

**Motorola Solutions, Inc.**  
**Director Independence Guidelines**  
**(as amended October 17, 2013)**

The Motorola Solutions Board of Directors (the “Board”) has established guidelines to assist it in determining director independence for directors of Motorola Solutions, Inc. (the “Company”).

To be considered independent under the “NYSE Rules”, the Board must affirmatively determine that a Director has no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). The Board has established the following guidelines to assist it in determining director independence. The Board will review director independence annually prior to the annual meeting of shareholders, upon any changes to a director’s status, and for a new director, at the time a new director joins the Board. To facilitate the independence review, each non-employee director must complete an Independence Questionnaire.

Disqualifying Relationships

The Board will apply all of the following NYSE Rules to determine director independence. In certain circumstances noted below, the Company’s policy on director independence is more stringent than the applicable NYSE Rule. The following director-company relationships are collectively referred to as “Disqualifying Relationships” and a director will not be independent if:

Disqualifying Relationships under the NYSE Rules

1. The director is, or has been within the last four<sup>1</sup> years, an employee of the Company, or an immediate family member is, or has been in the last three years, an executive officer of the Company;
2. The director has received, or has an immediate family member who has received, during any twelve-month period within the last four<sup>1</sup> years, more than \$120,000 in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);
3. (A) The director, or an immediate family member is a current partner of a firm that is the Company's internal or external auditor, (B) the director is a current employee of such a firm; (C) the director has an immediate family member who is a current employee of such a firm and personally works on the Company’s audit; or (D) the director or an immediate family member was within the last four<sup>1</sup> years (but is no longer) a partner or employee of such a firm and personally worked on the Company's audit within that time;

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<sup>1</sup> The Company extended the NYSE three year look back to a four year look back.

4. The director or an immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of the Company's present executive officers at the same time serves or served on that company's compensation committee; and
5. The director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last four<sup>1</sup> fiscal years, exceeds the greater of \$1 million, or 2% of such other company's consolidated gross revenues.

Other Disqualifying Relationships Adopted by the Board of Directors:

6. The director has a contract to provide services in his or her personal capacity (e.g., legal, consulting, accounting, financial advisory or real estate services) to the Company or any of the Company's executive officers. This does not include services provided to the Company as a director or committee member. Nor does it include contracts between the Company (or its executive officers) and businesses with which the director or an immediate family member is employed or affiliated, a circumstance governed by the other provisions of these guidelines; and
7. The director is employed as an executive officer of another company where any of the Company's present executive officers at the same time serves on that company's board of directors.

Additional Independence Standards Adopted by the Board of Directors

The Board has adopted the following standards, which if met will not impair a director's independence:

1. The ownership of shares of the Company by a director or a director's immediate family member.
2. Company matches of charitable contributions made by employees or directors under the Company's or the Motorola Solutions Foundation's matching gift programs.
3. Contributions or payments within the previous three years from the Company to a charitable organization (including a foundation), a university, or other not-for-profit organization, of which a director or an immediate family member of a director is an officer, director, trustee or employee, will not impair independence unless:
  - i. it is to an entity that the director or the director's spouse currently is an officer, director or trustee, and held such position at the time of the contribution, and

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<sup>1</sup> The Company extended the NYSE three year look back to a four year look back.

- ii. it was in an amount which exceeded the greater of \$1,000,000 or 2% of such entity's annual consolidated gross revenues (or equivalent measure).<sup>2</sup>
- 4. Indebtedness of the Company to a bank or similar entity of which a director or a director's immediate family member is a director, officer, employee or 10% Owner will not impair independence, unless:
  - i. the director or the director's spouse is an executive officer or 10% Owner of such entity and he or she held that position at any time during the previous twelve months, and
  - ii. the total amount of the Company's indebtedness during the previous twelve months is more than 5% of the total consolidated assets of such entity in its last fiscal year.
- 5. Except as expressly provided in the Disqualifying Relationship concerning personal services contracts set forth above, and excluding relationships with the Company's independent auditors, any other business relationships between a director or a director's immediate family member, such as consulting, legal or financial advisory services provided to the Company will not impair independence, unless:
  - i. the director or the director's spouse is a partner, officer or 10% Owner of the company or firm providing such services, and he or she held such position at any time during the previous twelve months, and
  - ii. the services that were provided during the previous twelve months were in an amount which, in the company's or firm's last fiscal year, exceeded the greater of \$1 million or 2% of such company's or firm's consolidated gross revenues.
- 6. The Company's ownership of voting stock of a company of which the director or the director's immediate family member is a director, officer, employee or 10% Owner will not impair independence, unless:
  - i. the director or the director's spouse is an executive officer of that company, and
  - ii. the Company is currently a 10% Owner of that company.

#### Other Relationships

If a Board member has a relationship that exceeds the thresholds established in the standards above or is a significant relationship that is not covered by the standards, and that relationship is not a Disqualifying Relationship, the Board members who satisfy the independence guidelines may make a determination, based on the specific facts and circumstances, that the relationship in

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<sup>2</sup> As required by the NYSE, the Company will disclose in its annual proxy statement any contribution from the Company to any tax-exempt organization in which any independent director serves as an executive officer if, within the preceding three years, contributions in any single fiscal year by the Company to the organization exceeded the greater of \$1 million, or 2% of such tax exempt organization's consolidated gross revenues.

question is not a material relationship which would impair a director's independence. Any such determination will be disclosed in the Company's proxy statement.

### Defined Terms

The Company includes Motorola Solutions, Inc. and its subsidiaries, including the Motorola Solutions Foundation.

10% Owners are owners who directly or indirectly have a 10% or greater equity or voting interest in an entity.

Immediate family members are the director's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone (other than domestic employees) who shares the director's home.