



**L3HARRIS™**

**L3HARRIS TECHNOLOGIES, INC.  
NOMINATING AND GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS**

**CHARTER**

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**I. PURPOSES.**

The purposes of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of L3Harris Technologies, Inc. (the “Company”) are to:

1. identify individuals qualified to become Board members consistent with criteria approved by the Board, and recommend that the Board select the director nominees for election or re-election as directors, as applicable and fill vacancies on the Board;
2. develop and recommend to the Board a set of corporate governance guidelines applicable to the Company (the “Corporate Governance Guidelines”) and review the Corporate Governance Guidelines at least annually;
3. develop, review and recommend to the Board the schedule of regular meetings of the Board and its committees;
4. develop, review and recommend to the Board the compensation and benefits for the directors;
5. establish procedures for, and exercise oversight of, the evaluation of the Board and management;
6. identify and recommend to the Board appointment of directors for service on Board committees;
7. assist the Board in fulfilling its responsibilities to oversee the Company’s:  
(a) ethics and business conduct program, (b) compliance with sound ethical business practices and legal requirements, and (c) compliance with the goals and objectives set forth in the Company’s Code of Conduct;
8. review and take appropriate action concerning processes, standards and controls within the Company regarding compliance with the Company’s Code of Conduct;

9. assist the Board in fulfilling its responsibility to oversee the Company's policies, procedures and programs with respect to environmental, health and safety matters;
10. review the Company's support of charitable, civic, educational and philanthropic contributions and activities, directly or through the L3Harris Foundation or otherwise; and
11. review and take appropriate action concerning strategic issues and trends relating to corporate citizenship and responsibility, including social and political trends and public policy issues that may have an impact on the Company's operations, financial performance or public image.

The Company's Restated Certificate of Incorporation and By-Laws include certain provisions ("Merger-Related Provisions") related to the merger of L3 Technologies, Inc. into a subsidiary of Harris Corporation pursuant to the Agreement and Plan of Merger, dated as of October 12, 2018. These Merger-Related Provisions are in effect for specific periods of time as further described in the Restated Certificate of Incorporation and By-Laws and, in certain cases, provide for governance related matters that are in addition to certain provisions in this Charter. In all cases, this Charter is subject to the Company's Restated Certificate of Incorporation and By-Laws which take precedence over this Charter.

## **II. MEMBERSHIP.**

The Committee shall be comprised of not less than three members of the Board, each of whom the Board shall have determined has no material relationship with the Company and is otherwise "independent" under the rules of New York Stock Exchange, Inc. (the "NYSE"). Additionally, no director may serve on the Committee unless he or she is a "Non-Employee Director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

Each member shall be appointed by the Board on the recommendation of the Committee. The members of the Committee shall serve for such term or terms as the Board may determine, or until such member's earlier resignation, death or removal, with or without cause, by the Board.

## **III. DUTIES AND RESPONSIBILITIES.**

To carry out its purposes, the Committee shall have the following duties and responsibilities:

1. *With respect to governance matters:*
  - (i) identify individuals determined by the Committee to be qualified to become a Board member and recommend to the Board each nominee to stand for election or re-election as a director of the Company at the annual meeting of shareholders or, if applicable, at a special meeting of shareholders. In the case of a vacancy in the office of a director (including

a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by shareholders. In selecting, evaluating or recommending a candidate to serve as a director of the Company, the Committee shall take into consideration the criteria approved by the Board set forth in the Corporate Governance Guidelines, and such other factors as the Committee deems appropriate;

