

**QUALCOMM INCORPORATED**  
**CHARTER OF THE HR AND COMPENSATION COMMITTEE**  
**OF THE BOARD OF DIRECTORS**

**PURPOSE**

The HR and Compensation Committee (the “Committee”) was established by the Board of Directors (the “Board”) of QUALCOMM Incorporated (the “Company”) to act on behalf of the Board in fulfilling its responsibilities by reviewing and determining the compensation of the Company’s executive officers and non-employee directors. The Committee also assists the Board by providing oversight of executive officer development processes and succession planning, being responsible for the design of Company-wide compensation and benefit plans and providing guidance to management on policies, programs and initiatives focusing on diversity and inclusion. 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 and (b) are “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act, such status to be determined by the Board or the Governance Committee of the Board (the “Governance Committee”). Any action taken by the Committee during a period in which one (or more) of the members fails for any reason to meet the membership requirements set forth in clauses (a) or (b) above shall still constitute duly authorized actions of the Committee for all corporate purposes.

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 board of directors 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 generally at least four times per year. The Committee may include management at its meetings, but shall also meet in executive session, without the presence of Company management personnel, as it deems appropriate. The Chief Executive Officer of the Company shall not be present during voting or deliberations on his or her compensation.

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, plans and practices the Committee deems relevant in fulfilling its purpose to support the Company's success.

### 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 or other Board members concerning the CEO's performance, as it deems appropriate.

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 the compensation levels (including salaries, short- and long-term incentive and equity awards) of all Executive Officers, subject to any budgets or other considerations established from time to time by the Board.

4. Review and approve, at least 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.

6. Review and discuss with management the disclosure in the Company's "Compensation Discussion and Analysis" section in the Company's proxy statement. 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. Adopt, periodically review and administer the Company's incentive recoupment policy.

### Executive Development and Succession

1. As part of his or her annual performance evaluation, the Committee shall review the performance of the Company's Chief Executive Officer with respect to executive development and succession planning. Review annually the effectiveness of the executive officer development and succession processes and oversee the process for succession planning for the Chief Executive Officer and other senior management positions.

### Compensation and Benefit Plan Design; Workforce Programs

1. Be responsible for the design of all Company-wide compensation and benefit plans. This authority shall include, but not be limited to, the Company's long-term incentive compensation plans and grants made thereunder. The Committee may delegate or assign such responsibility and authority as it sees fit, as provided by the terms of such compensation and benefit plans and applicable law.

2. 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.

3. Monitor the effectiveness of strategic initiatives designed to attract, engage, motivate and retain employees.

4. Periodically review the Company's policies, programs and initiatives focusing on workforce diversity and inclusion, and provide any recommendations to management.

### 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 retain or obtain advice and assistance from internal or independent external human resources, legal, accounting or other advisors, and to approve the compensation of such external advisors. Prior to selecting, or receiving advice from, any advisor, the Committee shall consider the independence of such advisor based on the factors contained in NASDAQ Rule 5605(d)(3); provided, however, that the Committee shall not be prohibited from obtaining advice from any advisor that it determines is not independent or who may have one or more items considered under the factors contained in Rule 5605(d)(3). The Committee shall be directly responsible for the oversight of any services of any consultant, counsel or other advisor it retains. 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. This may include a periodic review of talent management policies and practices as part of the Company's overall Enterprise Risk Management initiative.

4. Review provisions of all compensation and benefit plans requiring approval by Company stockholders, including new plans and amendments to continuing plans, and discuss such review with the Board.

5. Review related person transactions that are employment or compensation related and that would require disclosure under applicable SEC or NASDAQ rules.

6. Make regular reports to the Board on the activities of the Committee.

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 July 15, 2019.