



REVEALING OPPORTUNITY

The Global Investors' Guide to
Ten Years of Change in Technology,
Transparency, and Regulation in
the Public Markets

➔ 01

This booklet is about you, the global investor. It's about the quantum changes that have built a new world of opportunity — and about the best way for you to navigate it.

It's about how technology, transparency, and regulation have transformed the world of public trading into a safer, better-informed place for investors, and a streamlined, more efficient venue for the companies that wish to engage them.

It's about how shares of thousands of global companies and 75% of all ADRs are traded today. And why still more will be traded that way tomorrow.

And it's about how the wider distribution of better information creates more global opportunities, more alpha for the intelligent investor, and more visibility and liquidity for transparent and trusted companies.

During the last ten years, a new world of opportunity has evolved, and so have the new global marketplaces that help you take advantage of it. The next few pages are intended to help you do just that.

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ABOUT OTC MARKETS GROUP

OTC Markets Group Inc. (OTCQX: OTCM) operates Open, Transparent, and Connected financial marketplaces for 10,000 U.S. and global securities. Through OTC Link® ATS, we directly link a diverse network of broker-dealers that provide liquidity and execution services for a wide spectrum of securities. We organize these securities into tiered marketplaces to better inform investors of opportunities and risks: OTCQX®, the best marketplace; OTCQB®, the venture stage marketplace; and OTC Pink®, the open marketplace.

Our data-driven platform enables investors to easily trade through the broker of their choice at the best possible price and empowers a broad range of companies to improve the quality and availability of information for their investors. To learn more about how we create better-informed and more efficient financial marketplaces, visit www.otcmarkets.com.

OTC Link® ATS is operated by OTC Link LLC, member FINRA/SIPC and SEC-registered Alternative Trading System.

A conference room with a whiteboard displaying the text "SHARE INFORMATION". The room features a long wooden table with three black chairs behind it. In the foreground, there are several white and teal chairs. To the right, there is a silver cabinet with a microphone on top. The whiteboard is framed in black and mounted on a light-colored wall.

**SHARE
INFORMATION**

➔ 05

Over the past ten years, OTC Markets Group has created a superior trading experience for investors — one rooted in the essential elements of informed and efficient public markets.

“Roche has an interest in ensuring U.S. investors are informed, which is why we have decided to leverage OTCQX® for the trading of our ADR shares. A key benefit of OTCQX is that we are able to distribute the same financial data and news information in the U.S. as we do in Switzerland because OTCQX accepts our home disclosure.”

