

Gerber Scientific, Inc.

Corporate Governance Principles

(June 2005)

The Board of Directors (the “Board”) of Gerber Scientific, Inc. (the “Company”), upon the recommendation of the Board’s Nominating and Corporate Governance Committee (the “NCGC”), has established the following corporate governance guidelines (the “Governance Principles”) applicable to the Board and its committees. The Board will review these Governance Principles from time to time to ensure that they address new facts and circumstances and evolving corporate governance issues. The Board welcomes comments and suggestions about the Governance Principles, which should be forwarded to: Gerber Scientific, Inc., Attention: Assistant Secretary, 83 Gerber Road West, South Windsor, Connecticut 06074.

I. Role of the Board of Directors

The role of the Board is to oversee the business, assets, affairs and performance of the Company in the best interest of its shareholders. The Board recognizes that the long-term interests of shareholders are advanced by responsibly addressing the concerns of other stakeholders and interested parties, including employees, customers, suppliers and the communities from which the Company conducts its operations.

II. Size and Composition of Board

A. Size

The Company’s By-Laws provide for a Board of not fewer than three nor more than eleven Directors. The Board will maintain a size which it determines to be appropriate based on conditions and circumstances existing from time to time.

B. Election

Beginning at the 2005 Annual Meeting of Shareholders, all Directors will stand for election for one-year terms.

C. Term Limits

There is currently no limitation on the number of terms a director may serve. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they have the disadvantage of potentially resulting in the loss of the contributions of directors who have been able to develop, over a period of time,

increasing insight into the Company and its operations. The Board currently believes that this potential loss outweighs the advantages of term limits and that the natural turnover of the Board's membership will continue to provide the fresh ideas and viewpoints that term limits might be expected to bring to the Board. It is the NCGC's responsibility to review periodically each director's continuation on the Board.

D. Retirement/Resignation

The Board has set a mandatory retirement age for directors of 72. A director may not stand for re-election after his or her 72nd birthday.

Management directors will submit a letter of resignation at the time of retirement from active employment with the Company, or when resigning from a top management position in the Company. At the discretion of the Board, any such former officer may be asked to continue as a Board member until the normal retirement age.

Non-management directors are expected to submit a letter to the Chair of the NCGC notifying the NCGC upon the occurrence of the events described in (1) and (2) below; and a proposed letter of resignation upon the occurrence of the events described in (3) and (4) below:

- (1) when the director retires from the principal business organization or other activity with which the director is identified;
- (2) whenever the director's affiliation or position of principal employment changes after election to the Board;
- (3) whenever the health or physical condition of a director would prevent the director from satisfactorily fulfilling the responsibilities of the position; or
- (4) whenever the director's affiliation with another entity creates an interlocking directorate or other potential conflict with the Company's business.

Upon receipt of the notice described in (1) and (2) above, the NCGC may conclude that the occurrence of such event may deprive the Board of a type of continuing professional experience critical to the needs of the Board and Company, and may therefore decide to request a letter of resignation from the affected director.

III. Board Membership Qualification Standards

A. General Qualifications

The Board has delegated to the NCGC the responsibility for developing qualifications for Board and Board committee membership and for recommending to the

Board a slate of nominees to stand for election or re-election as directors at the annual meeting of the Company's shareholders. The Board's objective is to select individuals possessing the following qualifications:

- high personal and professional ethics, integrity and values, an inquiring and independent mind, practical wisdom and mature judgment;
- experience at the policy-making level in business, government, education or other settings, or special insight into material aspects of the Company's business;
- expertise that is useful to the Company and complementary to the background and experience of other Board members;
- willingness and ability to devote the required amount of time to carrying out the duties and responsibilities of Board and committee membership;
- willingness to serve on the Board for multiple terms; and
- willingness to avoid engaging in activities that conflict with a director's duties and responsibilities to the Company and its shareholders.

B. Independence

The Company will comply with all rules of the New York Stock Exchange (the "NYSE") and rules and regulations of the Securities and Exchange Commission (the "SEC") with respect to director independence as in effect from time to time.

