

CHARTER OF THE COMPENSATION COMMITTEE
OF THE
BOARD OF DIRECTORS
OF
THE STREET, INC.

1. AUTHORITY

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of TheStreet, Inc., a Delaware corporation (the “Company”), shall discharge certain responsibilities of the Board with respect to compensation and to make such reports in respect of compensation, compensation practices and related matters as may be required of a compensation committee under the rules and regulations promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including without limitation the Compensation Committee report to stockholders for inclusion in the Company’s annual proxy statement.

The Committee shall have authority to retain such consultants, outside counsel and other advisors as the Committee may deem appropriate at its sole discretion for the purpose of carrying out its duties and responsibilities. Compensation paid to such parties and related expenses will be borne by the Company and the Company will make appropriate funding available to the Committee for such purposes. The Committee shall also have the authority for approving the material terms of all arrangements between the Company and compensation consultants unless the Committee has retained its own consultant or the services relate only to consulting on broad-based plans. Before selecting any compensation consultants, legal counsel or other advisors described above the Committee will consider the following factors:

- (a) the provision of other services to the Company by the compensation consultant, legal counsel, or other adviser;
- (b) the amount of fees received from the Company by the compensation consultant, legal counsel, or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel, or other adviser;
- (c) the policies and procedures of the compensation consultant, legal counsel, or other adviser that are designed to prevent conflicts of interest;
- (d) any business or personal relationship of the compensation consultant, legal counsel, or other adviser with a member of the Committee; and
- (e) any stock of the Company owned by the compensation consultant, legal counsel, or other adviser.

2. PURPOSE OF THE COMMITTEE

The purposes of the Committee are to determine and approve the compensation of the Company’s Chief Executive Officer (“CEO”), and the Company’s other executive officers (collectively, and including the CEO, the “Executive Officers”), to administer the Company’s incentive and equity based compensation plans, and to make recommendations to the Board regarding the compensation of the Company’s directors.

3. STRUCTURE AND COMPOSITION OF THE COMMITTEE

The Committee shall be comprised of two 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 at any time with or without cause. 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 (“Nasdaq”). In determining whether a member is eligible to serve on the Committee, the Board also shall consider all factors specifically relevant to determining whether the member has a relationship to the Company which is material to that member’s ability to be independent from management in connection with the duties of a Committee member, including, but not limited to (i) the source of compensation of such member, including any consulting, advisory or other compensatory fee paid by the Company to such member and (ii) whether such member is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

In addition, each Committee member shall, at all times during his/her tenure on the Committee meet the definitions of:

(i) A “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities and Exchange Act of 1934, as amended; and

(ii) An “outside director” within the meaning Section 162(m) of the Internal Revenue Code of 1986, as amended.

4. MEETINGS OF THE COMMITTEE

The Committee shall meet with such frequency and at such intervals as it determines necessary to carry out its responsibilities, but not less than three times annually. 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.

The presence in person or by telephone of a majority of the Committee’s members shall constitute a quorum for any meeting of the Committee. All actions of the Committee shall require the vote of a majority of its members present at a meeting of the Committee at which a quorum is present. The Committee also may act by unanimous written consent or other unanimous electronic communication.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting (or portion thereof) of the Committee to provide such pertinent information as the Committee requests.

The Committee may designate a Company employee (who may be, but will not be required to be, the Secretary of the Company) to serve as the management liaison to the Committee, act as the Committee Secretary and perform such other tasks as may be requested by 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.

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 the budgetary and fiscal authority to carry out the following roles and responsibilities:

Compensation of Executive Officers and Key Employees

(1) Periodically review the Company's compensation philosophy and how the pay programs align with its philosophy, especially in relation to the Company's business goals and strategies, determine whether any change is needed or desired, and, if so, modify and revise the Company's compensation philosophy accordingly. In performing such review, the Committee shall assess whether the Company's compensation philosophy and pay programs create risks that are reasonably likely to have a material adverse effect on the Company. In carrying out these responsibilities, the Committee shall seek the input of the Company's senior management and the Board of Directors, and shall reflect that input in the Company's compensation philosophy statement;

