

Additions underscored

Rules of the NYSE Arca, Inc.

RULE 3 ORGANIZATION AND ADMINISTRATION

Rule 3.3. Board Committees

(a) *Board Committees.*

(1) *Regulatory Oversight Committee.*

(A) The Board shall, on an annual basis, appoint the Regulatory Oversight Committee ("ROC").

(B) *Composition.* The ROC shall consist of at least three members, each of whom shall be a Public Director of the Exchange. The Board, on affirmative vote of a majority of directors then in office, may, at any time remove a member of the ROC for cause. A failure of the member to qualify as a Public Director shall constitute a basis to remove a member of the ROC for cause. If the term of office of a ROC committee member terminates under this section, and the remaining term of office of such committee member at the time of termination is not more than three months, during the period of vacancy the relevant committee shall not be deemed to be in violation of the compositional requirements of such ROC by virtue of such vacancy.
