

**Motorola, Inc.**  
**Board Governance Guidelines**  
**(as amended November 12, 2008)**

These Board Governance Guidelines, adopted by the Board of Directors of Motorola, Inc., together with the Corporation'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 of Directors of the Corporation is elected by and responsible to the shareholders. Motorola's business is conducted by its employees, managers and officers, under the direction of the chief executive officer (the "CEO") and the oversight of the Board, to enhance the long-term value of the Corporation for its shareholders. The Board of Directors monitors the performance of the CEO and senior 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 Effectiveness. The Corporation 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 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 Corporation's performance, corporate strategy, and leadership. The Lead Director will discuss agenda items with the Chairman, as applicable.
5. Executive Session. The non-employee Directors will meet periodically in executive session. The Board's non-employee Director Chair or Lead Director, as the case may be, will preside at these meetings.
6. Meeting Participation. With the permission of the Chairman of the Board, acting chair or the non-employee Director Chair or Lead Director, in the case of an

executive session, 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 Corporation, independent legal, financial, compensation or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Corporation in advance.

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

### **Board Committees**

1. Mandatory Committees. The Board will have, at all times, an Audit and Legal Committee, a Compensation and Leadership Committee and a Governance and Nominating Committee. All of the members of these committees will be independent Directors under the criteria established by the New York Stock Exchange. In addition, all of the members of the Audit and Legal Committee also will be independent under Section 301 of the Sarbanes-Oxley Act of 2002.

2. Other Committees. The Board will have additional standing, ad hoc and temporary committees as appropriate. 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.

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. The Board will review the charter of each standing committee annually.

4. Committee Meetings. Each mandatory committee will meet at least four times per year. 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 Corporation'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 15 members.
3. Independence. The Board will have a majority of Directors who will meet the criteria for independence required by the New York Stock Exchange or any other applicable regulatory requirement.
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. The Board believes it is appropriate to include some members of management on the Board.
5. Retirement. Directors will retire at age 72. Directors who are members of management will retire from the Board upon retirement from Motorola. The CEO may remain on the Board after retirement from Motorola with the approval of the Board.
6. 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 Committee members and the Chairman of the Board.
7. 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 Corporation'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 Corporation, 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 Corporation 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.

8. 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. The Board recommends that Directors serve on no more than three other public company boards. The Board recognizes that the critical consideration is the Director's availability to fulfill his or her responsibilities as a Director. Exceptions must be approved by the entire Board on the recommendation of the Governance and Nominating Committee. 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.

### **Five-Year No-Fault Director Review**

On each successive fifth anniversary of joining the Board, the Chairman of the Board and the Chairman of the Governance and Nominating Committee will conduct a no-fault review of each Director. During the no-fault review, the Director's continued service on the Board will be considered by the Board and the Director.

### **Director Access to Management**

1. General Access. Directors shall have full and complete access to management of the Corporation, 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, 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 of Directors, the non-employee Chair, Lead Director, the non-management Directors or any individual Director, must be in writing

and addressed to them c/o Secretary, Motorola, Inc., 1303 East Algonquin Road, Schaumburg, IL 60196 or by email to [boardofdirectors@motorola.com](mailto:boardofdirectors@motorola.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 four times the director's annual retainer within five years of joining the Board.

### **Director Orientation and Continuing Education**

All Directors must participate in the Corporation's orientation program. The orientation program is designed to provide Directors with information to assist them in discharging their duties. Directors are required to continue educating themselves about the Corporation 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. The Board of Directors will review the Compensation and Leadership Committee's report in order to confirm that the CEO is providing effective leadership for the Corporation 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 Corporation 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 Corporation 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 Corporation's shareholders.