

OTC MARKETS GROUP INC.

A Delaware Corporation

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Federal EIN: 13-3941069

NAICS: 523210

SIC Code: 6289

2022 Annual Report

For the period ended December 31, 2022

ISSUER'S EQUITY SECURITIES

COMMON STOCK

Class A Common Stock

\$0.01 Par Value Per Share

17,000,000 Shares Authorized

11,918,229 Shares Outstanding as of February 28, 2023

OTCQX: OTCM

OTC Markets Group Inc. is responsible for the content of this Annual Report. The securities described in this document are not registered with, and the information contained in this report has not been filed with, or approved by, the U.S. Securities and Exchange Commission.

Dear Shareholders,

2022 was a year of growth and development at OTC Markets Group as we pursued our mission to create better-informed and more efficient financial markets that support the success of broker-dealers and public companies. It was also a year of investment, as evidenced by our data-focused acquisitions that will expand our portfolio of unique solutions. I am, as always, impressed by our team's dedication to providing the highest level of service to our clients and as commercial stewards to build long-term value for shareholders.



We completed two acquisitions for our Market Data Licensing business that diversify our product suite and expand our opportunities beyond organic growth initiatives. In the first half of the year, we acquired Blue Sky Data Corp, which gave us ownership of comprehensive data regarding state law compliance for over 100,000 equity and debt securities, along with a team of domain specialists and a strong recurring subscriber list. We created commercial value by generating the data on our platform, and in turn, expanding the number of securities covered. As a result, we expanded our ability to solve complex compliance challenges for broker-dealers and public companies.

Our acquisition of EDGAR Online is a classic turnaround situation, much akin to our original purchase of the National Quotation Bureau. With a long track record of processing public company disclosure, producing high-quality financial data sets, and distributing market information, the EDGAR Online services are a vital component of our issuer compliance process. The business has an impressive subscriber list of broker-dealers, data providers, exchanges, and securities regulators that rely on its mission-critical data. Bringing that information in-house allows us to enhance the services our clients use and create new products that expand the breadth of companies and securities that we cover. It requires a strong dose of entrepreneurial energy and commercial stewardship to set the EDGAR Online business back on the right course.

Adding Blue Sky Data and EDGAR Online products to the OTC Markets platform will make it easier for companies to be public and streamline securities trading and compliance for broker-dealers. Both acquisitions brought unique challenges to be solved and new skills to learn and added to our talented team of people. The strengths we acquire will expand our capabilities to serve our clients in new ways. By thoughtfully integrating these businesses with our operations, we seek to strengthen our company and generate further financial returns for our shareholders.

This year, we continued to embrace our role as a regulated market operator and Qualified Interdealer Quotation System under modernized Securities Exchange Act Rule 15c2-11. We are a trusted information source that broker-dealers rely on for monitoring ongoing issuer disclosure and compliance. Our Corporate Services business built on its success from last year and again achieved record results in 2022. Expanding our breadth of coverage and identifying new solutions for companies, broker-dealers, and market data subscribers will continue to be priorities for our organization moving forward.

We continue to pursue regulatory recognition for our markets and champion common-sense legislative amendments that reflect the technological evolution of our markets and our clients. We were delighted to play a role in the passage of the ESOP Fairness Act legislation that will put qualified OTC-traded companies that meet established financial and disclosure standards on par with exchange-listed companies. We also expanded our Blue Sky map to include two additional jurisdictions as we reinvigorate our effort to achieve national Blue Sky recognition for our OTCQX and OTCQB markets.

During the past year, we also expanded our global reach by adding a sales office in Singapore. An established presence in Asia provides an additional avenue for international companies to learn about and access the U.S. capital markets. Our OTCQX and OTCQB markets and suite of offerings provide companies a meaningful way to connect with investors and communicate their message on a global scale.

I encourage you to review the OTC Markets Group 2022 Annual Report, which provides a broader overview of our performance and a barometer for our operating strategy.

We thank you for your support and I look forward to discussing our progress on our strategic initiatives throughout the course of the year.

Sincerely,



R. Cromwell Coulson
President, CEO and Director
OTC Markets Group

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OTC MARKETS GROUP INC.

A Delaware Corporation

ANNUAL REPORT

Cautionary Note Regarding Forward-Looking Statements

Information set forth in this 2022 Annual Report (the “Annual Report”) contains forward-looking statements, which involve a number of risks and uncertainties that could cause our actual results to differ materially from those reflected in the forward-looking statements. Forward-looking statements can be identified by use of the words “expect,” “project,” “may,” “might,” “potential,” and similar terms. OTC Markets Group Inc. and its subsidiaries (“OTC Markets Group,” “we” or the “Company”) cautions readers that any forward-looking information is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking information. Forward-looking statements involve a number of risks, uncertainties or other factors beyond OTC Markets Group’s control. These factors include, but are not limited to: our ability to implement our strategic initiatives; economic, political and market conditions and price fluctuations; government and industry regulation; U.S. and global competition; changes to trading behavior broadly in the market; and other risk factors discussed under the “*Risk Factors*” section in this Annual Report. We undertake no obligation to revise or publicly release the results of any revision to these forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. We undertake no obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.

Part A. General Company Information

The name of the issuer is OTC Markets Group Inc.

There have been no changes in control of the Company since 1997. OTC Markets Group is currently conducting operations and it is not now, nor has it at any time been, a “shell company” as that term is defined in the OTCQX® U.S. Disclosure Guidelines and the federal securities laws.

The Company is an active Delaware Corporation and has four wholly owned subsidiaries: OTC Link® LLC, a Delaware limited liability company formed in 2010; OTC Markets Group International Ltd, incorporated with the Registrar of Companies for England and Wales and formed in 2018; Qaravan® Inc., a Delaware corporation acquired in 2019; and Edgar Online LLC, a Delaware limited liability company formed in 2022 in connection with the acquisition of the EDGAR® Online business. The Company does not have any other parents, subsidiaries, or affiliated companies. Neither we nor any of our predecessors have been in bankruptcy, receivership, or any similar proceeding.

OTC Link LLC (“OTC Link”) is a broker-dealer member of the Financial Industry Regulatory Authority, Inc. (“FINRA”) that operates three Securities and Exchange Commission (“SEC”) regulated Alternative Trading Systems (“ATs”): OTC Link ATS, OTC Link ECN, and OTC Link NQB.

Our fiscal year ends on December 31.

The address of the issuer is: **300 Vesey Street, 12th Floor
New York, NY 10282**

The issuer's telephone: **(212) 896-4400**

The issuer's website: **OTC Markets Group's corporate website, www.otcmarkets.com, contains general information about us and our products and services. As of December 31, 2022, we also maintained www.otciq.com, www.otcdealer.com, www.qaravan.com, www.virtualinvestorconferences.com, www.lifesciencesinvestorforum.com, www.lifescienceinvestorforum.com, www.edgar-online.com, pro.edgar-online.com, i-metrix.edgar-online.com, www.edgarexplorer.com and developer.edgar-online.com. The information contained on such websites shall not be deemed incorporated by reference herein.**

Investor relations contact: **Antonia Georgieva, Chief Financial Officer
300 Vesey Street, 12th Floor
New York, NY 10282
Telephone: (212) 220-2215
ir@otcmarkets.com**

The name and address of the transfer agent is: **Continental Stock Transfer & Trust Company
1 State Street, 30th Floor
New York, NY 10004
(212) 509-4000**

Continental Stock Transfer & Trust Company is registered under the Securities Exchange Act of 1934 (the "Exchange Act") and regulated by the SEC.

Part B. Share Structure

The Exact Title and Class of Securities Outstanding

As of December 31, 2022, OTC Markets Group had one class of securities outstanding, Class A Common Stock. None of OTC Markets Group's Class A Common Stock has been registered under the Securities Act of 1933 (the "Securities Act"), or qualified under any state securities laws, and we have no current plans to register or qualify any of our securities. There were no preferred shares authorized or outstanding as of December 31, 2022.

The trading symbol for OTC Markets Group's Class A Common Stock assigned by FINRA is "OTCM."

The CUSIP number for our Class A Common Stock is 67106F108.

Our Class A Common Stock has traded on the OTCQX U.S. Premier® market since March 11, 2010. Our securities are not, and have never been, listed on a national securities exchange,

and have been quoted solely on OTC Link ATS and its predecessor system since the commencement of their public trading.

Par or Stated Value and Description of the Security

OTC Markets Group's Class A Common Stock has a par value of \$0.01 per share.

Each holder of shares of Class A Common Stock is entitled to one vote for each share of Class A Common Stock held on all matters submitted to a vote of stockholders of OTC Markets Group. The holders of Class A Common Stock vote together as a single class. Holders of Class A Common Stock are not entitled to any preemptive rights.

Holders of our Class A Common Stock, including unvested restricted stock, are entitled to receive such dividends and other distributions as may be authorized and declared by the Board of Directors from time to time ("Dividend Rights"). Upon the voluntary or involuntary liquidation, dissolution, or winding up of OTC Markets Group, holders of Class A Common Stock are entitled to a *pro rata* share of the net assets of OTC Markets Group available for distribution in proportion to the number of shares of Class A Common Stock held by each stockholder.

In our Amended and Restated Certificate of Incorporation, we elect the application of Section 203 of the Delaware General Corporation Law ("DGCL"). Section 203 of the DGCL prohibits persons deemed "interested stockholders" from engaging in a "business combination" with a Delaware corporation for three years following the date these persons become interested stockholders unless the business combination is, or the transaction in which the person became an interested stockholder was, approved by the Board of Directors, or another prescribed exception applies. Generally, an "interested stockholder" is a person who, together with affiliates and associates, owns, or within three years prior to the determination of interested stockholder status did own, 15% or more of a corporation's voting stock. Generally, a "business combination" includes a merger, asset or stock sale, or other transaction resulting in a financial benefit to the interested stockholder. The application of this provision may have an anti-takeover effect with respect to transactions not approved in advance by our Board of Directors.

Our Amended and Restated Certificate of Incorporation also provides that the Board of Directors may not authorize any "business combination" with a "related person" unless it (i) meets the "Fair Price" provision, which seeks to ensure that stockholders receive the highest possible price in the event of a business combination, as that provision is described in Article 10 of our Amended and Restated Certificate of Incorporation or (ii) is approved by a majority of the outstanding shares of stock entitled to vote.

The Number of Shares or Total Amount of the Securities Outstanding for Each Class of Securities Authorized

As of December 31, 2022, the Company is authorized to issue 17,000,000 shares of Class A Common Stock of \$0.01 par value.

The following table shows the amount of the securities outstanding for our Class A Common Stock as of December 31, 2022 and December 31, 2021:

| | December 31, | |
|---|--------------|------------|
| | 2022 | 2021 |
| Number of shares authorized | 17,000,000 | 17,000,000 |
| Number of shares outstanding | 11,874,763 | 11,801,761 |
| Number of shares freely tradable (public float) ⁽¹⁾⁽²⁾ | 7,707,641 | 7,648,922 |
| Total number of holders of record | 202 | 191 |

Notes:

- (1) The number of shares freely tradable may include shares held by stockholders owning 10% or more of our Class A Common Stock. These stockholders may be considered “affiliates” within the meaning of Securities Act Rule 144, and their shares may be “control shares” subject to the volume and manner of sale restrictions under Securities Act Rule 144.
- (2) Our officers and directors hold approximately 4.1 million shares of our Class A Common Stock, which may be “control shares” subject to the volume and manner of sale restrictions under Securities Act Rule 144. These shares are excluded from the number of shares freely tradable.

As of December 31, 2022 and 2021, there were 1,301 and 1,390 non-objecting beneficial stockholders owning at least 100 shares of the Company’s Class A Common Stock, respectively.

Issuer Purchases of Equity Securities

The Company is authorized to purchase shares from time to time on the open market and through block trades, in accordance with the safe harbor provision of Rule 10b-18 under the Exchange Act.

The following table shows purchases made by the Company of our Class A Common Stock during the years ended December 31, 2022 and 2021 and the number of shares remaining to be purchased under the Company’s stock repurchase program:

| Date | Number of Shares Purchased | Average Price Paid Per Share | Number of Shares Purchased as Part of Announced Repurchase Plan | Total Amount (in thousands) | Number of Shares Remaining To Be Purchased Under Announced Plan |
|-------------------------|----------------------------|------------------------------|---|-----------------------------|---|
| 2021 | | | | | |
| Feb 2021 | 44,691 | \$ 34.00 | 44,691 | \$ 1,520 | 255,309 |
| Mar 2021 | 42 | 41.00 | 42 | 2 | 255,267 |
| Mar 2021 ⁽¹⁾ | - | - | - | - | 300,000 |
| Total | <u>44,733</u> | | <u>44,733</u> | <u>1,522</u> | |
| 2022 | | | | | |
| Feb 2022 | 45,140 | \$ 61.50 | 45,140 | \$ 2,776 | 254,860 |
| Mar 2022 ⁽¹⁾ | - | - | - | - | 300,000 |
| Total | <u>45,140</u> | | <u>45,140</u> | <u>\$ 2,776</u> | |

- (1) In March 2023 and 2022, the Board of Directors refreshed the Company’s stock repurchase program, giving the Company authorization to repurchase up to 300,000 shares of the Company’s Class A Common Stock.

Summary of Stock Option Activity

The Company grants stock options to employees and certain consultants as of the last date of their first month of employment, with the strike price set at the closing price on the day prior to the grant date. Stock options granted vest in equal installments, annually, over five years.

The following table contains a summary of all stock option activity during 2022 and 2021:

| (in thousands, except W/A exercise price) | Stock options | Weighted- average exercise price |
|---|------------------|--|
| Outstanding, January 1, 2021 | 569 | \$ 25.06 |
| Granted | 157 | 41.76 |
| Exercised | (136) | 21.68 |
| Forfeited | (60) | 30.96 |
| Outstanding, January 1, 2022 | 530 | \$ 30.21 |
| Granted | 382 | 57.79 |
| Exercised | (92) | 23.10 |
| Forfeited | (30) | 40.99 |
| Outstanding, December 31, 2022 | 790 | \$ 43.95 |

Summary of Restricted Stock Award Activity

The Company grants to certain employees and consultants, as well as directors, shares of its Class A Common Stock subject to the terms of Restricted Stock Agreements (“RS Agreements”) between the Company and each recipient. Stock granted subject to RS Agreements is included in our calculation of shares outstanding, and holders of such stock have voting and Dividend Rights and are included in our calculation of holders of record.

The following table contains a summary of all activity relating to stock granted subject to RS Agreements during 2022 and 2021:

| (in thousands, except W/A fair value) | Restricted stock | Weighted- average fair value |
|---------------------------------------|---------------------|---------------------------------|
| Outstanding, January 1, 2021 | 279 | \$ 28.55 |
| Granted | 110 | 34.33 |
| Vested | (97) | 25.98 |
| Forfeited | (17) | \$ 29.91 |
| Outstanding, January 1, 2022 | 275 | 31.69 |
| Granted | 89 | 61.28 |
| Vested | (92) | 30.13 |
| Forfeited | (7) | 40.93 |
| Outstanding, December 31, 2022 | 265 | 41.95 |

Public Trading of Class A Common Stock

The following table sets forth for the periods indicated the high and low reported sales prices per share for our Class A Common Stock:

| | High | Low |
|----------------|----------|----------|
| 2021 | | |
| First Quarter | \$ 41.75 | \$ 33.99 |
| Second Quarter | 52.70 | 39.50 |
| Third Quarter | 51.95 | 42.40 |
| Fourth Quarter | 60.00 | 46.83 |
| 2022 | | |
| First Quarter | \$ 65.89 | \$ 52.35 |
| Second Quarter | 64.00 | 54.71 |
| Third Quarter | 57.25 | 52.30 |
| Fourth Quarter | 60.12 | 55.00 |

Dividends

During 2022 and 2021, our Board of Directors authorized and approved the following cash dividends:

| Declaration Date | Dividend Per Common Share | Record Date | Total Amount (in thousands) | Payment Date |
|-------------------|---------------------------|-------------------|-----------------------------|--------------------|
| 2021 | | | | |
| March 12, 2021 | \$ 0.15 | March 23, 2021 | \$ 1,765 | March 31, 2021 |
| May 3, 2021 | 0.15 | June 11, 2021 | 1,766 | June 24, 2021 |
| August 2, 2021 | 0.18 | September 8, 2021 | 2,120 | September 22, 2021 |
| November 5, 2021 | 1.50 | November 24, 2021 | 17,686 | December 9, 2021 |
| November 5, 2021 | 0.18 | December 9, 2021 | 2,122 | December 23, 2021 |
| Total | <u>\$ 2.16</u> | | <u>\$ 25,459</u> | |
| 2022 | | | | |
| March 7, 2022 | \$ 0.18 | March 23, 2022 | \$ 2,133 | March 31, 2022 |
| May 10, 2022 | 0.18 | June 9, 2022 | 2,135 | June 23, 2022 |
| August 9, 2022 | 0.18 | September 8, 2022 | 2,135 | September 22, 2022 |
| November 10, 2022 | 1.50 | November 23, 2022 | 17,814 | December 8, 2022 |
| November 10, 2022 | 0.18 | December 8, 2022 | 2,138 | December 22, 2022 |
| Total | <u>\$ 2.22</u> | | <u>\$ 26,355</u> | |

The declaration of dividends by OTC Markets Group is subject to the discretion of our Board of Directors. Our Board of Directors will consider such matters as general business conditions, our financial results, capital requirements, contractual, legal, and regulatory restrictions on the payment of dividends, and such other factors as our Board of Directors may deem relevant.

Part C. Business Information

Overview

Our mission is to create better informed and more efficient financial markets.

We operate three business lines:

- OTC Link LLC is a FINRA member broker-dealer that operates three SEC regulated ATSS.
- Market Data Licensing distributes market data and financial information.
- Corporate Services operates the OTCQX and OTCQB® markets and offers issuers disclosure and regulatory compliance products.

We provide critical infrastructure to the U.S. financial markets: connecting brokers, organizing markets, and incentivizing disclosure. Our market data provides price transparency, assists regulated entities in meeting their compliance obligations, and enables better informed investment decisions. Our platform empowers companies to be public and provides a global gateway to access U.S. investors. OTCQX and OTCQB offer companies a choice of premium markets to demonstrate their corporate governance and commitment to transparency.

Products and Services

Each of our three business lines is described in detail below.

OTC Link

Our wholly owned subsidiary, OTC Link LLC, a FINRA member broker-dealer, operates OTC Link ATS, OTC Link ECN, and OTC Link NQB, each an SEC regulated ATS. OTC Link LLC provides regulated quotation, messaging, trade execution, and reporting services to broker-dealers. By offering multiple market models, control of trades, and choice of counterparties, OTC Link allows broker-dealer subscribers to efficiently provide best execution, attract order flow, and comply with FINRA and SEC regulations.

OTC Link ATS offers a fully attributable, network-based model for quoting and facilitating transactions in over-the-counter (“OTC”) equity securities and serves a diverse community of FINRA member broker-dealers that operate as market makers, agency brokers, and ATSs, including Electronic Communication Networks (“ECNs”). OTC Link ATS consolidates broker-dealer quotations, delivers trade messages, and allows subscribers to execute or negotiate trades with known counterparties.

OTC Link ATS operates as a Qualified Interdealer Quotation System (“Qualified IDQS”) as defined in Exchange Act Rule 15c2-11 (“Rule 15c2-11”). In this capacity, OTC Link ATS determines whether a security is eligible to be the subject of quotations under Rule 15c2-11 and makes those determinations publicly available on our website and via our market data feeds. Broker-dealers can rely on our determinations in submitting quotations in securities on our OTC Link ATS, relieving them of the obligation to independently review company information.

OTC Link ECN operates as an Electronic Communication Network and functions as a centralized matching engine and router for certain OTC equity securities by providing subscribers with anonymous order matching functionality. OTC Link NQB, which launched during the third quarter of 2021, operates as a fully attributable IDQS and a centralized matching engine, allowing distribution of depth-of-book market data. When orders do not match internally on OTC Link ECN or OTC Link NQB, they are routed to other market destinations. OTC Link ECN and OTC Link NQB act as the executing party on an agency basis in relation to all transactions executed on these platforms.

All transactions executed on OTC Link ECN and OTC Link NQB are cleared and settled pursuant to a clearing agreement with Apex Clearing Corporation.

As of December 31, 2022, 87 broker-dealers subscribe to our OTC Link ATS and 102 broker-dealers connect to OTC Link ECN, as compared to 86 and 93 subscribers, respectively, as of December 31, 2021. Our OTC Link business comprised approximately 20% and 29% of our gross revenues in the years ended December 31, 2022 and 2021, respectively.

Market Data Licensing

Due to the role OTC Link plays in supporting the broker-dealer trading process and our interaction with issuers, we generate a significant amount of market data and information. Our Market Data Licensing business provides our subscribers with access to extensive market data and financial information, including real-time, delayed, and end-of-day quotation and trading data, as well as security master and company data. Our Market Data Licensing business also offers a number of data products and tools for compliance teams, including our Blue Sky data, which provides comprehensive compliance data under state securities laws for a wide spectrum of equity and fixed income securities. Our Blue Sky data and other compliance data products are available through market data feeds and our Canari® platform. Canari is a web-based interface that provides users with a comprehensive view of quantitative compliance data for exchange-listed and OTC securities and issuers.

Our Market Data Licensing business also operates EDGAR Online, which we acquired in November 2022. EDGAR Online includes the EDGAR Pro platform and provides company disclosure and financial information and structured data sets to exchanges, brokerage firms, data distributors, and financial services professionals, among others.

We offer a suite of market data licenses, priced per enterprise or per user, through direct connectivity, extranet providers, third-party market data redistributors, and Order Management Systems (“OMS”). Depending on the license type, subscribers may distribute our market data on an internal-only basis, redistribute to clients or redistribute to the public. We generate a majority of our Market Data Licensing revenues from sales through market data redistributors, and certain of our Market Data Licensing agreements include redistribution fees and rebates. As of each of December 31, 2022 and 2021, 67 market data redistributors were disseminating our market data to subscribers.

We also charge for the display of advertisements on www.otcmarkets.com.

Our Market Data Licensing business comprised approximately 35% and 33% of our gross revenues in the years ended December 31, 2022 and 2021, respectively.

Corporate Services

Our Corporate Services business includes the OTCQX Best Market, the OTCQB Venture Market, the Pink® Open Market, and our suite of additional services. These services include the OTC Disclosure & News Service® (“DNS”) that allows issuers to publish disclosure and news to our website and other distribution channels and the Virtual Investor Conferences® (“VIC”) product that allows issuers to communicate and engage with stockholders and potential investors through an interactive, online platform.

The OTCQX Best Market provides efficient public trading without the complexity and cost of a national securities exchange listing. To join OTCQX, companies must meet minimum financial, disclosure, and qualitative standards set out in our OTCQX Rules. Companies pay a one-time application fee and annual fees upon renewal.

The OTCQX market is divided into OTCQX U.S. and OTCQX International. OTCQX for Banks, an expansion of the OTCQX market for U.S. companies, is specifically aimed at meeting the needs of community and regional banks. The OTCQX International market is targeted towards (i) large global companies that meet the listing standards of a qualified non-U.S. stock exchange in their primary market and do not see value in meeting multiple regulatory, compliance, disclosure, and accounting standards associated with a U.S. exchange listing, and (ii) emerging growth companies that are listed on a qualified non-U.S. stock exchange and may be working towards a U.S. exchange listing but are not yet ready to deploy the management resources necessary to handle the operational complexity and cost burdens.

As of December 31, 2022, 615 companies were traded on the OTCQX market, comprised of 172 U.S. companies and 443 international companies, as compared to 570 companies as of December 31, 2021, comprised of 170 U.S. companies and 400 international companies.

The OTCQB Venture Market provides public trading for entrepreneurial and development-stage companies and applies standards that promote price transparency and facilitate public disclosure. OTCQB is open to international and domestic companies that meet the OTCQB Standards.

There were 1,239 companies traded on the OTCQB market as of December 31, 2022, of which over 850 were international companies, as compared to 1,150 companies as of December 31, 2021, of which nearly 750 were international companies.

Companies that do not meet the standards of, or choose not to apply for, the OTCQX Best Market or the OTCQB Venture Market may have their securities traded on the Pink Open Market. OTC Markets Group categorizes companies on the Pink market as “Pink Current Information” or “Pink Limited Information” based on the sufficiency and timeliness of the information provided to investors. Companies on the Pink market may publish disclosure via DNS, to the SEC, or to certain other regulatory authorities.

We publish issuer and security-level compliance flags to help investors identify opportunity and quantify risk. For example, companies whose stock is the subject of a public interest concern are flagged “Caveat Emptor,” or buyer beware.

We also operate an Expert Market® tier with restricted quote distribution. The Expert Market allows broker-dealers to publish unsolicited quotes and meet their best execution responsibilities while serving the needs of sophisticated investors.

Our Corporate Services business comprised approximately 45% and 38% of our gross revenues in the years ended December 31, 2022 and 2021, respectively.

Key Metrics

The table below presents key metrics for our OTC Link, Corporate Services and Market Data Licensing business lines for the years ended December 31, 2022, 2021 and 2020.

| | December 31, | | |
|---|----------------|----------------|----------------|
| | 2022 | 2021 | 2020 |
| OTC Link | | | |
| Number of active ATS subscribers ⁽¹⁾ | 87 | 86 | 84 |
| Number of active ECN subscribers ⁽¹⁾ | 102 | 93 | 73 |
| New Form 211 filings ⁽³⁾ | 250 | 644 | 496 |
| <i>Number of securities quoted: ⁽¹⁾</i> | | | |
| OTCQX | 669 | 623 | 511 |
| OTCQB | 1,286 | 1,197 | 948 |
| Pink | 10,634 | 10,191 | 10,299 |
| Total | 12,589 | 12,011 | 11,758 |
| <i>Dollar volume traded (in thousands):</i> | | | |
| OTCQX | \$ 106,348,708 | \$ 230,761,808 | \$ 91,481,231 |
| OTCQB | 9,453,177 | 35,851,511 | 26,908,613 |
| Pink | 391,245,585 | 447,233,098 | 326,623,622 |
| Total | \$ 507,047,469 | \$ 713,846,417 | \$ 445,013,466 |
| <i>Dollar volume per security (in thousands):</i> | | | |
| OTCQX | \$ 158,967 | \$ 370,404 | \$ 179,024 |
| OTCQB | 7,351 | 29,951 | 28,385 |
| Pink | 36,792 | 43,885 | 31,714 |
| Corporate Services | | | |
| Graduates to a national securities exchange | 74 | 155 | 66 |
| <i>Number of corporate clients ^{(1) / (2)}</i> | | | |
| OTCQX | 615 | 570 | 461 |
| OTCQB | 1,239 | 1,150 | 902 |
| Pink | 1,546 | 1,563 | 742 |
| Total | 3,400 | 3,283 | 2,105 |
| Market Data Licensing | | | |
| Market data professional users ⁽¹⁾ | 26,807 | 26,563 | 23,463 |
| Market data non-professional users ⁽¹⁾ | 13,700 | 28,206 | 20,673 |
| Market data compliance file users ⁽¹⁾ | 53 | 49 | 45 |

(1) Figures presented are at period end.

