# BEXIL

- **Notice of 2022 Annual Meeting and Proxy Statement**

- **2021 Annual Report**

**Stock Symbol:**

# BXLC

**3814 Route 44**
**Millbrook, NY 12545**

**Tel 1-212-785-0900**
**www.Bexil.com**

**BEXIL CORPORATION**

**Notice of Annual Meeting of Stockholders**

To the Stockholders:

Notice is hereby given that the 2022 Annual Meeting of Stockholders (the "Meeting") of Bexil Corporation, a Maryland corporation (the "Company"), will be held by conference call (dial-in number: (650)-419-1505; access code: 499 993 868) on June 7, 2022 at 11:30 a.m. ET, for the following purposes:

1. To elect each of John C. Hitchcock and William Winmill to the board of directors of the Company as a Class III Director to serve until the 2025 annual meeting of stockholders, or thereafter when his successor is duly elected and qualifies.

2. To ratify the 2022 compensation of independent directors.

3. To consider and act upon any other business as may properly come before the Meeting or any postponement or adjournment thereof.

***The board of directors unanimously recommends that stockholders vote FOR each of the proposals.***

Stockholders of record at the close of business on April 11, 2022 are entitled to receive notice of and to vote at the Meeting.

By Order of the board of directors

Russell Kamerman
Secretary

Millbrook, New York
April 20, 2022

THE MEETING WILL START PROMPTLY AT 11:30 A.M. ET. TO AVOID DISRUPTION, ADMISSION MAY BE LIMITED ONCE THE MEETING STARTS. PHOTOGRAPHIC OR OTHER IDENTIFICATION MAY BE REQUIRED FOR ADMISSION TO THE MEETING. PLEASE SIGN AND DATE THE ENCLOSED PROXY CARD AND RETURN IT PROMPTLY IN THE ENCLOSED POSTAGE PAID ENVELOPE WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING. ANY STOCKHOLDER OF RECORD PRESENT AT THE MEETING MAY VOTE IN PERSON (FOR PURPOSES HEREIN, "IN PERSON" SHALL REFER TO ATTENDANCE BY CONFERENCE CALL) INSTEAD OF BY PROXY, THEREBY CANCELING ANY PREVIOUS PROXY.

**Please Vote Immediately by Signing and Returning the Enclosed Proxy Card.**
*Delay may cause the Company to incur additional expenses to solicit votes for the Meeting.*

## BEXIL CORPORATION

## PROXY STATEMENT

**Annual Meeting of Stockholders**
**to be held June 7, 2022**

This Proxy Statement is furnished in connection with a solicitation of proxies by Bexil Corporation, a Maryland corporation (the "Company"), to be voted at the 2021 Annual Meeting of Stockholders of the Company to be held by conference call (dial-in number: (650)-419-1505; access code: 499 993 868) on June 7, 2022 at 11:30 a.m. ET, and at any postponements or adjournments thereof (the "Meeting"), for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders. Only stockholders of record at the close of business on April 11, 2022 (the "Record Date") are entitled to be present and to vote on matters at the Meeting. Stockholders are entitled to one vote for each Company share held. Shares represented by executed and unrevoked proxies will be voted in accordance with the instructions on the Proxy Card. A stockholder may revoke a proxy by delivering to the Company a signed proxy with a date later than the previously delivered proxy or by sending a written revocation to the Company. To be effective, such revocation must be received prior to the Meeting. In addition, any stockholder who attends the Meeting in person (for purposes herein, "in person" shall refer to attendance by conference call) may vote by ballot at the Meeting, thereby canceling any proxy previously given. As of the Record Date, the Company had 753,228 shares of common stock issued and outstanding. Stockholders of the Company will vote as a single class.

It is estimated that proxy materials will be mailed to stockholders as of the Record Date on or about April 27, 2022.

At the Meeting, the presence in person or by proxy of stockholders entitled to cast one third or more of all the votes entitled to be cast at the Meeting constitutes a quorum. In the absence of a quorum, the chairman of the board of directors (the "Board"), if present, or if not present, then any officer entitled to preside or act as secretary of such meeting, if present, or if not present, then any stockholder present in person or by proxy entitled to vote, may adjourn the meeting without determining the date of the new meeting or from time to time without further notice to a date not more than 120 days after the original record date. Any business that might have been transacted at the meeting originally called may be transacted at any such adjourned meeting at which a quorum is present. Abstentions and broker non-votes will not have an impact on the chairman's determination to adjourn the Meeting. At such adjourned Meeting at which a quorum is present, any business may be transacted which might have been transacted at the Meeting as originally notified. Notice of adjournment of a stockholders meeting to another time or place need not be given if such time and place are announced at the meeting. A stockholder vote may be taken for one or more proposals prior to any adjournment.

Properly executed proxies may contain instructions to abstain from voting or to withhold authority to vote (an "abstention") or may represent a broker "non-vote" (which is a proxy from a broker or nominee indicating that the broker or nominee has not received instructions from the beneficial owner or other persons entitled to vote shares on a particular matter with respect to which the broker or nominee does not have discretionary power to vote). The shares represented by abstentions or broker non-votes will be considered present at the Meeting for purposes of determining the existence of a quorum for the transaction of business. Under Maryland law, abstentions do not constitute a vote "for" or "against" a matter and will be disregarded in determining "votes cast" on an issue.

No other business may be acted upon at the Meeting other than as described in this Proxy Statement. If any procedural matters related to the proposals described herein properly come before the Meeting, shares represented by proxies will be voted in the discretion of the person or persons holding the proxies.

All costs of soliciting proxies for the Meeting will be borne by the Company. Banks, brokerage houses, and other custodians will be requested on behalf of the Company to forward solicitation material to the beneficial owners of Company shares to obtain authorizations for the execution of proxies, and the Company will reimburse them for any reasonable expenses they incur. In addition, some of the officers of the Company may, without remuneration, solicit proxies personally, by telephone, electronically, or by other means. If you are a record holder of one or more of the Company's shares and plan to attend the Meeting in person, in order to gain admission, you must show valid photographic identification, such as your driver's license or passport. If you hold shares of the Company through a bank, broker, or other nominee, and plan to attend the Meeting in person, in order to gain admission, you must show valid photographic identification, such as your driver's license or passport, and satisfactory proof of ownership of shares in the Company, such as your voting instruction form or a letter from your bank, broker, or other nominee's statement indicating ownership as of the record date for the Meeting. For purposes of a meeting held by conference call, this information may be requested electronically.

Notwithstanding anything herein to the contrary, for purposes of this Meeting, which will be held by conference call, the Company: (1) will take reasonable measures to verify that each person deemed present and permitted to vote at the Meeting is a stockholder or the holder of a valid proxy from a Company stockholder; (2) will take reasonable measures to provide such shareholders and proxy holders a reasonable opportunity to participate in the Meeting — including an opportunity to read or hear the proceedings as they happen substantially and concurrently with such proceedings — and to vote on matters submitted to the stockholders; and (3) will maintain a record of votes and other actions taken at the Meeting.

**PROPOSAL 1: TO ELECT EACH OF JOHN C. HITCHCOCK AND WILLIAM WINMILL TO THE BOARD OF DIRECTORS OF THE COMPANY AS A CLASS III DIRECTOR TO SERVE UNTIL THE 2025 ANNUAL MEETING OF STOCKHOLDERS, OR THEREAFTER WHEN HIS SUCCESSOR IS DULY ELECTED AND QUALIFIES.**

Pursuant to the governing documents of the Company, the Board is divided into three classes, designated Class I, Class II, and Class III. One class of directors is to be elected at each annual meeting of stockholders to serve for a term expiring at the time of the third succeeding annual meeting of stockholders, or thereafter in each case when their respective successors are elected and qualify. At the Meeting, stockholders will be asked to elect each of John C. Hitchcock and William Winmill (the "Nominees") as Class III director. Each of Mr. Hitchcocks's and Winmill's term as a Class III director will expire at the Meeting, or thereafter when his successor is elected and qualifies. No other class of directors has a term that so expires this year.

Each Nominee has consented to being named in this Proxy Statement and has agreed to serve if elected. If you properly execute and return your proxy but do not indicate any voting instructions, your shares will be voted for the election of each Nominee. Should a Nominee withdraw or otherwise become unavailable for election due to events not now known or anticipated, it is intended that the proxy holders will vote for the election of such other person or persons as the Board may recommend.

The following table sets forth certain information concerning the Nominees for Class III Director of the Company:

| Name, Address, [1] and Date of Birth | Position(s) Held with Company | Term of Office and Length of Time Served | Principal Occupation(s) During Past 5 Years |
|---|---|---|---|
| **Independent[2] Director Nominee** | | | |
| John C. Hitchcock<br>October 17, 1956 | Director<br>(Class III) | Since 2016 (current term ends at the 2022 annual meeting, or thereafter when his successor is elected and qualified) | Managing Director & Vice President, Energy Intelligence Group, 2010 - Present. Mr. Hitchcock is an officer of a 60-plus-year-old company whose core lines include web-based newsletters, conferences and research. Direct reports have included general counsel, circulation and billing, compliance, and sales and marketing. He previously held editorial and executive positions with Dow Jones & Co. and Institutional Investor Inc. |
| **Interested Director Nominee** | | | |
| William Winmill<br>December 29, 1991 | Director<br>(Class III) | Since 2021 (current term ends at the 2022 annual meeting, or thereafter when his successor is elected and qualified) | Investor at Chester Holdings, a family investment office in Greenwich, CT, 2021 – Present. He has also served as a director of Winco since 2021. Previously, he served as Vice President and/or in such other capacities of the Company, Winco, its affiliates, and the Fund Complex, from 2014 – 2019. He graduated from Columbia University Graduate School of Business in 2021. |

(1) The mailing address of each Nominee is 3814 Route 44, Millbrook, New York 12545.
(2) "Independent director" as used throughout this proxy statement means a director who (i) neither directly nor through any corporation, firm, or other entity in which the director has a material financial interest, has a current contract or other transaction with the Company, other than as a Company director, unless section 2-419(a) of the Maryland General Corporation Law applies, or (ii) is deemed "independent" by the Board.

In considering each Nominee, the Nominating Committee evaluated each Nominee's background and his oversight and service as a member of the Board. Each Nominee was deemed to have an excellent educational background, a great reputation for high ethical standards and personal and professional integrity, and strong financial, technical and other expertise which may complement the Board's existing mix of skills and qualifications. The Nominating Committee also expected each Nominee to contribute to the ongoing functions of the Board, including an ability and commitment to attend meetings regularly, work collaboratively with other members of the Board, and carry out his duties in the best interests of the Company, as well as, with respect to Mr. Hitchcock, qualify as an independent director. In considering each Nominee, the Board evaluated each of Mr. Hitchcocks's and Winmill's background and his specific qualifications, attributes, knowledge, expertise, experience, and skills as a result of his occupational experience as set forth herein. The Board also considered and evaluated Mr. Hitchcock's independence and each Nominee's experience with Company board, audit, compensation, governance, and operational matters.

