



GSI

Code of Ethics & Business Conduct

®



John A. Roush, Chief Executive Officer

At GSI Group Inc. we conduct our business with the highest ethical standards and are committed to honesty, integrity and fairness. Responsible business practices are ingrained in everything we do and inherent in our Company core values and standards of business conduct. This approach is critical to the success of the Company and our ability to build and sustain relationships with each other, customers, partners and shareholders while delivering results we are proud of.

Our mission is to provide our customers with precision enabling technology that differentiates them in the marketplace. In pursuit of this mission, our aim is to be an excellent corporate citizen in every locale in which we operate. Our sound corporate governance practices and employee training programs ensure the Company is able to operate effectively, consistently and ethically within the global community.

It's our responsibility to comply with all applicable laws and use good personal judgment when making decisions. We all must be mindful of our actions and the impact they have on our marketplace, environment and community. We have established review processes and tracking mechanisms to ensure actions contrary to our standards of business conduct and values are rapidly identified and responded to expeditiously. Behavior contrary to our values is not tolerated by the Company.

As we continue to evolve our capabilities and grow our organization, we must all demand the highest level of ethics and integrity from each other and our partners. By doing so, we will continue to ensure that the way we conduct business is as meaningful as the solutions we provide.

Sincerely,

A handwritten signature in blue ink, appearing to read "John A. Roush". The signature is fluid and cursive, with a long horizontal stroke at the end.

John A. Roush
Chief Executive Officer



Applicability

This Code of Conduct applies to all directors, officers and employees of GSI Group, worldwide, including all subsidiaries. We expect company management to fully embrace these values and principles and to impress their importance on the people they work with. But most of all, we expect that all employees will internalize these values and principles and apply them in your daily work. Every employee plays an important role in the ethical decision-making process and, therefore, plays an important role in the implementation of the Company's Code of Conduct. Adherence to the Code of Conduct is both good business practice and the right thing to do.

Ethical Conduct

It is the Policy of GSI Group to encourage, promote and require honest and ethical conduct by its directors, Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer, management and all other employees. Employees should endeavor to deal honestly, ethically and fairly with the Company's suppliers, customers, competitors and fellow employees. Your statements regarding the Company's activities, products and services should be true, and must not be misleading, deceptive or fraudulent. You must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged or confidential information, misrepresentation of material facts or any other unfair-dealing practice.

In addition, employees, officers and directors should seek to protect the Company's assets. Theft, carelessness and waste have a direct impact on the Company's financial performance. Employees, officers and directors must use the Company's assets and services solely for legitimate business purposes of the Company and not for any personal benefit or the personal benefit of anyone else.

*Our employees
internalize
these values
and principles
& live by them
every day*

When in doubt about an ethical issue, it helps to ask yourself the following questions:

- If this action were known, would it damage GSI Group's reputation or that of any individual, including myself?
- Would I be embarrassed if others knew I had taken this action?
- If the situation were reversed, how would I feel as the recipient of this action?
- Is there an alternative action that does not pose an ethical conflict?
- Should I talk with someone in authority at GSI Group before I take this action?

GSI Group's Relationships

You and GSI Group

As a GSI Group employee, you will be viewed as a reflection of the Company. This will be true during non-working hours as well as working hours. You are expected to be loyal and faithful to the Company's principles of honesty, integrity and fairness and the duties of your job, and to behave in an ethical manner that gives credibility to yourself and the Company.

Ethical decision-making requires an understanding of personal and GSI Group values and principles coupled with good personal judgment. You play the most important role in the ethical decision-making process and, therefore, in the implementation of the Company's ethical standards.

Relations with and between Employees

GSI Group pursues fair employment practices in every aspect of its business. GSI Group is firmly committed to equal opportunity without regard to age, gender, race, religion, color, sexual orientation, national origin, disability or other protected status. We respect the differences in backgrounds, experiences and perspectives that individuals bring with them. We are interested in employing people of integrity whom we believe will be superior performers.

We expect all employees to accept and respect each other as equals, with an attitude of cooperation, courtesy, and consideration. No individuals or groups are to be considered "second class."

GSI Group will not tolerate conduct by any employee that harasses, disrupts, or interferes with another's work performance or which creates an intimidating, offensive, abusive, or hostile work environment.

We support and respect the protection of international human rights within the sphere of our influence, and ensure that we are not complicit in human rights abuses. We comply with local child labor laws and requirements for workers.

GSI Group works to ensure that no forced, bonded or involuntary prison labor is used in the production of GSI Group products; and that the overall terms of employment

Your manager should be the first source of counsel on ethical matters. Alternatively, you may also report any ethical or compliance concern by telephone or electronic mail to the GSI Group Ethics Hotline or directly to any of the Company officials listed at the end of this document.

are voluntary. We respect the rights of workers to organize in accordance with local laws and established practice.

