

LIGHTING SCIENCE GROUP CORPORATION
AMENDED AND RESTATED COMPENSATION COMMITTEE CHARTER

This Amended and Restated Compensation Committee Charter (the “Charter”) sets forth the purpose and membership requirements of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) and establishes the authority and responsibilities delegated to it by the Board.

1. Purpose

The purpose of the Committee is to assist the Board in the discharge of its fiduciary responsibilities relating to the fair and competitive compensation of the Company’s Chief Executive Officer (“CEO”), prepare the Compensation Committee Report on executive compensation for inclusion in the Company’s proxy statement and, if required by applicable securities laws, to review and discuss with the Company’s management the Compensation Discussion and Analysis (“CD&A”) to be included in the Company’s annual proxy statement and determine whether to recommend to the Board that the CD&A be included in the proxy statement. The Committee is also to assist the CEO in establishing fair and competitive compensation for the Company’s executive officers.

2. Committee Members

2.1 Composition and Appointment

The Committee shall consist of three or more members of the Board, at least a majority of whom meet the independence requirements specified in Section 2.2. below. The Board shall appoint the members and the Chairperson of the Committee on the recommendation of the Governance Committee. Membership on the Committee shall rotate at the Board’s discretion. The Board shall fill vacancies on the Committee and may remove a Committee member from the membership of the Committee at any time without cause.

2.2 Independence

At least a majority of the members of the Committee must (i) be “non-employee directors,” as such term is defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended, or any successor provision thereto, and (ii) meet the independence requirements of the rules of The NASDAQ Stock Market LLC (“NASDAQ”), provided however that the Company may avail itself of any exemption or grace period from such requirements available under the rules of NASDAQ including the “controlled company” exception, and applicable state and federal law, including the rules and regulations of the Securities and Exchange Commission (“SEC”).

3. Subcommittees

The Committee shall have the authority to delegate authority and responsibilities to subcommittees, so long as no subcommittee consists of less than two members.

4. Advisors

The Committee shall have the authority to (i) retain, at the Company’s expense, an independent compensation consultant and other expert advisors (“Advisors”) as it deems necessary to fulfill its responsibilities and (ii) determine, on behalf of the Company, the compensation of such Advisors.

5. Executive Compensation

5.1 Compensation Philosophy and Strategy

The Committee shall review the compensation philosophy and strategy of the Company and its subsidiaries and consult with the CEO, as needed, regarding the role of the Company's compensation strategy in achieving the Company's objectives and performance goals and the long-term interests of the Company's stockholders.

5.2 Comparison Analysis

The Committee shall annually review market and industry data to assess the Company's competitive position with respect to the individual elements of total executive compensation to ensure the attraction, retention and appropriate reward of the Company's CEO. The Committee shall annually review with the CEO the market and industry data to assess the Company's competitive position with respect to the individual elements of total executive compensation to ensure the attraction, retention and appropriate reward of the Company's other executive officers.

5.3 Executive Compensation

The Committee shall annually review and make recommendations to the Board with respect to the base salary, incentive compensation and deferred compensation for the CEO. The Committee will annually review with the CEO and make recommendations to the Board with respect to the base salary, incentive compensation and deferred compensation for all other executive officers. The CEO may not be present during voting or deliberations with respect to his or her compensation.

5.4 Administration of Plans

Consistent with Section 5.3. above, the Committee shall administer the Company's incentive compensation and stock option and other equity based plans (including specific provisions thereof) in which the CEO and other executive officers may be participants and recommend to the Board amendments to such plans or adoption of new plans. In connection with administering such plans, the Committee shall have the authority to (i) approve option guidelines and general size of overall grants, (ii) make grants, (iii) interpret the plans, (iv) determine the rules and regulations relating to the plans, (v) modify or cancel existing grants and substitute new grants (with the consent of grantees), (vi) designate employees eligible to participate in the plans, and (vii) impose limitations, restrictions and conditions upon any award as the Committee deems appropriate and as permitted under the applicable plan.

6. Special Recommendations to the Board

The Committee shall review and make recommendations to the Board regarding (i) any employment agreement, severance agreement, change in control agreement or provision, or separation agreement, or any amendment to the same, that is proposed to be entered into with the CEO; (ii) any deferred compensation arrangement or retirement plan or benefits that are proposed to be entered into with the CEO; and (iii) the benefits and perquisites offered to the CEO. The Committee shall annually review with the CEO and make recommendations to the Board regarding (i) any employment agreement, severance agreement, change in control agreement or provision, or separation agreement, or any amendment to the same, that is proposed to be entered into with any executive officer other than the CEO; (ii) any deferred compensation arrangement or retirement plan or benefits that are proposed to be entered into with any

executive officer other than the CEO; and (iii) the benefits and perquisites offered to any executive officer other than the CEO.

7. Meetings

7.1 Frequency of Meetings

The Committee shall meet at least two times per fiscal year. The schedule for regular meetings of the Committee shall be established by the Committee. The Chairperson of the Committee may call a special meeting at any time as he or she deems advisable.

7.2 Minutes

Minutes of each meeting of the Committee shall be kept to document the discharge by the Committee of its responsibilities.

7.3 Presiding Officer

The Chairperson of the Committee shall preside at all Committee meetings. If the Chairperson is absent at a meeting, a majority of the Committee members present at a meeting shall appoint a different presiding officer for that meeting.

8.4 Quorum

A majority of Committee members shall constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee.

8. Reports and Assessments

8.1 Compensation Committee Report

To the extent required by applicable securities laws, the Committee shall prepare an annual Compensation Committee Report on executive compensation as required by the rules and regulations of the SEC and submit it to the Board for inclusion in the Company's proxy statement prepared in connection with its annual meeting of stockholders.

8.2 Board Reports

The Chairperson of the Committee shall report from time to time to the Board on Committee actions and on the fulfillment of the Committee's responsibilities under this Charter. The Committee shall conduct and present to the Board an annual performance evaluation of the Committee.

8.3 Charter Assessment

The Committee shall annually assess, with the assistance of management and the Company's outside legal counsel, the adequacy of this Charter.

8.4 Annual Report on Compensation

The Committee shall annually advise the Board as to whether the Company's CEO and director compensation arrangements are appropriate. The Committee shall annually advise the Board, after consultation with the CEO, as to whether the Company's other executive officer compensation arrangements are appropriate.