

## **InterDigital Corporate Governance Principles**

The Board of Directors (the “Board”) of InterDigital, Inc. (“InterDigital” or the “Company”) has adopted the corporate governance principles set forth below (the “Principles”) as a framework for the governance of the Company. The Nominating and Corporate Governance Committee reviews the Principles at least annually and recommends changes to the Board as appropriate.

### **Board Structure and Composition**

#### **Role of the Board**

The Board, which is elected by the Company’s shareholders, oversees the management of the Company and its business. The Board selects the senior management team, which is responsible for operating the Company’s business, and monitors the performance of senior management.

Specific responsibilities of the Board shall include:

- evaluating and approving the Company’s strategic direction and initiatives and monitoring implementation;
- monitoring the Company’s operating results and financial condition and overseeing the Company’s financial reporting;
- assessing the performance of the Chief Executive Officer and senior management and setting their compensation;
- planning for succession and management development;
- overseeing ethical and legal compliance;
- understanding and assessing risks to the Company and monitoring the management of those risks;
- nominating directors and shaping effective corporate governance; and
- advising and counseling management regarding significant issues facing the Company.

#### **Director Independence**

A majority of the directors of the Board shall be independent. An independent director is a director who meets the NASDAQ definition of “independence,” as determined by the Board. The Board shall make an affirmative determination regarding the independence of each director upon their initial nomination or candidacy to serve on the Board and annually thereafter, based upon the recommendation of the Nominating and Corporate Governance Committee.

## **Size, Composition and Membership Criteria**

The Nominating and Corporate Governance Committee considers and makes recommendations to the Board regarding the size, structure, composition and functioning of the Board. The Board is divided into three classes with staggered terms of three years each, so that the term of one class expires at each annual meeting of shareholders. Thus, directors typically stand for re-election every three years.

The Nominating and Corporate Governance Committee is responsible for establishing processes and procedures for the selection and nomination of directors, and for developing and recommending Board membership criteria to the Board for approval and periodically reviewing these criteria. The Board endeavors to have members representing diverse experience at policy-making levels in business, finance and technology and other areas that are relevant to the Company's global activities. The Board believes all directors should possess the highest personal and professional ethics, integrity and values and be committed to representing the long-term interests of InterDigital shareholders. Directors must also have an inquisitive and objective perspective, practical wisdom and mature judgment. Prospective Board members must demonstrate a commitment to long-term service on the Board.

The Nominating and Corporate Governance Committee reviews the qualifications of director candidates in light of criteria approved by the Board and recommends candidates to the Board for election by the Company's shareholders at the annual meeting. The Committee also considers candidates recommended by Company shareholders in compliance with procedures outlined in the Company's annual proxy statement.

## **Board Leadership**

The Chairman of the Board is an independent director.

## **Resignation in the Event of a Change in Responsibilities**

The Company's Chief Executive Officer is required to resign as a director when he or she ceases to serve as Chief Executive Officer under the terms of his or her employment agreement with the Company. Additionally, if there is a change in any other director's primary job responsibilities or affiliation, the Nominating and Corporate Governance Committee reviews the continued appropriateness of the individual's Board membership and recommends to the Board the action, if any, to be taken with respect to such individual's Board membership.

## **Service on other Boards**

Directors may not serve on the boards of more than four other public companies aside from InterDigital. Prior to accepting service on the board of any other public company, a director must notify the Chairman of the Board and the Nominating and Corporate Governance Committee. Service on any other board or committee of other organizations should be consistent with the Company's conflict of interest policies.

## **Functioning of the Board and Director Responsibilities**

### **Attendance at Meetings**

Directors are expected to participate in board and applicable committee meetings, review relevant materials, and prepare for meetings and discussions with management. Directors are expected to see that other commitments do not materially interfere with their Board service and to devote the time necessary to discharge their responsibilities.

### **Executive Sessions of Independent Directors**

The independent directors shall meet without management present at regular intervals and as otherwise appropriate during the year. The Chairman of the Board shall preside at executive sessions.

### **Review of Corporate Strategy**

The Board has responsibility for overseeing and understanding the Company's strategic plan from its inception through its development and execution by management. The Board approves the strategic plan and regularly monitors its implementation to determine whether it is being implemented effectively and whether changes are needed.

### **Setting Meetings and Agenda**

The Board shall hold four regularly scheduled meetings per year. In addition to regularly scheduled meetings, additional Board meetings may be called upon proper notice at any time to address specific needs of the Company. The Chairman shall approve the agendas, with such changes as may be appropriate, taking into account items that might be suggested for inclusion by any director. Directors are also free to raise subjects at a Board meeting that are not on the agenda for that meeting.

