



NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Adopted on July 1, 2008

**As Amended on July 2, 2010
and March 5, 2012**

Purpose

The Nominating and Corporate Governance Committee ("Committee") is appointed by the Board of Directors (the "Board") of ParkerVision, Inc. (the "Company") to (1) identify individuals qualified to become members of the Board, consistent with the criteria approved by the Board; (2) recommend to the Board director nominees to be presented at the annual meeting of stockholders and nominees to fill vacancies on the Board, whether caused by retirement, resignation, death, increase in the number of authorized directors or otherwise; (3) recommend to the Board assignments of directors to various committees; (4) develop and recommend to the Board the corporate governance guidelines applicable to the Company; (5) advise and make recommendations to the Board with respect to corporate governance matters; (6) oversee an annual evaluation of the Board and committees; and (7) take such other actions within the scope of this Charter as the Committee deems appropriate.

Committee Membership

The Committee will consist of no fewer than three members, each of whom shall be a director of the Company. Each member of the Committee shall meet the independence requirements established by the Board and applicable laws, regulations and listing requirements. Members of the Committee shall be appointed by and serve at the discretion of the Board. The Board shall designate a Chair of the Committee. A majority of the members of the Committee will constitute a quorum.

Committee Meetings

The Committee will meet at least twice a year. Additional meetings may occur as the Committee or its chair deems advisable. A special meeting of the Committee may be called by the Chair and will be called promptly upon the request of any two Committee members. A majority of the Committee shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting, at which a quorum is present, shall be the act of the Committee. Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all members of the Committee consent thereto in writing and the writing or writings are filed with the minutes of proceedings of the Committee. The Committee shall keep a record of its actions and proceedings.

Committee Authority and Responsibilities

Nominating Responsibilities and Authority

1. The Committee will have the responsibility to develop and recommend criteria and qualifications for the selection of new directors to the Board including, but not limited to, skills, experience,

time availability and such other criteria as the Committee shall determine to be relevant at the time in order to obtain a desirable balance of expertise, commitment and diversity among board members.

2. The Committee will have the power to apply such criteria in connection with the identification of individuals to be Board members, as well as to apply the standards for independence imposed by applicable laws, regulations and listing requirements and the underlying purpose and intent thereof in connection with such identification process.

3. When vacancies occur or otherwise at the direction of the Board, the Committee actively will seek individuals who the Committee determines meet such criteria and standards for recommendation to the Board.

4. The Committee will have the authority to retain any search firm to be used to identify director candidates and to approve the search firm's fees and other retention terms, at the company's expense. The Committee also will have the authority to obtain advice and assistance from internal or external legal or other advisors, without consulting or obtaining the prior approval of any officer of the Company.

5. The Committee will evaluate candidates for nomination to the Board, including those recommended by shareholders. In that connection, the Committee will adopt procedures for the submission of recommendations by shareholders as it deems appropriate.

6. The Committee will recommend to the Board, on an annual basis, nominees for election as directors for the next annual meeting of shareholders.

Corporate Governance Responsibilities and Authority

7. With the Company's legal counsel, the Committee shall develop and recommend to the Board a set of corporate governance guidelines for the Company ("Guidelines"). The Committee periodically, and at least annually, shall review the Guidelines with the Company's legal counsel and make recommendations to the Board regarding any changes, amendments or modifications to the Guidelines that the Committee shall deem desirable, taking into consideration any new legislation, regulations or listing requirements or any other developments in sound governance practices.

8. The Committee shall develop and periodically review and recommend to the Board appropriate revisions to the Company's corporate governance framework, including its Articles of Incorporation and Bylaws.

9. The Committee shall oversee the evaluation of the Board as a whole and its committees. The Committee shall establish procedures to allow it to exercise this oversight function. The Committee shall present the results of the evaluation to the Board, along with any recommendations with respect to the Board's procedures and practices.

10. The Committee shall recommend to the Board a process for the Board's and each Committee's annual self-evaluation.

11. The Committee shall make recommendations to the Board regarding the size of the Board. The Committee shall make recommendations to the Board regarding the size and composition of each standing committee of the Board, including the identification of individuals qualified to serve as members of a committee, including the Committee, and to recommend individual directors to fill any vacancy that might occur on a committee, including the Committee. The Committee shall monitor the functioning of the committees of the Board and to make recommendations for any changes, including the creation and elimination of committees.

12. The Committee shall recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

13. The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other advisers as it deems necessary.

14. The Committee shall consider any other corporate governance issues that arise from time to time, and shall make appropriate recommendations to the Board with respect to such issues.

General Responsibilities and Authority

15. The Committee may form and delegate authority to subcommittees or members when appropriate.

16. The Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee will annually review its own performance.