



First Quarter Financial and Operating Results

May 5, 2015

Safe Harbor Statement

Forward Looking Statements

The forward-looking statements contained herein include, without limitation, statements relating to GAIN Capital's and/or City Index (Holdings) Limited ("City Index") expectations regarding the opportunities and strengths of the combined company created by the proposed business combination, anticipated cost and revenue synergies, the strategic rationale for the proposed business combination, including expectations regarding product offerings, growth opportunities, value creation, and financial strength, and the timing of the closing. All forward looking statements are based upon current expectations and beliefs and various assumptions. There can be no assurance that GAIN Capital or City Index will realize these expectations or that these beliefs will prove correct. In addition, a variety of important factors could cause results to differ materially from such statements. These factors are noted throughout GAIN Capital's annual report on Form 10-K, as filed with the Securities and Exchange Commission on March 16, 2015, and include, but are not limited to, the actions of both current and potential new competitors, fluctuations in market trading volumes, financial market volatility, evolving industry regulations, including changes in regulation of the futures companies, errors or malfunctions in GAIN Capital's systems or technology, rapid changes in technology, effects of inflation, customer trading patterns, the success of our products and service offerings, our ability to continue to innovate and meet the demands of our customers for new or enhanced products, our ability to successfully integrate assets and companies we have acquired, our ability to effectively compete in the futures industry, changes in tax policy or accounting rules, fluctuations in foreign exchange rates and commodity prices, adverse changes or volatility in interest rates, as well as general economic, business, credit and financial market conditions, internationally or nationally, and our ability to continue paying a quarterly dividend in light of future financial performance and financing needs. The forward-looking statements included herein represent GAIN Capital's views as of the date of this release. GAIN Capital undertakes no obligation to revise or update publicly any forward-looking statement for any reason unless required by law.

Non-GAAP Financial Measures

This presentation contains various non-GAAP financial measures, including Adjusted EBITDA, Adjusted Net Income, Adjusted EPS and Cash EPS. These non-GAAP financial measures have certain limitations, including that they do not have a standardized meaning and, therefore, our definitions may be different from similar non-GAAP financial measures used by other companies and/or analysts. Thus, it may be more difficult to compare our financial performance to that of other companies. We believe our reporting of these non-GAAP financial measures assist investors in evaluating our historical and expected operating performance. However, because these are not measures of financial performance calculated in accordance with GAAP, such measures should be considered in addition to, but not as a substitute for, other measures of our financial performance reported in accordance with GAAP, such as net income.

First Quarter Results

- Delivered double digit growth in quarterly revenue, net income and adjusted EBITDA on a year-over-year basis
- Increased scale and expense management discipline continues with fixed operating expenses down 19%
- Successfully navigated the Swiss franc event in mid-January as a result of our strong risk management capabilities
- Positive momentum in operating metrics points to continued client engagement
- Completed the acquisition of City Index on April 1, bringing combined annualized retail OTC trading volume to >\$3 trillion and client assets >\$1.1 billion

First Quarter 2015 Financial and Operating Results

- **Financial Results⁽¹⁾**

- Net revenue: \$92.9 million (up 14%)
- Net income: \$8.3 million (up 118%)
- Adjusted EBITDA⁽²⁾: \$19.7 million (up 63%)
- EPS (Diluted): \$0.18 (up 100%)
 - Adjusted EPS (Diluted)⁽³⁾: \$0.23 (up 77%)
 - Cash EPS⁽⁴⁾: \$0.27 (up 69%)

- **Operating Metrics⁽¹⁾⁽⁵⁾**

- Retail volume: \$798.6 billion (ADV: \$12.6 billion) (up 40%)
- GTX volume: \$1.2 trillion (ADV: \$19.6 billion) (up 2%)
 - Institutional volume: \$1.3 trillion (down 1%)
- Futures contracts: 2.4 million (up 51%)
- Total active accounts: 107,579 (up 3%)

(1) Comparisons are referenced to the first quarter of 2014.

(2) Adjusted EBITDA is a non-GAAP financial measure that represents our earnings before interest, taxes, depreciation, amortization, restructuring, acquisition, non-controlling interest, integration expenses and bad debt expense related to the SNB event in January of 2015. A reconciliation of net income to adjusted EBITDA is available in the appendix to this presentation.

(3) Adjusted EPS is a non-GAAP financial measure that represents net income per share excluding the impact of restructuring, acquisition, integration expenses and bad debt expense related to the SNB event in January of 2015. A reconciliation of GAAP EPS to adjusted EPS is available in the appendix to this presentation.

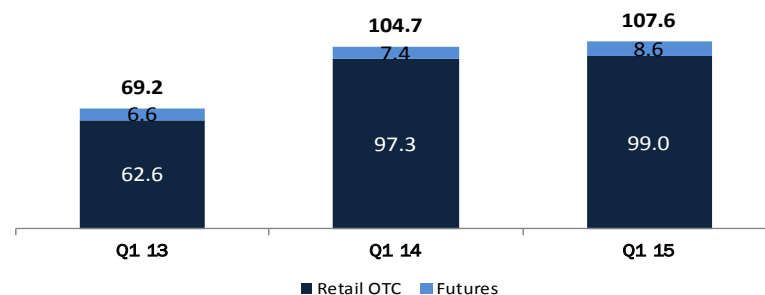
(4) Cash EPS is a non-GAAP financial measure that represents net income per share excluding the impact of depreciation, amortization, purchased intangible amortization and non-cash interest expense.

(5) Definitions for all our operating metrics are available in the appendix to this presentation.

