

Exhibit 5H

Note: Proposed new language is underlined. Proposed deletions are enclosed in [brackets].

Rules of Bats EDGA Exchange, Inc.

CHAPTER II. MEMBERS OF THE EXCHANGE

Rule 2.3. Member Eligibility

Except as hereinafter provided, any registered broker or dealer that is and remains a member of [another] a national securities association registered under Section 15A(a) of the Act or a member of another national securities exchange [or association] registered under Section 6(a) of the Act (other than or in addition to the [Exchange's] following affiliates [-] of the Exchange: Bats BZX Exchange, Inc., Bats BYX Exchange, Inc., [or] Bats EDGX Exchange, Inc., or C2 Options Exchange, Inc.) or any person associated with such a registered broker or dealer, shall be eligible to be and to remain a Member.

Rule 2.10. Affiliation between Exchange and a Member

Without the prior approval of the Commission, the Exchange or any entity with which it is affiliated shall not, directly or indirectly, acquire or maintain an ownership interest in a Member. In addition, without the prior approval of the Commission, a Member shall not be or become an affiliate of the Exchange, or an affiliate of any affiliate of the Exchange. The term affiliate shall have the meaning specified in Rule 12b-2 under the Act. Nothing in this Rule 2.10 shall prohibit a Member or its affiliate from acquiring or holding an equity interest in CBOE Holdings, [Bats Global Markets,] Inc. that is permitted by the ownership and voting limitations contained in the Certificate of Incorporation and Bylaws of CBOE Holdings, [Bats Global Markets,] Inc. In addition, nothing in this Rule 2.10 shall prohibit a Member from being or becoming an affiliate of the Exchange, or an affiliate of any affiliate of the Exchange, solely by reason of such Member or any officer, director, manager, managing member, partner or affiliate of such Member being or becoming either (a) a Director (as such term is defined in the Bylaws of the Exchange) pursuant to the Bylaws of the Exchange, or (b) a Director serving on the Board of Directors of CBOE Holdings, [Bats Global Markets,] Inc. In addition, nothing in this Rule 2.10 shall prohibit the Exchange from being an affiliate of its routing broker/dealer [Direct Edge ECN LLC d/b/a DE Route] Bats Trading, Inc. or of Bats EDGX Exchange, Inc., Bats BZX Exchange, Inc., Bats BYX Exchange, Inc., [or Bats Trading, Inc.]

Chicago Board Options Exchange, Incorporated, C2 Options Exchange, Incorporated, or CBOE Futures Exchange, LLC.

Rule 2.12. Bats Trading, Inc. as Inbound Router

(3) The Exchange, on behalf of [Bats Global Markets, Inc.]the holding company indirectly owning the Exchange and Bats Trading, shall establish and maintain procedures and internal controls reasonably designed to ensure that Bats Trading does not develop or implement changes to its systems on the basis of nonpublic information obtained as a result of its affiliation with the Exchange until such information is available generally to similarly situated members of the Exchange in connection with the provision of inbound order routing to the Exchange.
