

**LIGHTING SCIENCE GROUP CORPORATION
EXECUTIVE COMMITTEE CHARTER**

This Executive Committee Charter (the “Charter”) sets forth the purpose and membership requirements of the Executive 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 primary purpose of the Committee is to act on behalf of the full Board between regularly scheduled Board meetings, usually when timing is critical.

2. Committee Members

The Committee shall consist of three or more members of the Board. The Chief Executive Officer shall be, and if a different person, the Chairperson of the Board shall be, a member of the Committee. 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.

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, 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. Committee Authority and Responsibilities

The Committee has and may exercise all of the powers and authority of the Board, except the Committee shall not (i) take any action reserved by Delaware law for action by the full Board or (ii) approve any related-party transaction. A transaction will be considered a “related-party transaction” if the transaction would be required to be disclosed under Item 404 of Regulation S-K. The Committee shall act on behalf of the full Board between regularly scheduled Board meetings when, in the judgment of the Committee, action is required before the next regularly scheduled Board meeting.

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.