



## FLIR SYSTEMS, INC.

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

#### **Purpose:**

The purpose of the Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of FLIR Systems, Inc. (the “Company”) 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 authorized number of directors;
- Consider shareholder nominees for election to the Board and maintain procedures provided in the Company’s bylaws for the submission of recommendations for director nominees by a shareholder;
- 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, its committees and management;
- Review and recommend to the Board for approval, and review from time to time, the content of the Company’s Code of Ethical Business Conduct and the Code of Ethics for Senior Financial Officers (together, the “Codes”);
- Review the Company’s director & officer (“D&O”) liability insurance coverage;
- In conjunction with the Compensation Committee, review, develop and maintain a director compensation plans and education program;
- Monitor compliance with the Corporate Governance Principles, as adopted and amended from time to time by the Board;
- Provide oversight of management activities and enterprise risks, including the integrity and security of the Company’s Information Technology systems, business information and third party data; provided, however, that 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; and
- Otherwise carry out the duties and responsibilities set forth in this Charter of the Corporate Governance 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.

- **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. The Committee Chair will be designated as a Presiding Director to serve as a leader of the full Board when the Chairman of the Board is unavailable or if the Board meets in Executive Session without the Chairman of the Board present.
- **Vacancies.** Vacancies on the Committee shall be filled by the Chairman of the Board.
- **Qualification of Members.** Committee members shall meet the requirements under the listing rules of the NASDAQ Stock Market LLC (the “NASDAQ Listing Rules”) for independence 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 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:**

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 shareholders. 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. Consider shareholder nominees for election to the Board and review shareholder proposals submitted to the Company for consideration at the next annual meeting of the Company's shareholders.
3. 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 tenders his or her resignation for consideration by the Committee.
4. 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, including a material change in employment or circumstances that reasonably may have an adverse effect on a director's continued service on the Board or the Company's business or reputation, based on a review of whether the individual continues to satisfy the Board's membership criteria in light of his or her changed status.
5. Monitor outside legal and regulatory requirements for governing the qualifications of the Board members, including standards relating to the definition of "independence" for members of the Board and Board committees.
6. At the direction of the Board, review and make recommendations to the Board regarding identified matters relating to the facilitation of corporate compliance and ethics deemed necessary or advisable by the Board.
7. 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.
8. Review at least annually this Charter and, as appropriate from time to time, recommend amendments to this Charter to the Board.
9. Administer the Company's Codes, including (1) assessing compliance with the Codes; (2) reporting material violations of the Codes to the Board and otherwise

as required by applicable laws and regulations; and (3) recommending to the Board appropriate action in response to any reported violation of the Codes.

10. Review and recommend to the Board for its consideration any amendments, additions or deletions, other than non-substantive or ministerial changes, the Committee in its discretion believes are necessary or appropriate regarding the content of the Company's Codes and other Company policies and procedures dealing with the ethical and compliant operations of the Company's business.
11. 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, and committee structure and operations.
12. 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.
13. In considering recommendations regarding the re-nomination of incumbent directors, the Committee shall, in addition to the factors listed in paragraph 12 above, take into account the performance of such persons as directors, including the number of meetings attended, 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.
14. 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.

15. 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.
16. Periodically as appropriate, the Committee shall recommend to the Board the selection of a Chairman of the Board.
17. Periodically as appropriate, (1) conduct evaluations of the Company's enterprise risk identification and mitigation activities as it relates to, among others, the Company's Information Technology systems, business information and third party data, including legal and regulatory compliance matters and incident response preparedness; (2) review and discuss with management, including the Chief Information Officer, risk assessments from management with regard to cybersecurity, including assessments of the overall threat landscape and strategies and infrastructure investments to monitor and mitigate such threats; (3) the adequacy and effectiveness of the Company's Information Technology security and privacy policies and the internal controls regarding technology, privacy and information security; and (4) receive periodic reports from management on the metrics used to measure, monitor, manage and mitigate risks as it relates to the Company's Information Technology systems, business information and third party data. The Committee shall regularly, but not less frequently than annually, report to the Board the substance of such reviews and discussions and, as necessary, recommend to the Board such actions as the Committee deems appropriate.
18. Conduct annual evaluations of the performance 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's expense.
20. Annually review and assess the adequacy of the Company's D&O 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. Annually review its own performance and report to the Board the results of its evaluation.
23. 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.

24. In addition to the foregoing, the Committee shall 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.