

BGC Partners, Inc.  
Form 10-Q  
May 10, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended March 31, 2018

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Numbers: 0-28191, 1-35591

BGC Partners, Inc.

(Exact name of registrant as specified in its charter)

Delaware	13-4063515
(State or other jurisdiction of	(I.R.S. Employer
incorporation or organization)	Identification No.)

499 Park Avenue, New York, NY	10022
(Address of principal executive offices)	(Zip Code)

(212) 610-2200

(Registrant's telephone number, including area code)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an “emerging growth company”. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

On May 7, 2018, the registrant had 282,954,115 shares of Class A common stock, \$0.01 par value, and 34,848,107 shares of Class B common stock, \$0.01 par value, outstanding.

BGC PARTNERS, INC.

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SPECIAL NOTE ON FORWARD-LOOKING INFORMATION

This Quarterly Report on Form 10-Q (“Form 10-Q”) contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, which we refer to as the “Securities Act,” and Section 21E of the Securities Exchange Act of 1934, as amended, which we refer to as the “Exchange Act.” Such statements are based upon current expectations that involve risks and uncertainties. Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. For example, words such as “may,” “will,” “should,” “estimates,” “predicts,” “possible,” “potential,” “continue,” “strategy,” “believes,” “anticipates,” “plans,” “expects,” “intends,” expressions are intended to identify forward-looking statements.

Our actual results and the outcome and timing of certain events may differ significantly from the expectations discussed in the forward-looking statements. Factors that might cause or contribute to such a discrepancy include, but are not limited to, the factors set forth below and may impact either or both of our operating segments:

- market conditions, including trading volume and volatility, potential deterioration of equity and debt capital markets and markets for commercial real estate and related services, and our ability to access the capital markets;
- pricing, commissions and fees, and market position with respect to any of our products and services and those of our competitors;
- the effect of industry concentration and reorganization, reduction of customers, and consolidation;
- liquidity, regulatory, and clearing capital requirements and the impact of credit market events;
- our relationships and transactions with Cantor Fitzgerald, L.P. and its affiliates, which we refer to as “Cantor,” including Cantor Fitzgerald & Co., which we refer to as “CF&Co,” and Cantor Commercial Real Estate Company, L.P., which we refer to as “CCRE,” as well as those with our publicly traded subsidiary, Newmark Group, Inc., which owns our Real Estate Services business and which we refer to as “Newmark,” any related conflicts of interest, any impact of Cantor’s results on our credit ratings and associated outlooks, any loans to or from us, Newmark or Cantor, the Berkeley Point Acquisition (defined below) from and our investment in Real Estate LP (defined below) with CCRE, CF&Co’s acting as our sales agent or underwriter under our controlled equity or other offerings, Cantor’s holdings of our debt securities, CF&Co’s acting as a market maker in our debt securities, CF&Co’s acting as our financial advisor in connection with potential business combinations, dispositions, or other transactions, our participation in various investments, stock loans or cash management vehicles placed by or recommended by CF&Co, and any services provided by or other arrangements with CCRE;
- risks associated with the integration of acquired businesses with our other businesses;
- economic or geopolitical conditions or uncertainties, the actions of governments or central banks, including uncertainty regarding the U.K. exit from the European Union following the referendum and related rulings, and the impact of terrorist acts, acts of war or other violence or political unrest, as well as natural disasters or weather-related or similar events, including power failures, communication and transportation disruptions, and other interruptions of utilities or other essential services (including recent hurricanes);
  - the effect on our businesses, our clients, the markets in which we operate, and the economy in general of recent changes in the U.S. and foreign tax and other laws, possible shutdowns of the U.S. government, sequestrations, uncertainties regarding the debt ceiling and the federal budget, and other potential political policies and impasses;
- the effect on our businesses of worldwide governmental debt issuances, austerity programs, increases or decreases in deficits, and other changes to monetary policy, and potential political impasses or regulatory requirements, including increased capital requirements for banks and other institutions or changes in legislation, regulations and priorities;
- extensive regulation of our businesses and customers, changes in regulations relating to financial services companies, commercial real estate and other industries, and risks relating to compliance matters, including regulatory examinations, inspections, investigations and enforcement actions, and any resulting costs, increased financial and capital requirements, enhanced oversight, fines, penalties, sanctions, and changes to or restrictions or limitations on specific activities, operations, compensatory arrangements, and growth opportunities, including acquisitions, hiring, and new businesses, products, or services;
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factors related to specific transactions or series of transactions, including credit, performance, and principal risk, trade failures, counterparty failures, and the impact of fraud and unauthorized trading;  
risks related to changes in our relationships with the Government Sponsored Enterprises (“GSEs”) and Housing and Urban Development (“HUD”), changes in prevailing interest rates and the risk of loss in connection with loan defaults;

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• costs and expenses of developing, maintaining, and protecting our intellectual property, as well as employment and other litigation and their related costs, including judgments or settlements paid or received and the impact thereof on our financial results and cash flows in any given period;

• certain financial risks, including the possibility of future losses, reduced cash flows from operations, increased leverage and the need for short- or long-term borrowings, including from Cantor, the ability of us or Newmark to refinance our respective indebtedness, or other sources of cash relating to acquisitions, dispositions, or other matters, potential liquidity and other risks relating to our ability to obtain additional financing or refinancing of existing debt on terms acceptable to us, if at all, and risks of the resulting leverage, including potentially causing a reduction in our credit ratings and the associated outlooks and increased borrowing costs, including as a result of the Berkeley Point Acquisition (defined below), as well as interest rate and foreign currency exchange rate fluctuations;

• risks associated with the temporary or longer-term investment of our available cash, including defaults or impairments on our investments, stock loans or cash management vehicles and collectability of loan balances owed to us by partners, employees, or others;

• our ability to enter new markets or develop new products, trading desks, marketplaces, or services for existing or new customers and to induce such customers to use these products, trading desks, marketplaces, or services and to secure and maintain market share;

• our ability to enter into marketing and strategic alliances and business combinations or other transactions in the financial services, real estate, and other industries, including acquisitions, tender offers, dispositions, reorganizations, partnering opportunities and joint ventures, and our ability to maintain or develop relationships with independently owned offices in our Real Estate Services business and our ability to grow in other geographic regions, including the Berkeley Point Acquisition and the Separation (defined below), the Newmark IPO (defined below) and our proposed distribution of shares of Newmark owned by us, the anticipated benefits of any such transactions, relationships or growth and the future impact of such transactions, relationships or growth on our other businesses and our financial results for current or future periods, the integration of any completed acquisitions and the use of proceeds of any completed dispositions, and the value of and any hedging entered into in connection with consideration received or to be received in connection with such dispositions and any transfers thereof;

• the timing of the distribution of the shares we own in Newmark to our stockholders and whether the distribution will occur at all;

• our estimates or determinations of potential value with respect to various assets or portions of our businesses, including with respect to the accuracy of the assumptions or the valuation models or multiples used;

• our ability to hire and retain personnel, including brokers, salespeople, managers, and other professionals;

• our ability to expand the use of technology for hybrid and fully electronic trading in our product and service offerings;

• our ability to effectively manage any growth that may be achieved, while ensuring compliance with all applicable financial reporting, internal control, legal compliance, and regulatory requirements;

• our ability to identify and remediate any material weaknesses in our internal controls that could affect our ability to prepare financial statements and reports in a timely manner, control our policies, practices and procedures, operations and assets, assess and manage our operational, regulatory and financial risks, and integrate our acquired businesses and brokers, salespeople, managers and other professionals;

• the effectiveness of our risk management policies and procedures, and the impact of unexpected market moves and similar events;

• information technology risks, including capacity constraints, failures, or disruptions in our systems or those of the clients, counterparties, exchanges, clearing facilities, or other parties with which we interact, including cybersecurity risks and incidents, privacy risk and exposure to potential liability and regulatory focus;

• the fact that the prices at which shares of our Class A common stock are sold in one or more of our controlled equity offerings or in other offerings or other transactions or the price of shares in Newmark that we own may vary significantly, and purchasers of shares in such offerings or other transactions, as well as existing stockholders, may suffer significant dilution if the price they paid for their shares is higher than the price paid by other purchasers in such offerings or transactions;

• our ability to meet expectations with respect to payments of dividends and distributions and repurchases of shares of our Class A common stock and purchases or redemptions of limited partnership interests of BGC Holdings, L.P.,

which we refer to as “BGC Holdings,” or other equity interests in us or any of our other subsidiaries, including Newmark and its

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subsidiaries, including from Cantor, our executive officers, other employees, partners, and others, and the net proceeds to be realized by us from offerings of our shares of Class A common stock; and the effect on the market for and trading price of our Class A common stock and Newmark's Class A common stock and of various offerings and other transactions, including our controlled equity and other offerings of our Class A common stock and convertible or exchangeable securities, the Separation, the Newmark IPO and the proposed distribution of shares of Newmark owned by us, our repurchases of shares of our Class A common stock and purchases of BGC Holdings limited partnership interests or other equity interests in us or in our subsidiaries, including Newmark and its subsidiaries, any exchanges by Cantor of shares of our Class A common stock for shares of our Class B common stock, any exchanges or redemptions of limited partnership units and issuances of shares of Class A common stock in connection therewith, including in partnership restructurings, our payment of dividends on our Class A common stock and distributions on BGC Holdings limited partnership interests, convertible arbitrage, hedging, and other transactions engaged in by holders of our outstanding debt or other securities, share sales and stock pledge, stock loan, and other financing transactions by holders of our shares (including by Cantor or others), including of shares acquired pursuant to our employee benefit plans, unit exchanges and redemptions, partnership restructurings, acquisitions, conversions of our Class B common stock and our other convertible securities, stock pledge, stock loan, or other financing transactions, and distributions from Cantor pursuant to Cantor's distribution rights obligations and other distributions to Cantor partners, including deferred distribution rights shares

The foregoing risks and uncertainties, as well as those risks and uncertainties set forth in this Quarterly Report on Form 10-Q, may cause actual results and events to differ materially from the forward-looking statements. The information included herein is given as of the filing date of this Form 10-Q with the Securities and Exchange Commission (the "SEC"), and future results or events could differ significantly from these forward-looking statements. The Company does not undertake to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission (the “SEC”). You may read and copy any document we file at the SEC’s Public Reference Room located at One Station Place, 100 F Street, N.E., Washington, D.C. 20549. You can also request copies of the documents, upon payment of a duplicating fee, by writing the Public Reference Section of the SEC. Please call the SEC at 1-800-SEC-0330 for further information on the Public Reference Room. These filings are also available to the public from the SEC’s website at [www.sec.gov](http://www.sec.gov).

Our website address is [www.bgcpartners.com](http://www.bgcpartners.com). Through our website, we make available, free of charge, the following documents as soon as reasonably practicable after they are electronically filed with, or furnished to, the SEC: our Annual Reports on Form 10-K; our proxy statements for our annual and special stockholder meetings; our Quarterly Reports on Form 10-Q; our Current Reports on Form 8-K; Forms 3, 4 and 5 and Schedules 13D filed on behalf of Cantor, CF Group Management, Inc. (“CFGM”), our directors and our executive officers; and amendments to those documents. Our website also contains additional information with respect to our industry and business. The information contained on, or that may be accessed through, our website is not part of, and is not incorporated into, this Quarterly Report on Form 10-Q.

## PART I—FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

## BGC PARTNERS, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

(in thousands, except per share data)

(unaudited)

	March 31, 2018	December 31, 2017
<b>Assets</b>		
Cash and cash equivalents	\$ 362,613	\$ 634,333
Cash segregated under regulatory requirements	330,126	162,457
Securities owned	89,357	33,007
Securities borrowed	309	—
Marketable securities	96,061	208,176
Loans held for sale, at fair value	965,639	362,635
Receivables from broker-dealers, clearing organizations, customers and related broker-dealers	1,407,052	745,402
Mortgage servicing rights, net	381,526	392,626
Accrued commissions and other receivables, net	784,513	620,039
Loans, forgivable loans and other receivables from employees and partners, net	369,114	335,734
Fixed assets, net	196,906	189,347
Investments	153,452	141,788
Goodwill	944,795	945,582
Other intangible assets, net	307,183	311,021
Receivables from related parties	6,579	3,739
Other assets	382,271	343,826
<b>Total assets</b>	<b>\$ 6,777,496</b>	<b>\$ 5,429,712</b>
<b>Liabilities, Redeemable Partnership Interest, and Equity</b>		
Short-term borrowings	\$ 6,017	\$ 6,046
Short-term borrowings from related parties	180,000	—
Repurchase agreements	985	—
Securities loaned	92,565	202,343
Warehouse notes payable	950,479	360,440
Accrued compensation	442,871	432,733
Payables to broker-dealers, clearing organizations, customers and related broker-dealers	1,219,815	607,580
Payables to related parties	45,682	40,988
Accounts payable, accrued and other liabilities	976,432	942,917
Notes payable and other borrowings	1,375,943	1,650,509
<b>Total liabilities</b>	<b>5,290,789</b>	<b>4,243,556</b>
Commitments, contingencies and guarantees (Note 23)		
Redeemable partnership interest	47,505	46,415
<b>Equity</b>		
Stockholders' equity:		

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Class A common stock, par value \$0.01 per share; 750,000 shares authorized;		
328,529 and 306,218 shares issued at March 31, 2018 and December 31, 2017,		
respectively; and 279,279 and 256,968 shares outstanding at March 31, 2018 and		
December 31, 2017, respectively	3,286	3,063
Class B common stock, par value \$0.01 per share; 150,000 shares authorized;		
34,848 shares issued and outstanding at March 31, 2018 and December 31, 2017,		
convertible into Class A common stock	348	348
Additional paid-in capital	1,984,297	1,763,371
Contingent Class A common stock	40,298	40,472
Treasury stock, at cost: 49,250 and 49,250 shares of Class A common stock at March 31,		
2018		
and December 31, 2017, respectively	(303,873 )	(303,873 )
Retained deficit	(837,753 )	(859,009 )
Accumulated other comprehensive income (loss)	(8,754 )	(10,486 )
Total stockholders' equity	877,849	633,886
Noncontrolling interest in subsidiaries	561,353	505,855
Total equity	1,439,202	1,139,741
Total liabilities, redeemable partnership interest, and equity	\$6,777,496	\$ 5,429,712

The accompanying Notes to the unaudited Condensed Consolidated Financial Statements

are an integral part of these financial statements.

BGC PARTNERS, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per share data)

(unaudited)

	Three Months Ended March 31,	
	2018	2017
<b>Revenues:</b>		
Commissions	\$ 668,599	\$ 545,720
Principal transactions	91,918	85,743
Gains from mortgage banking activities/originations, net	38,914	45,261
Real estate management and other services	96,878	50,630
Servicing fees	28,926	24,832
Fees from related parties	6,590	6,938
Data, software and post-trade	15,099	13,087
Interest income	8,748	10,006
Other revenues	974	976
<b>Total revenues</b>	<b>956,646</b>	<b>783,193</b>
<b>Expenses:</b>		
Compensation and employee benefits	534,811	460,631
Allocations of net income and grant of exchangeability to		
limited partnership units and FPU's	65,232	63,193
<b>Total compensation and employee benefits</b>	<b>600,043</b>	<b>523,824</b>
Occupancy and equipment	54,784	50,829
Fees to related parties	7,764	6,490
Professional and consulting fees	26,081	21,670
Communications	34,850	32,173
Selling and promotion	29,849	24,641
Commissions and floor brokerage	14,095	10,430
Interest expense	27,138	18,763
Other expenses	68,591	42,393
<b>Total expenses</b>	<b>863,195</b>	<b>731,213</b>
<b>Other income (losses) , net:</b>		
Gain (loss) on divestiture and sale of investments	—	557
Gains (losses) on equity method investments	5,801	237
Other income (loss)	33,942	5,020
<b>Total other income (losses), net</b>	<b>39,743</b>	<b>5,814</b>
Income (loss) from operations before income taxes	133,194	57,794
Provision (benefit) for income taxes	35,763	6,678
<b>Consolidated net income (loss)</b>	<b>\$97,431</b>	<b>\$51,116</b>
<b>Less: Net income (loss) attributable to noncontrolling</b>		
interest in subsidiaries	38,657	14,291
<b>Net income (loss) available to common stockholders</b>	<b>\$58,774</b>	<b>\$36,825</b>

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Per share data:		
Basic earnings (loss) per share		
Net income (loss) available to common stockholders	\$58,774	\$36,825
Basic earnings (loss) per share	\$0.19	\$0.13
Basic weighted-average shares of common		
stock outstanding	307,728	283,399
Fully diluted earnings (loss) per share		
Net income (loss) for fully diluted shares	\$88,757	\$56,634
Fully diluted earnings (loss) per share	\$0.19	\$0.13
Fully diluted weighted-average shares of common stock		
outstanding	478,935	444,826
Dividends declared per share of common stock	\$0.18	\$0.16
Dividends declared and paid per share of common stock	\$0.18	\$0.16

The accompanying Notes to the unaudited Condensed Consolidated Financial Statements are an integral part of these financial statements.

BGC PARTNERS, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(in thousands)

(unaudited)

	Three Months Ended March 31, 2018	2017
Consolidated net income (loss)	\$ 97,431	\$ 51,116
Other comprehensive income (loss), net of tax:		
Foreign currency translation adjustments	3,658	6,481
Available for sale securities	999	(287 )
Total other comprehensive income (loss), net of tax	4,657	6,194
Comprehensive income (loss)	102,088	57,310
Less: Comprehensive income (loss) attributable to noncontrolling interest in subsidiaries, net of tax	39,289	15,060
Comprehensive income (loss) attributable to common stockholders	\$ 62,799	\$ 42,250

The accompanying Notes to the unaudited Condensed Consolidated Financial Statements

are an integral part of these financial statements.

BGC PARTNERS, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

(unaudited)

	Three Months Ended March 31,	
	2018	2017
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Consolidated net income (loss)	\$97,431	\$51,116
Adjustments to reconcile consolidated net income (loss) to net cash provided by (used in) operating activities:		
Fixed asset depreciation and intangible asset amortization	22,318	19,503
Amortization of mortgage servicing rights, net	17,999	13,937
Employee loan amortization and reserves on employee loans	7,578	7,663
Equity-based compensation and allocations of net income to limited partnership units and FPU's	57,998	70,716
Deferred compensation expense	2,379	3,777
Gain on originated mortgage servicing rights	(6,389 )	(28,806 )
Unrealized losses (gains) on loans held for sale	(15,126 )	(2,102 )
Loan originations - loans held for sale	(1,410,690)	(1,842,357)
Loan sales - loans held for sale	822,812	2,139,634
Losses (gains) on equity method investments	(5,801 )	(237 )
Amortization of discount (premium) on notes payable	(255 )	(369 )
Unrealized (gain) loss on marketable securities	(8,090 )	(4,725 )
Impairment of fixed assets, intangible assets and investments	56	1,424
Deferred tax provision (benefit)	579	4,587
Realized losses (gains) on marketable securities	(3,336 )	(1,222 )
Change in estimated acquisition earn-out payables	(506 )	(1,042 )
Loss (gain) on other investments	(21,210 )	—
Other	—	(617 )
Consolidated net income (loss), adjusted for non-cash and non-operating items	(442,253 )	430,880
Decrease (increase) in operating assets:		
Reverse repurchase agreements	—	54,659
Securities owned	(56,350 )	1,269
Securities borrowed	(309 )	—
Receivables from broker-dealers, clearing organizations, customers and related broker-dealers	(661,863 )	(1,168,166)
Accrued commissions and other receivables, net	(94,204 )	(22,306 )
Loans, forgivable loans and other receivables from employees and partners, net	(40,876 )	(17,479 )
Receivables from related parties	(3,301 )	(3,325 )
Other assets	(17,463 )	(6,422 )
Increase (decrease) in operating liabilities:		



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Repurchase agreements	985	4,869
Securities loaned	(109,778 )	87,293
Accrued compensation	(23,916 )	(54,946 )
Payables to broker-dealers, clearing organizations, customers and related		
broker-dealers	612,283	1,138,003
Payables to related parties	4,694	(10,775 )
Accounts payable, accrued and other liabilities	(384 )	(9,263 )
Net cash provided by (used in) operating activities	\$(832,735 )	\$424,291

The accompanying Notes to the unaudited Condensed Consolidated Financial Statements

are an integral part of these financial statements.

BGC PARTNERS, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS—(Continued)

(in thousands)

(unaudited)

	Three Months Ended March 31,	
	2018	2017
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchases of fixed assets	\$(9,970 )	\$(9,977 )
Capitalization of software development costs	(11,221 )	(4,704 )
Purchase of equity and cost method investments	(7,678 )	(521 )
Proceeds from equity method investments	1,814	—
Payments for acquisitions, net of cash and restricted cash acquired	—	14,436
Purchase of mortgage servicing rights	(509 )	—
Proceeds from sale of marketable securities	123,541	7,829
Capitalization of trademarks, patent defense and registration costs	—	(124 )
Net cash (used in) provided by investing activities	\$95,977	\$6,939
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Repayments of notes payable and other borrowings	\$(274,311 )	\$(1,753 )
Proceeds from warehouse notes payable	1,410,690	1,842,357
Repayments on warehouse notes payable	(820,651 )	(1,879,963)
Advances from related parties	—	241,000
Repayments to related parties	—	(483,000 )
Earnings distributions	(51,225 )	(36,158 )
Redemption and repurchase of limited partnership interests	(1,732 )	(14,183 )
Dividends to stockholders	(55,576 )	(45,124 )
Repurchase of Class A common stock	—	(6,120 )
Cancellation of restricted stock units in satisfaction of withholding tax requirements	—	(52 )
Proceeds from issuance of Class A common stock, net of costs	246,704	—
Loan from related parties	180,000	—
Payments on acquisitions earn-outs	(5,062 )	(10,153 )
Net cash (used in) provided by financing activities	628,837	(393,149 )
Effect of exchange rate changes on cash and cash equivalents and Cash segregated under regulatory requirements	3,870	2,127
Net (decrease) increase in cash and cash equivalents and Cash segregated under regulatory requirements	(104,051 )	40,208
Cash and cash equivalents and Cash segregated under regulatory requirements at beginning of period	796,790	593,435
Cash and cash equivalents and Cash segregated under regulatory requirements at end of period	\$692,739	\$633,643
<b>Supplemental cash information:</b>		
Cash paid during the period for taxes	12,959	5,824
Cash paid during the period for interest	24,269	15,979
<b>Supplemental non-cash information:</b>		

Issuance of Class A common stock upon exchange of limited partnership interests	\$40,754	\$35,592
Issuance of Class A and contingent Class A common stock and limited partnership interests for acquisitions	4,027	4,635

The accompanying Notes to the unaudited Condensed Consolidated Financial Statements are an integral part of these financial statements.

BGC PARTNERS, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the Year Ended December 31, 2017

(in thousands, except share amounts)

	BGC Partners, Inc. Stockholders						Accumulated		
	Class A  Common Stock	Class B  Common Stock	Additional Paid-in Capital	Contingent Class A  Common Stock	Treasury Stock	Retained Deficit	Other Comprehensive Income (Loss)	Noncontrolling Interest in Subsidiaries	Total
Balance, January 1, 2017	\$2,925	\$348	\$1,662,615	\$42,472	\$(288,743)	\$(212,858)	\$(23,199)	\$449,980	\$1,633,540
Consolidated net income (loss)	—	—	—	—	—	51,475	—	30,254	81,729
Other comprehensive gain, net of tax	—	—	—	—	—	—	12,713	2,139	14,852
Equity-based compensation, 570,944 shares	6	—	1,370	—	—	—	—	761	2,137
Dividends to common stockholders	—	—	—	—	—	(200,116)	—	—	(200,116 )
Earnings distributions to limited partnership interests and other noncontrolling interests	—	—	—	—	—	—	—	(118,795)	(118,795 )
Grant of exchangeability and redemption of limited partnership interests, issuance of 9,179,295 shares	92	—	125,502	—	—	—	—	77,605	203,199
	20	—	45,101	—	—	—	—	12,600	57,721

Issuance of Class  
A common stock  
(net of costs),

1,994,670 shares									
Redemption of FPU's, 729,802 units	—	—	—	—	—	—	—	(6,665 )	(6,665 )
Repurchase of Class A common stock, 1,386,769 shares	—	—	—	—	(13,164 )	—	—	(3,609 )	(16,773 )
Forfeitures of restricted Class A common stock,									
183,246 shares	—	—	1,063	—	(1,966 )	—	—	(250 )	(1,153 )
Cantor purchase of Cantor units from BGC Holdings									
upon redemption of founding/working partners units,									
1,179,788 units	—	—	—	—	—	—	—	3,920	3,920
Issuance of Class A common stock for acquisitions,									
1,923,854 shares	20	—	8,037	(5,961 )	—	—	—	566	2,662
Issuance of contingent shares and limited partnership									
interests in connection with acquisitions	—	—	5,121	3,961	—	—	—	2,488	11,570
Acquisition related distribution from Berkeley Point to CCRE	—	—	—	—	—	(56,483 )	—	(32,666 )	(89,149 )
Acquisition of Berkeley Point	—	—	(87,434 )	—	—	(441,386)	—	(237,586)	(766,406 )
Newmark Group Inc. noncontrolling	—	—	—	—	—	—	—	305,420	305,420

interest									
Purchase of Newmark noncontrolling interest	—	—	(175 )	—	—	—	—	(140 )	(315 )
Noncontrolling interest in Commercial Real Estate Consulting Firm	—	—	—	—	—	—	—	18,056	18,056
Other	—	—	2,171	—	—	359	—	1,777	4,307
Balance, December 31, 2017	\$3,063	\$348	\$1,763,371	\$40,472	\$(303,873)	\$(859,009)	\$(10,486)	\$505,855	\$1,139,741

The accompanying Notes to the unaudited Condensed Consolidated Financial Statements

are an integral part of these financial statements.

BGC PARTNERS, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the Three Months Ended March 31, 2018

(in thousands, except share amounts)

(unaudited)

	BGC Partners, Inc. Stockholders						Accumulated		
	Class A Common Stock	Class B Common Stock	Additional Paid-in Capital	Contingent Class A Common Stock	Treasury Stock	Retained Deficit	Other Comprehensive Income (Loss)	Noncontrolling Interest in Subsidiaries	Total
Balance, January 1, 2018	\$3,063	\$348	\$1,763,371	\$40,472	\$(303,873)	\$(859,009)	\$(10,486)	\$505,855	\$1,139,741
Consolidated net income (loss)	—	—	—	—	—	58,774	—	38,657	97,431
Other comprehensive gain, net of tax	—	—	—	—	—	—	4,025	632	4,657
Equity-based compensation, 280,884 shares	3	—	836	—	—	—	—	453	1,292
Dividends to common stockholders	—	—	—	—	—	(55,576 )	—	—	(55,576 )
Earnings distributions to limited partnership interests and  other noncontrolling interests	—	—	—	—	—	—	—	(51,225 )	(51,225 )
Grant of exchangeability and redemption of limited partnership interests,	28	—	35,475	—	—	—	—	18,430	53,933

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issuance of 2,787,190 shares										
Issuance of Class A common stock (net of costs),										
18,925,702 shares	189	—	181,272	—	—	—	—	49,589	231,050	
Redemption of FPU's, 5,403 units	—	—	—	—	—	—	—	171	171	
Issuance of Class A common stock for acquisitions,										
317,096 shares	3	—	3,334	(174 )	—	—	—	864	4,027	
Purchase of Newmark noncontrolling interest	—	—	—	—	—	—	—	(100 )	(100 )	
Newmark Group Inc. noncontrolling interest	—	—	—	—	—	—	—	(4,897 )	(4,897 )	
Cumulative effect of revenue standard adoption	—	—	—	—	—	16,387	—	2,303	18,690	
Cumulative effect of adoption of standard on equity investments	—	—	—	—	—	1,671	(2,293 )	622	—	
Other	—	—	9	—	—	—	—	(1 )	8	
Balance, March 31, 2018	\$3,286	\$348	\$1,984,297	\$40,298	\$(303,873)	\$(837,753)	\$(8,754 )	\$561,353	\$1,439,202	

The accompanying Notes to the unaudited Condensed Consolidated Financial Statements

are an integral part of these financial statements.





BGC PARTNERS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

1. Organization and Basis of Presentation

Business Overview

BGC Partners, Inc. (together with its subsidiaries, “BGC Partners,” “BGC” or the “Company”) is a leading global brokerage company servicing the financial and real estate markets through its two segments, Financial Services and Real Estate Services. Through the Company’s financial service brands, including BGC, GFI, Sunrise, Besso and R.P. Martin among others, the Company’s Financial Services segment specializes in the brokerage of a broad range of products, including fixed income (rates and credit), foreign exchange, equities, energy and commodities, insurance, and futures. It also provides a wide range of services, including trade execution, broker-dealer services, clearing, trade compression, post trade, information, and other back-office services to a broad range of financial and non-financial institutions. BGC Partners’ integrated platform is designed to provide flexibility to customers with regard to price discovery, execution and processing of transactions, and enables them to use voice, hybrid, or in many markets, fully electronic brokerage services in connection with transactions executed either over-the-counter (“OTC”) or through an exchange. Through the Company’s electronic brands including Fenics, BGC Trader, BGC Market Data, Capitalab and Lucera, BGC Partners offers fully electronic brokerage, financial technology solutions, market data, post-trade services and analytics related to financial instruments and markets.

Newmark Group, Inc. (which may be referred to as “Newmark” or “NKF”), the Company’s Real Estate Services segment, is a leading commercial real estate services firm. Newmark offers a full suite of services and products for both owners and occupiers across the entire commercial real estate industry. Our investor/owner services and products include capital markets, which consists of investment sales, debt and structured finance and loan sales, agency leasing, property management, valuation and advisory, diligence and underwriting and government sponsored entity (“GSE”) lending and loan servicing. Newmark’s occupier services and products include tenant representation, real estate management technology systems, workplace and occupancy strategy, global corporate consulting, project management, lease administration and facilities management. Newmark enhances these services and products through innovative real estate technology solutions and data analytics that enable our clients to increase their efficiency and profits. Newmark has relationships with many of the world’s largest commercial property owners, real estate developers and investors, as well as Fortune 500 and Forbes Global 2000 companies.

On September 8, 2017, the Company and one of its operating partnerships, BGC Partners, L.P., closed (the “Closing”) on the acquisition of Berkeley Point Financial LLC (“Berkeley Point”) pursuant to a Transaction Agreement, dated as of July 17, 2017, with Cantor Fitzgerald, L.P. (“Cantor”) and certain of Cantor’s affiliates, including Cantor Commercial Real Estate Company, L.P. (“CCRE”) and Cantor Commercial Real Estate Sponsor, L.P., the general partner of CCRE. Berkeley Point is a leading commercial real estate finance company focused on the origination and sale of multifamily and other commercial real estate loans through government-sponsored and government-funded loan programs, as well as the servicing of commercial real estate loans. At the Closing, the Company purchased and acquired from CCRE all of the outstanding membership interests of Berkeley Point, a wholly owned subsidiary of CCRE, for an acquisition price of \$875.0 million, subject to a post-closing upward or downward adjustment to the extent that the net assets, inclusive of certain fair value adjustments, of Berkeley Point as of the Closing were greater than or less than \$508.6 million, (the “Berkeley Point Acquisition”). BGC paid \$3.2 million of the \$875.0 million acquisition price with 247,099 limited partnership units of BGC Holdings, L.P. (“BGC Holdings”), which may be exchanged over time for shares of Class A common stock of the Company, with each BGC Holdings unit valued for these purposes at the volume weighted-average price of a share of Class A common stock for the three trading days prior to the Closing. The Berkeley Point Acquisition did not include the Special Asset Servicing Group of Berkeley Point; however, Berkeley Point will continue to hold the Special Asset Servicing Group’s assets until the servicing group is transferred to CCRE at a later date in a separate transaction. Accordingly, CCRE will continue to bear the benefits and burdens of the Special Asset Servicing Group from and after the Closing (the “Special Asset Servicing Arrangement”).

Concurrently with the Berkeley Point Acquisition, on September 8, 2017, the Company invested \$100 million in a newly formed commercial real estate-related financial and investment business, CF Real Estate Finance Holdings, L.P. (“Real Estate LP”), which is controlled and managed by Cantor. Real Estate LP may conduct activities in any real estate related business or asset backed securities-related business or any extensions thereof and ancillary activities thereto. In addition, Real Estate LP may provide short-term loans to related parties from time to time when funds in excess of amounts needed for investment are available. As of March 31, 2018, the Company’s investment is accounted for under the equity method.

On December 13, 2017, prior to the closing of the Newmark initial public offering (“IPO”), BGC, BGC Holdings, L.P. (“BGC Holdings”), BGC Partners, L.P. (“BGC U.S. OpCo”), Newmark, Newmark Holdings, L.P. (“Newmark Holdings”), Newmark Partners, L.P. (“Newmark OpCo”) and, solely for the provisions listed therein, Cantor Fitzgerald, L.P. (“Cantor”) and BGC Global Holdings, L.P. (“BGC Global OpCo”) entered into a Separation and Distribution Agreement (the “Separation and Distribution Agreement”). The Separation and Distribution Agreement sets forth the agreements among BGC, Cantor, Newmark and their respective subsidiaries regarding, among other things:

- the principal corporate transactions pursuant to which BGC, BGC Holdings and BGC U.S. OpCo and their respective subsidiaries (other than the Newmark Group (defined below), the “BGC Group”) transferred to Newmark, Newmark Holdings and Newmark OpCo and their respective subsidiaries (the “Newmark Group”) the assets and liabilities of the BGC Group relating to BGC’s Real Estate Services business (the “Separation”);
  - the proportional distribution of interests in Newmark Holdings to holders of interests in BGC Holdings;
  - the Newmark IPO;
  - the assumption and repayment of indebtedness by the BGC Group and the Newmark Group, as further described below; and
  - the pro rata distribution of the shares of Newmark Class A common stock and the shares of Newmark Class B common stock held by BGC, pursuant to which shares of Newmark Class A common stock held by BGC would be distributed to the holders of shares of Class A common stock of BGC and shares of Newmark Class B common stock held by BGC would be distributed to the holders of shares of Class B common stock of BGC (which are currently Cantor and another entity controlled by Howard W. Lutnick), which distribution is intended to qualify as generally tax-free for U.S. federal income tax purposes; provided that the determination of whether, when and how to proceed with the distribution shall be entirely within the discretion of BGC (the “Newmark Distribution” or “spin-off”).
- On December 15, 2017, Newmark announced the pricing of Newmark’s IPO of 20 million shares of Newmark’s Class A common stock at a price to the public of \$14.00 per share, which was completed on December 19, 2017.

Newmark's Class A shares began trading on December 15, 2017 on the NASDAQ Global Select Market under the symbol "NMRK". In addition, Newmark granted the underwriters a 30-day option to purchase up to an additional 3 million shares of Newmark's Class A common stock at the IPO price, less underwriting discounts and commissions. On December 26, 2017 the underwriters of Newmark's initial public offering exercised in full their overallotment option to purchase an additional 3 million shares of Newmark's Class A common stock from Newmark at the initial public offering price, less underwriting discounts and commission ("the option"). As a result, Newmark received aggregate net proceeds of approximately \$295.4 million from the initial public offering, after deducting underwriting discounts and commissions and estimated offering expenses. Upon the closing of the option, Newmark's public stockholders owned approximately 16.6% of the shares of Newmark's Class A common stock. This is based on 138.6 million shares of Newmark's Class A common stock outstanding following the closing of the option. Also upon the closing of the option, Newmark's public

stockholders owned approximately 9.8% of Newmark's 234.2 million fully diluted shares outstanding. The amount owned by the Newmark public shareholders represents a noncontrolling interest and is recorded in "Noncontrolling interest in subsidiaries" on the Company's consolidated statements of financial condition. In addition, the Newmark public shareholders receive allocations of net income (loss) in relation to their ownership in Newmark, which are reflected as a component of "Net income (loss) attributable to noncontrolling interest in subsidiaries" in the Company's consolidated statements of operations.

