

Motorola Solutions, Inc.
Board Governance Guidelines
(as amended November 17, 2022)

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

Role of the Board and Management; Responsibilities of the Board

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

Board and Shareholder Meetings

1. Number of Meetings. The Board will have at least five meetings each year.
2. Attendance. Board members are expected to attend the Annual Meeting of Shareholders and all meetings of the Board and committees on which they serve. Directors must notify the Chairman of the Board of circumstances preventing attendance at a meeting.
3. Meeting Materials. The Company will provide Directors appropriate preparatory materials in advance of a meeting and Directors are expected to review such materials in advance of the meeting.
4. Agenda. The Chairman of the Board will establish a schedule of subjects to be discussed during the year and an agenda for each Board meeting. Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free to raise, at any Board meeting, subjects that are not on the agenda for that meeting. On a regular basis, the Board will review the Company’s performance, corporate strategy, and leadership. The Lead Independent Director will discuss agenda items with the Chairman of the Board, as applicable.
5. Executive Session. The non-employee Directors will meet regularly in executive session without management present. The Board’s non-employee Director Chair or Lead Independent Director, as the case may be, will preside at these meetings and report any formal action taken in executive session to the Company’s Secretary.

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

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

Board Committees

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

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

3. Committee Charters. Each standing committee will have its own charter. The charters will set forth the purposes and responsibilities of the committees, the obligation to report to the Board, specific membership requirements and any other requirements imposed by the NYSE listing requirements, SEC rule or other applicable law. Annually each committee will review its charter and will propose any changes for approval of the Board. Each committee's duties and responsibilities include all of the responsibilities of such committee under NYSE and SEC rules and such other matters as may be delegated to such committee by the Board, and such duties are described briefly as follows:

- Audit Committee: The Audit Committee oversees the Company's accounting and audit processes. The committee is directly responsible for the appointment, compensation, retention, and oversight of the Company's independent auditors.
- Compensation and Leadership Committee: The Compensation and Leadership Committee (i) discharges the Board's responsibilities relating to compensation of the Company's executive officers and (ii) reviews and approves compensation

plans, policies and programs intended to attract, retain and appropriately reward employees.

- Governance and Nominating Committee: The Governance and Nominating Committee is responsible for identifying, evaluating, and recommending to the Board individuals qualified to be Directors of the Company. It is also responsible for developing and recommending to the Board policies and practices with respect to corporate governance.

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

Director Qualifications

1. Selection. The Governance and Nominating Committee, with input from the Chairman of the Board, is responsible for recommending to the Board (i) persons to be nominated by the Board for election at the Company's Annual Meeting of Shareholders, and (ii) nominees for Board membership to fill vacated or newly created positions on the Board. The invitation to join the Board shall be extended by the Board itself via the Chairman of the Board.

2. Number of Directors. The Board will not exceed 16 members or consist of fewer than three members.

3. Independence. At least two-thirds of the Directors will meet the criteria for independence required by the Company's director independence guidelines and by the NYSE or any other applicable regulatory requirement ("Independent Directors").

4. Board Composition. In selecting Directors, the Board will review and consider many factors, including experience, in the context of the Board's needs, integrity, leadership, diversity, ability to exercise sound judgment, existing time commitments, years to retirement age and independence.

5. Management Directors. The Board believes it is appropriate to include one or more members of the Company's management on the Board.

6. Chairman of the Board; Lead Independent Director. The Board will annually elect a Chairman of the Board by majority vote of the Independent Directors. Both Independent Directors and management directors are eligible to be appointed the Chairman of the Board. If the Chairman of the Board is not an Independent Director, the

Board shall designate one of the Independent Directors to be the Lead Independent Director. The Lead Independent Director will (i) preside at all meetings of the Board at which the Chairman of the Board is not present, including executive sessions, (ii) advise on Board meeting agendas, materials and schedules and assess the quality, quantity and timeliness of the information provided to the Board by management to assist the Board in performing its oversight duties; (iii) act as liaison among the Independent Directors, the Chairman of the Board and management by, among other things, regularly consulting with the Independent Directors who serve as committee chairs and making recommendations to the Chairman of the Board concerning the retention and supervision of outside consultants retained by the full Board; (iv) be available to speak on behalf of the Company when requested by the Chairman of the Board or the Board; (v) as requested, assist the Chairman of the Board in performing Board responsibilities and (vi) perform such other duties as the Board determines.

7. Retirement. Directors shall tender their resignation from the Board at the Annual Meeting of Shareholders following their 75th birthday. Directors who are members of management will retire from the Board upon retirement from the Company. The CEO may remain on the Board after retirement from the Company with the approval of the Board.

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

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

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

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

10. Joining Other Boards. Directors should advise the Chairman of the Board and the Chair of the Governance and Nominating Committee in advance of accepting an invitation to serve on another board. The Chairman of the Board and the Lead Independent Director may serve on no more than four public boards (including the Company, unless the Chairman of the Board is a "named executive officer," in which case such limit shall be three public boards), and all other Directors may serve on no more than five public boards (including the Company), in each case with consideration given to public company leadership roles. The Board recognizes that the critical consideration is the Director's availability to fulfill their responsibilities as a Director. The Governance and Nominating Committee is responsible for conducting an annual review of Director commitment levels (including management Directors). The Compensation and Leadership Committee is responsible for reviewing and approving management Directors joining another public company board.

Board and Committee Assessment

The Board evaluates its performance and the performance of its committees on an annual basis through an evaluation process administered primarily by the Governance and Nominating Committee. At a minimum, the assessment will address the overall effectiveness, achievement of mission, discharge of responsibilities, structure, meetings, processes, relationships with management and Board and committee development.

Director Access to Management

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

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

Communications to the Board

All communications to the Board, the Chairman of the Board, Lead Independent Director, the non-management Directors or any individual Director, must be in writing and addressed to them c/o Secretary, Motorola Solutions, Inc., 500 West Monroe Street, Chicago, IL 60661 or by email to boardofdirectors@motorolasolutions.com.

Director Compensation

1. Non-Employee Directors. Non-employee Directors and committee chairs shall receive reasonable compensation for their services to be determined by the Board upon recommendation of the Governance and Nominating Committee. The Governance and Nominating Committee annually reviews and reports to the Board as to how the Company's director compensation policies compare with those of other similarly situated corporations. The amount of compensation for non-employee Directors and committee chairs shall be consistent with market practices of other similarly situated corporations. It is the general policy of the Board that Board compensation should be a mix of cash and equity-based compensation. In determining compensation, the Governance and Nominating Committee will consider the impact on the Director's independence and objectivity.

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

Director Stock Ownership

Directors are expected to own stock or stock units with a value of five times the director's annual retainer within five years of joining the Board. Directors are required to hold all shares paid or awarded by the Company until termination of service.

Director Orientation and Continuing Education

All Directors must review and familiarize themselves with the Company's orientation materials and participate in any orientation program designed to provide the Directors with information to assist them in discharging their duties. Directors are required to continue educating themselves about the Company and the industries in which it participates. In addition, portions of Board meetings will be devoted to educational topics at which senior management or outside subject matter experts present information regarding matters such as the Company's industries, business operations, strategies, objectives, risks, opportunities, competitors and important legal and regulatory issues.

CEO Evaluation and Management Succession

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

The Compensation and Leadership Committee should periodically report to the Board on succession planning. The entire Board will work with the Compensation and Leadership Committee, or a special committee designated by the Board, to nominate and evaluate potential successors to the CEO. The CEO should, at all times, make available their recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals. Management succession planning may be reviewed more frequently by the Board as it deems warranted.

Shareholder Rights Plan Policy

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