The Board believes that the significance of each director's qualifications, attributes, knowledge, expertise, experience, and skills is an individual matter (meaning that experience important for one director may not have the same value for another) and that these factors are best evaluated at the Board level, with no single director, or particular factor, being indicative of Board effectiveness. In its periodic self-assessment of the effectiveness of the Board, the Board considers the complementary individual skills and experience of the individual directors in the broader context of the Board's overall composition so that the Board, as a body, possesses the appropriate (and appropriately diverse) skills and experience to oversee the business of the Company. References to the qualifications, attributes and skills of directors do not constitute holding out the Board or any director as having any special expertise or experience, and shall not impose any greater responsibility or liability on any such person or on the Board by reason thereof.

**Vote Required**

As set forth in the Company's bylaws, except as otherwise provided in the charter and notwithstanding any other provision of Maryland law, "the election of any director by stockholders requires the affirmative vote of at least eighty percent (80%) of the outstanding shares of all classes of voting stock, voting together, in person or by proxy at a meeting at which a quorum is present, unless such action is approved by resolution adopted by the affirmative vote of a majority of the total number of authorized directors, whether or not there exist any vacancies in previously authorized directorships at the time such resolution is presented to the board of directors for adoption, in which case such action requires the affirmative vote of a plurality of the votes cast at the Meeting." Inasmuch as the election of each Nominee was approved by a majority of the board of directors, a plurality of all the votes cast at the Meeting at which a quorum is present shall be sufficient to elect each Nominee.

***THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR EACH NOMINEE. ANY SIGNED BUT UNMARKED PROXIES WILL BE VOTED FOR EACH NOMINEE.***

**Current Board Members**

In addition to each Nominee set forth above, the Board is comprised of the individuals listed below.

| Name, Address,[(1)] and Date of Birth | Position(s) Held with Company | Term of Office and Length of Time Served | Principal Occupation(s) During Past 5 Years |
|---|---|---|---|
| **Independent Director** | | | |
| Philip N. Kadinsky-Cade<br>May 28, 1959 | Director (Class II) | Since 2014 (current term ends at the 2024 annual meeting, or thereafter when his successor is elected and qualified) | Independent trader since 2007. Previously, Mr. Kadinsky-Cade was a founder and Managing Member of Bluehaven Management Group, LLC and co-organizer/manager of Grey Owl Partners, LP. |
| **Interested Director** | | | |
| Thomas B. Winmill, Esq.<br>P.O. Box 4<br>Walpole, NH 03608<br>June 25, 1959 | Director (Class I)<br>Chairman, President, Chief Executive Officer, and Chief Legal Officer | Since 1999 (current term ends at the 2023 annual meeting, or thereafter when his successor is elected and qualified) | Mr. Winmill has served as President, Chief Legal Officer, and Chief Executive Officer, and a director of the Company since 1999 and in other capacities since 1996. Since 1999, he has also served as a director or trustee, President, Chief Legal Officer, and Chief Executive Officer of Winmill & Co. Incorporated ("Winco"), its affiliates, and the investment companies managed by their affiliates (the "Fund Complex"), and in other capacities since 1988. Mr. Winmill is a member of the New York State Bar. |

(1) The mailing address of each director is, except as noted otherwise, 3814 Route 44, Millbrook, New York 12545.

**Executive Officers**

The current executive officers of the Company, other than those who serve as directors, are as follows:

| Name, Address(1) and Date of Birth | Position(s) Held with Company | Officer Since(2) | Principal Occupation(s) During Past 5 Years |
|---|---|---|---|
| Thomas O'Malley<br>July 22, 1958 | Chief Accounting Officer, Chief Financial Officer, and Treasurer | 2005 | Chief Accounting Officer, Chief Financial Officer, Treasurer, and Vice President of the Company, Winco, its affiliates, and the Fund Complex. He is a certified public accountant. |
| Russell Kamerman, Esq.<br>July 8, 1982 | Chief Compliance Officer, Secretary, and General Counsel | 2014 | Chief Compliance Officer, Secretary, and General Counsel of the Company, and in such capacity or as Assistant Chief Compliance Officer, Assistant Secretary, and Assistant General Counsel for Winco, its affiliates, and the Fund Complex, and in other capacities since 2014. Previously, he was an attorney in private practice focusing on regulatory, compliance, and other general corporate matters relating to the structure, formation, and operation of investment funds and investment advisers. He is a member of the New York State Bar. |
| Donald Klimoski II, Esq.<br>September 24, 1980 | Assistant Chief Compliance Officer, Assistant Secretary, Assistant General Counsel | 2017 | Assistant Chief Compliance Officer, Assistant Secretary, and Assistant General Counsel of the Company, and in such capacity or as Chief Compliance Officer, Secretary, and General Counsel for Winco, its affiliates, and the Fund Complex since 2017. He is a member of the New York, New Jersey and Patent Bars. Previously, he served as Associate General Counsel of Commvault Systems, Inc. Prior to that, he was an associate at Sullivan & Cromwell LLP, where his practice focused on mergers and acquisitions, securities law, corporate governance, intellectual property and related matters. |
| Heidi Keating<br>March 28, 1959 | Vice President | 1978 | Vice President of the Company, Winco, its affiliates, and the Fund Complex. |

(1) The mailing address of each officer is, except as noted otherwise, 3814 Route 44, Millbrook, New York 12545.

(2) Officers hold their positions with the Company until a successor has been duly elected and qualifies. Officers are generally elected annually. The officers were last elected on December 3, 2021.

**Current Board Leadership Structure and Oversight Responsibilities**

The Board is responsible for the oversight of the Company's operations. The Board is currently composed of four members, two of whom are independent directors. As described below, the Board has established three standing committees, Audit, Compensation, and Governance Committee ("ACG Committee"), Executive Committee, and Nominating Committee, and may establish *ad hoc* committees or working groups from time to time, to assist the Board in fulfilling its oversight responsibilities. The Board designated the ACG Committee, consisting of all the independent directors, to consider matters related to audit, compensation, and governance. In accordance with an ACG Committee recommendation, the Board designated the Nominating Committee to consider matters related to nominating candidates for election as directors of the Company and, specifically, to determine the slate of director nominees for election to the Company's Board of Directors, to fill vacancies between annual stockholder meetings, and to review, evaluate, and recommend changes to the Company's corporate governance, and provided that the Nominating Committee be comprised of the chairman of the board, the deputy or vice chairman, if any, and the chief executive officer, with the exact number of members on the Nominating Committee depending on the number of individuals on the board with such titles. With respect to the Executive Committee, Article IV, Section 2 of the Company's Bylaws provides "Powers of the Executive Committee. Unless otherwise provided by resolution of the board of directors, when the board of directors is not in session the Executive Committee shall have and may exercise all powers of the board of directors in the direction of the management of the business and affairs of the Corporation that may lawfully be exercised by an Executive Committee."

Mr. Thomas B. Winmill is chairman of the Board of Directors (the "Chairman") pursuant to Article III, Section 7 of the Company's Bylaws, which provides "The chairman of the board of directors shall be the president if a director or, if not, the next most senior officer of the Corporation who is a member of the board of directors, and the chairman, or his designee, shall preside at all stockholders meetings and at all meetings of the board of directors. He shall have such other powers and perform such other duties as may be assigned to him from time to time by the board of directors (or an authorized committee thereof)." Mr. Thomas B. Winmill has been active in investment management for over 25 years as a portfolio manager, chief executive officer, general counsel, compliance officer, and in other capacities. The Chairman presides at each Board meeting, establishes the agenda for Board meetings, and acts as the primary liaison between the independent directors and Company management. The Chairman of the Board is an interested director of the Company. The independent directors have not appointed a lead independent director. The independent directors believe that the utilization of an interested director as Chairman provides an efficient structure for them to coordinate with Company management in carrying out their responsibilities. The independent directors also regularly meet among themselves and the Chairman plays an important role in communicating with them in identifying matters of special interest to be addressed by Company management and the Board. The Chairman may also perform such other functions as may be requested by the directors from time to time. Designation as Chairman does not impose on such director any duties or standards greater than or different from other directors. The directors believe that the Board's leadership structure, taking into account, among other things, its committee structure, which permits certain areas of responsibility to be allocated to the independent directors, is appropriate given the characteristics and circumstances of the Company.

For the fiscal year ended December 31, 2021, the current Board held five meetings. For the fiscal year ended December 31, 2021, each of the directors currently in office attended all of the meetings of the Board and all of the meetings of the Committees of the Board held during the period in which he served. The Company does not have a formal policy regarding attendance by directors at annual meetings of stockholders but encourages such attendance. On June 8, 2021, the Company held an annual meeting of stockholders, which was attended by all of the directors.

**ACG Committee**

During fiscal year 2021, the ACG Committee met four times. In 2021 the ACG Committee retained Strategic Compensation Planning, Inc. ("SCP"), as an independent compensation consultant, to conduct an assessment of the Company's Chief Executive Officer compensation program. Based on SCP's assessment, the ACG Committee determined that the Chief Executive Officer's 2022 salary and performance based incentive compensation falls within an appropriate range for the position.

**PROPOSAL 2: TO RATIFY THE 2022 COMPENSATION OF INDEPENDENT DIRECTORS.**

For the services of each independent director on the Board in 2022, the Board has approved an annual retainer of $8,000, payable semi-annually, a fee of $11,000 for each semi-annual Board meeting attended, $1,000 for each special meeting attended, $1,000 for each committee meeting attended, and $2,000 for each stockholders' meeting attended. Each independent director will also be reimbursed for reasonable travel and out-of-pocket expenses associated with attending Board and committee meetings. Employees of the Company receive no additional compensation for their service on the Board. In 2021, Mr. Hitchcock and Mr. Kadinsky-Cade received $37,000 and $37,000, respectively, as fees for their services as independent directors.

Although the Board has sole authority to determine the compensation of independent directors of the Company, it is seeking the opinion of the stockholders regarding the 2022 compensation of independent directors. For this reason, stockholders are being asked to ratify the 2022 compensation of independent directors. If stockholders do not ratify the 2022 compensation of independent directors, the Board will take that fact into consideration, but may, nevertheless, continue to compensate the independent directors as set forth herein or otherwise as the Board may deem appropriate from time to time.

**Vote Required**

Under Article VIII of the Company's charter, except as otherwise provided in the charter and notwithstanding any other provision of the Maryland General Corporation Law to the contrary, any action submitted to a vote by stockholders requires the affirmative vote of at least eighty percent (80%) of the outstanding shares of all classes of voting stock, voting together, in person or by proxy at a meeting at which a quorum is present, unless such action is approved by the vote of a majority of the board of directors, in which case such action requires the lesser of (A) a majority of all the votes entitled to be cast on the matter with the shares of all classes of voting stock voting together, or (B) if such action may be taken or authorized by a lesser proportion of votes under applicable law, such lesser proportion. Inasmuch as the ratification of the 2022 compensation of independent directors was approved by the vote of a majority of the board of directors, a majority of all the votes cast at the Meeting at which a quorum is present is sufficient to ratify the 2022 compensation of independent directors.

***THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE***
***<u>FOR</u> THE PROPOSAL TO RATIFY THE COMPENSATION OF INDEPENDENT DIRECTORS.***
***ANY SIGNED BUT UNMARKED PROXIES WILL BE VOTED <u>FOR</u> PROPOSAL 2.***

**OTHER BUSINESS**

The Company's bylaws provide that the only matters that may be acted on at the Meeting are those specified in the Notice of Meeting (or any supplement thereto) given by or at the direction of the Board of Directors (or any duly authorized committee thereof) or as otherwise set forth in the Company's bylaw. Accordingly, other than procedural matters, no other business may properly come before the Meeting. If any such procedural matters requiring a vote of stockholders should arise, the persons named as proxies will vote on such procedural matters in accordance with their discretion.

## ADDITIONAL INFORMATION

In addition to the use of the mails, proxies may be solicited personally, by telephone, electronically, or by other means, and the Company may pay persons holding its shares in their names or those of their nominees for their expenses in sending soliciting materials to their beneficial owners. The Company will bear the cost of soliciting proxies. Authorizations to execute proxies may be obtained by telephonic instructions in accordance with procedures designed to authenticate the stockholder's identity. In cases where a telephonic proxy is solicited, the stockholder may be asked to provide his or her address, social security number (in the case of an individual), taxpayer identification number (in the case of an entity), or other identifying information, and the number of shares owned and to confirm that the stockholder has received the Company's Proxy Statement and proxy card in the mail. Please see the enclosed proxy card for voting instructions. Stockholders requiring further information with respect to voting instructions or the proxy generally should contact the Company or the Company's transfer agent. Any stockholder giving a proxy may revoke it at any time before it is exercised by submitting to the Company a written notice of revocation or a subsequently executed proxy or by attending the Meeting and voting in person.

### Discretionary Authority; Submission Deadlines for Stockholder Proposals

Although no business may come before the Meeting other than that specified in the Notice of Annual Meeting of Stockholders, shares represented by executed and unrevoked proxies will confer discretionary authority to vote on matters which the Company did not have notice of a reasonable time prior to mailing this Proxy Statement to stockholders. The Company's current bylaws provide that, among other things, for any nomination of individuals for election to the board of directors or other business to be properly brought before an annual meeting by a stockholder, the stockholder must have given timely and proper notice thereof in writing to the secretary of the Company and any such other business must otherwise (A) be a proper subject to be proposed and voted upon by stockholders of the Company under the Company's bylaws, the Company's charter, the Maryland General Corporation Law (the "MGCL") and other applicable law and (B) not relate to a matter that is reserved for action by the Board of Directors under the Company's bylaws, the Company's charter, the MGCL or other applicable law. To be timely for an annual meeting, a stockholder notice shall set forth all information required under Section 11 of the Company's bylaws and shall be delivered to, or mailed and received by, the secretary at the principal executive office of the Company not earlier than the 150th calendar day, nor later than the close of business on the 120th calendar day, prior to the first anniversary of the date of the proxy statement for the preceding year's annual meeting. Proposals should be mailed to Bexil Corporation, Attention: Secretary, 3814 Route 44, Millbrook, New York 12545. The submission by a stockholder of a proposal for presentation at any stockholder meeting does not guarantee that it will be presented. Stockholder proposals are subject to certain requirements under Maryland law and must be submitted in accordance with the Company's bylaws.

### How to Communicate with the Company's Board of Directors

Stockholders who wish to communicate with the Board or a particular director may send a letter to the Secretary of the Company at 3814 Route 44, Millbrook, New York 12545. The mailing envelope must contain a clear notation indicating that the enclosed letter is a "Stockholder-Board Communication" or "Stockholder-Director Communication." All such letters must identify the author as a stockholder and clearly state whether the intended recipients are all members of the Board or just certain specified individual directors. All communications received as set forth above will be opened by the office of our Secretary for the sole purpose of determining whether the contents represent a message to Company's directors. Materials that are unrelated to the duties and responsibilities of the Board, such as solicitations, resumes and other forms of job inquiries, surveys, and individual complaints, and materials that are unduly hostile, threatening, illegal, or similarly unsuitable will not be distributed, but will be made available upon request to the Board or individual directors as appropriate, depending on the facts and circumstances outlined in the communication.

### Annual Statement of Affairs

A full and complete statement of the affairs of the Company, including a balance sheet and a financial statement of operations for the year ended December 31, 2021, shall be submitted at the Meeting and, within 20 days after the Meeting, placed on file at the Company's principal office.

### Householding of Proxy Materials

To reduce the expenses of printing and delivering duplicate copies of proxy statements, some banks, brokers, and other nominee record holders may deliver only one copy of these materials to stockholders who share an address unless otherwise requested. If you share an address with another stockholder and have received only one copy of this proxy statement, you may request a separate copy of these materials at no cost to you by writing to Bexil Corporation, Attention: Secretary, 3814 Route 44, Millbrook, New York

12545. For future stockholder meetings, you may request separate copies of these materials or request that we send only one set of these materials to you if you are receiving multiple copies by calling or writing to us at the number or address given above.

**Notice to Banks, Broker/Dealers, and Voting Trustees and Their Nominees**

Please advise the Company's transfer agent whether other persons are the beneficial owners of the shares for which proxies are being solicited and, if so, the number of copies of this Proxy Statement and other soliciting materials you wish to receive in order to supply copies to the beneficial owners of shares.

***It is important that proxies be returned promptly. Therefore, stockholders who do not expect to attend the Meeting in person are urged to complete, sign, date, and return the enclosed proxy card in the enclosed postage paid envelope.***

# BEXIL CORPORATION

## 2021 Annual Report

# BEXIL CORPORATION

## Contents

## BEXIL CORPORATION

To the Shareholders of Bexil Corporation:

The objective of Bexil Corporation ("Bexil" or the "Company"), a holding company, is to increase book value per share over time for the benefit of its stockholders. We believe that long term stockholders will benefit from a rising book value as market recognition builds and investors come to appreciate Bexil's intrinsic value as well. To achieve this objective, currently the Company is primarily engaged through a wholly owned subsidiary, Bexil Advisers LLC ("Bexil Advisers"), in investment management. Bexil Advisers is a registered investment adviser and the investment manager to Dividend and Income Fund ("DNIF" or the "Fund"), a registered closed end investment company whose shares are quoted over the counter (stock symbol DNIF; net asset value per share symbol XDNIX). Management believes that the performance of DNIF is an important factor in Bexil's results.

**2021 Book Value per Share, Net Income, and Return on Equity**

Bexil's shareholders' book value at 2021 year end amounted to about $27.1 million or $36.01 per share, up from about $22.9 million or $27.49 per share a year earlier, a *per share* increase of about 31%. 2021 net income according to generally accepted accounting principles (commonly called "GAAP") attributable to Bexil shareholders was $6.5 million or $7.99 per diluted share, as compared to 2020 net income of $1.0 million or $1.13 per diluted share. Dividing 2021 net income by 2020 year end Bexil's shareholders' equity shows an approximate 28% return on equity.

**Consolidated Condition and Results**

The Company's year end consolidated balance sheet shows $27.2 million of total assets, including cash and securities of about $23.6 million, and total liabilities of $0.3 million. Included on the balance sheet are the net deferred tax assets of $2.5 million allowed against the Company's $2.9 million of total deferred tax assets. These tax assets are derived primarily from the Company's federal net operating loss carryovers of approximately $15.0 million, which do not expire. The balance sheet also reflects a net intangible asset of about $0.7 million, which is the management agreement for an investment fund (DNIF) acquired by Bexil Advisers. The agreement was acquired in 2011 for a price of about $4.3 million, when the Fund's total assets were $100 million, compared to about $307 million at the 2021 year end. That intangible asset has been amortizing since 2011 over a 12 year schedule by roughly $0.4 million per year.

The Company's consolidated income statement shows 2021 revenue of about $8.7 million, compared to 2020 revenue of about $0.7 million, an increase primarily from an unrealized gain on investments in securities, totaling about $4.2 million, as compared to an unrealized loss of approximately $2.6 million in the prior year.

We focus on operating revenues from management and other fees derived from our investment management business, even though it might not be the largest item in our GAAP total revenue, as compared to total consolidated expenses. This source of operating revenue increased to about $2.7 million in 2021 from about $2.1 million in 2020. Total consolidated expenses, however, also increased to roughly $2.0 million in 2021, compared to about $1.8 million in 2020. The GAAP components of revenue pertaining to realized and unrealized capital gains or losses generally fluctuate from year to year, reflecting the unpredictable swings of the stock market.

The performance of the investment management business is discussed below.

**Investment Management**

Bexil Advisers serves as the investment manager of DNIF pursuant to an investment management agreement (the "IMA"). Under the terms of the IMA, Bexil Advisers receives a fee payable monthly for investment advisory services at an annual rate of 0.95% of the Fund's "managed assets." Managed assets means the average weekly value of the Fund's total assets minus the sum of the Fund's liabilities, which liabilities exclude debt relating to leverage, short term debt, and the aggregate liquidation preference of any outstanding preferred stock. By dividing the Fund's investment management expense shown on its 2021 audited statements of operations as of December 31, 2021 by this annual fee rate we can estimate that such managed assets in 2021 and 2020 averaged about $258 million and $193 million, respectively.

Management fees earned by Bexil Advisers were approximately $2.5 million in 2021, as compared to approximately $1.8 million in 2020. Pursuant to the IMA, the Fund also reimburses Bexil Advisers for providing at cost certain administrative services comprised of compliance and accounting services, which in 2021 amounted to about $0.25 million. Certain officers and managers of Bexil Advisers are officers and trustees of the Fund. Bexil Advisers' expenses in 2021 are estimated at approximately $1.6 million, compared to approximately $1.3 million in 2020.

**Dividend and Income Fund**

DNIF's primary investment objective is to seek high current income. Capital appreciation is a secondary objective. The Fund seeks to achieve its objectives by investing, under normal circumstances, at least 50% of its total assets in income generating equity securities. The Fund's strategy is to seek to invest in companies with strong operations showing superior returns on equity and assets, generating free cash flow, and with reasonable valuations. Generally, the Fund looks to purchase and hold income generating equity securities of profitable, growing, and conservatively valued companies across a broad array of industries and sell investments that appear to have appreciated to levels reflecting full or over-valuation. After 2021 dividend distributions and reinvestments, the Fund's net assets increased to about $256 million at 2021 calendar year end from roughly $203 million at the end of 2020.

