



## STOCK OWNERSHIP GUIDELINES

ADOPTED AS OF OCTOBER 1, 2022

**I. PURPOSE.** In an effort to align the interests of management and the non-employee members of the Board of Directors (the “Board”) of Adeia Inc. (the “Corporation”) with the stockholders of the Corporation, the Board has adopted the following Stock Ownership Guidelines (the “Guidelines”).

**II. APPLICATION.** These Guidelines shall apply to: (a) the Chief Executive Officer, each other executive officer of the Corporation within the meaning of Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended, and each other employee that reports directly to the Chief Executive Officer (each, an “Executive”); and (b) all non-employee members of the Board (each, a “Non-Employee Director”).

### III. OWNERSHIP THRESHOLDS AND RETENTION REQUIREMENT.

*Executive Ownership Thresholds.* Each Executive will be expected to own common stock of the Corporation (“Common Stock”) with a market value equal to the following amounts (as determined under Section IV below) for as long as he or she remains an Executive:

Title	Ownership Threshold
Chief Executive Officer	Three times (3x) base salary
Other Executives	One times (1x) base salary

*Non-Employee Director Ownership Threshold.* Each Non-Employee Director will be expected to own Common Stock of the Corporation with a market value equal to three times (3x) the value of the Non-Employee Director’s annual cash retainer (excluding any annual cash retainer for committee membership or chairmanship) (as determined under Section IV below) for as long as he or she remains a Non-Employee Director.

**IV. OWNERSHIP DEFINED.** For purposes of meeting the applicable ownership threshold, ownership will be determined by adding the following amounts:

- (a) 100% of the market value of issued and outstanding shares of Common Stock held beneficially or of record by the Executive or Non-Employee Director that are not subject to repurchase or forfeiture restrictions;
- (b) 100% of the market value of the issued and outstanding shares of Common Stock held by a Qualifying Trust (as defined below);
- (c) 100% of the market value of the issued and outstanding shares of Common Stock held by a 401(k) or other qualified pension or profit-sharing plan for the benefit of

the Executive or the Non-Employee Director (whether denominated in shares or units); and

- (d) 100% of the amount by which the market value of the shares of Common Stock underlying vested stock options held by the Executive or Non-Employee Director exceeds the exercise price of such stock options, if any.

For purposes of these Guidelines, “beneficial ownership” shall mean the ownership or sharing, directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, of (a) voting power which includes the power to vote, or to direct the voting of, such security; and/or (b) investment power which includes the power to dispose, or to direct the disposition, of such security. For purposes of this Section IV, “Qualifying Trust” means a trust created for the benefit of the Executive or the Non-Employee Director, his or her spouse, or members of his or her immediate family.

**V. GRACE PERIOD.** Each Executive shall have until the fifth anniversary of the later to occur of (a) the adoption of the Guidelines or (b) his or her first appointment or election as an Executive to meet the requirements set forth in these Guidelines (excluding any period of time such person served as an Executive of the predecessor company of the Corporation). Each Non-Employee Director shall have until the third anniversary of his or her first appointment or election as an Executive of the Corporation to meet the requirements set forth in these Guidelines (excluding any period of time such person served as a Non-Employee Director of the predecessor company of the Corporation). With respect to each Executive and Non-Employee Director, the applicable date in the preceding two sentences shall be his or her “Beginning Date.” An Executive will be expected to reach any increased requirements set forth in these Guidelines as a result of a promotion to a position that imposes a higher ownership threshold within five years from the effective date of such increase and/or promotion.

**VI. APPLICATION OF THESE GUIDELINES.** In order to determine progress towards meeting the applicable ownership thresholds and ongoing compliance with these Guidelines, each year the annual base salaries of the Executives and the annual cash retainers of the Non-Employee Directors as of the last day of each fiscal year of the Corporation shall be compared to the accumulated ownership of the Executives and the Non-Employee Directors as of the last day of each fiscal year of the Corporation (each, a “Compliance Date”). For purposes of this analysis, the market value of an Executive’s or Non-Employee Director’s ownership as of any Compliance Date will be calculated based on the average closing price of a share of Common Stock as reported by the Nasdaq Stock Market for the twenty (20) trading days preceding the Compliance Date. After meeting the requirements set forth in these Guidelines, any subsequent decreases in the market value of the Common Stock shall not be considered, so long as the Executive or Non-Employee Director does not have a promotion to a position that imposes a higher ownership threshold and continues to hold at least the same number of shares of Common Stock as he or she did when these Guidelines were first met or exceeded by such Executive or Non-Employee Director. The Board or the Compensation Committee may determine that an Executive or a Non-Employee Director shall be deemed to be in compliance with these Guidelines in cases where any non-compliance occurs as a result of: (a) transactions made pursuant to hardship exceptions; or (b) a bona fide gift.

**VII. REMEDIES FOR NON-COMPLIANCE.** Executives and Non-Employee Directors who do not comply with these Guidelines may be subject to discipline by the Corporation, up to and including a reduction in future equity awards or termination of employment (in the case of Executives). In addition, the Board and the Compensation Committee has the authority to review each Executive's and Non-Employee Director's compliance (or progress towards compliance) with these Guidelines from time to time and, in its sole discretion, to impose such conditions, restrictions or limitations on any Executive or Non-Employee Director as the Board or the Compensation Committee, as applicable, determines to be necessary or appropriate in order to achieve the purposes of these Guidelines.

**VIII. UNDUE HARDSHIP.** Nothing in these Guidelines shall serve to prevent the sale of share holdings by an Executive or Non-Employee Director to cover his or her tax liability with respect to equity awards granted by the Corporation. There may be instances in which these Guidelines would place a severe hardship on an Executive or Non-Employee Director (including, but not limited to, preventing the Executive or Non-Employee Director from complying with a court order, such as a divorce settlement, or other legal requirement). In these instances, the Executive or Non-Employee Director must submit a request in writing to the Board or the Compensation Committee that summarizes the circumstances and describes the extent to which an exemption is being requested. The Board or the Compensation Committee will make the final decision as to whether an exemption will be granted. If such a request is granted in whole or part, the Board or the Compensation Committee will work with the Executive or Non-Employee Director, as applicable, to develop an alternative stock ownership plan that reflects both the intention of these Guidelines and the individual's circumstances.

**IX. ADMINISTRATION.** The Compensation Committee has the authority to review compliance with these Guidelines from time to time and modify, change or impose any additional requirements, restrictions or limitations on an Executive as the Committee determines to be necessary or appropriate in order to achieve the purpose of these Guidelines. The Committee shall have full authority to interpret, amend and apply these Guidelines in its sole discretion. The Board shall assume administration of these Guidelines with respect to Non-Employee Directors.