

**FARO Technologies Inc.**  
**Operational Audit Committee Charter**

***MISSION STATEMENT***

The Board of Directors (the " Board") of FARO Technologies, Inc. (the "Company") has constituted and established an Operational Audit Committee the ("Committee") for the purpose of reviewing the operational metrics of the Company, with authority, responsibility, and specific duties as described in this Operational Audit Committee Charter.

***ORGANIZATION***

- The Committee shall be comprised of two or more directors as determined by the Board
- All members of the Committee shall meet the general independence of the Nasdaq Stock Market, Inc. ("Nasdaq") and any applicable rules and regulations of the Securities and Exchange Commission (the "SEC")
- The Committee shall meet as frequently as circumstances dictate
- The members of the Committee shall be appointed by the Board annually or as necessary to fill vacancies
- The Chairperson of the Committee shall be appointed by the Board
- The Chairperson will chair and set the agenda for Committee meetings
- Any member of the Committee may call meetings of the Committee

***ROLES AND RESPONSIBILITIES***

- Review the Company's performance against operational metrics at the corporate, divisional and departmental level.
- Meet with department directors to ensure that goals and measures are properly aligned with corporate strategy

***MEETING SCHEDULE***

The Committee meets on a semi-annual basis.

***REPORTING RESPONSIBILITIES***

Report regularly to the Board (a) following meetings of the Committee, (b) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (c) with respect to such recommendations as the Committee may deem appropriate, which report may take the form of an oral report by the any member of the Committee designated by the Committee to make such report.