

# TESSERA TECHNOLOGIES, INC.

## NOMINATING AND GOVERNANCE COMMITTEE CHARTER

*(as amended July 17, 2013)*

This Nominating and Governance 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 Nominating and Governance Committee (the “Committee”) is to make recommendations to the Board in order to assist the Board with its responsibilities regarding:

- (i) the identification of individuals qualified to become Board members,
- (ii) the selection of the director nominees for the next annual meeting of shareholders,
- (iii) the selection of director candidates to fill any vacancies on the Board, and
- (iv) to develop and recommend to the Board a set of corporate governance guidelines and principles applicable to the Company (the “Corporate Governance Guidelines”).

In so doing, the Committee will endeavor to maintain free and open means of communication between the members of the Committee, other members of the Board, and management of the Company.

### **II. Membership**

The Committee shall consist of at least three members of the Board, each of whom, in the business judgment of the Board, has experience that would be valuable to providing broad direction to the Board on matters related to corporate governance. Each member of the Committee will also satisfy the “independence” requirements of The NASDAQ Stock Market LLC and the Company’s Corporate Governance Guidelines. The members of the Committee shall be appointed by the Board on the recommendation of the 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 Chairman of the Committee (or in his or her absence, a member designated by the Chairman of the Committee) shall preside at each meeting of the Committee and set the agendas for Committee meetings. 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. The

Committee shall meet at least twice annually and more frequently as the Committee deems desirable.

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 or any other personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, other than any non-management director who satisfies applicable independence criteria.

The Committee may form and delegate authority to subcommittees when appropriate; provided, that any such subcommittee must be comprised solely of members of the Committee and must publish its charter.

#### **IV. Goals and Responsibilities**

The goals and responsibilities of the Committee are to:

- (i) initiate the recruiting of directors, including evaluation of executives recruited or promoted to positions eligible for Board membership;
- (ii) recommend to the Board (as soon as is reasonably practicable after a vacancy arises or a director advises the Board of his or her intention to resign or not to stand for reelection) new directors for election annually by the stockholders and otherwise by appointment by the Board to fill vacancies, in compliance with the selection criteria outlined below;
- (iii) annually review the performance of individual directors and evaluate and recommend to the Board the nomination for re-election of current directors;
- (iv) evaluate and recommend to the Board the removal of individual directors (in accordance with the Company's certificate of incorporation, bylaws, Corporate Governance Guidelines, this Charter and the charters of the Company's other committees), for cause or other lawful reasons;
- (v) recommend to the Board director retirement policies;
- (vi) recommend to the Board the membership composition of the Board committees, and make recommendations to the Board regarding the size of the Board and Board committees;
- (vii) make recommendations to the Board regarding the authority of Board committees (including the Committee) to form and delegate authority to subcommittees;
- (viii) oversee, by providing written criteria for, the Board's annual review of the performance of the Board (including its composition and organization) and make appropriate recommendations for improving the Board's performance;

(ix) make recommendations to the Board regarding matters, including, but not limited to, the Company's certificate of incorporation, bylaws, this Charter and the charters of the Company's other committees;

(x) develop and recommend to the Board the Corporate Governance Guidelines;

(xi) annually review the performance of the Committee;

(xii) periodically report to the Board on findings and actions; and

(xiii) unless the Board has established an alternative committee pursuant to the Corporate Governance Guidelines, deliberate and take such actions as it deems appropriate with respect to incumbent directors who fail to receive the required vote for re-election to the Board as specified in the Bylaws, which actions may include accepting or not accepting any resignations that may be tendered by such directors in accordance with the Corporate Governance Guidelines, requesting that any such director submit his or her resignation to the Company or such other actions as are contemplated by the Corporate Governance Guidelines.

#### **V. Board Member Selection Criteria**

The Committee may consider the following criteria in recommending candidates for election to the Board:

(i) experience in corporate governance, such as an officer or former officer of a publicly held company;

(ii) experience in the Company's industry;

(iii) experience as a board member of another publicly held company; and

(iv) technical expertise in an area of the Company's operations.

#### **VI. Committee Selection Criteria**

Each individual nominated to a Board committee will satisfy the following qualifications:

(i) members of the chartered committees must meet the independence requirements of The NASDAQ Stock Market LLC and those set forth in the Corporate Governance Guidelines;

(ii) members of the Audit Committee, Nominating and Governance Committee and Compensation Committee satisfy the selection criteria specified in the relevant committee charter.

#### **VII. Consideration of Stockholder Nominees**

The Committee will consider any candidates recommended by the Company's stockholders who submit recommendations in accordance with the following procedures:

(i) Such recommendation was made in writing by to the Chairman of the Committee of the Committee, c/o the Corporate Secretary at the Company's principal executive offices.

(ii) The recommendations are received at the Company not later than the 120 calendar days before the date of the Company's proxy statement released to stockholders in connection with the previous year's annual meeting and must be accompanied by the following information:

- name and address of the nominating stockholder,
- a representation that the nominating stockholder is a record holder,
- a representation that the nominating stockholder intends to appear in person or by proxy at the annual meeting to nominate the person or persons specified,
- information regarding each nominee that would be required to be included in a proxy statement,
- a description of any arrangements or understandings between the nominating stockholder and the nominee and
- the consent of each nominee to serve as a director, if elected.

The Committee shall have no obligation to recommend any individual recommended by a Company's stockholders for election to the Board.

#### **VIII. Committee Resources**

The Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors, and to retain consultants at the expense of the Company.

#### **IX. Disclosure of Charter**

This Charter shall 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.