



L3HARRIS™

**L3HARRIS TECHNOLOGIES, INC.
CORPORATE GOVERNANCE GUIDELINES
OF THE
BOARD OF DIRECTORS**

I. INTRODUCTION.

The Board of Directors (the “Board”) of L3Harris Technologies, Inc. (the “Company”), acting on the recommendation of its Nominating and Governance Committee, has developed and adopted these Corporate Governance Guidelines (these “Guidelines”) to assist the Board in carrying out its responsibilities and to promote the effective functioning of the Board and its committees.

These Guidelines are subject to the Company’s Restated Certificate of Incorporation and By-Laws which take precedence over these Guidelines. These Guidelines are not intended as binding legal obligations or inflexible requirements and are not intended to interpret applicable laws and regulations or modify the Company’s Restated Certificate of Incorporation or By-Laws. These Guidelines are subject to modification, and the Board, in the exercise of its discretion, shall be able to deviate from these Guidelines from time to time, as the Board may deem appropriate or desirable or as required by applicable laws and regulations or the Company’s Restated Certificate of Incorporation or By-Laws.

II. ROLE OF THE BOARD.

The Board, on behalf of the Company and its shareholders, provides oversight and general direction to the Company with the goal of creating sustainable, long-term shareholder value. In addition to other Board or committee responsibilities outlined in these Guidelines, the responsibilities of the Board also include:

(a) overseeing the management of the Company’s business and reviewing and approving its long-term strategy, key strategic and financial objectives and operating plans and other strategic actions;

(b) maintaining an effective governance structure, including appropriate Board composition and selection of a Chair and, at all times while the Chair is not independent, a Lead Independent Director;

(c) planning for Board succession and appointing directors to fill Board vacancies between annual meetings of shareholders;

(d) selecting the Company's Chief Executive Officer ("CEO"), electing its corporate officers, evaluating the performance of the CEO and other executive officers, planning for CEO succession and reviewing succession planning for other executive officers;

(e) determining CEO compensation and overseeing the compensation of other executive officers;

(f) understanding the material risks facing the Company and periodically reviewing such risks and the Company's enterprise risk management process for assessing and mitigating those risks;

(g) overseeing appropriate policies of corporate conduct and compliance with laws;

(h) periodically assessing the Company's culture;

(i) overseeing the systems of control which promote accurate and timely reporting of financial information to shareholders and reviewing the process by which financial and non-financial information about the Company is provided to employees, management, the Board and the Company's shareholders; and

(j) overseeing the Company's environmental, health and safety programs and monitoring and taking appropriate action regarding strategic issues and trends relating to environmental matters and corporate citizenship and responsibility.

III. BOARD COMPOSITION; BOARD LEADERSHIP.

(a) Size of the Board. The Board will periodically review the appropriate size of the Board given factors deemed relevant to the Board, including providing for sufficient diversity among directors while also facilitating input and substantive discussions in which each director can meaningfully participate. The Company's Restated Certificate of Incorporation and By-Laws currently provide that the authorized number of directors will be not less than eight or more than fifteen.

(b) Independent Directors. At least two-thirds of the directors serving on the Board will meet the standard of director independence set forth in the New York Stock Exchange listing standards, as the same may be amended from time to time (the "listing standards"), and any other standards adopted by the Board based on factors not inconsistent with the listing standards that the Board considers appropriate for effective oversight and decision-making by the Board. The Board believes that a substantial majority of the Board should be independent and takes this belief into consideration in evaluating potential nominees for election as directors.