In evaluating investments, Bexil Advisers will typically apply fundamental investment analysis, which may consider yield, financial strength, profitability, growth potential, and risks, in view of market valuation and relative strength, as well as other considerations, such as market, sector, or industry diversification, to select the Fund's specific portfolio securities. In seeking to enhance returns, the Fund may employ leverage. The Fund may, from time to time, make temporary investments for defensive purposes that are inconsistent with the Fund's principal investment strategies in attempting to respond to adverse market, economic, political, or other conditions. DNIF received a 5 star Morningstar rating, including for each of the 3, 5, and 10 year periods as of December 31, 2021. The top 10% of funds in each fund category receive 5 stars. The Morningstar ratings are subject to change without notice.[1]

Under Bexil Advisers' management, DNIF's 2021 and 2020 total returns on a *net asset value basis* were, respectively, 37.52% and 10.26%. DNIF's 2021 and 2020 total returns on a *market price basis* were, respectively, 42.04% and (7.33)%. Generally, total return on a net asset value basis will be higher than total return on a market value basis in periods where there is an increase in the discount or a decrease in the premium of the market value to the net asset value from the beginning to the end of such periods. Conversely, total return on a net asset value basis will be lower than total return on a market value basis in periods where there is a decrease in the discount or an increase in the premium of the market value to the net asset value from the beginning to the end of such periods. At December 31, 2021 and 2020, DNIF's market price discount to net asset value stood at, respectively, 28.1% and 30.4%.

At December 31, 2021, the consolidated Company owned approximately 1.30 million shares, or about 10.3%, of DNIF with a carrying value of $18.9 million, as compared to about 1.26 million shares, or about 9.8% of the Fund with a carrying value of $13.8 million at 2020 year end. In 2021, the consolidated Company recorded $1.7 million of earned dividends and interest, as compared to $1.2 million in 2020, most of which was from DNIF.

**Bexil American Mortgage Inc.**

Bexil American Mortgage Inc. ("Bexil American") continues to deal with its discontinued mortgage business by negotiating and settling claims by and against the corporation, paying and collecting payables and receivables, maintaining records, and responding to regulatory, legal, customer, or other inquiries for information, as applicable. Bexil American is also devoting management time and resources to developing and monetizing its intellectual property, including domain names and registered service marks. As of December 31, 2021, Bexil owns about 92% of Bexil American's equity which, unconsolidated, has a negative book value.

**Bexil Stock**

The Company calculated 809,789 basic and 813,396 diluted weighted average shares of common stock outstanding over 2021, as compared to 831,051 basic and 855,706 diluted weighted average shares over 2020. Excluding the Company's tender offer (discussed

---

[1] The Morningstar rating is provided by Morningstar, Inc. Neither the Fund nor its investment manager provided any compensation directly or indirectly in connection with obtaining or using the third party rating. The Morningstar ratings are subject to change without notice. The Morningstar rating for funds, or "star rating", is calculated for funds with at least a three-year history. (Exchange-traded funds and open-end mutual funds are considered a single population for comparative purposes.) It is calculated based on a Morningstar Risk Adjusted Return measure that accounts for variation in a fund's monthly excess performance (excluding the effect of sales charges, if any), placing more emphasis on downward variations and rewarding consistent performance. The top 10% of funds in each fund category receive 5 stars, the next 22.5% receive 4 stars, the next 35% receive 3 stars, the next 22.5% receive 2 stars, and the bottom 10% receive 1 star. Although the Fund believes the data gathered from this third party source is reliable, it does not review such information and cannot warrant it to be accurate, complete, or timely. Neither the Fund nor its investment manager provided any compensation directly or indirectly in connection with obtaining or using this third party rating. Past performance is no guarantee of future results. Investors should carefully consider the Fund's investment objectives, risks, charges and expenses before investing. The Fund's investment policies, management fees, and other matters of interest to prospective investors may be found in its filings with the SEC, including its annual and semi-annual reports. To obtain a copy of the reports, please call us toll free at 855-411-6432 or download them at https://dividendandincomefund.com/literature/. Please read the reports carefully before investing.

below), the stock's market price, quoted in the over the counter market under the stock symbol BXLC, fluctuated in 2021 between about $14.85 and $25.00 per share, with a last sale in the year at about $24.45 per share, as compared to about $15.00 in 2020. Trading volume in 2021 for BXLC was approximately 12,300 shares, as compared to 2020 volume of approximately 15,400 shares. In 2021 the Company subscribed to the OTC Disclosure and News Service and qualified its common stock for the OTC Pink Current Information Tier in connection with, among other things, maintaining eligibility for public quotations in the OTC market pursuant to Exchange Act Rule 15c2-11, although there is no assurance the Company will continue to maintain the OTC Disclosure and News Service and/or Pink Current Information Tier.

**Excess Capital: Dividends or Share Buybacks**

From time to time, Bexil's Board of Directors (the "Board") reviews and considers the Company's free cash flow in view of future liquidity requirements and opportunities to reasonably reinvest in its business. Likewise, the Board also reviews and considers various means of distributing the accumulated wealth of the Company back to shareholders, including, among other things, stock price appreciation, dividends, and share buybacks, and related matters such as tax efficiency and excess cash relative to discernable profitable investment opportunities. Share buybacks are considered in the context of the market price of the Company's shares as compared to economic and book value per share, current and potential free cash flow generation, and cash, cash equivalents, and similar items on the Company's balance sheet.

Generally, the Board prefers share buybacks to dividends for several reasons. Paraphrasing a Credit Acceptance Corporation letter to shareholders, first, buying back shares below economic value increases the value of the remaining shares. Second, distributing capital to shareholders through a share buyback gives shareholders the option to defer taxes by electing not to sell any of their holdings. A dividend does not allow shareholders to defer taxes in this manner. Finally, buying back shares enables shareholders to increase their ownership, receive cash, or do both based on their individual circumstances and view of the value of a Bexil share. (They do both if the proportion of shares they sell is smaller than the ownership stake they gain through the buybacks.) A dividend does not provide similar flexibility.

In 2021 and 2020 the Company agreed to buy back a total of, respectively, 126,365 and 12,603 shares at an average price of about, respectively, $21.20 and $15.19. The 2021 figures include the Company's tender offer which expired in December 2021, whereby the Company offered to purchase for a cash purchase price of $25.00 per share up to an aggregate of 50,000 shares.

At the right price the Board has concluded that share buybacks can potentially bring an instant and material benefit to continuing shareholders. In this connection, the Company may, in its sole discretion, engage in repurchases of shares of the Company. Such repurchases, should they occur, could be made through tender offers, solicited or unsolicited transactions in the open market, or in privately negotiated transactions or any other method at such times and prices, and on such other terms, as the Company deems appropriate. To quote the 2016 Berkshire Hathaway letter to shareholders, "our buying out 'partners' at a discount is not a particularly gratifying way of making money. Still, market circumstances could create a situation in which repurchases would benefit both continuing and exiting shareholders. If so, we will be ready to act."

**Outlook**

Inasmuch as the staff of the Federal Open Market Committee of the Federal Reserve Bank recently appeared to be suggesting that its "projection for economic activity were skewed to the downside and that the risks around the inflation projection were skewed to the upside," our investing outlook is cautious, and we anticipate periods of market volatility and price weakness.

On behalf of management and affiliates owning over 40% of Bexil's shares, we thank you for investing with us in Bexil.

Thomas B. Winmill
President

**Safe Harbor Note**

This letter and annual report contain certain "forward looking statements" made pursuant to the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. These statements involve known and unknown risks, uncertainties, and other factors, many of which are beyond the control of Bexil, which may cause the Company's actual results to be materially different from those expressed or implied by such statements. Investors should carefully consider the risks, uncertainties, and other factors, together with all the other information included in this letter and annual report, at http://www.bexil.com/cautionary-language.html, and similar information. The forward looking statements made herein are only made as of the date of this letter and annual report, and the Company undertakes no obligation to publicly update such forward looking statements to reflect subsequent events or circumstances.

**INDEPENDENT AUDITOR'S REPORT**

**To the Board of Directors and Stockholders of**
**Bexil Corporation**
**Millbrook, New York**

**Opinion**

We have audited the accompanying consolidated financial statements of Bexil Corporation (the "Company") (a Maryland corporation), which comprise the consolidated balance sheet as of December 31, 2021 and 2020, and the related consolidated statements of income, comprehensive income, changes in equity and cash flows for the years then ended, and the related notes to the consolidated financial statements (collectively referred to as the "Consolidated Financial Statements").

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Bexil Corporation as of December 31, 2021 and 2020, and the results of its operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

**Basis for Opinion**

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Bexil Corporation and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Responsibilities of Management for the Financial Statements**

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Bexil Corporation's ability to continue as a going concern within one year after the date that the consolidated financial statements are available to be issued.

**Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements, including omissions, are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Bexil Corporation's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Bexil Corporation's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

Tait, Weller & Baker LLP

**TAIT, WELLER & BAKER LLP**

**Philadelphia, Pennsylvania**
**March 31, 2022**

**BEXIL CORPORATION**
**CONSOLIDATED BALANCE SHEETS**

| | December 31, 2021 | December 31, 2020 |
|---|---|---|
| **Assets** | | |
| Cash and cash equivalents | $ 3,728,934 | $ 3,754,439 |
| Investments in securities | 19,918,520 | 15,261,719 |
| Accounts receivable | 261,193 | 388,503 |
| Prepaid expenses | 61,687 | 51,076 |
| Intangible asset, net | 720,833 | 1,081,250 |
| Deferred tax assets, net | 2,542,920 | 2,473,607 |
| Total assets | $ 27,234,087 | $ 23,010,594 |
| **Liabilities and equity** | | |
| Accounts payable and accrued expenses | $ 260,996 | $ 294,686 |
| Total liabilities | 260,996 | 294,686 |
| Commitments and Contingencies | | |
| **Equity** | | |
| Bexil Corporation shareholders' equity | | |
| Common stock, $0.01 par value, 9,900,000 shares authorized; 753,889 and 832,654 issued and outstanding at December 31, 2021 and 2020, respectively | 7,539 | 8,327 |
| Series A participating preferred stock, $0.01 par value, 100,000 shares authorized; zero shares issued and outstanding | — | — |
| Additional paid in capital | 11,888,369 | 14,250,519 |
| Notes receivable for common stock issued | (903,843) | (1,033,603) |
| Retained earnings | 16,157,045 | 9,664,540 |
| Total Bexil Corporation shareholders' equity | 27,149,110 | 22,889,783 |
| Noncontrolling interests in subsidiary | (176,019) | (173,875) |
| Total equity | 26,973,091 | 22,715,908 |
| Total liabilities and equity | $ 27,234,087 | $ 23,010,594 |

See notes to consolidated financial statements.

