



**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 and recommend to the Board for election or re-election individuals qualified to serve as Board members consistent with criteria approved by the Board, and fill vacancies on the Board;
2. periodically plan for and oversee Board refreshment and succession, including for key Board leadership positions;
3. oversee and annually review and make recommendations to the Board with respect to the Company’s corporate governance framework, including a set of corporate governance guidelines applicable to the Company (the “Corporate Governance Guidelines”);
4. develop, review and recommend to the Board the schedule of regular meetings of the Board and its committees;
5. develop, review and recommend to the Board the compensation and benefits for the directors;
6. establish procedures for, and exercise oversight of, the evaluation of the Board, its committees and management;
7. identify and recommend to the Board appointment of directors for service on Board committees;
8. assist the Board in fulfilling its responsibility to oversee the Company’s policies, procedures and programs with respect to environmental, health and safety matters;

9. review the Company's support of charitable, civic, educational and philanthropic contributions and activities, directly or through the L3Harris Foundation or otherwise;
10. review and oversee matters pertaining to the Company's political advocacy and lobbying activities and expenditures, whether directly or through the L3Harris Political Action Committee 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.

This Charter (the "Charter") is subject to the Company's Restated Certificate of Incorporation and By-Laws which take precedence over this Charter.

## **II. COMMITTEE 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 New York Stock Exchange, Inc. (the "NYSE") listing standards (the "Listing Standards"). Additionally, no director may serve on the Committee unless such individual 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, evaluate and select 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 and 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 select, 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, periodically evaluate 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 periodically 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, on an as needed basis, all related person transactions of the Company in accordance with the relevant policies of the Company in effect from time to time;
- (vi) periodically plan for, and oversee, Board succession and review the structure, size, composition, diversity, operation and leadership 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 with respect thereto in light of the specific characteristics or circumstances of the Company;
- (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) annually identify and recommend to the Board for appointment directors to serve on a committee or qualified to fill vacancies on and/or to serve as chair of, any committee of the Board. In nominating a candidate for committee membership or service as a committee chair, 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 compatibility 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 review and 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, periodically 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, or when a nominee for director receives a greater number of votes "against" from such individual's election than votes "for" such election including in the circumstances provided in the Corporate Governance Guidelines;
- (xiv) in consultation with each committee chair 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) oversee management's preparation of the disclosure in the Company's annual proxy statement regarding director independence and the operations of the Committee;
- (xvi) review, in consultation with the Compensation Committee, as needed, and make recommendations to the Board regarding shareholder proposals and develop and oversee the process for shareholder communication with the Board and periodically review such process and recommend any changes to the Board, as appropriate;
- (xvii) oversee the operation of the orientation program for new directors and continuing education opportunities for existing directors; and

- (xviii) review and make recommendations to the Board relating to any director's request to accept an additional public company directorship or audit committee assignment if deemed necessary to do so by the Chair of the Board, Lead Independent Director (if one is designated), the Chair of the Committee (the "Chair") or the Secretary of the Company.
2. *With respect to environmental, health and safety, charitable, political or other corporate responsibility matters:*
- (i) oversee the Company's: (a) environmental, health and safety programs, (b) charitable, civic, educational and philanthropic activities, (c) matters pertaining to the Company's political advocacy and lobbying activities and expenditures, and (d) ethics and business conduct matters involving members of the Board and Board appointed executive officers (other than regarding accounting or financial matters under the oversight of the Audit Committee);
  - (ii) consult with independent legal counsel, consultants, experts or other Advisors (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 with respect to matters relating to the Company's environmental, health and safety programs or ethics and business conduct matters involving members of the Board and Board appointed executive officers;
  - (iii) 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, (c) political advocacy or lobbying matters, and (d) 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; and
  - (iv) with respect to environmental, social and governance ("ESG") matters, review, monitor and evaluate ESG strategies, initiatives, policies and risks related to (a) corporate governance ratings and disclosures, (b) shareholder engagement processes and feedback, (c) Board and committee oversight responsibilities and meeting cadence on ESG matters, and (d) other ESG areas impacting or resulting from the Committee's duties and responsibilities set for in this Charter or as the Board may delegate to the Committee from time to time.
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, MEETINGS AND OPERATIONS.**

The Board, upon the recommendation of the Committee, shall designate one member of the Committee as its Chair. 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 Chair 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 Advisor (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 Advisor. 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.

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.

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

The Committee may, in its sole discretion, select, retain or obtain the advice of a consultant, search firm, independent legal counsel or other experts or advisors (each, an “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 Advisor retained by the Committee, including having sole authority to select, retain and terminate such Advisors and approve such Advisor’s fees and other retention terms. The Committee is not required to implement or act consistently with the advice or recommendations of any Advisor. The Committee shall have the resources and authority necessary and 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 Advisor 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 Advisor to determine or recommend the amount or form of director compensation (other than in-house legal counsel or any 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 Advisor;
- the amount of fees received from the Company by the person that employs the Advisor, as a percentage of the total revenue of the person that employs the Advisor;
- the policies and procedures of the person that employs the Advisor that are designed to prevent conflicts of interest;
- any business or personal relationship between the Advisor with a member of the Committee;
- any Company stock owned by the Advisor; and
- any business or personal relationship of the Advisor or the person that employs the Advisor with an executive officer of the Company.

Although the Committee is required to consider these factors, it may select, retain or receive advice from an 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 December 8, 2023.