

Consent to certain actions for the purposes of the Initial Enforcement Order made by the Competition and Markets Authority ('CMA') on 17 March 2016

Completed acquisition by Motorola Solutions Inc. (Motorola) of Airwave Solutions Limited (Airwave)

We refer to your email and accompanying note received on 23 March 2016 and further information received on 1 April 2016 requesting that the CMA consents to derogations to the Initial Enforcement Order of 17 March 2016 (the 'Initial Order'). The terms defined in the Initial Order have the same meaning in this letter.

Under the Initial Order, save for written consent by the CMA, Motorola, Motorola Overseas and Motorola UK are required to hold separate the Motorola business from the Airwave business and refrain from taking any action which might prejudice a reference under section 22 of the Act or impede the taking of any remedial action following such a reference. After due consideration of your request for derogations from the Initial Order, based on the information received from you and in the particular circumstances of this case, Motorola, Motorola Overseas and Motorola UK (referred to as Motorola for the purpose of the below) may carry out the following actions, in respect of the specific paragraphs:

1. Paragraphs 4(a), 5(g) and 5(h) of the Initial Order

To the extent required to ensure that Motorola meets its contractual obligations to the relevant government departments in relation to the transition to the Emergency Services Network (**ESN**), Motorola is permitted to engage in preparatory work with Airwave in order to analyse the impact that transitioning to the ESN will have on Airwave user agreements, and to implement any necessary amendments to those agreements as a result.

Motorola has provided the CMA a list of those employees who will be engaged in this work, and those employees are required to sign non-disclosure agreements, the wording of which must be approved by the CMA, in order to prevent the dissemination of commercially sensitive information and, should the transaction be prohibited or remedies accepted, that any records or copies (electronic or otherwise)

of such information that have passed from Airwave to Motorola, wherever they may be held, will be returned to the Airwave business or destroyed.

2. Paragraphs 5(e) of the Initial Order

In order to meet its ESN contractual obligations, Motorola is permitted to re-locate certain of its data equipment in Airwave's facility in Rugby, so long as the Motorola equipment is in a separate area within the facility to Airwave's equipment.

3. Paragraphs 5(e) and 5(f) of the Initial Order

In order to enable the transition to the ESN, Motorola is permitted to conduct analysis, planning and implementation activities in respect of the Interop Link. The Interop Link is a physical link necessary to migrate users from the existing Airwave network to the ESN.

Motorola has provided the CMA a list of those employees who will be engaged in this work, and those employees are required to sign non-disclosure agreements, the wording of which must be approved by the CMA, in order to prevent the dissemination of commercially sensitive information and, should the transaction be prohibited or remedies accepted, that any records or copies (electronic or otherwise) of such information that have passed from Airwave to Motorola, wherever they may be held, will be returned to the Airwave business or destroyed.

4. Paragraphs 4(a) and 5(l) of the Initial Order

Motorola is permitted to conduct analysis and planning with respect to staff resourcing across the Motorola and Airwave businesses. Any disclosure of information concerning Airwave employees to Motorola must be limited to that necessary to carry out the analysis and planning. To avoid doubt, this derogation does not include permission to conduct any discussion with employees subject to the analysis and planning or to commence any redundancy processes in respect of those employees.