

CORPORATE GOVERNANCE GUIDELINES
of
SYMBOL TECHNOLOGIES, INC.

The Board of Directors (the “**Board**”) of Symbol Technologies, Inc. (the “**Company**”) has adopted the following Corporate Governance Guidelines (the “**Guidelines**”) on February 9, 2004 and amended as of March 20, 2006.

I. Purpose and Compliance

The purpose of these Guidelines is to assist the Board in the exercise of its responsibilities and to serve best the interests of the Company and its stockholders. These Guidelines should be interpreted in the context of all applicable laws and the Company’s Certificate of Incorporation, Bylaws and other corporate governance documents. These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate in the best interests of the Company and its stockholders or as required by applicable laws and regulations. The Company’s General Counsel’s office shall monitor the Company’s compliance with these Guidelines and other applicable corporate governance standards and shall periodically report thereon to the Company’s Nominating and Corporate Governance Committee.

II. The Board

Size of the Board

1. The Company’s Certificate of Incorporation provides that the number of directors will be fixed from time to time by the Board and the Bylaws provide that in no event will the number of directors consist of less than one (1) or more than fifteen (15). The Board believes that six to ten directors is an appropriate size based on the Company’s present circumstances. The Board believes that a Board with six (6) to ten (10) directors permits diversity of experience without hindering effective discussion or diminishing individual accountability. The Board will periodically review the size of the Board, and determine the size that is most effective in relation to future operations.

Independence of the Board

2. The Board will be comprised of a majority of directors who satisfy the independence requirements of the New York Stock Exchange (the “**NYSE**”); *provided*, that if at any time a majority of the Board is not comprised of directors who satisfy the NYSE independence requirements, it shall not effect the validity of any actions otherwise validly taken by the Board. No more than two management executives who are currently employed by the Company or who, upon their election to the Board, were employed by the Company in the previous three (3) years, may serve on the Board at the same time.

3. The Nominating and Corporate Governance Committee will review annually the relationships (including, but not limited to, commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships) that each director has with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). Following such annual review, only those directors who satisfy the independence requirements of the NYSE and who the Board affirmatively determines have no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company) will be considered independent directors (the “**Independent Directors**”). The basis for any determination that a relationship is not material will be published in the Company’s annual proxy statement.

Non-Executive Chairman

4. The Board may appoint a Chairman of the Board who is an Independent Director (the “**Non-Executive Chairman**”). The Non-Executive Chairman’s duties would include: serving as a member of the Nominating and Corporate Governance Committee and the Compensation Committee, meeting with the Chair of the Compensation Committee and the Chief Executive Officer to convey the results of the Chief Executive Officer’s annual performance evaluations, coordinating the activities of the Independent Directors, coordinating the agenda for and chairing sessions of the Board’s Non-Management Directors (as defined below) and Independent Directors and facilitating communications between the Non-Management Directors, the Independent Directors and the other members of the Board and the management of the Company. In performing the duties described above, the Non-Executive Chairman is expected to consult with the chairs of the appropriate Board committees and solicit their participation in order to avoid diluting the authority or responsibility of such committee chairs.

Separate Sessions of Non-Management Directors

5. The Company’s non-management directors (the “**Non-Management Directors**”), which shall exclude directors who are officers of the Company but shall include directors who are not otherwise independent, will meet in executive session without management directors or management present on a periodic basis, but no less than four times a year. The Non-Executive Chairman will chair such meetings. The name of the Non-Executive Chairman will be published along with a means for shareholders to communicate with the Non-Management Directors. The Non-Management Directors will review the Company’s implementation of and compliance with its Guidelines and consider such matters as they may deem appropriate at such meetings. If the Non-Management Directors include directors who are not Independent Directors, at least once a year the Independent Directors will meet in executive session without management directors or management present and the Non-Executive Chairman will chair such meetings.

Director Qualification Standards

6. The Nominating and Corporate Governance Committee is responsible for reviewing with the Board, on an annual basis, the appropriate characteristics, skills and experience required for the Board as a whole and its individual members. In evaluating the suitability of individual candidates (both new candidates and current Board members), the Nominating and Corporate Governance Committee, in recommending candidates for election,

and the Board, in approving (and, in the case of vacancies, appointing) such candidates, take into account many factors, including:

- a. personal and professional integrity, ethics and values;
- b. experience in corporate management, such as serving as an officer or former officer of a publicly held company;
- c. experience in the Company's industry and with relevant social policy concerns;
- d. experience as a board of another publicly held company;
- e. the nature and time involved in a candidate's service on other boards and/or committees;
- f. academic expertise in an area of the Company's operations; and
- g. practical and mature business judgment.

