

Additions underlined
Deletions [bracketed]

NYSE Arca Equities

FEES AND CHARGES

Effective Date: [February 10] March 1, 2021

NYSE ARCA MARKETPLACE: TRADE RELATED FEES AND CREDITS¹

EXCHANGE TRANSACTIONS

ETP HOLDERS AND MARKET MAKERS²

Round Lots and Odd Lots (Per Share Price \$1.00 or Above)

<p>Tier 1: For ETP Holders and Market Makers that provide liquidity an average daily [share] volume (<u>ADV</u>) per month of 0.70% or more of the US CADV³ <u>or 84 million shares of providing ADV:</u></p>	<p>Tape A, Tape B and Tape C Securities:</p> <p>\$0.0030 per share (fee) for orders routed to any away market center that remove liquidity, including Primary Only (“PO”) Orders.</p> <p>Tape A and Tape C Securities:</p> <p>\$0.0031 per share (credit) for orders that provide liquidity for Tape A Securities and \$0.0032 per share (credit) for orders that provide liquidity for Tape C Securities</p> <p>\$0.0010 per share (fee) for Market, Market-On-Close, Limit-On-Close, and Auction-Only Orders executed in a Closing Auction</p> <p>Tape B Securities:</p> <p>\$0.0023 per share (credit) for orders that provide liquidity. An additional credit shall apply to ETP Holders and Market Makers affiliated with LMMs that provide displayed liquidity based on the number of Less Active ETP Securities in which the LMM is registered as the LMM. The applicable tiered-credits are noted below (See LMM Transaction Fees and Credits).</p>
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	<p>\$0.0029 per share (fee) for orders, including Limit Non-Displayed Orders, that take liquidity</p> <p>\$0.0010 per share (fee) for Market, Market-On-Close, Limit-On-Close, and Auction-Only Orders executed in a Closing Auction in NYSE Arca primary listed securities (includes all ETFs/ETNs)</p> <p>For all other fees and credits, Basic Rates apply</p>
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<p>Step Up Tier: For ETP Holders and Market Makers that directly execute providing average daily volume (ADV) per month of 0.[50]45% or more, but less than 0.70% of the US CADV and directly execute providing ADV that is an increase of no less than 0.10% of US CADV for that month over the ETP Holder's or Market Maker's providing ADV in Q1 2018:</p>	<p>Tape A Securities: \$0.0030 per share (credit) for orders that provide displayed liquidity.</p> <p>Tape B Securities: \$0.0023 per share (credit) for orders that provide displayed liquidity.</p> <p>Tape C Securities: \$0.0031 per share (credit) for orders that provide displayed liquidity.</p>
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<p>Step Up Tier 4: For ETP Holders and Market Makers that directly execute providing average daily volume (ADV) per month that is an increase of no less than 0.40% of US CADV for that month over the ETP Holder's or Market Maker's providing ADV in September 2019, taken as a percentage Of US CADV:</p>	<p>Tape A Securities: \$0.0033 per share (credit) for orders that provide displayed liquidity.</p> <p>Tape B Securities: \$0.0034 per share (credit) for orders that provide displayed liquidity.</p> <p>ETP Holders and Market Makers that qualify for Step Up Tier 4 shall not receive any additional incremental Tape B Tier credits for providing displayed liquidity, including any incremental credits associated with Less Active ETP Securities.</p>

	<p>Tape C Securities:</p> <p>\$0.0033 per share (credit) for orders that provide displayed liquidity.</p> <p>[ETP Holders and Market Makers that qualify for Step Up Tier 4 shall not receive any additional incremental Tape C Tier credits for providing displayed liquidity.]</p> <p>For all other fees and credits, Tiered or Basic Rates apply based on a firm's qualifying levels.</p>
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<p>[Cross-Asset Tier 1: For ETP Holders and Market Makers that provide liquidity an average daily volume share per month of 0.30% or more of the US CADV³ and are affiliated with an OTP Holder or OTP Firm that provides an ADV⁴ of electronic posted executions for the account of a market maker in all issues on NYSE Arca Options (excluding mini options) of at least 0.55% of total Customer equity and ETF option ADV as reported by OCC:</p>	<p>Tape A Securities:</p> <p>\$0.0031 per share (credit) for orders that provide liquidity.</p> <p>Tape B Securities:</p> <p>\$0.0030 per share (credit) for orders that provide liquidity.</p> <p>\$0.0029 per share (fee) for orders that take liquidity.</p> <p>Tape C Securities:</p> <p>\$0.0032 per share (credit) for orders that provide liquidity.</p> <p>\$0.0030 per share (fee) for orders that take liquidity.</p> <p>For all other fees and credits, Tiered or Basic Rates apply based on a firm's qualifying levels.]</p>
<p>Cross-Asset Tier [2]: For ETP Holders and Market Makers that (a) provide liquidity of 0.30% or more of the US CADV³ per month, and (b) are affiliated with an OTP Holder or OTP Firm that provides an ADV⁴ of</p>	<p>Tape A, Tape B, and Tape C Securities:</p> <p>\$0.0030 per share (credit) for orders that provide liquidity</p> <p>ETP Holders and Market Makers that meet the requirements of Cross Asset Tier [2] and execute providing volume in Tape C Securities during the billing month equal to at least 0.35% of Tape C CADV</p>

