notice of 2026

Annual Meeting

of shareholders and proxy statement

May 18, 2026 | 10:00am CT | Virtual Meeting

MOTOROLA SOLUTIONS

Dear Fellow Motorola Solutions Shareholder:**

At Motorola Solutions, our purpose is safety and security. We are defined by a mission: to provide our customers across public safety, defense and enterprise with technology leadership that enables people, property and places to be safer. The need for resilient, real-time intelligence has never been greater, and Motorola Solutions is committed to building, connecting and supporting the technologies that help address the world's rapidly evolving and increasingly complex challenges.

We believe that architecture resiliency is the foundational difference that sets Motorola Solutions apart. Grounded in our mission-critical communications expertise, we enable the connectivity platform and services that integrate the best of land mobile radio, broadband and mobile ad-hoc networks (MANET) to support our customers with scale, security and reliability.

Reflecting on 2025, I'm proud of our execution, with our leadership evident in another year of outstanding financial performance. We achieved revenue of approximately $11.7 billion, representing 8% growth, and generated $2.8 billion in operating cash flow, representing 19% growth. We also ended the year with a record backlog of $15.7 billion. These results, supported by a solid balance sheet, provide us with the flexibility to invest.

A cornerstone of our value creation is our disciplined capital allocation. In 2025, Motorola Solutions deployed over $8 billion across strategic acquisitions, research and development, capital expenditures and direct shareholder returns:

- $4.9 billion in strategic acquisitions, including the largest in Motorola Solutions' history with Silvus Technologies. Silvus expanded our intelligent network footprint with high-speed MANET for defense and public safety, at a time when global investments in drones and unmanned systems are rising. Our other 2025 acquisitions strengthened our capabilities in cloud-native 911 solutions, AI-powered workflow software and remote video monitoring.
- $970 million in research and development and $265 million in capital expenditures to deliver next-generation technologies such as Assist, our mission-critical AI, and SVX, our body-worn assistant that converges secure voice, video and AI. We maintain rigorous oversight of our AI strategy, guiding the development of these high-stakes technologies with our highest standards to enable accuracy, accountability and transparency.
- $1.9 billion in shareholder returns, including $1.2 billion in share repurchases and $728 million in dividends, while increasing our dividend by 11%.

We continue to invest in our global workforce of approximately 23,000 while also proactively refreshing our Board, adding five new independent directors in the last four years. We remain focused on the opportunities ahead, centered on building a safer future for the customers and communities we serve. Thank you for your continued investment and support.

Gregory Q. Brown
Chairman and CEO

PRINCIPAL EXECUTIVE OFFICES:
500 West Monroe Street
Chicago, Illinois 60661

April 2, 2026

NOTICE OF 2026 VIRTUAL ANNUAL MEETING OF SHAREHOLDERS

Annual Meeting Date: Monday, May 18, 2026
Time: 10:00 a.m. Central Time
Virtual Meeting Site: *www.virtualshareholdermeeting.com/MSI2026*

This year's virtual annual meeting (the "Annual Meeting") will be held entirely online via live audio webcast. The Annual Meeting will begin promptly at 10:00 a.m. Central Time. For more information regarding how to attend the Annual Meeting online, please see the section titled "User's Guide" on page 84 of this Proxy Statement. Shareholders will be able to listen, vote, and submit questions from their home or from any remote location that has internet connectivity. There will be no physical location for shareholders to attend. Shareholders may only attend, vote, and submit questions during the Annual Meeting by logging in at *www.virtualshareholdermeeting.com/MSI2026* and entering the 16-digit control number included in their Notice of Internet Availability of Proxy Materials (the "Notice"), voting instruction form, or proxy card. Shareholders who hold shares through the Motorola Solutions 401(k) Plan may attend and submit questions during the Annual Meeting and may only vote shares held through the Motorola Solutions 401(k) Plan in advance of the Annual Meeting as described in this Proxy Statement, but may not vote such shares virtually at the Annual Meeting.

The purpose of the meeting is to:

1. elect the eight director nominees named in this Proxy Statement for a one-year term;
2. ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2026;
3. hold a shareholder advisory vote to approve the Company's executive compensation; and
4. act upon such other matters as may properly come before the Annual Meeting.

Only Motorola Solutions shareholders of record at the close of business on March 19, 2026 (the "record date") will be entitled to notice of, and to vote at, the meeting or any adjournment or postponement thereof. The Notice, which contains instructions regarding how to access this Proxy Statement, the proxy card and the Company's 2025 Annual Report, is first being mailed to shareholders on or about April 2, 2026. In addition, this Proxy Statement, the proxy card and the Company's 2025 Annual Report will be available on or about April 2, 2026 at *www.ProxyVote.com*.

If you are a "street name" shareholder (meaning that your shares are registered in the name of your broker, bank or other nominee), you will receive instructions from such bank, broker or other nominee describing how to vote your shares.

By order of the Board of Directors,

Kristin L. Kruska

Kristin L. Kruska
Secretary

REVIEW YOUR PROXY STATEMENT AND VOTE IN ONE OF FOUR WAYS:

ONLINE BEFORE THE MEETING
visit *www.ProxyVote.com*

BY MAIL
If you received a printed copy of the proxy card, mark, sign, date and return the proxy card using the postage-paid envelope provided.

BY TELEPHONE
Use the toll-free telephone number listed on your proxy card.

ONLINE AT THE VIRTUAL ANNUAL MEETING*
Attend the virtual Annual Meeting at *www.virtualshareholdermeeting.com/MSI2026*

THIS MEETING WILL TAKE PLACE ONLINE ONLY. THERE IS NO PHYSICAL LOCATION. In order to attend the meeting as a shareholder, you will need the 16-digit control number included on your Notice, proxy card or voting instruction form. *Shareholders who hold shares through the Motorola Solutions 401(k) Plan may attend and submit questions during the Annual Meeting and may only vote shares held through the Motorola Solutions 401(k) Plan in advance of the Annual Meeting as described in this Proxy Statement, but may not vote such shares virtually at the Annual Meeting.

TABLE OF CONTENTS

PROXY STATEMENT

PROXY STATEMENT SUMMARY

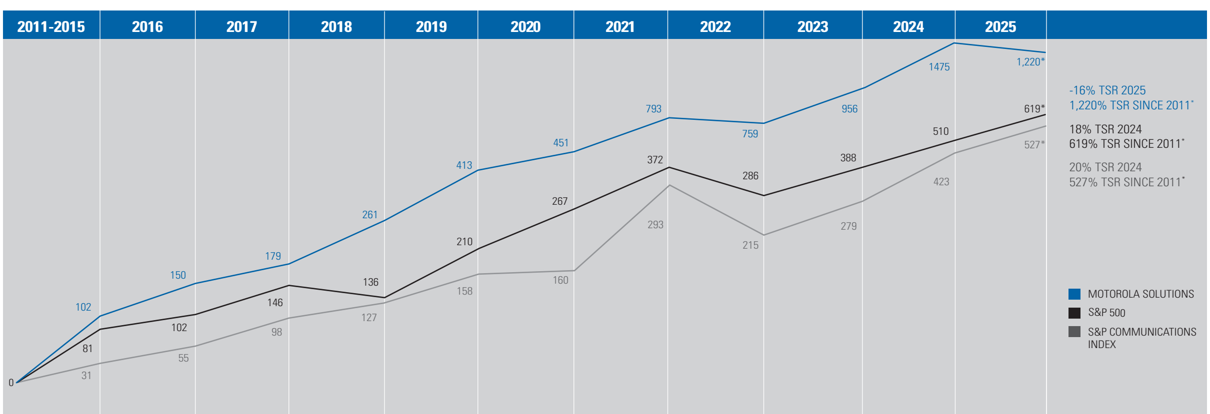
This proxy statement (the "Proxy Statement") is being furnished to holders of common stock, $0.01 par value per share (the "Common Stock") of Motorola Solutions, Inc. ("we," "our," "Motorola Solutions," "MSI" or the "Company"). Proxies are being solicited on behalf of the Board of Directors of the Company (the "Board") to be used at the 2026 Annual Meeting of Shareholders (the "Annual Meeting") to be held virtually at *www.virtualshareholdermeeting.com/MSI2026* on Monday, May 18, 2026 at 10:00 a.m. Central Time, for the purposes set forth in the Notice of 2026 Virtual Annual Meeting of Shareholders. This Proxy Statement is dated April 2, 2026 and is being distributed to shareholders on or about April 2, 2026.

WHAT IS MOTOROLA SOLUTIONS?

Motorola Solutions' business is safety and security. Every day our approximately 23,000 employees work to deliver on our commitment of helping to create safer communities, safer schools, safer hospitals, safer businesses, and ultimately, safer nations. We are a global leader in mission-critical safety and security technologies for public safety, government, including defense, and enterprise customers, grounded in nearly 100 years of close customer and community collaboration. Headquartered in Chicago, we design and advance technology for more than 100,000 customers in over 100 countries. We are driven by our goal to make everywhere safer for all.

PERFORMANCE AND ACCOMPLISHMENTS

TOTAL SHAREHOLDER RETURN (in percent)



PERFORMANCE HIGHLIGHTS SINCE 2011

1,220% TOTAL SHAREHOLDER RETURN*

51% REDUCTION IN SHARE COUNT

$23.0 BILLION IN CAPITAL RETURN

* Based on the split adjusted closing price of MSI common stock on December 31, 2010 and the closing price of MSI common stock on December 31, 2025, illustrating the growth of an initial investment of $100 on December 31, 2010, including payment of dividends.

2025 HIGHLIGHTS

- Grew sales 8% to record $11.7 billion
- Achieved record sales in both segments and all three technologies
- Increased operating earnings by 11% and diluted earnings per share by 38%
- Ended year with record backlog of $15.7 billion
- Increased quarterly dividend 11% to $1.21 per share
- Generated $2.8 billion of operating cash flow
- Launched our body-worn assistant, SVX, that converges secure voice, video and artificial intelligence ("AI"), and Assist, our mission-critical AI
- Capital allocation of cash included $4.9 billion for acquisitions, $1.2 billion of share repurchases and $728 million of dividends
- Closed our largest acquisition, Silvus Technologies Holdings Inc. ("Silvus"), a leader in software-defined high-speed mobile ad-hoc network (MANET) technology that enables highly secure data, video and voice communications without the need for fixed infrastructure
- Closed three other acquisitions in our Command Center and Video Security and Access Control technologies
- Issued $2 billion of long-term senior notes and entered into $1.5 billion of term loans to fund the acquisition of Silvus, and repaid $322 million of debentures due in 2025
- Ended 2025 with approximately 6,630 granted patents and approximately 690 patent applications pending
- Employees volunteered over 125,000 hours and donated more than $1.5 million to nearly 5,000 causes around the world
- Voted #1 Best Workplaces for Innovators 2025 by Fast Company
- Named to TIME: World's Best Companies of 2025
- Named to Forbes: Most Trusted Companies in America 2025
- Named to Newsweek: America's Most Responsible Companies 2025

2026 ANNUAL MEETING OF SHAREHOLDERS

- **Date and Time:** Monday, May 18, 2026, 10:00 a.m. Central Time
- **Virtual Meeting Site:** *www.virtualshareholdermeeting.com/MSI2026*
- **Record Date:** March 19, 2026
- **Voting:** Shareholders as of the close of business on the record date are entitled to vote. Each share of common stock is entitled to one vote for each director nominee and one vote for each of the other proposals to be voted on.
- **Online meeting only:** No physical location

Items To Be Voted On	Our Board's Recommendation
Election of Eight Director Nominees Named in this Proxy Statement for a One-Year Term (page 9)	FOR
Ratification of the Appointment of PricewaterhouseCoopers LLP as the Company's Independent Registered Public Accounting Firm for 2026 (page 32)	FOR
Advisory Approval of the Company's Executive Compensation (page 33)	FOR

DIRECTOR NOMINEE HIGHLIGHTS (page 9)

Name	Director Since	Indep.	Other Public Co. Boards	Position	Board Committees (as of April 2, 2026)*			
					Audit	Comp.	Gov. & Nom.	Exec.
Gregory Q. Brown	2007		0	Chairman and CEO, Motorola Solutions, Inc.				C
Nicole Anasenes	2024	✓	1	Former Chief Financial Officer and Senior Vice President, Finance, ANSYS, Inc.	C			✓
Kenneth D. Denman	2017	✓	1	Managing Director, Sway Ventures		✓	C	✓
Dr. Ayanna M. Howard	2022	✓	1	Dean of the College of Engineering at The Ohio State University	✓			
Mark E. Lashier	2025	✓	1	Chairman and Chief Executive Officer, Phillips 66			✓	
Peter A. Leav	2026	✓	0	Senior Advisor, TPG Inc.		✓		
Elizabeth D. Mann	2024	✓	0	Executive Vice President and Chief Financial Officer, Verisk Analytics, Inc.	✓			
Joseph M. Tucci	2017	✓	1	Chairman of Bridge Growth Partners		C	✓	✓

C = Chair of Committee

* Mr. Mondre, who has been a valuable member of the Board during his tenure, has not been nominated for re-election at the Annual Meeting, and his term on the Board will expire at the conclusion of the Annual Meeting. As such, Mr. Mondre is not included in the director tables in the "Proxy Statement Summary" section of this Proxy Statement.

DIRECTOR NOMINEE STATISTICS

Independence	Average Tenure	Average Age
88%	**5** Years	**61** Years

SKILLS AND EXPERIENCE OF DIRECTOR NOMINEES

Skills & Experience Summary	Brown	Anasenes	Denman	Howard	Lashier	Leav	Mann	Tucci
Relevant industry experience	✓	✓	✓	✓		✓		✓
Public company CEO, division CEO or CFO	✓	✓	✓		✓	✓	✓	✓
Financial and accounting expertise	✓	✓	✓	✓	✓	✓	✓	✓
Technology experience	✓	✓	✓	✓	✓	✓	✓	✓
Cybersecurity and privacy experience	✓	✓	✓	✓		✓		
Software and services business experience	✓	✓	✓	✓		✓	✓	✓
Global business experience	✓	✓	✓		✓	✓	✓	✓
Government, public policy or regulatory experience	✓			✓	✓	✓		✓
Private equity, investment banking or capital allocation experience	✓	✓	✓	✓	✓	✓	✓	✓
Public company board experience	✓	✓	✓	✓	✓	✓		✓
Human capital management experience	✓	✓	✓	✓	✓	✓	✓	✓

Skills and Experience Detail:

Relevant industry experience – Directors who possess an understanding of financial, operational and strategic issues facing public safety agencies, defense organizations and enterprises bring valuable insight to our business.

Public company CEO, division CEO or CFO – Directors who have served in relevant public company senior leadership positions bring unique experience and perspective to our business.

Financial and accounting expertise – Directors with a deep understanding of financial markets, accounting principles and methodologies and financial reporting processes are well-suited to oversee our financial position, results of operations and related financial reporting.

Technology experience – Directors with experience in innovation and technology, including engineering and AI across video and software platforms, are strategically equipped to help our business in "Solving for safer" to help protect people, property and places.

Cybersecurity and privacy experience – Directors with experience in cybersecurity and data privacy risk bring valued perspective to our delivery of mission-critical systems that help our public safety, defense, critical infrastructure and enterprise customers detect and protect against these threats.

Software and services business experience – Directors with experience in software and services are uniquely positioned to manage our business's growing focus on software and recurring services.

Global business experience – Directors with experience overseeing non-U.S. operations, global business cultures and multicultural customer preferences assist in managing our global operations and supply chain, supporting customers in over 100 countries around the world.

Government, public policy or regulatory experience – Directors with U.S. and multi-national government affairs, policy or regulatory experience are uniquely qualified to provide guidance to our business, which primarily serves governmental entities.

Private equity, investment banking or capital allocation experience – Directors with private equity, investment banking or capital allocation experience are particularly skilled to help address our business's complex financial transactions.

Public company board experience – Directors who currently serve, or have served, on other public company boards, maintain a thorough understanding of corporate governance practices and policies and assist in maintaining relationships between the corporate board and senior management.

Human capital management experience – Directors with experience managing people and teams, including with respect to recruitment, retention, development and compensation, provide strategic value in overseeing our human capital management efforts, as we operate in a competitive talent market, particularly with respect to software and cloud computing infrastructure engineers, as well as employees in data science and AI.

GOVERNANCE HIGHLIGHTS (page 14)

- 7 of our 8 director nominees are independent, including all committee members
- All members of our Audit Committee qualify as "audit committee financial experts"
- Lead Independent Director
- Regular executive session meetings of independent directors
- Annual election of directors
- Annual director self-assessment process
- No supermajority voting provisions in our organizational documents
- No "poison pill"
- Robust oversight of risk
- Director Independence Guidelines
- Majority voting standard in uncontested director elections
- 20% threshold for shareholder right to call special meeting
- Shareholder right to act by written consent
- Succession planning
- Proactive shareholder engagement

EXECUTIVE COMPENSATION PROGRAM HIGHLIGHTS (page 34)

- Pay-for-performance and at-risk compensation
  - A significant portion of our targeted annual compensation is performance-based and/or subject to forfeiture ("at-risk"), with emphasis on variable pay to reward short- and long-term performance measured against pre-established objectives informed by the Company's strategy. For 2025, performance-based compensation comprised approximately 96% of the targeted annual compensation for our CEO and, on average, approximately 86% of the targeted annual compensation for our other NEOs.
- Compensation aligned with shareholder interests
  - Performance measures for incentive compensation are linked to the overall performance of the Company and are designed to be aligned with the creation of long-term shareholder value.
- Emphasis on future pay opportunity vs. current pay
  - Our long-term incentive awards are equity-based, use multi-year vesting provisions to encourage retention, and are designed to align our NEOs' interests with long-term shareholder interests. For 2025, long-term equity compensation comprised approximately 86% of the targeted annual compensation for our CEO and, on average, approximately 70% of the targeted annual compensation for the other NEOs.
- Retention of independent compensation consultant
- Annual "say on pay" vote
- No tax gross-up provisions
- A recoupment "clawback" policy for compensation paid to certain officers
- Robust stock ownership guidelines for directors and officers
- An Insider Trading Prohibitions Policy that prohibits, among other things, our directors and officers from engaging in any pledging, short sales, hedging or other derivative transactions involving our securities
- "Double trigger" severance benefits in the event of a change in control
- No repricing of options without shareholder approval
- No excessive perquisites

CORPORATE RESPONSIBILITY AT MOTOROLA SOLUTIONS

Corporate responsibility is embedded in our strategy and operations. We have an Executive Management Governance Team, co-chaired by two members of our management's Executive Committee, that develops and implements strategies and programs across our global organization to responsibly shape our corporate impact. Our program centers around the following six pillars:

Environment

We strive for a greener future by setting waste reduction and recycling goals, promoting environmental education and implementing sustainable practices within our operations.

Human Capital Management

Investing in the growth and development of our people is vital to creating an environment where employees know that their work matters, are recognized for their contributions and feel a sense of belonging.

Our Business

At the heart of what we do is purpose-driven innovation, using technology and a deep understanding of customers' needs to solve problems. We empower end users to protect and serve their communities.

Supply Chain

We are committed to responsible sourcing and maintaining high ethical standards throughout our supply chain. We understand that acting with integrity enables us to consistently deliver for our customers.

Community Engagement

The Motorola Solutions Foundation has collaborated with numerous organizations to foster meaningful impact in communities worldwide.

Governance and Compliance

Our commitment to high standards of ethics, transparency and accountability are upheld through our well-established governance and compliance programs.

In addition to our efforts preparing for upcoming regulations in a number of areas, the following is a sampling of our efforts in 2025, organized across our six pillars:

Environment	• As previously disclosed, we revised our GHG reduction goal to 58.8% reduction in global absolute Scope 1 and Scope 2 market-based emissions by 2034, compared to a 2024 baseline, taking into consideration updated guidance from the SBTi organization and changes to our business through acquisitions and outsourcing. • Our Chicago, Illinois headquarters continues to maintain its LEED Gold certification, ENERGY STAR recognition, and BOMA 360 designation, underscoring our commitment to high-performing and sustainable buildings. • At our Schaumburg, Illinois facilities, our adjustments to building automation systems produced substantial quarterly savings. Our Fault Detection and Diagnostic (FDD) program identified further HVAC inefficiencies which we remediated, highlighting technology's pivotal role in fostering sustainable operations. • At our Elgin, Illinois facility, we advanced operational sustainability through participation in the ComEd Strategic Energy Management (SEM) program. This partnership supports continuous improvement by identifying low- and no-cost energy-saving opportunities, enhancing operational efficiency. • We upgraded three Northern Illinois facilities with high-efficiency Camfil HFESMV11 filtration. We expect this upgrade to save 271,246 kWh annually across the three sites, equivalent to avoiding 246.35 metric tons of CO_2e. These long-life filters also reduce maintenance costs and downtime, and improve indoor air quality and HVAC system longevity. We are currently evaluating wider deployment of this technology to expand energy savings and enhance environmental performance globally. • Our Allen, Texas facility partnered with Oncor to implement targeted Energy Conservation Measures (ECMs), such as optimizing HVAC control logic to eliminate simultaneous heating and cooling. These initiatives improved energy efficiency, saving an estimated 130,625 kWh, which equates to approximately 92.6 metric tons of CO_2e avoided. • One of our Penang, Malaysia facilities initiated implementation of an 890-kWp solar photovoltaic (PV) system to support our transition to renewable energy, expected to be fully executed in 2026. The system is expected to generate about 104,000 kWh of clean energy per month, reducing reliance on grid electricity and contributing to our global carbon reduction goals.
Supply Chain	• We further enhanced business continuity and resiliency in our supply chain by optimizing supply and operations at locations closer to our customers. • Throughout the year, our supply chain human rights experts reviewed our supply chain practices, participated in industry initiatives and shared best practices. This included our continued participation in the Responsible Business Alliance (RBA) through industry collaboration, working groups, and conferences. • We upheld our commitment to fostering economic opportunities within the communities we serve, spending nearly $500 million with small business partners. • We evaluated for risk 100% of our direct material suppliers, representing 80% of our direct material spend. • We audited 100% of our direct material suppliers that were evaluated as "high risk."

Human Capital Management	• We launched a new unified Motorola Solutions Learning Center program for employees, customers and partners, which offers personalized, self-paced, and in-person product training to help accelerate familiarity with our products and services, contributing to the addition of over 60,000 new users. • Our eight business councils maintained high employee engagement, supporting our objective to enable networking and engagement across the Company. • We hosted more than 250 employee events and initiatives to foster inclusion and belonging across the Company. • During Mental Health Awareness Month, we provided a paid mental health day for all employees globally to invest in their well-being. • More than 9,000 connections were made through the "Meet a Motorolan" networking initiative designed to connect employees across different teams and functions.
Community Engagement	• In 2025, our philanthropic arm, the Motorola Solutions Foundation (the "Foundation"), donated $13 million to more than 5,700 charitable organizations around the globe. • Through the Foundation's strategic grants program, over $10 million was awarded to 170 organizations in 22 countries supporting first responder programs and technology/engineering education. Of that over $10 million, $1.9 million supported first responder mental health programs. • About 1 in 2 employees either donated or volunteered, with employee-generated giving raising more than $1.5 million. • During the course of the year, employees logged 125,000+ volunteer hours, an 18% year-over-year increase. • Over 6,500 employees participated in our annual "volunteer-a-thon," Global Months of Service, a 7% year-over-year increase. • On Giving Tuesday, the Foundation provided nearly all employees with $25 USD (or the local currency equivalent) to donate to an eligible charitable organization of their choice.
Our Business	• We maintained ISO/IEC 27001 certification for our information security management system, including ISO/IEC 27017 and 27018 extensions for cloud security and protection of personal data in the cloud within defined scopes. We also maintained ISO/IEC 27701 certification for our privacy information management system and ISO 22301 certification for our business continuity management system (BCMS) within defined scopes. • We developed "AI labels" (a first for public safety and enterprise security products) to provide clear, concise information about how AI is used in our safety and security technologies. • We released our Responsible Technology Blueprint, outlining our approach and principles for responsible design and technology stewardship. • We are pursuing ISO 42001 certification (AI Management System) for independent, externally certified validation of our Responsible AI & Technology Stewardship Program.
Governance and Compliance	• Mark E. Lashier was appointed to our Board of Directors, and more recently, Peter A. Leav was appointed to our Board of Directors as well. • As a defense contractor, we obtained a Level 2 certification from the Department of Defense's Cybersecurity Maturity Model Certification (CMMC) program, which demonstrates our commitment to protecting federal information. • We created and implemented a global whistleblower policy that aligns with applicable national and local laws, enhancing protection and confidentiality for reporters. • 100% of our new vice presidents received a one-on-one briefing from our Vice President of Ethics & Compliance. • In February 2025, we met our initial European Union AI Act milestone on AI literacy and prohibited practices.

OUR BOARD

PROPOSAL NO. 1 — ELECTION OF EIGHT DIRECTOR NOMINEES NAMED IN THIS PROXY STATEMENT FOR A ONE-YEAR TERM

Proposal Number 1 of this Proxy Statement enables you to vote on the members of your Board.* We open the Proxy Statement with this proposal because we believe there is no more important vote than that of electing the fiduciaries who oversee Motorola Solutions on your behalf.

To inform that vote, we provide you information here on, among other topics:

- **Who our Board is – including their qualifications**
- **How our Board is selected and assessed**
- **How our Board governs the Company**
- **How our Board is organized**
- **How you can communicate with our Board**
- **How our Board is compensated**

OUR BOARD – WHO WE ARE

Our Board has nominated and recommends eight individuals for election to our Board at the Annual Meeting. These individuals are as follows:

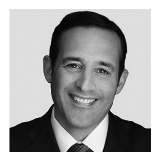

Gregory Q. Brown


Nicole Anasenes


Kenneth D. Denman


Ayanna M. Howard


Mark E. Lashier


Peter A. Leav


Elizabeth D. Mann


Joseph M. Tucci

Our Board believes that each nominee has the skills, experience and personal qualities our Board seeks in its directors, and that the combination of these nominees creates an effective and well-functioning Board, with a multitude of perspectives, viewpoints, backgrounds and professional experiences that best serves our Board, the Company and our shareholders.

Each of the nominees named is currently a director of the Company. The ages shown are current as of the date of this Proxy Statement.

Each of the director nominees (other than Messrs. Lashier and Leav) was elected at the annual meeting of shareholders held on May 15, 2025. As previously announced, on November 18, 2025, the Board increased the number of directors of the Company from seven to eight, and elected Mr. Lashier to serve as a director, effective immediately. Also as previously announced, on March 12, 2026, the Board increased the number of directors of the Company from eight to nine, and elected Mr. Leav to serve as a director, effective immediately after the conclusion of the March 12, 2026 Board and committee meetings. Mr. Mondre has not been nominated for re-election at the Annual Meeting. Mr. Mondre has been a valuable member of the Board during his tenure, and the Board thanks him for his years of service. The size of the Board will be reduced to eight members, effective as of, and contingent upon, the election of the eight director nominees at the Annual Meeting.

Included in each nominee's biography is a description of select key qualifications, experience and characteristics that led our Board to conclude that each nominee is qualified to serve as a member of our Board.

* The number of directors of the Company to be elected at the Annual Meeting is eight. If elected by our shareholders at the Annual Meeting, each director nominee will serve a one-year term ending at the 2027 Annual Meeting of Shareholders. Each director will hold office until such director's respective successor is elected and qualified or until such director's earlier death or resignation. Each of the nominees has consented to being named in this Proxy Statement and to serve as a director if elected. However, if any nominee is not available to serve as a director for any reason at the time of the Annual Meeting, the proxies will be voted for the election of such other person or persons as the Board may designate, unless the Board, in its discretion, reduces the number of directors. The Board has the authority under our amended and restated bylaws ("Bylaws") to increase or decrease the size of the Board and to fill vacancies between Annual Meetings of Shareholders.

GREGORY Q. BROWN

Principal Occupation: Chairman and Chief Executive Officer, Motorola Solutions, Inc.

Age: 65
Director since: 2007
Chairman since: 2011

Mr. Brown joined the Company in 2003, was appointed as Chief Executive Officer of Motorola, Inc. in January 2008, and since May 2011 has been the Chairman and Chief Executive Officer of Motorola Solutions, Inc.

Other Public Company Boards: None

Board Committees: Executive (Chair)

Director Qualifications:

- **Public company CEO, relevant industry, technology, software and services business, cybersecurity and privacy, and human capital management experience** as Chairman and CEO of the Company and former Chairman and CEO of Micromuse, Inc.
- **Financial and accounting expertise, global business, capital allocation, government, public policy, and regulatory experience** as Chairman and CEO of the Company, former chair and board member of the Federal Reserve Bank of Chicago, and former member of the President of the United States' Management Advisory Board
- **Government, public policy, and regulatory experience** as a member of The Business Council, Council on Foreign Relations, Co-chair of Prium, and former member of the Business Roundtable and of the President's National Security Telecommunications Advisory Committee (NSTAC)
- **Public company board experience**

NICOLE ANASENES

Principal Occupation: Former Chief Financial Officer and Senior Vice President, Finance, ANSYS, Inc.

Age: 52
Director since: 2024
Independent

Ms. Anasenes served as Chief Financial Officer and Senior Vice President, Finance of ANSYS, Inc., a developer and provider of engineering simulation software and services, from March 2021 and December 2020, respectively, until February 2024. Ms. Anasenes remained an employee of ANSYS, Inc. until June 2024. Ms. Anasenes also served on the board of ANSYS, Inc. from July 2018 until December 2020. She was Chief Financial Officer and Chief Operating Officer of Squarespace, Inc., a company which sells subscription software to help customers establish and manage their online presence and stores, from 2016 to 2020, and also served as Chief Financial Officer of Infor, a cloud application software company, from 2013 to 2015. Before joining Infor, Ms. Anasenes spent 11 years with IBM in various leadership positions in corporate finance, M&A and market development.

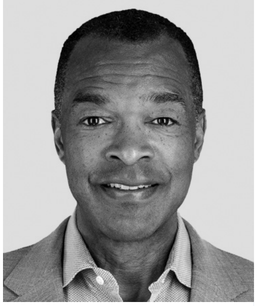
Other Public Company Boards: Fidelity National Information Services, Inc. In the last five years, Ms. Anasenes served on the board of VMware, Inc. from April 2022 to November 2023.

Board Committees: Audit (Chair), Executive

Director Qualifications:

- **Public company CFO** as former CFO of ANSYS, Inc. and former CFO of Squarespace, Inc.
- **Financial and accounting expertise and relevant industry, technology, cybersecurity and privacy, global business, software and services business, private equity, investment banking or capital allocation, and human capital management experience** as former CFO of ANSYS, Inc., former CFO and COO of Squarespace, Inc. and former CFO of Infor
- **Public company board experience**

KENNETH D. DENMAN



Principal Occupation:
Managing Director,
Sway Ventures

Age: 67
Director since: 2017
Lead Independent Director since: 2019
Independent

Mr. Denman is a Managing Director at Sway Ventures, a venture capital firm that invests in early to mid-stage technology companies. He was the Chief Executive Officer and President of Emotient, Inc., a company that uses AI to analyze facial expressions to detect emotions, from 2012 to 2016, when it was acquired by Apple. He also served as the Chief Executive Officer of Openwave Systems Inc. from 2008 to 2011 and as a director from 2004 to 2011. He served as the Chief Executive Officer and President and director of iPass, Inc. from 2001 to 2008 and as its Chairman from 2003 to 2008. Mr. Denman is also a member of the Board of Trustees of Seattle Children's Hospital. He is also the immediate past chair of the University of Washington Foundation's Board of Directors.

Other Public Company Boards: Costco Wholesale Corporation. In the last five years, Mr. Denman served on the boards of LendingClub Corporation from July 2017 to February 2021, and VMware, Inc. from January 2021 to November 2023.

Board Committees: Compensation and Leadership, Governance and Nominating (Chair), Executive

Director Qualifications:

- **Relevant industry, technology, and human capital management experience, and financial and accounting expertise** as former CEO and President of Emotient, Inc. and iPass, Inc. and former CEO of Openwave Systems Inc.
- **Software and services business, and cybersecurity and privacy experience** as former CEO and President of Emotient, Inc. and iPass, Inc. and former CEO of Openwave Systems Inc.
- **Public company CEO experience** as former CEO and President of iPass, Inc. and former CEO of Openwave Systems Inc.
- **Global business experience as** former CEO and President of iPass, Inc., former CEO of Openwave Systems Inc. and former COO – Wireless, of MediaOne International
- **Private equity, investment banking, or capital allocation experience** as a Managing Director of Sway Ventures
- **Public company board experience**

AYANNA M. HOWARD

Principal Occupation:
Dean of the College of Engineering,
The Ohio State University

Age: 54
Director since: 2022
Independent

Dr. Howard is the dean of the College of Engineering at The Ohio State University, as well as a tenured professor in the college's Department of Electrical and Computer Engineering with a joint appointment in Computer Science and Engineering, positions that she has held since 2021. Dr. Howard was also the founder and board president of Zyrobotics, Inc., a non-profit organization that provided AI-powered STEM tools for early childhood education, from January 2020 to January 2025. Dr. Howard held various positions at the Georgia Institute of Technology ("Georgia Tech") from 2005 to 2021, including as the Chair of the School of Interactive Computing from 2018 to 2021, and as the Linda J. and Mark C. Smith Professor, School of Electrical & Computer Engineering from 2015 to 2021. Prior to her time at Georgia Tech, Dr. Howard worked at NASA's Jet Propulsion Laboratory in various roles from 1993 to 2005.

Other Public Company Boards: Autodesk, Inc.

Board Committees: Audit

Director Qualifications:

- **Financial and accounting expertise and private equity, investment banking or capital allocation experience** as the founder of Zyrobotics, Inc., and from her receipt of her M.B.A. from the Drucker Graduate School of Management
- **Government, public policy and regulatory experience** as the dean of the College of Engineering at The Ohio State University and former roles at NASA's Jet Propulsion Laboratory
- **Relevant industry, technology, cybersecurity and privacy, software and services business, and human capital management experience** as the founder of Zyrobotics, Inc., dean of the College of Engineering at The Ohio State University and former roles at NASA's Jet Propulsion Laboratory
- **Public company board experience**

MARK E. LASHIER

Principal Occupation: Chairman and Chief Executive Officer, Phillips 66

Age: 64
Director since: 2025
Independent

Mr. Lashier has served as Chairman and Chief Executive Officer of Phillips 66, a leading integrated downstream energy provider, since May 2024. Prior to his current role, Mr. Lashier served as President and Chief Executive Officer of Phillips 66 from July 2022 to May 2024, and President and Chief Operating Officer of Phillips 66 from April 2021 to July 2022. Prior to his roles at Phillips 66, he was President and Chief Executive Officer of Chevron Phillips Chemical Company LLC ("CPChem"), a joint venture between Phillips 66 and Chevron, from August 2017 to April 2021.

