

CHARTER OF THE AUDIT COMMITTEE  
OF THE  
BOARD OF DIRECTORS  
OF  
THESTREET, INC.

---

1. AUTHORITY

The Audit Committee (the "Committee") of the Board of Directors (the "Board") of TheStreet, Inc., a Delaware corporation (the "Company"), shall be directly responsible for the appointment, compensation, retention and oversight of the work of any registered public accounting firm engaged (including the resolution of disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, and each such registered public accounting firm shall report directly to the Committee.

The Committee shall have the authority to engage independent counsel and other advisers, as it deems necessary to carry out its responsibilities. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation (i) to the independent auditors engaged by the Company for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (ii) to any advisers engaged by the Committee; and (iii) for ordinary administrative expenses of the Committee that the Committee determines are necessary or appropriate in carrying out its duties.

The Committee may from time to time form and delegate authority to a subcommittee of one or more members, when appropriate and in accordance with applicable law, rules, regulations and listing requirements.

2. PURPOSE OF THE COMMITTEE

The purposes of the Audit Committee are to assist the Board in its oversight of (1) the audits of the Company's financial statements, (2) the Company's compliance with legal, fiduciary and regulatory requirements, (3) the qualifications of the Company's independent auditor and (4) the performance of the Company's internal auditing function, if applicable, and the independent auditor and (5) the quality and integrity of the Company's accounting and financial reporting practices, processes, principles and policies and internal controls and procedures. In doing so, the Committee shall oversee the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company.

The function of the Audit Committee is oversight and review. While the Committee has the roles and responsibilities set forth in this charter, the Committee is not responsible for planning or conducting the audit of the Company's financial statements or independently determining whether the Company's financial statements and disclosures are complete and accurate and in accordance with generally accepted accounting principles and applicable rules and regulations.

These are the responsibilities of management and the Company's independent auditors. The Committee does not itself prepare financial statements or perform audits or auditing services, and its members are not auditors, certifiers of the Company's financial statements or guarantors of the reports of the Company's independent auditors. Absent actual knowledge to the contrary (which shall promptly be reported to the Board), each member of the Committee shall be entitled to rely on (a) the integrity of those persons and organizations within and outside of the Company from which it receives information, (b) the accuracy of the financial and other information provided to the Committee by such persons or organizations and (c) representations made by management as to any audit and non-audit services provided by the independent auditors to the Company.

### 3. STRUCTURE AND COMPOSITION OF THE COMMITTEE

The Committee shall be comprised of three or more directors as determined from time to time by resolution of the Board. The members of the Committee shall be appointed by the Board and may be replaced by the Board. The Board shall designate one member of the Committee to serve as Chairperson.

Each member of the Committee shall have been affirmatively determined in the judgment of the Board to qualify as an "independent" director within the meaning of applicable listing standards of The Nasdaq Stock Market, Inc. ("Nasdaq") and shall, in addition, satisfy the independence standards set forth in Rule 10A-3 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the additional standards required for audit committee members under applicable Nasdaq listing standards. All members of the Committee must be financially literate at the time of their appointment to the Committee. "Financial literacy" shall be determined by the Board in the exercise of its business judgment, and shall include a working familiarity with basic finance and accounting practices and an ability to read and understand fundamental financial statements. The Board shall seek to have at least one member of the Committee that qualifies as an "audit committee financial expert" as that term is defined by the Securities and Exchange Commission (the "SEC").

### 4. MEETINGS OF THE COMMITTEE

The Committee shall meet with such frequency and at such intervals as it determines is necessary to carry out its responsibilities, but not less frequently than quarterly. The Chair of the Committee, in consultation with other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter.

As part of its purpose to foster open communications, the Committee shall meet periodically in separate executive sessions with management, the Company's independent auditor, and have such other direct and independent interaction with such persons from time to time, as the members of the Committee deem appropriate. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

The Committee shall maintain written minutes of its meetings, which will be filed with the minutes of the meetings of the Board. The Committee shall make regular reports to the Board on its activities.

The presence in person or by telephone of a majority of the then-serving Committee members shall constitute a quorum for the transaction of business at Committee meetings. The approvals of a majority of such quorum shall constitute a valid act of the Committee at a duly held Committee meeting. The Committee also may act by unanimous written consent or other unanimous electronic communication.