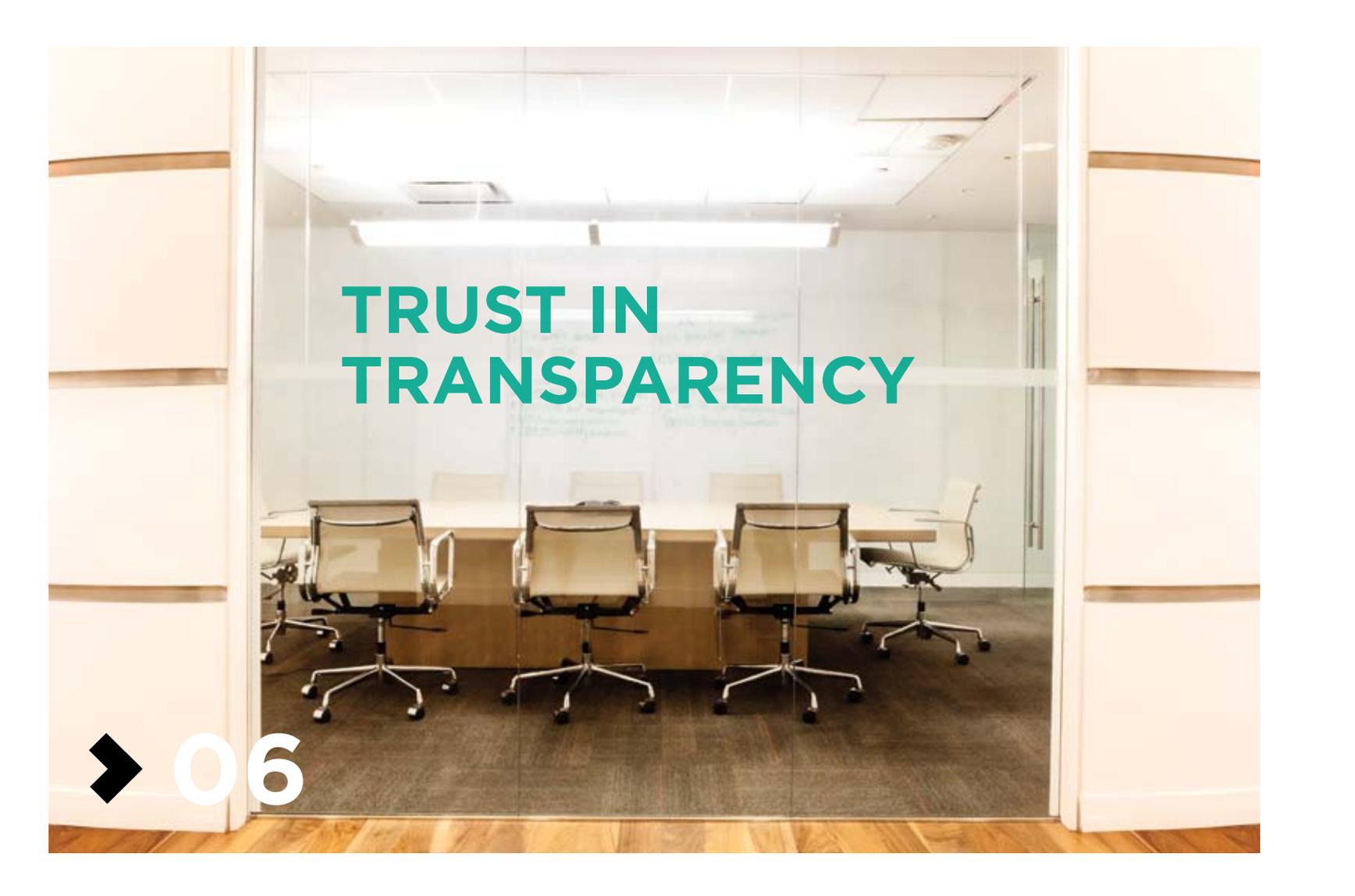
Thomas Kudsk Larsen
Head of IR North America, Roche Holding Ltd
OTCQX: RHHBY

Investors can see prices and access market data –
OTCM sets the best price standard by broadly distributing our market data through multiple channels, including Bloomberg, Thomson Reuters, and other leading market data distributors.

Investors can access company information –
OTCM organizes securities into tiered marketplaces to help investors identify the highest-quality companies. OTCM’s suite of Corporate Services empowers public companies and their advisors to improve visibility and availability of information.

Investors can trade through the broker of their choice –
OTCM’s technology enables investors to buy and sell securities through the institutional, retail, or online broker-dealer of their choice, making the trading experience nearly identical to that of trading NYSE or NASDAQ securities.

More and more global companies use our marketplaces to increase visibility, improve liquidity, build trust, and raise more capital at better valuations.



TRUST IN TRANSPARENCY

➤ 06

To promote order and transparency, OTC Markets Group organizes equity securities into three tiered marketplaces to inform investors of opportunities and risks. The marketplaces reflect the quality of a company's operations, its management history, its level of disclosure, and its degree of shareholder engagement.

OTCQX[®] The best marketplace

The OTCQX[®] best marketplace is where global investors can find a world of investment opportunities, from the largest global blue chips to some of the most interesting growth companies. To qualify for the OTCQX marketplace, companies must meet high financial standards, demonstrate compliance with U.S. securities laws*, be current in their disclosure, and be sponsored by a professional third-party advisor. Designed for investor-focused companies, OTCQX ensures that all investors have the quality of information that's necessary to intelligently analyze, value, and trade their securities.

OTCQB[®] The venture stage marketplace

The OTCQB[®] venture stage marketplace offers investors transparent trading in early-stage and developing U.S. and international companies that are unable to qualify for OTCQX. To be eligible, companies must be current in their reporting and will be required to undergo a new annual verification and management certification process. There are no minimum financial standards other than a (\$.01) bid test; therefore, companies will vary in their level of financial strength.