(c) Affirmative Determination of Independence. The Board will affirmatively determine annually and as frequently as required by the listing standards, whether each director designated as independent has any material relationship with the Company (either directly or indirectly as a partner, shareholder or officer of, or by having a financial interest in, an organization that has a relationship with the Company) that may interfere with the exercise of such director's independence from management and the Company. The Company will disclose in the proxy statement for each annual meeting of shareholders the specific categories or types of relationships

considered by the Board. The Board has adopted Director Independence Standards to assist the Board in making determinations of independence and will disclose if a director meets or fails to meet these standards. These standards will be posted on the Company's website and the location of such posted standards will be published in the proxy statement for each annual meeting of shareholders. Directors are expected to inform the Board promptly of any material changes in their circumstances or relationships that may impact their designation by the Board as independent.

(d) Management Directors. The Board anticipates that the Company's CEO will be nominated to serve on the Board. Other executives may also be considered by the Board for nomination to serve on the Board.

(e) Selection of Chair and Lead Independent Director. The Board will periodically appoint a Chair of the Board and may appoint a Vice Chair of the Board. The independent directors of the Board shall decide, based on the Company's needs at any particular time based upon the then-existing facts and circumstances, whether it is appropriate for the Company to have separate or combined Chair and CEO roles. At all times while the Chair is not independent, the independent directors, by the affirmative vote of a majority of all independent directors, will designate one of the independent directors to serve as the Lead Independent Director. The Lead Independent Director, if one is designated, shall have the following responsibilities and authority:

(i) to preside at all meetings of the Board at which the Chair (and Vice Chair, if one has been appointed) is not present, including executive sessions of the independent directors;

(ii) to serve as liaison between the Chair and independent directors;

(iii) to approve, in consultation with the Chair, the information to be sent to the Board and the meeting agendas for the Board;

(iv) to approve, in consultation with the Chair, the meeting schedules for the Board to assure that there is sufficient time for discussion of all agenda items;

(v) to call meetings of the independent directors;

(vi) to facilitate discussion among the independent directors on key issues and concerns outside of full meetings of the Board;

(vii) to ensure that he or she is available, when appropriate, for consultation and direct communication with major shareholders, if requested, consistent with the Company's policies regarding shareholder communications;

(viii) to provide timely feedback from executive sessions of the independent directors to the CEO or other members of senior management as appropriate, it being understood that the Lead Independent Director will have the primary, but not exclusive, responsibility to provide such feedback;

(ix) together with the chair of the Compensation Committee (or the chair of the Nominating and Governance Committee if the same individual is serving as Lead Independent

Director and chair of the Compensation Committee), to play a key role in the annual CEO evaluation process;

(x) together with the chair of the Nominating and Governance Committee (or the chair of the Compensation Committee if the same individual is serving as Lead Independent Director and chair of the Nominating and Governance Committee), to play a key role in the Board's annual self-evaluation process and related matters;

(xi) to guide and play a key role in the CEO succession planning process; and

(xii) such other responsibilities and authority as the Board may determine from time to time.

The designation of a Lead Independent Director is not intended to inhibit communication among the directors or between any of them and the Chair. Accordingly, the directors are encouraged to communicate among themselves and directly with the Chair.

The Lead Independent Director will serve a one-year term that will generally commence on the date of the Company's annual meeting of shareholders. The Board will annually review its leadership structure to help ensure effective guidance to, and oversight of, management. The Lead Independent Director may be removed from the position by the affirmative vote of a majority of all independent directors.

(f) Selection of Board Nominees. The Board has overall responsibility for the selection of candidates for nomination or appointment to the Board. The Nominating and Governance Committee will evaluate and recommend director candidates to the Board for nomination or appointment. The Board will determine the individuals to be nominated to serve on the Board for election by shareholders at each annual meeting of shareholders and to be appointed to fill vacancies on the Board based upon the recommendation of the Nominating and Governance Committee. Nominations of individuals to serve on the Board may also be submitted to the Company by its shareholders, subject to the requirements for shareholder nominations for director set forth in the Company's By-Laws and other applicable laws. The Nominating and Governance Committee will review all candidates in the same manner, regardless of the source of the recommendation.

