

# BGC PARTNERS, INC.

NASDAQ: BGCP

EARNINGS PRESENTATION 2Q 2021



## **DISCUSSION OF FORWARD-LOOKING STATEMENTS ABOUT BGC**

Statements in this document regarding BGC that are not historical facts are “forward-looking statements” that involve risks and uncertainties, which could cause actual results to differ from those contained in the forward-looking statements. These include statements about the effects of the COVID-19 pandemic on the Company’s business, results, financial position, liquidity and outlook, which may constitute forward-looking statements and are subject to the risk that the actual impact may differ, possibly materially, from what is currently expected. Except as required by law, BGC undertakes no obligation to update any forward-looking statements. For a discussion of additional risks and uncertainties, which could cause actual results to differ from those contained in the forward-looking statements, see BGC’s Securities and Exchange Commission filings, including, but not limited to, the risk factors and Special Note on Forward-Looking Information set forth in these filings and any updates to such risk factors and Special Note on Forward-Looking Information contained in subsequent reports on Form 10-K, Form 10-Q or Form 8-K.

## **NOTE REGARDING FINANCIAL TABLES AND METRICS**

Excel versions of certain tables in this document are available for download online. The Excel tables may include other useful information that may not be contained herein, including certain of BGC’s financial results and metrics from the current period to as far back as the first quarter of 2019. These excel tables are accessible in the various financial results press releases at the “Investor Relations” section of <http://www.bgcpartners.com>. They are also available directly at <http://ir.bgcpartners.com/news-releases/news-releases>.

## **OTHER ITEMS OF NOTE**

Unless otherwise stated, all results provided in this document compare the second quarter of 2021 with the year-earlier period. Certain reclassifications may have been made to previously reported amounts to conform to the current presentation and to show results on a consistent basis across periods.

Please see the sections titled “Impact of COVID-19 on Employees” and “Impact of COVID-19 on the Company’s Results” in the Company’s most recent report on Form 10-K or Form 10-Q for the impact of the pandemic on the Company’s employees, clients, and results.

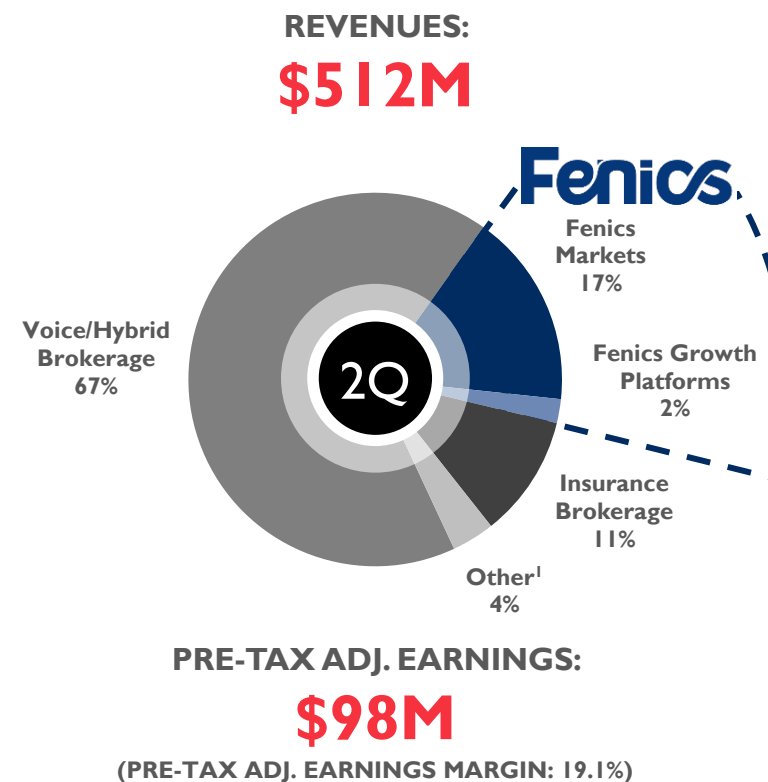
## **NON-GAAP FINANCIAL MEASURES**

This presentation should be read in conjunction with BGC’s most recent financial results press releases and filings or reports on Form 10-K, Form 10-Q or Form 8-K. Throughout this presentation, BGC refers to certain non-GAAP financial measures, including Adjusted Earnings, Adjusted EBITDA and Liquidity. All non-GAAP results discussed herein are comparable to and reconciled with the most directly comparable GAAP figures. For an updated complete description of Adjusted Earnings, Adjusted EBITDA and Liquidity, and how, when, and why management uses these and other non-GAAP measures, as well as reconciliations of these measures to the comparable GAAP measures, and more information regarding GAAP and non-GAAP results, see the “Appendix” section of this presentation. Below under “Highlights of Consolidated Results” is a summary of certain GAAP and non-GAAP results for BGC. Results on a GAAP and non-GAAP basis are included towards the end of this presentation, with appropriate reconciliations provided in the “Appendix” section noted above and in our most recent financial results press release and/or are available at <http://ir.bgcpartners.com>.

# HIGHLIGHTS OF CONSOLIDATED RESULTS: 2Q 2021



Highlights of Consolidated Results	2Q 2021	2Q 2020	Change
<small>(USD millions, except per share data)</small>			
Revenues	\$512.5	\$519.1	(1.3)%
GAAP income from operations before income taxes	21.7	47.9	(54.8)%
GAAP net income for fully diluted shares	26.0	40.2	(35.2)%
Adjusted Earnings before noncontrolling interest in subsidiaries and taxes	98.0	92.1	6.5%
Post-tax Adjusted Earnings	87.6	80.1	9.3%
Adjusted EBITDA	119.8	112.5	6.5%
GAAP fully diluted earnings per share	\$0.05	\$0.07	(28.6)%
Post-tax Adjusted Earnings per share	\$0.16	\$0.15	6.7%



## BUSINESS HIGHLIGHTS



Announced agreement to sell the Insurance Brokerage business for \$500 million cash<sup>2</sup>



Repurchased/redeemed 21.2 million shares/units in 2Q21



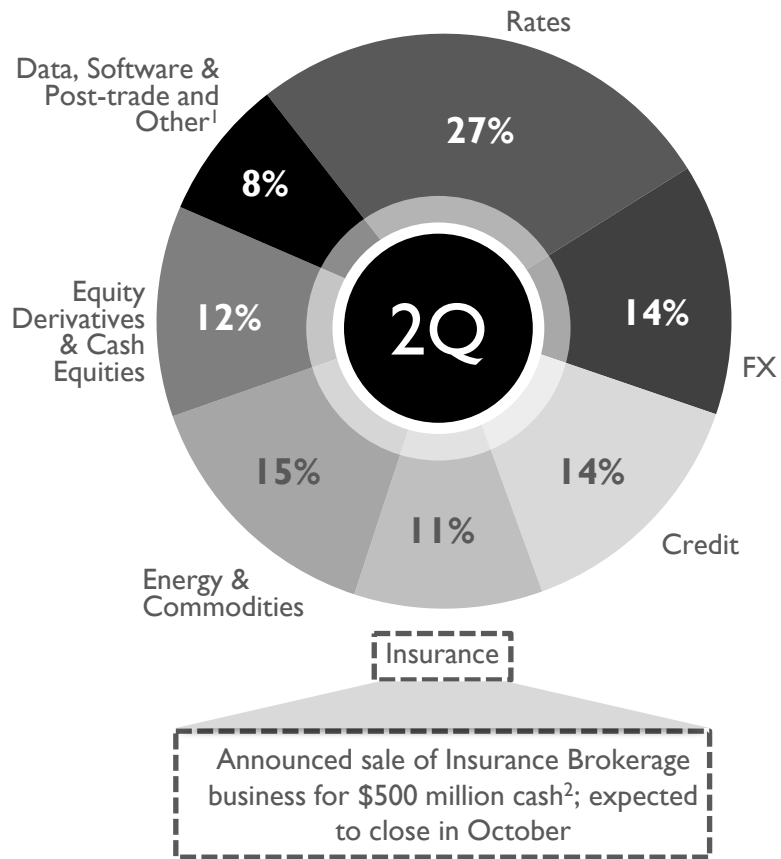
Profitability improved across all adjusted metrics in the quarter (yr/yr)