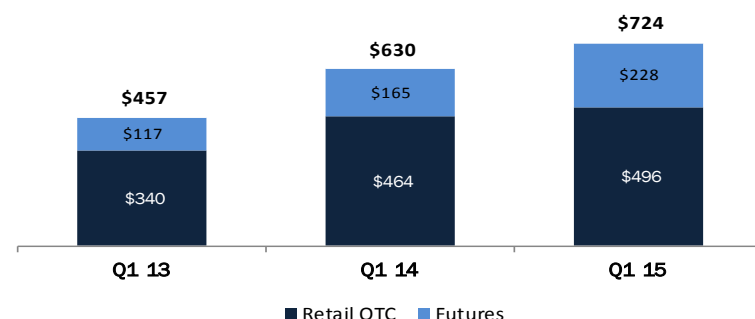
Strength of Key Operating Metrics

- GAIN’s leading retail brand coupled with our strong partner relationships drive growth in our key operating metrics
 - Compound annual growth rate (“CAGR”) of 25% in retail OTC active accounts
 - CAGR of 21% in retail OTC client assets
 - CAGR of 37% in trading volume

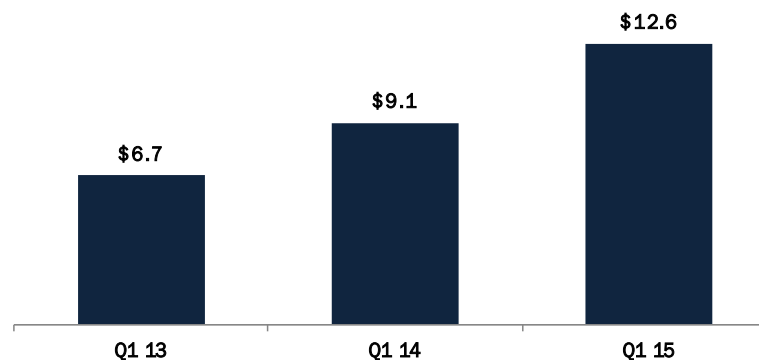
Total Active Accounts (in thousands)



Retail Client Assets (in millions)

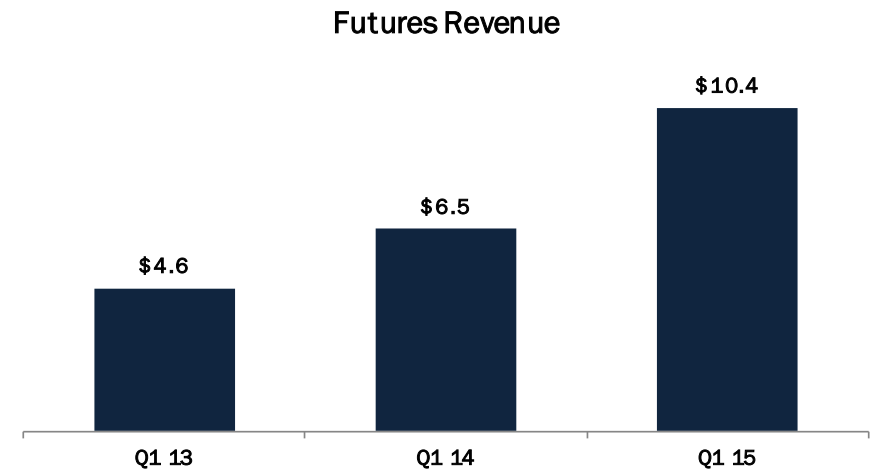
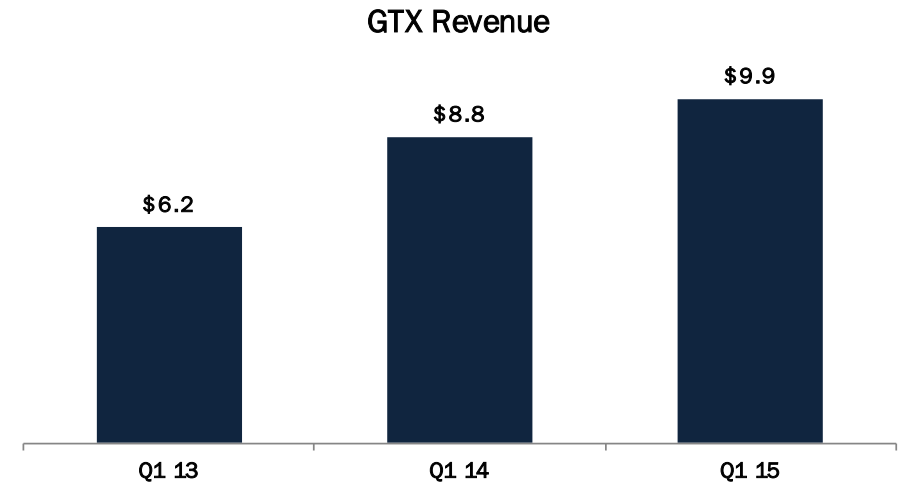


Average Daily Retail OTC Volume (in billions)



Growth of Commission-Based Businesses

- GAIN continues to deliver on revenue diversification with expansion of commission-based businesses
- Commission-based businesses delivered \$28.2mm⁽¹⁾ of revenue representing 30% of total revenue
- Growth in revenue driven by:
 - Organic growth of GAIN's GTX business
 - Expansion of retail futures offering

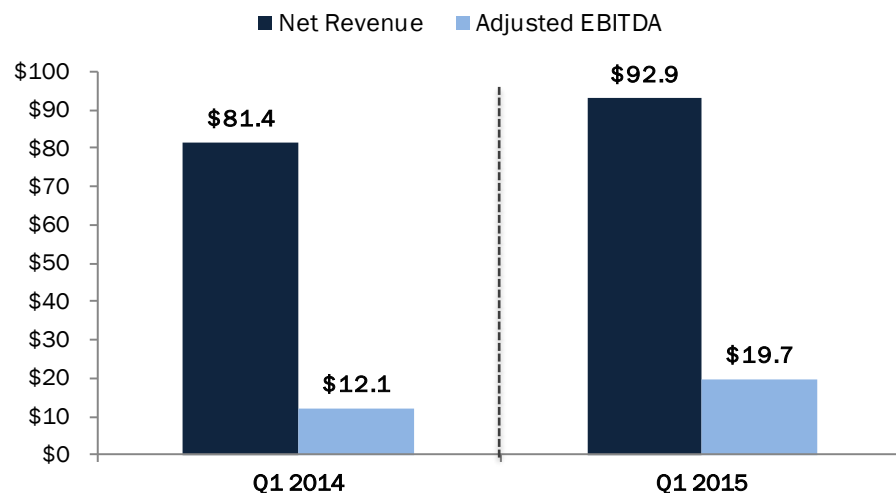


Note: Dollars in millions except where noted otherwise.

