REFINITIV

DELTA REPORT

10-K

ZBRA - ZEBRA TECHNOLOGIES CORP

10-K - DECEMBER 31, 2023 COMPARED TO 10-K - DECEMBER 31, 2022

The following comparison report has been automatically generated

TOTAL DELTAS	1890
CHANGES	412
DELETIONS	713
ADDITIONS	765

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2022 December 31, 2023

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ___________________to ___________________

COMMISSION FILE NUMBER 000-19406

Zebra Technologies Corporation

(Exact name of registrant as specified in its charter)

Delaware	**36-2675536**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

3 Overlook Point, Lincolnshire, IL 60069
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (**847) 634-6700**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of exchange on which registered
Class A Common Stock, par value $.01 per share	ZBRA	The NASDAQ Stock Market, LLC

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☒

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Securities Act). Yes ☐ No ☒

The aggregate market value of the shares of Class A Common Stock held by non-affiliates of the registrant, computed by reference to the closing price of such stock as of the last business day of the registrant's most recently completed second quarter, July 2, 2022 July 1, 2023, was $15.4 billion $15.0 billion.

As of February 9, 2023 February 8, 2024, there were 51,404,742 51,381,409 shares of Class A Common Stock, par value $.01 per share, outstanding.

Documents Incorporated by Reference

Certain sections of the Registrant's definitive proxy statement for its Annual Meeting of Stockholders to be held on May 11, 2023 May 9, 2024, are incorporated by reference into Part III of this report, as indicated herein. The definitive proxy statement shall be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year to which this report relates.

ZEBRA TECHNOLOGIES CORPORATION AND SUBSIDIARIES
YEAR ENDED DECEMBER 31, 2022 2023
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PART I

References in this document to “the Company,” “we,” “us,” or “our” refer to Zebra Technologies Corporation and its subsidiaries, unless the context specifically indicates otherwise.

Safe Harbor
Forward-looking statements contained in this filing are subject to the safe harbor created by the Private Securities Litigation Reform Act of 1995 and are highly dependent upon a variety of important factors, which could cause actual results to differ materially from those expressed or implied in such forward-looking statements. When used in this document and documents referenced, the words “anticipate,” “believe,” “intend,” “estimate,” “will,” and “expect” and similar expressions as they relate to the Company or its management are intended to identify such forward-looking statements but are not the exclusive means of identifying these statements. The forward-looking statements include, but are not limited to, the Company’s financial outlook for the first quarter and full year of 2023. 2024. These forward-looking statements are based on current expectations, forecasts and assumptions, and are subject to the risks and uncertainties inherent in the Company’s industry, market conditions, general domestic and international economic conditions, and other factors. These factors include:

- Market acceptance of the Company’s products, services and solution offerings and competitors’ offerings and the potential effects of emerging technologies and changes in customer requirements,
- The effect of global market conditions, including the North America; EMEA; Latin America; and Asia-Pacific regions in which we do business,
- The impact of changes in foreign exchange rates, customs duties and trade policies due to the large percentage of our sales and operations being outside the U.S.,
- Our ability to control manufacturing and operating costs,
- Risks related to the manufacturing of the Company’s products and conducting business operations in non-U.S. countries, including the risk of depending on key suppliers who are also in non-U.S. countries,
- The Company’s ability to purchase sufficient materials, parts, and components, our ability to provide services, software, and products to meet customer demand, particularly in light of global economic conditions,
- The availability of credit and the volatility of capital markets, which may affect our suppliers, customers, and ourselves,
- Success of integrating acquisitions,
- Our ability to attract, retain, develop, and motivate key personnel,
- Interest rate and financial market conditions,
- Access to cash and cash equivalents held outside the U.S.,
- The effect of natural disasters, man-made disasters, public health issues (including pandemics), and cybersecurity incidents on our business,
- The impact of changes in foreign and domestic governmental policies, laws, or regulations,
- The outcome of litigation in which the Company may be involved, particularly litigation or claims related to infringement of third-party intellectual property rights, and
- The outcome of any future tax matters or tax law changes.

We encourage readers of this report to review Item 1A, “Risk Factors,” in this report for further discussion of issues that could affect the Company’s future results. We undertake no obligation, other than as may be required by law, to publicly update or revise any forward-looking statements, whether as a result of new information, future events, changed circumstances, or any other reason after the date of this report.

Item 1. Business

The Company
We are a global leader providing Enterprise Asset Intelligence (“EAI”) solutions in the Automatic Identification and Data Capture (“AIDC”) industry. The AIDC market consists of mobile computing, data capture, radio frequency identification devices (“RFID”), barcode printing, and other workflow automation products and services. The Company’s solutions are proven to help our customers and end-users digitize and automate their workflows to achieve their critical business objectives, including improved productivity and operational efficiency, optimized regulatory compliance, and better customer experiences.

We design, manufacture, and sell a broad range of AIDC products, including: mobile computers, barcode scanners and imagers, RFID readers, specialty printers for barcode labeling and personal identification, real-time location systems (“RTLS”), related accessories and supplies, such as labels and other consumables, and related software applications. We also provide machine vision and robotics automation solutions; a full range of services, including maintenance, technical support, repair, managed and professional services, services; as well as cloud-based software subscriptions and robotics automation solutions. subscriptions. End-users of our products, solutions and services include those in the retail and e-commerce, manufacturing, transportation and logistics, healthcare, public sector, and other industries. We operate in 122 facilities with approximately 9,750 employees worldwide. We provide our products, solutions and services globally through a direct sales force and extensive network of over 10,000 channel partners, operating in approximately 190 countries, with 120 facilities and approximately 10,500 employees worldwide. 185 countries.

We continue to advance our Enterprise Asset Intelligence (“EAI”) vision: every asset and front-line worker visible, connected, and fully optimized. Through continual innovation, of our technologies, we are leading an evolution of have expanded beyond the traditional AIDC market into EAI, which encompasses solutions that sense key operational information to transform activities such as factory production, packages moving through a supply chain, equipment in a factory, workers retail shopping, and robots in a warehouse, shoppers in a store, and patients in a hospital. the hospital patient journey. Data from enterprise assets, including status, condition, location, utilization, and preferences, is then analyzed in the cloud to provide prioritized actionable insights. Finally, with the benefits of cloud computing and connectivity, these insights and directives can be delivered to the right user at the right time to drive the best next action. As a result, our solutions enable enterprises to “sense, analyze, and act” more effectively throughout to optimize their workflows. activities.

The evolution of the AIDC market need to transform workflows is being driven by strong underlying secular trends in technology, which include the internet of things (“IoT”), cloud-based data analytics, intelligent automation, mobility, computer vision, as well as artificial intelligence and machine learning. The IoT enables the real-time exchange of an increasingly broad set of information among a proliferation of smart, connected devices. Cloud computing and expanded data analytics are allowing enterprises to make better business decisions through improved timeliness and increased visibility into workflows. While traditional AIDC solutions capture limited amounts of data and populate static enterprise systems, newer solutions that can leverage artificial intelligence through machine learning can analyze real-time data from many sources to generate actionable insights. The continued rapid growth of mobile computing devices and application software are also significantly expanding mobile computing use cases throughout enterprises and supply chains. With these expanded capabilities, end-users can consume and act upon dynamic enterprise data and information anytime and anywhere. Leveraging artificial intelligence through machine learning can analyze real-time data for increased visibility into workflows and actionable insights. Additionally, computer and machine vision technology, which enables the automatic extraction and understanding of useful information from a digital image or video, provides a key element in many of our solutions.

Acquisitions

Matrox: On June 3, 2022, the Company acquired Matrox Electronic Systems Ltd. ("Matrox") for $881 million in cash, net of Matrox's cash on-hand. Matrox is a leading provider of advanced machine vision components and software serving multiple end-markets. Through its acquisition, the Company significantly expands expanded its machine vision products and software offerings. The operating results of Matrox are included in the EVM segment.

Antuit: On October 7, 2021, the Company acquired Antuit Holdings Pte. Ltd. ("Antuit") for $145 million in cash, net of cash acquired. Antuit is a provider of demand-sensing and pricing optimization software solutions for retail and consumer products companies. Through this acquisition, the Company expands expanded its portfolio of software solution offerings to customers in these industries by combining Antuit's platform with its existing software solutions and EVM products. The operating results of Antuit are included in the EVM segment.

Fetch: On August 9, 2021, the Company acquired Fetch Robotics, Inc. ("Fetch") for $301 million, which consisted of $290 million in cash paid, net of cash acquired, and the fair value of the Company's existing minority ownership interest in Fetch of $11 million, as remeasured upon acquisition. Fetch is a provider of autonomous mobile robot solutions for customers who operate in the manufacturing, distribution, and fulfillment industries, enabling customers to optimize workflows through robotic automation. Through this acquisition, the Company intends to expand expanded its automation solution offerings within these industries. The operating results of Fetch are included within the EVM segment.

Adaptive Vision: On May 17, 2021, the Company acquired Adaptive Vision Sp. z o.o. ("Adaptive Vision") for $18 million in cash, net of cash acquired. Adaptive Vision is a provider of graphical machine vision software with applications in the manufacturing industry, as well as a provider of libraries and other offerings for machine vision developers. The operating results of Adaptive Vision are included within the EVM segment.

Reflexis: On September 1, 2020, the Company acquired Reflexis Systems, Inc. ("Reflexis") for $547 million in cash, net of cash acquired. Reflexis is a provider of task and workforce management, execution, and communication software solutions for customers in the retail, food service, hospitality, and banking industries. Through this acquisition, the Company intends to enhance its solution offerings to customers in those industries by combining Reflexis' platform with its existing software solutions and EVM products. The operating results of Reflexis are included within the EVM segment.

See Note 5, *Business Acquisitions* in the Notes to Consolidated Financial Statements for additional details.

Operations and Technologies

Our operations consist of two reportable segments that provide complementary offerings to our customers: Asset Intelligence & Tracking ("AIT"), which includes barcode and card printing, RFID and RTLS offerings, supplies, and services; and Enterprise Visibility & Mobility ("EVM"), which includes mobile computing, data capture, RFID, fixed industrial scanning and machine vision, services and workflow optimization solutions including location solutions.

Asset Intelligence & Tracking

Barcode and Card Printing: We design, manufacture, and sell printers, which produce high-quality labels, wristbands, tickets, receipts, and plastic cards on demand. Our customers use our printers in a wide range of applications, including routing and tracking, patient safety, transaction processing, personal identification, product authentication, ticketing and product authentication. receipts. These applications require high levels of data accuracy, speed, and reliability. They also include specialty printing for receipts and tickets for improved customer service and productivity gains.

Our printers use thermal printing technology, which creates images by heating certain pixels of an electrical printhead to selectively image a ribbon or heat-sensitive substrate. Our printers integrate company-designed mechanisms, electrical systems, and firmware that supports serial, parallel, Ethernet, USB, Bluetooth, or 802.11 wireless communications with appropriate security protocols. Enclosures of metal or high-impact plastic help ensure durability of our printers. Printing instructions can be received as a proprietary language such as Zebra Programming Language II, as a print driver-provided image, or as user-defined Extensible Markup Language. These features make our printers easy to integrate into most computer systems.

We also provide dye-sublimination thermal card printers that produce high quality images and are used for secure, reliable personal identification (e.g. state identification cards, drivers' licenses, and healthcare identification cards), access control (e.g. employee or student building access), and financial transactions (e.g. credit, debit and ATM cards). Additionally, we provide RFID printers that encode data into passive RFID transponders embedded in a label or card. We offer a wide range of accessories and options for our printers, including carrying cases, vehicle mounts and battery chargers.

RFID and RTLS Offerings: We provide a range of hardware and software options for capturing location data to satisfy a large variety of requirements for range, accuracy, and precision. Our active and passive RFID products include fixed readers, RFID enabled mobile computers, and RFID sleds that utilize passive ultra-high frequency to provide high-speed, non-line of sight data capture from hundreds or thousands of RFID tags in near real-time. Using the Electronic Product Code ("EPC") standard, end-users across multiple industries use our RFID technology to track high-value assets, monitor shipments, and drive increased retail sales through improved inventory accuracy. Our location solutions offerings include a range of RTLS and services that generate precise, on-demand information about the physical location and status of high-valued assets, equipment, and people. These solutions incorporate active and passive RFID technologies, beacons, and other tracking technologies to enable users to locate, track, manage, and optimize the utilization of enterprise assets and personnel. We provide substantially all elements of the location solution, including tags, sensors, exciters, middleware software, and application software.

Supplies: We produce and sell stock and customized thermal labels, receipts, ribbons, plastic cards, and RFID tags suitable for use with our printers, as well as wristbands for use in laser printers. We support our printing products, resellers, and end-users with an extensive line of superior quality, high-performance supplies optimized to a particular end-user's needs, such as chemical or abrasion resistance, extreme temperature environments, exceptional image quality, or long life. We promote the use of supplies with our printing equipment. Our supplies business also includes temperature-monitoring labels primarily used in vaccine distribution, which incorporate chemical indicators designed to change color upon exceeding predefined time and/or temperature thresholds.

Services: We provide a full range of maintenance, technical support, and repair services. We also provide managed and professional services, including those which help customers manage their devices and related software applications. Our offerings include cloud-based subscriptions and multiple service levels. They are typically contracted through multi-year service agreements. We provide our services directly and through our global network of partners.

Enterprise Visibility & Mobility

Mobile Computing: We design, manufacture, and sell rugged and enterprise-grade mobile computing products and accessories in a variety of specialized form factors and designs to meet a wide array of enterprise applications. Purpose-built devices ensure reliable operations for targeted use cases, surviving years of rough handling and harsh environments. Industrial applications include inventory management in warehouses and distribution centers; field mobility applications include field service, post and parcel, and direct store delivery; and retail and customer facing applications include e-commerce, omnichannel, mobile point of sale, inventory look-up, staff collaboration, and analytics. Our mobile computing products primarily incorporate the Android™ operating system and support local-area and wide-area voice and data communications. Our products are also offered with software tools and services that enable secure data transmission while also supporting application development, device configuration, and field support to facilitate seamless, rapid deployment and maximum customer return on investment. Our products often incorporate barcode scanning, global position system and RFID features, and other sensory capabilities. Additionally, specialized features, such as advanced data capture technologies, data analytics technologies, voice and video collaboration tools, and advanced battery technologies, enable our customers to work more efficiently and better serve their own customers.

Data Capture, RFID, Fixed Industrial Scanning, and Machine Vision: We design, manufacture, and sell barcode scanners, RFID readers, industrial machine vision cameras, and fixed industrial scanners. Our portfolio of scanners includes laser scanning and imager products in a variety of form factors, including fixed, handheld, and embedded original equipment manufacturer ("OEM") modules. Our scanners incorporate a range of technologies including area imagers, linear imagers, and lasers, as well as read linear and two-dimensional barcodes. They are used in a broad range of applications, ranging from

supermarket checkouts to industrial warehouse optimization to patient management in hospitals. The design of these products reflects the diverse needs of these markets, with different ergonomics, multiple communication protocols, and varying levels of ruggedness. Our RFID products include fixed readers, RFID enabled mobile computers, and RFID sleds that utilize passive ultra-high frequency to provide high-speed, non-line of sight data capture from hundreds or thousands of RFID tags in near real-time. Using the Electronic Product Code ("EPC") standard, end-users across multiple industries use our RFID technology to track high-value assets, monitor shipments, and drive increased retail sales through improved inventory accuracy. We also offer mobile computers that support high frequency near-field communications and low frequency radio technologies. In 2021 we introduced fixed industrial scanning and machine vision solutions, and in 2022, we significantly expanded our machine vision

solutions through the acquisition of Matrox Imaging. Our fixed industrial scanning products automatically track and trace items that move from production through distribution. Our industrial machine vision platform-independent software, software development kits, smart cameras, vision controllers, frame grabbers, input/output cards, and 3D sensors capture, inspect, assess, and record data from industrial vision systems in factory automation, semiconductor inspection, pharmaceutical packaging, food & beverage, among other use cases. We also provide related software and accessories for these products.

Services: We provide a full range of maintenance, technical support, and repair services. We also provide managed and professional services that, among other things, help customers design, test, and deploy our solutions as well as manage their mobility devices, software applications and workflows. Our offerings include cloud-based subscriptions with multiple service levels, which are typically contracted through multi-year service agreements. We provide our services directly and through our global network of partners.

*Workflow optimization solutions:*We provide a portfolio of solutions that help our customers improve the agility and productivity of key operational workflows by analyzing and acting on data in real time. Our primary focus is on frontline workers in Zebra's core customer segments, including retail, transportation and logistics, warehouse and distribution, and healthcare. Our workflow optimization solutions include:

- Software-based solutions, which include workforce management, workflow execution and task management, demand-sensing, price optimization, prescriptive analytics, as well as communication and collaboration-based solutions. These solutions are typically delivered through cloud-based software subscriptions and leverage big data, artificial intelligence, and mobile and web applications to provide customers with real-time visibility and actionable insights about their business. By analyzing labor, inventory, transactional and real-time situational data, these solutions are able to forecast demand, prescribe actions, schedule workers, and enhance collaboration. Our software-based solutions are available with multiple service levels, and are often contracted through multi-year service agreements;
- Retail solutions, which include a range of physical inventory management solutions, including solutions for full store physical inventories, cycle counts, and analytics; and

- Robotic automation solutions, which include software-powered autonomous robots that enable customers to orchestrate workflows alongside frontline workers, improving productivity and operational efficiency. Our robotic automation solutions are available in a variety of form factors to accommodate many use cases.
- Location Solutions, which include a range of RTLS and services that generate precise, on-demand information about the physical location and status of high-valued assets, equipment, and people. These solutions incorporate active and passive RFID technologies, beacons, and other tracking technologies to enable users to locate, track, manage, and optimize the utilization of enterprise assets and personnel. We provide substantially all elements of the location solution, including tags, sensors, exciters, middleware software, and application software. Our location solutions are deployed primarily in manufacturing, aerospace, transportation and logistics, sports, and healthcare industries.

Our Competitive Strengths

The following are core competitive strengths that we believe enable us to differentiate ourselves from our competitors:

An industry leader focused on improving enterprise workflows

We are focused on the key technology solutions of EAI that drive improved enterprise workflows, including mobile computing, barcode and card printing, data capture, RFID, fixed industrial scanning, machine vision, and workflow optimization solutions, along with related software, services, and accessories. Our leadership position enables us to work with and support customers globally, in a variety of industries, who are focused on implementing leading-edge solutions.

High barriers to entry

On a global basis, we have long-standing relationships with end-users and with our extensive network of channel partners. We believe these customer relationships and our strong partner network are critical to our success and would be difficult for a new market entrant to replicate. We believe a significant portion of our products and solutions are deployed with specialized product performance and software application requirements, which could result in high switching costs.

Commitment to innovation and deep industry-specific expertise

Over time, we have developed and delivered improved, targeted end-to-end solutions for our customers. We remain committed to leveraging our technology portfolio and expertise in the industries that we service to continue to develop innovative solutions that meet the key needs of our customers.

Highly diversified business mix

We are highly diversified across business segments, end markets, geographies, and customers. Additionally, we have strong recurring business in services, supplies, and software driven by an extensive global installed base of purpose-built products and solutions.

Global reach and brand

We sell to customers directly and through our network of channel partners around the world. This global presence gives us the capability to supply our customers with products, solutions, and services no matter the location of their operations. In addition, we believe we have strong brand recognition with a reputation in the industry as a trusted and strategic partner, known for delivering high quality products that are reliable and durable.

Scale advantages

We believe the size and scope of our operations, including market leadership, product and solution development investment, portfolio breadth, and global distribution, give us advantages over our competitors. We believe we have the largest installed base of products compared to other companies in our industry. These characteristics enable us to compete successfully, achieve economies of scale, and develop industry-leading solutions.

Our Business Strategies

Leverage our market leadership position and innovation to profitably grow our core business

We expect to drive revenue growth by continuing to outpace our competition in our core businesses, including mobile computing, data capture, barcode printing, and services. We expect to achieve this by leveraging our broad portfolio of solutions and product innovation and continuing to be a strategic partner to end customers. We also expect to drive growth by capitalizing on technology transitions occurring in the industry, including the transition transitions to the 5th generation mobile network (5G) and Android™ operating system in mobile computing and transitions in data capture to newer technologies involving 2D and 3D imaging and RFID. RFID, among others. This includes increased focus on market segments and geographies that offer share-gain opportunities. In addition, we plan to leverage our market-leading installed base to accelerate growth in attach-oriented offerings, including services, supplies, accessories, and software applications. Our global channel partner network is vital to helping us achieve these goals. As such, we will ensure that we provide the necessary value and support for our partners to be successful.

Advance our Enterprise Asset Intelligence vision

Our EAI vision is for every asset and front-line worker to be connected, visible, and fully optimized. We believe that secular technology trends, particularly in IoT, cloud computing, intelligent automation, mobility, and mobility, artificial intelligence advance our vision and are transforming our customers' businesses and our industry, providing us with significant new opportunities to create value for our customers and for the Company. We expect to capitalize on these trends, and in particular the proliferation of smart connected sensors and devices in our core market segments, by providing end-to-end solutions that integrate these sensors and devices with cloud-based workflows and analytics applications. We plan to continue investing in the development of technologies that will enable intelligent automation solutions, providing increased visibility into the enterprise, real-time, actionable information, and improved customer experiences. Our solutions will also increasingly include advanced features, functions, and user experiences to drive additional competitive differentiation and elevate our role as a solutions provider.

Increase our opportunity for growth through expansion in adjacent market segments

We plan to drive growth through expansion, organically and inorganically, in adjacent market segments that are synergistic with our core markets. We will focus specifically on segments where our products and solutions, workflow expertise, and customer and industry relationships will enable us to provide significant value to end-users.

Enhance financial strength and flexibility
While maintaining our strong balance sheet, we intend to continue to improve profitability and cash flow generation through operational execution and increased productivity derived from continuous business process improvement, supply chain resiliency, cost management, and focus on working capital efficiency.

Sustainable business model
Zebra's foundational ESG priorities of human capital management, resource conservation, and climate align with our strategic focus and corporate values. Initiatives within these priorities are advanced by our cross-functional Sustainability Council, with executive sponsorship and board oversight. Our approach helps to ensure that our business is sustainable over the long term for the benefit of our primary stakeholder groups, including employees, customers, partners, and investors. We are driving a high-

performance, high-performance, inclusive and diverse culture, striving to consistently be the employer of choice in the communities where we work and live. We also focus on waste reduction, circular economy product innovation with certified refurbished devices, eco-packaging and sustainable product design. Additionally, we have science-based targets on carbon emission reductions in Zebra's operations and throughout our value chain.

Competition
We operate in a highly competitive environment. The need for companies to improve productivity and implement their strategies, as well as the secular trends around IoT, cloud computing, intelligent automation, and mobility, are some of the factors that are creating growth opportunities for established and new competitors.

Key competitive factors include the breadth and quality of products, solutions and services, as well as pricing, design, performance, durability, geographic availability, warranty coverage, relationships with customers and channel partners, company reputation, and brand recognition. We believe we compete effectively with respect to these factors.

Mobile Computing: Competitors in mobile computing and related services include companies that have historically served enterprises with ruggedized devices. For some applications, we compete with companies that provide tablets and smart phones. Competitors include: Datalogic, Honeywell, and Panasonic.

Data Capture, RFID, Fixed Industrial Scanning, and Machine Vision: Competitors that provide a broad portfolio of barcode scanning products and related services that are suitable for most global market applications include Datalogic and Honeywell. We also compete against smaller companies that focus on limited product subsets or specific regions, including Newland and Impinj. Competitors in our fixed industrial scanning and machine vision business include Cognex, SICK, and Keyence.

Barcode and Card Printing: We consider our direct competition in printing to be producers of on-demand thermal transfer and direct thermal label fixed and mobile printing systems and RFID printers/encoders. We also compete with companies engaged in the design, manufacture, and marketing of printing systems that use technologies such as ink-jet, direct marking and laser printing, as well as card printers based on ink-jet, thermal transfer, embossing, film-based systems, encoders, laser engraving, and large-scale dye sublimation printers. In addition, service bureaus, which provide centralized services, compete for end-user business and provide an alternative to our card printing solutions. Competitors include: Fargo Electronics (a unit of HID Global), Honeywell, Sato, Toshiba TEC, TSC, Brother, and Dymo.

Supplies: The supplies industry is highly fragmented with competition comprised of numerous companies of various sizes around the world.

RFID and RTLS Offerings: We compete with numerous companies operating in this market including Impinj, Chainway, Alien, Rodinbell, JADAK, Ubisense, and Invengo.

Workflow optimization solutions: We compete with a diverse and varied group of companies across our solution offerings worldwide. Competitors range from providers of software-based solutions serving customers in the retail industry to providers of autonomous mobile robot solutions serving customers in the manufacturing, distribution, and fulfillment industries.

Customers
End-users of our products, solutions and services are diversified across a wide variety of industries. We have three customers, who are distributors of the Company's products and solutions, that individually accounted for more than 10% of our Net sales during the past three years. No other customer accounted for more than 10% of our Net sales during these years. See Note 20, *Segment Information & Geographic Data* in the Notes to Consolidated Financial Statements for further information.

Our Net sales to significant customers as a percentage of the Company's total Net sales were as follows: approximately:

		Year Ended December 31,		
		2022	**2021**	**2020**
Customer A	Customer A	20.7 %	22.3 %	20.7 %
Customer B	Customer B	15.0 %	13.6 %	13.9 %
Customer C	Customer C	12.8 %	12.6 %	17.7 %

	Year Ended December 31,		
	2023	**2022**	**2021**
Customer A	18 %	21 %	22 %
Customer B	14 %	15 %	14 %
Customer C	12 %	13 %	13 %

Sales and Marketing

Sales: We sell our products and services primarily through distributors (two-tier distribution), value added resellers ("VARs"), independent software vendors ("ISVs"), direct marketers, and OEMs, and our software solutions primarily through our direct sales force. We also sell our products and services directly to a select number of customers through our direct sales force. Distributors purchase our products and sell to VARs, ISVs and others, thereby increasing the distribution of our products globally. VARs, ISVs, OEMs, and systems integrators provide end users with a variety of hardware, accessories, software applications, and services. VARs and ISVs typically customize solutions for specific end-user applications using their industry, systems, and applications expertise. Some OEMs resell Zebra-manufactured products and solutions under their own brands as part of their own product offerings. Because these sales channels provide specific software, configuration, installation, integration, and support services to end-users within various industry segments, these relationships are highly valued and allow our products to reach end users in a wide array of industries around the world. We believe that the breadth of our distributor and channel partner network is a competitive differentiator and enhances our ability to compete. Finally, we experience some seasonality in sales, depending upon the geographic region and industry served.

Marketing: Our marketing function aligns closely with sales, customer success and product management functions to market our products and to deliver and promote solutions that address the needs of our customers customers. Marketing is responsible for leading strategic cross-functional practices which benefit the broader organization including pricing, enterprise analytics, customer experience, market sizing, brand strategy and partners. Our channel strategy. From a more traditional sense, the marketing organization includes is also comprised of regional and channel

marketing teams that interface closely with customers, partners, and sellers. Our marketing organization also includes sellers; plus teams that support global strategies and external communications, including portfolio product marketing, digital marketing, marketing operations, and communications, and strategic marketing business intelligence functions.

Manufacturing and Outsourcing

Final assembly of our hardware products is performed by third-parties, including electronics manufacturing services companies ("EMSs") and joint design manufacturers ("JDMs"). Our products are currently produced in facilities primarily located in the Asia-Pacific region, including China, Taiwan, Vietnam, and Malaysia, as well as Mexico and Brazil. The EMSs and JDMs produce our products to our design specifications. We maintain control over portions of the supply chain, including supplier selection and price negotiations for key components. The manufacturers generally purchase all the components and subassemblies used in the production of our products. Our products are shipped to regional distribution centers, operated by third party logistics providers or the Company. A portion of products are reconfigured at the distribution centers through firmware downloads, packaging, and customer specific customization before they are shipped to customers. In addition, certain products are manufactured in accordance with procurement regulations and various international trade agreements and remain eligible for sale to the U.S. government.

Production facilities for our supplies products are located in the U.S. and Western Europe. We also supplement our in-house supplies production capabilities with third-party manufacturers, principally located in Asia-Pacific.

Repair services for our products are performed by either our own operations or through third-parties, with repair service hubs located in each of the regions in which we serve our customers.

Research and Development

The Company devotes significant resources to developing innovative solutions for our target markets and ensuring that our products, solutions, and services maintain high levels of reliability and provide value to end-users. Research and development expenditures for the years ended 2023, 2022 and 2021 and 2020 were $519 million, $570 million, and $567 million, or 11.3%, 9.9% and $453 million, or 9.9%, 10.1% and 10.2% of Net sales, respectively. Worldwide, we have employed approximately 3,100 2,800 engineers and innovation and design experts, who along with contractors, are focused on strengthening and broadening our extensive portfolio of products and solutions.

Intellectual Property

We rely on a combination of trade secrets, patents, trademarks, copyrights, and contractual rights to establish and protect our innovations, and hold a large portfolio of intellectual property rights in the U.S. and other countries. As of December 31, 2022 December 31, 2023, the Company owned approximately 2,200 1,800 trademark registrations and trademark applications, and approximately 6,500 6,800 patents and patent applications, worldwide.

We believe that our intellectual property will continue to provide us with a competitive advantage in our product areas as well as provide leverage for future technologies. Our success depends more upon our extensive know-how, deep understanding of end-user processes and work-flows, innovative culture, technical leadership and marketing and sales abilities. Although we do not rely only on patents or other intellectual property rights to protect or establish our market position, we will enforce our intellectual property rights when and where appropriate.

Human Capital

The Company is committed to attracting, developing, and retaining talent to enable our strategic vision.This commitment directly shapes our approach to fostering a culture of inclusion and diversity and ensuring employees can reach their potential.

We believe that our strong Company culture is a key enabler of our success. The values of accountability, integrity, teamwork, agility, and innovation are central to our culture and how we operate and work together. We take proactive steps to ensure that this culture continues to permeate throughout our organization. Employee engagement within the Company is consistently high with the most recent measures scoring above relevant benchmarks for technology companies. We consider our relations with our employees to be very good. In addition, we believe our compensation structure aligns with our stockholders' long-term interests by balancing profitability and growth, and reflects the Company's commitment to pay for performance.

In response to employee survey feedback, this year the Company implemented well-being solutions including a speaker series on resilience, a manager toolkit, and a "Be You, Be Real, Be Well" campaign. In addition, the Company implemented zDay, a paid, company-wide day off for all eligible Zebra employees, and Focus Fridays to encourage meeting-free time on Friday afternoons.

As recognition of the Company's strong culture and commitment to its employees, the Company ranked #42 on Newsweek's list of America's 100 Most Loved Workplaces, #42 on Fast Company's list of the Best Workplaces for Innovators, #79 on Forbes' list of America's 500 Best Midsize Employers and was Great Place to Work-Certified™ in 2022.

As of December 31, 2022December 31, 2023, the Company had approximately 10,5009,750 employees globally, with a majority in sales and technical roles. Our employees work in 5655 countries with a majority of our employees located outside of the U.S. Some portions of our business, primarily in Europe, China, and India, are subject to labor laws that differ significantly from those in the U.S. In Europe, for example, it is common for a works council to represent employees when discussing matters such as compensation, benefits, restructurings, and layoffs.

The Company is committed to attracting, developing, and retaining talent to enable our strategic vision and purpose. This commitment directly shapes our approach to fostering a culture of inclusion and diversity to drive innovation and enables employees to reach their potential.

We believe that our strong Company culture is a key contributor to our success. In 2023 we refreshed our company values, which are Lead through Innovation; Deliver Excellence with Agility; Think and Act Customer First; Succeed as One; and Make a Positive Impact. Together, we create new ways of working that make everyday life better for organizations, their employees and those they serve. Employee engagement within the Company is consistently high with the most recent measures scoring above relevant benchmarks for technology companies. Furthermore, as recognition of the Company's strong culture and commitment to its employees, the Company was ranked #66 on Newsweek's list of Global Most Loved Workplaces, #5 on Fast Company's list of the Best Workplaces for Innovators, and was Great Place to Work-Certified™ in 2023.

The wellbeing of our employees remains a core focus. We have benefits that demonstrate our commitment, including zDay, (a paid, Company-wide day off for all eligible Zebra employees), summer hours, and Focus Fridays to encourage meeting-free time on Friday afternoons. In 2023 we launched our new Employee Experience Community, where employees from around the globe provide their input to improve people-related programs.

Talent Development

We are a Company built on a community of changemakers, innovators, and doers who come together

Zebra is committed to deliver a performance edge to the front line of business. creating an environment that fosters continuous learning. We believe that empowered team members enable us effective career development happens when employees and managers have open discussions regarding their development plans and the best way to advance our strategic priorities. As a result, we provide ample employee development opportunities, starting with our robust onboarding process. Our use available resources to support their learning and development.

All Zebra employees have access to the Zebra Education Network, an online learning platform, offers offering a wide variety of learning and development resources such as formal resources. Employees are able to make choices around their development with broad access to learning courses, cross-functional content and can connect this to their individual development experiences, as well as tools for mentoring and career shadowing. plans. We also offer annual training and certification programs for all employees globally, including mandatory compliance training.

We offer ample employee development opportunities and have expanded these offerings through our Global Learning and Leadership Roadmap ("Roadmap") in 2023. The Roadmap reflects Zebra's enterprise-wide development programs and is supplemented through various functional and business unit offerings, focused on functional development needs. The Roadmap invites all employees to participate in their development at any stage of their career. A highlight of our program offerings includes Zebra Foundations, a course designed to help all new employees learn about Zebra, our vision, purpose, culture and values, and understand resources available, all taught through hands-on, gamified learning experiences and interactive presentations. We also offer Zebra's Leadership Essentials, which is designed specifically for employees new to leading others and fosters their leadership and management skill development. This course focuses on values, team engagement, coaching and feedback, delegation and development, and performance management and innovation.

For more senior management, Zebra offers a series of leadership programs and experiences, designed to advance the development of leaders at critical stages of their careers. Senior leaders in Zebra nominate specific candidates for these leadership programs. Additionally, on an We connect nominations for these programs to our annual basis, we conduct a talent review and succession planning process. Our comprehensive talent review to assess includes the assessment of our future leadership pipeline and align on the skills we need needed to proactively develop employees for the future. This annual exercise is complemented Regular talent discussions are held by quarterly sessions with management Executive Leadership to ensure we make align on critical planning activities and now include a review of the leadership development alumni and progress on of prior participants of our critical talent nominated leadership development efforts throughout the year. programs.

Inclusion and & Diversity

We are committed

Our vision is to leveraging leverage a diverse workforce where employees can bring their best selves to work and to being be an inclusive workplace workspace where all employees are seen, heard, valued, and respected, respected. We believe an inclusive and diverse workforce increases Zebra's innovation, and drives employee development and engagement. Our current aspirations for diverse representation are to being a recognized leader in increase the marketplace that values representation of women globally, and ethnic racial minority groups across the total organization. These aspirations also include increased representation for both groups for leadership roles (director level and above). To support these aspirations, we routinely review our progress through inclusion survey scores, ERG engagement, diversity of its' employees, customers, partners candidate slates, succession plans, and suppliers. We have continued to expand our Inclusion & Diversity program, formalized in 2018, through the launch of our Inclusion & Diversity Advisory Council in 2020, the launch of our Inclusion Champions program in 2021, and the formalization of an internal I&D goals framework in 2022. This expansion has been enabled through our continued focus on a culture of inclusion (leveraged through our inclusion networks), embedding I&D as a component of a career at Zebra (including expanding the hiring, retention & career development of diverse talent with the support of our external outreach partnerships) and setting the foundations for wider outreach in the community (building multiple pathways for access to employment at Zebra), as well as deepening relationships with our customers through a voluntary turnover, which drive shared vision to advance I&D.

- Culture: Our inclusion networks are employee-driven, executive sponsored communities which foster a more inclusive workplace by bringing together employees from accountability across the business to empower, support and learn from each other. The inclusion networks promote collaboration and host productive dialogue to help all Zebras understand the unique needs of our diverse employee populations. Currently at Zebra, organization. Additionally, we have eight inclusion networks: Women's Inclusion Network (WIN), Zebra Equality Alliance (ZEAL), Zebra Veteran's Inclusion Network (VETZ), Zebras of African Descent (ZAD), Zebra Hispanic/Latinx Inclusion Network (UNIDOZ), Zebras of All Abilities (ZoAA) and Zebra's Early Career Inclusion Network (EDGE). In 2022, we launched The Green Herd employee network to support grassroots sustainability efforts, inspire a conservation mindset at each Zebra site, and support and develop focus areas for active employee engagement across the globe.

- Career: We have established talent acquisition partnerships partner with outreach organizations such as Society of Women Engineers (SWE), National Society of Black Engineers (NSBE), Disability: (Disability:IN, Hispanic Alliance for Career Enhancement (HACE), and Hiring our Heroes (HOH), Out in STEM (oSTEM), as well as Hispanic Serving Institutions) to enhance expand our recruitment efforts and deepen our partnerships with diverse talent. In addition talent acquisition reach to external outreach, we provide a variety of training including unconscious bias awareness for all employees, interviewing bias awareness training for hiring managers, and a mandatory Inclusive Leadership workshop for all people leaders. There are additional diversity and inclusion learning tools and resources available for all Zebras, including discussion forums and on-demand learning geared specifically on allyship focusing historically underrepresented groups.

We will continue to focus on the development and retention of talent that creates opportunities for progress toward our diverse talent. Additionally, we have launched employee development programs with external coaching, partnered with CEO Action's Executive Level Mentoring Initiative. aspirations. Our Company-wide 4C Framework will also continue to guide our Inclusion & Diversity (I&D) strategy, encouraging all employees to contribute to I&D in ways meaningful to them and their work at Zebra:

- Culture: Advancing culture of belonging through continuous learning.
- Career: Providing insights to inspire curiosity for progress and individual advancement.
- Community: We focus on how Connecting actions in the Company deepens the impact that we have on the local communities we serve community with our philanthropy philosophy.
- Customer: Advancing customer relationships through aligned philanthropic activity, as well as increasing access for learning and employment opportunities within our communities. shared I&D aspirations.

