

EXHIBIT 5

Bold and underlined text indicates proposed added language.

~~Bold and strikethrough~~ text indicates proposed deleted language.

RULES

BY-LAWS

ORGANIZATION CERTIFICATE

THE DEPOSITORY TRUST COMPANY

RULE 1

DEFINITIONS; GOVERNING LAW

Issuing Agent Account

The term “Issuing Agent Account” means the Account of an MMI Issuing Agent, designated as such by the MMI Issuing Agent in the manner specified in the Procedures, as the Account to be used in connection with the issuance of MMI Securities for which it is the MMI Issuing Agent.

LEI

The term “LEI” means a Legal Entity Identifier that is a 20-character reference code to uniquely identify legally distinct entities that engage in financial transactions based on the ISO 17442 standard developed by the International Organization for Standardization that satisfies the standards implemented by the Global Legal Entity Identifier Foundation.

Lender

The term “Lender” means a bank or other lender which has extended credit to the Corporation for purposes authorized by these Rules.

RULE 2

PARTICIPANTS AND PLEDGEES

Section 11. As part of their application materials, each applicant to become a Participant or Pledgee shall complete and deliver to the Corporation a Cybersecurity Confirmation (as defined below), in addition to the successful completion of network and connectivity testing at the current DTC standards (the scope of such testing to be determined by the Corporation in its sole discretion).

Section 12. As part of their application materials, each applicant to become a Participant, Pledgee, DRS Agent or FAST Agent shall obtain and provide to the Corporation an LEI.

Each Participant, Pledgee, DRS Agent and FAST Agent shall have a current LEI on file with the Corporation at all times.¹

RULE 30

CANADIAN-LINK SERVICE

Section 10. Canadian-Link Charges.

(a) Each Participant shall pay all fees and charges of the Corporation for the Canadian-Link Service, which fees and charges shall include without limitation (i) the fees and charges of CDS for holding Cross-Border Securities and processing Cross-Border Transactions between Canadian-Link Participants and CDS Participants for the Corporation, (ii) other third-party fees and charges related to the Canadian-Link Service, (iii) internal allocated costs, (iv) taxes (except taxes imposed on or measured by the net income of the Corporation), other governmental charges and obligations to deduct or withhold taxes on dividend, interest and other payments related to Cross-Border Securities held by the Corporation for Canadian-Link Participants, together with interest and penalties thereon and additions thereto (other than interest, penalties and additions imposed because of the gross negligence or willful misconduct of the Corporation or its agents) and (v) penalties and other charges imposed by any governmental or regulatory authority for any failure to file documents or information required with respect to Cross-Border Securities held by the Corporation for Canadian-Link Participants (other than a failure caused by the gross negligence or willful misconduct of the Corporation or its agents).

(b) The fees and charges for the Canadian-Link Service shall be billed and paid in accordance with Rules 20 and 23.

Section 11. CDS Participants – LEI.

CDS shall provide the Corporation with an LEI for each CDS Participant for which CDS opens and maintains a subaccount at the Corporation such that the Corporation shall have a current LEI for each such CDS Participant at all times.²

¹ **Participants, Pledgees, DRS Agents and FAST Agents shall have 60 calendar days from the date that Participants, Pledgees, DRS Agents and FAST Agents are notified by Important Notice to submit their LEIs. This footnote shall sunset at the end of the 60-calendar day period.**

² **CDS shall have 60 calendar days from the date that CDS is notified by Important Notice to submit LEIs for each of the CDS Participants. This footnote shall sunset at the end of the 60-calendar day period.**