

EXHIBIT 5

Bold and underlined text indicates proposed added language.

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

**RULES, BY-LAWS
AND ORGANIZATION CERTIFICATE
OF
THE DEPOSITORY TRUST COMPANY**

[Changes to this Rule 1, as amended by File No. SR-DTC-2022-002, are available at <https://www.dtcc.com/legal/sec-rule-filings>. These changes have been approved by the SEC but have not yet been implemented. The Corporation will implement these changes when NSCC receives all necessary regulatory approvals for File Nos. SR-NSCC-2022-002 and SR-NSCC-2022-801. The Corporation will announce the implementation date by Important Notice posted on its website. Upon the implementation of these changes, this legend will be automatically removed from this Rule 1.]

RULE 1

DEFINITIONS; GOVERNING LAW

Section 1. Unless the context requires otherwise, the terms defined in this Rule shall, for all purposes of these Rules, have the meanings herein specified:

Settling Bank Net Debit Cap

The term “Settling Bank Net Debit Cap” has the meaning provided in Rule 9(D).

Special Representative

The term “Special Representative” has the meaning provided in Rule 6.

Special Representative CNS Account

The term “Special Representative CNS Account” means the Account of the Special Representative that it uses in connection with its continuous net settlement system.

Special Representative SFT Account

The term “Special Representative SFT Account” means the Account of the Special Representative that it uses in connection with its securities financing transaction service.

Section 2. Set forth below are certain other terms defined in these Rules, and the place in these Rules where such other terms are defined and used:

| <u>Defined Term</u> | <u>Rule</u> | <u>Section</u> |
|-----------------------------------|-------------------|----------------|
| | *** | |
| Short Charge | Rule 9(B) | Section 2 |
| Special Representative | Rule 6 | |
| Termination Notice | Rule 4 | Section 6 |
| | *** | |

[Changes to this Rule 6, as amended by File No. SR-DTC-2022-002, are available at <https://www.dtcc.com/legal/sec-rule-filings>. These changes have been approved by the SEC but have not yet been implemented. The Corporation will implement these changes when NSCC receives all necessary regulatory approvals for File Nos. SR-NSCC-2022-002 and SR-NSCC-2022-801. The Corporation will announce the implementation date by Important Notice posted on its website. Upon the implementation of these changes, this legend will be automatically removed from this Rule 6.]

RULE 6

SERVICES

Any instruction given to the Corporation by a Participant or Pledgee or by the Special Representative (as hereinafter defined in this Rule) shall be deemed to be an undertaking to the Corporation by such Participant, the Participant on behalf of which the Special Representative is acting or such Pledgee that it has and shall maintain sufficient Securities balances in its Accounts to support all transactions specified in such instruction.

Any instruction given to the Corporation by the Special Representative on any Business Day to Deliver Securities from the ~~Account of the~~ Special Representative **CNS Account** to the Account of a Participant shall not be effective, and any entry made by the Corporation in accordance with such instruction shall not be final, until the “effective time” (as defined in the Rules and Procedures of NSCC) on such Business Day.

The Corporation may accept or rely upon any instruction given to the Corporation by a Participant or Pledgee, including any instruction given by physical delivery or delivery by other means such as wire transmission, facsimile copy, magnetic tape or other recording media, in form acceptable to the Corporation and in accordance with the Procedures, which reasonably is understood by the Corporation to have been given to the Corporation by the Participant or Pledgee, and the Corporation shall have no responsibility or liability for any errors which may occur, without negligence on the Corporation’s part, in the course of transmission or recording of any transmissions or which may exist in any document, magnetic tape or other recording media so delivered to the Corporation.

