

Motorola Solutions, Inc.  
Form DEF 14A  
March 28, 2019  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**Motorola Solutions, Inc.**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

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Notice of

[2019 ANNUAL MEETING](#)

of Shareholders and Proxy Statement

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**Dear Fellow Motorola Solutions Shareholders:**

Since the opening bell rang at the New York Stock Exchange on January 4, 2011, beginning the trading of Motorola Solutions, total shareholder return through 2018 was 261%. During 2018 alone, total shareholder return was 30%.

As fellow owners, we care a great deal about shareholder returns. But we also care that those returns are created in a sustainable way, and so I'd like to open this proxy statement with some context in that regard.

We operate in an industry with relatively few environmental and social-issue risks, but many E&S opportunities: we help public safety and private-sector customers build safer communities by providing innovative emergency response communications, intelligent security solutions, and next generation 9-1-1 software.

We have steadily reduced our already small energy, water and waste footprints by 19%, 25% and 29%, respectively since 2016. We conduct exceptionally strong social and environmental supply chain audits including over 156 supplier assessments conducted in 2018, covering 81% of our supply chain spend, based on our current reporting standards<sup>1</sup>.

We are committed to providing a great work environment and competitive benefits for our more than 16,000 employees. In addition to great benefits and training programs, we offer a subsidized stock purchase plan so that our employees can have a stake in our future. We regularly win awards for being a good place to work and get top marks from the leading environmental, social, and governance scorecards for these and other employee matters.

We have set ourselves apart when it comes to our focus on innovation. In 2018, we invested more than \$630 million in R&D, we have approximately 5,300 granted patents, and we have a dedicated cybersecurity team working to protect our hardware, software and service solutions. We are committed to a sustainable future. We set tough goals and we back them up with investments in our portfolio, operations and people.

At Motorola Solutions, our customers are everyday heroes – from police officers and firefighters to utility workers and educators. We are dedicated to designing and delivering the technologies our customers refer to as their lifeline – mission-critical communications, services, software, video and analytics, which keep businesses thriving and communities safe.

We ask for your voting support to continue delivering results for you. We encourage you to communicate with us whenever you wish via the means described in this proxy statement, and we thank you for your investment in us.

Sincerely,

**Gregory Q. Brown**

Chairman and CEO

Motorola Solutions, Inc.

<sup>1</sup> Our suppliers are subject to our Supplier Code of Conduct, our Anti-Human Trafficking Compliance Plan and the oversight of the Responsible Business Alliance.

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PRINCIPAL EXECUTIVE OFFICES:

500 West Monroe Street

Chicago, Illinois 60661

March 28, 2019

**NOTICE OF 2019 ANNUAL MEETING OF SHAREHOLDERS**

**Annual Meeting Date:** Monday, May 13, 2019

**Time:** 1:30 p.m., EDT

**Location:** The Hay-Adams, 800 16<sup>th</sup> Street, NW, Washington, DC 20006

A live webcast (audio only) of the meeting will be available at [www.motorolasolutions.com/investors](http://www.motorolasolutions.com/investors).

**The purpose of the meeting is to:**

1. elect eight directors for a one-year term;
2. ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2019;
3. hold a shareholder advisory vote to approve the Company's executive compensation;
4. consider and vote upon the shareholder proposals described in the enclosed proxy statement, if properly presented at the meeting; and
5. act upon such other matters as may properly come before the Annual Meeting.

By order of the Board of Directors,

**Kristin L. Kruska**

Secretary

Only Motorola Solutions shareholders of record at the close of business on March 15, 2019 (the record date) will be entitled to vote at the meeting. The Notice, which contains instructions on how to access this Proxy Statement, the form of proxy and the Company's 2018 Annual Report, is being mailed to shareholders on or about March 28, 2019.

**PLEASE NOTE THAT ATTENDANCE AT THE MEETING WILL BE LIMITED TO SHAREHOLDERS OF MOTOROLA SOLUTIONS AS OF THE RECORD DATE (OR THEIR AUTHORIZED REPRESENTATIVES).** You will be required to provide the admission ticket that is detachable from your proxy card or provide other evidence of ownership. If your shares are held by a bank or broker, please bring your bank or broker statement evidencing your beneficial ownership of Motorola Solutions stock on the record date to gain admission to the meeting.



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**WHAT IS MOTOROLA SOLUTIONS?**

Motorola Solutions is a leading provider of mission-critical communications. Our technology platforms in communications, software, video, and services make cities safer and help communities and businesses thrive. At Motorola Solutions, we are ushering in a new era in public safety and security. We serve customers around the world who depend on our solutions to keep them connected, from extreme to everyday moments. A U.S. company headquartered in Chicago, we serve more than 100,000 customers in more than 100 countries and have a rich heritage of innovation spanning more than 90 years.

The need for mission-critical communications becomes especially clear in the wake of natural disasters such as hurricanes Florence and Michael and the California wildfires in 2018. Our systems provide first responders with reliable communications before, during, and after such catastrophes, enabling coordinated planning, response, and rescue that helps save lives.

**PERFORMANCE AND ACCOMPLISHMENTS**

**TOTAL SHAREHOLDER RETURN (in percent)**

**PERFORMANCE HIGHLIGHTS SINCE 2011**



\* Based on the split adjusted closing price of MSI common stock on December 31, 2010 and the closing price of MSI common stock on December 31, 2018, illustrating the growth of an initial investment of \$100 on December 31, 2010, including the payment of dividends.



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**2018 Highlights**

<p>Grew sales 15% to record \$7.3 billion</p>	<p>Added 550 patents, bringing patent portfolio to approximately 5,300</p>	<p>Ranked No. 3 in Fortune World's Most Admired Companies List for Network and Other Communications Equipment</p>
<p>Grew backlog 10% to record \$10.6 billion</p>	<p>Acquired Avigilon Corporation, advanced security and video solutions</p>	<p>Ranked No. 107 in The Wall Street Journal Management Top 250 List</p>
<p>Increased quarterly dividend 10% to \$0.57 per share</p>	<p>Acquired Plant Holdings, Next-Gen 911 software and solutions</p>	<p>Ranked No. 9 in Barron's Top 100 Sustainable U.S. Companies</p>
<p>Capital allocation of \$1.2 billion in acquisitions, \$337 million in dividends, and \$132 million of share repurchases</p>		<p>Named one of Forbes World's Best Employers</p>

**2019 ANNUAL MEETING OF SHAREHOLDERS**

**Date and Time:** May 13, 2019, 1:30 p.m., EDT

**Location:** The Hay-Adams, 800 16<sup>th</sup> Street, NW, Washington, DC 20006

**Record Date:** March 15, 2019

**Voting:** Shareholders as of the close of business on the record date are entitled to vote. Each share of common stock is entitled to one vote for each director nominee and one vote for each of the other proposals to be voted on.

**Meeting Webcast (audio only):** [www.motorolasolutions.com/investors](http://www.motorolasolutions.com/investors)

**ITEMS TO BE VOTED ON**

**Our Board's Recommendation**

Election of Directors (page 4)	FOR
Ratification of Independent Registered Public Accounting Firm (page 21)	FOR
Advisory Approval of the Company's Executive Compensation (page 22)	FOR
Shareholder Proposal on Independent Director with Human Rights Expertise (page 66)	AGAINST
Shareholder Proposal on Lobbying Disclosure (page 68)	AGAINST

**2 Motorola Solutions** Notice of 2019 Annual Meeting of Shareholders and Proxy Statement

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NOMINEES**

**Board Committees**  
(as of March 07, 2019)\*

Name	Director		Other	Position	Audit	Comp.	Gov. & Nom.	Exec.
	Since	Indep.	Public Co. Boards					
<b>Gregory Q. Brown</b>	2007		1	Chairman and CEO, Motorola Solutions, Inc.				
<b>Kenneth D. Denman</b>	2017		3	Venture Partner, Sway Ventures				
<b>Egon P. Durban</b>	2015		3	Managing Partner and Managing Director of Silver Lake				
<b>Clayton M. Jones</b>	2015		1	Former Chairman, CEO and President, Rockwell Collins, Inc.				
<b>Judy C. Lewent</b>	2011		2	Former EVP and CFO, Merck & Co., Inc.				
<b>Gregory K. Mondre</b>	2015		1	Managing Partner and Managing Director of				



Silver Lake

<b>Anne R. Pramaggiore</b>	2013	1	Senior Executive Vice President and CEO of Exelon Utilities,  Exelon Corporation
<b>Joseph M. Tucci</b>	2017	2	Co-Chairman and Co-CEO GTY Technology Holdings, Inc.

= Chair of Committee

\* Samuel C. Scott is currently a member of the Governance and Nominating Committee but is not a director nominee standing for reelection to the Board on May 13, 2019.

This proxy statement (the Proxy Statement) is being furnished to holders of common stock, \$0.01 par value per share (the Common Stock), of Motorola Solutions, Inc. (we, our, Motorola Solutions, MSI or the Company). Proxies are being solicited on behalf of the Board of Directors of the Company (the Board) to be used at the 2019 Annual Meeting of Shareholders (the Annual Meeting) to be held at The Hay-Adams, 800 16th Street, NW, Washington, DC 20006 on Monday, May 13, 2019 at 1:30 p.m., EDT, for the purposes set forth in the Notice of 2019 Annual Meeting of Shareholders. This Proxy Statement is dated March 28, 2019 and is being distributed to shareholders on or about March 28, 2019.

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**OUR BOARD**

**PROPOSAL NO. 1 ELECTION OF DIRECTORS FOR A ONE-YEAR TERM**

Proposal Number 1 of this Proxy Statement enables you to vote on the members of your board of directors.\* We open the proxy with this vote because we believe there is no more important vote than that of electing the fiduciaries who oversee Motorola Solutions on your behalf.

To inform that vote, we provide you information here on:

**Who our Board is including their qualifications**

**How our Board is selected and evaluated**

**How the Board governs the company**

**How our Board is organized**

**How you can communicate with the Board**

**How our Board is compensated**

**WHO WE ARE BOARD**

Each of the nominees named below is currently a director of the Company, elected at the Annual Meeting of Shareholders held on May 14, 2018. The ages shown are current as of the date of this Proxy Statement.

**GREGORY Q.**

**BROWN**

Mr. Brown joined the Company in 2003, was appointed as Chief Executive Officer of Motorola, Inc. in January 2008, and since May 2011 has been the Chairman and Chief Executive Officer of Motorola Solutions, Inc.

**Principal Occupation:**

**Chairman and Chief Executive Officer, Motorola Solutions, Inc.**

**Age:** 58

**Director since:** 2007

**Chairman since:** 2011

**Other Public Company Boards:** Xerox Corporation through May 21, 2019, after which he will no longer be a member of the board. In the last five years Mr. Brown served on the board of Cisco Systems, Inc. from January 2013 to July 2014.

**Board Committees:** Executive (Chair)

**Director Qualifications:**

**Public company CEO, relevant industry, technology, services and software business, cybersecurity, safety and security experience** as Chairman and CEO of the Company, and former CEO of Micromuse, Inc.

**Financial and accounting expertise, global business, capital allocation, developing markets, government, public policy and regulatory experience** as Chairman and CEO of the Company, former chair and board member of the Federal Reserve Bank of Chicago, former Vice Chair of the U.S. China Business Council, former member of the President of the United States Management Advisory Board

**Government, public policy and regulatory experience** as a former member of the Executive Committee of the Business Roundtable

**Public company board experience**

\* The number of directors of the Company to be elected at the Annual Meeting is eight. The directors elected at the Annual Meeting will serve a one-year term ending at the 2020 Annual Meeting, until their respective successors are elected and qualified or until their earlier death, resignation or removal. Each of the nominees has consented to being named in this Proxy Statement and to serve as a director if elected. However, if any nominee is not available to serve as a director for any reason at the time of the Annual Meeting, the proxies will be voted for the election of such other person or persons as the Board may designate, unless the Board, in its discretion, reduces the number of directors. The Board is currently comprised of nine directors and immediately following the Annual Meeting, the size of the Board will be decreased to eight directors and will consist of the eight elected directors, if all nominees are elected. Mr. Samuel C. Scott is not standing for re-election due to meeting the retirement age set forth in the Company's Board Governance Guidelines. The Board has the authority under the Company's Bylaws to increase or decrease the size of the Board and to fill vacancies between Annual Meetings.

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<b>KENNETH D.</b>
<b>DENMAN</b>
<b>Principal Occupation:</b>
<b>Venture Partner,</b>
<b>Sway Ventures</b>
<b>Age: 60</b>
<b>Director since: 2017</b>
<b>Lead Independent Director</b>
(as of May 13, 2019)
<b>Independent</b>

Mr. Denman is a Venture Partner at Sway Ventures. He was the CEO and President of Emotient, Inc. from 2012 to 2016. He also served as the Chief Executive Officer of Openwave Systems Inc. from 2008 to 2011 and as a Director from 2004 to 2011; he served as the Chief Executive Officer and President and Director of iPass, Inc. from 2001 to 2008 and as its Chairman from 2003 to 2008.

**Other Public Company Boards:** Costco Wholesale Corporation, LendingClub Corporation, Mitek Solutions, Inc. In the last five years Mr. Denman served on the board of ShoreTel, Inc. from May 2007 to September 2017 and on the board of United Online from June 2015 to July 2016.

**Board Committees:** Governance and Nominating (Chair), Executive

**Director Qualifications:**

**Relevant industry and technology experience, financial and accounting expertise** as CEO and President of Emotient, Inc., Openwave Systems, Inc. and iPass, Inc.

**Services and software, cybersecurity, safety and security experience** as CEO and President of Emotient, Inc., Openwave Systems, Inc. and iPass, Inc.

**Public company CEO, global business and developing markets experience** as CEO and President of iPass, Inc. and Openwave System, Inc.

**Private equity, investment banking and capital allocation experience** as a Venture Partner of Sway Ventures

**Public company board experience**

**EGON P.**

**DURBAN**

**Principal Occupation:**

**Managing Partner and  
Managing Director,  
Silver Lake**

**Age: 45**

**Director since: 2015**

**Independent**

Mr. Durban is a Managing Partner and Managing Director of Silver Lake, a global private equity firm. Mr. Durban joined Silver Lake in 1999 as a founding principal and is based in the firm's Menlo Park office. He has previously worked in the firm's New York office, as well as the London office, which he launched and managed from 2005 to 2010.

**Other Public Company Boards:** Dell Technologies Inc., SecureWorks Corp, VMware, Inc. In the last five years Mr. Durban served on the board of Intelsat S.A from August 2011 to December 2016.

**Board Committees:** Compensation and Leadership

**Director Qualifications:**

**Relevant industry, technology, global business and services and software experience** as Managing Partner and Managing Director of Silver Lake

**Financial and accounting expertise and private equity, investment banking and capital allocation experience** as Managing Partner and Managing Director of Silver Lake and as a former associate with Morgan Stanley's Investment Banking Division

**Public company board experience**

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**CLAYTON M.  
JONES**

Mr. Jones served as Chairman of the Board of Rockwell Collins, Inc. from 2002 through July 2014, and Chief Executive Officer from June 2001 until his retirement in July 2013. Mr. Jones also served as President of Rockwell Collins and Corporate Officer and Senior Vice President of Rockwell International which he joined in 1979.