As part of the Separation described above, BGC contributed its interests in both Berkeley Point and Real Estate LP to Newmark.

On March 7, 2018, BGC Partners and its operating subsidiaries purchased 16.6 million newly issued exchangeable limited partnership units (the "Newmark Units") of Newmark Holdings L.P. for approximately \$242.0 million (the "Investment in Newmark"). These newly-issued Newmark Units are exchangeable, at BGC's discretion, into either shares of Class A common stock or shares of Class B common stock of Newmark. The Company and its subsidiaries funded the Investment in Newmark using proceeds of the Company's Controlled Equity Offering sales program. See Note 17—"Related Party Transactions" for additional information.

On June 26, 2012, BGC issued an aggregate of \$112.5 million principal amount of its 8.125% Senior Notes due 2042 (the "8.125% BGC Senior Notes"). In connection with the issuance of the 8.125% BGC Senior Notes, BGC lent the proceeds of the 8.125% BGC Senior Notes to BGC U.S. OpCo, and BGC U.S. OpCo issued an amended and restated promissory note, effective as of June 26, 2012, with an aggregate principal amount of \$112.5 million payable to BGC (the "2042 Promissory Note"). In connection with the Separation, on December 13, 2017, Newmark OpCo assumed all of BGC U.S. OpCo's rights and obligations under the 2042 Promissory Note. The 2042 Promissory Note assumed by Newmark OpCo payable to BGC represents an intercompany transaction, and is eliminated in the Company's consolidated financial statements.

On December 9, 2014, BGC issued an aggregate of \$300.0 million principal amount of its 5.375% Senior Notes due 2019 (the "5.375% BGC Senior Notes"). In connection with the issuance of the 5.375% BGC Senior Notes, BGC lent the proceeds of the 5.375% BGC Senior Notes to BGC U.S. OpCo, and BGC U.S. OpCo issued an amended and restated promissory note, effective as of December 9, 2014, with an aggregate principal amount of \$300.0 million payable to BGC (the "2019 Promissory Note"). In connection with the Separation, on December 13, 2017, Newmark OpCo assumed all of BGC U.S. OpCo's rights and obligations under the 2019 Promissory Note. The 2019 Promissory Note assumed by Newmark OpCo payable to BGC represents an intercompany transaction, and is eliminated in the Company's consolidated financial statements.

On November 22, 2017, BGC and Newmark entered into an amendment (the "Term Loan Amendment") to the unsecured senior term loan credit agreement (the "Term Loan Credit Agreement"), dated as of September 8, 2017, with Bank of America, N.A., as administrative agent (the "Administrative Agent"), and a syndicate of lenders. The Term Loan Credit Agreement provides for a term loan of up to \$575.0 million (the "Term Loan"), and as of the Separation this entire amount remained outstanding under the Term Loan Credit Agreement. Pursuant to the Term Loan Amendment and effective as of the Separation, Newmark assumed the obligations of BGC as borrower under the Term Loan. The net proceeds from the IPO have been used to partially repay \$304.3 million of the Term Loan, which had an outstanding balance of \$270.7 million as of December 31, 2017. During the three months ended March 31, 2018, Newmark repaid the outstanding balance of the Term Loan in full with the proceeds received from the Company's Investment in Newmark.

On November 22, 2017, BGC and Newmark entered into an amendment (the "Revolver Amendment") to the unsecured senior revolving credit agreement (the "Revolving Credit Agreement"), dated as of September 8, 2017, with the Administrative Agent and a syndicate of lenders. The Revolving Credit Agreement provides for revolving loans of up to \$400.0 million (the "Revolving Credit Facility"). As of the date of the Revolver Amendment and as of the Separation, \$400.0 million of borrowings were outstanding under the Revolving Credit Facility. Pursuant to the Revolver

Amendment, the then-outstanding borrowings of BGC under the Revolving Credit Facility were converted into a term loan (the “Converted Term Loan”) and, effective upon the Separation, Newmark assumed the obligations of BGC as borrower under the Converted Term Loan. BGC remains a borrower under, and retains access to, the Revolving Credit Facility for any future draws, subject to availability which increases as Newmark repays the Converted Term Loan.

On March 19, 2018, the Company entered into an unsecured senior credit agreement (the “BGC Credit Agreement”) with Cantor. The BGC Credit Agreement provides for each party and certain of its subsidiaries to issue loans to the other party or any of its subsidiaries in the lender’s discretion in an aggregate principal amount up to \$250.0 million outstanding at any time. The BGC Credit Agreement replaced a previously existing BGC credit agreement of \$150.0 million between the parties and was approved by the Audit Committee of BGC (see Note 17—“Related Party Transactions”). The BGC Credit Agreement will mature on the earlier to occur of (a) March 19, 2019, after which the maturity date of the BGC Credit Agreement will continue to be extended for successive one-year periods unless prior written notice of non-extension is given by a lending party to a borrowing party at least six months in advance of such renewal date and (b) the termination of the BGC Credit Agreement by either party pursuant to its terms. The outstanding amounts under the BGC Credit Agreement will bear interest for any rate period at a per annum rate equal to the higher of BGC’s or Cantor’s

short-term borrowing rate in effect at such time plus 1.00%. As of March 31, 2018, there was \$180.0 million of borrowings outstanding under this agreement. As of March 31, 2018, the interest rate on this facility was 5.13%.

Also, on March 19, 2018, the Company entered into an amended and restated credit agreement (the “Intercompany Credit Agreement”) with Newmark, which amended and restated the original intercompany credit agreement between the parties in relation to the Separation, dated as of December 13, 2017. The Intercompany Credit Agreement provides for each party to issue revolving loans to the other party in the lender’s discretion. Any loans issued under this Intercompany Revolving Credit Agreement would represent intercompany transactions and would be eliminated in the Company’s consolidated financial statements. The interest rate on the Intercompany Credit Agreement can be the higher of BGC’s or Newmark’s short-term borrowing rate in effect at such time plus 100 basis points, or such other interest rate as may be mutually agreed between BGC and Newmark. On the same date, Newmark borrowed \$150.0 million from BGC, which was funded through the BGC Credit Agreement, on the same terms as the funds that were borrowed by BGC from Cantor under the BGC Credit Agreement. The interest rate as of March 31, 2018 was 4.99%. As of March 31, 2018, Newmark’s total net borrowings under the Intercompany Credit Agreement were \$202.0 million.

BGC currently expects to pursue a distribution, or spin-off, to its common stockholders of all the Class A shares and Class B shares of Newmark common stock that it then owns in a manner intended to qualify as generally tax-free for U.S. federal income tax purposes. The spin-off is subject to a number of conditions, and BGC may determine not to proceed with the spin-off if the BGC board of directors determines, in its sole discretion, that the spin-off is not in the best interest of the Company and its stockholders. Accordingly, the spin-off may not occur on the expected timeframe, or at all. Key steps that Newmark plans to take toward BGC’s tax-free spin-off of Newmark include: first, Newmark intends to attain its own credit rating; and second, Newmark expects to repay or refinance its \$812.5 million of debt owed to or guaranteed by BGC. This is necessary for the spin-off to be tax-free.

The Company’s customers include many of the world’s largest banks, broker-dealers, investment banks, trading firms, hedge funds, governments, corporations, property owners, real estate developers and investment firms. BGC Partners has more than 100 offices globally in major markets including New York and London, as well as in Atlanta, Beijing, Bogotá, Boston, Buenos Aires, Charlotte, Chicago, Copenhagen, Dallas, Denver, Dubai, Dublin, Geneva, Hong Kong, Houston, Istanbul, Johannesburg, Los Angeles, Madrid, Mexico City, Miami, Moscow, Nyon, Paris, Philadelphia, Rio de Janeiro, San Francisco, Santa Clara, Santiago, São Paulo, Seoul, Shanghai, Singapore, Sydney, Tel Aviv, Tokyo, Toronto, and Washington, D.C.

#### Basis of Presentation

The Company’s unaudited condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”) and in conformity with accounting principles generally accepted in the U.S. (“U.S. GAAP”). The Company’s unaudited condensed consolidated financial statements include the Company’s accounts and all subsidiaries in which the Company has a controlling interest. Intercompany balances and transactions have been eliminated in consolidation. Certain reclassifications have been made to previously reported amounts to conform to the current presentation.

As of March 31, 2018, the Company changed the line item formerly known as “Long-term debt and collateralized borrowings” to “Notes payable and other borrowings” in the Company’s unaudited condensed consolidated statements of financial condition.

The Berkeley Point Acquisition was determined to be a combination of entities under common control that resulted in a change in the reporting entity. Accordingly, the financial results of the Company have been recast to include the financial results of Berkeley Point in the current and prior periods as if Berkeley Point had always been consolidated.

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The following table summarizes the impact of the Berkeley Point Acquisition to the Company's unaudited condensed consolidated statements of operations for the three months ended March 31, 2017 (in thousands, except per share amounts):

	Three Months Ended March 31, 2017		
	As Previously Reported	Retrospective Adjustments	As Retrospectively Adjusted
Income (loss) from operations before income taxes	\$28,751	\$ 29,043	\$ 57,794
Consolidated net income (loss)	22,092	29,024	51,116
Net income (loss) attributable to noncontrolling			
interest in subsidiaries	3,877	10,414	14,291
Net income (loss) available to common stockholders	18,215	18,610	36,825
Basic earnings (loss) per share	0.06	0.07	0.13
Diluted earnings (loss) per share	0.06	0.07	0.13



Additionally, the unaudited condensed consolidated statements of comprehensive income (loss), unaudited condensed consolidated statements of cash flows and unaudited condensed consolidated statements of changes in equity have been adjusted to reflect these retrospective adjustments.

The unaudited condensed consolidated financial statements contain all normal and recurring adjustments that, in the opinion of management, are necessary for a fair presentation of the unaudited condensed consolidated statements of financial condition, the unaudited condensed consolidated statements of operations, the unaudited condensed consolidated statements of comprehensive income (loss), the unaudited condensed consolidated statements of cash flows and the unaudited condensed consolidated statements of changes in equity of the Company for the periods presented.

#### Recently Adopted Accounting Pronouncements

In August 2014, the Financial Accounting Standards Board (the “FASB”) issued an Accounting Standards Update (“ASU”) No. 2014-15, Presentation of Financial Statements—Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern. This ASU provides additional guidance on management’s responsibility to evaluate the condition of an entity and the required disclosures based on this assessment. This guidance was effective for the annual period ending after December 15, 2016. The adoption of this standard did not impact the Company’s unaudited condensed consolidated financial statements.

In March 2016, the FASB issued ASU No. 2016-09, Compensation—Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting, which simplifies several aspects of the accounting for employee share-based payment transactions, including the accounting for income taxes, forfeitures, and statutory tax withholding requirements, as well as classification of related amounts within the statement of cash flows. The new standard was effective for the Company beginning January 1, 2017, and early adoption was permitted. Under the guidance, previously unrecognized excess tax benefits should be recognized on a modified retrospective basis. As a result, the Company recorded a deferred tax asset for previously unrecognized tax benefits outstanding as of the beginning of the annual period of adoption, with an offsetting adjustment to retained deficit as of January 1, 2017. The adoption of this standard did not have a material impact on the Company’s unaudited condensed consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers, which relates to how an entity recognizes the revenue it expects to be entitled to for the transfer of promised goods and services to customers. The ASU replaced certain previously existing revenue recognition guidance. The FASB has subsequently issued several additional amendments to the standard, including ASU No. 2016-08, Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net), which clarifies the guidance on principal versus agent analysis based on the notion of control and affects recognition of revenue on a gross or net basis. The Company adopted the new revenue recognition guidance on its required effective date of January 1, 2018 using the modified retrospective transition approach applied to contracts that were not completed as of the adoption date. Accordingly, the new revenue standard is applied prospectively in the Company’s financial statements from January 1, 2018 onward and reported financial information for historical comparable periods is not revised and continues to be reported under the accounting standards in effect during those historical periods. The new revenue recognition guidance does not apply to revenues associated with financial instruments, including loans and securities that are accounted for under other U.S. GAAP, and as a result, it did not have an impact on the elements of the Company’s unaudited condensed consolidated statements of operations most closely associated with financial instruments, including revenues from Principal transactions, Gains from mortgage banking activities/originations, net, Servicing fees, and Interest income. The most significant impact of the standard for the Company was on its Real Estate Services segment. Under the legacy revenue recognition guidance, a portion of certain brokerage revenues from leasing commissions was deferred until a future contingency had been resolved (e.g., tenant move-in or payment of

first month's rent). Under the new revenue recognition model, the Company's performance obligation is typically satisfied at lease signing and, therefore, the portion of the commission that is contingent on a future event is likely to be recognized earlier, if deemed not subject to significant reversal. As a result, on a pre-tax basis, the Company recognized an increase in assets, liabilities, and noncontrolling interest in subsidiaries, and a reduction in retained deficit of approximately \$64.4 million, \$41.9 million, \$2.3 million, and \$20.2 million, respectively, as of January 1, 2018. These amounts are presented net of costs associated with obtaining and fulfilling contracts with customers. The tax effect of the impact of the adoption was an increase to both retained deficit and deferred tax liability of approximately \$3.9 million. Further, the adoption of the new guidance on principal versus agent considerations impacted the Company's presentation of revenues versus expenses incurred on behalf of customers for certain management services within its Real Estate segment. The Company concluded that it controls the services provided by a third party on behalf of the customers and, therefore, acts as a principal under those contracts. Accordingly, starting with the three months ended March 31, 2018, for these service contracts the Company began to present expenses incurred on behalf of its customers along with a corresponding reimbursement revenue on a gross basis in its unaudited condensed consolidated statements of operations, with no impact to net income (loss) available to common stockholders.

In January 2016, the FASB issued ASU No. 2016-01, Financial Instruments—Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities. This ASU requires entities to measure equity investments that do not result in consolidation and are not accounted for under the equity method at fair value and recognize any changes in fair value in net income (loss) unless the investments qualify for the new measurement alternative. The guidance also requires entities to record changes in instrument-specific credit risk for financial liabilities measured under the fair value option in other comprehensive income (loss). In February 2018, the FASB issued ASU No. 2018-03, Technical Corrections and Improvements to Financial Instruments—Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities, to clarify transition and subsequent accounting for equity investments without a readily determinable fair value, among other aspects of the guidance issued in ASU 2016-01. The amendments in ASU 2018-03 are effective for fiscal years beginning January 1, 2018 and interim periods beginning July 1, 2018. The amendments and technical corrections provided in ASU 2018-03 can be adopted concurrently with ASU 2016-01, which was effective for the Company on January 1, 2018. The Company adopted both ASUs on January 1, 2018 using the modified retrospective approach for equity securities with a readily determinable fair value and the prospective method for equity investments without a readily determinable fair value. As a result, upon transition the Company recognized a cumulative-effect adjustment as a decrease to both retained deficit and accumulated other comprehensive income (loss) and an increase in noncontrolling interest in subsidiaries of approximately \$2.1 million, \$2.9 million, and \$0.8 million, respectively, on a pre-tax basis. The tax effect of the impact of the adoption was an increase to both retained deficit and accumulated other comprehensive income (loss) and a decrease in noncontrolling interest in subsidiaries of approximately \$0.4 million, \$0.6 million, and \$0.2 million, respectively.

In August 2016, the FASB issued ASU No. 2016-15, Statement of Cash Flows (Topic 230)—Classification of Certain Cash Receipts and Cash Payments, which makes changes to how cash receipts and cash payments are presented and classified in the statement of cash flows. The new standard became effective for the Company beginning January 1, 2018 and required adoption on a retrospective basis. The adoption of this guidance did not have a material impact on the Company's unaudited condensed consolidated statements of cash flows.

In November 2016, the FASB issued ASU No. 2016-18, Statement of Cash Flows (Topic 230)—Restricted Cash, which requires that the statement of cash flows present the change during the period in the total of cash, cash equivalents and amounts generally described as restricted cash or restricted cash equivalents. The new standard became effective for the Company beginning January 1, 2018 and required adoption on a retrospective basis. The adoption of this guidance did not have a material impact on the Company's unaudited condensed consolidated statements of cash flows.

In January 2017, the FASB issued ASU No. 2017-01, Business Combinations (Topic 805): Clarifying the Definition of a Business, which clarifies the definition of a business with the objective of providing additional guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The standard became effective for the Company beginning January 1, 2018 and is applied on a prospective basis. The adoption of this guidance did not have a material impact on the Company's unaudited condensed consolidated financial statements.

In February 2017, the FASB issued ASU No. 2017-05, Other Income—Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20): Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets, which clarifies the scope and application of Accounting Standards Codification 610-20, Other Income—Gains and Losses from Derecognition of Nonfinancial Assets, and defines in substance nonfinancial assets. The ASU also impacts the accounting for partial sales of nonfinancial assets (including in substance real estate). Under this guidance, when an entity transfers its controlling interest in a nonfinancial asset but retains a noncontrolling ownership interest, the entity is required to measure the retained interest at fair value, which results in a full gain or loss recognition upon the sale of a controlling interest in a nonfinancial asset. The Company adopted the standard on its required effective date of January 1, 2018. The adoption of this guidance did not have a material impact on the Company's unaudited condensed consolidated financial statements.

In May 2017, the FASB issued ASU No. 2017-09, Compensation—Stock Compensation (Topic 718): Scope of Modification Accounting, which amends the scope of modification accounting for share-based payment arrangements and provides guidance on the types of changes to the terms or conditions of share-based payment awards to which an entity would be required to apply modification accounting. Under this guidance, an entity would not apply modification accounting if the fair value, the vesting conditions, and the classification of the awards (as equity or liability) are the same immediately before and after the modification. The new standard was effective for the Company beginning January 1, 2018 on a prospective basis for awards modified on or after the adoption date. The adoption of this guidance did not have a material impact on the Company's unaudited condensed consolidated financial statements.

#### New Accounting Pronouncements

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842). This standard requires lessees to recognize a right-of-use asset and lease liability for all leases with terms of more than 12 months. Recognition, measurement and presentation of expenses will depend on classification as a finance or operating lease. The amendments also require certain quantitative and

qualitative disclosures. Accounting guidance for lessors is largely unchanged. The guidance is effective beginning January 1, 2019, with early adoption permitted. The Company plans to adopt the standard on its required effective date. Management is continuing to evaluate the impact of the new guidance on the Company's unaudited condensed consolidated financial statements.

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments—Credit Losses (Topic 326)—Measurement of Credit Losses on Financial Instruments, which requires financial assets that are measured at amortized cost to be presented, net of an allowance for credit losses, at the amount expected to be collected over their estimated life. Expected credit losses for newly recognized financial assets, as well as changes to credit losses during the period, are recognized in earnings. For certain purchased financial assets with deterioration in credit quality since origination, the initial allowance for expected credit losses will be recorded as an increase to the purchase price. Expected credit losses, including losses on off-balance-sheet exposures such as lending commitments, will be measured based on historical experience, current conditions and reasonable and supportable forecasts that affect the collectability of the reported amount. The new standard will become effective for the Company beginning January 1, 2020, under a modified retrospective approach, and early adoption is permitted. Management is currently evaluating the impact of the new guidance on the Company's unaudited condensed consolidated financial statements.

In January 2017, the FASB issued ASU No. 2017-04, Intangibles—Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment, which eliminates the requirement to determine the fair value of individual assets and liabilities of a reporting unit to measure goodwill impairment. Under the amendments in the new ASU, goodwill impairment testing will be performed by comparing the fair value of the reporting unit with its carrying amount and recognizing an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value. The new standard will become effective for the Company beginning January 1, 2020 and will be applied on a prospective basis, and early adoption is permitted. The adoption of this guidance is not expected to have a material impact on the Company's unaudited condensed consolidated financial statements.

In August 2017, the FASB issued ASU No. 2017-12, Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities. The guidance intends to better align an entity's risk management activities and financial reporting for hedging relationships through changes to both the designation and measurement guidance for qualifying hedging relationships and the presentation of hedge results. To meet that objective, the amendments expand and refine hedge accounting for both nonfinancial and financial risk components and align the recognition and presentation of the effects of the hedging instrument and the hedged item in the financial statements. The new standard will become effective for the Company beginning January 1, 2019, with early adoption permitted, and will be applied on a prospective basis and modified retrospective basis. Management is currently evaluating the impact of the new guidance on the Company's unaudited condensed consolidated financial statements.

In February 2018, the FASB issued ASU No. 2018-02, Income Statement—Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income. The guidance helps organizations address certain stranded income tax effects in accumulated other comprehensive income resulting from the Tax Cuts and Jobs Act by providing an option to reclassify these stranded tax effects to retained earnings in each period in which the effect of the change in the U.S. federal corporate income tax rate in the Tax Cuts and Jobs Act (or portion thereof) is recorded. The new standard will become effective for the Company beginning January 1, 2019, with early adoption permitted. The guidance should be applied either in the period of adoption or retrospectively to each period (or periods) in which the effect of the change in the U.S. federal corporate income tax rate in the Tax Cuts and Jobs Act is recognized. Management is currently evaluating the transition method and the adoption period of the ASU; however, the adoption of the new guidance is not expected to have a material effect on the Company's unaudited condensed consolidated financial statements.

## 2. Limited Partnership Interests in BGC Holdings and Newmark Holdings

The Company and Newmark are holding companies with no direct operations and conduct substantially all of their operations through their operating subsidiaries. Virtually all of the Company's and Newmark's consolidated net assets

and net income are those of consolidated variable interest entities. BGC Holdings is a consolidated subsidiary of the Company for which the Company is the general partner. The Company and BGC Holdings jointly own BGC Partners, L.P. (“BGC U.S. OpCo”) and BGC Global Holdings L.P. (“BGC Global OpCo”), the two operating partnerships. In addition, Newmark Holdings, L.P. (“Newmark Holdings”) is a consolidated subsidiary of Newmark for which Newmark is the general partner. Newmark and Newmark Holdings jointly own Newmark Partners, L.P. (“Newmark OpCo”), the operating partnership. Listed below are the limited partnership interests in BGC Holdings and Newmark Holdings. The founding/working partner units, limited partnership units and limited partnership interests held by Cantor (“Cantor units”), each as described below. In addition, BGC Partners and its operating subsidiaries hold limited partnership interests in Newmark Holdings due to the Investment in Newmark (see Note 17—“Related Party Transactions”). These collectively represent all of the “limited partnership interests” in BGC Holdings and Newmark Holdings.

Immediately prior to the completion of the Newmark IPO, the Company entered into the Separation and Distribution Agreement with Cantor, Newmark, Newmark Holdings, Newmark OpCo, BGC Holdings, BGC U.S. OpCo, and BGC Global OpCo. As a result of the Separation and Distribution Agreement, the limited partnership interests in Newmark Holdings were distributed to the holders

of limited partnership interests in BGC Holdings, whereby each holder of BGC Holdings limited partnership interests at that time holds a BGC Holdings limited partnership interest and a corresponding Newmark Holdings limited partnership interest, which is equal to a BGC Holdings limited partnership interest multiplied by one divided by 2.2 (the “contribution ratio”), divided by the exchange ratio (which is the ratio by which a Newmark Holdings limited partnership interest can be exchanged for a number of shares of Newmark Class A common stock (the “exchange ratio”). Initially, the exchange ratio equaled one, so that each Newmark Holdings limited partnership interest was exchangeable for one Newmark Class A common stock. For reinvestment, acquisition or other purposes, Newmark may determine on a quarterly basis to distribute to its stockholders a smaller percentage than Newmark Holdings distributes to its equity holders (excluding tax distributions from Newmark Holdings) of cash that it received from Newmark OpCo. In such circumstances, the Separation and Distribution Agreement provides that the exchange ratio will be reduced to reflect the amount of additional cash retained by Newmark as a result of the distribution of such smaller percentage, after the payment of taxes.

#### Founding/Working Partner Units

Founding/working partners have a limited partnership interest in BGC Holdings and Newmark Holdings. The Company accounts for founding/working partner units (“FPU”) outside of permanent capital, as “Redeemable partnership interest,” in the Company’s unaudited condensed consolidated statements of financial condition. This classification is applicable to founding/working partner units because these units are redeemable upon termination of a partner, including a termination of employment, which can be at the option of the partner and not within the control of the issuer.

Founding/working partner units are held by limited partners who are employees and generally receive quarterly allocations of net income. Upon termination of employment or otherwise ceasing to provide substantive services, the founding/working partner units are generally redeemed, and the unit holders are no longer entitled to participate in the quarterly allocations of net income. Since these allocations of net income are cash distributed on a quarterly basis and are contingent upon services being provided by the unit holder, they are reflected as a component of compensation expense under “Allocations of net income and grant of exchangeability to limited partnership units and FPU” in the Company’s unaudited condensed consolidated statements of operations.

#### Limited Partnership Units

Certain employees hold limited partnership interests in BGC Holdings and Newmark Holdings (e.g., REUs, RPUs, PSUs, PSIs and LPUs, collectively the “limited partnership units”). Generally, such units receive quarterly allocations of net income, which are cash distributed and generally are contingent upon services being provided by the unit holders. As prescribed in U.S. GAAP guidance, the quarterly allocations of net income on such limited partnership units are reflected as a component of compensation expense under “Allocations of net income and grant of exchangeability to limited partnership units and FPU” in the Company’s unaudited condensed consolidated statements of operations. From time to time, the Company issues limited partnership units as part of the consideration for acquisitions.

Certain of these limited partnership units entitle the holders to receive post-termination payments equal to the notional amount of the units in four equal yearly installments after the holder’s termination. These limited partnership units are accounted for as post-termination liability awards, and in accordance with U.S. GAAP guidance, the Company records compensation expense for the awards based on the change in value at each reporting date in the Company’s unaudited condensed consolidated statements of operations as part of “Compensation and employee benefits.”

The Company has also awarded certain preferred partnership units (“Preferred Units”). Each quarter, the net profits of BGC Holdings and Newmark Holdings are allocated to such units at a rate of either 0.6875% (which is 2.75% per calendar year) or such other amount as set forth in the award documentation (the “Preferred Distribution”). These allocations are deducted before the calculation and distribution of the quarterly partnership distribution for the remaining partnership units and are generally contingent upon services being provided by the unit holder. The

Preferred Units are not entitled to participate in partnership distributions other than with respect to the Preferred Distribution. Preferred Units may not be made exchangeable into the Company's Class A common stock and are only entitled to the Preferred Distribution, and accordingly they are not included in the Company's fully diluted share count. The quarterly allocations of net income on Preferred Units are reflected in compensation expense under "Allocations of net income and grant of exchangeability to limited partnership units and FPU's" in the Company's unaudited condensed consolidated statements of operations. After deduction of the Preferred Distribution, the remaining partnership units generally receive quarterly allocations of net income based on their weighted-average pro rata share of economic ownership of the operating subsidiaries.

#### Cantor Units

Cantor holds limited partnership interests in BGC Holdings and Newmark Holdings. Cantor units are reflected as a component of "Noncontrolling interest in subsidiaries" in the Company's unaudited condensed consolidated statements of financial condition. Cantor receives allocations of net income (loss), which are cash distributed on a quarterly basis and are reflected as a component of



“Net income (loss) attributable to noncontrolling interest in subsidiaries” in the Company’s unaudited condensed consolidated statements of operations.

## General

Certain of the limited partnership interests, described above, have been granted exchangeability into BGC Class A common stock, and additional limited partnership interests may become exchangeable for BGC and/or Newmark Class A common stock. In addition, limited partnership interests held by Cantor in BGC Holdings and Newmark Holdings are generally exchangeable for up to 34.6 million shares of BGC Class B common stock and/or up to the authorized amount of Newmark Class B common stock. In order for a partner or Cantor to exchange a limited partnership interest in BGC Holdings or Newmark Holdings into a Class A or Class B common stock of BGC, such partner or Cantor must exchange both one BGC Holdings limited partnership interest and a number of Newmark Holdings limited partnership interest equal to a BGC Holdings limited partnership interest multiplied by the quotient obtained by dividing Newmark Class A and Class B common stock, Newmark OpCo interests, and Newmark Holdings limited partnership interests held by BGC as of such time by the number of BGC Class A and Class B common stock outstanding as of such time (the “distribution ratio”), divided by the exchange ratio. Because they are included in the Company’s fully diluted share count, if dilutive, any exchange of limited partnership interests into Class A or Class B common shares would not impact the fully diluted number of shares and units outstanding. Because these limited partnership interests generally receive quarterly allocations of net income, such exchange would have no significant impact on the cash flows or equity of the Company. Initially the distribution ratio was equivalent to the contribution ratio (one divided by 2.2 or 0.4545), and as of immediately following the close of the first quarter of 2018 is equal to 0.4702. As a result of the change in the distribution ratio, certain BGC Holdings limited partnership interests no longer have a corresponding Newmark Holdings limited partnership interest. The exchangeability of these BGC Holdings limited partnership interests along with any new BGC Holdings limited partnership interests issued after the Separation and Distribution Agreement (together referred to as “standalone”) into BGC Class A or Class B common stock is contingent upon the Newmark spin-off. After the spin-off, these standalone BGC limited partnership interests can then become exchangeable into BGC Class A or Class B common stock. Therefore, these standalone BGC limited partnership interests are currently excluded from the Company’s fully diluted number of shares and units outstanding.

Each quarter, net income (loss) is allocated between the limited partnership interests and the common stockholders. In quarterly periods in which the Company has a net loss, the loss allocation for FPU, limited partnership units and Cantor units is allocated to Cantor and reflected as a component of “Net income (loss) attributable to noncontrolling interest in subsidiaries” in the Company’s consolidated statements of operations. In subsequent quarters in which the Company has net income, the initial allocation of income to the limited partnership interests is to “Net income (loss) attributable to noncontrolling interests in subsidiaries,” to recover any losses taken in earlier quarters, with the remaining income allocated to the limited partnership interests. This income (loss) allocation process has no impact on the net income (loss) allocated to common stockholders.

### 3. Summary of Significant Accounting Policies

For a detailed discussion about the Company’s significant accounting policies, see Note 3, Summary of Significant Accounting Policies, in our consolidated financial statements included in Part II, Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2017. Other than the following, during the three months ended March 31, 2018, there were no significant changes made to the Company’s significant accounting policies.

## Equity Investments:

Effective January 1, 2018, in accordance with the new guidance on recognition and measurement of equity investments, the Company carries its marketable equity securities at fair value and recognizes any changes in fair value in net income (loss). Further, the Company has elected to use a measurement alternative for its equity investments without a readily determinable fair value, pursuant to which these investments are initially recognized at cost and remeasured through earnings when there is an observable transaction involving the same or similar investment of the same issuer, or due to an impairment. See Note 9—“Marketable Securities” and Note 18—“Investments” for additional information. The Company had unrealized gains of \$28.7 million related to Marketable securities and Investments carried under the measurement alternative for the three months ended March 31, 2018, which was included as part of “Other income (loss)” in the Company’s unaudited condensed consolidated statements of operations.

Revenue Recognition:

The accounting policy changes are attributable to the adoption of ASU No. 2014-09, Revenue from Contracts with Customers, and related amendments on January 1, 2018. These revenue recognition policy updates are applied prospectively in the Company’s unaudited condensed consolidated financial statements from January 1, 2018 onward. Financial information for the

historical comparable periods was not revised and continues to be reported under the accounting standards in effect during those historical periods.

#### Real Estate Management and Other Services:

For certain revenues based, in part, on future contingent events (e.g., tenant move-in or payment of first month's rent), the Company's performance obligation is typically satisfied at lease signing and, therefore, the portion of the commission that is contingent on a future event is recognized as revenue, if deemed not subject to significant reversal.

Further, the Company incurs expenses on behalf of customers for certain management services subject to reimbursement. The Company concluded that it controls the services provided by a third party on behalf of customers and, therefore, acts as a principal under those contracts. As a result, for these service contracts the Company presents expenses incurred on behalf of customers along with corresponding reimbursement revenue on a gross basis in the Company's unaudited consolidated condensed statements of operations.

Refer to Note 30—"Revenue from Contracts with Customers" for additional information.

#### 4. Acquisitions

There were no acquisitions during the three months ended March 31, 2018.

##### Berkeley Point

On September 8, 2017, the Company completed the Berkeley Point Acquisition for an acquisition price of \$875.0 million, with \$3.2 million of the acquisition price paid in units of BGC Holdings. As the Company purchased and acquired Berkeley Point from CCRE, an affiliate of Cantor, this transaction has been determined to be a combination of entities under common control that resulted in a change in the reporting entity. Accordingly, the financial results of the Company have been recast to include the financial results of Berkeley Point in the current and prior periods presented.

The assets and liabilities of Berkeley Point have been recorded in the Company's unaudited condensed consolidated statements of financial condition at the seller's historical carrying value. The excess of the purchase price over Berkeley Point's net assets was accounted for as an equity transaction for the year ended December 31, 2017 (the period in which the transaction occurred). For additional information, see Note 1—"Organization and Basis of Presentation."

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to basis differences between the carrying amounts of existing assets and liabilities and their respective tax basis. Accordingly, a deferred tax asset of \$108.6 million was recorded against equity for the period ended December 31, 2017, for the basis difference between Berkeley Point's net assets and its tax basis.

##### Besso

On February 28, 2017, the Company announced that it had completed the acquisition of Besso Insurance Group Limited ("Besso"). Besso, based out of London is an independent insurance broker with a number of divisions including Property, Casualty, Marine, Aviation, Professional and Financial Risks and Reinsurance.

##### Integra Realty Resources

On September 7, 2017, the Company announced that it had completed the acquisition of six Integra Realty Resources (“IRR”) offices (Washington DC, Baltimore, Wilmington DE, New York/New Jersey, Philadelphia and Atlanta). IRR provides commercial real estate valuation and advisory services.

#### Commercial Real Estate Consulting Firm

On July 26, 2017, the Company acquired an approximately 50% controlling interest, and Cantor owns a 25% noncontrolling interest, in a commercial real estate consulting and advisory services firm which services a variety of commercial real estate clients, including lenders, investment banks, and investors and is headquartered in New York, NY. Their core competencies include underwriting, modeling, structuring, due diligence and asset management.

## Other Acquisitions

During the year ended December 31, 2017, there were several smaller acquisitions in both the Financial Services and Real Estate Services segments. The aggregate consideration paid for these acquisitions was not material.

## Total Consideration

The total consideration for acquisitions during the year ended December 31, 2017 was approximately \$1.0 billion in total fair value, comprised of cash, shares of the Company's Class A common stock and BGC Holdings and Newmark Holdings limited partnership units, of which \$14.7 million may be issued contingent on certain targets being met through 2021. Excluding the acquisition of Berkeley Point Acquisition, the excess of the consideration over the fair value of the net assets acquired has been recorded as goodwill of approximately \$91.3 million. The goodwill figure includes measurement period adjustments of approximately \$2.6 million recorded during the three months ended March 31, 2018.

Except for Berkeley Point, the results of operations of the Company's acquisitions have been included in the Company's unaudited condensed consolidated financial statements subsequent to their respective dates of acquisition. The Company has made a preliminary allocation of the consideration to the assets acquired and liabilities assumed as of the acquisition date, and expects to finalize its analysis with respect to acquisitions within the first year after the completion of the transaction. Therefore, adjustments to preliminary allocations may occur.

## 5. Earnings Per Share

U.S. GAAP guidance on Earnings Per Share ("EPS") establishes standards for computing and presenting EPS. Basic EPS excludes dilution and is computed by dividing net income (loss) available to common stockholders by the weighted-average number of shares of common stock outstanding and contingent shares for which all necessary conditions have been satisfied except for the passage of time. Net income (loss) is allocated to the Company's outstanding common stock, FPU, limited partnership units and Cantor units (see Note 2—"Limited Partnership Interests in BGC Holdings and Newmark Holdings").