(2) Figures presented represent the number of companies subscribing to our services.

(3) Starting in September 2021, OTC Link ATS began conducting initial reviews under Rule 15c2-11 for certain companies seeking to join the OTCQX and OTCQB markets. In the event that OTC Link ATS approves the initial review, it subsequently files a modified Form 211 with FINRA. Figures presented include 82 and 7 Form 211s filed by OTC Link ATS during the years ended December 31, 2022 and 2021, respectively.

Recent Business Developments

Acquisition of EDGAR® Online

On November 9, 2022, we completed the acquisition of EDGAR Online, a supplier of SEC disclosure data and financial analytics, from Donnelley Financial, LLC for approximately \$3.5 million in cash, subject to certain adjustments. Integrating the EDGAR Online data and domain expertise into the OTC Markets Group platform provides investors, traders, and compliance teams with a more comprehensive view of an issuer and its securities while strengthening our capabilities to digitalize, standardize, and distribute company financial information and disclosure. The EDGAR Online data services are embedded into our issuer compliance and disclosure processes. This acquisition allows us to bring these vital services in-house and enhance our automated tools that track issuers' compliance with disclosure, financial standards, and regulatory reporting requirements under Rule 15c2-11. The acquisition included substantially all of the assets of the EDGAR Online business, including proprietary technology, custom code, customer contracts, intellectual property, and a vast amount of historical data. We also hired fourteen EDGAR Online employees in technology, operations, and customer service roles. The EDGAR Online business is included in our Market Data Licensing business. The impact of this acquisition on our financial results for the year ending December 31, 2022, is not material. We expect to incur integration costs and to invest in the development of the EDGAR Online platform and product suite over time. We expect that future investments in the EDGAR Online business could be material to our financial results.

Fixed Income 15c2-11 Data Product

In early October 2022, we introduced our fixed income 15c2-11 data product that applies our Rule 15c2-11 compliance expertise in the equity market to TRACE-eligible corporate debt securities. In late 2021, the SEC clarified that the amended Rule 15c2-11 applies to OTC-traded fixed income securities, in addition to OTC equity securities. Designed in response to the SEC's clarification, this new data file provides both summary and detailed data regarding Rule 15c2-11 compliance for more than 130,000 corporate debt securities and allows our subscribers' risk management and compliance teams to easily assess compliance with federal securities law. It is not yet possible to predict how successful we will be in onboarding subscribers to this new product offering, or to estimate the impact it will have on our financial results.

Acquisition of Blue Sky Data Corp

On May 2, 2022, OTC Markets Group closed the acquisition of Blue Sky Data Corp, a provider of compliance data regarding state Blue Sky securities rules and regulations for 40,000 equity and debt securities, for approximately \$12.0 million in cash, subject to certain adjustments. Following closing, we integrated Blue Sky Data Corp's compliance data into our existing Blue Sky data offering, allowing us to improve our value proposition to clients and expand our subscriber base. The enhanced resulting product provides a comprehensive view of Blue Sky secondary trading compliance data for broker-dealers, financial advisors, public companies, and regulators. We also integrated seven Blue Sky Data Corp employees in various roles throughout our organization. The subscribers and revenues of Blue Sky Data Corp are included in our Market Data Licensing business.

Recent Regulatory Developments Impacting our Business

SEC Exchange Act Rule 15c2-11 and FINRA Rule 6432

Rule 15c2-11 governs the publication of quotations in securities in an IDQS, such as our OTC Link ATS. Significant amendments to Rule 15c2-11 went into effect in September 2021, which

now requires that the issuer of a security have certain current information publicly available before the security can be the subject of public broker-dealer proprietary quotations on OTC Link ATS.

OTC Link ATS operates as a Qualified IDQS under Rule 15c2-11 and corresponding FINRA Rule 6432. In this capacity, OTC Link ATS makes determinations as to whether a security meets the current information requirements of Rule 15c2-11 or exemptions therefrom. OTC Link ATS also conducts initial reviews under Rule 15c2-11 for companies seeking to join the OTCQX and OTCQB markets. The ability to conduct initial reviews allows OTC Link ATS to play a greater role in bringing companies public on our markets.

We have devoted and will continue to devote significant technology, compliance, legal, personnel, and other resources towards compliance with Rule 15c2-11 and FINRA Rule 6432. We also may be subject to routine examinations by FINRA and the SEC in connection with our operation of a Qualified IDQS subject to these rules.

The impact of Rule 15c2-11 on our financial results during the years ending December 31, 2022 and 2021 was material and is described further below in *Trends in Our Business and Financial Results*.

Blue Sky Secondary Trading Exemptions for OTCQX and OTCQB

As of March 1, 2023, our OTCQX and OTCQB markets are exempt from state Blue Sky laws regarding secondary trading in 38 states and one U.S territory: Alaska, Arkansas, Colorado, Connecticut, Delaware, Georgia, Hawaii, Idaho (OTCQX only), Indiana, Iowa, Kansas (OTCQX only), Kentucky, Louisiana, Maine, Michigan, Minnesota, Mississippi, Missouri, Nebraska, New Jersey, New Mexico, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Puerto Rico, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont (OTCQX only), Virginia (OTCQX only), Washington, West Virginia, Wisconsin, and Wyoming. State Blue Sky laws generally help investors make informed decisions by mandating that companies disclose accurate and current information when offering or marketing securities. We believe recognition of our markets by state regulators and the resulting Blue Sky exemptions make OTCQX and OTCQB more attractive to current and prospective companies. However, the impact of this initiative on our financial results is indirect and therefore difficult to determine.

ESOP Fairness Act

On December 29, 2022, President Biden signed the Securing a Strong Retirement Act of 2022 (the "SECURE Act 2.0") into law. Section 123 of the SECURE Act 2.0 includes a provision putting qualified OTC-traded companies that meet established financial and disclosure standards, such as those traded on the OTCQX market, on par with exchange-listed companies by allowing them to fully access the benefits of public company employee stock ownership plans ("ESOPs") under applicable tax regulations. Section 123 of the SECURE Act 2.0 becomes effective December 29, 2027. This legislation may strengthen our OTCQX offering and recognition of our markets more generally.

Other Business and Regulatory Information

Technology

Our IT infrastructure is the foundation of our internal and customer facing applications and focuses on their reliability, high-availability, and scalability.

We roll out new business functionality while simultaneously focusing on improving the scalability and stability of our systems. Capital expenditures during the past several years have been concentrated on the enhancement of our primary and secondary data centers and increased

network resiliency and security. We will continue to invest in building out our systems in order to meet the functionality and reliability needs of our subscribers and integrate systems acquired in recent transactions.

The Nature and Extent of the Issuer's Facilities

OTC Markets Group's corporate headquarters is located on the 12th floor at 300 Vesey Street, New York, NY 10282, and is composed of approximately 33,000 square feet of leased office, conference, meeting, and reception space. The Company's sublease agreement was entered into effective October 19, 2018. The term of the sublease is through December 30, 2031. The annual rental expense under the lease is approximately \$1.8 million.

We maintain an office in Washington, D.C., consisting of approximately 4,000 square feet of general office space, located at 100 M Street SE, Washington, D.C. 20003. The lease was amended in April 2021 and expires on January 31, 2028. The annual rent expense under the lease is approximately \$212 thousand.

We rent a single WeWork office space located at 30 Stamford Street, London, SE1 9LQ, United Kingdom, and a single office located at 17/F, 12 Marina Boulevard, Singapore 018982, each on a month-to-month basis.

We also contract with SunGard Availability Services, in Carlstadt, NJ, and Philadelphia, PA, for hosting and networking services in respect of our primary and secondary data centers, including production, back-up and disaster recovery sites, and internet and telecommunication services.

Legal Proceedings

There are no current, past, pending or threatened legal proceedings or administrative actions either by or against OTC Markets Group that could have a material effect on our business, financial condition or operations. We are not a party to any past or pending trading suspensions by a securities regulator.

In the ordinary course of business, the nature of the Company's business subjects it to claims, lawsuits, regulatory examinations or investigations and other proceedings. OTC Link is regularly the subject of various regulatory reviews, inquiries, investigations and subpoenas or requests for information by FINRA and the SEC. Currently, we are in discussions with the SEC's Division of Enforcement regarding certain OTC Link policies and procedures. We cannot yet anticipate the timing, outcome, or possible impact of the inquiry, financial or otherwise.

Contracts

Exhibits 3 and 4 to this Annual Report provide a list of contracts important to our business, divided into two categories: material contracts and customer contracts. Negotiated material contracts include R. Cromwell Coulson's employment agreement, Change in Control agreements with certain senior executive officers and real estate leases on commercial office space used in our business. We use standardized customer contracts in each of our three business lines.

Regulation

Our wholly owned subsidiary, OTC Link LLC, is an SEC-registered, FINRA member broker-dealer, subject to all applicable FINRA and SEC rules. OTC Link LLC operates three SEC regulated ATSS: OTC Link ATS, OTC Link ECN, and OTC Link NQB. OTC Link LLC and each of our ATSS are subject to regulation and periodic examinations by the SEC and FINRA.

OTC Link ATS operates as a Qualified IDQS as defined in Rule 15c2-11. OTC Link ECN operates as an ECN. OTC Link NQB operates as a fully attributable IDQS.

All subscribers to OTC Link ATS are FINRA member broker-dealers, subject to all applicable FINRA rules. Unlike traditional exchanges and matching engines, OTC Link ATS is not an intermediary and is not a party to any trade reports with respect to any trade executions that may result from trade messages.

OTC Link ECN and OTC Link NQB act as the executing party on an agency basis in relation to all transactions executed on these platforms. Pursuant to applicable FINRA rules, OTC Link ECN and OTC Link NQB submit trade reports to FINRA's OTC Reporting Facility.

OTC Link ATS meets the definition of an SCI Entity under the SEC's Regulation Systems Compliance and Integrity ("Regulation SCI"). Regulation SCI is a set of rules designed to strengthen the technology infrastructure of the U.S. securities markets and applies to national securities exchanges and certain ATSS, market data information providers, and clearing agencies, subjecting these entities to comprehensive compliance obligations. OTC Link ATS and OTC Link ECN are also each required to comply with the applicable regulatory obligations under Regulation ATS and have had Consolidated Audit Trail ("CAT") reporting responsibilities since June 2020. OTC Link NQB has similar CAT and Regulation ATS obligations.

OTC Markets Group, and our markets generally, are not national securities exchanges. Our markets provide an alternative to a national securities exchange listing for companies that either choose not to be listed on a U.S. national securities exchange or do not meet the relevant listing requirements. Our non-exchange status enables us to offer certain financial information, technology, and market services that are competitive with the services offered by national securities exchanges with less complexity and lower costs, but it also inhibits our ability to provide certain other benefits that exchanges may offer.

OTC Markets Group does not have regulatory enforcement authority over companies whose securities trade on our markets. However, under Rule 15c2-11, companies on our markets may be required to publish financial information and other disclosure in order for their securities to be publicly quoted by broker-dealers on our markets. It is our policy to respond to regulatory requests and proactively share information with our regulators about our markets and the companies that trade on our markets.

Rule 15c2-11 permits OTC Link ATS, as a Qualified IDQS, to perform the required information review to determine whether a security is eligible to be publicly quoted (see *Recent Regulatory Developments Impacting our Business*, above). Our broker-dealer subscribers rely on these determinations.

The products and services we offer through OTC Link LLC must comply with applicable FINRA and SEC rules. Securities must comply with Rule 15c2-11 to be eligible for quotations on our markets.

Competition

OTC Link

The market for trading services in the U.S. is intensely competitive. Changes in the regulatory landscape over the past several years have contributed to an increase in the number of trading platforms in the equities markets, including numerous national securities exchanges, regional markets, ATSS and ECNs. A continued increase in new entrants and products to the market or in price competition could result in a decline in our trading activity, thereby adversely affecting our operating results.

Current law prevents national securities exchanges from listing or facilitating trading in non-SEC registered securities. OTC Link would face increased competition from national securities exchanges if those laws were to change. OTC Link may also face competition if national

securities exchanges are permitted to operate specialized markets for venture companies or thinly traded securities. If securities were to move from OTC Link ATS to a national securities exchange, OTC Link's trading business may be impacted.

OTC Link competes with Global OTC, an ATS and an IDQS operated by a subsidiary of NYSE Group Inc., which offers an automated execution venue for certain OTC equity securities.

Market Data Licensing

A decline in trading on OTC Link caused by competition or otherwise, as well as other economic conditions adversely affecting OTC Link or our subscribers may result in a reduction in demand for our market data products. If competition in the OTC trading market results in fragmentation of the existing market for quoting and trading OTC equity securities, the value of our market data products and corresponding demand for those products may be reduced. The Market Data Licensing business is highly dependent on rapidly changing technology and is characterized by intense price competition. Many of our competitors have greater financial and other resources than we do. These market data providers may offer more competitive pricing and deploy new products to our detriment. Competition for our market data products may arise from, among other things, market data generated by a regulator or competing trading platform. We may also see competition for our other data products, such as the EDGAR Online business or Blue Sky Data product, if existing data providers choose to develop competing products or new entrants emerge.

Corporate Services

Our Corporate Services business competes with national securities exchanges such as Nasdaq and NYSE and with global exchanges such as the London Stock Exchange's AIM and Canada's TSX Venture Exchange. We face competition because certain companies that join our OTCQX or OTCQB markets may also qualify for a national securities exchange listing. Similar to OTC Link, our Corporate Services business benefits from current law that prevents a national securities exchange from listing the securities of non-SEC registered companies.

It is possible that the national securities exchanges or competing ATSs could alter their business models to attempt to compete with our Corporate Services business. New entrants may, among other things, respond more quickly to competitive pressures, develop and deploy products and services more efficiently or adapt more successfully to changes in technologies and customer requirements. If we are unable to compete successfully in terms of our product offerings or pricing, our business, financial condition, and results of operations could be materially adversely affected.

Dependence on One or a Few Major Customers

OTC Markets Group's three business lines provide diverse products and services. The varied nature of our revenue streams generally prevents us from having material reliance on a small number of major customers. However, our Market Data Licensing business utilizes third-party data redistributors to bring our data to end users, and these end users are somewhat concentrated with certain major redistribution partners. Redistribution of our market data licenses through the three largest of our redistributors accounted for 11% of our gross revenues in each of 2022 and 2021.

A majority of our OTC Link and Market Data Licensing gross revenues are generated by customers that are financial institutions. We are subject to reliance on a decreasing number of these types of customers as financial institutions are acquired, merge, restructure, and dissolve. If relationships with our largest redistribution partners or a substantial number of our financial institution customers, including our OTC Link broker-dealer subscribers, are terminated, not

renewed, or renegotiated on terms less favorable to us, our business could be adversely affected.

Employees

OTC Markets Group fosters an open culture that emphasizes autonomy, responsibility, innovation, and self-discipline. We continually strive to create a stimulating and inclusive atmosphere that encourages personal and professional growth, fulfillment, and hard work. OTC Markets Group provides employees opportunities to become equity owners of our company and share in its success.

As of December 31, 2022 and 2021, OTC Markets Group had a total of 131 and 107 full-time employees, respectively. Employees support one of our three business lines, or our Information Technology, Marketing, or Finance/Corporate Administration support units. None of our employees are covered by a collective bargaining agreement.

We attract the best and brightest people by being the best and brightest company. Inspiring leadership, competitive compensation, equity participation, and a stimulating work environment foster a culture that promotes initiative, rewards merit, and creates opportunity for those with the capacity to fulfill it. Our enterprise is fueled and driven by a team effort of empowered individuals. We treat our colleagues with respect that is earned through collaborative contribution to our collective success. We make each other stronger by sharing our knowledge and experience. We are committed to diversity and emphasize a community of learning, inclusiveness, and interaction.

We have designed our compensation and benefits programs to promote the retention and growth of our employees along with their health, well-being, and financial security. Our employees are eligible for a comprehensive package of benefits and perquisites, including medical, dental and vision insurance, a 401(k) plan, and life and disability insurance, among others. Our short- and long-term incentive programs are designed to reward high performers with competitive compensation benchmarked against our peers, and we review the competitiveness of our compensation and benefits periodically. As an equal opportunity employer, we give consideration to all qualified applicants without regard to race, national origin, gender, gender identity, sexual orientation, protected veteran status, disability, age or any other protected class.

Career development and training opportunities are available throughout the organization, including targeted courses and self-directed instruction from a number of available resources. Our open, transparent, and connected core values are incorporated into each aspect of our company. We encourage professionally passionate discussions of opposing viewpoints and creativity.

We maintain a flexible, hybrid schedule, with personnel working from our offices or remotely. We maintain offices in New York City and Washington, D.C., as well as sales offices in London, United Kingdom, and Singapore.

For additional information about our culture, core values, and benefits package, please refer to the careers section of our website at www.otcmarkets.com/careers, which is not incorporated in this Annual Report.

Trademarks, Licenses, Franchises, Concessions, Royalty Agreements, or Labor Contracts

To protect our intellectual property rights, we rely on a combination of trademark and copyright laws, trade secret protections, confidentiality agreements, and other contractual arrangements with our clients, strategic partners, and others.

We own or have licensed rights to trade names, trademarks, domain names, and service marks that we use in conjunction with our operations and services. We have registered many of our most important trademarks. Our primary trademarks and trade names include “OTCQX,” “OTCQB,” “OTC Link,” and “Pink.” As of December 31, 2022, we had 29 registered trademarks. In connection with the acquisition of Edgar Online, we entered into a non-transferable, non-exclusive trademark license agreement with the SEC concerning the EDGAR® trademark. We maintain copyright protection in our branded materials.

Risk Factors

OTC Markets Group evaluates the key enterprise risks it faces on an ongoing basis. The list of key enterprise risks and uncertainties that follows is not exhaustive. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may adversely affect our business now or in the future.

Business and Operational Risks

- Challenging global and national economic conditions may impact our business, financial condition, and operating results.
- Our operating results may fluctuate, which makes our results difficult to predict and could cause our results to fall short of expectations.
- System limitations and failures, including failures elsewhere in the financial services industry, could expose us to material financial and reputational harm.
- Cyber attacks or other security incidents could harm our business.
- We rely on third-party vendors that may cease to provide services or products that we use to run our business.
- The economic impact of pandemics or other public health emergencies, including the emergence of new COVID-19 variants, could adversely affect our financial condition and results of operations.
- We are exposed to credit risk from third parties.
- We may need additional funds to maintain and grow our business, which may not be readily available.
- We are not subject to SEC reporting requirements, which may negatively impact our ability to raise capital.

Industry and Competitive Risks

- Our industry is highly competitive.
- Our failure to attract and retain key personnel may adversely affect our ability to conduct our business.
- The success of our business depends on our ability to keep up with the significant and rapid technological and other changes that affect our industry.
- The adoption of new technologies and asset classes may impact our business model.
- We may not be successful in executing on our strategies to support our growth organically or through acquisitions, other investments, or strategic alliances.
- We are subject to reliance on a decreasing number of current and prospective customers as financial institutions are acquired, merge, restructure, and dissolve.
- The OTCQX, OTCQB, and Pink markets are not national securities exchanges, and this may limit the pool of available investors for securities traded on those markets.
- Many OTCQX and OTCQB companies operate in Canada, are concentrated in specific industries in Canada, and may be subject to economic factors in Canada

that may cause them to no longer meet the OTCQX Rules or the OTCQB Standards, or choose to withdraw from OTCQX or OTCQB.

Legal and Regulatory Risks

- Regulatory changes could have a material adverse effect on our business.
- The regulatory framework under which we operate, and new regulatory requirements or new interpretations of existing requirements, could require substantial time and resources for compliance, which could make it difficult and costly for us to operate our business.
- Our compliance and risk management methods, as well as our fulfillment of our regulatory obligations, might not be effective, which could lead to enforcement actions by our regulators.
- OTC Link subscribers are highly regulated, and the regulatory framework under which they operate, and new regulatory requirements or new interpretations of existing requirements, could require substantial time and resources for compliance, which could make it difficult and costly for them to operate.
- Laws and regulations regarding the handling of personal data and information may affect our services or result in increased costs, legal claims, or fines against us.
- We may face liability for content contained in our data products and services.
- Changes in tax regulations and policies could have a material adverse impact on our financial results.

Intellectual Property and Brand Reputation Risks

- If we are not able to maintain and further enhance OTC Markets Group's reputation and brand, our ability to expand our business will be impaired and our business and operating results will be harmed.
- Our intellectual property rights are valuable and any failure to protect our intellectual property rights, or allegations that we have infringed the intellectual property rights of others, could adversely affect our business, financial condition, and operating results.
- Any infringement by us on intellectual property rights of others could result in litigation and could have a material adverse effect on our operations.

Investment Risks

- If a more active, liquid trading market for our common stock does not develop, stockholders may be unable to sell their shares quickly or at all.
- The market price and trading volume of OTC Markets Group's common stock may be volatile, and stockholders could lose some or all of their investment.
- Decisions to declare future dividends on our common stock will be at the discretion of our Board of Directors based upon a review of relevant considerations. Accordingly, there can be no guarantee that we will pay future dividends to our stockholders.
- Our financial results could be adversely affected as a result of acquisitions, which in turn may adversely affect the market value of our common stock.

- **Our Chief Executive Officer holds approximately 28% of our issued and outstanding common stock.**
- **Provisions of our Amended and Restated Certificate of Incorporation and by-laws, certain agreements with management, and provisions of Delaware law could delay or prevent a change in control of the Company and entrench current management.**

Business and Operational Risks

Challenging global and national economic conditions may impact our business, financial condition, and operating results.

Our business performance is impacted by a number of factors, including general economic conditions, financial market activity and other factors that are generally out of our control. A weakening of global or national economic conditions would likely negatively impact the ability of our customers and other counterparties to meet their obligations to us. Poor economic conditions could result in, among other things, declines in trading activity, or a reduction in demand for our Market Data Licensing and Corporate Services products.

Reduced levels of trading activity in our markets, and in equity markets generally, may affect customer demand for our OTC Link business, Corporate Services, and Market Data Licensing products and may adversely impact OTC Link's transaction-based revenues. It is likely that a general decline in trading volumes would adversely affect our broker-dealer subscribers, which may adversely affect our business, financial condition, and operating results. Changes in our broker-dealer subscribers' trading behavior, either in response to regulatory changes or in response to market conditions, could also adversely impact transaction-based revenues and transaction-based expenses. In addition, revenues from our OTC Link and Market Data Licensing businesses may decline due to continued business consolidation and further declines in headcount within the financial services industry.

Our operating results may fluctuate, which makes our results difficult to predict and could cause our results to fall short of expectations.

Our operating results may fluctuate as a result of a number of factors, many of which are outside of our control, including economic and political market conditions, climate change, natural disasters, pandemics, terrorism, war or other catastrophes, broad macro-economic trends, including volatility or distress within certain industries, seasonal fluctuations, price performance and volatility in the stock market, the level and volatility of interest rates, inflation, global, national or local government sanctions, changes in government monetary or tax policy, or other legislative and regulatory changes. Any of these factors, and others outside our control, including, for example, a prolonged conflict in Ukraine or other regions, or a recession, could result in a general decline in trading volumes in the equity markets, which could negatively impact our revenues. For these reasons, comparing our operating results on a period-to-period basis may not be meaningful, and our past results should not be relied on as an indication of future performance.

System limitations and failures, including failures elsewhere in the financial services industry, could expose us to material financial and reputational harm.

Our business depends on the continuing operation of our information technology and communications systems. If these systems cannot accommodate user demand or otherwise fail to perform, we could experience disruptions in service, slower response times, and delays in the introduction of new or updated products and services. Interruptions in service and delays could reduce revenues and profits, lead to regulatory action, including fines, and result in damage to our business and reputation. We have experienced systems failures in the past, and systems

failures may occur in the future. Failures could be caused by, among other things, failures at third-party vendors on which we rely, hardware or software malfunctions or defects, unusually heavy use of our systems, insufficient capacity or network bandwidth, power or telecommunications failures, natural disasters, human error, targeted attacks, and computer viruses. Any interruption in the third-party services on which we rely could be disruptive to our business and to our ability to continue to operate.

We currently maintain and expect to continue to maintain multiple computer facilities and systems that are designed to provide redundancy and backup. However, such systems and facilities may prove inadequate. The steps we have taken to increase the reliability and redundancy of our systems are expensive, reduce our operating margin, and may not be successful in reducing the frequency or duration of unscheduled downtime.

We have programs in place to identify, monitor and minimize our exposure to vulnerabilities that could contribute to system failures. However, we cannot guarantee that those programs will be adequate or that such failures will not occur in the future.

In recent years, technology-related failures have impacted several prominent securities industry participants. OTC Link relies on systems to meet its trade reporting and similar obligations, and a disruption in those systems may have an adverse effect on our OTC Link business. A disruption in OTC Link ECN's or OTC Link NQB's systems that results in incorrect transaction reporting to its subscribers or its third-party clearing firm, or omissions in such reporting or any disruption in routing functionality, may obligate OTC Link ECN or OTC Link NQB to trade out of an error account position at its clearing broker, which could result in our incurring trading losses. If OTC Link broker-dealer subscribers undergo significant systems failures, they may cease to operate or cease to use our services. Further, systemic failures, or failures in other areas of the U.S. or global trading markets, may erode investor confidence in the securities trading industry, which could adversely affect our business, financial condition, and operating results.

