

GAMCO INVESTORS, INC.

A Delaware Corporation

191 Mason Street, Greenwich, CT 06830

Telephone: (203) 629-2726
Website: <https://www.gabelli.com/>
Email: info@gabelli.com

Federal EIN: 13-4007862
SIC code: 6211

Issuer's Quarterly Report **For the quarterly period ended June 30, 2025**

Indicate the number of shares outstanding of each of the Issuer's classes of Common Stock, as of the end of the previous reporting period and the latest practical date.

<u>Class</u>	<u>Outstanding at December 31, 2024</u>	<u>Outstanding at July 31, 2025</u>
Class A Common Stock, \$0.001 par value (OTCQX: GAMI)	3,918,362	3,333,041
Class B Common Stock, \$0.001 par value	19,011,934	18,982,463

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes ☐ No ☒

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes ☐ No ☒

Indicate by check mark whether a Change in Control of the company has occurred over this reporting period:

Yes ☐ No ☒

GAMCO Investors, Inc. is responsible for the content of this Quarterly Report. The securities described in this document are not registered with, and the information contained in this report has not been filed with, or approved by, the U.S. Securities and Exchange Commission.

GAMCO INVESTORS, INC. AND SUBSIDIARIES

INDEX

	<u>Page</u>
Item 1. Exact Name of the Issuer and the Address of its Principal Executive Offices	3
Item 2. Shares Outstanding	3
Item 3. Unaudited Interim Condensed Consolidated Financial Statements	6
Notes to Interim Condensed Consolidated Financial Statements (Unaudited)	12
Item 4. Management's Discussion and Analysis	25
Item 5. Legal Proceedings	34
Item 6. Defaults Upon Senior Securities	34
Item 7. Other Information	34
Item 8. Exhibits	34
Item 9. Certifications	35

ITEM 1: EXACT NAME OF THE ISSUER AND THE ADDRESS OF ITS PRINCIPAL EXECUTIVE OFFICES

The name of the issuer is GAMCO Investors, Inc.

Unless indicated otherwise, or the context otherwise requires, references in this report to “GAMCO Investors, Inc.,” “Gabelli,” “the Company,” “the Firm,” and “GAMI” or similar terms are to GAMCO Investors, Inc., its predecessors, and its subsidiaries.

Company Description

Gabelli (OTCQX: GAMI), established in 1977 and incorporated under the laws of Delaware, is a widely-recognized provider of investment advisory services to 27 open-end funds, 13 United States (“U.S.”) closed-end funds and one United Kingdom investment company (collectively, “closed-end funds”), 5 actively managed exchange traded funds (“ETFs”), one société d’investissement à capital variable (“SICAV”), and approximately 1,900 institutional and private wealth management (“Institutional and PWM”) investors principally in the U.S. The Company’s revenues are based primarily on the levels of assets under management (“AUM”) and fees associated with the various investment products.

In 1977, Gabelli launched its well-known All Cap Value equity strategy, Gabelli Value, in a separate account format and in 1986 entered the mutual fund business. Today, Gabelli offers a diverse set of client solutions across asset classes (e.g. Equities, Debt Instruments, Convertibles, non-market correlated Merger Arbitrage), regions, market capitalizations, sectors (e.g. Gold, Utilities) and investment styles (e.g. Value, Growth). Gabelli serves a broad client base, including institutions, intermediaries, offshore investors, private wealth, and direct retail investors.

The investment advisory business is conducted principally through the following subsidiaries: Gabelli Funds, LLC (open-end funds, closed-end funds, actively managed ETFs, and SICAV, collectively, the “Funds”) (“Gabelli Funds”) and GAMCO Asset Management Inc. (Institutional and PWM) (“GAMCO Asset”). The distribution of open-end funds and actively managed ETFs is conducted through G.distributors, LLC (“G.distributors”), the Company’s broker-dealer subsidiary.

On May 1, 2025, Gabelli completed the acquisition of the management contracts of 4 open-end funds (the “Gabelli-Keeley Funds”) and approximately 500 separately managed accounts (“Gabelli-Keeley SMAs”) from Keeley-Teton Advisors, LLC (“Keeley”), a wholly-owned subsidiary of Teton Advisors, Inc. (“Teton”). The Chicago-based Keeley research, portfolio management, and client service teammates have joined Gabelli and continue to manage and service these assets totaling approximately \$1.0 billion.

The principal executive office and principal place of business is located at 191 Mason Street, Greenwich, CT 06830.

Telephone: (203) 629-2726

Website: <https://www.gabelli.com/>

Email: info@gabelli.com

ITEM 2: SHARES OUTSTANDING

There are two classes of Gabelli’s common stock: class A (“Class A Stock”) and class B (“Class B Stock”). Class A Stock trades on the OTCQX market under the symbol GAMI and Class B Stock does not trade publicly. The following table shows summary information on each class of securities outstanding as of June 30, 2025 and December 31, 2024 and 2023.

Class A Stock	June 30, 2025	December 31, 2024	December 31, 2023
Number of shares authorized	5,600,000	5,600,000	100,000,000
Number of shares outstanding	3,374,342	3,918,362	5,894,276
Number of shares freely tradable (public float)	2,371,628	2,911,443	3,128,029
Total number of holders	125	128	135
Class B Stock	June 30, 2025	December 31, 2024	December 31, 2023
Number of shares authorized	20,000,000	20,000,000	25,000,000
Number of shares outstanding	18,982,463	19,011,934	19,011,934
Number of shares freely tradable (public float)	-	-	-
Total number of holders	16	17	17

At the Annual Meeting of Shareholders held on July 10, 2024, the following changes to the Company's authorized stock were approved: i) the Class A shareholders, voting together as a single class, approved an amendment to the Company's Amended and Restated Certificate of Incorporation ("Amended Certificate") to decrease the authorized number of shares of Class A Stock from 100,000,000 to 5,600,000; ii) the Class B shareholders, voting together as a single class, approved an amendment to the Company's Amended Certificate to decrease the authorized number of shares of Class B Stock from 25,000,000 to 20,000,000; and iii) the Class A and Class B shareholders, voting together, approved an amendment to the Company's Amended Certificate to eliminate the authorized shares of preferred stock. The Amended Certificate has been filed with the Delaware Division of Corporations with an effective date of July 22, 2024.

The number of shares freely tradable may include shares held by stockholders owning 10% or more of our Class A Stock. These shareholders may be considered "affiliates" within the meaning of Rule 144 and their shares may be "control shares" subject to the volume and manner of sale restrictions under Rule 144. Gabelli's board of directors (the "Board of Directors") has authorized the exchange of Class B Stock for Class A Stock on a one for one basis.

The initial public offering ("IPO") on the New York Stock Exchange ("NYSE") under the symbol GBL was in February 1999. Gabelli voluntarily delisted from the NYSE and began trading on the OTCQX under the new symbol GAMI as of October 7, 2022. Gabelli voluntarily deregistered with the U.S. Securities and Exchange Commission ("SEC") as of December 27, 2022.

Voting Rights

The holders of Class A Stock and Class B Stock have identical rights except that (i) holders of Class A Stock are entitled to one vote per share, while holders of Class B Stock are entitled to ten votes per share, on all matters to be voted on by shareholders in general, and (ii) holders of Class A Stock are not eligible to vote on matters relating exclusively to Class B Stock and vice versa.

Stock Award and Incentive Plan

The Company maintains a stock award and incentive plan approved by the shareholders (the "Plan"), which is designed to provide incentives which will attract and retain individuals key to the success of Gabelli through direct or indirect ownership of our common stock. A maximum of 7.5 million shares of Class A Stock have been reserved for issuance under the Plan by a committee of the Board of Directors responsible for administering the Plan ("Compensation Committee"). Benefits under the Plan may be granted in any one or a combination of stock options, stock appreciation rights, restricted stock, restricted stock units, stock awards, phantom stock awards, dividend equivalents, and other stock or cash based awards. Under the Plan, the Compensation Committee may grant restricted stock awards ("RSAs"), each of which entitles the grantee to one share of Class A Stock subject to restrictions and is treated as an equity award under U.S. generally accepted accounting principles ("GAAP"), phantom RSAs, each of which entitles the grantee to the cash value of one share of Class A Stock subject to restrictions and is treated as a liability award under GAAP, and either incentive or nonqualified stock options, with a term not to exceed ten years from the grant date and at an exercise price that the Compensation Committee may determine, which were recommended by the Company's Executive Chairman who did not receive any awards.

As of June 30, 2025 and December 31, 2024, there were 1,068,960 and 1,077,860 phantom RSAs, respectively, outstanding with weighted average grant prices per phantom RSA of \$22.65 and \$22.66, respectively. As of June 30, 2025 and December 31, 2024, there were 10,000 stock options outstanding with an exercise price of \$25.55.

Stock Repurchase Program

In March 1999, the Board of Directors established a stock repurchase program (the "Stock Repurchase Program") to grant management the authority to repurchase shares of Class A Stock. On May 7, 2024, August 6, 2024, and February 4, 2025, the Board of Directors increased the buyback authorization under the Stock Repurchase Program by 500,000, 500,000, and 477,877 shares, respectively, of Class A Stock. At June 30, 2025, the total shares available under the Stock Repurchase Program to be repurchased in the future were 939,480. The Stock Repurchase Program is not subject to an expiration date. Shares of common stock may be purchased from time to time in the future, however share repurchase amounts and prices may vary after considering a variety of factors, including the company's financial position, earnings, other alternative uses of cash, macroeconomic issues, and market conditions.

The following table provides information regarding purchases of Class A Stock made by or on behalf of the Company or any affiliated purchaser during the six months ended June 30, 2025:

Period	Total Number of Shares Purchased (1)	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs
1/01/25 - 1/31/25	12,971	\$ 23.95	12,971	1,022,123
2/01/25 - 2/28/25	477,722	24.28	477,722	1,022,278
3/01/25 - 3/31/25	9,017	23.78	9,017	1,013,261
4/01/25 - 4/30/25	19,056	20.89	19,056	994,205
5/01/25 - 5/31/25	21,641	22.87	21,641	972,564
6/01/25 - 6/30/25	33,084	24.31	33,084	939,480
Totals	573,491	24.10	573,491	

(1) On trade date basis.

Dividends

The declaration of dividends by Gabelli is subject to the discretion of our Board of Directors. Our Board of Directors will consider such matters as general business conditions, our financial results, capital requirements, contractual, legal and regulatory restrictions on the payment of dividends, and such other factors as our Board of Directors may deem relevant.

As of June 30, 2025, since the IPO, we have returned to shareholders \$2.3 billion in total, of which \$1.0 billion was in the form of the spin-offs of Associated Capital Group, Inc. and Teton Advisors, Inc., \$618 million was through our stock buyback program, and \$649 million was from dividends, in addition to \$80 million to charities.

During the three months ended June 30, 2025, the Company declared cash dividends of \$0.08 per share to shareholders of Class A Stock and Class B Stock totaling \$1.8 million. During the six months ended June 30, 2025, the Company declared cash dividends of \$0.16 per share to shareholders of Class A Stock and Class B Stock totaling \$3.6 million. On August 5, 2025, the Board of Directors declared its regular quarterly dividend of \$0.08 per share to all of the Company's shareholders, payable on September 30, 2025 to shareholders of record on September 16, 2025.

