



## Code of Ethical Business Conduct For FLIR Operations Outside the U.S.

Effective: November 24, 2013

As evidence of FLIR's global commitment to conducting the Company's business to the highest ethical standards, we have adopted this **Code of Ethical Business Conduct for FLIR Operations Outside the U.S.** (referred to as the "Code").

**Accordingly, we kindly request all FLIR employees, including officers and members of our FLIR Systems, Inc. Board of Directors (the "Board of Directors"), to:**

- **Read and understand** the Code;
- **Sign the written acknowledgment** that they have done so;
- Ensure that their **conduct fully meets ethical standards**; and
- Take appropriate action to ensure that **FLIR affiliates** (such as representatives, distributors, agents, consultants and contractors) **understand and comply** with these ethical standards.

# Code of Ethical Business Conduct For Operations Outside the U.S.

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## Letter from Andrew C. Teich, President and CEO

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November 24, 2013

To FLIR Employees, Officers and Directors:

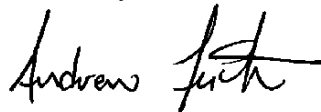
FLIR Systems and all of its employees are committed to conducting the Company's business in accordance with best business practices and the highest ethical standards. Our reputation for honesty, integrity and high ethics is as important as our reputation for providing outstanding products, services and support.

The attached Code of Ethical Business Conduct for FLIR Operations Outside the U.S. describes the principles and standards that we expect our employees to abide by when conducting business for the Company. We are committed to maintaining a workplace that is fair, honest and open. To that end, we have established a reporting system managed by an outside third party that allows any employee to report suspected violations of law, ethics or business practice that may have occurred. All reports can be submitted anonymously and without fear of retribution. This system is explained in detail in Section 2.C. of this Code and all employees should become familiar with it.

While I hope that we have created an environment at FLIR that encourages openness such that an anonymous reporting system is not necessary, it is good corporate practice to have one in the event that it is needed.

If you have any questions about interpreting or applying the Code of Ethical Business Conduct for FLIR Operations Outside the U.S., please consult with a member of FLIR's Law Department or Human Resources Department.

Sincerely,

A handwritten signature in black ink that reads "Andrew Teich". The signature is written in a cursive style with a prominent initial "A" and a long, sweeping underline.

Andrew C. Teich  
President and Chief Executive Officer

## 1. OUR ETHICAL PRINCIPLES

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### 1. A. FLIR is committed to the following ethical principles in all of its activities:

#### **Honesty.**

We will be truthful in all of our endeavors with one another and with our customers, communities, suppliers, and shareholders.

#### **Integrity.**

We will say what we mean, deliver what we promise and stand for what is right.

#### **Respect.**

We will treat one another with dignity and fairness, appreciating the diversity of our workforce and the uniqueness of each employee.

#### **Trust.**

We will build confidence through teamwork and open communication.

#### **Responsibility.**

We will encourage our employees to speak up – without fear of retribution – and report concerns in the workplace, including violations of laws, regulations and company policies, and to seek clarification and guidance whenever there is doubt.

#### **Citizenship.**

We will obey all the applicable laws and regulations of all countries and jurisdictions in which we are present and/or do business.

### 1. B. FLIR is committed to the ethical treatment of those with whom we do business.

#### **For our Employees:**

We are committed to honesty, just management, fairness, and providing an environment free from discrimination, harassment and fear of retribution.

#### **For our Customers:**

We are committed to producing reliable products and services, delivered on time, at a fair price.

#### **For our Shareholders:**

We are committed to pursuing sound growth and earnings objectives, exercising

prudence in the use of assets and resources and providing accurate and complete disclosure regarding FLIR's operations and financial condition.

**For our Suppliers and Partners:**

We are committed to fair competition and the sense of responsibility required of a good customer and teammate.

**1. C. FLIR will:**

- Maintain this Code to meet the requirements of applicable law and recognized business ethics;
- Communicate this Code to all employees and members of the Board of Directors;
- Review and revise our business practices, procedures and policies as necessary to insure compliance;
- Maintain a system to allow the confidential reporting of suspected improper conduct;
- Impose disciplinary action for improper conduct;
- Report any violation in connection with Government contracts in a timely manner; and
- Cooperate fully in any Government investigation or corrective action.

**2. RESPONSIBILITY FOR COMPLIANCE**

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**2. A. What We Require of You**

For purposes of the Code, the term “employee” includes all FLIR employees, employees of all FLIR affiliates, officers, and members of the Board of Directors. All employees are required to:

- Comply with this Code and with all laws, rules and regulations applicable to the conduct of our business and the management of our business relationships;
- Be alert to any possible violation of the above and voluntarily report them to the Company as soon as possible;
- Exercise good faith and honesty in reporting possible violations; and
- Cooperate fully and truthfully in any internal or external investigation of possible violations.

Directors are required to comply with the relevant sections of the Code, which includes all sections, other than the following sections which are not applicable to service as a member of the Board of Directors: Sections 2.C., 2.D., 3.N., 3.P., 4.E. and 4.F.

**2. B. Our Commitment to You**

We recognize that FLIR must take action to ensure that the objectives of the Code are met. For our part, we assure you that:

- Anyone who communicates ethical concerns or reports suspected violations will be treated with respect;
- We will review and address issues that are raised in any complaint or report;
- Any communication from, and the identity of, a reporting individual will be treated confidentially to the greatest extent possible;
- FLIR will not take action against any reporting individual acting in good faith, and will protect that individual from retaliation.

