

**ACUITY BRANDS, INC.**  
**STATEMENT OF RESPONSIBILITIES**  
**OF COMMITTEES OF THE BOARD**

**Adopted October 2011**

The committees of the Board of Directors (the “Board”) shall be designated as provided in the By-Laws of the Corporation and shall conduct meetings and other activities in accordance with the rules and procedures set forth in the Corporation’s By-Laws and the Statement of Rules and Procedures of Committees of the Board. The description of each committee below shall constitute its charter; the committees of the Board shall be organized and shall have responsibilities and duties as set forth below. Each committee is delegated such authority and powers as may be necessary or appropriate to fulfill such responsibilities and perform such duties. However, such authority and powers shall not extend to authorizing action proposed to be taken by or on behalf of the Corporation except for (a) the Executive Committee, to the full extent of its authority and powers and (b) each other committee, to the extent it is expressly empowered herein below to approve any such action. Each committee shall report to the Board concerning its activities and, within the areas of the Corporation’s affairs for which it is responsible, shall make such recommendations to the Board and to Management as it considers appropriate.

**EXECUTIVE COMMITTEE**

The Executive Committee shall consist of not less than three directors, all of whom shall be “independent” directors as defined by the Corporate Governance Guidelines, except that the Executive Committee shall be chaired by the Chairman of the Board, who may be an employee of the Corporation. Except to the extent restricted by the Delaware General Corporation Law or the Corporation’s Certificate of Incorporation, the Executive Committee shall, when the Board is not in session, have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation, including, without limitation, the power and authority to declare a dividend, to authorize the issuance of stock, and to adopt a certificate of ownership and merger pursuant to of the Delaware General Corporation Law. The Executive Committee shall provide such guidance and assistance to Management as may be requested from time to time and consider such other matters, including significant matters of public policy which may affect the Corporation, as may be referred to it by the Board or properly brought before it.

**AUDIT COMMITTEE**

The Audit Committee shall consist of not less than three directors, all of whom shall be “independent” directors as defined by the Corporate Governance Guidelines, the U.S. Securities and Exchange Commission (the “SEC”), Sections 303A.02 and 303A.06 of the New York Stock Exchange Listed Company Manual and the Sarbanes-Oxley Act of 2002. In

satisfaction of the expertise requirements of the New York Stock Exchange and the SEC, (1) all members of the Committee shall have a basic understanding of finance and accounting and be able to read and understand fundamental financial statements, (2) at least one member of the Committee shall have accounting or related financial management expertise, and (3) at least one member of the Committee shall be an “audit committee financial expert” as defined by the SEC, in each case as such qualification is interpreted in the business judgment of the Board. Membership of the Committee shall be recommended by the Governance Committee, as provided in the Corporate Governance Guidelines.

The Committee shall meet at least four times annually, or more frequently as circumstances dictate, and shall report regularly to the Board. The Committee shall meet separately in executive session at each regular meeting of the Committee with the Chief Financial Officer or other members of Management, the person(s) responsible for the internal audit function, the independent auditors, the primary compliance officer, and as a committee to discuss any matters that the Committee or each of these groups believe should be discussed. The authority and powers of the Audit Committee shall include, without limitation, the authority to engage legal counsel and other advisors at the Corporation’s expense without seeking approval from the Board or Management. The Corporation shall provide for adequate funding, as determined by the Audit Committee, for payment of all expenses that are necessary or appropriate for the Audit Committee to carry out its duties.

The purpose of the Audit Committee is to: (a) assist Board oversight of (1) the integrity of the Corporation’s financial statements, (2) the Corporation’s compliance with legal and regulatory requirements, (3) the independent auditor’s qualifications and independence, and (4) the performance of the Corporation’s internal audit function and auditors, and (b) prepare the Audit Committee Report for the Corporation’s annual proxy statement. Accordingly, the Committee shall:

- (1) Retain independent auditors for the Corporation, review and oversee the independence and performance of the independent auditors (including ensuring rotation of audit personnel in accordance with applicable legal and regulatory requirements) and discharge such auditors when deemed necessary or desirable;
- (2) Review with the independent auditors their fees and plans for all auditing services, including: scope, staffing, locations, reliance upon Management and the internal auditors, general audit approach and financial risk assessment;
- (3) Pre-approve all auditing services and permitted non-audit services provided to the Corporation by its independent auditors in accordance with Section 10A of the Securities Exchange Act of 1934;
- (4) Request and review the independent auditors’ periodic formal written statement delineating all relationships between the independent auditors and the Corporation, discuss with the independent auditors any disclosed relationships or services that may impact the objectivity and independence of

the auditors, and recommend that the Board take appropriate action in response to the auditors' report to satisfy itself of such auditors' independence;

