

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended September 30, 2022

OR

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____.

Commission file number 1-31234

WESTWOOD HOLDINGS GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

75-2969997

(IRS Employer Identification No.)

200 CRESCENT COURT, SUITE 1200

DALLAS, Texas

(Address of principal executive office)

75201

(Zip Code)

(214) 756-6900

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Each Exchange on Which Registered</u>
Common stock, par value \$0.01 per share	WHG	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Shares of common stock, par value \$0.01 per share, outstanding as of October 20, 2022: 8,413,223.

WESTWOOD HOLDINGS GROUP, INC.

INDEX		PAGE
PART I	FINANCIAL INFORMATION	
Item 1.	Financial Statements	
	Condensed Consolidated Balance Sheets as of September 30, 2022 and December 31, 2021	1
	Condensed Consolidated Statements of Comprehensive Income (Loss) for the Three and Nine Months Ended September 30, 2022 and 2021	2
	Condensed Consolidated Statement of Stockholders' Equity for the Three and Nine Months Ended September 30, 2022 and 2021	3
	Condensed Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2022 and 2021	5
	Notes to Condensed Consolidated Financial Statements	6
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	15
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	22
Item 4.	Controls and Procedures	22
PART II	OTHER INFORMATION	24
Item 1.	Legal Proceedings	24
Item 1A.	Risk Factors	24
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	24
Item 6.	Exhibits	25
	Signatures	26

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except par value and share amounts)
(Unaudited)

	September 30, 2022	December 31, 2021
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 22,470	\$ 15,206
Accounts receivable	9,290	11,152
Investments, at fair value	51,564	65,024
Prepaid income taxes	569	233
Other current assets	2,647	2,246
Total current assets	86,540	93,861
Investments	4,455	4,455
Noncurrent investments at fair value	4,001	4,513
Goodwill	16,401	16,401
Deferred income taxes	1,097	848
Operating lease right-of-use assets	5,286	4,868
Intangible assets, net	10,693	11,911
Property and equipment, net of accumulated depreciation of \$9,096 and \$8,637	1,717	2,114
Other long-term assets	797	634
Total assets	\$ 130,987	\$ 139,605
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 2,876	\$ 2,637
Dividends payable	1,726	1,800
Compensation and benefits payable	5,900	9,530
Operating lease liabilities	1,484	1,409
Income taxes payable	—	466
Total current liabilities	11,986	15,842
Accrued dividends	554	1,133
Noncurrent operating lease liabilities	4,940	4,724
Total long-term liabilities	5,494	5,857
Total liabilities	17,480	21,699
Commitments and contingencies (Note 10)		
Stockholders' Equity:		
Common stock, \$0.01 par value, authorized 25,000,000 shares, issued 11,058,937 and outstanding 8,410,659 shares at September 30, 2022; issued 10,658,644 and outstanding 8,253,491 shares at December 31, 2021	110	107
Additional paid-in capital	199,594	195,187
Treasury stock, at cost - 2,648,278 shares at September 30, 2022; 2,405,154 shares at December 31, 2021	(85,227)	(81,750)
Retained earnings (accumulated deficit)	(970)	4,362
Total stockholders' equity	113,507	117,906
Total liabilities and stockholders' equity	\$ 130,987	\$ 139,605

See Notes to Condensed Consolidated Financial Statements.

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(In thousands, except per share data and share amounts)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
REVENUES:				
Advisory fees:				
Asset-based	\$ 10,474	\$ 12,011	\$ 33,244	\$ 33,846
Performance-based	—	—	—	1,959
Trust fees	5,177	5,952	16,257	18,233
Other, net	(245)	(103)	(1,276)	(375)
Total revenues	<u>15,406</u>	<u>17,860</u>	<u>48,225</u>	<u>53,663</u>
EXPENSES:				
Employee compensation and benefits	9,526	10,268	28,993	32,053
Sales and marketing	335	292	1,326	892
Westwood mutual funds	615	814	1,812	1,573
Information technology	2,170	1,937	5,934	6,190
Professional services	1,660	726	4,655	3,471
General and administrative	2,182	1,779	6,570	5,893
Total expenses	<u>16,488</u>	<u>15,816</u>	<u>49,290</u>	<u>50,072</u>
Net operating income (loss)	<u>(1,082)</u>	<u>2,044</u>	<u>(1,065)</u>	<u>3,591</u>
Realized gains on private investments	—	—	—	8,371
Net change in unrealized appreciation (depreciation) on private investments	(249)	(13)	(511)	(2,124)
Net investment income	104	131	93	562
Other income	206	198	598	390
Income (loss) before income taxes	<u>(1,021)</u>	<u>2,360</u>	<u>(885)</u>	<u>10,790</u>
Income tax provision	154	481	618	3,840
Net income (loss)	<u>\$ (1,175)</u>	<u>\$ 1,879</u>	<u>\$ (1,503)</u>	<u>\$ 6,950</u>
Total comprehensive income (loss)	<u>\$ (1,175)</u>	<u>\$ 1,879</u>	<u>\$ (1,503)</u>	<u>\$ 6,950</u>
Earnings (loss) per share:				
Basic	\$ (0.15)	\$ 0.24	\$ (0.19)	\$ 0.88
Diluted	\$ (0.15)	\$ 0.24	\$ (0.19)	\$ 0.88
Weighted average shares outstanding:				
Basic	7,794,060	7,887,259	7,867,555	7,886,359
Diluted	7,794,060	7,956,081	7,867,555	7,933,860