## 5. ROLES AND RESPONSIBILITIES OF THE COMMITTEE

In carrying out its responsibilities, the Committee's policies and procedures are intended to be and remain flexible, so that it may be in a position to best address changing circumstances or conditions. The list below identifies actions that are within the authority of the Committee and is intended to be a guide, with the understanding that the Committee can modify it as appropriate, consistent with the requirements of SEC and Nasdaq rules. The Committee shall have budgetary and fiscal authority to carry out the following roles and responsibilities:

### *Appointment and Evaluation of Independent Auditors and Related Matters*

- (1) Appoint a “registered public accounting firm” (as that term is defined in Section 2(a) of the Sarbanes-Oxley Act of 2002) to serve as the Company’s independent auditor ;
- (2) Review and pre-approve the independent auditors’ annual engagement letter, including the proposed fees contained therein;
- (3) Review and accept, if appropriate, the annual audit plan of the Company's independent auditors, including the scope of audit activities, and monitor such plan's progress and results during the year;
- (4) Confirm through private discussions with the Company's independent auditors and the Company's management that no management restrictions are being placed on the scope of the independent auditors' work;
- (5) Review the performance of the Company's independent auditors and, when circumstances warrant, replace or terminate the independent auditors;
- (6) Establish and periodically review the efficacy of procedures to ensure that current or former employees of the independent auditor (whether or not such employees served as members of the Company’s audit engagement team) may not be hired by the Company without the Committee’s prior approval;
- (7) Approve, in accordance with Sections 10A(h) and (i) of the Exchange Act, related regulations and the Auditing Standards of the Public Company Accounting Oversight Board (“PCAOB”), all professional services, to be provided to the Company by its independent auditor,

provided that the Committee shall not approve any non-audit services proscribed by Section 10A(g) of the Exchange Act in the absence of an applicable exemption. The Committee may adopt policies and procedures for the approval of such services which may include delegation of authority to a designated member or members of the Committee to approve such services so long as any such approvals are disclosed to the full Committee at its next scheduled meeting;

(8) Ensure the receipt of, and evaluate the written disclosures and the letter that the independent auditor submits to the Committee regarding the auditor's independence in accordance with applicable requirements of the PCAOB regarding the independent accountant's communications with the audit committee concerning independence, discuss such reports with the auditor, oversee the independence of the independent auditor and, if so determined by the Committee in response to such reports, take appropriate action to address issues raised by such evaluation or recommend such action to the full Board;

(9) Receive and review reports by the independent auditors describing the firm's internal control procedures and any issues raised by internal or external quality control reviews or inquiries or investigations in connection with audits conducted by the firm;

#### ***Oversight of Financial Reporting, Annual Audit and Quarterly Reviews***

(10) Review with management and the independent auditors the Company's annual audited financial statements, including disclosures made in management's discussion and analysis, prior to the filing of its Form 10-K;

(11) Review with management and the independent auditors the Company's quarterly financial statements, prior to the filing of any Form 10-Q, including the results of the independent auditor's review report on such quarterly financial statements;

(12) Review and discuss the Company's earnings press releases with management;

(13) Review the results of the year-end audit of the Company, including (as applicable):

- (a) the audit report, the published financial statements, the management representation letter, any auditor's letter or other, similar memorandum prepared by the Company's independent auditors regarding accounting procedures and internal controls, any other pertinent reports and management's responses concerning the same;
- (b) the qualitative judgments of the independent auditors about the appropriateness, not just the acceptability, of accounting principles and financial disclosure practices used or proposed to be adopted by the Company and, particularly, about the degree of aggressiveness or conservatism of its accounting principles and underlying estimates;
- (c) the methods used to account for significant unusual transactions;

- (d) the effect of significant accounting policies in controversial or emerging areas for which there is a lack of authoritative guidance or consensus;
- (e) management's process for formulating significant accounting estimates and the reasonableness of these estimates;
- (f) significant recorded and unrecorded audit adjustments;
- (g) significant risks and exposures and the plans to minimize such risks;
- (h) any material accounting issues among management and the independent auditors, including those with respect to audit adjustments;
- (i) any disagreements between management and the independent auditors;  
and
- (j) other matters required to be communicated by the independent auditors to the Committee under generally accepted auditing standards, as amended;