OTCPink[®] The open marketplace

The OTC Pink[®] open marketplace is for broker-dealers to electronically trade all types of securities without requiring company involvement. With no minimum financial standards, OTC Pink includes penny stocks, and shells, as well as distressed, delinquent, and dark companies not able or willing to provide adequate information to investors, and foreign companies that limit distribution of their disclosure to their home market. As the most inclusive marketplace, OTC Pink requires the least from companies and the most research and caution from investors.

*Companies can use SEC 12g3-2(b) to submit their home country disclosure in English.



The best marketplace with qualified companies.

Designed for established and investor-focused global companies listed on an international stock exchange. Companies on OTCQX® are distinguished by the integrity of their operations; and the diligence with which they provide information, demonstrate compliance with U.S. securities laws*, and clearly convey their qualifications to investors.

OTCQX INTERNATIONAL PREMIER®

The Largest Global Blue-Chip Companies

 OTCQX: ADDYY	 OTCQX: AFLYY	 OTCQX: AZSEY	 OTCQX: BNPQY	 OTCQX: BDRBF
 OTCQX: BSYBY	 OTCQX: COSWF	 OTCQX: DTEGY	 OTCQX: MAKSY	 OTCQX: RHHBY

*Companies can use SEC 12g3-2(b) to submit their home country disclosure in English.

OTCQX INTERNATIONAL®
Global Growth Companies

 <p>OTCQX: AUNFF</p>	 <p>OTCQX: CESDF</p>	 <p>OTCQX: CGOOF</p>	 <p>OTCQX: DTHRF</p>	 <p>OTCQX: EDVMF</p>
 <p>OTCQX: GQMNFF</p>	 <p>OTCQX: NGPHF</p>	 <p>OTCQX: SPHRY</p>	 <p>OTCQX: TAOIF</p>	 <p>OTCQX: TITXF</p>

TOP OTCQX INTERNATIONAL PREMIER COMPANIES*

COMPANY	COUNTRY	SYMBOL	MARKET CAP	VOLUME	\$ VOLUME
Roche Holding Ltd	CHE	RHHBY	\$197,279,606,160	131,511,484	\$8,200,728,502
Danone	FRA	DANOY	\$46,121,328,000	145,967,594	\$2,177,356,300
Deutsche Telekom AG	DEU	DTEGY	\$76,826,317,496	122,852,232	\$1,587,442,183
BASF SE	DEU	BASFY	\$99,002,818,426	12,365,152	\$1,183,119,071
Imperial Tobacco Group PLC	GBR	ITYBY	\$37,516,068,763	14,686,084	\$1,048,879,777
BNP Paribas	FRA	BNPQY	\$97,565,882,658	32,841,708	\$977,423,832
Volkswagen AG	DEU	VLKAY	\$80,707,065,223	21,753,383	\$941,798,108
BG Group Plc	GBR	BRGY Y	\$73,914,127,150	46,855,373	\$848,513,233
Allianz SE	DEU	AZSEY	\$82,663,735,000	55,643,942	\$846,976,027
AXA	FRA	AXAHY	\$66,748,430,267	31,607,406	\$675,308,184

*Representative sample.
Annual data for 2013. Market cap as of December 31, 2013.
Country denotes country of incorporation.

To subscribe to our real-time market data
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 on your Bloomberg Professional®

TOP OTCQX INTERNATIONAL COMPANIES*

COMPANY	COUNTRY	SYMBOL	MARKET CAP	VOLUME	\$ VOLUME
Linc Energy Ltd.	AUS	LNCGY	\$634,021,878	15,345,100	\$229,456,338
Canadian Energy Services & Technology Corp.	CAN	CESDF	\$1,458,766,024	3,108,705	\$50,270,019
DeeThree Exploration Ltd.	CAN	DTHRF	\$694,809,081	5,538,148	\$42,131,287
Golden Queen Mining Co. Ltd.	CAN	GQMNF	\$76,332,705	28,107,896	\$34,688,893
TAG Oil Ltd.	CAN	TAOIF	\$200,254,468	8,582,860	\$33,372,305
Spyglass Resources Corp.	CAN	SGLRF	\$220,292,013	16,139,354	\$29,515,483
Aurcana Corp.	CAN	AUNFF	\$30,573,136	15,347,264	\$29,424,587
Continental Gold Limited	CAN	CGOOF	\$393,075,056	6,109,266	\$26,599,828
Titan Medical Inc.	CAN	TITXF	\$62,537,504	35,400,834	\$25,626,997
Endeavour Mining Corporation	CAN	EDVMF	\$189,999,915	27,693,541	\$22,161,232

