

WISDOMTREE INVESTMENTS, INC.

BOARD OF DIRECTORS

CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “Board”) of WisdomTree Investments, Inc. (“Company”) has developed corporate governance policies and practices, which are memorialized in these guidelines, to promote the effective governance of the Company. These guidelines should be interpreted in the context of all applicable laws and regulations, the Company’s certificate of incorporation, bylaws and other corporate governance documents, and are not intended to establish by their own force any legally binding obligations. These guidelines are subject to modification from time to time, as the Board may deem necessary or advisable.

1. Board Composition and Leadership

a. Director Qualification Standards – In selecting directors, the Company seeks individuals who have high personal and professional integrity, judgment and ability. The Nominating Committee of the Board is responsible for recommending criteria and qualifications for board membership, identifying and evaluating potential director candidates and recommending to the Board those candidates to be nominated for election to, or fill vacancies on, the Board. The Nominating Committee will seek to identify, and the Board will select, director candidates who satisfy the criteria set forth in the director candidate guidelines included in the Nominating Committee’s charter. Candidates should be selected for, among other things, their knowledge, skills, abilities, independence, character, diversity, demonstrated leadership, and experience useful to the oversight of the Company’s business in the context of the needs of the Board.

Stockholders also may nominate directors for election at the Company’s annual meeting of stockholders by following the provisions set forth in the Company’s bylaws and the Nominating Committee’s charter.

b. Changes in Director Qualifications – If a director’s principal occupation or business association changes substantially from the position he or she held when initially elected to the Board, such director shall promptly notify the Lead Independent Director, and if a Lead Independent Director has not been appointed, then the chairman of the Nominating Committee of such change. The Nominating Committee will then review the situation, and recommend to the Board whether, in light of the circumstances, the director should continue to so serve.

c. Size of the Board – The Company’s bylaws permit the Board to change its size, subject to the number limitation set forth therein. The Board will periodically evaluate the appropriate size of the Board and make any changes it deems appropriate.

d. Selection of the Chairman – The Board may choose its Chairman of the Board in any way that it deems best for the Company at any given point in time. There is no requirement for the separation or the combination of the offices of the Chairman of the Board and the Chief Executive Officer, but the Board should consider these issues as part of the Board’s broader oversight and succession planning process and when considering whether the Board’s

leadership structure is appropriate given the characteristics and circumstances of the Company.

- e. *Lead Independent Director* – The Board may designate an independent director to serve as “Lead Independent Director,” and may delegate certain authority to the Lead Independent Director as it deems necessary and in the best interests of the Company. However, if the offices of the Chairman of the Board and the Chief Executive Officer are combined, then the Board will appoint either a non-executive chairman or a Lead Independent Director.

2. Board Independence

The Board will be comprised of at least a majority of directors who qualify as “independent directors” as defined by the rules promulgated under The NASDAQ Stock Market, and will satisfy all applicable independence requirements under the federal securities laws or rules thereunder. The Board, or a committee of the Board, will review annually the relationships that each director has with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company) in determining the independence of directors. If a director becomes aware of any change in circumstances that may result in such director no longer being considered independent under The NASDAQ Stock Market rules or applicable law, the director shall promptly inform the Lead Independent Director, and if a Lead Independent Director has not been appointed, then the chairman of the Nominating Committee.

3. Board Term Limits; Retirement; Resignation

Pursuant to the Company’s certificate of incorporation, directors serve for a three-year term and until their successors are elected. The Board has not established a retirement age or a limit on the number of terms that a director may serve. The Board believes that the Company benefits from continuity of directors who have experience with the Company and who have gained increasing insight into the Company and its operations over a period of time, which enables the director to make significant contributions to the deliberations of the Board. The Nominating Committee reviews the appropriateness of each director’s continued service when determining whether directors will stand for reelection. Pursuant to the Company’s bylaws, a director may resign at any time by giving written notice to the Chairman of the Board, President or Secretary, which will be effective upon receipt unless otherwise noted.

4. Loyalty, Ethics and Conflicts of Interest

All directors owe a duty of loyalty to the Company in their capacities as directors. This duty of loyalty requires that the best interests of the Company take precedence over any personal interest of a director. With respect to any matter under discussion by the Board, directors must disclose to the Board and the Company’s Chief Legal Officer any potential conflicts of interest they may have and, if appropriate, refrain from voting on a matter in which they may have a conflict. Directors are expected to act ethically and adhere to the Company’s Code of Conduct, which applies to all employees, officers and directors of the Company, and should consult with the Company’s Chief Legal Officer if any issue arises.

5. Director Service on Other Company Boards

Serving on the Company's Board requires significant time and attention. Directors are expected to be fully committed to devoting all such time as is necessary to fulfill their Board responsibilities. Without specific approval from the Board, (i) a director may not serve on more than five public company boards (including the Company's Board) and (ii) a director who also serves as the CEO or other executive officer of the Company may not serve on more than two public company boards (including the Company's Board). Additionally, directors should advise the Lead Independent Director, and if a Lead Independent Director has not been appointed, then the chairman of the Nominating Committee before accepting a seat on the board of another for-profit corporation, particularly those that may result in significant time commitments or a change in the director's relationship to the Company.

6. Director Compensation

The Compensation Committee will periodically review the form and amount of director compensation, and make recommendations to the Board with respect thereto. The full Board will set the form and amount of director compensation, taking into account the recommendations of the Compensation Committee. Any director who is an employee of the Company or any of its subsidiaries or affiliates will not receive any compensation for his or her service as a director.

