

Motorola Solutions, Inc.
Board Governance Guidelines
(as amended October 17, 2013)

These Board Governance Guidelines, adopted by the Board of Directors (the “Board”) of Motorola Solutions, Inc. (the “Company”), together with the Company’s certificate of incorporation, bylaws, Board committee charters, director independence guidelines, Board Principles of Conduct and related person transactions policy form the framework for governance by the Board.

Role of the Board and Management

The Board is elected by and responsible to the shareholders. The Company’s business is conducted by its employees, managers and officers, under the direction of the chief executive officer (the “CEO”) to enhance the long-term value of the Company for its shareholders. The Board oversees the business of the Company, including CEO and senior management performance and risk management to assure that the long-term interests of the shareholders are being served.

Board and Shareholder Meetings

1. Number of Meetings. The Board will have at least six meetings each year.
2. Attendance. Board members are expected to attend the Annual Meeting of Shareholders and all meetings of the Board and committees on which they serve. Directors must notify the Chairman of the Board of circumstances preventing attendance at a meeting.
3. Meeting Materials. The Company will provide Directors appropriate preparatory materials in advance of a meeting and Directors are expected to review such materials in advance of the meeting.
4. Agenda. The Chairman of the Board will establish a schedule of subjects to be discussed during the year and an agenda for each Board meeting. Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free to raise, at any Board meeting, subjects that are not on the agenda for that meeting. On a regular basis, the Board will review the Company’s performance, corporate strategy, and leadership. The Lead Independent Director will discuss agenda items with the Chairman of the Board, as applicable.
5. Executive Session. The non-employee Directors will meet periodically in executive session. The Board’s non-employee Director Chair or Lead Independent Director, as the case may be, will preside at these meetings and report any formal action taken in executive session to the Company’s Secretary.

6. Meeting Participation. With the permission of the Chairman of the Board or, in the case of an executive session, the non-employee Director Chair or Lead Independent Director, Directors may participate in a meeting being held in-person by a secure teleconference call or similar means. When determining if permission will be granted, confidentiality protection will be considered.

7. Use of Advisors. The Board and each committee have the power to hire, at the expense of the Company, independent legal, financial, compensation or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

8. Advisory Vote on Executive Compensation. Effective with the Company's 2009 Annual Meeting of Stockholders, a management proposal related to executive compensation in the form approved by the Board will be submitted annually to stockholders for a non-binding vote.

Board Committees

1. Committees. The Board will have, at all times, an Audit Committee, a Compensation and Leadership Committee and a Governance and Nominating Committee. The Board will have additional standing, ad hoc and temporary committees as appropriate.

2. Committee Member Selection. The Governance and Nominating Committee will survey all Directors annually on committee experiences and propose a slate of chairs and members of all committees to the Board. All of the members of the Audit Committee, the Compensation and Leadership Committee and the Governance and Nominating Committee will be independent directors under the criteria established by the New York Stock Exchange and by the Company's director independence guidelines, and will also be independent within the meaning of any securities, tax or other law, SEC rule, or listing requirement that may respectively apply to any such committee members.

3. Committee Charters. Each standing committee will have its own charter. The charters will set forth the purposes and responsibilities of the committees, the obligation to report to the Board, and if relevant, specific membership requirements. Annually each committee will review its charter and will propose any changes for approval of the Board.

4. Committee Meetings. The committee chair, in consultation with the Chairman of the Board and appropriate members of management, will determine the frequency and length of the committee meetings and the agenda, taking into consideration committee charter requirements, and any New York Stock Exchange listing requirements, SEC rule or other law. Other standing or ad hoc and temporary committees will meet as necessary as determined by the committee chair or as directed by the Board.

Director Qualifications

1. Selection. The Governance and Nominating Committee, with input from the Chairman of the Board, is responsible for recommending to the Board (i) persons to be nominated by the Board for election at the Company's Annual Meeting of Shareholders, and (ii) nominees for Board membership to fill vacated or newly created positions on the Board. The invitation to join the Board shall be extended by the Board itself via the Chairman.
2. Number of Directors. The Board will not exceed 16 members.
3. Independence. At least two-thirds of the Directors will meet the criteria for independence required by the Company's director independence guidelines and by the New York Stock Exchange or any other applicable regulatory requirement ("Independent Directors").
4. Board Composition. In selecting Directors, the Board will review and consider many factors, including experience, in the context of the Board's needs, integrity, leadership, diversity, ability to exercise sound judgment, existing time commitments, years to retirement age and independence.
5. Management Directors. The Board believes it is appropriate to include one or more members of the Company's management on the Board.
6. Chairman of the Board; Lead Independent Director. The Board will annually elect a Chairman of the Board by majority vote of the Independent Directors. Both Independent Directors and management directors are eligible to be appointed the Chairman of the Board. If the Chairman of the Board is not an Independent Director, the Board shall designate one of the Independent Directors to be the Lead Independent Director. The Lead Independent Director will (i) preside at all meetings of the Board at which the Chairman of the Board is not present, including executive sessions, (ii) advise on Board meeting agendas, materials and schedules and assess the quality, quantity and timeliness of the information provided to the Board by management to assist the Board in performing its oversight duties; (iii) act as liaison between the independent directors and the Chairman of the Board and management by, among other things, regularly consulting with the Independent Directors who serve as committee chairs and making recommendations to the Chairman concerning the retention and supervision of outside consultants retained by the full Board; (iv) be available to speak on behalf of the Company when requested by the Chairman of the Board or the Board; (v) as requested, assist the Chairman of the Board in performing Board responsibilities and (vi) perform such other duties as the Board determines.
7. Retirement. Directors shall tender their resignation from the Board at the Annual Meeting of Shareholders following their 72nd birthday.. Directors who are

members of management will retire from the Board upon retirement from the Company. The CEO may remain on the Board after retirement from the Company with the approval of the Board.

