ANNUAL REGULATORY DISCLOSURES 2022-2023

REGULATORY DISCLOSURES STATEMENT

In accordance with various regulatory requirements, BGC Financial, L.P. ("BGC") is providing the following regulatory disclosures to its customers.

New Account Opening – Verifying Your Identity

To assist with the governments' fight against the funding of terrorism and to prevent money laundering activities, federal laws and regulations require financial institutions to obtain and verify information that identifies each client who opens an account.

When opening an account, BGC is required to obtain your name, address, tax information and other information and documentation that will be utilized to verify your identification. For accounts other than natural persons (e.g.: a corporation, partnership or trust) BGC will request identifying documents evidencing the existence of the entity, such as articles of incorporation, a government-issued business license, a partnership agreement or a trust agreement. BGC may also request to see a valid government issued form of identification evidencing nationality or residence and bearing a photograph such as a driver's license, passport or other identifying documents for the Control persons or beneficiaries of the account.

As required by federal law, if BGC is unable to verify your identity, BGC will not be able to open an account or establish a relationship with you. BGC reserves the right to request additional information or documentation at any time at its sole discretion. Material changes in account information should be forwarded in writing to BGC's Compliance Department at the above address.

New Account Opening – Equities and Options

BGC has a fully disclosed clearing relationship with Bank of America Securities Inc. ("BofA Securities") for equities and options. BGC will open an account at our clearing Firm in the name of our customers who transact in equities and options. BGC introduces its clients to BofA Securities for the clearing and settlements of all equity and option transactions. As such, BGC is required to provide BofA Securities regulatory disclosures document upon account opening and annually thereafter. The BofA regulatory disclosures and privacy documents are available at the following links:

https://www.bofaml.com/content/dam/boamlimages/documents/PDFs/BofAS-Annual-Discloulsures-Booklet.pdf

https://www.bankofamerica.com/security-center/consumer-privacy-notice/

Understanding BGC Brokering Services

BGC offers services such as voice and/or electronic brokerage of securities, futures, commodities, currencies, and non-security derivatives. There are many laws, regulations and numerous exchange rules that must be followed. BGC also transacts in a number of activities that are not currently regulated.

These broking practices are designed to be consistent with Regulatory requirements where applicable, and to address issues that are not the subject of regulations or rules. For more information regarding BGC's normal course broking services in its wholly-owned businesses in the United States and globally, including the scope and BGC's role in providing brokerage services, please see the Understanding BGC Brokering Services section on our website at the following link:

https://www.bgcpartners.com/wp-content/uploads/2021/04/Understanding-BGC-Brokering-Services_20210407_clean.pdf

Execution Quality and Order Routing – SEC Rules 605 & 606

Rule 605 requires a market centers to keep execution reports of Held order flow in Reg NMS securities according to the Rule on a website that is free and readily accessible to the public for a period of three years from the initial date of posting on the website. If applicable, Information regarding most recent monthly SEC Rule 605 quality of executions information is available at www.bgcpartners.com and also available at https://vrs.vista-one-solutions.com/sec605rule.aspx

Rule 606(a) requires broker-dealers to provide a publicly available quarterly report of information regarding routing of non-directed orders. Rule 606(b) requires broker-dealers to provide customers, upon request, certain information about the routing of their order. Specifically, Rule 606(b) of Regulation NMS require a broker-dealer, upon request of a customer that places, directly or indirectly, one or more orders in NMS stock that are submitted on a "not held" basis with the broker-dealer, to provide customer-specific disclosures, for the prior six months, broken down by calendar month, regarding: (1) its internal handling of such orders; (2) its routing of such orders to various trading centers;(3) the execution of such orders; and (4) the extent to which such orders provided liquidity or removed liquidity, and the average transaction rebates received or fees paid by the broker-dealer. BGC's most recent quarterly SEC Rule 606 order routing information is available at www.bgcpartners.com and at https://mta.ihsmarkit.com/app-v2/public-report-library/public-report-library-view/BGC%20Financial%20L%20P/224. Clients may request a 606(b)3 report by contacting BGC's Compliance Department at (212)-610-2281.

