

The Street

Corporate Governance Guidelines

The Board of Directors (the “Board”) of TheStreet, Inc. (the “Company”) has adopted the following corporate governance guidelines to promote the effective functioning of the Board and as a framework for the governance of the Company. These guidelines are in addition to, and are not intended to change or interpret any federal or state laws or regulations applicable to the Company, including the Delaware General Company Law, the Certificate of Incorporation or Bylaws of the Company or any rule or regulation of The NASDAQ Stock Market, Inc. (“NASDAQ”) applicable to the Company. The Nominating and Corporate Governance Committee will review the guidelines periodically and recommend changes to the Board as appropriate.

1. Role and Responsibilities of the Board of Directors

The Board, which is elected by the stockholders, is the ultimate decision-making body of the Company, except with respect to matters reserved to the stockholders. The fundamental role of the Board is to exercise its business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders. In fulfilling that responsibility, the Board should be able to rely on the honesty and integrity of the Company’s senior management and expert legal, accounting, financial and other advisors. The Board should have the benefit of directors’ and officers’ insurance, paid by the Company, to indemnification to the fullest extent allowed under the Company’s charter and Delaware law, and to exculpation as provided by Delaware law and the Company’s charter. The Board appoints the principal executive officer and certain other members of the executive management of the Company, who are charged with directing the Company’s business, and monitors the performance of executive management. Consistent with the oversight function of the Board, the primary responsibilities of the Board, either directly or through its committees, include:

- Evaluating the performance of the Company and its executive management, including selecting and determining the compensation of the principal executive officer and their direct reports as the Board deems appropriate;
- Planning for management succession;
- Reviewing the Company’s strategic plans and objectives, and the principal risk exposures of the Company;
- Providing advice and counsel to the executive management of the Company;
- Overseeing compliance by the Company with applicable laws and regulations, including in connection with the public reporting obligations of the Company;
- Overseeing management’s safeguarding of the assets of the Company and maintenance of appropriate accounting, financial and other controls; and

- Nominating directors, appointing the members of and overseeing committees of the Board, and shaping effective corporate governance.

2. Composition of the Board; Director Qualifications

The Board is currently comprised of six directors, with a majority being independent, who are divided into three classes and who serve staggered three year terms. An “independent” director is a director who meets the independence criteria of NASDAQ, as determined by the Board. The Board makes an affirmative determination regarding the independence of each director annually, based upon the recommendation of the Nominating and Corporate Governance Committee. It is the policy of the Company that the Board be comprised of not less than a majority of independent directors, subject to any exceptions permitted by the applicable listing standards of the exchange where the Company’s stock is traded. In addition, the Board has adopted the standards set forth in Attachment A to these guidelines to assist it in assessing the qualifications and subsequent nomination of directors.

The Board will periodically evaluate the appropriate size of the Board and may make changes it deems appropriate. Holders of a majority of the Company’s Series B Preferred Stock currently have the right to elect one member of the Board. Currently, they have elected to not do so but may do in the future.

The Nominating and Corporate Governance Committee is responsible for reviewing with the Board, the skills and characteristics of Board members, as well as the composition of the Board as a whole, including number of directors, election frequency, and term limitations. This assessment includes members’ independence, skills, qualifications and experience in the context of the needs of the Board. The Committee also considers the diversity of the members’ skills and experience in areas that are relevant to the Company’s businesses and activities.

The Board believes that term or age limits are not the best way to maximize the effectiveness of the Board. While term limits would likely introduce fresh perspectives and make new viewpoints available to the Board, they may have the countervailing effect of causing the loss of the benefit gained from the contributions of directors who have developed, over time, increasing insight into the Company. As an alternative to term limits, the Nominating and Corporate Governance Committee will review the appropriateness of each Board member’s continued service every three years through the nomination process described in these Corporate Governance Guidelines. Likewise, the Board does not believe that a mandatory retirement age is appropriate but will assess a director’s ability to continue serving on the Board every three years.

Nominees for election as directors at the annual meeting of stockholders are recommended to the Board by the Nominating and Corporate Governance Committee. The Committee may also recommend candidates for appointment by the Board as necessary to fill vacancies or newly created directorships. The invitation for a new director to join the Board is typically extended on behalf of the Board by the Chairman of the Nominating and Corporate Governance Committee and by the Chairman of the Board.