The following is the calculation of the Company's basic EPS (in thousands, except per share data):

	Three Months Ended March 31,	
	2018	2017
Basic earnings (loss) per share:		
Net income (loss) available to common stockholders	\$58,774	\$36,825
Basic weighted-average shares of common stock		
outstanding	307,728	283,399
Basic earnings (loss) per share	\$0.19	\$0.13

Fully diluted EPS is calculated utilizing net income (loss) available to common stockholders plus net income allocations to the limited partnership interests in BGC Holdings and Newmark Holdings (see Note 21—"Notes Payable, Other and Short-term Borrowings"), as the numerator. The denominator is comprised of the Company's weighted-average number of outstanding BGC shares of common stock and, if dilutive, the weighted-average number of limited partnership interests and other contracts to issue shares of BGC common stock, including stock options and RSUs. The limited partnership interests generally are potentially exchangeable into shares of BGC Class A common stock (see Note 2—"Limited Partnership Interests in BGC Holdings and Newmark Holdings") and are entitled to

remaining earnings after the deduction for the Preferred Distribution; as a result, they are included in the fully diluted EPS computation to the extent that the effect would be dilutive.

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The following is the calculation of the Company's fully diluted EPS (in thousands, except per share data):

	Three Months Ended March 31,	
	2018	2017
Fully diluted (loss) earnings per share		
Net income (loss) available to common		
stockholders	\$58,774	\$36,825
Allocations of net income (loss) to limited		
partnership interests, net of tax	29,983	19,809
Net income (loss) for fully diluted shares	\$88,757	\$56,634
Weighted-average shares:		
Common stock outstanding	307,728	283,399
Partnership units <sup>1</sup>	169,218	159,271
RSUs (Treasury stock method)	604	677
Other	1,385	1,479
Fully diluted weighted-average shares of		
common stock outstanding	478,935	444,826
Fully diluted earnings (loss) per share	\$0.19	\$0.13

<sup>1</sup>Partnership units collectively include founding/working partner units, limited partnership units, and Cantor units (see Note 2—"Limited Partnership Interests in BGC Holdings and Newmark Holdings" for more information).

For the three months ended March 31, 2018, there were no potentially dilutive securities excluded from the computation of fully diluted EPS, for being anti-dilutive. For the three months ended March 31, 2017, there were no potentially dilutive securities excluded from the computation of fully diluted EPS, for being anti-dilutive.

As of March 31, 2018, there were approximately 5.5 million of standalone BGC Holdings partnership units excluded from the fully diluted EPS computation because the conversion into Class A common stock is contingent on the Newmark spin-off (see Note 2—"Limited Partnership Interests in BGC Holdings and Newmark Holdings" for further information on standalone BGC Holdings partnership units). Additionally, as of March 31, 2018 and 2017, respectively, approximately 3.1 million and 4.1 million shares of contingent Class A common stock and limited partnership units were excluded from the fully diluted EPS computations because the conditions for issuance had not been met by the end of the respective periods.

## 6. Stock Transactions and Unit Redemptions

### Class A Common Stock

Changes in shares of the Company's Class A common stock outstanding for the three months ended March 31, 2018 and 2017 were as follows:

	Three Months Ended March 31,	
	2018	2017

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Shares outstanding at beginning of period	256,968,372	244,869,624
Share issuances:		
Issuance of Class A common stock for general corporate purposes	17,923,714	—
Exchanges of limited partnership interests <sup>1</sup>	2,787,190	3,410,672
Compensation awards	979,344	—
Acquisition related issuances	317,096	373,078
Vesting of restricted stock units (RSUs)	280,884	356,389
Other issuances of Class A common stock	22,644	9,942
Treasury stock repurchases	—	(552,955 )
Shares outstanding at end of period	279,279,244	248,466,750

<sup>1</sup> Because they are included in the Company's fully diluted share count, if dilutive, any exchange of limited partnership interests into Class A common shares would not impact the fully diluted number of shares and units outstanding.

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Class B Common Stock

The Company did not issue any shares of Class B common stock during the three months ended March 31, 2018 and 2017. As of March 31, 2018 and 2017, there were 34,848,107 shares of the Company’s Class B common stock outstanding.

Controlled Equity Offering

On April 12, 2017, the Company entered into a controlled equity offering (“CEO”) sales agreement with CF&Co (“April 2017 Sales Agreement”), pursuant to which the Company may offer and sell up to an aggregate of 20 million shares of Class A common stock. Shares of the Company’s Class A common stock sold under this CEO sales agreement were used for redemptions of limited partnership interests in BGC Holdings and Newmark Holdings, as well as for general corporate purposes. CF&Co is a wholly owned subsidiary of Cantor and an affiliate of the Company. Under this agreement, the Company has agreed to pay CF&Co 2% of the gross proceeds from the sale of shares. As of March 31, 2018, the Company has sold all 20,000,000 shares of Class A common stock under the April 2017 Sales Agreement.

On March 9, 2018, the Company entered into a new CEO sales agreement with CF&Co (“March 2018 Sales Agreement”), pursuant to which the Company may offer and sell up to an aggregate of \$300.0 million of shares of Class A common stock. Proceeds from shares of the Company’s Class A common stock sold under this CEO sales agreement, are used for redemptions of limited partnership interests in BGC Holdings and Newmark Holdings, as well as for general corporate purposes, including acquisitions and the repayment of debt. As of March 31, 2018, the Company has sold 2,653,971 shares of Class A common stock, (or \$37.1 million), under the March 2018 Sales Agreement. For additional information, see Note 17—“Related Party Transactions.”

Unit Redemptions and Share Repurchase Program

The Company’s Board of Directors and Audit Committee have authorized repurchases of the Company’s Class A common stock and redemptions of limited partnership interests or other equity interests in the Company’s subsidiaries. On February 7, 2017, the Company’s Board of Directors and Audit Committee increased the BGC Partners share repurchase and unit redemption authorization to \$300 million, which may include purchases from Cantor, its partners or employees or other affiliated persons or entities. As of March 31, 2018, the Company had approximately \$172.2 million remaining from its share repurchase and unit redemption authorization. From time to time, the Company may actively continue to repurchase shares and/or redeem units. The table below represents unit redemption and share repurchase activity for the three months ended March 31, 2018:

Period	Total Number of Units Redeemed or Shares Repurchased	Average Price Paid per Unit or Share	Approximate
			Dollar Value of Units and Shares That May Yet Be Redeemed/ Purchased Under the Plan

Redemptions <sup>1</sup>			
January 1, 2018—March 31, 2018	1,723,654	\$ 14.34	
Repurchases <sup>2</sup>			
	—	\$ —	
Total Redemptions and Repurchases	1,723,654	\$ 14.34	\$ 172,167,800

<sup>1</sup>During the three months ended March 31, 2018, the Company redeemed approximately 1.7 million limited partnership units at an aggregate redemption price of approximately \$24.6 million for an average price of \$14.34 per unit and approximately 5 thousand FPU's at an aggregate redemption price of approximately \$74 thousand for an average price of \$13.67 per unit. During the three months ended March 31, 2017, the Company redeemed approximately 2.9 million limited partnership units at an aggregate redemption price of approximately \$31.6 million for an average price of \$10.85 per unit and approximately 15.7 thousand FPU's at an aggregate redemption price of approximately \$0.2 million for an average price of \$10.73 per unit.

<sup>2</sup>The Company did not repurchase any of its Class A common stock during the three months ended March 31, 2018. During the three months ended March 31, 2017, the Company repurchased approximately 0.6 million shares of its Class A common stock at an aggregate purchase price of approximately \$6.1 million for an average price of \$11.07 per share.

The table above represents the gross unit redemptions during the three months ended March 31, 2018. Substantially all of the 1.7 million units above were redeemed using cash from the Company's CEO program, and therefore did not impact the fully diluted number of shares and units outstanding.

## Redeemable Partnership Interest

The changes in the carrying amount of redeemable partnership interest for the three months ended March 31, 2018 and 2017 were as follows (in thousands):

	Three Months Ended March 31,	
	2018	2017
Balance at beginning of period	\$46,415	\$52,577
Consolidated net income allocated to FPU's	1,009	1,054
Earnings distributions	—	(1,434 )
FPU's exchanged	—	(303 )
FPU's redeemed	(21 )	(59 )
Other	102	(2 )
Balance at end of period	\$47,505	\$51,833

## 7. Securities Owned

Securities owned primarily consist of unencumbered U.S. Treasury bills held for liquidity purposes. Total Securities owned were \$89.4 million as of March 31, 2018 and \$33.0 million as of December 31, 2017. For additional information, see Note 13—"Fair Value of Financial Assets and Liabilities."

## 8. Collateralized Transactions

## Repurchase Agreements

Securities sold under agreements to repurchase ("Repurchase Agreements") are accounted for as collateralized financing transactions and are recorded at the contractual amount for which the securities will be repurchased or resold, including accrued interest. It is the Company's policy to obtain possession of collateral with a market value equal to or in excess of the principal amount loaned under Reverse Repurchase Agreements. Collateral is valued daily and the Company may require counterparties to deposit additional collateral or return collateral pledged when appropriate.

As of March 31, 2018, Cantor facilitated Repurchase Agreements between the Company and Cantor in the amount of \$1.0 million for the purpose of financing fails. U.S. Treasury or other fixed income securities were provided to Cantor as collateral for the fair value of the Repurchase Agreement. As of December 31, 2017, the Company had no Repurchase Agreements.

## Warehouse Notes Payable

The Company uses its warehouse lines and a repurchase agreement to fund mortgage loans originated under its various lending programs. Outstanding borrowings against these lines are collateralized by an assignment of the underlying mortgages and third party purchase commitments. As of March 31, 2018, the Company had the following lines available and borrowings outstanding (in thousands):

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	March 31, 2018			Stated Spread to One Month LIBOR	Rate Type
	Committed Lines	Uncommitted Lines	Total		
Warehouse line due June 20, 2018	\$450,000	\$-	\$390,295	130 bps	Variable
Warehouse line due September 25, 2018	200,000	-	166,480	130 bps	Variable
Warehouse line due October 11, 2018 <sup>1</sup>	400,000	-	361,739	130 bps	Variable
Fannie Mae repurchase agreement, open maturity	-	325,000	31,965	120 bps	Variable
	\$1,050,000	\$325,000	\$950,479		

<sup>1</sup> The warehouse line was temporarily increased from \$300.0 thousand to \$400.0 thousand for the period of March 29, 2018 to May 12, 2018.

As of December 31, 2017, the Company had the following lines available and borrowings outstanding (in thousands):

	December 31, 2017			Stated Spread to One Month LIBOR	Rate Type
	Committed Lines	Uncommitted Lines	Total		
Warehouse line due June 20, 2018	\$ 450,000	\$-	\$60,715	130 bps	Variable
Warehouse line due September 25, 2018	200,000	-	107,383	130 bps	Variable
Warehouse line due October 11, 2018	300,000	-	174,102	130 bps	Variable
Fannie Mae repurchase agreement, open maturity	-	325,000	18,240	120 bps	Variable
	\$ 950,000	\$ 325,000	\$ 360,440		

In connection with these warehouse notes payable, the Company is required to meet a number of financial covenants, including maintaining a minimum of \$15.0 million of cash and cash equivalents. The Company was in compliance with all covenants as of March 31, 2018 and December 31, 2017.

### Securities Loaned

As of March 31, 2018, the Company had Securities loaned transactions of \$92.6 million with Cantor. The fair value of the securities lent was \$94.6 million. As of March 31, 2018, the cash collateral received from Cantor bore interest rates ranging from 2.2% to 2.5%. As of December 31, 2017, the Company had Securities loaned transactions of \$202.3 million with Cantor. The fair value of the securities lent was \$204.1 million. As of December 31, 2017, the cash collateral received from Cantor bore interest rates ranging from 1.9% to 4.3%. These transactions have no stated maturity date.

### 9. Marketable Securities

Marketable securities consist of the Company's ownership of equity securities carried at fair value. The investments had a fair value of \$96.1 million and \$208.2 million as of March 31, 2018 and December 31, 2017, respectively.

Effective January 1, 2018, all marketable securities are accounted for at fair value in accordance with ASU 2016-01. As of March 31, 2018, the Company held marketable securities with a readily determinable fair value of \$96.1 million. These equity securities are measured at fair value, with any changes in fair value recognized in earnings and included in "Other income (loss)" in the Company's unaudited condensed consolidated statements of operations. During the three months ended March 31, 2018, the Company recognized realized and unrealized net gains of \$11.4 million, related to the mark-to-market on these shares and any related hedging transactions, when applicable.

As of December 31, 2017, the Company held marketable securities classified as trading securities with a fair value of \$198.3 million. Trading securities were measured at fair value, with any changes in fair value recognized in earnings and included in "Other income (loss)" in the Company's unaudited condensed consolidated statements of operations. During the three months ended March 31, 2017, the Company recognized realized and unrealized net gains of \$5.9 million, related to the mark-to-market on marketable securities classified as trading securities and any related hedging transactions when applicable.

As of December 31, 2017, the Company held marketable securities classified as available-for-sale with a fair value of \$9.9 million. Available-for-sale securities were measured at fair value, with unrealized gains or losses included as part of "Other comprehensive income (loss)" in the Company's unaudited condensed consolidated statements of comprehensive income (loss). During the three months ended March 31, 2017, the Company recognized a gain of \$0.3 million related to marketable securities classified as available-for-sale.

During the three months ended March 31, 2018, the Company sold marketable securities with a fair value of \$123.5 million at the time of sale. The Company did not purchase any marketable securities during the three months ended March 31, 2018.

10. Loans Held for Sale, at Fair Value

Loans held for sale represent originated loans that are typically sold within 45 days from the date that the mortgage loan is funded. The Company initially and subsequently measures all loans held for sale at fair value on the accompanying unaudited condensed consolidated statement of financial condition. This fair value measurement falls within the definition of a Level 2 measurement (significant other observable inputs) within the fair value hierarchy. For additional information, see Note 13 – “Fair Value of Financial Assets and Liabilities.” Electing to use fair value allows a better offset of the change in fair value of the loan and the change in fair value of the derivative instruments used as economic hedges. Loans held for sale had a cost basis and fair value as follows (in thousands):

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	March 31, 2018	December 31, 2017
Cost basis	\$ 950,514	\$ 360,440
Fair Value	965,639	362,635

As of March 31, 2018 and December 31, 2017, respectively, there were no loans held for sale that were 90 days or more past due or in nonaccrual status.

During the period prior to its sale, interest income on a loan held for sale is calculated in accordance with the terms of the individual loan. Interest income on Loans held for sale was \$4.7 million and \$6.5 million for the three months ended March 31, 2018 and 2017, respectively. Interest income on Loans held for sale is included as part of “Interest income” in the Company’s unaudited condensed consolidated statements of operations. During the three months ended March 31, 2018 and 2017, the Company recognized gains of \$15.1 million and \$2.1 million, respectively, for the change in fair value on loans held for sale.

11. Receivables from and Payables to Broker-Dealers, Clearing Organizations, Customers and Related Broker-Dealers  
Receivables from and payables to broker-dealers, clearing organizations, customers and related broker-dealers primarily represent amounts due for undelivered securities, cash held at clearing organizations and exchanges to facilitate settlement and clearance of matched principal transactions, spreads on matched principal transactions that have not yet been remitted from/to clearing organizations and exchanges and amounts related to open derivative contracts, including derivative contracts into which the Company may enter to minimize the effect of price changes of the Company’s marketable securities (see Note 12—“Derivatives”). As of March 31, 2018 and December 31, 2017, Receivables from and payables to broker-dealers, clearing organizations, customers and related broker-dealers consisted of the following (in thousands):

	March 31, 2018	December 31, 2017
Receivables from broker-dealers, clearing organizations, customers and related broker-dealers:		
Contract values of fails to deliver	\$ 1,221,708	\$ 586,486
Receivables from clearing organizations	152,276	133,682
Other receivables from broker-dealers and customers	8,323	10,968
Net pending trades	—	1,597
Open derivative contracts	24,745	12,669
Total	\$ 1,407,052	\$ 745,402
Payables to broker-dealers, clearing organizations, customers and related broker-dealers:		
Contract values of fails to receive	\$ 1,150,397	\$ 567,460
Payables to clearing organizations	32,065	14,023
Other payables to broker-dealers and customers	15,259	18,164
Net pending trades	8,941	—
Open derivative contracts	13,153	7,933
Total	\$ 1,219,815	\$ 607,580

A portion of these receivables and payables are with Cantor. See Note 17—“Related Party Transactions,” for additional information related to these receivables and payables.

Substantially all open fails to deliver, open fails to receive and pending trade transactions as of March 31, 2018 have subsequently settled at the contracted amounts.

#### 12. Derivatives

The Company enters into commitments to extend credit for mortgage loans at a specific rate (“Rate lock commitments”) and commitments to deliver these loans to third party investors at a fixed price (which are included in forwards in the below disclosure). In the normal course of operations, the Company also enters into other derivative contracts. These derivative contracts primarily consist of foreign exchange swaps, foreign exchange/commodities options, and interest rate swaps. The Company enters into derivative contracts to facilitate client transactions, hedge principal positions and facilitate hedging activities of affiliated companies.

Derivative contracts can be exchange-traded or OTC. Exchange-traded derivatives typically fall within Level 1 or Level 2 of the fair value hierarchy depending on whether they are deemed to be actively traded or not. The Company generally values exchange-



traded derivatives using their closing prices. OTC derivatives are valued using market transactions and other market evidence whenever possible, including market-based inputs to models, broker or dealer quotations or alternative pricing sources with reasonable levels of price transparency. For OTC derivatives that trade in liquid markets, such as generic forwards, swaps and options, model inputs can generally be verified and model selection does not involve significant management judgment. Such instruments are typically classified within Level 2 of the fair value hierarchy. However, some derivative contracts held by the Company, such as rate lock commitments and forwards related to mortgage loans, are valued by the Company using pricing models that entail unobservable inputs, which are significant to the fair value measurement of the derivative contracts. Accordingly, such derivative contracts are generally classified within Level 3 of the fair value hierarchy.

The Company does not designate any derivative contracts as hedges for accounting purposes. U.S GAAP guidance requires that an entity recognize all derivative contracts as either assets or liabilities in the unaudited condensed consolidated statements of financial condition and measure those instruments at fair value. The fair value of all derivative contracts is recorded on a net-by-counterparty basis where a legal right to offset exists under an enforceable netting agreement. Derivative contracts are recorded as part of “Receivables from broker-dealers, clearing organizations, customers and related broker-dealers” and “Payables to broker-dealers, clearing organizations, customers and related broker-dealers” in the Company’s unaudited condensed consolidated statements of financial condition.

The fair value of derivative contracts, computed in accordance with the Company’s netting policy, is set forth below (in thousands):

	March 31, 2018			December 31, 2017		
	Assets	Liabilities	Notional Amounts <sup>1</sup>	Assets	Liabilities	Notional Amounts <sup>1</sup>
Derivative contract						
Forwards	\$9,888	\$ 2,636	\$ 1,435,352	\$4,262	\$ 1,483	\$642,802
Rate lock commitments	8,750	8,980	374,197	2,923	2,390	180,918
Foreign exchange/commodities options	3,931	—	3,059,888	4,416	130	2,442,200
Futures	1,233	810	10,453,750	25	1,066	13,023,030
Foreign exchange swaps	943	727	472,287	801	2,846	407,600
Interest rate swaps	—	—	—	242	—	12,092
Equity options	—	—	—	—	18	961,000
Total	\$24,745	\$ 13,153	\$ 15,795,474	\$ 12,669	\$ 7,933	\$ 17,669,642

<sup>1</sup>Notional amounts represent the sum of gross long and short derivative contracts, an indication of the volume of the Company’s derivative activity and does not represent anticipated losses.

The interest rate swaps represent matched customer transactions settled through and guaranteed by a central clearing organization. Certain of the Company’s foreign exchange swaps are with Cantor. See Note 17—“Related Party Transactions,” for additional information related to these transactions.

The replacement cost of contracts in a gain position were \$24.7 million and \$12.7 million, as of March 31, 2018 and December 31, 2017, respectively.

The following tables present information about the offsetting of derivative instruments as of March 31, 2018 and December 31, 2017 (in thousands):

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March 31, 2018

	Net Amounts					
	Gross		Presented in the Statements of Financial Condition	Gross Amounts Not Offset Cash		Net Amounts
	Amounts	Offset		Financial Instrument Received	Collateral Received	
<b>Assets</b>						
Forwards	\$9,900	\$(12 )	\$ 9,888	\$ —	\$ —	\$ 9,888
Rate lock commitments	8,750	—	8,750	—	—	8,750
Foreign exchange/commodities options	102,667	(98,736 )	3,931	—	—	3,931
Futures	43,541	(42,308 )	1,233	—	—	1,233
Foreign exchange swaps	1,249	(306 )	943	—	—	943
<b>Total</b>	<b>\$166,107</b>	<b>\$(141,362)</b>	<b>\$ 24,745</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 24,745</b>
<b>Liabilities</b>						
Rate lock commitments	\$8,980	\$—	\$ 8,980	\$ —	\$ —	\$ 8,980
Forwards	2,648	(12 )	2,636	—	—	2,636
Futures	43,118	(42,308 )	810	—	—	810
Foreign exchange swaps	1,033	(306 )	727	—	—	727
Foreign exchange/commodities options	98,736	(98,736 )	—	—	—	—
<b>Total</b>	<b>\$154,515</b>	<b>\$(141,362)</b>	<b>\$ 13,153</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 13,153</b>

December 31, 2017

	Net Amounts					
	Gross		Presented in the Statements of Financial Condition	Gross Amounts Not Offset Cash		Net Amounts
	Amounts	Offset		Financial Instrument Received	Collateral Received	
<b>Assets</b>						
Foreign exchange/commodities options	\$31,834	\$(27,418 )	\$ 4,416	\$ —	\$ —	\$ 4,416
Forwards	4,363	(101 )	4,262	—	—	4,262
Rate lock commitments	2,923	—	2,923	—	—	2,923
Foreign exchange swaps	1,135	(334 )	801	—	—	801
Interest rate swaps	242	—	242	—	—	242
Futures	78,969	(78,944 )	25	—	—	25
<b>Total</b>	<b>\$119,466</b>	<b>\$(106,797)</b>	<b>\$ 12,669</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 12,669</b>
<b>Liabilities</b>						

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Foreign exchange swaps	\$3,180	\$(334 )	\$ 2,846	\$ —	\$ —	\$ 2,846
Rate lock commitments	2,390	—	2,390	—	—	2,390
Forwards	1,584	(101 )	1,483	—	—	1,483
Futures	80,010	(78,944 )	1,066	—	—	1,066
Foreign exchange/commodities options	27,548	(27,418 )	130	—	—	130
Equity options	18	—	18	—	—	18
Total	\$114,730	\$(106,797)	\$ 7,933	\$ —	\$ —	\$ 7,933

The change in fair value of interest rate swaps, futures, foreign exchange/commodities options, foreign exchange swaps, and generic forwards is reported as part of “Principal transactions” in the Company’s unaudited condensed consolidated statements of operations. The change in fair value of equity options related to marketable securities is included as part of “Other income (loss)” in the Company’s unaudited condensed consolidated statements of operations. The change in fair value of rate lock commitments and forwards related to mortgage loans are reported as part of “Gains from mortgage banking activities/originations, net” in the Company’s consolidated statements of operations. The change in fair value of rate lock commitments are disclosed net of \$2.5 million and \$0.8 million of expenses for the three months ended March 31, 2018 and 2017, respectively, which are reported as part of “Compensation and employee benefits” in the Company’s unaudited condensed consolidated statements of operations. The table below summarizes gains and losses on derivative contracts for the three months ended March 31, 2018 and 2017 (in thousands):

	Three Months Ended March 31,	
	2018	2017
Derivative contract		
Rate lock commitments and forwards	\$7,327	\$2,462
Futures	5,908	1,949
Foreign exchange/commodities options	4,599	3,602
Foreign exchange swaps	378	627
Equity options	102	—
Interest rate swaps	(5 )	28
Gain	\$18,309	\$8,668

### 13. Fair Value of Financial Assets and Liabilities

#### Fair Value Measurements on a Recurring Basis

U.S. GAAP guidance establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

Level 1 measurements—Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 measurements—Quoted prices in markets that are not active or financial instruments for which all significant inputs are observable, either directly or indirectly.

Level 3 measurements—Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

As required by U.S. GAAP guidance, financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The following tables set forth by level within the fair value hierarchy financial assets and liabilities accounted for at fair value under U.S. GAAP guidance at March 31, 2018 and December 31, 2017 (in thousands):

	Assets at Fair Value at March 31, 2018				
	Level 1	Level 2 <sup>1</sup>	Level 3	Collateral and Netting	Total
Loans held for sale, at fair value	\$—	\$965,639	\$—	\$—	\$965,639
Marketable securities	96,061	—	—	—	96,061
Government debt	88,577	—	—	—	88,577
Securities owned—Equities	780	—	—	—	780
Forwards	—	213	9,687	(12 )	9,888

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Rate lock commitments	—	—	8,750	—	8,750
Foreign exchange/commodities options	102,667	—	—	(98,736 )	3,931
Futures	—	43,541	—	(42,308 )	1,233
Foreign exchange swaps	—	1,249	—	(306 )	943
Total	\$288,085	\$1,010,642	\$18,437	\$(141,362)	\$1,175,802

<sup>1</sup> In addition, the Company has equity securities with a fair value of approximately \$30.9 million which are recorded in “Other Assets” in the Company’s unaudited condensed consolidated statements of financial condition as of March 31, 2018. These investments are remeasured to fair value on a non-recurring basis and are classified within Level 2 in the fair value hierarchy.

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Liabilities at Fair Value at March 31, 2018

	Netting and				
	Level 1	Level 2	Level 3	Collateral	Total
Rate lock commitments	\$—	\$—	\$8,980	\$—	\$8,980
Forwards	—	227	2,421	(12 )	2,636
Futures	—	43,118	—	(42,308 )	810
Foreign exchange swaps	—	1,033	—	(306 )	727
Foreign exchange/commodities options	98,736	—	—	(98,736 )	—
Contingent consideration	—	—	59,242	—	59,242
Total	\$98,736	\$44,378	\$70,643	\$(141,362)	\$72,395

Assets at Fair Value at December 31, 2017

	Netting and				
	Level 1	Level 2	Level 3	Collateral	Total
Loans held for sale, at fair value	\$—	\$362,635	\$—	\$—	\$362,635
Marketable securities	208,176	—	—	—	208,176
Government debt	32,744	—	—	—	32,744
Securities owned—Equities	263	—	—	—	263
Foreign exchange/commodities options	31,834	—	—	(27,418 )	4,416
Forwards	—	610	3,753	(101 )	4,262
Rate lock commitments	—	—	2,923	—	2,923
Foreign exchange swaps	—	1,135	—	(334 )	801
Interest rate swaps	—	242	—	—	242
Futures	—	78,969	—	(78,944 )	25
Total	\$273,017	\$443,591	\$6,676	\$(106,797)	\$616,487

Liabilities at Fair Value at December 31, 2017

	Netting and				
	Level 1	Level 2	Level 3	Collateral	Total
Foreign exchange swaps	\$—	\$3,180	\$—	\$(334 )	\$2,846
Rate lock commitments	—	—	2,390	—	2,390
Forwards	—	927	657	(101 )	1,483
Futures	—	80,010	—	(78,944 )	1,066
Foreign exchange/commodities options	27,548	—	—	(27,418 )	130
Equity options	18	—	—	—	18
Contingent consideration	—	—	67,172	—	67,172
Total	\$27,566	\$84,117	\$70,219	\$(106,797)	\$75,105

Level 3 Financial Assets and Liabilities

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Changes in Level 3 rate lock commitments, forwards and contingent consideration measured at fair value on a recurring basis for the three months ended March 31, 2018 were as follows (in thousands):

	Total realized and Unrealized gains (losses) included in Other comprehensive income				Unrealized gains (losses) for Level 3 Assets / Liabilities Outstanding at March 31, 2018						
	Opening Balance as of January 1, 2018	Net income (loss)	included in	Other comprehensive income (loss)	Purchases/Issuances	Sales/Settlements	Closing Balance at March 31, 2018	at March 31, 2018			
<b>Assets</b>											
Rate lock commitments and forwards, net											
	\$3,629	\$ 7,036	\$ —	\$ —	\$ (3,629	)	\$7,036	\$ 7,036			
<b>Liabilities</b>											
Accounts payable, accrued and other liabilities:											
Contingent consideration <sup>1</sup>											
	\$67,172	\$ (707	)	\$ (863	)	\$ 22	\$ (9,522	)	\$59,242	\$ (1,570	)

<sup>1</sup> Realized and unrealized gains (losses) are reported in “Other expenses” and “Other income (loss),” as applicable, in the Company’s unaudited condensed consolidated statements of operations.

Changes in Level 3 assets and liabilities measured at fair value on a recurring basis for the three months ended March 31, 2017 are as follows (in thousands):

	Total				Unrealized	
	realized and		Unrealized		gains (losses)	
	Opening	unrealized	gains (losses)		Closing	Assets /
	Balance	gains (losses)	included in		Balance	Liabilities
	as of	included in	Other		at	Outstanding
	January	Net	comprehensive		March	at March
	1,	income	income		31,	31,
	2017	(loss)	(loss)	Purchases/Issuances	2017	2017
				Sales/Settlements		
<b>Assets</b>						
Rate lock commitments and forwards, net	\$10,254	\$ 2,462	\$ —	\$ —	\$ (10,254 )	\$ 2,462 \$ 2,462
<b>Liabilities</b>						
Accounts payable, accrued and other liabilities:						
Contingent consideration <sup>1</sup>	\$65,838	\$ (1,111 )	\$ (211 )	\$ 6,190	\$ (10,153 )	\$63,197 \$ (1,322 )

<sup>1</sup> Realized and unrealized gains (losses) are reported in “Other expenses” and “Other income (loss),” as applicable, in the Company’s unaudited condensed consolidated statements of operations.

#### Quantitative Information About Level 3 Fair Value Measurements on a Recurring Basis

The following tables present quantitative information about the significant unobservable inputs utilized by the Company in the fair value measurement of Level 3 assets and liabilities measured at fair value on a recurring basis (in



thousands):

Fair Value						
as of						
March 31,						
2018						
						Weighted
	Assets	Liabilities	Valuation Technique	Unobservable Inputs	Range	Average
<b>Assets</b>						
Rate lock commitments	\$8,750	\$8,980	Discounted cash flow model and other observable market data	Counterparty credit risk	N/A	N/A
Forwards	\$9,687	\$2,421	Discounted cash flow model and other observable market data	Counterparty credit risk	N/A	N/A
<b>Liabilities</b>						
Contingent consideration	\$—	\$59,242	Present value of expected payments	Discount rate Probability of meeting earnout and contingencies	3.3%-10.4% 75%-100%	8.1% 97% <sup>1</sup>

<sup>1</sup>The probability of meeting the earnout targets as of March 31, 2018 was based on the acquired businesses' projected future financial performance, including revenues.

Fair Value

as of

December 31,

2017

	Assets	Liabilities	Valuation Technique	Unobservable Inputs	Range	Weighted Average
<b>Assets</b>						
Rate lock commitments	\$2,923	\$2,390	Discounted cash flow model and other observable market data	Counterparty credit risk	N/A	N/A
Forwards	\$3,753	\$657	Discounted cash flow model and other observable market data	Counterparty credit risk	N/A	N/A
<b>Liabilities</b>						
Contingent consideration	\$—	\$67,172	Present value of expected payments	Discount rate Probability of meeting earnout and contingencies	3.3%-10.4% 75%-100%	8.2% 97% <sup>1</sup>

<sup>1</sup>The probability of meeting the earnout targets as of December 31, 2017 was based on the acquired businesses' projected future financial performance, including revenues.

#### Valuation Processes – Level 3 Measurements

Valuations for rate lock commitments, forwards, and contingent consideration are conducted by the Company. Each reporting period, the Company updates unobservable inputs. The Company has a formal process to review the material accuracy of changes in fair value.

#### Sensitivity Analysis – Level 3 Measurements

The significant unobservable input used in the fair value of the Company's rate lock commitments and forwards is the counterparty credit risk. The significant unobservable inputs used in the fair value of the Company's contingent consideration are the discount rate and forecasted financial information. Significant increases (decreases) in the discount rate would have resulted in a lower (higher) fair value measurement. Significant increases (decreases) in the forecasted financial information would have resulted in a higher (lower) fair value measurement. As of March 31, 2018 and December 31, 2017, the present value of expected payments related to the Company's contingent consideration was \$59.2 million and \$67.2 million, respectively. The undiscounted value of the payments, assuming that all contingencies are met, would be \$79.9 million and \$85.2 million, respectively.

#### Fair Value Measurements on a Non-Recurring Basis

Pursuant to the new recognition and measurement guidance for equity investments, effective January 1, 2018, equity investments carried under the measurement alternative are remeasured at fair value on a non-recurring basis to reflect observable transactions which occurred during the period. The Company applied the measurement alternative to equity securities with the fair value of approximately \$30.9 million, which were included in "Other Assets" in the Company's unaudited condensed consolidated statements of financial condition as of March 31, 2018. These investments are classified within Level 2 in the fair value hierarchy, because their estimated fair value is based on

valuation methods using the observable transaction price at the transaction date.

#### 14. Credit Enhancement Receivable, Credit Enhancement Deposit and Contingent Liability

The Company is a party to a Credit Enhancement Agreement (“CEA”) dated March 9, 2012, with German American Capital Corporation and Deutsche Bank Americas Holding Corporation (together, “DB Entities”). On October 20, 2016, the DB Entities assigned the CEA to Deutsche Bank AG Cayman Island Branch, a Cayman Island Branch of Deutsche Bank AG (“DB Cayman”). Under the terms of these agreements, DB Cayman provides the Company with varying levels of ongoing credit protection, subject to certain limits, for Fannie Mae and Freddie Mac loans subject to loss sharing (see Note 25—“Financial Guarantee Liability”) in the Company’s servicing portfolio as of March 9, 2012. DB Cayman will also reimburse the Company for any losses incurred due to violation of underwriting and serving agreements that occurred prior to March 9, 2012. For the three months ended March 31, 2018 and 2017, respectively, there were no reimbursements under this agreement.

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## Credit enhancement receivable

As of March 31, 2018, the Company had \$18.9 billion of credit risk loans in its servicing portfolio with a maximum pre-credit enhancement loss exposure of \$5.4 billion. The Company had a form of credit protection from DB Cayman on \$0.4 billion of credit risk loans with a maximum loss exposure coverage of \$0.1 billion. The amount of the maximum loss exposure without any form of credit protection from DB Cayman is \$5.3 billion.

As of December 31, 2017, the Company had \$18.8 billion of credit risk loans in its servicing portfolio with a maximum pre-credit enhancement loss exposure of \$5.3 billion. The Company had a form of credit protection from DB Cayman on \$4.2 billion of credit risk loans with a maximum loss exposure coverage of \$1.2 billion. The amount of the maximum loss exposure without any form of credit protection from DB Cayman is \$4.1 billion.

As of March 31, 2018, there was no credit enhancement receivable. As of December 31, 2017, the credit enhancement receivable was \$10 thousand, and is included as part of “Other assets” in the Company’s unaudited condensed consolidated statements of financial condition.

## Credit enhancement deposit

The CEA required the DB Entities to deposit \$25 million into the Company’s Fannie Mae restricted liquidity account (see Note 28—“Regulatory Requirements”), which the Company is required to return to DB Cayman, less any outstanding claims, on March 9, 2021. The \$25 million deposit is included in “Cash segregated under regulatory requirements” and the offsetting liability is included in “Accounts payable, accrued and other liabilities” in the accompanying unaudited condensed consolidated statements of financial condition.

