MIAX Pearl Equities Exchange Rules

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Rule 2614. Orders and Order Instructions

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(a) **General Order Types.**

(1) **Limit Order**. An order to buy or sell a stated amount of a security at a specified price or better. A "marketable" Limit Order to buy (sell) will trade with all orders to sell (buy) priced at or below (above) the PBO (PBB) for the security. Once no longer marketable, the Limit Order will be ranked on the MIAX Pearl Equities Book pursuant to Exchange Rule 2616. An incoming Limit Order may be designated as ISO.

[(A)]<u>(i)</u> A Limit Order will be displayed on the MIAX Pearl Equities Book unless the User elects that the Limit Order be non-displayed. A Limit Order may be designated as Attributable.

[(i)]<u>(A)</u> A displayed Limit Order may include a Reserve Quantity. A displayed Limit Order with a Reserve Quantity must include a replenishment instruction and a replenishment amount.

[(B)]<u>(ii)</u> A Limit Order may include a time-in-force of IOC or RHO. A Limit Order with a time-in-force of RHO is eligible to participate in the Opening Process under Exchange Rule 2615. A Limit Order is eligible to participate in the Regular Trading Session.

[(C)]<u>(iii)</u> A Limit Order may be entered as an odd lot, round lot, or mixed lot. A non-displayed Limit Order may include a Minimum Execution Quantity instruction.

[(D)]<u>(iv)</u> A Limit Order may be designated as Post Only or Do Not Route. Unless designated as Post Only or Do Not Route, a marketable Limit Order to buy (sell) will be eligible to be routed away to prices equal to or higher (lower) than the PBO (PBB) pursuant to Exchange Rule 2617(b) only after trading with orders to sell (buy) on the MIAX Pearl Equities Book at each price point.

[(E)]<u>(v)</u> **Re-Pricing to Comply with Rule 610 of Regulation NMS**.

[(i)]<u>(A)</u> A non-routable Limit Order to buy (sell) that, if displayed at its limit price on the MIAX Pearl Equities Book upon entry, would lock or cross the PBO (PBB) of an away Trading Center will be re-priced pursuant to the Display Price Sliding Process, unless the User affirmatively elects to have the order immediately cancelled.

[(ii)]<u>(B)</u> A non-routable Limit Order to buy (sell) with a limit price that would cross the PBO (PBB) of an away Trading Center upon entry will not execute at a price that is higher (lower) than the PBO (PBB).

[(F)](vi) **Re-Pricing to Comply with Rule 201 of Regulation SHO**. During a Short Sale Period, as defined in Exchange Rule [2614(g)(3)(A)]2614(g)(3)(i), a Limit Order to sell that is designated as short and cannot be executed or displayed on the MIAX Pearl Equities Book at its limit price pursuant to Rule 201 of Regulation SHO will be re-priced to a Permitted Price, as defined in Exchange Rule [2614(g)(3)(A)]2614(g)(3)(i), pursuant to the Short Sale Price Sliding Process, unless the User affirmatively elects to have the order immediately cancelled.

During a Short Sale Period, as defined in Exchange Rule [2614(g)(3)(A)]2614(g)(3)(i), the System will immediately cancel any portion of an incoming Limit Order designated as ISO and short that includes a time-in-force instruction RHO that cannot be executed or displayed at its limit price at the time of entry pursuant to Rule 201 of Regulation SHO.

[(G)](vii) **Re-Pricing of Non-Displayed Limit Orders**. A non-displayed Limit Order to buy (sell) that, if posted to the MIAX Pearl Equities Book, would cross the PBO (PBB) of an away Trading Center will be re-priced pursuant to the Non-Displayed Order Price Sliding Process.

[(H)](viii) **Limit Up-Limit Down**. A Limit Order to buy (sell) that is priced above (below) the Upper (Lower) Price Band shall be re-priced pursuant to Exchange Rule 2622(h), unless the User affirmatively elects to have the order immediately cancelled.

[(I)](ix) **Limit Order Price Protection**.

[(i)](A) **Acceptance of Orders**. A Limit Order to buy (sell) will be rejected if it is priced at or above (below) the greater of a specified dollar and percentage away from the following:

[(a)]1. PBO for Limit Orders to buy, the PBB for Limit Orders to sell;

[(b)]2. if [(a)]1. is unavailable, consolidated last sale price disseminated during the Regular Trading Hours on trade date; or

[(c)]3. if neither [(a)]1. or [(b)]2. are available, the prior day's Official Closing Price identified as such by the primary listing exchange, adjusted to account for events such as corporate actions and news events.

[(ii)](B) **Specified Percentage Elections**. Equity Members may customize the specified dollar and percentage values on an MPID and/or per session basis. If an Equity Member does not provide MIAX Pearl Equities specified dollar and percentage values for their order(s), default specified dollar and percentage values established by the Exchange will be applied. The default specified dollar and percentage values will be posted to the Exchange's website and the Exchange will announce in advance any changes to those dollar and percentage values via a Regulatory Circular.

[(iii)](C) **Applicability**. Limit Order Price Protection will be applied when an order is first eligible to trade. A Limit Order entered before the Regular Trading Session that becomes eligible to trade in the Regular Trading Session will become subject to Limit Order Price Protection when the Regular Trading Session begins. Limit Order Price Protection will not be applied if the prices listed under paragraphs [(a)(1)(I)(i)(a), (b), or (c)](a)(1)(ix)(A)1., 2., or 3. of this Exchange Rule 2614 are unavailable or if the price listed under paragraph [(a)(1)(I)(i)(c)](a)(1)(ix)(A)3. is to be applied and a regulatory halt has been declared by the primary listing market during that trading day.

[(iv)](D) Limit Order Price Protection thresholds for an order to buy (sell) that is not in the minimum price variation ("MPV") for the security, as defined in Exchange Rule 2616, will be rounded down (up) to the nearest price at the applicable MPV.

[(J)](x) **NBBO Cancel Option**. On an order-by-order basis, a User may elect that the System cancel a displayed Limit Order to buy (sell) that does not establish a new NBB (NBO) upon entry or when modified via a Cancel/Replace message in accordance with Exchange Rule 2614(e) and such modification results in the order losing time priority in accordance with Exchange Rule 2616(a)(5).

(2) **Market Order**. An order to buy (sell) a stated amount of a security that is to be executed at the PBO (PBB) or better. A Market Order shall not trade through a Protected Quotation.