**Principal Occupation:**

**Retired; Formerly Chairman, Chief Executive Officer and President, Rockwell Collins, Inc. ( Rockwell Collins )**

**Other Public Company Boards:** Deere & Company. In the last five years, Mr. Jones served on the boards of Rockwell Collins from March 2001 to July 2014 and Cardinal Health, Inc. from September 2012 to November 2018.

**Board Committees:** Audit

**Director Qualifications:**

Age: 69

Director since: 2015

**Independent**

**Public company CEO, financial and accounting expertise, and global business experience** as former CEO of Rockwell Collins, Inc.

**Relevant industry, technology, cybersecurity, safety and security experience** as former CEO of Rockwell Collins, Inc., and Corporate Officer and Senior Vice President of Rockwell International

**Government, public policy and regulatory experience** as a member of The Business Council, and former member of the President's National Security Telecommunications Advisory Committee

**Public company board experience**

**JUDY C.  
LEWENT**

Ms. Lewent served as Chief Financial Officer of Merck, a pharmaceutical company, from 1990 until her retirement in 2007.

**Principal Occupation:**

**Retired; Formerly Executive**

**Vice President & Chief**

**Financial Officer, Merck &**

**Co., Inc. ( Merck )**

**Age: 70**

**Director since: 2011**

**Independent**

**Other Public Company Boards:** GlaxoSmithKline plc, Thermo Fisher Scientific, Inc. Ms. Lewent served on the board of directors of Motorola, Inc. from May 1995 to May 2010.

**Board Committees:** Audit (Chair), Executive

**Director Qualifications:**

**Public company CFO, financial and accounting expertise, capital allocation experience, and global business experience** as the former CFO of Merck

**Technology experience** as a life member of the Massachusetts Institute of Technology

**Developing markets experience** as former CFO at Merck and board member of GlaxoSmithKline

**Government, public policy and regulatory experience** as former CFO at Merck and board member of GlaxoSmithKline and Thermo Fisher

**Public company board experience**

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**GREGORY K.  
MONDRE**

Mr. Mondre joined Silver Lake in 1999 and is a Managing Partner and Managing Director of Silver Lake based in New York. Mr. Mondre was a principal at TPG, where he focused on private equity investments across a wide range of industries, with a particular focus on technology.

**Principal Occupation:**  
**Managing Partner and Managing Director, Silver Lake**  
**Age: 44**  
**Director since: 2015**  
**Independent**

**Other Public Company Boards:** GoDaddy, Inc. In the last five years, Mr. Mondre served on the board of Sabre Corporation from March 2007 to December 2018.

**Board Committees:** Audit, Governance and Nominating

**Director Qualifications:**

**Relevant industry, technology, global business, and services and software experience** as Managing Partner and Managing Director of Silver Lake

**Financial and accounting expertise and private equity, investment banking and capital allocation experience** as Managing Partner and Managing Director of Silver Lake and as former principal at TPG

**Public company board experience**

**ANNE R.  
PRAMAGGIORE**

Ms. Pramaggiore has been the Senior Executive Vice President and Chief Executive Officer of Exelon Utilities, a business unit of Exelon Corporation since June 1, 2018. She has been a member of the Commonwealth Edison ( ComEd ) board of directors since February 2012. She served as ComEd's President and Chief Executive Officer from February 2012 until June 2018 and as President and Chief Operating Officer from May 2009 until February 2012.

**Principal Occupation:**  
**Senior Executive Vice President and Chief**



**Executive Officer, Exelon  
Utilities, Exelon Corporation  
( Exelon )  
Age: 60  
Director since: 2013  
Independent**

**Other Public Company Boards:** The Babcock & Wilcox Company

**Board Committees:** Compensation and Leadership (Chair), Executive

**Director Qualifications:**

**Public company division CEO, government, public policy, regulatory, technology, and services and software business experience** as Senior Executive Vice President and CEO of Exelon Utilities, Exelon Corporation, CEO of ComEd, Executive Vice President, Customer Operations, Regulatory and External Affairs of ComEd, and as a licensed attorney

**Global business experience** as Chair of the Federal Reserve Bank of Chicago and board member of the Chicago Council on Global Affairs and The Chicago Urban League

**Public company board experience**

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**JOSEPH M.  
TUCCI**

**Principal Occupation:**  
**Co-Chief Executive Officer and Co-Chairman of GTY Technology Holdings, Inc. and Chairman of Bridge Growth Partners**  
**Age: 71**  
**Director since: 2017**  
**Independent**

Mr. Tucci is the Co-Chief Executive Officer and Co-Chairman of GTY Technology Holdings, Inc. and Chairman of Bridge Growth Partners. Formerly, Mr. Tucci was the Chairman and Chief Executive Officer of EMC Corporation. He was EMC's Chairman from January 2006 and CEO from January 2001 until September 2016, when Dell Technologies acquired the company. At that time, he became an advisor to the acquiring company's founder, Michael Dell, and its board of directors.

**Other Public Company Boards:** GTY Technology Holdings, Inc., Paychex, Inc. In the past five years Mr. Tucci served on the boards of EMC Corporation from January 2001 to September 2016 and of VMware, Inc. from April 2007 to September 2016.

**Board Committees:** Compensation and Leadership

**Director Qualifications:**

**Public company CEO, technology, global business, and services and software business experience** as Chairman, CEO and President of EMC Corporation

**Relevant industry, developing markets and private equity experience** as Co-CEO and Co-Chairman of GTY Technology Holdings, Inc. and founding member and current Chairman of Bridge Growth Partners

**Government, public policy and regulatory experience** as a member of The Business Roundtable and Chair of its Task Force on Education and the Workforce and as a member of The Technology CEO Council

**Public company board experience**

**RECOMMENDATION OF THE BOARD**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF THE EIGHT NOMINEES NAMED HEREIN AS DIRECTORS. UNLESS OTHERWISE INDICATED ON YOUR PROXY, YOUR SHARES WILL BE VOTED FOR THE ELECTION OF SUCH EIGHT NOMINEES AS**

**DIRECTORS.**

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**OUR BOARD'S QUALIFICATIONS**

We believe the Board should be comprised of individuals with appropriate skills and experiences to meet its board governance responsibilities and contribute effectively to the Company. Our Governance and Nominating Committee carefully considers the skills and experiences of current directors and new candidates to ensure that they meet the needs of the Company before nominating directors for election to the Board. All of our non-employee directors serve on Board committees, further supporting the Board by providing expertise to those committees. The needs of the committees also are reviewed when considering nominees to the Board. The Board has a deep working knowledge of matters common to large companies and is comprised of individuals with a mix of skills and qualifications which include:

**Independence:** Seven of eight director nominees

**Gender and ethnic diversity:** Three of eight director nominees

**Relevant industry experience:** Six of eight director nominees

**Public company CEO, division CEO and CFO:** Six of eight director nominees

**Financial and accounting expertise:** Six of eight director nominees

**Technology and information technology experience:** All director nominees

**Cybersecurity, safety and security experience:** Three of eight director nominees

**Services and software business experience:** Six of eight director nominees

**Global business experience:** All director nominees

**Developing markets experience:** Four of eight director nominees

**Government, public policy and regulatory experience:** Five of eight director nominees

**Private equity, investment banking or capital allocation experience:** Seven of eight director nominees

**Public company board experience:** All director nominees

Specific experience, qualifications, attributes or skills of our nominees are listed in the biographies above.

## HOW OUR BOARD IS SELECTED AND EVALUATED

As stated in our Board Governance Guidelines, when selecting directors, the Board and the Governance and Nominating Committee review and consider many factors, including: experience in the context of the Board's needs; leadership qualities; ability to exercise sound judgment; existing time commitments; years to retirement age; and independence from management. They also consider ethical standards and integrity. While the Company does not have a formal policy regarding diversity, gender and ethnic diversity is an essential factor considered by the Board and the Governance and Nominating Committee when selecting director nominees. The Board and the Governance and Nominating Committee recognize the importance of a Board representing diverse knowledge and experiences and strive to nominate directors with a variety of complementary skills, backgrounds and perspectives so that, as a group, the Board will possess the appropriate talent, skills, experience and expertise to oversee the Company's businesses. The Governance and Nominating Committee annually assesses the effectiveness of its director nomination process and the Board Governance Guidelines.

The Governance and Nominating Committee will consider nominees recommended by Motorola Solutions shareholders, provided that the recommendation contains sufficient information (as required by the Company's Bylaws), including the candidate's qualifications, to assess the suitability of the candidate, and is timely received in accordance with the Company's Bylaws. Shareholder-recommended candidates that comply with these procedures will receive the same consideration that other candidates receive.

The Governance and Nominating Committee considers recommendations from many sources, including members of the Board, management and search firms. From time to time, Motorola Solutions hires search firms to help identify and facilitate the screening and interview process of director candidates. In 2018, we continued our retention of Russell Reynolds to assist with this process. Russell Reynolds compiles a list of candidates, evaluates each candidate and makes recommendations to the Governance and Nominating Committee. They screen candidates based on the Board's criteria, perform reference checks, prepare a biography of each candidate for the Governance and Nominating Committee's review and help arrange interviews if necessary. The Governance and Nominating Committee and the Chairman of the Board will conduct interviews with candidates who meet the Board's criteria. The Governance and Nominating Committee has full discretion in considering potential candidates and making its nominations to the Board.

## HOW OUR BOARD GOVERNS THE COMPANY

We believe that the governance tone of a company is set at the top. The Board has:

Responsibility for overseeing management and providing strategic guidance

A belief in the steady refreshment of the Board to bring new and diverse perspectives

A belief in the importance of staying well informed

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A willingness to manage risks, seize opportunities and embrace leadership  
We adhere to a number of good *board governance* practices and principles:

7 of our 8 members are independent, including all committee members

A lead independent director

Regular executive session meetings of independent directors

Annual director self-assessment process

Regular risk assessment processes

Board Governance Guidelines and Principles of Conduct

Director Independence Guidelines

We maintain a strong foundation of *corporate governance* practices and principles:

Annual election of directors

No super majority provisions

No poison pill

Majority voting standard in uncontested director elections

20% threshold for special meeting vote

Shareholder right to act by written consent

Succession planning:

Succession planning is important at all levels of the Company. In 2018, the Board reviewed short and long-term succession plans for the CEO and other members of management's executive committee. When assessing possible CEO candidates, the Board identified skills and behavioral characteristics they consider a requirement for the Company's CEO. The Board evaluates these succession plans with the overall business strategy in mind. When possible, potential leaders are introduced to the Board through presentations or separate events.

We maintain a robust compensation governance framework:

Retention of independent compensation consultant

Annual say on pay votes

No excise tax gross-up provisions

A recoupment/clawback provision

Stock ownership guidelines for directors and officers

An anti-hedging policy

We maintain comprehensive governance of risks and corporate controls:

Code of Business Conduct

Supplier Code of Conduct and regular supplier audits

Anti-Human Trafficking Compliance Plan

Robust oversight of risk:

The Board oversees the business of the Company, including CEO and senior management performance and risk management, to assure that the long-term interests of the shareholders are being served. Each committee of the Board is also responsible for reviewing the risk exposure of the Company related to the committee's areas of responsibility and providing input to management on such risks. Management and our Board have a robust process embedded throughout the Company to identify, analyze, manage and report all significant risks facing the Company. Our CEO and other senior managers regularly report to the Board on significant risks facing the Company, including financial, cybersecurity, operational and strategic risks. Each of the Board committees reviews with management significant risks related to the committee's area of responsibility and reports to the Board on such risks, which includes the Compensation and Leadership Committee's review of Company-wide compensation-related risks and the Audit Committee's review of financial and cybersecurity risks. While each committee is responsible for reviewing significant risks in the committee's area of responsibility, the entire Board is regularly informed about such risks through

committee reports and

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presentations to the entire Board. The oversight of specific risks by Board committees enables the entire Board to oversee risks facing the Company more effectively and develop strategic direction taking into account the effects and magnitude of such risks. The independent Board members also discuss the Company’s significant risks when they meet in executive session without management. Our audit services department has a very important role in the risk management program. The role of this department is to provide management and the Audit Committee with an overarching and objective view of the risk management activities of the Company. Audit services identifies and conducts engagements utilizing an enterprise risk management model, with the engagements spanning financial, operational, strategic and compliance risks. The engagement results assist management in maintaining acceptable risk levels. The director of audit services reports directly to the Audit Committee as well as the Chief Financial Officer and meets regularly with the Audit Committee and its chairperson, including in executive session.

We encourage you to visit [www.motorolasolutions.com/investors](http://www.motorolasolutions.com/investors) to obtain more information and view our governance documents. Amendments to the above documents, or waivers applicable to our directors, chief executive officer, chief financial officer or corporate controller from certain provisions of our ethical policies and ethical standards for directors and employees, will be posted on the Motorola Solutions website within four business days following the date of the amendment or waiver. There were no waivers in 2018.

**OUR BOARD’S LEADERSHIP STRUCTURE**

At the Annual Board meeting held in May 2011, the Board combined the roles of Chairman and Chief Executive Officer and appointed Gregory Q. Brown to serve as both Chief Executive Officer and Chairman of the Board and also appointed an independent director as Lead Independent Director. The Board reappointed Mr. Brown as Chairman of the Board and an independent director as Lead Independent Director at the Annual Board meetings held in 2012 through 2018. The Board determined that Mr. Brown’s thorough knowledge of Motorola Solutions’ business, strategy, people, operations, competition and financial position coupled with his leadership and vision made him well positioned to chair Board meetings and bring key business and stakeholder issues to the Board’s attention. Our Lead Independent Director, currently Mr. Scott, chairs the executive sessions of the Board and acts as a liaison between our Chairman and independent directors. If elected at the Annual Meeting of Shareholders, Mr. Denman will serve as our Lead Independent Director, effective May 13, 2019.

**COMMITTEES OF THE BOARD**

To assist it in carrying out its duties, the Board has delegated certain authority to several committees. The Board currently has the following standing committees: (1) Audit, (2) Compensation and Leadership, (3) Governance and Nominating, and (4) Executive. The charters for each of the Audit Committee, Compensation and Leadership Committee and Governance and Nominating Committee are available on our website at [www.motorolasolutions.com/investors](http://www.motorolasolutions.com/investors). Committee membership as of December 31, 2018 (except as otherwise noted), the number of meetings of each committee during 2018, and the functions of each committee are described below:

<p><b>AUDIT COMMITTEE</b></p>	<p>Assist the Board in fulfilling its oversight responsibilities as they relate to the Company’s accounting policies, internal controls, disclosure controls and procedures, financial reporting practices and legal and regulatory compliance.</p>
	<p>Engage the independent registered public accounting firm.</p>

**2018 Meetings: 9**

**Judy C. Lewent (Chair)**

Monitor the qualifications, independence and performance of the Company's independent registered public accounting firm and the performance of the Company's internal auditors.

**Clayton M. Jones**

**Gregory K. Mondre**

Maintain, through regularly scheduled meetings, a line of communication between the Board and the Company's financial management, internal auditors and independent registered public accounting firm.

Oversee compliance with the Company's policies for conducting business, including ethical business standards.

Review the Company's overall financial position, asset utilization and capital structure.

Review the need for equity and/or debt financing and specific outside financing proposals.

Monitor the performance and investments of employee retirement and related funds.

Review the Company's dividend payment plans and practices.

Prepare the report of the Audit Committee included in this Proxy Statement.

