

TESSERA TECHNOLOGIES, INC.
CORPORATE GOVERNANCE GUIDELINES

(as amended October 14, 2013)

These Corporate Governance Guidelines (these “Guidelines”) were 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 October 14, 2013.

The Board has adopted these Guidelines to assist the Board in the exercise of its responsibilities and to serve best the interests of the Company and its stockholders. These Guidelines should be interpreted in the context of all applicable laws and the Company’s Certificate of Incorporation, Amended and Restated Bylaws (as amended, the “Bylaws”) and other corporate governance documents, and in the event of a conflict between these Guidelines and the Company’s Certificate of Incorporation or Bylaws, then the Certificate of Incorporation or Bylaws shall govern. These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations.

These Guidelines shall be made available on the Company’s website at “www.tessera.com” and to any stockholder who otherwise requests a copy, and the Company’s Annual Report to Stockholders shall state the foregoing.

I. The Board

A. Size of the Board

The Company’s Certificate of Incorporation provides that the number of directors will be set out in the Bylaws as adopted or as set from time to time by a duly adopted amendment thereto by the directors or stockholders of the Company. The Board will periodically review the size of the Board, and determine the size that is most effective in relation to future operations.

B. Independence of the Board

The Board intends that it will be free of influences which would conflict with its objective corporate oversight. To that end, it will be comprised of not less than a majority of directors who qualify as independent directors (the “Independent Directors”) under the listing standards of The NASDAQ Stock Market LLC (“Nasdaq”) as then in effect.

The Nominating and Governance Committee will review annually the relationships that each director has with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). Following such annual review, only those directors who the Board affirmatively determines to be independent based on Nasdaq listing standards will be considered Independent Directors.

The Chairman of the Board shall preside over meetings of the Independent Directors held pursuant to Section II.B. hereof, and report to the Board the results and recommendations thereof.

C. Director Qualification Standards

The Nominating and Governance Committee is responsible for reviewing with the Board, on an annual basis, the appropriate characteristics, skills, experience required for the Board as a whole and its individual members. In evaluating the suitability of individual candidates (both new candidates and current Board members), the Nominating and Governance Committee, in recommending candidates for election, and the Board, in approving (and, in the case of vacancies, appointing) such candidates, take into account many factors, including ability to make independent analytical inquiries, general understanding of marketing, finance and other elements relevant to the success of a publicly-traded company in today's business environment, understanding of the Company's business on a technical level, other board service and educational and professional background. Each candidate nominee must also possess fundamental qualities of intelligence, honesty, good judgment, high ethics and standards of integrity, fairness and responsibility. The Board evaluates each individual in the context of the Board as a whole, with the objective of assembling a group that can best perpetuate the success of the business and represent shareholder interests through the exercise of sound judgment using its diversity of experience in these various areas. In determining whether to recommend a director for re-election, the Nominating and Governance Committee also considers the director's past attendance at meetings and participation in and contributions to the activities of the Board.

D. Selection of New Directors

The entire Board will stand for election by the stockholders of the Company each year at the Company's annual meeting. Each year, at the annual meeting, the Board will recommend a slate of directors for election by the stockholders. In accordance with the Bylaws of the Company, the Board will also be responsible for filling vacancies or newly-created directorships on the Board that may occur between annual meetings of stockholders. The Nominating and Governance Committee is responsible for identifying, screening and recommending candidates to the entire Board for Board membership.

E. Selection of Chairman of the Board

The Board will select the Chairman of the Board in accordance with the Company's Bylaws. The Chairman of the Board shall not be the same person as the Chief Executive Officer ("CEO") of the Company.

F. No Specific Limitation on Other Board Service

The Board does not believe that its members should be prohibited from serving on boards of other organizations and has not adopted any guidelines limiting such activities. However, the Nominating and Governance Committee and the Board will take into account the nature of and time involved in a director's service on other boards and/or committees in evaluating the suitability of individual director candidates and current directors and making its recommendations to the Company's stockholders.

Service on other boards and/or committees should be consistent with the Company's conflict of interest policies set forth below.

G. Director Resignation Policy

In furtherance of the principles regarding majority election of directors set forth in Section 3.3 of the Company's Bylaws, the Board expects each incumbent director who is nominated for re-election as director to resign from the Board if he or she fails to receive the required number of votes for re-election in accordance with the Bylaws and the Board or a duly authorized committee of the Board determines to accept such resignation, as described below.

