

NYSE AMEX OPTIONS FEE SCHEDULE*

*NYSE Amex Options is the options trading facility of NYSE MKT LLC

Effective as of March [2]3, 2016

Preface

KEY TERMS and DEFINITIONS

The following definitions and terms apply to the Exchange's Fee Schedule.

An "Affiliate", or person "affiliated" with a specific person, is a person that directly or indirectly through one or more intermediaries, has a 70% common ownership with, the person specified.

An "Appointed MM" is an NYSE Amex Options Market Maker who has been appointed by an OFP pursuant to Section I. E. for the purposes of Sections 1.D. and 1.E.

An "Appointed OFP" is an OFP who has been appointed by an NYSE Amex Options Market Maker pursuant to Section I. E. for the purposes of Sections 1.D. and 1.E.

An "ATP" or "ATP Holder" is a registered Broker-Dealer who is a permit holder on the Exchange, per Rule 900.2NY(4),(5).

Section I. Options Transaction Fees and Credits

D. Prepayment Program. Any NYSE Amex Options Market Maker is eligible for the rates described in the Market Maker Sliding Scale in Section I. C. A NYSE Amex Options Market Maker may prepay a portion of the fees it incurs under Section I.C., I.G. and III.A. In exchange for prepayment of a portion of their Section I.C. , I.G., and III. A. fees, the NYSE Amex Options Market Maker qualifies for reduced fees under Section I.C. and qualifies its Affiliated OFP or its Appointed OFP to earn enhanced credits under Section I.E. NYSE Amex Options Market Makers can commit to either a 1-year or 3-year term (“1 Year Prepayment Program” or “3 Year Prepayment Program”). The choice of a 1 Year Prepayment Program or 3 Year Prepayment Program impacts the enhanced credits for which an Affiliated OFP or an Appointed OFP of a NYSE Amex Options Market Maker is eligible for under Section I.E.

The 1 Year Prepayment Program amount is \$4 million, payable by January 30, 2015. The 3 Year Prepayment Program amount is \$9 million, payable in 3 equal, annual installments of \$3 million, with the first payment due by January 30, 2015, the second payment due by January 29, 2016 and the final payment due by January 31, 2017. A NYSE Amex Options Market Maker that participates in the 1 Year Prepayment Program will receive a credit of \$4 million toward fees it incurs under Section I.C., I.G., and III.A. A NYSE Amex Options Market Maker that participates in the 3 Year Prepayment Program will receive a credit of \$3 million toward fees it incurs under Section I.C., I.G., and III.A. for each of the 3 years. Once the prepayment credit has been exhausted, the Exchange will invoice the NYSE Amex Options Market Maker at the applicable rates under Section I.C., I.G., and III.A. In the event that a NYSE Amex Options Market Maker does not conduct sufficient activity to exhaust the entirety of their prepayment credit within the calendar year, there will be no refunds issued for any unused portion of their prepayment credit.

To participate in the 1 Year or 3 Year Prepayment Program, interested NYSE Amex Options Market Makers must notify the Exchange in writing no later than January 15, 2015, by emailing optionsbilling@nyse.com, indicating to which prepayment term they are committing. The 3 Year Prepayment Program will not be available after January 15, 2015, however, NYSE Amex Options Market Maker firms may opt into the 1 Year Prepayment Program for 2016 or 2017 by sending an email to the Exchange by the last business day in December of either 2015 or 2016, provided the Exchange continues to offer the 1 Year Prepayment Program at that time. The email to enroll in the Prepayment Program must originate from an officer of the NYSE Amex Options Market Maker firm and, except as provided for below, represents a

binding commitment for the 1 or 3 year term to which the NYSE Amex Options Market Making firm commits, requiring payment according to the schedule described above.

Early termination, or “opt out” of the 3 Year Prepayment Program, thereby relieving a NYSE Market Maker of any remaining payment obligations, is permitted if:

1. NYSE Amex Options equity and ETF options market share over any consecutive 3-month period during 2015 falls below 7.5% of total equity options and ETF options volume; or
2. []NYSE Amex Options equity and ETF options market share over any consecutive 3-month period during 2016 falls below 7.0% of total equity options and ETF options volume; or
3. the Exchange reduces the transaction fees in Tiers 1 through 6 in Section I.C. by 70% or more compared to the rates as of January 2, 2015; or
4. the Exchange reduces each and every fee in Section I.G. charged to NYSE Amex Options Market Makers by 70% or more compared to the rates as of January 2, 2015; or
5. as of January 4, 2016 or January 3, 2017 there are fewer than 4 participants in the 1 Year and 3 Year Prepayment Programs combined.

To opt out, an NYSE Amex Options Market Making firm must send an email to optionsbilling@nyse.com requesting to opt out. The opt out request must be submitted by 4:00 p.m. ET at least five business days preceding the date(s) on which the payment is due for any year(s) in which the NYSE Amex Options Market Maker wishes to opt out. Specifically, to opt out for 2016, the request must be submitted by 4:00 p.m. ET on January 22, 2016 and to opt out for 2017, the request must be submitted by 4:00pm ET on January 24, 2017. Anytime a NYSE Amex Options Market Making firm opts out, they will forfeit the ability to qualify for reduced fees under Section I.C. and for an OFP Affiliate or an Appointed OFP to earn the enhanced credit(s) under the ACE Program in Section I.E. of this Fee Schedule for the year for which they opted out, and any subsequent year(s). Once opted out of the 3 Year Prepayment Program, a Market Making firm cannot opt back into

the 3 year Prepayment Program, but may opt into the 1 Year Prepayment Program by the last business day of December of 2015 or 2016.