ITEM 3: INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

GAMCO INVESTORS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION
UNAUDITED
(in thousands, except share and per share data)

	June 30, 2025	December 31, 2024
ASSETS		
Cash and cash equivalents	\$ 57,088	\$ 17,254
Short-term investments in U.S. Treasury Bills	49,401	99,216
Investments in fixed maturity securities	6,699	5,657
Investments in securities, at fair value	69,656	60,650
Investment advisory and incentive fees receivable	17,973	18,189
Deferred tax asset and income tax receivable	10,252	8,042
Receivable from brokers	6,595	3,103
Finance lease	2,585	2,719
Goodwill and identifiable intangible assets	6,742	2,634
Receivable from affiliates	1,995	1,845
Other assets	6,377	5,368
Total assets	<u>\$ 235,363</u>	<u>\$ 224,677</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities:		
Compensation payable	\$ 36,628	\$ 40,633
Lease liability obligations	4,635	4,940
Payable to affiliates	1,504	371
Income taxes payable	1,504	193
Accrued expenses and other liabilities	38,717	41,235
Total liabilities	82,988	87,372
Commitments and contingencies (Note 10)		
Stockholders' Equity:		
Class A Common Stock, \$0.001 par value; 5,600,000 shares authorized; 5,600,000 shares issued; 3,374,342 and 3,918,362 shares outstanding, respectively	6	6
Class B Common Stock, \$0.001 par value; 20,000,000 authorized; 19,011,934 shares issued; 18,982,463 and 19,011,934 outstanding, respectively	19	19
Additional paid-in capital	25,739	32,351
Retained earnings	184,143	148,627
Accumulated other comprehensive loss	(111)	(245)
Treasury stock, at cost (2,255,129 and 1,681,638 shares, respectively)	(57,421)	(43,453)
Total stockholders' equity	152,375	137,305
Total liabilities and stockholders' equity	<u>\$ 235,363</u>	<u>\$ 224,677</u>

See notes to interim condensed consolidated financial statements

GAMCO INVESTORS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
UNAUDITED
(in thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Revenues:				
Investment advisory and incentive fees	\$ 55,445	\$ 53,290	\$ 109,231	\$ 105,762
Distribution fees and other income	3,579	4,354	7,121	8,827
Total revenues	59,024	57,644	116,352	114,589
Expenses:				
Compensation	25,035	29,006	51,651	57,560
Management fee	2,785	2,021	4,987	4,212
Distribution costs	5,319	5,709	10,457	11,659
Other operating expenses	6,715	5,258	11,494	10,160
Total expenses	39,854	41,994	78,589	83,591
Operating income	19,170	15,650	37,763	30,998
Non-operating income				
Gain / (loss) from investments, net	4,567	99	4,457	1,731
Interest and dividend income	1,615	2,726	3,237	5,759
Interest expense	(310)	(290)	(602)	(583)
Total non-operating income	5,872	2,535	7,092	6,907
Income before income taxes	25,042	18,185	44,855	37,905
Provision for income taxes	4,211	3,168	5,753	7,078
Net income	\$ 20,831	\$ 15,017	\$ 39,102	\$ 30,827
Earnings per share:				
Basic	\$ 0.93	\$ 0.61	\$ 1.74	\$ 1.25
Diluted	\$ 0.93	\$ 0.61	\$ 1.74	\$ 1.25
Weighted average shares outstanding:				
Basic	22,399	24,442	22,515	24,625
Diluted	22,399	24,442	22,515	24,625

See notes to interim condensed consolidated financial statements.

GAMCO INVESTORS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
UNAUDITED
(in thousands)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2025	2024	2025	2024
Net income	\$ 20,831	\$ 15,017	\$ 39,102	\$ 30,827
Other comprehensive income / (loss):				
Foreign currency translation gain / (loss)	89	3	134	(9)
Total comprehensive income	<u>\$ 20,920</u>	<u>\$ 15,020</u>	<u>\$ 39,236</u>	<u>\$ 30,818</u>

See notes to interim condensed consolidated financial statements.

GAMCO INVESTORS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
UNAUDITED
(in thousands, except per share data)

	Three Months Ended June 30, 2025					
	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Total
Balance at March 31, 2025	\$ 25	\$ 32,351	\$ 165,103	\$ (200)	\$ (55,705)	\$ 141,574
Net income	-	-	20,831	-	-	20,831
Acquisition of Gabelli-Keeley Funds/SMAs	-	(6,612)	-	-	-	(6,612)
Foreign currency translation	-	-	-	89	-	89
Dividends declared (\$0.08 per share)	-	-	(1,791)	-	-	(1,791)
Purchases of treasury stock	-	-	-	-	(1,716)	(1,716)
Balance at June 30, 2025	<u>\$ 25</u>	<u>\$ 25,739</u>	<u>\$ 184,143</u>	<u>\$ (111)</u>	<u>\$ (57,421)</u>	<u>\$ 152,375</u>

	Three Months Ended June 30, 2024					
	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Total
Balance at March 31, 2024	\$ 33	\$ 32,351	\$ 542,506	\$ (235)	\$ (385,369)	\$ 189,286
Net income	-	-	15,017	-	-	15,017
Foreign currency translation	-	-	-	3	-	3
Dividends declared (\$0.24 per share)	-	-	(6,020)	-	-	(6,020)
Purchases of treasury stock	-	-	-	-	(5,857)	(5,857)
Balance at June 30, 2024	<u>\$ 33</u>	<u>\$ 32,351</u>	<u>\$ 551,503</u>	<u>\$ (232)</u>	<u>\$ (391,226)</u>	<u>\$ 192,429</u>

GAMCO INVESTORS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
UNAUDITED (continued)
(in thousands, except per share data)

Six Months Ended June 30, 2025						
	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Total
Balance at December 31, 2024	\$ 25	\$ 32,351	\$ 148,627	\$ (245)	\$ (43,453)	\$ 137,305
Net income	-	-	39,102	-	-	39,102
Acquisition of Gabelli-Keeley Funds/SMA's	-	(6,612)	-	-	-	(6,612)
Foreign currency translation	-	-	-	134	-	134
Dividends declared (\$0.16 per share)	-	-	(3,586)	-	-	(3,586)
Purchases of treasury stock	-	-	-	-	(13,968)	(13,968)
Balance at June 30, 2025	<u>\$ 25</u>	<u>\$ 25,739</u>	<u>\$ 184,143</u>	<u>\$ (111)</u>	<u>\$ (57,421)</u>	<u>\$ 152,375</u>

Six Months Ended June 30, 2024						
	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Total
Balance at December 31, 2023	\$ 33	\$ 32,351	\$ 527,715	\$ (223)	\$ (378,897)	\$ 180,979
Net income	-	-	30,827	-	-	30,827
Foreign currency translation	-	-	-	(9)	-	(9)
Dividends declared (\$0.28 per share)	-	-	(7,039)	-	-	(7,039)
Purchases of treasury stock	-	-	-	-	(12,329)	(12,329)
Balance at June 30, 2024	<u>\$ 33</u>	<u>\$ 32,351</u>	<u>\$ 551,503</u>	<u>\$ (232)</u>	<u>\$ (391,226)</u>	<u>\$ 192,429</u>

See notes to interim condensed consolidated financial statements.

GAMCO INVESTORS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
UNAUDITED
(in thousands)

	Six Months Ended June 30,	
	2025	2024
Cash flows from operating activities:		
Net income	\$ 39,102	\$ 30,827
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	534	423
Accretion of discounts and amortization of premiums	(1,212)	(2,607)
Deferred income taxes	2,734	267
Amortization of intangible asset	101	-
Write down of goodwill	213	-
Foreign currency translation	-	(9)
Net realized gains on securities	(2,317)	(1,373)
Net unrealized gains on securities	(2,169)	(576)
(Increase) decrease in assets:		
Investments in securities	(3,923)	(968)
Investment advisory fees receivable	216	2,056
Income taxes receivable	(4,944)	(161)
Receivable from affiliates	(150)	171
Receivable from brokers	(3,492)	1,318
Other assets	(1,410)	(1,142)
Increase (decrease) in liabilities:		
Compensation payable	(4,005)	12,997
Income taxes payable	1,311	103
Lease liability obligation	(37)	-
Payable to affiliates	1,133	(159)
Accrued expenses and other liabilities	(8,876)	(54)
Total adjustments	(26,293)	10,286
Net cash provided by operating activities	12,809	41,113
Cash flows from investing activities:		
Purchases of securities	(53,309)	(112,235)
Proceeds from sales and maturities of securities	102,697	104,686
Acquisition of intangible assets	(4,675)	-
Net cash provided by/ (used in) investing activities	44,713	(7,549)
Cash flows from financing activities:		
Purchases of treasury stock	(13,968)	(12,207)
Dividends paid	(3,586)	(6,842)
Repayment of principal portion of lease liability	(268)	(222)
Net cash used in financing activities	(17,822)	(19,271)
Effect of exchange rates on cash and cash equivalents	134	(1)
Net increase in cash and cash equivalents	39,834	14,292
Cash and cash equivalents, beginning of period	17,254	61,801
Cash and cash equivalents, end of period	\$ 57,088	\$ 76,093
Supplemental disclosures of cash flow information:		
Cash paid for interest	\$ 573	\$ 580
Cash paid for taxes	\$ 12,619	\$ 8,950

Supplemental disclosure of non-cash activity:

For the six months ended June 30, 2025 and 2024, the Company accrued excise tax payable on purchases of treasury stock of \$138 and \$197, respectively.

For the six months ended June 30, 2025 and 2024, the Company accrued dividends on restricted stock awards of \$0 and \$122, respectively.

For the six months ended June 30, 2025, in connection with the acquisition of the Gabelli-Keeley Funds/SMAs, the purchase price included \$3,723 in seller financing payable in cash over a five-year period.

See notes to interim condensed consolidated financial statements.

GAMCO INVESTORS, INC. AND SUBSIDIARIES
NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2025
(Unaudited)

1. Organization and Description of Business

GAMCO Investors, Inc. (“Gabelli” or the “Company”) (OTCQX: GAMI), established in 1977 and incorporated under the laws of Delaware, is a widely-recognized provider of investment advisory services to 27 open-end funds, 13 United States (“U.S.”) closed-end funds and one United Kingdom investment company (collectively, “closed-end funds”), 5 actively managed exchange traded funds (“ETFs”), one société d’investissement à capital variable (“SICAV”), and approximately 1,900 institutional and private wealth management (“Institutional and PWM”) investors principally in the U.S. The Company’s revenues are based primarily on the levels of assets under management (“AUM”) and fees associated with the various investment products.

In 1977, Gabelli launched its well-known All Cap Value equity strategy, Gabelli Value, in a separate account format and in 1986 entered the mutual fund business. Today, Gabelli offers a diverse set of client solutions across asset classes (e.g. Equities, Debt Instruments, Convertibles, non-market correlated Merger Arbitrage), regions, market capitalizations, sectors (e.g. Gold, Utilities) and investment styles (e.g. Value, Growth). Gabelli serves a broad client base, including institutions, intermediaries, offshore investors, private wealth, and direct retail investors.

The investment advisory business is conducted principally through the following subsidiaries: Gabelli Funds, LLC (open-end funds, closed-end funds, actively managed ETFs, and SICAV, collectively, the “Funds”) (“Gabelli Funds”) and GAMCO Asset Management Inc. (Institutional and PWM) (“GAMCO Asset”), which are both registered investment advisors under the Investment Advisers Act of 1940, as amended. The distribution of open-end funds and actively managed ETFs are conducted through G.distributors, LLC (“G.distributors”), the Company’s broker-dealer subsidiary, which is registered with the Securities and Exchange Commission (“SEC”) and regulated by the Financial Industry Regulatory Authority.

2. Significant Accounting Policies

Basis of Presentation

The unaudited interim condensed consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles (“GAAP”) for interim financial information. Accordingly, they do not include all the information and footnotes required by U.S. GAAP for complete financial statements. The unaudited interim condensed consolidated financial statements reflect all adjustments, which are of a normal recurring nature, necessary for the fair presentation of financial position, results of operations, and cash flows of Gabelli for the interim periods presented and are not necessarily indicative of results for a full year.

The interim condensed consolidated financial statements include the accounts of the Company and its subsidiaries including: wholly-owned Gabelli Funds, GAMCO Asset, G.distributors, and GAMCO Asset Management (UK) Limited and majority-owned Gabelli-Keeley, LLC (“Gabelli-Keeley”). Intercompany accounts and transactions have been eliminated. Subsidiaries are fully consolidated from the date of acquisition, being the date on which Gabelli obtains control, and continue to be consolidated until the date that such control ceases.

These interim condensed consolidated financial statements should be read in conjunction with our audited consolidated financial statements included in our annual report for the year ended December 31, 2024.

Use of Estimates

The preparation of the interim condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates and those differences could be material.

Business Segment

The Company operates in one business segment, the investment advisory and asset management business. The Company conducts its business principally through Gabelli Funds (Funds) and GAMCO Asset (Institutional and PWM). The distribution of the open-end Funds and underwriting of those Funds is conducted through G.distributors. The Company has identified the Office of the CEO,

comprised of the Co-CEOs of GAMI, as the chief operating decision maker (“CODM”), who uses segment expenses, the most significant of which include compensation expense, and net income in the Interim Condensed Consolidated Statements of Income to evaluate the results of the business to manage the Company. The Company’s operations constitute a single operating segment and, therefore, a single reportable segment, because the CODM manages the business activities using information of the Company as a whole. The accounting policies used to measure the profit and loss of the segment are the same as those described in Note 2, Significant Accounting Policies.

