

PENDRELL CORPORATION
AUDIT COMMITTEE CHARTER

(Adopted May 19, 2014)

Purpose

The Audit Committee is appointed by the Board of Directors to assist the Board in (i) overseeing the Company's accounting and financial reporting process and system of internal controls, (ii) evaluating the qualifications, independence, and performance of the Company's independent auditor, (iii) overseeing the performance of the Company's internal audit function and independent auditor, and (iv) overseeing the business priorities and the ethical standards of the company.

The Company's management is responsible for preparing the Company's financial statements. The Company's independent auditor is responsible for auditing those financial statements. The Committee's responsibility in this regard is one of oversight and review. The Committee does not provide any expert or other special assurances that the financial statements are complete and accurate and are in accordance with GAAP and applicable rules and regulations.

Membership

The Committee will be composed of not less than three (3) members of the Board. Each member of the Committee will meet the independence requirements of the Nasdaq Stock Market ("Nasdaq") and the Securities Exchange Act of 1934, as amended (together with the rules promulgated thereunder, the "Exchange Act").

No Committee member shall have participated in the preparation of the financial statements of the Company or any of its subsidiaries at any time within the past three years. All members will have the ability to read and understand financial statements at the time of their appointment. In accordance with Nasdaq requirements, at least one Committee member will have been determined by the Board to be an "audit committee financial expert" as defined by the SEC rules.

The members of the Committee shall be appointed by the Board and shall serve for such terms as the Board may determine or until their earlier resignation, death or removal by the Board.

Operation

The Committee shall have all powers of the Board necessary or desirable to perform the functions and responsibilities as may be delegated to a committee of the Board under Washington law, including the authority to obtain advice and assistance from independent counsel and other advisors, as it deems necessary to carry out its duties. The Committee will by resolution establish its own rules and regulations for all meetings. In the absence of such rules and regulations, the provisions of the Company's bylaws generally applicable to committees of the Board will apply.

The Committee will meet as often as it deems necessary but not less frequently than quarterly. The Committee will also meet periodically, but not less than once per year, with management

and the independent auditor in separate executive sessions. The Committee may request that any Company officer or employee or outside counsel or independent auditor attend a Committee meeting or meet with members of, or advisors to, the Committee. The Committee will maintain minutes of all meetings held. Approval of the minutes of the previous meeting of the Committee will be a standing agenda item at each meeting of the Committee.

The Board will designate one Committee member to serve as its chairperson. The Committee will meet at such times as determined by its chairperson or as requested by any two of its members, the Board or the Company's Chief Executive Officer. Notice of a Committee meeting shall be provided at the time and in the manner in which notice of a meeting of the Board is provided. The Committee may meet by telephone or video conference and may take action by written consent. One-third of the members, but not less than two, will constitute a quorum. The Committee will be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members present at a meeting at which a quorum is present or by the unanimous written consent of all of the Committee members.

The Company shall provide for appropriate funding, as determined by the Committee, for (i) the payment of compensation to the independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services or other permitted services for the Company, (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties and responsibilities, and (iii) compensation to any advisors retained by the Committee or any subcommittee of the Committee.

The Committee shall make regular reports to the Board.

Duties and Responsibilities

The Committee shall:

1. Have the sole authority and responsibility to appoint (which appointment may be presented to shareholders for ratification), compensate, retain, oversee, evaluate and, when appropriate, replace the independent auditor engaged for the preparation or issuance of an audit report or performance of other audit, review and attest services. The independent auditor shall report directly to the Committee.

2. Pre-approve all audit services, internal control-related services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by the independent auditor, subject to the de minimis exception for non-audit services (for amounts under \$100,000) that are approved by the Committee prior to the completion of the audit. The Committee may form and delegate to subcommittees consisting of one or more members the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant pre-approvals are presented to the full Committee at its next scheduled meeting.

3. Evaluate the independence of the independent auditor by, amongst other things, ensuring that the independent auditor periodically, and at least annually, submits to the Committee a formal written statement delineating all relationships between the independent auditor and the Company, including the matters set forth in Independence Standards Board

Standard No. 1, and engage in a dialogue with the independent auditor with respect to any disclosed relationships that may impact the objectivity and independence.

4. Ensure that the independent auditor periodically, and at least annually, submits to the Committee a formal written statement regarding (i) the independent auditor's internal quality-control procedures, (ii) any material issues raised by the most recent internal quality control review or peer review of the independent auditor, or by an inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the independent auditor, and (iii) any steps taken to deal with such issues.

