

Zebra Technologies Corporation
Audit Committee Charter
(May 14, 2015)

A. Authority

The Audit 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, (1) the integrity of Zebra’s financial statements and internal control over financial reporting, (2) the independent public accounting firm’s qualifications and independence (the “Auditors”), (3) the performance of the internal audit function and the Auditors, (4) the assessment and management of risk, and (5) Zebra’s compliance with legal requirements. In so doing, it shall be the goal of the Committee to maintain free and open means of communication between the members of the Board, the Auditors, Zebra’s financial management and Zebra’s internal auditing staff.

While the Committee has the functions set forth in this Charter, Zebra’s management is responsible for preparing Zebra’s financial statements and the Auditors are responsible for auditing those financial statements. Zebra’s management is also principally responsible for Zebra’s accounting policies and ensuring that the financial statements are prepared in accordance with the generally accepted accounting principles. It is not the duty of the Committee, nor is the Committee equipped, to plan or conduct audits, to determine that Zebra’s financial statements are complete and accurate or are in accordance with generally accepted accounting principles, or to otherwise guarantee the quality of Zebra’s financial statements and accounting practices. Zebra’s management is also responsible for implementing procedures to help ensure that Zebra, any employee, and the members of the Board comply with applicable laws and regulations, Zebra’s Code of Business Conduct and other applicable ethics standards. The Committee plays a critical role in serving as a check and balance for Zebra’s financial reporting system. In carrying out its functions, the Committee’s goal is to help ensure that management properly develops and adheres to a sound system of internal controls and that the Auditors, through their own review, objectively assess Zebra’s financial reporting practices.

C. Number and Composition

The members of the Committee shall be appointed by the Board and shall be composed entirely of three or more independent directors of the Board who shall satisfy the requirements of the Sarbanes-Oxley Act of 2002, NASDAQ listing rules, and any other applicable requirements. Each member of the Committee shall be able to read and understand Zebra’s financial statements. At least one member of the Committee shall in the judgment of the Board (i) be an audit committee financial expert within the meaning of the rules of the Securities and Exchange Commission (“SEC”) and (ii) have past employment experience in finance or accounting, professional certification in accounting, or other comparable experience or background which

results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

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 the Auditors or Zebra's management or internal auditing staff. Representatives of the Auditors, members of Zebra's management or internal auditing staff, 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 the Auditors, Zebra's management and internal audit department staff, 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 audit committees by NASDAQ or 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 may be divided into the following general categories: (1) overseeing financial reporting, (2) evaluating independent and internal audit processes (3) reviewing internal controls established by management, and (4) other functions. The Committee's functions shall include:

1. Financial Reporting

- a. Review earnings press releases.
- b. Meet with the Auditors and Zebra's management and the internal audit department staff to discuss, review and comment on (1) Zebra's interim and annual financial statements prior to the public announcement of financial results and the filing of the Form 10-Q or 10-K with the SEC; (2) any material changes in accounting principles or practices used in preparing the financial statements; (3) disclosures relating to internal control over financial reporting; (4) the items required by applicable generally accepted auditing standards relating to the conduct of the audit of annual financial statements or review of interim financial statements; and (5) Zebra's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in Zebra's Form 10-Q or 10-K.
- c. Based upon discussions with, and reliance upon, the Auditors and Zebra's management, cause to be prepared a report for inclusion in Zebra's proxy statement, which report will satisfy the requirements of the Securities Exchange Act of 1934 (the "Exchange Act").
- d. Discuss with the Auditors their judgments about the quality, not just the acceptability, of Zebra's accounting principles and financial disclosure practices used or proposed and the appropriateness of significant management judgments.
- e. Discuss with management and the Auditors the effect of regulatory and accounting initiatives as well as off-balance sheet structures on Zebra's financial statements.

2. Independent and Internal Audit Processes

- a. Select, evaluate, appoint, establish compensation for, and when appropriate, replace the Auditors. Also oversee resolution of disagreements between the Auditors, Zebra's management and Zebra's internal audit department staff regarding issues relating to accounting standards, financial reporting, the preparation of Zebra's financial statements and periodic reports or such other related issues that the Committee deems appropriate.
- b. Pre-approve and adopt such procedures for the pre-approval of all auditing services and permitted non-audit services to be provided to Zebra by the Auditors as required by Section 10A(i) of the Exchange Act and related rules. The Committee may delegate, subject to any rules or limitations it deems appropriate, to one or more members of the Committee the authority to grant such pre-approvals; provided, that the decisions of any member to whom authority is so delegated shall be reported to the full Committee at its next meeting.
- c. At least annually, (1) consider the independence of the Auditors, including

whether the provision by the Auditors of permitted non-audit services is compatible with independence and (2) obtain and review annually from the Auditors, a report describing all relationships between the Auditors or its affiliates and Zebra or individuals in a financial oversight role at Zebra, that may reasonably be thought to bear on the Auditor's independence, and discuss with the Auditors the potential effects of any such disclosed relationships on the Auditors' independence.

