

ZEBRA TECHNOLOGIES CORPORATION AUDIT COMMITTEE CHARTER

A. Authority

The Audit Committee (the “Committee”) of the Board of Directors (the “Board of Directors” or the “Board”) of Zebra Technologies Corporation (the “Company”) is established pursuant to Article III, Section 3.10 of the Company’s By-Laws and Section 141(c) of the Delaware General Corporation Law. The Chair of the Committee shall be designated by the Board, provided that if the Board does not so designate a Chair, the members of the committee, by majority vote, may designate a Chair.

B. Purpose

The Committee shall provide assistance to the members of the Board of Directors in fulfilling its oversight functions with respect to matters involving the accounting, auditing, financial reporting and internal control functions of the Company and its subsidiaries. In so doing, it shall be the goal of the Committee to maintain free and open means of communication between the members of the Board, the Company’s independent public accountants who audit the Company’s financial statements (the “Auditors”), the Company’s financial management and the Company’s internal auditing staff. While it is not the Committee’s responsibility to certify the Company’s financial statements or to guarantee the auditor’s report, the Committee will facilitate discussions among the Board, the Auditors, and the Company’s management and internal auditors.

The functions of the Committee are enumerated in section E of this Charter.

C. Composition

The Committee shall be comprised of three “independent” directors of the Board who shall satisfy the requirements of the Sarbanes-Oxley Act, the NASDAQ National Market and any other applicable requirements.

D. Meetings

The Committee shall meet with such frequency and at such intervals as it shall determine necessary to carry out its duties and responsibilities, but no less than quarterly. In addition, the Committee shall hold any special meetings as may be necessary or called by the Chairman of the Committee or at the request of the Auditors or the Company’s management or internal auditing staff. Members of the Auditors, the Company’s management or internal auditing staff, or others may attend meetings of the Committee at the invitation of the Committee and shall provide pertinent information as necessary. As part of its purpose to foster open and candid communication, the Committee shall meet periodically as necessary with the Auditors, and the Company’s management and internal auditing staff and any others that the Committee invites to meet with it in separate executive sessions to discuss any matters that the Committee or these individuals believe should be discussed privately with the Committee. The Committee may meet via telephone conference calls or take action in writing executed by all the members. Except as otherwise specifically provided for in this Charter, a quorum shall consist of two members.

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The Chairman of the Committee shall set the agenda of each meeting and arrange for the distribution of the agenda, together with supporting material, to the Committee members prior to each meeting. The Chairman will also cause to be prepared and circulated to the Committee Members minutes of each meeting.

E. Functions

In carrying out its functions, the Committee's policies and procedures should remain flexible, so that it may be in a position to react or respond to changing circumstances or conditions. The Committee shall review and reassess no less than annually the adequacy of the Committee's Charter. While there is no "blueprint" to be followed by the Committee in carrying out its functions, the following shall be considered within the Committee's authority.

The Committee's functions may be divided into the following general categories: (1) overseeing financial reporting, (2) evaluating independent and internal audit processes (3) reviewing internal controls established by management, and (4) other functions. The Committee shall:

1. Financial Reporting

- a. Meet at least four (4) times annually with the Auditors and the Company's management to discuss, review and comment upon the interim financial statements to be included in each of the Company's Quarterly Reports on Form 10-Q prior to the public announcement of financial results and the filing of such reports with the Securities and Exchange Commission (the "SEC"). All members of the Committee are encouraged to attend these meetings, however, a quorum for these meetings or for this portion of regular meetings of the Committee may be the Chair of the Committee as authorized by applicable rules.
- b. Review with the Auditors and the Company's management and the internal auditing staff the Company's annual financial statements to be included in the Company's Annual Report on Form 10-K prior to the public announcement of financial results and the filing of the Form 10-K with the SEC.
- c. Based upon discussions with, and reliance upon, the Auditors and the Company's management, cause to be prepared a report for inclusion in the Company's proxy statement, which report will satisfy the requirements of the Securities Exchange Act of 1934 (the "Exchange Act"). In addition, the Committee will provide any other disclosure, in the Company's filings with the SEC or otherwise, required by applicable securities laws, rules and regulations or by the rules of any securities exchange or market on which securities of the Company are listed or quoted.
- d. Discuss with the Auditors their judgments about the quality, not just the acceptability, of the Company's accounting principles and financial

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disclosure practices used or proposed and the appropriateness of significant management judgments.

