

QUALCOMM INCORPORATED

CORPORATE GOVERNANCE PRINCIPLES AND PRACTICES

A. GENERAL

The Board of Directors (the “Board”) of QUALCOMM Incorporated (the “Company” or “QUALCOMM”) has the responsibility to organize its functions and conduct its business in the manner it deems most effective and efficient, consistent with its duties of good faith, due care and loyalty. In that regard, the Board has adopted a set of flexible policies to guide its governance practices in the future. These practices, set forth below, will be periodically re-evaluated by the Board’s Governance Committee in order to continue serving the best interests of the Company’s stockholders.

B. THE ROLE AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board (including through one or more of its committees) oversees the exercise of corporate powers and the Company’s business affairs to ensure that they are managed to meet the Company’s stated goals and objectives. The Board recognizes its responsibility to engage, and provide for the continuity of, executive management that possesses the character, skills and experience required to attain the Company’s goals, and to ensure that nominees for the Board of Directors possess appropriate qualifications and reflect a reasonable diversity of backgrounds and perspectives. Each Board member represents the collective interests of all stockholders of the Company and will act in good faith, with due care and in a manner he or she reasonably believes to be in the best interests of the Company. Consistent with their fiduciary duties and the Company’s Code of Business Conduct, Board members are expected to maintain the confidentiality of the deliberations of the Board and its committees.

To fulfill its role and responsibilities, the Board (including through one or more committees) shall:

- Review, approve and monitor fundamental operating, financial and other corporate plans, strategies and objectives;
- Review and assess major risks facing the Company and evaluate management’s approach to addressing such risks;
- Evaluate on a regular and timely basis the qualitative and quantitative performance of the Company and its senior management, as well as compensation and succession planning for senior management;
- Assure maintenance of proper accounting, financial and other appropriate controls;
- Review the process of providing appropriate financial and operational information within the Company, as well as in its public reporting;
- Assure adherence to proper policies of corporate conduct, including compliance with applicable laws, regulations, business and ethical standards; and

- Evaluate and take steps to improve the overall effectiveness of the Board.

C. **COMPOSITION OF THE BOARD**

1. **Size of the Board**

The Board, through the Governance Committee, will periodically evaluate the size of the Board. Although the actual number of directors will vary from time to time, generally the Board will range between nine and twelve members. A significant majority of the Board are and will continue to be independent directors.

2. **Board Member Criteria**

The Governance Committee is responsible for reviewing the appropriate skills and characteristics required of Board members in the context of prevailing business conditions, anticipated future needs and the then current composition of the Board. The qualifications and criteria considered in the selection of director nominees have the objective of assembling a Board that brings to the Company a reasonable diversity of backgrounds, perspectives, experience and skills derived from high quality business and professional experience, with the Governance Committee also giving consideration to candidates with appropriate non-business backgrounds. Those criteria and qualifications include, among others, the following:

- the appropriate size of the Board;
- the needs and anticipated future needs of the Company with respect to the knowledge, skills and experience of its Board members;
- the knowledge, skills and experience of nominees, including, among others, experience in senior leadership positions, on other public company boards, in the technology industry, business (including international business), accounting/finance, public policy/political affairs, information technology/data/cyber security and/or climate/environmental matters, in light of prevailing business conditions and the knowledge, skills and experience already possessed by other members of the Board;
- diversity with respect to gender, race and ethnicity, including individuals from underrepresented communities¹;
- the nominee's other commitments, including the other boards on which the nominee serves; and

¹ Individuals from underrepresented communities means individuals who self-identify as Black, African American, Hispanic, Latino, Asian, Pacific Islander, Native American, Native Hawaiian or Alaska Native, or as gay, lesbian, bisexual or transgender.

- the desire to balance the considerable benefit of continuity with the periodic injection of the fresh perspectives provided by new members.

As part of its efforts to create a highly effective Board, the Governance Committee will include, and instruct any search firm it engages to include, women and individuals from underrepresented communities in the pool of candidates from which the Governance Committee selects director nominees.

3. **Board Definition of What Constitutes Independence for Non-Employee Directors**

No relationship between any non-employee Board member and the Company should be of a nature that could compromise the independence of any Board member in governing the affairs of the Company. The determination of what constitutes independence for a non-employee Board member in any individual situation shall be made by the Board in light of the totality of the facts and circumstances relating to such situation and in compliance with the requirements of the applicable listing standards of the principal exchange on which the Company's securities are listed and other applicable rules and regulations.

