

MOTOROLA MOBILITY

CODE OF BUSINESS CONDUCT

OUR ETHICS | OUR CULTURE | OUR COMMITMENT



motorola
a lenovo company

"ALWAYS DO RIGHT. THIS WILL GRATIFY SOME...
AND ASTONISH THE REST." - MARK TWAIN

At Motorola Mobility, delivering excellence that astonishes is our business.

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FROM OUR PRESIDENT AND CHIEF OPERATING OFFICER

Team-

Motorola is now officially part of the Lenovo family of companies, and I couldn't be more excited about the future.

Motorola and Lenovo share a commitment to improving consumers' lives through exceptional technology, experiences and value. Working together, we will be able to fulfill that commitment faster and reach more consumers globally.

To uphold and build upon this commitment, we expect our employees, contractors, vendors and partners to maintain the highest of ethical standards and values. Our Code of Business Conduct captures those values and serves as a guide we must follow every day. All employees and contractors are responsible for reading the Code and must be ready to raise concerns if they see problems anywhere in the Company.

If you have concerns, talk with a member of management, Human Resources or the [Ethics Team](#). You can also ask questions, report issues or access our toll free hotline numbers 24/7 at MotorolaMobility.EthicsPoint.com.

Our reputation is built on innovation, hard work, top-quality products, respect and ethical business standards, and that is what it will continue to be built upon. Please take the time to review the Code of Business Conduct so you can help carry on our tradition.

Thank you,
Rick

WHAT WE STAND FOR

INTEGRITY

We believe in doing the right thing all the time.

ETHICAL LEADERSHIP

Regardless of position or level, we use an ethical compass as our guide as we strive to build and sustain our brand, our reputation and the trust of those who work for and partner with us.

ACCOUNTABILITY

We honor our commitments and take responsibility for our decisions and for delivering on our promises with the highest degree of ethics, quality and excellence.

MUTUAL RESPECT

We recognize, respect and value our individual differences and the quality of ideas and innovation that result.

COURAGE

We voice and report our concerns when we know or suspect that an action or condition may be unsafe, inconsistent with our Code of Business Conduct, our policies and procedures or in violation of law.

WHAT WE PROHIBIT

MISUSE OF CONFIDENTIAL INFORMATION

We do not misuse Motorola Mobility's or Lenovo's confidential or proprietary information or that of our customers, employees or Business Partners.

MISHANDLING OF BUSINESS RECORDS

We do not conceal or falsify documents or records nor do we destroy documents in violation of our record retention policies.

RETALIATION

We do not retaliate against those who speak up.

CORRUPTION

We do not pay or accept bribes, kickbacks or improper gifts nor do we hire or partner with those who do.

OTHER ILLEGAL ACTIVITY

We do not engage in unfair business practices or illegal activity such as fraud, theft, bribery, insider trading, harassment, money laundering or terrorism nor do we cut corners and abandon our ethical values for the sake of profits or personal gain.

CONFLICTS OF INTEREST

We avoid conflicts between our personal interests and those of Motorola Mobility or Lenovo.

OUR ETHICS, OUR CODE

INTEGRITY is the foundation on which Motorola Mobility is built. Our Code and the policies underlying it help us to put this into practice.

APPLICATION

The Code of Business Conduct (Code) applies to all employees and representatives of Motorola Mobility Holdings LLC, Motorola Mobility LLC, both subsidiaries of Lenovo and each of their subsidiaries and affiliates (collectively, Motorola Mobility). It sets forth the standards for the way we conduct business ethically around the world.

The Code and the related policies highlight key issues and identify additional resources to help guide our decisions to do business the right way – lawfully, ethically and with integrity. The Code is by no means a comprehensive manual or contract that addresses every situation that we may encounter around the world. The underlying policies provide more detailed information about each of the subjects in the Code.

COMPLIANCE WITH LAW, REGULATIONS, POLICIES AND PROCEDURES

Each of us is responsible for abiding by all applicable laws and regulations, the Code, and all applicable policies and procedures, everywhere that we do business. Each of us is also responsible for using sound judgment in applying them. [See all Motorola Mobility policies here.](#)

PERSONAL ACCOUNTABILITY

The Code helps us uphold our culture, reputation and brand. By understanding the Code and the policies on which it is based, we can apply sound judgment and accept personal responsibility for our actions. We must be diligent to ensure that our own conduct and that of our fellow employees and Business Partners is consistent with what we stand for and what we prohibit ([Our Ethics](#)), the Code and all applicable policies and procedures and applicable law.

Motorola Mobility expects all of its employees to follow the Code. Failure to do so may result in disciplinary action, including termination of employment. Motorola Mobility also expects all of its Business Partners, including contractors and consultants, to follow the Code in connection with their work for Motorola Mobility. Failure of a Business Partner to follow the Code may result in the termination of their relationship with Motorola Mobility. Motorola Mobility reserves its right to take any other appropriate action against employees and Business Partners who do not follow the Code.

