

**INTERNAL INVESTIGATION POLICY**  
**ZEBRA TECHNOLOGIES CORPORATION**  
**(Revised August 02, 2018)**

**Purpose**

The purpose of this policy is to provide a basis for educating management on issues that must be considered when determining whether to conduct an internal investigation in response to communications and other information from associates and third-parties relating to alleged misconduct or wrongdoing. For further information and guidance, please also reference Zebra's Internal Investigation Guidelines.

**Tier One Events**

Certain concerns or allegations that arise may have significant<sup>1</sup> 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**". A non-exhaustive listing of examples of Tier One Events include:

- ) Potential unlawful and/or criminal conduct, including –
- Securities law violations;
  - Falsification or omissions in accounting and business records where it is reasonably possible that the matter may have a significant impact on the financial statements of Zebra as a whole;
  - Misappropriating Company funds, including theft and embezzlement, where it is reasonably possible that the amount of exposure exceeds \$50,000 or usurping corporate opportunities;
  - Anti-trust matters;
  - Foreign Corrupt Practices Act, U.K. Bribery Act, or similar corruption issues;
  - Government investigations where the Company, an officer, or a director may be at risk of criminal penalties or significant civil/administrative sanctions, including grand jury investigations, False Claims Act investigations, tax fraud investigations, securities investigations and any similarly significant matter;
  - Obstruction of justice, such as allegations of any of the following actions taken in anticipation of, or during the course of a governmental investigation or potential, threatened, or actual criminal or civil litigation:

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<sup>1</sup> Whether a matter rises to the level of "significant" throughout this Policy shall be determined pursuant to careful judgment on a case-by-case basis, considering various factors, including those that are set forth in the Internal Investigation Guidelines (at 2-3) as to the potential scope and conduct of an internal investigation.

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- Forging, altering or creating falsified business records;
  - Destroying business records; and
  - Taking any other steps to hinder the conduct of an investigation.
- ) Questionable accounting, internal accounting controls over financial reporting, auditing or fraud matters where it is reasonably possible that the matter may have a significant impact on the financial statements of Zebra as a whole.
- ) Any allegation of fraud, whether or not material, that involves management or other associates who have a significant role in Zebra's internal control over financial reporting.
- ) Any allegation of a violation of law or policy involving a member of either the Zebra Executive Leadership Team or the Board of Directors.
- ) Any issue that has the potential to create significant legal risk to the Company, significant negative publicity, or an adverse impact on the reputation of the Company.
- ) Other significant violations of Zebra's Code of Business Conduct, Code of Ethics for Senior Financial Officers, or business practice standards.

The Chief Executive Officer, Chief Financial Officer and Zebra General Counsel must be notified as promptly as practicable after any such matter is determined to be a Tier One Event. 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's Compliance Committee must be notified as soon as reasonably practicable after the determination that a report alleges violations or conduct involving a Tier One Event.

### **Tier Two 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**”. Human Resource personnel will typically conduct investigations involving these Tier Two concerns. Zebra's Compliance Committee must be notified as soon as reasonably practicable after the determination that a report alleges violations or conduct involving a Tier Two Event.

### **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. 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, as well as the internal reporting processes to be utilized. For Tier One Events, Zebra management shall keep the Chair of the Audit Committee apprised of the investigation and act in accordance with

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any directives from the Chair. Based upon the nature and circumstances surrounding any 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.

To assist management in this regard, Zebra shall take the following actions:

- J Zebra's Compliance Committee shall maintain a set of Internal Investigation Guidelines, which will assist in determining whether to conduct and how to plan an internal investigation, including the following:
  - o Is an investigation warranted under the circumstances?
  - o Who should conduct or oversee the investigation?
  - o Should internal or external legal counsel be involved?
  - o To whom should the results of the investigation be reported?
  - o In what format should the report be issued (e.g., written or oral)?
  - o Are attorney-client and work-product privileges important to assert over the investigation and ultimately to maintain?
  
- J Individuals within the organization who are most likely to be involved in the planning or conduct of internal investigations shall periodically receive a copy of the Internal Investigation Guidelines and/or training regarding their implementation. These individuals shall include, at a minimum:
  - o The Board of Directors;
  - o Executive Officers;
  - o Human Resources personnel;
  - o Internal Audit personnel;
  - o Legal Department personnel; and
  - o Other personnel as may be identified by Zebra's Compliance Committee.

### **Approval Requirements for Use of Outside Resources**

Use of certain outside resources in conducting or overseeing an internal investigation requires specific approval in the following situations:

- J The CFO and Chair of the Audit Committee, in accordance with current processes, must be notified in advance if an external audit firm will be used to conduct an investigation. If Zebra wishes to use the independent auditor of Zebra's financial statements and its internal control

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over financial reporting to conduct an internal investigation, SEC regulations require the services to be approved in advance by the Audit Committee of the Board of Directors.

- ) The General Counsel must be notified in advance if external legal counsel will be used to conduct an investigation. Additionally, all reasonable steps should be taken to preserve the attorney-client privilege and work-product doctrine, including when hiring outside consultants and experts.

**Questions Regarding this Policy**

If you have questions regarding this policy, please contact any member of the Zebra Compliance Committee or the General Counsel.