



**HARRIS CORPORATION  
BUSINESS CONDUCT AND CORPORATE RESPONSIBILITY COMMITTEE  
OF THE BOARD OF DIRECTORS  
CHARTER**

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**I. PURPOSES.**

The purposes of the Business Conduct and Corporate Responsibility Committee (“Committee”) of the Board of Directors (“Board”) of Harris Corporation (“Corporation”) are to:

1. assist the Board in fulfilling its responsibilities to oversee and monitor the Corporation’s: (i) business conduct program, (ii) compliance with sound ethical business practices and legal requirements in connection with its government and commercial business generally, and (iii) compliance with the goals and objectives set forth in the Corporation’s and the Board’s Standards of Business Conduct;
2. review and take action as appropriate concerning processes, standards and controls within the Corporation regarding compliance with the Corporation’s and the Board’s Standards of Business Conduct;
3. assist the Board in fulfilling its responsibility to oversee and monitor the Corporation’s policies, procedures and programs with respect to environmental, health and safety matters;
4. review and monitor the Corporation’s support of charitable, civic, educational and philanthropic contributions and activities, directly or through the Harris Foundation or otherwise; and
5. review and take action as appropriate concerning strategic issues and trends relating to corporate citizenship and responsibility, including social, political and public policy that may have an impact on the Corporation’s operations, financial performance or public image.

**II. MEMBERSHIP.**

The Committee shall be comprised of not less than three members of the Board, each of whom the Board has determined have no material relationship with the Corporation and each of whom is otherwise “independent” under the rules of the New York Stock Exchange.

The members of the Committee shall be appointed by the Board on the recommendation of the Corporate Governance Committee and shall serve at the pleasure of the Board and for such term or terms as the Board may determine, or until their earlier resignation, death, or removal by the Board.

### **III. DUTIES AND RESPONSIBILITIES.**

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

1. oversee the goals and objectives of the Corporation's business conduct program consistent with sound business practices and legal requirements applicable to the Corporation including the content of, and revisions to, the Corporation's and the Board of Directors' Standards of Business Conduct;
2. review audits and investigative results concerning compliance with the business conduct program, including reports from the Vice President-General Counsel, Director of Business Conduct, and Director of Internal Audit, as appropriate;
3. consult with such advisors, consultants or experts, as it deems appropriate, including the Corporation's Vice President-General Counsel, Director-Internal Audit, Director of Business Conduct or Director of Environmental, Health and Safety in matters relating to the Company's business conduct program or environmental, health and safety programs;
4. recommend to the Board as appropriate, such measures and actions as may be appropriate and necessary to assure the continued conduct of the Corporation's activities and business within the parameters of legal compliance and sound and ethical business practices;
5. oversee the goals and objectives of the Corporation's: (i) environmental, health and safety programs, and (ii) charitable and philanthropic activities;
6. review audits and investigative reports concerning compliance with the Corporation's environmental, health and safety policies, procedures and programs;
7. recommend to the Board as appropriate, such measures and actions as may be appropriate relating to: (i) environmental, health and safety, (ii) charitable and philanthropic activities, and (iii) 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 Corporation's operations, financial performance or public image;
8. review and make recommendations to the Board regarding shareholder proposals submitted for inclusion in the Corporation's proxy materials that relate to business conduct matters, environmental, health and safety matters, or charitable, philanthropic or other matters relating to social, political and public policy;

9. review the Corporation's relationships with government and key commercial customers;
10. perform any other duties or responsibilities consistent with this Charter expressly delegated to the Committee by the Board from time to time;
11. prepare and issue the evaluation referred to under "Performance Evaluation" below; and
12. report its activities to the full Board on a regular basis and to make such recommendations with respect to the above and other matters as the Committee may deem necessary or appropriate.

#### **IV. COMMITTEE STRUCTURE AND OPERATIONS.**

The Board shall designate one member of the Committee as its Chairperson. The Committee shall meet periodically as set forth in the annual schedule of the Board and Committee meetings and as necessary upon the request of the Chairperson of the Committee or upon the initiation of a majority of the members of the Committee. The Committee may invite any director, officer or employee of the Corporation or the Corporation's outside counsel or other advisors as it deems appropriate to attend all or a portion of a meeting of the Committee or to meet with any member of or consultant to, the Committee. The Committee may also exclude from all or a portion of its meetings any person it deems appropriate in order to carry out its responsibilities. At any meeting, the Committee may also meet in sessions at any time without any other persons present. A majority of the members of the Committee shall constitute a quorum to conduct business. Members of the Committee may participate in a meeting of the Committee by means of telecommunications conference call or similar communications equipment by means of which all persons participating in the meeting can hear and speak to each other; provided, however, that use of cell phones or other mobile phones or devices is strongly discouraged. Except in extraordinary circumstances as determined by the Committee Chairperson, notice of any such meeting shall be delivered to all Committee members at least forty-eight hours in advance of the meeting date. Any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Committee. Such written consent shall have the same force and effect as a unanimous vote of the Committee.

#### **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.

## **VI. RESOURCES AND AUTHORITY OF THE COMMITTEE.**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special or independent counsel, consultants, or other experts and advisors, as it deems necessary or appropriate, without seeking approval of the Board or management.

The Committee shall also request and receive appropriate funding, as determined by the Committee in its capacity as a committee of the Board, from the Corporation for payment of (a) compensation of any outside legal, advisors, consultants, or other experts and advisors employed by the Committee, and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

## **VII. PERFORMANCE EVALUATION.**

The Committee shall prepare and review with the Board an annual performance evaluation of the Committee, which evaluation shall include a comparison of the performance of the Committee with the requirements of this charter. The performance evaluation shall also recommend to the Board any improvements to the Committee's charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral or written report or presentation by the Chairperson of the Committee or any other member of the Committee designated by the Committee to make the report.

Approved in October 1993, as amended February 28, 1997, February 23, 2001, June 25, 2004 and October 28, 2005, and as further amended on February 24, 2006.