Motorola Mobility expects all of its employees and Business Partners to speak up whenever they suspect the Code is not being followed. Whenever we have concerns about activities that may violate Our Ethics, the Code, applicable policies or procedures or applicable law, promptly reporting those concerns will allow Motorola Mobility to address the issues as quickly as possible. For more information about reporting, see the [“Speak Up!”](#) section of this Code.

ADDITIONAL RESPONSIBILITIES OF MANAGERS

Managing Employees

In addition to following their individual responsibilities and using sound judgment as employees, managers are expected to lead by example. They are expected to drive a culture of integrity, reinforce Our Ethics with their employees and do business the right way. Managers should promote open and honest two-way communication to help ensure employees know what is expected of them and are comfortable seeking guidance when they have questions. Managers should also ensure that their employees receive Code training.

Managing Business Partners

When conducting business for or acting on behalf of Motorola Mobility, Business Partners ([defined on page 27](#)) are expected to observe the same standards of conduct as Motorola Mobility employees. Those of us who retain or are responsible for these partners must ensure that they understand their obligation to act consistently with Motorola Mobility’s commitment to integrity when acting on Motorola Mobility’s behalf.

PROHIBITION AGAINST RETALIATION

Motorola Mobility prohibits retaliation against any employee who reports a concern about illegal or unethical conduct or who participates in an investigation of a possible violation of the law, our Code, our policies or procedures. At the same time, it is unacceptable to file a report knowing or believing it to be false. If you believe you have been retaliated against, you should immediately report the matter to the [Office of Ethics and Compliance](#), [Human Resources](#) or the [Law Department](#). See the “[Speak Up!](#)” section of this Code for more information on reporting.

SPEAK UP!

In business, things are not always obvious or clear. Real or perceived pressures are never an excuse for compromising Our Ethics or violating the law, the Code or applicable policies or procedures. When we have any questions or concerns about whether something is appropriate, we should check with one of the many resources available to us. Our open-door policy means we can approach any level of management with a concern.

RED FLAGS

Have you heard, said, or thought any of the following?

- *No one will find out.*
- *It's not my problem; someone else should catch it or raise the concern.*
- *It seems suspicious, but I don't have any proof.*
- *I know what the policies and Code say, but this is just how things get done here - it's local custom.*
- *It's okay if our Business Partners - and not us - violate the law or Our Ethics.*
- *Reporting won't change anything; it would just distract from getting the job done.*
- *We couldn't function or win business if we followed all of the rules; they just slow things down.*
- *These are just bureaucratic U.S. rules and standards; they don't apply to me.*
- *Bending or breaking the rules just this once is worth it, and my manager will not care as long as I get the sale.*
- *Meeting our launch date is more important than following the rules.*
- *The more details I share in the blogs about our new products, the more excitement we can generate; it won't cause any problems.*

If so, to put Our Ethics into practice, you must:

1. **Consult** the requirements of the Code and applicable policies and procedures;
2. **Seek** the advice of your management, the [Office of Ethics and Compliance](#) or the [Law Department](#) before you act;
3. **Consider** the consequences of your decision, including how you would feel if your actions ended up in a newspaper headline;
4. **Exercise** sound judgment by acting consistently with Our Ethics, the Code,

- applicable policies and procedures and applicable legal requirements; and
5. **Report** the matter, have the courage to make a report if you believe that a decision, action or behavior may violate Our Ethics, the Code, our policies and procedures or the law.

YOUR ETHICS RESOURCES

- Your management
- [The Office of Ethics and Compliance](#)
- [The Law Department](#)
- [Human Resources](#)

ETHICSLINE

The EthicsLine is designed to assist employees and others, including Business Partners, to report concerns and ask questions in a confidential and secure manner, including anonymously if desired. The EthicsLine is staffed by EthicsPoint, an outside vendor, and is available via telephone or website. You may follow up on the status of your report or question by using a confidential identification number that will be assigned to each caller or inquiry made online. In all instances, confidentiality will be maintained to the fullest extent possible. All languages are accepted and concerns can be reported 24 hours a day, 7 days a week.

Reporting a Concern

- Log your concerns using EthicsLine at: motorolamobility.ethicspoint.com
- Call the EthicsLine: 1-866-839-5946 from the United States, Canada or Puerto Rico. Internationally, see motorolamobility.ethicspoint.com for local toll free numbers.
- Contact the Office of Ethics and Compliance Directly at: OEC@motorola.com
- Mail a letter:
Motorola Mobility
Office of Ethics and Compliance
222 W. Merchandise Plaza, Suite 1800
Chicago, IL 60654
- Meet with a member of the [Office of Ethics and Compliance](#) or the [Law Department](#)
- Visit my.mot-mobility.com/ethics for more information.

Q: *What if my culture discourages speaking up?*

A: It is not always easy to find the courage to speak up and report a concern, but as an employee or individual working with or on behalf of Motorola Mobility, you are expected to do so; it is an essential part of Our Ethics and our Code. While cultural norms may vary, Our Ethics never do. Use the resources available to you, and remember that you can always report anonymously.