A majority of the directors on the Board will be "independent" under the NYSE rules. Under the NYSE rules, no director will qualify as independent unless and until the Board affirmatively determines that the director has no material relationship with the Company, including any commercial, industrial, banking, consulting, legal, accounting, charitable or familial relationship (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company).

C. Service on Other Boards

The Board believes that its directors should limit the number of boards of publicly traded companies on which they serve in order to give proper attention to their responsibility to each board. Therefore, the Board has established the following limitations:

- (1) directors will not serve on the board of more than three other public companies, and

- (2) members of the A&FC will not serve on the audit committee of more than two other public companies.

Exceptions to this policy will be considered in appropriate circumstances by the NCGC or the full Board. Directors must notify the chairperson of the NCGC before accepting a seat on the board of any other public company in order to avoid conflicts of interests and to ensure that such service does not exceed the limitations set forth above.

IV. Selection of Board Chairperson

The Board selects a Board chairperson from among its members. The Board does not currently have a policy on whether the role of the Chief Executive Officer (“CEO”) and the Board chairperson should be separate or whether the Board chairperson should be a management or a non-management director. The Board has concluded that the decision as to whether the offices of the CEO and the Board chairperson should be separate should be based upon the determination of the Board as to which approach best serves the interests of the Company at the time of the selection of the Board chairperson.

V. Board Committees

The Company’s general policy is that the full Board will consider all major decisions. Accordingly, the committee structure of the Board is limited to those committees required under NYSE rules or otherwise necessary for the Board to fulfill its responsibilities in an effective manner. These committees currently are the Audit and Finance Committee (“A&FC”), the Nominating and Corporate Governance Committee (“NCGC”), and the Management Development and Compensation Committee (the “MDCC”). The responsibilities of the members of each of these committees are set forth in the Governance Principles or the charter for such committee. The Board may also establish other committees from time to time to address matters of significant concern or interest to the Company.

VI. Board and Board Committee Operations

A. Number of Board Meetings

The Board will meet at such times as it deems necessary to fulfill its responsibilities and will hold not less than four (4) scheduled meetings per year.

B. Conduct of Meetings

Board and Board committee meetings will be conducted in a manner that ensures open communication, meaningful participation and timely resolution of issues. The Board chairperson will preside at all meetings of the full Board and shareholder meetings.

C. Agenda for Board and Committee Meetings

The Board chairperson, in consultation with the CEO, will set the agenda for Board meetings. A Board member may suggest that particular items be placed on the agenda.

The chairperson of each committee, in consultation with committee members and appropriate members of management, will develop the committee's agenda for its meetings.

D. Materials Distributed in Advance of Meetings

To enable Board and committee members to prepare for a meeting, materials relevant to each meeting will be distributed sufficiently in advance of the meeting to allow directors to prepare for discussion of the items at the meeting. Senior management will make every effort to provide materials that are concise and to the point, yet communicate all material information. Highly sensitive subjects may be discussed at a meeting without advance distribution of written materials. Each director is expected to review thoroughly such materials prior to a Board or committee meeting.

The Company's management will ensure that members of the Board are also routinely provided with quarterly financial reports, press releases and other information designed to keep such members informed of the Company's business performance and prospects.

E. Executive Sessions of Non-Management Directors

The non-management directors shall meet in executive session at every Board or Committee meeting without any management director or other member of management present. If the Board chairperson or the Committee chairperson is a non-management director, then the Board chairperson, or the Committee chairperson, as the case may be, will preside over such executive sessions. If the Board chairperson is a management director, the chairperson of the A&FC, MDCC and NCGC, as applicable, will preside as chairperson at meetings or executive sessions of the non-management directors at which the principal items to be considered are within the scope of the authority of such chairman's committee.

F. Interaction with Executive Management

Board members will have complete access to the Company's senior management and other employees. Board members will use their judgment to ensure that such contact does not distract management from its operational responsibilities and that such contact is coordinated with the CEO.

The Board encourages the Company's management to bring into Board meetings from time to time managers who can contribute to more informed Board deliberations on particular matters.

G. Access to Independent Advisors

Subject to the limitations on the engagement of the Company's external auditors under SEC and NYSE rules, the Board will have the authority to retain such consultants, outside counsel, outside accountants, and other advisors as the Board may deem appropriate.

