



**HARRIS CORPORATION
CORPORATE GOVERNANCE PRINCIPLES
OF THE
BOARD OF DIRECTORS**

I. INTRODUCTION.

The Board of Directors (the “Board”) of Harris Corporation (the “Corporation”), acting on the recommendation of its Corporate Governance Committee, has developed and adopted these principles as a general guide to assist the Board in carrying out its responsibilities and to promote the effective functioning of the Board and its committees. The Board, on behalf of the Corporation and its shareholders, oversees and provides general direction to the management of the Corporation.

In addition to other Board or committee responsibilities outlined below, the responsibilities of the Board include: reviewing the overall operating, financial and strategic plans and performance of the Corporation; selecting and evaluating the Corporation’s Chief Executive Officer (“CEO”), reviewing succession planning for the CEO and senior management, either directly or through a committee overseeing the appointment and evaluation of the Corporation’s senior officers; overseeing appropriate policies of corporate conduct and compliance with laws; monitoring material risks facing the Corporation and reviewing the process by which financial and non-financial information about the Corporation is provided to employees, management, the Board and the Corporation’s shareholders.

The Corporation’s senior officers, under the direction of the CEO, are responsible for the operations of the Corporation, implementation of the strategic, financial and management plans of the Corporation, preparation of financial statements and other reports that accurately reflect requisite information about the Corporation, and preparation of timely reports which inform the Board about the foregoing matters.

These principles are not intended as binding legal obligations or inflexible requirements, and are not intended to interpret applicable laws and regulations or modify the Corporation’s Certificate of Incorporation or By-laws. These principles are subject to modification and the Board, in the exercise of its discretion, shall be able to deviate from these principles from time to time, as the Board may deem appropriate or desirable or as required by applicable laws and regulations.

II. BOARD COMPOSITION.

(a) Size of the Board. The Board will periodically review the appropriate size of the Board given factors deemed relevant to the Board, including providing for sufficient diversity among non-employee directors while also facilitating substantive discussions and input in which each director can meaningfully participate. The Corporation's Certificate of Incorporation and By-laws currently provide that the authorized number of directors will be not less than eight or more than thirteen.

(b) Majority of Independent Directors. At least a majority of the directors serving on the Board will meet the standard of director independence set forth in the New York Stock Exchange listing standards as the same may be amended from time to time (the "listing standards"), and as determined by the Board based on other factors not inconsistent with the listing standards that the Board considers appropriate for effective oversight and decision-making by the Board. The Board believes that a substantial majority of the Board should be independent and takes this belief into consideration in evaluating potential nominees for election as directors.

(c) Affirmative Determination of Independence. The Board will affirmatively determine annually, and as frequently as required by the listing standards whether each director designated as independent has any material relationship with the Corporation (either directly or indirectly as a partner, shareholder or officer of, or by having a financial interest in, an organization that has a relationship with the Corporation) that may interfere with the exercise of such director's independence from management and the Corporation. The Corporation will disclose in its annual proxy statement the specific categories or types of relationships considered by the Board. The Board has adopted Director Independence Standards to assist it in making determinations of independence and will disclose if a director meets these standards. These standards will be posted on the Corporation's internet site and the location of such posted standards shall 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 Corporation's CEO will be nominated to serve on the Board.

(e) Selection of Chairman and Lead Independent Director. The Board will periodically appoint a Chairman of the Board. The Corporation's policy as to whether the roles of CEO and Chairman should be separate is to adopt the practice which best serves the Corporation's needs at any particular time. At all times while the Chairman is not independent, the independent directors will designate one of the Board members (who must be an independent director) to serve as Lead Independent Director, which position will be rotated annually among the chairpersons of each of the Board committees (unless the independent directors determine otherwise). The Lead Independent Director, if one is designated, shall have the following responsibilities and authority:

(i) to preside at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors;

(ii) to serve as liaison between the Chairman and independent directors;

(iii) in consultation with the Chairman, to approve the information sent to the Board and the meeting agendas for the Board;

(iv) in consultation with the Chairman, to approve the meeting schedules for the Board to assure that there is sufficient time for discussion of all agenda items;

(v) to call meetings of the independent directors;

(vi) if requested by major shareholders, to ensure that he or she is available, when appropriate, for consultation and direct communication consistent with the Corporation's policies regarding shareholder communications; and

(vii) such other responsibilities and duties as the Board may determine from time to time.