Q: *How do I file a report if I am an employee located in a country with unique laws around data privacy and reporting?*

A: In such locations, employees are encouraged to report violations of our Code or applicable law to their local employee representative, local manager, local Human Resources representative or directly to the Office of Ethics and Compliance and to share their identity when reporting.

PROTECTING WHAT IS OURS

CONFIDENTIAL, RESTRICTED AND PROPRIETARY INFORMATION

Confidential, restricted and proprietary information represents the lifeblood of our

business. It includes information that is not generally known to the public. Confidential, restricted and proprietary information is valuable to Motorola Mobility and Lenovo because its secrecy gives us a competitive advantage in the marketplace. It also includes information that Business Partners, including customers, have entrusted to us. While there are many examples, here are a few: business plans or strategies, customer lists, commodity and product volumes, current projects, employee information, financial results and projections, future or unreleased products (prototypes), product roadmaps and development plans, undisclosed product specifications, inventions or trade secrets, data collected from consumers or from active devices in the field, and any Lenovo confidential, restricted or proprietary information.

Unauthorized access, disclosure, loss or use of such information can seriously harm our business interests, impact our bottom line, and pose legal risk to ourselves, Motorola Mobility and Lenovo. We must safeguard sensitive information by marking it appropriately, keeping it secure and limiting access to those who have a specific need to know to do their jobs. These obligations continue even after employment or assignment ends.

A written agreement, such as a non-disclosure agreement (NDA) must be in place prior to disclosing confidential information to a third party. Any information disclosed must be appropriately marked. For NDA assistance, consult the [Law Department](#). For more information visit iProtect.mot-mobility.com and share.mot-mobility.com.

Q: *My manager has asked me to prepare our department's budget, which means that I will need to get information about the salaries of some of my colleagues. May I also get information about the salaries of other coworkers in other departments or comment to a co-worker about his or her salary?*

A: Absolutely not. While preparing a detailed budget presents a legitimate business need to obtain certain confidential employee information, you must keep this information confidential and share it only with those who have a business need to know it. You must not use the project as an opportunity to view, share or comment on sensitive and confidential information about other employees. At Motorola Mobility, we are committed to protecting employment data and other confidential information in accordance with our Code, our policies and procedures and applicable laws.

EXTERNAL AUDIENCES

All employees have the responsibility not to disclose confidential, restricted or proprietary information. This obligation includes not only interpersonal communications in and outside of the workplace but also activities on the Internet, including posting on social media channels through personal accounts. Employees attending conferences, symposiums and industry events should use caution when

interacting with industry colleagues. Even sharing information on projects and assignments with family and friends may present a breach of confidentiality requirements.

Motorola Mobility and Lenovo implement coordinated strategies to determine when and how information is communicated to the public. We strive to do so in a fair, accurate, timely and easy-to-understand manner. Any requests from the media or financial community should be forwarded directly to Corporate Communications and no responses should be given unless expressly cleared by the Corporate Communications department. Check with your manager before accepting any public speaking engagement or authoring any publication about your job as a Motorola Mobility employee. For more information, review [Motorola Mobility's Social Media Policy](#).

COMPANY ASSETS

We have a responsibility to protect any Motorola Mobility or Lenovo assets (collectively, Company assets) entrusted to us from loss, damage, misuse or theft. Company assets include physical assets like our products, facilities, equipment, computers and communications systems as well as financial assets such as funds, credit cards or bank accounts. Company assets also include Motorola Mobility's and Lenovo's intellectual property rights including our trademarks, patents, logos, brands, trade secrets and "know how." Company assets also include Motorola Mobility or Lenovo proprietary information such as prototypes, internal and external communications, digital information, hard copy documents, verbal discussions and interactions via social media channels.

We must follow Motorola Mobility's security and iProtect policies to protect our assets from theft, loss, damage or misuse. If there is a theft, loss or misuse of Company assets, we are responsible for immediately reporting the occurrence to a representative of the Global Security department.

We must never use Company assets or funds for purposes which violate the law or applicable policies or procedures.

We must not use any Motorola Mobility or Lenovo intellectual property without appropriate authorization. We must abide by the standards set out in the [Motorola Brand Visual Center Guidelines](#) when creating any communications that represent the Motorola Mobility Brand. For more information, contact the [Global Brand Design Team](#).

We should never use Company assets to create, store or send content that others might find offensive.

Use of Company Equipment and Facilities

Anything done using Motorola Mobility's or Lenovo's electronic facilities including our computers, mobile devices and network; and anything stored on Motorola Mobility's or Lenovo's premises such as letters, memos and other documents, might be disclosed to people inside or outside of the Company. For example, Motorola Mobility or Lenovo may be required by law or legal process, such as in response to a subpoena or a warrant, to monitor, access or disclose the contents of corporate email, voicemail, computer files and other materials on their electronic facilities or premises. In addition, Motorola Mobility or Lenovo may monitor, access or disclose employee communications and other information on their corporate electronic facilities or premises where there is a business need to do so, such as protecting employees and users, maintaining the security of resources and property or investigating suspected employee or Business Partner misconduct.

