

TESSERA TECHNOLOGIES, INC.

COMPENSATION COMMITTEE CHARTER

(as amended July 17, 2013)

This Compensation Committee Charter (this “Charter”) was adopted by the Board of Directors (the “Board”) of Tessera Technologies, Inc., a Delaware corporation (the “Company”), on July 17, 2003, and most recently amended on July 17, 2013.

I. Purpose

The purpose of the Compensation Committee (the “Committee”) of the Company’s Board is to provide assistance to the directors in fulfilling their responsibilities by (1) designing (in consultation with management or the Board), recommending to the Board for approval and evaluating the compensation plans, policies and programs of the Company, especially those regarding executive compensation, (2) reviewing and approving the compensation of the Chief Executive Officer and other officers and directors and (3) producing an annual report on executive compensation for inclusion in the Company’s proxy materials in accordance with applicable rules and regulations. The Committee shall ensure that compensation programs are designed to encourage high performance, promote accountability and assure that employee interests are aligned with the interests of the Company’s stockholders.

In addition to the specific powers and responsibilities delegated to the Committee in this Charter, the Committee shall also carry out and may exercise any other powers or responsibilities as are assigned by law, the Company’s charter or bylaws or as may be delegated to it by the Board from time to time.

II. Membership

The Committee shall consist of at least three members of the Board, none of whom shall be an employee of the Company and each of whom shall, to the extent required by or deemed advisable under applicable laws or regulations, (1) satisfy the “independence” requirements of The NASDAQ Stock market LLC and the Company’s Corporate Governance Guidelines, (2) be a “non-employee director” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), (3) be an “outside director” under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”), and (4) be otherwise free from any relationship that, in the business judgment of the Board, would interfere with his or her exercise of business judgment as a Committee member. Members of the Committee must, in the business judgment of the Company’s Nominating and Governance Committee and the entire Board, have a combination of business and employee-management experience that would be valuable in providing broad direction to the Board on matters related to compensation for officers and directors and advising the Board on executive compensation matters.

The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Governance Committee. Unless a Chairman of the Committee is designated by the Board, the Committee may designate a Chairman by a majority vote of the full Committee membership. Committee members may be removed from the Committee, with or without cause, by the Board.

III. Meetings and Procedures

The Committee shall meet on a regularly-scheduled basis at least twice annually, with one meeting to be held in each half of the fiscal year, and on such other occasions as the members of the Committee may from time to time determine. Meetings of the Committee shall be held upon call by the Chairman of the Board or the Chairman of the Committee. A quorum of the Committee shall consist of a majority of the members of the Committee in office at the time of any meeting and the vote of a majority of the members of the Committee present at the time of a vote, if a quorum is present at that time, shall be the act of the Committee. The Chairman of the Committee (or in his or her absence, another member designated by the Chairman of the Committee), shall preside at each meeting of the Committee and set the agendas for Committee meetings.

All non-management directors that are not members of the Committee may attend and observe meetings of the Committee but may not vote and shall not participate in any discussion or deliberation unless invited to do so by the Committee. The Committee may, at its discretion, include in its meetings members of the Company's management, members of the Company's legal, tax and accounting departments and any other personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate. The Chief Executive Officer may attend meetings of the Committee in respect of compensation of other officers and directors but not deliberations or voting in respect of his own compensation as Chief Executive Officer. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including but not limited to, any member of management, but other than any non-management director who satisfies applicable independence criteria.

The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee.

Consistent with applicable requirements of the Exchange Act and NASDAQ listing standards, the Committee shall (i) have the authority, in its sole discretion, to retain or obtain the advice of, and terminate, any compensation consultant, legal counsel, or other advisers ("compensation advisers"); (ii) be directly responsible for the appointment, determination of compensation and oversight of the work of any compensation advisers retained by the Committee; (iii) subject to any exceptions under NASDAQ listing standards, undertake an analysis of the independence of each compensation adviser under the independence factors specified in the applicable requirements of the Exchange Act and NASDAQ listing standards, with such analysis to occur prior to selection of such compensation adviser and as appropriate thereafter; and (iv) have such additional authority and responsibility as may be required from

time to time under the rules and guidelines under the Exchange Act and NASDAQ listing standards. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the compensation advisers retained by the Committee.