The selection of a Lead Independent Director is not intended to inhibit communication among the directors or between any of them and the Chairman. Accordingly, the directors are encouraged to communicate among themselves and directly with the Chairman.

The Corporation will appropriately disclose: (i) the procedure by which such Lead Independent Director is chosen; and (ii) the method by which interested parties may contact the independent directors.

(f) Selection of Board Nominees. The Board has overall responsibility for the selection of candidates for nomination or appointment to the Board. The Corporate Governance Committee will evaluate and recommend director candidates to the Board for nomination or appointment. The Board will determine the individuals to be nominated to serve on the Corporation's Board for election by shareholders at each annual meeting of shareholders, and to be appointed to fill vacancies on the Board.

(g) Board Membership Criteria. The Board's policy is to encourage the selection of directors and director nominees who will contribute to the Corporation's overall corporate goals including: responsibility to its shareholders, industry leadership, customer success, positive working environment, and integrity in financial reporting and business conduct. The Board, based on the recommendation of the Corporate Governance Committee, will select nominees for the position of director considering the following criteria:

- Demonstrated ability and sound judgment that usually will be based on broad experience;

- Personal qualities and characteristics, accomplishments and reputation in the business community, professional integrity, educational background, business experience and related experience;

- Willingness to objectively appraise management performance;

- Giving due consideration to potential conflicts of interest, current knowledge and contacts in the markets in which the Corporation does business and in the Corporation's industry or other industries relevant to the Corporation's businesses;

- 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;
- Fit of the individual's experience, qualifications, attributes or 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 Corporation and the interests of its shareholders; and
- Diversity of viewpoints, background, experience, gender, race, ethnicity and similar demographics.

The Board and the Corporate Governance Committee will, from time to time, review the experience, qualifications, attributes and skills appropriate for Board members and director candidates in light of the Board's composition at the time and the experience, qualifications, attributes and skills for effective operation of the Board and its committees.

(h) Term Limits; Retirement; Change in Status; Other Directorships.

(i) No Term Limits. The Board does not impose term limits, because the Board believes term limits could unnecessarily interfere with the continuity, diversity, developed experience and knowledge, and the long-term outlook of the Board. The Board, based on recommendations of the Corporate Governance Committee, will review the prior service of the director who is eligible to be re-nominated for Board membership, including an assessment of individual director performance, attendance, length of service, number of other public and private corporation boards on which the individual serves, composition and requirements of the Board at that time, and other relevant factors.

(ii) Retirement Policy. A director who would be age 72 or older at the time of election shall not stand for re-election.

(iii) Change in Status. Individual directors who (A) retire or (B) are subject to a change in their primary job responsibility or employer will promptly offer to tender their resignation. It is not the sense of the Board that such directors should necessarily leave the Board. There should, however, be an opportunity for the Corporate Governance Committee and the Board to determine, on a case-by-case basis, whether the director's continued Board membership under the new circumstances is in the best interests of the Corporation, free from conflict of interests and otherwise appropriate

(iv) Other Directorships. The Board recognizes that individuals should limit the number of boards on which they serve so they can give proper attention to each board responsibility. The Corporate Governance Committee shall consider the number of other boards on which a prospective nominee is a member. The Board believes that directors should simultaneously serve on no more than four other public company boards or in the case a director who is the chief executive officer of a public company, no more than two other public company boards. Directors are expected to advise the Chairman of the Board, the Chairperson of the Corporate Governance Committee and the Secretary of the Corporation in advance of accepting

any other company directorship. To avoid any potential conflict of interest, it is expected that Board members will refrain from serving as a director of any companies that compete with the Corporation.

