

EXHIBIT 5 – TEXT OF PROPOSED RULE CHANGE

Proposed new language is underlined; proposed deletions are [bracketed]

LONG-TERM STOCK EXCHANGE RULE BOOK

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Rule 14.405. Board of Directors and Committees

(a) (1) No change.

(2) “Independent Director” means a person other than an Executive Officer or employee of the Company or any other individual having a relationship which, in the opinion of the Company’s board of directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. For purposes of this LTSE Rule, “Family Member” means a person’s spouse, parents, children, [and] siblings, [whether by blood, marriage or adoption, or anyone residing in] mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, and anyone (other than domestic employees) who shares such person’s home. The following persons shall not be considered independent:

(A)-(G) No change.

(H) in the case of a Company whose Dually-Listed securities are primary-listed on the NYSE, in lieu of paragraph (D) the following provision shall apply: the director is a current employee, or a Family Member is a current executive officer, of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of such other company’s consolidated gross revenues. This provision is subject to related Supplementary Material as noted below.

****Supplementary Material****

.01 Definition of Independence

[No change to paragraphs except as noted below]

Under paragraph (D), f[F]or purposes of determining whether a lawyer is eligible to serve on an audit committee, Rule 10A-3 under the Act generally provides that any partner in a law firm that receives payments from the issuer is ineligible to serve on that issuer’s audit committee. In determining whether a director may be considered independent for purposes other than the audit committee, payments to a law firm would generally be considered under LTSE Rule 14.405(a)(2), which looks to whether the payment exceeds the greater of 5% of the recipient’s gross revenues or \$200,000; however, if the firm is a sole proprietorship, LTSE Rule 14.405(a)(2)(B), which looks to whether the payment exceeds \$120,000, applies.

[The following is to be inserted at the end of the Supplementary Material]

Solely for purposes of paragraph (H) of the Rule, the following Commentary and Disclosure requirements shall apply to a Company whose Dually-Listed securities are primary-listed on the NYSE. Issuers should contact LTSE Regulation with any questions regarding the application of these provisions.

Commentary: In applying the test in paragraph (H), both the payments and the consolidated gross revenues to be measured shall be those reported in the last completed fiscal year of such other company. The look-back provision for this test applies solely to the financial relationship between the Company and the director or Family Member's current employer; a listed company need not consider former employment of the director or Family Member.

Disclosure Requirement: Contributions to tax exempt organizations shall not be considered payments for purposes of paragraph (H), provided however that a Company shall disclose either on or through its website or in its annual proxy statement, or if the Company does not file an annual proxy statement, in the Company's annual report on Form 10-K filed with the SEC, any such contributions made by the Company to any tax exempt organization in which any independent director serves as an executive officer if, within the preceding three years, contributions in any single fiscal year from the Company to the organization exceeded the greater of \$1 million, or 2% of such tax exempt organization's consolidated gross revenues. If this disclosure is made on or through the Company's website, the Company must disclose that fact in its annual proxy statement or annual report, as applicable, and provide the website address.

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