- (5) Periodically, normally on an annual basis, discuss with the independent auditors any required communications between the independent auditors and Management.
- (6) Meet to review and discuss with management and the independent auditors the Corporation's annual audited financial statements and quarterly financial statements, including the Corporation's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations;" and review such other accounting and financial matters to the extent required by the SEC or the New York Stock Exchange or as may be requested by Management, including earnings press releases and the types of information generally included in presentations to investors, analysts and rating agencies;
- (7) Review with Management, internal auditors, and independent auditors the quality and integrity of the Corporation's internal controls over financial reporting and the adequacy and effectiveness of the Corporation's system of internal control, and satisfy itself that the internal auditing staff is protected from undue pressures and is provided with as much independence as is necessary to work in compliance with recognized standards of internal auditing;
- (8) Review and approve the internal audit plan and budget and obtain an understanding of the results of the audits executed during the year;
- (9) At least annually, request and review the independent auditors' report describing (a) the firm's internal quality control procedures and (b) any material issues raised by the most recent internal quality control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues;
- (10) Assure Management's full cooperation with the independent auditors and review the results of the audits conducted by the independent auditors, and in conjunction therewith review the quality of the accounting policies of the Corporation and any proposed changes in the accounting policies of the Corporation that have or may have a material impact on the Corporation's financial reports;
- (11) Discuss with the independent auditors on at least an annual basis the matters required to be discussed by Statement of Accounting Standards

No. 61, as it may be modified or supplemented, as well as any problems or difficulties the auditors encountered in the course of the audit work.

- (12) Obtain assurance from the independent auditors that the audit of the Corporation's financial statements was conducted in a manner consistent with Section 10A of the Securities Exchange Act of 1934, as amended, which sets forth certain procedures to be followed in any audit of financial statements required under that Act;
- (13) Provide the independent auditors, the compliance officer, and the audit and risk management officer with access to the Board, including access without Management representatives present;
- (14) Set clear hiring policies for employees or former employees of the independent auditors;
- (15) Review internal controls and applicable laws and regulations, and review possible exposures to contingent liabilities;
- (16) Review the financial statements and the investment guidelines governing the Corporation's investment portfolios;
- (17) Review and discuss with Management policies with respect to financial risk assessment and management;
- (18) Review matters that could have significant financial reporting implications for the Corporation, such as tax issues, litigation, and regulatory matters, and conduct such investigations into matters within the general scope of its responsibilities as it may deem appropriate from time to time or as may be referred to it by the Board;
- (19) Review matters pertaining to ERISA-qualified, funded benefit plans to the extent provided in the plans;
- (20) Prepare annually a report to shareholders, as required by the SEC, for inclusion in the Corporation's annual proxy statement;
- (21) Perform an annual self-assessment of Audit Committee performance and qualifications; and
- (22) Periodically review the Acuity Brands, Inc. Whistleblower and Non-Retaliation Policy; and
- (23) Review and reassess the adequacy of this charter at least annually, submit any recommended changes to the charter to the Board for approval, and publish the charter in accordance with the requirements of the New York Stock Exchange, the SEC and the Securities Exchange Act of 1934, as amended.

## **COMPENSATION COMMITTEE**

The Compensation Committee shall consist of not less than three directors, all of whom shall be “independent” directors as defined by the Corporate Governance Guidelines and Section 303A.02 of the New York Stock Exchange Listed Company Manual. In addition, Compensation Committee members shall be “non-employee directors” for purposes of Rule 16b-3 of the Securities Exchange Act of 1934, as amended and “outside directors” for purposes of Section 162(m) of the Internal Revenue Code. Membership of the Committee shall be recommended by the Governance Committee as provided in the Corporate Governance Guidelines.

The authority and powers of the Compensation Committee shall include, without limitation, (a) the authority to engage legal counsel, compensation consultants, and other advisors at the Corporation’s expense without seeking approval from the Board or Management and (b) the authority to delegate to subcommittees.

The Committee will meet at least two times a year, with further meetings to occur when deemed necessary or desirable by the Committee. The Committee may invite such members of Management and other persons to its meetings as it may deem desirable or appropriate; provided, however, that the Corporation’s Chief Executive Officer shall not be present during any voting or deliberations related to the Chief Executive Officer’s compensation. The Committee shall report regularly to the Board.