## 2. C. How to Report a Concern or Violation

Suspected violations of the Code, or similar concerns, may be reported to your supervisor. Where this is not practical (such as if you suspect your supervisor may be involved in a violation), you may report a matter, verbally or in writing, to the HR Department, the Law Department or the Chief Executive Officer (CEO). Most often, these will be the most appropriate persons to address your compliance questions or concerns.

In addition, FLIR has established a confidential, interactive on-line Hotline reporting system for employees confidentially to seek guidance and advice regarding the Code, or to report certain types of workplace misconduct or compliance concerns without fear of retaliation. This Hotline offers an alternative resource for situations where your supervisor, the HR Department, the Law Department or the Chief Executive Officer (CEO) are unable to assist you, or when it is necessary to seek help or guidance from someone outside of your group.

The Hotline is provided and managed by **Ethicspoint®**, an outside, independent company that has no other relationship to FLIR. In jurisdictions where the Hotline may need to be registered or authorized by the local data protection authorities, FLIR will take necessary steps.

The Hotline is a resource for employees only. Employees should not provide the Hotline number to customers, suppliers or other outside parties.

**Questions or concerns that can be reported through the Hotline:** International data privacy/protection laws and other related laws may restrict the types of reports and inquiries that may be made to the Hotline. Employees should therefore follow these guidelines regarding the types of questions and reports they may submit. FLIR may decline to review or respond to a report that is not an appropriate subject to submit to the Hotline.

Employees are always encouraged to seek compliance advice from, or to report misconduct to, their supervisor or other resource within their operation. The Hotline is an alternative resource as to certain matters:

- **Requests for Compliance Advice:** Most types of questions or requests for compliance advice that do not involve others' misconduct, including questions about the Code, may be submitted to the Hotline. Employment-related issues (e.g., conditions or requirements of employment, alleged harassment or discrimination,



salary or benefits issues, human resources issues, etc.) should *not* be submitted to the Hotline.

- **Reports of the following workplace misconduct and other compliance concerns:**
  - Accounting or auditing disorders
  - Failure to follow internal financial controls
  - False entries in company books or records
  - Tax evasion
  - Bribery or improper payments to public officials
  - Money laundering or other financial misconduct
  - Fraud
  
- **The Hotline should not be used for matters unrelated to FLIR.**
  
- **Employees must have a good faith basis to make a report to the Hotline:** The Hotline must not be used for purposes of harassing or injuring the reputation of another employee.

**Confidentiality:** Employees may contact the Hotline on a confidential basis. Confidentiality will be maintained, consistent with the need to conduct an adequate review and in accordance with requirements of applicable law. Neither **Ethicspoint®** nor FLIR will reveal the name of an employee making a report to another employee who is the subject of a report, except as required by applicable law. However, in some circumstances the identity of a reporting employee may inevitably become apparent.

Information reported to the Hotline is entered in a secure database located in the United States, a jurisdiction that does not, or may not, offer data protections considered adequate in your home country. If you make an inquiry or report to the Hotline, you consent to this information being collected, obtained, processed, transferred from your home country to and included in the database located in the United States.

**Your rights:** Reports will be handled consistent with applicable data privacy/protection laws. **Ethicspoint®** and FLIR have implemented administrative, technical and organizational measures to safeguard FLIR employees' personal data in the database against accidental or unlawful access, disclosure, loss, theft, modification or misuse.

FLIR and **Ethicspoint®** will dispose of the collected personal data as soon as they are no longer required for the internal investigation and, as required, no later than 2 months after the internal investigation is closed, if no legal actions have been filed.

Employees may have rights in their country of operation to request access, rectification, erasure or blocking of personal data about them that is contained in the secure database. FLIR will comply with these requests as required by applicable law. Please contact the HR Department or the Law Department if you want to exercise these rights.

Employees who may be the subject of reports will be informed of any allegations against them, and of their rights, as required and as soon as practicable. If there is a substantial risk jeopardizing FLIR's ability effectively to investigate the allegations or gather necessary evidence, measures will be implemented before the information is conveyed.

Employees may contact the Hotline without fear of dismissal or retaliation. FLIR will not discharge, demote, suspend, threaten, harass or discriminate against any employee for good faith reporting of complaints or misconduct.

**How to make a report or inquiry to the Hotline:** You may access the Hotline via the FLIR intranet by clicking on the "**Ethicspoint®**" icon. You will then be brought to the secure FLIR site at **Ethicspoint®**. Click on the "Make a Report" link and you will find the reporting screen where you may file your report, or seek advice. After you have completed the report, you will be given a "Report Key" to use with your chosen password for all future correspondence and updates.

The Hotline allows you to check on the progress of your report, answer or ask questions, seek advice, and respond to requests for information.

Your confidential report will go from **Ethicspoint®** to the Compliance Officers at FLIR, who will respond to you promptly. When you log in again with your password, you may be asked for additional details and information in order to fully investigate your claim. A response will be provided to all additional information you provide. You can check on the status of your report by logging in with your password on the FLIR **Ethicspoint®** site.

## **2. D. Discipline for Compliance Violations**

If it is determined that a violation of the Code or applicable laws, rules or regulations has taken place, disciplinary action will be taken against:

- **Any FLIR employee** who **violates** this Code;
- **The violator's supervisor(s)** and manager(s), where a **lack of leadership, supervision, or diligence** has directly or indirectly contributed to the violation; and
- Any supervisor or co-worker who attempts or **encourages retaliation** against a reporting individual.

