

## **GAIN CAPITAL HOLDINGS, INC.**

### **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

#### **Purpose of the Committee**

The Board of Directors of GAIN Capital Holdings, Inc. (the “Company”) has established the Nominating and Corporate Governance Committee (the “Committee”) to identify individuals qualified to become Board members, and to recommend to the Board individuals for selection as the director nominees for each annual meeting of stockholders; and to advise the Board on corporate governance matters, including developing and recommending to the Board a set of corporate governance principles applicable to the Company.

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.

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 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:

1. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates.

2. The Committee shall seek nominees qualified to become board members for recommendation to the Board. Nominees should meet the criteria set forth in the Company's corporate governance principles.
3. The Committee shall review and make recommendations to the Board with respect to the composition and Chairs of Board committees.
4. The Committee shall review and make recommendations to the Board with respect to Board compensation for non-employee directors. The Committee shall also oversee, in such manner as it deems appropriate, periodic evaluation of the Board.
5. The Committee shall review and recommend to the Board the retirement age for directors and changes in the size of the Board.
6. The Committee shall periodically review and reassess the adequacy of the Company's corporate governance principles and recommend any changes to such policies to the Board.
7. The Committee shall advise the Board on corporate governance matters, including recommending practices that enable the Board to comply with applicable laws and regulations.
8. 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.
9. The Committee may retain and terminate independent legal, financial or other advisors as it may deem necessary.
10. The Committee shall (a) consult with the Chairman with respect to recommendations made to the Board hereunder or otherwise and (b) report to the Board regularly on its actions and deliberations.
11. 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.