

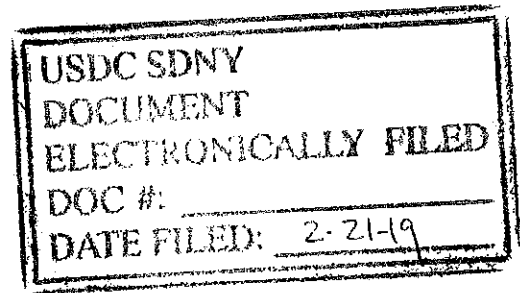
**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X
In re Investment Technology Group, Inc.
Securities Litigation

: No. 15 Civ. 6369 (JFK)

: Consolidated

: **CLASS ACTION**



----- X
~~PROPOSED~~ ORDER APPROVING PLAN OF ALLOCATION

THIS MATTER having come before the Court on February 21, 2019 on Lead Plaintiff's motion for final approval of the proposed Settlement set forth in the Amended Stipulation and Agreement of Settlement dated October 26, 2018, and the Plan of Allocation; the Court having considered all papers filed and proceedings had herein and otherwise being fully informed;

NOW, THEREFORE, IT IS HEREBY ORDERED that:

1. Pursuant to and in compliance with Rule 23 of the Federal Rules of Civil Procedure, this Court hereby finds and concludes that due and adequate notice was directed to persons and entities who are Class Members, advising them of the Plan of Allocation and of their right to object thereto, and a full and fair opportunity was accorded to persons and entities who are Class Members to be heard with respect to the Plan of Allocation.

2. The Court hereby finds and concludes that the formula in the Plan of Allocation for the calculation of the claims of Authorized Claimants that is set forth in the Notice of (i) Pendency of Class Action, Certification of Class, and Proposed Settlement; (ii) Settlement Fairness Hearing;

and (iii) Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses (the "Notice") disseminated to Class Members, provides a fair and reasonable basis upon which to allocate the net settlement proceeds among Class Members.

3. The Court hereby finds and concludes that the Plan of Allocation set forth in the Notice is, in all respects, fair and reasonable and the Court hereby approves the Plan of Allocation.

IT IS SO ORDERED.

Dated: February 21, 2019

John F. Keenan
THE HONORABLE JOHN F. KEENAN
UNITED STATES DISTRICT JUDGE