## Contingent liability

Under the CEA, the Company is required to pay DB Cayman on March 9, 2021, an amount equal to 50% of the positive difference, if any, between (a) \$25 million, and (b) the Company’s unreimbursed loss sharing payments from March 9, 2012 through March 9, 2021 on the Company’s servicing portfolio as of March 9, 2012.

As of both March 31, 2018 and December 31, 2017, the contingent liability was \$10.7 million, respectively, and is included as part of “Accounts payable, accrued and other liabilities” in the Company’s unaudited condensed consolidated statements of financial condition.

## 15. Gains from Mortgage Banking Activities/Originations, Net

Gains from mortgage banking activities/originations, net consist of the following activity (in thousands):

	Three Months Ended March 31,	
	2018	2017
Loan origination related fees and sales premiums, net	\$17,817	\$15,951
Fair value of expected net future cash flows from servicing recognized at commitment, net	21,097	29,310
Gains from mortgage banking activities/originations, net	\$38,914	\$45,261

## 16. Mortgage Servicing Rights, Net

The changes in the carrying amount of mortgage servicing rights for the three months ended March 31, 2018 and 2017 were as follows (in thousands):

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	Three Months Ended March 31,	
	2018	2017
<b>Mortgage Servicing Rights</b>		
Beginning balance	\$399,349	\$347,558
Additions	6,389	28,806
Purchases from an affiliate	509	—
Amortization	(19,294 )	(17,175 )
Ending balance	\$386,953	\$359,189
<b>Valuation Allowance</b>		
Beginning balance	\$(6,723 )	\$(7,742 )
Decrease (increase)	1,296	3,168
Ending balance	(5,427 )	(4,574 )
Net balance	\$381,526	\$354,615

The amount of contractually specified servicing fees (including primary and special servicing fees) and ancillary fees (including yield maintenance fees) earned by the Company were as follows:

	Three Months Ended March 31,	
	2018	2017
Servicing fees	\$25,132	\$22,050
Escrow interest and placement fees	2,967	1,459
Ancillary fees	827	1,323
Total Servicing fees	\$28,926	\$24,832

The Company's primary servicing portfolio as of March 31, 2018 and December 31, 2017 was approximately \$55.1 billion and \$54.2 billion, respectively. Also, the Company is named special servicer for a number of commercial mortgage-backed securitizations. Upon certain specified events (such as, but not limited to, loan defaults and loans assumptions), the administration of the loan is transferred to the Company. The Company's special servicing portfolio at March 31, 2018 and December 31, 2017 was \$3.6 billion and \$3.8 billion, respectively.

The estimated fair value of Mortgage servicing rights, net as of March 31, 2018 and December 31, 2017 were \$422.2 million and \$418.1 million, respectively.

Fair values are estimated using a valuation model that calculates the present value of the future net servicing cash flows. The cash flow assumptions used are based on assumptions the Company believes market participants would use to value the portfolio. Significant assumptions include estimates of the cost of servicing per loan, discount rate, earnings rate on escrow deposits and prepayment speeds. The discount rates used in measuring fair value for the three months ended March 31, 2018 and for the year ended December 31, 2017 was between 3.0% and 13.5% and varied based on investor type. An increase in discount rate of 100 bps or 200 bps would result in a decrease in fair value by \$13.7 million and \$25.0 million, respectively, as of March 31, 2018 and by \$11.8 million and \$23.0 million, respectively, at December 31, 2017.

## 17. Related Party Transactions

### Service Agreements

Throughout Europe and Asia, the Company provides Cantor with administrative services, technology services and other support for which it charges Cantor based on the cost of providing such services plus a mark-up, generally 7.5%. In the U.K., the Company provides these services to Cantor through Tower Bridge International Services LP (“Tower Bridge”). The Company owns 52% of Tower Bridge and consolidates it, and Cantor owns 48%. Cantor’s interest in Tower Bridge is reflected as a component of “Noncontrolling interest in subsidiaries” in the Company’s unaudited condensed consolidated statements of financial condition, and the portion of Tower Bridge’s income attributable to Cantor is included as part of “Net income (loss) attributable to noncontrolling interest in subsidiaries” in the Company’s unaudited condensed consolidated statements of operations. In the U.S., the Company provides Cantor with technology services for which it charges Cantor based on the cost of providing such services.

For the three months ended March 31, 2018, Cantor’s share of the net income in Tower Bridge was \$0.3 million and for the three months ended March 31, 2017, Cantor’s share of the net loss in Tower Bridge was \$0.6 million. Cantor’s noncontrolling interest is included as part of “Noncontrolling interest in subsidiaries” in the Company’s unaudited condensed consolidated statements of financial condition.

The administrative services agreement provides that direct costs incurred are charged back to the service recipient. Additionally, the service recipient generally indemnifies the service provider for liabilities that it incurs arising from the provision of services other than liabilities arising from fraud or willful misconduct of the service provider. In accordance with the administrative service agreement, the Company has not recognized any liabilities related to services provided to affiliates.

For the three months ended March 31, 2018 and 2017, the Company recognized related party revenues of \$6.6 million and \$6.9 million, respectively, for the services provided to Cantor, including fees related to the Special Asset Servicing Arrangement between Berkeley Point and CCRE. These revenues are included as part of “Fees from related parties” in the Company’s unaudited condensed consolidated statements of operations.

In the U.S., Cantor and its affiliates provide the Company, including Newmark, with administrative services and other support for which Cantor charges the Company based on the cost of providing such services. In connection with the services Cantor provides, the Company and Cantor entered into an employee lease agreement whereby certain employees of Cantor are deemed leased employees of the Company. For the three months ended March 31, 2018 and 2017, the Company was charged \$19.0 million and \$15.1 million, respectively, for the services provided by Cantor and its affiliates, of which \$11.3 million and \$8.7 million, respectively, were to cover compensation to leased employees for the three months ended March 31, 2018 and 2017. The fees paid to Cantor for administrative and support services, other than those to cover the compensation costs of leased employees, are included as part of “Fees to related parties” in the Company’s unaudited condensed consolidated statements of operations. The fees paid to Cantor to cover the compensation costs of leased employees are included as part of “Compensation and employee benefits” in the Company’s unaudited condensed consolidated statements of operations.

#### Newmark IPO

On December 13, 2017, prior to the closing of the Newmark IPO, BGC, BGC Holdings, BGC U.S. OpCo, Newmark, Newmark Holdings, Newmark OpCo, Cantor, and BGC Global OpCo entered into the Separation and Distribution Agreement. The Separation and Distribution Agreement sets forth the agreements among BGC, Cantor, Newmark and their respective subsidiaries. For additional information, see Note 1— “Organization and Basis of Presentation.” In addition, in connection with the Separation and Newmark IPO, on December 13, 2017 a Registration Rights Agreement by and among Cantor, BGC and Newmark, an Amended and Restated Tax Receivable Agreement by and between Cantor and BGC, an Exchange Agreement by and among Cantor, BGC and Newmark (see “Other Agreements with Cantor” below), an Administrative Services Agreement by and between Cantor and Newmark (see “Service Agreements” above), and a Tax Receivable Agreement by and between Cantor and Newmark were entered into.

As a result of the Separation and Distribution Agreement, the limited partnership interests in Newmark Holdings were distributed to the holders of limited partnership interests in BGC Holdings, including Cantor, whereby each holder of BGC Holdings limited partnership interests at that time will hold a BGC Holdings limited partnership interest and a corresponding Newmark Holdings limited partnership interest, which is equal to a BGC Holdings limited partnership interest multiplied by the contribution ratio, divided by the exchange ratio. For additional information, see Note 2— “Limited Partnership Interests in BGC Holdings and Newmark Holdings.”

In addition, CF&Co, a wholly owned subsidiary of Cantor, was an underwriter of the Newmark IPO. Pursuant to the underwriting agreement, Newmark paid CF&Co 5.5% of the gross proceeds from the sale of shares of Newmark Class A common stock sold by Cantor in connection with the Newmark IPO.



## Investment in Newmark

On March 7, 2018, BGC Partners and its operating subsidiaries purchased 16.6 million newly issued exchangeable limited partnership units (the “Newmark Units”) of Newmark Holdings for approximately \$242.0 million (the “Investment in Newmark”). The price per Newmark Unit was based on the \$14.57 closing price of Newmark’s Class A common stock on March 6, 2018 as reported on the NASDAQ Global Select Market. These newly-issued Newmark Units are exchangeable, at BGC’s discretion, into either shares of Class A common stock or shares of Class B common stock of Newmark. BGC made the Investment in Newmark pursuant to an Investment Agreement dated as of March 6, 2018 by and among BGC, BGC Holdings, BGC Partners, L.P., BGC Global Holdings, L.P., Newmark, Newmark Holdings and Newmark Partners, L.P. The Investment in Newmark and related transactions were approved by the Audit Committees and Boards of Directors of BGC and Newmark. BGC and its subsidiaries funded the Investment in Newmark using the proceeds of its CEO sales program. Newmark used the proceeds to repay the balance of the outstanding principal amount under its unsecured senior term loan credit agreement with Bank of America, N.A., as administrative agent, and a syndicate of lenders. In addition, upon the Newmark spin-off, these Newmark Units will be exchanged into Newmark Class A or Class B common stock, and will be included as part of the Newmark Distribution to holders of shares of Class A or Class B common stock of the Company.

## CF Real Estate Finance Holdings, L.P.

Contemporaneously with the Berkeley Point Acquisition, on September 8, 2017, the Company invested \$100.0 million in a newly formed commercial real estate-related financial and investment business, Real Estate LP, which is controlled and managed by Cantor. Real Estate LP may conduct activities in any real estate related business or asset backed securities-related business or any extensions thereof and ancillary activities thereto. In addition, Real Estate LP may provide short-term loans to related parties from time to time when funds in excess of amounts needed for investment opportunities are available. As of March 31, 2018, \$339.2 million had been loaned to related parties. The Company’s investment is accounted for under the equity method as of March 31, 2018.

## Lucera

On October 25, 2016, the Company’s Board of Directors and Audit Committee authorized the purchase of 9,000 Class B Units of Lucera, representing all of the issued and outstanding Class B Units of Lucera not already owned by the Company. On November 4, 2016, the Company completed this transaction. As a result of this transaction, the Company owns 100% of the ownership interests in Lucera. The Company previously had a 20% ownership interest in Lucera and accounted for its investment using the equity method.

In the purchase agreement, Cantor agreed, subject to certain exceptions, not to solicit certain senior executives of Lucera’s business and was granted the right to be a customer of Lucera’s businesses on the best terms made available to any other customer. The aggregate purchase price paid by the Company to Cantor consisted of approximately \$24.2 million in cash plus a \$4.8 million post-closing adjustment determined after closing based on netting Lucera’s expenses paid by Cantor after May 1, 2016 against accounts receivable owed to Lucera by Cantor for access to Lucera’s business from May 1, 2016 through the closing date. The purchase has been accounted for as a transaction between entities under common control.

During the three months ended March 31, 2018 and 2017, respectively, Lucera had \$0.2 million and \$0.4 million in related party revenues from Cantor. These revenues are included in “Data, software and post-trade” in the Company’s unaudited condensed consolidated statements of operations. Cantor made no capital contributions to Lucera during the three months ended March 31, 2018, and the twelve months ended December 31, 2017.

## Clearing Agreement with Cantor

The Company receives certain clearing services from Cantor pursuant to its clearing agreement. These clearing services are provided in exchange for payment by the Company of third-party clearing costs and allocated costs. The costs associated with these payments are included as part of “Fees to related parties” in the Company’s unaudited condensed consolidated statements of operations. The costs for these services for the three months ended March 31, 2018 and 2017 are included as part of the charges to BGC for services provided by Cantor and its affiliates as discussed in “Services Agreements” above.

#### Other Agreements with Cantor

The Company is authorized to enter into short-term arrangements with Cantor to cover any failed U.S. Treasury securities transactions and to share equally in any net income resulting from such transactions, as well as any similar clearing and settlement issues. As of March 31, 2018, Cantor facilitated Repurchase Agreements between the Company and Cantor in the amount of \$1.0 million for the purpose of financing fails. As of December 31, 2017, the Company had no Repurchase Agreements.

To more effectively manage the Company's exposure to changes in foreign exchange rates, the Company and Cantor have agreed to jointly manage the exposure. As a result, the Company is authorized to divide the quarterly allocation of any profit or loss relating to foreign exchange currency hedging between Cantor and the Company. The amount allocated to each party is based on the total net exposure for the Company and Cantor. The ratio of gross exposures of Cantor and the Company is utilized to determine the shares of profit or loss allocated to each for the period. During the three months ended March 31, 2018 and 2017, the Company recognized its share of foreign exchange losses of \$965.2 thousand and \$510.5 thousand, respectively. These losses are included as part of "Other expenses" in the Company's unaudited condensed consolidated statements of operations.

Pursuant to the separation agreement relating to the Company's acquisition of certain BGC businesses from Cantor in 2008, Cantor has a right, subject to certain conditions, to be the Company's customer and to pay the lowest commissions paid by any other customer, whether by volume, dollar or other applicable measure. In addition, Cantor has an unlimited right to internally use market data from the Company without any cost. Any future related-party transactions or arrangements between the Company and Cantor are subject to the prior approval by the Company's Audit Committee. During the three months ended March 31, 2018 and 2017, the Company recorded revenues from Cantor entities of \$58 thousand and \$80 thousand, respectively, related to commissions paid to the Company by Cantor. These revenues are included as part of "Commissions" in the Company's unaudited condensed consolidated statements of operations.

In March 2009, the Company and Cantor were authorized to utilize each other's brokers to provide brokerage services for securities not brokered by such entity, so long as, unless otherwise agreed, such brokerage services were provided in the ordinary course and on terms no less favorable to the receiving party than such services are provided to typical third-party customers.

In August 2013, the Audit Committee authorized the Company to invest up to \$350 million in an asset-backed commercial paper program for which certain Cantor entities serve as placement agent and referral agent. The program issues short-term notes to money market investors and is expected to be used by the Company from time to time as a liquidity management vehicle. The notes are backed by assets of highly rated banks. The Company is entitled to invest in the program so long as the program meets investment policy guidelines, including policies related to ratings. Cantor will earn a spread between the rate it receives from the short-term note issuer and the rate it pays to the Company on any investments in this program. This spread will be no greater than the spread earned by Cantor for placement of any other commercial paper note in the program. As of March 31, 2018 and December 31, 2017, the Company did not have any investments in the program.

On June 5, 2015, the Company entered into an agreement with Cantor providing Cantor, CF Group Management, Inc. ("CFGM") and other Cantor affiliates entitled to hold BGC Class B common stock the right to exchange from time to time, on a one-to-one basis, subject to adjustment, up to an aggregate of 34,649,693 shares of BGC Class A common stock now owned or subsequently acquired by such Cantor entities for up to an aggregate of 34,649,693 shares of BGC Class B common stock. Such shares of BGC Class B common stock, which currently can be acquired upon the exchange of exchangeable limited partnership units owned in BGC Holdings and Newmark Holdings (as a result of the Newmark IPO and the Separation and Distribution Agreement), are already included in the Company's fully diluted share count and will not increase Cantor's current maximum potential voting power in the common equity. The exchange agreement will enable the Cantor entities to acquire the same number of shares of BGC Class B common stock that they are already entitled to acquire without having to exchange its exchangeable limited partnership units in BGC Holdings and Newmark Holdings. The Company's Audit Committee and full Board of Directors determined that it was in the best interests of the Company and its stockholders to approve the exchange agreement because it will help ensure that Cantor retains its exchangeable limited partnership units in BGC Holdings and Newmark Holdings, which is the same partnership in which the Company's partner employees participate, thus continuing to align the interests of Cantor with those of the partner employees.

Under the exchange agreement, Cantor and CFGM have the right to exchange 14,676,499 shares of BGC Class A common stock owned by them as of March 31, 2018 (including the remaining shares of BGC Class A common stock held by Cantor from the exchange of convertible notes for 24,042,599 shares of BGC Class A common stock on April 13, 2015) for the same number of shares of BGC Class B common stock. Cantor would also have the right to exchange any shares of BGC Class A common stock subsequently acquired by it for shares of BGC Class B common stock, up to 34,649,693 shares of BGC Class B common stock.

The Company and Cantor have agreed that any shares of BGC Class B common stock issued in connection with the exchange agreement would be deducted from the aggregate number of shares of BGC Class B common stock that may be issued to the Cantor entities upon exchange of exchangeable limited partnership units in BGC Holdings and Newmark Holdings. Accordingly, the Cantor entities will not be entitled to receive any more shares of BGC Class B common stock under this agreement than they were previously eligible to receive upon exchange of exchangeable limited partnership units.

In relation to the Newmark IPO, on December 13, 2017, Newmark entered into a similar exchange agreement with Cantor, CFGM, BGC and other Cantor affiliates entitled to hold Newmark Class B common stock, providing the right to exchange from time to time shares of Class A common stock of Newmark now owned or hereafter acquired, as applicable, on a one-for-one basis for shares of Newmark Class B common stock, up to the number of shares of Newmark Class B common stock that are authorized but

unissued under Newmark's certificate of incorporation. The Newmark Audit Committee and Board of Directors have determined that the exchange agreement is in the best interests of Newmark and its stockholders because, among other things, it will help ensure that Cantor retains its exchangeable limited partnership units in Newmark Holdings, which is the same partnership in which Newmark's partner employees participate, thus continuing to align the interests of Cantor with those of the partner employees.

On April 21, 2017, the Company entered into a \$150.0 million revolving credit facility (the "Credit Facility") with an affiliate of Cantor. BGC agreed to lend \$150.0 million under the Credit Facility to such affiliate (the "Loan"). On September 8, 2017, the outstanding balance of \$150.0 million was repaid in its entirety. The Credit Facility was terminated as of March 19, 2018, therefore there were no borrowings outstanding as of March 31, 2018. The Company did not record any interest income related to the Loan for the three months ended March 31, 2018 and 2017. The Company did not record any interest expense related to the Loan for the three months ended March 31, 2018 and 2017.

On March 19, 2018, the Company entered into the BGC Credit Agreement with Cantor. The BGC Credit Agreement provides for each party and certain of its subsidiaries to issue loans to the other party or any of its subsidiaries in the lender's discretion in an aggregate principal amount up to \$250.0 million outstanding at any time. The BGC Credit Agreement replaced the Credit Facility described above and was approved by the Audit Committee of BGC. The BGC Credit Agreement will mature on the earlier to occur of (a) March 19, 2019, after which the maturity date of the BGC Credit Agreement will continue to be extended for successive one-year periods unless prior written notice of non-extension is given by a lending party to a borrowing party at least six months in advance of such renewal date and (b) the termination of the BGC Credit Agreement by either party pursuant to its terms. The outstanding amounts under the BGC Credit Agreement will bear interest for any rate period at a per annum rate equal to the higher of BGC's or Cantor's short-term borrowing rate in effect at such time plus 1.00%. As of March 31, 2018, there was \$180.0 million of borrowings by BGC outstanding under this agreement. The interest on this agreement as of March 31, 2018 was LIBOR plus 3.25%, which may be adjusted based on the higher of the Company's or Cantor's short-term borrowing rate then in effect. As of March 31, 2018, the interest rate on this facility was 5.13%. For the three months ended March 31, 2018, the Company recorded interest expense of \$0.4 million related to this agreement.

As part of the Company's cash management process, the Company may enter into tri-party reverse repurchase agreements and other short-term investments, some of which may be with Cantor. As of March 31, 2018 and December 31, 2017, the Company had no reverse repurchase agreements.

On February 9, 2016, the Audit Committee of the Board of Directors authorized the Company to enter into an arrangement with Cantor in which the Company would provide dedicated development services to Cantor at a cost to the Company not to exceed \$1.4 million per year for the purpose of Cantor developing the capacity to provide quotations in certain securities from time to time. The services are terminable by either party at any time and will be provided on the terms and conditions set forth in the existing Administrative Services Agreement. The Company did not provide development services to Cantor in the three months ended March 31, 2018 and twelve months ended December 31, 2017 under this arrangement.

In July 2016, the Audit Committee of the Company authorized the Company to provide real estate and related services, including real estate advice, brokerage, property or facilities management, appraisals and valuations and other services, to Cantor on rates and terms no less favorable to the Company than those charged to third-party customers. The Company and Cantor expect to enter into these arrangements from time to time. The Company did not provide any such real estate and related services in the three months ended March 31, 2018 and March 31, 2017.

#### Receivables from and Payables to Related Broker-Dealers

Amounts due to or from Cantor and Freedom International Brokerage, one of the Company's equity method investments, are for transactional revenues under a technology and services agreement with Freedom International

Brokerage as well as for open derivative contracts. These are included as part of “Receivables from broker-dealers, clearing organizations, customers and related broker-dealers” or “Payables to broker-dealers, clearing organizations, customers and related broker-dealers” in the Company’s unaudited condensed consolidated statements of financial condition. As of March 31, 2018 and December 31, 2017, the Company had receivables from Freedom International Brokerage of \$2.1 million and \$1.3 million, respectively. As of March 31, 2018 and December 31, 2017, the Company had \$0.9 million and \$0.8 million, respectively, in receivables from Cantor related to open derivative contracts. As of March 31, 2018 and December 31, 2017, the Company had \$0.9 million and \$2.8 million, respectively, in payables to Cantor related to open derivative contracts. As of March 31, 2018 and December 31, 2017, the Company had \$2.4 million in payables to and \$0.5 million in receivables from, respectively, Cantor related to fails and equity trades pending settlement.

#### Loans, Forgivable Loans and Other Receivables from Employees and Partners, Net

The Company has entered into various agreements with certain employees and partners whereby these individuals receive loans which may be either wholly or in part repaid from the distribution earnings that the individuals receive on some or all of their limited

partnership interests or may be forgiven over a period of time. The forgivable portion of these loans is recognized as compensation expense over the life of the loan. From time to time, the Company may also enter into agreements with employees and partners to grant bonus and salary advances or other types of loans. These advances and loans are repayable in the timeframes outlined in the underlying agreements.

As of March 31, 2018 and December 31, 2017, the aggregate balance of employee loans, net, was \$369.1 million and \$335.7 million, respectively, and is included as “Loans, forgivable loans and other receivables from employees and partners, net” in the Company’s unaudited condensed consolidated statements of financial condition. Compensation expense for the above-mentioned employee loans for the three months ended March 31, 2018 and 2017 was \$7.6 million and \$7.7 million, respectively. The compensation expense related to these employee loans is included as part of “Compensation and employee benefits” in the Company’s unaudited condensed consolidated statements of operations.

Interest income on the above-mentioned employee loans for the three months ended March 31, 2018 and 2017 was \$1.7 million and \$1.6 million, respectively. The interest income related to these employee loans is included as part of “Interest income” in the Company’s unaudited condensed consolidated statements of operations.

#### Controlled Equity Offerings and Other Transactions with CF&Co

As discussed in Note 6—“Stock Transactions and Unit Redemptions,” the Company has entered into the April 2017 Sales Agreement and the March 2018 Sales Agreement with CF&Co, as the Company’s sales agent. During the three months ended March 31, 2018, the Company sold 19.9 million shares under its sales agreements for aggregate proceeds of \$280.4 million, at a weighted-average price of \$14.11 per share. During the three months ended March 31, 2017, the Company sold 2.8 million shares under its sales agreement for aggregate proceeds of \$30.7 million, at a weighted-average price of \$11.05 per share. For the three months ended March 31, 2018 and 2017, the Company was charged approximately \$5.6 million and \$0.6 million, respectively, for services provided by CF&Co related to the Company’s sales agreement. These expenses are included as part of “Professional and consulting fees” in the Company’s unaudited condensed consolidated statement of operations. The net proceeds of the shares sold are included as part of “Additional paid-in capital” in the Company’s unaudited condensed consolidated statements of financial condition.

The Company has engaged CF&Co and its affiliates to act as financial advisor in connection with one or more third-party business combination transactions as requested by the Company on behalf of its affiliates from time to time on specified terms, conditions and fees. The Company may pay finders’, investment banking or financial advisory fees to broker-dealers, including, but not limited to, CF&Co and its affiliates, from time to time in connection with certain business combination transactions, and, in some cases, the Company may issue shares of the Company’s Class A common stock in full or partial payment of such fees.

On October 3, 2014, management was granted approval by the Company’s Board of Directors and Audit Committee to enter into stock loan transactions with CF&Co utilizing shares of Nasdaq stock or other equities. Such stock loan transactions will bear market terms and rates. As of March 31, 2018, the Company had Securities loaned transactions of \$92.6 million with CF&Co. The fair value of the securities lent was \$94.6 million (see Note 8—“Collateralized Transactions”). As of March 31, 2018, the cash collateral received from CF&Co bore interest rates ranging from 2.2% to 2.5%. As of December 31, 2017, the Company had Securities loaned transactions of \$202.3 million with Cantor. The market value of the securities lent was \$204.1 million (see Note 8—“Collateralized Transactions”). As of December 31, 2017, the cash collateral received from CF&Co bore interest rates ranging from 1.9% to 4.3%. Securities loaned transactions are included in “Securities loaned” in the Company’s unaudited condensed consolidated statements of financial condition.

On May 27, 2016, the Company issued an aggregate of \$300.0 million principal amount of 5.125% Senior Notes due 2021 (the “5.125% Senior Notes”). In connection with this issuance of 5.125% Senior Notes, the Company recorded approximately \$0.5 million in underwriting fees payable to CF&Co and \$18 thousand to CastleOak Securities, L.P.

These fees were recorded as a deduction from the carrying amount of the debt liability, which is amortized as interest expense over the term of the notes. Cantor purchased \$15.0 million of such senior notes and still holds such notes as of March 31, 2018.

Under rules adopted by the Commodity Futures Trading Commission (the “CFTC”), all foreign introducing brokers engaging in transactions with U.S. persons are required to register with the National Futures Association and either meet financial reporting and net capital requirements on an individual basis or obtain a guarantee agreement from a registered Futures Commission Merchant. From time to time, the Company’s foreign-based brokers engage in interest rate swap transactions with U.S.-based counterparties, and therefore the Company is subject to the CFTC requirements. CF&Co has entered into guarantees on behalf of the Company, and the Company is required to indemnify CF&Co for the amounts, if any, paid by CF&Co on behalf of the Company pursuant to this arrangement. During the three months ended March 31, 2018 and 2017, the Company recorded fees of \$31.3 thousand, with respect to these guarantees. These fees were included in “Fees to related parties” in the Company’s unaudited condensed consolidated statements of operations.



Transactions with Cantor Commercial Real Estate Company, L.P.

On October 29, 2013, the Audit Committee of the Board of Directors authorized the Company to enter into agreements from time to time with Cantor and/or its affiliates, including Cantor Commercial Real Estate Company, L.P. (“CCRE”), to provide services, including finding and reviewing suitable acquisition or partner candidates, structuring transactions, negotiating and due diligence services, in connection with the Company’s acquisition and other business strategies in commercial real estate and other businesses. Such services are provided at fees not to exceed the fully-allocated cost of such services, plus 10%. In connection with this agreement, the Company did not recognize any expense for the three months ended March 31, 2018 and 2017.

The Company also has a referral agreement in place with CCRE, in which the Company’s brokers are incentivized to refer business to CCRE through a revenue-share agreement. In connection with this revenue-share agreement, the Company recognized revenues of \$60.9 thousand for the three months ended March 31, 2017. The Company did not recognize any revenue related to this agreement during the three months ended March 31, 2018. This revenue was recorded as part of “Commissions” in the Company’s unaudited condensed consolidated statements of operations.

The Company also has a revenue-share agreement with CCRE, in which the Company pays CCRE for referrals for leasing or other services. The Company did not make any payments under this agreement to CCRE for the three months ended March 31, 2018 and 2017, respectively.

In addition, the Company has a loan referral agreement in place with CCRE, in which either party can refer a loan to the other. Revenue from these referrals was \$3.7 million and \$0.3 million for the three months ended March 31, 2018 and 2017, respectively, and was recognized in Gains from mortgage banking activities/originations, net in our consolidated condensed consolidated statements of operations. These referrals fees are net of the broker fees and commissions to CCRE of \$0.7 million and \$0.2 million for the three months ended March 31, 2018 and 2017, respectively.

On September 8, 2017, the Company completed the Berkeley Point Acquisition, for an acquisition price of \$875.0 million, with \$3.2 million of the acquisition price paid in units of BGC Holdings, pursuant to a Transaction Agreement, dated as of July 17, 2017, with Cantor and certain of Cantor’s affiliates, including CCRE and Cantor Commercial Real Estate Sponsor, L.P., the general partner of CCRE. In accordance with this Transaction Agreement, Berkeley Point made a distribution of \$89.1 million to CCRE related to the Berkeley Point Acquisition, for the amount that Berkeley Point’s net assets, inclusive of certain fair value adjustments, exceeded \$508.6 million.

On March 11, 2015, the Company and CCRE entered into a note receivable/payable that allows for advances to or from CCRE at an interest rate of 1 month LIBOR plus 1.0%. On September 8, 2017, the note receivable/payable was terminated and all outstanding advances due were paid off. The Company recognized interest expense of \$2.1 million for the three months ended March 31, 2017.

For the three months ended March 31, 2018, the Company purchased the primary servicing rights for \$0.3 billion of loans originated by CCRE for \$0.5 million. The Company did not purchase any servicing rights from CCRE for the three months ended March 31, 2017. The Company also services loans for CCRE on a “fee for service” basis, generally prior to a loan’s sale or securitization, and for which no mortgage servicing right is recognized. The Company recognized \$0.9 million for the three months ended March 31, 2018 and \$1.0 million for the three months ended March 31, 2017, of servicing revenue from (excludes interest and placement fees) loans purchased from CCRE on a “fee for service” basis, which was included as part of Servicing fees in our consolidated condensed consolidated statements of operations.

For information with respect to the Company’s \$100 million investment in a newly formed joint venture with Cantor, see “CF Real Estate Finance Holdings, L.P.” above.

Cantor Rights to Purchase Limited Partnership Interests from BGC Holdings and Newmark Holdings

Cantor has the right to purchase limited partnership interests (Cantor units) from BGC Holdings and Newmark Holdings upon redemption of non-exchangeable FPU's redeemed by BGC Holdings and Newmark Holdings upon termination or bankruptcy of the founding/working partner. In addition, pursuant to Article Eight, Section 8.08, of the Second Amended and Restated BGC Holdings Limited Partnership Agreement (previously the "Sixth Amendment") and Article Eight, Section 8.08, of the Amended and Restated Newmark Holdings Limited Partnership Agreement, where either current, terminating, or terminated partners are permitted by the Company to exchange any portion of their FPU's and Cantor consents to such exchangeability, the Company shall offer to Cantor the opportunity for Cantor to purchase the same number of new exchangeable limited partnership interests (Cantor units) in BGC Holdings and Newmark Holdings at the price that Cantor would have paid for the FPU's had the Company redeemed them. Any such Cantor units purchased by Cantor are currently exchangeable for up to 34,649,693 shares of BGC Class B common stock or, at

Cantor's election or if there are no such additional shares of BGC Class B common stock, shares of BGC Class A common stock, in each case on a one-for-one basis (subject to customary anti-dilution adjustments).

On November 7, 2017, the Company issued exchange rights with respect to, and Cantor purchased, in transactions exempt from registration pursuant to Section 4(a)(2) of the Securities Act, an aggregate of 1,179,788 exchangeable limited partnership units in BGC Holdings, as follows: In connection with the redemption by BGC Holdings of an aggregate of 823,178 non-exchangeable founding partner units from founding partners of BGC Holdings for an aggregate consideration of \$2.8 million, Cantor purchased 823,178 exchangeable limited partnership units from BGC Holdings for an aggregate of \$2.8 million. In addition, pursuant to the Sixth Amendment, on November 7, 2017, Cantor purchased 356,610 exchangeable limited partnership units from BGC Holdings for an aggregate consideration of \$1.1 million in connection with the grant of exchangeability and exchange for 356,610 founding partner units. As a result of the Newmark IPO and the related Separation and Distribution Agreement, the aggregate exchangeable limited partnership units represent 1,179,788 and 536,267 exchangeable limited partnership units in BGC Holdings and Newmark Holdings, respectively.

As of March 31, 2018, there were 418,606 FPU's in BGC Holdings and 190,275 FPU's in Newmark Holdings remaining, which the partnerships had the right to redeem or exchange and with respect to which Cantor had the right to purchase an equivalent number of Cantor units.

#### Transactions with Executive Officers and Directors

On March 11, 2018, as part of 2017 year-end compensation, the BGC Compensation Committee authorized the Company to issue Mr. Lutnick \$30.0 million of our Class A common stock, less applicable taxes and withholdings, based on a price of \$14.33 per share, which was the closing price of our Class A common stock on the trading day prior to the date of issuance, which resulted in the net issuance of 979,344 shares of our Class A common stock. In exchange, the following equivalent units were redeemed and cancelled: an aggregate of 2,348,479 non-exchangeable limited partnership units of BGC Holdings consisting of 1,637,215 non-exchangeable BGC Holdings PSUs and 711,264 BGC Holdings PPSUs, having various determination prices per unit based on the date of the grant, and associated non-exchangeable limited partnership units of Newmark Holdings consisting of 774,566 of non-exchangeable Newmark Holdings PSUs and 336,499 of non-exchangeable Newmark Holdings PPSUs.

On November 29, 2017, Mr. Lutnick exercised an employee stock option with respect to 1,000,000 shares of Class A common stock at an exercise price of \$16.24 per share. The net exercise of the option resulted in 147,448 shares of the Company's Class A common stock being issued to Mr. Lutnick.

On October 4, 2017, Mr. Dalton exercised a stock option with respect to 7,085 shares of Class A common stock at an exercise price of \$15.30 per share.

On January 31, 2017, the BGC Compensation Committee approved the acceleration of the lapse of restrictions on transferability with respect to 167,654 shares of restricted stock held by Mr. Lynn. On the same date, the Company repurchased the shares from Mr. Lynn at \$11.07 per share, the closing price of our Class A common stock on such date.

#### Transactions with Relief Fund

During the year ended December 31, 2015, the Company committed to make charitable contributions to the Cantor Fitzgerald Relief Fund in the amount of \$40.0 million, which the Company recorded in "Other expenses" in the Company's unaudited condensed consolidated statements of operations for the year ended December 31, 2015. As of March 31, 2018 and December 31, 2017, the remaining liability associated with this commitment was \$30.7 million, which is included in "Accounts payable, accrued and other liabilities" in the Company's unaudited condensed consolidated statements of financial condition.

Other Transactions

The Company is authorized to enter into loans, investments or other credit support arrangements for Aqua Securities L.P. (“Aqua”), an alternative electronic trading platform that offers new pools of block liquidity to the global equities markets; such arrangements are proportionally and on the same terms as similar arrangements between Aqua and Cantor. On October 27, 2015, the Company’s Board of Directors and Audit Committee increased the authorized amount by an additional \$4.0 million, to \$16.2 million. The Company has been further authorized to provide counterparty or similar guarantees on behalf of Aqua from time to time, provided that liability for any such guarantees, as well as similar guarantees provided by Cantor, would be shared proportionally with Cantor. Aqua is 51% owned by Cantor and 49% owned by the Company. Aqua is accounted for under the equity method of accounting. During the three months ended March 31, 2018 and 2017, the Company made \$0.1 million and \$0.2 million, respectively, in cash

contributions to Aqua. These contributions are recorded as part of “Investments” in the Company’s unaudited condensed consolidated statements of financial condition.

The Company has also entered into a Subordinated Loan Agreement with Aqua, whereby the Company loaned Aqua the principal sum of \$980 thousand. The scheduled maturity date on the subordinated loan is September 1, 2018, and the current rate of interest on the loan is three month LIBOR plus 600 basis points. The loan to Aqua is recorded as part of “Receivables from related parties” in the Company’s unaudited condensed consolidated statements of financial condition.

## 18. Investments

### Equity Method Investments

The carrying value of the Company’s equity method investments was \$139.7 million as of March 31, 2018 and \$135.6 million as of December 31, 2017, and is included in “Investments” in the Company’s unaudited condensed consolidated statements of financial condition.