*Representative sample.
Annual data for 2013. Market cap as of December 31, 2013.
Country denotes country of incorporation.

To subscribe to our real-time market data

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on your Bloomberg Professional®



The venture stage marketplace with reporting companies.

Designed for U.S. and international venture-stage companies that are current in their reporting. To improve transparency on OTCQB, companies will be required to undergo a new annual verification and management certification process. There are no minimum financial standards, other than a (\$.01) bid test; therefore, companies will vary in their level of financial strength.

ACTIVE OTCQB COMPANIES*

COMPANY	COUNTRY	SYMBOL	MARKET CAP	VOLUME	\$ VOLUME
AMR Corp.**	USA	AAMRQ	\$4,033,889,535	2,631,681,486	\$12,700,030,660
Fannie Mae	USA	FNMA	\$3,485,822,778	6,910,427,437	\$12,200,048,213
Freddie Mac	USA	FMCC	\$1,885,114,646	2,935,914,229	\$4,955,159,696
NextEra Energy, Inc.	USA	NEXWU	\$690,000,000	13,770,228	\$715,217,145
Globalstar, Inc.	USA	GSAT	\$816,351,485	607,657,913	\$709,170,465
Xumanii International Holdings Corp	USA	XUII	\$8,012,511	1,739,206,816	\$452,833,589
Swingplane Ventures Inc	USA	SWVI	\$2,397,000	1,131,438,904	\$361,127,131
Crimson Wine Group Ltd.	USA	CWGL	\$216,211,973	39,223,551	\$338,307,958
Green Innovations Ltd.	USA	GNIN	\$4,122,913	271,078,917	\$319,304,164
InVivo Therapeutics Holdings Corp	USA	NVIV	\$180,763,203	108,330,803	\$290,063,490

*Representative sample. Annual data for 2013. Market cap as of December 31, 2013. Country denotes country of incorporation.

**Company now traded on an exchange.



The open marketplace
with variable reporting
companies.

Designed for broker-dealers to electronically trade all types of securities without requiring company involvement. With no minimum financial standards, OTC Pink includes penny stocks, and shells, as well as distressed, delinquent, and dark companies, and foreign companies that limit distribution of their disclosure to their home market. OTC Pink requires sophisticated investors to dig deeper and be extra thorough in their research before making any trading decisions.

ACTIVE OTC PINK COMPANIES*

COMPANY	COUNTRY	SYMBOL	MARKET CAP	VOLUME	\$ VOLUME
Nestle S.A.	CHE	NSRGY	\$237,313,032,000	167,033,131	\$11,500,624,655
Tribune Co.	USA	TRBAA	\$6,715,840,878	100,767,425	\$6,052,256,518
Gazprom OAO	RUS	OGZPY	\$102,387,930,750	215,392,879	\$1,811,468,777
LUKOIL Oil Co.	RUS	LUKOY	\$53,687,549,184	24,088,917	\$1,510,329,813
Tesco PLC	GBR	TSCDY	\$44,987,869,147	87,022,921	\$1,476,533,619
Motors Liquidation Company GUC Trust	USA	MTLQU	\$964,500,000	40,102,727	\$1,410,487,313
Bayer A.G.	DEU	BAYRY	\$117,426,587,600	9,952,509	\$1,108,217,332
SOFTBANK Corp.	JPN	SFTBY	\$97,059,214,980	30,964,143	\$1,044,048,554
SABMiller plc	GBR	SBMRY	\$82,304,400,000	19,305,769	\$974,360,045
Nissan Motor Co., Ltd.	JPN	NSANY	\$37,974,006,000	47,799,276	\$947,358,924

*Representative sample. Annual data for 2013. Market cap as of December 31, 2013. Country denotes country of incorporation.