GSI Group is dedicated to maintaining a work environment that is safe and compliant with laws regulating workplace safety and health. You should always follow the established safety, environmental, and health rules, and you should feel that proper precautions for health and safety in all occupations are made by yourself and by the Company. Report immediately to the appropriate management any incident or injury sustained on the job, or any environmental, health or safety concerns you may have. Appropriate and timely action will be taken to correct unsafe conditions. For the sake



of safety, quality, and consideration of other employees, all workplaces throughout the Company will be free of alcohol and illegal drugs. No work shall be performed nor any machine operated by anyone under the influence of such substances. Similarly, violent acts or threats of violence will not be tolerated.

Your manager's principal job is to make it possible for you to do your job in an efficient and effective way, for you to perform in a manner that produces superior products and services that deliver customer satisfaction. If you find that circumstances beyond your control make it impossible for you to perform in this manner, talk to your manager at the earliest opportunity so he or she can take corrective action.

Relations with Customers

GSI Group is proud of the strong and reputable relationships we have built with our customers as we work with them to meet their changing needs. These relationships are critical to our success and building such successful ties has taken time. Our goal is to supply superior products, services, and follow-on support at appropriate prices. We will prosper only if we anticipate our customers' changing requirements and are prepared to respond to and meet those needs.

We will comply with the laws and regulations that govern the acquisition of goods and services by our customers. We will compete fairly and ethically for all business opportunities. If we are involved in proposals, bid preparations, or contract negotiations, all statements, communications and representations to prospective customers must be complete, accurate and truthful. Once awarded, all contracts must be performed in compliance with applicable contract specifications and requirements.

Quality and integrity of our products and services are also of prime concern. Our customers buy from GSI Group because we provide superior quality products and services. Superior means that our products and services perform better than others available in the marketplace and that we treat our customers fairly, with honesty and respect.

Quality is built into our products, starting with the concept and design, through manufacturing engineering, production, and testing. Quality means our services are performed in compliance with our high standards and customers are provided with complete and accurate information. Quality is the responsibility of each of us who handles the product or performs a service throughout the life cycle of the product or service. You should bring to management's attention any lapse in quality control or testing and inspection procedures.

Relations with Vendors

Vendors who provide quality components and services are an important part of GSI Group's ability to create superior products and services for our customers. We expect our vendors to be people of integrity who produce components of excellent quality, with timely deliveries, and at competitive prices. GSI Group will always employ the highest ethical business practices in source selection, negotiation, and administration of all purchasing activities. We will respect and safeguard the proprietary information and trade secrets of our vendors.

Relations with Competitors

Relations with competitors are always a delicate subject. The issue of antitrust law is always present and is discussed in further detail in this Code of Conduct. We are naturally interested in any information concerning our competitors that can be obtained through public sources or other sources that respect the personal privacy and proprietary interests of the competitors. We will observe accepted standards of fair conduct and legality when obtaining this information.

We will compete on the basis of the price and performance of our products, quality of our products and services, our customer support, our deep application knowledge, and our timeliness and responsiveness.

Relations with the Community

We hope to provide the communities where we live and work with capable people who will help with leadership tasks within the community. To the extent that these outside

*We compete
fairly and
ethically for
all business
opportunities*

tasks suit your interests and do not interfere with your job performance, we encourage you to undertake them.

For any outside task that involves a significant amount of time during normal working hours, prior approval must be obtained from your manager. Be certain that you understand the demands of any outside task and that you and your manager feel there will be no impairment of your ability to perform your GSI Group duties in a superior manner if you proceed with the task in or outside of normal working hours.

Conflicts of Interest

Employees must act in the best interest of the Company. We expect you to work loyally and faithfully for GSI Group during your assigned working hours and to avoid any conflict of interest at all times. A conflict of interest occurs when your personal interest interferes, or appears to interfere, with those of the Company. You must avoid relationships that would impair your ability to make objective decisions and avoid benefits or rewards related to GSI Group business that are not provided by or known to GSI Group. You must, for example, avoid any of the following:

- Significant financial interests or ownership interests in suppliers, service providers, customers or competitors;
- Any consulting or employment arrangements with customers, suppliers, vendors, service providers, or competitors;
- Any outside business activity that competes with GSI Group, or is materially impacted by the business activities of GSI Group, or which calls into question your ability to devote appropriate time and attention to your job responsibilities to GSI Group;
- Receiving gifts, entertainment, or gratuities (other than nominal value) from any company or persons;
- Any loans by GSI Group or any customer, supplier or competitor to, or guarantees of obligations of, any family member of any executive officer or director;
- Service on the board of directors of any for-profit company, unless such board service has been approved in advance by GSI Group's Chief Executive Officer;
- Being in the position of supervising, reviewing, or having any influence on the job evaluation, pay, or benefits of any close relative or person with whom you have a close personal relationship, within GSI Group;
- Being in the position of placing or influencing the placement of business of GSI Group with a firm in which you or your family has an ownership interest or a significant role in management;
- Appropriating business opportunities for your personal benefit.