4. **Procedure for Selecting New Director Candidates; Stockholder Nominations**

The Board is responsible for selecting its members, subject to stockholder approval, but delegates the screening process to the Governance Committee. The Governance Committee will also review a reasonable number of candidates for director recommended by a single stockholder who has held over 1% of the Company's common stock for over one year and who satisfies the notice, information and consent provisions set forth in the Company's Bylaws. Candidates so recommended will be reviewed using the same process and standards for reviewing Board-recommended candidates. A stockholder wishing to formally nominate an individual for election to the Board at the Company's annual meeting of stockholders must do so by following the procedures described in the Bylaws. This process is separate and distinct from the "proxy access" process set forth in the Bylaws.

5. **Extending the Invitation to a Potential New Director to Join the Board**

Upon concurrence of the Board, invitations to join the Board will generally be extended on behalf of the Board by the Chair of the Board. Other Board members may participate as appropriate.

6. **Chair of the Board**

The Board shall appoint the Chair of the Board after considering the recommendation of the Governance Committee. The Chair is not required to be an independent director.

In addition to matters addressed elsewhere, the Chair shall have the following responsibilities and authority:

- Help set overall leadership and strategic direction of the Company;
- Help delineate, in consultation with the Chief Executive Officer and the Board, responsibilities of the Board and management;
- Authorized to call special meetings of stockholders;
- Preside at meetings of stockholders;
- Authorized to call special meetings of the Board;
- Preside at all meetings of the Board (unless conflicted on a matter);
- In collaboration with the Chief Executive Officer and the Lead Independent Director², develop Board meeting agendas, and communicate with independent Board members to ensure that matters of interest are being included;
- If an independent director, chair and set agendas for executive sessions of independent directors (unless conflicted on a matter);
- With the Chief Executive Officer, represent the Board in outreach to key constituencies;
- Work with the Lead Independent Director on investor outreach;
- Together with the Lead Independent Director, represent the Board in interactions and negotiations with any company making an acquisition proposal or proxy contest for control of the Board; and
- Evaluate the Chief Executive Officer's performance, in coordination with the HR and Compensation Committee.

7. **Lead Independent Director**

At all times when the Chair of the Board is not an independent director, the Board shall have a "Lead Independent Director" who shall be an "independent" director. In the event the Chair is an independent director and the Board elects not to have a Lead Independent Director, the Chair shall have the responsibilities and authority (as applicable) of the Lead Independent Director. At the Board meeting which typically follows the Annual Meeting of Stockholders, if the Board has determined to appoint a Lead Independent Director, (i) the Governance Committee shall recommend the Board member who would serve as Lead Independent Director for the next term, and (ii) the Lead Independent Director shall be elected by a vote of

² As used herein, "Lead Independent Director" should be read as "Lead Independent Director (if such position is filled by the Board pursuant to paragraph C.7.)"

the independent members of the Board. An individual shall serve as the Lead Independent Director for a one-year period. In general, the Board expects that a Lead Independent Director will serve two consecutive terms, but the independent members of the Board may extend a Lead Independent Director's length of service (on a year-by-year basis) up to four consecutive terms. No Lead Independent Director shall serve more than four consecutive terms.

In addition to matters discussed elsewhere, the Lead Independent Director shall have the following responsibilities and authority:

- Pursuant to Section 26 of the Bylaws, the Lead Independent Director is hereby designated to preside at all meetings of the Board at which the Chair of the Board is not present;
- In collaboration with the Chair of the Board and the Chief Executive Officer, develop agendas for Board meetings, and communicate with independent directors to ensure that matters of interest are being included on agendas for Board meetings;
- Communicate with independent directors and with management to affirm that appropriate briefing materials are being provided to Board members sufficiently in advance of Board meetings to allow for proper preparation and participation at such meetings;
- Pursuant to Section 21(c) of the Bylaws, the Lead Independent Director shall have the ability, with the concurrence of at least one additional Board member, to call special meetings of the Board;
- Lead investor outreach from an independent director perspective;
- Together with the Chair of the Board, represent the Board in interactions and negotiations with any company making an acquisition proposal or proxy contest for control of the Board; and
- Lead the Board in governance matters, coordinating with the Governance Committee.

