

A. INTRODUCTION

The purpose of this Code of Business Conduct & Ethics (this “Code”) is to describe standards of conduct and business expected of directors, officers and employees (the “Covered Persons”) of Lighting Science Group Corporation and its subsidiaries (the “Company”). All Covered Persons will be required to attest annually to their awareness and acceptance of the provisions of the Code and to affirm their compliance with such provisions.

The Company has formulated this Code to help to ensure that Covered Persons act in accordance with applicable laws and observe the highest ethical standards in their business dealings. The Company is keenly aware of the importance of maintaining its corporate reputation for integrity. It is the responsibility of each Covered Person to create and maintain a fair, honest and professional workplace. The Company believes that honesty is the essential standard of integrity and expects Covered Persons to deal with others in a manner that absolutely excludes any consideration of personal or private benefit. It is, therefore, fundamental to the reputation and continuing success of the Company that Covered Persons adhere to the rules and procedures set forth in this Code.

While this Code is intended to provide guidelines for ethical and professional conduct, ultimately, Covered Persons must exercise good judgment and common sense in interpreting and applying these procedures in any given situation. In cases of doubt, Covered Persons should consult with the Chief Executive Officer or the General Counsel of the Company.

If you have any questions about this Code or any concerns as to whether certain conduct may be wrong, illegal or unethical, or if a situation is difficult or confusing to you, you are encouraged to discontinue any action and immediately request assistance by contacting your supervisor, the General Counsel, the Chief Executive Officer, My Safe Workplace or the Chairman of the Audit Committee of the Board of Directors:

My Safe Workplace	Kaj den Daas
Telephone 800-461-9330	Telephone +31 655 164 898
www.mysafeworkplace.com	E-Mail kaj.dendaas@lsgc.com

B. GENERAL BUSINESS PRINCIPLES

1. Observance of Highest Ethical Standards. All Covered Persons must observe the highest ethical standards of business conduct in their dealings with the Company’s stockholders, employees, customers, suppliers, landlords, lessees and competitors. No Covered Person should engage in dishonest and unethical behavior affecting such persons, including manipulation, concealment, abuse of privileged information, misrepresentation or any other unfair dealing.

2. Compliance with Laws. All Covered Persons must fully comply with all applicable foreign and United States laws, rules and regulations. No Covered Person should at any time take any action on behalf of the Company which violates such laws, rules or regulations. Ignorance of the applicable laws, rules or regulations will not serve as a defense should such laws, rules or regulations be

contravened. Covered Persons should always, including in situations where applicable legal standards are conflicting or unclear, conduct the Company's business in such a manner that will not embarrass the Company should the full facts be disclosed.

3. Relationships with Public Officials - Political Contributions. The Company's policy is to develop and maintain good relationships and effective communications at all levels of domestic and foreign governments having authority over the areas in which the Company does do business. Contacts with governmental officials both in this country and abroad, whether direct or indirect, shall at all times be maintained as proper business relationships. These contacts must never suggest a compromise of the objectivity of such persons or cast doubt on the Company's integrity. No corporate funds, property of any kind or services shall be used directly or indirectly to influence the nomination or election of any candidate to public office, if such use is in violation of applicable law. This restriction is not intended to discourage Covered Persons from making proper personal political contributions to the candidates, parties or committees of their choice.

4. Employment Relationships. The Company is committed to the recruitment, training, development and retention of competent staff. All employment decisions, including selection for employment, promotion and transfer, must be made solely on merit, experience and other work-related criteria.

5. At-Will Employment. Except as may be required by local law or by a specific written contract between the Company and an employee, the employment relationship established with the Company is terminable at will, either by the employee or the Company, at any time, for any reason, and with or without cause. The provisions of this Code should not be construed as creating a right to employment for any person or for any specific period of time. Exceptions to the at-will employment relationship are only permitted when authorized in writing by the Chief Executive Officer of the Company.