(g) Board Membership Criteria. The Board's policy is to encourage the selection of directors and director nominees who will contribute to the Company's overall corporate goals, including: responsibility to its shareholders, industry leadership, customer success, positive working environment, and integrity in financial reporting and business conduct. The Board, based on the recommendation of the Nominating and Governance Committee, will select nominees for the position of director after considering the following criteria:

(i) demonstrated ability and sound judgment that usually will be based on broad experience;

(ii) personal qualities and characteristics, accomplishments and reputation in the business community or in the individual's profession, professional integrity, educational background, business experience and related experience;

(iii) willingness to objectively appraise management performance;

(iv) giving due consideration to potential conflicts of interest, current knowledge and contacts in the markets in which the Company does business and in the Company's industry or other industries relevant to the Company's businesses;

(v) ability and willingness to commit adequate time to Board and committee matters, including attendance at Board meetings, committee meetings and annual shareholders meetings; the number of other boards of which the individual nominee is a member;

(vi) compatibility of the individual's experience, qualifications, attributes or skills and personality with those of other directors and potential directors in building a Board that is effective, collegial and responsive to the needs of the Company and the interests of its shareholders; and

(vii) ability to add to the Board's diversity of viewpoints, background, experience, and personal characteristics, including age, gender and racial and ethnic minority status. The Board is committed to including women and other persons of diverse backgrounds in candidate pools when seeking new members of the Board. However, nomination of a candidate is not based solely on these factors.

(h) Director Succession Planning. In planning for Board succession, the Board and the Nominating and Governance Committee, from time to time, will review the experience, qualifications, attributes and skills appropriate for Board members and director candidates in light of the Board's composition at the time and the experience, qualifications, attributes and skills needed for effective operation of the Board and its committees.

(i) Term Limits; Retirement; Change in Status; Other Directorships; Communications.

(i) No Term Limits. The Board does not impose term limits because the Board believes term limits could unnecessarily interfere with the continuity, diversity, developed experience and knowledge and long-term outlook of the Board. As an alternative to strict term limits, the Board, based on recommendations of the Nominating and Governance Committee, will annually review the prior service of a director who is eligible to be re-nominated for Board membership, including an assessment of individual director performance, attendance at meetings, length of service, number of other public company boards on which the individual serves, the composition and needs of the Board at that time, and other relevant factors. The Board believes these practices are appropriate and adequate to ensure director objectivity and Board refreshment.

(ii) Retirement Policy. The Board has established a mandatory retirement age for directors. No person having attained the age of 75 years shall be appointed, re-appointed, nominated or stand for election or re-election as a director. Any director who turns age 75 while serving as a director may continue to serve as a director for the remainder of his or her then current term.

(iii) Change in Status. Any director who is also an employee of the Company will promptly offer to tender his or her resignation as director upon retirement, resignation or

termination of employment from the Company. A non-employee director will promptly offer to tender his or her resignation upon a change in his or her employment status, employer or primary job responsibility since last elected or appointed to the Board. The Board does not believe that such directors should necessarily leave the Board. The Board, in consultation with the Nominating and Governance Committee, will determine, on a case-by-case basis, whether the director's continued Board membership under the new circumstances is in the best interests of the Company and its shareholders, free from conflicts of interest and otherwise appropriate.

