



## HARRIS CORPORATION

### DIRECTOR INDEPENDENCE STANDARDS

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The Board of Directors (“Board”) of Harris Corporation (together with its consolidated subsidiaries, “Harris”) has adopted Director Independence Standards to assist in its determination of director independence. To be considered “independent” for purposes of these standards, a director must be affirmatively determined, by resolution of the Board as a whole, after due deliberation and a review of relevant information, to have no material relationship with Harris (either directly or as a partner, shareholder or officer of an organization that has a relationship with Harris) other than as a director. In each case, the Board will broadly consider all relevant facts and circumstances and will apply the following standards:

1. In no event will a director be considered “independent” if, within the preceding three years:
  - the director was an employee, or an immediate family member of the director was employed as an executive officer, of Harris, provided that serving as an interim chairman, CEO or other executive officer does not disqualify a director from being considered independent after that employment relationship has ended; or
  - the director, or an immediate family member of the director, received more than \$120,000 in direct compensation from Harris during any twelve-month period, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided that such compensation is not contingent in any way of continued service with Harris); except that compensation received by an immediate family member of the director for services as a non-executive employee of Harris or compensation received by the director for service as an interim chairman, CEO or other executive officer need not be considered in determining independence under this test; or
  - the director was a partner with or employed by, a present or former internal or external auditor of Harris or an immediate family member of the director is a current partner of such a firm or the director has an immediate family member who is a current employee of an internal or external auditor of Harris and personally worked on the Harris audit within the last three years; or
  - the director, or an immediate family member of the director, is or was employed as an executive officer of another company where any of Harris’ present executive officers at the same time served on that company’s compensation committee; or
  - the director currently is an executive officer or employed by another company, or an immediate family member of the director currently is employed as an executive officer of such company, that has made payments to, or received payments from, Harris for property or services (not including contributions to tax exempt organizations) in an amount which, in any single fiscal year of such other company, exceeds the greater of (a) \$1,000,000 or (b) 2% of such other company’s consolidated gross revenues.

2. The following relationships will not be considered to be material relationships that would impair a director's independence (the fact that a particular relationship or transaction is not addressed by the below shall not create a presumption that the director is or is not independent):
  - **Commercial Relationship:** if a director of Harris is an executive officer or an employee, or has an immediate family member who is an executive officer, of another company that makes payments to, or receives payments from, Harris for property or services in an amount which, in any single fiscal year of such other company, does not exceed the greater of (a) \$1,000,000 or (b) 2% of the consolidated gross annual revenues of the company where the director or the director's immediate family member serves as an executive officer or employee, as applicable;
  - **Indebtedness Relationship:** if a director or an immediate family member of a director of Harris is an executive officer of another company which is indebted to, or to which Harris is indebted, and the total amount of the borrower company's indebtedness to the other company is less than 2% of the consolidated assets of the company where the director or immediate family member serves as an executive officer;
  - **Equity Relationship:** if the director is an executive officer of another company in which Harris owns an equity interest, and the amount of the equity interest is less than 5% of the total equity of the company where the director serves as an executive officer; or
  - **Relationships with Tax Exempt Organizations:** if a director of Harris, or the spouse of a director of Harris, serves as a director, officer, or trustee of a tax exempt organization, and within the preceding three years, Harris' or the Harris Foundation's discretionary contributions to such organization in any single fiscal year of such organization are less than the greater of (a) \$1,000,000 or (b) 2% of such organization's consolidated gross revenues; or
  - **Stock Ownership:** the ownership of Harris shares by a director or a director's immediate family members.
3. Annually, and at any other times required by the New York Stock Exchange, Inc. ("NYSE") listing standards, the Board will (i) review all commercial and tax exempt organization relationships of directors to determine whether directors meet the standards described in Sections 1 and 2 above and (ii) determine director independence under these Director Independence Standards. For relationships not covered by Section 2 above-but as to which the Board believes a director may nevertheless be independent, or for relationships that are covered, and to the extent that any such relationship would not constitute a bar to director independence under NYSE listing standards, the determination of whether the relationship is material or not, and therefore whether the director would be independent, will be made by the majority of Harris' directors who satisfy the independence standards set forth in Sections 1 and 2 above.
4. Members of Harris' Audit Committee must also satisfy the independence requirements of Rule 10A-3 under the Securities Exchange Act of 1934, as amended ("Exchange Act").
5. Members of Harris' Management Development and Compensation Committee must also satisfy the independence requirements of Rule 10C-1 under the Exchange Act and the independence standards of the NYSE applicable to compensation committee members.
6. For purposes of these standards, (a) an "immediate family member" includes a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and

sisters-in-law, and anyone (other than domestic employees) who shares such person's home; except that when applying the independence tests described above, Harris need not consider individuals who are no longer immediate family members as a result of legal separation or divorce, or those who have died or have become incapacitated, (b) "executive officer" has the same meaning specified for the term "officer" in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended, and (c) "Harris" includes Harris Corporation and all of its consolidated subsidiaries.

The Board may revise these Director Independence Standards from time to time, as it deems appropriate.

Adopted June 25, 2004, amended August 28, 2009, August 25, 2012, August 23, 2013 and August 28, 2015.