



CODE OF  
BUSINESS CONDUCT  
AND  
ETHICS

**GERBER SCIENTIFIC, INC.  
CODE OF BUSINESS CONDUCT AND ETHICS**

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**GERBER SCIENTIFIC, INC.  
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**INTRODUCTION**

At Gerber Scientific, Inc. and its subsidiaries (the “Company” or “Gerber”), we are committed to conducting our business in a legally and ethically appropriate manner with the highest degree of integrity. Every member of the Gerber community - directors, executives, managers, employees and business partners - has a duty to comply with all applicable laws and to adhere to the highest standards of business ethics. To further the Company’s fundamental principles of honesty, integrity, fairness, respect and trustworthiness, we have established this Code of Business Conduct and Ethics (the “Code”). Throughout the Code, the terms “Gerber,” “Company,” “we,” “you,” “our,” and “us” are used to refer to the enterprise as a whole, to each person within it, and to any person who represents Gerber or any part of the Gerber organization. Our Code strives to deter wrongdoing and promote the following objectives:

1. Honest and ethical conduct;
2. Avoidance of conflicts of interest;
3. Full, fair, accurate, timely and transparent disclosure;
4. Compliance with the applicable government laws, rules and regulations;
5. Prompt internal reporting of Code violations; and
6. Accountability for compliance with the Code.

In our complicated work environment, we often face challenging and ambiguous issues. It is our responsibility to work through these issues in a disciplined fashion and reach the right result for Gerber, its shareholders and employees. In the following sections, we discuss situations that require application of our fundamental principles and promotion of our objectives. If there is a conflict between this Code and a specific Company procedure, you should consult the Corporate Legal Department for guidance. The Code is not the exclusive source of guidance and information about the Company’s expectations, but it serves as the basis for other Company policies and guidelines. Moreover, this Code does not, nor is it intended to, confer any rights or benefits or constitute an employment contract, an assurance of continued employment, or employment other than at-will. The Company retains the right to amend, alter or terminate this Code or the policies underlying it at any time for any reason.

**Applicability**

The Company has prepared this Code as a worldwide guide for directors, officers, managers, employees and representatives of Gerber (collectively referred to throughout this Code as “employees”) in order to foster a strong ethical climate within the Company. It will help you understand what is expected from you and help you make good decisions. Our board of directors, senior management and all Gerber employees and representatives must be accountable to the highest standards of integrity and full compliance with the regulations and policies that affect the conduct of our business. Your personal commitment to this Code demonstrates our values around the world as we continually strive to increase shareholder value, provide customers with high quality products, offer Gerber employees opportunities for growth, and meet our responsibilities as members of the global community.

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**Personal Accountability**

This Code does not, by itself, ensure ethical conduct. Every member of the Gerber community has a personal responsibility to embody and model ethical behavior. Gerber executives and other managers are responsible to lead by example and to ensure that all employees learn and have the opportunity to discuss the practical application of this Code. Everyone has a duty to be vigilant for circumstances that may indicate illegal or unethical behavior and to act appropriately in a timely manner to prevent improper conduct.

Compliance with all applicable governmental laws, rules and regulations, as well as this Code, will be strictly enforced. If you fail to comply with such laws, rules, regulations, or this Code, you will be subject to disciplinary action, up to and including discharge from the Company, and where appropriate, civil liability and criminal prosecution.

**Reporting Violations**

Anyone who seeks advice, raises a concern, or reports misconduct is following the requirements of this Code. If you observe possible illegal or unethical conduct, you should report it to your management, or to one of the Company's compliance functions, such as the Corporate Legal Department or the Corporate Audit Director in accordance with the procedures outlined in the Company's "**Policy for Handling Complaints.**" If you prefer to remain anonymous, you may call the Confidential Employee Hotline or access **www.ethicspoint.com** on the internet to report actual or suspected activities that may involve criminal conduct or violations of the Code or other Company policies. They are available 24 hours a day, 7 days a week, and 365 days a year. The Hotline and **www.ethicspoint.com** are staffed by independent, third-party resources.

To summarize, the following violation reporting mechanisms are available to you:

**Internet:**            [www.ethicspoint.com](http://www.ethicspoint.com)

**Gerber  
Intranet:**        

**Telephone:**        Confidential Employee Hotline @ 1-866-ETHICSP (1-866-384-4277)  
(A list of international numbers for the Confidential Employee Hotline can be viewed on the Company's website.)

<b>Mail or Telephone:</b>	Gerber Scientific, Inc. Office of the General Counsel 83 Gerber Road West South Windsor, CT, USA 06074 (860) 644-1551	<b>or</b>	Gerber Scientific, Inc. Director, Corporate Audit 83 Gerber Road West South Windsor, CT, USA 06074 (860) 644-1551
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Complaints may be reported on a confidential or anonymous basis through any of the above options with the exception of the Gerber Intranet/Network, which uses a firewall password that logs activity by computer I.D. and web site address. **To ensure confidentiality and anonymity when filing a report:**

- Employees should **not** access the **www.ethicspoint.com** web site from the Gerber Intranet/Network, but rather use a personal computer or outside internet portal.

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- Telephone calls made to the Confidential Employee Hotline should be made from **outside** the Company.

The Confidential Employee Hotline and **www.ethicspoint.com** are staffed by independent, third-party resources. Reports placed at **www.ethicspoint.com** are protected by the latest encryption technology and screen names or computer addresses are not captured or tracked by the vendor. The vendor does not generate or maintain any internal connection logs with IP addresses, so no information linking an employee's *personal* computer to the vendor is available. Reports filed using the Confidential Employee Hotline will also be entered into the computer system by the service provider.

After filing a report utilizing one of the third-party options described above, you will be asked to create a password and receive a system-generated report key, both of which will be needed to return to the third-party system to amend reports or to see if the Company has any follow-up questions or requests, while still maintaining anonymity. Once the independent, third-party communications specialist receives your report and makes it available to the Company, an investigation will be conducted and appropriate action will be taken.

