

voice + electronic brokerage

**June 2008 Presentation** 

### **Disclosures**

#### **Discussion of Forward-Looking Statements**

The information in this release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. 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," "potential," "continue," "strategy," "believes," "anticipates," "plans," "expects," "intends" and similar expressions are intended to identify forward-looking statements.

The actual results of BGC Partners, Inc. ("we," "our", the "Company", or the "Combined Company") 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 for the Combined Company include, but are not limited to, our relationship with Cantor and its affiliates and any related conflicts of interests, competition for and retention of brokers and other managers and key employees, pricing and commissions and market position with respect to any of our products, and that of our competitors, the effect of industry concentration and consolidation, and market conditions, including trading volume and volatility, as well as economic or geopolitical conditions or uncertainties. Results may also be affected by the extensive regulation of our businesses and risks relating to compliance matters, as well as factors related to specific transactions or series of transactions, including credit, performance and unmatched principal risk as well as counterparty failure. Factors may also include the costs and expenses of developing, maintaining and protecting intellectual property, including judgments or settlements paid or received in connection with intellectual property or employment or other litigation and their related costs, and certain financial risks, including the possibility of future losses and negative cash flow from operations, risks of obtaining financing and risks of the resulting leverage, as well as interest and currency rate fluctuations. Our ability to meet expectations with respect to payment of dividends and to repurchase shares of our common stock or purchase BGC Holdings limited partnership interests or other equity interests in our subsidiaries will depend from period to period on our business and financial condition, our available cash, accounting or other charges and other factors relating to our business and financial condition and needs at the time.

Discrepancies may also result from such factors as the ability to enter new markets or develop new products, trading desks, marketplaces or services and to induce customers to use these products, trading desks, marketplaces or services, to secure and maintain market share, to enter into marketing and strategic alliances, and other transactions, including acquisitions, reorganizations, partnering opportunities, and joint ventures, and the integration of any completed transactions, to hire new personnel, to expand the use of technology and to effectively manage any growth that may be achieved. Results are also subject to risks relating to the separation of the BGC businesses and merger and the relationship between the various entities, financial reporting, accounting and internal control factors, including identification of any material weaknesses in our internal controls, our ability to prepare historical and pro forma financial statements and reports in a timely manner, and other factors, including those that are discussed under "Risk Factors" in the Combined Company's Registration Statement on Form S-1, as amended, which was initially filed with the SEC on April 18, 2008.

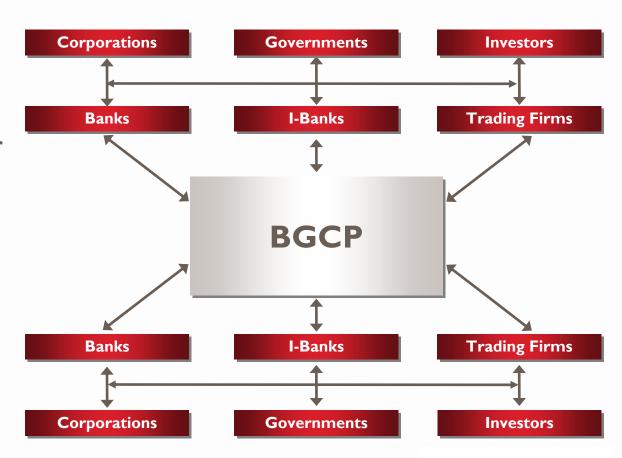
We believe that all forward-looking statements are based upon reasonable assumptions when made. However, we caution that it is impossible to predict actual results or outcomes or the effects of risks, uncertainties or other factors on anticipated results or outcomes and that accordingly you should not place undue reliance on these statements. Forward-looking statements speak only as of the date when made and we undertake no obligation to update these statements in light of subsequent events or developments.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling toll-free I-800-503-4611.



### BGCP → What We Do

- → BGC = Inter-Dealer Broker ("IDB")
- → IDBs facilitate wholesale financial services between IDB customers banks, investment banks, and broker dealers
- → IDBs ≈ OTC version of an exchange for anything not traded on an exchange (Treasuries, FX Options, Swaps, Credit Derivatives, etc.)
- Market neutral do not make proprietary trades to bet on the market and retain no balance sheet risk





### **Business Overview**

### **Voice / Hybrid Broking**

- → Key products include:
  - → Rates
  - → Credit
  - → Foreign Exchange
  - → Equity Derivatives
- → 1,226 brokers across 161 desks

### **Electronic Broking**

- → Key products include:
  - → Treasuries
  - → European Government Bonds
  - → Canadian Sovereigns
- → Proprietary network connected to the global financial community
- → Substantial investments in creating proprietary technology / network

# Market Data/ Software Solutions

→ Develops and markets realtime proprietary pricing data



→ Provider of customized screen-based solutions which enables clients to develop electronic marketplaces



