

QUALCOMM INCORPORATED
CORPORATE GOVERNANCE PRINCIPLES AND PRACTICES

A. THE ROLE AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board of Directors of QUALCOMM Incorporated oversees the exercise of corporate powers and the Company's business affairs to ensure that they are managed to meet its stated goals and objectives. The Board recognizes its responsibility to engage, and provide for the continuity of, executive management that possesses the character, skills and experience required to attain the Company's goals and to ensure that nominees for the Board of Directors possess appropriate qualifications and reflect a reasonable diversity of backgrounds and perspectives. Directors represent the collective interests of all stockholders of the Company and will act in good faith, with due care and in a manner he or she reasonably believes to be in the best interests of the Company.

To fulfill its role and responsibilities, the Board shall:

- Review, approve and monitor fundamental operating, financial and other corporate plans, strategies and objectives;
- Evaluate on a regular and timely basis the qualitative and quantitative performance of the Company and its senior management, as well as compensation and succession planning for senior management;
- Assure maintenance of proper accounting, financial and other appropriate controls;
- Review the process of providing appropriate financial and operational information within the Company, as well as in its public reporting;
- Assure adherence to proper policies of corporate conduct, including compliance with applicable laws, regulations, business and ethical standards;
- Evaluate and take steps to improve the overall effectiveness of the Board.

B. COMPOSITION OF THE BOARD

The Board has the responsibility to organize its functions and conduct its business in the manner it deems most effective and efficient, consistent with its duties of good faith, due care and loyalty. In that regard, the Board has adopted a set of flexible policies to guide its governance practices in the future. These practices, set forth below, will be regularly re-evaluated by the Board's Governance Committee in light of changing circumstances in order to continue serving the best interests of the stockholders. Accordingly, the summary of current practices is not a fixed policy or resolution by the Board, but merely a statement of current practices that is subject to continuing assessment and change.

1. **Size of the Board**

The Board of Directors currently has twelve members, with one vacancy for a total of thirteen available Board seats. The Board, through the Governance Committee, will regularly evaluate the size of the Board. A significant majority of the Board are and will continue to be non-employee directors.

2. **Board Member Criteria**

The Governance Committee is responsible for reviewing the appropriate skills and characteristics required of directors in the context of prevailing business conditions and composition of the Board. The qualifications to be considered in the selection of director nominees include those set forth in the charter of this committee and have the objective of assembling a Board that brings to the Company a variety of perspectives and skills derived from high quality business and professional experience.

3. **Board Definition of What Constitutes Independence for Non-Employee Directors**

No relationship between any non-employee director and the Company should be of a nature that could compromise the independence of any Board member in governing the affairs of the Company. The determination of what constitutes independence for a non-employee director in any individual situation shall be made by the Board in light of the totality of the facts and circumstances relating to such situation and in compliance with the requirements of Nasdaq's applicable listing standards and other applicable rules and regulations.

4. **Procedure for Selecting New Director Candidates**

The Board is responsible for selecting its members, subject to stockholder approval, but delegates the screening process to the Governance Committee.

5. **Extending the Invitation to a Potential New Director to Join the Board**

Upon concurrence of the members of the Board, invitations to join the Board will generally be extended on behalf of the Board by the Chairman of the Board. Other Board members may participate as appropriate.

6. **Directors Who Change Their Job Responsibilities**

A Board member, including the Chief Executive Officer, 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, is expected to notify the Board. The Board in its discretion will determine whether such member should continue to serve as a director for an unexpired term or any future terms, and may request that such director resign.

7. **Term Limits/Retirement Age**

No term limits or retirement age for directors have been established. The Board will evaluate each director's effectiveness during his or her prior term before nominating such director for re-election.

C. **BOARD MEETINGS AND MATERIALS**

1. **Frequency of Board Meetings; Attendance**

Currently, the Board has at least four regular meetings each year, with additional meetings as required. The Board considers its current meeting schedule to be adequate, but the number of regular meetings may be adjusted as necessary to meet changing conditions and needs. A calendar of Board meetings will be developed and circulated as far in advance as practicable. Members are expected to attend all meetings barring special circumstances.

