



**HARRIS CORPORATION
MANAGEMENT DEVELOPMENT AND COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
CHARTER**

I. PURPOSES.

The purposes of the Management Development and Compensation Committee (the “Committee”) of the Board of Directors (“Board“) of Harris Corporation (the “Corporation”) are to:

1. discharge the responsibilities of the Board with respect to the Corporation’s compensation programs and plans and the compensation of the Corporation’s executives;
2. prepare a Committee report on executive compensation as required by New York Stock Exchange listing standards, as the same may be amended from time to time (the “listing standards”), and the rules and regulations of the Securities and Exchange Commission (“SEC”), and other regulatory bodies, for inclusion in the Corporation’s annual proxy statement and annual report on Form 10-K; and
3. oversee the Corporation’s plans for the development, training and utilization of its management resources.

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” and meets the additional independence requirements for members of the Committee under the rules of the SEC and the listing standards. Additionally, no director may serve unless he or she (i) is a “Non-Employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended and (ii) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended.

The members of the Committee shall be appointed by the Board on the recommendation of the Governance and Corporate Responsibility 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. *with respect to management training, development, retention and succession:*
 - (i) review plans for management training and development programs, management organizational structure and management succession and recommend to the Board for its approval individuals for election as executive officers of the Corporation as designated by the Board (“Executive Officers”) and other corporate officers;
 - (ii) review and approve employment, separation, severance, and change in control agreements and any special arrangements in the event of termination of employment, death or retirement of Executive Officers (except the Chief Executive Officer (“CEO”)); and
 - (iii) review and approve either as a Committee or together with the other independent directors who qualify for membership on the Committee pursuant to Section II of this Charter (as directed by the Board), employment, separation, severance, and change in control agreements and any special arrangements in the event of termination of employment, death or retirement of the CEO.

2. *with respect to CEO and Executive Officer compensation:*
 - (i) oversee and review the overall compensation philosophy of the Corporation;
 - (ii) review and evaluate against competitive survey data the Corporation’s annual compensation and other benefit programs affecting Executive Officers, including salary, cash and equity incentive compensation and profit-sharing programs, and recommend to the Board the adoption of any new executive compensation programs or the material modification or termination of any existing executive compensation programs;
 - (iii) review and approve corporate goals and objectives relevant to the compensation of the Corporation’s CEO, evaluate the CEO’s performance in light of those goals and objectives and, either as a Committee or together with the other independent directors who qualify for membership on this Committee pursuant to Section II of this Charter (as directed by the Board), determine and approve the CEO’s annual salary, bonus, equity incentives, and other benefits based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee may consider a number of factors, including but not limited to, the Corporation’s performance and relative shareholder return, the value of the incentive awards given to chief executive officers at comparable companies and the awards given to the CEO in past years;

- (iv) review the CEO's recommendations and approve the annual compensation and other benefits of Executive Officers, (except the CEO), under annual salary, bonus, equity incentive, and other benefit plans as approved for participation by Executive Officers;
- (v) review and recommend to the Board for its final action the adoption, modification or termination of executive compensation and benefit programs;
- (vi) oversee the Corporation's policies on structuring compensation programs to preserve tax deductibility and, as and when desired, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended;
- (vii) oversee and review, or provide for the oversight and review of, any retirement or pension plan for employees generally and review, evaluate, and adopt amendments to retirement or pension plans, including any amendment to terminate a retirement or pension plan, and delegate authority to administer and amend such pension and retirement plans to the extent permitted by the applicable plan or by law; provided that the investment aspects and management of plan assets will be the responsibility of the Finance Committee of the Board;
- (viii) approve the charter of the Employee Benefits Committee (composed of employees of the Corporation), which has the authority and responsibility to administer, interpret and oversee the Corporation's retirement and pension plans, welfare benefit plans and other benefit plans, and any amendment to such charter and delegate, as the Committee deems appropriate or desirable, to the Employee Benefits Committee or other person or persons any of the Committee's duties under any employment benefit plan as permitted under such a plan or the Committee's authority to appoint and remove members to the Employee Benefits Committee;
- (ix) oversee the activities of the individuals and committees, including the Employee Benefits Committee, responsible for administering the Corporation's compensation and other benefit plans and discharge any responsibilities imposed on the Committee by any of these plans; and
- (x) be responsible for the approval of any compensation "clawback" policy required by law or otherwise adopted by the Corporation.