In addition, anyone who deliberately makes a **false report** or distorts the truth is also subject to disciplinary action.

Discipline may also be imposed on individuals who, while not directly involved in the violation, may have authorized or participated in it. Depending on the nature and extent of the violation, and to the extent permitted by applicable law, discipline may include:

- reprimands and warnings;

- probation or suspension (with or without pay depending on context and applicable law);
- reimbursement to the Company or the Government for any resulting losses or damages to the extent and as permitted by applicable law; and
- termination of employment.

### **3. COMMITMENT TO THE COMPANY AND ITS SHAREHOLDERS**

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#### **3. A. Conduct in the Workplace**

FLIR strives to maintain a cooperative, efficient work environment that is free from discrimination or harassment based on any characteristic protected by applicable law or other factors that are unrelated to FLIR's legitimate business interests. FLIR does not tolerate sexual advances, racial or religious slurs or any other comments or conduct in the workplace that creates, encourages or permits an offensive, unlawful, intimidating or inappropriate environment.

FLIR is also committed to taking appropriate measures to provide its employees with a work environment that is free of bullying, threats, intimidation and violence.

FLIR prohibits victimization (retaliation) against any individual who, in good faith, reports discrimination, harassment, bullying, violence, or a breach of law or of this Code, or any individual who participates in, or otherwise supports, an investigation of such reports. Anyone who victimizes (retaliates against) an individual under such circumstances will be subject to disciplinary action.

This commitment to a cooperative, efficient work environment extends to offsite locations where Company business is conducted, including social events. We expect all of our employees to share this commitment, and to exercise good judgment in conducting Company business. Please refer to your local employee handbook and to the applicable FLIR policies for more detailed information on harassment and other workplace issues. If you have any questions, contact the HR Department.

#### **3. B. Compliance with Applicable Laws**

FLIR requires that all employees, as well as representatives, distributors, agents, consultants and contractors, comply with all applicable laws, regulations, rules and regulatory orders.

Outside the U.S., FLIR operates from locations distributed in several different countries. FLIR does business worldwide and its employees are citizens of many countries. Given this significant international component of our business, FLIR places special emphasis on compliance with the *U.S. Foreign Corrupt Practices Act* (See Section 4 of this Code) and the *U.S. Export Control Act* (See the Global Trade Compliance Policy). These U.S. laws apply to FLIR operations worldwide.

The U. S. Government has adopted a zero tolerance policy which applies to all U.S. Government Contractors and their employees relating to Combating Trafficking in Persons. Since FLIR is a U.S. Government contractor, this policy applies to FLIR and all FLIR employees.

FLIR is required to notify all employees and sub-contractors of this zero tolerance policy and the possible consequences of breaches of the policy.

**Whilst we do not believe that FLIR employees would be involved in any form of trafficking in persons**, in order to fulfill our obligations to the U.S. Government you should be aware that where there are breaches of this zero tolerance policy this could result in disciplinary action which may lead to FLIR's removal from the contract and/or employee dismissal, subject to local labor laws and regulations.

FLIR is under a positive obligation to immediately inform the appropriate person within the U.S. Federal Government of any actual or alleged breaches and the actions taken to address the breach.

If we fail to comply with the obligations imposed on us, this could lead to the termination of the contract for default, the suspension of contract payments, or the loss of award fees.

Examples of the acts that are covered under this zero tolerance policy on trafficking in persons are:

- using force or authority to make someone do something against their will (coercion of people);
- physical or moral pressure used to force someone do to something (duress);
- demanding labor with force, coercion or fraud (forced labor) for the purpose of involuntary servitude, debt bondage or slavery; and
- engaging in prostitution (whether legal or illegal) or trafficking in which a prostitution is induced by force, fraud, coercion, or where the person induced to perform such act is not 18 years of age.

For more information on this policy, please contact FLIR's Law Department.

It is your responsibility to have sufficient understanding of the legal requirements applicable to your duties and responsibilities, and to seek assistance from the HR or Law Departments where required.

### **3. C. Protection of Company Assets**

You have a fiduciary responsibility to protect the equipment and assets of the Company. These assets include our physical assets and our valuable proprietary information, such as our intellectual property and our confidential information. You may not misappropriate, loan, sell or donate FLIR's assets without authorization. You are also responsible for the proper use of FLIR's assets, including inventory and equipment, and are

required to safeguard them against loss, damage, or theft. FLIR assets should only be used for FLIR business purposes and may not be used for any other purpose without prior authorization. If you have any questions about this policy, please contact the HR Department.

### **3. D. Use of Company Funds and Authority to Make Commitments**

**Use of Company Funds.** Every FLIR employee is responsible for the funds over which he or she exercises control. You are required to take reasonable steps to ensure that these funds are used only for FLIR business purposes in an appropriate and authorized manner, and that accurate records of all expenditures are maintained and submitted in a timely manner. You may not use Company-guaranteed credit cards for any personal purpose. FLIR representatives, distributors, agents and contractors should not be allowed to control FLIR funds.

**Authority to Make Commitments.** Authority to enter into contracts and other commitments has been delegated to certain individuals within the Company. It is important that commitments not be made outside these processes. You should not make any oral or written commitments that create a new agreement or that will modify an existing FLIR agreement with a third party without approval consistent with delegation levels, from the appropriate FLIR department or division.

### **3. E. Maintenance of Accurate Records**

FLIR is required by law to keep an accurate accounting of all financial transactions for its financial records, including payment of commissions, consulting or service fees, facilitating payments and gratuities.

