

## **FLIR SYSTEMS, INC.**

### **CHARTER OF THE ETHICS AND COMPLIANCE COMMITTEE OF THE BOARD OF DIRECTORS**

#### **Purpose:**

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

- Review and make recommendations at the direction of the Board regarding Company corporate compliance and ethics posture, programs, policies and procedures to facilitate the operation of the Company in a compliant and ethical manner;
- As may be requested from time to time, develop and recommend to the Corporate Governance Committee or Board for approval, and review from time to time, recommended revisions to the Company’s corporate governance principles (the “Corporate Governance Principles”) with respect to the Company’s ethics and compliance;
- As requested, review and make recommendations regarding the content of the Company’s Code of Ethical Business Conduct and Code of Ethics for Senior Financial Officers;
- As requested, review and make recommendations to the Board with respect to policies and program to facilitate compliance with the Company’s Code of Ethical Business Conduct, Corporate Governance Principles, and Corporate policies and procedures addressing the ethical and compliant operation of the Company, 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 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.
- Committee members shall qualify as independent under the Company’s Corporate Governance Principles.

## **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.
- 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. At the direction of the Board review and make recommendations regarding identified matters relating to the facilitation of corporate compliance and ethics deemed necessary or advisable by the Board.
2. Recommend to the Board any amendments, additions or deletions to the Corporate Governance Principles of the Company the Committee in its discretion believes are necessary or appropriate to facilitate or enhance the Company's compliance and ethics programs.
3. Review at least annually the Committee's Charter and, as appropriate from time to time, recommend amendments to the Charter to the Board.
4. 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, the Code of Ethics for Senior Financial Officers and other Company policies and procedures dealing with the ethical and compliant operations of the Company's business.

5. 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.
6. The Committee shall perform such other duties as the Board may delegate to the Committee from time to time.