

Additions underlined
Deletions [bracketed]

RULES OF NYSE ARCA, INC.

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Rule 5.3-E. Corporate Governance and Disclosure Policies

The Exchange shall require that specific corporate governance and disclosure policies be established by domestic issuers of any equity security listed pursuant to Rule 5.2-E. Issuers of any security that is listed pursuant to the Rules of the Exchange must comply with all of the provisions of Rule 5.3-E.

Notwithstanding the foregoing, registered management investment companies, preferred and debt listings, passive business organizations (such as royalty trusts), and derivative and special purpose securities (as defined below) shall only be required to comply with the provisions of Rule 5.3-E as described below:

- Registered management investment companies (except for derivative and special purpose securities which are subject to the requirements set forth below) shall only be required to comply with the provisions of Rules 5.3-E(a), 5.3-E(c) - 5.3-E(i)(4), 5.3-E(k) (except for 5.3-E(k)(2)-(4) and 5.3-E(k)(6)), 5.3-E(m) and 5.3-E(o).
- Preferred and debt listings, passive business organizations (such as royalty trusts), and derivative and special purpose securities (as defined below) shall only be required to comply with the provisions of Rules 5.3-E(a), 5.3-E(c), 5.3-E(e)(2), 5.3-E(d), 5.3-E(f)—5.3-E(i)(4), 5.3-E(k)(1), 5.3-E(o) and all applicable provisions of Rule 10A-3 of the Securities and Exchange Act of 1934. Notwithstanding the foregoing, (i) if the issuer also lists common stock or voting preferred stock, or their equivalent, the issuer must still hold an annual meeting for the holders of that common stock or voting preferred stock, or their equivalent, and (ii) issuers of Unit Investment Trusts (Rule 5.2-E(h)), Investment Company Units (5.2- E(j)(3)), Exchange-Traded Fund Shares (5.2-E(j)(8)), Portfolio Depositary Receipts (8.100-E), Managed Fund Shares (8.600-E), Active Proxy Portfolio Shares (8.601-E) and Managed Portfolio Shares (8.900-E) shall not be required to comply with Rule 5.3-E(d)(9) in connection with the acquisition of the stock or assets of an affiliated registered investment company in a transaction that complies with Rule 17a-8 under the Investment Company Act of 1940 and does not otherwise require shareholder approval under the Investment Company Act of 1940 Act and the rules thereunder or any other Exchange rule.

- Business development companies, which are a type of closed-end management investment company defined in Section 2(a)(48) of the Investment Company Act of 1940 that are not registered under the Act, are required to comply with all provisions of Rule 5.3 applicable to domestic issuers.

Notwithstanding the foregoing, every listed issuer is subject to Rule 5.3-E(p) unless such issuer is eligible for an exemption set forth in that rule.

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Rule 5.3-E(p).

Erroneously Awarded Compensation

(A) This Rule 5.3-E(p) prohibits the initial or continued listing of any security of an issuer that is not in compliance with the requirements of any portion hereof.

(B) Implementation.

(i) The effective date (“Effective Date”) of this Rule 5.3-E(p) is {insert date of Commission approval of rule filing SR-NYSEArca-2023-20}.

(ii) Each listed issuer must adopt the recovery policy required by this Rule 5.3-E(p) (“Recovery Policy”) no later than 60 days following the Effective Date.

(iii) Each listed issuer must comply with its Recovery Policy for all incentive-based compensation Received (as such term is defined in Rule 5.3-E(p)(E) below) by executive officers on or after the Effective Date;

(iv) Each listed issuer must provide the required disclosures in the applicable SEC filings required on or after the Effective Date.

(C) Requirements.

The requirements of this Rule 5.3-E(p) are as follows:

(1) Recovery of Erroneously Awarded Compensation. The issuer must adopt and comply with a written Recovery Policy providing that the issuer will recover reasonably promptly the amount of erroneously awarded incentive-based compensation in the event that the issuer is required to prepare an accounting restatement due to the material noncompliance of the issuer with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.

(i) The issuer’s Recovery Policy must apply to all incentive-based compensation received by a person:

(a) After beginning service as an executive officer;

(b) Who served as an executive officer at any time during the performance period for that incentive-based compensation;

(c) While the issuer has a class of securities listed on a national securities exchange or a national securities association; and

(d) During the three completed fiscal years immediately preceding the date that the issuer is required to prepare an accounting restatement as described in paragraph (C)(1) of this Rule 5.3-E(p). In addition to these last three completed fiscal years, the recovery policy must apply to any transition period (that results from a change in the issuer's fiscal year) within or immediately following those three completed fiscal years. However, a transition period between the last day of the issuer's previous fiscal year end and the first day of its new fiscal year that comprises a period of nine to 12 months would be deemed a completed fiscal year. An issuer's obligation to recover erroneously awarded compensation is not dependent on if or when the restated financial statements are filed.

