



**HARRIS CORPORATION  
CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS  
CHARTER**

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**I. PURPOSES.**

The purposes of the Corporate Governance Committee ("Committee") of the Board of Directors ("Board") of Harris Corporation (the "Corporation") are to:

1. identify individuals qualified to become Board members consistent with criteria approved by the Board, and select or recommend that the Board select, the director nominees for the next annual meeting of stockholders and to fill vacancies on the Board;
2. develop and recommend to the Board a set of corporate governance principles applicable to the Corporation (the "Corporate Governance Principles") and to review the Corporate Governance Principles at least annually;
3. develop schedules of meetings of the Board and its committees;
4. review and oversee the compensation, perquisites and benefit plans for the directors;
5. establish procedures to exercise oversight of the evaluation of the Board; and
6. identify directors for service on the Board committees and recommend appointment of directors to such committees.

**II. MEMBERSHIP.**

The Committee shall be comprised of not less than three members of the Board, each of whom the Board has determined has no material relationship with the Corporation and each of whom is otherwise "independent" under the rules of the New York Stock Exchange, Inc. ("NYSE"). Additionally, no director may serve unless he or she is a "Non-Employee" Director for purposes of Rule 16b-3 under the Securities Act of 1934, as amended

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. identify individuals believed to be qualified to become Board members, consistent with criteria approved by the Board, and recommend to the Board the nominees to stand for election or re-election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by stockholders. In selecting or recommending candidates, the Committee shall take into consideration the criteria approved by the Board, which are set forth in the Corporation's Corporate Governance Principles, and such other factors as it deems appropriate;
2. adopt a policy and procedure for consideration of all candidates recommended by the Corporation's stockholders, which policy and procedure will be set forth in the Corporation's annual proxy statement. The Committee may consider candidates proposed by management, but is not required to do so;
3. the sole authority to retain and terminate any search firm to be used to assist in identifying candidates to serve as director of the Corporation, including sole authority to approve the fees payable to such search firm and any other terms of retention;
4. develop and recommend to the Board standards to be applied in making determinations as to the absence of material relationships between the Corporation and a director and a director's independence;
5. review and approve all related person transactions of the Corporation in accordance with the policies of the Corporation in effect from time to time;
6. periodically review the structure, size, composition, and operation of the Board and each committee and make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the structure, size, composition, and operation of the Board or any committee thereof;
7. in the case of a director nominee to fill a Board vacancy created by an increase in the size of the Board, if applicable, recommend to the Board as to the class of directors in which the individual should serve;

8. identify Board members qualified to fill vacancies on any committee of the Board and recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the criteria approved by the Board, which are set forth in the Corporate Governance Principles, and the factors set forth in the charter of that committee, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members;
9. establish procedures for the Committee to exercise oversight of the evaluation of the Board including recommending an annual self-evaluation process;
10. develop and recommend to the Board for its approval the Corporate Governance Principles, and to review those Corporate Governance Principles at least once a year and recommend changes as appropriate;
11. develop, periodically review, and recommend to the Board director compensation, perquisites and benefit plans, director retirement, tenure and other policies of the Board;
12. develop, review and recommend to the Board, the frequency, time, location of Board and committee meetings and meeting schedules of the Board and its committees;
13. prepare and issue the evaluation required under "Performance Evaluation" below;
14. assist management in the preparation of the disclosure in the Corporation's annual proxy statement regarding director independence and the operations of the Committee;
15. review and make recommendations to the Board regarding stockholder proposals and develop and recommend to the Board a process for stockholder communication with the Board and to periodically review such process and recommend any proposed changes to the Board;
16. develop and oversee the operation of an orientation program for new directors and determine whether and what form of continuing education for directors is appropriate;
17. report its activities to the full Board on a regular basis and make such recommendations with respect to the above and other matters as the Committee may deem necessary or appropriate; and

18. perform any other duties or responsibilities consistent with this Charter expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members and corporate governance.

#### **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, consultants or other advisors as it deems appropriate to attend all or a portion of a meeting of the Committee or to meet with outside counsel or other advisors 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. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.

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 or other 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 changes 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 by the Board in October, 1996, amended July 27, 2000, June 25, 2004, and as further amended on August 23, 2008.