

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 34

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
Form 19b-4

File No. * SR 2026 - * 05

Amendment No. (req. for Amendments *)

Filing by Investors' Exchange LLC

Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial * <input checked="" type="checkbox"/>	Amendment * <input type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) * <input type="checkbox"/>	Section 19(b)(3)(A) * <input checked="" type="checkbox"/>	Section 19(b)(3)(B) * <input type="checkbox"/>
--	---	--	--	--	---

Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input type="text"/>	Rule		
			<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
			<input checked="" type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input type="checkbox"/> 19b-4(f)(3)	<input type="checkbox"/> 19b-4(f)(6)	

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010
Section 806(e)(1) *

Section 806(e)(2) *

Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934
Section 3C(b)(2) *

Exhibit 2 Sent As Paper Document

Exhibit 3 Sent As Paper Document

Description

Provide a brief description of the action (limit 250 characters, required when Initial is checked *).

Proposed Rule Change Pursuant to IEX Rule 15.110 to amend IEX's Fee Schedule

Contact Information

Provide the name, telephone number, and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the action.

First Name * Nathaniel Last Name * Kolodny

Title * Lead Regulation Counsel

E-mail * nathaniel.kolodny@iextrading.com

Telephone * (646) 343-2034 Fax

Signature

Pursuant to the requirements of the Securities Exchange of 1934, Investors' Exchange LLC has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

Date 02/12/2026

(Title *)

By Gwen Licardo

Lead Regulation Counsel

(Name *)

NOTE: Clicking the signature block at right will initiate digitally signing the form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.

GWEN ANNE LICARDO
Digitally signed by GWEN ANNE LICARDO
Date: 2026.02.12 15:47:08 -05'00'

Required fields are shown with yellow backgrounds and astericks.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EDFS website.

Form 19b-4 Information *

Add Remove View

Incremental Fee February 2026 update

The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change *

Add Remove View

Incremental Fee February 2026 update

The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 1A - Notice of Proposed Rule Change, Security-Based Swap Submission, or Advanced Notice by Clearing Agencies *

Add Remove View

Incremental Fee February 2026 update

The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 2- Notices, Written Comments, Transcripts, Other Communications

Add Remove View

Incremental Fee February 2026 update

Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

Exhibit Sent As Paper Document

Exhibit 3 - Form, Report, or Questionnaire

Add Remove View

Incremental Fee February 2026 update

Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

Exhibit Sent As Paper Document

Exhibit 4 - Marked Copies

Add Remove View

Incremental Fee February 2026 update

The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

Add Remove View

Incremental Fee February 2026 update

The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change

Partial Amendment

Add Remove View

Incremental Fee February 2026 update

If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

1. Text of Proposed Rule Change

(a) Pursuant to the provisions of Section 19(b)(1) under the Securities Exchange Act of 1934 (“Act”)¹, and Rule 19b-4 thereunder², Investors Exchange LLC (“IEX” or “Exchange”) is filing with the Securities and Exchange Commission (“Commission”) a proposed rule change pursuant to IEX Rule 15.110(a) and (c) to amend the Exchange’s fee schedule applicable to Members³ (the “Fee Schedule”⁴) to modify two aspects of the Exchange’s Incremental Fee Tiers. Changes to the Fee Schedule pursuant to this proposal are effective upon filing⁵, and will be implemented on March 1, 2026.

A notice of the proposed rule change for publication in the Federal Register is attached hereto as Exhibit 1. The text of the proposed rule change is attached as Exhibit 5.

(b) The Exchange does not believe that the proposed rule change will have any direct effect, or any significant indirect effect, on any other Exchange rule in effect at the time of this filing.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

Senior management has approved the proposed rule change pursuant to authority delegated to it by the Board of the Exchange. No further action is required under the

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ See IEX Rule 1.160(s).

⁴ See Investors Exchange Fee Schedule, available at <https://www.iexchange.io/resources/trading/fee-schedule>.

⁵ 15 U.S.C. 78s(b)(3)(A)(ii).

Exchange's governing documents. Therefore, the Exchange's internal procedures with respect to the proposed rule change are complete.

The persons on the Exchange staff prepared to respond to questions and comments on the proposed rule change are:

Claudia Crowley
Chief Regulatory Officer
Investors Exchange LLC
917-509-9001

Nathaniel Kolodny
Lead Regulation Counsel
Investors Exchange LLC
646-343-2034

3. Self-Regulatory Organization's Statement on the Purpose of, and Statutory Basis for, the Proposed Rule Change

(a) Purpose

In order to increase the accessibility of its Incremental Fee Tiers, IEX proposes to modify two aspects of the reduced \$0.0001 per share fee that is applicable to certain non-displayed trades and to make clarifying changes to the Fee Schedule.⁶ Specifically, IEX proposes to lower the threshold amount by which Members must exceed their baseline volume in order to qualify for the reduced fee, if the Members qualified for the Exchange's two highest displayed liquidity adding rebate tiers in the prior month. And IEX proposes to double the "cap" on the volume that can be charged the reduced fees, if Members qualified for the reduced fee in each of the three immediately preceding months. This fee change proposal is effective on filing and will be implemented on March 1, 2026.

Background

⁶ Nothing in this rule filing affects trades below \$1.00 per share ("sub-dollar trades"). Sub-dollar trades would not impact the Incremental Fee Tier calculations and would not be eligible for any of the Incremental Fee Tiers described herein.

IEX first began offering Incremental Fee Tiers in September 2025.⁷ The Incremental Fee Tiers are a volume-based fee incentive designed to incentivize Members to increase their non-displayed volume on the Exchange by providing Members that qualify for Incremental Fee Tier 2 an opportunity to pay a reduced fee of \$0.0001 per share⁸ for applicable executions of non-displayed orders.⁹ Specifically, qualifying Members are eligible to pay the reduced fee of \$0.0001 per share for any volume in excess of their Baseline non-displayed ADV¹⁰, where the discounted rate is applied to Incremental Fee eligible ADV up to the value of the Baseline non-displayed ADV.

Starting in March 2026, the following criteria will be used to calculate the Baseline non-displayed ADV and to determine eligibility for the reduced fee in the current month; these criteria will expire no later than February 28, 2027.¹¹ To qualify for Incremental Fee Tier 2 in the current month, a Member's Incremental Fee eligible ADV¹² in the prior (i.e., immediately preceding) month must have exceeded its Baseline non-displayed ADV by at least 15,000,000. The Baseline non-displayed ADV for any

⁷ See Trading Alert #2025-024, <https://iextrading.com/alerts/#/308>; see also Securities Exchange Act Release No. 103969 (September 15, 2025), 90 FR 45071 (September 18, 2025) (SR-IEX-2025-24) (“Incremental Fee Tier Filing”).

