

Additions underscored  
Deletions [bracketed]

### NYSE Arca Options Fees and Charges

**Effective Date:** [~~December 26, 2019~~]January 2, 2020

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#### **FLOOR BROKER FIXED COST PREPAYMENT INCENTIVE PROGRAM (the “FB Prepay Program”)**

The FB Prepay Program affords each Floor Broker organization the opportunity to prepay its annual “Eligible Fixed Costs” (set forth in the table below) for the following calendar year.~~[2019, and to receive a 10% discount on all such Eligible Fixed Costs]~~

<b>ELIGIBLE FIXED COSTS</b>
OTP TRADING PARTICIPANT RIGHTS - Floor Broker
FLOOR BROKER ORDER CAPTURE DEVICE - MARKET DATA FEES
FLOOR BOOTHS
OPTIONS FLOOR ACCESS FEE
WIRE SERVICES

Participants in the FB Prepay Program qualify for rebates[larger discounts (i.e., more than 10% of the 2019 Eligible Fixed costs)] expressed through Tiers by achieving growth in billable manual volume by a certain percentage as measured against one of two benchmarks (“Percentage Growth Incentive”). The Percentage Growth Incentive excludes Customer volume, Firm Facilitation and Broker Dealer facilitating a Customer trades, and QCCs. Any volume calculated to achieve the Firm and Broker Dealer Monthly Fee Cap and the Limit of Fees on Options Strategy Executions (“Strategy Cap”), regardless of whether either of these caps is achieved, will likewise be excluded from the Percentage Growth Incentive because fees on such volume are already capped and therefore such volume does not increase billable manual volume.

To qualify for the Percentage Growth Incentive, a participating Floor Broker organization must increase their ADV for the calendar year[during 2019 by the percentages set forth in the table below,] above the greater of

- (i) [~~11,000~~]20,000 contract sides in billable manual ADV; or

- (ii) ~~[110%]~~105% of the Floor Broker's total billable manual ADV in contract sides during the second half of 2017 – i.e., July through December 2017.

Eligible Floor Broker organizations are entitled to an annual rebate that is the greater of the "Total Percentage Reduction of pre-paid annual Eligible Fixed Costs" or the "Alternative Rebate" based upon the Percentage Growth Incentive Tier achieved, as set forth in the table below:

FB Prepayment Program Incentives (based on <u>annual</u> ADV in contract sides <u>for the calendar year</u> [in 2019])			
Tier	Percentage Growth Incentive	Total Percentage Reduction of pre-paid <u>annual</u> Eligible Fixed Costs [for 2019]	<u>Alternative Rebate</u>
Tier 1	<del>[30%]</del> <u>5%</u>	<del>[40%]</del> <u>25%</u>	<u>\$4,000/month</u>
Tier 2	<del>[65%]</del> <u>25%</u>	<del>[75%]</del> <u>50%</u>	<u>\$6,000/month</u>
Tier 3	<del>[100%]</del> <u>50%</u>	<del>[100%*]</del> <u>75%</u>	<u>\$8,000/month</u>
Tier 4	<u>100%</u>	<u>80%</u>	<u>\$14,000/month</u>
Tier 5	<u>150%</u>	<u>100%</u>	<u>\$18,000/month</u>

[\*Participants in the FB Prepay Program that qualify for Tier 3 will be rebated the greater of 100% of their pre-paid annual Eligible Fixed Costs, or \$10,000/month.]

To participate in the FB Prepay Program, Floor Broker organizations must notify the Exchange in writing by emailing [optionsbilling@nyse.com](mailto:optionsbilling@nyse.com), indicating a commitment to submit prepayment for the following calendar year, by no later than the last business day of December [31, 2018]in the current year. The email to enroll in the Program must originate from an officer of the Floor Broker organization and, except as provided for below, represents a binding commitment through the end of [2019]the following calendar year. Payment must be received in full by the close of business on the last business day in January [31, 2019]. A Floor Broker organization that commits to the Program will be invoiced in January[, 2019] for Eligible Fixed Costs, based on annualizing their Eligible Fixed Costs incurred in the previous November [2018 costs, through the end of 2019, less 10% of the annual total]. The Exchange will not issue any refunds in the event that a Floor Broker organization's prepaid Eligible Fixed Costs exceeds such actual costs. Participating Floor Broker organizations that qualify for the Percentage Growth Incentive will receive their[ 2019] rebate in the following January [2020].

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