Furthermore, anything that presents a conflict of interest for you would probably also present a conflict if it relates to a member of your family or someone with whom you have a close personal relationship.

*Employees act
in the best
interest of the
company*

The following elaborates on some of the items listed above:

Ownership Interests: Employees must not have, or permit any close relative to have, a financial interest in a supplier, service provider, customer or competitor of the Company, other than an investment representing less than one percent (1%) of the outstanding shares of a publicly-held company or less than five percent (5%) of the outstanding shares of a privately-held company or unless you obtain a waiver of the conflict of interest from the Chief Executive Officer of GSI Group or from the Board of Directors.

Family Members: Anything that presents a conflict for you would probably also present a conflict if it relates to a member of your family or someone with whom you have a close personal relationship.

Relationships with Government Employees: GSI Group will adhere to all laws, rules and regulations pertaining to government employee gratuities in all localities and countries where GSI Group operates. Acceptable practices in the commercial business environment may be entirely unacceptable, and may even violate certain laws and regulations, when we are dealing with government employees or those who act on a government's behalf. Therefore, you must be aware of, and adhere to, the relevant laws and regulations governing relations with government customers and suppliers.

You must not give gifts, payments or services to any government official, employee or designee without first consulting the GSI Group General Counsel or Chief Financial Officer. See "Gifts, Gratuities and Entertainment" below. Giving money or items of



value to a foreign official or candidate for political office for the purpose of influencing a foreign government is prohibited. See "Anti-Bribery/Anti-Corruption" below.

U.S. law also prohibits the giving of "kickbacks," that is, the offer or acceptance of anything of value to any U.S. or foreign government employee or an employee of

a higher-tier contractor to the U.S. or any foreign government for the purpose of obtaining favorable treatment in connection with a government contract.

You may not make prohibited payments, even if the failure to make such payments puts GSI Group at a competitive disadvantage or even if you are operating in a country where bribes or gifts to government officials are customary. If you are unsure whether an expected payment is legal and proper, always seek advice from the GSI Group General Counsel or Chief Financial Officer.

Private Consulting: Employees must not perform services as a consultant, employee, officer, director, advisor or in any other capacity, or permit any close relative to perform services as an officer or director, for a customer, supplier, vendor, service provider or competitor of GSI Group, other than at the request of the Company.

Gifts, Gratuities, and Entertainment: Employees, officers and directors must not accept, or permit any member of his or her immediate family to accept, any gifts, gratuities or other favors from any customer, supplier or other person doing or seeking to do business with the Company, other than items of nominal value. Any gifts that are not of nominal value should be returned immediately and reported to your supervisor. If immediate return is not practical, they should be given to the Company for charitable disposition or such other disposition as the Company believes appropriate in its sole discretion.

In addition, the use of Company funds or assets for gifts, gratuities or other favors to employees or government officials is prohibited, except to the extent such gifts are in compliance with applicable law, nominal in amount and not given in consideration or expectation of any action by the recipient. Bribes and kickbacks are criminal acts, strictly prohibited by law. You must not offer, give, solicit or receive any form of bribe or kickback anywhere in the world.

Common sense and moderation should prevail in business entertainment engaged in on behalf of the Company. Employees, officers and directors should provide, or accept, business entertainment to or from anyone doing business with the Company only if the entertainment is infrequent, modest and intended to serve legitimate business goals.

Corporate Opportunities: Each GSI Group employee and director owes a duty to the Company to advance its legitimate interests when the opportunity to do so arises. You must not take advantage of an opportunity that you learned of in the course of your employment with GSI Group to the detriment of the present or prospective business interests of GSI Group. You must not, for example, acquire property that GSI Group may be interested in acquiring, or compete with GSI Group to obtain prospective business. Simply put, the business opportunities that you learn of in the course of your employment with GSI Group belong, in the first instance, to GSI Group.

Disclosure of Conflicts of Interests: The Company requires that employees disclose any situations that reasonably would be expected to give rise to a conflict of interest. If you suspect that you have a conflict of interest, or something that others could reasonably perceive as a conflict of interest, you must report it to your manager or the GSI Group General Counsel or Chief Financial Officer. Your supervisor and the General Counsel or Chief Financial Officer will work with you to determine whether you have a conflict of interest and, if so, how best to address it.