Speed



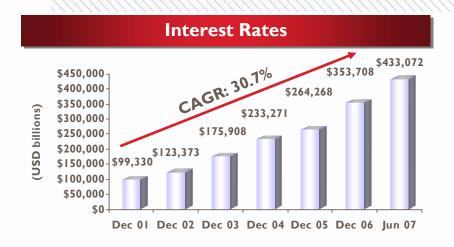


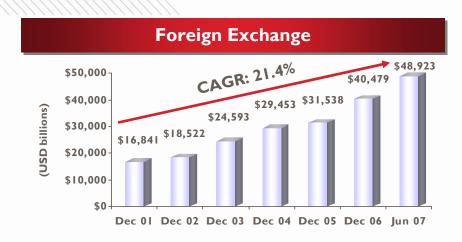


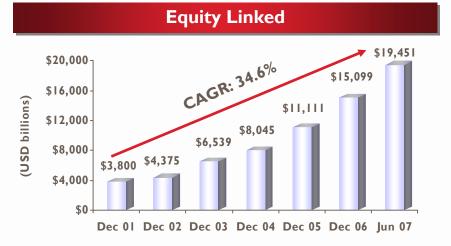
# Highlights

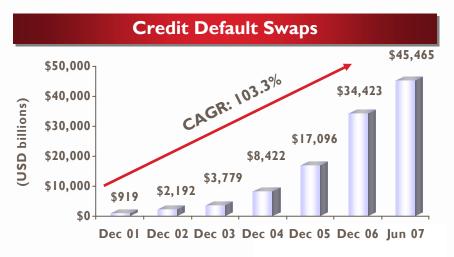
Strong underlying industry fundamentals
Strong momentum in high growth product areas
Leading inter-dealer broker in key products and geographies
Full scale, hybrid brokerage platform for voice and fully electronic execution
Leader in developing electronic marketplaces
Deep and experienced management team
Ability to attract and retain key talent
Track record of successful acquisitions and integration
Highly leveragable financial model
Strong growth in distributable earnings

### **Strong Secular Growth Trends - Products**







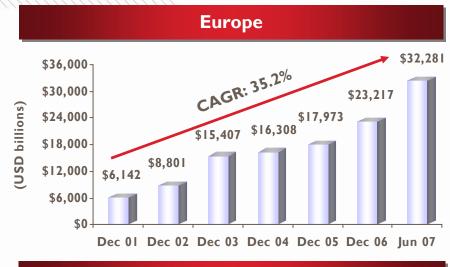


Note: Figures are notional principal amounts of outstanding contracts. Equity-linked includes forwards, swaps, and options for US, European, Japanese, other Asian and Latin America equities. Foreign exchange includes spot and FX options.

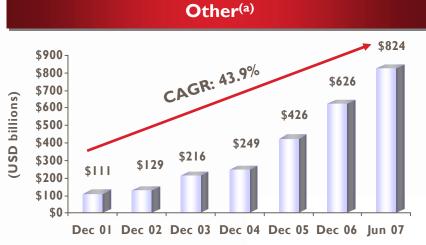
Source: Bank for International Settlements, International Swaps and Derivatives Association voice + electronic brokerage

### Strong Secular Growth Trends - Geographies









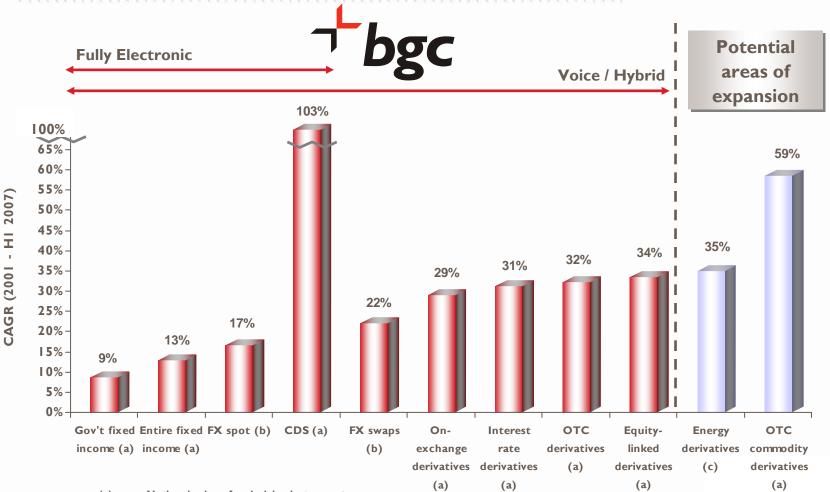
Note: Outstanding notional principal amounts of futures/options traded on exchanges.

(a) All markets except North America, Europe and Asia/ Pacific.

Source: Bank for International Settlements

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# Strong industry fundamentals support long-term growth



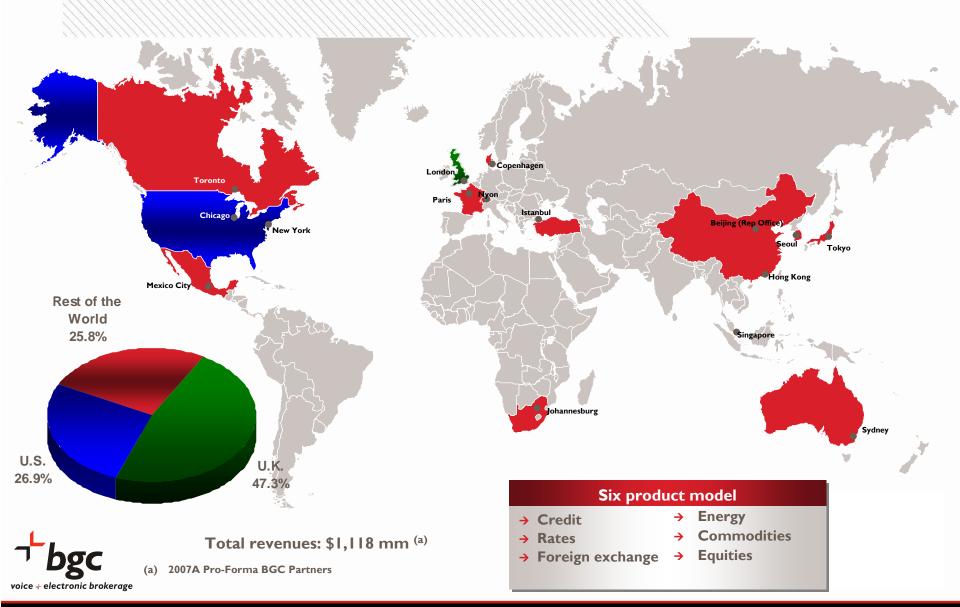


<sup>(</sup>c) CAGR from 2002 to 2007, and based on ADV for exchange traded contracts on ICE EU including futures and options contracts for Brent, West Texas Intermediate (WTI), Gas Oil, Natural Gas, Electricity, Coal, and ECX carbon financial instruments.

