

CYBEX INTERNATIONAL, INC.

Audit Committee Charter

The Board of Directors of Cybex International, Inc. (“Cybex” or “Company”) has established an Audit Committee with authority, responsibility, and specific duties as described in the following text.

Composition

The Audit Committee shall be comprised of at least three Directors who are independent Directors consistent with the listing standards of the NASDAQ Stock Market (“NASDAQ”) and applicable law. One of the members shall be nominated Committee Chairman by the Nominating Committee, and approved by the full Board. All members of the Audit Committee shall be generally knowledgeable in financial and auditing matters and at least one member shall have sufficient accounting or financial expertise to qualify as an “Audit Committee Financial Expert” as defined by applicable law and Securities and Exchange Commission (“SEC”) rules.

Authority

The Audit Committee is granted the authority by the Board of Directors to investigate any activity of the Company that may have a financial impact or involves financial reporting. All employees are directed to cooperate as requested by members of the Committee. The Committee is empowered to retain persons having special competence as necessary to assist the Committee in fulfilling its responsibility.

Responsibility

The Audit Committee shall be responsible for the engagement, compensation, oversight and discharge of the independent auditors. It is the Board of Directors’ principal agent in assisting the Board in fulfilling its oversight responsibility relating to the independence of the Company’s auditors, the integrity of management, an adequate control environment, and the adequacy of financial disclosures to stockholders. The Committee serves as the focal point for communication among non-committee Directors, the independent auditors, and Cybex’s management, as their duties relate to financial accounting, reporting, and financial controls. The Committee should have a clear understanding with the independent auditors that they must maintain an open relationship with the Committee, and that the ultimate accountability of the independent auditors is to the Board of Directors and the Committee, as representatives of shareholders. The Audit Committee is to assist the Board of Directors in fulfilling its fiduciary responsibilities as to accounting policies and reporting practices of Cybex, and all its subsidiaries, and the sufficiency of auditing relative to these policies and practices. The opportunity for the independent auditors to meet with the entire Board of Directors as needed is not to be restricted.

Meetings

The Audit Committee is to meet as often as its chairman, a majority of its members, or the full Board deems necessary, but not less than four times per year.

Attendance

A majority of members of the Audit Committee must be present, in person or by telephone, at all formal meetings. However, subcommittees of one or more members may be formed to handle specific projects. As necessary or desirable, the Committee Chairman may request that members of management, the Company's financial and accounting personnel, outside counsel, and representatives of the independent auditors be present at a meeting of the Committee, as well as any other persons deemed necessary to assist the Committee in exercising its responsibilities.

Minutes

A summary of each meeting is to be sent to all Directors.

Specific Duties

The Audit Committee is to:

1. Be directly responsible for the appointment, evaluation, discharge, compensation and oversight of the work of the independent auditors.
2. Inform the independent auditors and management that the auditors and the Committee must communicate with each other at all times; and the Committee Chairman may call a meeting whenever he or she deems it necessary.
3. Review with the Company's management, independent auditors, and financial and accounting personnel the adequacy and effectiveness of the Company's accounting and financial controls, internal controls over financial reporting and disclosure controls and procedures.
4. Have familiarity with the accounting and reporting principles and general practices applied by the Company in preparing its financial statements. Further, the Committee is to make, or cause to be made, all necessary inquiries of management and the independent auditors concerning established standards of corporate conduct and performance, and deviations from these standards.
5. Review, prior to the annual audit, the scope and extent of the independent auditor's planned examination, including the engagement letter. Audit services and fees are to be approved in advance by the Committee. The review should entail an understanding from the auditors of the factors considered in determining the audit scope, including:
 - Industry and business risk characteristics of the Company