Compliance with Laws & Regulations

We must conduct our business in accordance with all applicable laws and regulations. Each one of us is personally responsible for meeting this obligation. Managers must ensure that employees know what the law requires and understand the importance



of conforming their conduct to the law. Importantly, as you can understand from all of the rest of this Code of Conduct, compliance with the law does not comprise our entire ethical responsibility; but compliance with the law is a minimum, absolutely essential condition for performance of our duties.

The following are specific examples of legal compliance requirements. However, these examples are not exhaustive. Employees are expected to comply with all laws, regardless of whether they are listed or not. When in doubt, consult your manager or the GSI Group General Counsel or Chief Financial Officer. We expect you to use good judgment and common sense in seeking to comply with all applicable laws, rules and regulations and to ask for advice when you are uncertain.

The following are legal requirements that are particularly pertinent to GSI Group, due to the nature of its business:

Anti-Bribery/Anti-Corruption

The Foreign Corrupt Practices Act, the UK Anti-Bribery Act and many other related laws prohibit GSI Group from offering or paying any money or other thing of value, directly or indirectly, to any foreign government official, foreign political party or its officials, or candidate for public office, for the purpose of obtaining or maintaining business or influencing governmental action or decisions. Such prohibited payments include consulting, broker's, finder's or other fees paid to third parties where there is reason to believe that any part of such fees will be distributed to, or for the benefit of, foreign officials or political parties for those improper objectives.

These prohibitions do not bar reasonable and bona fide expenditures to provide meals or travel to foreign officials, as long as those expenditures are made for the purpose of introducing relevant government employees to GSI Group products, services or information, are legal within that country and comply with local GSI Group procedures. In addition, facilitating payments or tips of nominal value to low level foreign government employees may be acceptable under local GSI Group procedures where it is the custom or practice in that country to expedite the performance of routine ministerial duties. In no event shall they be offered where the purpose is to obtain favored treatment or special benefits to which GSI Group is not entitled. You must properly record the purpose of any of these expenditures and consult with the GSI Group General Counsel or Chief Financial Officer before making any such payment.

Import/Export Laws

As an international company, GSI Group must comply with the laws and regulations affecting import and export activities. Failure to comply with these regulations may have very serious consequences for the Company, including heavy administrative and/or criminal penalties, seizure of goods and denial of export privileges.

The sale or transfer of GSI Group products (including software), services and technical information are subject to export control laws and regulations and may require licensing or other approval. Such transfers could be subject to strict terms and conditions and may, in certain cases, be prohibited.

It is our policy not to do business (directly or indirectly), without prior government approval with countries or third parties that have been identified as embargoed, restricted, denied or barred from import or export activity. Our products must also not be sold, directly or indirectly, for use in support of prohibited activities such as proliferation of chemical and biological weapons, missile technology, nuclear weapons or other nuclear explosive devices.

In addition, the access to or the transfer (whether within our network of subsidiaries or to our dealers, other representatives or customers around the world) of certain technical data (for example, blueprints, manuals) or technical knowledge and skills, which are

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in which we
operate & do
business*

considered as “controlled technology” for export purposes, may be restricted or require license approval under the laws and regulations of the United States or those of other countries where we currently operate. Every GSI Group manager is responsible to ensure their employees are eligible for access to controlled technology.

U.S. law also prohibits U.S. companies (and their controlled foreign subsidiaries) from complying with international economic boycotts against nations friendly to the United States and from providing information concerning business relationships with boycotted countries. We must report any direct or indirect request to participate in an unsanctioned boycott or for prohibited boycott-related information to the U.S. Department of Commerce. If the terms of any transaction refer to such a boycott or if you are uncertain whether that may be the case, you should seek appropriate advice from the GSI Group General Counsel or Chief Financial Officer.

Import/export laws change frequently and can be quite complex. If you are involved in the international sale of GSI Group products, you must ensure that all transactions are properly authorized and fully and accurately documented. If you have questions regarding restrictions on international sales, license requirements, what might constitute an “export” or any other import/export-related issue, you should contact the GSI Group General Counsel or Chief Financial Officer.

US and Canadian Securities Laws

Accuracy of All Corporate Reporting: As a public company, we are subject to various securities laws, regulations and reporting obligations. Both U.S. and Canadian law and our policies require the disclosure of accurate and complete information regarding the Company’s business, financial condition and results of operations. Inaccurate, incomplete or untimely reporting will not be tolerated and can severely damage the Company and result in legal liability.

The Company’s Chief Financial Officer and other employees working in the Finance Department have a special responsibility to ensure that all of our financial disclosures are full, fair, accurate, timely and understandable. These employees must understand and strictly comply with generally accepted accounting principles and all standards, laws and regulations for accounting and financial reporting of transactions, estimates and forecasts.