Note: Data represents growth between December 31, 2001 and June 30, 2007.

Source: World Federation of Exchanges, Bank of International Settlement, Intercontinental Exchange, International Swaps and Derivatives Association

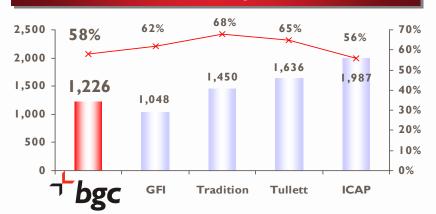
# **Diversified Global Opportunities**



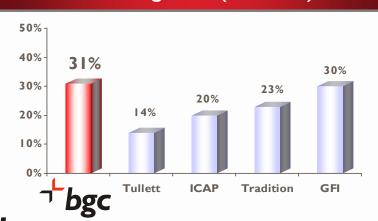
### Leading Global Inter-dealer Broker

### **Operational comparison**

### Brokers and broker compensation/revenue

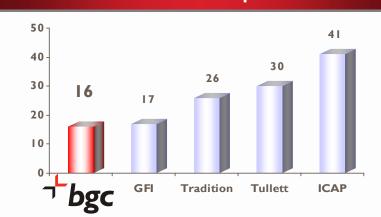


### Revenue growth ('06 to '07)

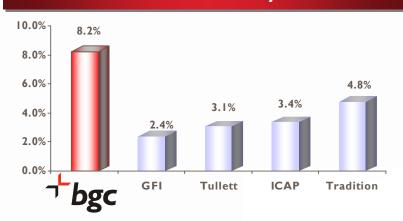


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### Number of cities present



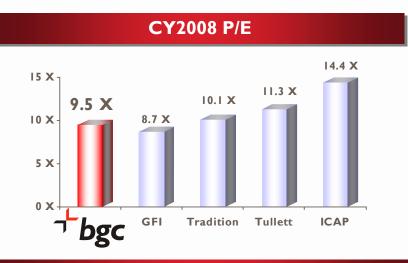
#### FYE2008 dividend yield



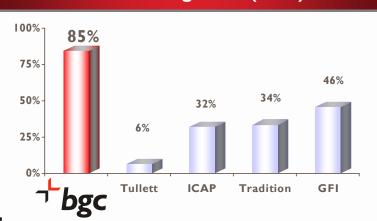
Note: Brokers and number of cities as of latest period available; dividend yield based on Bloomberg consensus estimates except for BGCP, for which its based on BGCP's outlook for TTM ending 3/31/2009. ICAP compensation ratio for the fiscal year ended 3/31/2008. All others for the year ended 12/31/2007. Source: Company filings, Bloomberg

### Leading Global Inter-dealer Broker

**Operational comparison (Continued)** 

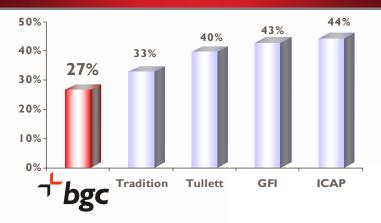


### **Net Income growth (MRP)**





### Revenue in the U.S. (% of total) - FY2007



Note: Market data as of 6/26/2008. Revenue growth calculated in local currency. Market capitalization converted into US\$. Brokers and number of cities as of latest period available. TTM revenue as of 3/31/2008, except for Tullett, which is as of 12/31/2007. Converted to USD using average exchange rates for relevant periods.

voice + electronic brokerage IAP's CY2008=FY2009 ending 3/31/2009. MRP= 1Q2008 for GFIG& BGCP; FY2007 for TLPR & CFT; FY2009 for IAP. Source: FactSet, Company filings, Bloomberg

## Leading Global Inter-dealer Broker

### **Business comparison**

	¬└bg	C	ICAP		Tullett		Tradition		GFI	
Business mix <sup>(a)</sup>	<ul> <li>Rates</li> <li>Credit</li> <li>Foreign</li></ul>	50.9% 20.4% 11.5% 7.4%	<ul> <li>Rates</li> <li>Foreign</li></ul>	42.0% 15.0% 12.0% 10.0% 10.0% 8.0% 3.0%	<ul> <li>Fixed income</li> <li>Treasury products</li> <li>Equities</li> <li>Energy</li> <li>Information</li> </ul>	28.0% 27.1% 10.7% 8.4% 2.0%	<ul> <li>Currencies and Interest rates</li> <li>Securities and derivatives</li> <li>Commodities</li> <li>Other</li> </ul>	42.9% 39.7% 17.3%	<ul> <li>Credit</li> <li>Equity</li> <li>Commodity</li> <li>Financial</li> <li>Market Data</li> <li>Analytics</li> </ul>	32.7% 24.7% 20.1% 19.0% 2.0%
Geographic mix  % fully electronic revenue (as reported)	<ul><li>United States</li><li>United Kingdom</li><li>Other</li></ul>	26.9% 47.3% 25.7%	<ul><li>Americas</li><li>EMEA</li><li>Asia-Pacific</li><li>21.0%</li></ul>	40.5% 45.5% 12.8%	<ul><li>Americas</li><li>Europe</li><li>Asia-Pacific</li><li>0.0%</li></ul>	39.9% 50.1% 10.0%	<ul><li>Americas</li><li>Europe</li><li>Asia-Pacific</li><li>0.0%</li></ul>	32.9% 46.3% 20.8%	<ul><li>Americas</li><li>Europe</li><li>Asia-Pacific</li><li>0.0%</li></ul>	42.9% 48.0% 9.1%



Note: ICAP figures = FY ending 3/31/2008. All others are for full year 2007.