8. Directors Who Change Their Job Responsibilities

Any Board member, including a Board member who is employed by the Company, who changes his or her principal employment or experiences other material changed circumstances that could potentially affect his or her performance as a Board member shall submit a written notice of such changed circumstances to the Chair of the Board, the Chair of the Governance Committee and the Company's Corporate Secretary.³

The Chair of the Governance Committee, in consultation with the Company's Corporate Secretary, shall determine whether such changed circumstances could pose a conflict of interest, diminish the Board member's effectiveness as a Board

³ As used herein, "Corporate Secretary" shall include his or her designee, as appropriate.

member or otherwise be competitive or detrimental to the Company. In his or her discretion, the Chair of the Governance Committee may refer the matter to the Governance Committee (and shall refer the matter to the Governance Committee in the event the Chair of the Governance Committee has questions or concerns as to whether it is appropriate for the Board member to continue his or her Board membership), in which case the Governance Committee shall evaluate the appropriateness of that Board member's continued Board membership under the new circumstances.

If the Governance Committee believes that it is not appropriate for the Board member to continue his or her Board membership, the Governance Committee shall so report to the Board and make a recommendation that the Board member tender his or her resignation, and that the Board accept the tendered resignation. In such a case, the Board in its discretion will determine whether such member should continue to serve as a Board member.

9. **Other Directorships**

A Board member who has received an invitation to join another company's board shall inform the Chair of the Board, the Chair of the Governance Committee (or another Governance Committee member if such Board member is the Chair of the Governance Committee) and the Corporate Secretary prior to accepting such an offer. The Board member considering such an offer shall provide to the Governance Committee information about the company making the offer, the information requested in the bullet points below, and such other information as the Governance Committee shall request. The disinterested members of the Governance Committee shall then determine whether, in their view, it is appropriate for the Board member to accept such an offer. If the Board member disagrees with the finding of the Governance Committee that acceptance of such an offer is inappropriate, he or she may request that the full Board review the finding of the Governance Committee. If a Board member decides to accept such an offer after an adverse determination by the Governance Committee, and if the decision of the Governance Committee has been reviewed and approved by the Board, such Board member shall, immediately prior to accepting such offer, tender his or her resignation from the Board. Failure to tender a resignation pursuant to the terms of this policy shall be grounds for removal of such Board member for cause. Factors the Governance Committee and Board may consider in determining the appropriateness of the Board member accepting such an offer include the following:

- Whether the new directorship will or may lead to conflicts of interest or the appearance thereof;
- Issues related to actual or potential competition between QUALCOMM and the other company;
- Whether having the Board member accept such an offer may reflect unfavorably on the Company;
- The total number of boards on which such Board member serves;

- The anticipated time commitment relating to service on other boards, including the typical number of meetings held by the other boards annually and the location of such companies and their board meetings; and
- The anticipated time commitment relating to his or her employment, if any, particularly if he or she serves as an executive officer of a public company.

Among the other criteria listed under “Board Member Criteria” above, the other boards on which a nominee serves may also influence the Governance Committee’s determination as to whether to recommend a potential nominee for election or re-election to the Board. The policies set forth in this paragraph C.9 shall not apply to service on the boards of companies that are affiliates (such as subsidiaries) of companies at which the Board member currently serves as a director or executive officer; provided the affiliated entity is not a public company and does not present any of the above issues.

The determination of whether it is appropriate for a Board member to accept an invitation to serve on the board of a non-profit corporation or on an advisory board shall be made in accordance with the process set forth in C.8 above (regarding directors who change job responsibilities).

Generally, no Board member shall serve on the board of directors of more than four public companies (including QUALCOMM); provided, however, if a Board member is currently serving as, or is later appointed as, an executive officer of a public company (other than on an interim basis), that Board member shall not serve on the boards of more than two public companies (including QUALCOMM and, if applicable, the company of which they are serving as an executive officer). The Governance Committee may consider individual circumstances, pro and con, in the application of these limitations, as well as whether a reasonable grace period should be allowed for an individual to obtain the necessary compliance.

10. **Term Limits/Retirement Age**

No term limits or retirement age for Board members have been established. The Governance Committee/Board will evaluate each Board member’s effectiveness during his or her prior terms before nominating such Board member for reelection, recognizing the need to balance the benefits of continuity of Board composition with the periodic injection of fresh perspectives provided by new members.

11. **Majority Voting**

As set forth in the Bylaws, other than in a Contested Election (as defined in the Bylaws), any incumbent nominee for director who receives a greater number of "withhold" votes than votes "for" his or her election shall promptly tender his or her resignation from the Board and all committees thereof, subject to acceptance by the Board. As set forth in the Bylaws, the Governance Committee shall assess the appropriateness of such nominee continuing to serve as a Board member and

shall recommend to the Board the action to be taken with respect to such tendered resignation.

