

**LIGHTING SCIENCE GROUP CORPORATION**  
**COMMITTEE OF INDEPENDENT DIRECTORS CHARTER**

This Committee of Independent Directors Charter (this “Charter”) sets forth the purpose and membership requirements of the Committee of Independent Directors (the “Committee”) of the Board of Directors (the “Board”) of Lighting Science Group Corporation (the “Company”) and establishes the authority and responsibilities delegated to it by the Board.

**1. Purpose**

The primary purpose of the Committee is to consider, negotiate and approve or reject related party transactions (each, a “Related Party Transaction”) from time to time between the Company and (i) Pegasus Capital Advisors, L.P. (“Pegasus”), and its affiliates, (ii) executive officers of the Company, (iii) directors of the Company, or (iv) any other person or entity that may be deemed an affiliate or related party.

**2. Committee Members**

**2.1 Composition and Appointment**

The Committee shall consist of three or more members of the Board, each of whom meet the independence requirements specified in Section 2.2 below. The Board shall appoint the members and the chairperson (the “Chairperson”) of the 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**

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

**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, consultants and/or professional financial, accounting and/or legal advisors (“Advisors”) for the purpose of evaluating, considering, and/or approving an action or transaction by the Company as the Committee deems necessary to fulfill its responsibilities and (ii) determine, on behalf of the Company, the compensation of such Advisors.

## **5. Responsibilities of the Committee**

### **5.1 Related Party Transactions**

The Committee shall consider, negotiate and approve or reject Related Party Transactions, without further Board approval, from time to time between the Company and (i) Pegasus and its affiliates, (ii) executive officers of the Company, (iii) directors of the Company, or (iv) any other person or entity that may be deemed an affiliate or related party.

### **5.2 Preferences and Rights of Preferred Stock**

The Committee shall, in accordance with Section 141(c)(1) of the Delaware General Corporation Law (the “DGCL”) and to the extent called to do so in conjunction with any Related Party Transaction and subject to limitations prescribed by applicable law, fix the designations and any of the preferences or rights of any series of preferred stock, which authority shall include the right to fix the number of shares of any series of stock, the price, redemption, dissolution, any distribution of assets of the Company or the conversion into, or the exchange of such shares for, shares of any other class or classes or any other series of the same or any other class or classes of stock of the Company.

### **5.3 Stock Authorization and Issuance**

The Committee shall, in accordance with Section 141(c)(1) of the DGCL and to the extent called to do so in conjunction with any Related Party Transaction, authorize and issue shares of preferred stock and shares of common stock or derivative securities convertible into shares of common stock.

### **5.4 Equity Awards**

The Committee shall, in addition to the authority of the Compensation Committee of the Board (the “Compensation Committee”), act on behalf of the full Board, without further Board or Compensation Committee approval, for purposes of granting awards under the Amended and Restated Equity-Based Compensation Plan, dated as of August 21, 2009 (as amended and restated, the “Plan”), to (i) directors, (ii) the entities to which directors have a fiduciary or contractual duty to assign or otherwise transfer awards issued as compensation for services as a director of the Company, and (iii) employees and prospective employees who are, or may reasonably be expected to be, officers of the Company who are required to file reports pursuant to Section 16 of the Exchange Act and the rules and regulations promulgated thereunder, in connection with holdings of equity securities of the Company; with such awards to be subject to such terms and conditions as deemed appropriate by the Committee and consistent with the Plan.

## **6. Meetings**

### **6.1 Frequency of Meetings**

The Committee shall meet as often as it determines to be necessary or appropriate. 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.

## **6.2 Minutes**

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

## **6.3 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.

## **6.4 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.

# **7. Reports and Assessments**

## **7.1 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.

## **7.2 Charter Assessment**

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