(iv) Other Directorships. The Board values the experience directors bring from other boards on which they serve but recognizes that individuals should limit the number of boards on which they serve so they can give proper attention to their responsibility to each board. The Nominating and Governance Committee shall consider the number of other boards on which a prospective nominee serves. The Board believes that directors should simultaneously serve on no more than three public company boards in addition to the Company, or in the case of a director who is an executive officer of a public company, no more than one public company board in addition to the Company, with consideration given to public company leadership roles and outside commitment of directors. The Board also believes that no director should serve as a member of the Audit Committee of the Company if such director serves on the audit committees of more than two other public companies unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Audit Committee of the Company and discloses this determination in the Company's annual proxy statement or on the Company's website. Each director is expected to notify the Chair of the Board, the Lead Independent Director (if one is designated), the chair of the Nominating and Governance Committee and the Secretary of the Company, as far in advance as is reasonably practicable under the circumstances, in advance of accepting any additional public company directorship or audit committee assignment. If deemed necessary by the Chair of the Board, the Lead Independent Director (if one is designated) or the chair of the Nominating and Governance Committee, following consultation with the director providing such notice, the Nominating and Governance Committee will review the potential additional directorship or audit committee assignment for the director providing such notice. In such circumstance, the director should not accept such service until being advised by the Chair of the Nominating and Governance Committee that service on such other board or audit committee is acceptable. Each director also is expected to notify the Chair of the Board, the Lead Independent Director (if one is designated), the chair of the Nominating and Governance Committee and the Secretary of the Company in advance of his or her decision to accept any additional private company directorship and any additional not-for-profit/charitable board or similar position. To avoid any potential conflict of interest, each director also is expected to refrain from serving as a director of any company that competes with the Company or that will create an interlocking directorship relationship (e.g., the director is employed as an executive officer of another company where any of the Company's executive officers serve on that company's board of directors). The Nominating and Governance Committee shall conduct an annual review of director commitment levels and confirm that each director is in compliance.

(v) Communications with Independent Directors. The Board will maintain procedures for interested parties to communicate with the independent directors. These procedures will be published in the proxy statement for each annual meeting of shareholders and are posted on the Company's website. The Audit Committee will maintain procedures for parties to communicate complaints or concerns regarding accounting, internal accounting controls or

auditing matters, financial reporting matters, or other matters relating to actual or alleged violations of any law, rule or regulation relating to securities or to fraud against shareholders. These procedures will be posted on the Company's website.

IV. BOARD COMPENSATION.

(a) Compensation of Directors. The Board, through the Nominating and Governance Committee, will review or request management or outside consultants (retained by or at the direction of the Nominating and Governance Committee) to review and report to the Nominating and Governance Committee with respect to appropriate compensation policies or changes in compensation policies for the directors serving on the Board and its committees. This review may consider director compensation practices of comparable public companies, contributions to the Board, time commitments expected for Board and committee service, and other appropriate factors. The Board believes that equity-based compensation is an important component of director compensation and further aligns the director's interests with those of the Company's shareholders. The Nominating and Governance Committee will review director compensation at least annually and recommend changes, if any, to the Board for consideration and approval. Directors who are employees of the Company or any of its subsidiaries or affiliates shall not receive any compensation for their services as directors.

(b) Stock Ownership Guidelines. The Board believes that significant stock ownership by directors and officers further aligns their interests with the interests of the Company's shareholders. Accordingly, the Board has established Stock Ownership Guidelines for non-employee directors, based on the recommendation of the Nominating and Governance Committee, and for officers, through the Compensation Committee. The Stock Ownership Guidelines call for each covered person to own a number of qualifying shares of the Company's stock having a minimum value as specified in the Stock Ownership Guidelines from time to time. Non-employee directors are expected to own the threshold amount within five years after election or appointment to the Board, and officers can accumulate ownership of the threshold amount over a five-year period from the date of hire or promotion into a covered position. The Board may revise the Stock Ownership Guidelines from time to time to reflect legal, business or other developments warranting a change. The terms of the current Stock Ownership Guidelines will be disclosed in the proxy statement for each annual meeting of shareholders.

(c) Hedging and Trading Restrictions. The Company's insider trading policy prohibits directors, employees and certain of their family members from: (i) purchasing or selling any type of security, whether issued by the Company or another company, while such person is aware of material non-public information relating to the issuer of the security; or (ii) providing material non-public information to any person who may trade while aware of such information. This policy also prohibits directors and officers from engaging in short sales with respect to the Company's securities or entering into puts, calls or other "hedging," "derivative" or similar transactions with respect to the Company's securities. Trades by directors and executive officers in the Company's securities must be pre-cleared by the Company's General Counsel or his or her staff.