6. Truth in Communications. The Chief Executive Officer, the Chief Financial Officer, and the Chief Accounting Officer of the Company are responsible for making public communications about the financial and business condition of the Company and are to cause full, fair, accurate, timely and understandable disclosure in reports and documents filed with the Securities and Exchange Commission and in other public communications about the Company.

C. COMPANY FUNDS AND ASSETS

Covered Persons are charged with safeguarding the Company's assets and property and ensuring their efficient and proper use. Covered Persons having authority to handle the Company's funds or assets are placed in a position of trust with respect to the Company. A Covered Person must at all times maintain in good working order and safeguard from harm, theft or loss all tangible and intangible assets of the Company, whether on the Company's property or in the possession of the Covered Person. Assets of the Company may be used only for their intended use and only for Company business even though incidental personal use may be permitted. Any assets of the Company in the possession of a Covered Person must be returned to the Company upon the termination of such Covered Person's employment or association with the Company.

D. CONFLICTS OF INTEREST

1. Conflicts Of Interest In General. A “conflict of interest” exists when a person’s private interest interferes in any way with the interests of the Company. When a conflict of interest arises, others may question the Company’s integrity. Therefore, all Covered Persons must conduct themselves in accordance with the highest ethical standards of honesty and fair dealing and should, in pursuit of their business duties, avoid actions that may create a conflict of interest and be adverse to the best interests of the Company and its stockholders.

2. Reporting Conflicts Of Interest. Covered Persons must report in writing to an appropriate person in the Company (i.e., the Chief Executive Officer or the General Counsel) the existence or discovery of any circumstances, relating to such Covered Person or other Covered Persons, which constitute a conflict of interest or could create a potential conflict of interest, including any financial or other business relationships, transactions, arrangements or other interests or activities with the Company’s suppliers, customers, competitors or other persons that could create a potential conflict of interest.

3. Related Party Transactions. If a potential conflict of interest would constitute a “related party transaction” that would be required to be disclosed pursuant to the securities laws, the terms of the proposed transaction must be reported in writing to the Chief Executive Officer or the General Counsel who will refer, if necessary, the matter to the Audit Committee and/or the *ad hoc* Independent Director Committee for approval. Generally, a related party transaction is a transaction that includes a director or executive officer, directly or indirectly, and the Company that exceeds US\$120,000 in amount, exclusive of employee compensation or director fees. If a Covered Person has any questions as to whether a proposed transaction is a “related party transaction,” the Covered Person should contact the Chief Executive Officer or the General Counsel for clarification.

4. Gifts & Entertainment. Gifts and entertainment can easily be misunderstood and can appear to be an attempt to bribe our employees or the employees of another company into directing business to a particular supplier. Generally, it is the Company’s policy that Covered Persons are prohibited from accepting gifts or favors (i.e., money, merchandise, services, entertainment, travel, or other forms of benefit) from any person or business organization that does business with the Company, seeks to do business with the Company, or is a competitor of the Company. Covered Persons may accept small gifts or favors that would be considered common business courtesies, however, no Covered Person should accept a gift or favor that might be intended to influence, or appears to influence, a business decision. Covered Persons must report to his or her supervisor the receipt of any gifts or favors.

In general, Covered Persons should not solicit entertainment, but are allowed to accept entertainment if the following criteria are met:

- a. it occurs infrequently;
- b. it arises in the normal course of business and would be considered a common business courtesy;
- c. it involves reasonable expenditures; and,
- d. it takes place in settings that are appropriate and fitting.

A Covered Person shall not accept travel, vacation arrangements or similar favors or gratuities. Attending sports or theatrical events with and as a guest of a supplier or receiving sports or theatre

tickets for personal use is acceptable and considered a normal business practice if kept within reasonable limits.

