

REVOLUTION LIGHTING TECHNOLOGIES, INC.

Amended and Restated Audit Committee Charter

This Amended and Restated Audit Committee Charter was adopted by the Board of Directors (the “Board”) of Revolution Lighting Technologies, Inc. (the “Company”) on December 19, 2012.

This Charter is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company’s Certificate of Incorporation and Bylaws, it is not intended to establish by its own force any legally binding obligations.

I. PURPOSES

The Audit Committee (the “Committee”) shall assist the Board in fulfilling its responsibility to oversee management regarding: (i) the conduct of, and the integrity of, the Company’s financial reporting to any governmental or regulatory body, shareholders, other users of Company financial reports and the public; (ii) the Company’s systems of internal control over financial reporting and disclosure controls and procedures; (iii) the Company’s legal and regulatory compliance; (iv) the application of the Company-s related-person transaction policy as established by the Board; and (v) the application of the Company’s codes of business conduct and ethics as established by management and the Board. In addition, the Committee shall oversee the qualifications, engagement, compensation, independence and performance of the registered public accounting firm that shall audit the annual financial statements of the Company (the “independent auditor”) and any other registered public accounting firm engaged to prepare or issue an audit report or to perform other audit, review or attest services for the Company. All references in this charter to the Company are intended to refer also to any subsidiary of the Company and any “variable interest entity” whose results of operations are consolidated with those of the Company, except where the context otherwise requires.

In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company, and, subject to the direction of the Board, the Committee is authorized and delegated the authority to act on behalf of the Board with respect to any matter necessary or appropriate to the accomplishment of its purposes. In addition to retaining on behalf of the Company the Company’s independent auditor and any other accounting firm the retention of which to prepare or issue any other audit report or to perform any other audit, review, or attest services the Committee determines is necessary or appropriate in connection with the conduct of the Company’s business and affairs, the Committee is empowered to retain legal counsel and accounting and other advisors and consultants to assist it in carrying out its activities. The Committee shall have the sole authority to direct and oversee the activities of, and to terminate the engagement of, the Company’s independent auditor and any other accounting firm retained by the Committee to prepare or issue any other audit report or to perform any other audit, review or attest services and any legal counsel, accounting or other advisor or consultant hired to assist the Committee, all of whom shall be accountable to the Committee. The Company

shall provide adequate resources to support the Committee's activities, including compensation of the Company's independent auditor and any other auditor and any legal counsel, accounting or other advisor or consultant retained by the Committee.

II. COMMITTEE MEMBERSHIP

The Committee shall consist of three or more members of the Board. Each member of the Committee shall meet the independence and experience requirements of the applicable listing standards of The NASDAQ Stock Market and the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All members of the Committee shall meet the financial literacy requirements of The NASDAQ Stock Market and at least one member shall be an "audit committee financial expert" as such term is defined under applicable rules promulgated by the Securities and Exchange Commission (the "SEC").

A director selected as a Committee member shall continue to be a member for as long as he or she remains a director or until his or her earlier resignation from the Committee. Any member may be removed from the Committee by the Board, with or without cause, at any time. The Chair of the Committee shall be appointed from among the Committee members by, and serve at the pleasure of, the Board, shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee's information needs, except as otherwise provided by action of the Committee. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

III. COMMITTEE MEETINGS

The Committee shall meet as often as it determines necessary, but not less frequently than quarterly. In addition to meeting with senior financial management, at least quarterly, the Committee shall meet separately with the independent auditor (without any member of management present), and shall have such other direct and independent interaction with senior financial management and the independent auditor from time to time as the members of the Committee deem appropriate. The Committee shall otherwise establish its own schedule of meetings. The Committee may also act by unanimous written consent of its members.

Notice of meetings shall be given to all Committee members, or may be waived, in the same manner as required for meetings of the Board. Meetings of the Committee may be held by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A majority of the members of the Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. The Committee shall otherwise establish its own rules of procedure.

IV. RESPONSIBILITIES

The Committee's role is one of oversight. The Company's management is responsible for preparing the Company's financial statements and the independent auditor is responsible for auditing the annual financial statements. Consequently, in carrying out its oversight

responsibilities, the Committee is not providing any expert or special assurance as to the Company's financial statements or any certification as to the work of any auditor.

The following duties, responsibilities and functions are set forth as a guide to fulfilling the Committee's purposes, with the understanding that the Committee may undertake other and different activities, and that the Committee's activities may diverge from those described below, as appropriate under the circumstances.