[(A)](i) A Market Order may be entered as an odd lot, round lot, or mixed lot. A Market Order may include a Minimum Execution Quantity instruction.

[(B)](ii) A Market Order may include a time-in-force of IOC. A Market Order may only include a time-in-force of RHO when it is to be routed pursuant to the PAC routing option under Rule 2617(b)(5)(ii) below. All other Market Orders that include a time-in-force of RHO will be rejected. A Market Order is not eligible to participate in the Opening Process under Exchange Rule 2615. A Market Order is eligible to participate in the Regular Trading Session.

[(C)](iii) A Market Order may be designated as Do Not Route. For a Market Order that is not designated as Do Not Route, any portion of that Market Order that cannot be executed in accordance with Exchange Rule 2617(a)(4) upon entry will be eligible to be routed away pursuant to Exchange Rule 2617(b). Any return quantity of a routed Market Order will be immediately cancelled. A Market Order that is designated as Post Only will be rejected.

[(D)](iv) A Market Order that is designated as Do Not Route will be cancelled if, upon entry, it cannot be executed on the System in accordance with Exchange Rule 2617(a)(4). Equity Members may elect that their Market Order to buy (sell) be cancelled if, upon entry, the PBO (PBB) of an away Trading Center is not available.

[(E)](v) **Short Sales.** During a Short Sale Period, as defined in Exchange Rule [2614(g)(3)(A)]2614(g)(3)(i), a Market Order to sell that is marked short will be cancelled upon entry if it cannot be executed at a Permitted Price or better, as defined in Exchange Rule [2614(g)(3)(A)]2614(g)(3)(i).

[(F)](vi) **Limit Up-Limit Down.** Any portion of a Market Order to buy (sell) will be cancelled upon entry if it cannot be executed because at the time it is received by the System the PBO (PBB) is greater (less) than the Upper (Lower) Price Band.

(3) **Pegged Orders.** A Pegged Order is an order that is automatically re-priced in response to changes in the PBBO. A Pegged Order receives a new timestamp each time its working price changes in response to changes in the PBBO.

[(A)](i) **Types of Pegged Orders**.

[(i)](A) **Midpoint Peg Order**. A non-displayed Limit Order that is assigned a working price pegged to the midpoint of the PBBO.

[(a)]1. A Midpoint Peg Order to buy (sell) with a limit price that is equal to or higher (lower) than the midpoint of the PBBO will be assigned a working price at the midpoint of the PBBO and may execute at the midpoint of the PBBO or better subject to its limit price. A Midpoint Peg Order to buy (sell) with a limit price that is lower (higher) than the midpoint of the PBBO will be assigned a working price equal to its limit price and may execute at its limit price or better.

[(b)]2. An Aggressing Midpoint Peg Order to buy (sell) will trade with resting orders to sell (buy) with a working price at or below (above) the midpoint of the PBBO at the working price of the resting orders. Resting Midpoint Peg Orders to buy (sell) will trade at the midpoint of the PBBO against all Aggressing Orders to sell (buy) priced at or below (above) the midpoint of the PBBO.

[(ii)](B) **Primary Peg Order**. A Limit Order to buy (sell) that is assigned a working price pegged to the PBB (PBO), subject to its limit price. For purposes of determining the working price of a Primary Peg Order to buy (sell), the Exchange will not take into account a displayed Primary Peg Order to buy (sell) resting on the MIAX Pearl Equities Book.

[(a)]1. A Primary Peg Order to buy (sell) with a limit price that is equal to or higher (lower) than its pegged price will be assigned a working price equal to its pegged price and may execute up (down) to and including its pegged price subject to its limit price. A Primary Peg Order to buy (sell) with a limit price that is lower (higher) than its pegged price will be assigned a working price equal to its limit price and may execute up (down) to its limit price.

[(b)]2. An Aggressing Primary Peg Order to buy (sell) will trade with resting orders to sell (buy) with a working price at or below (above) its working price. A resting Primary Peg Order to buy (sell) will trade at its working price against all Aggressing Orders to sell (buy) priced at or below (above) its working price.

[(c)]3. A User may, but is not required to, select an offset equal to or greater than one minimum price variation ("MPV") for the security, as defined in Exchange Rule 2612 ("Primary Offset Amount"). The Primary Offset Amount for a non-displayed Primary Peg Order may be above or below the PBB or PBO that the order is pegged to. The Primary Offset Amount for a displayed Primary Peg Order to buy (sell) must result in the working price of such order being inferior to or equal to the PBB (PBO). A Primary Offset Amount for an order to buy (sell) that is not in the applicable MPV for the security will be rounded down (up) to the nearest price at the applicable MPV.

[(d)]4. A Primary Peg Order will be non-displayed on the MIAX Pearl Equities Book, unless the User elects that the order be displayed. A displayed Primary Peg Order may be designated as Attributable.

[(e)]5. Re-Pricing to Comply with Rule 610 of Regulation NMS. A Primary Peg Order to buy (sell) that, if displayed at its pegged price on the MIAX Pearl Equities Book, would lock or cross the PBO (PBB) of an away Trading Center will be re-priced multiple times pursuant to the Display Price Sliding Process.

[(f)]6. Re-Pricing to Comply with Rule 201 of Regulation SHO. During a Short Sale Period, as defined in Exchange Rule [2614(g)(3)(A)]2614(g)(3)(i), a Primary Peg Order to sell that is designated as short and cannot be executed or displayed on the MIAX Pearl Equities Book at its pegged price pursuant to Rule 201 of Regulation SHO will be re-priced multiple times to a Permitted Price, as defined in Exchange Rule [2614(g)(3)(A)]2614(g)(3)(i), pursuant to the Short Sale Price Sliding Process.

[(g)]7. Re-Pricing of Non-Displayed Primary Peg Order. A non-displayed Primary Peg Order to buy (sell) that, if posted to the MIAX Pearl Equities Book, would cross the PBO (PBB) of an away Trading Center will be re-priced pursuant to the Non-Displayed Order Price Sliding Process.

[(h)]8. Limit Up-Limit Down. A Primary Peg Order to buy (sell) that is priced above (below) the Upper (Lower) Price Band shall be re-priced pursuant to Exchange Rule 2622(h).

