

Additions double underlined

Deletions [bracketed]

**[FOURTH]FIFTH AMENDED AND RESTATED BY-LAWS
OF
NYSE NATIONAL, INC.**

**[FOURTH]FIFTH AMENDED AND RESTATED BY-LAWS
OF
NYSE NATIONAL, INC.**

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**[FOURTH]FIFTH AMENDED AND RESTATED BY-LAWS
OF
NYSE NATIONAL, INC.**

(a Delaware corporation)

**ARTICLE V
COMMITTEES**

Section 5.1 Number of Committees. The committees of the Board shall consist of a Business Conduct Committee, a [n Appeals] Committee for Review, a Nominating Committee, a Regulatory Oversight Committee, and such other committees as may be from time to time established by the Board. Committees shall have such authority as is vested in them by these By-Laws or the Rules, or as is delegated to them by the Board. All committees are subject to the control and supervision of the Board.

Section 5.8 [Appeals]Committee for Review. The [Appeals]Committee for Review shall preside over all appeals related to disciplinary and adverse action determinations in accordance with the Exchange Rules. The [Appeals]Committee for Review shall consist of at least one Public Director and at least one Non-Affiliated Director. If the Public Director recuses himself or herself from an appeal, due to a conflict of interest or otherwise, such Public Director may be replaced by a Non-Affiliated Director for purposes of the applicable appeal if there is no other Public Director able to serve as the replacement.
