

IMMERSION CORPORATION
COMPENSATION COMMITTEE CHARTER

As amended and restated by the Board of Directors of Immersion Corporation

April 23, 2014

A. Purpose

The purpose of the Compensation Committee (the “Committee”) of the board of directors (the “Board”) of Immersion Corporation (the “Company”) is to review and report on reward policies, programs, and plans, including and to approve employee compensation and benefits programs. The goals of the Committee are to: (i) align executive compensation with stockholder interests and expected business performance; (ii) enable Immersion to be competitive in hiring, retaining, and motivating high caliber executive talent necessary for profitable growth; and (iii) target total compensation that reinforces planned performance, competitive compensation practices, and balances short-term and long-term executive focus. It is the intent of the Compensation Committee to regularly assure that executive compensation packages are competitive to comparable companies of comparable size and complexity. The Committee shall have access to independently published compensation survey data and an independent compensation expert, as requested.

B. Composition

The Committee shall be composed of no fewer than two members of the Board, each of whom shall satisfy the independence requirements of The NASDAQ Stock Market, Section 162(m) of the Internal Revenue Code of 1986 and the rules promulgated by the Securities and Exchange Commission, including under Section 16(b) of the Securities Exchange Act of 1934, as amended and any other applicable Securities laws. A Board member shall not serve on this Committee if any executive officer of the Company serves on the board of directors of an entity that employs such Board member as an executive officer. Additionally, no member of this Committee shall accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any subsidiary thereof. Any actions taken by the Committee during any period in which one or more members fail for any reason to meet the membership requirements set forth above shall be nonetheless duly authorized actions of the Committee for all corporate purposes.

Each member of the Committee shall be appointed by the Board and shall serve until his or her successor is duly elected and qualified or the earliest of death, resignation or removal. Any member of the Committee may be removed or replaced by the Board at any time. Unless a chairperson is elected by the full Board, the members of the Committee may designate a chairperson by majority vote of the full Committee membership. The Committee may, from time to time, delegate duties or responsibilities to subcommittees or to one member of the Committee.

C. Meetings and Minutes

The Committee shall meet as often as it deems appropriate, but no less frequently than annually, and may meet with management or individual directors at any time it deems appropriate to discuss any matters before the Committee. A majority of the members shall represent a quorum of the Committee, and, if a quorum is present (in person or by conference telephone), any action approved by at least a majority of the members present shall represent the valid action of the Committee. Formal action by the Committee may also be taken by unanimous written consent. When appropriate, the Committee will meet in executive session without Company management present. Members of Company management will help plan and facilitate the Committee meetings as requested by the Chairperson. The Chairperson of the Committee can call special meetings as required.

The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

D. Oversight Areas of the Compensation Committee

1. Compensation philosophy and strategy.
2. Compensation policies, programs, competitiveness, and plans.
3. Compensation levels for Board members, Chief Executive Officer, President, Chief Financial Officer, and other executive officers and senior management.
4. Administration of employee incentive, stock, and benefit plans.
5. Proxy statement disclosures related to Company compensation and related report of the Committee.

E. Key Functions and Responsibilities of the Compensation Committee

1. Reviewing and approving compensation (including all “plan” compensation, as such term is defined in Item 402(a)(7) of Regulation S-K promulgated by the Securities and Exchange Commission, and all non-plan compensation) to be provided to the executive officers of the Company, other than the Chief Executive Officer, including corporate and personal performance goals and objectives.
2. Review and recommend Chief Executive Officer compensation to the Board for approval consistent with the Company’s compensation philosophy and in light of the results of the annual evaluation by the Board of the Chief Executive Officer’s performance. The Chief Executive Officer may not be present during deliberations or voting concerning the Chief Executive Officer’s compensation. In recommending the long-term incentive component of the Chief Executive Officer’s compensation, the Committee will also consider the Company’s performance and relative shareholder return, the value of similar incentive awards

- to the chief executive officers at comparable companies and the awards given to the Chief Executive Officer in past years.
3. Reviewing the compensation paid to non-employee Board directors and make recommendations to the Board for any adjustments. No member of the Committee will act to fix his or her own compensation except for uniform compensation to Board directors for his or her services as a Board director.
 4. Reviewing and making recommendations to the Board regarding general compensation goals and guidelines, including reviewing whether the Company's compensation policies encourage undue or inappropriate risk taking.
 5. Acting as Administrator of the Company's equity plans, including the 2007 Equity Incentive Plan and the Company's legacy stock plans and administering, within the authority delegated by the Board of Directors, the Employee Stock Purchase Plan. In its administration of the plans, the Compensation Committee may, pursuant to authority delegated by the Board of Directors (i) grant stock options or stock purchase rights to individuals eligible for such grants (including grants to individuals subject to Section 16 of the Securities Exchange Act of 1934 (the "Exchange Act") in compliance with Rule 16b-3 promulgated thereunder and (ii) amend such stock options or stock purchase rights. The Committee shall also make recommendations to the Board with respect to amendments to the plans and changes in the number of shares reserved for issuance thereunder.
 6. Reviewing and making recommendations to the Board regarding other plans that are proposed for adoption or adopted by the Company for the provision of compensation to employees of, directors of, and consultants to the Company.
 7. Reviewing and discussing with management the disclosures in the Company's "Compensation Discussion and Analysis" and any narrative disclosures regarding the Company's compensation policies and practices regarding compensation risk and any other disclosures regarding executive compensation to be included in the Company's public filings or stockholder reports.
 8. Based upon its review and discussion with management, recommending to the Board whether the Compensation Discussion and Analysis should be included in the Company's proxy statement, Form 10-K, or information statement, as applicable, and prepare the related report required by the rules of the Securities and Exchange Commission.
 9. Authorizing the repurchase of shares from terminated employees pursuant to applicable law.
 10. Review the Company's major compensation-related risk exposures with management and the steps management has taken to monitor or mitigate such exposures.

Other Duties

1. Provide minutes of Committee meetings to the Board, and report to the Board on any significant matters arising from the Committee's work.
2. Review and reassess this Charter and, if appropriate, recommend changes to the Board, as conditions dictate.
3. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

F. Authority

By adopting this Charter, the Board delegates to the Committee full authority in its discretion to:

1. Perform each of the responsibilities of the Committee described above.
2. Delegate such of its authority and responsibilities as the Committee deems proper to members of the Committee or a subcommittee.
3. Appoint a chairperson of the Committee, unless a chairperson is designated by the Board.
4. Retain or obtain advice or assistance from consultants, consulting firms, legal counsel, accounting and other advisers ("Compensation Advisers") as the Committee, in its sole discretion, determines necessary to carry out its duties and responsibilities, to determine and approve the fees, costs and other terms for such engagements and to oversee the work of any Compensation Adviser retained by the Committee. The Committee may only select a Compensation Adviser after taking into consideration the independence of such Compensation Adviser, which includes consideration of the following factors: (i) the provision of other services to the Company by the person that employs the Compensation Adviser; (ii) the amount of fees received from the Company by the person that employs the Compensation Adviser, as a percentage of the total revenue of the person that employs the Compensation Adviser; (iii) the policies and procedures of the person that employs the Compensation Adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the Compensation Adviser with a member of the Committee; (v) any stock of the Company owned by the Compensation Adviser; and (vi) any business or personal relationship of the Compensation Adviser or the person employing the Compensation Adviser with an executive officer of the Company.

5. Cause the Company to provide such funding as the Committee shall determine to be appropriate for payment of compensation to any Compensation Adviser engaged by the Committee to assist the Committee in performing its duties.