The Company will not tolerate retaliation against any person who in good faith submits a concern or complaint or participates in any investigation conducted pursuant to these procedures. Any suspected retaliation should be reported immediately to the Company's Corporate Legal Department. Such retaliation is extremely serious misconduct and may result in discipline, up to and including discharge of the person(s) engaging in any retaliatory actions. Retaliation may also subject the person(s) responsible to personal legal and financial liability, and in certain cases may be a criminal offense.

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**CONFLICTS OF INTEREST**

**General**

Your judgment is one of your most valuable assets. It is essential that you avoid any business, financial or other relationship with suppliers, customers or competitors that might impair or appear to impair your exercise of independent judgment with respect to the best interests of the Company.

**Examples**

Here are some examples of conflicts of interest:

*Family Members*

Actions of family members may create a conflict of interest. For example, gifts to family members by a supplier of the Company are considered gifts to an employee and must be reported. Doing business for the Company with organizations where an employee's family members are employed or that are partially or fully owned by an employee's family members or close friends may create a conflict or the appearance of a conflict of interest. For purposes of this Code, "family members" includes any child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law, and adoptive relationships.

*Personal Financial Interest*

Employees should not participate in or attempt to influence any action where the employee's own interest may be in conflict with the interests of the Company. For example, an employee has a substantial interest in or relationship with an outsider (e.g., a supplier, vendor, jobber, agent, consultant, customer or competitor), or with a person in a position to influence the outsider, which is unethical or which might:

- make possible personal gain or favor for an employee or his/her family due to the employee's power to influence dealings between the Company and the outsider;
- render an employee partial toward the outsider for personal reasons, or influence an employee's judgment in making sound business decisions solely on behalf of the Company; or
- place an employee or the Company in an embarrassing or ethically questionable position in the eyes of the public, or reflect adversely on the integrity of the employee or the Company.

Apart from Code and law provisions prohibiting the trading of stock based upon inside information, the Code does not prohibit minimal holdings of stock or other securities in publicly traded companies that may compete or do business with Gerber. A "minimal" investment for these purposes is one in which your holdings are less than 1% of the outstanding shares in the particular company.

*Gifts, Loans, Bribes, Kickbacks, Rebates, or Other Favors*

Personal gains resulting from gifts, non-business-related trips, gratuities, favors, loans, guarantees of loans, and excessive entertainment or rewards received directly or indirectly from anyone

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soliciting business from, or doing business with the Company, or from any person or entity in competition with us, are not allowed. In addition, any “under-the-table” payment, “kickback,” bribe, rebate or other improper payment in connection with any corporate purchase or sale of goods or services is not appropriate business behavior, is usually illegal, and is not allowed by the Company. Employees may not participate, either directly or indirectly through another party, in such activities. The key is to maintain an arm’s length relationship and avoid any such activities that may give the appearance of undue influence. The same rules apply whether an employee is receiving or giving gifts, gratuities, bribes, etc.

Employees may accept unsolicited non-monetary gifts provided they are items of nominal value - that is, having a value of less than \$50 - and do not go beyond common courtesy and accepted business practice. Unsolicited gifts of food or other perishables having a value in excess of \$50 should be shared with co-workers. The value of any gift must not raise any questions regarding any obligation on the part of the employee who receives it. Any gift having a value of more than \$50, even if unsolicited, must be reported to the Corporate Legal Department. Furthermore, business gifts, even when they are properly reported to the Corporate Legal Department, should not exceed a value of \$100, although it is recognized that there will be instances where a more expensive gift may be appropriate. In any event, the cost and nature of business gifts should always be commensurate with the circumstances (e.g., accepted practice or custom, and the business relationship and position of the recipient).

*Meals and Entertainment*

Any form of entertainment offered by anyone doing business or seeking to do business with the Company that obligates an employee to act in a particular manner with regard to the Company’s business is not allowed. Employees shall neither encourage nor solicit such entertainment, either on their own behalf or on behalf of members of their family or friends. By way of example only, such entertainment could include tickets or passes to sporting events or other cultural events, trips and/ or free accommodations, and meals. From time to time, however, employees may accept unsolicited business entertainment, such as an occasional meal or social event, but only under the following conditions:

- the entertainment occurs infrequently;
- the entertainment arises in the ordinary course of business; and
- the entertainment is reasonable (i.e., involves amounts similar to that which the employee is accustomed to spending for personal entertainment) and takes place in a setting that is appropriate and fitting in light of its business purpose. As a general rule, entertainment should not exceed \$100 for a single event or occasion.

Other than common business courtesies, employees may not offer or provide anything to any person or organization for the purpose of influencing the person or organization in their business relationship with us. Employees are expected to deal with advisors or suppliers who best serve the needs of the Company as to price, quality and service in making decisions concerning the use or purchase of materials, equipment, property or services. Employees who use the Company’s advisors, suppliers or contractors in a personal capacity are expected to pay market value for materials and services provided.

*Outside Employment*

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Participation in outside employment, self-employment, or service as an officer, director, partner or consultant for outside organizations is not allowed if such activity:

- interferes with an employee's ability to fully and satisfactorily meet the requirements of his/her position with Gerber;
- interferes with an employee's ability to act conscientiously in the Company's best interest; or
- requires an employee to utilize the Company's proprietary or confidential procedures, plans or techniques.

Employees are required to obtain management approval of any outside employment, including the employer's name and expected work hours. An employee seeking to accept a position on a board of directors for a for-profit or non-profit enterprise must first seek and obtain permission from the Corporate Legal Department for the purpose of avoiding conflicts of interest and minimizing potential liability to the Company. This requirement does not apply to a board position for a local non-profit organization such as a youth sports league or a religious group where the likelihood of a conflict of interest is low.

