

L3 TECHNOLOGIES, INC.

COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS CHARTER

I. PURPOSE

The Compensation Committee (the “Committee”) shall provide assistance to the Board of Directors (the “Board of Directors”) of L3 Technologies, Inc. (the “Company”) in fulfilling its responsibility to the shareholders, potential shareholders and investment community by fulfilling the Committee’s responsibilities and duties as outlined in Section IV.

II. STRUCTURE AND OPERATIONS

Composition and Qualifications

The Committee shall comprise three or more members of the Board of Directors, each of whom (i) is determined by the Board of Directors to be “independent” under the rules of the New York Stock Exchange, Inc. (the “NYSE”), including those specifically related to determining whether a director is independent in connection with the duties of a member of a compensation committee, (ii) is a “Non-employee” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (iii) satisfies the requirements of an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code.

Appointment and Removal

The Chairperson and members of the Committee shall be recommended by the Nominating and Governance Committee and approved by the Board of Directors and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board of Directors.

Chairperson

Unless a Chairperson is elected by the Board of Directors, the members of the Committee shall designate a Chairperson by majority vote of the full Committee membership. The Chairperson will chair all regular sessions of the Committee and set the agendas for Committee meetings. In the absence of the Chairperson of the Committee, the Committee shall select another member to preside.

Delegation to Subcommittees

In fulfilling its responsibilities, the Committee may form subcommittees composed of two or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

The Committee may delegate to the Chief Executive Officer of the Company the authority to make grants of awards under the Company's equity-based plans to any person who is not a Section 16 Officer (as defined below) as the Committee deems appropriate and in accordance with the terms of such plans; provided that such delegation is in compliance with the plans and the laws of the state of the Company's jurisdiction. In the event of such delegation, at each meeting of the Committee, the Chief Executive Officer shall report to the Committee the awards made since the prior meeting. A "Section 16 Officer" means an "officer" of the Company for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.

III. MEETINGS

The Committee shall meet as frequently as circumstances dictate. The Chairman of the Board of Directors or any member of the Committee may call meetings of the Committee. All meetings of the Committee may be held telephonically.

As part of its review and establishment of the performance criteria and compensation of designated key executives, the Committee may meet separately with the CEO, the Company's principal human resources executive, and any other corporate officers, as it deems appropriate.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons, including counsel, it deems appropriate in order to carry out its responsibilities.

The Company's counsel shall attend each meeting, or portions thereof, where equity-based awards are granted, and promptly prepare the minutes of such meeting, or portions thereof.

A majority of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

IV. RESPONSIBILITIES AND DUTIES

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of business, legislative, regulatory, legal or other conditions or changes. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time. All responsibilities and duties delegated to the Committee in this Charter with respect to executive officers shall also be deemed to extend to such other officers and employees as the Committee determines in its sole discretion.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter that the Committee deems appropriate and shall have the sole authority to retain, obtain the advice of or terminate legal counsel or other consultants and advisors for this purpose, including the authority to approve the fees payable to such counsels, consultants or advisors and any other terms of retention. The Company shall provide appropriate funding, as determined by the

Committee, for payment of reasonable compensation to any compensation consultant, legal counsel or other adviser retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Any compensation consultant that is retained by the Committee to assist in setting the amount or form of executive compensation (each, a “Compensation Consultant”) shall not provide any other services to the Company or its subsidiaries, unless such services are pre-approved by the Committee.

The Committee shall undertake an independence assessment prior to selecting any Compensation Consultant, legal counsel or other advisers that will provide advice to the Committee as may be required by the New York Stock Exchange from time to time. The Committee shall evaluate, on at least an annual basis, whether any work provided by any Compensation Consultant raised any conflict of interest.

Setting Compensation for Executive Officers

1. Review and approve corporate goals and objectives relevant to CEO compensation.
2. Evaluate the performance of the CEO in light of these criteria and, either as a committee or together with other independent directors (as directed by the Board), determine and approve the annual salary, bonus, equity and equity-based incentives and other benefits, direct and indirect, of the CEO based on such evaluation.
3. Review and approve the annual salary, bonus, equity and equity-based incentives and other benefits, direct and indirect, of the other executive officers.
4. In connection with executive compensation programs:
 - (i) Review and recommend to the Board of Directors, or approve, new compensation programs for executive officers;
 - (ii) Review on a periodic basis the operations of the Company’s compensation programs for executive officers to determine whether they are effective in achieving their intended purpose(s);
 - (iii) Establish and periodically review policies for the administration of compensation programs for executive officers; and
 - (iv) Take steps to modify any compensation program for executive officers that yields payments and benefits that are not reasonably related to executive and corporate performance.
5. Establish and periodically review policies with respect to senior management perquisites, and approve all material modifications thereto.

6. Review and consider responses to shareholder proposals regarding matters falling within the responsibilities and duties of the Committee as contemplated under this Charter.
7. Discuss the results of the shareholder advisory vote on “say-on-pay,” if any, with regard to the named executive officers.
8. Establish stock ownership guidelines applicable to the CEO, other senior executives and directors, and review on an annual basis compliance with these guidelines.
9. Review and make recommendations to the Board of Directors, or approve, any contracts or other transactions, including consulting arrangements, employment contracts, severance or termination arrangements, with any current executive officer of the Company, or with any other person who served as an executive officer or director at any time since the beginning of the Company’s prior fiscal year.
10. Review and discuss with management, on at least an annual basis, management’s assessment of whether risks arising from the Company’s compensation policies and practices for all employees, including non-executive officers, are reasonably likely to have a material adverse effect on the Company.

Monitoring Incentive and Equity-Based Compensation Plans

11. Review and approve, or make recommendations to the Board of Directors with respect to, the Company’s equity-based plans and executive officer incentive-compensation plans, and oversee the activities of the individuals responsible for administering those plans.
12. Review and recommend to the Board of Directors, or approve, all equity-based awards, including pursuant to the Company’s equity-based plans.
13. Oversee the Company’s Executive Compensation Clawback Policy and make recommendations to the Board of Directors with respect to actions to be taken pursuant to such policy.

Management Continuity / Succession Planning

14. Oversee and approve the management continuity planning process.
15. Periodically review and evaluate the succession plans relating to the CEO and other executive officer positions, including plans related to unanticipated vacancies.

Reports

16. Prepare an annual report on executive compensation for inclusion in the Company’s proxy statement, in accordance with applicable rules and regulations of the NYSE, Securities and Exchange Commission (“SEC”) and other applicable regulatory bodies.
17. Oversee the preparation of a “Compensation Discussion and Analysis” (“CD&A”) for inclusion in the Company’s annual proxy statement and annual report on Form 10-K, in

accordance with the rules of the SEC. The Committee shall review and discuss the CD&A with management each year and, based on that review and discussion, determine whether or not to recommend to the Board that the CD&A be included in the Company's annual proxy statement or annual report on Form 10-K.

18. Review the description of the Committee's processes and procedures for the consideration and determination of executive compensation to be included in the Company's annual proxy statement.
19. Report regularly to the Board of Directors (i) following all meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board of Directors may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make such report.
20. Maintain minutes or other records of meetings and activities of the Committee.

V. ANNUAL PERFORMANCE EVALUATION

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or appropriate. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

VI. EDUCATION

The Committee shall receive, at least annually, if applicable, an update on any material changes to the SEC or New York Stock Exchange rules and regulations relevant to their responsibilities and duties set forth in this Charter.