

EXHIBIT 5

Underlining indicates new text;
[brackets] indicate deletions.

Rules of NYSE Arca, Inc.

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Rule 5-E. Equities Listings

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Rule 5.3-E. Corporate Governance and Disclosure Policies

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The Exchange shall require that specific corporate governance and disclosure policies be established by domestic issuers of any equity security listed pursuant to Rule 5.2-E. Issuers of any security that is listed pursuant to the Rules of the Exchange must comply with all of the provisions of Rule 5.3-E.

Notwithstanding the foregoing, registered management investment companies, preferred and debt listings, passive business organizations (such as royalty trusts), and derivative and special purpose securities (as defined below) shall only be required to comply with the provisions of Rule 5.3-E as described below:

- Registered management investment companies (except for derivative and special purpose securities which are subject to the requirements set forth below) shall only be required to comply with the provisions of Rules 5.3-E(a), 5.3-E(c) - 5.3-E(i)(4), 5.3-E(k) (except for 5.3-E(k)(2)-(4) and 5.3-E(k)(6)), 5.3-E(m) and 5.3-E(o).
- Preferred and debt listings, passive business organizations (such as royalty trusts), and derivative and special purpose securities (as defined below) shall only be required to comply with the provisions of Rules 5.3-E(a), 5.3-E(c), 5.3-E(e)(2), 5.3-E(d), 5.3-E(f)—5.3-E(i)(4), 5.3-E(k)(1), 5.3-E(o) and all applicable provisions of Rule 10A-3 of the Securities and Exchange Act of 1934. Notwithstanding the foregoing, (i) if the issuer also lists common stock or voting preferred stock, or their equivalent, the issuer must still hold an annual meeting for the holders of that common stock or voting preferred stock, or their equivalent, and (ii) issuers of Unit Investment Trusts (Rule 5.2-E(h)), Investment Company Units (5.2-E(j)(3)), Exchange-Traded Fund Shares (5.2-E(j)(8)), Portfolio Depositary Receipts (8.100-E), Managed Fund Shares (8.600-E), Active Proxy Portfolio Shares (8.601-E) and Managed Portfolio Shares (8.900-E) shall not be required to comply with Rule 5.3-E(d)(9) in connection with the acquisition of the stock or assets of an affiliated registered investment company in a transaction that complies with Rule 17a-8 under the Investment Company Act of 1940 and does not otherwise require shareholder approval under the Investment Company Act of 1940 Act and the rules thereunder or any other Exchange rule.

- Business development companies, which are a type of closed-end management investment company defined in Section 2(a)(48) of the Investment Company Act of 1940 that are not registered under the Act, are required to comply with all provisions of Rule 5.3 applicable to domestic issuers.

Notwithstanding the foregoing, every listed issuer is subject to Rule 5.3-E(p) unless such issuer is eligible for an exemption set forth in that rule.

For purposes of this Rule 5.3-E, derivative and special purpose securities are defined as those securities listed pursuant to Rules 5.2-E(h) (Unit Investment Trusts), 5.2-E(j)(2) (Equity Linked Notes), 5.2-E(j)(3) (Investment Company Units), 5.2-E(j)(4) (Index- Linked Exchangeable Notes), 5.2-E(j)(5) (Equity Gold Shares), 5.2-E(j)(6) (Equity- Index Linked Securities, Commodity-Linked Securities, Currency-Linked Securities, Fixed Income Index-Linked Securities, Futures-Linked Securities and Multifactor Index- Linked Securities), 5.2-E(j)(8) (Exchange-Traded Fund Shares), 8.100-E (Portfolio Depositary Receipts), 8.200-E (Trust Issued Receipts), 8.201-E (Commodity-Based Trust Shares), 8.202-E (Currency Trust Shares), 8.203-E (Commodity Index Trust Shares), 8.204-E (Commodity Futures Trust Shares), 8.300-E (Partnership Units), 8.400-E (Paired Trust Shares), 8.600-E (Managed Fund Shares), 8.601-E (Active Proxy Portfolio Shares), 8.700-E (Managed Trust Securities), 8.800-E (Commodity- and/or Digital Asset-Based Investment Interests), and 8.900-E (Managed Portfolio Shares).

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Rule 5.3-E(e). Shareholder/Annual Meetings

(1) A listed company listing common stock or voting preferred stock, and their equivalents, is required to hold an annual meeting of shareholders to elect directors and to take action on other corporate matters in accordance with its charter, by-laws and applicable state or other laws. In the event unusual circumstances affecting the company shall preclude the holding of its annual meeting within a reasonable period after the time specified in its charter, the Exchange must be informed in writing, stating the reasons for the delay, and good faith efforts must be made to ensure that such annual meeting is held as soon as reasonably practicable in light of the circumstances causing the delay.

