

INTERNAL INVESTIGATION GUIDELINES
ZEBRA TECHNOLOGIES CORPORATION AND SUBSIDIARIES
(August 5, 2021)

Purpose

The purpose of these guidelines is to establish general direction and procedures for investigating and responding to allegations, reported by internal or external sources, of inappropriate conduct involving or related to Zebra Technologies Corporation (“Zebra”), including its employees, officers, or directors. Certain concerns or allegations that arise may have significant potential impact to the Company’s financial status, its reputation or could trigger adverse regulatory, criminal or civil investigations. These events are hereinafter referred to as “**Tier One Events**”. Other complaints may involve concerns such as workplace conduct, disciplinary action, discrimination, sexual or other harassment, retaliation, and substance abuse that do not rise to the level of a Tier One Event. Complaints that do not rise to Tier One are referred to as “**Tier Two Events**”. The Company’s Internal Investigation Policy further defines the types of investigations that fall within these two (2) tiers.

General Background

These guidelines are designed to provide general instruction to assist in evaluating the individual situation and to ensure that an internal investigation, if conducted, is conducted in an appropriate manner. The potential costs related to matters under investigation can vary significantly. Factors affecting costs can include the pervasiveness and locations of the alleged conduct; the potential of civil or criminal fines or penalties and/or criminal prosecution of Zebra and/or individuals; the level of alleged management involvement; whether the allegations involve infringement of patents or intellectual property, breach of contract, matters of customer or public sensitivity or loss of reputation, loss of market capitalization and whether the allegations relate to financial reporting, internal control over financial reporting, fraud or audit matters. While costs of the investigation are a factor to consider in determining whether an investigation should be conducted, such costs should not be the sole consideration.

Because of the wide variability in potential risks and costs, the process used to organize and conduct an investigation depends on the facts and circumstances of each situation. Internal investigations can be privileged or non-privileged; formal or informal; performed internally or through the use of external resources, or perhaps through a combination of both internal and external resources; and the results of investigations can be reported verbally or in writing and ultimately, may be designed to be kept confidential or privileged or may be released to third parties.

Responsibility of Zebra Management

All reported matters will be reviewed by members of Zebra’s Compliance Committee and/or the committee member delegated with day-to-day operational responsibility for Zebra’s compliance program. The Chief Executive Officer, Chief Financial Officer, and Chief Legal Officer and

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General Counsel must be notified as promptly as practicable after any such matter is determined to be a Tier One Event, as that term is defined by the Internal Investigations Policy. The Chair of the Audit Committee must be notified no later than seven (7) days after the determination that a report alleges violations or conduct involving a Tier One Event.

Zebra management shall determine the nature and extent of the review, the investigative procedures and the need for specialized knowledge to assist in the review. For Tier One Events, Zebra management shall keep the Chair of the Audit Committee apprised of the investigation and act in accordance with any directives from the Chair. Based upon the nature and circumstances surrounding the matter, Zebra management shall take reasonable efforts to ensure that an internal investigation is planned and conducted at a level and in a manner that is appropriate based on the circumstances.

Determining the Need for an Internal Investigation

Various indicators may point to the need for an internal investigation including, but not limited to, the following:

- Complaints or reports, including:
 - Compliance “hotline” reports;
 - Other inside complaints or reports (employee-to-supervisor, employee-to-support departments, etc.); and
 - Outside complaints or reports (customers, contractors, suppliers, outside agencies, etc.).
- Audit findings and reports with unexpected results, including:
 - Government or regulatory audits and reports;
 - Internal audit findings (this may include the work of the Internal Audit Department, the Corporate Compliance Committee, or other self-audits); and
 - Other external audits.
- Threatened or pending governmental inquiries or investigations, including:
 - Requests for information by government authorities or their contractors (whether by informal means or formal subpoena); and
 - Administration proceedings and inspection of facilities by government regulatory agencies.
- Threatened or pending litigation.