5. Certain Interests. Each Covered Person must report in writing to the Chief Executive Officer or the General Counsel any service as an officer, director, member, manager, partner or trustee of or any investment in a company that is a customer, supplier, contractor, competitor or any person or organization having dealings with the Company where the Company's relationship with such organization is significant. For the purposes of this Code, the term "investment" means any investment beneficially owned by the Covered Person, his or her family member, nominee, or other person through which the Covered Person derives an economic benefit; provided, however, the term "investment" shall not mean any beneficial ownership of up to five percent (5%) of the outstanding securities of a publicly-held company that is a customer, supplier, contractor, or competitor of the Company.

6. Corporate Opportunity. Covered Persons should not: (a) take for themselves personally opportunities that are discovered through the use of Company property, information or position; (b) use Company property, information, or position for personal gain; or (c) directly compete with the Company. Covered Persons owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

7. Acting as a Supplier. A Covered Person may not enter into an agreement with the Company as a supplier of products and services to the Company unless he or she receives a prior written approval in accordance with this Code. This policy extends to any prospective supplier that is controlled or actively influenced by a Covered Person. Selection of a supplier, including a Covered Person, must be made in accordance with the Company's procedures and policies.

8. Outside Activities. Officers and employees should avoid outside employment or activities that impair effective performance of their obligations to the Company, either because of excessive demands on their time or because the outside commitments constitute a drain away from the Company of their talents and creative energies. Reasonable participation in the activities of a trade association, professional society or charitable institution on an uncompensated basis will not be deemed to violate the Conflicts of Interest provisions of this Code.

E. COMPANY INFORMATION

1. Integrity of Records. The Company requires honest and accurate recording and reporting of information at all times. It applies the highest ethical standards in its financial and non-financial reporting and follows the Securities and Exchange Commission's and other applicable rules regarding financial reporting.

2. No Manipulation To Mislead. Covered Persons may not manipulate financial accounts, records or reports or take any action or cause any person to take any action to influence, coerce, manipulate or mislead auditors for the purpose of rendering financial statements misleading.

3. Proper Approvals & Execution. All transactions must be approved and executed in accordance with internal control procedures established by the Company and must be recorded in such a manner as to permit the preparation of accurate financial statements for the Company.

4. Impairment Of Records. Covered Persons may not knowingly alter, destroy, mutilate, conceal, cover up, falsify or make a false entry in any record, document or tangible object with the intent either to impair the object's integrity or availability for use in an official proceeding or to obstruct, impede, direct or influence the investigation or proper administration of any matter within the jurisdiction of any department or agency of the United States or any bankruptcy case, or in relation to or contemplation of any such matter or case.

5. Maintenance Of Records. Covered Persons who prepare, maintain or have custody of the Company's records and reports should endeavor to ensure that these documents are: (a) accurate and complete and clearly reflect the assets and transactions of the Company; (b) safeguarded from loss or destruction; (c) retained for specified periods of time in accordance with the Company's document retention policy; and, (d) maintained in confidence.

6. Trade Secrets & Confidential Information. In general, a "trade secret" is any nonpublic information that affords a commercial advantage to its owner. Trade secrets may take form of a customer list, business plan and business strategy, terms and conditions of the Company's contracts and agreements or any number of other things which enhance the ability to compete for business. The Company possesses trade secrets and other confidential information, many of which are the product of considerable investment by the Company. Trade secrets and other confidential information disclosed to or observed by Covered Persons should not be revealed at any time to any person or firm or used at any time for any purpose other than the advancement of the Company's business interests. The Company's policy is that all information developed or shared as the result of business processes is proprietary to the Company and an important asset in the operation of the Company's business, and the unauthorized use or disclosure of this information is prohibited.

All information about the Company, its business, stockholders, customers and suppliers should be considered confidential unless the information is already known to the public. This includes, but is not limited to, confidential technology, proprietary information, trade secrets, business plans, documents, pricing and records. Covered Persons should not, without prior written authorization from the appropriate authority, acquire, use, access, copy, remove, modify, alter or disclose to any third parties, any confidential information for any purpose other than to perform their job responsibilities or in furtherance of expressly stated Company-sponsored activities. Any such materials must be returned to the Company prior to a Covered Person leaving the Company.