See Notes to Condensed Consolidated Financial Statements.

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
For the Three Months Ended September 30, 2022 and 2021
(In thousands, except share amounts)
(Unaudited)

	Common Stock, Par		Additional Paid-In Capital	Treasury Stock	Retained Earnings (Accumulated Deficit)	Total
	Shares	Amount				
Balance, June 30, 2022	8,511,014	\$ 111	\$ 198,084	\$ (83,970)	\$ 1,493	\$ 115,718
Net loss	—	—	—	—	(1,175)	(1,175)
Issuance of restricted stock, net of forfeitures	(911)	(1)	1	—	—	—
Dividends declared (\$0.15 per share)	—	—	—	—	(1,288)	(1,288)
Stock-based compensation expense	—	—	1,509	—	—	1,509
Purchases of treasury stock	(99,444)	—	—	(1,257)	—	(1,257)
Balance, September 30, 2022	<u>8,410,659</u>	<u>\$ 110</u>	<u>\$ 199,594</u>	<u>\$ (85,227)</u>	<u>\$ (970)</u>	<u>\$ 113,507</u>

	Common Stock, Par		Additional Paid-In Capital	Treasury Stock	Retained Earnings	Total
	Shares	Amount				
Balance, June 30, 2021	8,324,702	\$ 108	\$ 213,362	\$ (80,551)	\$ 1,757	\$ 134,676
Net income	—	—	—	—	1,879	1,879
Issuance of restricted stock, net of forfeitures	(2,336)	—	—	—	—	—
Return of capital (\$2.50 per share)	—	—	(20,823)	—	—	(20,823)
Dividends declared (\$0.10 per share)	—	—	—	—	(867)	(867)
Stock-based compensation expense	—	—	1,362	—	—	1,362
Purchases of treasury stock	(25,502)	—	—	(499)	—	(499)
Balance, September 30, 2021	<u>8,296,864</u>	<u>\$ 108</u>	<u>\$ 193,901</u>	<u>\$ (81,050)</u>	<u>\$ 2,769</u>	<u>\$ 115,728</u>

See Notes to Condensed Consolidated Financial Statements.

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
For the Nine Months Ended September 30, 2022 and 2021
(In thousands, except share amounts)
(Unaudited)

	Common Stock, Par		Additional Paid-In Capital	Treasury Stock	Retained Earnings (Accumulated Deficit)	Total
	Shares	Amount				
Balance, December 31, 2021	8,253,491	\$ 107	\$ 195,187	\$ (81,750)	\$ 4,362	\$ 117,906
Net loss	—	—	—	—	(1,503)	(1,503)
Issuance of restricted stock, net of forfeitures	400,292	3	(3)	—	—	—
Dividends declared (\$0.45 per share)	—	—	—	—	(3,829)	(3,829)
Stock-based compensation expense	—	—	4,410	—	—	4,410
Purchases of treasury stock	(205,521)	—	—	(2,851)	—	(2,851)
Restricted stock returned for payment of taxes	(37,603)	—	—	(626)	—	(626)
Balance, September 30, 2022	<u>8,410,659</u>	<u>\$ 110</u>	<u>\$ 199,594</u>	<u>\$ (85,227)</u>	<u>\$ (970)</u>	<u>\$ 113,507</u>