INSIDE INFORMATION AND SECURITIES TRADING

In the course of our work, we may learn non-public information (also called “inside information”) about Motorola Mobility, Lenovo, our customers or our Business Partners. To use this non-public information to trade in securities, or to pass it along to others so that they may do so, could constitute insider trading. Insider trading not only violates the Code, it also violates the law. Don’t do it.

We must comply with Lenovo’s Insider Trading Policy. It addresses the risks of insider trading and mandates:

- Periodic blackout windows apply to all VPs of Motorola Mobility and others provided with the notification of the blackout period in regard to trading Lenovo stock.
 - Securities Dealing Notification Forms and written pre-approval are also required for certain transactions contemplated by this group.

Q: *I heard from one of my team members that Lenovo is planning to acquire a publicly-traded company but it hasn’t been announced yet. Can I suggest to my friends that they buy stock in this company?*

A: No. Not only would this violate your confidentiality obligations, but you could be charged with illegal insider trading.

MAINTAINING ACCURATE RECORDS AND TRANSPARENCY

ACCURACY OF MOTOROLA MOBILITY RECORDS

All books, records and accounts must conform both to required accounting principles and to Motorola Mobility's system of internal controls. Motorola Mobility's business records include financial books, records, accounts, receipts, expense reports and data such as quality, safety and personnel records. We must never conceal, falsify or make false entries in any Motorola Mobility or Lenovo business records.

Business records must be retained and destroyed according to Motorola Mobility's record retention policy and applicable legal holds. If we believe that any Motorola Mobility or Lenovo book, record or account has been falsified or improperly altered or destroyed, we should immediately contact the [Office of Ethics and Compliance](#) or the [Law Department](#). Retaliation against any employee who reports such a concern about such activity will not be tolerated.

Q: *Can I split purchase orders in order to avoid signature authority limits or speed up the approval process if I'm just trying to help the Company operate faster?*

A: No. We must accurately record each of our business transactions. No Motorola Mobility entry should be made to conceal or disguise the true nature of a transaction regardless of your reasoning.

Q: *Can I submit an expense report that includes a few receipts for personal travel and meals if the personal expenses are very small?*

A: No. Submitting an expense report that contains amounts for personal expenses, regardless of the amount, is prohibited by the Code and Motorola Mobility policy and may result in serious discipline, up to and including termination of employment and a referral to law enforcement.

AUTHORITY TO ACT ON BEHALF OF THE COMPANY

We must adhere to the limits of our authority to act on behalf of Motorola Mobility and must not take any action to exceed or circumvent those limits. Only employees who are authorized to do so may sign documents (including contracts and agreements) on behalf of Motorola Mobility or in any other way represent or exercise authority on its behalf. All purchases must be properly reviewed and approved prior to engagement of any vendor. For more information see Motorola Mobility's policies on Signing Authority.

RECORDING AND RETAINING BUSINESS COMMUNICATIONS

All business records and communications should be clear, truthful and accurate. We must avoid exaggeration, guesswork, legal conclusions and derogatory remarks or characterizations of people and companies. This applies to business communications of all kinds, including e-mail and informal notes or memos. We must not destroy any Motorola Mobility business communications in violation of our document retention policies or legal holds. For more information, employees may visit records.mot-mobility.com.

AUDITS AND INVESTIGATIONS

We are required to fully cooperate with all audits and investigations as requested by Motorola Mobility, Lenovo, government agencies and regulators. All information provided must be truthful, accurate and complete. We must not conceal, falsify or alter documents or records, destroy documents in violation of our record retention policies or otherwise interfere with any internal or external investigation or other lawful request. Consult with the [Office of Ethics and Compliance](#) or the [Law Department](#) before responding to any non-routine requests for audits, investigations or other information.

AVOIDING CONFLICTS OF INTEREST

GENERAL GUIDANCE

As a wholly owned subsidiary of Lenovo, we must comply with Lenovo's Worldwide Connected Transactions Process. Prior to contracting or transacting with any external entity or individual (including vendors, suppliers, customers, or carriers) we must check to determine if the individual or entity is included on Lenovo's [List of Connected Persons](#). If an entity or individual is on the list, you must immediately report the transaction to Lenovo's Company Secretarial Office before committing or entering into the contract or agreement.

Further, our relationships with any third party such as existing or prospective customers, competitors, regulators or Business Partners of Motorola Mobility or Lenovo, or even our friends and family, must not affect our independent and sound judgment on behalf of the Motorola Mobility or Lenovo. We should avoid all conflicts of interest and circumstances that reasonably present the appearance of a conflict.

We are required to immediately disclose any situation that may be, or could appear to be, a conflict of interest, and must remove ourselves from any related decision-making process. When in doubt, disclose a potential conflict of interest to management, the [Office of Ethics and Compliance](#) or the [Law Department](#) and update them if the situation changes.

