

CYBEX INTERNATIONAL, INC.

BOARD OF DIRECTOR INDEPENDENCE POLICY

It is the policy of Cybex International, Inc. (together with its subsidiaries, the “Corporation”) that a majority of its Board of Directors be composed of members who are independent.

The Board will annually make a determination of the independence of each of its members. Each director shall notify the Board of any change in circumstances that may put his or her independence at issue. If so notified, the Board will reevaluate, as promptly as practicable thereafter, such director’s independence.

In order to assist the Board in making determinations of independence, any relationship described below shall be presumed material if it existed within the preceding three years:

- (a) the director was an employee of the Corporation or an immediate family member of the director was an executive officer of the Corporation;
- (b) the director or an executive officer of the Corporation who is an immediate family member of the director received more than \$60,000 per year in direct compensation from the Corporation, other than director and committee fees and qualified retirement or other deferred compensation for prior service (provided that such compensation was not contingent in any way on continued service);
- (c) the director was affiliated with or employed by the Corporation’s present or former external auditor (or had an immediate family member who was affiliated with or employed in a professional capacity by such external auditor);
- (d) the director was an executive officer of a company in which an executive officer of the Corporation served on the compensation committee of the board of directors (or had an immediate family member who was an executive officer of such company);
- (e) the director, or an immediate family member of the director, was an executive officer of or partner or controlling shareholder in, another company that made payments to or received payments from the Corporation for property or services in an amount which, in any single fiscal year, exceeded the greater of \$200,000 or 5% of such other company’s consolidated gross revenues for the most recently ended fiscal year for which total revenue information is available; or
- (f) the director, or an immediate family member of the director, was employed as an executive officer of a non-profit organization, foundation or university to which the Corporation made discretionary contributions that, in any fiscal year exceeded the greater of \$200,000 or 5% of the entity’s consolidated gross revenues for the most recently ended fiscal year for which total revenue information is available.

For purposes of the above-described categorical standards, the term “immediate family member” includes a person’s spouse, parents, children, siblings, mothers- and fathers-in-law, sons- and

daughters-in-law, brothers- and sisters-in-law and anyone (other than domestic employees) who shares such person's home; provided, that any such persons who no longer have any such relationship as a result of legal separation or divorce, or death or incapacitation, shall not be considered immediate family members.

The foregoing categorical standards shall be deemed to be automatically updated to reflect any changes made to the NASDAQ listing standards and interpreted in the same manner as such rules.

The Board specifically believes that a director serving as a non-management director of a company that has a relationship with the Corporation is not alone material to the director's independence. In addition, any other relationship not described in (a) through (f) above will be presumed not to be material to the director's independence unless: (i) the relationship was not entered into on terms substantially similar to those that would be offered to non-affiliated persons or entities in comparable circumstances; or (ii) in exercising its judgment in light of all the applicable facts and circumstances, the Board determines that the relationship should be considered material.