The Board and the Governance Committee have delegated to the Compensation Committee the responsibility for the evaluation of Management. The Committee, in consultation with the Chairman of the Board and the Chief Executive Officer, as appropriate, shall review matters pertaining to the selection, development, and compensation of Management and the compensation of the Board and shall in that regard:

- (1) With respect to the selection and development of Management:
  - (a) Review the qualifications of Management’s candidates for election as officers of the Corporation and make recommendations to the Board as to the persons to be elected as officers and the terms and conditions of their employment;
  - (b) Review the Corporation’s plan for Management development and succession;
  - (c) Review the performance of the Chief Executive Officer in consultation with non-management members of the Board; and
  - (d) Review with the Chief Executive Officer the performance of the other officers of the Corporation as defined in Rule 16a-1(f) promulgated under the Securities Exchange Act of 1934, as amended (each, a

“Section 16 Officer”), and each business unit president of the Corporation if such business unit president is not designated as a Section 16 Officer.

- (2) With respect to compensation of the Board and Management:
- (a) Review and recommend to the Board the amount of fees, benefits, and other direct and indirect compensation to be paid to directors who are not employees of the Corporation;
  - (b) Review the Corporation’s compensation programs and in furtherance thereof:
    - (i) Review and recommend for approval by the independent directors of the Board, the salary, bonus, and long-term incentives payable to the Chairman of the Board and Chief Executive Officer, including review and approval of corporate goals and objectives related to the compensation of the Chairman of the Board and Chief Executive Officer and evaluation of performance in relation to those goals and objectives;
    - (ii) Review and approve the salary, bonus, and long-term incentives payable to each Section 16 Officer of the Corporation other than the Chairman of the Board and Chief Executive Officer (the determining of compensation for all other employees of the Corporation having been delegated to Management);
    - (iii) Review all proposals with respect to incentive compensation plans, benefit plans, or perquisites in which a Section 16 Officer may participate and recommend appropriate action by the Board and otherwise make recommendations to the Board with respect to non-CEO compensation, incentive compensation plans and equity-based plans;
    - (iv) Review the Corporation’s incentive compensation arrangement to confirm that incentive pay does not encourage excessive risk taking, and periodically consider the relationship between risk management and incentive compensation;
    - (v) Administer incentive compensation or other benefit plans to the extent provided in the plans and/or to the extent otherwise prescribed by the Board;

- (vi) Oversee the preparation of the compensation discussion and analysis in accordance with SEC rules and regulations for inclusion in the Corporation's annual proxy statement and annual report on Form 10-K, review and discuss the compensation discussion and analysis with Management each year and prepare a report as to the review of the compensation discussion and analysis, as required by the SEC, for inclusion in the Corporation's annual proxy statement; and
- (3) With respect to the Committee:
    - (a) Perform an annual self-assessment of Compensation Committee performance and qualifications; and
    - (b) Review and assess annually the adequacy of the Committee's charter and submit any recommend changes to the charter to the Board for approval, and publish the charter in accordance with the requirements of the New York Stock Exchange and the SEC.

### **GOVERNANCE COMMITTEE**

The Governance Committee shall consist of not less than three directors, all of whom shall be "independent" directors as defined by the Corporate Governance Guidelines and Section 303A.2 of the New York Stock Exchange Listed Company Manual.

The authority and powers of the Governance Committee shall include, without limitation, (a) the authority to engage an outside director search firm at the Corporation's expense and to approve the associated fees and other retention terms and (b) the authority to delegate to subcommittees. The Committee will meet at least two times a year, with further meetings to occur when deemed necessary or desirable by the Committee. The Committee, in consultation with the Chairman of the Board and Chief Executive Officer, as appropriate, shall review matters pertaining to the composition, organization, and practices of the Board and shall in that regard:

- (1) Identify candidates for the Board and periodically review potential candidates, consistent with criteria as approved by the Board;
- (2) Recommend to the Board nominees for election and re-election as directors;
- (3) Review and make recommendations to the Board with respect to nominees for director proposed by stockholders;
- (4) Oversee the annual self-evaluation of the Board;
- (5) Review qualifications and performance of the incumbent Board annually

and prior to re-election;

- (6) Review and recommend to the Board policies relating to the composition and organization of the Board, including policies with respect to: the size of the Board; the desired qualifications of directors; the types, functions, size, and membership of Board committees; service on other boards; and the retirement and tenure of directors;
- (7) Review and recommend to the Board the processes and practices through which the Board conducts its business, including the adequacy of the number of meetings and the appropriateness and adequacy of information supplied to directors prior to and during meetings;
- (8) Oversee the administration of the Company's Code of Ethics and Business Conduct;
- (9) Perform an annual self-assessment of Governance Committee performance and qualifications;
- (10) Review and assess annually the adequacy of the Committee's charter and submit the charter to the Board for approval, and publish the charter in accordance with the requirements of the New York Stock Exchange and the SEC;
- (11) Review and assess annually the adequacy of the Corporate Governance Guidelines in accordance with requirements established by the New York Stock Exchange and/or the SEC and submit any recommended changes to the Board for approval; and
- (12) Review other issues of corporate governance and make such recommendations to the Board with regard thereto as the Committee may deem appropriate.