	Common Stock, Par		Additional Paid-In Capital	Treasury Stock	Retained Earnings (Accumulated Deficit)	Total
	Shares	Amount				
Balance, December 31, 2020	8,326,948	\$ 105	\$ 210,268	\$ (77,967)	\$ (1,695)	\$ 130,711
Net income	—	—	—	—	6,950	6,950
Issuance of restricted stock, net of forfeitures	158,134	3	(3)	—	—	—
Return of capital (\$2.50 per share)	—	—	(20,823)	—	—	(20,823)
Dividends declared (\$0.30 per share)	—	—	—	—	(2,486)	(2,486)
Stock-based compensation expense	—	—	4,459	—	—	4,459
Purchases of treasury stock	(136,859)	—	—	(2,199)	—	(2,199)
Restricted stock returned for payment of taxes	(51,359)	—	—	(884)	—	(884)
Balance, September 30, 2021	<u>8,296,864</u>	<u>\$ 108</u>	<u>\$ 193,901</u>	<u>\$ (81,050)</u>	<u>\$ 2,769</u>	<u>\$ 115,728</u>

See Notes to Condensed Consolidated Financial Statements.

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	Nine Months Ended September 30,	
	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	\$ (1,503)	\$ 6,950
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation	488	571
Amortization of intangible assets	1,218	1,218
Net change in unrealized depreciation on investments	1,822	2,425
Realized gains on private investments	—	(8,371)
Stock-based compensation expense	4,410	4,459
Deferred income taxes	(252)	477
Non-cash lease expense	800	923
Gain on asset disposition	—	(148)
Change in operating assets and liabilities:		
Net sales of trading securities	12,149	11,191
Accounts receivable	1,862	(335)
Other current assets	(562)	(15)
Accounts payable and accrued liabilities	246	1,149
Compensation and benefits payable	(3,622)	(430)
Income taxes payable	(810)	2,191
Other liabilities	(927)	(1,195)
Net cash provided by operating activities	15,319	21,060
CASH FLOWS FROM INVESTING ACTIVITIES:		
Sale of investments	—	9,258
Sale of property and equipment	—	501
Purchase of property and equipment	(123)	(114)
Purchase of investments	—	(15)
Net cash (used in) provided by investing activities	(123)	9,630
CASH FLOWS FROM FINANCING ACTIVITIES:		
Purchases of treasury stock	(2,851)	(2,164)
Restricted stock returned for payment of taxes	(626)	(884)
Cash dividends paid	(4,459)	(22,125)
Net cash used in financing activities	(7,936)	(25,173)
Effect of currency rate changes on cash	4	(72)
NET CHANGE IN CASH AND CASH EQUIVALENTS	7,264	5,445
Cash and cash equivalents, beginning of period	15,206	13,016
Cash and cash equivalents, end of period	<u>\$ 22,470</u>	<u>\$ 18,461</u>
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid during the period for income taxes	\$ 1,807	\$ 506
Accrued dividends	\$ 2,280	\$ 2,481
Additional operating lease right-of-use assets	\$ 1,217	\$ —

See Notes to Condensed Consolidated Financial Statements.

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. DESCRIPTION OF THE BUSINESS

Westwood Holdings Group, Inc. ("Westwood", "the Company", "we", "us" or "our") was incorporated under the laws of the State of Delaware on December 12, 2001. Westwood manages investment assets and provides services for its clients through its wholly-owned subsidiaries, Westwood Management Corp. and Westwood Advisors, L.L.C. (referred to hereinafter together as "Westwood Management") and Westwood Trust.

Westwood Management provides investment advisory services to institutional clients, a family of mutual funds called the Westwood Funds®, other mutual funds, individual investors and clients of Westwood Trust. Westwood Trust provides trust and custodial services and participation in self-sponsored common trust funds ("CTFs") to institutions and high net worth individuals. Revenue is largely dependent on the total value and composition of assets under management ("AUM"). Accordingly, fluctuations in financial markets and in the composition of AUM impact our revenues and results of operations.

Westwood Management is registered with the Securities and Exchange Commission ("SEC") as an investment advisor ("RIA") under the Investment Advisers Act of 1940. Westwood Trust is chartered and regulated by the Texas Department of Banking.

Pending Acquisition

On May 26, 2022, we announced our acquisition of Salient Partners' ("Salient") asset management business for an upfront payment of \$35.0 million on closing, with deferred payments of up to \$25.0 million over several years, subject to satisfaction of certain revenue retention and growth targets. The transaction is subject to customary closing conditions, including fund shareholder and other client approvals.

Salient is a real asset and alternative investment firm that offers a suite of strategies focused on energy and infrastructure, real estate and tactical alternative investments.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying Condensed Consolidated Financial Statements are unaudited and are presented in accordance with the requirements for quarterly reports on Form 10-Q and consequently do not include all of the information and footnote disclosures required by accounting principles generally accepted in the United States of America ("GAAP"). The Company's Condensed Consolidated Financial Statements reflect all adjustments (consisting only of normal recurring adjustments) necessary in the opinion of management to present fairly our interim financial position and results of operations and cash flows for the periods presented. The accompanying Condensed Consolidated Financial Statements are presented in accordance with GAAP and the rules and regulations of the SEC.