(a) Percentages may not add up to 100%, as interest and other expenses are not shown  $\,$ 

Source: Company filings

# Competitive advantage / Barriers to entry

#### Pre-Trade

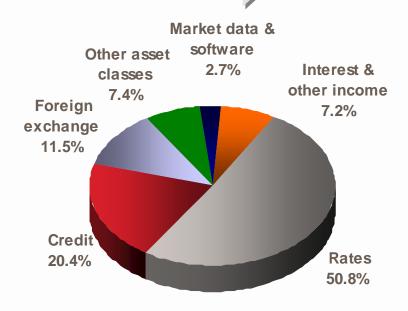
- Price discovery
- → Price streaming
- Pre-trade analytics

#### **Trade**

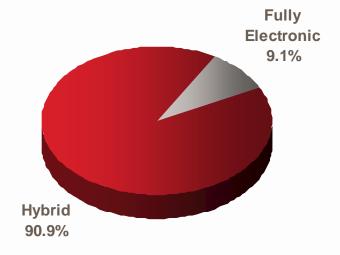
- → Voice
- → Screen / voice assisted
- → Fully electronic

# Post Trade / Back Office

- → Confirmation
- → Clearing
- → Settlement



**2007** total revenues = \$1,118mm



2007 brokerage revenues = \$1,008mm

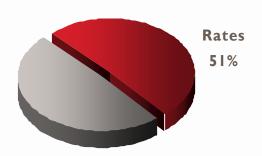


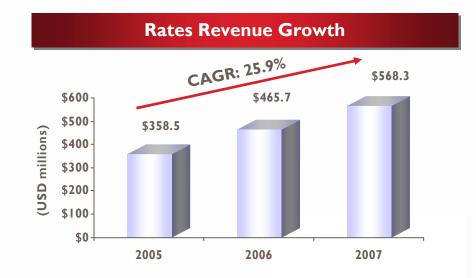
# **Brokerage Overview: Rates**

### **Description**

- → Rates products include:
  - Interest rate derivatives
  - U.S. Treasuries
  - Government Bonds
  - Futures
  - Dollar derivatives
  - Repurchase agreements
  - Non-deliverable forwards
  - Non-deliverable swaps
  - U.S. swaps
  - Up approximately 11% 1Q2008

#### % of 2007 Revenue





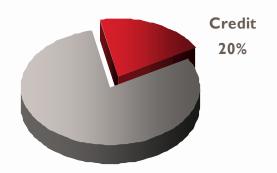


# **Brokerage Overview: Credit**

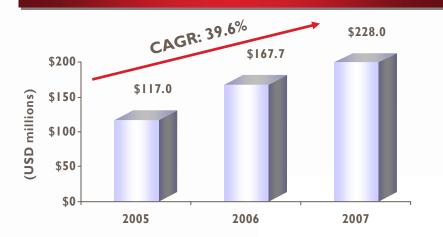
### **Description**

- → Credit products include:
  - Credit derivatives
  - Asset-backed securities
  - Convertibles
  - Corporate bonds
  - High yield bonds
  - Emerging market bonds
  - Up approximately 63% IQ2008

#### % of 2007 Revenue



#### **Credit Revenue Growth**



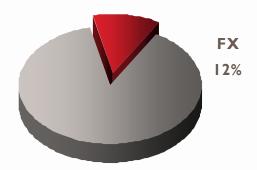


# **Brokerage Overview: Foreign Exchange**

### **Description**

- → Foreign exchange products include:
  - Foreign exchange options
  - GI0
  - Emerging markets
  - Cross currencies
  - Exotic options
  - G8 currency
  - Emerging market FX options
  - Exotic FX options
  - Up approximately 15% 1Q2008

#### % of 2007 Revenue



### Foreign Exchange Revenue Growth





Source: BGC Partners S-I filed 4/18/08

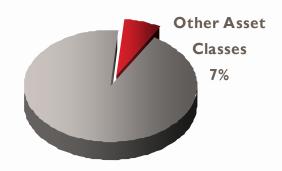
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## **Brokerage Overview: Other Asset Classes**

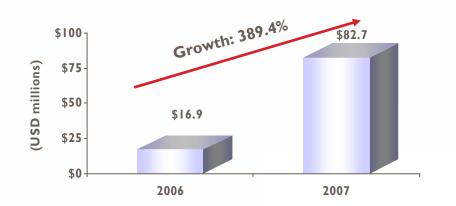
### **Description**

- → Products in other asset classes includes:
  - Equity derivatives
  - Index futures
  - Commodities
  - Energy derivatives
- → Large jump in 2007 revenues vs. 2006 primarily a result of the acquisition of Aurel Leven, which occurred in late 2006
- → Up approximately 53% IQ2008
- → Recent Radix acquisition will add to energy