- External reporting requirements
 - Materiality of the various segments of the Company's consolidated activities
 - Quality of internal controls
 - Other areas to be covered during the audit engagement.
6. Review with management the extent of non-audit services planned by the independent auditors, in relation to the objectivity needed in the audit. All non-audit services and fees are to be approved in advance by the Committee.
 7. Review with management and the independent auditors, upon completion of their audit, financial results for the year, prior to their release to the public. This review is to encompass:
 - The Company's annual report to shareholders and Form 10-K, including Management's Discussion and Analysis, and the financial statement and supplemental disclosures required by generally accepted accounting principles, the Securities and Exchange Commission, and NASDAQ. If deemed appropriate, after such review and discussion, recommend to the Board of Directors that the financial statements be included in the Company's annual report on Form 10-K.
 - Significant transactions not a normal part of the Company's operations.
 - Significant changes, if any, in management estimates.
 - Changes, if any, during the year in the Company's accounting principles or their application.
 - Areas of the Company's financial statements requiring significant management judgment.
 - Significant adjustments proposed by management and/or the auditors.
 - Other communications as required to be communicated by the independent auditors by Statement of Auditing Standards (SAS) 61 and 90 as may be modified or supplemented relating to the conduct of the audit. Further, receive a written communication provided by the independent auditors concerning their judgment about the quality of the Company's accounting principles, as outlined by SAS 61 and 90, as may be modified or supplemented, and that they concur with management's representations concerning audit adjustments.
 8. Require the Company's independent auditors to review the financial information included in the 10-Q reports.
 9. Review and approve for release the Company's earning release and other press releases pertaining to financial matters or financial guidance, and approve the 10-Q prior to filing.

10. Review any disclosures by the CEO and CFO, prior to their periodic report certification to the SEC, regarding (a) all significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report the financial data, and any material weaknesses in the Company's internal controls that they have identified for the Company's independent auditors; (b) any fraud, whether or not material, that involves the management or other employees who have a significant role in the Company's internal controls; and (c) whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of the CEO's and CFO's evaluation thereof, including any corrective actions with regard to significant deficiencies and material weaknesses.
11. Arrange for timely receipt from management of its reports on Form 8-K and any other correspondence with the SEC. Financial disclosure reports should be reviewed with the Audit Committee before filing.
12. Evaluate the cooperation received by the independent auditors during their audit examination, including their access to all requested records, data, and information. Also, elicit the comments of management regarding the responsiveness of the auditors to the Company's needs. Inquire of the auditors whether there have been any disagreements with management which if not satisfactorily resolved would have caused them to modify their report on the Company's financial statements.
13. Review the quality and adequacy of the Company's financial and accounting personnel including discussions with independent auditors. Approve the selection of the Chief Financial Officer.
14. Discuss with the independent auditors any relevant recommendations which the auditors may have (including those in their annual "Management Letter" and/or "Report to the Audit Committee"). Topics to be considered during this discussion include improving internal financial controls, selection of accounting principles, and management reporting systems. Review written responses of management to the "Management Letter" and ensure that all disagreements are promptly resolved.
15. Recommend to the Board of Directors any appropriate extensions or changes in the duties of the Committee.
16. Apprise the Board of Directors, through minutes and special presentations as necessary, of significant developments in the course of performing the above duties. The Committee should cause to be made an investigation into any matter brought to its attention within the scope of its duties, with the power to retain outside counsel for this purpose if, in its judgment, that is appropriate.
17. After preparation by management and review by independent auditors, approve the report required under SEC rules to be included in the Company's annual proxy

statement. The charter is to be published as an appendix to the proxy statement at least once every three years.

18. Inquire as to the independence of the independent auditors and obtain from the independent auditors, at least annually, a formal written statement delineating all relationships between the independent auditors and the Company as contemplated by Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees, as may be modified or supplemented. Actively engage in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact objectivity and take, or recommend that the Board of Directors take, appropriate action to oversee the independence of the independent auditors.
19. Establish procedures for (A) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls or auditing matters; and (B) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
20. Review the Company's policies on ethical business conduct, review reports concerning monitoring of compliance with such policies and be the Board's agent in considering waivers of such policies.
21. Review and approve all material related party transactions.
22. Review and update the Committee's Charter annually.

While the Audit Committee has the responsibilities and powers set forth in this charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Those duties are the responsibility of management and the independent auditors, and the Committee carries out its duties in reliance on management and the independent auditors.

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