The accompanying unaudited Condensed Consolidated Financial Statements should be read in conjunction with our Consolidated Financial Statements, and notes thereto, included in our Annual Report on Form 10-K for the year ended December 31, 2021. Operating results for the periods in these Condensed Consolidated Financial Statements are not necessarily indicative of results for any future period. The accompanying Condensed Consolidated Financial Statements include the accounts of Westwood and its subsidiaries. All intercompany accounts and transactions have been eliminated upon consolidation.

3. REVENUE

Revenue Recognition

Revenues are recognized when the performance obligation (the investment management and advisory or trust services provided to the client) defined by the investment advisory or sub-advisory agreement is satisfied. For each performance obligation, we determine at contract inception whether the revenue satisfies over time or at a point in time. We derive our revenues from investment advisory fees, trust fees and other sources of revenues such as gains and losses from our seed money investments into new investment strategies. The "Other, net" revenues on our Condensed Consolidated Statements of Comprehensive Income (Loss) are the unrealized gains and losses on our seed money investments, and our seed money investments are included in "Investments, at fair value" on our Condensed Consolidated Balance Sheets. Advisory and trust

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

fees are calculated based on a percentage of AUM and the performance obligation is realized over the current calendar quarter. Once clients receive our investment advisory services we have an enforceable right to payment.

Advisory Fee Revenues

Our advisory fees are generated by Westwood Management which manages client accounts under investment advisory and sub-advisory agreements. Advisory fees are typically calculated based on a percentage of AUM and are paid in accordance with the terms of the agreements. Advisory fees are paid quarterly in advance based on AUM on the last day of the preceding quarter, quarterly in arrears based on AUM on the last day of the quarter just ended or are based on a daily or monthly analysis of AUM for the stated period. We recognize advisory fee revenues as services are rendered. Since our advance paying clients' billing periods coincide with the calendar quarter to which such payments relate, revenue is recognized within the quarter and our Condensed Consolidated Financial Statements contain no deferred advisory fee revenues. Advisory clients typically consist of institutional and mutual fund accounts.

Institutional investors include separate accounts of (i) corporate pension and profit sharing plans, public employee retirement funds, Taft-Hartley plans, endowments, foundations and individuals; (ii) subadvisory relationships where Westwood provides investment management services for funds offered by other financial institutions; (iii) pooled investment vehicles including collective investment trusts; and (iv) managed account relationships with brokerage firms and other registered investment advisors that offer Westwood products to their customers.

Mutual funds include the Westwood Funds®, a family of mutual funds for which Westwood Management serves as advisor. These funds are available to individual investors, as well as offered as part of our investment strategies for institutional investors and wealth management accounts.

Arrangements with Performance-Based Obligations

A limited number of our advisory clients have a contractual performance-based fee component in their contracts, which generates additional revenues if we outperform a specified index over a specific period of time, and a limited number of our mutual fund offerings have fees that generate additional revenues if we outperform specified indices over specific periods of time.

The revenue is based on future market performance and is subject to factors outside our control. We cannot conclude that a significant reversal in the cumulative amount of revenue recognized will not occur during the measurement period, and therefore the revenue is recorded at the end of the measurement period if the performance obligation has been satisfied.

Trust Fee Revenues

Our trust fees are generated by Westwood Trust pursuant to trust or custodial agreements. Trust fees are separately negotiated with each client and are generally based on a percentage of AUM. Westwood Trust also provides trust services to a small number of clients on a fixed fee basis. The fees for most of our trust clients are calculated quarterly in arrears, based on a daily average of AUM for the quarter, or monthly, based on the month-end value of AUM. Since billing periods for most of Westwood Trust's clients coincide with the calendar quarter, revenue is fully recognized within the quarter and our Condensed Consolidated Financial Statements contain no deferred advisory fee revenues.

