

InterDigital Code of Ethics

InterDigital is dedicated to conducting business according to the highest standards of integrity. Operating with integrity is critical to maintaining the trust of our customers, business partners and shareholders. By acting ethically and communicating truthfully we enhance our business. For this reason, we strive to continually adapt our policies and practices to new laws and regulations, increase the quality of our employee training programs and maintain avenues of communication between the Board, management and employees.

It begins with all of us. In addition to treating one another with respect, each person must exercise good judgment. An understanding of the legal and ethical parameters set forth in InterDigital's Code of Ethics (this "Code") enhances that judgment.

This Code outlines the broad principles of legal and ethical business conduct embraced by InterDigital. It is not a complete list of legal or ethical questions one might face in the course of business, and therefore, must be applied using common sense and good judgment. We do business globally and under certain circumstances local law may establish requirements that differ from this Code. InterDigital employees worldwide are expected to comply with all local country laws and InterDigital policies in the area in which they are conducting InterDigital business.

It is essential that we watch for possible infringements of this Code — whether these infringements occur because of oversight or intention. Employees who have questions regarding business conduct or possible violations should contact their supervisor, HR representative, or the Legal Department. The Company will not tolerate retaliation for reports made in good faith.

Introduction

The reputation and integrity of InterDigital, Inc., its subsidiaries and its affiliates (the "Company") are valuable assets that are vital to the Company's success. Each employee, officer and director of the Company is expected to act in good faith and with integrity in the performance of his/her responsibilities on behalf of the Company in addition to acting in compliance with applicable laws. This Code covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide employees, officers and directors of the Company in recognizing and dealing with ethical issues, providing mechanisms for employees to report unethical conduct, and fostering a culture of honesty and accountability. All employees, officers and directors of the Company must conduct themselves accordingly and seek to avoid even the appearance of improper behavior. The terms of this Code also apply to consultants retained by the Company who are expected to act in good faith with integrity in the performance of their duties. This Code is intended to comply with applicable provisions of the Sarbanes-Oxley Act of 2002.

This Code will be strictly enforced. All managers and supervisors are required to enforce this policy and are not permitted to sanction or condone violations. There will be serious adverse consequences for non-adherence to this Code, which may include dismissal as an employee and removal from a position as director or officer of the Company or termination of a consulting arrangement. Violations and waivers or/and amendments to this Code will be disclosed as required by law. *If you are in a situation which you believe may violate or lead to a violation of this Code, you should follow the procedures described in Sections 16-18 of this Code.*

1. Compliance with Laws

Obedying the law, both in letter and in spirit, is the foundation on which this Company's ethical standards are built. All employees, officers, and directors must obey the laws of the cities, states, provinces and countries in which we operate. Although no one is expected to know the details of these laws, it is important to know enough to determine when to seek advice from supervisors. If a law conflicts with a policy in this Code, you must comply with the law; however, if a local custom or policy conflicts with this Code, you must comply with this Code. Any questions about these conflicts or the appropriateness of a particular conduct should be referred to responsible supervisors, the Legal Department or Human Resources. Managers are expected to resolve concerns promptly and with the assistance of the Legal Department or Human Resource Department, as appropriate.

2. Ethical Conduct

Beyond compliance with laws, the Company requires that all its employees, officers, and directors act in a manner which meets the highest standards of ethical behavior. This includes the obligation to avoid any actual or apparent conflicts of interest in personal and professional relationships. The honesty and integrity of our business conduct must not be compromised. The Company will not condone ethical violations for the sake of personal gain, personal advantage, expediency, or perceived business advantage.

3. Accounting, Auditing Matters, and Public Disclosure Obligations

The Company's requirement that employees, officers, and directors follow the highest ethical standards applies directly to all actions which involve business accounting, financial reporting, internal accounting controls, auditing matters, and public disclosure obligations. All executive officers bear responsibility for accurate disclosures under the Company's periodic reporting obligations to the Securities and Exchange Commission. In particular, the Chief Executive Officer, Chief Financial Officer and all senior financial officers, are responsible for the full, fair, accurate, timely, and understandable disclosure in all reports and documents that the Company files with, or submits to, the Securities Exchange Commission and in any other public communications made by the Company. The Chief Executive Officer, Chief Financial Officer and all senior financial officers shall promptly bring to the attention of the Audit Committee or Board of Directors any information he/she may have regarding:

- Significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data;
- Any fraud, whether material or not that involves management or any other employee who has significant role in the Company's financial reporting, disclosure or internal controls; or
- Any material violation of any law, rule or regulation applicable to the Company or the operation of its business.

