

InterDigital

Nominating and Corporate Governance Committee Charter

Function

The primary functions of the Nominating and Corporate Governance Committee (the "Committee") are to (1) assist the Board of Directors in identifying and recommending qualified individuals to become board members and committee members; (2) consider matters of corporate governance and recommend to the Board changes and modifications to the Company's Corporate Governance Guidelines; and (3) assist the Board in the review and evaluation processes employed to assess Board effectiveness.

Organization

The Committee shall consist of no fewer than three directors each of whom shall be independent in accordance with NASDAQ standards for independence of audit committee members. The members shall be appointed and removed by the Board.

Meetings

The Committee will meet at least 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 the Committee's purpose of assisting the Board to nominate qualified persons to serve on the Board and its committees, the Committee shall:

1. establish the criteria for Board membership; criteria should cover, among other things, diverse experience at policy-making levels in areas relevant to the company's business, the highest personal and professional ethics, integrity and values, and the ability to serve the long term interests of shareholders;
2. lead the search to fill new positions on the Board;
3. review candidates recommended by shareholders;
4. recommend director nominees for approval by the Board and the shareholders;

In furtherance of the Committee's purpose of assisting the Board in evaluating matters of corporate governance, the Committee shall:

1. consider matters of corporate governance and periodically review the Company's Corporate Governance Principles, recommending changes or amendments to the Board;
2. recommend to the Board changes, alterations or modifications of the Company's Code of Conduct;
3. review and approve any waivers of the Code of Conduct by executive officers or directors;
4. consider questions of possible conflicts of interest of Board members and of the Company's executive officers; and
5. make recommendations on the structure of Board meetings.

In furtherance of the Committee's purpose of assisting the Board to establish, maintain and conduct Board review and evaluation processes, the Committee shall:

1. review the Board's committee structure and functions, and recommend to the Board for its approval directors to serve as members of each committee; and
2. recommend the form and nature of performance evaluations of the Board, its committees or individual directors.

Additional Authority

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

- retain search firms to assist in identifying director candidates;
- retain third parties to provide evaluation and continuing education services to the Board, as the Committee deems appropriate;
- access all the Company's books, records and access all directors and employees; and
- obtain advice from internal or outside legal counsel