Employees, officers and directors must honestly, accurately and completely report all business transactions. You are responsible for the completeness and accuracy of your records and reports. Accurate and complete information is essential to the Company’s ability to meet legal and regulatory obligations. Our records are the basis of our earnings statements, financial reports and other disclosures to the public and guide our business decision-making and planning.

Company Records: All Company books, records and accounts shall be maintained in accordance with all applicable regulations, standards and GSI Group accounting



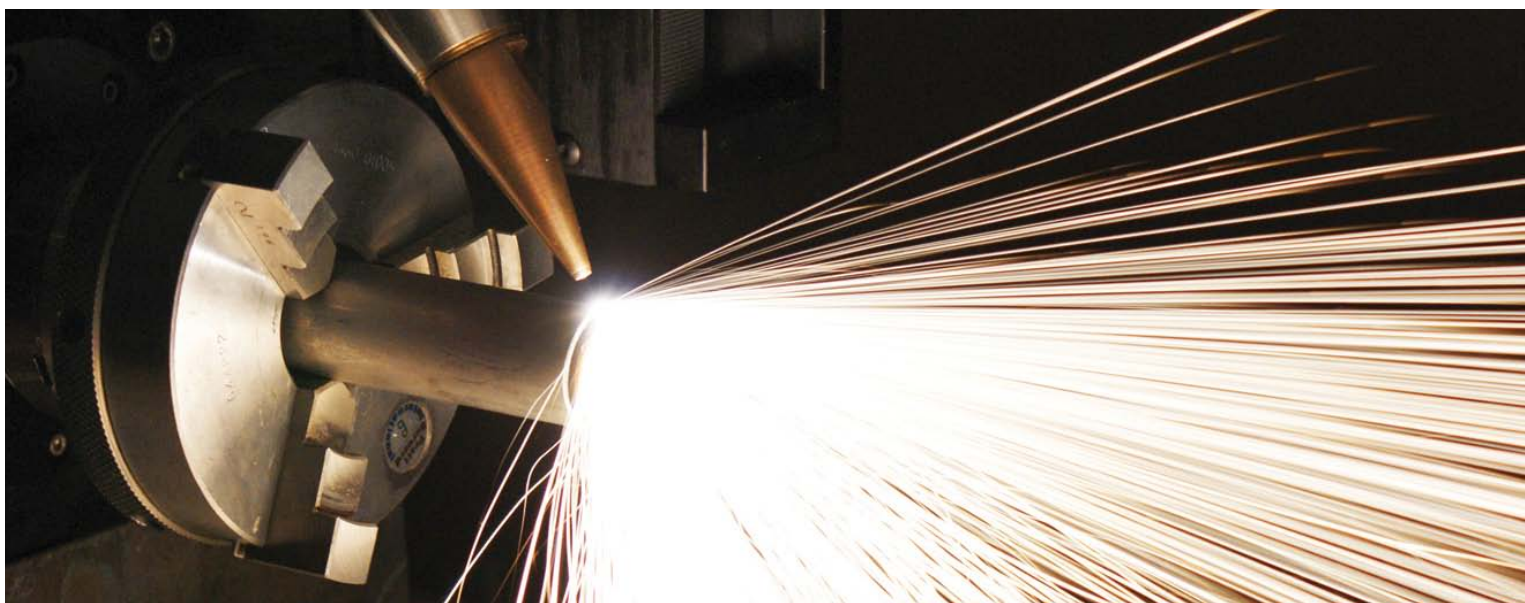
and financial policies, and must completely and accurately reflect the true nature of the transactions they record. This is mandatory, regardless of whether these records would disclose disappointing results or a failure to meet anticipated profit levels. Any attempt to mask actual operating results by inaccurately reflecting revenues, expenses, assets or liabilities cannot and will not be tolerated. The financial statements of the Company shall conform to generally accepted accounting principles and the Company's accounting policies. No undisclosed or unrecorded account or fund shall be established for any purpose. No false or misleading entries shall be made in the Company's books and records for any reason, and no disbursement of corporate funds or other corporate property shall be made without adequate supporting documentation. Ask your manager if you have any questions.

Many of you are asked to record the time spent each day on each job on which you worked. This record is vitally important. It is to be a true and honest record of the hours you spend on each job. In addition to being the records of your attendance and hours worked for the purpose of computing your pay, such time records are often the basis for billing our customers. Falsifying records is fraudulent, and can lead to civil or criminal liability. Business expenses should be documented with receipts, as required by Company regulations and only legitimate business expenses shall be included in your expense reports. You are responsible for the accuracy of your individual records and reports. If you have problems with your time recordkeeping system, please consult with your manager immediately.

