

# REVOLUTION LIGHTING TECHNOLOGIES, INC.

## Compensation Committee Charter

This Compensation 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 Compensation Committee (the “Committee”) shall assist the Board in overseeing the Company’s compensation policies and practices, including: (i) determining the compensation of the Company’s Chief Executive Officer (“CEO”) and the Company’s other executive officers (collectively, including the CEO, the “Executive Officers”); (ii) reviewing and recommending to the Board for approval any changes in the compensation of directors; and (iii) reviewing and approving compensation policies, plans and programs of the Company and exercising discretion in the administration of such programs; provided, that certain agreements, plans, and incentive awards may be reviewed and recommended to the Board or a subcommittee of the Committee for approval.

In discharging its role, the Committee is empowered to inquire into any matter that 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. The Committee has the power to retain outside counsel, compensation consultants or other advisors to assist it in carrying out its activities. The Committee shall have the sole authority to retain, compensate, direct, oversee and terminate counsel, compensation consultants, and other advisors hired to assist the Committee, who shall be accountable ultimately to the Committee. The Company shall provide adequate resources to support the Committee’s activities, including compensation of the Committee’s counsel, consultants and other advisors.

### II. COMMITTEE MEMBERSHIP

The Committee shall consist of three or more members of the Board.

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 or removal 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 necessary to carry out its responsibilities.

The Committee shall 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 and speak with 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.

The Committee shall meet at least annually with the CEO and any other executives the Committee deems appropriate to discuss and review the performance criteria and compensation elements applicable to the executive team.

### **IV. KEY RESPONSIBILITIES AND DELEGATION**

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes, with the understanding that the Committee's activities may diverge from those described below as appropriate under the circumstances. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes or assigned by the Board from time to time.

The Committee may form and delegate certain responsibilities to a subcommittee comprised solely of "non-employee directors" under Rule 16b-3 of the Exchange Act and/or "outside directors" as defined under Section 162(m) of the Internal Revenue Code (a "Subcommittee"); provided that such delegation is not inconsistent with law or the applicable listing requirements of The NASDAQ Stock Market.

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

1. establish and review the objectives of the Company's management compensation programs and its basic compensation policies;
2. at least annually, review and determine the annual base salaries and annual incentive opportunities of the Executive Officers; provided that the CEO shall not be present during any Committee deliberations or voting with respect to his or her compensation; and provided, further, that in evaluating and determining compensation for the Executive Officers, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say on

Pay Vote”) required by Section 14A of the Securities Exchange Act of 1934, as amended (the “Exchange Act”);

3. periodically and as and when appropriate, review and recommend to the Board for approval: (A) all equity-based incentive plans, awards and opportunities and any material modifications thereto; (B) any employment or severance agreements; and (C) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits;
4. administer the Company’s compensation plans for directors, employees and consultants as provided by the terms of such plans or, if appropriate, designate such administration to management or a Subcommittee;
5. review at least annually from a risk management perspective the Company’s compensation policies and practices for executives and employees generally, including the incentives established for risk-taking, the manner in which any risks arising out of the Company’s compensation policies and practices are monitored and mitigated and any adjustments necessary to address changes in the Company’s risk profile;
6. with respect to any compensation consultant who has been engaged by the Committee to provide advice on the amount or form of executive or director compensation, review and approve any engagement of such consultant to provide any other services to the Company and review at least annually the nature of any services provided to the Company by any other compensation consultant who provided advice or recommendations on the amount or form of executive or director compensation to the Committee or to management as well as all remuneration provided to such consultant; provided, that prior to engaging or obtaining advice from compensation consultants, the Committee shall evaluate whether any such compensation consultant has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K;
7. at such time as the Company is not a “smaller reporting company” as defined in Rule 12b-2 of the Exchange Act, review and discuss with management the Compensation Discussion and Analysis (“CD&A”) disclosure required by regulations of the Securities and Exchange Commission (“SEC”) to be included in the Company’s proxy statement and annual report and, based on such review and discussion, determine whether to recommend to the Board, as part of a report of the Committee to the Board, that such disclosure be included in the Company’s proxy statement and annual report (or information statement in lieu thereof);
8. at such time as the Company is not a “smaller reporting company” as defined in Rule 12b-2 of the Exchange Act, produce the annual Compensation Committee Report for inclusion in the Company’s proxy statement in compliance with the rules and regulations promulgated by the SEC;

9. monitor the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers, and with all other applicable laws affecting employee compensation and benefits;
10. review and make a recommendation to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement;
11. review the form and amount of director compensation at least annually, and make recommendations thereon to the Board;
12. periodically, discuss with management the deductibility of the Company's compensation pursuant to Section 162(m) of the Internal Revenue Code; and
13. report regularly to the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.