



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

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**I. INTRODUCTION.**

The Board of Directors (the “Board”) of Harris Corporation (the “Corporation”), acting on the recommendation of its Governance and Corporate Responsibility Committee, has developed and adopted these Corporate Governance Guidelines (these “Guidelines”) 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: (a) reviewing the overall operating, financial and strategic plans and performance of the Corporation; (b) selecting and evaluating the Corporation’s Chief Executive Officer (“CEO”), and 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; (c) overseeing appropriate policies of corporate conduct and compliance with laws; (d) monitoring material risks facing the Corporation; and (e) 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 Guidelines 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 Restated Certificate of Incorporation or 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.

**II. BOARD COMPOSITION; CHAIRMAN AND LEAD INDEPENDENT DIRECTOR.**

(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 input and substantive discussions in which each director can meaningfully participate. The Corporation's Restated 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) Independent Directors. At least two-thirds 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 the proxy statement for each annual meeting of shareholders the specific categories or types of relationships 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 these standards. These standards will be posted on the Corporation's website and the location 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 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 independent directors of the Board shall decide, based on the Corporation's needs at any particular time based upon the then existing facts and circumstances, whether it is appropriate for the Corporation to have separate or combined Chairman and CEO roles. At all times while the Chairman is not independent, the independent directors, by the affirmative vote of a majority of all independent directors, will designate one of the independent directors as the Lead Independent Director. The Corporation will appropriately disclose the procedure by which such Lead Independent Director is chosen. 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) to approve the information to be sent to the Board and the meeting agendas for the Board;

(iv) 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;

(vii) to provide timely feedback from executive sessions of the independent directors to the CEO or other members of senior management as appropriate, it being understood that the Lead Independent Director will have the primary, but not exclusive, responsibility to provide such feedback;

(viii) together with the Chairperson of the Management Development and Compensation Committee (or the Chairperson of the Governance and Corporate Responsibility Committee if the same individual is serving as Lead Independent Director and Chairperson of the Management Development and Compensation Committee), to play a key role in the annual CEO evaluation process;

(ix) together with the Chairperson of the Governance and Corporate Responsibility Committee (or the Chairperson of the Management Development and Compensation Committee if the same individual is serving as Lead Independent Director and Chairperson of the Governance and Corporate Responsibility Committee), to play a key role in the Board's annual self-evaluation process and related matters;

(x) to guide and play a key role in the CEO succession planning process;

(xi) when applicable, to assist with the recruitment of director candidates;

(xii) when appropriate, to serve as the spokesperson for the Board, it being understood that the CEO is the primary spokesperson for the Board and the Corporation; and

(xiii) such other responsibilities and authority as the Board may determine from time to time.

The designation 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 Lead Independent Director will serve a two-year term that will generally commence on the date of the Corporation's annual meeting of shareholders. Unless the independent directors shall determine otherwise due to particular circumstances, no independent director will serve as Lead Independent Director for more than two consecutive two-year terms. The Lead Independent Director may be removed from the position by the affirmative vote of a majority of all 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 Governance and Corporate Responsibility 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 Board for election by shareholders at each annual meeting of shareholders and to be appointed to fill vacancies on the Board. Nominations of individuals to serve on the Board

may also be submitted to the Corporation by its shareholders, subject to the applicable requirements for shareholder nominations for director set forth in the Corporation's By-Laws.

(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 Governance and Corporate Responsibility Committee, will select nominees for the position of director considering the following criteria:

- (i) demonstrated ability and sound judgment that usually will be based on broad experience;
- (ii) personal qualities and characteristics, accomplishments and reputation in the business community, professional integrity, educational background, business experience and related experience;
- (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 Corporation does business and in the Corporation's industry or other industries relevant to the Corporation's businesses;
- (v) ability and willingness to commit adequate time to Board and committee matters, including attendance at Board meetings, committee meetings and annual shareholders meetings;
- (vi) the number of other boards of which the individual nominee is a member;
- (vii) compatibility 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
- (viii) diversity of viewpoints, background, experience, gender, race, ethnicity and similar demographics.