The Company recognized a gain of \$5.8 million and \$0.2 million related to its equity method investments for the three months ended March 31, 2018 and 2017, respectively. The Company’s share of the gains or losses is reflected in “Gains (losses) on equity method investments” in the Company’s unaudited condensed consolidated statements of operations.

On September 8, 2017, the Company invested \$100.0 million in Real Estate LP, which is controlled and managed by Cantor. As of March 31, 2018, the Company’s investment is accounted for under the equity method. There was a \$3.2 million gain recognized for the three months ended March 31, 2018.

See Note 17—“Related Party Transactions,” for information regarding related party transactions with unconsolidated entities included in the Company’s unaudited condensed consolidated financial statements.

### Investments Carried Under Measurements Alternative

The Company had previously acquired investments for which it did not have the ability to exert significant influence over operating and financial policies of the investees. Prior to January 1, 2018, these investments were accounted for using the cost method in accordance with U.S. GAAP guidance, Investments—Other. The carrying value of the cost method investments was \$6.2 million and is included in “Investments” in the Company’s unaudited condensed consolidated statements of financial condition as of December 31, 2017. The Company did not recognize any gain or loss relating to cost method investments for the three months ended March 31, 2017.

Effective January 1, 2018, these investments are accounted for using the measurement alternative in accordance with the new guidance on recognition and measurement. The carrying value of these investments was \$13.8 million and is included in “Investments” in the Company’s unaudited condensed statements of financial condition as of March 31, 2018. The Company did not recognize any gains, losses, or impairments relating to investments carried under the measurement alternative for the three months ended March 31, 2018.

In addition, the Company owns membership shares, which are included in “Other Assets” in the Company’s unaudited condensed consolidated statements of financial condition as of March 31, 2018 and December 31, 2017. Prior to

January 1, 2018, these shares were accounted for using the cost method in accordance with U.S. GAAP guidance, Investments—Other. Effective January 1, 2018, these shares are accounted for using the measurement alternative in accordance with the new guidance on recognition and measurement. The Company recognized a \$20.6 million unrealized gain (upward adjustment) to reflect an observable transaction for these shares during the three months ended March 31, 2018. The unrealized gain is reflected in “Other Income” in the Company’s unaudited condensed consolidated statements of operations. The Company did not recognize any impairment charges on these shares for the three months ended March 31, 2018.

#### Investments in Variable Interest Entities

Certain of the Company’s equity method investments included in the tables above are considered Variable Interest Entities (“VIEs”), as defined under the accounting guidance for consolidation. The Company is not considered the primary beneficiary of and therefore does not consolidate these VIEs. The Company’s involvement with such entities is in the form of direct equity interests and related agreements. The Company’s maximum exposure to loss with respect to the VIEs is its investment in such entities as well as a credit facility and a subordinated loan.

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The following table sets forth the Company's investment in its unconsolidated VIEs and the maximum exposure to loss with respect to such entities as of March 31, 2018 and December 31, 2017 (in thousands).

	March 31, 2018	December 31, 2017
	Maximum	Maximum
	Exposure	Exposure
	to	to
	Investment Loss	Investment Loss
Variable interest entities <sup>1</sup>	\$ 107,319	\$ 108,299
	\$ 103,892	\$ 104,872

<sup>1</sup>The Company has entered into a subordinated loan agreement with Aqua, whereby the Company agreed to lend the principal sum of \$980 thousand. As of March 31, 2018 and December 31, 2017, the Company's maximum exposure to loss with respect to its unconsolidated VIEs includes the sum of its equity investments in its unconsolidated VIEs and the \$980 thousand subordinated loan to Aqua.

Consolidated VIE

The Company is invested in a limited liability company that is focused on developing a proprietary trading technology. The limited liability company is a VIE and it was determined that the Company is the primary beneficiary of this VIE because the Company, through GFI, was the provider of the majority of this VIE's start-up capital and has the power to direct the activities of this VIE that most significantly impact its economic performance, primarily through its voting percentage and consent rights on the activities that would most significantly influence the entity. The consolidated VIE had total assets of \$7.4 million as of March 31, 2018, which primarily consisted of clearing margin. There were no material restrictions on the consolidated VIE's assets. The consolidated VIE had total liabilities of \$1.9 million and \$1.6 million as of March 31, 2018 and December 31, 2017, respectively. The Company's exposure to economic loss on this VIE was approximately \$3.5 million and \$2.4 million as of March 31, 2018 and December 31, 2017, respectively.

#### 19. Fixed Assets, Net

Fixed assets, net consisted of the following (in thousands):

	March 31, 2018	December 31, 2017
Computer and communications equipment	\$ 154,171	\$ 151,499
Software, including software development costs	175,280	164,011
Leasehold improvements and other fixed assets	186,952	179,178
	516,403	494,688
Less: accumulated depreciation and amortization	(319,497)	(305,341)
Fixed assets, net	\$ 196,906	\$ 189,347

Depreciation expense was \$7.1 million and \$7.9 million for the three months ended March 31, 2018 and 2017, respectively. Depreciation is included as part of "Occupancy and equipment" in the Company's unaudited condensed consolidated statements of operations.

The Company has approximately \$7.2 million of asset retirement obligations related to certain of its leasehold improvements. The associated asset retirement cost is capitalized as part of the carrying amount of the long-lived asset. The liability is discounted and accretion expense is recognized using the credit adjusted risk-free interest rate in effect when the liability was initially recognized.

For the three months ended March 31, 2018 and 2017, software development costs totaling \$11.2 million and \$4.6 million, respectively, were capitalized. Amortization of software development costs totaled \$6.4 million and \$5.4 million for the three months ended March 31, 2018 and 2017, respectively. Amortization of software development costs is included as part of “Occupancy and equipment” in the Company’s unaudited condensed consolidated statements of operations.

Impairment charges of \$0.1 million and \$0.5 million were recorded for the three months ended March 31, 2018 and 2017, respectively, related to the evaluation of capitalized software projects for future benefit and for fixed assets no longer in service. The impairment charges for the three months ended March 31, 2018 and 2017 were related to the Financial Services segment. Impairment charges related to capitalized software and fixed assets are reflected in “Occupancy and equipment” in the Company’s unaudited condensed consolidated statements of operations.



## 20. Goodwill and Other Intangible Assets, Net

The changes in the carrying amount of goodwill by reportable segment for the three months ended March 31, 2018 were as follows (in thousands):

	Financial	Real Estate	
	Services	Services	Total
Balance at December 31, 2017	\$468,050	\$477,532	\$945,582
Measurement period adjustments	(24 )	(2,542 )	(2,566 )
Cumulative translation adjustment	1,779	—	1,779
Balance at March 31, 2018	\$469,805	\$474,990	\$944,795

During the three months ended March 31, 2018, the Company did not have any acquisitions, as such did not recognize additional goodwill. Goodwill is not amortized and is reviewed annually for impairment or more frequently if impairment indicators arise, in accordance with U.S. GAAP guidance on Goodwill and Other Intangible Assets.

Other intangible assets consisted of the following (in thousands, except weighted-average remaining life):

	March 31, 2018			Weighted-
	Gross	Accumulated	Net Carrying	Average
	Amount	Amortization	Amount	Remaining Life
				(Years)
Definite life intangible assets:				
Customer-related	\$208,070	\$ 32,281	\$ 175,789	13.4
Technology	24,026	10,607	13,419	3.9
Noncompete agreements	34,730	18,581	16,149	2.5
Patents	10,630	10,296	334	5.2
All other	19,923	10,455	9,468	8.7
Total definite life intangible assets	297,379	82,220	215,159	11.8
Indefinite life intangible assets:				
Trade names	84,095	—	84,095	N/A
Licenses	7,929	—	7,929	N/A
Total indefinite life intangible assets	92,024	—	92,024	N/A
Total	\$389,403	\$ 82,220	\$ 307,183	11.8

December 31, 2017

	Gross	Accumulated	Net Carrying	Weighted-
	Amount	Amortization	Amount	Average

	Remaining Life			
	(Years)			
Definite life intangible assets:				
Customer-related	\$203,743	\$ 27,820	\$ 175,923	13.7
Technology	24,025	9,741	14,284	4.2
Noncompete agreements	34,333	16,180	18,153	2.7
Patents	10,629	10,049	580	3.6
All other	19,795	9,691	10,104	9.2
Total definite life intangible assets	292,525	73,481	219,044	11.9
Indefinite life intangible assets:				
Trade names	84,048	—	84,048	N/A
Licenses	7,929	—	7,929	N/A
Total indefinite life intangible assets	91,977	—	91,977	N/A
Total	\$384,502	\$ 73,481	\$ 311,021	11.9

Intangible amortization expense was \$8.7 million and \$6.2 million for the three months ended March 31, 2018 and 2017, respectively. Intangible amortization is included as part of “Other expenses” in the Company’s unaudited condensed consolidated statements of operations.

There was no impairment charge for the Company’s indefinite life intangibles for the three months ended March 31, 2018 and March 31, 2017.

The estimated future amortization expense of definite life intangible assets as of March 31, 2018 is as follows (in millions):

2018	\$21.7
2019	28.0
2020	21.6
2021	18.8
2022	14.3
2023 and thereafter	110.8
Total	\$215.2

## 21. Notes Payable, Other and Short-term Borrowings

Notes payable, other and short-term borrowings consisted of the following (in thousands):

	March 31, 2018	December 31, 2017
Unsecured senior revolving credit agreement	\$397,709	\$ 397,310
Unsecured senior term loan credit agreement	—	270,710
8.125% Senior Notes	109,427	109,396
5.375% Senior Notes	298,310	298,064
8.375% Senior Notes	241,323	242,474
5.125% Senior Notes	297,198	296,996
Collateralized borrowings	31,976	35,559
Total Notes payable and other borrowings	1,375,943	1,650,509
Short-term borrowings	6,017	6,046
Total Notes payable, other and short-term borrowings	\$ 1,381,960	\$ 1,656,555

## Unsecured Senior Revolving Credit and Converted Term Loan Agreement

On September 8, 2017, the Company entered into a committed unsecured senior revolving credit agreement with Bank of America, N.A., as administrative agent, and a syndicate of lenders. The revolving credit agreement provides for revolving loans of up to \$400.0 million. The maturity date of the facility is September 8, 2019. On November 22, 2017, the Company and Newmark entered into an amendment to the unsecured senior revolving credit agreement. Pursuant to the amendment, the then-outstanding borrowings of the Company under the revolving credit facility were converted into a term loan. There was no change in the maturity date or interest rate. Effective December 13, 2017, Newmark assumed the obligations of the Company as borrower under the converted term loan. The converted term loan is guaranteed by the Company. The Company remains a borrower under, and retains access to, the revolving credit facility for any future draws, subject to availability which increases as Newmark repays the converted term loan. Borrowings under the converted term loan bear interest at either LIBOR or a defined base rate plus an additional margin which ranges from 50 basis points to 325 basis points depending on the Company's debt rating as determined by S&P and Fitch and whether such loan is a LIBOR loan or a base rate loan. As there were amounts outstanding under the senior term loan as of December 31, 2017, the pricing increased by 50 basis points, and if there are any amounts outstanding under the senior term loan as of June 30, 2018, the pricing shall increase by an additional 75 basis points (125 basis points in the aggregate) until the senior term loan is paid in full. From and after the repayment in full of the senior term loan, the pricing shall return to the levels previously described. As of March 31, 2018, there

were \$400.0 million of borrowings outstanding under the converted term loan. The carrying value of the converted term loan as of March 31, 2018 was \$397.7 million, net of deferred financing costs of \$2.3 million. The approximated fair value of the converted term loan as of March 31, 2018 and December 31, 2017 was \$400.0 million. As of March 31, 2018, the interest rate on this converted term loan was 3.99%. The Company recorded interest expense related to the converted term loan of \$4.6 million for the three months ended March 31, 2018.

#### Unsecured Senior Term Loan Credit Agreement

On September 8, 2017, the Company entered into a committed unsecured senior term loan credit agreement with Bank of America, N.A., as administrative agent, and a syndicate of lenders. The term loan credit agreement provides for loans of up to \$575.0 million. The maturity date of the agreement is September 8, 2019. On November 22, 2017, the Company and Newmark entered into an amendment to the unsecured senior term loan credit agreement. Pursuant to the term loan amendment and effective as of December 13, 2017, Newmark assumed the obligations of the Company as borrower under the senior term loan. The senior term loan is guaranteed by the Company. There was no change in the maturity date or interest rate. Borrowings under the senior term loan bear interest at either LIBOR or a defined base rate plus an additional margin which ranges from 50 basis points to 325 basis points depending on the Company's debt rating as determined by S&P and Fitch and whether such loan is a LIBOR loan or a base rate loan. As there were amounts outstanding under the senior term loan as of December 31, 2017, the pricing increased by 50 basis points, and

if there are any amounts outstanding under the senior term loan as of June 30, 2018, the pricing shall increase by an additional 75 basis points (125 basis points in the aggregate) until the senior term loan is paid in full. From and after the repayment in full of the senior term loan, the pricing shall return to the levels previously described. The senior term loan is also subject to mandatory prepayment from 100% of net cash proceeds of all material asset sales and debt and equity issuances by Newmark and its subsidiaries (subject to certain customary exceptions, including sales under the Company’s CEO sales program). The net proceeds from the Newmark initial public offering were used to partially repay \$304.3 million of the senior term loan. During the three months ended March 31, 2018, the Company repaid the outstanding balance of \$270.7 million on the senior term loan. As of March 31, 2018, there were no borrowings outstanding under the senior term loan. The approximated fair value of the senior term loan as of December 31, 2017 was \$270.7 million. The Company recorded interest expense related to the senior term loan of \$2.6 million for the three months ended March 31, 2018.

### Senior Notes

The Company’s Senior Notes are recorded at amortized cost. As of March 31, 2018 and December 31, 2017, the carrying amounts and estimated fair values of the Company’s Senior Notes were as follows (in thousands):

	March 31, 2018		December 31, 2017	
	Carrying	Fair	Carrying	Fair
	Amount	Value	Amount	Value
8.125% Senior Notes	\$109,427	\$115,650	\$109,396	\$116,550
5.375% Senior Notes	298,310	309,750	298,064	313,125
8.375% Senior Notes	241,323	242,400	242,474	247,200
5.125% Senior Notes	297,198	309,750	296,996	315,375
<b>Total</b>	<b>\$946,258</b>	<b>\$977,550</b>	<b>\$946,930</b>	<b>\$992,250</b>

The fair values of the Senior Notes were determined using observable market prices as these securities are traded and based on whether they are deemed to be actively traded, the 8.125% Senior Notes are considered Level 1 and the 5.375% Senior Notes, 8.375% Senior Notes, and 5.125% Senior Notes are considered Level 2 within the fair value hierarchy.

### 8.125% Senior Notes

On June 26, 2012, the Company issued an aggregate of \$112.5 million principal amount of 8.125% Senior Notes due 2042 (the “8.125% Senior Notes”). The 8.125% Senior Notes are senior unsecured obligations of the Company. The 8.125% Senior Notes may be redeemed for cash, in whole or in part, on or after June 26, 2017, at the Company’s option, at any time and from time to time, until maturity at a redemption price equal to 100% of the principal amount to be redeemed, plus accrued but unpaid interest on the principal amount being redeemed to, but not including, the redemption date. The 8.125% Senior Notes are listed on the New York Stock Exchange under the symbol “BGCA.” The Company used the proceeds to repay short-term borrowings under its unsecured revolving credit facility and for general corporate purposes, including acquisitions.

The initial carrying value of the 8.125% Senior Notes was \$108.7 million, net of debt issuance costs of \$3.8 million. The issuance costs are amortized as interest cost, and the carrying value of the 8.125% Senior Notes will accrete up to the face amount over the term of the 8.125% Senior Notes. The Company recorded interest expense related to the 8.125% Senior Notes of \$2.3 million for each of the three months ended March 31, 2018 and 2017.

#### 5.375% Senior Notes

On December 9, 2014, the Company issued an aggregate of \$300.0 million principal amount of 5.375% Senior Notes due 2019 (the “5.375% Senior Notes”). The 5.375% Senior Notes are general senior unsecured obligations of the Company. These Senior Notes bear interest at a rate of 5.375% per year, payable in cash on June 9 and December 9 of each year, commencing June 9, 2015. The interest rate payable on the notes will be subject to adjustments from time to time based on the debt rating assigned by specified rating agencies to the notes, as set forth in the Indenture. The 5.375% Senior Notes will mature on December 9, 2019. The Company may redeem some or all of the notes at any time or from time to time for cash at certain “make-whole” redemption prices (as set forth in the Indenture). If a “Change of Control Triggering Event” (as defined in the Indenture) occurs, holders may require the Company to purchase all or a portion of their notes for cash at a price equal to 101% of the principal amount of the notes to be purchased plus any accrued and unpaid interest to, but excluding, the purchase date.

The initial carrying value of the 5.375% Senior Notes was \$295.1 million, net of the discount and debt issuance costs of \$4.9 million. The issuance costs are amortized as interest cost, and the carrying value of the 5.375% Senior Notes will accrete up to the face amount over the term of the notes. The Company recorded interest expense related to the 5.375% Senior Notes of \$4.3 million for both the three months ended March 31, 2018 and 2017.

### 8.375% Senior Notes

As part of the GFI acquisition, the Company assumed \$240.0 million in aggregate principal amount of 8.375% Senior Notes due July 2018 (the “8.375% Senior Notes”). The carrying value of these notes as of March 31, 2018 was \$241.3 million. Interest on these notes is payable, semi-annually in arrears on the 19th of January and July. Due to the cumulative effect of downgrades to the credit rating of GFI’s 8.375% Senior Notes, the 8.375% Senior Notes were subjected to 200 basis points penalty interest. On April 28, 2015, a subsidiary of the Company purchased from GFI approximately 43.0 million new shares of GFI common stock. This increased BGC’s ownership to approximately 67% of GFI’s outstanding common stock and gave the Company the ability to control the timing and process with respect to a full merger which was completed on January 12, 2016. Also on July 10, 2015, the Company guaranteed the obligations of GFI under the 8.375% Senior Notes. These actions resulted in upgrades of the credit ratings of GFI’s 8.375% Senior Notes by Moody’s Investors Service, Fitch Ratings Inc. and Standard & Poor’s, which reduced the penalty interest to 25 basis points effective July 19, 2015. On November 4, 2015, GFI, BGC and the Trustee entered into the First Supplemental Indenture supplementing the Indenture and incorporating BGC’s guarantee of the Notes (the “First Supplemental Indenture”). In addition, on January 13, 2016, Moody’s further upgraded the credit rating on GFI’s 8.375% Senior Notes, eliminating the penalty interest. The Company recorded interest expense related to the 8.375% Senior Notes of \$5.0 million for both the three months ended March 31, 2018 and 2017.

### 5.125% Senior Notes

On May 27, 2016, the Company issued an aggregate of \$300.0 million principal amount of 5.125% Senior Notes due 2021 (the “5.125% Senior Notes”). The 5.125% Senior Notes are general senior unsecured obligations of the Company. These Senior Notes bear interest at a rate of 5.125% per year, payable in cash on May 27 and November 27 of each year, commencing November 27, 2016. The 5.125% Senior Notes will mature on May 27, 2021. The Company may redeem some or all of the notes at any time or from time to time for cash at certain “make-whole” redemption prices (as set forth in the Indenture). If a “Change of Control Triggering Event” (as defined in the Indenture) occurs, holders may require the Company to purchase all or a portion of their notes for cash at a price equal to 101% of the principal amount of the notes to be purchased plus any accrued and unpaid interest to, but excluding, the purchase date.

The initial carrying value of the 5.125% Senior Notes was \$295.8 million, net of the discount and debt issuance costs of \$4.2 million. The issuance costs are amortized as interest expense and the carrying value of the 5.125% Senior Notes will accrete up to the face amount over the term of the notes. The Company recorded interest expense related to the 5.125% Senior Notes of \$4.0 million for both the three months ended March 31, 2018 and 2017.

### Collateralized Borrowings

On March 13, 2015, the Company entered into a secured loan arrangement of \$28.2 million under which it pledged certain fixed assets as security for a loan. This arrangement incurs interest at a fixed rate of 3.70% and matures on March 13, 2019. As of March 31, 2018, the Company had \$7.4 million outstanding related to this secured loan arrangement, which includes \$0.1 million of deferred financing costs. As of March 31, 2018 and December 31, 2017, the carrying value of the secured loan arrangement approximated the fair value. The value of the fixed assets pledged as of March 31, 2018 was \$0.2 million. The Company recorded interest expense related to this secured loan arrangement of \$0.1 million and \$0.2 million for the three months ended March 31, 2018 and 2017, respectively.

On May 31, 2017, the Company entered into a secured loan arrangement of \$29.9 million under which it pledged certain fixed assets as security for a loan. This arrangement incurs interest at a fixed rate of 3.44% and matures on May 31, 2021. As of March 31, 2018, the Company had \$24.6 million outstanding related to this secured loan arrangement. As of March 31, 2018 and December 31, 2017, the carrying value of the secured loan arrangement approximated the fair value. The value of the fixed assets pledged as of March 31, 2018 was \$14.3 million. The Company recorded interest expense related to this secured loan arrangement of \$0.2 million for the three months ended March 31, 2018.

Short-term Borrowings



On February 25, 2016, the Company entered into a committed unsecured credit agreement with Bank of America, N.A., as administrative agent, and a syndicate of lenders. Several of the Company's domestic non-regulated subsidiaries are parties to the credit agreement as guarantors. The credit agreement provides for revolving loans of \$150.0 million, with the option to increase the aggregate loans to \$200.0 million. Borrowings under this facility bear interest at either LIBOR or a defined base rate plus an additional margin which ranges from 50 basis points to 250 basis points depending on the Company's debt rating as determined by S&P and Fitch and whether such loan is a LIBOR loan or a base rate loan. This facility was terminated on September 8, 2017, at which point the outstanding balance of \$150.0 million was repaid. There were no borrowings outstanding under the facility as of March 31, 2018 and as of December 31, 2017. The Company recorded interest expense related to the credit facility of \$0.2 million for the three months ended March 31, 2017.

On August 22, 2017, the Company entered into a committed unsecured loan agreement with Itau Unibanco S.A. The credit agreement provides for short term loans of up to \$6.0 million (BRL 20.0 million). The maturity date of the agreement is May 19, 2018. Borrowings under this facility bear interest at the Brazilian Interbank offering rate plus 3.30%. As of March 31, 2018, there were \$6.0 million (BRL 19.8 million) of borrowings outstanding under the facility. As of March 31, 2018 and December 31, 2017, the carrying value of the loan agreement approximated the fair value. As of March 31, 2018, the interest rate was 9.75%. The Company recorded interest expense related to the loan of \$0.1 million for the three months ended March 31, 2018.

On August 23, 2017, the Company entered into a committed unsecured credit agreement with Itau Unibanco S.A. The credit agreement provides for an intra-day overdraft credit line up to \$15.1 million (BRL 50.0 million). The maturity date of the agreement is June 14, 2018. This facility bears a fee of 1.00% per year. As of March 31, 2018, there were no borrowings outstanding under this facility. The Company recorded bank fees related to the agreement of \$39 thousand for the three months ended March 31, 2018.

## 22. Compensation

The Company's Compensation Committee may grant various equity-based and partnership awards, including restricted stock units, restricted stock, stock options, limited partnership units and exchange rights for shares of the Company's Class A common stock upon exchange of limited partnership units. On June 22, 2016, at the Annual Meeting of Stockholders of the Company, the stockholders approved the Seventh Amended and Restated Long Term Incentive Plan (the "Equity Plan") to increase from 350 million to 400 million the aggregate number of shares of Class A common stock of the Company that may be delivered or cash-settled pursuant to awards granted during the life of the Equity Plan. As of March 31, 2018, the limit on the aggregate number of BGC shares authorized to be delivered allowed for the grant of future awards relating to 184.7 million BGC shares. Upon vesting of RSUs, issuance of restricted stock, exercise of employee stock options and exchange of limited partnership units, the Company generally issues new shares of the Company's Class A common stock. On June 6, 2017, at the Annual Meeting of Stockholders of the Company, the Company's stockholders approved the Company's Second Amended and Restated Incentive Bonus Compensation Plan (the "Incentive Plan") to approve the material terms of the performance goals under the Incentive Plan for compliance with Section 162(m) of the Internal Revenue Code of 1986, as amended, including an amendment to those performance goals in order to broaden the stock price performance goal to include dividends and/or total stockholder return. In addition, as a result of the Newmark IPO, effective as of December 13, 2017, the Board of Directors of Newmark adopted the Newmark Long Term Incentive Plan, which was approved by Newmark's sole stockholder, BGC, on December 13, 2017. The Newmark Long Term Incentive Plan authorized the use of 50.0 million aggregate number of shares of Class A Newmark common stock that may be delivered or cash-settled pursuant to awards granted during the life of the Plan. As of March 31, 2018, the limit on the aggregate number of Newmark shares authorized to be delivered allowed for the grant of future awards relating to 50.0 million Newmark shares.

## Limited Partnership Units

A summary of the activity associated with limited partnership units is as follows:

	Number of Units
Balance at December 31, 2017	123,631,195
Granted	11,343,446
Redeemed/exchanged units	(5,629,072 )
Forfeited units	(38,689 )
Balance at March 31, 2018	129,306,880

As of March 31, 2018 and December 31, 2017, the Company had 129.3 million and 123.6 million BGC Holdings limited partnership units outstanding, respectively. In addition, there were 59.8 and 56.2 million limited partnership units in Newmark Holdings outstanding as of March 31, 2018 and December 31, 2017, respectively. The 3.6 million increase in limited partnership units in Newmark Holdings for the three months ended March 31, 2018, is the result of 6.1 million, (2.5 million), and (17.6 thousand) limited partnership units in Newmark Holdings granted, redeemed/exchanged, and forfeited, respectively. As a result of the Newmark

IPO and the related Separation and Distribution Agreement, BGC Holdings limited partnership units can only be exchanged into BGC Class A common stock with a number of Newmark Holdings limited partnership units equal to a BGC Holdings limited partnership unit multiplied by the distribution ratio and divided by the exchange ratio. Certain standalone BGC Holdings limited partnership units that do not have corresponding Newmark Holdings limited partnership units, may only become exchangeable into Class A common stock once the Newmark spin-off has occurred (see Note 2—“Limited Partnership Interests in BGC Holdings and Newmark Holdings” for further details on the Separation and Distribution Agreement).

During the three months ended March 31, 2018, the Company granted exchangeability on 4.7 million and 2.1 million limited partnership units in BGC Holdings and Newmark Holdings, respectively, and during the three months ended March 31, 2017, the Company granted exchangeability on 5.4 million limited partnership units in BGC Holdings. For the three months ended March 31, 2018 and 2017, the Company incurred non-cash compensation expense of \$56.2 million and \$53.8 million, respectively, related to the exchangeability granted in each period. This expense is included within “Allocations of net income and grant of exchangeability to limited partnership units and FPU’s” in the Company’s unaudited condensed consolidated statements of operations.

As of March 31, 2018 and December 31, 2017, the number of share-equivalent limited partnership units exchangeable into shares of BGC Class A common stock at the discretion of the unit holder was 22.9 million and 20.0 million, respectively. The number of share-equivalent limited partnership units exchangeable into shares of BGC Class A common stock as of March 31, 2018 represent 22.9 million and 10.8 million limited partnership units in BGC Holdings and Newmark Holdings, respectively, exchangeable together into 22.9 million shares of BGC Class A common stock. Due to the change in the distribution ratio during Q1 2018 there are 0.9 million standalone BGC Holdings exchangeable limited partnership units as of March 31, 2018. The number of share-equivalent limited partnership units exchangeable into shares of BGC Class A common stock as of December 31, 2017 represented 20.0 million and 9.1 million of limited partnership units in BGC Holdings and Newmark Holdings, respectively, exchangeable together into 20.0 million shares of BGC Class A common stock.

As of March 31, 2018, the notional value of the limited partnership units with a post-termination pay-out amount held by executives and non-executive employees, awarded in lieu of cash compensation for salaries, commissions and/or discretionary or guaranteed bonuses, was approximately \$148.7 million. The number of outstanding limited partnership units with a post-termination pay-out represent 14.5 million limited partnership units in BGC Holdings and 6.6 million limited partnership units in Newmark Holdings, of which approximately 6.7 million units in BGC Holdings and 3.0 million units in Newmark Holdings were unvested. As of March 31, 2018, the aggregate estimated fair value of these limited partnership units was approximately \$35.1 million. In addition, beginning January 1, 2018, the Company began granting standalone limited partnership units in Newmark Holdings to Newmark employees. As of March 31, 2018, the notional value of the limited partnership units with a post-termination pay-out amount held by executives and non-executive employees, awarded in lieu of cash compensation for salaries, commissions and/or discretionary or guaranteed bonuses, was approximately \$21.6 million. The number of outstanding limited partnership units with a post-termination pay-out represent 1.5 million limited partnership units in Newmark Holdings, of which approximately 1.1 million units in Newmark Holdings were unvested. As of March 31, 2018, the aggregate estimated fair value of these limited partnership units was approximately \$2.1 million. As of December 31, 2017, the notional value of the limited partnership units with a post-termination pay-out amount held by executives and non-executive employees, awarded in lieu of cash compensation for salaries, commissions and/or discretionary or guaranteed bonuses, was approximately \$242.1 million. The number of outstanding limited partnership units with a post-termination pay-out as of December 31, 2017 was approximately 24.1 million, of which approximately 13.3 million were unvested. As of December 31, 2017, the number of outstanding limited partnership units with a post-termination pay-out represent 24.1 million and 11.0 million of limited partnership units in BGC Holdings and Newmark Holdings, respectively, of which approximately 13.3 million and 6.0 million units in BGC Holdings and Newmark Holdings, respectively, were unvested. As of December 31, 2017, the aggregate estimated fair value of

these limited partnership units was approximately \$45.7 million. The liability for limited partnership units with a post-termination payout is included in “Accrued compensation” on the Company’s unaudited condensed consolidated statements of financial condition.

Certain of the limited partnership units with a post-termination pay-out have been granted in connection with the Company’s acquisitions. As of March 31, 2018 and December 31, 2017, the aggregate estimated fair value of these acquisition-related limited partnership units was \$16.7 million and \$20.6 million, respectively. The liability for such acquisition-related limited partnership units is included in “Accounts payable, accrued and other liabilities” on the Company’s unaudited condensed consolidated statements of financial condition.

Compensation expense related to limited partnership units with a post-termination pay-out amount or a stated vesting schedule is recognized over the stated service period. These units generally vest between three and five years from the date of grant. The Company recognized compensation expense (benefit) related to these limited partnership units of (\$8.7) million and \$6.4 million for the three months ended March 31, 2018 and 2017, respectively. These are included in “Compensation and employee benefits” in the Company’s unaudited condensed consolidated statements of operations.

Certain limited partnership units generally receive quarterly allocations of net income, which are cash distributed on a quarterly basis and generally contingent upon services being provided by the unit holders. The allocation of income to limited partnership units and FPU's was \$9.0 million and \$9.4 million for the three months ended March 31, 2018 and 2017, respectively. This expense is included within "Allocations of net income and grant of exchangeability to limited partnership units and FPU's" in the Company's unaudited condensed consolidated statements of operations.

#### Restricted Stock Units

A summary of the activity associated with RSUs is as follows:

	Restricted Stock Units	Weighted- Average Grant Date Fair Value	Weighted- Average Remaining Contractual Term (Years)
Balance at December 31, 2017	1,409,747	\$ 8.76	1.68
Granted	51,976	12.10	
Delivered units	(413,051 )	8.44	
Forfeited units	(29,572 )	9.65	
Balance at March 31, 2018	1,019,100	\$ 9.03	1.69

The fair value of BGC RSUs awarded to employees and directors is determined on the date of grant based on the market value of BGC Class A common stock (adjusted if appropriate based upon the award's eligibility to receive dividends), and is recognized, net of the effect of estimated forfeitures, ratably over the vesting period. The Company uses historical data, including historical forfeitures and turnover rates, to estimate expected forfeiture rates for both employee and director BGC RSUs. Each BGC RSU is settled in one share of BGC Class A common stock upon completion of the vesting period.

During the three months ended March 31, 2018 and 2017, the Company granted 0.1 million and 0.1 million, respectively, of BGC RSUs with aggregate estimated grant date fair values of approximately \$0.6 million and \$1.0 million, respectively, to employees and directors. These BGC RSUs were awarded in lieu of cash compensation for salaries, commissions and/or discretionary or guaranteed bonuses. BGC RSUs granted to these individuals generally vest over a two- to four-year period.

For BGC RSUs that vested during the three months ended March 31, 2018 and 2017, the Company withheld shares valued at \$1.7 million and \$2.0 million to pay taxes due at the time of vesting.

As of March 31, 2018 and December 31, 2017, the aggregate estimated grant date fair value of outstanding BGC RSUs was approximately \$9.2 million and \$12.3 million, respectively.

Compensation expense related to BGC RSUs was approximately \$1.5 million and \$1.1 million, respectively, for the three months ended March 31, 2018 and 2017. As of March 31, 2018, there was approximately \$9.0 million of total unrecognized compensation expense related to unvested BGC RSUs.

Beginning January 1, 2018, the Company began granting Newmark RSUs to Newmark employees. The fair value is determined on the date of grant based on the market value of Newmark Class A common stock in the same fashion as described above, and the awards vest ratably over the 2-3 year vesting period into shares of Newmark Class A common stock. During the three months ended March 31, 2018, the Company granted approximately 40 thousand of Newmark RSUs with aggregate estimated grant date fair values of approximately \$0.5 million. As of March 31, 2018, the aggregate estimated grant date fair value of outstanding Newmark RSUs was approximately \$0.5 million with a weighted average remaining contractual term of 2.43 years.

#### Restricted Stock

The Company has granted restricted shares under its Equity Plan. Such restricted shares are generally saleable by partners in five to ten years. Partners who agree to extend the length of their employment agreements and/or other contractual modifications sought by the Company are expected to be able to sell their restricted shares over a shorter time period. Transferability of the shares of restricted stock is not subject to continued employment or service with the Company or any affiliate or subsidiary of the Company; however, transferability is subject to compliance with BGC Partners' and its affiliates' customary noncompete obligations. During the three months ended March 31, 2018 and 2017, no BGC shares were forfeited in connection with this clause. During the three months ended March 31, 2018 and 2017, the Company released the restrictions with respect to approximately 0.5 million and 1.0 million of such BGC shares, respectively. As of March 31, 2018, there were 8.7 million of such restricted BGC shares outstanding.

## Deferred Compensation

The Company maintains a Deferred Cash Award Program for GFI, which provides for the grant of deferred cash incentive compensation to eligible employees. The Company may pay certain bonuses in the form of deferred cash compensation awards, which generally vest over a future service period. In addition, prior to the completion of the tender offer, GFI's outstanding RSUs were converted into the right to receive an amount in cash equal to \$6.10 per unit, with such cash payable on and subject to the terms and conditions of the original vesting schedule of each RSU. The total compensation expense, net of forfeitures, recognized in relation to the deferred cash compensation awards for the three months ended March 31, 2018 and 2017 was \$1.3 million and \$3.8 million, respectively. As of March 31, 2018, the total liability for the deferred cash compensation awards was \$8.2 million, which is included in "Accrued compensation" on the Company's unaudited condensed consolidated statements of financial condition. Total unrecognized compensation cost related to deferred cash compensation, prior to the consideration of forfeitures, was approximately \$5.3 million and is expected to be recognized over a weighted-average period of 1.89 years. The Company also maintains a similar deferred cash award program for Berkeley Point, in which it pays certain bonuses in the form of deferred cash compensation awards, which also generally vest over a future service period. The total compensation expense recognized in relation to Berkeley Point's deferred cash compensation awards was \$1.1 million for the three months ended March 31, 2018 and \$0.2 million for the three months ended March 31, 2017. As of March 31, 2018 and December 31, 2017, the total liability for the deferred cash compensation awards was \$0.6 million and \$0.4 million, respectively, which is included in "Accrued compensation" on the Company's consolidated statements of financial condition.

