February 21, 2012

Re: Qualcomm's 2012 Annual Meeting of Stockholders – March 6, 2012
Proposal 3, Advisory Vote on Executive Compensation ("Say on Pay")

Dear Stockholder:

By now you should have received Qualcomm's Notice of the 2012 Annual Meeting and Proxy Statement. You can also view our Proxy Statement at *www.qualcomm.com/connect/investor-relations*.

We are writing to ask for your support at the Annual Meeting by voting in accordance with the recommendations of our Board of Directors on all proposals. **In particular, we want to request your support on Proposal 3, Advisory Vote on Executive Compensation ("Say on Pay").**

Institutional Shareholder Services (ISS) has recommended a vote against this proposal. We strongly disagree with its recommendation. ISS based its recommendation largely on the size of our CEO's equity awards measured against a group of comparator companies determined by ISS. We take issue with the peer group selected by ISS to benchmark our CEO compensation and believe that it fails to recognize that Qualcomm is one of the largest companies in the United States by market capitalization value, and fails to recognize our unique business structure. We understand that ISS policy requires that it takes a standardized approach that identifies comparator companies based on revenues. In contrast, we determined, with input from an independent consultant, our peer group primarily based on market capitalization. This difference in comparator groups is the primary source of the difference between the recommendations of our Board and ISS on the Say on Pay proposal. If ISS had used Qualcomm's compensation peer group, rather than its policy-generated comparators, we believe we would have passed ISS' CEO compensation tests.

Our Board believes that market capitalization, rather than revenues, is appropriate as the primary criterion for selecting companies for executive compensation decision-making for the following reasons (which are supported by the tables included in this letter):

- Market capitalization, a key component of which is stock price, is the key driver of equity compensation grant value, and equity compensation grant value is the single largest component of CEO compensation among large market capitalization technology companies.

- Market capitalization is directly correlated to shareholder benefit. Qualcomm's market capitalization is supported more so by our levels of net income and net income margin than revenues which in turn reinforces the appropriateness of this peer group selection criterion (See tables below "Qualcomm Size Ranking" and "Qualcomm Size versus FY11 Compensation Peer Group").

- Market capitalization as the primary selection criterion is more appropriate than revenues. For example, assume companies A and B have identical revenues of $15 billion and both have 1 billion shares outstanding, but company A's market capitalization is $10 billion (i.e., a $10 per share stock price) as compared to company B's $100 billion market capitalization (i.e., a $100 per share stock price). It is logical that company B would provide more annual equity grant value to its CEO. However, the ISS analysis suggests that they should be the same because both companies have the same revenues.

- A significant portion of Qualcomm's business is technology licensing, which is a high margin business, and as such, Qualcomm typically has higher market capitalization and profit than companies with similar revenues. Ironically, this places Qualcomm at a disadvantage under the ISS approach.

Qualcomm is among the largest and most profitable companies in the S&P 500 and is significantly larger than most companies in the ISS comparator group.

	Qualcomm Size Ranking[1]		
Size Measure[2]	**S&P 500 Index**	**Internal Compensation Peer Group[3]**	**ISS Comparator Group**
Market Capitalization ($ millions)	27 of 500	11 of 28	2 of 15
Net Income ($ millions)	42 of 500	11 of 28	2 of 15
Net Income Margin (%)	18 of 500	3 of 28	4 of 15
Revenues ($ millions)	158 of 500	21 of 28	5 of 15

[1] Based on data from the Standard & Poor's Research Insight database (effective 1/31/12), which may differ from the financial information as filed with the Securities and Exchange Commission.

[2] Market capitalization is measured as of 9/30/11. Net income, net income margin, and revenues reflect the most recent reported four quarters (as of 1/31/12).

[3] Excludes Motorola, which was subsequently split into two stand-alone public companies.

With respect to ISS' analysis, we note that:

- We have historically been sensitive to ISS' guidelines and compensation best practices, including pay for performance tests, in implementing our executive compensation programs. We note that we made the relevant compensation decisions in late 2010, and we believe that we would have passed ISS' relevant tests that were in effect at that time.

- Among ISS' 14-company, revenues-focused comparator group Qualcomm is one of the largest companies on all key size measures. Because ISS uses mostly smaller companies in

its analysis, it is no surprise that our CEO's compensation was viewed as being relatively higher.

