

CODE OF ETHICS AND BUSINESS CONDUCT

**Adopted June 2003
Revised September 2011**

INTRODUCTION

Acuity Brands, Inc. (“Acuity Brands” or the “Company”) expects all of its employees, officers and directors to act with the highest ethical standards and comply with all applicable laws. This Code applies to Acuity Brands and all of its subsidiaries.

This Code explains specific standards of business conduct applicable to people acting on Acuity Brands’ behalf. The standards set forth in the Code, which sometimes may be stricter than legal requirements, are designed to protect the integrity of the Company and to ensure compliance with laws and regulations wherever the Company does business. Conduct that violates this Code may result in disciplinary action including termination of employment.

Certain legal requirements addressed in this Code are covered by specific compliance policies and guidelines issued by Acuity Brands. These compliance policies and guidelines are available from the Acuity Brands legal department upon request or through its intranet website. In addition to these specific policies and guidelines, the Company publishes various other policies, procedures and rules from time to time, and directors and employees are expected to comply with these policies, procedures and rules as well.

This Code shall be available on the Company’s website at *www.acuitybrands.com*.

PURPOSE

This Code articulates the Company’s expectations for business conduct for its directors and employees at all levels within the organization, including all members of the Board of Directors, the Acuity Leadership Team and senior financial officers. It is designed to deter wrongdoing and to promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and in other public communications made by the Company;
- compliance with applicable governmental laws, rules and regulations;

- the prompt internal reporting of Code violations; and
- accountability for adherence to this Code.

CONDUCT STANDARDS

Complying with Laws

Acuity Brands is committed to conducting our businesses in accordance with the letter and the spirit of the laws in the countries in which we operate. All directors and employees of the Company are responsible for fulfilling this commitment by being knowledgeable about applicable laws, rules and regulations and by steadfastly complying with their legal obligations in the performance of their Company responsibilities. For questions or clarification, directors and employees should consult the Company's Legal Department.

Ensuring a Positive Work Environment

Equal Opportunity for All Employees

One of the four building blocks of The Acuity Brands Way is "how we work together." We are committed to providing a positive, constructive and action-oriented environment that supports diversity in individuals and their talents, thoughts, and perspectives.

Acuity Brands is an equal employment opportunity employer. Employment opportunities are available regardless of race, color, sex, religion, national origin, age, disability, veteran status, or other legally protected status. This commitment applies to all aspects of the employment relationship, including recruiting, hiring, training, work assignment, promotion, transfer, termination, and wage and salary administration.

Recognizing equal employment opportunity can only be achieved through demonstrated leadership and aggressive implementation of the Company's Affirmative Action Plans, which the Company maintains in accordance with applicable law, all employees are expected to make every reasonable effort to carry out their affirmative action responsibilities to assure that equal employment opportunity is available to all. All employees must demonstrate respect for all other employees and commitment to Acuity Brands' equal employment opportunity and affirmative action objectives.

Freedom from Harassment and Violence-Free Workplace

Acuity Brands is committed to providing a positive, productive work environment for all employees. Acuity Brands shall treat all employees fairly and with dignity and respect. Acuity Brands will not tolerate any harassment, discrimination or unlawful treatment of employees by anyone, including any supervisor, co-worker, vendor, client, or customer of

Acuity Brands.

The prohibition against harassment includes harassment for any discriminatory reason, such as sex, race, national origin, disability, age or religion, as well as any other unprofessional and discourteous actions toward employees. Accordingly, derogatory or inappropriate conduct - whether verbal, written, physical, or graphic - for any discriminatory reason will not be tolerated. All of Acuity Brands' directors and employees are responsible for helping to enforce this policy and ensuring that the work environment remains pleasant and professional for all who work at Acuity Brands.

Further, acts or threats of violence, including inappropriate verbal or physical threats, intimidation, harassment, and/or coercion will not be tolerated. Behavior that threatens the safety of people or property, or has the potential to become violent, should be reported immediately. In addition, firearms (even if licensed and permitted), ammunition, weapons, and explosives are forbidden inside Company facilities or in Company vehicles.

Drug-Free and Alcohol Free Workplace

Acuity Brands is committed to providing its employees with a safe work environment that is free from the effects of illegal drugs and alcohol.

The unlawful manufacture, distribution, dispensation, possession, or being under the influence of, illegal drugs or alcohol on the job is prohibited. "Illegal drugs" refers to any drugs or controlled substances that are not prescribed by a licensed medical doctor (other than over-the-counter drugs) and prescription or over-the-counter drugs that are used in a manner inconsistent with the instructions of either a licensed medical doctor or the over-the-counter drug.

The moderate consumption of alcohol at business events is allowed so long as any legal requirements are not violated and good judgment is exercised.