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<p><b>COMPENSATION AND LEADERSHIP COMMITTEE</b></p> <p><b>2018 Meetings 5</b></p> <p><b>Anne R. Pramaggiore (Chair)</b></p> <p><b>Egon P. Durban</b></p> <p><b>Joseph M. Tucci</b></p>	<p>Assist the Board in overseeing the management of the Company’s human resources, including:</p> <p>compensation and benefits programs;</p> <p>CEO performance and compensation;</p> <p>executive development and succession;</p> <p>diversity efforts; and</p> <p>evaluation of the Company’s senior management.</p> <p>Review and discuss the Compensation Discussion and Analysis ( CD&amp;A ) with management and make a recommendation to the Board on the inclusion of the CD&amp;A in this Proxy Statement.</p> <p>Prepare the report of the Compensation and Leadership Committee included in this Proxy Statement.</p>
<p><b>GOVERNANCE AND NOMINATING COMMITTEE</b></p>	<p>Identify individuals qualified to become Board members, consistent with the criteria approved by the Board.</p> <p>Recommend director nominees and individuals to fill vacant positions and to serve on committees.</p>

<p><b>2018 Meetings: 4</b></p>	<p>Assist the Board in interpreting the Company’s Board Governance Guidelines, the Board’s Principles of Conduct and any other similar governance documents adopted by the Board.</p>
<p><b>Kenneth D. Denman (Chair)</b> <b>Gregory K. Mondre</b> <b>Samuel C. Scott III</b></p>	<p>Oversee the evaluation of the Board and its committees.</p> <p>Review the independence of directors and evaluate and/or approve related party transactions.</p> <p>Oversee the governance and compensation of the Board.</p> <p>Review the Company’s environmental, social and governance strategy, initiatives and policies.</p>

<p><b>EXECUTIVE COMMITTEE</b></p>	<p>Act for the Board between meetings on matters already approved in principle by the Board.</p>
<p><b>2018 Meetings: 0</b></p>	<p>Exercise the authority of the Board on specific matters assigned by the Board from time to time.</p>
<p><b>Gregory Q. Brown (Chair)</b> <b>Kenneth D. Denman</b> <b>Judy C. Lewent</b> <b>Anne R. Pramaggiore</b> <b>Samuel C. Scott III</b> <b>(Lead Independent Director)*</b></p>	

\* Mr. Scott is not standing for reelection, and on February 14, 2019 Mr. Denman was appointed Lead Independent Director, effective May 13, 2019.

### **Attendance at Board Meetings**

The Board held six meetings during 2018. Overall attendance at Board and committee meetings was 97%. Each incumbent director attended 100% of the combined total meetings of the Board and the committees on which he or she served during 2018, except for one director that attended 93% and one director that attended 79% of such meetings. At the Board meetings, independent directors of the Company meet regularly in executive session without management as required by the Board Governance Guidelines and NYSE listing standards. Generally, executive sessions are held in conjunction with regularly-scheduled meetings of the Board. In 2018, the non-employee independent members of the Board met in executive session five times. In addition, Board members are expected to attend the Annual Meeting as provided in the Board Governance Guidelines. Eight of the directors who stood for election at the 2018 Annual Meeting attended that meeting.

### **INDEPENDENCE**

On March 7, 2019, the Board made the determination, based on the recommendation of the Governance and Nominating Committee and in accordance with our Director Independence Guidelines, that the current non-employee directors, Mr. Denman, Mr. Durban, Mr. Jones, Ms. Lewent, Mr. Mondre, Ms. Pramaggiore, Mr. Scott and Mr. Tucci, were independent during the periods in 2018 and 2019 that they were members of the Board. Mr. Brown does not qualify as an independent director because he is an Executive Officer of the Company. See Motorola Solutions Relationship with Entities Associated with Independent Directors for further details.

### **Determining Independence**

The Director Independence Guidelines include both the NYSE independence standards and additional independence standards the Board has adopted to determine if a relationship that a Board member has with the Company is material. We have adopted a stricter application of the NYSE independence standards requiring a look-back of four years when assessing independence in connection with a director's (i) status as an employee of the Company, (ii) direct compensation from the Company in excess of \$120,000, (iii) relationship with our internal or external auditor, and (iv) employment with a company that has made payments to, or received payments from, the Company for property or services.

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A complete copy of the Director Independence Guidelines is available on the Company's website at [www.motorolasolutions.com/investors](http://www.motorolasolutions.com/investors).

### **Motorola Solutions Relationship with Entities Associated with Independent Directors**

When assessing independence, each of Mr. Denman, Ms. Pramaggiore and Mr. Scott had relationships with entities that were reviewed by the Board under independence standards covering contributions or payments to charitable or similar not-for-profit organizations. In addition, each of Mr. Denman, Mr. Durban, Mr. Mondre, Ms. Pramaggiore, Mr. Scott, and Mr. Tucci had relationships with entities that were reviewed by the Board under independence standards covering payments to, or received from, other entities. In each case, the payments or contributions were significantly less than the NYSE independence standards or the Director Independence Guidelines adopted by the Board, or did not constitute a disqualifying event under such standards and were determined by the Board to be immaterial.

### **Independent Members of the Audit, Compensation and Leadership and Governance and Nominating Committees**

The Board has determined that all of the current members of the Audit Committee, the Compensation and Leadership Committee and the Governance and Nominating Committee are independent within the meaning of the Director Independence Guidelines, applicable rules of the SEC and the NYSE listing standards for independence.

### **RELATED PERSON TRANSACTION POLICY AND PROCEDURES**

The Company has established a written related person transaction policy and procedures (the "RPT Policy") to assist it in reviewing transactions in excess of \$120,000 ("Transactions") involving the Company and its subsidiaries and Related Persons (as defined below). The RPT Policy supplements our other conflict of interest policies set forth in the Principles of Conduct for Members of the Motorola Solutions, Inc. Board of Directors, the Code of Business Conduct for employees and our other internal procedures.

For purposes of the RPT Policy, a Related Person includes directors, director nominees and executive officers of the Company since the beginning of the Company's last fiscal year, beneficial owners of 5% or more of any class of voting securities of the Company and members of their respective immediate families. The Governance and Nominating Committee reviews all RPT Policy matters.

The RPT Policy provides that any Transaction since the beginning of the last fiscal year is to be promptly reported to the Company's Secretary. The Secretary will assist with gathering important information about the Transaction and present the information to the Governance and Nominating Committee. The Governance and Nominating Committee will determine whether the Transaction is a Related Person Transaction and, if so, approve, ratify or reject the Related Person Transaction. In approving, ratifying or rejecting a Related Person Transaction, the Governance and Nominating Committee will consider such information as it deems important to conclude if the Transaction is fair to the Company and its subsidiaries.

Motorola Solutions had no Related Person Transactions in 2018.

### **HOW YOU CAN COMMUNICATE WITH OUR BOARD**

All communications to the Board of Directors, Chairman of the Board, the non-management directors or any individual director, must be in writing and addressed to them c/o Secretary, Motorola Solutions, Inc., 500 West

Monroe Street, Chicago, IL 60661 or by email to [boardofdirectors@MotorolaSolutions.com](mailto:boardofdirectors@MotorolaSolutions.com). Our Secretary reviews all written communications and forwards to the Board a summary and/or copies of any such correspondence that, in the opinion of the Secretary, deals with the functions of the Board or Board committees or that she otherwise determines requires the Board's or any Board committee's attention.

## **HOW WE DETERMINE DIRECTOR COMPENSATION**

The Governance and Nominating Committee recommends to the Board the compensation for non-employee directors, which is to be consistent with market practices of other similarly situated companies and takes into consideration the impact on non-employee directors' independence and objectivity. The Board has asked the Compensation and Leadership Committee to assist the Governance and Nominating Committee in making such recommendations. The charter of the Governance and Nominating Committee does not permit it to delegate director compensation matters to management, and management has no role in recommending the amount or form of director compensation.

**Table of Contents****HOW OUR DIRECTORS ARE COMPENSATED**

As of the May 16, 2017 Board meeting, non-employee director compensation was set as follows on an annual basis:

<b>Cash Compensation</b>	<b>Annual Compensation (paid quarterly)</b>
Annual Cash Retainer	\$100,000
Lead Independent Director Fee	\$25,000
Audit Committee Chairperson Fee	\$25,000
Compensation and Leadership Committee Chairperson Fee	\$20,000
Governance and Nominating Committee Chairperson Fee	\$15,000
Audit Committee Member Fee	\$10,000
<b>Equity Compensation</b>	<b>Annual Compensation (paid annually)</b>
Annual Equity Grant	\$190,000

During 2018, a director could elect to receive all or a portion of his or her annual cash retainer and other cash fees in the form of (i) deferred stock units ( DSUs ) that settle when the director terminates service, (ii) DSUs that settle after one year (unless service is earlier terminated), or (iii) outright shares. Directors could also elect to receive the annual equity grant in the form of (i) DSUs that settle when the director terminates service, or (ii) DSUs that settle after one year (unless service is earlier terminated). These choices allow directors to engage in tax planning appropriate for their circumstances. Notwithstanding earlier settlement or receipt of shares, directors must hold all shares awarded or paid to them until termination of service from the Board.

On May 15, 2018, each then non-employee director received a DSU award of 1,770 shares of Common Stock. The number of DSUs awarded was determined by dividing \$190,000 by the fair market value of a share of Common Stock on the date of grant (rounded up to the next whole number) based on the closing price on the date of grant. For a non-employee director who becomes a member of the Board of Directors after the annual grant of deferred stock units, the award will be prorated based on the number of full months to be served until the next annual meeting of shareholders (\$15,833.33 per month) divided by the closing price of the Common Stock on the day of election to the



Board.

Non-employee directors are not eligible to participate in the Motorola Solutions Management Deferred Compensation Plan. Motorola Solutions does not have a non-equity incentive plan or pension plan for non-employee directors. Non-employee directors do not receive any additional fees for attendance at meetings of the Board or its committees, or for additional work done on behalf of the Board or a committee. The Company also reimburses its directors and, in certain circumstances, spouses who accompany directors, for travel, lodging and related expenses they incur in attending Board and committee meetings or other meetings as requested by Motorola Solutions. Mr. Brown, who was an employee during 2018, received no additional compensation for serving on the Board.

The following table further summarizes compensation paid to the non-employee directors during 2018.

Name (a)	Fees Earned or Paid in Cash (\$) <sup>(1)</sup> (b)	Stock Awards (\$) <sup>(2)(3)</sup> (c)	All Other Compensation (\$) (g)	Total (\$) (h)
<b>Kenneth D. Denman</b>	111,250	190,063		301,313
<b>Egon P. Durban</b>	0	290,339		290,339
<b>Clayton M. Jones</b>	110,000	190,063		300,063
<b>Judy C. Lewent</b>	125,000	190,063		315,063
<b>Gregory K. Mondre</b>	0	300,430		300,430
<b>Anne R. Pramaggiore</b>	60,000	250,299		310,299
<b>Samuel C. Scott III<sup>(4)</sup></b>	128,750	190,063		318,813
<b>Joseph M. Tucci</b>	100,000	190,063		290,063

(1) During 2018, directors could elect to receive all or a portion of their annual cash retainer or other cash fees in the form of (i) DSUs that settle when the director terminates service, (ii) DSUs that settle after one year (unless service is earlier terminated), or (iii) outright shares (in each case, rounded up to the next whole share). The amounts in column (b) are the portion of the annual cash retainer and any other fees the non-employee director has elected to receive in cash.

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(2) The non-employee directors received an annual grant of DSUs on May 15, 2018. With respect to the annual grant of equity, Messrs. Durban, Jones, Mondre, Scott, Tucci and Ms. Pramaggiore elected to receive DSUs that settle at termination of service, and Mr. Denman and Ms. Lewent elected to receive DSUs that settle at termination or after one year, whichever is earlier, and these amounts are included in column (c). All amounts in column (c) are the aggregate grant date fair value of DSUs computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, Compensation Stock Compensation (ASC Topic 718), including dividend equivalents, as applicable. The number of DSUs or shares of Common Stock received, including quarterly fees elected to be received in equity, and the fair value on each date of grant are as follows:

	March 30	May 15	June 29	September 28	December 31
	Common	Common	Common	Common	Common
	Stock/	Stock/	Stock/	Stock/	Stock/
	Deferred	Annual Grant of	Deferred	Deferred	Deferred
Directors	Stock Units	Deferred Stock Units	Stock Units	Stock Units	Stock Units
<b>Kenneth D. Denman</b>		1,770			
Fair Value		\$190,063			
<b>Egon P. Durban</b>	238	1,770	215	193	218
Fair Value	\$25,061	\$190,063	\$25,020	\$25,117	\$25,079
<b>Clayton M. Jones</b>		1,770			
Fair Value		\$190,063			
<b>Judy C. Lewent</b>		1,770			
Fair Value		\$190,063			
<b>Gregory K. Mondre</b>	262	1,770	237	212	240
Fair Value	\$27,589	\$190,063	\$27,580	\$27,590	\$27,610
<b>Anne R. Pramaggiore</b>	143	1,770	129	116	131
Fair Value	\$15,058	\$190,063	\$15,012	\$15,096	\$15,070
<b>Samuel C. Scott III</b>		1,770			
Fair Value		\$190,063			
<b>Joseph M. Tucci</b>		1,770			
Fair Value		\$190,063			

(3) The aggregate number of Motorola Solutions DSUs and Restricted Stock awards outstanding at December 31, 2018 includes accrued dividend equivalents or shares, is shown below:

Directors	Deferred Stock Units	Restricted Stock
<b>Kenneth D. Denman</b>	1,785	
<b>Egon P. Durban</b>	11,862	
<b>Clayton M. Jones</b>	8,719	
<b>Judy C. Lewent</b>	6,032	
<b>Gregory K. Mondre</b>	12,009	
<b>Anne R. Pramaggiore</b>	18,956	
<b>Samuel C. Scott III</b>	39,599	2,209
<b>Joseph M. Tucci</b>	4,124	

(4) Mr. Scott is not standing for reelection; his last day on the Board will be May 12, 2019.

#### **Director Stock Ownership Guidelines**

Our Board stock ownership guidelines provide that non-employee directors are expected to own Common Stock with a value equivalent to at least five times the annual cash retainer fee for directors within five years after the date of joining the Board. In addition, directors are required to hold all shares paid or awarded by the Company until their termination of service. For the purposes of these guidelines, Common Stock includes deferred stock units. As of December 31, 2018, all non-employee directors were in compliance with the stock ownership guidelines.

#### **DIRECTOR RETIREMENT PLAN AND INSURANCE COVERAGE**

In 1996, the Board terminated its director retirement plan and no current non-employee directors are entitled to receive retirement benefits. In 1998, Mr. Scott, the only current director with an interest in the plan, converted his accrued benefits in the retirement plan into shares of restricted Common Stock. He may not sell or transfer these shares and these shares are subject to repurchase by Motorola Solutions until he is no longer a member of the Board because: (1) he does not stand for re-election or is not re-elected, or (2) of his disability or death.

Non-employee directors are covered by insurance that provides accidental death and dismemberment coverage of \$500,000 per person. The spouse of each such director is also covered by such insurance when traveling with the director on business trips for the Company. The Company pays the premiums for such insurance. The total premiums for coverage of all such non-employee directors and their spouses during the year ended December 31, 2018 were \$1,253.