The Corporation may accept and rely upon any instruction given to the Corporation by the Special Representative, including any instruction given by physical delivery or delivery by other means such as wire transmission, facsimile copy, magnetic tape or other recording media, in form acceptable to the Corporation in accordance with the Procedures, which reasonably is understood by the Corporation to have been given to the Corporation by the Special Representative, provided that such instruction relates only to:

- (i) the transfer of Securities from the Account of a Participant to the **Special Representative CNS Account** ~~of the Special Representative~~,

- (ii) the Delivery Versus Payment of Securities from the Account of a Participant to the Special Representative SFT Account, or**
- (iii) an amount of money to be credited to the Account of a Participant and debited from the Special Representative SFT Account, in connection with a transaction in Securities, in accordance with Rule 9(A) and as specified in the Procedures,**

and the Corporation shall have no responsibility or liability for any errors which may occur, without fault on the Corporation's part, in the course of transmission or recording of transmission or which may exist in any document, magnetic tape or other recording media so delivered to the Corporation, and the Corporation shall be entitled to act pursuant to any such instruction as though such instruction had been received from the Participant from whose Account the transfer is to be made notwithstanding any information the Corporation may have to the contrary.

Any Participant or Pledgee delivering instructions as provided above, or on whose behalf the Special Representative shall deliver instructions as provided above, shall indemnify the Corporation, and any of its employees, officers, directors, stockholders, agents, Participants and Pledgees who may sustain any loss, liability or expense as a result of (a) any act done in reliance upon the authenticity of any instruction received by the Corporation, (b) the inaccuracy of the information contained therein or (c) effecting transactions in reliance upon such information or instruction against any such loss, liability or expense so long as such transactions are effected in accordance with such information and instructions even though they be inaccurate or not authentic and so long as the Person asserting a right to indemnification shall not have knowledge of such inaccuracy or lack of authenticity at the time of the event or events giving rise to such loss, liability or expense.

Notwithstanding the foregoing, the Corporation shall not act upon any instructions purporting to have been given by the Special Representative, or any instructions purporting to have been given by a Participant or Pledgee or the Special Representative by wire transmission, facsimile copy, magnetic tape or other recording media or any means other than in writing, commencing one Business Day after the Corporation receives notice from the Participant or Pledgee that the Corporation shall not accept such instructions until such time as the Participant or the Pledgee shall withdraw such notice.

The term "Special Representative" of a Participant shall be NSCC but only insofar as NSCC acts on behalf of the Participant and (a) the Participant is a member of NSCC or (b) the Participant was a member of NSCC and the Corporation has not received notice that such Participant has ceased to be a member of NSCC.

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[Settlement Service Guide]

About Settlement

Settlement Transactions

There are three main types of transactions processed through the Settlement system.

1. **Deliveries:** DTC's delivery program allows a Participant to settle securities transactions by making book-entry deliveries to another Participant's account. The securities are immobilized in DTC's custody, eliminating the need for physical movement of certificates. DTC reduces the seller's position and increases the buyer's position without the need to move physical certificates. Deliveries can be made with or without the condition of money payment, depending on the applicable Participant's delivery instructions.
2. **Payment Orders (POs):** The payment order service provides Participants with a convenient method for settling amounts of money related to securities transactions that are effected separately through DTC earlier on the same day or on a previous day. Participants can use payment orders to collect option contract premiums, ~~and~~ mark-to-market open contracts such as stock loans, and Price Differentials (as defined in the NSCC Rules).
3. **Collateral loans:** The collateral loan service allows a Participant (the pledgor) to pledge securities as collateral for a loan or for other purposes and also request the release of pledged securities. This service allows such pledges and pledge releases to be made free, meaning that the money component of the transaction is settled outside of the depository, or valued, meaning that the money component of the transaction is settled through DTC as a debit/credit to the pledgor's and pledgee's DTC money settlement account. When pledging securities to a pledgee, the pledgor's position is moved from the pledgor's general free account to the pledgee's account which prevents the pledged position from being used to complete other transactions. Likewise, the release of a pledged position would move the pledged position back to the pledgor's general free account where it would then be available to complete other transactions.