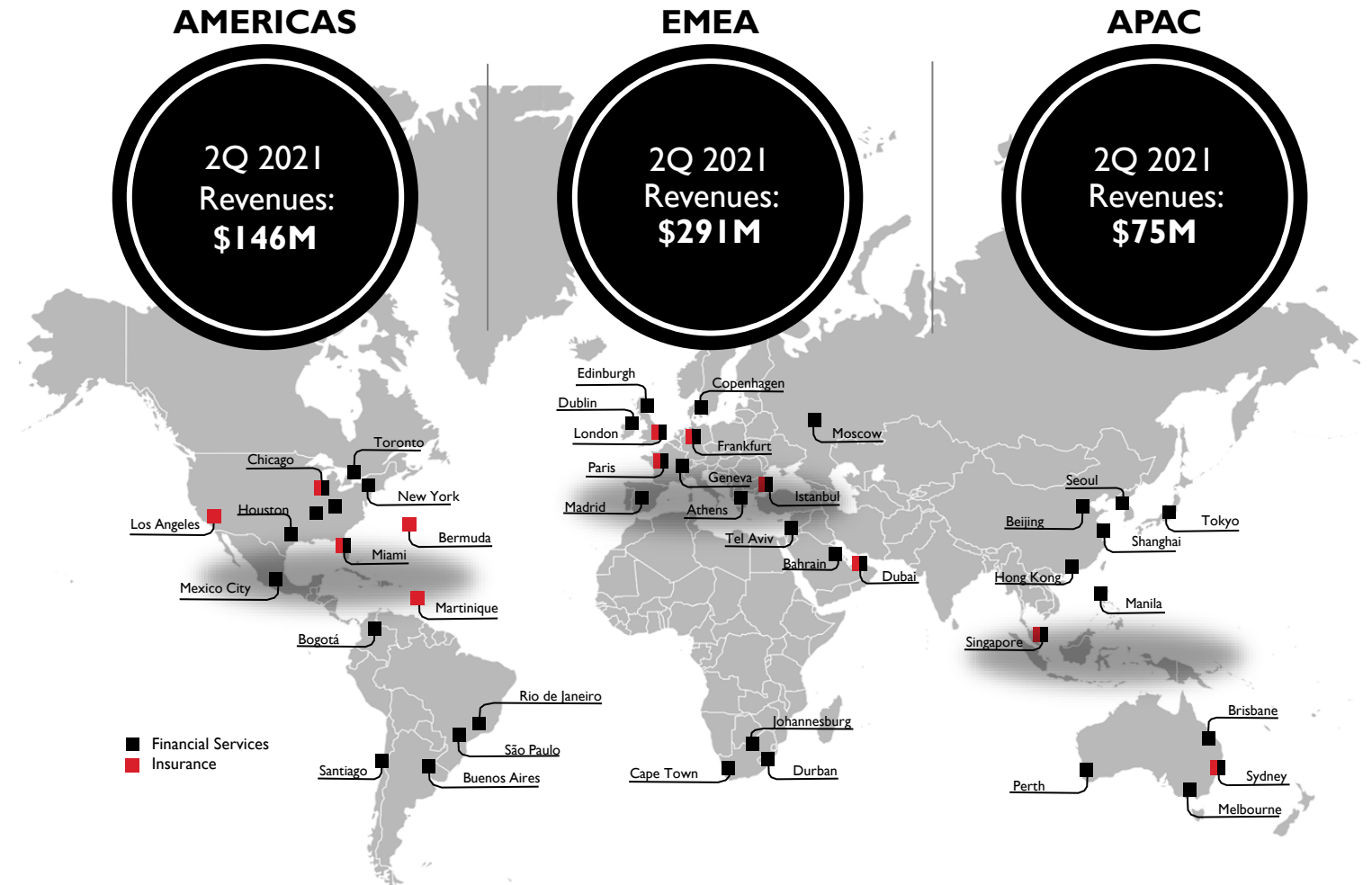
Fenics net revenue of \$97.0 million, up 23.5% yr/yr

1. Other includes fees from related parties, interest and dividend income, and other revenues.  
2. For additional information, please see press release titled "BGC Announces Agreement to Sell its Insurance Brokerage Business to The Ardonagh Group for \$500 million" dated May 26, 2021.

## REVENUE BY ASSET CLASS

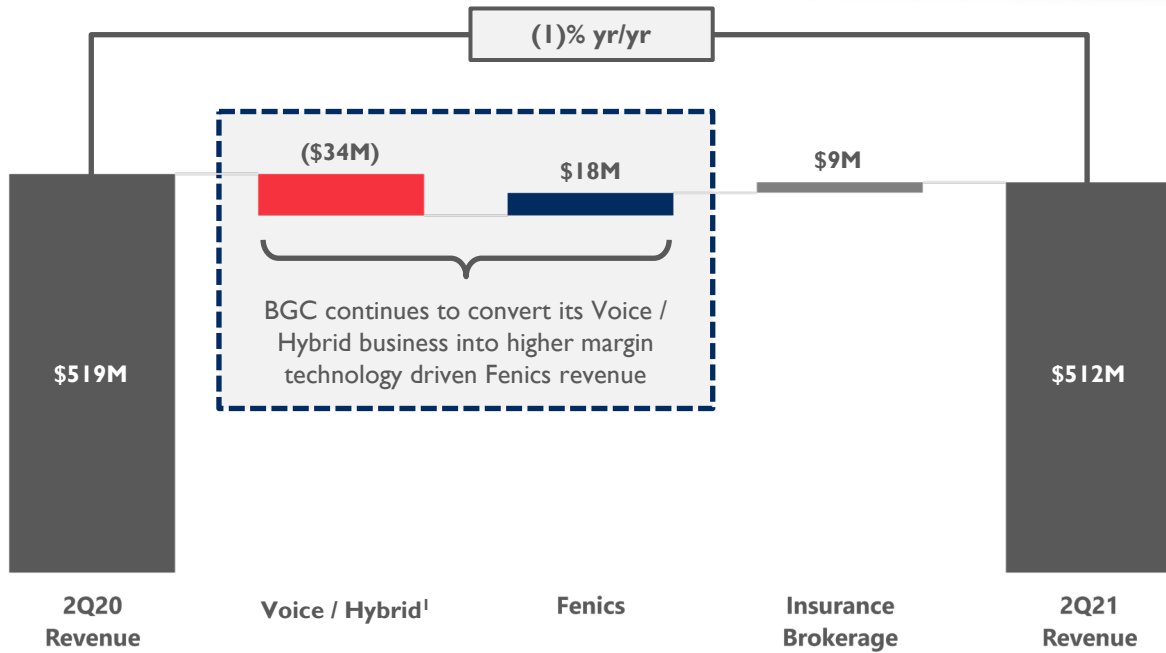


## GLOBAL REVENUE & LOCATIONS

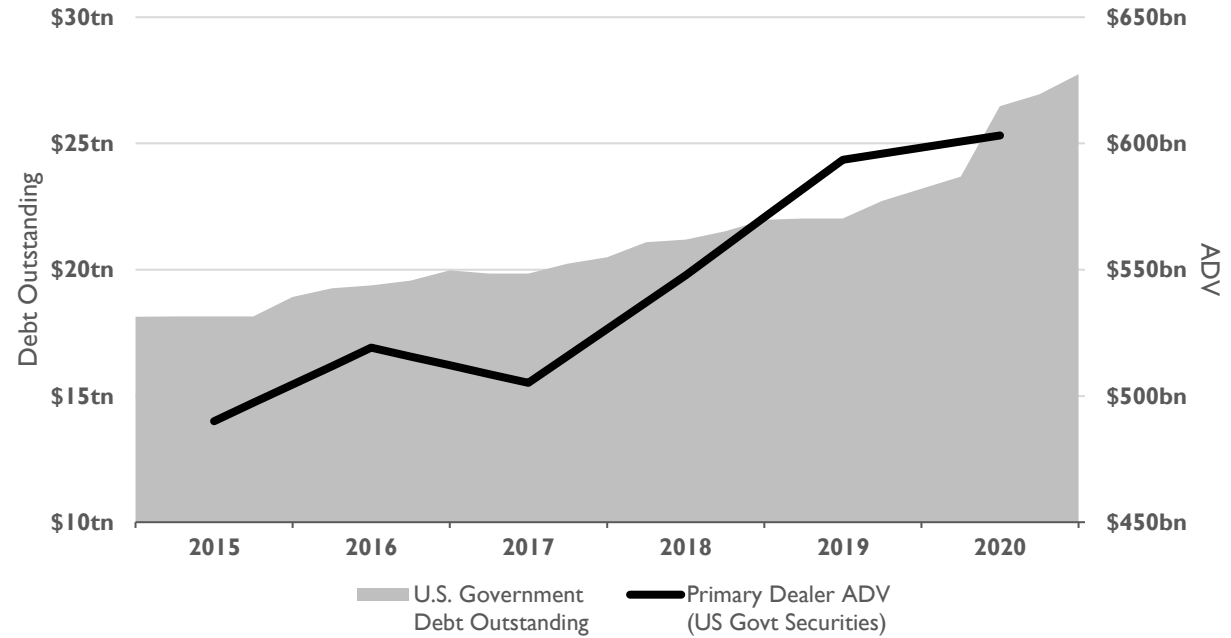


1. Other includes fees from related parties, interest and dividend income, and other revenues.  
 2. For additional information, please see press release titled "BGC Announces Agreement to Sell its Insurance Brokerage Business to The Ardonagh Group for \$500 million" dated May 26, 2021.

## REVENUE PERFORMANCE



## U.S. GOVERNMENT DEBT OUTSTANDING VERSUS ADV<sup>2</sup>



## BUSINESS HIGHLIGHTS



Favorable Rates trading environment drove strong growth across BGC's U.S. Rates businesses



Strong performance across Environmental products, supporting the reduction of carbon emissions & promoting clean, renewable energy

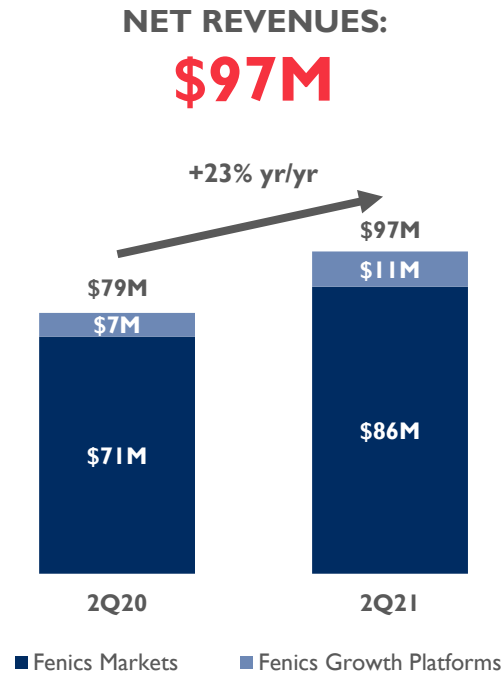


Record levels of global debt issuance & increasing interest rate volatility expected to provide long term tailwinds to BGC's Rates business