(i) Communications with Independent Directors. The Board will maintain procedures for interested parties to communicate with the independent directors. These procedures will be published in the proxy statement for each annual meeting of shareholders and posted on the Corporation's internet site.

III. BOARD COMPENSATION.

(a) Compensation of the Board. The Board, through the Corporate Governance Committee, will review or request management or outside consultants (retained by or at the direction of the Corporate Governance Committee) to review appropriate compensation policies or changes in compensation policies for the directors serving on the Board and its committees. This review may consider Board compensation practices of other comparable public companies, contributions to the Board functions, time commitments expected for Board and committee service, and other appropriate factors. The Board believes that equity-based compensation is an important component of director compensation and it aligns the director's interests with those of shareholders. The Corporate Governance Committee will review director compensation at least annually and recommend changes, if any, to the Board for approval.

(b) Stock Ownership Guidelines. The Board believes that significant stock ownership by directors and officers further aligns their interests with the interests of the Corporation's shareholders. Accordingly, the Board has established stock ownership guidelines with respect to directors, upon the recommendation of the Corporate Governance Committee, and with respect to officers, through the Management Development and Compensation Committee. The guidelines are that each covered person own a number of qualifying shares of the Corporation having a minimum value denominated as a multiple of: annual cash retainer, in the case of non-employee directors; and annual base salary, in the case of Board-elected officers. Such directors are expected to own the threshold amount within five years after election or appointment to the Board, and such officers can accumulate ownership of the threshold amount over a five-year period from the date of hire or promotion into a covered position. The Board may revise the terms of the Stock Ownership Guidelines from time to time to reflect legal, business or other developments warranting a change. The terms of the current Stock Ownership Guidelines shall be published in the proxy statement for each annual meeting of shareholders.

(c) Hedging and Trading Restrictions. The Corporation's insider trading policy prohibits directors, employees and certain of their family members from purchasing or selling any type of security, whether issued by the Corporation or another company, while such person is aware of material non-public information relating to the issuer of the security or from providing such material non-public information to any person who may trade while aware of such information. This policy also prohibits directors and employees from engaging in short sales with respect to the Corporation's securities, or entering into puts, calls or other "derivative" transactions with respect to the Corporation's securities. Trades by directors and executive officers in the Corporation's securities must be pre-cleared by the Corporation's General Counsel or his or her staff.

IV. 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. Teleconference meetings may be used between regular meetings to address significant issues.

During each fiscal year, the Board will generally hold six regular meetings. In consultation with each Committee Chairperson and the Lead Independent Director (if one is designated), the Chairman will recommend a meeting schedule (including frequency and length of meeting) for the Board and meeting schedules and suggested agendas for the committees for the next two years. The schedule and agendas will be reviewed by the Corporate Governance Committee and the Lead Independent Director (if one is designated) and then presented to the full Board for approval.

(b) Executive Sessions of Non-Management Directors. To ensure free and open communication among the non-management directors of the Board, each fiscal year the non-management directors will hold regularly scheduled executive sessions without management directors or management present, at such times and for such purposes as the non-management directors consider to be appropriate. For the convenience of the directors, these meetings may, but need not, be scheduled to coincide with the dates of regular Board meetings. The non-management directors may invite the Corporation's independent auditors, legal counsel, other consultants or advisors, finance staff and other employees to attend portions of these meetings. Independent directors shall meet separately in an executive session at each regularly scheduled Board meeting. The Lead Independent Director (if one is designated), the Chairperson of any Board Committee 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 Chairman of the Board in consultation with the Lead Independent Director (if one is designated) and the Secretary of the Corporation 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 Board committee Chairperson and each individual director is encouraged to suggest specific items for inclusion on the agenda.