**BEXIL CORPORATION**
**CONSOLIDATED STATEMENTS OF INCOME**

| | | Year Ended December 31, 2021 | | Year Ended December 31, 2020 |
|---|---|---|---|---|
| **Revenues** | | | | |
| Management and other fees | $ | 2,688,769 | $ | 2,077,173 |
| Dividends and interest | | 1,711,062 | | 1,215,508 |
| Realized gain on investments in securities | | 147,523 | | 3,731 |
| Unrealized gain (loss) on investments in securities | | 4,154,594 | | (2,629,602) |
| Total revenues | | 8,701,948 | | 666,810 |
| **Expenses** | | | | |
| Compensation and benefits | | 1,165,584 | | 1,107,199 |
| General and administrative | | 492,935 | | 505,884 |
| Professional services | | 332,938 | | 178,135 |
| Total expenses | | 1,991,457 | | 1,791,218 |
| Net operating income (loss) | | 6,710,491 | | (1,124,408) |
| **Other income** | | | | |
| Gain from removal of death benefit commitment liability | | — | | 929,029 |
| Total other income | | — | | 929,029 |
| Net income (loss) before income taxes | | 6,710,491 | | (195,379) |
| Income tax expense (benefit) | | 220,130 | | (1,160,596) |
| Net income | | 6,490,361 | | 965,217 |
| Net loss attributable to noncontrolling interest in subsidiary | | (2,144) | | (3,211) |
| Net income attributable to Bexil Corporation shareholders | $ | 6,492,505 | $ | 968,428 |
| Net income per share | | | | |
| Basic, attributable to Bexil Corporation shareholders | $ | 8.03 | $ | 1.17 |
| Diluted, attributable to Bexil Corporation shareholders | $ | 7.99 | $ | 1.13 |
| Weighted average shares outstanding | | | | |
| Basic | | 808,994 | | 831,051 |
| Diluted | | 812,601 | | 855,706 |

See notes to consolidated financial statements.

**BEXIL CORPORATION**
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

| | Year Ended December 31, 2021 | Year Ended December 31, 2020 |
|---|---|---|
| **Net income before noncontrolling interests** | $ 6,490,361 | $ 965,217 |
| **Other comprehensive gain, net of tax** | | |
| Unrealized gain on investment securities available-for-sale, net of tax | — | 2,210 |
| Other comprehensive gain, net of tax | — | 2,210 |
| Comprehensive income | 6,490,361 | 967,427 |
| Comprehensive loss attributable to noncontrolling interests | (2,144) | (3,211) |
| Comprehensive income attributable to Bexil Corporation shareholders | $ 6,492,505 | $ 970,638 |

See notes to consolidated financial statements.

# BEXIL CORPORATION
## CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

| | Common Stock | | Additional | Notes Receivable | Accumulated Other | | Non- | |
|---|---|---|---|---|---|---|---|---|
| | Shares | Par Value | Paid in Capital | for Common Stock Issued | Comprehensive Gain (Loss) | Retained Earnings | controlling Interest | Total Equity |
| Balance at December 31, 2019 | 826,132 | $ 8,261 | $ 14,379,770 | $ (1,005,833) | $ (2,210) | $ 8,696,112 | $ (170,664) | $ 21,905,436 |
| Net income | — | — | — | — | — | 968,428 | (3,211) | 965,217 |
| Unrealized gain on investment securities available-for-sale | — | — | — | — | 2,210 | — | — | 2,210 |
| Stock-based compensation expense | — | — | 3,103 | — | — | — | — | 3,103 |
| Common stock issued with exercise of stock options | 19,125 | 191 | 151,279 | (151,279) | — | — | — | 191 |
| Common stock repurchases | (12,603) | (125) | (191,320) | — | — | — | — | (191,445) |
| Cashless exercise of stock options | — | — | (92,313) | — | — | — | — | (92,313) |
| Repayment of promissory notes | — | — | — | 123,509 | — | — | — | 123,509 |
| Balance at December 31, 2020 | 832,654 | 8,327 | 14,250,519 | (1,033,603) | — | 9,664,540 | (173,875) | 22,715,908 |
| Net income | — | — | — | — | — | 6,492,505 | (2,144) | 6,490,361 |
| Common stock issued with exercise of stock options | 47,600 | 476 | 368,326 | — | — | — | — | 368,802 |
| Common stock repurchases | (126,365) | (1,264) | (2,677,988) | — | — | — | — | (2,679,252) |
| Cashless exercise of stock options | — | — | (52,488) | 11,536 | — | — | — | (40,952) |
| Repayment of promissory notes | — | — | — | 118,224 | — | — | — | 118,224 |
| Balance at December 31, 2021 | 753,889 | $ 7,539 | $ 11,888,369 | $ (903,843) | $ — | $ 16,157,045 | $ (176,019) | $ 26,973,091 |

See notes to consolidated financial statements.

**BEXIL CORPORATION**
**CONSOLIDATED STATEMENTS OF CASH FLOWS**
**Years Ended December 31, 2021 and 2020**

| | Year Ended December 31, 2021 | Year Ended December 31, 2020 |
|---|---|---|
| **Cash flows from operating activities** | | |
| Net income | $ 6,490,361 | 965,217 |
| Adjustments to reconcile net income to net cash provided by operating activities | | |
| Purchase of investment securities, trading | (1,206,682) | (1,084,217) |
| Proceeds on sales of investment securities, trading | 851,998 | 275,251 |
| Gain from the removal of the death benefit commitment | — | (929,029) |
| Stock-based compensation expense | — | 3,103 |
| Realized gain on investments in securities | (147,523) | (3,731) |
| Unrealized (gain) loss on investments in securities | (4,154,594) | 2,629,602 |
| Amortization | 360,417 | 360,416 |
| Amortization of premium | — | 5,776 |
| Changes in operating assets and liabilities: | | |
| Accounts receivable | 127,310 | (171,148) |
| Prepaid expenses | (10,611) | (49,963) |
| Deferred tax assets | (69,313) | (1,561,358) |
| Accounts payable and accrued expenses | (33,691) | 36,808 |
| Net cash provided by operating activities | 2,207,672 | 476,727 |
| **Cash flows from investing activities** | | |
| Purchase of investment securities, available-for-sale | — | (1,050,000) |
| Proceeds on maturities of investment securities, available-for-sale | — | 3,550,000 |
| Net cash provided by investing activities | — | 2,500,000 |
| **Cash flows from financing activities** | | |
| Stock options exercised | 368,802 | 191 |
| Repayments on notes receivable for common stock issued | 118,224 | 123,509 |
| Common stock repurchases | (2,679,251) | (191,445) |
| Net settlement of cashless stock option exercises | (40,952) | (92,313) |
| Net cash used in financing activities | (2,233,177) | (160,058) |
| Net (decrease) increase in cash and cash equivalents | (25,505) | 2,816,669 |
| Cash and cash equivalents, beginning of period | 3,754,439 | 937,770 |
| Cash and cash equivalents, end of period | $ 3,728,934 | $ 3,754,439 |
| **Supplemental disclosures** | | |
| Income taxes paid | $ 296,739 | $ 280,278 |
| Promissory note accepted with exercise of stock options | $ — | $ 151,279 |

See notes to consolidated financial statements.

**BEXIL CORPORATION**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

## 1. THE COMPANY

Bexil Corporation ("Bexil" or the "Company") is primarily engaged through a wholly-owned subsidiary in investment management. The Company was incorporated in Maryland in 1996.

The following are the Company's operating subsidiaries, all of which are wholly owned except where indicated:

Bexil Advisers LLC ("Bexil Advisers") is a Maryland limited liability company and is a registered investment adviser under the Investment Advisers Act of 1940, as amended (the "Advisers Act"). Pursuant to an investment management agreement ("IMA"), Bexil Advisers serves as the investment manager of Dividend and Income Fund ("DNIF"), a registered closed end investment whose shares are quoted over the counter under the ticker symbol DNIF (and net asset value per share ticker symbol XDNIX).

Bexil Securities LLC ("Bexil Securities") is a Maryland limited liability company and is a registered broker-dealer under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and is a member of the Financial Industry Regulatory Authority, Inc. ("FINRA"). Bexil Securities may act as a mutual fund underwriter or sponsor on a best efforts basis.

Bexil American Mortgage Inc. ("Bexil American") is a Delaware corporation 92% owned by the Company. Bexil American deals with its discontinued mortgage business by negotiating and settling claims by and against the corporation, paying and collecting payables and receivables, maintaining records, and responding to regulatory, legal, customer, or other inquiries for information, as applicable. Bexil American also is engaged in developing and monetizing its intellectual property, including domain names and registered service marks.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Basis of Presentation

The consolidated financial statements include the financial position, results of operations, and cash flows of the Company and its wholly and majority owned subsidiaries in which the Company has controlling financial interests. The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). All material intercompany balances and transactions have been eliminated in consolidation.

The third-party holdings of equity interests in the Company's consolidated subsidiary that is less than wholly owned are presented as non-controlling interests in subsidiary in the consolidated financial statements. The portion of net income (loss) attributable to the non-controlling interests for such subsidiary is presented as net income (loss) attributable to non-controlling interests in subsidiary in the Consolidated Statements of Comprehensive Income, and the portion of total equity of such subsidiary is presented as non-controlling interests in subsidiary in the Consolidated Balance Sheets and Consolidated Statements of Changes in Equity.

### Reclassifications

Certain amounts from the prior year have been reclassified to conform to current year presentation.

### Cash and Cash Equivalents

Cash and cash equivalents consist of highly liquid investments purchased with an original maturity of three months or less and may include, among other things, money market fund shares. The carrying amount reported on the balance sheets for cash and cash equivalents approximates fair value.

### Earnings Per Share

Basic earnings per share attributable to Bexil shareholders is calculated by dividing net gain or loss attributable to Bexil shareholders by the weighted average number of common shares outstanding during the period. Diluted earnings per share attributable to Bexil shareholders is calculated by dividing net gain or loss attributable to Bexil shareholders by the weighted average number of common shares used in the basic earnings per share calculation plus the dilutive effect of stock options. The dilutive effect of stock options is determined using the treasury stock method, whereby exercise is assumed at the beginning of the reporting period, the proceeds from such exercise are assumed to be used to purchase common stock at the average market price during the period, and the incremental shares (the difference between the number of shares assumed issued and the number of shares assumed purchased) are included in the denominator of the diluted earnings per share calculation.

Stock options will have a dilutive effect under the treasury stock method only when the average market price of the common stock during the period exceeds the exercise price of the option ("in the money options"). Stock options outstanding with an exercise price higher than the average stock price for the periods presented ("out of the money options") are excluded from the calculation of diluted net income per share since the effect would have been anti-dilutive under the treasury stock method. No shares of common stock from outstanding stock option awards were excluded from the computation of diluted net income per common share attributable to Bexil shareholders for the years ended December 31, 2021 and 2020, respectively.

