

**CYBEX INTERNATIONAL, INC.**

**Board of Director Policy on Ethics and Conflicts of Interest**

The Board of Directors of Cybex International, Inc. requires and expects each of the members of the Board to act ethically at all times and to acknowledge their adherence to the policies comprising the Cybex International, Inc. Code of Ethics.

Every Director has a duty to avoid business, financial and other direct or indirect interests or relationships which conflict with the interests of the Company or which may affect his or her loyalty to the Company.

Each Director must deal at arms-length with the Company and should disclose to the Chairman, Vice-Chair, or Chair of the Audit Committee any conflict of interest or any appearance of conflict of interest.

Any activity which even appears to present such a conflict should be avoided or terminated, unless it is determined, after appropriate disclosure and discussion, that the activity is not harmful to the Company or otherwise improper.

Each member of the Board of Directors will acknowledge his responsibility for full compliance with the foregoing Policy.

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The undersigned member of the Board of Directors of Cybex International, Inc. hereby acknowledges his responsibility to comply with the foregoing Policy, including his adherence to the Cybex International, Inc. Code of Ethics.

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[Signature]

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[Print name]