In such manner as the Committee determines is appropriate to fulfill its purposes, the Committee shall:

A. Oversee the Engagement of the Independent Auditor:

1. appoint, evaluate, compensate, oversee the work of, and if appropriate terminate the appointment of, the independent auditor, who shall report directly to the Committee;
2. pre-approve all auditing services, internal control-related services and permitted non-audit services (including the range of fees and terms thereof) to be performed for the Company by the independent auditor, subject to the *de minimis* exception for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act that are approved by the Committee prior to the completion of the audit and, in connection with approval of any permissible tax services and services related to internal control over financial reporting, discuss with the independent auditor the potential effects of such services on the independence of the auditor;
3. discuss with management and the independent auditor, in connection with the annual engagement of the independent auditor, the responsibility of the auditor under generally accepted auditing standards with respect to the Company's financial statements; and review and approve the terms of the engagement of the independent auditor and the scope and expected timing of the annual audit;
4. (i) on an annual basis, review a formal written statement from the independent auditor delineating all relationships between the independent auditor and the Company, consistent with Public Company Accounting Oversight Board ("PCAOB") Rule 3526, "Communications with Audit Committees Concerning Independence," and discuss with the independent auditor any relationships or services that may impact the objectivity and independence of the independent auditor and take appropriate action in response to the independent auditor's statement of its relationships with the Company to satisfy itself of the independent auditor's independence; (ii) consider whether, in addition to assuring the regular rotation of the lead audit partner as required by law, in the interest of assuring continuing independence of an independent auditor, the Company should regularly rotate the firm appointed as the Company's independent auditor; and (iii)

set clear hiring policies for employees or former employees of the independent auditor;

5. at least annually, review a report by the independent auditor describing: (i) the firm's internal quality-control procedures and (ii) any material issues raised by the most recent internal quality-control review or peer review of the firm, or by any review, inquiry or investigation by governmental or professional authorities (including the PCAOB), within the preceding five years, regarding one or more independent audits carried out by the firm, and any steps taken to deal with any such issues;

B. Oversee Attest Engagements of Other Registered Public Accounting Firms

6. appoint, evaluate, compensate, oversee the work of, and if appropriate terminate the appointment of any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services (including the resolution of any disagreements between management and the auditor regarding financial reporting), each of which firms shall report to the Committee, and, if such firm is required to be independent of the Company in accordance with SEC rules, review a formal written statement from the independent auditor delineating all relationships between such firm and the Company and discuss with such firm any relationships or services that may impact the objectivity and independence of the firm, and take appropriate action to satisfy itself of such firm's independence, and approve any audit-related and permitted non-audit services (including the fees and material terms thereof) to be provided by any registered public accounting firm so engaged;

C. Oversee Internal Controls and Risk Management

7. review and advise the chief executive officer and the Board with respect to the appointment, dismissal and replacement of the chief financial officer and chief accounting officer and consult with the chief executive officer and the Compensation Committee about the performance evaluation and compensation of each;
8. establish and oversee the effectiveness of procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting, financial reporting or auditing matters;
9. oversee management's design and maintenance of the Company's internal control over financial reporting and disclosure controls and procedures, including reviewing and discussing with management and the independent auditor (i) management's certification in the Company's periodic SEC

reports concerning the Company's disclosure controls and procedures and any reports by management or the independent auditor of a material weakness or significant deficiency in internal control over financial reporting, (ii) the actions taken to remedy any such material weakness or significant deficiency and any changes in circumstances that have, or are reasonably likely to have, a material effect on internal control over financial reporting, (iii) management's annual assessment of the adequacy of the Company's internal control over financial reporting, (iv) if and when applicable, the independent auditor's annual attestation report regarding the Company's internal control over financial reporting prior to the filing of the Company's Annual Report on Form 10-K, and (v) any identified act of fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting or disclosure controls and procedures;

10. (i) review and discuss with management and the independent auditor the Company's financial risk exposures and assess the policies and processes management has implemented to monitor and control such exposures, (ii) assist the Board in fulfilling its oversight responsibilities regarding the Company's policies and processes with respect to risk assessment and risk management, including any significant non-financial risk exposures, and (iii) review the Company's annual disclosures concerning the role of the Board in the risk oversight of the Company, such as how the Board administers its oversight function;