⁸ IEX's base rate for transactions that add or remove non-displayed liquidity is \$0.0010 per share.

⁹ The fee codes to which the Incremental Fee Tiers apply are “MI” (Adds non-displayed liquidity); “MIB” (Adds non-displayed liquidity in Tape B securities); “TIY” (Post Only order removes non-displayed liquidity); “TIYB” (Post Only order removes non-displayed liquidity in Tape B securities); “TI” (Removes non-displayed liquidity); and “TIB” (Removes non-displayed liquidity in Tape B securities).

¹⁰ “Baseline non-displayed ADV” means executions with any of the Fee Code Combinations MI, MIB, TI, TIB, TIY, or TIYB in August 2025.

¹¹ See Securities Exchange Act Release No. 104805 (February 10, 2026), ___ FR ___ (SR-IEX-2026-03) (“Baseline Calculation Update Filing”).

¹² “Incremental Fee eligible ADV” means executions with any of the Fee Code Combinations MI, MIB, TI, TIB, TIY, or TIYB. Unless otherwise specified, Incremental Fee eligible ADV refers to executions in the current month.

Member that has been trading on the Exchange for at least the past year will be calculated (after the last trading day in February 2026) by averaging the Incremental Fee eligible ADV for the three months from March 2025 to February 2026 in which the Member had its lowest Incremental Fee eligible ADV.

For Members that began trading on the Exchange after March 1, 2025, the Baseline non-displayed ADV for each Member will be calculated by taking the average of the Incremental Fee eligible ADV of the Member's first three full months of trading on the Exchange. For all Members, on a going forward basis, until the eligibility criteria expire in February 2027, a Member's qualification for Incremental Fee Tier 2 in the current month will be based on its Incremental Fee eligible ADV in the prior month as compared to its Baseline non-displayed ADV. More details on the updated process for calculating the Baseline non-displayed ADV can be found in the Baseline Calculation Update Filing.¹³

The reduced fee of \$0.0001 per share for Incremental non-displayed ADV¹⁴ is capped at a Member's Baseline non-displayed ADV, and any additional volume is charged the regular fee of \$0.0010 per share for either adding or removing non-displayed liquidity.

Proposal

IEX proposes to change two aspects of the above functionality to expand access to, and the benefits of, the Incremental Fee Tier 2 reduced fee.

First, IEX proposes to make it easier for Members who qualify for Displayed

¹³ See supra note 11.

¹⁴ "Incremental non-displayed ADV" means executions in the immediately preceding month of Incremental Fee eligible ADV that exceeded the Baseline non-displayed ADV. See Fee Schedule.

Liquidity Adding Rebate Tier 7 (“Tier 7”) or Displayed Liquidity Adding Rebate Tier 8 (“Tier 8”) to also qualify for Incremental Fee Tier 2. To qualify for Tier 7 in the current month, in the prior month a Member must have either: (i) added at least 30,000,000 ADV of displayed liquidity or (ii) added at least 25,000,000 ADV of displayed liquidity and traded at least 30,000,000 non-displayed ADV.¹⁵ To qualify for Tier 8 in the current month, in the prior month a Member must have added at least 40,000,000 ADV of displayed liquidity.¹⁶

To expand access to the Incremental Fee Tier 2 reduced fee to Members who qualified for Tier 7 or Tier 8 in the prior month, IEX proposes to reduce the threshold amount, from 15,000,000 to 10,000,000 ADV, by which these Members’ Incremental Fee eligible ADV in the prior month must have exceeded their Baseline non-displayed ADV, in order to qualify for the Incremental Fee Tier 2 reduced fee in the current month. This proposed change, working in tandem with the Displayed Liquidity Adding Rebate Tiers, is designed to incentivize Members to add both displayed and non-displayed liquidity to the Exchange by making it easier for Members that add substantial amounts of displayed liquidity to benefit from the Incremental Fee Tier 2 reduced fee.

IEX proposes to make the following changes to the Fee Schedule to effectuate this lower Incremental Fee Tier 2 qualification threshold for Members who qualified for Tier 7 or Tier 8:

- Revise the second bullet under footnote 6 to read:
 - “A Member qualifies for the Incremental Fee (i.e., Incremental Fee Tier 2) in the current month if its Incremental Fee eligible ADV in the prior month exceeded its Baseline non-displayed ADV by at

¹⁵ “non-displayed ADV” refers to executions with the following Fee Code Combinations: MI, MIB, TI, TIB, TIY, TIYB, TIR, TLW, TLWB, and MIA. See Fee Schedule.

¹⁶ Id.

- least 15,000,000 (or by at least 10,000,000 if the Member qualified for Displayed Liquidity Adding Rebate Tier 7 or Tier 8).”
- In the Incremental Fee Tier Calculation Table, change the two current references to footnote “a” in the table, and the text describing footnote “a” under the table to now refer to footnote “b”
 - In the same table, add a new footnote “a” to the “Required Criteria” for both tiers, and insert the following explanatory text under the table:
 - “^a A Member that qualifies for either Displayed Liquidity Adding Rebate Tier 7 or Tier 8 (based on its prior month activity) qualifies for Incremental Fee Tier 2 in the current month if its prior month’s Incremental non-displayed ADV exceeded its Baseline non-displayed ADV by at least 10,000,000. The below examples for Incremental Fee Tier Option 1 and Option 2 assume the Member did not qualify for Displayed Liquidity Added Rebate Tier 7 or Tier 8, and therefore the Member’s Incremental non-displayed ADV must exceed its Baseline non-displayed ADV by at least 15,000,000 in the prior month to qualify for Incremental Fee Tier 2 in the current month.”

Second, IEX proposes to double the cap on the amount of Incremental Fee eligible ADV for which a Member may pay the reduced fee of \$0.0001 in the current month, if that Member qualified for Incremental Fee Tier 2 in at least each of the three immediately preceding months. For example, if a Member qualifies for Incremental Fee Tier 2 in December 2025; January 2026; and February 2026, the Member will be eligible to pay the reduced fee for up to twice its Baseline non-displayed ADV in March 2026. Thus, if the Member’s Baseline non-displayed ADV in March 2026 is 15,000,000 and its Incremental Fee eligible ADV is 50,000,000 (i.e., its Incremental non-displayed ADV is 35,000,000), the \$0.0001 fee is applicable to 30,000,000 of its Incremental Fee eligible ADV in March (two times the Member’s Baseline non-displayed ADV of 15,000,000), and the \$0.0010 fee is applicable to 20,000,000 of its Incremental Fee eligible ADV.