[(B)](ii) A Midpoint Peg Order will be accepted but will not be eligible for execution when the PBB and/or PBO is not available. A Primary Peg Order will be accepted but will not be eligible for execution when the PBB or PBO it is pegged to is not available. All Pegged Orders will be accepted but will not be eligible for execution when the PBBO is crossed, and, if instructed by the User, when the PBBO is locked. A Pegged Order that is eligible for execution when the PBBO is locked will be executable at the locking price. A Pegged Order will become eligible for execution and receive a new timestamp when the PBBO uncrosses. A Pegged Order that was not eligible for execution during a locked market will become eligible for execution and receive a new timestamp when the PBBO unlocks. A Primary Peg Order will become eligible for execution and receive a new timestamp when the PBB or PBO it is pegged to becomes available. A Midpoint Peg Order will become eligible for execution and receive a new timestamp when a new midpoint of the PBBO is established. In each of the above cases, pursuant to Exchange Rule 2616, all such Pegged Orders will retain their priority as compared to each other based upon the time priority of such orders immediately prior to being deemed not eligible for execution as set forth in this subparagraph [(B)](ii).

[(C)](iii) A Pegged Order may include a time-in-force of IOC or RHO. A Pegged Order with a time-in-force of RHO is eligible to participate in the Opening Process under Exchange Rule 2615. A Pegged Order is eligible to participate in the Regular Trading Session.

[(D)](iv) A Pegged Order may be entered as an odd lot, round lot, or mixed lot. A non-displayed Pegged Order may include a Minimum Execution Quantity instruction.

[(E)](v) Pegged Orders are not eligible for routing pursuant to Exchange Rule 2617(b). A Pegged Order may be designated as Post Only.

(b) No change.

(c) **Order Instructions.**

(1) No change.

(2) **Post Only**. An order designated as Post Only is a non-routable order that will be ranked and executed on the MIAX Pearl Equities Book pursuant to Exchange Rules 2616 and 2617(a)(4).

[(A)](i) An order designated as Post Only will only remove liquidity from the MIAX Pearl Equities Book when:

[(i)](A) the order is for a security priced below $1.00; or

[(ii)](B) the value of such execution when removing liquidity equals or exceeds the value of such execution if the order instead posted to the MIAX Pearl Equities Book and subsequently provided liquidity including the applicable fees charged or rebates provided. To determine at the time of a potential execution whether the value of such execution when removing liquidity equals or exceeds the value of such execution if the order instead posted to the MIAX Pearl Equities Book and subsequently provided liquidity, the Exchange will use the highest possible rebate paid and highest possible fee charged for such executions on the Exchange.

[(B)](ii) Unless otherwise instructed by the User, an order designated as Post Only will be subject to the price sliding processes set forth in paragraph (g) this Exchange Rule 2614 and Exchange Rule 2622(h) below.

(3) – (6) No change.

(7) **Minimum Execution Quantity**. An instruction a User may attach to a non-displayed order requiring the System to execute the order only to the extent that a minimum quantity can be satisfied.

[(A)](i) **Upon Entry**. Upon entry, an order with the Minimum Execution Quantity instruction will execute against individual orders resting on the MIAX Pearl Equities Book that each satisfy the order's minimum quantity condition. If there are orders that satisfy the minimum quantity condition, but there are also orders that do not satisfy the minimum quantity condition, the order with the Minimum Execution Quantity instruction will execute against orders resting on the MIAX Pearl Equities Book in accordance with Rule 2616, Priority of Orders, until it reaches an order that does not satisfy the minimum quantity condition, and then the remainder of the order will be posted to the MIAX Pearl Equities Book or cancelled in accordance with the terms of the order.

[(i)](A) A User may alternatively specify that the incoming order's minimum quantity condition need not be satisfied by each individual resting order and that the order's minimum quantity condition be satisfied by one or multiple orders resting on the MIAX Pearl Equities Book that in the aggregate satisfy the order's minimum quantity condition.

[(B)](ii) **When Resting**. Where there is insufficient size to satisfy an incoming order's minimum quantity condition, that incoming order with a Minimum Execution Quantity instruction with a time-in-force of RHO will not trade and will be posted on the MIAX Pearl Equities Book.

[(i)](A) When posted on the MIAX Pearl Equities Book, the order may only execute against individual incoming orders with a size that satisfies the minimum quantity condition.

[(1)]1. An order with the Minimum Execution Quantity instruction cedes execution priority when it would lock or cross an order against which it would otherwise execute if it were not for the minimum quantity condition.

[(2)]2. If a resting non-displayed sell (buy) order did not meet the minimum quantity condition of a same-priced resting order to buy (sell) with a Minimum Execution Quantity instruction, a subsequently arriving sell (buy) order that meets the minimum quantity condition will trade ahead of such resting non-displayed sell (buy) order at that price.

[(ii)](B) Where there is insufficient size to satisfy the minimum quantity condition of an incoming order to buy (sell) and that incoming order, if posted at its limit price, would cross a displayed order to sell (buy) resting on the MIAX Pearl Equities Book, the order to buy (sell) with the Minimum Execution Quantity instruction will have a working price equal to the price of the displayed order to sell (buy).

[(iii)](C) An order to buy (sell) with a Minimum Execution Quantity instruction that is posted to the MIAX Pearl Equities Book will not be eligible to trade:

[(1)]1. at a price equal to or above (below) any sell (buy) displayed orders that have a ranked price equal to or below (above) the price of such order with a Minimum Execution Quantity instruction; or

[(2)]2. at a price above (below) any sell (buy) non-displayed order that has a ranked price below (above) the price of such order with a Minimum Execution Quantity instruction.

[(iv)](D) An order with a Minimum Execution Quantity instruction that crosses an order on the MIAX Pearl Equities Book may execute at a price less aggressive than its ranked price against an incoming order so long as such execution is consistent with the above restrictions.

[(C)](iii) **Partial Executions**. Upon entry and when resting on the MIAX Pearl Equities Book, an order with a Minimum Execution Quantity instruction may be partially executed so long as the execution size of the individual order or aggregate size of multiple orders, as applicable, is equal to or exceeds the minimum quantity condition provided in the instruction.

[(i)](A) Any shares remaining after a partial execution will continue to be executed at a size that is equal to or exceeds the minimum quantity condition provided in the instruction.

[(ii)](B) Where the number of shares remaining are less than the minimum quantity condition provided in the instruction, the minimum quantity condition shall be equal to the number of shares remaining.