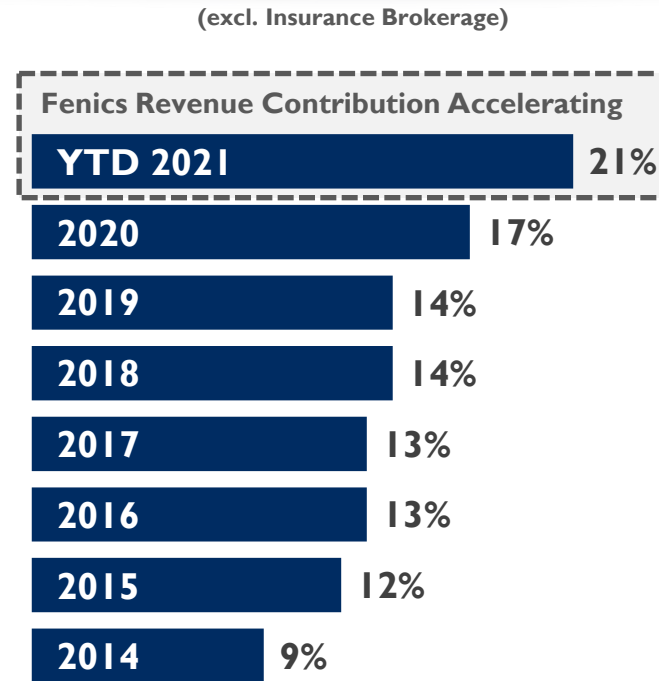
## MACRO ENVIRONMENT

1. Includes other revenue.  
2. Source: Bloomberg & Federal Reserve Bank of New York.

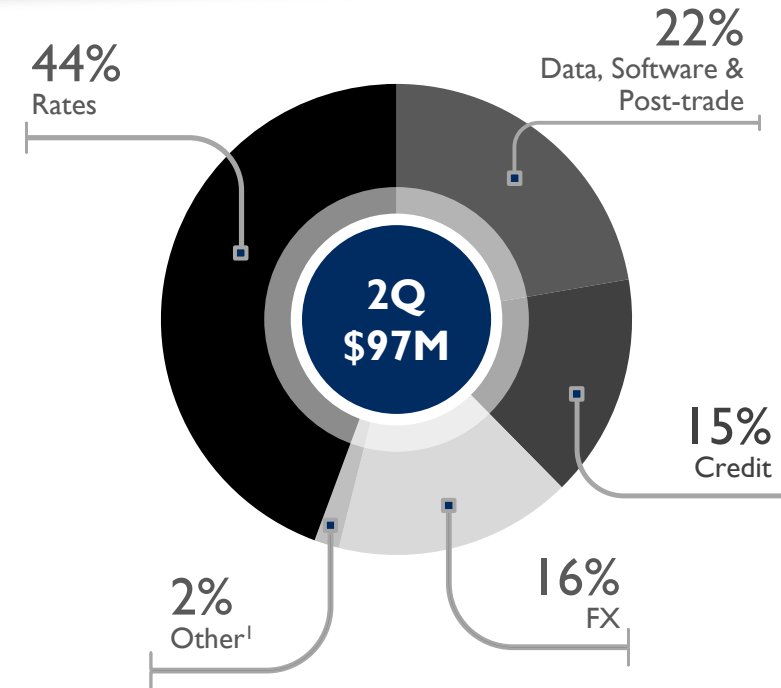
## 2Q 2021 REVENUE



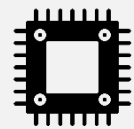
## REVENUE CONTRIBUTION



## REVENUE COMPOSITION



## FENICS MARKETS



2Q21: **\$86M** REVENUE  
**+21%** GROWTH YR/YR

## QUARTERLY HIGHLIGHTS

- 21% growth in Fenics Markets driven by strong growth across Rates, FX & Market Data
- 48% growth in Fenics Growth Platforms, as these platforms continue to scale, onboard new clients & gain market share

## FENICS GROWTH PLATFORMS

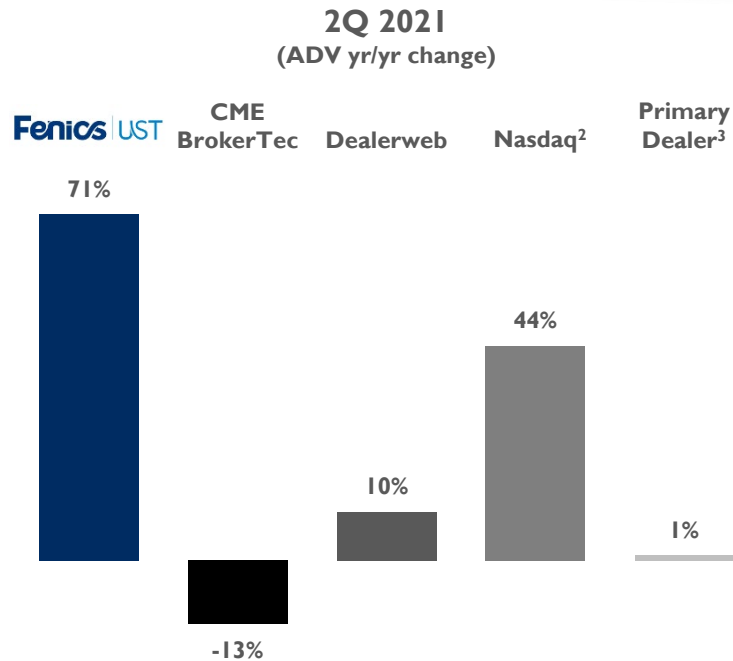


2Q21: **\$11M** REVENUE  
**+48%** GROWTH YR/YR

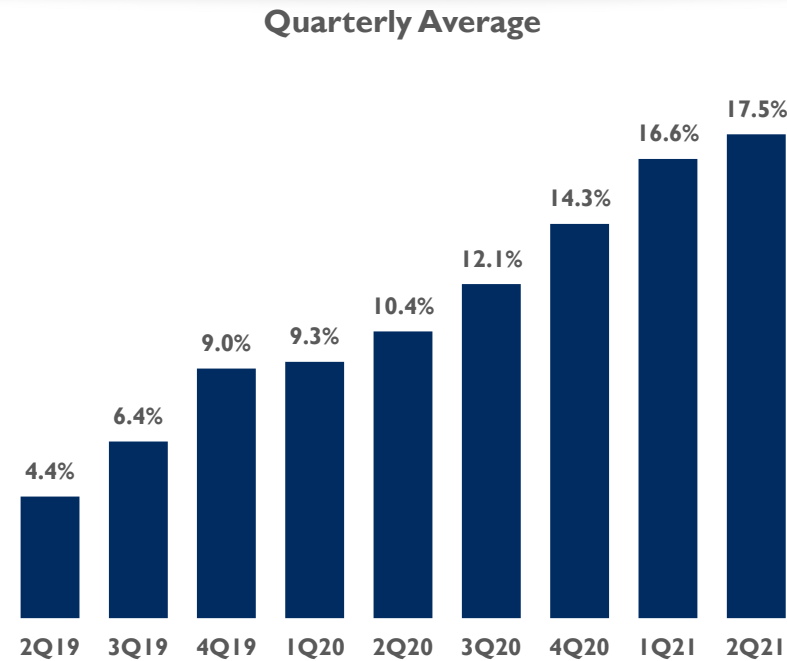
1. Other includes Energy and Commodities and Equity Derivatives and Cash Equities.

2. Businesses are categorized as "Fenics Integrated" if they utilize sufficient levels of technology such that significant amounts of their transactions can be, or are, executed without broker intervention and have expected pre-tax Adjusted Earnings margins of at least 25 percent.

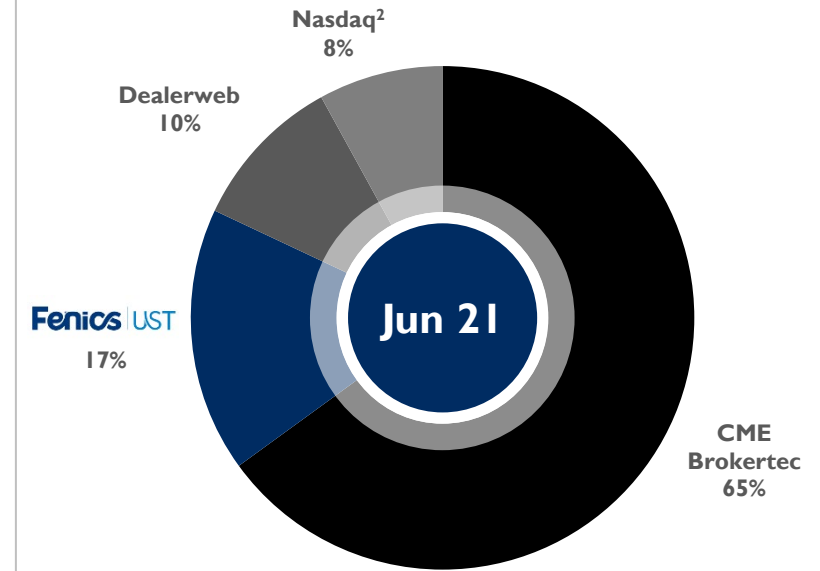
## UST TRADING VOLUME<sup>1</sup>



## CLOB MARKET SHARE<sup>1</sup>



## UST CLOB MARKET SHARE<sup>1</sup>



## PERFORMANCE HIGHLIGHTS



- ADV grew by over 71%, outperforming the market
- Record quarterly CLOB market share; grew over 700 bps year-over-year and 88 bps quarter-over-quarter
- 65% of all Fenics UST CLOB trades in 2Q21 executed at prices only offered on the platform<sup>5</sup>

## BUSINESS UPDATES

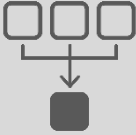


- Expect to roll out U.S. Repos in August, which follows the recent successful launch of UST Bills
- Estimated \$73 million in client savings since Jan-21 and \$213 million since Jan-19<sup>4</sup>

**LUCERA REVENUE GREW 26% IN 2Q 2021 (YR/YR); MORE THAN DOUBLED SINCE 2Q 2019**

## LUCERA BUSINESSES

**LumeMarkets**



Low latency aggregator, providing a single access point across multiple fragmented marketspaces and exchanges (FX, Rates, Futures, Credit)

Additional features include market data aggregation, market access, smart-order routing, execution algorithms, trading controls and data analysis tools

**Connect**



Provides on-demand connectivity to over one thousand endpoints across buy-side clients, trading platforms, marketplaces, and exchanges