Insider Trading: In the course of your employment with GSI Group you may become aware of material information about GSI Group or other companies (e.g. suppliers, customers or subcontractors) that is not known to the public. It is illegal to use any such material information in connection with the purchase or sale of any securities — in GSI Group or another company. U.S. law makes it unlawful for any person who has "material, non-public information" about a company to trade the stock or other securities of that company or to disclose such information to others who may trade.

In addition, GSI Group has adopted a specific, detailed corporate policy entitled **"INSIDER TRADING POLICY."** This policy provides more details regarding insider trading and related topics. Employees are required to comply with this policy which, in some cases, is more restrictive than the applicable law.

Investor Relations and Information: GSI Group has designated certain officers and employees to engage in discussions with the investment community and others regarding GSI Group financial performance. These employees are the only employees who may discuss GSI Group's financial performance or prospects with anyone in the public. All other employees must refrain from commenting or providing information in any public or private forum, whether they identify themselves by name or do so anonymously, even if they are defending the Company. The Securities and Exchange



Commission has enacted strict and complex regulations regarding disclosure of corporate information. Only those designated employees trained in compliance with these requirements may engage in any exchange regarding corporate information.

Antitrust and Unfair Competition

We will compete fairly and ethically for all business opportunities. We will obey accepted standards of legality and fair conduct. We will not engage in illegal activities such as price fixing, customer allocations, agreements to restrain output, illegal monopolies and cartels, boycotts or tie-ins. We will communicate honestly with our customers and will faithfully fulfill our legal and contractual obligations. Antitrust and fair competition laws are very technical and vary from country to country. If you have any questions or doubts about a course of action, contact your manager or legal resources.

Intellectual Property Law:

It is the policy of GSI Group to respect the intellectual property rights of third parties. We will not knowingly violate the copyrights, trademarks or patents of any party, nor will we unlawfully misappropriate any party's trade secrets. We will not, for example, make unauthorized copies of computer software, nor will we misappropriate materials that we may find on the Internet. GSI Group may, as a strategic business and legal decision, challenge the intellectual property rights of a third party through the proper legal channels. However, this is a significant step that may be taken only with the deliberate approval of executive management, upon consultation with the appropriate legal resources.

In addition, you must preserve and protect as confidential the proprietary and confidential information belonging to GSI Group. You must respect our obligations to protect the confidential information of customers, suppliers and others with whom we have contractual relations. Unauthorized disclosure of any confidential information is prohibited. Furthermore, people often have access to or retain the confidential or sensitive information of their former employers. We expect you to respect the trade secrets of your former employer and your legal obligations to that employer. GSI Group employees are prohibited from using the confidential or proprietary information of their former employer in the course of their work for GSI Group.

Protection of GSI Group's Assets

General

You are responsible for protecting GSI Group's assets, including its physical assets such as facilities, equipment and inventory, and intangible assets such as patents, copyrights and trade secrets. This requires that you safeguard any Company-owned equipment assigned to you or any supplier or customer-owned equipment entrusted to GSI Group. Use and maintain these assets with the utmost care and respect, guarding against waste, abuse, theft and carelessness.

Be cost-conscious and alert to opportunities for improving performance while reducing costs. GSI Group's assets may only be used for legitimate business purposes. Use of GSI Group property, facilities, equipment, and information for non-GSI Group purposes is permitted only with the approval of managers having authority to permit such usage. You are responsible for complying with requirements of software copyright licenses used in fulfilling job requirements and for ensuring that unauthorized copies of licensed computer software are not made.

Dealings with Independent Auditors

No employee, officer or director shall, either directly or indirectly, knowingly make any false or misleading statement or omit to state any material fact to any person in connection with any audit, review or examination of GSI Group's financial statements or the preparation or filing of any document or report with the SEC. In addition, no employee, officer or director shall, either directly or indirectly, take any action to

coerce, manipulate, mislead or fraudulently influence any independent/certified public accountant engaged in the performance of an audit or review of GSI Group's financial statements.

Employee Privacy

GSI Group respects your privacy. Personnel and medical records, salary, fringe benefits, and terms of employment are considered confidential and access to such information is restricted. Personal information is normally released to outside parties only with employee approval, except that GSI Group and authorized individuals may also release personal information to verify employment, to satisfy the legitimate requirements of a company or other entity which is acquiring some of GSI Group's business operations, or for appropriate investigatory, business or legal reasons.

Personal items, messages or information that you consider private should not be placed or kept anywhere in the GSI Group workplace, such as in telephone systems, computer systems, desks or offices. GSI Group management has the right to access your computer, email, voicemail and work areas and any other GSI Group facilities. Employees, however, should not access another employee's workspace, including electronic files, without prior approval from management.