- Among the 27 peer companies (excluding Motorola due to its recent split into two companies), which we utilize for executive compensation decisions (as set forth in our Proxy Statement), Qualcomm was above the median based on the measures reflected in the table above, except for revenues. Qualcomm did not "stack the deck" with larger companies as asserted by ISS.
- Applying the ISS CEO pay-for-performance test using Qualcomm's 27 peer companies, we believe we would pass with "Low Concern" on all three quantitative tests (Relative Degree of Alignment would equal -9%, Multiple of Median would equal 1.32x, and Pay – TSR Alignment would equal 1%).
- When determining compensation for our Named Executive Officers (NEOs), Qualcomm does not benchmark at the 75th percentile as suggested by ISS. We consider competitive compensation practices by other companies as reference points (i.e., the statistical median and the 75th percentile) that the Compensation Committee may use for comparative purposes. We do not target specific benchmark percentiles.
- ISS' shareholder value transfer (SVT) analytics for evaluating stock plan authorization (where stock plan values are measured as a percent of market capitalization) support the importance of market capitalization.

We would also like to reiterate, from our fiscal 2011 earnings release and Proxy Statement, our strong performance in fiscal 2011 and our extensive use of performance-based compensation and executive compensation best practice policies.

We delivered record revenues and earnings.

- Our fiscal 2011 results included year-over-year increases in revenues (36%), net income (31%), diluted earnings per share (29%) and operating cash flow (20%).
- In fiscal 2011, we returned $1.49 billion of capital to stockholders, including $1.35 billion, or $0.81 per share, in cash dividends paid, and $142 million to repurchase 2.9 million shares of our common stock.

We make extensive use of performance-based compensation.

- In fiscal 2011, a majority of the long-term incentive awards granted to our CEO, the other NEOs and other executive officers were in the form of performance-based awards. The mix of PSUs and RSUs rewards relative and absolute stock price appreciation, thereby aligning the interests of our stockholders and executive officers.
- On average, 77% of our NEOs' fiscal 2011 annual target compensation was attributable to the grant date fair value of long-term incentive equity awards, and 91% of their fiscal 2011

annual target compensation was variable in the form of annual cash incentives and long-term incentive equity awards.

We have implemented a comprehensive program of compensation best practices.

- We employ our NEOs "at will," without severance agreements or employment contracts. Thus, our CEO and other NEOs do not have guaranteed arrangements for cash compensation or severance upon a change-in-control or excise tax gross-up for change-in-control payments.
- We have stock ownership guidelines covering all NEOs, and increased the ownership guideline for the CEO from five times to six times annual base salary.
- We do not make tax gross-up payments on compensation or benefits, except where directly business-related and provided in a policy applicable to all eligible employees, such as relocation.
- We adopted a cash incentive compensation repayment ("claw back") policy effective January 1, 2009, and we intend to amend the policy to comply with the additional requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (Dodd-Frank Act) after the SEC adopts new regulations implementing those requirements.
- Our insider trading policy for executive officers and non-employee directors prohibits transactions involving "short-swing" profits, short sales and derivatives, including put and call options and forward sales contracts.

The tables at the end of this letter provide additional detail to support our conclusions.

We invite you to read the Proxy Statement for more information regarding the reasons the Board is recommending a vote "FOR" Proposal 3, Advisory Vote on Executive Compensation.

We appreciate your time and consideration on these matters and ask for your support of the Board's recommendation.

Qualcomm scores "Low Concern" under ISS' CEO pay-for-performance tests when evaluated against its FY11 compensation peer group, which were the companies the Compensation Committee referenced when making FY11 pay decisions.

Estimated Results of ISS' CEO Pay-for-Performance Tests for Qualcomm's FY11 Peer Group [1]