A director who retires from his or her present employment or who materially changes his or her primary responsibility from that which he or she held when elected to the Board should

promptly notify the Board and volunteer to resign from the Board by tendering his or her resignation for consideration by the Nominating and Corporate Governance Committee. The Board does not believe any director who retires from his or her present employment, or who materially changes his or her position, should necessarily leave the Board; however there should be an opportunity for the Board, through the Nominating and Corporate Governance Committee, to review the continued appropriateness of Board membership under the circumstances.

Being particularly concerned with any potential conflicts of interests and otherwise, all members of the Board are directed to advise the Chairman and chair of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on another for-profit company board or as an executive officer of another company.

3. Board Operations

The Board generally holds regularly scheduled meetings quarterly, with one annual meeting in which long-term strategic issues are the primary focus. Special meetings are held as appropriate. The Chairman of the Board, in consultation with the Lead Independent Director, typically establishes an agenda for each meeting of the Board. Directors may suggest the addition of any matter to a meeting agenda. Each director may also raise at any meeting any subject that is not on the agenda for that meeting.

Directors are expected to attend Board meetings and meetings of committees on which they serve (as well as the Annual Meeting of the Stockholders), and to spend such time and take such action as may be reasonably necessary to properly discharge their responsibilities. Information relevant to the business to be conducted at a Board or committee meeting generally is distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting.

4. Board Leadership; Executive Sessions

The Board is free to select its Chairman and the Company's Chief Executive Officer in the manner it considers to be in the best interests of the Company at the time of selection. The Chairman and the Chief Executive Officer may be filled by one individual or two different individuals. When the positions of the Chairman and Chief Executive Officer are combined, or when the positions are separate and the Chairman is not an independent director under the NASDAQ listing standards, the Board may designate an independent director as the Lead Independent Director. The Lead Independent Director's responsibilities include presiding over and setting the agendas for executive sessions of the independent directors, consulting with the Chairman regarding scheduling for Board meetings, overseeing the appropriate flow of information to the Board, acting as a liaison between the independent directors and management with respect to scheduling and agendas for Board meetings, and being available for consultation and communication with stockholders as appropriate.

The Lead Independent Director also has the authority to call additional executive sessions as appropriate. Each director may also raise at any executive session any subject that is not on the agenda for that executive session.

5. Board Committees

The Board has three standing committees: an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee. All of the members of these committees are independent directors under the NASDAQ listing standards, as determined by the Board. In addition, directors who serve on the Audit Committee meet additional, heightened independence criteria applicable to audit committee members under the NASDAQ listing standards. Further, directors who serve on the Compensation Committee must meet the following additional criteria (i) be a non-employee director within the meaning of Rule 16b-3 of Securities and Exchange Act of 1934, as amended, and (ii) be an outside director within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended. Committee members are appointed by the Board upon recommendation of the Nominating and Corporate Governance Committee with consideration of the qualifications of individual directors. Consideration is given to rotating committee members periodically, but such rotation is not mandated.

Each standing committee operates under a written charter. The charters set forth the purposes, goals and responsibilities of the committees, as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The charters also provide that each committee periodically evaluates its performance. The committees assess the adequacy of their charters annually and recommend changes to the Board as appropriate.

The chairman of each committee, in consultation with the committee members and Company management, as appropriate, determines when to call additional committee meetings consistent with the committee's charter. The chairman of each committee, in consultation with members of the committee and appropriate members of management, develops the committee's agenda. The schedule for each committee is furnished to all members of such committee.

The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

6. Director Access to Officers, Employees and Advisors

Directors have full and free access to officers and employees of the Company in order to become and remain informed about the Company's business and for such other purposes as may be helpful to the Board in fulfilling its responsibilities. Any meetings or contacts that a director wishes to initiate may be arranged through the Chairman of the Board or the Secretary or directly by the director. Directors should use sound business judgment to ensure that any such contact is not disruptive to the business operations of the Company.

The Board, its committees, and the Lead Independent Director (on behalf of the non-management directors as a group), have complete authority, at the expense of the Company, to engage and terminate such outside legal, financial or other advisors or independent consultants as they deem appropriate, without consulting or obtaining the approval of any officer of the Company, with respect to any matters subject to their respective authority.

