

InterDigital Executive Committee Charter

Function

The primary function of the Executive Committee (the “Committee”) is to have and exercise the authority of the Board of Directors between Board meetings in overseeing the management of the business and affairs of the Company.

Organization

The Committee shall consist of no fewer than three directors, a majority of whom shall be independent in accordance with the NASDAQ listing standards governing the independence of directors and audit committee members, as determined by the Board. The members shall be appointed and removed by the Board and shall serve until their respective successors are duly appointed and qualified or until their earlier resignation or removal.

Meetings

The Committee shall meet as necessary to enable it to fulfill its responsibilities and duties as set forth herein. A majority shall constitute a quorum. The Committee Chairman shall make regular reports to the full Board on the activities of the Committee.

Responsibilities

Among its specific duties and responsibilities, the Committee shall:

- Have the authority of the Board and be responsible for exercising the powers of the Board in overseeing the management of the business and affairs of the Company between Board meetings, subject to the Company’s Articles of Incorporation and Bylaws and applicable laws, rules and regulations;
- Monitor and provide guidance to the Board and officers of the Company with respect to the business and affairs of the Company;
- Bring to the attention of the Board issues and items that cannot be resolved by the Executive Committee or require action by the Board, with particular focus on: (1) the financial status of the Company; (2) overhead structure and cost control; (3) selling focus, policy and strategy; (4) product cost reduction program; (5) staff hiring and firing; (6) financing and funding programs; (7) product development program and direction and funding; (8) major contract negotiations and commitments; (9) Company cost containment; (10) Company public relations; (11) performance reporting to the Board; (12) the Company’s strategic plan; and (13) major lawsuits; and
- Annually evaluate the performance of the Committee and the adequacy of the Committee’s charter.

Additional Authority

In carrying out its responsibilities, the Committee shall also have the authority to:

- Retain, at the expense of the Company, such outside counsel and other advisors as it determines appropriate to assist it in the full performance of its functions, and approve the fees and other retention terms of any advisors retained by the Committee.

Amended as of April 28, 2009