

L3 TECHNOLOGIES, INC.

**NOMINATING AND GOVERNANCE
COMMITTEE OF THE BOARD OF DIRECTORS
CHARTER**

I. PURPOSE

The Nominating and Governance Committee (the “Committee”) shall provide assistance to the Board of Directors (the “Board”) 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, each of whom is determined by the Board to be “independent” in accordance with the rules of the New York Stock Exchange, Inc.

Appointment and Removal

The members of the Committee shall be appointed by the Board 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.

Chairperson

Unless a Chairperson is elected by the Board, 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 shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee of one 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.

III. MEETINGS

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

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 it deems appropriate in order to carry out its responsibilities. 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.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the authority to retain and terminate outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention.

Board Selection, Composition and Evaluation

1. Establish criteria for the selection of new directors to serve on the Board, which criteria shall be approved by the Board.
2. Identify individuals, consistent with criteria approved by the Board, believed to be qualified as candidates to serve on the Board and select, or recommend that the Board select, the candidates for all directorships to be filled by the Board or by the shareholders at an annual or special meeting. In identifying candidates for membership on the Board, the Committee shall take into account (a) minimum individual qualifications, including strength of character, mature judgment, industry knowledge or experience and an ability to work collegially with the other members of the Board, and (b) all other factors it considers appropriate, which may include independence from management; age, gender and ethnic background; existing commitments to other businesses; potential conflicts of interest with other pursuits; legal considerations such as antitrust issues; corporate governance background; financial and accounting background, to enable the Committee to determine whether the candidate would be suitable for audit committee membership (including as an “audit committee financial expert”); executive compensation background, to enable the Committee to determine whether the candidate would be suitable for compensation committee membership; and the size, composition and combined expertise of the existing Board. In evaluating new director candidates, the Committee will carefully consider the benefits to the Company of gender and racial diversity in Board composition. The Committee also may consider the extent to which the candidate would fill a present need on the Board.

Review and make recommendations to the Board, or determine, whether members of the Board should stand for re-election. Consider matters relating to the retirement of Board members, including term limits or age caps as well as the performance of such directors.

3. Evaluate candidates recommended by shareholders in a timely manner. In that connection, the Committee shall adopt procedures for the submission of such recommendations by shareholders as it deems appropriate.
4. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates. In that connection, the Committee shall have the authority to retain and to terminate any firm to be used to assist it in identifying candidates to serve as directors of the Company, including sole authority to approve the fees payable to such search firm and any other terms of retention.
5. Consider questions of independence and possible conflicts of interest of members of the Board and executive officers, and whether a candidate has special interests or a specific agenda that would impair his or her ability to effectively represent the interests of all shareholders.
6. Oversee and/or assist in the evaluation of the Board and its committees and management, as appropriate.

Committee Selection and Composition

7. Recommend members of the Board to serve on the committees of the Board giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant.
8. Monitor the composition of the committees of the Board in light of the criteria and other factors discussed above, make such determinations and disclosures as may be required by any applicable law, rule, or regulation, and where appropriate, make recommendations regarding the removal of any member of any committee.
9. Recommend members of the Board to serve as the Chair of the committees of the Board.
10. Establish, monitor and recommend the purpose, structure and operations of the various committees of the Board, the qualifications and criteria for membership on each committee of the Board and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any Board committee, as may be considered appropriate.
11. Periodically review the charter, composition and performance of each committee of the Board and make recommendations to the Board for the creation of additional committees or the elimination of committees of the Board.

Corporate Governance

12. Review the adequacy of the certificate of incorporation and by-laws of the Company and recommend to the Board, as appropriate, that it propose amendments to the certificate of incorporation and by-laws for consideration by the shareholders.
13. Develop and recommend to the Board a set of corporate governance principles and keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board in light of such developments as may be appropriate.
14. Oversee the Company's political contributions, lobbying activities, and the Company's Federal political action committee.
15. Review policies relating to meetings of the Board. This may include meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings.
16. Oversee director orientation and continuing education.
17. Otherwise take a leadership role in shaping the corporate governance of the Company.

Setting Compensation for Directors

18. Review and recommend to the Board the form and amounts of compensation for directors.

Reports

19. Report regularly to the Board (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 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.
21. In connection with the Company's filings with the Securities and Exchange Commission, the Committee will make such disclosures about its director nominating process as are required by the applicable securities laws or regulations.

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 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.