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**OUR COMPANY**

We are committed to sharing important information with you about:

**What the Company does**

**How it performed over the year**

**How it gets the best out of all of its people not just its executives and directors**

**How it extends its good corporate practices throughout its supply chain**

**How its maintenance of good community relationships helps protect its social license to operate**

**How its stewardship of the environment helps attract talent, maintain stakeholder support and demonstrate integrity**

**How its maintenance of extensive, integrated compliance and control functions helps it manage expected and unexpected risks and survive difficult years as well as strong ones**

**WHO WE ARE**

Motorola Solutions is a leading global provider of mission-critical communications serving more than 100,000 customers in over 100 countries. We have a rich heritage of innovation spanning more than 90 years that continues to be driven by our more than 16,000 global employees. We are committed to running our business ethically, responsibly and as a good corporate citizen to the communities in which we live and serve. All of this together helped us deliver 30% in total shareholder return in 2018. We invest in our people and policies to ensure they are each individually dedicated to maintaining these commitments.

**OUR LEADERSHIP TEAM**

Our Chief Executive Officer's team, the management Executive Committee ( EC ), is comprised of the following six individuals:

**GINO  
BONANOTTE**

**Mr. Bonanotte** is Executive Vice President and Chief Financial Officer of Motorola Solutions. He leads the Company's global finance organization as well as information technology, supply

chain operations, procurement and business development. He joined Motorola in 1988 and has held a number of key global financial leadership positions in his 30 years with the company, including corporate financial planning, supply chain, strategy and market business development, mergers and acquisitions, and joint ventures. Mr. Bonanotte serves as president and treasurer and is on the board of directors of the Motorola Solutions Foundation. He is also a member of the President's Council at the Museum of Science and Industry in Chicago.

**Executive Vice  
President and  
Chief Financial  
Officer**

**Previous Experience**

Corporate Vice President at Motorola Solutions, responsible for financial operations of the sales and product operations organizations

**Joined Motorola**

**Solutions: 1988**

**Education**

Mr. Bonanotte graduated with a bachelor's degree in business from Northern Illinois University and a master's degree in business administration from the University of Chicago's Booth School of Business

**Age: 54**

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**MARK HACKER**

**Mr. Hacker** is Executive Vice President, General Counsel & Chief Administrative Officer of Motorola Solutions. He leads the Company’s legal, government affairs and human resources teams. Mr. Hacker is a member of both the Illinois and Pennsylvania state bars, has been a certified public accountant, and is an adjunct professor at Northwestern University School of Law. Mr. Hacker is on the board of directors of Business Executives for National Security, Skills for Chicagoland’s Future, St. Rita of Cascia High School in Chicago and the 100 Club of Chicago. He is also a member of the President’s Advisory Council of Villanova University.

**Executive Vice President, General Counsel and Chief Administrative Officer**

**Previous Experience**

Senior Vice President and General Counsel, Motorola Solutions, overseeing legal, government affairs, global marketing, communications and the Motorola Solutions Foundation; Corporate Finance Associate, Buchanan Ingersoll & Rooney; Accountant, Arthur Andersen

**Joined Motorola Solutions: 2001**

**Age: 47**

**Education**

Mr. Hacker earned a bachelor’s degree in accountancy from Villanova University and a law degree from Villanova University School of Law

**KELLY MARK**

**Mr. Mark** is Executive Vice President, Services & Software, for Motorola Solutions. He is responsible for the Company’s services and software business, which includes recurring revenue solutions in managed and support services, public safety and enterprise command center software solutions and unified communications applications. Mr. Mark is also the Company’s executive sponsor for FIRST Robotics, which provides students with hands-on experiences building robots as they learn skills in science, technology, engineering and math (STEM).

**Executive Vice President, Services and Software**

**Previous Experience**

Senior Vice President, Managed and Support Services, Motorola Solutions, overseeing services strategy, offer design and delivery worldwide

**Joined Motorola**

**Solutions:** 1999

**Age:** 47

### **Education**

Mr. Mark earned a bachelor's degree in business from the University of Illinois and a master's degree in business administration from Harvard Business School

**JACK MOLLOY**

**Mr. Molloy** is Executive Vice President of Products & Sales for Motorola Solutions. He leads the Company's worldwide sales organization and the product development of land mobile radio systems, devices, and video and analytics solutions. Mr. Molloy serves on the SBI Advisory Board and the board of trustees for The Field Museum in Chicago.

### **Previous Experience**

**Executive Vice  
President,  
Products and  
Sales**

Executive Vice President, Worldwide Sales & Services, Motorola Solutions, overseeing global sales, systems integration and managed and support services

**Joined Motorola**

**Solutions:** 1994

**Age:** 47

### **Education**

Mr. Molloy earned a bachelor's degree in marketing from Northern Illinois University and a master's degree in business administration from Loyola University

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**RAJAN NAIK**

**Mr. Naik** is Senior Vice President, Chief Strategy & Innovation Officer, for Motorola Solutions. He is responsible for the corporate strategy organization, chief technology office, venture capital portfolio and competitive and market intelligence. Mr. Naik serves on the board of directors for CSG International.

**Senior Vice President, Chief Strategy and Innovation Officer**

**Previous Experience**

**Joined Motorola Solutions: 2015**

Senior Vice President and Chief Strategy Officer, Advanced Micro Devices; Partner, Technology/Media/Telecom, McKinsey & Company

**Age: 47**

**Education**

Mr. Naik earned a bachelor's degree in engineering from Cornell University and a doctorate in engineering from the Massachusetts Institute of Technology

**CYNTHIA YAZDI**

**Ms. Yazdi** is Senior Vice President and Chief of Staff for the Chairman and CEO of Motorola Solutions. She also leads worldwide marketing and communications for the Company, as well as the Motorola Solutions Foundation. Ms. Yazdi serves on the board of trustees of the Peggy Notebaert Nature Museum in Chicago and is president of the Young Professionals Group at Motorola Solutions.

**Senior Vice President, Chief of Staff, Marketing & Communications and Motorola Solutions Foundation**

**Previous Experience**

Has held a variety of leadership positions in strategy and operations roles during her 18-year career with the Company; most recently, she led product and business operations for the Asia Pacific and Middle East regions

**Joined Motorola**

**Education**



**Solutions:** 2000

**Age:** 54

Ms. Yazdi earned a bachelor's degree in civil engineering from Concordia University

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**OUR INCLUSIVE GLOBAL TEAM**

Our more than 16,000 employees work every day to fulfill our mission of being our customers' lifeline. We strive to create a culture where every employee experiences engaging work, effective collaboration and is rewarded for their contributions. To build this culture, we have in place a range of programs that ensure all our employees share in the value created for our shareholders and customers. We regularly win awards for being a good place to work and get top marks from the leading Environmental, Social and Governance (ESG) scorecards.

We provide a bonus program for every employee that is funded by the same financial performance outcomes as those we use to reward our CEO and his leadership team. As with our executive team, our employees have an opportunity to be paid individually based on performance.

We provide a stock purchase plan that allows our employees to hold a stake in the Company.

We provide comprehensive and competitive benefits in every geography where we operate including non-financial benefits such as flexible work options and professional development.

Further information on our compensation programs and benefits is provided in Compensation Discussion and Analysis.

We have a strong commitment to inclusion and diversity that includes corporate sponsorship of several councils including:

Women's Council, Multicultural Business Council, LGBTQA Council, People with Disabilities and Allies Council, Veterans Business Council.

In 2018, over 100 human resources professionals and hiring managers received several hours of specialized training on how to remove unconscious bias from the hiring process.

**OUR COMMITMENT TO COMMUNITY**

Motorola Solutions is committed to the communities where we live and work. More than 4,600 employees around the world contributed 39,000 hours of volunteer time to their communities last year, serving as mentors, tutors, firefighters, science fair judges and more.

In 2018, Motorola Solutions Foundation grants in 38 countries supported 2.5 million students, teachers, first responders and community members with science, technology, engineering and math education as well as public safety programs and disaster relief.

Our commitment to positive social impact, constructive corporate governance, managing environmental and social responsibilities, and community engagement has been recognized by a number of third parties with notable sustainability credentials.

We have been included in the prestigious Dow Jones Sustainability Index (DJSI) for North America, the FTSE4Good Index, and ranked #9 on Barron's list of Top 100 Sustainable Companies.

ISS has awarded us the highest possible score for our environmental and social programs.

Sustainalytics gives us an overall outperform on ESG metrics.

Points of Light has recognized us as one of the Civic 50 – the 50 most community-minded companies in the United States.

Bloomberg lists us on its Gender Equality Index – an index for companies that are committed to transparency in reporting the gender equality in their companies.

MSCI gives us good second quartile ratings for human capital development, supply chain labor standards, corporate governance and sourcing of materials.

## **OUR COMMITMENT TO THE ENVIRONMENT**

As a mission-critical communications and telecommunications equipment provider, we have a unique operating footprint within our sector, and limited exposure to environmental risks and opportunities. However, we are always looking for ways to run our operations more sustainably, and from 2016 to 2017 our comprehensive environmental policies and management systems drove the following savings:

Energy use reduced by 19%

Water use reduced by 25%

CO2 emissions reduced by 20%

Waste production reduced by 29%

Electronic waste collection for recycling increased by 22%

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**OUR COMPLIANCE AND CONTROL**

We recognize that it is important for a company to have programs in place to handle the unexpected. Since we are a company that helps create safer communities, we strongly believe in having policies that mitigate risks when something goes wrong.

We consider ourselves to be leaders in this space and we have a number of critical policies that ensure we do business the right way. Some of them include:

Our Board of Directors Code of Conduct

Our Code of Business Conduct

Our Supplier Code of Conduct

Ethics and Compliance Training

Anti-Bribery Training

Anti-Harassment Training

Whistleblower Protection Policy

Anti-Human Trafficking Compliance Plan

**OUR CODE OF BUSINESS CONDUCT**

Our Code of Business Conduct is a snapshot of the legal and policy requirements we follow at Motorola Solutions as part of our commitment to always act lawfully and ethically. We work each day with a purpose: to help people be their best in the moments that matter. Achieving this purpose necessitates an unwavering commitment to integrity and doing business the right way.

Some highlights of our Code of Business Conduct include the following best practices:

Our Audit Committee oversees ethics issues

Our Supplier Code of Conduct requires suppliers and partners to extend our Supplier Code of Conduct to their employees and sub-contractors

We routinely conduct internal audits on ethical standards

We have a robust Whistleblower Protection Policy with extensive protections

#### **OUR RESPONSIBLE SUPPLY CHAIN**

We are an active Responsible Business Alliance (RBA) member, supporting the well-being of workers in the global electronics supply chain. Our comprehensive Supplier Code of Conduct and Anti-Human Trafficking Compliance Plan, includes:

Regular independent social and environmental risk management audits

Separate independent audits of higher risk suppliers, with report sharing via the RBA

We conducted 156 supplier assessments in 2018, including suppliers representing 81% of supply chain spend, based on current reporting standards.

For more information on our commitment to corporate responsibility please see our most recent corporate responsibility report at

[https://www.motorolasolutions.com/en\\_us/about/company-overview/corporate-responsibility.html](https://www.motorolasolutions.com/en_us/about/company-overview/corporate-responsibility.html). Our 2018 report will be published during the summer of 2019.

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**PROPOSAL NO. 2 RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2019**

The Audit Committee of the Board has appointed PricewaterhouseCoopers LLP ( PwC ) as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019, following a competitive proposal process involving multiple firms. We are asking our shareholders to ratify the appointment of PwC as our independent registered public accounting firm. Although ratification is not required by our Bylaws or otherwise, the Board is submitting the appointment of PwC to our shareholders for ratification as a matter of good corporate governance.

Representatives of PwC are expected to be present at the Annual Meeting and will have the opportunity to make a statement if they desire to do so and will have the opportunity to respond to appropriate questions from shareholders. In the event shareholders do not ratify the appointment, the appointment will be reconsidered by the Audit Committee and the Board. Even if the appointment is ratified, the Audit Committee in its discretion may select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and our shareholders.

KPMG LLP ( KPMG ) was the Company's independent registered public accounting firm for the fiscal years ending December 31, 2018 and December 31, 2017. Representatives of KPMG are not expected to be present at the Annual Meeting. Services provided to the Company and its subsidiaries by KPMG in fiscal years 2017 and 2018 are described under Audit Committee Matters Independent Registered Public Accounting Firm Fees.

**Former Independent Registered Public Accounting Firm**

The Company dismissed KPMG as its independent registered public accounting firm effective upon the issuance by KPMG of their reports on the consolidated financial statements as of and for the year ended December 31, 2018 and the effectiveness of internal control over financial reporting as of December 31, 2018 included in the filing of the 2018 Form 10-K.

The audit reports of KPMG on the Company's consolidated financial statements for the fiscal years ended December 31, 2018 and December 31, 2017 contained no adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principle.

During the Company's fiscal years ended December 31, 2018 and December 31, 2017, (i) there were no disagreements (as defined in Item 304(a)(1)(iv) of Regulation S-K) with KPMG on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of KPMG, would have caused KPMG to make reference thereto in their reports on the consolidated financial statements for such years; and (ii) there were no reportable events (as defined in Item 304(a)(1)(v) of Regulation S-K).

In accordance with Item 304(a)(3) of Regulation S-K, the Company provided KPMG with a copy of its Current Report on Form 8-K and requested that KPMG furnish it with a letter addressed to the SEC stating whether it agrees with the statements made by the Company herein and if not, stating the respects in which it does not agree. A copy of KPMG's letter dated May 17, 2018, is filed as Exhibit 16.1 to the Company's Current Report on Form 8-K filed with the SEC on May 17, 2018.

**New Independent Registered Public Accounting Firm**

On May 14, 2018, the Audit Committee appointed PwC as its new independent registered public accounting firm, contingent upon completion of PwC's acceptance procedures. PwC's appointment will be for the Company's fiscal year ending December 31, 2019, and related interim periods.

During the Company's two most recent fiscal years ended December 31, 2018 and December 31, 2017, neither the Company nor anyone on its behalf consulted PwC regarding (i) the application of accounting principles to a specified transaction, either completed or proposed; or on the type of audit opinion that might be rendered on the consolidated financial statements of the Company, and neither a written report nor oral advice was provided to the Company that PwC concluded was an important factor considered by the Company in reaching a decision as to the accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a disagreement as defined in Item 304(a)(1)(iv) of Regulation S-K or a reportable event as described in Item 304(a)(1)(v) of Regulation S-K.

## **RECOMMENDATION OF THE BOARD**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE **FOR** RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2019. UNLESS OTHERWISE INDICATED ON YOUR PROXY, YOUR SHARES WILL BE VOTED **FOR** THE RATIFICATION OF PRICEWATERHOUSECOOPERS LLP.**

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**OUR PAY**

**PROPOSAL NO. 3 ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION**

In accordance with Section 14A of the Securities Exchange Act of 1934 ( Exchange Act ), we are providing our shareholders with the opportunity to vote to approve, on a non-binding, advisory basis, the compensation of our Named Executive Officers ( NEOs ) as disclosed in this Proxy Statement. The Board has adopted a policy providing for annual say-on-pay advisory votes. Although the vote is non-binding, the Board and Compensation and Leadership Committee will review and consider the outcome of the vote when considering future executive compensation arrangements. In deciding how to vote on this proposal, the Board encourages you to read the Compensation Discussion and Analysis, below, for a detailed description of our executive compensation philosophy and programs. In particular, you should consider the following factors, which are more fully discussed in the Compensation Discussion and Analysis:

We actively engage our shareholders on their views and consider this input when designing our executive compensation programs.

Our programs are designed to pay for performance, so a majority of the NEOs' total compensation is based on the performance of the Company and 100% of their long-term incentives are performance-based.