- Customers: The Company values Our focus on I&D continues through the opportunity expansion of our Employee Resource Groups (ERGs), now with over 20% employee membership across the globe. With two new ERGs in 2023, we now have nine employee-led ERGs, along with an employee-led sustainability network, that are pivotal to engage on the journey of advancing a our culture of Inclusion & Diversity in collaboration inclusion and are aligned with our customers 4C model. All of our ERGs are sponsored by members of our Executive Leadership Team. Our I&D Advisory Council, comprised of Executive Leadership Team members and partners together, recognizing that we may share many similar opportunities leaders of our ERGs, oversees our strategy, governance, and challenges. Our inclusion networks have started collaborating progress against aspirations for an inclusive culture and diverse representation at Zebra. We proactively collaborate with employee resource groups at external customers our ERG leaders, members, and partners allies to share best practices support and innovate on initiatives deliver continuous learning, with input provided to foster inclusive cultures, as well as hosting joint events to raise overall awareness refresh our Inclusive Leadership training and education.Connect through Inclusion Workshops.

Our employees actively participate in volunteering activities, supported through our Zebra Gives programs. In 2023 our employee volunteerism (measured by use of volunteer paid time off) increased by 30% over 2022. Through our community partnerships, our employees leverage their talents and experience to have a positive impact on important community causes and outreach, including advancing STEM education along with our I&D vision. Through partnerships to advance STEM, we sponsor educational events, mentor teams and individuals, and pilot programs to widen Zebra's future talent pipeline. Our philanthropy focus extends to Healthcare and Disaster Relief where we maintain relationships with key strategic partners.

In addition, we benchmark and learn from a network of organizations through our membership of the Alliance for Global Inclusion, where we also participate in the Alliance Index to inform our internal I&D strategy. In 2023 Zebra received a perfect score of 100 in the Human Rights Campaign Foundation's 2023-2024 Corporate Equality Index, the foremost benchmarking survey and report measuring how U.S.-based companies promote LGBTQ+ workplace equality through corporate policies, benefits, and practices. We intend to continue participating in such indices into 2024 to inform the choices we make on inclusive policies and practices.

Regulatory Matters

Wireless Regulatory Matters

Our business is subject to certain wireless regulatory matters. The use of wireless voice, data, and video communications systems requires radio spectrum, which is regulated by government agencies throughout the world. In the U.S., the Federal Communications Commission ("FCC") and the National Telecommunications and Information Administration ("NTIA") regulate spectrum use by non-federal entities and federal entities, respectively. Similarly, countries around the world have one or more regulatory bodies that define and implement the rules for use of the radio spectrum, pursuant to their respective national laws and international coordination under the International Telecommunications Union. We manufacture and market products in spectrum bands already made available by regulatory bodies, these include voice and data infrastructure, mobile radios, and portable or hand-held devices. Consequently, our results of operations could be positively or negatively affected by the rules and regulations adopted from time-to-time by the FCC, NTIA, or regulatory agencies in other countries. Our products operate both on the licensed and unlicensed spectrum. The availability of additional radio spectrum may provide new business opportunities, and consequently, the loss of available radio spectrum may result in the loss of business opportunities. Regulatory changes in current spectrum bands may also provide opportunities or may require modifications to some products so they can continue to be manufactured and marketed.

Other Regulatory Matters

Some of our operations use substances regulated under various federal, state, local, and international laws governing the environment and worker health and safety, including those governing the discharge of pollutants into the ground, air and water, the management and disposal of hazardous substances and wastes and the cleanup of contaminated sites. Certain products are subject to various federal, state, local, and international laws governing chemical substances in electronic products. During 2022, 2023, compliance with U.S. federal, state and local, and foreign laws regulating the discharge of materials into the environment, or otherwise relating to the protection of the environment did not have a material effect on our business or results of operations.

Available Information

Our website address is www.zebra.com. The information on our website is not, and shall not be deemed to be, a part of this Annual Report on Form 10-K or incorporated into any other filings we make with the Securities and Exchange Commission ("SEC"). Our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and any amendments to those reports, are made available free of charge on the Investor Relations page of our website as soon as reasonably practicable after we electronically file them with or furnish them to the SEC.

Item 1A. Risk Factors

Investors should carefully consider the risks, uncertainties, and other factors described below, as well as other disclosures in this report, including Management's Discussion and Analysis of Financial Condition and Results of Operations, because they could have a material adverse effect on our business, financial condition, operating results, cash flows, and growth prospects. These risks are not the only risks we face. Our business operations could also be affected by additional factors that are not presently known to us or that we currently consider to be immaterial. No priority or significance is intended by, nor should be attached to, the order in which the risk factors appear.

General Business and Industry Risks

The Company is vulnerable to the potential difficulties associated with the increase in the complexity of our business. We have grown rapidly expanded operations and customer offerings over the last several years both organically and through acquisitions. This growth has caused increased complexities in the business. We believe our future success depends in part on our ability to manage our growth and increased complexities of our business. The following factors could present difficulties to us:

- Managing our distribution channel partners and end-user customers;
- Managing our contract manufacturing and supply chain;
- Manufacturing an increased number of products;
- Developing and managing custom solutions offerings;
- Managing parties to whom we have outsourced portions of our business operations;
- Managing administrative and operational burdens;
- Managing stakeholder interests including customer, investor and employee social responsibility matters;
- Maintaining and improving information technology infrastructure to support growth; growth and to manage cyber security threats;
- Managing the integration of acquisitions;
- Managing logistical problems common to complex, expansive operations;
- Managing our international operations;
- Managing the cost of labor including any union organizing efforts and our responses to such efforts; and
- Attracting, developing and retaining individuals with the requisite technical expertise to develop new technologies and introduce new products and solutions.

Inability to consummate future acquisitions at appropriate prices could negatively impact our growth rate and stock price. Our ability to expand revenues, earnings, and cash flow depends in part upon our ability to identify and successfully acquire and integrate businesses at appropriate prices and to realize anticipated synergies. Acquisitions can be difficult to identify and consummate due to competition among prospective buyers and the need to satisfy applicable closing conditions and obtain antitrust and other regulatory approval on acceptable terms. Macroeconomic factors, such as rising inflation and interest rates, capital market volatility, etc., could negatively influence our future acquisition opportunities.

The Company could encounter difficulties in any acquisition it undertakes, including unanticipated integration problems and business disruption. Acquisitions could also dilute stockholder value and adversely affect operating results. We may acquire or make investments in businesses, technologies, services, products, or solutions. An acquisition may present business issues which are new to us. The process of integrating any acquired business, technology, service, product, or solution into our operations may result in unforeseen operating difficulties and expenditures. Integration of an acquired company also may consume considerable management time and attention, which could otherwise be available for ongoing operations and the further development of our existing business. These and other factors may result in benefits of an acquisition not being fully realized.

Acquisitions also may involve a number of risks, including, but not limited to:

- Difficulties and uncertainties in retaining the customers, distributors, vendors, or other business relationships from the acquired entities;
- The loss of key employees of acquired entities;
- Disruptions in our business due to difficulties integrating and reorganizing operations, products, technologies and personnel;
- The ability of acquired entities to fulfill their customers' obligations;
- The inheritance of known, and the discovery of unknown, issues or liabilities;
- Pre-closing and post-closing acquisition-related earnings charges could adversely impact operating results and cash flows in any given period, and the impact may be substantially different from period to period;

- The failure of acquired entities to meet or exceed expected operating results or cash flows could result in impairment of goodwill or intangible assets acquired;

- The ability to implement internal controls and accounting systems necessary to be compliant with requirements applicable to public companies subject to SEC reporting, which could result in misstated financial reports; and
- Future acquisitions could result in changes such as potentially dilutive issuances of equity securities and the incurrence of debt and contingent liabilities.

The Company may not be able to continue to develop products or solutions to address user needs effectively in an industry characterized by ongoing change. effectively. To be successful, we must adapt to rapidly changing technological and application needs by continually improving our products and solutions, as well as introducing new products, solutions, and services, to address user demands.

The Company's industry is characterized impacted by:

- Evolving industry standards;
- Frequent new product, solution, and service introductions;
- Evolving distribution channels;
- Increasing demand for customized product and software solutions;
- Changing customer demands; and
- Changing security protocols.

Future success will depend on our ability to effectively and economically adapt in this evolving environment. We could incur substantial costs if we must modify our business to adapt to these changes, and may even be unable to adapt to these changes.

The Company participates in a competitive industry, which may become more competitive. Competitors may be able to respond more quickly to new or emerging technology and changes in customer requirements. The markets that we serve are rapidly evolving and highly competitive. Some of our products, solutions and services are in direct competition with similar or alternative products, solutions and services provided by our competitors. In addition, we often compete with local competitors that may have a substantial advantage in attracting customers in their countries due to more established branding in that country, greater knowledge with respect to the tastes and preferences of customers residing in that country or their focus on a single market. Because of the potential for consolidation in any market, such competitors may become larger, and increased size could permit them to operate in wider geographic areas. To remain competitive, we believe we must continue to effectively and economically:

- Identify and evolve with customer needs, emerging technologies, and industry trends;
- Monitor disruptive technologies and business models;
- Innovate, develop and timely commercialize new technologies, solutions, and services;
- Competitively price our products, solutions and services;
- Offer superior customer service;
- Provide products and solutions of high quality and reliability;
- Provide dependable and efficient distribution networks; and
- Attract, retain and develop employees with technical expertise and an understanding of our industry and customer needs.

We cannot assure that we will be able to compete successfully against current or future competitors or technologies. Current or future competitors are likely to continue to develop and introduce new and enhanced products, solutions and services that could cause a decline in market acceptance of our products, solutions or services, or result in the loss of major customers. Increased competition in our industry may result in price reductions, lower gross profit margins, and loss of market share, and could require increased spending on research and development, sales and marketing, and customer support. In addition, we may not be able to effectively anticipate and react to new entrants in the marketplace competing with our products, solutions or services.
Further, as we expand into markets beyond our core products, we may face well established competitors, placing us at a disadvantage in a new competitive landscape. Some competitors may make strategic acquisitions or establish cooperative relationships with suppliers or companies that produce complementary products and solutions, which may create additional pressures on our competitive position in the marketplace. An inability to compete successfully could have an adverse effect on our business and results of operations.

Operational Risks

The Company has substantial operations and sells a significant portion of our products, solutions and services outside of the U.S. and purchases important components, including final products, from suppliers located outside the U.S., many of whom with operations concentrated in China. Shipments to non-U.S. customers are expected to continue to account for a material portion of Net sales. We also expect to continue the use of third-party contract manufacturing services with non-U.S. production and assembly operations for our products.

Risks associated with operations, sales, and purchases outside the United States include:

- Fluctuating foreign currency rates could restrict sales, increase costs of purchasing, and affect collection of receivables outside of the U.S.;
- Volatility in foreign credit markets may affect the financial well-being of our customers and suppliers;
- Violations of anti-corruption laws, including the Foreign Corrupt Practices Act and the U.K. Bribery Act, could result in large fines and penalties;
- Geopolitical turmoil, including popular uprisings, regional conflicts, terrorism and war could limit or prohibit our ability to transfer certain technologies, to sell our products and solutions, and could result in additional closure of facilities in sanctioned countries (e.g., the ongoing military conflicts between Russia and Ukraine and Israel and Hamas, and changes in China-Taiwan and U.S.-China relations);
- Adverse changes in, or uncertainty of, local business laws or practices, including the following:
  - Imposition of burdensome tariffs, quotas, taxes, trade barriers, or capital flow restrictions;
  - Restrictions on the export or import of technology may reduce or eliminate the ability to sell in, or purchase from, certain markets;
  - Political and economic instability and uncertainty may reduce demand for our products or put our assets at risk;
  - Limited intellectual property protection in certain countries may limit recourse against infringement on our products or may cause us to refrain from selling in certain geographic territories;
  - Staffing may be difficult including higher than anticipated turnover;
  - A government-controlled exchange rate and limitations on the convertibility of currencies, including the Chinese Yuan;
  - Transportation delays and customs related delays may affect production and distribution of our products;
  - Geopolitical uncertainty or turmoil could negatively affect our operations or those of our customers or suppliers;
  - Difficulty in effectively managing and overseeing operations that are distant and remote from corporate headquarters; and
  - Integration and enforcement of laws varies significantly among jurisdictions and may change over time.

The war between Russia and Ukraine and the global response to this war could have an adverse impact on our business and results of operations. On March 5, 2022, we suspended our business operations in Russia. While this suspension has not had, and is not expected to have, a material impact on our operating results, it is not possible to predict the broader or long-term consequences of the war between Russia and Ukraine, which may include further sanctions, embargoes, regional instability, geopolitical shifts and adverse effects on macroeconomic conditions, cybersecurity conditions, currency exchange rates, financial markets and energy markets. Such geopolitical instability and uncertainty could have a negative impact on our ability to sell and ship products, collect payments from and support customers in certain regions, and could increase the costs, risks and adverse impacts from supply chain and logistics challenges.

Third parties may allege that the Company or our suppliers infringe upon their intellectual property rights. Periodically, third parties claim that we or our suppliers infringe upon their intellectual property rights. As we continue to expand our business and incorporate new technologies into our products and solutions, these types of claims may increase. Any of these claims, with or without merit, could result in costly litigation and divert the attention of key personnel. To the extent a violation of a third party's patent or other intellectual property right is established, we may be prevented from operating our business as planned and we may be required to pay costly judgments or settlements, enter into costly licensing arrangements or use a non-infringing method to accomplish our business objectives, any of which could have a negative impact on our operating margins. See Item 3, *Legal Proceedings* for additional information regarding current patent litigation.

The inability to protect intellectual property could harm our reputation, and our competitive position may be materially damaged. Our intellectual property is valuable and provides us with certain competitive advantages. We use copyrights, patents, trademarks, trade secrets, and contracts to protect these proprietary rights. Despite these precautions, third parties may be able to copy or reproduce aspects of our intellectual property and our products or, without authorization, to misappropriate and use information we regard as trade secrets. Additionally, the intellectual property rights we obtain may not be sufficient to provide us with a competitive advantage and may be successfully challenged, invalidated, circumvented, or infringed. In any infringement litigation that the Company may undertake to protect our intellectual property, any award of monetary damages may be unlikely or very difficult to obtain, and any such award we may receive may not be commercially valuable. Furthermore, efforts to enforce or protect our proprietary rights may be ineffective and could result in the invalidation or narrowing of the scope of our intellectual property and may cause us to incur substantial litigation costs. Because of the substantial amount of discovery required in connection with intellectual property litigation, there is a risk that some of the Company's confidential information could be compromised by disclosure during this type of litigation. Some aspects of our business and services also rely on technologies, software, and content developed by or licensed from third parties, and we may not be able to maintain our relationships with such third parties or enter into similar relationships in the future on reasonable terms or at all.

We currently use third-party and/or open source operating systems and associated application ecosystems in certain of our products and solutions. Such parties ceasing continued development of the operating systems or restricting our access to such operating systems could adversely impact our business and financial results. We are dependent on third-parties' continued development of operating systems, software application ecosystem infrastructures, and such third-parties' approval of our implementations of their operating systems and associated applications. If such parties cease to continue development or support of such operating systems or restrict our access to such operating systems, we would be required to change our strategy

for such devices. Our financial results could be negatively impacted by a resulting shift away from the operating systems we currently use and the associated applications ecosystem could be costly and difficult. A strategy shift could increase the burden of development on the Company and potentially create a gap in our portfolio for a period of time, which could competitively disadvantage us. Some aspects of our business and services also rely on technologies, software, and content developed by or licensed from third parties, and we may not be able to maintain our relationships with such third parties or enter into similar relationships in the future on reasonable terms or at all.

Emerging issues related to the development and use of artificial intelligence ("AI") could give rise to legal or regulatory action, damage our reputation or otherwise materially harm our business. Our development and use of AI technology in our products and operations remains in the early phases. While we aim to develop and use AI responsibly and attempt to mitigate ethical and legal issues presented by its use, we may ultimately be unsuccessful in identifying or resolving issues before they arise. AI technologies are complex and rapidly evolving and the technologies that we develop or use may ultimately be flawed. Moreover, AI technology is subject to rapidly evolving domestic and international laws and regulations, which could impose significant costs and obligations on the company. For example, in 2023 the Biden Administration issued a new, executive order on safe, secure and trustworthy AI and the EU introduced the AI Act to establish rules for providers and users. Emerging regulations may pertain to data privacy, data protection, and the ethical use of AI, as well as clarifying intellectual property considerations. Our use of AI could give rise to legal or regulatory action, increased scrutiny or liability, damage our reputation, or otherwise materially harm our business.

Cybersecurity incidents could disrupt business operations. New technologies and systems being installed with the intent of advancing capabilities and processing efficiencies may introduce new risks which could outpace the organization's ability to properly identify, assess and address such risks. Further, new business models that rely heavily on global digitization, use of the cloud, big data, mobile and social media expose the organization to even more cyber-attacks. We rely on information technology systems throughout the Company to keep financial records, process orders, manage inventory, coordinate shipments to distributors and customers, maintain confidential and proprietary information, and other technical activities, and operate other critical functions such as internet connectivity, network communications, and email. The Company stores confidential and proprietary information through cloud-based services that are hosted by third parties where we have less influence over security protocols. In addition, our customers may use certain of our products and solutions to transmit and/or process personal data and other sensitive information. Like many companies, we continually strive to meet industry information security standards relevant to our business. We periodically perform vulnerability assessments, remediate vulnerabilities, review log/access, perform system maintenance, manage network perimeter protection, implement and manage disaster recovery testing, and provide periodic educational sessions to our employees to foster awareness of schemes to access sensitive information. Despite our implementation of a variety of security controls and measures, as well as those of our third-party vendors, there is no assurance that such actions will be sufficient to prevent a cybersecurity incident. Further, as cybercrime and threats continue to rapidly evolve and become increasingly more difficult to detect and defend against, our current security controls and measures may not be effective in preventing cybersecurity incidents and we may not have the capabilities to detect certain vulnerabilities. A cybersecurity incident could include an attempt to gain unauthorized access to digital systems for purposes of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. Phishing and other types of attempts to obtain unauthorized information or access are often sophisticated and difficult to detect or defeat.

Cybersecurity incidents can take a variety of forms including, unintentional events as well as deliberate attacks by individuals, groups and sophisticated organizations, such as state sponsored organizations or nation-state actors. Further, certain of our third party vendors have limited access to our employee and customer data and may use this data in unauthorized ways. Any such cybersecurity incident or misuse of our employees' or customers' data may lead to a material disruption of our core business systems, the loss or corruption of confidential business information, and/or the disclosure of personal data that in each case could result in an adverse business impact as well as possible damage to our brand. This could also lead to a public disclosure or theft of private intellectual property and a possible loss of customer confidence.

While we have experienced and expect to continue to experience these types of threats and incidents, there have been no material incidents incurred to-date at the Company. If our core business operations, or that of one of our third-party service providers, were to be breached, this could affect the confidentiality, integrity, and availability of our systems and data. Any failure on the part of us or our third-party service providers to maintain the security of data we are required to protect, including via the penetration of our network security and the misappropriation of confidential and proprietary information, could result in: business disruption; damage to our reputation; financial obligations to third parties; fines, penalties, regulatory proceedings; private litigation with potentially large costs; deterioration in our suppliers', distributors', and customers' confidence in us; as well as other competitive disadvantages. Such failures to maintain the security of data could have a material adverse effect on our business, financial condition, and results of operations. While we continue to perform security due diligence, there is always the possibility of a significant breach. In addition, any failure on the part of one of our contract manufacturers, distributors or resellers to maintain the security of its systems or data, including via the penetration of their network security or ransomware, could result in business disruption to us and damage to our reputation.

Any threats or security breaches to our systems may negatively impact our customers. Our products and solutions that are deployed in customer environments also have the possibility of being breached, which could result in disclosure of a customer's confidential information, or disrupt the availability of the customer's data and systems. Further, our customers may fail to adopt adequate security controls and measures, or may fail to timely update their products and solutions to install or enable security patches, which may result in a security breach. The market perception of the effectiveness of our products and our reputation could also be harmed as a result of any actual or perceived security breach that occurs in our network or in the network of a customer of our products, regardless of whether the breach is attributable to our products, the systems of other vendors or to actions of malicious parties. It is possible that such a breach, or a perceived breach, could result in delays in, or loss of market acceptance of, our products, solutions or services; diversion of our resources; injury to our reputation; theft or misuse of our intellectual property or other assets; increased service and warranty expenses; and payment of damages. To date, we have had no material incidents related to the security of our products or solutions. Further, strategic customers may negotiate specific controls and we may incur additional costs to comply with such customer-specific controls. Although we maintain insurance related to cybersecurity risks, there can be no assurance that our insurance will cover the particular cyber incident at issue or that such coverage will be sufficient.

We may incur liabilities as a result of product failures due to actual or apparent design or manufacturing defects. We have been subject to product liability claims, and may continue to be subject to such claims, including claims for property or economic damages or personal injury, where damages arose, and may continue to arise, from our products as a result of actual or apparent design or manufacturing defects. In addition, such design or manufacturing defects may occur not only in our own

designed products, but also in components provided by third-party suppliers. We seek to limit such risk through insurance protection as well as product design, manufacturing quality control processes, product testing and contractual indemnification from suppliers. Although there have been no material claims to-date at the Company, due to the growing size of the Company's installed product base and growing number of applications in which our products can be used, an actual or alleged design or manufacturing defect could result in product recalls, injury to our reputation, and customer service costs or legal costs that could have material adverse effects on our financial results.

Defects or errors in the Company's software products could harm our reputation, result in significant cost to us, and impair our ability to market such products. Our software may contain undetected errors, defects, or bugs. Although we have not suffered significant harm from any errors, defects, or bugs to date, we may discover significant errors, defects, or bugs in the future that we may not be able to correct or correct in a timely manner. Any future errors, defects, or bugs found in our software products and related services may result in delays in, or loss of market acceptance of, our products, solutions or services; diversion of resources; injury to reputation; increased service and warranty expenses; and payment of damages; which could have a material adverse effect on our financial results.

Our business success depends on our ability to attract, retain, develop and motivate key personnel. Our business and results of operations could be adversely affected by increased competition for highly skilled employees, higher employee turnover, or increased compensation and benefit costs. The future success of the Company is substantially dependent on the continued services and contributions of key personnel, including senior management and other highly skilled employees. The experience, industry knowledge, and skill sets of our employees materially benefit our operations and performance, and the ability to attract, retain, develop, and motivate highly skilled employees is important to our long-term success. Skilled employees in our industry are in high demand and competition for their experience and skill sets is intense. The incentives and benefits we have available to attract, retain, and motivate employees may become less effective as employees seek new or different opportunities based on factors such as compensation, benefits, mobility, and flexibility that are different from what we offer. Although we strive to be an employer of choice, we may not be able to continue to successfully attract, retain, develop, or motivate key personnel in the future. Any disruption in the services of key personnel may have a material adverse effect on our business and results of operations.

A natural disaster, widespread public health issue, civil unrest, or man-made disaster may cause supply disruptions that could adversely affect our business and results of operations. Natural disasters or widespread public health issues, including pandemics, may occur in the future and the Company is not able to predict to what extent or duration any such disruptions will have on our ability to maintain ordinary business operations. The Company's operations and facilities are subject to catastrophic loss due to fire, flood, terrorism, or other natural or man-made disasters. If any of our facilities were to experience a catastrophic loss, it could disrupt our operations, delay production, shipments and revenue, and result in large expenses to repair or replace the facility. Following an interruption to our business, the Company could require substantial recovery time, experience significant expenditures to resume operations, and lose significant sales. If such a disruption were to occur, we could breach agreements, our reputation could be harmed, and our business and operating results could be adversely affected.The consequences of a natural disaster or widespread public health issue may have a material adverse effect on our business and results of operations.

The effects of Global health crises, such as the COVID-19 pandemic, have had an impact on our supply chain and may continue to could have a material impact on our global operations, our customers and our vendors, which could adversely affect impact our business financial results and results of operations. financial condition. The coronavirus ("COVID-19") pandemic has been, Global health crises could have a material impact on our global operations, our employees, our customers and continues to be, complex and rapidly evolving, and has impacted our vendors, which could adversely impact our business with prior impacts primarily related results and financial conditions. For example, the continued evolution of COVID-19 and its variants, as well as periodic spikes in infection rates, local outbreaks on our sites or supplier, customer or vendor sites, in spite of safety measures or vaccinations, could cause disruptions to our operations or those of our suppliers, customers or vendors. Pandemic conditions could lead to global supply chain disruption (including higher fulfillment costs challenges, which could adversely impact our ability to procure certain components and component shortages) could impact our ability to manufacture products and labor constraints. The duration and extent cause delays in delivery of the impact of the COVID-19 pandemic on our business, operations and financial results depends on factors that cannot be accurately predicted at this time, such as the severity and transmission rate of COVID-19, the emergence of products and/or solutions to our customers. As new variants of the virus, the length of the pandemic, and the impact of these and other factors on our stakeholders.

The U.S. federal, state, and local governments as well as non-U.S. governments, viruses appear, especially variants that are more easily spread, cause more serious outcomes, or are resistant to varying degrees, have imposed, and may again impose, several protocols and regulations restricting activities of individuals in an effort to limit the spread of COVID-19. Over the course of the pandemic we have implemented a number of measures in an effort to protect the existing vaccines, new health and well-being of our employees, customers and suppliers, including having the majority of office workers work remotely during the height of the pandemic and gradually returning to offices as restrictions are lifted, limiting employee travel where appropriate, and implementing more strenuous health and safety measures for hosting and attending in-person industry events. We continue to allow our employees to come back to work in our offices in a controlled approach, with modified business practices and increased health orders and safety protocols consistent with government regulations and guidelines. However, there is no guarantee that such protocols will be successful in preventing the spread of COVID-19 amongst could further impact our employees, and even as employees return to our offices, we may be prevented from conducting business activities at full capacity for an indefinite period of time. The extent and duration of future workplace restrictions and limitations, particularly in sites with significant headcount, could adversely impact our on-site operations and our ability to execute on strategic imperatives for our business. The potential negative effects manufacture, ship or deliver products and solutions to our operations, including reductions in production levels, research customers. These factors could materially and development activities, and increased efforts to mitigate the impact of COVID-19, may adversely affect our ability to deliver our products, solutions and services.

Further, the conditions caused by COVID-19 have affected, and may continue to affect, the overall demand environment for our products, solutions and services. The level of demand for certain product components has resulted in, and may continue to result in, lengthened lead times and higher input costs, including freight. This has impacted, and may continue to negatively impact our ability to meet customer demand as well as profitability. An inability to meet customer demand may also adversely affect our customers' ability or willingness to purchase our products, solutions or services. Additionally, our business results, operations, revenue, growth and overall financial results may be adversely impacted by challenges in the macroeconomic environment, including market inflation, as a result of global supply chain shortages.

If COVID-19 or its variants become more prevalent in the locations where our customers, suppliers, or we conduct business, we may experience more pronounced disruptions in our operations. If we are not able to respond to and manage the impact of such events effectively, our business and results of operations in future periods may be adversely affected. Moreover, the impacts of the COVID-19 pandemic may exacerbate other pre-existing risks, such as global economic conditions, political, regulatory, social, financial, operational and cybersecurity as well as similar risks relating to our suppliers and customers, any of which could have a material adverse effect on our business. condition.

We are exposed to risks under large, multi-year system and solutions and services contracts that may negatively impact our business. We enter into large, multi-year system and solutions and services contracts with our customers that expose us to risks, including among others: (i) technological risks, especially when contracts involve new technology; (ii) financial risks, including the accuracy of estimates inherent in projecting costs associated with large, long-term contracts and the related impact on operating results; and (iii) cybersecurity risks, especially in solutions or managed services contracts with customers that process personal data. Recovery of front-loaded costs incurred on long-term managed services and software-based solutions contracts with customers is dependent on the continued viability of such customers. The insolvency of customers could result in a loss of anticipated future revenue attributable to that program or product, which could have an adverse impact on our profitability.

We enter into fixed-price contracts that could subject us to losses in the event we fail to properly estimate our costs. If our initial cost estimates are incorrect, we can lose money on these contracts. Because many of these contracts involve new technologies and applications and require the Company to engage subcontractors and can last multiple years, unforeseen events, such as technological difficulties, fluctuations in the price of raw materials, problems with our subcontractors or suppliers, and other cost overruns, can result in the contract pricing becoming less favorable or even unprofitable to us and have an adverse impact on our financial results. In addition, a significant increase in inflation rates could have an adverse impact on the profitability of longer-term contracts.

We utilize the services of subcontractors to perform under many of our contracts, and the inability of our subcontractors to perform in a timely and compliant manner could negatively impact our performance obligations as the prime contractor. We engage subcontractors on many of our contracts and our use of subcontractors has and may continue to increase as we expand our global solutions and services business. Our subcontractors may further subcontract performance and may supply third-party products and software. We may have disputes with our subcontractors, including disputes regarding the quality and timeliness of work performed by a subcontractor and the functionality, warranty and indemnities of products, software, and services supplied by a subcontractor. We are not always successful in passing along customer requirements to our subcontractors, and thus in some cases may be required to absorb contractual risks from our customers without corresponding back-to-back coverage from our subcontractors. Our subcontractors may not be able to acquire or maintain the quality of the materials, components, subsystems, and services they supply, or secure preferred warranty and indemnity coverage from their suppliers, which might result in greater product returns, service problems, warranty claims and costs, and regulatory compliance issues and could harm our business, financial condition, and results of operations.

We have outsourced portions of certain business operations such as repair, distribution, engineering services, and information technology services and may outsource additional business operations, which limits our control over these business operations and exposes us to additional risk as a result of the actions of our outsource partners. We are not able to directly control certain business operations that we outsource. Our outsource partners may not prioritize our business over that of their other customers and they may not meet our desired level of service, cost reductions, or other metrics. In some cases, our outsource partners' actions may result in our being found to be in violation of laws or regulations, such as import or export regulations. As many of our outsource partners operate outside of the U.S., our outsourcing activity exposes us to information security vulnerabilities and increases our global risks. In addition, we are exposed to the financial viability of our outsource partners. Once a business activity is outsourced, we may be contractually prohibited from, or may not practically be able to, bring such activity back within the Company or move it to another outsource partner. The actions of our outsource partners could result in reputational damage to us and could negatively impact our financial results. Further, we have from time-to-time, and in certain instances will continue to, transition our outsourced operations to new service providers and/or to different geographies. Such transition activities between new or existing outsource partners or across different geographies, as well as insourcing activities, could

result in additional cost, time and management attention in order to effectively manage the transition, which could negatively impact our financial results.

Failure of our suppliers, subcontractors, distributors, resellers, and representatives to use acceptable legal or ethical business practices could negatively impact our business. It is our policy to require suppliers, subcontractors, distributors, resellers, and

third-party sales representatives ("TPSRs") to operate in compliance with applicable laws, rules, and regulations, including those regarding working conditions, employment practices, environmental compliance, anti-corruption, and trademark and copyright licensing. However, we do not control their labor and other business practices. If one of our suppliers, subcontractors, distributors, resellers, or TPSRs violates labor or other laws or implements labor or other business practices that are regarded as unethical, the shipment of finished products to us could be interrupted, orders could be canceled, relationships could be terminated, and our reputation could be damaged. If one of our suppliers or subcontractors fails to procure necessary license rights to trademarks, copyrights, or patents, legal action could be taken against us that could impact the salability of the Company's products and solutions, and expose us to financial obligations to a third-party. Any of these events could have a negative impact on our sales and results of operations.

We rely on third-party dealers, distributors, and resellers to sell many of our products, services and solutions, and their failure to effectively bring our products, services and solutions to market may negatively affect our results of operation and financial results. In addition to our own sales force, we offer our products, services and solutions through a variety of third-party dealers, distributors, and resellers who may also market other products, services and solutions that compete with ours. Failure of one or more of our third-party dealers, distributors, or resellers to effectively promote our offerings could affect our ability to bring products, services and solutions to market and have a negative impact on our results of operations. Any changes to our channel program may cause some of our third-party dealers, distributors, or resellers to exit the program due to modifications to the program structure, which may reduce our ability to bring products and solutions to market and could have a negative impact on our results of operations.

Third-party dealers, distributors or resellers could also face additional costs or credit concerns resulting from an uncertain economic environment that would cause such parties to reduce purchases of our products, thereby causing a negative impact on our financial results. Some of these third-parties are smaller and more likely to be impacted by a significant decrease in available credit that could result from a weakness in the financial markets. If credit pressures or other financial difficulties result in insolvency for third-party dealers, distributors, or resellers and we are unable to successfully transition end-customers to purchase our products and solutions from other third-parties or from us directly, it may cause, and in some cases, has caused, a negative impact on our financial results.

Final assembly of certain of our products is performed by third-party electronics manufacturers. We may be dependent on these third-party electronics manufacturers as a sole-source of supply for the manufacture of such products. A failure by such manufacturers to provide manufacturing services to us as we require, or any disruption in such manufacturing services up to and including a catastrophic shut-down, may adversely affect our business results. Because we rely on these third-party electronics manufacturers to manufacture our products, we may incur increased business continuity risks. We are not able to exercise direct control over the assembly or related operations of certain of our products. If these third-party manufacturers experience business difficulties or fail to meet our manufacturing needs, then we may be unable to satisfy customer product demands, lose sales, and be unable to maintain customer relationships. Longer production lead times may result in shortages of certain products and inadequate inventories during periods of unanticipated higher demand. Without such third parties continuing to manufacture our products, we may have no other means of final assembly of certain of our products until we are able to secure the manufacturing capability at another facility or develop an alternative manufacturing facility. This transition could be costly and time consuming. We have taken actions to diversify, and may take additional actions to diversify in the future, our product sourcing footprint. Such actions have, and may again, result in additional costs.

Our future operating results depend on our ability to purchase a sufficient amount of materials, parts, and components, as well as services and software to meet the demands of customers. We source some of our components from sole source suppliers. Any disruption to our suppliers or significant increase in the price of supplies, inclusive of transportation costs, or change in customer demand could have a negative impact on our results of operations. Our ability to meet customers' demands depends, in part, on our ability to obtain in a timely manner an adequate delivery of quality materials, parts, and components, as well as services and software from our suppliers, and our ability to deliver products, services and software to our customers. In addition, certain supplies are available only from a single source or limited sources and we may not be able to diversify sources in a timely manner. If demand for our products, solutions or services increases from our current expectations or if suppliers are unable or unwilling to meet our demand for other reasons, including as a result of natural disasters, public health issues, severe weather conditions, or financial issues, we could experience an interruption in supplies or a significant increase in the price of supplies that could have a negative impact on our business. We have experienced shortages in the past that have negatively impacted our results of operations and may experience such shortages in the future. At times we have and may continue to execute multi-year purchase commitments with suppliers that contain minimum spend thresholds, which we are obligated to fulfill even if customer demand declines, and may require that we purchase inventory that exceeds our forecasted demand. In addition, volatility in customer demand, product availability, and costs to transport products, may result in increased operating input costs. costs, elevated inventory levels, as well as inventory-related losses. Also, credit constraints at our suppliers could cause us to accelerate payment of accounts payable by us, impacting our cash flow.

In addition, our current contracts with certain suppliers may be canceled or not extended by such suppliers and, therefore, not afford us with sufficient protection against a reduction or interruption in supplies. Moreover, in the event any of these suppliers breach their contracts with us, our legal remedies associated with such a breach may be insufficient to compensate us for any damages it may suffer.

Financial and Market Risks

The impact of changes in customs duties and trade policies in the United States and corresponding actions by other countries in which the Company does business could adversely affect our financial performance. The Company currently imports a significant percentage of our products into the U.S., and an increase in customs duties with respect to these imports could negatively impact the Company's financial performance. Although the Company has taken actions to diversify its product sourcing footprint, these efforts may not be sufficient to mitigate negative impacts on the Company's financial performance resulting from an increase in customs duties.

Taxing authority challenges may lead to tax payments exceeding current reserves. We are subject to, and may become subject to, ongoing tax examinations in various jurisdictions. As a result, we may record incremental tax expense based on expected outcomes of such matters. In addition, we may adjust previously reported tax reserves based on expected results of these examinations. Such adjustments could result in an increase or decrease to the Company's effective tax rate and cash flows. Future changes in tax law in various jurisdictions around the world and income tax holidays could have a material impact on our effective tax rate, foreign rate differential, future income tax expense, and cash flows.

Forecasting our estimated annual effective tax rate is complex and subject to uncertainty, and there may be material differences between our forecasted and actual tax rates. Forecasts of our income tax position and effective tax rate are complex, subject to uncertainty and periodic updates because our income tax position for each year combines the effects of a mix of profits earned and losses incurred by us in various tax jurisdictions with a broad range of income tax rates, as well as changes in the valuation of deferred tax assets and liabilities, the impact of various accounting rules and changes to these rules, the results of examinations by various tax authorities, and the impact of any acquisition, business combination, disposition or other reorganization, or financing transaction.

As a multinational corporation, we conduct our business in many countries and are subject to taxation in many jurisdictions. The taxation of our business is subject to the application of multiple, and sometimes conflicting, tax laws and regulations, as well as multinational tax conventions. Many countries have recently adopted, or are considering the adoption of, revisions to their respective tax laws based on the on-going reports issued by the Organization for Economic Co-operation and Development ("OECD")/G20 Base Erosion and Profit Shifting ("BEPS") Project, which could materially impact our tax liability due to our organizational structure and significant operations outside of the U.S. Our effective tax rate is highly dependent upon the geographic distribution of our worldwide earnings or losses resulting from our structure and operating model, the tax regulations and tax holidays in each geographic region, and the availability of tax credits and carry-forwards. The application of tax laws and regulations is subject to legal and factual interpretation, judgment, and uncertainty. Tax laws themselves are subject to change as a result of changes in fiscal policy, changes in legislation, and the evolution of regulations and court rulings. Consequently, taxing authorities may impose tax assessments or judgments against us that could materially impact our tax liability and/or our effective income tax rate.