7. Prior Employer Information. Similarly, all Covered Persons must respect the confidentiality of their former employer's trade secrets. As a result, Covered Persons should not divulge such information to any of the Company's personnel or use the information while associated with the Company, unless explicit written permission by the former employer has been obtained.

8. Unauthorized Disclosure. The Company views the protection of its confidential information as highly critical to its business, and therefore unauthorized disclosure of such information by the Covered Persons will result in disciplinary action that may include termination of employment or prosecution under applicable law.

9. Insider Trading. The Company opposes the unauthorized disclosure of any nonpublic information acquired in the work-place and prevents the misuse of material nonpublic information in securities trading. The Company has established procedures for releasing material information in a manner that is designed to achieve broad public dissemination of the information immediately upon its release. Covered Persons may not, therefore, disclose information to anyone outside the

Company, including family members and friends, other than in accordance with those procedures. Covered Persons also may not discuss the Company or its business in an internet “chat room” or similar internet-based forum. Covered Persons should consult the General Counsel and/or their own personal legal counsel before engaging in any transactions involving the Company’s securities.

F. EMBEZZLEMENT, THEFT, FRAUD AND NON-MONETARY IRREGULARITIES

The Company expects all Covered Persons to continuously demonstrate honesty and integrity in their business activities and relationships. Except for incidental personal use, all Company assets should be used for legitimate business purposes. Unacceptable conduct includes:

- conversion to cash of any checks made payable to the Company or misappropriation of cash receipts, including delaying submission of cash receipts so that they may be used on a temporary basis for personal reasons;
- authorization for payment of goods and services not received, or overpayment for goods or services;
- acceptance of kickbacks;
- engaging in any unethical act to entice a customer or potential customer to do business with the Company;
- accepting, soliciting or giving gifts, gratuities or any other personal benefit or favor from or to suppliers, potential suppliers or customers, except as provided in this Code;
- failure to accurately report the proceeds from the disposal of assets;
- misstatement of travel or expense reports, including processing of non-business items for expense report reimbursement;
- falsification of any reports submitted to financial or operational management including but not limited to:
- misreporting or manipulating revenue or expenses to enhance reported financial results,
- delay in reporting revenues,
- delay in reporting expenses,
- misstating quantities of physical inventories or the cost basis of inventories, and
- submission of inflated or fictitious inter-company expenses;
- engaging in any action to fraudulently influence, coerce, manipulate, or mislead any independent public or certified accountant engaged in the performance of an audit of the Company’s financial statements for the purpose of rendering such financial statements materially misleading;
- misuse of Company computer resources;
- unauthorized or improper access, misuse, modification, destruction or disclosure of Company data/software or non-Company data/software for which the Company has been identified as accountable for processing, accessing and/or storing;
- failure to follow policies relating to capital expenditures; and,
- theft of any nature (cash, equipment, parts, etc.).

G. ACCOUNTING AND FINANCIAL INTEGRITY

1. Financial Accounting System. Our financial accounting system was established to report, control and maintain the accuracy of all of our financial transactions. Our books, records and accounts must reflect, accurately and fairly, and within our normal system of accounting, all of our transactions. Our assets and liabilities must be recorded pursuant to generally accepted accounting procedures.

2. Compliance. Every director, officer and employee of the Company, and particularly the Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer, and all other senior financial officers of the Company are required to comply in all respects with all applicable laws, rules and regulations regarding financial accounting and reporting. This includes, but is not limited to, the laws, rules and regulations of the Securities and Exchange Commission ("SEC"), the New York Stock Exchange ("NYSE") and the Financial Accounting Standards Board ("FASB").

