



**L3HARRIS™**

**L3HARRIS TECHNOLOGIES, INC.  
COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS**

**CHARTER**

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**I. PURPOSES.**

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

1. discharge the responsibilities of the Board with respect to the compensation and compensation programs and plans for the Company’s executives, including to: (i) recommend to the Board of Directors for approval the compensation of the Chief Executive Officer (“CEO”) and Chief Operating Officer (“COO”) and to determine the compensation of the other executive officers; and (ii) administer incentive and equity compensation plans, and recommend to the Board of Directors for approval of payments or grants under these plans to the CEO and COO and approve payments or grants under these plans to the other executive officers;
2. prepare a Committee report on executive compensation for inclusion in the Company’s annual proxy statement; and
3. oversee the Company’s plans for the development, training and utilization of its management resources, including management succession planning.

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 has determined has no material relationship with the Company and each of whom is otherwise “independent” and meets the additional independence requirements for members of the

Committee under the rules of the Securities and Exchange Commission (“SEC”) and the New York Stock Exchange (“NYSE”) listing standards (the “listing standards”). Additionally, no director may serve unless he or she is a “Non-Employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Governance Committee. The members of the Committee shall serve for such term or terms as the Board may determine, or until their 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 management training, development, retention and succession:*
  - (i) review plans for management training and development programs, management organizational structure and management succession and recommend to the Board for its approval individuals for election as executive officers of the Company as designated by the Board (“Executive Officers”) and other corporate officers;
  - (ii) review and approve employment, separation, severance, and change in control agreements and any special arrangements in the event of termination of employment, death or retirement of Executive Officers (except the Chief Executive Officer (“CEO”) and Chief Operating Officer (“COO”)); and
  - (iii) review and approve either as a Committee or together with the other independent directors who qualify for membership on the Committee pursuant to Section II of this Charter (as directed by the Board), employment, separation, severance, and change in control agreements and any special arrangements in the event of termination of employment, death or retirement of the CEO and COO.
2. *with respect to CEO, COO and Executive Officer compensation:*
  - (i) oversee and review the overall compensation philosophy of the Company;
  - (ii) review and evaluate against competitive survey data the Company’s compensation programs for Executive Officers, including salary, cash and equity incentive compensation, and review and approve either as a Committee or together with the other independent directors who qualify for membership on the Committee pursuant to Section II of this Charter the adoption of any new executive compensation programs or the material modification or termination of any existing executive compensation programs;

- (iii) review and approve corporate goals and objectives relevant to the compensation of the Company's CEO and COO, evaluate the CEO's and COO's respective performance in light of those goals and objectives and, either as a Committee or together with the other independent directors who qualify for membership on this Committee pursuant to Section II of this Charter (as directed by the Board), determine and approve the CEO's and COO's respective annual salary, bonus, equity incentives, and other executive benefits based on this evaluation. In determining the long-term incentive component of the CEO's and COO's compensation, the Committee may consider a number of factors, including but not limited to, the Company's performance and relative shareholder return, the value of the incentive awards given to chief executive officers at comparable companies and the awards given to the CEO and COO in past years;
- (iv) review the CEO's recommendations and approve the annual compensation and other benefits of Executive Officers (except the CEO and COO), under annual salary, bonus, equity incentive, and other benefit plans as approved for participation by Executive Officers;
- (v) review and approve either as a Committee or together with the other independent directors who qualify for membership on the Committee pursuant to Section II of this Charter the adoption, modification or termination of executive compensation and benefit programs;
- (vi) be responsible for the approval of any compensation "clawback" policy required by law or otherwise adopted by the Company;
- (vii) review and consider, in consultation with the Nominating and Governance Committee, responses to shareholder proposals regarding matters falling within the responsibilities and duties of the Committee as contemplated under this Charter;
- (viii) review and periodically discuss with management, management's assessment of whether risks arising from the Company's compensation policies and practices for all employees, including non-executive officers, are reasonably likely to have a material adverse effect on the Company; and
- (ix) in consultation with management, oversee regulatory compliance with applicable laws affecting executive compensation, including applicable compensation-related rules and regulations of the SEC, as well as NYSE rules with respect to shareholder approval of equity compensation plans.