7. Stockholder Communication with Directors

Any stockholder may contact the Board, any committee of the Board, or any individual director regarding the Company, by sending a letter to the Board or the appropriate committee or director c/o the Secretary of the Company at TheStreet, Inc., 14 Wall Street, 15th Floor, New York, New York 10005.

All such correspondence shall be collected, organized and processed by the Secretary of the Company and forwarded to the appropriate director, committee, or full Board depending on the facts and circumstances outlined in the communication received. All matters concerning accounting, internal, controls or other audit matters, will be promptly forwarded to the Chair of the Audit Committee and will be handled in accordance with the procedures established by the Audit Committee for such matters. Comments or questions regarding the nomination of directors and other corporate governance matters will generally be referred to the Chair of the Corporate Governance and Nominating Committee and the Lead Independent Director.

8. Director Compensation

The Compensation Committee periodically reviews director compensation. Director compensation is set by the Board based upon the recommendation of the Compensation Committee. Non-management directors receive a combination of cash and equity compensation for service on the Board. Management directors do not receive additional compensation for service on the Board.

9. Stock Ownership Guidelines

To encourage directors to have an equity interest in the Company and to help further align their interests with the interests of stockholders, the Compensation Committee shall review from time to time stock ownership guidelines for directors.

10. Director Orientation and Continuing Education

All new directors are expected to participate in an orientation program within several months of the time a new director is elected. This orientation includes presentations by senior management to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Business Conduct and Ethics, its principal officers, its auditors, and its corporate governance practices. In addition, the orientation program includes visits to the Company's headquarters and, to the extent practical, certain of the Company's significant facilities. All other directors are also invited to attend the orientation program.

The Board encourages directors to participate in education programs to assist them in performing their responsibilities.

11. Management Succession and Development

The Compensation Committee in collaboration with the Nominating and Corporate Governance Committee periodically reviews succession planning.

The Compensation Committee conducts a review at least annually of the performance of the Chief Executive Officer. The Compensation Committee shall establish the evaluation process and determine the specific criteria on which the performance of the Chief Executive Officer is evaluated. The results of the review and evaluation shall be communicated to the Chief Executive by the Lead Independent Director, if one is designated, and the Chair of the Compensation Committee.

12. Board and Committee Evaluations

The Board shall conduct a self-evaluation from time to time of its performance and the performance of individual directors, and the performance of each of the Board committees. The evaluation may utilize an oral or written assessment questionnaire developed by the Corporate Governance and Nominating Committee or by the individual Board committees. The individual assessments will be summarized and reported for discussion to the full Board. The Nominating and Corporate Governance Committee is responsible for establishing the evaluation criteria and overseeing the evaluations.

Attachment A

Policy Governing Director Qualifications and Nominations

The Board has adopted this Policy Governing Director Qualifications and Nominations (the “Policy”) in accordance with the proxy disclosure requirements set forth in the rules adopted by the Securities and Exchange Commission (“SEC”) and the corporate governance rules adopted by NASDAQ.

The purposes of this Policy is to set forth the process of for identifying directors nominees, including nominees recommended by the Company’s stockholders, and the process for evaluating director nominees. The Board believes that it is in the best interests of the Company and its stockholders to obtain highly qualified candidates for the Board who are committed to the Company’s long-term business success consistent with the highest standards of responsibility and ethics and who should represent the best interests of all the Company’s stockholders and not any particular constituency. The Nominating and Corporate Governance Committee (the “Committee”) of the Board will seek for nomination and appointment candidates with established professional reputations and experience in areas that are relevant to Company's business and activities. The Committee will evaluate candidates identified on its own initiative as well as candidates referred to it by other members of the Board, by the Company’s management or by external sources. The Committee will also review nominees submitted by stockholders of the Company in accordance with the Bylaws, this Policy, or other guidelines established by the Company from time to time, who meet such criteria.

