

## EXHIBIT L

### Exhibit Request:

**Describe the exchange's criteria for membership in the exchange. Describe conditions under which members may be subject to suspension or termination with regard to access to the exchange. Describe any procedures that will be involved in the suspension or termination of a member.**

### Response:

A Member must be a broker-dealer pursuant to Section 15 of the Securities Exchange Act of 1934 (the "Exchange Act") and must meet the qualifications for a Member in accordance with Exchange Rules applicable thereto. If a Member intends to transact business with the public, it must obtain approval to transact business with the public pursuant to Exchange Rule 1300, which such Rule is MIAX Options Exchange Rule 1300 incorporated by reference, and such Member may be approved by the Exchange to transact business with the public only if such Member is also a member of another registered national securities exchange or association with which the Exchange has entered into an agreement under Rule 17d-2 under the Exchange Act pursuant to which such other exchange or association shall be the designated examining authority for the Member.

Applicants for membership on the Exchange will be required to complete a membership application agreeing, among other things, to comply with the By-Laws, Rules and interpretations of the Exchange. Exchange Rule 200(c)(1) provides that a holder of a MIAX, MIAX Pearl, or MIAX Emerald trading permit in good standing is eligible to receive one MIAX Sapphire Trading Permit and that a holder of a MIAX, MIAX Pearl, or MIAX Emerald trading permit who wishes to apply to the Exchange is not required to complete and submit an Exchange application; instead only Exchange forms concerning election to trade on the Exchange, submitting to Exchange jurisdiction, and operational matters need to be completed and tendered. The Exchange anticipates that there will be a significant overlap between its Members and the members of MIAX, MIAX Pearl, and MIAX Emerald. Membership applications will be reviewed by Exchange staff. The Exchange's denials from, and imposition of conditions upon, becoming or continuing to be a Member may be appealed under Chapter XI of the Exchange's Rules (Hearings, Review and Arbitration), which such Rules are Chapter XI of the MIAX Options Exchange Rules incorporated by reference.

Exchange Rule 200(d) provides that every Trading Permit Holder must have and maintain membership in another options exchange registered under the Exchange Act other than MIAX, MIAX Pearl, or MIAX Emerald and that is not registered solely under Section 6(g) of the Exchange Act. If such other registered options exchange has not been designated by the Commission pursuant to Rule 17d-1 under the Exchange Act, to examine Members for compliance with financial responsibility rules (known as the Designated Examining Authority or "DEA"), then such Applicant must have and maintain a membership in the Financial Industry Regulatory Authority ("FINRA").

As provided in Exchange Rule 201(b), the Exchange may deny (or may condition) approval of a Member, or may prevent a person from becoming associated (or condition an association) with a

Member, for the same reasons that the Commission may deny or revoke a broker-dealer registration and for those reasons required or allowed under the Exchange Act. As provided in Exchange Rule 201(c), the Exchange may also deny (or may condition) approval of a Member, or may prevent a person from becoming associated with (or condition an association) with a Member, when the applicant:

1. is a broker-dealer and (i) has a net worth (excluding personal assets) below \$25,000 if the applicant is an individual, (ii) has a net worth (excluding personal assets) below \$50,000 if the application is an organization, (iii) has financial difficulties involving an amount that is more than 5% of the applicant's net worth, or (iv) has a pattern of failure to pay just debts.
2. is unable satisfactorily to demonstrate a capacity to adhere to all applicable Exchange, Commission, Clearing Corporation, and Federal Reserve Board policies, rules, and regulations, including those concerning record-keeping, reporting, finance, and trading procedures; or
3. for such other causes as the Exchange reasonably may decide.

The Exchange may determine pursuant to Exchange Rule 201(d) not to permit a Member or person associated with a Member to continue as a Member or be associated therewith, if the Member or associated person:

1. fails to meet any of the qualification requirements for becoming a Member or associated with a Member after approval thereof;
2. fails to meet any condition placed by the Exchange on such Member or association with a Member; or
3. violates any agreement with the Exchange.

Subject to Chapter IX (Summary Suspension) of the MIAX Sapphire Rules, which such Rules are Chapter IX of the MIAX Options Exchange Rules incorporated by reference, any applicant whose application to become a Member is denied membership or conditioned, or any person whose association with a Member is denied or conditioned pursuant to Exchange Rule 201, and any Member or person associated with a Member who is not permitted pursuant to Exchange Rule 201 to continue as a Member or to be associated with a Member or which continuance as a Member or association is conditioned, may appeal the Exchange's decision under Chapter XI (Hearings, Review and Arbitration) of the MIAX Sapphire Rules, which such Rules are Chapter XI of the MIAX Options Exchange Rules incorporated by reference.

The Exchange may also determine in accordance with the provisions of Exchange Rule 204 not to allow a Member or associated person of a Member to continue being a Member or associated with a Member, or to condition such continuance as a Member or associated person, if the Member or associated person is or becomes subject to a "statutory disqualification" under the Exchange Act.