Our executive compensation program incorporates many leading practices to ensure ongoing good governance, including a clawback policy, anti-hedging and anti-pledging, stock ownership guidelines and no excise tax gross-ups.

For the reasons discussed above, the Board unanimously recommends that shareholders vote in favor of the following resolution:

Resolved, that the shareholders approve, on an advisory basis, the compensation of the named executive officers, as described in the Compensation Discussion and Analysis, the 2018 Summary Compensation Table and other related tables and disclosures in this Proxy Statement.

**RECOMMENDATION OF THE BOARD**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION. UNLESS OTHERWISE INDICATED ON YOUR PROXY, YOUR SHARES WILL BE VOTED FOR THE ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.**



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**LETTER TO SHAREHOLDERS FROM COMPENSATION AND LEADERSHIP COMMITTEE CHAIR**

Thank you for your interest in, and support of, Motorola Solutions. As part of our efforts to respond to shareholder requests for more context and insight regarding the Compensation and Leadership Committee's compensation decisions, we have, for the first time, added a "Paying for Performance" section in the Executive Summary to emphasize the link between our strong performance and incentive payouts. Additionally, we highlight our responses to your feedback throughout the Compensation Discussion and Analysis.

Our engagement with shareholders during last year's proxy season, and as a follow-on to the 2018 Say on Pay vote, resulted in changes to the Company's compensation program. Specifically, we have added more disclosure and structure around our Committee's ability to exercise informed discretion as it relates to assessment of performance results, eliminated cash from the CEO's long-term incentive awards and will reduce the portion of awards settled in cash for other NEOs beginning next year. We have increased the Committee's ability to use discretion in the event of negative share price trends and increased our CEO's equity holding requirements. Each of these changes was a response to shareholder input.

We believe the Company's compensation program is performing as it should to incent efforts consistent with driving increasing levels of shareholder value and enhancing retention of key talent. We believe the best proof of this is the high quality of the management team that has emerged and in the results we've seen over the four-year period since the program was introduced. Motorola Solutions' total shareholder return significantly outperformed the S&P 500 in 2018, 30% compared to -4%, and over the past three years, 79% compared to 30%.

Sincerely,

*Anne Pramaggiore*

Compensation and Leadership Committee Chair

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**Table of Contents****SAY ON PAY VOTE RESULTS AND SHAREHOLDER ENGAGEMENT****HISTORICAL SAY ON PAY RESULTS**

The Compensation and Leadership Committee (the Committee) strives to ensure our executive compensation program aligns with the interests of our shareholders and adheres to our pay-for-performance philosophy. Our executive compensation program, in place since 2015, has historically received very strong shareholder support (averaging over 96% approval from 2015 to 2017). With 2018's unusually low level of approval (69% shareholder support for our Say on Pay (SOP) vote) we have taken concrete steps to understand and respond to our shareholders' concerns.

PROXY	2015	2016	2017	2018
SOP RESULT	97.4%	96.4%	95.6%	69.1%

**2018 SHAREHOLDER ENGAGEMENT**

Consistent with prior years, our shareholder engagement process in 2018 was multifaceted and continuous. Our efforts include monitoring trends, seeking expert input on pay practices and corporate governance, and engaging investors and shareholder groups on pay topics. We conduct targeted outreach efforts twice a year with shareholders, institutional investors and proxy advisory firms.

Our shareholders' perspective is a critical input considered by the Committee for determining executive compensation. Given our lower SOP result, we enhanced our outreach efforts in 2018 to include:

**Spring:** expanded outreach to more shareholders and included Committee Chair participation in the engagement process

**Fall:** focused outreach to solicit specific feedback from shareholders who voted **against** our SOP

**SUMMARY OF BOARD RESPONSIVENESS**

Overall, feedback from our shareholders was positive, recognizing the strength of our management team and their continued support of our performance-based programs. However, our shareholders also provided consistent feedback on how to improve aspects of our CEO’s pay program and specific incentive program features.

CATEGORY	THEMES WE HEARD FROM SHAREHOLDERS	BOARD RESPONSE
<p><b>CEO PAY</b></p>	<p>CEO pay mix is heavy in cash</p> <p>Individual Performance Factor ( IPF ) determination for the Executive Officer</p> <p>Short Term Incentive Plan ( STIP ) needs additional rationale</p>	<p>Eliminated cash from CEO long-term incentives;</p> <p>paying 2016-2018 Long Range Incentive Plan ( LRIP ), and all future cycles, in stock</p> <p>to provide continued alignment with shareholders after payment</p> <p>To further reinforce alignment with shareholders,</p> <p>increased CEO stock ownership requirement from 6x to 10x base salary</p> <p>Disclosed CEO goals and achievement level as reviewed by the Board throughout 2018</p>
	<p>Committee has limited discretion to</p>	

<p><b>SPECIFIC INCENTIVE PROGRAM FEATURES</b></p>	<p>reduce payouts when total shareholder return ( TSR ) is negative</p>	<p>Removed the 25% cap on the Committee s ability to reduce a payout under the LRIP and performance options ( POs ) if TSR is negative providing the Committee full flexibility to adjust the payout</p>
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**EXECUTIVE SUMMARY**

**NAMED EXECUTIVE OFFICERS**

Our Compensation Discussion and Analysis (the CD&A ) describes the Company s executive compensation philosophy and programs, which are governed by the Committee. The CD&A includes 2018 total compensation for our active Named Executive Officers ( NEOs ) who are listed below, as well as Bruce Brda, former Executive Vice President.

**GREGORY Q. BROWN**

Chairman and Chief Executive Officer

**MARK S. HACKER**

Executive Vice President, General Counsel and Chief Administrative Officer

**GINO A. BONANOTTE**

Executive Vice President and Chief Financial Officer

**KELLY S. MARK**

Executive Vice President, Services & Software

**JOHN P. MOLLOY**

Executive Vice President, Products & Sales

**OUR BUSINESS**

We are a leading global provider of mission-critical communications. Our technology platforms in communications, software, video, and services make cities safer and help communities and businesses thrive. We are ushering in a new era in public safety and security. Public safety and commercial customers, globally, depend on our solutions to keep them connected, from everyday activity to extreme moments. We serve more than 100,000 customers in more than 100 countries and have a rich heritage of innovation spanning more than 90 years.

**KEY SOLUTIONS**

Land Mobile Radio (LMR)	Public Safety LTE	Services	Video Solutions & Analytics	Public Safety Command Center
<b>\$7.3 BILLION</b> in annual sales (2018)	<b>16,000+ EMPLOYEES</b> in 60 countries	<b>5,300+ PATENTS</b> granted		<b>HEADQUARTERS</b> 500 West Monroe Street Chicago, IL USA
<b>\$637 MILLION</b> in R&D spending (2018)	<b>100,000+ CUSTOMERS</b> in over 100 countries	<b>13,000 NETWORKS</b> across the globe		<b>CHAIRMAN &amp; CEO</b> Greg Brown

We have historically had a strong presence in the first two key solutions LMR and public safety LTE. We are extending our leadership in mission-critical solutions by expanding our services and software businesses through strategic investments and acquisitions, positioning us for access to new addressable markets. This expansion strategy was also a key driver behind redesigning our current executive compensation program in 2015, which incorporated a renewed focus on increasing total shareholder return through our Company's transformation.



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**COMPANY PERFORMANCE**

Our TSR significantly outperformed the S&P 500 in 2018, 30% compared to -4%, and over the past three years, 79% compared to 30%. Additionally, 2018 was another record year for other key financial metrics.

**Record Results**

2018 was a **record year** for:

**Revenue** (including increased recurring revenue)

**Ending Backlog**

**Non-GAAP Operating Earnings** ( non-GAAP  
OE ) short-term incentive plan metric

**Non-GAAP Earnings Per Share** ( non-GAAP EPS )

**Adjusted Free Cash Flow** ( adjusted FCF ) short-term  
incentive plan metric

When making compensation decisions, the Committee considers specific accomplishments in 2018, as well as how those accomplishments position us to execute against our growth and expansion strategy.

## **PAYING FOR PERFORMANCE**

### **CEO Framework**

Individual performance objectives for Mr. Brown are established collaboratively with the Board and progress is reviewed throughout the year. When determining Mr. Brown's earned incentives and annual target compensation opportunities, the Board evaluates performance against four main categories.

Annual Financial Goals revenue, earnings per share and dividends

Annual Operational/Non-Financial Goals backlog, customer experience and key litigation

Long-Term Strategic Initiatives expansion of product and service offerings, more integrated solutions and acquisitions

People organizational optimization, talent development and succession planning

Specific accomplishments considered for 2018 with respect to these categories are listed in the CEO Individual Performance section.

In recognition of the dynamic and broad-based range of Mr. Brown's responsibilities, we do not assign a specific weight to each category. The individual performance categories do, however, reflect the Committee's perspective that both current year results, as well as the quality of the foundation laid for future growth, are equally worthy of consideration. Additionally, the Committee reviews the momentum of the business multiple year trajectory of key metrics when reviewing Mr. Brown's performance. As a result, for example, the Committee looks at annual revenue and earnings growth as well as multi-year trends of these metrics, while also focusing on the Company's execution of pivotal acquisitions and the attraction of critical talent to the Company's growth areas.

**Table of Contents****Short-Term Incentive Plan Results**

The STIP provides annual cash incentives to executives based on a combination of objective Company-wide financial performance targets and unique individual executive performance goals. Given the broad range of strategic activities necessary to execute the major transformation of our business, the Company performance factor is multiplied by an IPF to reward our executives for accomplishments beyond strong financial results.

**Company-Wide Financial Performance**

In 2018, we exceeded our operating plan for both non-GAAP OE and adjusted FCF, resulting in a Company performance factor of 1.09. The performance targets were set to incent 10% improvement in non-GAAP OE and 19% improvement in adjusted FCF.

COMPANY	COMPANY				COMPANY	MEASURE	WEIGHTED
PERFORMANCE	MINIMUM	TARGET	MAXIMUM	2018	PERFORMANCE	WEIGHT	RESULT
MEASURE				RESULT	FACTOR		
Non-GAAP OE <sup>1</sup> (in millions)	\$1,449	\$1,705	\$1,961	\$1,740	1.02	65%	0.66
Adjusted FCF <sup>2</sup> (in millions)	\$919	\$1,225	\$1,470	\$1,378	1.22	35%	0.43
<b>TOTAL</b>							<b>1.09</b>

<sup>1</sup> Non-GAAP OE is our reported GAAP Operating Earnings excluding share-based compensation expense, reorganization of business charges, intangibles amortization expense, environmental reserve expense, acquisition-related transaction fees, asset impairment, Avigilon purchase accounting adjustment, and loss on legal settlements.

<sup>2</sup> Adjusted FCF is defined as net cash provided by operating activities less capital expenditures, but includes the \$500 million voluntary debt-funded pension contribution in Q1 2018.

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**CEO Individual Performance**

The Committee uses the IPF in the STIP to capture key qualitative and quantitative objectives important to the execution of annual contributions to our long-term strategies. Mr. Brown's IPF incorporates both his individual accomplishments and his role in supporting the accomplishments of his leadership team, for which he is accountable.

Mr. Brown's 2018 IPF of 1.40 was derived from his accomplishments under the CEO framework. Highlights from his accomplishments in each category are provided in the table below.

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**2018 ACCOMPLISHMENT HIGHLIGHTS**

Financial performance exceeded plan in all key metrics

Revenue increased 15% to \$7.3 billion, another Company record following a record in 2017

Achieved 6% organic revenue growth<sup>1</sup> which exceeded our plan

Non-GAAP OE increased 16%, resulting in another Company record following a record in 2017

**ANNUAL FINANCIAL GOALS**

Non-GAAP EPS increased 31%, resulting in another Company record following a record in 2017

Executed total shareholder return that significantly outperformed the S&P 500 in 2018 (30% compared to -4%)

<sup>1</sup> Defined as net sales calculated under GAAP excluding net sales from acquired business owned for less than four full quarters and the effects of implementing ASC 606.

Backlog increased 10% to \$10.6 billion, another Company record following a record in 2017

Won critical litigation against a key competitor

ANNUAL  
OPERATIONAL/NON-FINANCIAL  
GOALS

Notable land mobile radio (LMR) wins included a services contract with Maricopa County and a significant P25 system upgrade in Northern Africa

Notable win from Chesterfield County in Virginia to upgrade computer-aided dispatch and records management solution as part of our command center platform

Acquired Avigilon, our breakthrough acquisition into video solutions and analytics, and exceeded Avigilon first year revenue plan

Acquired Plant Holdings, adding Next-Gen 911 software and solutions

LONG-TERM

Signed agreement to acquire VaaS, adding key analytics to our command center platform

STRATEGIC INITIATIVES

Secured \$1.1B Airwave network extension through end of 2022

Notable multi-year command center wins highlighting the benefits of our software suite, included a services agreement for a command center upgrade in Asia, a contract to provide Next-Gen 911 core services in Canada and an award from the City of Las Vegas for our CommandCentral Vault digital evidence solution

PEOPLE

Continued talent refresh, hiring 3,700 new employees in 2018

Named a new Chief Technology Officer with market leading video analytics expertise, joining us from Avigilon

Hired an experienced product leader for Next-Gen 911, a critical growth area

Consolidated executive team responsibilities for stronger execution:

- Mr. Bonanotte added procurement
  
- Mr. Molloy added Avigilon and product development
  
- Mr. Hacker added patent operations
  
- Mr. Mark added software enterprise business

In sum, the Committee has determined that Mr. Brown's performance warrants application of a 1.40 IPF. The 2018 financial performance set records for many metrics, for the second year in a row. Revenue, backlog, stock price appreciation and TSR were double digit increases. The pivotal Avigilon acquisition, set in motion in 2017 and closed in 2018, exceeded plan and expanded the Company's reach into video solutions and analytics. The contemplated VaaS acquisition further enhanced our video analytics and capabilities of our command center software suite. These results, as well as key talent acquisitions and reconfiguration of executive team responsibilities have given the Company not only its best year on record, but in the Committee's view, positioned the Company for future growth.

**Table of Contents****Other NEO Individual Performance**

Other NEO individual performance objectives coalesce with Mr. Brown's objectives, as set by the Board. Mr. Brown evaluated the other NEOs' individual performance based primarily, but not exclusively, on the same categories in the CEO framework and made the following recommendations which were approved by the Committee.

The below table includes highlights from each NEO's many accomplishments that contributed to the Company's success in 2018. For the purposes of this table, accomplishments have been ascribed to a specific category, though many of them impact multiple categories.

