

## THE STREET, INC.

### Policy Governing Director Qualifications and Nominations

The Board of Directors (the “Board”) of TheStreet, Inc. (the “Company”) 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 The NASDAQ Stock Market.

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 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 to 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.

*As adopted March 7, 2013*