## **Board Committees**

### **Committee Structure**

The Board has established the following standing committees to assist the Board in discharging its responsibilities: (1) Audit; (2) Compensation; (3) Nominating and Corporate Governance; and (4) Finance and Investment.

All members of each of the Board's Audit, Compensation and Nominating and Corporate Governance Committees shall be independent. Directors who serve on the Audit Committee must meet financial literacy requirements and additional, heightened independence criteria applicable to audit committee members under applicable standards.

From time to time, the Board may establish and maintain other committees as it deems appropriate depending upon circumstances.

## **Assignment of Committee Members**

Decisions about committee membership are made by the full Board upon the recommendations of the Nominating and Corporate Governance Committee. The Board may consider rotation of committee members from time to time.

## **Responsibilities**

Each committee operates pursuant to a written charter that is approved by the full Board. Committees shall assess the adequacy of their charters annually and recommend changes to the Board as appropriate. Committee chairmen report on the activities of their committees to the full Board on a regular basis.

## **Board Access to Management, Employees and Advisors**

The Board has full access to members of management and other Company employees. Additionally, the Board believes management should be free to contact members of the Board as appropriate. Executive management personnel who are not Board members regularly attend Board meetings, and the Board encourages executives to, from time to time, bring other managers into Board meetings who can provide additional insights into the matters under discussion.

The Board has the authority to retain such outside counsel, experts and other advisors as it determines appropriate to assist it in the performance of its functions. Each of the Board's standing committees has similar authority to retain outside advisors as it determines appropriate to assist it in the performance of its functions.

## **Board Compensation**

The Board's goal is to maintain compensation for the Board in a fair and straightforward manner designed to enhance shareholder value and align the interest of directors with the long-term interest of the Company's shareholders. The Compensation Committee reviews compensation for non-management directors and recommends changes to the Board as appropriate. The Compensation Committee periodically engages independent compensation consultants to advise them as to best practices and trends in compensation and may also commission benchmarking studies, as appropriate. It is the general policy of the Board that compensation of non-management directors should be a mix of cash and equity-based compensation with the equity component being a substantial portion of their total compensation. Management directors are not paid for Board membership in addition to their regular employee compensation.

## **Board Orientation and Continuing Education**

The Company has a director orientation program for new directors and makes available continuing education programs for all directors to familiarize them with matters such as the Company's strategic plan, key technologies, financials, key business relationships, governance and the legal and ethical responsibilities of directors. Such orientation programs may include face-to-face meetings with key members of management, periodic briefings and a visit to one or

more of the Company's facilities. Continuing education programs for directors may include a mix of in-house and outside presentations and seminars. The Board encourages directors to participate in outside education programs to assist them in performing their responsibilities as directors.

### **Annual Board Evaluation Process**

The Board and each committee engage in annual self-evaluations to assess whether they are functioning effectively. Committee evaluations are reviewed with the full Board.

### **Evaluation of the Chief Executive Officer**

The Compensation Committee evaluates the Chief Executive Officer annually, taking into account the views of the Chairman of the Board, and reviews the results of the evaluation with the Board of Directors. The results of the evaluation are shared with the Chief Executive Officer and used by the Compensation Committee in approving the Chief Executive Officer's compensation.

### **Succession Planning**

The Compensation Committee assists the Board in developing and evaluating potential candidates for executive positions, including the Chief Executive Officer, and in overseeing the development of executive succession plans. As part of the annual executive officer evaluation process, the Compensation Committee works with the Chief Executive Officer to plan for Chief Executive Officer succession, as well as to develop plans for interim succession to the Chief Executive Officer position in the event he is unexpectedly unable to perform his duties. The Compensation Committee also reviews executive development plans and training programs with a view to seeing that there are adequate processes for assessing persons considered potential successors to other key management positions.

### **Stock Ownership**

In order to more closely align the interests of directors and management with the interests of stockholders, the Compensation Committee has approved stock ownership guidelines for the Company's directors and executive officers. These guidelines are reviewed and revised as appropriate by the Compensation Committee. Stock ownership guidelines applicable to the non-management directors are set at a target of three times their annual cash retainer. The Chief Executive Officer's target ownership is set at an amount of Company common stock equal in value to four times his or her current annual base salary. Other officers are expected to own Company stock approximately equivalent in value to a specified multiple of either two or three times their current annual base salary, depending upon their position in the Company. Individuals are expected to meet their targets within five years of the date they become subject to the guidelines. Qualifying ownership includes common stock, including that held through the Company's 401(k) plan, restricted stock and restricted stock units.

Amended as of March 23, 2010