In the event one or more incumbent directors (each, a "Subject Director") fails to receive the affirmative vote of a majority of the votes cast at an Election Meeting (as defined in the Bylaws) at which there was no Contested Election (as defined in the Bylaws), either (i) the Nominating and Governance Committee or (ii) if one or more of the members of the Nominating and Governance Committee is a Subject Director or the Board determines that any decision to be made with respect to a Subject Director should be made by a committee of the Board other than the Nominating and Governance Committee, consisting solely of Independent Directors who are not Subject Directors (the committee described in clause (i) or (ii) of this sentence, the "Determination Committee"), will make a determination as to whether to accept or reject any resignation of a Subject Director or whether other action should be taken (including whether to request that a Subject Director resign from the Board if such Subject Director has not tendered his or her resignation). The Determination Committee may consider all factors it considers relevant, including (i) the reasons it believes are the reasons a majority of the votes cast at the meeting were voted "against" the Subject Director's election, (ii) whether the underlying cause or causes of the "against" votes are curable, (iii) the factors, if any, set forth in these Guidelines, the Nominating and Governance Committee Charter or other policies that are to be considered by the Nominating and Governance Committee in evaluating potential candidates for the Board as such criteria relate to each Subject Director, (iv) the length of service of each Subject Director, (v) each Subject Director's contributions to the Company, (vi) whether acceptance of any resignation would lead to a "change of control" of the Company as determined pursuant to any Company financing or other material agreement, and (vii) whether acceptance of any resignation would lead to a default under any material agreement to which the Company or any of its subsidiaries is a party or otherwise bound, or to the Company's failure to comply with any applicable rule or regulation (including Nasdaq listing standards). Subject Directors shall not participate in the deliberations or decisions of the Determination Committee.

The Determination Committee will act with respect to any Subject Director within ninety (90) days from the date of the certification of the election results of the Election Meeting and shall notify the Subject Director of its decision. Notwithstanding the foregoing, the Determination Committee may determine to extend such 90-day period by an additional ninety (90) days if it determines that such an extension is in the best interests of the Company and its stockholders. The Company shall publicly disclose the decision(s) of the Determination Committee by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication.

If a Subject Director's tendered resignation is not accepted by the Determination Committee or such Subject Director does not otherwise submit his or her resignation to the Board, such director shall continue to serve until his or her successor is duly elected, or his or her earlier resignation or removal. If a Subject Director's resignation is accepted by the Determination Committee, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board, in its sole discretion, may fill any resulting vacancy or decrease the size of the Board pursuant to the provisions of the Bylaws.

H. Directors Who Resign Their Current Positions With Their Company

The Board expects that when a director, including any director who is currently an officer or employee of the Company, resigns or materially changes his or her position with his or her employer, or has any other significant change in professional or employment status, such director will provide prompt written notice thereof to the Board, including the details regarding the change in status, will tender a resignation from the Board, and will resign from the Board if the Board or a duly authorized committee of the Board determines to accept such resignation. In addition, in circumstances where the Board determines not to accept such resignation, or the director has not tendered his or her resignation, the Nominating and Governance Committee will review the suitability for continued service of such director, and recommend whether or not the director should be renominated when his or her term expires. The Board reserves the right to seek the resignation or removal of a director prior to the expiration of his or her term in circumstances where the Board determines such action would be in the best interests of the Company and its stockholders.

I. Term Limits

As each director is subject to election by stockholders on an annual basis, the Board does not believe it is in the best interests of the Company to establish term limits at this time. Additionally, such term limits may cause the Company to lose the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company's business and therefore can provide an increasingly significant contribution to the Board.

J. Retirement

It is the general policy of the Company that no director may stand for election to the Board after his or her 75th birthday. The Board may, however, make exceptions to this standard, based on the recommendation of the Nominating and Governance Committee, as it deems appropriate in the interests of the Company's stockholders.

K. Director Responsibilities

The business and affairs of the Company will be managed by or under the direction of the Board, including through one or more of its committees as set forth in the Bylaws and committee charters. Each director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. These include:

- (i) overseeing the conduct of the Company's business to evaluate whether the business is being properly managed;

- (ii) reviewing and, where appropriate, approving the Company's major financial objectives, plans and actions;
- (iii) reviewing and, where appropriate, approving major changes in, and determinations of other major issues respecting, the appropriate auditing and accounting principles and practices to be used in the preparation of the Company's financial statements;
- (iv) reviewing and, where appropriate, approving major changes in, and determinations under the Company's Guidelines, Code of Business Conduct and Ethics and other Company policies;
- (v) reviewing and, where appropriate, approving actions to be undertaken by the Company that would result in a material change in the financial structure or control of the Company, the acquisition or disposition of any businesses or asset(s) material to the Company or the entry of the Company into any major new line of business;
- (vi) regularly evaluating the performance of the CEO;
- (vii) with the input of the CEO, regularly evaluating the performance of all officers of the Company;
- (viii) planning for succession with respect to the position of CEO and monitoring management's succession planning for other key executives; and
- (ix) ensuring that the Company's business is conducted with the highest standards of ethical conduct and in conformity with applicable laws and regulations.

