

**Zebra Technologies Corporation**  
**Compensation Committee Charter**  
**(February 8, 2018)**

**A. Authority**

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Zebra Technologies Corporation (“Zebra”) is established pursuant to Article III, Section 3.10 of Zebra’s By-Laws and Section 141(c) of the Delaware General Corporation Law. The Chair of the Committee shall be designated by the Board, provided that if the Board does not designate a Chair, the members of the Committee, by majority vote, may designate a Chair.

**B. Purpose**

The Committee shall provide assistance to the Board in fulfilling its oversight functions with respect to matters involving, among other things, determining Zebra’s total compensation philosophy for executive officers, the compensation of and benefits to Zebra’s executive officers and non-employee directors, and Zebra’s compliance with compensation disclosure requirements.

**C. Number and Composition**

The members of the Committee shall be appointed by the Board and shall be composed entirely of two or more independent directors of the Board who shall satisfy the requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act, NASDAQ listing rules, and any other applicable requirements. The Committee shall be comprised of “non-employee directors” as defined in Rule 16b-3 under the Securities Exchange Act of 1934, and, if applicable, “outside directors” as defined in Section 162(m) of the Internal Revenue Code.

**D. Meetings**

The Committee shall meet with such frequency and at such intervals as it shall determine necessary to carry out its duties and responsibilities, but no less than quarterly. The Committee shall hold any additional meetings as may be necessary or called by the Chair of the Committee, a majority of the members of the Committee, or at the request of Zebra’s management. Members of Zebra’s management or others may attend meetings of the Committee at the invitation of the Committee.

To foster open and candid communication, the Committee shall meet periodically as necessary with its compensation consultant, Zebra’s management, and any others that the Committee invites to meet with it in separate executive sessions to discuss any matters that the Committee or these individuals believe should be discussed privately with the Committee. The Committee may meet in person, via telephone conference call or take action by written consent executed by all members. One-third of the members of the Committee shall constitute a quorum unless the Committee shall consist of one or two members, in which event one member shall constitute a quorum. All matters shall be determined by a majority vote of the members present; provided that if a Committee member abstains due to a conflict of interest, the action of the remaining members, even if less than a quorum, shall constitute Committee action. Written consents shall

be filed with the minutes of the Committee.

The Chair of the Committee shall set the agenda of each meeting and cause it to be circulated, together with supporting material, to the Committee members with respect to each meeting. The Chair shall also cause to be prepared and circulated to the Committee Members prior to each meeting draft minutes of each meeting for review and approval at the next Committee meeting.

The Committee shall report directly to the whole Board and provide to the whole Board regular reports of Committee activities.

## **E. Functions**

The Committee shall have such powers and functions as may be assigned to it by the Board from time to time, as well as any functions set forth in this Charter, as approved by the Board, or as shall be required of compensation committees by NASDAQ or the Securities and Exchange Commission.

Consistent with the principle that Zebra's business is managed under the direction of its Board of Directors, the Committee's job is one of oversight. The Committee's functions shall include:

- 1. Executive Compensation Philosophy** – Determine the total compensation philosophy relating to Zebra's Chief Executive Officer and other executive officers.
- 2. Compensation Survey Benchmarks, Peer Groups and Analysis** – Review compensation survey benchmarks, including Zebra's peer companies, and approve Zebra's peer companies for purposes of evaluating compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements.
- 3. Performance Management and Talent Management** – Review and discuss with the Chief Executive Officer and chief human resources officer the framework for, and results of, the performance management and talent management processes.
- 4. Chief Executive Officer Compensation and Benefits** – Recommend to the Board for its approval the compensation and benefits of the Chief Executive Officer (other than benefits available generally to employees or officers of Zebra), including salary, short-term and long-term target and actual incentive compensation (including performance goals and targets), severance, retirement and change in control payments and benefits, and any related agreements; provided, that the CEO may not be present during voting or deliberations on the CEO's compensation.
- 5. Other Executive Officer Compensation and Benefits** – Review the recommendations of the Chief Executive Officer and approve the compensation and benefits of Zebra's executive officers other than the Chief Executive Officer (other than benefits available generally to employees or officers of Zebra), including salary, short-term and long-term target and actual incentive compensation (including performance goals and targets), severance, retirement and change-in-control payments and benefits, and any related agreements.
- 6. Non-Employee Director Compensation and Benefits** – Recommend to the

Board for its approval the compensation and benefits of non-employee directors (including equity awards and any performance goals and performance targets) and any related agreements.