(ii) For purposes of determining the relevant recovery period, the date that an issuer is required to prepare an accounting restatement as described in paragraph (C)(1) of this Rule 5.3-E(p) is the earlier to occur of:

(a) The date the issuer's board of directors, a committee of the board of directors, or the officer or officers of the issuer authorized to take such action if board action is not required, concludes, or reasonably should have concluded, that the issuer is required to prepare an accounting restatement as described in paragraph (C)(1) of this Rule 5.3-E(p);
or

(b) The date a court, regulator, or other legally authorized body directs the issuer to prepare an accounting restatement as described in paragraph (C)(1) of this Rule 5.3-E(p).

(iii) The amount of incentive-based compensation that must be subject to the issuer's recovery policy ("erroneously awarded compensation") is the amount of incentive-based compensation received that exceeds the amount of incentive-based compensation that otherwise would have been received had it been determined based on the restated amounts, and must be computed without regard to any taxes paid. For incentive-based compensation based on stock price or total shareholder return, where the amount of erroneously awarded compensation is not subject to mathematical recalculation directly from the information in an accounting restatement:

(a) The amount must be based on a reasonable estimate of the effect of the accounting restatement on the stock price or total shareholder return upon which the incentive-based compensation was received; and

(b) The issuer must maintain documentation of the determination of that reasonable estimate and provide such documentation to the Exchange.

(iv) The issuer must recover erroneously awarded compensation in compliance with its recovery policy except to the extent that the conditions of paragraphs (C)(1)(iv)(a), (b), or (c) of this Rule 5.3-E(p) are met, and the issuer's committee of independent directors responsible for executive compensation decisions, or in the absence of such a committee, a majority of the independent directors serving on the board, has made a determination that recovery would be impracticable.

(a) The direct expense paid to a third party to assist in enforcing the policy would exceed the amount to be recovered. Before concluding that it would be impracticable to recover any amount of erroneously awarded compensation based on expense of enforcement, the issuer must make a reasonable attempt to recover such erroneously awarded compensation, document such reasonable attempt(s) to recover, and provide that documentation to the Exchange.

(b) Recovery would violate home country law where that law was adopted prior to November 28, 2022. Before concluding that it would be impracticable to recover any amount of erroneously awarded compensation based on violation of home country law, the issuer must obtain an opinion of home country counsel, acceptable to the Exchange, that recovery would result in such a violation, and must provide such opinion to the Exchange.

(c) Recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the registrant, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder.

(v) The issuer is prohibited from indemnifying any executive officer or former executive officer against the loss of erroneously awarded compensation.

(2) The issuer must file all disclosures with respect to such Recovery Policy in accordance with the requirements of the Federal securities laws, including the disclosure required by the applicable Commission filings

(D) General Exemptions

The requirements of this Rule 5.3-E(p) do not apply to the listing of:

(1) A security futures product cleared by a clearing agency that is registered pursuant to section 17A of the Act (15 U.S.C. 78q-1) or that is exempt from the registration requirements of section 17A(b)(7)(A) (15 U.S.C. 78q-1(b)(7)(A));

(2) A standardized option, as defined in 17 CFR 240.9b-1(a)(4), issued by a clearing agency that is registered pursuant to section 17A of the Act (15 U.S.C. 78q-1);

(3) Any security issued by a unit investment trust, as defined in 15 U.S.C. 80a-4(2); (4) Any security issued by a management company, as defined in 15 U.S.C. 80a-4(3), that is

registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8), if such management company has not awarded incentive-based compensation to any executive officer of the company in any of the last three fiscal years, or in the case of a company that has been listed for less than three fiscal years, since the listing of the company.

(E) Definitions. Unless the context otherwise requires, the following definitions apply for purposes of this Rule 5.3-E(p):

Executive Officer. An executive officer is the issuer's president, principal financial officer, principal accounting officer (or if there is no such accounting officer, the controller), any vice-president of the issuer in charge of a principal business unit, division, or function (such as sales, administration, or finance), any other officer who performs a policy-making function, or any other person who performs similar policy-making functions for the issuer. Executive officers of the issuer's parent(s) or subsidiaries are deemed executive officers of the issuer if they perform such policy making functions for the issuer. In addition, when the issuer is a limited partnership, officers or employees of the general partner(s) who perform policy-making functions for the limited partnership are deemed officers of the limited partnership. When the issuer is a trust, officers, or employees of the trustee(s) who perform policy-making functions for the trust are deemed officers of the trust. Policy-making function is not intended to include policy-making functions that are not significant. Identification of an executive officer for purposes of this Rule 5.3-E(p) would include at a minimum executive officers identified pursuant to 17 CFR 229.401(b).

Financial reporting measures. Financial reporting measures are measures that are determined and presented in accordance with the accounting principles used in preparing the issuer's financial statements, and any measures that are derived wholly or in part from such measures. Stock price and total shareholder return are also financial reporting measures. A financial reporting measure need not be presented within the financial statements or included in a filing with the Commission.

Incentive-based compensation. Incentive-based compensation is any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a financial reporting measure.

Received. Incentive-based compensation is deemed received in the issuer's fiscal period during which the financial reporting measure specified in the incentive-based compensation award is attained, even if the payment or grant of the incentive-based compensation occurs after the end of that period.

