to assist the Board in discharging its responsibilities: (1) Audit; (2) Compensation; (3) Nominating and Corporate Governance; and (4) Finance.

All members of each of the Board's Audit, Compensation and Nominating and Corporate Governance Committees are independent. Directors who serve on the Audit Committee meet financial literacy requirements, and directors who serve on the Audit and Compensation Committees meet additional, heightened independence criteria for audit and compensation committee members, respectively, under applicable standards.

From time to time, the Board may establish and maintain other committees as it deems appropriate depending upon the circumstances.

### **Assignment of Committee Members**

Decisions about committee membership are made by the full Board upon the recommendation of the Nominating and Corporate Governance Committee. The Board may consider rotation of committee members from time to time.

### **Responsibilities**

Each committee operates pursuant to a written charter that is approved by the full Board. Committees assess the adequacy of their charters annually and recommend changes to the Board as appropriate. Committee chairs report on the activities of their committees to the full Board on a regular basis.

### **Meetings and Agendas**

The chair of each committee determines the frequency, length and agenda of the committee's meetings. Materials related to agenda items are provided to committee members sufficiently in advance of meetings to allow the members to review and prepare for discussion of the items at the meeting. In some cases, due to timing or the sensitive nature of an issue, materials are presented only at the committee meeting.

### **Board Access to Management, Employees and Advisors**

The Board has full access to members of management and other Company employees. Additionally, the Board believes management should be free to contact members of the Board as appropriate. Executive management personnel who are not Board members regularly attend

Board meetings, and the Board encourages executives to, from time to time, bring into Board meetings other managers who can provide additional insights into the matters under discussion.

The Board has the authority to retain such outside counsel, experts and other advisors as it determines appropriate to assist it in the performance of its functions. Each of the Board's standing committees has similar authority to retain outside advisors as it determines appropriate to assist it in the performance of its functions.

### **Board Compensation**

The Board's goal is to maintain compensation for the Board in a fair and straightforward manner designed to enhance shareholder value and align the interest of directors with the long-term interest of the Company's shareholders. The Compensation Committee periodically reviews compensation for non-management directors and recommends changes to the Board as appropriate. The Compensation Committee periodically engages outside compensation consultants to advise it as to best practices and trends in compensation and may also commission benchmarking studies, as appropriate. It is the general policy of the Board that compensation of non-management directors should be a mix of cash and equity-based compensation with the equity component being a substantial portion of their total compensation. Management directors are not paid for Board membership in addition to their regular employee compensation.

### **Board Orientation and Continuing Education**

The Company has a director orientation program for new directors and makes available continuing education programs for all directors to familiarize them with matters such as the Company's strategic plan, compliance program, key technologies, financials, key business relationships, governance and the legal and ethical responsibilities of directors. Such orientation programs may include face-to-face meetings with key members of management, periodic briefings and a visit to one or more of the Company's facilities. Continuing education programs for directors may include a mix of in-house and outside presentations and seminars. The Board encourages directors to participate in outside education programs to assist them in performing their responsibilities as directors.

### **Annual Board Evaluation Process**

The Board and each committee engage in annual self-evaluations to assess whether they are functioning effectively. Committee evaluations are reviewed with the full Board.

### **Evaluation of the Chief Executive Officer**

The Compensation Committee evaluates the Chief Executive Officer annually, taking into account the views of the Chairman of the Board, and reviews the results of the evaluation with the Board of Directors. The results of the evaluation are shared with the Chief Executive Officer and used by the Compensation Committee in approving the Chief Executive Officer's compensation.

### **Succession Planning**

The Compensation Committee assists the Board in developing and evaluating potential candidates for executive positions, including the Chief Executive Officer, and in overseeing and annually reviewing the development of executive succession plans. As part of the annual executive officer evaluation process, the Compensation Committee works with the Chief Executive Officer to plan for Chief Executive Officer succession in the ordinary course, as well as to develop plans for interim succession to the Chief Executive Officer position in the event he or she is unexpectedly unable to perform his or her duties. The Compensation Committee also reviews executive development plans and training programs with a view to seeing that there are adequate processes for assessing persons considered potential successors to other key management positions.

