

Motorola, Inc.
Director Independence Guidelines

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

To be considered independent under the "NYSE Rules", the Board must determine that a Director does not have any direct or indirect material relationship with Motorola. 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 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 under the NYSE Rules

The Board will apply all of the following NYSE Rules to determine director independence. The following director-company relationships are collectively referred to as "Disqualifying Relationships":

- o The director is, or has been within the last three years, an employee of Motorola, or an immediate family member is, or has been in the last three years, an executive officer of Motorola;
- o The director has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than \$120,000 in direct compensation from Motorola, 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);
- o (A) The director, or an immediate family member is a current partner of a firm that is Motorola'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 Motorola's audit; or (D) the director or an immediate family member was within the last three years (but is no longer) a partner or employee of such a firm and personally worked on Motorola's audit within that time;
- o The director or an immediate family member is employed, or has been within the last three years employed as an executive officer, of another company where any of Motorola's present executive officers at the same time serves or served on that company's compensation committee; and

- o 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, Motorola for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million, or 2% of such company's consolidated gross revenues.

Categorical Standards Adopted by the Board of Directors

The Board has adopted the following categorical standards to assist it in determining the independence of its members.

- o Contributions or payments (including the provision of goods or services) from Motorola 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 the following are applicable: the contribution or payment (excluding Motorola matches of charitable contributions made by employees or directors under Motorola's or the Motorola Foundation's matching gift programs) is to: (i) 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, (ii) was made within the previous three years and (iii) was in an amount which, in the entity's last fiscal year prior to the year of the contribution or payment, exceeded the greater of \$300,000 or 5% of such entity's consolidated gross revenues (or equivalent measure).¹
- o Indebtedness of Motorola 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 the following are applicable: (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 Motorola's indebtedness during the previous twelve months is more than five percent of the total consolidated assets of such entity in its last fiscal year.
- o Other business relationships between a director or a director's immediate family member, such as consulting, legal or financial advisory services provided to Motorola will not impair independence unless the following are applicable: (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)

¹ As required by the NYSE, Motorola will disclose in its annual proxy statement any contribution from Motorola 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 Motorola to the organization exceeded the greater of \$1 million, or 2% of such tax exempt organization's consolidated gross revenues.

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. This does not include business relationships with Motorola's independent auditors because those relationships are covered by the applicable Disqualifying Relationship discussed above.

- o Motorola'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 the following are applicable: (i) the director or the director's spouse is an executive officer of that company and (ii) Motorola is currently a 10% Owner of that company.
- o The ownership of Motorola shares by a director or a director's immediate family member will not be considered to be a material relationship which would impair a director's independence.

Other Relationships

If a Board member has a relationship that exceeds the thresholds established in the categorical standards above or is a significant relationship that is not covered by the categorical 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 question is not a material relationship which would impair a director's independence. Any such determination will be disclosed in Motorola's proxy statement.

Defined Terms

Motorola includes Motorola, Inc. and its subsidiaries, including the Motorola 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.

**Revised September 11, 2008 to
reflect NYSE rule changes.**