Important Terms

The following terms are important to understanding the Settlement Service:

| This term | Refers to |
|---|--|
| Aggregate Affiliated Family Net Debit Cap | A limit to the settlement debit an Affiliated Family can incur at any point during the processing day. |
| *** | |
| night deliver order (NDO) | A DO input on the day prior to settlement. A reduced rate is charged for NDO transactions. |
| <u>NSCC Securities Financing Transaction (SFT) Service</u> | <u>A securities financing transaction clearing service offered by NSCC.</u> |
| payment order (PO) | <u>The payment order service provides Participants with a mechanism for settling amounts of money related to securities transactions that are effected separately through DTC. Participants use payment orders to collect option contract premiums (premium payment order), mark-to-market open contracts such as stock loans</u> |

| This term | Refers to |
|---|--|
| | (securities payment order), and Price Differentials (SFT PD payment order). A transaction in which a Participant charges another Participant for changes in value for outstanding stock loans or option contract premiums. |
| *** | |
| Settlement User Interface | Any system or combination of systems that allows for input/inquiry into the DTC Settlement System. |
| <u>SFT Price Differential ("SFT PD") payment order</u> | <u>A payment order through which the amount of a Price Differential (as defined in the NSCC Rules) is (i) debited from the account of a Participant and credited to the NSCC SFT Account, or (ii) is debited from the NSCC SFT Account and credited to the account of a Participant.</u> |
| | |
| short covers | Deliveries to NSCC's Omnibus Account 888 as a result of CNS. |
| *** | |
| unvalued additions | <p>Unvalued additions to a Participant's security account that do not carry a related payment obligation with the receipt of securities. They include:</p> <ul style="list-style-type: none"> • Deposits • Free release of pledged securities • Receipt of a free DO <p>Releases of segregated securities</p> |

NSCC ACATS Settlement Accounting Operation - Processing at DTC

NSCC's Rules & Procedures establish the NSCC ACATS Settlement Accounting Operation which interfaces with DTC's system to move securities from the account of one Participant to another. NSCC maintains an account at DTC with respect to the associated securities movements.

When securities that are the subject of an ACATS transfer are credited to a receiving Participant's Account at DTC, those securities will automatically be designated as Minimum Amount (MA), as defined in the DTC rules. Accordingly, when such securities are credited to the receiving Participant's account, DTC will not have any security interest, lien or other claim on those securities and those securities will not constitute Collateral or be counted in the Collateral Monitor of the receiving Participant.

NSCC Securities Financing Transactions (SFT) Service

About the Product

The NSCC SFT Service would provide central clearing for equity securities financing transactions, which are, broadly speaking, transactions where the parties exchange

equity securities against cash and simultaneously agree to exchange the same securities and cash, plus or minus a rate payment, on a future date (each, an "SFT").

Initial Transfer of SFT Securities at DTC

The initial transfer of the securities that are the subject of the SFT is typically initiated by the delivering Participant at DTC. The delivering Participant submits a Delivery Versus Payment instruction to DTC to deliver the securities versus the SFT payment amount from the account of the delivering Participant to Account 881, which is the NSCC SFT Account that was established by NSCC at DTC for SFT transactions. The Delivery Versus Payment instruction of the Participant must contain the fourteen-digit UTC Loan ID that was assigned by NSCC to the relevant SFT ("DTCC Reference ID").

Once DTC receives a corresponding Delivery Versus Payment instruction from NSCC to deliver the subject securities versus the SFT payment amount from the NSCC SFT Account to the account of the receiving Participant, DTC will use look-ahead processing to process the pair of Delivery Versus Payment instructions, as discussed below.

If DTC does not receive the corresponding Delivery Versus Payment instruction from NSCC by 3:10pm ET, then the Delivery Versus Payment instruction from the delivering Participant will be rejected.

NSCC Instructions to DTC

NSCC submits two types of instructions to DTC in connection with SFT transactions at NSCC: (i) Delivery Versus Payment, and (ii) SFT Price Differential ("SFT PD") payment orders. All instructions submitted to DTC by NSCC must contain the DTCC Reference ID. With the exception of the initial transfer of the SFT securities described above, NSCC will submit all instructions to DTC in pairs.