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In deciding whether to initiate an investigation, management should consider:

- The nature of the allegation, including the level of specificity provided or available;
- The credibility of the allegation;
- The credibility of the source of the allegation, if known;
- The potential impacts to Zebra if the allegation is true. This includes the potential impacts on some or all of the following: financial results, employee morale, customer retention, operational disruption, Zebra's reputation, customer confidence, and potential legal and regulatory sanctions or actions against Zebra or its employees;
- Collateral consequences that potentially arise from the allegation;
- The potential impact to Zebra of not conducting the investigation; and
- Zebra's fiduciary duty to act in good faith and in a manner management reasonably believes to be in the best interests of Zebra.

Assigning Responsibility for the Investigation

Various resources may be authorized to conduct or oversee an investigation. These may include, but are not limited to, the following:

- Region personnel
 - HR personnel
 - Operations management
 - Health and safety personnel
- Corporate support personnel
 - HR Department
 - Internal Audit Department
 - Legal Department
 - Corporate Compliance & Ethics Personnel
- Board of Directors, or a committee or working group of the Board

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- Outside counsel, computer forensics, forensic accountants or other consultants.

The individual(s) or group selected to conduct or oversee an investigation should have:

- Freedom from bias or conflicts of interest (For example, a manager should never conduct or oversee an investigation involving that manager's own conduct. Also, subject to local grievance rules and regulations, a manager should use caution when an investigation involves either a direct report or an employee in the manager's reporting line);
- Appropriate experience in conducting investigations, including investigative techniques and interviewing skills;
- Expertise in any specialized areas necessary to understand and address the underlying issues;
- Ability to preserve appropriate evidence, including electronic evidence; and
- Ability to ensure the attorney-client and other applicable privileged has attached and remains viable, where appropriate.

In addition, management responsible for overseeing an investigation should have:

- Adequate resources to conduct the investigation;
- Adequate authority to obtain documents and information and to interview employees related to the subject of the investigation; and
- Appropriate rank (they must be at least manager level, at the same or higher level than the key people alleged to be involved in the matter).

Depending on the nature, complexity and sensitivity of the allegation, it may be necessary to include several individuals from different disciplines or areas of expertise on the investigation team. When an investigation requires a cross-disciplinary team, one individual should be assigned oversight responsibility for the investigation to ensure consistency in planning, conclusion and reporting of the investigation. If an internal or external attorney is included on the investigation team, the attorney should be assigned overall responsibility for planning, overseeing, reporting results, and retaining records related to the investigation to protect the confidentiality of information through use of attorney-client and work-product privileges.¹

When the Board or a committee or working group of the Board has assumed responsibility for conducting an investigation, it will be responsible for determining the makeup of the investigation team.

¹ When it is determined that an investigation is to be privileged, all investigation team members should be briefed on the nuances of the requirements for initiating and preserving the privilege.

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Involvement of Legal Counsel or Other Outside Parties in Internal Investigations

Most allegations of general misconduct may be investigated and resolved by the appropriate region or corporate management provided they meet the criteria described above. Because the substantial majority of complaints and allegations involve employee complaints of workplace conduct (i.e., disciplinary action, discrimination, harassment), HR personnel typically conduct the majority of internal investigations within their region. However, there are times when personnel outside of the affected region should be involved to demonstrate independence in conducting the investigation.

If external resources are engaged to conduct the investigation, a written agreement should be obtained to establish the confidentiality of any findings and to confirm that the work papers and reports, where applicable, remain the property of Zebra.

If Zebra wishes to use the external audit firm that audits Zebra's financial statements and its internal control over financial reporting to conduct an internal investigation, SEC regulations and Zebra policy require the services to be approved in advance by the Audit Committee of the Board of Directors. As such, it is often much more practical to simply select an audit firm that is not currently Zebra's independent auditor. The Zebra CFO and Chair of the Audit Committee, consistent with current processes, must be notified in advance and approve such hiring if an external audit firm will be used to conduct an investigation.

