

GAIN CAPITAL HOLDINGS, INC.

AUDIT COMMITTEE CHARTER

Purpose and Responsibilities of the Committee

The Board of Directors of GAIN Capital Holdings, Inc. (the “Company”) has established the Audit Committee (the “Committee”) to assist the Board in monitoring (1) the integrity of the Company’s financial statements, (2) the Company’s compliance with legal and regulatory requirements, (3) the independent registered public accounting firm’s qualifications and independence, and (4) the performance of the Company’s internal audit function and independent registered public accounting firm. The Committee is also responsible for preparing an audit committee report as required by the Securities and Exchange Commission (the “Commission”) for inclusion in the Company’s annual proxy statement.

The business of the Company is managed under the direction of the Board of Directors and the various committees thereof, including the Committee. The basic responsibility of the Committee is to exercise its business judgment in carrying out the responsibilities described in this Charter in a manner the Committee members reasonably believe to be in the best interest of the Company and its stockholders. The Committee is not expected to assume an active role in the day-to-day operation or management of the Company.

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee (i) to plan or conduct audits or (ii) to determine that the Company’s financial statements are complete and accurate and are in accordance with accounting principles generally accepted in the United States of America. This is the responsibility of management and the independent registered public accounting firm.

Committee Membership

The Committee shall consist of no fewer than three members, comprised solely of directors deemed by the Board to be independent and who meet the independence and expertise requirements of the New York Stock Exchange (the “NYSE”), Section 10A(m)(3) of the Securities Exchange Act of 1934 (the “Exchange Act”) and the rules and regulations of the Commission.

In consultation with the Nominating and Corporate Governance Committee, the Board shall, annually and as vacancies or newly created positions occur, appoint the members of the Committee and designate one member to be its Chair. Committee members may be replaced, and the Chair may be changed, from time to time by the Board.

Organization

The Committee shall meet regularly at such time and place as the Committee shall determine. Representatives of management and the independent registered public accounting firm shall attend meetings as necessary. A quorum for the transaction of business at any meeting of the Committee shall consist of two Committee members.

The Chair shall, in consultation with other Committee members, set the agenda for, and preside at, meetings of the Committee.

The Secretary, the Assistant Secretary or another designated individual shall record and keep minutes of all Committee meetings.

Committee Responsibility and Authority

The responsibility and authority of the Committee include the following:

Engagement of Auditor; Company Relationship with Auditor

1. The Committee shall have the sole authority to retain and terminate the Company's independent registered public accounting firm, subject, if applicable, to stockholder ratification. The Committee shall be directly responsible for the compensation and oversight of the work of the independent registered public accounting firm (including resolution of disagreements between management and the independent registered public accounting firm regarding financial reporting) for the purpose of preparing or issuing an audit report or related work or non-audit work. The independent registered public accounting firm shall report directly to the Committee. In carrying out this responsibility, the Committee may obtain the input of the Company's management.

The Committee shall pre-approve all auditing services, internal control-related services and permitted non-audit services (including the terms thereof) to be performed for the Company by its independent registered public accounting firm before the independent registered public accounting firm is engaged to render such services.

2. The Committee shall discuss with the independent registered public accounting firm the matters required to be discussed by Statement on Auditing Standards ("SAS") No. 100, as it may be amended ("SAS 100"), relating to the conduct of a review of interim financial information.
3. The Committee shall review with the independent registered public accounting firm the items as to which the independent registered public accounting firm is required to report to the Committee pursuant to Section 10A(k) of the Exchange Act and any rules and regulations promulgated thereunder, as in effect from time to time. These include (a) all critical accounting policies and practices to be used; (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent registered public accounting firm; and (c) other material written communications between the independent registered public accounting firm and management.
4. The Committee shall review with the independent registered public accounting firm (a) any management letter provided by the independent registered public accounting firm and management's response to that letter and (b) a summary of the major audit reports issued by the internal audit department and management's response thereto.

5. The Committee shall review with the independent registered public accounting firm any matters required to be brought to its attention under accounting standards, such as SAS 114, including auditing problems or difficulties encountered by the independent registered public accounting firm in the course of its annual audit work, and management's response.
6. As required by the NYSE, the Committee shall evaluate the independent registered public accounting firm's qualifications, performance and independence, and shall present its conclusions with respect to the independent registered public accounting firm to the full Board at least annually. As part of such evaluation, the Committee shall obtain and review a report by the independent registered public accounting firm describing: (a) the firm's internal quality-control procedures; (b) any material issues raised by (i) the most recent internal quality-control review (or peer review) of the firm, or (ii) any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (c) all relationships between the independent registered public accounting firm and the Company.
7. The Committee's evaluation of the qualifications, performance and independence of the independent registered public accounting firm (in light of applicable legal or stock exchange independence standards then in effect), shall also include (a) reviewing and evaluating the lead partner and other senior members of the independent registered public accounting firm team, (b) confirming and evaluating the rotation of the audit partners on the audit engagement team as required by law, (c) considering whether the independent registered public accounting firm should be rotated, so as to assure continuing independence of the registered public accounting firm, and (d) considering whether the independent registered public accounting firm's quality controls are adequate and whether the provision of permitted non-audit services is compatible with maintaining the independent registered public accounting firm's independence, in each case taking into account the opinions of management and the internal auditors.
8. The Committee shall meet with the independent registered public accounting firm and the Company's internal auditors, prior to the commencement of the annual audit, to review and approve the planned scope and timing of the audit.
9. The Committee shall set clear Company policies for hiring employees or former employees of the independent registered public accounting firm.