Recent Accounting Developments

In December 2023, the FASB issued ASU No. 2023-09, *Improvements to Income Tax Disclosures (Topic 740)* (“ASU 2023-09”), which requires greater disaggregation of income tax disclosures related to a reporting entity’s effective tax rate reconciliation as well as additional information on income taxes paid. ASU 2023-09 is effective on a prospective basis for annual periods beginning after December 15, 2024. Early adoption is also permitted for annual financial statements that have not yet been issued or made available for issuance. The Company has performed an analysis on the transition to this new guidance and it is not expected to have a material impact on the Company’s interim condensed consolidated financial statements or related disclosures.

In November 2024, the FASB issued ASU No. 2024-03, *Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses* (“ASU 2024-03”), which requires greater disaggregation of expense disclosures related to a reporting entity’s employee compensation, depreciation, amortization, and selling expenses. ASU 2024-03 is effective on a prospective basis for annual periods beginning after December 15, 2026 and interim periods beginning after December 15, 2027. Early adoption is also permitted for annual financial statements that have not yet been issued or made available for issuance. The Company is currently assessing the impact of adopting this guidance, however it is not expected to have a material impact on the Company’s interim condensed consolidated financial statements or related disclosures.

Recently Enacted Tax Legislation

On July 4, 2025, the One Big Beautiful Bill Act (the “Act”) was enacted into law and became effective in the third quarter of fiscal year 2025. The Company is currently evaluating the impact of the Act on its interim condensed consolidated financial statements and disclosures.

3. Revenue Recognition

In all cases for all revenue streams discussed below, the revenue generated is from a single transaction price and there is no need to allocate the amounts across more than a single revenue stream. The customer for all revenues derived from open-end funds, closed-end funds, and actively managed ETFs described in detail below has been determined to be each Fund itself and not the ultimate underlying investor in each Fund.

Significant judgments that affect the amounts and timing of revenue recognition:

The Company’s analysis of the timing of revenue recognition for each revenue stream is based upon an analysis of the current terms of each contract. Performance obligations could, however, change from time to time if and when existing contracts are modified or new contracts are entered into. These changes could potentially affect the timing of satisfaction of performance obligations, the determination of the transaction price, and the allocation of the price to performance obligations. In the case of the revenue streams discussed below, the performance obligation is satisfied either at a point in time or over time. For incentive fee revenues, the performance obligation (advising a client portfolio) is satisfied over time, while the recognition of revenues effectively occurs at the end of the measurement period as defined within the contract, as such amounts are subject to reduction to zero on the date where the measurement period ends even if the performance benchmarks were exceeded during the intervening period. The judgments outlined below, where the determination as to these factors is discussed in detail, are continually reviewed and monitored by the Company when new contracts or contract modifications occur. Transaction price is in all instances formulaic and not subject to significant (or any) judgment at the current time.

Advisory Fee Revenues

Advisory fees for Funds, sub-advisory accounts, and the SICAV are earned based on predetermined percentages of the average net assets of the individual Funds and are recognized as revenues as the related services are performed. Fees for open-end Funds, one non-U.S. closed-end Fund, sub-advisory accounts, and the SICAV are computed on a daily basis based on average daily net AUM. Fees for U.S. closed-end Funds are computed on average weekly net AUM. These fees are received in cash after the end of each monthly period within 30 days. The revenue recognition occurs ratably as the performance obligation (advising the Fund) is met continuously over time. There is a risk of non-payment and, therefore, a credit loss on these receivables is possible at each reporting date. There were no such credit losses for the periods presented.

Advisory fees for Institutional and PWM accounts are earned based on predetermined percentages of the AUM and are generally computed quarterly based on account values at the end of the preceding quarter. The revenue recognition occurs daily as the performance obligation (advising the client portfolio) is met continuously. These fees are received in cash, typically within 60 days of the client being billed. There is a risk of non-payment and, therefore, a credit loss on these receivables is possible at each reporting date. There were no such credit losses for the periods presented.

Performance Correlated and Conditional Revenues

Investment advisory fees are earned on a portion of some closed-end Funds' preferred shares at year-end if the total return to common shareholders of the respective closed-end Fund for the year exceeds the dividend rate of the preferred shares. These fees are recognized at the end of the measurement period, which coincides with the calendar year. These fees would also be earned and the contract period ended at any interim point in time that the respective preferred shares are redeemed. These fees are received in cash after the end of each annual measurement period, within 30 days.

The Company earns an incentive fee from two closed-end Funds. For The GDL Fund (GDL), there is an incentive fee, which is earned and recognized as of the end of each calendar year and varies to the extent the total return of the Fund is in excess of the ICE Bank of America Merrill Lynch 3-month U.S. Treasury Bill Index total return. For Gabelli Merchant Partners Plc (GMP), there is an incentive fee which is earned and recognized as of the end of each measurement period, June 30th, and varies to the extent the total return of the Fund is in excess of twice the rate of return of the 13-week Treasury Bill over the performance period.

In all cases of the incentive fees, because of the variable nature of the consideration, revenue recognition is delayed until it is probable that a significant reversal in the amount of cumulative revenue recognized will not occur, which is generally when the uncertainty associated with the variable consideration is subsequently resolved (for example, the measurement period has concluded and the hurdle rate has been exceeded). There is a risk of non-payment and, therefore, a credit loss on these receivables is possible at each reporting date. There were no such credit losses for the periods presented.

Distribution Fees and Other Income

Distribution fees and other income primarily includes distribution fee revenue earned in accordance with Rule 12b-1 of the Company Act along with sales charges and underwriting fees associated with the sale of the class A shares of open-end Funds. Distribution fees are computed based on average daily net assets of certain classes of each Fund and are recognized during the period in which they are earned. These fees are received in cash after the end of each monthly period within 30 days. In evaluating the appropriate timing of the recognition of these fees, the Company applied the guidance on up-front fees to determine whether such fees are related to the transfer of a promised service (a distinct performance obligation). The Company's conclusion is that the service being provided by G.distributors to the customer in exchange for the fee is for the initial distribution of certain classes of the open-end Funds and is completed at the time of each respective sale. Any fixed amounts are recognized on the trade date and variable amounts are recognized to the extent it is probable that a significant revenue reversal will not occur once the uncertainty is resolved. For variable amounts, as the uncertainty is dependent on the value of the shares at future points in time as well as the length of time the investor remains in the Fund, both of which are highly susceptible to factors outside the Company's influence, the Company does not believe that it can overcome this constraint until the market value of the Fund and the investor activities are known, which are generally monthly. Sales charges and underwriting fees associated with the sale of certain classes of the open-end Funds are recognized on the trade date of the sale of the respective shares. There is a risk of non-payment and, therefore, a credit loss on these receivables is possible at each reporting date. There were no such credit losses for the periods presented.

Effective January 1, 2024, as a result of the amended agreement with GCIA in relation to the GAMCO Merger Arbitrage SICAV (the "Sub-Fund"), the Company earns an annual administrative and accounting services fee equal to the sum of the following: (a) a fixed amount of \$45,000; (b) a variable amount equal to 0.05% (5 basis points) of the first \$500 million of average daily net assets of the Sub-Fund; and (c) a variable amount equal to 0.025% (2.5 basis points) of the balance of average daily net assets of the Sub-Fund in excess

of \$500 million. The revenues associated with these fees are included in distribution fees and other income on the Interim Condensed Consolidated Statements of Income.

Revenue Disaggregated

The following table presents the Company's revenue disaggregated by account type (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Investment advisory and incentive fees:				
Open-end Funds	\$ 21,063	\$ 20,460	\$ 41,673	\$ 40,553
Closed-end Funds	17,775	17,212	35,677	34,130
Institutional & Private Wealth Management	15,139	15,377	30,240	30,573
Sub-advisory accounts	151	237	320	496
SICAV	4	4	8	10
Performance-based	1,313	-	1,313	-
Total investment advisory and incentive fees	55,445	53,290	109,231	105,762
Distribution fees and other income	3,579	4,354	7,121	8,827
Total revenues	<u>\$ 59,024</u>	<u>\$ 57,644</u>	<u>\$ 116,352</u>	<u>\$ 114,589</u>

4. Investments

Investments in securities at June 30, 2025 and December 31, 2024 consisted of the following (in thousands):

	June 30, 2025		December 31, 2024	
	Cost	Fair Value	Cost	Fair Value
Investments in securities:				
Actively managed ETFs	\$ 17,268	\$ 25,525	\$ 17,022	\$ 23,098
Closed-end funds ^(a)	22,133	22,157	22,124	22,121
Common stocks	20,818	14,326	17,532	9,173
Open-end funds	7,190	7,473	6,161	6,158
Other	160	175	55	100
Total investments in securities	<u>\$ 67,569</u>	<u>\$ 69,656</u>	<u>\$ 62,894</u>	<u>\$ 60,650</u>

(a) Includes \$21,500 of privately issued, puttable, and callable preferred securities, of which \$19,000 are subject to mandatory redemption, issued by the closed-end Funds at June 30, 2025 and December 31, 2024.

Management determines the appropriate classification of debt securities at the time of purchase. These debt securities include investments in preferred securities subject to mandatory redemption which are classified as trading, with any unrealized gains or losses reported in current period earnings in gain/(loss) from investments, net on the Interim Condensed Consolidated Statements of Income. Investments in fixed maturity securities include government debt with maturities exceeding three months at the time of purchase and are classified as either trading, available for sale ("AFS"), or held-to-maturity ("HTM"). The Company does not hold any investments in debt securities accounted for as AFS.

Short-term investments in U.S. Treasury Bills and investments in fixed maturity securities, which are HTM, at June 30, 2025 and December 31, 2024 consisted of the following (in thousands):

June 30, 2025				
	Amortized Cost	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Estimated Fair Value
Short-term investments in U.S. Treasury Bills:				
U.S. Treasury Bills	\$ 49,401	\$ -	\$ (23)	\$ 49,378
Total short-term investments in U.S. Treasury Bills	<u>\$ 49,401</u>	<u>\$ -</u>	<u>\$ (23)</u>	<u>\$ 49,378</u>
Investments in fixed maturity securities:				
U.K. gilts	\$ 6,699	\$ -	\$ (51)	\$ 6,648
Total investments in fixed maturity securities	<u>\$ 6,699</u>	<u>\$ -</u>	<u>\$ (51)</u>	<u>\$ 6,648</u>
December 31, 2024				
	Amortized Cost	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Estimated Fair Value
Short-term investments in U.S. Treasury Bills:				
U.S. Treasury Bills	\$ 99,216	\$ 54	\$ -	\$ 99,270
Total short-term investments in U.S. Treasury Bills	<u>\$ 99,216</u>	<u>\$ 54</u>	<u>\$ -</u>	<u>\$ 99,270</u>
Investments in fixed maturity securities:				
U.K. gilts	\$ 5,657	\$ -	\$ (80)	\$ 5,577
Total investments in fixed maturity securities	<u>\$ 5,657</u>	<u>\$ -</u>	<u>\$ (80)</u>	<u>\$ 5,577</u>

The maturity dates of the U.S. Treasury Bills were all less than a year. As of June 30, 2025, the maturity dates of \$2,024 of the U.K gilts were less than a year and \$4,675 were between one and five years. As of December 31, 2024, the maturity dates of \$2,303 of the U.K gilts were less than a year and \$3,354 were between one and five years.

5. Fair Value

All of the instruments within cash equivalents and investments in securities are measured at fair value. The Company's assets and liabilities recorded at fair value have been categorized based upon a fair value hierarchy in accordance with the FASB Accounting Standards Codification ("ASC") Topic 820, *Fair Value Measurement* ("ASC 820"), guidance on fair value measurement. The levels of the fair value hierarchy and their applicability to the Company are described below:

- Level 1 - the valuation methodology utilizes quoted prices (unadjusted) in active markets for identical assets or liabilities at the reporting date. Level 1 assets include cash equivalents, government obligations, open-end funds, closed-end funds, and listed equities.
- Level 2 - the valuation methodology utilizes inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities that are not active, and inputs other than quoted prices that are observable for the asset or liability, such as interest rates and yield curves that are observable at commonly-quoted intervals. Level 2 liabilities include the seller financing payable included within accrued expenses and other liabilities, for which we have elected the fair value option.
- Level 3 - the valuation methodology utilizes unobservable inputs for the asset or liability, and includes situations where there is little, if any, market activity for the asset or liability. Level 3 assets include privately issued preferred securities of closed-end funds.

