

**QUALCOMM INCORPORATED**  
**CHARTER OF THE GOVERNANCE COMMITTEE OF**  
**THE BOARD OF DIRECTORS**

**PURPOSE**

The Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of QUALCOMM Incorporated (the “Company”) was established to assist the Board in fulfilling its responsibilities by (i) recommending corporate governance compliance guidelines applicable to the Company, (ii) identifying, reviewing, and evaluating individuals qualified to become Board members, (iii) recommending director nominees for the Board and director nominees for each committee, and (iv) assisting the Board with executive development and succession matters. This charter specifies the scope of authority and responsibility of the Committee.

**ORGANIZATION, MEMBERSHIP AND MEETINGS**

1. The Committee shall be comprised of three or more directors who meet the independence requirements contained in the NASDAQ listing standards, as determined by the Board.
2. The Members of the Committee, including the chairperson of the Committee, shall be appointed annually by the Board. Members may be added, removed or replaced by the Board at any time, but shall otherwise serve until a successor has been named.
3. The Committee shall have the authority to form and delegate responsibilities to subcommittees when appropriate.
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 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:

*Corporate Governance*

1. Review annually the Company’s Corporate Governance Principles and Practices for continued compliance with best practices.
2. Review annually the Company’s Insider Trading Policy and the related 10b5-1 Plan Guidelines to insure continued compliance with applicable legal standards and corporate best practices. The Committee shall also review, approve and recommend to the Board the list of executive officers subject to Section 16 of the Securities Exchange Act of 1934, as amended, and subject to the trading windows contained in the Policy. The Committee shall receive annually a report concerning those persons other than Section 16 executive officers who are subject to the trading window contained in the Policy.

3. Review annually the Company's charter documents, including but not limited to the Company's stockholder rights plan and other anti-takeover provisions. As part of its review of the stockholder rights plan, the Committee shall determine whether the maintenance of the plan continues to be in the best interest of the Company and its stockholders. The Committee shall recommend to the Board such changes, if any, to the foregoing documents as the Committee deems advisable and shall report its conclusions to the Board, including a conclusion as to whether the stockholder rights plan should be modified or the rights thereunder redeemed.

4. Review annually the Company's emergency procedures, including disaster recovery and security.

5. Review annually and update, as necessary, this Charter's adequacy, and receive approval of any recommended changes from the Board.

6. Receive and review annually a report on the Company's policies and programs concerning to corporate citizenship and social responsibility, including charitable giving and political activities and expenditures.

7. Review and approve the disclosures made by the Company in the Company's proxy statement or other documents filed with the Securities and Exchange Commission, with respect to matters of corporate governance, including qualifications of directors.

8. Develop and implement annually, a self-evaluation of its own performance.

9. Oversee the management of risks associated with the matters for which the Committee is responsible.

10. Consistent with the foregoing, take such actions as it deems necessary to encourage continuous improvement of, and foster adherence to, the Company's corporate governance policies, procedures, and practices at all levels and perform other corporate governance oversight functions as requested by the Board.

#### *Nominating Functions*

1. Actively seek individuals qualified to become directors of the Board and make recommendations to the Board regarding Board nominees, including an annual recommendation with respect to those individuals to be nominated for election at the Company's annual meeting of stockholders. As part of this process the Committee shall consult with Board members, management and others to evaluate the knowledge and skills which should be kept in mind in making nominations, including experience in business, finance, or administration, familiarity with national and international business matters, appreciation of the relationship of the Company's business to changing needs in our society, and the other knowledge and skills set forth in the Company's Corporate Governance Principles and Practices. The Committee shall also give consideration to candidates with appropriate non-business backgrounds.

2. Review annually and make recommendations to the Board concerning the membership and chairpersons of Board committees, taking into account the special skills required for service on particular committees, past performance in Board and committee service, tenure and such other facts the Committee shall deem appropriate.

3. Affirmatively determine that the requisite number of directors serving on Committees of the Board, including this Committee, meet the independence requirements contained in the NASDAQ listing standards.

4. In making its annual recommendations for Board and Board Committee nominees, (a) consider the Board and Committee needs identified in the evaluations described below, and (b) as set forth in the Company's Corporate Governance Principles and Practices, review candidates for director recommended by qualified stockholders.

5. Periodically conduct studies of the size and composition of the Board, make recommendations to the Board as a result of such studies, and consider and make recommendations to the Board regarding comments from stockholders relating to Board composition.

### Board Matters

1. Review and approve, to avoid redundancy or inconsistency, charters for all committees of the Board, which charters shall be submitted to the Board for final approval.

2. Develop a system for Board and Board Committee evaluation and annually review and appraise the performance of the Board and its committees, including the effectiveness of the Board's and its committees' meeting procedures, agendas, calendars and minutes.

3. Provide oversight with respect to the orientation process for new directors and encourage participation in corporate governance related continuing education by all Board members.

4. Monitor, to insure that the Board, and its Committees, are regularly conducting executive sessions, which are chaired by an independent director. The independent director shall be the "presiding director" for the purpose of conducting the executive session and shall, in addition to chairing the executive session, solicit from other independent directors prior to the meeting an agenda of items which they wish to have discussed in executive session.

5. Evaluate the appropriateness of continued Board membership of any director who ceases to be actively employed in his or her principal business or profession, or experiences other changed circumstances that could pose a conflict of interest, diminish his or her effectiveness as a Board member, or otherwise be detrimental to the Company and make recommendations to the Board regarding such directors' offers to resign due to such changes in circumstances.

6. Evaluate the appropriateness of any director's acceptance of an offer to join another company's board of directors based on the factors set forth in the Company's Corporate Governance Principles and Practices, and communicate to the Board whether, in the Committee's view, it is appropriate for the director to accept the offer.

7. In accordance with the Company's majority vote policy, as set forth in the Company's Corporate Governance Principles and Practices, evaluate the appropriateness of continued Board membership of any director who, in an uncontested election, receives a greater number of "withhold" votes than votes "for" his or her election and make a recommendation to the Board as to the action, if any, it deems appropriate to be taken with respect to the voting results.

### Executive Development and Succession

1. Review annually the effectiveness of executive officer development and succession processes and engage in succession planning for the chief executive officer and other senior management positions.
2. Evaluate annually the performance of the Company's chief executive officer with respect to executive development and succession planning and provide this evaluation to the Compensation Committee for its use as part of its annual review of the overall performance of the Chief Executive Officer.

### Stockholder Communications and Stockholder Proposals

1. In accordance with the Company's stockholder communications policy, as set forth in the Company's Corporate Governance Principles and Practices, review any stockholder communication forwarded by the Company's General Counsel and determined by the Chair of the Committee to be appropriate for consideration by the Board, and make a recommendation to the Board as to the action, if any, it deems appropriate to be taken with respect to such stockholder communication.
2. Review any stockholder proposals received for inclusion in the Company's proxy materials and approve any responses to such proposals. In the event that a stockholder proposal primarily concerns a topic that is within the responsibility of another committee, the Committee may delegate the responsibility for reviewing and responding to the stockholder proposal to the other committee.

### General

1. Have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. If necessary, have the authority to institute special investigations deemed necessary for any reason and, if appropriate, hire special counsel or other experts to assist the Committee with respect to such investigation.
3. Have the authority to retain and terminate consultants as needed to conduct searches for new directors.
4. Have the authority to direct the payment of fees and costs of counsel, experts and/or other advisors retained by the Committee, which fees and costs shall be borne by the Company.

As amended July 11, 2011