The following table sets forth the computation of basic and diluted earnings per share for the years ended December 31, 2021 and 2020:

| | For the Year Ended December 31, | | | |
|---|---|---|---|---|
| | 2021 | | 2020 | |
| Net income attributable to Bexil shareholders | $ | 6,492,505 | $ | 968,428 |
| Weighted average shares outstanding: | | | | |
| Average number of common shares outstanding - basic | | 808,994 | | 831,051 |
| Shares related to dilutive stock options | | 3,607 | | 24,655 |
| Average number of common shares outstanding - diluted | | 812,601 | | 855,706 |
| Net income per share | | | | |
| Basic | $ | 8.03 | $ | 1.17 |
| Diluted | $ | 7.99 | $ | 1.13 |

**Intangible Asset**

The intangible asset of the Company on the Consolidated Balance Sheets is the IMA between Bexil Advisers and DNIF. The Company has assigned the IMA acquired in 2011 a useful life of twelve years after considering, among other factors, the renewal or extension of the term of the arrangement, consistent with its expected use of the asset. There was no impairment of the IMA intangible asset during 2021 or 2020.

**Income Taxes**

The Company records the current and deferred tax consequences of all transactions that have been recognized in the financial statements in accordance with the provisions of the enacted tax laws. Deferred tax assets are recognized for temporary differences that will result in deductible amounts in future years. Deferred tax liabilities are recognized for temporary differences that will result in taxable income in future years. The Company records a valuation allowance, when necessary, to reduce deferred tax assets to an amount that more likely than not will be realized.

The Company has reviewed its tax positions and has concluded that no liability for unrecognized tax benefits should be recorded related to uncertain tax positions taken on federal, state, and local income tax returns for open tax years (2018 – 2020) or expected to be taken in the Company's 2021 tax returns.

**Investments in Securities**

Investments in equity and debt securities that have readily determinable fair values are accounted for as either trading or available-for-sale. Trading securities are typically bought and held principally for the purpose of selling them in the near term. Purchases and sales of trading securities are classified as operating activities on the Consolidated Statements of Cash Flows based on the nature and purpose for which the securities were acquired. Available-for-sale securities are all other investments in equity and debt securities not accounted for as trading. Trading and available-for-sale securities are measured at fair value. Gains or losses from changes in the fair value of trading securities and available-for-sale equity securities are included in income, and gains or losses from changes in the fair value of available-for-sale debt securities are recorded in accumulated other comprehensive income, net of tax, until the investment is sold or otherwise disposed of, or until the investment is determined to be other-than-temporarily impaired, at which time the cumulative gain or loss previously reported in equity is included in income. The specific identification method is used to determine the realized gain or loss on investments sold or otherwise disposed.

Fair value is determined using a valuation hierarchy generally by reference to an active trading market, using quoted closing or bid prices. Judgment is used to ascertain if a formerly active market has become inactive and in determining fair values when markets have become inactive.

The Company periodically evaluates the carrying value of investment in securities for impairment. The Company considers, among other factors, the duration and extent of any decline in fair value, the intent and ability of the Company to hold the security for a period of time sufficient for a recovery in value, and recent events specific to the issuer or industry. If the decline in value is determined to be other-than-temporary, the carrying value of the security is written down to fair value through the income statement.

**Property and Equipment**

Property and equipment is stated at cost less accumulated depreciation and amortization. The costs of additions and betterments are capitalized and expenditures for repairs and maintenance are charged to operations as incurred. Depreciation and amortization is calculated using the straight-line method over the estimated useful life of the asset. Leasehold improvements are amortized using the straight line method over the shorter of the lease term or estimated useful life of the asset. The estimated useful lives of the major classifications of property and equipment are as follows: office equipment, 3-7 years; leasehold improvements, shorter of lease term or useful life, generally 1-2 years.

**Regulation**

Bexil Advisers is registered with the Securities and Exchange Commission ("SEC") as an investment adviser under the Advisers Act. Bexil Securities is registered as a broker-dealer under the Exchange Act and a member of FINRA and the Securities Investor Protection Corporation.

**Revenue Recognition**

The Company recognizes revenue from management and other fees consisting of payments for investment management and administrative services performed by Bexil Advisers pursuant to the IMA with DNIF. Under the terms of the IMA, DNIF pays Bexil Advisers a fee monthly for investment management services based on a percentage of assets under management and reimburses it monthly for providing at cost certain administrative services (including, but not limited to, compliance and accounting services). Revenue is measured at the fair value of consideration received or receivable and represents amounts receivable for services provided in the normal course of business. Revenue is generally accrued over the period for which the service is provided.

**Stock-based Compensation**

The Company accounts for stock-based compensation expense using the fair value method. Under the fair value method, stock-based compensation expense reflects the fair value of stock-based awards measured at grant date, is recognized over the relevant service period, and is adjusted each period for anticipated forfeitures. The fair value of each option award grant is separately estimated for each grant date using the Black-Scholes option pricing model. The Black-Scholes option pricing model incorporates assumptions as to price volatility, dividend yield, an appropriate risk-free interest rate, and the expected life of the option. The application of this valuation model involves assumptions involving judgment and estimates based on unobservable data material to the determination of compensation expense. Stock-based compensation expense is generally amortized on a straight line basis between the grant date for the award and each vesting date.

**Subsequent Events**

Management has evaluated the effect of subsequent events through March 31, 2022, which is the date the consolidated financial statements were available to be issued. There were no events that require adjustment of the consolidated financial statements for the year ended December 31, 2021. Subsequent to year end, on January 3, 2022, Bexil Securities filed a Form BDW with FINRA for full withdrawal of its broker-dealer registration, which became effective on March 2, 2022. The Company expects that the withdrawal will not be material to its operations and financial position.

**Use of Estimates**

The preparation of the financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the 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 materially differ from management's estimates.

**3. INVESTMENTS IN SECURITIES**

Investments in securities as of December 31, 2021 and 2020 consisted of the following:

| | | Gross Unrealized | | |
|---|---|---|---|---|
| **December 31, 2021** | **Cost Basis** | **Gains** | **Losses** | **Value** |
| Investment securities, trading | | | | |
| Closed end funds | $ 17,174,435 | $ 2,179,516 | $ (53,968) | $ 19,299,983 |
| Equity securities | 609,813 | 20,261 | (11,537) | 618,537 |
| Total investment in securities | $ 17,784,248 | $ 2,199,777 | $ (65,505) | $ 19,918,520 |

| | | Gross Unrealized | | |
|---|---|---|---|---|
| **December 31, 2020** | **Cost Basis** | **Gains** | **Losses** | **Value** |
| Investment securities, trading | | | | |
| Closed end funds | $ 16,073,123 | $ 194,897 | $ (2,200,987) | $ 14,067,033 |
| Equity securities | 1,208,918 | 13,476 | (27,708) | 1,194,686 |
| Total investment in securities | $ 17,282,041 | $ 208,373 | $ (2,228,695) | $ 15,261,719 |

**4. FAIR VALUE MEASUREMENTS**

The use of estimated fair value to measure the financial instruments held by the Company and its subsidiaries is fundamental to its consolidated financial statements and is a critical accounting estimate because a substantial portion of its assets and liabilities are recorded at estimated fair value. The application of fair value measurements may be on a recurring or nonrecurring basis depending on the accounting principles applicable to the specific asset or liability or whether management has elected to carry the item at its estimated fair value.

The hierarchy of valuation techniques is based on whether the inputs to those techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's market assumptions. These two types of inputs create the following fair value hierarchy:

Level 1 — Quoted prices in active markets for identical instruments or liabilities.

Level 2 — Prices determined using other significant observable inputs. Observable inputs are inputs that other market participants would use in pricing an asset or liability and are developed based on market data obtained from sources independent of the Company. These may include quoted prices for similar assets and liabilities, interest rates, prepayment speeds, credit risk, and market-corroborated inputs.

Level 3 — Prices determined using significant unobservable inputs. In situations where quoted prices or observable inputs are unavailable or unreliable (for example, when there is little or no market activity for an investment at the end of the period), unobservable inputs may be used. Unobservable inputs reflect the Company's own assumptions about the factors that market participants use in pricing an asset or liability and are based on the information available in the circumstances.

This hierarchy requires the Company to use observable market data, when available, and to minimize the use of unobservable inputs when estimating fair value. The valuation method used to estimate fair value may produce a fair value measurement that may not be indicative of ultimate realizable value. Furthermore, while management believes its valuation methods are appropriate and consistent with those used by other market participants, the use of different methods or assumptions to estimate the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date. Those estimated values may differ significantly from the values that would have been used had a readily available and reliable market for such loans or investments existed, or had such loans or investments been liquidated, and those differences could be material to the financial statements.

*Investments in securities.* Investments in securities consist of shares of closed end management investment companies and general equities. The value of the closed end management investment companies and general equities is based on a traded market price and is considered to be a level 1 measurement.

The financial assets and liabilities held by the Company and its subsidiaries that were measured at fair value were as of December 31, 2021 and 2020 as follows:

| December 31, 2021 | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Assets | | | | |
| Investment in securities | | | | |
| Closed end funds | $ 19,299,983 | $ — | $ — | $ 19,299,983 |
| Equity securities | 618,537 | — | — | 618,537 |
| Total assets at fair value | $ 19,918,520 | $ — | $ — | $ 19,918,520 |

| December 31, 2020 | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Assets | | | | |
| Investment in securities | | | | |
| Closed end funds | $ 14,067,033 | $ — | $ — | $ 14,067,033 |
| Equity securities | 1,194,686 | — | — | 1,194,686 |
| Total assets at fair value | $ 15,261,719 | $ — | $ — | $ 15,261,719 |

## 5. INTANGIBLE ASSET

As of December 31, 2021, the intangible asset of the Company on the Consolidated Balance Sheets is the IMA between Bexil Advisers and DNIF. The IMA was acquired in 2011 for $4,325,000 and the Company has assigned it a useful life of twelve years after considering, among other factors, the renewal or extension of the term of the arrangement, consistent with its expected use of the asset. Accordingly, the Company has been amortizing the IMA over 12 years beginning on January 1, 2011 at $360,417 per year.

There was no impairment of the IMA intangible asset during 2021 or 2020.