**Corporate Opportunities**

Receiving personal benefits from others because of your status as a Gerber employee may lead to a conflict of interest. You may not receive any personal profit or advantage other than your compensation from the Company in connection with any transaction involving the Company, or your status as a Gerber employee. You are prohibited from:

- taking for yourself, personally or directing to a third party, business opportunities that are discovered through the use of Company property, information or position;
- using Company property, information or position for personal gain; or
- competing with the Company.

You have a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

**Political Activities**

You are encouraged to participate actively in the political process, so long as such activities are on your own time, at your own expense and do not otherwise interfere with the conduct of the Company's business, as described in the "Outside Employment" section above. We believe that individual participation is a continuing responsibility of those who live in a free country.

Personal political contributions to a candidate or political action committee should be made only with non-reimbursable personal funds. Political contributions may not be made on behalf of the Company or using corporate funds unless otherwise specifically approved in advance by the Company's Corporate Legal Department.

You must refrain from making any use of Company, personal or other funds or resources on behalf

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of the Company for political or other purposes that are improper or prohibited by the applicable federal, state, local or foreign laws, rules or regulations. Furthermore, Company contributions or expenditures in connection with election campaigns will be permitted only to the extent allowed by federal, state, local or foreign election laws, rules and regulations.

**Reporting Conflicts of Interest or Potential Conflicts of Interest**

You should report any actual or potential conflict of interest involving yourself or others of which you become aware to your management, or to one of the Company's compliance functions, such as the Corporate Legal Department or the Corporate Audit Director in accordance with the procedures outlined in the Company's "**Policy for Handling Complaints.**" Officers should report any existing or potential conflict of interest involving yourself or others of which you become aware to your immediate supervisor. If the officer does not believe it is appropriate to approach his/her supervisor, he/she shall report the issue to either the Company's Compliance Officer, the Corporate Legal Department, or the Audit and Finance Committee of the Board of Directors, as appropriate. Directors should report any actual or potential conflict of interest involving yourself or others of which you become aware to the Chairman of the Nominating and Corporate Governance Committee of the Board of Directors.

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**INSIDER TRADING**

**General**

All employees may at some time have access to information related to the Company or its business that is not known to the general public. Some inside information may be considered *material*, that is, so important that its public release would have been viewed by the reasonable investor as having significantly altered the “total mix” of information made available, and so could affect the Company’s stock price. Such inside information may not be used by employees for personal gain or advantage. Employees who are aware of material, non-public information from or about the Company (an “insider”) are not permitted, directly or through family members or other persons or entities, to:

- buy or sell securities (or derivatives relating to such securities) of the Company, including transfers in or out of the stock funds in an Employee Savings Plan, or
- pass on, tip or disclose material, nonpublic information to others outside the Company, including family and friends.

Such buying, selling or trading of securities may be punished by discipline up to and including termination of employment; civil actions, resulting in penalties of up to three times the amount of profit gained or loss avoided by the inside trade or stock tip; or criminal actions, resulting in fines and jail time.

If you are aware of what you believe to be inside information and wish to discuss the nature of such information, you should refer to the Company’s “**Insider Trading and Confidentiality Policy**” and seek advice from your supervisor and the Corporate Legal Department before trading (or tipping anyone else to trade) in a security of any company.

Examples of information that may be considered material, non-public information in some circumstances are:

- undisclosed annual, quarterly or monthly financial results, a change in earnings or earnings projections, or unexpected or unusual gains or losses in major operations;
- undisclosed negotiations and agreements regarding mergers, concessions, joint ventures, acquisitions, divestitures, business combinations or tender offers;
- an undisclosed increase or decrease in dividends on the Company's common stock;
- undisclosed major management changes;
- a substantial contract award or termination that has not been publicly disclosed;
- a major lawsuit or claim that has not been publicly disclosed;
- the gain or loss of a significant customer or supplier that has not been publicly disclosed;
- an undisclosed filing of a bankruptcy petition by the Company or a significant subsidiary;

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- information that is considered confidential; and
- any other undisclosed information that could affect our stock price.

**Another Company's Securities**

The same policy also applies to securities issued by another company if you have acquired material, nonpublic information relating to such company in the course of your employment or affiliation with the Company.

**Trades Following Disclosure**

When material information has been publicly disclosed, each insider must continue to refrain from buying or selling the securities in question until the third business day after the information has been publicly released to allow the markets time to absorb the information. Trades in the Company's stock by employees are not permitted beginning ten business days before the end of each fiscal quarter (July 31, October 31, January 31, and April 30) until the third business day after the Company's earnings for that quarter are publicly released.

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**PROTECTING CONFIDENTIAL INFORMATION**

**Confidential and Proprietary Information**

Confidential information includes all non-public information that might give an unfair advantage to competitors, or that might be harmful to the Company or its customers if disclosed. Confidential and proprietary information about the Company or its business associates belongs to the Company and should be treated with strictest confidence. It should not be disclosed or discussed with others. This includes information regarding the Company's business, products, processes, and services. It also can include information relating to research, development, inventions, trade secrets, intellectual property of any type or description, data, business plans, marketing strategies, engineering, contract negotiations, contents of the Company intranet and business methods or practices.

We are all responsible for safeguarding Company information and complying with established security controls and procedures. We must take care not to lose, misplace or leave confidential information unattended. We should not leave such information in places where others may easily access it, such as open files on computers, or left on fax machines, photocopiers, etc., nor should we casually discuss it where others might overhear.

Any proprietary information relating to the Company that was compiled by an employee or made available to an employee prior to or during his/her employment with the Company belongs to the Company and must be returned when employment ends, or at any other time it is requested, unless otherwise agreed in writing.