Cyber attacks or other security incidents could harm our business.

The fast and secure transmission of information over public and other networks is a critical element of our operations and is the subject of significant regulatory scrutiny. Our computer systems and networks, those of our third-party service providers, or open source technology may be vulnerable to security breaches, hacking, human error, denial-of-service attacks, sabotage, terrorism, computer viruses, and other security incidents. Some of these threats include attacks from foreign agents or insiders, and those threats may be exacerbated by global geopolitical and similar events. Bad actors could wrongfully access and use our information or our subscribers' or users' information, including material nonpublic information, or cause interruptions or malfunctions in our operations. Although we have implemented security measures, our security and the security of our third-party providers may prove to be inadequate. Any system breach may go undetected for an extended period of time. Maintaining and enhancing these measures also represents additional cost, which reduces our operating margin. If our systems fail to perform or if there are security breaches, any such failures or breaches could, among other things, damage our reputation and/or cause a loss of business, trading, revenues, and lead to lawsuits and regulatory actions including fines, any of which could adversely affect our business, financial condition, and operating results.

As cyber security threats continue to evolve and increase in sophistication and frequency, and as the regulatory environment related to information security, data collection and use, and privacy becomes increasingly rigorous, we may be required to devote significant additional resources to modify and enhance our security controls and to identify and remediate security vulnerabilities, which could adversely impact our business. We also expend time and resources reviewing, guarding against and monitoring for cybersecurity risks, threats and incidents

involving our third-party vendors, which, if they were to occur, could adversely impact our business.

We rely on third-party vendors that may cease to provide services or products that we use to run our business.

We rely on third-party service providers to operate our business and have incorporated third-party hardware, software, and services into certain of our systems and offerings. For example, our OTC Link ECN and OTC Link NQB platforms rely on third-party technology vendors for maintenance and enhancements.

We also rely on certain third-party vendors to provide data that we use in our products, including our Market Data Licensing compliance data products and processes related to our Rule 15c2-11 obligations. If such data or other content or information that we distribute is no longer available, has errors, is delayed, or has design defects, our business could be adversely impacted.

Our operations and financial position could be negatively impacted in the event that third-party vendors like these fail to perform as expected or otherwise cease providing products or services on which we rely. We may also be subject to additional costs and become exposed to new risks in the event that we have to transition to a new vendor or enhance our technology.

The economic impact of pandemics or other public health emergencies, including the emergence of new COVID-19 variants, could adversely affect our financial condition and results of operations.

The COVID-19 pandemic and governmental and other measures aimed at containing its spread have had a significant impact on global economic activity. Pandemics and other public health emergencies, including a resurgence of COVID-19, could have an adverse macroeconomic impact, which may have a negative impact on our business.

We could be subject to various risks related to pandemics and other public health emergencies, including the COVID-19 pandemic, as well as additional risks not presently known to us, or that we currently deem immaterial, any one of which could have a material, adverse effect on our business, financial condition, liquidity, and results of operations. For example, existing clients and subscribers negatively impacted by a resurgence of the COVID-19 pandemic may choose to cancel or reduce the services they purchase from us and potential clients could choose to delay or defer purchasing decisions.

Temporary closures and subsequent reopening of our offices may create operational challenges and risks that may require us to make additional investments related to workplace health and safety protocols. Pandemics and other public health emergencies could also impact the productivity of our employees and third-party vendors, both as a result of the challenges of working from a remote environment or as a result of illness, impacting the effectiveness of our operations and hampering our ability to deliver on strategic initiatives. Our hybrid working environment may also introduce heightened cybersecurity and operational risks that could adversely impact our business operations.

The extent to which pandemics and other public health emergencies, including the COVID-19 pandemic, could materially adversely affect our business and results of operations will depend on numerous factors and future developments that we are not able to predict. See *Trends in Our Business*, below, for additional information on the impact of COVID-19 on our business.

We are exposed to credit risk from third parties.

We are exposed to credit risk from third parties, including subscribers and clearing providers. These parties may default on their obligations to us due to bankruptcy, lack of liquidity, or other reasons. Our subscribers are generally financial institutions whose ability to satisfy their

contractual obligations may be negatively impacted by, among other things, slow or stagnant financial growth. Credit losses could adversely affect our financial position and results of operations.

We may need additional funds to maintain and grow our business, which may not be readily available.

We depend on the availability of adequate capital to maintain and develop our business. Although we believe that we can meet our current capital requirements from internally generated funds, cash on hand and available borrowings, there are no assurances that additional capital will not be required in the future. If we do not achieve our expected operating results, we may need to reallocate our cash resources. Our failure to fund our capital or credit requirements could have an adverse effect on our business, financial condition, and operating results.

We have no outstanding borrowings under our \$3.0 million line of credit with JPMorgan Chase Bank, N.A. ("JPMorgan Chase") (see *Liquidity and Capital Resources*, below). In the event that we draw funds on our line of credit, or choose to enter into and draw from additional credit agreements for the purpose of making acquisitions or otherwise, we would be subject to restrictive covenants that could, among other things, restrict our ability to grant liens, incur additional indebtedness, pay dividends, sell assets, and make certain payments. Our failure to meet any of the covenants could result in an event of default. If an event of default were to occur, and we were unable to receive a waiver of default, our lenders could increase our borrowing costs, restrict our ability to obtain additional borrowings, accelerate all amounts outstanding, or enforce their interest against all collateral pledged.

If the capital and credit markets experience volatility, access to additional capital or credit may not be available on terms acceptable to us or at all.

We are not subject to SEC reporting requirements, which may negatively impact our ability to raise capital.

None of our Class A Common Stock has been registered with the SEC under the Securities Act or the Exchange Act or qualified under any state securities laws. This limits our ability to raise capital under certain circumstances. For example, certain investors will not invest in unregistered securities, including in private offerings of securities issued by public companies that do not provide investors with registration rights.

We avail ourselves of Blue Sky secondary trading exemptions through our inclusion on the OTCQX market, and other applicable exemptions and filings; however, not all states recognize these exemptions and there are states in which we have not qualified for an exemption or filing.

If we were to decide to issue securities in a registered public offering, we would be required to register our securities under the Exchange Act and, among other things, comply with SEC reporting requirements, which would increase our ongoing costs of operations.

Industry and Competitive Risks

Our industry is highly competitive.

We face formidable competition in every aspect of our business. We compete in a variety of ways with other market participants, including national securities exchanges, other SEC registered ATSS, and other financial technology firms providing market data and data analytics products. There is the possibility that new national securities exchanges, ATSS, Qualified IDQSs, other trading platforms or market data providers could emerge that would further increase competition in our industry.

The leading global stock exchanges have highly developed and successful listing products and premium fee structures that can fund substantial advertising, marketing, and sales efforts. There is the possibility that national securities exchanges or competing ATSs could create listing venues, such as specialized venture exchanges, that compete directly with our OTCQX and OTCQB markets. If we fail to compete successfully with existing or new market participants, our business, financial condition, and operating results may be adversely affected. For additional information on the competitive environment in which we operate see *Competition*, above.

Our failure to attract and retain key personnel may adversely affect our ability to conduct our business.

Our success depends, in large part, upon our ability to attract and retain highly qualified personnel, which is and will be dependent on a number of factors, including market conditions and compensation and benefits offered by our competitors. For example, we may not be able to attract or retain personnel due to remote working preferences, competitive compensation and benefits programs, and broader employment trends resulting from the COVID-19 pandemic.

Moreover, there can be no assurance that we will be able to retain our current employees. There is substantial competition for qualified and capable technologists and financial services professionals, which may make it difficult for us to retain qualified employees. We may have to incur costs to retain or replace senior executive officers or other key employees, and our ability to execute our business strategy could be impaired if we are unable to replace such persons in a timely manner. We have entered into Change in Control Agreements with certain senior executive officers, but that may not be sufficient to retain those employees.

We are highly dependent on the continued services of R. Cromwell Coulson, our Chief Executive Officer, and other executive officers and key employees who possess extensive knowledge and technology skills. We maintain a “key person” life insurance policy on Mr. Coulson in the amount of \$5.0 million, but the loss of the services of Mr. Coulson or other key employees could have a material adverse effect on our business, financial condition and operating results.

The success of our business depends on our ability to keep up with the significant and rapid technological and other changes that affect our industry.

Our future success will depend on our ability to adapt to changing technologies, to conform our products and services to evolving industry and regulatory standards and to improve the performance and reliability of our services. Although our investments in technology are carefully scrutinized for value to the enterprise, there can be no assurance that we will generate an acceptable or any return on such investments. Our business would also be negatively affected by the failure of new products or upgrades to function as expected or at all, or by the failure of new products or upgrades with significant associated cost to generate an appropriate risk adjusted return.

Keeping pace with increasing technological requirements involves significant use of resources, and we cannot be sure that we will succeed in making these improvements in a timely manner or at all. If we are unable to anticipate and respond to the demand for new services and products in a cost-effective way, we may be unable to compete effectively, which could adversely affect our business, financial condition, and operating results.

The adoption of new trading technologies and asset classes may impact our business model.

The development of new trading technology, including blockchain-based trading systems, is expected to continue, and revenue growth in our OTC Link business line may depend on the success of our OTC Link ECN and OTC Link NQB and our ability to innovate in line with new technologies to introduce new services and offer the ability to trade new asset classes, which may not be successful.

New trading technologies such as these may also reduce customer demand for our Market Data Licensing offering.

We may not be successful in executing on our strategies to support our growth organically or through acquisitions, other investments, or strategic alliances.

Our growth is highly dependent on customer demand for our core products and services, favorable economic conditions and our ability to invest in our personnel, facilities, infrastructure and financial and management systems and controls. Adverse economic conditions could reduce customer demand for our products and services, which may place a significant strain on our management and resources and could force us to defer existing or future planned opportunities. From time to time we launch, and intend in the future to launch, new products and services and continue to explore and pursue other opportunities to strengthen our business and grow our company. We have spent and may continue to spend substantial time and resources developing new product or service offerings or improving current product or service offerings. If these offerings are not successful, we may miss a potential market opportunity and not be able to recover the costs of such initiatives.

As we continue to seek strategic growth opportunities, there can be no assurance that we will be able to identify suitable investments or candidates for acquisition at acceptable prices. There may be integration risks or other risks resulting from acquired businesses.

Our ability to achieve the expected returns from acquisitions and alliances depends on many factors, including our ability to effectively integrate the technology, sales, administrative functions, and personnel into our core business lines and the ability to cross-sell new products and services to our existing customers. We cannot guarantee that businesses we acquire will perform at the levels anticipated. Further, many of the other potential acquirers of assets in our industry have far greater financial resources than we have, and we cannot be sure that we will be able to complete any future transactions on terms favorable to us or at all.

Additionally, past and future acquisitions may subject us to unanticipated risks or liabilities, may require significant resources such as the time and attention of our management team and other key employees, or may otherwise disrupt our existing operations. Growth, such as the addition of new clients, technology, and personnel, puts demands on our resources, including our internal systems and infrastructure. These needs may result in increased costs that could negatively impact our results of operations.

We are subject to reliance on a decreasing number of current and prospective customers as financial institutions are acquired, merge, restructure, and dissolve.

A majority of our OTC Link and Market Data Licensing gross revenues are generated by subscribers that are financial institutions. Over time, the number of financial institutions that operate businesses related to OTC equity securities has declined. If this trend continues, it could cause our subscriber base to contract and could adversely affect our operating results and financial position. Our relationships with our largest distribution partners or a substantial number of our financial institution customers may terminate, not renew, or be renegotiated on terms less favorable to us, resulting in adverse effects on our business.

The OTCQX, OTCQB, and Pink markets are not national securities exchanges, and this may limit the pool of available investors for securities traded on those markets.

Some investors may only invest in securities listed on a national securities exchange. Our OTCQX market offers many services comparable to a national securities exchange, however, under current regulations, national securities exchanges have the ability to offer certain advantages to listed securities. For example, securities listed on a national securities exchange are exempt from state Blue Sky laws covering the offer or sale of securities within each state. National securities exchange listing status also confers margin eligibility to certain securities and potentially allows for their inclusion in certain exchange-traded funds and indices. Regulatory scrutiny has impacted investors' ability to deposit and clear low-priced securities and may discourage participation in the OTC market. While we have made significant progress in achieving state Blue Sky and other recognition for our OTCQX and OTCQB markets, remaining differences between our markets and the national securities exchanges, perceived or actual, may act as a barrier to certain companies electing to have their securities traded on the OTCQX, OTCQB or Pink markets.

Many OTCQX and OTCQB companies operate in Canada, are concentrated in specific industries in Canada, and may be subject to economic factors in Canada that may cause them to no longer meet the OTCQX Rules or the OTCQB Standards, or choose to withdraw from OTCQX or OTCQB.

A significant number of our OTCQX and OTCQB companies are based in Canada and many of those companies are engaged in the mining and cannabis sectors. A downturn in these sectors or in the general Canadian economy may adversely affect the operating results of those companies, causing them to no longer meet the OTCQX Rules and OTCQB Standards or to choose to withdraw in order to reduce costs. In prior years, downturns in certain industries have adversely affected our OTCQX market. The voluntary or involuntary withdrawal from OTCQX or OTCQB by these companies could adversely affect our OTCQX and OTCQB brands as well as our financial position and results of operations.

Canada, and certain U.S. states and jurisdictions have passed laws permitting the sale and distribution of cannabis-based products and services, however the U.S. federal government has not passed any such laws. Any regulatory or criminal action brought by the U.S. federal government or any U.S. state, or the repeal of any current cannabis legalization in Canada or any U.S. state, could have an adverse effect on our OTCQX and OTCQB markets and our business, financial condition, and operating results.

Legal and Regulatory Risks

Regulatory changes could have a material adverse effect on our business.

The securities markets have faced increasing governmental and public scrutiny and significant regulatory changes over the past several years (see *Recent Regulatory Developments Impacting our Business*, above). It is difficult to predict the exact nature of potential changes in the regulatory environment or to predict the resulting impact on our business. The SEC regulates us directly, and exercises regulatory authority over issuers, broker-dealers, and other participants in our markets. Our ability to comply with applicable rules and regulations depends on, among other things, our ability to establish and maintain appropriate systems and procedures, as well as our ability to attract and retain qualified personnel.

We offer certain services that are competitive with the services offered by national securities exchanges (see *Competition*, above). Any regulatory change favorable to national securities exchanges that would encourage or require more companies to list on an exchange may reduce the demand for our OTCQX and OTCQB markets. For example, if Nasdaq or other national

securities exchanges are permitted to organize specialized venture exchanges for thinly traded securities or other exchange-based small company markets, companies could seek to list their securities on those markets and broker-dealers could seek to quote on those markets, rather than on our OTCQX and OTCQB markets.

In September 2021, the SEC's amendments to Exchange Act Rule 15c2-11 went into effect. Rule 15c2-11, as amended, requires companies with securities traded on our markets to make ongoing disclosure publicly available, among other requirements. The enhanced requirements for trading on our markets may result in a reduction in the number of securities on our markets, particularly our Pink market, and a reduced demand for our Corporate Services products, which may negatively impact our revenue and could cause some broker-dealers to cease quoting on our markets altogether (see "SEC Exchange Act Rule 15c2-11 and FINRA Rule 6432" under *Recent Regulatory Developments Impacting our Business*, above).

The regulatory framework under which we operate, and new regulatory requirements or new interpretations of existing requirements, could require substantial time and resources for compliance, which could make it difficult and costly for us to operate our business.

Our wholly owned subsidiary, OTC Link LLC, is a FINRA member broker-dealer that operates three SEC registered ATSS, OTC Link ATS, OTC Link ECN and OTC Link NQB. OTC Link LLC and each of our ATSS are subject to regulation and periodic examinations by the SEC and FINRA. The regulatory status of OTC Link ATS as an SCI Entity under Regulation SCI and as a Qualified IDQS under Rule 15c2-11, increases the amount of regulatory scrutiny to which we are subjected, and the related costs. Regulation SCI requires certain critical market participants, including OTC Link ATS, to maintain comprehensive policies and procedures in relation to their systems and technology. OTC Link ECN and OTC Link NQB are subject to FINRA and SEC oversight and may be subject to Regulation SCI at some point in the future. OTC Link LLC and our broker-dealer subscribers are also required to report to the CAT.

As the operator of a Qualified IDQS subject to Rule 15c2-11, OTC Link LLC makes "publicly available determinations" as to whether a security meets the requirements for public quoting under Rule 15c2-11 on an initial and ongoing basis. Our broker-dealer subscribers rely on these determinations to quote securities on our markets. OTC Link LLC and OTC Link ATS could be subject to regulatory examinations, fines and civil litigation risk related to our "publicly available determinations" made pursuant to Rule 15c2-11 and our decisions to make certain securities available for public quoting on our market. We use data from third parties in making such determinations, and such data may be unavailable or contain errors, which could subject us to regulatory scrutiny or liability.

Crypto currencies and digital assets are the subject of significant regulatory scrutiny. A number of securities related to crypto currencies and digital assets are traded on our markets, which could expose us to additional regulatory scrutiny, including our role in conducting initial reviews under Rule 15c2-11 for such securities.

The ongoing burdens associated with Regulation SCI, CAT and Rule 15c2-11 compliance could negatively impact our business by increasing our operational expenses and our regulatory risk.

OTC Link LLC is also subject to periodic examinations by the SEC and FINRA, which may result in monetary or other penalties, including possible revocation of its ATS licenses. New regulatory requirements may also subject us to additional regulatory oversight by FINRA and the SEC, which could further increase our operating costs and the possibility of other penalties and may make the development and introduction of new products and services more costly and time-consuming, possibly limiting or prohibiting such initiatives altogether. Further, the SEC

and/or FINRA could impose additional transactional or other fees which could increase our operating costs or otherwise negatively impact our business.

OTC Link ATS relies on certain trade reporting exemptions under the FINRA Rules. Limitations to the nature or extent of this exemptive relief, including with respect to our CAT reporting obligations, may have a negative impact on our business.

OTC Link LLC is subject to regulatory requirements intended to ensure its general financial soundness and liquidity, including certain minimum capital requirements. An increase in our minimum capital requirements may increase our operating and compliance costs.

Our compliance and risk management methods, as well as our fulfillment of our regulatory obligations, might not be effective, which could lead to enforcement actions by our regulators.

Regulatory compliance requires substantial time and resources, which make it costlier to operate our OTC Link business. Our ability to comply with complex and changing laws and regulations is largely dependent on our establishing and maintaining compliance and reporting systems that can quickly adapt and respond, as well as our ability to attract and retain qualified compliance and other risk management personnel. While we have policies and procedures to identify, monitor and manage our risks and regulatory obligations, if we fail, or have failed, to comply with any applicable regulations or specific regulatory requests, regulators could take a variety of actions, including imposing fines, issuing cease and desist orders, or prohibiting us from engaging in certain aspects of our businesses, that could impair our ability to conduct our business and have adverse consequences for our business, financial condition and operating results.

OTC Link subscribers are highly regulated, and the regulatory framework under which they operate, and new regulatory requirements or new interpretations of existing requirements, could require substantial time and resources for compliance, which could make it difficult and costly for them to operate.

Our broker-dealer subscribers operate in a highly regulated environment. The SEC, FINRA, or other regulatory authorities could extend the scope of Regulation SCI to include our broker-dealer subscribers or could impose more onerous CAT reporting requirements with respect to OTC equity securities that could adversely affect the ability of our subscribers to use our services or result in reduced demand for our services. Recent regulatory scrutiny has led clearing firms and other third-party service providers on which certain subscribers rely to develop policies limiting those subscribers' ability to interact with low-priced OTC securities, including restrictions on clearing, depositing, or facilitating customer transactions in such securities. Continued regulatory focus on low-priced securities could adversely affect the ability of our subscribers to use our services, result in reduced demand for our services, or cause certain market participants to cease operating in our markets.

Laws and regulations regarding the handling of personal data and information may affect our services or result in increased costs, legal claims, or fines against us.

In the course of our business, we receive, process, transmit and store certain personal data and information related to individuals in many different countries. Our treatment of such information is subject to legal and regulatory restrictions, such as those contained in the European Union's General Data Protection Regulation (GDPR), the California Consumer Privacy Act (CCPA), and the New York Stop Hacks and Improve Electronic Data Security Act (SHIELD Act). Compliance with these increasing and evolving data privacy laws and regulations may require changes to the way we collect, process and protect personal information, which may cause us to incur additional costs. While we take measures to handle applicable data and information in

compliance with these laws, these measures may prove inadequate. Our failure to adequately protect, process and transmit confidential and personal data may subject us to contractual liability and damages, regulatory actions including fines, loss of business and harm to our reputation.

We may face liability for content contained in our data products and services.

We may be subject to claims for breach of contract, defamation, libel, copyright or trademark infringement, fraud or negligence or based on other theories of liability, in each case relating to the data, articles, commentary, information or other content we make available on our website and distribute in our Market Data Licensing products. If such data or other content or information that we distribute has errors, is delayed or has design defects, we could be subject to claims of liability or our reputation could suffer. Use of our products and services as part of trading, compliance, investor relations and other processes creates a risk that our subscribers or third parties may pursue claims against us. Any such claim, even if the outcome were ultimately favorable to us, could involve a significant commitment of our management, personnel, financial and other resources. Such claims and lawsuits could have a material adverse effect on our business, financial condition and operating results and a negative impact on our reputation.

Changes in tax regulations and policies could have a material adverse impact on our financial results.

We are subject to taxes at the federal, state, and local levels, as well as in non-U.S. jurisdictions where we operate. Changes in tax laws, regulations or policies could result in us having to pay higher taxes, which may reduce our net income, or could adversely affect our ability to continue our capital allocation program or effect strategic transactions in a tax-favorable manner.

In addition, in computing our tax obligation in jurisdictions where we operate, we take various tax positions. We cannot ensure that upon review of these positions, the applicable authorities will agree with our positions. A successful challenge by a tax authority could result in additional taxes, which could have a negative impact on our operating results.

Intellectual Property and Brand Reputation Risks

If we are not able to maintain and further enhance OTC Markets Group's reputation and brand, our ability to expand our business will be impaired and our business and operating results will be harmed.

We believe that our brand identity has significantly contributed to the success of our business. We also believe that maintaining and enhancing our brand as an innovative provider of financial information and technology services is critical to expanding our business, and therefore may require us to make substantial investments and these investments may not be successful. If we fail to promote and maintain our brand, including brands we have acquired, or if we incur excessive expenses in this effort, our business, operating results, and financial condition will be materially and adversely affected.

Our reputation could be harmed by, among other things, issues related to technology-related failures, misconduct or fraudulent activity by current or past employees, companies traded on our OTCQX and OTCQB markets, OTCQX Sponsors, inaccuracy of the data that we distribute, inaccuracy of our financial statements or other public disclosure, or failure to comply with regulatory requirements or negative public statements by regulators, including further regulatory scrutiny of OTC, low-priced or thinly traded securities. The occurrence of these events, or the mere perception of a breach of confidence on our part, could have an adverse effect on our business.

Negative publicity related to our business or our management team, including adverse media coverage, social media events, and regulatory actions or findings, could give rise to reputational risk. Damage to our reputation could harm our business in many ways, including reducing investor demand for OTC securities, causing broker-dealers to discontinue their use of OTC Link products and services, causing companies not to choose to trade their securities on, or to remove their securities from, OTCQX or OTCQB, causing current or potential customers to refrain from purchasing market data and causing regulators to scrutinize or impose additional regulations on our operations. Any of these events could adversely affect our business, financial condition, and operating results.

Our intellectual property rights are valuable and any failure to protect our intellectual property rights, or allegations that we have infringed the intellectual property rights of others, could adversely affect our business, financial condition, and operating results.

Our trademarks, trade secrets, copyrights, pending patents and all of our other intellectual property rights are important assets. Our intellectual property rights are subject to a combination of trademark laws, copyright laws, patent laws, trade secret protection, confidentiality agreements, and other contractual arrangements with our affiliates, subscribers, vendors and others. We use certain open source software to run our business and there is a risk that such open source licenses could impose unanticipated conditions or restrictions on our ability to commercialize or continue offering our products and services. We also make certain of our proprietary market data publicly available on our website, making it vulnerable to unauthorized scraping and redistribution.

Failure to protect our intellectual property adequately could harm our reputation and affect our ability to compete effectively. Further, defending our intellectual property rights, or third-party intellectual property claims against us, may require significant financial and other resources, limit our ability to use certain intellectual property, or require us to purchase licenses from third parties.

We vigorously defend our rights to own and license the use of market data. However, any change in existing law that would place in question our intellectual property rights in our commercialized data products would have a material adverse effect on this aspect of our business.

Any infringement by us on intellectual property rights of others could result in litigation and could have a material adverse effect on our operations.

Our competitors, as well as others, have obtained, or may obtain, trademarks, copyright, patents or may otherwise hold intellectual property rights that are related to our technology or the types of products and services we offer or plan to offer. We may not be aware of all intellectual property that may pose a risk of infringement by our products, services or technologies. In addition, some patent applications in the U.S. are confidential until a patent is issued, and therefore we cannot evaluate the extent to which our products and services may be covered or asserted to be covered in pending patent applications. Thus, we cannot be sure that our products and services do not infringe on the rights of others or that others will not make claims of infringement against us. We may also face liability for third-party content contained in our data products and services.

Claims of infringement are sometimes made in our industry, and even if we believe that such claims are without merit, they can be time-consuming and costly to defend and divert management resources and attention. If one or more of our products, services or technologies were determined to infringe a patent or other intellectual property right held by another party, we may be required to pay damages, stop using, developing, or marketing those products,

services, or technologies, obtain a license from the holders of the intellectual property right or redesign those products, services, or technologies to avoid infringing the patent or intellectual property right. If we were required to stop using, developing, or marketing certain products, our business, financial condition, and operating results could be materially harmed. Moreover, if we were unable to obtain required licenses, we may not be able to redesign our products, services, or technologies to avoid infringement, which could materially adversely affect our business, financial condition, and operating results.

Investment Risks

If a more active, liquid trading market for our common stock does not develop, stockholders may be unable to sell their shares quickly or at all.

Historically, our shares have been thinly traded. Prices of thinly traded securities tend to be more volatile than those traded more actively because just a few trades may affect the market price substantially. Stockholders may not be able to sell their shares quickly or at all, or obtain an expected price, and it may be especially difficult to sell shares during a slow period in the financial markets.

