

**CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS OF
INVESTMENT TECHNOLOGY GROUP, INC.**

Purpose

The Audit Committee is appointed by the Board of Directors (the “Board”) of Investment Technology Group, Inc. (the “Company”) to be directly responsible for the appointment, compensation, retention and oversight of the work of any registered public accounting firm engaged by the Company for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company and to assist the Board in oversight of (1) the integrity of the financial statements of the Company, (2) the compliance by the Company with legal and regulatory requirements, (3) the independent auditor's qualifications and independence, and (4) the performance of the Company's internal audit function and independent auditors.

The Audit Committee shall prepare the report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.

Committee Membership

The Audit Committee shall consist of no fewer than three members and each member shall be a member of the Board. The members of the Audit Committee shall meet the independence and financial literacy requirements of the New York Stock Exchange, Securities Exchange Act of 1934, as amended (the “Exchange Act”) and applicable laws, rules and regulations, including the rules and regulations promulgated by the Securities and Exchange Commission. The members of the Audit Committee shall be appointed by the Board on the recommendation of the Nominating & Corporate Governance Committee. Audit Committee members may be removed and replaced by the Board.

No director may serve as a member of the Audit Committee if such director serves on the audit committee of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Audit Committee. Any such Board determination should be disclosed in the Company's annual proxy statement.

Committee Authority and Responsibilities

1. The Audit Committee shall have the sole authority to appoint and replace the independent auditor (subject, if applicable, to shareholder ratification) and any other registered public accounting firm engaged by the Company for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, and to approve all audit engagement fees and services and any non-audit engagement fees and services (to the extent permitted under applicable law) with such firms, and each such firm shall report directly to the Audit Committee. As determined by the Audit Committee, the Company shall provide for appropriate funding for payment of compensation to registered public accounting firms engaged by the Company for the purpose of rendering or issuing an audit report or related work or performing other audit, review or attest services. The Audit Committee shall be responsible for resolving disagreements between management and each such firm regarding financial reporting.
2. The Audit Committee shall meet as often as it determines necessary, but not less frequently than quarterly.
3. The Audit Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate.

4. The Audit Committee shall have the authority, without seeking Board approval, to retain independent counsel and other advisors as it determines necessary to carry out its duties. As determined by the Audit Committee, the Company shall provide appropriate funding for payment of compensation to any such advisors.
5. The Audit Committee shall meet with management, the internal auditor and the independent auditor in separate executive sessions at least semi-annually.
6. The Audit Committee shall make regular reports to the Board and review with the Board any issues that arise with respect to: (a) the performance and independence of the Company's independent auditor; and (b) the Company's compliance with legal and regulatory requirements.
7. The Audit Committee shall review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
8. The Audit Committee shall annually review the Audit Committee's own performance.
9. The Audit Committee shall have such other authority and responsibilities as may be assigned to it from time to time by the Board.

The Audit Committee, with respect to the following matters, also shall:

Financial Statement and Disclosure Matters

10. Review and discuss with management and the independent auditor the annual audited and quarterly financial statements, including the Company's disclosures made under "Management's Discussion and Analysis of Financial Condition and Results of Operations", and, in the case of quarterly financial statements, the results of the independent auditors' reviews of the quarterly financial statements, and recommend to the Board whether the audited financial statements should be included in the Company's annual report on Form 10-K.
11. Review and discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls, the development, selection and disclosure of critical accounting principles and estimates, and analyses of the effect of alternative assumptions, estimates or GAAP methods on the Company's financial statements.
12. Review and discuss with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures (if any) on the Company's financial statements.
13. Review and discuss with management the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies.
14. Discuss with management, internal audit staff and the independent auditor the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures and discuss with such persons guidelines and policies to govern the procedures by which risk assessment and risk management is undertaken.

15. Discuss with the independent auditor the matters required to be discussed by PCAOB Auditing Standard No. 16 Communications with Audit Committees relating to the conduct of the audit. In particular, discuss:
 - (a) The adoption of, or changes to, the Company's significant auditing and accounting principles and practices as suggested by the independent auditor, internal auditors or management.
 - (b) Any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditor and the Company's response to that letter.
 - (c) Any difficulties encountered in the course of the audit work, including any restrictions on the independent auditor's scope of activities or access to requested information, and any significant disagreements with management.
16. Review with the Board any issues that arise with respect to the quality and integrity of the Company's financial statements.

Oversight of the Company's Relationship with the Independent Auditor

17. Review the experience and qualifications of the senior members of the independent auditor team.
18. Obtain and review a report from the independent auditor at least annually describing (a) the auditor's internal quality-control procedures, (b) any material issues raised by the most recent quality-control review, or peer review, of the auditor, or by any inquiry or investigation by governmental or professional authorities within the preceding five years, respecting one or more independent audits carried out by the auditor, and any steps taken to deal with any such issues, and (c) all relationships between the independent auditor and the Company to assess the auditor's independence.
19. Evaluate the qualifications, performance and independence of the independent auditor, including the review and evaluation of the lead partner of the independent auditor, assure regular rotation of the lead audit partner in accordance with applicable law and consider whether, in order to assure continuing auditor independence, there should be a regular rotation of the audit firm itself and whether the auditor's quality controls are adequate and the provision of non-audit services is in compliance with applicable law and compatible with maintaining the auditor's independence, taking into account the opinions of management and the internal auditor.
20. Set clear hiring policies for the Company's hiring of employees or former employees of the independent auditor who were engaged on the Company's account.
21. Discuss with the national office of the independent auditor issues on which they were consulted by the Company's audit team with respect to matters of audit quality and consistency and accounting issues.
22. Meet with the independent auditor prior to the audit to discuss the planning and staffing of the audit.

Oversight of the Company's Internal Audit Function

23. Review the appointment and replacement of the executive responsible for internal audit functions, which functions may be outsourced, and periodically meet with such executive.
24. Review the significant reports to management prepared by the internal auditing function and management's responses.

25. Discuss with the independent auditor the internal audit responsibilities, budget and staffing and any recommended changes in the planned scope of the internal audit.
26. Review with the Board any issues that arise with respect to the performance of the internal audit function.

Compliance Oversight Responsibilities

27. Review with finance, management and the independent auditor at the completion of the annual audit the independent auditor's audit of the financial statements and its report thereon, including any matters to be communicated by the independent auditor pursuant to Section 10A of the Exchange Act, including the report of the independent auditor required by Section 10A(k) of the Exchange Act.
28. Review and investigate any matters pertaining to the integrity of management, including conflicts of interest, or adherence to standards of business conduct as required in the policies of the Company. This should include regular reviews of the compliance processes in general. In connection with these reviews, the Audit Committee will meet, as deemed appropriate, with the General Counsel, the Chief Compliance Officer and other Company officers or employees.
29. Review and approve related party transactions that are greater than \$120,000 in accordance with the Company's related party transaction policies and procedures.
30. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports which raise material issues regarding the Company's financial statements or accounting policies.
31. Discuss with the Company's General Counsel legal matters that may have a material impact on the financial statements or the Company's compliance policies.
32. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters.
33. Establish procedures for the confidential, anonymous submission by employees of the Company or any subsidiary of concerns regarding questionable accounting or auditing matters.
34. Review and discuss with management and the independent auditor management's internal control report prepared in accordance with rules promulgated by the SEC pursuant to Section 404 of the Sarbanes-Oxley Act.
35. Review and discuss with the CEO and CFO the procedures undertaken in connection with the CEO and CFO certifications for Form 10-Ks and Form 10-Qs, including their evaluation of the Company's disclosure controls and procedures and internal controls.

Limitation of Audit Committee's Role

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditor.

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