

**EXHIBIT 5**

Deleted text is [bracketed]. New text is underlined>.

**THE NASDAQ STOCK MARKET LLC RULES****5910. The Nasdaq Global Market (including the Nasdaq Global Select Market)****(a) Entry Fee**

(1)

(A)(i) [A Company that submits an application and lists any class of its securities (not otherwise identified in this Rule 5900 Series) on the Nasdaq Global Market prior to January 1, 2023, shall pay to Nasdaq a fee calculated on total shares outstanding, according to the following schedule. This fee will be assessed on the date of listing on the Nasdaq Global Market. Assessment of the application fees is described in paragraph (a)(11), below.

Up to 30 million shares \$150,000

30+ to 40 million shares \$170,000

40+ to 50 million shares \$210,000

50+ to 60 million shares \$250,000

60+ to 70 million shares \$290,000

Over 70 million shares \$295,000.

(ii) Any] A Company [company not covered by paragraph (i) (and not otherwise identified in this Rule 5900 Series)] shall pay to Nasdaq a \$270,000 fee the first time the Company lists a class of its securities (not otherwise identified in this Rule 5900 Series). This fee will be assessed on the date of listing on the Nasdaq Global Market. Assessment of the application fees is described in paragraph (a)(11), below.

[(iii) Effective January 1, 2023, any] (ii) A Company that lists an additional class of equity securities (not otherwise identified in this Rule 5900 Series) is not subject to entry fees under this rule but is charged a non-refundable \$25,000 initial application fee as described in paragraph (a)(11), below.

(B) A Company that submits an application to first list under IM-5101-2 (Listing of Companies Whose Business Plan is to Complete One or More Acquisitions) [and lists prior to January 1, 2023, shall pay to Nasdaq a fee calculated on total shares outstanding, according to the following schedule. On or after January 1, 2023, these

Companies are] is subject to a flat Entry Fee of \$80,000, which covers both the primary equity securities and also warrants and rights, if any. The Entry Fee for a Company first listed under IM-5101-2 is based on the fee schedule in effect on the date of listing but is initially deferred and will be assessed on the first anniversary of the date of listing. Assessment of the application fees is described in paragraph (a)(11), below. [Effective January 1, 2023, a] A Company listed under IM-5101-2 (until the Company has satisfied the condition in Rule IM-5101-2(b)) that lists an additional class of equity securities (not otherwise identified in this Rule 5900 Series) is not subject to entry fees under this rule but is charged a non-refundable \$5,000 initial application fee as described in paragraph (a)(11), below.

[Up to 15 million shares \$50,000

Over 15 million shares \$75,000]

(2)-(10) No change.

(11) A Company (except for a company listing under IM-5101-2) subject to the Entry Fee described in paragraph (a)(1) of this Rule must submit a non-refundable \$25,000 initial application fee with its application. A Company listing under IM-5101-2 must submit a non-refundable \$5,000 initial application fee with its application. If the Company does not list within 12 months of submitting its application [(or by October 15, 2014, if later)], it will be assessed an additional non-refundable \$5,000 application fee each 12 months thereafter to keep its application open. If a Company does not timely pay such additional application fee, its application will be closed and it will be required to submit a new application and initial application fee if it subsequently reapplies. Nasdaq will credit all application fees paid by the Company in connection with an application that has not been closed towards the Entry Fee payable upon listing.

**(b) All-Inclusive Annual Listing Fee**

(1) No change.

(2) The All-Inclusive Annual Listing Fee will be calculated on total shares outstanding according to the following schedules:

(A) All domestic and foreign Companies listing equity securities, except as described below:

Up to 10 million shares \$50,000 [(\$48,000 until December 31, 2022)]

10+ to 50 million shares \$62,000 [(\$59,500 until December 31, 2022)]

50+ to 75 million shares \$84,000 [(\$81,000 until December 31, 2022)]

75+ to 100 million shares \$112,000 [(\$107,500 until December 31, 2022)]

100+ to 125 million shares \$140,000 [(\$134,500 until December 31, 2022)]

125+ to 150 million shares \$151,500 [(\$145,500 until December 31, 2022)]

Over 150 million shares \$173,500 [(\$167,000 until December 31, 2022)]

Real Estate Investment Trusts (REITs) are subject to the same fee schedule as other equity securities. For the purpose of determining the total shares outstanding, shares outstanding of all members in a REIT Family listed on the Nasdaq Global Market may be aggregated. The maximum annual fee applicable to such a REIT Family shall not exceed \$173,500 [(\$167,000 until December 31, 2022)]. For purposes of this rule, a "REIT Family" means three or more REITs that are provided management services by the same entity or by entities under common control.