The following table presents the intangible assets of the Company and its subsidiaries as of December 31, 2021 and 2020:

| December 31, 2021 | Gross Book Value | Accumulated Amortization | Net Book Value | Weighted Average Amortization Period (Years) |
|---|---|---|---|---|
| Investment management contract | $ 4,325,000 | $ (3,604,167) | $ 720,833 | 2 |

| December 31, 2020 | Gross Book Value | Accumulated Amortization | Net Book Value | Weighted Average Amortization Period (Years) |
|---|---|---|---|---|
| Investment management contract | $ 4,325,000 | $ (3,243,750) | $ 1,081,250 | 3 |

As of December 31, 2021, estimated future amortization expense of the IMA is as follows:

| | |
|---|---|
| 2022 | $ 360,417 |
| 2023 | 360,416 |
| | $ 720,833 |

## 6. STOCK-BASED COMPENSATION

The Company has a long term stock incentive plan intended to facilitate the use of equity based incentives and rewards for officers, employees, directors, and consultants of the Company and its affiliates. On August 6, 2014 (“Effective Date”), the shareholders of the Company approved the 2014 Stock Incentive Plan (the “2014 Plan”). Awards under the 2014 Plan may include incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock, deferred stock, and other stock-based awards. The Board determines the terms and conditions of awards under the 2014 Plan. The exercise price per share of common stock purchasable under a stock option grant may not be less than 110% of the fair market value on the date of grant. The total number of shares of common stock reserved and available for issuance under the 2014 Plan shall be (i) 15% of the number of outstanding shares of Bexil common stock as of the Effective Date, plus (ii) 15% of the number of shares of common stock issued or delivered by the Company during the term of the 2014 Plan (other than pursuant to the 2014 Plan, or other benefit plans of the Company); provided, however, that the total number of shares of common stock with respect to which incentive stock options may be granted shall in no event exceed 15% of the total number of authorized shares of Company common stock as of the Effective Date. As of the Effective Date, the number of outstanding common shares was 982,245 and the total number of authorized shares of the Company common stock was 9,900,000.

The 2014 Plan replaced the Company's former stock-based compensation plan, the 2011 Stock Incentive Plan (the "2011 Plan"). No future awards may be granted under the 2011 Plan, although any previously issued options granted under the 2011 Plan remain effective until either they expire, are forfeited, or are exercised. Under the 2011 Plan, the Board determined the terms and conditions of awards and the exercise price per share of common stock purchasable under a stock option grant could not be less than 110% of the fair market value on the date of grant. The 2011 Plan provided for the granting of a maximum 152,639 options to purchase common stock.

The Company recorded $0 and $3,103 for the years ended December 31, 2021 and 2020, respectively, in stock-based compensation expense. As of December 31, 2021, all of the Company's stock options outstanding were vested and there was no unrecognized compensation expense. As of December 31, 2021, the aggregate intrinsic value of outstanding options was $104,040. There were no options granted by the Company for the years ended December 31, 2021 and 2020, respectively.

A summary of the stock options activity for the years ended December 31, 2021 and 2020 is as follows:

| | Shares Under Option | Weighted Average Exercise Price |
|---|---|---|
| Balance, December 31, 2019 | 92,625 | $ 7.91 |
| Exercised | (30,825) | $ 7.84 |
| Balance, December 31, 2020 | 61,800 | $ 7.95 |
| Exercised | (54,800) | $ 7.74 |
| Balance, December 31, 2021 | 7,000 | $ 9.59 |

Stock options outstanding and exercisable at December 31, 2021 are as follows:

| Exercise Price | Options Outstanding | Weighted Average Remaining Contractual Life (in years) | Options Exercisable | Weighted Average Exercise Price of Exercisable Options |
|---|---|---|---|---|
| $8.24 to $8.81 | 5,000 | 3.9 | 5,000 | $ 8.58 |
| $12.10 | 2,000 | 5.5 | 2,000 | $ 12.10 |
| | 7,000 | 4.3 | 7,000 | $ 9.59 |

The exercise of stock options may result in a tax deduction before the actual realization of the related tax benefit because in a year in which the Company has a current year net operating loss the tax benefit and credit to additional paid in capital for the excess deduction will not be recognized until that deduction reduces taxes payable.

**7. INCOME TAXES**

The income tax provision (benefit) consisted of the following for the years ended December 31, 2021 and 2020:

| | | 2021 | | 2020 |
|---|---|---|---|---|
| Current provision: | | | | |
| Federal | $ | 30,980 | $ | — |
| State and local | | 289,443 | | 391,916 |
| Total current provision | | 320,423 | | 391,916 |
| Deferred provision (benefit): | | | | |
| Federal | | (564,841) | | (1,351,964) |
| State and local | | 464,548 | | (200,548) |
| Total deferred provision | | (100,293) | | (1,552,512) |
| Total provision for income taxes | $ | 220,130 | $ | (1,160,596) |

Deferred tax assets consisted of the following at December 31, 2021 and 2020:

| | | 2021 | | 2020 |
|---|---|---|---|---|
| Deferred tax assets (liabilities): | | | | |
| Net operating losses | $ | 3,206,347 | $ | 3,596,060 |
| Section 195 start-up costs | | 202,101 | | 295,378 |
| Unrealized loss (gain) on investments | | (554,910) | | 646,503 |
| Stock-based compensation | | 7,387 | | 52,160 |
| Basis difference in intangibles | | 121,366 | | 126,307 |
| Total deferred tax assets, net | | 2,982,291 | | 4,716,408 |
| Valuation allowance | | (439,371) | | (2,242,801) |
| Net | $ | 2,542,920 | $ | 2,473,607 |

For the year ended December 31, 2021, the Company had an effective tax rate of 3.3% and a federal statutory rate of 21% with the difference resulting from the utilization of certain deferred tax assets and a change in the overall valuation allowance.

Deferred income tax assets and liabilities are recorded for differences between the financial statement and tax basis of the assets and liabilities that will result in taxable or deductible amounts in the future based on enacted laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. The Company has evaluated the available evidence supporting the realization of its gross deferred tax assets, including the amount and timing of future taxable income, and has determined that, based on net losses to date, it may not utilize all of its deferred tax assets in the future. The Company established a valuation allowance in the amount of $439,371 and $2,242,801 against its deferred tax assets as of December 31, 2021 and 2020, respectively.

As of December 31, 2021, the Company has federal net operating loss carryovers of approximately $15.0 million which will not expire, but are subject to the amount available for use each year.

The utilization of net operating loss carryovers may be subject to limitations under provision of the Section 382 of the Internal Revenue Code of 1986, as amended (the “Code”) and similar state provisions.

ASC 740-10, Accounting for Uncertain Tax Positions, requires that the Company recognize the impact of tax positions in the financial statements if the position is more likely than not to be sustained upon examination and on the technical merits of the position. The Company’s policy is to recognize interest accrued related to unrecognized tax benefits and penalties as income tax expense. The Company has no material uncertain tax positions at December 31, 2021. Consequently, no interest or penalties have been accrued by the Company.

The Company is subject to taxation in the U.S. and various state jurisdictions. The Company is no longer subject to federal examination for years before 2018.

## 8. CAPITAL STOCK

As of December 31, 2021, the Company is authorized to issue 9,900,000 shares of $0.01 par value common stock of which 753,889 is issued and outstanding. The Company also has 100,000 shares of Series A participating preferred stock, $0.01 par value, authorized, of which none has been issued.

## 9. RELATED PARTIES

Certain officers of the Company also serve as officers and/or directors of Winmill & Co. Incorporated ("Winco"), Tuxis Corporation ("Tuxis"), Global Self Storage, Inc. ("SELF"), and their affiliates (collectively with Bexil, the "Affiliates"). As of December 31, 2021, Winco owned approximately 30%, 19%, and 1%, respectively, of the outstanding common stock of the Company, Tuxis, and SELF. Pursuant to an arrangement between a professional employer organization ("PEO") and the Affiliates, the PEO provides payroll, benefits, compliance, and related services for employees of the Affiliates in accordance with applicable rules and regulations of the Internal Revenue Service, and in connection therewith Midas Management Corporation ("MMC"), a subsidiary of Winco, acts as a conduit payer of compensation and benefits to Affiliate employees including those who are concurrently employed. Rent expense of concurrently used office space and overhead expenses for various concurrently used administrative and support functions incurred by the Affiliates are allocated at cost among the Affiliates. The Company's allocated rent and overhead costs were $66,745 and $84,222 for the years ended December 31, 2021 and 2020, respectively. As of December 31, 2021 and 2020, the Company had reimbursements payable to MMC and Winco for compensation, benefits, rent, and overhead of $12,893 and $21,790, respectively.

The Company leases office space from SELF under a rental agreement effective July 1, 2021. The terms of occupancy are month to month and automatically renew unless terminated by either party on ten days' written notice. The Company incurred rental expense of $3,000 for the year ended December 31, 2021.

Bexil Securities and Bexil Advisers collectively own approximately 10.3% of the shares of DNIF with a carrying value of $18,911,752 and $13,849,707 as of December 31, 2021 and 2020, respectively, and earned dividends of $1,681,257 and $1,172,768 for the years ended December 31, 2021 and 2020, respectively. As of December 31, 2021 and 2020, the Company had a receivable from DNIF for the reimbursement of expenses paid on behalf of DNIF of $0 and $200,000, respectively. Certain officers and directors of the Company are also officers and/or trustees of DNIF.

The Company has accepted promissory notes from directors, officers, and employees in connection with their exercise of stock options to purchase the common stock of the Company. The notes have original maturities of nine years and bear interest at 0.45% per annum payable semiannually and mature in 2029. The notes, as well as accrued interest thereon, may be prepaid in part or in full at any time or from time to time without penalty. In the event of default in the payment of principal or interest, the full principal amount and any accrued and unpaid interest shall be immediately due and payable. The outstanding principal balance was $903,843 and $1,033,603, as of December 31, 2021 and 2020, respectively. The Company earned interest income on the notes of $4,352 and $11,894 for the years ended December 31, 2021 and 2020, respectively.

As of December 31, 2021, the Company owned approximately 92% of Bexil American's outstanding stock which includes common and Series A preferred stock. The preferred stock is convertible participating preferred stock that includes: a dividend, if any, equal to the dividend payable for an equivalent number of shares of common stock; a liquidation price and preference equal to the purchase price of the preferred stock, or the purchase price of common stock converted to such preferred stock, and all accrued but unpaid dividends; voting rights equal to the voting right of common stock; the option of the holder to convert each share to a share of common stock at any time; and, full ratchet anti-dilution protection, subject to certain customary exclusions.

On May 19, 2020, MMC (the "Borrower") entered into a Paycheck Protection Program Term Note ("PPP Note") with Customers Bank on behalf of itself and the Affiliates under the Paycheck Protection Program (the "Program") of the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") administered by the U.S. Small Business Administration (the "SBA"). The Borrower received total proceeds of $486,602. In accordance with the requirements of the CARES Act, the Affiliates used the proceeds from the PPP Note primarily for payroll and other eligible costs. Interest accrues on the PPP Note at the rate per annum of 1.00%. In March 2021, the Borrower applied to Customers Bank for forgiveness of the amount due on the PPP Note in an amount equal to the sum of payroll and other eligible costs incurred during the Covered Period, as defined therein. For the year ended December 31, 2021, there was no material impact to the Company's operations or cash flows due to the PPP Note. On October 8, 2021, the Borrower's application was denied. On November 4, 2021, the Borrower filed an appeal petition with the SBA's Office of Hearings and Appeals ("OHA") in response to the denial of the Borrower's application for forgiveness of the amount due on the PPP Note. The Borrower's timely filing of an appeal within the 30 calendar day period after receipt of the SBA's decision extended the loan deferment period. Subsequently, on January 25, 2022, OHA dismissed the appeal and remanded the PPP Note forgiveness application back to the SBA for further loan review. The loan deferment period has been extended while the forgiveness application is pending. No assurance can be provided that the review will be successful or that PPP Note will be forgiven in whole or in part. If the PPP Note is not forgiven, in in part or wholly, the Company expects to repay interest proportionate to its share of the PPP Note. If the PPP Note is, in part or wholly, forgiven and legal release is received, the Company expects to record a gain in an amount proportionate to its share of forgiven payroll costs and other eligible expenses. For the year ended December 31, 2021, the PPP Note was not material to the Company's financial statements.