Financial Disclosure of the Company

10. The Committee shall review, prior to public release, if practicable, earnings press releases as well as financial information and earnings guidance provided to analysts and rating agencies, paying particular attention to the use of non-GAAP financial information, and the Committee may review any of the Company's other financial disclosures, as it deems appropriate. It is not expected that the Committee will pre-approve each such release or guidance.

11. The Committee shall meet to review and discuss with management and the independent registered public accounting firm the Company's Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q, including the annual financial statements, the quarterly financial statements and the specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in such reports, prior to filing such reports. The Committee shall also review with management, on a quarterly basis, the Company's disclosure controls and procedures, including internal control over financial reporting, and changes therein. The Committee shall recommend to the Board whether the audited financial statements should be included in the Company's Annual Report on Form 10-K.
12. The Committee shall review with management, the internal auditors and the independent registered public accounting firm, in separate meetings whenever the Committee deems appropriate:
 - any analyses or other written communications prepared by management and/or the independent registered public accounting firm setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements;
 - the critical accounting policies and practices of the Company;
 - the effect of off-balance sheet transactions and structures;
 - any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles; and
 - the effect of regulatory and accounting initiatives.
13. The Committee shall discuss with management, including the Chief Executive Officer and Chief Financial Officer, the internal auditors and the independent registered public accounting firm (i) any major issues relating to the adequacy of the Company's internal controls that are reasonably likely to affect the Company's ability to record, process, summarize and report (A) financial information and (B) any fraud involving management or other employees who have a significant role in internal control over financial reporting, (ii) any steps adopted in light of material weaknesses or significant deficiencies in internal control over financial reporting and the adequacy of disclosures about changes in internal control over financial reporting and (iii) any fraud, material or otherwise, that involved management or other employees who have a significant role in the Company's internal controls and that had come to the attention of management, the internal auditors or the independent registered public accounting firm.
14. The Committee shall review and discuss with management (including the internal auditors) and the independent registered public accounting firm, the annual reports of management and the registered public accounting firm with respect to the effectiveness of the

Company's internal control over financial reporting, prior to the filing of the Company's Annual Report on Form 10-K.

15. In connection with its oversight responsibilities, the Committee shall be directly responsible for the resolution of disagreements between management and the independent registered public accounting firm regarding the Company's financial reporting.

Communication with Management and Employees

16. The Committee shall review with the Company's General Counsel legal matters, including major legal and regulatory initiatives, that may have a material impact on the financial statements, the Company's compliance policies and any material reports or inquiries received from regulators or governmental agencies.
17. The Committee shall meet separately, periodically, with management, including the Company's Chief Financial Officer, its General Counsel, and its Director of Internal Audit (or other personnel responsible for the internal audit function) and with the independent registered public accounting firm.
18. As required by the NYSE, the Committee shall maintain procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential and anonymous submission by Company employees of concerns regarding accounting or auditing matters.

Other Responsibilities

19. The Committee shall review the Company's policies with respect to risk assessment and risk management, including, as necessary and appropriate, discussing with management and the Risk Committee the Company's major financial risk exposures and the steps that have been taken to monitor and control such exposures.
20. The Committee shall review with the independent registered public accounting firm the organization and responsibilities of the internal audit department, the adequacy of its resources, the competence of its staff and whether it has the independence necessary to work in compliance with recognized standards of internal auditing.
21. The Committee shall evaluate the performance of the senior officer or officers responsible for the internal audit function of the Company, and make recommendations to the Board and management regarding the responsibilities, retention or termination of such officer or officers.
22. The Committee shall, as it determines necessary to carry out its duties, engage and obtain advice and assistance from independent legal, accounting or other advisors. The Company shall provide the Committee with the resources necessary to carry out its purposes.
23. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to meet with any members of, or advisers to, the Committee.

24. The Committee may delegate authority to individual Committee members or such subcommittees as the Committee deems appropriate and shall review the actions of all such individuals or subcommittees as appropriate. In this regard, the Chair is delegated the authority to (a) pre-approve any engagement for audit services or permitted non-audit services (other than internal control-related services, which must be pre-approved by the full Committee), provided the Chair shall present any decisions made under the auspices of this authority to the full Committee at the next scheduled meeting, and (b) discuss with the independent registered public accounting firm the matters required to be discussed by SAS 100.
25. The Committee shall report to the Board regularly on its actions and deliberations. This report shall include a review of any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the independence and performance of the Company's independent registered public accounting firm, the performance of the internal audit function and any other matters that the Committee deems appropriate or is requested to include by the Board.
26. The Committee shall exercise such other powers and authority as the Board shall, from time to time, confer upon it.

In carrying out its responsibilities, the Committee's practices and policies should remain flexible, in order for the Committee to respond to changing facts and circumstances.

Committee Self-Assessment

The Committee shall conduct an annual evaluation of its performance and shall report the results of such review to the Board. In connection with the annual review, the Committee shall also recommend to the Board any modifications to this Charter that the Committee deems necessary or appropriate. The Committee shall determine the format of the self-assessment form.