7. Each candidate nominee must also possess fundamental qualities of intelligence, honesty, good judgment, high ethics and standards of integrity, fairness and responsibility. The Nominating and Corporate Governance Committee evaluates each individual in the context of the Board as a whole, with the objective of assembling a group that can best perpetuate the success of the business and represent shareholder interests through the exercise of sound judgment using its diversity of experience in these various areas. In determining whether to recommend a director for re-election, the Nominating and Corporate Governance Committee also considers the director's past attendance at meetings and participation in and contributions to the activities of the Board.

Selection of New Directors

8. The entire Board will stand for election by the stockholders of the Company each year at the Company's annual meeting. Each year, at the annual meeting, the Board will recommend a slate of directors for election by the shareholders. In accordance with the Bylaws of the Company, the Board will also be responsible for filling vacancies or newly-created directorships on the Board that may occur between annual meetings of stockholders. The Nominating and Corporate Governance Committee is responsible for identifying, screening and recommending candidates to the entire Board for Board membership.

Selection of Chairman of the Board

9. The Board will select the Chairman of the Board in accordance with the Company's Bylaws.

No Specific Limitation on Other Board Service

10. The Board does not believe that its members should be prohibited from serving on boards of other organizations and has not adopted any guidelines limiting such activities. However, the Nominating and Corporate Governance Committee and the Board will take into

account the nature of and time involved in a director's service on other boards and/or committees in evaluating the suitability of individual director candidates and current directors and making its recommendations to the Company's shareholders.

11. Due to the demanding nature of service on the Audit Committee, the members of the Audit Committee may not serve on the audit committees of the boards of directors of more than one other Public company at the same time as they are serving on the Audit Committee.

12. Service on other boards and/or committees should be consistent with the Company's Guidelines, Statement of Corporate Policy and Code of Conduct (the "**Code of Conduct**") and the Company's conflict of interest policies set forth below.

Directors Who Resign Their Current Positions With Their Company

13. When a director, including any director who is currently an officer or employee of the Company, resigns or materially changes his or her position with his or her employer, such director should submit his or her resignation from the Board, which the Board may accept or reject based on the recommendation of the Nominating and Corporate Governance Committee.

Term Limits

14. As each director is subject to election by stockholders on an annual basis, the Board does not believe it is in the best interests of the Company to establish term limits at this time. Additionally, such term limits may cause the Company to lose the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company's business and therefore can provide an increasingly significant contribution to the Board.

Retirement

15. The Board believes that it is in the best interests of the Company that the Board adopt a mandatory retirement age for its members. Each Independent Director shall be required to submit his or her resignation from the Board at the first annual meeting held after such director attains the age of 72. Management directors shall be required to submit his or her resignation from the Board at the earlier of the first shareholder meeting after attaining the age of 72, or, such management director's resignation or retirement from the Company. Notwithstanding the foregoing, upon the affirmative vote of a majority of the non-retiring directors, any retiring director may be nominated to run for reelection for one or more one-year terms after attaining the age of 72.

Director Responsibilities

16. The business and affairs of the Company will be managed by or under the direction of the Board, including through one or more of its committees as set forth in the Bylaws and committee charters. Each director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. These include:

- a. reviewing and, where appropriate, approving the Company's major financial objectives, plans and actions;
- b. reviewing and, where appropriate, approving major changes in, and determinations of other major issues respecting, the

- appropriate auditing and accounting principles and practices to be used in the preparation of the Company's financial statements;
- c. reviewing and, where appropriate, approving major changes in, and determinations under the Company's Guidelines, Code of Conduct and other Company policies;
 - d. reviewing and, where appropriate, approving actions to be undertaken by the Company that would result in a material change in the financial structure or control of the Company, the acquisition or disposition of any businesses or asset(s) material to the Company or the entry of the Company into any major new line of business;
 - e. regularly evaluating the performance and approving the compensation of the Chief Executive Officer;
 - f. with the input of the Chief Executive Officer, regularly evaluating the performance of principal senior executives;
 - g. planning for succession with respect to the position of Chief Executive Officer and monitoring management's succession planning for other key executives; and
 - h. ensuring that the Company's business is conducted with the highest standards of ethical conduct and in conformity with applicable laws and regulations.