#### % of 2007 Revenue



#### **Other Asset Classes Revenue Growth**





### **BGC Partners' Products: Market Data & Analytics**

#### **Description**

- → BGCantor Market Data develops and markets real-time, indicative and historical Fixed Income, Foreign Exchange and Derivative market data services based on price data from eSpeed and BGC.
- → Distribution channels include Bloomberg, Reuters, CQG, DTN, eSignal, eSpeed, and Quick Financial in addition to direct distribution
- → Packaged data solutions to meet specific clients' needs

#### **Products**

#### **Current Products**

- → Interest Rate Swaps
- → Options
- → U.S. Treasuries
- → European Government Bond
- → FX
- → Interest Rate

#### **Potential New Products**

- → Interest Options
- → CDS
- → FX Spot
- → Derivatives
- → Emerging Markets Bonds
- → Emerging Markets
  Derivatives

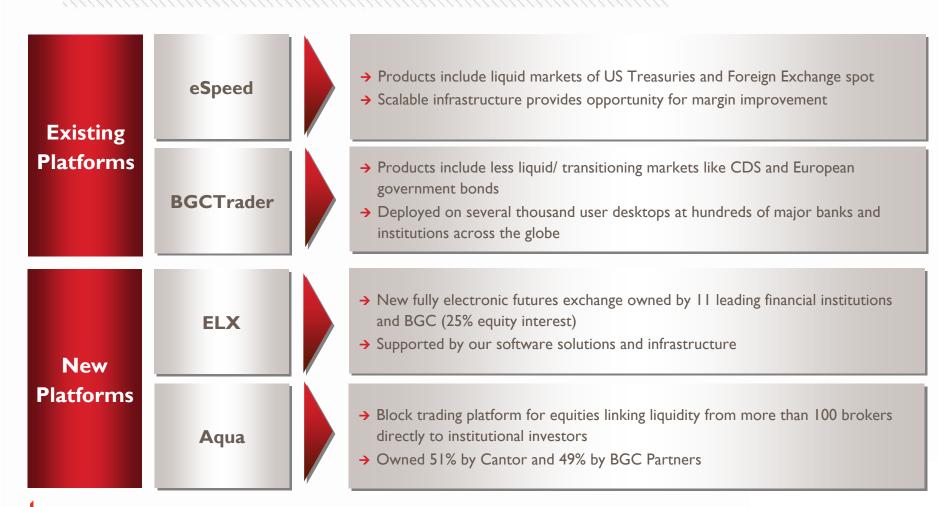
### Market Data & Analytics Revenue Growth





Source: BGC Partners S-I filed 4/18/08

### Leader in developing electronic marketplaces





# Executive Management of BGC Partners 130+ Years of Experience



Howard W. Lutnick Co-CEO, Chairman (26 years)



Lee M. Amaitis Co-CEO (32 years )



Bob West
Chief Financial
Officer
(27 years)



Shaun Lynn President (29 years)



Stephen Merkel EVP,
General Counsel,
Secretary
(24 years)



# **Business Management Team**

Another 300 + Years

### Global



Sean
Windeatt
Executive Managing
Director & Vice
President

att Ianaging /ice

(Industry experience: 12 years)



Philip
Norton
Executive Managing
Director for BGC
e-Commerce

(Industry experience: 23 years)



Weinstein
Executive Managing
Director for BGC
Market Data

(Industry experience: 29 years)

**Bernard** 



Yevette
Tierney
Chief Information
Officer for BGC

(Industry experience: 18 years)

#### Asia-Pacific



Mark Webster
Executive Managing
Director and General
Manager for BGC AsiaPacific

(Industry experience: 28 years)



Mark Spring
Executive Managing
Director for BGC AsiaPacific

(Industry experience: 23 years)

#### U.K.



Robin Clark
Executive Managing
Director for BGC Derivatives



Nick Ruddell
Senior Managing Director
For BGC in the UK

(Industry experience: 24 years)

(Industry experience: 26 years)

### **Continental Europe**



Jean Pierre Aubin
Executive Managing
Director for BGC
Continental Europe and
Listed Products

(Industry experience: 19 years)

### North America



Danny LaVecchia
Executive Managing
Director for BGC North
America

(Industry experience: 24 years)



Sal Trani
Executive Managing
Director for BGC
North America



**Keith Reihl**Chief Operating Officer for BGC North America

(Industry experience: 44 years)

(Industry experience: 35 years)



# Deep and Experienced Management Team

- → Industry veterans with a long and successful track-record are managing BGC
- → The Executive Management team consists of
  - Howard W. Lutnick, Chairman & Co-CEO (26 years experience)
  - Lee M. Amaitis, Co-CEO (32 years)
  - Shaun Lynn, President (29 years)
  - Bob West, Chief Financial Officer (27 years)
  - Stephen Merkel, EVP, General Counsel & Secretary (24 years)
- → The management team is supported by I2 senior managers who combine more than 300 years experience accumulated at BGC or its competitors
- → The management has been an essential factor in reestablishing BGC's presence after 9/11