To effect these proposed changes, IEX proposes to make the following revisions to the Fee Schedule:

- Amend the new footnote “b” to the Incremental Fee Tier Calculation Table by adding text to the end of the first sentence. As proposed, the first sentence of footnote “b” will read in full:
 - “^b This fee is only applicable to Incremental non-displayed ADV that does not exceed the Baseline non-displayed ADV for Members that have not qualified for Incremental Fee Tier 2 in each of the three immediately preceding months. For Members that have qualified for Incremental Fee Tier 2 for at least the three immediately preceding months, the reduced fee is only applicable to Incremental non-displayed ADV that is less than or equal to **two times** the Baseline non-displayed ADV. For example, if such a Member’s Baseline non-displayed ADV is 15,000,000 and its Incremental Fee eligible ADV is 50,000,000 (i.e., its Incremental non-displayed ADV is 35,000,000), the \$0.0001 fee is applicable to 30,000,000 of its Incremental Fee eligible ADV (two times the Member’s Baseline non-displayed ADV), and the \$0.0010 fee is applicable to 20,000,000 of its Incremental Fee eligible ADV.”
- Add language before the example tables under Incremental Fee Tier Option 1 and Option 2 explaining that “these examples all assume that the Members’ reduced fees are capped at their Baseline non-displayed ADV (i.e., the Members did not qualify for Incremental Fee Tier 2 in each of the three immediately preceding months).”
- Add text to the end of the definition of “Incremental non-displayed TAV” in the Incremental Fee Tier Option 2 section to clarify how Incremental non-displayed TAV is calculated for a Member that has qualified for Incremental Fee Tier 2 in at least the three immediately preceding months. The last two sentences of the definition will now read in full:
 - “If this value exceeds the Baseline non-displayed TAV, the number of shares eligible for the reduced Incremental Fee is capped at the Baseline non-displayed TAV for Members that have not qualified for Incremental Fee Tier 2 in each of the three immediately preceding months. For Members that have qualified for Incremental Fee Tier 2 for at least the three immediately preceding months, the number of shares eligible for the reduced Incremental Fee is capped at two times the Baseline non-displayed ADV.”

Finally, IEX proposes making a clarifying edit to the Fee Schedule. The last sentence of the renamed footnote “b” to the Incremental Fee Tier Calculation Table states that “Additionally, IEX notes that the above criteria to qualify for Incremental Fee Tier 2

will expire no later than February 28, 2027.” As described above, footnote “b” now contains text describing the doubling of the cap on the reduced fee for Members that qualify for Incremental Fee Tier 2 in at least the three immediately preceding months. That aspect of the Incremental Fee Tiers is not a qualifying criteria that will expire on February 28, 2027; the text in the footnote is meant to refer to the manner in which the Baseline non-displayed ADV is calculated for all Exchange Members. Thus, IEX proposes to delete this sentence from footnote “b”, and to add a new fifth bullet (sub-bullet four to the first bullet) at the top of the Incremental Fee Tiers section of the Fee Schedule, which reads: “The criteria to qualify for Incremental Fee Tier 2 will expire no later than February 28, 2027.”

As noted above, changes to the Fee Schedule pursuant to this proposal are effective upon filing¹⁷, and will be implemented on March 1, 2026. The “Fee Transparency” requirements in Rule 610(d) of Regulation NMS require that transaction fees and rebates must be determinable at the time of the execution. This fee filing is fully consistent with the Fee Transparency requirements because a Member will know at the start of the month if it is eligible for the lower threshold to qualify for Incremental Fee Tier 2 because the Member will know whether it qualified for Tier 7 or Tier 8 in the prior month. Similarly, a Member that qualified for Incremental Fee Tier 2 in the months of December 2025, January 2026, and February 2026 will know at the end of February that, for March, the cap on its Incremental Fee eligible ADV eligible for the reduced fee of \$0.0001 will be double the Member’s Baseline non-displayed ADV.

Finally, as noted above, the Exchange is not proposing to change the fees

¹⁷ 15 U.S.C. 78s(b)(3)(A)(ii).

applicable to executions of and with orders with an execution price below \$1.00 per share.

(b) Statutory Basis

IEX believes that the proposed rule change is consistent with the provisions of Section 6(b)¹⁸ of the Act in general and furthers the objectives of Sections 6(b)(4)¹⁹ of the Act, in particular, in that it is designed to not be unfairly discriminatory and to provide for the equitable allocation of reasonable dues, fees and other charges among its Members and other persons using its facilities.

First, as described in the Purpose section, this proposed fee change will continue to make IEX's fees determinable at the time of execution as required by Rule 610(d) of Regulation NMS.

Additionally, IEX believes that the proposed lower threshold to qualify for Incremental Fee Tier 2 for Members that add a substantial amount of displayed liquidity and order flow seeking to trade with displayed orders to the Exchange is consistent with the purposes of the Act. This part of the proposal, which IEX makes for business and competitive reasons, is designed to further incentivize Members to add more displayed liquidity to the Exchange, thereby contributing to a deeper and more liquid market, to the benefit of all market participants.

IEX also believes that doubling the cap on the volume to which the Incremental Fee Tier 2 reduced fee will apply for Members that qualified for Incremental Fee Tier 2 in at least the three preceding months furthers the objectives of the Act. This aspect of the

¹⁸ 15 U.S.C. 78f.

¹⁹ 15 U.S.C. 78f(b)(4).

proposal, which IEX also makes for business and competitive reasons, is designed to incentivize Members to increase their volume of non-displayed trading on the Exchange and to maintain that volume in subsequent months. IEX believes that this increased non-displayed volume on the Exchange will contribute to a deeper and more liquid market, which benefits all market participants and provides greater execution opportunities on the Exchange.

