



Compensation Committee Charter

Purpose

The Compensation Committee (the "Committee") is appointed by the Board of Directors ("Board") of WisdomTree Investments, Inc. (together with its subsidiaries, the "Company") to (1) oversee the administration of the Company's compensation programs, including without limitation, all compensation plans adopted by the Board under which equity grants are made, (2) determine and approve the compensation of the Chief Executive Officer of the Company ("CEO"), (3) approve the compensation of the non-CEO executive officers and other senior employees under its purview, such purview to be as determined by the Committee from time to time, (4) approve all discretionary bonuses for the Company's employees, advisers and consultants, and (5) produce any report on executive compensation required by the rules and regulations of the Securities and Exchange Commission ("Commission").

Committee Membership

The Committee shall be comprised of at least three directors, absent a temporary vacancy. The members of the Committee shall meet the definition of "independent" under the listing standards and rules of The Nasdaq Stock Market. Each member shall also be an "outside director" for purposes of Section 162(m) of the Internal Revenue Code and a "non-employee director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended. 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.

Meetings

The Committee shall meet as often 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. In the event that there is an independent lead director, that independent lead director shall, in the absence of a conflict of interest, be invited to attend any meeting of the Committee.

Committee Authority and Responsibilities

The Committee shall have the following authority and responsibilities:

1. In consultation with senior management, to make recommendations to the Board with regard to the Company's general compensation philosophy and oversee the development, implementation and administration of the Company's compensation programs, including all compensation plans adopted by the Board under which equity grants are made.

2. To determine and approve performance measures and goals and objectives relevant to the compensation of the Chief Executive Officer, evaluate the performance of the Chief Executive Officer in light of those goals and objectives, and determine and approve the Chief Executive Officer's compensation based on this evaluation.
3. To determine and approve the compensation of the Company's non-CEO executive officers and other senior employees under the Committee's purview, such purview to be as determined by the Committee from time to time.
4. To determine and approve all discretionary bonuses to the Company's employees, advisers and consultants.
5. To determine and approve any hiring and severance or similar termination payments proposed to be made by the Company to any prospective, current or former CEO, non-CEO executive officers and other senior employees of the Company under the Committee's purview.
6. To determine and approve any special benefits and executive perquisites in effect for the CEO, non-CEO executive officers and other senior employees under the Committee's purview.
7. To make recommendations to the Board with respect to the Company's compensation programs adopted or to be adopted by the Board, including without limitation, all compensation plans adopted or to be adopted by the Board under which equity grants are made, and discharge any responsibilities imposed on the Committee by any of these plans.
8. Review and make such recommendations to the Board as the Committee deems advisable with regard to the compensation of the directors of the Company, including with respect to any equity-based plans.
9. Review and discuss with the Board corporate succession plans for the CEO and other key officers of the Company.
10. Exercise sole authority to retain and terminate any consulting firm or other outside advisor on compensation matters that is to be used by the Committee to assist in the evaluation of director, CEO or executive officer compensation, and to determine the nature and scope of their assignment and the material elements of the instructions or directions to be given to such consulting firm or advisor.
11. Exercise sole authority to approve any fees and other retention terms of any consulting firm or other outside advisor on compensation matters, and instruct any consulting firm or other outside advisor to report directly to the Committee in connection with any engagement regarding director, CEO or executive officer compensation.
12. In consultation with senior management, to oversee regulatory compliance with respect to compensation matters, including but not limited to the Company's public disclosure of director and executive compensation information.
13. To produce any report on executive compensation required by the rules and regulations of the Commission.
14. Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.
15. To exercise such other powers and authority as the Board shall, from time to time, confer upon it.

Committee Reports

The Committee shall make regular reports to the Board summarizing the Committee's actions and any significant issues considered by the Committee.

Committee Self-Assessment

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee annually shall review the Committee's own performance.

Resources and Authority of the Committee

The Committee shall have direct access to, and complete and open communication with, senior management and may obtain advice and assistance from internal legal, accounting, and other advisors to assist it. In performing its functions, the Committee is entitled to rely on the findings of fact, advice, reports and opinions of management as well as legal, accounting and other advisors retained by the Company. The Committee may retain, if appropriate, independent legal, accounting, and other advisors to assist it, and may determine the compensation of such advisors, and the Company shall be responsible for any costs or expenses so incurred.