

KCG HOLDINGS, INC.

FINANCE AND AUDIT COMMITTEE CHARTER

Purpose

The Finance and Audit Committee (the "Committee") of the Board of Directors (the "Board") of KCG Holdings, Inc. (the "Company") is established to assist the Board's oversight of: (1) the integrity of the Company's financial statements and its risk and control environment; (2) the qualification and independence of, and relationship with, the Company's independent auditor; (3) the Company's internal audit function; (4) compliance with applicable legal and regulatory requirements; and (5) compliance with the Company's Code of Business Conduct and Ethics (the "Code"). In addition, the Committee also: (A) reviews and makes recommendations to the Board regarding: (i) any proposed material capital formation plans including planned issuance of equity securities and debt instruments, and stock repurchase programs; and (ii) certain acquisitions, investments, new business ventures, and divestitures by the Company; and (B) annually reviews and approves the Company's: (x) treasury investment policy outlining the general investment objectives of the Company and the specific instruments for which investments are permitted; (y) liquidity risk management policy; and (z) contingency funding plan.

It is the objective of the Committee to maintain free and open communication among the Board, the independent auditor, the internal audit department, and the financial and senior management of the Company.

Membership

The Committee shall have a minimum of three members, including the Chairman, who are appointed by the Board on recommendation of the Nominating and Corporate Governance Committee and serve until replaced by the Board. The members of the Committee shall meet the independence, experience and financial literacy requirements of The Sarbanes-Oxley Act of 2002 (the "2002 Act"), the New York Stock Exchange (the "NYSE") and applicable rules of the Securities and Exchange Commission (the "SEC"). In addition, the Board shall determine that at least one member of the Committee qualifies as an "audit committee financial expert" under SEC rules or the Committee shall advise the Company that none of its members so qualifies. The Board shall review applicable requirements for membership on the Committee on an annual basis to insure continued compliance by the members of the Committee.

The Chairperson of the Committee shall be designated by the Board, provided that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a Chairperson.

No director may serve as a member of the 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 Committee.

Meetings and Reporting

The Committee shall meet as often as it determines necessary to properly discharge its responsibilities, but not less than quarterly. Meetings may be called by the Committee Chairman, or by a majority of its members, or by the Chief Financial Officer, and the Secretary of the Company shall give notice of meetings to each member of the Committee. A person designated by the Committee Chairman shall be responsible for keeping the minutes of the meetings. The presence in person of a majority of the members of the Committee shall be necessary to constitute a quorum of the Committee. At the discretion of the Committee Chairman, participation in a meeting by means of a conference telephone call allowing all persons participating to hear each other at the same time shall constitute presence in person at a meeting.

The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or persons or firms retained by, the Committee.

The Committee shall meet with the Director of Internal Audit, the Chief Financial Officer, and the independent auditor in separate private executive sessions at least quarterly, in each case to discuss any matters that the Committee or any of the above persons or the independent auditor believes warrant Committee attention. The Committee may meet at its discretion with any consultant or advisor to the Company.

The Committee shall make regular reports to the Board summarizing the Committee's actions and any significant issues considered by the Committee and any related recommendations. The Committee shall review and reassess the adequacy of this Charter not less than annually and recommend any proposed changes to the Board for approval. The Committee shall prepare the report of the Committee required, pursuant to rules of the SEC, for inclusion in the Company's annual proxy statement. The Committee shall annually review its performance under the requirements of this Charter and through its own self-assessment and report its evaluation to the Board.

Authority, Responsibilities and Duties

The Committee shall have the power to authorize investigations into any matters within the scope of this Charter. The Committee shall carry out other responsibilities and duties as delegated by the Board related to the purposes of the Committee. The Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in consideration of changing business, legislative, regulatory, legal, and other conditions.

The Committee shall have the authority, without seeking approval of the Board or management, to select and retain independent legal, accounting or other consultants to advise the Committee, and to incur other ordinary administrative expenses that are necessary or appropriate in carrying out its duties, the cost of which will be funded by the Company.

The Company's independent auditor shall report directly to the Committee with respect to its role as the Company's independent auditor. The Committee shall have sole authority to appoint or replace the independent auditor, including consideration of periodic auditor rotation, and shall approve in advance all audit engagement fees and terms and all permitted non-audit engagements. The Committee may consult with management but shall not delegate these responsibilities. The Committee shall annually present to the Board its conclusions with respect to the appointment of the Company's independent auditor.

The Company's internal audit function shall report directly to the Committee. The Committee shall have sole authority to hire and replace the Director of Internal Audit and shall discuss his/her performance at least annually with senior management.