The Board and the Governance and Corporate Responsibility 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 long-term outlook of the Board. The Board, based on recommendations of the Governance and Corporate Responsibility Committee, will review the

prior service of a director who is eligible to be re-nominated for Board membership, including an assessment of individual director performance, attendance at meetings, length of service, number of other public company 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. Any director who is also an employee of the Corporation will promptly offer to tender his or her resignation as director upon retirement, resignation or termination of employment from the Corporation. A non-employee director will promptly offer to tender his or her resignation upon a change in his or her employment status, employer or primary job responsibility since last elected or appointed to the Board. It is not the sense of the Board that such directors should necessarily leave the Board. The Board, in consultation with the Governance and Corporate Responsibility Committee, will 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 conflicts of interest 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 their responsibility to each board. The Governance and Corporate Responsibility Committee shall consider the number of other boards on which a prospective nominee serves. The Board believes that directors should simultaneously serve on no more than four public company boards in addition to the Corporation, or in the case of a director who is an executive officer of a public company, no more than one public company board in addition to the Corporation. The Board also believes that no director should serve as a member of the Audit Committee of the Corporation if such director serves on the audit committees of more than two other public companies unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Audit Committee of the Corporation and discloses this determination in the Corporation's annual proxy statement or on the Corporation's website. Each director is expected to notify the Chairman of the Board, the Lead Independent Director (if one is designated), the Chairperson of the Governance and Corporate Responsibility Committee and the Secretary of the Corporation, as far in advance as is reasonably practicable under the circumstances, of his or her decision to accept any additional public company directorship or audit committee assignment. If deemed necessary by the Chairman of the Board, the Lead Independent Director (if one is designated) or the Chairperson of the Governance and Corporate Responsibility Committee, following consultation with the director providing such notice, the Governance and Corporate Responsibility Committee will review the potential additional directorship or audit committee assignment for the director providing such notice. Each director also is expected to notify the Chairman of the Board, Lead Independent Director (if one is designated), the Chairperson of the Governance and Corporate Responsibility Committee and the Secretary of the Corporation in advance of his or her decision to accept any additional private company directorship and any additional not-for-profit/charitable board or similar position. To avoid any potential conflict of interest, each director also is expected to refrain from serving as a director of any company that competes 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 website.

### **III. BOARD COMPENSATION.**

(a) Compensation of the Board. The Board, through the Governance and Corporate Responsibility Committee, will review or request management or outside consultants (retained by or at the direction of the Governance and Corporate Responsibility 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 comparable public companies, contributions to the Board, 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 further aligns the director's interests with those of the Corporation's shareholders. The Governance and Corporate Responsibility 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 for non-employee directors, based on the recommendation of the Governance and Corporate Responsibility Committee, and for officers, through the Management Development and Compensation Committee. The Stock Ownership Guidelines call for each covered person to own a number of qualifying shares of the Corporation's stock having a minimum value as specified in the Stock Ownership Guidelines from time to time. Non-employee directors are expected to own the threshold amount within five years after election or appointment to the Board, and 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 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: (i) 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 (ii) providing 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 "hedging," "derivative" or similar 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.

(d) Margin Accounts and Pledged Securities. Securities held in a margin account as collateral for a margin loan may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Similarly, securities pledged (or hypothecated) as collateral

for a loan may be sold in foreclosure if the borrower defaults on the loan. Sales of securities in a margin account or that have been pledged may occur at a time when the pledgor is aware of material non-public information or otherwise is not permitted to trade in the Corporation's securities. It is the Corporation's policy that directors and officers (as defined under Section 16 of the Securities Exchange Act of 1934) are prohibited from holding or purchasing Corporation securities on margin or in a margin account or otherwise pledging Corporation securities as collateral for margin accounts, loans or for any other purpose. Use of "cashless exercise" procedures by directors and officers to exercise stock options granted by the Corporation is not prohibited by this policy if such exercise complies with the Corporation's insider trading policy and other relevant policies.

#### **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 meet as frequently as it may determine necessary or appropriate in light of the circumstances, but not less than four times a year. 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 for the committees for the next two or more years. The schedule will be reviewed by the Governance and Corporate Responsibility Committee and the Lead Independent Director (if one is designated) and then presented to the full Board for approval.