FLIR has adopted policies and procedures to insure that we maintain complete and accurate books, records, and communications. If your duties include preparing business documents such as financial records, internal or external correspondence, memoranda, or any type of communication, you are expected to be complete, honest, and accurate. All disbursements and receipts must be properly and promptly recorded, and no undisclosed or unrecorded fund or asset may be established for any purpose. All Company funds must be retained in Company-directed accounts.

You may not falsify or destroy records in order to hide non-compliance or demonstrate compliance with the requirements of a contract or of any applicable law. Any inaccurate description of labor costs in FLIR's records is strictly prohibited, including time charges that do not reflect actual time worked.

Mislabeled or hidden transactions can result in civil and criminal liability for FLIR and the individual involved, including severe fines and lengthy imprisonment. (Please refer to the *U.S. Foreign Corrupt Practices Act* for full details). If you have any questions about the above, you should consult an appropriate supervisor, the Corporate Controller or the Law Department.

### 3. F. Accurate Disclosure to Shareholders

It is the duty of the Company's management to produce financial statements and periodic reports to our shareholders that fairly and accurately present the Company's financial condition and results of operations, and to make the timely disclosures needed to assess the financial and business condition of the Company.

If you are responsible for providing any aspect of this information, you must make sure that it is accurate, complete, objective, timely and understandable. In doing so, you must act in good faith, without misrepresenting or omitting facts, and in compliance with all applicable national and local rules and regulations, including rules promulgated by the U.S. Securities and Exchange Commission (SEC) and by any other relevant securities authority from other jurisdictions outside the U.S. Any inaccurate or misrepresented information reported to the SEC or to any other relevant securities authority from other jurisdictions outside the U.S., or the failure to provide required information, may subject FLIR and the individuals involved to civil and criminal penalties under the U.S. Sarbanes-Oxley Act and similar laws and regulations enacted in jurisdictions where FLIR operates.

FLIR has adopted disclosure controls to ensure that reports to our shareholders do not contain misleading or untrue information, including omissions of facts. Every person involved in the process of preparing reports to FLIR's shareholders must clearly understand their legal responsibilities under the Company's disclosure controls. If you have any questions about this, please contact an appropriate supervisor or the Law Department.

### 3. G. Conflicts of Interest

While our duties to FLIR do not prevent us from engaging in personal transactions and investments, we must take care to avoid situations that create a conflict of interest or the appearance of a conflict of interest. FLIR is subject to scrutiny from many different individuals and organizations, and we should always strive to avoid even the appearance of impropriety. What constitutes conflict of interest? It exists where the interests or benefits of one person or entity conflict with the interests or benefits of FLIR. The most common types of conflicts are discussed below, although you should be sensitive to other situations that could create a conflict of interest:

**Outside Employment.** With the exception of members of our Board of Directors, we expect our employees to devote their full attention to FLIR's business interests. Hence, you cannot engage in any activity that interferes with your performance or responsibilities, or is in conflict with or prejudicial to FLIR. For example, you can't be employed by us and at the same time work for a supplier, customer, distributor or competitor, nor can you be involved in advancing a competitor's position. Further, you must disclose any interest of yours that may conflict with the business of FLIR. If you have any questions about this requirement, contact your supervisor or the HR Department.

**Outside Directorships.** It is a conflict of interest to serve as a director of any company that competes with FLIR. You may serve as a director of a FLIR supplier, customer, distributor or other business partner only if you first obtain approval from FLIR's

CEO. Any compensation you receive should be commensurate to your responsibilities. Serving as a director of a non-profit organization or charity does not violate this policy or require approval.

**Business Interests.** Before you invest in any customer, supplier, distributor or competitor of FLIR, especially if you are in a position to influence a decision relating to that entity, you must make sure that this investment does not compromise your responsibilities to FLIR. Any such investment requires the approval of FLIR's Chief Financial Officer (CFO). Factors you should consider are: the size and nature of the investment, both in absolute terms and in relation to your annual compensation; your ability to influence FLIR's decisions; your access to FLIR's or the other company's confidential information; and the nature of the relationship between FLIR and the other company. This does not apply to investments in mutual funds or in stocks of companies that merged into FLIR held by you as a former employee.

**Receiving Gifts.** Neither you nor any member of your family may solicit or accept from a customer, supplier, distributor or other business partner, money or a gift that could influence or could reasonably give the appearance of influencing FLIR's business relationship with that organization. You may accept a gift of nominal value when it is customarily offered to others having a similar relationship with the customer, supplier, distributor or other business partner. If you have any doubts, you should consult your supervisor or a member of the Law Department.

**Related Party Transactions.** As a rule, you should not conduct FLIR business with a family member or significant other, or with a business in which they have a key role. "Family members" include immediate family members, aunts, uncles, nieces, nephews, cousins, step relationships and in-laws. "Significant others" include persons with whom you share a household. Any dealings with a related party must be conducted so that no preferential treatment is given to this business.

If a related party transaction is unavoidable, it must be approved in writing by either the CEO or the Audit Committee. If you are involved in a proposed related party transaction, you must first disclose the nature of the proposed transaction in writing to the CEO. The CEO will either make a determination on whether the transaction is permissible or will refer the matter to the Audit Committee. In addition to reviewing transactions referred by the CEO, the Audit committee also reviews any related party transaction involving a director or officer. Significant related party transactions, including any involving FLIR's directors or officers, must also be reviewed and approved in writing in advance by the Board of Directors. FLIR is required to publicly disclose certain material related party transactions under applicable accounting rules and securities laws.