Proprietary Information

GSI Group safeguards its proprietary and other confidential information and trade secrets, and you are responsible for protecting these assets. They are Company property not to be disclosed or given away to people outside the Company even after leaving GSI Group employment.

"Proprietary and other confidential information" includes such things as: GSI Group's technical or scientific information relating to current and future products, services or research; business or marketing plans or projections; earnings and other financial data; information about customers or vendors; and customer or vendor-supplied information.

To avoid inadvertent disclosure, you should never discuss with any unauthorized person information that GSI Group considers confidential or which GSI Group has not made public. Furthermore, you should not discuss such information even with authorized GSI Group employees if you are in the presence of others who are not authorized. You should also not discuss such information with family members or with friends, as they might innocently or unintentionally pass the information on to someone else.

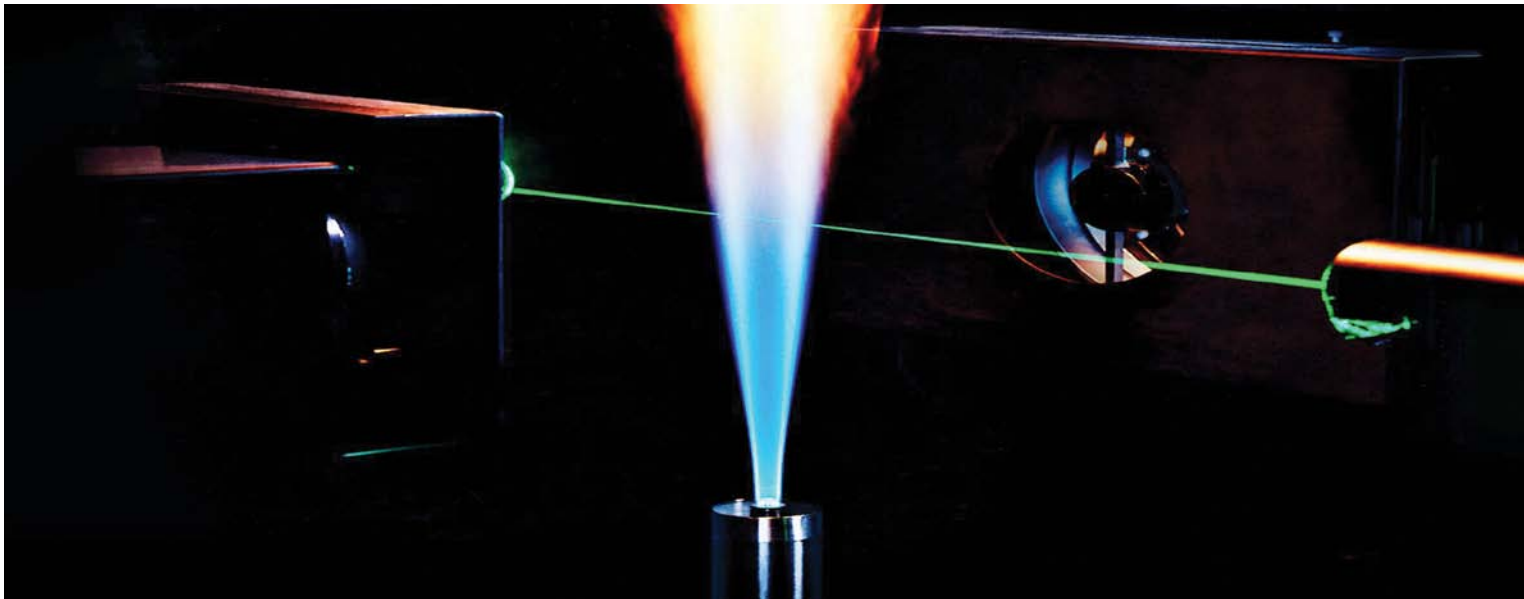
Proprietary information received from customers and suppliers must also be protected. If you have come to GSI Group from another company, we would expect you to have this same consideration for the trade secrets of your former employer. GSI Group respects your former employer and its trade secret rights. We expect you to disclose nothing that borders on a proprietary product or process for the same reasons that we expect you to help keep GSI Group's rights exclusive. If there are any restraints on your activity as a result of prior employment, these should be disclosed in writing to your manager prior to the beginning of your employment with GSI Group.

GSI Group respects its employees privacy and safeguards the company's proprietary and confidential information

Never provide confidential information about GSI Group to any outside party or accept such information from anyone unless GSI Group has a binding confidentiality agreement with that party. When you have knowledge of confidential information belonging to GSI Group or another company, you must keep it confidential. It should not be disclosed even to GSI Group personnel, unless authorized under the agreement and unless disclosure is necessary for the purposes of the agreement.