The following tables summarize the Company's assets and liabilities measured at fair value on a recurring basis by the above fair value hierarchy levels as of June 30, 2025 and December 31, 2024 (in thousands):

Assets and liabilities measured at fair value on a recurring basis as of June 30, 2025

Assets	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of June 30, 2025
Cash equivalents	\$ 56,419	\$ -	\$ -	\$ 56,419
Investments in securities:				
Actively managed ETFs	25,525	-	-	25,525
Closed-end funds	657	-	21,500	22,157
Common stocks	14,326	-	-	14,326
Open-end funds	7,473	-	-	7,473
Other	20	-	155	175
Total investments in securities	48,001	-	21,655	69,656
Total assets at fair value	\$ 104,420	\$ -	\$ 21,655	\$ 126,075
Liabilities				
Accrued expenses and other liabilities:				
Seller financing payable	\$ -	\$ 3,723	\$ -	\$ 3,723
Accrued expenses and other liabilities	\$ -	\$ 3,723	\$ -	\$ 3,723

Assets and liabilities measured at fair value on a recurring basis as of December 31, 2024

Assets	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of December 31, 2024
Cash equivalents	\$ 16,621	\$ -	\$ -	\$ 16,621
Investments in securities:				
Actively managed ETFs	23,098	-	-	23,098
Closed-end funds	621	-	21,500	22,121
Common stocks	9,173	-	-	9,173
Open-end funds	6,158	-	-	6,158
Other	50	-	50	100
Total investments in securities	39,100	-	21,550	60,650
Total assets at fair value	\$ 55,721	\$ -	\$ 21,550	\$ 77,271

The following tables present additional information about assets and liabilities by major categories measured at fair value on a recurring basis and for which the Company has utilized Level 3 inputs to determine fair value for the three and six months ended June 30, 2025 and 2024:

Changes in Level 3 Assets and Liabilities Measured at Fair Value on a Recurring Basis for the Three Months Ended June 30, 2025 (in thousands)

Asset	March 31, 2025 Beginning Balance	Purchases	Sales	June 30, 2025 Ending Balance
Closed-end Funds	\$ 21,500	\$ -	\$ -	\$ 21,500
Other	155	-	-	155
Total	\$ 21,655	\$ -	\$ -	\$ 21,655

Changes in Level 3 Assets and Liabilities Measured at Fair Value on a Recurring Basis for the Three Months Ended June 30, 2024 (in thousands)

	March 31, 2024			June 30, 2024
Asset	Beginning Balance	Purchases	Sales	Ending Balance
Closed-end Funds	\$ 15,500	\$ -	\$ -	\$ 15,500
Other	50	-	-	50
Total	\$ 15,550	\$ -	\$ -	\$ 15,550

Changes in Level 3 Assets and Liabilities Measured at Fair Value on a Recurring Basis for the Six Months Ended June 30, 2025 (in thousands)

	December 31, 2024			June 30, 2025
Asset	Beginning Balance	Purchases	Sales	Ending Balance
Closed-end Funds	\$ 21,500	\$ -	\$ -	\$ 21,500
Other	50	105	-	155
Total	\$ 21,550	\$ 105	\$ -	\$ 21,655

Changes in Level 3 Assets and Liabilities Measured at Fair Value on a Recurring Basis for the Six Months Ended June 30, 2024 (in thousands)

	December 31, 2023			June 30, 2024
Asset	Beginning Balance	Purchases	Sales	Ending Balance
Closed-end Funds	\$ 7,000	\$ 11,500	\$ (3,000)	\$ 15,500
Other	-	50	-	50
Total	\$ 7,000	\$ 11,550	\$ (3,000)	\$ 15,550

There were no transfers between any levels during the three and six months ended June 30, 2025 and 2024.

The Company uses a discounted cash flow analysis when determining the fair value of privately issued preferred securities of closed-end funds that are categorized as Level 3. Projected cash flows in the discounted cash flow analysis represent the relevant security's dividend rate plus the assumption of full principal repayment at the preferred security's earliest available redemption date.

The significant unobservable input used in the fair value measurement of each of the Company's investments in privately issued preferred securities of closed-end funds is the discount rate. The discount rate was determined using the interest rates of U.S. Treasury Bills that are held over a similar period as the preferred security. The discount rates used in the valuation of these investments as of June 30, 2025 ranged from 3.78% to 4.30% with a weighted average of 3.99%. The discount rates used in the valuation of these investments as of December 31, 2024 ranged from 4.16% to 4.28% with a weighted average of 4.21%. Significant changes in the discount rate could result in a significantly lower or higher fair value measurement of these Level 3 investments.

Financial assets and liabilities not carried at fair value

The following table presents the carrying value and fair value of the Company's short-term investments in U.S. Treasury Bills and investments in fixed maturity securities, including the U.K. gilts investments, which are carried at amortized cost remeasured in U.S. dollars, as of June 30, 2025 and December 31, 2024 (in thousands):

	June 30, 2025		December 31, 2024	
	Carrying Value	Fair Value Level 1	Carrying Value	Fair Value Level 1
U.S. Treasury Bills	\$ 49,401	\$ 49,378	\$ 99,216	\$ 99,270
U.K. Gilts	6,699 ⁽¹⁾	6,648	5,657 ⁽¹⁾	5,577
Total	<u>\$ 56,100</u>	<u>\$ 56,026</u>	<u>\$ 104,873</u>	<u>\$ 104,847</u>

(1) Amortized cost at June 30, 2025 and December 31, 2024 prior to remeasurement in U.S. dollars was \$6,284 and \$5,488, respectively.

The carrying value of other financial assets and liabilities approximates their fair value based on the short-term nature of these items.

6. Income Taxes

A reconciliation of the Federal statutory income tax rate to the effective income tax rate ("ETR") is set forth below:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Statutory Federal income tax rate	21.0%	21.0%	21.0%	21.0%
State income tax, net of Federal benefit	(4.2)	(5.4)	(8.2)	(3.3)
Other	-	1.8	-	1.0
Effective income tax rate	<u>16.8%</u>	<u>17.4%</u>	<u>12.8%</u>	<u>18.7%</u>

The ETR for the three and six months ended June 30, 2025 consisted of the statutory Federal tax rate of 21% offset by a net state income credit rate of 4.2% and 8.2%, respectively, relating to the release of an uncertain tax position accrual as a result of a settlement with New York State whereby the Company paid a fee and gave up the right to a refund in exchange for the closing of the audit years 2007-2014.

7. Earnings Per Share

Basic earnings per share is calculated by dividing net income by the weighted average shares outstanding. Diluted earnings per share is calculated using the treasury stock method by dividing net income by the total weighted average shares of common stock outstanding and stock options, if impacts are dilutive. During the periods presented, the 10,000 stock options were not dilutive. The computations of basic and diluted earnings per share were as follows (in thousands, except per share amounts):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Basic:				
Net income	\$ 20,831	\$ 15,017	\$ 39,102	\$ 30,827
Weighted average shares outstanding	22,399	24,442	22,515	24,625
Basic earnings per share	<u>\$ 0.93</u>	<u>\$ 0.61</u>	<u>\$ 1.74</u>	<u>\$ 1.25</u>
Diluted:				
Net income	\$ 20,831	\$ 15,017	\$ 39,102	\$ 30,827
Weighted average shares outstanding	22,399	24,442	22,515	24,625
Dilutive impact of restricted stock awards and stock options	-	-	-	-
Total	<u>22,399</u>	<u>24,442</u>	<u>22,515</u>	<u>24,625</u>
Diluted earnings per share	<u>\$ 0.93</u>	<u>\$ 0.61</u>	<u>\$ 1.74</u>	<u>\$ 1.25</u>

8. Stockholders' Equity

There were 3.4 million shares of Class A Stock and 19.0 million shares of Class B Stock outstanding at June 30, 2025, and 3.9 million shares of Class A Stock and 19.0 million shares of Class B Stock outstanding at December 31, 2024.

At the Annual Meeting of Shareholders held on July 10, 2024, the following changes to the Company's authorized stock were approved: i) the Class A shareholders, voting together as a single class, approved an amendment to the Company's Amended and Restated Certificate of Incorporation ("Amended Certificate") to decrease the authorized number of shares of Class A Stock from 100,000,000 to 5,600,000; ii) the Class B shareholders, voting together as a single class, approved an amendment to the Company's Amended Certificate to decrease the authorized number of shares of Class B Stock from 25,000,000 to 20,000,000; and iii) the Class A and Class B shareholders, voting together, approved an amendment to the Company's Amended Certificate to eliminate the authorized shares of preferred stock. The Amended Certificate, effective July 19, 2024, was filed with the Delaware Division of Corporations.

Voting Rights

The holders of Class A Stock and Class B Stock have identical rights except that (i) holders of Class A Stock are entitled to one vote per share, while holders of Class B Stock are entitled to ten votes per share, on all matters to be voted on by shareholders in general, and (ii) holders of Class A Stock are not eligible to vote on matters relating exclusively to Class B Stock and vice versa.

Stock Award and Incentive Plan

The Company maintains a stock award and incentive plan (the "Plan") approved by the shareholders, which is designed to provide incentives that will attract and retain individuals key to the success of Gabelli through direct or indirect ownership of our common stock. A maximum of 7.5 million shares of Class A Stock have been reserved for issuance under the Plan by the Compensation Committee of Gabelli's Board of Directors. Benefits under the Plan may be granted in any one or a combination of stock options, stock appreciation rights, restricted stock, restricted stock units, stock awards, phantom stock awards, dividend equivalents, and other stock or cash based awards. Under the Plan, the Compensation Committee may grant restricted stock awards ("RSAs"), each of which entitles the grantee to one share of Class A Stock subject to restrictions, phantom RSAs, each of which entitles the grantee to the cash value of one share of Class A Stock subject to restrictions, and either incentive or nonqualified stock options, with a term not to exceed ten years from the grant date and at an exercise price that the Compensation Committee may determine, which were recommended by the Company's Executive Chairman who did not receive any awards.

On June 21, 2024, 456,650 phantom RSAs were issued at a grant date price of \$24.50 per phantom RSA. Phantom RSAs have similar vesting terms to RSAs, except that the phantom RSAs will be settled in cash based on the fair value of the shares on the vesting date. Thus, the phantom RSAs were determined to be liability awards and are adjusted for changes in the Company's stock price at each reporting date, with mark to market adjustments recognized in compensation on the Interim Condensed Consolidated Statements of Income.

As of June 30, 2025 and December 31, 2024, there were 1,068,960 and 1,077,860 phantom RSAs, respectively, outstanding with weighted average grant price per phantom RSA of \$22.65 and \$22.66, respectively, and a liability balance, based on the closing price of the Company's Class A Stock and cumulative dividends, of \$14.1 million and \$11.2 million, respectively, included within compensation payable on the Interim Condensed Consolidated Statements of Financial Condition. As of June 30, 2025 and December 31, 2024, there were 10,000 stock options outstanding with an exercise price of \$25.55.

On June 17, 2024, 105,540 stock-based phantom RSAs vested. For the three months ended June 30, 2025 and 2024, the Company recognized stock-based phantom RSA compensation expense of \$1.9 million and \$2.0 million, respectively. For the six months ended June 30, 2025 and 2024, the Company recognized stock-based phantom RSA compensation expense of \$2.9 million and \$3.5 million, respectively.

The total compensation costs related to non-vested phantom RSA awards to employees ("teammates"), excluding the Executive Chairman who received none, not yet recognized was approximately \$12.4 million as of June 30, 2025.

Stock Repurchase Program

In March 1999, the Board of Directors established the Stock Repurchase Program to grant management the authority to repurchase shares of Class A Stock. Since establishing the program, the Board of Directors has authorized additional share repurchases, including increases of 500,000, 500,000, and 477,877 shares on May 7, 2024, August 6, 2024, and February 4, 2025, respectively. On December 16, 2024, the Board of Directors authorized the buyback of 1,150,000 shares from Associated Capital Group, Inc. ("AC"), an affiliate.

