

Additions underlined
Deletions [bracketed]

NYSE Arca, Inc.

Rules of the NYSE Arca, Inc.

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[or a director of NYSE Regulation, Inc. that satisfies the Public Director requirements set forth in Section 3.02(a) of the Bylaws of the Exchange]. The Board, on affirmative vote of a majority of directors, 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.
