

Additions underscored
 Deletions [bracketed]

NYSE Arca Options Fees and Charges

Effective Date: January [3]12, 2022

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.

ELIGIBLE FIXED COSTS
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 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, above the greater of

- (i) [20,000] 30,000 contract sides in billable manual ADV; or

- (ii) [105% of] the Floor Broker’s total billable manual ADV in contract sides during the second half of [2017] 2020 – i.e., July through December [2017] 2020.

When calculating the increase in a Floor Broker organization’s ADV, the Exchange may exclude any trading day when open outcry on the Trading Floor is unavailable for a full day. 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 annual ADV in contract sides for the calendar year)			
Tier	Percentage Growth Incentive	Total Percentage Reduction of pre-paid annual Eligible Fixed Costs	Alternative Rebate
Tier 1	5%	[25%] <u>10%</u>	[\$4,000] <u>\$8,000/month</u>
Tier 2	[25%] <u>15%</u>	50%	[\$6,000] <u>\$18,000/month</u>
Tier 3	[50%] <u>30%</u>	[75%] <u>80%</u>	[\$8,000] <u>\$24,000/month</u>
[Tier 4	100%	80%	\$14,000/month]
[Tier 5	150%	100%	\$18,000/month]

To participate in the FB Prepay Program, Floor Broker organizations must notify the Exchange in writing by emailing optionsbilling@nyse.com, indicating a commitment to submit prepayment for the following calendar year, by no later than the last business day of December 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 the following calendar year. Payment must be received in full by the close of business on the last business day in January. A Floor Broker organization that commits to the Program will be invoiced in January for Eligible Fixed Costs, based on annualizing their Eligible Fixed Costs incurred in [the previous] November 2020. The Exchange will not issue any refunds in the event that a Floor Broker organization’s prepaid Eligible Fixed Costs exceeds [such] actual costs[, except that the Exchange will refund certain of the prepaid Eligible Fixed costs that were waived for Qualifying Firms as defined, and set forth in, NYSE Arca OPTIONS: FLOOR and EQUIPMENT and CO-LOCATION FEES]. Participating Floor Broker organizations that qualify for the Percentage Growth Incentive will receive their rebate in the following January.
