



**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 recommend to the Board for approval by the independent directors of the Board the compensation of the Chief Executive Officer (“CEO”) and to determine the compensation of the other Executive Officers within the meaning of Securities and Exchange Commission (“SEC”) Rule 3b-7;
2. prepare the report on executive compensation required by Item 407(e)(5) of Regulation S-K (the “Committee Report”); and
3. oversee other compensation matters for the Board.

**II. MEMBERSHIP**

The Committee shall be comprised of members of the Board who otherwise meet the independence requirements of the New York Stock Exchange listing standards and are “Non-Employee Directors” under SEC Rule 16b-3 (each such member of the Board, an “Independent Director”). Members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Governance Committee and shall serve at the pleasure of the Board.

**III. DUTIES AND RESPONSIBILITIES**

To carry out its purposes, the Committee shall have the following duties and responsibilities:

1. With respect to CEO and Executive Officer compensation:
  - (i) Approve management agreements with Executive Officers (except the CEO) and recommend management agreements with the CEO for approval by the Independent Directors;
  - (ii) Oversee compensation philosophy, objectives, elements, policies and practices;

- (iii) Review and approve executive compensation and other compensation programs overseen by the Board, either as a Committee or together with the Independent Directors;
  - (iv) Annually review and approve corporate goals and related targets and objectives relevant to the CEO's compensation, evaluate the CEO's performance against the approved targets and objectives and, together with the Independent Directors, determine and approve the CEO's compensation based on this evaluation. In determining the long-term incentive component of the CEO's compensation, the Committee's consideration should include 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;
  - (v) 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 of such Executive Officers, under annual salary, bonus, cash and equity incentive, and perquisites as approved for participation by Executive Officers, considering the recommendations of the CEO;
  - (vi) Review, at least annually, and oversee management's assessment of whether risks arising from compensation policies and practices are reasonably likely to have a material adverse effect on the Company; and
  - (vii) Oversee and administer any compensation "clawback" policy.
2. With respect to reporting and recommendations or other matters:
- (i) Review and discuss the Compensation Discussion and Analysis with management and produce the Compensation Committee Report based on such review and discussion;
  - (ii) Consider the results of shareholder advisory votes on executive compensation in determining compensation policies and decisions;
  - (iii) Periodically review the Company's initiatives relating to workforce representation, retention, and development; and
  - (iv) Report its activities to the Board on a regular basis, including an annual performance evaluation of the Committee.

#### **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 and upon the request of the Chair or a majority of the members of the Committee. The Committee may invite any person to or exclude any person from all or a portion of a meeting of the Committee. The Committee shall also meet periodically in executive sessions without management personnel 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.

Except in extraordinary circumstances as determined by the Chair, notice of any meeting shall be delivered to all Committee members at least forty-eight hours in advance of the meeting time.

## V. DELEGATION

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to: (a) a subcommittee of the Committee, which may be a subcommittee of one or more members; or (b) to the CEO, other Executive Officers or other members of management, subject to such limitations, if any, as set forth in this Charter or any applicable plan and 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”) without seeking approval of the Board or management. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Committee Advisor. The Company shall provide appropriate funding for reasonable compensation to any Committee Advisor or other Committee expenses, as determined by 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 determine whether the Committee Advisor’s work has raised any conflict of interest, taking into consideration all factors relevant to that person’s independence from management, including the following factors:

- provision of other services to the Company by the person employing the Committee Advisor;
- 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;
- 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 Committee member;
- 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.

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