- (ii) adopt a policy and procedure for consideration of each candidate to serve as a director of the Company recommended by the Company's shareholders, which policy and procedure will be set forth in the Company's annual proxy statement;
- (iii) have sole authority to retain and terminate any search firm to be used to assist in identifying candidates to serve as a director of the Company, including sole authority to approve the fees payable to any such search firm and any other terms of retention;
- (iv) develop and recommend to the Board standards to be applied in making determinations as to a director's independence and the absence of material relationships between the Company and a director and assess the independence of each director candidate under the NYSE independence criteria and the Company's Director Independence Standards and make recommendations to the Board with respect to such assessment;
- (v) review and approve or ratify all related person transactions of the Company in accordance with the policies of the Company in effect from time to time;
- (vi) periodically review the structure, size, composition, and operation of the Board and each committee thereof and make recommendations to the Board from time to time as to changes that the Committee believes to be desirable for the structure, size, composition and operation of the Board or any committee thereof;
- (vii) make recommendations to the Board, as appropriate, regarding Board committee assignments and the establishment of any new committee of the Board or the elimination of any existing committee of the Board;
- (viii) identify Board members qualified to fill vacancies on and/or to serve as chairperson of, any committee of the Board and recommend that the Board appoint the identified member or members to, and or to serve as chairperson of, the respective committee. In nominating a candidate for committee membership or service as a committee chairperson, the Committee shall take into consideration the experience, qualifications,

attributes and skills of the candidate and other criteria approved by the Board, which may be set forth in the Corporate Governance Guidelines, the factors set forth in the charter of that committee, and such other factors as the Committee deems appropriate, including, without limitation the consistency of the candidate's experience with the duties and responsibilities of the committee and the interplay of the candidate's experience with the experience of other committee members;

- (ix) establish procedures for, and exercise oversight of, the evaluation of the Board, including facilitating an annual self-evaluation process;
- (x) develop and recommend to the Board for its approval the Corporate Governance Guidelines, review the Corporate Governance Guidelines at least annually and recommend any changes to the Board, as appropriate, and monitor trends and evolving practices in corporate governance;
- (xi) periodically assess the adequacy of the Company's corporate governance framework, including its Restated Certificate of Incorporation and By-Laws and recommend any changes to the Board for approval as appropriate;
- (xii) develop, annually review and recommend to the Board director compensation and benefits, retirement, tenure and other policies of the Board regarding directors, including, but not limited to, stock ownership guidelines for non-employee directors;
- (xiii) recommend to the Board action(s) to be taken in response to a tender of resignation by a director, including in the circumstances provided in the Corporate Governance Guidelines;
- (xiv) in consultation with each committee chairperson and the lead independent director, if one has been designated, develop, review and recommend to the Board the frequency, time and location of regular Board and committee meetings and meeting schedules of the Board and its committees;
- (xv) assist management in the preparation of the disclosure in the Company's annual proxy statement regarding director independence and the operations of the Committee;
- (xvi) review and make recommendations to the Board regarding shareholder proposals and develop and recommend to the Board a process for shareholder communication with the Board and periodically review such process and recommend any changes to the Board, as appropriate; and

- (xvii) develop and oversee the operation of an orientation program for new directors and determine whether and what form of continuing education for directors is appropriate.
2. *With respect to ethics, business conduct, environmental, health and safety or other corporate responsibility matters:*
- (i) oversee the Company's ethics and business conduct program consistent with sound, ethical business practices and legal requirements applicable to the Company;
  - (ii) review audits and investigation results concerning compliance with the ethics and business conduct program and the Company's Code of Conduct, including reports from the General Counsel, Director of Ethics and Compliance and other employees, as appropriate, and recommend to the Board, as appropriate, such measures and actions as may be appropriate from the results of such audits or investigative results;
  - (iii) consult with independent legal counsel, consultants, experts or other Advisers (as defined below) or in-house legal counsel, as the Committee deems appropriate, including the Company's General Counsel, head of Internal Audit, Director of Ethics and Compliance or Director of Environmental, Health and Safety in matters relating to the Company's ethics and business conduct program or environmental, health and safety programs;
  - (iv) recommend to the Board, as appropriate, such measures and actions that the Committee believes may be appropriate and necessary to assure the continued conduct of the Company's activities and business within the parameters of legal compliance and sound, ethical business practices;
  - (v) oversee the Company's: (a) environmental, health and safety programs, and (b) charitable, civic, educational and philanthropic activities; and
  - (vi) recommend to the Board as appropriate, such measures and actions that the Committee believes may be appropriate relating to: (a) environmental, health and safety matters, (b) charitable, civic, educational and philanthropic activities, and (c) current and emerging strategic issues and trends relating to corporate citizenship and responsibility, including social and political trends and public policy issues that may have an impact on the Company's operations, financial performance or public image.
3. *With respect to reporting and recommendations and other duties and responsibilities:*

