

Revolution Lighting Technologies, Inc.
Insider Trading Policy
June 15, 2016

The Board of Directors of Revolution Lighting Technologies, Inc. (the “Company”) has adopted the following Policy which applies to all directors, executives, employees, consultants, advisers and independent contractors of the Company with respect to trading in the Company’s securities, as well as the securities of companies with whom we may be doing business. For purposes of this Policy, the “Company” includes Revolution Lighting Technologies, Inc. and all of its subsidiaries and affiliated companies. It is your obligation to understand and comply with this Policy.

United States federal and state securities laws prohibit the purchase or sale of securities by directors, officers, employees and others who are aware of material non-public information about a company, as well as the disclosure by such persons of material non-public information to others who may trade in that company’s securities. In addition, the Company and its officers, directors and other managers may be subject to liability under the federal securities laws if such persons knew or recklessly disregarded the fact that a person, directly or indirectly, under the Company’s or such persons’ control was likely to engage in insider trading and failed to take appropriate steps to prevent such an act before it occurred. The penalties for such inaction can be significant. The adoption of this Policy by the Board of Directors of the Company states the intent and practice of the Company to establish an environment where insider trading is simply not allowed and is regarded as inconsistent with the Company’s focus on integrity and ethical conduct.

Should you have any questions regarding this Policy, please contact James DePalma, our Chief Financial Officer.

1. Persons Subject to this Policy. Because you are a director, officer, employee, consultant, adviser or independent contractor of the Company, this Policy applies to:

- you,
- your family members who reside with you,
- anyone else who lives in your household,
- any family members who do not live in your household but whose transactions in Company securities are directed by you or are subject to your influence or control (such as parents or children who consult with you before they trade in Company securities), and
- any entity controlled by you or by any of your related persons listed above.

You are responsible for the transactions of these other persons and entities and therefore you should make them aware of the need to confer with you before they purchase or sell or otherwise transfer the Company’s securities. As used below, “you” means anyone subject to this Policy.

Because of the opportunity to profit from information obtained while serving as a director, officer, employee, consultant, adviser or independent contractor of the Company, this Policy continues to apply to any director, officer, employee, consultant, adviser or independent contractor of the Company and their related persons described above after the director, officer, employee, consultant, adviser or independent contractor terminates his or her employment or

affiliation with the Company. If such persons are in possession of material non-public information when their employment or affiliation with the Company terminates, they may not purchase or sell or otherwise transfer Company securities prior to the time that such information has become public or is no longer material.

2. Prohibition Against Trading on or Disclosing Material Non-public Information. If you are aware of material non-public information relating to the Company or you are aware that the Company is in possession of material non-public information (often called “inside information”), you are prohibited from purchasing or selling or otherwise transferring our securities, directly or indirectly, and from disclosing such information to any other persons (including relatives, friends, brokers, investment advisers, etc.). You are subject to liability if you trade at the time you possess material non-public information, without regard to whether your decision to trade was based on that information. As used in this Policy, the term “securities” includes, in addition to securities issued by the Company, any put, call, straddle, option, derivative security or group or index of securities including the security in question, in each case whether or not publicly traded.

a. Material Information. Any information, positive or negative, is “material” if a reasonable investor is likely to consider it important in determining whether to purchase, sell or hold our securities. Information is considered to be material if it would be expected to significantly alter the market price of our securities. Information may be material for this purpose even if it would not alone determine the investor’s decision. Examples include:

- a potential business acquisition or disposition,
- financial projections, forecasts or budgets,
- internal information about revenues, earnings or other aspects of financial performance which departs in any way from what the market would expect based upon prior disclosures,
- important business developments,
- the acquisition or loss of, or change in the terms of any contract with, a major customer,
- changes in senior management,
- major events regarding the Company’s securities, such as a dividend or stock split,
- actual or threatened major litigation, or the resolution of such litigation, or
- an important transaction.

We emphasize that this list is merely illustrative. In addition to historical information, information which is forward-looking or contingent may be material. When in doubt, information should be presumed to be “material.”

b. Non-Public Information. Information may be considered “non-public” if it has not been disseminated in the Company’s SEC filings or has not been the subject of a prior widely-disseminated Company press release. Unless the Company publicly confirms information reported in wire service dispatches and other news media, market letters or other third-party sources, such information may still be considered non-public.

You should be aware that it is the Company's policy not to comment on such information.

