

**Qualcomm Incorporated**  
**Equity Compensation Plan Information as of June 28, 2009**

**Employee Stock Options and Restricted Stock Awards**

Our equity plans are part of a broad-based, long-term retention program that is intended to attract and retain talented employees and directors and align stockholder and employee interests.

The Board of Directors may grant options to selected employees, directors and consultants to the Company to purchase shares of the Company's common stock at a price not less than the fair market value of the stock at the date of grant. The 2006 Long-Term Incentive Plan (the 2006 Plan) was adopted during the second quarter of fiscal 2006 and replaced the 2001 Stock Option Plan and the 2001 Non-Employee Directors' Stock Option Plan and their predecessor plans (the Prior Plans). The 2006 Plan provides for the grant of incentive and nonstatutory stock options as well as stock appreciation rights, restricted stock, restricted stock units, performance units and shares and other stock-based awards and will be the source of shares issued under the Executive Retirement Matching Contribution Plan (ERMCP). The share reserve under the 2006 Plan was 405,284,000 at June 28, 2009, including 115,000,000 shares that were approved by the Company's stockholders in March 2008. Shares subject to any outstanding option under a Prior Plan that is terminated or cancelled (but not an option under a Prior Plan that expires) following the date that the 2006 Plan was approved by stockholders, and shares that are subject to an award under the ERMCP and are returned to the Company because they fail to vest, will again become available for grant under the 2006 Plan. The Board of Directors of the Company may amend or terminate the 2006 Plan at any time. Certain amendments, including an increase in the share reserve, require stockholder approval. Generally, options and restricted stock units outstanding vest over periods not exceeding five years. Options are exercisable for up to ten years from the grant date.

Information about employee and executive stock option grants and restricted stock awards ("RSUs") for the first nine months of fiscal 2009, fiscal 2008 and fiscal 2007 is as follows (number of shares in millions):

|   | <b>Nine Months<br/>Ended<br/>June 28, 2009</b> | <b>FY<br/>2008</b> | <b>FY<br/>2007</b> |
|---|--|--------------------|--------------------|
| Total options granted   | 40   | 52                 | 39                 |
| Total RSUs granted  | -  | - <sup>(1)</sup>   | -                  |
| <b>Total grants</b>   | <b>40</b>                                      | <b>52</b>          | <b>39</b>          |
| Less options cancelled  | (3)  | (8)                | (6)                |
| Less RSUs cancelled   | -  | -                  | -                  |
| <b>Total cancelled</b>  | <b>(3)</b>                                     | <b>(8)</b>         | <b>(6)</b>         |
| <b>Net options/RSU's granted</b>  | <b>37</b>                                      | <b>44</b>          | <b>33</b>          |
| Net grants during the period as % of outstanding shares <sup>(2)</sup>                                    | 2.2%   | 2.7%               | 2.0%               |
| Grants to named executive officers as % of total options granted  | 5.2%   | 5.1%               | 6.3%               |
| Grants to named executive officers as % of outstanding shares <sup>(2)</sup>                              | 0.1%   | 0.2%               | 0.1%               |
| Cumulative options/RSUs held by named executive officers as % of total options outstanding <sup>(2)</sup> | 7.8%   | 8.0%               | 8.3%               |

<sup>(1)</sup> 55,000 RSUs were granted during fiscal 2008.

<sup>(2)</sup> Calculated based on outstanding shares as of the beginning of each period.

Information provided for fiscal 2009 is for the named executive officers listed in our proxy statement dated January 14, 2009, defined by the SEC as the Chief Executive Officer, Chief Financial Officer, each of the three other most highly compensated executive officers and one individual that was not serving as an executive officer at the end of fiscal 2008. Information provided for fiscal 2008 is for the named executive officers listed in our proxy statement dated January 22, 2008, defined by the SEC as the Chief Executive Officer, Chief Financial Officer and each of the three other most highly compensated executive officers. Information provided for fiscal 2007 is for the named executive officers listed in our proxy statement dated January 19, 2007, then defined by the SEC as the Chief Executive Officer and each of the four other most highly compensated executive officers.

Additional information regarding our equity plans and plan activity for fiscal 2008 is provided in our Annual Report on Form 10-K for the 2008 fiscal year. See "Note 7. Employee Benefit Plans."