3. *with respect to equity-based compensation plan administration:*

- (i) review and recommend to the Board any new equity compensation plan or any material change to or termination of an existing plan;
  - (ii) make determinations necessary or advisable for administration of the plans and oversee the activities of the individuals and committees responsible for administering these plans and discharge any responsibilities imposed on the Committee by any of these plans and delegate any of its responsibility to administer these plans as deemed appropriate or desirable by the Committee;
  - (iii) (A) either as a Committee or together with the other independent directors who qualify for membership on this Committee pursuant to Section II of this Charter (as directed by the Board) determine and approve equity incentive awards under the plans to the CEO and COO, and (B) review and approve awards under the plans to the other Executive Officers;
  - (iv) except with respect to the CEO and COO, review and approve: the types of awards; the number of shares (or formula-based calculation of such shares, including by reference to the grant date fair value) relative thereto; the financial and other performance objectives; vesting schedules; and the terms and conditions of all agreements entered into pursuant to the plans;
  - (v) delegate to the CEO such authority under the plans to approve awards to officers and other employees (other than Executive Officers), subject to such limitations, as set forth in the applicable plan; and
  - (vi) determine stock ownership guidelines for the CEO, COO, Executive Officers and other officers and oversee compliance with such guidelines.
4. *with respect to reporting and recommendations or other matters:*
- (i) perform any other duties or responsibilities, expressly delegated to the Committee by the Board from time to time;
  - (ii) review and discuss with management the Company's Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's annual proxy statement and annual report on Form 10-K, recommend to the Board based on such review and discussion whether the CD&A should be included in the annual proxy statement and annual report on Form 10-K, and prepare, with the assistance of management, and any other advisers who the Committee believes are appropriate, an annual Committee report on executive compensation required by the rules of the SEC, NYSE, or other regulatory body to be included in the annual proxy statement and annual report on Form 10-K;
  - (iii) review periodically the Company's diversity and inclusion efforts;

- (iv) prepare and issue the evaluation referred to under “Performance Evaluation” below; and
- (v) report its 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.

All responsibilities and duties vested in the Committee pursuant to this Charter with respect to Executive Officers shall also be deemed to extend to such other officers and employees of the Company and its subsidiaries as the Committee determines in its discretion, and the Committee in its discretion may delegate any such extended authority to one or more members of management, acting separately or together as a management committee, subject to such limitations, if any, as set forth in this Charter or any applicable plan.

#### **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 Board and committee meetings and as necessary upon the request of the chairperson of the Committee or upon the initiation of a majority of the members of the Committee. In addition, the Committee shall meet separately, at least annually, with the CEO, COO and principal human resources executive. The Committee may invite any director, officer, or employee of the Company or the Company’s outside counsel or other advisers as the Committee deems appropriate, consistent with the maintenance of the confidentiality of compensation discussions, to attend all or a portion of a meeting of the Committee or to meet with any members of, or advisers to, the Committee. 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. The CEO or COO will not attend any portion of a meeting where the CEO’s or COO’s, as applicable, performance or compensation is discussed, unless specifically invited by the Committee.

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 date. 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 compensation consultant, independent legal counsel or other adviser (each a “Committee Adviser”). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Committee Adviser retained by the Committee, including the sole authority to retain and terminate such Committee Advisers. 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 compensation to any Committee Advisers retained by the Committee. With respect to such Committee Advisers retained to assist in the evaluation of CEO, COO or Executive Officer compensation, the authority described in this section shall be vested solely in the Committee.

In selecting and retaining, or receiving advice from, a Committee Adviser (other than in-house legal counsel or any Committee 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 Committee Adviser;
- The amount of fees received from the Company by the person that employs the Committee Adviser, as a percentage of the total revenue of the person that employs the Committee Adviser;
- The policies and procedures of the person that employs the Committee Adviser that are designed to prevent conflicts of interest;
- Any business or personal relationship of the Committee Adviser with a member of the Committee;
- Any Company stock owned by the Committee Adviser; and
- Any business or personal relationship of the Committee Adviser with an Executive Officer.

Although the Committee is required to consider these factors, it may select or receive advice from a Committee 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 the Committee's 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 chairperson of the Committee or any other member of the Committee designated by the Committee to make the report.

Approved by the Board on June 29, 2019.