Once all material information is publicly disseminated, trading can occur after 11:59 p.m. EST on the trading day immediately following the day on which such information was first publicly disclosed (the "Disclosure Date") if such information was publicly disclosed at or prior to 10:00 a.m. EST on the Disclosure Date, or in the alternate, if such information was publicly disclosed after 10:00 a.m. EST on the Disclosure Date, after 11:59 p.m. EST on the second trading day following the Disclosure Date. Therefore, if an announcement is made before the commencement of trading on a Monday, you may trade in the Company's stock starting on the Wednesday of that week, because two full trading days would have elapsed by then (all of Monday and Tuesday). If the announcement is made on Monday after 10:00 a.m. EST, covered persons may not trade in the Company's stock until Thursday. Release of some material information does not allow insiders to trade if other material information remains undisclosed.

Please consult our Chief Executive Officer or our Chief Financial Officer if you are uncertain when trading may commence following an announcement.

3. Compliance with Restrictions. The above prohibition against trading on or disclosing inside information generally reflects the requirements of law as well as the Company's Policy. It is impossible to overstate the importance of understanding and complying with the insider trading laws. You need not be an officer or senior executive of the Company to be subject to the insider trading laws. Any employee is subject to prosecution for a violation. As more fully discussed below, a breach of this Policy probably will constitute a serious legal violation as well.

4. Confidentiality Generally. Serious problems could be caused for the Company by unauthorized disclosure of internal information about the Company (or confidential information about our customers or vendors or other companies with whom we may be doing business), whether or not for the purpose of facilitating improper trading in our stock. You should not discuss internal Company matters or developments with anyone outside of the Company or with co-workers who are not involved in such matters, except as required in the performance of your regular duties on behalf of the Company.

This prohibition on disclosing confidential information applies specifically (but not exclusively) to inquiries about the Company which may be made by the financial press, investment analysts or others in the financial community. It is important that all such communications on behalf of the Company be made only pursuant to the Company's disclosure policy. The Company is required under Regulation FD of the U.S. federal securities laws to avoid the selective disclosure of material non-public information. The Company has established procedures for releasing information in a manner that is designed to achieve broad public dissemination of the information. Unless you are expressly authorized to the contrary, if you receive any inquires of this nature, you should decline comment and refer the inquiry to our Chief Executive Officer or our Chief Financial Officer.

5. Information About Other Companies. In the course of your employment or affiliation with the Company, you may become aware of material non-public information about other companies -- for example, other companies with which our Company has business dealings. You are prohibited from purchasing or selling or otherwise transferring the securities of any other company at a time when you are in possession of material non-public information about such company.

6. Tipping. Improper disclosure of material non-public information to another person who trades in the stock (so-called “tipping”) is also a serious legal offense by the tipper and a violation of the terms of this Policy. If you disclose material non-public information about our Company, or material non-public information about any other company which you acquire in connection with your employment or affiliation with our Company, or if you advise anyone to purchase or sell securities based upon such information, you may be fully responsible legally for the trading of the person receiving the information from you (your “tippee”) and even persons who receive the information directly or indirectly from your tippee, whether or not you are aware of any trading by such persons. Accordingly, in addition to your general obligations to maintain the confidentiality of information obtained through your employment or affiliation with the Company and to refrain from trading while in possession of material non-public information, you must take utmost care not to discuss confidential or material non-public information with family members, friends or others who might abuse the information by trading in securities.

7. Limitation on Certain Trading Activities. We encourage interested directors, officers and employees to own our securities as a long-term investment at levels consistent with their individual financial circumstance and risk bearing abilities (since ownership of any security entails risk). However, Company personnel may not trade in puts, calls or similar options on our stock or sell our stock “short.” Company personnel may not engage in hedging transactions, including without limitation zero-cost collars and forward sale contracts, with respect to our stock without the prior consent of our Chief Executive Officer or our Chief Financial Officer. (You may, of course, exercise any stock options granted to you by the Company.)

8. Margin Accounts and Pledges. Securities held in a margin account may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Similarly, securities pledged (or hypothecated) as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. A margin sale or foreclosure sale may occur at a time when the pledgor is aware of material non-public information or otherwise is not permitted to trade in Company securities.

Consequently, you are discouraged from holding Company securities in a margin account or pledging Company securities as collateral for a loan. In addition, persons subject to the Addendum as described below are prohibited from holding Company securities in a margin account and are restricted from pledging Company securities as collateral for a loan as described in the Addendum.