(14) Review with management and the Company's independent auditors such accounting policies (and changes therein) of the Company, including any financial reporting issues which could have a material impact on the Company's financial statements, as are deemed appropriate for review by the Committee prior to any interim or year-end filings with the SEC or other regulatory body;

- (15) Review, upon receipt, the report (oral or written) of the independent auditors on:
- (a) all critical accounting policies and practices;
  - (b) all alternative accounting treatments within GAAP for policies and practices related to material items that have been discussed with management (including ramifications of the use of such alternative treatments and disclosures, and the treatment preferred by the accounting firm);
  - (c) material written communications between the accounting firm and management, such as any management letter or schedule of unadjusted audit differences;

### ***Oversight of Internal Controls***

(16) Review, on at least an annual basis, the design, implementation, adequacy and effectiveness of the Company's internal controls, including financial reporting, disclosure, and legal and ethical compliance programs, through inquiry and discussions with the Company's independent auditors, internal auditors and management;

(17) Establish and periodically review the efficacy of procedures to detect fraud, illegal acts, deficiencies in internal control and similar matters, and require that the independent auditors, internal auditors and management keep the Committee informed about fraud such matters;

(18) Review whether internal control recommendations made by internal auditors and independent auditors have been implemented by management;

(19) Review with management and the independent auditors any reportable conditions and material weaknesses affecting internal control, and review disclosures regarding internal controls whose inclusion in the Company's SEC filings is required;

(20) Receive periodic reports from the Company's independent auditors and management of the Company to assess the impact on the Company of significant accounting or financial reporting developments that may have a bearing on the Company;

(21) Establish and maintain free and open means of communication between and among the Board, the Committee, the Company's independent auditors and management;

#### ***Oversight of Internal Audit Functions***

(22) Review the appointment, replacement or dismissal of the appropriate level executives in the finance department responsible for internal audit matters;

(23) Review significant reports to management prepared by the finance department with respect to internal audit matters and management's responses;

(24) Discuss with the independent auditor and management the internal audit responsibilities of the appropriate senior finance department executives, budget and staffing of the internal audit functions, and any recommended changes in the planned scope of the internal audit function;

#### ***Other Responsibilities***

(25) Review and approve all "related party transactions," as such term is defined in Regulation S-K of the Securities Act of 1933, as amended and periodically review the Company's Related Person Transaction Policy and Procedures;

(26) Meet at least annually with the general counsel, and outside counsel when appropriate, to review legal and regulatory matters, including any matters that may have a material impact on the financial statements of the Company;

(27) Review periodically the Company's policies and procedures designed to prohibit insider trading by directors, officer and employees and contributors with respect to the Company's securities or securities of a third party based on material non-public information;

(28) Prepare a report to be included in each annual proxy statement (or, if not previously provided during the fiscal year, any other proxy statement or consent statement relating to the election of directors) of the Company which states, among other things, whether:

- (a) the Committee has reviewed and discussed with management the audited financial statements to be included in the Company's Annual Report on Form 10-K;
- (b) the Committee has discussed with the Company's independent auditors the matters that the auditors are required to discuss with the Committee as required by the PCAOB;
- (c) the Committee has received the written disclosures and the letter from the Company's independent auditors required by applicable requirements of the PCAOB regarding communications concerning independence, and has discussed with the independent auditors their independence; and
- (d) based on the review and discussions described in subsections (a), (b) and (c) above, the Committee has recommended to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K for filing with the SEC.

(29) Establish, maintain and periodically review the policies and the efficacy of procedures related to the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters;

(30) Conduct or authorize investigations into any matters within the Committee's scope of responsibilities, including retaining outside counsel or other consultants or experts for this purpose;

(31) On behalf of the Board, oversee the principal risk exposures facing the Company and the Company's mitigation efforts in respect of such risks, including, but not limited to financial reporting risks and credit and liquidity risks;

(32) Periodically review and reassess the adequacy of the Committee's Charter and recommend any proposed changes to the Board;

(33) Consistent with procedures or guidelines established by the Nominating and Corporate Governance Committee, periodically evaluate the Committee's performance of its responsibilities; and

(34) Perform such additional activities, and consider such other matters, within the scope of its responsibilities, as the Committee or the Board deems necessary or appropriate.

\*\*\*\*\*

*Last Updated June 13, 2013*