The Chairperson shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board or by other directors.

When planning to establish, modify or certify performance targets under bonus plans for senior executives, grant any and all forms of equity compensation, modify or rescind any option, stock or restricted stock grants, or make, modify or rescind loans to employees or directors, the Committee shall consult the Company's legal, tax and accounting departments as may be necessary before taking action.

All adopted plans of compensation or changes to existing plans, whether for executives, directors or other personnel, shall be detailed and attached to the minutes of the appropriate meeting. This includes any grants of options or loans made outside of any official Company plan.

IV. Powers and Responsibilities

To fulfill its responsibilities, the Committee shall be responsible for:

- (i) reviewing and, if necessary, revising the compensation philosophy of the Company;
- (ii) obtaining information on market trends in executive compensation and reviewing the competitiveness of the Company's executive compensation programs to ensure (a) the attraction and retention of executive officers; (b) the motivation of executive officers to achieve the Company's business objectives; and (c) the alignment of the interests of executive officers with the long-term interests of the Company's stockholders;
- (iii) reviewing and approving corporate goals and objectives relating to the compensation of the Chief Executive Officer and other executive officers, evaluating the performance of the Chief Executive Officer and other executive officers in light of these goals and objectives, and reviewing and approving the compensation of the Chief Executive Officer and other executive officers based on such evaluation;
- (iv) reviewing and approving all compensation for non-employee directors;
- (v) providing oversight with respect to compensation policies applicable to all employees of the Company, including periodic reviews of the Company's compensation structure, performance review procedures, employee turnover and retention, and other human resource issues;

(vi) reviewing stock option, employee pension and benefit plans (401(k), employee stock purchase plan, etc.) and amendments thereto;

(vii) reviewing the grant of perquisite benefits;

(viii) reviewing any employee loans, and monitoring the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers, and with all other applicable laws affecting employee compensation and benefits;

(ix) reviewing and discussing with management of the Company the Compensation Discussion and Analysis ("CD&A"), and based on such discussions, determining whether to recommend to the Board that the CD&A be included in the Company's proxy statement and its Annual Report on Form 10-K; and

(x) preparing and approving the Report of the Compensation Committee to be included as part of the Company's annual proxy statement.

The Committee's review and approval of compensation for officers and directors shall be consistent with the overall company budget established by the Board, and if necessary, the Committee shall consult with the Board with respect to the budgeting process in order to achieve such consistency. The Committee will report all actions and approvals with respect to compensation decisions to the Board.

The Committee's responsibility for managing and reviewing employee benefit plans includes responsibility for general administration, an annual review of the plan, the setting of performance targets when appropriate, and approval of any and all changes, including termination of compensation plans when appropriate.

All annual plan reviews should include reviewing the plan's administrative costs, reviewing current plan features relative to any proposed new features, assessing the performance of the plan's internal and external administrators if any duties have been delegated, and formally adopting any plan changes by resolution of the Committee.

V. Stockholder Approval of Qualified Plan Performance Targets

With respect to plans intended to qualify under Section 162(m), the Committee shall ensure that the stockholders of the Company approve the performance goals used to set the performance targets in any performance-based equity compensation plans to the extent required, and in the manner provided, by Section 162(m) and the treasury regulations promulgated thereunder (which generally requires such approval at least every five years or earlier if such criteria are otherwise amended).

VI. Evaluation of Performance of Compensation Committee

The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide any written material with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing

the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

VII. Disclosure of Charter

This Charter will be made available on the Company's website and to any stockholder who otherwise requests a copy. The Company's Annual Report to Stockholders shall state the foregoing.