[(D)](iv) **Routing**. An order that includes a Minimum Execution Quantity instruction is not eligible to be routed to an away Trading Center in accordance with Rule 2617(b).

(8) **Reserve Quantity**. An instruction a User may attach to an order where a portion of the order is displayed ("Displayed Quantity") and with a portion of the order non-displayed ("Reserve Quantity"). Upon entry, both the Displayed Quantity and the Reserve Quantity are eligible to trade with resting interest on the MIAX Pearl Equities Book or route to away markets. When resting, both the Displayed Quantity and Reserve Quantity are available for execution against incoming and Aggressing orders.

[(A)](i) **Replenishment Amounts**. A User must select the initial Displayed Quantity ("Max Floor") when entering an order with a Reserve Quantity. The Max Floor is also used to determine the replenishment amount. The Max Floor must be entered in round lots. If the Displayed Quantity is reduced

to less than a round lot, the System will replenish the Displayed Quantity from the Reserve Quantity using one of the following replenishment options in accordance with the User's instruction.

[(i)](A) **Replenishment Options**.

[(1)]1. **Random Replenishment**. An instruction where replenishment quantities are randomly determined by the System within a replenishment range established by the User. The User entering an order into the System subject to the Random Replenishment instruction must select a replenishment value and a Max Floor. The initial Displayed Quantity and replenishment quantities will be determined by the System by randomly selecting a number of shares within a replenishment range that is between: (i) the Max Floor minus the replenishment value; and (ii) the Max Floor plus the replenishment value.

[(2)]2. **Fixed Replenishment**. An instruction where System will replenish the Displayed Quantity to equal the Max Floor designated by the User.

[(ii)](B) **Default Replenishment Option**. An order will be subject to Fixed Replenishment unless the User affirmatively elects Random Replenishment.

[(iii)](C) If after a partial execution the remainder of the order is less than the replenishment amount, the Exchange will replenish the Displayed Quantity to equal the remaining size of the entire order.

[(B)](ii) **Priority**.

[(i)](A) The Displayed Quantity of the order is provided displayed priority pursuant to Exchange Rule [2616(a)(2)(A)(i)]2616(a)(2)(i)(A) and the Reserve Quantity is provided non-displayed priority pursuant to Exchange Rule [2616(a)(2)(A)(ii)]2616(a)(2)(i)(B).

[(ii)](B) Each time the Displayed Quantity is replenished from the Reserve Quantity, a new time stamp is created for the Displayed Quantity, while the Reserve Quantity retains its time stamp.

[(C)](iii) **Re-pricing**. The Reserve Quantity's working price will be adjusted pursuant to the Non-Displayed Price Sliding Process as provided for in paragraph (g)(2) of this Rule.

[(D)](iv) **Routing**. Any quantity of an order with a Reserve Quantity that is returned unexecuted will join the Reserve Quantity. If there is no Reserve Quantity to join, the returned quantity will be assigned a new time stamp as the Reserve Quantity. In either case, such Reserve Quantity will replenish the Displayed Quantity as provided for in paragraph [(c)(8)(A)(i)](c)(8)(i)(A) of this Rule.

(d) **Intermarket Sweep Orders**. The System will accept incoming Intermarket Sweep Orders ("ISO") (as such term is defined in Rule 600(b)(31) of Regulation NMS). To be eligible for treatment as an ISO, the order must be: (A) a Limit Order under paragraph (a)(1) of this Exchange Rule 2614; (B) marked "ISO"; and (C) the User entering the order must simultaneously route one or more additional Limit Orders marked "ISO," as necessary, to away Trading Centers to execute against the full displayed size of any Protected Quotation for the security as set forth below. Such orders, if they meet the requirements of the foregoing sentence, may be immediately executed at one or multiple price levels in the System without regard to Protected Quotations at away Trading Centers consistent with Regulation NMS (i.e., may trade through

such quotations and will not be rejected or cancelled if it would lock, cross, or be marketable against an away Trading Center). ISOs are not eligible for routing pursuant to Exchange Rule 2617(b).

(1) An ISO may include a time-in-force of IOC or RHO.

[(A)](i) An ISO that includes a time-in-force of IOC will immediately trade with contra-side interest on the MIAX Pearl Equities Book up to its full size and limit price and any unexecuted quantity will be immediately cancelled. A User entering a ISO with a time-in-force of IOC represents that such User has simultaneously routed one or more additional Limit Orders marked "ISO," if necessary, to away Trading Centers to execute against the full displayed size of any Protected Quotation for the security with a price that is superior to the limit price of the ISO entered in the System.

[(B)](ii) An ISO that includes a time-in-force of RHO, if marketable on arrival, will immediately trade with contra-side interest on the MIAX Pearl Equities Book up to its full size and limit price. Any unexecuted quantity of an ISO with a time-in-force of RHO will be displayed at its limit price on the MIAX Pearl Equities Book and may lock or cross a Protected Quotation of an away Trading Center that was displayed at the time of arrival of the RHO ISO. A User entering an ISO with a time-in-force of RHO represents that such User has simultaneously routed one or more additional Limit Orders marked "ISO," if necessary, to away Trading Centers to execute against the full displayed size of any Protected Quotation for the security with a price that is superior or equal to the limit price of the ISO entered in the System.

(2) No change.

(e) – (f) No change.

(g) **Re-Pricing Processes to Comply with Regulatory Requirements.** The System will process orders, subject to a User's instructions, pursuant to the price sliding processes, as defined below.

(1) **Display Price Sliding Process.**

[(A)](i) An order to buy (sell) designated as Displayed that, if displayed at its limit price on the MIAX Pearl Equities Book upon entry, would create a violation of Rule 610(d) of Regulation NMS by locking or crossing the PBO (PBB) of an away Trading Center will be assigned a working price equal to the PBO (PBB) and a displayed price one (1) minimum price variation below (above) the current PBO (PBB). A User may elect to have the System only apply the Display Price Sliding Process to the extent a display-eligible order to buy (sell) at the time of entry would create a violation of Rule 610(d) of Regulation NMS by locking the PBO (PBB) of an away Trading Center. For Users that select this order handling, any order to buy (sell) will be cancelled if, upon entry, such order would create a violation of Rule 610(d) of Regulation NMS by crossing the PBO (PBB) of an away Trading Center.