L. Compensation

The Company's executive officers shall not receive additional compensation for their service as directors. The Compensation Committee will report once a year to the Board regarding the status of the Company's non-employee director compensation in relation to other U.S. companies of comparable size and the Company's competitors. Such report will include consideration of both direct and indirect forms of compensation to the Company's directors, including any charitable contributions by the Company to organizations in which a director is involved. Following a review of the report, the Compensation Committee will recommend any changes in director compensation to the Chairman of the Board, which changes will be approved or disapproved by the Board after a full discussion.

Director fees (which may be paid in cash and/or stock) are the sole form of compensation that members of the Audit Committee may receive from the Company.

M. Stock Ownership

The Company encourages directors to purchase shares of the Company's stock. Because the Board believes that equity ownership is important in order to help align the interests of Board members with those of the Company's stockholders, the Board requires that each of its members (collectively with members of the director's immediate family or with family trusts)

personally own, within three years following his or her first election or appoint to the Board, an amount of Company stock with either a purchase price or a fair market value (measured annually) equal to at least three times the total annual cash compensation paid by the Company for Board service (excluding for this purpose compensation that is not paid to all independent directors, such as compensation for committee or chair service). For purposes of this ownership policy, unvested restricted stock or restricted stock units and unvested stock options will not be considered when determining an individual's stock ownership. Until such time as a Board member reaches his or her share ownership minimum, such Board member will be required to hold at least 50% of the shares of Company stock received upon lapse of the restrictions upon restricted stock and upon exercise of stock options (net of any shares utilized to pay for the exercise price of the option and tax withholding). This ownership requirement may be waived by the Board in individual cases, depending on the financial circumstances of a director, as determined in the discretion of the Board.

N. Conflicts of Interest

Directors are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. If an actual or potential conflict of interest develops, the director should immediately report the matter to the Chairman of the Board. Any significant conflict must be resolved or the director should resign. If a director has a personal interest in a matter before the Board, the director will disclose the interest to the Board, excuse himself or herself from discussion on the matter and not vote on the matter.

O. Continuing Education of Board Members

The Company will make available to directors continuing education programs relating to their services as directors, including making external speakers and workshops available to directors at the Company's offices as may be appropriate, and each director is expected to participate in such programs, as the Board determines necessary or desirable.

P. Interaction with Institutional Investors, the Press and Customers

The Board has authorized management to speak for the Company. Except as provided in Section IV below, each director should refer all inquiries from institutional investors, the press or customers to management. Individual Board members may, from time to time at the request of the management, meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should, in most circumstances, come from the Chairman of the Board.

Q. Board Access to Senior Management

The Board will have complete access to Company management in order to ensure that directors can ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company. Such contact, if in writing, should be copied to the CEO of the Company.

R. Board Access to Independent Advisors

The Board committees may hire independent advisors as set forth in their applicable charters. The Board as a whole shall have access to such advisors and such other independent advisors that the Company retains or that the Board considers necessary to discharge its responsibilities.

S. Annual Self-Evaluation

Following the end of each fiscal year, the Nominating and Governance Committee will oversee an annual assessment by the Board of the Board's performance. The Nominating and Governance Committee will be responsible for establishing the evaluation criteria and implementing the process for such evaluation, as well as considering other corporate governance principles that may, from time to time, merit consideration by the Board. The annual evaluation should include an interview with each director, with the interviewer to be appointed by the Nominating and Governance Committee, and the interviewer then presenting findings to the Board without attribution, as may be appropriate, in the direction of the Nominating and Governance Committee.

The assessment should include a review of any areas in which the Board or management believes the Board can make a better contribution to the governance of the Company, as well as a review of the committee structure and an assessment of the Board's compliance with the principles set forth in these Guidelines. The purpose of the review will be to improve the performance of the Board as a unit, and not to target the performance of any individual Board member. The Nominating and Governance Committee will utilize the results of the Board evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board.

T. Attendance at Annual Stockholders' Meetings

The Board is encouraged to attend the Company's Annual Stockholders' Meetings.

II. Board Meetings

A. Frequency of Meetings

The Board will meet at least four times annually. In addition, special meetings may be called from time to time as determined by the needs of the business. It is the responsibility of the directors to attend meetings. Participating via teleconference shall constitute attendance.

B. Meetings of Independent Directors

Except where otherwise determined by the Board, each regularly scheduled Board meeting will include a meeting of the Independent Directors, at which other Board members and employees of the Company will not be present; provided that the Independent Directors will meet not less than twice in each calendar year.