Order Flow & Directing of Orders

BGC may receive payment or remuneration for directing order flow on transactions. BGC is required to provide disclosures to clients regarding receipt of payment for order flow and for determining where to route client orders that are the subject of payment for order flow. Payment for order flow refers to payments between broker-dealers and market centers or liquidity providers for order direction. This term does not refer to commissions or fees paid by BGC's clients.

The Firm may receive payment from executing broker-dealers or liquidity providers for directing certain orders to such broker-dealers for execution. Further information about the source and nature of payment for order flow received by the Firm will be provided upon your written request.

Commission Sharing

The Firm from time to time may enter into an arrangement with broker-dealers and/or affiliates; whereby the entities may share in transaction based compensation charged on transactions.

FINRA BrokerCheck

FINRA BrokerCheck is a free tool that assists investors by providing background and regulatory information on current and former FINRA member firms and registered representatives. This information can be obtained at www.finra.org or by calling the FINRA BrokerCheck Hotline toll-free line at 1-800-289-9999. A copy of an investor brochure that includes information describing FINRA BrokerCheck can be obtained by calling the FINRA BrokerCheck Hotline number or accessing the FINRA website.

Information on Securities Investor Protection Corp. (“SIPC”)

Information on SIPC and the SIPC Brochure is available at either www.sipc.org, or by contacting SIPC at (202) 371-8300, or by sending an email request to asksipc@sipc.org.

Voice Recording Disclosure

In accordance with applicable laws and regulations, BGC may record certain telephone conversations with outside parties. By communicating with BGC, you consent to the voice recording of conversations with personnel of BGC and its affiliates.

Regulation SHO

Reg SHO Rule 200 requires that all orders must be marked “long,” “short.” or short exempt.” All customers are responsible for properly marking their sell orders based on their net position, pursuant to SEC guidance.

For all orders marked “short,” unless an exemption applies, customers must obtain a locate and indicate the source of the locate. This locate serves as “reasonable grounds” for the Firm to believe that that the full quantity of the security can be borrowed by settlement date to make delivery.

Under Reg SHO Rule 204, the Firm may be required to effect a buy-in of any short or long sale transaction that results in a fail-to-deliver (FTD) on settlement date. Until the FTD is closed out by either through the purchase of subject security or through a borrow pursuant to Reg SHO Rule 204, the customer must be net flat or net long in that security at the end of the trading day.

Extended Hours Trading Risk Disclosure Statement

In accordance with FINRA Rule 2265, no member shall permit a customer to engage in extended hours trading in the premarket session or the post-market session without disclosing to customers the risks specific to extended hours trading. "Extended hours trading" means trading outside of "regular trading hours," which generally means the time between 9:30 a.m. and 4:00 p.m. Eastern Standard Time. Customers should consider the following points before engaging in extended hours trading.

- **Risk of Lower Liquidity.** Liquidity refers to the ability of market participants to buy and sell securities. Generally, the more orders that are available in a market, the greater the liquidity. Liquidity is important because with greater liquidity it is easier for investors to buy or sell securities, and as a result, investors are more likely to pay or receive a competitive price for securities purchased or sold. There may be lower liquidity in extended hours trading as compared to regular trading hours. As a result, your order may only be partially executed, or not at all.
- **Risk of Higher Volatility.** Volatility refers to the changes in price that securities undergo when trading. Generally, the higher the volatility of a security, the greater its price swings. There may be greater volatility in extended hours trading than in regular trading hours. As a result, your order may only be partially executed, or not at all, or you may receive an inferior price when engaging in extended hours trading than you would during regular trading hours.
- **Risk of Changing Prices.** The prices of securities traded in extended hours trading may not reflect the prices either at the end of regular trading hours, or upon the opening the next morning. As a result, you may receive an inferior price when engaging in extended hours trading than you would during regular trading hours.
- **Risk of Unlinked Markets.** Depending on the extended hours trading system or the time of day, the prices displayed on a particular extended hours trading system may not reflect the prices in other concurrently operating extended hours trading systems dealing in the same securities. Accordingly, you may receive an inferior price in one extended hours trading system than you would in another extended hours trading system.
- **Risk of News Announcements.** Normally, issuers make news announcements that may affect the price of their securities after regular trading hours. Similarly, important financial information is frequently announced outside of regular trading hours. In extended hours trading, these announcements may occur during trading, and if combined with lower liquidity and higher volatility, may cause an exaggerated and unsustainable effect on the price of a security.
- **Risk of Wider Spreads.** The spread refers to the difference in price between what you can buy a security for and what you can sell it for. Lower liquidity and higher volatility in extended hours trading may result in wider than normal spreads for a particular security.