12. **Director Resignations, Retirements and Refusals to Stand for Re-Election**

A Board member who wishes to resign or retire or refuse to stand for re-election to the Board must notify the Company through written notice submitted to the Chair of the Board, the Chair of the Governance Committee and the Corporate Secretary of the Company.

D. BOARD MEETINGS AND MATERIALS

1. **Frequency of Board Meetings; Attendance**

Currently, the Board has at least four regular meetings each year, with additional meetings as necessary or otherwise deemed appropriate. The Board considers its current meeting schedule to be adequate, but the number of regular meetings may be adjusted as necessary to meet changing conditions and needs. A calendar of Board meetings will be developed and circulated as far in advance as practicable. Members are expected to attend all meetings barring special circumstances.

2. **Selection of Agenda Items for Board Meetings**

The Chair of the Board, together with the Chief Executive Officer and appropriate members of management, develops the agenda for Board meetings in collaboration with the Lead Independent Director. The agenda is circulated in advance of the meeting and Board members may suggest additional items for consideration.

3. **Board Member Orientation; Continuing Education**

The Company will provide orientation materials and facilitate appropriate meetings to acquaint new Board members with the business, history, current circumstances, key issues and top managers of the Company. Board members are also encouraged to participate in continuing education programs related to director duties and responsibilities. The Board has assigned the responsibility for identifying potential continuing education programs to the Governance Committee. The Company will reimburse reasonable costs and expenses of attendance at continuing education programs that are reasonably related to the Board member's service on the Board or current or anticipated committee service.

4. **Board Materials Distributed in Advance**

As much information and data as practical and appropriate on the meeting agenda items and the Company's financial performance shall be sent to Board members in advance of meetings.

5. **Board Access to Senior Management and Outside Advisors**

All Board members shall have access to senior management, with the expectation that such contact would be minimally disruptive to the business operations of the Company. The Chief Executive Officer is encouraged to invite to Board meetings senior managers who can provide additional insight into business matters being discussed and those with high future potential who should be given personal exposure to members of the Board.

It is normally expected that information regarding the Company's business and affairs will be provided to the Board by the Company's management and the Company's outside advisors. However, the Board (as an entity) has the authority to retain and consult with outside financial, legal or other advisors of its choice as it deems appropriate, with funding provided by the Company.

6. **Executive Sessions of Independent Directors**

At each meeting of the Board, the agenda shall generally include an executive session with only independent directors. The executive sessions shall be chaired by the Chair of the Board (if the Chair is an independent director) or the Lead Independent Director. In advance of such meetings the Chair of the Board (if an independent director) and the Lead Independent Director may communicate with non-employee Board members to develop an agenda of issues for discussion in the executive sessions.

E. **BOARD COMMITTEES**

1. **Number of Committees**

The current standing Board committees are: the Audit Committee, the HR and Compensation Committee, and the Governance Committee. Members of all standing committees shall be "independent" under applicable guidelines. The Board considers its current committee structure to be appropriate, but the number and scope of committees may be revised as appropriate to meet changing conditions and needs.

2. **Frequency and Length of Committee Meetings**

Committee Chairs may call meetings when they deem it necessary. Committee meetings may be as frequent and as long as needed.

3. **Committee Agenda**

The agenda for committee meetings is developed by committee Chairs in consultation with appropriate members of management. The agenda for each meeting is circulated in advance of the meeting and committee members may suggest additional items for consideration.

4. **Assignment and Rotation of Committee Members**

The Governance Committee is responsible for reviewing and recommending to the Board the assignment of Board members to various committees, it being the goal of the Company that each independent director serve on at least one Board committee. The Governance Committee will also recommend to the Board, subject to applicable membership requirements and as practical, an appropriate rotation process to ensure diversity of Board member experience and variety of exposure to the affairs of the Company.

F. **MANAGEMENT AND BOARD REVIEW AND RESPONSIBILITY**

1. **Selection of the Chief Executive Officer**

The Board elects the Chief Executive Officer in the manner and based on the criteria that it deems appropriate and in the best interests of the Company given the circumstances at the time of such election.

2. **Formal Evaluation of the Chief Executive Officer**

Each year, the Chair of the Board and the Chair of the HR and Compensation Committee will conduct a formal evaluation of the Chief Executive Officer's performance based on appropriate quantitative and qualitative criteria.

3. **CEO Succession Planning**

The Chief Executive Officer will annually review succession planning with the Board (with respect to Chief Executive Officer succession) and the HR and Compensation Committee (with respect to other Executive Officer succession) and provide the Board with a continuing current recommendation as to succession in the event of the Chief Executive Officer's departure, including disability or death.

