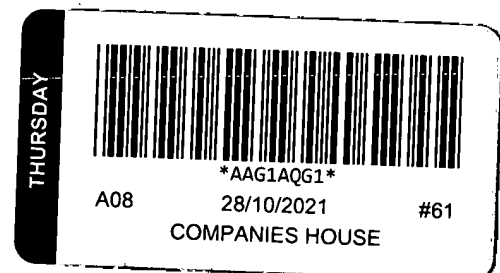


Registered Number: 06030662

TOWER BRIDGE GP LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2020



TOWER BRIDGE GP LIMITED

COMPANY INFORMATION

DIRECTORS

Mr D A Denyssen (appointed 27 May 2021)
Mr J P Kersse
Mr I G Salters (appointed 1 December 2020)
Mr J M Skitt
Mr R M Snelling
Mr R B Stevens
Mr N G Stewart (appointed 27 May 2021)
Mr S A Windeatt (appointed 27 May 2021)

COMPANY SECRETARY

Mr R M Snelling

REGISTERED NUMBER

06030662

REGISTERED OFFICE

5 Churchill Place
Canary Wharf
London
E14 5RD

AUDITORS

Ernst & Young LLP
25 Churchill Place
Canary Wharf
London
E14 5EY

TOWER BRIDGE GP LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2020

INTRODUCTION

Tower Bridge GP Limited ('the Company'), a limited company incorporated under the laws of England and Wales, is part of the global BGC Partners, Inc. group ('BGC Group'), which is comprised of BGC Partners, Inc. and its subsidiaries and is part of the Cantor Fitzgerald, LP group ('Cantor Group'), which is comprised of Cantor Fitzgerald, LP, and its subsidiaries.

The principal activity of the Company is to act as the general partner of the UK limited partnership of Tower Bridge International Services LP ('TBIS LP'). TBIS LP is a service entity that provides back office support to entities within the BGC, GFI and Cantor Groups. The Company and TBIS LP are part of the BGC Group, a leading global brokerage firm which services the financial services markets.

BUSINESS REVIEW

The Company is a holding company and therefore does not undertake any trading activity. All administrative expenses are borne by a fellow group entity. The Company has recognised a tax charge for the year. The recognition of deferred tax for profits is based on a review of historical and taxable forecast profit allocations from TBIS LP for the foreseeable future.

Misappropriation of tax payments and restatement

During the fourth quarter of 2020, the BGC Group identified the theft of UK tax payment related funds from various entities in the group. The theft, which occurred over several years ending September 2020, was perpetrated by two individuals associated with the BGC Group and did not involve the operations or business of the BGC Group. Although litigation has commenced against the two individuals seeking recovery of the stolen amounts, TBIS LP, being the group's service provider responsible for dealing with such tax matters for the affected entities, has taken financial responsibility for the theft. TBIS LP has recognised a provision for the stolen funds and incremental expenses.

The Company has restated the prior year opening balances and amounts in these financial statements relating to the tax effect on its allocation of TBIS LP's partnership profits. The amounts of the restatement are set out in note 11.

FINANCIAL KEY PERFORMANCE INDICATORS

As the Company is a holding company, the directors regard the carrying value of the underlying investment as the only key performance indicator.

The carrying value of the investment at 31 December 2020 is US\$100 (2019: US\$100).

PRINCIPAL RISKS AND UNCERTAINTIES

The Company did not engage in any trading activity during the year and therefore is not exposed to significant operational risks.

The Company faces, valuation, credit, foreign currency and liquidity risks in the course of its normal business. The directors place reliance on the BGC Group's Risk Management function to manage and monitor risks as well as other related matters and receives regular reports on specific risks affecting the Company and the wider Group.

TOWER BRIDGE GP LIMITED

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2020

Valuation Risk

The primary risk the Company faces is the valuation risk relating to its investment. The directors assess for indicators of impairment to determine whether an impairment review is required.

Credit Risk

Credit risk is the risk of potential loss from a counterparty default. As the Company is a holding company and therefore does not undertake any trading activity, its risk is limited as its receivables are due from related entities within the BGC Group.

Foreign Currency Risk

The Company's functional currency is US Dollars. Consequently, the Company is exposed to foreign exchange risk due to exchange rate movements. However, as the Company is a holding company and does not undertake any trading activity, the risk is limited to corporation tax related balance and is considered minimal.

Liquidity Risk

Liquidity risk is the risk that the Company does not have sufficient financial resources to meet its obligations when they fall due or will have to do so at excessive cost. The Company has no banking facilities of its own and relies on funding from the BGC Group's centralised treasury arrangement to meet its liabilities when they fall due.

