

**Exhibit 5**

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

**MEMX Equities Fee Schedule**  
**(EFFECTIVE [AUGUST 1]SEPTEMBER 6, 2024)**

**Transaction Fees**

MEMX Members are charged per share fees or provided per share rebates based on shares executed within each of the fee code categories below.

<b>Fee Code</b>	<b>Description</b>	<b>Fee/(Rebate) - Securities at or above \$1.00 ("A")</b>	<b>Fee/(Rebate) - Securities below \$1.00 ("B")</b>
B, D, J or I*	Added displayed volume	\$(0.0015)	(0.075% of total dollar value)
B1, D1, J1 or I1	Added displayed volume, Liquidity Provision Tier 1	\$(0.0034)	(0.075% of total dollar value)
B2, D2, J2 or I2	Added displayed volume, Liquidity Provision Tier 2	\$(0.0033)	(0.075% of total dollar value)
B3, D3, J3 or I3	Added displayed volume, Liquidity Provision Tier 3	\$(0.0032)	(0.075% of total dollar value)
B4, D4, J4 or I4	Added displayed volume, Liquidity Provision Tier 4	\$(0.0030)	(0.075% of total dollar value)
B5, D5, J5 or I5	Added displayed volume, Liquidity Provision Tier 5	\$(0.0029)	(0.075% of total dollar value)
B6, D6, J6 or I6	Added displayed volume, Liquidity Provision Tier 6	\$(0.0025)	(0.075% of total dollar value)
Bq1, Dq1, Jq1 or Iq1	Added displayed volume, DLI Tier 1	\$(0.0031)	(0.075% of total dollar value)
Bq2, Dq2, Jq2 or Iq2	Added displayed volume, DLI Tier 2	\$(0.0026)	(0.075% of total dollar value)

Br, Dr or Jr	Added displayed volume, Retail Order	\$(0.0034)	(0.15% of total dollar value)
Br1, Dr1 or Jr1	Added displayed volume, Retail Tier 1	\$(0.0037)	(0.15% of total dollar value)
BO1, DO1, JO1 or IO1	Added displayed volume, Cross Asset Tier 1	\$(0.0033)	(0.075% of total dollar value)
BO2, DO2, JO2 or IO2	Added displayed volume, Cross Asset Tier 2	\$(0.0027)	(0.075% of total dollar value)
BO3, DO3, JO3 or IO3	Added displayed volume, Cross Asset Tier 3	\$(0.0026)	(0.075% of total dollar value)
P	Added volume, order subject to Display-Price Sliding that receives price improvement when executed	\$(0.0008)	(0.075% of total dollar value)
H	Added non-displayed volume	\$(0.0008)	(0.075% of total dollar value)
M	Added non-displayed volume, Midpoint Peg	\$(0.0008)	(0.075% of total dollar value)
H1, M1, P1	Added non-displayed volume, Non-Display Add Tier 1	\$(0.0028)	(0.075% of total dollar value)
H2, M2, P2	Added non-displayed volume, Non-Display Add Tier 2	\$(0.0025)	(0.075% of total dollar value)
R	Removed volume from MEMX Book	\$0.0030	0.28% of total dollar value
R1	Removed volume from MEMX Book, Liquidity Removal Tier 1	\$0.0029[5]	0.28% of total dollar value
Rr0	Removed volume from MEMX Book upon entry, Retail Order (Day/GTT/RHO)	Free	Free
Z	Routed to another market, removed liquidity	\$0.0030	0.30% of total dollar value

\*Fee Code B includes orders, other than Retail Orders, that establish the NBBO. Fee Code D includes orders, other than Retail Orders, that add displayed liquidity to the Exchange but do not

establish or join the NBBO. Fee Code J includes orders, other than Retail Orders, that establish a new BBO on the Exchange that matches the NBBO first established on an away market. Fee Code I is assigned to a Member's "P" orders if that Member meets the criteria under Display-Price Sliding Tier 1.

\* \* \* \* \*

### Liquidity Provision Tiers

Tier	Rebate Per Share	Required Criteria
Tier 1	\$(0.0034)	(1) Member has an ADAV (excluding Retail Orders) $\geq$ 0.50% of the TCV; or (2) Member has a Step-Up ADAV from June 2024 (excluding Retail Orders) $\geq$ 0.07% of the TCV in securities priced at or above \$1.00 per share and an ADAV $\geq$ 0.20% of the TCV in securities priced at or above \$1.00 per share <u>and a Remove ADV <math>\geq</math> 0.45% of the TCV *</u>
Tier 2	\$(0.0033)	(1) Member has an ADAV (excluding Retail Orders) $\geq$ 0.40% of the TCV; or (2) Member has an ADAV $\geq$ 0.30% of the TCV in securities priced at or above \$1.00 per share and a Non-Displayed ADAV $\geq$ 6,000,000 shares
Tier 3	\$(0.0032)	(1) Member has an ADAV $\geq$ 0.20% of the TCV in securities priced at or above \$1.00 per share and an ADV $\geq$ 0.40% of the TCV in securities priced at or above \$1.00 per share; or (2) Member has a Step-Up ADAV from June 2024 (excluding Retail Orders) $\geq$ 0.05% of the TCV in securities priced at or above \$1.00 per share and an ADAV (excluding Retail Orders) $\geq$ 0.20% of the TCV in securities priced at or above \$1.00 per share**; or (3) Member has an ADAV $\geq$ 0.30% of the TCV
Tier 4	\$(0.0030)	(1) Member has an ADAV $\geq$ 0.20% of the TCV in securities priced at or above \$1.00 per share; or (2) Member has an ADAV $\geq$ 0.175% of the TCV
Tier 5	\$(0.0029)	Member has an ADAV (excluding Retail Orders) $\geq$ 0.09% of the TCV
Tier 6	\$(0.0025)	Member has an ADAV $\geq$ 0.06% of the TCV

\*Criteria (2) of Liquidity Provision Tier 1 will expire no later than December 31, 2024.

\*\* Criteria (2) of Liquidity Provision Tier 3 will expire no later than December 31, 2024.

\* \* \* \* \*

**Liquidity Removal Tier**

<b>Tier</b>	<b>Fee Per Share</b>	<b>Required Criteria</b>
Tier 1	\$0.0029[5]	Member has (1) an $ADV \geq 0.70\%$ of the TCV; and (2) a Remove $ADV \geq 0.[35]50\%$ of the TCV

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