**Confidential Information Belonging to Others**

Just as we protect our own confidential information, we must respect the confidentiality of information given in confidence by others, such as partners, suppliers, contractors, competitors, customers, etc. Employees should coordinate with the Corporate Legal Department to ensure appropriate agreements are in place prior to receiving any confidential third-party information. These agreements must reflect a balance between the value of the information received on the one hand and the logistical and financial costs of maintaining confidentiality of the information and limiting the Company's business opportunities on the other. In addition, any confidential information that you may possess from an outside source, such as a previous employer, must not, so long as such information remains confidential, be disclosed to or used by the Company. Unsolicited confidential information submitted to the Company should be refused, returned to the sender where possible, and deleted, if received via the Internet.

**Respecting Intellectual Property of Others**

We may not reproduce, distribute or alter copyrighted software, documentation or other materials owned by others without a valid license or other prior permission of the copyright owner. Only legitimately purchased, original software may be installed onto a Company computer. For more details regarding the use of unlicensed software and software piracy, refer to the Company's policy "**Use of Unlicensed Software ("Software Piracy")**" on the Company's Intranet site. Copyright laws may protect items posted on a website. Unless a website grants permission to download the Internet content, we generally only have the legal right to view the content. If you wish to download and distribute specific website content but do not have permission, or if any other questions arise with respect to intellectual property laws, please consult with the Corporate Legal Department.

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**GOVERNMENT RELATIONS**

**Compliance with Laws, Rules and Regulations**

Obeying the law, both in letter and in spirit, is one of the foundations on which this Company's ethical policies are built. All employees must respect and comply with applicable governmental laws, rules and regulations. It is the personal responsibility of each employee to adhere to the standards and restrictions imposed by those laws, rules and regulations. It is important that you seek advice from supervisors, managers or other appropriate personnel if you have questions regarding the laws, rules and regulations that apply to the Company's business.

**Filing of Government Reports**

Any reports or information provided to federal, state, local or foreign governments on our behalf should be true, complete and accurate. Any omission, misstatement or lack of attention to detail could result in a violation of the reporting laws, rules and regulations.

**Anti-Boycott Laws**

The Company must comply with anti-boycott laws that prohibit us from participating in a boycott of a country or businesses within a country, and which also require us to report to the authorities any request to participate in such a boycott. Prohibited conduct includes requests by a customer to refrain from doing business with the government, businesses or citizens of a particular country; requests to provide certain information relating to the Company's business in such country; or requests to take any other action in support of a boycott not recognized by the United States. The anti-boycott law imposes sanctions, including civil and criminal penalties and loss of tax benefits, for certain actions considered supportive of such boycotts.

If you receive such a request, report it to your supervisor. We will also not engage in business with any government, entity, organization or individual where doing so is prohibited by applicable laws. For more information on these laws, contact the Corporate Legal Department.

**Bribery & the Foreign Corrupt Practices Act**

The United States Foreign Corrupt Practices Act (the "FCPA") prohibits giving anything of value, directly or indirectly, to foreign government officials or foreign political candidates in order to carry on business. Accordingly, Company assets may not be directly or indirectly offered by any employee, including agents acting on our behalf, to a foreign official, foreign political party, or any candidate for a foreign political office for the purpose of influencing the foreign person in order to assist in obtaining or retaining business for, or directing business to, any person. Anyone paying a bribe may subject the Company and himself/herself to civil and criminal penalties. The Company prohibits improper payments in all of its activities, whether these activities are with governments or in the private sector. If you receive any offer of money or gifts that is intended to influence a business decision, it should be reported to your supervisor or the Corporate Legal Department immediately.

In some countries, certain laws prohibit particular conduct regarding unusual or irregular payments. Those laws may not be enforced in practice. Despite local law or enforcement practices, those payments are illegal in the United States and are not acceptable under this Code.

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The FCPA also prohibits knowingly falsifying a company's books and records, or knowingly circumventing or failing to implement accounting controls. Employees involved in foreign operations must be familiar with the FCPA and with similar laws that govern our operations in other countries in which we do business.

A more detailed description of the Foreign Corrupt Practices Act is available on the Company's Intranet site. Please familiarize yourself with the requirements of the FCPA.

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**FAIR TRADE PRACTICES**

**Fair Dealing with Others**

We have a history of succeeding through honest business competition. We seek competitive advantages through superior performance, not through unethical or illegal business practices. Each employee should endeavor to respect the rights of and deal fairly with the Company's customers, vendors, competitors and other employees. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

**Antitrust and Fair Competition Laws**

Any agreement, understanding or arrangement, express or implied, formal or informal, in restraint of trade or commerce is prohibited by antitrust laws. It is the Company's policy to compete vigorously while at the same time adhering to both the letter and spirit of these laws. You must understand and comply with the antitrust laws as they may bear upon your activities and decisions. Anti-competitive behavior in violation of antitrust laws can result in criminal penalties, both for you and for the Company. Accordingly, any question regarding compliance with antitrust laws or your responsibilities under this policy should be directed to the Corporate Legal Department. Some of the more common antitrust problem areas are discussed below. A more detailed discussion of the Company's antitrust guidelines is available in the "**Antitrust Compliance Manual**" on the Company's Intranet site.

*Suppliers and Vendors*

All purchases of goods and services are to be made on the basis of quality, service, price and suitability. The Company seeks to establish mutually beneficial, long-term relationships with its suppliers and vendors based on these factors. While the Company may sell its products to suppliers, it is against Company policy to require a supplier to purchase our products as a condition for doing business with that supplier. This is known as "reciprocity."

*Customers*

All dealings with customers and potential customers must be fair and aboveboard. The Company acquires business and keeps it because of the high quality of its products and services and because of its competitive prices. Requiring a customer to purchase one product in order to obtain another product is generally against Company policy. This is known as "tying." Certain bundling or kitting of products is at times permissible, but should be approved by the Corporate Legal Department prior to implementation.

*Competitors/Competitive Practices*

It is against Company policy to have a discussion or communication with any competitor relating to price or any matter that affects pricing, including costs, credit terms, allocation of markets, geographies, customers, or lines of business.