(d) Access to Management and Information; Meeting Materials Distributed in Advance. The Corporation's management will afford each Board member full access to the Corporation's management and employees and the outside auditors, legal counsel and other professional advisors for any purpose reasonably related to the Board's responsibilities. Each director is entitled to: (i) inspect the Corporation's books and records and obtain such other data and information as the director may reasonably request; (ii) inspect facilities as reasonably appropriate for the performance of director duties; and (iii) receive notice of all meetings in which a director is entitled to participate and copies of all Board and committee meeting minutes. Information and data that is important to the business and/or that relate to items expected to be discussed or acted upon by the Board at a meeting, will be distributed to the Board before the Board meets. The Board intends that this information be understandable, organized and

distributed in a timely manner to allow for meaningful review.

(e) Independent Inquiries and Advisors. The Board is authorized to conduct investigations, and to retain, at the expense of the Corporation, independent legal, accounting, investment banking, or other professional advisors selected by the Board, for any matters relating to the purpose or responsibilities of the Board.

V. BOARD COMMITTEES.

(a) Committees. The standing committees of the Board are: the Audit Committee; Business Conduct and Corporate Responsibility Committee; Corporate Governance Committee; Finance Committee; and Management Development and Compensation Committee. The Board may, from time to time, establish additional committees or, subject to compliance with applicable law and applicable listing standards, dissolve or otherwise reconfigure existing committees.

(b) Committee Member Selection. After considering the recommendations of the Corporate Governance Committee, the Board will designate the members and the Chairperson of each committee, endeavoring to match the committee's function and needs for expertise with individual experience, qualifications, attributes and skills of the appointees to the committee. Each member of the Audit, Business Conduct and Corporate Responsibility, Corporate Governance, Finance and Management Development and Compensation Committees will be independent as defined in the applicable listing standards, laws and regulations and, in the case of the Audit Committee and the Management Development and Compensation Committee, each member will also satisfy the additional eligibility requirements under rules and regulations of the Securities and Exchange Commission ("SEC") applicable to such committees. The required qualifications for the members of each committee shall be set out in the respective committee's charter.

(c) Committee Functions. Each of the 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 responsibilities will be determined by each committee in light of the committee's charter, the authority delegated by the Board to the committee, and legal, regulatory, accounting or governance principles applicable to that committee's function. The Chairperson of each committee, in consultation with the appropriate members of the committee and management, will develop and approve the committee's agenda. The Corporation's management will afford access to the Corporation's employees, professional advisors, and other resources, if needed, to enable committee members to carry out their responsibilities.

VI. BOARD MEMBER RESPONSIBILITIES.

(a) Director Responsibilities.

(i) Generally. The business and affairs of the Corporation shall be managed by or under the supervision and direction of the Board in accordance with Delaware law. The core responsibility of the Board of Directors is to exercise its fiduciary duty to act in the best interests of the Corporation 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 and in a manner the director reasonably believes to be in the best interests of the Corporation.

(ii) Disclose Relationships. Each independent director is expected to disclose promptly to the Board any existing or proposed relationships with the Corporation (other than service as a Board member or on Board committees) which could affect the independence of the director under applicable listing standards or any additional standards as may be established by the Board from time to time, including direct relationships between the Corporation and the director and his or her family members, and indirect relationships between the Corporation and any business, nonprofit or other organization in which the director is a general partner or manager, officer, or significant shareholder, or is materially financially interested.

(iii) Reporting and Compliance Systems. Based on information available to the director, each director should be satisfied that Corporation management maintains an effective system for timely reporting to the Board or appropriate Board committees on the following: (i) the Corporation's financial and business plans, strategies and objectives; (ii) the recent financial results and condition of the Corporation and its business segments; (iii) significant accounting, regulatory, competitive, litigation and other external issues affecting the Corporation; and (iv) systems of control which promote accurate and timely reporting of financial information to shareholders and compliance with laws and corporate policies. Based on information furnished by management or otherwise available to the Board, each director is expected to have a basic understanding of the foregoing matters.