FINRA Rule 5270 Disclosure

FINRA Rule 5270 prohibits FINRA member broker□dealers from executing orders to buy or sell certain securities or related financial instruments when the member has material, non□public information ("MNPI") concerning an imminent block transaction in those securities, related financial instruments, or securities underlying the related financial instruments, prior to the time information concerning the block transaction has been made publicly available or has otherwise become stale or obsolete.

Rule 5270 permits certain exceptions to the foregoing prohibition, including transactions that are undertaken to fulfill or facilitate the execution of a client block order. BGC may rely on the rule's exceptions while effecting block orders for its clients. In connection with the handling of a client's block order, BGC may engage in hedging, offsetting, liquidating, facilitating, or positioning transactions ("risk-mitigating transactions") that may occur at the same time or in advance of this order. These activities may have an impact on market prices. Beyond these risk-mitigating transactions, BGC will refrain from any conduct that could disadvantage or harm the execution of client's orders or that would place BGC's financial interests ahead of clients. Unless client informs BGC otherwise in writing ("opt out"), the Firm will conclude that client understands that BGC may engage in risk-mitigating transactions in connection with client orders and the Firm will conclude that client has given its consent to BGC to handle the block transactions as described above. Client may choose to opt out by providing written notice to BGC's Compliance Department at 55 Water Street, New York, NY 10041, or BGCComplianceNY@bgcpartners.com. Please direct any questions regarding FINRA Rule 5270 to a BGC equity sales representative.

Rule 15c3-5 and Market Access

SEC Rule 15c3-5 (the "Market Access Rule") requires broker-dealers with or providing access to trading securities on exchanges or alternative trading systems ("ATSs") to establish, document, and maintain a system of risk management controls and supervisory procedures reasonably designed to manage the financial, regulatory and other risks in connection with market access. BGC has developed controls to reasonably designed to comply with the Market Access Rule that will reject or block orders that exceed previously defined risk parameters.

Extreme Market Conditions & Emergencies

In extreme market events or emergencies (e.g., extreme market volatility, or a wide-spread systematic outage or stability issue), the Firm may elect to activate measures that would mitigate potential financial and regulatory risk. These measures include system kill switches or, in an extreme market event, changes to normal order handling procedures that may restrict client trading activity to the extent necessary to reasonably limit exposure to extraordinary financial and regulatory risk. Where feasible, the Firm will make reasonable attempts to notify the clients promptly of its decision to enact such measures to protect against financial and regulatory risk exposure in the event of extreme market events or emergencies.

FINRA Rule 5320 Disclosure

FINRA Rule 5320 generally provides that a member firm that accepts and holds an order in an equity security from its own customer or a customer of another broker-dealer without immediately executing the order is prohibited from trading that security on the same side of the market for its own account at a price that would satisfy the customer order, unless it immediately thereafter executes the customer order up to the size and at the same or better price at which it traded for its own account.

Large Orders and Institutional Accounts

FINRA Rule 5320 continues to permit firms to negotiate terms and conditions on the acceptance of certain large-sized orders ***(orders of 10,000 shares or more and greater than $100,000 in value)*** and orders from institutional accounts that would permit firms to trade ahead of or along with such orders, provided that firms give clear and comprehensive written disclosure to such customer at account opening and annually thereafter that discloses that the firm may trade proprietarily at prices that would satisfy the customer order, and provides the customer with a meaningful opportunity to opt in to the Rule 5320 protections with respect to all or any portion of its order.

