

Zebra Technologies Corporation
Nominating and Governance Committee Charter
(July 30, 2015)

A. Authority

The Nominating and Governance 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 corporate governance and similar matters including, among other things, considering and making recommendations to the Board regarding Board size and functions, establishing criteria for Board membership, identifying individuals qualified to serve as Board members, and recommending candidates for Board membership.

C. Number and Composition

The members of the Committee shall be appointed by the Board and the Committee shall be composed entirely of independent directors who shall satisfy the requirements of NASDAQ listing rules and any other applicable requirements.

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 one time per year. 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 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 nominating or similar committees by NASDAQ or the Securities and Exchange Commission (the "SEC").

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. **Independence** - The Committee shall annually review, and recommend to the Board for its determination, the independence of each member of the Board, including consideration of all relevant facts and circumstances. The Committee also shall annually review, and recommend to the Board as appropriate for its determination, whether the members of each Committee of the Board satisfy any other requirements for membership on such Committee.
2. **Criteria for Board membership and nomination** - Establish the criteria for Board membership, which may include one or more of the following: Experience as a board member of another publicly traded corporation, experience in industries, global businesses or with technologies relevant to Zebra, accounting or financial reporting experience, or such other professional experience as the Committee shall determine shall qualify an individual for Board service. Candidates shall have sound judgment and an even temperament, high ethical standards, a healthy view of the relative responsibilities of a board member and management, shall be independent thinkers, articulate and intelligent, and shall have a commitment of time and attention to Zebra's business.

The Committee shall seek to ensure that the Board and its Committees include at least the number of independent directors as may be required by NASDAQ and the SEC.

Zebra's policy is not to discriminate on the basis of race, gender, nationality, or ethnicity. The Board supports the candidacy for Board membership of qualified individuals who would increase the diversity of the Board.

In addition, when a candidate is an incumbent director, discuss and consider other relevant performance factors, including whether the director: represents shareholder interests in deliberations before the Board and its Committees, demonstrates loyalty to Zebra, attends meetings regularly, keeps abreast of corporate and industry changes, prepares effectively for meetings with Board members and senior management,

communicates effectively at Board and Committee meetings and with senior management, supports the deliberative process as a team member (e.g., courteous, respectful, constructive), challenges the Board and management to set and achieve goals, and/or possesses special characteristics that contribute to effectiveness as a Board member. The Committee should consider whether there exist any special, countervailing considerations that weigh against a positive review of a director's performance or qualifications.

3. **Candidates for Board Membership** – Identify, recruit and recommend candidates to the Board for its approval to fill any vacancy or new position; recommend to the Board for its approval nominees for election to the Board at each annual meeting of stockholders; establish procedures by which stockholder nominees will be considered by the Committee and ensure the publication of these procedures in Zebra's annual meeting proxy statement; review candidates recommended by stockholders; conduct the appropriate and necessary inquiries into the backgrounds, qualifications and independence of possible candidates.
4. **Director Resignations** – Consider the resignation by any director in accordance with Zebra's Resignation Policy Relating to Majority Voting, as set forth in Zebra's Corporate Governance Guidelines.
5. **Committee Functions** – Monitor and recommend the functions of the Committees of the Board, including proposed revisions to the charter of any Committee of the Board.
6. **Committee Size and Membership** – Recommend the size, members and chairs of the Committees of the Board.
7. **Board and Committee Evaluations** - Monitor the performance reviews of the Board and its Committees.
8. **Corporate Governance and Corporate Governance Guidelines** - Consider and to advise the Board on matters of corporate governance generally and periodically review and recommend to the Board revisions to Zebra's Corporate Governance Guidelines.
9. **Stockholder Rights Plan** - Review any stockholder rights plan and report to the Board any recommendation the Committee may have.
10. **Stockholder Proposals** – Consider and advise the Board regarding any proposal received from a stockholder, including a proposal to be considered for inclusion in Zebra's proxy statement.
11. **Charter** - The Committee shall review and assess the adequacy of this Charter on an annual basis.
12. **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 consultant or other advisor to assist in carrying out its responsibilities, and shall have sole authority to establish the fees, terms and conditions of any such consultant or advisor, which fees Zebra shall pay.
- 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 13, 2009, February 11, 2011, February 7, 2013, May 16, 2013, May 14, 2015 and July 30, 2015.