Use of in-house or outside legal counsel can help protect confidentiality of information gathered through attorney-client privilege and can prevent the discovery of documents prepared under the work-product doctrine. Generally, legal counsel should conduct investigations where the allegations involve Tier One Events, as defined in the Internal Investigation Policy. Whenever legal counsel is involved, legal counsel should retain any outside parties asked to assist in an investigation. Also, the Chief Legal Officer and General Counsel of Zebra must be notified of the retention of external legal counsel.

Considerations when Conducting an Internal Investigation

When an internal investigation is conducted, all employees need to keep the following policies in mind:

Cooperation. All employees shall cooperate fully with any investigation. Failure to cooperate may result in disciplinary action, up to and including termination. In the event of an inquiry or investigation involving a governmental or regulatory agency, failure to cooperate may result in sanctions against the individual employee or Zebra, such as obstruction of justice. The following guidance will help to ensure that our employees cooperate fully:

- All statements made by an employee in relation to a matter under investigation must be truthful, accurate and complete. Misrepresentation or intentional omission or withholding of relevant facts is prohibited.

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- All documentation produced by an employee in relation to a matter under investigation must be truthful, accurate and complete. Fabrication, alteration or destruction of relevant documentation, including electronically stored information, is prohibited, as is improper withholding of relevant information.
- Attempts to obstruct, hinder or delay any investigation will not be tolerated and may also result in disciplinary action.

Prohibition of Retaliation. Retaliation against any employee for raising a question or concern in good faith is absolutely prohibited. Zebra may not discharge, demote, suspend, threaten, harass or in any other manner discriminate against an employee in the terms and conditions of employment because of any lawful act done by the employee to:

- Report questions or concerns in good faith related to fraud, illegal harassment, discrimination or any other unethical conduct to management; or
- Provide truthful information or otherwise participate or assist in an investigation conducted by management (or their designees), governmental or regulatory agencies, or law enforcement agencies; or
- Exercise the employee's rights to engage in other protected activities under applicable law, such as, by way of example only, filing a civil or administrative complaint, charge or lawsuit.

The prohibition on retaliation applies even in situations where the allegations are incorrect, provided the employee reported the matter in good faith and reasonably believed that a law, regulation or Company policy had been violated.

If it is appropriate to terminate an employee for performance-related reasons and that employee has recently reported an allegation or complaint or otherwise participated or assisted in an investigation, Zebra must consider his/her performance issues independent of and without regard to his/her legally protected right to make complaints or to participate or assist in an investigation. Zebra should evaluate the complainant's performance issues in the same way it evaluates the performance issues of similarly-situated employees, if any, who did not engage in protected activities. Careful and consistent documentation of any employee performance issues prior to the date of the employee's complaint or participation or assistance in an investigation will help demonstrate that Zebra terminated the employee for legitimate, non-retaliatory reasons. In addition, such consideration should be discussed with Zebra's Chief Legal Officer and General Counsel or their designee.

Confidentiality. Specific details related to an investigation and its findings should be circulated only to those employees who have a "need to know", i.e., those who reasonably should be involved in or apprised of the matter. Such individuals may include:

- Those parties to whom the allegations were originally reported;

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- Appropriate Human Resources personnel, if employment-related actions are contemplated;
- The investigation team; and
- Management or Board of Directors personnel who will be responsible for taking appropriate action to resolve matters identified as a result of the investigation.

Use reasonable care to ensure that the physical location of relevant documentation (in hard copy or electronic format) and manner of transmitting confidential information related to an investigation are adequate to prevent inadvertent disclosure.

The confidentiality policy should not be misconstrued as prohibiting the use of information gathered as a result of an investigation in order to improve controls and prevent future occurrences of similar matters. In some cases, it may be helpful to publicize the existence and certain results of an internal investigation to provide assurance or training to employees or to other parties (subject to corporate communication policies). Only the Board of Directors, Chief Executive Officer or Chief Legal Officer and General Counsel are authorized to waive the attorney-client or work-product privilege related to an investigation conducted by internal or external legal counsel. If you have questions regarding waiver of the privilege, please contact the Chief Legal Officer and General Counsel before disclosure of any information. See Exhibit I for further discussion of attorney-client and work-product privileges.