(iv) Attendance and Preparation. Board members are expected to devote sufficient time and attention to prepare for, attend and participate in Board meetings and meetings of committees on which they serve, including advance review of meeting materials that may be circulated prior to each meeting. In the absence of unavoidable conflict, all Board members are also expected to attend each annual meeting of shareholders. SEC rules require disclosure in the Corporation's proxy statement of any director who fails to attend an aggregate of 75% of all Board and committee meetings and the number of Board members that attended the prior year's Annual Meeting of Shareholders.

(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 Corporation management, independent auditors, legal counsel, other consultants and advisors, and other persons as to matters the director reasonably believes to be within such other person's professional or expert competence and who have been selected with reasonable care by or on behalf of the Corporation.

(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) Code of Conduct and Ethics. Each member of the Board shall at all times exhibit high standards of integrity and ethical behavior. Each director shall adhere to the applicable Corporation policies concerning integrity and ethical behavior, including the Corporation's Board of Directors Standards of Business Conduct. In addition, directors must avoid any conflict

between their own interests and the interests of the Corporation 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, and, if required by the listing standards, the Audit Committee or another appropriate Committee, the Corporation 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 Corporation and the director (or any business or nonprofit entity or organization in which the director is a general partner, controlling shareholder, officer, manager, or trustee, or materially financially interested), except such as would be deemed immaterial under the Corporation's Director Independence Standards. Notwithstanding the foregoing, to the extent required to comply with SEC rules or the listing standards, no member of the Audit Committee or the Management Development and Compensation Committee will be an affiliated person of the Corporation or receive any direct or indirect compensatory fees from the Corporation other than for service as a director and on committees on which the individual serves.

(d) Orientation and Continuing Education. The Board and the Corporate Governance Committee are expected periodically to review appropriate policies and procedures for providing orientation sessions for newly elected or appointed directors, including background material on the Corporation, its business plans, legal affairs, and risk profile, and meetings with senior management, and recommending on an as-needed basis continuing director education programs for Board or committee members.

VII. SUCCESSION PLANNING.

(a) CEO Succession Planning. At least annually, the Board shall review a succession plan addressing the policies and principles for selecting a successor to the CEO, both in an emergency situation or retirement and in the ordinary course of business. The succession plan should include an assessment of the experience, performance, skills, attributes and planned career paths for possible successors to the CEO.

(b) Management Succession Planning. The CEO will review with the Board management succession and development plans for senior officers.

VIII. CEO EVALUATION AND EXECUTIVE COMPENSATION.

(a) Evaluating and Approving Compensation for the CEO. The Board, acting through the Management Development and Compensation Committee, will annually review and evaluate the performance of the CEO and the Corporation against the Corporation's goals and objectives and, acting through the independent directors, upon advice or with the assistance of the Management Development and Compensation Committee, will approve the compensation and incentives of the CEO.

(b) Evaluating and Approving Compensation of Senior Officers. The Board, acting through the Management Development and Compensation Committee, has the responsibility to approve overall compensation policies applicable to senior officers.

IX. MANAGEMENT RESPONSIBILITIES.

(a) Financial Reporting and Legal Compliance. While the Board has an oversight function, the Corporation's management has the primary responsibility for (i) preparing financial statements which accurately and fairly present the Corporation's financial results and condition, and (ii) maintaining systems, procedures and corporate culture which comply with legal and regulatory requirements and the ethical conduct of the Corporation's business.

(b) Corporate Communications. Management has the primary responsibility to establish policies concerning the Corporation's communications with investors, shareholders, the press, customers, suppliers and employees. The CEO and designated management speak for the Corporation. Inquiries from the press, shareholders, or others are referred to the CEO for response.