*Exclusive Dealings*

Agreements requiring a buyer or seller to deal exclusively with one source may be subject to

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greater antitrust scrutiny than non-exclusive arrangements depending upon how much of the market share is held by the parties involved. Prior approval from the Corporate Legal Department should be obtained before any type of exclusive agreement is entered into by the Company.

*Monopolization*

Having a significant share of some market segment or “market power” is not illegal. Monopolization involves achieving or maintaining market power through abusive tactics. Accordingly, employees must avoid any tactics that could be construed as being designed to exclude or destroy competition.

*Government Representatives*

From time to time, the Company has business and regulatory contacts with federal, state, local and foreign governmental agencies and representatives. Employees are prohibited from offering or giving anything of value to, or accept anything of value from, any official, employee, or agent of any governmental entity with which the Company does business, is seeking to do business, or has a regulatory relationship.

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**INVESTOR RELATIONS AND PUBLIC AFFAIRS**

It is very important that the information disseminated to financial markets about the Company be both accurate and consistent. For this reason, the Corporate Finance Department is responsible for public communications with stockholders, analysts, the media, local communities, government officials and any other interested members of the financial community. News that can be expected to influence investors or have an impact on the market for Gerber stock may be released only through designated representatives in Corporate Finance. The Corporate Finance Department serves as the spokesperson in both routine and non-routine situations.

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**FINANCE & ACCOUNTING PRACTICES**

**Accuracy of Company Records**

We all rely on the accuracy and completeness of our business records to produce accurate financial reports, make management decisions, and analyze Company operations. The Company and each of its subsidiaries are responsible for maintaining books, records and accounts that in reasonable detail accurately and fairly present the transactions and disposition of the assets of the Company. We must maintain our books in accordance with generally accepted accounting principles, the Company's system of internal controls, and all regulatory requirements that apply to a multinational, U.S. publicly traded company.

While many of our employees may not be familiar with accounting procedures, it is the responsibility of each employee to make sure that every business record he or she deals with is accurate, complete and reliable. Many of these records are critical to the management of our business. False, misleading, or incomplete information undermines the Company's ability to make good decisions about resources, employees, and programs and, in some cases, violates the law. It is the responsibility of each employee to have all reports, vouchers, bills, time reports, payroll and service records, measurement and performance records, and other essential data prepared carefully and honestly.

**Disclosure Policies and Controls**

The continuing excellence of the Company's reputation depends upon our full and complete disclosure of important information about the Company that is used in the securities marketplace. Our financial and non-financial disclosures and filings with the Securities and Exchange Commission (the "SEC") and in other public communications made by the Company must be fair, accurate, timely and understandable. The disclosure process is designed to record, process, summarize and report material information as required by all applicable laws, rules and regulations. Employees who are involved in this process are responsible for maintaining familiarity with the disclosure requirements applicable to the Company.

It is against Company policy to knowingly misrepresent or omit material facts about the Company to others, within or outside the Company, including the Company's external auditors. Proper reporting of reliable, truthful and accurate information is a complex process involving cooperation between many departments and disciplines. We must all work together to insure that reliable, truthful and accurate information is disclosed to the public.

**Record Retention**

The Company has developed document retention policies to establish retention periods for records created or received in the normal course of business. A record is any information, regardless of physical format, that has been created or received in the transaction of Company business. Physical format of a record includes hard copy, electronic, magnetic tape, disk, audio, video, optical image, etc. Each department is responsible for the maintenance, retrieval, transfer, and destruction of its records in accordance with the established filing procedures, records retention schedules and procedures. The Company's detailed record retention policies are available on the Company's Intranet site.

The alteration, destruction or falsification of corporate documents or records may constitute a

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criminal act. Destroying or altering documents with the intent to obstruct a pending or anticipated official government proceeding is a criminal act and could result in large fines and a prison sentence. Document destruction or falsification in other contexts can result in a violation of the federal securities laws or the obstruction of justice laws.

Before destruction of any documents or records, you should consult the Company's document retention procedures. If the procedure is not clear, questions arise, or there is a pending or anticipated official proceeding, then the Corporate Legal Department must give written approval for any document destruction.

### **Safeguarding of Company Assets**

We have an obligation and responsibility to investors to protect the Company's assets. You are personally responsible and accountable for the proper expenditure of Company funds, including money spent for travel expenses or for customer entertainment. You are also responsible for the proper use of property over which you have control, including both Company property and funds and property that customers or others have entrusted to your custody. You are expected to keep these items in good condition while they are in your possession. Company assets should be used only for legitimate Company business purposes and should not be sold, loaned or given away regardless of condition or value, without proper authorization.

### **Financial Code of Conduct and Ethics for Chief Executive Officer and Senior Financial Officers**

In addition to being bound by this Code's provisions about ethical conduct, conflicts of interest and compliance with law, the Company has adopted a "**Financial Code of Conduct and Ethics for Chief Executive Officer and Senior Financial Officers**" (the "Financial Code") specifically for our Senior Financial Officers. The Financial Code addresses honest and ethical conduct, including the avoidance of conflicts of interest; full, fair, accurate, timely and understandable disclosure in periodic reports filed by the Company; compliance with laws, rules and regulations; the timely reporting of Financial Code violations; and personal accountability for compliance with the Financial Code. The Financial Code can be viewed on the Company's website.

### **Duty to Report Questionable Accounting or Auditing Matters**

All employees are responsible for reporting any questionable situation or concern regarding the Company's accounting, internal accounting controls or auditing matters that comes to their attention. You should be asking the right questions at the right time if you become aware of situations such as the following:

- financial results that are inconsistent with underlying business performance;
- inaccurate financial records, including expense reports, time sheets or invoices;
- the circumvention of established review and approval procedures;
- transactions that appear inconsistent with good business economics;
- the absence or weakness of processes or controls to protect assets from risk of loss;

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- the destruction of any record or document with the intent to obstruct a pending or contemplated audit, review or federal investigation;
- employees seeking to improperly influence the work of our external or internal auditors; or
- confidential information being released to unauthorized third parties.

