

ParkerVision®

COMPENSATION COMMITTEE CHARTER

Adopted on February 9, 2007

As Amended on July 2, 2010,
August 9, 2011, March 5, 2012,
and April 23, 2013

I. PURPOSE OF COMMITTEE

The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of ParkerVision, Inc. ("ParkerVision") is to assist the Board in carrying out its responsibilities with respect to:

- The determination of director and officer compensation and the development, implementation, and review of ParkerVision's compensation philosophy, policies, and strategies which are designed to support the business objectives of ParkerVision by attracting, retaining, rewarding, and motivating the technical and entrepreneurial skills and talents needed to achieve those objectives.
- Compliance with regulatory and reporting requirements with respect to compensation and related matters.

II. COMMITTEE MEMBERSHIP

The Committee shall be comprised of at least three members of the Board, each of whom shall serve for such term or terms as the Board may determine, and shall be "independent" according to the listing standards of the Nasdaq Stock Market, Inc. ("NASDAQ") and the rules and regulations of the Securities and Exchange Commission ("SEC"), as amended from time to time. Determinations of independence shall be made by the Board as the Board interprets such qualifications in its business judgment and in accordance with applicable law and regulation and SEC and NASDAQ rules and standards. In determining eligibility for membership on the Committee, the Board shall also consider whether the director is affiliated with ParkerVision and whether any such affiliation may impair the director's judgment as a member of the Committee. No Committee member shall accept directly or indirectly any consulting, advisory or other compensatory fee from ParkerVision, excluding fees received for service on the Board or any committee thereof and receipt of fixed amounts of compensation under a retirement plan for prior service with ParkerVision provided such amounts are not contingent on continued service. Furthermore, each member of the Committee shall also be an "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended, and a "nonemployee director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

III. ORGANIZATION

The Committee will meet at least four times each year or more frequently as it deems necessary or appropriate to carry out its duties and responsibilities. The presence of a majority of the members of the Committee, in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, shall constitute a quorum. The action of a majority of those present at a meeting at which a quorum exists shall constitute an action 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.

Unless a chair is elected by the Board, the members of the Committee shall designate a chair by majority vote of the full Committee membership. The Chairman shall, in consultation with management and other Committee members, set the agenda for and preside at meetings of the Committee. The Chairman shall designate an individual to record and keep minutes of all Committee meetings.

The Committee may invite such members of management to its meetings as it may deem desirable or appropriate, consistent with the maintenance of the confidentiality of compensation discussions, except that the Chief Executive Officer ("CEO") shall not be present during voting or deliberations with respect to the CEO's compensation.

The Committee shall report to the Board on Committee findings, recommendations and other matters the Committee deems appropriate or the Board requests.

IV. DELEGATION OF AUTHORITY

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

V. COMMITTEE DUTIES AND RESPONSIBILITIES

The following are the duties and responsibilities of the Committee:

- A. Ensure that ParkerVision's executive compensation programs are designed to enable it to recruit, retain and motivate talented and diverse executives.
- B. Assess and mitigate potential risks created by ParkerVision's compensation practices, policies and programs.
- C. Establish policies for equity compensation (including grant-timing practices) and monitor executive compliance with rules and guidelines of equity-based plans.
- D. Ensure that ParkerVision's executive compensation programs are appropriately competitive, support organization objectives and stockholder interests, and ensure executive compensation is adequately designed to align the interests of executive officers with the long-term performance of ParkerVision.
- E. Approve ParkerVision's employee and director compensation plans, including any new equity compensation plans or material change to an existing equity compensation plans, and oversee the administration of these plans.
- F. Evaluate the CEO's performance in light of Board approved goals and objectives, and determine and approve all elements of the CEO's equity and non-equity compensation, including salary, bonus, and incentives.
- G. Taking into account the recommendations of the CEO, evaluate the performance of other senior executives in light of approved goals and objectives, and determine and approve all elements of equity and non-equity compensation for the executive officers (within the

meaning of Section 16 of the Exchange Act) and other key executives including salary, bonus, and incentives.

- H. Review the compensation paid to non-employee directors and make recommendations to the Board for any adjustments.
- I. Make all approvals necessary under Section 16, Section 162(m) and other regulatory provisions.
- J. Approve, or delegate where appropriate, all grants of equity-based awards.
- K. Review annually and approve:
 - Benefits and perquisites provided to ParkerVision's executives or other senior management members (where appropriate).
 - Employment agreements, severance arrangements and change in control agreements and provisions relating to ParkerVision's executives or other senior management members (where appropriate).
- L. Prepare, review and discuss with management, and, if applicable, based on such review, recommend for inclusion in relevant SEC filings, any report on executive compensation or related issue, as required of the Committee by the rules and regulations of the SEC, including the annual Compensation Discussion and Analysis.
- M. Retain or obtain, as appropriate and in the Committee's sole discretion, the advice of compensation consultants, legal counsel or other advisers; provided that prior to retaining such services, the Committee undertakes an assessment of any such adviser's independence, considering, among any other factors the Committee deems relevant to such assessment, the following factors:
 - The provision of other services to ParkerVision by the person that employs the compensation consultant, legal counsel or other adviser;
 - The amount of fees received from ParkerVision by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
 - The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
 - Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
 - Any stock of ParkerVision owned by the compensation consultant, legal counsel or other adviser; and
 - Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of ParkerVision.

Notwithstanding the foregoing, a compensation consultant, legal counsel or other adviser retained by the Committee need not be independent and the Committee may select any compensation consultant, legal counsel or adviser it prefers, even if such adviser is not independent, so long as the Committee has considered the independence factors described herein.

- N. Appoint, determine the compensation for and oversee the work of any compensation

consultant, legal counsel and other adviser retained by the compensation committee.

- O. Report to the Board on a regular and timely basis, the actions taken by the Committee.
- P. Annually assess and report to the Board on the performance and effectiveness of the Committee.
- Q. Review this Charter on an annual basis, update it as appropriate, and submit it for the approval of the Board when updated.
- R. To discharge any other duties or responsibilities delegated to the Committee by the Board from time to time.

VI. COMMITTEE REPORTS

The Committee shall prepare the following reports and provide them to the Board:

- A. A Compensation Committee Report on Executive Compensation as required by the SEC to be included in ParkerVision's annual proxy statement, in accordance with applicable SEC rules and regulations.
- B. A summary of the actions taken at each Committee meeting.

VII. RESOURCES AND AUTHORITY OF THE COMMITTEE

The Committee shall have direct access to, and complete and open communication with, senior management and may obtain advice and assistance from internal legal, accounting, and other advisers to assist it. In performing its functions, the Committee is entitled to rely on the findings of fact, advice, reports and opinions of management as well as legal, accounting and other advisers retained by ParkerVision. If the Committee retains a compensation consultant, legal counsel or other advisers to assist it, the Committee shall determine the compensation of such advisers, and ParkerVision shall be responsible for any costs or expenses so incurred.