IEX also believes that this proposal provides for the equitable allocation of reasonable fees among its Members and is not designed to be unfairly discriminatory because any Member that qualifies for Tier 7 or Tier 8 will be able to qualify for Incremental Fee Tier 2 using the lower threshold of Incremental Fee eligible ADV in the prior month exceeding the Baseline non-displayed ADV by at least 10,000,000. And all Members, irrespective of their displayed liquidity adding activity, will be eligible to double their non-displayed volume that will be eligible for the Incremental Fee Tier 2 reduced fee of \$0.0001 per share, by qualifying for Incremental Fee Tier 2 in three consecutive months. All similarly situated Members will be treated the same by this proposal. Thus, IEX does not believe that any aspect of this proposal raises new or novel issues not already considered by the Commission.

Further, IEX believes that the proposed clarifying change to the IEX Fee Schedule set forth in the Purpose section furthers the purposes of the Act because it provides greater clarity about what criteria will expire no later than February 28, 2027, thereby reducing the potential for confusion of any market participants, which is consistent with the protection of investors and the public interest.

The Exchange operates in a highly competitive market in which market

participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive. Within that context, these proposed changes to the Incremental Fee Tier structure are designed to keep IEX's non-displayed trading prices competitive with those of other exchanges.

4. Self-Regulatory Organization's Statement on Burden on Competition

IEX does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange does not believe that the proposed rule change will impose any burden on intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange operates in a highly competitive market in which market participants can readily direct order flow to competing venues if fee schedules at other venues are viewed as more favorable. Consequently, the Exchange believes that the degree to which IEX fees could impose any burden on competition is extremely limited and does not believe that such fees would burden competition between Members or competing venues. Moreover, as noted in the Statutory Basis section, the Exchange does not believe that the proposed changes raise any new or novel issues not already considered by the Commission.

The Exchange does not believe that the proposed rule change will impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act because, while different fees are assessed on Members, these fees are not based on the type of Member entering the orders that match, but rather on the Member's own trading activity. Further, the proposed fee change is intended to encourage market participants to bring increased order flow to the Exchange, which

benefits all market participants.

5. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

Written comments were neither solicited nor received.

6. Extension of Time Period for Commission Action

Not applicable.

7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)

Pursuant to Section 19(b)(3)(A)(ii) of the Act,²⁰ IEX has designated this proposal as establishing or changing a due, fee, or other charge imposed by the self-regulatory organization on any person, whether or not the person is a member of the self-regulatory organization, which renders the proposed rule change effective upon filing.

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings under Section 19(b)(2)(B) of the Act to determine whether the proposed rule change should be approved or disapproved.²¹

8. Proposed Rule Change Based on the Rules of Another Self-Regulatory Organization or of the Commission

The proposed rule change is not based on the rules of another self-regulatory organization or of the Commission.

²⁰ 15 U.S.C. 78s(b)(3)(A)(ii).

²¹ 15 U.S.C. 78s(b)(2)(B).

9. Security-Based Swap Submissions Filed Pursuant to Section 3C of the Act

Not applicable.

10. Advance Notices Filed Pursuant to Section 806(e) of the Payment, Clearing and Settlement Supervision Act

Not applicable.

11. Exhibits

Exhibit 1 – Form of Notice of the Proposed Rule Change for Publication in the Federal Register.

Exhibit 5 – Text of Proposed Rule Change.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34 - ; File No. SR-IEX-2026-05)

Self-Regulatory Organizations; Investors Exchange LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Pursuant to IEX Rule 15.110(a) and (c) to Amend the Exchange’s Fee Schedule Applicable to Members to Modify Two Aspects of the Exchange’s Incremental Fee Tiers

Pursuant to Section 19(b)(1)¹ of the Securities Exchange Act of 1934 (the “Act”)² and Rule 19b-4 thereunder,³ notice is hereby given that, on (date), the Investors Exchange LLC (“IEX” or the “Exchange”) filed with the Securities and Exchange Commission (the “Commission”) the proposed rule change as described in Items I, II and III below, which Items have been prepared by the self-regulatory organization. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

Pursuant to the provisions of Section 19(b)(1) under the Act⁴, and Rule 19b-4 thereunder⁵, the Exchange is filing with the Commission a proposed rule change pursuant to IEX Rule 15.110(a) and (c) to amend the Exchange’s fee schedule applicable to Members⁶ (the “Fee Schedule”⁷) to modify two aspects of the Exchange’s Incremental

¹ 15 U.S.C. 78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b-4.

⁴ 15 U.S.C. 78s(b)(1).

⁵ 17 CFR 240.19b-4.

⁶ See IEX Rule 1.160(s).

⁷ See Investors Exchange Fee Schedule, available at <https://www.iexexchange.io/resources/trading/fee-schedule>.

Fee Tiers. Changes to the Fee Schedule pursuant to this proposal are effective upon filing⁸, and will be implemented on March 1, 2026.

The text of the proposed rule change is available at the Exchange's website at <https://www.iexexchange.io/resources/regulation/rule-filings> and at the principal office of the Exchange.

II. Self-Regulatory Organization's Statement of the Purpose of, and the Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the self-regulatory organization included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The self-regulatory organization has prepared summaries, set forth in Sections A, B, and C below, of the most significant aspects of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and the Statutory Basis for, the Proposed Rule Change

1. Purpose

In order to increase the accessibility of its Incremental Fee Tiers, IEX proposes to modify two aspects of the reduced \$0.0001 per share fee that is applicable to certain non-displayed trades and to make clarifying changes to the Fee Schedule.⁹ Specifically, IEX proposes to lower the threshold amount by which Members must exceed their baseline volume in order to qualify for the reduced fee, if the Members qualified for the

⁸ 15 U.S.C. 78s(b)(3)(A)(ii).

⁹ Nothing in this rule filing affects trades below \$1.00 per share ("sub-dollar trades"). Sub-dollar trades would not impact the Incremental Fee Tier calculations and would not be eligible for any of the Incremental Fee Tiers described herein.

Exchange's two highest displayed liquidity adding rebate tiers in the prior month. And IEX proposes to double the "cap" on the volume that can be charged the reduced fees, if Members qualified for the reduced fee in each of the three immediately preceding months. This fee change proposal is effective on filing and will be implemented on March 1, 2026.

Background

IEX first began offering Incremental Fee Tiers in September 2025.¹⁰ The Incremental Fee Tiers are a volume-based fee incentive designed to incentivize Members to increase their non-displayed volume on the Exchange by providing Members that qualify for Incremental Fee Tier 2 an opportunity to pay a reduced fee of \$0.0001 per share¹¹ for applicable executions of non-displayed orders.¹² Specifically, qualifying Members are eligible to pay the reduced fee of \$0.0001 per share for any volume in excess of their Baseline non-displayed ADV¹³, where the discounted rate is applied to Incremental Fee eligible ADV up to the value of the Baseline non-displayed ADV.