If any such questions or concerns arise, you should report it to your management, or to one of the Company's compliance functions, such as the Corporate Legal Department or the Corporate Audit Director, in accordance with the procedures outlined in the Company's "**Policy for Handling Complaints.**"

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**EMPLOYMENT POLICIES**

**Fair Employment**

As a Gerber employee, your individual commitment, creativity, skills and energy are critical to our leadership in the markets we serve and our ongoing business success. In order to maximize the professional growth and job satisfaction of our employees, we encourage a teamwork approach. Your success as part of this team depends on your contribution and ability to inspire the trust and confidence of your co-workers and supervisors. Respect for the rights and dignity of others and a dedication to the good of our Company are essential. We must each respect the rights of others while working as a team to fulfill our objectives. To best function as part of a team, you must be trustworthy and dedicated to high standards of performance. The relationships between business groups also require teamwork.

The Company values a diverse workforce. To facilitate respect among our employees and create an environment where they can maximize their potential, we have implemented the following employment policies:

- to hire, pay and assign work on the basis of qualifications and performance;
- not to discriminate on the basis of race, religion, ethnicity, national origin, color, gender, age, citizenship, veteran status, marital status, sexual orientation, disability, or any other factor prohibited by law;
- to attract and retain a highly talented workforce;
- to encourage skill growth through training and education, and through promotional opportunities;
- to encourage an open discussion between all levels of employees and to provide an opportunity for feedback from the top to the bottom and from the bottom to the top;
- to prohibit any sexual, physical, verbal or any other kind of harassment;
- to make the safety and security of our employees while at Company facilities a priority;
- to recognize and reward additional efforts that go beyond our expectations; and
- to respect all workers' rights to dignity and personal privacy by not disclosing confidential employee information, including protected health information, unnecessarily.

*Unlawful Harassment*

Sexual harassment in any form is strictly prohibited. The following are against Company policy: unwelcome sexual flirtations, advances or propositions; verbal abuse of a sexual nature; subtle pressure or requests for sexual activities; unnecessary touching of an individual; graphic or verbal comments about an individual's body; sexually degrading words to describe an individual; a display in the workplace of sexually suggestive objects or pictures; sexually explicit or offensive jokes; or physical assault. Innocent comments regarding an individual's appearance are not, in and of themselves, inappropriate. For example, it is not improper to tell an employee that a particular dress

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or suit looks nice. However, the manner in which comments are made, or their content, if sexually suggestive or otherwise offensive, can run afoul of the law.

Similarly, racial and other forms of harassment, including racially derogatory language or conduct, create a hostile or offensive workplace and will not be tolerated.

When conducting employment interviews, in general, a person is prohibited from asking questions that may identify an employment applicant as a member of a particular race, color, religion, creed, etc. Some examples of what we are prohibited from asking are:

- race, creed, religion, color, national origin, ancestry, age, or marital status.
- applicant's birthplace or the birthplace of his/her parents (may identify national origin or ancestry).
- photographs (may identify race or color).
- other physical characteristics that may identify a person as a member of a particular race (e.g., color of eyes or hair).
- private organizational affiliations or political affiliations, clubs, social fraternities, societies, lodges or other organizations excluding professional, trade or service organizations (may identify religion or creed).
- an applicant's citizenship, except to the extent necessary to determine whether the applicant's status permits him/her to work in the applicable country.
- questions regarding an applicant's military service should be confined to his/her work experience in the particular country's armed forces.
- whether an applicant has an arrest record. However, you may ask whether an applicant has ever been convicted of a crime.

It is important to remember that the legal restrictions on what may be asked extend to verbal questioning during an interview. The point is, don't ask for any information for which you are not legally permitted to ask.

Apart from being unlawful, harassment and discrimination are extremely disruptive and contrary to the Company's mission. The Company will take affirmative action to see that harassment and discrimination do not occur. Violations of this policy will result in disciplinary action, including termination of employment where appropriate.

The law protects people who have complained about discriminatory or harassment practices. It is unlawful to discriminate against someone because he/she has opposed an unlawful discriminatory practice or because he/she has made a charge, testified or participated in an investigation, proceeding or hearing involving a discrimination or harassment charge.

For example, if an applicant should mention that he/she is engaged in litigation against a previous employer arising out of alleged discrimination, you should neither discuss the matter further nor base your evaluation of the applicant on this knowledge.

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Obviously, it is unlawful to retaliate against an employee who has complained about a prohibited practice, or against another employee who has supported the complaint.

**Employment of Relatives and Personal Relationships Among Co-Workers**

To avoid conflicts of interest, the Company discourages hiring close relatives in the same business unit. However, the employment of relatives of employees is permitted by the Company as long as qualifications for the position are met and, in the opinion of the Company, employing the relative will not create an actual or perceived conflict of interest.

Managers who, at any time, seek to hire, transfer, promote, conduct performance appraisals, set compensation and benefit levels for or participate in the evaluation for any purpose of their own relatives, relatives of other managers, or any employee with whom they have a personal relationship, must obtain prior written approval from their manager and the Executive Director of Human Resources. In cases where the second level of review (or higher level of review where awards under Company incentive plans may be recommended) would involve a relative, the reviewing relative will defer to his or her immediate supervisor. In the event that the CEO would be the immediate supervisor, second level of review, or higher level of review for a relative, the CEO will defer to the Chairman of the Management Development and Compensation Committee, or, in the case of conflict, to another member of the Committee without a conflict. In cases where members of the Board of Directors would participate in decisions affecting the responsibilities, salary, bonus, promotion, specific benefits, awards or other career matters affecting a relative, such members of the Board of Directors will abstain from participating in discussions and voting concerning such decisions.

*Definition of Relative*

The term "Relative" includes spouse, parent, parent-in-law, child, grandparent, grandchild, sister/brother, sister-/brother-in-law, aunt/uncle, niece/nephew, and any individual with whom an employee has a personal relationship.