### **Stock Ownership**

In order to more closely align the interests of directors and management with the interests of the Company's shareholders, the Compensation Committee has approved stock ownership guidelines for the Company's directors and executive officers. These guidelines are reviewed and revised as appropriate by the Compensation Committee. Stock ownership guidelines applicable to the non-management directors are set at a target of the lesser of (a) Company stock valued at an amount equal to five times their annual cash retainer or (b) 4,000 shares/units of Company stock. The Chief Executive Officer's target ownership is set at the lesser of (a) an amount of Company stock equal in value to five times his or her current annual base salary or (b) 65,000 shares/units of Company stock. Other executive officers are expected to own the lesser of (a) an amount of Company stock approximately equivalent in value to a specified multiple of either two or three times his or her current annual base salary or (b) either 12,500 or 25,000 shares/units of Company stock, in each case depending upon his or her position in the Company. For purposes of calculating the value of Company stock holdings, each share or other qualifying stock unit is priced at a price per share/unit equal to the average closing stock price of the Company's common stock for the 200 trading days leading up to and including the calculation date. The 200-day average closing stock price is calculated annually on the date of the Company's annual meeting of shareholders.

Any director or executive officer who has not reached or fails to maintain his or her target ownership level must retain at least 50% of any after-tax shares derived from vested restricted stock units or exercised options until his or her guideline is met. A director or executive officer may not effect any disposition of shares that results in his or her holdings falling below the target level without the express approval of the Compensation Committee. Qualifying ownership includes common stock, including that held through the Company's 401(k) plan, restricted stock and, on a pre-tax basis, unvested time-based restricted stock units.

### **Political Contributions**

The Board oversees the Company's political contributions and its policies and procedures regarding political contributions.

### **Shareholder Communications with the Board**

The Board believes that shareholders should have an opportunity to send communications to the Board. Shareholders and other parties interested in communicating directly with any individual

director, including the Chairman, the Board as a whole or the non-employee directors as a group may do so by writing to Investor Relations, InterDigital, Inc., 9276 Scranton Road, Suite 300, San Diego, California 92121, or by sending an email to [Directors@InterDigital.com](mailto:Directors@InterDigital.com).

Each communication should set forth (i) the name and address of the shareholder, as it appears on the Company's books, and if the Company's common stock is held by a nominee, the name and address of the beneficial owner of the Company's common stock, and (ii) the class and number of shares of the Company's common stock that are owned of record by the record holder and beneficially by the beneficial owner.

The Investor Relations Department reviews all such correspondence and, in consultation with appropriate directors and/or the Company's Legal Department as necessary, generally screens communications from shareholders to identify communications that (i) are solicitations for products and services, (ii) relate to matters of a personal nature not relevant for the Company's shareholders to act on or for the Board to consider or (iii) matters that are of a type that render them improper or irrelevant to the functioning of the Board or the Company. The Investor Relations department regularly forwards to the Board or specified director(s) a summary of all such correspondence and copies of all correspondence that deals with the functions of the Board or its committees or that otherwise requires their attention. Directors may, at any time, review a log of all correspondence the Company receives that is addressed to members of the Board and request copies of any such correspondence.

Shareholder communications with respect to director nominations and proposals of business to be considered at the annual meeting of shareholders should be directed to the Secretary of the Company pursuant to the requirements and procedures set forth in the Company's Bylaws and described in the Company's annual proxy statement. Concerns relating to accounting, internal control, auditing or federal securities law matters may also be submitted by writing to our Secretary at InterDigital, Inc., 200 Bellevue Parkway, Suite 300, Wilmington, Delaware 19809-3727. All correspondence relating to such concerns will be brought to the attention of the chair of the Audit Committee and handled in accordance with procedures established by the Audit Committee with respect to these matters.

### **Interpretation**

These Principles should be interpreted and construed in the context of all applicable laws and the Company's Articles of Incorporation, Bylaws and other corporate governance documents.

### **Amendment**

The Company is committed to continuously reviewing and updating our policies, and the Company therefore reserves the right to amend these Principles at any time, for any reason, subject to applicable law.

Amended as of March 28, 2019