

Qualcomm Incorporated
Equity Compensation Plan Information as of March 31, 2013

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 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 non-qualified stock options, restricted stock units (RSUs), stock appreciation rights, restricted stock, performance stock units (PSUs) and shares and other share-based awards and is the source of shares issued under the Executive Retirement Matching Contribution Plan (ERMCP). The shares authorized under the 2006 Plan were approximately 573,284,000 at March 31, 2013, which included 90,000,000 shares that were approved by the Company's stockholders in March 2013. The share reserve remaining under the 2006 Plan was approximately 298,878,000 at March 31, 2013. 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. The Board of Directors may grant share-based awards 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. Certain share-based awards include dividend-equivalent rights. Share-based awards vest over periods not exceeding five years. Options are exercisable for up to ten years from the grant date.

Information about employee, executive and director share-based awards for fiscal 2013, 2012 and 2011 is as follows (number of shares in millions):

	<u>Six months ended</u> <u>March 31, 2013</u>	<u>FY</u> <u>2012</u>	<u>FY</u> <u>2011</u>
Total options granted	-	-	1
Total RSUs granted	7	17	14
Total other awards granted	-	1	1
Total grants	7	18	16
Less options cancelled/forfeited/expired	-	(1)	(4)
Less RSUs cancelled/forfeited	(1)	(1)	(1)
Less other awards cancelled/forfeited/expired	-	-	-
Total cancelled/forfeited	(1)	(2)	(5)
Net options/awards granted	6	16	11
Net grants during the period as % of outstanding shares ⁽¹⁾	0.4%	0.9%	0.7%
Grants to named executive officers as % of total awards granted	1.3%	3.8%	5.3%
Grants to named executive officers as % of outstanding shares ⁽¹⁾	0.0%	0.0%	0.1%
Cumulative awards held by named executive officers as % of total awards outstanding ⁽¹⁾	3.6%	5.4%	6.5%

(1) Calculated based on outstanding shares or awards, as applicable, as of the beginning of each period.

Information provided for fiscal 2013 is for the named executive officers listed in our proxy statement dated January 17, 2013 and the current Principal Financial Officer who became an officer of the Company in March 2013. Information provided for fiscal 2012 and fiscal 2011 is for the named executive officers listed in our proxy statements dated January 19, 2012 and January 20, 2011, respectively. Named executive officers are defined by the SEC as the Principal Executive Officer, Principal Financial Officer and each of the three other most highly compensated executive officers.

Additional information regarding our equity plans and plan activity for fiscal 2012 is provided in our Annual Report on Form 10-K for the 2012 fiscal year. See “Note 6 - Employee Benefit Plans.”

Information about stock options outstanding at March 31, 2013 with exercise prices less than or above \$66.94, the closing price of our common stock at March 28, 2013, 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 \$66.94	76	\$ 40.57	13	\$ 41.11	89	\$ 40.65
Above \$66.94	-	-	-	\$ -	-	\$ -
Total outstanding	<u>76</u>	<u>\$ 40.57</u>	<u>13</u>	<u>\$ 41.11</u>	<u>89</u>	<u>\$ 40.65</u>

Information about RSUs, PSUs, performance RSUs and deferred stock units (DSUs) as of March 31, 2013 is as follows (number of shares in thousands):

Type of Award	Number of Shares Outstanding	Weighted Average Grant Date Fair Value
RSU	34,096	\$ 55.68
PSU	1,130	\$ 57.93
Performance RSU	438	\$ 55.41
Director RSU	88	\$ 60.36
Director DSU	13	\$ 48.83
	<u>35,765</u>	<u>\$ 55.76</u>

No options, PSUs or performance RSUs were granted to the named executive officers as a group during the three and six months ended March 31, 2013.

The Company did not grant RSUs to named executive officers in the first quarter of fiscal 2013. The Company granted 97,000 RSUs to the named executive officers in the second quarter of fiscal 2013. These RSUs vest annually over a service period of three years from the date of grant based on the named executive officer’s continued service through each vest date.

Option exercises during the three and six months ended March 31, 2013 and option values for the named executive officers as a group were as follows (in millions):

Period	Shares Acquired on Exercise	Gain Realized on Options Exercised	Number of Shares Underlying Unexercised Options at March 31, 2013		Intrinsic Values of Unexercised In-the-Money Options at March 31, 2013 ⁽¹⁾	
			Exercisable	Unexercisable	Exercisable	Unexercisable
Three Months	1	\$23	3	1	\$81	\$16
Six Months	1	\$36	3	1	\$81	\$16

⁽¹⁾ These amounts represent the difference between the exercise price and \$66.94, the closing price of the Company’s common stock at March 28, 2013, for all in-the-money options held by the named executive officers.

Additionally, 115,000 RSUs, including dividend equivalents, 102,000 performance RSU’s, including dividend equivalents, and 356,000 PSUs were released to the named executive officers during the six months ended March 31, 2013.

Equity Compensation Plans Approved by Stockholders

Information about our equity compensation plans at March 31, 2013 that was either approved or not approved by our stockholders was as follows (number of shares in millions):

Plan Category	Number of Shares to be Issued Upon Exercise / Vesting of Outstanding Options and Rights	Weighted Average Exercise Price of Outstanding Options	Number of Shares Remaining Available for Future Issuance
Equity compensation plans approved by stockholders (1)	121 (2)	\$40.88 (3)	130 (4)
Equity compensation plans not approved by stockholders (5)	<u>5 (6)</u>	\$31.79	<u>1</u>
Total (7)	<u><u>126</u></u>	\$40.72	<u><u>131</u></u>

- (1) Consists of four plans: the Company's 2001 Stock Option Plan, 2006 Long-Term Incentive Plan, 2001 Non-Employee Directors' Stock Option Plan and the Amended and Restated 2001 Employee Stock Purchase Plan.
- (2) Includes approximately 35 million shares that may be issued upon the satisfaction of performance objectives or other conditions pursuant to PSUs, RSUs and performance RSUs granted under the 2006 Long-Term Incentive Plan. The PSUs include the maximum number of shares that may be issued.
- (3) Does not include outstanding PSUs, RSUs and performance RSUs.
- (4) Includes approximately 13 million shares reserved for issuance under the Amended and Restated 2001 Employee Stock Purchase Plan subject to purchase under the current offering period.
- (5) Consists of the Atheros Communications, Inc. 2004 Stock Incentive Plan, as amended (the Atheros Plan), which was assumed in connection with the acquisition of Atheros in May of 2011. The Atheros Plan provides for the issuance of the Company's common stock in connection with stock options, stock appreciation rights, restricted stock and stock units, which may be granted to certain employees who were employed by Atheros immediately prior to the acquisition. The terms and conditions of awards granted under the Atheros Plan are determined pursuant to equity grant administration procedures established by the Company's Compensation Committee.
- (6) Includes 746,277 shares that may be issued under the Atheros Plan pursuant to awards granted by Qualcomm subsequent to the acquisition of Atheros.
- (7) Excludes options and awards assumed in connection with mergers and acquisitions, with the exception of Atheros. 240,645 shares of the Company's common stock were issuable upon exercise of these assumed options. These options have a weighted average exercise price of \$38.72 per share. No additional options may be granted under the other assumed arrangements.