Information about stock options outstanding at June 28, 2009 with exercise prices less than or above \$46.19, the closing price of our common stock at June 26, 2009, is as follows (number of shares in millions):

| Exercise Prices   | Exercisable      |                                 | Unexercisable    |                                 | Total            |                                 |
|-------------------|------------------|---------------------------------|------------------|---------------------------------|------------------|---------------------------------|
|                   | Number of Shares | Weighted Average Exercise Price | Number of Shares | Weighted Average Exercise Price | Number of Shares | Weighted Average Exercise Price |
| Less than \$46.19 | 113              | \$ 34.30                        | 98               | \$ 39.77                        | 211              | \$ 36.85                        |
| Above \$46.19     | 11               | \$ 53.27                        | 7                | \$ 51.07                        | 18               | \$ 52.39                        |
| Total outstanding | 124              | \$ 35.98                        | 105              | \$ 40.55                        | 229              | \$ 38.08                        |

Additionally, at June 28, 2009, 55,000 RSUs remained outstanding with a weighted average grant date fair value of \$54.42 which was above the closing price of our common stock at June 26, 2009 of \$46.19.

Options granted to the named executive officers as a group for the three months and nine months ended June 28, 2009 were as follows (in millions, except price per share):

| Period       | Number of Securities Underlying Option Grants | Percent of Total Options Granted | Weighted Average Exercise Price | Expiration Date | Potential Realizable Values at Assumed Annual Rates of Stock Price Appreciation for Option Term <sup>(1)</sup> |     |
|--------------|---|----------------------------------|---------------------------------|-----------------|--|-----|
|              |   |                                  |                                 |                 | 5%   | 10% |
| Three Months | -   | -                                | -                               | -               | -  | -   |
| Nine Months  | 2   | 5.2%                             | <sup>(2)</sup> \$ 35.66         | 11/6/2018       | 47   | 120 |

<sup>(1)</sup> Represents gains that could accrue for these options, assuming that the market price of our common stock appreciates over a period of 10 years at annualized rates of 5% and 10%. If the stock price does not increase above the exercise price, the gain from these options would be zero.

<sup>(2)</sup> Calculated based on options granted during the fiscal period.

There were no RSUs granted to any of the named executive officers during the first nine months of fiscal 2009.

Option exercises for the three months and nine months ended June 28, 2009 and option values for the named executive officers as a group as of June 28, 2009 were as follows (in millions):

| Period       | Shares Acquired on Exercise | Gain Realized on Options Exercised | Number of Shares Underlying Unexercised Options at June 28, 2009 |               | Intrinsic Values of Unexercised In-the-Money Options at June 28, 2009 <sup>(1)</sup> |               |
|--------------|-----------------------------|------------------------------------|--|---------------|--|---------------|
|              |                             |                                    | Exercisable  | Unexercisable | Exercisable  | Unexercisable |
| Three Months | 1                           | 5                                  | 11   | 6             | \$98   | \$50          |
| Nine Months  | 1                           | 5                                  | 11   | 6             | \$98   | \$50          |

- (1) These amounts represent the difference between the exercise price and \$46.19, the market price of our common stock at June 26, 2009, for all in-the-money options held by the named executive officers.

### Equity Compensation Plans Approved by Stockholders

Information about our equity compensation plans at June 28, 2009 that was either approved or not approved by our stockholders was as follows (number of shares in millions):

| <b>Plan Category</b>  | <b>Number of Shares to be Issued Upon Exercise of Outstanding Options/RSUs</b> | <b>Weighted Average Exercise Price of Outstanding Options</b> | <b>Number of Shares Remaining Available for Future Issuance</b> |
|---|--|---|---|
| Equity compensation plans approved by stockholders <sup>(1)</sup>     | 226  | \$38.21   | 71 <sup>(2)</sup>   |
| Equity compensation plans not approved by stockholders <sup>(3)</sup> | -  | -   | -   |
| Total <sup>(4)</sup>  | <u>226</u>   | <u>\$38.21</u>  | <u>71</u>   |

- (1) Consists of six plans: the Company's 1991 Stock Option Plan, 2001 Stock Option Plan, 2006 Long-Term Incentive Plan, 1998 Non-Employee Directors' Stock Option Plan, 2001 Non-Employee Directors' Stock Option Plan and the Amended and Restated 2001 Employee Stock Purchase Plan.
- (2) Includes 6,002,832 shares reserved for issuance under the Amended and Restated 2001 Employee Stock Purchase Plan.
- (3) Consists solely of 50 shares issuable under the Company's Non-423(b) Plan component of the Amended and Restated 2001 Employee Stock Purchase Plan, which allows eligible employees to purchase shares of common stock at 85% of the lower of the fair market value on the first or the last day of each six-month offering period. Employees may authorize the Company to withhold up to 15% of their compensation during any offering period, subject to certain limitations.
- (4) Excludes options assumed in connection with mergers and acquisitions. Approximately 2,677,000 shares of the Company's common stock were issuable upon exercise of these assumed options. These options have a weighted average exercise price of \$27.43 per share. No additional options may be granted under these assumed arrangements.