Other Public Company Boards: Phillips 66

Board Committees: Governance and Nominating

Director Qualifications:

- **Public company CEO** as CEO of Phillips 66
- **Financial and accounting expertise, and technology, global business, private equity, investment banking or capital allocation, and human capital management experience** as Chairman and CEO of Phillips 66, former President and COO of Phillips 66 and former President and CEO of CPChem
- **Government, public policy and regulatory experience** as a member of the executive committee of the American Petroleum Institute, board member of the American Fuel and Petrochemical Manufacturers, and member of the Business Roundtable, the Business Council and the National Petroleum Council
- **Public company board experience**

PETER A. LEAV

Principal Occupation: Senior Advisor, TPG Inc.

Age: 55
Director since: 2026
Independent

Mr. Leav has served as Senior Advisor at TPG Inc., a leading global alternative asset manager with a principled focus on innovation, since March 2023. Prior to his current role, Mr. Leav served as President and Chief Executive Officer, and as a director, of McAfee Corp., a computer security software company, from February 2020 to June 2022. From December 2016 to April 2019, Mr. Leav served as President and Chief Executive Officer, and as a director, of BMC Software Inc., an information technology services and enterprise software company. From December 2013 to September 2016, he served as President and Chief Executive Officer, and as a director, of Polycom Inc., a provider of video, voice, and content collaboration solutions. Mr. Leav currently serves as Vice Chairman of the board of directors of Everfox, and as a board member of New Relic, Inc.

Other Public Company Boards: In the last five years Mr. Leav served on the boards of Box, Inc. from June 2019 to July 2022 and McAfee Corp. from February 2020 to June 2022.

Board Committees: Compensation and Leadership

Director Qualifications:

- **Public company CEO** as former CEO of McAfee Corp. and former CEO of Polycom Inc.
- **Financial and accounting expertise, and technology, global business, cybersecurity and privacy, software and services business, private equity, investment banking or capital allocation, and human capital management experience** as Senior Advisor at TPG Inc., former President and CEO of McAfee Corp., former President and CEO of BMC Software Inc., and former President and CEO of Polycom Inc.
- **Government, public policy and regulatory experience** as former President and CEO of McAfee Corp., former President and CEO of BMC Software Inc., former President and CEO of Polycom Inc. and Vice Chairman of the board of directors of Everfox
- **Relevant industry experience** as former President and CEO of Polycom Inc. and Vice Chairman of the board of directors of Everfox
- **Public company board experience**

ELIZABETH D. MANN

Principal Occupation: Executive Vice President and Chief Financial Officer, Verisk Analytics, Inc. ("Verisk")

Age: 50
Director since: 2024
Independent

Ms. Mann is the Executive Vice President and Chief Financial Officer of Verisk, a data analytics company. Ms. Mann joined Verisk in September 2022 from S&P Global Inc., a financial information and analytic services company, where she served as Chief Financial Officer of the Mobility division from March 2022 to August 2022, as Chief Financial Officer of the Ratings division from November 2020 to August 2022 and as senior vice president of capital management from June 2019 to November 2020. Before joining S&P Global Inc., Ms. Mann held several roles of increasing responsibility at Goldman Sachs, including managing director of the firmwide strategy group and the technology, media, and telecom investment banking group. Prior to Goldman Sachs, Ms. Mann was a Moore Instructor and National Science Foundation Postdoctoral Fellow at the Massachusetts Institute of Technology.

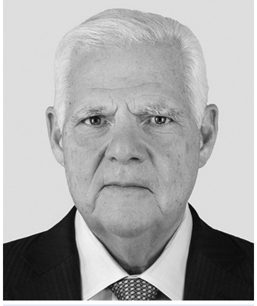
Other Public Company Boards: None

Board Committees: Audit

Director Qualifications:

- **Public company CFO** as CFO of Verisk
- **Financial and accounting expertise, software and services business, global business, private equity, investment banking or capital allocation, and human capital management experience** as CFO of Verisk and former CFO of the Ratings and Mobility divisions of S&P Global Inc.
- **Technology experience** as CFO of Verisk and former managing director of the technology, media, and telecom investment banking group at Goldman Sachs

JOSEPH M. TUCCI



Principal Occupation: Chairman of Bridge Growth Partners

Age: 78
Director since: 2017
Independent

Mr. Tucci is the Chairman of Bridge Growth Partners. He is a founder, served as director from September 2016 to July 2022, and as the Co-Chairman and Co-Chief Executive Officer from September 2016 to February 2019, of GTY Technology Holdings Inc., a software-as-a-service company that offers a cloud-based suite of solutions for the public sector in North America. Mr. Tucci was the Chairman and Chief Executive Officer of EMC Corporation, a provider of enterprise storage systems, software, and networks. He was EMC's Chairman from January 2006 and Chief Executive Officer from January 2001 until September 2016, when Dell Technologies acquired the company.

Other Public Company Boards: Paychex, Inc. In the last five years, Mr. Tucci also served on the board of GTY Technology Holdings, Inc. from September 2016 to July 2022.

Board Committees: Compensation and Leadership (Chair), Governance and Nominating, Executive

Director Qualifications:

- **Public company CEO, technology, global business, software and services business, and human capital management experience, and financial and accounting expertise** as former Chairman, CEO and President of EMC Corporation
- **Relevant industry, and private equity experience** as former Co-CEO and Co-Chairman of GTY Technology Holdings, Inc. and founding member and current Chairman of Bridge Growth Partners
- **Government, public policy, and regulatory experience** as a former member of the Business Roundtable and Chair of its Task Force on Education and the Workforce and as a former member of the Technology CEO Council
- **Public company board experience**

RECOMMENDATION OF THE BOARD

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR THE ELECTION OF THE EIGHT NOMINEES NAMED HEREIN AS DIRECTORS. UNLESS OTHERWISE INDICATED ON YOUR PROXY, YOUR SHARES WILL BE VOTED FOR THE ELECTION OF SUCH EIGHT NOMINEES AS DIRECTORS.

OUR BOARD'S QUALIFICATIONS

We believe our Board should be comprised of individuals with appropriate skills and experiences to meet its board governance responsibilities and contribute effectively to the Company. Our Governance and Nominating Committee carefully considers the skills and experiences of current directors and new candidates to ensure that they meet the needs of the Company before nominating directors for election to our Board. All of our non-employee directors serve on Board committees, further supporting our Board by providing expertise to those committees. The needs of the committees also are reviewed when considering nominees to our Board. Our Board has a deep working knowledge of matters common to large companies and is comprised of individuals with a mix of attributes, skills and qualifications which include, with respect to our eight director nominees:

- **Independence:** Seven of eight director nominees
- **Relevant industry experience:** Six of eight director nominees
- **Public company CEO, division CEO or CFO:** Seven of eight director nominees
- **Financial and accounting expertise:** All director nominees
- **Technology experience:** All director nominees
- **Cybersecurity and privacy experience:** Five of eight director nominees
- **Software and services business experience:** Seven of eight director nominees
- **Global business experience:** Seven of eight director nominees
- **Government, public policy or regulatory experience:** Five of eight director nominees
- **Private equity, investment banking or capital allocation experience:** All director nominees
- **Public company board experience:** Seven of eight director nominees
- **Human capital management experience:** All director nominees

Specific experience, qualifications, attributes and skills of our nominees are listed in the biographies above.

HOW OUR BOARD IS SELECTED AND ASSESSED

Director Nominating Process

The Governance and Nominating Committee recommends candidates to our Board it believes are qualified and suitable to become members of our Board. The Governance and Nominating Committee also considers the performance of incumbent directors in determining whether to recommend them for re-election. The Governance and Nominating Committee considers recommendations from many sources, including members of our Board (e.g., Messrs. Lashier and Leav), management and search firms. From time to time, Motorola Solutions hires search firms to help identify and facilitate the screening and interview process of director candidates. In 2025, we continued our retention of Russell Reynolds to assist with this process. Russell Reynolds compiles a list of candidates (which may include candidates recommended by the Board, the Company or other search firms), evaluates each candidate and makes recommendations to the Governance and Nominating Committee. They screen candidates based on our Board's criteria, perform reference checks, prepare a biography of each candidate for the Governance and Nominating Committee's review and help arrange interviews if necessary. The Governance and Nominating Committee and the Chairman of the Board will conduct interviews with candidates who meet our Board's criteria. The Governance and Nominating Committee has full discretion in considering potential candidates and making its nominations to our Board.

The Governance and Nominating Committee will consider nominees recommended by Motorola Solutions shareholders as described below. A description of certain considerations our Governance and Nominating Committee reviews in evaluating director nominees is described in "Skills and Experience" on page 15 of this Proxy Statement. A shareholder wishing to propose a candidate for consideration should forward the candidate's name and information about the candidate's qualifications in writing to Secretary, Motorola Solutions, Inc., 500 West Monroe Street Chicago, IL 60661. Our Secretary will forward all recommendations received to the Chair of our Governance and Nominating Committee for discussion and consideration. A shareholder who wishes to directly nominate an individual as a director candidate, rather than recommending the individual to the Governance and Nominating Committee as a nominee, must comply with the advance notice requirements for shareholder nominations set forth in Article III, Section 13 of our Bylaws (including the requirement to provide reasonable evidence that such shareholder has complied with the requirements of Rule 14a-19 of the Securities Exchange Act, as amended (the "Exchange Act")) or the proxy access process set forth in Article III, Section 17 of our Bylaws. See the section titled "Important Dates for the 2027 Annual Meeting" on page 88 of this Proxy Statement for further information on these procedures.

Governance and Nominating Committee Director Commitment Level Assessment

Our Board recognizes that a robust evaluation and assessment process is an essential component of strong corporate governance practices and promoting Board effectiveness. The Governance and Nominating Committee oversees an annual assessment of our director nominees' director commitment levels with respect to service on other public company boards. Our director commitment policy in our Board Governance Guidelines provides that the Chairman of the Board and the Lead Independent Director may serve on no more than four public boards (including our own, unless the Chairman of the Board is a "named executive officer," in which case such limit shall be three public boards), and all other director nominees may serve on no more than five public boards (including our own), in each case with consideration given to public company leadership roles (the "Director Commitment Policy").

With respect to the Governance and Nominating Committee's annual review of director commitment levels, the Governance and Nominating Committee affirms that all director nominees are compliant with the Director Commitment Policy as of the date of this Proxy Statement.

Skills and Experience

Our Board seeks members with varying professional backgrounds and other characteristics who combine a broad spectrum of experience and expertise with a reputation for integrity. As stated in our Board Governance Guidelines, when selecting directors, our Board and the Governance and Nominating Committee review and consider many factors, including: experience in the context of the Board's needs; integrity; leadership qualities; ability to exercise sound judgment; existing time commitments; and independence. They also consider ethical standards. Our Board and the Governance and Nominating Committee recognize the importance of a Board representing a multitude of knowledge and experiences and strive to nominate directors with a variety of complementary skills, backgrounds and perspectives so that, as a group, the Board will possess the appropriate talent, skills, experience and expertise to oversee the Company's businesses. The Governance and Nominating Committee annually assesses the effectiveness of its director nomination process and the Board Governance Guidelines.

Board Assessment and Director Peer Review and Process

Our Board recognizes that a robust evaluation and assessment process is an essential component of strong corporate governance practices and promoting Board effectiveness. The Governance and Nominating Committee oversees an annual assessment process of our director nominees. Our Board Governance Guidelines provide that, at a minimum, the annual assessment of director nominees will address the overall effectiveness, achievement of mission, discharge of responsibilities, structure, meetings, processes, relationships with management and Board and committee development. Such assessment process also includes the following steps:

1 The Governance and Nominating Committee reviews the format of the Board assessment and director peer review process as necessary to help ensure that the solicited feedback remains relevant and appropriate.

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2 Each director completes an annual self-assessment of the Board and the committees on which such director serves. These self-assessments are designed to help assess the skills, qualifications, and experience represented on the Board and its committees, and to determine whether the Board and its committees are functioning effectively.

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3 The results of this annual self-assessment are discussed by the full Board and each committee, as applicable, and changes to the Board's and its committees' practices are implemented as appropriate.

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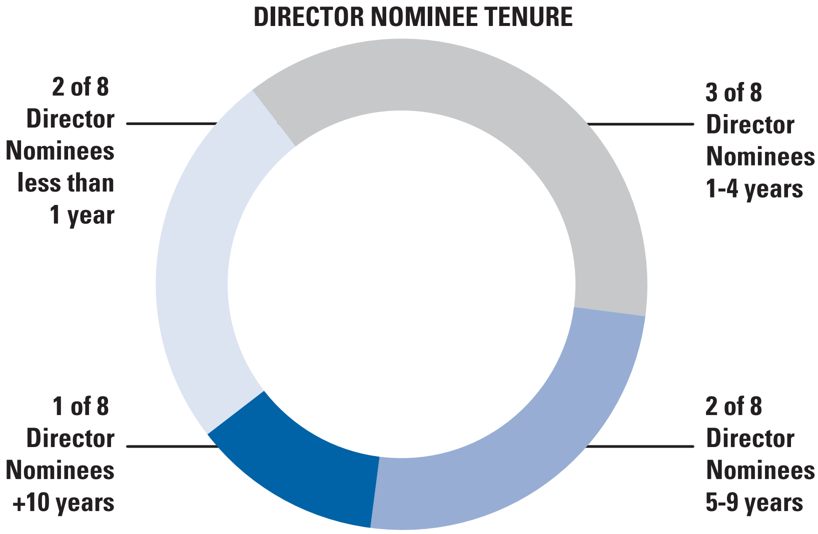
4 The Lead Independent Director also conducts a confidential director peer review process. As part of this process, the Lead Independent Director speaks with each other director individually to obtain insights regarding the contributions of other directors (and the Chairman of the Board may speak with each other director regarding the contributions of the Lead Independent Director), and to discuss issues in greater depth and obtain more targeted feedback with respect to Board, committee and individual director effectiveness.

With respect to Mr. Brown, the Compensation and Leadership Committee also conducts an annual review of his performance as CEO, as described in our Board Governance Guidelines and the charter of the Compensation and Leadership Committee.

Board Refreshment

Our Board believes that a degree of Board refreshment is important to ensure that Board composition is aligned with the changing needs of the Company and the Board, and that fresh viewpoints and perspectives are regularly considered. Our Board also believes that directors develop an understanding of the Company and an ability to work effectively as a group over time that provides significant value, and therefore a significant degree of continuity year-over-year should be expected. Our current director nominee tenure and board refreshment statistics as of the date of the Annual Meeting are as follows:



Our Board believes both that refreshment is an important consideration in assessing Board composition, and that the best interests of the Company and its shareholders are served by being able to take advantage of all available talent. Therefore, our Board does not have absolute limits on a director's age or the length of time that a director may serve, but considers the age and tenure of directors as two of several factors in re-nomination decisions. In February 2026, we amended our Board Governance Guidelines to remove the mandatory retirement age of 75 for non-executive directors. The Board implemented this change in recognition of the significant continued contributions that experienced directors, with meaningful knowledge of the Company, bring to effective Board oversight. In approving this change, the Board recognized that the prior retirement age of 75 for non-executive directors could result in the arbitrary and premature loss of active directors. The Board also acknowledged its robust director refreshment process, including through the evaluation and assessment process described above, and determined that the Company and its shareholders are best served by retaining the flexibility afforded by this change.

HOW OUR BOARD GOVERNS THE COMPANY

We believe that the governance tone of a company is set at the top. Our Board has:

- Responsibility for overseeing management and providing strategic guidance
- A belief in the steady refreshment of our Board to bring new perspectives
- A belief in the importance of staying well informed
- A willingness to manage risks, seize opportunities and embrace leadership

Board Governance Practices and Principles

We adhere to a number of good *board* governance practices and principles:

- 7 of our 8 director nominees are independent, including all committee members
- A Lead Independent Director
- All members of our Audit Committee qualify as "audit committee financial experts"
- Regular executive session meetings of independent directors
- Annual director self-assessment process
- Robust oversight of risk
- Board Governance Guidelines
- Director Independence Guidelines

Corporate Governance Practices and Principles

We maintain a strong foundation of *corporate* governance practices and principles:

- Proxy access provision in our Bylaws
- Annual election of directors
- No super majority voting provisions in our organizational documents
- No "poison pill"
- Majority voting standard in uncontested director elections
- 20% threshold for shareholder right to call special meeting
- Shareholder right to act by written consent
- Succession planning (for additional information, see "Human Capital Management and Succession Planning" on page 18 of this Proxy Statement)
- Proactive shareholder engagement (for additional information, see "Shareholder Engagement" on page 20 of this Proxy Statement)

Compensation Governance Practices and Principles

We maintain a robust *compensation* governance framework:

- Pay-for-performance and at-risk compensation
  - A significant portion of our targeted annual compensation is performance-based and/or subject to forfeiture ("at-risk"), with emphasis on variable pay to reward short- and long-term performance measured against pre-established objectives informed by the Company's strategy. For 2025, performance-based compensation comprised approximately 96% of the targeted annual compensation for our CEO and, on average, approximately 86% of the targeted annual compensation for our other NEOs.
- Compensation aligned with shareholder interests
  - Performance measures for incentive compensation are linked to the overall performance of the Company and are designed to be aligned with the creation of long-term shareholder value.
- Emphasis on future pay opportunity vs. current pay
  - Our long-term incentive awards are equity-based, use multi-year vesting provisions to encourage retention, and are designed to align our NEOs' interests with long-term shareholder interests. For 2025, long-term equity compensation comprised approximately 86% of the targeted annual compensation for our CEO and, on average, approximately 70% of the targeted annual compensation for the other NEOs.
- Retention of independent compensation consultant
- Annual "say on pay" vote
- No tax gross-up provisions

- A recoupment "clawback" policy for compensation paid to certain officers
- Robust stock ownership guidelines for directors and officers
- An Insider Trading Prohibitions Policy that prohibits, among other things, our directors and officers from engaging in any pledging, short sales, hedging or other derivative transactions involving our securities
- "Double trigger" severance benefits in the event of a change in control
- No repricing of options without shareholder approval
- No excessive perquisites

Governance of Risks and Corporate Controls

We maintain comprehensive governance of *risks and corporate controls:*

- Code of Business Conduct
- Supplier Code of Conduct and regular supplier audits
- Annual training programs for employees addressing information security, intellectual property protection and data protection and privacy
- Anti-Human Trafficking Compliance Plan
- Robust oversight of risk (for additional information, see "Risk Oversight" on page 18 of this Proxy Statement)

We encourage you to visit *www.motorolasolutions.com/investors/corporate-governance* to obtain more information and view our governance documents, including our Code of Business Conduct and our Board Governance Guidelines, which are publicly available on such website. The information contained on or accessible through our corporate website is not incorporated by reference into and is not a part of this Proxy Statement. Any legally required disclosures regarding amendments to, or waivers of, provisions of our Code of Business Conduct will be posted on our website within four business days following the date of the amendment or waiver. There were no waivers in 2025.

Human Capital Management and Succession Planning

Our Board believes that human capital management and succession planning are critical to the Company's success. Our Board's involvement in leadership development and succession planning is ongoing throughout the year, and our Board provides input on important decisions in each of these areas. Our Board has primary responsibility for succession planning for the CEO and oversight of other senior management positions. The Compensation and Leadership Committee oversees the development of the process and will periodically report to our Board on succession planning, as described in our Board Governance Guidelines. In the event the Board is required to appoint a new CEO, the entire Board will work with the Compensation and Leadership Committee, or a special committee designated by our Board, to nominate and evaluate potential successors to the CEO. To prepare for such an eventuality, our Board has reviewed short and long-term succession plans for the CEO and other members of management who are part of our Executive Committee. When assessing possible CEO candidates, our Board identifies skills and behavioral characteristics it considers a requirement for the Company's CEO. Our Board evaluates these succession plans with the overall business strategy in mind. When possible, potential leaders are introduced to our Board through presentations or separate events. The Compensation and Leadership Committee is also regularly updated on key talent indicators for the overall workforce, including recruiting, attrition and development programs.

Risk Oversight

Our approach to enterprise risk management is designed to effectively identify, assess, prioritize, mitigate, and monitor the Company's principal risks. Management is responsible for the Company's day-to-day risk management activities. Our Board's role is to exercise informed risk oversight, which is done both directly and indirectly through its committees. Our 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. Each committee of the Board is also responsible for reviewing the risk exposure of the Company related to the committee's areas of responsibility and providing input to management on such risks. Management and our Board have a robust process embedded throughout the Company to identify, analyze, manage and report all significant risks facing the Company. Our CEO and other senior managers regularly report to our Board on significant risks facing the Company, including financial, macroeconomic, cybersecurity and data privacy, AI, operational, strategic, reputational, M&A/integration and regulatory and compliance risks. Each of the Board committees reviews with management significant risks related to the committee's area of responsibility and reports to the Board on such risks.

While each committee is responsible for reviewing significant risks in the committee's area of responsibility, the entire Board is regularly informed about such risks through committee reports and presentations. The oversight of specific risks by Board committees enables the entire Board to oversee risks facing the Company more effectively and develop strategic direction taking into account the effects and magnitude of such risks. The independent Board members also discuss the Company's significant risks when they meet in executive session without management.

Our audit services department has a very important role in the risk management program, providing management and the Audit Committee with an overarching and objective view of the risk management activities of the Company. Audit services identifies and conducts engagements utilizing inputs from our annual enterprise risk management assessment, which considers the probability, impact and velocity of potential risks. The engagements span financial, operational, strategic and compliance risks, with a view to assessing risks over a two-year time horizon. The engagement results assist management in maintaining acceptable risk levels. The Vice President of Audit Services reports directly to the Audit Committee as well as the Chief Financial Officer and meets regularly with the Audit Committee and its chairperson, including in executive sessions.

In addition, we have a Vice President of Ethics & Compliance who reports directly to the General Counsel and who meets regularly with the Audit Committee and its chairperson, including in executive session.

Additional detail regarding the manners in which our Board and its committees undertake their risk oversight responsibilities include the following:

Board

- Receives updates on our business operations, financial results, and long-range plan at its regularly-scheduled meetings
- Monitors overall culture and risk management environment
- Receives periodic (at least annual) updates from management regarding top-identified enterprise risks
- Receives annual report on political contributions made by the Company and MSIPAC, a voluntary employee-funded political action committee

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Audit Committee	Compensation and Leadership Committee	Governance and Nominating Committee
• Reviews and considers our annual audit risk assessment, which identifies risks related to our internal control over financial reporting and informs our internal and external audit plan • Monitors and oversees risks as part of our enterprise risk management program, including risks related to cybersecurity threats and AI, and reviews annual enterprise risk management report • Monitors independence of our external auditor • Reviews our annual audited financial statements and quarterly financial statements with management and our external auditor • Reviews risks related to regulatory and compliance matters • Reviews the use and consistent presentation of non-GAAP measures in our earnings releases and SEC filings • Considers the impact of risk on our financial position and the adequacy of our risk-related internal controls • Receives quarterly report on litigation and compliance trends and an annual update on regulatory developments	• Assesses, on an annual basis, whether our compensation plans, policies, and practices encourage excessive or inappropriate risk taking by employees • Reviews risks related to talent acquisition, retention and development, as well as management succession	• Conducts an annual review of our corporate governance policies and practices • Receives updates on emerging corporate governance issues and trends • Oversees annual self-assessment process for the Board and each of its committees, which includes soliciting directors' views on our strategy and enterprise risks • Monitors and reviews our environmental, social and governance ("ESG") strategy, initiatives and policies • Reviews quarterly expenditures for Company and MSIPAC political contributions, lobbying, and industry association memberships

Board Oversight of Risks Related to Cybersecurity Threats

One area which our Board views as important to our ability to execute strategy and achieve long-term sustainable growth is oversight and effective management of risks related to cybersecurity threats. Our Board has delegated to the Audit Committee the responsibility to oversee risks related to cybersecurity threats as part of our enterprise risk management program. Specifically, subject to oversight by the full Board, the Vice President of Cybersecurity & Information Technology Infrastructure provides the Audit Committee with periodic cybersecurity and information security reports, including recent cybersecurity incidents and the potential threat landscape pertaining to the cybersecurity of our products and operations. In addition, a subset or the full group of certain individuals, such as our Chief Information Officer, Vice President of Cybersecurity & Information Technology Infrastructure, and Data Protection Officer, present at least once per year to the Audit Committee regarding cybersecurity and data privacy risk topics. For further information regarding our oversight of risks related to cybersecurity threats, please refer to Part I, Item 1C. of our Annual Report on Form 10-K for the year ended December 31, 2025.

Board Oversight of Risks Related to AI

Our Board has been highly engaged with management regarding notable developments as we increasingly leverage AI (including generative AI) in our offerings, as well as increasingly utilize AI within the Company to help improve our employees' productivity and efficiency. In addition to oversight by the full Board, our Board has delegated to the Audit Committee the responsibility to oversee risks related to AI as part of our enterprise risk management program. The Board and the Audit Committee receive regular updates regarding AI from members of the Motorola Solutions Technology Advisory Committee (the "MTAC"), including from a member of our management's Executive Committee and our Corporate Vice President, Products, Channel, Litigation & Intellectual Property Law; and from our executive finance team. The MTAC was commissioned by our management's Executive Committee in an effort to ensure that our technological advancements remain aligned with our purpose and ethics, and are informed by the broader implications to our customers, the communities we serve and society at large. In addition, our AI in MSI Operations council, which is headed by various members of management, including a member of our Executive Committee, governs efforts within the Company to utilize AI in a responsible manner to help improve both employee productivity and efficiency and customer outcomes.

Shareholder Engagement

We recognize the value of listening to and considering the perspectives of our shareholders. Developing relationships with our shareholders is an integral part of that process and we routinely engage with, and collect feedback from, our shareholders on a variety of topics, through both our investor relations team and shareholder outreach. Our senior management team maintains regular contact with a broad base of investors, including through quarterly earnings calls and other channels of communication, to understand their concerns. In addition, we have a robust shareholder outreach program, which is a recurring effort led by a cross-functional team that includes members of our investor relations, legal, executive rewards, environmental, health and safety and ethics teams, with participation from our information technology team. In 2025, we held discussions with a diverse cross-section of our shareholders. Specifically, during the spring of 2025, we contacted our top 25 shareholders (owning approximately 50% of our outstanding stock) to collect feedback, and in the fall and winter of 2025, we offered to engage again with such top 25 shareholders (owning approximately 54% of our outstanding stock). These discussions covered various corporate responsibility, compensation, corporate governance, operational and financial performance matters. One recent example of an enhancement to our practices based on feedback from our shareholders includes updating our director skills matrix in this Proxy Statement. For additional information regarding our 2025 shareholder engagement efforts, see the section titled "Say on Pay Vote Results and Shareholder Engagement" on page 35 of this Proxy Statement.

We are continuing our program of active shareholder engagement during fiscal year 2026, including participation at industry and investment community conferences, analyst meetings, and select one-on-one meetings with shareholders.

In addition to direct engagement, we have instituted a number of complementary mechanisms that allow shareholders to effectively communicate with the Board and management, including the policy regarding direct correspondence with individual directors and the Board as a whole described in the section entitled "How You Can Communicate with our Board" on page 25 of this Proxy Statement, a commitment to thoughtfully consider shareholder proposals submitted to the Company, an annual advisory vote to approve executive compensation, and attendance at our annual shareholder meetings. Our investor relations website (at *www.motorolasolutions.com/investors*) features substantive information and materials for the reference of our shareholders, including earnings and conference presentations, corporate governance documents, public filings and news releases. The information contained in or accessed through our corporate website, as described in this "Shareholder Engagement" section, is not incorporated by reference into and is not a part of this Proxy Statement.

Company Insider Trading Prohibitions Policy

We have adopted an Insider Trading Prohibitions Policy (the "Insider Trading Policy") that governs the purchase, sale and other transfers of our securities by directors, officers and employees, as well as contractors and consultants who have access to material non-public information. In addition, the Company follows certain processes for the repurchase of its securities. We believe that both the Insider Trading Policy and the processes applicable to the Company are reasonably designed to promote compliance with insider trading laws, rules and regulations, and listing standards applicable to the Company. Among other things, the Insider Trading Policy prohibits directors, officers and any other persons designated by our insider trading compliance officer from holding our securities in a margin account or engaging in hedging, short sales, pledging or any other derivative transaction relating to our securities. Our Insider Trading Policy is included as an exhibit to our Annual Report on Form 10-K for the year ended December 31, 2025, which was filed with the SEC on February 12, 2026.

OUR BOARD'S LEADERSHIP STRUCTURE

At the annual meeting of our Board held in May 2011, our Board combined the roles of Chairman and Chief Executive Officer and appointed Gregory Q. Brown to serve as both Chief Executive Officer and Chairman of the Board and also appointed an independent director as Lead Independent Director. Our Board regularly reviews its leadership structure and effectiveness, and reappointed Mr. Brown as Chairman of the Board and an independent director as Lead Independent Director at the annual meetings of the Board held in 2012 through 2025. The Board determined that Mr. Brown's thorough knowledge of Motorola Solutions' business, strategy, people, operations, competition and financial position coupled with his leadership and vision made him well positioned to chair Board meetings and bring key business and stakeholder issues to the Board's attention. Additionally, the feedback of our directors over the years confirms that this structure of a combined Chairman and CEO and Lead Independent Director has provided for a highly conducive atmosphere for directors to exercise their responsibilities and fiduciary duties, and to enjoy adequate opportunities to thoroughly deliberate matters before the Board and to make informed and independent decisions.

The Lead Independent Director presides at all meetings of our Board at which the Chairman is not present, including the executive sessions of the Board; advises on Board meeting agendas, materials and schedules and assesses the quality, quantity and timeliness of the information provided to the Board by management to assist the Board in performing its oversight duties, including risk oversight; acts as a liaison between our independent directors and the Chairman and management by, among other things, regularly consulting with the independent directors who serve as committee chairs and making recommendations to the Company when requested by the Chairman of the Board; leads the CEO succession planning process; assists the Chairman in performing Board responsibilities as requested; if requested by major shareholders, ensures that he or she is available for consultation and direct communication as needed; and leads the confidential director peer review process and the annual assessment of our CEO, as described above on page 15 of this Proxy Statement under "Board Assessment and Director Peer Review and Process." If elected at the Annual Meeting, Mr. Denman will continue to serve as our Lead Independent Director. Mr. Denman's extensive leadership skills as a former chairman of the board, as well as a former CEO at several companies, in addition to his experience in his past and current service as a director of public companies, ensure that he is able to exercise effective independent leadership over our Board.

COMMITTEES OF THE BOARD

To assist it in carrying out its duties, our Board has delegated certain authority to several committees. Our Board currently has the following standing committees: (1) Audit, (2) Compensation and Leadership, (3) Governance and Nominating, and (4) Executive. The charters for each of the Audit Committee, Compensation and Leadership Committee and Governance and Nominating Committee are available on our website at *www.motorolasolutions.com/investors/corporate-governance*. Committee membership as of December 31, 2025 (except as otherwise noted), the number of meetings of each committee during 2025, and the key responsibilities of each committee and independence information are described below:

AUDIT COMMITTEE*

2025 Meetings: 9

Nicole Anasenes (Chair)
Dr. Ayanna M. Howard
Elizabeth D. Mann

Key Responsibilities

- Assist the Board in fulfilling its oversight responsibilities as they relate to the integrity of the Company's financial statements and accounting policies, internal controls, disclosure controls and procedures, financial reporting practices and legal and regulatory compliance.
- Engage the independent registered public accounting firm.
- Monitor the qualifications, independence and performance of the Company's independent registered public accounting firm and the performance of the Company's internal auditors.
- Maintain, through regularly scheduled meetings, a line of communication between the Board and the Company's financial management, internal auditors and independent registered public accounting firm.
- Oversee compliance with the Company's policies for conducting business, including ethical business standards as specified in the Company's Code of Business Conduct.
- Review the Company's overall financial position, asset utilization and capital structure.
- Review the need for equity and/or debt financing and specific outside financing proposals.
- Monitor the performance and investments of employee retirement and related funds.
- Review the Company's dividend payment plans and practices.
- Prepare the report of the Audit Committee included in this Proxy Statement.
- Review significant risk exposure as it relates to the Audit Committee's areas of responsibilities, including as part of our enterprise risk management program, such as cybersecurity and data privacy, AI, financial and regulatory and compliance risk.
- Review the Company's quarterly and annual SEC filings and quarterly earnings releases.

Independence, Financial Expertise, and Financial Literacy

Our Board has determined that each member of the Audit Committee during 2025 (including former directors Ms. Lewent and Mr. Jones while they served on such committee) qualifies as an independent director under the corporate governance standards of the NYSE, our Director Independence Guidelines and the additional Audit Committee independence requirements under the rules of the SEC. Our Board has also determined that each member of the Audit Committee during 2025 (including former directors Ms. Lewent and Mr. Jones) qualifies as an "audit committee financial expert," as defined by SEC rules. All members of the Audit Committee during 2025 (including former directors Ms. Lewent and Mr. Jones) are familiar with finance and accounting practices and principles and are financially literate.

* Judy C. Lewent and Clayton M. Jones served as members of the Audit Committee until the expiration of their terms on the Board on May 15, 2025. Ms. Lewent also served as a member of the Executive Committee until such time.

COMPENSATION AND LEADERSHIP COMMITTEE

2025 Meetings: 6

Joseph M. Tucci (Chair)
Kenneth D. Denman
Peter A. Leav*
Gregory K. Mondre**

* Compensation and Leadership Committee member as of March 12, 2026

** Mr. Mondre has not been nominated for re-election at the Annual Meeting

Key Responsibilities

- Assist the Board in overseeing the management of the Company's human resources, including:
  - compensation and benefits programs;
  - CEO performance and compensation;
  - executive development and succession; and
  - evaluation of the Company's senior management.
- Evaluate the overall performance and approve the compensation of officers subject to Section 16 of the Exchange Act and of officers who are members of the senior leadership team.
- Determine and approve CEO compensation with the concurrence of the independent directors of the Board.
- Review and discuss the Compensation Discussion and Analysis ("CD&A") with management and make a recommendation to the Board on the inclusion of the CD&A in this Proxy Statement.
- Prepare the report of the Compensation and Leadership Committee included in this Proxy Statement.
- Review significant risk exposure as it relates to the Compensation and Leadership Committee's areas of responsibilities, including compensation risk.

The Compensation and Leadership Committee may, in its reasonable discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Compensation and Leadership Committee and, solely with respect to compensation of non-executive officer employees, to management, as appropriate.

The Compensation and Leadership Committee is supported in its work by our independent compensation consultant, Compensation Advisory Partners LLC ("CAP"). CAP provides the Compensation and Leadership Committee with information regarding market compensation and practices, assists the Compensation and Leadership Committee in the review and evaluation of such compensation and practices, carries out competitive reviews as directed by the Compensation and Leadership Committee, and advises the Compensation and Leadership Committee on executive compensation decisions and the Governance and Nominating Committee on non-employee director compensation decisions.

Independence

Our Board has determined that each member of the Compensation and Leadership Committee qualifies as an independent director under the corporate governance standards of the NYSE (including the additional Compensation and Leadership Committee requirements) and our Director Independence Guidelines. Our Board has also determined that each member of the Compensation and Leadership Committee is a "non-employee director" for purposes of Section 16 of the Exchange Act.