4. **Board Interaction with Institutional Investors, the Media and Customers**

Subject to the authority and responsibilities of the Chair of the Board and the Lead Independent Director (as addressed above), the responsibility for communications and relationships on behalf of the Company with institutional investors, the media and customers should be management's.

5. **Assessing the Performance of the Board and Directors**

On an annual basis, the Board will conduct a formal assessment of its overall effectiveness and performance, and each committee will conduct a formal assessment of its overall effectiveness and performance.

In addition, at least every three years, the Governance Committee will conduct an assessment of the overall effectiveness of each individual Board member.

6. **Board Compensation Review**

Each year, the HR and Compensation Committee of the Board will review the Board's compensation in relation to its peer companies and, as appropriate, other companies. Compensation for non-employee Board members will be approved by the HR and Compensation Committee, subject to any budgets or other limitations established from time to time by the Board.

7. **Code of Business Conduct and Code of Ethics**

Members of the Board shall act at all times in accordance with the requirements of the Company's Code of Business Conduct and its Code of Ethics, which shall be applicable to each Board member in connection with his or her activities relating to the Company. This obligation shall at all times include, without limitation, adherence to the Company's policies with respect to conflicts of interest, compliance with applicable governmental laws, rules and regulations, honest and ethical conduct, and prompt internal reporting of any violations of the Code of Business Conduct or the Code of Ethics. Any waiver of the requirements of the Code of Business Conduct or the Code of Ethics with respect to any individual Board member shall be reported to, and be subject to the approval of, the Board. The Board expects Board members (as well as officers and employees) to acknowledge their understanding of, and adherence to, the Code of Business Conduct and the Code of Ethics on an annual basis.

G. **STOCK OWNERSHIP GUIDELINES**

1. **Stock Ownership Guidelines for Directors**

Non-employee Board members are required to hold a number of shares of the Company's common stock with a value equal to five times the annual cash retainer for Board service paid to U.S. residents. Non-employee Board members are required to achieve this ownership guideline within five years of joining the Board. In addition to the preceding ownership guidelines, all Board members are expected to own shares of the Company's common stock within one year of joining the Board.

2. **Stock Ownership for Executive Officers**

The Company's stock ownership guidelines for its executive officers are determined as a multiple of the executive officer's base salary, with the size of the multiple based on the individual's position. The guideline for the Company's Chief Executive Officer is ten times annual base salary. The guideline for the Company's President (if such person is not also the Company's Chief Executive Officer) is three times annual base salary. The guideline for the other executive officers is two times annual base salary. The guidelines are initially calculated using the executive officer's base salary as of the date he or she becomes an executive officer. The guidelines are re-calculated whenever an executive officer's base salary changes. Executive officers are required to hold a number of shares of the Company's

common stock with a value equal to the stock ownership guideline for their position. Executive officers are required to achieve this ownership guideline within five years of becoming an executive officer or promotion to a position with a higher multiple requirement.

3. **Implications of Non-Compliance**

In the event an executive officer or non-employee Board member does not achieve the applicable stock ownership guideline by the applicable deadline, he or she will be required to retain an amount equal to one hundred percent of the net shares received upon issuance of any deferred or restricted stock units counted toward the applicable guideline until the guideline has been achieved and fifty percent of the net shares received upon issuance of any other equity award or upon option exercise until the applicable guideline has been achieved. “Net shares” are those shares that remain after shares are sold or netted to pay any withholding taxes and, in the case of stock options, the exercise price. This requirement to retain all or a portion of net shares also applies in the event the Company’s common stock price declines and causes the individual’s previous ownership to fall short of the guideline.

H. ATTENDANCE AT ANNUAL STOCKHOLDER MEETINGS

Board members are encouraged to attend annual meetings of stockholders and should attend absent unavoidable conflicting personal or professional commitments.

I. COMMUNICATION WITH STOCKHOLDERS

Stockholders of the Company should be provided a means of communicating with the members of the Board. Stockholders wishing to communicate with the Board, a committee of the Board or one or more members of the Board should provide their communication to the Corporate Secretary. The Corporate Secretary may, in his or her discretion, screen communications that are commercial, substantially duplicative, frivolous, threatening or, in his or her judgment, otherwise inappropriate. Subject to the foregoing, upon receipt of stockholder communications for the Board, a committee of the Board or one or more Board members, the Corporate Secretary should direct the communication to the intended recipient(s), as appropriate. The Corporate Secretary should maintain records of communications received and the disposition of such communication.

As amended effective July 9, 2024