Economic conditions and financial market disruptions may adversely affect our business and results of operations. *Adverse economic conditions or reduced and/or changes in the timing and amount of information technology spending may negatively impact our business.* General disruption of financial markets and a related general economic downturn or uncertainty could adversely affect our business and financial condition through a reduction in demand for our products, solutions or services by our customers. If a slowdown were severe enough, it could require further impairment testing and write-downs of goodwill and other intangible assets. Cost reduction actions have been and may be necessary and might lead to in the future resulting in restructuring charges. charges as well as changes in staffing levels which may strain our resources. A tightening of financial credit or increase in the cost of borrowing could adversely affect our customers, suppliers, outsourced manufacturers, and channel partners (e.g., distributors and resellers) from obtaining adequate credit for the financing of significant purchases. An economic downturn could also result in a decrease in or cancellation of orders for our products, solutions and services; negatively impacting the ability to collect accounts receivable on a timely basis; result in additional reserves for uncollectible accounts receivable; and require additional reserves for inventory obsolescence. Higher volatility and fluctuations in foreign exchange rates for the U.S. Dollar against currencies such as the Euro, British Pound Sterling and Czech Koruna could negatively impact product sales, margins, and cash flows.

It is important that we are able to obtain many different types of insurance, and if we are not able to obtain insurance or exhaust our coverage, we may be forced to retain the risk. We have many types of insurance coverage and are also self-insured for some risks and obligations. Our third-party insurance coverage varies from time to time in both type and amount depending on availability, cost and our decisions with respect to risk retention. Economic conditions and uncertainties in global markets may adversely affect the cost and other terms upon which we are able to obtain third-party insurance. In addition, our third-party insurance policies are subject to deductibles, policy limits, and exclusions that result in our retention of a level of risk on a self-insurance basis. Further, certain types of coverages may be difficult or expensive to obtain. We self-insure against certain

business risks and expenses where we believe we can adequately self-insure against the anticipated exposure and risk or where insurance is either not deemed cost-effective or is not available. If the amount of our third-party insurance coverage is not available or adequate to cover all claims or liabilities, or to the extent we have elected to self-insure, we may be forced to bear substantial costs from an accident, incident, or claim. Losses not covered by insurance could be substantial and unpredictable and could adversely affect our financial condition and results of operations.

Our indebtedness could adversely affect our business. Our indebtedness could have important consequences, including the following:

- We may experience difficulty in satisfying our obligations with respect to our existing indebtedness or future indebtedness;
- Our ability to obtain additional financing for working capital, capital expenditures, acquisitions, or general corporate purposes may be impaired;
- We may be at a competitive disadvantage with reduced flexibility in planning for, or responding to, changing conditions in the industry, including increased competition; and
- We may be more vulnerable to economic downturns and adverse developments in the business.

We expect to fund our expenses and to pay the principal and interest on our indebtedness from cash flow from operations. Our ability to meet our expenses and to pay principal and interest on our indebtedness when due depends on our future performance and ability to collect cash from our customers, which will be affected by financial, business, economic, and other factors. We will not be able to control many of these factors, such as economic conditions in the markets where we operate and pressure from competitors.

If our business does not generate sufficient cash flows from operations or if future borrowings are not available to us in an amount sufficient to enable us to pay our indebtedness or to fund our other liquidity needs, we may need to refinance all or a portion of our indebtedness on or before the maturity thereof, sell assets, reduce or delay capital investments, or seek to raise additional capital, any of which could have a material adverse effect on our operations. In addition, we may not be able to effect any of these actions, if necessary, on commercially reasonable terms or at all. Our ability to restructure or refinance our indebtedness will depend on the condition of the capital and debt markets and our financial condition at such time. Any refinancing of our indebtedness could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict business operations. The terms of anticipated or future debt instruments may limit or prevent us from taking any of these actions. In addition, any failure to make scheduled payments of interest and/or principal on outstanding indebtedness would likely result in a reduction of our credit rating, which could harm our ability to access additional capital on commercially reasonable terms or at all. Our inability to generate sufficient cash flow to satisfy our debt service obligations, or to refinance or restructure our obligations on commercially reasonable terms or at all, would have an adverse effect, which could be material, on our business, financial condition and results of operations, as well as on our ability to satisfy the obligations in respect of our indebtedness.

Our use of derivative financial instruments to reduce interest rate risk may result in added volatility in our operating results. We do not hold or issue derivative financial instruments for trading purposes. However, we do utilize derivative financial instruments to reduce interest rate risk associated with our indebtedness. To manage variable interest rate risk, we entered into forward interest rate swap agreements, which will effectively convert a portion of our indebtedness into a fixed rate loan. Under generally accepted accounting principles, changes in the fair values of the swap contracts are reflected in our Consolidated Statements of Operations as a component of “Interest expense, net” if not hedged. The associated impact on our quarterly operating results is directly related to changes in prevailing interest rates. If interest rates increase, we would have a non-cash gain on the swaps, and vice versa in the event of a decrease in interest rates. Consequently, these swaps may introduce additional volatility to our operating results.

Legal and Regulatory Risks

We could be adversely impacted by changes in accounting standards and subjective assumptions, estimates, and judgments by management related to complex accounting matters. Generally accepted accounting principles and related accounting pronouncements, implementation guidelines, and interpretations with regard to a wide range of matters that are relevant to our businesses, including, but not limited to, revenue recognition, business acquisition purchase price allocations, impairment of goodwill and other intangible assets, inventories, tax matters, and litigation and other contingent liabilities are highly complex and involve many subjective assumptions, estimates, and judgments. Changes in these rules or their interpretation or changes in underlying assumptions, estimates, or judgments could significantly change our reported or expected financial performance or financial condition. New accounting guidance may also require systems and other changes that could increase our operating costs and/or change our financial statements.

Laws and regulations relating to the handling of personal data may result in increased costs, legal claims, or fines against the Company. As part of our operations, the Company collects, uses, stores, and transfers personal data of third parties, employees and limited customer data in and across various jurisdictions. Laws and regulations relating to the handling of such personal

data may result in increased costs, legal claims, or fines against the Company. Existing laws and emerging regulations may be inconsistent across jurisdictions and are subject to evolving and differing (sometimes conflicting) interpretations. Government officials, regulators and privacy advocates are increasingly scrutinizing how companies collect, process, use, store, share and transmit personal data, which may result in new interpretations of existing laws that impact our business. Compliance with these laws may require us to, among other things, make changes in services, business practices, or internal systems that may result in increased costs, lower revenue, reduced efficiency, or greater difficulty in competing with foreign-based firms. Further, there is no assurance that we will be able to meet additional requirements that may be imposed on the transfer of personal data without incurring expenses. We may experience reluctance or refusal by customers to purchase or continue to use our services due to concerns regarding their data protection obligations. Our actual or perceived failure to comply with applicable laws and regulations or other obligations to which we may be subject, or to protect personal data from unauthorized access, use, or other processing, may subject the Company to enforcement actions and regulatory investigations, claims, legal proceedings or other actions, reputational harm and loss of goodwill, any of which could have a material adverse effect on our operations, financial performance, and business.

The unfavorable outcome of any pending or future litigation, arbitration, or administrative action could have a material adverse effect on our financial condition or results of operations. From time to time we are a party to litigation, arbitration, or administrative actions. Our financial results and reputation could be negatively impacted by unfavorable outcomes to any pending or future litigation or administrative actions, including those related to the Foreign Corrupt Practices Act, the U.K. Bribery Act, or other anti-corruption laws. There can be no assurances as to the favorable outcome of any litigation or administrative proceedings. In addition, it can be very costly to defend litigation or administrative proceedings and these costs could negatively impact our financial results.

We are subject to a wide range of product regulatory and safety, consumer, worker safety, and environmental laws. Our operations and the products we manufacture and/or sell are subject to a wide range of product regulatory and safety, consumer, worker safety, and environmental laws and regulations. Compliance with such existing or future laws and regulations could subject us to future costs or liabilities, impact our production capabilities, constrict our ability to sell, expand or acquire facilities, restrict what products, solutions and services we can offer, and generally impact our financial performance. Some of these laws are environmental and relate to the use, disposal, remediation, emission and discharge of, and exposure to hazardous substances. These laws often impose liability and can require parties to fund remedial studies or actions regardless of fault. We continue to incur disposal costs and have ongoing remediation obligations. Environmental laws have tended to become more stringent over time and any new obligations under these laws could have a negative impact on our operations or financial performance.

Laws focused on the energy efficiency of electronic products and accessories; recycling of both electronic products and packaging; reducing or eliminating certain hazardous substances in electronic products; and the transportation of batteries continue to expand significantly. Laws pertaining to accessibility features of electronic products, standardization of connectors and power supplies, the transportation of lithium-ion batteries, and other aspects are also proliferating. There are also demanding and rapidly changing laws around the globe related to issues such as product safety, radio interference, radio frequency radiation exposure, medical related functionality, and consumer and social mandates pertaining to use of wireless or electronic equipment. These laws, and changes to these laws, could have a substantial impact on whether we can offer certain products, solutions, and services, and on what capabilities and characteristics our products, solutions or services can or must include.

These laws impact our products and negatively affect our ability to manufacture and sell products competitively. We expect these trends to continue. In addition, we anticipate that we will see increased demand to meet voluntary criteria related to reduction or elimination of certain constituents from products, increasing energy efficiency, and providing additional accessibility.

Increased public awareness and worldwide focus on environmental and climate change issues has led to legislative and regulatory efforts to limit greenhouse gas emissions, and may result in more international, federal or regional requirements or industry standards to reduce or mitigate global warming. ESG requirements and other increased regulation of climate change concerns could subject us to additional costs and restrictions and require us to make certain changes to our manufacturing practices and/or product designs, which could negatively impact our business, results of operations, financial condition and competitive position.

From time to time, we create and publish voluntary disclosures regarding ESG matters. Identification, assessment, and disclosure of such matters is complex. Many of the statements in such voluntary disclosures are based on our expectations and assumptions, which may require substantial discretion and forecasts about costs and future circumstances. However, if our ESG practices or business portfolio do not meet evolving investor or other stakeholder expectations and standards, then our reputation, our ability to attract or retain employees and our attractiveness as an investment, supplier, business partner, or acquiror could be negatively impacted. In addition, we note that certain ESG matters are becoming less “voluntary” as regulators, including the SEC, begin proposing and adopting regulations regarding ESG matters, including, but not limited to climate change-related matters. To the extent we are subject to increased regulatory requirements, we could become subject to increased compliance-related costs and risks, including potential enforcement and litigation. Such ESG matters may also impact our suppliers and customers, which may compound or cause new impacts on our business, financial condition or results of operations.

Item 1B. Unresolved Staff Comments

None.

Item 1C. Cybersecurity

Zebra takes a comprehensive approach to managing cybersecurity risk, starting with the integration of cybersecurity risk into our overall enterprise risk management framework, among other significant risks to the Company.

Board Oversight

Our Board of Directors is responsible for oversight of risks to the Company, and is assisted by the Audit Committee in the oversight of cybersecurity risks. Management updates the Board on at least an annual basis on key cybersecurity activities. In connection with this oversight, the Audit Committee monitors the quality and effectiveness of the Company’s cybersecurity program covering security of its internal information technology systems and its products and solutions as well as our cyber incident response plan and resources. The Audit Committee regularly receives updates from management about prevention, detection, mitigation and remediation of cyber threats, including the overall status of the Company’s cyber security program, results of third-party assessments, and recent cyber threats. In addition, the Audit Committee reviews the Company’s cyber security investment methodology to determine whether cyber maturity improvements and risk reductions are being made.

Management’s Role

Management is responsible for day-to-day cyber risk management activities, including proactively identifying, assessing, prioritizing, managing and mitigating enterprise cybersecurity risks. Our Chief Financial Officer ("CFO") is the accountable leader in executive management for Zebra's IT and cybersecurity programs.

The Chief Security Officer ("CSO") is the senior-most security professional responsible for the implementation of the Company's cybersecurity, product security, and corporate/physical security programs, and reports to the CFO. The CSO also recommends to the Company's executive management regarding the Company's cyber risk mitigation priorities. The Company's current CSO has served in that role for Zebra since 2018. He is a recognized leader in the field of cyber security with over 14 years of global executive cybersecurity experience.

The Chief Information Officer ("CIO") is a peer to the CSO, also reporting to the CFO. The CIO and his team are responsible for executing cybersecurity risk mitigation plans. Zebra's current CIO was appointed to the role in March 2022 and has nearly 20 years of experience in managing IT functions.

The Chief Information Security Officer ("CISO") reports to the CSO and oversees the Company's Security Operations Center ("SOC"). The CISO establishes and oversees the execution of prioritized cybersecurity mitigation plans for the Company. Zebra's current CISO was appointed to the role in June 2018 and has held multiple leadership roles overseeing IT functions during his 14 years with the Company, including driving efforts within the cybersecurity function.

Cybersecurity Risk Management

The underlying controls of our cyber risk management program are based on recognized best practices and standards for cyber security and information technology, including the National Institute of Standards and Technology Cybersecurity Framework.Our approach to cybersecurity risk management includes the following key elements:

- Defense and On-going Monitoring – Our SOC is responsible for the on-going monitoring and analysis of cyber threats to the Company. The SOC evaluates cyber security incidents according to the Company's cyber incident response plan, appropriate cyber incident playbook, and crisis communications cyber incident plan. The Company also utilizes endpoint detection and response services as well as data forensic investigation services for additional detection capability and timely assistance with potential cyber security incidents.

- Technical Safeguards – The Company utilizes various tactics for cyber threat prevention. We periodically perform vulnerability assessments, remediate vulnerabilities, review log and access, perform system maintenance, manage network perimeter protection, and implement and manage disaster recovery testing. Further, Zebra relies on its information security management system supported by a comprehensive set of policies that directly align with ISO 27001 and are supported by System and Organization Controls 2 (SOC2) reports and external ISO 27001:2013 certification for certain parts of our business.

- Education and Awareness – To foster employee awareness of cyber threats, we provide periodic educational sessions to our employees, including annual training on general cybersecurity concepts and educational opportunities that include real-life simulation and "tabletop exercises." We also regularly conduct privacy and security summits that involve training and information sessions conducted by employees and by third parties.

- Third-Party Risk Management ("TPRM") – Our TPRM function focuses on mitigating cyber risk from specific third-party vendor categories. This function performs initial TPRM assessments as part of the vendor selection process and regularly reassess vendors based on vendor type and risk factors.

While we have experienced and expect to continue to experience cybersecurity threats and incidents, there have been no material incidents incurred to-date at the Company. However, there can be no guarantee that our policies and procedures will be followed in every instance or that those policies and procedures will be effective. Cybersecurity threats could materially affect our business strategy, results of operations, or financial condition, as further discussed in the risk factors in Part I, Item 1A of this report.

Item 2. Properties

Our corporate headquarters are located in Lincolnshire, Illinois; a northern suburb of Chicago. We also operate manufacturing, repair, distribution and warehousing, administrative, research, and sales facilities in other U.S. and international locations.

As of December 31, 2022 December 31, 2023, the Company owned three 3 laboratory and warehouse facilities located in the U.S., U.K., and Canada.

As of December 31, 2022 December 31, 2023, the Company had a total of 117 119 leased facilities with locations spread globally; 41 36 of which are located in the U.S. and 76 83 of which are located in other countries. See Note 13, *Leases* in the Notes to Consolidated Financial Statements for further details related to the Company's lease arrangements.

We generally consider the productive capacity of our facilities to be adequate and sufficient for our requirements. The extent of utilization of each manufacturing facility varies throughout the year.

Item 3. Legal Proceedings

Beginning in September 2021, Honeywell filed patent infringement lawsuits against Zebra in multiple jurisdictions, including the International Trade Commission and Federal District Court in the Western District of Texas in the United States, as well as foreign courts in the United Kingdom, Germany, Netherlands, and China. Honeywell made substantially similar allegations of patent infringement in all cases filed. The technology addressed in the various actions generally includes aspects of data capture, barcode reading, and scanning. The allegedly infringing Zebra products identified in the actions were described as barcode scanners, mobile computers with barcode scanning capabilities, scan engines, and components thereof. The remedies sought in these lawsuits included damages and injunctive relief. The same Zebra products and technology were implicated in all of the lawsuits. Zebra vigorously defended against these infringement allegations. In February 2022, Zebra filed patent infringement lawsuits against Honeywell in multiple jurisdictions, including the International Trade Commission and Federal District Court in the Eastern District of New York in the United States, as well as foreign courts in the United Kingdom, Germany and China. Zebra's allegations against Honeywell in each case varied based on the underlying technology in the Zebra patent that is alleged to have been infringed by Honeywell. The technology addressed in the various actions includes scan engine functionality generally, distance scanning, power management and security. The Honeywell products that are accused of infringing Zebra's patents in the various actions include scan engines and components thereof, barcode scanners, mobile computers, RFID printers and other wireless devices. The remedies sought in these lawsuits included damages and injunctive relief. In June 2022, the parties resolved their disputes and entered into a License and Settlement Agreement ("Settlement"). All pending matters between the parties were dismissed. The following are the relevant terms disclosed in Zebra's Form 8-K filed on June 30, 2022: Under the Settlement, the Company and Honeywell each deny liability and agreed to a mutual general release from all past claims; entered into a covenant not to sue for patent infringement; agreed to a payment by the Company to Honeywell for past damages of $360 million which was charged in the Company's second quarter 2022 results and will be paid in equal quarterly installments over eight quarters; and entered into a royalty-free cross-license with respect to each party's existing patent portfolio for the lives of the licensed patents.

See Note 14, *Accrued Liabilities, Commitments and Contingencies* in the Notes to Consolidated Financial Statements for discussion of certain other matters.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Stock Information
Our Class A Common Stock is traded on the NASDAQ Stock Market, LLC under the symbol "ZBRA".

As of February 9, 2023 February 8, 2024, the last reported price for the Company's Class A Common Stock was $316.56 $247.12 per share, and there were 91 84 registered stockholders of record for Zebra's Class A Common Stock. The number of beneficial owners is substantially greater than the number of stockholders of record because a large portion of our Class A common stock is transacted through banks and brokers.

Dividend Policy
Since our initial public offering in 1991, we have not declared any cash dividends or distributions on our capital stock. We currently do not anticipate paying any cash dividends in the foreseeable future.

Treasury Shares
The following table sets forth information with respect to repurchases of the Company's common stock for the three months ended December 31, 2022 December 31, 2023.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (in millions) (1)
October 2, 2022 - October 29, 2022	187,024	$ 267.33	187,024	$ 992
October 30, 2022 - November 26, 2022	12	282.67	12	992
November 27, 2022 - December 31, 2022	187,629	250.50	187,629	945
Total	374,665	$ 258.90	374,665	$ 945

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (in millions) (1)
October 1, 2023 - October 28, 2023	—	$ —	—	$ 893
October 29, 2023 - November 25, 2023	—	—	—	893
November 26, 2023 - December 31, 2023	—	—	—	893
Total	—	$ —	—	$ 893

(1) On May 17, 2022, the Company announced that its Board of Directors authorized a share repurchase program for up to $1 billion of its outstanding shares of common stock. This authorization augments the previous $1 billion share repurchase authorization which was announced on July 30, 2019. Repurchases may be effected from time to time through open market purchases, including pursuant to a pre-set trading plan meeting the requirements of Rule 10b5-1(c) of the Securities Exchange Act of 1934. As of December 31, 2022 December 31, 2023, the Company has cumulatively repurchased 3,323,283 3,517,602 shares of common stock for approximately $1.1 billion, resulting in a remaining amount of share repurchases authorized under the plans of $945 million $893 million.

Stock Performance Graph

The following graph compares the cumulative total stockholder return, calculated on a dividend-reinvested basis, in Zebra Technologies Corporation Class A Common Stock, the S&P 500 Index, and the S&P 500 Information Technology Index for the five years ended December 31, 2022 December 31, 2023. The comparison assumes that $100 was invested in each of the Company's Class A Common Stock, the S&P 500 Index, and the S&P 500 Information Technology Index as of the market close on December 31, 2017 December 31, 2018. Note that historic stock price performance is not necessarily indicative of future stock price performance.

Item 5.jpg

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			Value at each year-end of $100 initial investment made on December 31, 2017							
		12/17	12/18	12/19	12/20	12/21	12/22			
Value at each year-end of $100 initial investment made on December 31, 2018							**Value at each year-end of $100 initial investment made on December 31, 2018**			
	12/18						12/18	12/19	12/20	12/21 12/22 12/23
Zebra Technologies Corporation	Zebra Technologies Corporation	$ 100.00	$153.40	$246.09	$370.26	$573.41	$247.02			
S&P 500	S&P 500	$ 100.00	$ 95.62	$125.72	$148.85	$191.58	$156.89			
S&P 500 Information Technology	S&P 500 Information Technology	$ 100.00	$ 99.71	$149.86	$215.63	$290.08	$208.30			

Item 6. [Reserved]

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

This section generally discusses fiscal 2023 and 2022 items and year-over-year comparisons between 2023 and 2022. Discussions of 2021 items and year-over-year comparisons between 2022 and 2021. Discussions of 2020 items and year-over-year comparisons between 2021 and 2020 are not included herein. Refer to "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2021 December 31, 2022 for that discussion.

Overview

The Company is a global leader in providing Enterprise Asset Intelligence ("EAI") solutions in the Automatic Identification and Data Capture ("AIDC") industry. The AIDC market consists of mobile computing, data capture, radio frequency identification devices ("RFID"), barcode printing, and other workflow automation products and services. The Company's operations consist of two reportable segments that provide complementary offerings to our customers: Asset Intelligence & Tracking ("AIT") and Enterprise Visibility & Mobility ("EVM"). Refer to Part I, Item 1 of this document for additional information.

- The AIT segment is an industry leader in barcode printing and asset tracking technologies. Its major product lines include barcode and card printers, RFID and RTLS offerings, and supplies, including temperature-monitoring labels, and services.

- The EVM segment is an industry leader in automatic information and data capture solutions. Its major product lines include mobile computing, data capture, RFID, fixed industrial scanning and machine vision, services, and workflow optimization solutions and location solutions. Our workflow optimization solutions include cloud-based software subscriptions, retail solutions, and robotic automation solutions.

Change in Segments

In the second quarter of 2023, our advanced location technology solutions business, which is primarily comprised of RFID devices and RTLS offerings, moved from our EVM segment into our AIT segment contemporaneous with a change in our organizational structure and management of the business. We have reported our segment results reflecting this change, including historical periods, on a comparable basis. This change does not have an impact on the Consolidated Financial Statements.

During the past year, we have maintained our position as a market leader in our core businesses, which are generally considered to be comprised of our mobile computing and data capture products, printing products and supplies, as well as support and repair services. Customers across the industries that we serve have benefited from our core offerings to keep pace with the increasingly on-demand economy and to invest in their long-term technology capabilities.

The Company has continued to make strategic investments to accelerate progress in certain adjacent and expansion markets. In June 2022, the Company acquired Matrox Electronic Systems Ltd. ("Matrox) for $881 million in cash, net of Matrox's cash on-hand. Matrox, part of our EVM segment, is a leading provider of advanced machine vision components and software serving many end-markets. Through its acquisition of Matrox, the Company significantly expanded its machine vision products and software offerings. The Company also continues to focus on scaling and integrating our other recent acquisitions (Antuit.ai, Fetch Robotics, Adaptive Vision Sp. z.o.o., and Reflexis) providing growth opportunities across our software and robotic solution offerings. These investments were funded partly through cash flow generation from our core businesses operations as well as through borrowings and other working capital facilities that enable us to maintain strong liquidity and manageable debt leverage.

As part of our ongoing supply chain optimization and resiliency initiatives, we extended the transition timeline of our distribution center in North America. The transition negatively impacted product fulfillment and operating results in the third quarter and contributed to elevated inventory levels. To mitigate the impacts associated with that transition, we resumed servicing customer orders through our existing logistics service provider. Additionally, in January 2023, we terminated our contractual arrangement with the new service provider and have directly assumed the distribution center lease and have staffed the facility with Zebra employees, hence assuming all operational activities at the location.

We are actively managing our inventory levels and have been addressing certain component part shortages through a combination of entering long-term supply commitments with key vendors, utilizing expedited modes of transportation, as well as executing select product re-designs. We anticipate inventory levels to remain elevated from historical levels as we continue to manage through supply chain challenges.

Macroeconomic Environment

The acceleration of broad We entered 2023 facing headwinds from global cost inflation, a rising interest rate environment, rates, and a stronger U.S. dollar, in the current year which have negatively impacted our operating current year results. As the year progressed, we experienced a broad-based decline in customer demand across our core product offerings. Demand declines were most pronounced in our mobile computing and printing businesses within our EVM and AIT segments, respectively, as we believe many of our customers were absorbing significant capacity built-out in recent years, while also experiencing tighter capital spending budgets. These dynamics, coupled with a general trend in distributors reducing their inventory levels, negatively impacted our current year results. We have been partially mitigated mitigating the financial impacts of these operating headwinds through a combination of cost management actions and targeted list price increases, as well as our ongoing foreign currency exchange increases. Throughout 2023, we also experienced an overall improvement in both component part availability and interest rate risk management programs. We believe that this challenging operating environment, partially due costs of transportation, which enabled us to the COVID-19 pandemic and Russia/Ukraine war, has contributed to a deceleration of certain customer demand, particularly late in the current year. The Company expects these macro conditions to persist into 2023.

In the first quarter of 2022, we announced the suspension of our business operations in Russia. Neither Russia nor Ukraine comprises a material portion of our business; therefore, the war thus far has not had a significant effect on our results of operations. Additionally, the war has not significantly affected our ability to source supplies or deliver our products and services to our customers in the surrounding EMEA region. We will continue to monitor this for potential future adverse impacts on our business.

In 2020, the global COVID-19 pandemic resulted in significant declines in customer demand and supply chain disruptions, which negatively impacted the Company's Net sales and overall profitability. In 2021, customer demand sharply rebounded as the underlying trend to digitize and automate workflows accelerated, which, along with pent-up demand from customers who we believe previously delayed purchases due to the pandemic, benefited the Company's 2021 sales and profitability. The level of demand for certain product components resulted in lengthened lead times, component shortages, and higher input costs, including freight and component parts. Component shortages for certain products and elevated input costs continued in 2022 which negatively impacted our ability to better meet customer demand and our operating results. as compared to the prior year. We are not yet seeing signs of a broad-based recovery in end-market demand.

2022 2023 Financial Highlights Summary and Other Recent Developments

- Net sales were $5,781 million $4,584 million in the current year compared to $5,627 million $5,781 million in the prior year.
- Operating income was $529 million $481 million in the current year compared to $979 million $529 million in the prior year.
- Net income was $463 million $296 million, or $8.80 $5.72 per diluted share in the current year, compared to Net income of $837 million $463 million, or $15.52 $8.80 per diluted share in the prior year.
- Operating Net cash flow used in operating activities was $488 million $4 million in the current year compared to $1,069 million net cash provided by operating activities of $488 million in the prior year.
- We repurchased $751 million $52 million of common shares in the current year compared to $57 million $751 million in the prior year.

Restructuring Activity

In As a result of the third impacts on our business discussed above, the Company expanded the scope of its 2022 Productivity Plan and initiated a U.S. employee voluntary retirement plan ("VRP") in the current year (the "Programs"). During the first quarter of 2022, 2024, the Company committed to certain organizational changes and leased site rationalization additional actions designed to generate structural cost efficiencies (collectively referred to as the "2022 Productivity Plan"). The total cost under the 2022 Productivity Plan which is will bring the total expected cost of the Programs to be completed in 2023, is estimated to be approximately $25 million $130 million. These costs are classified within Exit and restructuring charges associated with on the Consolidated Statements of Operations. The Programs are expected to impact over 9% of our global employee base and are estimated to result in annualized net cost savings of approximately $120 million, primarily within Operating expenses. The Company has realized approximately $50 million of net savings to date, primarily in the third and fourth quarters of the current year. The actions under the VRP have been completed in the current year and the remaining actions under the 2022 Productivity Plan were $12 million for the year ended December 31, 2022. The Company incurred Exit and restructuring costs, under previously announced programs of $2 million, $7 million, and $11 million for the years ended December 31, 2022, 2021 and 2020, respectively.

License and Settlement Agreement

On June 30, 2022, the Company announced it entered into a License and Settlement Agreement ("Settlement") resulting in a $372 million pre-tax charge, inclusive of $12 million of external legal fees, within Operating expenses on the Consolidated Statement of Operations. Under the Settlement, Zebra agreed are expected to pay $360 million to the counterparty in eight quarterly payments of $45 million which began be substantially completed in the second quarter. See Item 3, *Legal Proceedings and Note 14, Accrued Liabilities, Commitments, and Contingencies* for additional information.

Change in Segments

In the first quarter half of 2022, the location solutions offering, which provides a range of RTLS and services that generate on-demand information about the physical location and status of high-valued assets, equipment, and people, moved from our AIT segment into our EVM segment contemporaneous with a change in our organizational structure and management of the business. We have reported our results reflecting this change, including historical periods, on a comparable basis. This change did not have an impact to the Consolidated Financial Statements. 2024.

Results of Operations: Year Ended 2022 2023 versus 2021 2022 and Year Ended 2021 2022 versus 2020 2021

Consolidated Results of Operations

(amounts in millions, except percentages)

		Year Ended December 31,			Percent Change 2022 vs 2021	Percent Change 2021 vs 2020		Year Ended December 31,							Percent Change 2023 vs 2022	Percent Change 2022 vs 2021
		2022	2021	2020												
Net sales:	Net sales:															
Net sales:																
Net sales:																
Tangible products																
Tangible products																
Tangible products	Tangible products	$4,915	$4,845	$3,813	1.4 %	27.1 %	$	3,665	$	$4,915	$		$4,845		(25.4)	(25.4) %
Services and software	Services and software	866	782	635	10.7 %	23.1 %	Services and software	919	866		866	782		782	6.1	6.1 %
Total Net sales	Total Net sales	5,781	5,627	4,448	2.7 %	26.5 %	Total Net sales	4,584	5,781		5,781	5,627		5,627	(20.7)	(20.7) %
Gross profit	Gross profit	2,624	2,628	2,003	(0.2) %	31.2 %	Gross profit	2,123	2,624		2,624	2,628		2,628	(19.1)	(19.1) %
Gross margin	*Gross margin*	*45.4 %*	*46.7 %*	*45.0 %*	*(130) bps*	*170 bps*	*Gross margin*	*46.3 %*			*45.4 %*		*46.7*	*%*		*90 bps*
Operating expenses	Operating expenses	2,095	1,649	1,352	27.0 %	22.0 %	Operating expenses	1,642	2,095		2,095	1,649		1,649	(21.6)	(21.6) %
Operating income	Operating income	$ 529	$ 979	$ 651	(46.0) %	50.4 %	Operating income	$ 481	$		$529	$	$979		(9.1)	(9.1) %

Net sales to customers by geographic region were as follows (amounts in millions, except percentages):

Year Ended December 31,	Percent Change	Percent Change	Year Ended December 31,	Percent Change 2023 vs		Percent Change 2022 vs

	2022	2021	2020	2022 vs 2021	2021 vs 2020
North America	$2,919	$2,819	$2,319	3.5 %	21.6 %
EMEA	1,920	1,976	1,495	(2.8) %	32.2 %
Asia-Pacific	609	543	439	12.2 %	23.7 %
Latin America	333	289	195	15.2 %	48.2 %
Total Net sales	$5,781	$5,627	$4,448	2.7 %	26.5 %

North America

North America

						2022		2021	
North America	$ 2,405	$	$2,919	$	$2,819	(17.6)	(17.6) %	3.5 %	
EMEA	1,414	1,920	1,920	1,976	1,976	(26.4)	(26.4) %		
Asia-Pacific	481	609	609	543	543	(21.0)	(21.0) %		
Latin America	284	333	333	289	289	(14.7)	(14.7) %		
Total Net sales	$4,584	$	$5,781	$	$5,627	(20.7)	(20.7) %	2.7	

Operating expenses are summarized below (amounts in millions, except percentages):

	Year Ended December 31,			As a Percentage of Net sales		
	2022	2021	2020	2022	2021	2020
Selling and marketing	$ 607	$ 587	$ 483	10.5 %	10.4 %	10.9 %
Research and development	570	567	453	9.9 %	10.1 %	10.2 %
General and administrative	375	348	304	6.5 %	6.2 %	6.8 %
Settlement and related costs	372	—	—	6.4 %	—	—
Amortization of intangible assets	136	115	78	NM	NM	NM
Acquisition and integration costs	21	25	23	NM	NM	NM
Exit and restructuring costs	14	7	11	NM	NM	NM
Total Operating expenses	$2,095	$1,649	$1,352	36.2 %	29.3 %	30.4 %

	Year Ended December 31,					As a Percentage of Net sales				
	2023		2022		2021		2023		2022	2021
Selling and marketing	$ 581	$	$ 607	$	$ 587	12.7	12.7 %		10.5 %	10.4
Research and development	519	570	570	567	567	11.3	11.3 %		9.9 %	
General and administrative	334	375	375	348	348	7.3	7.3 %		6.5 %	
Amortization of intangible assets	104	136	136	115	115	NM				NM
Acquisition and integration costs	6	21	21	25	25	NM				NM
Exit and restructuring costs	98		14		7					NM
Total Operating expenses	$1,642	$	$2,095	$	$1,649	35.8	35.8 %		36.2 %	29.3

Exit and restructuring costs

Consolidated Organic Net sales (decline) growth:

	Year Ended December 31,	
	2022	2021
Reported GAAP Consolidated Net sales growth	2.7 %	26.5 %

	Year Ended December 31,		Year Ended December 31,	
	2023		2023	2022
Reported GAAP Consolidated Net sales (decline) growth	Reported GAAP Consolidated Net sales (decline) growth		(20.7) %	2.7 %

Adjustments:	Adjustments:					
Impact of foreign currency translations (1)						
Impact of foreign currency translations (1)						
Impact of foreign currency translations (1)	Impact of foreign currency translations (1)	2.0 %	(2.1)%		1.4 %	2.0 %
Impact of acquisitions (2)	Impact of acquisitions (2)	(1.5)%	(1.2)%	Impact of acquisitions (2)	(0.5) %	(1.5) %
Consolidated Organic Net sales growth (3)		3.2 %	23.2 %			
Consolidated Organic Net sales (decline) growth (3)						
Consolidated Organic Net sales (decline) growth (3)						
Consolidated Organic Net sales (decline) growth (3)					(19.8) %	3.2 %

(1) Operating results reported in U.S. Dollars are affected by foreign currency exchange rate fluctuations. Foreign currency translation impact represents the difference in results that are attributable to fluctuations in the currency exchange rates used to convert the results for businesses where the functional currency is not the U.S. Dollar. This impact is calculated by translating the current period results at the currency exchange rates used in the comparable prior year period, inclusive of the Company's foreign currency hedging program.

(2) For purposes of computing Organic Net sales (decline) growth, amounts directly attributable to business acquisitions are excluded for twelve months following their respective acquisitions.

(3) Consolidated Organic Net sales (decline) growth is a non-GAAP financial measure. See the *Non-GAAP Measures* section at the end of this item.

2022 2023 compared to 2021 2022

Total Net sales increased $154 million decreased $1,197 million or 2.7% 20.7% compared to the prior year as our customers continue to digitize and automate their workflows. Net sales grew across reflecting declines in both of our segments and most resulting from broad-based decline in demand for our core products as well as a reduction of inventory levels at our regions. distributors. Current year Net sales of both segments included the benefit of targeted list price increases, partially offset by the negative effects of foreign currency changes. Prior year Net sales of both segments were negatively impacted by supply chain bottlenecks, which were particularly most pronounced in our EVM segment. Prior year Net sales of both segments benefited from pent-up demand from customers who we believe delayed purchases in fiscal 2020 due to the COVID-19 pandemic. Excluding the effects of foreign currency changes and acquisitions, the increase in Consolidated Organic Net sales was 3.2% decreased by 19.8%.

Gross margin decreased increased to 45.4% 46.3% for the current year compared to 46.7% 45.4% in the prior year. As compared to the prior year, Gross margins were lower in both of our segments. The decrease in gross margin was primarily due to significantly higher in our AIT segment, while Gross margin in our EVM segment was modestly lower. Both segments, particularly AIT, benefited from lower premium freight and component part costs compared to the negative impact of foreign currency changes, unfavorable business mix, and lower support service margins, partially offset by targeted price increases. The prior year, gross margin included the benefit of partial recovery of Chinese import tariffs. and were negatively impacted by volume deleveraging, particularly EVM.

Operating expenses for the years ended December 31, 2022 December 31, 2023 and 2021 2022 were $2,095 million $1,642 million and $1,649 million $2,095 million, or 36.2% 35.8% and 29.3% 36.2% of Net sales, respectively. Excluding the Settlement $372 million settlement charge in the prior year, Operating expenses would have been 29.8% of Net sales. The increase as a percentage of Net sales over the prior year reflects the impact of expense deleveraging. Current year Operating expenses were 29.8% of Net sales in the current year, with an increase over lower than the prior year primarily due to the prior year including a $372 million settlement charge, lower employee incentive compensation, cost efficiencies attributed to our Exit and restructuring actions, lower Amortization of intangible assets, and lower Acquisition and integration costs, partially offset by higher Exit and restructuring costs and the inclusion of operating expenses and amortization of intangible assets associated with recently acquired businesses, and increased employee travel, which were partially offset by lower employee incentive-based compensation. businesses.

Operating income was $529 million $481 million for the current year compared to $979 million $529 million for the prior year. The decrease was primarily due to the negative impact of the Settlement charge. lower Gross profit partially offset by lower Operating expenses.

Net income decreased 44.7% 36.1% compared to the prior year primarily due to lower Operating income, and a as described above, as well as higher Other (expense) income, tax rate, which were partially offset by favorability in net. Other (expense) income, (expense), net as follows:

- Other income (expense), net was income an expense of $15 million $147 million for the current year, compared to an expense income of $11 million $15 million in the prior year primarily due to the current year benefiting from an $83 million gain on interest rate swaps compared to a $13 million gain in the prior year, which was partially offset by higher interest expense due to associated with higher interest rates and average outstanding debt levels and as well as lower interest rates rate swap gains in the current year.