OUTSIDE EMPLOYMENT

Any outside business activity requires approval and must be strictly separated from Motorola Mobility employment and should not harm job performance at Motorola Mobility. We may not work for or receive payment for services from any Motorola Mobility or Lenovo third party including customers, competitors, regulators or Business Partners of Motorola Mobility or Lenovo without prior written approval from management. Skills learned and used at Motorola Mobility must not be used in a way that could hurt the business of Motorola Mobility or Lenovo. We may not use Motorola Mobility or Lenovo assets for any outside business activity without written prior approval from management.

BOARD MEMBERSHIPS

Serving on a board of directors or similar body for an outside business, organization or government agency requires advance approval. Helping the community by serving on boards of charitable or community organizations is encouraged but likewise requires advance approval.

FAMILY MEMBERS AND CLOSE PERSONAL RELATIONSHIPS

In circumstances where family members or friends are or may become involved in business activity related to Motorola Mobility or Lenovo, we should immediately disclose the nature of the relationship and must remove ourselves from any related decision making process. The Corporate Vice President of Human Resources must approve all relatives of Motorola Mobility executives who work with Motorola Mobility as employees or Business Partners. Motorola Mobility executives should raise this issue proactively with [Human Resources](#) as soon as the executive becomes aware that a relative is seeking to work or is working with Motorola Mobility.

BUSINESS OPPORTUNITIES AND INVENTIONS

Business opportunities discovered through work here belong first to Motorola Mobility, except as otherwise agreed to by Motorola Mobility or Lenovo.

Developing or helping to develop inventions that a) relate to Motorola Mobility's or Lenovo's existing or reasonably anticipated products or services, b) relate to your position at Motorola Mobility, or c) are developed using Motorola Mobility's or Lenovo's corporate resources may create a conflict of interest and are subject to the provisions of Motorola Mobility's Employee Confidentiality and Assignment of Inventions Agreement and other employment agreements. Any questions about potential conflicts or intellectual property ownership involving an invention or other intellectual property should be directed to the [Office of Ethics and Compliance](#) or the [Law Department](#).

Q: *I took a second job working as an independent contractor for a company that sells various products. Before taking the job, I disclosed the opportunity, my job responsibilities and obtained approval from my Motorola Mobility manager. I recently learned that the company will start manufacturing products which may be sold to Motorola Mobility or to its competitors. Do I need to disclose this to my Motorola Mobility manager as well?*

A: Yes. Even though you did the right thing initially by obtaining approval for the outside employment, the circumstances have changed and present a potential conflict of interest between your personal interests and those of Motorola Mobility. You should consult your management, the Office of Ethics and Compliance or the Law Department.

Q: *What should I do if my spouse has a financial interest in a vendor or supplier that Motorola Mobility uses or is considering using?*

A: As this may present a conflict of interest, you should promptly disclose the nature of your spouse's relationship with the vendor or supplier to your management, the Office of Ethics and Compliance or the Law Department.

PERSONAL INVESTMENTS

Our personal financial investments must not influence, or appear to influence, our independent judgment on behalf of Motorola Mobility or Lenovo. When determining whether a personal investment creates a conflict of interest, consider the relationship between the business of the outside company, Motorola Mobility's or Lenovo's business and what you do at Motorola Mobility, including whether the company has a business relationship with Motorola Mobility or Lenovo that you can influence and the extent to which the company competes with Motorola Mobility or Lenovo.

You should also consider:

1. Any overlap between your specific role at Motorola Mobility and the company's business,
2. The significance of the investment, including the size of the investment in relation to your net worth,
3. Whether the investment is in a public or private company,
4. Your ownership percentage of the company, and
5. The extent to which the investment gives you the ability to manage and control the company.

If there is any doubt about how an investment might be perceived, disclose it as soon as possible to your management, the [Office of Ethics and Compliance](#) or the [Law Department](#) for guidance.

We are also prohibited from directly or indirectly buying, or otherwise acquiring rights to any property or materials, when we know that Motorola Mobility or Lenovo may be interested in pursuing such an opportunity and the information is not public.

GIFTS

Gifts can be any item of value, including physical objects, services, favors, loans and other items.

Accepting Gifts

We can accept items that are unsolicited and of nominal value, such as small promotional items bearing another company's name. We cannot accept cash or cash equivalents (e.g., ATM, credit or gift cards), kickbacks, lavish gifts or gratuities, frequent gifts from the same donor or anything that might make it appear that our independent judgment for Motorola Mobility would be compromised as a result. We cannot accept special or reduced-rate personal loans as a result of our positions with Motorola Mobility.

In rare situations, where it would be impractical or harmful to the business relationship to refuse or return a gift, discuss the situation with the [Office of Ethics and Compliance](#) or the [Law Department](#).

Giving Gifts

Some business situations call for giving gifts. Motorola Mobility's gifts must be legal, reasonable and approved by management. We must never pay or give bribes, directly or indirectly, to any person in any form including cash, cash equivalents such as ATM, credit or gift cards, loans, equipment or donations. Gift-giving practices vary among cultures. Consult our gift policy and applicable guidelines which address these differences. We cannot provide any gift if it is prohibited by law or the policy of the recipient's organization.

