



# 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 executive officers of the Company as designated by the Board (“Executive Officers”), including to: (i) recommend to the Board for approval by the independent directors of the Board the compensation of the Chief Executive Officer (“CEO”) and to determine and approve the compensation of the other Executive Officers; and (ii) oversee and administer the Company’s incentive and equity compensation plans, and recommend to the independent directors of the Board for approval of payments or grants under these plans to the CEO and approve payments or grants under these plans to the other Executive Officers;
2. prepare the Committee report on executive compensation required by the rules and regulations of the Securities and Exchange Commission (“SEC”) for inclusion in the Company’s annual proxy statement (the “Committee Report”); and
3. oversee the Company’s plans for the development, training and utilization of its management resources, including management succession planning.

This charter (the “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 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 policies, programs and strategies for management training, talent development, recruitment and retention and management succession planning and recommend to the Board for its approval individuals for election as Executive Officers and other corporate officers designated by the Board;
  - (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 CEO); 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;
2. *with respect to CEO and Executive Officer compensation:*
  - (i) oversee and review the Company's overall philosophy, objectives, elements, policies and practices related to compensation;
  - (ii) review and approve a group of peer companies for the purpose of benchmarking executive compensation plans and practices;
  - (iii) review and evaluate against competitive survey data the Company's compensation programs for Executive Officers, including salary, bonus, cash and equity incentive compensation and perquisites and review the relationships between the Company's financial performance and the compensation of Executive Officers;
  - (iv) 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) the adoption of any new executive compensation and benefit programs or the material modification or termination of any existing executive compensation and benefit programs;

- (v) annually review and approve corporate goals and objectives relevant to the CEO's compensation, evaluate the CEO's performance against the approved targets 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 annual salary, bonus, equity incentives and other executive benefits and perquisites based on this evaluation. In determining the long-term incentive component of the CEO'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 incentive awards given to chief executive officers at comparable companies and the awards given to the CEO in past years. In addition, the Committee shall consider the results of any advisory votes on executive compensation and make recommendations to the Board on the frequency of shareholder advisory votes for say on pay;
- (vi) review at least annually, the performance of the Executive Officers (other than the CEO) against approved targets and objectives and, based on this review, approve the annual compensation and other benefits of such Executive Officers, under annual salary, bonus, equity incentive, perquisites and other benefit plans as approved for participation by Executive Officers taking into account the recommendations of the CEO;
- (vii) be responsible for the approval of the creation or revision of any compensation "clawback" policy required by law or otherwise adopted by the Company;
- (viii) 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;
- (ix) 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
- (x) 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 the Listing Standards 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 for approval any new equity compensation plan or any material change or amendment to or termination of an existing equity compensation 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, 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 for the CEO under the plans; and (B) review and approve awards for other Executive Officers under the plans;
  - (iv) other than with respect to the CEO, 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, Executive Officers and other officers and oversee compliance with such guidelines; and
4. *with respect to reporting and recommendations or other matters:*
- (i) 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 or Annual Report on Form 10-K and, based on such review and discussion, recommend to the Board whether the CD&A should be included in the annual proxy statement or Annual Report on Form 10-K;
  - (ii) prepare, with the assistance of management, and any other advisors who the Committee believes are appropriate, the Committee Report;
  - (iii) periodically review the Company's diversity, equity (including pay equity) and inclusion efforts;
  - (iv) prepare and report on the annual performance evaluation referred to under "Committee Performance Evaluation" in Section VII below;

- (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; and
- (vi) perform any other duties or responsibilities, expressly delegated to the Committee by the Board from time to time.

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, MEETINGS AND OPERATIONS.**

The Board, upon the recommendation of the Nominating and Governance Committee, shall designate one member of the Committee as its chair (the “Chair”). 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 Chair 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 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 advisors 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 advisors to, the Committee. The Committee shall also meet periodically in executive sessions without management personnel present. 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 to exclude in order to carry out its business and responsibilities. At any meeting, the Committee may also meet in sessions at any time without any other persons present. The CEO will not attend any portion of a meeting where the CEO’s 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 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 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, which may be a subcommittee of one or more members. The Committee may also delegate to the CEO the authority to approve equity award grants to non-Executive Officers pursuant to any equity compensation plan provided that such delegation complies with applicable law.

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

The Committee may, in its sole discretion, select, retain or obtain the advice of a compensation consultant, independent legal counsel or other advisor (each a “Committee Advisor”) as the Committee determines necessary or appropriate in carrying out the Committee’s duties without seeking approval of the Board or management of the Company. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Committee Advisor retained by the Committee, including having the sole authority to select, retain and terminate such Committee Advisors. The Committee is not required to implement or act consistently with the advice or recommendations of any Committee Advisor. 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 Advisors retained by the Committee. With respect to such Committee Advisors retained to assist in the evaluation of CEO 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 Advisor (other than in-house legal counsel or any Committee Advisor 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 Advisor;
- The amount of fees received from the Company by the person that employs the Committee Advisor, as a percentage of the total revenue of the person that employs the Committee Advisor;
- The policies and procedures of the person that employs the Committee Advisor that are designed to prevent conflicts of interest;
- Any business or personal relationship of the Committee Advisor with a member of the Committee;
- Any Company stock owned by the Committee Advisor; and
- Any business or personal relationship of the Committee Advisor or the person that employs the Committee Advisor with an Executive Officer.

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

## **VII. COMMITTEE 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 or any other member of the Committee designated by the Committee to make the report.

Reviewed annually and last amended October 19, 2022.