- d. Obtain and review at least annually a report from the Auditors concerning the Auditors' internal quality control procedures; any material issues raised by the most recent internal quality-control review, or peer review or Public Company Accounting Oversight Board review, of the Auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the Auditors, and any steps taken to deal with any such issues.
- e. Review the annual audit plan of the Auditors and evaluate their performance.
- f. Review the experience and qualifications of the senior members of the Auditor's team.
- g. Review with the Auditors the results of the audit, any problems or difficulties that the Auditors encountered in the course of performing the audit and management's response, and any questions or concerns the Auditors may have relating to internal controls and accounting practices and procedures.
- h. Review, at least annually, the scope and results of the internal audit program, including then current and future programs of Zebra's internal audit department, procedures for implementing accepted recommendations made by the Auditors, and any significant matters contained in reports from the internal audit department.
- i. Review and discuss with the Auditors, at least annually, the responsibilities, budget, and staffing of the internal audit department.
- j. Review a report from the Auditors periodically, but no less than annually, as to (i) all critical accounting policies to be used, (ii) all alternative disclosures and treatments of financial information within generally accepted accounting principles that have been discussed with Zebra's management, the ramifications of the use of such alternative disclosures and treatments and the disclosures and treatments preferred by the Auditors; and (iii) other material written communications between the Auditors and Zebra's management, including management letters and schedules of unadjusted differences.
- k. Require the rotation of the lead audit partner on a regular basis in accordance with the requirements of the Exchange Act.

1. Review and approve or veto Zebra's hiring of employees or former employees of the Auditors who participated in any capacity in the audits of Zebra.
- 3. Internal Controls Established by Management**
- a. Upon management's recommendations, establish procedures for (i) the confidential, anonymous receipt, retention and treatment of complaints received by Zebra regarding accounting, internal accounting or financial controls, or auditing matters, and (ii) the confidential, anonymous submission by employees of Zebra of concerns regarding questionable accounting, financial or auditing matters.
 - b. Review and monitor Zebra's Code of Business Conduct (the "Code") and Zebra's protocol for addressing allegations of non-compliance with the Code.
 - c. Approve and periodically review an Ethics Code for Senior Financial Officers.
 - d. Review with the Auditors, Zebra's internal audit department, and management: (a) the adequacy and effectiveness of the systems of internal controls (including any significant deficiencies and significant changes in internal controls reported to the Committee by the Auditors or management), accounting practices, and disclosure controls and procedures, of Zebra; and (b) current accounting trends and developments, taking such action as the Committee deems appropriate.
 - e. Perform such other functions as assigned by law, Zebra's certificate of incorporation or By-Laws, or the Board of Directors, or as are provided by NASDAQ, the SEC and the federal and state securities laws.
 - f. Review periodically with Zebra's general counsel, legal and regulatory matters that could have a significant effect on Zebra's financial statements.

4. Other Functions

- a. Review and approve as may be required by NASDAQ and Zebra's Related Party Transaction Policy, related party transactions and conflicts of interest questions between Board members or senior management, on the one hand, and Zebra, on the other hand.
- b. Regularly discuss Zebra's tax compliance policies and planning status with management, including the progress of any tax planning initiative and the risk related to each.
- c. Discuss the plans and status of integrating acquired businesses into the Zebra financial function, including people, financial systems, and the internal controls over financial reporting.
- d. Discuss the plans and status of divesting businesses from the Zebra financial function, including people, financial systems, and the internal controls over financial reporting.
- e. Discuss Zebra's policies with respect to risk assessment and risk management, including IT and cyber-risk primarily addressed by the Information Technology Committee of the Board and compensation risk primarily addressed by the Compensation Committee of the Board.
- f. Review any significant pending, threatened or potential litigation matters, including with regulatory agencies, that could have a significant impact on Zebra's financial statements.
- g. Review any other matter brought to its attention within the scope of its duties which it deems appropriate.
- h. The Committee shall review and assess the adequacy of this Charter on an annual basis.
- i. 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 amended on October 18, 2000, March 17, 2003, February 13, 2009, February 11, 2011, May 16, 2013, May 15, 2014 and May 14, 2015.