European Union Referendum

The UK and European Union trade agreement was signed on 30 December 2020, which was applied provisionally from 1 January 2021 and entered into force on 1 May 2021. The BGC Group has established several work streams to analyse and plan for the potential effects of a number of scenarios and will continue to monitor legislative developments in order to finalise the BGC Group's operating model going forward. To date, there have been no matters that warrant adjustments to either the financial results as at 31 December 2020 and for the year then ended, or the Directors expectation of the going concern status of the Company.

Covid-19

After reviewing forecasts and making enquires, the Directors have a reasonable expectation that the Company has adequate resources to continue as a going concern for a period of twelve months from when the financial statements are authorised for issue. TBIS LP is member of the BGC European Holdings LP group ('the BGC EH Group'). The Directors specifically considered the potential impact of a significant downturn in levels of revenue and profitability of the BGC EH group that could result from the ongoing COVID-19 outbreak in their analysis. The Directors do not expect there to be material impact on the financial position of the BGC EH Group or TBIS LP. As it is expected that the Company will continue in operation for the foreseeable future and for a period of at least twelve months from the date of signing the financial statements, the Directors believe the Company is a going concern and accordingly have prepared the financial statements on this basis.

POST BALANCE SHEET EVENTS

There are no significant events occurring after the balance sheet date, up to the date of approval of the financial statements that would meet the criteria to be disclosed or adjusted in the financial statements as at 31 December 2020 and for the year then ended.

This report was approved by the board and signed on its behalf.

Mr R B Stevens
Director



Date: 19 October 2021

TOWER BRIDGE GP LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2020

The Directors present their report and the audited financial statements of the Company for the year ended 31 December 2020.

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to US\$9 (2019: loss of US\$236). The directors do not recommend a dividend for the year (2019: US\$nil).

DIRECTORS

The Directors who served during the period were:

Mr J P Kersse
Mr P Pion (resigned 12 May 2021)
Mr B Murphy (resigned 14 May 2021)
Mr I G Salters (appointed 1 December 2020)
Mr J M Skitt
Mr R M Snelling
Mr R B Stevens
Mr D Waite (appointed 25 February 2020 & resigned 20 May 2020)

GOING CONCERN

The Company's principal activity is to act as the general partner of the UK limited partnership of TBIS LP. As it is expected that TBIS LP will continue in operation for the foreseeable future, and for a period of at least 12 months from the date of signing these financial statements, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future, and for at least 12 months from the date of approval and signing of the balance sheet. Accordingly, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Please refer to the Principal Risks and Uncertainties section in the Strategic Report for references to the Company's review of the current impact of COVID-19.

FUTURE DEVELOPMENTS

The Company will continue to act as the general partner of TBIS LP for the foreseeable future.

QUALIFYING THIRD PARTY INDEMNIFYING PROVISIONS

The Company has granted an indemnity to its directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in section 234 of Companies Act 2006. Such qualifying third party indemnity provision remains in force at the date of approving the Directors' Report.

TOWER BRIDGE GP LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2020**

DISCLOSURE OF INFORMATION TO AUDITOR

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the directors are aware, there is no relevant audit information of which the Company's auditors are unaware; and
- the directors have taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

AUDITORS

Under section 487(2) of the Companies Act 2006, Ernst & Young LLP will be deemed to have been reappointed as auditors 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

This report was approved by the board and signed on its behalf.



Mr R B Stevens
Director

Date: 19 October 2021

TOWER BRIDGE GP LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2020

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable United Kingdom law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with the requirements of the Companies Act 2006 and United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102"). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the Directors are required to:

- select suitable accounting policies in accordance with Section 10 of FRS 102 Accounting Policies, Estimates and Errors and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in FRS 102 is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Company financial position and financial performance;
- in respect of the Company's financial statements, state whether applicable UK Accounting Standards including FRS 102 in conformity with the requirements of the Companies Act 2006 have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is appropriate to presume that the Company will not continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the Company financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Under applicable law and regulations, the directors are also responsible for preparing a Strategic Report, Directors' Report, that comply with that law and those regulations. The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website.



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TOWER BRIDGE GP LIMITED

Opinion

We have audited the financial statements Tower Bridge GP Limited for the year ended 31 December 2020 which comprise Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and the related notes 1 to 13, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 December 2020 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of 12 months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.



Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or Directors' Report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on Page No 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.



Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

Our approach was as follows:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are the Companies Act 2006, Financial Reporting Standard 102 and tax legislation (governed by HM Revenue and Customs).
- We understood how Tower Bridge GP Limited is complying with those frameworks by making enquiries of management and those responsible for legal and compliance matters. We also reviewed minutes of the Board, made enquiries of the management for their awareness of any non-compliance with laws and regulations and gained an understanding of the Company's approach to governance through the review of the Board's approval of the risk management framework and the internal controls processes.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by considering the risk of management override and designating management override and revenue recognition outside the normal course of business to be fraud risks. We considered the controls that the Company has established to address these risks identified, or that otherwise seek to prevent, deter or detect fraud.
- Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. Our procedures involved enquiries of executive management and those responsible for legal and compliance matters and journal entry testing. We corroborated our enquiries through review of Board minutes and policies.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Andrew Stevenson (Senior Statutory Auditor)
for and on behalf of Ernst & Young LLP, London
20 October 2021

TOWER BRIDGE GP LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2020**

	Note	2020 US\$	Restated 2019 US\$
Administrative expenses		14	(229)
Operating profit / (loss) on ordinary activities	3	14	(229)
Tax charge on profit / (loss) on ordinary activities	5	(5)	(7)
Total comprehensive income / (loss) for the year		9	(236)

The notes on pages 12 to 19 form part of these financial statements.

All amounts relate to continuing operations.

TOWER BRIDGE GP LIMITED
REGISTERED NUMBER: 06030662

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2020

		2020	Restated 2019
	Note	US\$	US\$
Fixed assets			
Investments	6	100	100
Current assets			
Debtors	7	2,664	2,655
Net current assets		2,664	2,655
Net assets		2,764	2,755
Capital and reserves			
Called up share capital	8	2	2
Share premium	9	999	999
Retained earnings		1,763	1,754
Total shareholder's funds		2,764	2,755

The notes on pages 12 to 19 form part of these financial statements.

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:



Mr R B Stevens
 Director

Date: 19 October 2021

TOWER BRIDGE GP LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2020**

	Called up share capital	Share premium US\$	Retained earnings US\$	Total shareholder's funds US\$
At 1 January 2020	2	999	1,754	2,755
Profit for the year	-	-	9	9
At 31 December 2020	<u>2</u>	<u>999</u>	<u>1,763</u>	<u>2,764</u>

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2019**

	Called up share capital	Share premium US\$	Retained earnings US\$	Total shareholder's funds US\$
At 1 January 2019 (restated)	2	999	1,990	2,991
Loss for the year (restated)		-	(236)	(236)
At 31 December 2019 (restated)	<u>2</u>	<u>999</u>	<u>1,754</u>	<u>2,755</u>

The notes on pages 12 to 19 form part of these financial statements.

TOWER BRIDGE GP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

1. STATEMENT OF COMPLIANCE

Tower Bridge GP Limited is a limited company, incorporated in the United Kingdom. Its registered office is 5 Churchill Place, London, E14 5RD.

The principal accounting policies of the Company are summarised below. They have all been applied consistently throughout the year and the preceding year.

2. ACCOUNTING POLICIES

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention, on the basis that the Company is a going concern, unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

After reviewing forecasts and making enquires, the Directors have a reasonable expectation that the Company has adequate resources to continue as a going concern for a period of twelve months from when the financial statements are authorised for issue. The Company acts as the General Partner of Tower Bridge International Services LP ('TBIS LP'), which is a member of the BGC European Holdings LP group ('the BGC EH Group'). The Directors specifically considered the potential impact of a significant downturn in levels of revenue and profitability of the BGC EH group that could result from the ongoing COVID-19 outbreak in their analysis. The Directors do not expect there to be material impact on the financial position of the BGC EH Group or TBIS LP. As it is expected that the Company will continue in operation for the foreseeable future and for a period of at least twelve months from the date of signing the financial statements, the Directors believe the Company is a going concern and accordingly have prepared the financial statements on this basis.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies.

2.2 Judgements and key sources of estimation uncertainty

The preparation of the financial statements requires the directors of the Company to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the date of the statement of financial position and amounts reported for revenues and expenses during the year. However, the nature of estimation means the actual outcome could differ from those estimates. There is a judgement in assessing whether there is an indicator of impairment, if there is an indicator, there is a judgement involved in assessing the recoverable amount.

2.3 Functional currency

The financial statements are prepared in US Dollars ('USD'), which is the currency of the primary economic environment in which the Company operates.

TOWER BRIDGE GP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

2.4 Foreign currencies

Transactions in currencies other than USD are recorded at the average rate for the month that the transactions occurred.

