



Envestnet, Inc.

Compensation Committee Charter

(Last Amended by the Board of Directors - April 24, 2019)

COMPENSATION COMMITTEE CHARTER

1. PURPOSE OF THE COMPENSATION COMMITTEE

- a. The Compensation Committee (the “**Committee**”) was created by Envestnet’s Board of Directors (the “**Board**”) to discharge the responsibilities set forth in the Envestnet by-laws, the Envestnet certificate of incorporation and this Charter. The Committee shall have the authority and membership and shall operate according to the procedures provided in this Charter.

2. AUTHORITY OF THE COMPENSATION COMMITTEE

- a. The Committee shall have the authority to retain and terminate any compensation consultant to be used to assist in the evaluation of the compensation of the chief executive officer and Chairman of the Board, if applicable, or the compensation of the other senior officers of Envestnet designated by the Board as “executive officers” within the meaning of Section 16 of the U.S. Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) (each an “**executive officer**” and collectively, the “**executive officers**”) and shall have the authority to approve any such consultant’s fees and other retention terms.
- b. The Committee also shall have the authority, in its sole discretion, to retain and terminate, or obtain the advice of, any other legal, accounting or other advisers (“**Advisers**”) to advise and assist the Committee.
- c. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Adviser retained by the Committee.
- d. The Committee may select an Adviser to the Committee only after taking into consideration all factors relevant to that person’s independence from management, including the following:
 - i. The provision of other services to Envestnet by the person that employs the Adviser;
 - ii. The amount of fees received from Envestnet by the person that employs the Adviser, as a percentage of the total revenue of the person that employs the Adviser;
 - iii. The policies and procedures of the person that employs the Adviser that are designed to prevent conflicts of interest;
 - iv. Any business or personal relationship of the Adviser with a member of the Committee;

- v. Any stock of Envestnet owned by the Adviser; and
 - vi. Any business or personal relationship of the Adviser or the person employing the Adviser with an executive officer of Envestnet.
- e. Envestnet shall provide for appropriate funding, as determined by the Committee, for the payment of the compensation to an Adviser approved by the Committee.
 - f. The Committee may request that any director, officer or employee of Envestnet, or Envestnet's outside counsel, attend one or more meetings of the Committee or meet with any members of, or Advisers to, the Committee.
 - g. The Committee may form and delegate authority to subcommittees and management when appropriate, provided such delegation complies with applicable laws, rules and regulations, including state corporate law, the federal securities laws and the rules and regulations of the New York Stock Exchange ("NYSE").
 - h. The Committee may delegate to one or more officers the authority to make grants and awards of stock rights or options to any employee of Envestnet that is not an executive officer under such of Envestnet's incentive compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans.

3. COMPENSATION COMMITTEE COMPOSITION

- a. The Committee shall consist of no fewer than three members, consisting solely of directors determined by the Board to be independent and who satisfy the independence requirements of the NYSE as well as those set forth in Section 10C of the Exchange Act and Rule 10C-1 promulgated thereunder. In addition, each member of the Committee shall, if deemed appropriate from time to time, meet the definitions of "non-employee director" under Rule 16b-3 under the Exchange Act and "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986.
- b. In addition, in affirmatively determining the independence of any director who will serve on the Committee, the Board shall consider all factors specifically relevant to determining whether a director has a relationship to Envestnet which is material to that director'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 director, including any consulting, advisory or other compensatory fee paid by Envestnet to such director; and

- ii. whether such director is affiliated with Envestnet, a subsidiary of Envestnet or an affiliate of a subsidiary of Envestnet.
- c. The Nominating and Governance Committee shall recommend to the Board nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed by the Board and may be removed by the Board at any time. The Nominating and Governance Committee shall recommend to the Board, and the Board shall designate, the Chairman of the Committee.

