

FLIR SYSTEMS, INC.**CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS****Purpose:**

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of FLIR Systems, Inc (the “Company”) is to:

- Discharge the Board’s responsibilities relating to compensation of the Company’s Executive Officers;
- Oversee the administration of the Company’s executive and director compensation plans;
- Oversee the administration of the Company’s equity-based plans;
- Oversee and evaluate the performance of the Chief Executive Officer (the “CEO”);
- Oversee the administration of the Company’s talent management process for the Company’s Executive Officers;
- Oversee the preparation of succession plans for the Company’s Executive Officers; and
- Oversee the preparation of executive compensation disclosures included in the Company’s proxy statement, in accordance with the rules and regulations of the Securities and Exchange Commission (“SEC”).

Membership:

The Committee membership shall be as follows:

- The Committee shall consist of a minimum of two directors.
- The Committee Chair shall be appointed by the Chairman of the Board after consultation with the Committee members.
- Vacancies on the Committee shall be filled by the Chairman of the Board.
- Committee members shall (i) meet NASDAQ Global Select Market (“NASDAQ”) and SEC independence requirements for compensation committee members as in effect from time to time and (ii) meet the requirements for being a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934 and an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, and (iii) meet all other applicable rules, regulations, and statutes, as determined by the Board in the exercise of its business judgment.

Meetings:

The Committee shall meet with such frequency and at such intervals as it determines are necessary to carry out its duties and responsibilities:

- Meetings may be called by the Chair of the Committee or any two Committee members; the Chair shall set the agenda (unless a special meeting is called by the other members) and conduct the meetings.
- The Committee may permit attendance at meetings by management and consultants as the Committee may determine appropriate or advisable from time to time.
- If there are two members of the Committee, the concurrence of both members shall be required to take formal action of the Committee. If there are three or more members of the Committee, a majority of the members shall constitute a quorum.
- Concurrence of a majority of the quorum present at a meeting, or unanimous written consent (as provided below), shall be required to take formal action of the Committee.
- As permitted by ORS 60.354, the Committee may act by unanimous written consent, and may conduct meetings via teleconference or similar communications equipment.
- The Committee shall report regularly to the Board on matters within the Committee's responsibilities and shall maintain minutes of Committee meetings, reflecting all matters considered and actions taken.

Duties and Responsibilities:

The Committee shall have responsibility for oversight of the Company's equity-based plans for all employees and all compensation for Executive Officers. The Committee may delegate to management specific authority relating to the compensation of non-Executive Officers. "Compensation" as used in this paragraph means all forms of compensation including, without limitation, salaries, bonuses, fringe benefits, incentive compensation, equity-based compensation, retirement benefits, deferred compensation, severance pay and benefits, and compensation and benefits in the event of a change in control of the Company. With respect to the Company's Executive Officers, the Committee shall:

1. Annually review and approve the Company's compensation strategy to ensure that Executive Officers of the Company are rewarded appropriately for their contributions to Company growth and profitability.
2. Annually review and approve performance goals and objectives with respect to the compensation of the CEO and other Executive Officers, consistent with compensation plans approved by the Committee.
3. Annually evaluate the performance of the CEO, and review with the CEO his/her performance evaluation of the Company's Executive Officers, and oversee the Company's talent management program with respect to the Company's Executive Officers.
4. Review, in consultation with the Corporate Governance Committee and the CEO, the succession plans for the CEO and other Executive Officers, including when appropriate, the evaluation of potential successors.

5. Annually review, determine, and approve in light of corporate goals and objectives, the individual elements of total compensation including base, bonus, incentive and equity-based compensation, for the CEO and other Executive Officers, including:

(a) The Committee shall approve all special perquisites, special cash payments, and other special compensation and benefit arrangements for the Company's Executive Officers.

(b) The Committee shall approve, administer and annually review the Company's incentive and equity-based compensation plans with respect to the participation in such plans by the Executive Officers, and shall approve all awards. The approval or alteration of any such plans shall be reported to the Board.

(c) The Committee shall review and approve employment, severance, change-in-control, termination, and retirement agreements for Executive Officers.

The CEO may not be present during the voting or deliberations by the Committee on the CEO's compensation.

6. Direct preparation of and approve the annual Committee report on executive compensation and the Compensation Discussion and Analysis and related tabular disclosures for inclusion in the Company's annual proxy statement in conformity with applicable rules and regulations of the SEC in effect from time to time, including the material factors and criteria on which the CEO's and all other Executive Officer's compensation for the last year was based.

7. In consultation with the Corporate Governance Committee, review and recommend to the Board for approval, compensation for members of the Board, including compensation paid to committee members and committee chairs.

8. Seek advice from internal and external legal counsel and engage other advisors or consultants as the Committee deems necessary or appropriate to assist in the performance of its duties. The Committee shall have sole authority to approve the fees and other retention terms of any engaged counsel, advisors or consultants. The Company will pay all compensation and expenses of legal counsel, advisors, or consultants engaged by the Committee. To the extent required by applicable NASDAQ rules, the Committee will assess the independence of any such counsel, advisor or consultant (other than in-house legal counsel), taking into account the factors specified in such rules.

9. Annually review its own performance and report to the Board the results of its evaluation.

10. Review the Committee's Charter at least annually and, as appropriate from time to time, recommend amendments to the Charter to the Board.

11. Review the results of any "say-on-pay" or other shareholder vote regarding executive compensation.

12. Approve any compensation "clawback" policy required by law or otherwise adopted by the Company.

13. Review the Company's incentive compensation arrangements and consider whether such arrangements encourage unnecessary risk taking.
14. Perform such other duties and responsibilities as the Board may, from time to time, assign to the Committee.

In order to discharge its duties and responsibilities under this Charter, the Committee shall have full access to all books, records, facilities, and personnel of the Company as it deems necessary or appropriate.