



**HARRIS CORPORATION
FINANCE COMMITTEE
OF THE BOARD OF DIRECTORS
CHARTER**

I. PURPOSES.

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

1. periodically review the Corporation's financial position, capital structure, working capital, capital transactions, equity investments, debt ratings, bank and lender relationships and other matters relating to the Corporation's financial condition;
2. review and oversee the Corporation's dividend policy, capital asset plan and share repurchase policy; and
3. oversee (a) the financial and investment aspects of all assets of the benefit plans (the "Plans") of the Corporation and its subsidiaries, specifically including responsibilities for all fiduciary duties of an investment nature pursuant to the Employee Retirement Income Security Act, as from time to time amended ("ERISA"), foreign equivalents to ERISA and other applicable laws, and (b) the Investment Committee (comprised of employees of the Corporation) (the "IC"), which is responsible for the investment aspects of the Plans.

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.

The members of the Committee shall be appointed by the Board 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. *with respect to the Corporation's financial position, capital structure and asset management:*

- (i) review and recommend to the Board for its final approval the Corporation's annual capital asset plan;
- (ii) review the Corporation's dividend and share repurchase policies and activities and recommend to the Board for its final approval changes in such policies and the payment of dividends and repurchases of shares pursuant thereto;
- (iii) periodically review the soundness of the Corporation's financial performance, debt and equity structure, funding policies, working capital management, and borrowing alternatives and levels;
- (iv) periodically review and recommend to the Board for its final approval:
 - (a) issuance of debentures, bonds or other forms of long-term indebtedness of the Corporation;
 - (b) material borrowings of money and the creation of short-term indebtedness;
 - (c) stock splits;
- (v) periodically review:
 - (a) relationships with the Corporation's banks, commercial lenders and investment bankers;
 - (b) the Corporation's debt ratings and relationships with rating agencies and to review and discuss the type of information and earnings guidance provided, and the types of presentations made to analysts and rating agencies;
 - (c) relationships with investment analysts, brokers, and institutional and major stakeholders; and
 - (d) the Corporation's international currency positions and currency hedging programs.

2. *with respect to financial and investment management of Plans:*

- (i) review and evaluate, as appropriate, the investment policies, performance goals for the management of investment funds of the Plans applicable to

the employees of the Corporation and its subsidiaries and performance of investment funds of the Plans against performance criteria;

- (ii) review, as appropriate, the selection, evaluation, removal, restrictions, limits or guidelines on asset managers for the various investment funds of the Plans as the Committee, in its sole discretion, deems prudent or advisable;
- (iii) review and evaluate, as appropriate, the offering of investment funds and where applicable the allocation of assets into the appropriate investment funds of the Plans including the investment in the Corporation's common stock as permitted by the Plans and applicable laws and regulations;
- (iv) review and evaluate actions relating to investments undertaken by the Corporation pursuant to the Plans unless specifically reserved to the Board or another committee thereof; and
- (v) approve the charter of the IC, which has the authority and responsibility to administer, interpret and oversee the financial and investment aspects of the Plans and any amendment thereto, and appoint, remove and evaluate members of the IC and delegate as the Committee deems appropriate or desirable to the IC or other person or persons any of the Committee's duties under any Plan as permitted under such a Plan.

3. *with respect to reporting and recommendations and other matters:*

- (i) perform any other duties or responsibilities, consistent with this Charter, expressly delegated to the Committee by the Board from time to time;
- (ii) to prepare and issue the evaluation referred to under "Performance Evaluation" below; and
- (iii) to 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 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 finance and investment advisors as it deems appropriate to attend all or a portion of a meeting of the Committee or to meet with any members of, or consultants 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 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, finance and investment 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, finance and investment consultants, or other experts or 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 in October 1993, and amended August 1997, June 25, 2004, October 28, 2005 and as further amended on August 23, 2008.