1-Year Relative Alignment (40% Weight)				3-Year Relative Alignment (60% Weight)			
Peer Company	**TSR [2]**	**Peer Company**	**CEO Pay [3]**	**Peer Company**	**TSR [2]**	**Peer Company**	**CEO Pay [3]**
Amazon.com	38%	Apple	$377,997	Apple	235%	Apple	$125,999
Apple	34%	Oracle	$92,533	Amazon.com	197%	Oracle	$85,291
IBM	33%	Viacom	$50,792	TW Cable	104%	Viacom	$62,375
eBay	21%	DIRECTV	$40,410	Broadcom	82%	Comcast	$31,870
Verizon	19%	Comcast	$37,179	EMC	76%	Walt Disney	$30,597
TW Cable	19%	Walt Disney	$36,493	DIRECTV	61%	IBM	$26,999
Comcast	18%	IBM	$31,719	Viacom	60%	AT&T	$24,774
Intel	15%	AT&T	$29,034	IBM	58%	Time Warner	$23,107
QCOM	**9%**	Time Warner	$25,144	Verizon	46%	United Tech	$23,087
Viacom	9%	United Tech	$24,889	Oracle	44%	Yahoo!	$22,663
Dell	9%	TW Cable	$23,050	eBay	32%	**QCOM (2009-11)**	**$20,933**
Oracle	8%	**QCOM (2011)**	**$21,722**	Texas Inst.	32%	HP	$18,737
AT&T	6%	HP	$18,650	Google	29%	TW Cable	$18,729
Microsoft	4%	Verizon	$18,166	United Tech	27%	Verizon	$18,678
EMC	3%	Intel	$16,428	Intel	26%	DIRECTV	$17,708
DIRECTV	2%	eBay	$14,727	AT&T	23%	eBay	$17,560
United Tech	1%	Adobe Systems	$14,590	**QCOM**	**19%**	Cisco	$14,859
Time Warner	0%	Texas Inst.	$14,392	Time Warner	18%	Intel	$14,754
Texas Inst.	0%	Yahoo!	$13,936	Comcast	13%	Adobe Systems	$13,090
Google	-2%	EMC	$13,151	Walt Disney	2%	Texas Inst.	$11,904
Broadcom	-5%	Cisco	$12,886	Microsoft	0%	Corning	$10,924
Yahoo!	-7%	Broadcom	$12,323	Dell	-14%	Broadcom	$10,820
Adobe Systems	-8%	Corning	$11,662	Corning	-18%	EMC	$10,478
Walt Disney	-8%	Applied Mats.	$9,555	Yahoo!	-24%	Applied Mats.	$7,637
Applied Mats.	-9%	Dell	$4,348	Applied Mats.	-27%	Dell	$2,474
Cisco	-29%	Amazon.com	$1,682	Cisco	-31%	Amazon.com	$1,582
Corning	-32%	Microsoft	$1,377	Adobe Systems	-39%	Microsoft	$1,335
HP	-46%	Google	$313	HP	-50%	Google	$356
QCOM % Rank	**70%**	**QCOM % Rank**	**59%**	**QCOM % Rank**	**41%**	**QCOM % Rank**	**63%**
		1-Year RDA	**11%**			**3-Year RDA**	**-22%**

Relative Alignment Results

Weighted RDA	
Performance (TSR)	53%
minus Pay	61%
Relative Degree of Alignment (RDA)	**-9%**

Key:	
Low Concern	> -30%
Medium Concern	-30% to -50%
High Concern	< -50%

CEO Pay Multiple Results

1-Year CEO Pay Multiple	
Peer Group Median	$16,428
Qualcomm (2011)	**1.32x**

Key:	
Low Concern	< 2.33x
Medium Concern	2.33x to 3.33x
High Concern	> 3.33x

[1] Compensation data are provided by Equilar, with stock options valued under ISS' methodology, which differs from the ASC 718 grant date fair valued reported in the proxy. Motorola is excluded from the analysis, as it was subsequently split into two public companies.

[2] TSR data are from the Standard & Poor's Research Insight database. One-year TSR reflects the period from 9/30/10 to 9/30/11, and three-year TSR reflects the period from 9/30/08 to 9/30/11.

[3] CEO compensation shown in thousands. One year reflects fiscal 2011 and three year reflects the mean of fiscal 2009, 2010, and 2011.

Qualcomm is above the median of its FY11 compensation peers when measured by market capitalization, net income, and net income margin, while its FY11 revenues were below the median of the peer group.