**10. EMPLOYEE BENEFIT PLAN**

The Affiliates participate in a 401(k) retirement savings plan for substantially all qualified employees. A matching expense based upon a percentage of contributions to the plan by eligible employees is incurred and allocated among the Affiliates. The matching expense is accrued and funded on a current basis and may not exceed the amount permitted as a deductible expense under the Code. The Company's allocated matching expense under the plan was $37,536 and $35,691 for the years ended December 31, 2021 and 2020, respectively.

**11. STOCKHOLDER RIGHTS PLAN; 382 CHARTER AMENDMENT**

*Stockholder Rights Plan*

The Board has adopted a stockholder rights plan pursuant to a Rights Agreement dated November 10, 2005 (the "Rights Agreement") and other action. To implement the rights plan, the Board declared a dividend distribution of one right for each outstanding share of Bexil common stock, par value $0.01 per share, to holders of record of the shares of common stock at the close of business on November 21, 2005. Each right entitles the registered holder to purchase from Bexil one one-thousandth of a share of preferred stock, par value $0.01 per share. The rights were distributed as a non-taxable dividend. The rights are evidenced by the underlying Bexil common stock, and no separate preferred stock purchase rights certificates were distributed. The rights to acquire preferred stock will become exercisable only if a person or group, other than certain exempt persons, acquires or commences a tender offer for 10% or more of Bexil's common stock. If a person or group, other than certain exempt persons, acquires or commences a tender offer for 10% or more of Bexil's common stock, each holder of a right, except the acquirer, will be entitled, subject to Bexil's right to redeem or exchange the right, to exercise, at an exercise price of $67.50, the right for one one-thousandth of a share of Bexil's newly created Series A Participating Preferred Stock, or the number of shares of Bexil common stock equal to the holder's number of rights multiplied by the exercise price and divided by 50% of the market price of Bexil's common stock on the date of the occurrence of such an event. Bexil's Board may terminate the rights plan at any time or redeem the rights, for $0.01 per right, at any time before a person acquires 10% or more of Bexil's common stock.

On November 11, 2011, in consideration of a Standstill Agreement providing, among other things, that the Boulderado Group (as defined in the Standstill Agreement) does not acquire equal to or greater than 15.0% of the common stock of the Company, the Company entered into a First Amendment to the Rights Agreement (the "Amendment") to exclude the Boulderado Group (as defined in the Amendment) from being deemed an "Acquiring Person" as defined in the Rights Agreement and to extend the "Final Expiration Date" of the Rights Agreement from November 21, 2016 until November 21, 2021. The parties entered into a First Amendment to the Standstill Agreement, dated as of June 1, 2012, to increase the allowed ownership percentage of the Boulderado Group from not equal to or greater than 15.0% to not equal to or greater than 16.0% of the common stock of the Company and to a Second Amendment to the Rights Agreement, dated as of June 1, 2012, to increase the beneficial ownership threshold of the Boulderado Group, without being deemed to be an "Acquiring Person", from less than 15% to less than 16% of the Common Shares and to exclude certain parties from being deemed an "Acquiring Person."

In consideration of an August 15, 2014 agreement with Mr. Kelly Cardwell and Central Square Management LLC (collectively the "Central Parties") that the Central Parties and their affiliates ("Central Group") do not acquire any more of the issued and outstanding common stock of the Company, sell sufficient shares of common stock over the 12 month period (amended on July 16, 2016 to 15 months and providing for an option to Bexil to purchase such sufficient shares by generally such time at the volume weighted average sales price for the 20 business day period prior to November 1, 2016) commencing on the date thereof so that the Central Group owns beneficially less than the lesser of 98,000 shares or 10.0% of the common stock, and other conditions, on August 15, 2014 the Company entered into a Third Amendment to the Rights Agreement which excluded the Central Group from being deemed an "Acquiring Person" and extended the "Final Expiration Date" of the Rights Agreement from November 21, 2021 until November 21, 2025.

In conjunction with the stockholder rights plan, the Board authorized the reclassification of 100,000 unissued shares of common stock of the Company (from among 1,000,000,000 shares of common stock, $0.01 par value, of the Company which are authorized) into 100,000 shares of Series A Participating Preferred Stock, par value $0.01 per share, of the Company.

*382 Charter Amendment*

At the 2018 Annual Meeting of Stockholders of the Company held on June 13, 2018 stockholders voted to approve an amendment to the Company's charter to add a new Article XV which generally prohibits any direct or indirect transfer of shares of stock of the Company, if as a result of such transfer, any person or group becomes a 5% shareholder (as defined in the Code) or the percentage of stock of the Company owned by a 5% shareholder would be increased (the “382 Charter Amendment”). As a result of these restrictions, certain transfers of stock by existing 5% shareholders are prohibited. Any attempted transfer in violation of the foregoing restrictions is null and void unless the transferor or transferee obtains the written approval of the Board. No employee or agent of the Company will record any purported transfer to the extent that such transfer is prohibited by the 382 Charter Amendment, and the purported transferee will not be entitled to any rights of stockholders of the Company with respect to the stock that is the subject of the prohibited transfer, including the right to vote such stock and to receive dividends or distributions, whether liquidating or otherwise, in respect of such stock.

## 12. RISKS AND UNCERTAINTIES

*COVID-19*

The outbreak of the novel coronavirus pandemic (“COVID-19”) around the globe continues to adversely impact global commercial activity and has contributed to significant volatility in financial markets. COVID-19 has had a continued and prolonged adverse impact on economic and market conditions. The full impact of COVID-19 on the financial markets, the global economy, and consequently on the Company’s financial condition and results of operations is uncertain and cannot be predicted at the current time as it depends on several factors beyond the control of the Company including, but not limited to (i) the uncertainty around the severity and duration of the outbreak, (ii) the effectiveness of the United States public health response, (iii) the pandemic’s impact on the U.S. and global economies, (iv) the timing, scope and effectiveness of governmental responses to the pandemic, (v) the timing and speed of economic recovery, and (vi) the impact on the financial markets.

*Credit Risk*

Credit risk - The Company and its subsidiaries maintain cash and cash equivalents in accounts with various financial institutions, and at times, account balances may exceed federally insured limits. Neither the Company nor its subsidiaries have experienced any losses in such accounts and the Company believes they are not exposed to any significant credit risk.

## 13. COMMITMENTS AND CONTINGENCIES

The Company enters into contracts that contain a variety of representations and warranties and which may provide general indemnifications. The Company’s maximum exposure under these arrangements is unknown as it involves future claims that may be made against the Company under circumstances that have not occurred.

As of July 8, 2020, the Company was no longer obligated pursuant to a Death Benefit Agreement (the “DBA”) among the Company and certain of its affiliates and a deceased employee, Mr. Bassett S. Winmill, for payments to the employee’s wife by the Company and certain of its affiliates. The Company recorded a gain from the removal of the estimated liability under the DBA in the amount of $929,029 for the year ended December 31, 2020.

Effective October 9, 2020, DNIF delisted its shares from the New York Stock Exchange (“NYSE”) and the shares began trading on the OTC Market. Following the announcement of the delisting, a plaintiff’s law firm advertised for clients interested in challenging the delisting. While this law firm has subsequently been in contact with DNIF and Bexil Advisers, there has been no related legal proceeding of any kind to which DNIF was a party or regarding which any of its property was the subject during the reporting period. Although DNIF and Bexil Advisers believes that the position expressed by the plaintiff’s law firm is entirely without merit, DNIF and Bexil Advisers have and are likely to continue to incur costs in connection with this matter. Costs incurred during the reporting period resulting from this matter are recorded in the Company’s Statements of Income. The Company’s accrual of its reasonably estimated potential costs as of the end of the reporting period in the amount of $76,925 is reflected in its Balance Sheets.

## CORPORATE INFORMATION

The Company's common stock is quoted in the over the counter market under the stock symbol BXLC.

The high and low sales prices of the common stock during each quarterly period over the last two fiscal years were as follows (unaudited):

| | 2021 | | 2020 | |
|---|---|---|---|---|
| | High | Low | High | Low |
| First quarter | $15.25 | $14.85 | $15.60 | $9.50 |
| Second quarter | $21.50 | $15.25 | $12.30 | $11.05 |
| Third quarter | $25.00 | $18.50 | $15.00 | $9.65 |
| Fourth quarter | $25.00 | $23.50 | $15.75 | $14.00 |

**DIRECTORS**
THOMAS B. WINMILL, Chairman
JOHN C. HITCHCOCK
PHILIP N. KADINSKY-CADE
WILLIAM WINMILL

**OFFICERS AND STAFF**
THOMAS B. WINMILL
President, Chief Executive Officer, Chief Legal Officer

THOMAS O'MALLEY
Treasurer, Chief Financial Officer, Chief Accounting Officer

RUSSELL KAMERMAN
Secretary, Chief Compliance Officer, General Counsel

DONALD KLIMOSKI, II
Assistant Secretary, Assistant Chief Compliance Officer, Assistant General Counsel

HEIDI KEATING
Vice President

DIANE L. MARSALA
Senior Accountant

ANNE M. CHI
Accounting Coordinator

DANIEL ROSS
Compliance Assistant, Marketing Assistant, Accounting Assistant, Investment Analyst

**EXECUTIVE OFFICES**
Bexil Corporation
3814 Route 44
Millbrook, New York 12545
1-212-785-0900
www.Bexil.com

**INDEPENDENT AUDITORS**
Tait, Weller & Baker LLP
Two Liberty Place,
50 South 16$^{th}$ Street, Suite 2900
Philadelphia, Pennsylvania 19102

**TRANSFER AGENT AND REGISTRAR**
Securities Transfer Corporation
2901 N. Dallas Parkway Suite 380
Plano, Texas 75093
1-469-633-0101
www.stctransfer.com

**Stock Symbol: BXLC**

For press releases and Company news visit the Bexil website at: www.Bexil.com

# BEXIL

**3814 Route 44**
**Millbrook, NY 12545**


**BXLC-22PXY-AR21**