



L3HARRIS™

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

I. INTRODUCTION.

Board L3Harris Technologies, Inc. Company
acting on the recommendation of its Nominating and Governance Committee, has developed and
Guidelines
carrying out its responsibilities and to promote the effective functioning of the Board and its
committees.

These Guidelines are subject to the
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 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
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) 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) CEO
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 enterprise risk management process for assessing and mitigating those risks;

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

(h)

(i) overseeing the systems of control which promote accurate and timely reporting of

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 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 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

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 c

(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 industry or other industries relevant to the Company es;

(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) 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)

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

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

otherwise pledging Company securities as collateral for margin accounts, loans or for any other purpose.

granted by the Company is not prohibited by this policy if such exercise complies with the Company

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

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.

(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 responsibility authority delegated by the Board to the committee, and legal, regulatory, accounting or governance chair of each committee, in consultation with the Lead Independent Director (if one is designated), appropriate members of the committee Company will afford access to the Company 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.

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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 are 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 aspects of its business activity. The Code of Conduct is applicable to all of the Company 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 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 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 ((d))JTE@0.00000912 0 612 792 re

