

**Adopted by the Board of Directors: March 30, 2011**

**WISDOMTREE INVESTMENTS, INC.**

**Nominating Committee Charter**

This Charter sets forth the responsibilities and powers of the Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of WisdomTree Investments, Inc. (the “Company”) as delegated by the Board. Whenever the Committee takes an action, it shall exercise its independent judgment on an informed basis that the action is in the best interests of the Company and its stockholders.

**I. PURPOSE**

As set forth herein, the Committee shall, among other things, discharge the responsibilities of the Board relating to the appropriate size, functioning and needs of the board including, but not limited to, recruitment and retention of high quality Board members and committee composition and structure.

**II. MEMBERSHIP**

The Committee shall consist of at least three members of the Board as determined from time to time by the board. Each member shall be “independent” in accordance with the listing standards of The Nasdaq Stock Market, as amended from time to time. Unless a Chair is elected by the Board, the members of the Committee shall designate a chair by majority vote of the full Committee membership.

A Committee member may resign by delivering his or her written resignation to the Chairman of the Board, or may be removed by majority vote of the Board by delivery to such member of written notice of removal, to take effect at a date specified therein, or upon delivery of such written notice to such member if no date is specified. Resignation or removal of the Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from this committee. Vacancies occurring, for whatever reason, may be filled by the Board.

**III. MEETINGS AND COMMITTEE ACTION**

The Committee shall meet at such times as it deems necessary or appropriate to carry out its duties and responsibilities. Such meetings shall be in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Meetings of the Committee shall be called by the Chairman of the Committee upon such notice as is provided for in the by-laws of the Company with respect to meetings of the Board. A majority of the members of the Committee shall constitute a quorum. Actions of

the Committee may be taken in person at a meeting or in writing without a meeting. Actions taken at a meeting, to be valid, shall require the approval of a majority of the members present and voting. Actions taken in writing, to be valid, shall be signed by all members of the Committee. The Committee shall report its minutes from each meeting to the Board.

The Chairman of the Committee shall establish such rules as may from time to time be necessary or appropriate for the conduct of the business of the Committee. At each meeting, the Chairman shall appoint as secretary a person who may, but need not, be a member of the Committee. A certificate of the secretary of the Committee or minutes of a meeting of the Committee executed by the secretary setting forth the names of the members of the Committee present at the meeting or actions taken by the Committee at the meeting shall be sufficient evidence at all times as to the members of the Committee who were present, or such actions taken.

The Committee may invite such members of management to its meetings as it may deem desirable or appropriate, consistent with the maintenance of the confidentiality of compensation discussions.

#### **IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES**

- Recommending to the Board criteria and qualifications for Board and committee membership, which shall include a description of any specific qualities or skills that the Committee believes are necessary for one or more of the Company's directors to possess.
- Recruiting and evaluating the Board candidates for nomination for election to the Board or to fill vacancies on the Board.
- Upon identifying individuals qualified to become members of the Board, consistent with the minimum qualifications and other criteria approved by the Board from time to time, recommending that the Board select the director nominees for election at each annual meeting of stockholders; provided that, if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate individuals for election as a member of the Board (pursuant, for example, to the rights of holders of preferred stock to elect directors upon a dividend default or in accordance with shareholder agreements or management agreements), the selection and nomination of such director nominees shall be governed by such contract or other arrangement and shall not be the responsibility of the Committee.
- Establishing a policy with regard to the consideration of director candidates recommended by stockholders.
- Reviewing all stockholder nominations and proposals submitted to the Company (including any director nominations made by stockholders pursuant to Rule 14a-11 (or any successor rule) under the Securities Exchange Act of 1934, as amended, or otherwise, and any proposal relating to the procedures for making

nominations or electing directors), determining whether the nomination or proposal was submitted in a timely manner and, in the case of a director nomination, whether the nomination and the nominee satisfy all applicable eligibility requirements, and recommending to the Board appropriate action on each such nomination or proposal.

- Exercising sole authority to retain and terminate any search firm that is to be used by the Company to assist in identifying director candidates. The Committee shall also have sole authority to approve any such search firm's fees and other retention terms.
- Establishing subcommittees for the purpose of evaluating special or unique matters.
- Monitoring and making recommendations regarding committee functions, contributions and composition.
- Evaluating, on an annual basis, the Committee's performance.
- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.
- Performing such other functions as may be requested by the Board from time to time.