**7. Evaluation of Performance Targets** – Evaluate, and certify or approve when appropriate, the attainment of short-term performance targets and long-term performance targets for the Chief Executive Officer and other executive officers and, in light of such evaluation, recommend to the Board for its approval, proposed payout(s) to the Chief Executive Officer, and with respect to other executive officers, determine the proposed payouts after reviewing the recommendations of the Chief Executive Officer.

**8. New or Revised Compensation Plans** – Review, approve and recommend to the Board for its approval and, if appropriate, submission to Zebra’s stockholders, any new short-term or long-term compensation plan or proposed material modification to an existing compensation plan in which executive officers may participate.

**9. Compensation Committee Report** – Approve the Compensation Committee Report required to be included in Zebra’s annual proxy statement or Annual Report on Form 10-K.

**10. Compensation Discussion and Analysis** – Review and discuss with management the Compensation Discussion and Analysis to be included in Zebra’s annual proxy statement, and recommend to the Board whether to include it in Zebra’s annual proxy statement.

**11. Administration of Plans** – Oversee the administration of Zebra’s short-term and long-term compensation plans, including oversight of the Administrative Committee, Benefits Committee, and Investment Committee, each of which is comprised of Zebra employees appointed by the Board or the Compensation Committee of the Board.

**12. Stock Ownership Guidelines** – Review and approve stock ownership guidelines for executive officers other than the Chief Executive Officer and review and recommend to the Board for its approval stock ownership guidelines for non-employee directors and the Chief Executive Officer. Monitor compliance with any stock ownership guidelines for non-employee directors and executive officers.

**13. Stockholder Approval of Compensation** – Review any proposal, whether or not advisory in nature, by management or stockholders to approve the compensation paid by Zebra to executive officers or any other person(s) and make a recommendation to the Board regarding the same.

**14. Charter** – The Committee shall review and assess the adequacy of this Charter on an annual basis.

**15. Committee Performance** – Regularly review the effectiveness of the Committee and provide a report to the Board.

## F. Scope

Each member of the Committee is entitled to rely on (i) the integrity of those persons and organizations within and outside Zebra from which it receives information and (ii) the accuracy of the financial and other information provided to the Committee absent actual knowledge to the contrary (which shall be promptly reported to the Board).

The Committee shall have the following sole power and authority in fulfilling its responsibilities:

1. **Procedures** - To establish its procedures, unless otherwise provided by the Board or Zebra's By-Laws.
2. **Consultants and Advisors** - To retain, oversee and terminate any compensation consultant, outside legal counsel, tax advisor, accounting advisor or any other advisor or consultant to assist in carrying out its responsibilities, including the evaluation and determination of non-employee director, CEO and/or other executive compensation and benefits, and shall have sole authority to establish the fees, terms and conditions of any such consultant or advisor, which fees Zebra shall pay; provided, that the Committee may select, or receive advice from, a consultant or advisor (other than in-house legal counsel or any consultant or advisor consulting on a broad-based plan or providing non-customized information as set forth in the NASDAQ listing rules) only after considering the following factors:
  - the provision of other services to Zebra by the person that employs the consultant or adviser;
  - the amount of fees received from Zebra by the person that employs the consultant or adviser, as a percentage of the total revenue of the person that employs the consultant or adviser;
  - the policies and procedures of the person that employs the consultant or adviser that are designed to prevent conflicts of interest;
  - any business or personal relationship of the consultant or adviser with a member of the Committee;
  - any stock of Zebra owned by the consultant or adviser; and
  - any business or personal relationship of the consultant or adviser or the person employing the consultant or adviser with an executive officer of Zebra.
3. **Delegation of Authority** - To delegate authority to any subcommittee, and to management to the extent permitted under applicable rules, when the Committee deems appropriate.

As adopted on April 16, 2003 and subsequently amended on February 7, 2006, October 27, 2008, February 11, 2011, May 16, 2013 and May 14, 2015.

Most recent review: February 8, 2018.