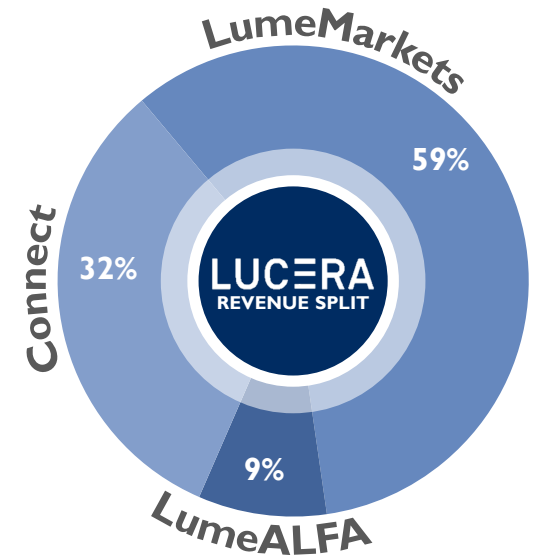
The leading infrastructure network in foreign exchange and rapidly expanding in other asset classes

**LumeALFA**



Credit Liquidity discovery tool providing pre-trade data aggregation and analytics allowing users to make informed trading decisions

Recently added execution capabilities for Rates, whilst continuing to add new counterparties for Direct Connectivity trading to enable buy side users to trade directly with the sell side





## Fenics Market Data

Continuing on strong trends from prior quarters, Fenics Market Data sales contracted value increased by nearly 150% yr/yr driven by investment and improvement in global sales team & data capture and quality improvements

Global Rates product offering, including inflation related products, performed strongly benefitting from the macro environment and BGC's market leading franchise

## Fenics FX

Fenics MIDFX, the leading wholesale FX hedging platform, grew its revenue by approximately 25 percent versus the prior year and recently added Asian NDFs to the platform at the beginning of 2021, which has continued to gain traction throughout the year

Fenics Direct, a web-delivered FX options platform, has more than doubled its volumes and revenue from the previous year

## Fenics GO

Strong growth across the Asia-Pacific region, with rollout of KOSPI Index Options in May 2021, which quickly grew to over 12% of estimated block-sized front-month market share in June 2021<sup>1</sup>

Continued strength of HSCEI options, which had over 26% of estimated market share in June 2021, only six months after launch<sup>1</sup>

Developing new protocols and targeting U.S. listed options by year-end

## Additional Fenics Highlights

Recently launched Portfolio Match, a session-based Credit portfolio trading solution for European & U.S. investment grade credit, in early stages but gaining traction with over 30 bank counterparties in total uploading over \$650 billion in notional value

Capitalab's NDF Match business generated record revenue during the quarter; since launch has grown its market share and has become a leading solution for post-trade risk reduction

1. Front-month refers to the nearest expiration date of an options contract and is within 32 days of expiration.

## TRANSACTION DETAILS



Announced agreement to sell the Insurance Brokerage business for \$500 million cash to The Ardonagh Group<sup>1</sup>

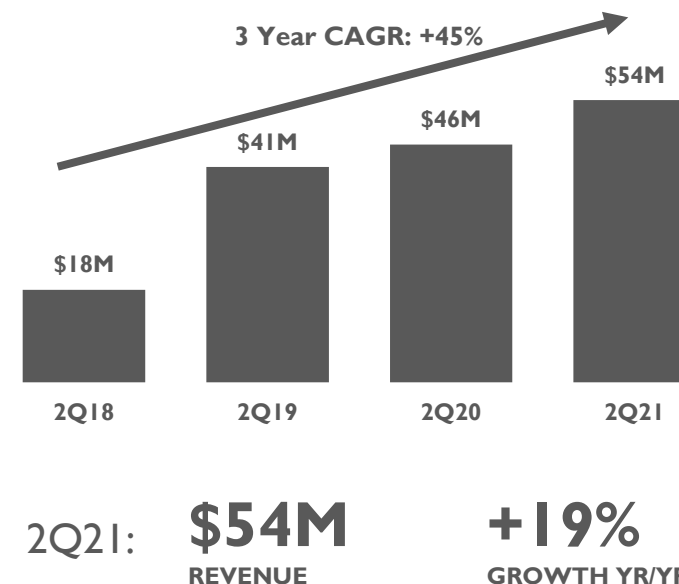


Sale expected to close in October 2021. Proceeds expected to repurchase shares / units and for potential small bolt-on acquisitions for Fenics



Insurance brokerage revenue represents <10% of BGC's total revenue, however the sale price represented over 17% of BGC's fully diluted market capitalization at announcement<sup>2</sup>

## INSURANCE BROKERAGE REVENUE



## BGC HAS A STRONG HISTORY OF CREATING VALUE FOR SHAREHOLDERS

Select Transaction History

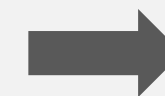
eSpeed  
**> \$1.2B<sup>2</sup>**  
Sold to Nasdaq (2013)



Trayport  
**\$650M<sup>3</sup>**  
Sold to ICE (2016)



Newmark  
**> \$1.9B<sup>4</sup>**  
Spin-Off (2018)



BGC Insurance Brokerage  
**\$500M<sup>1</sup>**  
Expected close second half of 2021

1. For additional information, please see press release titled "BGC Announces Agreement to Sell its Insurance Brokerage Business to The Ardonagh Group for \$500 million" dated May 26, 2021.  
 2. Calculated using BGC's closing stock price on May 25, 2021 of \$5.24, the Company's fully diluted share count of 557.0 million as of period-end March 31, 2021 and BGC revenues over the TTM 2Q 2021 period.  
 3. Included \$750 million of cash consideration plus an expected earnout of up to \$484 million of Nasdaq common stock as of July 1, 2013. For additional information, see press release titled "BGC Announces Close of Sale of its Platform for the Fully Electronic Trading of Benchmark, on-the-Run U.S. Treasuries to NASDAQ OMX" dated July 1, 2013, and the related filing on Form 8-K filed on the same day for further information.  
 4. See press released "BGC and GFI Complete Sale of Trayport to Intercontinental Exchange" dated December 11, 2015, and the related filing on Form 8-K filed on December 14, 2015, for further information.  
 5. Assumes investors held Newmark's share since 2018 spin-off until 6/30/2020. Newmark's share price as of 6/30/2020 was \$12.01 and 131,886,409 shares of Newmark Class A common stock and 21,285,537 shares of Newmark Class B common stock were distributed to BGC's stockholders in the Spin-Off. For further information on the Spin-Off, see section titled "Spin-Off of Newmark" under Note 1—"Organization and Basis of Presentation" in BGC's 2019 Annual Report on Form 10-K as filed with the Securities and Exchange Commission.

	Guidance	Actual
Metric (USD million)	3Q21	3Q20
Revenues	\$465 - \$515	\$455.0
Pre-tax Adjusted Earnings	\$78 - \$98	\$69.2
Metric (%)	FY 2021	FY 2020
Adjusted Earnings Tax Rate	10 - 12%	11.0%

- BGC's revenues were approximately 5 percent higher year-on-year for the first 21 trading days of the third quarter of 2021, when compared to the same period in 2020
- BGC expects to update its quarterly outlook towards the end of September 2021

BGC PARTNERS, INC.



# GAAP FINANCIAL RESULTS



# BGC PARTNERS, INC. CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

(IN THOUSANDS, EXCEPT PER SHARE DATA) (UNAUDITED) (UNDER GAAP)

	June 30, 2021	December 31, 2020
<b>Assets</b>		
Cash and cash equivalents	\$ 420,302	\$ 593,646
Cash segregated under regulatory requirements	36,365	257,031
Securities owned	49,222	58,572
Marketable securities	360	349
Receivables from broker-dealers, clearing organizations, customers and related broker-dealers	1,455,333	304,022
Accrued commissions and other receivables, net	338,313	739,009
Loans, forgivable loans and other receivables from employees and partners, net	370,800	408,142
Fixed assets, net	204,531	214,782
Investments	33,400	38,008
Goodwill	487,434	556,211
Other intangible assets, net	219,291	287,157
Receivables from related parties	7,890	11,953
Other assets	461,379	480,418
Assets held for sale	1,048,859	—
Total assets	<u>\$ 5,133,479</u>	<u>\$ 3,949,300</u>
<b>Liabilities, Redeemable Partnership Interest, and Equity</b>		
Short-term borrowings	\$ 5,997	\$ 3,849
Accrued compensation	187,166	220,726
Payables to broker-dealers, clearing organizations, customers and related broker-dealers	1,305,743	179,716
Payables to related parties	79,920	36,252
Accounts payable, accrued and other liabilities	652,366	1,363,919
Notes payable and other borrowings	1,243,248	1,315,935
Liabilities held for sale	850,112	—
Total liabilities	<u>4,324,552</u>	<u>3,120,397</u>
Redeemable partnership interest	19,582	20,674
<b>Equity</b>		
Stockholders' equity:		
Class A common stock, par value \$0.01 per share; 750,000 shares authorized; 416,914 and 373,545 shares issued at June 30, 2021 and December 31, 2020, respectively; and 348,795 and 323,018 shares outstanding at June 30, 2021 and December 31, 2020, respectively		
	4,169	3,735
Class B common stock, par value \$0.01 per share; 150,000 shares authorized; 45,884 shares issued and outstanding at each of June 30, 2021 and December 31, 2020, convertible into Class A common stock		
	459	459
Additional paid-in capital	2,367,458	2,354,492
Treasury stock, at cost: 68,119 and 50,527 shares of Class A common stock at June 30, 2021 and December 31, 2020, respectively	(406,701)	(315,313)
Retained deficit	(1,211,870)	(1,265,504)
Accumulated other comprehensive income (loss)	(30,605)	(28,930)
Total stockholders' equity	<u>722,910</u>	<u>748,939</u>
Noncontrolling interest in subsidiaries	66,435	59,290
Total equity	<u>789,345</u>	<u>808,229</u>
Total liabilities, redeemable partnership interest and equity	<u>\$ 5,133,479</u>	<u>\$ 3,949,300</u>