9. Transactions under Company Stock Plans. Certain transactions in Company securities relating to Company stock plans are restricted under this Policy. This Policy's trading restrictions generally do not apply to the exercise of a stock option for cash. However, you may not sell the underlying shares of stock and you may not engage in a cashless exercise of a stock option through a broker (because this entails selling a portion of the underlying stock to cover the costs of exercise) while you possess material, non-public information. This Policy's trading restrictions generally do not apply to the exercise of tax withholding rights pursuant to which you elect to have the Company withhold shares from an award to satisfy tax withholding requirements.

10. Gifts. The Company may permit bona fide gifts of stock during periods when trading is restricted, with the consent of our Chief Executive Officer or our Chief Financial Officer. Whether a gift is bona fide will depend on the circumstances surrounding the gift, such as whether the gift is made to a charity or to a relative or friend of the donor and whether the shares are to be sold immediately thereafter. If you intend to make a gift during periods when

trading is restricted, you must review the gift transaction with our Chief Executive Officer or our Chief Financial Officer prior to making the gift.

11. Consequences of Violation. The Company considers strict compliance with this Policy to be a matter of utmost importance. We would consider any violation of this Policy by any covered person as a threat to our reputation. Violation of this Policy could cause extreme embarrassment and possible legal liability to you and the Company. Violations of the letter or spirit of this Policy will be grounds for demotion or immediate dismissal from the Company. Violation of this Policy might expose the violator to severe criminal penalties, including fines of up to \$5 million (no matter how small the profit) and imprisonment for up to 20 years, or both, and civil penalties to the SEC of up to three times the profit gained or loss avoided as a result of the violation. In addition violators may be subject to civil liability to any person injured by the violation. The monetary damages to persons injured may be as much as three times the profit realized or loss avoided by the violator, as well as the attorney's fees of the persons injured.

Additionally, persons who, at the time of the violation, directly or indirectly "controlled" the person who committed the violation are subject to civil penalties of up to the greater of \$1 million or three times the profit gained or loss avoided as a result of the controlled person's violation. The potential for such controlling person's liability is particularly important for the Company, because the Company (and possibly directors and certain officers of the Company) may be considered to "control" Company employees for this purpose. In view of the potential legal exposure faced by the Company, as well as the potential for significant damage to its business and public relations, the Company will insist upon strict compliance with this Policy.

12. Trading Blackout Periods. You may not engage in any transaction involving our securities during "blackout periods" as described below. Even if a blackout period is not in effect, at no time may you trade in Company securities if you are aware of material, non-public information about the Company. For example, if the Company issues a quarterly earnings release and you are aware of other material, non-public information not disclosed in the earnings release, you may not trade in Company securities.

a. Quarterly Blackout Periods. The Company's announcement of its quarterly financial results generally has the potential to have a material effect on the market for the Company's securities. Therefore, in order to avoid even the appearance of trading while in possession of material non-public information, with respect to each fiscal quarter of the Company, you may not purchase or sell or otherwise transfer the Company's securities during the period beginning 10 days before the end of the quarter and ending 2 days after the day on which the Company's financial results for that quarter are released (the "Disclosure Date").

b. Other Blackout Periods. In addition, the Company may impose event specific restricted periods during which persons who are aware of the event may not purchase or sell or otherwise transfer any securities of the Company. These blackout periods may be imposed as a result of an event, contingency or potential transaction that may be material to the Company. Also, the Company may on occasion issue interim earnings guidance or other potentially material information by means of a press release, Form 8-K or other means designed to achieve widespread dissemination of the information. Transactions are unlikely to be pre-cleared while the Company is in the process of assembling the information to be released and until the information has been released and fully absorbed by the market.

The existence of an event-specific blackout period may be announced only to those who are aware of the transaction or event giving rise to the blackout period. If you are made aware of the existence of an event-specific blackout period, you should not disclose the existence of such blackout period to any other person or purchase or sell or otherwise transfer any Company securities. Individuals who are subject to event-specific blackout periods will be contacted when these periods are instituted from time to time. Whether or not you are designated as being subject to an event-specific blackout, you still have the obligation not to trade while aware of material non-public information.