In many cases, it is illegal and improper to provide gifts to government officials. Any gifts to government officials must be approved in advance in writing and must strictly comply with Motorola Mobility's policies. If there are any questions about whether you can give a gift, consult the [Office of Ethics and Compliance](#) or the [Law Department](#).

ENTERTAINMENT

Unlike a gift, entertainment is defined as an event where both parties are present.

Accepting Entertainment

We may accept entertainment that is moderate, consistent with Our Ethics, appropriate in the context of the business and advances our business interests. For example, accompanying a business associate to a local cultural or local sporting event, or to a business meal, would be acceptable in many cases. Accepting sexually-oriented entertainment or entertainment that involves gambling is not acceptable under any circumstances. Entertainment that is lavish or frequent should be avoided because it may appear to influence our independent judgment on behalf of Motorola Mobility. Before deciding whether to accept entertainment that may appear inappropriate, we should discuss it with and obtain approval from our management.

Providing Entertainment

We may provide entertainment that is moderate, infrequent, consistent with Our Ethics and appropriate in the context of the business. If we have a question about providing entertainment, or whether the type of entertainment being provided is appropriate, we must discuss it with management in advance. Providing sexually-oriented entertainment or entertainment that involves gambling is not acceptable under any circumstances.

In many cases, it is illegal or improper to provide entertainment to government officials. Entertainment of government officials must be approved in writing and must comply with Motorola Mobility's policies. If there are any questions consult the [Office of Ethics and Compliance](#) or the [Law Department](#).

TRAVEL

Accepting Travel

We may accept transportation and lodging provided by a Motorola Mobility Business Partner if the trip is unsolicited, not lavish, for business purposes and is approved in advance by our management. We cannot accept travel that might make it appear that our independent judgment for Motorola Mobility would be compromised as a result.

Providing Travel

Unless prohibited by law or the policy of the Business Partner, Motorola Mobility may pay the transportation and lodging expenses incurred by Business Partners, if reasonable, for a legitimate business purpose and approved by management.

All travel and accommodation expenses for government officials, who are sponsored or paid for by Motorola Mobility, must be approved in writing in advance in accordance with policy. If there are any questions consult the [Office of Ethics and Compliance](#) or the [Law Department](#).

WORKING WITH ONE ANOTHER

We treat each other respectfully, just as we wish to be treated ourselves. We value our individual differences and the diversity we bring to Motorola Mobility. Employment decisions are based on business reasons, such as qualifications, talents and achievements, and are in compliance with applicable local and national employment laws.

HARASSMENT

Abusive, harassing or offensive conduct is unacceptable, whether verbal, physical or visual. Examples include derogatory comments based on gender, racial or ethnic characteristics and unwelcome sexual advances. We should speak up if a co-worker's conduct makes us or others uncomfortable, and report harassment if it occurs.

- Retaliation against any employee who reports a concern to Motorola Mobility about harassment or any other unethical conduct will not be tolerated.
- Threats or acts of violence or physical intimidation toward any employee, customer or Business Partner are prohibited.
- In-country [Human Resources policies](#) provide additional guidance on harassment, consistent with local law. For more information, see those policies and our Human Rights and Labor policy.

SAFETY AND HEALTH

We are all responsible for maintaining a safe workplace by following applicable safety and health rules and practices. We must immediately report accidents, injuries and unsafe equipment, practices or conditions to a manager or other designated person. Motorola Mobility strives to keep our workplaces free from hazards. For more information visit responsibility.motorola.com.

DELIVERING FOR OUR CUSTOMERS

PRODUCT QUALITY AND SAFETY

We will build and maintain Motorola Mobility's strong reputation by complying with our quality processes and safety requirements. We cannot ship products or deliver services that fail to live up to Motorola Mobility's standards. We should raise quality concerns to management, the [Office of Ethics and Compliance](#) or the [Law Department](#).

SALES AND MARKETING

We build long-term relationships with our customers by demonstrating honesty and integrity. Our marketing and advertising must be accurate and truthful. Deliberately misleading messages, omissions of important facts or false claims about our competitors' offerings are unacceptable.

We obtain business legally and ethically. Giving or accepting bribes or kickbacks is unacceptable and illegal. Since customer gifts, travel and entertainment can be construed as bribes and could constitute a potential conflict of interest, they are covered in more detail in the "[Gifts](#)," "[Travel](#)" and "[Entertainment](#)," sections of this Code.

CUSTOMER INFORMATION

We protect customer information that is sensitive, private or confidential just as carefully as we protect our own. There are stringent regulations concerning the collection and use of customers' personal data and information relating to corporations. We are committed to handling personal data in a responsible manner and to observing all applicable data protection and privacy laws. See also "[Confidential, Restricted and Proprietary Information](#)."

GOVERNMENT CUSTOMERS

See the "[Working with Governments](#)" section.

WORKING WITH OUR BUSINESS PARTNERS

We do not do business with those who are likely to harm Motorola Mobility's or Lenovo's reputation. We do not do business with others who intentionally and continually violate the law, including, environmental, employment, safety or anti-corruption laws.