Revenue Disaggregated

Sales taxes are excluded from revenues. The following table presents our revenue disaggregated by account type (in thousands). In 2021, we recast certain prior year revenues related to performance-based fees.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Advisory Fees:				
Institutional	\$ 6,247	\$ 7,579	\$ 19,928	\$ 23,662
Mutual Funds	4,029	4,232	12,718	11,648
Wealth Management	198	200	598	495
Trust Fees	5,177	5,952	16,257	18,233
Other, net	(245)	(103)	(1,276)	(375)
Total revenues	\$ 15,406	\$ 17,860	\$ 48,225	\$ 53,663

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

We serve clients primarily in the United States, as well as in certain international locations. The following table presents our revenue disaggregated by our clients' geographical locations (in thousands):

Three Months Ended September 30, 2022	Advisory	Trust	Other	Total
Canada	\$ 285	\$ —	\$ —	\$ 285
United States	10,189	5,177	(245)	15,121
Total	\$ 10,474	\$ 5,177	\$ (245)	\$ 15,406

Three Months Ended September 30, 2021	Advisory	Trust	Other	Total
Canada	\$ 293	\$ —	\$ —	\$ 293
United States	11,718	5,952	(103)	17,567
Total	\$ 12,011	\$ 5,952	\$ (103)	\$ 17,860

Nine Months Ended September 30, 2022	Advisory	Trust	Other	Total
Canada	\$ 879	\$ —	\$ —	\$ 879
United States	32,365	16,257	(1,276)	47,346
Total	\$ 33,244	\$ 16,257	\$ (1,276)	\$ 48,225

Nine Months Ended September 30, 2021	Advisory	Trust	Performance-based	Other	Total
Canada	\$ 866	\$ —	\$ —	\$ —	\$ 866
Europe	638	—	262	—	900
United States	32,352	18,233	1,687	(375)	51,897
Total	\$ 33,856	\$ 18,233	\$ 1,949	\$ (375)	\$ 53,663

4. SEGMENT REPORTING

We operate two segments: Advisory and Trust. These segments are managed separately based on the types of products and services offered and their related client bases. The Company's segment information is prepared on the same basis that management reviews the financial information for operational decision-making purposes.

The Company's chief operating decision maker, our Chief Executive Officer, evaluates the performance of our segments based primarily on fee revenues and Economic Earnings, a non-GAAP measurement. We define Economic Earnings as net income (loss) plus non-cash equity-based compensation expense, amortization of intangible assets and deferred taxes related to goodwill. Although depreciation on fixed assets is a non-cash expense, we do not add it back when calculating Economic Earnings because depreciation charges represent an allocation of the decline in the value of the related assets that will ultimately require replacement. In addition, we do not adjust Economic Earnings for tax deductions related to restricted stock expense or amortization of intangible assets.

Westwood Holdings Group, Inc., the parent company of Advisory and Trust, does not have revenues and is the entity in which we record typical holding company expenses including employee compensation and benefits for holding company employees, directors' fees and investor relations costs. All segment accounting policies are the same as those described in the summary of significant accounting policies. Intersegment balances that eliminate in consolidation have been applied to the appropriate segment.

Advisory

Our Advisory segment provides investment advisory services to (i) corporate pension and profit sharing plans, public employee retirement funds, Taft-Hartley plans, endowments, foundations and individuals, (ii) subadvisory relationships where Westwood provides investment management services to the Westwood Funds®, funds offered by other financial institutions and funds offered by our Trust segment and (iii) pooled investment vehicles, including collective investment

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

trusts. Westwood Management provides investment advisory services to similar clients and is included in our Advisory segment.

Trust

Trust provides trust and custodial services and participation in common trust funds that it sponsors to institutions and high net worth individuals. Westwood Trust is included in our Trust segment.

<i>(in thousands)</i>	Advisory	Trust	Westwood Holdings	Eliminations	Consolidated
Three Months Ended September 30, 2022					
Net fee revenues from external sources	\$ 10,474	\$ 5,177	\$ —	\$ —	\$ 15,651
Net intersegment revenues	450	83	—	(533)	—
Other, net	(245)	—	—	—	(245)
Total revenues	\$ 10,679	\$ 5,260	\$ —	\$ (533)	\$ 15,406
September 30, 2022 segment assets	\$ 227,781	\$ 48,600	\$ 28,676	\$ (174,070)	\$ 130,987
September 30, 2022 segment goodwill	\$ —	\$ 16,401	\$ —	\$ —	\$ 16,401
Three Months Ended September 30, 2021					
Net fee revenues from external sources	\$ 12,011	\$ 5,952	\$ —	\$ —	\$ 17,963
Net intersegment revenues	576	93	—	(669)	—
Other, net	(103)	—	—	—	(103)
Total revenues	\$ 12,484	\$ 6,045	\$ —	\$ (669)	\$ 17,860
September 30, 2021 segment assets	\$ 215,903	\$ 57,503	\$ 12,261	\$ (150,405)	\$ 135,262
September 30, 2021 segment goodwill	\$ —	\$ 16,401	\$ —	\$ —	\$ 16,401