Monetary assets and liabilities denominated in foreign currencies are translated into USD at the exchange rates ruling at the balance sheet date. Translation differences are recognised in the Statement of Comprehensive Income.

The balance sheet conversion rate used to translate GBP to USD at 31 December 2020 was 1.367 (2019: 1.325).

2.5 Exemptions applied

As a qualifying entity under FRS 102, the Company has taken advantage of the exemptions in section 1.11-1.12 from preparing a cash flow statement, the requirement of section 33.7 to disclose key management personnel compensation, and the requirement of section 33.1A to disclose of related party transactions with and between wholly-owned subsidiaries. The BGC Group prepares publicly available consolidated financial statements including a cash flow statement which are intended to give a true and fair view of the assets, liabilities, financial position, profit or loss and cash flows and the Company is included in the BGC Group's consolidated financial statements.

2.6 Revenue recognition

Revenue is recognised to the extent that economic benefits will flow to the Company and the revenue can be reliably measured.

The Company's turnover is derived from dividend income received through fixed assets investment.

2.7 Investments

Equity investments are recognised initially at fair value which is normally the transaction price (but excludes any transaction costs). Subsequently, they are measured at fair value through profit or loss except for those equity investments that are not publicly traded and whose fair value cannot otherwise be measured reliably which are recognised at cost less impairment until a reliable measure of fair value becomes available.

If a reliable measure of fair value is no longer available, the equity instrument's fair value on the last date the instrument was reliably measurable is treated as the cost of the instrument.

TOWER BRIDGE GP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

2.8 Impairment of assets

The Company assesses at each reporting date whether an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the assets. The recoverable amount of an asset is the higher of its fair value less cost to sell and its value in use. If the recoverable amount is less than its carrying amount, the carrying amount of the asset is impaired and it is reduced to its recoverable amount through an impairment recognised in the Statement of Comprehensive Income. An impairment loss recognised in respect of an asset is reversed in a subsequent period if and only if the reasons for the impairment loss have ceased to apply.

2.9 Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

2.10 Deferred taxation

Deferred tax is recognised in respect of all timing differences, which occur between the Company's taxable profits and total comprehensive income, arising from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax assets are only recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

2.11 Provisions for liabilities

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the Statement of Comprehensive Income in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the Statement of Financial Position date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Statement of Financial Position.

TOWER BRIDGE GP LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020****3. OPERATING PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION**

The profit/(loss) on ordinary activities before taxation is stated after charging:

	2020	2019
	US\$	US\$
Foreign exchange gains / (losses)	14	(229)

Fees payable to the Company's auditor for the audit of the Company's financial statement were US\$11k (2019: US\$9k). The auditor's remuneration for 2020 was borne by a fellow BGC Group entity and not recharged to the Company. No other fees were paid to the auditor in relation to the Company.

4. DIRECTORS AND EMPLOYEES

The Company did not employ any staff in 2020 and 2019.

	2020	2019
	US\$	US\$
Directors' remuneration	6,000	4,000
Remuneration of the highest paid director	1,000	1,000

Directors' remuneration for 2020 and 2019 was borne by a fellow BGC Group entity and not recharged to the Company.

5. TAXATION

	2020	Restated 2019
	US\$	US\$
Analysis of tax charge in the year		
Current tax		
UK corporation tax on profits for the period	5	7
Total current tax	5	7
Tax charge for the period	5	7

TOWER BRIDGE GP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

5. TAXATION (continued)

The charge for the year can be reconciled to the income / (loss) per the income statement as follows:

	2020 US\$	Restated 2019 US\$
Factors affecting tax charge for the year		
Profit / (loss) on ordinary activities before tax	14	(229)
Tax on profit / (loss) at standard UK tax rate of 19% (2019: 19%)	3	(44)
Effects of:		
Share of partnership profits	6	56
Income not taxable	(5)	(4)
Tax rate changes	1	(1)
Total tax charge for the year	5	7

The effective statutory corporation tax rate for the year ended 31 December 2020 is 19%. Budget 2021 provides that the rate of corporation tax will increase to 25% from April 2023. This rate has been enacted in Finance Bill 2021.

For reasons explained in the Strategic Report, the 2019 comparatives in this note have been restated, for the adjustments to current and deferred tax for years ending 31 December 2017, 31 December 2018 and 31 December 2019. Overpayment relief claims will soon be submitted for years ending 31 December 2017, 31 December 2018 and 31 December 2019 to claim the tax benefit from HMRC.