THINK GLOBAL. TRADE LOCAL.

Why invest in ADRs?

ADRs offer efficient pricing and depth of trading that is easily connected by leading electronic broker-dealers to home market liquidity through convertibility to ordinary shares.

ADRs are traded as U.S. securities, in U.S. dollars, by U.S. broker-dealers, during U.S. trading hours — making it easy for U.S. investors to hold non-U.S. securities.

ADRs reduce complexity and credit risk, as they are DTC eligible and are held by the highest-quality local financial institutions with cost-effective custodial fees. All dividends are paid and taxable in U.S. dollars, and all local taxes are managed by the depositary bank.

ADRs allow access to securities listed in smaller countries where firms don't have strong broker or custodian relationships.

ADRs create clear and better information channels, providing U.S. investors easy access to company news and disclosure with a U.S. trading symbol.

ADRs of global companies that trade on OTCQX® must comply with our International Reporting Standard, SEC Exchange Act Rule 12g3-2(b), or be SEC reporting and current — and must be listed on a qualified international exchange.

ADRs are eligible for managed accounts, wrap accounts, and U.S. dollar accounts.

ADRs can be added to more portfolios by the largest fund managers.

ADRs can be traded during U.S. hours, when local markets are closed, to easily balance portfolios and meet investor liquidity needs.

ADRs are priced at 4:00 PM EST for consistent fund valuation.

ADRs traded on our marketplaces comprise 1,500 securities from 50 countries — 75% of all ADRs.

59 Change ↑ 3.59 (0.24%) Volume: 0 Time: 10:37 AM

OTCM ADR INDEX

POWERED BY BNY MELLON



"The OTCM ADR Index provides added visibility to the ADRs traded on OTC Markets Group's marketplaces, benefiting ADR issuers and investors alike. Our collaboration with OTC Markets Group offers the investment community an index that shows the depth, breadth and liquidity of all ADRs traded on OTC Markets Group's marketplaces, including some of the world's most well-known companies."

2013

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Ma

May

Jun

Jul

Aug

Sep

Oct

Nov

**Julio Lugo, Vice President, BNY Mellon
OTCQX DAD/PAL**

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WHAT IS AN ALTERNATIVE TRADING SYSTEM (ATS)?

As defined by the SEC*, an ATS is any organization, association, person, group of persons, or system that constitutes, maintains, or provides a marketplace or facilities for bringing together purchasers and sellers of securities, or for otherwise performing with respect to securities the functions commonly performed by a stock exchange; and that does not:

- a) Set rules governing the conduct of subscribers other than the conduct of such subscribers' trading on such organization, association, person, group of persons, or system; or
- b) Discipline subscribers, other than by exclusion, from trading.

*Source: 17CFR§242.300 (a)

“Through OTC Markets Group’s efficient trading process, broker-dealers can seamlessly post quotes and execute trades electronically. The platform has attracted both investors and broker-dealers, who now use it to trade over 1,500 ADRs.”

Scott Pollak
Global Product and Capital Market Solutions Head
Citi Depository Receipt Services
OTCQX DAD/PAL

OTC Link® ATS

OTC Link® ATS is an SEC-registered Alternative Trading System for broker-dealer subscribers to provide investors with an electronic trading experience almost identical to trading a security on NYSE or NASDAQ. OTC Link® ATS directly links a diverse network of leading U.S. broker-dealers providing liquidity and execution services in a wide spectrum of U.S. and global securities. Its real-time price transparency and connectivity offer broker-dealers control of trades and choice of counterparties so they can efficiently provide best execution, attract order flow, and comply with FINRA and SEC regulations.

The OTCQX® and OTCQB® marketplaces are recognized by the SEC as “Established Public Trading Markets.” Companies filing registration statements with the SEC can use quoted prices on the OTCQX and OTCQB marketplaces to establish the market value of their securities.

