

Additions underlined.  
Deletions [bracketed].

## NYSE Rules

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### Rule 451. Processing and transmission of Proxy Material

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**.90 Schedule of approved charges by member organizations in connection with proxy solicitations.**—The Exchange has approved the following as fair and reasonable rates of reimbursement of member organizations for all out-of-pocket expenses, including reasonable clerical expenses, incurred in connection with proxy solicitations and the processing of proxy and other material pursuant to this Rule 451. In addition to the charges specified in this schedule, member organizations also are entitled to receive reimbursement for: (i) actual postage costs (including return postage at the lowest available rate); (ii) the actual cost of envelopes (provided they are not furnished by the person soliciting proxies); and (iii) any actual communication expenses (excluding overhead) incurred in receiving voting returns either telephonically or electronically.

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### 7. Enhanced Brokers' Internet Platform Fee.

During the period ending [insert date five years from effective date of this rule] December 31, 2018, there shall be a supplemental fee of 99 cents for each new account that elects, and each full package recipient among a brokerage firm's accounts that converts to, electronic delivery while having access to an Enhanced Brokers' Internet Platform ("EBIP"). This fee does not apply to electronic delivery consents captured by issuers (for example, through an open-enrollment program), nor to positions held in Managed Accounts (as defined in Section 6, above) nor to accounts voted by investment managers using electronic voting platforms. This is a one-time fee, meaning that an issuer may be billed this fee by a particular member organization only once for each account covered by this rule. Billing for this fee should be separately indicated on the issuer's invoice and must await the next proxy or consent solicitation by the issuer that follows the triggering election of electronic delivery by an eligible account. For the avoidance of doubt it is noted that accounts receiving a notice pursuant to the use of notice and access by the issuer, and accounts to which mailing is suppressed by householding, will not trigger the fee under this section.

To qualify under this section, an EBIP must provide notices of upcoming corporate votes (including record and shareholder meeting dates) and the ability to access proxy materials and a voting instruction form, and cast the vote, through the investor's account page on the member organization's web site without an additional log-in.

Any member organization with a qualifying EBIP must provide notice thereof to the Exchange, including the date such EBIP became operational, and any limitations on the availability of the EBIP to its customers.

Conversions to electronic delivery by accounts with access to an EBIP need to be tracked for the purpose of reporting the activity to the NYSE when requested, as do records of marketing efforts to encourage account holders to use the EBIP. In addition, records need to be maintained and reported to the NYSE when requested regarding the proportion of non-institutional accounts that vote proxies after being provided access to an EBIP.

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**.96 Effective Date.**— The changes to Rules 451, 465 and to Section 402.10 of the Listed Company Manual that were approved by the Securities and Exchange Commission on October 18, 2013 (Release No. 34-70720) shall, subject to certain conditions set forth in Part 7 of this Rule 451, be effective for distributions or requests for non-objecting beneficial holder information, in each case where the applicable record date occurs on or after January 1, 2014, and, for purposes of the EBIP fee set forth in Section 7 above, for new account elections or existing account conversions to electronic delivery made on and after January 1, 2014.

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**Rule 465. Processing and transmission of Interim Reports and Other Material**

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**.20 Charges by member organizations.**—Please see Rule 451.90 – [.95] .96.

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**NYSE LISTED COMPANY MANUAL**

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**Section 402.10 Charges by Member Organizations for Distributing Material**

The provisions of NYSE Rule 451.90 – [ .95] .96 are reproduced herein as follows:

**.90 Schedule of approved charges by member organizations in connection with proxy solicitations.**—The Exchange has approved the following as fair and reasonable rates of reimbursement of member organizations for all out-of-pocket expenses, including reasonable clerical expenses, incurred in connection with proxy solicitations and the processing of proxy and other material pursuant to this Rule 451. In addition to the charges specified in this schedule, member organizations also are entitled to receive reimbursement for: (i) actual postage costs (including return postage at the lowest available rate); (ii) the actual cost of envelopes (provided they are not furnished by the person soliciting proxies); and (iii) any actual communication expenses (excluding overhead) incurred in receiving voting returns either telephonically or electronically.

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**7. Enhanced Brokers' Internet Platform Fee.**

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To qualify under this section, an EBIP must provide notices of upcoming corporate votes (including record and shareholder meeting dates) and the ability to access proxy materials and a voting instruction form, and cast the vote, through the investor's account page on the member organization's web site without an additional log-in.

Any member organization with a qualifying EBIP must provide notice thereof to the Exchange, including the date such EBIP became operational, and any limitations on the availability of the EBIP to its customers.

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**.96 Effective Date.**— The changes to Rules 451, 465 and to Section 402.10 of the Listed Company Manual that were approved by the Securities and Exchange Commission on October 18, 2013 (Release No. 34-70720) shall, subject to certain conditions set forth in Part 7 of this Section 402.10, be effective for distributions or requests for non-objecting beneficial holder information, in each case where the applicable record date occurs on or after January 1, 2014, and, for purposes of the EBIP fee set forth in Section 7 above, for new account elections or existing account conversions to electronic delivery made on and after January 1, 2014.

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