

Qualcomm Incorporated
Equity Compensation Plan Information as of June 29, 2014

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 Non-Qualified Deferred Compensation Plan (NQDCP), formerly known as the Executive Retirement Matching Contribution Plan. The shares authorized under the 2006 Plan were approximately 573,284,000 at June 29, 2014. The share reserve remaining under the 2006 Plan was approximately 231,169,000 at June 29, 2014. Shares subject to any 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 NQDCP 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 the nine months ended June 29, 2014 and for fiscal 2013 and 2012 is as follows (number of shares in thousands):

	Nine months ended	FY	FY
	June 29, 2014	2013	2012
Total options granted	-	-	381
Total RSUs granted	14,045	15,509	17,315
Total other awards granted	1,647	715	1,196
Total grants	15,692	16,224	18,892
Less options cancelled/forfeited/expired	(187)	(652)	(1,395)
Less RSUs cancelled/forfeited	(1,700)	(1,549)	(957)
Less other awards cancelled/forfeited/expired	(183)	(111)	-
Total cancelled/forfeited	(2,070)	(2,312)	(2,352)
Net options/awards granted	13,622	13,912	16,540
Net grants during the period as % of outstanding shares ⁽¹⁾	0.8%	0.8%	0.9%
Grants to named executive officers as % of total awards granted	11.2%	5.0%	3.8%
Grants to named executive officers as % of outstanding shares ⁽¹⁾	0.1%	0.0%	0.0%
Cumulative awards held by named executive officers as % of total awards outstanding ⁽¹⁾	4.6%	3.8%	5.4%

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

Information provided for fiscal 2014 and fiscal 2012 is for the named executive officers listed in our proxy statements dated January 16, 2014 and January 29, 2012, respectively. Information provided for fiscal 2013 is for the named executive officers listed in our proxy statements dated January 17, 2013 and the current Principal Financial Officer who became an officer of the Company in March 2013. 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 2013 is provided in our Annual Report on Form 10-K for the 2013 fiscal year. See "Note 6. Employee Benefit Plans."

Information about stock options outstanding at June 29, 2014 with exercise prices less than or above \$78.99, the closing price of our common stock at June 27, 2014, is as follows (number of shares in thousands):

<u>Exercise Prices</u>	<u>Exercisable</u>		<u>Unexercisable</u>		<u>Total</u>	
	<u>Number of Shares</u>	<u>Weighted Average Exercise Price</u>	<u>Number of Shares</u>	<u>Weighted Average Exercise Price</u>	<u>Number of Shares</u>	<u>Weighted Average Exercise Price</u>
Less than \$78.99	45,368	\$ 41.30	464	\$ 50.56	45,832	\$ 41.40
Above \$78.99	-	\$ -	-	\$ -	-	\$ -
Total outstanding	<u>45,368</u>	<u>\$ 41.30</u>	<u>464</u>	<u>\$ 50.56</u>	<u>45,832</u>	<u>\$ 41.40</u>

Information about RSUs, PSUs, performance RSUs and deferred stock units (DSUs) as of June 29, 2014 is as follows (number of shares in thousands):

<u>Type of Award</u>	<u>Number of Shares Outstanding</u>	<u>Weighted Average Grant Date Fair Value</u>
RSU	29,261	\$ 67.04
PSU	1,007	\$ 61.56
Performance RSU	1,768	\$ 76.45
Director RSU	97	\$ 66.37
Director DSU	12	\$ 53.28
	<u>32,145</u>	<u>\$ 67.38</u>

The Company did not grant options or PSUs to the named executive officers during the nine months ended June 29, 2014.

The Company granted approximately 1,065,000 performance RSUs to the named executive officers during the nine months ended June 29, 2014. These performance RSUs vest over a service period of five years from the date of grant based on the attainment of certain financial performance measures of the Company and the named executive officers' continued service. Approximately 698,000 performance RSUs vest in equal installments on the third, fourth and fifth anniversaries of the date of grant, and approximately 367,000 performance RSUs vest annually in five equal installments with the first vesting on May 5, 2015.

The Company granted approximately 687,000 RSUs to the named executive officers during the nine months ended June 29, 2014. Approximately 275,000 RSUs vest over a service period of five years from the date of grant, vesting in equal installments on the third, fourth and fifth anniversaries of the date of grant, and approximately 412,000 RSUs vest annually in five equal installments with the first vesting on December 12, 2014.

Option exercises during the nine months ended June 29, 2014 and option values for the named executive officers as a group were as follows (in thousands):

<u>Period</u>	<u>Shares Acquired on Exercise</u>	<u>Gain Realized on Options Exercised</u>	<u>Number of Shares Underlying Unexercised Options at June 29, 2014</u>		<u>Intrinsic Values of Unexercised In-the-Money Options at June 29, 2014 (1)</u>	
			<u>Exercisable</u>	<u>Unexercisable</u>	<u>Exercisable</u>	<u>Unexercisable</u>
Nine Months	1,575	\$54,259	1,717	23	\$62,746	\$892

⁽¹⁾ These amounts represent the difference between the exercise price and \$78.99, the closing price of the Company's common stock at June 27, 2014, for all in-the-money options held by the named executive officers.

Additionally, 211,000 RSUs, including dividend equivalents, 90,000 performance RSUs, including dividend equivalents, and 359,000 PSUs, including dividend equivalents, were released to the named executive officers during the nine months ended June 29, 2014.