- The Company’s effective tax rates for the years ended December 31, 2023 and December 31, 2022 were 11.4% and December 31, 2021 were 14.9% and 13.5%, respectively. The increase decrease in the effective tax rate compared to the prior year was primarily due to settlements with tax authorities, unfavorable return to provision adjustments, and lower share-based compensation deductions.favorability in discrete items.

Diluted earnings per share decreased to $8.80 $5.72 as compared to $15.52 $8.80 in the prior year due to lower Net income, partially offset by lower average shares outstanding.

Results of Operations by Segment

The following commentary should be read in conjunction with the financial results of each operating reportable business segment as detailed in Note 20, *Segment Information & Geographic Data* in the Notes to Consolidated Financial Statements. To the extent applicable, segment operating income excludes business acquisition purchase accounting adjustments, amortization of intangible assets, acquisition and integration costs, impairment of goodwill and other intangibles, exit and restructuring costs, as well as certain other non-recurring costs (such as the Settlement settlement in the current prior year).

Asset Intelligence & Tracking Segment (“AIT”)

(amounts in millions, except percentages)

		Year Ended December 31, 2022	2021	2020	Percent Change 2022 vs 2021	Percent Change 2021 vs 2020		Year Ended December 31,					Percent Change 2023 vs 2022	Percent Change 2022 vs 2021
Net sales:	Net sales:													
Net sales:														
Net sales:														
Tangible products														
Tangible products														
Tangible products	Tangible products	$1,641	$1,563	$1,286	5.0 %	21.5 %		$ 1,537	$	$1,728	$	$1,625	(11.1)	(11.1) %
Services and software	Services and software	95	94	83	1.1 %	13.3 %								
Total Net sales	Total Net sales	1,736	1,657	1,369	4.8 %	21.0 %	Total Net sales	1,651	1,837	1,837	1,734	1,734	(10.1)	(10.1) %
Gross profit	Gross profit	746	759	653	(1.7) %	16.2 %	Gross profit	787	795	795	796	796	(1.0)	(1.0) %
Gross margin	*Gross margin*	*43.0 %*	*45.8 %*	*47.7 %*	*(280) bps*	*(190) bps*	*Gross margin*	*47.7 %*		*43.3 %*		*45.9 %*		*440 bps*
Operating expenses	Operating expenses	386	377	322	2.4 %	17.1 %	Operating expenses	441	434	434	410	410	1.6	1.6 %
Operating income	Operating income	$ 360	$ 382	$ 331	(5.8) %	15.4 %	Operating income	$ 346	$	$361	$	$386	(4.2)	(4.2) %

AIT Organic Net sales (decline) growth:

	Year Ended December 31, 2022	2021
AIT Reported GAAP Net sales growth	4.8 %	21.0 %

	Year Ended December 31, 2023		Year Ended December 31, 2023	2022

AIT Reported GAAP Net sales (decline) growth	AIT Reported GAAP Net sales (decline) growth			(10.1) %	5.9 %
Adjustments:	Adjustments:				
Impact of foreign currency translations (1)	Impact of foreign currency translations (1)	1.9 %	(1.9)%		
Impact of foreign currency translations (1)					
Impact of foreign currency translations (1)				1.3 %	2.0 %
AIT Organic Net sales growth (2)		6.7 %	19.1 %		
AIT Organic Net sales (decline) growth (2)					
AIT Organic Net sales (decline) growth (2)					
AIT Organic Net sales (decline) growth (2)				(8.8) %	7.9 %

(1) Operating results reported in U.S. Dollars are affected by foreign currency exchange rate fluctuations. Foreign currency translation impact represents the difference in results that are attributable to fluctuations in the currency exchange rates used to convert the results for businesses where the functional currency is not the U.S. Dollar. This impact is calculated by translating the current period results at the currency exchange rates used in the comparable prior year period, inclusive of the Company's foreign currency hedging program.

(2) AIT Organic Net sales (decline) growth is a non-GAAP financial measure. See the Non-GAAP Measures section at the end of this item.

2022 2023 compared to 2021 2022

Total Net sales for AIT increased $79 million decreased $186 million or 4.8% 10.1% compared to the prior year primarily due to higher lower sales of printing products (contributing the majority of the total increase), supplies, and support services. Current year Net sales included the benefit of targeted price increases as well as the negative effects of supply chain bottlenecks, while prior year Net sales benefited from pent-up demand from customers who we believe delayed purchases in fiscal 2020 due to the COVID-19 pandemic. foreign currency changes, partially offset by targeted list price increases. Excluding the impact of foreign currency changes, AIT Organic Net sales growth was 6.7% decreased by 8.8%.

Gross margin decreased increased to 43.0% 47.7% in the current year compared to 45.8% in 43.3% for the prior year primarily due to higher lower premium freight and component part costs, and price increases, partially offset by the negative impact of foreign currency changes and unfavorable business mix, partially offset by targeted price increases. The prior year gross margin included the benefit of partial recovery of Chinese import tariffs. volume deleveraging.

Operating income decreased 5.8% 4.2% in the current year compared to the prior year due to lower Gross profit and higher Operating expenses.

Enterprise Visibility & Mobility Segment ("EVM")

(amounts in millions, except percentages)

		Year Ended December 31,			Percent Change 2022 vs 2021	Percent Change 2021 vs 2020	Year Ended December 31,							Percent Change 2023 vs 2022		Percent Change 2022 vs 2021
		2022	2021	2020												
Net sales:	Net sales:															
Net sales:																
Net sales:																
Tangible products																
Tangible products																
Tangible products	Tangible products	$3,274	$3,282	$2,527	(0.2) %	29.9 %	$ 2,128	$		$3,187	$		$3,220	(33.2)		(33.2) %
Services and software	Services and software	771	694	559	11.1 %	24.2 %	Services and software 805	757		757	679		679		6.3	6.3 %

Total Net sales	Total Net sales	4,045	3,976	3,086	1.7 %	28.8 %	Total Net sales	2,933	3,944	3,944	3,899	3,899	(25.6)		(25.6) %
Gross profit	Gross profit	1,878	1,875	1,363	0.2 %	37.6 %	Gross profit	1,336	1,829	1,829	1,838	1,838	(27.0)		(27.0) %
Gross margin	*Gross margin*	*46.4 %*	*47.2 %*	*44.2 %*	*(80) bps*	*300 bps*	*Gross margin*	*45.6 %*		*46.4 %*		*47.1 %*		*(80) bps*	
Operating expenses	Operating expenses	1,166	1,125	906	3.6 %	24.2 %	Operating expenses	993	1,118	1,118	1,092	1,092	(11.2)		(11.2) %
Operating income	Operating income	$ 712	$ 750	$ 457	(5.1) %	64.1 %	Operating income	$ 343	$	$711	$	$746	(51.8)		(51.8) %

EVM Organic Net sales (decline) growth:

	Year Ended December 31, 2022	2021
EVM Reported GAAP Net sales growth	1.7 %	28.8 %
Adjustments:		
Impact of foreign currency translations (1)	2.2 %	(1.9)%
Impact of acquisitions (2)	(2.2)%	(1.9)%
EVM Organic Net sales growth (3)	1.7 %	25.0 %

	Year Ended December 31, 2023	2022
EVM Reported GAAP Net sales (decline) growth	(25.6) %	1.2 %
Adjustments:		
Impact of foreign currency translations (1)	1.5 %	2.1 %
Impact of acquisitions (2)	(0.8) %	(2.2) %
EVM Organic Net sales (decline) growth (3)	(24.9) %	1.1 %

(1) Operating results reported in U.S. Dollars are affected by foreign currency exchange rate fluctuations. Foreign currency translation impact represents the difference in results that are attributable to fluctuations in the currency exchange rates used to convert the results for businesses where the functional currency is not the U.S. Dollar. This impact is calculated by translating the current period results at the currency exchange rates used in the comparable prior year period, inclusive of the Company's foreign currency hedging program.

(2) For purposes of computing EVM Organic Net sales (decline) growth, amounts directly attributable to the business acquisitions of Adaptive Vision, Fetch, Antuit, and Matrox are excluded for twelve months following their respective acquisitions.

(3) EVM Organic Net sales (decline) growth is a non-GAAP financial measure. See the *Non-GAAP Measures* section at the end of this item.

2022 2023 compared to 2021 2022

Total Net sales for EVM increased $69 million decreased $1,011 million or 1.7% 25.6% compared to the prior year primarily due to higher sales of data capture products, contributions from our recent acquisitions, and higher sales of support services, which were partially offset by lower sales of mobile computing products (contributing the majority of the total decrease) and unfavorable foreign currency changes. data capture products, which were partially offset by higher sales of services and software, and contributions from our recent acquisitions. Current year Net sales included the benefit of targeted list price increases, as well as substantially offset by the negative impact effects of supply chain bottlenecks, while prior year Net sales benefited from pent-up demand from customers who we believe delayed purchases in fiscal 2020 due to the COVID-19 pandemic. foreign currency changes. Excluding the impacts of foreign currency changes and acquisitions, EVM Organic Net sales growth was 1.7% decreased by 24.9%.

Gross margin decreased to 46.4% 45.6% in the current year compared to 47.2% in 46.4% for the prior year primarily due to higher premium freight and component part costs, unfavorable business mix, product volume deleveraging, the negative impact of foreign currency changes and lower support service margins, inventory-related charges, partially offset by targeted price increases. The prior year gross margin included the benefit of partial recovery of Chinese import tariffs. pricing, higher service and software margins, and lower premium freight and component part costs.

Operating income for the current year decreased 5.1% 51.8% compared to the prior year period primarily due to higher lower Gross profit, partially offset by lower Operating expenses.

Liquidity and Capital Resources

The primary factors that influence our liquidity include the amount and timing of cash collections from our customers, cash payments to our suppliers, capital expenditures, acquisitions, and share repurchases. Management believes that our existing capital resources, inclusive of available borrowing capacity on debt and other financing facilities and funds generated from operations, are sufficient to meet anticipated capital requirements and service our indebtedness. The following table summarizes our cash flow activities for the years indicated (in millions):

	Year Ended December 31,			$ Change 2022 vs 2021	$ Change 2021 vs 2020
	2022	2021	2020		
Cash flow provided by (used in):					
Operating activities	$ 488	$ 1,069	$ 962	$ (581)	$ 107
Investing activities	(968)	(546)	(641)	(422)	95
Financing activities	253	(371)	(157)	624	(214)
Effect of exchange rates on cash balances	—	—	(2)	—	2
Net (decrease) increase in cash and cash equivalents, including restricted cash	$ (227)	$ 152	$ 162	$ (379)	$ (10)

2022

	Year Ended December 31,			$ Change 2023 vs 2022	$ Change 2022 vs 2021
	2023	2022	2021		
Cash flow (used in) provided by:					
Operating activities	$ (4)	$ 488	$ 1,069	$ (492)	$ (581)
Investing activities	(92)	(968)	(546)	876	(422)
Financing activities	117	253	(371)	(136)	624
Effect of exchange rates on cash balances	—	—	—	—	—
Net increase (decrease) in cash and cash equivalents, including restricted cash	$ 21	$ (227)	$ 152	$ 248	$ (379)

2023 vs. 2021 2022

The change in our cash and cash equivalents balance during the current year is reflective of the following:

- The decrease in $492 million of incremental operating cash provided by operating activities compared to the prior year was outflows primarily due to higher inventory levels, current year payments associated with the Settlement, reduced operating profits and higher cash payments of 2021 incentive compensation. These items were for income taxes, Exit and restructuring actions, interest, inventory purchases, and the settlement, partially offset by favorability in the timing of customer collections and accounts receivable factoring activity lower employee incentive compensation payments.

- $876 million less in investing activities primarily due to cash payments for the current year acquisition of Matrox in comparison to the prior year.

- Cash used $136 million less in investing financing activities was higher than the prior year primarily due to the $881 million acquisition of Matrox, with the prior year including cash payments of $453 million for the acquisitions of Antuit, Fetch, and Adaptive Vision.

- Cash provided by financing activities during the year included $1,037 million in net debt proceeds primarily related to the Company's debt refinancing activities in the second quarter, partially offset by $751 million of common stock repurchases. Cash used in financing activities increased borrowings in the prior year was primarily comprised as a result of $257 million net debt repayments, $57 million of the Company refinancing its long-term credit facilities, partially offset by lower common stock repurchases and $56 million of net payments related to share-based compensation. in the current year.

Company Debt

The following table shows the carrying value of the Company's debt (in millions):

		December 31, 2022	December 31, 2021		
		December 31, 2023			December 31, 2022
Term Loan A	Term Loan A	$1,728	$888		
Revolving Credit Facility					
Revolving Credit Facility					
Revolving Credit Facility	Revolving Credit Facility	50	—		
Receivables Financing Facilities	Receivables Financing Facilities	254	108		
Total debt	Total debt	$2,032	$996		
Less: Debt issuance costs	Less: Debt issuance costs	(4)	(3)		
Less: Unamortized discounts	Less: Unamortized discounts	(5)	(2)		
Less: Current portion of debt	Less: Current portion of debt	(214)	(69)		
Total long-term debt	Total long-term debt	$1,809	$922		

In May 2022, the Company refinanced its long-term credit facilities by entering into its third amendment to the Amended and Restated Credit Agreement, ("Amendment No. 3"). Amendment No. 3 which increased the Company's borrowing under Term Loan A from $875 million to $1.75 billion and increased the Company's borrowing capacity under the Revolving Credit Facility from $1 billion to $1.5 billion. Amendment No. 3 also billion, extended the maturities of Term Loan A and the Revolving Credit Facility facilities to May 25, 2027, and replaced LIBOR with SOFR as the benchmark reference rate.

Term Loan A

The principal on Term Loan A is due in quarterly installments, with the next quarterly installment due in March 2023 2024 and the majority due upon maturity in 2027. The Company may make prepayments in whole or in part, without premium or penalty, and would be required to prepay certain outstanding amounts in the event of certain circumstances or transactions. As of December 31, 2022 December 31, 2023, the Term Loan A interest rate was 5.67% 6.71%. Interest payments are made monthly and are subject to variable rates plus an applicable margin.

Revolving Credit Facility

The Company has a Revolving Credit Facility that is available for working capital and other general business purposes, including letters of credit. As of December 31, 2022 December 31, 2023, the Company had letters of credit totaling $7 million $11 million, which reduced funds available for borrowings under the Revolving Credit Facility from $1,500 million to $1,493 million $1,489 million. As of December 31, 2022 December 31, 2023, the Revolving Credit Facility had an average interest rate of 5.71% 6.66%. Upon borrowing, interest payments are made monthly and are subject to variable rates plus an applicable margin. The Revolving Credit Facility matures on May 25, 2027.

Receivables Financing Facilities

The Company has two Receivables Financing Facilities with financial institutions that have a combined total borrowing limit of up to $280 million. As collateral, the Company pledges perfected first-priority security interests in its U.S. domestically originated accounts receivable. The Company has accounted for transactions under its Receivables Financing Facilities facilities as secured borrowings. The Company's first Receivables Financing Facility facility allows for borrowings of up to $180 million and matures on March 19, 2024. The Company's second Receivable Financing Facility facility allows for borrowings of up to $100 million and matures on May 15, 2023 May 13, 2024.

As of December 31, 2022 December 31, 2023, the Company's Consolidated Balance Sheets included $785 million $483 million of gross receivables that were pledged under the two Receivables Financing Facilities. facilities. As of December 31, 2022 December 31, 2023, $254 million $129 million had been borrowed of which $171 million and was classified as current. Borrowings under the Receivables Financing Facilities facilities bear interest at a variable rate plus an applicable margin. As of December 31, 2022 December 31, 2023, the Receivables Financing Facilities facilities had an average interest rate of 5.33% 6.81%. Interest is paid monthly on these borrowings on a monthly basis. borrowings.

See Note 12, *Long-Term Debt* in the Notes to Consolidated Financial Statements for further details related to the Company's debt instruments.

Receivables Factoring

The Company currently has two Receivables Factoring arrangements, pursuant to which transfers certain receivables are sold to banks without recourse in exchange for cash. One arrangement allows for the factoring as part of up to $25 million of uncollected receivables originated from the EMEA region. The second arrangement allows for the factoring of up to €150 million of uncollected receivables originated from the EMEA its credit and Asia-Pacific regions. Transactions under the Receivables Factoring arrangements cash management activities. Such transfers are accounted for as sales under Accounting Standards Codification 860, Transfers and Servicing of Financial Assets, with the sold related receivables are removed from the Company's balance sheet. Under these Receivables Factoring arrangements, the The Company does not maintain any beneficial interest in the receivables sold. The banks' purchase of eligible receivables is subject to a maximum amount of uncollected receivables. The Company services the receivables on behalf of the banks, but otherwise maintains no significant continuing involvement with respect to the receivables. Sale proceeds that are representative of the fair value of factored receivables, less a factoring fee, are reflected in Net cash provided by Cash flows from operating activities on the Consolidated Statements of Cash Flows, while sale proceeds in excess of the fair value of factored receivables are reflected in Net cash used in Cash flows from financing activities on the Consolidated Statements of Cash Flows. The Company has two Receivables Factoring arrangements. One arrangement allows for the factoring of up to €150 million of uncollected receivables originated from the EMEA and Asia-Pacific regions. In the third quarter, the Company amended its second arrangement to allow the factoring of uncollected receivables originated from the EMEA region from up to $25 million to $50 million. Otherwise, the amendment did not substantially change the terms of the arrangement.

As of December 31, 2022 December 31, 2023 and 2021 2022, there were a total of $61 million $56 million and $24 million $61 million, respectively, of uncollected receivables that had been sold and removed from the Company's Consolidated Balance Sheets.

As servicer of sold receivables, the Company had $130 million $112 million and $141 million $130 million of obligations that were not yet remitted to banks as of December 31, 2022 December 31, 2023 and 2021, 2022, respectively. These obligations are included within Accrued liabilities on the Consolidated Balance Sheets, with changes in such obligations reflected within Net cash used in Cash flows from financing activities on the Consolidated Statements of Cash Flows.

See Note 19, *Accounts Receivable Factoring* in the Notes to Consolidated Financial Statements for further details.

Share Repurchases

On May 17, 2022, the Company announced that its Board of Directors authorized a share repurchase program for up to $1 billion of its outstanding shares of common stock. This authorization augments the previous $1 billion share repurchase authorization which was announced on July 30, 2019. The newly authorized share repurchase program does not have a stated expiration date. The level of the Company's repurchases depends on a number of factors, including its financial condition, capital requirements, cash flows, results of operations, future business prospects and other factors its management may deem relevant. The timing, volume, and nature of repurchases are subject to market conditions, applicable securities laws and other factors and may be amended, suspended or discontinued at any time. Repurchases may be affected from time to time through open market purchases, including pursuant to a pre-set trading plan meeting the requirements of Rule 10b5-1(c) of the Securities Exchange Act of 1934. During the year ended December 31, 2022 December 31, 2023, the Company repurchased 2,027,542 194,319 shares of common stock for approximately $751 million $52 million. As of December 31, 2022 December 31, 2023, the Company has cumulatively repurchased 3,323,283 3,517,602 shares of common stock for approximately $1.1 billion, resulting in a remaining amount of share repurchases authorized under the plans of $945 million. Subsequent to the year ended December 31, 2022, the Company has repurchased 55,811 shares of common stock for approximately $15 million through February 9, 2023 $893 million.

Future Cash Requirements

We believe that our Cash and cash equivalents, which totaled $105 million $137 million as of December 31, 2022 December 31, 2023, along with anticipated cash generation from operations and available borrowing capacity on debt and other financing facilities, will be sufficient to fund the Company's cash requirements during the next 12 months and thereafter based on our current business plans.

Included in the Company's Cash and cash equivalents are amounts held by foreign subsidiaries, which was $36 million $33 million and $39 million $36 million as of December 31, 2022 December 31, 2023 and 2021, 2022, respectively. We do not expect that Cash and cash equivalents held by foreign subsidiaries will need to be repatriated in order to fund the Company's U.S. operations based on current cash requirements.

Our cash requirements during the next 12 months and thereafter include payments to satisfy the following obligations:

- Purchase obligations — We have The Company has a limited number of multi-year purchase commitments, primarily related to semiconductors and cloud-services, cloud services, which contain minimum purchase requirements and are non-cancellable. As of December 31, 2022 December 31, 2023, these multi-year commitments were approximately $557 million $124 million. This amount excludes routine purchase orders for good goods and services, as well as amounts already reflected within Accounts payable or Accrued expenses Current liabilities on the Consolidated Balance Sheet. See Note 14, *Accrued Liabilities, Commitments and Contingencies* in the Notes to Consolidated Financial Statements for additional details.

- Debt obligations — We expect to make total payments of approximately $237 million $291 million associated with the Company's debt facilities in 2023. 2024. This expected use of cash is based on the Company's current borrowings and applicable interest rates and margins as of December 31, 2022 December 31, 2023, and includes principal and interest payments along with expected cash settlements associated with the Company's interest rate swaps. In the ordinary course of business, the Company may decide to borrow additional amounts or repay principal earlier than contractually owed, which would affect future cash payments. See Note 12, *Long-Term Debt* in the Notes to Consolidated Financial Statements for further details related to the Company's debt facilities.

- Leases obligations — We lease certain manufacturing facilities, distribution centers, sales and administrative offices, equipment, and vehicles. As of December 31, 2022 December 31, 2023, the Company's fixed lease commitments totaled $243 million $237 million, of which $46 million $53 million is payable in 2023. 2024. See Note 13, *Leases* in the Notes to Consolidated Financial Statements for further details related to the Company's lease arrangements.

In addition to the expected cash requirements described above, the Company may use cash to fund strategic acquisitions, investments, or repurchase common stock under its share repurchase program. We also expect to spend approximately $75 million $80 million to $85 million $90 million on capital expenditures in 2023. 2024.

Critical Accounting Estimates

Management prepared the consolidated financial statements of the Company under accounting principles generally accepted in the U.S. The application of these principles requires the use of estimates which affect the amounts reported in our consolidated financial statements. While we believe that our estimates are reasonable based upon available information, actual results could differ substantially from those estimates. Note 2, *Significant Accounting Policies* in the Notes to Consolidated Financial Statements provides additional discussion of these items along with other significant accounting policies of the Company. The accounting estimates described below have been identified by Management as those that are most critical significant to our financial statements, as they require management to make significant judgments and assumptions about inherently uncertain matters. statements.

Income Taxes

We estimate a provision or benefit for income taxes and amounts to be settled or recovered in several tax jurisdictions globally. Our estimates are complex and involve significant judgments and interpretations of regulations. Resolution of income tax treatments in individual jurisdictions may not be known for several years after completion of a given year. We are also required to evaluate the realizability of our deferred tax assets on an ongoing basis, which requires estimation of our ability to generate future taxable income. In particular, our income tax provision or benefit is dependent on our ability to forecast future taxable income in the U.S., U.K., Singapore, and other jurisdictions. Significant judgments included in our forecasts include projecting future sales volumes and pricing, costs to manufacture and procure products and to deliver services and solutions, among other factors. There were no significant changes in estimates to our income tax provision during the current year.

Acquisitions

We account for acquired businesses using the acquisition method of accounting. This method requires that the purchase price be allocated to the identifiable assets acquired and liabilities assumed at their estimated fair values. The excess of the purchase price over the identifiable assets acquired and liabilities assumed is recorded as goodwill. The estimates used to determine the fair values of long-lived intangible assets can be complex and require judgment. We generally value intangible assets using income-based valuation methodologies, such as the excess earnings method, which require critical estimates that include, but are not limited to, future expected cash flows from revenues and the determination of discount rates.

Goodwill Impairment

Goodwill

Our goodwill impairment testing consists includes a comparison of comparing the estimated fair value of each of our reporting units to its carrying value. Fair value determinations require judgment and are can be sensitive to changes in underlying assumptions, estimates, as well as market factors. We estimate the fair value of reporting units using both income and market-based valuation approaches. Estimating the fair value of reporting units requires that we make assumptions and estimates including projections of revenue and income growth rates as well as cash flows; capital investments; competitive and customer trends; appropriate peer group selection; market-based discount rates and other market factors. Our annual quantitative impairment test, testing, most recently completed in the fourth quarter of 2022, 2023, continues to indicate that the fair values of each of our reporting units significantly exceed their respective carrying values.

Revenue Recognition

We recognize revenues when we transfer control of promised goods, solutions or services to our customers in an amount that reflects the consideration we expect to receive. The consideration that we expect to receive is estimated by reflecting reductions to our transaction price for product returns, rebates, and other incentives. These estimates are developed using the expected value that the Company anticipates receiving and are based on recent trends observed in similar transactions. Additionally, some of our contracts with customers contain multiple performance obligations, including various hardware, software, and/or services. For such contracts that contain multiple performance obligations, we allocate the estimated total transaction price to each performance obligation based on relative standalone selling prices ("SSP"). The determination of SSP is established at a regional level. SSP is based on observable prices in recent standalone transactions for the same or similar offerings, to the extent available, which is often applicable to tangible products and software licenses. Alternatively, in the absence of recent observable prices, the Company generally applies the expected cost-plus margin approach to professional services, repair and maintenance services, and solution offerings. There were no changes to our estimation processes for consideration received or SSP that materially affected revenues during the year.

New Accounting Pronouncements

See Note 2, *Significant Accounting Policies* in the Notes to Consolidated Financial Statements regarding recent accounting pronouncements.

Non-GAAP Measures

The Company has provided reconciliations of the supplemental non-GAAP financial measures, as defined under the rules of the Securities and Exchange Commission, presented herein to the most directly comparable financial measures calculated and presented in accordance with GAAP.

These supplemental non-GAAP financial measures – Consolidated Organic Net sales (decline) growth, AIT Organic Net sales (decline) growth, and EVM Organic Net sales (decline) growth – are presented because our management evaluates our financial results both including and excluding the effects of business acquisitions and foreign currency translation, as applicable. Management believes that the supplemental non-GAAP financial measures presented provide additional perspective and insights when analyzing the core operating performance of our business from period to period and trends in our historical operating results. These supplemental non-GAAP financial measures should not be considered superior to, as a substitute for, or as an alternative to, and should be considered in conjunction with the GAAP financial measures presented.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Market risk is the sensitivity of income to changes in interest rates, commodity prices, and foreign currency changes. Zebra is primarily exposed to the following types of market risk: interest rate and foreign currency.

Interest Rate Risk

We are exposed to interest rate volatility with regard to existing debt issuances. Our exposures include the London Inter-bank Offered Rate ("LIBOR") and exposure is primarily tied to the Secured Overnight Financing Rate ("SOFR"). We use interest rate derivative contracts, including interest rate swaps, to mitigate the majority of the Company's exposure from interest rate changes on existing debt and future debt issuances, thereby reducing the volatility of our financing costs and, based on current and projected market conditions, achieve fix a desired proportion portion of fixed versus floating-rate variable-rate debt. Generally, under these interest rate swaps, we agree with a counterparty to exchange floating-rate variable-rate for fixed-rate interest amounts with an agreed upon notional amount.

The United Kingdom's Financial Conduct Authority, which regulates LIBOR, announced in 2017 the phase out of LIBOR. We continue to closely monitor the phase out of LIBOR to assess any impacts to our debt and interest rate swap contracts. We have already taken actions to amend certain contracts to incorporate a SOFR benchmark rate, and we expect other key contracts will be amended to incorporate a SOFR benchmark rate before the LIBOR phase out is completed. As of December 31, 2022, our remaining contracts containing exposure to LIBOR pertain only to LIBOR tenors that will be phased out by June 30, 2023.

As of December 31, 2022 December 31, 2023, we had approximately $2.0 billion $2.2 billion of debt outstanding under our debt facilities, which bears interest determined by reference to a variable rate index. A one percentage point increase or decrease in interest rates would increase or decrease annual interest expense by approximately $12 million $14 million. This exposure includes the impact of associated forward interest rate swaps outstanding as of December 31, 2022 December 31, 2023. Refer to Note 11, *Derivative Instruments* in the Notes to Consolidated Financial Statements for further discussion of these risk mitigation activities. Exposure to variable interest may increase or decrease, to the extent that the Company's borrowings under its debt facilities increase or decrease, respectively.

Foreign Exchange Risk

We provide products, solutions and services in approximately 190 185 countries throughout the world and, therefore, at times are exposed to risk based on movements in foreign exchange rates. In some instances, we invoice customers in their local currency and have a resulting foreign currency denominated revenue transaction and accounts receivable. We also purchase certain raw materials and other items in foreign currencies. We manage these risks using derivative financial instruments, including foreign currency exchange contracts. See Note 11, *Derivative Instruments* in the Notes to Consolidated Financial Statements for further discussions of hedging activities.

The currencies that we are primarily exposed to fluctuations in foreign currency exchange rates are the Euro, British Pound Sterling, and Czech Koruna. A one percentage point increase or decrease in exchange rates relative to the U.S. Dollar would increase or decrease our pre-tax income by approximately $2 million $1 million. This amount is inclusive of the impact of associated derivative contracts.

Item 8. Financial Statements and Supplementary Data

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of Zebra Technologies Corporation

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Zebra Technologies Corporation and subsidiaries (the Company) as of December 31, 2022 December 31, 2023 and 2021, 2022, the related consolidated statements of operations, comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2022 December 31, 2023, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2022 December 31, 2023 and 2021, 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022 December 31, 2023, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2022 December 31, 2023, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 16, 2023 February 15, 2024 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters Matter

The critical audit matters matter communicated below are matters is a matter arising from the current period audit of the financial statements that were was communicated or required to be communicated to the audit committee and that: (1) relate relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters matter below, providing a separate opinions opinion on the critical audit matters matter or on the accounts or disclosures disclosure to which they relate. it relates.

Accounting for Income Taxes

Description of the Matter	As discussed in Note 16 of the financial statements, the Company earns a significant amount of its operating income across multiple jurisdictions and the Company's organizational structure and transactional flows are designed to reflect strategic and operational business imperatives that change over time. jurisdictions. As the Company operates in a multinational tax environment and incurs income tax obligations in a number of jurisdictions, complexities and uncertainties can arise in the application of complex tax regulations to the Company's multinational operations. Auditing the application of taxation legislation to the Company's affairs business operations and structure is inherently complex highly specialized and requires judgment. These factors impact the Company's evaluation and estimation of uncertain tax exposures, valuation allowances and income tax provisions. positions.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Company's identification of and accounting for the tax impact of significant changes in the business or significant changes in tax laws. business. This included controls over the Company's evaluation of tax law changes, the evaluation of cross-jurisdictional transactions and the Company's tax technical assessment over those changes and/or of cross-jurisdictional transactions.

We involved Our audit procedures included, among others, involving our tax professionals in the Company's significant operating jurisdictions to assist in the evaluation of test the Company's tax obligations provision and the application of significant tax law changes. laws to cross-jurisdictional transactions. We evaluated the Company's transfer pricing used in intercompany transactions to assess whether there was alignment with the Company's operations. We assessed the completeness of the significant tax matters identified evaluated the Company's assessment regarding the related status and potential exposure, assessed the Company's computations resulting from significant tax law changes and evaluated the adequacy of the Company's disclosures of tax and ongoing tax matters.

Acquisition of Matrox Electronic Systems Ltd. – Valuation of Intangible Assets

Description of the Matter

During 2022, the Company completed its acquisition of Matrox Electronic Systems Ltd. ("Matrox") for net consideration of $881 million, as disclosed in Note 5 to the consolidated financial statements. The Company's accounting for the acquisition required it to determine the fair value of the intangible assets acquired, including technology assets and customer relationships.

Auditing the Company's accounting for the acquired intangible assets was complex and subjective due to the estimation required in management's determination of the fair values of these assets. The estimation was significant due to the sensitivity of the respective fair values to the underlying assumptions, in particular, projected revenue growth rates and the selected discount rate. These assumptions relate to the future performance of the acquired business, are forward-looking and could be affected by future economic and market conditions.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Company's valuation of acquired intangible assets. For example, we tested controls over management's review of the valuation of the acquired intangibles assets, including the review of the valuation model and significant assumptions used in the valuation.

To test the fair value of the acquired intangible assets, our audit procedures included, among others, evaluating the appropriateness of the valuation methodologies used by management, evaluating the projected revenue growth rates and discount rate, and testing the completeness and accuracy of underlying data. Evaluating the reasonableness of the projected revenue growth rates involved comparing the projections to historical results of the acquired business and current industry and market trends. We involved our valuation specialists to assist in the evaluation of the Company's discount rate by comparing it against a range of reasonable rates that was independently developed using publicly available market data for comparable entities. any potential uncertainty.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2005.

Chicago, Illinois
February 16, 2023 15, 2024

ZEBRA TECHNOLOGIES CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In millions, except share data)

		December 31,			
		2022	**2021**		
	December 31,			**December 31,**	
	2023			**2023**	**2022**
Assets	Assets				
Current assets:	Current assets:				
Current assets:					
Current assets:					
Cash and cash equivalents	Cash and cash equivalents	$ 105	$ 332		

Accounts receivable, net of allowances for doubtful accounts of $1 million each as of December 31, 2022 and 2021		768	752
Cash and cash equivalents			
Cash and cash equivalents			
Accounts receivable, net of allowances for doubtful accounts of $1 million each as of December 31, 2023 and 2022			
Inventories, net	Inventories, net	860	491
Income tax receivable	Income tax receivable	26	8
Prepaid expenses and other current assets	Prepaid expenses and other current assets	124	106
Total Current assets	Total Current assets	1,883	1,689
Property, plant and equipment, net	Property, plant and equipment, net	278	272
Right-of-use lease assets	Right-of-use lease assets	156	131
Goodwill	Goodwill	3,899	3,265
Other intangibles, net	Other intangibles, net	630	469
Deferred income taxes	Deferred income taxes	407	192
Other long-term assets	Other long-term assets	276	197
Total Assets	Total Assets	$7,529	$6,215
Liabilities and Stockholders' Equity	Liabilities and Stockholders' Equity		
Current liabilities:	Current liabilities:		
Current liabilities:			
Current liabilities:			
Current portion of long-term debt			
Current portion of long-term debt			
Current portion of long-term debt	Current portion of long-term debt	$ 214	$ 69
Accounts payable	Accounts payable	811	700
Accrued liabilities	Accrued liabilities	744	639
Deferred revenue	Deferred revenue	425	380
Income taxes payable	Income taxes payable	138	12

Total Current liabilities	Total Current liabilities	2,332	1,800
Long-term debt	Long-term debt	1,809	922
Long-term lease liabilities	Long-term lease liabilities	139	121
Deferred income taxes	Deferred income taxes	75	6
Long-term deferred revenue	Long-term deferred revenue	333	315
Other long-term liabilities	Other long-term liabilities	108	67
Total Liabilities	Total Liabilities	4,796	3,231
Stockholders' Equity:	Stockholders' Equity:		
Preferred stock, $.01 par value; authorized 10,000,000 shares; none issued	Preferred stock, $.01 par value; authorized 10,000,000 shares; none issued	—	—
Preferred stock, $.01 par value; authorized 10,000,000 shares; none issued			
Preferred stock, $.01 par value; authorized 10,000,000 shares; none issued			
Class A common stock, $.01 par value; authorized 150,000,000 shares; issued 72,151,857 shares	Class A common stock, $.01 par value; authorized 150,000,000 shares; issued 72,151,857 shares	1	1
Additional paid-in capital	Additional paid-in capital	561	462
Treasury stock at cost, 20,700,357 and 18,736,582 shares as of December 31, 2022 and 2021, respectively		(1,799)	(1,023)
Treasury stock at cost, 20,772,995 and 20,700,357 shares as of December 31, 2023 and 2022, respectively			
Retained earnings	Retained earnings	4,036	3,573
Accumulated other comprehensive loss	Accumulated other comprehensive loss	(66)	(29)
Total Stockholders' Equity	Total Stockholders' Equity	2,733	2,984
Total Liabilities and Stockholders' Equity	Total Liabilities and Stockholders' Equity	$7,529	$6,215

See accompanying Notes to Consolidated Financial Statements.

ZEBRA TECHNOLOGIES CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(In millions, except per share data)

		Year Ended December 31,			Year Ended December 31,		
		2022	**2021**	**2020**			
Net sales							
	2023				**2023**	**2022**	**2021**
Net sales:							
Tangible products							
Tangible products							
Tangible products	Tangible products	$4,915	$4,845	$3,813			
Services and software	Services and software	866	782	635			
Total Net sales	Total Net sales	5,781	5,627	4,448			
Cost of sales:	Cost of sales:						
Tangible products	Tangible products	2,699	2,590	2,065			
Tangible products							
Tangible products							
Services and software	Services and software	458	409	380			
Total Cost of sales	Total Cost of sales	3,157	2,999	2,445			
Gross profit	Gross profit	2,624	2,628	2,003			
Operating expenses:	Operating expenses:						
Selling and marketing							
Selling and marketing							
Selling and marketing	Selling and marketing	607	587	483			
Research and development	Research and development	570	567	453			
General and administrative	General and administrative	375	348	304			
Settlement and related costs	Settlement and related costs	372	—	—			
Amortization of intangible assets	Amortization of intangible assets	136	115	78			
Acquisition and integration costs	Acquisition and integration costs	21	25	23			
Exit and restructuring costs	Exit and restructuring costs	14	7	11			
Exit and restructuring costs							

Exit and restructuring costs				
Total Operating expenses	Total Operating expenses	2,095	1,649	1,352
Operating income	Operating income	529	979	651
Other (loss) income, net:	Other (loss) income, net:			
Foreign exchange loss	Foreign exchange loss	(3)	(5)	(18)
Interest income (expense), net		23	(5)	(76)
Other (expense) income, net		(5)	(1)	3
Total Other income (expense), net		15	(11)	(91)
Foreign exchange loss				
Foreign exchange loss				
Interest (expense) income, net				
Other expense, net				
Total Other (expense) income, net				
Income before income tax	Income before income tax	544	968	560
Income tax expense	Income tax expense	81	131	56
Net income	Net income	$ 463	$ 837	$ 504
Net income				
Net income				
Basic earnings per share	Basic earnings per share	$ 8.86	$15.66	$ 9.43
Diluted earnings per share	Diluted earnings per share	$ 8.80	$15.52	$ 9.35

See accompanying Notes to Consolidated Financial Statements.