In December 2017, the Company incurred an expense totaling \$40.3 million in relation to deferred BGC and Newmark Class A common stock that the Chief Executive Officer and Chief Financial Officer are authorized to issue, as approved by the Board of Directors. During the three months ended March 31, 2018, the Company issued 1.0 million BGC Class A common stock and 0.3 million Newmark Class A common stock.

## 23. Commitments, Contingencies and Guarantees

### Contingencies

In the ordinary course of business, various legal actions are brought and are pending against the Company and its subsidiaries in the U.S. and internationally. In some of these actions, substantial amounts are claimed. The Company is also involved, from time to time, in reviews, examinations, investigations and proceedings by governmental and self-regulatory agencies (both formal and informal) regarding the Company's businesses, which may result in judgments, settlements, fines, penalties, injunctions or other relief. The following generally does not include matters that the Company has pending against other parties which, if successful, would result in awards in favor of the Company or its subsidiaries.

### Employment, Competitor-Related and Other Litigation

From time to time, the Company and its subsidiaries are involved in litigation, claims and arbitrations in the U.S. and internationally, relating to, inter alia, various employment matters, including with respect to termination of employment, hiring of employees currently or previously employed by competitors, terms and conditions of employment and other matters. In light of the competitive nature of the brokerage industry, litigation, claims and arbitration between competitors regarding employee hiring are not uncommon. The Company is also involved, from time to time, in other reviews, investigations and proceedings by governmental and self-regulatory agencies (both formal and informal) regarding the Company's business. Any such actions may result in judgments, settlements, fines, penalties, injunctions or other relief.

Legal reserves are established in accordance with U.S. GAAP guidance on Accounting for Contingencies, when a material legal liability is both probable and reasonably estimable. Once established, reserves are adjusted when there is more information available or when an event occurs requiring a change. The outcome of such items cannot be determined with certainty. The Company is unable to estimate a possible loss or range of loss in connection with specific matters beyond its current accrual and any other amounts disclosed. Management believes that, based on currently available information, the final outcome of these current pending matters will not have a material adverse effect on the Company's unaudited condensed consolidated financial statements and disclosures taken as a whole.

#### Letter of Credit Agreements

The Company has irrevocable uncollateralized letters of credit with various banks, where the beneficiaries are clearing organizations through which it transacted, that are used in lieu of margin and deposits with those clearing organizations. As of March 31, 2018 and December 31, 2017, the Company was contingently liable for \$1.1 million and \$1.0 million, respectively, under these letters of credit.



## Risk and Uncertainties

The Company generates revenues by providing financial intermediary, securities trading and brokerage activities, and commercial real estate services to institutional customers and by executing and, in some cases, clearing transactions for institutional counterparties. Revenues for these services are transaction-based. As a result, revenues could vary based on the transaction volume of global financial and real estate markets. Additionally, financing is sensitive to interest rate fluctuations, which could have an impact on the Company's overall profitability.

## Insurance

The Company is self-insured for health care claims, up to a stop-loss amount for eligible participating employees and qualified dependents in the United States, subject to deductibles and limitations. The Company's liability for claims incurred but not reported is determined based on an estimate of the ultimate aggregate liability for claims incurred. The estimate is calculated from actual claim rates and adjusted periodically as necessary. The Company has accrued \$6.4 million in health care claims as of March 31, 2018. The Company does not expect the impact of the health care claims to have a material impact on its financial condition, results of operations or cash flows.

## Guarantees

The Company provides guarantees to securities clearinghouses and exchanges which meet the definition of a guarantee under FASB interpretations. Under these standard securities clearinghouse and exchange membership agreements, members are required to guarantee, collectively, the performance of other members and, accordingly, if another member becomes unable to satisfy its obligations to the clearinghouse or exchange, all other members would be required to meet the shortfall. In the opinion of management, the Company's liability under these agreements is not quantifiable and could exceed the cash and securities it has posted as collateral. However, the potential of being required to make payments under these arrangements is remote. Accordingly, no contingent liability has been recorded in the Company's unaudited condensed consolidated statements of financial condition for these agreements.

## Indemnifications

In connection with the sale of eSpeed, the Company has indemnified Nasdaq for amounts over a defined threshold against damages arising from breaches of representations, warranties and covenants. In addition, in connection with the acquisition of GFI, the Company has indemnified the directors and officers of GFI. As of March 31, 2018, no contingent liability has been recorded in the Company's unaudited condensed consolidated statements of financial condition for these indemnifications, as the potential for being required to make payments under these indemnifications is remote.

## Contractual Obligations

As of March 31, 2018 and December 31, 2017, the Company was committed to fund approximately \$437 million and \$244 million, respectively, which is the total remaining draws on construction loans originated by the Company under the HUD 221(d)4, 220 and 232 programs, rate locked loans that have not been funded, forward commitments, as well as the funding for credit facilities. In addition, the Company has corresponding commitments to sell these loans to various investors as they are funded.

## 24. Income Taxes

The Company's unaudited condensed 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, as well as taxes payable to jurisdictions outside the U.S. In addition, 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. Therefore, the tax liability or benefit related to the partnership income or loss, except for UBT, rests with the partners (see Note 2—"Limited Partnership Interests in BGC

Holdings and Newmark Holdings” for discussion of partnership interests), rather than the partnership entity. Income taxes are accounted for using the asset and liability method, as prescribed in U.S GAAP guidance on Accounting for Income Taxes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the unaudited condensed consolidated financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is recorded against deferred tax assets if it is deemed more likely than not that those assets will not be realized.

Provisional amounts in effective rate

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On December 22, 2017, “H.R.1”, formerly known as the “Tax Cuts and Jobs Act” (the “Tax Act”) was signed into law in the U.S. The Tax Act is expected to have a favorable impact on the Company’s effective tax rate and net income as reported under generally accepted accounting principles both in the first fiscal quarter of 2018 and subsequent reporting periods to which the Tax Act is effective. The Company is applying the guidance in SAB118 when accounting for the enactment-date effects of the act. As of March 31, 2018, the Company has not completed its accounting for all of the tax effects of the Act. The Company will continue to make and refine its calculations as additional analysis is completed. The final impact of the Tax Act may differ from the Company’s estimate for the provision for income taxes, possibly materially, due to, among other factors, changes in interpretations, additional guidance that may be issued, unexpected negative changes in business and market conditions that could reduce certain tax benefits, and actions taken by the Company as a result of the Tax Act.

The Company remeasured certain deferred tax assets and liabilities based on the rates at which they are expected to reverse in the future, which is generally 21%. The Company recorded a provisional amount of \$84.3 million as of December 31, 2017. As of March 31, 2018, the Company is still analyzing certain aspects of the Act and refining its calculations, which could potentially affect the measurement of these balances or give rise to new deferred tax amounts.

The one-time transition tax is based on the Company’s total post-1986 earnings and profits (E&P). The Company has recorded a provisional amount for the one-time transition tax liability net of foreign tax credits of \$36.6 million as of December 31, 2017. As the Company continues to refine its E&P analysis as well as finalize the amounts held in cash or other specified assets, it will refine its calculations of the one-time transition tax, which could affect the measurement of this liability. As of March 31, 2018, except for the cash proceeds from the sale of Trayport, the Company’s intention to permanently reinvest these undistributed pre-tax foreign earnings in the Company’s foreign operations remains unchanged. However, this policy will be further re-evaluated and assessed based on the Company’s overall business needs and requirements.

Because of the complexity of the new Global Intangible Low-Taxed Income (“GILTI”) tax rules, the Company continues to evaluate this provision of the Tax Act. Under U.S. GAAP, the Company can elect an accounting policy choice to either (a) treat future taxes related to GILTI as a current period expense when incurred (“period cost method”) or (b) factor amounts related to GILTI into the Company’s measurement of its deferred taxes (“deferred method”). The Company’s accounting for the effects of the GILTI tax law provisions is incomplete at this time, and, therefore, the Company is not yet able to reasonably estimate the effect of this provision of the Tax Act nor has an accounting policy decision been made with respect to GILTI. As of March 31, 2018, because the Company is still evaluating the GILTI provisions as well as future taxable income that may be subject to GILTI, the Company shall include GILTI related to current-year operations, if any, only in the Estimated Annualized Effective Tax Rate and have not provided additional GILTI on deferred items.

Pursuant to U.S. GAAP guidance, Accounting for Uncertainty in Income Taxes, the Company provides for uncertain tax positions based upon management’s assessment of whether a tax benefit is more likely than not to be sustained upon examination by tax authorities. As of March 31, 2018, the Company had \$5.5 million of unrecognized tax benefits, all of which would affect the Company’s effective tax rate if recognized. As of December 31, 2017, the Company’s unrecognized tax benefits, excluding related interest and penalties, were \$7.1 million, all of which, if recognized, would affect the effective tax rate. The Company recognizes interest and penalties related to unrecognized tax benefits in “Provision for income taxes” in the Company’s consolidated statements of operations. As of March 31, 2018, the Company had approximately \$1.7 million of accrued interest and penalties related to uncertain tax positions. As of December 31, 2017, there were \$2.7 million of accrued interest and penalties related to uncertain tax positions.

## 25. Financial Guarantee Liability

The Company shares risk of loss for loans originated under the Fannie Mae DUS and Freddie Mac TAH programs and could incur losses in the event of defaults under or foreclosure of these loans. Under the guarantee, the Company's maximum contingent liability to the extent of actual losses incurred is approximately 33% of the outstanding principal balance on Fannie Mae DUS or Freddie TAH loans. Risk sharing percentages are established on a loan by loan basis when originated with most loans at 33% and "modified" loans at lower percentages. Under certain circumstances, risk sharing percentages can be revised subsequent to origination or the Company could be required to repurchase the loan. In the event of a loss resulting from a catastrophic event that is not required to be covered by borrowers' insurance policies, the Company can recover the loss under its mortgage impairment insurance policy. Any potential recovery is subject to the policy's deductibles and limits.

As of March 31, 2018, the credit risk loans being serviced by the Company on behalf of Fannie Mae and Freddie Mac had outstanding principal balances of approximately \$18.9 billion with a maximum potential loss of approximately \$5.4 billion, of which \$0.1 billion is covered by the Credit Enhancement Agreement (see Note 14—"Credit Enhancement Receivable, Credit Enhancement Deposit and Contingent Liability").

As of December 31, 2017, the credit risk loans being serviced by the Company on behalf of Fannie Mae and Freddie Mac had outstanding principal balances of approximately \$18.8 billion with a maximum potential loss of approximately \$5.3 billion, of which

\$1.2 billion is covered by the Credit Enhancement Agreement (see Note 14—“Credit Enhancement Receivable, Credit Enhancement Deposit and Contingent Liability”).

As of March 31, 2018 and December 31, 2017, the estimated liability under the guarantee liability, included as part of “Accounts payable, accrued and other liabilities” in the unaudited condensed consolidated statements of financial condition, was as follows (in thousands):

Balance at December 31, 2016	\$(413)
Reversal to provision	359
Balance at December 31, 2017	\$(54 )
Increase to provision	(7 )
Balance at March 31, 2018	\$(61 )

In order to monitor and mitigate potential losses, the Company uses an internally developed loan rating scorecard for determining which loans meet the Company’s criteria to be placed on a watch list. The Company also calculates default probabilities based on internal ratings and expected losses on a loan by loan basis. This methodology uses a number of factors including, but not limited to, debt service coverage ratios, collateral valuation, the condition of the underlying assets, borrower strength and market conditions.

See Note 14—“Credit Enhancement Receivable, Credit Enhancement Deposit and Contingent Liability” for further explanation of credit protection provided by DB Cayman. The provisions for risk sharing, included in “Other expenses” in the accompanying unaudited condensed consolidated statements of operations, was as follows (in thousands):

	Three Months Ended March 31, 2018 2017	
Increase (decrease) to financial guarantee liability	\$ 7	\$ (5 )
Decrease (increase) to credit enhancement asset	10	4
Total provision for risk-sharing obligations	\$ 17	\$ (1 )

## 26. Concentrations of Credit Risk

The lending activities of the Company create credit risk in the event that counterparties do not fulfill their contractual payment obligations. In particular, the Company is exposed to credit risk related to the Fannie Mae DUS and Freddie Mac TAH loans. As of March 31, 2018, 26% of \$5.4 billion of the maximum loss was for properties located in California. As of December 31, 2017, 26% of \$5.3 billion of the maximum loss was for properties located in California. See Note 25—“Financial Guarantee Liability” for additional information.

## 27. Escrow and Custodial Funds

In conjunction with the servicing of multi-family and commercial loans, the Company holds escrow and other custodial funds. Escrow funds are held at unaffiliated financial institutions generally in the form of cash and cash equivalents. These funds amounted to approximately \$0.8 billion, as of March 31, 2018 and December 31, 2017. These funds are held for the benefit of the Company’s borrowers and are segregated in custodial bank accounts. These

amounts are excluded from the assets and liabilities of the Company.

## 28. Regulatory Requirements

### Financial Services

Many of the Company's businesses are subject to regulatory restrictions and minimum capital requirements. These regulatory restrictions and capital requirements may restrict the Company's ability to withdraw capital from its subsidiaries.

Certain U.S. subsidiaries of the Company are registered as U.S. broker-dealers or Futures Commissions Merchants subject to Rule 15c3-1 of the SEC and Rule 1.17 of the Commodity Futures Trading Commission, which specify uniform minimum net capital

requirements, as defined, for their registrants, and also require a significant part of the registrants' assets be kept in relatively liquid form. As of March 31, 2018, the Company's U.S. subsidiaries had net capital in excess of their minimum capital requirements.

Certain European subsidiaries of the Company are regulated by the Financial Conduct Authority (the "FCA") and must maintain financial resources (as defined by the FCA) in excess of the total financial resources requirement of the FCA. As of March 31, 2018, the European subsidiaries had financial resources in excess of their requirements.

Certain other subsidiaries of the Company are subject to regulatory and other requirements of the jurisdictions in which they operate.

In addition, the Company's Swap Execution Facilities ("SEFs"), BGC Derivative Markets and GFI Swaps Exchange, are required to maintain financial resources to cover operating costs for at least one year, keeping at least enough cash or highly liquid securities to cover six months' operating costs.

The regulatory requirements described above may restrict the Company's ability to withdraw capital from its regulated subsidiaries. As of March 31, 2018, our regulated subsidiaries held \$582.9 million of net assets. These subsidiaries had aggregate regulatory net capital, as defined, in excess of the aggregate regulatory requirements, as defined, of \$307.6 million.

#### Real Estate Services

As a result of the Berkeley Point Acquisition, the Company is now subject to various capital requirements in connection with seller/servicer agreements that the Company has entered into with the various GSEs. Failure to maintain minimum capital requirements could result in the Company's inability to originate and service loans for the respective GSEs and could have a direct material adverse effect on the Company's consolidated financial statements. Management believes that as of March 31, 2018, that the Company met all capital requirements. As of March 31, 2018, the most restrictive capital requirement was Fannie Mae's net worth requirement. The Company exceeded the minimum requirement by \$426 million.

Certain of the Company's agreements with Fannie Mae allow the Company to originate and service loans under Fannie Mae's DUS Program. These agreements require the Company to maintain sufficient collateral to meet Fannie Mae's restricted and operational liquidity requirements based on a pre-established formula. Certain of the Company's agreements with Freddie Mac allow the Company to service loans under Freddie Mac's TAH Program. These agreements require the Company to pledge sufficient collateral to meet Freddie Mac's liquidity requirement of 8% of the outstanding principal of TAH loans serviced by the Company. Management believes that as of March 31, 2018 that the Company met all liquidity requirements.

In addition, as a servicer for Fannie Mae, GNMA and FHA, the Company is required to advance to investors any uncollected principal and interest due from borrowers. As of March 31, 2018 and December 31, 2017, outstanding borrower advances were approximately \$63 thousand and \$120 thousand, respectively, and are included in "Other assets" in the accompanying consolidated statements of financial condition.

#### 29. Segment and Geographic Information

##### Segment Information

The Company's business segments are determined based on the products and services provided and reflect the manner in which financial information is evaluated by management. The Company's operations consist of two reportable

segments, Financial Services and Real Estate Services.

The Company's Financial Services segment specializes in the brokerage of a broad range of products, including fixed income (rates and credit), foreign exchange, equities, insurance, energy and commodities, and futures. It also provides a wide range of services, including trade execution, broker-dealer services, clearing, trade compression, post trade, information, and other back-office services to a broad range of financial and non-financial institutions. The Company's Real Estate Services segment offers commercial real estate tenants, owners, investors and developers a wide range of services, including leasing and corporate advisory, investment sales and real estate finance, consulting, project and development management, property and facilities management, and multifamily lending through government-sponsored and government-funded loan programs, as well as the servicing of the loans that it originates and other commercial real estate loans.

The Company evaluates the performance and reviews the results of the segments based on each segment's "Income (loss) from operations before income taxes."



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The amounts shown below for the Financial Services and Real Estate Services segments reflect the amounts that are used by management to allocate resources and assess performance, which is based on each segment's "Income (loss) from operations before income taxes." In addition to the two business segments, the tables below include a "Corporate Items" category. Corporate revenues include fees from related parties and interest income. Corporate expenses include non-cash compensation expenses (such as the grant of exchangeability to limited partnership units; redemption/exchange of partnership units, issuance of restricted shares and a reserve on compensation-related partnership loans; and allocations of net income to limited partnership units and FPU's), as well as unallocated expenses, such as certain professional and consulting fees, executive compensation and interest expense, which are managed separately at the corporate level. Corporate other income (losses), net includes gains that are not considered part of the Company's ordinary, ongoing business, and the adjustment of future earn-out payments.

During the third quarter of 2017, the Company transferred the right to receive earn-out payments from Nasdaq from the Financial Services segment to the Real Estate Services segment. As a result, the Nasdaq payment for the third quarter of 2017 was recorded as "Other income (loss)" in the Real Estate Services segment.

Certain financial information for the Company's segments is presented below. Certain reclassifications have been made to previously reported amounts to conform to the current presentation (see Note 1—"Organization and Basis of Presentation"). See Note 20—"Goodwill and Other Intangible Assets, Net," for goodwill by reportable segment.

Three months ended March 31, 2018 (in thousands):

	Real			
	Financial	Estate	Corporate	
	Services	Services	Items	Total
<b>Brokerage revenues:</b>				
Rates	\$ 160,772	\$—	\$—	\$ 160,772
Credit	82,050	—	—	82,050
Foreign exchange	99,050	—	—	99,050
Energy and commodities	60,149	—	—	60,149
Equities, insurance, and other asset classes	97,754	—	—	97,754
Leasing and other services	—	159,378	—	159,378
Real estate capital markets	—	101,364	—	101,364
Gains from mortgage banking activities/originations, net	—	38,914	—	38,914
Real estate management and other services	—	96,878	—	96,878
Servicing fees	—	28,926	—	28,926
Fees from related parties	—	291	6,299	6,590
Data, software and post-trade	15,099	—	—	15,099
Other revenues	913	48	13	974
<b>Total non-interest revenues</b>	<b>515,787</b>	<b>425,799</b>	<b>6,312</b>	<b>947,898</b>
Interest income	834	6,072	1,842	8,748
<b>Total revenues</b>	<b>516,621</b>	<b>431,871</b>	<b>8,154</b>	<b>956,646</b>
Interest expense	—	3,692	23,446	27,138
Non-interest expenses	403,821	351,427	80,809	836,057
<b>Total expenses</b>	<b>403,821</b>	<b>355,119</b>	<b>104,255</b>	<b>863,195</b>
<b>Other income (losses), net:</b>				
Gain (loss) on divestiture and sale of investments	—	—	—	—
Gains (losses) on equity investments	—	3,176	2,625	5,801

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Other income (losses)	10,935	2,433	20,574	33,942
Total other income (losses), net	10,935	5,609	23,199	39,743
Income (loss) from operations before income taxes	\$123,735	\$82,361	\$(72,902 )	\$133,194

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Three months ended March 31, 2017 (in thousands):

	Real			Total
	Financial	Estate	Corporate	
	Services	Services	Items	
<b>Brokerage revenues:</b>				
Rates	\$135,752	\$—	\$—	\$135,752
Credit	81,870	—	—	81,870
Foreign exchange	80,026	—	—	80,026
Energy and commodities	53,145	—	—	53,145
Equities, insurance, and other asset classes	75,706	—	—	75,706
Leasing and other services	—	127,574	—	127,574
Real estate capital markets	—	77,390	—	77,390
Gains from mortgage banking activities/originations, net	—	45,261	—	45,261
Real estate management and other services	—	50,630	—	50,630
Servicing fees	—	24,832	—	24,832
Fees from related parties	—	373	6,565	6,938
Data, software and post-trade	13,087	—	—	13,087
Other revenues	942	4	30	976
<b>Total non-interest revenues</b>	<b>440,528</b>	<b>326,064</b>	<b>6,595</b>	<b>773,187</b>
Interest income	650	7,656	1,700	10,006
<b>Total revenues</b>	<b>441,178</b>	<b>333,720</b>	<b>8,295</b>	<b>783,193</b>
Interest expense	—	1,874	16,889	18,763
Non-interest expenses	353,906	279,292	79,252	712,450
<b>Total expenses</b>	<b>353,906</b>	<b>281,166</b>	<b>96,141</b>	<b>731,213</b>
<b>Other income (losses), net:</b>				
Gain (loss) on divestiture and sale of investments	—	—	557	557
Gains (losses) on equity investments	—	—	237	237
Other income (losses)	4,648	—	372	5,020
<b>Total other income (losses), net</b>	<b>4,648</b>	<b>—</b>	<b>1,166</b>	<b>5,814</b>
<b>Income (loss) from operations before income taxes</b>	<b>\$91,920</b>	<b>\$52,554</b>	<b>\$(86,680)</b>	<b>\$57,794</b>

Total assets by reportable segment (in thousands):

	Financial	Real Estate	Total
	Services	Services	
<b>Total Assets<sup>1</sup></b>			
At March 31, 2018	\$3,720,346	\$3,057,150	\$6,777,496
At December 31, 2017	\$3,146,023	\$2,283,689	\$5,429,712

<sup>1</sup>Corporate assets have been fully allocated to the Company's business segments.

## Geographic Information

The Company offers products and services in the U.S., U.K., Asia (including Australia), Other Europe, the Middle East and Africa region (defined as the “MEA” region), France, and Other Americas. Information regarding revenues for the three months ended March 31, 2018 and 2017, respectively, is as follows (in thousands):

	Three Months Ended March 31,	
	2018	2017
<b>Revenues:</b>		
United States	\$572,254	\$461,686
United Kingdom	223,559	186,810
Asia	69,029	61,109
Other Europe/MEA	53,672	34,002
France	23,018	25,265
Other Americas	15,114	14,321
Total revenues	\$956,646	\$783,193

Information regarding long-lived assets (defined as loans, forgivable loans and other receivables from employees and partners, net; fixed assets, net; certain other investments; goodwill; other intangible assets, net of accumulated amortization; and rent and other deposits) in the geographic areas as of March 31, 2018 and December 31, 2017, respectively, is as follows (in thousands):

	March 31, 2018	December 31, 2017
Long-lived assets:		
United States	\$1,419,107	\$ 1,373,118
United Kingdom	330,683	352,232
Asia	38,207	32,603
Other Europe/MEA	12,235	10,477
France	9,163	7,373
Other Americas	27,313	27,050
Total long-lived assets	\$1,836,708	\$ 1,802,853

### 30. Revenues from Contracts with Customers

The following table presents the Company's total revenues separated between revenues from contracts with customers and other sources of revenues (in thousands):

	Three Months Ended
	March 31, 2018
Revenue from contracts with customers:	
Commissions	\$668,599
Real estate management services	96,878
Data, software, and post-trade	15,099
Fees from related parties	6,590
Total revenue from contracts with customers	787,166
Other sources of revenue:	
Principal transactions	91,918
Gains from mortgage banking activities/originations, net	38,914
Servicing fees	28,926
Interest income	8,748
Other revenues	974
Total revenues	\$956,646

There was no significant impact as a result of applying the new revenue recognition standard, as codified within Accounting Standards Codification (“ASC”) Topic 606, to the Company’s consolidated financial statements for the quarter ended March 31, 2018, except as it relates to the revenue recognition of certain Real Estate segment revenues that were based, in part, on future contingent events and to the presentation of expenses incurred on behalf of customers for certain management services subject to reimbursement. The table below presents the impact to the Company’s condensed consolidated statements of financial condition and condensed consolidated statement of operations as a result of these changes (in thousands):

	Three Months Ended March 31, 2018		
	As Reported	Under Previous U.S. GAAP <sup>1</sup>	ASC Topic 606 Impact: Increase (decrease)
<b>Revenues:</b>			
Commissions	668,599	657,982	10,617
Real estate management and other services	96,878	78,491	18,387
Total revenues	956,646	927,642	29,004
<b>Expenses:</b>			
Total compensation and employee benefits	600,043	594,401	5,642
Other expenses	68,591	50,204	18,387
Total expenses	863,195	839,166	24,029

	As of March 31, 2018		ASC Topic 606 Impact:
	As Reported	Under Previous U.S. GAAP <sup>1</sup>	Increase (decrease)
<b>Statement of Financial Condition</b>			
<b>Assets</b>			
Accrued commissions and other receivables, net	784,513	706,060	78,453
Total assets	6,777,496	6,699,043	78,453
<b>Liabilities</b>			
Accrued compensation	442,871	405,477	37,394
Accounts payable, accrued and other liabilities	976,432	959,152	17,280
Total liabilities	5,290,789	5,236,115	54,674

<sup>1</sup> The amounts reflect each affected financial statement line item as they would have been reported under U.S. GAAP, prior to the adoption of the new revenue standard.

The following provides detailed information on the recognition of the Company's revenues from contracts with customers in accordance with ASU 2014-09 and related amendments:

#### Commissions:

BGC Partners derives its commission revenues from securities, commodities and real estate brokerage transactions, whereby the Company connects buyers and sellers in the OTC and exchange markets and assists in the negotiation of the price and other material terms. These transactions result from the provision of service related to executing, settling and clearing transactions for clients. Trade execution and clearing services, when provided together, represent a single performance obligation as the services are not separately identifiable in the context of the contract. Commission revenues are recognized at a point in time on the trade-date, when the customer obtains control of the service and can direct the use of, and obtain substantially all of the remaining benefits from the asset. The Company records a receivable between the trade-date and settlement date, when payment is received.

Commissions from real estate brokerage transactions are typically recognized at a point in time on the date the lease is signed or the closing of the sale of property. The date the lease is signed or the sale closes represents the transfer of

control and satisfaction of the performance obligation as the tenant has been secured or the purchaser identified. In some cases, the payment of the commission is based on certain contingencies being met and may be paid in installments over time. In those cases, the Company does not provide any further services after the first contingency has been met. Therefore, the performance obligation of securing a tenant or obtaining a qualified purchaser or lender has been fulfilled upon reaching the first contingency.

Real estate management and other services:

The Company provides property and facilities management services along with project management and other consulting services (collectively, “management services”), to customers who may also utilize the Company’s commercial real estate brokerage services.

Each type of management service (property, facility and project) generally represents a single performance obligation composed of a series of distinct services that are substantially the same and have the same pattern of transfer. To meet the same pattern of transfer criterion, the Company determined each distinct day of service represents a performance obligation that would be satisfied over time and has the same measure of progress. The customer simultaneously receives and consumes the benefits provided by the Company’s performance as the Company performs. Therefore, revenue is recognized over time using a time-elapsed method to measure progress.

Consideration received may be fixed or variable. Fixed consideration is included in the transaction price whereas variable consideration is subject to the revenue constraint and included in the transaction price only to the extent it is probable a significant reversal in the amount of cumulative revenue recognized will not occur. For example, management fees subject to key performance indicators for an annual period are considered variable consideration due to the future contingency that performance indicators would not be met and the Company would be required to return a portion of management fees already received. Accordingly, the entire transaction price, including the element of variable consideration adjusted for any constraints, is recognized over the term of the contracts. In some cases, the Company has determined that it has a right to consideration from a customer in an amount that corresponds directly with the value to the customer of the Company’s performance completed to date (for example, a service contract



in which the Company bills a fixed amount for each hour of service provided). The Company has elected to use the practical expedient whereby an entity may recognize revenue in the amount to which the entity has a right to invoice.

In some instances, because project management services can cover many different types of projects and even include phases for a single project that vary in the services delivered, the performance obligation is the completion of a deliverable. In those instances, the satisfaction of the performance obligation occurs at a point in time; upon completion of the deliverable when the customer obtains control). Generally, the fee is due upon delivery and, accordingly, is recognized at that time.

The Company incurs expenses on behalf of customers for certain management services subject to reimbursement. The Company concluded that it controls the services provided by a third party on behalf of customers and, therefore, acts as a principal under those contracts. As a result, for these service contracts the Company presents expenses incurred on behalf of customers along with corresponding reimbursement revenue on a gross basis in the Company's consolidated statement of operations.

Data, software and post-trade:

Data revenues primarily consist of subscription fees and fees from customized one-time sales provided to customers either directly or through third party vendors. Regarding this revenue stream, the Company determined that software implementation, license usage, and related support services represent a single performance obligation because the combination of these deliverables is necessary for the customer to derive benefit from the data. As such, once implementation is complete, monthly subscription fees are billed in advance and recognized on a straight-line basis over the life of the license period.

The Company also provides software customization services contracted through work orders that each represent a separate performance obligation. Revenue is recognized over-time using an output method as a measure of progress. As circumstances change over time, the Company updates its measure of progress to reflect any changes in the outcome of the performance obligation. Such updates are accounted for as a change in accounting estimate. As a practical expedient, when the work-order period is less than 12 months, the Company will recognize revenue upon acceptance from the customer after work is completed. The contract price is fixed and billed to the customer as combination of an upfront fee, progress fees, and a post-delivery fee.

Fees from related parties:

Fees from related parties consist of charges for back-office services provided to Cantor and its affiliates, including occupancy of office space, utilization of fixed assets, accounting, operations, human resources and legal services and information technology.

The services are satisfied over time and are measured using a time-elapsed measure of progress as the customer receives the benefits of the services evenly throughout the term of the contract. The transaction price is considered variable consideration as the level and type of services fluctuate from period to period and are recognized only to the extent it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty is resolved. Fees from related parties are determined based on the cost incurred by the Company to perform or provide the service as evidenced by an allocation of employee expenses or a third-party invoice. Net cash settlements between affiliates are generally performed on a monthly basis.

#### Disaggregation of Revenue

Refer to Note 29– “Segment and Geographic Information,” for a further discussion on the allocation of revenues to geographic regions.

#### Contract Balances

The timing of our revenue recognition may differ from the timing of payment by our customers. The Company records a receivable when revenue is recognized prior to payment and the Company has an unconditional right to payment. Alternatively, when payment precedes the provision of the related services, the Company records deferred revenue until the performance obligations are satisfied.

The Company’s deferred revenue primarily relates to customers paying advance or billed in advance where the performance obligation has not yet been satisfied. Deferred revenue at March 31, 2018 and January 1, 2018 was \$11.4 million and \$11.7 million, respectively. During the three months ended March 31, 2018, the Company recognized revenue of \$9.3 million that was recorded as deferred revenue at the beginning of the period.

#### Contract Costs

The Company capitalizes costs to fulfill contracts associated with different lines of its business where the revenue is recognized at a point in time and the costs are determined to be recoverable. Capitalized cost to fulfill a contract are recognized at the point in time that the related revenue is recognized.

At March 31, 2018, there were no capitalized costs recorded to fulfill a contract.

### 31. Subsequent Events

#### First Quarter 2018 Dividend

On May 1, 2018, the Company's Board of Directors declared a quarterly cash dividend of \$0.18 per share for the first quarter of 2018, payable on June 5, 2018 to BGC Class A and Class B common stockholders of record as of May 21, 2018.

On May 2, 2018, Newmark's Board of Directors declared a quarterly cash dividend of \$0.09 per share for the first quarter of 2018, payable on June 5, 2018 to Newmark Class A and Class B common stockholders of record as of May 21, 2018.

#### Controlled Equity Offering

Since March 31, 2018, the Company has sold, pursuant to the March 2018 Sales Agreement, 3.2 million shares of Class A common stock related to redemptions of limited partnership interests in BGC Holdings and Newmark Holdings.

#### Credit Ratings

On May 8, 2018, Fitch Ratings Inc. affirmed the Company's Long-term Issuer Default Ratings at 'BBB-' and Short-term Issuer Default Ratings at 'F3'. Fitch has also removed the rating from Rating Watch Negative and assigned the Company a Stable rating outlook.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of BGC Partners, Inc.'s financial condition and results of operations should be read together with BGC Partners, Inc.'s unaudited condensed consolidated financial statements and notes to those statements, as well as the cautionary statements relating to forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), included in this report. When used herein, the terms "BGC Partners," "BGC," the "Company," "we," "us" and "our" refer to BGC Partners, Inc., including consolidated subsidiaries.

This discussion summarizes the significant factors affecting our results of operations and financial condition during the three months ended March 31, 2018 and 2017. This discussion is provided to increase the understanding of, and should be read in conjunction with, our unaudited condensed consolidated financial statements and the notes thereto included elsewhere in this report.

### OVERVIEW AND BUSINESS ENVIRONMENT

We are a leading global brokerage company servicing the financial and real estate markets through our Financial Services and Real Estate Services businesses. Through brands including BGC®, GFI®, Sunrise™, Besso™, and R.P. Martin™, among others, our Financial Services business specializes in the brokerage of a broad range of products, including fixed income (rates and credit), foreign exchange, equities, energy and commodities, insurance, and futures. Our Financial Services business also provides a wide range of services, including trade execution, broker-dealer services, clearing, trade compression, post trade, information, and other back-office services to a broad range of financial and non-financial institutions. Our integrated platform is designed to provide flexibility to customers with regard to price discovery, execution and processing of transactions, and enables them to use voice, hybrid, or in many markets, fully electronic brokerage services in connection with transactions executed either over-the-counter ("OTC") or through an exchange. Through our electronic brands including Fenics®, BGC Trader™, Fenics Market Data™, BGC Market Data™, Capitalab® and Lucera®, we offer fully electronic brokerage, financial technology solutions, market data, post-trade services and analytics related to financial instruments and markets.

We offer Real Estate Services through our publicly traded subsidiary, Newmark Group, Inc. ("Newmark"). Newmark completed its initial public offering (which we refer to as the "Newmark IPO") on December 19, 2017, and its Class A common stock trades on the NASDAQ Global Select Market under the ticker symbol "NMRK." Newmark's brands include Newmark Knight Frank®, Newmark Cornish & Carey™, Apartment Realty Advisors® ("ARA"), Computerized Facility Integration™, and Excess Space Retail Services, Inc.® Newmark is a full-service commercial real estate services business that offers a complete suite of services and products for both owners and occupiers across the entire commercial real estate industry. Newmark's investor/owner services and products include investment sales, agency leasing, property management, valuation and advisory, diligence and underwriting and, under other trademarks and names like Berkeley Point and NKF Capital Markets, government sponsored enterprise lending, loan servicing, debt and structured finance and loan sales. Newmark's occupier services and products include tenant representation, global corporate services, real estate management technology systems, workplace and occupancy strategy, consulting, project management, lease administration and facilities management. Newmark enhances these services and products through innovative real estate technology solutions and data analytics designed to enable its clients to increase their efficiency and profits by optimizing their real estate portfolio. Newmark has relationships with many of the world's largest commercial property owners, real estate developers and investors, as well as Fortune 500 and Forbes Global 2000 companies.