8. Directors Who Change Their Present Job Responsibilities. A Director shall offer, in writing, to resign if there is a significant change in his or her personal circumstances, including a fundamental change in his or her job responsibilities. The Chairman of the Governance and Nominating Committee may recommend, to the full Board, acceptance or rejection of such an offer after consultation with the Governance and Nominating Committee members and the Chairman of the Board.

9. Directors Who Fail to Receive a Majority of “For Votes”. If, in a non-contested election of directors at a meeting of shareholders held in accordance with the Company’s bylaws, the number of shares voted “For” an incumbent Director does not exceed the number of votes cast “Against” that incumbent Director (an “Against Vote”), that incumbent Director shall promptly tender his or her resignation to the Chairman of the Board following certification of the stockholder vote.

The Governance and Nominating Committee will promptly consider the resignation submitted by an incumbent Director receiving an Against Vote and recommend to the Board whether to accept the tendered resignation or reject it. In considering whether to accept or reject the resignation, the Governance and Nominating Committee will consider all factors deemed relevant, including without limitation, the underlying reasons for the Against Vote, the length of service and qualifications of the Director whose resignation has been tendered, the Director’s contributions to the Company, compliance with listing standards, and these Board Governance Guidelines. The Director who tenders his or her resignation will not participate in the Board’s decision with respect to that resignation.

The Board will act on the Governance and Nominating Committee’s recommendation within 90 days following certification of the shareholder vote, which action may include, without limitation, acceptance of the tendered resignation, adoption of measures designed to address the issues underlying the Against Vote, or rejection of the tendered resignation. Following the Board’s decision on the Governance and Nominating Committee’s recommendation, the Company will promptly publicly disclose the Board’s decision and process (including, if applicable, the reasons for rejecting the tendered resignation) in a periodic or current report filed with the Securities and Exchange Commission.

10. Joining Other Boards. Directors should advise the Chairman of the Board and the Chairman of the Governance and Nominating Committee in advance of accepting an invitation to serve on another board. Directors may serve on no more than three other public company boards (other than affiliates of such other public companies). The Board recognizes that the critical consideration is the Director’s availability to fulfill his or her responsibilities as a Director. The Compensation and Leadership Committee is

responsible for reviewing and approving management Directors joining another public company board.

Board and Committee Assessment

The Governance and Nominating Committee is primarily responsible to drive the process to assess the Board and its committees on an annual basis. At a minimum, the assessment will address the overall effectiveness, achievement of mission, discharge of responsibilities, structure, meetings, processes, relationships with management and Board and committee development.

Director Access to Management

1. General Access. Directors shall have full and complete access to management of the Company, and if desired, without supervisors of such management present. Directors will be provided opportunities to meet with senior management during the year, including during site visits and at industry events.

2. Board and Committee Meetings. Either at the request of the Board or as recommended by the Chairman of the Board, senior management and other employees will make presentations to, or be included in, discussions at Board and committee meetings.

Communications to the Board

All communications to the Board, the Chairman of the Board, Lead Independent Director, the non-management Directors or any individual Director, must be in writing and addressed to them c/o Secretary, Motorola Solutions, Inc., 1303 East Algonquin Road, Schaumburg, IL 60196 or by email to boardofdirectors@motorolasolutions.com.

Director Compensation

1. Non-Employee Directors. Non-employee Directors and committee chairs shall receive reasonable compensation for their services to be determined by the Board upon recommendation of the Governance and Nominating Committee. The amount of compensation for non-employee Directors and committee chairs shall be consistent with market practices of other similarly situated corporations. In determining compensation, the Governance and Nominating Committee will consider the impact on the Director's independence and objectivity.

2. Employee Directors. Directors who are employees receive no additional pay for serving as Directors.

Director Stock Ownership

Directors are expected to own stock or stock units with a value of five times the director's annual retainer by the later of (i) November 9, 2016, or (ii) within five years of joining the Board¹. Directors are required to hold all shares paid or awarded by the Company until termination of service.

Director Orientation and Continuing Education

All Directors must review and familiarize themselves with the Company's orientation materials and participate in any orientation program designed to provide the Directors with information to assist them in discharging their duties. Directors are required to continue educating themselves about the Company and the industries in which it participates.

CEO Evaluation and Management Succession

The Compensation and Leadership Committee will conduct an annual review of the CEO's performance, as set forth in its charter. Led by the Lead Independent Director, the Board will review the Compensation and Leadership Committee's report in order to confirm that the CEO is providing effective leadership for the Company in the long and short-term.

The Compensation and Leadership Committee should periodically report to the Board on succession planning. The entire Board will work with the Compensation and Leadership Committee, or a special committee designated by the Board, to nominate and evaluate potential successors to the CEO. The CEO should, at all times, make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

Shareholder Rights Plan Policy

The Company reserves the right of its Board, by a majority vote of its independent directors in their exercise of their fiduciary duties, to determine, in light of the circumstances then existing, that it would be in the best interests of the Company and its shareholders to adopt a new shareholder rights plan without prior shareholder approval. Under such circumstances, the Board may adopt a new shareholder rights plan; provided, however, if a shareholder rights plan is adopted by the Board without prior shareholder approval, the plan must provide that it shall expire within 12 months from its effective date unless ratified by the Company's shareholders.

¹ Until such time as the obligation to own five times the annual retainer has passed, the previous requirement of four times the annual retainer within five years of joining the board will remain in effect for all members of the Board on November 9, 2011.