

## **ITG Director Independence Standards**

The Nominating & Corporate Governance Committee of the Board of Directors has adopted the following policies regarding board member independence.

A. An independent director is one who meets the New York Stock Exchange standards for independence. Currently, these standards generally are as follows:

1. No director qualifies as “independent” unless the board of directors affirmatively determines that the director has no material relationship with ITG either directly or as a partner, shareholder or officer of an organization that has a relationship with ITG.
2. A director who is an employee, or whose immediate family member is an executive officer, of ITG is not independent until three years after the end of such employment relationship.
3. A director who receives, or whose immediate family member receives, more than \$120,000 per year in direct compensation from ITG, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service), is not “independent” until three years after he or she ceases to receive more than \$120,000 per year in such compensation.
4. No director qualifies as “independent” if: (A) the director or an immediate family member is a current partner of a firm that is ITG’s internal or external auditor; (B) the director is a current employee of such a firm; (C) the director has an immediate family member who is a current employee of such a firm and who personally works on ITG’s audit; or (D) the director or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on ITG’s audit within that time.
5. A director who is employed, or whose immediate family member is employed, as an executive officer of another company where any of ITG’s present executives serve on that company’s compensation committee is not “independent” until three years after the end of such service or the employment relationship.
6. A director who is an executive officer or an employee, or whose immediate family member is an executive officer, of a company that makes payments to, or receives payments from, ITG for property or services in an amount which, in any single fiscal year, exceeds the greater of \$1 million, or 2% of such other company’s consolidated gross revenues, is not “independent” until the employment relationship ceases or until three years after falling below such threshold.

B. In addition, the Nominating & Corporate Governance Committee has determined that the following commercial or charitable relationships will not be considered to be material relationships that would impair a director's independence: (i) if an ITG director is an executive officer of another company which is indebted to ITG, or to which ITG is indebted, and the total amount of either company's indebtedness to the other is less than two percent of the total consolidated assets of the company he or she serves as an

executive officer and (ii) if an ITG director serves as an officer, director or trustee of a tax-exempt organization, and ITG's discretionary charitable contributions to the organization are less than two percent of that organization's total annual charitable receipts. (ITG's automatic matching of employee charitable contributions will not be included in the amount of ITG's contributions for this purpose.)

For relationships not covered in Section A or B above, the determination of whether the relationship is material or not, and therefore whether the director would be independent or not, shall be made by the Board upon the recommendation of the Nominating & Corporate Governance Committee (whose members all satisfy the above independence guidelines). Similarly, the Board, based upon the recommendation of Nominating & Corporate Governance Committee, could determine, after considering all of the relevant circumstances, that a relationship was immaterial despite the fact that it did not meet the categorical standards of immateriality set forth in Section B above, and the director could therefore be considered independent. We would explain in our next proxy statement the basis for any such committee determination.

Adopted by the Board of Directors on February 8, 2010.