GOVERNANCE AND NOMINATING COMMITTEE

2025 Meetings: 5

Kenneth D. Denman (Chair)
Mark E. Lashier*
Gregory K. Mondre**
Joseph M. Tucci

* Governance and Nominating Committee member as of November 18, 2025

** Mr. Mondre has not been nominated for re-election at the Annual Meeting

Key Responsibilities

- Identify individuals qualified to become Board members, consistent with the criteria approved by the Board.
- Recommend director nominees and individuals to fill vacant positions and to serve on committees.
- Assist the Board in interpreting the Company's Board Governance Guidelines, the Board's Principles of Conduct and any other similar governance documents adopted by the Board.
- Oversee the evaluation of the Board and its committees.
- Review the independence of directors and evaluate related party transactions.
- Oversee the governance of the Board and compensation of non-employee members of the Board.
- Review the Company's ESG strategy, initiatives and policies.
- Review significant risk exposure as it relates to the Governance and Nominating Committee's areas of responsibilities.

Independence

Our Board has determined that each member of the Governance and Nominating Committee qualifies as an independent director under the corporate governance standards of the NYSE and our Director Independence Guidelines.

EXECUTIVE COMMITTEE	Key Responsibilities
2025 Meetings: 0	• Act for the Board between meetings on matters already approved in principle by the Board. • Exercise the authority of the Board on specific matters assigned by the Board from time to time.
Gregory Q. Brown (Chair) Kenneth D. Denman (Lead Independent Director) Nicole Anasenes Joseph M. Tucci	

Attendance at Board Meetings

Our Board held seven meetings during 2025. During 2025, all but two incumbent directors attended 100% of the combined total meetings of the Board and the committees on which such director served for the period for which such director served. The remaining two incumbent directors attended 78% and 94% of such meetings. At the Board meetings, independent directors of the Company meet regularly in executive session led by Mr. Denman, the Lead Independent Director, and without management as required by the Board Governance Guidelines and NYSE listing standards. Generally, executive sessions are held in conjunction with regularly-scheduled meetings of the Board. In 2025, the non-employee independent members of the Board met in executive session six times. In addition, Board members are expected to attend the annual meeting of shareholders as provided in the Board Governance Guidelines. All but one of the directors who stood for election at the 2025 Annual Meeting of Shareholders attended that meeting.

INDEPENDENCE

On March 12, 2026, our Board made the determination, based on the recommendation of the Governance and Nominating Committee and in accordance with our Director Independence Guidelines, that the current non-employee directors, Ms. Anasenes, Mr. Denman, Dr. Howard, Mr. Lashier, Mr. Leav, Ms. Mann, Mr. Mondre and Mr. Tucci, and former non-employee directors Mr. Jones and Ms. Lewent, were independent during the periods in 2025 and 2026 that they were members of the Board. Mr. Brown does not qualify as an independent director because he is an executive officer of the Company. See “Motorola Solutions’ Relationship with Entities Associated with Independent Directors” below for further details.

Determining Independence

The Director Independence Guidelines include both the NYSE independence standards and additional independence standards the Board has adopted to determine if a relationship that a Board member has with the Company is material. We have adopted a stricter application of the NYSE independence standards requiring a lookback period of four years when assessing independence in connection with a director’s (i) status as an employee of the Company, (ii) direct compensation from the Company in excess of $120,000, (iii) relationship with our internal or external auditor, and (iv) employment with a company that has made payments to, or received payments from, the Company for property or services.

A complete copy of the Director Independence Guidelines is available on the Company’s website at *www.motorolasolutions.com/investors/corporate-governance*.

Motorola Solutions’ Relationship With Entities Associated With Independent Directors

When assessing independence, each of Ms. Anasenes, Mr. Denman, Dr. Howard, Mr. Lashier, Ms. Mann, and Mr. Mondre had relationships with entities that were reviewed by our Board under independence standards covering payments to, or received from, other entities. In each case, the payments or contributions were significantly less than the NYSE independence standards or the Director Independence Guidelines adopted by our Board, or did not constitute a disqualifying event under such standards.

RELATED PERSON TRANSACTION POLICY AND PROCEDURES

The Company has established a written policy for the review of certain related person transactions, including those that are required to be disclosed in this Proxy Statement (the “RPT Policy”). For purposes of the RPT Policy, a “related person transaction” includes, subject to certain exceptions, a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which (i) the Company or any of its subsidiaries was, is or will be a participant, (ii) the amount involved exceeds or will exceed $120,000, and (iii) any Related Person (as defined below) has or will have a direct or indirect material interest. The RPT Policy supplements our other conflict of interest policies set forth in the Principles of Conduct for Members of the Motorola Solutions, Inc. Board of Directors, the Code of Business Conduct for employees and our other internal procedures.

For purposes of the RPT Policy, a Related Person is defined to include directors, director nominees and executive officers of the Company since the beginning of the Company’s last fiscal year, beneficial owners of 5% or more of any class of voting securities of the Company and members of their respective immediate families. The Governance and Nominating Committee reviews all RPT Policy matters.

The RPT Policy provides that, prior to engaging in any possible related person transaction, any such transaction is to be promptly reported to the Company's Secretary. The Secretary will assist with gathering important information about the possible related person transaction. If the Secretary determines that such transaction is a defined "related person transaction," then the Governance and Nominating Committee will conduct a reasonable prior review of such related person transaction. There may be circumstances where ratification of a related person transaction by the Governance and Nominating Committee is warranted if such a prior review is unreasonable.

The Governance and Nominating Committee will determine whether to approve, reject or, if necessary, ratify the related person transaction, and will prohibit such transaction if it determines it to be inconsistent with the interests of the Company and its shareholders. In making its determination, the Governance and Nominating Committee may consider: (i) whether the related person transaction is in the ordinary course of the Company's business; (ii) whether the related person transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances; (iii) the aggregate amount of the related person transactions; (iv) the types of goods and services provided; (v) the relationship of the Related Person to the Company; (vi) the extent of the Related Person's interest in the related person transaction; (vii) whether the related person transaction involves a conflict of interest; and (viii) any other information regarding the related person transaction or Related Person that would be material to investors in light of the circumstances of the transaction.

During 2025, Stella Moore, stepdaughter of Kathryn Moore, our Senior Vice President, Human Resources, was employed by the Company. Ms. Moore was Strategic Initiatives & Business Operations Manager and her total compensation in 2025 was approximately $130,919, which includes salary, bonus amounts, and the grant date fair value of an off-cycle equity grant. Ms. Moore also participated in the Company's general welfare plans and received benefits comparable to those received by persons in similar positions within the Company. The Governance and Nominating Committee ratified this relationship in February 2026.

Motorola Solutions had no other related person transactions requiring approval or ratification under the RPT Policy since January 1, 2025.

HOW YOU CAN COMMUNICATE WITH OUR BOARD

All interested parties, including our shareholders, who wish to communicate with the Board of Directors as a whole, any individual director (including the Chairman or the Lead Independent Director), or the non-management directors as a group, may send written correspondence addressed to the attention of Secretary, Motorola Solutions, Inc., 500 West Monroe Street Chicago, IL 60661 or by email to boardofdirectors@MotorolaSolutions.com. Our Secretary reviews all written communications and forwards to the Board a summary and/or copies of any such correspondence that, in the opinion of the Secretary, deals with the functions of the Board or Board committees or that the Secretary otherwise determines requires the Board's or any Board committee's attention.

HOW WE DETERMINE DIRECTOR COMPENSATION

The Governance and Nominating Committee recommends to the Board the compensation for non-employee directors, which is to be consistent with market practices of other similarly situated companies and takes into consideration the impact on non-employee directors' independence and objectivity. This recommendation is based, in part, on input received from CAP, our independent compensation consultant. CAP conducts compensation benchmarking regarding compensation of non-employee directors of the Company's peer group, which results the Governance and Nominating Committee considers. Our Board has asked the Compensation and Leadership Committee to assist the Governance and Nominating Committee in making such recommendations. The charter of the Governance and Nominating Committee does not permit it to delegate director compensation matters to management, and management has no role in recommending the amount or form of director compensation.

HOW OUR DIRECTORS ARE COMPENSATED

Non-employee director compensation on an annual basis for 2025 was as follows:

Cash Compensation	**Annual Compensation (paid quarterly)**
Annual Cash Retainer	$110,000
Lead Independent Director Fee	$55,000
Audit Committee Chairperson Fee	$25,000
Compensation and Leadership Committee Chairperson Fee	$20,000
Governance and Nominating Committee Chairperson Fee	$15,000
Audit Committee Member Fee	$10,000
Equity Compensation	**Annual Compensation (paid annually)**
Annual Equity Grant	$245,000

During 2025, a director could elect to receive all or a portion of his or her annual cash retainer and other cash fees in the form of (i) deferred stock units ("DSUs") that settle when the director terminates service, (ii) DSUs that settle after one year (unless service is earlier terminated), or (iii) outright shares of Common Stock. Directors could also elect to receive the annual equity grant in the form of (i) DSUs that settle when the director terminates service, or (ii) DSUs that settle after one year (unless service is earlier terminated). These choices allow directors to engage in tax planning appropriate for their circumstances.

On May 15, 2025, each non-employee director received his or her annual equity award in the form of a DSU award of 576 shares of Common Stock. The number of DSUs awarded was determined by dividing $245,000 by the fair market value of a share of Common Stock on the date of grant based on the closing price on the date of grant and rounding the result up to the next whole number. For a non-employee director who becomes a member of the Board after the annual grant of DSUs, the award will be prorated based on the number of full months to be served until the next annual meeting of shareholders ($20,416.67 per month) divided by the closing price of the Common Stock on the day of election to the Board.

Non-employee directors are not eligible to participate in the Motorola Solutions Management Deferred Compensation Plan. Motorola Solutions does not have a non-equity incentive plan or pension plan for non-employee directors. Non-employee directors do not receive any additional fees for attendance at meetings of the Board or its committees, or for additional work done on behalf of the Board or a committee. The Company also reimburses its directors and, in certain circumstances, spouses who accompany directors, for travel, lodging and related expenses they incur in attending Board and committee meetings or other meetings as requested by Motorola Solutions. Mr. Brown, who was an employee during 2025, received no additional compensation for serving on the Board.

The following table further summarizes compensation paid to the non-employee directors during 2025. Mr. Leav joined the Board after the end of 2025 and therefore is not included in the table.

Name (a)	Fees Earned or Paid in Cash ($)(1) (b)	Stock Awards ($)(2)(3) (c)	All Other Compensation ($)(4) (g)	Total ($) (h)
Nicole Anasenes	130,000	245,134	157	375,291
Kenneth D. Denman	180,000	245,134	157	425,291
Dr. Ayanna M. Howard	120,000	245,134	157	365,291
Clayton M. Jones(5)	60,000	—	65	60,065
Mark E. Lashier(6)	—	120,798	26	120,824
Judy C. Lewent(5)	67,500	—	19,015	86,515
Elizabeth D. Mann	120,000	245,134	157	365,291
Gregory K. Mondre(7)	—	355,924	157	356,081
Joseph M. Tucci	130,000	245,134	157	375,291

(1) During 2025, directors could elect to receive all or a portion of their annual cash retainer or other cash fees in the form of (i) DSUs that settle when the director terminates service, (ii) DSUs that settle after one year (unless service is earlier terminated), or (iii) outright shares (in each case, rounded up to the next whole share). The amounts in column (b) are the portion of the annual cash retainer and any other fees the non-employee director has elected to receive in cash.

(2) The non-employee directors received an annual grant of DSUs on May 15, 2025. With respect to the annual grant of equity, Messrs. Denman, Lashier, Mondre and Tucci, and Ms. Anasenes elected to receive DSUs that settle at termination of service, and Dr. Howard and Ms. Mann elected to receive DSUs that settle at termination or after one year, whichever is earlier, and these amounts are included in column (c). All amounts in column (c) are the aggregate grant date fair value of DSUs computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, Compensation–Stock Compensation ("ASC Topic 718"), including dividend equivalents, as applicable. The number of DSUs received, including quarterly fees elected to be received in equity, and the fair value on each date of grant are as follows:

Directors	March 28 Deferred Stock Units	May 15 Annual Grant of Deferred Stock Units	June 27 Deferred Stock Units	September 26 Deferred Stock Units	December 31 Deferred Stock Units
Nicole Anasenes Fair Value	–	576 $245,134	–	–	–
Kenneth D. Denman Fair Value	–	576 $245,134	–	–	–
Dr. Ayanna M. Howard Fair Value	–	576 $245,134	–	–	–
Clayton M. Jones Fair Value	–	–	–	–	–
Mark E. Lashier Fair Value	–	275 $102,399	–	–	48 $18,399
Judy C. Lewent Fair Value	–	–	–	–	–
Elizabeth D. Mann Fair Value	–	576 $245,134	–	–	–
Gregory K. Mondre Fair Value	64 $27,711	576 $245,134	66 $27,632	61 $27,848	72 $27,599
Joseph M. Tucci Fair Value	–	576 $245,134	–	–	–

(3) The aggregate number of Motorola Solutions DSU awards outstanding at December 31, 2025 includes accrued dividend equivalents or shares, and is shown below:

Directors	Deferred Stock Units
Nicole Anasenes	1,383
Kenneth D. Denman	7,131
Dr. Ayanna M. Howard	2,578
Clayton M. Jones*	16,037
Mark E. Lashier	323
Judy C. Lewent*	4,636
Elizabeth D. Mann	579
Gregory K. Mondre	23,623
Joseph M. Tucci	11,656

* The total for Mr. Jones and Ms. Lewent is as of May 15, 2025, prior to the expiration of their term on the Board at the conclusion of the 2025 annual meeting of shareholders. These DSUs were settled in shares of Common Stock upon the termination of their service on the Board.

(4) The amounts in column (g) consist of (A) the dollar value of insurance premiums paid by the Company with respect to life insurance for the benefit of our non-employee directors, and (B) with respect to Ms. Lewent, perquisite costs to reflect a one-time personal use of Company aircraft. With respect to (A), non-employee directors are covered by insurance that provides accidental death and dismemberment coverage of $500,000 per person. The spouse of each such director is also covered by such insurance when traveling with the director on business trips for the Company. The Company pays the premiums for such insurance. The total premiums for coverage of all such non-employee directors and their spouses during the year ended December 31, 2025 were approximately $1,216 (in the aggregate).

(5) Mr. Jones and Ms. Lewent were not nominated for re-election at the 2025 annual meeting of shareholders and their terms on the Board expired at the conclusion of the 2025 annual meeting of shareholders on May 15, 2025.

(6) Mr. Lashier joined the Board on November 18, 2025 and received a prorated 2025 annual grant of DSUs as of November 18, 2025.

(7) Mr. Mondre has not been nominated for re-election at the Annual Meeting.

Director Stock Ownership Guidelines

Our Board stock ownership guidelines provide that non-employee directors are expected to own Common Stock with a value equivalent to at least five times the annual cash retainer fee for directors within five years after the date of joining the Board. Directors who do not meet their stock ownership requirement within five years must hold 100% of shares acquired by them upon the vesting of their DSUs until compliance with the stock ownership requirement is achieved. Shares counted toward guideline achievement include directly owned shares, vested DSUs and unvested DSUs. As of December 31, 2025, all non-employee directors met their stock ownership requirement or are within their five-year achievement period.

OUR COMPANY

WHO WE ARE

Organization of our Business

As a global leader in mission-critical safety and security technologies for public safety, government, including defense, and enterprise customers, we are driven by our commitment to help create safer communities, safer schools, safer hospitals, safer businesses, and ultimately, safer nations. We manage our business through two segments: "Products and Systems Integration" and "Software and Services." Within these segments, we are building and connecting an ecosystem of safety and security products and services to help protect people, property and places, which includes Mission Critical Networks, Video Security and Access Control and Command Center. Across all three technologies, we offer AI-powered capabilities and software solutions, services such as cybersecurity subscription services and managed and support services.

Our strategy is to generate value through our technologies that help meet the changing needs of our customers around the world in protecting people, property and places. While each technology individually strives to make users safer and more productive, we believe we can enable better outcomes for our customers by uniting these technologies as a comprehensive integrated safety and security system. Our goal is to help dismantle silos and barriers between people and systems, so that data unifies, information flows, operations run and collaboration improves to help strengthen safety and security everywhere.

We support public safety and defense agencies in their mission to protect communities and countries. We additionally serve our growing base of enterprise customers, including schools, hospitals, businesses and stadiums, as the criticality of safety and security becomes increasingly important. Across these diverse sectors, our technologies facilitate the connection between those in need and those who can help, enabling the collaboration that is critical for a more proactive approach to safety and security.

Human Capital Management

At Motorola Solutions, we have a "people first" philosophy and are committed to our goal to foster a workplace where our employees feel that their unique perspectives and abilities drive both personal growth and our Company's success.

As our driving force, our approximately 23,000 employees are drawn from all segments of our global society to make a difference for our customers. We are intensely focused on investing in our employees' growth, offering structured mentorship, rotational programs and a wide array of technical and professional development resources.

We believe our senior leadership team, whose biographies are presented below, has the experience necessary to effectively execute our strategy and advance our technology leadership. Our Chief Executive Officer and senior management leaders have extensive industry experience and are supported by a talented management team.

OUR LEADERSHIP TEAM

Our Chief Executive Officer's team, the management Executive Committee, is comprised of the following seven individuals as of April 2, 2026:

JOHN "JACK" MOLLOY

Executive Vice President and Chief Operating Officer

Joined Motorola Solutions: 1994
Age: 54

Mr. Molloy is Executive Vice President and Chief Operating Officer for Motorola Solutions. He leads the Company's global go-to-market operations. He oversees the Company's global commercial strategy and day-to-day business operations, leading the teams responsible for sales, services, government affairs and marketing.

Previous Experience

Executive Vice President, Products and Sales. Mr. Molloy has held multiple leadership positions of increasing responsibility during his 31-year career with the Company, including leading various sales organizations, systems integration, managed and support services, and product development teams.

Education

Mr. Molloy earned a bachelor's degree in marketing from Northern Illinois University and a master's degree in business administration from Loyola University.

KATHRYN MOORE

Senior Vice President, Human Resources

Joined Motorola Solutions: 2008
Age: 53

Ms. Moore is Senior Vice President, Human Resources for Motorola Solutions. She leads human resources for the Company, as well as the Motorola Solutions Foundation. Ms. Moore also serves on the board of directors for DuPage Pads Housing Solutions.

Previous Experience

Corporate Vice President, Human Resources; and Vice President, Human Resources. Ms. Moore has held various human resources roles throughout her 18-year career with the Company, and has deep knowledge of global rewards and talent, as well as a passion for employee engagement and retention.

Education

Ms. Moore earned a bachelor's degree in business management from Benedictine University.

RAJAN NAIK

Senior Vice President, Strategy and Ventures

Joined Motorola Solutions: 2016
Age: 54

Dr. Naik is Senior Vice President, Strategy and Ventures for Motorola Solutions. He is responsible for the corporate strategy organization, mergers and acquisitions, venture capital portfolio and competitive and market intelligence. Dr. Naik serves on the boards of directors for CSG Systems International and Evolv Technologies Holdings, Inc.

Previous Experience

Prior to joining the Company 10 years ago, Dr. Naik was Senior Vice President and Chief Strategy Officer at Advanced Micro Devices, and before that he was a Partner in the Technology/Media/Telecom practice at McKinsey & Company.

Education

Dr. Naik earned a bachelor's degree in engineering from Cornell University and a doctorate in engineering from the Massachusetts Institute of Technology.

JAMES NIEWIARA

Senior Vice President, General Counsel

Joined Motorola Solutions: 2008
Age: 57

Mr. Niewiara is Senior Vice President, General Counsel of Motorola Solutions. He leads legal, ethics and compliance for the Company.

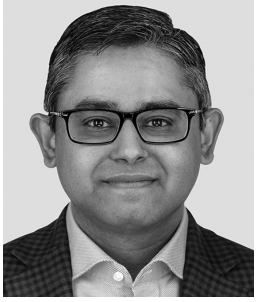
Previous Experience

Senior Vice President, Commercial Law, Litigation, Antitrust & Intellectual Property. Mr. Niewiara has held several law leadership roles throughout his 18-year career with the Company. Most recently, he was responsible for overseeing the Company's commercial legal teams as well as litigation and intellectual property. Prior to joining the Company, he spent 15 years as a commercial litigator in Chicago.

Education

Mr. Niewiara earned a bachelor's degree in political science and economics from the University of Illinois at Urbana-Champaign and a law degree from Harvard Law School.

MAHESH SAPTHARISHI



Executive Vice President and Chief Technology Officer

Joined Motorola Solutions: 2018
Age: 48

Dr. Saptharishi is Executive Vice President and Chief Technology Officer for Motorola Solutions. He is responsible for the Company's global product organization, overseeing product development for critical communications, video security and command center.

Previous Experience

Senior Vice President, Software Enterprise and Mobile Video, and Chief Technology Officer; Chief Technology Officer & Senior Vice President, Software Enterprise; and Senior Vice President, Chief Technology Officer. Dr. Saptharishi joined the Company in 2018 through the acquisition of Avigilon, a video security solutions company, where he served as Senior Vice President and Chief Technology Officer. Prior to Avigilon, he founded VideoIQ, a video analytics company that was acquired by Avigilon, as well as Broad Reach Security, which was later acquired by GE.

Education

Dr. Saptharishi earned a bachelor of science and a master of science degree in electrical and computer engineering, and a doctoral degree in artificial intelligence, from Carnegie Mellon University.

JASON WINKLER

Executive Vice President and Chief Financial Officer

Joined Motorola Solutions: 2001
Age: 52

Mr. Winkler is Executive Vice President and Chief Financial Officer for Motorola Solutions. He is responsible for the Company's financial strategy and leads all financial functions as well as supply chain and information technology. Mr. Winkler serves as President of the Motorola Solutions Foundation and serves on the board of directors of The Goodyear Tire & Rubber Company.

Previous Experience

Mr. Winkler has held a number of financial leadership positions throughout his 24-year career with the Company, supporting investor relations, global channel management, mergers and acquisitions and product operations. Prior to this role, he led finance for the Company's product and sales organization as Senior Vice President, Finance.

Education

Mr. Winkler earned a bachelor's degree in business administration from Valparaiso University and a master's degree in business administration from the University of Chicago's Booth School of Business.

CYNTHIA YAZDI

Senior Vice President, Chief of Staff to the Chairman and CEO

Joined Motorola Solutions: 2000
Age: 61

Ms. Yazdi is Senior Vice President and Chief of Staff to the Chairman and CEO, leading the office of the Chairman and CEO of Motorola Solutions.

Previous Experience

Senior Vice President, Communications & Brand; Senior Vice President, Chief of Staff, Communications & Brand and Motorola Solutions Foundation; and Senior Vice President, Chief of Staff, Marketing and Communications and Motorola Solutions Foundation. Ms. Yazdi has held a variety of leadership positions in strategy, marketing and operations roles during her 25-year career with the Company. Most recently she had responsibility for the communications and brand function, and prior to that, global marketing and the Motorola Solutions Foundation. She also led product and business operations for the Asia Pacific and Middle East regions.

Education

Ms. Yazdi earned a bachelor’s degree in civil engineering from Concordia University.

PROPOSAL NO. 2 — RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY’S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2026

The Audit Committee of the Board has appointed PricewaterhouseCoopers LLP (“PwC”) as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2026. PwC has acted in this capacity since its appointment for 2019, following a competitive proposal process that took place in 2018. We are asking our shareholders to ratify the appointment of PwC as our independent registered public accounting firm. Although ratification is not required by our Bylaws or otherwise, the Board is submitting the appointment of PwC to our shareholders for ratification as a matter of good corporate governance.

Representatives of PwC are expected to be present at the Annual Meeting and will have the opportunity to make a statement if they desire to do so and will have the opportunity to respond to appropriate questions from shareholders. In the event shareholders do not ratify the appointment, the appointment will be reconsidered by the Audit Committee and the Board. Even if the appointment is ratified, the Audit Committee in its discretion may select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and our shareholders.

Services provided to the Company and its subsidiaries by PwC in fiscal years 2025 and 2024 are described under the section of the Proxy Statement on page 81 titled “Independent Registered Public Accounting Firm Fees.”

RECOMMENDATION OF THE BOARD AND THE AUDIT COMMITTEE

THE BOARD OF DIRECTORS AND THE AUDIT COMMITTEE UNANIMOUSLY RECOMMEND A VOTE FOR RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY’S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2026. UNLESS OTHERWISE INDICATED ON YOUR PROXY, YOUR SHARES WILL BE VOTED FOR THE RATIFICATION OF PRICEWATERHOUSECOOPERS LLP.

PROPOSAL NO. 3 — ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION

In accordance with Section 14A of the Exchange Act, we are providing our shareholders with the opportunity to vote to approve, on a non-binding, advisory basis, the compensation of our Named Executive Officers ("NEOs") as disclosed in this Proxy Statement. Our Board has adopted a policy providing for annual "say on pay" advisory votes. Although the vote is non-binding, the Board and Compensation and Leadership Committee review and consider the outcome of the vote when considering future executive compensation arrangements. In deciding how to vote on this proposal, our Board encourages you to read the CD&A section of this Proxy Statement below for a detailed description of our executive compensation philosophy and programs. In particular, you should consider the following factors, which are more fully discussed in the CD&A:

- We actively engage our shareholders on their views and consider this input when designing our executive compensation programs.
- Our programs are designed to pay-for-performance, and therefore a majority of the NEOs' total compensation is based on the performance of the Company and 100% of their annual long-term incentives are performance-based.
- Our executive compensation program incorporates many leading practices to ensure ongoing good governance, including a "clawback" policy, anti-hedging and anti-pledging policies, stock ownership guidelines and no tax gross-ups.

For the reasons discussed above, our Board unanimously recommends that shareholders vote in favor of the following resolution:

> "Resolved, that the shareholders approve, on an advisory basis, the compensation of the named executive officers as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including in the Compensation Discussion and Analysis, the compensation tables and other related disclosures in this Proxy Statement."

RECOMMENDATION OF THE BOARD

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR THE ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION. UNLESS OTHERWISE INDICATED ON YOUR PROXY, YOUR SHARES WILL BE VOTED FOR THE ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.

COMPENSATION DISCUSSION AND ANALYSIS

SAY ON PAY VOTE RESULTS AND SHAREHOLDER ENGAGEMENT

The Compensation and Leadership Committee (the "Committee") strives to ensure our executive compensation program aligns with the interests of our shareholders and adheres to our pay-for-performance philosophy. Each year we take steps to understand and respond to our shareholders' concerns, regardless of the say on pay ("SOP") outcome. Our shareholders continued to show strong support for our executive compensation program in 2025, with 80% support. Although our 2025 SOP result is lower than in prior years, our average SOP result for 2022-2024 is 93%.

Consistent with prior years, our shareholder engagement process in 2025 was comprehensive and continuous. Our efforts in 2025 included monitoring trends and engaging investors and shareholder groups to seek input on pay topics, as well as our corporate responsibility and operational and financial performance matters. We continued to conduct targeted outreach efforts twice a year with our largest shareholders.

Every year, our shareholders' perspective is a critical input considered by the Committee for reviewing our pay programs and determining executive compensation. Our outreach efforts in 2025 included:

- **Spring**: contacted our top 25 shareholders from early 2025 (approximately **50%** ownership) to collect feedback
- **Fall/Winter**: offered to engage again with our top 25 shareholders (approximately **54%** ownership) to hear their perspectives

As part of our shareholder engagement program in 2025, we engaged with our shareholders to better understand our 2025 SOP result. The November 2024 performance-based special retention awards were discussed on many calls with shareholders in the spring of 2025. In approving these awards, the Committee carefully considered the importance of retaining and motivating the Company's senior leadership team, the critical role each executive plays in executing the Company's long-term strategic priorities, and the strong alignment of these awards with sustained shareholder value creation. Most shareholders were understanding of the rationale for the awards and concurred that our program and the retention grants reflect our strong pay-for-performance philosophy. Other shareholders did not support our 2025 SOP proposal because they do not generally support off-cycle awards as a matter of policy.

The Committee, with input from Compensation Advisory Partners, LLC ("CAP"), its independent compensation consultant, considered the 2025 SOP vote result and current market practices as it evaluated our executive compensation program. There were no changes to our regular compensation programs in 2025. In addition, there were no special retention awards for executive officers in 2025. We always welcome shareholder comments and suggestions and continue to consider the outcome of our SOP votes in our program design.

EXECUTIVE SUMMARY

NAMED EXECUTIVE OFFICERS

Our Compensation Discussion and Analysis (the "CD&A") describes the Company's executive compensation philosophy and programs governed by the Committee. The CD&A includes 2025 total compensation for our Named Executive Officers ("NEOs"), who are listed below.

GREGORY Q. BROWN
Chairman and Chief Executive Officer

MAHESH SAPTHARISHI
Executive Vice President and Chief Technology Officer

JASON J. WINKLER
Executive Vice President and Chief Financial Officer

RAJAN S. NAIK
Senior Vice President, Strategy and Ventures

JOHN P. MOLLOY
Executive Vice President and Chief Operating Officer

OUR BUSINESS | Solving for safer

Motorola Solutions is a global leader in mission-critical safety and security technologies for public safety, government, including defense, and enterprise customers. Our business is focused on safety and security, driven by our commitment to help create safer communities, safer schools, safer hospitals, safer businesses, and ultimately, safer nations. Grounded in nearly 100 years of close customer and community collaboration, we design and advance technology for more than 100,000 customers in over 100 countries with the goal of making everywhere safer for all.

Our ecosystem of safety and security technologies is managed through two segments: "Products and Systems Integration" and "Software and Services." Within these segments, we have three principal product lines in which we report net sales: Mission Critical Networks ("MCN"), Video Security and Access Control ("Video") and Command Center. Our strategy is to generate value through our technologies that help meet the changing needs of our customers around the world in protecting people, property and places. While each technology individually strives to make users safer and more productive, we believe we can enable better outcomes for our customers by uniting these technologies as a comprehensive integrated safety and security system. Our goal is to help dismantle silos and barriers between people and systems, so that data unifies, information flows, operations run and collaboration improves to help strengthen safety and security everywhere.

We support public safety and defense agencies in their mission to protect communities and countries. We additionally serve our growing base of enterprise customers, including schools, hospitals, businesses and stadiums, as the criticality of safety and security becomes increasingly important. Across these diverse sectors, our technologies facilitate the connection between those in need and those who can help, enabling the collaboration that is critical for a more proactive approach to safety and security.

This collaboration is clearly illustrated in a school setting: When a teacher presses a panic button, our technologies can automatically notify local law enforcement, trigger a lockdown to secure all entries, share live video feeds with first responders and send mass notifications to key stakeholders. This integrated workflow helps schools to detect, respond to and resolve safety and security threats faster and more effectively.

SEGMENTS

Products and Systems Integration	Software and Services

TECHNOLOGIES

Mission Critical Networks	Video Security and Access Control	Command Center

2025 HIGHLIGHTS

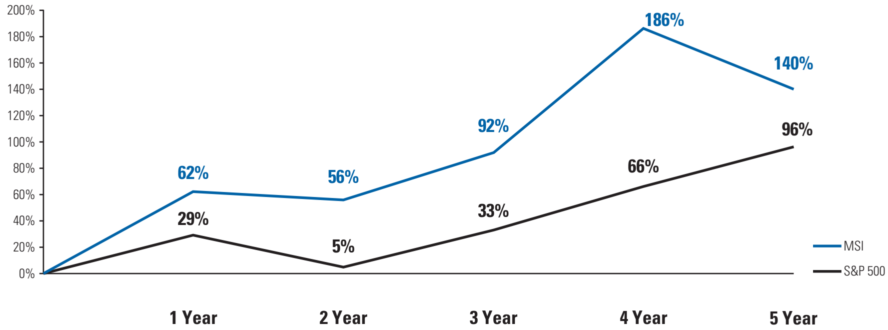
$11.7 BILLION in annual sales (2025)	**~23,000 EMPLOYEES** in 60 countries	**~6,630 PATENTS** granted
$970 MILLION in R&D spending (2025)	**100,000+ CUSTOMERS** in over 100 countries	**13,000 NETWORKS** installed across the globe

HEADQUARTERS	CHAIRMAN and CEO
500 West Monroe Street Chicago, IL 60661	Gregory Q. Brown

COMPANY PERFORMANCE

Over the past five years, our total shareholder return ("TSR") has outperformed the S&P 500, at 140% compared to 96%. Additionally, 2025 was another record year for other key financial metrics such as revenue, operating earnings, operating cash flow and ending backlog.

5 Year Total Shareholder Return (2021 - 2025)



When making compensation decisions, the Committee considers specific accomplishments in 2025, as well as how those accomplishments position us to execute against our growth and expansion strategy.

PAYING FOR PERFORMANCE

CEO Framework

Annually, individual performance objectives for Mr. Brown are established collaboratively with our Board and progress towards achieving these objectives is reviewed throughout the year. When determining Mr. Brown's annual target compensation opportunities and earned incentives, our Board evaluates performance against four main categories:

- Financial – revenue, earnings per share and dividends
- Operational – backlog, customer experience and key litigation
- Long-Term Strategic Initiatives – expansion of product and service offerings and acquisitions
- People – organizational optimization, talent development and succession planning

Specific accomplishments considered for 2025 with respect to these four categories are listed in the "CEO Individual Performance" section of this Proxy Statement on page 38.

In recognition of the dynamic and broad range of Mr. Brown's responsibilities, we do not assign a specific weight to each category. The individual performance categories do, however, reflect the Committee's perspective that both current year results, as well as the quality of the foundation laid for future growth, are equally worthy of consideration. Additionally, the Committee reviews the momentum of the business – multiple year trajectory of key metrics – when reviewing Mr. Brown's performance. As a result, for example, the Committee looks at annual revenue and earnings growth as well as multi-year trends of these metrics, while also focusing on the Company's execution of acquisitions and the attraction of critical talent to the Company's growth areas.

Short-Term Incentive Plan Results

The Executive Officer Short Term Incentive Plan ("STIP") provides annual cash incentives to executives based on a combination of objective Company-wide financial performance targets and unique individual executive performance goals. Given the broad range of strategic activities necessary to continue driving the growth and expansion of our business, the business performance factor is multiplied by an individual performance factor ("IPF") to reward our senior executives for accomplishments beyond strong financial results. The IPF is based on the Committee's subjective and thorough review of each NEO's individual performance throughout the year.

Company-Wide Financial Performance in 2025

In 2025, we achieved approximately 101% of our operating plan for non-GAAP Operating Earnings ("non-GAAP OE") and approximately 107% of our operating plan for Free Cash Flow, resulting in a business performance factor of 1.06 as shown in the table below. Our performance targets for 2025 remained aggressive, with an 11% increase in non-GAAP OE and a 13% increase in Free Cash Flow from actual 2024 results. In January 2026, the Committee approved our business performance factor of 1.06.