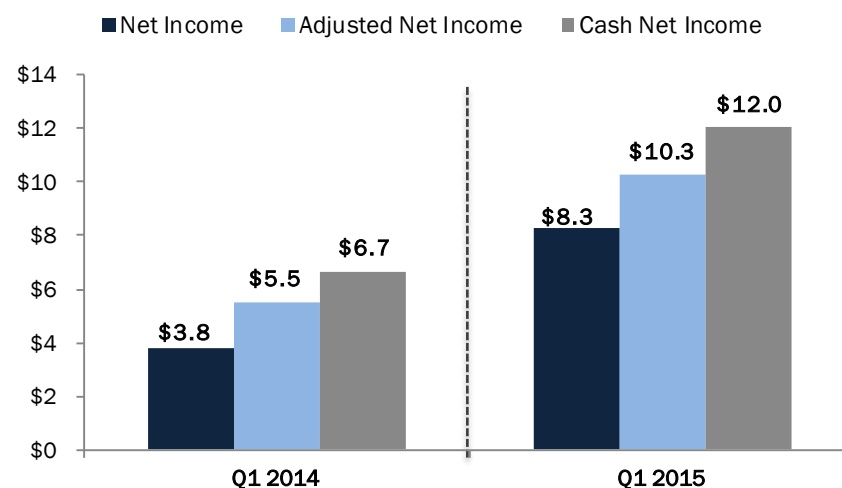
1) Includes \$5.5 million of revenue generated from GAIN's Sales Trader business and \$2.4 million of revenue generated from GAIN's retail advisory business.

First Quarter Financial Results

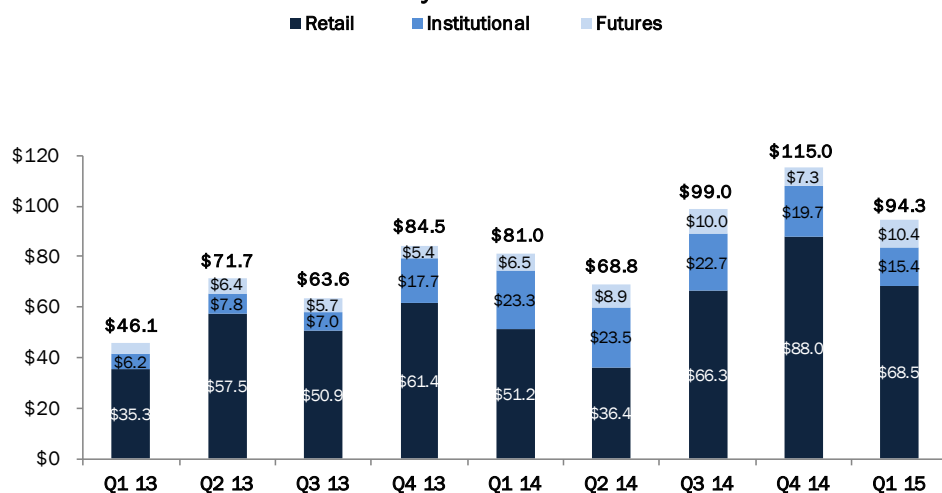
Net Revenue & Adjusted EBITDA⁽¹⁾



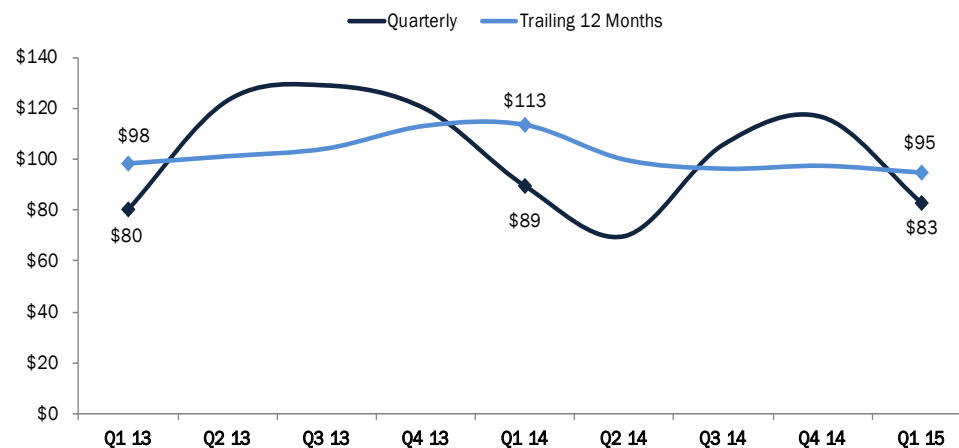
Net Income, Adjusted Net Income⁽²⁾ & Cash Net Income⁽³⁾



Revenue by Business Line⁽⁴⁾⁽⁵⁾



Retail OTC Trading Revenue per Million



Note: Dollars in millions, except retail trading revenue per million.

(1) Reconciliation of net income to adjusted EBITDA is available in the appendix to this presentation.

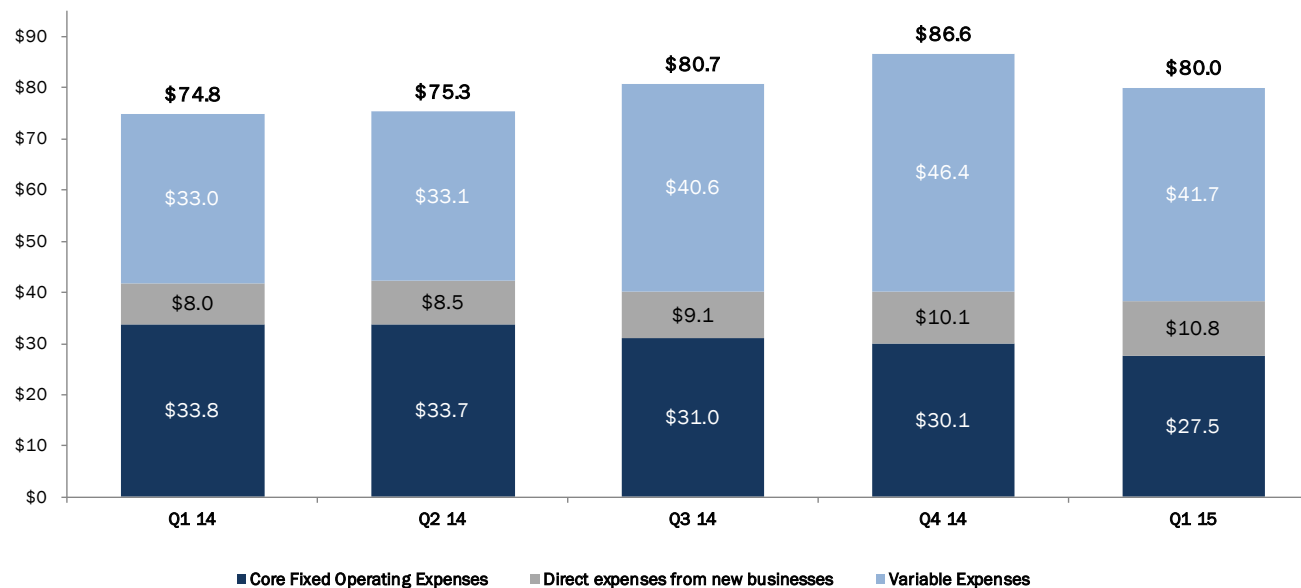
(2) Reconciliation of net income to adjusted net income is available in the appendix to this presentation.