**Other Situations.** It would be impractical to list all possible situations in which a conflict of interest may arise. Hence it is your responsibility to use your best judgment to avoid all such transactions.

**If you have doubts about whether an activity constitutes a conflict of interest, you should err on the side of caution and consult the HR Department or the Law Department before taking any action.**

### **3. H. Corporate Opportunities**

Employees may not exploit opportunities discovered through the use of Company property, information or position, for their personal gain unless the opportunity is fully disclosed in writing to, and authorized by, FLIR's CEO. Employees are also prohibited from using Company property, information or position for personal gain.

### **3. I. Protection of Company Confidential Information**

FLIR's confidential information is a valuable Company asset and may only be used for FLIR business purposes. By way of example, this includes product architectures, plans and road maps; names and lists of customers, dealers and employees; and financial and any other information designated as confidential. This information is owned by FLIR and may be protected by patent, trademark, copyright and trade secret laws. Every employee, as well as each representative, distributor, agent, consultant and contractor under contract with FLIR, has a duty to safeguard and refrain from disclosing confidential information. This includes securing and properly disposing of confidential information in accordance with FLIR's policy on maintaining and managing records. This obligation to protect and hold confidential FLIR proprietary information remains in effect while you are an employee and after you leave. If you have any questions regarding whether particular information is confidential FLIR information, you should seek assistance from your supervisor or the Law Department.

You should be careful to avoid inadvertent disclosure of confidential FLIR information. To avoid inadvertent disclosure, never discuss with any unauthorized person confidential information. You should not discuss confidential FLIR information even with authorized FLIR employees if you are in the presence of others who are not authorized, such as in a public place. You should also refrain from discussing any confidential FLIR information with family members or friends, who might innocently and unintentionally pass the information on to someone else.

**Disclosure to Business Partners.** Occasionally our confidential information may be disclosed to potential business partners. Any such disclosure should only be done after carefully considering its potential benefits and risks. If, together with your supervisor, you determine that disclosure of confidential information is necessary, you must first contact the Law Department to ensure that an appropriate nondisclosure agreement is signed prior to making the disclosure.

**Requests by Regulatory Authorities.** The Company and its employees, representatives, distributors, agents, consultants, and contractors must cooperate with all authorized government inquiries and investigations. However, even in this context it is important to protect FLIR's legal rights regarding confidential information. All government requests for information, documents or investigative interviews must be referred to the Law Department, and no information may be disclosed without prior approval.

**FLIR Spokespeople.** FLIR has a Disclosure Compliance and Communications Policy regarding who may communicate with the press, the financial community, and the public.



All inquiries from the press and financial analysts should be referred to the CEO. FLIR has designated its Chairman/CEO, CFO, Senior Vice President for Corporate Development, Senior Vice President and General Counsel and the Director, Investor Relations, as Company spokespeople. These designees and other individuals designated by them are the only people who may communicate with the press or the financial community. You should not make comments or postings about the Company's business in any Internet chat room, bulletin board or non-Company sponsored website or respond to comments or postings about the Company's business made by others in any other public forum absent express approval of one of the designated Company spokespeople.

### **3. J. Prohibition on Insider Trading**

The securities laws apply to all FLIR personnel and agents worldwide. In the normal course of business, employees, representatives, distributors, agents, consultants, and contractors of FLIR may come into possession of material nonpublic information. Material nonpublic information is information which is not available to the general public and which could influence a reasonable investor to buy, sell or hold stock or other securities. While we cannot identify all categories of material nonpublic information, some examples include: information relating to FLIR's financial performance, major new product announcements, acquisitions or divestitures and other significant activities affecting FLIR. This information is the property of FLIR -- you have been entrusted with it. You may not profit from it by buying or selling securities yourself, or by passing on the information to others ("tipping").

FLIR maintains an Insider Trading and Disclosure Policy that you should review and understand prior to entering into **any transaction** involving the purchase or sale of FLIR stock. The Policy is available from the Law Department, and on the IntraFLIR website. The purpose of this policy is to inform you of your legal responsibilities, and to make clear that the misuse of sensitive information is contrary to both Company policy and the securities laws.

In reviewing the Insider Trading and Disclosure Policy, you should pay particular attention to the potential criminal and civil liability and/or disciplinary action for insider trading violations. These rules are strictly enforced, even when the amounts involved are very small. You should always contact FLIR's CFO or the Law Department if you are unsure of any aspect of the Insider Trading and Disclosure Policy.

We cannot emphasize strongly enough that insider trading is a serious crime punishable by severe fines and lengthy prison sentences. The U.S. SEC and other relevant authorities from other jurisdictions outside the U.S. may also seek civil penalties against profits made or losses avoided from the trading, in addition to disgorging any profits. Finally, insider traders may be subjected to civil liability in private lawsuits. Employers and other controlling persons (including supervisory personnel) are also at risk under securities laws.

**Thus, it is important for all of us that insider trading violations NOT occur.**

Directors, officers and certain designated employees and outsiders are subject to

additional trading limitations that are set forth in the Insider Trading and Disclosure Policy. All questions regarding FLIR's Insider Trading Compliance Program should be directed to the CEO, the CFO or the Law Department.

### **3. K. Prohibition Against Short Selling of FLIR Stock**

You may not trade in any interest or position relating to the future price of Company securities, such as a put, call or short sale, or any derivative instrument whose price is partly or wholly affected by changes in the Company's stock or other securities' prices. You may not conduct margin trades in the Company's securities or specifically pledge Company securities as covered collateral for a margin purchase. You may not establish or utilize a line of credit, loan or other financing mechanism in which Company securities are specifically pledged as covered collateral; provided, however, that this limitation shall not apply if the margin account permits the individual to designate Company securities as non-marginable and the Company securities are so designated. If you have questions about these matters, ask the Law Department.