Purchases may be made from time to time, at management's discretion, in the open market or in private transactions, including the use of trading plans, as well as pursuant to accelerated share repurchase programs or other share repurchase strategies. Share repurchase amounts and prices may vary after considering a variety of factors, including the Company's financial position, earnings, other alternative uses of cash, macroeconomic issues, and market conditions.

For the three months ended June 30, 2025 and 2024, the Company repurchased 73,781 and 249,991 shares, respectively, at an average price per share of \$23.00 and \$23.15, respectively. For the six months ended June 30, 2025 and 2024, the Company repurchased 573,491 and 571,080 shares, respectively, at an average price per share of \$24.10 and \$21.33, respectively. At June 30, 2025, the total shares available under the Stock Repurchase Program to be repurchased in the future were 939,480. The Stock Repurchase Program has no expiry.

Dividends

During the three months ended June 30, 2025 and 2024, the Company declared cash dividends of \$0.08 and \$0.04 per share to shareholders of Class A Stock and Class B Stock totaling \$1.8 million and \$1.0 million, respectively. During the six months ended June 30, 2025 and 2024, the Company declared cash dividends of \$0.16 and \$0.08 per share to shareholders of Class A Stock and Class B Stock totaling \$3.6 million and \$2.0 million, respectively. In addition, during the three and six months ended June 30, 2024, the Company declared a special dividend of \$0.20 per share to all shareholders of Class A Stock and Class B Stock totaling \$5.0 million.

Keeley Transaction

As a result of becoming the advisor on May 1, 2025 to the 4 open-end funds ("the "Gabelli-Keeley Funds") and approximately 500 separate accounts (the "Gabelli-Keeley SMAs") from Keeley-Teton Advisors, LLC ("Keeley"), a wholly-owned subsidiary of Teton Advisors, Inc. ("Teton") and the associated consideration paid ("Keeley Transaction"), the Company recognized the difference of \$6.6 million between the proceeds transferred and the carrying amounts of the net assets received in additional paid-in capital in Gabelli's Condensed Consolidated Statements of Financial Condition. Refer to Note 11, Related Party Transactions, for further information on the Keeley Transaction.

9. Goodwill and Identifiable Intangible Assets

Goodwill is initially measured as the excess of the cost of the acquired business over the sum of the amounts assigned to assets acquired less the liabilities assumed. At June 30, 2025 and December 31, 2024, there was goodwill of \$0 and \$0.2 million maintained on the Interim Condensed Consolidated Statements of Financial Condition related to G.distributors.

Intangible assets represent the acquisition-date fair value of customer relationships and mutual fund management contracts acquired. Customer relationships are classified as long-lived assets and will be amortized over a 9-10 year period, while the mutual fund management contracts are classified as indefinite-lived assets.

As a result of becoming the advisor to the Gabelli Enterprise Mergers and Acquisitions Fund (the "Enterprise Fund") and the associated consideration paid, the Company maintains an identifiable intangible asset of \$0.8 million at June 30, 2025 and December 31, 2024. The investment advisory agreement for the Enterprise Fund is next up for renewal in February 2026. As a result of becoming the advisor to the Bancroft Fund Ltd. (the "Bancroft Fund") and the Ellsworth Growth and Income Fund Ltd. (the "Ellsworth Fund") and the associated consideration paid, the Company maintains an identifiable intangible asset of \$1.6 million at June 30, 2024 and December 31, 2025. The investment advisory agreements for the Bancroft Fund and the Ellsworth Fund are next up for renewal in August 2025. Each of these investment advisory agreements are subject to annual renewal by the respective Fund's board of directors, which the Company expects to be renewed, and the Company does not expect to incur additional expense as a result, which is consistent with other investment advisory agreements entered into by the Company.

As a result of the Keeley Transaction, the Company maintains an identifiable intangible asset of \$4.3 million, including approximately \$2.8 million of customer relationships, at June 30, 2025 and \$0 at December 31, 2024. The investment advisory agreement for the Gabelli-Keeley Funds agreement is next up for renewal in August 2025. For the three and six months ended June 30, 2025, the Company recorded \$0.1 million amortization expense of customer relationships. There was no amortization expense for the three or six months ended June 30, 2024. Refer to Note 11, Related Party Transactions, for further information on the Keeley Transaction.

Intangible assets are presented net of amortization, where applicable. The Company assesses the recoverability of goodwill and intangible assets at least annually each November 30, or more often should events warrant. For the three and six months ended June 30, 2025, the Company recorded a write off of \$0.2 million of goodwill related to G.distributors as a result of impairment. There were no indicators of impairment for the identifiable intangible assets and, as such, there was no impairment analysis performed or charge

recorded for such periods. There were no indicators of impairment for the three or six months ended June 30, 2024 and, as such, there was no impairment analysis performed or charge recorded for such periods.

Estimated amortization expense for customer relationships over its estimated life is approximately \$0.3 million for the remainder of 2025, \$0.3 million for each of 2026, 2027, and 2028, and \$1.6 million thereafter.

10. Commitments and Contingencies

From time to time, the Company may be named in legal actions and proceedings in the normal course of business. These actions may seek substantial or indeterminate compensatory, as well as punitive damages or injunctive relief. The Company is also subject to governmental or regulatory examinations or investigations. Liabilities for loss contingencies arising from claims, assessments, litigation, fines, and penalties, and other sources are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated. There are currently no such matters pending that the Company believes could have a material adverse effect on its interim condensed consolidated financial condition, operations, or cash flows at June 30, 2025.

Leases

On December 5, 1997, the Company entered into a fifteen-year lease, expiring on April 30, 2013, of an approximately 60,000 square foot building located at One Corporate Center, Rye, New York (the “Building”) from M4E, LLC (“M4E”), an entity controlled by members of the Chairman’s family. On June 11, 2013, the Company modified and extended its lease of the Building with M4E. The lease term was extended to December 31, 2028, and the base rental remained at \$18 per square foot, or \$1.1 million, for 2014. For each subsequent year through December 31, 2028, the base rental is determined by the change in the consumer price index for the New York Metropolitan Area for November of the immediate prior year with the base period as November 2008 for the New York Metropolitan Area.

This lease has been accounted for as a finance lease under FASB ASC Topic 842 as it transfers substantially all the benefits and risks of ownership to the Company. The Company has recorded the leased property as an asset and a lease obligation for the present value of the obligation of the leased property. The leased property is amortized on a straight-line basis from the date of the most recent extension to the end of the lease. The lease obligation is amortized over the same term using the interest method of accounting. Finance lease improvements are amortized from the date of expenditure through the end of the lease term or the useful life, whichever is shorter, on a straight-line basis. The lease provides that all operating expenses relating to the property (such as property taxes, utilities, and maintenance) are to be paid by the lessee, Gabelli. These are recognized as expenses in the periods in which they are incurred. Accumulated amortization on the leased property at June 30, 2025 and December 31, 2024, was approximately \$6.4 million and \$6.3 million, respectively.

The Company also rents office space under operating leases, which expire at various dates through December 31, 2030.

The following table summarizes the Company's leases for the periods presented (in thousands, except lease term and discount rate):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Finance lease cost - interest expense	\$ 252	\$ 259	\$ 510	\$ 524
Finance lease cost - amortization of right-of-use asset	12	12	24	24
Operating lease cost	108	111	218	224
Sublease income	(37)	(36)	(74)	(72)
Total lease cost	<u>\$ 335</u>	<u>\$ 346</u>	<u>\$ 678</u>	<u>\$ 700</u>
Other information:				
Cash paid for amounts included in the measurement of lease liabilities				
Operating cash flows from operating leases	\$ -	\$ 84	\$ 37	191
Financing cash flows from finance lease	137	114	268	222
Total cash paid for amounts included in the measurement of lease liabilities	<u>\$ 137</u>	<u>\$ 198</u>	<u>\$ 305</u>	<u>\$ 413</u>
Right-of-use assets obtained in exchange for new operating lease liabilities	\$ -	\$ 531	\$ -	\$ 626
Weighted average remaining lease term—finance lease (years)	3.5	4.5	3.5	4.5
Weighted average remaining lease term—operating leases (years)	3.8	4.9	3.8	4.9
Weighted average discount rate—finance lease	19.1%	19.1%	19.1%	19.1%
Weighted average discount rate—operating leases	6.7%	6.7%	6.7%	6.7%

The finance lease right-of-use asset, net of amortization, at June 30, 2025 and December 31, 2024 was \$0.7 million and \$0.8 million, respectively, and the operating right-of-use assets, net of amortization, were \$1.9 million and \$1.9 million, respectively, and these operating right-of-use assets were included within other assets in the Interim Condensed Consolidated Statements of Financial Condition.

The following table summarizes the maturities of lease liabilities at June 30, 2025 (in thousands):

Year ending December 31,	Finance Leases	Operating Leases	Total Leases
2025 (excluding the six months ended June 30, 2025)	\$ 774	\$ 426	\$ 1,200
2026	1,080	641	1,721
2027	1,080	557	1,637
2028	1,080	545	1,625
2029	-	428	428
2030	-	343	343
Total lease payments	\$ 4,014	\$ 2,940	\$ 6,954
Less imputed interest	(1,319)	(811)	(2,130)
Total lease liabilities	<u>\$ 2,695</u>	<u>\$ 2,129</u>	<u>\$ 4,824</u>

The finance lease contains an escalation clause tied to the change in the New York Metropolitan Area Consumer Price Index, which may cause the future minimum payments to exceed the amounts shown above. Future minimum lease payments have not been reduced by related minimum future sublease rentals of approximately \$0.6 million due over the next four years, which are due from affiliated entities.

11. Related Party Transactions

On February 5, 2025, the Company announced that its Chairman and Co-CEO, Mr. Mario J. Gabelli, elected to waive all of his portfolio and relationship compensation that he would otherwise have been entitled to for the period from March 1, 2025 to May 31, 2025. For the three and six months ended June 30, 2025, the waiver reduced compensation expense by \$5.4 million and \$8.2 million, respectively. There was no such waiver for the three and six months ended June 30, 2024.

On May 1, 2025, Gabelli completed the acquisition of the management contracts of the 4 Gabelli-Keeley Funds and approximately 500 Gabelli-Keeley SMAs from Keeley, a related party. The Chicago-based Keeley research, portfolio management, and client service teammates have joined Gabelli and continue to manage and service these assets. Payment for the Keeley Transaction was made 85% by Gabelli and 15% by Keeley Partners LLC, an unaffiliated entity ("Keeley Partners"). This payment was effected through a new subsidiary, Gabelli-Keeley, with Keeley Partners' interest determined to be a liability as a decrease in ownership without an

accompanying change of control. As a result of common control of both Gabelli and Teton by GGCP Holdings, LLC (“GGCP Holdings”), a wholly-owned subsidiary of GGCP, Inc. (“GGCP”), Gabelli recognized the assets and liabilities transferred at their carrying amounts in the accounts of Teton at the date of transfer. The difference between the proceeds transferred and the carrying amounts of the net assets received was recognized in additional paid-in capital in Gabelli’s Condensed Consolidated Statements of Financial Condition. There was no step-up in asset values, creation of new goodwill, nor any gain or loss recognized. The payment structure included \$5.5 million total upfront (split 85% Gabelli and 15% Keeley Partners), plus earn-out payments comprised of 90% of net future earnings, defined as operating income attributable to the Gabelli-Keeley Funds and SMAs before deduction of management fees (“Net Earnings”), from the acquired Funds/SMAs at the end of years 1 and 2, 60% of Net Earnings from the acquired Gabelli-Keeley Funds/SMAs at the end of years 3 and 4, and 50% of Net Earnings from the acquired Gabelli-Keeley Funds/SMAs at the end of year 5, with a true-up payment at the end of year 5, if required, to ensure at least \$11.5 million total payment (“Floor”). The earnout is currently estimated at the Floor, discounted to present value, but could potentially be considerably higher due to uncertain market conditions related to the acquired assets. Keeley Partners has a put option available at the end of years 3 and 5 at Keeley Partners’ cost, which is not mandatorily redeemable. In the current estimation of Gabelli’s management, there is not a high likelihood of the put occurring. The carrying amount of the intangible assets transferred from Teton to Gabelli as of the Closing Date was approximately \$4.4 million, based on Teton’s historical book values. Revenue and expenses from the transferred assets will be reported entirely by Gabelli, with a 15% allocation to Keeley Partners classified as interest expense in the Condensed Consolidated Statements of Income. The assets and results of Keeley prior to the acquisition have not been recast due to immateriality.

