

Additions underlined
Deletions [bracketed]

Rules of New York Stock Exchange LLC

Rule 497. Additional Requirements for Listed Securities Issued by Intercontinental Exchange, Inc. or its Affiliates

(a) For purposes of this Rule 497 the terms below are defined as follows:

(1) "ICE Affiliate" means ICE and any entity that directly or indirectly, through one or more intermediaries, controls, is controlled by, or is under common control with ICE, where "control" means that one entity possesses, directly or indirectly, voting control of the other entity either through ownership of capital stock or other equity securities or through majority representation on the board of directors or other management body of such entity.

(2) "Affiliate Security" means any security issued by an ICE Affiliate or any Exchange-listed option on any such security, with the exception of Investment Company Units as defined in Para. 703.16 of the Listed Company Manual.

(3) "New York Stock Exchange LLC" (the "Exchange") is a wholly owned subsidiary of ICE.

(b) Prior to the initial listing of the Affiliate Security on the Exchange, Exchange regulatory staff shall determine that such securities satisfy New York Stock Exchange LLC's rules for listing, and such finding must be approved by the Exchange's Regulatory Oversight Committee.

(c) Throughout the continued listing and trading of the Affiliate Security on the Exchange, [the Exchange shall]

(1) The Exchange will prepare a quarterly report on the Affiliate Security for the Exchange's Regulatory Oversight Committee that describes: (a) the Exchange Regulatory staff monitoring of the Affiliate Security's compliance with the Exchange's listing standards, including, (i) the Affiliate Security's compliance with the Exchange's minimum share price requirement and (ii) the Affiliate Security's compliance with each of the quantitative continued listing requirements; and (b) Exchange regulatory staff's monitoring of the trading of the Affiliate Security including summaries of all related surveillance alerts, complaints, regulatory referrals, adjusted trades, investigations, examinations, formal and informal disciplinary actions, exception reports and trading data used to ensure [that] the Affiliate Security's compliance with the Exchange's listing

and trading rules. A copy of said report will be forwarded promptly to the Securities and Exchange Commission (“Commission”).

(2) Once a year, an independent accounting firm shall review the listing standards for the Affiliate Security to insure that the issuer is in compliance with the listing requirements and a copy of the report shall be forwarded promptly to the Exchange’s Regulatory Oversight Committee and the Commission.

(3) In the event that Exchange regulatory staff determines that the Affiliate Security is not in compliance with any of the Exchange’s listing standards, regulatory staff shall notify the issuer of such non-compliance promptly and request a plan of compliance. Exchange regulatory staff shall file a report with the Commission within five business days of providing such notice to the issuer of its non-compliance. The report shall identify the date of the non-compliance, type of non-compliance, and any other material information conveyed to the issuer in the notice of non-compliance. Within five business days of receipt of a plan of compliance from the issuer, Exchange regulatory staff shall notify the Commission of such receipt, whether the plan was accepted by regulatory staff or what other action was taken with respect to the plan and the time period provided to regain compliance with the Exchange’s listing standards, if any.
