

Note: Proposed new language is underlined. Proposed deletions are enclosed in brackets.

BATS BYX Exchange Fee Schedule
Effective January [2] 29, 2013

The following is the Schedule of Fees (pursuant to Rule 15.1(a) and (c)) for BATS Y-Exchange, Inc. (“BYX Exchange” or “BYX”).

All references to “per share” mean “per share executed.”

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Retail Price Improvement Program Pricing

\$0.0025 rebate per share for a Retail Order that removes liquidity from the BYX Exchange order book in an RPI Group 1 Security, except for a [Type 2] Retail Order that removes displayed liquidity⁴

\$0.0010 rebate per share for a Retail Order that removes liquidity from the BYX Exchange order book in an RPI Group 2 Security, except for a [Type 2] Retail Order that removes displayed liquidity⁴

\$0.0025 charge per share for any Retail Price Improving Order or non-displayed³ (hidden) order that adds liquidity to the BYX Exchange order book in an RPI Group 1 Security and is removed by a Retail Order

\$0.0010 charge per share for any Retail Price Improving Order or non-displayed³ (hidden) order that adds liquidity to the BYX Exchange order book in an RPI Group 2 Security and is removed by a Retail Order

RPI Group 1 Securities: AAPL, SPY, FB, FAS, FAZ, IWM, C, GE, GOOG, GLD

RPI Group 2 Securities: SIRI, BAC, NOK, S, MU, F, AMD, JPM, HPQ, XLF

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³ Non-displayed order types include all forms of Pegged, Mid-Point Peg and Non-Displayed Limit orders. The non-displayed rebate does not apply to Reserve or Discretionary orders.

⁴ The standard rebate/fee for accessing liquidity applies to any [Type 2] Retail Order that removes displayed liquidity.