

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE
BOARD OF DIRECTORS
OF
THE STREET, INC.

1. AUTHORITY

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of TheStreet, Inc., a Delaware corporation (the “Company”) shall provide leadership and oversight with respect to identification and nomination of director candidates and corporate governance matters.

The Committee shall have the 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. The Committee shall have sole authority to approve the fees and retention terms related thereto.

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 purpose of the Committee is to identify and evaluate potential candidates for the Board and its committees, to recommend nominees for election or appointment to the Board, and to advise the Board with respect to corporate governance matters (including management retention and succession matters, in collaboration with the Compensation Committee).

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 at the annual organizational meeting of the Board or at such other time as may be determined by the Board and shall serve at the pleasure of the Board. The Board may remove a Committee member from membership on the Committee 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”).

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 than twice annually. 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.

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 shall maintain minutes of its meetings and records relating to those meetings and the Committee's activities. The Committee shall report regularly to the Board on its activities and provide copies of its minutes to the Board.

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:

Identification and Recommendation of Board Candidates

(1) Establish, in consultation with the Board, and periodically review, the Company's criteria for service as a director of the Company;

(2) Establish, in consultation with management, and periodically review the company's policies and procedures for the receipt of stockholder suggestions regarding Board composition and recommendations of candidates for nomination by the Board;

(3) Establish procedures for evaluating the suitability of potential director candidates, including individuals recommended by the Company's stockholders;

(4) Review on an annual basis, the independence, skills and characteristics of Board members, and the skills and characteristics of the Board as a whole, in determining whether to recommend incumbent directors in the class subject to election for re-election;

(5) From time to time, as appropriate, in accordance with the procedures and criteria established by the Committee, identify and seek candidates qualified to serve as board members and evaluate their suitability for recommendation to the Board;

(6) Recommend nominees for election or appointment to the Board;

(7) Identify, evaluate and recommend to the independent directors of the Company individuals to fill any vacancies or newly created directorships that may occur between meetings of the Company's stockholders at which directors are to be elected;

(8) Recommend to the independent directors of the Company nominees for election as directors of the Company at the next annual or special meeting of the Company's stockholders at which directors are to be elected. Review Company disclosure concerning the experience, qualifications, attributes, or skills that led to the conclusion that each nominee should serve as a director in light of the Company's business and structure;

Board and Committee Composition

(9) Review periodically the size of the Board and its committees and recommend to the Board any appropriate changes;

(10) Review periodically and make recommendations to the Board regarding the composition of the Board and its committees, including chairmanship of the committees, taking into account applicable independence requirements, diversity of backgrounds, skills and characteristics of Board members, and any needs for specialized expertise;

(11) Review periodically and make recommendations to the Board regarding Board leadership structure, including whether it is desirable to separate the functions of Chairman of the Board and Chief Executive Officer;

(12) Assess the effectiveness of any diversity policy the Board may determine to implement;

Corporate Governance

(13) Advise the Board on matters of corporate governance;

(14) Periodically review the Company's corporate governance documents and policies and recommend to the Board any appropriate changes;

(15) Assist the Board and Compensation Committee in developing policies and plans regarding management retention and succession;

(16) Review and make recommendations to the Board with respect to director education initiatives;

(17) Review and make recommendations to the Board with respect to the Board's stock ownership guidelines for non-employee directors;

(18) Establish procedures for overseeing the evaluation of the Board as a whole, Board committees and the management of the Company;

(19) Periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval;

(20) Periodically review and assess the Code of Business Conduct and Ethics, and recommend changes for approval by the Board;

(21) Engage and terminate search firms, independent counsel and other advisers as the Committee determines necessary to carry out its responsibilities;

(22) Periodically evaluate the Committee's performance of its responsibilities and report its conclusions in this regard to the Board; and

(23) Perform such additional activities, and consider such other matters, as are required by law, applicable stock exchange rules or provisions in the Company's charter documents within the scope of its responsibilities, as the Committee or the Board deems necessary or appropriate.

Adopted on March 7, 2013