"Business Partners" or "Third Parties" we work with may have a number of different names. When you see one of these terms used in this Code, it could refer to any one or more of the categories listed here:

- Agent or Commission Agent
- Alliance Partner
- Consortium Partner
- Consultant
- Contractor
- Dealer
- Distributor
- Facilitator
- Finder
- Influencer
- Joint Venture Partner
- Promoter
- Reseller
- Retailer
- Sales Representative
- Seconded (loaned) Employee
- Service Center
- Service Provider
- Subcontractor
- Supplier
- Systems Integrator
- Vendor

All arrangements with Third Parties must comply with applicable policies and laws. We cannot use a Third Party to perform any act prohibited by law, Our Ethics, the Code or our policies or procedures. It is our responsibility to ensure that anyone involved in Motorola Mobility's business operates with standards compatible to our own.

OUR STANDARDS FOR OUR BUSINESS PARTNERS

- We must perform effective due diligence to know who we are working with.
- All Business Partner activities must be compatible with Our Ethics and the Motorola Mobility Code of Business Conduct, and must comply with all applicable laws.
- Payments or discounts must be reasonable and documented accurately.
- Agreements should be in place and should communicate our expectations and the penalty for violation.
- We are responsible for monitoring the activities of the Business Partners we work with, training Business Partners as appropriate and reporting any questionable activity as set forth in the "[Speak Up!](#)" section of this Code.
- We protect other companies' information, including supplier pricing information that is sensitive, private or confidential just as carefully as we protect our own. See also "[Confidential, Restricted and Proprietary Information.](#)"

[Motorola Mobility's policies](#) and [Supplier Code of Conduct](#) provide more guidance with regard to the process to engage a Third party for our business.

Q: *Why do we have to be so worried about what our Business Partners do, as long as we don't tell them to do something illegal? There's no way we can watch everything.*

A: If one of our Business Partners engages in conduct that violates our ethical standards or applicable laws, even though we may not be involved, Motorola Mobility could be held liable for any inappropriate action just as if we had engaged in the misconduct ourselves. If we know or suspect that one of our Business Partners has or may engage in activity that is inconsistent with applicable law or our ethical standards, it is important to report the matter immediately so that appropriate action can be taken to prevent improper activity from occurring on our behalf or in connection with our business. See the "Speak Up!" section of this Code for information on reporting.

DEALING WITH COMPETITORS

COMPETITIVE INFORMATION

Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent or pressuring such disclosures by past or present employees of other companies is prohibited.

We must not use any illegal or unethical methods to gather competitive information. If we obtain information that may constitute a trade secret or confidential information of another business, even by mistake, or if we have questions about the legality of information gathering, we must consult the [Office of Ethics and Compliance](#) or the [Law Department](#).

FAIR COMPETITION AND ANTITRUST

Motorola Mobility and all of our employees are required to comply with the antitrust and unfair competition laws of the countries in which we do business. These laws are complex and vary considerably from country to country.

They generally concern:

- Discussing or agreeing with competitors to harm customers by fixing prices, rigging bids, allocating products, customers or territories, boycotting customers or suppliers or otherwise agreeing not to compete for customers or contracts.
- Imposing restrictions on customers or other resellers that unreasonably limit their freedom to sell a product, service or technology however they see fit, including establishing the resale price of a product or service.
- Entering into joint ventures or other arrangements with competitors, customers or suppliers that unreasonably restrict competition through the use of overbroad covenants or restrictions.
- Improperly conditioning the purchase or sale of products, technologies or services on an agreement not to buy or sell competing products or to buy or sell solely Motorola Mobility products and services.
- Monopolizing or attempting to monopolize any market by unfair, anticompetitive or predatory conduct.

Contact the [Office of Ethics and Compliance](#) or the [Law Department](#) if you are concerned about whether an action violates competition laws.

Q: *A candidate for employment gave me an internal pricing list from his current employer, who happens to be our biggest competitor. Since I didn't ask for the information, can I use it to benefit Motorola Mobility?*

A: No. Motorola Mobility is only interested in competing fairly and with integrity. You should not accept the customer's confidential information and should immediately

inform the Office of Ethics and Compliance or the Law Department so that the matter can be resolved and the candidate can be removed from consideration.

WORKING WITH GOVERNMENTS

We must take special care to comply with all legal and contractual obligations in dealing with governments, whether as customers or otherwise. These rules generally prohibit or put strict limits on gifts, entertainment and travel we can offer. They also often apply to the hiring of current or recently retired officials and their families and to any conduct that may be viewed as improperly influencing objective decision making. Many other laws strictly govern accounting and billing practices for fulfilling government contracts and subcontracts.

These laws apply to employees, representatives and Business Partners worldwide. When Motorola Mobility uses suppliers or subcontractors to fulfill our commitments, we may also be responsible for communicating these unique governmental requirements to those third parties. When dealing with government officials and contracts, we are responsible for knowing and complying with applicable laws, regulations and policies.