3. Record Keeping. Good financial reporting starts with good recordkeeping, and the Company and its management rely on its records to prepare financial statements that present its results of operations and financial position in a full, fair, accurate, timely and understandable manner. These financial statements are relied on by stockholders, creditors, governmental authorities, and the public. It is, therefore, critical that all employees involved with recording, summarizing and maintaining business and accounting records do so in accordance with the following:

- all assets, liabilities, revenues and expenses will be recorded in the financial records of the Company and its subsidiaries;
- no undisclosed or unrecorded funds or accounts will be established for any purpose;
- no false or artificial entries will be made for any reason; and,
- no payments will be approved or made with the intention or understanding that any part of the payments are to be used for any purpose other than that described by the documentation supporting the payment.

4. Preparation & Finalization Of Financial Information. Persons involved in preparing and finalizing the Company's financial information, whether for internal or external reporting purposes, should do so in accordance with the following:

- assist in maintaining internal control over financial reporting;
- inform the Disclosure Committee (the committee chaired by the Chief Accounting Officer responsible for ensuring that appropriate controls and procedures are in place and followed for all quarterly and annual financial filings) promptly of business transactions, events or circumstances that could have a material impact on the Company's financial statements;
- communicate openly and honestly with the Company's external public accountants with respect to quarterly and annual financial reporting and related disclosures; and,
- ensure the financial statements and related disclosures include all information deemed necessary to achieve an appropriate degree of transparency of business transactions.

5. Fraud. Company policy prohibits all fraudulent activity. Fraud includes, but is not limited to, the following actions:

- dishonest or fraudulent acts;

- embezzlement of Company funds;
- forgery or alteration of negotiable instruments such as Company checks and drafts;
- misappropriation of Company, employee, customer, partner or supplier's property;
- conversion to personal use of cash, securities, supplies or any other Company assets;
- unauthorized handling or reporting of Company transactions;
- falsification or material omission of client or prospective client records or information for any reason; and/or,
- falsification of Company records or financial statements for personal or other reasons.

Any violations of the Company's fraud policy will result in immediate dismissal. Any employee, officer, director or agent who suspects that any fraudulent activity has occurred, or may potentially occur, is required to immediately report such concern as specified below.

6. Improper Payments. Under no circumstances is it acceptable to offer, give, solicit, receive or authorize any form of bribe, kickback, or improper inducement, payment or gift in connection with Company business. This principle applies to Company transactions everywhere in the world, even in situations where the practice is widely considered "a way of doing business." Under some federal statutes (such as the U.S. Foreign Corrupt Practices Act), these are criminal acts that can lead to prosecution.

In order to ensure that you are acting on the Company's behalf and are not offering or receiving what could be considered to be a bribe, kickback or other fraudulent activity, all agreements and like transactions should be covered by written contracts and documented in accordance with the Company's legal and accounting requirements and ethical business practices. The compensation outlined in such contracts must be clearly commensurate with the activities undertaken or the goods or services exchanged. Limits on authority must be strictly observed and payments above authorized levels require advance approval by your supervisor in conjunction with the Corporate Finance Department.

7. Procedures When There Is A Concern. The procedures set out in Section 8 below are applicable to concerns relating to any accounting, internal accounting controls, or auditing matters, including, without limitation, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- fraud or deliberate error in the recording and maintaining of financial records of the Company;
- deficiencies in or noncompliance with the Company's internal accounting controls;
- misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company; or,
- deviation from full and fair reporting of the Company's financial condition.

8. Reporting Your Concerns About Accounting Matters. Anyone with concerns regarding accounting, internal accounting controls, or auditing matters (“Accounting Matters”) **may report their concerns by any one or more of the following ways:**

- directly to the Chief Financial Officer;
- on a confidential basis directly the General Counsel or;
- on a confidential basis to the Chairman of the Audit Committee of the Board of Directors; or,
- on a confidential and/or anonymous basis to My Safe Workplace by web at www.mysafeworkplace.com , telephone at **800-461-9330** established for that purpose as described in Section 9 below.

All such reports will be investigated under the direction of the Audit Committee of the Board of Directors. Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee of the Board of Directors. If the reported concern was not made on an anonymous basis, a report will be made to the person reporting the concern after the investigation is completed.