(d) Margin Accounts and Pledged Securities. It is the Company's policy that directors and officers (as defined under Section 16 of the Securities Exchange Act of 1934, as amended) are prohibited from holding or purchasing Company securities on margin or in a margin account or

otherwise pledging Company securities as collateral for margin accounts, loans or for any other purpose. Use of “cashless exercise” procedures by directors and officers to exercise stock options granted by the Company is not prohibited by this policy if such exercise complies with the Company’s insider trading policy and other relevant policies.

V. BOARD MEETINGS; ACCESS TO MANAGEMENT AND ADVISORS.

(a) Scheduling of Full Board Meetings and Committee Meetings. The Board meeting schedule and agenda are developed with direct input from directors. Meeting lengths vary as business and discussion dictate. It is understood that the Board may determine that conditions exist that make virtual (video or telephonic) meetings more advisable than in person meetings. In such circumstances, or for meetings between regular meetings or to address significant issues, directors may participate in Board meetings by means of video conference, 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.

During each fiscal year, the Board will meet as frequently as it may determine necessary or appropriate in light of the circumstances. Without limiting the foregoing, the Board shall endeavor to hold not less than four regular meetings a year and special meetings as required or appropriate in light of the needs of the Company. In consultation with each committee chair and the Lead Independent Director (if one is designated), the Chair will recommend a meeting schedule (including frequency and length of meeting) for the Board and meeting schedules for the committees for the next two or more years. The schedule will be reviewed by the Nominating and Governance Committee and the Lead Independent Director (if one is designated) and then presented to the full Board for approval. Further meetings may be called by the Chair of the Board, the Lead Independent Director (if one is designated) or a majority of the Board. The Board may also act by unanimous written consent in lieu of a meeting.

(b) Executive Sessions of Directors. To ensure free and open communication among the independent directors of the Board, at each regularly scheduled Board meeting the independent directors should hold executive sessions without non-employee directors who are not independent under the listing standards, management directors or management present for such purposes as the independent directors consider to be appropriate. The independent directors may invite the Company’s independent auditors, legal counsel, other consultants or advisors, finance staff and other employees to attend portions of these executive sessions. The Lead Independent Director (if one is designated), the chair of any standing committee of the Board and the full Board each separately may require the Board to meet in executive sessions to discuss sensitive matters with or without distribution of written materials.

(c) Agenda. The Board shall be responsible for its agenda. The Chair of the Board, in consultation with the Lead Independent Director (if one is designated), the CEO and the Secretary of the Company, will have primary responsibility for suggesting the specific agenda for each meeting and arranging for the agenda to be sent in advance of the meeting to the directors along with appropriate written information and background materials. Each committee chair and individual director is encouraged to suggest specific items for inclusion on the agenda. It is expected that the Board will conduct a strategic planning session with the CEO and other executive officers at least once a year.

(d) Access to Management and Information. The Company's management will afford each Board member and each committee full and free access to the Company's management and employees and the independent auditors, legal counsel and other professional advisors for any purpose reasonably related to the Board's or committee's responsibilities. Each director is entitled to: (i) inspect the Company's books and records and obtain such other data and information as the director may reasonably request; and (ii) inspect facilities and interact with business units as reasonably appropriate for understanding the Company's operations and performing director duties.

(e) Meeting Materials Distributed in Advance. Each director is entitled to receive notice of all meetings in which a director is entitled to participate and copies of all Board and committee meeting minutes. Information and data that is important to the business and/or that relate to items expected to be discussed or acted upon by the Board at a meeting will be distributed to the Board before the Board meets, to permit directors to review and prepare for discussion, to the extent advance distribution is necessary or practicable. The Board intends that this information be understandable, organized and distributed in a timely manner to allow for meaningful review.