ZEBRA TECHNOLOGIES CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In millions)

		Year Ended December 31,			Year Ended December 31,		
		2022	**2021**	**2020**	**2023**	**2022**	**2021**
Net income	Net income	$463	$837	$504			
Other comprehensive (loss) income, net of tax:							
Other comprehensive income (loss), net of tax:							
Changes in unrealized gains and losses on anticipated sales hedging transactions							

Changes in unrealized gains and losses on anticipated sales hedging transactions				
Changes in unrealized gains and losses on anticipated sales hedging transactions	Changes in unrealized gains and losses on anticipated sales hedging transactions	(29)	46	(30)
Foreign currency translation adjustment	Foreign currency translation adjustment	(8)	(6)	5
Foreign currency translation adjustment				
Foreign currency translation adjustment				
Comprehensive income	Comprehensive income	$426	$877	$479

See accompanying Notes to Consolidated Financial Statements.

ZEBRA TECHNOLOGIES CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In millions, except share data)

	Class A Common Stock Shares								
		Class A Common Stock Shares	Class A Common Stock Value	Additional Paid-in Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Loss	Total	
Balance at December 31, 2020									
	Class A Common Stock Shares	Class A Common Stock Value	Additional Paid-in Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Loss	Total		
Balance at December 31, 2019	54,002,932	$ 1	$ 339	$ (689)	$ 2,232	$ (44)	$1,839		
Issuances of treasury shares related to share-based compensation plans, net of forfeitures									
Issuances of treasury shares related to share-based compensation plans, net of forfeitures									
Issuances of treasury shares related to share-based compensation plans, net of forfeitures	Issuances of treasury shares related to share-based compensation plans, net of forfeitures	557,599	—	5	7	—	—	12	

Shares withheld to fund withholding tax obligations related to share-based compensation plans	Shares withheld to fund withholding tax obligations related to share-based compensation plans	(149,709)	—	—	(37)	—	—	(37)
Share-based compensation	Share-based compensation	—	—	51	—	—	—	51
Repurchase of common stock	Repurchase of common stock	(948,740)	—	—	(200)	—	—	(200)
Net income	Net income	—	—	—	—	504	—	504
Changes in unrealized gains and losses on anticipated sales hedging transactions (net of income taxes)	Changes in unrealized gains and losses on anticipated sales hedging transactions (net of income taxes)	—	—	—	—	—	(30)	(30)
Foreign currency translation adjustment	Foreign currency translation adjustment	—	—	—	—	—	5	5
Balance at December 31, 2020		53,462,082	$ 1	$ 395	$ (919)	$ 2,736	$ (69)	$2,144
Foreign currency translation adjustment								
Foreign currency translation adjustment								
Balance at December 31, 2021								
Issuances of treasury shares related to share-based compensation plans, net of forfeitures								
Issuances of treasury shares related to share-based compensation plans, net of forfeitures								
Issuances of treasury shares related to share-based compensation plans, net of forfeitures	Issuances of treasury shares related to share-based compensation plans, net of forfeitures	150,097	—	(9)	(4)	—	—	(13)

Shares withheld to fund withholding tax obligations related to share-based compensation plans	Shares withheld to fund withholding tax obligations related to share-based compensation plans	(87,789)	—	—	(43)	—	—	(43)
Share-based compensation	Share-based compensation	—	—	76	—	—	—	76
Repurchase of common stock	Repurchase of common stock	(109,115)	—	—	(57)	—	—	(57)
Net income	Net income	—	—	—	—	837	—	837
Changes in unrealized gains and losses on anticipated sales hedging transactions (net of income taxes)	Changes in unrealized gains and losses on anticipated sales hedging transactions (net of income taxes)	—	—	—	—	—	46	46
Foreign currency translation adjustment	Foreign currency translation adjustment	—	—	—	—	—	(6)	(6)
Balance at December 31, 2021		53,415,275	$ 1	$ 462	$ (1,023)	$ 3,573	$ (29)	$2,984
Foreign currency translation adjustment								
Foreign currency translation adjustment								
Balance at December 31, 2022								
Issuances of treasury shares related to share-based compensation plans, net of forfeitures								
Issuances of treasury shares related to share-based compensation plans, net of forfeitures								
Issuances of treasury shares related to share-based compensation plans, net of forfeitures	Issuances of treasury shares related to share-based compensation plans, net of forfeitures	126,309	—	11	(1)	—	—	10

Shares withheld to fund withholding tax obligations related to share-based compensation plans	Shares withheld to fund withholding tax obligations related to share-based compensation plans	(62,542)	—	—	(24)	—	—	(24)
Share-based compensation	Share-based compensation	—	—	88	—	—	—	88
Repurchase of common stock	Repurchase of common stock	(2,027,542)	—	—	(751)	—	—	(751)
Net income	Net income	—	—	—	—	463	—	463
Changes in unrealized gains and losses on anticipated sales hedging transactions (net of income taxes)	Changes in unrealized gains and losses on anticipated sales hedging transactions (net of income taxes)	—	—	—	—	—	(29)	(29)
Foreign currency translation adjustment	Foreign currency translation adjustment	—	—	—	—	—	(8)	(8)
Balance at December 31, 2022		51,451,500	$ 1	$ 561	$ (1,799)	$ 4,036	$ (66)	$2,733
Foreign currency translation adjustment								
Foreign currency translation adjustment								
Balance at December 31, 2023								

See accompanying Notes to Consolidated Financial Statements.

ZEBRA TECHNOLOGIES CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)

Year Ended December 31,	**Year Ended December 31,**		
	2023	**2022**	**2021**
Cash flows from operating activities:			
Net income			
Net income			
Net income			
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization			

		2022	2021	2020
Depreciation and amortization				
Depreciation and amortization				
		Year Ended December 31,		
		2022	2021	2020
Cash flows from operating activities:				
Net income		$ 463	$ 837	$504
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization		204	187	146
Share-based compensation				
Amortization of debt issuance costs, extinguishment costs and discounts		4	2	3
Share-based compensation				
Share-based compensation	Share-based compensation	88	76	51
Deferred income taxes	Deferred income taxes	(210)	(69)	(40)
Unrealized (gain) loss on forward interest rate swaps		(89)	(30)	33
Deferred income taxes				
Deferred income taxes				
Unrealized loss (gain) on forward interest rate swaps				
Other, net	Other, net	1	(1)	1
Changes in operating assets and liabilities:	Changes in operating assets and liabilities:			
Accounts receivable, net				
Accounts receivable, net				
Accounts receivable, net	Accounts receivable, net	(5)	(239)	130
Inventories, net	Inventories, net	(341)	18	(42)
Other assets	Other assets	(48)	(23)	11
Accounts payable	Accounts payable	92	96	47
Accrued liabilities	Accrued liabilities	(51)	110	16
Deferred revenue	Deferred revenue	60	113	103
Income taxes	Income taxes	108	1	(5)
Legal settlement liability		225	—	—
Settlement liability				
Other operating activities	Other operating activities	(13)	(9)	4
Net cash provided by operating activities		488	1,069	962

Net cash (used in) provided by operating activities				
Cash flows from investing activities:	Cash flows from investing activities:			
Acquisition of businesses, net of cash acquired				
Acquisition of businesses, net of cash acquired				
Acquisition of businesses, net of cash acquired	Acquisition of businesses, net of cash acquired	(881)	(452)	(548)
Purchases of property, plant and equipment	Purchases of property, plant and equipment	(75)	(59)	(67)
Proceeds from the sale of long-term investments		—	—	6
Purchases of short-term investments				
Purchases of short-term investments				
Purchases of short-term investments	Purchases of short-term investments	—	(1)	—
Purchases of long-term investments	Purchases of long-term investments	(12)	(34)	(32)
Net cash used in investing activities	Net cash used in investing activities	(968)	(546)	(641)
Net cash used in investing activities				
Net cash used in investing activities				
Cash flows from financing activities:	Cash flows from financing activities:			
Proceeds from issuance of long-term debt				
Proceeds from issuance of long-term debt				
Proceeds from issuance of long-term debt	Proceeds from issuance of long-term debt	1,284	46	302
Payments of long term-debt	Payments of long term-debt	(247)	(303)	(342)
Payment of debt issuance costs, extinguishment costs and discounts				
Payment of debt issuance costs, extinguishment costs and discounts				
Payment of debt issuance costs, extinguishment costs and discounts	Payment of debt issuance costs, extinguishment costs and discounts	(8)	—	(1)
Payments for repurchases of common stock	Payments for repurchases of common stock	(751)	(57)	(200)
Net payments related to share-based compensation plans	Net payments related to share-based compensation plans	(14)	(56)	(25)
Change in unremitted cash collections from servicing factored receivables	Change in unremitted cash collections from servicing factored receivables	(11)	(1)	109

Net cash provided by (used in) financing activities	Net cash provided by (used in) financing activities	253	(371)	(157)
Net cash provided by (used in) financing activities Net cash provided by (used in) financing activities				
Effect of exchange rate changes on cash and cash equivalents, including restricted cash	Effect of exchange rate changes on cash and cash equivalents, including restricted cash	—	—	(2)
Net (decrease) increase in cash and cash equivalents, including restricted cash		(227)	152	162
Net increase (decrease) in cash and cash equivalents, including restricted cash				
Cash and cash equivalents, including restricted cash, at beginning of period	Cash and cash equivalents, including restricted cash, at beginning of period	344	192	30
Cash and cash equivalents, including restricted cash, at end of period	Cash and cash equivalents, including restricted cash, at end of period	$ 117	$ 344	$192
Less restricted cash, included in Prepaid expenses and other current assets	Less restricted cash, included in Prepaid expenses and other current assets	(12)	(12)	(24)
Cash and cash equivalents at end of period	Cash and cash equivalents at end of period	$ 105	$ 332	$168
Supplemental disclosures of cash flow information:	Supplemental disclosures of cash flow information:			
Income taxes paid	Income taxes paid	$ 168	$ 199	$107
Income taxes paid Income taxes paid				
Interest paid	Interest paid	$ 58	$ 32	$ 38

See accompanying Notes to Consolidated Financial Statements.

ZEBRA TECHNOLOGIES CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1 Description of Business and Basis of Presentation

Zebra Technologies Corporation and its subsidiaries (“Zebra” or the “Company”) is a global leader providing innovative Enterprise Asset Intelligence (“EAI”) solutions in the automatic identification and data capture solutions industry. We design, manufacture, and sell a broad range of products and solutions, including cloud-based software subscriptions, that capture and move data. We also provide a full range of services, including maintenance, technical support, repair, managed and professional services. End-users of our products, solutions and services include those in retail and e-commerce, manufacturing, transportation and logistics, healthcare, public sector, and other industries. We provide our products, solutions and services globally through a direct sales force and an extensive network of channel partners.

Effective January 1, 2022, In the second quarter of 2023, our advanced location technology solutions offering, business, which provides a range is primarily comprised of radio frequency identification devices (“RFID”) and real-time location systems solution offerings (“RTLS”) and services that generate on-demand information about the physical location and status of assets, equipment, and people, , moved from our Enterprise Visibility & Mobility (“EVM”) segment into our Asset Intelligence & Tracking (“AIT”) segment into our Enterprise Visibility & Mobility (“EVM”) segment contemporaneous with a change in our organizational structure and management of the business. We have reported our segment results reflecting this change, including historical periods, on a comparable basis. This change does not have an impact to on the Consolidated Financial Statements. See Note 20, *Segment Information & Geographic Data* for additional information related to each segment’s results.

Note 2 Significant Accounting Policies

Principles of Consolidation

These accompanying consolidated financial statements were prepared in accordance with accounting principles generally accepted in the U.S. and include the accounts of Zebra and its wholly owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

Fiscal Calendar

The Company’s fiscal year is a 52-week period ending on December 31. Interim fiscal quarters end on a Saturday and generally include 13 weeks of operating activity. During the 2022 2023 fiscal year, the Company’s quarter end dates were April 2, 1, July 2, October 1, September 30, and December 31.

Use of Estimates

These consolidated financial statements were prepared using estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Examples of accounting estimates include: cash flow projections and other valuation assumptions included period as further discussed in business acquisition purchase price allocations as well as annual goodwill impairment testing; the measurement of variable consideration and allocation of transaction price following footnotes to performance obligations in revenue transactions; inventory valuation; useful lives of our tangible and intangible assets; and the recognition and measurement of income tax assets and liabilities. Consolidated Financial Statements. The Company bases its estimates on historical experience and on various other assumptions that the Company believes to be reasonable under the circumstances. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash consists primarily of deposits with banks. In addition, the Company considers Cash equivalents include highly liquid short-duration term short-term deposits with banks as well as and other highly liquid short-term investments with original maturities of less than or equal to three months, to be cash equivalents. months. Cash equivalents are readily convertible to known amounts of cash and are so near their maturity that they present insignificant risk of a change in value because of changes in interest rates.

Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable consist primarily of amounts due to us from our customers, net of variable consideration and an allowance for doubtful accounts, in the normal course of business. Collateral on trade accounts receivable is generally not required. The Company maintains an allowance for doubtful accounts for estimated uncollectible accounts receivable that is based on expected credit losses. Expected credit losses are estimated based on historical loss experience, the durations of outstanding trade receivables, and expectations of the future economic environment. Accounts are written off against the allowance account when they are determined to be no longer collectible.

Inventories

Inventories are stated at the lower of a moving-average cost (which approximates cost on a first-in, first-out basis) and net realizable value. Manufactured inventory cost includes materials, labor, and manufacturing overhead. Purchased inventory cost also includes internal purchasing overhead costs. Raw material inventories largely primarily consist of product components as well as supplies used in repair operations. Provisions are made to reduce excess and obsolete inventories to their estimated net realizable values. Inventory values as well as to record liabilities on non-cancellable purchase commitments. These provisions are based on forecasted demand, experience with specific customers or suppliers, the age and nature of the inventory or committed purchase, and the ability to redistribute inventory to other programs or to rework it into other consumable inventory. inventory as well as renegotiate contractual terms with a supplier.

Property, Plant and Equipment

Property, plant and equipment is stated at cost less accumulated depreciation. Depreciation is computed primarily using the straight-line method over the estimated useful lives of the various classes of property, plant and equipment, which are thirty years for buildings and range from three to ten years for all other asset categories. Leasehold improvements are amortized using the straight-line method over the shorter of the lease term or ten years.

Leases

The Company recognizes right-of-use (“ROU”) assets and lease liabilities for its lease commitments with terms greater than one year. Contractual options to extend or terminate lease agreements are reflected in the lease term when they are reasonably certain to be exercised. The initial measurements measurement of new ROU assets and lease liabilities are is based on the present value of future lease payments over the lease term as of the commencement date. In determining future lease payments, the Company has elected not to separate lease and non-lease components. As the Company’s lease arrangements do not provide an implicit interest rate, we apply the Company’s incremental borrowing rate based on the information available at the commencement date in determining the present value of future lease payments. Relevant information used in determining the Company’s incremental borrowing rate includes the duration of the lease, the transaction currency of the lease, and the Company’s credit risk relative to risk-free market rates. The Company’s ROU assets also include any initial direct costs incurred and exclude lease incentives. The Company’s lease agreements do not contain any significant residual value guarantees or restrictive covenants. All leases of the Company are classified as operating leases, with lease expense being recognized on a straight-line basis.

Income Taxes

The Company accounts for income taxes under the liability method in accordance with Accounting Standards Codification (“ASC”) 740 Topic, *Income Taxes*. Accordingly, deferred income taxes are provided for the future tax consequences attributable to differences between the carrying amounts of assets and liabilities for financial reporting and income tax purposes. Deferred tax assets and liabilities are measured using tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. A valuation allowance is established when necessary to reduce deferred tax assets to the amount that is more likely than not to be realized. The Company recognizes the benefit of tax positions when it is more likely than not to be sustained on its technical merits. The Company recognizes interest and penalties related to income tax matters as part of income tax expense. The Company has elected consolidated tax filings in certain of its jurisdictions which may allow the group to offset one member's income with losses of other members in the current period and on a carryover basis. The income tax effects of non-inventory intra-entity asset transfers are recognized in the period in which the transfer occurs. The Company classifies its balance sheet accounts by applying jurisdictional netting principles for locations where consolidated tax filing elections are in place.

U.S. tax law contains the Global Intangible Low-Taxed Income ("GILTI"), Base Erosion Anti-Avoidance Tax ("BEAT"), and Deduction for Foreign-Derived Intangible Income ("FDII") provisions, which relate to the taxation of certain foreign income. The Company recognizes its GILTI, BEAT, and FDII inclusions, when applicable, within income tax expense in the year included in its U.S. tax return.

Goodwill

Goodwill is tested annually for impairment, or more frequently if indicators of impairment exist. When evaluating goodwill for impairment as part of our annual assessment, we include consideration of current events or circumstances indicate that the carrying value of goodwill may be impaired. and circumstances. Our annual impairment testing consists also includes a comparison of comparing the estimated fair value of each reporting unit to its carrying value. If the carrying value of a reporting unit exceeds its estimated fair value, goodwill would be considered to be impaired and reduced to its implied fair value. We estimate the fair value of reporting units with valuation techniques, including both by using a weighted combination of the income and market approaches. The income approach requires management to estimate projected future operating and cash flow results, economic projections, and discount rates. The market approach estimates fair value using comparable marketplace fair value data from within a comparable industry group.

We most recently performed our annual goodwill impairment testing in the fourth quarter of 2022 using a quantitative approach 2023 which did not result in any impairments. impairment. See Note 6, *Goodwill and Other Intangibles* for additional information.

Other Intangible Assets

Other intangible assets consist primarily of technology and patent rights, customer and other relationships, and trade names. These assets, which are generally acquired through business combinations, are recorded at fair value upon acquisition and amortized on a straight-line basis over the asset's useful life which typically range ranges from two to eleven years.

Impairment of Long-Lived Assets and Long-Lived Assets to be Disposed of

The Company accounts for long-lived assets in accordance with the provisions of ASC Topic 360, *Property, Plant and Equipment,* which requires that long-lived assets and certain identifiable intangibles be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the sum of the undiscounted cash flows expected to result from the use and the eventual disposition of the asset. If such assets are impaired, the impairment to be recognized is the excess of the carrying amount over the fair value. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell.

Investments in Securities

The Company's investments primarily include equity securities that are accounted for at cost, adjusted for impairment losses or changes resulting from observable price changes in orderly transactions for the identical or similar investment of the same issuer. These investments are primarily in venture capital backed technology companies where the Company's ownership interest is less than 20% and the Company does not have the ability to exercise significant influence. See Note 8, *Investments* for additional information.

Revenue Recognition

Revenues are primarily comprised of sales of hardware, supplies, services, solutions and software offerings. We recognize revenues when we transfer control of promised goods or services to our customers in an amount that reflects the consideration that we expect to receive, which includes estimates of variable consideration, in exchange for those goods or services. We are typically the principal in all elements of our transactions and record Net sales and Cost of sales on a gross basis. Substantially all revenues for tangible products, supplies and perpetual or term software licenses are recognized at a point in time, which is generally upon shipment, when control and the risks and rewards of ownership have transferred to the customer, and the Company has a contractual right to payment. Revenues for our service offerings are recognized over time. Our service offerings include repair and maintenance service contracts, as well as professional services such as installation, integration and provisioning that typically occur in the early stages of a project. The average life of repair and maintenance service contracts is approximately three years. Professional service arrangements range in duration from a day to several weeks or months. Revenues for solutions, including Company-hosted software license and maintenance agreements, are typically recognized over time.

The Company elects to exclude sales and other governmental taxes that are collected by the Company from a customer, from the transaction price price. The Company also considers shipping and handling activities as part of its fulfillment costs and not as a separate performance obligation. See Note 3, *Revenues* for additional information.

Research and Development Costs

Research and development ("R&D") costs include:

- Salaries, benefits, and other R&D personnel related costs;
- Consulting and other outside services used in the R&D process;
- Engineering supplies;
- Engineering related information systems costs; and
- Allocation of building and related costs.

R&D costs are expensed as incurred, including those associated with developing and maintaining software within our customer offerings. The Company typically applies a dynamic and iterative approach to developing customer product and software offerings as well as ongoing software maintenance, and feature and functionality enhancement releases, and accordingly, such costs do not meet capitalization criteria.

Advertising
Advertising costs are expensed as incurred. These costs totaled $33 million $31 million, $35 million, $33 million and $25 million $35 million for the years ended 2023, 2022 2021 and 2020, 2021, respectively.

Warranties
In general, the Company provides warranty coverage of one year on mobile computers and batteries. Printers are warrantied from one to two years, depending on the model. Advanced data capture products are warrantied from one to five years, depending on the product. Thermal printheads are warrantied for six months and battery-based products, such as location tags, are covered by a 90-day warranty. A provision for warranty expense is adjusted quarterly based on historical and expected warranty experience.

Contingencies
The Company establishes a liability for loss contingencies when the loss is both probable and estimable. In addition, See Note 14, *Accrued Liabilities, Commitments and Contingencies* for some matters for which a loss is probable or reasonably possible, a reliable estimate of the amount of loss or range of loss cannot be determined, and we may be unable to estimate the possible loss or range of losses that could potentially result from the application of non-monetary remedies. additional information.

Fair Value of Financial Instruments
Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Our financial assets and liabilities that are accounted for at fair value generally include our employee deferred compensation plan investments, foreign currency forwards, and interest rate swaps. In accordance with ASC Topic 815, *Derivatives and Hedging* ("ASC 815"), we recognize derivative instruments and hedging activities as either assets or liabilities on the Consolidated Balance Sheets and measure them at fair value. Accounting for the gains and losses on our derivatives resulting from changes in fair value is dependent on the use of the derivative and whether it is designated and qualifies for hedge accounting.

The Company utilizes foreign currency forwards to hedge certain foreign currency exposures. We use broker quotations or market transactions, in either the listed or over-the-counter markets, to value our foreign currency exchange contracts. The Company also has interest rate swaps to hedge a portion of the variability in future cash flows on debt. We use relevant observable market inputs at quoted intervals, such as forward yield curves and the Company's own credit risk, to value our interest rate swaps. See Note 11, *Derivative Instruments* for additional information on the Company's derivatives and hedging activities.

The Company's securities held for its deferred compensation plans are measured at fair value using quoted prices in active markets for identical assets. If active markets for identical assets are not available to determine fair value, then we use quoted prices for similar assets or inputs that are observable either directly or indirectly.

The carrying amounts of cash and cash equivalents, receivables and accounts payable approximate fair value due to the short-term nature of those financial instruments. See Note 10, *Fair Value Measurements* for information related to financial assets and liabilities carried at fair value.

Share-Based Compensation
The Company has share-based compensation plans and an employee stock purchase plan under which shares of Class A Common Stock are available for future grant and purchase. The Company recognizes compensation costs over the vesting period of awards, which is typically three years, net of estimated forfeitures. Compensation costs associated with awards with graded vesting terms are recognized on a straight-line basis. See Note 15, *Share-Based Compensation* for additional information.

Foreign Currency Translation
The balance sheet accounts of the Company's subsidiaries that have not designated the U.S. Dollar as its functional currency are translated into U.S. Dollars using the period-end exchange rate, and statement of earnings items are translated using the average exchange rate for the period. The resulting translation gains or losses are recorded in Stockholders' equity as a cumulative translation adjustment, which is a component of AOCI within the Consolidated Balance Sheets.

Acquisitions
We account for acquired businesses using the acquisition method of accounting which requires that the purchase price be allocated to the identifiable assets acquired and liabilities assumed, generally measured at their estimated fair values. The excess of the purchase price over the identifiable assets acquired and liabilities assumed is recorded as goodwill. The estimates used to determine the fair values of long-lived assets, such as intangible assets, can be complex and require judgment. Critical estimates in valuing certain intangible assets include, but are not limited to, future expected cash flows from revenues and the determination of discount rates. Management's estimates of fair value are based on estimates and assumptions utilized as part of the purchase price allocation process and are believed to be reasonable; however, elements of these estimates and assumptions are inherently uncertain and subject to refinement during the measurement period, which is up to one year after the acquisition date.

Recently Adopted Accounting Pronouncements
The Company did not adopt any material new accounting standards during the year ended December 31, 2022 December 31, 2023.

Recently Issued Accounting Pronouncements Not Yet Adopted

In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") No. 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*, which requires retrospective disclosure of significant segment expenses and other segment items on an annual and interim basis. Additionally, it requires disclosure of the title and position of the Chief Operating Decision Maker ("CODM"). This ASU will be effective for the Company's fiscal December 31, 2024 year-end and interim periods beginning in fiscal 2025, with early adoption permitted. We are assessing the impact of this guidance on our disclosures; it will not have an impact on our results of operations, cash flows, or financial condition.

In December 2023, the FASB issued ASU No. 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, which requires an annual tabular effective tax rate reconciliation disclosure including information for specified categories and jurisdiction levels, as well as, disclosure of income taxes paid, net of refunds received, disaggregated by federal, state/local, and significant foreign jurisdiction. This ASU will be effective for the Company's fiscal December 31, 2025 year-end, with early adoption permitted. We are assessing the impact of this guidance on our disclosures; it will not have an impact on our results of operations, cash flows, or financial condition.

Note 3 Revenues

The Company recognizes revenue to depict the transfer of goods, solutions or services to a customer at an amount that reflects the consideration which it expects to receive for providing those goods, solutions or services. To determine total expected consideration, the Company estimates elements of variable consideration, which primarily include product rights of return, rebates, and other incentives. These estimates are developed using the expected value method and are reviewed and updated, as necessary, at each reporting period. Revenues, inclusive of variable consideration, are recognized to the extent it is probable that a significant reversal in cumulative revenues recognized will not occur in future periods.

We enter into contracts that may include combinations of tangible products, services, solutions and software offerings, which are generally capable of being distinct and accounted for as separate performance obligations. We evaluate whether two or more contracts should be combined and accounted for as a single contract and whether the combined or single contract has more than one performance obligation. This evaluation requires judgment, and the decision to combine a group of contracts or separate the combined or single contract into multiple distinct performance obligations may impact the amount of revenue recorded in a reporting period. We deem performance obligations to be distinct if the customer can benefit from the product or service on its own or together with readily available resources ("capable of being distinct") and if the transfer of products, solutions or services is separately identifiable from other promises in the contract ("distinct within the context of the contract").

For contract arrangements that include multiple performance obligations, we allocate the total transaction price to each performance obligation in an amount based on the estimated relative standalone selling prices for each performance obligation. In general, standalone selling prices are observable for tangible products and software licenses, while standalone selling prices for professional services, repair and maintenance services, and solutions are developed primarily with an expected cost-plus margin approach. Regional pricing, marketing strategies, and business practices are evaluated to derive estimated standalone selling prices.

The Company recognizes revenue for each performance obligation upon transfer of control of the promised goods or services. Control is deemed to have been transferred when the customer has the ability to direct the use of and has obtained substantially all of the remaining benefits from the goods and services. The determination of whether control transfers at a point in time or over time requires judgment and includes our consideration of the following: 1) whether the customer simultaneously receives and consumes the benefits provided as the Company performs its promises; 2) whether the Company's performance creates or enhances an asset that is under control of the customer; and 3) whether the Company's performance does not create an asset with an alternative use to the Company, while the Company has an enforceable right to payment for its performance completed to date.

Revenues for tangible products are generally recognized upon shipment, whereas revenues for services and solution offerings are generally recognized over time by using an output or time-based method, assuming all other criteria for revenue recognition have been met. Revenues for software are recognized either upon delivery or over time using a time-based method, depending upon how control is transferred to the customer. In cases where a bundle of products, services, solutions and/or software are delivered to the customer, judgment is required to select the method of progress which best reflects the transfer of control.

Disaggregation of Revenue

The following table presents our Net sales disaggregated by product category for each of our segments, AIT and EVM, for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020 2021 (in millions):

	Year Ended December 31, 2023						Year Ended December 31, 2023
	Year Ended December 31, 2022						
Segment							
Segment							
Segment	**Segment**	**Tangible Products**	**Services and Software**	**Total**	**Tangible Products**	**Services and Software**	**Total**
AIT	AIT	$ 1,641	$ 95	$1,736			
EVM	EVM	3,274	771	4,045			
Corporate eliminations (1)		—	—	—			
Total	Total	$ 4,915	$ 866	$5,781			
Total							
Total							

	Year Ended December 31, 2022

Segment	Tangible Products	Services and Software	Total
AIT	$ 1,728	$ 109	$ 1,837
EVM	3,187	757	3,944
Total	$ 4,915	$ 866	$ 5,781

	Year Ended December 31, 2021		
Segment	Tangible Products	Services and Software	Total
AIT	$ 1,563	$ 94	$ 1,657
EVM	3,282	694	3,976
Corporate eliminations (1)	—	(6)	(6)
Total	$ 4,845	$ 782	$ 5,627

Year Ended December 31, 2021

Year Ended December 31, 2021

Year Ended December 31, 2020

Segment

Segment

Segment	Segment	Tangible Products	Services and Software	Total	Tangible Products	Services and Software	Total
AIT	AIT	$ 1,286	$ 83	$1,369			
EVM	EVM	2,527	559	3,086			
Corporate eliminations (1)		—	(7)	(7)			
Corporate (1)							
Total	Total	$ 3,813	$ 635	$4,448			

(1) Amounts included in Corporate eliminations consist of purchase accounting adjustments.

In addition, refer to Note 20, *Segment Information & Geographic Data* for Net sales to customers by geographic region.

Performance Obligations

The Company's remaining performance obligations primarily relate to repair and support services, as well as solution offerings. software solutions. The aggregated transaction price allocated to remaining performance obligations for arrangements with an original term exceeding one year was $1,105 million $1,127 million and $1,033 million $1,105 million, inclusive of deferred revenue, as of December 31, 2022 December 31, 2023 and 2021, 2022, respectively. On average, remaining performance obligations as of December 31, 2022 December 31, 2023 and 2021 2022 are expected to be recognized over a period of approximately two years.

Contract Balances

Progress on satisfying performance obligations under contracts with customers related to billed revenues is reflected on the Consolidated Balance Sheets in Accounts receivable, net. Progress on satisfying performance obligations under contracts with customers related to unbilled revenues ("contract assets") is reflected on the Consolidated Balance Sheets as Prepaid expenses and other current assets for revenues expected to be billed within the next twelve months, and Other long-term assets for revenues expected to be billed thereafter. The total contract asset balances were $16 million and $10 million as of December 31, 2022 December 31, 2023 and 2021, respectively. 2022. These contract assets result from timing differences between billing and satisfying performance obligations, as well as the impact from the allocation of the transaction price among performance obligations for contracts that include multiple performance obligations. Contract assets are evaluated for impairment and no impairment losses have been recognized during the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020. 2021.

Deferred revenue on the Consolidated Balance Sheets consists of payments and billings in advance of our performance. The combined short-term and long-term deferred revenue balances were $758 million $770 million and $695 million $758 million as of December 31, 2022 December 31, 2023 and 2021, 2022, respectively. The Company recognized $399 million $432 million, $319 million $399 million and $256 million $319 million in revenue that was previously included in the beginning balance of deferred revenue during the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, respectively.

Our payment terms vary by the type and location of our customer and the products, solutions or services offered. The time between invoicing and when payment is due is not significant. In instances where the timing of revenue recognition differs from the timing of invoicing, we have determined that our contracts do not include a significant financing component.

Costs to Obtain a Contract

Our incremental direct costs of obtaining a contract, which consist of sales commissions and incremental fringe benefits, are deferred and amortized over the weighted-average contract term. The incremental costs to obtain a contract are derived at a portfolio level and amortized on a straight-line basis. The total ending balance of deferred commission costs to obtain a contract, which are recorded in Prepaid expenses and other current assets or Other long-term assets on the Consolidated Balance Sheets, depending on the timing of expected amortization, was $35 million $42 million and $28 million $35 million as of December 31, 2022 December 31, 2023 and 2021, 2022, respectively. Amortization of deferred commission costs, expense, which is recorded in Selling and Marketing expense on the Consolidated Statements of Operations, was $21 million $26 million, $18 million $21 million and $14 million $18 million during the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, respectively. Incremental costs of obtaining a contract are expensed as incurred if the amortization period would otherwise be one year or less.

Note 4 Inventories

The components categories of Inventories, net are as follows (in millions):

		December 31, 2022	December 31, 2021
Raw materials		$ 293	$ 196
	December 31, 2023	December 31, 2023	December 31, 2022
Raw materials (1)			
Work in process	Work in process	4	3
Finished goods	Finished goods	563	292
Total Inventories, net		$ 860	$ 491
Total Inventories, net (2)			

(1) Raw material inventories primarily consist of product components as well as supplies used in repair operations.

(2) Categories of inventories for the period ended December 31, 2022 include a change to correct an immaterial misclassification without impact to Inventories, net as presented on the Consolidated Balance Sheets.

Note 5 Business Acquisitions

Matrox

On June 3, 2022, the Company acquired Matrox Electronic Systems Ltd. (“Matrox”), a developer of advanced machine vision components and software. Through its acquisition of Matrox, the Company significantly expanded its machine vision products and software offerings.

The acquisition was accounted for under the acquisition method of accounting for business combinations. The Company’s final purchase consideration was $881 million comprised of cash paid, net of Matrox’s cash on-hand.

The Company utilized estimated fair values as of the acquisition date to allocate the total purchase consideration to the identifiable assets acquired and liabilities assumed. The fair value of the net assets acquired was based on several estimates and assumptions, as well as customary valuation techniques, primarily the excess earnings method for customer relationships as well as the relief from royalty method for technology and patent intangible assets. While we believe these estimates provide a reasonable basis to record the net assets acquired, the purchase price allocation is considered preliminary and subject to adjustment during the measurement period, which is up to one year from the acquisition date.

The primary fair value estimates still considered preliminary as of December 31, 2022 include intangible assets and income tax-related items.

The preliminary purchase price allocation to assets acquired and liabilities assumed was as follows (in millions):

Identifiable intangible assets	$	297
Inventory		31
Other assets acquired		24
Deferred tax liabilities		(79) (78)
Other liabilities assumed		(32)
Net assets acquired	$	241 242
Goodwill on acquisition		640 639
Total purchase price	$	881

The $640 $639 million of goodwill, which is non-deductible for tax purposes, has been allocated to the EVM segment and principally relates to the planned global expansion and integration of Matrox into the Company's machine vision offerings.

The preliminary purchase price allocation to identifiable intangible assets acquired was as follows:

	Fair Value (in millions)		Useful Life (in years)
Customer and other relationships	$	232	11
Technology and patents		63	7
Trade names		2	2
Total identifiable intangible assets	$	297	

In connection with the acquisition of Matrox, the Company granted $13 million of cash-settled RSUs to certain employees in the second quarter, which are attributable to service to be rendered subsequent to the acquisition and will generally be expensed over a 3-year service period.

Antuit
On October 7, 2021, the Company acquired Antuit Holdings Pte. Ltd. ("Antuit"), a provider of demand-sensing and pricing optimization software solutions for retail and consumer products companies. Through this acquisition, the Company intends to enhance its solution offerings to customers in these industries by combining Antuit's platform with its existing software solutions and EVM products.

The acquisition was accounted for under the acquisition method of accounting for business combinations. The Company's purchase consideration was $145 million in cash paid, net of Antuit's cash on-hand.

The Company utilized estimated fair values as of the acquisition date to allocate the total purchase consideration to the identifiable assets acquired and liabilities assumed. The fair value of the net assets acquired was based on several estimates and assumptions, as well as customary valuation techniques, primarily the excess earnings method for technology and patent intangible assets.

The purchase price allocation to assets acquired and liabilities assumed was as follows (in millions):

Identifiable intangible assets	$	47
Accounts receivable		9
Other assets acquired		4
Deferred tax liabilities		(5)
Other liabilities assumed		(11)
Net assets acquired	$	44
Goodwill on acquisition		101
Total purchase price	$	145

The $101 million of goodwill, which is non-deductible for tax purposes, has been allocated to the EVM segment and principally relates to the planned expansion of Antuit's portfolio and integration with the Company's existing solution offerings as well as expansion into current and new markets, industries and product offerings.

The purchase price allocation to identifiable intangible assets acquired was as follows:

	Fair Value (in millions)		Useful Life (in years)
Technology and patents	$	39	8
Customer and other relationships		7	2

Trade names	1	2
Total identifiable intangible assets	$ 47	

In connection with the acquisition of Antuit, the Company also granted share-based compensation awards in the form of stock and cash-settled restricted stock units with an approximate fair value of $5 million. The total fair value of the awards is attributable to post-acquisition service and will generally be expensed over a three-year service period.

Fetch
On August 9, 2021, the Company acquired Fetch Robotics, Inc. ("Fetch"), a provider of autonomous mobile robot solutions for customers who operate in the manufacturing, distribution, and fulfillment industries, enabling customers to optimize workflows through robotic automation. Through this acquisition, the Company intends to expand its automation solution offerings within these industries.

The acquisition was accounted for under the acquisition method of accounting for business combinations. The Company's total purchase consideration was $301 million, which consisted of $290 million in cash paid, net of Fetch's cash on-hand, and the fair value of the Company's existing ownership interest in Fetch of $11 million, as remeasured upon acquisition. This remeasurement resulted in a $1 million gain reflected in Other (expense) income, net on the Consolidated Statements of Operations.

The Company utilized estimated fair values as of the acquisition date to allocate the total purchase consideration to the identifiable assets acquired and liabilities assumed. The fair value of the net assets acquired was based on several estimates and assumptions, as well as customary valuation techniques, primarily the excess earnings method for technology and patent intangible assets.

The purchase price allocation to assets acquired and liabilities assumed was as follows (in millions):

Identifiable intangible assets	$ 114
Right-of-use lease asset	11
Inventories	5
Deferred tax assets	6
Other assets acquired	4
Lease liability	(11)
Other liabilities assumed	(4)
Net assets acquired	$ 125
Goodwill on acquisition	176
Total purchase price	$ 301

The $176 million of goodwill, which is non-deductible for tax purposes, has been allocated to the EVM segment and principally relates to the planned geographic expansion and integration of Fetch into the Company's manufacturing and warehouse automation offerings.