BGC, BGC Trader, GFI, Fenics, Fenics.COM, Capitalab, Swaptioniser, ColleX, Newmark, Grubb & Ellis, ARA, Computerized Facility Integration, Landauer, Lucera, Excess Space, Excess Space Retail Services, Inc., Berkeley Point and Grubb are trademarks/service marks, and/or registered trademarks/service marks of BGC Partners, Inc. and/or its affiliates. Knight Frank is a service mark of Knight Frank (Nominees) Limited.

Our customers include many of the world's largest banks, broker-dealers, investment banks, trading firms, hedge funds, governments, corporations, property owners, real estate developers, and investment firms. BGC Partners has more than 100 offices globally in major markets including New York and London, as well as in Atlanta, Beijing, Bogotá, Boston, Buenos Aires, Charlotte, Chicago, Copenhagen, Dallas, Denver, Dubai, Dublin, Geneva, Hong Kong, Houston, Istanbul, Johannesburg, Los Angeles, Madrid, Mexico City, Miami, Moscow, Nyon, Paris, Philadelphia, Rio de Janeiro, San Francisco, Santa Clara, Santiago, São Paulo, Seoul, Shanghai, Singapore, Sydney, Tel Aviv, Tokyo, Toronto, and Washington, D.C.

As of March 31, 2018, we had over 4,000 brokers, salespeople, managers and other front-office personnel across all of our businesses.

## Berkeley Point Acquisition and Related Transactions

On July 18, 2017, the Company announced that it had agreed to acquire Berkeley Point Financial LLC and its subsidiary (together referred to as “Berkeley Point” or “BPF”) from an affiliate of Cantor Fitzgerald, L.P. (“Cantor”). This affiliate of Cantor had acquired Berkeley Point on April 10, 2014. Berkeley Point is a leading commercial real estate finance company focused on the origination and sale of multifamily and other commercial real estate loans through government-sponsored and government-funded loan programs, as well as the servicing of commercial real estate loans, including those it originates. The Company’s Board of Directors, upon the unanimous recommendation of a Special Committee consisting of all four independent directors, assisted by independent advisors, unanimously approved the acquisition of Berkeley Point and the related transactions. The acquisition of Berkeley Point was completed on September 8, 2017. The total consideration for the acquisition of Berkeley Point was \$875 million, subject to certain adjustments at closing. We believe that the addition of Berkeley Point will significantly increase the scale and scope of our Real Estate Services business and generate substantial revenue synergies.

This transaction has been determined to be a combination of entities under common control that resulted in a change in the reporting entity. Accordingly, our financial results have been recast to include the financial results of Berkeley Point in the current and prior periods as if Berkeley Point had always been consolidated.

The following table summarizes the impact of the Berkeley Point Acquisition to the Company’s condensed consolidated statements of operations for the three months ended March 31, 2017 (in thousands, except per share amounts):

	Three Months Ended March 31, 2017		
	As		As
	Previously Reported	Retrospective	Retrospectively
	Reported	Adjustments	Adjusted
Total revenues	\$707,430	\$ 75,763	\$ 783,193
Total expenses	684,562	46,651	731,213
Total other income (losses), net	5,883	(69 )	5,814
Income (loss) from operations before income taxes	28,751	29,043	57,794
Consolidated net income (loss)	22,092	29,024	51,116
Net income (loss) attributable to noncontrolling interest in subsidiaries	3,877	10,414	14,291
Net income (loss) available to common stockholders	18,215	18,610	36,825
Basic earnings (loss) per share	0.06	0.07	0.13
Diluted earnings (loss) per share	0.06	0.07	0.13

In the Company’s unaudited condensed consolidated statements of operations, the three months ended March 31, 2018 included “Total revenues” of \$70.3 million, and “Income (loss) from operations before income taxes” of \$25.1 million related to Berkeley Point.

Contemporaneously with the Berkeley Point Acquisition, on September 8, 2017, the Company invested \$100 million in a newly formed commercial real estate-related financial and investment business, CF Real Estate Finance Holdings, L.P. (“Real Estate LP”), which is controlled and managed by Cantor. Real Estate LP may conduct activities in any real estate related business or asset backed securities-related business or any extensions thereof and ancillary activities thereto. In addition, Real Estate LP may provide short-term loans to related parties from time to time when funds in excess of amounts needed for investment opportunities are available. As of March 31, 2018, \$339.2 million had been

loaned to related parties. The Company's investment is accounted for under the equity method as of March 31, 2018. An affiliate of Cantor will continue to bear the benefits and burdens of the special asset servicing portfolio of Berkeley Point; however, Berkeley Point will continue to hold the special servicing assets on its balance sheet until these assets are transferred to the Cantor affiliate at a later date in a future expected transaction. As of March 31, 2018, BPF's special asset servicing business represented less than 10 percent of the notional value of Berkeley Point's overall \$58.8 billion servicing portfolio and an immaterial amount of BPF's servicing fees.

#### Newmark Separation, Initial Public Offering, and Proposed Spin-off

On December 13, 2017, prior to the closing of the Newmark IPO, BGC, BGC Holdings, L.P. ("BGC Holdings"), BGC Partners, L.P. ("BGC U.S. OpCo"), Newmark, Newmark Holdings, L.P. ("Newmark Holdings"), Newmark Partners, L.P. ("Newmark OpCo") and, solely for the provisions listed therein, Cantor and BGC Global Holdings, L.P. ("BGC Global OpCo") entered into a Separation and Distribution Agreement (the "Separation and Distribution Agreement"). The Separation and Distribution Agreement sets forth the agreements among BGC, Cantor, Newmark and their respective subsidiaries regarding, among other things:

the principal corporate transactions pursuant to which BGC, BGC Holdings and BGC U.S. OpCo and their respective subsidiaries (other than the Newmark Group (defined below), the "BGC Group") transferred to Newmark, Newmark

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Holdings and Newmark OpCo and their respective subsidiaries (the “Newmark Group”) the assets and liabilities of the BGC Group relating to BGC’s Real Estate Services business (the “Separation”);

- the proportional distribution of interests in Newmark Holdings to holders of interests in BGC Holdings;
- the Newmark IPO;
- the assumption and repayment of indebtedness by the BGC Group and the Newmark Group, as further described below;
- the pro rata distribution of the shares of Newmark Class A common stock and the shares of Newmark Class B common stock held by BGC, pursuant to which shares of Newmark Class A common stock held by BGC would be distributed to the holders of shares of Class A common stock of BGC and shares of Newmark Class B Common Stock held by BGC would be distributed to the holders of shares of Class B common stock of BGC (which are currently Cantor and another entity controlled by Howard W. Lutnick), which distribution is intended to qualify as generally tax-free for U.S. federal income tax purposes; provided that the determination of whether, when and how to proceed with the Distribution shall be entirely within the discretion of BGC (the “Newmark Distribution” or “spin-off”); and
- other agreements governing the relationship between BGC, Newmark and Cantor.

In connection with the Separation and the Newmark IPO, on December 13, 2017, the applicable parties entered into the following additional agreements:

- an Amended and Restated Agreement of Limited Partnership of Newmark Holdings, dated as of December 13, 2017;
- an Amended and Restated Agreement of Limited Partnership of Newmark OpCo, dated as of December 13, 2017;
- a Second Amended and Restated Agreement of Limited Partnership of BGC U.S. OpCo, dated as of December 13, 2017;
- a Second Amended and Restated Agreement of Limited Partnership of BGC Global OpCo, dated as of December 13, 2017;
- a Registration Rights Agreement, dated as of December 13, 2017, by and among Cantor, BGC and Newmark;
- a Transition Services Agreement, dated as of December 13, 2017, by and between BGC and Newmark;
- a Tax Matters Agreement, dated as of December 13, 2017, by and among BGC, BGC Holdings, BGC U.S. OpCo, Newmark, Newmark Holdings and Newmark OpCo;
- an Amended and Restated Tax Receivable Agreement, dated as of December 13, 2017, by and between Cantor and BGC;
- an Exchange Agreement, dated as of December 13, 2017, by and among Cantor, BGC and Newmark;
- an Administrative Services Agreement, dated as of December 13, 2017, by and between Cantor and Newmark; and
- a Tax Receivable Agreement, dated as of December 13, 2017, by and between Cantor and Newmark.

Newmark is a holding company with no direct operations and conducts substantially all of its operations through its operating subsidiaries. Virtually all of Newmark’s consolidated net assets and net income are those of consolidated variable interest entities. Newmark Holdings, L.P. (“Newmark Holdings”) is a consolidated subsidiary of Newmark for which Newmark is the general partner. Newmark and Newmark Holdings jointly own Newmark Partners, L.P. (“Newmark OpCo), the operating partnership.

Immediately prior to the completion of the Newmark IPO, the Company entered into a separation and distribution agreement with Cantor, Newmark, Newmark Holdings, Newmark OpCo, BGC Holdings, BGC U.S. OpCo, and BGC Global OpCo. As a result of the separation and distribution agreement, the limited partnership interests in Newmark Holdings were distributed to the holders of limited partnership interests in BGC Holdings, whereby each holder of BGC Holdings limited partnership interests at that time will hold a BGC Holdings limited partnership interest and a corresponding Newmark Holdings limited partnership interest, which is equal to a BGC Holdings limited partnership interest multiplied by one divided by 2.2 (the “contribution ratio”), divided by the exchange ratio (which is the ratio by which a Newmark Holdings limited partnership interest can be exchanged for a number of Newmark Class A common stock). Initially, the exchange ratio equaled one, so that each Newmark Holdings limited partnership interest is exchangeable for one Newmark Class A common stock. For reinvestment, acquisition or other purposes, Newmark may determine on a quarterly basis to distribute to its stockholders a smaller percentage than Newmark Holdings distributes to its equity holders (excluding tax distributions from Newmark Holdings) of cash that it received from



Newmark OpCo. In such circumstances, the Separation and Distribution Agreement provides that the exchange ratio will be reduced to reflect the amount of additional cash retained by Newmark as a result of the distribution of such smaller percentage, after the payment of taxes.

On December 19, 2017, Newmark Group, Inc. (“Newmark”) closed its initial public offering (“IPO”) of 20 million shares of Newmark’s Class A common stock at a price to the public of \$14.00 per share. A registration statement relating to these securities was filed with, and declared effective by, the U.S. Securities and Exchange Commission. In addition, Newmark granted the

underwriters a 30-day option to purchase up to an additional 3 million shares of Newmark's Class A common stock at the IPO price, less underwriting discounts and commissions ("the overallotment option"). Subsequent to the IPO, the underwriters exercised this option in full. Upon the closing of the overallotment option, which occurred on December 26, 2017, Newmark's public stockholders owned approximately 9.8% of Newmark's 234.2 million fully diluted shares outstanding. Newmark received aggregate net proceeds of \$295.4 million from the IPO, after deducting underwriting discounts and commissions and estimated offering expenses.

Accordingly, our financial results reflect the agreements discussed above related to the Newmark IPO.

On March 7, 2018, BGC Partners and its operating subsidiaries purchased 16.6 million newly issued exchangeable limited partnership units (the "Newmark Units") of Newmark Holdings for approximately \$242.0 million (the "Investment in Newmark"). The price per Newmark Unit was based on the \$14.57 closing price of Newmark's Class A common stock on March 6, 2018 as reported on the NASDAQ Global Select Market. These newly-issued Newmark Units are exchangeable, at BGC's discretion, into either shares of Class A common stock or shares of Class B common stock of Newmark. BGC made the Investment in Newmark pursuant to an Investment Agreement dated as of March 6, 2018 by and among BGC, BGC Holdings, BGC Partners, L.P., BGC Global Holdings, L.P., Newmark, Newmark Holdings and Newmark Partners, L.P. The Investment in Newmark and related transactions were approved by the Audit Committees and Boards of Directors of BGC and Newmark. BGC and its subsidiaries funded the Investment in Newmark using the proceeds of its CEO sales program. Newmark used the proceeds to repay the balance of the outstanding principal amount under its unsecured senior term loan credit agreement with Bank of America, N.A., as administrative agent, and a syndicate of lenders. In addition, upon the Newmark spin-off, these Newmark Units will be exchanged into Newmark Class A or Class B common stock, and will be included as part of the Newmark Distribution to holders of shares of Class A or Class B common stock of the Company.

BGC currently expects to pursue a distribution, or spin-off, to its stockholders of all of the Class A common shares and Class B common shares of Newmark (collectively, the "Newmark common shares") that BGC then owns in a manner that is intended to qualify as generally tax-free for U.S. federal income tax purposes. As currently contemplated, shares of Class A common stock of Newmark held by BGC would be distributed to the holders of shares of Class A common stock of BGC, and shares of Class B common stock of Newmark held by BGC would be distributed to the holders of shares of Class B common stock of BGC. Key steps that Newmark plans to take toward our tax-free spin-off of Newmark include: first, Newmark intends to attain its own credit rating; and second, Newmark expects to repay or refinance its \$812.5 million of debt owed to or guaranteed by BGC. This is necessary for the spin-off to be tax-free. Newmark's management is planning to begin the process of pursuing its own credit rating after BGC's credit watch has been resolved.

Had the spin-off occurred immediately following close of the first quarter of 2018, the ratio of Newmark common shares to be distributed in respect of each BGC common share would have been approximately 0.4702. However, the exact ratio of Newmark common shares to be distributed in respect of each BGC common share in the spin-off will depend on, among other things, the number of BGC common shares outstanding and the number of Newmark common shares (including Newmark common shares underlying units of Newmark Partners, L.P.) owned by BGC as of the record date of the spin-off. The spin-off is subject to a number of conditions, and BGC may determine not to proceed with the spin-off if the BGC board of directors determines, in its sole discretion, that the spin-off is not in the best interest of the Company and its stockholders. Accordingly, the spin-off may not occur on any expected timeframe, or at all.

For additional information regarding the proposed spin-off, please see the sections titled "Item 1—Business—Structure of Newmark—Structure of Newmark Following the Separation and Newmark IPO" in BGC's Annual Report on Form 10-K as well as the sections titled "Item 13—Certain Relationships and Related Transactions, and Director Independence—Separation and Distribution Agreement—The Distribution" and "Item 13—Certain Relationships and Related Transactions, and Director Independence—Separation and Distribution Agreement—BGC Partners Contribution of Newmark OpCo Units Prior to the Distribution" in Newmark's amended 2017 Annual Report on Form 10-K/A.

Acquisition of GFI Group, Inc.

On January 12, 2016, we completed our acquisition (the “JPI Merger”) of Jersey Partners, Inc. (“JPI”). The JPI Merger occurred pursuant to a merger agreement, dated as of December 22, 2015. Shortly following the completion of the JPI Merger, a subsidiary of BGC merged with and into GFI pursuant to a short-form merger under Delaware law, with GFI continuing as the surviving entity. The Back-End Mergers, (the “Back-End Mergers”) pursuant to the tender offer agreement allowed BGC to acquire the remaining approximately 33% of the outstanding shares of GFI common stock that BGC did not already own. Following the closing of the Back-End Mergers, BGC and its affiliates now own 100% of the outstanding shares of GFI’s common stock. In total, approximately 23.5 million shares of BGC Class A common stock were issued and \$111.2 million in cash will be paid with respect to the closing of the Back-End Mergers, inclusive of adjustments (\$89.9 million has been paid as of March 31, 2018).

We believe the combination of BGC and GFI creates a strong and diversified Financial Services business, well-positioned to capture future growth opportunities. Through this combination, we expect to deliver substantial benefits to customers of the combined company, and we expect to become the largest and most profitable wholesale financial brokerage company. We also believe this is a highly complementary combination, which has resulted, and will continue to result, in meaningful economies of scale. While the front-office operations will remain separately branded divisions, the back office, technology, and infrastructure of these two companies are being integrated in a smart and deliberate way.

#### Fenics

As we continue to focus our efforts on converting voice and hybrid desks to electronic execution, net revenues in our higher margin fully electronic businesses, increased 15.2% year-on-year to \$68.4 million for the three months ended March 31, 2018. During the most recent trailing twelve-month period ended March 31, 2018, Fenics generated \$231.8 million of net revenues, an increase of 10% from a year ago. These fully electronic revenues are more than double the annualized revenues of eSpeed, which generated \$48.6 million in revenues for the six months ended June 30, 2013 and was sold in the second quarter of 2013 for \$1.2 billion (based on the value of Nasdaq stock at the time the deal was announced). In addition, as part of the sale of eSpeed to Nasdaq, we expect to receive an earn out of up to 14,883,705 shares of Nasdaq common stock to be paid ratably in each of the fifteen years following the closing in which the consolidated gross revenue of Nasdaq is equal to or greater than \$25 million. Through March 31, 2018, we have received 4,961,235 shares of Nasdaq common stock in accordance with the agreement. The contingent future issuances of Nasdaq common stock are also subject to acceleration upon the occurrence of certain events.

For the purposes of this document and subsequent Securities and Exchange Commission (“SEC”) filings, all of our fully electronic businesses are referred to as “Fenics.” These offerings include Financial Services segment fully electronic brokerage products, as well as offerings in market data, software solutions, and post-trade services across both BGC and GFI. Fenics historical revenues do not include the revenues of eSpeed or those of Trayport, either before or after the completed sale to Intercontinental Exchange (“ICE”). Going forward, we expect these businesses to become an even more valuable part of BGC as they continue to grow. The Company is analyzing how to optimally configure its voice/hybrid and fully electronic businesses.

#### Impact of ASC 606 on Results

From 2014 through 2016, the Financial Accounting Standards Board (“FASB”) issued several accounting standard updates, which together comprise Accounting Standards Codification Topic 606, Revenue from Contracts with Customers (“ASC 606”). Beginning in the first quarter of 2018, the Company is recording its financial results to conform to ASC 606. ASC 606 does not currently impact the results of BGC’s Financial Services segment, but does impact the results of Newmark. The consolidated Company has elected to adopt the guidance using the modified retrospective approach to ASC 606, under which the consolidated Company applied the new standard only to new contracts initiated on or after January 1, 2018 and recorded the transition adjustments as part of “Total equity”. See “Real Estate Services Results” below for additional information.

#### Financial Services:

The financial intermediary sector has been a competitive area that grew over the period between 1998 and 2007 due to several factors. One factor was the increasing use of derivatives to manage risk or to take advantage of the anticipated direction of a market by allowing users to protect gains and/or guard against losses in the price of underlying assets without having to buy or sell the underlying assets. Derivatives are often used to mitigate the risks associated with

interest rates, equity ownership, changes in the value of foreign currency, credit defaults by corporate and sovereign debtors and changes in the prices of commodity products. Over this same timeframe, demand from financial institutions, financial services intermediaries and large corporations had increased volumes in the wholesale derivatives market, thereby increasing the business opportunity for financial intermediaries.

Another key factor in the growth of the financial intermediary sector between 1998 and 2007 was the increase in the number of new financial products. As market participants and their customers strive to mitigate risk, new types of equity and fixed income securities, futures, options and other financial instruments have been developed. Most of these new securities and derivatives were not immediately ready for more liquid and standardized electronic markets, and generally increased the need for trading and required broker-assisted execution.

Due largely to the impacts of the global financial crises of 2008-2009, our Financial Services businesses had faced more challenging market conditions from 2009 until the second half of 2016, Accommodative monetary policies were enacted by several major central banks including the Federal Reserve, Bank of England, Bank of Japan and the European Central Bank in response to the global financial crises. These policies have resulted in historically low levels of volatility and interest rates across many of the financial markets in which we operate. The global credit markets also faced structural issues such as increased bank capital

requirements under Basel III. Consequently, these factors contributed to lower trading volumes in our rates and credit asset classes across most geographies in which we operated.

On June 23, 2016, the U.K. held a referendum regarding continued membership in the European Union (the “EU”). The exit from the EU is commonly referred to as “Brexit.” The Brexit vote passed by 51.9% to 48.1%. The referendum was non-binding. However, on March 29, 2017, the Prime Minister gave the European Council of the EU formal written notification of the U.K.’s intention to leave the EU, triggering the withdrawal process under Article 50 of the Lisbon Treaty. The effects of Brexit will depend on any agreements the U.K. makes to retain access to EU markets – either during a transitional period or more permanently. Negotiations started in earnest following the Parliamentary elections held on June 8, 2017. These negotiations under Article 50 are to determine the future terms of the U.K.’s relationship with the EU, including the terms of access to EU financial markets. The U.K. and the EU reached an agreement in March of 2018 regarding the transition period between March 29, 2019 and December 31, 2020. During this transition period, U.K. will remain subject to EU law with some exceptions limiting the U.K.’s participation in EU governance. Negotiations for an agreement with the EU following the U.K.’s exit could take longer and the EU could agree to a longer transition period.

The results of the Brexit referendum contributed to short-term volatility in most of the global financial markets in which we broker, and also led to currency exchange rate fluctuations that resulted in significant weakening of the British pound against most major foreign currencies. Although we generate a significant amount of revenue in the U.K., most of it is denominated in other currencies. However, a majority of our U.K. expenses are denominated in pounds. As a result, we expect a decrease in the value of the pound to have a minimal effect on our consolidated earnings.

There will be a transition period from March 29, 2019 when the U.K. is expected to leave the EU to the end of 2020. Since negotiations for an agreement with the EU following U.K.’s exit could take longer than that and the EU could agree to a longer transition period, we anticipate higher than average global financial market volatility to occur periodically for the foreseeable future, all else equal. Historically, elevated volatility has often led to increased volumes in the Financial Services markets in which we broker, which could be beneficial for our business. However, the outcome of any negotiations between the U.K. and the EU could prove disruptive for our Financial Services business and/or its customers for a period of time.

Regulators in the U.S. have finalized most of the new rules across a range of financial marketplaces, including OTC derivatives, as mandated by the Dodd-Frank Wall Street Reform and Consumer Protection Act (“Dodd-Frank Act”). Many of these rules became effective in prior years, while ongoing phase-ins are anticipated over coming years. We believe that the November 2016 election results in the U.S. make it possible that some of the Dodd-Frank rules may be modified or repealed, which could be a net positive for our Financial Services business and its largest customers. Along these lines, the U.S. Treasury, in a report released in June, called for streamlining of rules and easing regulatory burdens on banks. However, there can be no assurance that these rules will be amended, and we continue to expect the industry to be more heavily regulated than it was prior to the financial crisis of 2008/2009, and we are prepared to operate under a variety of regulatory regimes.

In addition to regulations in the U.S., legislators and regulators in Europe and the Asia-Pacific region have crafted similar rules, some of which have already been implemented, while the vast majority are expected to be implemented in the future. For example, on September 29, 2017, the European Securities and Markets Authority (ESMA) issued its final draft Regulatory Technical Standard (RTS) implementing the trading obligation for derivatives under the Markets in Financial Instruments Regulation (MiFIR). ESMA’s draft RTS provides the implementing details for on-venue trading of interest rate swaps and credit default swaps. This RTS is part of a larger set of more sweeping market regulatory reforms in the E.U. known as MiFID II (Markets in Financial Instruments Directive), which went live at the beginning of 2018.

These OTC-related regulations and proposed rules call for, among other actions, additional pre- and post-trade market transparency, heightened collateral and capital standards, the transacting of certain derivatives using authorized venues, central clearing of most standardized derivatives, specific business conduct standards and the delivery of transaction data to newly designated trade repositories for public dissemination. The various markets in which we operate have at times been, and in the future may temporarily be disrupted as these rules are implemented.

BGC Derivative Markets and GFI Swaps Exchange, our subsidiaries, began operating as Swap Execution Facilities (“SEFs”) on October 2, 2013. Both BGC Derivative Markets and GFI Swaps Exchange received permanent registration approval from the Commodity Future Trading Commission (the “CFTC”) as SEFs on January 22, 2016. Mandatory Dodd-Frank Act compliant execution on SEFs by eligible U.S. persons commenced in February 2014 for “made available to trade” products, and a wide range of other rules relating to the execution and clearing of derivative products were finalized with implementation periods in 2016 and beyond. We also own ELX, which became a dormant contract market on July 1, 2017. As these rules require authorized execution facilities to maintain robust front-end and back-office IT capabilities and to make large and ongoing technology investments, and because these execution facilities may be supported by a variety of voice and auction-based execution methodologies, we expect our hybrid and fully electronic trading capability to perform strongly in such an environment.

In recent years, there has been significant consolidation among the interdealer-brokers and wholesale brokers with which we compete. In addition to our 2015 acquisition of GFI, Tullett Prebon plc (“Tullett”) and ICAP plc (“ICAP”) announced in November 2015 an agreement whereby Tullett would purchase the vast majority of ICAP’s global hybrid/voice broking, as well as portions of its information businesses. Following the completion of their proposed deal in December of 2016, ICAP changed its corporate name to “NEX Group plc” (“NEX”), while Tullett changed its name to “TP ICAP plc.” CME Group Inc. announced in March of 2018 that it had agreed to acquire NEX. We expect to continue to compete with the remaining electronic markets, post-trade and information businesses of NEX through the various offerings on our Fenics platform. We will also continue to compete with TP ICAP across various voice/hybrid brokerage marketplaces. There has also been significant consolidation among smaller non-public wholesale brokers, including our acquisitions of R.P. Martin, Heat Energy Group, Remate Lince and Sunrise Brokers Group. We view the recent consolidation in the industry favorably, as we expect it to provide additional operating leverage to our Financial Services businesses in the future.

### Growth Drivers

As a wholesale intermediary, our business is driven primarily by overall industry volumes in the markets in which we broker, the size and productivity of our front-office headcount (including brokers, salespeople, managers and other front-office personnel), regulatory issues, and the percentage of our revenues we are able to generate by fully electronic means.

Below is a brief analysis of the market and industry volumes for some of our financial services products including our overall hybrid and fully electronic trading activities.

### Overall Market Volumes and Volatility

Volume is driven by a number of items, including the level of issuance for financial instruments, the price volatility of financial instruments, macro-economic conditions, the creation and adoption of new products, the regulatory environment, and the introduction and adoption of new trading technologies. Historically, increased price volatility has typically increased the demand for hedging instruments, including many of the cash and derivative products that we broker.

Rates volumes in particular are influenced by market volumes and volatility. Historically low and negative interest rates across the globe have significantly reduced the overall trading appetite for rates products. The ECB and Bank of Japan are among a number of central banks that have set key interest rates to near or below zero, while many sovereign bonds continue to trade at negative yields. The U.K.’s referendum vote to exit the European Union drove historically low yields even lower in 2016 compared with the two prior years, as a subsequent flight to high quality and deeply liquid asset classes ensued. Although the election results in the U.S. resulted in yields rising above long-term lows during the fourth quarter of 2016 in many major markets, rates volumes were tempered for the full year 2016 and 2017 industry-wide by this continuing period of exceptionally low interest rates. These historically low yields drove many traditional investor classes to other investible asset classes in search of higher yields.

Also weighing on yields and rates volumes are global central bank quantitative easing programs. The programs depress rates volumes because they entail the central banks buying government securities or other securities in the open market — particularly longer-dated instruments — in an effort to promote increased lending and liquidity and bring down long-term interest rates. When central banks hold these instruments, they tend not to trade or hedge, thus lowering rates volumes across cash and derivatives markets industry-wide. Despite the conclusion of its quantitative easing program in the fourth quarter of 2014, the U.S. Federal Reserve still had approximately \$3.4 trillion worth of long-dated U.S. Treasury and Federal Agency securities as of April 4, 2018, compared with \$1.7 trillion at the beginning of 2011 and zero prior to September 2008. Additionally, the U.S. Federal Reserve had continued to roll over its existing positions and has thus kept its balance sheet at elevated levels since the fourth quarter of 2014. However, the Federal Reserve published a plan to reduce the size of its balance sheet (or “unwind”) at its meeting in



June 2017. According to the Federal Open Market Committee statement dated September 20, 2017, the Federal Reserve will reduce the size of its balance sheet over time. As part of this plan, the Federal Reserve has not been investing some of the proceeds from securities as they mature. The Fed has also increased short-term interest rates once this year and is expected to raise interest rates three more times before the end of 2018. Other major central banks have also greatly increased the amount of longer-dated debt on their balance sheets over the past few years and some have indicated that they may continue to do so until economic conditions allow for a tapering or an unwinding of their quantitative easing programs. As part of the gradual scaling back of its quantitative easing program announced in October, the ECB has reduced its bond-buying program from €60 billion to €30 billion a month from January this year. Other major central banks such as the Bank of Japan or Swiss National Bank have not publicly disclosed plans to taper or unwind their programs. Economists from J.P. Morgan estimate that even with the Fed unwind, the overall dollar value of balance sheets of the G-4 (the U.S., Eurozone, Japan, and U.K.) might continue to rise as a percentage of G-4 GDP over the near term. According to Bloomberg, from December 31, 2006 through March 31, 2018, this amount has increased from 10.3% of G-4 GDP to 37.1%, just below its all-time high of 37.3% in February of this year. March's figure also represented an increase of approximately 60 basis points year-on-year and a decline of 20 basis points quarter-on-quarter.

Additional factors have weighed down market volumes in the products we broker. For example, the G-20 central banks have agreed to implement the Basel III accord. Basel III was drafted with the intention of making banks more stable in the wake of the financial crisis. The accord, which will continue to be phased in over the coming years, will force most large banks in G-20 nations to hold approximately three times as much Tier 1 capital as is required under the previous set of rules. These capital rules make it more expensive for banks to hold non-sovereign debt assets on their balance sheets, and as a result, analysts say that banks have reduced or will reduce their trading activity in corporate and asset-backed fixed income securities as well as in various other OTC cash and derivative instruments. We believe that this has further reduced overall industry volumes in many of the products we broker, particularly in credit.

On September 1, 2016, the U.S. and Japan implemented “Phase I” of the Basel Committee’s edict for initial margin and variation margins to be exchanged bilaterally between participants transacting in non-centrally cleared derivatives. “Phase I” adversely impacted trading activity at our large sell-side institutional clients during the third quarter of 2016 as they worked through arranging documentation to support the exchange of margins with each other. Some clients remain unable to deal with major counterparties. In addition, uncertainty around compliance globally has affected derivatives pricing. Although regulators in Europe, Hong Kong, Singapore and Australia previously announced delays to the “Phase I” implementation date, most uncleared bilateral rates, FX and credit derivatives trading with U.S. counterparties has necessarily included initial margin, resulting in a general widening of bid-offer spreads with subsequent reduced turnover. While there has been some substitution with trades in nearly similar products being submitted for central clearing so as to be out of scope for the new rule, these transactions did not replace the withdrawn volumes. The first tranche of this rule application in the EU occurred in the middle of the first quarter of 2017, and similar disruption may occur when similar rules are effective in the EU and in other jurisdictions as the aftermath may be spread across a wider set of participants. “Phases II and III,” which cover midsize and smaller institutions, are expected to be implemented over the next four years.

During the three months ended March 31, 2018, industry volumes were generally mixed to higher year-over-year across equities, fixed income, currencies, and commodities (“FICC”). Below is an expanded discussion of the volume and growth drivers of our various financial services brokerage product categories.

#### Rates Volumes and Volatility

Our rates business is influenced by a number of factors, including global sovereign issuances, secondary trading and the hedging of these sovereign debt instruments. The amount of global sovereign debt outstanding remains high by historical standards, and the level of secondary trading and related hedging activity remained somewhat muted during the first quarter of 2018. In addition, according to Bloomberg and the Federal Reserve Bank of New York, the average daily volume of various U.S. Treasuries, excluding Treasury bills, among primary dealers was 1% higher in the quarter compared with a year earlier. Additionally, interest rate derivative volumes were down 2% at Eurex, and up 10% and 29% for ICE and the CME, respectively, all according to company press releases. In comparison, our revenue from Fenics fully electronic rates increased 23.8%, while our overall rates revenues were up by 18.4% as compared to a year earlier to \$160.8 million.

Our rates revenues, like the revenues for most of our Financial Services products, are not totally dependent on market volumes and therefore do not always fluctuate consistently with industry metrics. This is largely because our voice, hybrid, and fully electronic desks in rates often have volume discounts built into their price structure, which results in our rates revenues being less volatile than the overall industry volumes.

Overall, analysts and economists expect the absolute level of sovereign debt outstanding to remain at elevated levels for the foreseeable future as governments finance their future deficits and roll over their sizable existing debt. For example, the Organization for Economic Cooperation and Development (the “OECD”), which includes almost all of the advanced and developed economies of the world, reported that general government debt (defined as general government net financial liabilities) as a percentage of nominal GDP is estimated to be 68% for the entire OECD in

2019. This would represent a slight decrease from 69% in 2016, but up considerably from the 38% figure in 2007. Meanwhile, economists expect that the effects of various forms of quantitative easing undertaken by the various major central banks will continue to negatively impact financial markets volumes, as economic growth remains weak in most OECD countries. As a result, we expect long-term tailwinds in our rates business from continuing high levels of government debt, but continued near-term headwinds due to the current low interest rate environment and continued accommodative monetary policies globally.

#### Foreign Exchange Volumes and Volatility

Global FX volumes were generally up during the first quarter of 2018, as the period was impacted by increased divergence in long-term interest rates in various major global economies and improving economies across the G-20. Against this backdrop, spot FX volumes at Thomson Reuters were up 30% during the quarter, overall FX volumes were 15% higher for EBS, while FX futures at CME were up 23%. In comparison, our overall FX revenues increased by 23.8% to \$99.1 million.

## Credit Volumes

The cash portion of our credit business is impacted by the level of global corporate bond issuance, while both the cash and credit derivatives sides of this business are impacted by sovereign and corporate issuance. The global credit derivative market turnover has declined over the last few years due to the introduction of rules and regulations around the clearing of credit derivatives in the U.S. and elsewhere, along with non-uniform regulation across different geographies. In addition, many of our large bank customers continue to reduce their inventory of bonds and other credit products in order to comply with Basel III and other international financial regulations. During the quarter, primary dealer average daily volume for corporate bonds was down by 8% according to Bloomberg and the Federal Reserve Bank of New York, while dealer inventory of such bonds was 12% lower. As of March 30, 2018, total gross and net notional credit derivatives outstanding as reported by the International Swaps and Derivatives Association — a reflection of the OTC derivatives market — were up by 0.7% and 6.8%, respectively, from a year earlier. In comparison, our fully electronic credit revenues increased by 11.5%, while our overall credit revenues were up by 0.2% to \$82.1 million.

## Energy and Commodities

Energy and commodities volumes were generally mixed to higher during the first quarter of 2018 compared with the year earlier. For example, according to the Futures Industry Association, the number of global futures contracts in agriculture, energy, non-precious metals, and precious metals were down by 15%, and up by 5%, 13%, and 9%, respectively, in the first quarter of 2018 compared to the previous year. For the same timeframe, global listed options contracts in agriculture, energy, non-precious metals, and precious metals were up 34%, up 1%, down 17%, and up 25%, respectively. In comparison, BGC's energy and commodities revenues were up by 13.2% to \$60.1 million.

## Equities, Insurance, and Other Asset Classes

Global equity volumes were generally up during the first quarter of 2018. Research from Goldman Sachs indicated that the average daily volumes of U.S. cash equities were up 11% year-on-year, while average daily volume of U.S. equity-related options were approximately 35% higher according to the Options Clearing Corporation (OCC). Meanwhile, BofA Merrill Lynch has noted that the average daily volume of European cash equities shares were up 12% (in notional value). Over the same timeframe, Eurex average daily volumes of equity derivatives were up 22%. Our overall revenues from equities, insurance, and other asset classes increased by 29.1% to \$97.8 million.

More than half of the growth generated from equities, insurance, and other asset classes was organic, with the remainder due to the acquisition of Besso Insurance Group Limited, which closed on February 28, 2017.

## Fully Electronic Trading (Fenics) and Hybrid Trading

Historically, technology-based product growth has led to higher margins and greater profits over time for exchanges and wholesale financial intermediaries alike, even if overall company revenues remain consistent. This is largely because fewer employees are needed to process the same volume of trades as trading becomes more automated. Over time, the conversion of exchange-traded and OTC markets to electronic trading has also led, on average, to volumes increasing by enough to offset commissions declines, and thus often to similar or higher overall revenues. We have been a pioneer in creating and encouraging hybrid and fully electronic trading, and we continually work with our customers to expand such trading across more asset classes and geographies.

