



Envestnet, Inc.

Nominating and Governance Committee Charter

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

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

1. PURPOSE OF THE NOMINATING AND GOVERNANCE COMMITTEE

The Nominating and Governance Committee (the “**Committee**”) was created by Envestnet’s Board of Directors (the “**Board**”) to discharge the responsibilities set forth in Envestnet’s by-laws, Envestnet’s 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 NOMINATING AND GOVERNANCE COMMITTEE

- a. The Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates and shall have the authority to approve any such search firm’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 advisors (“Advisors”) 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. Envestnet shall provide for appropriate funding, as determined by the Committee, for the payment of the compensation to an Adviser approved by the Committee.
- e. 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 advisors to, the Committee.
- f. 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**”).
- g. The Committee shall have authority to make a recommendation to the Board regarding the termination of employment of Envestnet’s chief executive officer and the removal of the Chairman of the Board from the position of Chairman of the Board (but not the removal of such individual from his directorship).
- h. The Committee shall have authority to conduct a search for, and to make a recommendation to the Board regarding a new chief executive officer and a new Chairman of the Board.

3. NOMINATING AND GOVERNANCE COMMITTEE COMPOSITION

- a. The Committee shall consist of no fewer than three directors, comprised solely of directors determined by the Board to be independent and who satisfy the independence requirements of the NYSE.
- b. The 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 Committee shall recommend to the Board, and the Board shall designate, the Chairman of the Committee.

4. DUTIES AND RESPONSIBILITIES OF THE NOMINATING AND GOVERNANCE COMMITTEE

a. Nominating and Board Composition

- i. The Committee shall oversee searches for and identify qualified individuals for membership on the Board.
- ii. The Committee shall recommend to the Board criteria for Board and Board committee membership and shall recommend individuals for membership on the Board and its committees. In making its recommendations for Board and committee membership, the Committee shall:
 - 1. review candidates' qualifications for membership on the Board or a committee of the Board, including making a specific determination as to the independence of each candidate under Securities and Exchange Commission ("SEC"), NYSE and Internal Revenue Code ("IRC") rules, as applicable, and such other criteria that is approved by the Board;
 - 2. in evaluating current directors for re-nomination to the Board or re-appointment to any Board committees, assess the performance of such directors;
 - 3. periodically (but at least annually) review the composition of the Board and its committees in light of the performance of the Board and its committees and the current challenges and needs of the Board, Envestnet and each committee, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, performance, qualifications, diversity, age, skills, background and experience and any other matters the Committee deems appropriate;

4. consider potential nominees recommended by shareholders, but the Committee has no obligation to recommend such candidates for nomination; and
 5. consider any other factors that are set forth in Envestnet's Corporate Governance Guidelines or are deemed appropriate by the Committee or the Board.
- iii. The Chairman of the Committee, on behalf of the Board, shall invite new directors to join the Board upon approval by the Board.
 - iv. The Committee shall review annually, or more often if it deems appropriate, the qualification of directors as independent pursuant to applicable SEC, NYSE and IRC rules, and make recommendations to the Board with respect to such determinations.
 - v. The Committee shall consult with the Compensation Committee in its work with Envestnet's chief executive officer and the Chairman of the Board in making appropriate plans for Envestnet's chief executive officer's and Chairman of the Board's succession upon retirement, death or disability.
 - vi. The Committee shall review annually, or more often if appropriate, the qualification of Audit Committee members as "financially literate" and as having accounting or related financial management expertise within the meaning of NYSE rules and, for at least one member of the Audit Committee, as an "audit committee financial expert" within the meaning of SEC rules, and make recommendations to the Board with respect to such determinations.
- b. Corporate Governance
- i. The Committee shall serve in an advisory capacity to the Board and Chairman of the Board on matters of organizational and governance structure of Envestnet and the conduct of the Board.
 - ii. The Committee will assist the Board in conducting an annual self-evaluation, including through the solicitation of comments from all of the Board's directors, and prepare a related report, to determine whether the Board and its committees are functioning effectively. Following the end of each fiscal year, or more frequently if the Board so determines, the Board will discuss the evaluation report to determine what, if any, action could improve Board and Board committee performance.
 - iii. The Committee will consult with each other committee of the Board in connection with such other committees' annual performance evaluation to determine whether each such committee is functioning effectively.

- iv. The Committee shall review and reassess at least annually the adequacy of Envestnet's Corporate Governance Guidelines and recommend to the board any proposed changes thereto.
- v. The Committee shall recommend to the Board the designation of officers of Envestnet as "executive officers" within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended.
- vi. The Committee shall also be responsible for the oversight and evaluation of succession planning, if any, for such executive officers as the Committee shall deem appropriate to safeguard continuity in Envestnet's management.
- vii. The Committee shall review annually, or more often if appropriate, Envestnet's directors' and officers' and errors and omissions liability coverage and make any recommendations related thereto that it deems appropriate.
- viii. The Committee shall review annually, or more often if appropriate, Envestnet's contributions to any charitable institution or organization and set any guidelines relating thereto that it deems appropriate.
- ix. The Committee shall be responsible for any other tasks assigned to it in Envestnet's Corporate Governance Guidelines, as revised from time to time.
- x. 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 chair 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. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

- c. The Committee shall annually evaluate its own performance and report to the Board regarding its findings.
- d. 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.
- e. This Charter shall be posted on Envestnet's website in compliance with applicable SEC and NYSE rules.