The purchase price allocation to identifiable intangible assets acquired was as follows:

	Fair Value (in millions)	Useful Life (in years)
Technology and patents	$ 100	7
Customer and other relationships	5	2
Trade names	9	5
Total identifiable intangible assets	$ 114	

In connection with the acquisition of Fetch, the Company granted share-based compensation awards, principally as a replacement for unvested Fetch stock options, in the form of stock-settled restricted stock units. The total fair value of approximately $23 million is attributable to post-acquisition service and will generally be expensed over a three-year service period.

Adaptive Vision
On May 17, 2021, the Company acquired Adaptive Vision Sp. z o.o. ("Adaptive Vision"), a provider of graphical machine vision software with applications in the manufacturing industry, as well as a provider of libraries and other offerings for machine vision developers. The acquisition was accounted for under the acquisition method of accounting for business combinations. The Company's cash purchase consideration of $18 million, net of cash on-hand, was primarily allocated to technology-related intangible assets of $13 million and associated deferred tax liabilities, and goodwill of $7 million. The technology-related intangible assets have an estimated useful life of eight years. The goodwill, which will be is non-deductible for tax purposes, has been allocated to the EVM segment and principally relates to the planned expansion of the Adaptive Vision technologies into new product offerings and markets.

Reflexis
On September 1, 2020, the Company acquired Reflexis Systems, Inc. ("Reflexis"), a provider of task and workforce management, execution, and communication solutions for customers in the retail, food service, hospitality, and banking industries. Through its acquisition of Reflexis, the Company enhanced its solution offerings to customers in these

industries by combining Reflexis' platform with its existing software solutions and its EVM product offerings.

The Reflexis acquisition was accounted for under the acquisition method of accounting for business combinations. The Company's final cash purchase consideration was $547 million, net of Reflexis' cash on-hand and including resolution of contractual matters that resulted in escrow proceeds of $1 million being received by the Company in 2021.

In connection with its acquisition of Reflexis, and in exchange for the cancellation of unvested Reflexis stock options, the Company granted replacement share-based compensation awards to certain Reflexis employees in the form of Zebra incentive

stock options. The total fair value of approximately $9 million is primarily attributable to post-acquisition service and expensed over the remaining service period. See Note 15, *Share-Based Compensation* for additional details related to these options.

The Company utilized estimated fair values as of the acquisition date to allocate the total purchase consideration to the identifiable assets acquired and liabilities assumed. The fair value of the net assets acquired was based on several estimates and assumptions, as well as customary valuation techniques, primarily the excess earnings method for technology and patent intangible assets, as well as exit cost methodologies for liabilities such as deferred revenues.

The purchase price allocation to assets acquired and liabilities assumed was as follows (in millions):

Identifiable intangible assets	$	213
Accounts receivable		20
Property, plant and equipment		10
Other assets acquired		17
Deferred revenue		(16)
Deferred tax liabilities		(39)
Other liabilities assumed		(14)
Net assets acquired	$	191
Goodwill on acquisition		356
Total purchase consideration	$	547

The $356 million of goodwill, which is non-deductible for tax purposes, has been allocated to the EVM segment and principally relates to the planned integration of Reflexis' solution offerings with the Company's existing solution offerings as well as expansion in current and new markets, industries and product offerings.

The purchase price allocation to identifiable intangible assets acquired was:

	Fair Value (in millions)		Useful Life (in years)
Technology and patents	$	160	8
Customer and other relationships		43	2
Trade names		10	8
Total identifiable intangible assets	$	213	

The operating results of each acquired company have been included in the Company's Consolidated Balance Sheets and Statements of Operations beginning on their respective acquisition dates. The Company has not included unaudited pro forma results for the year preceding each acquisition, as doing so would not yield materially different results.

Acquisition and integration costs

The Company incurred $6 million, $21 million and $25 million of acquisition-related acquisition related costs in during the years ended December 31, 2023, 2022 primarily related to third-party and advisory fees associated with the Matrox acquisition. 2021, respectively. These costs are included within Acquisition and integration costs on the Consolidated Statements of Operations.

The Company incurred $25 million of acquisition-related costs during 2021, Operations and are primarily related to third-party transaction and advisory fees, and integration activities associated with our business acquisitions as well as transaction bonuses paid to existing Antuit option holders. These costs are included within Acquisition and integration costs on the Consolidated Statements of Operations.

The Company incurred $23 million of acquisition-related costs during 2020, which primarily consisted of payments to settle certain existing Reflexis share-based compensation awards whose vesting was accelerated at the discretion of Reflexis contemporaneously with the acquisition, as well as other third-party transaction and advisory fees associated with our business acquisitions. These costs are included within Acquisition and integration costs on the Consolidated Statements of Operations..

Note 6 Goodwill and Other Intangibles

Goodwill

Changes in the net carrying value of goodwill by segment were as follows (in millions):

		AIT	EVM	Total	AIT	EVM	Total
Goodwill as of December 31, 2020		$228	$2,760	$2,988			
Retail Solutions move to EVM segment, effective January 1, 2021		(59)	59	—			
Antuit acquisition		—	105	105			
Fetch acquisition		—	174	174			
Adaptive Vision acquisition		—	7	7			
Reflexis purchase price allocation adjustments		—	(7)	(7)			
Reflexis purchase price reduction		—	(1)	(1)			
Foreign exchange impact		—	(1)	(1)			
Goodwill as of December 31, 2021	Goodwill as of December 31, 2021	$169	$3,096	$3,265			
Matrox acquisition	Matrox acquisition	—	640	640			
Fetch purchase price allocation adjustments	Fetch purchase price allocation adjustments	—	2	2			
Antuit purchase price allocation adjustments	Antuit purchase price allocation adjustments	—	(4)	(4)			
Foreign exchange impact	Foreign exchange impact	—	(4)	(4)			
Goodwill as of December 31, 2022	Goodwill as of December 31, 2022	$169	$3,730	$3,899			
Advanced location technology business move to AIT, effective April 2, 2023							
Matrox purchase price allocation adjustments							
Foreign exchange impact							

Goodwill as of December 31, 2023

See Note 5, *Business Acquisitions* for further details related to the Company's acquisitions and purchase price allocation adjustments.

The Company's goodwill balance consists of four reporting units. The Company completed its annual goodwill impairment testing during the fourth quarter of 2022 2023 utilizing a quantitative approach. The estimated fair value of each reporting unit significantly exceeds exceeded its carrying value. However, there is risk of future impairment to the extent that an individual reporting unit's performance does not meet projections. Additionally, if our current assumptions and estimates, including projected revenues and income growth rates, terminal growth rates, competitive and consumer trends, market-based discount rates, and other market factors are not met, or if other valuation factors outside of our control change unfavorably, the estimated fair value of our reporting units could be adversely affected, leading to a potential impairment in the future.

by at least 40%. No events occurred during the fiscal years ended 2023, 2022 2021, or 2020 2021 that indicated it was more likely than not that our goodwill was impaired.

Other Intangibles, net

The balances in Other Intangibles, net consisted of the following (in millions):

		As of December 31, 2022			As of December 31, 2021			As of December 31, 2023			As of December 31, 2022		
		Gross Carrying Amount	**Accumulated Amortization**	**Net**	**Gross Carrying Amount**	**Accumulated Amortization**	**Net**	**Gross Carrying Amount**	**Accumulated Amortization**	**Net**	**Gross Carrying Amount**	**Accumulated Amortization**	**Net**
Amortized intangible assets	Amortized intangible assets												
Technology and patents	Technology and patents	$ 951	$ (621)	$330	$ 889	$ (566)	$323						
Technology and patents													
Technology and patents													
Customer and other relationships	Customer and other relationships	860	(576)	284	631	(503)	128						
Trade names	Trade names	66	(50)	16	64	(46)	18						
Total	Total	$ 1,877	$ (1,247)	$630	$ 1,584	$ (1,115)	$469						

Amortization expense was $136 million $104 million, $115 million, $136 million and $78 million $115 million for fiscal years ended 2023, 2022 2021 and 2020, 2021, respectively.

Estimated future intangible asset amortization expense is as follows (in millions):

Year Ended December 31,	Year Ended December 31,	
2023		$ 103
2024		
2024		
2024	2024	98
2025	2025	97
2026	2026	93
2027	2027	78
2028		
Thereafter	Thereafter	161
Total	Total	$ 630

Note 7 Property, Plant and Equipment

Property, plant and equipment, net is comprised of the following (in millions):

		December 31,		December 31,	
		2022	2021	2023	2022
Buildings	Buildings	$ 75	$ 75		
Land	Land	7	7		
Machinery and equipment	Machinery and equipment	318	276		
Furniture and office equipment	Furniture and office equipment	24	26		
Software and computer equipment	Software and computer equipment	125	127		
Leasehold improvements	Leasehold improvements	88	94		
Projects in progress	Projects in progress	48	40		
		685	645		
Property, plant and equipment, gross					
Less accumulated depreciation	Less accumulated depreciation	(407)	(373)		
Property, plant and equipment, net	Property, plant and equipment, net	$278	$272		

Depreciation expense was $68 million $72 million, $72 million $68 million and $68 million $72 million for the years ended December 31, 2022 December 31, 2023, 2022 and 2021, and 2020, respectively. The Company retired a significant level of substantially depreciated assets in the current year.

Note 8 Investments

The carrying value of the Company's long-term investments was $113 million and $101 million as of December 31, 2022 both December 31, 2023 and 2021, respectively, 2022, which are included in Other long-term assets on the Consolidated Balances Sheets. The Company paid $1 million, $12 million $34 million, and $32 $34 million for the purchases of long-term investments during the years ended December 31, 2022 December 31, 2023, 2021, 2022 and 2020, 2021, respectively. Net gains and losses related to the Company's long-term investments are included within Other (expense) income, expense, net on the Consolidated Statements of Operations. There Operations and were no net gains in the year ended December 31, 2022. Net gains were $2 million and $5 million during not significant for the years ended December 31, 2021 December 31, 2023, 2022 and 2020, respectively. 2021.

Note 9 Exit and Restructuring Costs

In the third current year, the Company expanded the scope of the 2022 Productivity Plan and also initiated a voluntary retirement plan ("VRP") applicable to retirement-eligible U.S. employees. Employees who participated in the VRP agreed to retire in 2023 in exchange for cash severance and other benefits. During the first quarter of 2022, 2024, the Company committed to certain organizational changes and leased site rationalization designed to generate structural cost efficiencies (collectively referred to as the "2022 Productivity Plan"). The total cost additional actions under the 2022 Productivity Plan which is will bring the total expected cost of the programs to be completed in 2023, is estimated to be approximately $25 $130 million.

Total charges associated with these programs, which are classified within Exit and restructuring charges associated with on the Consolidated Statements of Operations, were $110 million to date, including $98 million and $12 million for the years ended December 31, 2023 and 2022, respectively.The actions under the VRP have been completed in the current year and the remaining actions under the 2022 Productivity Plan were $12 million for are expected to be substantially completed in the year ended December 31, 2022. first half of 2024. The Company's payment obligations as of December 31, 2023 are reflected within Accrued liabilities on the Consolidated Balance Sheets. These obligations are expected to be settled by the first quarter of 2024.

The Company's liability associated with Exit and restructuring was:

Balance as of December 31, 2022	$	9
Exit and restructuring charges		98
Non-cash utilization		(13)
Cash payments		(72)
Balance as of December 31, 2023	$	22

The Company incurred Exit and restructuring costs, under previously announced programs of $2 million $7 million and $11 $7 million for the years ended December 31, 2022, and 2021, and 2020, respectively.

Note 10 Fair Value Measurements

Financial assets and liabilities are measured using inputs from three levels of the fair value hierarchy in accordance with ASC Topic 820, *Fair Value Measurements*. Fair value is defined as the price that would be received to sell an asset or paid to transfer

a liability in an orderly transaction between market participants at the measurement date. ASC Topic 820 established a fair

value hierarchy that prioritizes observable and unobservable inputs used to measure fair value into the following three broad levels:

- Level 1: Quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs (e.g. U.S. Treasuries and money market funds).
- Level 2: Observable prices that are based on inputs not quoted in active markets but corroborated by market data.
- Level 3: Unobservable inputs are used when little or no market data is available. The fair value hierarchy gives the lowest priority to Level 3 inputs.

In determining fair value, the Company utilizes valuation techniques that maximize the use of observable inputs to the extent possible. inputs. In addition, the Company considers counterparty credit risk in the assessment of fair value.

The Company's financial assets and liabilities carried at fair value as of December 31, 2022 December 31, 2023 are classified below (in millions):

Level 1	Level 1	Level 2	Level 3	Total
Assets:				

		Level 1	Level 2	Level 3	Total
Assets:					
Forward interest rate swap contracts (2)					
Forward interest rate swap contracts (2)					
Forward interest rate swap contracts (2)	Forward interest rate swap contracts (2)	$ —	$ 72	$ —	$ 72
Investments related to the deferred compensation plan	Investments related to the deferred compensation plan	35	—	—	35
Total Assets at fair value	Total Assets at fair value	$ 35	$ 72	$ —	$ 107
Liabilities:	Liabilities:				
Foreign exchange contracts (1)	Foreign exchange contracts (1)	$ 5	$ 14	$ —	$ 19
Foreign exchange contracts (1)					
Foreign exchange contracts (1)					

Forward interest rate swap contracts (2)					
Liabilities related to the deferred compensation plan	Liabilities related to the deferred compensation plan	35	—	—	35
Total Liabilities at fair value	Total Liabilities at fair value	$ 40	$ 14	$ —	$ 54

The Company's financial assets and liabilities carried at fair value as of December 31, 2021 December 31, 2022 are classified below (in millions):

Level 1		Level 1	Level 2	Level 3	Total
Assets:					
		Level 1	Level 2	Level 3	Total
Assets:					
Foreign exchange contracts (1)		$ —	$ 23	$ —	$ 23
Forward interest rate swap contracts (2)					
Forward interest rate swap contracts (2)					
Forward interest rate swap contracts (2)					
Investments related to the deferred compensation plan	Investments related to the deferred compensation plan	37	—	—	37
Total Assets at fair value	Total Assets at fair value	$ 37	$ 23	$ —	$ 60
Liabilities:	Liabilities:				
Foreign exchange contracts (1)					
Foreign exchange contracts (1)					
Foreign exchange contracts (1)					
Forward interest rate swap contracts (2)		$ —	$ 16	$ —	$ 16
Liabilities related to the deferred compensation plan					
Liabilities related to the deferred compensation plan					
Liabilities related to the deferred compensation plan	Liabilities related to the deferred compensation plan	37	—	—	37
Total Liabilities at fair value	Total Liabilities at fair value	$ 37	$ 16	$ —	$ 53

(1) The fair value of the foreign exchange contracts is calculated as follows:

- Fair value of regular forward contracts associated with forecasted sales hedges is calculated using the period-end exchange rate adjusted for current forward points.

- Fair value of hedges against net assets denominated in foreign currencies is calculated at the period-end exchange rate adjusted for current forward points unless the hedge has been traded but not settled at year end (Level 2). If this is the case, the fair value is calculated at the rate at which the hedge is being settled (Level 1).

(2) The fair value of forward interest rate swaps is based upon a valuation model that uses relevant observable market inputs at the quoted intervals, such as forward yield curves, and is adjusted for the Company's credit risk and the interest rate swap terms.

Note 11 Derivative Instruments

In the normal course of business, the Company is exposed to global market risks, including the effects of changes in foreign currency exchange rates and interest rates. The Company uses derivative instruments to manage its exposure to such risks and may elect to designate certain derivatives as hedging instruments under ASC Topic 815, *Derivatives and Hedging* ("ASC 815"). The Company formally documents all relationships between designated hedging instruments and hedged items as well as its risk management objectives and strategies for undertaking hedge transactions. The Company does not hold or issue derivatives for trading or speculative purposes.

In accordance with ASC 815, the Company recognizes derivative instruments as either assets or liabilities on the Consolidated Balance Sheets and measures them at fair value. The following table presents the fair value of its derivative instruments (in millions):

	Balance Sheets Classification	Asset (Liability) Fair Values as of December 31,	Balance Sheets Classification	Asset (Liability) Fair Values as of December 31, 2023	2022
Derivative instruments designated as hedges:					
Foreign exchange contracts					
Foreign exchange contracts					
Total derivative instruments designated as hedges					

	Balance Sheets Classification	Asset (Liability) Fair Values as of December 31, 2022	2021
Derivative instruments designated as hedges:			
Foreign exchange contracts	Prepaid expenses and other current assets	$ —	$ 23
Foreign exchange contracts	Accrued liabilities	(14)	—
Total derivative instruments designated as hedges		$ (14)	$ 23

Total derivative instruments designated as hedges				
Derivative instruments not designated as hedges:	**Derivative instruments not designated as hedges:**			
Derivative instruments not designated as hedges:				
Derivative instruments not designated as hedges:				
Forward interest rate swaps				
Forward interest rate swaps				
Forward interest rate swaps	Forward interest rate swaps	Prepaid expenses and other current assets	$ 25	$ —
Forward interest rate swaps	Forward interest rate swaps	Other long-term assets	47	—
Foreign exchange contracts	Foreign exchange contracts	Accrued liabilities	(5)	—
Forward interest rate swaps	Forward interest rate swaps	Accrued liabilities	—	(15)
Forward interest rate swaps	Forward interest rate swaps	Other long-term liabilities	—	(1)
Total derivative instruments not designated as hedges	Total derivative instruments not designated as hedges		$ 67	$ (16)
Total net derivative asset	Total net derivative asset		$ 53	$ 7

The following table presents the net (losses) gains (losses) from changes in fair values of derivatives that are not designated as hedges (in millions):

	Gain (Loss) Recognized in Income		
	Statements of Operations Classification	Year Ended December 31,	
	2022	2021	2020

	(Losses) Gains Recognized in Income			(Losses) Gains Recognized in Income			
	Statements of Operations Classification	2023		Statements of Operations Classification	Year Ended December 31,		
					2023	2022	2021
Derivative instruments not designated as hedges:	**Derivative instruments not designated as hedges:**						

Foreign exchange contracts	Foreign exchange contracts	Foreign exchange gain (loss)	$ 2	$ 7	$(12)
Foreign exchange contracts					
Foreign exchange contracts					
Forward interest rate swaps	Forward interest rate swaps	Interest income (expense), net	83	13	(46)
Total gain (loss) recognized in income			$ 85	$20	$(58)
Total net gain recognized in income					

Activities related to derivative instruments are reflected within Net cash (used in) provided by operating activities on the Consolidated Statements of Cash Flows.

Credit and Market Risk Management

Financial instruments, including derivatives, expose the Company to counterparty credit risk of nonperformance and to market risk related to currency exchange rate and interest rate fluctuations. The Company manages its exposure to counterparty credit risk by establishing minimum credit standards, diversifying its counterparties, and monitoring its concentrations of credit. The Company's counterparties are commercial banks with expertise in derivative financial instruments. The Company evaluates the impact of market risk on the fair value and cash flows of its derivative and other financial instruments by considering reasonably possible changes in interest rates and currency exchange rates. The Company continually monitors the creditworthiness of the customers to which it grants credit terms in the normal course of business. The terms and conditions of the Company's credit policies are designed to mitigate concentrations of credit risk.

The Company's master netting and other similar arrangements with the respective counterparties allow for net settlement under certain conditions, which are designed to reduce credit risk by permitting net settlement with the same counterparty. We present the assets and liabilities of our derivative financial instruments, for which we have net settlement agreements in place, on a net basis on the Consolidated Balance Sheets. If the derivative financial instruments had been presented gross on the Consolidated Balance Sheets, the asset and liability positions would have been increased by $1 million and $4 million as of December 31, 2022 December 31, 2023 and would have been increased by $1 million as of December 31, 2021. December 31, 2022, respectively.

Foreign Currency Exchange Risk Management

The Company conducts business on a multinational basis in a variety of foreign currencies. Exposure to market risk for changes in foreign currency exchange rates arises primarily from Euro-denominated external revenues, cross-border financing activities between subsidiaries, and foreign currency denominated monetary assets and liabilities. The Company manages its objective of preserving the economic value of non-functional currency denominated cash flows by initially hedging transaction exposures with natural offsets and, once these opportunities have been exhausted, through foreign exchange forward and option contracts, as deemed appropriate.

The Company manages the exchange rate risk of anticipated Euro-denominated sales using forward contracts, which typically mature within twelve months of execution. The Company designates these derivative contracts as cash flow hedges. Unrealized gains and losses on these contracts are deferred in Accumulated other comprehensive income (loss) ("AOCI") on the Consolidated Balance Sheets until the contract is settled and the hedged sale is realized. The realized gain or loss is then recorded as an adjustment to Net sales on the Consolidated Statements of Operations. Realized amounts reclassified to Net sales were $15 million of losses for the year ended December 31, 2023, $87 million of gains for the year ended December 31, 2022, and $2 million and $6 million of losses for the years year ended December 31, 2021 and 2020, respectively. . As of December 31, 2022 December 31, 2023 and 2021, 2022, the notional amounts of the Company's foreign exchange cash flow hedges were €549 million €485 million and €675 million €549 million, respectively. The Company has reviewed its cash flow hedges for effectiveness and determined that they are highly effective.

The Company uses forward contracts, which are not designated as hedging instruments, to manage its exposures related to net assets denominated in foreign currencies. These forward contracts typically mature within one month after execution. Monetary gains and losses on these forward contracts are recorded in income and are generally offset by the transaction gains and losses related to their net asset positions. The notional values and the net fair values of these outstanding contracts were as follows (in millions):

		December 31,			
	December 31,			December 31,	
		2022	2021	2023	2022
Notional balance of outstanding contracts:	Notional balance of outstanding contracts:				
British Pound/U.S. Dollar					
British Pound/U.S. Dollar					

British Pound/U.S. Dollar	British Pound/U.S. Dollar	£	11	£	13
Euro/U.S. Dollar	Euro/U.S. Dollar	€	191	€	142
Euro/Czech Koruna	Euro/Czech Koruna	€	15	€	16
Euro/Czech Koruna					
Euro/Czech Koruna Japanese Yen/U.S. Dollar					
Japanese Yen/U.S. Dollar					
Japanese Yen/U.S. Dollar					
Singapore Dollar/U.S. Dollar	Singapore Dollar/U.S. Dollar	S$	5	S$	16
Mexican Peso/U.S. Dollar	Mexican Peso/U.S. Dollar	Mex$372		Mex$	64
Polish Zloty/U.S. Dollar	Polish Zloty/U.S. Dollar	zł	47	zł	103
Polish Zloty/U.S. Dollar Polish Zloty/U.S. Dollar					
Net fair value of liabilities of outstanding contracts	Net fair value of liabilities of outstanding contracts	$	5	$	—

Interest Rate Risk Management

The Company's debt consists of borrowings under a term loan ("Term Loan A"), Revolving Credit Facility, and Receivables Financing Facilities, which bear interest at variable rates plus applicable margins. As a result, the Company is exposed to market risk associated with the variable interest rate payments on these borrowings. See Note 12, *Long-Term Debt* for further details related to these borrowings.

The Company manages its exposure to changes in interest rates by utilizing long-term forward interest rate swaps to hedge this exposure and to achieve a desired proportion of fixed versus floating-rate variable-rate debt, based on current and projected market conditions. The Company had one active long-term forward has interest rate swap agreement agreements with a total notional amount of $800 million to lock into a fixed LIBOR SOFR interest rate base, which expired in December 2022. In addition, the Company previously held fixed LIBOR interest rate swaps with an $800 million total notional amount that were are subject to monthly net cash settlements effective between December 2022 and August 2024. through October 2027.

In the first second quarter, of 2022, the Company terminated those interest rate swaps and entered into new interest rate swap agreements that contain a total notional amount of $800 million $400 million to lock into a variable interest rate base designed to offset a portion of the Company's existing swap agreements. These agreements are subject to monthly cash settlements effective through October 2027. At the same time, the Company entered into additional new interest rate swap agreements that contain a total notional amount of $400 million to lock into a fixed SOFR interest rate base, which is are subject to monthly net cash settlements effective in December 2022 through June 2030. As a result of these transactions, the Company maintained fixed interest rates on a total notional amount of $800 million through October 2027 and ending in October 2027. a total notional amount of $400 million through June 2030. There was no cash settlement, or significant impact on the Consolidated Statement of Operations upon entering into these agreements.

Note 12 Long-Term Debt

The following table shows the carrying value of the Company's debt (in millions):

		December 31,	
		2022	2021
	December 31,		December 31,
	2023	2023	2022
Term Loan A	Term Loan A	$1,728	$888

Revolving Credit Facility	Revolving Credit Facility	50	—
Receivables Financing Facilities	Receivables Financing Facilities	254	108
Total debt	Total debt	$2,032	$996
Less: Debt issuance costs	Less: Debt issuance costs	(4)	(3)
Less: Unamortized discounts	Less: Unamortized discounts	(5)	(2)
Less: Current portion of debt	Less: Current portion of debt	(214)	(69)
Total long-term debt	Total long-term debt	$1,809	$922

As of December 31, 2022 December 31, 2023, the future maturities of debt are as follows (in millions):

2023		$	214
2024	2024		127
2025	2025		66
2026	2026		88
2027	2027		1,537
Total future maturities of debt	Total future maturities of debt	$	2,032
Total future maturities of debt			
Total future maturities of debt			

All borrowings as of December 31, 2022 December 31, 2023 were denominated in U.S. Dollars.

The estimated fair value of the Company's debt approximated $2.0 billion $2.2 billion and $1.0 billion $2.0 billion as of December 31, 2022 December 31, 2023 and 2021, 2022, respectively. These fair value amounts, developed based on inputs classified as Level 2 within the fair value hierarchy, represent the estimated value at which the Company's lenders could trade its debt within the financial markets and do not represent the settlement value of these liabilities to the Company. The fair value of debt will continue to vary each period based on a number of factors, including fluctuations in market interest rates as well as changes to the Company's credit ratings.

In May 2022, the Company refinanced its long-term credit facilities by entering into its third amendment to the Amended and Restated Credit Agreement, ("Amendment No. 3"). Amendment No. 3 which increased the Company's borrowing under Term Loan A from $875 million to $1.75 billion and increased the Company's borrowing capacity under the Revolving Credit Facility from $1 billion to $1.5 billion. Amendment No. 3 also billion, extended the maturities of Term Loan A and the Revolving Credit Facility facilities to May 25, 2027, and replaced LIBOR with SOFR as the benchmark reference rate. This refinancing resulted in one-time charges of $2 million, which included certain third-party fees and the accelerated amortization of previously deferred issuance costs. These items are included in Interest income (expense), net on the Consolidated Statements of Operations. Additionally, $6 million of new issuance costs and fees were deferred and will be amortized over the remaining term of Term Loan A and the Revolving Credit Facility.

Term Loan A

The principal on Term Loan A is due in quarterly installments, with the next quarterly installment due in March 2023 2024 and the majority due upon maturity in 2027. The Company may make prepayments, in whole or in part, without premium or penalty, and would be required to prepay certain outstanding amounts in the event of certain circumstances or transactions. As of December 31, 2022 December 31, 2023, the Term Loan A interest rate was 5.67% 6.71%. Interest payments are made monthly and are subject to variable rates plus an applicable margin.

Revolving Credit Facility

The Company has a Revolving Credit Facility that is available for working capital and other general business purposes, including letters of credit. As of December 31, 2022 December 31, 2023, the Company had letters of credit totaling $7 million $11 million, which reduced funds available for borrowings under the Revolving Credit Facility from $1,500 million to $1,493 million $1,489 million. As of December 31, 2022 December 31, 2023, the Revolving Credit Facility had an average interest rate of 5.71% 6.66%. Upon borrowing, interest payments are made monthly and are subject to variable rates plus an applicable margin. The Revolving Credit Facility matures on May 25, 2027.

Receivables Financing Facilities

The Company has two Receivables Financing Facilities with financial institutions that have a combined total borrowing limit of up to $280 million. As collateral, the Company pledges perfected first-priority security interests in its U.S. domestically originated accounts receivable. The Company has accounted for transactions under its Receivables Financing Facilities facilities as secured borrowings. The Company's first Receivables Financing Facility facility allows for borrowings of up to $180 million and matures on March 19, 2024. The Company's second Receivable Financing Facility facility allows for borrowings of up to $100 million and matures on May 15, 2023 May 13, 2024.

As of December 31, 2022 December 31, 2023, the Company's Consolidated Balance Sheets included $785 million $483 million of gross receivables that were pledged under the two Receivables Financing Facilities. facilities. As of December 31, 2022 December 31, 2023, $254 million $129 million had been borrowed of which $171 million and was classified as current. Borrowings under the Receivables Financing Facilities facilities bear interest at a variable rate plus an applicable margin. As of December 31, 2022 December 31, 2023, the Receivables Financing Facilities facilities had an average interest rate of 5.33% 6.81%. Interest is paid monthly on these borrowings on a monthly basis. borrowings.

Each of the Company's borrowing arrangements borrowings described above include terms and conditions that limit the incurrence of additional borrowings and require that certain financial ratios be maintained at designated levels.

The Company uses interest rate swaps to manage the interest rate risk associated with its debt. See Note 11, *Derivative Instruments* for further information.

As of December 31, 2022 December 31, 2023, the Company was in compliance with all debt covenants.

Note 13 Leases

The Company leases various manufacturing and repair facilities, distribution centers, research facilities, sales and administrative offices, equipment, and vehicles. All leases are classified as operating leases with remaining terms of up to 10 years, with certain leases containing renewal options and termination options. The Company records ROU assets and lease liabilities on the Consolidated Balance Sheets associated with the fixed lease and non-lease payments of leases with terms greater than one year.

The following table presents activities associated with our leases (in millions):

		December 31,					
		2022	2021	2020			
	December 31,				December 31,		
	2023				2023	2022	2021
Fixed lease expenses	Fixed lease expenses	$ 48	$ 39	$ 35			
Variable lease expenses	Variable lease expenses	40	37	34			
Total lease expenses	Total lease expenses	$ 88	$ 76	$ 69			
Cash paid for leases	Cash paid for leases	$ 93	$ 76	$ 69			
Cash paid for leases							
Cash paid for leases							
ROU assets obtained in exchange for lease obligations							
ROU assets obtained in exchange for lease obligations							
ROU assets obtained in exchange for lease obligations	ROU assets obtained in exchange for lease obligations	$ 72	$ 32	$ 55			
Reductions of ROU assets and lease liabilities	Reductions of ROU assets and lease liabilities	(4)	—	(3)			

Net non-cash increases to ROU assets and lease liabilities	Net non-cash increases to ROU assets and lease liabilities	$ 68	$ 32	$ 52

Variable lease expenses incurred were not included in the measurement of the Company's ROU assets and lease liabilities. These expenses consisted primarily of distribution center service costs that were based on product distribution volumes, as well as non-fixed common area maintenance, real estate taxes, and other operating costs associated with various facility leases. Expenses related to short-term leases were not significant.

Cash payments for leases are included within Net cash (used in) provided by operating activities on the Consolidated Statements of Cash Flows.

ROU assets obtained in exchange for lease obligations include new lease arrangements entered into by the Company as well as contract modifications that extend lease terms and/or provide us additional rights, changes in assessments that render it reasonably certain that lease renewal options will be exercised based on facts and circumstances that arose during the period, as well as lease arrangements obtained through acquisitions.

Reductions of the Company's ROU assets and lease liabilities generally relate to modifications to lease agreements that result in a reduction to future minimum lease payments, as well as changes in assessments that render it no longer reasonably certain that lease renewal options will be exercised based on facts and circumstances that arose during the period. The Company's reduction of ROU assets and lease liabilities during 2023, 2022 2021 and 2020 2021 were not significant.

The weighted average remaining term of the Company's leases was approximately 6 years each as of December 31, 2022 December 31, 2023, 2021 2022 and 2020. 2021. The weighted average discount rate used to measure the ROU assets and lease liabilities was approximately 5% each 6% as of December 31, 2022 December 31, 2023, 2021, and 2020. 5% as of December 31, 2022 and 2021.

Future minimum lease payments under non-cancellable leases as of December 31, 2022 December 31, 2023 were as follows (in millions):

2023		$	45
2024	2024		43
2025	2025		31
2026	2026		23
2027	2027		17
2028			
Thereafter	Thereafter		48
Total future minimum lease payments	**Total future minimum lease payments**	$	207
Less: Interest	Less: Interest		(31)
Present value of lease liabilities	**Present value of lease liabilities**	$	176
Reported as of December 31, 2022:			
Reported as of December 31, 2023:			
Reported as of December 31, 2023:			
Reported as of December 31, 2023:			
Current portion of lease liabilities			
Current portion of lease liabilities			
Current portion of lease liabilities	Current portion of lease liabilities	$	37
Long-term lease liabilities	Long-term lease liabilities		139
Present value of lease liabilities	**Present value of lease liabilities**	$	176

The current portion of lease liabilities is included within Accrued liabilities on the Consolidated Balance Sheets.

As of December 31, 2022, the Company had future fixed payments of approximately $36 million related to a new office facility lease agreement that had not yet commenced. This new lease agreement is expected to commence in 2023 and has a 10-year term.

Revenues earned from lease arrangements under which the Company is a lessor during the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020 2021 were not significant.

Note 14 Accrued Liabilities, Commitments and Contingencies

Accrued Liabilities

The components of Accrued liabilities are as follows (in millions):

	December 31,		December 31,	December 31,
	2022	2021	2023	2022
Unremitted cash collections due to banks on factored accounts receivable				
Payroll and benefits				
Settlement	$180	$ —		
Payroll and benefits	90	96		
Current portion of lease liabilities				
Customer rebates				
Incentive compensation	100	155		
Warranty	26	26		
Customer rebates	55	51		
Leases	37	33		
Unremitted cash collections due to banks on factored accounts receivable	130	141		
Exit and restructuring				
Freight and duty				
Foreign exchange contracts	19	—		
Short-term interest rate swaps	—	15		
Freight and duty	19	45		
Other	88	77		
Accrued liabilities	$744	$639		

Warranties

The following table is a summary of the Company's accrued warranty obligations (in millions):

	Year Ended December 31,	Year Ended December 31,

Warranty Reserve	Warranty Reserve	2022	2021	2020	Warranty Reserve	2023	2022	2021
Balance at the beginning of the year	Balance at the beginning of the year	$ 26	$ 24	$ 21				
Warranty expense	Warranty expense	29	33	30				
Warranty expense								
Warranty expense								
Warranties fulfilled	Warranties fulfilled	(29)	(31)	(27)				
Balance at the end of the year	Balance at the end of the year	$ 26	$ 26	$ 24				

Commitments

The Company has a limited number of multi-year purchase commitments, primarily related to semiconductors and cloud-services, cloud services, which contain minimum purchase requirements and are non-cancellable. Commitments under these multi-year contracts, which exclude routine purchase orders for goods and services, are as follows (in millions):

2023		$	369
2024	2024		141
2025	2025		23
2026	2026		24
Thereafter			
Thereafter			
Thereafter	Thereafter		—
Total	**Total**	$	557

We record a liability for non-cancellable purchase commitments for quantities in excess of our forecasted demand consistent with the assessment of net realizable value of our inventory. As of December 31, 2023, the liability for these purchase commitments was $11 million and is included within Current liabilities on the Consolidated Balance Sheets. In addition, the Company recorded a $10 million charge in the current year, associated with the partial cancellation of a purchase commitment, which is also included within Current liabilities on the Consolidated Balance Sheets as of December 31, 2023. There were no significant liabilities related to purchase commitments as of December 31, 2022.

Contingencies

The Company is subject to a variety of investigations, claims, suits, and other legal proceedings that arise from time to time in the ordinary course of business, including but not limited to, intellectual property, employment, tort, and breach of contract matters. The Company currently believes that the outcomes of such proceedings, individually and in the aggregate, will not have a material adverse impact on its business, cash flows, financial position, or results of operations. Any legal proceedings are subject to inherent uncertainties, and the Company's view of these matters and their potential effects may change in the future. The Company records a liability for contingencies when a loss is deemed to be probable and the loss can be reasonably estimated.

In 2020, the Company received approval of its exclusion request of customs duties that had been paid on certain products under Section 301 of the U.S. Trade Act of 1974 from September 1, 2019 through September 1, 2020 and commenced a process to request recovery of previously assessed amounts. Recoveries are recognized when the Company has completed all regulatory filing requirements and determined that receipt of amounts is virtually certain. Recoveries recorded during the current year were insignificant. Recoveries totaling $19 million were recorded during the year ended December 31, 2021, of which $10 million related to our AIT segment and $9 million related to our EVM segment. Recoveries totaling $12 million were recorded in the fourth quarter of 2020, of which $4 million related to our AIT segment and $8 million related to our EVM segment. Both the initially incurred costs and related recoveries were included within Cost of sales for Tangible products on the Consolidated Statements of Operations. The Company believes that it has recovered substantially all of the import duties that it expects to receive on previously paid amounts.

During the second quarter of 2022, the Company entered into a License and Settlement Agreement ("Settlement") to resolve certain patent-related litigation. Under the Settlement, the Company and the counterparty each agreed to a mutual general release from all past claims asserted by the parties; entered into a covenant not to sue for patent infringement; agreed to a payment by the Company to the counterparty for past damages of $360 million and entered into a royalty-free cross-license with respect to each party's existing patent portfolio for the lives of the licensed patents. Based on the terms of the Settlement and a relative fair value analysis of each of the settlement provisions, the Company concluded that no significant portion of the payment resulted in a future benefit, and as such, the full $360 million was recorded as a charge in the second quarter. That charge, along with $12 million of external legal fees, is reflected within Settlement and related costs on the Consolidated Statement of Operations. The payment terms under the Settlement consist consisted of 8 quarterly payments of $45 million that began in the second quarter. quarter of 2022. The portion payable final remaining quarterly payment will be paid in the next 12 months first quarter of 2024 and is included within Accrued liabilities with the remaining amounts included within Other long-term liabilities on the Consolidated Balance Sheets. See Item 3, *Legal Proceedings* for additional information.

Note 15 Share-Based Compensation

The Company issues share-based compensation awards under the Zebra Technologies 2018 Long-Term Incentive Plan ("2018 Plan"), approved by shareholders in 2018 which superseded and replaced all prior share-based incentive plans. Outstanding awards issued prior to the 2018 Plan are governed by the provisions of those plans until such awards have been exercised, forfeited, cancelled, expired, or otherwise terminated in accordance with their terms. Awards available under the 2018 Plan include stock-settled awards, including stock-settled restricted stock units, stock-settled performance stock units, restricted stock awards, performance share awards, stock appreciation rights, incentive stock options, and non-qualified stock options.Awards available under the 2018 Plan also include cash-settled awards, including cash-settled stock appreciation rights, cash-settled restricted stock units, and cash-settled performance stock units. No awards remain available for future grants under previous plans.