### **3. L. Maintaining and Managing Records**

FLIR's records must be maintained and disposed of properly, in accordance with established procedures and policies. FLIR is required by law to retain certain records and to follow specific guidelines in managing them, and in some cases is required by law to purge certain documents. Also, FLIR is required by law to follow applicable data privacy/data protection laws. You are expected to know and understand retention and purge policies that apply to recorded information in your custody or control. These include paper documents, CDs, computer hard disks, email, floppy disks, microfiche, microfilm and all other media. Failure to comply with such guidelines can include civil and criminal penalties, and may subject the employee, agent or contractor to disciplinary action, up to and including termination of employment or business relationship.

### **3. M. Records on "Legal Hold"**

A "legal hold" suspends all document destruction in order to preserve records under special circumstances, such as litigation or government investigations. FLIR's Law Department determines, to the extent permitted by applicable law, what types of records or documents should be under a legal hold, and will notify you if a hold is placed on records for which you are responsible. You must then preserve and protect the necessary records until the Law Department officially releases the legal hold in writing. If you are unsure whether a document has been placed under this status, you should preserve it while you check with the Law Department.

**RECORDS OR SUPPORTING DOCUMENTS THAT HAVE BEEN PLACED UNDER A LEGAL HOLD MUST NOT BE DESTROYED, ALTERED OR MODIFIED UNDER ANY CIRCUMSTANCES BY ANY EMPLOYEE, OR ANY ENTITY OR PERSON UNDER THE CONTROL OF FLIR**

Failure to comply can include civil and criminal penalties and may subject the employee to disciplinary action up to and including termination of employment or business

relationship. If you have any questions about this policy, please contact the Law Department.

### **3. N. Product Integrity**

Employees should at all times strive to deliver the highest quality of goods and services. FLIR will not deliver inferior goods to any government, or any other customer. Employees should not allow the substitution of shoddy parts or reduced product performance. No employee may knowingly misrepresent the condition or status of products being prepared for inspection, testing, or delivery. We expect employees responsible for product testing to ensure that products are designed and manufactured to meet appropriate quality criteria and to provide accurate and sufficient documentation of all tests.

### **3. O. Political Contributions**

FLIR reserves the right to communicate its position on important issues to elected representatives and other government officials. It is FLIR's policy to comply fully with all applicable laws, rules and regulations regarding political contributions. FLIR's funds or assets must not be used for, or be contributed to, political campaigns or political practices under any circumstances without the prior written approval of FLIR's CEO. In addition, subject to applicable law, any political contributions must be restricted to amounts in size sufficient to negate any impression that the contribution was made to gain special consideration for FLIR.

### **3. P. Drug-Free Workplace**

FLIR has instituted and maintains a program for achieving a drug-free workplace. The use of illegal drugs is inconsistent with the law-abiding behavior expected of all citizens. Employees who use illegal drugs tend to be less productive, less reliable, and prone to absenteeism. The use of illegal drugs also results in the potential for increased cost, delay, and risk in the performance of a contract. Please refer to your local employee handbook and to the applicable FLIR policies for rules and policies relating to this program. If you have any questions, contact the HR Department.

### **3. Q. Privacy Laws and Regulations**

In many jurisdictions, laws and regulations govern FLIR's collection, use and processing of personal information about customers and employees, including the disclosure of such information by FLIR to business partners and other third parties. In addition, personal data must be kept secure and protected from breach. In handling this personal information FLIR will follow all applicable Data Protection laws and regulations.

Because the issues raised by these laws and regulations are complex, particularly when the issues involve multiple jurisdictions in which FLIR does business, you should consult with the Law Department in connection with any transaction that requires the collection or sharing of customer or employee data with a different department or with a third party or any transmission of personal information outside of your home country. You

should also be familiar with any FLIR policies concerning the collection and use of customer or employee information, which may contain stricter guidelines than applicable laws. In this regard, see 3. I. Protection of Company Confidential Information. If you have any questions, consult with the Law Department.

### **3. R. Monitoring of Communications and Files**

FLIR reserves the right, subject to applicable law (such as, where applicable, data protection laws), to monitor and review all written and electronic communications that employees send or receive at work or using FLIR's systems, including electronic mail, voicemail, envelopes, packages or messages marked "Personal and Confidential." Authorized persons may, as permitted by applicable law, access your desk or workspace files, electronic mail, voicemail messages, internet usage records, telephone records, word-processing files and other information files, for example, to monitor compliance with applicable laws, regulations or FLIR policies.

All information stored on or transmitted through the use of FLIR's systems are FLIR property. Subject to applicable law, you have no expectation of privacy regarding the use of any of these systems, and you hereby consent to FLIR's access to these areas and records. In addition, under appropriate circumstances, regulators may gain access to this information and material.

## **4. COMMITMENT TO ETHICAL BUSINESS DEALINGS AND ANTI-CORRUPTION**

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FLIR has a commitment to use ethical business practices in its business dealings with third parties. You should take special care to treat all customers, public and private, honestly and fairly.

FLIR also conducts its business in compliance with all applicable international, national and local anti-corruption laws and regulations of the places where it operates. FLIR adheres to all antibribery laws. This means FLIR does not tolerate bribery in its dealings involving public officials or in private commercial transactions. Although some sections of this Code specifically address your conduct in transactions involving public officials, you should remember that FLIR does not tolerate illegal business practices of any kind, regardless of whether you are dealing with public officials or private parties.

