

**Compensation and Leadership Committee Charter**  
**(as approved by the Board on January 29, 2009)**

**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;
  - 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 ("CDA") 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.

**Committee Structure and Governance**

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 New York Stock Exchange and as defined under Rule 16b-3 of the Securities Exchange Act of 1934 and IRC Code Section 162(m).
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 also appoints one member 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 delegate to subcommittees and, as appropriate, management based on its reasonable judgment.
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 will have the sole authority, to the extent it deems necessary and appropriate, to retain and terminate any compensation consultants, outside counsel or other advisors, including sole authority to approve the firm's or advisor's fees and other retention terms.
2. The Committee will receive appropriate funding, as determined by the Committee, from the Company for payment of: (i) any compensation advisors employed 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 Evaluation**

The Committee will participate in the Board's annual performance evaluation of the Committee.

### **Committee Responsibilities**

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

1. Review and oversee the Company's total rewards philosophy and review 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. Approve new incentive-compensation plans and equity-based plans or amend, suspend or terminate such existing plans, as the Committee deems appropriate.
3. Approve any Motorola, Inc. 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.

4. Annually, in connection with CEO compensation, the Committee shall
  - Review and approve corporate goals and objectives;
  - Determine the appropriate comparator companies for the Company's compensation programs;
  - Evaluate the performance of the CEO in light of (i) the corporate goals and objectives and (ii) the Company's financial performance, including shareholder return as compared with the identified comparator companies;
  - Determine and approve CEO compensation levels based on these evaluations and after considering the value of similar incentive awards to CEOs at the identified comparator companies and the awards given to the CEO in past years; and
  - Review proposed CEO compensation with the Board and obtain concurrence of the independent directors on CEO compensation.
5. 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.
6. Oversee the evaluation of management.
7. 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.
8. 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.
9. Receive from management and review recommendations for changes in the senior management positions in the Company and make recommendations to the Board regarding election of officers.
10. Periodically review the initiatives and the results being achieved for bringing global gender and ethnic diversity into Motorola's workforce, management and business practices.

11. Review and approve the CEO joining the board of directors of another public company.
12. 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.
13. Prepare the report of the Committee required for inclusion in the Company's proxy statement for each annual meeting.
14. Review and assess at least annually the adequacy of this Compensation and Leadership Charter and recommend any proposed changes to the Board of Directors and direct management to make a current copy of the Charter available on the Motorola external website.
15. Make appropriate reports and recommendations to the Board of Directors.

**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 of Directors or Company by its officers or employees or by outside experts.**