4. DUTIES AND RESPONSIBILITIES OF THE COMPENSATION COMMITTEE

- a. The Committee shall establish and oversee Envestnet's executive compensation policies, including issues relating to pay and performance, targeted pay positioning (median, percentile etc.), comparison companies, pay mix and stock ownership. Envestnet's compensation policies may vary by location or by line of business, or by such other criteria as the Committee, in its sole discretion, shall determine appropriate. The Committee shall review all items of executive officer compensation and arrangements, including, as relevant (i) annual base salary level, (ii) annual incentive compensation, (iii) long-term incentive compensation, (iv) employment, severance and change-in-control agreements, if any, and (v) any other compensation, ongoing perquisites or special benefit items.
- b. The Committee shall establish a formal evaluation process for and determine the compensation for the chief executive officer. As part of such process, among other matters deemed relevant by the Committee, in its sole discretion, the Committee shall review and approve corporate goals and objectives relevant to the chief executive officer's compensation and evaluate the chief executive officer's performance in light of those goals and objectives as well as Envestnet's performance versus its peer group. Based on this evaluation, the Committee shall recommend the chief executive officer's compensation level to the independent directors of the Board for approval. The Committee shall also recommend the Chairman of the Board's compensation, if applicable, to the other independent directors of the Board for approval.
- c. In determining the long-term incentive component of the chief executive officer's compensation, the Committee shall consider Envestnet's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies and the awards given to Envestnet's chief executive officer in past years, and any other matters deemed relevant by the Committee, in its sole discretion.
- d. The Committee shall review the chief executive officer's recommendations regarding the compensation of Envestnet's other

executive officers and shall determine appropriate compensation levels for such executive officers.

- e. The Committee shall make recommendations to the Board with respect to new incentive compensation and equity-based plans, or amendments to any such existing plans.
- f. The Committee shall approve and ratify awards under incentive compensation and equity-based plans, including amendments to the awards made under any such plans.
- g. The Committee shall review and approve compensation (including stock option grants and other equity-based compensation) for Envestnet's outside directors.
- h. The Committee shall review and approve, for the chief executive officer, the Chairman of the Board, if applicable, and the other executive officers of Envestnet, (1) employment agreements, severance arrangements and change in control agreements or provisions, in each case, and (2) any special or supplemental benefits, including perquisites.
- i. The Committee shall consult with the chief executive officer on any decisions to retain or terminate any executive officer, other than the chief executive officer and Chairman of the Board (except termination under exigent circumstances) and will approve any retention or severance terms for such executive officers. In addition, the Committee shall recommend any retention or severance terms for the chief executive officer or Chairman of the Board, if appropriate, to the independent directors of the Board for approval.
- j. The Committee, in consultation with the Nominating and Governance Committee, shall work with Envestnet's chief executive officer and the Chairman of the Board, if applicable, to make appropriate plans for the succession upon retirement, death or disability of the chief executive officer and Chairman of the Board, if applicable, and review such plans at least annually.
- k. The Committee shall oversee the Company's (i) submissions to stockholders regarding executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and (ii) engagement with proxy advisory firms and other stockholder groups on executive compensation matters. The Committee also shall review the results of such advisory votes and consider any implications.
- l. The Committee shall review and approve the creation or revision of any clawback policy allowing the Company to recoup compensation paid to employees and shall administer any such policy.

- m. The Committee shall determine and oversee the Company's stock ownership guidelines.
- n. The Committee shall review and approve the list of peer group companies to which Envestnet shall compare itself for compensation purposes based on criteria the Committee deems appropriate.
- o. The Committee shall consult with management on any proposed plans to reorganize the senior management structure of Envestnet.
- p. The Committee shall annually review travel and entertainment expenses incurred by the chief executive officer and other executive officers of Envestnet.
- q. The Committee shall review and discuss the Compensation Discussion and Analysis with management and, based on this review and discussion, recommend whether it be included in Envestnet's annual report on Form 10-K and proxy statement.
- r. The Committee shall prepare the Compensation Committee Report required by the rules of the SEC to be included in Envestnet's annual report on Form 10-K and proxy statement.
- s. The Committee shall review and assess risks arising from Envestnet's compensation policies and practices for its employees and whether any such risks are reasonably likely to have a material adverse effect on Envestnet.
- t. The Committee shall have such other duties, responsibilities and authorities as the Board may from time to time delegate.

5. REPORTING RESPONSIBILITIES

- a. The Committee shall keep a record of its proceedings.
- b. The Committee shall report to the Board on such matters that are specifically required by this Charter and otherwise periodically on such other matters as the Committee deems appropriate or as are requested by the Board.

6. PROCEDURES

- a. The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter. The Chairman of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this Charter.

- b. No executive officer should attend that portion of any meeting where such executive's performance or compensation is discussed, unless specifically invited by the Committee.
- c. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- d. The Committee shall annually review its own performance and report to the Board regarding its findings.
- e. The Committee shall have the right to excuse any Committee member from a meeting or portion thereof to permit the remaining members of the Committee to discuss or act on any matter for which, in the Committee's opinion, the excused member's participation is not appropriate, and such excused member's absence in this circumstance shall not be deemed an absence for the purposes of determining a quorum.
- f. This Charter shall be posted on Envestnet's website in compliance with applicable Securities and Exchange Commission and NYSE rules.