OTC Link® ATS links 130 Broker-Dealers, including:

Archipelago Trading Services, Inc. / ARCA
Automated Trading Desk Fincl Svcs, LLC / ATDF
BNY Mellon Capital Markets / BKMM
Canaccord Genuity Inc. / CSTI
Citadel Securities / CDEL
Credit Suisse Securities LLC / FBCO
G1 Execution Services LLC / ETRF
Intl FCStone Securities, Inc. / INTL
Jane Street Markets, LLC / JANE
JP Morgan Securities LLC / JPMS
Knight Execution & Clearing Services LLC / NITE
Maxim Group LLC / MAXM
Merrill Lynch, Pierce, Fenner & Smith / MLCO
UBS Securities LLC / UBSS

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WELL-REGULATED TRADING

Best Execution of Customer Orders

FINRA Rule 5310: FINRA requires broker-dealers to use reasonable diligence to ascertain the best market to execute their customer orders. OTC Link® ATS market prices can be relied upon by electronic broker-dealers providing automated best execution.

Limit Order Display

FINRA Rule 6460: Broker-dealers must display the price and full size of customer limit orders that improve or are equal to the price of the broker-dealers' proprietary quote. Qualifying customer limit orders must be displayed when the size is at or above the minimum quote size prescribed by FINRA Rule 6433.

Limit Order Protection

FINRA IM-2110-2: Broker-dealers may not trade for their own account at prices that are equal to or better than the prices of limit orders that they have received from their customers or from another broker-dealer on behalf of its customers. Protecting customer limit orders encourages the use of such orders by the investing public and results in more capital committed to securities trading in the secondary markets by a source other than securities dealers.

Market Order Protection

FINRA Rule 5320: Broker-dealers must give priority to customer orders. A broker-dealer holding a customer order may not trade for its own account at a price that would satisfy an existing customer order, unless immediately after the trade the broker-dealer executes the customer order at the same or a better price.

Firm Quote

FINRA Rule 5220 Offers at Stated Prices and 5220.01 Firmness of Quotations: To ensure the integrity of quotations, FINRA requires every broker-dealer to trade at its publicly quoted prices. Integrity of quotes is essential to the normal operation of the market. The failure to honor quotations, also known as “backing away,” can be disruptive to a fair and orderly market.

Minimum Quote Sizes

FINRA Rule 6433: Broker-dealers posting priced quotations on OTC Link® ATS are firm for certain minimum sizes. Minimum quote sizes are based upon quote price. As the price of a quote decreases, the size associated with a price increases. Mandatory sizes assure a minimum amount of liquidity in the market and add weight to a broker-dealer’s firm quote obligation.

Real-Time Trade Reporting

FINRA Rule 6622: Broker-dealers must report their transactions to FINRA’s OTC Reporting Facility within 30 seconds, which accommodates reporting and dissemination of last sale reports in OTCQX®, OTCQB®, and OTC Pink® securities. The rule creates a uniform method of reporting obligations of broker-dealers, including: who must report, when those reports are due, what must be reported, and how to cancel trades already reported.

Order Audit Trail Systems (OATS)

FINRA Rules 7410 through 7470: FINRA has established OATS as an integrated audit trail of order, quote, and trade information for equity securities. FINRA uses this audit trail system to recreate events in the life cycle of orders and monitor more completely the trading practices of broker-dealers.

Short Position Disclosure

FINRA Rule 4560: Broker-dealers must report their short interest positions in all OTCQX, OTCQB, and OTC Pink securities at mid-month and end-of-month. Short-interest reporting brings more transparency to the short selling activities, and reduces the possibility of manipulative behavior associated with naked short selling.

RHHBY US \$ ↓ 65.70
At 15:17 Vol 1,579,30

RHHBY US Equity

Roche Holding AG

Last

65.70

Change

+0.05

Bid

65.70

Ask

65.75

64.94

100

+0.00%

3

10

65.65

64.33

REAL-TIME OTC MARKETS LEVEL 2+

(OTCQX[®], OTCQB[®], OTC PINK[®], OTC BONDS) QUOTES

ENTER OTCQ <GO>

On your Bloomberg Professional[®]