# BGC PARTNERS, INC. CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(IN THOUSANDS, EXCEPT PER SHARE DATA) (UNAUDITED) (UNDER GAAP)



	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
<b>Revenues:</b>				
Commissions	\$ 389,768	\$ 382,640	\$ 824,988	\$ 838,495
Principal transactions	81,997	99,453	180,760	212,764
Total brokerage revenues	471,765	482,093	1,005,748	1,051,259
Fees from related parties	4,245	6,562	8,030	12,083
Data, software and post-trade	21,602	20,139	43,588	39,537
Interest and dividend income	11,455	6,536	14,493	10,697
Other revenues	3,383	3,758	8,167	8,679
Total revenues	512,450	519,088	1,080,026	1,122,255
<b>Expenses:</b>				
Compensation and employee benefits	270,427	283,616	578,589	628,544
Equity-based compensation and allocations of net income to limited partnership units and FPU's	58,290	27,819	91,785	70,023
Total compensation and employee benefits	328,717	311,435	670,374	698,567
Occupancy and equipment	46,900	47,247	95,033	98,321
Fees to related parties	4,452	5,194	9,743	10,629
Professional and consulting fees	17,820	19,805	33,960	39,761
Communications	30,774	30,524	60,578	61,045
Selling and promotion	8,616	6,634	16,104	25,333
Commissions and floor brokerage	14,308	13,520	32,237	32,797
Interest expense	18,680	17,625	36,533	35,131
Other expenses	23,688	21,480	39,777	39,011
Total non-compensation expenses	165,238	162,029	323,965	342,028
Total expenses	493,955	473,464	994,339	1,040,595
<b>Other income (losses), net:</b>				
Gains (losses) on divestitures and sale of investments	(32)	—	(32)	—
Gains (losses) on equity method investments	1,323	1,119	2,789	2,142
Other income (loss)	1,864	1,129	7,270	(4,886)
Total other income (losses), net	3,155	2,248	10,027	(2,744)
Income (loss) from operations before income taxes	21,650	47,872	95,714	78,916
Provision (benefit) for income taxes	(1,191)	8,599	13,748	19,474
Consolidated net income (loss)	\$ 22,841	\$ 39,273	\$ 81,966	\$ 59,442
Less: Net income (loss) attributable to noncontrolling interest in subsidiaries	4,672	11,354	20,706	17,849
Net income (loss) available to common stockholders	\$ 18,169	\$ 27,919	\$ 61,260	\$ 41,593
<b>Per share data:</b>				
<i>Basic earnings (loss) per share</i>				
Net income (loss) available to common stockholders	\$ 18,169	\$ 27,919	\$ 61,260	\$ 41,593
Basic earnings (loss) per share	\$ 0.05	\$ 0.08	\$ 0.16	\$ 0.12
Basic weighted-average shares of common stock outstanding	384,902	360,614	379,639	359,308
<i>Fully diluted earnings (loss) per share</i>				
Net income (loss) for fully diluted shares	\$ 26,023	\$ 40,173	\$ 88,271	\$ 59,498
Fully diluted earnings (loss) per share	\$ 0.05	\$ 0.07	\$ 0.16	\$ 0.11
Fully diluted weighted-average shares of common stock outstanding	563,923	546,123	560,210	542,390

BGC PARTNERS, INC.

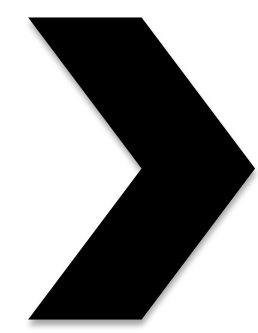
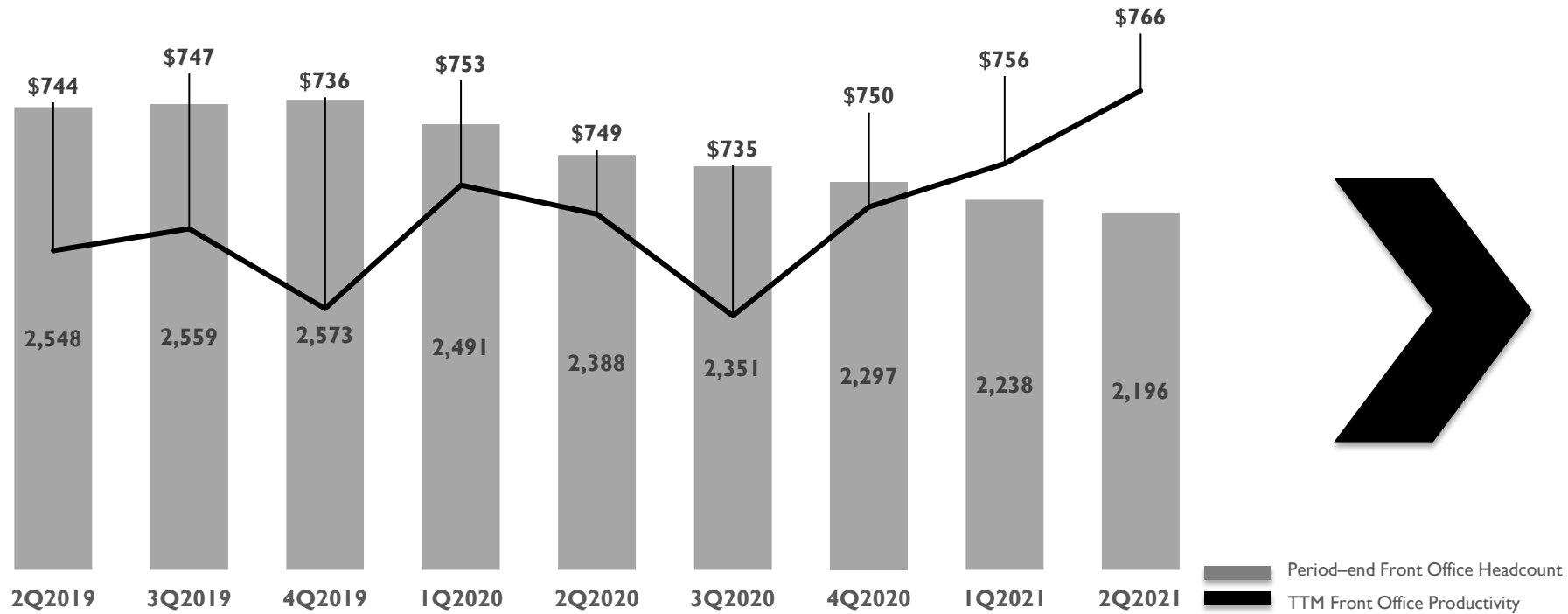


# APPENDIX



# FRONT OFFICE HEADCOUNT & PRODUCTIVITY

**FRONT OFFICE HEADCOUNT AND PRODUCTIVITY** (Productivity in USD 000s)  
(Excludes Insurance Brokerage)



**TECHNOLOGY**  
+  
**AUTOMATION**  
=  
**HIGHER PRODUCTIVITY**



Front office average productivity grew 5.7% yr/yr in 2Q 2021 compared with 2Q 2020



Increased use of technology and automation expected to continue to drive productivity higher



TTM front office productivity has increased for the third consecutive quarter



# BGC'S FULLY DILUTED SHARE COUNT SUMMARY AS OF 6/30/21



BGC Partners, Inc. Fully Diluted Share Count Summary (as of June 30, 2021)	Fully-diluted Shares (millions)	Ownership (%)
<b>Public</b>	<b>326.1</b>	<b>60%</b>
Class A owned by Public	326.1	60%
<b>Employees</b>	<b>112.2</b>	<b>21%</b>
Class A owned by executives, board members and employees <sup>(1)</sup>	22.7	4%
Partnership units owned by employees <sup>(2)</sup>	82.2	16%
Other owned by employees <sup>(3)</sup>	7.3	1%
<b>Cantor</b>	<b>101.0</b>	<b>19%</b>
Class A owned by Cantor	0.0	0%
Class B owned by Cantor	45.9	9%
Partnership units owned by Cantor <sup>(4)</sup>	55.1	10%
<b>Total</b>	<b>539.3</b>	<b>100%</b>

1. Class A shares owned by board members or executives and restricted shares owned by other employees of BGC and Newmark. Any Class A share owned by an employee without restriction is included in the "Class A owned by Public".

2. Partnership units owned by employees include founding/working partner units and limited partnership units. In conjunction with the spin-off of Newmark, the Partnership units are owned by employees of both Newmark and BGC. Over time, virtually all of the partners of Newmark are expected to only own units and/or shares of Newmark and virtually all of the partners of BGC are expected to only own units and/or shares of BGC. Going forward, partners of BGC will be compensated with BGC partnership units and partners of Newmark will be compensated with Newmark partnership units.

3. These primarily represent contingent shares and/or units held by employees of BGC and Newmark for which all necessary conditions have been satisfied except for the passage of time.