COMPANY PERFORMANCE MEASURE	MINIMUM	TARGET	MAXIMUM	2025 RESULT	BUSINESS PERFORMANCE FACTOR	MEASURE WEIGHT	WEIGHTED RESULT
Non-GAAP OE[1] (in millions)	$3,150	$3,500	$3,850	$3,537	1.04	65%	0.68
Free Cash Flow[2] (in millions)	$2,169	$2,410	$2,772	$2,572	1.10	35%	0.38
TOTAL							**1.06**

1 Non-GAAP OE is our reported GAAP Operating Earnings ($2.988 billion in 2025) excluding share-based compensation expense, intangible assets amortization expense, acquisition-related transaction fees, tangible and intangible asset impairments, reorganization of business charges, certain non-cash pension adjustments, legal settlements and other contingencies, gains and losses on investments and businesses, Hytera-related legal expenses, gains from cash received related to our Hytera litigation, gains and losses on the extinguishment of debt and the income tax effects of significant tax matters.

2 Free Cash Flow is a non-GAAP financial measure calculated as net cash provided by operating activities less capital expenditures.

CEO Individual Performance

The Committee uses the IPF in the STIP to capture key qualitative and quantitative objectives important to the execution of annual contributions to our long-term strategies. Mr. Brown's IPF incorporates both his individual accomplishments and his role in supporting the accomplishments of his leadership team, for which he is accountable.

Mr. Brown's 2025 IPF of 1.4 was derived from his accomplishments under the "CEO Framework" section described above. Highlights from his accomplishments in each category are provided in the table below.

2025 ACCOMPLISHMENT HIGHLIGHTS	
FINANCIAL	• Achieved record revenue of $11.7 billion, an 8% increase year-over-year. ○ Product and System Integration up 5% ○ Software and Services up 13% ○ Growth in all technologies ▪ Mission Critical Networks up 7% ▪ Video Security and Access Control up 10% ▪ Command Center up 15% • Achieved gross margin of $6.0 billion, a company record. • Record non-GAAP operating margin of 30.3%, achieving the Company's first-ever 30%+ non-GAAP annual operating margin. • Generated record operating cash flow of $2.8 billion and directed $1.9 billion to shareholders through $1.2 billion of share repurchases and $728 million in dividends.
OPERATIONAL	• Introduced "Agentic" AI across our technologies, including the launch of the SVX platform and Assist for Public Safety, helping unify our safety and security ecosystem across an AI-powered safety platform. • Navigated a complex global trade environment, successfully mitigating tariff-related margin impacts. • Improved supply chain performance to over 90% on-time delivery, significantly exceeding the 2024 level of slightly over 70%. • Ended 2025 with a record backlog of $15.7 billion, an increase of $1 billion over 2024.

2025 ACCOMPLISHMENT HIGHLIGHTS	
LONG-TERM STRATEGIC INITIATIVES	• Closed four acquisitions (Silvus, RapidDeploy, Theatro, and Blue Eye), representing a record annual capital deployment of $4.9 billion for acquisitions. • Expanded our total addressable market (TAM) to over $80 billion with the inclusion of "new defense" and tactical edge networking. • Centralized all hardware, software, and AI engineering under one leader to create "intrinsically linked" roadmaps and accelerate innovation velocity. • Unified global marketing and brand under a singular chief marketing office to amplify the "Solving for safer" narrative. • Positioned the company to capture long-term funding from the One Big Beautiful Bill Act (OBBBA), including a landmark device and body-worn assistant (SVX) order for a U.S. federal customer. • Oversaw global R&D investment of $970 million, maintaining a record patent portfolio focused on AI and cloud.
PEOPLE	• Honored with the 2025 Yale Legend in Leadership Award and recognized as a TopGun CEO by Brendan Wood International, reflecting the top 2% of global executives. • Received multiple company awards: ○ Fast Company: Voted #1 Best Workplaces for Innovators ○ Forbes: World's Best Employers ○ Fortune: America's Most Innovative Companies ○ Glassdoor: Best Places to Work ○ Newsweek: World's Most Trustworthy Companies ○ One Mind: 2025 Salus Award for Workplace Mental Health ○ TIME: World's Best Companies of 2025 ○ Wall Street Journal: World's Best Employer 2025

Based on the many accomplishments highlighted above, the Committee determined Mr. Brown's performance warrants application of a 1.4 IPF with respect to his 2025 STIP payout.

Other NEO Individual Performance

Other NEO individual performance objectives integrate with Mr. Brown's objectives, as set by our Board. Mr. Brown evaluated the other NEOs' individual performance based primarily, but not exclusively, on the same categories in the CEO framework and made the following recommendations, which were approved by the Committee.

The tables below include highlights from each NEO's many accomplishments that contributed to the Company's success in 2025. For the purposes of this table, accomplishments have been ascribed to a specific category, though many of them are relevant across multiple categories.

JASON WINKLER	IPF: 1.4
FINANCIAL AND OPERATIONAL	• Generated record operating cash flow of $2.8 billion (up 19%). • Completed the acquisition of Silvus for a total purchase price of $4.4 billion. Secured $3.5 billion in financing to fund the deal – consisting of $2.0 billion in senior notes and $1.5 billion in term loans – while successfully maintaining our investment-grade (BBB) credit rating. • Navigated a complex global trade environment, successfully mitigating tariff-related margin impacts while delivering material cost savings, contributing to record non-GAAP operating margin of 30.3%. • Improved supply chain performance to over 90% on-time delivery, significantly exceeding the 2024 level of slightly over 70%. • Modernized our IT system infrastructure through transitions into Oracle ERP, replacing old legacy order management systems to enable scalable and efficient order workflows.
LONG-TERM STRATEGIC INITIATIVES	• Substantially completed our Global Research and Development Centre for our MCN software in Cork, Ireland, positioning the Company's core technology for long-term fiscal efficiency. • Led the AI for Finance initiatives, achieving 80% finance employee usage of generative AI tools to drive enterprise-wide operating expense leverage. • Managed a record capital deployment of $4.9 billion across four strategic acquisitions, including the $4.4 billion Silvus transaction. • Significantly increased international investor relations (IR) engagement, resulting in international actively managed fund ownership increasing to 44%. • Grew business-to-business eCommerce orders by 25% year-over-year, supporting over $1.3 billion in digital transactions.
PEOPLE	• Strengthened succession plans by promoting key talent to VP roles and refreshing our organizational profile. • Implemented talent planning strategy with significant promotions within the CFO organization, with an aggregate of 40% of the promotions to manager-level or director-level roles. • Hosted 35+ interns globally across 22 different universities, strengthening our long-term finance talent pipeline.

JACK MOLLOY	IPF: 1.4
FINANCIAL AND OPERATIONAL	• Achieved record orders and record ending backlog. • Achieved record revenue in both the Products and Systems Integration and Software and Services segments. • Achieved record revenue in MCN, growing 7% year-over-year. • Achieved record revenue for Video, growing 10% year-over-year. • Achieved record revenue for Command Center, growing 15% year-over-year. • Secured landmark state-wide contracts and service agreements for our next generation P25 infrastructure. • Double-digit growth in cybersecurity services. • Secured one of the largest international WAVE PTX orders to date. • Assumed full operational responsibility for Silvus, exceeding revenue expectations while significantly increasing production capacity.
LONG-TERM STRATEGIC INITIATIVES	• Shipped 15,000 SVX units within the first six months of launch, successfully pioneering the Company's first converged secure voice, video and AI body-worn assistant. • Executed the integration of our presales, services and system integrations teams to align cost and time to revenue initiatives. • Launched 67 new service offerings, continuing our long-term strategy of shifting our portfolio mix toward recurring revenue. • Launched the Silvus StreamCaster 4400 XTREME Ultra-Ruggedized MANET Radio and the DualStream PTT Controller for tactical talk group management and audio control.
PEOPLE	• Expanded the leadership team to include individuals from Silvus, the largest acquisition in Company history. • Drove the strategic realignment of the Silvus sales organization, optimizing talent deployment through the rotation of two experienced sales leaders. • Expanded executive scope to include direct oversight of the global marketing organization, unifying global brand strategy. • Executed succession plans within the leadership team through internal promotions and strategic external hires. • Spearheaded the integration of the government affairs function to drive strategic policy advocacy and pursue public sector appropriations aligned with corporate objectives. • Orchestrated and implemented new leadership across the professional and commercial radio channel team. • Provided leadership as a Motorola Solutions Foundation board member, championing record employee social impact and over $10 million in strategic grants. • Chair of MSIPAC, our voluntary employee-funded political action committee.

MAHESH SAPTHARISHI	IPF: 1.4
FINANCIAL AND OPERATIONAL	• Accelerated SaaS adoption, driving an increase in recurring revenue in Command Center and significant growth in Alta cloud solutions, supporting the Software and Services segment's 13% revenue growth. • Managed a record $970 million in R&D investment, leading to 65 new product launches and 117 software releases. • Supported margin expansion through improved efficiency in cloud deployment and storage cost. • Redesigned product parts to minimize global supply chain constraints and improve geopolitical supply chain resiliency.
LONG-TERM STRATEGIC INITIATIVES	• Executed strategic formation of our global products organization, unifying critical communications, command center software and video security product and engineering teams to accelerate innovation velocity and execution. • Launched the SVX converged body-worn, secure voice and AI assistant, and Operator, an agentic Security Operations Center (SOC) platform, leveraging purpose-built AI to augment and automate workflows across our portfolio. • Developed and deployed the "Assist" AI framework for Public Safety, providing industry-first generative AI tools for transcription and real-time translation. • Launched "AI labels" to provide clear information about AI usage in our products, including data ownership, technology type, and human oversight, enhancing transparency in public safety and enterprise security technologies. • Secured 9 global design awards for innovation, including Red Dot and Good Design recognition for the L6A camera and MXP660 radio. • Expanded our global R&D footprint with a new facility in Vietnam and expanded centers in Cork, Ireland. • Formed strategic alliances with BRINC and SkySafe for drone-as-first-responder and drone detection technology for public safety. • Acquired and integrated key acquisitions RapidDeploy, Theatro, and Blue Eye to accelerate development across public safety emergency response and enterprise security and resilience. • Achieved the highest-level security authorization from the Federal Risk and Authorization Management Program (FedRAMP®) for a number of products, including SVX, CommandCentral DEMS, APX NEXT Radios and CommandCentral Aware.
PEOPLE	• Secured the #1 "Best Workplace for Innovators" ranking by Fast Company, recognizing the successful integration of AI tools and a culture of mission-driven innovation. • Achieved an 84% adoption rate for AI coding tools among the global engineering team, driving a 24% increase in development velocity. • Served as Executive Sponsor for the Motorola Solutions Innovators Circle and the Global Hackathon, generating 495 new innovation projects to fuel the patent pipeline. • Championed technical multidisciplinary and early-career talent through expanded global internship programs and university research partnerships. • Record 25,000 community service hours logged by Dr. Saptharishi's organization.

RAJ NAIK	IPF: 1.4
FINANCIAL AND OPERATIONAL	• Closed four acquisitions (Silvus, RapidDeploy, Theatro, and Blue Eye), representing a record annual capital deployment of $4.9 billion for acquisitions. • Closed strategic investments and commercial agreements with SkySafe and BRINC for drone detection and drone-as-first-responder portfolio. • Enabled supply chain risk mitigation strategies by providing market intelligence and scenario models regarding potential global tariff impacts.
LONG-TERM STRATEGIC INITIATIVES	• Established the pricing framework for the SVX platform and Assist for Public Safety. • Designed and implemented changes to training, new hire onboarding and AI lead generation to increase the sales productivity for the Video sales teams. • Implemented customer and market research to define the growth strategy for our recently launched enterprise resilience platform.
PEOPLE	• Managed the onboarding of approximately 690 new employees from acquisitions, an 80% year-over-year increase. • Strengthened the Strategy & Ventures team with key hires in business development.

2025 NEO Short-Term Incentive Payouts

As detailed earlier, the Committee assessed and determined that Mr. Brown and the other NEOs largely exceeded their qualitative and quantitative individual performance objectives again in 2025. To recognize and reward these achievements, the Committee approved the following IPFs and total STIP payouts for 2025.

NEO	ELIGIBLE EARNINGS ($)[1]	STIP TARGET (%)	BUSINESS PERFORMANCE FACTOR	INDIVIDUAL PERFORMANCE FACTOR	STIP AWARD ($)	AWARD AS % OF TARGET
BROWN	$1,350,000	225%	1.06	1.4	$4,507,650	148%
WINKLER	$860,000	125%	1.06	1.4	$1,595,300	148%
MOLLOY	$965,000	125%	1.06	1.4	$1,790,075	148%
SAPTHARISHI	$860,000	125%	1.06	1.4	$1,595,300	148%
NAIK	$635,000	95%	1.06	1.4	$895,223	148%

[1] Eligible earnings consist of the base salary earned during the performance period from January 1 through December 31.

Long-Term Incentive Plan Results

Our annual long-term incentive ("LTI") program is 100 percent performance-based and provides awards in the form of performance stock units ("PSUs"), performance options ("POs") and market stock units ("MSUs"), which are earned based on either relative TSR (in the case of PSUs and POs) or change in absolute stock price (in the case of MSUs). The annual LTI program not only rewards long-term stock price performance but also requires that our TSR outperforms the median of the S&P 500 in order to receive a target payout.

Long Range Incentive Plan ("LRIP") and Performance Options

The PSUs, under the 2023-2025 LRIP cycle, and POs granted in 2023 were earned based on our TSR relative to the S&P 500 over the three-year performance period.

MSI's three-year cumulative TSR performance of 66.26% resulted in a 70th percentile versus S&P 500 companies, with awards earned at 175% of target.

Our TSR calculation is defined in the "2025 Annual Compensation Elements" section, which starts on page 49.

2023-2025 LRIP	POs ($265.18 exercise price)	
RELATIVE TSR PAYOUT SCALE (S&P 500)		
PERCENTILE RANK	PAYOUT	TSR
90th - 100th Percentile	250%	137.50%
80th - 89.99th Percentile	200%	84.73%
MSI (70th Percentile)	**175%**	**66.26%**
70th - 79.99th Percentile	175%	66.10%
60th - 69.99th Percentile	150%	45.68%
55th - 59.99th Percentile	110%	39.14%
50th - 54.99th Percentile	90%	32.43%
45th - 49.99th Percentile	80%	26.44%
35th - 44.99th Percentile	50%	11.49%
30th - 34.99th Percentile	30%	4.27%
<30th Percentile	0%	–

Market Stock Units

One-third of the MSUs granted in each of 2022, 2023 and 2024 were earned in 2025 based on absolute stock price appreciation. **These awards were earned at 198%, 167%, and 129% of target, respectively, with corresponding stock price appreciation.**

Grant Date: March 10, 2022 3rd of 3 Tranches Earned on March 10, 2025	**Grant Date**: March 9, 2023 2nd of 3 Tranches Earned on March 9, 2025	**Grant Date**: March 14, 2024 1st of 3 Tranches Earned on March 14, 2025
Beginning stock price: $220.15 Ending stock price: $436.54	Beginning stock price: $265.43 Ending stock price: $443.52	Beginning stock price: $331.19 Ending stock price: $428.69
PAYOUT = 198% OF TARGET	**PAYOUT = 167% OF TARGET**	**PAYOUT = 129% OF TARGET**

EVOLUTION OF OUR CEO'S PAY PROGRAM

This section outlines Mr. Brown's compensation since Motorola Solutions became a publicly traded company in January 2011. Additional detail for each component of pay, including changes from 2024 to 2025, and the corresponding rationale, can be found in the "2025 Annual Compensation Elements" section, which starts on page 49.

2011-2025 CEO Compensation

The Committee reviews Mr. Brown's compensation in an effort to deliver a competitive, appropriate, and responsible target compensation package. Throughout Mr. Brown's 18 years as CEO, the Committee has exercised its discretion to both increase and decrease Mr. Brown's target compensation, as it has deemed appropriate. For a detailed description of Mr. Brown's employment agreement, please refer to the section of this Proxy Statement on page 65 titled "Employment Contracts."

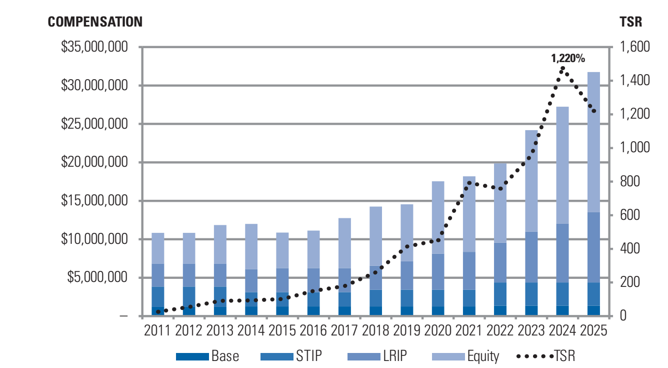
Since 2011, the Committee has focused on increasing Mr. Brown's long-term compensation more than his short-term cash compensation, resulting in a net increase to his target total compensation of 192.9% over such time period. During this same time period, Mr. Brown has guided the Company through a significant transformation and Motorola Solutions has delivered TSR of 1,220%.

PAY COMPONENT	2011	2025	% CHANGE	COMMENTS
BASE SALARY	$1,200,000	$1,350,000	12.5%	In 2014, the Committee increased Mr. Brown's base salary by $50,000 and he received an amended employment agreement, which lowered his target incentive from 220% to 150%, resulting in an 18.6% decrease to Target Total Cash. In 2018, the Committee increased Mr. Brown's target incentive from 150% to 175%. Effective October 1, 2022, the Committee increased Mr. Brown's base salary by $100,000 and target incentive from 175% to 225%.
STIP TARGET %	220%	225%	2.3%	
TARGET TOTAL CASH	**$3,840,000**	**$4,387,500**	**14.3%**	
LRIP	$3,000,000	$9,121,666	204.1%	Beginning with the performance cycle that ended in 2018, Mr. Brown has received his LRIP payouts in stock, thus eliminating cash from his LTI program. Beginning with the performance cycle that started in 2019, Mr. Brown's LRIP has been denominated 100% in PSUs.
EQUITY	$4,000,000	$18,243,334	356.1%	In 2015, the Committee replaced Mr. Brown's stock options and restricted stock units ("RSUs") (containing a stock price hurdle) with POs and MSUs, emphasizing the long-term performance orientation of the program.
TOTAL LTI	**$7,000,000**	**$27,365,000**	**290.9%**	
TARGET TOTAL COMPENSATION	**$10,840,000**	**$31,752,500**	**192.9%**	**AVERAGE ANNUAL INCREASE OVER 15 YEARS IS 13%**

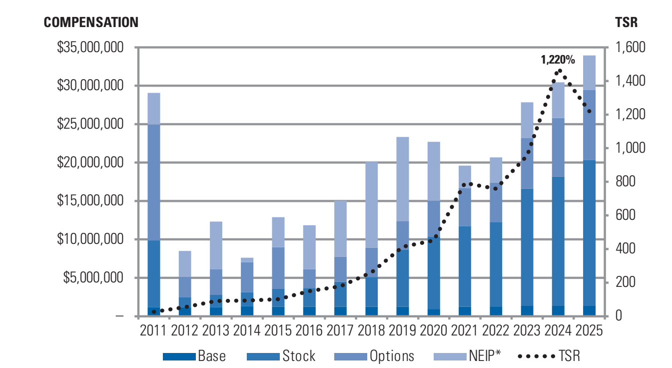
CEO Compensation vs. TSR

Over this 15-year period, the Committee, with the concurrence of the Board, has managed Mr. Brown's target compensation program to provide appropriate pay levels in relation to significant returns for our shareholders. A similarly strong relationship holds true when considering Mr. Brown's compensation as reported in the 2025 Summary Compensation Table on page 58 of this Proxy Statement.

TARGET COMPENSATION VS. TSR



SUMMARY COMPENSATION TABLE VS. TSR



* NEIP = Non-Equity Incentive Plan Compensation in the Summary Compensation Table.

CEO 2025 LTI Pay Decisions

The Committee and our Board recognize that the retention of highly qualified leaders is critical to the Company's continued success. Mr. Brown is a highly experienced senior leader at our Company. He joined the Company in January 2003 and became CEO in January 2008. Under Mr. Brown's visionary and extraordinary leadership as CEO, the Company is a global leader in mission-critical safety and security technologies, committed to "Solving for safer" by innovating the solutions needed for safer communities, safer schools, safer hospitals, safer businesses, and ultimately, safer nations. Mr. Brown has led the Company through the successful execution of key strategic initiatives that have positioned the Company for long-term success and, in doing so, has created significant value for shareholders.

As the Committee and the Board looked ahead, they believed it to be in the best interests of our shareholders and critical to the Company's path forward to continue to retain Mr. Brown as CEO. In particular, they considered his ability to generate shareholder returns, to make strategic investments that strengthen the Company's portfolio and continue to successfully execute the Company's long-term strategy. The Company's outstanding financial performance again in 2025 further illuminated the key role Mr. Brown plays at our Company.

We are confident in Mr. Brown's ability to continue to make strategic investments that strengthen our portfolio and grow our expanding business. In a highly competitive industry in which the need for proven leadership is critical, the Committee supports Mr. Brown's LTI and total pay opportunities. As such, our Board determined to increase Mr. Brown's 2025 target long-term incentive opportunity 20% from $22.865 million in 2024 to $27.365 million for 2025. His relative LTI pay position is above market median, maintaining significant alignment with shareholder value creation.

PROCESS FOR DETERMINING EXECUTIVE COMPENSATION

COMPENSATION PHILOSOPHY

Our executive compensation program design is guided by five key principles.

PRINCIPLE	DESCRIPTION
Business	Incentives are aligned with the Company's business goals and avoid excessive risk-taking
Performance Differentiated	Programs designed to create an effective link between pay and performance at both the Company and individual levels
Market Competitive	Total compensation package is competitive to attract, retain and motivate top talent needed to successfully execute our business strategy
Ownership Oriented	Compensation is aligned with shareholder interests by delivering meaningful equity awards and maintaining robust stock ownership guidelines
Simplicity	Engagement is driven through simple, cost-efficient plan design

COMPENSATION OBJECTIVES

Consistent with prior years, we built our 2025 executive compensation program upon the following objectives:

COMPONENT	DESCRIPTION OF COMPONENT	OBJECTIVE OF COMPONENT
Base Salary	Base salary provides market competitive compensation in recognition of role and responsibilities.	– Attract talent and support retention. – Attract and motivate highly qualified executives who are critical to our success.
Short-Term Incentive Plan Award	Short-term incentives are variable, performance-based annual cash awards earned based on the achievement of annual financial performance goals and individual contributions and behaviors.	– Link executive pay to our financial performance. – Drive achievement of annual business objectives. – Recognize strong performers by offering cash performance-based compensation to reward overall Company success as well as individual contributions.
Long-Term Incentive Plan Award	Long-term incentives are granted annually in March. Awards are 100% performance-based and include both relative and absolute stock price growth.	– Reward and retain highly motivated executives who are critical to future growth. – Create value for our shareholders.
	Two-thirds of the annual equity award is based on achievement of three-year relative performance against the S&P 500 and one-third is based on absolute stock price appreciation.	– Provide executives with an ownership stake in the Company and align executives' interests with our shareholder interests.

SOUND GOVERNANCE PRACTICES

Our executive compensation program aligns to our business strategy and incorporates strong governance.

WHAT WE DO		WHAT WE DON'T DO	
PRACTICE	MSI PRACTICE	PRACTICE	MSI PRACTICE
Annual Shareholder Say on Pay	We seek an annual non-binding advisory vote from shareholders to approve our executive compensation	No Cash in NEO LTI Program	NEO LTI has been 100% performance-based equity since 2021
Robust Stock Ownership Guidelines	Executives are required to hold stock equal to 10x salary for CEO and 3x salary for other NEOs	No Tax Gross-ups	We do not provide tax gross-ups in connection with any perquisites or in the event of any "golden parachute payment" in connection with a change in control
Transparent Disclosure	Robust individual performance disclosure for STIP	No Excessive Perquisites	We do not provide excessive perquisites to our NEOs and believe that our perquisites are reasonable and competitive
Pay-for-Performance and Shareholder Alignment	Long-term incentive program for management team, including the NEOs, is 100% performance-based with respect to annual grants	No Trading on Margin or Hedging or Pledging of Company Securities	Our Insider Trading Prohibitions Policy prohibits directors, officers and other designated individuals from holding securities in a margin account or engaging in hedging, short sales, pledging or any derivative transaction relating to our securities
Use of Independent Advisor	The Committee retains CAP to review Company compensation programs and practices (CAP provides no other services for the Company)	No Single Trigger Severance in a Change in Control	In the event of a change in control, all severance pay components have a double trigger (subject to certain conditions)

EVOLUTION OF OUR EXECUTIVE COMPENSATION PROGRAM

The timeline below illustrates our responsiveness to shareholder feedback and the evolution of our compensation program over the past several years.

2015
- Moved to a 100% performance-based LTI program, based on relative TSR and absolute stock price, for all NEOs
- Shareholders approved an amended and restated equity plan

2018
- Eliminated cash from CEO long-term incentives
- Increased CEO stock ownership requirement from 6x to 10x base salary
- Removed the 25% cap on the ability to reduce a payout under the LRIP and POs

2019
- Denominated LRIP in 100% PSUs for the CEO and a mix of 50% PSUs / 50% cash for the other NEOs

2021
- Denominated LRIP in 100% PSUs for the other NEOs
- Eliminated cash for all LRIP participants

2022
- Shareholders approved an amended and restated equity plan

2023
- Board adopted an amended and restated incentive compensation recoupment policy

HOW WE PLAN COMPENSATION

The foundation of our compensation framework is sound design principles, which allows for the flexibility to competitively, but responsibly, address the dynamic labor markets in which we compete. These programs have been designed to focus executives on the achievement of our long-term business plan and shareholder value creation. Our incentive plans utilize rigorous financial goals and, with respect to awards with relative TSR goals, require above median relative outperformance for target payouts, while incorporating risk-mitigating features, such as payout caps, to ensure we reward sustainable growth.

Over the years, our executive compensation program has evolved with our business strategy, incorporated feedback from our shareholders, and maintained market competitiveness to properly incent and reward our senior management team. Additionally, we conduct regular risk assessments of our compensation programs and practices and review results with the Committee annually.

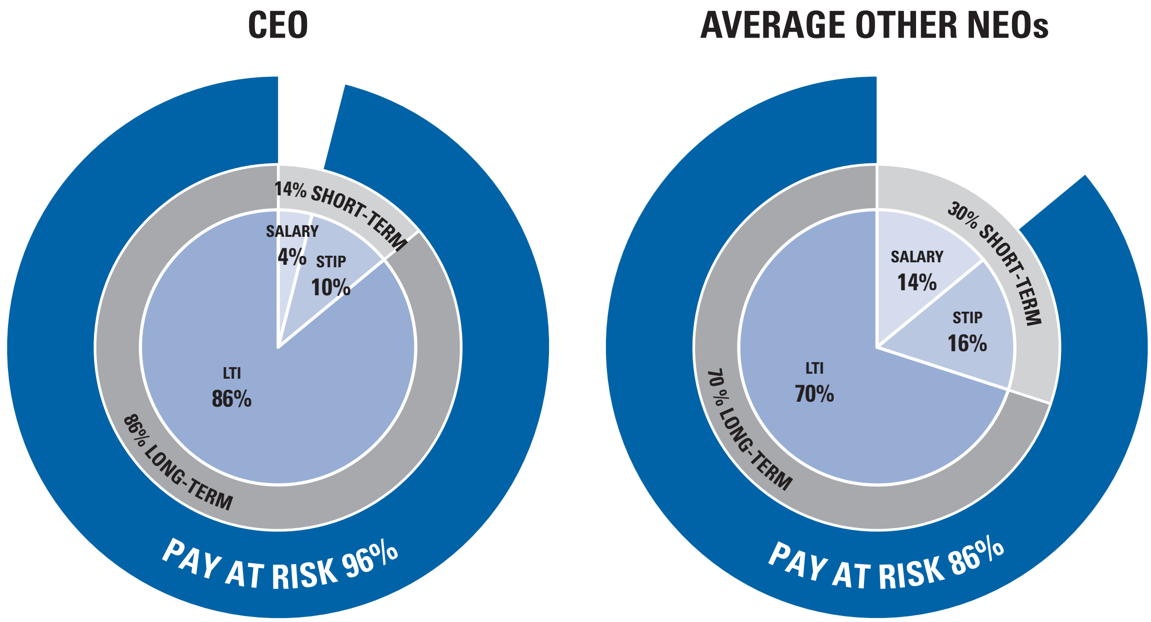
When setting annual compensation for our NEOs, the Committee balances the current state of the business with setting the stage for the future. The Committee, with assistance from its independent advisor, CAP, considers the following: peer company pay practices for comparable positions; NEO experience, tenure, scope of responsibility and performance; internal pay alignment; and succession planning. Each year, the Committee uses the 50th percentile of our peer group and surveys as an initial guideline for establishing target total compensation opportunities for our NEOs with pay above market median (e.g., 75th percentile) targeted for significant contributions and sustained strong performance levels, as well as scope and responsibilities.

The Committee engages CAP to advise on the Company's executive compensation strategy and program design and to provide regulatory and market trend updates. CAP carries out competitive reviews as directed by the Committee and provides input on specific compensation recommendations for our CEO and other members of management's Executive Committee.

In 2025, the Committee continued to engage CAP as its independent compensation consultant. CAP participates in Committee meetings, including regular discussions with the Committee, with and without management present. During 2025, the Committee also reviewed CAP's independence using assessment criteria that aligned with the Securities and Exchange Commission ("SEC") and New York Stock Exchange ("NYSE") rules. The Committee concluded that CAP was independent and had no conflicts of interest.

PERFORMANCE-BASED COMPENSATION STRUCTURE

The performance-based structure for 2025 incorporates incentives that measure both short-term and long-term performance. In addition to base salary and an annual STIP award, this structure, shown graphically below (with incentives at their target amounts), includes an annual LTI award made up of our LRIP, POs and MSUs. The Committee believes a majority of compensation should be in the form of LTI awards to better drive alignment with shareholder interests and executive retention.



2025 TARGET TOTAL COMPENSATION SUMMARY

When setting NEO compensation, the Committee first determines target total compensation and second, determines each pay component in support of the appropriate aggregate value and mix.

NEO	BASE SALARY	TARGET STIP %	TARGET TOTAL CASH	TARGET LTI			TARGET TOTAL COMPENSATION	YEAR-OVER YEAR CHANGE
				LRIP[1]	PO	MSU		
BROWN	$1,350,000	225%	$4,387,500	$9,121,666	$9,121,667	$9,121,667	**$31,752,500**	16.5%
WINKLER	$860,000	125%	$1,935,000	$1,583,334	$1,583,333	$1,583,333	**$6,685,000**	3.9%
MOLLOY	$965,000	125%	$2,171,250	$1,716,666	$1,716,667	$1,716,667	**$7,321,250**	3.5%
SAPTHARISHI	$860,000	125%	$1,935,000	$1,583,334	$1,583,333	$1,583,333	**$6,685,000**	3.9%
NAIK	$635,000	95%	$1,238,250	$833,334	$833,333	$833,333	**$3,738,250**	7.2%

[1] Reflects the target value of the PSU award granted under the LRIP. This is lower than the accounting value that appears in the 2025 Summary Compensation Table, as such accounting value is based on a Monte Carlo simulation, whereas we use the closing stock price on the date of grant to calculate the number of shares awarded.

2025 ANNUAL COMPENSATION ELEMENTS

BASE SALARY

As the only fixed compensation element in our program, base salary is used to provide what we believe to be a baseline level of stability required to be market competitive. Salaries are reviewed and adjusted by the Committee as needed. Annual increases are not guaranteed or automatic.

In March 2025, the Committee decided not to increase our NEOs' base salaries for 2025, including Mr. Brown's, due to the macroeconomic environment at that time. Mr. Brown has not received a base salary increase since 2022.

NEO	2024 BASE SALARY	2025 BASE SALARY	YEAR-OVER-YEAR CHANGE	2025 ACTUAL SALARY EARNED
BROWN	$1,350,000	$1,350,000	0.0%	$1,350,000
WINKLER	$860,000	$860,000	0.0%	$860,000
MOLLOY	$965,000	$965,000	0.0%	$965,000
SAPTHARISHI	$860,000	$860,000	0.0%	$860,000
NAIK	$635,000	$635,000	0.0%	$635,000

SHORT-TERM INCENTIVES

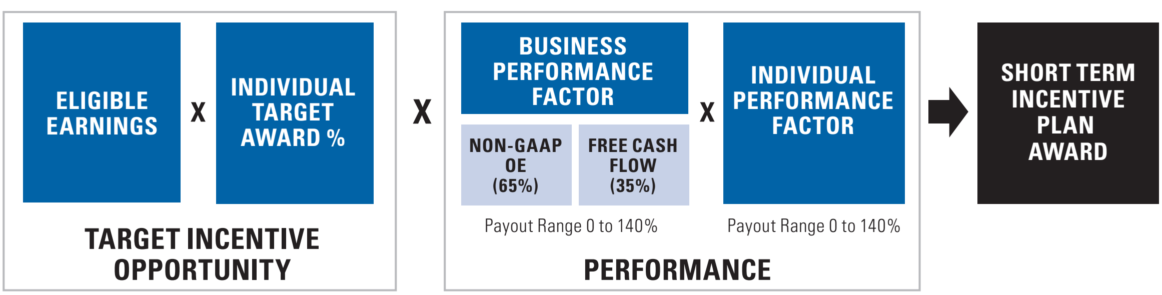
The STIP is an annual cash incentive award based on the Company's achievement of financial performance and an executive's individual performance. The Committee sets the target value for STIP as a percentage of an executive's base salary.

Incentive Targets

The individual target award percentage did not change in 2025 for any of the NEOs compared to 2024. Mr. Brown's individual STIP target award percentage remained 225%, and the other NEOs' STIP target percentages remained 125% and 95% for our executive and senior vice presidents, respectively.

Payout Formula

Actual STIP awards are based on the executive's target incentive opportunity, the Company's achievement of performance results (called the "business performance factor" in the STIP plan document) and IPF assessment. The payout opportunity for both the business performance factor and the IPF ranges from 0% to 140%, resulting in a total plan maximum payout opportunity of 196% of target. The incentive target opportunity for each NEO was determined based on a market evaluation.



Metric Selection

Again in 2025, the business performance factor was based on achievement of non-GAAP OE (weighted 65%) and Free Cash Flow (weighted 35%) goals. Non-GAAP OE measures our profits from sales and Free Cash Flow measures the cash available after capital expenditures. These are common performance measures both inside and outside of our industry and are fundamental inputs we use to measure profitability, business liquidity and rates of return for the business. We believe non-GAAP OE and Free Cash Flow appropriately measure our annual business performance and ultimately drive our long-term shareholder value over time.

