

October 8, 2014

Dear Shareholder:

You are cordially invited to attend the annual meeting of shareholders of OTC Markets Group Inc. (the "Company"), which will be held on Wednesday, November 5, 2014, at 10 a.m. in the OTCQX Market Center on the third floor of our corporate office at 304 Hudson Street, New York, NY 10013. At the meeting, we will elect two Class 3 directors to serve on the Board of Directors of OTC Markets Group, ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2014 and transact such other business as may come before the annual meeting.

The nominees for election to the Board are Mr. R. Cromwell Coulson, the Company's President and Chief Executive Officer, and Mr. Andrew Wimpfheimer, the Chairman of the Company's Audit Committee. Mr. Coulson and Mr. Wimpfheimer have been members of the Board since its inception. The Board believes that the Company and its shareholders will continue to benefit from the insight, experience and expertise that Mr. Coulson and Mr. Wimpfheimer bring to the Board. The Board recommends that you vote for both nominees.

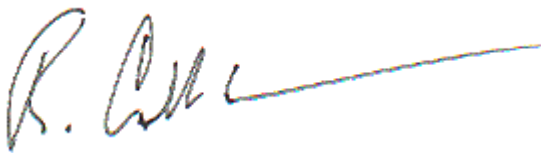
Enclosed please find biographical information on Mr. Coulson and Mr. Wimpfheimer.

Your vote is very important and we urge you to vote your proxy as soon as possible to ensure a quorum of shareholders is represented.

In addition to the proposals above, we will give you an overview of new developments at OTC Markets Group.

**Please vote your proxy before the meeting to be sure your vote is counted.** Thank you for your investment in OTC Markets Group.

Cordially,

A handwritten signature in blue ink, appearing to read 'R. Coulson', followed by a long horizontal flourish.

R. Cromwell Coulson  
President and Chief Executive Officer

### **Biography of R. Cromwell Coulson**

R. Cromwell Coulson is President, CEO and a Director of OTC Markets Group. In 1997, Cromwell led a group of investors in acquiring OTC Markets Group's predecessor business, the National Quotation Bureau (NQB). Cromwell led the transformation of what was an opaque and inefficient market into a technology-driven, Open, Transparent and Connected financial marketplace platform. Today, OTC Markets Group operates the OTCQX, OTCQB and OTC Pink marketplaces for over 10,000 securities. Prior to the acquisition of NQB, Cromwell was an institutional trader and portfolio manager specializing in distressed and value-oriented investments at Carr Securities Corporation, an OTC market maker. Cromwell received a BBA from Southern Methodist University in Dallas, TX and graduated from the Owner/President Management Program at Harvard Business School. Cromwell is 48 years of age.

### **Biography of Andrew Wimpfheimer**

Andrew Wimpfheimer has been a private investor since 2005. Mr. Wimpfheimer served as Director of AM Capital LLC from 2002 to 2005. From 1995 to 2001, Andrew was Managing Director responsible for OTC-Non-NASDAQ Trading at Knight Securities, L.P. From 1988 to 1995 he was an equity trader for Troster Singer Inc., a division of Spear, Leeds & Kellogg, Inc. From 1985 to 1988, Andrew was employed by Spear, Leeds & Kellogg Inc., where his duties included work on the NYSE, AMEX, Futures Market and Arbitrage Department, as well as general back office work. From 1980 to 1985, Andrew was a New York Stock Exchange floor clerk, trading desk employee and back office trainee for Herzfeld & Stern LLP. Mr. Wimpfheimer received his BA from Macalester College in St. Paul, Minnesota. He attended the Taft School in Watertown, Connecticut as well as the Collegiate School in New York City. Andrew is 57 years of age.