This Rule 5.3-E(e)(1) is not applicable to preferred and debt listings, passive business organizations (such as royalty trusts), and derivative and special purpose securities (securities listed pursuant to 5.2-E(h) (Unit Investment Trusts), 5.2- E(j)(2) (Equity Linked Notes), 5.2-E(j)(3) (Investment Company Units), 5.2- E(j)(4) (Index-Linked Exchangeable Notes), 5.2-E(j)(5) (Equity Gold Shares), 5.2-E(j)(6) (Equity-Index Linked Securities, Commodity-Linked Securities, Currency-Linked Securities, Fixed Income Index-Linked Securities, Futures- Linked Securities and Multifactor Index-Linked Securities), 5.2-E(j)(8) (Exchange-Traded Fund Shares), Rule 8.100-E (Portfolio Depositary Receipts), 8.200-E (Trust Issued Receipts), 8.201-E (Commodity-Based Trust Shares), 8.202-E (Currency Trust Shares), 8.203-E (Commodity Index Trust Shares), 8.204-E (Commodity Futures Trust Shares), 8.300-E (Partnership Units), 8.400-E (Paired Trust Shares), 8.600-E (Managed Fund Shares), 8.601-E (Active Proxy Portfolio Shares), 8.700-E (Managed Trust Securities), 8.800-E (Commodity- and/or Digital Asset-Based Investment Interests), and 8.900-E (Managed Portfolio Shares).

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Rule 8-E Trading of Certain Equity Derivatives

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Section 2. Portfolio Depositary Receipts

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Rule 8.800-E. Commodity- and/or Digital Asset-Based Investment Interests

(a) The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, Commodity- and/or Digital Asset-Based Investment Interests that meet the criteria of this rule. The Exchange will file separate proposals under Section 19(b) of the Securities Exchange Act of 1934 before trading, either by listing or pursuant to unlisted trading privileges, Commodity- and/or Digital Asset-Based Investment Interests. All statements or representations contained in such rule filing regarding (a) the description of the index, portfolio, or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements. If an issue of Commodity- and/or Digital Asset-Based Investment Interests does not satisfy these requirements, the Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5-E(m).

(b) *Applicability.* This rule is applicable only to Commodity- and/or Digital Asset-Based Investment Interests. Except to the extent inconsistent with this Rule, or unless the context otherwise requires, the provisions of the Bylaws and all other rules and procedures of the Board of Directors shall be applicable to the trading on the Exchange of such securities. Commodity- and/or Digital Asset-Based Investment Interests are included within the definition of “security” or “securities” as such terms are used in the Bylaws and Rules of the Exchange.

(c) *Definitions.* The following terms as used in the Rules shall, unless the context otherwise requires, have the meaning herein specified:

(1) *Commodity- and/or Digital Asset-Based Investment Interests.* The term “Commodity- and/or Digital Asset-Based Investment Interests” means a security (a) that is issued by a trust, limited liability company, or other similar entity (the “Fund”) that holds (1) specified commodities and/or digital assets deposited with the Fund, or (2) specified commodities and/or digital assets and, in addition to such specified commodities and/or digital assets, Derivative Securities Products (as defined in NYSE Arca Rule 1.1) and/or cash; (b) that is issued by such Fund in a specified aggregate minimum number in return for a deposit of a quantity of the underlying commodity(ies), digital asset(s), Derivative Securities Products, and/or cash; and (c) that, when aggregated in the same specified minimum number, may be redeemed at a holder’s request by such Fund which will deliver to the redeeming holder the quantity of the underlying commodity(ies), digital asset(s), Derivative Securities Products, and/or cash.

(2) *Commodity.* For purposes of this rule, the term “commodity” includes commodities as

defined in Section 1a(9) of the Commodity Exchange Act.

- (3) *Digital Asset.* For purposes of this Rule, the term “digital asset” means any digital representation of value recorded on a cryptographically secured, distributed ledger (i.e., blockchain) or similar technology.

(d) *Designation of Underlying Commodity(ies), Digital Asset(s), and/or Derivative Securities Products.* The Exchange may trade, either by listing or pursuant to unlisted trading privileges, Commodity- and/or Digital Asset-Based Investment Interests based on an underlying commodity(ies), digital asset(s), and/or Derivative Securities Products. Each issue of a Commodity- and/or Digital Asset-Based Investment Interest shall be designated as a separate series and shall be identified by a unique symbol.

(e) *Initial and Continued Listing.* Commodity- and/or Digital Asset-Based Investment Interests will be listed and traded on the Exchange subject to application of the following criteria:

(1) *Initial Listing*

- (i) The Exchange will establish a minimum number of Commodity- and/or Digital Asset-Based Investment Interests required to be outstanding at the time of commencement of trading on the Exchange.
- (ii) There shall be no limitation on the percentage of a Fund’s portfolio that may be invested in commodity and/or digital asset holdings, except that, in the aggregate, at least 90% of the weight of such holdings shall, on both an initial and continuing basis, consist of commodities and/or digital assets concerning which the Exchange is able to obtain information via the Intermarket Surveillance Group (“ISG”) from other members of the ISG or via a comprehensive surveillance sharing agreement.