9. Reporting Your Concerns Regarding Accounting Matters via My Safe Workplace. To report your concerns regarding Accounting Matters through www.mysafeworkplace.com or 800-461-9330, you should use the following procedure:

- a. Dial **1-800-461-9330** (toll free) to be connected to a trained intake specialist or go to www.mysafeworkplace.com.
- b. The intake specialist will ask you for a detailed description of the factual basis for your complaint or concern. This is necessary to ensure that the Compliance Officer and/or the Audit Committee has sufficient information to conduct an appropriate investigation, if necessary.
- c. Your report will then be assigned a unique file identification number, which you will need to record for further reference.

The anonymous report will be forwarded to the Chairman of the Audit Committee for initial review. All such reports will be investigated under the direction of the Audit Committee of the Board of Directors. Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee of the Board of Directors. If the reported concern was not made on an anonymous basis, a report will be made available after the investigation is completed and the person who reported the concern may obtain that report by contacting the external hotline service provider and using the password and file identification number provided to them.

10. Non-Retaliation. While complaints and concerns regarding Accounting Matters may be made on an anonymous basis, you are encouraged to identify yourself so that you may be contacted in the event further information is needed or to report our response to your concern. In any case, your identity in making a report will be maintained in confidence to the fullest extent possible, consistent with the need to conduct an adequate review. We will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of concerns regarding Accounting Matters or otherwise as specified in Section 806 of the Sarbanes-Oxley Act of 2002.

H. REPORTING AND COMPLIANCE WITH THE CODE'S STANDARDS

1. Reporting of Violations. Any Covered Person having knowledge of any actions prohibited by this Code must report such activity immediately to his or her supervisor, the Chief Executive Officer of Company, or the General Counsel. Prohibited actions involving directors and executive officers should be reported to the Audit Committee. Suspected violations or good faith concerns regarding accounting, internal accounting controls or auditing matters should be reported directly to the Audit Committee of the Board of Directors. Covered Persons are expected to cooperate in internal investigations of misconduct.

In some situations it is difficult to determine if a violation occurred. In order to afford a fair process by which to determine violations of the Code, Covered Persons should keep the following in mind:

- a. make sure that the reporting person has all the facts available to him or her;
- b. use judgment and common sense in determining whether an act seems unethical or improper;
- c. discuss the situation with the supervisor or manager; and,
- d. if one is unsure of what to do in any situation, he or she should confer with the General Counsel before acting.

2. Reporting Your Own Violations. If you are involved in a violation of this Code, you must report it immediately to the executive officer over your area, the Chief Executive Officer, the General Counsel, or the Chairman of the Audit Committee of the Board of Directors. The fact that you reported the violation, together with the degree of cooperation displayed by you and whether the violation was willful or unintentional, will be given consideration by the Company in any resulting disciplinary action.

3. Warning Signs. The following are examples of warning signs of unethical behavior which you should be aware of:

- "Well, maybe just this once."
- "No one will ever know."
- "It doesn't matter how it gets done as long as it gets done."
- "It sounds too good to be true."
- "Everyone does it."
- "Shred that document."
- "We can hide it."
- "No one will get hurt."
- "What's in it for me?"
- "That would destroy the competition."
- "We didn't have this conversation."

4. Investigations Of Violations. Except as provided above with respect to Accounting Matters, all investigations will be coordinated by the General Counsel and, as necessary, the chief financial

officer, and/or outside legal counsel. Covered Persons are expected to fully cooperate in the investigation of any alleged violation of the Code or related Company policies or procedures. If the result of an investigation indicates that corrective action is required, the Company will decide what steps it should take to rectify the problem and avoid its recurrence. It is imperative that reporting Covered Persons do not conduct their own investigations. Investigations of an alleged violation may involve complex legal issues. Acting on your own may compromise the integrity of an investigation and adversely affect both you and the Company.