C. Director Attendance

A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly prepare for and attend meetings of the Board and all committees on which the director sits (including separate meetings of Independent Directors), with the understanding that, on occasion, a director may be unable to attend a meeting in person. A director who is unable to attend a meeting in person is expected to notify the Chairman of the Board or the Chairman of the appropriate committee in advance of such meeting, and, whenever possible, participate in such meeting via teleconference.

D. Attendance of Non-Directors

The Board will determine who may attend its meetings. In order to be adequately informed, the Board will invite members of management and outside advisors to be present in discussions where their advice or participation is applicable.

E. Agendas

The Chairman of the Board establishes the agenda for each Board meeting with input from the management and the other directors. The agenda shall include such items as may be requested by any director with reasonable advance notice to the Chairman of the Board.

F. Advance Receipt of Meeting Materials

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors at least five days in advance of each meeting or such other period of time as may be reasonably required to allow for meaningful review of such agenda and materials by the directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

III. Committee Matters

A. Responsibilities and Independence of Committees

The Board currently has three standing committees, each composed entirely of Independent Directors. From time to time, the Board may form a new committee or disband a current committee, depending upon the circumstances. Each committee will perform its duties as assigned by the Board in compliance with the Company's Bylaws and the committee's charter.

The standing committees are:

(i) Audit Committee. The Audit Committee consists of at least three members and reviews the work of the Company's internal accounting and audit processes and independent auditors. The committee will have sole authority to appoint and fire the Company's independent auditors and to approve any significant non-audit relationship with the independent auditors.

(ii) Compensation Committee. The Compensation Committee consists of at least three members and reviews and approves the Company's goals and objectives relevant to compensation, stays informed as to market levels of compensation and, based on evaluations submitted by management, recommends to the Board compensation levels and systems for Board and the officers that correspond to the Company's goals and objectives. The committee also produces an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations.

(iii) Nominating and Governance Committee. The Nominating and Governance Committee consists of at least three members and is responsible for recommending to the Board individuals to be nominated as directors and committee members. This includes evaluation of new candidates as well as evaluation of current directors. This committee is also responsible for developing and recommending to the Board the Guidelines, as well as reviewing and recommending revisions to such Guidelines on a regular basis. This committee also performs other duties as are described in these Guidelines.

B. Assignment and Rotation of Committee Members

Based on the recommendations of the Nominating and Governance Committee, the Board appoints committee members and committee chairs according to criteria set forth in the applicable committee charter and such other criteria that the Board determines to be appropriate in light of the responsibilities of each committee. Committee membership and the position of committee chair will not be rotated on a mandatory basis unless the Board determines that rotation is in the best interest of the Company.

The Board affirmatively states that each member of the Audit Committee must be financially literate, as determined by the Board in its business judgment, or must become financially literate within a reasonable period of time after his or her appointment, and that at least one member of the Audit Committee must have accounting or related financial management expertise as determined by the Board in its business judgment.

C. Frequency of Committee Meetings

The Audit Committee will meet at least four times annually. The Nominating and Governance Committee and the Compensation Committee will meet at least twice annually, or such other number of times as may be reasonably determined by each such committee. In addition, special meetings may be called by the Chairman of each committee from time to time as determined by the needs of the business. It is the responsibility of the directors to attend the meetings of the committees on which they serve. Participating via teleconference shall constitute attendance.

D. Committee Agendas

The Chairman of each committee, in consultation with the appropriate members of the committee, will develop his or her committee's agenda.

E. Committee Self-Evaluations

Following the end of each fiscal year, each committee will review its performance and charter and recommend to the Board any changes it deems necessary.

F. Minutes of Committee Meetings

Each committee shall keep minutes of its meetings and report to the Board with respect to their meetings. The minutes of committee meetings shall be made available to the directors upon their request.

IV. Communications with Stockholders

Stockholders may send correspondence to the Board of Directors, the Chairman of the Board, or any other member of the Board of Directors, c/o Corporate Secretary at the Company's principal executive offices at the address set forth above. The Corporate Secretary will review all correspondence addressed to the Board, or any individual Board member, for any inappropriate correspondence. The Corporate Secretary will summarize all correspondence not forwarded to the Board and make the correspondence available to the Board for its review at the Board's request. The Corporate Secretary will forward security holder communications to the Board prior to the next regularly scheduled meeting of the Board of Directors following the receipt of the communication. In fulfillment of their fiduciary duties, Board members have the right to directly hear the concerns of stockholders if stockholders contact them; provided that any such communications shall be subject to applicable securities law requirements, including Regulation FD promulgated by the Securities and Exchange Commission, and the Company's Policy Statement and Guidelines for Corporate Disclosure, or similar successor policy; and provided further, that Board members should refer any questions regarding the operations of the business to management. Board members shall promptly provide the full Board with a summary of any written or oral communications they have had with stockholders regarding the Company.