

## **ZEBRA TECHNOLOGIES CORPORATION COMPENSATION COMMITTEE CHARTER**

### **Authority**

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board of Directors” or the “Board”) of Zebra Technologies Corporation (the “Company”) is established pursuant to Article III, Section 3.10 of the Company’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 so designate a Chair, the members of the committee, by majority vote, may designate a Chair

### **Membership**

The Compensation Committee shall be composed entirely of independent directors as defined from time to time under the applicable NASDAQ guidelines. At least two members of the Compensation Committee shall be “non-employee directors” as defined in Rule 16b-3 promulgated under the Securities Exchange Act of 1934, and “outside directors” as defined in Section 162(m) of the Internal Revenue Code.

### **Scope of Powers and Functions**

The Compensation Committee shall have such powers and functions as may be assigned to it by the Board of Directors from time to time; however, such functions shall, at a minimum, include the following, as well as any functions as shall be required of compensation committees by NASDAQ:

- to determine the compensation of the Chief Executive Officer and the other officers (as defined in Section 16 of the Securities Exchange Act and Rule 16a-1 thereunder); and
- to administer the Company’s executive and director compensation programs and grant stock options or other awards pursuant to such programs.

In addition, the Compensation Committee has sole authority to retain and terminate any compensation consultant or consulting firm to assist in the evaluation of director, CEO or senior executive compensation, including sole authority to approve the consultant’s fees and other retention terms. The Compensation Committee may also, at its discretion, engage outside legal counsel or other advisers as it deems necessary to carry out its functions.

### **Administrative**

The Compensation Committee shall meet at least once per year and shall hold any additional meetings as may be called by the Chairman of the Compensation Committee or management. Members of senior management or others may attend meetings of the Compensation Committee at the invitation of the Compensation Committee and shall provide pertinent information as necessary. The Chairman of the Compensation Committee shall set the agenda of each meeting and arrange for the distribution of the agenda, together with supporting material, to the Compensation Committee members prior to each meeting. The Chairman will also cause minutes of each meeting to be prepared and circulated to the Committee Members. The Compensation Committee may meet via telephone conference calls. A majority of the members of the Compensation Committee shall constitute a quorum for all purposes.