Compensation

17. The Company's executive officers shall not receive additional compensation for their service as directors. Management of the Company will report at least once a year to the Compensation Committee regarding the status of the Company's non-employee director compensation in relation to other U.S. companies of comparable size and the Company's competitors. Such report will include consideration of both direct and indirect forms of compensation to the Company's directors, including any charitable contributions by the Company to organizations in which a director is involved. Following a review of the report, the Compensation Committee will recommend any changes in director compensation to the Chairman of the Board, which changes will be approved or disapproved by the Board after a full discussion.

18. Members of the Audit Committee may not receive, directly or indirectly, any consulting, advisory or other compensatory fee from the Company other than fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service) and ordinary-course compensation for serving as a member of the Company's Board and any committees thereof.

Stock Ownership

19. The Company encourages directors to purchase shares of the Company's stock. However, the number of shares of the Company's stock owned by any director is a personal decision and, at this time, the Board has chosen not to adopt a policy requiring ownership by directors of a minimum number of shares.

Conflicts of Interest

20. Directors are expected to comply with the Code of Conduct and avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. If an actual or potential conflict of interest develops, the director should immediately report the matter to the Chairman of the Board. If a director has a personal interest in a matter before the Board, the director will disclose the interest to the Board, excuse himself or herself from discussion on the matter and not vote on the matter.

Board Orientation and Continuing Education of Board Members

21. The Company provides new directors with a director orientation program to familiarize them with, among other things, the Company's business, strategic plans, significant financial, accounting and management issues, compliance programs, conflicts policies, Code of Conduct, Guidelines, principal officers, internal auditors and independent auditors.

22. The Company will inform the directors of, or as the Board determines necessary or desirable, provide the directors with, continuing education programs, and each director is expected to participate in such programs as management or the Board determines desirable.

Interaction with Institutional Investors, the Press and Customers

23. The Board believes that management speaks for the Company. Each director should refer all inquiries from institutional investors, the press or customers to management. Individual Board members may, from time to time at the request of the management, meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should, in most circumstances, come from the Chairman of the Board.

Board Access to Senior Management

24. The Board will have complete access to Company senior management in order to ensure that directors can ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company. Such contact, if in writing, should be copied to the Chief Executive Officer of the Company.

Board Access to Independent Advisors

25. The Board committees may hire independent advisors as set forth in their applicable charters. The Board as a whole shall have access to such advisors and such other independent advisors that the Company retains or that the Board considers necessary to discharge its responsibilities.

Annual Self-Evaluation

26. The Nominating and Corporate Governance Committee will establish evaluation criteria and implement a process for the Board's annual review of its performance (including its composition and organization) and the performance of management. The Nominating and Corporate Governance Committee will oversee the Board in such annual reviews and will make appropriate recommendations to improve performance. In addition, the Nominating and Corporate Governance Committee will consider other corporate governance principles that may, from time to time, merit consideration by the Board.

27. The annual assessment should include a review of any areas in which the Board or management believes the Board can make a better contribution to the governance of the Company, as well as a review of the committee structure and an assessment of the Board's compliance with the principles set forth in these Guidelines. The purpose of the review will be to improve the performance of the Board as a unit, and not to target the performance of any individual Board member. The Nominating and Corporate Governance Committee will utilize the results of the Board evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board.

III. Board Meetings

Frequency of Meetings

1. The Board will meet at least five times annually. In addition, special meetings may be called from time to time as determined by the needs of the business. It is the responsibility of the directors to attend meetings.

Director Attendance

2. A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly prepare for and attend meetings of the Board and all committees on which the director sits (including separate meetings of Non-Management Directors and/or Independent Directors, as appropriate), with the understanding that, on occasion, a director may be unable to attend a meeting. A director who is unable to attend a meeting is expected to notify the Chairman of the Board or the Chairman of the appropriate committee in advance of such meeting, and, whenever possible, participate in such meeting via teleconference.

Attendance of Non-Directors

3. The Board encourages the Chairman of the Board or of any committee to bring Company management and outside advisors or consultants from time to time into Board and/or committee meetings to (i) provide insight into items being discussed by the Board which involve the manager, advisor or consultant, (ii) make presentations to the Board on matters which involve the manager, advisor or consultant, and (iii) bring managers with high potential into contact with the Board. Attendance of non-directors at Board meetings is at the discretion of the Board.

Agendas

4. The Chairman establishes the agenda for each Board meeting with input from the management, as necessary or desired, and the other directors.

Advance Receipt of Meeting Materials

5. Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

IV. Committee Matters

Number, Name, Responsibilities and Independence of Committees

1. The Board currently has three committees, each composed entirely of Independent Directors. From time to time, the Board may form a new committee or disband a current committee, depending upon the circumstances. Each committee will perform its duties as assigned by the Board in compliance with the Company's Bylaws and the committee's charter.