13. Exception for Approved Rule 10b5-1 Trading Plans. Trades in the Company's securities that are executed pursuant to a Rule 10b5-1 trading plan are not subject to the prohibition on trading while in possession of material non-public information (i.e. pre-clearance procedures and blackout periods) contained in this Insider Trading Policy or the restrictions set forth in the Addendum. A Rule 10b5-1 trading plan is a trading plan adopted pursuant to Rule 10b5-1 ("Rule 10b5-1") promulgated under the Exchange Act. Notwithstanding any approval of a Rule 10b5-1 trading plan, none of the Company or its officers assume any liability with respect to any transaction made pursuant to the plan. Rule 10b5-1 trading plans are subject to the following restrictions and limitations:

- The Rule 10b5-1 trading plan must be in writing and approved in advance by our Chief Financial Officer.
- The Rule 10b5-1 trading plan must comply with and be adopted in accordance with the provisions of Rule 10b5-1.
- The Rule 10b5-1 trading plan may not be adopted during a blackout period or when you are in possession of material non-public information.
- The Rule 10b5-1 trading plan must be entered into in good faith and not as part of a plan or scheme to evade the prohibitions of Rule 10b5-1.
- No person may amend or terminate his or her Rule 10b5-1 trading plan without advising the Company, and all amendments must be approved in advance by our Chief Financial Officer.
- No person may separately enter into a corresponding or hedging transaction or position with respect to the securities traded pursuant to the Rule 10b5-1 trading plan.
- Each person or his or her broker must inform our Chief Financial Officer of each transaction under the Rule 10b5-1 trading plan so that the Company may monitor compliance with the filing obligations of Section 16 of the Exchange Act and Rule 144 of the Securities Act of 1933, as amended.

14. Pre-Clearance Procedures and Transaction Reporting. To help prevent violations of the applicable securities laws and to avoid even the appearance of trading on the basis of inside information, the Company has adopted an Addendum to this Policy that applies to (i) directors and executive officers of the Company subject to Section 16 of the Securities Exchange Act of 1934, as amended and (ii) other individuals designated from time to time by the Company as being subject to the Addendum. If you fall within one of these categories, you must carefully review and comply with the additional requirements of the Addendum. The Company will notify you if you are subject to the Addendum under clause (ii) above.

The Addendum generally requires persons covered by it to pre-clear with the Company all transactions in the Company's securities and specifies certain transaction reporting requirements of directors and executive officers.

15. Prohibition Against Internet Disclosure. It is inappropriate for any unauthorized person to disclose information about the Company on the Internet and, more specifically, in forums such as chat rooms or blogs where companies and their prospects are discussed. The posts in these forums are typically made by unsophisticated investors who are sometimes poorly informed and generally are carelessly stated or, in some cases, malicious or manipulative and intended to benefit their own stock positions. Accordingly, all personnel (including directors and officers) and consultants, advisers and independent contractors of the Company may not discuss information about the Company in such a forum. Despite any inaccuracies that may exist (and often there are many), posts in these forums can result in the disclosure of material non-public information and may bring significant legal and financial risk and are, therefore, prohibited without exception. Any post that is made by any person with access to material non-public information, or information supplied by any such person for someone else to post, will be treated as a violation of this Policy.

16. A Caution About Possible Inability to Sell. Although the Company encourages directors, officers and employees to own our securities as a long-term investment (see Section 7), all personnel must recognize that trading in securities may be prohibited at a particular time because of the existence of material non-public information. Anyone purchasing our securities must consider the inherent risk that a sale of the securities could be prohibited at a time he or she might desire to sell them. The next opportunity to sell might not occur until after an extended period, during which the market price of the securities might decline.

17. Compliance with this Policy. All personnel (including directors and officers) and consultants, advisers and independent contractors of the Company must follow the procedures outlined in this Policy, must report any violation of this Policy immediately to the Chief Executive Officer or the Chief Financial Officer or the Chair of the Audit Committee, and must cooperate fully with any investigation regarding any potential violation of this Policy. Adhering to this Policy is a condition of employment or affiliation with the Company. The Company must have the opportunity to investigate and remedy any alleged violations or employee concerns, and each employee must ensure that the Company has an opportunity to undertake such an investigation. If you have questions about the requirements of this Policy, your obligations with respect to this Policy or specific questions regarding transactions in securities of the Company, please contact our Chief Executive Officer or our Chief Financial Officer. However, you should remember that you ultimately are responsible for your own compliance with this Policy and for the compliance of your family members. If you have any doubt as to your responsibilities under this Policy, seek clarification and guidance before you act. Do not try to resolve uncertainties on your own.