GSI Group's Intellectual Property Rights

One of the things employees are paid for is to be thoughtful about their jobs; to wonder and to think about how to provide products with better quality, longer life, or lower costs. Some employees are specifically assigned to develop new products or new methods. Occasionally, some new products, methods, or ideas for improvement will be patentable.



When you joined GSI Group, you were required to sign an agreement under which you, as an employee of GSI Group, assumed specific obligations relating to intellectual property as well as the treatment of confidential information. Among other things in the agreement, you assign to GSI Group all of your right, title, and interest in intellectual property you develop when you are employed in certain capacities. The intellectual property you assigned to GSI Group includes such things as ideas, inventions, computer programs and documents which relate to GSI Group's business, research or development or that are suggested by, or result from, work that you perform for, or on behalf of, GSI Group. That intellectual property must be reported to GSI Group, and the property must be protected like any other proprietary information of GSI Group. All patent applications relating to that intellectual property should be filed by or with the approval of the GSI Group General Counsel or Chief Financial Officer. If, however, you believe that your idea, invention or computer program neither falls within the area of GSI Group's actual or anticipated business interests, nor resulted from nor was suggested by, any of your work assignments at GSI Group, you should discuss it with the GSI Group General Counsel or Chief Financial Officer.

Ways to Submit a Complaint

- Report to your manager or supervisor
- Contact your local Human Resource or Finance Leader
- Contact directly one of the resources referred to in this document or the individuals and departments listed at the back of this document
- Contact the Ethics Hotline:

North America (English Speaking):	(+1) 800-398-1496
North America (Spanish Speaking):	(+1) 800-216-1288
Email:	reports@lighthouse-services.com
Foreign Locations:	(+1) 262-821-8236
Fax:	(+1) 215-539-3885
Mailing Address:	723 Locust Street, Lower Gwynedd, PA, 19002 USA

Methods of Reporting and Enforcement

If you become aware of any deviation from the principles expressed in this Code of Conduct, you should inform your manager, a Finance or Human Resources Department representative, or the Chief Financial Officer. Any manager or Finance/HR representative who receives a report of a violation of this Code of Conduct must immediately inform the Chief Financial Officer. If, for whatever reason, you are not confident using the established channels to express your concerns, access the Ethics Hotline, a 24x7 confidential messaging system with direct access to the Audit Committee of the Board of Directors.

While it is the Company's desire to address matters internally, nothing in this Code of Conduct should discourage you from reporting any illegal activity, including any violation of the securities laws, antitrust laws, environmental laws, or any other federal, state or foreign law, rule or regulation, to the appropriate regulatory authority.

You may make any report under this Code of Conduct anonymously, but it may be easier for management and the Board of Directors to investigate a matter if you identify yourself. And, of course, we will not be able to follow up with you if you do not identify yourself. Unless otherwise determined by the Board of Directors, the Chief Financial Officer will be responsible for managing the investigation of any report of a violation of this Code of Conduct.

The Company prohibits retaliation against an employee who seeks help or reports, in good faith, information that he or she believes violates the law, regulations or the

Code of Conduct. Any reprisal or retaliation against an employee because the employee, in good faith, sought help or filed a report will be subject to disciplinary action, including potential termination of employment.

Accountability for Adherence to the Code of Conduct

This Code shall be distributed upon adoption and annually thereafter, to each employee, officer and director of the Company. The Company shall distribute it to each new employee, officer and director of the Company upon commencement of his or her employment or other relationship with the Company.

Compliance with this Code of Conduct is a condition of employment with GSI Group. No exceptions to or waivers of the tenants of this Code of Conduct may be granted,



except by the Board of Directors of GSI Group Inc. (with respect to directors, officers and senior financial executives) or by the Chief Executive Officer (with respect to all other employees) and reported to the Company's Audit Committee. Directors, officers and/or employees who violate this Code shall be subject to discipline, up to and including termination.

We are all accountable for our business conduct and risk losing our jobs if we fail, even in the first instance, to obey the laws that apply to our business and live up to the Code of Conduct expressed in this document. The fact that our competition may behave differently is not an excuse for failing to meet the level of business conduct required of GSI Group employees. We do not compromise these responsibilities in order to meet financial plans or maximize profits.

For More Information

For additional guidance, the following GSI Group resources are also available to you.

Chief Executive Officer:	(+1) 781-266-5751
Chief Financial Officer:	(+1) 781-266-5735
Human Resources:	(+1) 781-266-5629
Legal:	(+1) 781-266-5855
Controller & Chief Accounting Officer:	(+1) 781-266-5974
Internal Audit:	(+1) 781-266-5950

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