(B) Companies listing American Depositary Receipts (ADRs):

Up to 10 million ADRs and other listed equity securities \$50,000 [(\$48,000 until December 31, 2022)]

10+ to 50 million ADRs and other listed equity securities \$56,500 [(\$54,500 until December 31, 2022)]

50+ to 75 million ADRs and other listed equity securities \$67,000 [(\$64,500 until December 31, 2022)]

Over 75 million ADRs and other listed equity securities \$89,500 [(\$86,000 until December 31, 2022)]

(C) Closed-end Funds:

Up to 50 million shares \$34,500 [(\$33,000 until December 31, 2022)]

50+ to 100 million shares \$56,500 [(\$54,500 until December 31, 2022)]

100+ to 250 million shares \$84,000 [(\$81,000 until December 31, 2022)]

Over 250 million shares \$112,000 [(\$107,500 until December 31, 2022)]

For the purpose of determining the total shares outstanding, fund sponsors may aggregate shares outstanding of all Closed-End Funds in the same fund family listed on the Nasdaq Global Market or the Nasdaq Capital Market, as shown in the Company's most recent periodic reports required to be filed with the appropriate regulatory authority or in more recent information held by Nasdaq. A fund family

is subject to the same fee schedule as a single Closed-End Fund and the maximum All-Inclusive Annual Listing Fee applicable to a fund family shall not exceed \$112,000 [(\$107,500 until December 31, 2022)]. For purposes of this rule, a "fund family" is defined as two or more Closed-End Funds that have a common investment adviser or have investment advisers who are "affiliated persons" as defined in Section 2(a)(3) of the Investment Company Act of 1940, as amended.

(D) Limited Partnerships:

Up to 75 million shares \$42,000 [(\$40,500 until December 31, 2022)]

75+ to 100 million shares \$56,500 [(\$54,500 until December 31, 2022)]

100+ to 125 million shares \$69,500 [(\$67,000 until December 31, 2022)]

125+ to 150 million shares \$75,500 [(\$72,500 until December 31, 2022)]

Over 150 million shares \$87,000 [(\$83,500 until December 31, 2022)]

(E) No change.

(F) [Companies listing under IM-5101-2 (Listing of Companies Whose Business Plan is to Complete One or More Acquisitions) prior to January 1, 2023]:

Up to 10 million shares \$45,000

10+ to 50 million shares \$59,500

Over 50 million shares \$81,000]

Companies listing under IM-5101-2 (Listing of Companies Whose Business Plan is to Complete One or More Acquisitions) [after January 1, 2023]:

Up to 50 million shares \$70,000

Over 50 million shares \$81,000

(G) No change.

**(3) Assessment of All-Inclusive Annual Listing Fee**

(A)-(G) No change.

**5920. The Nasdaq Capital Market**

**(a) Entry Fee**

(1) (A) A Company that submits an application to list any class of its securities (not otherwise identified in this Rule 5900 Series) on the Nasdaq Capital Market, shall pay to Nasdaq a fee calculated on total shares outstanding, according to the following schedule. For a Company (other than a company listed under IM-5101-2) this fee will be assessed on the date of entry on the Nasdaq Capital Market. [The Entry Fee for a Company listed under IM-5101-2 prior to January 1, 2023, is based on the fee schedule below but is initially deferred and will be assessed on the first anniversary of the date of listing. Assessment of the application fees is described in paragraph (a)(11) below.]

Up to 15 million shares \$50,000

Over 15 million shares \$75,000

(B) [On or after January 1, 2023, a] A Company that submits an application to first list under IM-5101-2 (Listing of Companies Whose Business Plan is to Complete One or More Acquisitions) shall pay to Nasdaq a flat Entry Fee of \$80,000, which covers both the primary equity securities and also warrants and rights, if any. The Entry Fee for a Company first listed under IM-5101-2 is based on the fee schedule in effect on the date of listing but is initially deferred and will be assessed on the first anniversary of the date of listing. Assessment of the application fees is described in paragraph (a)(11), below.

(2)-(10) No change.

(11) A Company (including a company listed under IM-5101-2) subject to the Entry Fee described in paragraph (a)(1) of this Rule must submit a non-refundable \$5,000 initial application fee with its application. If the Company does not list within 12 months of submitting its application [(or by October 15, 2014, if later)], it will be assessed an additional non-refundable \$5,000 application fee each 12 months thereafter to keep its application open. If a Company does not timely pay such additional application fee, its application will be closed and it will be required to submit a new application and initial application fee if it subsequently reapplies. Nasdaq will credit all application fees paid by the Company in connection with an application that has not been closed towards the Entry Fee payable upon listing.