(3) Reconciliation of net income to cash net income is available in the appendix to this presentation.

(4) Does not include line item "Other revenue" as shown on the consolidated statement of operations.

(5) Retail includes revenue from the retail advisory business included in "Commission revenue" on the consolidated statement of operations.

Controlling Operating Expenses



- Full achievement of GFT synergies has driven reduction in fixed operating expenses demonstrating focus on expense management
- Core fixed operating expenses in the quarter of \$27.5 million down 9% and 19% versus last quarter and the first quarter a year ago ⁽¹⁾, respectively
- Total fixed operating expenses down 5% and 9% compared to last quarter and the first quarter of 2014⁽²⁾, respectively

Note: Dollars in millions.

(1) Core fixed operating expenses calculated as total expenses less referral fees, bad debt, depreciation & amortization, purchased intangible amortization, acquisition costs, restructuring costs, integration costs, a one-time charge taken by GFT prior to the acquisition, direct expenses from new businesses and variable compensation expense (sales commissions and the variable portion of bonus expense).

(2) Total fixed operating expenses calculated as core operating expenses plus the direct expenses from new businesses.

Capital Utilization and Return

- GAIN continuing to strategically deploy cash to grow the business and generate returns for shareholders
- Recent acquisitions which provide revenue and expense synergies
 - GFT – Over \$50mm of synergies achieved
 - City Index – Estimated \$45-\$55mm of synergies
 - GAA/TT – Growth of futures offering in a fragmented industry
 - Galvan – Expand product offering with margins >35%
- Track record of returning capital to shareholders
 - \$0.05 per share quarterly dividend approved
 - Record date: June 12, 2015
 - Payment date: June 23, 2015

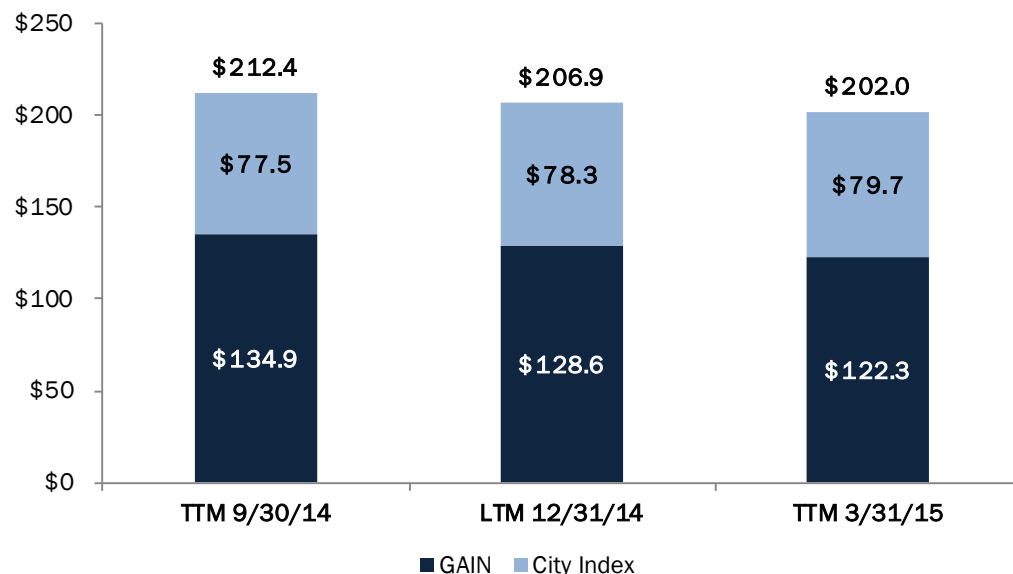
City Index Transaction Update

- Acquisition closed on April 1
- Total purchase price: \$148 million; net purchase price: \$77mm
 - Convertible debt: \$60mm
 - Interest: 4.125%
 - Term: 5 years
 - Cash: \$36mm
 - Stock: 5.3mm shares
 - Value at closing: \$52mm
 - Net cash received at closing: \$71mm
- Transaction price represents 4.5x FY 2014 EBITDA
- Creates a market leading provider of retail OTC products across the US, UK, Europe and Asia that expands GAIN's scale, global footprint and diversifies revenue

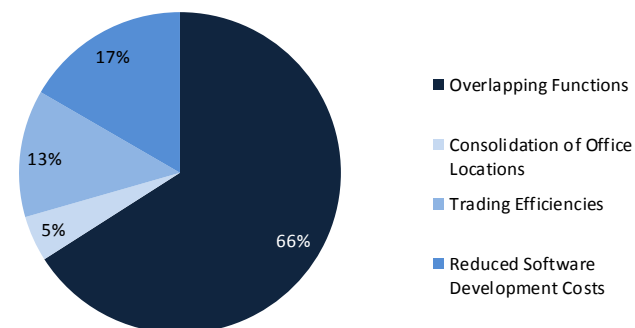
Operating Expense Synergies

- Reaffirming previously announced expense synergy estimates of \$45-\$55mm to be achieved over the first 24 months post-closing
 - Expect to achieve 20% of savings in first year following closing
- Savings will be achieved through combination of offices, key functions and other operational efficiencies