For each Delivery Versus Payment transaction in connection with an SFT, NSCC submits a pair of instructions to DTC: (i) one instruction as the Special Representative (as defined in DTC Rule 6) of the delivering Participant to deliver the securities that are the subject to the SFT versus the SFT payment amount from the account of the Participant to the NSCC SFT Account, and (ii) one instruction, on NSCC's own behalf, to deliver the securities that are the subject of the SFT versus the SFT payment amount from the NSCC SFT Account to the account of the receiving Participant. Upon receipt of the pair of instructions from NSCC, DTC will use look-ahead processing to process the pair of Delivery Versus Payment transactions, as discussed below.

An SFT PD payment order is a payment order in the amount of a Price Differential calculated by NSCC, in accordance with NSCC Rules, in connection with cleared SFT activity at NSCC. For further information about the calculation of Price Differentials by NSCC in connection with the NSCC SFT Service, see NSCC Rule 56. For each SFT PD, NSCC submits a pair of instructions to DTC: (i) one SFT PD payment order as the Special Representative (as defined in DTC Rule 6) of the payee Participant to credit the amount of the Price Differential to the account of the payee Participant and debit the amount of the Price Differential to the NSCC SFT Account, and (ii) one SFT PD payment order, on NSCC's own behalf, to credit the NSCC SFT Account the amount of the Price Differential and debit the amount of the Price Differential from the account of the payor Participant. Upon receipt of the pair of instructions from NSCC, DTC will use look-ahead processing to process the pair of SFT PD payment orders.

NSCC SFT Account Look-Ahead Processing

With respect to Delivery Versus Payment instructions and SFT PD payment orders, look-ahead processing determines whether (i) the pair of instructions from NSCC are consistent in terms of the number of subject shares, dollar amount, CUSIP and SFT UTC Loan ID, and (ii) the net effect of processing the instructions will not violate the respective net debit caps, collateral monitor or other Risk Management system controls of the Participants that are on each side of the Delivery Versus Payment or SFT PD transactions. If the look-ahead is satisfied, DTC will process the pair of instructions. If

the look-ahead is not satisfied, then the pair of instructions will recycle until the look-ahead is satisfied or until the 3:10pm cutoff, when all recycling transactions are dropped.

The purpose of using a look-ahead process for Delivery Versus Payment and SFT PD transactions through the NSCC SFT Account is: to reduce the blockage of transactions processing through the NSCC SFT Account while maintaining the risk management controls of the delivering/receiving or payor Participant, as the case may be. In addition, the NSCC SFT Account has a Net Debit Cap of \$1, for the purpose of preventing the processing of the pairs of Delivery Versus Payment and SFT PD transactions until the look-ahead is satisfied.

Note: In an effort to ensure that the processing through the NSCC SFT Account operates effectively, the Delivery Versus Payment transactions and the SFT PDs to/from the NSCC SFT Account are not subject to RAD, and reclaims from the NSCC SFT Account are blocked.

End-of-Day Settlement Process

Settlement Contact Number

For more information about Settlement processing, call DTC's Settlement Hotline at 212-855-5800.

Settlement Processing Schedule¹

The following table describes the DTC Settlement processing schedule. All times are eastern time.

| Cutoff Time ET | This Occurs |
|----------------|-------------|
|----------------|-------------|

| | |
|-----------|-------------|
| 3:00 p.m. | Cutoff for: |
|-----------|-------------|

- DTC's receipt of an IPA's MMI Funding Acknowledgement or refusal to pay notification.
- An IPA to notify DTC of a Temporary Acronym Payment Failure (as defined below).
- **SFT transactions cannot be entered after 3:00pm.**
- Forced Receiver Authorized Delivery (RAD) period begins.
Note– A Participant can continue to enter valued and free transactions. However, all valued transactions are forced into RAD and require the receiving Participant's approval.

¹ To be read in conjunction with the Settling Bank Processing Schedule above.