The Company must maintain complete, accurate and timely books, records, accounts and financial statements appropriately reflecting the Company's transactions. Such books, records, accounts and financial statements must conform both to applicable legal requirements and to the Company's system of internal controls.

No employee, officer or director may interfere with or seek to improperly influence, directly or indirectly, the auditing of the Company's financial records. Violation of these provisions shall result in disciplinary action, which may include termination and may also subject the violator to substantial civil and criminal penalties.

The Audit Committee of the Company has adopted special procedures for the receipt, retention, and treatment of complaints regarding accounting, internal accounting controls, or auditing matters. These procedures are set forth in Section 18 of this Code.

4. Conflicts of Interest

A "conflict of interest" exists when a person's private interest may or does interfere with the interests of the Company. A conflict can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest may also arise when an employee, officer or director or member of his or her family, receives improper personal benefits as a result of his or her position with the Company. Conflicts of interest are prohibited as a matter of Company policy, except in circumstances approved by the Board of Directors or the Audit Committee of the Board.

Conflicts of interest may not always be clear-cut, so where a question arises, higher levels of management or the Company's General Counsel should be consulted. Any employee, officer or director who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor or follow the procedures described in Section 17-18 of this Code.

Some sensitive areas of conflicts and the Company's related guidelines are as follows:

- **Gifts and Entertainment.** The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers. Offering or accepting a gift of more than a modest value or entertainment that is more than a routine social amenity can appear to be an attempt to influence the recipient. The following are guidelines which will assist employees, officers and directors to avoid certain conflicts of interest:
 - No gift or entertainment should be offered, given, provided or accepted by any Company employee, family member of an employee unless it: (1) is not a cash gift, (2) is consistent with customary business practices, (3) is of modest value, (4) cannot be construed as a bribe and is not reasonably calculated to influence a decision and (5) does not violate any laws or regulations. Please discuss with your supervisor any gifts or proposed gifts that you are not certain are appropriate. In the event it is determined that you have accepted a gift or entertainment that is more than a modest value but is otherwise permissible, you will be required to deliver it or its value to the Company.
 - In some international business transactions, it is customary for business leaders to give gifts to Company employees. Where the gift may be more than nominal value and under the circumstances returning the gift or paying for it could be an affront to the giver, or adversely affect the continuing business relationship, the employee must report the gift to the employee's supervisor, or in the case of the Chief Executive Officer, to the Board or its designated committee. The Company may retain the gift in its sole discretion.
 - No payments (other than fees for services), loans, employment or promises of employment, investment opportunities, vacation trips, gifts or entertainment (other than entertainment conforming to generally accepted business practices or gifts of modest value not reasonably calculated to influence a decision) should be solicited or accepted from any third party working for the Company (e.g. a vendor, consultant, broker) as a condition of the initial or continued engagement of such third party.

- **Kickbacks, Relationships with Related Parties.** No third party may be recommended for work for the Company on a project or development of the Company where the third party's compensation is paid on the basis of any kickback or fee sharing arrangement with any employee, officer or director. No third party may be recommended for work with the Company without full disclosure and written approval by the President and Chief Executive Officer or an Executive Vice President, if the employee, officer or director making the recommendation (a) is a relative of such third party, or (b) has an material equity or stock ownership position in such third party.
- **Political Contributions.** While employees, officers, and directors of the Company are free to make political contributions in their own names and for personal reasons, no employee, director, or officer may make a loan, donation, or contribution to a political party or candidate on behalf of the Company or in the name of the Company, unless such contribution is authorized and made by a Company Political Action Committee. Nothing in the foregoing, however, shall prohibit an employee from making a personal contribution to a political candidate at a Company sponsored political event.
- **Interests in other Businesses.** It is almost always a conflict of interest for a Company employee to work simultaneously for a competitor, customer or supplier. Employees may not work for a competitor as a consultant or board member and, unless approved in advance by an employee's supervisor, may not work for customers or suppliers if that employee or his/her subordinates deal directly with that customer or supplier in the course of his/her job with the Company. The best policy is to avoid any direct or indirect business connection with our competitors, customers or suppliers, except on our behalf.
- **Outside Activities.** Employees may not freelance or engage in "moonlighting" activities that will materially encroach on the time or attention which should be devoted to the employee's duties, adversely affect the quality of the employee's work, imply sponsorship by the Company or impugn the good name of the Company. No freelance or moonlighting activities should involve use of Company time, resources or facilities.