1. Identification of Director Candidates

- (a) The Company shall consider director candidates recommended by Committee members, other directors, members of the Company’s management, stockholders of the Company, and third party search firms, as the Committee may retain from time to time to assist it in identifying director candidates.
- (b) Stockholders wishing to submit recommendations for potential director candidates to the Committee must include the following information:
 - (i) Name and address of record of the stockholder submitting the recommendation;
 - (ii) The name, age, business and residential address, educational background, current principal occupation and employment for at least the preceding five (5) full fiscal years of the proposed director candidate;
 - (iii) A description of the qualifications and background of the proposed director candidate indicating the particular skills or expertise the candidate would bring to the Board;
 - (iv) The consent of the proposed director candidate (i) to be named in the proxy statement relating to the Company’s annual meeting of stockholder and (ii to serve as a director if elected at such annual meeting;

- (v) The number of shares of the Company's stock owned by the stockholder submitting the recommendation and the length of time such shares have been held and a representation that the stockholder is a record holder of the Company's securities, or if the stockholder is not a record holder, evidence of ownership in accordance with Rule 14a-8(b) of the Securities Exchange Act of 1934; and
 - (vi) A description of all relationships, arrangements or understandings between the stockholder and the proposed director candidate;
 - (vii) Any additional information that would be required under applicable SEC rules to be included in the Company's proxy statement in the event the proposed candidate were to be nominated as a director; and
 - (viii) Any other information required by the Company's Amended and Restated By-Laws ("Bylaws").
- (c) The Committee will consider candidates recommended for nomination to the Board by stockholders of the Company if submitted on a timely basis. Nominations submitted by stockholders to the Company's Secretary must be delivered to or mailed and received at the principal executive offices of the Company as set forth in its Bylaws which currently require such notice to be provided not less than ninety (90) days nor more than one hundred twenty (120) days prior to the anniversary date of the immediately preceding annual meeting of stockholders; provided, however, that in the event that the annual meeting is called for a date that is not within thirty (30) days before or after such anniversary date, notice by the stockholder in order to be timely must be so received not later than the close of business on ninetieth (90th) day prior to such annual meeting or the tenth (10th) day following the day on which public announcement is first made of the date of the annual meeting.

2. **Evaluation of Director Candidates**

- (a) The Committee shall evaluate each candidate for director, considering all factors that would affect the candidate's ability to make meaningful contributions to the Board's oversight of the business and affairs of the Company.
- (b) The Committee shall consider, among other factors the Committee may deem relevant, the candidate's:
 - (i) personal and professional ethics and integrity;
 - (ii) leadership experience;
 - (iii) business and professional experience in fields relevant to the Company's business (including whether that experience complements the expertise and experience of the other directors);

- (iv) commitment to representing the interests of all stockholders of the Company;
 - (v) diversity in skills, experience and background;
 - (vi) ability to devote sufficient time to Board activities, including consideration of service on other public company boards; and
 - (vii) status under all applicable independence requirements.
- (c) The process for evaluating a candidate may include, without limitation, any or all of the following steps:
- (i) review publicly available information about the candidate;
 - (ii) request additional information from the candidate (or the submitting stockholder) to review his or her qualifications;
 - (iii) conduct interviews with the candidate; and
 - (iv) contact the candidate's references and/or other sources of firsthand information about the candidate.
 - (v) cause to be assembled information concerning the background and qualification of the candidate, including information concerning the candidate to be disclosed in the Company's proxy statement under the rules of the SEC and any relationship between the candidate and the person recommending the candidate;
 - (vi) determine if the candidate satisfies minimum qualifications required by the Committee of candidates for election as director;
 - (vii) determine if the candidate possesses any of the specific qualities or skills that under the Committee's policies must be possessed by one or more members of the Board;
 - (viii) consider the contribution that the candidate can be expected to make to the overall functioning of the Board; and
 - (ix) consider the extent to which the membership of the candidate on the Board will promote diversity among the directors.

- (d) The Committee shall consider candidates recommended by stockholders under the same criteria as candidates recommended by other sources. Only those recommendations whose submission complies with the procedural requirements of the Bylaws and the procedural requirements adopted by the Committee will be considered by the Committee. The Committee may also take into consideration the number of shares held by the recommending stockholder and the length of time that such shares have been held.

This Policy Governing Director Qualifications and Nominations is intended to provide a set of flexible guidelines for the effective functioning of TheStreet's director nomination process. The Board may review this Policy from time to time and anticipates that modification will be necessary from time as the Company's needs and circumstances evolve, and as applicable legal and listing standards change. The Board may modify or amend this Policy at any time. Should this occur, an amended and restated policy will be made publicly available in the investor relations sections of TheStreet.com website.