5. Prohibition Against Retaliation. It is the Company's policy not to allow retaliation against any Covered Person for reports of misconduct or suspected violation of this Code by another person made in good faith, for providing to a law enforcement officer any truthful information relating to the commission or possible commission of any federal offense, or for providing information on actions such Covered Person reasonably believes to be violations of securities laws, rules of the Securities and Exchange Commission, or other federal laws relating to fraud against stockholders.

No person reporting a violation or suspected violation will be made to suffer public embarrassment or be subject to harassment or retaliation because of any good faith reporting. Any Covered Person who attempts or is responsible for reprisals against individuals, who in good faith report known or suspected violations, will be subject to disciplinary action. However, the submission of reports that are known to be false constitutes a violation of the Code and will result in stern disciplinary action.

6. Enforcement. The Company must ensure prompt and consistent action against violations of this Code and reporting of violators to the appropriate authorities. All management personnel of the Company shall be responsible for the enforcement of this Code. Management shall periodically review the rules and procedures contained herein with the Covered Persons to ensure that the Covered Persons understand and comply with this Code.

7. Waivers. Any waiver of this Code for any director, executive officer or senior financial officer of the Company may be granted only upon approval by the Board of Directors and disclosed in accordance with an applicable exchange rules or securities laws. A waiver of this Code for other directors, officers or employees of the Company may be granted only by the Chief Executive Officer of the Company in writing. For purpose of this Code, a "senior financial officer" means the principal financial officer, principal accounting officer, controller, and other persons performing similar functions.

8. Sanctions. Any Covered Person who is found to have violated this Code, or knowingly permits a Covered Person under his or her supervision to do so, may be subject to immediate disciplinary action, including, but not limited to, reassignment, demotion, or, where appropriate, dismissal and legal proceedings to recover the amount of any improper expenditures and any other losses that the Company may have incurred as a result of such violation. Violations of this Code may also result in prosecution of the individual under applicable criminal law statutes.

9. Interpretation. All questions regarding the interpretation, scope, and application of the policies set forth in this Code should be referred to the General Counsel of the Company.

I. IMPLEMENTATION OF THE CODE.

1. Acknowledgment. Each Covered Person will be required to sign an acknowledgment annually certifying that he or she has read, understands and agrees to abide by the policies set forth in this Code.
2. Training. The Company from time to time shall conduct training to ensure that all Covered Persons are aware of the Code and its provisions and procedures.
3. Availability of the Code. All employees, officers and directors of the Company will receive a personal copy of this Code. If at any time you need an additional copy of the Code, please contact your supervisor or the General Counsel, and that person will promptly provide you with another copy. In addition, a copy of this Code is available on the Company's Internet site at www.lsgc.com.
4. Questions Regarding the Code. The Company is committed to providing timely and specific guidance to you with respect to the Code and its various policies and procedures. If you have a question concerning the Code or the Company's related policies and procedures, if you feel the need to seek guidance with respect to a legal or ethical question, or if you wish to report a violation of the law or this Code, you are strongly encourage to consult with the General Counsel. You may also report violations of the Code to the Chairman of the Audit Committee of the Board of Directors:

Kaj den Daas
Telephone +31 655 164 898
E-Mail Kaj.dendaas@lsgc.com

CODE OF BUSINESS CONDUCT AND ETHICS ACKNOWLEDGMENT

By signing below, I acknowledge and certify that I have received, read, and understand Lighting Science Group Corporation Code of Business Conduct and Ethics (the "Code").

Except as may be required by local law or by a specific written contract between the Company and me, I acknowledge that my employment relationship with the Company is terminable at will, by the Company or me, at any time, for any reason, with or without cause.

I agree to comply with the Code and conduct the business of the Company in keeping with the highest ethical standards and to comply with international, federal, state and local laws applicable to the Company's business. I understand that failure to comply with the Code will lead to disciplinary action by the Company, which may include termination of my employment and/or the reduction of compensation or demotion.

Signature	
Printed Name	
Title	
Date	

Please sign and return the entire document to the Director of Human Resources and keep a copy for your own files.