6. FIXED ASSET INVESTMENTS

	US\$
Cost and Net book value	
At 1 January 2020 and 31 December 2020	100

The investment represents the Company's capital contribution of US\$100 as the General Partner in TBIS LP, which provides the Company with 0.01% of the economic rights.

A reliable measure of fair value is not available therefore the investment is held at cost less impairment.

TOWER BRIDGE GP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

7. DEBTORS

	2020	Restated 2019
	US\$	US\$
Amounts owed by group undertakings	2,524	2,534
Corporation tax	140	121
	<u>2,664</u>	<u>2,655</u>

The Directors consider the carrying value of debtors falling due within one year approximates to fair value. The amounts owed by group undertakings are unsecured, non interest bearing and repayable on demand.

Please refer to Note 11 for details on the restatement of balances.

8. SHARE CAPITAL

	2020	2019
	US\$	US\$
Authorised		
100,000,000 Ordinary shares of US\$1 each	<u>100,000,000</u>	<u>100,000,000</u>
Allotted, called up and fully paid		
2 - Ordinary shares of US\$1 each	<u>2</u>	<u>2</u>

9. SHARE PREMIUM

	2020	2019
	US\$	US\$
Share Premium	<u>999</u>	<u>999</u>

On 15 December 2006, the Company issued 1 ordinary share of US\$1 at a price of US\$1.

On 7 December 2011, the Company issued 1 ordinary share of US\$1 at a price of US\$1,000 and received US\$999 as share premium.

10. RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemption in FRS 102 not to disclose transactions with other BGC Group entities that are directly or indirectly wholly owned by BGC Partners, Inc., whose financial statements are publicly available. BGC Partners, Inc. is partially owned by Cantor Fitzgerald, LP, the ultimate controlling party of the BGC Group.

	2020	2019
	US\$	US\$
Amount due from related party		
Entities with control over the Company	<u>2,524</u>	<u>2,534</u>

TOWER BRIDGE GP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

11. RESTATEMENT

During the fourth quarter of 2020, the BGC Group identified the theft of UK tax payment related funds. The theft, which occurred over several years ending September 2020, was perpetrated by two individuals associated with the BGC Group and did not involve the operations or business of the BGC Group. Although litigation has commenced against the two individuals seeking recovery of the stolen amounts, a subsidiary of the Company, Tower Bridge International Services LP ('TBIS'), being the group's service provider responsible for dealing with such tax matters for the affected entities, has taken financial responsibility for the theft. TBIS has recognised a provision for the stolen funds and incremental expenses.

The Company has restated the prior year opening balances and amounts in these financial statements relating to the tax effect on its allocation of TBIS's partnership profits. The summary effect of the adjustments on the primary financial statements is shown below:

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2019**

	2019	Adjustment	Restated
	US\$	US\$	US\$
Administrative expenses	(229)	-	(229)
Tax credit / (charge) on loss on ordinary activities	35	(42)	(7)
Total comprehensive (loss) for the year	(194)	(42)	(236)

**STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2019**

	2019	Adjustment	Restated
	US\$	US\$	US\$
Investments	100	-	100
Debtors	2,900	(245)	2,655
Creditors	(244)	244	-
Net assets	2,756	(1)	2,755
Called up share capital	2	-	2
Share premium account	999	-	999
Retained earnings	1,755	(1)	1,754
Total shareholder's funds	2,756	(1)	2,755

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2019**

	2019	Adjustment	Restated
	US\$	US\$	US\$
Retained earnings at 1 January 2019	1,949	41	1,990
Loss for the year	(194)	(42)	(236)
Retained earnings at 31 December 2019	1,755	(1)	1,754

TOWER BRIDGE GP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

12. POST BALANCE SHEET EVENTS

There are no significant events occurring after the balance sheet date, up to the date of approval of the financial statements that would meet the criteria to be disclosed or adjusted in the financial statements as at 31 December 2020 and for the year then ended.

13. ULTIMATE PARENT AND CONTROLLING PARTY

The immediate parent and controlling party as at 31 December 2020 is BGC European Holdings L.P. a Limited Partnership registered in the United Kingdom. The ultimate parent and controlling entity is Cantor Fitzgerald, L.P. a Limited Partnership registered in the United States of America.

The smallest group into which the results of the Company are consolidated is BGC European Holdings L.P. a Limited Partnership registered in the United Kingdom. The largest group to make its financial statements publicly available into which the results of the Company are consolidated is BGC Partners, Inc. incorporated in the United States of America. The consolidated financial statements of this group are available from 499 Park Avenue, New York, USA 10022. The largest group into which the results of the Company are consolidated is Cantor Fitzgerald L.P. which does not produce publicly available financial statements.