4. Includes 15.8 million Cantor distribution rights.

# STRONGLY CAPITALIZED; INVESTMENT GRADE CREDIT PROFILE



BGC Partners, Inc.		As of 6/30/2021
Cash and Cash Equivalents		\$420,302
Securities Owned		49,222
Marketable Securities		360
<b>Total Liquidity</b>		<b>\$469,884</b>
	<b>Maturity</b>	
Unsecured Senior Revolving Credit Agreement	2/26/2023	\$188,652
Collateralized Borrowings	4/8/2023 and 4/19/2023	12,783
5.375% Senior Notes	7/24/2023	447,244
3.750% Senior Notes	10/01/2024	297,317
4.375% Senior Notes	12/15/2025	297,252
<b>Total Notes Payable and Other Borrowings</b>		<b>\$1,243,248</b>
<b>Total Notes Payable and Other Borrowings (after adjusting for Liquidity)</b>		<b>\$773,364</b>
<b>Total Capital<sup>2</sup></b>		<b>\$802,806</b>
<b>Credit Ratios (Adj. EBITDA / Adj. EBITDA for Credit Agreement Financial Covenants as of TTM 2Q2021)</b>		
Adjusted EBITDA / Adjusted EBITDA for Credit Agreement Financial Covenants <sup>1</sup>		\$466,427 / \$569,108
Leverage Ratio: Total Notes Payable and Other Borrowings / Adjusted EBITDA		2.7x / 2.2x
Net Leverage Ratio: Net Notes Payable and Other Borrowings / Adjusted EBITDA		1.7x / NM
Interest Coverage Ratio: Adjusted EBITDA / Interest Expense		6.0x / 7.3x
Total Notes Payable and Other Borrowings / Total Capital <sup>2</sup>		1.5x
Total Notes Payable and Other Borrowings (after adjusting for Liquidity) / Total Capital <sup>2</sup>		1.0x

## INVESTMENT GRADE CREDIT RATING

- Investment Grade Credit Rated:
  - Fitch: BBB- (Outlook: Stable)
  - S&P: BBB- (Outlook: Stable)
  - Kroll Bond Rating Agency: BBB (Outlook: Stable)
  - Japanese Credit Rating Agency (JCR): BBB+ (Outlook: Stable)
- Strong balance sheet and liquidity provide financial flexibility
- Liquidity of \$469.9 million<sup>3</sup> as of June 30, 2021
- BGC continues to manage its business with a focus on the Company's Investment Grade ratings

1. BGC's credit agreement is subject to financial covenants that do not permit the Company to have: (a) a gross leverage ratio of greater than 3.25x; or (b) an interest coverage ratio of less than 4.0x. BGC's credit agreement financial covenant metrics are based on a TTM 2Q21 Adjusted EBITDA of \$569.1 million as calculated under BGC's credit agreement. Interest expense under this agreement excludes interest on securities financing transactions. As of June 30, 2021, there was \$161.3 million of available undrawn capacity under BGC's revolving credit facility.

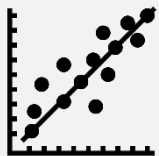
2. Total Capital includes total equity and redeemable partnership interest and therefore is representative of what debt to equity would be on a fully diluted basis, all else equal.

3. Includes Cash and Cash Equivalents of \$420.3 million, Securities Owned of \$49.2 million, and Marketable Securities of \$0.4 million as of June 30, 2021.

# BGC REVENUE CORRELATION & INDUSTRY VOLUMES



BGC Asset Class <i>(Revenue)</i>	Industry Metric	Correlation	2Q21 vs. 2Q20 Industry Metric Volume Change
Rates	vs. Eurex Interest Rate Derivatives (Total Contracts Traded)	0.78	24%
	vs. Primary Dealer U.S. Government Securities Trading Volume (ADV)	0.75	(10)%
Credit	vs. FINRA IG & HY Bonds Trading Volume (ADV)	0.87	(17)%
	vs. ISDA Credit Derivatives Transaction Data (Total Traded Notional)	0.54	(14)%
FX	vs. Euronext FX (Total Volume)	0.73	(10)%
	vs. Refinitiv FX (Total Volume)	0.66	11%
Equity Derivatives & Cash Equities	vs. Eurex Index & Equity Derivatives (Total Contracts Traded)	0.60	(14)%
Energy & Commodities	vs. CME Energy & Commodities Futures & Options (Total Contracts Traded)	0.80	(6)%
	vs. ICE Energy & Commodities Futures & Options (Total Contracts Traded)	0.62	(8)%



- BGC's revenues across each asset class are generally correlated to relevant industry secondary market trading volumes
- Brokerage revenues are driven mainly by secondary trading volumes in the market in which BGC transacts
- Overall industry volumes have historically been seasonally strongest in the first quarter of the year and slowest in the fourth quarter
- BGC's revenues tend to have low correlation in the short & medium term with global bank & broker-dealer sales & trading revenues, which reflect bid-ask spreads and mark-to-market movements, as well as industry volumes in the primary & secondary markets

BGC PARTNERS, INC.



# NON-GAAP DEFINITIONS AND RECONCILIATION TABLES



**RECONCILIATION OF GAAP INCOME (LOSS) FROM OPERATIONS BEFORE INCOME TAXES TO ADJUSTED EARNINGS & GAAP FULLY DILUTED EPS TO POST-TAX ADJUSTED EPS (IN THOUSANDS, EXCEPT PER SHARE DATA) (UNAUDITED)**



	<u>Q2 2021</u>	<u>Q2 2020</u>
<b>GAAP income (loss) from operations before income taxes</b>	\$ 21,650	\$ 47,872
Pre-tax adjustments:		
Compensation adjustments:		
Equity-based compensation and allocations of net income to limited partnership units and FPU's (1)	58,290	27,819
Other Compensation charges (2)	1,520	7,259
<b>Total Compensation adjustments</b>	<u>59,810</u>	<u>35,078</u>
Non-Compensation adjustments:		
Amortization of intangibles (3)	6,684	6,315
Acquisition related costs	313	2,285
Impairment charges	1,256	379
Other (4)	9,300	2,005
<b>Total Non-Compensation adjustments</b>	<u>17,553</u>	<u>10,984</u>
Other income (losses), net adjustments:		
Losses (gains) on divestitures	32	—
Fair value adjustment of investments (5)	87	6
Other net (gains) losses (6)	(1,084)	(1,878)
<b>Total other income (losses), net adjustments</b>	<u>(965)</u>	<u>(1,872)</u>
<b>Total pre-tax adjustments</b>	<u>76,398</u>	<u>44,190</u>
<b>Adjusted Earnings before noncontrolling interest in subsidiaries and taxes</b>	<u><b>\$ 98,048</b></u>	<u><b>\$ 92,062</b></u>
GAAP net income (loss) available to common stockholders	\$ 18,169	\$ 27,919
Allocation of net income (loss) to noncontrolling interest in subsidiaries (7)	4,473	10,017
Total pre-tax adjustments (from above)	76,398	44,190
Income tax adjustment to reflect adjusted earnings taxes (8)	(11,486)	(1,988)
<b>Post-tax adjusted earnings</b>	<u><b>\$ 87,554</b></u>	<u><b>\$ 80,138</b></u>
<i>Per Share Data</i>		
<b>GAAP fully diluted earnings (loss) per share</b>	\$ 0.05	\$ 0.07
Less: Allocations of net income (loss) to limited partnership units, FPU's, and noncontrolling interest in subsidiaries, net of tax	(0.01)	—
Total pre-tax adjustments (from above)	0.14	0.08
Income tax adjustment to reflect adjusted earnings taxes	(0.02)	(0.00)
<b>Post-tax adjusted earnings per share</b>	<u>0.16</u>	<u>0.15</u>
Fully diluted weighted-average shares of common stock outstanding	563,923	546,123
Dividends declared per share of common stock	\$ 0.01	\$ 0.01
Dividends declared and paid per share of common stock	\$ 0.01	\$ 0.01

Please see footnotes to this table on the next page.

**RECONCILIATION OF GAAP INCOME (LOSS) FROM OPERATIONS BEFORE INCOME TAXES TO ADJUSTED EARNINGS & GAAP FULLY DILUTED EPS TO POST-TAX ADJUSTED EPS (IN THOUSANDS, EXCEPT PER SHARE DATA) (UNAUDITED)**



(1) The components of equity-based compensation and allocations of net income to limited partnership units and FPU are as follows (in thousands):

	<u>Q2 2021</u>	<u>Q2 2020</u>
Issuance of common stock and grants of exchangeability	\$ 31,222	\$ 2,362
Allocations of net income	6,846	2,660
LPU amortization	16,741	19,524
RSU amortization	3,481	3,273
Equity-based compensation and allocations of net income to limited partnership units and FPUs	<u>\$ 58,290</u>	<u>\$ 27,819</u>

(2) GAAP expenses in the second quarter of 2021 and 2020 included certain acquisition-related compensation expenses of \$1.6 million and \$0.4 million, respectively. GAAP expenses in the second quarter of 2020 included certain one-off costs associated with the cost reduction program of \$3.8 million. The second quarter of 2020 also included certain loan impairments related to the cost reduction program of \$3.0 million.

(3) Includes non-cash GAAP charges related to the amortization of intangibles with respect to acquisitions.

(4) Includes various other GAAP items. Pre-tax Adjusted Earnings in each presented period of 2020 exclude the impact of the employee theft of funds, including penalties and interest, and other immaterial revisions that have been made to previously issued financial statements. The above-referenced items are consistent with BGC's normal practice of excluding certain GAAP gains and charges from Adjusted Earnings that management believes do not best reflect the ordinary results of the Company, including with respect to non-recurring or unusual gains or losses, as well as resolutions of litigation.

(5) Includes non-cash loss of \$87 thousand and \$6 thousand related to fair value adjustments of investments held by BGC in the second quarter of 2021 and 2020, respectively.

(6) For the second quarters of 2021 and 2020, includes non-cash gains of (\$1.3) million and (\$1.1) million, respectively, related to BGC's investments accounted for under the equity method. The second quarter of 2021 also includes a net loss of \$0.2 million related to various other GAAP items, while the second quarter of 2020 also included a net gain of (\$0.8) million related to various other GAAP items.

(7) Primarily represents Cantor's pro-rata portion of net income.

(8) BGC's GAAP provision for income taxes is calculated based on an annualized methodology. The Company's GAAP provision for income taxes was (\$1.2) million and \$8.6 million for the second quarters of 2021 and 2020, respectively. The Company includes additional tax-deductible items when calculating the provision for taxes with respect to Adjusted Earnings using an annualized methodology. These include tax-deductions related to equity-based compensation with respect to limited partnership unit exchange, employee loan amortization, and certain net-operating loss carryforwards. The non-GAAP provision for income taxes was adjusted (\$11.5) million and (\$2.0) million for the second quarters of 2021 and 2020, respectively. As a result, the provision for income taxes with respect to Adjusted Earnings was \$10.3 million and \$10.6 million for the second quarters of 2021 and 2020, respectively. The calculation of taxes for Adjusted Earnings excluded the effect of the 2017 U.S. Tax Cuts and Jobs Act.