In lieu of providing the written disclosure to customers, FINRA Rule 5320 permits firms to provide clear and comprehensive oral disclosure to, and obtain oral consent from, a customer on an order-by-order basis, which the firm will document.

Institutional accounts and persons placing orders for 10,000 shares or more not otherwise subject to the protections afforded by Rule 5320 may "***opt in***" to the Rule 5320 protections by providing written notice with respect to ***all*** orders for your account, to your sales representative or to:

BGC Financial, L.P.
55 Water Street, 10th Floor
New York, NY 10041

Attention: Chief Compliance Officer

If a customer does ***not*** opt in to the Rule 5320 protections with respect to all or any portion of its order(s), the firm may reasonably conclude that the customer has consented to the firm trading a security on the same side of the market for its own account at a price that would satisfy the customer's order. Even when a customer has opted in to the FINRA Rule 5320 protections, a firm may still obtain consent on an order-by-order basis to trade ahead of or along with an order from that customer.

No-Knowledge Exception

FINRA Rule 5320 provides an exception for a firm's proprietary trading in NMS stocks where the proprietary trading unit does ***not*** have knowledge of the customer order where the firm has implemented internal controls, such as appropriate information barriers that prevent one trading unit from obtaining knowledge of customer orders held by a separate trading unit. In such case, the other trading units trading in a proprietary capacity may continue to trade at prices that would satisfy the customer orders held by the separate trading unit.

Riskless Principal

FINRA Rule 5320.03 also provides an exception to a Firm trade where the trade was done to facilitate the execution on a riskless principal basis of an order from a customer.

Pre-Market & Post-Market Orders

Our Firm does not ordinarily accept orders for execution outside of normal market hours (before 9:30 am or after 4:00 pm). Unless otherwise agreed, all orders received prior to 9:30 will be executed through the primary market opening mechanism. Should our Firm accept an order for execution outside of normal market hours, the business practices discussed above will apply to the handling of such orders.

Privacy Policy Notice

BGC's privacy policy is available at www.bgcpartners.com.

Business Continuity Plan

BGC's Business Continuity information is available at http://www.bgcpartners.com/business-continuity/

"Held" Or "Not Held" Orders

When an order is placed with BGC for execution in the equity market, you may specify that BGC handle your order on either a "held" or "not held" basis. A "held" order means that BGC does not have discretion over the time and price in which your order is executed. If you instruct BGC to handle your order on a "held" basis, or you provide a marketable limit order, the trader must execute that order at the prevailing market price at the time the order was eligible for execution. Further, if you submit a "held" limit order, any execution has to occur at the limit price or better, if available. By contrast, a "not held" order means you are giving BGC discretion over the time and price in which your order is executed. "Not Held" orders give BGC traders the flexibility to work your order so as to obtain the best execution terms that are reasonably available within market conditions, however, the Firm may trade in the security for our own account prior to completion of your order.

Indications of Interest

Clients may receive indications of interest ("IOIs") from BGC. BGC communicates IOIs in a variety of ways, including third-party vendor systems. These IOIs may be designated as either "natural" or "non-natural". As the distinction between natural and non-natural IOIs is not consistent across the financial services industry and third-party vendor systems, BGC would like to provide you with a clear understanding of how we distinguish between natural and non-natural IOIs. As we use the term, a "natural" IOI is an indication representing (a) client interest or (b) BGC's interest to liquidate a principal position established as the result of a prior client facilitation. Therefore, resulting transactions may be executed on an agency cross basis, principal basis or mixed capacity. A "non-natural" IOI (also called a "Super" message in some vendor systems) is an indication of BGC's interest to provide you liquidity by trading as principal with you without reference to a facilitation of a client order.

Transactions in Restricted Stocks & Microcap/Low-Priced Securities

A client must inform BGC. prior to sending any order in a security which is deemed to be "restricted" under Rule 144 of the Securities Exchange Act of 1933, as amended, and the client agrees that any such order shall be effected only in accordance with the policies and requirements prescribed from time to time by BGC. (including, but not limited to, execution of appropriate documentation and receipt of opinion of counsel).