LONG-TERM INCENTIVES

The Committee designed our LTI program with the specific intention of aligning the largest component of NEO pay to the achievement of exceptional and sustainable value creation for our shareholders. To achieve this, we continue to focus on expanding our safety and security products and services, evolving our land mobile radio focus to include video security, access control and command center solutions that help meet the changing needs of our customers around the world in protecting people, property and places. These investments reflect our sharpened focus on safety and security technologies for public safety agencies, government, including defense and enterprises, driven by our commitment to help create safer communities, safer schools, safer hospitals, safer businesses, and ultimately, safer nations. The Committee designed the LTI program to achieve this alignment through:

- 100% performance-based vesting with respect to our regular annual grant under the LTI program (i.e., no time-based vesting or guaranteed value)
- The program metrics being 100% aligned to creating more value for our shareholders
- The majority of the total award value requiring TSR performance above the median of S&P 500 companies in order to receive at least a target payout

Determining Target Award Values

The Committee reviews LTI target award values annually by first determining a target total compensation value appropriate for the size and complexity of the NEO's role and then determining the appropriate LTI value based on our philosophy of delivering the largest percentage of total compensation in LTI. The Committee also considers the 100% performance-based nature of our LTI program and how our Company's future performance is expected to be impacted by the groundwork that has been set in the prior year. As we continue to execute our long-term strategy, the Committee believes it is critical that each NEO's target opportunity appropriately reflects their contribution.

When setting LTI target awards for 2025, the Committee considered the significant impact of Mr. Brown's decisions and actions on our longer-term business strategy, as well as the remarkable value created for our shareholders.

The Committee approved total target 2025 LTI at its March 2025 meeting, other than Mr. Brown's total target 2025 LTI, which was approved by the Committee (with the concurrence of the independent members of the Board) in October 2024.

NEO	TOTAL TARGET 2024 LTI	2025 LRIP	2025 POs	2025 MSUs	TOTAL TARGET 2025 LTI	YEAR-OVER-YEAR CHANGE
BROWN	$22,865,000	$9,121,666	$9,121,667	$9,121,667	$27,365,000	20%
WINKLER	$4,500,000	$1,583,334	$1,583,333	$1,583,333	$4,750,000	6%
MOLLOY	$4,900,000	$1,716,666	$1,716,667	$1,716,667	$5,150,000	5%
SAPTHARISHI	$4,500,000	$1,583,334	$1,583,333	$1,583,333	$4,750,000	6%
NAIK	$2,250,000	$833,334	$833,333	$833,333	$2,500,000	11%

LTI Components

Our **100% performance-based annual LTI program** includes the **LRIP, POs and MSUs**, each of which comprise one-third of the total LTI mix.

- Both the LRIP and POs are based on three-year TSR relative to the S&P 500. The payout scale for the LRIP and POs requires our performance over a three-year period to exceed median performance of the S&P 500 companies before earning a target payout.
  - The 2025-2027 LRIP cycle is denominated 100% in PSUs for each NEO. The LRIP and POs utilize a **three-year performance period** and, consistent with earned POs becoming exercisable, earned PSUs will settle on the third anniversary of the grant.
  - If our TSR over the performance period is negative, but would still result in a ranking that would provide a payout, the Committee has unlimited discretion to reduce the calculated LRIP payout (and number of POs vesting).
  - The TSR calculation uses a three-month average stock price at the beginning (three months preceding performance cycle start) and end (final three months in performance cycle, plus the value of reinvested dividends) of the period for measurement purposes. This approach minimizes the impact of a single beginning and ending point stock price for each performance cycle.
- MSUs are based on absolute stock price appreciation/depreciation and provide a vehicle to further align with our shareholders and support retention of our NEOs.
  - Each 1% increase/decrease in stock price results in a 1% increase/decrease in the number of MSUs earned at the end of the performance period, with a maximum payout at 100% stock price appreciation and a threshold of 40% stock price depreciation, below which no MSUs are earned.
  - The MSUs are earned and vest based on stock price appreciation/depreciation at the first, second, and third anniversaries of the date of grant with respect to one-third of the grant for each of the three concurrent performance periods.

LTI VEHICLE MIX

PAYOUT SCALE

1/3 Performance Stock Units (LRIP)

1/3 Performance Options

2/3 Performance-Based vs. S&P 500

Relative TSR Payout Scale	
MSI 3-Year TSR Percentile Rank	**Payout Factor***
90th - 100th Percentile	250%
80th - 89.99th Percentile	200%
70th - 79.99th Percentile	175%
60th - 69.99th Percentile	150%
55th - 59.99th Percentile	110%
50th - 54.99th Percentile	90%
45th - 49.99th Percentile	80%
35th - 44.99th Percentile	50%
30th - 34.99th Percentile	30%
< 30.00th Percentile	0%

*Committee has full discretion to adjust the payout when MSI's TSR is negative.

1/3 Market Stock Units

1/3 Performance-Based vs. Absolute Stock Price Appreciation

Year 0	Year 1	Year 2	Year 3
Grant	33%	33%	33%

Amount earned is equal to the stock price appreciation/depreciation at each vest date

Threshold = 40% stock price depreciation
Maximum = 100% stock price appreciation

COMPARATIVE MARKET DATA

When setting compensation for our NEOs, the Committee reviews comparative market data from our peer group companies, as well as survey market data.

2025 PEER GROUP

Our peer group is used by the Committee to compare pay levels, pay mix and alignment of pay with our performance, as discussed in the "How We Plan Compensation" section above on page 48 of this Proxy Statement.

Peer Selection Criteria

To ensure meaningful comparisons, the Committee, with the assistance of the Committee's independent consultant, reviews the peer group annually and makes updates as necessary. Specifically, as we continue to extend our leadership in mission-critical safety and security technologies, including through strategic investments and acquisitions, the Committee continues to include software and services companies in its review.

To create a sufficiently sized peer group with whom we compete for executive talent, the Committee considers a combination of primary criteria and secondary criteria, including those listed below:

- **Primary Criteria:** Publicly traded securities listed on a U.S. stock exchange, revenues and/or market capitalization within 1/3x to 3.0x of that of Motorola Solutions, and relevant Global Industry Classification Standard (GICS) sub-industry segments across the communications, information technology, software, and industrials sectors
- **Secondary Criteria:** Companies that list Motorola Solutions as a peer, companies named as peers by shareholder advisory firms, companies listed as peers by current peers, and companies with comparable revenue growth, TSR, and business mix.

2025 Peer Group Companies

For 2025, the Committee approved a peer group removing Agilent Technologies, Inc., the only peer company in the Life Sciences Tools and Services Industry, and consisting of the following 12 remaining companies from the 2024 peer group:

Adobe Inc.	Illinois Tool Works Inc.	Rockwell Automation, Inc.
Autodesk, Inc.	Intuit Inc.	Roper Technologies, Inc.
Dover Corporation	L3Harris Technologies, Inc.	ServiceNow, Inc.
Fortive Corporation	Parker-Hannifin Corporation	Trimble Inc.

SURVEY MARKET DATA

To supplement our peer group data, the Committee also considers compensation surveys that include data from companies of similar size and business segments to the Company. For 2025, the Committee considered data from the Radford Global Technology Survey and the Mercer Comptryx Survey.

EQUITY USAGE AND GRANT PROCESSES UNDER OUR COMPENSATION PROGRAMS

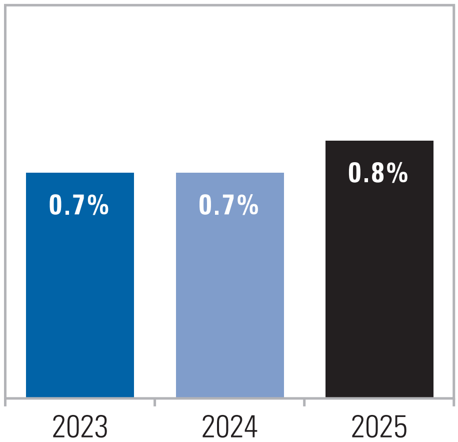
Equity Usage

Over the years, we have modified our share granting practices to meet the changing needs of our business and drive our growth while continuing to monitor our stock-based compensation expense and overall shareholder dilution. The Committee has also delegated authority to our CEO, most senior human resources executive, Chief Financial Officer and General Counsel to make off-cycle equity grants to employees other than our Section 16 reporting officers when such employees are newly hired or promoted, in recognition of outstanding achievement or for retention. These grants are typically made on the first business day of each of March, June, September and December (during an open trading window) with respect to stock option grants to vice president level employees, and on the first business day of each month with respect to RSU grants to vice president level employees and our general employee base. For more information regarding our policies and practices on the timing of equity awards, see "Equity Grant Processes" below.

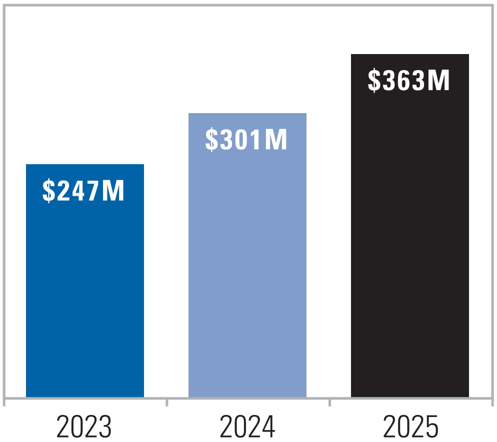
At the 2015 Annual Meeting of shareholders, our shareholders approved the Motorola Solutions 2015 Omnibus Incentive Plan, which was an amendment and restatement of the Motorola Solutions Omnibus Incentive Plan of 2006. This reduced the total number of shares reserved and approved for issuance by approximately 7 million shares, to 12 million shares. At the 2022 Annual Meeting of shareholders, our shareholders approved the Motorola Solutions Amended and Restated Omnibus Incentive Plan of 2015 (the "Omnibus Plan"), effective as of May 17, 2022, which increased the total number of shares reserved and approved for issuance by 4.65 million shares. Also in 2022, the Committee agreed to extend the eligibility for our annual equity grant to lower level managers. This additional eligibility has helped us to attract and retain top performing employees in a competitive talent market. Throughout the years, we have continued to monitor our equity-granting practices to ensure our share usage and stock-based compensation expense remain in line with competitive levels.

In 2025, we continued to have acquisition activity and, in an effort to preserve enterprise knowledge and align our new employees' interests with those of our shareholders, we issued equity as part of the acquisitions and made retention grants under the Omnibus Plan. The shares issued as part of the acquisitions were granted outside of our standard compensation programs and do not count against our shares available for future issuance. The information below for 2023, 2024 and 2025 only includes share usage as a percentage of common stock outstanding as of December 31 for each year and the aggregate value of equity granted under our compensation programs. It excludes 0.01% share usage and $5 million value of equity granted as part of an acquisition for 2023, 0.04% share usage and $26 million value of equity granted as part of acquisitions for 2024, and 0.04% share usage and $33 million value of equity granted as part of acquisitions for 2025.

ANNUAL SHARE USAGE



AGGREGATE VALUE OF EQUITY GRANTED



Equity Grant Processes

The Committee approves all equity grants made to our Section 16 reporting officers, which includes our NEOs, with concurrence of the Board for grants to our CEO. The Committee approves and grants annual equity awards at approximately the same time each year. Each year the Committee approves (with the concurrence of the Board with respect to our CEO) the annual grant of PSUs, POs and MSUs for our eligible employees, including our NEOs, at its March meeting. Employees are not permitted to choose the grant date for their individual grants. Grants are effective on the date of the meeting, subject to the terms of our equity granting policies described below.

All stock options are granted at an exercise price at or above the closing market price of our common stock on the date of grant. Equity awards, including options, are not structured to precede or coincide with the disclosure of material non-public information, such as, for example, significant earnings announcements or announcements regarding a material acquisition or similar transaction likely to result in changes to the price of our Common Stock.

In addition, we do not grant any equity awards to our Section 16 reporting officers or stock options to our other vice president-level employees during periods in which there is material non-public information about the Company. This includes during closed trading windows established in connection with the public release of earnings information or any other event-specific closed trading window under our Insider Trading Prohibitions Policy (each, a "Closed Window"), or at any time during the four business days prior to or the one business day following the filing of our periodic reports or the filing or furnishing of a Current Report on Form 8-K that discloses material non-public information (each, a "Filing Window"). If a meeting of the Committee during which equity awards are granted to our Section 16 reporting officers occurs during a Closed Window or a Filing Window, then the grant will not be effective until after the first business day following the disclosure of the applicable material non-public information, unless such day is within a Filing Window, in which case such grants will not be effective until after the first business day following the end date of the Filing Window. In addition, in 2025, we did not grant any equity awards to our Section 16 reporting officers during a Filing Window.

It is not our practice to, and during the year ended December 31, 2025 we did not, time the disclosure of material non-public information for the purpose of affecting the value of executive compensation.

OTHER COMPENSATION POLICIES AND PRACTICES

BENEFITS AND PERQUISITES

To enhance our ability to attract and retain talented executives in a highly competitive talent market, we provide the benefits and perquisites detailed in the following table:

BENEFIT OR PERQUISITE	NAMED EXECUTIVES	OTHER EXECUTIVES AND MANAGERS	ALL ELIGIBLE FULL-TIME EMPLOYEES
Retirement[1], Saving and Stock Purchase Plans	✔	✔	✔
Health and Welfare Benefits[2]	✔	✔	✔
Deferred Compensation[3]	✔	✔	
Financial Planning Counseling[4]	✔	Vice Presidents	
Executive Physicals	✔	Senior and Executive VPs	
Personal Security Services and Equipment	✔	Management's Executive Committee	
Personal Use of Corporate Aircraft Service[5]	CEO		

[1] Pension provided to U.S.-based eligible employees hired prior to January 1, 2005. For a detailed description of our retirement plans, please refer to the section of this Proxy Statement on page 64 titled "Retirement Plans."
[2] Includes medical, dental, vision, group life insurance, business travel accident insurance, short- and long-term disability and work life programs.
[3] For a detailed discussion of the Motorola Solutions Management Deferred Compensation Plan, please refer to the section of this Proxy Statement on page 63 titled "Nonqualified Deferred Compensation in 2025."
[4] We also offer a financial wellness counseling program to all U.S. employees.
[5] Mr. Brown is required to use the Company's aircraft (or Company arranged charter aircraft) for business and personal travel pursuant to the Company's security policy. In limited circumstances, and as approved by the CEO, other employees (including our NEOs) are permitted to use our corporate aircraft service for personal purposes.

In response to heightened security threats across the technology industry in late 2024 and early 2025, and as a result of our security protocol review that included an independent-third-party security assessment, the Committee approved (with the concurrence of the independent members of the Board) CEO security program enhancements in early 2025. These enhancements include additional residential security system procurement, implementation, monitoring and equipment maintenance and/or replacement, and the provision of security personnel when necessary. The Committee also approved residential security system procurement, implementation, monitoring and equipment maintenance and/or replacement for each member of our management's Executive Committee, including our NEOs. In approving these enhancements, the Committee, with the concurrence of the independent members of the Board with respect to the CEO, determined that the safety of our CEO is essential to the Company's stability and the protection of shareholder value, and that these enhancements are appropriate for management's Executive Committee given the current external security environment. The security services and equipment offered to our CEO and NEOs may be viewed as conveying personal benefits and, as a result, their values are reported in the Summary Compensation Table.

STOCK OWNERSHIP GUIDELINES

To ensure strong alignment of our senior management with the interests of our shareholders, the Company maintains stock ownership guidelines for our senior executives, including each of our NEOs. The Committee reviews compliance with the ownership guidelines annually. In the Committee's last review, it was determined that all NEOs **had met their stock ownership requirement**.

Our stock ownership requirements are a multiple of base salary as shown below:

EXECUTIVE GROUP	MULTIPLE OF BASE SALARY 2025
Chairman and Chief Executive Officer	10x
Executive Vice Presidents and Management's Executive Committee Members	3x
Senior Vice Presidents	2x
Corporate Vice Presidents	1x

Executives subject to the guidelines must meet their ownership requirement within five years from the date they first become subject to their applicable ownership requirement. Executives who do not meet their stock ownership requirement within five years must hold 100% of net shares acquired by them (net of tax withholding) upon the exercise of stock options and the vesting of RSUs or MSUs until compliance with the stock ownership requirement is achieved. Shares counted toward guideline achievement include directly owned shares, unvested RSUs and target MSUs.

CHANGE IN CONTROL POLICY

The Company maintains the Senior Officer Change in Control Severance Plan (the "CIC Severance Plan"), which the Board has the ability to amend or terminate with at least one year's notice to participants.

The CIC Severance Plan covers our NEOs (except for Mr. Brown, whose employment agreement contains change in control provisions) and our other senior executives. Our Board considers the maintenance of an effective and stable management team essential to protecting and enhancing the value of the Company for the benefit of our shareholders. To that end, we recognize that the possibility of a change in control may exist and that this possibility, along with the uncertainty and questions it may raise for certain senior executives, may result in the distraction, and potential departure, of senior management employees to the detriment of the Company and our shareholders. The CIC Severance Plan helps to encourage the continued attention and dedication of our senior management to their assigned duties without the distraction that may arise from the possibility of a change in control event.

The CIC Severance Plan employs a "double trigger" in order for severance benefits to be paid, meaning that both a change in control event must occur and an executive must be involuntarily terminated without "cause" or must leave for "good reason" within 24 months following the change in control.

The table below highlights key provisions of the CIC Severance Plan. For a detailed description of the CIC Severance Plan, please refer to the section of this Proxy Statement on page 66 titled "Change in Control Arrangements." Additionally, for a detailed description of our 2011 Executive Severance Plan, amended and restated in 2014, please refer to the section of this Proxy Statement on page 67 titled "Executive Severance Plan."

CIC PROVISION	CIC SEVERANCE PLAN
Eligibility	Executive and Senior Vice Presidents
Cash Severance Multiple	Two times sum of base salary and target bonus
Medical Benefit Continuation	Two years
LRIP and Equity Treatment (Provision in Omnibus Plan)	Equity and LRIP subject to "double trigger" unless awards are not assumed or replaced by acquirer. If not assumed or replaced, equity and LRIP provide for accelerated treatment with performance at target.
Excise Tax Gross-Up	None. Participants receive "best net" after-tax position of either the participant paying the excise tax or a reduction in severance benefits to a level that eliminates the imposition of the excise tax.

AMENDED AND RESTATED INCENTIVE COMPENSATION RECOUPMENT POLICY AND RELATED EQUITY AWARD PROVISIONS

In November 2023, the Board, upon the recommendation of each of the Committee and the Audit Committee, amended and restated our prior incentive compensation recoupment policy in order to comply with new SEC and NYSE requirements implementing the incentive-based compensation recovery provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Amended and Restated Recoupment Policy").

Consistent with the SEC and NYSE requirements, the Amended and Restated Recoupment Policy requires the Company to seek recovery of erroneously awarded incentive-based compensation received by our executive officers during any three-fiscal-year period prior to the date that the Company is required to prepare an accounting restatement due to material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period. Under the Amended and Restated Recoupment Policy, the Board will determine, in its sole discretion, the method for recouping the applicable incentive-based compensation, consistent with SEC and NYSE requirements.

Our Amended and Restated Recoupment Policy is included as an exhibit to our Annual Report on Form 10-K for the fiscal year ended December 31, 2025, which was filed with the SEC on February 12, 2026.

In addition to the authority under our Amended and Restated Recoupment Policy, it is also the Company's policy and practice that our equity award agreements applicable to all of our participants, including our executive officers, require the forfeiture and recovery of proceeds of stock awards, including those subject to time-based vesting, if the participant violates certain restrictions in the equity award agreements, such as confidentiality, employee and customer non-solicit and non-competition restrictive covenants, as applicable.

IMPACT OF TAX TREATMENT ON COMPENSATION PROGRAM DESIGN

Tax treatment of the various elements of our total compensation program was an important, but not the sole, consideration in its design. Section 162(m) of the Internal Revenue Code limits the deductibility of certain items of compensation paid to the CEO and certain other highly compensated executive officers (together, the "covered officers") to $1 million annually, but in years prior to 2018 there was an exception to such limit for compensation that qualified as "performance-based compensation." Beginning in 2018, the Tax Cuts and Jobs Act amended Section 162(m) to, among other things, eliminate the exception for performance-based compensation, except for certain qualifying arrangements in place as of November 2, 2017.

The Committee reserves the right to provide for compensation to executive officers that may not be deductible pursuant to Section 162(m). In addition, because of the continued development of the application and interpretation of Section 162(m) and the regulations issued thereunder, we cannot guarantee that compensation intended to satisfy the requirements for deductibility under Section 162(m), as in effect prior to 2018, would or will in fact be deductible.

TRADING ON MARGIN AND ANTI-HEDGING AND ANTI-PLEDGING POLICIES

We have adopted, as part of our Insider Trading Prohibitions Policy, prohibitions on directors, officers (including our NEOs) and other designated individuals from holding securities in a margin account or engaging in hedging, short sales, pledging or any other derivative transaction related to our securities (other than, for the avoidance of doubt, holding stock options delivered directly to employees by us under our equity incentive plans).

COMPENSATION AND LEADERSHIP COMMITTEE REPORT

THE FOLLOWING REPORT OF THE COMPENSATION AND LEADERSHIP COMMITTEE ON EXECUTIVE COMPENSATION AND RELATED DISCLOSURE SHALL NOT BE DEEMED INCORPORATED BY REFERENCE BY ANY GENERAL STATEMENT INCORPORATING THIS PROXY STATEMENT INTO ANY FILING UNDER THE SECURITIES ACT OF 1933 (THE "SECURITIES ACT") OR UNDER THE EXCHANGE ACT, EXCEPT TO THE EXTENT THAT THE COMPANY SPECIFICALLY INCORPORATES THIS INFORMATION BY REFERENCE, AND SHALL NOT OTHERWISE BE DEEMED FILED UNDER SUCH ACTS.

On May 15, 2025, Joseph M. Tucci was again appointed the Chair of the Compensation and Leadership Committee (the "Committee") Each of Joseph M. Tucci, Kenneth D. Denman and Gregory K. Mondre was a member of the Committee throughout 2025.

The Committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with Company management. Based on such review and discussions, the Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement and incorporated by reference into Motorola Solutions' Annual Report on Form 10-K for the year ended December 31, 2025.

Respectfully submitted,

Joseph M. Tucci, Chair
Kenneth D. Denman
Gregory K. Mondre

COMPENSATION AND LEADERSHIP COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

Joseph M. Tucci, Director and Chair of the Committee, Kenneth D. Denman, Director, and Gregory K. Mondre, Director, each served on the Committee throughout 2025. No member of the Committee was, during the fiscal year ended December 31, 2025, an officer, former officer, or employee of the Company or any of our subsidiaries. We did not have any compensation committee interlocks in 2025.

2025 SUMMARY COMPENSATION TABLE

The following table sets forth the total compensation of each of the Company's NEOs, for the years ended December 31, 2025, 2024 and 2023, as applicable.

Name and Principal Position (a)	Year (b)	Salary ($)(1) (c)	Bonus ($) (d)	Stock Awards ($)(2,3) (e)	Option Awards ($)(3) (f)	Non-Equity Incentive Plan Compensation ($)(4) (g)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)(5) (h)	All Other Compensation ($)(6) (i)	Total ($) (j)
Gregory Q. Brown **Chairman and Chief Executive Officer**									
	2025	1,350,000	0	18,964,846	9,121,534	4,507,650	9,796	499,655	34,453,481
	2024	1,350,000	0	16,831,588	7,621,587	4,635,225	21,418	393,569	30,853,387
	2023	1,350,000	0	15,267,677	6,599,930	4,635,225	1,247	324,419	28,178,498
Jason J. Winkler **Executive Vice President and Chief Financial Officer**									
	2025	860,000	0	3,291,783	1,583,217	1,595,300	5,749	84,108	7,420,157
	2024	849,961	0	17,751,612	1,499,864	1,621,301	2,479	88,927	21,814,144
	2023	806,846	0	3,084,259	1,333,221	1,539,059	1,617	100,201	6,865,203
John P. Molloy **Executive Vice President and Chief Operating Officer**									
	2025	965,000	0	3,568,825	1,716,526	1,790,075	13,869	88,540	8,142,835
	2024	953,846	0	18,046,068	1,633,308	1,819,461	10,330	88,363	22,551,376
	2023	908,884	0	3,353,882	1,449,889	1,733,697	3,591	43,373	7,493,316
Mahesh Saptharishi **Executive Vice President and Chief Technology Officer**									
	2025	860,000	0	3,291,783	1,583,217	1,595,300	0	14,000	7,344,300
	2024	849,961	0	17,751,612	1,499,864	1,621,301	0	13,800	21,736,538
	2023	806,846	0	3,084,259	1,333,221	1,539,059	0	13,200	6,776,585
Rajan S. Naik **Senior Vice President, Strategy and Ventures**									
	2025	635,000	0	1,732,186	833,182	895,223	0	29,591	4,125,182
	2024	627,192	0	1,655,866	749,861	909,241	0	32,990	3,975,150
	2023	589,808	0	1,542,129	666,549	855,044	0	38,067	3,691,597

(1) Salary includes amounts deferred pursuant to salary reduction arrangements under the Motorola Solutions 401(k) Plan (the "401(k) Plan") and the Motorola Solutions Management Deferred Compensation Plan (the "Deferred Compensation Plan").

(2) In 2025, the amounts in column (e) reflect the aggregate grant date fair value of the long-term equity incentive awards under the 2025-2027 LRIP awarded in the form of PSUs and MSUs. Stock awards in column (e) during fiscal year 2025 are as follows:

	Mr. Brown	Mr. Winkler	Mr. Molloy	Dr. Saptharishi	Dr. Naik
2025 MSUs	$9,121,427	$1,583,284	$1,716,424	$1,583,284	$833,023
2025-2027 LRIP PSUs	9,843,419	1,708,499	1,852,401	1,708,499	899,163
TOTAL	**$18,964,846**	**$3,291,783**	**$3,568,825**	**$3,291,783**	**$1,732,186**

In 2024, the amounts in column (e) reflect the aggregate grant date fair value of the long-term equity incentive awards under the 2024-2026 LRIP awarded in the form of PSUs, MSUs, and retention PSUs. Stock awards in column (e) during fiscal year 2024 are as follows:

	Mr. Brown	Mr. Winkler	Mr. Molloy	Dr. Saptharishi	Dr. Naik
2024 MSUs	$7,621,337	$1,499,898	$1,633,257	$1,499,898	$749,750
2024-2026 LRIP PSUs	9,210,251	1,812,647	1,973,744	1,812,647	906,116
2024 Retention PSUs	0	14,439,067	14,439,067	14,439,067	0
TOTAL	**$16,831,588**	**$17,751,612**	**$18,046,068**	**$17,751,612**	**$1,655,866**

In 2023, the amounts in column (e) reflect the aggregate grant date fair value of the long-term equity incentive awards under the 2023-2025 LRIP awarded in the form of PSUs and MSUs. Stock awards in column (e) during fiscal year 2023 are as follows:

	Mr. Brown	Mr. Winkler	Mr. Molloy	Dr. Saptharishi	Dr. Naik
2023 MSUs	$6,599,933	$1,333,157	$1,449,890	$1,333,157	$666,578
2023-2025 LRIP PSUs	8,667,744	1,751,102	1,903,992	1,751,102	875,551
TOTAL	**$15,267,677**	**$3,084,259**	**$3,353,882**	**$3,084,259**	**$1,542,129**

(3) The amounts in columns (e) and (f) reflect the aggregate grant date fair value of the stock and option awards granted in the respective fiscal year as computed in accordance with ASC Topic 718, excluding the effect of estimated forfeitures. Assumptions used in the calculation of these amounts are included in Note 9, "Share-Based Compensation and Other Incentive Plans" in the Company's Annual Report on Form 10-K for the year ended December 31, 2025. If maximum performance is achieved for performance-based stock awards, the aggregate grant date fair value in column (e) is $42,851,403 for Mr. Brown, $7,437,592 for Mr. Winkler, $8,063,626 for Mr. Molloy, $7,437,592 for Dr. Saptharishi, and $3,913,954 for Dr. Naik. If maximum performance is achieved for performance-based option awards, the aggregate grant date fair value in column (f) is $22,803,748 for Mr. Brown, $3,958,042 for Mr. Winkler, $4,291,314 for Mr. Molloy, $3,958,042 for Dr. Saptharishi, and $2,082,954 for Dr. Naik.

(4) The amounts in column (g) consist of awards earned by eligible NEOs at the time under the STIP for the applicable year

(5) The amounts in column (h) represent the aggregate change in actuarial present value of the respective NEO's benefits under all pension plans. If the aggregate change in value of benefits under all pension plans was negative, the value is reflected as $0. A summary of the specific values for each period are set forth below:

NEO	Period	Change in Present Value of Pension Plan	Above Market Deferred Compensation Earnings	Total
Gregory Q. Brown	Dec. 31, 2024 to Dec. 31, 2025	$9,796	$0	$9,796
	Dec. 31, 2023 to Dec. 31, 2024	$21,418	$0	$21,418
	Dec. 31, 2022 to Dec. 31, 2023	$1,247	$0	$1,247
Jason J. Winkler	Dec. 31, 2024 to Dec. 31, 2025	$5,749	$0	$5,749
	Dec. 31, 2023 to Dec. 31, 2024	$2,479	$0	$2,479
	Dec. 31, 2022 to Dec. 31, 2023	$1,617	$0	$1,617
John P. Molloy	Dec. 31, 2024 to Dec. 31, 2025	$13,869	$0	$13,869
	Dec. 31, 2023 to Dec. 31, 2024	$10,330	$0	$10,330
	Dec. 31, 2022 to Dec. 31, 2023	$3,591	$0	$3,591
Mahesh Saptharishi	Dec. 31, 2024 to Dec. 31, 2025	$0	$0	$0
	Dec. 31, 2023 to Dec. 31, 2024	$0	$0	$0
	Dec. 31, 2022 to Dec. 31, 2023	$0	$0	$0
Rajan S. Naik	Dec. 31, 2024 to Dec. 31, 2025	$0	$0	$0
	Dec. 31, 2023 to Dec. 31, 2024	$0	$0	$0
	Dec. 31, 2022 to Dec. 31, 2023	$0	$0	$0

(6) The amounts in column (i) for 2025 consist of (A) perquisite costs for personal use of Company aircraft, personal security services and equipment, financial planning, guest attendance at Company events, and executive annual physical exams; and (B) Company matching contributions to the Deferred Compensation Plan (on a pre-tax basis) and the 401(k) Plan. The amounts of the Company's matching contributions to the Deferred Compensation Plan (on a pre-tax basis) for our participating NEOs was $50,000. The aggregate incremental cost to the Company for any personal use of Company aircraft is calculated by multiplying the number of hours an NEO travels in a particular plane by the direct cost per flight hour per plane. Direct costs include fuel, maintenance, labor, parts, loading and parking fees, catering and crew. The amount reported for personal security services and equipment represents the full cost incurred by the Company during the year for the CEO's security personnel and for residential security system procurement, implementation, monitoring, and equipment maintenance and/or replacement. Specific perquisites applicable to each NEO are identified by an "X" below, and where such perquisite exceeded the greater of $25,000 or 10% of the total amount of perquisites, the dollar amount is given.

	Perquisites					Company Defined Contribution Plans	
NEO	**Personal Aircraft Use**	**Personal Security Services & Equipment**	**Financial Planning**	**Guest Attendance at Company Events**	**Executive Annual Physical Exam**	**Deferred Compensation Plan Match**	**401(k) Plan Match**
Gregory Q. Brown	$302,898	$118,257	X			$50,000	$14,000
Jason J. Winkler			X	X	X	$50,000	$13,632
John P. Molloy			X	X	X	$50,000	$12,949
Mahesh Saptharishi							$14,000
Rajan S. Naik		X	X				$14,000

GRANTS OF PLAN-BASED AWARDS IN 2025

			Estimated Possible Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock Units (#) (i)	All Other Option Awards: Number of Securities Underlying Options (#) (j)	Exercise or Base Price of Option Awards ($/Sh)[4] (k)	Grant Date Fair Value of Stock and Option Awards ($) (l)
Name (a)	Grant Type	Grant Date (b)	Threshold ($) (c)	Target ($) (d)	Maximum ($) (e)	Threshold (#) (f)	Target (#)[1][2][3] (g)	Maximum (#) (h)				
Gregory Q. Brown	STIP	1/1/2025[5]	0	3,037,500	5,953,500	–	–	–	–	–	–	–
	MSUs	3/13/2025	–	–	–	12,167	20,279[6]	40,558	–	–	–	9,121,427
	POs	3/13/2025	–	–	–	15,929	53,097[7]	132,742	–	–	414.12	9,121,534
	PSUs	3/13/2025	–	–	–	6,607	22,026[8]	55,065	–	–	–	9,843,419
Jason J. Winkler	STIP	1/1/2025[5]	0	1,075,000	2,107,000	–	–	–	–	–	–	–
	MSUs	3/13/2025	–	–	–	2,112	3,520[6]	7,040	–	–	–	1,583,284
	POs	3/13/2025	–	–	–	2,764	9,216[7]	23,040	–	–	414.12	1,583,217
	PSUs	3/13/2025	–	–	–	1,146	3,823[8]	9,557	–	–	–	1,708,499
John P. Molloy	STIP	1/1/2025[5]	0	1,206,250	2,364,250	–	–	–	–	–	–	–
	MSUs	3/13/2025	–	–	–	2,289	3,816[6]	7,632	–	–	–	1,716,424
	POs	3/13/2025	–	–	–	2,997	9,992[7]	24,980	–	–	414.12	1,716,526
	PSUs	3/13/2025	–	–	–	1,243	4,145[8]	10,362	–	–	–	1,852,401
Mahesh Saptharishi	STIP	1/1/2025[5]	0	1,075,000	2,107,000	–	–	–	–	–	–	–
	MSUs	3/13/2025	–	–	–	2,112	3,520[6]	7,040	–	–	–	1,583,284
	POs	3/13/2025	–	–	–	2,764	9,216[7]	23,040	–	–	414.12	1,583,217
	PSUs	3/13/2025	–	–	–	1,146	3,823[8]	9,557	–	–	–	1,708,499
Rajan S. Naik	STIP	1/1/2025[5]	0	603,250	1,182,370	–	–	–	–	–	–	–
	MSUs	3/13/2025	–	–	–	1,111	1,852[6]	3,704	–	–	–	833,023
	POs	3/13/2025	–	–	–	1,455	4,850[7]	12,125	–	–	414.12	833,182
	PSUs	3/13/2025	–	–	–	603	2,012[8]	5,030	–	–	–	899,163

(1) In the aggregate, the MSUs (at target) described in this table represent approximately 0.02% of the total shares of Common Stock outstanding on February 6, 2026. MSUs are not eligible for dividend equivalent rights. Each of these MSU target awards was granted under the Omnibus Plan. The fair value for MSUs is determined using a Monte Carlo simulation model.

(2) In the aggregate, the POs (at target) described in this table are exercisable for approximately 0.05% of the total shares of Common Stock outstanding on February 6, 2026. All option awards were granted under our Omnibus Plan. All POs entitle the holder to acquire shares of Common Stock at the exercise price determined on the grant date. The POs carry the right to elect to have shares withheld upon exercise and/or to deliver previously-acquired shares of Common Stock to satisfy tax-withholding requirements. POs may be transferred to family members or certain entities in which family members have an interest.

(3) In the aggregate, the PSUs (at target) described in this table represent approximately 0.02% of the total shares of Common Stock outstanding on February 6, 2026. PSUs are not eligible for dividend equivalent rights. Each of these PSU target awards was granted under the Omnibus Plan. The fair value for PSUs is determined using a Monte Carlo simulation model.