Unless a committee expressly determines otherwise, the agenda, materials and minutes for each committee meeting shall be available to all directors and all directors shall be free to attend any committee meetings (except for meetings or portions of any meetings in which a director is deemed to have a conflict of interest).

(f) Independent Inquiries and Advisors. The Board is authorized to conduct investigations and to retain, at the expense of the Company, independent legal, accounting, investment banking or other professional advisors selected by the Board for any matters reasonably relating to the purposes or responsibilities of the Board.

VI. BOARD COMMITTEES.

(a) Committees. The standing committees of the Board are: the Audit Committee; Compensation Committee; Finance Committee; Innovation and Cyber Committee and Nominating and Governance Committee. The Board may, from time to time, establish additional committees or ad hoc committees, subject to compliance with applicable law and applicable listing standards, and dissolve or otherwise reconfigure existing committees or ad hoc committees.

(b) Committee Member Selection. In designating, appointing and approving any committee member or chair of a committee, the Board will consider the recommendations of the Nominating and Governance Committee and will endeavor to match the committee's function and needs for expertise with individual experience, qualifications, attributes and skills of the appointees to the committee. Each member of the Audit, Compensation, Finance, Innovation and Cyber, and Nominating and Governance Committees will be independent as defined in the applicable listing standards, laws and regulations and, in the case of the Audit Committee and the Compensation Committee, each member will also satisfy any additional eligibility requirements under rules and regulations of the Securities and Exchange Commission ("SEC") applicable to such committees. The required qualifications for the members of each committee shall be set out in the respective committee's charter.

(c) Committee Functions. Each of the standing Board committees will have a written charter approved by the Board in compliance with applicable listing standards, laws and regulations. The number and content of committee meetings and means of carrying out committee responsibilities will be determined by each committee in light of the committee's charter, the authority delegated by the Board to the committee, and legal, regulatory, accounting or governance guidelines applicable to that committee's function. The chair of each committee, in consultation with the Lead Independent Director (if one is designated), appropriate members of the committee and management, will develop and approve the committee's agenda. The Company's management will afford access to the Company's employees, professional advisors and other resources, if needed, to enable committee members to carry out their responsibilities.

VII. BOARD MEMBER RESPONSIBILITIES.

(a) Director Responsibilities.

(i) Generally. The core responsibility of the Board is to exercise its fiduciary duty to act in the best interests of the Company and its shareholders. A director is expected to discharge his or her director duties, including duties as a member of a committee on which the director serves, in good faith, in a manner the director reasonably believes to be in the best interests of the Company and its shareholders and in compliance with applicable laws and regulations.

(ii) Disclose Relationships. Each independent director is expected to disclose promptly to the Board any existing or proposed relationships with the Company (other than service as a Board member or on Board committees) which could affect the independence of the director under applicable listing standards, laws and regulations or any additional standards as may be established by the Board from time to time or create an actual or potential conflict of interest, including direct relationships between the Company and the director and his or her family members, and indirect relationships between the Company and any business or nonprofit entity or organization in which the director is a general partner, controlling shareholder, officer, manager, or trustee or is materially financially interested.

(iii) Reporting and Compliance Systems. Based on information available to the director, each director should be satisfied that management maintains an effective system for timely reporting to the Board or appropriate Board committees on the following: (A) the Company's financial and business plans, strategies and objectives; (B) the recent financial results and condition of the Company and its business segments; (C) significant accounting, regulatory, competitive, litigation and other external issues affecting the Company; and (D) systems of control which promote accurate and timely reporting of financial information to shareholders and compliance with applicable listing standards laws, regulations and corporate policies. Based on information furnished by management or otherwise available to the Board, each director is expected to have a basic understanding of the foregoing matters.

