

Exhibit 5

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

**THIRD[SECOND] AMENDED AND RESTATED
LIMITED LIABILITY COMPANY AGREEMENT
OF
MEMX LLC**

Dated as of June 5, 2025[May 19, 2020]

* * * * *

**THIRD[SECOND] AMENDED AND RESTATED LIMITED LIABILITY COMPANY
AGREEMENT
OF MEMX LLC**

This Third[Second] Amended and Restated Limited Liability Company Agreement (as may be amended, restated or supplemented from time to time, the “Agreement”) of MEMX LLC, a Delaware limited liability company (the “Company”), is made and entered into as of June 5, 2025[May 19, 2020] (the “Effective Date”) by and among the Persons set forth on Schedule 1.

RECITALS

WHEREAS, on October 3, 2018 (the “Original Effective Date”), MEMX Holdings LLC, a Delaware limited liability company (“Holdco”), formed the Company as a Delaware limited liability company by filing a Certificate of Formation for the Company (as may be amended, restated or supplemented from time to time, the “Certificate of Formation”) with the Secretary of State of the State of Delaware and entered into a Limited Liability Company Agreement of the Company effective as of the Original Effective Date (the “Original LLC Agreement”);

WHEREAS, Holdco, as the sole member of the Company, amended and restated the Original LLC Agreement as the First Amended and Restated Limited Liability Company Agreement of the Company dated May 7, 2019 (the “First Amended and Restated LLC Agreement”); [and]

WHEREAS, Holdco, as the sole member of the Company, amended and restated the First LLC Agreement as the Second Amended and Restated Limited Liability Company Agreement of the Company dated May 19, 2020 (the “Second Amended and Restated LLC Agreement”); and

WHEREAS, Holdco desires to amend and restate the Second[First] Amended and Restated LLC Agreement as of the Effective Date.

NOW, THEREFORE, in consideration of the mutual covenants set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

* * * * *

**ARTICLE VIII
COMMITTEES**

8.1 - 8.6 No changes.

8.7 Nominating Committee and Member Nominating Committee.

(a) Director Nominations. The Nominating Committee shall nominate candidates for election to the Board by Holdco, on an annual basis, and for all other vacant or new Director positions on the Board. The Nominating Committee, in making such nominations,

is responsible for ensuring that candidates meet the compositional requirements of Section 7.3(b). The number of Non-Industry Committee Members on the Nominating Committee shall equal or exceed the number of Industry Committee or Panel Members on the Nominating Committee. All Nominating Committee members shall be Independent Committee Members[Directors]. A Nominating Committee member may simultaneously serve on the Nominating Committee and the Board.

* * * * *