(4) The exercise price of option awards is based on the fair market value of our Common Stock at the time of grant, which is the closing price for a share of our Common Stock on the date of grant.

(5) These grants were made pursuant to the STIP for the 2025 plan year and are payable in cash. The STIP is the Company's annual pay-for-performance bonus plan that is based on a formula that combines Company and individual performance. For a detailed discussion of the STIP, including the targets and plan mechanics, see the section of this Proxy Statement titled "Compensation Discussion and Analysis" beginning on page 34. Threshold payouts assume the minimum individual and business performance factors of 0.0. Target payouts assume individual and business performance factors of 1.0. Maximum payouts assume the maximum individual and business performance factors of 1.4. Awards under the STIP for NEOs are determined using their eligible earnings and individual incentive target percentages for the plan year. For actual amounts earned pursuant to the STIP for the 2025 plan year, see the "Non-Equity Incentive Plan Compensation" column of the Summary Compensation Table above.

(6) MSUs are granted at target on the grant date. Actual shares are earned and vest on the first, second and third anniversary of the grant date based on stock price appreciation or depreciation. For every 1% increase or decrease in stock price, MSUs earned on the performance measurement date will increase or decrease by 1%. Maximum opportunity is 200% of the target award for 100% stock price appreciation. Minimum opportunity is 60% of the target award at 40% stock price depreciation.

(7) POs are granted at target on the grant date. Actual options are earned and vest on the third anniversary of the grant date based on the payout factor that corresponds with the Company's relative TSR percentile rank amongst the S&P 500. Maximum opportunity is 250% of the target award if percentile rank is at least the 90th percentile. Minimum opportunity is 30% of the target award if percentile rank is at least the 30th percentile.

(8) These PSU grants are for the 2025-2027 LRIP. Awards under the 2025-2027 LRIP cycle are denominated in PSUs and are granted at target on the grant date. For a discussion of the LRIP, including the targets and plan mechanics, see the section of this Proxy Statement titled "Compensation Discussion and Analysis" beginning on page 34. Actual shares are earned and vest on the third anniversary of the grant date based on the payout factor that corresponds with the Company's relative TSR percentile rank amongst the S&P 500. Maximum opportunity is 250% of the target award if percentile rank is at least the 90th percentile. Minimum opportunity is 30% of the target award if percentile rank is at least the 30th percentile.

OUTSTANDING EQUITY AWARDS AT 2025 FISCAL YEAR-END

	Option Awards						Stock Awards				
Name (a)	Grant Date	Number of Securities Underlying Unexercised Options (#) Exercisable (Vested) (b)	Number of Securities Underlying Unexercised Options (#) Unexercisable (Unvested) (c)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#) (d)	Option Exercise Price ($) (e)	Option Expiration Date (f)	Grant Date	Number of Shares or Units of Stock That Have Not Vested (#) (g)	Market Value of Shares or Units of Stock That Have Not Vested ($)(1) (h)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) (i)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)(1) (j)
Gregory Q. Brown	3/10/2016	100,000[2]	0		71.22	3/10/2026	3/9/2023			14,700[12]	5,634,804
	3/9/2017	378,435[3]	0		81.37	3/9/2027	3/9/2023			62,220[13]	23,850,170
	3/8/2018	182,210[4]	0		108.47	3/8/2028	3/14/2024			25,602[15]	9,813,759
	3/22/2019	140,460[5]	0		138.64	3/22/2029	3/14/2024			55,600[16]	21,312,592
	3/13/2020	105,691[6]	0		154.95	3/13/2030	3/13/2025			40,558[19]	15,546,693
	3/8/2021	162,748[7]	0		179.21	3/8/2031	3/13/2025			55,065[20]	21,107,516
	3/10/2022	152,320[8]	0		222.30	3/10/2032					
	3/9/2023	0		134,637[11]	265.18	3/9/2033					
	3/14/2024	0		134,647[14]	342.69	3/14/2034					
	3/13/2025	0		132,742[18]	414.12	3/13/2035					
TOTAL		**1,221,864**	**0**	**402,026**				**0**	**0**	**253,745**	**97,265,534**
Jason J. Winkler	3/13/2020	4,727[9]	0		154.95	3/13/2030	3/9/2023			2,968[12]	1,137,694
	7/1/2020	7,552[9]	0		135.97	7/1/2030	3/9/2023			12,570[13]	4,818,332
	3/8/2021	35,308[7]	0		179.21	3/8/2031	3/14/2024			5,038[15]	1,931,166
	3/10/2022	33,930[8]	0		222.30	3/10/2032	3/14/2024			10,942[16]	4,194,287
	3/9/2023	0		27,197[11]	265.18	3/9/2033	11/11/2024			48,292[17]	18,511,289
	3/14/2024	0		26,497[14]	342.69	3/14/2034	3/13/2025			7,040[19]	2,698,573
	3/13/2025	0		23,040[18]	414.12	3/13/2035	3/13/2025			9,557[20]	3,663,389
TOTAL		**81,517**	**0**	**76,734**				**0**	**0**	**96,407**	**36,954,731**
John P. Molloy	6/1/2021	5,085[9]	0		205.14	6/1/2031	3/9/2023			3,228[12]	1,237,357
	3/10/2022	35,897[8]	0		222.30	3/10/2032	3/9/2023			13,667[13]	5,238,834
	3/9/2023	0		29,577[11]	265.18	3/9/2033	3/14/2024			5,486[15]	2,102,894
	3/14/2024	0		28,855[14]	342.69	3/14/2034	3/14/2024			11,915[16]	4,567,258
	3/13/2025	0		24,980[18]	414.12	3/13/2035	11/11/2024			48,292[17]	18,511,289
							3/13/2025			7,632[19]	2,925,498
							3/13/2025			10,362[20]	3,971,962
TOTAL		**40,982**	**0**	**83,412**				**0**	**0**	**100,582**	**38,555,092**
Mahesh Saptharishi	2/1/2019	37,009[10]	0		118.37	2/1/2029	3/9/2023			2,968[12]	1,137,694
	3/1/2019	6,388[9]	0		143.61	3/1/2029	3/9/2023			12,570[13]	4,818,332
	3/13/2020	4,431[9]	0		154.95	3/13/2030	3/14/2024			5,038[15]	1,931,166
	3/8/2021	2,395[9]	0		179.21	3/8/2031	3/14/2024			10,942[16]	4,194,287
	5/3/2021	4,586[9]	0		188.76	5/3/2031	11/11/2024			48,292[17]	18,511,289
	6/1/2021	6,356[9]	0		205.14	6/1/2031	3/13/2025			7,040[19]	2,698,573
	3/10/2022	29,505[8]	0		222.30	3/10/2032	3/13/2025			9,557[20]	3,663,389
	3/9/2023	0		27,197[11]	265.18	3/9/2033					
	3/14/2024	0		26,497[14]	342.69	3/14/2034					
	3/13/2025	0		23,040[18]	414.12	3/13/2035					
TOTAL		**90,670**	**0**	**76,734**				**0**	**0**	**96,407**	**36,954,730**
Rajan S. Naik	3/8/2018	8,033[9]	0		108.47	3/8/2028	3/9/2023			1,484[12]	568,847
	3/22/2019	15,167[5]	0		138.64	3/22/2029	3/9/2023			6,285[13]	2,409,166
	3/13/2020	11,243[6]	0		154.95	3/13/2030	3/14/2024			2,518[15]	965,200
	3/8/2021	17,344[7]	0		179.21	3/8/2031	3/14/2024			5,470[16]	2,096,760
	3/10/2022	16,472[8]	0		222.30	3/10/2032	3/13/2025			3,704[19]	1,419,817
	3/9/2023	0		13,597[11]	265.18	3/9/2033	3/13/2025			5,030[20]	1,928,100
	3/14/2024	0		13,247[14]	342.69	3/14/2034					
	3/13/2025	0		12,125[18]	414.12	3/13/2035					
TOTAL		**68,259**	**0**	**38,969**				**0**	**0**	**24,491**	**9,387,890**

(1) Market values in column (j) are based on the closing price of our Common Stock on December 31, 2025 of $383.32 per share.

(2) These POs vested in one installment on the third anniversary of the March 10, 2016 grant date based on a payout factor that corresponded with our relative TSR percentile rank among the S&P 500. Maximum opportunity was 250% of target award if percentile rank was at least the 90th percentile. Minimum opportunity was 30% of target award if percentile rank was at least the 30th percentile. On March 10, 2019, these POs vested at 250% of target.

(3) These POs vested in one installment on the third anniversary of the March 9, 2017 grant date based on a payout factor that corresponded with our relative TSR percentile rank among the S&P 500. Maximum opportunity was 250% of target award if percentile rank was at least the 90th percentile. Minimum opportunity was 30% of target award if percentile rank was at least the 30th percentile. On March 9, 2020, these POs vested at 250% of target.

(4) These POs vested in one installment on the third anniversary of the March 8, 2018 grant date based on a payout factor that corresponded with our relative TSR percentile rank among the S&P 500. Maximum opportunity was 250% of target award if percentile rank was at least the 90th percentile. Minimum opportunity was 30% of target award if percentile rank was at least the 30th percentile. On March 8, 2021, these POs vested at 200% of target.

(5) These POs vested in one installment on the third anniversary of the March 22, 2019 grant date based on a payout factor that corresponds with our relative total shareholder return percentile rank among the S&P 500. Maximum opportunity was 250% of target award if percentile rank was at least the 90th percentile. Minimum opportunity was 30% of target award if percentile rank was at least the 30th percentile. On March 22, 2022, these POs vested at 175% of target.

(6) These POs vested in one installment on the third anniversary of the March 13, 2020 grant date based on a payout factor that corresponds with our relative TSR percentile rank among the S&P 500. Maximum opportunity was 250% of target award if percentile rank was at least the 90th percentile. Minimum opportunity was 30% of target award if percentile rank was at least the 30th percentile. On March 13, 2023, these POs vested at 175% of target.

(7) These POs vested in one installment on the third anniversary of the March 8, 2021 grant date based on a payout factor that corresponds with our relative TSR percentile rank among the S&P 500. Maximum opportunity was 250% of target award if percentile rank was at least the 90th percentile. Minimum opportunity was 30% of target award if percentile rank was at least the 30th percentile. On March 8, 2024, these POs vested at 200% of target.

(8) These POs vested in one installment on the third anniversary of the March 10, 2022 grant date based on a payout factor that corresponds with our relative TSR percentile rank among the S&P 500. Maximum opportunity was 250% of target award if percentile rank was at least the 90th percentile. Minimum opportunity was 30% of target award if percentile rank was at least the 30th percentile. On March 10, 2025, these POs vested at 250% of target.

(9) The grant vested in three equal annual installments commencing on the first anniversary of the grant date.

(10) The grant vested in four equal annual installments commencing on the first anniversary of the grant date.

(11) These POs vest in one installment on the third anniversary of the March 9, 2023 grant date based on a payout factor that corresponds with our relative TSR percentile rank among the S&P 500. Maximum opportunity is 250% of target award if percentile rank is at least the 90th percentile. Minimum opportunity is 30% of target award if percentile rank is at least the 30th percentile. Table reflects maximum.

(12) These MSUs vest in one-third increments on each of the first, second and third anniversary of the March 9, 2023 grant date based on stock price appreciation or depreciation, with a maximum opportunity of 200% of target. On March 9, 2024, the first anniversary of the grant date, our stock had appreciated by 24%; therefore, one-third of the award was earned at 124% of target. On March 9, 2025, the second anniversary of the grant date, our stock had appreciated by 67%; therefore, one-third of the award was earned at 167% of target. Table reflects maximum with respect to the unvested one-third of the award.

(13) These PSUs vest in one installment based on the Company's total shareholder return performance from January 1, 2023 until December 31, 2025 relative to the companies listed in the S&P 500 at the beginning of the period, in an amount calculated based on a payout factor, with a maximum opportunity of 250%. The PSUs earned during the period, if any, will settle on March 9, 2026. Any PSUs earned will convert into shares of common stock on a 1-for-1 basis on the settlement date. Table reflects maximum.

(14) These POs vest in one installment on the third anniversary of the March 14, 2024 grant date based on a payout factor that corresponds with our relative TSR percentile rank among the S&P 500. Maximum opportunity is 250% of target award if percentile rank is at least the 90th percentile. Minimum opportunity is 30% of target award if percentile rank is at least the 30th percentile. Table reflects maximum.

(15) These MSUs vest in one-third increments on each of the first, second and third anniversary of the March 14, 2024 grant date based on stock price appreciation or depreciation, with a maximum opportunity of 200% of target. On March 14, 2025, the first anniversary of the grant date, our stock had appreciated by 29%; therefore, one-third of the award was earned at 129% of target. Table reflects maximum with respect to the unvested two-thirds of the award.

(16) These PSUs vest in one installment based on the Company's total shareholder return performance from January 1, 2024 until December 31, 2026 relative to the companies listed in the S&P 500 at the beginning of the period, in an amount calculated based on a payout factor, with a maximum opportunity of 250%. The PSUs earned during the period, if any, will settle on March 14, 2027. Any PSUs earned will convert into shares of common stock on a 1-for-1 basis on the settlement date. Table reflects maximum.

(17) These PSUs vest in one installment based on the Company's total shareholder return performance from November 11, 2024 until November 10, 2027 relative to the companies listed in the S&P 500 at the beginning of the period, in an amount calculated based on a payout factor, with a maximum opportunity of 200%. The PSUs earned during the period, if any, will settle as soon as practicable after November 11, 2027. Any PSUs earned will convert into shares of common stock on a 1-for-1 basis on the settlement date. Table reflects maximum.

(18) These POs vest in one installment on the third anniversary of the March 13, 2025 grant date based on a payout factor that corresponds with our relative TSR percentile rank among the S&P 500. Maximum opportunity is 250% of target award if percentile rank is at least the 90th percentile. Minimum opportunity is 30% of target award if percentile rank is at least the 30th percentile. Table reflects maximum.

(19) These MSUs vest in one-third increments on each of the first, second and third anniversary of the March 13, 2025 grant date based on stock price appreciation or depreciation, with a maximum opportunity of 200% of target. Table reflects maximum.

(20) These PSUs vest in one installment based on the Company's total shareholder return performance from January 1, 2025 until December 31, 2027 relative to the companies listed in the S&P 500 at the beginning of the period, in an amount calculated based on a payout factor, with a maximum opportunity of 250%. The PSUs earned during the period, if any, will settle on March 13, 2028. Any PSUs earned will convert into shares of common stock on a 1-for-1 basis on the settlement date. Table reflects maximum.

OPTION EXERCISES AND STOCK VESTED IN 2025

	Option Awards		Stock Awards	
Name (a)	Number of Shares Acquired on Exercise (#) (b)	Value Realized on Exercise ($)(1) (c)	Number of Shares Acquired on Vesting (#) (d)	Value Realized on Vesting ($)(2) (e)
Gregory Q. Brown	207,765	83,790,666	92,543	38,577,821
Jason J. Winkler	–	–	20,144	8,395,471
John P. Molloy	37,514	10,622,859	21,436	8,934,473
Mahesh Saptharishi	–	–	18,051	7,525,474
Rajan S. Naik	3,568	1,369,872	9,836	4,099,633

(1) The "Value Realized on Exercise" is computed by determining the difference between the market price of the underlying securities at exercise and the exercise or base price of the options and multiplying such number by the number of options exercised. The market price of the underlying securities is based on the price of a share of our Common Stock as reported on the NYSE.

(2) The "Value Realized on Vesting" is computed by multiplying the number of shares of stock or units by the market closing price as reported on the NYSE of the underlying shares on the vesting date. When an award vests on a non-trading day, the most recent previous market closing price as reported on the NYSE is used for the purpose of this calculation.

NONQUALIFIED DEFERRED COMPENSATION IN 2025

The Motorola Solutions Management Deferred Compensation Plan, as amended and restated effective as of June 1, 2013 (the "Deferred Compensation Plan") allows eligible participants, including the NEOs, to defer portions of their base salary and cash incentive compensation otherwise payable in 2025. Motorola Solutions provides 100% matching contributions on up to 4% of eligible compensation deferred above IRS qualified plan limits ($350,000 in 2025), not to exceed $50,000 in the case of the NEOs. The Deferred Compensation Plan does not provide for the payment of above-market or preferential earnings on compensation deferred thereunder. Each of the NEOs, except Dr. Saptharishi and Dr. Naik, participated in the Deferred Compensation Plan in 2025.

Name(1) (a)	Executive Contributions in Last FY ($)(2) (b)	Registrant Contributions in Last FY ($)(3) (c)	Aggregate Earnings in Last FY ($) (d)	Aggregate Withdrawals/ Distributions ($) (e)	Aggregate Balance at Last FYE ($) (f)
Gregory Q. Brown	5,184,203	48,825	4,343,344	0	22,907,999
Jason J. Winkler	581,337	48,475	1,077,374	0	6,677,186
John P. Molloy	72,778	48,976	388,245	0	2,526,517

(1) Dr. Saptharishi and Dr. Naik did not participate in the Deferred Compensation Plan in 2025.

(2) The amounts shown in this column reflect executive contributions that were deferred from the applicable NEOs' base salaries (with respect to Messrs. Brown and Winkler), and the applicable NEO's 2024 STIP (with respect to Messrs. Brown, Winkler and Molloy) under the Deferred Compensation Plan, which amounts are also reported as part of "Salary" (for base salary) in the 2025 Summary Compensation Table and "Non-Equity Incentive Plan Compensation" (for the 2024 STIP) in the 2024 Summary Compensation Table.

(3) The amounts shown in this column reflect Company contributions under the Deferred Compensation Plan after applicable taxes have been withheld on such amounts. These amounts are also reported as part of "All Other Compensation" in the 2025 Summary Compensation Table on a pre-tax basis.

The amounts reported in the "Aggregate Earnings in Last FY" column in the table above represent all earnings on nonqualified deferred compensation in 2025.

The Deferred Compensation Plan uses the following funds as the index for calculating investment returns on a participant's deferrals. The investment fund choices mirror the fund choices available in the 401(k) Plan. The participant's deferrals into the Deferred Compensation Plan are deemed to be invested in one or more of these funds, as per the participant's election. The participant does not actually own any shares of the investment funds he selects.

Fund Offering	Investment Classification	1-Year Annualized Average Rate of Return on December 31, 2025
* Short-Term Investment Fund	Money Market	4.35%
* Short-Term Bond Fund	Short-Term Bond	5.18%
* Intermediate-Term Bond Fund	Intermediate-Term Bond	7.32%
* Large Company Equity Fund	Large Cap Blend	17.88%
* Mid-Sized Company Equity Fund	Mid Cap Blend	7.54%
* Small Company Equity Fund	Small Cap Blend	12.93%
* International Equity Fund	International Large Blend	32.45%

Changes to distribution elections must be filed at least 12 months in advance of a previously elected payment start date. Any change will require that the payment start date be at least five years later than the previously elected payment start date. Hardship withdrawals are available, but no other nonscheduled withdrawals are available. Termination payments cannot be earlier than six months after separation from service, except in the event of death or, under certain circumstances, a change in control of the Company.

RETIREMENT PLANS

We offered the Motorola Solutions Pension Plan, a defined benefit pension plan, to eligible employees (including NEOs) hired before January 1, 2005. The Motorola Solutions Pension Plan was a qualified plan with two different benefit formulas. Effective January 1, 2005, newly hired employees were no longer eligible to participate in the Motorola Solutions Pension Plan. Effective March 1, 2009, all future benefit accruals and compensation increases automatically ceased for all individuals who were participants as of February 28, 2009. In connection with the December 3, 2014 termination of the Motorola Solutions Pension Plan, a new pension plan was adopted with the same terms and conditions as the Motorola Solutions Pension Plan, and the benefits for eligible employees did not change. All references herein to the Pension Plan shall be deemed to refer to the new pension plan.

The Company also offers a defined contribution 401(k) plan, which permits employee deferrals and provides for an employer matching contribution.

Pension Plan

The Pension Plan contains two benefit formulas, referred to as the Traditional Plan and the Portable Plan. The Traditional Plan formula provides an annual pension annuity benefit based on the participant's average earnings and benefit service, offset by an estimated age 65 Social Security benefit. The Traditional Plan formula is calculated either based on "final average earnings" and estimated Social Security benefit as of December 31, 2007, or "modified average earnings" as of February 28, 2009, whichever produces the higher benefit. The Portable Plan formula provides a lump-sum pension benefit based on the participant's average earnings, and a "benefit percentage" determined by the participant's vesting and benefit service. The Portable Plan also calculates a benefit based on "final average earnings" as of December 31, 2007 or "modified average earnings" as of February 28, 2009, whichever produces the higher benefit.

A participant's "final average earnings" are his/her average earnings for the five years of his/her highest pay during the last ten calendar years (including years he/she did not work a complete year) of the participant's employment with the Company. A participant's "modified average earnings" are: (1) the sum of (a) his/her average earnings for the five (or fewer if hired after 2002) years of his/her highest pay during the ten calendar years before January 1, 2008, plus (b) his/her earnings during all years after 2007 in which he/she participated in the Pension Plan, divided by (2) the sum of (a) the number of years of the participant's benefit service under the Pension Plan prior to January 1, 2008, up to a maximum of five years (or fewer, if less than five); plus (b) the participant's total years of participation in the Pension Plan for all years after 2007. Eligible earnings include regular earnings, commissions, overtime, lump sum merit pay, and incentive pay with respect to the period January 1, 2000 to February 3, 2002. After February 3, 2002, incentive pay was excluded from the definition of eligible compensation.

401(k) Plan

The Motorola Solutions 401(k) Plan (the "401(k) Plan") provides a dollar-for-dollar matching contribution each pay period on employee pre-tax and/or Roth after-tax contributions, up to the first 4% of eligible compensation. The Company matching contribution was suspended from April 27, 2025 through September 27, 2025. Beginning January 1, 2026, the Company's matching contribution is made in Common Stock. Employees are immediately 100% vested in Company matching contributions. Employees are permitted to contribute up to 75% of eligible compensation on a pre-tax and/or Roth after-tax basis and up to 10% of eligible compensation as after-tax contributions, subject to IRS limits. The 401(k) Plan also offers a discretionary matching contribution, which shall be determined annually by a group comprised of certain Company officers and/or their designees.

PENSION BENEFITS IN 2025

Assumptions described in Note 8, “Retirement Benefits,” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2025 are also used below and incorporated by reference.

Name[1] (a)	Plan Name (b)	Number of Years Credited Service (#)[2] (c)	Present Value of Accumulated Benefit ($) (d)	Payments During Last Fiscal Year ($) (e)
Gregory Q. Brown	Pension Plan (Portable Pension Plan)	6 Years 2 Months	179,292	0
Jason J. Winkler	Pension Plan (Portable Pension Plan)	7 Years 7 Months	108,911	0
John P. Molloy	Pension Plan (Portable Pension Plan)	14 Years 8 Months	260,558	0

(1) Dr. Saptharishi and Dr. Naik joined the Company in 2018 and 2016, respectively and are therefore not eligible to participate in the Pension Plan.
(2) When Motorola Solutions acquires a company, it does not credit or negotiate crediting years of service for the purpose of benefit accruals or augmentation. In certain circumstances, prior service may count toward eligibility and vesting service.

EMPLOYMENT CONTRACTS

Certain elements of compensation set forth in the 2025 Summary Compensation Table and Grants of Plan-Based Awards in 2025 Table reflect the terms of our employment agreement with Gregory Q. Brown, as further described below.

Employment Agreement with Gregory Q. Brown

During 2025, Gregory Q. Brown was employed as the Company’s Chief Executive Officer pursuant to an employment agreement originally entered into on August 27, 2008 and subsequently amended on each of December 15, 2008, May 28, 2010 and March 10, 2014 (as amended, the “employment agreement”). The employment agreement memorializes Mr. Brown’s base salary of not less than $1,200,000, an annual bonus target of not less than 150% of base salary, and a long-range incentive award target of not less than 250% of base salary. The employment agreement has an initial three-year term, with automatic one-year renewals absent a notice of non-renewal. The Compensation and Leadership Committee determines Mr. Brown’s compensation on an annual basis, which cannot be lower than the amounts described above.

In the event of Mr. Brown’s termination of employment by the Company “without cause” or by Mr. Brown for “good reason,” Mr. Brown will be entitled to, among other items and in general: (1) accrued and unpaid obligations (including base salary, vacation pay, undistributed bonuses and reimbursement of certain business expenses); (2) a lump sum severance payment equal to two times (prior to a change in control) or three times (on or within 24 months of a change in control) the sum of his base salary and target annual bonus; (3) a pro rata annual bonus based on actual performance during the year in which termination occurs; (4) two years (prior to a change in control) or three years (on or within 24 months of a change in control) of medical benefits continuation; and (5) two years’ continued vesting of all outstanding equity awards (prior to a change in control) or accelerated vesting of all outstanding equity awards (on or within 24 months of a change in control). In the event the Company terminates Mr. Brown’s employment for “cause” or Mr. Brown terminates employment without “good reason,” he is entitled only to accrued and unpaid base salary and vacation pay and reimbursement of certain business expenses. In the event of a termination of employment due to death or disability, Mr. Brown is entitled to, among other items, accrued and unpaid obligations (including base salary, vacation pay, undistributed bonuses and reimbursement of certain business expenses) and vesting of all then unvested equity awards that are outstanding at the date of termination.

“Good reason” for Mr. Brown to terminate his employment and receive the above generally includes: (1) a material reduction in salary, bonus targets, or aggregate level of employee benefits; (2) a diminution in title or material diminution in position, authority, duties or responsibilities, subject to certain exceptions; (3) a failure to continue on the Board or material negative change in reporting structure; (4) a relocation of employment beyond 50 miles of Schaumburg, Illinois; (5) the failure of the successor to what is now Motorola Solutions to assume the employment agreement; or (6) any other material breach by the Company of the employment agreement.

During his employment term, Mr. Brown is eligible to participate in the health and welfare plan, perquisites, fringe benefits and other arrangements generally available to other senior executives. Mr. Brown is required to use the Company’s aircraft, if any, or Company arranged charter aircraft, for business and personal travel pursuant to the Company’s security policy. Mr. Brown is not covered by the Company’s change in control severance plans. Mr. Brown is also not entitled to a gross up for excise taxes on excess parachute payments.

Mr. Brown’s employment agreement contains customary restrictive covenants, including perpetual confidentiality obligations and employee non-solicitation and business non-compete provisions relating to the Company that apply during the employment period and the two-year period following termination of employment.

TERMINATION OF EMPLOYMENT AND CHANGE IN CONTROL ARRANGEMENTS

Change in Control Arrangements

The Company's 2011 Senior Officer Change in Control Severance Plan, amended and restated in 2014 (the "CIC Severance Plan"), is applicable to the NEOs, other than Mr. Brown, as well as all officers who are at or above the level of Senior Vice President ("Senior Officers").

CIC Provision	CIC Severance Plan
Eligibility	All existing or newly elected or promoted executives with the following titles: • Executive Vice President • Senior Vice President
CIC Cash Severance Multiple	Two times sum of current base salary and current target annual bonus
Medical Benefit Continuation	Two years
Excise Tax Gross-Up	None. In the event change in control benefits are subject to the excise tax under Section 4999 of the Code, either the participant will pay the excise taxes or the benefits will be cut back to an amount that eliminates imposition of the excise taxes, whichever option is more favorable to the participant on an after-tax basis.
Advance Notification to Participant of Plan Amendment	One year

In particular, under the CIC Severance Plan:

- each participant is generally entitled to receive severance benefits if the participant terminates employment with the Company within two years subsequent to a Change in Control of the Company for "Good Reason;" or if the participant's employment with the Company is involuntarily terminated within two years subsequent to a Change in Control of the Company for any reason other than termination for "Cause," "Disability," death or retirement under a mandatory retirement policy; or in the event of an anticipatory termination in connection with a Change in Control of the Company;
- qualifying participants are entitled to receive a lump sum in cash (with limited exceptions) equal to their unpaid salary for accrued vacation days, accrued salary through the termination date as well as earned and unpaid annual incentive or sales incentive bonuses for the preceding year;
- qualifying participants are also entitled to receive a lump sum in cash equal to two times the participant's base salary in effect on the termination date plus two times the participant's target annual bonus or sales incentive bonus for the year in which termination occurs;
- qualifying participants will also receive a pro rata target annual or sales incentive bonus for the performance period (year, quarter or month) in which the termination occurs;
- payments may be made at different times or in different formats depending on the application of Section 409A of the Code;
- qualifying participants will also receive continued medical, dental and life insurance benefits for up to two years at the active employee premium rate, and two years of age and service credit for retiree medical eligibility; and
- in the event a qualifying participant is subject to the excise tax under Section 4999 of the Code, either (a) the participant will pay all applicable Section 4999 excise taxes with respect to severance benefits (if such taxes apply) or (b) the severance benefits will be cut back to an amount that will not be subject to Section 4999 excise taxes, whichever option is more favorable to the participant on an after-tax basis.

If a Change in Control occurs during the term, the CIC Severance Plan continues for at least an additional two years from the Change in Control. The CIC Severance Plan may not be amended or terminated in a manner adverse to participants except upon one year's advance written notice.

In addition to plans covering all of the Company's Senior Officers, there are change in control protections for the general employee population under the Motorola Solutions, Inc. Involuntary Severance Plan.

Also, except as otherwise determined by the Compensation and Leadership Committee at the time of the grant of an award, under the Omnibus Plan, upon a Change in Control of the Company and a qualifying termination (known as a "double trigger"), all equity-based awards granted to employees, including our NEOs, become fully vested and exercisable; all performance goals are deemed achieved at target levels and all other terms and conditions are deemed met; all performance stock would be delivered as promptly as practicable; all performance units, restricted stock units and other units would be paid out as promptly as practicable; all annual short-term incentive awards would be paid out at target levels and all other terms and conditions deemed met; and all other stock or cash awards would be delivered and paid. The value of this potential acceleration of awards is the same as the value disclosed for the stock options and RSUs under the "Involuntary Termination-Change in Control" column of the Termination and Change in Control Table for 2025. A qualifying termination includes an NEO who is involuntarily terminated (for a reason other than "Cause") or quits for "Good Reason" within 24 months following the Change in Control. This treatment also applies for any awards that are assumed or replaced by the successor corporation (or parent thereof) if these awards preserve the value of existing awards at the time of the Change in Control and provide for subsequent payout in accordance with the same vesting schedule applicable to the original awards. With respect to any awards that are not assumed or replaced, such awards shall immediately vest.

Executive Severance Plan

The Company has maintained an executive severance plan for all U.S.-based elected officers and Appointed Vice Presidents since October 1, 2008. On January 24, 2011, the Compensation and Leadership Committee approved and adopted the Company's 2011 Executive Severance Plan, amended and restated in 2014 (the "Executive Severance Plan"). The Executive Severance Plan is applicable to the NEOs, other than Mr. Brown, and is the Company's severance plan for officers of the Company at or above the level of Appointed Vice President ("Vice Presidents"), with additional eligibility for certain participants as set forth therein.

Executive Severance Provision	Executive Severance Plan
Eligibility	Existing or newly elected or promoted executives in the United States with the following titles: • Executive Vice President • Senior Vice President • Corporate Vice President • Appointed Vice President
Qualifying Event	Executive must have a qualifying termination and such termination of employment constitutes a separation from service within the meaning of Section 409A of the Code, and must execute a general release of claims in favor of the Company
Severance Amount	• Appointed Vice President – 9 months of base salary • Corporate Vice President and above – 12 months of base salary
Definition of Severance Bonus	Pro rata STIP or Annual Incentive Plan, as applicable, award based on actual business results for the year in which separation occurred and with an individual performance factor of 1.0, if applicable
Medical Benefit Continuation	• Appointed Vice President – 9 months of medical plan coverage • Corporate Vice President and above – 12 months of medical plan coverage
Career Outplacement Services	Up to 12 months outplacement services or a cash payment in lieu of such services
Financial Planning	Through the later of 12 months following separation or April 30 of calendar year following year of separation
Advance Notification to Participant of Plan Amendment	One year

In particular, under the Executive Severance Plan:

- each participant is generally entitled to receive severance benefits if the participant's employment is terminated by the Company other than: (a) for total and permanent disability; (b) for "Cause;" (c) due to death; (d) if the participant accepts employment with another company in connection with a sale, lease, exchange, outsourcing arrangement or other asset transfer or transfer of any portion of a facility or all or any portion of a discrete organizational unit or business segment of the Company (or is offered employment under such circumstances with certain compensation and benefits that are comparable to those provided by the Company when new employment would become effective); (e) if the termination of employment is followed by immediate or continued employment by the Company or an affiliate or subsidiary; or (f) if the participant terminates voluntarily for any reason;
- qualifying participants who execute a prescribed release of claims in favor of the Company, are not in breach of any covenants or other agreements with the Company and comply with non-disparagement, confidentiality and other applicable covenants, are entitled to receive, in addition to accrued salary through the separation date, 12 months (or nine months in the case of Appointed Vice Presidents) of base salary continuation and a pro rata annual bonus or pro rata sales incentive, whichever is applicable, for the performance period (year, month or quarter, as applicable) in which separation occurs;
- qualifying participants would receive (a) 12 months (nine months in the case of Appointed Vice Presidents) of continued medical plan coverage at the active employee premium rate, (b) up to 12 months of career outplacement services, or cash in-lieu thereof not to exceed the cost of such outplacement services, and (c) a minimum of 12 months of financial planning services;

- any severance pay and benefits paid under the Executive Severance Plan are to be offset against any severance pay and benefits payable under the applicable change in control plan and/or other individual severance arrangements;
- if a qualified participant receives a pro rata annual bonus or pro rata sales incentive under the Executive Severance Plan, the participant is not to receive an annual bonus or sales incentive under any applicable plan for the same performance period; and
- the Compensation and Leadership Committee, or in some circumstances its delegate, may, in its sole discretion, reduce, eliminate or otherwise adjust the amount of a qualifying participant's severance pay and benefits, including any bonus or incentive.

If a Change in Control occurs, the Executive Severance Plan continues for at least an additional two years after the Change in Control. The Executive Severance Plan may not be amended or terminated in a manner adverse to participants or potential participants except upon one year's advance written notice or qualifying participants' written consent.

Termination and Change in Control Tables for 2025

The tables below outline the potential payments to our NEOs upon the occurrence of certain termination triggering events. Standard definitions for the various types of terminations follow the tables, although exact definitions may vary by agreement and by person.

As required, the amounts included in the following tables reflect theoretical potential payouts based on the assumption that the applicable triggering event occurred on December 31, 2025. For each NEO, the columns included reflect the triggering events that were theoretically possible on December 31, 2025.