Cutoff Time ET

This Occurs

3:10 p.m.

Cutoff for:

- Pledges to approve pledge release requests designating position as CNS-eligible.
- Valued recycle cutoff. All non-MMI valued, CNS **/SFT** transactions and fully paid for and secondary MMI deliveries or maturity presentments that cannot be completed because of insufficient position, collateral, or net debit cap are dropped from the system.

Note–All valued transactions input or approved by Participants after this time will not recycle; they will either complete or drop.

Look-Ahead Processing

DTC’s Look-Ahead process runs on ~~fifteen~~**two** minute intervals and selects pairs of transactions that when processed simultaneously will not violate the involved Participants net debit cap, collateral or other Risk Management system controls.

The Look-Ahead process reduces transaction blockage for securities by identifying a receive transaction pending due to a net debit cap insufficiency and determines whether an offsetting delivery transaction pending because of a quantity deficiency in the same security would permit both transaction pending because of a quantity deficiency in the same security would permit both transactions to be completed in compliance with DTC’s Risk Management system controls. DTC’s processing system, Account Transaction Processor (ATP) calculates the net effect to the collateral and net debit cap controls for all three Participants involved and if the net effect will not result in a deficit in the collateral or net debit cap for any of the three Participants, ATP processes the transactions simultaneously.

DTC’s Look-Ahead process also allows Money Market Issuance Deliveries pending for a Custodian’s or Dealer’s net debit cap to complete against Maturity Presentments pending for an Issuing/Paying Agent’s net debit cap. The processing system calculates the net effect of the dollar amount of offsetting transactions in the accounts of the two Participants involved. If the net of the transactions results in positive risk management controls in those two accounts, the transactions will be completed.

OCC Market Loan Program

In order to reduce the possibility of mis-matched stock loans, look-ahead matches on number of shares and dollar amount in addition to CUSIP on stock loan transactions in the OCC account.

Memo Segregation

Optional Memo Segregation Indicators

A Participant can activate any of five Memo Segregation indicators by providing DTC with a standing Memo Segregation instruction. When the Participant activates a Memo Segregation indicator, the Participant’s free position and Memo Segregation position are automatically updated according to the indicators that the Participant has elected.

| Activate Indicator | To |
|--------------------|--|
| 1 | <p>Automatically increase the Participant's Memo Segregation counter upon the receipt of:</p> <ul style="list-style-type: none"> • Free and valued DOs with reason codes 40, 99, 330, & 340 • DRS-related Deliveries with reason codes 390 and 391 • WT reversals • Positions resulting from voluntary and mandatory reorganizations. |
| 2 | <p>Automatically increase the Participant's Memo Segregation counter upon receipt of transactions with reason codes 41-48, 331-338, and 341-348.</p> |
| 3 | <p>Automatically increase the Participant's Memo Segregation counter upon the receipt of CNS receives from the Fully-Paid-For Securities or "E" account.</p> |
| 4 | <p>Turnaround securities positions, regardless of Memo Segregation constraints, for positions received from DOs with reason codes 10, 30, 200, and 600, except those with reason codes 10, 20, 200, 201, 260, 270, 280, or 290.</p> |
| 5 | <p>Turnaround securities positions, regardless of Memo Segregation constraints, for positions received from:</p> <p>All DOs, except those with reason codes 20-29, 40 - 48, 99, 201, 261-268, 270-278, 290, 291, 330-338, 340-348, 390, 610-619, 705-707 and CNS receives from the "C" and "E" accounts except if the turnaround is a reason code 10, 20, 200, 201, 260, 270, 280, or 290.</p> |
| 6 | <p>A Participant may elect to increase automatically its Memo Segregation counter by the units of securities credited to the Participant's account in any ACATS transfer to that account.</p> |

Memo Segregation indicators 4 and 5 control the capability that allows certain positions to be used for turnarounds up to the amount of the received position, regardless of Memo Segregation constraints.

