

## FLIR SYSTEMS, INC.

### CORPORATE GOVERNANCE COMMITTEE CHARTER

#### Composition of the Committee

1. **Number of Members.** The Corporate Governance 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.** A majority of the members of the Committee shall qualify as independent directors under the requirements of the Company's Corporate Governance Principles and applicable rules of the Nasdaq Stock Market. No Committee member shall qualify as "independent" unless the Board has affirmatively determined that he or she has no material relationship with the Company, either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company. At such time as the Board deems appropriate, but in no event later than the date of the Company's 2004 annual meeting of shareholders, membership on the Committee shall be limited to independent directors.

#### Meetings of the Committee

3. **Regular Meetings.** The Committee shall hold at least one meeting each year. The Chair of the Committee will, in consultation with the other members of the Committee, call Committee meetings, set the agenda and conduct the meetings.
4. **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.
5. **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.
6. **Manner of Acting.** The Committee shall act by (1) affirmative vote of a majority of the members of the Committee present at a meeting at which a quorum is present or (2) the written consent of all the members of the Committee.

### **Purpose of the Committee**

7. **Board Member Selection.** The Committee shall identify and recommend to the Board individuals qualified to serve on the Board. All nominations for membership on the Board shall first be approved by a majority of the Company's independent directors
8. **Corporate Governance.** The Committee shall assist the Board in developing and maintaining a set of appropriate governance principles applicable to the Company and shall assist the Board in addressing corporate governance issues that may arise from time to time.

### **Responsibilities and Duties of the Committee.**

9. **Election of Directors.** Each year the Committee shall recommend to the Board, for consideration by the Board's independent directors, the individual nominees for election as directors at the next annual meeting of the Company's stockholders. In the event there shall be a vacancy on the Board resulting from the resignation or retirement of a director or an increase in the authorized number of directors, the Committee shall make a recommendation to the Board as to the individual to be elected by the Board to fill such vacancy. All nominations to the Board, whether for consideration at an annual meeting or to fill any vacancy, shall first be approved by action of a majority of the Board's independent directors.
10. **Director Qualifications.** The Committee shall monitor outside legal and regulatory requirements governing the qualification of Board members, including standards relating to the definition of "independence" for members of the Board and Board committees. The Committee shall recommend to the Board any necessary changes, additions or deletions to the Company's Corporate Governance Principles the Committee deems necessary or required.
11. **Candidate Selection.** The Committee assist the Board in the recruitment, identification, evaluation, screening and selection of candidates for election to the Board.
12. **Board Size, Composition, and Operations.** The Committee shall from time to time consider and make recommendations to the Board regarding the size, composition and evaluation of the Board.
13. **Committee Structure, Composition and Operations.** The Committee shall from time to time consider and make recommendations to 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, committee structure and operations and the content of committee charters.

14. **Board Compensation.** The Committee shall annually review and make recommendations to the Board regarding Board compensation.
15. **Corporate Governance Principles.** The Committee shall periodically review the Company's Corporate Governance Principles and recommend to the Board for its consideration any amendments, additions or deletions the Committee in its discretion believes are necessary or appropriate.
16. **Corporate Governance Issues.** The Committee shall consider and make recommendations to the Board as it deems appropriate regarding the provisions of the Company's Bylaws, shareholder proposals received by the Board or management relating to corporate governance issues, and other issues that may arise from time to time in the corporate governance area.
17. **Code of Business Conduct and Ethics.** The Committee shall review and make recommendations to the Board and management as it deems appropriate regarding the content of the Company's Code of Business Conduct and Ethics.
18. **Other Responsibilities and Duties.** The Committee shall have such other responsibilities and perform such other duties as may be assigned to the Committee from time to time by the Board.