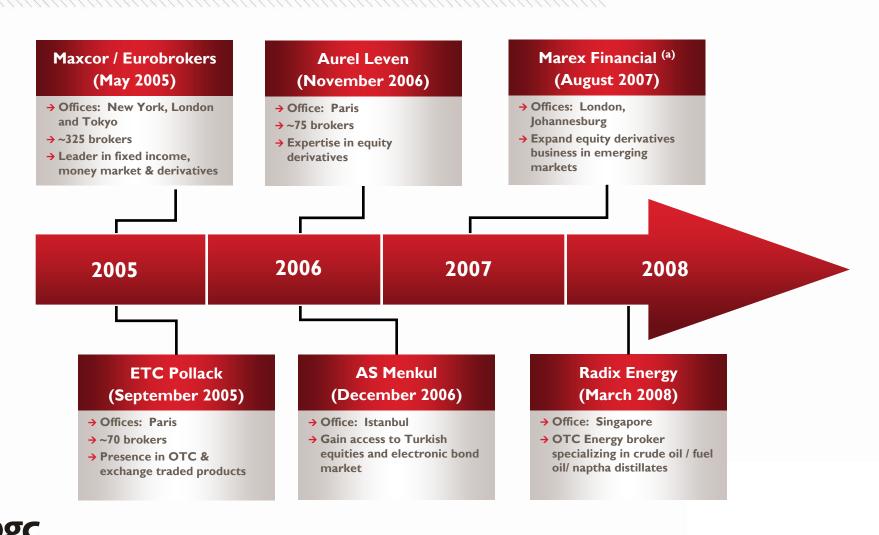


### **Ability to Attract and Retain Key Talent**

- → Partnership structure extremely tax efficient for both partners & public shareholders
- → Partnership is a key tool in attracting and retaining key producers
- → Unlike peers, large number of key employees have sizable and restricted equity stakes (≈31% of fully diluted shares post-offering)
- → Fundamental alignment of employees' interests with shareholders
- → Structure combines best aspects of private partnership with public ownership



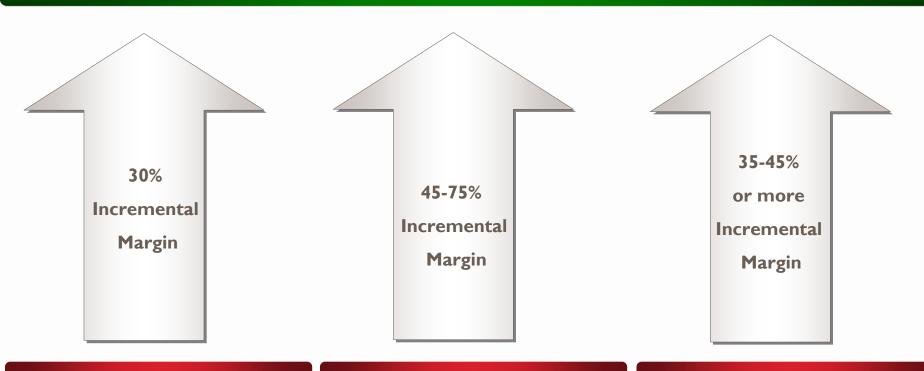
# Track Record of Successful Acquisitions





### Significant Leverage Through Scale and Technology

### **Pre-Tax Distributable Earnings Contribution**



**Hybrid Brokerage** 

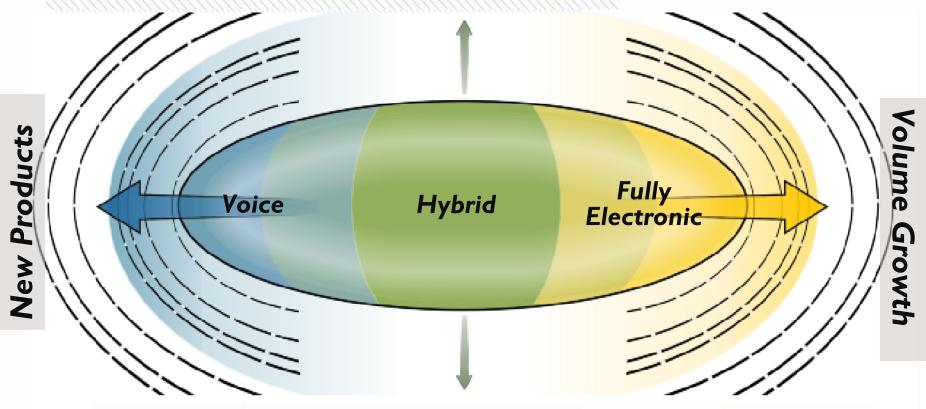
**Fully Electronic** 

Market Data and Software



Note: Incremental margin estimates based on BGC's historical financial performance.

### Technology + New Products = Expanded Markets



Property Derivatives
Exotic Options
Commodity Derivatives
Corporate Repos
Basis Swaps
US CDS

Interest Rate Derivatives
Emerging Markets
Convertibles
NDFs
Equity-related

European Corporates Structured Products European Govs European Gov Repo USD Sovereign Asset Backed UK Gilts UST Swaps TIPs FX Options
European Sovereigns
Canadian Sovereigns
US Repos
European CDS
Interest Rate Swaps