Additionally, on August 5, 2024, Teton completed an asset acquisition of Wilen Investment Management Corp. (“Wilen”), a company providing investment management services. These Wilen accounts were included in the Gabelli-Keeley SMAs acquired. Teton’s purchase price was based on a 10-year earnout of the advisory fees related to the acquired assets. No payment was required at the initial closing of the transaction. Teton was required to make quarterly payments to the seller, 45 days after each quarter-end, based on an agreed-upon payout framework. At May 1, 2025, Gabelli recorded a liability for the remaining Wilen earnout acquired, which was approximately \$1.8 million and was included in accrued expenses and other liabilities on the Condensed Consolidated Statements of Financial Condition. The earnout could potentially be considerably higher or lower due to uncertain market conditions related to the acquired assets. The Company has not yet made any earnout payments during 2025.

12. Regulatory Requirements

The Company’s broker-dealer subsidiary, G.distributors, is subject to certain net capital requirements. G.distributors computes its net capital under the alternative method permitted under SEC Rule 15c3-1 under the Securities Exchange Act of 1934, as amended, which requires minimum net capital of the greater of \$250,000 or 2% of the aggregate debit items. The minimum net capital requirement was \$250,000 for the broker-dealer at June 30, 2025 and December 31, 2024. On February 25, 2025, Gabelli contributed \$2.5 million to G.distributors. At June 30, 2025 and December 31, 2024, G.distributors had net capital, as defined, of approximately \$2.2 million and \$0.7 million, respectively, exceeding the regulatory requirement by approximately \$1.9 million and \$0.5 million, respectively.

13. Subsequent Events

From July 1, 2025 to August 8, 2025, the Company repurchased 74,462 shares at \$23.82 per share.

On August 1, 2025, the Compensation Committee of Gabelli approved the issuance of 497,950 phantom RSAs. The phantom RSAs will vest 30% on the third anniversary of the grant date and 70% on the fifth anniversary of the grant date.

On August 5, 2025, the Board of Directors declared its regular quarterly dividend of \$0.08 per share to the Company’s shareholders of Class A Stock and Class B Stock, payable on September 30, 2025 to shareholders of record on September 16, 2025.

On August 5, 2025, the Board of Directors accelerated the vesting relating to 239,400 of Gabelli’s outstanding phantom RSAs effective August 15, 2025. As a result, Gabelli will record an estimated \$0.8 million of additional stock-based compensation expense for the three months ended September 30, 2025 that would have been recorded in future periods.

ITEM 4: MANAGEMENT'S DISCUSSION AND ANALYSIS

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Our disclosure and analysis in this Quarterly Report (the "Quarterly Report") contains some forward-looking statements. Forward-looking statements give our current expectations or forecasts of future events. You can identify these statements because they do not relate strictly to historical or current facts. They use words such as "anticipate," "estimate," "expect," "project," "intend," "plan," "believe," "will," "should," "may," and other words and terms of similar meaning. They also appear in any discussion of future operating or financial performance. In particular, these include statements relating to future actions, future performance of our products, expenses, the outcome of any legal proceedings, and financial results. Although we believe that we are basing our expectations and beliefs on reasonable assumptions within the bounds of what we currently know about our business and operations, there can be no assurance that our actual results will not differ materially from what we expect or believe. Some of the factors that may cause our actual results to differ from our expectations include risks associated with the duration and scope of the ongoing coronavirus pandemic resulting in volatile market conditions, a decline in the securities markets that adversely affect our assets under management, negative performance of our products, the failure to perform as required under our investment management agreements, and a general downturn in the economy that negatively impacts our operations. We are providing these statements as permitted by the Private Litigation Reform Act of 1995. We also direct your attention to any more specific discussions of risk contained in our annual reports, quarterly reports, current reports, and other public filings available on OTC Markets (OTCQX: GAMI). We do not undertake to update publicly any forward-looking statements if we subsequently learn that we are unlikely to achieve our expectations or if we receive any additional information relating to the subject matters of our forward-looking statements.

OVERVIEW

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the unaudited interim condensed consolidated financial statements and the notes thereto included in Item 3 of this Quarterly Report. This discussion contains forward-looking statements and involves numerous risks and uncertainties, including, but not limited to those described in Part C of our annual report for the year ended December 31, 2024, posted on the OTC Markets website. Our actual results could differ materially from those anticipated by such forward-looking statements due to factors discussed under "Cautionary Statement Regarding Forward-Looking Statements" above.

Gabelli (OTCQX: GAMI), established in 1977 and incorporated under the laws of Delaware, is a widely-recognized provider of investment advisory services to 27 open-end funds, 13 United States ("U.S.") closed-end funds and one United Kingdom investment company (collectively, "closed-end funds"), 5 actively managed exchange traded funds ("ETFs"), one société d'investissement à capital variable ("SICAV"), and approximately 1,900 institutional and private wealth management ("Institutional and PWM") investors principally in the U.S. The Company's revenues are based primarily on the levels of assets under management ("AUM") and fees associated with the various investment products.

In 1977, Gabelli launched its well-known All Cap Value equity strategy, Gabelli Value, in a separate account format and in 1986 entered the mutual fund business. Today, Gabelli offers a diverse set of client solutions across asset classes (e.g. Equities, Debt Instruments, Convertibles, non-market correlated Merger Arbitrage), regions, market capitalizations, sectors (e.g. Gold, Utilities) and investment styles (e.g. Value, Growth). Gabelli serves a broad client base, including institutions, intermediaries, offshore investors, private wealth, and direct retail investors.

The investment advisory business is conducted principally through the following subsidiaries: Gabelli Funds, LLC (open-end funds, closed-end funds, actively managed ETFs, and SICAV, collectively, the "Funds") ("Gabelli Funds") and GAMCO Asset Management Inc. (Institutional and PWM) ("GAMCO Asset"). The distribution of open-end funds and actively managed ETFs is conducted through G.distributors, LLC ("G.distributors"), the Company's broker-dealer subsidiary.

On May 1, 2025, Gabelli completed the acquisition of the management contracts of the 4 Gabelli-Keeley Funds and approximately 500 Gabelli-Keeley SMAs from Keeley. The Chicago-based Keeley research, portfolio management, and client service teammates have joined Gabelli and continue to manage and service these assets totaling approximately \$1.0 billion. Gabelli Funds will manage the Gabelli-Keeley Funds, including Keeley Small Cap Dividend Value Fund, Keeley Small-Mid Cap Value Fund, Keeley Mid Cap Dividend Value Fund, and Keeley Small Cap Fund (the "Funds"), and GAMCO Asset will manage the Gabelli-Keeley SMAs.

As of June 30, 2025, we had \$33.4 billion of AUM and \$0.7 billion of assets under administration ("AUA").

Giving Back to Society – \$80 Million Since IPO

Since our IPO in February 1999, our Firm's combined charitable donations total approximately \$80 million, including \$48 million through the shareholder designated charitable contribution program. Since its inception in 2013, Gabelli shareholders have designated charitable gifts to approximately 350 charitable organizations.

The charitable giving program continues today with the creation of a private foundation, the Gabelli Funds Foundation, in September 2024. Headquartered in Reno, Nevada, the charitable program was seeded with an initial contribution of \$5 million.

Actively managed ETFs

We received approval in 2019 for the Gabelli ETFs Trust and may launch up to nine licensed Precidian ActiveShares actively managed ETFs. This innovative product combines the characteristics of an actively managed mutual fund with the intra-day pricing and tax benefits of an ETF, including the benefits from §852(b)(6), which allows a fund to deliver appreciated securities to redeeming shareholders without recognizing any gains and enables shareholders to defer capital gains until they sell their shares. The 5 ETFs launched thus far, all on the NYSE, include:

- LOPP, the Gabelli Love Our Planet & People ETF, which began trading on February 1, 2021, underscores our belief that an investment focus on the environment is essential to the future of the Planet.
- GGRW, the Gabelli Growth Innovators ETF, which began trading on February 16, 2021, provides an investment opportunity in businesses both enabling and benefitting from digital acceleration.
- GAST, the Gabelli Automation ETF, which began trading on January 5, 2022, focuses on companies that use automation equipment, related technology, software, or processes, and firms that use those services to automate their productivity.
- GABF, the Gabelli Financial Services Opportunity ETF, which began trading on May 10, 2022, focuses on companies in the financial services sector.
- GCAD, the Gabelli Commercial Aerospace & Defense ETF, which began trading on January 4, 2023, focuses on the aerospace and defense sectors.

Assets Under Management

AUM was \$33.4 billion as of June 30, 2025 and \$30.7 billion as of June 30, 2024. Equity AUM was \$27.8 billion at June 30, 2025, an increase of \$2.3 billion, or 9.0%, from the June 30, 2024 equity AUM of \$25.5 billion. The second quarter 2025 AUM activity consisted of \$1.0 billion of new assets from the Keeley transaction, \$2.0 billion of market appreciation, net cash outflows of \$0.6 billion, and recurring distributions, net of reinvestments, from the Funds of \$0.1 billion. Average total AUM was \$32.2 billion in the second quarter of 2025 versus \$31.1 billion in the second quarter of 2024, an increase of 3.5%.

We earn incentive fees for assets attributable to certain preferred issues for our closed-end Funds, our GDL Fund (GDL), and Gabelli Merchant Partners Plc (GMP). Assets with incentive-based fees remained unchanged at \$0.2 billion as of June 30, 2025 from \$0.2 billion as of June 30, 2024. The majority of these assets have calendar year-end measurement periods, therefore, our incentive fees are primarily recognized in the fourth quarter when the uncertainty is removed at the end of the annual measurement period.

Roll-forward of AUM (in millions)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Equities:				
Mutual Funds				
Beginning of period assets	\$ 7,959	\$ 8,235	\$ 8,078	\$ 7,973
Inflows	665	189	855	365
Outflows	(423)	(359)	(812)	(791)
Net inflows (outflows)	242	(170)	43	(426)
Market appreciation (depreciation)	620	(26)	704	497
Fund distributions, net of reinvestment	(4)	(4)	(8)	(9)
Total increase (decrease)	858	(200)	739	62
End of period assets	\$ 8,817	\$ 8,035	\$ 8,817	\$ 8,035
Percentage of total assets under management	26.4%	26.2%	26.4%	26.2%
Average assets under management	\$ 8,259	\$ 8,095	\$ 8,061	\$ 8,030
Closed-end Funds				
Beginning of period assets	\$ 7,365	\$ 7,313	\$ 7,344	\$ 7,097
Inflows	19	3	27	44
Outflows	(57)	(48)	(105)	(151)
Net inflows (outflows)	(38)	(45)	(78)	(107)
Market appreciation (depreciation)	445	(89)	644	315
Fund distributions, net of reinvestment	(145)	(127)	(283)	(253)
Total increase (decrease)	262	(261)	283	(45)
End of period assets	\$ 7,627	\$ 7,052	\$ 7,627	\$ 7,052
Percentage of total assets under management	22.9%	23.0%	22.9%	23.0%
Average assets under management	\$ 7,364	\$ 7,166	\$ 7,434	\$ 7,113
Institutional & PWM				
Beginning of period assets	\$ 10,182	\$ 11,146	\$ 10,700	\$ 10,738
Inflows	729	125	849	191
Outflows	(375)	(493)	(976)	(921)
Net inflows (outflows)	354	(368)	(127)	(730)
Market appreciation (depreciation)	838	(342)	801	428
Total increase (decrease) ^(a)	1,192	(710)	674	(302)
End of period assets	\$ 11,374	\$ 10,436	\$ 11,374	\$ 10,436
Percentage of total assets under management	34.1%	34.0%	34.1%	34.0%
Average assets under management	\$ 10,941	\$ 10,775	\$ 11,014	\$ 10,787
SICAV				
Beginning of period assets	\$ 9	\$ 9	\$ 9	\$ 631
Inflows	-	-	-	-
Outflows	-	-	-	(2)
Net inflows (outflows)	-	-	-	(2)
Market appreciation (depreciation)	-	-	-	-
Reclassification to AUA	-	-	-	(620)
Total increase (decrease)	-	-	-	(622)
End of period assets	\$ 9	\$ 9	\$ 9	\$ 9
Percentage of total assets under management	0.0%	0.0%	0.0%	0.0%
Average assets under management	\$ 9	\$ 9	\$ 9	\$ 9
Total Equities				
Beginning of period assets	\$ 25,515	\$ 26,703	\$ 26,131	\$ 26,439
Inflows	1,413	317	1,731	600
Outflows	(855)	(900)	(1,893)	(1,865)
Net inflows (outflows)	558	(583)	(162)	(1,265)
Market appreciation (depreciation)	1,903	(457)	2,149	1,240
Fund distributions, net of reinvestment	(149)	(131)	(291)	(262)
Reclassification to AUA	-	-	-	(620)
Total increase (decrease)	2,312	(1,171)	1,696	(907)
End of period assets	\$ 27,827	\$ 25,532	\$ 27,827	\$ 25,532
Percentage of total assets under management	83.4%	83.1%	83.4%	83.1%
Average assets under management	\$ 26,573	\$ 26,045	\$ 26,518	\$ 25,939

(a) Includes \$210 million and \$223 million of 100% U.S. Treasury Fund AUM at June 30, 2025 and 2024, respectively.

