

**CHARTER OF THE COMPENSATION COMMITTEE OF
THE BOARD OF DIRECTORS OF RPX CORPORATION**

(As adopted by the Board of Directors on February 23, 2011 and amended on April 24, 2014)

PURPOSE

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of RPX Corporation (the “Company”) is to discharge certain responsibilities of the Board relating to executive compensation and to make recommendations to the Board regarding its remaining responsibilities relating to executive compensation.

MEMBERSHIP

The members of the Committee are appointed and removed by the Board, which may consider the recommendation of its Nominating and Corporate Governance Committee.

The Committee consists of two or more members of the Board. The members of the Committee must satisfy the following requirements:

1. Each member must be an “independent director,” as defined in the Marketplace Rules of The Nasdaq Stock Market, Inc. (“Nasdaq”).
2. Each member must be an “outside director,” as defined in the regulations adopted by the Internal Revenue Service under Section 162(m) of the Internal Revenue Code of 1986, as amended.
3. Each member must be a “non-employee director,” as defined in Rule 16b-3 adopted by the Securities and Exchange Commission (the “SEC”) under Section 16 of the Securities Exchange Act of 1934, as amended (the “1934 Act”).
4. Each member must conform to any other requirement imposed by applicable law, regulations or rules.

The Board may appoint the Chairperson of the Committee (the “Chairperson”). Alternatively, the Board may direct that the members of the Committee elect the Chairperson.

RESPONSIBILITIES AND AUTHORITY

The responsibilities and authority of the Committee shall include:

1. Identifying the corporate and individual objectives that will govern the determination of the variable compensation of the Company’s Chief Executive Officer (the “CEO”);
2. Evaluating the CEO’s performance;

3. Determining the CEO's salary and contingent compensation, based on evaluating his or her performance and other relevant criteria as determined by the Committee;
4. In consultation with the CEO, determining the salaries and contingent compensation of the other individuals who are deemed to be "officers" of the Company under Rule 16a-1(f) of the 1934 Act (the "Executive Officers");
5. Making recommendations to the Board regarding the compensation of members of the Board;
6. Reviewing and approving the terms of offer letters, employment agreements, severance agreements, change-in-control agreements, indemnification agreements and other material agreements between the Company and its Executive Officers;
7. Making recommendations to the Board regarding the adoption or amendment of equity and cash incentive plans, and approving amendments to such plans to the extent authorized by the Board, provided that the Committee may approve amendments to such plans without further authorization by the Board if such amendments are determined to be non-material;
8. Administering the Company's stock plans, granting stock option, restricted stock and other equity awards and approving modifications of such awards, provided that the Board may delegate to another committee the concurrent authority to make such awards to individuals other than Executive Officers;
9. Overseeing the administration of other material employee benefit plans of the Company, including the Company's Section 401(k) plan;
10. Reviewing and approving policies and procedures relating to the perquisites and expense accounts of the Company's Executive Officers;
11. Reviewing and discussing with management any Compensation Discussion and Analysis that may be included in the Company's proxy statement and preparing an annual report on executive compensation for publication in the Company's proxy statement, if required by the rules of the SEC;
12. Overseeing the management of risks associated with the Company's compensation policies and programs;
13. Conducting a review of Executive Officer succession planning, as necessary, reporting its findings and recommendations to the Board, and working with the Board in evaluating potential successors to Executive Officer positions;
14. Overseeing shareholder advisory votes on executive compensation as required by Section 14A of the 1934 Act, considering the results of the most recent shareholder advisory vote and, to the extent the Committee determines it appropriate to do so, taking such results into consideration in connection with the review and approval of executive officer compensation;

15. Annually reviewing the adequacy of this Charter and making recommendations to the Board regarding amendments to this Charter; and
16. Carrying out any other duties and responsibilities assigned to it by the Board, to the extent permitted by law and the Company's Bylaws.

INVESTIGATIONS, STUDIES AND OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into, or studies of, matters within the Committee's scope of responsibility, with full access to all books, records, facilities and personnel of the Company.

The Committee has the exclusive authority to select, retain and terminate counsel, consultants, accountants and other advisers (each, an "Adviser") to assist the Committee in carrying out its duties and shall be directly responsible for the oversight of the work of any such Adviser retained by the Committee. The Committee also has the exclusive authority to determine its Advisers' compensation and the other terms of their retention and the Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable fees to any such Adviser retained by the Committee.

Except as otherwise permitted by applicable rules and regulations, the Committee may select or receive advice from an Adviser only after taking into consideration the adviser independence factors set forth in Nasdaq Listing Rule 5605(d)(3) or any successor thereto. Consistent with such rule, the Committee is not required to conduct an independence assessment for in-house legal counsel or for an Adviser with respect to whose activities no disclosure is required under Item 407(e)(iii) of Regulation S-K (generally relating to broad-based plans and information not specifically developed or customized for the Company). Nothing in this Charter shall be construed to require the Committee to (i) retain or obtain the advice from Advisers, (ii) retain or obtain advice from Advisers determined to be independent, (iii) implement or act consistently with the advice or recommendations of any Adviser or (iv) otherwise affect the Committee's ability or obligation to exercise its own judgment in fulfilling its duties.

MEETINGS

The Chairperson will determine how often the Committee meets. However, the Board expects that the Committee will meet at least twice per year. The Chairperson, in consultation with the other members of the Committee, will also schedule the Committee meetings and establish the agenda for each meeting. The Chairperson will designate a secretary for each meeting, who need not be a member of the Committee. In lieu of holding a meeting, the Committee may act by circulating a written consent to each member of the Committee. The written consent constitutes a valid action of the Committee if it has been executed by each Committee member. The written consent will be filed with the minutes of Board meetings. The CEO may not be present during voting or deliberations regarding his or her compensation.

MINUTES

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of meetings of the Board.

REPORTS

The Chairperson will periodically report to the Board on the Committee's deliberations and actions. The minutes of Committee meetings and actions by the unanimous written consent of the Committee members will be made available to all Board members.

ANNUAL REVIEW OF COMMITTEE PERFORMANCE

The Committee, at least annually, will review its operations and performance and make such changes as it deems appropriate.

COMPENSATION

Members of the Committee will receive such fees, if any, for their service as Committee members as may be determined by the Board. Such fees may include retainers or per-meeting fees and will be paid in such form of consideration as the Board may determine in accordance with the applicable rules of Nasdaq and the SEC.

DELEGATION OF AUTHORITY

The Committee may, to the extent permitted under applicable law, the rules of Nasdaq and the SEC, and the Company's Certificate of Incorporation and Bylaws, form subcommittees and delegate authority to them when appropriate.