Starting in March 2026, the following criteria will be used to calculate the Baseline non-displayed ADV and to determine eligibility for the reduced fee in the

¹⁰ See Trading Alert #2025-024, <https://iextrading.com/alerts/#/308>; see also Securities Exchange Act Release No. 103969 (September 15, 2025), 90 FR 45071 (September 18, 2025) (SR-IEX-2025-24) ("Incremental Fee Tier Filing").

¹¹ IEX's base rate for transactions that add or remove non-displayed liquidity is \$0.0010 per share.

¹² The fee codes to which the Incremental Fee Tiers apply are "MI" (Adds non-displayed liquidity); "MIB" (Adds non-displayed liquidity in Tape B securities); "TIY" (Post Only order removes non-displayed liquidity); "TIYB" (Post Only order removes non-displayed liquidity in Tape B securities); "TI" (Removes non-displayed liquidity); and "TIB" (Removes non-displayed liquidity in Tape B securities).

¹³ "Baseline non-displayed ADV" means executions with any of the Fee Code Combinations MI, MIB, TI, TIB, TIY, or TIYB in August 2025.

current month; these criteria will expire no later than February 28, 2027.¹⁴ To qualify for Incremental Fee Tier 2 in the current month, a Member's Incremental Fee eligible ADV¹⁵ in the prior (i.e., immediately preceding) month must have exceeded its Baseline non-displayed ADV by at least 15,000,000. The Baseline non-displayed ADV for any Member that has been trading on the Exchange for at least the past year will be calculated (after the last trading day in February 2026) by averaging the Incremental Fee eligible ADV for the three months from March 2025 to February 2026 in which the Member had its lowest Incremental Fee eligible ADV.

For Members that began trading on the Exchange after March 1, 2025, the Baseline non-displayed ADV for each Member will be calculated by taking the average of the Incremental Fee eligible ADV of the Member's first three full months of trading on the Exchange. For all Members, on a going forward basis, until the eligibility criteria expire in February 2027, a Member's qualification for Incremental Fee Tier 2 in the current month will be based on its Incremental Fee eligible ADV in the prior month as compared to its Baseline non-displayed ADV. More details on the updated process for calculating the Baseline non-displayed ADV can be found in the Baseline Calculation Update Filing.¹⁶

The reduced fee of \$0.0001 per share for Incremental non-displayed ADV¹⁷ is

¹⁴ See Securities Exchange Act Release No. 104805 (February 10, 2026), __ FR __ (SR-IEX-2026-03) ("Baseline Calculation Update Filing").

¹⁵ "Incremental Fee eligible ADV" means executions with any of the Fee Code Combinations MI, MIB, TI, TIB, TIY, or TIYB. Unless otherwise specified, Incremental Fee eligible ADV refers to executions in the current month.

¹⁶ See *supra* note 14.

¹⁷ "Incremental non-displayed ADV" means executions in the immediately preceding month of Incremental Fee eligible ADV that exceeded the Baseline non-displayed ADV. See Fee Schedule.

capped at a Member's Baseline non-displayed ADV, and any additional volume is charged the regular fee of \$0.0010 per share for either adding or removing non-displayed liquidity.

Proposal

IEX proposes to change two aspects of the above functionality to expand access to, and the benefits of, the Incremental Fee Tier 2 reduced fee.

First, IEX proposes to make it easier for Members who qualify for Displayed Liquidity Adding Rebate Tier 7 ("Tier 7") or Displayed Liquidity Adding Rebate Tier 8 ("Tier 8") to also qualify for Incremental Fee Tier 2. To qualify for Tier 7 in the current month, in the prior month a Member must have either: (i) added at least 30,000,000 ADV of displayed liquidity or (ii) added at least 25,000,000 ADV of displayed liquidity and traded at least 30,000,000 non-displayed ADV.¹⁸ To qualify for Tier 8 in the current month, in the prior month a Member must have added at least 40,000,000 ADV of displayed liquidity.¹⁹

To expand access to the Incremental Fee Tier 2 reduced fee to Members who qualified for Tier 7 or Tier 8 in the prior month, IEX proposes to reduce the threshold amount, from 15,000,000 to 10,000,000 ADV, by which these Members' Incremental Fee eligible ADV in the prior month must have exceeded their Baseline non-displayed ADV, in order to qualify for the Incremental Fee Tier 2 reduced fee in the current month. This proposed change, working in tandem with the Displayed Liquidity Adding Rebate Tiers, is designed to incentivize Members to add both displayed and non-displayed liquidity to

¹⁸ "non-displayed ADV" refers to executions with the following Fee Code Combinations: MI, MIB, TI, TIB, TIY, TIYB, TIR, TLW, TLWB, and MIA. See Fee Schedule.

¹⁹ Id.

the Exchange by making it easier for Members that add substantial amounts of displayed liquidity to benefit from the Incremental Fee Tier 2 reduced fee.

IEX proposes to make the following changes to the Fee Schedule to effectuate this lower Incremental Fee Tier 2 qualification threshold for Members who qualified for Tier 7 or Tier 8:

- Revise the second bullet under footnote 6 to read:
 - “A Member qualifies for the Incremental Fee (i.e., Incremental Fee Tier 2) in the current month if its Incremental Fee eligible ADV in the prior month exceeded its Baseline non-displayed ADV by at least 15,000,000 (or by at least 10,000,000 if the Member qualified for Displayed Liquidity Adding Rebate Tier 7 or Tier 8).”
- In the Incremental Fee Tier Calculation Table, change the two current references to footnote “a” in the table, and the text describing footnote “a” under the table to now refer to footnote “b”
- In the same table, add a new footnote “a” to the “Required Criteria” for both tiers, and insert the following explanatory text under the table:
 - “^a A Member that qualifies for either Displayed Liquidity Adding Rebate Tier 7 or Tier 8 (based on its prior month activity) qualifies for Incremental Fee Tier 2 in the current month if its prior month’s Incremental non-displayed ADV exceeded its Baseline non-displayed ADV by at least 10,000,000. The below examples for Incremental Fee Tier Option 1 and Option 2 assume the Member did not qualify for Displayed Liquidity Added Rebate Tier 7 or Tier 8, and therefore the Member’s Incremental non-displayed ADV must exceed its Baseline non-displayed ADV by at least 15,000,000 in the prior month to qualify for Incremental Fee Tier 2 in the current month.”