5. Insider Trading

Employees, officers, and directors who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of our business and in strict conformance with all applicable laws and SEC regulations. All non-public information about the Company should be considered confidential information. To use non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical but also illegal. The Company's policy on insider trading is set forth more fully in the "Policy Relating to Insider Trading in the Company's Securities" furnished to all directors, officers, and employees. If you have any questions, please consult the Company's Legal Department.

6. Fair Dealing

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Each employee should endeavor to respect the rights of and deal fairly with the Company's customers, suppliers, competitors and employees. Employees, officers and directors may not make misleading remarks about individuals or organizations or their products or employees. No employee should take unfair advantage of anyone through fraudulent concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice. Stealing proprietary information or trade secrets, or inducing disclosure of such information by past or present employees of other companies, is prohibited.

7. Antitrust / Competition

The Company is committed to fair and open competition in markets around the world and all employees are expected to comply with the antitrust / competition laws of the countries in which we do business. Violations can result in substantial money damages and criminal penalties for both the Company and individuals involved.

There are a number of different practices, which could be prohibited such as agreeing with competitors on prices, and division of customers or sales territories. Additionally, refusals to deal, exclusive dealing or tying the sale of a product to the customer's purchase of a second product may also violate these laws. The law is complex, accordingly, the following guidelines of inappropriate actions are provided to assist in the avoidance of anti-competitive behavior:

- Agreements with Competitors**
 - to set prices or any other economic terms of the sale, purchase or license of goods or services, to use the same method of setting prices or to set other conditions of a sale or purchase;
 - on whether or not to bid on a particular project or type of project or setting the terms of a bid;
 - to allocate or limit customers, territories, products or services or not to solicit business from each other;
 - to boycott (or agree not to do business with one or more customers, suppliers, licensors or licensees);
 - to limit production volume or research and development, to refrain from certain types of selling or marketing of good or services, or to limit or standardize the features of products or services.
- Agreements with customers/ licensees on minimum resale price levels (discounts)**
- Other arrangements, which should never be used without prior Legal Department approval**
 - agreements with customers/ licensees on the maximum resale price

- predatory pricing (pricing below cost)
- exclusive dealing (requiring customers or licensees not to deal in the goods or services of one of the Company's competitors)
- charging different prices to similarly situated customers (price discrimination may be legal if there is an appropriate justification — such as meeting competition or offering volume discounts — but always check with the Legal Department first)
- tying arrangements (where the seller conditions its sale of product A to the customer's purchase of product B)

If in doubt as to the lawfulness of a particular practice, seek advice from the Legal Department. Also, if asked by a representative of any competitor of the Company to engage in any of these practices, report it immediately to the Legal Department.

8. Discrimination, Harassment and Retaliation

The diversity of the Company's employees is a tremendous asset. We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate discrimination, harassment or retaliation. The Company's policy against discrimination applies to any legally protected status including, without limitation, race, color, gender, religion, national origin, disability, veteran status, and age. This policy also prohibits discrimination against any person who provides information to a federal regulatory or law enforcement agency, a member of Congress or any committee of Congress, or to a supervisor concerning conduct, which the employee reasonably believes, constitutes a violation of securities laws or any provision of federal law relating to fraud against shareholders. The Company also prohibits discriminatory harassment of any employee covered by the policy against discrimination.

No employee, officer or director may retaliate against an individual for bringing a complaint of discrimination or for participating in an investigation or proceeding involving a complaint of discrimination.

No one may take any action harmful to any person for providing to a law enforcement officer any truthful information relating to the commission or possible commission of any federal offense.

9. Health and Safety

The Company strives to provide each employee with a safe and healthful work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries and unsafe conditions.

Violence and threatening behavior are not permitted. Employees should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol. The Company has specific policies covering a number of these issues, which have been furnished to employees as part of the Employee Handbook.

10. Record-Keeping

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. For example, only the actual number of hours worked should be reported.

Many employees regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, ask your supervisor or Accounts Payable in the Company's accounting department.

Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, internal memos, and formal reports. Records should always be retained or destroyed according to the Company's record retention policies. In accordance with those policies, in the event of litigation or governmental investigation please consult the Company's Legal Department.

11. Confidentiality

Employees must maintain the confidentiality of the information entrusted to them by the Company or its customers in accordance with the Company's policies, the confidentiality agreement signed by individuals when they join the Company and any relevant Non-Disclosure Agreement with a third party. Such information may include non-public business, marketing, technical information, customer records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy. It could also be illegal and result in civil or even criminal penalties. The obligation to preserve confidential information continues even after employment ends.