18. Certification. All directors, officers and other employees, consultants, advisers and independent contractors subject to the procedures set forth in this Policy must certify their understanding of, and intent to comply with, the Company's Insider Trading Policy and, if applicable, the Addendum on the form attached hereto.

Revolution Lighting Technologies, Inc.

Addendum to Insider Trading Policy

This Addendum applies to (i) directors and executive officers of Revolution Lighting Technologies, Inc. (“the Company”) subject to Section 16 of the Securities Exchange Act of 1934, as amended (“Exchange Act”) and (ii) other individuals designated from time to time by the Company as being subject to this Addendum (collectively, with their family members and controlled entities listed in Section 1 of the Insider Trading Policy, the “Covered Persons”). The Company will notify the persons described in clause (ii) that they are subject to this Addendum.

This Addendum is in addition to and supplements the Company's Insider Trading Policy. Terms defined in the Policy shall have the same meanings in this Addendum.

1. Mandatory Pre-clearance Procedures. Covered Persons may not engage in any transaction involving our securities (including without limitation a gift, a loan or pledge, a hedge, a stock plan transaction such as an option exercise, a contribution to a trust, or any other transfer) without first obtaining pre-clearance of the transaction from the Company, except transactions executed pursuant to approved Rule 10b5-1 trading plans, which are not subject to pre-clearance. A request for pre-clearance must be submitted to our Chief Financial Officer at least two business days in advance of the proposed transaction. Our Chief Financial Officer will then determine whether the transaction may proceed. The Company is not under any obligation to approve a transaction submitted for pre-clearance, and none of the Company, its officers or any counsel will have any liability for any refusal to permit a transaction or for any delay in making or communicating a decision.

2. Margin Accounts and Pledges. Covered Persons are prohibited from holding Company securities in a margin account or pledging Company securities as collateral for a loan.

3. Filing of Reports for Persons Subject to Section 16 of the Exchange Act. Directors and executive officers of the Company subject to Section 16 of the Exchange Act (“Section 16 Insiders”) must file beneficial ownership reports regarding their ownership of Company securities pursuant to Section 16(a) of the Exchange Act, and are subject to disgorgement of “short-swing” profits pursuant to Section 16(b) of the Exchange Act. Under Section 16 of the Exchange Act, the due date for beneficial ownership reports on Form 4 of Section 16 Insiders is the second business day following a transaction that effects a change in the ownership of the Company’s securities.

Given the short time frame for Section 16 Insiders to file their Form 4’s, it is critically important that Section 16 Insiders comply with the procedures in this Addendum to ensure compliance with the reporting requirements. These procedures will help prevent inadvertent violations of the federal securities laws, will help avoid the appearance of insider trading and will prevent potentially embarrassing proxy disclosures. You will be notified if you are a Section 16 Insider. In connection with sale transactions, in many instances you must also file a Form 144 Notice with the SEC under Rule 144 at the time the sale order is placed.

To ensure compliance with the reporting requirements of Section 16 and to help prevent in advance any inadvertent violations of the federal securities laws, and to avoid even the appearance of trading on inside information, we have implemented the following procedures:

4. Mandatory Pre-clearance Procedures. All Section 16 Insiders must comply with the mandatory pre-clearance procedures set forth above.

5. Immediate Notification. All Section 16 Insiders must report to the General Counsel any transaction no later than the day in which it has occurred.

6. Power of Attorney. In order to enable the Company to prepare and file the Form 4's on a timely basis, it is imperative that you sign and return the Power of Attorney provided to you by the Chief Financial Officer.

7. Certifications. All Section 16 Insiders must certify their understanding of, and intent to comply with, the procedures set forth herein.

8. Company Assistance. Any person who has a question about these procedures or its application to any proposed transaction may obtain additional guidance from the General Counsel.

Notwithstanding the Company's willingness to assist you with your filings, please remember that the reporting obligation is ultimately yours.

CERTIFICATION

To: Revolution Lighting Technologies, Inc. (the "Company")

I, _____, have received and read a copy of the Revolution Lighting Technologies, Inc. Insider Trading Policy and the Addendum to Insider Trading Policy (collectively, the "Policy") dated June 15, 2016. I hereby agree to comply with the requirements of the Policy during my employment with, or engagement by, the Company. I understand that my failure to comply in all respects with the requirements of the Policy is a basis for immediate termination for cause of my employment or other service relationship with the Company.

(Signature)

Date: _____