H. Interaction with External Constituencies

The Company's senior management will speak for the Company. External communications by the Board normally will be made by the Board chairperson.

VII. Board and Board Committee Responsibilities

A. Generally

All corporate powers will be exercised by or under the authority of, and the business and affairs of the Company will be managed by or under the direction of, the Board. Board members are expected to promote the best interests of shareholders in terms of corporate governance, fiduciary responsibilities, compliance with applicable laws and regulations, and maintenance of accounting, financial and other controls. Without limiting the foregoing, each director is expected to:

- devote the necessary time and attention to fulfill the obligations of a director and is expected to attend Board and Board committee meetings whenever possible;
- preserve the confidentiality of material, nonpublic information given or presented to the Board or any of its members; and
- disclose to the other directors any potential conflicts of interest such director may have with respect to any matter under discussion and, if appropriate, refrain from voting on such matter.

The Board will provide effective guidance of the affairs of the Company for the benefit of its shareholders and other stakeholders. This includes overseeing the conduct of the Company's businesses and, where appropriate, approving the Company's financial objectives, significant capital expenditures, material transactions not in the ordinary course, major corporate plans, policies and strategies.

The Board selects the CEO and designates other executive officers who together with the CEO constitute the Company's executive management team and who are charged with the conduct of the Company's business. The Board acts as an advisor and counselor to executive management and monitors its performance.

The Board determines the responsibilities of each of its committees from time to time. These responsibilities are reflected in the charters of the committees. The NCGC will periodically review the responsibilities of the Board committees and when appropriate recommend changes to the Board.

B. Management Succession

The Board has delegated to the MDCC responsibility for overseeing and making recommendations to the Board regarding the Company's management development and succession. To assist the MDCC, as part of the CEO's annual report on succession planning, the CEO annually provides to the MDCC an assessment of the Company's executive officers and their potential to succeed him or her as CEO.

C. Board and Board Committee Performance Evaluations

The Board, in conjunction with the NCGC, will annually evaluate the effectiveness of the Board and its committees. In addition, each Board committee will conduct an annual evaluation of its effectiveness. The purpose of these evaluations is to increase the effectiveness of the Board as a whole, each committee and each individual Board member. The NCGC will be responsible for establishing the evaluation criteria and implementing the process for such evaluations.

D. Orientation and Continuing Education

The Board will ensure that newly elected or appointed Board members are provided with a director orientation. This orientation will include meetings with key management personnel and visits to Company facilities to enable directors to become better acquainted with the way the Board functions, to meet with members of management, and to gain useful information regarding the Company's operations. The Board, in consultation with the CEO, will offer continuing education opportunities for Board members to become more knowledgeable about corporate governance matters. Each director will be encouraged to attend periodically continuing education programs, seminars or conferences addressing corporate governance matters and recommended by management and offered by a recognized board educational organization. The Company will assist any director by making arrangements for the director's attendance at appropriate programs, seminars or conferences and reimbursing the director for the costs and expenses of attendance.

VIII. Director Compensation; Equity Ownership

A. Director Compensation

The Company believes that the compensation paid to directors should, among other factors, take into consideration the Company's competitive position and performance relative to identified peer companies. The NCGC will periodically review the compensation paid to directors by the Company and make recommendations to the Board concerning such compensation. Employees of the Company serving as directors will not receive any additional compensation for serving on the Board.

In connection with director compensation, the Board is aware that questions may be raised when directors' fees and benefits exceed what are considered customary levels. Similarly, the Board is aware that the independence of directors could be questioned if substantial charitable contributions are made to organizations in which a director is affiliated or if the Company enters into consulting contracts with, or provides other indirect compensation to, a director. The Board will critically evaluate each of these matters when determining the form and amount of director compensation and the independence of a director.

B. Equity Ownership

The Board believes that directors should be shareholders of the Company and have a financial stake in the Company. The Board does not believe it is appropriate to specify the level of share ownership for directors but believes that over time, each director should develop a meaningful ownership position in the Company to strengthen the alignment between directors and long-term shareholder interests.