Second, IEX proposes to double the cap on the amount of Incremental Fee eligible ADV for which a Member may pay the reduced fee of \$0.0001 in the current month, if that Member qualified for Incremental Fee Tier 2 in at least each of the three immediately preceding months. For example, if a Member qualifies for Incremental Fee Tier 2 in December 2025; January 2026; and February 2026, the Member will be eligible to pay the reduced fee for up to twice its Baseline non-displayed ADV in March 2026.

Thus, if the Member's Baseline non-displayed ADV in March 2026 is 15,000,000 and its Incremental Fee eligible ADV is 50,000,000 (i.e., its Incremental non-displayed ADV is 35,000,000), the \$0.0001 fee is applicable to 30,000,000 of its Incremental Fee eligible ADV in March (two times the Member's Baseline non-displayed ADV of 15,000,000), and the \$0.0010 fee is applicable to 20,000,000 of its Incremental Fee eligible ADV.

To effect these proposed changes, IEX proposes to make the following revisions to the Fee Schedule:

- Amend the new footnote “b” to the Incremental Fee Tier Calculation Table by adding text to the end of the first sentence. As proposed, the first sentence of footnote “b” will read in full:
 - “^b This fee is only applicable to Incremental non-displayed ADV that does not exceed the Baseline non-displayed ADV for Members that have not qualified for Incremental Fee Tier 2 in each of the three immediately preceding months. For Members that have qualified for Incremental Fee Tier 2 for at least the three immediately preceding months, the reduced fee is only applicable to Incremental non-displayed ADV that is less than or equal to **two times** the Baseline non-displayed ADV. For example, if such a Member's Baseline non-displayed ADV is 15,000,000 and its Incremental Fee eligible ADV is 50,000,000 (i.e., its Incremental non-displayed ADV is 35,000,000), the \$0.0001 fee is applicable to 30,000,000 of its Incremental Fee eligible ADV (two times the Member's Baseline non-displayed ADV), and the \$0.0010 fee is applicable to 20,000,000 of its Incremental Fee eligible ADV.”
- Add language before the example tables under Incremental Fee Tier Option 1 and Option 2 explaining that “these examples all assume that the Members' reduced fees are capped at their Baseline non-displayed ADV (i.e., the Members did not qualify for Incremental Fee Tier 2 in each of the three immediately preceding months).”
- Add text to the end of the definition of “Incremental non-displayed TAV” in the Incremental Fee Tier Option 2 section to clarify how Incremental non-displayed TAV is calculated for a Member that has qualified for Incremental Fee Tier 2 in at least the three immediately preceding months. The last two sentences of the definition will now read in full:
 - “If this value exceeds the Baseline non-displayed TAV, the number of shares eligible for the reduced Incremental Fee is

capped at the Baseline non-displayed TAV for Members that have not qualified for Incremental Fee Tier 2 in each of the three immediately preceding months. For Members that have qualified for Incremental Fee Tier 2 for at least the three immediately preceding months, the number of shares eligible for the reduced Incremental Fee is capped at two times the Baseline non-displayed ADV.”

Finally, IEX proposes making a clarifying edit to the Fee Schedule. The last sentence of the renamed footnote “b” to the Incremental Fee Tier Calculation Table states that “Additionally, IEX notes that the above criteria to qualify for Incremental Fee Tier 2 will expire no later than February 28, 2027.” As described above, footnote “b” now contains text describing the doubling of the cap on the reduced fee for Members that qualify for Incremental Fee Tier 2 in at least the three immediately preceding months. That aspect of the Incremental Fee Tiers is not a qualifying criteria that will expire on February 28, 2027; the text in the footnote is meant to refer to the manner in which the Baseline non-displayed ADV is calculated for all Exchange Members. Thus, IEX proposes to delete this sentence from footnote “b”, and to add a new fifth bullet (sub-bullet four to the first bullet) at the top of the Incremental Fee Tiers section of the Fee Schedule, which reads: “The criteria to qualify for Incremental Fee Tier 2 will expire no later than February 28, 2027.”

As noted above, changes to the Fee Schedule pursuant to this proposal are effective upon filing²⁰, and will be implemented on March 1, 2026. The “Fee Transparency” requirements in Rule 610(d) of Regulation NMS require that transaction fees and rebates must be determinable at the time of the execution. This fee filing is fully

²⁰ 15 U.S.C. 78s(b)(3)(A)(ii).

consistent with the Fee Transparency requirements because a Member will know at the start of the month if it is eligible for the lower threshold to qualify for Incremental Fee Tier 2 because the Member will know whether it qualified for Tier 7 or Tier 8 in the prior month. Similarly, a Member that qualified for Incremental Fee Tier 2 in the months of December 2025, January 2026, and February 2026 will know at the end of February that, for March, the cap on its Incremental Fee eligible ADV eligible for the reduced fee of \$0.0001 will be double the Member's Baseline non-displayed ADV.

Finally, as noted above, the Exchange is not proposing to change the fees applicable to executions of and with orders with an execution price below \$1.00 per share.

2. Statutory Basis

IEX believes that the proposed rule change is consistent with the provisions of Section 6(b)²¹ of the Act in general and furthers the objectives of Sections 6(b)(4)²² of the Act, in particular, in that it is designed to not be unfairly discriminatory and to provide for the equitable allocation of reasonable dues, fees and other charges among its Members and other persons using its facilities.

First, as described in the Purpose section, this proposed fee change will continue to make IEX's fees determinable at the time of execution as required by Rule 610(d) of Regulation NMS.

Additionally, IEX believes that the proposed lower threshold to qualify for Incremental Fee Tier 2 for Members that add a substantial amount of displayed liquidity

²¹ 15 U.S.C. 78f.

²² 15 U.S.C. 78f(b)(4).

and order flow seeking to trade with displayed orders to the Exchange is consistent with the purposes of the Act. This part of the proposal, which IEX makes for business and competitive reasons, is designed to further incentivize Members to add more displayed liquidity to the Exchange, thereby contributing to a deeper and more liquid market, to the benefit of all market participants.

