



L3HARRIS™

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

I. ROLE OF THE BOARD

The Board of Directors (the “Board”), on behalf of L3Harris Technologies, Inc. (the “Company”) and its shareholders, provides oversight of, and general direction to, the Company with the goal of creating sustainable, long-term shareholder value. The Board oversees a number of areas, including long-term strategic and financial plans and objectives, risk management, including cyber risks, significant corporate actions and the Company’s financial position, capital structure and asset management, innovation and technology, internal controls and other compliance processes to maintain the integrity of the financial and non-financial information, and through the selection of management and evaluation of its performance. The Company’s Restated Certificate of Incorporation, By-Laws, committee charters and these Corporate Governance Guidelines outline additional responsibilities of the Board and its committees.

II. COMPOSITION & LEADERSHIP

(a) Size of the Board. The Board will periodically review the appropriate size of the Board based on relevant factors, including facilitation of director input and substantive discussions in which each director can meaningfully participate.

(b) Independent Directors. At least two-thirds of the Board will meet the director independence standards set forth in the New York Stock Exchange listing standards, as amended from time to time (the “listing standards”), and any other standards adopted by the Board, consistent with the listing standards. The Board will consider that a substantial majority of the Board should be independent when evaluating potential director nominees.

(c) Affirmative Determination of Independence. The Board will affirmatively determine independence at least annually and as required by the listing standards. 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. 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) Selection of Chair and Lead Independent Director. The independent directors of the Board shall decide, based on the Company’s needs at any particular time considering the then-existing facts and circumstances, whether it is appropriate for the Company to have separate or

combined Chair and CEO roles. When the Chair is not independent, the independent directors, by affirmative majority vote, will designate one of the independent directors to serve as the Lead Independent Director with the following responsibilities and authority:

- (i) to preside at all meetings of the Board at which the Chair (and Vice Chair, if 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, information sent to the Board and Board meeting agendas;
- (iv) 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 consult and communicate directly, as appropriate, with major shareholders, if requested, consistent with Company shareholder communications policies;
- (viii) to provide timely feedback from executive sessions of the independent directors to the CEO or other appropriate members of management, it being understood that the Lead Independent Director will have primary, but not exclusive, responsibility to provide feedback;
- (ix) 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 CEO evaluation;
- (x) 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.

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, directors are encouraged to communicate among themselves and directly with the Chair.

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

(e) Selection of Board Nominees. The Board selects candidates for nomination or appointment to the Board based upon the recommendation of the Nominating and Governance Committee. Shareholders may nominate individuals to serve on the Board, subject to the Company's By-Laws and other applicable laws. The Nominating and Governance Committee reviews all candidates in the same manner, regardless of the source of the recommendation.

(f) 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, usually 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) potential conflicts of interest, current knowledge of and contacts in the markets in which the Company does business, 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 and the number of other boards and board positions held;

(vi) compatibility of experience, qualifications, attributes, skills and personality with the 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 different viewpoints, backgrounds and experiences.

(g) 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 directors 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.

(h) Term Limits, Retirement, Status Change, Other Directorships; Communications.

(i) No Term Limits. The Board does not impose term limits because it believes term limits could unnecessarily interfere with the continuity, developed experience, and knowledge and long-term outlook of the Board. To ensure director objectivity and Board

refreshment, the Board, based on recommendations of the Nominating and Governance Committee, will annually review the prior service of a director eligible to be re-nominated for Board membership, including an assessment of individual performance, attendance at meetings, length of service, other directorships, the composition and needs of the Board at that time, and other relevant factors.

(ii) Retirement Policy. No person age 75 or older shall be appointed, nominated or stand for 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) Status Change. A director who is a Company employee will promptly offer to resign as director upon retirement, resignation or termination of employment from the Company. A non-employee director will promptly offer to resign upon a change in employment status, employer or primary job responsibility since last elected or appointed to 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 such service to give proper attention to their responsibility to each board. 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 commitments. 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 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, the Lead Independent Director, the chair of the Nominating and Governance Committee and the Secretary, as far in advance as is reasonably practicable under the circumstances, before accepting any additional public company directorship or audit committee assignment. If deemed necessary by the Chair, the Lead Independent Director or the chair of the Nominating and Governance Committee, following consultation with the director, the Nominating and Governance Committee will review the potential additional directorship or audit committee assignment. The director should not accept such service until being advised by the chair of the Nominating and Governance Committee that such service is acceptable. Each director also is expected to notify the Chair, the Lead Independent Director, the chair of the Nominating and Governance Committee and the Secretary in advance of a decision to accept any additional private company directorship. To avoid any potential conflict of interest, each director 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 Company's annual proxy statement and are posted on the Company's website.

