

**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, among other things, (i) providing oversight on corporate governance matters; (ii) identifying, reviewing and evaluating individuals qualified to become Board members; (iii) recommending director nominees for the Board and each standing committee, as well as the Chair of the Board and, if appointed by the Board, the Lead Independent Director; and (iv) assisting the Board with Chief Executive Officer 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 Board members who meet the independence requirements contained in the NASDAQ listing standards, as determined by the Board.
2. The members of the Committee, including the chair 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 as it deems 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 generally 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 shall 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, and recommend any proposed changes to the Board.
2. Review annually the Company’s Insider Trading Policy (the “ITP”) and the related 10b5-1 Plan Guidelines to ensure continued compliance with applicable legal standards and corporate best practices. The Committee shall also review, approve and recommend to the

Board the list of officers subject to Section 16 of the Securities Exchange Act of 1934, as amended, and subject to the trading windows contained in the ITP. The Committee shall receive annually a report concerning (i) those persons other than Section 16 officers who are subject to the trading window contained in the ITP, and (ii) those officers who have been designated by the Chief Executive Officer or the President as Insider Trading Compliance officers.

3. Review annually the Company's charter documents. The Committee shall recommend to the Board such changes, if any, to the foregoing documents as the Committee deems advisable.

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

5. The Committee shall review annually the Company's succession plan for the Chief Executive Officer.

6. Review annually and update, as necessary, this Charter's adequacy, and recommend any changes to the Board for its approval.

7. Review annually a report on the Company's policies and programs concerning corporate citizenship and social responsibility, including charitable giving. As provided in the Company's Political Contributions and Expenditures Policy (the "Policy"), the Committee shall oversee the Company's political activity and contributions to ensure consistency with the Company's business objectives and public policy priorities, including reviewing the Policy annually and reviewing a report on the Company's political contributions and expenditures no less than annually.

8. 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 Board members.

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

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

11. 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 Board members 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 considered in

making nominations, including the knowledge and skills set forth in the Company's Corporate Governance Principles and Practices.

2. Review annually and make recommendations to the Board regarding the membership and chairs of Board committees, as well as the Chair of the Board and, if appointed by the Board, a Lead Independent Director, 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 Board members serving on committees of the Board, including the Governance 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 Board membership recommended by qualified stockholders.

5. Periodically evaluate the size and composition of the Board, make recommendations to the Board as a result of such evaluations, 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 Board members and encourage participation in corporate governance related continuing education by all Board members.

4. Monitor to ensure that the Board and its committees are regularly conducting executive sessions, which are chaired by an independent Board member.

5. Evaluate the appropriateness of continued Board membership of any Board member who experiences material 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, as provided in the Company's Corporate Governance Principles and Practices.

6. Evaluate the appropriateness of any Board member'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 the Committee's decision regarding whether, in the Committee's view, it is appropriate for such Board member 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 and its Bylaws, evaluate the appropriateness of continued Board membership of any Board member 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.

#### Stockholder Communications and Stockholder Proposals

1. Review any stockholder communications forwarded by the Company's General Counsel, and take any action it deems appropriate with respect to such stockholder communications.

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 Board members.

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 15, 2019.