- e. Discuss with management and the Auditors the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.

2. Independent and Internal Audit Processes

- a. Assume responsibility for the appointment, replacement or termination, compensation and oversight of the work of the Auditors (including resolution of disagreements between the Auditors, the Company's management and the Company's internal auditing staff regarding issues relating to accounting standards, financial reporting, the preparation of the Company's financial statements and periodic reports or such other related issues that the Committee deems to be within its purview).
- b. Preapprove and adopt such procedures for the preapproval of all auditing services and permitted non-audit services to be provided to the Company by the Auditors as required by Section 10A(i) of the Exchange Act and the SEC rules adopted thereunder. The Committee may delegate, subject to any rules or limitations it deems appropriate, to one or more designated members of the Committee the authority to grant such preapprovals; provided, however, that the decisions of any member to whom authority is so delegated to preapprove an activity shall be presented to the full Committee for ratification at its next meeting.
- c. Review all relationships the Auditors have with the Company to determine their independence and effectiveness, and obtain and review a report from the Auditors concerning the Auditors' internal quality control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five (5) years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues. The Committee shall require the Auditors to deliver to the Committee periodically, but no less than annually, a written statement delineating all such relationships and confirming their independence.
- d. Review the annual audit plan of the Auditors and evaluate their performance.
- e. Review the experience and qualifications of the senior members of the Auditor's team.
- f. Review a report from the Auditors periodically, but no less than annually,

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as to (i) all critical accounting policies to be used, (ii) all alternative disclosures and treatments of financial information within generally accepted accounting principles that have been discussed with the Company's management, the ramifications of the use of such alternative disclosures and treatments and the disclosures and treatments preferred by the Auditors; and (iii) other material written communications between the Auditors and the Company's management, including management letters and schedules of unadjusted differences.

- g. Require the rotation of the lead audit partner on a regular basis in accordance with the requirements of the Exchange Act.
- h. Review and approve or veto the Company's hiring of employees or former employees of the Auditors who participated in any capacity in the audits of the Company.

3. Internal Controls Established by Management

- a. Upon management's recommendations, establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting or financial controls, or auditing matters, and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting, financial or auditing matters.
- b. Review and monitor the Company's Code of Conduct (the "Code") and the Company's protocol for addressing allegations of non-compliance with the Code.
- c. Approve and periodically review an Ethics Code for Senior Financial Officers.
- d. Review with the Auditors and the Company's management and internal auditing staff the Company's internal accounting and financial control policies and procedures, including management's controls and security procedures with respect to the Company's information systems.
- e. Perform such other functions as assigned by law, the Company's certificate of incorporation or By-Laws, or the Board of Directors, or as are provided by NASDAQ, the SEC and the federal and state securities laws.
- f. Review periodically with the Company's vice president and general counsel, legal and regulatory matters that could have a significant effect on the Company's financial statements.

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4. Other Functions

- a. Review and approve as may be required by NASDAQ, related party transactions and conflicts of interest questions between Board members or senior management, on the one hand, and the Company, on the other hand.
- b. Discuss the Company's policies with respect to risk assessment and risk management.
- c. Investigate any other matter brought to its attention within the scope of its duties which it deems appropriate for investigation.
- d. Have the authority to engage and determine funding for outside legal, accounting or other advisors as it deems necessary to carry out its functions.
- e. Regularly report its activities, findings and conclusions to the full Board of Directors, including providing copies to the full Board of all approved Committee meeting minutes.

F. Scope

While the Committee has the functions set forth in this Charter, the Company's management is responsible for preparing the Company's financial statements and the Auditors are responsible for auditing those financial statements. Management is also responsible for implementing procedures to help ensure that the Company or any Company employee complies with all applicable laws and regulations or with the Company's Code of Conduct or other applicable ethics standards. The Committee plays a critical role in serving as a check and balance for the Company's financial reporting system. In carrying out its functions, the Committee's goal is to help ensure that management properly develops and adheres to a sound system of internal controls and that the Auditors, through their own review, objectively assess the Company's financial reporting practices.

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