U.S. Treasuries Spot FX

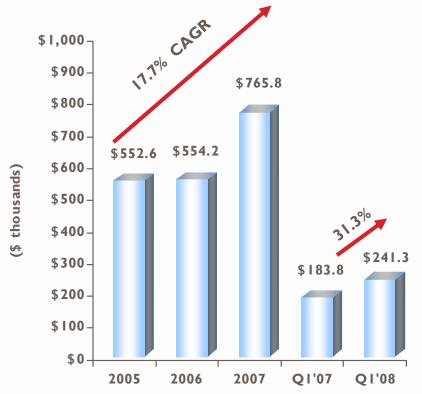


### **BGC** Revenue Trend

#### Revenue Growth (in millions)

### **Broker Productivity (in thousands)**





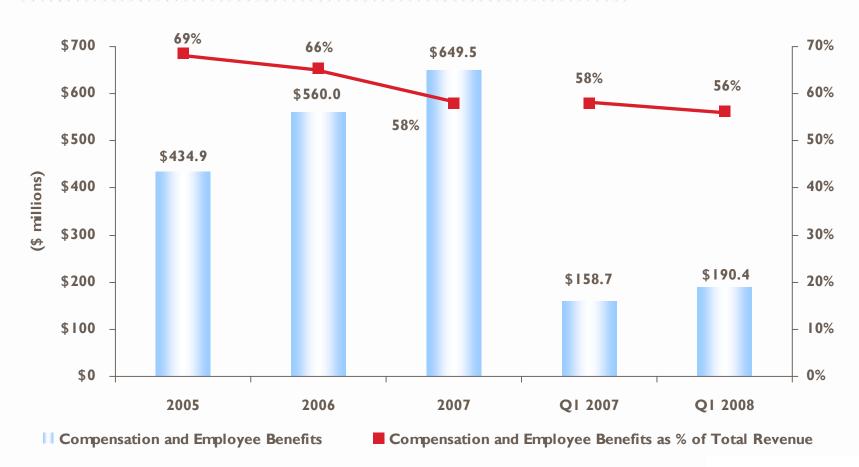
→ 52% of annual revenue typically generated in first half of year assuming no additional acquisitions and hiring



Note: BGC results for 2004 – 2007 in this chart are as provided in the BGC Partners "Supplemental Consolidated Statements of Operations."

Broker productivity calculated by dividing total voice / hybrid revenue by weighted average brokers per period.

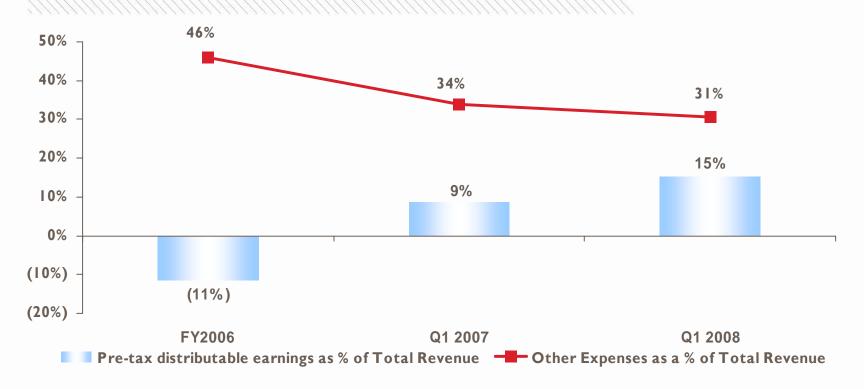
# **BGC Partners Compensation Ratio**



Compensation ratio includes all equity based compensation charges, except for non-cash non-recurring compensation charges totaling \$84.1m in Q1 2008 related to the merger

voice + electronic brokerage

# Operating Leverage / Fixed Expense Base



→ Other expenses includes occupancy and equipment, software amortization, communications, professional and consulting fees, fees to related parties, selling and promotion, commissions and floor brokerage, interest expense and other expenses



## Distributable earnings

- → BGC believes that distributable earnings most appropriately represents the fundamental economics of our business
- → Distributable earnings represents GAAP income / (loss) from continuing operations before minority interest and income taxes adjusted for:
  - Non-cash equity based compensation charges from equity / RSUs / REUs granted pre-merger
  - Non-cash undistributed income / losses from equity investments
  - Allocation of net income to founding/working partner units
  - Non-cash asset impairment charges, if any
  - Taxed at appropriate effective tax rate (22% effective tax rate for 2008, 27% thereafter)
- → BGC's dividend policy is to pay not less than 75% of post-tax distributable earnings on a fully diluted basis to common stockholders
  - Balance of post-tax distributable earnings will be used for share buybacks



# First Quarter 2008 Distributable Earnings

- → BGC had one-time non-operating, non-cash and non-dilutive compensation expenses in Q1 2008 of approximately \$84.1 million
- → QI 2008 post-tax distributable earnings were \$39.5 million or \$0.21 per share
- → Under BGC's dividend policy of at least 75% of post-tax distributable earnings, BGC would have paid a minimum dividend of \$0.16, representing an 8.8% annualized yield (a)



# **Strong Balance Sheet Pre-Offering**

#### **Assets:**

Cash and cash equivalents
Reverse repurchase agreements and securities owned
Receivables from brokers, dealers, clearing organizations,
customers and related broker-dealers
Accrued commissions and other receivables
Fixed assets, net

Goodwill and other intangible assets, net Investments and other assets

Total assets

#### **Liabilities and Equity:**

Payables to broker-dealers & clearing organizations and other accruals

Long-term notes payable

Accrued compensation

**Total liabilities** 

Mandatorily redeemable partnership interest Minority interest Stockholders' equity

\$201.0 182.3 221.1 209.8 137.8 78.5 76.9 \$1,107.4 \$493.2 150.0 81.5 \$724.7 57.7 145.0

Post-merger, BGC
Partners has a strong
balance sheet with:

- \$201 million of cash and cash equivalents
- Only \$150 million of long-term , debt
  - Over \$380 million of stockholders' equity, minority interest and partnership interest

bgc Total liabilities and equity

\$1,107.4

180.0

# Investment Highlights

The complianting out only it affects to
Growth in excess of industry
Significant growth opportunities across products and geographies
Highly leveragable business drives margin improvement