*Definition of Personal Relationship*

A personal relationship includes, but is not limited to, the following activities: regular dating, sharing the same household, or living together.

*Notice*

An employee must notify Human Resources if his or her relationship to another employee changes to fit the definition of "Relative" above, at which point the requirements described above will become applicable. If a personal relationship develops between a manager and a subordinate, both employees are required to inform the appropriate manager. This information will remain confidential.

**Environment, Health and Safety**

The Company is committed to managing and operating our worldwide assets in a manner that is protective of human health and safety and the environment. It is our policy to comply, in all material respects, with applicable health, safety and environmental laws and regulations. Each employee is

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also expected to comply with our policies, programs, standards and procedures.

**Computer and Communication Systems**

For business purposes, employees are provided telephones and computer workstations and software, including network access to computing systems such as the Internet and e-mail, to improve personal productivity and to efficiently manage proprietary information in a secure and reliable manner.

As with other equipment and assets of the Company, we are each responsible for the appropriate use of these assets. While you may occasionally use the Company's computer and communication systems to send or receive personal messages, to access internet materials that are not directly business-related, or to create personal documents or files, you are required to keep these activities to a minimum. You must obtain permission from the Information Technology Department to install any software on any Company computer or connect any personal laptop to the Company network.

You may not use any Company resource to create, transmit, store or display messages, images or materials that are inappropriate in nature. The Company considers the following, without any intended limitation, to constitute inappropriate use:

- unauthorized access or attempts to access another employee's computer system or e-mail;
- transmission of the Company's confidential or proprietary business information to any unauthorized person or organization;
- any use for personal gain or solicitations for commercial ventures, political activities or religious causes;
- any use which violates the Company's policies or practices or this Code including, but not limited to, any separate Company policies regarding the use of electronic mail, Internet access, solicitation, equal employment opportunity, and racial, sexual or other harassment;
- any intentional use which knowingly restricts or inhibits any other user from using the Internet;
- knowingly posting or transmitting any illegal, unlawful, threatening, abusive, defamatory, sexually explicit or otherwise objectionable information or material of any kind;
- knowingly posting or transmitting any software containing a virus or other harmful component;  
or
- knowingly downloading, uploading, posting, publishing, transmitting, reproducing or distributing without authorization any information, software or other material that is protected by copyright without first obtaining permission of the rights holder.

*Electronic Mail*

Electronic mail is an increasingly important method of communication, both within the Company and with certain authorized recipients outside of the Company. Electronic mail sent or received by full-time employees, temporary employees and third-party contractors is treated no differently than other business records or correspondence. All types of business records are subject to inspection

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or disclosure without notice.

There are several considerations that you should bear in mind when using Company e-mail or accessing the Internet:

- E-mail can be forwarded to additional and unintended recipients without the knowledge of the original sender. In addition, it can be easily altered and forwarded to others in its modified form.
- E-mail communications and access to and information obtained from the Internet can create a permanent record, and deleting a message from your mailbox does not assure that the message has been eliminated or that it and attached information cannot be retrieved by other means.
- E-mails, despite their medium, should be considered "documents" for all intents and purposes. They are, as a result, subject to document subpoenas in both civil litigation and criminal investigations and, once created, are generally subject to the Company's document retention policy.
- As a general rule, never transmit by e-mail messages that you do not want individuals other than your intended recipient to see.

Treat electronic communications with the same level of care as hard copy communications. This information is potentially long-lived and may be subject to legal discovery. Users should periodically maintain their electronic data while adhering to the Company's record retention policies. Destroying electronic communications data relevant to any actual or anticipated governmental proceeding, investigation or litigation is prohibited.

Questions or concerns pertaining to electronic mail and/or access to the Internet, including any suspected violations, should be directed to your manager, the Information Technology Department, or the Corporate Legal Department.

Employees should not expect a right to privacy of their e-mail or Internet use, including personal documents or files stored on Company equipment. All e-mail and Internet use and creation of personal documents or files on Company equipment is subject to monitoring by the Company.

Employees who do not comply with these guidelines may lose usage privileges in addition to being subject to other possible disciplinary actions.

*Systems Integrity*

Personal passwords used to access any Company computer or database should not be shared or divulged. However, all such passwords must be disclosed by employees upon the request of their supervisor or manager. Any exceptions to this policy must be in writing and signed by a corporate officer or Business Unit President. Password access is not intended to be used by employees for the transmission or storage of personal or other information not related to the business of the Company.

Express authorization is required to access any system or database containing confidential information, including employee or personnel records; information pertaining to stock ownership or participation in employee stock option or other incentive programs; and personal electronic mail,

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personal pager and voicemail messages of other employees. In addition, software that may damage or disrupt the work environment should not be used or distributed.

Unauthorized access to such information is a significant violation of other employees' privacy rights, and has the potential of being extremely disruptive to the Company's mission. Violations of this policy will be dealt with accordingly.

**Prohibited Substances**

The Company is committed to providing a safe work environment that is free from the effects of alcohol and drug abuse. The possession, distribution, or use of any illegal drugs on Company premises is strictly prohibited. The abuse of alcohol or other medications in the workplace is also a violation of this Code.

We have policies prohibiting the use of alcohol, illegal drugs or other prohibited items while on Company premises. We also prohibit the possession or use of firearms, weapons or explosives on our property unless authorized by an executive officer of the Company. You are also prohibited from reporting to work while under the influence of alcohol or illegal drugs. It is the Company's policy to perform drug testing as part of the employment hiring process, and to perform random drug testing where permitted by law.

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**COMPLIANCE WITH THIS CODE**

**Reporting of Code Violations**

You should be alert and sensitive to situations that could result in actions that might violate federal, state, or local laws or the standards of conduct set forth in this Code. If you believe your own conduct or that of a fellow employee may have violated any such laws or this Code, you have an obligation to report the matter.

