

Zebra Technologies Corporation
Information Technology Committee Charter
May 18, 2017

A. Authority

The Information Technology 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) appraising Zebra’s IT strategy and architecture; (2) appraising major information technology (“IT”)-related projects and technology architecture decisions; (3) ensuring that Zebra’s IT programs effectively support Zebra’s business objectives and strategies; (4) evaluate Zebra’s cybersecurity programs in light of relevant market risks, including privacy and security regulatory requirements; and (5) updating the Board on IT-related matters.

C. Number and Composition

The number and individual members of the Committee shall be appointed by the Board.

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. 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.

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) IT strategy; (2) IT projects; (3) IT security; (4) Product and Services security; and (5) other functions. The Committee's functions shall include:

1. IT Strategy and Architecture

- a. Appraise and critically review the IT strategy and architecture plans of Zebra on a regular basis.
- b. Make recommendations to the Board with respect IT strategy and architecture plans of Zebra

2. IT Projects

- a. Appraise and critically review the financial, tactical and strategic benefits of proposed major IT-related projects and technology architecture alternatives.
- b. Appraise and critically review the progress of major IT-related projects and technology architecture decisions.
- c. Make recommendations to the Board with respect to IT-related projects and investments that require Board approval.

3. IT Security

- a. Monitor the quality and effectiveness of Zebra's IT security program in the context of Zebra's risk profile and specifically in response to:
 - a. Internal threats
 - b. External threats
- b. Periodically review and evaluate Zebra's cyber incident response plan and resources.
- c. Periodically review and appraise Zebra's IT disaster recovery and business continuity capabilities.

4. Product & Service Security

- a. Monitor the quality and effectiveness of Zebra's Products & Services security. Particular focus on implications of Zebra products and services in customer environments.

5. Privacy

- a. Periodically review and evaluate Zebra's programs and policies for compliance with data privacy and security regulations.

6. Other Functions

- a. Regularly review the effectiveness of the Committee and provide a report to the Board.
- b. The Committee shall review and assess the adequacy of this Charter on an annual basis.
- c. Report regularly to the Board on matters within the scope of the Committee, as well as any special issues that merit the attention of the Board.
- d. Perform such other duties as are necessary or appropriate to ensure that Zebra's IT programs effectively support Zebra's business objectives and strategies, or as the Board may from time to time direct.

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 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 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 authority to establish the fees, terms and conditions of any such consultant or advisor, which fees Zebra shall pay.

As adopted on March 19, 2015; revised May 18, 2017.