QCOM Size versus FY11 Compensation Peer Group

Market Capitalization Value as of 9/30/11 ($ millions)		Trailing 4Q Net Income ($ millions)		Trailing 4Q Net Income Margin (%)		Trailing 4Q Revenue ($ millions)	
Apple	$353,518	Apple	$32,982	Corning	35.6%	Apple	$127,841
IBM	$208,843	Microsoft	$23,468	Microsoft	32.6%	Hewlett-Packard	$127,245
Microsoft	$208,535	IBM	$15,855	**Qualcomm**	**29.3%**	AT&T	$126,723
AT&T	$169,010	Intel	$12,942	eBay	27.7%	Verizon	$110,875
Oracle	$144,982	Google	$9,737	Apple	25.8%	IBM	$106,916
Google	$130,933	Oracle	$9,356	Google	25.7%	Microsoft	$72,052
Intel	$112,030	Hewlett-Packard	$7,074	Oracle	25.5%	Dell	$61,732
Verizon	$104,181	Cisco Systems	$6,337	Intel	24.0%	United Technologies	$58,190
Amazon.com	$98,154	United Technologies	$4,979	Yahoo!	21.0%	Intel	$53,999
Cisco Systems	$83,434	Disney (Walt)	$4,807	Adobe Systems	19.8%	Comcast	$50,521
Qualcomm	**$81,553**	**Qualcomm**	**$4,260**	Applied Materials	18.3%	Cisco Systems	$43,724
United Technologies	$63,937	AT&T	$3,944	Texas Instruments	16.3%	Amazon.com	$43,593
Comcast	$57,184	Comcast	$3,891	IBM	14.8%	Disney (Walt)	$40,893
Disney (Walt)	$55,977	Dell	$3,655	Cisco Systems	14.5%	Google	$37,905
Hewlett-Packard	$44,607	eBay	$3,229	Viacom	14.3%	Oracle	$36,704
EMC	$43,343	Time Warner	$2,882	Broadcom	12.5%	Time Warner	$28,593
eBay	$38,006	Corning	$2,805	EMC	12.3%	DirecTV	$26,384
Time Warner	$31,312	DirecTV	$2,509	Disney (Walt)	11.8%	EMC	$20,008
DirecTV	$31,207	EMC	$2,461	Time Warner	10.1%	Time Warner Cable	$19,675
Texas Instruments	$30,789	Verizon	$2,404	DirecTV	9.5%	Viacom	$14,914
Dell	$25,797	Texas Instruments	$2,236	United Technologies	8.6%	**Qualcomm**	**$14,556**
Viacom	$22,754	Viacom	$2,136	Time Warner Cable	8.5%	Texas Instruments	$13,735
Time Warner Cable	$20,379	Applied Materials	$1,926	Comcast	7.7%	eBay	$11,652
Corning	$19,419	Time Warner Cable	$1,665	Dell	5.9%	Applied Materials	$10,517
Yahoo!	$16,629	Yahoo!	$1,049	Hewlett-Packard	5.6%	Corning	$7,890
Broadcom	$16,012	Broadcom	$939	AT&T	3.1%	Broadcom	$7,515
Applied Materials	$13,643	Amazon.com	$870	Verizon	2.2%	Yahoo!	$4,984
Adobe Systems	$11,937	Adobe Systems	$833	Amazon.com	2.0%	Adobe Systems	$4,216
75th Percentile	**$106,143**		**$6,521**		**24.3%**		**$59,076**
Median	**$50,292**		**$3,442**		**14.4%**		**$37,305**
25th Percentile	**$25,036**		**$2,211**		**8.5%**		**$14,351**
Qualcomm Rank	11 of 28		11 of 28		3 of 28		21 of 28

Notes: All data are sourced from Standard & Poor's Research Insight database (effective 1/31/12),which may differ from the financial information as filed with the Securities and Exchange Commission.
Quartile statistics include Qualcomm.
Motorola is excluded from the FY11 peer group, because it subsequently split into two public companies.

Qualcomm is significantly larger than the comparator companies used by ISS in their evaluation of our CEO's FY11 compensation.

QCOM Size versus ISS' Comparator Group

Market Capitalization Value as of 9/30/11 ($ millions)		Trailing 4Q Net Income ($ millions)		Trailing 4Q Net Income Margin (%)		Trailing 4Q Revenue ($ millions)	
Cisco Systems	$83,434	Cisco Systems	$6,337	Visa	39.7%	Dell	$61,732
Qualcomm	**$81,553**	**Qualcomm**	**$4,260**	Mastercard	35.8%	Cisco Systems	$43,724
Visa	$44,684	Dell	$3,655	Corning	35.6%	Accenture	$28,464
EMC	$43,343	Visa	$3,650	**Qualcomm**	**29.3%**	EMC	$20,008
Mastercard	$38,277	eBay	$3,229	eBay	27.7%	**Qualcomm**	**$14,556**
eBay	$38,006	Corning	$2,805	Applied Materials	18.3%	Texas Instruments	$13,735
Accenture	$33,768	EMC	$2,461	Texas Instruments	16.3%	eBay	$11,652
Texas Instruments	$30,789	Accenture	$2,385	Cognizant Tech	14.7%	Applied Materials	$10,517
Dell	$25,797	Mastercard	$2,302	Cisco Systems	14.5%	ADP	$10,350
ADP	$23,023	Texas Instruments	$2,236	ADP	13.0%	Visa	$9,188
Corning	$19,419	Applied Materials	$1,926	Broadcom	12.5%	Corning	$7,890
Cognizant Tech	$19,039	ADP	$1,343	EMC	12.3%	Broadcom	$7,515
Broadcom	$16,012	Broadcom	$939	NetApp	11.5%	Mastercard	$6,424
Applied Materials	$13,643	Cognizant Tech	$850	Accenture	8.4%	Cognizant Tech	$5,775
NetApp	$12,500	NetApp	$652	Dell	5.9%	NetApp	$5,683
75th Percentile	**$40,810**		**$3,440**		**28.5%**		**$17,282**
Median	**$30,789**		**$2,385**		**14.7%**		**$10,517**
25th Percentile	**$19,229**		**$1,635**		**12.4%**		**$7,702**
Qualcomm Rank	2 of 15		2 of 15		4 of 15		5 of 15

Notes: All data are sourced from Standard & Poor's Research Insight database (effective 1/31/12), which may differ from the financial information as filed with the Securities and Exchange Commission.
Quartile statistics include Qualcomm.