The Company uses treasury shares as its source for issuing shares under the share-based compensation programs. As of December 31, 2022 December 31, 2023, the Company had 2,791,708 2,274,779 shares of Class A Common stock remaining available to be issued under the 2018 Plan.

The compensation expense from the Company's share-based compensation plans and associated income tax benefit, excluding the effects of excess tax benefits or shortfalls, were included in the Consolidated Statements of Operations as follows (in millions):

	Year Ended December 31,		
Compensation costs and related income tax benefit	**2022**	**2021**	**2020**
Cost of sales	$ 6	$ 8	$ 6
Selling and marketing	22	26	16
Research and development	34	28	16
General and administration	34	31	21
Total compensation expense	$ 96	$ 93	$ 59
Income tax benefit	$ 17	$ 14	$ 9

	Year Ended December 31,		
Compensation costs and related income tax benefit	**2023**	**2022**	**2021**
Cost of sales	$ 6	$ 6	$ 8
Selling and marketing	16	22	26
Research and development	25	34	28
General and administration	19	34	31
Total compensation expense	$ 66	$ 96	$ 93
Income tax benefit	$ 13	$ 17	$ 14

As of December 31, 2022 December 31, 2023, total unearned compensation costs cost related to the Company's share-based compensation plans was $111 million $92 million, which will be recognized over the weighted average remaining service period of approximately 1.4 years.

The majority of the Company's share-based compensation awards are generally issued as part of its employee and non-employee director incentive program during the second quarter of each fiscal year. The Company also issues awards associated with business acquisitions or other off-cycle events. The majority of the Company's share-based compensation is comprised of stock-settled awards.

Stock-Settled Restricted Stock Units Stock-settled awards

Beginning in 2021, the Company began issuing stock-settled restricted stock units ("stock-settled RSUs") and Stock-Settled Performance Share Units stock-settled performance share units ("stock-settled PSUs")

for the majority of its share-based compensation awards. Prior to 2021, the Company primarily awarded restricted stock awards ("RSAs") and performance share awards ("PSAs"). The Company began issuing Company's awards are typically time-vested with stock-settled RSUs and stock-settled PSUs in the second quarter of 2021. Stock-settled RSUs and stock-settled PSUs each typically vest over a three-year service period, with stock-settled RSUs RSAs vesting ratably in three annual installments and stock-settled PSUs and PSAs vesting at the end of the three-year period.

Vesting for each participant is subject to restrictions, such as continuous employment, except in certain cases as set forth in each stock agreement. Upon vesting, stock-settled RSUs and stock-settled PSUs are converted into convert to shares of Class A Common Stock that are released to participants.

Compensation cost for the Company's stock-settled RSUs and stock-settled PSUs is expensed over each participant's required service period. Compensation cost is calculated as the fair market value of the Company's Class A Common Stock on the grant date multiplied by the number of units granted, net of estimated forfeitures. The fair value of PSUs also includes assumptions around achievement of certain Company-wide financial performance goals.

Restricted Stock Awards ("RSAs") and Performance Share Awards ("PSAs")

Prior to 2021, the Company's restricted stock grants consisted of time-vested RSAs and PSAs as part of the Company's annual incentive program. These awards are considered participating securities, and as such, are included as part of the Company's Class A Common Stock outstanding. The RSAs and PSAs vest outstanding at each vesting date, subject to restrictions such as continuous employment, except in certain cases as set forth in each stock agreement. Upon vesting, RSAs and PSAs are released to holders and are no longer subject to restrictions. the time of grant.

Compensation cost for the Company's stock-settled RSUs, stock-settled PSUs, RSAs, and PSAs is expensed over each participant's required service period. Compensation cost is calculated as the fair market value of the Company's Class A Common Stock on the grant date multiplied by the number of units or awards granted, net of estimated forfeitures. The fair value expected attainment of the performance goals for the stock-settled PSUs and PSAs also includes assumptions around achievement is reviewed at the end of certain Company-wide financial performance goals. The total required service each reporting period, is typically three years. with adjustments recorded to compensation expense in the Consolidated Statements of Operations, as necessary.

The Company also issues RSAs to non-employee directors. The number of shares granted to each non-employee director is determined by dividing the value of the annual grant by the price of a share of the Company's Class A Common Stock. New directors in any fiscal year earn a prorated amount. During fiscal 2022, 2023, there were 5,686 6,640 shares granted to non-employee directors compared to 2,877 5,686 and 6,314 2,877 during fiscal 2021 2022 and 2020, 2021, respectively. The shares vest immediately upon grant.

A summary of the Company's restricted and performance stock-settled awards for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020 2021 is as follows:

		Year Ended December 31, 2022							
		RSUs		PSUs		RSAs		PSAs	
		Units	Weighted-Average Grant Date Fair Value	Units	Weighted-Average Grant Date Fair Value	Shares	Weighted-Average Grant Date Fair Value	Shares	Weighted-Average Grant Date Fair Value
Outstanding at beginning of year	Outstanding at beginning of year	130,009	$ 518.80	37,691	$ 482.42	154,322	$ 253.54	74,032	$ 225.34
Granted	Granted	181,351	359.02	70,777	367.16	6,122	321.03	—	—
Released	Released	(48,095)	518.64	(226)	482.42	(104,891)	248.36	(38,671)	206.62
Forfeited		(20,533)	463.11	(2,314)	410.80	(8,582)	259.93	(115)	244.62
Forfeited (1)									
Outstanding at end of year	Outstanding at end of year	242,732	$ 404.19	105,928	$ 406.89	46,971	$ 271.92	35,246	$ 245.79

Year Ended December 31, 2023							Year Ended Dece 2023
RSUs	RSUs		PSUs	RSAs			PSAs
	Weighted-Average Grant Date Fair Value		Weighted-Average Grant Date Fair Value		Weighted-Average Grant Date Fair Value		
Units	Units Value	Units	Value	Shares	Value	Shares	

(1) The increase in forfeitures for RSUs and PSUs as compared to previous years was primarily due to the Company's 2022 Productivity Plan and VRP.

	Year Ended December 31, 2021							
	RSUs		PSUs		RSAs		PSAs	
	Units	Weighted-Average Grant Date Fair Value	Units	Weighted-Average Grant Date Fair Value	Shares	Weighted-Average Grant Date Fair Value	Shares	Weighted-Average Grant Date Fair Value
Outstanding at beginning of year	—	$ —	—	$ —	318,565	$ 228.08	126,022	$ 199.77
Granted	134,419	518.39	38,393	482.42	6,005	486.02	—	—

Released	(674)	489.16	—	—	(159,702)	212.33	(49,236)	160.11
Forfeited	(3,736)	509.58	(702)	482.42	(10,546)	239.78	(2,754)	236.18
Outstanding at end of year	130,009	$ 518.80	37,691	$ 482.42	154,322	$ 253.54	74,032	$ 225.34

	Year Ended December 31, 2020			
	RSAs		PSAs	
	Shares	Weighted-Average Grant Date Fair Value	Shares	Weighted-Average Grant Date Fair Value
Outstanding at beginning of year	434,641	$ 151.52	170,749	$ 144.47
Granted	178,150	265.06	98,820	239.79
Released	(275,318)	133.43	(131,943)	160.18
Forfeited	(18,908)	199.04	(11,604)	194.23
Outstanding at end of year	318,565	$ 228.08	126,022	$ 199.77

	Year Ended December 31, 2022							
	RSUs		PSUs		RSAs		PSAs	
	Units	Weighted-Average Grant Date Fair Value	Units	Weighted-Average Grant Date Fair Value	Shares	Weighted-Average Grant Date Fair Value	Shares	Weighted-Average Grant Date Fair Value

	Year Ended December 31, 2021							
	RSUs		PSUs		RSAs		PSAs	
	Units	Weighted-Average Grant Date Fair Value	Units	Weighted-Average Grant Date Fair Value	Shares	Weighted-Average Grant Date Fair Value	Shares	Weighted-Average Grant Date Fair Value
Outstanding at beginning of year	—	$ —	—	$ —	318,565	$ 228.08	126,022	$ 199.77
Granted	134,419	518.39	38,393	482.42	6,005	486.02	—	—
Released	(674)	489.16	—	—	(159,702)	212.33	(49,236)	160.11
Forfeited	(3,736)	509.58	(702)	482.42	(10,546)	239.78	(2,754)	236.18
Outstanding at end of year	130,009	$ 518.80	37,691	$ 482.42	154,322	$ 253.54	74,032	$ 225.34

Stock Appreciation Rights ("SARs")

SARs were previously granted primarily as part of the Company's annual share-based compensation incentive program. Beginning in 2021, the Company no longer included SARs in its annual share based share-based compensation award issuances and did not issue any SARs during the years ended December 31, 2022 and December 31, 2023, 2022 or 2021. The total fair value of SARs granted during the year ended December 31, 2020 was $6 million, which was estimated on the respective dates of grant using a binomial model.

A summary of the Company's SARs is as follows:

	2022	2021	2020
2023	2023	2022	2021

SARs	SARs	SARs	Weighted-Average Grant Date Exercise Price	SARs	Weighted-Average Grant Date Exercise Price	SARs	Weighted-Average Grant Date Exercise Price	SARs	Weighted-Average Grant Date Exercise Price	SARs	Weighted-Average Grant Date Exercise Price	SARs	Weighted-Average Grant Date Exercise Price
Outstanding at beginning of year	Outstanding at beginning of year	474,151	$ 121.05	638,124	$ 113.98	896,923	$ 89.05						
Granted	Granted	—	—	—	—	69,742	253.62						
Exercised	Exercised	(28,659)	88.35	(159,035)	89.87	(295,770)	67.96						
Forfeited	Forfeited	(1,987)	229.46	(4,938)	213.80	(31,193)	149.09						
Expired	Expired	(29)	205.12	—	—	(1,578)	166.52						
Outstanding at end of year	Outstanding at end of year	443,476	$ 122.67	474,151	$ 121.05	638,124	$ 113.98						
Exercisable at end of year	Exercisable at end of year	400,351	$ 110.14	383,273	$ 97.29	417,856	$ 81.88						

The following table summarizes information about SARs outstanding as of December 31, 2022 December 31, 2023:

	Outstanding	Exercisable
Aggregate intrinsic value (in millions)	$ 60	$ 59
Weighted-average remaining contractual life (in years)	2.6	2.5

	Outstanding	Exercisable
Aggregate intrinsic value (in millions)	$ 60	$ 59
Weighted-average remaining contractual life (in years)	1.7	1.7

The intrinsic value of SARs exercised during fiscal 2023, 2022 2021 and 2020 2021 was $8 million, $69 million $8 million and $60 million $69 million, respectively. The total fair value of SARs that vested during fiscal 2023, 2022 2021 and 2020 was $3 million, $5 million and $8 million, respectively.

Reflexis Replacement Options

In connection with the Company's acquisition of Reflexis in 2020, the Company assumed the 2016 Stock Incentive Plan of Reflexis Systems, Inc. (the "Reflexis Plan") and replaced certain unvested options under the Reflexis Plan with Zebra incentive stock options ("Reflexis Replacement Options"). Upon exercise of Reflexis Replacement Options, the Company receives cash proceeds equal to the exercise price and issues whole shares of Class A Common Stock to participants.

As of December 31, 2022, there were 17,457 outstanding Reflexis Replacement Options, of which 16,148 were exercisable. The outstanding awards have a weighted average exercise price and remaining contractual life of $58.20 and 5.4 years, respectively. The awards that are exercisable have a weighted average exercise price and remaining contractual life of $56.69 and 5.3 years, respectively. The intrinsic value of Reflexis Replacement Options exercised during fiscal 2022, 2021 and 2020 was $2 million, $4 million $3 million and $1 million $5 million, respectively. The total fair value of Reflexis Replacement Options that vested during fiscal 2022, 2021 and 2020 was $1 million, $5 million and $2 million, respectively.

Cash-settled awards

The Company also issues cash-settled share-based compensation awards, including cash-settled stock appreciation rights, cash-settled restricted stock units and cash-settled performance stock units that are classified as liability awards. These awards are expensed over the vesting period of the related award, which is typically three years. Compensation cost is calculated at as the fair value on grant date multiplied by the number of share-equivalents granted. The fair value expected attainment of the performance goals for the cash-settled performance stock units is remeasured reviewed at the end of each reporting period, based on the Company's stock price, with remeasurements reflected as an adjustment adjustments recorded to compensation expense in the Consolidated Statements of Operations. Operations, as necessary. Cash settlement is based on the fair value of share equivalents at the time of vesting, which was $5 million $9 million, $5 million and $11 million in 2023, 2022 and $9 million in 2022, 2021, and 2020, respectively. Share-equivalents issued under these programs totaled 45,460, 66,923 11,644 and 40,166 11,644 in fiscal 2023, 2022 2021 and 2020, 2021, respectively.

Employee Stock Purchase Plan

In May 2020, the Company's stockholders approved the Eligible Zebra Technologies Corporation 2020 Employee Stock Purchase Plan ("2020 ESPP"), which superseded the 2011 Employee Stock Purchase Plan ("2011 ESPP") and became effective on July 1,

2020. Like the 2011 ESPP, the 2020 ESPP permits eligible employees to may purchase common stock at 95% of the fair market value at the date of purchase. purchase pursuant to the Zebra Technologies Corporation 2020 Employee Stock Purchase Plan (“2020 ESPP”). Employees may make purchases by cash or payroll deductions up to certain limits. The aggregate number of shares that may be purchased under the 2020 ESPP is 1,500,000 shares. As of December 31, 2022 December 31, 2023, 1,399,851 1,342,239 shares remained available for future purchase.

Note 16 Income Taxes

The geographical sources of income (loss) before income taxes were as follows (in millions):

		Year Ended December 31,			Year Ended December 31,		
		Year Ended December 31,					
		2022	2021	2020	2023	2022	2021
U.S.	U.S.	$ (69)	$328	$ 33			
Outside U.S.	Outside U.S.	613	640	527			
Total	Total	$544	$968	$560			

Income tax expense (benefit) consisted of the following (in millions):

		Year Ended December 31,			Year Ended December 31,		
		Year Ended December 31,					
		2022	2021	2020	2023	2022	2021
Current:	Current:						
Federal							
Federal							
Federal	Federal	$ 141	$ 63	$ 6			
State	State	22	12	1			
Foreign	Foreign	126	124	89			
Total current	Total current	$ 289	$199	$ 96			
Deferred:	Deferred:						
Federal	Federal	(168)	(48)	(25)			
Federal							
Federal							
State	State	(22)	(12)	(5)			
Foreign	Foreign	(18)	(8)	(10)			
Total deferred	Total deferred	$(208)	$ (68)	$(40)			
Total	Total	$ 81	$131	$ 56			

The Company’s effective tax rates were 14.9% 11.4%, 13.5% 14.9% and 10.0% 13.5% for the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, respectively.

A reconciliation of the U.S. federal statutory income tax rate to our actual income tax rate is provided below:

	Year Ended December 31,					
	2022	2021	2020			
	Year Ended December 31,			Year Ended December 31,		
	2023			2023	2022	2021

Provision computed at statutory rate	Provision computed at statutory rate	21.0 %	21.0 %	21.0 %	Provision computed at statutory rate	21.0 %	21.0 %	21.0 %
Remeasurement of deferred taxes								
Remeasurement of deferred taxes								
Remeasurement of deferred taxes	Remeasurement of deferred taxes	(0.4)	(1.0)	(0.6)				
Change in valuation allowance	Change in valuation allowance	0.1	(0.1)	0.1				
U.S. impact of Enterprise acquisition	U.S. impact of Enterprise acquisition	0.4	0.3	0.3				
Change in contingent income tax reserves	Change in contingent income tax reserves	(0.3)	(0.2)	(0.4)				
Foreign earnings subject to U.S. taxation	Foreign earnings subject to U.S. taxation	(3.5)	(2.0)	1.5				
Foreign rate differential	Foreign rate differential	(3.4)	(1.7)	(5.5)				
State income tax, net of federal tax benefit	State income tax, net of federal tax benefit	(0.5)	0.3	0.4				
State income tax, net of federal tax benefit								
State income tax, net of federal tax benefit								
Tax credits	Tax credits	(3.1)	(2.0)	(2.9)				
Equity compensation deductions	Equity compensation deductions	(0.1)	(2.4)	(3.2)				
Return to provision and other true ups	Return to provision and other true ups	1.5	(0.9)	(2.5)				
Settlements with tax authorities	Settlements with tax authorities	2.0	0.0	0.0				
Permanent differences and other	Permanent differences and other	1.2	2.2	1.8				
Provision for income taxes	Provision for income taxes	14.9 %	13.5 %	10.0 %	Provision for income taxes	11.4 %	14.9 %	13.5 %

For the year ended December 31, 2023, the Company's effective tax rate was lower than the federal statutory rate of 21% primarily due to the tax benefit related to foreign earnings subject to U.S. taxation, remeasurements of deferred taxes, and the generation of tax credits. For the year ended December 31, 2022, the Company's effective tax rate was lower than the federal statutory rate of 21% primarily due to lower tax rates in foreign jurisdictions, the generation of tax credits and the favorable impacts of foreign earnings subject to U.S. taxation. For the years year ended December 31, 2021 and 2020, , the Company's effective tax rate was lower than the federal statutory rate of 21% primarily due to lower tax rates in foreign jurisdictions, the generation of tax credits and the favorable impacts of share-based compensation benefits.

The Company evaluated the provisions of the Inflation Reduction Act of 2022, signed into law on August 16, 2022; the American Rescue Plan Act, signed into law on March 11, 2021; the Consolidated Appropriations Act of 2021, signed into law on December 27, 2020; and the Coronavirus Aid, Relief and Economic Security Act, signed into law on March 27, 2020. The provisions of these laws did not have a significant impact to our effective tax rate in either the current or prior years. Management continues to monitor guidance regarding these laws and developments related to other coronavirus tax relief throughout the world for potential impacts.

In December of 2021, the Organization for Economic Co-operation and Development (“OECD”) released Pillar Two Model Rules defining the global minimum tax rules, which contemplate a global minimum tax rate of 15%. The OECD continues to release additional guidance on these rules and the framework calls for law enactment by OECD members to take effect Several member countries have enacted Pillar Two provisions that are effective in 2024. The Company believes it will continue to monitor developments but believes the qualify for safe harbor exemptions in many of these jurisdictions and any remaining impact to future effective tax rates and corporate tax liability will be minimal.

The Company earns a significant amount of its operating income outside of the U.S U.S. that is taxed at rates different than the U.S. federal statutory rate. The Company’s principal foreign jurisdictions that provide sources of operating income are the U.K. and Singapore. The Company has received had an incentivized tax rate from the Singapore Economic Development Board, which reduces reduced the income tax rate in that jurisdiction effective for calendar years 2019 to 2023. The Company has committed not renewed the incentivized tax rate for future years, which did not have a significant impact on our current year effective tax rate nor is it expected to making additional investments in Singapore over the period 2019 to 2023. However, should the Company not make these investments in accordance with the agreement, any incentive benefit would have to be repaid to the Singapore a significant impact on future year effective tax authorities. rates.

Tax effects of temporary differences that resulted in deferred tax assets and liabilities are as follows (in millions):

		December 31,		December 31,	
		2022	2021	2023	2022
Deferred tax assets:	Deferred tax assets:				
Capitalized research expenditures					
Capitalized research expenditures					
Capitalized research expenditures	Capitalized research expenditures	$138	$ 14		
Deferred revenue	Deferred revenue	93	85		
Tax credits	Tax credits	32	37		
Net operating loss carryforwards	Net operating loss carryforwards	432	438		
Other accruals	Other accruals	31	40		
Inventory items	Inventory items	21	15		
Sales return/rebate reserve	Sales return/rebate reserve	81	61		
Sales return/rebate reserve					
Sales return/rebate reserve					
Share-based compensation expense	Share-based compensation expense	14	12		
Legal accrual					
Legal accrual					
Legal accrual	Legal accrual	55	2		
Lease liabilities	Lease liabilities	23	12		
Valuation allowance	Valuation allowance	(420)	(422)		
Total deferred tax assets	Total deferred tax assets	$500	$294		
Deferred tax liabilities:	Deferred tax liabilities:				

Depreciation and amortization			
Depreciation and amortization			
Depreciation and amortization	Depreciation and amortization	127	84
Unrealized gains and losses on securities and investments	Unrealized gains and losses on securities and investments	12	5
Undistributed earnings	Undistributed earnings	2	4
Right of use lease assets	Right of use lease assets	20	11
Other	Other	7	4
Total deferred tax liabilities	Total deferred tax liabilities	$168	$108
Net deferred tax assets	Net deferred tax assets	$332	$186

For tax years beginning in 2022, the Tax Cuts and Jobs Act of 2017 imposed a requirement that all R&D expenses be capitalized and amortized for U.S. tax purposes. The effect of this new provision is an increase of approximately $100 million and $130 million to deferred tax assets for the years ended December 31, 2023 and 2022, respectively, with a corresponding increase increases to the current tax liability. liabilities.

The Company's valuation allowance primarily relates to Luxembourg reorganization activities in 2019, which had resulted in the realization of deferred tax liabilities and a corresponding increase in valuation allowances related to depreciation and amortization. The Company's valuation allowance also consists of certain net operating loss ("NOL") and credit carryforwards for which the Company believes it is more likely than not that a tax benefit will not be realized. With respect to all other deferred tax assets, the Company believes it is more likely than not that the results of future operations will generate sufficient taxable income to realize a tax benefit. There were no significant adjustments to the Company's valuation allowance during the year ended December 31, 2022 December 31, 2023.

As of December 31, 2022 December 31, 2023, the Company had approximately $432 million $435 million (tax effected) of "NOLs" and $32 million $43 million of credit carryforwards. Approximately $183 million $171 million of NOLs will expire beginning in 2023 2024 through 2040, 2039, and $25 million $34 million of credits will expire beginning in 2023 2024 through 2037, 2041, with the remaining amounts of NOLs and credit carryforwards having no expiration dates.

The Company is subject to the GILTI, BEAT and FDII provisions, for which we recorded an income tax benefit of $16 million, $19 million and $20 million for the years ended December 31, 2022 December 31, 2023, 2022 and 2021, respectively, and an income tax expense of $8 million for the year ended December 31, 2020. respectively. These impacts are included in the calculation of the Company's effective tax rate.

The Company is not permanently reinvested with respect to its U.S. directly-owned foreign subsidiaries. The Company is subject to U.S. income tax on substantially all foreign earnings under GILTI, while any remaining foreign earnings are eligible for a dividends received deduction. As a result, future repatriation of earnings will not be subject to additional U.S. federal income tax but may be subject to currency translation gains or losses. Where required, the Company has recorded a deferred tax liability for foreign withholding taxes on current earnings. Additionally, gains and losses on any future taxable dispositions of U.S.-owned foreign affiliates continue to be subject to U.S. income tax.

The Company has not recognized deferred tax liabilities in the U.S. with respect to its outside basis differences in its directly-owned foreign affiliates. It is not practicable to determine the amount of unrecognized deferred tax liabilities on these indefinitely reinvested earnings.

Unrecognized tax benefits

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows (in millions):

	Year ended December 31,	
	2022	**2021**

Year ended December 31,		Year ended December 31,
2023	**2023**	**2022**

Balance at beginning of year	Balance at beginning of year	$ 7	$ 8
Additions for tax positions related to the current year			
Additions for tax positions related to prior years	Additions for tax positions related to prior years	3	—
Settlements for tax positions	Settlements for tax positions	(2)	—
Settlements for tax positions			
Settlements for tax positions			
Lapse of statutes	Lapse of statutes	(1)	(1)
Balance at end of year	Balance at end of year	$ 7	$ 7

As of December 31, 2022 December 31, 2023 and December 31, 2021 December 31, 2022, there were $9 million and $7 million of unrecognized tax benefits that, if recognized, would affect the annual effective tax rate. Additionally, fiscal years 2009 through 2022 2023 remain open to examination by multiple foreign and U.S. state taxing jurisdictions.

As of December 31, 2022 December 31, 2023, no significant uncertain tax positions are expected to be settled within the next twelve months. Due to uncertainties in any tax audit or litigation outcome, the Company's estimates of the ultimate settlements of uncertain tax positions may change and the actual tax benefits may differ significantly from estimates.

The Company recognized less than $1 million of net tax benefit associated with interest and penalties related to income tax matters during the year years ended December 31, 2022. December 31, 2023 and 2022. The Company recognized no net tax expense or benefit and a tax benefit of $2 million for interest and penalties during the years year ended December 31, 2021 and 2020, respectively. . The expense or benefit associated with interest and penalties was is reflected within Income tax expense on the Consolidated Statements of Operations. The Company has included $5 million $4 million and $6 million $5 million of estimated interest and penalty obligations within Other long-term liabilities on the Consolidated Balance Sheets each as of December 31, 2022 December 31, 2023 and 2021.

2022, respectively.

Note 17 Earnings Per Share

Basic net earnings per share is calculated by dividing net income by the weighted average number of common shares outstanding for the period. Diluted earnings per share is computed by dividing net income by the weighted average number of diluted common shares outstanding. Diluted common shares outstanding is computed using the Treasury Stock method and, in periods of income, reflects the additional shares that would be outstanding if dilutive share-based compensation awards were converted into common shares during the period.

Earnings per share (in millions, except share data):

		Year Ended December 31,			Year Ended December 31,		
		2022	**2021**	**2020**	**2023**	**2022**	**2021**
Basic:	**Basic:**						
Net income	Net income	$ 463	$ 837	$ 504			
Net income							
Net income							
Weighted-average shares outstanding	Weighted-average shares outstanding	52,207,903	53,446,399	53,441,375			

Basic earnings per share	Basic earnings per share	$ 8.86	$ 15.66	$ 9.43
Diluted:	**Diluted:**			
Diluted:				
Diluted:				
Net income				
Net income				
Net income	Net income	$ 463	$ 837	$ 504
Weighted-average shares outstanding	Weighted-average shares outstanding	52,207,903	53,446,399	53,441,375
Dilutive shares	Dilutive shares	350,809	456,031	471,870
Diluted weighted-average shares outstanding	Diluted weighted-average shares outstanding	52,558,712	53,902,430	53,913,245
Diluted earnings per share	Diluted earnings per share	$ 8.80	$ 15.52	$ 9.35

Anti-dilutive share-based compensation awards are excluded from diluted earnings per share calculations. There were 129,856, 173,519 8,000, and 46,128 8,000 shares that were anti-dilutive for the years ended December 31, 2022 December 31, 2023, 2022 and 2021, and 2020, respectively.

Note 18 Accumulated Other Comprehensive (Loss) Income (Loss)

Stockholders' equity includes certain items classified as AOCI, including:

- **Unrealized (loss) gain (loss) on anticipated sales hedging transactions** relates to derivative instruments used to hedge the exposure related to currency exchange rates for forecasted Euro sales. These hedges are designated as cash flow hedges, and the Company defers income statement recognition of gains and losses until the hedged transaction occurs occurs.See Note 11, *Derivative Instruments* for more details.

- **Foreign currency translation adjustments** relate to the Company's non-U.S. subsidiary companies that have designated a functional currency other than the U.S. Dollar. The Company is required to translate translates the subsidiary functional currency financial statements to U.S. Dollars using a combination of historical, period end, period-end, and average foreign exchange rates. This combination of rates creates the foreign currency translation adjustment component of AOCI.

The changes in each component of AOCI during the three years ended December 31, 2022 December 31, 2023, 2021, 2022 and 2020 2021 were as follows (in millions):

	Unrealized gain (loss) on sales hedging	Foreign currency translation adjustments	Total
Balance at December 31, 2019	$ 2	$ (46)	$(44)
Other comprehensive (loss) income before reclassifications	(43)	5	(38)
Amounts reclassified from AOCI(1)	6	—	6
Tax effect	7	—	7
Other comprehensive (loss) income, net of tax	(30)	5	(25)

		Unrealized (loss) gain on sales hedging Unrealized (loss) gain on sales hedging Unrealized (loss) gain on sales hedging	Foreign currency translation adjustments	Total
Balance at December 31, 2020	Balance at December 31, 2020	(28)	(41)	(69)
Other comprehensive income (loss) before reclassifications	Other comprehensive income (loss) before reclassifications	55	(6)	49
Amounts reclassified from AOCI[1]	Amounts reclassified from AOCI[1]	2	—	2
Tax effect	Tax effect	(11)	—	(11)
Other comprehensive income (loss), net of tax	Other comprehensive income (loss), net of tax	46	(6)	40
Balance at December 31, 2021	Balance at December 31, 2021	18	(47)	(29)
Other comprehensive income (loss) before reclassifications	Other comprehensive income (loss) before reclassifications	50	(8)	42
Amounts reclassified from AOCI[1]	Amounts reclassified from AOCI[1]	(87)	—	(87)
Tax effect	Tax effect	8	—	8
Other comprehensive (loss) income, net of tax		(29)	(8)	(37)
Other comprehensive (loss), net of tax				
Balance at December 31, 2022	Balance at December 31, 2022	$ (11)	$ (55)	$(66)
Other comprehensive (loss) income before reclassifications				
Amounts reclassified from AOCI[1]				
Tax effect				

Other comprehensive income, net of tax	
Balance at December 31, 2023	

(1) See Note 11, *Derivative Instruments* regarding timing of reclassifications to operating results.

Note 19 Accounts Receivable Factoring

The Company has Receivables Factoring arrangements, pursuant to which certain receivables are sold to banks without recourse in exchange for cash. Transactions under the Receivables Factoring arrangements are accounted for as sales under ASC 860, *Transfers and Servicing of Financial Assets*, with the sold receivables removed from the Company's balance sheet. Under these Receivables Factoring arrangements, the Company does not maintain any beneficial interest in the receivables sold. The banks' purchase of eligible receivables is subject to a maximum amount of uncollected receivables. The Company services the receivables on behalf of the banks, but otherwise maintains no significant continuing involvement with respect to the receivables. Sale proceeds that are representative of the fair value of factored receivables, less a factoring fee, are reflected in Cash flows from operating activities on the Consolidated Statements of Cash Flows, while sale proceeds in excess of the fair value of factored receivables are reflected in Cash flows from financing activities on the Consolidated Statements of Cash Flows.

The Company currently has two active Receivables Factoring arrangements. One arrangement allows for the factoring of up to $25 million of uncollected receivables originated from the EMEA region. The second arrangement allows for the factoring of up to €150 million of uncollected receivables originated from the EMEA and Asia-Pacific regions. With respect to In the third quarter, the Company amended its second arrangement to allow the factoring of uncollected receivables originated from the EMEA region from up to $25 million to $50 million. Otherwise, the amendment did not substantially change the terms of the arrangement.

The Company may be required to maintain a portion of sales proceeds as deposits in a restricted cash account that is released to the Company as it satisfies its obligations as servicer of sold receivables, which totaled $1 million and $12 million each as of December 31, 2022 December 31, 2023 and 2021, December 31, 2022, respectively, and is classified within Prepaid expenses and other current assets on the Consolidated Balance Sheets.

During the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020, 2021, the Company received cash proceeds of $1,496 million $1,404 million, $1,504 million $1,496 million and $1,291 million $1,504 million, respectively, from the sales of accounts receivables under its factoring arrangements. As of December 31, 2022 December 31, 2023 and 2021, 2022, there were a total of $61 million $56 million and $24 million $61 million, respectively, of uncollected receivables that had been sold and removed from the Company's Consolidated Balance Sheets.

As servicer of sold receivables, the Company had $130 million $112 million and $141 million $130 million of obligations that were not yet remitted to banks as of December 31, 2022 December 31, 2023 and 2021, 2022, respectively. These obligations are included within Accrued liabilities on the Consolidated Balance Sheets, with changes in such obligations reflected within Net cash provided by (used in) financing activities on the Consolidated Statements of Cash Flows.

Fees incurred in connection with these arrangements are included within Other expense, net on the Consolidated Statements of Operations and were not significant. $11 million, $5 million and $3 million for the years ended December 31, 2023, 2022 and 2021, respectively.

Note 20 Segment Information & Geographic Data

Segment results

The Company's operations consist of two reportable segments: Asset Intelligence & Tracking ("AIT") and Enterprise Visibility & Mobility ("EVM"). The reportable segments have been identified based on the financial data utilized by the Company's Chief Executive Officer (the chief operating decision maker or "CODM") to assess segment performance and allocate resources among the Company's segments. The CODM reviews adjusted operating income to assess segment profitability. To the extent applicable, segment operating income excludes business acquisition purchase accounting adjustments, amortization of intangible assets, acquisition and integration costs, impairment of goodwill and other intangibles, exit and restructuring costs, as well as certain other non-recurring costs (such as the Settlement costs in the current prior year). Segment assets are not reviewed by the Company's CODM and therefore are not disclosed below.

Effective January 1, 2022, In the second quarter of 2023, our advanced location technology solutions offering, business, which provides a range is primarily comprised of RFID devices and RTLS and services that generate on-demand information about the physical location and status of assets, equipment, and people, offerings, moved from our AIT EVM segment into our EVM AIT segment contemporaneous with a change in our organizational structure and management of the business. We have reported our segment results reflecting this change, including historical periods, on a comparable basis. This change did does not have an impact to on the Consolidated Financial Statements.

Financial information by segment is presented as follows (in millions):

		Year Ended December 31,			Year Ended December 31,		
		2022	2021	2020	2023	2022	2021
Net sales:	**Net sales:**						
AIT	AIT	$1,736	$1,657	$1,369			
AIT							
AIT							
EVM	EVM	4,045	3,976	3,086			
Total segment Net sales	Total segment Net sales	5,781	5,633	4,455			
Corporate eliminations(1)		—	(6)	(7)			
Corporate (1)							
Total Net sales	Total Net sales	$5,781	$5,627	$4,448			
Operating income:	**Operating income:**						
AIT(2)	AIT(2)	$ 360	$ 382	$ 331			
AIT(2)							
AIT(2)							
EVM(2)	EVM(2)	712	750	457			
Total segment operating income	Total segment operating income	1,072	1,132	788			
Corporate eliminations(1)		(543)	(153)	(137)			
Corporate (1)							
Total Operating income	Total Operating income	$ 529	$ 979	$ 651			

(1) To the extent applicable, amounts included in Corporate eliminations consist of business acquisition purchase accounting adjustments, amortization of intangible assets, acquisition and integration costs, impairment of goodwill and other intangibles, exit and restructuring costs, as well as certain other non-recurring costs (such as the Settlement costs in the current prior year).

(2) AIT and EVM segment operating income includes depreciation and share-based compensation expense. The amounts of depreciation and share-based compensation expense are proportionate to each segment's Net sales.

Sales to significant customers

The Company has three customers, who are distributors of the Company's products and solutions, that individually accounted for more than 10% of total Company Net sales during the years ended December 31, 2022 December 31, 2023, 2021 2022 and 2020. 2021. The approximate percentage of our segment and Company total Net sales to these customers were as follows:

		Year Ended December 31,									Year Ended December 31,							
		2022			2021			2020			2023			2022			2021	
		AIT	EVM	Total	AIT	EVM	Total	AIT	EVM	Total	AIT	EVM	Total	AIT	EVM	Total	AIT	EVM
	AIT																	
Customer A	Customer A	7.2 %	13.5 %	20.7 %	7.3 %	15.0 %	22.3 %	6.5 %	14.2 %	20.7 %	5 %	13 %	18 %	7 %	14 %	21 %	7 %	15 %
Customer B	Customer B	5.7 %	9.3 %	15.0 %	5.1 %	8.5 %	13.6 %	4.9 %	9.0 %	13.9 %	8 %	6 %	14 %	6 %	9 %	15 %	5 %	9 %
Customer C	Customer C	3.7 %	9.1 %	12.8 %	3.1 %	9.5 %	12.6 %	4.8 %	12.9 %	17.7 %	4 %	8 %	12 %	4 %	9 %	13 %	3 %	10 %

These customers accounted for 21.7% 22%, 19.5% 10% and 17%, respectively, of accounts receivable as of December 31, 2023, and 17.8% 22%, 20% and 18%, respectively, of accounts receivable as of December 31, 2022, and 22.7%, 13.4% and 14.8%, respectively, of accounts receivable as of December 31, 2021. No other customer accounted for more than 10% of total Net sales during the years ended December 31, 2022 December 31, 2023, 2021 2022 or 2020, 2021, or more than 10% of outstanding accounts receivable as of December 31, 2022 December 31, 2023 or 2021. 2022.

Geographic data

Information regarding the Company's operations by geographic area is contained in the following tables. Net sales amounts are attributed to geographic area based on customer location.

Net sales by region were as follows (in millions):

		Year Ended December 31,			**Year Ended December 31,**		
		2022	**2021**	**2020**	**2023**	**2022**	**2021**
North America	North America	$2,919	$2,819	$2,319			
EMEA	EMEA	1,920	1,976	1,495			
Asia-Pacific	Asia-Pacific	609	543	439			
Latin America	Latin America	333	289	195			
Total Net sales	Total Net sales	$5,781	$5,627	$4,448			

The U.S. and Germany were the only countries that accounted for more than 10% of the Company's net sales in 2023, 2022 2021, and 2020. 2021. Net sales during these years were as follows (in millions):

		Year Ended December 31,			**Year Ended December 31,**		
		2022	**2021**	**2020**			
	2023				**2023**	**2022**	**2021**
U.S.	U.S.	$2,840	$2,784	$2,291			
Germany	Germany	949	901	595			
Other	Other	1,992	1,942	1,562			
Total Net sales	Total Net sales	$5,781	$5,627	$4,448			

Geographic data for long-lived assets is as follows (in millions):

		Year Ended December 31,			**Year Ended December 31,**		
		2022	**2021**	**2020**	**2023**	**2022**	**2021**
North America	North America	$336	$290	$289			
EMEA	EMEA	58	68	68			
Asia-Pacific	Asia-Pacific	35	39	45			
Latin America	Latin America	5	6	7			
Total long-lived assets	Total long-lived assets	$434	$403	$409			

Long-lived assets are defined by the Company as property, plant and equipment and ROU assets. Primarily all of the Company's long-lived assets in the North America region are located in the U.S.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures
We conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")) as of the end of the period covered by this Form 10-K. The evaluation was conducted under the supervision of our Disclosure Committee, and with the participation of management, including our Chief Executive Officer and Chief Financial Officer. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective to provide reasonable assurance that (i) the information required to be disclosed by us in this Form 10-K was recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (ii) information required to be disclosed by us in our reports that we file or furnish under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Management's Report on Internal Control over Financial Reporting
Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2022 December 31, 2023. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control-Integrated Framework as released in 2013. Based on this assessment and those criteria, our management believes that, as of December 31, 2022 December 31, 2023, our internal control over financial reporting is effective.