**RECONCILIATION OF GAAP NET INCOME (LOSS) AVAILABLE TO COMMON STOCKHOLDERS TO ADJUSTED EBITDA  
(IN THOUSANDS)  
(UNAUDITED)**



	<u>Q2 2021</u>	<u>Q2 2020</u>
<b>GAAP net income (loss) available to common stockholders</b>	<b>\$ 18,169</b>	<b>\$ 27,919</b>
<b>Add back:</b>		
Provision (benefit) for income taxes	(1,191)	8,599
Net income (loss) attributable to noncontrolling interest in subsidiaries (1)	4,672	11,354
Interest expense	18,680	17,625
Fixed asset depreciation and intangible asset amortization	21,255	19,919
Impairment of long-lived assets	1,256	379
Equity-based compensation and allocations of net income to limited partnership units and FPU's (2)	58,290	27,819
(Gains) losses on equity method investments (3)	(1,323)	(1,119)
<b>Adjusted EBITDA</b>	<b><u>\$ 119,808</u></b>	<b><u>\$ 112,495</u></b>

(1) Primarily represents Cantor's pro-rata portion of net income.

(2) Represents BGC employees' pro-rata portion of net income and non-cash and non-dilutive charges relating to equity-based compensation. See Footnote 1 to the table titled "Reconciliation of GAAP Income (Loss) from Operations before Income Taxes to Adjusted Earnings and GAAP Fully Diluted EPS to Post-Tax Adjusted EPS" for more information.

(3) For the second quarters of both 2021 and 2020, includes non-cash gains of (\$1.3) million and (\$1.1) million, respectively, related to BGC's investments accounted for under the equity method.

**FULLY DILUTED WEIGHTED AVERAGE SHARE COUNT**

	<u>Q2 2021</u>	<u>Q2 2020</u>
Common stock outstanding	384,902	360,614
Limited partnership units	108,548	119,447
Cantor units	55,131	52,363
Founding partner units	9,927	12,312
RSUs	4,141	174
Other	1,274	1,213
<b>Fully diluted weighted-average share count under GAAP and for Adjusted Earnings</b>	<b><u>563,923</u></b>	<b><u>546,123</u></b>

**LIQUIDITY ANALYSIS**

	<u>June 30, 2021</u>	<u>December 31, 2020</u>
Cash and cash equivalents	\$ 420,302	\$ 593,646
Securities owned	49,222	58,572
Marketable securities	360	349
<b>Total Liquidity</b>	<b><u>\$ 469,884</u></b>	<b><u>\$ 652,567</u></b>



## NON-GAAP FINANCIAL MEASURES

This document contains non-GAAP financial measures that differ from the most directly comparable measures calculated and presented in accordance with Generally Accepted Accounting Principles in the United States (“GAAP”). Non-GAAP financial measures used by the Company include “Adjusted Earnings before noncontrolling interests and taxes”, which is used interchangeably with “pre-tax Adjusted Earnings”; “Post-tax Adjusted Earnings to fully diluted shareholders”, which is used interchangeably with “post-tax Adjusted Earnings”; “Adjusted EBITDA”; and “Liquidity”. The definitions of these terms are below.

## ADJUSTED EARNINGS DEFINED

BGC uses non-GAAP financial measures, including “Adjusted Earnings before noncontrolling interests and taxes” and “Post-tax Adjusted Earnings to fully diluted shareholders”, which are supplemental measures of operating results used by management to evaluate the financial performance of the Company and its consolidated subsidiaries. BGC believes that Adjusted Earnings best reflect the operating earnings generated by the Company on a consolidated basis and are the earnings which management considers when managing its business.

As compared with “Income (loss) from operations before income taxes” and “Net income (loss) for fully diluted shares”, both prepared in accordance with GAAP, Adjusted Earnings calculations primarily exclude certain non-cash items and other expenses that generally do not involve the receipt or outlay of cash by the Company and/or which do not dilute existing stockholders. In addition, Adjusted Earnings calculations exclude certain gains and charges that management believes do not best reflect the ordinary results of BGC. Adjusted Earnings is calculated by taking the most comparable GAAP measures and adjusting for certain items with respect to compensation expenses, non-compensation expenses, and other income, as discussed below.

## CALCULATIONS OF COMPENSATION ADJUSTMENTS FOR ADJUSTED EARNINGS AND ADJUSTED EBITDA

### Treatment of Equity-Based Compensation Line Item for Adjusted Earnings and Adjusted EBITDA

The Company’s Adjusted Earnings and Adjusted EBITDA measures exclude all GAAP charges included in the line item “Equity-based compensation and allocations of net income to limited partnership units and FPU’s” (or “equity-based compensation” for purposes of defining the Company’s non-GAAP results) as recorded on the Company’s GAAP Consolidated Statements of Operations and GAAP Consolidated Statements of Cash Flows. These GAAP equity-based compensation charges reflect the following items:

- Charges with respect to grants of exchangeability, which reflect the right of holders of limited partnership units with no capital accounts, such as LPUs and PSUs, to exchange these units into shares of common stock, or into partnership units with capital accounts, such as HDUs, as well as cash paid with respect to taxes withheld or expected to be owed by the unit holder upon such exchange. The withholding taxes related to the exchange of certain non-exchangeable units without a capital account into either common shares or units with a capital account may be funded by the redemption of preferred units such as PPSUs.
- Charges with respect to preferred units. Any preferred units would not be included in the Company’s fully diluted share count because they cannot be made exchangeable into shares of common stock and are entitled only to a fixed distribution. Preferred units are granted in connection with the grant of certain limited partnership units that may be granted exchangeability or redeemed in connection with the grant of shares of common stock at ratios designed to cover any withholding taxes expected to be paid. This is an alternative to the common practice among public companies of issuing the gross amount of shares to employees, subject to cashless withholding of shares, to pay applicable withholding taxes.
- GAAP equity-based compensation charges with respect to the grant of an offsetting amount of common stock or partnership units with capital accounts in connection with the redemption of non-exchangeable units, including PSUs and LPUs.
- Charges related to amortization of RSUs and limited partnership units.
- Charges related to grants of equity awards, including common stock or partnership units with capital accounts.
- Allocations of net income to limited partnership units and FPU’s. Such allocations represent the pro-rata portion of post-tax GAAP earnings available to such unit holders.

The amounts of certain quarterly equity-based compensation charges are based upon the Company’s estimate of such expected charges during the annual period, as described further below under “Methodology for Calculating Adjusted Earnings Taxes.”

Virtually all of BGC’s key executives and producers have equity or partnership stakes in the Company and its subsidiaries and generally receive deferred equity or limited partnership units as part of their compensation. A significant percentage of BGC’s fully diluted shares are owned by its executives, partners and employees. The Company issues limited partnership units as well as other forms of equity-based compensation, including grants of exchangeability into shares of common stock, to provide liquidity to its employees, to align the interests of its employees and management with those of common stockholders, to help motivate and retain key employees, and to encourage a collaborative culture that drives cross-selling and revenue growth.

# DIFFERENCES BETWEEN NON-GAAP AND GAAP CONSOLIDATED RESULTS

(CONTINUED)



All share equivalents that are part of the Company's equity-based compensation program, including REUs, PSUs, LPUs, HDUs, and other units that may be made exchangeable into common stock, as well as RSUs (which are recorded using the treasury stock method), are included in the fully diluted share count when issued or at the beginning of the subsequent quarter after the date of grant. Generally, limited partnership units other than preferred units are expected to be paid a pro-rata distribution based on BGC's calculation of Adjusted Earnings per fully diluted share. However, out of an abundance of caution and in order to strengthen the Company's balance sheet due to the uncertain macroeconomic conditions with respect to the COVID-19 pandemic, BGC Holdings, L.P. has reduced its distributions of income from the operations of BGC's businesses to its partners.

Compensation charges are also adjusted for certain other cash and non-cash items, including those related to the amortization of GFI employee forgivable loans granted prior to the closing of the January 11, 2016 back-end merger with GFI.

## **CERTAIN OTHER COMPENSATION-RELATED ADJUSTMENTS FOR ADJUSTED EARNINGS**

BGC also excludes various other GAAP items that management views as not reflective of the Company's underlying performance in a given period from its calculation of Adjusted Earnings. These may include compensation-related items with respect to cost-saving initiatives, such as severance charges incurred in connection with headcount reductions as part of broad restructuring and/or cost savings plans.

## **CALCULATION OF NON-COMPENSATION ADJUSTMENTS FOR ADJUSTED EARNINGS**

Adjusted Earnings calculations may also exclude items such as:

- Non-cash GAAP charges related to the amortization of intangibles with respect to acquisitions;
- Acquisition related costs;
- Certain rent charges;
- Non-cash GAAP asset impairment charges; and
- Various other GAAP items that management views as not reflective of the Company's underlying performance in a given period, including non-compensation-related charges incurred as part of broad restructuring and/or cost savings plans. Such GAAP items may include charges for exiting leases and/or other long-term contracts as part of cost-saving initiatives, as well as non-cash impairment charges related to assets, goodwill and/or intangibles created from acquisitions.

## **CALCULATION OF ADJUSTMENTS FOR OTHER (INCOME) LOSSES FOR ADJUSTED EARNINGS**

Adjusted Earnings calculations also exclude certain other non-cash, non-dilutive, and/or non-economic items, which may, in some periods, include:

- Gains or losses on divestitures;
- Fair value adjustment of investments;
- Certain other GAAP items, including gains or losses related to BGC's investments accounted for under the equity method; and
- Any unusual, one-time, non-ordinary, or non-recurring gains or losses.

## **METHODOLOGY FOR CALCULATING ADJUSTED EARNINGS TAXES**

Although Adjusted Earnings are calculated on a pre-tax basis, BGC also reports post-tax Adjusted Earnings to fully diluted shareholders. The Company defines post-tax Adjusted Earnings to fully diluted shareholders as pre-tax Adjusted Earnings reduced by the non-GAAP tax provision described below and net income (loss) attributable to noncontrolling interest for Adjusted Earnings.