The market price and trading volume of OTC Markets Group's common stock may be volatile, and stockholders could lose some or all of their investment.

A variety of market and industry factors may affect the market price of our common stock, regardless of our actual operating performance. This market volatility, as well as other factors including, but not limited to, quarterly variations in our financial results, results that fail to meet investor or analyst expectations, departures of key personnel, liquidation by significant stockholders, our inability to continue to pay quarterly dividends or year-end special dividends, changes to the regulatory environment in which we operate, developments in the competitive landscape, technology failures or changes in the macroeconomic environment more generally, could adversely affect the market price of our common stock.

Decisions to declare future dividends on our common stock will be at the discretion of our Board of Directors based upon a review of relevant considerations. Accordingly, there can be no guarantee that we will pay future dividends to our stockholders.

The declaration of dividends by OTC Markets Group is subject to the discretion of our Board of Directors. Our Board of Directors will consider such matters as general business conditions, our financial results, capital requirements, contractual, legal and regulatory restrictions on the payment of dividends and such other factors as our Board of Directors may deem relevant. Based on an evaluation of these factors, the Board of Directors may determine not to declare future dividends at all or to declare future dividends at a reduced amount. Similarly, our decision to repurchase shares is subject to the discretion of our Board of Directors and there can be no assurances that we will repurchase shares in the future. The decision to engage in repurchases may impact the market price and liquidity of our common stock or have dilutive effects. Accordingly, there can be no assurance that we will pay future dividends to our stockholders or conduct share repurchases.

Our financial results could be adversely affected as a result of acquisitions, which in turn may adversely affect the market value of our common stock.

Our financial results could be adversely affected by the amount of additional amortization or depreciation expense incurred over the useful economic life of assets acquired and by the amount of any additional costs from integrating or restructuring the operations of any businesses acquired. Our goodwill and other intangible assets resulting from our acquisitions could be impaired as a result of a number of factors, including changes in fair market valuations

and our operating performance; our failure to achieve anticipated operating efficiencies associated with acquisitions; or changes in business conditions, in general. We may be required to record write-downs of goodwill or intangible assets that would reduce our operating income. We evaluate the carrying amounts of both goodwill and indefinite-lived intangible assets annually, and more frequently, whenever events or changes in circumstances indicate that the carrying amount may be impaired. These impairment tests are based on several factors requiring management's judgment. Any adverse effect on our financial results as a result of our acquisitions could, in turn, adversely affect the market price of our common stock.

Our Chief Executive Officer holds approximately 28% of our issued and outstanding common stock.

As of December 31, 2022, our Chief Executive Officer, R. Cromwell Coulson, owned approximately 28% of the voting power of our outstanding common stock. This gives Mr. Coulson significant influence over all matters requiring stockholder approval, including the election of directors and significant corporate transactions, such as a merger or other sale of the Company or our assets, and he will have such influence for the foreseeable future. This concentrated control may limit the ability of other stockholders to influence corporate matters, and as a result we may take actions that our other stockholders do not view as beneficial. Consequently, the market price of our common stock could be adversely affected.

Provisions of our Amended and Restated Certificate of Incorporation and by-laws, certain agreements with management, and provisions of Delaware law could delay or prevent a change in control of the Company and entrench current management.

Our organizational documents contain provisions that may be deemed to have an anti-takeover effect and may delay, deter, or prevent a change of control, such as a takeover proposal that might result in a premium over the market price for our common stock. Additionally, certain of these provisions make it more difficult to bring about a change in the composition of our Board of Directors, which could result in entrenchment of current management.

Our Amended and Restated Certificate of Incorporation and by-laws:

- authorize our Board of Directors to elect directors to fill a vacancy created by the expansion of the Board of Directors or the resignation, death or removal of a director, which prevents stockholders from being able to fill vacancies on our Board of Directors;
- require supermajority stockholder approval to remove directors;
- provide for a classified Board of Directors;
- do not permit stockholders to act by written consent or to call special meetings; and
- authorize the Board of Directors, in the event of a tender or other offer for our shares, to advise stockholders not to accept the offer, and to obtain a more favorable offer from another individual or entity.

Our Amended and Restated Certificate of Incorporation elects the application of DGCL Section 203, under which a corporation may not engage in a business combination with any holder of 15% or more of its capital stock unless the holder has held the stock for three years or, among other things, the Board of Directors has approved the transaction. Accordingly, our Board of Directors could rely on Delaware law to prevent or delay an acquisition of the Company (see *Share Structure*, above).

We have entered into Change in Control agreements with certain senior executive officers, which may have the effect of discouraging potential acquirers of our business or reduce the price they are willing to pay common stockholders in connection with an acquisition.

2023 Outlook

This section is comprised primarily of forward-looking statements (see Cautionary Note Regarding Forward-Looking Statements, above).

During 2023, the Company expects to focus on the following strategic priorities:

- (1) **Coming together as one team, on one platform, to build the value of one share:** further leverage the Blue Sky data and integrate the EDGAR Online technology and personnel;
- (2) **Commercializing our role as a regulated market operator and delivering visible client value:** continue to enhance our scalable infrastructure and introduce cost-effective, technology-enabled solutions for customers;
- (3) **Prioritizing client-facing application development and opening access to our data:** enhance the customer experience through modernized interfaces and enriched data for external and internal users;
- (4) **Improving OTC Link functionality and reducing operational exposure and business risk:** invest in our core trading infrastructure to add new asset classes, strengthen its resilience, and enhance its value to subscribers; and
- (5) **Creating strong net revenue growth and delivering sustainable profitability that increases long-term per-share earnings.**

Following our November 2022 acquisition of EDGAR Online, we continue to focus on fully integrating the EDGAR Online business into our cloud infrastructure and into our extensive Market Data Licensing offering. In connection with these efforts, we expect to incur various integration and operational costs during 2023. Furthermore, we plan to invest in the development of the EDGAR Online platform and product suite and to devote marketing and sales efforts with a longer-term view towards growing the customer base and related revenues. We anticipate that these operational costs and investments in the EDGAR Online business could be material to our financial results.

We will continue to invest in our platform, infrastructure, and people in order to further enhance our role as a regulated market operator. We believe that the significant regulatory recognitions achieved to date have established our data-driven market standards as a strong and accepted baseline for corporate governance, investor engagement and disclosure and transparency. Our status as a Qualified IDQS under Rule 15c2-11 allows us to streamline the onboarding of securities onto our markets and ease the process of being public for issuers. We plan to continue devoting significant commercial, technology, compliance, legal and other resources to further commercialize the opportunity under Rule 15c2-11 across all our businesses. In 2022, we were successful in achieving meaningful reform for qualified OTC-traded issuers under federal tax regulations governing ESOPs and, as of March 1, 2023, our OTCQX and OTCQB markets are exempt from secondary trading regulations in 38 and 34 states, respectively, and one U.S. territory (see *Recent Regulatory Developments Impacting our Business*, above). During 2023, we intend to continue our efforts to gain additional regulatory recognition for our OTCQX and OTCQB markets under state and federal laws and regulations. It is not yet possible to predict if these efforts would be successful or to determine the effect on our financial results.

During 2023, we intend to enhance our customer-facing interfaces and applications and our data platform in order to enable easier access to our enhanced data sets for both external and internal users. As part of this effort, we continue to focus resources on our suite of Market Data Licensing products, including our compliance analytics and compliance data products. We plan

to devote marketing and sales resources to add subscribers to our fixed income 15c2-11 data product, our Blue Sky data offering and our Canari compliance tool. It is not yet possible to predict if these efforts would be successful or to determine the effect on our financial results.

In our OTC Link business, during 2023, we expect to continue investing in our core trading infrastructure to build out enhanced functionality, including the ability to trade additional asset classes, and to ensure we have reliable and compliant systems. We expect that future investments with respect to our compliance, including compliance with Regulation SCI and CAT reporting obligations, will be material to our financial results (see *Regulation*, above). We also intend to continue our efforts to add subscribers, attract more order flow, and enhance the value of our ATSS. We expect to continue our efforts to monetize the market data and trading opportunities for OTC Link NQB. In 2022, we continued to attract new subscribers to OTC Link ECN and to strive to increase OTC Link's market share. We intend to pursue similar efforts in 2023 and may choose to compete on pricing as we endeavor to gain market share. It is not yet possible to predict how successful we will be with our initiatives for OTC Link or the impact those will have on our financial results.

In our Corporate Services business, we intend to continue our efforts to grow the number of issuers on our markets in 2023, and in particular the number of international issuers and community banks. Our Corporate Services business added 133 issuers to our OTCQX market and 322 issuers to our OTCQB market during 2022, including 105 international issuers on OTCQX and 254 international issuers on OTCQB. We plan to devote marketing, PR, and sales resources to further support our international business development initiatives, including those in the United Kingdom and Singapore. We expect to continue enhancing our disclosure and investor engagement tools, and to grow our VIC business and the number of companies that use our DNS disclosure tools to comply with Rule 15c2-11.

In addition to our organic growth initiatives focused on growing and retaining our subscribers across all our business lines, on expanding our product offerings, and on increasing the customer value, during 2023, we expect to continue exploring strategic capital allocation opportunities, including targeted acquisitions and other transactions. In 2022, we completed two acquisitions, the Blue Sky Data Corp and the EDGAR Online transactions, in May and November, 2022, respectively. We intend to focus our efforts on identifying and executing on strategic opportunities with a view to expand our technology enabled product suite and provide additional utility and value to our customers.

PART D. Management Structure and Financial Information

The Name of the Chief Executive Officer, Members of the Board of Directors, as well as Control Persons

A. Officers and Directors

R. Cromwell Coulson, President and Chief Executive Officer; Director

R. Cromwell Coulson has been President, CEO and a Director of OTC Markets Group since 1997. Mr. Coulson is responsible for the Company's overall growth and strategic direction and has led the transformation of the Company into an operator of regulated financial markets for U.S. and global companies. Prior to OTC Markets Group, he was a trader and portfolio manager at Carr Securities Corporation, an institutional broker-dealer and market maker. He received his BBA from Southern Methodist University in 1989 and holds an OPM from Harvard Business School. Mr. Coulson is 56 years of age.

Matthew Fuchs, Executive Vice President, Market Data Licensing

Matthew Fuchs leads the product development, distribution, and sales of market data at OTC Markets Group. He is responsible for overseeing the launch of new products and enhancements to existing market data tools that help financial institutions and other subscribers more efficiently trade and analyze a broad array of securities. Prior to joining OTC Markets Group, he served in a number of financial technology roles at the National Research Exchange, Bearing Point and Arthur Andersen. Mr. Fuchs received a BA from Columbia University. Mr. Fuchs is 47 years of age.

Lisabeth Heese, Executive Vice President, Issuer Services

Lisabeth (Liz) Heese joined OTC Markets Group in 2004 as the Director of Issuer and Information Services. Since then, she has built a team responsible for analyzing disclosure and market activity for over 12,000 securities; development, sales and support of company-related products and services; and monitoring company compliance with OTC Markets Group's policies and procedures. Prior to joining OTC Markets Group, Ms. Heese spent 11 years at Nasdaq, serving as a Product Manager in the Trading and Market Services Division for over-the-counter securities. Ms. Heese received a BA from American University. Ms. Heese is 53 years of age.

Michael Modeski, President, OTC Link LLC

Michael Modeski joined OTC Markets Group in 2011. Mr. Modeski has over 20 years of experience in the financial markets, with a focus on the OTC markets. Previously, Mr. Modeski served as the Director of Broker-Dealer Execution Services and Sales at Citigroup and the Director of Execution Services at Lava Technology, a division of Citigroup. Before working at Citigroup, he was the Director of OTC Equities at FINRA, and held several management positions at Pershing. Mr. Modeski was President of the Security Traders Association of New York (STANY) from 2016 to 2017. He received a BS in Finance from Lehigh University. He holds various FINRA securities licenses, including the Series 24. Mr. Modeski is 51 years of age.

Antonia Georgieva, Chief Financial Officer

Antonia Georgieva joined OTC Markets Group in January 2021 as Chief Financial Officer. Ms. Georgieva has more than 17 years of M&A and capital markets experience in fintech and financial services. Prior to joining OTC Markets Group, Ms. Georgieva was a Partner at Drake Star Partners, a global investment banking firm. Previously, Ms. Georgieva was a Managing Director at BMO Capital Markets Corp. Ms. Georgieva holds a bachelor's degree in Finance from the University of National and World Economy in Bulgaria and received her MBA from The Wharton School at the University of Pennsylvania. She holds FINRA Series 7, Series 27, and Series 63 licenses. Ms. Georgieva is 48 years of age.

Bruce Ostrover, Chief Technology Officer

Bruce Ostrover joined OTC Markets Group in 2017 as Chief Technology Officer. Mr. Ostrover has over thirty years of experience in the financial services industry with a focus on software development and project management. Prior to joining OTC Markets Group, he served as Managing Director at Convergenx Group, overseeing strategic project and product development. Before joining Convergenx, he was a founding partner in a consulting firm that provided front, middle and back-office solutions for the financial industry which was acquired by Convergenx. Mr. Ostrover has held senior management and professional roles in software development, IT operations, and systems administration with industry leaders in the financial services space including Brown Brothers Harriman, Dreyfus Corporation, and Swiss Bank Corporation.

Investment Banking. He received a BS in Mathematics and Computer Science from Binghamton University. Mr. Ostrover is 60 years of age.

Jason Paltrowitz, Director, OTC Markets Group International Ltd; Executive Vice President, Corporate Services

In his dual role as Director, OTC Markets Group International Ltd and EVP, Corporate Services, Jason Paltrowitz manages the Company's international and domestic Corporate Services business. Prior to joining OTC Markets Group in October 2013, he was Managing Director and Segment Head at JPMorgan Chase responsible for the custody, clearing and collateral management business in the Corporate and Investment Bank division. Mr. Paltrowitz also held multiple senior management positions at BNY Mellon, most notably, as Head of M&A for the Financial Markets and Treasury Services Sector and 11 years as the Head of the Global Capital Markets Group in the Depositary Receipt Division. He served as a member of the Board of Directors at OTC Markets Group from 2008 to 2011. He received his bachelor's degree in International Relations from Boston University and his MBA from the NYU Stern School of Business. Mr. Paltrowitz is 50 years of age.

Daniel Zinn, General Counsel & Chief of Staff

Daniel (Dan) Zinn is OTC Markets Group's General Counsel, Chief of Staff and Corporate Secretary. He leads the Company's regulatory and policy making efforts and is a frequent speaker on over-the-counter equity markets. As Chief of Staff, Mr. Zinn also oversees the Company's Human Resources and Administrative functions. Prior to joining OTC Markets Group in 2010, he served as outside counsel to OTC Markets Group beginning in 2007, as a partner at The Nelson Law Firm LLC. Previously, Mr. Zinn worked in the corporate office of AIG. He received his JD from the Benjamin N. Cardozo School of Law, where he served as Associate Editor of the Cardozo Law Review and received his BS from Pennsylvania State University. He is a member of the American Bar Association. Mr. Zinn is 45 years of age.

Gary Baddeley, Director

Gary Baddeley holds an executive position with Ginjan Bros, Inc., a food and soft beverage business. Previously, Mr. Baddeley was CEO of TDC Entertainment, an independent film and video producer and distributor, and served for two years as Vice President and General Manager of Robbins Entertainment. From 1990 to 1996, Mr. Baddeley was an attorney at Phillips Nizer LLP in New York City, specializing in representation of clients in the music and television industries. Mr. Baddeley received his JD from New York University School of Law and a BS from Kingston University. Mr. Baddeley is 57 years of age.

Louisa Serene Schneider, Director

Louisa Serene Schneider currently serves as founder and CEO of Rowan Inc., a consumer products and services company. Ms. Serene Schneider served as the Chief Administrative Officer and Head of Investor Relations at Alder Hill Management LP from 2015 through 2017. Prior to Alder Hill, Ms. Serene Schneider was the Senior Director for the Heilbrunn Center for Graham & Dodd Investing at Columbia Business School, responsible for all operational aspects of the school's value investing activities including maintaining and developing new programs and initiatives surrounding the Graham & Dodd tradition at Columbia. She also served as an Industry Advisor to the Heilbrunn Center and taught a Columbia Executive Education course on Value Investing from 2010 through 2019. Prior to her work at Columbia, from 2000 to 2008 Ms. Serene Schneider was employed by Morgan Stanley and JPMorgan in several departments, including Mergers & Acquisitions, Fixed Income Research, and Trading. Ms. Serene Schneider received a BS from Dartmouth College in Political Science and French and an MBA from Columbia Business School. Ms. Serene Schneider is 46 years of age.

Andrew Wimpfheimer, Director

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, Mr. Wimpfheimer 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, Mr. Wimpfheimer 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, Mr. Wimpfheimer 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. Mr. Wimpfheimer is 66 years of age.

Neal Wolkoff, Chairman of the Board of Directors

Neal Wolkoff is the Chairman of OTC Markets Group's Board of Directors. Mr. Wolkoff is a former executive of three exchanges. He is also a consultant and attorney focusing on futures and securities markets, exchanges, market regulation, operations, and clearinghouses. From 2008 to February 2012, Mr. Wolkoff was the Chief Executive Officer of ELX Futures, L.P. From 2005 to 2008, he served as Chairman and Chief Executive Officer of the American Stock Exchange (AMEX). Prior to the AMEX, Mr. Wolkoff was an executive officer at the New York Mercantile Exchange (NYMEX) from 1981 to 2003, over time serving as Acting President, Chief Operating Officer, and Senior Vice President for Regulation and Clearing. From 1980 to 1981, Mr. Wolkoff was employed as an Honors Program Trial Attorney in the Division of Enforcement of the Commodity Futures Trading Commission. From 2013 to December 2022, Mr. Wolkoff served as a non-executive director of World Gold Trust Services, the sponsor of the Exchange Traded Fund "GLD," and from 2017 to December 2022, he served as a non-executive director of WGC USA Asset Management Company, LLC, the sponsor of the Exchange Traded Fund "GLDM." Mr. Wolkoff received a BA from Columbia University and a JD from Boston University School of Law and is a member of the Bar of the State of New York. Mr. Wolkoff is 66 years of age.

Board Memberships and Other Affiliations

Mr. Baddeley is an officer and director of a New York cooperative corporation and Downtown United Soccer Club, Inc., a New York not-for-profit corporation.

Mr. Coulson is an officer of a small New York cooperative corporation.

Compensation of Officers and Directors

Beneficial share ownership of Officers and Directors as of March 1, 2023:

| Name and Business Address* | Position | Shares Beneficially Owned** | Options Outstanding | Vested Options Outstanding | Note |
|-----------------------------------|--|-----------------------------|---------------------|----------------------------|------|
| R. Cromwell Coulson | President, Chief Executive Officer, and Director | 3,260,800 Class A | - | - | (1) |
| Matthew Fuchs | Executive Vice President, Market Data Licensing | 101,474 Class A | - | - | |
| Lisabeth Heese | Executive Vice President, Issuer Services | 72,465 Class A | - | - | |
| Michael Modeski | President, OTC Link LLC | 128,095 Class A | - | - | |
| Antonia Georgieva | Chief Financial Officer | 14,078 Class A | 18,300 | - | (2) |
| Bruce Ostrover | Chief Technology Officer | 20,969 Class A | - | - | |
| Jason Paltrowitz | Executive Vice President, Corporate Services | 39,263 Class A | - | - | |
| Dan Zinn | General Counsel & Chief of Staff | 73,942 Class A | - | - | |
| Gary Baddeley | Director and Audit Committee Member | 145,034 Class A | - | - | |
| Louisa Serene Schneider | Director and Audit Committee Member | 32,324 Class A | - | - | |
| Andrew Wimpfheimer | Director and Audit Committee Chairman | 225,146 Class A | - | - | |
| Neal Wolkoff | Director and Chairman of the Board | 32,324 Class A | - | - | |
| Officers and Directors as a Group | | 4,145,914 Class A | 18,300 | - | |

* All officers and directors may be contacted at OTC Markets Group's address.

** Beneficial share ownership includes vested options, options scheduled to vest within 60 days of March 1, 2023, and stock owned subject to an RS Agreement.

- (1) Includes 370,000 Class A shares held by Mr. Coulson's wife and 24,800 total Class A shares held equally by two trusts for the benefit of Mr. Coulson's children. Mr. Coulson disclaims beneficial ownership of these securities, and this Annual Report shall not be deemed an admission that Mr. Coulson is the beneficial owner of these securities for any purpose. Mr. Coulson's wife and children are beneficiaries of the Cromwell Coulson Family 2012 DE Trust, which owns 884,000 Class A shares of the Company. These shares are not included in the number of shares Mr. Coulson beneficially owns, and Mr. Coulson disclaims beneficial ownership of these securities. This Annual Report shall not be deemed an admission that Mr. Coulson is the beneficial owner of these securities for any purpose.
- (2) Ms. Georgieva's outstanding options consist of 18,300 awarded in January 2021, at an exercise price of \$33.99, none of which are vested.
- (3) Includes 221,498 Class A shares held by the Melinda Wimpfheimer 2012 Irrevocable Trust, of which Mr. Wimpfheimer is a beneficiary.

The following tables set forth the aggregate compensation paid by OTC Markets Group for services rendered by its Executive Officers, during the periods indicated:

OFFICERS

| Name and Position | Year Ended | Salary | Cash Bonus | Restricted Stock Awards ⁽¹⁾⁽²⁾ | Option Awards | Restricted Stock Dollar Value | Option Dollar Value |
|---|------------|------------|------------|---|---------------|-------------------------------|---------------------|
| R. Cromwell Coulson President, Chief Executive Officer, and Director | 2022 | \$ 593,500 | \$ 270,000 | - | | \$ - | |
| | 2021 | \$ 576,200 | \$ 300,000 | - | | \$ - | |
| Matthew Fuchs Executive Vice President, Market Data Licensing | 2022 | \$ 318,900 | \$ 288,000 | 4,717 | | \$ 273,586 | |
| | 2021 | \$ 303,700 | \$ 288,000 | 4,682 | | \$ 287,943 | |
| Lisabeth Heese Executive Vice President, Issuer Services | 2022 | \$ 313,600 | \$ 264,000 | 4,324 | | \$ 250,792 | |
| | 2021 | \$ 298,700 | \$ 264,000 | 4,292 | | \$ 263,958 | |
| Michael Modeski President, OTC Link LLC | 2022 | \$ 482,400 | \$ 416,000 | 6,455 | | \$ 374,390 | |
| | 2021 | \$ 459,400 | \$ 416,000 | 6,764 | | \$ 415,986 | |
| Antonia Georgieva Chief Financial Officer | 2022 | \$ 320,300 | \$ 340,000 | 5,568 | | \$ 322,944 | |
| | 2021 | \$ 305,000 | \$ 340,000 | 5,528 | 30,500 | \$ 339,972 | \$ 223,433 |
| Bruce Ostrover Chief Technology Officer | 2022 | \$ 281,200 | \$ 224,000 | 3,668 | | \$ 212,744 | |
| | 2021 | \$ 267,800 | \$ 224,000 | 3,642 | | \$ 223,983 | |
| Jason Paltrowitz Executive Vice President, Corporate Services | 2022 | \$ 362,400 | \$ 378,000 | 6,517 | | \$ 377,986 | |
| | 2021 | \$ 345,100 | \$ 360,000 | 5,853 | | \$ 359,960 | |
| Dan Zinn General Counsel & Chief of Staff | 2022 | \$ 368,300 | \$ 384,000 | 6,289 | | \$ 364,762 | |
| | 2021 | \$ 350,800 | \$ 384,000 | 6,243 | | \$ 383,945 | |

Notes:

- (1) All restricted stock awards are Class A Common Stock. The 2022 and 2021 restricted stock awards consisted of shares of unvested stock, which vest equally over five years.
- (2) The fair market value of the Class A Common Stock was \$58.00 at grant date for shares awarded related to the year 2022, and \$61.50 at grant date for shares awarded related to the year 2021.

DIRECTORS

| Name | Year Ended ⁽¹⁾ | Director's Fees ⁽²⁾ | Share Awards ⁽³⁾ | Share Value ⁽⁴⁾ |
|-------------------------|---------------------------|--------------------------------|-----------------------------|----------------------------|
| Gary Baddeley | 2022 | \$ 47,500 | 812 | \$ 44,965 |
| | 2021 | \$ 46,285 | 1,058 | \$ 44,965 |
| Louisa Serene Schneider | 2022 | \$ 47,500 | 812 | \$ 44,965 |
| | 2021 | \$ 46,285 | 1,058 | \$ 44,965 |
| Andrew Wimpfheimer | 2022 | \$ 55,000 | 812 | \$ 44,965 |
| | 2021 | \$ 53,785 | 1,058 | \$ 44,965 |
| Neal Wolkoff | 2022 | \$ 80,000 | 812 | \$ 44,965 |
| | 2021 | \$ 78,785 | 1,058 | \$ 44,965 |

Notes:

- (1) The Board of Directors held six meetings of the Board and five meetings of the Audit Committee in 2022 and five meetings of the Board and five Audit Committee meetings in 2021.
- (2) Represents fees of \$40,000 and \$38,750 for services provided during 2022 and 2021, respectively. In each of 2022 and 2021, an additional \$7,500 was paid to Mr. Baddeley and Ms. Serene Schneider as members of the Audit Committee, an additional \$15,000 was paid to Mr. Wimpfheimer as chairman of the Audit Committee, and an additional \$40,000 was paid to Mr. Wolkoff as chairman of the Board of Directors. The amounts paid in 2021 also include partial share payouts.
- (3) All share awards are of Class A Common Stock that vests in equal quarterly installments over the 12 months immediately subsequent to the date of grant.
- (4) The fair market value of the Class A Common Stock was \$55.38 per share for the 2022 share award and \$42.50 per share for the 2021 share award.

B. Legal/Disciplinary History

None of the officers, directors, promoters, or control persons of OTC Markets Group has, in the past five years, been the subject of any of the following:

- A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
- Any bankruptcy petition filed by or against any business of which such person was a general partner, or executive officer either at the time of the bankruptcy or within two years prior to that time;
- The entry of an order, judgment or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended, or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;
- A finding or judgment by a court of competent jurisdiction (in a civil action), the SEC or the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or
- The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

C. Disclosure of Family Relationships

None.

