

**CHARTER OF THE
COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
OF
CYBEX INTERNATIONAL, INC.
(the “Company”)**

Adopted December 20, 2006

I. PURPOSE

The Compensation Committee (the “Committee”) shall have the direct responsibility to:

- a. Review, determine and recommend to the Board of Directors (the “Board”), or approve, the compensation of the Company’s executives, including the compensation programs relating to such executives. Approval of the Chief Executive Officer’s compensation shall be either by the Committee acting alone or together with other independent directors, as directed by the Board; and
- b. Produce and approve an annual Compensation Committee Report for inclusion in the Company’s annual proxy statement, in accordance with applicable rules and regulations of the NASDAQ Stock Market (the “NASDAQ”), Securities and Exchange Commission (the “SEC”) and other applicable regulatory bodies.

The Committee’s role is one of oversight. The Committee shall not act as a fiduciary with respect to any benefit plans or programs under ERISA or otherwise, except as may be required by applicable law.

II. COMPOSITION

The Committee shall be comprised of two or more members of the Board, each of whom is determined by the Board to be “independent” under the rules of the NASDAQ. The Board shall select members based upon their knowledge and experience in compensation matters and with care to avoid any conflicts of interest. The members of the Committee shall be appointed by the Board and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by majority vote of the Board. Unless a Chair is elected by the full Board, the members of the Committee shall designate a Chair by the majority vote of the full Committee membership. The Chair will chair all regular sessions of the Committee and set the agendas for Committee meetings.

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee. Without limiting the foregoing, in the event that any member of the Committee does not qualify as a “non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, or an “outside director” for purposes of Section 162(m) of the Internal Revenue Code, decisions with respect to matters described in said provisions shall be determined by a subcommittee composed solely of members so qualifying.

III. MEETINGS

The Committee shall meet as frequently as circumstances dictate, but not less than twice in any calendar year. The Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee shall in any event meet in executive session at each meeting. The Committee may meet by telephone or videoconference and may take action by unanimous written consent.

IV. RESPONSIBILITIES AND DUTIES

The Committee shall have the following responsibilities and duties:

Setting Compensation for Executive Officers and Directors

1. Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluate the performance of the Chief Executive Officer in light of the approved goals and objectives and other relevant criteria and, based on such evaluation, review and approve the annual salary and, as applicable, incentive compensation, stock options and other benefits, direct and indirect, of the Chief Executive Officer.
2. Review and approve the annual salary and, as applicable, incentive compensation, stock options and other benefits, direct and indirect, of the remaining executive officers of the Company.
3. In connection with executive compensation programs:
 - A. Review and recommend to the full Board, or approve, new executive compensation programs;
 - B. Review on a periodic basis the operations of the Company’s executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s); and
 - C. Establish and periodically review policies for the administration of executive compensation programs.

4. Review and approve annual performance goals for performance-based compensation that is intended to be tax deductible under Section 162 (m) of the Internal Revenue Code and determine whether the performance goals and objectives are attained.
5. Review the operation and effectiveness of the Company's retirement, health, welfare and other benefit programs, make recommendations as appropriate with respect thereto, and review broadly employee salary levels and ranges and employee fringe benefits.
6. The Committee shall periodically review and make recommendations to the Board with respect to the compensation of the non-management Directors.

Monitoring Incentive and Equity-Based Compensation Plans

7. Review and make recommendations to the Board with respect to the Company's incentive compensation plans and equity-based plans.
8. Review and approve all equity compensation plans of the Company that are not otherwise subject to the approval of the Company's shareholders.
9. Review and approve, as a Committee or together with the full Board, all awards of stock options or other awards pursuant to the Company's equity-based plans.
10. Select, retain and/or replace, as needed, compensation and benefits consultants and other outside consultants to provide independent advice to the Committee. In that connection, in the event the Committee retains a compensation consultant, the Committee shall have the sole authority to approve such consultant's fees and other retention terms.

Reports

11. Produce and approve an annual Compensation Committee Report on executive compensation for inclusion in the Company's proxy statement in accordance with applicable rules and regulations of the NASDAQ, SEC and other applicable regulatory bodies.
12. Recommend to the Board that the Compensation Disclosure and Analysis ("CD&A") prepared by management be included in the Company's Annual Report on Form 10-K and its proxy statement, after having reviewed and discussed the CD&A with management.
13. Report regularly to the Board (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate.

Administrative

14. Recommend to the Board any appropriate extension or changes in the duties of the Committee.
15. Perform any other activities, duties or responsibilities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.
16. Maintain minutes or other records of meetings and activities of the Committee.
17. Review and update this Charter as conditions dictate.

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