12. Communications

To provide for consistency in external communications and to provide a suitable level of assurance that confidential information is not inadvertently disclosed outside the Company, the following persons are designated as primary spokespersons for the Company ("Designated Spokespersons") with respect to communications with any shareholder, the financial press, investment or research analysts, institutional investment managers, stockbrokers, investors and the like:

- Chief Executive Officer;
- Chief Financial Officer ("CFO");
- Executive Vice President, Communications and Investor Relations ("Senior Communications Officer"); and
- General Counsel.

The Chairman of the Board of Directors, in consultation with a Designated Spokesperson, is also authorized to speak with such persons on behalf of the Company from time to time.

No other officers, employees, consultants or directors may communicate about the Company, its business or operations with shareholders, the financial press, investment or research analysts, institutional investment managers, stockbrokers, investors and the like, unless authorized by a Designated Spokesperson. The CFO or Senior Communications Officer must be present in person or by telephone during any such authorized communication. The foregoing shall not apply to members of the Company's Corporate Communications Department who are authorized to speak with members of the media, technology industry analysts and Company employees as part of their normal duties.

You (other than Designated Spokespersons) are required to refer any inquiries about the Company to the Investor Relations or Corporate Communications Department to ensure that any publicly disseminated information about the Company is complete and accurate. You are not permitted to engage in any form of unauthorized communications regarding the Company, including, without limitation, posting comments on message boards or engaging in conversations in chat rooms or other media on the Internet. Statements made by unauthorized individuals shall be deemed to be the personal views of such individuals and are not to be considered as statements, views or opinions of the Company.

13. Protection and Proper Use of Company Assets

All employees should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. Materials, property, and equipment owned by the Company should not be used for non-Company business although incidental personal use may be permitted.

14. Payments to Government Personnel

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country. In addition, the U.S. government has a number of laws and regulations regarding business gratuities, which may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules. The Company's policy on compliance with the U.S. Foreign Corrupt Practices Act is set forth more fully in the Company's FCPA Policy furnished to all employees. The Company's Legal Department can provide guidance to you in this area.

15. Waivers of the Code of Ethics

Any waiver of a material departure from a provision of this Code by any executive officer or director may be made only by the Board of Directors (or its designated committee) and will be promptly disclosed as required by applicable law or stock exchange regulation.

16. Personal Responsibility

We must all work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to know right from wrong. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

- Make sure you have all the facts. In order to reach the right solutions, you must be as fully informed as possible.

- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- Discuss the problem with the manager of your department. This is the basic guidance for all situations. In many cases, your department manager will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. Remember that it is your department manager's responsibility to help solve problems.
- Seek help from Company resources. In the rare case where it may not be appropriate to discuss an issue with your department manager, or where you do not feel comfortable approaching your department manager with your question, discuss it locally with your office manager, any executive officer or with the Director of Human Resources. If that also is not appropriate, call our General Counsel.
- Ethical violations may be reported without fear of retaliation. Your anonymity will be protected to the extent practicable or required by law. The Company does not permit retaliation of any kind against employees for good faith reports of ethical violations.
- Always ask first, act later: If you are unsure of what to do in any situation, seek guidance before you act.

17. Reporting/Investigation Procedures

Any employee who reasonably believes that there has been a material violation of this Code should report it immediately to the Company's General Counsel or on a confidential, anonymous basis using the toll-free telephonic or web-based hotlines accessible through the Company's intranet. The General Counsel (or his/her designee) will promptly investigate the matter. The investigation will be handled discreetly and appropriately, and the information will be disclosed to others only on a need to know basis and/or as required by law. There will be no adverse action taken against employees who report violations of the Code or who participate in the investigation. If the investigation leads to a conclusion that a material violation of the Code has occurred, the Company will take appropriate corrective action, which may include removal from a position as director or officer, and dismissal as an employee of the Company.

The Company recognizes the potentially serious impact of a false accusation. Employees are expected as part of the ethical standards required by this Code to act responsibly in making complaints. Making a complaint without a good faith basis is itself an ethical violation. Any employee who makes a complaint in bad faith will be subject to appropriate corrective action including dismissal as an employee of the Company.

18. Special Procedures for Reporting/Investigation Complaints Regarding Accounting, Internal Accounting Controls, and Auditing Matters

Any employee who reasonably believes that there has been a material violation of this Code caused by questionable accounting or auditing matters has the right to submit a confidential, anonymous complaint to the Company's Manager of Internal Audit or the Company's General Counsel using the toll-free telephonic or web-based hotlines accessible through the Company's intranet. For further information on the Audit Committee's procedures for complaints of this nature, employees should consult the Audit Committee's Procedures for Reporting and Investigating Complaints.

Amended as of December 19, 2008