The Company calculates its tax provision for post-tax Adjusted Earnings using an annual estimate similar to how it accounts for its income tax provision under GAAP. To calculate the quarterly tax provision under GAAP, BGC estimates its full fiscal year GAAP income (loss) from operations before income taxes and noncontrolling interests in subsidiaries and the expected inclusions and deductions for income tax purposes, including expected equity-based compensation during the annual period. The resulting annualized tax rate is applied to BGC's quarterly GAAP income (loss) from operations before income taxes and noncontrolling interests in subsidiaries. At the end of the annual period, the Company updates its estimate to reflect the actual tax amounts owed for the period.

To determine the non-GAAP tax provision, BGC first adjusts pre-tax Adjusted Earnings by recognizing any, and only, amounts for which a tax deduction applies under applicable law. The amounts include charges with respect to equity-based compensation; certain charges related to employee loan forgiveness; certain net operating loss carryforwards when taken for statutory purposes; and certain charges related to tax goodwill amortization. These adjustments may also reflect timing and measurement differences, including treatment of employee loans; changes in the value of units between the dates of grants of exchangeability and the date of actual unit exchange; variations in the value of certain deferred tax assets; and liabilities and the different timing of permitted deductions for tax under GAAP and statutory tax requirements.

# DIFFERENCES BETWEEN NON-GAAP AND GAAP CONSOLIDATED RESULTS

(CONTINUED)



After application of these adjustments, the result is the Company's taxable income for its pre-tax Adjusted Earnings, to which BGC then applies the statutory tax rates to determine its non-GAAP tax provision. BGC views the effective tax rate on pre-tax Adjusted Earnings as equal to the amount of its non-GAAP tax provision divided by the amount of pre-tax Adjusted Earnings.

Generally, the most significant factor affecting this non-GAAP tax provision is the amount of charges relating to equity-based compensation. Because the charges relating to equity-based compensation are deductible in accordance with applicable tax laws, increases in such charges have the effect of lowering the Company's non-GAAP effective tax rate and thereby increasing its post-tax Adjusted Earnings.

BGC incurs income tax expenses based on the location, legal structure and jurisdictional taxing authorities of each of its subsidiaries. Certain of the Company's entities are taxed as U.S. partnerships and are subject to the Unincorporated Business Tax ("UBT") in New York City. Any U.S. federal and state income tax liability or benefit related to the partnership income or loss, with the exception of UBT, rests with the unit holders rather than with the partnership entity. The Company's consolidated financial statements include U.S. federal, state, and local income taxes on the Company's allocable share of the U.S. results of operations. Outside of the U.S., BGC is expected to operate principally through subsidiary corporations subject to local income taxes. For these reasons, taxes for Adjusted Earnings are expected to be presented to show the tax provision the consolidated Company would expect to pay if 100 percent of earnings were taxed at global corporate rates.

## CALCULATIONS OF PRE- AND POST-TAX ADJUSTED EARNINGS PER SHARE

BGC's pre- and post-tax Adjusted Earnings per share calculations assume either that:

- The fully diluted share count includes the shares related to any dilutive instruments, but excludes the associated expense, net of tax, when the impact would be dilutive; or
- The fully diluted share count excludes the shares related to these instruments, but includes the associated expense, net of tax.

The share count for Adjusted Earnings excludes certain shares and share equivalents expected to be issued in future periods but not yet eligible to receive dividends and/or distributions. Each quarter, the dividend payable to BGC's stockholders, if any, is expected to be determined by the Company's Board of Directors with reference to a number of factors, including post-tax Adjusted Earnings per share. BGC may also pay a pro-rata distribution of net income to limited partnership units, as well as to Cantor for its noncontrolling interest. The amount of this net income, and therefore of these payments per unit, would be determined using the above definition of Adjusted Earnings per share on a pre-tax basis.

The declaration, payment, timing, and amount of any future dividends payable by the Company will be at the discretion of its Board of Directors using the fully diluted share count. For more information on any share count adjustments, see the table titled "Fully Diluted Weighted-Average Share Count under GAAP and for Adjusted Earnings".

## MANAGEMENT RATIONALE FOR USING ADJUSTED EARNINGS

BGC's calculation of Adjusted Earnings excludes the items discussed above because they are either non-cash in nature, because the anticipated benefits from the expenditures are not expected to be fully realized until future periods, or because the Company views results excluding these items as a better reflection of the underlying performance of BGC's ongoing operations. Management uses Adjusted Earnings in part to help it evaluate, among other things, the overall performance of the Company's business, to make decisions with respect to the Company's operations, and to determine the amount of dividends payable to common stockholders and distributions payable to holders of limited partnership units. Dividends payable to common stockholders and distributions payable to holders of limited partnership units are included within "Dividends to stockholders" and "Earnings distributions to limited partnership interests and noncontrolling interests," respectively, in our unaudited, condensed, consolidated statements of cash flows.

The term "Adjusted Earnings" should not be considered in isolation or as an alternative to GAAP net income (loss). The Company views Adjusted Earnings as a metric that is not indicative of liquidity, or the cash available to fund its operations, but rather as a performance measure. Pre- and post-tax Adjusted Earnings, as well as related measures, are not intended to replace the Company's presentation of its GAAP financial results. However, management believes that these measures help provide investors with a clearer understanding of BGC's financial performance and offer useful information to both management and investors regarding certain financial and business trends related to the Company's financial condition and results of operations. Management believes that the GAAP and Adjusted Earnings measures of financial performance should be considered together.

For more information regarding Adjusted Earnings, see the sections of this document and/or the Company's most recent financial results press release titled "Reconciliation of GAAP Income (Loss) from Operations before Income Taxes to Adjusted Earnings and GAAP Fully Diluted EPS to Post-Tax Adjusted EPS", including the related footnotes, for details about how BGC's non-GAAP results are reconciled to those under GAAP.

# DIFFERENCES BETWEEN NON-GAAP AND GAAP CONSOLIDATED RESULTS



(CONTINUED)

## ADJUSTED EBITDA DEFINED

BGC also provides an additional non-GAAP financial performance measure, “Adjusted EBITDA”, which it defines as GAAP “Net income (loss) available to common stockholders”, adjusted to add back the following items:

- Provision (benefit) for income taxes;
- Net income (loss) attributable to noncontrolling interest in subsidiaries;
- Interest expense;
- Fixed asset depreciation and intangible asset amortization;
- Equity-based compensation and allocations of net income to limited partnership units and FPU's;
- Impairment of long-lived assets;
- (Gains) losses on equity method investments; and
- Certain other non-cash GAAP items, such as non-cash charges of amortized rents incurred by the Company for its new UK based headquarters.

The Company's management believes that its Adjusted EBITDA measure is useful in evaluating BGC's operating performance, because the calculation of this measure generally eliminates the effects of financing and income taxes and the accounting effects of capital spending and acquisitions, which would include impairment charges of goodwill and intangibles created from acquisitions. Such items may vary for different companies for reasons unrelated to overall operating performance. As a result, the Company's management uses this measure to evaluate operating performance and for other discretionary purposes. BGC believes that Adjusted EBITDA is useful to investors to assist them in getting a more complete picture of the Company's financial results and operations.

Since BGC's Adjusted EBITDA is not a recognized measurement under GAAP, investors should use this measure in addition to GAAP measures of net income when analyzing BGC's operating performance. Because not all companies use identical EBITDA calculations, the Company's presentation of Adjusted EBITDA may not be comparable to similarly titled measures of other companies. Furthermore, Adjusted EBITDA is not intended to be a measure of free cash flow or GAAP cash flow from operations because the Company's Adjusted EBITDA does not consider certain cash requirements, such as tax and debt service payments.

For more information regarding Adjusted EBITDA, see the section of this document and/or the Company's most recent financial results press release titled “Reconciliation of GAAP Net Income (Loss) Available to Common Stockholders to Adjusted EBITDA”, including the footnotes to the same, for details about how BGC's non-GAAP results are reconciled to those under GAAP.

## TIMING OF OUTLOOK FOR CERTAIN GAAP AND NON-GAAP ITEMS

BGC anticipates providing forward-looking guidance for GAAP revenues and for certain non-GAAP measures from time to time. However, the Company does not anticipate providing an outlook for other GAAP results. This is because certain GAAP items, which are excluded from Adjusted Earnings and/or Adjusted EBITDA, are difficult to forecast with precision before the end of each period. The Company therefore believes that it is not possible for it to have the required information necessary to forecast GAAP results or to quantitatively reconcile GAAP forecasts to non-GAAP forecasts with sufficient precision without unreasonable efforts. For the same reasons, the Company is unable to address the probable significance of the unavailable information. The relevant items that are difficult to predict on a quarterly and/or annual basis with precision and may materially impact the Company's GAAP results include, but are not limited, to the following:

- Certain equity-based compensation charges that may be determined at the discretion of management throughout and up to the period-end;
- Unusual, one-time, non-ordinary, or non-recurring items;
- The impact of gains or losses on certain marketable securities, as well as any gains or losses related to associated mark-to-market movements and/or hedging. These items are calculated using period-end closing prices;
- Non-cash asset impairment charges, which are calculated and analyzed based on the period-end values of the underlying assets. These amounts may not be known until after period-end;
- Acquisitions, dispositions and/or resolutions of litigation, which are fluid and unpredictable in nature.

## LIQUIDITY DEFINED

BGC may also use a non-GAAP measure called “liquidity”. The Company considers liquidity to be comprised of the sum of cash and cash equivalents, reverse repurchase agreements (if any), securities owned, and marketable securities, less securities lent out in securities loaned transactions and repurchase agreements (if any). The Company considers liquidity to be an important metric for determining the amount of cash that is available or that could be readily available to the Company on short notice.

For more information regarding Liquidity, see the section of this document and/or the Company's most recent financial results press release titled “Liquidity Analysis”, including any footnotes to the same, for details about how BGC's non-GAAP results are reconciled to those under GAAP.



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