D. Disclosure of Related Party Transactions

None.

E. Disclosure of Conflicts of Interest

None.

Beneficial Owners

As of December 31, 2022, the following shareholders beneficially own 5% or more of OTC Markets Group's Class A Common Stock:

| Name and Address of Shareholder | Membership Class | Shares Beneficially Owned | Ownership Percentage of Class Outstanding | Note |
|--|------------------|---------------------------|---|------|
| R. Cromwell Coulson 300 Vesey, 12th Floor | Class A | 3,260,800 | 27.5% | (1) |
| Cromwell Coulson Family 2012 DE Trust | Class A | 884,000 | 7.4% | |

- (1) Includes 370,000 Class A shares held by Mr. Coulson's wife and 24,800 total Class A shares held equally by two trusts for the benefit of Mr. Coulson's children. Mr. Coulson disclaims beneficial ownership of these securities, and this Annual Report shall not be deemed an admission that Mr. Coulson is the beneficial owner of these securities for any purpose. Mr. Coulson's wife and children are beneficiaries of the Cromwell Coulson Family 2012 DE Trust, which owns 884,000 Class A shares of the Company. These shares are not included in the number of shares Mr. Coulson beneficially owns, and Mr. Coulson disclaims beneficial ownership of these securities. This Annual Report shall not be deemed an admission that Mr. Coulson is the beneficial owner of these securities for any purpose.

OTC Markets Group is not aware of any additional beneficial stockholders owning 5% or more of our Class A Common Stock. It is possible that there are one or more additional beneficial holders of a significant percentage of our Class A Common Stock, however the federal securities laws do not require a beneficial stockholder of 5% or more of our Class A Common Stock to disclose that information publicly or to the Company. The table above is based on the best information available to the Company.

The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure

- | | |
|------------------------|---|
| 1. Investment Banker: | None |
| 2. Promoters: | None |
| 3. Disclosure Counsel: | The Nelson Law Firm, LLC 445 Hamilton Avenue, Suite 1102 White Plains, NY 10601 Tel: (914) 220-1900 Fax: (914) 610-7456 www.thenelsonlawfirm.com Email: sjnelson@nelsonlf.com |

4. Auditor: Deloitte & Touche LLP
30 Rockefeller Plaza
New York, NY 10112
Tel: (212) 492-4000
Fax: (212) 489-1687
www.deloitte.com

Preparation of OTC Markets Group's consolidated financial statements is the responsibility of OTC Markets Group management. Deloitte & Touche LLP is responsible for expressing an opinion on the consolidated financial statements for the year ended December 31, 2022, based on their audit. During 2022 and 2021, we incurred audit fees from Deloitte & Touche LLP of \$395 thousand and \$308 thousand, respectively, related to the audits of the financial statements of OTC Markets Group Inc. and OTC Link LLC. During 2022 and 2021, we did not incur any other audit-related or other fees from Deloitte & Touche LLP.

Deloitte & Touche LLP has confirmed to us that the firm is licensed to practice public accounting in the states in which we conduct our business. Deloitte & Touche LLP is registered with the PCAOB.

5. Public Relations Consultant: FTI Consulting
555 12th Street NW, Suite 700
Washington, DC 20004
Tel: (212) 850 5600
www.fticonsulting.com
6. Investor Relations Consultant: None
7. Corporate Secretary: Daniel Zinn, General Counsel & Chief of Staff
8. Any Other Advisor: None

Selected Financial Data

The selected financial data set forth below should be read in conjunction with our consolidated financial statements, the notes to consolidated financial statements, and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*,” included in this Annual Report.

The statement of income data for the years ended December 31, 2022, 2021, 2020, 2019 and 2018 as well as the balance sheet data as of December 31, 2022, 2021, 2020, 2019 and 2018 are derived from our audited consolidated financial statements.

| (in thousands, except per share data) | Year Ended December 31, | | | | |
|--|-------------------------|-----------|-----------|-----------|-----------|
| | 2022 | 2021 | 2020 | 2019 | 2018 |
| OTC Link | \$ 20,937 | \$ 29,665 | \$ 15,890 | \$ 11,676 | \$ 11,175 |
| Market data licensing | 36,407 | 33,751 | 28,133 | 24,447 | 23,383 |
| Corporate services | 47,805 | 39,516 | 27,206 | 26,716 | 24,720 |
| Gross revenues | 105,149 | 102,932 | 71,229 | 62,839 | 59,278 |
| Net revenues | 102,048 | 99,911 | 68,419 | 60,350 | 56,830 |
| Revenues less transaction-based expenses | 96,201 | 90,638 | 65,397 | 59,604 | 56,455 |
| Total operating expenses | 59,380 | 52,622 | 43,963 | 41,722 | 36,810 |
| Income from operations | 36,821 | 38,016 | 21,434 | 17,882 | 19,645 |
| Net income | \$ 30,814 | \$ 30,476 | \$ 18,274 | \$ 14,942 | \$ 16,237 |

| | | | | | |
|--------------------|---------|---------|---------|---------|---------|
| Earnings per share | | | | | |
| Basic | \$ 2.60 | \$ 2.59 | \$ 1.56 | \$ 1.28 | \$ 1.41 |
| Diluted | \$ 2.53 | \$ 2.52 | \$ 1.53 | \$ 1.25 | \$ 1.36 |

| | | | | | |
|-------------------------------------|------------|------------|------------|------------|------------|
| Weighted-average shares outstanding | | | | | |
| Basic | 11,600,122 | 11,506,294 | 11,402,703 | 11,364,217 | 11,250,984 |
| Diluted | 11,887,868 | 11,811,320 | 11,630,685 | 11,702,863 | 11,622,770 |

| (in thousands) | December 31, | | | | |
|-----------------------------|--------------|-----------|-----------|-----------|-----------|
| | 2022 | 2021 | 2020 | 2019 | 2018 |
| Cash and cash equivalents | \$ 37,368 | \$ 50,394 | \$ 33,733 | \$ 28,217 | \$ 28,813 |
| Working capital | 2,533 | 18,187 | 12,108 | 9,641 | 13,972 |
| Total long-term liabilities | 13,966 | 15,537 | 15,267 | 17,293 | 2,459 |
| Total stockholders' equity | \$ 29,804 | \$ 24,954 | \$ 19,546 | \$ 17,673 | \$ 16,409 |

Management's Discussion and Analysis of Financial Condition and Results of Operations

Trends in Our Business

The *2023 Outlook* section, above, outlines our key areas of focus for 2023. Information related to trends in these areas, and other trends we saw during 2022, are discussed below.

Considerable uncertainty surrounded the economic environment in which we operated during 2022, stemming from inflation, including compensation inflation, supply chain constraints, recessionary pressures, rising interest rates, market volatility, changes in trading volumes and trading behavior, and geopolitical developments, as well as the COVID-19 pandemic. These factors did not materially adversely affect our overall financial results for the year ended December 31, 2022, though declines in trading activity on our markets impacted our OTC Link and Market Data Licensing businesses. The scope and extent of the potential impact of these macro trends on our business in future quarters is dependent on a number of factors that are highly uncertain and cannot be predicted. Additional information regarding the potential risks impacting our business is included in *Risk Factors*, above. During 2022, OTC Link was impacted by a decline in trading activity on our markets, as compared to the unprecedented surge in trading volumes that we experienced during 2021. Our Corporate Services business benefited from a higher average number of companies subscribing to our premium OTCQX and OTCQB markets as well as our DNS product, although the number of DNS subscribers as of December 31, 2022 declined as compared to the prior year end. Our Market Data Licensing business experienced continued growth in professional users and enterprise subscribers, partially offsetting the decline in non-professional users, and benefited from the acquisitions of Blue Sky Data Corp, which closed in May 2022 and EDGAR Online, which closed in November 2022 (see *Financial Results*, below).

For the year ended December 31, 2022, 82% of our gross revenues were derived from subscription-based arrangements that are recurring in nature and 18% were transaction-based revenues, compared to 73% and 27%, respectively, for the prior year. The subscription-based component of our revenues increased by 15%, while the transaction-based component declined by 32% as a result of the decline in trading volumes, compared to the year ended December 31, 2021.

OTC Link

Our OTC Link business executed a lower volume of trades on OTC Link ECN and OTC Link NQB and experienced a lower number of trade messages on OTC Link ATS during the year ended December 31, 2022, compared to the prior year. The total dollar volume traded in OTCQX, OTCQB and Pink securities declined by 29% from \$714 billion in the prior year to \$507 billion in the year ended December 31, 2022. OTC Link ATS had 87 broker-dealer subscribers quoting 12,589 securities as of December 31, 2022, as compared to 86 subscribers quoting 12,011 securities as of December 31, 2021.

The reduced trading volumes on our markets reflect, in part, a lower participation of retail investors during 2022 as compared to the prior year. We executed an average of approximately 36,000 transactions per day on OTC Link ECN and OTC Link NQB during 2022, compared to an average of approximately 48,000 transactions per day during the prior year. As a result, gross revenues from OTC Link ECN and OTC Link NQB declined, as compared to the prior year. Partially offsetting this trend was the continued growth in OTC Link's subscription-based connectivity services and CAT reporting service. Overall, OTC Link experienced a 29% year over year reduction in gross revenues.

We continue to grow the number of subscribers to OTC Link ECN and had 102 subscribers as of December 31, 2022, up 9 from 93 subscribers as of December 31, 2021. We expect to continue to attract new subscribers to our OTC Link platform and to grow our market share; however, the total addressable market is relatively limited.

OTC Link ECN and OTC Link NQB generated \$9.4 million in transaction-based revenues during the year ended December 31, 2022 and paid \$5.8 million in transaction-based expenses in the form of rebates for posted liquidity, compared to \$16.5 million in transaction-based revenues and \$9.3 million in transaction-based expenses generated by OTC Link ECN in the prior year. The transaction-based revenues and transaction-based expenses that OTC Link generates, as well as OTC Link's regulatory and clearing costs, which are included in professional and consulting fees, are correlated with the volume of trading activity on our markets. However, future trading volumes are highly uncertain and cannot be predicted.

Effective January 1, 2023, we have increased certain fees for our OTC Link products.

Market Data Licensing

In our Market Data Licensing business, the number of professional users subscribing to our data products increased 1% to 26,807 as of December 31, 2022, up from 26,563 as of December 31, 2021. The higher average number of professional users during 2022, as compared to the prior year, drove a 4% year over year increase in revenues derived from professional users.

Consistent with the reduced retail engagement in our markets, the number of non-professional users of our market data saw a significant decline during the year ended December 31, 2022 compared to the prior year, decreasing by 51% to 13,700 users as of December 31, 2022, down from 28,206 users as of December 31, 2021. Contributing to the decline of reported non-professional users was also the transition of one Market Data Licensing client from a per user license to an enterprise license during the first quarter of 2022. As a result, revenues from non-professional users declined 40% year over year. The number of non-professional users of our market data generally correlates to the level of retail participation in the U.S. equity markets. Non-professional users' interest in our data tends to fluctuate significantly in response to volatility in the markets and changes in retail trading activity, and we may experience a further decline in the number of users in the future.

We continue to focus resources on developing and enhancing the relevance of our data products for our Market Data Licensing subscribers. As of December 31, 2022, a total of 53 firms subscribed to our Compliance Data or Compliance Analytics products, up from 49 firms as of December 31, 2021. As a result of our acquisition of Blue Sky Data Corp, we also experienced a significant increase in the number of subscribers to our Blue Sky data product, which now covers over 100,000 equity and fixed income securities.

With the acquisition of EDGAR Online in November 2022, our Market Data Licensing business added the subscribers of the EDGAR Online business and the EDGAR Pro platform and expanded our data product offering to include SEC regulatory data and financial analytics for SEC filing issuers and their securities.

Effective January 1, 2023, we have increased certain fees for our Market Data Licensing offerings.

Corporate Services

During the year ended December 31, 2022, our Corporate Services business benefited from a higher number of subscribers to our premium OTCQX and OTCQB markets. We also had a higher average number of DNS subscribers, compared to the prior year, although the number of DNS subscribers gradually declined during 2022, with month to month variability driven by non-

renewals, corporate events and compliance downgrades. Our DNS offering, which helps issuers meet their current public disclosure requirements, saw a significant increase in the number of subscribers during the prior year in connection with the amendments to Rule 15c2-11 becoming effective in September 2021.

The OTCQX Best Market reached 615 companies as of December 31, 2022, up from 570 companies as of December 31, 2021. A robust pace of OTCQX sales drove the increase in companies on the OTCQX market, while downgrades and other service cancellations remained broadly consistent with our historical experience. Companies on our OTCQX market choose to renew their services at the end of each calendar year. For the annual OTCQX subscription period beginning January 1, 2023, we achieved a 95% retention rate, compared to 96% retention rate achieved for the annual subscription period beginning January 1, 2022.

As of December 31, 2022, there were 1,239 companies on the OTCQB Venture Market, up from 1,150 companies as of December 31, 2021. Strong new sales and issuer demand related to Rule 15c2-11 drove the increase in companies on OTCQB. OTCQB companies renew on an annual or semi-annual basis, based on the date they joined the market. Historically, over 90% of OTCQB companies that remain in compliance with our OTCQB Standards choose to renew their services at the end of their service terms.

International issuers continued to be a significant driver of the growth in the number of companies on our OTCQX and OTCQB markets, with 105 international companies joining OTCQX and 254 international companies joining OTCQB during 2022, compared to 164 and 379 international companies joining OTCQX and OTCQB during 2021, respectively. We saw continued sales from our U.K. office as well as in the Canadian and Australian markets. During 2022, we added a sales office in Singapore.

Effective January 1, 2023, we have increased certain Corporate Services fees, including applying annual, incremental pricing adjustments to our OTCQX and OTCQB fees.

General Business Matters

We continue to evaluate both the current and future period impact of increasing costs related to our personnel, IT infrastructure and expense base more generally. Consistent with other companies in the financial technology sector, compensation and information technology costs comprise a significant proportion of our overall expenses, representing approximately 77% and 80% of our total operating expenses in the years ended December 31, 2022 and 2021, respectively.

We recognize the importance of attracting and retaining the talent required to develop our service offerings and manage our infrastructure. We have added headcount where we believe those additional resources can drive future earnings growth or are necessary to process the increased volume of business and provide reliable services to our clients. Adding headcount also allows us to comply with our regulatory obligations, including those under Regulation SCI, Rule 15c2-11, and our CAT reporting responsibilities. We expect that future investments related to our regulatory compliance obligations will be material to our financial results. Our headcount as of December 31, 2022, was 131, an increase of twenty four versus our headcount of 107 employees as of December 31, 2021. The increased headcount includes seven employees hired in June 2022 as a result of the Blue Sky Data Corp acquisition and fourteen employees hired in November 2022 as a result of the EDGAR Online acquisition.

How OTC Markets Group Generates Revenues

OTC Markets Group generates a significant proportion of its revenues pursuant to subscription arrangements that are recurring in nature. Each of our three business lines offers a distinct fee

structure designed to serve its subscribers. OTC Link operates OTC Link ATS, with a subscription model and usage-based fees, and OTC Link ECN and OTC Link NQB, with transaction-based fees. Corporate Services charges application fees and subscription fees on an annual and semi-annual basis. Market Data Licensing charges distribution and licensing fees. The revenue model for each of our business lines is described in detail below.

OTC Link

OTC Link generates revenues through subscription arrangements and transaction-based fees to broker-dealer subscribers.

Broker-dealers pay monthly subscription and connectivity fees to use OTC Link ATS. Our OTC Dealer[®] application provides broker-dealers a user interface into OTC Link ATS. Fees for the use of the OTC Dealer application are based on the number of authorized users per subscriber and are discounted in graduated amounts in relation to total users per subscriber.

OTC Link ATS's FINRA member broker-dealer subscribers pay per security usage fees to (i) publish quotes and (ii) communicate and negotiate with counterparties on OTC Link ATS. Monthly OTC Link ATS position fees are based on the number of daily quote positions in Pink securities, with tiered pricing arrangements based on volume. Monthly OTC Link ATS message fees are based on the daily number of securities on OTC Link ATS for which trade messages are sent or received, with tiered pricing arrangements based on volume. The daily quoting and messaging fees allow subscribers to make unlimited quote updates in a single security and to send and receive an unlimited number of trade messages in a security on a given day. OTC Link ATS also generates revenues from Quote Access Payment ("QAP[®]") One Statement service as well as from its CAT reporting service.

OTC Link ECN generates transactional revenues based on share volume executed. Broker-dealer subscribers pay a fixed fee per share executed where their orders remove posted liquidity on OTC Link ECN, while receiving a rebate on shares executed against their own posted liquidity. To the extent that OTC Link ECN routes orders to OTC Link ATS, OTC Link ECN may earn fees for orders that provide liquidity, while paying a fee for those orders that remove liquidity. OTC Link NQB generates transactional revenues and incurs transaction-based expenses in a manner similar to OTC Link ECN. Fees earned are recognized as transaction-based revenues, while fees paid are recognized as transaction-based expenses.

Market Data Licensing

Market Data Licensing generates revenues by licensing, on a subscription basis, our extensive market data, compliance data, Blue Sky data, issuer data and security information, including SEC filings.

Market Data Licensing subscribers include broker-dealers, investors, traders, institutions, companies, accountants, and regulators, among others, that pay monthly, quarterly, or annual license fees to access this information. We offer a suite of market data licenses, priced at per enterprise or per user rates, through direct connectivity, extranet connectivity, third-party market data redistributors and OMS providers. Depending on the license type, subscribers may distribute our market data on an internal-only basis, to clients or to the public. We generate a majority of our Market Data Licensing revenues from sales through market data redistributors.

Certain of our Market Data Licensing agreements include redistribution fees and rebates, which represented 9% of Market Data Licensing gross revenues for each of the years ended December 31, 2022 and 2021.

Market Data Licensing pricing information is publicly available on our website.

We also charge for the right to display advertisements on www.otcmarkets.com. Website advertising revenue is included in our Market Data Licensing business line.

Corporate Services

We generate revenue from the OTCQX Best Market and the OTCQB Venture Market, as well as a suite of Corporate Services products, including DNS; Real-Time Level 2 Quote Display, a service that companies sponsor to provide their investors with access to free real-time level 2 quotes on www.otcmarkets.com and the issuer's website; the Blue Sky Monitoring Service for issuers; and our Virtual Investor Conferences (VIC) product, which allows issuers to communicate and engage with their stockholders and potential investors.

Companies that choose to have their securities designated as OTCQX securities do so annually, on a calendar year basis, while companies on the OTCQB market renew their services annually or semi-annually on the anniversary of the date on which they joined the market. All companies traded on the OTCQX or OTCQB markets pay a one-time application fee and annual or semi-annual fees. These fees are fixed and do not vary based on outstanding shares, market capitalization, market segment or otherwise. Companies on both markets also receive access to DNS, Real-Time Level 2 Quote Display and the Blue Sky Monitoring Service.

Pink companies may subscribe separately to these services and pay one-time application fees and annual or semi-annual subscription fees, as applicable.

Each of these services may be accessed through www.otcig.com.

Our VIC product is available on a per event basis to companies that choose to participate.

Financial Highlights

For the year ended December 31, 2022, OTC Markets Group reported gross revenues and income from operations of \$105.1 million and \$36.8 million, respectively. This compares to gross revenues and income from operations of \$102.9 million and \$38.0 million, respectively, for the year ended December 31, 2021.

Gross revenues increased \$2.2 million, or 2%, driven by a 21% increase in revenues from our Corporate Services business and an 8% growth from our Market Data Licensing business, partially offset by a 29% decline in revenues from OTC Link.

Income from operations decreased \$1.2 million, or 3%, and operating profit margin contracted to 36.1% from 38.0%.

Financial Results

Consolidated Results From Operations

Year Ended December 31, 2022 Versus Year Ended December 31, 2021

The table below presents comparative information from the Company's consolidated income statements for the years ended December 31, 2022 and 2021.

| (in thousands, except shares and per share data) | Year Ended December 31, | | % change |
|--|-------------------------|------------|----------|
| | 2022 | 2021 | |
| Gross Revenues | \$ 105,149 | \$ 102,932 | 2% |
| Net revenues | 102,048 | 99,911 | 2% |
| Revenues less transaction-based expenses | 96,201 | 90,638 | 6% |
| Operating expenses | 59,380 | 52,622 | 13% |
| Income from operations | 36,821 | 38,016 | (3%) |
| Operating profit margin | 36.1% | 38.0% | |
| Income before provision for income taxes | 36,966 | 37,965 | (3%) |
| Net income | \$ 30,814 | \$ 30,476 | 1% |
| Diluted earnings per share | \$ 2.53 | \$ 2.52 | - |
| Weighted-average shares outstanding, diluted | 11,887,868 | 11,811,320 | 1% |

Revenues and Transaction-Based Expenses

The following table presents OTC Markets Group's gross revenue by business line and consolidated revenues less transaction-based expenses for the years ended December 31, 2022 and 2021.

| (in thousands) | Year Ended December 31, | | % change |
|--|-------------------------|-----------|----------|
| | 2022 | 2021 | |
| OTC Link | \$ 20,937 | \$ 29,665 | (29%) |
| Market data licensing | 36,407 | 33,751 | 8% |
| Corporate services | 47,805 | 39,516 | 21% |
| Gross revenues | 105,149 | 102,932 | 2% |
| Redistribution fees and rebates | (3,101) | (3,021) | 3% |
| Net revenues | 102,048 | 99,911 | 2% |
| Transaction-based expenses | (5,847) | (9,273) | (37%) |
| Revenues less transaction-based expenses | \$ 96,201 | \$ 90,638 | 6% |

Gross revenues increased \$2.2 million, or 2%, to \$105.1 million during 2022, compared to the prior year, while revenues less transaction-based expenses increased \$5.6 million, or 6%.

- OTC Link revenues decreased \$8.7 million, or 29%, to \$20.9 million, primarily as a result of reduction in revenues from OTC Link ECN and OTC Link NQB, which in aggregate declined by \$7.2 million, or 43%. Further contributing to the decline in OTC Link revenues was a \$1.0 million, or 21%, decrease in revenues from OTC Link ATS messages and a \$1.2 million, or 70%, decrease in revenues from QAP One Statement fees. The decline in OTC Link revenues was consistent with a decline in trading volumes on our markets, when compared to the levels of market activity experienced in 2021. The decline was partially offset by growth in our subscription-based connectivity services and CAT reporting service.

- Market Data Licensing revenues increased \$2.7 million, or 8%, to \$36.4 million, inclusive of the impact of the acquisitions of Blue Sky Data Corp during the second quarter of 2022 and the Edgar Online business during the fourth quarter of 2022, which collectively contributed \$2.0 million of revenue. The growth in Market Data Licensing revenues was also driven by an increase in revenues from professional user licenses of \$688 thousand, or 4%, and an increase in broker-dealer enterprise license revenues of \$513 thousand, or 16%, due to growth in subscribers. Market Data Licensing revenues were further impacted by an \$876 thousand, or 17%, increase in revenues from internal system licenses, delayed data licenses and certain other data services. The increase in Market Data Licensing revenues was partially offset by a \$1.5 million, or 40%, decline in revenues from non-professional users due to lower retail participation in our markets. The year over year change in Market Data Licensing revenues was further impacted by audit recovery fees unique to the prior year that did not recur in 2022.
- Corporate Services revenues increased \$8.3 million, or 21%, to \$47.8 million, primarily driven by an increase of \$1.4 million, or 10%, in OTCQX revenues and an increase of \$4.2 million, or 26%, in OTCQB revenues. Our OTCQX and OTCQB revenues increased as a result of new sales, the impact of annual, incremental pricing adjustments effective January 1, 2022, and a 96% renewal rate for the annual OTCQX subscription period beginning January 1, 2022, up from 94% for the prior year. OTCQB maintained an over 90% renewal rate (see *Trends in Our Business*, above). Contributing to the increase was also a \$2.5 million, or 33%, increase in DNS revenues, driven by a higher average number of companies subscribing to DNS in 2022.
- Transaction-based expenses comprised of rebates paid to OTC Link subscribers providing liquidity, decreased \$3.4 million, or 37%, due to the lower trading volumes executed.

Operating Expenses

The following table presents OTC Markets Group's consolidated operating expenses for 2022 and 2021.

| (in thousands) | Year Ended December 31, | | % change |
|--|-------------------------|------------------|----------|
| | 2022 | 2021 | |
| Compensation and benefits | \$ 37,585 | \$ 34,049 | 10% |
| IT Infrastructure and information services | 8,091 | 7,633 | 6% |
| Professional and consulting fees | 6,464 | 4,495 | 44% |
| Marketing and advertising | 1,303 | 1,028 | 27% |
| Occupancy costs | 2,257 | 2,348 | (4%) |
| Depreciation and amortization | 2,092 | 1,796 | 16% |
| General, administrative and other | 1,588 | 1,273 | 25% |
| Total operating expenses | <u>\$ 59,380</u> | <u>\$ 52,622</u> | 13% |

Operating expenses increased \$6.8 million, or 13%, to \$59.4 million during 2022, compared to the prior year.

- Compensation and benefits expenses increased \$3.5 million, or 10%, to \$37.6 million, primarily due to a \$2.3 million, or 13%, increase in base salaries, related to annual base salary increases effective January 1, 2022, and an increase in headcount from 107 as of December 31, 2021, to 131 as of December 31, 2022. Cash bonus awards increased \$416 thousand, or 6%, primarily due to higher headcount. Stock-based compensation expense increased \$1.0 million, or 32%, as a result of year over year increases in annual

awards and higher headcount. The increase in compensation and benefits expenses was partially offset by lower sales commissions related to OTCQX and OTCQB sales that, albeit robust, declined relative to the record sales in the prior year. As a percentage of gross revenues, compensation and benefits costs represented 36% and 33% for the years ended December 31, 2022, and 2021, respectively.