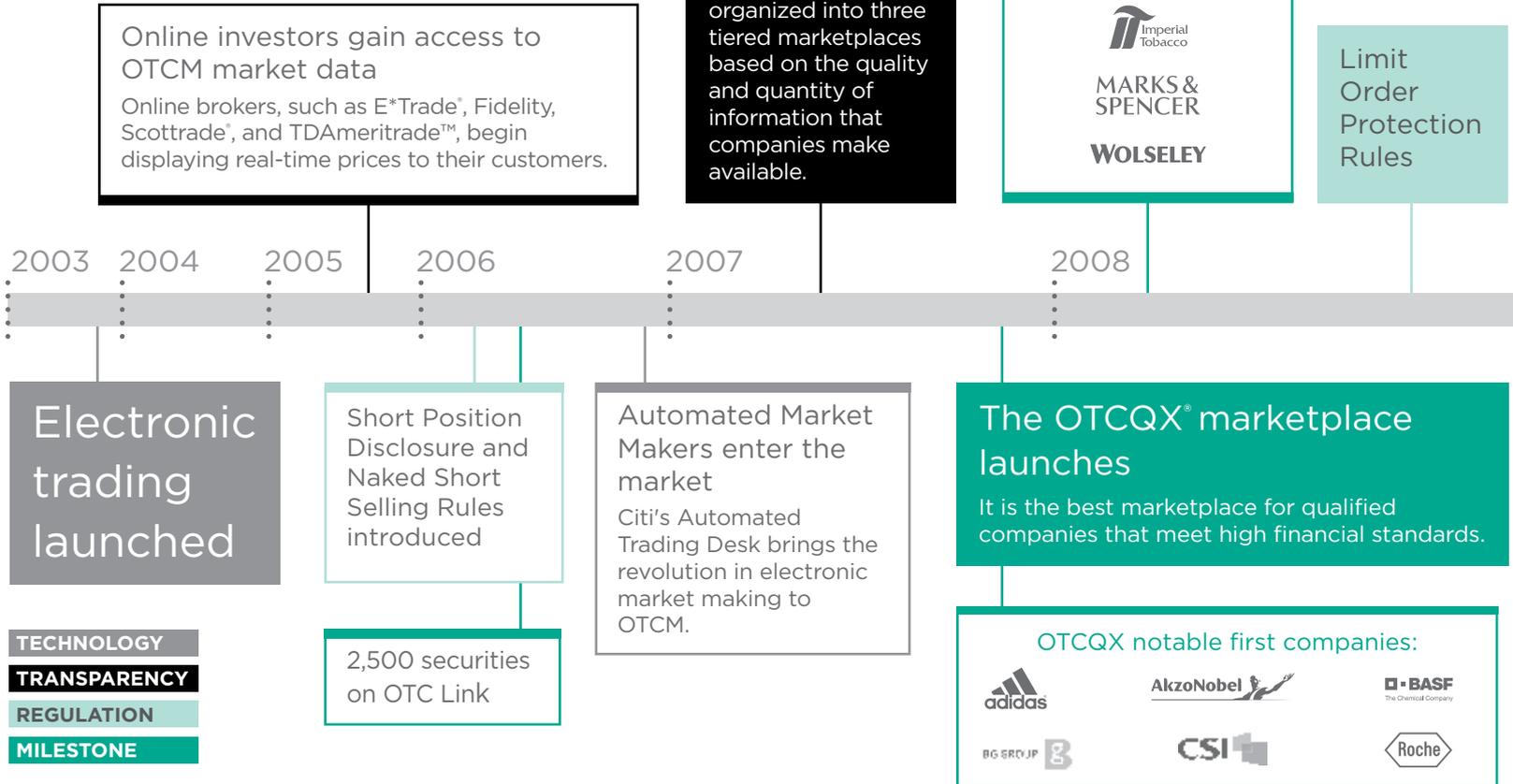
Turn on Real-Time OTC Markets Level 2+ (OTCQX, OTCQB, OTC Pink, OTC Bonds) Quotes for 10,000 U.S. and global securities or contact your preferred financial data distributor today.

Get complete firm actionable prices, including full depth of book as well as market participant and trader information.

For a full list of data distributors who offer Real-Time Level 2+ market data, visit our website: <http://www.otcmarkets.com/data-distributors>

OTC MARKETS GROUP

Ten Years of Change



Electronic trading launched

- TECHNOLOGY
- TRANSPARENCY
- REGULATION
- MILESTONE

Online investors gain access to OTCM market data
Online brokers, such as E*Trade*, Fidelity, Scottrade*, and TD Ameritrade™, begin displaying real-time prices to their customers.

