



FLIR SYSTEMS, INC.

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS (Amended & Restated as of December 13, 2019)

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 Chief Executive Officer (the “CEO”) and the executive officers as defined in Rule 3b-7 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and designated as such by the Board, except for the CEO (the “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 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 CEO and Executive Officers;
- Oversee the preparation of executive compensation disclosures included in the Company’s annual proxy statement or annual report on Form 10-K (“Form 10-K”), in accordance with the rules and regulations of the Securities and Exchange Commission (the “SEC”); and
- Otherwise carry out the duties and responsibilities set forth in this Charter of the Compensation Committee of the Board (this “Charter”) and such other responsibilities and duties that the Board may assign from time to time.

Membership:

The Committee membership shall be as follows:

- **Number of Members.** The Committee shall consist of a minimum of two directors and will otherwise meet any applicable requirements imposed by the listing rules of the NASDAQ Stock Market LLC (the “NASDAQ Listing Rules”).
- **Appointment and Term.** The members of the Committee shall be appointed by the Board annually. The Committee members shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal, and may be removed by the Board in its discretion at any time with or without cause.
- **Committee Chair.** The Committee Chair shall be appointed by the Chairman of

the Board after consultation with the Committee members. If a Committee Chair is not present, the members of the Committee may designate a Chair by majority vote of the Committee membership.

- **Vacancies.** Vacancies on the Committee shall be filled by an independent Director named by the Chairman of the Board.
- **Qualification of Members.** Committee members shall (i) meet all applicable requirements of the NASDAQ Listing Rules and the rules and regulations of the SEC for compensation committee members as in effect from time to time; (ii) meet the requirements for being a “non-employee director” within the meaning of Rule 16b-3 under the Exchange Act; and (iii) meet all other applicable rules, regulations, and statutes, as determined by the Board in the exercise of its business judgment. Committee members are prohibited from interlocking relationships or insider participation with any member of the board or compensation committee of another company.

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 Committee 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.
- The Committee may act by unanimous written consent, and may conduct meetings via teleconference or similar communications equipment by which the members participating may simultaneously hear each other during the meeting.
- 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. A copy of the minutes of each meeting and all consents will be placed in the Company’s minute book.

Duties and Responsibilities:

The Committee shall have responsibility for oversight of the Company’s equity-based plans for all employees and all compensation for the CEO and the Executive Officers. The Committee has delegated to management specific authority relating to the compensation of employees who are

not 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 CEO and Executive Officers, the Committee shall:

1. Annually review and approve the Company’s compensation strategy to ensure that the CEO and the Executive Officers are rewarded appropriately for their contributions to Company growth and profitability.
2. 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.
3. Review, in consultation with the Company’s CEO, the succession plans (including an emergency succession plan for interim and transition leadership in the event of unforeseen or untimely vacancies) for the CEO and Executive Officers, including when appropriate, the evaluation of potential successors. The Committee shall report the results of the evaluation to the Board.
4. Annually review, determine, and recommend to the full Board for approval in light of corporate goals and objectives, the individual elements of total compensation including base, bonus, incentive and equity-based compensation, for the CEO, including:
 - (a) The Committee shall annually review and recommend to the full Board for approval performance goals and objectives with respect to the compensation of the CEO, consistent with compensation plans approved by the Board.
 - (b) The Committee shall review and recommend to the full Board for approval all special perquisites, special cash payments, and other special compensation and benefit arrangements for the Company’s CEO.
 - (c) The Committee shall administer, annually review and recommend to the full Board for approval awards made under incentive and equity-based compensation plans to the CEO. Any alteration of any such plans shall also be recommended to the full Board for approval.
 - (d) The Committee shall review and recommend to the full Board for approval employment, severance, change-in-control, termination, and retirement agreements for the CEO.
5. Annually review, determine, approve in light of corporate goals and objectives, the individual elements of total compensation including base, bonus, incentive and equity-based compensation, for the Executive Officers, including:

- (a) The Committee shall annually review and approve performance goals and objectives with respect to the compensation of the Executive Officers, consistent with compensation plans approved by the Committee.
 - (b) The Committee shall review and approve all special perquisites, special cash payments, and other special compensation and benefit arrangements for the Executive Officers.
 - (c) The Committee shall review and approve employment, severance, change-in-control, termination, and retirement agreements for the Executive Officers.
6. The Committee shall approve, administer and annually review awards made under incentive and equity-based compensation plans to the Section 16 officers, except for the CEO.
 7. The CEO may not be present during the deliberations by the Committee on the CEO's compensation.
 8. 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 or on Form 10-K 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 the Executive Officers' compensation for the last year was based.
 9. 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.
 10. Have authority, in its sole discretion, to 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 and pay 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 Listing 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.
 11. Annually review its own performance and report to the Board the results of its evaluation.
 12. Review this Charter at least annually and, as appropriate from time to time, recommend amendments to this Charter to the Board.

13. Review the results and frequency of any advisory say-on-pay vote or other shareholder vote regarding executive compensation and consider whether to recommend adjustments to the Company's executive compensation policies and practices as a result of such votes.
14. Approve any compensation "clawback" policy required by law or otherwise adopted by the Company.
15. Review and discuss at least annually the Company's incentive compensation arrangements and consider whether such arrangements encourage unnecessary risk taking and evaluate compensation policies and practices that could mitigate any such risk.
16. Have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees or to a committee of the independent members of the Board as the Committee may deem appropriate in its sole discretion.
17. In addition to the foregoing, perform such other duties and responsibilities, consistent with this Charter, the articles of incorporation and bylaws of the Company, governing law, the NASDAQ Listing Rules, the federal securities laws and other such requirements applicable to the Company, delegated to the Committee by the Board or required under the provisions of any compensation or benefit plan maintained by the Company.

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.