(iv) Attendance and Preparation. Board members are expected to devote sufficient time and attention to prepare for, attend and participate in Board meetings and meetings of committees on which they serve, including advance review of meeting materials that may be circulated prior to each meeting. In the absence of unavoidable conflict, all Board members are also expected to attend each annual meeting of shareholders. SEC rules require disclosure in the

Company's proxy statement of the number of Board members that attended the prior year's annual meeting of shareholders and any director who fails to attend during the last full fiscal year 75% of the aggregate total number of meetings of the Board and committees on which the director served.

(v) Reliance on Management and Outside Advisors. In discharging responsibilities as a director, a director is entitled to rely in good faith on reports, opinions or other information provided by management, independent auditors, legal counsel, other consultants and advisors, and other persons as to matters the director reasonably believes to be within such other person's professional or expert competence and who have been selected with reasonable care by or on behalf of the Company.

(vi) Confidentiality. The proceedings and deliberations of the Board and its committees are confidential. Each director shall maintain the confidentiality of information received in connection with his or her service as a director.

(b) Compliance with Code of Conduct and Ethics. The Company maintains a Code of Conduct which sets forth the Company's commitment to integrity and ethical behavior in all aspects of its business activity. The Code of Conduct is applicable to all of the Company's directors, officers and employees, all of whom are required to periodically verify their awareness of, and compliance with, the Code of Conduct. The Audit Committee has oversight responsibility for the Code of Conduct. Each member of the Board shall at all times exhibit high standards of integrity and ethical behavior and shall adhere to the applicable Company policies concerning integrity and ethical behavior, including the Company's Code of Conduct. In addition, directors must avoid any conflict between their own interests and the interests of the Company in dealing with suppliers, customers and other third parties, and in the conduct of their personal affairs.

(c) Transactions Affecting Director Independence. Without the prior approval of a majority of disinterested members of the full Board or an appropriate committee, the Company will not make significant charitable contributions to organizations in which a director or a family member of the director is affiliated, enter into consulting contracts with (or otherwise provide indirect forms of compensation to) a director, or enter into any relationships or transactions (other than service as a director and Board committee member) between the Company and the director (or any business or nonprofit entity or organization in which the director is a general partner, controlling shareholder, officer, manager, trustee or materially financially interested), except such as would be deemed immaterial under the Company's Director Independence Standards. Notwithstanding the foregoing, to the extent required to comply with SEC rules or applicable listing standards, no member of the Audit Committee will be an affiliated person of the Company or receive any direct or indirect compensatory fees from the Company other than for service as a director and on committees on which the individual serves.

(d) Orientation and Continuing Education. The Board and the Nominating and Governance Committee are expected to periodically review appropriate policies and procedures for providing orientation sessions for newly elected or appointed directors. Orientation shall include background material on the Company, its business plans, legal affairs and risk profile, as well as other areas relevant to their service on the Board, meetings with senior management, and the opportunity to visit the Company's significant facilities. Directors are expected to keep current on issues affecting the Company and its industry and on developments with respect to their general

responsibility as directors. The Board and the Nominating and Governance Committee are also expected to recommend on an as-needed basis continuing director education programs for Board or committee members.

VIII. CEO AND MANAGEMENT SUCCESSION PLANNING.

(a) CEO Succession Planning. At least annually, the Board, in consultation with the Compensation Committee, shall review a succession plan addressing the policies and principles for selecting a successor to the CEO, both in an emergency situation or retirement and in the ordinary course of business. The succession plan should include an assessment of the experience, performance, skills, attributes and planned career paths for possible successors to the CEO.

(b) Management Succession Planning. At least annually, the CEO will review with the Board or Compensation Committee management succession and development plans for executive officers.

IX. CEO EVALUATION AND EXECUTIVE COMPENSATION.

(a) Evaluating and Approving Compensation for the CEO. The Board, acting through the Compensation Committee, will annually review and evaluate the performance of the CEO and the Company against the Company's goals and objectives and, acting through the independent directors, upon advice or with the assistance of the Compensation Committee, will approve the compensation and incentives of the CEO.