3. *with respect to equity-based compensation plan administration:*

- (i) review and recommend to the Board any new equity compensation plan or any material change to or termination of an existing plan;

- (ii) interpret the terms and conditions of the Corporation's equity incentive and equity-based compensation plans; establish, amend and rescind rules and regulations relating to such plans as appropriate; and make all other determinations necessary or advisable for administration of the plans and oversee the activities of the individuals and committees responsible for administering these plans, including the Employee Benefits Committee, and discharge any responsibilities imposed on the Committee by any of these plans and delegate any of its responsibility to administer these plans to the Employee Benefits Committee;
- (iii) (A) either as a Committee or together with the other independent directors who qualify for membership on this Committee pursuant to Section II of this Charter (as directed by the Board) determine and approve equity incentive awards under the plans to the CEO, and (B) review and approve awards under the plans to the other Executive Officers;
- (iv) except with respect to the CEO, review and approve: the types of awards; the number of shares relative thereto; the financial and other performance objectives; vesting schedules; and the terms and conditions of all agreements entered into pursuant to the plans;
- (v) delegate to the CEO such authority under the plans to approve awards to officers and other employees (other than Executive Officers), subject to such limitations, as set forth in the applicable plan; and
- (vi) determine stock ownership guidelines for the CEO, Executive Officers and other officers and oversee compliance with such guidelines.

4. *with respect to reporting and recommendations or 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 relating to the Corporation's management development and its compensation programs;
- (ii) review and discuss with management the Corporation's Compensation Discussion and Analysis (the "CD&A") required to be included in the Corporation's annual proxy statement and annual report on Form 10-K, recommend to the Board based on such review and discussion whether the CD&A should be included in the annual proxy statement and annual report on Form 10-K, and prepare, with the assistance of management, and any other advisers who the Committee believes are appropriate, an annual Committee report on executive compensation required by the rules of the SEC, NYSE, or other regulatory body to be included in the annual proxy statement and annual report on Form 10-K;

- (iii) prepare and issue the evaluation referred to under “Performance Evaluation” below; and
- (iv) report its activities to the full Board on a regular basis and to make such recommendations with respect to the above and other matters as the Committee may deem necessary or appropriate.

IV. COMMITTEE STRUCTURE AND OPERATIONS.

The Board shall designate one member of the Committee as its Chairperson. The Committee shall meet periodically as set forth in the annual schedule of the Board and committee meetings and as necessary upon the request of the Chairperson of the Committee or upon the initiation of a majority of the members of the Committee. In addition, the Committee shall meet separately, at least annually, with the CEO and principal human resources executive. The Committee may invite any director, officer, or employee of the Corporation or the Corporation’s outside counsel or other advisers as the Committee deems appropriate, consistent with the maintenance of the confidentiality of compensation discussions, to attend all or a portion of a meeting of the Committee or to meet with any members of, or advisers 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. The CEO will not attend any portion of a meeting where the CEO’s performance or compensation is discussed, unless specifically invited by the Committee.

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 may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser (each a “Committee Adviser”). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Committee Adviser retained by the Committee, including the sole authority to retain

and terminate such Committee Advisers. The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including, without limitation, appropriate funding provided by the Corporation, and in such amount as determined by the Committee, for payment of compensation to any Committee Advisers retained by the Committee. With respect to such Committee Advisers retained to assist in the evaluation of CEO or Executive Officer compensation, the authority described in this section shall be vested solely in the Committee.

In selecting and retaining, or receiving advice from, a Committee Adviser (other than in-house legal counsel or any Committee Adviser whose role is limited to the activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K), the Committee must first take into consideration all factors relevant to that person's independence from management, including the following factors:

- The provision of other services to the Corporation by the person that employs the Committee Adviser;
- The amount of fees received from the Corporation by the person that employs the Committee Adviser, as a percentage of the total revenue of the person that employs the Committee Adviser;
- The policies and procedures of the person that employs the Committee Adviser that are designed to prevent conflicts of interest;
- Any business or personal relationship of the Committee Adviser with a member of the Committee;
- Any Corporation stock owned by the Committee Adviser; and
- Any business or personal relationship of the Committee Adviser with an Executive Officer.

Although the Committee is required to consider these factors, it may select or receive advice from a Committee Adviser that is not independent.

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, and amended July 27, 2000, June 25, 2004, April 25, 2008, June 28, 2013, and as further amended on August 27, 2016.