Even if the Participant has no pending deliveries at the time a position is received from a DO with reason code 10 or 30, DTC retains, throughout that day's processing cycle, a notation of the number of shares received from such deliveries. DTC also processes any deliveries regardless of when they are submitted that day, up to that number, regardless of the Participant's Memo Segregation position.

Memo Segregation Contact Number

For more information about Memo Segregation, call DTC's Customer Support Center at (888) 382-2721.

Payment Orders

About the Product

DTC'S Payment Order service allows you to settle money payments for transactions that were processed separately. **A payment order authorizes DTC to credit the payee Participant's settlement account with the specified amount and to debit the payor Participant's settlement account for the same amount. All payment orders must satisfy the payor Participant's risk management controls before being processed.**

How the Product Works

Premium Payment Order (PPO) and Securities Payment Order (SPO)

A Participant wanting to collect money (the payee Participant) from another Participant (the payor Participant) first contacts the payor Participant to reach agreement on the amount payable. The payee Participant then submits to DTC a premium payment order (PPO) or a securities payment order (SPO). The PPO is used to collect a net option contract premium for an opening writing or closing purchase transaction. The SPO is used to collect a mark-to-market payment based on the difference between the current and previous market value of an open securities contract. ~~**Either type of payment order authorizes DTC to credit the payee Participant's settlement account with the specified amount and to debit the payor Participant's settlement account for the same amount.**~~

The following are typical situations in which you would use ~~the Payment Order service~~**PPOs and SPOs.**

- A bank's customer writes an opening call option. Through DTC the bank deposits underlying securities with the Options Clearing Corporation (OCC). The bank (the payee Participant) submits to DTC a PPO crediting its settlement account for the amount of the net option contract premium and debiting the account of the broker (the payor Participant) for the same amount.
- A bank's customer purchases a closing call option. OCC releases underlying securities previously deposited with it through DTC. The broker (the payee Participant) submits to DTC a PPO crediting its settlement account for the amount of the net option premium and debiting the account of the bank (the payor Participant) for the same amount.
- A Participant delivers securities to another Participant through DTC in a stock loan transaction. Thereafter, the market value of the securities increases significantly. The lender (the payee Participant) submits an SPO to DTC crediting its settlement account for the amount of the difference between the original and new market values and debiting the account of the borrower (the payor Participant) for the same amount.

SFT Price Differential (SFT PD) Payment Order

For a description of SFT Price Differential payment orders, please see NSCC Securities Financing Transactions (SFT) Service.

Note- You can use Participant Settlement Statements to get a list of Settlement activity codes and their descriptions.

Pend Hold

Pend Hold allows you to hold and release ("unhold") transactions. DTC will not process held transactions until the holding Participant releases the hold. Participants will be permitted to hold pending deliverer orders and pledge transactions, including reclaims of deliveries, deliveries of Initial Public Offering (IPO) positions, and pending deliveries to Continuous Net Settlement (CNS short covers), **with the exception of DOs to and from the NSCC SFT Account**. Only the initiator (deliverer or pledgor) of a transaction will be permitted to hold or release a pending transaction. Moreover, only transactions that pend for insufficient position may be held.

Memo Segregation Supplement

DO Reason Code Description Reference

The following is a listing of descriptions of the reason codes referred to in the "

Memo Segregation" section above.

- 100 (Account Transfer Without Memo Seg Reclaim)
- 197 (Account Transfer With Memo Seg Reclaim)
- **200 (SFT Stock Loan)**
- **201 (SFT Stock Loan Return)**
- 220 (Repo Tracking)
- 260 (OCC Stock Loan)

GUIDE TO THE DTC Fee Schedule

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| FEE NAME | AMOUNT (\$) | CONDITIONS |
|---|---------------------|--|
| *** | | |
| Payment Order Service | | |
| Premium payment order (PPO) or securities payment order (SPO) delivery or receipt | 0.10 | Per item delivered or received |
| <u>SFT Price Differential delivery or receipt</u> | <u>0.005</u> | <u>Per item delivered or received</u> |