[(B)](ii) An order subject to the Display Price Sliding Process will retain its original limit price irrespective of the working and displayed price assigned to the order. In the event the PBBO changes such that an order to buy (sell) subject to the Display Price Sliding Process would no longer lock or cross the PBO (PBB) of an away Trading Center, the order will receive a new timestamp and will be assigned a working and displayed price at the most aggressive permissible price. All orders that are assigned new working and displayed prices pursuant to the Display Price Sliding Process will retain their priority as compared to other orders subject to the Display Price Sliding Process based upon the time such orders were

initially received by the Exchange. Following the initial ranking and display of an order subject to the Display Price Sliding Process, an order will only be assigned a new working and displayed price to the extent it achieves a more aggressive price, provided, however, that the Exchange will assign an order a working price equal to the displayed price of the order in the event such order's displayed price is locked or crossed by a Protected Quotation of an away Trading Center. Such event will not result in a change in priority for the order at its displayed price.

[(C)](iii) The working and displayed prices of an order subject to the Display Price Sliding Process may be adjusted once or multiple times depending upon the instructions of a User and changes to the prevailing PBBO. Unless otherwise instructed by the User, the System will only adjust the working and displayed prices of an order upon entry and then the displayed price one additional time following a change to the prevailing PBBO. The working and displayed prices of orders subject to the optional multiple price sliding process will be adjusted, as permissible, based on changes to the prevailing PBBO.

[(D)](iv) Any display-eligible order to buy (sell) designated as Post Only that locks or crosses the PBO (PBB) displayed by the Exchange upon entry will be executed as set forth in Exchange Rule 2614(c)(2) or cancelled. Depending on User instructions, a display-eligible order to buy (sell) designated as Post Only that locks or crosses the PBO (PBB) displayed by an away Trading Center upon entry will be subject to the Display Price Sliding Process described in this paragraph (g)(1). In the event the PBBO changes such that an order designated as Post Only subject to the Display Price Sliding Process would be assigned a working price at which it could remove displayed liquidity from the MIAX Pearl Equities Book, the order will be executed as set forth in Exchange Rule 2614(c)(2) or cancelled.

[(E)](v) Orders to buy (sell) designated as Post Only will be permitted to post and be displayed opposite the working price of orders to sell (buy) subject to the Display Price Sliding Process. In the event an order subject to the Display Price Sliding Process is ranked on the MIAX Pearl Equities Book with a working price equal to an opposite side order displayed by the Exchange, it will be subject to processing as set forth in Exchange Rule 2617(a)(4).

(2) No change.

(3) **Short Sale Price Sliding Process.**

[(A)](i) A short sale order that, at the time of entry, could not be executed or displayed at its limit price due to a short sale price test restriction under Rule 201 of Regulation SHO ("Short Sale Period") will be assigned a working and displayed price by the System equal to one (1) minimum price variation above the current NBB ("Permitted Price"). Unless otherwise instructed by the User, the System will only adjust the working and displayed price of a short sale order upon entry. To reflect declines in the NBB during a Short Sale Period, a User may elect that the System continue to adjust the working and displayed price of a displayed short sale order to the Permitted Price down to the order's original limit price.

[(B)](ii) In the event the NBB changes during a Short Sale Period such that the working price of a non-displayed short sale order would lock or cross the NBB, the order will be assigned a working price by the System equal to the Permitted Price and receive a new timestamp. To reflect changes in the NBB during a Short Sale Period, the System will continue to adjust the working price of a non-displayed short sale order subject to the order's limit price.

[(C)](iii)   During a Short Sale Period, a short sale order will be executed and displayed without regard to price if, at the time of initial display of the short sale order, the order was at a price above the then current NBB. Short sale orders that are entered into the Exchange prior to the Short Sale Period but are not displayed will be adjusted to a Permitted Price.

[(D)](iv)   Short sale orders marked "short exempt" will not be subject to the Short Sale Price Sliding Process.

[(E)](v)   **Applicability of the Short Sale Price Sliding Process**. During a Short Sale Period, a short sale order will be subject to the Short Sale Price Sliding Process, even if such order is also eligible for the Display Price Sliding Process.

Rule 2615. Opening Process for Equity Securities

(a) – (d) No change.

(e)   **Re-Opening After a Halt**. While an equity security is subject to a halt, other than a halt initiated pursuant to Rule 2622(b)(2) following a Level 3 Market Decline, suspension, or pause in trading, the Exchange will accept orders for queuing prior to the resumption of trading in the security for participation in the Re-Opening Process.

(1)   The Re-Opening Process will occur in the same manner described in paragraphs (a) through (c) above, with the following exceptions:

[(A)](i)   ISOs and orders that include a time-in-force of IOC be cancelled or rejected, as applicable. Orders with a time-in-force of RHO that include a Post Only instruction or a Minimum Execution Quantity instruction will be accepted and retained during a halt but are not eligible to participate in the Re-Opening Process;

[(B)](ii)   the Re-Opening Process will occur at the midpoint of the: (i) first NBBO subsequent to the first reported trade and first two-sided quotation on the primary listing exchange following the resumption of trading after a halt, suspension, or pause; or (ii) NBBO when the first two-sided quotation is published by the primary listing exchange following the resumption of trading after a halt, suspension, or pause if no first trade is reported by the listing exchange within one second of publication of the first two-sided quotation by the listing exchange.

(2)   Where neither of the conditions required to establish the price of the Re-Opening Process in paragraph [(e)(1)(B)](e)(1)(ii) above have occurred, the equity security may be opened for trading at the discretion of the Exchange. In such case, all orders will be handled in time sequence, beginning with the order with the oldest timestamp, and be placed on the MIAX Pearl Equities Book, cancelled, executed, or routed to away Trading Centers in accordance with the terms of the order.

Rule 2616. Priority of Orders

(a)   **Ranking.** All non-marketable orders are ranked and maintained in the MIAX Pearl Equities Book according to price-time priority in the following manner: (1) price; (2) priority category; (3) time; and (4) ranking restrictions applicable to an order or modifier condition:

(1) No change.

(2) **Priority Category.** Subject to the execution process described in Rule 2617(a), the following priority rules shall apply:

[(A)](i) Within each priority category, where orders to buy (sell) are entered into the System and resting in the MIAX Pearl Equities Book at the same working price, the order clearly established as the first entered into the System at such particular price shall have precedence at that price, up to the number of shares specified in the order. The System shall rank equally priced trading interest within each priority category in time priority in the following order:

[(i)](A) **Displayed Limit Orders**. Non-marketable Limit Orders for which their working price is displayed.