Sound Environmental, Safety, and Health Practices

Acuity Brands is committed to an injury-free and illness-free workplace that is operated in an environmentally sound manner in compliance with all relevant laws and regulations that protect worker safety and the environment. Employees should perform work in a safe manner.

Acuity Brands strives diligently to avoid any adverse impact to the environment and the communities in which it does business. In furtherance of this standard, Acuity Brands' goal is to eliminate, to the fullest extent practicable, the use of hazardous materials and the generation of solid and hazardous waste in its operations. Acuity Brands continuously assesses potential environmental consequences and legal environmental requirements relating to its operations. To ensure compliance, Acuity Brands maintains an effective environmental compliance program.

Engaging in Fair Competition

Antitrust and Competition

Acuity Brands' policy is to compete vigorously, independently, and fairly in compliance with all applicable antitrust and competition laws and without any anticompetitive understandings or agreements with its competitors. Accordingly, Acuity Brands' employees cannot agree (formally or informally) with competitors to fix prices, manipulate or divide markets or customers, or boycott customers, and cannot attempt to unfairly monopolize a market, or engage in any other acts or agreements that inappropriately restrict or restrain competition. Arrangements such as joint ventures, mergers and acquisitions, requirement contracts, and tying contracts (*e.g.*, contracts that require a customer to purchase one product or service as a condition to the sale of another product or service) may also trigger antitrust concerns and should be discussed with the Legal Department.

Acuity Brands' employees and officers are required to conduct their operations in accordance with the foregoing and with the applicable antitrust and trade practice guidelines provided by Acuity Brands.

Restrictive Covenants with Third Parties

Acuity Brands does not condone activities that seek to gain an unfair competitive advantage. No individual may engage in any activity which violates any valid restrictive covenants entered into by that individual for the benefit of a third party, and no individual may, directly or indirectly, use or disclose any confidential information or trade secrets of a third party that the individual obtained while employed by or associated with such third party.

Government Contracts

Acuity Brands is committed to complying with all applicable laws and regulations relating to government contracts and to ensuring that its reports and certifications to government officials are accurate and complete and that any deviations from contract requirements are properly approved. Everyone at Acuity Brands who is engaged in government contracting or subcontracting work is expected to adhere to specific company policies and procedures which reflect the special rules under the Federal Acquisition Regulation, establish standards of conduct for employees, and identify the special compliance risks in doing business with the government.

Protecting the Company's Assets

Financial Reporting

All transactions must be recorded so as to permit preparation of financial statements in conformity with generally accepted accounting principles. No false or misleading entries

may be made in the books and records of the Company for any reason, and no employee may engage in any arrangement that results in such a prohibited act.

No undisclosed or unrecorded fund or asset of the Company may be established for any purpose.

No payment on behalf of the Company may be approved without adequate supporting documentation or made with the intention or understanding that any part of such payment is to be used for any purpose other than as described by the documents supporting the payment.

From time to time, the Company may publish written policies on financial reporting, disclosure and compliance to reinforce the financial reporting expectations in this Code. All employees at Acuity Brands, including the Company's senior financial officers and other financial employees, are expected to implement and strictly follow these written policies.

Gifts to Third Parties

No funds or assets of the Company may be used directly or indirectly for excessive entertainment of, or gifts of significant value to, customers and other commercial parties. All reimbursable entertainment must be identified on expense reports and other documents and are subject to supervisory review, including a determination that expenditures conform to the letter and spirit of this policy. For purposes of this standard, "gifts of significant value" will include money of any amount.

Some government agencies prohibit any entertaining of, or gifts to, their employees, and in such cases no entertainment or gifts will be permitted. In addition, the Company complies fully with the Foreign Corrupt Practices Act, which specifically prohibits any payment to foreign officials, including political parties or candidates, for the purpose of obtaining or retaining business for the Company or otherwise securing any improper advantage.

Loans and Political Contributions

No funds or assets of the Company may be used directly or indirectly for: (a) loans to any federal, state, local, or foreign government official or employee or to any entity in which the government official or employee is known to have a material interest; or (b) any contributions to political parties or to candidates for political office. This prohibition also applies to indirect contributions or payments made in any form such as those made through consultants, advisors, suppliers, customers, or other third parties. Employees and directors may, however, engage in political activity with his or her individual resources and on his or her personal time. Any such political activity shall not be conducted in a way that might appear to be an endorsement or contribution by the Company. The Company will not reimburse its directors or employees for political contributions.

International Business Laws

Employees, officers, and directors are expected to comply with all applicable laws

whenever and wherever they travel on Company business, including laws prohibiting bribery, corruption or the conduct of business with specified individuals, companies or countries. Employees and officers must also comply with the Company's Foreign Corrupt Practices Act Compliance Policy. Employees and officers must also comply with U.S. laws, rules and regulations governing the conduct of business by U.S. citizens and corporations outside of the United States, including the Foreign Corrupt Practices Act, embargoes, export controls and anti-boycott compliance. If any employee, officer, or director has a question as to whether an activity is restricted or prohibited, please contact the Company's Legal Department prior to taking any action.