If a Member or person associated with a Member that becomes subject to a statutory disqualification under the Exchange Act wants to continue as a Member of the Exchange or in association with a Member, the Member or associated person must, pursuant to Rule 204(b),

within 30 days of becoming subject to a statutory disqualification, submit an application to the Exchange, in a form and manner prescribed by the Exchange, seeking to continue as a Member or in association with a Member notwithstanding the statutory disqualification. Failure to timely file such an application is a factor that may be taken into consideration by the Exchange in making determinations pursuant to Exchange Rule 204(c). Exchange Rule 204 provides that following the receipt of an application submitted pursuant to Exchange Rule 204(b), or in the event the Exchange becomes aware that a Member or associated person of a Member is subject to a statutory disqualification and has failed to submit an application pursuant to Exchange Rule 204(b) within the required time period, the Exchange shall appoint a panel to conduct a hearing concerning the matter pursuant to the procedure set forth in Chapter XI (Hearings, Review and Arbitration) of the MIAX Emerald Rules, which such Rules are Chapter XI of the MIAX Options Exchange Rules incorporated by reference.

In general, the Exchange may discipline Members by expulsion, suspension, limitation of activities, functions, and operations, fine censure, or any other fitting sanction if a Member fails to: (1) satisfy on a continuing basis the qualification requirements specified by the proposed Exchange Rule 201 as described in Rule 201 as described above; (2) comply with any of the Rules of the Exchange; (3) pay on a timely basis such membership, transaction and other fees as the Exchange shall prescribe; (4) comply with all its agreements with the Exchange; or (5) correct a financial or operating difficulty that the Exchange determines should otherwise prevent the Member from continuing to do business with investors, creditors, other Exchange Members, or the Exchange.

Any Member that is subject to suspension or termination with regard to access to the Exchange will be afforded an opportunity to be heard under Chapters X (Discipline) of the MIAX Sapphire Rules (the Rules of Chapter X of MIAX Options Exchange being incorporated by reference) and XI (Hearings, Review and Arbitration) of the MIAX Sapphire Rules (the Rules of Chapter XI of MIAX Options Exchange being incorporated by reference). The Exchange's regulatory staff (which may include the regulatory staff of FINRA pursuant to a Regulatory Services Agreement) will investigate possible violations for potential disciplinary action. The Exchange will have a Business Conduct Committee that will be charged with the following duties and responsibilities: (a) to order investigations of possible violations of Exchange rules pursuant to Rule 1002 which Rule is Rule 1002 of the MIAX Options Exchange incorporated by reference; (b) to consider letters of consent in expedited disciplinary actions pursuant to Rule 1003 which Rule is Rule 1003 of the MIAX Options Exchange incorporated by reference; (c) to provide Members for an Exchange hearing panel pursuant to Rule 1006 which Rule is Rule 1006 of the MIAX Options Exchange incorporated by reference; (d) to conduct reviews of Exchange actions regarding minor rule violations pursuant to Rule 1014 which Rule is Rule 1014 of the MIAX Options Exchange incorporated by reference; (e) to appoint panels to conduct hearings and reviews of Exchange actions pursuant to Rule 1102 which Rule is Rule 1102 of the MIAX Options Exchange incorporated by reference; and (f) generally to oversee all matters relating to the conduct of disciplinary hearings and hearings for review of Exchange decisions, and to provide the Exchange with advice on ways to improve these procedures. The Committee shall consist of no less than three persons. A hearing panel will be appointed from among three members of the Exchange's Business Conduct Committee. The hearing panel will conduct a hearing, and will issue a written decision of its findings in accordance with Rule 1103 which Rule is Rule 1103 of the MIAX Options Exchange incorporated by reference. The respondent or regulatory staff may petition the Board for a review of the hearing panel's decision. The Board may affirm, reverse or modify, in whole or in part, the decision of the hearing panel in accordance with Exchange Rule 1104 which Rule is Rule 1104 of the MIAX Options Exchange incorporated by reference. The Exchange represents

that: (i) the review of a decision of the hearing panel shall be conducted by the Board or a Committee of the Board composed of at least three (3) Directors; and (ii) that any Director who participated in a matter before it was appealed to the Board shall not participate in any review action by the Board concerning that matter. A more detailed description of the Exchange's Discipline process is set forth in the proposed Exchange Rule Chapter X (Discipline) of the MIAX Sapphire Rules (the Rules of Chapter X of the MIAX Options Exchange being incorporated by reference) and Exchange Rule Chapter XI (Hearings, Review and Arbitration) of the MIAX Sapphire Rules (the Rules of Chapter XI of the MIAX Options Exchange being incorporated by reference).

### **Description of the Exchange's Regulatory Program**

The Exchange will employ a regulatory model that includes services agreements with MIAX, MIAX Pearl, MIAX Emerald, and FINRA to conduct various regulatory services on behalf of the Exchange.

The services provided under the regulatory program with respect to the Exchange shall be substantially similar to the services provided under the regulatory program of MIAX, MIAX Pearl, and MIAX Emerald for electronic trading.

The service agreement that the Exchange will enter into with FINRA is referred to as the Regulatory Services Agreement ("RSA"). Pursuant to the RSA, FINRA shall provide to the Exchange services in the following areas:

*Member Registration Services:* Upon the Exchange's request, FINRA will review and provide certain registration services and related administrative support services.