[(ii)](B) **Non-Displayed Orders**. Non-marketable Limit Orders for which their working price is non-displayed.

[(B)](ii) For purposes of paragraph [(A)](i) above:

[(i)](A) ISOs, as defined in Exchange Rule 2614(d) are treated as Limit Orders, as defined in Rule 2614(a)(1).

(3) **Time**. Within each priority category, orders are ranked based on time priority.

[(A)](i) An order is assigned a timestamp based on its original entry time, which is the time when an order is first placed in the MIAX Pearl Equities Book.

[(i)](A) An order that is fully routed to an away Trading Center on arrival is not assigned a timestamp time unless and until any unexecuted portion of the order returns to the MIAX Pearl Equities Book.

[(ii)](B) For an order that is partially routed to an away Trading Center on arrival, the portion that is not routed is assigned a timestamp. If any unexecuted portion of the order returns to the MIAX Pearl Equities Book and joins any remaining resting portion of the original order, the returned portion of the order is assigned the same timestamp as the resting portion of the order. If the resting portion of the original order has already executed and any unexecuted portion of the order returns to the MIAX Pearl Equities Book, the returned portion of the order is assigned a new timestamp.

[(B)](ii) An order is assigned a new timestamp any time the working price of an order changes.

(4) No change.

(5) **Cancel/Replace Messages**. In the event an order has been modified via a Cancel/Replace message in accordance with Exchange Rule 2614(e) above, such order only retains its timestamp if such modification involves a decrease in the size of the order, a change to the Max Floor of an order with a Reserve Quantity, or when a Short Sale Period, as defined in Exchange Rule [2614(g)(3)(A)]2614(g)(3)(i), is not in effect, a change in position from (A) sell to sell short; (B) sell to sell short exempt; (C) sell short

to sell; (D) sell short to sell short exempt; (E) sell short exempt to sell; and (F) sell short exempt to sell short. Any other modification to an order, including an increase in the size of the order and/or price change, will result in such order losing time priority as compared to other orders in the MIAX Pearl Equities Book and the timestamp for such order being revised to reflect the time of the modification.

(6) No change.

(b) No change.

Rule 2617. Order Execution and Routing

* * * * *

(a) **Execution Against MIAX Pearl Equities Book**. For purposes of this Exchange Rule 2617 any order falling within the parameters of this paragraph shall be referred to as executable. An order will be cancelled back to the User if, based on market conditions, User instructions, applicable Exchange Rules and/or the Act and the rules and regulations thereunder, such order is not executable, cannot be routed to another Trading Center pursuant to paragraph (b) of this Exchange Rule 2617 below and cannot be posted to the MIAX Pearl Equities Book.

(1) **Compliance with Regulation SHO.** For any execution of a short sale order to occur on the Exchange during a Short Sale Period, as defined in Exchange Rule [2614(g)(3)(A)]2614(g)(3)(i), the execution price must be better than the NBB, unless the sell short order was initially displayed by the System at a price above the then current NBB or is marked "short exempt" pursuant to Rule 200(g)(2) of Regulation SHO.

(2) – (4) No change.

(b) **Routing to Away Trading Centers**. Unless a User elects that the order be non-routable, if a Market Order or Marketable Limit Order has not been executed in its entirety pursuant to paragraph (a) above, the order shall be eligible for additional processing under one or more of the routing options listed under paragraph (b)(5) below.

(1) No change.

(2) **Regulation SHO.** Unless an order is routed pursuant to the PAC routing option set forth under paragraph (b)(5) of this Rule, an order marked "short" is not eligible for routing by the Exchange during a Short Sale Period, as defined in Exchange Rule [2614(g)(3)(A)]2614(g)(3)(i). An order that is ineligible for routing during a Short Sale Period that includes a time-in-force of IOC will immediately trade with contra-side interest on the MIAX Pearl Equities Book and any unexecuted quantity will be cancelled. If an order is ineligible for routing during a Short Sale Period and such order is a Limit Order, the Exchange will post the unfilled balance of the Limit Order to the MIAX Pearl Equities Book, subject to the Short Sale Price Sliding Process as defined in Exchange Rule [2614(g)(3)(A)]2614(g)(3)(i), unless the User has elected that the order be cancelled.

(3) – (6) No change.

(c) – (d) No change.

<center>* * * * *</center>

Rule 2622. Limit Up-Limit Down Plan and Trading Halts

(a) – (d) No change.

(e) **Market-Wide Circuit Breaker ("MWCB") Testing.**

    (1) The Exchange will participate in all industry-wide tests of the MWCB mechanism. Equity Member designated pursuant to Chapter III of these Rules to participate in Exchange Back-up Systems and Mandatory Testing are required to participate in at least one industry-wide MWCB test each year and to verify their participation in that test by attesting that they are able to or have attempted to:

        [(A)](i)   receive and process MWCB halt messages from the securities information processors ("SIPs");

        [(B)](ii) receive and process resume messages from the SIPs following a MWCB halt;

        [(C)](iii) receive and process market data from the SIPs relevant to MWCB halts; and

        [(D)](iv) send orders following a Level 1 or Level 2 MWCB halt in a manner consistent with their usual trading behavior.

    (2) To the extent that an Equity Member participating in a MWCB test is unable to receive and process any of the messages identified in paragraph [(e)(1)(A)-(D)](e)(1)(i)-(iv) of this Rule, its attestation should notify the Exchange which messages it was unable to process and, if known, why.

    (3) No change.

(f) – (g) No change.

(h) **Limit Up-Limit Down Mechanism.**

    (1) **Definitions**.

        [(A)](i) A "UTP Exchange Traded Product" means one of the following Exchange Traded Products that trades on the Exchange pursuant to unlisted trading privileges: Equity Linked Notes, Investment Company Units, Index Fund Shares, NextShares, Index-Linked Exchangeable Notes, Equity Gold Shares, Equity Index-Linked Securities, Commodity- Linked Securities, Currency-Linked Securities, Fixed-Income Index-Linked Securities, Futures-Linked Securities, Multifactor-Index-Linked Securities, Trust Certificates, Currency and Index Warrants, Portfolio Depository Receipts, Trust Issued Receipts, Commodity-Based Trust Shares, Currency Trust Shares, Commodity Index Trust Shares, Commodity Futures Trust Shares, Partnership Units, Paired Trust Shares, Trust Units, Managed Fund Shares, and Managed Trust Securities.

