

**Exhibit 5**

Proposed new language is underlined; Proposed deletions are in [brackets].

**MEMX Membership Fee Schedule**  
**(EFFECTIVE [FEBRUARY 8]MARCH 1, 2024)**

MEMX charges the following monthly fees to maintain active membership.

**Fees applicable to all Members**

<b>Member Type</b>	<b>Monthly Fee</b>
All Members	\$200

**Additional Fees applicable to Options Trading Members**

<b>Member Type</b>	<b>Monthly Fee</b>
Options Order Entry Firm	\$1,000
Options Market Maker	\$7,000

- The MEMX membership fee is assessed to each active Member at the close of business on the first day of each month.
- If a Member is pending a voluntary termination of rights as a Member pursuant to Rule 2.8 prior to such fee being assessed and the Member does not utilize the facilities of the Exchange while such voluntary termination of rights is pending, then the Member will not be obligated to pay the monthly membership fee.
- MEMX does not return pro-rated fees if a membership is not active for an entire month.
- [Membership fees for new members of the Exchange are waived until March 1, 2024.]

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**MEMX Connectivity Fee Schedule**  
**(EFFECTIVE [FEBRUARY 15]MARCH 1, 2024)**

*Physical Connectivity*

Product	Location	Fee
xNet Physical Connection	Primary Data Center	\$6,000
xNet Physical Connection	Secondary Data Center	\$3,000

*Application Sessions*

Product	Location	Fee
Order Entry Port	Primary Data Center	\$450
Drop Copy Port	Primary Data Center	\$450

*Notes:*

- A Physical Connection can be used to access MEMX Equities and/or MEMX Options.
- An Application Session can only be used to access one MEMX trading platform, i.e., MEMX Equities or MEMX Options.
- Fees for Connectivity and Application Sessions are assessed based on each active product at the close of business on the first day of each month. If a product is cancelled by a Member submission of a written request or via the MEMX User Portal prior to such fee being assessed then the Member will not be obligated to pay the applicable product fee. MEMX does not return pro-rated fees if a product is not used for an entire month.
- MEMX does not charge for: (1) Order Entry Ports or Drop Copy Ports in the Secondary Data Center, or (2) any Test Facility Ports or MEMOIR Gap Fill Ports.
- All [Connectivity and] Application Sessions fees solely related to participation on MEMX Options shall be waived until [March]April 1, 2024.

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