

Exhibit 5 – Text of Proposed Rule Change

Proposed new language is underlined

Rule 14.425. Long-Term Policies

- (a) Each Company must adopt and publish the following policies:
- (1) Long-Term Stakeholder Policy: a policy explaining how the Company operates its business to consider all of the stakeholders critical to its long-term success, including:
 - (A) which stakeholder groups the Company considers critical to long-term success;
 - (B) the Company's impact on the environment and its community;
 - (C) the Company's approach to diversity and inclusion;
 - (D) the Company's approach to investing in its employees; and
 - (E) the Company's approach to rewarding its employees and other stakeholders for contributing to the Company's long-term success.
 - (2) Long-Term Strategy Policy: a policy explaining how the Company prioritizes long-term strategic decision-making and long-term success, including discussion of:
 - (A) what time horizon the Company considers long-term;
 - (B) how this time horizon relates to the Company's strategic plans;
 - (C) how the Company aligns success metrics with its long-term time horizon; and
 - (D) how the Company implements long-term prioritization throughout the organization.

- (3) Long-Term Compensation Policy: a policy explaining the Company's alignment of executive compensation and board compensation with the Company's long-term success and long-term success metrics.
 - (4) Long-Term Board Policy: a policy explaining the engagement of the Company's board of directors in the Company's long-term focus, including discussion of whether the board and/or which board committee(s), if any, have explicit oversight of and responsibility for long-term strategy and success metrics.
 - (5) Long-Term Investor Policy: a policy explaining how the Company engages with long-term investors.
- (b) Companies will have flexibility in developing what they believe to be appropriate policies for their businesses; however, each of the policies required in Section 14.425(a) must be consistent with the following principles:
- (1) Long-term focused companies should consider a broader group of stakeholders and the critical role they play in one another's success;
 - (2) Long-term focused companies should measure success in years and decades and prioritize long-term decision-making;
 - (3) Long-term focused companies should align executive compensation and board compensation with long-term performance;
 - (4) Boards of directors of long-term focused companies should be engaged in and have explicit oversight of long-term strategy; and
 - (5) Long-term focused companies should engage with their long-term shareholders.
- (c) Each Company must review the policies required by this Rule 14.425 at least annually and make such policies available publicly and free of charge on or through its website. In addition, each Company must disclose in its annual proxy statement or, if it does not file an annual proxy statement, in its annual report on Form 10-K (or in the case of a foreign private issuer, Form 20-F) filed with the SEC, that these policies are available on or through its website and provide the website address.
