






**Investment Technology Group, Inc.**

ITG NYSE

Investment Services

Market Capitalization USD:

\$392.58 mm**CONCERN LEVEL: AVERAGE**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance. 
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group. 
- 7 The company's dilution from equity incentives is 10 percent or less. 
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration. 
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Robert C. Gasser**Age: 47****CEO Since: 2006**

	2009	2010	2011
Base Salary	\$750,000	\$750,000	\$750,000
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$0	\$1,375,000	\$900,000
Benefits and Perquisites	\$7,350	\$7,350	\$0
TOTAL ANNUAL COMPENSATION	\$757,350	\$2,132,350	\$1,650,000
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$0	\$0	\$1,375,000
Stock Awards	\$453,007	\$1,811,226	\$0
TOTAL COMPENSATION	\$1,210,357	\$3,943,576	\$3,025,000
Median of Other Named Executive Officers Total Compensation	\$2,044,060	\$2,158,387	\$1,808,507
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$421,965	\$249,145	\$665,874
TOTAL REALIZED EQUITY COMPENSATION	\$421,965	\$249,145	\$665,874

Proxy Date: 24 Apr 2012

Annual Meeting Date: 12 Jun 2012

Equity Reserves: 17.38%

Stock Option Run Rate: 0.51%

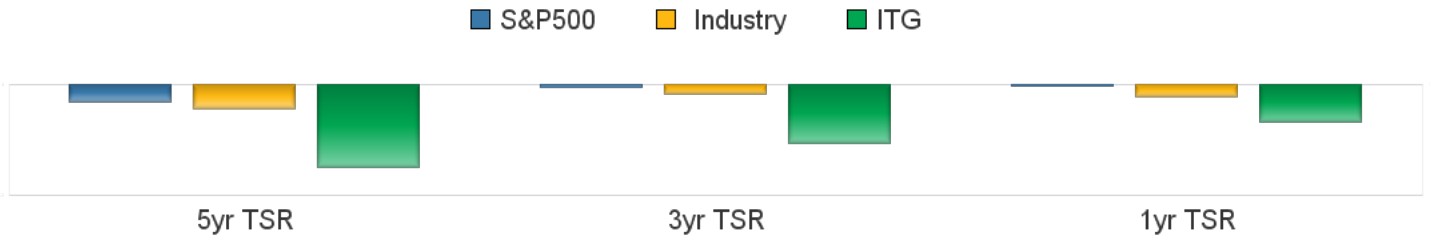
Investment Technology Group, Inc.

ITG NYSE

Investment Services

Market Capitalization USD: **\$392.58 mm**

Performance Comparison



Peer Comparisons (TRBC) - Investment Services

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
ITG	Investment Technology Group, Inc.	\$1,210,357	\$3,943,576	\$3,025,000	\$392,578,999
JNS	Janus Capital Group Inc.	\$8,833,746	\$20,337,868	\$6,151,152	\$1,119,251,316
ADVS	Advent Software, Inc.	\$783,358	\$752,904	\$761,111	\$1,090,062,415
GBL	GAMCO Investors, Inc.	\$43,576,932	\$56,608,736	\$61,693,390	\$1,055,157,734
MKTX	MarketAxess Holdings Inc.	\$3,435,585	\$4,111,145	\$9,630,482	\$988,873,629
MGI	MoneyGram International, Inc.	\$12,759,132	\$1,472,549	\$2,519,492	\$929,036,573
GHL	Greenhill & Co., Inc.	\$4,118,689	\$8,273,398	\$4,079,539	\$832,765,917

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

BGC Partners, Inc., CBOE Holdings, Inc., GFI Group Inc., IntercontinentalExchange Inc., Knight Capital Group Inc., Person Worldwide, Inc., FXCM, Inc., MarketAxess Holdings, Inc. and TMX Group, Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
J. William Burdett	Chairman	72	Male	11	Outside Related
Kevin J. P. O'Hara	Member	50	Male	5	Outside
Maureen O'Hara	Member	59	Female	9	Outside
Steven S. Wood	Member	54	Male	2	Outside