NEO	IPF	ANNUAL FINANCIAL AND OPERATIONAL GOALS	LONG-TERM STRATEGIC INITIATIVES	PEOPLE
<b>BONANOTTE</b>	1.40	<p>Executed shareholder return of \$638M</p> <p>Implemented segment reporting to provide greater visibility to core business and recurring revenue growth areas while optimizing domestic tax process for the Tax Cuts and Jobs Act and implementing ASC 606</p> <p>Achieved \$502M in cash repatriations from overseas entities with minimal friction costs</p> <p>Drove inventory to record turns</p> <p>Led process to change audit firm</p>	<p>Led business development efforts for \$1.2B in acquisitions, including structuring financing plan for Avigilon acquisition</p> <p>Completed tax efficient, voluntary, debt-funded contribution to U.S. pension plan, delaying mandatory contributions for several years</p> <p>Launched our first unified digital customer experience, including a digital catalog enabling an e-commerce experience for U.S. customers</p>	<p>Reorganized team to integrate procurement with supply chain</p> <p>Rotated several leadership roles as part of succession planning and talent development</p>

<b>MOLLOY</b>	1.40	<p>Grew revenue 15%</p> <p>Exceeded business plan for Avigilon</p> <p>Achieved record year for devices sales</p> <p>Reduced cost of goods sold in all regions, saving \$37M</p> <p>Increased ending backlog 10%</p>	<p>Led integration of Avigilon and implemented video analytics strategy for public safety</p> <p>Executed our global offensive litigation strategy to protect our innovation and defend our intellectual property rights, including achieving key litigation wins against Hytera in the U.S. and Germany</p> <p>Successfully advocated for legislative and regulatory outcomes that supported public safety and law enforcement at the federal, state and local levels</p> <p>Implemented improved and cost-effective U.S. healthcare model</p>	<p>Reorganized team to integrate product development organization</p> <p>Restructured North America and EMEA channel sales team</p> <p>Led executive committee talent management initiatives, resulting in executive rotations and increased investments in high-potential employees</p> <p>Revamped internship program, resulting in Top 100 Internship Program award</p>
<b>HACKER</b>	1.40	<p>Led victories and favorable settlements in long-standing litigations</p> <p>Supported the completion of key strategic acquisitions and venture capital investments</p> <p>Modified annual incentive plan to drive greater differentiation of employee rewards</p> <p>Implemented improved and cost-effective U.S. healthcare model</p>	<p>Executed our global offensive litigation strategy to protect our innovation and defend our intellectual property rights, including achieving key litigation wins against Hytera in the U.S. and Germany</p> <p>Successfully advocated for legislative and regulatory outcomes that supported public safety and law enforcement at the federal, state and local levels</p>	<p>Led executive committee talent management initiatives, resulting in executive rotations and increased investments in high-potential employees</p> <p>Revamped internship program, resulting in Top 100 Internship Program award</p>



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NEO	IPF	ANNUAL FINANCIAL AND OPERATIONAL GOALS	LONG-TERM STRATEGIC INITIATIVES	PEOPLE
<b>MARK</b>	1.40	Grew Services & Software revenue 20% with growth in all regions	Led efforts to secure three-year, \$1.1B Airwave network extension through the end of 2022	Integrated software business with services team
		Improved year-over-year Services & Software gross margins and operating margins	Restructured software business to streamline development of unified and integrated command center platform	Hired key senior software talent
			Launched key initiatives to develop cloud and as-a-service offerings	
<b>BRDA</b>	1.00	Delivered several new LMR devices, including the all-band mobile radio APX 8500	Launched development of command center platform	Refreshed talent, adding approximately 100 outside hires in development engineering and product management

**2018 NEO Short-Term Incentive Payouts**

As detailed earlier, the Committee assessed and determined Mr. Brown and the other NEOs largely exceeded their qualitative and quantitative individual performance objectives. To recognize and reward these achievements, the Committee has approved the following individual performance and total STIP payouts.

NEO	COMPANY		INDIVIDUAL			
	ELIGIBLE EARNINGS	STIP TARGET (%)	PERFORMANCE FACTOR	PERFORMANCE FACTOR	STIP AWARD (\$)	AWARD AS % OF TARGET

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<b>BROWN</b>	\$ 1,250,000	175%	1.09	1.40	\$3,338,125	153%
<b>BONANOTTE</b>	\$ 677,231	95%	1.09	1.40	\$ 981,782	153%
<b>MOLLOY</b>	\$ 629,346	95%	1.09	1.40	\$ 912,363	153%
<b>HACKER</b>	\$ 581,308	95%	1.09	1.40	\$ 842,722	153%
<b>MARK<sup>1</sup></b>	\$ 437,519	82%	1.09	1.40	\$ 546,836	153%
<b>BRDA<sup>2</sup></b>	\$ 597,231	95%	1.09	1.00	\$ 618,432	109%

<sup>1</sup> Mr. Mark's target incentive is based on prorated amounts due to his promotion to Executive Vice President on August 28, 2018

<sup>2</sup> Mr. Brda announced his retirement on August 28, 2018

Table of Contents**Long-Term Incentive Plan Results**

Our long-term incentive program ( LTI ) is 100 percent performance-based and provides awards that are earned based on either relative TSR or change in absolute stock price. Our plan not only rewards long-term stock price performance, but also ensures that our TSR outperforms the median of the S&P 500 in order to receive a target payout.

**Long Range Incentive Plan and Performance Options**

The 2016-2018 LRIP and POs granted in 2016 were earned based on TSR relative to the S&P 500 over the three-year performance period. **MSI s three-year cumulative TSR performance of 89.8% resulted in a 90<sup>th</sup> percentile rank versus S&P 500 companies, with awards earned at 250% of target.** TSR calculation is defined in the 2018 Annual Compensation Elements section.

2016-2018 LRIP		POs
		(\$71.22 exercise price)
<b>RELATIVE TSR PAYOUT SCALE (S&amp;P 500)</b>		
PERCENTILE RANK	PAYOUT	TSR
<b>MSI (90<sup>th</sup> Percentile)</b>	<b>250%</b>	<b>89.8%</b>
90 <sup>th</sup> - 100 <sup>th</sup> Percentile	250%	88.8%
80 <sup>th</sup> - 89.99 <sup>th</sup> Percentile	200%	69.4%
70 <sup>th</sup> - 79.99 <sup>th</sup> Percentile	175%	53.6%
60 <sup>th</sup> - 69.99 <sup>th</sup> Percentile	150%	42.7%
55 <sup>th</sup> - 59.99 <sup>th</sup> Percentile	110%	37.8%
50 <sup>th</sup> - 54.99 <sup>th</sup> Percentile	90%	31.3%

45 <sup>th</sup> - 49.99 <sup>th</sup> Percentile	80%	27.0%
35 <sup>th</sup> - 44.99 <sup>th</sup> Percentile	50%	13.0%
30 <sup>th</sup> - 34.99 <sup>th</sup> Percentile	30%	9.6%
<30 <sup>th</sup> Percentile	0%	

### Market Stock Units

One-third of the market stock units ( MSUs ) granted in 2015, 2016 and 2017 were earned in 2018 based on absolute stock price appreciation. **These awards were earned at 154%, 154% and 133% of target, with corresponding stock price appreciation.**

Grant Date: March 9, 2015 3 <sup>rd</sup> of 3 Tranches Earned	Grant Date: March 10, 2016 2 <sup>nd</sup> of 3 Tranches Earned	Grant Date: March 9, 2017 1 <sup>st</sup> of 3 Tranches Earned
Beginning stock price: \$68.49 Ending stock price: \$105.33	Beginning stock price: \$68.50 Ending stock price: \$105.33	Beginning stock price: \$79.35 Ending stock price: \$105.33
<b>PAYOUT = 154% OF TARGET</b>	<b>PAYOUT = 154% OF TARGET</b>	<b>PAYOUT = 133% OF TARGET</b>

### EVOLUTION OF OUR CEO'S PAY PROGRAM

This section outlines Mr. Brown's compensation since Motorola Solutions became a publicly traded company in January 2011. Additional detail for each component of pay, including changes from 2017 to 2018, and the corresponding rationale, can be found in the 2018 Annual Compensation Elements section.

## **2011-2018 CEO Compensation**

The Committee reviews Mr. Brown's compensation in an effort to deliver a competitive, but responsible, target compensation package. Throughout Mr. Brown's 11 years as CEO, the Committee has exercised their discretion to both increase and decrease Mr. Brown's target compensation, as they have deemed appropriate.

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Since 2011, the Committee has decreased Mr. Brown's short-term cash compensation and increased his long-term compensation and provided a net increase of 31.5% over the eight years. During this same time, Mr. Brown has guided the Company through a significant transformation and Motorola Solutions has delivered TSR of 261%.

PAY COMPONENT	2011	2018	% CHANGE	COMMENTS
BASE SALARY	\$1,200,000	\$1,250,000	4.2%	
STIP TARGET %	220%	175%	-20.5%	In 2014, Mr. Brown received an amended employment agreement which increased his base salary \$50,000 and lowered his target incentive to 150%, resulting in a 18.6% decrease to Target Total Cash. In 2018, the Committee increased Mr. Brown's target from 150% to 175%.
<b>TARGET TOTAL CASH</b>	<b>\$3,840,000</b>	<b>\$3,437,500</b>	<b>-10.5%</b>	
LRIP	\$3,000,000	\$3,125,000	4.2%	Beginning with the cycle that ended in 2018, Mr. Brown will receive LRIP payouts in stock, thus eliminating cash from his LTI program.
EQUITY	\$4,000,000	\$7,687,500	92.2%	In 2015, the Committee replaced Mr. Brown's options and RSUs (containing a stock price hurdle) with POs and MSUs, improving the long-term performance orientation of the program.
<b>TOTAL LTI</b>	<b>\$7,000,000</b>	<b>\$10,812,500</b>	<b>54.5%</b>	
<b>TARGET TOTAL COMPENSATION</b>	<b>\$10,840,000</b>	<b>\$14,250,000</b>	<b>31.5%</b>	<b>AVERAGE ANNUAL INCREASE OVER EIGHT YEARS IS ~4%.</b>

**CEO Compensation vs. TSR**

Over this eight year period, Mr. Brown's target compensation program has been managed to provide appropriate pay levels in relation to returns for our shareholders. An even stronger relationship holds true when considering Mr. Brown's compensation as reported in the Summary Compensation Table, which is a mix of current year compensation and payouts related to prior years' performance.

**TARGET COMPENSATION VS. TSR**

**SUMMARY COMPENSATION TABLE VS.  
TSR**

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**PROCESS FOR DETERMINING EXECUTIVE COMPENSATION**

**COMPENSATION PHILOSOPHY**

Our executive compensation program design is guided by five key principles.

PRINCIPLE	DESCRIPTION
Business	Incentives are aligned with the Company’s business goals and avoid excessive risk-taking
Performance Differentiated	Programs create an effective link between pay and performance at both the Company and individual level
Market Competitive	Total compensation package is competitive to attract, retain and motivate top talent needed to successfully execute our business strategy
Ownership Oriented	Compensation is aligned with shareholder interests by delivering meaningful equity awards and maintaining robust stock ownership guidelines
Simplicity	Engagement is driven through simple, cost-efficient plan design

**SOUND GOVERNANCE PRACTICES**

Our executive compensation program is aligned to our business strategy and incorporates strong governance.

WHAT WE DO	
PRACTICE	MSI PRACTICE

Annual Shareholder Say on Pay	We seek an annual non-binding advisory vote from shareholders on our executive compensation
Robust Stock Ownership Guidelines	Executives are required to hold stock equal to 10x salary for CEO and 3x salary for other NEOs
Transparent Disclosure	Robust IPF disclosure for STIP
Pay for Performance and Shareholder Alignment	Long-term incentive program for management team, including the NEOs, is 100% performance-based
Use Independent Advisor	The Committee retains Compensation Advisory Partners LLC ( CAP ) to review Company compensation programs and practices

**WHAT WE DON T DO**

<b>PRACTICE</b>	<b>MSI PRACTICE</b>
No Cash in CEO LTI Program	CEO LTI is paid out 100% in equity
No Excise Tax Gross-ups	We do not provide tax gross-ups in connection with any perquisites or in the event of any golden parachute payment in connection with a change in control

<p>No Excessive Perquisites</p>	<p>We do not provide excessive perquisites to our NEOs and believe that our limited perquisites are reasonable and competitive</p>
<p>No Hedging or Pledging of Company Securities</p>	<p>Our Insider Trading Policy prohibits Directors, officers and other designated employees from engaging in hedging and pledging transactions related to Company stock</p>
<p>No Single Trigger in a Change in Control</p>	<p>In the event of a change in control, all severance pay components have a double trigger</p>

## HOW WE PLAN COMPENSATION

Our compensation framework is based on sound program design principles, which allow for the flexibility to competitively, but responsibly, address the dynamic labor markets in which we compete. These programs have been designed to focus executives on the achievement of our long-term business plan and shareholder value creation. Our incentive plans utilize rigorous financial goals and require above median relative outperformance for target payouts, while incorporating risk-mitigating features, such as payout caps, to ensure we reward sustainable growth.

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Over the years, our executive compensation program has evolved with our business strategy, incorporated feedback from our shareholders, and maintained market competitiveness to properly incent and reward our management team. Additionally, we conduct regular risk assessments of our compensation programs and practices and review results with the Committee at least annually.

When setting annual compensation for our NEOs, the Committee balances the current state of the business with setting the stage for the future. The Committee, with assistance from their independent advisor, considers peer company pay practices for comparable positions; NEO experience, tenure, scope of responsibility and performance; internal pay alignment, and succession planning. The Committee uses the 50<sup>th</sup> percentile of our peer group and surveys as a guideline for establishing target total compensation opportunities for our NEOs. For 2018, each of our NEOs was between the market 50<sup>th</sup> and 75<sup>th</sup> percentile, with the exception of our highly seasoned CEO.

The Committee engages an independent consultant, CAP, to advise on the Company's executive compensation strategy and program design and to provide regulatory and market trend updates. CAP carries out competitive reviews as directed by the Committee and provides input on specific compensation recommendations for our CEO and other members of management's EC.

In 2018, the Committee continued to engage CAP as its independent compensation consultant. CAP participates in Committee meetings, including regular discussions with the Committee, without management present, to ensure impartiality on certain decisions. During 2018, the Committee also reviewed the independence of CAP using assessment criteria that aligned with the SEC and related NYSE rules adopted in 2012. The Committee concluded that CAP was independent and had no conflicts of interest.

## **PERFORMANCE-BASED COMPENSATION STRUCTURE**

The performance-based structure for 2018 incorporates incentives that measure both short-term and long-term performance. In addition to base salary and an annual STIP award, this structure, shown graphically below (with incentives shown at their target amounts), includes an LTI award made up of our LRIP, POs and MSUs. The Committee believes a majority of compensation should be in the form of LTI to better drive alignment with shareholder interests and executive retention.

## **2018 TALENT ACTIONS AND TARGET TOTAL COMPENSATION SUMMARY**

In 2018, several talent actions supported the continued transformation of our business, including: leadership alignment to our new reporting segments, development of our NEOs, and ongoing succession planning. In March, Mr. Molloy assumed the responsibilities for the newly acquired Avigilon business. Following Mr. Brda's retirement announcement in August 2018, Mssrs. Bonanotte, Molloy, Hacker and Mark each received additional responsibilities throughout the remainder of the year.

Mr. Bonanotte's role expanded to include procurement

Mr. Molloy's role expanded to include product development

Mr. Hacker's role expanded to include patent operations

Mr. Mark was promoted to Executive Vice President ( EVP ) and his role expanded to include our software enterprise business

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When setting NEO compensation, the Committee manages first, to target total compensation and second, to each pay component in support of the appropriate aggregate value and mix.

