

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

Purpose

The Compensation Committee is appointed by the Board of Directors (the “Board”) of Investment Technology Group, Inc. (the “Company”) to discharge the Board’s responsibilities relating to compensation of the Company’s directors and executive officers. The Compensation Committee has overall responsibility for approving (or recommending to the Board for approval) and evaluating the director and executive officer compensation plans, policies and programs of the Company.

The Compensation Committee is also responsible for producing an annual report on executive compensation for inclusion in the Company’s proxy statement in accordance with applicable law, rules and regulations.

Committee Membership

The Compensation 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 Compensation Committee shall meet the independence requirements of the New York Stock Exchange and applicable laws, rules and regulations, including standards specifically applicable to compensation committee members.

The members of the Compensation Committee shall be appointed by the Board on the recommendation of the Nominating & Corporate Governance Committee. Compensation Committee members may be removed and replaced by the Board.

Committee Authority and Responsibilities

1. The Compensation Committee shall have the sole discretion to retain or obtain advice from, oversee and terminate any compensation consultant, legal counsel or other adviser to the Compensation Committee and be directly responsible for the appointment, compensation and oversight of any work of such adviser retained by the Compensation Committee, and the Company will provide appropriate funding (as determined by the Compensation Committee) for the payment of reasonable compensation to any such adviser.
2. From time to time, and as the Committee deems appropriate, the Compensation Committee shall assess the independence of compensation consultants, legal and other advisers to the Compensation Committee, taking into consideration all relevant factors the Committee deems appropriate to such adviser’s independence, including factors specified in the listing standards of the New York Stock Exchange.
3. The Compensation Committee shall establish the Company’s general compensation philosophy, and, in consultation with senior management, oversee the development and implementation of compensation plans, policies and programs.
4. The Compensation Committee shall at least annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO’s performance in light of those goals and objectives, report the results of such evaluation to the Board and set the CEO’s compensation levels based on this evaluation. In determining the long-term incentive component of CEO compensation, the Compensation Committee will consider the Company’s performance and relative

shareholder return, the value of similar incentive awards to CEOs at comparable companies, the awards given to the CEO in past years and such other matters as it deems relevant.

5. The Compensation Committee shall annually review and, to the extent required, make recommendations to the Board with respect to the compensation of all executive officers (and, with respect to non-employee directors, periodically) including incentive-compensation plans and equity-based plans and oversee the administration of these plans and discharge any responsibilities imposed on the Compensation Committee by any of these plans.
6. The Compensation Committee shall annually review and approve, for the CEO and the executive officers of the Company, (a) the annual base salary level, (b) the variable incentive compensation level (c) employment agreements, severance arrangements, and change in control agreements/provisions, in each case, as, when and if appropriate, and (d) any special or supplemental benefits, all in accordance with applicable law, rules and regulations.
7. The Compensation Committee shall review and discuss with management the Company's Compensation Discussion and Analysis disclosure required by applicable regulations and determine whether to recommend to the Board that it be included in the Company's Annual Report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C, as applicable.
8. The Compensation Committee shall prepare the report of the Committee required to be included in the Company's Annual Report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C, as applicable, in accordance with applicable rules and regulations.
9. The Compensation Committee shall consider the results of stockholder advisory votes on executive compensation matters and determine actions, if any, that may be warranted as a result of any such vote.
10. The Compensation Committee shall annually review incentive compensation programs to confirm incentive pay does not encourage unnecessary risk-taking.
11. The Compensation Committee may form and delegate its authority to subcommittees consisting of one or more members when appropriate.
12. The Compensation Committee shall make regular reports to the Board.
13. The Compensation Committee shall review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
14. The Compensation Committee shall annually review its own performance.
15. The Compensation 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.