(b) Evaluating and Approving Compensation of Executive Officers. The Board, acting through the Compensation Committee, has the responsibility to approve overall compensation policies applicable to executive officers.

X. MANAGEMENT RESPONSIBILITIES.

(a) Financial Reporting and Legal Compliance. While the Board has an oversight function, the Company's management has the primary responsibility for (i) preparing financial statements which accurately and fairly present the Company's financial results and condition and (ii) maintaining systems, procedures and corporate culture which comply with legal and regulatory requirements and foster the ethical conduct of the Company's business.

(b) Corporate Communications. Management has the primary responsibility to establish policies concerning the Company's communications with investors, shareholders, the press, customers, suppliers and employees. The CEO and designated management speak for the Company. Inquiries to directors from the press, shareholders or others shall be referred to the CEO for response.

(c) Communication of Corporate Governance Guidelines and Charters. As required by applicable listing standards, management will ensure that the Company's website includes a copy of these Guidelines, the charters of the Audit, Compensation, Finance, Innovation and Cyber, and Nominating and Governance Committees and, if applicable, other standing committees of the Board, and the Company's Code of Conduct. Management will also include in the Company's

annual report to shareholders statements to the effect that this information is available on the Company's website and in print to any shareholder who requests it.

(d) Outside Directorships of CEO and Other Executive Officers. The CEO and other executive officers' first obligation is to the Company, but it is recognized that service on outside public company boards of directors may be beneficial. The CEO and other executive officers will advise the Board in advance of his/her desire to accept a position on another public company board. The Board, based on the recommendation of the Nominating and Governance Committee, will decide if such a directorship is appropriate.

XI. EVALUATION OF BOARD PERFORMANCE.

The Board, acting through the Nominating and Governance Committee, shall conduct a self-evaluation at least annually to assess whether the Board is functioning effectively. The Board and the Nominating and Governance Committee shall consider the Board's role, relations with management, composition and meetings as part of this process. The assessment is conducted to help ensure the Board and its committees are effective and productive and to identify opportunities for improvement and needs.

Each committee of the Board shall conduct a self-evaluation at least annually and report the results to the Board. Each committee's self-evaluation should compare the performance of the committee with the requirements of its written charter.

XII. ELECTION OF DIRECTORS AND DIRECTOR RESIGNATION POLICY.

The Company has a majority voting standard for the election of directors in an uncontested election and a plurality voting standard for the election of directors in a contested election. Any nominee in an uncontested election who receives a greater number of "against" votes than "for" votes shall promptly offer to tender his or her resignation following certification of the vote. A contested election shall be an election for which (a) the Secretary of the Company receives a notice in compliance with the applicable requirements for shareholder nominations for director set forth in the Company's By-Laws and (b) such proposed nomination has not been withdrawn by such shareholder on or prior to the tenth day preceding the date the Company first sends its notice for such meeting to the shareholders. The Nominating and Governance Committee shall consider the resignation offer and shall recommend to the Board the action to be taken. Any director whose resignation is under consideration shall not participate in the Nominating and Governance Committee recommendation regarding whether to accept the resignation. The Board shall take action on the offer of resignation, taking into account the Nominating and Governance Committee's recommendation and any other facts and circumstances it deems relevant, within 90 days following certification of the vote, unless such action would cause the Company to fail to comply with applicable listing standards or any rule or regulation promulgated under the Securities Exchange Act of 1934, as amended, in which event the Company shall take action as promptly as is practicable while continuing to meet such requirements. The Board will promptly disclose its decision and the reasons therefor in a press release, in a filing with the SEC or by other public announcement, including a posting on the Company's website.

XIII. REVIEW OF THESE GUIDELINES.

The Nominating and Governance Committee shall review these Guidelines at least annually and recommend any changes to the Board, as appropriate.

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Revised by the Board on February 23, 2024