POLITICAL ACTIVITIES

We may never make any political contribution for Motorola Mobility or Lenovo or use Motorola Mobility's or Lenovo's name, funds, property, equipment or services for the support of political parties, initiatives, committees or candidates without the prior approval of the Global Government Affairs office. This includes any contribution of value. Lobbying activities or government contacts on behalf of Motorola Mobility or Lenovo, other than sales activities, should be coordinated with the Global Government Affairs office.

ANTI-CORRUPTION LAWS

We comply with the anti-corruption treaties and laws of the countries in which we do business, including the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act. We will not directly or indirectly offer or make a corrupt or improper payment to any person, including to government officials. "Government officials" include any government employee; candidate for public office; or employee of government-owned or controlled companies, public international organizations, or political parties. Such payments not only include payments of cash, but anything of value, including gifts, meals, travel, political or charitable contributions and job offers for government officials' relatives. These requirements apply both to Motorola Mobility employees and representatives and to our Business Partners no matter where they are doing

business. Agents must go through Motorola Mobility's due diligence process and must agree in writing to comply with Motorola Mobility's anti-corruption policies.

FACILITATING PAYMENTS

Motorola Mobility prohibits making "facilitating payments" or "grease payments" to expedite any administrative action either directly or indirectly through a third party.

Q: *A government employee suggested that he would strongly encourage his employer to award us a contract if he is given a "financial incentive" or a "donation" is made to one of his manager's favorite charities. What should I do?*

A: Do not agree to the request as it is most likely a request for a bribe. You should end the conversation and immediately report the matter to the Office of Ethics and Compliance or the Law Department.

ANTI-MONEY LAUNDERING AND ANTI-TERRORISM

Money laundering is a process designed to conceal an illegal source of money to make it appear legitimate. Motorola Mobility will not directly or indirectly participate in such practices. For example, the purchase of our products or services could be used to disguise illegally gained funds or support terrorism. To avoid becoming involved in such situations, Motorola Mobility businesses are required to perform and document due diligence on parties involved in our business transactions.

Q: *I have started to see payments for a customer come from an unknown third party in a country that appears to be unrelated to the customer or to our business with the customer. I am concerned that there may be money laundering or other improper activity occurring, but I do not have proof or evidence. Should I report my suspicion? If it turns out that there is no problem with the customer, does that mean that I should not have raised my concern?*

A: You don't need to be certain or have evidence to support your concern. You should promptly report your suspicion to the Office of Ethics and Compliance or the Law Department so that the matter can be investigated. Even if it is determined that there is no problem, the fact that you had the courage to speak up and raise your concern means that you did the right thing.

IMPORT & EXPORT

When importing or exporting products, services, information or technology, we comply with all applicable laws, regulations and restrictions. We also comply with U.S. export control regulations everywhere we do business. When we travel internationally on Company business, we are subject to laws governing what we import and export, including items we carry with us. Employees are responsible for knowing the laws that pertain to them. When in doubt, employees should contact the Global Trade Compliance Department, the [Office of Ethics and Compliance](#) or the [Law Department](#). For more information, visit tradecompliance.mot-mobility.com.

Q: *It would help Motorola Mobility if I misclassified our products so they could get through customs clearances more quickly and with lower fees. Should I do so?*

A: No. Under no circumstances should you intentionally misclassify documents or records nor should you do so for the purpose of lowering or circumventing customs' fees or charges or for any other purpose. It is important that our records and documents accurately reflect our business transactions.

SUPPORTING OUR COMMUNITIES

ENVIRONMENT

We are committed to protecting the environment and operating our businesses in ways that foster sustainable use of the world's natural resources. We respect the environment by complying with all applicable environmental laws in all countries in which we conduct operations. Visit responsibility.motorola.com for information.

COMMUNITY SERVICE

We serve society by providing life-enhancing products and services at a fair price, and by actively supporting the communities in which we operate. Motorola Mobility and employees throughout the world provide generous financial and voluntary support to worthwhile community programs.

PERSONAL COMMUNITY ACTIVITIES

Although we may support community, charity and political organizations and causes of our choice, we must never represent our personal views or actions as those of Motorola Mobility or Lenovo. Employees' outside activities must not interfere with job performance. We must never pressure anyone into expressing beliefs, contributing resources or supporting political, religious or charitable causes. Motorola Mobility will not tolerate retaliation against any employee who reports a concern about experiencing such pressure.

CORPORATE RESPONSIBILITY

Corporate responsibility at Motorola Mobility is about being a good global citizen. It is also about good business. Our Corporate Responsibility Business Principles including policies, practices and performance measures are in place to ensure we fulfill our commitment to being a responsible business. These commit us to manage the Company with integrity, protect the environment and create an inclusive, safe and healthy workplace. They also define our behavior toward external stakeholders, including supporting the communities near our operations, creating economic benefits and selecting suppliers with acceptable labor and environmental standards. Our Corporate Responsibility Business Principles are supported by the Code, our [Corporate Responsibility policy](#), our [Environment, Health & Safety policy](#) and our [Labor & Human Rights policy](#), in addition to our [Supplier Code of Conduct](#).