*Cross-Market Surveillance Services:* FINRA will perform certain cross market surveillance on behalf of the Exchange.

*Options Trading Examinations:* FINRA will perform certain options trading examinations on behalf of the Exchange.

*Market Surveillance Investigation Services (Options):* At the Exchange's request, FINRA will investigate potential violations of enumerated Exchange market rules, as well as federal securities laws, and rules and regulations thereunder, related to Exchange market activity.

*Routine and Cause Examination Services:* FINRA will perform examinations related to options, to include the performance of routine and cause examinations for Exchange Members to cover enumerated Exchange trading and market and SEC rules.

*Disciplinary Processes – Formal Disciplinary Actions:* FINRA will bring formal disciplinary actions, including hearing officer services.

*Dispute Resolution Services:* FINRA will provide arbitration, mediation, and other dispute resolution Services to Exchange Member firms.

As the Exchange will not be a Designated Examining Authority under Section 17d-1 of the Exchange Act, financial responsibility examinations will not be performed by the Exchange. The

Exchange will be a participant in the Options Sales Practices Agreement and the Options Surveillance Group both under separate 17d-2 agreements; the former coordinates and allocates options sales practice examinations among the various U.S. options exchanges and the latter designates the options surveillance regulator for common surveillance reviews. The Exchange will also enter into a bi-lateral 17d-2 agreement to be allocated regulatory responsibility to FINRA for common rules of dual members between MIAX Sapphire and FINRA.

The Exchange proposes to enter into an Intercompany Services Agreement (“ISA”) with Miami International Holdings, Inc. (“MIH”), MIAX, MIAX Pearl, and MIAX Emerald, and the other subsidiaries of MIH pursuant to which, among other things, MIAX shall provide certain services, including legal and regulatory services, to the Exchange. The legal and regulatory services generally include the provision of MIAX’s regulatory infrastructure, including surveillance programs, legal programs, systems and other operational services required to execute the regulatory program of the Exchange. The Exchange represents that the ISA will contain an obligation on the part of MIAX and the Exchange to preserve the other party’s information and materials which are confidential, proprietary and/or trade secrets and prevent unauthorized use or disclosure thereof to third parties. The non-legal and regulatory services provided under the ISA shall generally include the following: business management services; facilities management services; IT services, including the provision of all equipment, hardware, and software reasonably necessary for the operation of the business; corporate office services; fiscal services, including maintenance of all financial-related records; audit, accounting and tax services; personnel and customer training services; market data distribution services; marketing services; insurance administration and risk management services; third party contract administration services; and such other general administrative and technical services as may from time to time reasonably be requested by the Exchange.

The Exchange intends to also join the Options Clearing Corporation, the Plan for the Purpose of Developing and Implementing Procedures Designed to Facilitate the Listing and Trading of Standardized Options (i.e., Options Listing Procedures Plan), the Plan for Reporting of Consolidated Options Last Sale Reports and Quotation Information, the National Market System of the Options Regulatory Surveillance Authority, the Options Order Protection and Locked/Crossed Market Plan, the Plan Governing the Consolidated Audit Trail and the Intermarket Surveillance Group.

The Exchange will have a Chief Regulatory Officer (“CRO”) with general day-to-day supervision over the Exchange’s regulatory operations, including responsibility for overseeing the Exchange’s surveillance, examination, and enforcement functions and for administering any regulatory services agreements with another self-regulatory organization to which the Exchange is a party.

The CRO will report to the Exchange’s Regulatory Oversight Committee (the “ROC”). The ROC will meet regularly with the CRO to review regulatory matters, and the CRO shall meet with the ROC of the Exchange in executive session at regularly scheduled meetings of such committee, and at any time upon request of the CRO or any member of the ROC. In addition to these direct reporting lines, the Exchange Board will retain full power to call the CRO to report directly to the Board as needed and the CRO may call special meetings of the Exchange Board, as necessary. The ROC will monitor the Exchange’s regulatory program for sufficiency, effectiveness, and independence; monitor the Exchange to ensure it operates in accordance with Exchange and SEC rules; oversee all facets of the regulatory program, including trade practice and market surveillance; audits, examinations, and other regulatory responsibilities with respect to Members (insuring compliance with Exchange rules) and the conduct of investigations; supervise the CRO;

receive an annual report from the CRO assessing the Exchange's self-regulatory program for the Board; recommend changes that would ensure fair and effective regulation; and review regulatory proposals and advise the Board as to whether and how such changes may impact regulation. The Compensation Committee will set compensation for the CRO, in its sole discretion, will make hiring and termination decisions with respect to the CRO, in each case taking into consideration any recommendations made by the Chief Executive Officer. The ROC will be informed about the compensation of the CRO, including factors affecting changes thereto. The ROC will annually review the regulatory budget and specifically inquire into the adequacy of the resources available in the budget for regulatory activities. The ROC will authorize unbudgeted expenditures for necessary regulatory expenses. In addition, the Audit Committee will provide oversight over the systems of internal controls established by management and the Board and the Exchange's regulatory and compliance process.