Pro Forma Fixed Operating Expenses



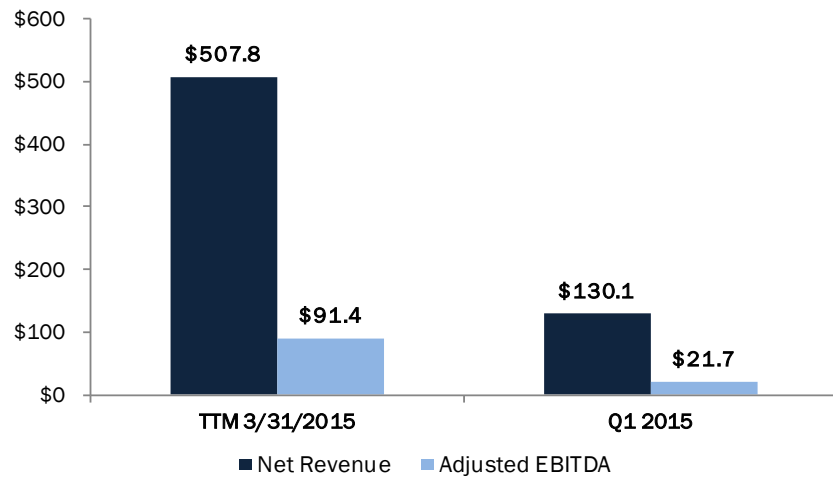
Breakdown of Synergies



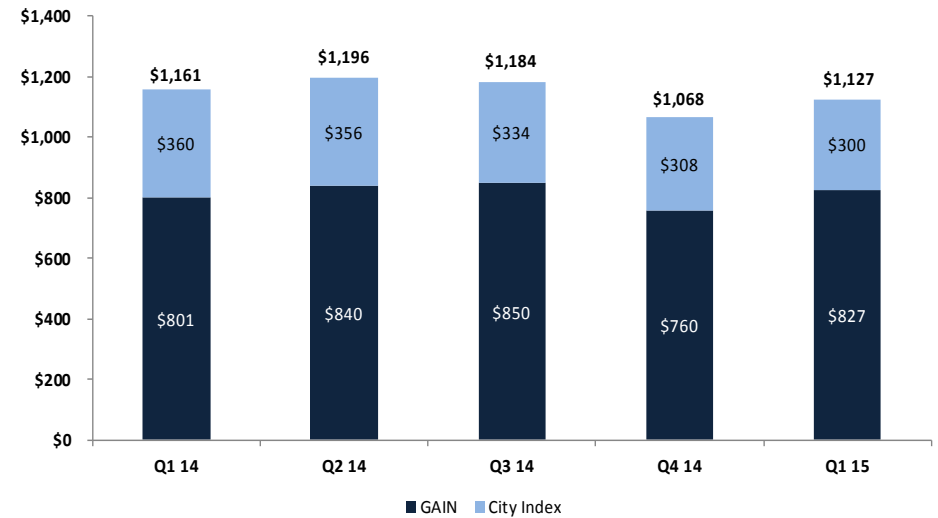
Note: Dollars in millions.

Pro Forma GAIN Results and Metrics

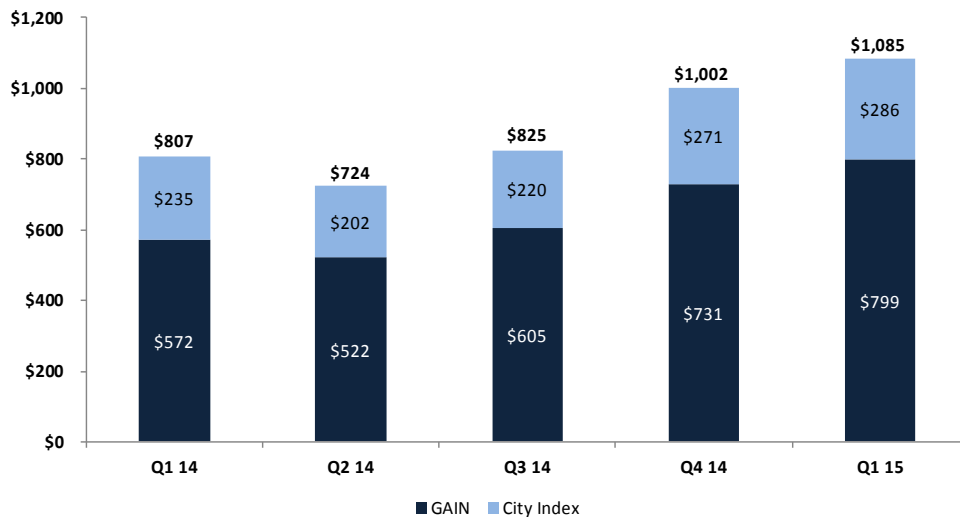
Pro Forma Revenue & Adjusted EBITDA⁽¹⁾ (in millions)



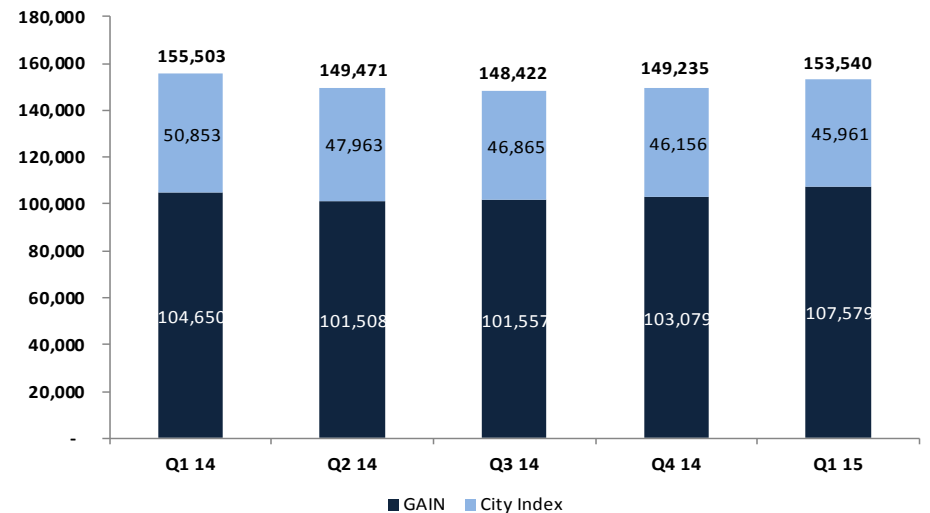
Client Assets (in millions)



Retail OTC Trading Volume (in billions)



Total Active Accounts



Note: Pro forma represents the simple addition of GAIN and City Index results.