[(i)](A) The term "Trust Shares" means a security (a) that is based on a unit investment trust ("Trust") which holds the securities which comprise an index or portfolio underlying a series of Trust Shares; (b) that is issued by the Trust in a specified aggregate minimum number in return for a "Portfolio Deposit" consisting of specified numbers of shares of stock plus a cash amount; (c) that, when aggregated in the same specified minimum number, may be redeemed from the Trust which will pay to the redeeming holder the stock and cash then comprising the "Portfolio Deposit"; and (d) that pays holders a periodic cash payment corresponding to the regular cash dividends or distributions declared with respect to the component securities of the stock index or portfolio of securities underlying the Trust Shares, less certain expenses and other charges as set forth in the Trust prospectus.

[(ii)](B) The term "Index Fund Shares" means a security (a) that is issued by an open- end management investment company based on a portfolio of stocks that seeks to provide investment results that correspond generally to the price and yield performance of specified foreign or domestic stock index; (b) that is issued by such an open-end management investment company in a specified aggregate minimum number in return for a deposit of specified numbers of shares of stock and/or a cash amount with a value equal to the next determined net asset value; and (c) that, when aggregated in the same specified minimum number, may be redeemed at a holder's request by such open-end investment company which will pay to the redeeming holder the stock and/or cash with a value equal to the next determined net asset value.

[(iii)](C) The term "Managed Fund Shares" means a security that (a) represents an interest in a registered investment company ("Investment Company") organized as an open-end management investment company or similar entity, that invests in a portfolio of securities selected by the Investment Company's investment adviser consistent with the Investment Company's investment objectives and policies; (b) is issued in a specified aggregate minimum number in return for a deposit of a specified portfolio of securities and/or a cash amount with a value equal to the next determined net asset value; and (c) when aggregated in the same specified minimum number, may be redeemed at a holder's request, which holder will be paid a specified portfolio of securities and/or cash with a value equal to the next determined net asset value.

[(iv)](D) The term "Trust Issued Receipts" means a security (a) that is issued by a trust ("Trust") which holds specified securities deposited with the Trust; (b) that, when aggregated in some specified minimum number, may be surrendered to the Trust by the beneficial owner to receive the securities; and (c) that pays beneficial owners dividends and other distributions on the deposited securities, if any are declared and paid to the trustee by an issuer of the deposited securities.

[(B)](ii) "Extraordinary Market Activity" means a disruption or malfunction of any electronic quotation, communication, reporting, or execution system operated by, or linked to, the Processor or a Trading Center or a member of such Trading Center that has a severe and continuing negative impact on quoting, order, or trading activity or on the availability of market information necessary to maintain a fair and orderly market. For purposes of this definition, a severe and continuing negative impact on quoting, order, or trading activity includes (i) a series of quotes, orders, or transactions at prices substantially unrelated to the current market for the security or securities; (ii) duplicative or erroneous quoting, order, trade reporting, or other related message traffic between one or more Trading Centers or their members; or (iii) the unavailability of quoting, order, transaction information, or regulatory messages for a sustained period.

[(C)](iii) "Operating Committee" has the same meaning as in the Nasdaq UTP Plan.

[(D)](iv) "Operational Halt" has the same meaning as in the Nasdaq UTP Plan.

[(E)](v) "Post-Market Session" means the trading session that begins after Regular Trading Hours at approximately 4:00 p.m., and that continues until 5:00 p.m.

[(F)](vi) "Pre-Market Session" means the trading session that begins at 8:00 a.m. and continues until 9:30 a.m.

[(G)](vii) "Primary Listing Market" has the same meaning as in the Nasdaq UTP Plan.

[(H)](viii) "Processor" or "SIP" have the same meaning as the term "Processor" in the Nasdaq UTP Plan or in the Consolidated Tape Association Plan, as is applicable.

[(I)](ix) "Regulatory Halt" has the same meaning as in Section X.A.10 of the Nasdaq UTP Plan.

[(J)](x) "Regular Trading Hours" has the same meaning as in the Nasdaq UTP Plan.

[(K)](xi) "SIP Halt" has the same meaning as in the Nasdaq UTP Plan.

[(L)](xii) "SIP Halt Resume Time" has the same meaning as in the Nasdaq UTP Plan.

[(M)](xiii) "SIP Plan" means the national market system plan governing the SIP.

(2) Regulatory Halts

[(A)](i) Authority to Implement a Regulatory Halt

[(i)](A) The Exchange shall implement a Regulatory Halt in the following circumstances, as applicable:

[(a)]1. Implementing a Trading Pause Declared by a Primary Listing Market Pursuant to the Limit Up-Limit Down Mechanism.

Definitions for purposes of the Limit Up-Limit Down Mechanism.

[1.]a. The term "Plan" or "Limit Up-Limit Down Plan" means the Plan to Address Extraordinary Market Volatility Pursuant to Rule 608 of Regulation NMS under the Exchange Act, as amended from time to time.

[2.]b. All capitalized terms not otherwise defined in this Rule shall have the meanings set forth in the LULD Plan or Exchange rules, as applicable.

[(b)]2. Exchange Participation in the LULD Plan. The Exchange is a Participant in, and subject to the applicable requirements of, the LULD Plan, which establishes procedures to address extraordinary volatility in NMS Stocks.

[(c)]3.   Member Compliance. Members shall comply with the applicable provisions of the LULD Plan.

[(d)]4. Exchange Compliance with the LULD Plan. Exchange systems shall not display or execute buy (sell) interest above (below) the Upper (Lower) Price Bands, unless such interest is specifically exempted under the LULD Plan.

[(e)]5. Repricing and Cancellation **of Interest**. Depending on a User's instructions, the System shall re-price and/or cancel buy (sell) interest that is priced or could be executed above (below) the Upper (Lower) Price Band. When re-pricing resting orders because such orders are above (below) the Upper (Lower) Price Band, the Exchange will provide new timestamps to such orders. The Exchange will also provide new timestamps to resting orders at the less aggressive price to which such orders are re-priced. Any resting interest that is re-priced pursuant to this Exchange Rule shall maintain priority ahead of interest that was originally less aggressively priced, regardless of the original timestamps for such orders.