Intellectual Property

One of the Company's most valuable assets is its intellectual property – including patents, trade secrets, trademarks, service marks, and copyrights. Employees must safeguard the Company's intellectual property by using it only in ways that are consistent with applicable law and by not allowing third parties to use the Company's intellectual property without appropriate legal protections approved by Acuity Brands' counsel. The Company also will not permit the unauthorized use of the intellectual property rights of others. Inventions and ideas of employees, which are created by employees in connection with the Company's business, research, development, design, or manufacturing efforts, are the property of the Company.

The Company's Confidential Information

The Company's confidential information is vital to the Company's success. "Confidential information" is financial, business, or technical information, both oral and written, about the Company, its products, suppliers, or customers that is (a) classified as proprietary, secret, or confidential, or (b) not known to the public or our competitors, and which provides the Company with a competitive advantage. No director or employee may use or disclose any confidential information regarding the Company or its customers, operations, finances, or business dealings, except in connection with the individual's work for the Company or as required by legal process. This policy also applies to any confidential information of third parties of which the individual becomes aware during the course of his or her employment or directorship. Care should be taken not to leave documents containing confidential information visible on desks, not to throw such documents away in a trash can without shredding the documents, and not to discuss confidential information in public places.

Misappropriation of Company Property

Assets of the Company (or third parties doing business with the Company) may not be appropriated for personal use. Similarly, personal expenses may not be charged to or otherwise paid by the Company, except as permitted under approved fringe benefit policies.

Corporate Opportunities

Employees, officers, and directors owe a duty to the Company to advance the

Company's legitimate business interests when the opportunity to do so arises. Employees, officers, and directors are prohibited from taking for themselves personally opportunities that are discovered through the use of corporate property, information or position, using corporate property, information or position for personal gain or competing with the Company.

Use of Company Software

Unauthorized acquisition, copy, or use of computer software of the Company or any third party is prohibited. Software must be used only in accordance with the terms of its license agreement. Unless otherwise provided in the license, no employee may make or distribute copies of software or documentation for use within or on behalf of the Company or for personal use or for the use of others, including customers and family members. All software used by or on behalf of the Company or on Company-owned computers must be purchased through the appropriate channels in the Company using approved procedures. Software may not be brought in from any unauthorized source, including downloading from the Internet.

Use of Electronic Devices

Electronic devices that belong to the Company and electronic services provided by the Company must be used for the purpose of conducting the Company's business. The Internet can be a valuable source of information and research. In addition, e-mail can provide an excellent means of communicating with directors, employees, customers, outside vendors, and other businesses. All computer users are obligated to use these resources responsibly, professionally, ethically, and lawfully. The systems should not be used in any way that may be disruptive to Company operations or violative of Company policy or law (for example, to send or receive, view, or download information of a sexual, obscene, or racially objectionable nature). In addition, data, programs, documents, correspondence, and other files stored on or transmitted by these electronic devices are the property of the Company and must be safeguarded with the same diligence as traditional paper documents. While occasional personal use of the Company's system is permitted as long as such use does not interfere with the individual's job responsibilities, individuals should be aware that all electronic information (such as e-mail messages stored on the Company's systems) are the property of the Company, and the Company, at its discretion, reserves the right to access and disclose any electronic information for any purposes, including computer files, messages sent over its e-mail system, or information accessed through its Internet connection.

Return of Company Property upon Termination

All property of the Company, including materials produced by employees and confidential information, must be returned to the Company immediately upon termination of employment.

Insider Trading

Every employee, officer, and director of the Company is subject to, and has a personal responsibility to review and understand, the Company's Insider Trading Policy. If

any employee, officer, or director of the Company has any questions regarding the policy or its requirements, he or she should contact the Company's Legal Department.

Public Communications

It is the Company's policy to disclose material information concerning the Company to the public only in accordance with Regulation FD and related Company policies put into place from time to time in order to avoid inappropriate publicity and ensure that all such information is communicated in a way that is reasonably designed to provide broad, non-exclusionary distribution of information to the public.

Avoiding Conflicts of Interest

Employees, officers, and directors shall avoid any personal relationship, activity, investment or association that competes with the Company, impairs such employee's, officer's, or director's ability to fulfill his or her responsibility to the Company, could appear to interfere with such employee's, officer's, or director's good judgment concerning the Company's best interests or involves or may involve an actual or potential conflict between his or her personal interest and the interest of the Company.

A conflict of interest exists when personal interests may interfere with an employee's ability to exercise his or her judgment objectively or to do his or her job in the best interests of Acuity Brands. Employees should take care to avoid conflicts of interest including those described below.