In carrying out its responsibilities and duties, the Committee's policies and procedures should remain flexible, so that it may be in a position to best react or respond to changing circumstances and conditions. The following are within the authority of the Committee:

Oversight of the Integrity of the Company's Financial Statements and its Risk and Control Environment

1. Review and discuss with management and the independent auditor the annual audited financial statements, including disclosures made in Management's Discussion and Analysis of Financial Condition and Results of Operations, and recommend to the Board whether the audited financial statements prepared by management are to be included in the Company's Form 10-K. Provide a report in the annual proxy statement that includes the Committee's review and discussion of matters with management and the independent auditor.
2. Review and discuss with management and the independent auditor the Company's quarterly financial statements and earnings press release prior to the filing of its Form 10-Q, including the results of the independent auditor's review of the quarterly financial statements. The Chief Executive Officer and Chief Financial Officer shall disclose to the Committee their certifications provided pursuant to Sections 302 and 906 of the 2002 Act. Discuss generally with management the type of information to be disclosed publicly to analysts and rating agencies on earnings guidance.
3. Discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's quarterly and annual 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 estimates, and analyses of the effect of alternative treatments, estimates or GAAP methods on the Company's financial statements.

4. Review the yearly report prepared by management and attested to by the Company's independent auditor, assessing the effectiveness of the Company's internal control over financial reporting and stating management's responsibility for establishing and maintaining adequate internal control over financial reporting prior to its inclusion in the Company's Annual Report on Form 10-K. Receive a report from management regarding its detailed assertion testing and receive a report of all significant deficiencies and/or material weaknesses and their disposition.
5. Review the Company's disclosure control procedures in accordance with Section 302 of the 2002 Act and monitor that they are followed in the preparation of quarterly and annual financial statements.
6. Discuss with management and the independent auditor the effect and implication of regulatory and accounting initiatives and standards, as well as any off-balance sheet structures, on the Company's financial statements.
7. Periodically discuss with management, at least annually, the Company's major financial risk and fraud risk exposures, and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
8. Discuss with the independent auditor, the Director of Internal Audit and senior management, including the Chief Executive Officer and Chief Financial Officer, as appropriate: (i) the adequacy of the Company's internal controls including significant deficiencies in the design or operations of internal controls which could adversely affect the Company's ability to record, process, summarize, and report financial data, and management's response; and (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.
9. Meet at least quarterly with the Chief Financial Officer in a separate private session.

Oversight of the Company's Relationship with the Independent Auditor

10. The independent auditor reports directly to the Committee. On an annual basis, review and evaluate the performance, qualifications and independence of the Company's independent auditor, and make a determination on their retention or non-retention as auditor for the Company's annual audit, including consideration of periodic auditor rotation. The Committee shall present its conclusion to the Board for its information at least annually.

11. Obtain from the independent auditor at least annually, a report regarding: (i) the independent auditor's internal quality control procedures; (ii) any material issues raised by the most recent quality control review, or peer review, of the independent auditor, or by any inquiry or investigation by government or professional authorities within the preceding five years respecting one or more independent audits carried out; (iii) any steps taken to deal with any such material issues; and (iv) all relationships between the independent auditor, the Company, and senior management.
12. Review and evaluate the lead partner of the independent auditor team.
13. Prior to the initial engagement and at least annually thereafter, receive a written report from the independent auditor regarding its independence consistent with applicable requirements of the Public Company Accounting Oversight Board delineating all relationships between the independent auditor and the Company. Actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that could impact its objectivity and independence and take any appropriate action to satisfy the Committee of the independent auditor's independence.
14. Meet with the independent auditor prior to the beginning of the regular audit and the Section 404 attestation audit to review the engagement letter and discuss the planning, staffing, risk assessment, and the scope of the proposed audit for the current year and the audit procedures to be utilized. Review the experience and qualifications of the senior members of the audit team. Ensure the audit firm has processes in place for the regular rotation of audit partners as required by law and regulation.
15. Approve in advance the proposed and final terms of engagement and fees paid to the Company's independent auditor for the regular audit and Section 404 attestation audit.
16. Pre-approve permitted non-audit services and fees to be performed by the independent auditor and determine that such services are compatible with maintaining its independence. The Committee can delegate pre-approval to a Committee member who will report to the full Committee at its next regularly scheduled meeting on any such approvals.
17. Review and discuss with the independent auditor the results of the year-end audit of the Company, including any comments or recommendations of the Company's independent auditor and, based on such review and discussions and on such other considerations as it determines appropriate, recommend to the Board whether the Company's financial statements should be included in the Annual Report on Form 10-K.
18. Discuss with the independent auditor the matters required to be discussed by relevant PCAOB standards, including AU §316 and AS §16, relating to the conduct of the audit.

19. Obtain from the independent auditor any information pursuant to Section 10A of the Securities Exchange Act of 1934.
20. Review with the independent auditor any problems, difficulties or restrictions they may have encountered in the course of the audit. Resolve any disagreements between management and the independent auditor regarding financial reporting.
21. Receive and discuss annually, the independent auditor's attestation to and report on management's internal control assertion, as mandated by Section 404 of the 2002 Act.
22. Review any written communication between the independent auditor and management, including any management letter or schedule of unadjusted differences.
23. The Committee shall set policies for the Company's hiring of employees or former employees of the independent auditor and approve the hiring of any employee of the independent auditor for a senior financial or operating management position. The Company shall not hire any employee of the independent auditor within one year of participating in the audit of the Company.
24. Meet with the independent auditor in private session at least quarterly.

