

CYBEX INTERNATIONAL, INC.

POLICY WITH RESPECT TO APPROVAL OF RELATED PERSON TRANSACTIONS

It is the policy of Cybex International, Inc. (the “Corporation”) that all related person transactions be approved by the Audit Committee of the Board of Directors or, at the request of the Audit Committee, the Independent Director Committee. Any member of the Committee considering the transaction who has an interest in the transaction shall not participate in such deliberations.

For purposes of this Policy, a “related person transaction” means a financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness), or any series of similar transactions, arrangements or relationships, in which the Corporation is a participant and in which a related person has a direct or indirect interest and which is required to be disclosed pursuant to Item 404(a) of Regulation SK of the Securities and Exchange Commission, and “related person” is anyone included within said Item 404(a), including:

- All directors, nominees for director and executive officers of the Corporation;
- Any immediate family member of a director, nominee for director or executive officer of the Corporation; and
- Any holder of more than 5% of the Corporation’s common stock, or an immediate family member of such holder.

The Committee considering the transaction will analyze the following factors, in addition to any other factors the Committee deems appropriate, in determining whether to approve the related person transaction:

- whether the terms are fair to the Corporation;
- whether the transaction is material to the Corporation;
- the role the related person has played in arranging the transaction;
- the structure of the transaction; and
- the interest of all related persons in the transaction.

Any director or executive officer contemplating or becoming aware of a related person transaction shall promptly notify the Chair of the Audit Committee. As a general matter, related person transactions are to be approved in advance, but ratification is permissible where, due to inadvertence or unawareness of the transaction, the transaction was not pre-approved.

This policy is in addition to the authority of the Audit Committee pursuant to the Corporation’s Code of Conduct and the Code of Ethics for Senior Financial Officers.