Roll-forward of AUM (in millions) (continued)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Debt Instruments:				
100% U.S. Treasury fund				
Beginning of period assets	\$ 5,638	\$ 4,965	\$ 5,552	\$ 4,615
Inflows	1,243	1,290	2,615	2,895
Outflows	(1,442)	(1,162)	(2,783)	(2,477)
Net inflows (outflows)	(199)	128	(168)	418
Market appreciation (depreciation)	59	66	114	126
Total increase (decrease)	(140)	194	(54)	544
End of period assets	\$ 5,498	\$ 5,159	\$ 5,498	\$ 5,159
Percentage of total assets under management	16.5%	16.8%	16.5%	16.8%
Average assets under management	\$ 5,561	\$ 5,064	\$ 5,556	\$ 4,948
Institutional & PWM				
Beginning of period assets	\$ 32	\$ 32	\$ 32	\$ 32
Inflows	-	-	-	-
Outflows	-	-	-	-
Net inflows (outflows)	-	-	-	-
Market appreciation (depreciation)	-	-	-	-
Total increase (decrease)	-	-	-	-
End of period assets	\$ 32	\$ 32	\$ 32	\$ 32
Percentage of total assets under management	0.1%	0.1%	0.1%	0.1%
Average assets under management	\$ 32	\$ 32	\$ 32	\$ 32
Total Debt Instruments				
Beginning of period assets	\$ 5,670	\$ 4,997	\$ 5,584	\$ 4,647
Inflows	1,243	1,290	2,615	2,895
Outflows	(1,442)	(1,162)	(2,783)	(2,477)
Net inflows (outflows)	(199)	128	(168)	418
Market appreciation (depreciation)	59	66	114	126
Total increase (decrease)	(140)	194	(54)	544
End of period assets	\$ 5,530	\$ 5,191	\$ 5,530	\$ 5,191
Percentage of total assets under management	16.6%	16.9%	16.6%	16.9%
Average assets under management	\$ 5,593	\$ 5,096	\$ 5,588	\$ 4,980
Total AUM				
Beginning of period assets	\$ 31,185	\$ 31,700	\$ 31,715	\$ 31,086
Inflows	2,656	1,607	4,346	3,495
Outflows	(2,297)	(2,062)	(4,676)	(4,342)
Net inflows (outflows)	359	(455)	(330)	(847)
Market appreciation (depreciation)	1,962	(391)	2,263	1,366
Fund distributions, net of reinvestment	(149)	(131)	(291)	(262)
Reclassification to AUA	-	-	-	(620)
Total increase (decrease)	2,172	(977)	1,642	(363)
End of period assets	\$ 33,357	\$ 30,723	\$ 33,357	\$ 30,723
Average assets under management	\$ 32,166	\$ 31,141	\$ 32,106	\$ 30,919

Our AUM by style at June 30, 2025 (in millions) was comprised of the following:

	Funds	Institutional & PWM	SICAV	Total
Value	\$ 9,822	\$ 10,671	\$ 5	\$ 20,498
100% U.S. Treasury	5,498	-	-	5,498
Sector-focused	2,608	-	-	2,608
Growth	1,501	399	-	1,900
Gold and Natural Resources	1,400	115	-	1,515
Event-driven	689	199	5	893
Convertibles	423	22	-	445
Total	<u>\$ 21,941</u>	<u>\$ 11,406</u>	<u>\$ 10</u>	<u>\$ 33,357</u>

Assets Under Administration

(in millions)

	As of			% Change	
	June 30, 2025	December 31, 2024	June 30, 2024	December 31, 2024	June 30, 2024
Mutual Funds	\$ 287	\$ 809	\$ 880	(64.5%)	(67.4%)
SICAV	455	408	468	0.1)	(2.8%)
Total assets under administration	<u>\$ 742</u>	<u>\$ 1,217</u>	<u>\$ 1,348</u>	<u>(39.0%)</u>	<u>(45.0%)</u>

AUA was \$0.7 billion as of June 30, 2025, \$1.2 billion as of December 31, 2024, and \$1.3 billion as of June 30, 2024. The second quarter of 2025 included the reclassification of \$440 million of Mutual Funds from AUA to AUM as a result of the partnership with Keeley for the management contracts of 4 open-end funds.

RESULTS OF OPERATIONS

Investment advisory and incentive fees, which are based on the amount and composition of AUM in our Funds and Institutional and PWM accounts, and distribution fees represent our largest source of revenues. In addition to the general level and trends of the stock market, growth in revenues depends on good investment performance, which influences the value of existing AUM as well as contributes to higher investment and lower redemption rates and facilitates the ability to attract additional investors while maintaining current fee levels. Growth in AUM is also dependent on being able to access various distribution channels, which is usually based on several factors, including performance and service. A majority of our cash inflows to mutual Fund products have come through third party distribution programs, including no-transaction fee programs. We have also been engaged to act as a sub-advisor for other much larger financial services companies with much larger sales distribution organizations. These sub-advisory clients are subject to business combinations that may result in the termination of the relationship. The loss of a sub-advisory relationship could have a significant impact on our financial results in the future.

Advisory fees from the Funds and sub-advisory accounts are computed daily or weekly based on average net assets. Advisory fees from Institutional and PWM clients are generally computed quarterly based on account values as of the end of the preceding quarter. These revenues are based on AUM, which is highly correlated to the stock market and can vary in direct proportion to movements in the stock market and the level of sales compared with redemptions, financial market conditions, and the fee structure for AUM. Revenues derived from the equity-oriented portfolios generally have higher advisory fee rates than debt instruments portfolios.

We also receive incentive fees from certain Institutional and PWM clients, which are based upon meeting or exceeding a specific benchmark index or indices. These fees are recognized at the end of the stipulated contract period, which may be quarterly or annually, for the respective account. Advisory fees on assets attributable to certain of the closed-end preferred shares are earned at year-end if the total return to common shareholders of the closed-end Fund for the calendar year exceeds the dividend rate of the preferred shares. These fees are recognized at the end of the measurement period.

Distribution fees and other income primarily include distribution fee revenue earned in accordance with Rule 12b-1 of the Investment Company Act of 1940, as amended, along with sales charges and underwriting fees associated with the sale of the mutual funds plus

other revenues. Distribution fees fluctuate based on the level of AUM and the amount and type of mutual funds sold directly by G.distributors or through various distribution channels.

Compensation costs include variable and fixed compensation and related expenses paid to officers, portfolio managers, sales, trading, research, and all other teammates. Variable compensation paid to sales teammates and portfolio management generally represents 40% of revenues and is the largest component of total compensation costs. Distribution costs include marketing, product distribution, and promotion costs. The management fee is incentive-based and entirely variable compensation in the amount of 10% of the aggregate pre-tax profits, which is paid to Mr. Mario J. Gabelli or his designee for acting as CEO pursuant to his 2008 Employment Agreement so long as he is an executive of Gabelli and devotes the substantial majority of his working time to the business. Other operating expenses include general and administrative operating costs.

Non-operating income includes gains from investments, net (which includes both net realized and unrealized gains and losses from securities), interest and dividend income, and interest expense. The gain from investments, net is derived from our proprietary investment portfolio consisting of various public investments.

The following table (in thousands, except per share data) and discussion of our results of operations are based upon data derived from the Interim Condensed Consolidated Statements of Income contained in our interim condensed consolidated financial statements and should be read in conjunction with those statements included in Item 3 of this Quarterly Report.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Revenues				
Investment advisory and incentive fees	\$ 55,445	\$ 53,290	\$ 109,231	\$ 105,762
Distribution fees and other income	3,579	4,354	7,121	8,827
Total revenues	59,024	57,644	116,352	114,589
Expenses				
Compensation	25,035	29,006	51,651	57,560
Management fee	2,785	2,021	4,987	4,212
Distribution costs	5,319	5,709	10,457	11,659
Other operating expenses	6,715	5,258	11,494	10,160
Total expenses	39,854	41,994	78,589	83,591
Operating income	19,170	15,650	37,763	30,998
Non-operating income				
Gain / (loss) from investments, net	4,567	99	4,457	1,731
Interest and dividend income	1,615	2,726	3,237	5,759
Interest expense	(310)	(290)	(602)	(583)
Total non-operating income	5,872	2,535	7,092	6,907
Income before income taxes	25,042	18,185	44,855	37,905
Provision for income taxes	4,211	3,168	5,753	7,078
Net income	\$ 20,831	\$ 15,017	\$ 39,102	\$ 30,827
Earnings per share:				
Basic	\$ 0.93	\$ 0.61	\$ 1.74	\$ 1.25
Diluted	\$ 0.93	\$ 0.61	\$ 1.74	\$ 1.25

Three Months Ended June 30, 2025 Compared To Three Months Ended June 30, 2024

Overview

Net income for the second quarter of 2025 was \$20.8 million, or \$0.93 per fully diluted share, versus \$15.0 million, or \$0.61 per fully diluted share, in the second quarter of 2024. The quarter-to-quarter comparison was primarily impacted by higher revenues, lower compensation costs, and higher net gain from investments partially offset by higher income taxes, higher other operating expenses and lower interest and dividend income.

Revenues

Investment advisory and incentive fees for the second quarter of 2025 were \$55.4 million, 3.9% higher than the 2024 comparative figure of \$53.3 million. Open-end Fund revenues increased 2.4% to \$21.2 million in the second quarter of 2025 from \$20.7 million in the second quarter of 2024. Our closed-end Fund revenues increased 11.0% to \$19.1 million in the second quarter of 2025 from \$17.2 million in the second quarter of 2024. Institutional and PWM account revenues, which are generally based on beginning of quarter AUM, decreased by 1.9% to \$15.1 million in the second quarter of 2025 from \$15.4 million in the second quarter of 2024. Revenues relating to the SICAV were \$17 thousand, including \$13 thousand of incentive fees, in the second quarter of 2025 and \$4 thousand, with no incentive fees, for the second quarter of 2024.

Distribution fees and other income were \$3.6 million for the second quarter of 2025, a decrease of \$0.8 million, or 18.2%, from \$4.4 million in the second quarter of 2024, primarily due to lower average AUM in equity mutual Funds that generate distribution fees.

Expenses

Compensation costs, which are largely variable, were \$25.0 million in the second quarter of 2025, or 13.8% lower than prior year comparative compensation costs of \$29.0 million. The quarter over quarter decrease was comprised of the CEO's waiver of his portfolio and relationship compensation of \$5.4 million in the second quarter of 2025, partially offset by a \$0.9 million increase in variable compensation and a \$0.5 million increase in fixed compensation.

Management fee expense, which is wholly variable and based on pretax income, was 2.8 million in the second quarter of 2025, an increase of \$0.8 million or 40.0% to \$2.0 million in the second quarter of 2024.

Distribution costs were \$5.3 million in the second quarter of 2025, a decrease of \$0.4 million, or 7.0%, from \$5.7 million in the second quarter of 2024.

Other operating expenses were \$6.7 million in the second quarter of 2025, an increase of \$1.4 million, or 26.4%, from \$5.3 million in the second quarter of 2024.