Oversight of the Company's Internal Audit Function

25. The Company's internal audit function shall report directly to the Committee. The Committee shall have sole authority to hire and replace the Director of Internal Audit.
26. At least annually review and evaluate the internal audit function including: (i) the independence and authority of the reporting relationship; (ii) the proposed annual internal audit plan and scope of work; (iii) department budget and staffing levels; (iv) coordination with the Company's independent auditor; and (v) the internal audit department charter.
27. Review summaries of findings from completed audits and management's response, and discuss any audit scope restrictions encountered during the execution of its audit responsibilities. In addition, discuss the status of management's remediation plans from previously completed audits which are still open.
28. Meet with the Director of Internal Audit in private session at least quarterly.
29. Discuss the annual performance of the Director of Internal Audit with the Company's Chief Risk Officer, who acts as the management administrative officer for the Internal Audit Department.

Oversight of Compliance with Applicable Legal and Regulatory Requirements

30. Discuss with the Company's General Counsel and Chief Compliance Officer legal or regulatory matters that may have a material impact on the financial statements or the Company's compliance policies.
31. Periodically review management's programs to monitor compliance with laws and regulations.
32. Discuss with the Company's outside counsel as appropriate, evidence of any material violation of securities law or breach of fiduciary duty not acted on by senior management.
33. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any complaints or published reports that raise material issues regarding the Company's financial statements or the Company's compliance with legal and regulatory requirements.
34. Obtain reports from management, the Director of Internal Audit and the independent auditor regarding the Company's and its subsidiary and foreign affiliated entities' compliance with applicable legal requirements and the Company's Code of Business Conduct and Ethics.

Oversight of Compliance with the Company's Code of Business Conduct and Ethics

35. Determine that the Company has established a Company-wide Code of Business Conduct and Ethics, and that all directors and executive officers annually approve the Code and acknowledge any amendments or changes thereafter. Determine that management periodically reviews and updates the Code. Receive periodic reports from management regarding their review of compliance with the Code. All waivers of Code provisions for directors and executive officers must be approved by the Board of Directors.
36. The Committee shall review and approve procedures for receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, including confidential anonymous submissions by employees. Annually review procedures for effectiveness. All significant matters received and their proposed resolution must be reported to and discussed with the Committee.
37. Inquire of the Chief Executive Officer and Chief Financial Officer as to their responsibilities to disclose to the Committee any fraud, whether or not material, involving management or other employees who have a significant role in internal controls. Discuss as appropriate the resolution of such matters.
38. The Committee shall review and approve proposed related party transactions or courses of dealings with respect to which executive officers or directors or members

of their immediate families have an interest, including all transactions required to be disclosed by Item 404(a) of Regulation S-K.

Review of Capital Formation Plans

39. Review and make a recommendation to the Board regarding all material proposed new capital formation plans of the Company including planned issuance of equity securities and debt formation.
40. Review and make a recommendation to the Board regarding all proposed repurchase of Company securities.

Review of Acquisitions, Investments and Divestitures

41. Review and approve each acquisition, investment, new business venture, and divestiture proposed by management, which involves cash and/or consideration between \$5 million and \$20 million.
42. Review and make a recommendation to the Board regarding each acquisition investment, new business venture, and divestiture proposed by management, which involves cash and/or consideration in excess of \$20 million.

Review of Treasury Department Activities

43. Review and approve annually the Company's Treasury Investment Policy outlining the general investment objectives of the Company and the specific instruments for which investments are permitted.
44. Review quarterly reports from management's Asset & Liability Committee regarding the overall funding of the Company.
45. Review and approve annually the Company's Liquidity Risk Management Policy and Contingency Funding Plan. Review quarterly management reports on liquidity risk and funding and liquidity contingency scenarios.

Limitation of the Finance and Audit Committee's Role

Although the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Nor is it the duty of the Committee to conduct investigations or to implement policies and procedures to promote compliance with laws and regulations and Company policy. These matters are the responsibilities of management or the independent auditor or both, and the Committee's responsibility in this regard is one of oversight and review. The Committee relies without independent verification on the information provided to it and on the representations made by

management and the independent auditor. The Committee does not provide any expert or other special assurances as to such financial or compliance matters. In addition, the Committee's "audit committee financial expert" does not carry a higher degree of individual responsibility or obligation than other members of the Committee or other Board members. The "audit committee financial expert" is not to be considered an expert for purposes of Section 11 of the Securities Act of 1933, as amended, solely as a result of being designated as a financial expert on the audit committee. The role of the financial expert is to assist the Committee in overseeing the audit process, not to audit the Company.