System of tiered marketplaces established
Securities are organized into three tiered marketplaces based on the quality and quantity of information that companies make available.

OTCQX® notable new companies:
AIRFRANCE KLM
Imperial Tobacco
MARKS & SPENCER
WOLSELEY

Limit Order Protection Rules

Short Position Disclosure and Naked Short Selling Rules introduced

2,500 securities on OTC Link

Automated Market Makers enter the market
Citi's Automated Trading Desk brings the revolution in electronic market making to OTCM.

The OTCQX® marketplace launches
It is the best marketplace for qualified companies that meet high financial standards.

OTCQX notable first companies:
adidas AkzoNobel BASF
BG SrdjP CSI Roche

Real-time trade data in ADRs and foreign ordinary shares

through timely trade reporting by broker-dealers gives more transparency for U.S. investors trading global securities.

2009



OTCQX notable new companies:



OTCQX reaches 100 companies

Priced quotes on OTCM's platform reach 50,000
Priced quotes account for 84% of broker-dealer trading activity.

2010



Launch of the OTCQB[®] marketplace

OTCQB effectively replaces FINRA's telephone-based OTC Bulletin Board for U.S. companies current in their reporting, with fully electronic quoting and trading capabilities.

OTCQX notable new companies:



2011



OTCQX notable new companies:



Market Order Protection

Minimum Pricing Increment Rule

Maker Taker Access Fees Rule

OTCQX reaches **300 companies** with an aggregate market cap of over **\$1 trillion** representing 10% of dollar volume traded.

OTC Link® ATS is established as an SEC-registered ATS and INRA member broker-dealer.

OTCM & EDGAR Online launch OTC Financial Data Service to help investors access company information by transforming financial statements into an XBRL database.

Jumpstart Our Business Startups Act (JOBS Act) passed

Market distribution network now includes all major data distributors: Activ Financial, Bloomberg, Interactive Data, SIX Financial, and Thomson Reuters.

2012

Customer Limit Order Display Rule

OTCM and BNY Mellon launch the OTCM ADR Index, comprised of over **600 large-cap global companies**

FINRA Tier Size Pilot

OTCQX accounts for 15% of dollar volume traded

1,400 ADRs traded, accounting for 75% of all ADRs

OTCQX notable new companies:



OTCM and PR Newswire announce enhanced news distribution and connectivity through PR Newswire's expansive network.

Established Public Market

The OTCQX and OTCQB marketplaces are recognized by the SEC as “Established Public Markets.”

\$201 billion in total annual dollar volume traded
\$29.5 billion traded annually on OTCQX

1,500th ADR begins trading on the OTCM Marketplaces.

OTC Disclosure & News Service now enables companies to share videos & presentations.

Integration of services with GlobeNewswire, Marketwired and PR Newswire streamlines disclosure process and expands distribution network.

2013

JOBS Act transparency changes take effect, permitting general solicitation and advertising of SEC Rules 506(c) and 144A private offerings.

Bloomberg, CNBC, CNN Money, MSN Money, Seeking Alpha, and SNL Finance now display OTCQX, OTCQB, and OTC Pink marketplace designations.

8 OTCQX companies graduate to an exchange listing during the year.

OTCQX notable new companies:



FRESENIUS

Morris Foods

XCEL
BRANDS

Youngevity



“Communication is not just a unidirectional flow of information. Our investors also want to have their input heard, and we at BASF see the open discussion with the financial community as essential in order to meet the ever-changing needs of the market.”

Markus Zeise
Director of Investor Relations, BASF SE
OTCQX: BASFY

“There are many advantages to being on OTCQX[®], but I think the biggest, from the company’s perspective, is probably the enhanced visibility that OTCQX provides — particularly in terms of information dissemination via press releases and the like. From a market participant standpoint, the fact that a company is on OTCQX is often associated with high quality standards.”

Stanislas Beneteau
Global Head of Sales, Global Equity Services, Deutsche Bank
OTCQX DAD/PAL

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www.linkedin.com/company/otc-markets-group



OTCMarkets