

VIRTU FINANCIAL, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Purpose

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Virtu Financial, Inc., a Delaware corporation (the “Company”), shall

- (a) identify individuals qualified to become members of the Board of Directors of the Company (the “Board”), consistent with criteria approved by the Board);
- (b) recommend to the Board for approval director nominees, consistent with the Company’s director qualifications criteria and any obligations under its contractual arrangements ;
- (c) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company; and
- (d) oversee the evaluation of the Board and management.

II. Organization

The Committee shall consist of two or more directors, each of whom shall satisfy the applicable independence requirements of the Company’s corporate governance guidelines, the NASDAQ Stock Market and any other applicable regulatory requirements subject to the phase-in periods permitted under the rules of the NASDAQ Stock Market under which the Committee is required to have only one independent member at the time of listing, a majority of independent members within 90 days of listing and all independent members within one year of listing. At least one member of the Committee shall have experience in matters relating to corporate governance, either as a professional or as a business executive.

Notwithstanding the foregoing, the members of the Committee shall not be required to meet the independence requirements of the NASDAQ Stock Market during any period in which the Company is a “controlled company” within the meaning of the NASDAQ Stock Market’s listing standards, unless the Board otherwise determines not to rely on the NASDAQ Stock Market’s “controlled company” exemption. If the Company ceases to be a “controlled company” or the Board determines not to rely on the NASDAQ Stock Market’s “controlled company” exemption, the members of the Committee shall meet the independence requirements of the NASDAQ Stock Market within the periods

required by the NASDAQ Stock Market's phase-in rules applicable to companies who cease to be "controlled companies."

The members of the Committee shall be appointed by the Board. Members of the Committee may be removed at any time by action of the Board. The Committee's chairperson shall be designated by the Board or, if it does not do so, the members of the Committee shall elect a chairperson by a vote of the majority of the full Committee.

The Committee may form and delegate authority to subcommittees when appropriate, provided that the subcommittees are composed entirely of directors who satisfy the applicable independence requirements of the Company's corporate governance guidelines and the NASDAQ Stock Market, including any applicable "controlled company" exemption.

III. Meetings

The Committee shall meet at least four times per year on a quarterly basis, 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 to the extent permitted by the Company's organizational documents and applicable law. Committee actions may be taken by unanimous written consent.

IV. Authority and Responsibilities

To fulfill its responsibilities, the Committee shall:

1. Review and make recommendations regarding the size, composition and organization of the Board in order to ensure that the Board has an appropriate breadth of expertise and its membership consists of persons with sufficiently diverse and independent skill sets and backgrounds.
2. Develop and recommend to the Board specific criteria for the selection of directors.
3. With respect to director nominees, (i) identify individuals qualified to become members of the Board (consistent with criteria approved by the Board), (ii) review the qualifications of any such person submitted to be considered as a member of the Board by any shareholder or otherwise and (iii) recommend that the Board select the director nominees for the next annual meeting of shareholders or to fill in vacancies on the Board. In identifying and reviewing qualifications of candidates for membership on the Board, the Committee shall evaluate all factors which it deems appropriate, including the requirements of the Company's corporate governance guidelines and the other criteria approved by the Board.

4. Develop and periodically reassess policies and procedures with respect to the consideration of any director candidate recommended by shareholders or otherwise.
5. Review and make recommendations to the Board with respect to the size, composition and organization of the committees of the Board (other than this Committee) to ensure that the committee has an appropriate breadth of expertise and its membership consists of persons with sufficiently diverse and independent skill sets and backgrounds, including making recommendations to the Board with respect to members and chairpersons of these committees.
6. Recommend procedures for the smooth functioning of the Board, including the calendar, agenda and information requirements for meetings of the Board, meetings of committees of the Board, executive sessions of non-management directors and executive sessions of independent directors only.
7. Assist the Board in determining whether individual directors have material relationships with the Company that may interfere with their independence, as provided under applicable requirements and listing standards. If appropriate, develop and recommend to the Board categorical standards for determining whether individual directors are independent and periodically reassess these standards and make recommendation to the Board with respect to any change the Committee deems appropriate.
8. Review and recommend to the Board of Directors for approval the compensation of directors for their services to the Board of Directors.
9. Develop, reassess annually and make recommendations to the Board with respect to succession plans for the Chief Executive Officer and develop plans for interim succession for the Chief Executive Officer in the event of an unexpected occurrence.
10. Oversee the Board's annual self-evaluation process. Receive comments from all directors as to the Board's performance and report annually to the Board with an assessment of the Board's performance.
11. Develop, review and assess the adequacy of the Company's corporate governance principles and guidelines annually and recommend to the Board any changes deemed appropriate by the Committee.
12. Develop and maintain the orientation program for new directors and continuing education programs for directors.

13. Periodically review with the CEO the performance and contributions of individual directors. Formally review each director's continuation on the Board every three years.
14. Review and discuss as appropriate with management the Company's public disclosures and its disclosures to stock exchanges relating to independence, governance and director nomination matters, including in the Company's proxy statement.
15. Review and assess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Committee.
16. Review its own performance annually.
17. Perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Committee or the Board deems 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 the sole authority to retain and terminate a search firm to be used to identify director candidates and the authority to retain other professionals to assist it in carrying out its duties. The Chair of the Committee, at the request of any member of the Committee may request any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Committee or otherwise respond to Committee requests.

The Committee shall have the sole authority to determine the terms of engagement and the extent of funding necessary for payment of compensation to counsel, advisors, accountants, consultants, search firms or other professionals retained to advise the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.