III. 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 Board and committee service. 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. 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 and 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 terms of the current Stock Ownership Guidelines will be disclosed in the Company's annual proxy statement.

IV. BOARD MEETINGS, ACCESS TO MANAGEMENT AND ADVISORS

(a) Scheduling of Full Board Meetings and Committee Meetings. 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, 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 and presented to the Board for approval.

(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-independent directors or management present for such purposes as the independent directors determine. 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, the Chair and chair of any standing committee of the 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, in consultation with the Lead Independent Director, the CEO and the Secretary, will have primary responsibility for suggesting the specific agenda for each meeting and arranging for the agenda to be sent before 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 the agenda. The Board expects to conduct a strategic planning session with the CEO and other executive officers at least annually.

(d) Access to Management and Information. Each director and committee will have full and free access to the Company's management and employees, 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 reasonably requested; and (ii) inspect facilities and interact with business units as reasonably appropriate for understanding the Company's operations and Board duties.

(e) Meeting Materials Distributed in Advance. Each director is entitled to receive copies of all Board and committee meeting minutes. Information and data that is important to the business and/or relates to items expected to be discussed or acted upon by the Board will be distributed to the Board before meeting to permit directors to review and prepare for discussion, as necessary or practicable. The Board intends that this information be understandable, organized and timely distributed 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 related to the purposes or responsibilities of the Board.

V. DIRECTOR RESPONSIBILITIES

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, 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.

(a) Relationships. Each independent director is expected to promptly disclose any existing or proposed relationships with the Company which could affect the independence of the director under applicable listing standards, laws and regulations, the Director Independence Standards or any other standards as established by the Board.

(b) 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) controls to 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, each director is expected to have a basic understanding of the foregoing matters

(c) Attendance and Preparation. Directors are expected to devote sufficient time and attention to prepare for, attend and participate in Board and committee meetings, including advance review of meeting materials. In the absence of unavoidable conflict, all directors are also expected to attend each annual meeting of shareholders.

(d) 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.

(e) 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 service as a director.

(f) Compliance with Code of Conduct and Ethics. The Company maintains a Code of Conduct and ethics program, overseen by the Board and its committees, applicable to the Company's directors, officers and employees, who are required to periodically verify their awareness thereof, and compliance therewith. 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. 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.

(g) 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 enter into a transaction that would qualify as a Related Person Transaction under the Company's Policy and Procedures with Respect to Related Person Transactions.

(h) 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 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 continuing director education programs on an as-needed basis.

VI. CEO AND MANAGEMENT SUCCESSION

(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.

VII. CEO EVALUATION AND EXECUTIVE COMPENSATION

(a) CEO Evaluation and Compensation. 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) Executive Officer Evaluation and Compensation. The Board, acting through the Compensation Committee, has the responsibility to approve overall compensation policies applicable to executive officers.

VIII. 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. Directors shall refer inquiries from the press, shareholders or others to the CEO.

(c) Outside Directorships of CEO and Other Executive Officers. The CEO and other executive officers' first obligation is to the Company, but service on outside public company boards of directors may be beneficial. The CEO and other executive officers will advise the Board in advance of any 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.

IX. 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.

X. ELECTION OF DIRECTORS AND DIRECTOR RESIGNATION POLICY

The Company has a majority voting standard for the election of directors in uncontested elections and a plurality voting standard for the election of directors in contested elections. Any nominee in an uncontested election who receives a greater number of "against" votes than "for" votes shall promptly offer to resign following certification of the vote. A contested election shall be an election for which (a) the Secretary 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.

XI. REVIEW OF THESE GUIDELINES

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

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