Document Retention. Where there is a reasonable possibility that a matter may result in litigation or investigation by a governmental, regulatory or law enforcement agency, Zebra must generally establish a preservation notice to all relevant employees to retain all business records and other tangible and/or electronically stored information related to the investigation. The Chief Legal Officer and General Counsel shall be notified about any such matter where a document preservation notice is considered. In situations where a retention notice is deemed to be necessary, Zebra should:

- Provide affected employees with written notice instructing them not to discard, alter, destroy or overwrite any potentially relevant documents, whether stored in paper or electronic format, and to safeguard all such information relevant to the matters being investigated until further notice;
- Suspend destruction of documents that would otherwise be destroyed pursuant to Zebra's document retention policy; and

<https://zebra.sharepoint.com/legal/Records%20Retention/Forms/AllItems.aspx>

- Suspend automatic deletion of emails and other electronic or voicemail messages.

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Reporting the Results of an Internal Investigation

The results of the investigation should be reported to the appropriate level of management. The recipient of the report should be an individual or group who:

- Has authority to act on the findings of the investigation;
- Is independent of the alleged misconduct or offender; and
- Will also be perceived as independent by persons outside of and not affiliated with Zebra.

Matters of potential significance to Zebra must be reported to the CFO and the Chief Legal Officer and General Counsel of Zebra to ensure that they are appropriately considered for possible financial accrual, disclosure and SEC reporting purposes. See Exhibit III for discussion of compliance reporting requirements.

Format and Content of Reports

The results of an internal investigation can be reported in either written or oral format. The decision regarding the appropriate format is dependent on the individual circumstances, such as the nature of the issues, who is potentially involved and how to ensure that management has the information needed to respond to the issues.

Be aware that evidence, documentation and reports related to internal investigations may be disclosed to government agencies, outside attorneys or even made public. If you choose to create a written report, you should prepare it as if the information will eventually become public, even if the current intention is to keep it confidential or privileged.

See Exhibit II for a discussion of some advantages and disadvantages in oral versus written reports and for the types of information that may be included in such reports.

Questions Regarding These Guidelines

If you have questions regarding these guidelines, please contact Zebra's Corporate Compliance Officer or the Counsel for your region.

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EXHIBIT I

Engaging Outside Counsel and Conducting an Internal Investigation

Engaging Outside Counsel

Selection of External Counsel – Unless circumstances otherwise warrant, external counsel should not have a significant business or other relationship with Zebra. This will help to ensure their independence because the firm is not reliant on other fee revenues and is not involved in other transactions or matters involving Zebra.

Engagement Letter – The scope and purpose of an investigation that is conducted by external legal counsel should be documented in an engagement letter. The engagement letter should include the following:

- The scope of the investigation;
- Statement that the investigation is being conducted in response to a request by Zebra for legal advice and in order to enable counsel to provide such legal advice to Zebra; and
- Statement that the investigation is being conducted in anticipation of litigation, if applicable.

Reporting for External Counsel – External counsel should report to either the Chief Legal Officer and General Counsel or his/her designee within the legal department, , Chief Executive Officer, Board of Directors or appropriate committee of the Board. The selected line of reporting will depend on the circumstances of the case.

Conducting the Internal Investigation

Other Resources Used by External Counsel to Conduct the Investigation. External counsel may often use outside experts or consultants to conduct some aspect of the investigation. When external counsel is responsible for conducting an investigation, counsel should normally retain such parties under their attorney-client privilege. The external counsel should provide a formal engagement letter to such parties outlining the scope of the engagement, including that the outside expert or consultant is being retained to assist the outside counsel in providing legal advice to the Company and that the expert or consultant will operate at the direction of outside counsel.

