



Compensation Committee

Purpose

The Compensation Committee (the "Committee") was established by the Board of Directors (the "Board") of QUALCOMM Incorporated (the "Company") to assist the Board in fulfilling its responsibilities for the compensation of the Company's executive officers and non-employee directors. This Charter specifies the scope of authority and responsibilities of the Committee.

Organization, Membership and Meetings

1. The Committee shall consist of three or more non-employee directors who (a) meet the independence requirements contained in the NASDAQ listing standards, (b) qualify as "outside directors" pursuant to Section 162(m) of the Internal Revenue Code, and (c) are "non-employee directors" for purposes of Rule 16b-3 under the Securities Exchange Act, such status to be determined by the Governance Committee of the Board (the "Governance Committee").
2. The Board, on the recommendation of the Governance Committee, shall appoint members of the Committee, including the chairperson of the Committee, annually. Members may be replaced by the Board at any time, but shall otherwise serve until a successor has been named.
3. No director shall serve as a member of the Committee if such director has been within the last 12 months or is currently a part of an interlocking directorate in which the CEO or another Executive Officer of the Company serves on the compensation committee of another company that employs such director as an executive officer. As used in this Charter, the defined term "Executive Officer" means a person designated by the Board as an executive officer of the Company for purposes of Section 16 of the Securities Exchange Act.
4. The Committee shall meet from time to time, as it deems necessary, but at least twice per year. The Committee may include management at its meetings, but shall also typically hold an executive session at each meeting at which only independent directors are present.
5. The Committee shall maintain written minutes of its meetings, which minutes will be filed in the corporate minute book.

Committee Authority and Responsibilities

To fulfill its responsibilities and duties hereunder, the Committee shall:

Compensation Philosophy

1. Develop compensation policies and practices the Committee deems relevant in fulfilling its purpose to assist the Board and to support the Company's growth and success, operationally, strategically and from a stockholder value perspective.

Executive and Non-Employee Director Compensation

1. Review the CEO's performance and approve the CEO's compensation level (including base salary and incentive based and equity based compensation levels). As part of this review, the Committee may obtain input from other Committees of the Board concerning the CEO's performance, as it deems appropriate, including but not limited to input from (i) the Audit Committee on matters related to the Company's financial reporting and disclosure controls and (ii) the Governance Committee on matters related to executive development and succession planning or the CEO's compliance with share ownership guidelines.
2. Periodically review and select the companies used as comparables for competitive market comparisons ("peer companies") based on criteria the Committee deems relevant.
3. Review and approve annually the compensation levels (including fees, salaries, short- and long-term incentive and equity awards) and available compensatory benefit, perquisite and severance policies or programs of all Executive Officers, subject to any budgets or other limitations established from time to time by the Board.
4. Review and approve annually the compensation (including retainers, fees, equity awards and other compensation, perquisites and available benefits) of all non-employee directors of the Company.
5. Approve all employment, deferred compensation, severance or change in control agreements with, and any special or supplemental benefits provided to, any Executive Officers or non-employee directors of the Company. The Committee will review the impact of any potential material transaction, such as a merger, acquisition, or spin off, on compensation plans.
6. Review and discuss with management the disclosure in the Company's "Compensation Discussion and Analysis" section and any other disclosures regarding executive and non-employee director compensation that will be included in the

Company's public filings or shareholder reports. Based upon its review and discussion with management, recommend 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 (or supervise the preparation of) the related Compensation Committee report required by the rules of the Securities and Exchange Commission.

7. Oversee the Company's submissions to shareholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, incentive and other executive compensation plans, and amendments to such plans and, in conjunction with the Board, appropriate Board Committees and management, the engagement with proxy advisory firms and other shareholder groups on executive compensation matters.
8. Administer the Company's incentive recoupment policy.

Compensation and Benefit Plan Administration

1. Be responsible for the design, implementation and administration of all Company wide benefit plans, including equity based compensation programs. This authority shall include, but not be limited to, administration of the Company's long-term incentive compensation plans and grants made thereunder. The Committee may delegate such responsibility and authority as it sees fit, as permitted by the terms of such benefit plans and applicable law, subject to any policies or other limitations established from time to time by the Board.
2. Make an annual recommendation to the independent members of the Board regarding the Company's annual cash incentive plan and stock compensation.
3. Periodically review and advise the Board (supported in the discretion of the Committee, by internal or external experts) on (a) current trends in global, national and industry wide compensation practices and (b) how the Company's compensation programs and practices compare to those of appropriate peer group companies.

General

1. Have the authority to retain and terminate any compensation consultant and have the authority to approve the consultant's fees and other retention terms. The Committee shall also have authority to obtain independent advice and assistance from internal or external human resources, legal, accounting or other advisors. The fees and costs of such consultants, legal counsel and other advisors shall be borne by the Company.
2. Review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval. The Committee will also review its own performance, at least annually, for purposes of self evaluation and to encourage the continuing improvement of the Committee in the execution of its responsibilities.
3. Review the Company's employee compensation policies and practices to determine whether they are reasonably likely to create or increase risks that have a material adverse effect on the Company and make a recommendation to the Board as to whether or not additional disclosure is required in the proxy statement regarding such risk.
4. Review the Company's talent management policies and practices as part of the Company's overall Enterprise Risk Management initiative, and make recommendations as appropriate.
5. Review provisions of all compensation and benefit plans requiring approval by Company stockholders, including new plans and amendments to continuing plans, and make appropriate recommendations to the Board regarding such approval.
6. Make regular reports to the Board and record summaries of its recommendations to the Board in written form.
7. Perform such other functions and have such other powers as it shall deem necessary to the efficient discharge of the foregoing, including the right to delegate its authority when appropriate.

As amended, May 7, 2012.