E. Amex Customer Engagement (“ACE”) Program – Standard Options. The per contract credits in the table below apply to Electronic transactions in Standard Options. The credits are payable to the OFP that submits, as agent, orders to the Exchange, and is payable only on Customer volume.

As shown in the table below, the ACE Program offers the following two methods OFPs to receive credits:

1. By calculating, on a monthly basis, the average daily Customer contract volume an OFP executes Electronically on the Exchange as a percentage of total average daily industry Customer equity and ETF options volume;
OR
2. By calculating, on a monthly basis, the average daily contract volume an OFP executes Electronically in all participant types (*i.e.*, Customer, Firm, Broker-Dealer, NYSE Amex Options Market Maker, Non-NYSE Amex Options Market Maker, and Professional Customer) on the Exchange, as a percentage of total average daily industry Customer equity and ETF option volume, with the further requirement that a specified percentage of the minimum volume required to qualify for the Tier must be Customer volume.

In calculating an OFP’s Electronic volume, the Exchange will exclude volume resulting from Mini Options and QCC trades, as these transactions are subject to separate fees and/or credits. Also excluded from an OFP’s Electronic volume calculation is any volume attributable to orders routed to another exchange in connection with the Options Order Protection and Locked/Crossed Market Plan referenced in Rule 991NY. Any volume excluded from an OFP’s Electronic volume calculation is ineligible for credits shown in the table below.

Volume resulting from CUBE Auction executions will be included in an OFP’s Electronic volume calculation for purposes of the ACE Program, but is ineligible for credits shown in the table below because there are separate credits paid for certain CUBE Auction volumes in Section I. G.

In calculating an OFP’s Electronic volume, the Exchange will include the activity of either (i) Affiliates of the OFP, such as when an OFP has an Affiliated NYSE Amex Options Market Making firm, or (ii) an Appointed MM of such OFP. An OFP must email the Exchange at optionsbilling@nyse.com and provide the Exchange with a list of its Affiliates in order for those Affiliates’ activity to be included with the OFP’s activity in calculating such OFP’s Electronic volume.

Under the ACE Program, an OFP will earn the highest per contract credit for which it qualifies on all eligible Customer volume, retroactive to the first contract traded in a month. In the event that an OFP is eligible for credits under both calculation methods, the OFP will be paid the highest per contract credit for all the OFP's eligible volume.

The credits shown under the "1 Year Enhanced Customer Volume Credits" and the "3 Year Enhanced Customer Volume Credits" are only available to those OFPs who have an Affiliated NYSE Amex Options Market Making firm or an Appointed MM that has committed to either the 1 Year Prepayment Program or the 3 Year Prepayment Program, respectively, as described in Section I.D. As noted in Section I.D., if a NYSE Amex Options Market Making firm that has committed to the 3 Year Prepayment Program opts out, the 3 Year Enhanced Customer Volume Credits will no longer be payable for any remaining year(s) of the 3 Year Prepayment Program. For example, opting out before the 2nd payment is due on January 15, 2016 means that the OFP Affiliated with that NYSE Amex Options Market Maker or Appointed OFP (as applicable) will be ineligible to earn the 3 Year Enhanced Customer Volume Credits shown in the table below for their activity during any part of calendar years 2016 or 2017. If, however, the same firm were to subsequently opt into a 1 Year Prepayment Program, their OFP Affiliate or Appointed OFP (as applicable) would be eligible to earn the 1 Year Enhanced Customer Volume Credits for the calendar year in which the firm opted in.

Designating an Appointed OFP/Appointed MM: An NYSE Amex Options Market Maker appoints an OFP and an OFP appoints an NYSE Amex Options Market Maker, for the purposes of the Fee Schedule, by each sending an email to optionsbilling@nyse.com. These corresponding emails will be viewed as acceptance of the appointment. The Exchange will recognize one such designation for each party. A party may make a designation not more than once every 12-months, which designation shall remain in effect unless or until the Exchange receives an email from either party indicating that the appointment has been terminated.

	ACE Program – Standard Options			Credits Payable On Customer Volume Only			
Tier	Customer Electronic ADV as a % of Industry Customer Equity and ETF Options ADV	OR	Total Electronic ADV (of which 20% or greater of the minimum qualifying volume for each Tier must be Customer) as a % of Industry Customer Equity and ETF Options ADV	Customer Volume Credits	1 Year Enhanced Customer Volume Credits	3 Year Enhanced Customer Volume Credits	
1	0.00% to 0.60%			N/A	\$0.00	\$0.00	\$0.00
2	> 0.60% to 0.80% or ≥ 0.35% over October 2015 volumes			N/A	(\$0.16)	(\$0.16)	(\$0.16)
3	>0.80% to 1.25%			1.50% to 2.50% of which 20% or greater of 1.50% must be Customer	(\$0.17)	(\$0.18)	(\$0.19)
4	> 1.25 to 1.75%			> 2.50% to 3.50% of which 20% or greater of 2.50% must be Customer	(\$0.18)	(\$0.19)	(\$0.21)
5	>1.75%			>3.50% of which 20% or greater of 3.5% must be Customer	(\$0.19)	(\$0.21)	(\$0.23)