- (i) prepare and issue the evaluation required under “Performance Evaluation” in Section VII below;
- (ii) report the Committee’s activities to the full Board on a regular basis and make such recommendations with respect to the above and other matters as the Committee may deem necessary or appropriate; and
- (iii) perform any other duties or responsibilities as set forth in the Corporate Governance Guidelines or as expressly delegated to the Committee by the Board from time to time.

#### **IV. COMMITTEE STRUCTURE AND OPERATIONS.**

The Board shall designate one member of the Committee as its chairperson. The Committee shall meet periodically as set forth in the annual schedule of the regular Board and committee meetings and as necessary upon the request of the Committee chairperson or upon the initiation of a majority of the members of the Committee. The Committee may invite any director, officer or employee of the Company or any Adviser (as defined below) of the Company or the Committee as the Committee deems appropriate to attend all or a portion of a meeting of the Committee or to meet with such Adviser. All directors that are not members of the Committee may attend meetings of the Committee but may not vote. The Committee may also exclude from all or a portion of its meetings any person it deems appropriate in order to carry out its responsibilities. At any meeting, the Committee may also meet in sessions at any time without any other persons present.

A majority of the members of the Committee shall constitute a quorum to conduct business. The act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee. Members of the Committee may participate in a meeting of the Committee by means of telecommunications conference call or similar communications equipment by means of which all persons participating in the meeting can hear and speak to each other; provided, however, that use of cell phones or other mobile phones or devices is strongly discouraged. Except in extraordinary circumstances as determined by the Committee Chairperson, notice of any such meeting shall be delivered to all Committee members at least forty-eight hours in advance of the meeting time. Any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if a consent in writing (which may be in electronic format), setting forth the action so taken, is signed (which may be an electronic or other similar approval or signature) by all of the members of the Committee (which may be in counterparts). Such written consent shall have the same force and effect as a unanimous vote of the Committee.

#### **V. DELEGATION TO SUBCOMMITTEE.**

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

## **VI. RESOURCES AND AUTHORITY OF THE COMMITTEE.**

The Committee may, in its sole discretion, retain or obtain the advice of a consultant, search firm, independent legal counsel or other experts or advisers (each, an “Adviser”). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Adviser retained by the Committee, including sole authority to retain and terminate such Advisers and approve such Adviser’s fees and other retention terms. The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including, without limitation, appropriate funding provided by the Company, and in such amount as determined by the Committee, for payment of reasonable compensation to any Adviser retained by the Committee. With respect to consultants or search firms used to identify candidates to serve as a director of the Company, this authority shall be vested solely in the Committee.

In selecting and retaining, or receiving advice from, an Adviser to determine or recommend the amount or form of director compensation (other than in-house legal counsel or any Adviser whose role is limited to the activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K), the Committee must first take into consideration all factors relevant to that person’s independence from management, including the following factors:

- the provision of other services to the Company by the person that employs the Adviser;
- the amount of fees received from the Company by the person that employs the Adviser, as a percentage of the total revenue of the person that employs the Adviser;
- the policies and procedures of the person that employs the Adviser that are designed to prevent conflicts of interest;
- any business or personal relationship between the Adviser and a member of the Committee;
- any Company stock owned by the Adviser; and
- any business or personal relationship between the Adviser and an executive officer of the Company.

Although the Committee is required to consider these factors, it may select, retain or receive advice from an Adviser that is not independent.

## **VII. PERFORMANCE EVALUATION.**

The Committee shall prepare and review with the Board an annual performance evaluation of the Committee, which evaluation shall include a comparison of the performance of the Committee with the requirements of this Charter. The performance evaluation shall also recommend to the

Board any changes to this Charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral or written report or presentation by the Committee Chairperson or any other member of the Committee designated by the Committee to make the report.

Approved by the Board on June 29, 2019.