BGC. reserves the right to reject all or any orders on a client-by-client and/or symbol-by-symbol basis at any time and for any reason related to its risk controls, whether financial, regulatory or other, as determined by BGC. in its sole discretion. The aforementioned right applies to, but is not limited to, transactions in low-priced securities such as microcap, shell-company, caveat emptor, and alike securities. In addition, for client orders in which upon settlement the shares will not settle in an electronic manner (such as shares held in physical certificates), BGC reserves the right to cancel such trades. BGC may at its discretion choose to accept settlement of physical shares only upon agreed terms, in which its counterparty clearly identified prior to, or at the time the order was received, that settlement would not occur in an electronic manner.

Net Basis Orders

At the time you place an order with BGC, you may request to trade on a "net" basis. A "net" transaction is a principal transaction in which BGC may perform either of the following actions:

- After having received an order to buy an equity security, BGC then purchases that equity security at one price from another broker-dealer (or another customer) and then sells it to you at a different price; or,
- After having received an order to sell an equity security, BGC then sells that equity security at one price to another broker-dealer (or another customer) and then buys it from you at a different price.

In either case, BGC does not charge you a commission. Instead, BGC will collect the price difference between its principal transaction to buy (or sell) the security and its subsequent sale (or purchase) of the same security to (or from) you as compensation for executing your transaction.

In general, "net trades" must comply with the Order Protection Rule of FINRA Regulation NMS. The net price, which is reported to the Consolidated Tape, is the price of the trade for all purposes under the Order Protection Rule; such as determining whether a trade-through occurred and routing the necessary orders to execute against protected quotations to comply with the ISO exception.

Options Trading

Options involve risk and are not suitable for all investors. There is no guarantee that the option strategies promoted will accomplish the stated objectives. Options trading is considered speculative and may result in the loss of a portion of or all of your initial investment and/or funds in excess of the principal invested. Prior to buying or selling an option, you should read "Characteristics and Risks of Standardized Options", which is known as the options disclosure document (ODD). Electronic copies of the ODD and any supplements are available on the Options Clearing Corporation website, which is located at the following link: http://www.optionsclearing.com/about/publications/character-risks.jsp

There are special risks associated with uncovered option writing which expose the investor to potentially significant loss. Therefore, this type of strategy may not be suitable for all customers approved for options transactions.

- The potential loss of uncovered call writing is unlimited. The writer of an uncovered call is in an extremely risky position, and may incur large losses if the value of the underlying instrument increases above the exercise price.

- As with writing uncovered calls, the risk of writing uncovered put options is substantial. The writer of an uncovered put option bears a risk of loss if the value of the underlying instrument declines below the exercise price. Such loss could be substantial if there is a significant decline in the value of the underlying instrument.
- Uncovered option writing is thus suitable only for a knowledgeable investor who understands the risks, has the financial capacity and willingness to incur potentially substantial losses, and has sufficient liquid assets to meet applicable margin requirements. In this regard, if the value of the underlying instrument moves against an uncovered writer's options position, your BGC representative may request significant additional margin payments. If you do not make such margin payments, BGC Securities may liquidate stock or option positions in your account, with little or no prior notice in accordance with your margin agreement.
- For combination writing, where an investor writes both a put and a call on the same underlying instrument, the potential risk is unlimited.
- If a secondary market in options were to become unavailable, investors could not engage in closing transactions, and an option writer would remain obligated until expiration or assignment.
- The writer of an American-style option is subject to being assigned an exercise at any time after he has written the option until the option expires. By contrast, the writer of a European-style option is subject to exercise assignment only during the exercise period.
- You are expected to have read and clearly understand the ODD. In particular, your attention is directed to the chapter entitled Risks of Buying and Writing Options. This chapter does not address all of the risks entailed in writing uncovered options.

