



L3HARRIS™

**L3HARRIS TECHNOLOGIES, INC.
FINANCE COMMITTEE
OF THE BOARD OF DIRECTORS
CHARTER**

I. PURPOSES.

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

1. periodically review the Company’s financial position, capital structure, working capital, capital transactions, equity investments, debt ratings and other matters relating to the Company’s financial condition; and
2. review and oversee the Company’s dividend policy, capital asset plan and share repurchase policy.

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” under the rules of the New York Stock Exchange.

The members of the Committee shall be appointed by the Board and 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 the Company's financial position, capital structure and asset management:*

- (i) review and recommend to the Board for its final approval the Company's annual capital asset plan;
- (ii) review the Company's dividend and share repurchase policies and activities and recommend to the Board for its final approval changes in such policies and the payment of dividends and repurchases of shares pursuant thereto;
- (iii) periodically review the soundness of the Company's financial performance, debt and equity structure, funding policies, working capital management, and borrowing alternatives and levels;
- (iv) periodically review and recommend to the Board for its final approval:
 - (a) issuance of debentures, bonds or other forms of long-term indebtedness of the Company;
 - (b) material borrowings of money and the creation of short-term indebtedness; and
 - (c) stock splits;
- (v) periodically review:
 - (a) the Company's debt ratings and relationships with rating agencies;
 - (b) the Company's international and alternative currency positions and currency hedging programs; and
 - (c) the Company's use of financial derivatives and its derivative policies and programs;
- (vi) as requested by the Board or management, review and advise management on potential acquisitions and divestitures, strategic investments and other transactions or financial matters and recommend to the Board for its final approval those acquisitions, divestitures, investments or other transactions requiring Board approval;

2. *with respect to material benefit plans of the Company and its subsidiaries:*

- (i) oversee the financial and investment policies and objectives applicable thereto, provided that the Committee in its discretion may delegate such oversight to one or more members of management, acting separately or together as a management committee.
3. *with respect to reporting, recommendations and other matters:*
- (i) perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time;
 - (ii) prepare and issue the evaluation referred to under “Performance Evaluation” below; and
 - (iii) report the Committee’s activities to the 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.

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 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. The Committee may invite any director, officer, or employee of the Company or the Company’s outside counsel or other advisors as the Committee deems appropriate to attend all or a portion of a meeting of the Committee or to meet with any members of, or advisors 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.

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 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 shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special or independent counsel, finance or investment consultants, or other experts or advisors, as it deems necessary or appropriate, without seeking approval of the Board or management.

The Committee shall also request and receive appropriate funding, as determined by the Committee in its capacity as a committee of the Board, from the Company for payment of (a) compensation of any special or independent counsel, finance or investment consultants, or other experts or advisors engaged by the Committee, and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

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.