(F) *Noncompliance with Rule 5.3-E(p) (Erroneously Awarded Compensation).*

(i) *Recovery of Erroneously Awarded Compensation.*

Trading in all listed securities of any listed issuer that the Exchange determines is non-compliant with any of the provisions of Rule 5.3-E(p) (Erroneously Awarded Compensation) (except for a delayed adoption of a Recovery Policy, which is subject to Rule 5.3-E(p)(F)(ii)) will be immediately suspended and the Exchange will immediately commence delisting procedures with respect to all such listed securities. A listed issuer will be subject to the procedures outlined in Rule 5.5-E(a) with respect to such a delisting determination.

(ii) Delayed Adoption of Recovery Policy

A listed issuer will be deemed to be below standards in the event of any failure by such listed issuer to adopt its required Recovery Policy no later than 60 days following the Effective Date (a “Late Recovery Policy Adoption Delinquency”). The listed issuer would be required to notify the Exchange in writing within five days of the Effective Date if it fails to adopt its Recovery Policy by that date.

Upon the occurrence of a Late Recovery Policy Adoption Delinquency, the Exchange will promptly send written notification (the “Late Recovery Policy Adoption Delinquency Notification”) to a listed issuer of the procedures set forth below. Within five days of the date of the Late Recovery Policy Adoption Delinquency Notification, the listed issuer will be required to (A) contact the Exchange to discuss the status of the delayed Recovery Policy and (B) issue a press release disclosing the occurrence of the Late Recovery Policy Adoption Delinquency, the reason for the Late Recovery Policy Adoption Delinquency and, if known, the anticipated date such Late Recovery Policy Adoption Delinquency will be cured. If the listed issuer has not issued the required press release within five days of the date of the Late Recovery Policy Adoption Delinquency Notification, the Exchange will issue a press release stating that the issuer has incurred a Late Recovery Policy Adoption Delinquency.

During the six-month period from the date of the Late Recovery Policy Adoption Delinquency (the “Initial Late Recovery Policy Adoption Cure Period”), the Exchange will monitor the listed issuer and the status of the delayed Recovery Policy, including through contact with the company, until the Late Recovery Policy Adoption Delinquency is cured. If the listed issuer fails to cure the Late Recovery Policy Adoption Delinquency within the Initial Late Recovery Policy Adoption Cure Period, the Exchange may, in the Exchange’s sole discretion, allow the company’s securities to be traded for up to an additional six-month period (the “Additional Late Recovery Policy Adoption Cure Period”) depending on the company’s specific circumstances. If the Exchange determines that an Additional Late Recovery Policy Adoption Cure Period is not appropriate, suspension and delisting procedures will commence in accordance with the procedures set out in Rule 5.5-E(a). Notwithstanding the foregoing, however, the Exchange may in its sole discretion decide (i) not to afford a listed issuer any Initial Late Recovery Policy Adoption Cure Period or Additional Late Recovery Policy Adoption Cure Period, as the case may be, at all or (ii) at any time during the Initial Late Recovery Policy Adoption Cure Period or Additional Late Recovery Policy Adoption Cure Period, to truncate the Initial Cure Period or Additional Cure Period, as the case may be, and immediately commence suspension and delisting procedures if the listed issuer is subject to delisting pursuant to any other Exchange rule, including if the Exchange believes, in the Exchange’s sole discretion, that continued listing

and trading of a company's securities on the Exchange is inadvisable or unwarranted. The Exchange may also commence suspension and delisting procedures without affording any cure period at all or at any time during the Initial Late Recovery Policy Adoption Cure Period or Additional Late Recovery Policy Adoption Cure Period if the Exchange believes, in the Exchange's sole discretion, that it is advisable to do so on the basis of an analysis of all relevant factors.

In determining whether an Additional Late Recovery Policy Adoption Cure Period after the expiration of the Initial Late Recovery Policy Adoption Cure Period is appropriate, the Exchange will consider the likelihood that the delayed Recovery Policy can be adopted during the Additional Late Recovery Policy Adoption Cure Period. If the Exchange determines that an Additional Late Recovery Policy Adoption Cure Period is appropriate and the listed issuer fails to adopt a Recovery Policy by the end of such Additional Late Recovery Policy Adoption Cure Period, suspension and delisting procedures will commence immediately in accordance with the procedures set out in Rule 5.5-E(a). In no event will the Exchange continue to trade a company's securities if that listed issuer has failed to cure its Late Recovery Policy Adoption Delinquency on the date that is twelve months after the commencement of the company's Late Recovery Policy Adoption Delinquency.

Rule 5.4-E(a). Suspension/Public Reprimand

The Exchange may suspend dealings in or institute proceedings to remove any security from listed or unlisted trading privileges. The Exchange may issue a public reprimand letter to any listed company that violates an Exchange listing standard. The Exchange shall remove any security from listed or unlisted trading privileges if the listed company violates any provisions of Rule 5.3-E(k)(5).

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