<p>electronic posted Customer and Professional Customer executions in all issues on NYSE Arca Options (excluding mini options) of at least 0.80% of total Customer equity and ETF option ADV as reported by OCC, of which at least 0.20% of total Customer equity and ETF option ADV as reported by OCC is from Customer and Professional Customer executions in non-Penny Pilot issues on NYSE Arca Options:</p>	<p>for the billing month will receive an incremental credit of \$0.0004 per share for orders that provide liquidity in Tape C Securities. [ETP Holders and Market Makers that qualify for this incremental Tape C credit shall not qualify for any fees and credits under Tape C Tier 1 and Tape C Tier 2.]</p> <p>ETP Holders and Market Makers that meet the requirements of Cross-Asset Tier [2] and provide liquidity in Tape A, Tape B and Tape C Securities during the billing month equal to at least 0.65% of US CADV will receive an incremental credit of \$0.0002 per share for orders that provide liquidity in Tape A and Tape B Securities.</p> <p>ETP Holders and Market Makers that meet the requirements of Cross-Asset Tier [2] and increase adding and removing liquidity in Tape A, Tape B and Tape C Securities combined during the billing month equal to at least 0.40% of US CADV above their adding and removing liquidity in Tape A, Tape B and Tape C Securities combined of US CADV in Q1 2020 will receive an incremental credit of \$0.0001 per share for orders that provide liquidity in Tape A, Tape B, and Tape C Securities.</p> <p>For all other fees and credits, Tiered or Basic Rates apply based on a firm’s qualifying levels.</p>
<p style="text-align: center;">* * * * *</p>	<p style="text-align: center;">* * * * *</p>
<p>[Tape C Tier 1: For ETP Holders and Market Makers on a daily basis, measured monthly, that directly execute providing volume in Tape C Securities during the billing month (“Tape C Adding ADV⁴”) equal to at least 0.10% of the US Tape C CADV³ for the billing month over the ETP Holder’s or Market Maker’s Q4 2016 Tape C Adding</p>	<p>Tape C Securities:</p> <p>\$0.0002 per share (credit) for orders that provide liquidity. This credit shall be in addition to the ETP Holder’s or Market Maker’s Tiered or Basic Rate credit(s); provided, however, that such combined credit shall not exceed \$0.0031 per share.</p> <p>ETP Holders and Market Makers that qualify for Tape C Tier 1 shall not qualify to receive any additional incremental Tape C Tier credits.</p> <p>For all other fees and credits, Tiered or Basic Rates apply based on a firm’s qualifying levels.]</p>

<p>ADV taken as a percentage of Tape C CADV:</p>	
<p>[Tape C Tier 2: For ETP Holders and Market Makers on a daily basis, measured monthly, that directly execute Tape C Adding ADV⁴ equal to at least 0.20% of the US Tape C CADV³ for the billing month over the ETP Holder's or Market Maker's Q4 2016 Tape C Adding ADV taken as a percentage of Tape C CADV:</p>	<p>Tape C Securities:</p> <p>\$0.0002 per share (credit) for orders that provide liquidity. This credit shall be in addition to the ETP Holder's or Market Maker's Tiered or Basic Rate credit(s); provided, however, that such combined credit shall not exceed \$0.0033 per share.</p> <p>ETP Holders and Market Makers that qualify for Tape C Tier 2 shall not qualify to receive any additional incremental Tape C Tier credits.</p> <p>\$0.0029 per share (fee) for orders that take liquidity in Tape C Securities.</p> <p>For all other fees and credits, Tiered or Basic Rates apply based on a firm's qualifying levels.]</p>

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<p>Tracking Order Tier 3: For ETP Holders and Market Makers that send Tracking Orders to the Exchange resulting in executions with an average daily share volume per month between 1 million shares and 4,999,999 shares</p>	<p>Tape A, Tape B, and Tape C Securities:</p> <p>\$0.001 per share (credit) for Tracking Orders that result in executions</p>
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<p><u>Tape C Tiers for Adding Liquidity</u></p>		
<p><u>Tier</u></p>	<p><u>Minimum Criteria for Tape C Adding Liquidity</u></p>	<p><u>Rate</u></p>
<p><u>Tier 4</u></p>	<p><u>0.15% of US CADV, or 20 million shares ADV</u></p>	<p><u>(\$0.0029)</u></p>
<p><u>Tier 3</u></p>	<p><u>0.25% of US CADV</u></p>	<p><u>(\$0.0031)</u></p>

<u>Tier 2</u>	<u>0.35% of US CADV</u>	<u>(\$0.0033)</u>
<u>Tier 1</u>	<u>0.40% of US CADV</u>	<u>(\$0.0034)</u> <u>\$0.0029 fee for Removing</u> <u>Liquidity</u>

Round Lots and Odd Lots (Per Share Price Below \$1.00)⁵

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