

InterDigital Compensation Committee Charter

Function

The primary functions of the Compensation Committee (the "Committee") are to (1) assist the Board of Directors in discharging its responsibilities relating to compensation of the Company's Chief Executive Officer and other executive officers; (2) oversee the Company's compensation-related policies and programs and the level of awards to employees; and (3) assist the Board and the Chairman of the Board in the review, evaluation and succession planning of the Company's Chief Executive Officer and other members of senior management. The Committee shall also review and discuss the Compensation Discussion & Analysis (CD&A) with management and based on such review will recommend to the Board that the CD&A be included in the Company's proxy statement in accordance with applicable rules and regulations. The Committee shall be guided in the execution of its primary functions by the Board's philosophy that the interests of key leadership should be aligned with the long-term interests of the Company and its shareholders.

Organization

The Committee shall consist of no fewer than three directors, each of whom shall be independent in accordance with the NASDAQ standards for independence of Audit Committee members. The members shall be appointed by the Board and shall serve until their respective successors are duly appointed and qualified or until their earlier resignation or removal. The Board of Directors may remove the members of the Committee.

Meetings

The Committee will meet at least four times annually and at such other times as either the Board or the Committee Chairman deems necessary. A majority shall constitute a quorum. The Committee Chairman shall make regular reports to the full Board on the activities of the Committee.

Responsibilities

In furtherance of its purposes, the Committee shall:

- Annually review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer and other executive officers, evaluate their performance in light of such goals and objectives and, based on this evaluation, review and approve the compensation of the Chief Executive Officer and other executive officers, consistent with the Company's philosophy.
- Assist 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.
- Review and recommend to the Board the adoption of compensation programs for non-employee directors.
- Review and approve compensation packages for new executive officers and severance packages for executive officers whose employment terminates with the Company.
- Review and make recommendations to the Board with respect to the adoption or amendment of incentive and other equity-based compensation plans.
- Administer the Company's stock option or other equity incentive plans, including without limitation, making grants and monitoring awards under such plans, interpreting the terms of such plans and taking such other actions as contemplated by such plans.

Additional Authority

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

- Retain and terminate any outside compensation or other similar consultants to provide independent advice to the Committee, including the authority to approve the consultant's fees and other retention terms;
- Delegate authority to the Committee Chairman or a sub-committee, as the Committee may deem appropriate, subject to such ratification by the Committee as the Committee may direct;
- Delegate authority to the Committee Chairman or a sub-committee, as the Committee may deem appropriate, subject to such ratification by the Committee as the Committee may direct;
- Delegate to one or more officers of the Company the authority to make grants of stock options or other discretionary awards at specified levels, under specified circumstances, to eligible employees, subject to reporting to and such ratification by the Committee as the Committee may direct;

- Obtain advice from internal or outside legal, accounting or other advisors; and
- Access all the Company's books and records, and access directors and employees.