(c) Communication of Corporate Governance Guidelines and Charters. As required by the listing standards, management will ensure that the Corporation's website includes a copy of these guidelines, copies of the charters of the Audit, Corporate Governance, and Management Development and Compensation Committees and, if applicable, other standing committees of the Board, and a copy of the Corporation's standards of business conduct. Management will also include in the Corporation's annual report to shareholders statements to the effect that this information is available on the Corporation's website and in print to any shareholder who requests it.

(d) Outside Directorships of Chief Executive Officer. The CEO's first obligation is to the Corporation but it is recognized that service on outside boards of directors may be beneficial. The CEO will advise the Board, in advance of his/her desire to accept a position on another board. The Board, based on recommendation of the Corporate Governance Committee will decide if such a directorship is appropriate.

(e) Standards of Business Conduct. The Corporation maintains standards of business conduct which set forth the Corporation's commitment to integrity and ethical behavior in all aspects of its business activity. The standards are applicable to all of the Corporation's directors, officers and employees, all of whom are required to periodically verify their awareness of, and compliance with, the standards. The Business Conduct and Corporate Responsibility Committee has oversight responsibility for the standards.

X. EVALUATION OF BOARD PERFORMANCE.

The Board, acting through the Corporate Governance Committee, shall conduct a self-evaluation at least annually to assess whether it is functioning effectively.

Each committee of the Board shall conduct a self-evaluation at least annually and report the results to the Board. Each committee's evaluation must compare the performance of the committee with the requirements of its written charter.

XI. ELECTION OF DIRECTORS.

Any nominee in an uncontested election who receives a greater number of “against” votes than “for” votes shall promptly offer to tender his or her resignation following certification of the vote. A contested election shall be an election for which (i) the Secretary of the Corporation receives a notice in compliance with the applicable requirements for shareholder nominations for director set forth in the Corporation’s By-Laws and (ii) such proposed nomination has not been withdrawn by such shareholder on or prior to the tenth day preceding the date the Corporation first sends its notice of meeting for such meeting to the shareholders. The Corporate Governance Committee shall consider the resignation offer and shall recommend to the Board the action to be taken. Any director whose resignation is under consideration shall not participate in the Corporate Governance Committee recommendation regarding whether to accept the resignation. The Board shall take action within 90 days following certification of the vote, unless such action would cause the Corporation to fail to comply with the listing standards or any rule or regulation promulgated under the Securities Exchange Act of 1934, in which event the Corporation shall take action as promptly as is practicable while continuing to meet such requirements. The Board will promptly disclose its decision and the reasons therefore in a press release, in a filing with the SEC or by other public announcement, including a posting on the Corporation’s website.

HARRIS CORPORATION CORPORATE GOVERNANCE PRINCIPLES

Historical Perspective:

The “Responsibilities of Directors” evolved through discussions by the Board of Directors of Harris Corporation at a series of single-subject seminars, the first of which was held in 1960. It was formalized as a written document in 1965 and then updated in certain respects at meetings of the Board of Directors in 1972, 1977 and 1994.

The “Administration of the Board of Directors” derived from the “Board of Directors Guidelines” which was first approved by the Board of Directors in 1988 and revised in 1994.

The “Responsibilities and Administration of the Board of Directors” is a consolidation of the “Administration of the Board of Directors” and the “Responsibilities of Directors” guidelines by the Corporate Governance Committee of the Board of Directors in December 1997 and was approved by the Corporate Governance Committee in February 1998.

The “Harris Corporation Corporate Governance Principles” evolved through discussions by the Corporate Governance Committee of the Board of Directors at its February 2001, February 2002 and June 2002 meetings and a discussion with the Board of Directors in April 2002. It was presented to the Board of Directors for approval and adopted by the Board at the June 28, 2002, meeting and was further amended by the Board of Directors on June 25, 2004, October 28, 2005, February 23, 2007, October 24, 2008, August 28, 2009, August 26, 2011, October 8, 2011, and October 28, 2011.