### **4. A. Transactions Involving Public Officials**

If you deal with any government or public agency of any jurisdiction, you must understand all applicable laws and regulations concerning the giving of money or things of value to public officials.

The general rule is that you are prohibited from giving money, gifts, gratuities or things of value to public officials, independently of their jurisdiction, in return for favorable treatment. In most jurisdictions, public officials are prohibited from accepting payments or gifts of value.

The term “public official” should be interpreted broadly to include any person acting on behalf of any government or government agency in an official function, regardless of whether they are employed by the government. The test is whether the person occupies a position of public trust with official government responsibilities. All members of the military are public officials.

Among the different jurisdictions where FLIR operates, there are some differences in the laws concerning public officials with regard to the giving and acceptance of certain things of value, including entertainment, meals, gifts, gratuities, and the like. You must comply with the laws, regulations and rules of each government and jurisdiction in this regard. Some basic rules and guidelines are provided below.

Please consult your supervisor, or the Law Department, for guidance and assistance.

#### **4. B. Unlawful Payments to U.S. Public Officials**

U.S. federal, state and local employees are prohibited from accepting entertainment, meals, gifts, gratuities or other things of value.

While extending business courtesies is part of building and maintaining business relationships, offering a benefit to a government employee or their family members may violate the law.

A FLIR employee who deals with a government agency is expected to know and abide by all applicable guidelines, and to exercise good judgment in evaluating the propriety of his or her own actions. Unless a proposed gift is clearly permitted under applicable laws and rules, you should assume the gift is prohibited.

The following inexpensive items may be offered to government employees and are not considered gratuities: (1) social courtesies, such as coffee, soft drinks, pastries, and refreshments as long as these items are not offered as part of a meal, (2) promotional items such as pens, mugs, mouse pads, or the like, and (3) presentation items such as cards, plaques, certificates and trophies. Specifically, the value of any single gift may never exceed U.S. \$20, nor may the total value of all gifts offered to one person exceed U.S. \$50 over the course of one year.

These rules may apply even where the business courtesy is based purely on a personal or social relationship, rather than on the position of the government employee. When in doubt, seek guidance from an appropriate supervisor or from FLIR’s Law Department.

#### **4. C. Unlawful Payments to Outside-U.S. Public Officials**

The U.S. Foreign Corrupt Practices Act prohibits you from offering to give or giving money or anything of value to outside-U.S. public officials, political parties, political party officials, candidates for office and employees of certain public international organizations in return for obtaining or maintaining business or gaining a competitive advantage. Most countries where FLIR operates have similar laws. For further details, see the *Corporate Policy on U.S. Foreign Corrupt Practices Act Compliance*.

#### **4. D. Unlawful Payments Through the Use of Third Party Intermediaries**

It is also a violation of the U.S. Foreign Corrupt Practices Act to make any payments or give things of value to outside-U.S. public officials indirectly through third parties such as sales representatives, consultants and distributors. You cannot make any payment to a third party if you believe it is likely that all or a portion of the payment will be passed on to a non-U.S. public official. For further details, see the *Corporate Policy on U.S. Foreign Corrupt Practices Act Compliance*.

#### **4. E. Employment of Former Government Employees**

FLIR prohibits discussing present or future employment with a U.S. federal worker who is involved in a procurement to which FLIR is a party without prior approval. Such approval will only be granted after the federal worker in question has taken certain actions as prescribed by U.S. federal law. In addition, many U.S. federal employees who participate in the procurement process are banned by law from accepting compensation as an employee, officer, director, or consultant of FLIR for one year or more after leaving U.S. federal employment. Similar rules may apply in some other jurisdictions.

FLIR screens the employment applications of current and former U.S. Government employees to evaluate each individual's eligibility for employment with FLIR. No employment should be discussed with such individuals until the eligibility assessment is completed by the HR and Law Departments. If you have any information indicating that a U.S. federal employee in employment discussions with FLIR continues in a role that includes taking action regarding FLIR, you should immediately notify the Law Department. For further details, see the *Corporate Policy on Recruitment, Employment and Retention of Government Employees*.

#### **4. F. Exchange of Information with Government Employees**

In governmental procurement activities, FLIR prohibits its employees, and anyone acting on its behalf, from knowingly obtaining either (1) another contractor's bid or proposal information, or (2) source selection information before the award of a contract.

**"Bid or proposal information"** is information submitted to a governmental agency in connection with a bid or proposal that relates to cost or pricing, indirect costs and direct labor rates, proprietary information about manufacturing processes, operations, or techniques, and any other information so marked by the contractor.

**"Source selection information"** is information not previously publicly disclosed that is prepared for use by a governmental agency in evaluating a bid or proposal. It includes bid prices and proposed costs; source selection plans; technical evaluation plans; technical and cost or price evaluations of proposals; competitive range determinations identifying those proposals with a reasonable chance of being selected for award; rankings of bids, proposals, or competitors; reports and evaluations of selection panels, and other information so marked. If you are involved in federal procurement, you must understand the laws and the regulations of the agencies with which you are dealing. In case of uncertainty, you should consult an appropriate supervisor or FLIR's Law Department.

## 5. COMMITMENT TO ETHICAL DEALINGS WITH NON-GOVERNMENT PARTIES

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You represent FLIR to our customers, potential customers and business partners. Always act in a manner that creates value for our customers and helps to build a relationship based on trust. FLIR employees have provided products and services for many years, and have built up significant goodwill that is one of our most important assets.