Generally, you should raise such matters first with an immediate supervisor or another member of management. However, if you do not believe management has dealt with the matter properly or if your concerns are so sensitive that you may not feel at ease going directly to management, the Company has implemented a process to facilitate anonymous, confidential reporting of such matters, which is described in the following section. The most important point is that possible violations should be reported, and we support all means of reporting them.

**Anonymous Reporting**

Under the Company's "**Policy for Handling Complaints**," the Audit and Finance Committee of the Company's Board of Directors has established procedures for (1) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls, or auditing matters, and alleged violations of this Code and the Company's Financial Code (collectively referred to as the "Codes"), and (2) the confidential, anonymous submission by employees and others of concerns regarding questionable accounting or auditing matters.

If you wish to report a suspected violation of the Codes anonymously, you may call the Confidential Employee Hotline toll free in the U.S. at 1-866-ETHICSP or access **www.ethicspoint.com** on the internet or via the link on the Gerber intranet. A list of international numbers for the Confidential Employee Hotline can be viewed on the Company's website. These services are available 24 hours a day, 7 days a week, and 365 days a year. The Hotline and **www.ethicspoint.com** are staffed by independent, third-party resources that the Company has retained. All reports received on this hotline are referred directly to the Director of Corporate Audit and are also made available to the Company's General Counsel, the Chairman of the Audit and Finance Committee, and the Chairman of the Company's Board of Directors. You do not have to reveal your identity in order to make a report on this hotline. If you do reveal your identity, it will not be disclosed to the Audit and Finance Committee or the Company unless disclosure is unavoidable during an investigation.

**Investigations and Discipline**

The Corporate Legal and Audit Departments, Human Resources and other relevant departments will work together as appropriate under the direction of the Audit and Finance Committee to promptly handle investigations and recommend corrective and disciplinary actions. Depending on the circumstances, in some cases senior managers and other officers will be involved to consider and determine the appropriate corrective or disciplinary action. The Director of Corporate Audit will periodically report Code violations and the corrective actions taken to the Audit and Finance Committee and the Chairman of the Board of Directors. In some cases, the Audit and Finance Committee or the full Board of Directors will be responsible to conduct the investigation and determine the actions to be taken. As appropriate, outside advisors may participate in investigations.

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Anyone who violates the Codes or any related policy or procedure will be subject to disciplinary action up to and including termination of the offending individual's relationship with the Company. Violations of the Codes are not the only basis for disciplinary action. The Company has additional guidelines and procedures governing conduct, and violations of those guidelines and procedures may also result in corrective or disciplinary action.

If a reporting individual was involved in improper activity, the individual may be appropriately disciplined even if he or she was the one who disclosed the matter to the Company. In these circumstances, we may consider the conduct of the reporting individual in reporting the information as a mitigating factor in any disciplinary decision.

### **Protection for Persons Reporting Questionable Behavior**

Our commitment to promoting the highest ethical standards includes a responsibility to foster an environment that allows employees to report violations without the fear of *retaliation or retribution*. You will not be disciplined, lose your job, or be retaliated against in any other way for asking questions or voicing concerns about our legal or ethical obligations, as long as you are acting in good faith. "Good faith" does not mean that you have to be right—but it does mean that you believe that you are providing truthful information. The important thing is that you bring your question or concern to the Company's attention through one of the available channels.

Employees must never be discouraged from using any available channel within the Company. Even simple questioning of a person reporting a violation can lead to unintentional retaliation, as it may make that person feel that he or she did something wrong by choosing one method over another. Any person reporting a violation under the Codes must be able to choose whichever method he/she is most comfortable with to communicate his/her concern to the Company.

Any employee who retaliates against another employee for reporting known or suspected violations of our legal or ethical obligations will be in violation of the Codes and subject to disciplinary action, up to and including dismissal. Retaliation may also be a violation of the law, and as such, could subject both the individual offender and the Company to legal liability.

### **Waivers and Amendments**

It may be appropriate for a provision of the Codes to be waived in a particular circumstance. Any employee seeking a waiver should speak to his or her supervisor, who in turn should contact the Corporate Legal Department or Director of Corporate Audit to address the waiver request.

Any waiver of the Codes for the executive officers (including any senior officers who are otherwise not an executive officer) or directors of the Company must be made only by the Board of Directors or a committee of the Board of Directors and will be disclosed in accordance with the applicable requirements of the SEC and the New York Stock Exchange.

Any amendment to a provision of the Codes that applies to the senior officers will be disclosed in accordance with the applicable requirements of the SEC and the New York Stock Exchange.

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**CONCLUSION**

The purpose of this Code is to provide a statement of certain key policies and procedures for conducting our Company's business in a legally and ethically appropriate manner, but no document can achieve the level of principled compliance that we are seeking. In reality, each of us must strive every day to maintain our awareness of these issues and to comply with the Code's principles to the best of our abilities. Before we take an action, we must always ask ourselves:

- Does it feel right?
- Is this action ethical in every way?
- Is this action in compliance with the law?
- Could my action create an appearance of impropriety?
- Am I trying to fool anyone, including myself, about the propriety of this action?

If an action would elicit the wrong answer to any of these questions, do not take it. We cannot expect perfection, but we do expect good faith. If you act in bad faith or fail to report illegal or unethical behavior, then you will be subject to disciplinary procedures. We hope that you agree that the best course of action is to be honest, forthright and to do the right thing at all times.

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**ACKNOWLEDGEMENT OF RECEIPT**

I have received the Gerber Scientific Code of Business Ethics and Conduct (the "Code"). I recognize that I have a responsibility to read the Code and familiarize myself with the policies of the Company. I further acknowledge that neither the Code, nor any Company policies referenced in it, constitute an employment contract or a guarantee of continued employment with Gerber Scientific, its subsidiaries and/or affiliates, and that the Company reserves the right to modify its policies and this Code at any time.

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**Signature**

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**Position/Company or Unit**

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**Date**