

Company no. 00912182

The Companies Act 2006

Private company limited by shares

Written resolutions

of

Motorola Limited

TUESDAY



\*AANUHZVC\*

A48

20/05/2008

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COMPANIES HOUSE

March 2008 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of Motorola Limited (the "Company") propose that

- resolutions 1 to 3 below are passed as ordinary resolutions of the Company (the "Ordinary Resolutions"), and
- resolutions 4 and 5 below are passed as special resolutions of the Company (the "Special Resolutions")

Ordinary Resolutions:

		For	Against
1	<b>That</b> the authorised share capital of the Company be and it is increased from £450,000,000 to £500,000,000 by the creation of 50,000,000 ordinary shares of £1.00 each, ranking equally with the existing ordinary share capital of the Company	✓	
2	<b>That</b> the directors of the Company be and they are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot, or to grant any right to subscribe for or to convert any security into shares in the Company up to a maximum nominal amount of £500,000,000 (including the aggregate nominal value of the issued share capital of the Company from time to time) at any time or times during the period from the date of the passing of this resolution up to and including 31 March 2013 on which date this authority shall expire and this authority shall allow the Company to make an offer or agreement before the expiry of the authority which	✓	



	would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority		
3	That the issue of 1,550,000 ordinary shares to Motorola, Inc on 14 November 2007 be noted to have been a mistaken issue as the Board of Directors had not approved the share issue at that date because the condition that the Company must have sufficient authorised but unissued share capital to issue 40,000,000 ordinary shares had not been satisfied	✓	

**Special Resolutions:**

		For	Against
4	That by virtue of section 95(1) of the Companies Act 1985, section 89(1) of the Companies Act 1985 shall not apply to the allotment of shares pursuant to the authority conferred by Ordinary Resolution 2 above	✓	
5	That all pre-emption rights subsisting in favour of the existing members today and on 14 November 2007 be waived both now and retrospectively	✓	

**Important:**

**Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolutions and Special Resolutions.**

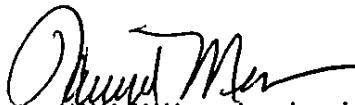
The undersigned, being all the members entitled to vote on the resolutions on the Circulation Date (see Notes 4 and 5), hereby irrevocably agree to the Ordinary Resolutions and Special Resolutions



duly authorised signatory  
for and on behalf of  
**Motorola, Inc.**

Number of ordinary shares

Date 9/5/2008 . . .



duly authorised signatory  
for and on behalf of  
**Motorola Asia Treasury Pte Ltd**

Number of ordinary shares

Date 9/5/2008 . . .