2. The current committees are:

- a. Audit Committee. The Audit Committee consists of no fewer than three (3) directors. The Audit Committee assists the Board with its oversight responsibilities regarding: (i) the integrity of the Company's financial statements; (ii) the Company's compliance with legal and regulatory requirements; (iii) the independent auditor's qualifications and independence; and (iv) the performance of the Company's internal audit function and independent auditor. The committee is directly responsible for the appointment, compensation, retention and oversight of the work of the Company's independent auditor. The Audit Committee must also pre-approve the engagement of the independent auditor to render audit or non-audit services.
- b. Compensation Committee. The Compensation Committee consists of two (2) or more directors and it designs (in consultation with management and the Board, as appropriate), recommends to the Board for approval and evaluates the compensation plans, policies and programs of the Company. It also produces an annual report on executive compensation for inclusion in the Company's proxy materials in accordance with applicable rules and regulations of the Securities and Exchange Commission. Furthermore, the Compensation Committee

attempts to establish compensation programs that are designed to encourage high performance and accountability and promote the alignment of employee interests with the interests of the Company's stockholders.

- c. Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee consists of two (2) or more directors and is responsible for: (i) the identification of qualified candidates to become Board members; (ii) the selection of nominees for election as directors at the next annual meeting of stockholders (or special meeting of stockholders at which directors are to be elected); (iii) the selection of candidates to fill any vacancies on the Board; (iv) the development and recommendation to the Board of these Guidelines and thereafter, reviewing and recommending revisions to such Guidelines on a regular basis; and (v) oversight of the evaluation of the Board and management.

Assignment and Rotation of Committee Members

3. Based on the recommendations of the Nominating and Corporate Governance Committee, the Board appoints committee members and committee chairs according to criteria set forth in the applicable committee charter and such other criteria that the Board determines to be appropriate in light of the responsibilities of each committee. Committee membership and the position of committee chair will not be rotated on a mandatory basis unless the Board determines that rotation is in the best interest of the Company.

4. The Board affirmatively states that each member of the Audit Committee must be financially literate, as determined by the Board in its business judgment, or must become financially literate within a reasonable period of time after his or her appointment to the Audit Committee, and that at least one member of the Audit Committee must have accounting or related financial management expertise as determined by the Board in its business judgment. In addition, at least one member of the Audit Committee must meet the definition of "audit committee financial expert" as determined by the Board in its business judgment in accordance with Item 401(h) of Regulation S-K.

Frequency of Committee Meetings

5. Each committee will meet at least two times annually. In addition, special meetings may be called by the Chairman of the committee from time to time as determined by the needs of the business. It is the responsibility of the directors to attend the meetings of the committees on which they serve.

Committee Agendas

6. The Chairman of each committee will develop his or her committee's agenda.

Committee Self-Evaluations

7. On an annual basis each committee will review its performance and charter and recommend to the Board any changes it deems necessary.

V. Leadership Development

Annual Review of Chief Executive Officer

1. The Compensation Committee, with input from the Chief Executive Officer, shall annually establish the performance criteria (including both long-term and short-term goals) to be considered in connection with the Chief Executive Officer's next annual performance evaluation. At the end of each year, the Chief Executive Officer shall make a presentation or furnish a written report to the Compensation Committee indicating his or her progress against such established performance criteria. Thereafter, with the Chief Executive Officer absent, the Compensation Committee shall meet to review the Chief Executive Officer's performance. The results of the review and evaluation shall be communicated to the Chief Executive Officer by the Non-Executive Chairman and the Chairman of the Compensation Committee.

Succession Planning

2. The Nominating and Corporate Governance Committee works on a periodic basis with the Chairman of the Board and the Chief Executive Officer to review, maintain and revise, if necessary, the Company's succession plan upon the Chief Executive Officer's retirement and in the event of an unexpected occurrence. The Chief Executive Officer shall report annually to the Board on succession planning for the Chief Executive Officer and senior management positions, including a discussion of assessments, leadership development plans and other relevant factors. There should also be available to the Nominating and Corporate Governance Committee, on a continuing basis, the Chief Executive Officer's recommendations regarding his or her successor should he or she be unexpectedly disabled.

Management Development

3. The Board will determine that a satisfactory system is in effect for the education, development and orderly succession of senior and mid-level managers throughout the Company.

VI. Disclosure of Guidelines

These Guidelines shall be made available on the Company's website at "www.symbol.com" and to any stockholder who otherwise requests a copy. The Company's Annual Report to Stockholders shall state the foregoing.