

**Motorola Solutions, Inc.**  
**Compensation and Leadership Committee Charter**  
**(as approved by the Board on November 13, 2014)**

**Committee Purpose**

The Compensation and Leadership Committee is appointed by the Board of Directors (“Board”) for the primary purposes of:

- Assisting the Board in overseeing the management of the Company’s human resources including:
  - compensation and benefits programs;
  - Chief Executive Officer (“CEO”) performance and compensation; and
  - executive development and succession, and diversity efforts.
- Overseeing the evaluation of management.
- Reviewing and discussing with management the Compensation Discussion and Analysis Report (“CD&A”) required to be included in the Company’s annual proxy statement and making a recommendation to the Board on the inclusion of the CD&A in the annual proxy statement for each annual meeting.
- Preparing the report of the Committee required to be included in the Company’s annual proxy statement for each annual meeting.
- Reviewing significant risk exposure as it relates to the Committee’s areas of responsibility.

**Committee Structure**

1. The Committee will be composed of directors, each of whom will have and maintain independence from management of the Company in accordance with the standards required by the Company’s director independence guidelines, by the New York Stock Exchange, and as defined under Rule 16b-3 of the Securities Exchange Act of 1934 and Section 162(m) of the Internal Revenue Code of 1986, as amended.
2. Members of the Committee are appointed by resolution of the Board; members shall serve until their successors shall be duly elected and qualified or until their earlier death, resignation or removal, with or without cause, at the discretion of the Board.
3. The Board shall appoint one member of the Committee to act as the Chair. The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the Committee. The Chair shall be responsible for leadership of the Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.

4. The Committee shall have the authority to establish its own rules and procedures, consistent with the bylaws of the Company, for notice and conduct of its meetings should the Committee, in its discretion, deem it desirable to do so.
5. The Committee may, in its reasonable discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee and management, as appropriate.
6. The Committee will meet at least four times per year. The Committee may include in its meetings members of the Company's management, other Board members or outside consultants.

### **Committee Authority**

1. The Committee may, in its sole discretion, to the extent it deems necessary and appropriate, retain or obtain the advice of a compensation consultant, independent legal counsel or other advisor (each an "Advisor") and approve the terms of any such engagement and the fees of such Advisor. The Committee will be directly responsible for the appointment, compensation and oversight of the work of any Advisor retained by the Committee. The Committee will receive appropriate funding, as determined by the Committee, from the Company for payment of: (i) reasonable compensation to any Advisor retained by the Committee as described above, or (ii) ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its duties.

### **Committee Responsibilities**

The Committee will have direct responsibility to perform the following duties:

1. Review and oversee the Company's total rewards philosophy, including review of the Company's compensation and benefit programs for market competitiveness, capability to attract and retain key executive and employee talent and overall effectiveness and alignment with the interests of shareholders.
2. Review whether compensation and benefit programs for Company management incentivize inappropriate or excessive risk taking and provide input to management on such risks.
3. Approve new incentive-compensation plans and equity-based plans or amend, suspend or terminate such existing plans, as the Committee deems appropriate.
4. Approve any Company plan, policy or arrangements providing for deferred compensation, retirement benefits or medical benefits, or to amend, suspend or terminate such plans, policies or arrangements, as the Committee deems appropriate. The Committee shall have the sole discretion to delegate to such person or committee as it may determine the authority to manage, administer, amend, or, in connection with an acquisition, approve for employees of the acquired business, but not suspend or terminate any such plan, policy or arrangement,

but only to the extent consistent with procedures contained in or contemplated by the constituent plan documents.

5. Annually, in connection with CEO compensation, the Committee shall:
  - Review and approve corporate goals and objectives.
  - Evaluate the performance of the CEO in light of (i) the corporate goals and objectives and (ii) the Company's financial performance.
  - Determine and approve CEO compensation.
  - Review proposed CEO compensation with the Board and obtain concurrence of the independent directors on CEO compensation.
6. Determine the appropriate comparator companies for the Company's compensation programs.
7. Evaluate the overall performance and approve the compensation of officers subject to Section 16 of the Securities Exchange Act of 1934, as amended, other than the CEO, and of officers who are members of the senior leadership team of the Company as designated by the CEO.
8. Oversee the evaluation of management.
9. Make all approvals necessary under Section 16 of the Securities Exchange Act of 1934, as amended, Section 162(m) of the Internal Revenue Code and other regulatory provisions.
10. Review and encourage the adoption of programs that provide for the identification and development of executives and other critical talent with emphasis on senior management and CEO succession matters and report periodically to the Board on succession planning.
11. Receive from management and review recommendations for changes in the senior officer positions in the Company and make recommendations to the Board regarding election of officers.
12. Periodically review the initiatives and the results being achieved for bringing global gender and ethnic diversity into the Company's workforce, management and business practices.
13. Review and approve the CEO joining the board of directors of another public company.
14. Review and discuss annually with management the CD&A and make a recommendation to the Board on the inclusion of the CD&A in the Company's annual proxy statement.
15. Prepare the report of the Committee required for inclusion in the Company's proxy statement for each annual meeting.

16. Prior to selecting a compensation consultant, legal counsel or advisor, the Committee shall consider the independence from management of such compensation consultant, legal counsel or advisor, and such other factors as the Committee deems relevant or may be required by applicable law or stock exchange listing standards.
17. Review the risk exposure of the Company related to the Committee's areas of responsibility and provide input to management on such risks.
18. Review and assess at least annually the adequacy of this Compensation and Leadership Committee Charter and recommend any proposed changes to the Board and direct management to make a current copy of the Charter available on the Company's external website.
19. Make appropriate reports and recommendations to the Board.
20. The Committee will participate in the Board's annual performance evaluation of the Committee.

**Nothing contained in this Charter is intended to alter or impair the operation of the "business judgment rule" as interpreted by the courts under the Delaware General Corporation Law. Further, nothing contained in this Charter is intended to alter or impair the right of the members of the Committee to rely, in discharging their oversight role, on the records of the Company and on other information presented to the Committee, Board or Company by its officers or employees or by outside experts.**