Ownership Interest in Customers, Suppliers or Vendors

Employees or officers dealing with clients, suppliers, contractors, competitors or any person seeking to do business with the Company shall act in the best interest of the Company at all times. Directors, officers, and employees must disclose in writing any ownership, control, or beneficial interest they may have in any firm seeking to do business with the Company or any relationship with any person who might benefit from such a transaction. Business transactions where such a material interest or relationship is or reasonably could be expected to be present may only be pursued if a written waiver is first granted in accordance with this Code. Ownership or beneficial interest of less than 1% of the outstanding stock of publicly held companies is excluded from this policy.

Ownership Interest in Competitors

Directors and employees may not hold investments in firms competing directly with the Company, except for investments of less than 1% of the outstanding stock of publicly held companies.

Loans to and from Customers, Suppliers and Competitors

Directors and employees may not borrow from or lend personal funds to customers, suppliers, competing companies, or their affiliates except for arms-length transactions that occur in the normal course of business.

Employment with Customers, Suppliers and Competitors

Acceptance of employment (whether or not for remuneration), compensation, or other financial benefits from a customer, supplier, or competing company while employed by the Company is strictly prohibited.

Other Outside Employment

Holding outside employment (whether or not for remuneration) or investments affecting efficiency or working hours is prohibited unless a written waiver is first granted in accordance with this Code.

Acceptance of Gifts from Suppliers or Vendors

No director or employee in a position of authorizing, selecting, or recommending the goods or services and/or suppliers or vendors to be used by the Company may accept money, excessive entertainment, or gifts of material value (including any amount of cash) from any representative of a supplier or vendor. Offers made by vendors or suppliers that violate this policy must be reported to the Legal Department, or to the Governance Committee for matters relating to directors and executive officers of the Company.

Outside Directorships

No employee may hold a directorship in an outside firm, other than non-profit organizations, without express approval in writing from the Company's Governance Committee for executive officers and senior financial officers of the Company, or by the Company's chief executive officer for all other employees.

CODE OF ETHICS FOR SENIOR OFFICERS

For purposes of Section 406 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder, this Code shall be the code of ethics for the Company's Chief Executive Officer and President, Chief Financial Officer, principal accounting officer or other chief accounting officer, and any other senior executive or financial officers of the Company performing similar functions and so designated from time to time by the Chief

Executive Officer of the Company.

ADMINISTRATION

Except as otherwise provided herein, this Code shall be administered and monitored by the Company's Legal Department and overseen by the Governance Committee of the Board of Directors. The Company's Legal Department will handle day-to-day compliance matters, including:

- receiving, reviewing, investigating and resolving concerns and reports on the matters described in this Code;
- interpreting and providing guidance on the meaning and application of this Code; and
- reporting periodically and as matters arise to the Governance Committee on the implementation and effectiveness of this Code and other compliance matters, and recommending any updates or amendments to this Code that he or she deems necessary or advisable.

The Company's Legal Department may seek the advice of the Governance Committee as to interpretation of this Code.

WAIVERS

In certain limited circumstances, the Company in its discretion may grant a written waiver for certain activities, relationships or situations that otherwise would violate or could reasonably be expected to violate this Code. To obtain a waiver, the director, officer or employee must disclose all relevant facts and information concerning the matter in writing either to (1) the Company's Governance Committee for matters involving a director or executive officer, or (2) the chief executive officer of the Company for matters relating to all other corporate employees. Waivers that are not expressly approved in writing shall be deemed to be denied.

RESPONSE TO VIOLATIONS

Questions about Situations

In the event of doubt or uncertainty about the possibility of a situation being in violation of this Code, the question should be directed to the Company's Legal Department at (770) 992-9000. The Company will then determine whether a violation of the Code exists.

Reporting Violations

Employees of the Company have a responsibility to report any violation of the Code promptly. Violations may be reported in one of the following ways:

- Your supervisor
- Another member of management
- The Legal Department or Human Resources, as appropriate
- Anonymously through the Company's Hotline by calling 1-800-241-5689 (in Mexico call 001-866-396-4241; outside of the United States and Mexico call collect 1-770-810-1134) 24 hours a day, 7 days a week. Reports classified as accounting/audit irregularities, insider trading, improper loans to executives, retaliation against whistleblowers, fraud, kickbacks, falsification of Company records, or conflicts of interest will be referred automatically to the Company's Audit Committee. Employees will not be disciplined or retaliated against in any way for reporting violations in good faith.

In addition, the Company has a Whistleblower and Non-Retaliation Policy which should be followed with respect to (1) complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (2) the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

Consequences for Violations

The Company will take prompt and appropriate remedial action in response to violations of the Code. Any employee or director who engages in conduct prohibited by the Code as determined by the Company will be subject to discipline up to and including termination or removal. Additionally, the Company may be required to report certain violations to appropriate government or legal authorities.