Interviewing Employees. The following guidelines should be followed when interviewing employees:

- An employee should be interviewed when the information needed from the employee meets the following criteria:

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- The information is necessary to complete the investigation and to form a basis for determining the facts or formulating legal advice; and
- The interview should primarily concern matters within the scope of the employee's knowledge or duties.
- An employee should be informed of the following at the onset of the interview:
 - Explain the purpose of the interview to the employee.²
 - If counsel is interviewing an employee, an Upjohn warning should be provided.³
 - Provide assurance to the employee that Zebra will not retaliate against him/her for truthfully reporting information or assisting or participating in any investigation; and
 - Ensure that the employee understands that his/her cooperation is expected, that he/she is obligated to cooperate with the investigation and that failure to do so (including, but not limited to, withholding relevant information) may result in disciplinary action, up to and including, termination.

Document Preparation and Retention

When an investigation is being conducted under the direction of legal counsel, documentation of work product, email and other written communication should be clearly and conspicuously marked as confidential (for example, by using terms such as "PRIVILEGED AND CONFIDENTIAL – Prepared for the Purpose of Assisting Counsel" in the header of each document). This applies whether the documentation or communication was prepared by attorneys, or by non-attorneys who are working under the attorneys' oversight.

Particularly sensitive documents and reports should clearly reflect the confidential nature of the report and expressly prohibit further distribution. This could be accomplished by including wording such as the following:

² Under certain circumstances, no explanation should be given to the employee prior to the interview in order to respect the confidentiality of certain information.

³ A sample Upjohn warning is as follows: "I am a lawyer for Zebra. I only represent Zebra and I do not represent you or any other individual. I am conducting this interview to gather facts to provide legal advice to Zebra on how it should best proceed. Your communications with me are protected by the attorney-client privilege. However, the attorney-client privilege belongs solely to Zebra and not you. That means that Zebra alone may elect to waive the attorney-client privilege and reveal our discussions to third parties. The Company can waive this privilege at its sole discretion and without notifying you or anyone else. In order for this discussion to remain subject to Zebra's attorney-client privilege, it must be kept in confidence. In other words, you should not disclose the substance of this interview to anyone, including other employees or anyone outside the Corporation. However, you retain the right to talk about specific facts with agencies of the state or federal government, or to make disclosures that are protected under law, just not the discussions that counsel has had with you during this interview."

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“This report was prepared on behalf of the General Counsel of Zebra upon request by Senior Management for legal advice and is privileged and confidential. It should not be copied or distributed to anyone without prior written approval of the General Counsel.”

The retention and collection of documents is critical to an investigation. Appropriate personnel must be instructed to retain and not destroy relevant documents, including electronically stored information. Coordinating with an information systems employee will almost always be necessary to facilitate the preservation, collection and retention of electronically stored documents.

During and at the conclusion of the investigation, decisions need to be made regarding the storage of work product related to the investigation. If the investigation is conducted by an attorney, failure to maintain the confidentiality can result in loss of privilege related to the work product. Therefore, the following must be considered in sensitive situations when investigations are conducted by attorneys:

- Electronically stored documents should be stored in a secured (not shared) directory to reduce the risk of unauthorized access to the work product;
- At the conclusion of the investigation, the attorney should establish and execute a plan for the storage and retention of all documents (both electronic and hard copy) related to the investigation; and
- At the conclusion of the investigation, hard copy documents related to the investigation should be stored in one central location and be physically secured.

Available Privileges

The use of external counsel can help protect the confidentiality of employee communications made for the purpose of providing legal advice to Zebra (the attorney-client privilege), as well as documents prepared in anticipation of litigation (the work-product privilege). Some courts have held that communications from former employees may not be privileged. It is important to follow the policies discussed above regarding the engagement letter and interviews of employees to establish an appropriate foundation for these privileges.

The attorney-client privilege only protects the confidentiality of communications. It does not protect disclosure of the underlying facts. The work-product privilege applies to documents obtained or prepared (even by non-lawyers) in anticipation of litigation, but does not apply to documents prepared in the ordinary course. This privilege applies to documents that contain the mental impressions, conclusions, opinions or legal theories of an attorney.

