

## **KCG HOLDINGS, INC.**

### **RISK & TECHNOLOGY COMMITTEE CHARTER**

#### **Purpose**

The purpose of the Risk & Technology Committee (the “Committee”) of the Board of Directors (“Board”) of KCG Holdings, Inc. (the “Company”) shall be to assist the Board in its oversight responsibilities relating to (i) the identification, monitoring and assessment of the key risks of the Company, including the significant policies, procedures and practices employed in risk management and (ii) the monitoring of major technology related strategies, projects and technology architecture, including those relating to cybersecurity and information security and technology.

Management of the Company is responsible for the management of risk and the design and use of technology within the Company and for establishing and maintaining processes and controls that identify, monitor and assess key risks and that provide reasonable assurance as to the effectiveness and efficiency of the risk management program and major technology initiatives and functions.

#### **Membership**

The Committee shall consist of a minimum of three directors who are appointed by the Board (either by itself or upon the recommendation of the Nominating and Corporate Governance Committee) and serve until replaced by the Board in its discretion. The Board will designate a Chairperson of the Committee. The Board shall review applicable requirements for membership on the Committee on an annual basis.

To facilitate communication between the Company’s Finance and Audit Committee and the Committee, the Chairperson of the Committee shall coordinate with the Chairperson of the Finance and Audit Committee to assist the Finance and Audit Committee in its review of the Company’s risks that have been delegated to the Finance and Audit Committee in its charter. All members of the Board shall be entitled to receive notice of and attend as an observer each meeting of the Committee and to receive the materials for each meeting of the Committee. The Chairperson of the Committee shall be entitled to receive notice of and attend as an observer each meeting of the Finance and Audit Committee and to receive the materials for each meeting of the Finance and Audit Committee.

#### **Meetings**

The Committee shall meet at least on a quarterly basis and may hold additional meetings as circumstances warrant. At least annually, the Committee shall meet jointly with the Finance and Audit Committee to review and discuss the Company’s risk management policies, procedures

and insurance coverage. Every member of the full Board is entitled to receive an invitation and attend the annual joint meeting.

### **Authority**

The Committee shall have authority to retain such outside counsel, experts and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms. The Committee may request any director, officer or employee of the Company or its subsidiaries or its outside counsel, accountants or consultants to attend a meeting of the Committee or to meet with any members of, or legal counsel or consultants to, the Committee.

### **Responsibilities**

The Committee shall have the following responsibilities:

1. To review and discuss with management the Company's organizational risk governance approach to risk management and its methods for identifying and managing risks.

2. Except for functions performed by the Finance and Audit Committee (i.e., financial risk exposure, including the liquidity risk management policy), to review and discuss with management the Company's risk appetite and tolerance and key risks, including credit risk, market risk, operational risk (including but not limited to technology risk), and reputational risk, in the context of the Company's business strategy, financial resources and performance.

3. To review and discuss with the Company's Chief Risk Officer, the Company's risk assessment and risk management guidelines, controls, policies and processes, as the case may be. The Committee shall meet separately from the full Board at least twice a year with the Company's Chief Risk Officer.

4. To review and discuss the Company's Business Continuity Plan and related critical processes.

5. To discuss legal, regulatory, compliance and insurance matters relating to the Company's risk management policies and procedures outlined herein with the General Counsel.

6. To discuss major technology planning (including the adequacy and allocation of IT resources for funding and personnel), strategy, developments, risks and challenges with the Global Head of Technology.

7. To review and receive updates on policies and standards pertaining to information technology and cybersecurity risks, including the Company's framework to prevent, detect and respond to cyber-attacks or breaches, and to review significant new and existing information technology and cybersecurity risk exposures and the steps management has taken to monitor and control such exposures.

8. In coordination with the Finance and Audit Committee, to review and discuss disclosures regarding risk contained in the Company's Annual Report on Form 10-K and certain other securities filings, as appropriate.

9. To review reports on selected risk topics as the Committee deems appropriate from time to time.

10. To discharge any other duties or responsibilities delegated to the Committee by the Board.

11. To receive, as and when appropriate, reports from the Company's internal audit group on the results of risk management reviews and assessments.

### **General**

The Committee shall report its actions and any recommendations to the Board on a regular basis and shall conduct and present to the Board an annual performance evaluation of the Committee. The Committee shall also review at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.