



**L3HARRIS TECHNOLOGIES, INC.  
INNOVATION AND CYBER COMMITTEE  
OF THE BOARD OF DIRECTORS  
CHARTER**

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**I. PURPOSES.**

The purposes of the Innovation and Cyber Committee (the “Committee”) of the Board of Directors (the “Board”) of L3Harris Technologies, Inc. (the “Company”) are to assist the Board in its oversight of:

1. the Company’s innovation and technology strategy and related matters, which strategy shall include a focus on leveraging technology to drive increased orders, sales and profitability and further the Company’s overall business strategy;
2. cyber risks and related matters that may affect the Company and management’s efforts to monitor and mitigate those risks; and
3. the Company’s business activities which involve matters that are designated as classified for purposes of national security by an agency of the United States Government (“Classified Business”).

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 listing standards of the New York Stock Exchange. A majority of the members of the Committee shall also possess appropriate security clearance credentials. For avoidance of doubt, only members of the Committee with appropriate security clearance credentials may attend portions of meetings for which such credentials are required.

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 innovation and technology strategy and related matters:*
  - (i) review and provide guidance on the Company's innovation and technology strategy and initiatives based on strategic plans and the Company's overall business strategy;
  - (ii) review the Company's progress against innovation and technology program objectives, including new product development and leveraging technology to drive increased orders, sales and profitability and efficiency;
  - (iii) review the Company's internally funded research and development ("R&D") strategy, budget and resource allocation and significant initiatives as well as the Company's strategic approach to customer-funded R&D;
  - (iv) review and discuss the Company's technology, engineering and development processes, systems, programs and tools;
  - (v) review and evaluate the Company's engineering and technology talent processes, including talent acquisition, development, retention, management and succession plans for key leadership positions; and
  - (vi) review potentially disruptive trends or external market conditions or other risks, gaps or opportunities in innovation and technology, as well as on the Company's technology discriminators and competitiveness from a technology standpoint in relation to peer companies.
2. *with respect to cyber risks and related matters:*
  - (i) review and discuss the Company's cyber risk across the enterprise, inclusive of information technology ("IT"), supply chain and products and the Company's cyber strategy framework and operational posture;
  - (ii) review and discuss the Company's IT, data security and other systems, processes, policies, procedures and controls to (a) identify, assess, monitor and mitigate cyber risks; (b) protect and safeguard against cyber threats and breaches of confidential information and data and IT infrastructure and other assets of the Company or of customers or other third parties in the Company's possession or custody; (c) respond to and manage cyber threats and data breach incidents, and (d) comply with legal and regulatory requirements governing cyber or data security reporting requirements; and
  - (iii) liaise with the Audit Committee as necessary in connection with the Audit Committee's review of the Company's enterprise risk management process as it relates to cyber and related matters.
3. *with respect to Classified Business:*
  - (i) review and discuss the strategic, operational and financial aspects of the Company's Classified Business, particularly those involving special performance, financial, reputational or other material risks; and
  - (ii) review and discuss the Company's systems, processes, policies, procedures and internal controls to manage risks related to Classified Business.

4. *with respect to reporting and recommendations and other matters:*

- (i) report its activities to the full Board on a regular basis and make such recommendations to the Board and management with respect to the foregoing and other matters as the Committee may deem necessary or appropriate;
- (ii) prepare and issue the evaluation referred to under “Performance Evaluation” below; and
- (iii) perform any other duties or responsibilities, consistent with this Charter, 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 Chair. 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 Chair 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, subject to holding appropriate security clearance credentials, 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 videoconference, telecommunications conference call or other video or electronic communications equipment or mode by means of which all persons participating in the meeting can hear and speak to each other. Except in extraordinary circumstances as determined by the Committee Chair, 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 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, consultants or other experts or advisors, as the Committee 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, 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.

For avoidance of doubt, it is recognized that many Classified Programs have special or compartmentalized access requirements, with limited availability to obtain such access. It is not the responsibility or obligation of the Committee or its members to routinely acquire and maintain continuous access to such programs.

## **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 for approval 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 Chair of the Committee or any other member of the Committee designated by the Committee to make the report.

Approved by the Board on October 21, 2021.