



**L3Harris Technologies, Inc.
Nominating and Governance Committee
Of the Board of Directors**

CHARTER

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 individuals qualified to serve as Board and Board committee members consistent with criteria approved by the Board;
2. oversee, and make recommendations to the Board with respect to, the Company’s corporate governance, including “Corporate Governance Guidelines”; and
3. establish procedures for, and exercise oversight of, the evaluation of the Board, its committees and management.

This Charter (this “Charter”) is subject to the Company’s Restated Certificate of Incorporation and By-Laws, both of which take precedence over this Charter.

II. COMMITTEE MEMBERSHIP

The Committee shall be comprised of members of the Board who meet the independence requirements of the New York Stock Exchange listing standards and are “Non-Employee Directors” under SEC Rule 16b-3.

Each member shall be appointed by the Board on the recommendation of the 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 governance matters:*
 - (i) identify individuals be qualified to become Board members and recommend nominees stand for election to the Board. In the case of a Board vacancy (including one created by an increase in the size of the Board), the Committee shall recommend an individual to the Board to fill such vacancy either through appointment by the Board or through election by shareholders. 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 Board recommended by the Company's shareholders;
- (iii) develop, periodically review and recommend to the Board the Company's Director Independence Standards and assess the independence of each Board member and nominee under the the Director Independence Standards and NYSE independence criteria;
- (iv) 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;
- (v) oversee, Board succession and review the composition of the Board and each committee thereof and make recommendations to the Board as to appropriate changes in light of the specific circumstances of the Company;
- (vi) annually recommend directors to the Board to serve on, fill vacancies on and/or serve as chair of any committee of the Board. 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;
- (vii) establish procedures for, and exercise oversight of, the evaluation of the Board, including facilitating an annual self-evaluation process;
- (viii) develop and recommend Corporate Governance Guidelines for Board approval, review the Corporate Governance Guidelines at least annually, monitor trends and evolving practices in corporate governance and recommend any changes to the Board for approval as appropriate;
- (ix) 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;
- (x) oversee proxy statement disclosure in the Company's annual proxy statement regarding director independence and Committee operations;
- (xi) review, with the Compensation Committee as needed, and make recommendations to the Board regarding shareholder proposals and develop and oversee the process for shareholder communication;
- (xii) oversee the operation of the orientation program for new directors and continuing education opportunities for existing directors; and
- (xii) report its activities to Board on a regular basis, including an annual performance evaluation of the Committee.

2. *With respect to environmental, health and safety, charitable, political or other corporate responsibility matters:*
 - (i) oversee: (a) environmental, health and safety programs, (b) charitable, civic, educational and philanthropic activities, (c) 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 accounting or financial matters overseen by the Audit Committee);
 - (ii) recommend appropriate actions to the Board relating to 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
 - (iii) review, monitor and evaluate environmental, social and governance ("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.

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 "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.

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.

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") 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 Advisor. The Company shall provide appropriate funding for reasonable compensation of any Committee Advisor or other

Committee expenses, as determined by the Committee, for payment of compensation to any Advisor retained by 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 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 Advisor;
- 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;
- 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 Committee member;
- 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.

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