[1.]a. Market Orders and orders Designated IOC. The System will only execute Market Orders and orders designated IOC at or within the Price Bands.

[2.]b. Limit-Priced Interest. Limit-priced interest will be cancelled if a User has entered instructions not to use the re-pricing process under this paragraph [(e)]5. and such interest to buy (sell) is priced above (below) the Upper (Lower) Price Band. If re-pricing is permitted based on a User's instructions, both displayable and non-displayable incoming limit-priced interest to buy (sell) that is priced above (below) the Upper (Lower) Price Band shall be re-priced to the Upper (Lower) Price Band. The System shall re-price resting limit-priced interest to buy (sell) to the Upper (Lower) Price Band if Price Bands move such that the price of resting limit-priced interest to buy (sell) would be above (below) the Upper (Lower) Price Band. If the Price Bands move again and a User has opted into the Exchange's optional multiple price sliding process, as described in Exchange Rule [2614(g)(1)(C)]2614(g)(1)(iii), the System shall reprice such limit-priced interest to the most aggressive permissible price up to the order's limit price. All other displayed and non-displayed limit interest repriced pursuant to this paragraph [(e)]5. will remain at its new price unless the Price Bands move such that the price of resting limit-priced interest to buy (sell) would again be above (below) the Upper (Lower) Price Band.

[3.]c.   Routable Orders. If routing is permitted based on a User's instructions, orders shall be routed away from the Exchange pursuant to Exchange Rule 2617(b), provided that the System shall not route buy (sell) interest at a price above (below) the Upper (Lower) Price Band.

[4.]d.   Sell Short Orders. During a Short Sale Period, as defined in Exchange Rule [2614(g)(3)(A)]2614(g)(3)(i), short sale orders not marked short exempt priced below the Lower Price Band shall be repriced to the higher of the Lower Price Band or the Permitted Price, as defined in Exchange Rule [2614(g)(3)(A)]2614(g)(3)(i).

[(ii)](B) The Exchange shall implement a trading halt due to extraordinary market volatility, as set forth in paragraph (a) of this Rule.

[(iii)](C) Implementing Regulatory Halts Initiated by Other Markets

[(a)]1. Start Time

[1.]a. The start time of a Regulatory Halt is when the Primary Listing Market declares the halt, regardless of whether an issue with communications impacts the dissemination of the notice.

[2.]b. The Exchange will halt trading for any securities traded on the Exchange when the Primary Listing Market declares a Regulatory Halt for any such securities.

[3.]c. The Exchange may halt trading in UTP Exchange Traded Products on the Exchange:

(A) Regular Trading Hours. During the Regular Trading Hours, if a temporary interruption occurs in the calculation or wide dissemination of the applicable IIV or value of the underlying index by a major market data vendor and the listing market halts trading in the UTP Exchange Traded Product, the Exchange, upon notification by the primary listing market of such halt due to such temporary interruption, also shall immediately halt trading in the UTP Exchange Traded Product on the Exchange.

[(B)](ii) Resumption of Trading After a Regulatory Halt

[(i)](A) Resumption of Trading After a Regulatory Halt Other Than a SIP Halt

[(a)]1. The Exchange may resume trading after the Exchange receives notification from the Primary Listing Market that the Regulatory Halt has been terminated.

[(ii)](B) Resumption of Trading After a SIP Halt

[(a)]1. For securities subject to a SIP Halt initiated by another exchange that is the Primary Listing Market, during Regular Trading Hours, the Exchange may resume trading after trading has resumed on the Primary Listing Market or notice has been received from the Primary Listing Market that trading may resume. During Regular Trading Hours, if the Primary Listing Market does not open a security within the amount of time specified by the rules of the Primary Listing Market after the SIP Halt Resume Time, the Exchange may resume trading in that security.

[(iii)](C) At the end of a SIP Halt, the Exchange shall re-open the security pursuant to the procedures set forth in Exchange Rule 2615.

(3) Operational Halts

[(A)](i) Authority to Initiate an Operational Halt. The Exchange may declare an Operational Halt for any security trading on the Exchange:

[(i)](A) if it is experiencing Extraordinary Market Activity on the Exchange; or

[(ii)](B) when otherwise necessary to maintain a fair and orderly market or in the public interest.

[(B)](ii) Initiating an Operational Halt. The Exchange will notify the SIP if it has concerns about its ability to collect and transmit Quotation Information or Transaction Reports (as those terms are defined in the Nasdaq UTP Plan), or if it has declared an Operational Halt or suspension of trading in one or more Eligible Securities (as that term is defined in the Nasdaq UTP Plan), pursuant to the procedures adopted by the Operating Committee.

[(C)](iii) Resumption of Trading After an Operational Halt

[(i)](A) When the Exchange determines that trading may resume on its market in a fair and orderly manner and in accordance with its Rules it shall resume trading following an Operational Halt.

[(ii)](B) During any Operational Halt, the System will accept all orders, except orders designated as ISO and orders that include a time-in-force of IOC, for queuing and participation in the Re-Opening Process pursuant to Rule 2615(e).

[(iii)](C) Communications. Trading in a halted security shall resume at the time specified by the Exchange in a notice. The Exchange will notify all other Plan participants and the SIP using such protocols and other emergency procedures as may be mutually agreed to between the Operating Committee and the Exchange. If the SIP is unable to disseminate notice of an Operational Halt or the Exchange is not open for trading, the Exchange will take reasonable steps to provide notice of an Operational Halt, which shall include both the type and start time of the Operational Halt. Each Plan participant shall continuously monitor communication protocols established by the Operating Committee and the Processor during market hours to disseminate notice of an Operational Halt, and the failure of a participant to do so shall not prevent the Exchange from initiating an Operational Halt in accordance with the procedures specified herein.

(i) – (j) No change.

Rule 2623. Short Sales

All short sale orders shall be identified as "short" or "short exempt" when entered into the System. If marked "short exempt," the Exchange shall execute, display and/or route a short sale order marked "short exempt" without regard to any short sale price test restriction in effect during a Short Sale Period, as defined in Exchange Rule [2614(g)(3)(A)]2614(g)(3)(i). The Exchange relies on the marking of an order as "short exempt" when handling such order, and thus, it is the entering Member's responsibility, not the Exchange's responsibility, to comply with the requirements of Regulation SHO relating to marking of orders as "short exempt."

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