<i>(in thousands)</i>	Advisory	Trust	Westwood Holdings	Eliminations	Consolidated
Nine Months Ended September 30, 2022					
Net fee revenues from external sources	\$ 33,244	\$ 16,257	\$ —	\$ —	\$ 49,501
Net intersegment revenues	1,563	261	—	(1,824)	—
Other, net	(1,276)	—	—	—	(1,276)
Total revenues	\$ 33,531	\$ 16,518	\$ —	\$ (1,824)	\$ 48,225
Nine Months Ended September 30, 2021					
Net fee revenues from external sources	\$ 35,805	\$ 18,233	\$ —	\$ —	\$ 54,038
Net intersegment revenues	1,876	261	—	(2,137)	—
Other, net	(375)	—	—	—	(375)
Total revenues	\$ 37,306	\$ 18,494	\$ —	\$ (2,137)	\$ 53,663

5. INVESTMENTS

During 2018, we made a \$5.4 million strategic investment in InvestCloud, a digital financial services provider ("InvestCloud"), which is included in "Investments" on our Condensed Consolidated Balance Sheets. This investment represents an equity interest in a private company without a readily determinable fair value. The Company has elected to apply the measurement alternative of cost minus impairment, if any, plus or minus changes resulting from observable price changes.

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

Following InvestCloud's recapitalization in the first quarter of 2021, we recorded a realized gain of approximately \$8.3 million when our originally purchased shares were redeemed. Following this redemption we re-invested \$4.4 million of our proceeds into newly-issued shares of InvestCloud.

Our investment in Charis, the parent company of Westwood Private Bank ("Charis"), is included in "Noncurrent investments at fair value" on our Condensed Consolidated Balance Sheets and is measured at fair value on a recurring basis.

In the nine months ended September 30, 2022, we reported unrealized losses of approximately \$0.6 million following fair value decreases resulting from market transactions. In the nine months ended September 30, 2021, we recorded unrealized gains of approximately \$0.7 million, following fair value increases resulting from market transactions.

In 2019 we made a \$0.3 million investment in Westwood Hospitality Fund I, LLC, a private investment fund. Our investment is included in "Noncurrent investments at fair value" on our Condensed Consolidated Balance Sheets and is measured at fair value on a recurring basis using net asset value ("NAV") as a practical expedient.

All other investments are carried at fair value on a recurring basis and are accounted for as trading securities.

Investments carried at fair value are presented in the table below (in thousands):

	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
September 30, 2022:				
U.S. Government and Government agency obligations	\$ 33,931	\$ —	\$ (557)	\$ 33,374
Money market funds	12,760	128	—	12,888
Equity funds	4,861	—	(779)	4,082
Equities	1,276	—	(188)	1,088
Exchange-traded bond funds	155	—	(23)	132
Total trading securities	52,983	128	(1,547)	51,564
Private investment fund	265	—	(40)	225
Private equity	3,420	356	—	3,776
Total investments carried at fair value	<u>\$ 56,668</u>	<u>\$ 484</u>	<u>\$ (1,587)</u>	<u>\$ 55,565</u>
December 31, 2021:				
U.S. Government and Government agency obligations	\$ 39,926	\$ —	\$ (491)	\$ 39,435
Money market funds	19,661	—	—	19,661
Equity funds	4,135	158	(7)	4,286
Equities	1,296	206	—	1,502
Exchange-traded bond funds	140	—	—	140
Total trading securities	65,158	364	(498)	65,024
Private investment fund	265	—	(121)	144
Private equity	3,420	949	—	4,369
Total investments carried at fair value	<u>\$ 68,843</u>	<u>\$ 1,313</u>	<u>\$ (619)</u>	<u>\$ 69,537</u>

6. FAIR VALUE MEASUREMENTS

ASC 820, Fair Value Measurements, defines fair value, establishes a framework for measuring fair value and requires disclosures regarding certain fair value measurements. ASC 820 establishes a three-tier hierarchy for measuring fair value, as follows:

- Level 1 – quoted market prices in active markets for identical assets
- Level 2 – inputs other than quoted prices that are directly or indirectly observable
- Level 3 – significant unobservable inputs where there is little or no market activity

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

Our strategic investment in InvestCloud, discussed in Note 5 “Investments,” is excluded from the recurring fair value table shown below because we have elected to apply the measurement alternative for this investment.