Deep and experienced management team

Proprietary technology and electronic transition further increases margins

Reestablishing strong franchise

Ability to attract and retain key talent

100%+ pre-tax distributable earnings growth from Q1 2007 to Q1 2008

At least 75% of post-tax distributable earnings to be distributed as dividend

Interests of partners and shareholders are perfectly aligned





voice + electronic brokerage

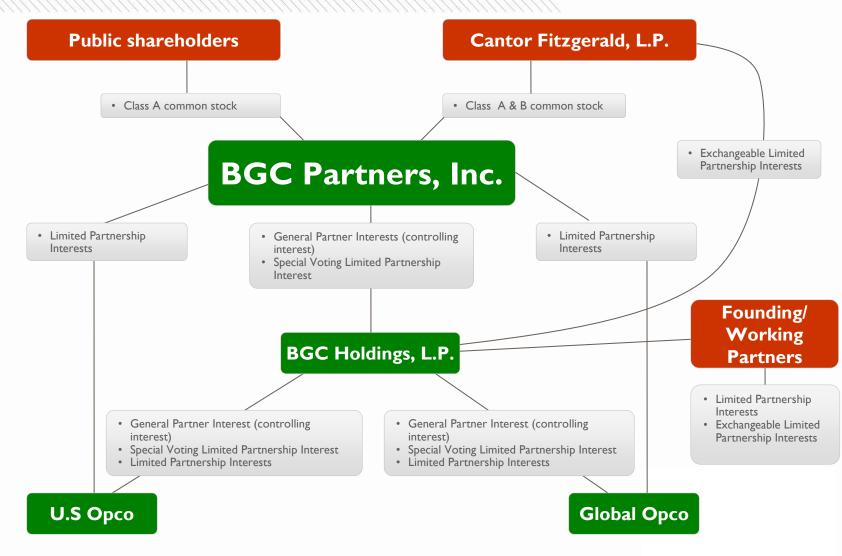
**Appendix** 

# Risk Management

- → ≈80% of brokerage revenue is on an agency-basis ("name give-up") with no market or counterparty risk
- $\rightarrow$   $\approx$ 20% of brokerage revenue is from principal transactions
  - The vast majority of principal transactions are done on a matched basis with no market risk and very limited counterparty exposure due to central counterparty clearing
  - A small minority of principal transactions don't use central counterparty to clear and have only small amount of short-term settlement risk, with most trades settling in under a week
  - We employ a number of risk management processes to monitor our limited exposure to our customers
  - Trading with a new counterparty requires approval by our credit department.
  - As part of our risk management procedures, we also monitor and control the counterparty limits that are established by the credit department on a daily basis
- → Our risk management processes address disaster recovery concerns. All data centers are built and equipped to best-practice standards of physical security with appropriate environmental monitoring and safeguards
  - 5 redundant and concurrent data centers and 12 hub cities throughout the world

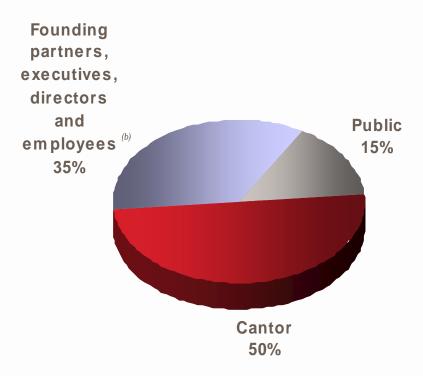


# Structure Creates Employee Retention and Lower Effective Tax Rate

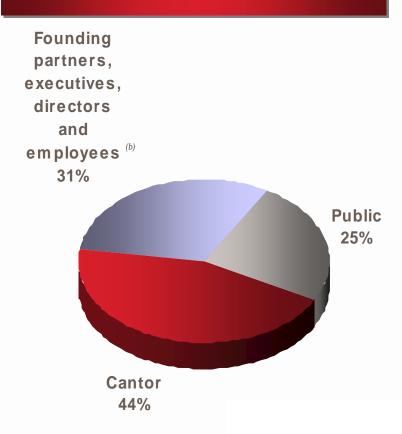


### **Pre & Post Offering Economic Ownership**





### Post-offering (a)





- (a) Based on offering of 10,000,000 primary shares and 10,000,000 secondary shares sold by founding partners and Cantor.
- (b) Attributes all RSUs, REUs, other dilutive units and distribution rights to founding partners & employees.

Source: BGC Partners final prospectus filed 6/6/08

### Distributable Earnings - Reconciliation to U.S. GAAP

	Q	2007	C	21 2008
Pro forma pre-tax distributable income (a)	\$	23.8	\$	50.8
Pre-tax adjustments:				
Compensation expenses related to redemptions of partnerships units issued prior to the merger and the				
activation of exchangeability of founding partner interests granted pre-merger and non-cash charges related				
to compensation expense for restricted stock units and restricted equity units granted pre-merger <sup>(b)</sup>		-		86.8
Equity loss on investments				1.8
Total pre-tax adjustments		-		88.6
Pro forma GAAP (loss) income before minority interest and income taxes (a)	\$	23.8	\$	(37.8)
Post-tax distributable earnings to fully diluted shareholders	\$	21.4	\$	39.5
Less: pre-tax adjustments (from above)		-		88.6
Income tax impact of pre-tax adjustments		-		(2.6)
Total adjustment		-		86.0
Pro forma GAAP net (loss) income for fully diluted shares	\$	21.4	\$	(46.5)
Post-tax distributable earnings per fully diluted share	\$	0.12	\$	0.21
Fully diluted weighted average shares of common stock outstanding		185.3		185.0

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- (a) Pro forma amounts do not give effect ot income allocations to founding partners.
- (b) Includes \$2.7m of non-cash charges related to compensation expense for RSUs and REUs granted pre-merger.