If an employee receives an email or document indicating that it is covered under attorney-client privilege and/or the work-product doctrine, the employee should not copy or forward it. Where such documents are retained, they should be filed in a manner to reasonably avoid accidental or incidental disclosure.

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Waiver of Privileges. Generally, any disclosure of privileged communications or documents to a third party, whether intentional or inadvertent, can result in a general waiver of the attorney-client or work-product privilege. A limited waiver may be available in some circumstances. In addition, while there is no general duty to report crimes, disclosure is required in specific circumstances, such as under certain Federal securities laws. However, the case law governing what constitutes a waiver of privilege is complex. Only the Board of Directors, Chief Executive Officer or Chief Legal Officer and General Counsel may knowingly waive the attorney-client or work-product privilege related to an investigation conducted by internal or external legal counsel. If you have questions regarding waiver of the privilege, please contact the Chief Legal Officer and General Counsel before disclosure of any information.

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EXHIBIT II

Written and Oral Reports

Advantages and Disadvantages of Oral and Written Reports

- Oral Reports –
 - Advantages: Can be delivered and digested more expeditiously and can be less expensive and time consuming to prepare.
 - Disadvantages: Can be less precise and more subject to miscommunication and misunderstanding.
 - Oral reports may be good for litigation pre-assessments.
- Written Reports –
 - Advantage: Generally, are more precise, permanent and accessible.
 - Disadvantage: Could be discoverable in the event of litigation or external investigation. Failure to maintain confidentiality of written reports may also invalidate the possibility of attorney-client and attorney work-product privileges.
 - Written reports are good for matters which are anticipated to be shared with a government agency, to dismiss derivative litigation, or to provide affirmative evidence of due care in the investigation process.

Information Which May be Included in Written and Oral Reports

- Specific allegations and circumstances that prompted the investigation;
- Scope and procedures used to conduct the investigation, including who was interviewed;
- Summary of facts disclosed by the investigation;
- Description of relevant documents;
- Chronology of events;
- Summary of applicable laws or regulations that apply to the matters under investigation;
- Summary of findings of fact, including failures in internal policies, procedures or practices that may have contributed to an actual or potential violation of the law, regulation or Code of Conduct, and considerations for how such policies, procedures or practices may be improved;

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- Recommended action steps necessary to address the findings of the investigation, including:
 - Disciplinary action, including those for –
 - Employees found to have violated the Code of Conduct, Company policy, or applicable law or regulation;
 - Supervisors, managers, officers or executives who condoned, permitted or had knowledge of unlawful and unethical conduct by those reporting to them and did not take corrective action;
 - Employees who make false statements or withhold information in connection with the investigation; and
 - Employees who exercise reprisal against any other employee(s) for making a good faith report or participating or assisting in an investigation in good faith.
 - The need to self-report or voluntarily disclose a discovered violation to a governmental or regulatory agency;
 - Other legal actions, including prosecution or legal proceedings against individuals involved in illegal conduct; and
 - Reasonable steps to address identified deficiencies in the design, communication, implementation or monitoring of internal controls to mitigate the risk of future issues.

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EXHIBIT III

Upward Reporting Requirements

Other Compliance and Ethics Matters

Management is required to report any failures related to compliance with laws, regulations, Company policies or procedures, or the Zebra Code of Conduct that have or are likely to result in:

- Termination of one or more employees⁴;
- A potentially material financial loss or misstatement; or
- Potential regulatory action or litigation.

The Chief Executive Officer, Chief Financial Officer, and Chief Legal Officer and General Counsel must be notified as promptly as practicable after any such matter is determined to be a Tier One Event, as that term is defined by the Internal Investigations Policy. The Chair of the Audit Committee must be notified no later than seven (7) days after the determination that a report alleges violations or conduct involving a Tier One Event.

⁴ Routine HR-related terminations (e.g., for poor job performance, tardiness, excessive absenteeism, etc.) do not need to be reported. This process is intended to capture terminations for compliance and ethics matters such as failure to comply with laws, competition with the Company through side work, falsification of documentation, etc.