D. Oversee Financial Reporting and Auditing

11. review and discuss with management and the independent auditor: (i) the critical accounting policies and practices used by the Company, the accounting treatment to be applied in respect of significant new transactions or other significant events not in the ordinary course of the Company's business and any significant changes in management's selection or application of accounting principles; (ii) alternative accounting treatments within generally accepted accounting principles ("GAAP") for material items that have been discussed by the independent auditor with management, including the ramifications of the use of such treatments and the treatment preferred by the independent auditor, and other material written communications between the independent auditor and management such as a schedule of unadjusted differences; (iii) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences; and (iv) the effect of regulatory and accounting initiatives on the Company's financial statements;
12. review and, as pertinent, discuss with management and the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 114 relating to the conduct of the audit, including: (i) any

significant difficulties encountered in the course of audit work, including any restrictions on the scope of audit activities or on access to requested information; (ii) any special audit steps adopted by the independent auditor in light of any material weakness in the Company's internal control over financial reporting; (iii) any material changes required in the scope of the audit plan; (iv) any significant disagreements with management and (v) periodically, the status of the Company's response to previous audit recommendations;

13. oversee the Company's financial reports, including: (i) resolve any disagreements regarding financial reporting between management and the independent auditor; (ii) review any significant findings by the independent auditor relating to the preparation of the Company's financial statements; (iii) review and discuss with management and the independent auditor, prior to public release, the Company's annual and quarterly financial statements to be filed with the SEC including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations"; (iv) prior to release of the annual audited financial statements, meet with the independent auditor without any management member present to discuss the independent auditor's views about the qualitative aspects of the Company's significant accounting practices; (v) recommend to the Board whether to include the audited annual financial statements in the Company's Annual Report on Form 10-K to be filed with the SEC; and (vi) prior to submission to any governmental authority of (a) any financial statement of the Company that differs from the financial statements filed or to be filed by the Company with the SEC or (b) any financial statement of a subsidiary of the Company that in the Committee's judgment is material to the Company and that presents information regarding such subsidiary in a way that is materially different from the presentation of such information in the financial statements of the Company filed or to be filed with the SEC, review such financial statements and any report, certification or opinion thereon provided by an independent auditor;
14. review and discuss with management and the independent auditor any material off-balance sheet financing and any other material financial arrangement that does not appear in the financial statements of the Company;
15. discuss with management the Company's earnings press releases and review financial information and earnings guidance provided to analysts and to rating agencies, including any such dissemination of financial information not involving the presentation of financial measures in accordance with GAAP;

E. Oversee Legal and Ethical Compliance

16. obtain reports from management that the Company and its subsidiaries are in conformity with applicable legal requirements and the Company's code(s) of business conduct and ethics and advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations, and with the Company's code(s) of business conduct and ethics;
17. review periodically with a member of management: (i) legal and regulatory matters that may have a material impact on the Company's financial statements, including any material reserves for legal contingencies and any related financial statement disclosure, and (ii) the scope and effectiveness of the Company's legal and regulatory compliance policies and programs;
18. in accordance with, and to the extent provided by, the pertinent policies that shall be adopted by the Board upon recommendation of the Committee, review (on an ongoing basis, as appropriate) and approve or ratify on behalf of the Company, if appropriate, any proposed, on-going or completed transaction involving the Company and (i) any director or executive officer of the Company, (ii) any owner of 5% or more of any class or series of shares of the Company or (iii) such other person serving as an officer or member of the senior management of the Company or as a member of the board of directors or similar governing body of any subsidiary of the Company as may be designated in accordance with such policy or (iv) any member of the family of, or any company or other entity affiliated with, any such person, in each case considering any audit procedures or safeguards of the Company's interests appropriate to be instituted in connection with such transaction;
19. review at least annually with management, including a member of the Legal Department and the head of the internal audit function, compliance with, the adequacy of and any requests for waivers under, the Company's code(s) of business conduct and ethics (including codes that apply to all employees as well as those applicable to directors and officers) and the Company's policies and procedures concerning trading in Company securities, and make a recommendation to the full Board with regard to any approval or waiver under such code sought with respect to any executive officer or director;

F. Report and Self-Evaluate

20. oversee the preparation of and approve all reports required or appropriate in the conduct of the Committee's responsibilities, including the annual report of the Committee to be included in the Company's annual meeting

proxy statement and/or the Company's Annual Report on Form 10-K as required by SEC rules;

21. review the adequacy of this Charter annually and recommend to the Board such amendments as the Committee deems appropriate; and
22. report regularly to the Board on Committee findings and recommendations, including on any significant issues that arise with respect to the quality or integrity of the Company's financial statements, the performance and independence of the independent auditor and the performance of the internal audit function, the Company's compliance with legal or regulatory requirements, compliance with the Company's code of business conduct and ethics, approvals and ratifications of related person transactions, and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.