## **VI. MISCELLANEOUS**

The Committee shall make regular reports to the Board concerning areas of the Committee's responsibility.

In carrying out its responsibilities, the Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Committee may consult. The Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Committee or meet with any members of or advisors to the Committee. The Committee shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms.

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**WISDOMTREE INVESTMENTS, INC.**

**Board of Director Candidate Guidelines**

The Nominating Committee (the “Committee”) of WisdomTree Investments, Inc. (the “Company”) will identify, evaluate and recommend candidates to become members of the Board of Directors (“Board”) with the goal of creating a balance of knowledge and experience. Nominations to the Board may also be submitted to the Committee by the Company’s stockholders in accordance with the Company’s policy, a copy of which is attached hereto. Candidates will be reviewed in the context of current composition of the Board, the operating requirements of the Company and the long-term interests of the Company’s stockholders.

At a minimum, the Committee must be satisfied that each Nominating Committee-recommended nominee meets the following minimum qualifications:

- The nominee shall have high personal and professional integrity, shall have demonstrated ability and judgment, and shall be most effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the stockholders.

In addition to the minimum qualifications for each nominee set forth above, the Committee shall recommend that the Board select persons for nomination to help ensure that:

- A majority of the Board shall be “independent” in accordance with the standards established pursuant to Rule 5605 of the Marketplace Rules of the Nasdaq Stock Market.
- Each of its Audit, Compensation and Nominating Committees shall be comprised entirely of independent directors.
- At least one member of the Audit Committee shall have such experience, education and other qualifications necessary to qualify as an “audit committee financial expert” as defined by the rules of the Securities and Exchange Commission.

The Committee may also consider the following factors when recommending that the Board select persons for nomination:

- Whether the candidate is accomplished in his or her field and has a reputation, both personal and professional, that is consistent with the image and reputation of the Company.
- Whether the candidate has knowledge of the Company and its industry and the issues affecting the Company.
- Whether the candidate fully understands, or has the capacity to fully understand, the legal responsibilities of a director and the governance processes of a public company.

- Whether the candidate has, and would be willing to commit, the required hours necessary to discharge the duties of Board membership.
- Whether the candidate has any prohibitive interlocking relationships or conflicts of interest.
- Whether the candidate is able to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company.
- Whether the candidate is able to suggest business opportunities to the Company.
- Whether the nominee, if elected, assists in achieving a mix of Board members that represents a diversity of background and experience.

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**Stockholder Recommendations for Directors**

Stockholders who wish to recommend to the Nominating Committee a candidate for election to the Board of Directors should send their letters to WisdomTree Investments, Inc., 245 Park Avenue, 35<sup>th</sup> Floor, 10167, Attention: Nominating Committee. The Corporate Secretary will promptly forward all such letters to the members of the Nominating Committee. Stockholders must follow certain procedures to recommend to the Nominating Committee candidates for election as directors.

In general, in order to provide sufficient time to enable the Nominating Committee to evaluate candidates recommended by stockholders in connection with selecting candidates for nomination in connection with the Company's annual meeting of stockholders, the Corporate Secretary must receive the stockholder's recommendation not less than 120 calendar days prior to the date on which the Company's proxy statement was released to stockholders in connection with the previous year's annual meeting. The recommendation must contain the following information about the candidate:

- Name;
- Age;
- Current business and residence addresses and telephone numbers, as well as residence addresses for the past 20 years;
- Principal occupation or employment and employment history (name and address of employer and job title) for the past 20 years (or such shorter period as the candidate has been in the workforce);
- Educational background;
- Permission for the Company to conduct a background investigation, including the right to obtain education, employment and credit information;
- Three (3) character references and contact information;
- A representation that the securityholder is a record holder of the Company's securities, or if the securityholder is not a record holder, evidence of ownership in accordance with Rule 14a-8(b)(2) of the Securities Exchange Act of 1934.
- A description of all arrangements or understandings between the securityholder and the proposed director candidate.
- The number of shares of common stock of the Company beneficially owned by the candidate;
- The information that would be required to be disclosed by the Company about the candidate under the rules of the SEC in a Proxy Statement soliciting proxies for the election of such candidate as a director (which currently includes information required by Items 401, 404, 405 and 407 of Regulation S-K); and
- A signed consent of the nominee (i) to be named in the proxy statement relating to the Company's annual meeting of stockholders and (ii) to serve as a director of the Company, if elected.