



The World's Sixth Sense™

FLIR SYSTEMS, INC.

CHARTER OF THE CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS (Amended & Restated as of July 23, 2015)

Purpose:

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

- Identify, select and recommend to the Board individuals proposed to be (i) nominated for election as directors by the shareholders or (ii) elected as directors by the Board to fill vacancies, including vacancies resulting from an increase in the number of directors;
- Develop and recommend to the Board for approval, and review from time to time, a set of corporate governance principles for the Company (the “Corporate Governance Principles”), which shall include a process for the evaluation of the Board of Directors, its committees and management;
- Review and make recommendations regarding the content of the Company’s Code of Ethical Business Conduct;
- In conjunction with the Compensation Committee, review director compensation plans;
- Provide oversight assistance of management activities related to the integrity and security of the Company’s Information Technology systems, business information and third party data. The Committee’s oversight activities in this area is not intended to supersede or limit the oversight authority of any other Committee of the Board;
- Review Company Director & Officer liability insurance coverage;
- Develop and maintain a director education program; and
- Monitor compliance with the Corporate Governance Principles, as adopted and amended from time to time by the Board.

Membership:

The Committee membership shall be as follows:

- The Committee shall consist of a minimum of two directors appointed by the Board.
- 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 meet NASDAQ Stock Market independence requirements for governance committee members as in effect from time to time and 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 is 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 matters considered and actions taken.

Duties and Responsibilities:

In accordance with the purpose of the Committee and requirements of the Company's Corporate Governance Principles, the Committee shall:

1. Review and recommend the individual nominees for election as directors at the next annual meeting of the Company's stockholders. In event that there shall be a vacancy on the Board resulting from the departure of a director, or an increase in the authorized number of directors, the Committee shall recommend to the Board candidates to fill such vacancy.
2. Recommend to the Board whether to accept or reject the resignation of any nominee for director who, in an uncontested election for directors to serve on the Board, receives a greater number of votes "against" his or her election than votes "for" such election and subsequently tender his or her resignation for consideration by the Committee.

3. Evaluate and recommend to the Board whether the Board should accept the resignation of a director who experiences a significant change in his or her personal circumstances based on a review of whether the individuals continues to satisfy the Board's membership criteria in light of his or her changed status.
4. Monitor outside legal and regulatory requirements for governing the qualifications of Board members, including standards relating to the definition of "independence" for members of the Board and Board committees.
5. Review at least annually the Corporate Governance Principles of the Company and recommend to the Board for its consideration any amendments, additions or deletions the Committee in its discretion believes are necessary or appropriate.
6. Review at least annually the Committee's Charter and, as appropriate from time to time, recommend amendments to the Charter to the Board.
7. Review and make recommendations to the Board and management as it deems appropriate regarding the content of the Company's Code of Ethical Business Conduct.
8. Review, consider and make recommendations as appropriate to the Chairman of the Board regarding the number and size of Board committees, qualifications for the members of each committee, the process for appointing and removing committee members, rotation of committee members, committee structure and operations, and the content of committee charters.
9. Identify individuals qualified to become directors and develop a pool of potential candidates for consideration in the event of a vacancy on the Board. In assessing potential candidates, the Committee shall consider the composition of the Board as a whole and the character, background, and professional experience of each potential candidate. Directors should be capable of representing the diverse nature of our global corporation. In its evaluation of potential candidates, the Committee shall give due consideration to the following factors: qualification as an independent director; character, integrity and mature judgment; accomplishments and reputation in the business community; knowledge of the Company's industry or other industries relevant to the Company's business; specific skills such as financial expertise needed by the Board; inquisitive and objective perspective; commitment and ability to devote time and effort to Board responsibilities; and diversity of viewpoints, experience, gender and ethnic background.
10. In considering recommendations regarding the re-nomination of incumbent directors, the Committee shall, in addition to the factors listed in paragraph 9 above, take into account the performance of such persons as directors, including the number of meetings attended and the level and quality of participation and

value of continuity and knowledge of the Company gained through Board service. The Committee is authorized, to the extent it deems necessary or appropriate, to retain one or more search firms to assist the Committee in identifying potential candidates to the Board. The Company will pay all compensation of search firms approved by the Committee.

11. The Committee is authorized, to the extent it deems necessary or appropriate, to seek advice from internal and external legal counsel and other advisors or consultants as the Committee deems necessary or appropriate to assist in the performance of its duties. The Company will pay all reasonable compensation and expenses of legal counsel, advisors, or consultants engaged by the Committee.
12. Periodically as appropriate, the Committee shall recommend to the Board amendments to the Company's articles of incorporation and bylaws relating to the issues of corporate governance, including shareholder proposals received by the Board or management relating to corporate governance issues.
13. Periodically as appropriate, the Committee shall recommend to the Board the selection of a Chairman of the Board and, in consultation with the Compensation Committee and the Chief Executive Officer ("CEO"), shall also review the succession plans for the CEO, including when appropriate, the evaluation of potential successors.
14. At least annually, in conjunction with the Compensation Committee, review and make recommendations to the Board regarding Board and committee compensation.
15. Conduct periodic evaluations of the Company's risk identification and mitigation activities as it relates to the Company's Information Technology systems, business information and third party data, including legal and regulatory compliance matters and incident response preparedness.
16. Review the adequacy and effectiveness of the Company's Information Technology security and privacy policies and the internal controls regarding technology, privacy and information security.
17. Receive periodic reports from management on the metrics used to measure, monitor and manage risks as it relates to the Company's Information Technology systems, business information and third party data.
18. Conduct annual evaluations of the Board, its committees and individual directors.

19. Establish a process for identifying external continuing education programs for the Board members, assisting in developing internal materials and programs, and establishing requirements for continuing director education at Company expense.
20. Annually review and assess the adequacy of the Director & Officer liability insurance coverage.
21. The Committee shall periodically, but not less frequently than every two years, review the Company's stock ownership guidelines for directors and executive officers and make recommendations for adjustments, if necessary, to the Board.
22. The Committee shall perform such other duties as the Board may delegate to the Committee from time to time.