(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 management directors or management present for such purposes as the independent directors consider to be appropriate. The independent directors may invite the Corporation's independent auditors, legal counsel, other consultants or advisors, finance staff and other employees to attend portions of these executive sessions. The Lead Independent Director (if one is designated), the Chairperson 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 Chairman of the Board, in consultation with the Lead Independent Director (if one is designated), the CEO 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 Committee Chairperson 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.

(d) Access to Management and Information; Meeting Materials Distributed in

Advance. The Corporation's management will afford each Board member and each Committee full access to the Corporation's management and employees and the independent auditors, legal counsel and other professional advisors for any purpose reasonably related to the Board's or Committee'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, to the extent practicable. 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 purposes or responsibilities of the Board.

## **V. BOARD COMMITTEES.**

(a) Committees. The standing committees of the Board are: the Audit Committee; Finance Committee; Governance and Corporate Responsibility 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 Governance and Corporate Responsibility 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, Finance, Governance and Corporate Responsibility 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 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 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 guidelines 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 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, laws and regulations 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 or nonprofit entity or organization in which the director is a general partner, 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 management maintains an effective system for timely reporting to the Board or appropriate Board committees on the following: (A) the Corporation's financial and business plans, strategies and objectives; (B) the recent financial results and condition of the Corporation and its business segments; (C) significant accounting, regulatory, competitive, litigation and other external issues affecting the Corporation; and (D) 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 the number of Board members that attended the prior year's annual meeting of shareholders and any director who fails to attend an aggregate of 75% of the 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 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 Code of 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 or an 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, 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 applicable listing standards, no member of the Audit 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 Governance and Corporate Responsibility Committee are expected to periodically review appropriate policies and procedures for providing orientation sessions for newly elected or appointed directors. Orientation shall include background material on the Corporation, its business plans, legal affairs and risk profile, meetings with senior management, and the opportunity to visit the Corporation's significant facilities. The Board and the Governance and Corporate Responsibility Committee are also expected to recommend 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 or Management Development and Compensation Committee management succession and development plans for executive 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 Executive Officers. The Board, acting through the Management Development and Compensation Committee, has the responsibility to approve overall compensation policies applicable to executive 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 foster 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 shall be referred to the CEO for response.

(c) Communication of Corporate Governance Guidelines and Charters. As required by applicable listing standards, management will ensure that the Corporation's website includes a copy of these Guidelines, the charters of the Audit, Governance and Corporate Responsibility and Management Development and Compensation Committees and, if applicable, other standing committees of the Board, and the Corporation's Code of 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 CEO. 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 the recommendation of the Governance and Corporate Responsibility Committee, will decide if such a directorship is appropriate.

(e) Code of Conduct. The Corporation maintains a Code of Conduct which sets forth the Corporation's commitment to integrity and ethical behavior in all aspects of its business activity. The Code of Conduct is 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 Code of Conduct. The Governance and Corporate Responsibility Committee has oversight responsibility for the Code of Conduct.

## **X. EVALUATION OF BOARD PERFORMANCE.**

The Board, acting through the Governance and Corporate Responsibility Committee, shall conduct a self-evaluation at least annually to assess whether the Board 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.**

The Corporation has a majority voting standard for the election of directors in an uncontested election and a plurality voting standard for the election of directors in a contested election. 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 (a) 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 (b) 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 Governance and Corporate Responsibility 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 Governance and Corporate Responsibility 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 applicable 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 GUIDELINES**

### Historical Perspective:

The "Responsibilities of Directors" evolved through discussions by the Board 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 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 in 1988 and revised in 1994.

The "Responsibilities and Administration of the Board of Directors" was a consolidation of the "Administration of the Board of Directors" and the "Responsibilities of Directors"

guidelines by the Corporate Governance Committee 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 at its February 2001, February 2002 and June 2002 meetings and a discussion with the Board in April 2002. It was presented to the Board for approval and adopted by the Board at the June 28, 2002 meeting and was further amended by the Board on June 25, 2004, October 28, 2005, February 23, 2007, October 24, 2008, August 28, 2009, August 26, 2011, October 8, 2011, October 28, 2011, August 25, 2012, August 23, 2013, August 23, 2014 (also renamed from “Corporate Governance Principles” to “Corporate Governance Guidelines”), August 28, 2015, August 27, 2016, August 25, 2017 and August 25, 2018.