2. **Selection of Agenda Items for Board Meetings**

The Chairman, together with appropriate members of Management, develops the agenda for Board meetings. The agenda is circulated in advance and Board members may suggest additional items for consideration.

3. **Board Member Orientation**

Orientation materials will be made available and appropriate meetings will be held to acquaint new directors with the business, history, current circumstances, key issues and top managers of the Company. The Board has assigned the responsibilities for developing such orientation materials to the Governance Committee. Board members are encouraged to participate in continuing education programs related to director duties and responsibilities. The Company, upon the approval of the Chairman of the Governance Committee, will approve reimbursement for reasonable costs and expenses of attendance at continuing education programs.

4. **Board Materials Distributed in Advance**

As much information and data as practical on the meeting agenda items and the Company's financial performance is sent to Board members in advance of meetings.

5. **Board Access to Senior Management**

All Board members have access to senior management, with the expectation that such contact would be minimally disruptive to the business operation of the Company. The Chief Executive Officer is encouraged to invite to Board meetings senior managers who can provide additional insight into business matters being

discussed and those with high future potential who should be given personal exposure to members of the Board.

6. **Executive Sessions of Outside Directors**

At each meeting of the Board, the agenda includes time at the end of the meeting for an executive session with only non-employee directors. The executive sessions shall be chaired by a Presiding Director (nominated annually by the Governance Committee and approved by the Board). In advance of such meetings the Presiding Director shall communicate with other non-employee directors to develop an agenda of issues for discussion in the executive session.

D. BOARD COMMITTEES

1. **Number of Committees**

The present Board committees are: the Audit Committee, the Compensation Committee, the Finance Committee, the Strategic Committee and the Governance Committee. With the exception of the Strategic Committee, which includes the Chairman and CEO as a member, members of all committees shall be “independent” under applicable Nasdaq guidelines. The Board considers its current committee structure to be appropriate but the number and scope of committees may be revised as appropriate to meet changing conditions and needs.

2. **Frequency and Length of Committee Meetings**

Generally, committees meet in conjunction with regular Board meetings. Committee chairpersons may also call meetings when they deem it necessary. Committee meetings may be as frequent and as long as needed.

3. **Committee Agenda**

The agenda for committee meetings is developed by Committee Chairpersons in consultation with appropriate members of management. The agenda for each meeting is circulated in advance and Committee members may suggest additional items for consideration.

4. **Assignment and Rotation of Committee Members**

The Governance Committee is responsible for reviewing and recommending to the Board the assignment of directors to various committees. This committee will also recommend to the Board, subject to applicable membership requirements and as practical, an appropriate rotation process to ensure diversity of Board member experience and variety of exposure to the affairs of the Company.

E. MANAGEMENT AND BOARD REVIEW AND RESPONSIBILITY

5. **Selection of the Chairman and Chief Executive Officer**

The Board elects the Chairman and Chief Executive Officer in the manner and based on the criteria that it deems appropriate and in the best interests of the Company given the circumstances at the time of such election.

6. **Formal Evaluation of the Chief Executive Officer**

Each year, the chairpersons of the Governance Committee and the Compensation Committee will conduct a formal evaluation of the Chief Executive Officer's performance based on appropriate quantitative and qualitative criteria.

7. **Succession Planning**

The Chief Executive Officer will annually review succession planning with the Governance Committee, and provide that Committee, on behalf of the Board, with a continuing current recommendation as to succession in the event of that officer's termination of employment, disability or death.

8. **Board Interaction with Institutional Investors, the Media and Customers**

The responsibility for communications and relationships on behalf of the Company with institutional investors, the media, and customers should be management's.

9. **Assessing the Board's Performance**

The Governance Committee will conduct an annual assessment of the overall effectiveness of the organization of the Board and the Board's performance of its governance responsibilities. The Committee will report its findings to the whole Board for discussion.

10. **Board Compensation Review**

Each year, the Compensation Committee of the Board will review the Board's compensation in relation to other corporate companies nationwide. Any changes in Board compensation will be recommended by the Compensation Committee and approved by the Board.