

REVOLUTION LIGHTING TECHNOLOGIES, INC.

CODE OF BUSINESS CONDUCT AND ETHICS

Revolution Lighting Technologies, Inc. (the “Company”) is committed to conducting our business in a highly ethical manner, in accordance with applicable laws, rules and regulations and with the highest standards of business conduct. Our Code of Business Conduct and Ethics (the “Code of Conduct”) sets out our basic guiding principles and applies to each employee of the Company and its subsidiaries and each member of the Company’s Board of Directors. Every employee and director must be familiar with and understand the provisions of this Code of Conduct. If you are unsure whether your conduct or the conduct of others complies with this Code of Conduct, you should contact your supervisor or the Company’s Chief Financial Officer. Employees may also report any suspected noncompliance to the Chairman of the Audit Committee of the Board of Directors.

I. Compliance with Laws, Rules and Regulations

You are required to comply with all applicable governmental laws, rules and regulations that govern the conduct of our business at all times and to report any suspected violations in accordance with this Code of Conduct. If you have a question about the applicability or interpretation of any law, rule or regulation, you should contact the Chief Financial Officer. The Company will not tolerate any retaliation against any person who communicates bona fide concerns to the Company or law enforcement officials concerning a possible violation of any law, regulation or this Code.

II. Conflicts of Interest

Your obligation to conduct the Company's business in an honest and ethical manner includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. A “conflict of interest” occurs when the personal interest of an employee interferes, or even appears to interfere, with the interest of the Company. You must always act solely in the best interest of the Company when conducting company business. For example, a conflict of interest may occur when an employee or a family member receives a personal benefit as a result of the employee's position with the Company. A conflict of interest may also arise from an employee's business or personal relationship with a customer, supplier, competitor, business partner, or other employee, if that relationship impairs the employee's objective business judgment.

You should attempt to avoid conflicts of interest and if you believe a conflict of interest may exist you should promptly notify the Chief Financial Officer. In consultation with legal counsel, the Company will consider the facts and circumstances of the situation to decide whether corrective or mitigating action is appropriate.

III. Disclosures

It is Company policy to make full, fair, accurate, timely and understandable disclosure in compliance with all applicable laws and regulations in all reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and in all other public communications made by the Company. The Company's senior officers and financial and accounting group are ultimately responsible for taking all necessary steps to ensure that this occurs. All employees and directors shall take appropriate steps within their areas of responsibility to ensure the same.

It is the responsibility of each employee to promptly to bring to the attention of the Chief Financial Officer or the Chairman of the Audit Committee any credible information of which he or she becomes aware that would place in doubt the accuracy and completeness in any material respect of any disclosures of which he or she is aware that have been made, or are to be made, directly or indirectly by the Company in any SEC filing or submission or any other formal or informal public communication, whether oral or written.

In addition, each employee is responsible for promptly bringing to the attention of the Chief Financial Officer or the Chairman of the Audit Committee any credible information of which he or she becomes aware that indicates any deficiency in the Company's internal control over financial reporting within the meaning of Section 404 of the Sarbanes-Oxley Act and the SEC's implementing rules, and/or the Company's disclosure controls and procedures for preparing SEC reports or other public communication as mandated by Section 302 of the Sarbanes-Oxley Act and the SEC's implementing rules, even if a materially inaccurate or incomplete disclosure by or on behalf of the Company has not resulted or is not expected imminently to result from such deficiency.

IV. Independent Auditors

Employees and directors are prohibited from directly or indirectly taking any action to fraudulently influence, coerce, manipulate or mislead the Company's independent public auditors for the purpose of rendering the financial statements of the Company misleading.

V. Protection and Proper Use of Company Assets

Every employee and director has a personal responsibility to protect the assets of the Company from misuse or misappropriation. The assets of the Company include tangible assets, such as products, equipment and facilities, as well as intangible assets, such as corporate opportunities, intellectual property, trade secrets and business information (including any non-public information learned as an employee or director of the Company). All Company assets should be used in accordance with Company policy. Any suspected incident of fraud, theft, loss or waste should be immediately reported.

The obligation of employees to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy and could also be illegal and result in civil or even criminal penalties.

VI. Insider Trading Policy

Federal and state laws prohibit trading in securities by persons who have material information that is not generally known or available to the public.

Employees of the Company may not (a) trade in stock or other securities while in possession of material nonpublic information or (b) pass on material nonpublic information to others without express authorization by the Company or recommend to others that they trade in stock or other securities based on material nonpublic information.

The Company has adopted guidelines designed to implement this policy. All employees and directors are expected to review and follow the Company's Insider Trading Guidelines. Pursuant to the Company's Insider Trading Guidelines, certain employees, and all directors, must comply with preclearance requirements when they trade the Company's securities.

VII. Discrimination and Harassment

The Company provides equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind.

VIII. Health and Safety

The Company provides a clean, safe and healthy work environment. Each employee has responsibility for maintaining a safe and healthy workplace by following safety and health rules and practices and reporting accidents, injuries and unsafe conditions, procedures, or behaviors.

Violence and threatening behavior are not permitted. Employees must report to work in a condition to perform their duties, free from the influence of illegal drugs or alcohol.

IX. Compliance with Code of Conduct

All employees are responsible for ensuring that our standards of conduct are followed. If you know of or suspect a violation of applicable laws, rules or regulations or this Code of Conduct, you must immediately report that information to the Chief Financial Officer or the Chairman of the Audit Committee of the Board of Directors. While self-reporting a violation will not excuse the violation itself, the extent and promptness of such reporting will be considered in determining any appropriate sanction, including dismissal.

Violations of this Code of Conduct may result in disciplinary action, up to and including termination. The Audit Committee of the Board of Directors shall determine, or shall designate appropriate persons to determine, appropriate action in response to violations of this Code of Conduct.

X. Waivers of Code of Conduct

If you would like to seek a waiver of this Code of Conduct you must make full disclosure of your particular circumstances to the Audit Committee of the Board of Directors. Amendments to and waivers of this Code of Conduct will be made only in a manner permitted by law and will be publicly disclosed as required by applicable laws and regulations.

XI. Board of Directors

With respect to their service on behalf of the Company, the Company's Board of Directors must comply with the relevant provisions of this Code of Conduct, including conflicts of interest, insider trading and compliance with all applicable laws, rules and regulations.

XII. No Rights Created

This Code of Conduct is not intended to and does not create any rights in any employee, customer, user, supplier, competitor, shareholder or any other person or entity.