(1) Reconciliation of net income to adjusted EBITDA is available in the appendix to this presentation.

Closing Remarks

- Solid Q1 performance demonstrates ability to grow the retail OTC business organically
- Strengthened competitive position helps drive positive operating metrics
- Successful execution on product and revenue diversification strategies
 - Retail customers trading non-FX products
 - Growth of institutional and futures businesses
- Addition of City Index adds further scale, diversification and potential for significant operating expense synergies

Appendix

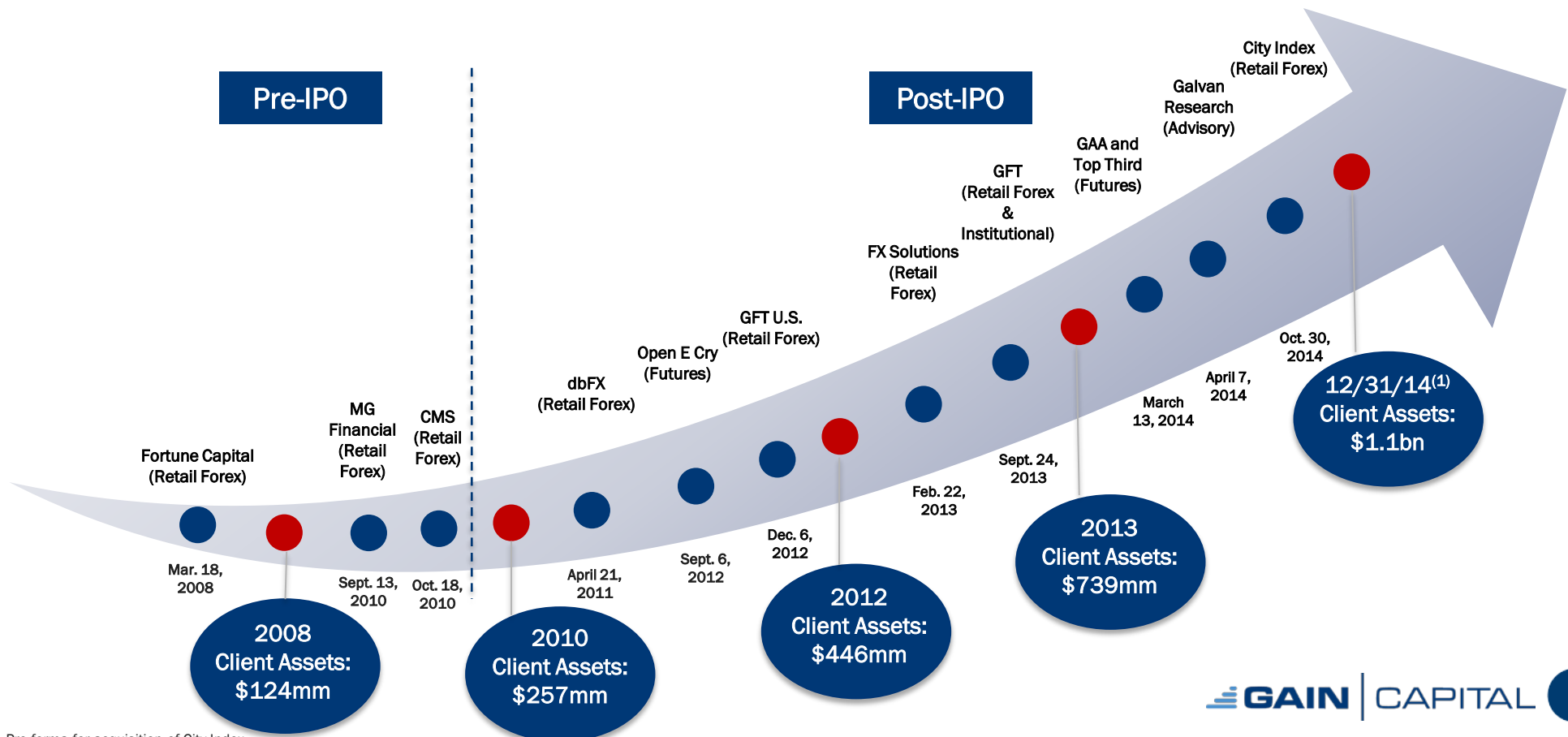
Market Conditions

Overall currency volatility improved in the first quarter driven by a range of geo-political and economic factors coupled with increasing sentiment of interest rate divergence



Executing on M&A Strategy

- Successful execution of M&A strategy has provided:
 - Scale: Pro forma for the City Index acquisition, GAIN Capital's asset base has nearly tripled in the past 2 years and increased by >4x since IPO
 - New business lines: Futures, Sales Traders, retail advisory services
 - Diversification of products: CFDs, spread-bets, futures
 - Positioned to take on additional acquisitions as consolidator of choice



(1) Pro forma for acquisition of City Index.

Consolidated Statements of Operations

	Three Months Ended	
	March 31,	
	2015	2014
Revenue		
Trading revenue	\$ 66.1	\$ 51.2
Commission revenue	28.2	29.8
Other revenue	(1.4)	0.1
Total non-interest revenue	92.9	81.1
Interest revenue	0.3	0.4
Interest expense	0.3	0.1
Total net interest revenue	-	0.3
Net revenue	92.9	81.4
Expenses		
Employee compensation and benefits	22.1	21.8
Selling and marketing	4.6	6.1
Referral fees	26.6	20.7
Trading expense	7.0	6.9
General & Administrative	9.3	9.2
Depreciation and amortization	2.0	2.2
Purchased intangible amortization	2.2	1.0
Communication and technology	2.8	4.0
Bad debt provision	3.3	0.6
Acquisition costs	-	0.4
Restructuring	-	0.4
Integration costs	0.1	1.5
Total operating expense	80.0	74.8
Operating income	12.9	6.6
Interest on long term borrowings	1.5	1.4
Income before tax expense	11.4	5.2
Income tax expense	2.8	1.3
Net income	8.6	3.9
Net income attributable to non-controlling interest	0.3	0.1
Net income applicable to Gain Capital Holdings Inc.	\$ 8.3	\$ 3.8
Earnings per common share⁽¹⁾		
Basic	\$0.19	\$0.10
Diluted	\$0.18	\$0.09
Weighted averages common shares outstanding used in computing earnings per common share:		
Basic	43,206,628	39,543,586
Diluted	44,150,505	42,627,628

Note: Dollars in millions, except per share data.