5. Review and evaluate the qualifications, performance and independence of the lead audit partner of the independent auditor and assure the regular rotation of the lead audit partner, reviewing partner and other audit engagement team partners of the independent auditor as required under the Exchange Act.

6. Ensure that the Company maintains an internal audit capability and at least annually evaluate the performance of the Company's internal audit capability.

7. Discuss with management the internal audit function's responsibilities, budget and staffing and any recommended changes in the planned scope of the internal audit.

8. Review with the internal auditor, or outside resource providing internal audit services, on a periodic basis as appropriate, the results of specific projects assigned to the internal audit function and coordinate with management to ensure that any significant findings or control weaknesses are addressed and resolved.

9. Ensure the Company complies with policy as it relates to the hiring of employees or former employees of the independent auditor who were engaged on the Company's account or otherwise participated in any audit of the Company.

10. Review and discuss, as appropriate, with management and the independent auditor any major issues as to the adequacy of the Company's internal controls, any special audit steps adopted in light of material control deficiencies (which will include any "Deficiency," "Significant Deficiency" or "Material Weakness" identified during the testing of the Company's internal controls) and the adequacy of disclosures about changes in internal control over financial reporting.

11. Review and discuss with management and the independent auditor, management's annual report on the Company's internal control over financial reporting and the independent auditor's attestation report regarding management's report, beginning with the period such report is required by applicable regulation.

12. Review any disclosures from the Company's Chief Executive Officer and Chief Financial Officer made during their certification process for the Company's Form 10-K or 10-Q regarding significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting or any fraud involving management or other employees who have a significant role in internal control over financial reporting.

13. Review and discuss with management and the independent auditor the Company's annual audited financial statements, including the disclosures made under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and recommend to the Board whether the audited financial statements should be included in the Company's Annual Report on Form 10-K.

14. Review and discuss with management and the independent auditor the Company's quarterly financial statements, including the results of the independent auditor's review of the quarterly financial statements and the disclosures made under "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to the filing of the Company's Quarterly Report on Form 10-Q.

15. Regularly discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles and any significant communications between the independent audit team and the independent auditor's national office respecting auditing or accounting issues raised by the engagement.

16. Review and discuss quarterly reports from the independent auditor on (i) critical accounting policies and practices to be used, (ii) all alternative treatments for financial information under GAAP that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the independent auditor, and (iii) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.

17. Review and discuss with the independent auditor any audit problems or difficulties and management's response.

18. Discuss with the independent auditor the matters required to be discussed by the PCAOB relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information and any significant disagreements with management.

19. Obtain assurance from the independent auditor that the audit was conducted in a manner consistent with the applicable portions of Section 10A of the Exchange Act.

20. Prepare the report of the Committee required to be included in the Company's annual proxy statement.

21. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives, as well as any off-balance sheet structures, on the Company's financial statements.

22. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.

23. Discuss with management any legal matters that may have a material impact on the Company's financial statements.

24. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees regarding questionable accounting or auditing matters.

25. Review all "related party transactions," as such term is defined under Nasdaq rules. No related party transaction may be entered into unless and until it has been approved by the Committee.

26. Take actions necessary to enforce the Company's Code of Conduct and Ethics, including the establishment of procedures to consider alleged violations of such code, reporting and disclosure of such violations and any waivers granted by the Board under such code.

27. Review the terms of Directors and Officers Insurance coverage annually and approve the terms prior to the renewal of the policy each year.

28. Annually review and reassess the adequacy of this charter and recommend any proposed changes to the Board for approval.

29. Review and assess the adequacy of the Company's Investment Policy and oversee the implementation and administration of the Investment Policy.

30. Have such other authority, duties and responsibilities as the Board delegates to the Committee.

31. Annually conduct a self-appraisal of committee processes and performance.

32. Communicate the matters discussed at each Audit Committee meeting to the Board of Directors.

Limitations

While the Committee has the responsibilities and powers set forth herein, it is not the duty of the Committee to, and the Committee will not, (i) plan or conduct audits, (ii) prepare the Company's financial statements, or (iii) determine or certify that the Company's financial statements and disclosures are complete and accurate and are in accordance with GAAP and applicable rules and regulations. These are the responsibilities of management and the independent auditor.

Adopted by the Pendrell Corporation Board of Directors on May 19, 2014.