- IT Infrastructure and information services costs increased \$458 thousand, or 6%, to \$8.1 million, primarily driven by increases in software license costs and information services, partially offset by lower spending on network communications. The acquisition of the Edgar Online business contributed to the increase in our IT infrastructure and information services costs as we added the technology, data services, and data center costs supporting the Edgar Online platform.
- Professional and consulting fees increased \$2.0 million, or 44%, to \$6.5 million. The increase was due to higher spending on external consulting services to support our web-based applications, databases, and security initiatives, partially offset by lower regulatory and clearing costs as a result of reduced trading volumes on OTC Link ECN and OTC Link NQB. The increase was further impacted by M&A advisory, due diligence, and transition services costs incurred in connection with the acquisition of Blue Sky Data Corp.
- Marketing and advertising expenses increased \$274 thousand, or 27%, to \$1.3 million during 2022, primarily related to a rebound in travel and event-related spending. The increase was further impacted by higher third-party spending related to market research.
- Occupancy costs decreased \$91 thousand, or 4%, as a result of lower common charges and real estate taxes allocated to us by our landlords and amounted to \$2.3 million during 2022.
- Depreciation and amortization expense increased \$296 thousand, or 16%, and amounted to \$2.1 million during 2022, primarily due to amortization charges related to intangible assets and software added in connection with the Blue Sky Data Corp and the Edgar Online acquisitions, respectively.
- General, administrative and other costs increased \$315 thousand, or 25%, to \$1.6 million during 2022, primarily due to higher bad debt, business insurance and internal travel & entertainment expenses, partially offset by lower bank fees.

Income from Operations and Operating Profit Margin

| (in thousands) | Year Ended December 31, | | % change |
|-------------------------|-------------------------|-----------|----------|
| | 2022 | 2021 | |
| Income from operations | \$ 36,821 | \$ 38,016 | (3%) |
| Operating profit margin | 36.1% | 38.0% | (5%) |

Income from operations decreased \$1.2 million, or 3%, to \$36.8 million during 2022, and operating profit margin contracted to 36.1%, with net revenues growth offset by greater increases in operating expenses. Our operating expenses outpaced the growth in net revenues in part due to the addition of headcount as a result of our two acquisitions, professional and consulting fees, including M&A-related fees, and additional amortization charges.

Net Income

| (in thousands, except shares and per share data) | Year Ended December 31, | | % change |
|--|-------------------------|------------------|----------|
| | 2022 | 2021 | |
| Income before provision for income taxes | \$ 36,966 | \$ 37,965 | (3%) |
| Provision for income taxes | 6,152 | 7,489 | (18%) |
| <i>Effective income tax rate</i> | 16.6% | 19.7% | (16%) |
| Net income | <u>\$ 30,814</u> | <u>\$ 30,476</u> | 1% |

Net income increased \$338 thousand to \$30.8 million during 2022, up 1% compared to the prior year, with the decline in income from operations offset by a decrease in the Company's effective tax rate. The Company's effective tax rate for 2022 decreased to 16.6%, as compared to 19.7% for 2021, primarily as a result of higher excess tax benefits on stock-based compensation, higher Foreign Derived Intangible Income tax deduction, and the Company's acceptance into a voluntary tax amnesty program and a voluntary disclosure agreement with state tax jurisdictions (see *Notes to Consolidated Financial Statements, Note 15, Income Taxes*).

Liquidity and Capital Resources

Our liquidity is primarily derived from our working capital and cash flows from operations. We require cash to support our current operating levels, fund strategic growth initiatives, including acquisitions, develop new services and enhance existing services, make capital expenditures, fund dividends and stock repurchases, and pay federal, state, and local corporate taxes. We expect that our operations will provide sufficient cash to fund our strategic initiatives. We have no outstanding debt and, as described further below, \$3.0 million available for business operations under our line of credit, which gives us additional flexibility in managing our cash flows (see *Line of Credit*, below).

Cash Available for Operations

The following table summarizes our cash available for operations, which consists of cash, as of December 31, 2022 and 2021.

| (in thousands) | December 31, | | % change |
|-------------------------------|--------------|-----------|----------|
| | 2022 | 2021 | |
| Cash available for operations | \$ 37,368 | \$ 50,394 | (26%) |

Cash available for operations decreased by \$13.0 million to \$37.4 million as of December 31, 2022. The Company generated \$33.7 million of cash from operations during the year ended December 31, 2022. During 2022, the Company used operating cash flows and cash on hand to fund the \$11.6 million Blue Sky Data Corp acquisition and the \$3.3 million Edgar Online acquisition as well as \$1.4 million investment in IT infrastructure enhancements, \$26.4 million to pay quarterly dividends and a special dividend, and \$2.8 million in respect of repurchases of our Class A Common Stock.

Cash Flow

The following table presents sources and uses of cash flows during 2022 and 2021.

| | Year Ended December 31, | | % change |
|---|-------------------------|-----------|----------|
| | 2022 | 2021 | |
| Net Cash provided by operating activities | \$ 33,680 | \$ 46,456 | (28%) |
| Net Cash used in investing activities | (16,393) | (1,395) | 1075% |
| Net Cash used in financing activities | (30,309) | (28,400) | 7% |
| Net Increase (decrease) in cash and restricted cash | \$ (13,022) | \$ 16,661 | (178%) |

Operating Activities

Net cash provided by operating activities during 2022 was \$33.7 million, as compared to \$46.5 million during 2021. Net cash provided by operating activities for 2022 consisted of net income of \$30.8 million, adjusted for non-cash items of \$1.1 million and changes in assets and liabilities of \$1.7 million. Adjustments for non-cash items to net income primarily consisted of depreciation and amortization expense of \$2.1 million and stock-based compensation expense of \$4.3 million. The decrease in cash provided by operating activities was mainly a result of a smaller increase in deferred revenue and a greater increase in deferred tax assets, net compared to the prior year. This was partially offset by an increase in stock-based compensation and an increase in the balance of prepaid income taxes.

Investing Activities

Cash used in investing activities for the year ended December 31, 2022 was \$16.4 million, as compared to \$1.4 million for the year ended December 31, 2021. The increase during 2022 was primarily attributable to the acquisitions of the Blue Sky Data Corp business and the Edgar Online assets.

Financing Activities

Net cash used in financing activities during 2022 was \$30.3 million, as compared to \$28.4 million during 2021. The cash used in both fiscal years was for dividends paid to holders of our Class A Common Stock, repurchases of our Class A Common Stock via our stock buyback program, and federal and state withholding taxes paid related to cashless exercises of stock options by employees. Cash used for dividends increased \$896 thousand. Repurchases of our Class A Common Stock amounted to \$2.8 million and increased \$1.3 million from \$1.5 million in 2021 primarily as a result of the higher stock price for our Class A Common Stock at the time of repurchase. Cash used in respect of withholding taxes related to cashless exercises amounted to \$1.2 million, a decrease of \$189 thousand over 2021.

Capital Resources and Working Capital

OTC Markets Group's working capital at December 31, 2022 was \$2.5 million, a decrease of \$15.7 million, or 86%, from \$18.2 million at December 31, 2021. Working capital includes certain non-operating assets and liabilities, such as prepaid income taxes and income taxes payable. The decline in working capital during the year ended December 31, 2022 was primarily attributable to cash used to purchase Blue Sky Data Corp and Edgar Online.

Line of Credit

On July 7, 2012, the Company entered into a line of credit with JPMorgan Chase (the "Line of Credit") that initially provided up to \$1.5 million of available borrowing capacity to fund business operations. The Line of Credit has been increased to \$3.0 million and has been extended through June 23, 2023. The effective interest rate of the Line of Credit is benchmarked to the

Prime Rate. We have not drawn funds on the Line of Credit. Under the terms of the Line of Credit, we agreed to fulfill certain affirmative and negative covenants and other specified terms. As of December 31, 2022, the Company was in compliance with all of the covenants and other terms of the Line of Credit.

Operating Leases

We have entered into operating lease agreements for our offices and recognize rent expense on a straight-line basis over the terms of the leases (see *Nature and Extent of the Issuer's Facilities*, above).

Off-Balance Sheet Arrangements

None.

Part E. Issuance History and Financial Information

List of the Securities Offerings and Shares Issued for Services in the Past Two Years

The following tables set forth information concerning Class A Common Stock and options issued during the fiscal years 2021 and 2022:

| Month of Issuance | Issuance Type | Shares Issued | Price at Issuance | Issuance Class |
|--------------------------|----------------------|----------------------|--------------------------|-----------------------|
| 2021 | | | | |
| January | Restricted Stock | 105,483 | \$34.00 | Employee |
| January | Option Grant | 36,000 | \$33.99 | Employee |
| February | Option Grant | 15,500 | \$38.00 | Employee |
| March | Option Grant | 8,500 | \$39.00 | Employee |
| April | Option Grant | 29,350 | \$40.25 | Employee |
| June | Option Grant | 18,250 | \$48.90 | Employee |
| July | Option Grant | 11,800 | \$42.50 | Employee |
| August | Restricted Stock | 4,232 | \$42.50 | Director |
| August | Option Grant | 7,500 | \$45.00 | Employee |
| September | Option Grant | 19,500 | \$49.50 | Employee |
| October | Option Grant | 10,500 | \$50.50 | Employee |
| 2022 | | | | |
| January | Restricted Stock | 85,820 | \$61.50 | Employee |
| January | Option Grant | 19,000 | \$61.50 | Employee |
| February | Option Grant | 21,000 | \$58.00 | Employee |
| March | Option Grant | 25,000 | \$62.50 | Employee |
| June | Option Grant | 70,700 | \$56.80 | Employee |
| July | Option Grant | 50,370 | \$55.00 | Employee |
| August | Restricted Stock | 3,248 | \$55.38 | Director |
| September | Option Grant | 19,500 | \$55.25 | Employee |

Notes:

- (1) All awards are of Class A Common Stock.
- (2) All option grants are issued pursuant to the Company's 2019 Equity Incentive Plan, as applicable. Grants vest 20% each year the employee remains employed with OTC Markets Group.

- (3) Shares issued pursuant to RS Agreements contain a legend stating that the shares have not been registered under the Securities Act or any state securities laws and setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.
- (4) Shares issued to Directors are part of each Director's annual compensation.

Financial Information for the Issuer's Most Recent Fiscal Period and for Such Part of the Two Preceding Fiscal Years as the Issuer or its Predecessor has been in Existence

Copies of the audited Consolidated Financial Statements of OTC Markets Group as of December 31, 2022 and 2021 and for the years ended December 31, 2022, 2021 and 2020, including the Consolidated Balance Sheets, Consolidated Statements of Income, Consolidated Statements of Changes in Stockholders' Equity, Consolidated Statements of Cash Flows, and Notes to the Consolidated Financial Statements, are attached hereto as Exhibit 1.1. The attached Consolidated Financial Statements and the notes thereto are hereby incorporated by reference into this Annual Report.

Part F. Exhibits

1 Consolidated Financial Statements

- 1.1 Financial information for the years ended December 31, 2022, December 31, 2021, and December 31, 2020

2 Issuer's Certifications

- 2.1 Certification of principal executive officer
- 2.2 Certification of principal financial officer

3 Material Contracts

- 3.3 Lease Agreement by and between OTC Markets Group Inc. and LHREV Washington M Street, LLC (incorporated by reference to Exhibit 3.12 to the Quarterly Report filed on May 5, 2021)
- 3.4 Employment Agreement dated November 5, 2021, by and between OTC Markets Group Inc. and R. Cromwell Coulson (Chief Executive Officer)
- 3.5 "Key Man" Life Insurance Policy for R. Cromwell Coulson (incorporated herein by reference to Exhibit 3.5 to the Initial Disclosure Statement filed on September 15, 2009)
- 3.9 Sublease Agreement for offices at 300 Vesey Street, New York, NY (incorporated herein by reference to Exhibit 3.9 to the Quarterly Report filed on November 11, 2018)
- 3.10 Form of Senior Management Employment and Change in Control Agreement, by and between OTC Markets Group Inc. and each of Matthew Fuchs, Antonia Georgieva, Kristie Harkins, Lisabeth Heese, Michael Modeski, Bruce Ostrover, Jason Paltrowitz and Dan Zinn (incorporated herein by reference to Exhibit 3.10 to the Annual Report filed on March 6, 2019)
- 3.13 Form of Performance Unit Agreement between the Company and certain senior executives (incorporated herein by reference to Exhibit 3.13 to the Quarterly Report filed on May 11, 2022)

- 3.14 Asset Purchase Agreement dated March 15, 2022 (incorporated herein by reference to Exhibit 3.14 to the Quarterly Report filed on May 11, 2022)
- 3.15 Asset Purchase Agreement dated November 9, 2022

4 Customer Contracts

The following documents may be found on our website at www.otcmarkets.com:

- 4.1 OTC Link ATS Subscription Agreement
- 4.2 OTC Link ECN Subscription Agreement
- 4.3 Market Data Distribution Agreement
- 4.4 Market Data File Subscription Agreement
- 4.5 OTCQX Company Agreement
- 4.6 OTCQB Company Agreement
- 4.7 OTCIQ Basic Order Form
- 4.8 OTCIQ Agreement
- 4.9 Virtual Investor Conferences Agreement

5 Certificate of Incorporation and By-laws

- 5.1 Amended and Restated Certificate of Incorporation
- 5.2 By-laws (incorporated herein by reference to Exhibit 5.1 to the Initial Disclosure Statement filed on September 15, 2009)

6 Equity Incentive Plans

- 6.1 2019 Equity Incentive Plan, adopted by the Board of Directors on May 7, 2019, and approved by stockholder vote on December 19, 2019 (incorporated herein by reference to Exhibit 6.1 to the Annual Report filed March 4, 2020)



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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors and Stockholders of OTC Markets Group Inc.

Opinion

We have audited the consolidated financial statements of OTC Markets Group Inc. and subsidiaries (the "Company"), which comprise the consolidated balance sheets as of December 31, 2022 and 2021, the related consolidated statements of income, changes in stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2022, and the related notes to the consolidated financial statements (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for the three years in the period ended December 31, 2022, in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Company and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions,

misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

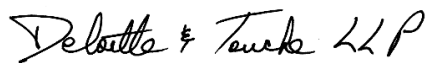
- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other Information Included in the Annual Report

Management is responsible for the other information included in the annual report. The other information comprises the information included in the annual report but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information, and we do not express an opinion or any form of assurance thereon.

In connection with our audits of the financial statements, our responsibility is to read the other information and consider whether a material inconsistency exists between the other information and the financial statements, or the other information otherwise appears to be materially misstated. If, based on the work performed, we conclude that an uncorrected material misstatement of the other information exists, we are required to describe it in our report.

A handwritten signature in black ink that reads "Deloitte & Touche LLP". The signature is written in a cursive, flowing style.

March 8, 2023

EXHIBIT 1.1

OTC MARKETS GROUP INC.
CONSOLIDATED BALANCE SHEETS
(in thousands, except share information)

| | December 31, | |
|--|------------------|------------------|
| | 2022 | 2021 |
| Assets | | |
| Current assets | | |
| Cash and cash equivalents | \$ 37,368 | \$ 50,394 |
| Accounts receivable, net of allowance for credit losses of \$638 and \$244 | 9,485 | 7,404 |
| Prepaid income taxes | 59 | 790 |
| Prepaid expenses and other current assets | 1,469 | 1,363 |
| Total current assets | 48,381 | 59,951 |
| Property and equipment, net | 8,637 | 5,049 |
| Operating lease right-of-use assets | 13,635 | 14,889 |
| Deferred tax assets, net | 4,853 | 387 |
| Goodwill | 3,984 | 251 |
| Intangible assets, net | 7,993 | 40 |
| Long-term restricted cash | 1,568 | 1,564 |
| Other assets | 567 | 124 |
| Total Assets | \$ 89,618 | \$ 82,255 |
| Liabilities and stockholders' equity | | |
| Current liabilities | | |
| Accounts payable | \$ 1,684 | \$ 962 |
| Income taxes payable | 567 | 13 |
| Accrued expenses and other current liabilities | 13,141 | 12,357 |
| Deferred revenue | 30,456 | 28,432 |
| Total current liabilities | 45,848 | 41,764 |
| Income tax reserve | 657 | 989 |
| Operating lease liabilities | 13,309 | 14,548 |
| Total Liabilities | 59,814 | 57,301 |
| Commitments and contingencies | | |
| Stockholders' equity | | |
| Common stock - par value \$0.01 per share | | |
| Class A - 17,000,000 authorized, 12,601,270 issued, 11,874,763 outstanding at | | |
| December 31, 2022; 12,483,128 issued, 11,801,761 outstanding at December 31, 2021 | 126 | 125 |
| Additional paid-in capital | 24,847 | 21,681 |
| Retained earnings | 21,246 | 16,787 |
| Treasury stock - 726,507 shares at December 31, 2022 and 681,367 shares at December 31, 2021 | (16,415) | (13,639) |
| Total Stockholders' Equity | 29,804 | 24,954 |
| Total Liabilities and Stockholders' Equity | \$ 89,618 | \$ 82,255 |

See accompanying notes to consolidated financial statements

OTC MARKETS GROUP INC.
CONSOLIDATED STATEMENTS OF INCOME
(in thousands, except earnings per share)

| | Year Ended December 31, | | |
|---|-------------------------|------------|-----------|
| | 2022 | 2021 | 2020 |
| Gross Revenues | \$ 105,149 | \$ 102,932 | \$ 71,229 |
| Redistribution fees and rebates | (3,101) | (3,021) | (2,810) |
| Net revenues | 102,048 | 99,911 | 68,419 |
| Transaction-based expenses | (5,847) | (9,273) | (3,022) |
| Revenues less transaction-based expenses | 96,201 | 90,638 | 65,397 |
| Operating expenses | | | |
| Compensation and benefits | 37,585 | 34,049 | 28,896 |
| IT Infrastructure and information services | 8,091 | 7,633 | 6,452 |
| Professional and consulting fees | 6,464 | 4,495 | 2,704 |
| Marketing and advertising | 1,303 | 1,028 | 807 |
| Occupancy costs | 2,257 | 2,348 | 2,303 |
| Depreciation and amortization | 2,092 | 1,796 | 1,761 |
| General, administrative and other | 1,588 | 1,273 | 1,040 |
| Total operating expenses | 59,380 | 52,622 | 43,963 |
| Income from operations | 36,821 | 38,016 | 21,434 |
| Other income (expense) | | | |
| Interest income | 155 | 1 | 19 |
| Other (expense) income | (10) | (52) | (46) |
| Income before provision for income taxes | 36,966 | 37,965 | 21,407 |
| Provision for income taxes | 6,152 | 7,489 | 3,133 |
| Net Income | \$ 30,814 | \$ 30,476 | \$ 18,274 |
| Earnings per share | | | |
| Basic | \$ 2.60 | \$ 2.59 | \$ 1.56 |
| Diluted | \$ 2.53 | \$ 2.52 | \$ 1.53 |

See accompanying notes to consolidated financial statements

OTC MARKETS GROUP INC.
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(in thousands)

| | | Par Value - \$0.01 | | | | |
|---|------------------|--------------------|-------------|----------------------------|-------------------|--------------------|
| | Total | Class A | Class C | Additional paid-in capital | Retained Earnings | Treasury Stock |
| Balance, January 1, 2020 | <u>\$ 17,673</u> | <u>\$ 122</u> | <u>-</u> | <u>\$ 18,042</u> | <u>\$ 8,106</u> | <u>\$ (8,597)</u> |
| Comprehensive income: | | | | | | |
| Net income | 18,274 | - | - | - | 18,274 | - |
| Total comprehensive income | <u>18,274</u> | | | | | |
| Stock-based compensation | 3,059 | - | - | 3,059 | - | - |
| Issuance of restricted and common shares, net | (1,330) | 1 | - | (1,331) | - | - |
| Dividends | (14,610) | - | - | - | (14,610) | - |
| Repurchase of common stock for treasury stock | (3,520) | - | - | - | - | (3,520) |
| Balance, December 31, 2020 | <u>19,546</u> | <u>123</u> | <u>-</u> | <u>19,770</u> | <u>11,770</u> | <u>(12,117)</u> |
| Comprehensive income: | | | | | | |
| Net income | 30,476 | - | - | - | 30,476 | - |
| Total comprehensive income | <u>30,476</u> | | | | | |
| Stock-based compensation | 3,332 | - | - | 3,332 | - | - |
| Issuance of restricted and common shares, net | (1,419) | 2 | - | (1,421) | - | - |
| Dividends | (25,459) | - | - | - | (25,459) | - |
| Repurchase of common stock for treasury stock | (1,522) | - | - | - | - | (1,522) |
| Balance, December 31, 2021 | <u>24,954</u> | <u>125</u> | <u>-</u> | <u>21,681</u> | <u>16,787</u> | <u>(13,639)</u> |
| Comprehensive income: | | | | | | |
| Net income | 30,814 | - | - | - | 30,814 | - |
| Total comprehensive income | <u>30,814</u> | | | | | |
| Stock-based compensation | 4,345 | - | - | 4,345 | - | - |
| Issuance of restricted and common shares, net | (1,178) | 1 | - | (1,179) | - | - |
| Dividends | (26,355) | - | - | - | (26,355) | - |
| Repurchase of common stock for treasury stock | (2,776) | - | - | - | - | (2,776) |
| Balance, December 31, 2022 | <u>\$ 29,804</u> | <u>\$ 126</u> | <u>\$ -</u> | <u>\$ 24,847</u> | <u>\$ 21,246</u> | <u>\$ (16,415)</u> |

See accompanying notes to consolidated financial statements

OTC MARKETS GROUP INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

| | Year Ended December 31, | | |
|--|-------------------------|------------------|------------------|
| | 2022 | 2021 | 2020 |
| Cash flows from operating activities | | | |
| Net income | \$ 30,814 | \$ 30,476 | \$ 18,274 |
| Adjustments to reconcile net income to net cash provided by operating activities | | | |
| Depreciation and amortization | 2,092 | 1,796 | 1,761 |
| Provision for credit losses | 260 | 52 | 30 |
| Stock-based compensation | 4,345 | 3,332 | 3,059 |
| Excess tax benefits related to stock-based compensation | (1,089) | (949) | (950) |
| Deferred income taxes | (4,466) | (44) | 361 |
| Loss (Gain) on disposal of fixed assets | - | - | (10) |
| Changes in assets and liabilities: | | | |
| Accounts receivable | (1,273) | (847) | (1,482) |
| Prepaid expenses and other current assets | (40) | 12 | (37) |
| Prepaid income taxes | 731 | (434) | (38) |
| Accounts payable | 320 | (277) | 917 |
| Accrued expenses and other current liabilities | 692 | 2,214 | 1,336 |
| Income tax payable | 1,643 | 946 | 867 |
| Income tax reserve | (332) | 188 | (963) |
| Deferred revenue | 388 | 9,667 | 2,950 |
| Net change in other assets and liabilities | (405) | 324 | (62) |
| Net Cash provided by operating activities | 33,680 | 46,456 | 26,013 |
| Cash flows from investing activities | | | |
| Purchases of property and equipment | (1,443) | (1,395) | (1,034) |
| Acquisition of EDGAR Online Assets | (3,333) | - | - |
| Acquisition of Blue Sky Data Corp | (11,617) | - | - |
| Net Cash used in investing activities | (16,393) | (1,395) | (1,034) |
| Cash flows from financing activities | | | |
| Dividends paid | (26,355) | (25,459) | (14,610) |
| Proceeds from the exercise of stock options | 60 | 8 | 43 |
| Issuance of restricted stock | 1 | 1 | - |
| Withholding taxes paid related to cashless exercise of stock options | (1,239) | (1,428) | (1,373) |
| Purchase of treasury stock | (2,776) | (1,522) | (3,520) |
| Net Cash used in financing activities | (30,309) | (28,400) | (19,460) |
| Net (decrease) increase in cash, cash equivalents and restricted cash | (13,022) | 16,661 | 5,519 |
| Cash, cash equivalents and restricted cash at beginning of year | 51,958 | 35,297 | 29,778 |
| Cash, cash equivalents and restricted cash at end of year | <u>\$ 38,936</u> | <u>\$ 51,958</u> | <u>\$ 35,297</u> |
| Reconciliation of cash and restricted cash: | | | |
| Cash and cash equivalents | \$ 37,368 | \$ 50,394 | \$ 33,733 |
| Short-term restricted cash | - | - | 32 |
| Long-term restricted cash | 1,568 | 1,564 | 1,532 |
| Total cash, cash equivalents and restricted cash | <u>\$ 38,936</u> | <u>\$ 51,958</u> | <u>\$ 35,297</u> |
| Supplemental Disclosure of Cash Flow Information: | | | |
| Income taxes, net of refunds | \$ 9,667 | \$ 7,821 | \$ 3,857 |
| Non-cash investing and financing activities: | | | |
| Property and equipment included in accounts payable and accrued expenses | 450 | 108 | 25 |

See accompanying notes to consolidated financial statements

OTC MARKETS GROUP INC.
Notes to Consolidated Financial Statements
(in thousands, except shares and per share information)

Note 1. Description of Business

Overview

OTC Markets Group Inc. (“OTC Markets Group” or the “Company”) (OTCQX: OTCM) operates regulated markets for trading 12,000 U.S. and international securities. Our data-driven disclosure standards form the foundation of our three public markets: OTCQX® Best Market, OTCQB® Venture Market and Pink® Open Market.

Our OTC Link® Alternative Trading Systems (“ATSS”) provide critical market infrastructure that broker-dealers rely on to facilitate trading. Our innovative model offers companies more efficient access to the U.S. financial markets.

OTC Link ATS, OTC Link ECN and OTC Link NQB are each a Securities and Exchange Commission (“SEC”) regulated ATS, operated by the Company’s wholly owned subsidiary OTC Link LLC (“OTC Link”), a Financial Industry Regulatory Authority, Inc. (“FINRA”) and SEC registered broker-dealer, member SIPC.

The Company has three business lines: OTC Link, Market Data Licensing and Corporate Services.

- OTC Link – OTC Link LLC operates three ATSS, OTC Link ATS, OTC Link ECN, and OTC Link NQB, that provide trading services to FINRA member broker-dealer subscribers.
- Market Data Licensing – OTC Markets Group provides market data and compliance data, including SEC filings, for a wide spectrum of securities and companies. The Market Data Licensing business provides broker-dealers, investors, traders, institutions, companies, accountants, and regulators, among others, with a suite of enterprise and user market data licenses, offered via direct or extranet connectivity, through third-party market data redistributors or Order Management Systems (“OMS”).
- Corporate Services – OTC Markets Group operates the OTCQX Best Market and the OTCQB Venture Market and offers companies access to a suite of services that are designed to facilitate public disclosure and communication with investors, promote greater transparency and allow companies to demonstrate regulatory compliance and mitigate market risk. These services include the OTC Disclosure & News Service® (“DNS”), Real-Time Level 2 Quote Display, Blue Sky Monitoring Service for issuers and our Virtual Investor Conferences® (“VIC”) product.