### 5. A. Prohibition on Kickbacks

FLIR prohibits its employees, officers, agents and anyone acting on its behalf from *offering, providing, soliciting, or receiving kickbacks in connection with government contracts and subcontracts.*

**What is a kickback?** A kickback is any money, fee, commission, gift, or the like which is given by a subcontractor or supplier to a contractor for the purpose of obtaining favorable treatment or an award in connection with the contract. In addition, you violate applicable law and FLIR policy if you include, even indirectly, the amount of a kickback in the contract price charged by a subcontractor to a prime contractor (or higher-tier sub), or by a prime contractor to a Government.

FLIR prohibits the offer of any kickback to a prime contractor of any Government as an inducement to award a subcontract, or as an acknowledgment of the award of such a subcontract. Likewise, FLIR prohibits its employees and others acting on its behalf from accepting any such benefit from a subcontractor. FLIR maintains the integrity of the procurement process by providing our suppliers with an anti-kickback letter advising them of our policy.

Applicable law establishes severe criminal, civil, and administrative penalties for giving or receiving a kickback, which can apply to individuals as well as to the Company. You are expected to thoroughly understand this policy, and to consult your supervisor or FLIR's Law Department with any questions. If you have any information indicating that a kickback is being considered or has been paid, you should immediately notify the Law Department.

### 5. B. Commissions, Percentages and Contingent Fee Payments to Outside Parties

FLIR prohibits the solicitation or payment of a commission to any outside party that is not an established commercial selling agency retained by FLIR, *when payment of the commission is contingent upon obtaining a Government contract.* Such payment may subject FLIR to severe potential penalties, including cancellation of the resulting contract. Therefore, you are required to obtain approval from the Law Department before offering or paying any commission to an outside party other than to an agent retained by FLIR. Commissions can only be paid when supported by a current contract.

## **5. C. Handling the Confidential Information of Others**

FLIR has business relationships with many companies and individuals. Sometimes they will volunteer confidential information about their products or business plans to induce FLIR to enter into a relationship. At other times, we may ask that a third party provide us with confidential information in order to evaluate a potential business relationship. Whatever the situation, we expect you to handle the confidential information of others with integrity so as to maintain its confidentiality. Further, to avoid the risk of FLIR being accused of misappropriating or misusing someone's confidential or restricted information, the receipt of confidential or restricted information (including intangible information, such as software) must not take place until the terms of its use have been formally agreed to by FLIR and the other party in a written nondisclosure agreement approved by the Law Department. Once such an agreement is in place, you are expected to comply with the terms of that agreement.

## **5. D. Selecting Suppliers**

FLIR's suppliers make significant contributions to our success, and must be confident that they will be treated ethically. Our policy is to purchase supplies based on need, quality, service, price, and terms and conditions. Under no circumstances should any FLIR employee, representative, distributor, agent, consultant, or contractor attempt to coerce suppliers in any way. Our suppliers are free to sell their products or services to any other party, including competitors, unless the agreement between the parties contains restrictions on sales.

## **6. LEGAL EFFECT**

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Nothing in this Code, or in any Company policy or procedure, or in any related communication creates or implies an employment contract or term of employment.

## **7. FURTHER REFERENCES**

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**Additional Documents and References:** You may need to refer to additional policies, guidelines, handbooks and other publications in order to further your understanding of some of the issues raised above. These documents can be found on the IntraFLIR Corporate Policies website under Export, Finance, Law, and Human Resources, or may be requested from an appropriate supervisor, and include the Corporate Policy on *Foreign Corrupt Practices Act Compliance*, the *Global Trade Compliance Policy*, the Corporate Policy on *Recruitment, Employment and Retention of Government Employees*, the *Corporate Disclosure Compliance and Communications Policy* and your local employee handbook.



## **8. ACKNOWLEDGEMENT**

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All FLIR employees are requested to sign the acknowledgment form attached to this Code (next page) and return it to the HR Department.

## **9. AMENDMENT**

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This Code of Ethical Business Conduct may be amended or modified only by the Board of Directors of the Company.

## 10.A. NEW HIRE RECEIPT AND ACKNOWLEDGEMENT

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I have been recently hired as an employee of FLIR and hereby certify that I have received, read and understand FLIR's Code of Ethical Business Conduct (the "Code").

Because compliance with the Code is a requirement of my employment, I will comply with the policies set forth in the Code in all respects. I acknowledge that it is also my responsibility to ensure that those reporting to me comply with the Code.

I understand and agree that my continuing compliance with the Code and Company policies is a specific condition of my employment with FLIR. I am aware that my participation in any conduct that violates the Code may subject me to disciplinary action, including dismissal, to the extent permitted by applicable law.

If I have any question regarding the Code as it applies to any business activity in which I am engaged or of which I become aware, I will consult with an appropriate supervisor or FLIR's Law Department.

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Date: \_\_\_\_\_

**PLEASE sign above and return to HR Department.**

**10.B. EMPLOYEE RECEIPT AND ACKNOWLEDGEMENT**

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I am an employee of FLIR and hereby certify that I have received, read and understand FLIR's Code of Ethical Business Conduct (the "Code").

If I have any question regarding the Code as it applies to any business activity in which I am engaged or of which I become aware, I will consult with an appropriate supervisor or the Law Department.

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Date: \_\_\_\_\_

**PLEASE sign above and return to HR Department.**