IEX also believes that doubling the cap on the volume to which the Incremental Fee Tier 2 reduced fee will apply for Members that qualified for Incremental Fee Tier 2 in at least the three preceding months furthers the objectives of the Act. This aspect of the proposal, which IEX also makes for business and competitive reasons, is designed to incentivize Members to increase their volume of non-displayed trading on the Exchange and to maintain that volume in subsequent months. IEX believes that this increased non-displayed volume on the Exchange will contribute to a deeper and more liquid market, which benefits all market participants and provides greater execution opportunities on the Exchange.

IEX also believes that this proposal provides for the equitable allocation of reasonable fees among its Members and is not designed to be unfairly discriminatory because any Member that qualifies for Tier 7 or Tier 8 will be able to qualify for Incremental Fee Tier 2 using the lower threshold of Incremental Fee eligible ADV in the prior month exceeding the Baseline non-displayed ADV by at least 10,000,000. And all Members, irrespective of their displayed liquidity adding activity, will be eligible to double their non-displayed volume that will be eligible for the Incremental Fee Tier 2 reduced fee of \$0.0001 per share, by qualifying for Incremental Fee Tier 2 in three consecutive months. All similarly situated Members will be treated the same by this

proposal. Thus, IEX does not believe that any aspect of this proposal raises new or novel issues not already considered by the Commission.

Further, IEX believes that the proposed clarifying change to the IEX Fee Schedule set forth in the Purpose section furthers the purposes of the Act because it provides greater clarity about what criteria will expire no later than February 28, 2027, thereby reducing the potential for confusion of any market participants, which is consistent with the protection of investors and the public interest.

The Exchange operates in a highly competitive market in which market participants can readily direct order flow to competing venues if they deem fee levels at a particular venue to be excessive. Within that context, these proposed changes to the Incremental Fee Tier structure are designed to keep IEX's non-displayed trading prices competitive with those of other exchanges.

B. Self-Regulatory Organization's Statement on Burden on Competition

IEX does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange does not believe that the proposed rule change will impose any burden on intermarket competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange operates in a highly competitive market in which market participants can readily direct order flow to competing venues if fee schedules at other venues are viewed as more favorable. Consequently, the Exchange believes that the degree to which IEX fees could impose any burden on competition is extremely limited and does not believe that such fees would burden competition between Members or competing venues. Moreover, as noted in the Statutory Basis section, the Exchange does

not believe that the proposed changes raise any new or novel issues not already considered by the Commission.

The Exchange does not believe that the proposed rule change will impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act because, while different fees are assessed on Members, these fees are not based on the type of Member entering the orders that match, but rather on the Member's own trading activity. Further, the proposed fee change is intended to encourage market participants to bring increased order flow to the Exchange, which benefits all market participants.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

Written comments were neither solicited nor received.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(ii)²³ of the Act.

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings under Section 19(b)(2)(B)²⁴ of the Act to determine whether the proposed rule change should be

²³ 15 U.S.C. 78s(b)(3)(A)(ii).

²⁴ 15 U.S.C. 78s(b)(2)(B).

approved or disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic Comments:

- Use the Commission's internet comment form (<https://www.sec.gov/rules/sro.shtml>); or
- Send an email to rule-comments@sec.gov. Please include File Number SR-IEX-2026-05 on the subject line.

Paper Comments:

- Send paper comments in triplicate to Secretary, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549-1090.

All submissions should refer to file number SR-IEX-2026-05. This file number should be included on the subject line if email is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's internet website (<https://www.sec.gov/rules/sro.shtml>). Copies of the filing will be available for inspection and copying at the principal office of the Exchange. Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold entirely from publication submitted material that is obscene or subject to copyright protection. All submissions should refer to file number SR-IEX-2026-05 and should be submitted on or

before [INSERT DATE 21 DAYS AFTER DATE OF PUBLICATION IN THE
FEDERAL REGISTER].

For the Commission, by the Division of Trading and Markets, pursuant to
delegated authority.²⁵

Sherry R. Haywood,

Assistant Secretary.

²⁵ 17 CFR 200.30-3(a)(12).

Exhibit 5 – Text of Proposed Rule Change

Proposed new language is underlined; proposed deletions are in brackets.

Investors Exchange Fee Schedule

Effective March 1, 2026

Transaction Fees

Fee Code Combinations and Associated Fees:

Footnotes

⁶ **Incremental Fee Tiers (Applicable to Executions at or above \$1):**

- IEX’s Incremental Fee Tiers provide Members an opportunity to pay a reduced fee of \$0.0001 per share (the “Incremental Fee”) for Incremental Fee eligible ADV in the current month.
 - A Member qualifies for the Incremental Fee (i.e., Incremental Fee Tier 2) in the current month if its Incremental Fee eligible ADV in the prior month[non-displayed ADV] exceeded its Baseline non-displayed ADV by at least 15,000,000 (or by at least 10,000,000 if the Member qualified for Displayed Liquidity Adding Rebate Tier 7 or Tier 8).
 - Incremental Fee eligible ADV that does not qualify for Incremental Fee Tier 2 is charged the base rate of \$0.0010 per share.
 - The current month’s Incremental Fee eligible ADV will determine the Member’s qualification for Incremental Fee Tier 2 for the next month.
 - The criteria to qualify for Incremental Fee Tier 2 will expire no later than February 28, 2027.
- IEX offers Members two options for calculating trading fees for the Incremental Fee Tier, each of which achieves fee determinism.
 - Members shall notify IEX of which Incremental Fee option the Member wants applied to its Incremental Fee eligible ADV, in such manner as specified by the Exchange, in advance of the beginning of a new calendar month. If the Member does not select an option (and has not previously selected an option), the default option for calculating the Member’s Incremental Fee will be Option 1.

Incremental Fee Tier Fee Calculation Table (used by both Options 1 and 2)

Tier	Required Criteria	Fee for Baseline non-displayed ADV	Fee for Incremental non-displayed ADV^{[a]b}
Tier 1	Member's Incremental non-displayed ADV was less than 15,000,000 ^a	\$0.0010	\$0.0010
Tier 2	Member's Incremental non-displayed ADV was greater than or equal to 15,000,000 ^a	\$0.0010	\$0.0001 ^{[a]b}

^a A Member that qualifies for either Displayed Liquidity Adding Rebate Tier 7 or Tier 8 (based on its prior month activity) qualifies for Incremental Fee Tier 2 in the current month if its prior month's Incremental non-displayed ADV exceeded its Baseline non-displayed ADV by at least 10,000,000. The below examples for Incremental Fee Tier Option 1 and Option 2 assume the Member did not qualify for Displayed Liquidity Added Rebate Tier 7 or Tier 8, and therefore the Member's Incremental non-displayed ADV must exceed its Baseline non-displayed ADV by at least 15,000,000 in the prior month to qualify for Incremental Fee Tier 2 in the current month.