Outside of U.S. Treasuries and spot FX, the banks and broker-dealers that dominate the OTC markets had, until recent years, generally been hesitant in adopting electronically traded products. However, the banks, broker-dealers, and professional trading firms are now much more active in hybrid and fully electronically traded markets across various OTC products, including credit derivative indices, FX derivatives, non-U.S. sovereign bonds, corporate bonds, and interest rate derivatives. These electronic markets have grown as percentage of overall industry volumes for the past

few years as firms like BGC have invested in the kinds of technology favored by our customers. Recently enacted and pending regulation in Asia, Europe and the U.S. regarding banking, capital markets, and OTC derivatives has accelerated the adoption of fully electronic trading, and we expect to benefit from the rules and regulations surrounding OTC derivatives. Our understanding is that the rules that have been adopted or are being finalized will continue to allow for trading through a variety of means, including voice, and we believe the net impact of these rules and additional bank capital requirements will encourage the growth of fully electronic trading for a number of products we broker. We also believe that new clients, beyond our large bank customer base, will primarily transact electronically across our Fenics platform.

The combination of more market acceptance of hybrid and fully electronic trading and our competitive advantage in terms of technology and experience has contributed to our strong gains in electronically traded products. We continue to invest in hybrid and fully electronic technology broadly across our financial services product categories. Fenics has exhibited strong growth over the past several years, and we believe that this growth has outpaced the financial technology and wholesale brokerage industry as a whole. We expect this trend to continue as we convert more of our voice and hybrid brokerage into fully electronic brokerage.

Fenics net revenues increased by 15.2% to \$68.4 million for the three months ended March 31, 2018, as compared with \$59.3 million for the three months ended March 31, 2017. The increase in overall Fenics net revenues for the period was primarily driven by strong growth from fully electronic rates. We offer electronically traded products on a significant portion of our Financial Services segment's hundreds of brokerage desks. The annualized revenues and profits of these products have been significantly higher than those of eSpeed and Trayport combined. eSpeed was sold to Nasdaq in the second quarter of 2013 for over \$1.2 billion, and Trayport was sold to ICE in the fourth quarter of 2015 for \$650 million, which was adjusted at closing. We expect the proportion of desks offering electronically traded products to continue to increase as we invest in technology to drive electronic trading over our platform. Over time, we expect the growth of Fenics to further improve the Financial Services segment's profitability and market share.

#### Financial Services Results

Our Financial Services segment continued to show solid growth and generated 54.0% of our consolidated revenues for the three months ended March 31, 2018. During the same time period, overall Financial Services revenues increased 17.1% year-on-year to \$516.6 million. This growth in Financial Services revenues was largely due to an increase in brokerage revenues, which were up by 17.2% to \$499.8 million. Specifically, our overall rates revenues increased by 18.4% to \$160.8 million, foreign exchange revenues improved by 23.8% to \$99.1 million, revenues from equities, insurance, and other asset classes grew by 29.1% to \$97.8 million, revenues from credit were flat at \$82.1 million, and revenues from energy and commodities were up by 13.2% to \$60.1 million. Our data, software, and post-trade revenues increased by 15.4% from a year ago to \$15.1 million. In addition, income from operations before income taxes for the Financial Services segment increased by 34.6% to \$123.7 million for the three months ended March 31, 2018.

#### Real Estate Services:

##### Products and Services

Newmark offers a diverse array of integrated services and products designed to meet the full needs of both real estate investors/owners and occupiers. Our technology advantages, industry-leading talent, deep and diverse client relationships and suite of complementary services and products allow us to actively cross-sell our services and drive industry-leading margins.

##### Real Estate Investor/Owner Services and Products

##### Capital Markets

We offer a broad range of real estate capital markets services, primarily to owners and occupiers of real estate. These services include asset sales, sale leasebacks, mortgage and entity-level financing, equity-raising, underwriting and due diligence. The transactions we broker involve vacant land, new real estate developments and existing buildings. We specialize in arranging financing for most types of value-added commercial real estate, including land, condominium conversions, subdivisions, office, retail, industrial, multifamily, student housing, hotels, data center, healthcare, self-storage and special use. Through both our investment sales brokers and our mortgage brokers, we are able to offer multiple debt and equity alternatives to fund capital markets transactions through third-party banks, insurance companies and other capital providers. Preliminary RCA figures suggest U.S. commercial real estate sales volumes across the industry increased by 5% year-over-year in the first quarter of 2018, while commercial mortgage origination volumes are expected to decline 2% during the full year 2018, according to a May 2018 Mortgage Bankers Association ("MBA") forecast. We believe that we gained market share during the quarter, as reflected by Newmark's volumes in investment sales and mortgage brokerage increasing year-on-year by 23 percent and 62 percent, respectively during the quarter.

### Agency Leasing

We execute marketing and leasing programs on behalf of investors, developers, governments, property companies and other owners of real estate to secure tenants and negotiate leases. We understand the value of a creditworthy tenant to landlords and work to maximize the financing value of any leasing opportunity. Revenue is typically recognized when a lease is signed and/or a tenant occupies the space and is calculated as a percentage of the total revenue that the landlord is expected to derive from the lease over its term. In certain markets revenue is determined on a per square foot basis.

### Valuation and Advisory

We operate a national valuation and advisory business. Our appraisal team executes projects of nearly every size and type, from single properties to large portfolios, existing and proposed facilities and mixed-use developments across the spectrum of asset values. Clients include banks, pension funds, insurance companies, developers, corporations, equity funds, REITs and institutional capital

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sources. These institutions utilize the advisory services we provide in their loan underwriting, construction financing, portfolio analytics, feasibility determination, acquisition structures, litigation support and financial reporting.

#### Property Management

We provide property management services on a contractual basis to owners and investors in office, industrial and retail properties. Property management services include building operations and maintenance, vendor and contract negotiation, project oversight and value engineering, labor relations, property inspection/quality control, property accounting and financial reporting, cash flow analysis, financial modeling, lease administration, due diligence and exit strategies. We have an opportunity to grow our property or facilities management contracts in connection with other high margin leasing or other contracts. We may provide services through our own employees or through contracts with third-party providers. We focus on maintaining high levels of occupancy and tenant satisfaction while lowering property operating costs using advanced work order management systems and sustainable practices. We typically receive monthly management fees based upon a percentage of monthly rental income generated from the property under management, or in some cases, the greater of such percentage or a minimum agreed upon fee. We are often reimbursed for our administrative and payroll costs, as well as certain out-of-pocket expenses, directly attributable to properties under management. Our property management agreements may be terminated by either party with notice generally ranging between 30 to 90 days; however, we have developed long-term relationships with many of these clients and our typical contract has continued for many years. These businesses also give us better insight into our clients' overall real estate needs.

#### Government Sponsored Enterprise Lending and Loan Servicing

As a low-risk intermediary, Berkeley Point originates loans guaranteed by government agencies or enterprises and pre-sells such loans prior to transaction closing. Berkeley Point is approved to participate in loan origination, sales and servicing programs operated by the GSEs, Fannie Mae and Freddie Mac. Berkeley Point also originates, sells and services loans under HUD's FHA programs, and is an approved HUD MAP and HUD LEAN lender, as well as an approved Ginnie Mae issuer. In 2017, Berkeley Point was a top-five Fannie Mae and Freddie Mac lender according to the GSEs.

Total industry Fannie Mae and Freddie Mac multifamily new business notional volumes were down by approximately 35 percent and up by three percent, respectively, for the three months ended March 31, 2018. Berkeley Point, like other multifamily GSE lenders, generally earns more revenues from Fannie Mae origination versus those from Freddie Mac, all else equal. So while combined activity for the two GSEs was down 19% in the first quarter, the larger decline reported by Fannie Mae was more impactful with respect to our results.

Berkeley Point's GSE and FHA multifamily loan originations declined by 13.6 percent in notional terms year-on-year during the quarter. Revenues related to loan originations are reflected in "gains from mortgage banking activities/originations, net." The timing of these loan originations can often vary from period to period, which makes full year comparisons more meaningful. For example, in the first quarter of 2017, Berkeley Point's originations were down by 5.2% year-on-year, while they were up by 177.2% in the second quarter of 2017, with the latter due mainly to one large deal. As the Company continues to integrate its multifamily investment sales, origination, and mortgage brokerage businesses, it expects further growth across its combined origination and capital markets platform

Berkeley Point does not originate loans to be held for investment on Berkeley Point's balance sheet. Substantially all of Berkeley Point's originations are for GSE and HUD/FHA lending programs in which the loan is pre-sold via these programs to investors prior to the closing of the loan with the borrower, significantly reducing the distribution risk. Berkeley Point has established a strong credit culture over decades of originating loans and remains committed to disciplined risk management from the initial underwriting stage through loan payoff.



Berkeley Point finances its loan originations through collateralized financing agreements in the form of warehouse loan agreements (“WHAs”) with three lenders and an aggregate commitment as of March 31, 2018 of approximately \$1.1 billion and an uncommitted \$325 million Fannie Mae loan repurchase facility. As of March 31, 2018, Berkeley Point had collateralized financing outstanding of approximately \$950 million. Collateral includes the underlying originated loans and related collateral, the commitment to purchase the loans as well as credit enhancements from the applicable GSE or HUD. Berkeley Point typically completes the distribution of the loans it originates within 30 to 60 days of closing. Proceeds from the distribution are applied to reduce borrowings under the WHAs, thus restoring borrowing capacity for further loan originations.

In conjunction with our origination services, we sell the loans that we originate under GSE programs and retain the servicing of those loans. The servicing portfolio provides a stable, predictable recurring stream of revenue to us over the life of each loan. As of March 31, 2018, Berkeley Point’s total servicing portfolio was \$58.8 billion and average remaining servicing term per loan was approximately eight years for its primary servicing portfolio.

The terms of Berkeley Point's arrangements under the GSE and HUD programs enable it to service nearly all loans it originates under those programs, and thus it receives recurring servicing revenue for the duration of those loans. The typical multifamily loan that Berkeley Point originates and services under these programs is fixed rate, and includes significant prepayment penalties. These structural features generally offer prepayment protection and provide more stable, recurring fee income. Berkeley Point also services commercial real estate loans that it does not originate. Servicing includes primary servicing activity and also special servicing in the case of loans that are in default.

Berkeley Point is a Fitch and S&P rated commercial loan primary and special servicer, as well as a Kroll rated commercial loan primary and GSE special servicer. It has a team of over 70 professionals throughout various locations in the United States dedicated to primary and special servicing and asset management. These professionals focus on financial performance and risk management to anticipate potential property, borrower or market issues. Portfolio management conducted by these professionals is not only a risk management tool, but also leads to deeper relationships with borrowers, resulting in continued interaction with borrowers over the term of the loan, and potential additional financing opportunities.

#### Intercompany Referrals

CCRE (a subsidiary of Cantor) and BGC Partners, including Berkeley Point and Newmark, have entered into arrangements in respect of intercompany referrals. Pursuant to these arrangements, the respective parties refer, for customary fees, opportunities for commercial real estate loans to CCRE, opportunities for real estate investment, broker or leasing services to our Newmark business, and opportunities for government-sponsored loan originations to our Berkeley Point business.

#### Due Diligence and Underwriting

We provide commercial real estate due diligence consulting and advisory services to a variety of clients, including lenders, investment banks and investors. Our core competencies include underwriting, modeling, structuring, due diligence and asset management. We also offer clients cost-effective and flexible staffing solutions through both on-site and off-site teams. We believe that this business line gives us another way to cross-sell services to our clients.

#### Real Estate Occupier Services and Products

##### Tenant Representation Leasing

We represent commercial tenants in all aspects of the leasing process, including space acquisition and disposition, strategic planning, site selection, financial and market analysis, economic incentives analysis, lease negotiations, lease auditing and project management. Fees are generally earned when a lease is signed and/or the tenant takes occupancy of the space. In many cases, landlords are responsible for paying the fees. We use innovative technology and data to provide tenants with an advantage in negotiating leases, which has contributed to our market share gains.

##### Workplace and Occupancy Strategy

We provide services to help organizations understand their current workplace standards and develop plans and policies to optimize their real estate footprint. We offer a multifaceted consulting service underpinned by robust data and technology.

##### Global Corporate Services ("GCS") and Consulting

GCS is our consulting and services business that focuses on reducing occupancy expense and improving efficiency for corporate real estate occupiers, with large, often multi-national presence. We provide beginning-to-end corporate real estate solutions for clients. GCS makes its clients more profitable by optimizing real estate usage, reducing overall

corporate footprint, and improving work flow and human capital efficiency through large scale data analysis and our industry-leading technology. We offer global enterprise optimization, asset strategy, transaction services, information management, an operational technology product and transactional and operational consulting. Our consultants provide expertise in financial integration, portfolio strategy, location strategy and optimization, workplace strategies, workflow and business process improvement, merger and acquisition integration, and industrial consulting. We utilize a variety of advanced technology tools to facilitate the provision of transaction and management services to our clients. For example, our innovative VISION tool provides data integration, analysis and reporting, as well as the capability to analyze potential “what if” scenarios to support client decision making. VISION is a scalable and modular enterprise solution that serves as an integrated database and process flow tool supporting the commercial real estate cycle. Our VISION tool combines the best analytical tools available and allows the client to realize a highly accelerated implementation timeline at a reduced cost.

We provide real estate strategic consulting and systems integration services to our global clients including many Fortune 500 and Forbes Global 2000 companies, owner-occupiers, government agencies, healthcare and higher education clients. We also provide enterprise asset management information consulting and technology solutions which can yield hundreds of millions of dollars in cost-savings for its client base on an annual basis. The relationships developed through the software implementation at corporate clients lead to many opportunities for us to deliver additional services. We also provide consulting services through our GCS business. These services include operations consulting related to financial integration, portfolio strategy, location strategy and optimization, workplace strategies, workflow and business process improvement, merger and acquisition integration and industrial consulting. Fees for these services are on a negotiated basis and are often part of a multi-year services agreement. Fees may be contingent on meeting certain financial or savings objectives with incentives for exceeding agreed upon targets.

#### Recurring Revenue Streams

GCS provides a recurring revenue stream via entering into multi-year contracts that provide repeatable transaction work, as opposed to one-off engagements in specific markets and other recurring fees for ongoing services, such as facilities management and lease administration, over the course of the contract. Today's clients are focused on corporate governance, consistency in service delivery, centralization of the real estate function and procurement. Clients are also less focused on transaction based outcomes and more focused on overall results, savings, efficiencies and optimization of their overall business objectives. GCS was specifically designed to meet these objectives. GCS is often hired to solve business problems, not "real estate" problems. GCS provides a unique lens into the corporate real estate (which we refer to as "CRE") outsourcing industry and offers a unique way to win business. Whether a client currently manages its corporate real estate function in-house (insource) or has engaged an external provider (outsource), GCS drives value by securing accounts that are first generation outsource or by gaining outsourced market share.

#### Project Management

We provide a variety of services to tenants and owners of self-occupied spaces. These include conversion management, move management, construction management and strategic occupancy planning services. These services may be provided in connection with a discrete tenant representation lease or on a contractual basis across a corporate client's portfolio. Fees are generally determined on a negotiated basis and earned when the project is complete.

#### Real Estate and Lease Administration

We manage leases for our clients for a fee, which is generally on a per lease basis. We also perform lease audits and certain accounting functions related to the leases. Our lease administration services include critical date management, rent processing and rent payments. These services provide additional insight into a client's real estate portfolio, which allows us to deliver significant value back to the client through provision of additional services, such as tenant representation, project management and consulting assignments, to minimize leasing and occupancy costs. For large occupier clients, our real estate technology enables them to access and manage their complete portfolio of real estate assets. We offer clients a fully integrated user-focused technology product designed to help them efficiently manage their real estate costs and assets.

#### Facilities Management

We manage a broad range of properties on behalf of users of commercial real estate, including headquarters, facilities and office space, for a broad cross section of companies, including Fortune 500 and Forbes Global 2000 companies. We manage the day-to-day operations and maintenance for urban and suburban commercial properties of most types, including office, industrial, data centers, healthcare, retail, call centers, urban towers, suburban campuses, and landmark buildings. Facilities management services may also include facility audits and reviews, energy management services, janitorial services, mechanical services, bill payment, maintenance, project management, and moving

management. While facility management contracts are typically three to five years in duration, they may be terminated on relatively short notice periods.

#### Real Estate Services Results

Our Real Estate Services segment continued to show solid growth and generated 45.1% of our consolidated revenues for the three months ended March 31, 2018. Almost 90% of Newmark's year-on-year growth was organic.

Our leasing revenues, which include tenant representation leasing and agency leasing, increased by 24.9% year-over-year in 2018 to \$159.4 million. Our capital markets revenues, which are more heavily weighted towards investment sales than commercial mortgage brokerage, increased by 31.0% year-over-year in 2018 to \$101.4 million. Real Estate brokerage revenues were \$260.7 million, up 27.2% year-over-year.

Our real estate management and other services revenues, which include revenues from facilities management, property management, Global Corporate Services and consulting, valuation and advisory, and our other non-brokerage and non-lending operating businesses, increased by 91.3% year-over-year in 2018 to \$96.9 million. Approximately 18 million of the year-on-year increase in revenues from management and other services was due to increases in pass-through revenues related to the implementation of ASC 606, while the remainder of growth in this line item was due to both organic growth and the acquisitions of our Commercial Real Estate Consulting Firm and certain Integra Realty Resources Offices.

Due to the adoption of ASC 606, for all periods from the first quarter of 2018 onward, Newmark did not and will not record revenues or earnings related to “Leasing and other commissions” with respect to contingent revenue expected to be received in future periods as of December 31, 2017, in relation to contracts signed prior to January 1, 2018, for which services have already been completed. Instead, the Company recorded this contingent revenue and related commission payments on the balance sheet on January 1, 2018, with a corresponding pre-tax improvement of approximately \$23 million to “Total equity”. Over time, the Company expects to receive \$23 million of cash related to these “Leasing and other commissions” receivables, primarily over the course of 2018 and 2019. This cash, however, will not be recorded as GAAP net income, Adjusted Earnings, or Adjusted EBITDA.

The adoption of ASC 606 also impacted the consolidated Company’s recognition of revenue from its outsourcing businesses, which are recorded as part of “Real estate management and other services.” Implementation of the updated principal versus agent considerations under ASC 606 increased the proportion of reimbursable non-compensation expenses related to the Company’s outsourcing business accounted for as revenue on a gross basis. This resulted in an increase in revenue and a corresponding increase in cost of revenue, with no impact on earnings for periods from January 1, 2018 onward. For the first quarter of 2018, this increased Newmark’s management services revenues by approximately \$18 million, with a corresponding increase in non-compensation costs attributable to these revenues. Because BGC’s financial results consolidate those of Newmark, the consolidated Company’s quarterly revenues and expenses increased by the same amount.

For additional information regarding the adoption of ASC 606, please see the section titled “Recently Adopted Accounting Pronouncements” in Note 1—“Organization and Basis of Presentation” and Note 30—“Revenue from Contracts with Customers” in our unaudited condensed consolidated financial statements in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Our revenues from gains from mortgage banking activities/originations, net, which are related to GSE lending, decreased by 14.0% year-over-year in the first quarter of 2018 to \$38.9 million, primarily due to lower overall industry activity. Berkeley Point’s servicing fees revenue increased 16.5% year-over-year in 2018 to \$28.9 million.

In relation to Berkeley Point, our pre-tax income includes the net impact of non-cash GAAP gains attributable to originated mortgage servicing rights (“OMSRs”) and non-cash GAAP amortization of mortgage servicing rights (“MSRs”). We recognize OMSR gains equal to the fair value of servicing rights retained on mortgage loans originated and sold. MSRs are amortized in proportion to the net servicing revenue expected to be earned. Subsequent to the initial recording, MSRs are amortized and carried at the lower of amortized cost or fair value. For the first quarters of 2018, 2017, and 2016, Newmark’s GAAP pre-tax earnings therefore included approximately \$21.1 million, \$29.3 million, and \$19.5 million of net non-cash GAAP gains, respectively, related to OMSR gains and MSR amortization. These net non-cash gains have significantly increased Newmark’s GAAP pre-tax margin over certain periods over the past few years.

During the three months ended March 31, 2018, income from operations before income taxes for our Real Estate Services segment increased by 56.7%. Over time, we expect the overall profits of our Real Estate Services business to increase as we invest in growing our businesses. However, the pre-tax margins in the segment are also impacted by

the mix of revenues generated by Newmark. For example, gains from mortgage banking activities/originations, net, which includes revenues related to commercial mortgage origination, tends to have higher pre-tax margins than Newmark as a whole. In addition, real estate capital markets, which includes sales, commercial mortgage broking, and other real estate-related financial services, generally has larger transactions that occur with less frequency and more seasonality when compared with leasing advisory. Real estate capital markets transactions tend to have higher pre-tax margins than leasing advisory transactions, while leasing advisory revenues are generally more predictable than revenues from real estate capital markets. Property and facilities management, which are included in “real estate management and other services,” generally have revenues that are more predictable and steady than leasing advisory, but with pre-tax earnings margins below those for Newmark as a whole. When property and facilities management clients agree to give us exclusive rights to provide real estate services for their facilities or properties, it is for an extended period of time, which provides us with stable and foreseeable sources of revenues.

#### Growth Drivers

The key drivers of revenue growth for U.S. commercial real estate services companies include the overall health of the U.S. economy, including gross domestic product and employment trends in the U.S., which drives demand for various types of commercial leases, financing, and purchases, the institutional ownership of commercial real estate as an investible asset class; and the ability to

attract and retain talent to our real estate services platform. In addition, in real estate sales, also known as real estate capital markets, growth is driven by the availability of credit to purchasers of and investors in commercial real estate.

Berkeley Point's origination business is impacted by the lending caps imposed by the FHFA as well as by activity in multifamily commercial mortgages that are excluded from these lending caps. The FHFA announced on November 21, 2017 that it had decreased the 2018 multifamily lending caps from \$36.5 billion in 2017 to \$35 billion at both Fannie Mae and Freddie Mac. This translated into total purchasing capabilities of \$70 billion, excluding loans exempt from these caps. In 2017 multifamily loans exempt from the lending caps made up more than 50% of the multifamily financing volume at both Fannie Mae and Freddie Mac. According to a February 2018 forecast from the Mortgage Bankers Association, which included updated backwards looking numbers for 2017, commercial mortgage origination volumes for GSE and FHA loans were estimated to have increased 20% for the year ended December 31, 2017.

#### Economic Growth in the U.S.

The U.S. economy expanded by 2.3% during the first quarter of 2018, according to a preliminary estimate from the U.S. Department of Commerce. This growth compares with an increase of 1.2% during the first quarter of 2017. The consensus is for U.S. GDP to expand by 2.5% and 2.1% in 2019 and 2020, respectively, according to a recent Bloomberg survey of economists. This moderate pace of growth should help keep interest rates and inflation low by historical standards.

The Bureau of Labor Statistics reported that employers added a monthly average of 202,000 net new payroll jobs during the first quarter of 2018, which was above the prior year period's 177,000 and the seasonally adjusted average of 182,000 per month in 2017. Despite the return to pre-recession unemployment rates (4.1% as of March), the number of long-term unemployed and the labor force participation rate (the latter of which is near a 39-year low) remained disappointing for many economists, but these indicators are less important to commercial real estate than job creation.

The 10-year Treasury yield ended the first quarter of 2018 at 2.74%, up 35 basis points from the year-earlier date. In addition, 10-year Treasury yields have remained well below their 50-year average of approximately 6.32%, in large part due to market expectations that the Federal Open Market Committee ("FOMC") will only moderately raise the federal funds rate over the next few years. Interest rates are also relatively low due to even lower or negative benchmark government interest rates in much of the rest of the developed world, which makes U.S. government bonds relatively more attractive.

The combination of moderate economic growth and low interest rates that has been in place since the recession ended has been a powerful stimulus for commercial real estate, delivering steady absorption of space and strong investor demand for the yields available through both direct ownership of assets and publicly traded funds. Steady economic growth and low interest rates have helped push vacancy rates down for the office, apartment, retail and industrial markets over the current economic expansion, now in its ninth year. Construction activity, though it is ramping up, remains low compared with prior expansion cycles and low relative to demand and absorption, which means that property leasing markets continue to tighten. Overall, demand for commercial real estate remains strong. While the vast majority of new supply is going to just the top 10-15 markets, there is healthy demand among investors for well positioned suburban value add assets in secondary and tertiary markets, according to NKF Research. Asking rental rates posted moderate gains across all property types during 2017.

The following key trends drove the commercial real estate market during the first three months of 2018:

- Sustained U.S. employment growth and rising home values have fueled the economy and generated demand for commercial real estate space across all major sectors;
- Technology, professional and business services and healthcare continued to power demand for office space, although technology occupiers have turned more cautious



Oil prices rose sharply in the first quarter of 2018, but Houston and other energy-focused office markets continued to deal with excess vacancies and generous lease concessions.

E-commerce and supply-chain optimization pushed 2017 industrial absorption to 31 consecutive quarters of positive net absorption, creating tenant and owner-user demand for warehouses and distribution centers;

Apartment rents benefited from sustained job growth, and underlying demographic trends towards urban living among two key age groups: millennials and baby boomers; and

Continued corporate employment growth, combined with increased leisure travel, generated demand for hotel room-nights.

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The recently enacted U.S. tax cuts could lift growth, along with leasing activity. Rising inflation and interest rates, a byproduct of faster growth, could deliver a mixed outcome: Rising interest rates could pressure cap rates, but stronger rent growth and sustained investor demand could support property values.

#### Market Statistics

Although overall industry metrics are not necessarily as correlated to our revenues in Real Estate Services as they are in Financial Services, they do provide some indication of the general direction of the business. The U.S. commercial property market continues to display strength as commercial property prices continue to rise, as per CoStar. According to RCA, U.S. commercial real estate sales volumes increased by 5.9% year-over-year, bolstered by strong performance in key primary markets. U.S. commercial real estate activity is growing again, after a decline in activity in the beginning of 2017 related to the election and general political uncertainty. Institutional-grade U.S. commercial real estate capitalization rates have not moved by more than 10 basis, even in this period of interest rate uncertainty. On average capitalization rates offered a 297 basis point premium over the 10-year Treasury yield in the first quarter, well above the pre-recession low of 165 basis points. If the U.S. economy expands at the moderate pace envisioned by many economists and the Federal Reserve, we would expect this to fuel the continued expansion of demand for commercial real estate. The spread between local 10-year benchmark government bonds and U.S. cap rates was even wider with respect to major countries including Japan, Canada, Germany, the U.K. and France during the quarter. This should continue to make U.S. commercial real estate a relatively attractive investment for non-U.S. investors.

According to RCA, average prices for commercial real estate were down by 6.3% quarter-over-quarter for the quarter ended March 31, 2018. During the quarter, the dollar volume of significant property sales totaled approximately \$109 billion in the U.S., representing one of the strongest starts in the past 10 years. According to a May 2018 MBA forecast, originations of commercial/multifamily loans of all types were estimated to be down 2% year-over-year in terms of dollar volume for the year ended December 31, 2018. In comparison, our real estate capital markets businesses, which includes investment sales and commercial mortgage brokerage, increased its revenues by 31.0% year-over-year, primarily due to organic growth. Our loan origination volumes are driven more by the GSE multifamily financing volumes than the activity level of the overall commercial mortgage market. During the three months ended March 31, 2018, GSE multifamily volumes decreased 19% year-over-year. In comparison, our loan origination volume decreased by 14% and our revenues from mortgage banking activities/originations decreased by 14.0%.

According to NKF Research, the combined average vacancy rate for office, industrial, and retail properties ended the first quarter at 8.1%, down from 8.2% a year earlier, only a modest 10 basis point drop over the past 12 months. Rents for all property types in the U.S. continued to improve slightly across all 3 sectors. NKF Research estimates that overall U.S. leasing activity in quarter slowed down from a year ago, as the expansion has decelerated in recent quarters following consistent growth since the start of the current cycle. In comparison, revenues from our leasing and other services business increased by 24.9%.

#### REGULATORY ENVIRONMENT

See “Regulation” in Part I, Item 1 of our Annual Report on Form 10-K for information related to our regulatory environment.

#### LIQUIDITY

See “Liquidity and Capital Resources” herein for information related to our liquidity and capital resources.

#### HIRING AND ACQUISITIONS

Key drivers of our revenue are front-office producer headcount and average revenue per producer. We believe that our strong technology platform and unique partnership structure have enabled us to use both acquisitions and recruiting to profitably increase our front-office staff at a faster rate than our largest competitors since our formation in 2004.

We have invested significantly to capitalize on the current business environment through acquisitions, technology spending and the hiring of new brokers, salespeople, managers and other front-office personnel. The business climate for these acquisitions has been competitive, and it is expected that these conditions will persist for the foreseeable future. We have been able to attract businesses and brokers, salespeople, managers and other front-office personnel to our platform as we believe they recognize that we have the scale, technology, experience and expertise to succeed in the current business environment.

As of March 31, 2018, our front-office headcount was down slightly year-over-year at 4,033 brokers, salespeople, managers and other front-office personnel. For the quarter ended March 31, 2018, average revenue generated per front-office employee increased by 17% from a year ago to approximately \$201 thousand. Within the Financial Services segment, front office headcount was 2,468 brokers, salespeople, managers, and other front-office personnel at the end of the year, while average revenue generated per front office employee increased 19% to \$207 thousand. In Real Estate Services, front office employee headcount increased to 1,565, while

average revenue generated per front office employee increased 15% to \$192 thousand. Our average revenue per front-office employee has historically declined year-over-year for the period immediately following significant headcount increases, and the additional brokers and salespeople generally achieve significantly higher productivity levels in their second or third year with the Company.

The Real Estate Services productivity figures are based on segment revenues from leasing and capital markets brokers and originators in GSE lending business, and exclude appraisers and both revenues and staff in management services and “other.” The Financial Services calculations include segment revenues from brokerage, data, software and post-trade. The average revenues for all producers are approximate and based on the total revenues divided by the weighted-average number of salespeople and brokers for the period.

Our largest Financial Services customers have indicated that they are likely to increase the adoption of both hybrid and fully electronic trading. We believe this will favor the larger inter-dealer brokers over smaller, non-public local competitors, as the smaller players generally do not have the financial resources to invest the necessary amounts in technology. We believe this will lead to further consolidation across the wholesale financial brokerage industry, and thus allow us to profitably grow our front-office headcount and broker productivity.

Since early 2017, our Financial Services acquisitions included Micromega Securities and Besso.

On January 31, 2017, we completed the acquisition of Micromega Securities, which operates in the South African fixed income, rates and foreign exchange markets.

On February 28, 2017, we completed the acquisition of Besso, an independent Lloyd’s of London insurance broker with a strong reputation across Property, Casualty, Marine, Aviation, Professional and Financial Risks and Reinsurance.

Since early 2017, our Real Estate Services acquisitions included Berkeley Point, Regency Capital Partners, Commercial Real Estate Consulting Firm, and Integra Realty Resources.

Berkeley Point was acquired by a controlled affiliate of Cantor on April 10, 2014 and was sold by this affiliate to BGC on September 8, 2017. This transaction has been determined to be a combination of entities under common control that resulted in a change in the reporting entity. Accordingly, our financial results have been retrospectively adjusted to include the financial results of Berkeley Point in the current and prior periods as if Berkeley Point had always been consolidated.

On February 8, 2017, we announced that we have completed the acquisition of the assets of Regency Capital Partners, a real estate capital advisory firm regarded for its specialized financing expertise, headquartered in San Francisco.

On July 26, 2017, the Company acquired an approximately 50% controlling interest, and Cantor owns a 25% noncontrolling interest, in a commercial real estate consulting and advisory services firm which services a variety of commercial real estate clients, including lenders, investment banks, and investors and is headquartered in New York, NY. Their core competencies include underwriting, modeling, structuring, due diligence and asset management.

During September 2017, Newmark completed the acquisition of the assets of six Integra Realty Resources offices. The addition of these Integra offices bolstered Newmark’s Valuation & Advisory practice throughout the northeastern U.S and Atlanta. In April 2018, Newmark acquired the assets of an additional two Integra Realty Resources offices in Boston and Pittsburgh.

## FINANCIAL HIGHLIGHTS

For the three months ended March 31, 2018, we had income from operations before income taxes of \$133.2 million compared to \$57.8 million in the year earlier period. Total revenues for the three months ended March 31, 2018 increased approximately \$173.5 million to \$956.6 million led by Newmark and our Rates, Foreign Exchange, and Equities, insurance, and other asset classes businesses.

Revenues from our Rates business increased by 18.4% in 2018, led by 23.8% growth from our Fenics rates business. Our Foreign Exchange revenues increased by 23.8% in 2018, which was primarily driven by improved global volumes and increased market volatility. Revenues from Equities, insurance, and other asset classes increased \$22.0 million to \$97.8 million, which was mainly driven by organic growth as well as the addition of Besso. As we continue to invest in our Financial Services business, we expect our revenues and earnings to outperform those of our competitors.

Our Real Estate Services business' overall revenues for the quarter were up 29% to \$431.9 million, when compared with the year-earlier period. This improvement was led by an almost entirely organic 24.9% and 31.0% increase in revenues from real estate leasing and other services and real estate capital markets brokerage, respectively. Additionally, the adoption of ASC 606 impacted

Real Estate Services' recognition of revenue from its outsourcing businesses. For the first quarter of 2018, the implementation of ASC 606 increased management services revenues by approximately \$18 million, with a corresponding increase in non-compensation costs. As we continue to invest in our business, we expect our Real Estate Services growth to outpace the industry over time.

Total expenses increased approximately \$132.0 million to \$863.2 million, due to a \$74.2 million increase in compensation expenses, a \$55.8 million increase in non-compensation expenses, and a \$2.0 million increase in allocations of net income and grant of exchangeability to limited partnership units and founding/working partner units ("FPU's"). Compensation expenses reflect the impact of higher revenues on variable compensation, recent acquisitions, and new hires. Non-compensation expenses reflect costs and interest charges related to the acquisition of Berkeley Point and the implementation of the updated principal versus agent considerations under ASC 606, which increased the proportion of reimbursable non-compensation expenses related to the Company's outsourcing business accounted for as revenue on a gross basis as discussed above.

We anticipate receiving over time, more than \$870 million of additional Nasdaq shares (based on the May 2, 2018 closing price), which are not reflected on our balance sheet. We also expect our earnings to continue to grow as we continue to add revenues from our highly profitable fully electronic products, and benefit from the strength of our Real Estate Services business. On May 1, 2018 our Board declared an 18 cent dividend for the first quarter, which is consistent year-on-year. We anticipate having substantial resources with which to pay dividends, repurchase shares and/or units, profitably hire, and make accretive acquisitions, all while maintaining or improving our investment grade rating.

## RESULTS OF OPERATIONS

The following table sets forth our consolidated statements of operations data, which has been recast to include the financial results of Berkeley Point, expressed as a percentage of total revenues for the periods indicated (in thousands):

	Three Months Ended March 31,			
	2018		2017	
		Percentage		Percentage
	Actual	of Total	Actual	of Total
	Results	Revenues	Results	Revenues
<b>Revenues:</b>				
Commissions	\$668,599	69.9 %	\$545,720	69.7 %
Principal transactions	91,918	9.6	85,743	10.9
Total brokerage revenues	760,517	79.5	631,463	80.6
Gains from mortgage banking activities/originations, net	38,914	4.1	45,261	5.8
Real estate management and other services	96,878	10.1	50,630	6.4
Servicing fees	28,926	3.0	24,832	3.2
Fees from related parties	6,590	0.7	6,938	0.9
Data, software and post-trade	15,099			