(2) *Continued Listing*—The Exchange will maintain surveillance procedures for securities listed under this rule and will consider the suspension of trading in, and will initiate delisting proceedings under Rule 5.5-E(m) of, such series under any of the following circumstances:

- (i) if, following the initial twelve-month period following commencement of trading on the Exchange of Commodity- and/or Digital Asset-Based Investment Interests, the Fund has more than 60 days remaining until termination and there are fewer than 50 record and/or beneficial holders of Commodity- and/or Digital Asset-Based Investment Interests;
- (ii) if, following the initial twelve-month period following commencement of trading on the Exchange of Commodity- and/or Digital Asset-Based Investment Interests, the Fund has fewer than 50,000 securities issued and outstanding;
- (iii) if, following the initial twelve-month period following commencement of trading on the Exchange of Commodity- and/or Digital Asset-Based Investment Interests, the market value of all securities issued and outstanding is less than \$1,000,000;

- (iv) if the value of the underlying commodity(ies) and/or digital asset(s) is no longer calculated or available on at least a 15-second delayed basis from a source unaffiliated with the sponsor, Fund, custodian or the Exchange;
- (v) if the Intra-Day Fund Value is no longer made available on at least a 15-second delayed basis;
- (vi) if any of the continued listing requirements set forth in this Rule 8.800-E are not continuously maintained;
- (vii) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Commodity- and/or Digital Asset-Based Investment Interests and any of the statements or representations regarding (a) the description of the index, portfolio, or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or
- (viii) if such other event shall occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

(3) Investment Interests Issued by a Trust

- (i) Term—The stated term of a trust shall be as stated in the trust prospectus. However, a trust may be terminated under such earlier circumstances as may be specified in the trust prospectus. A trust may terminate in accordance with the provisions of the trust prospectus, which may provide for termination if the value of the trust falls below a specified amount.
- (ii) Trustee—The following requirements apply on an initial and continued listing basis:
 - (A) The trustee of a trust must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.
 - (B) No change is to be made in the trustee of a listed issue without prior notice to and approval of the Exchange.

(f) Termination. Upon termination of a Fund issuing securities pursuant to this rule, the Exchange requires that Commodity- and/or Digital Asset-Based Investment Interests issued in connection with such Fund be removed from Exchange listing.

(g) Voting. Voting rights shall be as set forth in the applicable prospectus of the Fund issuing Commodity- and/or Digital Asset-Based Investment Interests.

(h) Limitation of Exchange Liability. Neither the Exchange nor any agent of the Exchange shall have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any underlying commodity value, the current value of the underlying commodity required to be deposited to the Fund in connection with issuance of Commodity- and/or Digital Asset-Based Investment Interests; resulting from any negligent act or omission by the Exchange, or any agent of the Exchange, or any act, condition or cause beyond the reasonable control of the Exchange, its agent, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reports of transactions in an underlying commodity.

(i) Market Maker Accounts. An ETP Holder acting as a registered Market Maker in Commodity- and/or Digital Asset-Based Investment Units with no exposure to a non-U.S. currency or currencies must file with the Exchange in a manner prescribed by the Exchange and keep current a list identifying all accounts for trading that the Market Maker may have or over which it may exercise investment discretion in an underlying commodity, related commodity futures or options on commodity futures, or any other related commodity derivatives; an underlying digital asset, related digital asset futures or options on digital asset futures, or any other related digital asset derivatives; or an underlying series of Derivative Securities Products, related futures or options on such Derivative Securities Products, or any other related derivatives of such Derivative Securities Products. An ETP Holder acting as a registered Market Maker in Commodity- and/or Digital Asset-Based Investment Interests with exposure to one or more non-U.S. currencies (“Underlying FX”) also must file with the Exchange, in a manner prescribed by the Exchange, and keep current a list identifying all accounts for trading in Underlying FX and derivatives overlying Underlying FX which the Market Maker may have or over which it may exercise investment discretion, as well as a list of all commodity and commodity-related accounts referenced above. No Market Maker in Commodity- and/or Digital-Asset Based Investment Interests shall trade in a commodity, Underlying FX, or any related derivative in an account that the Market Maker (1) directly or indirectly controls trading activities or has a direct interest in the profits or losses thereof, (2) is required by this rule to disclose to the Exchange, and (3) has not reported to the Exchange.

In addition to the existing obligations under Exchange rules regarding the production of books and records, the ETP Holder acting as a Market Maker in Commodity- and/or Digital Asset Based Investment Interests shall make available to the Exchange such books, records, or other information pertaining to transactions by such entity or registered or non-registered employee affiliated with such entity for its or their own accounts for trading the underlying physical commodity, related commodity futures or options on commodity futures, applicable Underlying FX, or any other related commodity or applicable Underlying FX derivatives, as may be requested by the Exchange.

Commentary:

.01 ETP Holders shall provide to all purchasers of newly issued Commodity- and/or Digital Asset-Based Investment Interests a prospectus for the series of Commodity- and/or Digital Asset-Based Investment Interests.

.02 Transactions in Commodity- and/or Digital-Asset Based Investment Interests will occur during the trading hours specified in NYSE Arca Rule 7.34-E.

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