^b This fee is only applicable to Incremental non-displayed ADV that does not exceed the Baseline non-displayed ADV for Members that have not qualified for Incremental Fee Tier 2 in each of the three immediately preceding months. For Members that have qualified for Incremental Fee Tier 2 for at least the three immediately preceding months, the reduced fee is only applicable to Incremental non-displayed ADV that is less than or equal to **two times** the Baseline non-displayed ADV. For example, if such a Member's Baseline non-displayed ADV is 15,000,000 and its Incremental Fee eligible ADV is 50,000,000 (i.e., its Incremental non-displayed ADV is 35,000,000), the \$0.0001 fee is applicable to 30,000,000 of its Incremental Fee eligible ADV (two times the Member's Baseline non-displayed ADV), and the \$0.0010 fee is applicable to 20,000,000 of its Incremental Fee eligible ADV. [Additionally, IEX notes that the above criteria to qualify for Incremental Fee Tier 2 will expire no later than February 28, 2027.]

Incremental Fee Tier Option 1

- For Option 1, IEX will apply the Incremental Fee Tier Calculation Table to the Member's Incremental Fee eligible ADV in the prior month to calculate the blended rate based on the fees charged to the Member for its prior month activity (rounded to five decimal places). The blended rate will be applied to all Incremental Fee eligible ADV in the current month.
- The following examples demonstrate how this fee is determinable at the time of execution (in the examples, millions are abbreviated as "mm", e.g., "20,000,000" is written as "20mm").
These examples all assume the Members' reduced fees are capped at their Baseline non-

displayed ADV (i.e., the Members did not qualify for Incremental Fee Tier 2 in each of the three immediately preceding months):

Ex.	Baseline non-displayed ADV	Prior Month ADV*	Month 1 ADV*	Month 2 ADV*	Month 1 Fees	Month 2 Fees
1	20mm	35mm	35mm	25mm	\$0.00061/share**	\$0.00061/share***
2	20mm	40mm	25mm	35mm	\$0.00055/share	\$0.0010/share
3	20mm	40mm	50mm	10mm	\$0.00055/share	\$0.00064/share

*Incremental Fee eligible ADV

**A Member with a Baseline non-displayed ADV of 20,000,000 that has Incremental Fee eligible ADV of 35,000,000 in the Prior Month will pay \$0.00061 for all Incremental Fee eligible ADV in Month 1, because that is the blended average of the Member's Prior Month trading fees (\$0.0010/share fee for 20,000,000 and \$0.0001/share fee for 15,000,000).

***Since the prior month's blended rate is used, the fact that the Member's Month 2 Incremental Fee eligible ADV did not exceed the Baseline non-displayed ADV by at least 15,000,000 would not be taken into account until Month 3 billing.

Incremental Fee Tier Option 2

- Under proposed Option 2, Incremental Fees are calculated based on total shares traded (total actual volume or "TAV") in the current month, not a blended rate of the prior month's Incremental Fee eligible ADV (like in Option 1). Thus, Option 2 introduces the following terms:
 - "Baseline non-displayed TAV" is calculated by multiplying the Baseline non-displayed ADV times the number of trading days in the current month.
 - "Incremental Fee eligible TAV" is calculated by multiplying the current month's Incremental Fee eligible ADV times the number of trading days in the current month.
 - "Incremental non-displayed TAV" is the amount by which the current month's Incremental Fee eligible TAV exceeds the Baseline non-displayed TAV. If the Baseline non-displayed TAV is greater than the Incremental Fee eligible TAV, this value is 0. If this value exceeds the Baseline non-displayed TAV, the number of shares eligible for the reduced Incremental Fee is capped at the Baseline non-displayed TAV for Members that have not qualified for Incremental Fee Tier 2 in each of the three immediately preceding months. For Members that have qualified for Incremental Fee Tier 2 for at least the three immediately preceding months, the number of shares eligible for the reduced Incremental Fee is capped at **two times** the Baseline non-displayed ADV.
- The following examples demonstrate how this fee is determinable at the time of execution (in the examples, millions are abbreviated as "mm", e.g., "20,000,000" is written as "20mm"). These examples all assume the Members' reduced fees are capped at their Baseline non-

displayed ADV (i.e., the Members did not qualify for Incremental Fee Tier 2 in each of the three immediately preceding months):

	Baseline non-displayed ADV	Prior Month ADV*	Month 1 (19 Trading Days)				Month 1 Fees
			ADV *	Total Volume* *	Baseline Volume***	Incremental Volume ****	
1	20mm	35mm	35mm	665mm	380mm	285mm	<ul style="list-style-type: none"> • \$0.0010/share on first 380mm shares • \$0.0001/share on remaining 285mm shares
2	20mm	40mm	25mm	475mm	380mm	95mm	<ul style="list-style-type: none"> • \$0.0010/share on first 380mm shares • \$0.0001/share on remaining 95mm shares
3	20mm	40mm	50mm	950mm	380mm	570mm (only 380mm eligible for \$0.0001 fee)	<ul style="list-style-type: none"> • \$0.0010/share on first 380mm shares • \$0.0001/share on next 380mm shares • \$0.0010/share on remaining 190mm shares
	Baseline non-displayed ADV	Month 1 ADV*	Month 2 (22 Trading Days)				Month 2 Fees
			ADV *	Total Volume* *	Baseline Volume***	Incremental Volume ****	
1	20mm	35mm	25mm	550mm	440mm	110mm	<ul style="list-style-type: none"> • \$0.0010/share on first 440mm shares • \$0.0001/share on remaining 110mm shares
2	20mm	25mm	35mm	770mm	N/A (Month 1)	N/A	<ul style="list-style-type: none"> • \$0.0010/share on all 770mm

					ADV did not exceed Baseline Vol. by at least 15 mm)		shares
3	20mm	50mm	10mm	220mm	440mm	0 (Baseline Vol. > Total Vol.)	<ul style="list-style-type: none"> \$0.0010/share on all 220mm shares

*Incremental Fee eligible ADV

**Incremental Fee eligible TAV

***Baseline non-displayed TAV

****Incremental non-displayed TAV
