

FLIR SYSTEMS, INC.
AUDIT COMMITTEE CHARTER

Composition of the Committee

1. **Number of Members.** The Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of FLIR Systems, Inc. (the “Company”) shall consist of not less than three directors appointed by the Board. The Board may designate or remove members at its discretion. The Board shall appoint a Chair of the Committee.
2. **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 (the “Exchange Act”). 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..
3. **Financial Expert.** The Committee shall at all times include among its membership at last 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 of the Committee

4. **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.
5. **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 shall conduct the meeting.

6. **Minutes.** The Committee shall keep minutes of its meetings showing all matters considered and actions taken, and shall submit a report of each meeting to the Board at its next following regular meeting.
7. **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 written consent of all members of the Committee.

Purpose of the Committee

8. **Oversight.** The Committee shall oversee the integrity of the Company's financial statements and financial reporting process, the Company's compliance with legal and regulatory requirements, the independent auditor's qualification and independence, the performance of any internal audit function, and the adequacy of the Company's accounting and internal control systems. Subject to the specific responsibilities that are set forth in this charter, it is not the responsibility of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate or are in compliance with generally accepted accounting principles, which is the responsibility of management and the independent auditor. 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.

Responsibilities and Duties of the Committee

9. **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.
10. **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.
11. **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.

12. **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.
13. **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, the performance and independence of the Company's independent auditor and such other matters as the Committee may deem appropriate.
14. **Code of Ethics for Senior Financial Officers.** The Company has adopted a Code of Ethics for Senior Financial Officers. The Audit 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 of Directors 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.
15. **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.
16. **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.