

VIRTU FINANCIAL, INC.

DISCLOSURE COMMITTEE CHARTER

(adopted by the Board of Directors on April 3, 2015)

I. Purpose

The Disclosure Committee (the “Committee”) of Virtu Financial, Inc., a Delaware corporation (the “Company”), shall:

- monitor and evaluate the effectiveness the Company’s disclosure controls and procedures; and
- supervise the preparation of, and be responsible for the disclosures contained in, the Company’s annual reports on Form 10-K, quarterly reports on Form 10-Q, proxy statements, information statements, registration statements, earnings releases, earnings guidance, public disclosures about material acquisitions or dispositions, press releases, correspondence containing financial information broadly disseminated to security holders and other reports or communications (collectively, the “Covered Reports”) made public or otherwise required to be filed under the U.S. Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the “Exchange Act”), the NASDAQ Stock Market rules and any other applicable regulatory requirements (collectively, the “Applicable Requirements”).

In performing these functions, the Committee should seek to ensure that the Company’s internal communications and other procedures operate so that important information flows to the appropriate collection and disclosure points in a timely manner, allowing the Company to file its Covered Reports within the time periods specified in the Applicable Requirements and enabling the Company’s Chief Executive Officer and Chief Financial Officer to discharge their responsibilities in making the certifications required under the Applicable Requirements.

II. Organization

The members of the Committee shall be appointed from time to time by the Company’s Chief Executive Officer and Chief Financial Officer and shall be comprised of the Company’s Chief Financial Officer and regulatory and/or compliance officer, and may be comprised of the Company’s controller, chief operating officer and other key accounting/auditing, business, risk management, investor relations, human resources and financial personnel involved in preparing the Covered Reports. Members of the Disclosure Committee should have a general understanding of legal and accounting rules and regulations and other factors that impact disclosure contained in the Covered

Reports, including SEC rules and regulations governing public company reporting, applicable NASDAQ Stock Market rules, particular issues affecting the Company and the industry in which it operates, the concept of “materiality” under the Applicable Requirements and how to apply it. The initial members of the Disclosure Committee shall be as set forth on Exhibit A hereto. The Company’s Chief Executive Officer or Chief Financial Officer may change the composition of the Committee from time to time.

The Committee’s chairperson shall be designated by the Chief Executive Officer or, if he does not do so, the members of the Committee shall elect a chairperson by a vote of the majority of the full Committee.

The Company’s General Counsel shall serve as counsel to the Committee but shall not be a member thereof or have the right to vote at Committee meetings. The Committee shall be assisted in the performance of its duties by appropriate management, operational, legal and financial personnel from each of the Company’s operating segments and principal support functions (i.e., internal audit, human resources, risk management, legal and accounting). These personnel will assist in the preparation and review of disclosure within their particular areas of operation, expertise or competence, as the case may be, and will be available for such other support functions as members of the Committee may determine are necessary or appropriate in the fulfillment of their duties. In addition, the lead audit partner (or such lead audit partner’s designee) of the Company’s independent registered public accounting firm may be called on to participate in Committee meetings as needed but shall not have the right to vote at Committee meetings.

In discharging its responsibilities, the Committee may designate two or more members, at least one of whom shall be knowledgeable about the Applicable Requirements with respect to disclosures and at least one of whom shall be knowledgeable about financial reporting, who can, acting together, approve Covered Reports (other than Forms 10-K, 10-Q, proxy statements, information statements and registration statements) when time does not permit the full Committee to meet and act.

III. Meetings

The Committee shall meet at least once per quarter, or more frequently as circumstances require. Meetings shall be called by the chairperson of the Committee or, if there is no chairperson, by a majority of the members of the Committee. Meetings may be held telephonically or by other electronic means.

IV. Authority and Responsibilities

To fulfill its responsibilities, the Committee shall:

1. Periodically review and reassess the Company’s disclosure controls and procedures and timetables for the preparation of the Covered Reports, including the Company’s Disclosure Controls and Procedures Policy, and make recommendations to

management regarding any changes to these controls, procedures and timetables that the Committee deems appropriate.

2. Monitor compliance with the Company's disclosure controls and procedures and timetables for the preparation of the Covered Reports.
3. Supervise the preparation of the Covered Reports.
4. Carefully review each Covered Report, including the substantive disclosures of each Covered Report, with a particular focus on "Management's Discussion and Analysis of Financial Condition and Results of Operations." In reviewing the Covered Reports, the Committee should give due consideration to the materiality of the information contained therein. In its review of each Covered Report, the Committee shall confirm that (i) such Covered Report does not contain any untrue statement of a material fact or omit to state any material fact necessary to make the statements made in such Covered Report, in light of the circumstances under which they were made, not misleading; and (ii) the financial statements and other financial information included in the Covered Report "fairly present" in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in the Covered Report.
5. Discuss each Covered Report with management to obtain their views on, and comfort with respect to, the disclosures contained therein, including (a) the methods used to account for significant or unusual transactions; (b) the effect of significant accounting policies in emerging areas for which there is a lack of authoritative guidance or consensus; (c) the process used by management in formulating accounting estimates and the basis for the auditor's conclusions regarding the reasonableness of those estimates; and (d) disagreements with the Company's independent registered public accounting firm over the application of accounting principles, the basis for management's accountings estimates and the disclosures in the financial statements.
6. Review and evaluate the effectiveness of the Company's disclosure controls and procedures each quarter in accordance with the Applicable Requirements, giving due consideration to areas that are the most sensitive or that have a higher risk-profile and warrant particular attention.
7. Review and evaluate the effectiveness of the Company's internal controls as they relate to the Committee's purpose each quarter in accordance with the Applicable Requirements. The Committee shall disclose and discuss with the Company's Chief Executive Officer and Chief Financial Officer and other appropriate members of management any significant deficiencies in the design or operation of the Company's internal controls that could adversely affect the Company's ability to record, process, summarize and report financial data and any material weakness in internal controls.
8. Review newly enacted accounting pronouncements or disclosure requirements under the Applicable Requirements or otherwise and monitor implementation and disclosures as warranted.

9. Review and approve disclosure policies for information displayed on the Company's website.
10. Review any SEC, stock exchange and other applicable regulatory authority comments with respect to the Company's Covered Reports and other public disclosures or submissions to such authorities and monitor responses and compliance by the Company with its disclosure commitments.
11. Review its own performance annually.
12. Review and assess the adequacy of this Charter annually.
13. Regularly report to senior management.
14. Perform any other activities consistent with this Charter as required under the Applicable Requirements or as the Committee or the Company's Chief Executive Officer or Chief Financial Officer deems necessary or appropriate.

The foregoing responsibilities and duties set forth in this Charter should serve as a guide only, with the express understanding that the Committee may carry out additional responsibilities and duties and adopt additional policies and procedures as may be necessary in light of any changing business, legislative, regulatory, legal or other conditions.

V. Resources

The Committee shall have full access to all of the Company's books, records, facilities and personnel in connection with fulfilling its responsibilities.

EXHIBIT A

Initial Members of the Disclosure Committee

Joseph Molluso

Venu Palaparthi

Robert Aird

Henry Kim