

ENERGY FOCUS, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Effective August 9, 2016

MEMBERSHIP

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Energy Focus, Inc. (the “Company”) shall consist of two or more directors. Each member of the Committee shall be independent in accordance with the rules of the Nasdaq Stock Market (“Nasdaq”).

The members of the Committee shall be appointed by the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

PURPOSE

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the Company’s director nominations process and procedures, developing and maintaining the Company’s corporate governance policies and any related matters required by Nasdaq or federal securities laws.

DUTIES AND RESPONSIBILITIES

The Committee shall have the following responsibilities:

1. To determine, make recommendations, and review periodically with the Board, the appropriate number of directors that shall constitute the Board at any given time, along with the qualifications, qualities, skills, and other expertise required to be a director, including any Executive Chairman of the Company (the “Director Criteria”), which shall initially include: their diversity of personal and professional background, experience, and perspective; personal and professional integrity, ethics and values; experience relevant to the Company’s industry and relevant concerns; practical and mature business judgment, including the ability to make independent analytical inquiries; the ability to commit sufficient time and attention to the activities of the Board; specific experience with accounting, finance, leadership and strategic planning; satisfaction of applicable independence criteria for independent members; and the absence of potential conflicts of interest with the Company’s interests.
2. To search for, identify and/or screen individuals qualified to become members of the Board, including any Executive Chairman of the Company, consistent with the Director Criteria. The Committee shall consider any director candidates

recommended by the Company's stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company's certificate of incorporation and bylaws.

3. To make recommendations to the Board regarding the selection and approval of the nominees for director of the Company to be submitted to a stockholder vote at the annual meeting of stockholders.
4. If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.
5. Evaluate the "independence" of directors and director nominees against the Nasdaq independence requirements, applicable rules and regulations promulgated by the Securities and Exchange Commission and other applicable laws, and make a recommendation to the Board with respect to such determination.
6. To develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, to review these principles at least once a year and to recommend any changes to the Board.
7. To oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework, including its certificate of incorporation and bylaws.
8. To develop, in consultation with the Board, a process for regular evaluation of the Board and its committees, and to oversee the conduct of this evaluation.
9. The Committee shall confirm with the other Board committees, at least annually, that the charters governing such committees have been reviewed and any changes thereto have been approved or ratified by the Board.
10. To review the Board's committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairperson annually.
11. The Committee shall consider, develop and recommend to the Board such policies and procedures with respect to the nomination of directors or other corporate governance matters as may be required or required to be disclosed pursuant to any rules promulgated by the Securities and Exchange Commission, Nasdaq, or otherwise considered to be desirable and appropriate in the discretion of the Committee.

12. Review the Board's leadership structure in light of the specific characteristics or circumstances of the Company, including whether the role of Chairman and Chief Executive Officer ("CEO") should be separate and whether to appoint an Executive Chairman, and recommend any changes to the Board for approval.
13. To develop and recommend to the Board for approval, after taking into account any input provided by the Compensation Committee, a CEO succession plan (the "Succession Plan"), to develop and evaluate potential candidates for CEO and recommend to the Board any changes to, and any candidates for succession under, the Succession Plan.

STRUCTURE AND OPERATIONS

The Committee shall meet at least two times a year at such times and places as it deems necessary to fulfill its responsibilities. The Board shall designate a member of the Committee as the chairperson. The chairperson will, in conjunction with appropriate members of the Committee and management, establish the meeting calendar and set the agenda for each meeting. The chairperson of the Committee or a majority of the members of the Committee may call special meetings of the Committee.

In the absence of the chairperson at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting. The Committee is otherwise governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such information as the Committee requests.

The Committee may meet in executive session outside the presence of the Company's executive officers.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

OUTSIDE ADVISORS

The Committee shall have the sole authority to retain, compensate, direct, oversee or terminate counsel, search firms and/or other advisors to assist the Committee in carrying out its responsibilities, including sole authority to approve the advisor's fees and other retention terms, such fees to be borne by the Company.

DELEGATION OF AUTHORITY

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion, to the extent consistent with any applicable laws and the regulations and rules of Nasdaq.

PERFORMANCE EVALUATION

The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.