

# INTERACTIVE BROKERS GROUP, INC.

## COMPENSATION COMMITTEE CHARTER

The Board of Directors (the “Board”) of Interactive Brokers Group, Inc. (the “Company”) has delegated to the Compensation Committee (the “Committee”) the responsibilities for overseeing certain aspects of employee compensation for the Company as set forth herein.

Section 1. Mission Statement and Principal Functions. The Committee’s basic responsibilities are to (a) develop and oversee the implementation of the Company’s compensation philosophy with respect to the directors and executive officers of the Company, and (b) assure that the employees of the Company are compensated in a manner consistent with the best interests of the Company and in accordance with applicable laws. The Committee shall also review and recommend to the full Board the Company’s compensation discussion and analysis disclosure containing the Company’s compensation policies and the reasoning behind such policies as required by the Securities and Exchange Commission and prepare a Committee report for the Company’s annual reports or proxy statements.

### Section 2. Membership.

(a) Appointment. The Board, pursuant to the procedures set forth in the By-Laws of the Company and based on the recommendation of the Nominating and Corporate Governance Committee, shall appoint each director comprising the Committee and shall designate which such director shall serve as the Chairman of the Committee.

(b) Term. Each director comprising the Committee shall serve on the Committee until the resignation of such director or the removal of such director by the Board.

### Section 3. Qualifications.

(1) *Knowledge.* Each director on the Committee shall be knowledgeable in the field of compensation, both executive and non-executive.

(2) *Independence.*

(A) Committee members shall meet the requirements of the Securities and Exchange Commission, the NASDAQ Stock Market and any other exchange on which the Company’s securities may be traded. Committee members shall meet the criteria for independence required by the NASDAQ Stock Market unless otherwise permitted by NASDAQ Stock Market rules including NASDAQ’s “controlled company” exemption. Initially, the Company intends to be a “controlled company” under NASDAQ Stock Market rules, and thus the Committee is not required to have independent directors during such period that the Company remains a “controlled company.” Any

independent director on the Committee shall be free from any relationship that, in the opinion of the Board, as evidenced by its election of such Committee members, would interfere with the exercise of independent judgment as a Committee member. A director shall not be considered independent if such director (i) has within the previous three (3) years been an employee of the Company or any of its affiliates, (ii) has a direct or, through any affiliate of such director, indirect business relationship with the Company, unless, in the opinion of the Board, such business relationship would not interfere with such director's exercise of independent judgment, (iii) serves in an executive capacity or as a director of another corporation on whose compensation committee any of the Company's executive officers serve or otherwise assist in determining the compensation of such director or (iv) is the spouse, spousal equivalent, parent, dependent, nondependent child or sibling of an executive officer of the Company.

Section 4. Responsibilities. The principal responsibilities of the Committee are to:

(a) review the Company's overall compensation philosophy and evaluate the results of its policies to ensure that the compensation payable to the Company's executive officers provides overall competitive pay levels, creates proper incentives to enhance stockholder value, rewards superior performance, and is justified by the returns available to stockholders;

(b) create, amend and approve, subject to submission to the stockholders of the Company, if required by law or any applicable regulatory body, the Company's compensation and benefit programs, both executive and non-executive, to ensure the attraction, retention and appropriate reward to the Company's employees, to motivate their performance in the achievement of the Company's business objectives and to align the interest of such employees with the long-term interests of the Company's stockholders and administer and interpret such compensation and benefit programs, a manner which is equitable, fair and consistent with the policies set forth herein;

(c) coordinate the Board's role in establishing performance criteria and goals for the Company's executives, evaluate the performance of the Company and its executives annually and certify whether and to what extent performance goals have been attained;

(d) establish and periodically review policies in the area of executive perquisites;

(e) review and recommend to the Board for approval the terms of any employment agreement or any other agreement providing for severance, post-termination or change of control benefits between the Company and the Chief Executive Officer, and review and approve the terms of any employment agreement or any other agreement providing for any severance, post-termination or change of control benefits between the Company and any other executive officer of the Company, in each case taking into account the Company's compensation philosophy as established by the Committee;

(f) review the performance of the Chief Executive Officer and determine the individual elements of total compensation for the Chief Executive Officer (at a meeting at which the Chief Executive Officer is not present), considering the performance of the Chief Executive Officer and the general performance of the Company as well as the compensation practices in the markets where

the Company competes for executive talent and taking into account the Company's compensation philosophy as established by the Committee;

(g) review the performance of the executive officers other than the Chief Executive Officer, and determine the individual elements of total compensation for such officers of the Company other than the Chief Executive Officer (at a meeting at which the Chief Executive Officer may not be present), considering the recommendations of the Chief Executive Officer with respect to such compensation, the performance of such executive officers and the general performance of the Company as well as the compensation practices in the markets where the Company competes for executive talent and taking into account the Company's compensation philosophy as established by the Committee;

(h) grant or approve the grant of awards, whether in cash or otherwise, and other benefits pursuant to the Company's compensation and benefit programs to executive officers and review and approve the recommendations of the Chief Executive Officer with respect to such awards to other employees.

(i) review and discuss with the Company's Chief Executive Officer and Chief Financial Officer the compensation discussion and analysis required in the Company's annual report or proxy statement and determine whether to recommend to the Board that the compensation discussion and analysis be included in the Company's annual reports or proxy statements for the annual meetings of stockholders;

(j) provide, over the names of the members of the Committee, the annual Compensation Committee Report for the Company's annual reports or proxy statements for the annual meetings of stockholders with respect to those matters required by the Securities and Exchange Commission and appropriate regulatory bodies;

(k) review with the Chief Executive Officer matters relating to management succession;

(l) determine annual retainer, meeting fees and stock awards for members of the Board and its committees;

(m) monitor compliance by directors and executive officers with the Company's stock ownership guidelines, if any;

(n) perform the responsibilities of the Committee as enumerated in the Interactive Brokers Group, Inc. 2007 Stock Incentive Plan; and

(o) undertake such other responsibilities as may be assigned to the Committee, from time to time, by the Board or as designated in compensation or benefit plan documents. The Committee may delegate to the Chief Executive Officer such of its duties and responsibilities as the Committee deems to be in the best interests of the Company, provided such delegation is not prohibited by law, regulation or the NASDAQ Stock Market.

Section 5. Use of Resources. The Committee shall have the right to make use of appropriate resources in fulfilling its duties and responsibilities, including:

(a) retaining and determining the fees and retention terms of such third-party counsel, consultants, accountants and other advisors as the Committee deems necessary or advisable to assist in setting and evaluating director, Chief Executive Officer and executive officer compensation, and have sole authority to terminate such advisors; and

(b) utilizing comparative evaluations of the Company's performance and goals relative to similarly sized enterprises and analytical tools such as tally sheets, wealth accumulation analysis and internal pay equity studies.

Section 6. Annual Evaluation. The Committee shall, at least annually, conduct a self-evaluation of the performance of the Committee and its members, review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

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