

**CHARTER OF THE NOMINATING & CORPORATE GOVERNANCE  
COMMITTEE OF THE  
BOARD OF DIRECTORS OF  
INVESTMENT TECHNOLOGY GROUP, INC.**

**Purpose**

The Nominating & Corporate Governance Committee is appointed by the Board of Directors (the “Board”) of Investment Technology Group, Inc. (the “Company”) (1) to identify individuals qualified to become Board members, and to select, or to recommend that the Board select, the director nominees for the next annual meeting of shareholders, (2) to develop and recommend to the Board the corporate governance guidelines applicable to the Company, (3) to oversee a review of the Board’s and its committees’ performance and of management’s performance with respect to the corporate governance of the Company, and (4) to recommend to the Board director nominees for each committee, including the Nominating & Corporate Governance Committee.

**Committee Membership**

The Nominating & Corporate Governance Committee shall consist of no fewer than three members and each member shall be a member of the Board. Each of the members of the Nominating & Corporate Governance Committee shall meet the independence requirements of the New York Stock Exchange and applicable laws, rules and regulations.

The members of the Nominating & Corporate Governance Committee shall be appointed and replaced by the Board.

**Committee Authority and Responsibilities**

1. The Nominating & Corporate Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Nominating & Corporate Governance Committee also shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors as it determines necessary to carry out its duties.
2. The Nominating & Corporate Governance Committee shall actively seek, as necessary from time to time, individuals qualified to become board members, consistent with criteria approved by the Board, for recommendation to the Board. Generally, in assessing a potential candidate for Board nomination, the Nominating & Corporate Governance Committee will assess the individual’s independence, as well as give consideration to diversity, age, skills, and experience in the context of the needs of the Board based upon the current membership of the Board and the short and long-term business objectives of the Company. The Nominating & Corporate Governance Committee shall annually review with the Board the requisite skills and characteristics of new and existing Board members, and the composition of the Board as a whole.
3. The Nominating & Corporate Governance Committee shall recommend to the Board appropriate criteria for the selection of new directors and shall periodically review the criteria adopted by the Board and, if deemed desirable, recommend to the Board changes to such criteria.

4. The Nominating & Corporate Governance Committee shall oversee the Board's and its committees' annual self-evaluation to determine whether the Board and its committees are functioning effectively.
5. The Nominating & Corporate Governance Committee shall adopt and regularly review standards of director independence, review annually the relationships between directors, the Company and members of management and recommend to the Board whether each director qualifies as "independent" under the Board's definition of "independence" and the applicable rules of the New York Stock Exchange.
6. The Nominating & Corporate Governance Committee shall develop, review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
7. The Nominating & Corporate Governance Committee shall establish procedures for the Nominating & Corporate Governance Committee to exercise oversight of the evaluation of management with respect to the corporate governance of the Company and the Board.
8. The Nominating & Corporate Governance Committee shall assess the appropriateness of a director continuing to serve on the Board upon a substantial change in the director's principal occupation or business association from the position such director held when originally invited to join the Board, and recommend to the Board any action to be taken with respect thereto.
9. The Nominating & Corporate Governance Committee shall recommend to the Board director nominees for each committee, including the Nominating & Corporate Governance Committee.
10. The Nominating & Corporate Governance Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate.
11. The Nominating & Corporate Governance Committee shall make regular reports to the Board.
12. The Nominating & Corporate Governance Committee shall review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
13. The Nominating & Corporate Governance Committee shall annually review its own performance.
14. The Nominating & Corporate Governance Committee shall have such other authority and responsibilities as may be assigned to it from time to time by the Board.

**Adopted by the Board of Directors on December 1, 2016.**