The following table summarizes the values of our investments measured at fair value on a recurring basis within the fair value hierarchy as of the dates indicated (in thousands):

	Level 1	Level 2	Level 3	Investments Measured at NAV ⁽¹⁾	Total
As of September 30, 2022:					
Investments in trading securities	\$ 51,564	\$ —	\$ —	\$ —	\$ 51,564
Private investment fund	—	—	—	225	225
Private equity	—	—	3,776	—	3,776
Total assets measured at fair value	<u>\$ 51,564</u>	<u>\$ —</u>	<u>\$ 3,776</u>	<u>\$ 225</u>	<u>\$ 55,565</u>
As of December 31, 2021:					
Investments in trading securities	\$ 65,024	\$ —	\$ —	\$ —	\$ 65,024
Private investment fund	—	—	—	144	144
Private equity	—	—	4,369	—	4,369
Total assets measured at fair value	<u>\$ 65,024</u>	<u>\$ —</u>	<u>\$ 4,369</u>	<u>\$ 144</u>	<u>\$ 69,537</u>

(1) Comprised of certain investments measured at fair value using net asset value (“NAV”) as a practical expedient. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented on our Condensed Consolidated Balance Sheets.

Our investment in Charis is included within Level 3 of the fair value hierarchy as we value that investment utilizing inputs not observable in the market. Our investment is measured at fair value on a recurring basis using a market approach based on a price to tangible book value multiple range that is determined to be reasonable in the current environment, or on market transactions. Management believes this valuation methodology is consistent with the banking industry and we reevaluate our methodology and inputs on a quarterly basis.

The following table summarizes the changes in Level 3 investments measured at fair value on a recurring basis for the periods presented (in thousands):

	Fair Value using Significant Unobservable Inputs (Level 3)			
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Beginning balance	\$ 4,024	\$ 4,087	\$ 4,369	\$ 3,431
Unrealized gains (losses) on private investments	(248)	(13)	(593)	643
Ending balance	<u>\$ 3,776</u>	<u>\$ 4,074</u>	<u>\$ 3,776</u>	<u>\$ 4,074</u>

The September 30, 2022 private investment fair value of \$3.8 million was valued using a market approach based on a price to tangible book value multiple, with unobservable book value multiples ranging from \$1.47 to \$1.99 per share, with a weighted average of \$1.66 per share. Significant increases (decreases) in book value multiples in isolation would have resulted in a significantly higher (lower) fair value measurement.

7. INCOME TAXES

Our effective income tax rate differed from the 21% statutory rate for the three and nine months ended 2022 and 2021 due to permanent differences between book and tax restricted stock expense based on a decrease in our stock price between the restricted stock grant and vesting dates.

8. EARNINGS (LOSS) PER SHARE

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

Basic earnings (loss) per common share is computed by dividing net income (loss) available to common stockholders by the weighted average number of shares outstanding for the applicable period. Diluted earnings per share is computed based on the weighted average number of shares outstanding plus the effect of any dilutive shares of restricted stock granted to employees and non-employee directors. There were approximately 150,000 and 40,000 anti-dilutive restricted shares outstanding for the three months ended September 30, 2022 and September 30, 2021, respectively. There were approximately 108,000 and 138,000 anti-dilutive restricted shares outstanding for the nine months ended September 30, 2022 and September 30, 2021, respectively.

The following table sets forth the computation of basic and diluted earnings (loss) per share (in thousands, except per share and share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Net income (loss)	\$ (1,175)	\$ 1,879	\$ (1,503)	\$ 6,950
Weighted average shares outstanding - basic	7,794,060	7,887,259	7,867,555	7,886,359
Dilutive potential shares from unvested restricted shares	—	68,822	—	47,501
Weighted average shares outstanding - diluted	7,794,060	7,956,081	7,867,555	7,933,860
Earnings (loss) per share:				
Basic	\$ (0.15)	\$ 0.24	\$ (0.19)	\$ 0.88
Diluted	\$ (0.15)	\$ 0.24	\$ (0.19)	\$ 0.88

9. GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill

Goodwill represents the excess of the cost of acquired assets over the fair value of the underlying identifiable assets at the date of acquisition. Goodwill is not amortized but is tested for impairment at least annually. We completed our most recent annual goodwill impairment assessment during the third quarter of 2022, and determined that no goodwill impairment related to the Trust segment was required. There was no goodwill impairment in the Trust segment during the three months ended September 30, 2022 or September 30, 2021.

Other Intangible Assets

Our intangible assets represent the acquisition date fair value of acquired client relationships, trade names, non-compete agreements and internally developed software and are reflected net of amortization. In valuing these assets, we made significant estimates regarding their useful lives, growth rates and potential attrition. We periodically review intangible assets for events or circumstances that would indicate impairment. No intangible asset impairments were recorded during the three and nine months ended September 30, 2022 or September 30, 2021.

