

GAIN CAPITAL HOLDINGS, INC.
COMPENSATION COMMITTEE CHARTER

Purpose and Responsibilities of the Committee

The Board of Directors of GAIN Capital Holdings, Inc. (the “Company”) has established the Compensation Committee (the “Committee”) to have direct responsibility to review, and, as appropriate and as provided in this charter, act on behalf of the Board or make recommendations to the Board concerning, executive compensation and employee benefits for the Company. The Committee is also responsible for the preparation of the compensation committee report required by Securities and Exchange Commission (“SEC”) rules to be included 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.

Committee Membership

The Committee shall consist of no fewer than three members. Each member of the Committee shall meet the independence requirements of the New York Stock Exchange.

In consultation with the Nominating and Corporate Governance Committee, the Board shall 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 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, in consultation with other Committee members, shall 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:

1. In consultation with all other non-management members of the Board, the Committee shall evaluate, in such manner as it deems appropriate, the performance of the Company's Chairman, Chief Executive Officer ("CEO") and Vice Chairman, including reviewing and approving corporate goals and objectives relating to the compensation of such officers and evaluating their performance in light of such goals and objectives. Based on this evaluation, the Committee, together with the other independent members of the Board, and in consultation with the other non-management members of the Board, shall set the compensation for the Chairman, the CEO and the Vice Chairman.
2. The Committee shall oversee in such manner it deems appropriate the periodic evaluation of the performance of management. In connection therewith, the Committee shall consider and approve base salary, salary increases and other remuneration arrangements for executive officers of the Company, including participation in any incentive-compensation plans and equity-based plans for executive officers.
3. The Committee shall review and discuss with management the annual "Compensation Discussion and Analysis" prepared for inclusion in the Company's annual proxy statement in accordance with SEC rules and, based upon such review and discussions, recommend to the Board whether such "Compensation Discussion and Analysis" should be included in such annual proxy statement. The Committee shall also be responsible for preparation of the compensation committee report, respecting the foregoing review, discussion and recommendation, required by the SEC rules to be included in the Company's annual proxy statement.
4. The Committee shall adopt and oversee the administration of incentive-compensation plans and equity-based plans for all executive officers.
5. The Committee shall appoint an ERISA Management Committee (which shall consist of employees or such other persons designated by the Committee) to oversee benefit administration in connection with the Company's retirement and health benefit plans.
6. The Committee shall have the sole authority to retain and terminate a consulting firm to assist in the evaluation of executive compensation.
7. 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.
8. The Committee may retain and terminate independent legal, financial or other advisors as it may deem necessary.
9. The Committee shall report to the Board regularly on its actions and deliberations.
10. 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 format of the self-assessment shall be determined by the Committee.