	TARGET		TARGET TOTAL CASH	LTI			TARGET TOTAL COMPENSATION	YEAR YEAR C
	BASE SALARY	STIP%		LRIP	PO	MSU		
N	\$1,250,000	175%	\$3,437,500	\$3,125,000	\$3,843,750	\$3,843,750	\$14,250,000	11.3
OTTE	\$680,000	95%	\$1,326,000	\$750,000	\$750,000	\$750,000	\$3,576,000	5.3
Y	\$680,000	95%	\$1,326,000	\$666,666	\$666,667	\$666,667	\$3,326,000	10.3
R	\$585,000	95%	\$1,140,750	\$583,334	\$583,333	\$583,333	\$2,890,750	9.0
	\$500,000	82%	\$975,000	\$353,241	\$185,000	\$185,000	\$1,698,241	N/A
	\$600,000	95%	\$1,170,000	\$600,000	\$600,000	\$600,000	\$2,970,000	2.7

<sup>1</sup> Mr. Mark's target incentive is based on prorated amounts due to his promotion to EVP on August 28, 2018.

**2018 ANNUAL COMPENSATION ELEMENTS**

**BASE SALARY**

As the only fixed compensation element in our program, base salary is used to provide what we believe to be a baseline level of stability required to be market competitive. Salaries are reviewed and adjusted by the Committee as needed. Annual increases are not guaranteed or automatic.

In March 2018, the Committee reviewed base salaries for our NEOs and applied market adjustments, where applicable. Throughout 2018, as a result of Mr. Molloy's new responsibilities leading Avigilon and product development, his base salary increased 16.2%. Due to Mr. Mark's material role expansion and promotion his base salary increased to \$500,000. Mr. Brown has not received a base salary increase since 2014 and did not receive a base salary increase in 2018.

NEO	2017 BASE SALARY	2018 BASE SALARY
-----	------------------	------------------

			YEAR-OVER-YEAR CHANGE
<b>BROWN</b>	\$1,250,000	\$1,250,000	0.0%
<b>BONANOTTE</b>	\$665,000	\$680,000	2.3%
<b>MOLLOY</b>	\$585,000	\$680,000	16.2%
<b>HACKER</b>	\$565,000	\$585,000	3.5%
<b>MARK<sup>1</sup></b>		\$500,000	N/A
<b>BRDA</b>	\$585,000	\$600,000	2.6%

<sup>1</sup> Mr. Mark became an Executive Officer as part his promotion to EVP on August 28, 2018.

### SHORT-TERM INCENTIVES

The STIP is an annual cash incentive award based on the Company's achievement of financial performance and an executive's individual performance. The Committee sets the target value for STIP as a percentage of an executive's base salary.

#### CEO Incentive Target

For 2018, the Committee approved an increase to Mr. Brown's individual target award percentage from 150% to 175%. This is the first increase to Mr. Brown's target total cash since the Committee reduced his individual target award percentage from 220% to 150% in 2014. Consistent with our pay for performance philosophy, and to recognize the improving company performance trajectory, due to the well-designed company transformation strategy, the change in 2018 target keeps the value of Mr. Brown's fixed pay constant, while increasing the performance-based pay opportunity.

#### BOARD RESPONSE:

Coinciding with the 2018 increase to Mr. Brown's incentive target, the Committee has included a more robust and transparent disclosure of the framework used by the Board to evaluate Mr. Brown's individual performance as it relates to the IPF of his STIP award.

#### NEO Incentive Targets

The individual target award percentage for all other NEOs (95% of base salary) did not change in 2018.

Additionally, as a result of Mr. Mark's promotion to EVP, Services & Software, his annual target award percentage increased to 95%, to be consistent with the annual target award percentages of the other NEOs. Mr. Mark's 2018 individual target award percentage has been prorated to reflect the timing of his promotion.

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### **Payout Formula**

Actual STIP awards are based on the executive's target incentive opportunity, the Company's achievement of performance results ( Business Performance Factor ) and assessment of individual performance (IPF). The payout opportunity for both the Business Performance Factor and the IPF ranges from 0% to 140%, resulting in a total plan maximum payout opportunity of 196% of target. The incentive target opportunity for each NEO was determined based on a market evaluation.

### **Metric Selection**

For 2018, the Business Performance Factor was based on achievement of non-GAAP OE (weighted 65%) and adjusted FCF (weighted 35%) goals. Non-GAAP OE measures our profits from sales and adjusted FCF measures the cash available after capital expenditures. These are common performance measures both inside and outside of our industry and are fundamental inputs we use to measure profitability, business liquidity and rates of return for the business. We believe non-GAAP OE and adjusted FCF appropriately measure our annual business performance and ultimately drive our long-term shareholder value over time.

### **LONG-TERM INCENTIVES**

Our LTI program, implemented in 2015, was designed with the specific intention of aligning the largest component of NEO pay to the achievement of exceptional and sustainable value creation for our shareholders during this pivotal transformation in our business. The LTI program achieves this through:

100% performance-based vesting (i.e., no time-based vesting or guaranteed value)

The program metrics being 100% aligned to creating more value for our shareholders

The majority of the total award value requiring TSR performance above the median of S&P 500 companies in order to receive a target payout

**BOARD RESPONSE:**

In 2018, the Board eliminated LTI cash payments for Mr. Brown by paying 2016-2018 LRIP, and future cycles, in stock. Beginning with the 2017-2019 LRIP, the other NEOs will receive payouts in 50% cash and 50% stock.

**BOARD RESPONSE:**

The Committee now has full discretion to reduce LRIP and PO payouts if TSR is negative; removing the prior 25% cap on their negative discretion.

**Determining Target Award Values**

The Committee reviews LTI target award values annually by first determining a target total compensation value appropriate for the size and complexity of the NEO's role and then determining the appropriate LTI value based on our philosophy of delivering the largest percentage of total compensation in LTI. The Committee also considers the 100% performance-based nature of our LTI program and how our Company's potential future performance has been impacted by the groundwork that has been set in the past year. As we continue to execute our long-term strategy through our Company's transformation, the Committee believes it is critical that each NEO's target opportunity appropriately reflects their contribution.

When setting LTI target awards for 2018, the Committee considered the significant impact of Mr. Brown's decisions and actions on our longer-term business strategy and transformation.

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The Committee approved total target 2018 LTI at their March 2018 meeting.

NEO	TOTAL TARGET				TOTAL TARGET YEAR-OVER	
	2017 LTI	2018 LRIP	2018 POs	2018 MSUs	2018 LTI	YEAR CHANGE
<b>BROWN</b>	\$9,625,000	\$3,125,000	\$3,843,750	\$3,843,750	\$10,812,500	12.3%
<b>BONANOTTE</b>	\$2,100,000	\$750,000	\$750,000	\$750,000	\$2,250,000	7.1%
<b>MOLLOY</b>	\$1,750,000	\$666,666	\$666,667	\$666,667	\$2,000,000	14.3%
<b>HACKER</b>	\$1,550,000	\$583,334	\$583,333	\$583,333	\$1,750,000	12.9%
<b>MARK<sup>1</sup></b>		\$353,241	\$185,000	\$185,000	\$723,241	N/A
<b>BRDA</b>	\$1,750,000	\$600,000	\$600,000	\$600,000	\$1,800,000	2.9%

<sup>1</sup> Mr Mark, who was elevated to the EC in August 2018, received an annual equity grant in March 2018 comprised of time-vested stock options and restricted stock units ( RSUs ) and a prorated LRIP.

**LTI Components**

The **100% performance-based LTI program** includes the **LRIP, POs** and **MSUs**, each of which comprise approximately one-third of the total LTI mix.

The LRIP and POs are based on three-year TSR relative to the S&P 500. **The payout scale for the LRIP and POs requires our performance to exceed median performance of the S&P 500 companies before earning a target payout.**

The LRIP and POs utilize a **three-year performance period**, with the earned portion of LRIP paid in equity for the CEO and in cash for the other NEOs and earned POs vesting on the third anniversary of the grant.

If our TSR over the performance period is negative, but would still result in a ranking that would provide a payout, the Committee has unlimited discretion to reduce the calculated LRIP payout (and number of POs vesting).

The TSR calculation uses a three-month average stock price at the beginning (three months preceding performance cycle start) and end (final three months in performance cycle, plus the value of reinvested

dividends) of the period for measurement purposes. This approach minimizes the impact of a single beginning and ending point stock price for each performance cycle.

MSUs are based on absolute stock price and provide a vehicle with further alignment to shareholders and one that supports retention of our NEOs.

Each 1% increase/decrease in stock price results in a 1% increase/decrease in the number of MSUs earned at the end of the performance period with a maximum payout at 100% stock price appreciation and a threshold of 40% stock price depreciation, below which no MSUs are earned.

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The MSUs are earned and vest based on stock price appreciation/depreciation at the **first, second and third anniversaries** of the date of grant with respect to **one-third of the grant** for each of the three concurrent performance periods.

**COMPARATIVE MARKET DATA****2018 PEER GROUP**

The Committee reviews the composition of the peer group annually with the assistance of CAP. Our peer group, which did not change from 2017, was used to evaluate pay levels, pay mix and alignment of pay with our performance in 2018.

ENT TECHNOLOGIES, INC.	HARRIS CORP.	PARKER-HANNIFIN CORP.	ROCKWELL COLLINS, INC.
HENOL CORP.	INGERSOLL-RAND PLC	RAYTHEON COMPANY	ROPER TECHNOLOGIES, INC.
IS INTERNATIONAL PLC	JUNIPER NETWORKS, INC.	ROCKWELL AUTOMATION INC.	TE CONNECTIVITY LTD.
ER CORP.			

**SURVEY MARKET DATA**

To supplement our peer group data, the Committee also considers compensation surveys that include data from companies of similar size and business segments to Motorola Solutions. For 2018, the Committee considered data from the Radford Global Technology Survey, Willis Towers Watson High Tech Executive Survey and the IPAS Global High Technology Survey.

**EQUITY USAGE AND GRANT PRACTICES**

In 2013, we reduced our overall share usage (equity grants as a percentage of common shares outstanding) from our prior granting practices to more effectively manage our stock-based compensation expense and overall shareholder dilution. The expense from grants prior to 2012 made to a broader population was fully recognized by 2016. Our share granting practices have again evolved to meet the changing needs of our business and drive our growth. In 2018, significant acquisition activity required the issuance of equity as a key retention strategy to preserve enterprise

knowledge and align our new employees' interests with those of our shareholders.

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In addition, at the 2015 Annual Meeting, shareholders approved the Motorola Solutions 2015 Omnibus Incentive Plan, which was an amendment and restatement of the Motorola Solutions Omnibus Incentive Plan of 2006 (the Omnibus Plan ). This reduced the total number of shares reserved and approved for issuance by approximately 7 million shares, to 12 million shares. We plan to continue to closely manage our equity-granting practices to ensure our share usage and stock-based compensation expense remain in line with competitive levels.

We do not structure the timing of equity awards to precede or coincide with the disclosure of material non-public information. All equity grants made to Section 16 Officers and other members of the management team are approved by the Committee, with concurrence by the Board for grants to Mr. Brown.

The Committee has also delegated authority to the most senior human resources executive to make off-cycle equity grants to newly hired or promoted employees, in recognition of outstanding achievement or for retention. These types of grants are made on the first trading day of each month.

**OTHER COMPENSATION POLICIES AND PRACTICES**

**BENEFITS AND PERQUISITES**

To enhance our ability to attract and retain talented executives in a highly competitive talent market, we provide the benefits and perquisites detailed in the following table:

BENEFIT OR PERQUISITE	NAMED EXECUTIVES OTHER EXECUTIVES AND MANAGERS ALL ELIGIBLE FULL-TIME EMPLOYEES
Retirement <sup>1</sup> , Saving and Stock Purchase Plans	
Health and Welfare Benefits <sup>2</sup>	
Deferred Compensation	

Financial Planning		Vice Presidents
Executive Physicals		Senior and Executive VPs
Security System Monitoring	CEO	
Personal Use of Corporate Aircraft Service <sup>3</sup>	CEO	

<sup>1</sup> Pension provided to U.S.-based eligible employees hired prior to Jan 1, 2005.

<sup>2</sup> Includes medical, dental, vision, group life insurance, business travel accident insurance, short- and long-term disability and work life programs.

<sup>3</sup> In limited circumstances, and as approved by the CEO, other employees are permitted to use our corporate aircraft service for personal purposes.

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**Table of Contents****STOCK OWNERSHIP GUIDELINES**

To ensure strong alignment of our senior management with the interests of our shareholders, the Company maintains stock ownership guidelines for our senior executives, including each of our NEOs. The Committee reviews compliance with the ownership guidelines annually. In the Committee's last review, it was determined that **all NEOs had met their stock ownership requirement or are within the five-year achievement period.**

**BOARD RESPONSE:**

In 2018, the Board increased Mr. Brown's stock ownership requirement from 6x to 10x.

Our stock ownership requirements are expressed as a multiple of base salary as shown below:

EXECUTIVE GROUP	MULTIPLE OF BASE SALARY	MULTIPLE OF BASE SALARY
	2018	2019
Chairman and Chief Executive Officer	6x	10x
Executive Vice Presidents and Executive Committee Members	3x	3x
Senior Vice Presidents	2x	2x
Corporate Vice Presidents	1x	1x

Executives subject to the guidelines must meet their ownership requirement within five years from the date they first become subject to their applicable ownership requirement. Executives who do not meet their stock ownership requirement within five years must hold 100% of net shares acquired (net of tax withholding) on the exercise of stock options and the vesting of RSUs or MSUs until compliance with the stock ownership requirement is achieved. Shares counted toward guideline achievement include directly owned shares, unvested RSUs and target MSUs.

**CHANGE IN CONTROL POLICY**

The Company maintains the Senior Officer Change in Control Severance Plan (the "CIC Severance Plan"), which the Board has the ability to amend or terminate with at least one year's notice to participants.

The CIC Severance Plan covers our NEOs (except for Mr. Brown, whose employment agreement contains change in control provisions) and our other senior executives. The Board considers the maintenance of an effective and stable management team essential to protecting and enhancing the value of the Company for the benefit of our shareholders. To that end, we recognize that the possibility of a change in control may exist and that this possibility, and the uncertainty and questions it may raise for certain senior executives, may result in the distraction, and potential departure, of senior management employees to the detriment of the Company and our shareholders. The CIC Severance Plan helps to encourage the continued attention and dedication of our senior management to their assigned duties without the distraction that may arise from the possibility of a change in control event.

**The CIC Severance Plan employs a double trigger in order for severance benefits to be paid**, meaning that both a change in control event must occur and an executive must be involuntarily terminated without cause or must leave for good reason within 24 months following the change in control.

The table below highlights key provisions of the CIC Severance Plan. For a detailed description of the CIC Severance Plan, please refer to the section **Change in Control Arrangements**.

CIC PROVISION	CIC SEVERANCE PLAN
Eligibility	Executive and Senior Vice Presidents
Cash Severance Multiple	Two times sum of base salary and target bonus
Medical Benefit Continuation	Two years
LRIP and Equity Treatment (Provision in Omnibus Plan)	Equity and LRIP subject to <b>double trigger</b> unless awards are not assumed or replaced by acquirer. If not assumed or replaced, equity and LRIP provide for accelerated treatment with performance at target.
Excise Tax Gross-Up	None. Participants receive <b>best net</b> after-tax position of either participant <b>s</b> paying the excise tax or a reduction in severance benefits to a level that eliminates the imposition of excise tax.