(12) The fees described in this Rule 5920(a) shall not be applicable, to a Company that transfers securities from the Nasdaq Global Market to the Nasdaq Capital Market. However, such a Company must submit a \$5,000 initial application fee with its application [if the application is filed after October 15, 2013].

**(b) All-Inclusive Annual Listing Fee**

(1) No change.

(2) The All-Inclusive Annual Listing Fee will be calculated on total shares outstanding according to the following schedules:

(A) All domestic and foreign Companies listing equity securities, except as described below:

Up to 10 million shares \$47,000 [(\$45,000 until December 31, 2022)]

10+ to 50 million shares \$62,000 [(\$59,500 until December 31, 2022)]

Over 50 million shares \$84,000 [(\$81,000 until December 31, 2022)]

Real Estate Investment Trusts (REITs) are subject to the same fee schedule as other equity securities. For the purpose of determining the total shares outstanding, shares outstanding of all members in a REIT Family listed on the Nasdaq Capital Market may be aggregated. The maximum annual fee applicable to such a REIT Family shall not exceed \$84,000 [(\$81,000 until December 31, 2022)]. For purposes of this rule, a "REIT Family" means three or more REITs that are provided management services by the same entity or by entities under common control.

(B) Companies listing American Depositary Receipts (ADRs):

Up to 10 million ADRs and other listed equity securities \$47,000 [(\$45,000 until December 31, 2022)]

Over 10 million ADRs and other listed equity securities \$56,500 [(\$54,500 until December 31, 2022)]

(C) Closed-end Funds:

Up to 50 million shares \$34,500 [(\$33,000 until December 31, 2022)]

50+ to 100 million shares \$56,500 [(\$54,500 until December 31, 2022)]

100+ to 250 million shares \$84,000 [(\$81,000 until December 31, 2022)]

Over 250 million shares \$112,000 [(\$107,500 until December 31, 2022)]

For the purpose of determining the total shares outstanding, fund sponsors may aggregate shares outstanding of all Closed-End Funds in the same fund family listed on the Nasdaq Global Market or the Nasdaq Capital Market, as shown in the Company's most recent periodic reports required to be filed with the appropriate regulatory authority or in more recent information held by Nasdaq. A fund family is subject to the same fee schedule as a single Closed-End Fund and the maximum All-Inclusive Annual Listing Fee

applicable to a fund family shall not exceed \$112,000 [(\$107,500 until December 31, 2022)]. For purposes of this rule, a "fund family" is defined as two or more Closed-End Funds that have a common investment adviser or have investment advisers who are "affiliated persons" as defined in Section 2(a)(3) of the Investment Company Act of 1940, as amended.

(D) Limited Partnerships:

Up to 75 million shares \$34,500 [(\$33,000 until December 31, 2022)]

Over 75 million shares \$42,000 [(\$40,500 until December 31, 2022)]

(E)-(F) No Change.

(G) Companies listing under IM-5101-2 (Listing of Companies Whose Business Plan is to Complete One or More Acquisitions):

Up to 50 million shares \$70,000 [(until December 31, 2022, \$45,000 for a company with up to 10 million shares and \$59,500 for a company with 10+ to 50 million shares)]

Over 50 million shares \$81,000

**(3) Assessment of All-Inclusive Annual Listing Fee**

(A)-(C) No change.

**(D) Transfers from Global and Global Select Market.** If a Company transfers its listing from the Global or Global Select Market to the Capital Market, it will not owe any additional All-Inclusive Annual Listing Fee for the Capital Market, nor shall it receive any credit or offset of the portion of the All-Inclusive Annual Listing Fee paid or assessed for the prior market.

For example, a Company with 110 million total shares outstanding is listed on the Global Market and transfers to the Capital Market on October 20, 202[2]3. Its new All-Inclusive Annual Listing Fee for the Capital Market is \$84,000. Since this Company already paid an All-Inclusive Annual Listing Fee of \$140,000 on the Global Market, it will not owe any additional All-Inclusive Annual Listing Fee for that calendar year. However, the Company would not receive any further credit of the amount previously paid for listing on the Global Market and would owe the full \$84,000 Capital Market All-Inclusive Annual Listing Fee in the following year.

(E)-(G) No change.