

**FLIR SYSTEMS, INC.**  
**CHARTER OF THE AUDIT COMMITTEE**  
**OF THE BOARD OF DIRECTORS**

**PURPOSE:**

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

- the integrity of the Company’s financial statements and financial reporting process;
- the Company’s compliance with legal and regulatory requirements for financial reporting;
- the independent auditor’s qualification, appointment and independence;
- the performance of any internal audit function;
- review of all related-party transactions involving, directly or indirectly, the Company and any of its directors or officers; and
- the adequacy of the Company’s accounting and internal control systems.

The Committee shall prepare the report of the Committee that is required by the rules of the Securities and Exchange Commission to be included in the Company’s annual proxy statements.

**MEMBERSHIP:**

The Committee membership shall be as follows:

- **Number of Members.** The Committee shall consist of not less than three directors.
- **Committee Chair.** The Committee Chair shall be appointed by the Chairman of the Board after consultation with the Committee members.
- **Vacancies.** Vacancies on the Committee shall be filled by the Chairman of the Board.
- **Qualification of Members.** Each member of the Committee shall qualify as an “independent director” under the requirements of the Company’s Corporate Governance Principles and otherwise meet the applicable requirements of the NASDAQ Stock Market and Section 10A(m)(3) of the Securities Exchange Act of 1934. In addition, each member shall, at the time of appointment to the Committee, be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and statement of cash flows, and to meet such other applicable standards of financial literacy as may be required by rules of the NASDAQ Stock Market.

- **Financial Expert.** The Committee shall at all times include among its membership at least one member who qualifies as a “financial expert” as such term is defined by applicable regulations of the Securities and Exchange Commission and requirements of the NASDAQ Stock Market. The Committee shall formally determine which of its members meets this requirement, and the designated member shall be identified as such in the Company’s annual proxy statement.

## MEETINGS:

- **Regular Meetings.** The Committee shall hold at least one meeting per calendar quarter. The Chair of the Committee will, in consultation with the other members of the Committee, call meetings of the Committee, set the agenda and conduct the meetings.
- **Special Meetings.** The Chair or any two members of the Committee may call a special meeting of the Committee at any time. The person or persons calling a special meeting shall set the agenda for the meeting, and the Chair (or, in the absence of the Chair, the next most senior member in terms of service on the Committee) shall conduct the meeting.
- **Minutes.** The Committee shall keep minutes of its meetings reflecting all matters considered and actions taken, and shall provide a report on each meeting to the Board at its next following regular meeting.
- **Manner of Acting.** The Committee shall act (1) by affirmative vote of a majority of the members of the Committee present at a meeting at which a quorum is present, or (2) by the unanimous written consent in accordance ORS 60.354, and may conduct meetings via conference or similar communications equipment.

## DUTIES AND RESPONSIBILITIES:

In accordance with the purpose of the Committee and requirements of the Company’s Corporate Governance Principles, the Committee shall have the following duties and responsibilities:

1. **Retention and Oversight of Auditors.** The Committee shall have the sole authority (subject to shareholder ratification, if applicable) to appoint, evaluate, determine funding for, oversee and, where appropriate, replace the Company’s independent auditors. The independent auditors shall report directly to the Committee, and shall obtain the Committee’s authorization before providing any services (whether or not related to the

audit). The Committee shall resolve any disputes between the auditors and the Company's financial management regarding financial reporting.

2. **Review Process.** The Committee shall establish and maintain procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, including a process by which employees may submit, anonymously and in confidence, concerns regarding accounting or auditing matters. The Committee shall take such action as may be necessary or required to insure that complaints are treated confidentially and anonymously.
3. **Related-Party Transactions.** The Committee shall have the responsibility for reviewing all related-party transactions involving, directly or indirectly, the Company and any of its directors or officers. The Committee shall approve such transactions in accordance with such guidelines as the Committee may from time to time adopt. The Company shall not enter into any related-party transaction unless it has been approved by the Committee.
4. **Meetings with the Auditors.** The Committee shall meet regularly with the independent auditors, which meetings may include management, to review and discuss the results of the auditors' audits and reviews. The meetings shall include a review of any audit problems or difficulties, including any disagreements with management, and a review of any significant disagreements between the Company's audit team and its national office regarding auditing or accounting issues pertaining to the Company. The Committee shall provide at each meeting an opportunity for the independent auditors to meet privately with the Committee outside the presence of management to discuss such issues as the auditors or Committee members may deem appropriate.
5. **Reports to the Board.** The Committee shall, at least quarterly, review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements for financial reporting, the performance and independence of the Company's independent auditor and such other matters as the Committee may deem appropriate.
6. **External Counsel/Advisors/Consultants.** 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.
7. **Committee Charter.** The Committee shall, at least annually, review the Committee's Charter and, as appropriate from time to time, recommend amendments to the Charter to the Board.

8. **Code of Ethics for Senior Financial Officers.** The Company has adopted a Code of Ethics for Senior Financial Officers. The Committee shall have the responsibility for administering the Code, including (1) recommending to the Board as necessary any amendments required to insure that the Code complies in all respects with applicable laws and regulations, (2) assessing compliance with the Code, (3) reporting material violations of the Code to the Board and otherwise as required by applicable laws and regulations, (4) recommending to the Board appropriate action in response to any reported violation, and (5) in its discretion, grant waivers of compliance with the Code so long as such waivers are reported publicly to the extent required by applicable laws and regulations.
9. **Additional Duties and Responsibilities.** In addition to the foregoing, the Committee shall have such additional responsibilities, duties and authority as may be required by applicable law or the rules of the Securities and Exchange Commission or the NASDAQ Stock Market.
10. **Necessary Authority.** The Committee shall have the authority to undertake any action required to fulfill its responsibilities, and shall have direct access to the independent auditors as well as any employee of the Company. The Committee has the authority to retain, at the Company's expense, independent legal, accounting or other consultants or experts it deems necessary in the performance of its duties.
11. **Committee Performance.** The Committee shall annually review its own performance and report to the Board the results of its evaluation.