Gregory Q. Brown
Chairman and Chief Executive Officer

Executive Benefits and Payments Upon Termination[1]	Voluntary Termination		Total and Permanent Disability or Death	Involuntary Termination		
	Good Reason	Retirement		For Cause	Not For Cause	Change in Control[8]
Compensation						
Severance[2]	$8,775,000	$0	$0	$0	$8,775,000	$13,162,500
Accrued but Unused Vacation Pay	25,962	25,962	25,962	25,962	25,962	25,962
Short-Term Incentive[3]	3,219,750	3,219,750	3,219,750	0	3,219,750	3,037,500
Long-Term Incentives						
• Stock Options (Unvested and Accelerated or Continued Vesting)[4]	8,550,721	7,821,290	8,550,721	0	8,550,721	8,550,721
• Restricted, Performance and Market Stock Units (Unvested and Accelerated or Continued Vesting)[4]	21,431,805	18,219,966	32,465,671	0	21,431,805	32,465,671
Benefits and Perquisites[5][6]						
Health and Welfare Benefits Continuation[7]	30,691	0	0	0	30,691	46,036
Financial Planning Continuation	0	14,500	14,500	0	14,500	14,500
TOTAL	**$42,033,929**	**$29,301,468**	**$44,276,604**	**$25,962**	**$42,048,429**	**$57,302,890**

Jason J. Winkler
Executive Vice President and Chief Financial Officer

Executive Benefits and Payments Upon Termination[1]	Voluntary Termination		Total and Permanent Disability or Death	Involuntary Termination		
	Resign	Retirement		For Cause	Not For Cause	Change in Control[8]
Compensation						
Severance[2]	$0	$0	$0	$0	$860,000	$3,870,000
Accrued but Unused Vacation Pay	24,808	24,808	24,808	24,808	0	24,808
Short-Term Incentive[3]	0	1,139,500	1,139,500	0	1,139,500	1,075,000
Long-Term Incentives						
• Stock Options (Unvested and Accelerated)[4]	0	0	1,715,882	0	1,285,245	1,715,882
• Restricted, Performance and Market Stock Units (Unvested and Accelerated)[4]	0	0	15,282,585	0	1,843,003	15,282,585
Benefits and Perquisites[5][6]						
Health and Welfare Benefits Continuation[7]	0	0	0	0	0	0
Financial Planning Continuation	0	14,500	14,500	0	14,500	14,500
Outplacement Services	0	0	0	0	18,000	0
TOTAL	**$24,808**	**$1,178,808**	**$18,177,275**	**$24,808**	**$5,160,248**	**$21,982,775**

John P. Molloy
Executive Vice President and Chief Operating Officer

Executive Benefits and Payments Upon Termination[1]	Voluntary Termination		Total and Permanent Disability or Death	Involuntary Termination		
	Resign	Retirement		For Cause	Not For Cause	Change in Control[8]
Compensation						
Severance[2]	$0	$0	$0	$0	$965,000	$4,342,500
Accrued but Unused Vacation Pay	27,837	27,837	27,837	27,837	0	27,837
Short-Term Incentive[3]	0	1,278,625	1,278,625	0	1,278,625	1,206,250
Long-Term Incentives						
• Stock Options (Unvested and Accelerated)[4]	0	0	1,866,666	0	1,397,714	1,866,666
• Restricted, Performance and Market Stock Units (Unvested and Accelerated)[4]	0	0	15,804,284	0	2,003,614	15,804,284
Benefits and Perquisites[5][6]						
Health and Welfare Benefits Continuation[7]	0	0	0	0	20,830	41,661
Financial Planning Continuation	0	14,500	14,500	0	14,500	14,500
Outplacement Services	0	0	0	0	18,000	0
TOTAL	**$27,837**	**$1,320,962**	**$18,991,912**	**$27,837**	**$5,698,283**	**$23,303,698**

Mahesh Saptharishi
Executive Vice President and Chief Technology Officer

Executive Benefits and Payments Upon Termination(1)	Voluntary Termination		Total and Permanent Disability or Death	Involuntary Termination		
	Resign	Retirement		For Cause	Not For Cause	Change in Control(8)
Compensation						
Severance(2)	$0	$0	$0	$0	$860,000	$3,870,000
Accrued but Unused Vacation Pay	16,538	16,538	16,538	16,538	0	16,538
Short-Term Incentive(3)	0	0	1,139,500	0	1,139,500	1,075,000
Long-Term Incentives						
• Stock Options (Unvested and Accelerated)(4)	0	0	1,715,882	0	1,285,245	1,715,882
• Restricted, Performance and Market Stock Units (Unvested and Accelerated)(4)	0	0	15,282,585	0	1,843,003	15,282,585
Benefits and Perquisites(5)(6)						
Health and Welfare Benefits Continuation(7)	0	0	0	0	15,345	30,691
Financial Planning Continuation	0	14,500	14,500	0	14,500	14,500
Outplacement Services	0	0	0	0	18,000	0
TOTAL	**$16,538**	**$31,038**	**$18,169,005**	**$16,538**	**$5,175,593**	**$22,005,196**

Rajan S. Naik
Senior Vice President, Strategy and Ventures

Executive Benefits and Payments Upon Termination(1)	Voluntary Termination		Total and Permanent Disability or Death	Involuntary Termination		
	Resign	Retirement		For Cause	Not For Cause	Change in Control(8)
Compensation						
Severance(2)	$0	$0	$0	$0	$635,000	$2,476,500
Accrued but Unused Vacation Pay	12,212	12,212	12,212	12,212	0	12,212
Short-Term Incentive(3)	0	0	639,445	0	639,445	603,250
Long-Term Incentives						
• Stock Options (Unvested and Accelerated)(4)	0	0	857,862	0	642,563	857,862
• Restricted, Performance and Market Stock Units (Unvested and Accelerated)(4)	0	0	3,086,876	0	937,217	3,086,876
Benefits and Perquisites(5)(6)						
Health and Welfare Benefits Continuation(7)	0	0	0	0	20,830	41,661
Financial Planning Continuation	0	14,500	14,500	0	14,500	14,500
Outplacement Services	0	0	0	0	18,000	0
TOTAL	**$12,212**	**$26,712**	**$4,610,895**	**$12,212**	**$2,907,555**	**$7,092,861**

(1) For purposes of this analysis, we assumed the NEOs' compensation is as follows: Mr. Brown's base salary is equal to $1,350,000 and his short-term incentive target opportunity under the STIP is equal to 225% of base salary. Mr. Winkler's base salary is equal to $860,000 and his short-term incentive target opportunity under the STIP is equal to 125% of actual earnings. Mr. Molloy's base salary is equal to $965,000 and his short- term incentive target opportunity under the STIP is equal to 125% of actual earnings. Dr. Saptharishi's base salary is equal to $860,000 and his short-term incentive target opportunity under the STIP is equal to 125% of actual earnings. Dr. Naik's base salary is equal to $635,000 and his short-term incentive target opportunity under the STIP is equal to 95% of actual earnings.

(2) Under Involuntary Termination-Not for Cause, severance is generally calculated as 12 months of base salary pursuant to the Executive Severance Plan. For Mr. Brown, severance is calculated as two times base salary plus two times target STIP award, as further discussed in "Employment Agreement with Gregory Q. Brown" on page 65 of this Proxy Statement. Under Involuntary Termination-Change in Control, severance is calculated as two times base salary plus two times target bonus in the year of termination pursuant to the CIC Severance Plan, and pursuant to Mr. Brown's employment agreement is calculated as three times base salary plus three times target bonus in the year of termination. Actual severance payments may vary. See "Executive Severance Plan" on page 67 of this Proxy Statement for further details.

(3) Assumes the effective date of termination is December 31, 2025 and that the payment is calculated pursuant to the terms and conditions of the applicable arrangement or plan. If the NEO does not meet the rule of retirement under the STIP on the effective date of termination, zeroes are entered under Voluntary Termination-Retirement.

(4) Assumes the effective date of termination is December 31, 2025 and the price per share of Common Stock on the date of termination is $383.32 per share, the closing price of the Common Stock on December 31, 2025. If the NEO does not meet the rule of retirement, if applicable, under the equity plans on the effective date of termination, zeroes are entered under Voluntary Termination-Retirement. For Involuntary Termination-Not For Cause, the vesting for unvested equity is pro rata accelerated for full months of service from the grant date, or beginning of the performance period, to the termination date. For Mr. Brown, under Voluntary Termination-Good Reason and Involuntary Termination-Not For Cause, equity continues to vest for a period of two years following termination. The value of dividend equivalent shares on Mr. Brown's restricted shares is not included.

(5) Payments associated with Benefits and Perquisites are limited to the items listed. No other benefits or perquisite continuation occurs under the termination scenarios listed that are not otherwise available to all regular U.S. employees.

(6) See “Nonqualified Deferred Compensation in 2025” on page 63 of this Proxy Statement for a discussion of nonqualified deferred compensation. There would be no further enhancement or acceleration upon a termination or change in control.
(7) Health and Welfare Benefits Continuation is calculated as 12 months (except with respect to Mr. Brown, which is calculated as 24 months per his employment agreement) as provided in the Executive Severance Plan under Involuntary Termination-Not for Cause and as 24 months (except with respect to Mr. Brown, which is calculated as 36 months per his employment agreement) under Involuntary Termination-Change in Control. Mr. Brown’s employment agreement also provides for 24 months benefits continuation under Voluntary Termination-Good Reason.
(8) Mr. Brown’s employment agreement and our CIC Severance Plan use a “double trigger.” In other words, in order for change in control severance benefits to be “triggered,” (1) a change in control must occur, and (2) an executive must be involuntarily terminated for a reason other than “Cause” or must leave for “Good Reason” within 24 months following the change in control. Mr. Brown’s employment agreement has unique definitions of “Cause” and “Good Reason.” The total amounts payable to the NEOs in the event of a change in control of the Company may be subject to reduction under Sections 280G and 4999 of the Internal Revenue Code.

Definitions:

“Voluntary Termination” means a termination initiated by the officer.

“Voluntary Termination-Good Reason” occurs when, other than in connection with a Change in Control, Mr. Brown’s employment is terminated for “good reason” as defined in his employment agreement, described above.

“Good Reason” means (1) an officer is assigned duties materially inconsistent with his position, duties, responsibilities and status, or his duties are materially diminished, during the 90-day period immediately preceding a Change in Control, (2) his position, authority, duties or responsibilities are materially diminished from those in effect during the 90-day period immediately preceding a Change in Control, (3) his annual base salary or total annual compensation opportunity are materially reduced from such total annual compensation as in effect during the 90-day period immediately preceding a Change in Control, (4) the Company requires regular performance of duties beyond a 50-mile radius from the officer’s current location, (5) the Company fails to obtain a satisfactory agreement from any successor to assume and perform the relevant plan, or (6) any other material breach of the relevant plan. In the case of Mr. Brown, “Good Reason” also means (1) a failure to continue on the Board of Directors or a negative change in reporting structure, (2) Mr. Brown is not the sole Chief Executive Officer of Motorola Solutions on and after September 1, 2011, or (3) the failure of the successor to what is now Motorola Solutions to assume his employment agreement.

“Voluntary Termination–Retirement” means, for purposes of awards under the Omnibus Plan on or after March 9, 2015 and awards under the LRIP, retirement after reaching age 55 with at least 10 years of service, or age 60 with at least 5 years of service, or age 65; for purposes of the STIP, the definition of “retirement” that appears in the primary retirement plan covering the individual; and for purposes of the Pension Plan, retirement after reaching age 55 with 3 years of service.

“Total and Permanent Disability” means termination of employment following entitlement to long-term disability benefits under the Motorola Solutions Disability Income Plan, as amended and any successor plan, or a determination of a permanent and total disability under a state workers compensation statute.

“Involuntary Termination–For Cause” means termination of employment following any misconduct identified as a ground for termination in the Motorola Solutions Code of Business Conduct, or the human resources policies, or other written policies or procedures, including among other things, conviction for any criminal violation involving dishonesty, fraud or breach of trust or willful engagement in gross misconduct in the performance of the officer’s duties that materially injures the Company.

“Involuntary Termination–Not for Cause” means termination of employment for reasons other than “For Cause,” Change in Control as defined below, death, Retirement or Total and Permanent Disability as defined above.

“Involuntary Termination for Change in Control” occurs when, at any time (1) following a Change in Control and, assuming equity awards are not suitably replaced by a successor, prior to the second anniversary of a Change in Control or (2) during the 12 months prior to a Change in Control but after such time as negotiations or discussions that ultimately lead to a Change in Control have commenced, employment is terminated (a) involuntarily for any reason other than Cause, death, Disability or retirement under a mandatory retirement policy of the Company or any of its Subsidiaries or (b) by the officer after the occurrence of an event giving rise to Good Reason. For purposes of this definition, “Cause” means (1) conviction of any criminal violation involving dishonesty, fraud or breach of trust or (2) willful engagement in gross misconduct in the performance of the officer’s duties that materially injures the Company, and “Disability” means a condition such that the officer by reason of physical or mental disability becomes unable to perform his normal duties for more than 180 days in the aggregate (excluding infrequent or temporary absence due to ordinary transitory illness) during any 12 month period.

“Change in Control” (as used in the prior definition of “Involuntary Termination for a Change in Control”) shall be deemed to have occurred if (1) any “person” or “group” (as such terms are used in Section 13(d) and 14(d) of the Exchange Act) is or becomes the “beneficial owner” (as defined in Rule 13d-3 under the Exchange Act), directly or indirectly, of securities of the Company representing 20% or more of the combined voting power of the Company’s then outstanding securities (other than the Company or any employee benefit plan of the Company, and no Change in Control shall be deemed to have occurred as a result of the “beneficial ownership,” or changes therein, of the Company’s securities by either of the foregoing), (2) there shall be consummated (a) any consolidation or merger of the Company in which the Company is not the surviving or continuing corporation or pursuant to which shares of Common Stock would be converted into or exchanged for cash, securities or other property, other than a merger of the Company in which the holders of Common Stock immediately prior to the merger have, directly or indirectly, at least a 65% ownership interest in the outstanding Common Stock of the surviving corporation immediately after the merger, or (b) any sale, lease, exchange or other transfer (in one transaction or a series of related transactions) of all, or substantially all, of the assets of the Company other than any such transaction with entities in which the holder of Common Stock, directly or indirectly, have at least 65% ownership interest, (3) the shareholders of the Company approve any plan or proposal for the liquidation or dissolution of the Company, or (4) as the result of, or in connection with, any cash tender offer, exchange offer, merger or other business combination, sale of assets, proxy or consent solicitation (other than by the Board), contested election or substantial stock accumulation (a "Control Transaction"), the members of the Board immediately prior to first public announcement relating to such Control Transaction shall thereafter cease to constitute a majority of the Board.

CEO PAY RATIO

Our CEO Pay Ratio for 2025, calculated in accordance with the requirements set forth in Item 402(u) of Regulation S-K, is approximately **322:1**.

- Since the date used to select the median employee in 2023, there have been no changes to our employee population or compensation arrangements that we believe would significantly impact the pay ratio disclosure and, as a result, we are not required to re-identify our median employee for 2025. However, our original median employee identified in 2023 is no longer employed by the Company, so we selected an alternate median employee with compensation substantially similar to the original median employee, as permitted under SEC rules. The alternate median employee was selected from the same compensation data as was used to identify the original median employee in 2023 (as described below). Additionally, for purposes of determining whether there had been any changes to our employee population or compensation arrangements that would significantly impact the pay ratio disclosure, we omitted approximately 690 employees from our 2025 acquisitions, including RapidDeploy, Theatro, Silvus and Blue Eye.
- Mr. Brown's total annual compensation, as disclosed in the 2025 Summary Compensation Table ("SCT"), was $34,453,481, which is an approximately 12% increase from 2024 primarily due to the Board's decision to increase Mr. Brown's 2025 LTI opportunity by 20% from $22.865 million in 2024 to $27.365 million in 2025.
- The median of the annual total compensation of all our employees (other than Mr. Brown) was $106,940 in 2025. In order to determine this number, we calculated the alternate median employee's 2025 total annual compensation in the same manner as for the NEOs in the 2025 SCT.

We selected October 1, 2023 as the date to identify and select our original median employee. As of that date, we had 20,772 global employees, excluding the CEO, in 57 countries. Of our 20,772 employees, 9,757 were located in the U.S. and 11,015 were located outside of the U.S. as of such date. Our original median employee was identified using the Company's global full-time, part-time, temporary and seasonal employees employed on October 1, 2023. As part of our methodology, and as permitted under the pay ratio rule, we excluded all employees in the following 13 countries (1,036 total employees in non-U.S. jurisdictions excluded, which is just below 5.0% of our total workforce as of October 1, 2023 when we identified our original median employee):

Countries Excluded	Number Employees
Algeria	10
Brazil	315
Chile	285
Ecuador	14
Egypt	13
Greece	4
Libya	4
Mexico	210
Pakistan	3
Peru	22
Philippines	5
Romania	18
Vietnam	133
Total Employees Excluded:	**1,036**

We used annual base salary (converted to USD) and wages plus overtime as our consistently applied compensation measure to identify the original median employee. In doing so, we annualized the compensation for our permanent full-time and part-time employees who were newly hired during 2023.

PAY VS. PERFORMANCE

As required by Section 953(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 402(v) of Regulation S-K, we are providing the following information about the relationship between executive compensation and the Company's financial performance.

The following required table discloses information on "compensation actually paid" (referred to as "CAP" throughout this section), as defined by Item 402(v) of Regulation S-K, to our principal executive officer ("PEO") and (on average) to our other NEOs ("Non-PEO NEOs") during the specified years with TSR and net income financial measures, as well as a Company-selected measure of one-year relative TSR. The Company selected this measure as the most important in linking CAP to our NEOs for 2025 to Company performance, as relative TSR was the financial measure used for the majority of our 2023-2025 performance awards (totaling two-thirds of target long-term incentive awards granted to our executives for that performance cycle), as described in more detail on page 44.

					Value of Initial Fixed $100 Investment Based On:			
Year (a)	Summary Compensation Table Total for PEO ($) (b)[(1)]	Compensation Actually Paid to PEO ($) (c)[(1)(2)]	Average Summary Compensation Table Total for Non-PEO NEOs ($) (d)[(3)]	Average Compensation Actually Paid to Non-PEO NEOs ($) (e)[(3)(4)]	Total Shareholder Return ($) (f)[(5)]	Peer Group Total Shareholder Return ($) (g)[(5)(6)]	Net Income ($ millions) (h)[(7)]	One-Year Relative Total Shareholder Return Percentile Rank (%) (i)[(8)]
2025	$34,453,481	$(34,855,292)	$6,758,119	$(11,029,579)	$239.54	$241.63	$2,154	13.6%
2024	$30,853,387	$145,495,803	$17,519,302	$37,512,833	$285.73	$201.64	$1,557	89.6%
2023	$28,178,498	$57,776,736	$6,206,675	$11,216,832	$191.61	$146.05	$1,709	69.9%
2022	$21,016,481	$19,817,153	$5,745,113	$6,254,463	$155.74	$121.24	$1,363	65.4%
2021	$19,980,639	$86,440,713	$4,923,478	$13,731,315	$161.91	$151.31	$1,245	89.8%

(1) Gregory Q. Brown served as our PEO for the full year for each of 2025, 2024, 2023, 2022 and 2021. The amounts in columns (b) and (c) include Mr. Brown's compensation for 2021-2025.

(2) The dollar amounts shown in column (c) reflect "compensation actually paid" to Mr. Brown, calculated in accordance with SEC rules. As required, the dollar amounts include (among other items) unpaid amounts of equity compensation that may be realizable in future periods, and as such, the dollar amounts shown do not fully represent the actual final amount of compensation earned or actually paid to Mr. Brown during the applicable years. The amounts deducted and added to the PEO's 2025 Summary Compensation Table total in order to determine the PEO's 2025 CAP are as follows:

PEO – Reconciliation of SCT Total to CAP Total (column (c))	**2025**
SCT Total	34,453,481
Less SCT Change in Present Value of Pension Plan[(a)]	(9,796)
Less SCT Stock Awards[(b)]	(18,964,846)
Less SCT Option Awards[(b)]	(9,121,534)
Plus Pension Programs Service Cost[(c)]	0
Plus Pension Programs Prior Service Cost[(c)]	0
Plus Value of New Stock and Option Awards Granted in Current Year and Unvested as of Year End[(d)]	17,243,538
Plus Change in Value of Stock and Option Awards Granted in Prior Years and Unvested as of Year End[(d)]	(46,210,856)
Plus New Stock and Option Award Grants Value as of Vesting Date[(d)]	0
Plus Change in Value of Stock and Option Awards Granted in Prior Years as of Vesting Date[(d)]	(12,245,279)
Less Prior Year Value of Stock and Option Awards Forfeited or Cancelled[(d)]	0
Compensation Actually Paid	**(34,855,292)**

(a) Represents the aggregate change in actuarial present value of the PEO's benefits under all pension plans for each year, as previously reported in the applicable SCT.

(b) Represents the aggregate grant date fair value of equity-based awards granted each year as computed in accordance with ASC Topic 718, as previously reported in the applicable SCT.

(c) There was no service cost or prior service cost for our defined benefit pension plans because our executives who participate in those plans ceased accruing service credit under those plans when they were frozen in early 2009.

(d) Reflects the fair value or change in fair value of equity-based awards, calculated in accordance with Regulation S-K Item 402(v)(2)(iii)(C).

(3) For 2021, our Non-PEO NEOs included Messrs. Winkler and Molloy and Dr. Saptharishi, and former executives Mark Hacker and Kelly Mark. For 2022, our Non-PEO NEOs included Messrs. Winkler and Molloy and Dr. Saptharishi and former executive Mark Hacker. For 2023, 2024 and 2025, our Non-PEO NEOs included Messrs. Winkler and Molloy, and Drs. Saptharishi and Naik.

(4) The dollar amounts shown in column (e) reflect average CAP to our Non-PEO NEOs, calculated in accordance with SEC rules. As required, the dollar amounts include (among other items) unpaid amounts of equity compensation that may be realizable in future periods, and as such, the dollar amounts shown do not fully represent the actual final amount of compensation earned or actually paid to our Non-PEO NEOs during the applicable years. The amounts deducted and added to the Non-PEO NEOs' 2025 SCT total in order to determine the Non-PEO NEOs' 2025 CAP are as follows:

Non-PEO NEOs (Average) – Reconciliation of SCT Total to CAP Total (column (e))	2025 Average
SCT Total	6,758,119
Less SCT Change in Present Value of Pension Plan[a]	(4,905)
Less SCT Stock Awards[b]	(2,971,144)
Less SCT Option Awards[b]	(1,429,036)
Plus Pension Programs Service Cost[c]	0
Plus Pension Programs Prior Service Cost[c]	0
Plus Value of New Stock and Option Awards Granted in Current Year and Unvested as of Year End[d]	2,701,472
Plus Change in Value of Stock and Option Awards Granted in Prior Years and Unvested as of Year End[d]	(13,775,211)
Plus New Stock and Option Award Grants Value as of Vesting Date[d]	0
Plus Change in Value of Stock and Option Awards Granted in Prior Years as of Vesting Date[d]	(2,308,874)
Less Prior Year Value of Stock and Option Awards Forfeited or Cancelled[d]	0
Compensation Actually Paid	**(11,029,579)**

(a) Represents the aggregate change in actuarial present value of the Non-PEO NEOs' benefits under all pension plans for each year, as previously reported in the applicable SCT.
(b) Represents the aggregate grant date fair value of equity-based awards granted each year as computed in accordance with ASC Topic 718, as previously reported in the applicable SCT.
(c) There was no service cost or prior service cost for our defined benefit pension plans because our executives who participate in those plans ceased accruing service credit under those plans when they were frozen in early 2009.
(d) Reflects the fair value or change in fair value of equity-based awards, calculated in accordance with Regulation S-K Item 402(v)(2)(iii)(C).

(5) Pursuant to SEC rules, the TSR figures assume an initial investment of $100 on December 31, 2020. For 2025, reflects the cumulative total shareholder return from December 31, 2020-December 31, 2025. For 2024, reflects the cumulative total shareholder return from December 31, 2020-December 31, 2024. For 2023, reflects the cumulative total shareholder return from December 31, 2020-December 31, 2023. For 2022, reflects the cumulative total shareholder return from December 31, 2020-December 31, 2022. For 2021, reflects the cumulative total shareholder return from December 31, 2020-December 31, 2021.
(6) Reflects the market cap weighted total shareholder return of the S&P Communications Equipment Index. As permitted by SEC rules, the peer group referenced for purpose of the TSR comparison is the group of companies included in the S&P Communications Equipment Index, which is the industry peer group used for purposes of Item 201(e) of Regulation S-K. For a description of the separate peer group used by the Compensation and Leadership Committee, for purposes of determining compensation paid to our executive officers, refer to the section of this Proxy Statement on page 52 titled "Comparative Market Data – 2025 Peer Group."
(7) Reflects after-tax net income attributable to shareholders prepared in accordance with GAAP for each of the years shown. We do not use net income in our compensation programs.
(8) Reflects the Company's percentile rank based on one-year TSR relative to the S&P 500, which, for 2025, represents, in the Company's assessment, the most important financial performance measure used to link NEO compensation actually paid to company performance for the most recently completed fiscal year. We have included one-year relative TSR in the table in accordance with applicable SEC guidance. However, percentile rank based on three-year TSR relative to the S&P 500 is the measure actually used in the Company's compensation programs. The Company's three-year percentile rank was 70th for 2025, 92nd for 2024, 89th for 2023, 78th for 2022 and 79th for 2021. This three-year measure represented 57% of 2025 target total compensation for Mr. Brown and an average of 47% of 2025 target total compensation for other NEOs. For additional detail regarding the calculation of this three-year measure, refer to the section of this Proxy Statement on page 51 titled "2025 Annual Compensation Elements – Long-Term Incentives – LTI Components."

Relationship Between Pay And Performance

The following narrative and graphical comparisons provide descriptions of the relationship between certain figures included in the Pay vs. Performance table for each of 2025, 2024, 2023, 2022, and 2021, including: (a) a comparison of each financial performance measure (TSR, net income and the Company-selected measure) and the compensation actually paid to the PEO and to the other Non-PEO NEOs; and (b) the relationship between the Company's TSR and the peer group TSR.

Compensation Actually Paid versus Company Performance. The relationship between compensation actually paid and the Company's financial performance over the five-year period shown in the table above is described in the following bullet points.

PEO

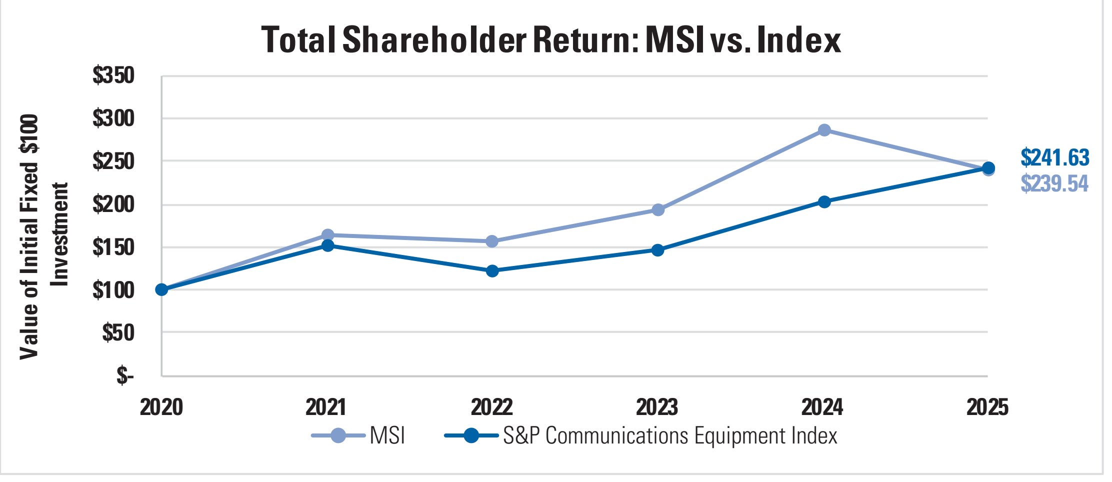
- From 2024 to 2025, compensation actually paid to the CEO decreased by $180.4 million or 124%. Over this same period, the Company's TSR decreased by 16%, net income increased by 38%, and one-year relative TSR percentile rank decreased by 85% (from 89.6th percentile rank to 13.6th percentile rank).
- From 2023 to 2024, compensation actually paid to the CEO increased by $87.7 million or 152%. Over this same period, the Company's TSR increased by 49%, net income decreased by 8.9%, and one-year relative TSR percentile rank increased by 28% (from 69.9th percentile rank to 89.6th percentile rank).
- From 2022 to 2023, compensation actually paid to the CEO increased by $38.0 million or 192%. Over this same period, the Company's TSR increased by 23%, net income increased by 25.4%, and one-year relative TSR percentile rank increased by 7% (from 65.4th percentile rank to 69.9th percentile rank).

- From 2021 to 2022, compensation actually paid to the CEO decreased by $66.6 million or 77%. Over this same period, the Company's TSR decreased by 4%, net income increased by 9.5%, and one-year relative TSR percentile rank decreased by 27% (from 89.8th percentile rank to 65.4th percentile rank).

Non-PEO NEOs

- From 2024 to 2025, compensation actually paid to the Non-PEO NEOs decreased by $48.5 million or 129%. Over this same period, the Company's TSR decreased by 16%, net income increased by 38%, and one-year relative TSR percentile rank decreased by 85% (from 89.6th percentile rank to 13.6th percentile rank).
- From 2023 to 2024, compensation actually paid to the Non-PEO NEOs increased by $26.3 million or 234%. Over this same period, the Company's TSR increased by 49%, net income decreased by 8.9%, and one-year relative TSR percentile rank increased by 28% (from 69.9th percentile rank to 89.6th percentile rank).
- From 2022 to 2023, compensation actually paid to the Non-PEO NEOs increased by $5.0 million or 79%. Over this same period, the Company's TSR increased by 23%, net income increased by 25.4%, and one-year relative TSR percentile rank increased by 7% (from 65.4th percentile rank to 69.9th percentile rank).
- From 2021 to 2022, compensation actually paid to the Non-PEO NEOs decreased by $7.5 million or 54%. Over this same period, the Company's TSR decreased by 4%, net income increased by 9.5%, and one-year relative TSR percentile rank decreased by 27% (from 89.8th percentile rank to 65.4th percentile rank).

Company TSR versus S&P Communications Equipment TSR. The relationship between the Company's TSR and the TSR of the S&P Communications Equipment Index is shown below:



2025 Most Important Performance Measures

The following table lists the three financial performance measures we believe represent the most important financial performance measures we use to link executive compensation actually paid to our NEOs for 2025 to Company performance:

2025 Most Important Performance Measures
• Relative TSR Percentile Rank
• Stock Price
• Non-GAAP Operating Earnings

For more information about how we use these financial performance measures in our compensation programs, see the section of this Proxy Statement titled "Compensation Discussion and Analysis" beginning on page 34.

EQUITY COMPENSATION PLAN INFORMATION

The following table summarizes the Company's equity compensation plan information as of December 31, 2025.

Plan Category	Number of securities to be issued upon exercise of outstanding options and rights (a)	Weighted-average exercise price of outstanding options and rights (b)[(1)]	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by Motorola Solutions shareholders	3,802,353[(2)(3)]	$193.47	8,701,485[(4)]
Equity compensation plans not approved by Motorola Solutions shareholders	—	—	—

(1) The weighted-average exercise price does not include outstanding RSUs or DSUs.

(2) Includes shares subject to outstanding options granted under the Omnibus Plan.

(3) Includes an aggregate of 1,604,088 RSUs or DSUs that have been granted or accrued pursuant to dividend equivalent rights under the Omnibus Plan. Each RSU or DSU is intended to be the economic equivalent of one share of Common Stock. It does not include 3,501 RSUs which provide by their terms for cash settlement.

(4) Of these shares: (i) 3,875,945 shares remain available for future issuance under the Motorola Solutions Employee Stock Purchase Plan of 1999, as amended; and (ii) 4,825,540 shares remain available for future issuance under the Omnibus Plan. In addition to stock options, other equity benefits which may be granted under the Omnibus Plan are SARs, restricted stock, RSUs, DSUs, performance shares and other stock awards. In addition, at the discretion of the Compensation and Leadership Committee, shares of Common Stock may be issued under the Omnibus Plan in payment of cash-based awards under the Company's LRIP.

AUDIT COMMITTEE MATTERS

THE FOLLOWING "REPORT OF AUDIT COMMITTEE" SHALL NOT BE DEEMED INCORPORATED BY REFERENCE BY ANY GENERAL STATEMENT INCORPORATING THIS PROXY STATEMENT INTO ANY FILING UNDER THE SECURITIES ACT OR UNDER THE EXCHANGE ACT, EXCEPT TO THE EXTENT THAT THE COMPANY SPECIFICALLY INCORPORATES THIS INFORMATION BY REFERENCE, AND SHALL NOT OTHERWISE BE DEEMED FILED UNDER SUCH ACTS.

REPORT OF AUDIT COMMITTEE

The Audit Committee operates pursuant to a written charter that is available at *www.motorolasolutions.com/investors/corporate-governance*. The responsibilities of the Audit Committee include assisting the Board in fulfilling its oversight responsibilities as they relate to the Company's accounting policies, internal controls, financial reporting practices and legal and regulatory compliance. The Audit Committee also appoints and retains the independent registered public accounting firm. On March 12, 2026, our Board determined that each member of the Audit Committee was independent within the meaning of relevant NYSE listing standards, SEC rules and the Motorola Solutions, Inc. Director Independence Guidelines. Our Board also determined that each member of the Audit Committee (1) is an "audit committee financial expert" as defined by SEC rules, whose expertise has been attained through relevant experience as discussed in "Our Board—Who We Are" on page 9 of this Proxy Statement, and (2) is "financially literate."

The Audit Committee fulfills its responsibilities through periodic meetings with the Company's independent registered public accounting firm, internal auditors and management. During 2025, the Audit Committee met 9 times. The Audit Committee schedules its meetings with a view toward ensuring that it devotes appropriate attention to all of its tasks. During certain of these meetings, the Audit Committee meets privately with the independent registered public accounting firm, the chief financial officer, the chief audit officer, the chief ethics officer, the chief legal counsel and, from time to time, other members of management. Outside of formal meetings, Audit Committee members had telephone calls to discuss important matters with management and the independent registered public accounting firm. The Audit Committee also engages the independent registered public accounting firm to perform a review of the interim financial statements in accordance with Statement on Auditing Standards ("SAS") No. 100 and discusses the results of each review with the independent registered public accounting firm.

Throughout the year, the Audit Committee monitors matters related to the independence of PwC, the Company's independent registered public accounting firm since its appointment for the fiscal year ended December 31, 2019. As part of its monitoring activities, the Audit Committee reviews the relationships between PwC and the Company. After reviewing the relationships and discussing them with management, the Audit Committee discussed PwC's overall relationship with the Company, as well as PwC's objectivity and independence. Based on its review, the Audit Committee is satisfied with PwC's independence.

PwC also has provided the Audit Committee with the written disclosures and the letter, as required by applicable requirements of the Public Company Accounting Oversight Board (the "PCAOB") regarding PwC's communications with the Audit Committee concerning independence, and the Audit Committee has discussed and confirmed PwC's independence from the Company and management with PwC. The Audit Committee also discussed with management, the internal auditors and PwC, the quality and adequacy of the Company's internal controls and the internal audit function's management, organization, responsibilities, budget and staffing. The Audit Committee reviewed with both PwC and the internal auditors their audit plans, audit scope and identification of audit risks.