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**RECOUPMENT OF INCENTIVE COMPENSATION AWARDS UPON RESTATEMENT OF FINANCIAL RESULTS**

If, in the opinion of the independent directors of the Board, the Company's financial results require restatement due to the misconduct by one or more of the Company's executive officers (including the NEOs), the independent directors may seek a number of remedies, all of which are subject to a number of conditions including (i) whether the executive officer engaged in the intentional misconduct, (ii) whether the bonus or incentive compensation to be recouped was calculated based upon the financial results that were restated, and (iii) whether the incentive compensation calculated under the restated financial results is less than the amount actually paid or awarded. The independent directors review whether to require one or more remedies by directing the Company to recover all or a portion of any incentive compensation received by the executive as a result of the misconduct, as well as cancel all or a portion of the outstanding equity-based awards held by the executive (commonly referred to as a claw-back policy). In addition, the independent directors may also seek to recoup any gains realized by the executive with respect to their equity-based awards, including exercised stock options and vested RSUs or MSUs, regardless of when they were issued.

**IMPACT OF FAVORABLE ACCOUNTING AND TAX TREATMENT ON COMPENSATION PROGRAM DESIGN**

Favorable accounting and tax treatment of the various elements of our total compensation program was an important, but not the sole, consideration in its design. Section 162(m) of the Internal Revenue Code limits the deductibility of certain items of compensation paid to the CEO and certain other highly compensated executive officers (together, the covered officers) to \$1,000,000 annually, but in years prior to 2018 there was an exception to such limit for compensation that qualified as performance-based compensation. Effective for 2018, the Tax Cuts and Jobs Act amended Section 162(m) to, among other things, extend the deduction limitation to the Chief Financial Officer and eliminate the exception for performance-based compensation, except for certain qualifying arrangements in place as of November 2, 2017.

The Company did not make any changes to its incentive plans in 2018 in an effort to maintain any tax deductions applicable due to grandfathered status under our existing plans. However, the Committee reserves the right to provide for compensation to executive officers that may not be deductible pursuant to Section 162(m). In addition, because of the continued development of the application and interpretation of Section 162(m) and the regulations issued thereunder, we cannot guarantee that compensation intended to satisfy the requirements for deductibility under Section 162(m), as in effect prior to 2018, would or will in fact be deductible.

**SECURITIES TRADING POLICY: ANTI-HEDGING AND ANTI-PLEDGING**

Executives and certain other employees, including our NEOs, may not engage in any transaction in which they may profit from short-term speculative swings in the value of our securities. Our securities trading policy is applicable to all employees and is designed to ensure compliance with all applicable insider trading rules.

Directors, executives and certain other employees, including our NEOs, are not permitted to hold any security tied to the performance of our Common Stock other than equity delivered directly to employees under our equity incentive plans.

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**COMPENSATION AND LEADERSHIP COMMITTEE REPORT**

**THE FOLLOWING REPORT OF THE COMPENSATION AND LEADERSHIP COMMITTEE ON EXECUTIVE COMPENSATION AND RELATED DISCLOSURE SHALL NOT BE DEEMED INCORPORATED BY REFERENCE BY ANY GENERAL STATEMENT INCORPORATING THIS PROXY STATEMENT INTO ANY FILING UNDER THE SECURITIES ACT OF 1933 (THE SECURITIES ACT ) OR UNDER THE EXCHANGE ACT, EXCEPT TO THE EXTENT THAT THE COMPANY SPECIFICALLY INCORPORATES THIS INFORMATION BY REFERENCE, AND SHALL NOT OTHERWISE BE DEEMED FILED UNDER SUCH ACTS.**

On May 15, 2018, Anne R. Pramaggiore was appointed the Chair of the Compensation and Leadership Committee (the Committee ). Egon P. Durban and Joseph M. Tucci were each a member of the Committee throughout 2018

The Committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with Company management. Based on such review and discussions, the Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement on Schedule 14A and incorporated by reference into Motorola Solutions' 2018 Annual Report on Form 10-K.

Respectfully submitted,

Anne R. Pramaggiore, Chair

Egon P. Durban

Joseph M. Tucci

**COMPENSATION AND LEADERSHIP COMMITTEE INTERLOCKS AND  
INSIDER PARTICIPATION**

Anne R. Pramaggiore, Director and Chair of the Committee, Egon P. Durban, Director and Joseph M. Tucci, Director served on the Committee throughout 2018. No member of the Committee was, during the fiscal year ended December 31, 2018, an officer, former officer, or employee of the Company or any of our subsidiaries. We did not have any compensation committee interlocks in 2018.

Table of Contents**NAMED EXECUTIVE OFFICER COMPENSATION****2018 SUMMARY COMPENSATION TABLE**

Name and Principal Position	Year	Salary	Bonus	Stock Awards	Option Awards	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation	Total
		(\$) <sup>(1)</sup>	(\$) <sup>(2)</sup>	(\$) <sup>(3)</sup>	(\$) <sup>(3)</sup>	(\$) <sup>(4)</sup>	(\$) <sup>(5)</sup>	(\$) <sup>(6)</sup>	(\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)

**Gregory Q. Brown****Chairman and Chief Executive Officer**

2018	1,250,000	0	3,843,722	3,843,720	11,150,625	0	260,491	20,348,558
2017	1,250,000	0	3,249,975	3,250,000	7,312,500	17,994	259,079	15,339,548
2016	1,250,000	0	2,437,465	2,437,499	5,715,000	25,469	359,278	12,224,711

**Gino A. Bonanotte****Executive Vice President and Chief Financial Officer**

2018	677,231	0	749,994	749,969	2,648,447	0	25,889	4,851,530
2017	662,231	0	699,981	699,986	1,880,766	227,952	20,800	4,191,716

2016	645,385	0	666,647	666,666	1,339,693	93,829	24,200	3,436,420
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**John P. Molloy****Executive Vice President, Products & Sales**

2018	629,346	0	666,648	666,644	2,079,028	0	41,396	4,083,062
2017	570,231	0	583,289	3,141,151	1,198,830	55,269	17,970	5,566,740
2016	497,615	300,000	466,661	466,666	818,416	35,444	17,112	2,601,914

**Mark S. Hacker****Executive Vice President, General Counsel and Chief Administrative Officer**

2018	581,308	0	583,301	583,319	1,926,057	0	19,389	3,693,374
2017	558,539	0	516,584	516,654	1,492,856	123,053	12,870	3,220,556
2016	526,337	0	433,317	433,323	1,194,026	65,630	20,775	2,673,408

**Kelly S. Mark****Executive Vice President, Services & Software**

2018	437,519	0	293,323	309,982	1,046,832	0	29,889	2,117,545
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**Bruce W. Brda****Former Executive Vice President**

2018	597,231	0	599,971	599,984	1,785,097	0	21,000	3,603,283
2017	580,385	0	583,289	583,318	1,417,081	347,265	23,970	3,535,308

2016	550,769	0	466,661	466,666	1,068,901	179,594	24,200	2,756,791
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- (1) Salary includes amounts deferred pursuant to salary reduction arrangements under the 401(k) and Deferred Compensation Plans.
- (2) Mr. Molloy's bonus in 2016 is to recognize his contributions since his promotion in November 2015 and to calibrate his compensation for prior incentive programs, which were prorated upon his promotion.
- (3) The amounts in columns (e) and (f) reflect the aggregate grant date fair value of the stock and option awards granted in the respective fiscal year as computed in accordance with ASC Topic 718, excluding the effect of estimated forfeitures. Assumptions used in the calculation of these amounts are included in Note 8, "Share-Based Compensation Plans and Other Incentive Plans" in the Company's Form 10-K for the fiscal year ended December 31, 2018. Other than Mr. Mark, who received RSUs and options prior to being elevated to the EC, if maximum performance is achieved for performance-based stock awards, the aggregate grant date fair value in column (e) is \$7,687,443 for Mr. Brown, \$1,499,989 for Mr. Bonanotte, \$1,333,296 for Mr. Molloy, \$1,166,602 for Mr. Hacker and \$1,119,941 for Mr. Brda. If maximum performance is achieved for performance-based option awards, the aggregate grant date fair value in column (f) is \$9,609,279 for Mr. Brown, \$1,874,924 for Mr. Bonanotte, \$1,666,589 for Mr. Molloy, \$1,458,297 for Mr. Hacker and \$1,499,939 for Mr. Brda.
- (4) In 2018, the amounts in column (g) consist of awards earned by eligible NEOs at the time under the 2018 STIP and under the 2016-2018 LRIP. Earned payments in column (g) during fiscal year 2018 are as follows:

	<b>Mr. Brown</b>	<b>Mr. Bonanotte</b>	<b>Mr. Molloy</b>	<b>Mr. Hacker</b>	<b>Mr. Mark</b>	<b>Mr. Brda</b>
2018 STIP	\$3,338,125	\$981,782	\$912,363	\$842,722	\$546,836	\$618,432
2016-2018 LRIP (paid in stock)	7,812,500	0	0	0	0	0
2016-2018 LRIP (paid in cash)	0	1,666,665	1,166,665	1,083,335	499,996	1,166,665
<b>TOTAL</b>	<b>\$11,150,625</b>	<b>\$2,648,447</b>	<b>\$2,079,028</b>	<b>\$1,926,057</b>	<b>\$1,046,832</b>	<b>\$1,785,097</b>

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In 2017, the amounts in column (g) consist of awards earned by eligible NEOs at the time under the 2017 STIP and under the 2015-2017 LRIP. Earned payments in column (g) during fiscal year 2017 are as follows:

	<b>Mr. Brown</b>	<b>Mr. Bonanotte</b>	<b>Mr. Molloy</b>	<b>Mr. Hacker</b>	<b>Mr. Brda</b>
2017 STIP	\$2,625,000	\$880,767	\$758,407	\$742,856	\$771,912
2015-2017 LRIP	4,687,500	999,999	440,423	750,000	645,169
<b>TOTAL</b>	<b>\$7,312,500</b>	<b>\$1,880,766</b>	<b>\$1,198,830</b>	<b>\$1,492,856</b>	<b>\$1,417,081</b>

In 2016, the amounts in column (g) consist of awards earned by eligible NEOs at the time under the 2016 STIP and under the 2014-2016 LRIP. Earned payments in column (g) during fiscal year 2016 are as follows:

	<b>Mr. Brown</b>	<b>Mr. Bonanotte</b>	<b>Mr. Molloy</b>	<b>Mr. Hacker</b>	<b>Mr. Brda</b>
2016 STIP	\$2,415,000	\$789,693	\$608,883	\$644,026	\$673,920
2014-2016 LRIP	3,300,000	550,000	209,533	550,000	394,981
	<b>\$5,715,000</b>	<b>\$1,339,693</b>	<b>\$818,416</b>	<b>\$1,194,026</b>	<b>\$1,068,901</b>



**TOTAL**

(5) The amounts in column (h) represent the aggregate change in present value of the respective officer's benefits under all pension plans. If the aggregate change in value of benefits under all pension plans was negative, the value is reflected as \$0. A summary of the specific values for each period are set forth below:

NEO	Period	Change in Present Value Above Market Deferred	
		of Pension Plan	Compensation Earnings Total
<b>Gregory Q. Brown</b>	Dec. 31, 2017 to Dec. 31, 2018	(\$9,133)	\$0
	Dec. 31, 2016 to Dec. 31, 2017	\$17,994	\$0
	Dec. 31, 2015 to Dec. 31, 2016	\$15,798	\$9,671
<b>Gino A. Bonanotte</b>	Dec. 31, 2017 to Dec. 31, 2018	(\$78,455)	\$0
	Dec. 31, 2016 to Dec. 31, 2017	\$125,870	\$102,082
	Dec. 31, 2015 to Dec. 31, 2016	\$66,904	\$26,925
<b>John P. Molloy</b>	Dec. 31, 2017 to Dec. 31, 2018	(\$32,187)	\$0
	Dec. 31, 2016 to Dec. 31, 2017	\$55,269	\$0
	Dec. 31, 2015 to Dec. 31, 2016	\$31,528	\$3,916
<b>Mark S. Hacker</b>	Dec. 31, 2017 to Dec. 31, 2018	(\$19,631)	\$11,423
	Dec. 31, 2016 to Dec. 31, 2017	\$33,708	\$89,345
	Dec. 31, 2015 to Dec. 31, 2016	\$19,229	\$46,401
<b>Kelly S. Mark</b>	Dec. 31, 2017 to Dec. 31, 2018	(\$23,489)	\$0
	Dec. 31, 2016 to Dec. 31, 2017	\$138,292	\$208,973
<b>Bruce W. Brda</b>	Dec. 31, 2017 to Dec. 31, 2018	(\$79,477)	\$0
	Dec. 31, 2015 to Dec. 31, 2016	\$76,279	\$103,315

(6) The amounts in column (i) for 2018 consist of perquisite costs for personal use of Company aircraft, security system monitoring, costs for financial planning, and guest attendance at Company events and a personal benefit of Company matching contributions to the 401(k) Plan. The incremental cost to the Company for any personal use of Company aircraft is calculated by multiplying the number of hours an NEO travels in a particular plane by the direct cost per flight hour per plane. Direct costs include fuel, maintenance, labor, parts, loading and parking fees, catering and crew. Specific perquisites applicable to each NEO are identified below, and where such perquisite exceeded the greater of \$25,000 or 10% of the total amount of perquisites and where such personal benefit exceeded \$10,000 for such officer, the dollar amount is given.

NEO	Perquisites					Personal Benefit
	Aircraft Use	Security System	Financial	Guest Attendance	401K Plan	
	Monitoring	Planning	Company Events	Match		

<b>Gregory Q. Brown</b>	\$230,648	X	X	\$11,000
<b>Gino A. Bonanotte</b>	*		X	X
<b>John P. Molloy</b>	X		X	X \$11,000
<b>Mark S. Hacker</b>	*		X	\$11,000
<b>Kelly S. Mark</b>	*		X	\$11,000
<b>Bruce W. Brda</b>			X	X \$11,000

\* Messrs. Bonanotte, Hacker and Mark utilized the corporate aircraft to attend the funeral of a family member of a fellow executive.

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**GRANTS OF PLAN-BASED AWARDS IN 2018**

Name (a)	Grant Type	Grant Date (b)	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Awards			Grant Date Fair Value of Stock and Option Awards (l)
			Threshold (\$)(c)	Target (\$)(d)	Maximum (\$)(e)	Threshold (#)(f)	Target (#)(1)(2)(g)	Maximum (#)(h)	Number of Awards (#)(i)	Exercise Price (\$/Sh)(3)(j)	Underlying Securities of Option Awards (k)	
Gregory Q. Brown		(4)										
	STIP	1/1/2018	0	2,187,500	4,287,500							
		(5)										
	LRIP	1/1/2018	937,500	3,125,000	7,812,500							
		(6)										
	MSUs	3/8/2018				18,400	30,668	61,336				3,843,722
		(7)										
	POs	3/8/2018				27,331	91,105	227,762		108.47		3,843,720
Gino A. Bonanotte		(4)										
	STIP	1/1/2018	0	643,369	1,261,004							
		(5)										
	LRIP	1/1/2018	225,000	750,000	1,875,000							
		(6)										
	MSUs	3/8/2018				3,590	5,984	11,968				749,994

						(7)			
	POs	3/8/2018			5,332	17,776	44,440	108.47	749,969
<b>John P. Molloy</b>		(4)							
	STIP	1/1/2018	0	597,879	1,171,843				
		(5)							
	LRIP	1/1/2018	200,000	666,666	1,666,665				
						(6)			
	MSUs	3/8/2018			3,191	5,319	10,638		666,648
						(7)			
	POs	3/8/2018			4,740	15,801	39,502	108.47	666,644
<b>Mark S. Hacker</b>		(4)							
	STIP	1/1/2018	0						