Consolidated Balance Sheet

	March 31, 2015	December 31, 2014
ASSETS:		
Cash and cash equivalents	\$ 90.1	\$ 139.4
Cash and securities held for customers	826.8	759.6
Short term investments	0.2	0.2
Receivables from banks and brokers	176.2	134.9
Property and equipment - net of accumulated depreciation	17.9	18.8
Prepaid assets	3.0	2.5
Goodwill	33.7	34.6
Intangible assets, net	58.5	60.8
Other assets	33.0	35.1
Total assets	\$ 1,239.4	\$ 1,185.9
LIABILITIES AND SHAREHOLDERS' EQUITY:		
Payables to customer, brokers, dealers, FCM'S and other regulated entities	\$ 826.8	\$ 759.6
Accrued compensation & benefits	5.8	16.9
Accrued expenses and other liabilities	54.4	64.4
Income tax payable	0.9	1.5
Loan payable	69.0	68.4
Total liabilities	\$ 956.9	\$ 910.8
Non-controlling interest	\$ 10.5	\$ 10.2
Shareholders' Equity	272.0	264.9
Total liabilities and shareholders' equity	\$ 1,239.4	\$ 1,185.9

Note: Dollars in millions.

Current Liquidity

	As of	
	3/31/15	12/31/14
Cash and cash equivalents	\$90.1	\$139.4
Cash and securities held for customers	826.8	759.6
Short term investments ⁽¹⁾	0.2	0.2
Receivables from banks and brokers ⁽²⁾	176.2	134.9
Total Operating Cash	\$1,093.3	\$1,034.1
Less: Cash and securities held for customers	(826.8)	(759.6)
Free Operating Cash	\$266.5	\$274.5
Less: Minimum regulatory capital requirements	(63.3)	(76.3)
Less: Convertible Senior Notes ⁽³⁾	(80.0)	(80.0)
Free Cash Available	\$123.2	\$118.2

Note: Dollars in millions.

- (1) Reflects cash that would be received upon the liquidation of short term investments.
- (2) Reflects cash that would be received from brokers following the close-out of all open positions.
- (3) The convertible senior note incorporates the unamortized discount.

First Quarter Financial Summary

	3 Months Ended March 31,		15 v '14
	2015	2014	% Change
Net Revenue	\$92.9	\$81.4	14%
Operating Expenses	73.2	69.3	6%
Adjusted EBITDA ⁽¹⁾	\$19.7	\$12.1	63%
Net Income	\$8.3	\$3.8	118%
Cash EPS (Diluted) ⁽²⁾	\$0.27	\$0.16	69%
Adjusted EPS (Diluted) ⁽³⁾	\$0.23	\$0.13	77%
EPS (Diluted)	\$0.18	\$0.09	100%
Adjusted EBITDA Margin % ⁽¹⁾⁽³⁾	21%	15%	6 pts
Net Income Margin %	9%	5%	4 pts

Note: Dollars in millions, except per share data.

(1) See page 21 for a reconciliation of GAAP net income to adjusted EBITDA.

(2) See page 22 for a reconciliation of GAAP EPS to cash EPS.

(3) See page 23 for a reconciliation of GAAP EPS to adjusted EPS.

(4) Adjusted EBITDA margin is calculated as adjusted EBITDA divided by net revenue.

Adjusted EBITDA & Margin Reconciliation

	3 Months Ended March 31,			
	2015		2014	
Net Revenue	\$	92.9	\$	81.4
Net Income		8.3		3.8
Net Income Margin %		9%		5%
Net Income	\$	8.3	\$	3.8
Depreciation & amortization		2.0		2.2
Purchase intangible amortization		2.2		1.0
Interest expense		1.5		1.4
Income tax expense		2.8		1.3
Acquisition costs		-		0.4
Restructuring		-		0.4
Integration costs		0.1		1.5
Bad debt related to SNB event in January of 2015		2.5		-
Net income attributable to non-controlling interest		0.3		0.1
Adjusted EBITDA	\$	19.7	\$	12.1
<i>Adjusted EBITDA Margin %⁽¹⁾</i>		21%		15%

Note: Dollars in millions.

(1) Adjusted EBITDA margin is calculated as adjusted EBITDA divided by net revenue.

Cash Net Income and EPS Reconciliation

	3 Months Ended March 31,	
	2015	2014
Net Income	\$ 8.3	\$ 3.8
Depreciation & amortization, net of tax	1.5	1.7
Purchase intangible amortization, net of tax	1.7	0.8
Non-cash interest expense, net of tax	0.5	0.4
Cash Net Income	<u>\$ 12.0</u>	<u>\$ 6.7</u>
Cash Earnings per Common Share:		
Basic	\$ 0.28	\$ 0.17
Diluted	<u>\$ 0.27</u>	<u>\$ 0.16</u>

	3 Months Ended March 31,	
	2015	2014
GAAP Earnings per Share (Diluted)	\$ 0.18	\$ 0.09
Non-cash items	0.09	0.07
Cash Earnings per Share (Diluted)	<u>\$ 0.27</u>	<u>\$ 0.16</u>

Note: Dollars in millions.

Adjusted Net Income and EPS Reconciliation

	3 Months Ended March 31,	
	2015	2014
Net Income	\$ 8.3	\$ 3.8
Acquisition costs, net of tax	-	0.3
Restructuring, net of tax	-	0.3
Integration costs, net of tax	0.1	1.1
Other non-recurring items	1.9	-
Adjusted Net Income	\$ 10.3	\$ 5.5
Adjusted Earnings per Common Share:		
Basic	\$ 0.24	\$ 0.14
Diluted	\$ 0.23	\$ 0.13

	3 Months Ended March 31,	
	2015	2014
GAAP Earnings per Share (Diluted)	\$ 0.18	\$ 0.09
Restructuring & Other items	0.05	0.04
Adjusted Earnings per Share (Diluted)	\$ 0.23	\$ 0.13

Note: Dollars in millions.

City Index Adjusted EBITDA & Margin Reconciliation

	3 Months Ended March 31,	
	2015	2014
Revenue	\$37.2	\$27.9
Net Income	(\$3.7)	(\$8.3)
Depreciation & Amortization	5.5	6.9
One-Time Expenses	0.2	2.5
Adjusted EBITDA	\$2.0	\$1.1
<i>Adjusted EBITDA Margin %</i>	5%	4%

Note: Dollars in millions.