7. Stock Ownership Guidelines

The Board believes that it is important for each director to have a financial stake in the Company to help align the director's interests with those of the Company's stockholders. To meet this objective, each director is expected to own such number of shares of the Company's common stock (or equity award, as applicable) during his or her tenure on the Board as set forth in the Stock Ownership Guidelines established by the Board.

8. Director Orientation and Continuing Education

The Company will provide an orientation process for new directors to familiarize such directors with, among other things, the Company's business, strategic plans, compliance programs and policies, senior management and independent auditors. As appropriate, additional educational sessions will be provided for directors on matters relevant to the Company and its business.

9. Board Operations

- a. Role of the Board; Director Responsibilities* – The Board is responsible for overseeing the management of the business and affairs of the Company on behalf of the Company's stockholders. Directors must exercise their business judgment to act in the best interests of the stockholders and the Company. The Company expects directors to be active and engaged in discharging their duties, to keep themselves informed about the business and operations of the Company, and set standards to ensure that the Company is committed to business success through the maintenance of high standards of responsibility and ethics.
- b. Board Meetings* – Regular Board meetings will be held no less than four times per year and special meetings will be held as required. Each director is expected to be available, attend and participate in all Board meetings and committee meetings on which such director serves,

and to spend the time and meet as frequently as necessary to discharge such director's responsibilities.

- c. *Agenda and Board Materials* – Management of the Company, in consultation with the Lead Independent Director, will prepare the agenda for each Board meeting, and any director may suggest the inclusion of additional items on an agenda or raise matters at a meeting that are not otherwise on the agenda for that meeting. The agenda for each meeting, along with information and data that is important to the Board's understanding of the business to be conducted at the Board meeting, should be distributed to directors sufficiently in advance of the meeting, to the extent practicable, and directors are expected to review such materials prior to the meeting. Certain matters may be discussed at the meeting without advance distribution of written materials, as appropriate.
- d. *Access to Officers and Employees* – Board members will have access to the Company's senior management to discuss any aspect of the Company's business. Directors also will have access to other employees of the Company. In addition, management is encouraged to bring into Board meetings from time to time (or otherwise make available to Board members) individuals who can provide additional insight into the items being discussed because of personal involvement and substantial knowledge in those areas.
- e. *Reliance on Management and Outside Advice* – The Board is entitled to rely on the advice, reports and opinions of management, counsel, accountants, auditors and other expert advisors. Except as otherwise provided in a charter of a committee, the Board will have the authority to retain, terminate and approve the fees and retention terms of its outside advisors as it deems necessary or appropriate to assist the Board or respective committee in the conduct of its duties.
- f. *Executive Sessions* – The independent directors of the Company will hold regular executive sessions at which management, including the chief executive officer, is not present. Such sessions will typically be in conjunction with regularly scheduled Board or committee meetings. Executive sessions may include topics as the independent directors determine, and serve as the forum for, among other things, an open and critical discussion and evaluation of the Company's management and discussion of management succession plans.
- g. *Director Attendance at Annual Meetings of Stockholders* – All directors are expected to attend the Company's annual meeting of stockholders.

10. Committees of the Board

- a. *Number, Composition and Responsibilities*: The Board will at all times have an Audit Committee, Compensation Committee and Nominating Committee, and may establish additional committees as the Board may determine from time to time. All of the members of the standing committees will meet the then-effective criteria for independence required by law and The Nasdaq Stock Market. The members of these committees will be appointed by the Board annually upon recommendation of the Nominating Committee based on each committee's qualification standards and director preferences. Each independent director is expected, but not required, to serve at all times on at least one committee. A director may serve on more than one committee.

- b. *Charters and Meetings*: The purpose, authority and responsibilities for each of the standing committees will be outlined in committee charters adopted by the Board. Each committee will review its charter and activities annually, with the assistance of counsel, as appropriate, to ensure that they are consistent with sound governance practices and legal requirements. The committee chairperson, in consultation with committee members, will determine the frequency and length of the meetings of the committee, in accordance with applicable regulations and committee charters.
- c. *Minutes and Reports*. Minutes of each committee meeting or action will be maintained. Each committee will report regularly to the Board on substantive matters considered by the committee.

11. Communication with Stockholders and Other Constituencies

The Board believes that management speaks for the Company. Individual directors may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that directors would do this with the knowledge of management and, in most instances, absent unusual circumstances or as contemplated by the committee charters, at the request of, and after consulting with, management.

12. Management Review and Succession Planning

The Board, acting through the Compensation Committee, will conduct an annual evaluation of the performance of the Chief Executive Officer, against the Company's goals and objectives, in the course of its deliberations when considering the compensation of the Chief Executive Officer. The Board, acting through the Compensation Committee and in consultation with the Chief Executive Officer, will evaluate and approve the overall compensation to other executive officers of the Company.

The Compensation Committee will oversee the process for succession planning for the Chief Executive Officer and for other members of senior management as determined by the Board, and report to, as appropriate, and consult with the other independent members of the Board.

13. Annual Board and Committee Evaluations

The Board, with the assistance of Company counsel, will undertake an evaluation of the Board and its committees annually to determine whether it and its members and committees are functioning effectively. The purpose of these evaluations is to increase the effectiveness of the Board as a whole, and of each committee. After the assessments are completed, the full Board will review and discuss the results.

14. Public Disclosure of Corporate Governance Policies

Copies of the current version of these guidelines, the Company's Code of Conduct, and the charters of each of the Audit Committee, Compensation Committee and Nominating Committee of the Board will be publicly disclosed on the Company's website.