Operating income for the second quarter of 2025 was \$19.2 million, an increase of \$3.5 million, or 22.3%, from the \$15.7 million in the second quarter of 2024. Operating income, as a percentage of revenues, was 32.5% in the second quarter of 2025 as compared to 27.1% in the second quarter of 2024.

Non-operating income

Total non-operating income was \$5.9 million for the second quarter of 2025 versus income of \$2.5 million in the second quarter of 2024. Net investment gains were \$4.6 million in the second quarter of 2025 versus net gains of \$0.1 million in the second quarter of 2024. Interest and dividend income was \$1.6 million and \$2.7 million in the second quarter of 2025 and 2024, respectively. Interest expense was \$0.3 million in the second quarter of 2025 and 2024.

The effective tax rates ("ETR") for the three months ended June 30, 2025 and 2024 were 16.8% and 17.4%, respectively.

Six Months Ended June 30, 2025 Compared To Six Months Ended June 30, 2024

Overview

Net income for the first six months of 2025 was \$39.1 million, or \$1.74 per fully diluted share, versus \$30.8 million, or \$1.25 per fully diluted share, in the first six months of 2024. The quarter-to-quarter comparison was primarily impacted by higher revenues, lower compensation costs, lower income taxes and higher net gain from investments, partially offset by lower interest and dividend income and higher other operating expenses.

Revenues

Investment advisory and incentive fees for the first six months of 2025 were \$109.2 million, 3.2% higher than the 2024 comparative figure of \$105.8 million. Open-end Fund revenues increased 2.2% to \$42.0 million in the first six months of 2025 from \$41.1 million in the first six months of 2024. Our closed-end Fund revenues increased 8.5% to \$37.0 million in the first six months of 2025 from \$34.1 million in the first six months of 2024. Institutional and PWM account revenues, which are generally based on beginning of quarter AUM, decreased by 1.3% to \$30.2 million in the first six months of 2025 from \$30.6 million in the first six months of 2024. Revenues

relating to the SICAV were \$22 thousand, including \$13 thousand of incentive fees, in the first six months of 2025 and \$10 thousand, with no incentive fees, for the first six months of 2024.

Distribution fees and other income were \$7.1 million for the first six months of 2025, a decrease of \$1.7 million, or 19.3%, from \$8.8 million in the first six months of 2024, primarily due to lower average AUM in equity mutual Funds that generate distribution fees.

Expenses

Compensation costs, which are largely variable, were \$51.7 million in the first six months of 2025, or 10.2% lower than prior year comparative compensation costs of \$57.6 million. The period over period decrease was comprised of the CEO's waiver of his portfolio and relationship compensation of \$8.2 million in the first six months of 2025, partially offset by a \$1.5 million increase in variable compensation and a \$0.8 million increase in fixed compensation.

Management fee expense, which is wholly variable and based on pretax income, was \$5.0 million in the first six months of 2025, an increase of \$0.8 million, or 19.0%, from the \$4.2 million in the first half of 2024.

Distribution costs were \$10.5 million in the first six months of 2025, a decrease of \$1.2 million, or 10.3%, from \$11.7 million in the first six months of 2024.

Other operating expenses were \$11.5 million in the first six months of 2025, an increase of \$1.3 million, or 12.7%, from \$10.2 million in the first six months of 2024.

Operating income for the first six months of 2025 was \$37.8 million, an increase of \$6.8 million, or 21.9%, from the \$31.0 million in the first six months of 2024. Operating income, as a percentage of revenues, was 32.5% in the first six months of 2025 as compared to 27.1% in the first six months of 2024.

Non-operating income

Total non-operating income was \$7.1 million for the first six months of 2025 versus income of \$6.9 million in the first six months of 2024. Net investment gains were \$4.5 million in the first six months of 2025 versus net gains of \$1.7 million in the first six months of 2024. Interest and dividend income was \$3.2 million and \$5.8 million in the first six months of 2025 and 2024, respectively. Interest expense was \$0.6 million in the first six months of 2025 and 2024.

The ETR for the six months ended June 30, 2025 and 2024 were 12.8% and 18.7%, respectively. The ETR for the first six months of 2025 consisted of the statutory Federal tax rate of 21% offset by a net state income credit rate of 8.2%, relating to the release of an uncertain tax position accrual as a result of a settlement with New York State whereby the Company paid a fee and gave up the right to a refund in exchange for the closing of the audit years 2007-2014.

Reconciliation of GAAP financial measures to non-GAAP (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Revenues, U.S. GAAP basis	\$ 59,024	\$ 57,644	\$ 116,352	\$ 114,589
Operating income, U.S. GAAP basis	19,170	15,650	37,763	30,998
Add back: management fee expense	2,785	2,021	4,987	4,212
Operating income before management fee	\$ 21,955	\$ 17,671	\$ 42,750	\$ 35,210
Operating margin	32.5%	27.1%	32.5%	27.1%
Operating margin before management fee	37.2%	30.7%	36.7%	30.7%

LIQUIDITY AND CAPITAL RESOURCES

Our principal assets are highly liquid in nature and consist of cash and cash equivalents, U.S. Treasury Bills, short-term investments, and securities held for investment purposes. Cash and cash equivalents are comprised primarily of a 100% U.S. Treasury money market fund managed by Gabelli (The Gabelli U.S. Treasury Money Market Fund).

Summary cash flow data for the first six months of 2025 and 2024 was as follows (in thousands):

	Six months ended June 30,	
	2025	2024
Cash flows provided by/(used in) activities:		
Operating activities	\$ 12,809	\$ 41,113
Investing activities	44,713	(7,549)
Financing activities	(17,822)	(19,271)
Net increase in cash and cash equivalents from activities	39,700	14,293
Effect of exchange rates on cash and cash equivalents	134	(1)
Net increase in cash and cash equivalents	39,834	14,292
Cash and cash equivalents, beginning of period	17,254	61,801
Cash and cash equivalents, end of period	<u>\$ 57,088</u>	<u>\$ 76,093</u>
Short-term investments in U.S. Treasury Bills	\$ 49,401	\$ 99,061
Investments in fixed maturity securities	6,699	6,700
Cash, cash equivalents, short-term investments in U.S Treasury Bills, and investments in fixed maturity securities	<u>\$ 113,188</u>	<u>\$ 181,854</u>

Cash and liquidity requirements have historically been met through cash generated by operating income and our borrowing capacity.

On February 5, 2025, the Company announced that its Chairman and Co-CEO, Mr. Mario J. Gabelli, elected to waive all of his portfolio and relationship compensation that he would otherwise have been entitled to for the period from March 1, 2025 to May 31, 2025. As a result of this waiver, there was \$5.4 million and \$8.2 million of compensation waived by the Co-CEO for the three and six months ended June 30, 2025, respectively.

As of June 30, 2025, we had cash, cash equivalents, short-term investments in U.S. Treasury Bills, and investments in fixed maturity securities of \$113.2 million, a decrease of \$8.9 million from December 31, 2024, primarily due to the Company's operating and investing activities, partially offset by the Company's financing activities, described below. There was no debt outstanding at June 30, 2025 or December 31, 2024.

Net cash provided by operating activities was \$12.8 million for the six months ended June 30, 2025, as compared to \$41.1 million provided by operating activities in the prior year's comparative period. Cash flows from operating activities primarily consisted of net income adjusted for certain non-cash items and changes in assets and liabilities.

Net cash provided by investing activities in the first six months of 2025 was \$44.7 million, relating to proceeds from sales and maturities of securities of \$102.7 million partially offset by purchase of securities held for investments of \$53.3 million and acquisition of intangible assets of \$4.7 million, as compared to \$7.5 million used in investing activities in the prior year's comparative period, relating to \$112.2 million purchase of securities held for investments partially offset by \$104.7 million of proceeds from sales and maturities of securities. As of June 30, 2025, we had total investments in securities at fair value of \$69.7 million, an increase of \$9.0 million from the prior year-end balance of \$60.7 million.

Net cash used in financing activities in the first six months of 2025 was \$17.8 million, including \$14.0 million paid for the purchase of treasury stock, \$3.6 million paid in dividends, and \$0.3 million paid on the principal portion of lease liabilities, as compared to \$19.3 million used in the prior year's comparative period, including \$12.2 million paid for the purchase of treasury stock, \$6.8 million paid in dividends, and \$0.2 million paid on the principal portion of lease liabilities.

The Company's principal contractual commitments include payments of lease obligations and earnout payments to Teton and Wilen. Under the terms of the lease of our Rye, New York office, we are obligated to make minimum total payments of \$4.0 million through

December 2028. We are obligated to make future payments under various contracts such as finance and operating lease agreements of \$2.9 million. Gabelli's contingent consideration earnouts are estimated to total approximately \$5.1 million (\$3.7 million present value) to Teton with annual payments through May 1, 2030 and \$2.3 million (\$1.8 million present value) to Wilen Investment Management Corp. ("Wilen") with quarterly payments through August 4, 2034.

We also had a net liability for unrecognized tax benefits related to uncertain tax positions of \$9.7 million, including penalties and interest related to tax uncertainties in income taxes of approximately \$3.9 million, some or all of which could result in future cash payments to various taxing authorities. At this time, we are unable to estimate the timing and amount of any future cash outflows related to these uncertain tax positions. As such amounts above, both individually and in the aggregate, can be satisfied with cash on hand and investments, we do not believe they represent a material liquidity risk to the company. We do not invest in any other off-balance sheet vehicles that provide financing, liquidity, market, or credit risk support or engage in any leasing activities that expose us to any liability that is not reflected on the interim condensed consolidated financial statements.

We have one broker-dealer subsidiary, G.distributors, which is subject to certain net capital requirements. G.distributors computes its net capital under the alternative method permitted under SEC Rule 15c3-1 under the Securities Exchange Act of 1934, as amended, which requires minimum net capital of the greater of \$250,000 or 2% of the aggregate debit items. The minimum net capital requirement was \$250,000 for the broker-dealer at June 30, 2025 and December 31, 2024. On February 25, 2025, Gabelli contributed \$2.5 million to G.distributors. At June 30, 2024 and December 31, 2024, G.distributors had net capital, as defined, of approximately \$2.2 and \$0.7 million, respectively, exceeding the regulatory requirement by approximately \$1.9 million and \$0.5 million, respectively.

Significant Accounting Policies and Estimates

The preparation of the interim condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the dates of the interim condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods presented. Actual results could differ significantly from those estimates. See Note 1 in Part D, *Management Structure and Financial Information*, in Gabelli's Annual Report for the year ended December 31, 2024, for details on Significant Accounting Policies.

ITEM 5. LEGAL PROCEEDINGS

The information required with respect to this item can be found in Note 10, *Commitments and Contingencies* of the notes to the Company's unaudited interim condensed consolidated financial statements contained in this Quarterly Report, and such information is incorporated by reference into this Item 5.

ITEM 6. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 7. OTHER INFORMATION

Not applicable.

ITEM 8. EXHIBITS

No exhibits.

Purchases of equity securities by the issuer and affiliated purchasers were included in Item 2 of this Quarterly Report.

ITEM 9. CERTIFICATIONS

Certification by the co-principal executive officers

We, Mario J. Gabelli and Douglas R. Jamieson, certify that:

1. We have reviewed this Quarterly Report of GAMCO Investors, Inc.;
2. Based on our knowledge, this Quarterly Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Quarterly Report; and
3. Based on our knowledge, the financial statements, and other financial information included or incorporated by reference in this Quarterly Report, fairly present in all material respects the financial condition, results of operations, and cash flows of the issuer as of, and for, the periods presented in this Quarterly Report.

Date: August 8, 2025

/s/ Mario J. Gabelli

Name: Mario J. Gabelli

Title: Co-Chief Executive Officer (Co-Principal Executive Officer)

/s/ Douglas R. Jamieson

Name: Douglas R. Jamieson

Title: Co-Chief Executive Officer (Co-Principal Executive Officer)

Certification by the principal financial officer

I, Kieran Caterina, certify that:

1. I have reviewed this Quarterly Report of GAMCO Investors, Inc.;
2. Based on my knowledge, this Quarterly Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Quarterly Report; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this Quarterly Report, fairly present in all material respects the financial condition, results of operations, and cash flows of the issuer as of, and for, the periods presented in this Quarterly Report.

Date: August 8, 2025

/s/ Kieran Caterina

Name: Kieran Caterina

Title: Chief Accounting Officer (Principal Financial Officer)