

**Bank Reporting Standard:**

**Pink® Basic Disclosure Guidelines**

Federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 (“Exchange Act”) as well as Rule 144 of the Securities Act of 1933 (“Securities Act”), and state Blue Sky laws, require issuers to provide *current information* to the public markets. With a view to facilitating compliance with these laws, OTC Markets Group has created these Bank Reporting Standard: Pink Basic Disclosure Guidelines (“Guidelines”).[[1]](#footnote-2) These Guidelines set forth the disclosure obligations that make up the “Bank Reporting Standard” for banks and bank holding companies quoted on the Pink market. These Guidelines have been designed to encompass the “Catch All” information required in SEC Rule 15c2-11,[[2]](#footnote-3) however they have not been reviewed by the U.S. Securities and Exchange Commission (“SEC”) or any state securities regulator. We use information provided by companies under these Guidelines to designate the appropriate tier in the Pink Market: Current Information or Limited Information.

These Guidelines may be amended from time to time, in the sole and absolute discretion of OTC Markets Group, with or without notice. The information provided by companies under these Guidelines is subject to our [Privacy Policy](https://www.otcmarkets.com/privacy-statement).

**Pink Current Information Tier**

Banks and bank holding companies that make the information described below publicly available on a timely basis may qualify for the Current Information Tier.

Qualification Process:

1. Subscribe to the OTC Disclosure & News Service by submitting an [Application](https://www.otcmarkets.com/files/OTCIQ_Order_Form.doc) for the OTCIQ: Disclosure & News Service (available on https://gateway.otcmarkets.com/).
2. Upload the **Annual Report[[3]](#footnote-4)** through OTCIQ for the most recently completed fiscal year. The Annual Report must be audited, prepared according to U.S. GAAP, as of a date within the prior 16 months and must include the following:
	* Balance Sheet
	* Statement of Income (Profit and Loss)
	* Statement of Retained Earnings (Statement of Changes in Stockholders’ Equity)
	* Audit Letter
3. Upload quarterly **Call Reports** orother **Bank Regulatory Filings** through OTCIQ for the current fiscal year. Note: OTC Markets may automatically display the applicable Bank Regulatory Filings on the entity’s Company Profile on www.otcmarkets.com. If these Bank Regulatory Filings are available on otcmarkets.com, no further action is required.

1. **Verify the Company Profile** through the OTCIQ web portal. Profile information includes, but is not limited to, a complete list of officers, directors and other insiders, outstanding shares, a business description, and contact information.
2. Allow OTC Markets Group to process the posted information (typically three to five business days) and provide any comments.
3. To qualify for Current Information on an ongoing basis, the bank or bank holding company must:
	* Maintain a Verified Profile – requires verification at least once every six months; and
	* Upload reports through OTCIQ on the following schedule:
* Call Report or other quarterly Bank Regulatory Filing within **45** days of the quarter end (only required if not automatically displayed on the company’s profile on www.otcmarkets.com).
* Annual Report[[4]](#footnote-5) within **120** daysof the fiscal year end

**Pink Limited Information Tier**

Banks that are late in filing the required documents through OTCIQ, or that fail to maintain a Verified Profile, may be designated as “Limited Information.”

**Current Reporting of Material Corporate Events**

Companies are expected to release quickly to the public any news or information regarding corporate events that may be material to the issuer and its securities (including adverse information). Persons with knowledge of such events are considered to be in possession of material nonpublic information and may not buy or sell the issuer’s securities until or unless such information is made public. If not included in the issuer’s previous public disclosure documents or if any of the following events occur after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a news release within 4 business days following their occurrence and posting such news release through an Integrated Newswire[[5]](#footnote-6) or OTCIQ.

Material corporate events include, but are not limited to:

* Entry into or termination of a material definitive agreement
* Completion of an acquisition or disposition of assets, including but not limited to merger transactions
* Creation of a direct financial obligation or an obligation under an off-balance sheet arrangement of an issuer
* Triggering events that accelerate or increase a direct financial obligation or an obligation under an off-balance sheet arrangement
* Costs associated with exit or disposal activities
* Material impairments
* Sales of equity securities
* Material modification to rights of security holders
* Changes in issuer's certifying accountant
* Non-reliance on previously issued financial statements or a related audit report or completed interim review
* Changes in control of issuer
* Departure of directors or principal officers; election of directors; appointment of principal officers
* Amendments to articles of incorporation or bylaws; change in fiscal year
* Amendments to the issuer's code of ethics, or waiver of a provision of the code of ethics
* Any changes to litigation the issuer may be involved in, or any new litigation surrounding the issuer
* Officer, director, or insider transactions in the issuer’s securities
* Disclosure regarding stock promotion campaigns deemed material by the issuer
* Changes to the organizational structure of the issuer, for example a change from bank to bank holding company
* Other events the issuer considers to be of importance
1. This is not legal advice, and OTC Markets Group makes no assurance that compliance with our disclosure requirements will satisfy any legal requirements. [↑](#footnote-ref-2)
2. Publication of information pursuant to these Guidelines does not guarantee or ensure that the company will be designated as having “current information” or eligible for public quotations in accordance with Rule 15c2-11 or any other applicable regulation. [↑](#footnote-ref-3)
3. Banks and Bank Holding companies must submit Annual Reports containing the required statements listed in Section 2 to meet the Bank Reporting Standard: Pink Basic Disclosure Guidelines and be eligible for public proprietary broker-dealer quotations in accordance with amendments to Exchange Act Rule 15c2-11. [↑](#footnote-ref-4)
4. See footnote #3 regarding Annual Reports [↑](#footnote-ref-5)
5. “Integrated Newswire” shall mean a newswire service that is integrated with the OTC Disclosure & News Service and is included on OTC Markets Group’s list of Integrated Newswires, as published on https://www.otcmarkets.com/corporate-services/products/disclosure-and-news-service [↑](#footnote-ref-6)