Corporate Form

OTC Markets Group Inc. is a Delaware corporation. The Company is a “C” Corporation for federal, state, and local income tax purposes.

OTC MARKETS GROUP INC.
Notes to Consolidated Financial Statements (continued)
(in thousands, except shares and per share information)

Note 2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements are prepared in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP") and include the accounts of the Company and its wholly owned subsidiaries, OTC Link LLC, OTC Markets Group International Ltd, Qaravan® Inc. and Edgar Online LLC. All intercompany transactions have been eliminated in consolidation. Management has assessed the segment reporting standards and the availability of discrete financial information, analyzed how the chief operating decision maker (the Chief Executive Officer) manages the businesses, assesses performance, and allocates resources; and has concluded that the Company's three business lines are managed as one operating segment, which is the Company's reportable segment.

Use of Estimates

The preparation of these consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the consolidated financial statements, and the reported amounts of revenue and expenses during the reporting periods. Estimates included in the consolidated financial statements include allowance for credit losses, certain accrued expenses, stock-based compensation expense, the incremental borrowing rate used to calculate the present value of the operating lease liabilities, fair values of intangible assets and goodwill, useful lives of intangible assets, income tax reserve and provision for income taxes. Actual results could differ from those estimates.

Revenue Recognition

The Company recognizes revenues when it transfers control of promised goods or services to its customers in an amount that reflects the consideration to which it expects to be entitled to in exchange for those goods or services (see Note 3, *Revenue Recognition*).

Cash and Cash Equivalents

The Company considers all highly liquid investments with original maturities of three months or less when purchased to be cash equivalents, the carrying amount of which approximates fair value. The Company maintains cash in bank deposit accounts which, at times, may exceed federally insured limits.

Short-Term and Long-Term Restricted Cash

The Company considers all cash deposits that are held for a specific purpose and therefore not available for general business use as restricted cash. Restricted cash is comprised of cash set aside as security deposits on the Company's office leases and cash held at clearing organizations as collateral against obligations of the Company arising from clearing agreements in place to support the Company's OTC Link business.

Allowance for Credit Losses

The allowance for credit losses is maintained at a level that management believes to be sufficient to absorb expected losses among all subscribers across all business lines. The allowance is based on several factors, including management's continuous assessment of the collectability of subscriber accounts using an aging schedule. Management applies loss rates based on historical loss information, adjusted for differences in the nature of the receivables and our estimates of current and future economic conditions. When it is known that a specific customer will not meet its financial obligations, management will reduce the receivable balance to the amount that is expected to be collected.

OTC MARKETS GROUP INC.
Notes to Consolidated Financial Statements (continued)
(in thousands, except shares and per share information)

Property and Equipment, net

Property and equipment are stated at cost and depreciated over the estimated useful lives of the assets (generally ranging from two to eleven years) utilizing the straight-line method. Leasehold improvements are amortized using the straight-line method over the term of the lease or the estimated useful lives of the assets, whichever is shorter. Computer software is included in property and equipment and consist of purchased software and capitalized website development costs. Capitalized website development costs consist primarily of external direct costs in developing the Company's website.

Expenditures for maintenance, repairs, and renewals are expensed as incurred, unless they add to the value of the property or appreciably extend its useful life. Gains or losses are recorded from a sale or retirement of property and equipment at the time of disposal.

Long-lived Asset Impairments

The Company reviews long-lived assets, including property, plant and equipment and amortizable intangible assets, for impairment whenever events or changes in business circumstances indicate that the carrying amount of the asset may not be fully recoverable. An impairment loss is recognized when the estimated discounted future cash flows expected to be generated from the use of the asset, including disposition, is less than the carrying amount of the asset.

Goodwill and Indefinite-Lived Intangible Asset Impairment

The Company reviews the carrying amounts of both goodwill and indefinite-lived intangible assets for impairment annually and more frequently if events or changes in circumstances indicate that the carrying amount may be impaired. When testing for impairment, the Company first assesses qualitative factors, such as operating results, business plans, anticipated future cash flows, industry data, and other potential risks to the projected financial results, to determine whether it is more likely than not that the fair value of the asset is less than the carrying amount. The more-likely-than-not threshold is defined as having a likelihood of more than 50 percent. Quantitative testing, consisting of a determination of implied fair value of the goodwill, is only performed if the qualitative assessment concludes it is more likely than not that the fair value of the asset is less than its carrying amount. If the implied fair value of the goodwill is less than the carrying amount, an impairment is recorded in the amount of the difference.

For indefinite-lived intangible assets an impairment is recorded for any excess of carrying amount over the estimated fair value.

The Company performed its 2022 annual goodwill and intangible assets impairment test on December 31, 2022 and the Company concluded that it was more likely than not the fair value of the reporting unit was greater than its carrying values and determined that no impairment existed. There are inherent uncertainties related to the impairment test, which requires management's judgment in applying it, including the evaluation of qualitative factors and estimates of future business results.

Leases

The Company determines if an arrangement is a lease at inception, and records operating lease right-of-use ("ROU") assets and liabilities on the commencement date based on the present value of future lease payments over the lease term. The Company has operating leases in respect of its office space. ROU assets include an adjustment for any prepaid rent and lease

OTC MARKETS GROUP INC.
Notes to Consolidated Financial Statements (continued)
(in thousands, except shares and per share information)

incentives. When the rate implicit in the operating lease is not readily determinable, the Company uses its incremental borrowing rate as the discount rate to determine its lease assets and the present value of its lease liabilities. The incremental borrowing rate approximates the rate the Company would pay to borrow on a collateralized basis for the weighted-average life of the lease. ROU assets and liabilities are included on our Consolidated Balance Sheet beginning January 1, 2019. The current portion of our operating lease liabilities is included in accrued expenses and other current liabilities and the long-term portion is included in operating lease liabilities.

The Company's lease agreements generally contain lease and non-lease components. Payments under lease arrangements are primarily fixed. Non-lease components are primarily comprised of payments due for maintenance and utilities. The Company has elected to account for fixed lease payments and non-lease components as a single lease component that increases the amount of our operating lease assets and liabilities. Any changes in payments due to changes in inflation rates are recognized as variable lease expenses as they are incurred.

Operating lease expense is recognized on a straight-line basis over the lease term (see Note 10, *Leases*).

Stock-based Compensation

The Company measures share-based awards given to employees at the grant-day fair value of the equity award and records stock-based compensation expense over the related service period. OTC Markets Group estimates an expected forfeiture rate while recognizing the expense associated with these awards (see Note 8, *Stock-based Compensation*).

Fair Value Measurement

The Company accounts for certain financial instruments at fair value, in accordance with the provisions of the standard for fair value measurement, which utilizes a three-tier hierarchy to determine the fair value of financial assets and liabilities based on the quality of observable inputs and enhances disclosure requirements for fair value measurement. The three tiers are:

- Level 1 – Quoted prices (unadjusted) for identical assets or liabilities in an active market;
- Level 2 – Other inputs that are directly or indirectly observable in the market; and
- Level 3 – Unobservable inputs that are supported by little or no market activity.

The fair value of a financial instrument is the amount that would be received to sell the asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date and in the principal or most advantageous market for that asset or liability.

Assets and liabilities on the Consolidated Balance Sheets that are measured at carrying value, which approximates fair value due to the short-term nature of these balances, include prepaid expenses, accrued expenses and other current liabilities and deferred revenue. These balances are classified as Level 1 and Level 2 in the fair value hierarchy.

Income Taxes

The Company accounts for income taxes under the provisions of Accounting Standards Codification ("ASC") Topic 740, *Income Taxes*, which generally requires the recognition of deferred tax assets and liabilities for the expected future tax benefits or consequences of events that have been included in the consolidated financial statements or tax returns. Under this

OTC MARKETS GROUP INC.

Notes to Consolidated Financial Statements (continued)

(in thousands, except shares and per share information)

method, deferred tax assets and liabilities are determined based on differences between the financial reporting carrying values and the tax basis of assets and liabilities and are measured by applying enacted tax rates and laws for the taxable years in which those differences are expected to reverse.

The Company recognizes the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. For tax positions meeting the more-likely-than-not threshold, the amount recognized in the consolidated financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon settlement with the relevant tax authority, and is net of a valuation allowance to the extent that the Company determines that it is more likely than not that some portion or all of the recorded deferred tax assets will not be realized in future periods.

Note 3. Revenue Recognition

Substantially all of OTC Markets Group's revenues are derived from contracts with customers. Revenues are recognized when control of the promised goods or services is transferred to the Company's customers in an amount that reflects the consideration the Company expect to be entitled to in exchange for those goods or services. In accordance with ASC Topic 606, the Company evaluates its contracts with customers based on a five-step methodology. The Company: (1) identifies the contract with the customer; (2) identifies the performance obligations under the contract; (3) determines the transaction price; (4) allocates the transaction price to the separate performance obligations; and (5) recognizes revenue when each performance obligation is satisfied. Certain of the Company's ancillary Market Data Licensing and Corporate Services offerings, including VIC, news release and advertising services, are usage-based and are delivered at a point in time. Accordingly, the Company recognizes revenue upon delivery of the service in line with the contractual agreement.

OTC Link

OTC Link LLC operates three ATSS: OTC Link ATS, OTC Link ECN, and OTC Link NQB. Broker-dealers pay monthly subscription fees that permit access to the trading system, including the OTC Dealer® application and related support and updates, if applicable, during the contract term. Fees for such access are based on the number of authorized users or the number of authorized access points per subscriber and may be calculated based on a tiered pricing arrangement. These fees are invoiced monthly and in advance of the monthly service period. The Company satisfies its performance obligations over the contract term and records revenue from these fees ratably over the month, with the unrealized portion recorded as deferred revenue on the Company's Consolidated Balance Sheets. The Company pays rebates to certain resellers of OTC Link ATS services. These are invoiced monthly based on the fixed rate specified in the applicable contract and recorded as a reduction of gross revenues.

In addition to the aforementioned monthly access fees, broker-dealer subscribers to OTC Link ATS pay usage-based fees to publish quotes and deliver trade messages electronically to counterparties. Those fees are recognized at the point in time when the performance obligation, the publication of the quote or delivery of the message, is satisfied. OTC Link ECN generates revenues based on share volume executed on the ECN matching platform. Broker-dealer counterparties pay a fixed fee per share executed where their orders remove posted liquidity on the ECN, while receiving a rebate on shares executed against their own posted liquidity. To the extent that OTC Link ECN routes orders to OTC Link ATS, OTC Link ECN may earn fees for orders that provide liquidity, while paying a fee for orders that remove liquidity. OTC Link NQB

OTC MARKETS GROUP INC.
Notes to Consolidated Financial Statements (continued)
(in thousands, except shares and per share information)

generates revenues in a manner similar to OTC Link ECN. Fees earned are recognized as transaction-based revenues, while fees paid are recognized as transaction-based expenses. These fees are invoiced monthly, in arrears, and are due upon receipt. The Company recognizes transaction-based revenue earned upon the execution of a trade, when the Company's obligations are substantially met. Similarly, payments made to subscribers providing liquidity are recognized upon execution and are recorded as transaction-based expenses within the Consolidated Statements of Income.

Market Data Licensing

Market Data Licensing generates revenues by providing our subscribers with continuous access to market data, compliance data, Blue Sky data, company data and security information, including SEC filings. Subscribers pay monthly, quarterly, or annual fees to access this information priced at per enterprise or per user rates. Market Data Licensing revenues are recognized ratably over the term of the contract period, beginning on the date on which the data is made available to the customer, as our continuing performance obligations are met.

The majority of Market Data Licensing revenues result from sales through redistributors, some of whom earn redistribution fees based on a contractual fixed rate. These fees are invoiced monthly based on the contractual period and are recognized as a reduction of gross revenues. Substantially all of our redistribution fees and rebates are related to these arrangements with market data redistributors.

Corporate Services

Corporate Services generates revenues from the OTCQX Best Market and OTCQB Venture Market and from a suite of other services. Issuers pay annual or semi-annual subscription fees upfront to have their securities traded on the OTCQX or OTCQB markets and to subscribe to our various other services. The Company recognizes these revenues ratably over time based on the subscription period as the performance obligations are met and the transfer of services occurs. Issuers pay one-time non-refundable application fees. These fees are not related to distinct performance obligations and are recognized ratably over the contractual service period, which is one year or shorter. For declined applications, the Company recognizes revenue when the application review is completed. The Company also charges for the right to host webcast presentations and online events on our VIC platform. VIC presentation fees are recognized at the point in time when the services are rendered, which corresponds to the date of the webcast or online event and the point in time that the performance obligation is satisfied.

OTC MARKETS GROUP INC.
Notes to Consolidated Financial Statements (continued)
(in thousands, except shares and per share information)

The following tables present our revenues disaggregated by timing of revenue recognition:

| Year Ended December 31, 2022 | | | |
|--|---------------|-----------|-----------|
| | Point in Time | Over Time | Total |
| OTC Link | \$ 16,202 | \$ 4,735 | \$ 20,937 |
| Market data licensing | 438 | 35,969 | 36,407 |
| Corporate services | 2,352 | 45,453 | 47,805 |
| Gross revenues | 18,992 | 86,157 | 105,149 |
| Redistribution fees and rebates | (89) | (3,012) | (3,101) |
| Net revenues | 18,903 | 83,145 | 102,048 |
| Transaction-based expenses | (5,847) | - | (5,847) |
| Revenues less transaction-based expenses | \$ 13,056 | \$ 83,145 | \$ 96,201 |

| Year Ended December 31, 2021 | | | |
|--|---------------|-----------|-----------|
| | Point in Time | Over Time | Total |
| OTC Link | \$ 25,596 | \$ 4,069 | \$ 29,665 |
| Market data licensing | 523 | 33,228 | 33,751 |
| Corporate services | 1,642 | 37,874 | 39,516 |
| Gross revenues | 27,761 | 75,171 | 102,932 |
| Redistribution fees and rebates | (129) | (2,892) | (3,021) |
| Net revenues | 27,632 | 72,279 | 99,911 |
| Transaction-based expenses | (9,273) | - | (9,273) |
| Revenues less transaction-based expenses | \$ 18,359 | \$ 72,279 | \$ 90,638 |

| Year Ended December 31, 2020 | | | |
|--|---------------|-----------|-----------|
| | Point in Time | Over Time | Total |
| OTC Link | \$ 12,077 | \$ 3,813 | \$ 15,890 |
| Market data licensing | 155 | 27,978 | 28,133 |
| Corporate services | 1,053 | 26,153 | 27,206 |
| Gross revenues | 13,285 | 57,944 | 71,229 |
| Redistribution fees and rebates | (53) | (2,757) | (2,810) |
| Net revenues | 13,232 | 55,187 | 68,419 |
| Transaction-based expenses | (3,022) | - | (3,022) |
| Revenues less transaction-based expenses | \$ 10,210 | \$ 55,187 | \$ 65,397 |

OTC MARKETS GROUP INC.
Notes to Consolidated Financial Statements (continued)
(in thousands, except shares and per share information)

The following tables present our revenues disaggregated by geography:

| | Year Ended December 31, 2022 | | |
|--|-------------------------------------|----------------------|------------------|
| | U.S | International | Total |
| OTC Link | \$ 20,937 | \$ - | \$ 20,937 |
| Market data licensing | 29,410 | 6,997 | 36,407 |
| Corporate services | 21,475 | 26,330 | 47,805 |
| Gross revenues | 71,822 | 33,327 | 105,149 |
| Redistribution fees and rebates | (2,835) | (266) | (3,101) |
| Net revenues | 68,987 | 33,061 | 102,048 |
| Transaction-based expenses | (5,847) | - | (5,847) |
| Revenues less transaction-based expenses | <u>\$ 63,140</u> | <u>\$ 33,061</u> | <u>\$ 96,201</u> |

| | Year Ended December 31, 2021 | | |
|--|-------------------------------------|----------------------|------------------|
| | U.S | International | Total |
| OTC Link | \$ 29,665 | \$ - | \$ 29,665 |
| Market data licensing | 26,749 | 7,002 | 33,751 |
| Corporate services | 19,221 | 20,295 | 39,516 |
| Gross revenues | 75,635 | 27,297 | 102,932 |
| Redistribution fees and rebates | (2,752) | (269) | (3,021) |
| Net revenues | 72,883 | 27,028 | 99,911 |
| Transaction-based expenses | (9,273) | - | (9,273) |
| Revenues less transaction-based expenses | <u>\$ 63,610</u> | <u>\$ 27,028</u> | <u>\$ 90,638</u> |

| | Year Ended December 31, 2020 | | |
|--|-------------------------------------|----------------------|------------------|
| | U.S | International | Total |
| OTC Link | \$ 15,890 | \$ - | \$ 15,890 |
| Market data licensing | 22,884 | 5,249 | 28,133 |
| Corporate services | 14,695 | 12,511 | 27,206 |
| Gross revenues | 53,469 | 17,760 | 71,229 |
| Redistribution fees and rebates | (2,536) | (274) | (2,810) |
| Net revenues | 50,933 | 17,486 | 68,419 |
| Transaction-based expenses | (3,022) | - | (3,022) |
| Revenues less transaction-based expenses | <u>\$ 47,911</u> | <u>\$ 17,486</u> | <u>\$ 65,397</u> |

OTC MARKETS GROUP INC.
Notes to Consolidated Financial Statements (continued)
(in thousands, except shares and per share information)

Accounts Receivable, net

As of December 31, 2022 and 2021, accounts receivable net of allowance for credit losses, were \$9,485 and \$7,404, respectively. The allowance for credit losses reflects our best estimate of probable losses inherent in the accounts receivable balances. The Company determines the allowance based on historical experience, the age of the accounts receivable balances, specific account information and our estimates of current and future economic conditions that may affect our customers' ability to pay.

Deferred Revenue

Deferred revenue primarily represents our contractual performance obligations related to annual and semi-annual Corporate Services subscription fees, as well as monthly Market Data Licensing and OTC Link license subscription fees. The following table presents the changes in deferred revenue during the years ended December 31, 2022 and 2021:

| | Year Ended December 31, | |
|--------------------------------|-------------------------|-----------|
| | 2022 | 2021 |
| Balance at beginning of period | \$ 28,432 | \$ 18,765 |
| Net changes | 2,024 | 9,667 |
| Balance at end of period | \$ 30,456 | \$ 28,432 |

During the years ended December 31, 2022 and 2021, the Company recognized \$28,335 and \$18,576 of revenues, respectively, that were included in the balance of our deferred revenue at the beginning of each year.

Payment Terms

Our payment terms vary by business line and the products or services offered and range from due upon receipt to net 45 days. For certain products and services, OTC Markets Group requires payment before services are rendered.

Note 4. Concentrations and Uncertainties

During the years ended December 31, 2022, 2021 and 2020, Market Data Licensing revenues earned through one market data redistributor amounted to approximately 7%, 8% and 10% of the Company's gross revenues, respectively. Additionally, as of December 31, 2022 and 2021, accounts receivable from that same redistributor amounted to 25% and 22% of the Company's accounts receivable, respectively.

Note 5. Property and Equipment, net

Property and equipment consisted of the following:

| (in thousands) | December 31, | | Estimated useful life (years) |
|---|-----------------|-----------------|----------------------------------|
| | 2022 | 2021 | |
| Computer software | \$ 7,057 | \$ 2,758 | 3 - 10 |
| Computer equipment | 6,878 | 6,417 | 1 - 4 |
| Furniture and fixtures | 691 | 691 | 5 - 7 |
| Leasehold improvements | 2,878 | 2,820 | Term of lease |
| Total property and equipment | 17,504 | 12,686 | |
| Accumulated depreciation and amortization | (8,867) | (7,637) | |
| Total property and equipment, net | \$ 8,637 | \$ 5,049 | |

OTC MARKETS GROUP INC.
Notes to Consolidated Financial Statements (continued)
(in thousands, except shares and per share information)

Depreciation and amortization on property and equipment included in the Consolidated Statements of Income amounted to \$1,705, \$1,796 and \$1,761 for the years ended December 31, 2022, 2021 and 2020, respectively.

Computer software includes no unamortized website development costs as of December 31, 2022 and 2021, and approximately \$34 in unamortized website development costs as of December 31, 2020.

Note 6. Goodwill and Intangible Assets

The following table presents goodwill activity for the period:

| | December 31, 2021 | Goodwill Acquired ⁽¹⁾ | Other Adjustments | December 31, 2022 |
|----------|----------------------|-------------------------------------|----------------------|----------------------|
| Goodwill | \$ 251 | \$ 3,733 | \$ - | \$ 3,984 |

(1) Goodwill acquired during the year ended December 31, 2022, relates to the acquisition of Blue Sky Data Corp, on May 2, 2022.

Intangible assets consisted of the following:

| (in thousands) | December 31, 2022 | 2021 | Estimated useful life (years) |
|-------------------------------|----------------------|--------------|----------------------------------|
| Intangible assets: | | | |
| Website | 100 | 100 | 2 |
| Subscription services | 150 | 150 | 8-15 |
| Customer Relationships | 8,200 | - | 15 |
| Data Asset | 140 | - | 4 |
| Distributor relations | 27 | 27 | 15 |
| Intellectual property | 40 | 40 | Indefinite |
| Total intangible assets | 8,657 | 317 | |
| Accumulated amortization | (664) | (277) | |
| Intangible assets, net | \$ 7,993 | \$ 40 | |

Amortization expense for finite-lived intangible assets was \$387, \$0 and \$0 for the years ended December 2022, 2021 and 2020, respectively. The increase in amortization expense in 2022 compared to 2021 and 2020 was due to amortization of acquired intangible assets in connection with the Blue Sky Data Corp acquisition. No impairment charges were recorded to goodwill or intangible assets for the years ended December 31, 2022, 2021 and 2020.

Note 7. Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consisted of the following:

| (in thousands) | December 31, 2022 | 2021 |
|---|----------------------|------------------|
| Payroll and employee withholdings | \$ 9,508 | \$ 9,342 |
| Accrued operating expenses | 1,699 | 1,104 |
| Current operating lease liabilities | 1,934 | 1,911 |
| Total accrued expenses and other | \$ 13,141 | \$ 12,357 |

Payroll and employee withholdings primarily consisted of accrued discretionary bonus, discretionary employer 401(k) contribution, vacation, and sales commission. The balance of payroll and employee withholdings as of December 31, 2022 represents a full year of accrual, which was paid out in January and February 2023.

OTC MARKETS GROUP INC.
Notes to Consolidated Financial Statements (continued)
(in thousands, except shares and per share information)

Note 8. Stock-Based Compensation

OTC Markets Group grants stock options to employees and certain consultants and restricted stock awards (“RSAs”) to certain employees and consultants, as well as directors. The grant date fair value of each stock option is estimated using the Black-Scholes option pricing model and is then amortized into compensation and benefits expense on a straight-line basis over the requisite service period, which is generally the vesting period. The grant date fair value of each RSA is based on the closing stock price on the day prior to the grant date. These charges are included in compensation and benefits expense and, in respect of compensation for our Board of Directors, professional and consulting fees on the Consolidated Statements of Income.

Stock Options

A summary of the Company’s option activity for the year ended December 31, 2022 is as follows:

| (in thousands, except W/A exercise price) | Stock options | Weighted- average exercise price | Aggregate intrinsic value | Remaining contractual term (years) |
|---|------------------|--|------------------------------|--|
| Outstanding, January 1, 2022 | 530 | \$ 30.21 | \$ 15,317 | 6.93 |
| Granted | 382 | 57.79 | 14 | |
| Exercised | (92) | 23.10 | 3,268 | |
| Forfeited | (30) | 40.99 | 472 | |
| Outstanding, December 31, 2022 | 790 | \$ 43.95 | \$ 10,716 | 7.85 |
| Exercisable, December 31, 2022 | 212 | \$ 26.04 | \$ 6,554 | 4.95 |

The Company recognized compensation expense related to stock options, net of estimated forfeitures of \$987, \$610 and \$612 for the years ended December 31, 2022, 2021 and 2020, respectively. During 2022, management estimated forfeiture rates of 5% for stock options granted to management and 23% for stock options granted to other employees. Such charges are included in compensation and benefits expense on the Consolidated Statements of Income.

At December 31, 2022, unrecognized compensation cost related to non-vested options awards totaled \$5,866, which will be recognized over approximately 4.3 years.

The weighted-average assumptions used in the Black-Scholes option pricing model for 2022, 2021 and 2020 are as follows:

| | Year ended December 31, | | |
|--|-------------------------|----------|---------|
| | 2022 | 2021 | 2020 |
| Risk free interest rate | 3.19% | 1.07% | 0.89% |
| Expected life in years | 6.50 | 6.88 | 6.50 |
| Expected volatility | 29% | 27% | 25% |
| Expected annual dividend per share | 1.26% | 1.51% | 1.85% |
| Weighted average fair value of options granted | \$ 17.72 | \$ 10.13 | \$ 6.45 |

OTC MARKETS GROUP INC.
Notes to Consolidated Financial Statements (continued)
(in thousands, except shares and per share information)

A summary of the Company's non-vested stock option activity for the year ended December 31, 2022 is as follows:

| (in thousands, except W/A fair value) | Number of options | Weighted- average fair value |
|---|----------------------|---------------------------------|
| Non-vested balance at January 1, 2022 | 320 | \$ 8.14 |
| Granted | 382 | 17.72 |
| Vested | (94) | 7.37 |
| Forfeited | (30) | 10.82 |
| Non-vested options at December 31, 2022 | 578 | \$ 14.46 |

Restricted Stock Awards

A summary of the Company's RSA activity for the year ended December 31, 2022 is as follows:

| (in thousands, except W/A fair value) | Restricted stock | Weighted- average fair value | Aggregate intrinsic value |
|---------------------------------------|---------------------|---------------------------------|------------------------------|
| Outstanding, January 1, 2022 | 275 | \$ 31.69 | \$ 16,223 |
| Granted | 89 | 61.28 | 5,457 |
| Vested | (92) | 30.13 | 5,642 |
| Forfeited | (7) | 40.93 | 381 |
| Outstanding, December 31, 2022 | 265 | \$ 41.95 | \$ 15,079 |

The Company recognized compensation expense related to RSAs, net of estimated forfeitures, of \$3,182, \$2,559 and \$2,297 for the years ended December 31, 2022, 2021 and 2020, respectively. During 2022, management estimated forfeiture rates of 6% for RSAs granted to management and 10% for RSAs granted to other employees. In addition, the Company also recognized professional fees of \$176, \$163 and \$150 for the years ended December 31, 2022, 2021 and 2020, respectively, related to the issuance of RSAs to the Board of Directors.