As an International Securities Exchange (ISE) member, please see the following Solicited Order Mechanism Disclosure:

When handling an order of 500 contracts or more on your behalf, BGC may solicit other parties to execute against your order and may thereafter execute your order using the International Securities Exchange's, ISE Gemini Exchange's, or ISE Mercury Exchange's Solicited Order Mechanism. This functionality provides a single-price execution only, so that your entire order may receive a better price after being exposed to the Exchange's participants, but will not receive partial price improvement. For further details on the operation of this Mechanism, please refer to International Securities Exchange, ISE Gemini, and ISE Mercury Rules 716(e), all which are available at http://www.ise.com/options/regulatory-and-fees/rules-and-rule-changes/.

Introducing Broker and Future Commission Merchant Disclosure

For transactions arranged by BGC Financial, L.P. as Introducing Broker (i.e. FX Options, Swaps, Non-Deliverable Forwards (NDF), etc.), the trades are matched; however, they are pending execution until acceptance and processing to a Swap Data Repository (SDR) by either a Swap Execution Facility (SEF) or Designated Contract Market (DCM).

In accordance with CFTC Rule 1.55(b), please see the Disclaimers and Legal Information section at www.bgcpartners.com for the full Risk Disclosure Statement.

In accordance with CFTC Rule 1.55(k), please see the Disclaimers and Legal Information section at www.bgcpartners.com for BGC Financial, L.P.'s Firm Specific Disclosure Statement.

Virtual Currencies – Disclosure

BGC has brokered transactions in listed futures, and options on futures for virtual currencies and plans to expand into these markets in the future. As such, you should be aware that there are risks associated with transacting in Virtual Currencies ("VCs"). VCs are not legal tender in the United States and many question whether they have intrinsic value. The price of VCs is based on the perceived value of the VCs and subject to changes in sentiment, which makes these products highly volatile. VCs can be traded through privately negotiated transactions and through numerous VC exchanges and intermediaries around the world. The lack of a centralized pricing source poses a variety of valuation challenges. The cybersecurity risks of VCs and related "wallets" or spot exchanges include hacking vulnerabilities and a risk that publicly distributed ledgers may not be immutable. A cybersecurity event could result in a substantial, immediate and irreversible loss for market participants that trade VCs. Unlike banks and brokerage accounts, VC exchanges and custodians that hold VCs do not always identify the owner. As a result, the opaque underlying or spot market poses asset verification challenges for market participants, regulators and auditors and gives rise to an increased risk of manipulation and fraud, including the potential for Ponzi schemes, bucket shops, and pump and dump schemes. VC exchanges, as well as other intermediaries, custodians, and vendors used to facilitate VC transactions, are relatively new and largely unregulated in both the United States and many foreign jurisdictions. It should also be known that VCs face an uncertain regulatory landscape globally and one or more jurisdictions may, in the future, adopt laws, regulations, and/or directives that may impact the price of VCs and their acceptance by users, merchants, and service providers.

BGC Financial L.P. is a member of the NFA and is subject to NFA's regulatory oversight and examinations. However, you should be aware that the NFA does not have regulatory oversight authority over underlying or spot virtual currency products or transactions or virtual currency exchanges, custodians or markets.

For more information regarding the aforementioned risks and lack of regulatory oversight associated with virtual currencies, please see the following links:

For more information ASHarding the aforementioned risks and lack of regulatory oversight associated with virtual currencies, please see the following links:

https://www.nfa.futures.org/investors/investor-advisory.html

https://www.cftc.gov/sites/default/files/idc/groups/public/@customerprotection/documents/file/customeradvisory_urvct121517.pdf

https://www.nfa.futures.org/rulebook/rules.aspx?Section=9&RuleID=9073

NFA Background Affiliation Status Information Center (BASIC)

When opening an account and on an annual basis, the Firm is required to provide customers written notice of the NFA's BASIC system. As such, please see the following link: www.nfa.futures.org/basic

Complaints

In accordance with SEC Rule 17a-3(a)(18)(ii), please be advised that any complaints may be directed to the following:

BGC Financial, L.P.
55 Water Street, 10th Floor
New York, NY 10041

Attention: Chief Compliance Officer

Questions

Should you have any questions or require any additional information regarding this statement, please contact the Compliance Department at (646) 346-7000.