

## **KCG HOLDINGS, INC.**

### **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

#### **Purpose**

The Board of Directors (the "Board") of KCG Holdings, Inc. (the "Company") shall appoint the Nominating and Corporate Governance Committee (the "Committee") for the purposes of (1) identifying individuals qualified to become Board members and to recommend that the Board select these individuals as nominees for election to the Board, (2) developing and recommending to the Board effective corporate governance policies and procedures applicable to the Company and the Board, and (3) oversee the evaluation of the Board and management.

#### **Committee Membership**

The Committee shall consist of no fewer than three members. The members of the Committee shall each satisfy the definition of "independent" under the listing standards of the New York Stock Exchange. The members of the Committee shall be appointed and replaced by the Board. The Board shall also appoint one member of the Committee to act as Chair of the Committee. The Chair and each other member of the Committee shall serve until the earlier of (i) the date on which he or she is no longer a member of the Board or (ii) his or her resignation or removal by the Board. The Board may appoint additional or replacement members of the Committee from time to time.

#### **Committee Authority and Responsibilities**

1. The Committee shall develop and recommend to the Board corporate governance guidelines applicable to the Company and the Board, and shall review and reassess the adequacy of such guidelines annually and recommend to the Board any changes deemed appropriate.
2. The Committee shall set general criteria for nomination to the Board. The general criteria to be considered for nomination to the Board shall be annexed to this Charter.
3. The Committee shall annually consider the size and composition of the Board, and recommend to the Board policies and actions related thereto.
4. At the direction of the Board, the Committee shall actively seek individuals qualified to become board members.
5. The Committee shall annually recommend to the Board a slate of nominees for election or reelection to the Board at the Company's annual meeting of stockholders. In the event of any vacancy on the Board (including vacancies resulting from an increase in the size of the

Board), upon the recommendation of the Committee, the Board may elect directors to the Board to serve until the next annual meeting of stockholders.

6. The Committee shall perform an annual assessment of the Board's performance, to be discussed with the full Board.
7. The Committee shall annually advise the Board on (a) committee member qualifications, (b) committee member appointments and removals, (c) committee structure and operations and (d) committee reporting to the Board.
8. The Committee shall review annually, or more often if appropriate, the performance of the Chief Executive Officer of the Company and make recommendations to the Board, as appropriate.
9. The 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 Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
10. The Committee shall review and recommend, as appropriate, director orientation and continuing education programs for members of the Board.
11. The Committee may form and delegate authority to subcommittees composed of one or more of its members when appropriate.
12. The Committee shall make reports to the Board at the next meeting of the Board following each Committee meeting.
13. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.
14. The Committee shall review at least annually with the Chairman and Chief Executive Officer of the Company the succession plans relating to the positions of Chairman and Chief Executive Officer.

## **Annex A – Criteria For Nomination To The Board**

1. Directors should be of the highest ethical character and share the values of KCG Holdings, Inc.
2. In selecting Directors, the Board should generally seek individuals who have experience at a strategy/policy setting level or who have high-level managerial experience in a relatively complex organization, including business, government, education and technology sectors, or who are accustomed to dealing with complex problems.
3. At the same time, in recognition of the fact that the foundation of the Company is in financial services and technology, the Board should also seek some Directors who are widely recognized as leaders in the fields of financial services or technology, including those who have received the most prestigious awards and honors in their field.
4. Each Director should have relevant expertise and experience, and be able to offer advice and guidance to the Chief Executive Officer based on that expertise and experience
5. The majority of Directors on the Board should satisfy the definition of "independent" under the listing standards of the New York Stock Exchange.
6. Each Director should have the ability to exercise sound business judgment.
7. Each Director should have an ability to work effectively with others.
8. Each Director should have sufficient time to devote to the affairs of the Company.
9. Directors should be selected so that the Board of Directors is a diverse body, with diversity reflecting gender, age, ethnic background, country of citizenship and professional experience.