

FLIR SYSTEMS, INC.
CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS

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 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 Chief Executive Officer; and
- Oversee the preparation of executive compensation disclosures included in the Company’s proxy statement, in accordance with the Securities and Exchange Commission’s rules and regulations.

MEMBERSHIP:

The Committee membership shall be as follows:

- The Committee shall consist of a minimum of three directors.
- The Committee Chair shall be appointed by the Chairman of the Board after consultation with the Committee members.
- Vacancies on the Committee shall be filled by the Chairman of the Board.
- Committee members shall meet NASDAQ Stock Exchange and Securities and Exchange Commission (“SEC”) independence requirements for compensation 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 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.
- A majority of the members shall constitute a quorum.
- Concurrence of a majority of the quorum present at a meeting, or unanimous written consent (as provided below), shall be required to take formal action of the Committee.
- As permitted by ORS 60.354, the Committee may act by unanimous written consent, and may conduct meetings via conference or similar communications equipment.
- The Committee shall report regularly to the Board on matters within the Committee's responsibilities and shall maintain minutes of Committee meetings, reflecting all matters considered and actions taken.

DUTIES AND RESPONSIBILITIES:

The Committee shall have responsibility for oversight of the Company's equity-based plans for all employees and all compensation for Executive Officers. The Committee may delegate to management specific authority to carry out the above for non-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, 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 Executive Officers, the Committee shall:

1. Annually review and approve the Company's compensation strategy to ensure that employee's of the Company are rewarded appropriately for their contributions to Company growth and profitability.
2. Annually review and approve performance goals and objectives with respect to the compensation of the Chief Executive Officer and other Executive Officers, including Executive Officers designated by the Board for purposes of Section 16 of the Securities Exchange Act, consistent with compensation plans approved by the Committee.
3. Annually review, determine, and approve in light of corporate goals and objectives, the individual elements of total compensation including base, bonus, incentive and equity compensation, for the CEO and other Executive Officers, including:
 - (a) The Committee shall approve all special perquisites, special cash payments, and other special compensation and benefit arrangements for the Company's Executive Officers.

- (b) The Committee shall approve, administer and annually review the Company's incentive and stock-based compensation plans with respect to the participation in such plans by the Executive Officers, and shall approve all awards. The approval or alteration of any such plans shall be reported to the Board.
- (c) The Committee shall review and approve employment, severance, change-in-control, termination, and retirement agreements for Executive Officers.
4. Direct preparation of and approve the annual Committee report on executive compensation and the Compensation Discussion and Analysis for inclusion in the Company's annual proxy statement in conformity with applicable rules and regulations of the SEC in effect from time to time, including the factors and criteria on which the CEO's and all other Executive Officer's compensation for the last year was based.
 5. Retain such consultants as the Committee deems appropriate and necessary to assist the Committee in the performance of its duties and responsibilities. Such consultants may be independent of any consultants retained by management. The Committee shall have sole authority to approve the consultant's fees and other retention terms.
 6. 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. The Committee, as part of this review, will review and recommend to the Board any changes in insurance programs for directors and executive officers.
 7. 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.
 8. Annually review its own performance and report to the Board the results of its evaluation.
 9. Review at least annually the Committee's Charter and, as appropriate from time to time, recommend amendments to the Charter to the Board.
 10. Perform such other duties and responsibilities as the Board may, from time to time, assign to the Committee.

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.