Our assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls over the operations of Matrox Electronic Systems Ltd., which are included in our 2022 consolidated financial statements and constituted 1% of total assets as of December 31, 2022, and 1% of revenues for the year then ended.

Our independent registered public accounting firm, Ernst & Young LLP, has issued an attestation report on Zebra's internal control over financial reporting. Ernst & Young LLP's report is included in the latter portion of this Item 9A.

Changes in Internal Control over Financial Reporting
There were no changes in the Company's internal control over financial reporting during the fourth quarter of 2022, 2023, which were identified in connection with management's evaluation required by paragraph (d) of Rules 13a-15 and 15d-15 under the Exchange Act, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Inherent Limitations on the Effectiveness of Controls
Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal controls will prevent or detect all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within Zebra have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of controls effectiveness to future periods are subject to risks. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures.

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of Zebra Technologies Corporation

Opinion on Internal Control over Financial Reporting
We have audited Zebra Technologies Corporation and subsidiaries internal control over financial reporting as of December 31, 2022 December 31, 2023, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Zebra Technologies Corporation (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022 December 31, 2023, based on the COSO criteria.

As indicated in the accompanying Management's Report on Internal Control over Financial Reporting, management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls over the operations of Matrox Electronic Systems Ltd., which is included in the 2022 consolidated financial statements of the Company and constituted 1% of total assets as of December 31, 2022, and 1% of revenues for the year then ended. Our audit of internal control over financial reporting of the Company also did not include an evaluation of the internal control over financial reporting of Matrox Electronic Systems Ltd.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Zebra Technologies Corporation as of December 31, 2022 December 31, 2023 and 2021, 2022, the related consolidated statements of operations, comprehensive income, stockholders' equity, and cash flows, for each of the three years in the period ended December 31, 2022 December 31, 2023, and the related notes, and our report dated February 16, 2023 February 15, 2024 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

Chicago, Illinois

February 16, 2023 15, 2024

Item 9B. Other Information

Not applicable. None of our directors or executive officers had in effect, adopted or terminated a Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement (as defined in Item 408(c) of Regulation S-K) during the fourth quarter of 2023.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

We have adopted a Code of Ethics for Senior Financial Officers ("Code of Ethics") that applies to Zebra's Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer. The Code of Ethics is posted on the Investor Relations – Governance Documents page of Zebra's Internet web site, www.zebra.com under "Investors-Governance-Governance Documents", and is available for download. Any waiver from the Code of Ethics and any amendment to the Code of Ethics will be disclosed on such page of Zebra's web site.

All other information in response to this item is incorporated by reference from the Proxy Statement sections entitled "Corporate Governance," "Election of Directors," "Committees of the Board," "Executive Officers," and "Delinquent Section 16(a) Reports."

Item 11. Executive Compensation

The information in response to this item is incorporated by reference from the Proxy Statement sections entitled "Compensation Discussion and Analysis," "Executive Compensation," "Director Compensation," "Executive Compensation – Compensation Committee Interlocks and Insider Participation" and "Compensation Committee Report."

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information in response to this item is incorporated by reference from the Proxy Statement sections entitled "Ownership of our Common Stock" and "Executive Compensation – Equity Compensation Plan Information."

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information in response to this item is incorporated by reference from the Proxy Statement sections entitled "Corporate Governance – Related Party Transactions," "Corporate Governance – Director Independence," "Election of Directors," and "Committees of the Board."

Item 14. Principal Accounting Fees and Services

The information in response to this item is incorporated by reference from the Proxy Statement section entitled "Fees of Independent Auditors."

PART IV

Item 15. Exhibits and Financial Statement Schedules

Index to Consolidated Financial Statements

Index to Financial Statement Schedules

Schedules are omitted because the information is not required or because the information required is included in the Notes to Consolidated Financial Statements.

Index to Exhibits

		Incorporated by Reference			
Exhibit Number	Exhibit Description	Form	Exhibit Number	Filing Date or Period End Date	Filed or Furnished Within
3.1(i)	Restated Certificate of Incorporation of the Company.	8-K	3.1(i)	August 6, 2012	
3.1(ii)	Amended and Restated By-laws of Zebra Technologies Corporation, as amended as of December 5, 2022	8-K	3.1	December 8, 2022	
4.1	Specimen stock certificate representing Class A Common Stock.	10-K	4.1	December 31, 2017	
4.2	Description of Securities Registered Under Section 12 of the Securities Exchange Act	10-K	4.2	December 31, 2019	
10.1	Employee Agreement between Nathan Winters and the Company Dated January 11, 2021. +	10-K	10.1	December 31, 2020	
10.2	Form of indemnification agreement between Zebra Technologies Corporation and each director and executive officer.	10-K	10.6	December 31, 2016	
10.3	2011 Long-Term Incentive Plan (Amended and Restated as of May 15, 2014). +	10-Q	10.1	June 28, 2014	
10.4	2015 Long-Term Incentive Plan. +	10-K	10.11	December 31, 2017	
10.5	2018 Long-Term Incentive Plan. +	S-8	4.1	June 1, 2018	
10.6	2005 Executive Deferred Compensation Plan, as amended and restated as of January 1, 2022. +	10-K	10.6	December 31, 2021	

10.7	Amended and Restated Employment Agreement between Zebra Technologies Corporation and Anders Gustafsson dated as of May 6, 2010. +	10-Q	10.10	April 3, 2010
10.8	Letter Agreement between Zebra Technologies Corporation and Anders Gustafsson dated as of May 6, 2010. +	10-Q	10.11	April 3, 2010
10.9	Letter Agreement between Zebra Technologies Corporation and Anders Gustafsson dated as of March 1, 2023 +	8-K	10.2	December 8, 2022
10.10	Employment Agreement between Zebra Technologies Corporation and William Burns dated as of March 1, 2023 +	8-K	10.1	December 8, 2022
10.11	Form of 2013-16 time-vested stock appreciation rights agreement for employees other than CEO. +	10-Q	10.1	March 30, 2013

10.12	10.12	Form of 2017 time-vested stock appreciation rights agreement for employees other than CEO. +	10-Q	10.1	April 1, 2017
10.13	10.13	Form of 2018 stock appreciation rights agreement for employees other than the CEO. +	10-Q	10.2	June 30, 2018
10.13					
10.13					
10.14					
10.14					
10.14	10.14	Form of 2019 stock appreciation rights agreement for employees other than the CEO. +	10-Q	10.2	June 29, 2019
10.15	10.15	Form of 2020 stock appreciation rights agreement for employees other than the CEO. +	10-Q	10.2	June 27, 2020
10.15					
10.15					
10.16					
10.16					
10.16	10.16	Form of 2021 stock settled stock appreciation rights agreement for employees other than the CEO. +	10-Q	10.3	July 3, 2021
10.17	10.17	Form of 2022 stock appreciation rights agreement for employees other than the CEO +	10-Q	10.3	July 2, 2022
10.17					
10.17					
10.18					

10.18					
10.18	10.18	Form of 2013-16 time-vested stock appreciation rights agreement for CEO. +	10-Q	10.4	March 30, 2013
10.19	10.19	Form of 2017 time-vested stock appreciation rights agreement for CEO. +	10-Q	10.2	April 1, 2017
10.19					
10.19					
10.20					
10.20					
10.20	10.20	Form of 2018 stock appreciation rights agreement for CEO. +	10-Q	10.5	June 30, 2018
10.21	10.21	Form of 2019 stock appreciation rights agreement for CEO. +	10-Q	10.5	June 29, 2019
10.21					
10.21					
10.22					
10.22					
10.22	10.22	Form of 2020 stock appreciation rights agreement for CEO. +	10-Q	10.5	June 27, 2020
10.23	10.23	Form of 2020 time-vested restricted stock agreement for employees other than the CEO. +	10-Q	10.3	June 27, 2020
10.23					
10.23					
10.24					
10.24					
10.24	10.24	Form of 2021 time-vested restricted stock unit agreement for employees other than the CEO. +	10-Q	10.2	July 3, 2021
10.25	10.25	Form of 2022 time-vested restricted stock unit agreement for employees other than the CEO. +	10-Q	10.2	July 2, 2022
10.25					
10.25					
10.26					
10.26					
10.26	10.26	Form of 2020 performance-vested restricted stock agreement for employees other than CEO. +	10-Q	10.1	June 27, 2020

10.27	10.27	Form of 2021 performance-vested restricted stock unit agreement for employees other than the CEO. +	10-Q	10.1	July 3, 2021
10.27					
10.27					
10.28					
10.28					
10.28	10.28	Form of 2022 performance-vested restricted stock unit agreement for employees other than CEO +	10-Q	10.1	July 2, 2022
10.29	10.29	Form of 2020 time-vested restricted stock agreement for CEO. +	10-Q	10.6	June 27, 2020
10.29					
10.29					
10.30					
10.30					
10.30	10.30	Form of 2021 time-vested restricted stock unit agreement for CEO. +	10-Q	10.5	July 3, 2021
10.31	10.31	Form of 2022 time-vested restricted stock unit agreement for CEO +	10-Q	10.5	July 2, 2022
10.31					
10.31					
10.32					
10.32					
10.32	10.32	Form of 2020 performance-vested restricted stock agreement for CEO. +	10-Q	10.4	June 27, 2020
10.33	10.33	Form of 2021 performance-vested restricted stock unit agreement for CEO. +	10-Q	10.4	July 3, 2021
10.33					
10.33					
10.34					
10.34					
10.34	10.34	Form of 2022 performance-vested restricted stock unit agreement for CEO+	10-Q	10.4	July 2, 2022

10.35	10.35	Amended and Restated Credit Agreement, dated July 26, 2017 (originally dated as of October 27, 2014), by and among Zebra, the lenders and issuing banks party thereto, JPMorgan Chase Bank, N.A., and Morgan Stanley Senior Funding, Inc.	10-Q	10.1	July 1, 2017
10.35					
10.35					
10.36	10.36	Amendment No. 1, dated May 31, 2018, to the Amended and Restated Credit Agreement of July 26, 2017 (originally dated as of October 27, 2014), by and among Zebra, the lenders and issuing banks party thereto, JPMorgan Chase Bank, N.A., and Morgan Stanley Senior Funding, Inc.	10-Q	10.7	June 30, 2018
10.37		Amendment No. 2, dated August 9, 2019, to the Amended and Restated Credit Agreement of July 26, 2017 (originally dated as of October 27, 2014 and amended by Amendment No. 1 dated May 31, 2018), by and among, Zebra, the lenders party thereto, JPMorgan Chase Bank, N.A.	10-Q	10.1	September 28, 2019
10.36					
10.36					

10.37	
10.38	
10.38	

10.38	10.38	Conformed Amended and Restated Credit Agreement, dated July 26, 2017 (originally dated as of October 27, 2014 and amended by Amendment No. 1 dated May 31, 2018, Amendment No. 2 dated August 9, 2019, and Amendment No. 3 dated May 25, 2022), by and among, Zebra, the lenders party thereto, JPMorgan Chase Bank, N.A.	10-Q	10.7	July 2, 2022
10.39	10.39	Conformed Amended and Restated Credit Agreement, dated July 26, 2017 (originally dated as of October 27, 2014 and amended by Amendment No. 1 dated May 31, 2018 and Amendment No. 2 dated August 9, 2019), by and among Zebra, the lenders party thereto, JPMorgan Chase Bank, N.A.	10-Q	10.2	September 28, 2019
10.39					
10.39					
10.40					
10.40					
10.40	10.40	364-Day Credit Agreement dated September 1, 2020, by and among, Zebra, the lenders party thereto, and JPMorgan Chase Bank, N.A.	10-Q	10	September 26, 2020
10.41	10.41	Office Lease dated November 14, 2013 between Griffin Capital Corporation (as assignee from Northwestern Mutual Life Insurance Company) and Zebra Technologies Corporation.	10-K	10.34	December 31, 2017
10.41					
10.41					
10.42					
10.42					

10.42	10.42	First Amendment to Lease dated June 6, 2014 between Griffin Capital Corporation (as assignee from Northwestern Mutual Life Insurance Company) and Zebra Technologies Corporation.	10-K	10.35	December 31, 2017
10.43	10.43	Second Amendment to Lease dated as of June 1, 2022 between Griffin Capital Corporation (as assignee from Northwestern Mutual Life Insurance Company) and Zebra Technologies Corporation.	10-Q	10.6	July 2, 2022
10.43					
10.43					
10.44					
10.44					
10.44	10.44	Receivables Purchase Agreement dated as of December 1, 2017 among Zebra Technologies International, LLC, as the Originator, and Zebra Technologies RSC, LLC, as Buyer.	10-K	10.36	December 31, 2017
10.45	10.45	Receivables Financing Agreement, dated as of December 1, 2017, by and among Zebra Technologies RSC, LLC, the lenders from time to time party thereto, PNC Bank, National Association, Zebra Technologies, LLC, and PNC Capital Markets, LLC.	10-K	10.37	December 31, 2017
10.45					
10.45					
10.46					
10.46					

10.46	10.46	Second Amendment to Receivables Financing Agreement, dated as of March 19, 2021 by and among Zebra Technologies RSC, LLC, the lenders from time to time party thereto, PNC Bank, National Association, Zebra Technologies, LLC, and PNC Capital Markets, LLC	10-Q	10	April 3, 2021
10.47	10.47	Master Accounts Receivable Purchase Agreement dated December 19, 2018 among Zebra Technologies Europe Limited, Zebra Technologies Corporation, and MUFG Bank, Ltd.	10-K	10.43	December 31, 2018
10.47					
10.47					
10.48					
10.48					
10.48	10.48	Master Framework Agreement dated April 29, 2020 among Zebra Technologies Europe Limited, Zebra Technologies Asia Pacific PTE.LTD., Zebra Technologies Corporation, Ester Finance Titrisation, Credit Agricole Corporate & Investment Bank and Credit Agricole Leasing & Factoring	10-Q	10.7	June 27, 2020
10.49	10.49	First Deed of Amendment relating to the Master Framework Agreement dated April 29, 2020 among Zebra Technologies Europe Limited, Zebra Technologies Asia Pacific PTE.LTD., Zebra Technologies Corporation, Ester Finance Titrisation, Credit Agricole Corporate & Investment Bank and Credit Agricole Leasing & Factoring	10-K	10.50	December 31, 2020
10.49					
10.49					

10.50	10.50	English Receivables Purchase Agreement dated April 29, 2020 Zebra Technologies Europe Limited, Zebra Technologies Corporation, Credit Agricole Corporate & Investment Bank, Credit Agricole Leasing & Factoring, and Ester Finance Titrisation	10-Q	10.8	June 27, 2020
10.51		Singapore Receivables Purchase Agreement dated April 29, 2020 Zebra Technologies Asia Pacific PTE.LTD., Zebra Technologies Corporation, Credit Agricole Corporate & Investment Bank, Credit Agricole Leasing & Factoring, and Ester Finance Titrisation	10-Q	10.9	June 27, 2020
10.50					
10.50					

21.1 21	Subsidiaries of the Company.	X
23.1 23	Consent of Ernst & Young LLP, independent registered public accounting firm.	X
31.1	Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer.	X
31.2	Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer.	X
32.1	Certification of Principal Executive Officer Pursuant to 18 U.S.C Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	X
32.2	Certification of Principal Financial Officer Pursuant to 18 U.S.C Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	X
97	Accounting Restatement Clawback Policy	X
101	The following financial information from Zebra Technologies Corporation Annual Report on Form 10-K, for the year ended December 31, 2022 December 31, 2023, formatted in Inline XBRL: (i) the Consolidated Balance Sheets; (ii) the Consolidated Statements of Operations; (iii) the Consolidated Statements of Comprehensive Income; (iv) the Consolidated Statements of Stockholders’ Equity; (v) the Consolidated Statements of Cash Flows; and (vi) Notes to Consolidated Financial Statements. The instance document does not appear in the interactive data file because Inline XBRL tags are embedded in the iXBRL document.	
104	The cover page from the Company’s Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023, formatted in Inline XBRL (included in Exhibit 101).	

\+ Management contract or compensatory plan or arrangement required to be filed as an exhibit to this Annual Report on Form 10-K.

Item 16. Form 10-K Summary

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 16th 15th day of February 2023. 2024.

ZEBRA TECHNOLOGIES CORPORATION

By: /s/ Anders Gustafsson William J. Burns

Anders Gustafsson William J. Burns

Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Anders Gustafsson William J. Burns Anders Gustafsson William J. Burns	Chief Executive Officer and Director (Principal Executive Officer)	February 16, 2023 15, 2024
/s/ Nathan Winters Nathan Winters	Chief Financial Officer (Principal Financial Officer)	February 16, 2023 15, 2024
/s/ Colleen M. O'Sullivan Colleen M. O'Sullivan	Senior Vice President, Chief Accounting Officer (Principal Accounting Officer)	February 16, 2023 15, 2024
/s/ Anders Gustafsson Anders Gustafsson	Executive Chair	February 15, 2024
/s/ Michael A. Smith Michael A. Smith	Lead Independent Director and Chairman of the Board of Directors	February 16, 2023 15, 2024
/s/ Linda M. Connly Linda M. Connly	Director	February 16, 2023 15, 2024
/s/ Ross W. Manire Ross W. Manire	Director	February 16, 2023
/s/ Richard L. Keyser Richard L. Keyser	Director	February 16, 2023
/s/ Janice M. Roberts Janice M. Roberts	Director	February 16, 2023
/s/ Chirantan J. Desai Chirantan J. Desai	Director	February 16, 2023
/s/ Frank B. Modruson Frank B. Modruson	Director	February 16, 2023
/s/ Nelda J. Connors Nelda J. Connors	Director	February 16, 2023 15, 2024
/s/ Satish Dhanasekaran Satish Dhanasekaran	Director	February 15, 2024
/s/ Richard L. Keyser Richard L. Keyser	Director	February 15, 2024
/s/ Ross W. Manire Ross W. Manire	Director	February 15, 2024
/s/ Frank B. Modruson Frank B. Modruson	Director	February 15, 2024
/s/ Janice M. Roberts Janice M. Roberts	Director	February 15, 2024

Exhibit 21.1 21

Subsidiaries of Registrant

Zebra Technologies Corporation – a Delaware corporation (NASDAQ listing: ZBRA)

Adaptive Vision spolka z ograniczona odpowiedzialnoscia – a Polish limited liability company
Antuit Canada, Inc. – a British Columbia corporation
Antuit Group Pte. Ltd. – a Singapore private company limited by shares
Antuit Holdings Pte. Ltd. – a Singapore private company limited by shares
Antuit India Private Limited – an Indian private limited company
Antuit UK Limited – a UK private limited company
Antuit, Inc. – a Delaware corporation
Cortexica Vision Systems Limited – a UK private limited company
Forecast Horizon, Inc. – a Delaware corporation
Genuine Zebra Technologies Trading (Shanghai) Co., Ltd. – a PRC limited liability company
Matrox Electronic Systems Ltd., a Canadian corporation
Matrox International Corp., a New York corporation
Profitect Technologies (2007) Ltd. – an Israeli private limited company
Prognos, Inc. – an Illinois corporation
Psion Africa (Proprietary) Limited – a South African private company
Psion ApS – a Danish private limited company
Psion Holdings Limited – a UK private limited company
Psion SARL – a Swiss limited liability company
Psion Systems India Private Limited – an Indian private limited company
Reflexis Systems (UK) Limited – a UK private limited company
Reflexis Systems India Private Limited – an Indian private limited company
Symbol Technologies Africa, LLC – a Delaware limited liability company
SYMBOL TECHNOLOGIES INDIA PRIVATE LIMITED – an Indian private limited company
Symbol Technologies International, LLC – a Delaware limited liability company
Symbol Technologies Latin America, LLC – a Delaware limited liability company
Symbol Technologies, LLC – a Delaware limited liability company
Telxon Corporation – a Delaware corporation
Temptime Corporation – a Delaware corporation
Zebra Diamond Holdings Limited – a UK private limited company
Zebra Enterprise Israel Ltd. – an Israeli private limited company
Zebra Jersey Holdings I Limited – a Jersey private limited company
Zebra Jersey Holdings II Limited – a Jersey private limited company
Zebra Luxco I S.a r.l. – a Luxembourg limited liability company
Zebra Luxco III S.a r.l – a Luxembourg limited liability company
Zebra Luxco V S.a r.l. – a Luxembourg limited liability company
Zebra Technical Services (Guangzhou) Co., Ltd. – a PRC limited liability company
Zebra Technologies (Barbados) FinCo SRL, a Barbados international society with restricted liability
Zebra Technologies (Hong Kong) Limited – a Hong Kong limited company
Zebra Technologies (New Zealand) Limited – a New Zealand limited company
Zebra Technologies (Thailand) Ltd. – a Bangkok private limited company
Zebra Technologies AB – a Swedish limited liability company
Zebra Technologies Argentina S.A. – an Argentinean limited private company
Zebra Technologies Asia Pacific Pte. Ltd. – a Singapore private company limited by shares
Zebra Technologies Australia Pty Ltd – a Victoria private company limited by shares
Zebra Technologies Austria GmbH – an Austrian limited liability company
Zebra Technologies B.V. – a Netherlands limited liability company
Zebra Technologies Belgium BVBA – a Belgian limited liability company
Zebra Technologies Brazil, LLC – a Delaware limited liability company
Zebra Technologies Canada, ULC – a Canadian unlimited liability company
Zebra Technologies Chile SpA, a Chilean simplified corporation
Zebra Technologies Colombia S.A.S. – a Colombian simplified trading stock company
Zebra Technologies Colombia, LLC – a Delaware limited liability company
Zebra Technologies Corporation Charitable Foundation, a Delaware not for profit corporation

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Zebra Technologies CZ s.r.o. – a Czech limited liability company
Zebra Technologies d.o.o. Beograd – a Serbian limited liability company
Zebra Technologies de Reynosa, S. de R.L. de C.V. – a Mexican limited liability company

Zebra Technologies do Brasil – Comércio de Produtos de Informática Ltda. – a Brazilian limited liability company
Zebra Technologies Enterprise de Mexico, S. de R.L. de C.V. – a Mexican limited liability company
Zebra Technologies Europe Limited – a private UK company limited by shares
Zebra Technologies France S.A.S. – a French limited liability company
Zebra Technologies Germany GmbH – a German limited liability company
Zebra Technologies Hellas Single Member IKE – a Greek private limited company
Zebra Technologies India Private Ltd. – an Indian private limited company
Zebra Technologies International, LLC – an Illinois limited liability company
Zebra Technologies Italy S.R.L. – an Italian limited liability company
Zebra Technologies Japan Co. Ltd. – a Japanese joint stock company
Zebra Technologies Korea YCH – a Korean limited liability company
Zebra Technologies Lanka (Private) Limited – a Sri Lanka private limited company
Zebra Technologies LXIP Corporation – a Delaware corporation
Zebra Technologies Magyarország Kft. – a Hungarian limited liability company
Zebra Technologies Malaysia Sdn. Bhd. – a Malaysian private limited company
Zebra Technologies Mexico, LLC – a Delaware limited liability company
Zebra Technologies MS Holdings, LLC – a Delaware limited liability company
Zebra Technologies Netherlands B.V. – a Netherlands limited liability company
Zebra Technologies Norway AS – a Norweigan limited company
Zebra Technologies RSC, LLC – a Delaware limited liability company
Zebra Technologies Russia OOO – a Russian limited liability company
Zebra Technologies Spain, S.L. – a Spanish limited liability company
Zebra Technologies Sp. z.o.o. – a Polish limited liability company
Zebra Technologies Taiwan Co., Ltd. – a Taiwanese limited liability company
Zebra Technologies Thailand LLC – a Delaware limited liability company
Zebra Teknolojileri Sistem Cozumleri Anonim Sirketa – a Turkish joint stock company
ZTP Portugal, Unipessoal, Lda – a Portuguese private limited company

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

(1) Registration Statements Statement (Form S-8 No. 333-204296, Form 333-174616) pertaining to the Zebra Technologies Corporation 2011 Long-Term Incentive Plan and Zebra Technologies Corporation 2011 Employee Stock Purchase Plan,

(2) Registration Statement (Form S-8 No. 333-225337) 333-204296) pertaining to the 2015 Zebra Technologies Corporation Long-Term Incentive Plans of Zebra Technologies Corporation,

(2) (3) Registration Statement Statements (Form S-8 No. 333-174616) 333-225337) pertaining to the 2011 2018 Zebra Technologies Corporation Long-Term Incentive Plan, and Employee Stock Purchase Plan of Zebra Technologies Corporation;

(3) (4) Registration Statement (Form S-8 No. 333-238966) pertaining to the Zebra Technologies Corporation 2020 Employee Stock Purchase Plan; Plan, and

(4) (5) Registration Statement (Form S-8 No. 333-248556) pertaining to the 2016 Stock Incentive Plan of Reflexis Systems, Inc.;

of our reports dated February 16, 2023 February 15, 2024, with respect to the consolidated financial statements of Zebra Technologies Corporation and the effectiveness of internal control over financial reporting of Zebra Technologies Corporation included in this Annual Report (Form 10-K) of Zebra Technologies Corporation for the year ended December 31, 2022 December 31, 2023.

/s/ Ernst & Young LLP

Chicago, Illinois
February 16, 2023 15, 2024

Exhibit 31.1

CERTIFICATION

I, Anders Gustafsson, William J. Burns, certify that:

1. I have reviewed this report on Form 10-K of Zebra Technologies Corporation (the "Company");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and the internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 16, 2023 February 15, 2024

By: /s/ Anders Gustafsson William J. Burns
Anders Gustafsson William J. Burns
Chief Executive Officer

Exhibit 31.2

CERTIFICATION

I, Nathan Winters, certify that:

1. I have reviewed this report on Form 10-K of Zebra Technologies Corporation (the “Company”);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and the internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 16, 2023 February 15, 2024

By: /s/ Nathan Winters
Nathan Winters
Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Zebra Technologies Corporation (the “Company”) on Form 10-K for the period that ended December 31, 2022 December 31, 2023, as filed with the Securities and Exchange Commission on the date hereof, I, Anders Gustafsson, William J. Burns, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 16, 2023 February 15, 2024

By: /s/ Anders Gustafsson William J. Burns
Anders Gustafsson William J. Burns
Chief Executive Officer

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Zebra Technologies Corporation (the “Company”) on Form 10-K for the period that ended December 31, 2022 December 31, 2023, as filed with the Securities and Exchange Commission on the date hereof, I, Nathan Winters, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 16, 2023 February 15, 2024

By: /s/ Nathan Winters
Nathan Winters
Chief Financial Officer

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1 Zebra Technologies Corporation Accounting Restatement Clawback Policy 1. Purpose. The purpose of the Zebra Technologies Corporation ("Zebra") Accounting Restatement Clawback Policy (this "Policy") is to enable Zebra to recover Erroneously Awarded Compensation from Covered Executive Officers in the event that Zebra is required to prepare an Accounting Restatement. This Policy is designed to comply with, and shall be interpreted to be consistent with, Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, as codified in Section 10D of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Rule 10D-1 promulgated under the Exchange Act and Rule 5608 of the Nasdaq listing rules ("Listing Rules") and any other regulations adopted by the U.S. Securities and Exchange Commission or Nasdaq as well as any other applicable law (collectively, "Applicable Laws"). Unless otherwise defined in this Policy, capitalized terms shall have the meaning ascribed to such terms in Exhibit 1. 2. Administration. This Policy shall be administered by the Compensation Committee of the Board of Directors of Zebra (the "Committee"). The Committee is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate or advisable for the administration of this Policy, in each case, to the extent permitted under Applicable Laws and in compliance with (or pursuant to an exemption from the application of) Section 409A of the Code. All determinations and decisions made by the Committee pursuant to the provisions of this Policy shall be final, conclusive and binding on all persons, including Zebra, its affiliates, its stockholders and Covered Executive Officers, and need not be uniform with respect to each person covered by this Policy. In the administration of this Policy, the Committee is authorized and directed to consult with the full Board or such other committees of the Board as well as consultants and counsel, as may be necessary or appropriate as to matters within the scope of such other committee's responsibility and authority. Subject to any limitation of Applicable Laws, the Committee may authorize and empower any officer or employee of Zebra to take any and all actions necessary or appropriate to carry out the purpose and intent of this Policy (other than with respect to any recovery under this Policy involving such officer or employee). Any action or inaction by the Committee with respect to a Covered Executive Officer under this Policy in no way limits the Committee's decision to act or not to act with respect to any other Covered Executive Officer under this Policy or under any similar policy, agreement or arrangement, nor shall any such action or inaction serve as a waiver of any rights Zebra may have against any Covered Executive Officer other than as set forth in this Policy. 3. Application of this Policy. This Policy applies to all Incentive-Based Compensation received by a person: (a) after beginning service as a Covered Executive Officer; (b) who served as a Covered Executive Officer at any time during the performance period for such Incentive-Based Compensation; (c) while Zebra had a listed class of securities on a national securities exchange; and (d) during the Applicable Period. For the avoidance of doubt, Incentive-Based Compensation that is subject to both a Financial

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2 Reporting Measure vesting condition and a service-based vesting condition shall be considered received when the relevant Financial Reporting Measure is achieved, even if the Incentive-Based Compensation continues to be subject to the service-based vesting condition. 4. Recovery of Erroneously Awarded Compensation. In the event of an Accounting Restatement, Zebra must recover Erroneously Awarded Compensation reasonably promptly, in amounts determined pursuant to this Policy. Zebra's obligation to recover Erroneously Awarded Compensation is not dependent on the filing of restated financial statements. Recovery under this Policy with respect to a Covered Executive Officer shall not require the finding of any misconduct by such Covered Executive Officer or such Covered Executive Officer being found responsible for the accounting error leading to an Accounting Restatement. In the event of an Accounting Restatement, the method for recouping Erroneously Awarded Compensation shall be determined by the Committee in its sole and absolute discretion, to the extent permitted under the Applicable Laws and in compliance with (or pursuant to an exemption from the application of) Section 409A of the Code. Recovery may include, without limitation, (i) reimbursement of all or a portion of any incentive compensation award, (ii) cancellation of incentive compensation awards and (iii) any other method authorized by applicable law or contract. Zebra is authorized and directed pursuant to this Policy to recover Erroneously Awarded Compensation in compliance with this Policy unless the Committee has determined that recovery would be impracticable solely for the following limited reasons, and subject to the following procedural and disclosure requirements: a. The direct expenses paid to a third party to assist in enforcing this Policy would exceed the amount to be recovered. Before reaching such conclusion, the Committee must make a reasonable attempt to recover such Erroneously Awarded Compensation, document such reasonable attempt(s) to recover, and provide that documentation to Nasdaq; b. Recovery would violate home country law where that law was adopted prior to November 28, 2022. Before reaching such conclusion, the Committee must obtain an opinion of home country counsel, acceptable to Nasdaq that recovery would result in such a violation, and must provide such opinion to Nasdaq; or c. Recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of Zebra, to fail to meet the requirements of Section 401(a)(13) or Section 411(a) of the Code. 5. Prohibition on Indemnification and Insurance Reimbursement. Zebra is prohibited from indemnifying any Covered

Executive Officer against the loss of any Erroneously Awarded Compensation. Further, Zebra is prohibited from paying or reimbursing a Covered Executive Officer for the cost of purchasing insurance to cover any such loss. Zebra is also prohibited from entering into any agreement or arrangement whereby this Policy would not apply or fail to be enforced against a Covered Executive Officer.

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3 6. Required Policy-Related Disclosure and Filings. Zebra shall file all disclosures with respect to this Policy in accordance with the requirements of the federal securities laws, including disclosures required by U.S. Securities and Exchange Commission filings. A copy of this Policy and any amendments hereto shall be posted on Zebra's website and filed as an exhibit to Zebra's annual report on Form 10-K. 7. Amendment; Termination. The Committee may amend this Policy from time to time in its sole and absolute discretion within the Listing Rules and shall amend this Policy as it deems necessary to reflect the Listing Rules or to comply with (or maintain an exemption from the application of) Section 409A of the Code. The Committee may terminate this Policy at any time; provided, that the termination of this Policy would not cause Zebra to violate any federal securities laws, rules promulgated by the U.S. Securities and Exchange Commission or the Listing Rules. 8. Other Recovery Obligations. The Committee intends that this Policy shall be applied to the fullest extent of the law. To the extent that the application of this Policy would provide for recovery of Incentive-Based Compensation that Zebra already recovered pursuant to Section 304 of the Sarbanes-Oxley Act or other recovery obligations, any such amount recovered from a Covered Executive Officer will be credited to any recovery required under this Policy in respect of such Covered Executive Officer. 9. Effective Date. This Policy shall be effective as of October 1, 2023 (the "Effective Date"). The terms of this Policy shall apply to any Incentive-Based Compensation that is received by Covered Executive Officers on or after the Effective Date, even if such Incentive-Based Compensation was approved, awarded or granted to Covered Executive Officers prior to the Effective Date. This Policy shall not limit the rights of Zebra to take any other actions or pursue other remedies that Zebra may deem appropriate under the circumstances and under applicable law, in each case, to the extent permitted under Applicable Laws and in compliance with (or pursuant to an exemption from the application of) Section 409A of the Code. This Policy is binding and enforceable against all Covered Executive Officers and their beneficiaries, heirs, executors, administrators or other legal representatives. As adopted by the Compensation Committee and approved by the Board on November 3, 2023

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4 Exhibit 1 Definitions Definitions. As used in this Policy, the following capitalized terms shall have the meanings set forth below. “Accounting Restatement” means an accounting restatement of Zebra’s financial statements due to Zebra’s material noncompliance with any financial reporting requirement under the Exchange Act, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements (i.e., a “Big R” restatement), or to correct an error that is not material to the previously issued financial statements, but that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period (i.e., a “little r” restatement). “Accounting Restatement Date” means the earlier to occur of (i) the date the Board, a committee of the Board, or the officer or officers of Zebra authorized to take such action if the Board’s action is not required, concludes, or reasonably should have concluded, that Zebra is required to prepare an Accounting Restatement and (ii) the date a court, regulator, or other legally authorized body directs Zebra to prepare an Accounting Restatement. “Applicable Period” means, with respect to any Accounting Restatement, the three completed fiscal years immediately preceding the Accounting Restatement Date, as well as any transition period (that results from a change in Zebra’s fiscal year) within or immediately following those three completed fiscal years (except that a transition period that comprises a period of at least nine months shall count as a completed fiscal year). “Board” means the board of directors of Zebra. “Code” means the U.S. Internal Revenue Code of 1986, as amended. Any reference to a section of the Code or regulation thereunder includes such section or regulation, any valid regulation or other official guidance promulgated under such section, and any comparable provision of any future legislation or regulation amending, supplementing, or superseding such section or regulation. “Covered Executive Officer” means an individual who is currently or previously served as Zebra’s principal executive officer, principal financial officer, principal accounting officer (or, if there is no such accounting officer, the controller), vice president of Zebra in charge of a principal business unit, division, or function (such as sales, administration, or finance), an officer who performs (or performed) a policy- making function, or any other person who performs (or performed) similar policy- making functions for Zebra or is otherwise determined to be an executive officer of Zebra pursuant to Item 401(b) of Regulation S-K. An executive officer of Zebra’s

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5 parent or subsidiary is deemed a "Covered Executive Officer" if the executive officer performs (or performed) such policy- making functions for Zebra. "Erroneously Awarded Compensation" means, in the event of an Accounting Restatement, the amount of Incentive-Based Compensation previously received that exceeds the amount of Incentive-Based Compensation that otherwise would have been received had such compensation been determined based on the restated amounts in such Accounting Restatement, and must be computed without regard to any taxes paid by the relevant Covered Executive Officer; provided, however, that for Incentive-Based Compensation based on stock price or total stockholder return, where the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in an Accounting Restatement: (i) the amount of Erroneously Awarded Compensation must be based on a reasonable estimate of the effect of the Accounting Restatement on the stock price or total stockholder return upon which the Incentive-Based Compensation was received and (ii) Zebra must maintain documentation of the determination of that reasonable estimate and provide such documentation to Nasdaq. "Financial Reporting Measure" means any measure that is determined and presented in accordance with the accounting principles used in preparing Zebra's financial statements and any measure that is derived wholly or in part from revenues; net income; operating income; profitability of one or more reportable segments; financial ratios (e.g., accounts receivable turnover and inventory turnover rates); net assets or net asset value per share (e.g., for registered investment companies and business development companies that are subject to the rule); earnings before interest, taxes, depreciation and amortization; funds from operations and adjusted funds from operations; liquidity measures (e.g., working capital, operating cash flow); return measures (e.g., return on invested capital, return on assets); earnings measures (e.g., earnings per share); sales per square foot or same store sales, where sales are subject to an Accounting Restatement; revenue per user, or average revenue per user, where revenue is subject to an Accounting Restatement; cost per employee, where cost is subject to an Accounting Restatement; any of such financial reporting measures relative to a peer group, where Zebra's financial reporting measure is subject to an Accounting Restatement; and tax basis income. A Financial Reporting Measure is not required to be presented within Zebra's financial statements or included in a filing with the U.S. Securities and Exchange Commission to qualify as a "Financial Reporting Measure." "Incentive-Based Compensation" means any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a Financial Reporting Measure. Incentive-Based Compensation is deemed "received" for purposes of this Policy in Zebra's fiscal period during which the Financial Reporting Measure specified in the Incentive-Based Compensation award is attained, even if the payment or grant of such Incentive-Based Compensation occurs after the end of that period.

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