(2) Review and approve those corporate goals and objectives established by the Board that are relevant to the compensation of the CEO;

(3) Evaluate the performance of the CEO in light of those goals and objectives, and review, discuss with the full Board, and determine and approve the CEO's compensation level based on this evaluation (the CEO shall not be present during Committee deliberations or votes with respect to the CEO's compensation);

(4) In consultation with the CEO, evaluate the performance of all Executive Officers (other than the CEO);

(5) Review and approve any employment agreements, severance agreements, change-in-control agreements or similar agreements for the Executive Officers;

(6) Review and approve those corporate goals and objectives established by the Board that are relevant to the compensation of any senior managers and key employees of the Company who are not executive officers of the Company but who report directly to the CEO;

(7) Establish, in consultation with the Board and the CEO, the annual incentive bonus plan for senior managers and key employees of the Company;

Administration of the Company's Incentive and Equity-Based Compensation Plans

(8) Make recommendations to the Board with respect to the adoption and amendment of incentive compensation plans and equity-based plans;

(9) Administer the Company's incentive compensation and other stock-based plans (subject to the provisions of such plans), including, but not limited to, the following:

- (a) Approve option guidelines and general size of overall grants;
- (b) Make grants;
- (c) Interpret the plans;
- (d) Determine rules and regulations relating to the plans;
- (e) Modify or canceling existing grants; and
- (f) Impose limitations, restrictions and conditions upon any award as the Committee deems appropriate;

(10) Review all equity-based plans that are not subject to stockholder approval under the listing standards of the Nasdaq, and to approve such plans in its sole discretion;

Management Retention and Succession Planning

(11) Periodically review and approve the development, implementation and effectiveness of the Company's policies and strategies relating to management retention and succession, in collaboration with the Nominating and Corporate Governance Committee;

Other Responsibilities

(12) Periodically review the advisability and appropriate conditions of stock ownership guidelines for executives and/or employee directors;

- (13) Discuss with management periodically, as it deems appropriate:
- (a) reports from management regarding the Company's policies and strategies relating to recruiting, retention, employee benefits, career development and progression, diversity and employment practices;
 - (b) reports from management regarding the Company's compliance with Section 162(m) of the Internal Revenue Code of 1986, as amended; and
 - (c) reports from management regarding the risks arising from the Company's compensation programs for officers and employees and measures in place to monitor and manage such risks;

(14) After receiving any input from the Nominating and Corporate Governance Committee, periodically advise the Board concerning the compensation of outside directors of the Company. In this capacity, the Committee may:

- (a) Review market data to assess the Company's competitive position for director compensation;
- (b) Determine the appropriate total compensation package to attract quality directors to serve and the right mix of cash and equity incentives; and

(c) Recommend to the Board the adoption or amendment of compensation plans and policies (including specific provisions) for directors;

(15) Review and discuss with management the Compensation Discussion and Analysis and recommend to the Board whether such Compensation Discussion and Analysis should be included in the Company's annual proxy statement and Annual Report on Form 10-K, unless the Company is a "smaller reporting company" and elects to omit the disclosure; prepare a Report of the Compensation Committee for inclusion in the Company's annual proxy statement in accordance with applicable SEC rules and regulations;

(16) Periodically, but no less frequently than annually, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval;

(17) The Committee shall receive periodic reports on the Company's general compensation policies and practices as they affect all non-officer employees and shall have the authority to administer plans and arrangements established pursuant to such policies and practices or to delegate its authority on such matters with regard to non-officer employees and consultants of the Company to officers and other appropriate Company supervisory personnel;

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

(19) 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.

The Committee may delegate, to one or more officers of the Company, certain of its powers specified in any equity compensation plans adopted by the Company, to the extent permitted by Section 157(c) of the Delaware General Corporation Law. In addition, the Committee may from time to time form and delegate authority to a subcommittee of one or more members and/or to one or more officers of the Company, when appropriate and in accordance with applicable law, rules, regulations and listing requirements. However, the Committee may not delegate its authority with respect to Executive Officers to a person who is not a member of the Committee.

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