



# L3HARRIS™

## L3HARRIS TECHNOLOGIES, INC.

### DIRECTOR INDEPENDENCE STANDARDS

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The Board of Directors (the “Board”) of L3Harris Technologies, Inc. (together with its consolidated subsidiaries, “L3Harris”) has adopted these Director Independence Standards to assist in its determination of director independence. To be considered “independent” for purposes of these standards, a director must be affirmatively determined, by resolution of the Board as a whole, after due deliberation and a review of relevant information, to have no material relationship with L3Harris (either directly or as a partner, shareholder or officer of an organization that has a relationship with L3Harris) other than as a director. When assessing the materiality of a director’s relationship with the Company, the Board shall consider the issue not merely from the standpoint of the director, but also from that of persons or organizations with which the director has an affiliation. Material relationships can include commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships, among others. In each case, the Board will broadly consider all relevant facts and circumstances and will apply the following standards:

1. In no event will a director be considered “independent” if:
  - within the preceding three years:
    - the director was an employee, or an immediate family member of the director was employed as an executive officer, of L3Harris, provided that serving as an interim chairman, CEO or other executive officer does not disqualify the director from being considered independent after that employment relationship has ended; or
    - the director, or an immediate family member of the director, received more than \$120,000 in direct compensation from L3Harris during any twelve-month period, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided that such compensation is not contingent in any way of continued service with L3Harris); except that compensation received by an immediate family member of the director for services as a non-executive employee of L3Harris or compensation received by the director for service as an interim chairman, CEO or other executive officer need not be considered in determining independence under this test; or
    - the director, or an immediate family member of the director, is or was employed as an executive officer of another company where any of L3Harris’ present executive officers at the same time served on that company’s compensation committee; or
    - the director currently is an executive officer or employed by another company, or an immediate family member of the director currently is employed as an executive officer of such company, that has made payments to, or received payments from, L3Harris for property or services (not including contributions to tax exempt organizations) in an

amount which, in any single fiscal year of such other company, exceeds the greater of:  
(a) \$1,000,000 or (b) 2% of such other company's consolidated annual gross revenues; or

- the director is a current partner with or employed by the present internal or external auditor of L3Harris, an immediate family member of the director is a current partner of such a firm, an immediate family member of the director is a current employee of such firm and personally works on the L3Harris audit, or the director or an immediate family member of the director was within the last three years a partner or employee of such firm and personally worked on the L3Harris audit within such three-year period.

2. The following relationships will, individually, not be considered to be material relationships that would impair a director's independence (the fact that a particular relationship or transaction is not addressed by the below shall not create a presumption that the director is or is not independent):

- **Commercial Relationship:** if a director of L3Harris is an executive officer or an employee, or has an immediate family member who is an executive officer, of another company that makes payments to, or receives payments from, L3Harris for property or services in an amount which, in any single fiscal year of such other company, does not exceed the greater of (a) \$1,000,000 or (b) 2% of such other company's consolidated annual gross revenues;
- **Indebtedness Relationship:** if a director or an immediate family member of a director of L3Harris is an executive officer of another company which is indebted to, or to which L3Harris is indebted, and the total amount of the borrower's indebtedness to the other company is less than 2% of the consolidated assets of the company where the director or immediate family member serves as an executive officer;
- **Equity Relationship:** if a director is an executive officer of another company in which L3Harris owns an equity interest, and the amount of the equity interest is less than 5% of the total equity of the company where the director serves as an executive officer; or
- **Relationships with Tax Exempt Organizations:** if a director of L3Harris, or the spouse of a director of L3Harris, serves as a director, officer, or trustee of a tax exempt organization, and within the preceding three years, L3Harris' or the L3Harris Foundation's discretionary contributions to such organization in any single fiscal year of such organization are less than the greater of (a) \$1,000,000 or (b) 2% of such organization's consolidated annual gross revenues; or
- **Stock Ownership:** the ownership of L3Harris shares by a director or a director's immediate family members.

3. Annually, and at any other times required by the New York Stock Exchange, Inc. ("NYSE") listing standards, the Board will (a) review all commercial and tax exempt organization relationships of directors to determine whether directors meet the standards described in Sections 1 and 2 above and (b) determine director independence under these Director Independence Standards. For relationships not covered by Section 2 above, but as to which the Board believes a director may nevertheless be independent, or for relationships that are covered by Section 2 above, and in each case, to the extent that any such relationship would not constitute a bar to director independence under NYSE listing standards, the determination of whether the relationship is material or not, and therefore whether the director would be independent, will be made by a majority of L3Harris' directors who satisfy the independence standards set forth in Sections 1 and 2 above.

4. Members of L3Harris' Audit Committee must also satisfy the independence requirements of Rule 10A-3 under the Securities Exchange Act of 1934, as amended ("Exchange Act").
5. Members of L3Harris' Compensation Committee must also satisfy the independence requirements of Rule 10C-1 under the Exchange Act and the independence standards of the NYSE applicable to compensation committee members.
6. For purposes of these standards, (a) an "immediate family member" includes a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares such person's home; except that when applying the independence tests described above, L3Harris need not consider individuals who are no longer immediate family members as a result of legal separation or divorce, or those who have died or have become incapacitated, and (b) "executive officer" has the same meaning specified for the term "officer" in Rule 16a-1(f) under the Exchange Act.

The Board may revise these Director Independence Standards from time to time, as it deems appropriate.

Adopted on June 29, 2019.