The Audit Committee discussed and reviewed with PwC all matters required to be discussed by the applicable requirements of the PCAOB and the SEC. With and without management present, the Audit Committee discussed and reviewed the results of PwC's examination of the consolidated financial statements. The Audit Committee also discussed the results of the internal audit examinations. The Audit Committee reviewed and discussed the audited consolidated financial statements of the Company as of and for the year ended December 31, 2025 with management and PwC. Management has the responsibility for the preparation and integrity of the Company's consolidated financial statements and PwC has the responsibility for the examination of those statements. Based on the above-mentioned review and discussions with management and PwC, the Audit Committee recommended to the Board that the Company's audited consolidated financial statements be included in its Annual Report on Form 10-K for the year ended December 31, 2025, for filing with the SEC.

The Audit Committee also reviewed management's report on its assessment of the effectiveness of internal controls over financial reporting as of December 31, 2025 and the report of the Company's independent registered public accounting firm on the effectiveness of internal controls over financial reporting as of December 31, 2025. Management is responsible for maintaining adequate internal controls over financial reporting and for its assessment of the effectiveness of internal controls over financial reporting. The Company's independent registered public accounting firm has the responsibility for auditing the effectiveness of internal controls over financial reporting and expressing an opinion thereon based on its audit. Based on the above-mentioned review and discussions with management and PwC, the Audit Committee recommended to the Board that management's report on its assessment of the effectiveness of internal controls over financial reporting as of December 31, 2025 and the report of PwC be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2025, for filing with the SEC. As specified in the Audit Committee charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's consolidated financial statements are complete and accurate and in accordance with U.S. generally accepted accounting principles. That is the responsibility of management and the Company's independent registered public accounting firm. In giving its recommendation to the Board that the Company's audited consolidated financial statements be included in its Annual Report on Form 10-K for the year ended December 31, 2025, the Audit Committee has relied on: (1) management's representation that such consolidated financial statements have been prepared with integrity and objectivity and in conformity with U.S. generally accepted accounting principles, and (2) the reports of PwC with respect to such consolidated financial statements.

Respectfully submitted,

Nicole Anasenes, Chair
Dr. Ayanna M. Howard
Elizabeth D. Mann

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FEES

The Audit Committee appoints and engages the independent registered public accounting firm annually. PwC served as the Company's independent registered public accounting firm for the fiscal years ended December 31, 2025 and December 31, 2024 and is serving in such capacity for the current fiscal year.

Audit Fees and All Other Fees

The aggregate fees billed by PwC for professional services to the Company were $10.9 million in 2025 and $9.6 million in 2024. The fees in connection with the audit of the Company's annual financial statements, the audit of internal controls over financial reporting, the review of the Company's quarterly financial statements, and services that are normally provided in connection with statutory and regulatory filings or engagements are listed below under "Audit Fees." The fees for assurance and related services reasonably related to the performance of the audit of the Company's financial statements, but not included under Audit Fees, are listed below under "Audit-Related Fees." Audit-Related Fees also include due diligence procedures performed in connection with merger and acquisition activities and internal control reviews. The fees billed by PwC for tax services, which primarily related to multi-national tax compliance services, are listed below under "Tax Fees."

The following table further summarizes fees billed to the Company by PwC during 2025 and 2024.

(In millions)	2025	2024
Audit Fees	$9.5	$8.3
Audit-Related Fees	$0.6	$0.4
Tax Fees	$0.8	$0.9
All Other Fees	$0.0	$0.0
Total	**$10.9**	**$9.6**

AUDIT COMMITTEE PRE-APPROVAL POLICIES

In addition to retaining PwC to audit the Company's consolidated financial statements and internal controls over financial reporting for 2025 and 2024, PwC and other accounting firms were retained to provide auditing and advisory services in 2025. The Audit Committee has historically engaged PwC to provide divestiture and acquisition-related due diligence and audit services, audit-related assurance services, and certain tax services. The Audit Committee has further determined that the Company will obtain non-audit services from PwC only when the services offered by the firm are competitive with other service providers and do not impair the independence of PwC.

The Audit Committee Auditor Fee Policy requires the pre-approval of all professional services provided to the Company by PwC. Below is a summary of the policy and the Company's procedures.

The Audit Committee pre-approves the annual audit plan and the annual audit fee. The Audit Committee Auditor Policy includes an approved list of services that PwC can provide, including audit-related services, tax services, and other services. The Audit Committee pre-approves the annual non-audit related services and budget. The Audit Committee allows the Company's Chief Accounting Officer to authorize payment for any audit and non-audit service in the approved budget. The Audit Committee also provides the Company's Chief Accounting Officer with the authority to pre-approve fees less than $100,000, limited to a cumulative cap of $200,000, between Audit Committee meetings, for allowable audit and audit-related services, and to pre-approve fees less than $20,000, limited to a cumulative cap of $50,000, between Audit Committee meetings, for allowable tax services and fees. The Audit Committee Chair has the authority to pre-approve fees on the list of approved services, outside of the Chief Accounting Officer's allowable authorization, in advance of the Audit Committee meeting. The Chief Accounting Officer is responsible for reporting any approval decisions to the Audit Committee at its next scheduled meeting. The Audit Committee reviews, and if necessary, formally approves updated audit, audit-related, tax and other services and fees.

In 2025, management did not approve any services that were not on the list of services pre-approved by the Audit Committee.

OUR SHAREHOLDERS

SECURITY OWNERSHIP INFORMATION

Management and Directors

The following table sets forth information as of the close of business on March 17, 2026 regarding the beneficial ownership of shares of Common Stock by: (i) each director and nominee for director of the Company, (ii) each NEO, and (iii) all directors, director nominees and current executive officers of the Company as a group. Beneficial ownership is determined according to the rules of the SEC and generally includes any shares over which a person possesses sole or shared power to vote or to direct the disposition of, as well as any shares that such person has the right to acquire within 60 days, including through the exercise of options or other rights. Under these rules, the same shares may be beneficially owned by more than one person if there is shared power to vote and/or shared power to direct the disposition of the shares. Except as otherwise indicated in the footnotes below, to our knowledge, the persons named possessed sole voting and investment power over such shares, and such shares are not subject to any pledge. Unless otherwise noted, the address of each beneficial owner listed below is c/o Motorola Solutions, Inc., 500 West Monroe Street Chicago, IL 60661.

Name	Shares of Common Stock Beneficially Owned(3)(4)	Percent of Common Stock Outstanding
Gregory Q. Brown(1)	1,610,189	0.96%
Jason J. Winkler	116,544	*
John P. Molloy	130,406	*
Mahesh Saptharishi	140,794	*
Rajan S. Naik	92,326	*
Nicole Anasenes	0	*
Kenneth D. Denman	0	*
Dr. Ayanna M. Howard	691	*
Mark E. Lashier	0	*
Peter A. Leav	0	*
Elizabeth D. Mann	385	*
Gregory K. Mondre(2)	70	*
Joseph M. Tucci	1,440	*
All directors, director nominees and current executive officers as a group (16 persons)	2,147,280	1.28%

* Less than 1% of the Company's outstanding Common Stock

(1) Mr. Brown has shared voting and investment power over 132,389 shares included under "Shares of Common Stock Beneficially Owned". He disclaims beneficial ownership over 108,589 shares held in trusts of which his wife is trustee, 21,580 shares held in a trust of which his son is trustee and 2,220 shares held by his wife.

(2) Mr. Mondre has not been nominated for re-election at the Annual Meeting.

(3) For our NEOs and other executive officers, represents (i) shares subject to stock options that are or become exercisable within 60 days of March 17, 2026, (ii) stock units that are deemed to be beneficially owned as of March 17, 2026, and (iii) shares of Common Stock held (including through the 401(k) Plan), each as follows:

Name	Stock Options	Stock Units	Common Stock	Total
Gregory Q. Brown	1,187,675	38,359	384,155	1,610,189
Jason J. Winkler	95,828	0	20,716	116,544
John P. Molloy	61,686	0	68,720	130,406
Mahesh Saptharishi	109,708	0	31,086	140,794
Rajan Naik	77,777	0	14,549	92,326
All executive officers as a group, other than the NEOs listed above (3 individuals)	23,108	0	31,327	54,435

(4) For our non-employee directors, does not include DSUs. The table below shows DSUs (including additional DSUs credited as a result of dividend equivalents earned with respect to the DSUs) held separately, and in total with beneficially owned stock, as of March 17, 2026 by each non-employee director as follows:

Name	Deferred Stock Units	Shares of Common Stock Beneficially Owned	Total
Nicole Anasenes	1,387	0	1,387
Kenneth D. Denman	7,153	0	7,153
Dr. Ayanna M. Howard	2,586	691	3,277
Mark E. Lashier	324	0	324
Peter A. Leav	45	0	45
Elizabeth D. Mann	581	385	966
Gregory K. Mondre	23,696	70	23,766
Joseph M. Tucci	11,692	1,440	13,132

Principal Shareholders

The following table sets forth information as of March 17, 2026 with respect to any person who is known to be the beneficial owner of more than 5% of Common Stock.

Name and Address	Number of Shares of Motorola Solutions, Inc. and Nature of Beneficial Ownership	Percent of Outstanding Shares[(1)]
The Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355	22,171,722[(2)] shares of Common Stock	13.34%
BlackRock, Inc. 50 Hudson Yards New York, NY 10001	13,330,267[(3)] shares of Common Stock	8.02%

(1) The percentage calculations set forth above are based on 166,212,135 shares of Common Stock outstanding as of March 17, 2026 rather than the percentages set forth on various shareholders' Schedule 13G filings.

(2) Solely based on information in a Schedule 13G/A Amendment No. 10 filed with the SEC on October 31, 2025 by The Vanguard Group. The Schedule 13G/A indicates that as of September 30, 2025, The Vanguard Group was the beneficial owner with shared voting power as to 992,278 shares, sole dispositive power as to 20,578,014 shares, shared dispositive power as to 1,593,708 shares and no sole voting power over any shares.

(3) Solely based on information in a Schedule 13G/A Amendment No. 3 filed with the SEC on April 24, 2025 by BlackRock, Inc. The Schedule 13G/A indicates that as of March 31, 2025, BlackRock, Inc., as the parent holding company, was the beneficial owner with sole voting power as to 12,227,288 shares, sole dispositive power as to 13,330,267 shares and no shared voting or dispositive power over any shares.

USER'S GUIDE

All shareholders may view and print this Proxy Statement and the 2025 Annual Report at the Company's website at *www.motorolasolutions.com/annualreports.* The information contained on Motorola Solutions' website is not a part of this Proxy Statement and is not deemed incorporated by reference into this Proxy Statement or any other public filing made with the SEC.

VIRTUAL ANNUAL MEETING PHILOSOPHY

Our Annual Meeting will be a completely virtual meeting conducted via live audio webcast; there will be no physical meeting location. We have held our annual meeting of shareholders as a virtual meeting since the 2020 annual meeting of shareholders. In future years, the Company will continue to evaluate holding virtual versus in-person annual meetings of shareholders.

Our Board intends that the virtual meeting format provides shareholders a level of transparency comparable to traditional in-person meetings and takes the following steps to ensure such an experience:

- Providing shareholders with the ability to submit appropriate questions real-time via the meeting website;
- Answering as many questions submitted in accordance with the Rules of Conduct as possible in the time allotted for the meeting without discrimination;
- Posting a webcast replay of the full Annual Meeting on our investor relations website for at least one year after the meeting; and
- Offering separate engagement opportunities with shareholders as described in the "Shareholder Engagement" section on page 20 of this Proxy Statement.

INSTRUCTIONS FOR VIRTUAL ANNUAL MEETING

To participate in the virtual meeting if you are a shareholder of record or hold your shares through the 401(k) Plan, visit *www.virtualshareholdermeeting.com/MSI2026* and enter the 16-digit control number included on your Notice of Internet Availability of Proxy Materials (the "Notice") or on your proxy card (if you receive a printed copy of the proxy materials), as well as your full name and email address. If your shares are held in "street name", you will need to contact your broker, bank, or other nominee as soon as possible so that you can be provided with a control number to gain access to the online meeting. You may begin to log into the meeting platform beginning at 9:45 a.m. Central Time on May 18, 2026. The meeting will begin promptly at 10:00 a.m. Central Time on May 18, 2026. Shareholders who hold shares through the 401(k) Plan may attend and submit questions during the Annual Meeting but may not vote the shares held through the 401(k) Plan virtually at the Annual Meeting.

The virtual meeting platform is fully supported across browsers (Google Chrome, Safari, Microsoft Edge, Mozilla Firefox) and desktop, laptop, tablet and mobile devices running the most updated version of applicable software and plugins. Participants should ensure that they have a strong WiFi connection wherever they intend to participate in the meeting. Participants should also give themselves plenty of time to log in and ensure that they can hear streaming audio prior to the start of the meeting.

If you wish to submit a question during the meeting, log into the virtual meeting platform at *www.virtualshareholdermeeting.com/MSI2026* and follow the instructions under "Ask a Question." Detailed guidelines for submitting questions during the meeting will also be available at *www.virtualshareholdermeeting.com/MSI2026*.

Our question and answer session will be conducted in accordance with certain Rules of Conduct. These Rules of Conduct will be posted on our investor relations website prior to the date of the Annual Meeting, and will include certain procedural requirements, such as limiting repetitive or follow-up questions and limiting the number of questions asked by each individual shareholder, so that more shareholders will have an opportunity to ask questions. Questions pertinent to meeting matters will be answered during the question and answer session, subject to time constraints described in the Rules of Conduct. Questions not pertinent to meeting matters, such as those regarding personal matters, including those related to employment, product or service issues, or suggestions for product innovations, will not be answered during the Annual Meeting.

If you encounter any technical difficulties accessing the virtual meeting during the check-in process at the meeting time, please dial the phone numbers displayed on the virtual meeting website on the meeting date. Technical support will be available starting at 9:45 a.m. Central Time on May 18, 2026 and will remain available through the end of the meeting.

Although the ability to vote (other than for shares held through the 401(k) Plan) and ask questions at the Annual Meeting will be available only to shareholders at the time of the meeting, guests will be able to view the Annual Meeting live by visiting *www.virtualshareholdermeeting.com/MSI2026* and entering the designated guest portal. Additionally, following completion of the Annual Meeting, a webcast replay of the full Annual Meeting will be posted on our investor relations website at *www.motorolasolutions.com/investors* and remain there for at least one year.

VOTING MATTERS

Shareholders of Record, “Street Name” Holders and Plan Participants

If your shares are registered directly in your name with EQ Shareowner Services, the Company’s transfer agent, you are considered the shareholder of record, or a registered holder, with respect to those shares. If your shares are held in a brokerage account or by a bank or other nominee (in “street name”), you are considered the beneficial owner of those shares. If you hold shares through the 401(k) Plan (a “Plan Participant”), you are considered the beneficial owner of the shares held in the 401(k) Plan on your behalf (the “Plan Shares”).

Shareholders Entitled to Vote at the Annual Meeting & Voting at the Annual Meeting as a Beneficial Owner

Only shareholders of record at the close of business on March 19, 2026 (the “record date”) will be entitled to notice of, and to vote at, the Annual Meeting or any adjournments or postponements thereof. At the Annual Meeting, each share of Common Stock owned as of the close of business on the record date is entitled to one vote. On the record date, there were 166,203,611 shares outstanding of Common Stock. The Common Stock is the only class of voting securities of the Company.

If you are a beneficial owner of shares held in “street name” by a bank, broker, or other nominee, your bank, broker or nominee is considered the shareholder of record of those shares. As described above, beneficial owners are invited to virtually attend the Annual Meeting. However, since they are not shareholders of record, beneficial owners of shares held in “street name” may not vote their shares virtually at the Annual Meeting unless they follow their bank’s, broker’s or other nominee’s procedures for obtaining a legal proxy.

If you are a Plan Participant, the trustee of the 401(k) Plan (the “Plan Trustee”) is considered the shareholder of record of the Plan Shares. Plan Shares may only be voted by the Plan Trustee pursuant to voting instructions received in advance of the Annual Meeting and may not be voted by a Plan Participant at the Annual Meeting.

In order to vote shares at the Annual Meeting, shareholders of record and beneficial owners of shares held in “street name” can virtually attend the Annual Meeting and vote their shares online by visiting *www.virtualshareholdermeeting.com/MSI2026*. If your shares are held directly in your own name, you will need your control number included on your Notice or proxy card (if you receive a printed copy of the proxy materials) in order to be able to vote during the Annual Meeting. If your shares are held in “street name,” you will need to contact your broker, bank, or other nominee as soon as possible so that you can be provided with a control number to gain access to, and vote at, the online meeting. If you vote by proxy prior to the Annual Meeting and also virtually attend the Annual Meeting, there is no need to vote again at the Annual Meeting unless you wish to change your vote. Plan Shares may not be voted by Plan Participants at the Annual Meeting.

A list of shareholders entitled to vote at the meeting will be available for examination no later than the tenth day before the virtual Annual Meeting at our principal place of business (during usual business hours) by contacting our investor relations team as indicated under “Contact Us” at *www.motorolasolutions.com/investors*. The registrar and transfer agent is EQ Shareowner Services. The Company’s stock symbol is MSI.

Voting Without Attending the Annual Meeting

There are three convenient methods for registered shareholders to direct their vote by proxy without attending the Annual Meeting. Even if you plan to attend and participate in the Annual Meeting, we encourage you to vote your shares in advance using one of the methods described in this Proxy Statement to ensure that your vote will be represented at the Annual Meeting. Such shareholders can:

- Vote by Internet. The website address for internet voting is provided on your Notice or proxy card. You will need to use the control number appearing on your Notice or proxy card to vote via the internet. You can use the internet to transmit your voting instructions until 11:59 P.M. Eastern Time on Sunday, May 17, 2026. Internet voting is available 24 hours a day. If you vote via the internet, you do NOT need to vote by telephone or return a proxy card.
- Vote by Telephone. You can also vote by telephone by calling the toll-free telephone number provided on your proxy card, if you received a printed copy of the proxy card, or by reviewing the Notice, which explains how to access your proxy card that contains such telephone number. You will need to use the control number appearing on your proxy card to vote by telephone. You may transmit your voting instructions from any touch-tone telephone until 11:59 P.M. Eastern Time on Sunday, May 17, 2026. Telephone voting is available 24 hours a day. If you vote by telephone you do NOT need to vote over the internet or return a proxy card.
- Vote by Mail. If you received a printed copy of the proxy card, you can vote by marking, dating, signing, and returning it in the postage-paid envelope provided. Please promptly mail your proxy card to ensure that it is received prior to the closing of the polls at the Annual Meeting.

If your shares are held in “street name,” meaning registered in the name of your broker, bank or other nominee, you should vote your shares by following the instructions from your broker, bank or other nominee.

If you are a Plan Participant, you must instruct the Plan Trustee how to vote your Plan Shares by utilizing one of the methods described above. You must provide instructions by one of the methods described above no later than 11:59 P.M. Eastern Time on Wednesday, May 13, 2026. If you do not give voting instructions, the Plan Trustee will vote your Plan Shares in proportion to the instructions actually received by the trustee from Plan Participants who do give voting instructions. Plan Shares may only be voted by the Plan Trustee pursuant to voting instructions received in advance of the Annual Meeting, and may not be voted by a Plan Participant at the Annual Meeting.

Your Proxy at the Annual Meeting

If you are a shareholder of record and do not vote at the Annual Meeting, but have voted your shares by internet, telephone, or mail, you have authorized certain members of Motorola Solutions' senior management designated by our Board and named in your proxy to represent you and to vote your shares as instructed. All shares that have been properly voted–whether by internet, telephone or mail–and not revoked will be voted at the Annual Meeting in accordance with your instructions. If you sign your proxy but do not give voting instructions with respect to one or more items, the shares represented by that proxy will be voted as recommended by our Board with respect to those items as described below. For information regarding how shares held in "street name" will be voted if you do not provide voting instructions to your broker, bank or other nominee, see "Holding Shares in 'Street Name' in the Name of a Bank, Broker or Other Nominee." For information regarding how Plan Shares will be voted if you do not provide voting instructions to the Plan Trustee, see "Voting Without Attending the Annual Meeting" above.

Proposal	The Board Recommended Vote
Proposal 1 – Election of Eight Director Nominees Named in this Proxy Statement for a One-Year Term	FOR
Proposal 2 – Ratification of the Appointment of PricewaterhouseCoopers LLP as the Company's Independent Registered Public Accounting Firm for 2026	FOR
Proposal 3 – Advisory Approval of the Company's Executive Compensation	FOR

Holding Shares in "Street Name" in the Name of a Bank, Broker or Other Nominee

If you are the beneficial owner of shares held in "street name" by a broker, bank, or other nominee, such nominee, as the record holder of the shares, is required to vote those shares in accordance with your instructions. Please check your voting instruction card or contact your bank, broker or nominee to determine whether you will be able to vote by internet or telephone. If you do not give instructions to your broker, your broker will be entitled to vote the shares with respect to "routine" items, but will not be permitted to vote the shares with respect to "non-routine" items (resulting in a "broker non-vote"). The ratification of the appointment of PricewaterhouseCoopers LLP is the only "routine" item. The election of directors and the advisory approval of the Company's executive compensation are "non-routine" items.

Changing Your Vote

Registered shareholders can revoke their proxy and change their vote at any time before it is voted at the Annual Meeting by:

- Submitting another timely, later-dated proxy by internet, telephone or mail in accordance with the instructions in the Notice or the proxy card;
- Delivering timely written notice of revocation to: Secretary, Motorola Solutions, Inc., 500 West Monroe Street Chicago, IL 60661, at any time before the close of voting at the Annual Meeting; or
- Attending the Annual Meeting and electronically voting.

If your shares are held in "street name," you should contact your broker, bank or other nominee to change your vote or revoke your proxy.

Plan Participants may change their vote at any time before 11:59 P.M. Eastern Time on Wednesday, May 13, 2026 by internet, telephone or mail in accordance with the instructions in the Notice or proxy card received in connection with the Plan Shares.

Votes Required to Conduct Business at the Annual Meeting and Approve Proposals

In order for business to be conducted at the virtual Annual Meeting, a quorum must be present, which, under our Bylaws, is a majority of the shares entitled to vote represented in person or by proxy. Abstentions and broker non-votes are included in determining whether a quorum is present. Abstentions and broker non-votes will not be included in vote totals and will not affect the outcome of the vote for Proposal 1. Abstentions will have the same effect as a vote "Against" Proposals 2 and 3. Broker non-votes will have no effect on the outcome of Proposal 3.

Proposal	Affirmative Vote Required	Broker Discretionary Voting Allowed
Proposal 1 – Election of Eight Director Nominees Named in this Proxy Statement for a One-Year Term	Majority of the shares cast, which means more "For" votes than "Against" votes cast at the Annual Meeting or by proxy (for non-contested election); abstentions will have no effect	No
Proposal 2 – Ratification of the Appointment of PricewaterhouseCoopers LLP as the Company's Independent Registered Public Accounting Firm for 2026	Majority of shares represented at the meeting and entitled to vote; abstentions will count as votes "Against"	Yes
Proposal 3 – Advisory Approval of the Company's Executive Compensation	Majority of shares represented at the meeting and entitled to vote; abstentions will count as votes "Against"	No

With respect to Proposals 1, 2 and 3 you may vote "FOR," "AGAINST" or "ABSTAIN."

With respect to Proposal 1, our Bylaws state that if a nominee for director who was in office prior to the Annual Meeting is not elected in an uncontested election, the director must tender their resignation from the Board. Thereafter, the Governance and Nominating Committee (or such other committee designated by the Board) will make a recommendation to the Board about whether to accept or reject the resignation or whether to take other action. The Board will act on the recommendation of the Governance and Nominating Committee and publicly disclose its decision and its rationale within 90 days from the date the election results are certified.

Notice of Internet Availability

The SEC has adopted rules for the electronic distribution of proxy materials. We have elected to provide our shareholders access to our proxy materials and 2025 Annual Report on the internet instead of sending a full set of printed proxy materials to all of our shareholders. This enables us to reduce costs and lessen the environmental impact of our Annual Meeting by distributing a Notice. If you receive a Notice by mail, you will not receive a printed copy of the proxy materials in the mail unless you request them by following the instructions for requesting such materials included in the Notice. The Notice instructs you on how to access and review all of the information contained in the 2026 Proxy Statement and 2025 Annual Report. The Notice also instructs you on how you may submit your proxy over the internet.

The Notice, which contains instructions on how to access this Proxy Statement, the form of proxy and the Company's 2025 Annual Report, is being mailed to shareholders on or about April 2, 2026.

Other Matters at the Annual Meeting

If any other matters are properly presented at the Annual Meeting for consideration, and if you have voted your shares by internet, telephone or mail, the persons named as proxies in your proxy will have the discretion to vote on those other matters for you. As of the date we filed this Proxy Statement, our Board did not know of any other matter to be raised at the Annual Meeting.

Voting Results

We intend to announce preliminary voting results at the Annual Meeting and publish final voting results in a Current Report on Form 8-K to be filed with the SEC within four business days of the Annual Meeting.

IMPORTANT DATES FOR THE 2027 ANNUAL MEETING

Recommending a Director Candidate to the Governance and Nominating Committee

The Governance and Nominating Committee will consider a candidate for director proposed by a shareholder as described below and in the section titled "Director Nominating Process" on page 14 of this Proxy Statement. A candidate must be highly qualified and be both willing and expressly interested in serving on our Board. A shareholder wishing to propose a candidate for consideration should forward the candidate's name and information about the candidate's qualifications in writing to: Secretary, Motorola Solutions, Inc., 500 West Monroe Street Chicago, IL 60661. Our Secretary will forward all recommendations received to the Chair of our Governance and Nominating Committee for discussion and consideration.

Shareholders may also directly nominate candidates to serve on our Board through our advance notice and proxy access provisions in our Bylaws, as described below. Candidates recommended by shareholders that comply with the procedures set forth in our Bylaws will receive the same consideration that candidates recommended by the Governance and Nominating Committee and management receive.

Shareholder Proposals for Inclusion in the Proxy Statement for the 2027 Annual Meeting of Shareholders

If a shareholder wishes to have a proposal formally considered at our 2027 Annual Meeting of Shareholders and have it included in our proxy materials for that meeting, the proposal must be received by the Secretary, Motorola Solutions, Inc., 500 West Monroe Street Chicago, IL 60661 no later than December 3, 2026 (or, if the date of the 2027 Annual Meeting of Shareholders is moved by more than 30 days from the anniversary of the Annual Meeting (i.e., an anniversary date of May 18, 2027), the deadline will be a reasonable time before we begin to print and send our proxy materials, which date we will announce separately), and must comply with the requirements of Rule 14a-8 under the Exchange Act. Rule 14a-8 and related guidance provide that certain shareholder proposals may be excluded from a proxy statement. We will evaluate any shareholder proposal received and may exclude such shareholder proposal if permitted in accordance with such rule and guidance. In addition, we are not obligated to include any shareholder proposal in our proxy materials for the 2027 Annual Meeting of Shareholders if the proposal is received after the deadlines described in this paragraph.

Director Nominations for Inclusion in the Proxy Statement for the 2027 Annual Meeting of Shareholders

Our Bylaws allow an eligible shareholder, or a group of up to 20 eligible shareholders, owning at least three percent of our outstanding shares of Common Stock continuously for at least three years, to nominate and include in the Company's proxy materials director nominees constituting up to the greater of two nominees or 20% of the number of directors on our Board that the common shareholders are entitled to elect, provided that the shareholder nominee, nominating shareholder and nomination process meet certain requirements outlined in Article III, Section 17 of our Bylaws, including that timely notice of such director nomination is provided. To be timely for the 2027 Annual Meeting of Shareholders, such written notice should be addressed and delivered to the Secretary, Motorola Solutions, Inc. at 500 West Monroe Street Chicago, IL 60661. The notice of nomination must be received by our Secretary at the address above no earlier than the date that is 120 days prior to the date of the 2027 Annual Meeting of Shareholders and no later than February 1, 2027. If, however, the date of the 2027 Annual Meeting of Shareholders is advanced or delayed more than 30 days from the anniversary of the Annual Meeting (i.e., an anniversary date of May 18, 2027), other than as a result of adjournment, then we must receive such notice no earlier than the 120th day prior to the date of the 2027 Annual Meeting of Shareholders and no later than 5:00 pm Central Time on the later of the 60th day prior to the 2027 Annual Meeting of Shareholders or the 10th day following the day on which public announcement of the date of the 2027 Annual Meeting of Shareholders is first made.

As an **illustrative example only** of the notice deadlines described in the immediately preceding paragraph, if the 2027 Annual Meeting of Shareholders is held on May 18, 2027, then the deadlines would be as follows:

Hypothetical Meeting Date for 2027 Annual Meeting of Shareholders	Notice of Nomination Must be Received No Earlier Than:	Notice of Nomination Must be Received No Later Than:
May 18, 2027	January 18, 2027	February 1, 2027

As a second **illustrative example only** of the notice deadlines described above, if the 2027 Annual Meeting of Shareholders is held on June 21, 2027, then the deadlines would be as follows:

Hypothetical Meeting Date for 2027 Annual Meeting of Shareholders	Notice of Nomination Must be Received No Earlier Than:	Notice of Nomination Must be Received No Later than 5:00 pm Central Time on:
June 21, 2027	February 21, 2027	The later of April 22, 2027 or the 10th day after which public announcement of the date of the 2027 Annual Meeting of Shareholders is first made

Director Nominations or Shareholder Proposals for Presentation at the 2027 Annual Meeting of Shareholders

A shareholder wishing to submit a director nomination that is not intended for inclusion in our proxy materials for the 2027 Annual Meeting of Shareholders, or wishing to present a proposal at the 2027 Annual Meeting of Shareholders but not have it included in our proxy materials for the meeting, may do so in accordance with the advance notice procedures described in Article III, Section 13 of our Bylaws. Under the advance notice procedures in our Bylaws, such shareholder is required to give written notice addressed and delivered to the Secretary, Motorola Solutions, Inc., 500 West Monroe Street Chicago, IL 60661. The notice of nomination or proposal must be received by our Secretary at the address above no earlier than the date that is 120 days prior to the date of the 2027 Annual Meeting of Shareholders and no later than February 1, 2027.

If, however, the date of the 2027 Annual Meeting of Shareholders is advanced or delayed more than 30 days from the anniversary of the Annual Meeting (i.e., an anniversary date of May 18, 2027), other than as a result of adjournment, then we must receive such notice no earlier than the 120th day prior to the date of the 2027 Annual Meeting of Shareholders and no later than 5:00 pm Central Time on the later of the 60th day prior to the 2027 Annual Meeting of Shareholders or the 10th day following the day on which public announcement of the date of the 2027 Annual Meeting of Shareholders is first made. Refer to "Director Nominations for Inclusion in the Proxy Statement for the 2027 Annual Meeting of Shareholders" above for two illustrative examples of the notice deadlines described herein.

The notice of nomination is required to contain certain information about both the director nominee and the nominating shareholder as set forth in Article III, Section 13 of our Bylaws, and the notice of proposal is required to include the specified information concerning the shareholder and the proposal as set forth in our Bylaws. A nomination or proposal that does not comply with the requirements set forth in our Bylaws will not be considered.

Director Nominations for the 2027 Annual Meeting of Shareholders Pursuant to the SEC's Universal Proxy Rules

Shareholders who intend to solicit proxies in support of director nominees other than the Company's nominees in accordance with Rule 14a-19 under the Exchange Act must provide written notice that sets forth the information required by our Bylaws and Rule 14a-19, which notice must be delivered to the Secretary of the Company within the applicable timeframes set forth in the advance notice procedures of our Bylaws described above.

OTHER MATTERS

Our Board knows of no other business to be transacted at the Annual Meeting, but if any other matters do come before the Annual Meeting, it is the intention of the persons named in the accompanying proxy to vote or act with respect to them in accordance with their best judgment.

Cautionary Note Regarding Forward-Looking Statements

This Proxy Statement contains forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements generally include words such as "believes," "expects," "intends," "aims," "estimates," "goal," "target," "may" and similar expressions. These forward-looking statements are not guarantees of future performance and are subject to a variety of risks and uncertainties that could cause actual results to differ materially from those indicated or anticipated. Such forward-looking statements include, but are not limited to, any statements regarding: expectations of management for future operations of the Company; the Company's expectations regarding corporate responsibility initiatives, assessments and metrics, and expectations for holding the Annual Meeting in a virtual format. Risks, uncertainties and other factors are described in our Annual Report on Form 10-K for the year ended December 31, 2025 and elsewhere in other documents we may file or furnish with the SEC. We can give no assurance that any future results or events discussed in these statements will be achieved. Any forward-looking statements represent our views only as of today and should not be relied upon as representing our views as of any subsequent date. Except to the extent required by law, we do not undertake, and we expressly disclaim, any duty or obligation to update publicly any forward-looking statement after the date of this Proxy Statement.

Forward-looking and other statements in this Proxy Statement may also address our corporate responsibility progress, plans, and goals, and the inclusion of such statements is not an indication that these contents are necessarily material to investors or required to be disclosed in the Company's filings with the SEC. In addition, historical, current, and forward-looking sustainability-related statements may be based on standards measuring progress that are still developing, internal controls and processes that continue to evolve, and assumptions that are subject to change in the future.

The information on our website is not, and shall not be deemed to be, a part of this Proxy Statement or incorporated herein or into any of our other filings with the SEC.

Manner and Cost of Proxy Solicitation

The Company pays the cost of soliciting proxies. In addition to mailing proxies, officers, directors and regular employees of the Company, acting on its behalf, may solicit proxies by telephone, personal interview or other electronic means. You may also be solicited by means of press releases issued by the Company and advertisements in periodicals. The Company will, at its expense, request banks, brokers and other custodians, nominees and fiduciaries to forward proxy soliciting material to the beneficial owners of shares held of record by such persons.

"Householding" of Proxy Materials

We have adopted a procedure approved by the SEC known as "householding." Under this procedure, we will deliver only one copy of our Notice, and for those shareholders that received a paper copy of proxy materials in the mail, one copy of our 2025 Annual Report and this Proxy Statement, to multiple shareholders who share the same address (if they appear to be members of the same family) unless we have received contrary instructions from an affected shareholder. Shareholders who participate in householding will continue to receive separate proxy cards if they received a paper copy of proxy materials in the mail. This procedure potentially provides extra convenience for shareholders and allows us to save money by reducing the number of documents we must print and mail, and helps us to reduce our environmental impact. If you are a shareholder that participates in householding and would like to revoke your householding consent, or if you are a shareholder eligible for householding and would like to participate in householding, please contact Broadridge, either by calling 1-866-540-7095 or writing to Broadridge Financial Solutions, Inc., Householding Department, 51 Mercedes Way, Edgewood, New York 11717, or write us at Secretary, Motorola Solutions, Inc., 500 West Monroe Street Chicago, IL 60661. If you revoke your householding consent, you will be removed from the householding program and separate copies of the relevant proxy materials will promptly be delivered to you.

A number of brokerage firms have also instituted householding. If you hold your shares in "street name," please contact your bank, broker or other holder of record to request information about householding.

By order of the Board of Directors,

Kristin L. Kruska

Kristin L. Kruska
Secretary