(1) Adjusted EBITDA margin is calculated as adjusted EBITDA divided by net revenue.

Fixed Operating Expenses

	Q1 2014	Q2 2014	Q3 2014	Q4 2014	Q1 2015
Total Expenses	\$74.8	\$75.3	\$80.7	\$86.6	\$80.0
Less: Referral Fees & Bad Debt	(21.3)	(21.1)	(26.2)	(26.2)	(29.9)
Less: Depreciation & Amortization	(2.2)	(1.8)	(1.7)	(1.4)	(2.0)
Less: Purchased Intangible Amortization	(1.0)	(1.6)	(2.3)	(3.3)	(2.2)
Less: One-time Expenses ⁽¹⁾	(2.3)	(0.7)	(1.3)	(3.1)	(0.1)
Less: Direct expenses from new businesses	(8.0)	(8.5)	(9.1)	(10.1)	(10.8)
Less: Variable Compensation ⁽²⁾	(6.2)	(7.9)	(9.1)	(12.4)	(7.5)
Fixed Operating Expenses	\$33.8	\$33.7	\$31.0	\$30.1	\$27.5

Note: Dollars in millions.

(1) Includes acquisition costs, restructuring costs, integration costs and impairment on investment.

(2) Includes sales commissions paid to employees and the variable portion of bonus expense.

Pro Forma GAIN Results (CY 2014, Q1 2015, LTM)

(\$ in millions)	Pro Forma GAIN								
	CY 2014			Q1 2015			LTM March 31, 2015		
	GAIN	City Index	Pro Forma	GAIN	City Index	Pro Forma	GAIN	City Index	Pro Forma
Financials									
Revenue	\$369.5	\$129.0	\$498.5	\$92.9	\$37.2	\$130.1	\$369.5	\$138.3	\$507.8
Operating Expenses	294.9	113.1	408.0	73.2	35.2	108.4	294.9	121.5	416.4
EBITDA	\$74.6	\$15.8	\$90.4	\$19.7	\$2.0	\$21.7	\$74.6	\$16.8	\$91.4
% Margin	20%	12%	18%	21%	5%	17%	20%	12%	18%
Operating Metrics									
Trading Volume	\$2,430.5	\$926.9	\$3,357.4	\$798.6	\$286.1	\$1,084.7	\$2,656.8	\$978.3	\$3,635.1
Active Accounts	103,079	46,156	149,235	107,579	45,961	153,540	107,579	45,961	153,540
Client Assets	\$759.6	\$308.2	\$1,067.8	\$826.8	\$300.1	\$1,126.9	\$826.8	\$300.1	\$1,126.9

Note: Dollars in millions. Pro forma represents the simple addition of GAIN and City Index results.

Fixed Operating Expenses (GAIN & City Index Pro Forma)

(\$ in millions)	Pro Forma GAIN					
	CY 2014			Q1 2015		
	GAIN	City Index	Pro Forma	GAIN	City Index	Pro Forma
Total Expenses	\$317.4	\$141.7	\$459.1	\$80.0	\$40.9	\$120.9
Less: Referral Fees & Bad Debt	(94.8)	(24.1)	(118.9)	(29.9)	(10.1)	(40.0)
Less: Depreciation & Amortization	(7.1)	(22.2)	(29.3)	(2.0)	(5.5)	(7.5)
Less: Purchased Intangible Amortization	(8.2)	-	(8.2)	(2.2)	-	(2.2)
Less: One-time Expenses ⁽¹⁾	(7.4)	(6.4)	(13.8)	(0.1)	(0.2)	(0.3)
Less: Other Costs of Sales	-	(5.2)	(5.2)	-	(1.4)	(1.4)
Less: Direct expenses from new businesses	(35.7)	-	(35.7)	(10.8)	-	(10.8)
Less: Variable Compensation ⁽²⁾	(35.6)	(5.5)	(41.1)	(7.5)	(3.9)	(11.4)
Fixed Operating Expenses	\$128.6	\$78.3	\$206.9	\$27.5	\$19.7	\$47.2

Note: Dollars in millions. Pro forma represents the simple addition of GAIN and City Index results.

(1) Includes acquisition costs, restructuring costs, integration costs and impairment on investment.

(2) Includes sales commissions paid to employees and the variable portion of bonus expense.

Quarterly Operating Metrics

<i>(Volume in billions; assets in millions)</i>	3 Months Ended,				
	Mar-14	Jun-14	Sep-14	Dec-14	Mar-15
Retail Metrics					
OTC Trading Volume	\$572.3	\$522.2	\$605.4	\$730.6	\$798.6
Average Daily Volume	\$9.1	\$8.0	\$9.2	\$11.2	\$12.6
Active OTC Accounts	97,253	94,261	93,777	94,895	99,017
Customer Assets	\$635.3	\$663.6	\$641.3	\$562.9	\$599.0
Institutional Metrics					
Total Institutional Volume	\$1,353.6	\$1,348.7	\$1,181.0	\$1,234.7	\$1,328.3
Average Daily Volume	\$21.4	\$20.7	\$17.9	\$19.0	\$21.1
GTX Volume	\$1,212.4	\$1,237.0	\$1,089.0	\$1,143.9	\$1,232.3
Average Daily GTX Volume	\$19.2	\$19.0	\$16.5	\$17.6	\$19.6
Exchange-based Futures Metrics					
Futures Contracts	1,572,465	1,710,944	1,764,586	1,979,013	2,381,073
Average Daily Futures Contracts	24,960	26,322	26,736	30,446	39,034
Active Futures Accounts	7,397	7,247	7,780	8,184	8,562
Customer Assets	\$165.4	\$176.4	\$208.4	\$196.7	\$227.8

Note: Definitions for all our operating metrics are available on page 29.

Definition of Metrics

- **Active Accounts**
 - Retail accounts who traded in the trailing 12 months
- **Trading Volume**
 - Represents the U.S. dollar equivalent of notional amounts traded
- **Futures Contracts**
 - Represents the total contracts transacted by customers of GAIN's futures division
- **Client Assets**
 - Represents amounts due to clients, including customer deposits and unrealized gains or losses arising from open positions



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