A summary of the Company's non-vested RSA activity for the year ended December 31, 2022 is as follows:

| (in thousands, except W/A fair value) | Number of RSAs | Weighted- average fair value |
|---------------------------------------|-------------------|---------------------------------|
| Non-vested balance at January 1, 2022 | 275 | \$ 31.69 |
| Granted | 89 | 61.28 |
| Forfeited | (7) | 40.93 |
| Vested | (92) | 30.13 |
| Non-vested RSAs at December 31, 2022 | 265 | \$ 41.95 |

At December 31, 2022, unrecognized compensation cost related to non-vested awards totaled \$7,462, which will be recognized over approximately 3.2 years.

Performance Unit Awards

In March 2022, the OTC Markets Group's Board of Directors approved and authorized the award of Performance Units to certain employees under the Company's 2019 Equity Incentive Plan (the "Plan"). Under the Performance Unit Award agreements, the Company is obligated to deliver a variable number of Performance Units on a fixed monetary amount to certain eligible employees if the Company achieves defined Gross Revenue and Diluted Earnings Per Share targets within the defined performance periods. Each Performance Unit represents the right to

OTC MARKETS GROUP INC.

Notes to Consolidated Financial Statements (continued)

(in thousands, except shares and per share information)

receive the value of one share of Class A Common Stock of the Company and will be settled 50% in Class A Common Stock and 50% in cash upon vesting, subject to continued employment vesting requirements set forth in the Performance Unit Award agreements.

The liability-classified Performance Unit Awards are considered unearned until the issuance requirements are met and would be included in accrued expenses and other current liabilities in the Company's Consolidated Balance Sheet. As of December 31, 2022, there was no accrued unrecognized compensation expense related to this obligation in accrued expenses and other current liabilities in the Company's Consolidated Balance Sheet because the Company determined, based on its financial results for the year ended December 31, 2022, that the performance objectives set forth in the Performance Unit Award agreements have not been met.

The maximum total compensation expense to be recognized under the Performance Unit Awards is \$2,508 if the performance objectives are met each performance year, which would result in the issuance of approximately 44,077 Performance Units, payable in 22,039 shares of Class A Common Stock and \$1,254 in cash, based on the closing share price of the Company's Class A Common Stock of \$56.90 on December 30, 2022. However, the actual number of Performance Units issued may fluctuate based on the share price at the date of settlement.

Note 9. Debt

OTC Markets Group maintains a commercial banking relationship with JPMorgan Chase. On July 7, 2012, the Company entered into a line of credit agreement with JPMorgan Chase (the "Line of Credit"). Pursuant to various extensions, the Line of Credit provides up to \$3,000 of available borrowing capacity to fund business operations through June 23, 2023. Since inception, the Company has not drawn funds on the Line of Credit. Under the terms of the Line of Credit, the Company agreed to fulfill certain affirmative and negative covenants and other specified terms.

Note 10. Leases

The Company has two non-cancelable operating leases. One is for office space at 300 Vesey Street, New York, NY that was executed in October 2018 and expires on December 30, 2031. The other is for office space at 100 M Street SE, Washington, D.C. that was amended in April 2021 and expires on January 31, 2028. These operating leases are recorded as operating lease right-of-use assets on the Company's Consolidated Balance Sheet as of December 31, 2022, and represent the Company's right to use the underlying asset during the lease term. The Company's obligation in respect of future payments due under the leases is included in accrued expenses and other current liabilities and in the operating lease liabilities section on the Company's Consolidated Balance Sheet as of December 31, 2022.

The Company recognized right-of-use assets and lease liabilities, based on the present value of lease payments over the lease terms at commencement date. When the rate implicit in the operating lease is not readily determinable, the Company uses its incremental borrowing rate as the discount rate to determine its right-of-use assets and the present value of its lease liabilities. The incremental borrowing rates approximate the rate the Company would pay to borrow on a collateralized basis for the weighted-average life of the lease. Operating right-of-use assets include prepaid lease payments and lease incentives. The Company elected not to record short-term operating leases with an initial term of twelve months or less on its Consolidated Balance Sheet. The Company also elected to account for the fixed payments for the lease and non-lease components (such as common-area maintenance and utility charges) as a single lease component that increases the amount of our lease assets and liabilities.

OTC MARKETS GROUP INC.
Notes to Consolidated Financial Statements (continued)
(in thousands, except shares and per share information)

All operating lease expense is recognized on a straight-line basis over the lease term. Any change in payments due to changes in inflation rates are recognized as variable lease expenses as they are incurred.

The components of lease expenses were as follows:

| | December 31, 2021, | |
|-----------------------|--------------------|-----------------|
| | 2022 | 2021 |
| Operating Lease cost | \$ 1,997 | \$ 1,995 |
| Short-term Lease cost | 35 | 20 |
| Total lease cost | <u>\$ 2,032</u> | <u>\$ 2,015</u> |

Supplemental cash flow information related to leases was as follows:

| | December 31, | |
|--|--------------|----------|
| | 2022 | 2021 |
| Cash Paid for operating lease liabilities | \$ 1,959 | \$ 1,875 |
| Right-of-use assets obtained in exchange for operating lease obligations | - | - |

Supplemental balance sheet information related to leases was as follows:

| | December 31, | |
|---------------------------------------|---------------|---------------|
| | 2022 | 2021 |
| Operating lease right-of use assets | \$ 13,635 | \$ 14,889 |
| Other current liabilities | 1,934 | 1,911 |
| Operating lease liabilities | 13,309 | 14,548 |
| Total operating lease liabilities | <u>15,243</u> | <u>16,459</u> |
| Weighted-average remaining lease term | 9 Years | 10 Years |
| Weighted-average discount rate | 4.7% | 4.7% |

Maturities of lease liabilities were as follows:

| | |
|-----------------------|------------------|
| 2023 | \$ 1,982 |
| 2024 | 2,104 |
| 2025 | 2,160 |
| 2026 | 2,165 |
| 2027 | 2,171 |
| Thereafter | 8,168 |
| Total lease payments | <u>18,750</u> |
| Less imputed interest | <u>(3,507)</u> |
| Total | <u>\$ 15,243</u> |

Occupancy expense included in the Consolidated Statements of Income was \$2,257, \$2,348 and \$2,303 for the years ended December 31, 2022, 2021 and 2020, respectively.

Note 11. Commitments and Contingencies

Legal Matters

There are no current, past, pending or threatened legal proceedings or administrative actions either by or against OTC Markets Group that could have a material effect on its business, financial condition or operations. OTC Markets Group is not a party to any past or pending trading suspensions by a securities regulator.

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Notes to Consolidated Financial Statements (continued)
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In the ordinary course of business, the nature of the Company's business subjects it to claims, lawsuits, regulatory examinations or investigations and other proceedings. OTC Link is regularly the subject of various regulatory reviews, inquiries, investigations and subpoenas or requests for information by FINRA and the SEC. Where it is determined, in consultation with legal counsel based on litigation and settlement risks, that a loss is probable and estimable in a given matter, the Company establishes an accrual.

Currently, OTC Markets Group is in discussions with the SEC's Division of Enforcement regarding certain OTC Link policies and procedures. The Company cannot yet anticipate the timing, outcome, or possible impact of the inquiry, financial or otherwise. Consequently, the Company has not established an accrual for this or any other pending matter.

Letters of Credit

As of December 31, 2022, the Company had two open letters of credit of approximately \$1,059 which secure its lease obligations in connection with its New York City and Washington, D.C. office space operating leases. The letters of credit are collateralized by a money market balance.

Note 12. Acquisitions

Blue Sky Data Corp

On May 2, 2022, the Company completed the acquisition of Blue Sky Data Corp, a provider of compliance data regarding state Blue Sky securities rules and regulations, for approximately \$11,600 in cash, subject to certain adjustments. This acquisition allows OTC Markets Group to enhance its existing Blue Sky data offering, improve its value proposition and expand its subscriber base. The Blue Sky Data Corp subscribers and revenue are included in the Company's Market Data Licensing business for the year ended December 31, 2022.

The preliminary allocation of the total purchase consideration, which may be subject to revision during the measurement period (12 months from the acquisition date), for items that were known and knowable as of the acquisition date, as follows:

| | |
|---|-----------|
| Customer Relationships | \$ 8,200 |
| Data Asset | 140 |
| Goodwill | 3,733 |
| Property and equipment | 7 |
| Prepaid expenses and other current assets | 66 |
| Total assets acquired | 12,146 |
| Deferred revenue | (529) |
| Total liabilities assumed | (529) |
| Net cash purchase price | \$ 11,617 |

Customer relationships and data asset intangible assets are being amortized over a fifteen-year life and a four-year life, respectively. The goodwill amount represents synergies expected to be realized from the business combination and assembled workforce. The associated goodwill and intangible assets from the Blue Sky Data Corp acquisition are deductible for tax purposes.

The financial results of the Blue Sky Data Corp acquisition are included in the Consolidated Financial Statements for the year ended December 31, 2022. The acquisition was immaterial to our Consolidated Statements of Income for the year ended December 31, 2022, and therefore, supplemental information disclosure on an unaudited pro forma basis is not presented. The Company expensed \$527 in acquisition-related costs during the year ended December 31, 2022, and recorded those charges as professional and consulting fees in the Consolidated

OTC MARKETS GROUP INC.
Notes to Consolidated Financial Statements (continued)
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Statements of Income. No acquisition-related costs were recorded in the year ended December 31, 2021.

EDGAR Online

On November 9, 2022, OTC Markets Group completed the acquisition of EDGAR Online, an established supplier of real-time SEC regulatory data and financial analytics, from Donnelley Financial, LLC for approximately \$3,500 in cash, subject to certain adjustments. This acquisition includes substantially all of the assets of the EDGAR Online business, including proprietary technology, custom code, customer contracts and intellectual property. EDGAR Online, which includes the EDGAR Pro platform, provides company disclosure and financial information. Integrating the EDGAR Online data and domain expertise into the OTC Markets Group platform provides investors, traders, and compliance teams with a more comprehensive view of an issuer and its securities. The EDGAR Online subscribers and revenue are included in the Company's Market Data Licensing business for the year ended December 31, 2022.

The Company determined that substantially all of the fair value of the gross assets acquired is concentrated in a group of similar, identifiable assets and based on the determination, and in accordance with ASC 805, accounted for the acquisition as an asset purchase. The purchase price of \$3,500 and transaction-related expenses of \$93 have been allocated to Computer Software.

Note 13. Employee Benefit Plan

The Company has a 401(k) Plan for all eligible employees. Subject to federal contribution limits, the 401(k) Plan permits each participant to contribute up to 15% of the participant's annual compensation and allows the Company to make discretionary contributions. In 2008, the Company established an "Employer Non-Elective Discretionary Contribution" feature for its 401(k) Plan. The Company elected to contribute \$545, \$480 and \$467 for the annual periods ended December 31, 2022, 2021 and 2020, respectively.

Note 14. Stockholders' Equity

Common Stock

The Company has one class of shares, Class A Common Stock, outstanding. Holders of Class A Common Stock, which include holders of unvested RSAs, are entitled to receive such dividends and other distributions in cash, stock of any corporation or property of the Company as may be authorized and declared by the Board of Directors from time to time out of the assets or funds of the Company legally available for the payment of dividends. Upon the voluntary or involuntary liquidation, dissolution or winding up of the Company, holders of Class A Common Stock are entitled to a pro rata share of the net assets of the Company available for distribution in proportion to the number of shares of Class A Common Stock held by each.

The Company is authorized to issue 17,000,000 shares of Class A Common Stock at \$0.01 par value. As of December 31, 2022 there were a total of 12,601,270 shares issued and 11,874,763 shares outstanding. As of December 31, 2021 there were a total of 12,483,128 shares issued and 11,801,761 shares outstanding.

Treasury Stock

In August 2011, the Board of Directors authorized the Company to repurchase up to 300,000 shares of Class A Common Stock in compliance with Rule 10b-18 under the Securities Exchange Act of 1934 (the "Exchange Act"). In March 2022 and 2021, the Board of Directors refreshed the Company's stock repurchase program, authorizing the repurchase of up to 300,000 shares of Class A Common Stock.

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Notes to Consolidated Financial Statements (continued)
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During the year ended December 31, 2022, the Company repurchased 45,140 shares of Class A Common Stock at average price of \$61.50 per share for a total of \$2,776. During the year ended December 31, 2021, the Company repurchased 44,733 shares of Class A Common Stock at an average price of \$34.01 per share for a total of \$1,522. All repurchased shares are held in treasury.

Dividends

The Company paid quarterly cash dividends on its Class A Common Stock of \$0.18 per share during each quarter of 2022 compared to \$0.18 per share during the third and fourth quarter and \$0.15 per share during the first and second quarter of 2021. The Company also paid special dividends of \$1.50 per share of Class A Common Stock during each of the fourth quarters of 2022 and 2021.

Equity Incentive Plan

The Company's Plan, as adopted by the Board of Directors on May 7, 2019, and approved by a vote of the Company's stockholders on December 19, 2019, provides for the grant of incentive stock options, non-statutory stock options, restricted stock, restricted stock units, stock appreciation rights, performance units and performance shares, and governs options awarded (see Note 8, *Stock-Based Compensation*). In each of November 2022 and 2021, the Board of Directors authorized an increase in the number of shares available for issuance under the Plan by 200,000 and 190,000 shares, respectively.

Note 15. Income Taxes

The components of the provision for income taxes consist of the following:

| (in thousands) | Year Ended December 31, | | |
|-----------------------------------|-------------------------|-----------------|-----------------|
| | 2022 | 2021 | 2020 |
| Current: | | | |
| Federal | \$ 6,799 | \$ 4,988 | \$ 2,199 |
| State and local | 3,814 | 2,543 | 564 |
| Foreign | 5 | 2 | 10 |
| Total current | \$ 10,618 | \$ 7,533 | \$ 2,773 |
| Deferred: | | | |
| Federal | (2,969) | (74) | 374 |
| State and local | (1,494) | 33 | (12) |
| Foreign | (3) | (3) | (2) |
| Total deferred | \$ (4,466) | \$ (44) | \$ 360 |
| Provision for income taxes | \$ 6,152 | \$ 7,489 | \$ 3,133 |

OTC MARKETS GROUP INC.
Notes to Consolidated Financial Statements (continued)
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The reconciliation of the federal statutory income tax rate to our effective income tax rate is as follows:

| | Year Ended December 31, | | |
|--|-------------------------|--------------|--------------|
| | 2022 | 2021 | 2020 |
| Federal Statutory rate | 21.0% | 21.0% | 21.0% |
| State and local income taxes, net | 5.0% | 5.0% | 3.9% |
| R&D tax credits | (2.5%) | (2.3%) | (2.7%) |
| Stock-based compensation | (2.9%) | (2.0%) | (3.6%) |
| Foreign derived intangible income ⁽¹⁾ | (3.8%) | (2.4%) | (2.3%) |
| Other | (0.2%) | 0.4% | (1.7%) |
| | <u>16.6%</u> | <u>19.7%</u> | <u>14.6%</u> |

- (1) The increase in the Foreign-derived intangible income tax deduction in 2022 was the effect of capitalization and amortization of R&D expenses as required by a provision in the Tax Cuts and Jobs Act of 2017.

The Company's effective income tax rates for fiscal years 2022, 2021 and 2020 were 16.6%, 19.7% and 14.6%, respectively.

The decrease in the Company's effective tax rate for 2022 primarily resulted from the higher stock-based compensation windfall deduction and the increase in Foreign Derived Intangible Income tax deduction due to the effects of R&D capitalization, as well as a reversal of previously recorded uncertain state tax expenses, which reversal relates to acceptance in Voluntary Disclosure Agreement ("VDA") programs with certain state jurisdictions.

The significant components of the Company's deferred tax assets and liabilities are as follows:

| (in thousands) | Year Ended December 31, | |
|---|-------------------------|----------------|
| | 2022 | 2021 |
| Deferred tax assets: | | |
| Allowance for credit losses | \$ 172 | \$ 66 |
| Operating leases liability | 3,587 | 4,336 |
| Capitalized research and development ⁽¹⁾ | 4,718 | - |
| Share-based compensation | 1,092 | 735 |
| Deferred tax asset on income tax reserve | 127 | 196 |
| Net operating loss carryforward | 44 | 49 |
| Other reserves | 19 | 27 |
| Deferred tax assets | <u>9,759</u> | <u>5,409</u> |
| Deferred tax liabilities: | | |
| Right-of-use assets | (3,154) | (3,923) |
| Property and equipment | (1,707) | (1,080) |
| Basis difference in acquisition of Qaravan | - | (19) |
| Other reserves | (45) | - |
| Deferred tax liabilities | <u>(4,906)</u> | <u>(5,022)</u> |
| Net deferred tax assets | <u>\$ 4,853</u> | <u>\$ 387</u> |

- (1) Effective January 1, 2022, the Company is required to capitalize and amortize its R&D spending under a provision of the Tax Cuts and Jobs Act of 2017, which resulted in substantially higher tax payments and deferred tax assets.

The Company recognizes the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the more-likely-than-not threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50 percent likelihood of being

OTC MARKETS GROUP INC.

Notes to Consolidated Financial Statements (continued)

(in thousands, except shares and per share information)

realized upon settlement with the relevant tax authority. In connection with the assessment of certain tax positions, a reconciliation of the gross unrecognized tax liabilities for the years ended December 31, 2022 and 2021 is as follows:

| (in thousands) | Year Ended December 31, | |
|--|-------------------------|---------------|
| | 2022 | 2021 |
| Beginning balance | \$ 749 | \$ 601 |
| Increase for tax positions taken during the current period | 105 | 169 |
| Increase(Decrease) for tax positions taken during a prior period | (376) | (21) |
| Ending balance | <u>\$ 478</u> | <u>\$ 749</u> |

It is not reasonably possible that any unrecognized tax benefits related to state nexus will reverse within the next twelve months due to expected settlements with taxing authorities. The total amount of uncertain tax positions that, if recognized, would impact the Company's effective tax rate as of December 31, 2022 and 2021, is \$478 and \$749, respectively.

The Company recognizes interest and penalties related to unrecognized tax benefits as a component of tax expense. The Company recorded a reduction in the amount of interest and penalties due on income tax reserves by \$61 during the year ended December 31, 2022, an increase of \$40 during the year ended December 31, 2021, and a reduction of \$182 during the year ended December 31, 2020. As of December 31, 2022 and 2021, the Company had \$179 and \$240 of interest and penalties accrued, respectively.

The Company is subject to income taxes in the U.S. federal jurisdiction and various state jurisdictions. Tax regulations within each jurisdiction are subject to interpretation of the related tax laws and regulations and require significant judgment to apply. Tax years from 2016 through 2021 remain subject to examination by the U.S. federal and various state taxing authorities. The Company is currently under income tax examination in one U.S. State for tax years 2016 through 2020. The Company does not believe that the examination will result in a material impact on its tax positions.

Note 16. Earnings Per Share

The Company calculates earnings per share using the two-class method, which is an earnings allocation formula that determines earnings per share for common stock and participating securities according to dividends declared and participation rights in undistributed earnings. Under this method, all earnings (distributed and undistributed) are allocated to common shares and participating securities based on their respective rights to receive dividends. RSAs granted to employees, consultants, and directors (see Note 8, *Stock-Based Compensation*) participate in dividends on the same basis as common shares and such dividends are nonforfeitable by the holder. As a result, these RSAs meet the definition of a participating security.

OTC MARKETS GROUP INC.
Notes to Consolidated Financial Statements (continued)
(in thousands, except shares and per share information)

The tables below present the calculations of earnings per share using the two-class method:

Basic Earnings per common share

| (in thousands, except shares and per share data) | Year Ended December 31, | | |
|---|-------------------------|-------------------|-------------------|
| | 2022 | 2021 | 2020 |
| Net income available to common shareholders | \$ 30,814 | \$ 30,476 | \$ 18,274 |
| Less: Undistributed earnings allocated to unvested RSAs | (100) | (117) | (87) |
| Less: Dividend equivalents on unvested RSAs | (588) | (593) | (348) |
| Net Income allocated to common shareholders | <u>\$ 30,126</u> | <u>\$ 29,766</u> | <u>\$ 17,839</u> |
| Shares of common stock and common stock equivalents | | | |
| Weighted-average common shares outstanding | <u>11,600,122</u> | <u>11,506,294</u> | <u>11,402,703</u> |
| Basic earnings per share | \$ 2.60 | \$ 2.59 | \$ 1.56 |

Diluted Earnings per common share

| (in thousands, except shares and per share data) | Year Ended December 31, | | |
|---|-------------------------|-------------------|-------------------|
| | 2022 | 2021 | 2020 |
| Net income available to common shareholders | \$ 30,814 | \$ 30,476 | \$ 18,274 |
| Less: Undistributed earnings allocated to unvested RSAs | (97) | (114) | (86) |
| Less: Dividend equivalents on unvested RSAs | (588) | (593) | (348) |
| Net Income allocated to common shareholders | <u>\$ 30,129</u> | <u>\$ 29,769</u> | <u>\$ 17,840</u> |
| Shares of common stock and common stock equivalents | | | |
| Weighted-average common shares outstanding | 11,600,122 | 11,506,294 | 11,402,703 |
| Dilutive effect of employee stock options and restricted stock awards | <u>287,746</u> | <u>305,026</u> | <u>227,982</u> |
| Weighted-average shares used in diluted computation | <u>11,887,868</u> | <u>11,811,320</u> | <u>11,630,685</u> |
| Diluted earnings per share | \$ 2.53 | \$ 2.52 | \$ 1.53 |

As of December 31, 2022, 2021 and 2020, 265, 275 and 279 RSAs, respectively, and stock options to purchase 790, 530 and 569 shares of Class A Common Stock, respectively, were outstanding. For the years ended December 31, 2022, 2021 and 2020, 19, 7 and 32 awards, respectively, were excluded from the diluted earnings per share computation because their effect would have been anti-dilutive.

Note 17. Quarterly Financial Data (unaudited)

The following represents OTC Markets Group's unaudited quarterly results for the years ended December 31, 2022 and 2021. These quarterly results were prepared in accordance with U.S. GAAP and reflect all adjustments that are, in the opinion of management, necessary for a fair statement of the results. These adjustments are of a normal recurring nature.

OTC MARKETS GROUP INC.
Notes to Consolidated Financial Statements (continued)
(in thousands, except shares and per share information)

| | 1st Quarter | 2nd Quarter | 3rd Quarter | 4th Quarter |
|--|-------------|-------------|-------------|-------------|
| 2022 | | | | |
| Revenues less transaction-based expenses | \$ 23,646 | \$ 23,851 | \$ 23,836 | \$ 24,867 |
| Operating Income | 8,644 | 9,262 | 9,037 | 9,877 |
| Net Income | 7,614 | 7,402 | 7,169 | 8,630 |
| Basic earnings per share | \$ 0.64 | \$ 0.62 | \$ 0.61 | \$ 0.73 |
| Diluted earnings per share | \$ 0.62 | \$ 0.61 | \$ 0.60 | \$ 0.70 |
| 2021 | | | | |
| Revenues less transaction-based expenses | \$ 21,796 | \$ 22,217 | \$ 22,808 | \$ 23,819 |
| Operating Income | 8,419 | 9,143 | 9,676 | 10,778 |
| Net Income | 6,838 | 7,072 | 7,512 | 9,054 |
| Basic earnings per share | \$ 0.58 | \$ 0.60 | \$ 0.64 | \$ 0.77 |
| Diluted earnings per share | \$ 0.57 | \$ 0.59 | \$ 0.62 | \$ 0.74 |

Note 18. Regulatory Authorities

OTC Link LLC is a U.S. registered broker-dealer and is subject to the net capital requirements of Rule 15c3-1 under the Exchange Act. Rule 15c3-1 requires the maintenance of net capital, as defined, which shall be the greater of \$5 or 6 ²/₃% of aggregate indebtedness, as defined. OTC Link LLC's regulatory net capital as of December 31, 2022 and 2021 was \$4,380 and \$5,052, respectively, which exceeded the minimum net capital requirement by \$4,158 and \$4,837, respectively.

Note 19. Subsequent Events

For purposes of disclosure in the consolidated financial statements, the Company has evaluated subsequent events through March 8, 2023, the date the consolidated financial statements were available to be issued.

In January 2023, the Company granted approximately 89,990 RSAs to certain employees subject to the terms of Restricted Stock Agreements between the Company and each employee.

In February 2023, the Company repurchased a total of 58,262 shares of Class A Common Stock at an average price of \$58.00 per share, which will be held in treasury.

On March 6, 2023, the Board of Directors authorized and approved a quarterly cash dividend of \$0.18 per share of Class A Common Stock. The quarterly cash dividend is payable on March 30, 2023 to stockholders of record on March 23, 2023. The ex-dividend date is March 22, 2023.

On March 6, 2023, the Board of Directors refreshed the Company's stock repurchase program, giving the Company authorization to repurchase up to 300,000 shares of the Company's Class A Common Stock.

EXHIBIT 2.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

I, R. Cromwell Coulson, Chief Executive Officer of OTC Markets Group Inc., certify that:

1. I have reviewed this Annual Report of OTC Markets Group Inc.;
2. Based on my knowledge, this Annual Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Annual Report; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this Annual Report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this Annual Report.

/s/ R. Cromwell Coulson
R. Cromwell Coulson
Chief Executive Officer

March 8, 2023
Date

EXHIBIT 2.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

I, Antonia Georgieva, Chief Financial Officer of OTC Markets Group Inc., certify that:

1. I have reviewed this Annual Report of OTC Markets Group Inc.;
2. Based on my knowledge, this Annual Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Annual Report; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this Annual Report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this Annual Report.

/s/ Antonia Georgieva
Antonia Georgieva
Chief Financial Officer

March 8, 2023
Date