

Motorola's Separation/Reverse Stock Split
Frequently Asked Questions
Updated: December 27, 2010

1. What is the strategic rationale for the spin-off and how is it expected to enhance shareholder value?

- We believe that the separation will create two industry-leading companies (Motorola Mobility and Motorola Solutions) with global scale, will create value for all of our stockholders, and best position each company for future success.
- Separation also provides each company with:
 - Strategic and operational flexibility
 - Focused management
 - More targeted investment opportunity for investors
- [Additional information](#) can be found in the amended Form 10 filing.

2. What will each company focus on and how will they be structured?

Motorola Mobility

- The current Mobile Devices and Home businesses will be spun-off from Motorola on Jan. 4, 2011 and operate as Motorola Mobility.
- We believe that Motorola Mobility is uniquely positioned to address the opportunities resulting from the convergence of media, mobility, the Internet and computing.
- Motorola Mobility Holdings, Inc., the holding company for Motorola Mobility, will trade as "MMI" on the New York Stock Exchange once the separation is completed on Jan. 4, 2011
- Dr. Sanjay Jha will be the Chief Executive Officer of Motorola Mobility.

Motorola Solutions

- In conjunction with Separation, Motorola, Inc. will change its legal entity name from Motorola, Inc., to Motorola Solutions, Inc. on Jan. 4, 2011.
- As a stand-alone company, Motorola Solutions will have a sharpened strategic focus on providing next-generation communications solutions to its government, public safety and enterprise customers.
- Motorola Solutions will be traded as "MSI" on the New York Stock Exchange once the Separation is completed on Jan. 4, 2011. At that time, "MOT" which is the current ticker symbol for Motorola, Inc., will be retired.
- Greg Brown will be President and Chief Executive Officer of Motorola Solutions.

3. How will the Separation transaction be effected?

- Motorola Mobility will be separated from Motorola, Inc., through a tax-free dividend involving a distribution of all Motorola Mobility Holdings, Inc. common stock held by Motorola to Motorola stockholders.
- The distribution will be made prior to the market open on Jan. 4, 2011 to Motorola, Inc., stockholders of record as of the close of business on Dec. 21, 2010. Motorola, Inc. stockholders of record will receive 1 share of Motorola Mobility common stock for every 8 shares of Motorola common stock they hold.
- [Additional information](#) can be found in the amended Form 10 filing.

4. What happens if I sell my Motorola, Inc. shares after the record date, but before the distribution?

- If you sell your Motorola, Inc. common stock in the “regular way” market after the record date you will not receive shares of Motorola Mobility common stock in the Distribution.

5. Why is Motorola also looking to implement a reverse stock split? What are the benefits?

- Motorola’s Board of Directors believes that implementing a reverse stock split on Motorola Solutions outstanding shares is likely to increase the market price and improve the marketability and liquidity of Motorola Solutions common stock.
- Following the separation of Motorola Mobility from Motorola (and the subsequent renaming of Motorola to Motorola Solutions) the market price and trading ranges for Motorola Solutions common stock will no longer reflect the value of the spun-off entity and therefore may be lower than current levels.
- The Motorola board of directors has approved a reverse stock split ratio of 1-for-every 7 shares.
- The value of the post-Separation shares of Motorola Solutions common stock is expected to remain the same as it was immediately before the reverse split is implemented. Stockholders would own fewer shares of Motorola Solutions common stock after the reverse stock split. However, because the number of shares outstanding also will be reduced, the price for the shares is expected to increase proportionately such that the total equity value remains the same.
- The reverse stock split will not affect any stockholder’s percentage ownership interests or proportionate voting power, except to the extent that it results in a stockholder receiving cash in lieu of a fractional share.
- Stockholders otherwise entitled to fractional shares will receive cash payments in lieu of such fractional shares.

6. How will the distribution and reverse stock split impact the shares I own?

- If you own 1,000 shares of Motorola, Inc. common stock at the close of business on Dec. 21, 2010 (the record date), you will be entitled to receive a dividend of 125 shares of Motorola Mobility Holdings, Inc. on Jan. 4, 2011 (the distribution date), as a result of the 1 for 8 distribution ratio provided that you have not sold your Motorola, Inc. shares or right of distribution after the record date.
- If you continue to hold those 1,000 shares of Motorola, Inc. common stock through the close of business on Jan. 3, 2011 those shares will be converted into 142 shares of Motorola Solutions as a result of the 1 for 7 reverse stock split ratio and you will receive cash for your fractional shares.
- Also, on Jan. 4, 2011 Motorola, Inc. will change its name to Motorola, Solutions, Inc. Starting on Jan. 4, 2011 the shares of Motorola Mobility Holdings, Inc. will trade under the symbol "MMI" and the shares of Motorola Solutions, Inc. (formerly Motorola, Inc.) will trade under the symbol "MSI."
- [Additional information](#) can be found in the amended Form 10 filing.

7. What will happen to the Motorola Brand?

- Following the Separation, both companies will continue to use the Motorola brand. Motorola Mobility will own the brand and license it royalty free to Motorola Solutions.
- [Additional information](#) can be found in the amended Form 10 filing.

8. What agreements have Motorola Mobility and Motorola, Inc. entered into?

- In conjunction with the separation, effective as of July 31, 2010 Motorola Mobility Holdings, Inc. entered into a series of agreements with Motorola, Inc. that are intended to govern the relationship between the Company and Motorola, Inc. going forward.
- These agreements include a Master Separation and Distribution Agreement, intellectual property agreements, a trademark license agreement, a tax sharing agreement and an employee matters agreement.
- Motorola Mobility also intends to enter into other related agreements with Motorola, Inc., including transition services agreements.
- [Additional information](#) can be found in the amended Form 10 filing.

9. Which company will own Motorola Inc.'s patents? How many are there?

- Motorola Mobility will own approximately 24,500 patents and patent applications, worldwide. These include substantially all of the patents unique to the Mobile Devices and Home businesses, and a number of other patent families intended in part to mitigate certain intellectual property risks associated with operating as a new entity.
- Motorola Solutions will have a strong IP portfolio with more than 6,700 granted patents and 3,500 pending patents.
- [Additional information](#) can be found in the amended Form 10 filing.

10. Will the Networks business be a part of Motorola Solutions following the distribution?

- Motorola Solutions will focus on government, public safety and enterprise customers.
- If the sale of Motorola, Inc.'s Networks business to Nokia Siemens Networks has not been completed as of the time of the separation, the Networks business will remain part of Motorola Solutions until the transaction closes.

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