10. LEASES

In the third quarter of 2022 we recorded additional right-of-use assets of \$1.2 million as we have expanded our Houston, Texas office space and extended one of our leases. As of September 30, 2022 there have been no other material changes outside the ordinary course of business to our leases since December 31, 2021. For information regarding our leases, refer to Note 11 “Leases” in Part IV, Item 15. “Exhibits, Financial Statement Schedules” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2021.

11. STOCKHOLDERS' EQUITY

Share Repurchase Program

As of September 30, 2022, we have \$1.9 million of shares that may yet be repurchased under our plan.

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

During the three months ended September 30, 2022, the Company repurchased 99,444 shares of our common stock at an average price of \$12.64 per share, including commissions, for an aggregate purchase price of \$1.3 million under our share repurchase plan. During the three months ended September 30, 2021, the Company repurchased 25,502 shares of our common stock at an average price of \$19.57 per share, including commissions, for an aggregate purchase price of \$0.5 million under our share repurchase plan.

During the nine months ended September 30, 2022, the Company repurchased 169,630 shares of our common stock at an average price of \$13.47 per share, including commissions, for an aggregate purchase price of \$2.3 million under our share repurchase plan. During the nine months ended September 30, 2021, the Company repurchased 136,859 shares of our common stock at an average price of \$16.07 per share, including commissions, for an aggregate purchase price of \$2.2 million under our share repurchase plan.

Open Market Repurchases

During the nine months ended September 30, 2022, the Company repurchased 35,891 shares of our common stock on the open market at an average price of \$15.75 per share, including commissions, for an aggregate purchase price of \$0.6 million.

12. VARIABLE INTEREST ENTITIES

We evaluated (i) our relationship as sponsor of the Common Trust Funds (“CTFs”) and managing member of the private equity funds Westwood Hospitality Fund I, LLC and Westwood Technology Opportunities Fund I, LP (collectively the “Private Funds”), (ii) our advisory relationships with the Westwood Funds®, and (iii) our investments in InvestCloud and Charis discussed in Note 5 “Investments” (“Private Equity”) to determine whether each of these entities is a variable interest entity (“VIE”) or voting ownership entity (“VOE”).

Based on our analyses, we determined that the CTFs and Private Funds were VIEs, as the at-risk equity holders do not have the ability to direct the activities that most significantly impact the entities' economic performance, and the Company and its representatives have a majority control of the entities' respective boards of directors and can influence the respective entities' management and affairs.

Based on our analyses, we determined the Westwood Funds® and Private Equity (i) have sufficient equity at risk to finance the entities' activities independently, (ii) have the obligation to absorb losses, the right to receive residual returns and the right to direct the activities of the entities that most significantly impact the entities' economic performance, and (iii) are not structured with disproportionate voting rights.

Based on our analyses of our investments in these entities for the periods ended September 30, 2022 and December 31, 2021, we have not consolidated the CTFs or Private Funds under the VIE method or the Westwood Funds® or Private Equity under the VOE method.

We recognized fee revenue from the Westwood VIEs and Westwood VOEs as follows (in millions):

	Three Months Ended		Nine Months Ended	
	September 30, 2022	September 30, 2021	September 30, 2022	September 30, 2021
Fee Revenues	\$ 4.9	\$ 5.5	\$ 15.7	\$ 15.8

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

The following table displays the AUM and the risk of loss in each vehicle (in millions):

	As of September 30, 2022		
	Assets Under Management	Corporate Investment	Amount at Risk
VIEs/VOEs:			
Westwood Funds®	\$ 2,428	\$ —	\$ —
Common Trust Funds	674	—	—
Private Funds	11	0.2	0.2
Private Equity	—	8.2	8.2
All other assets:			
Wealth Management	2,843		
Institutional	5,510		
Total Assets Under Management	\$ 11,466		

13. RELATED PARTY TRANSACTIONS

The Company engages in transactions with its affiliates in the ordinary course of business. Westwood Management provides investment advisory services to the Westwood Funds®. Under the terms of the investment advisory agreements, the Company earns quarterly fees paid by clients of the fund or by the funds directly. The fees are based on negotiated fee schedules applied to AUM. For the three and nine months ended September 30, 2022 and September 30, 2021, the Company earned immaterial fees from the affiliated funds.

One of our directors serves as a consultant to the Company under a consulting agreement. We recorded immaterial expenses related to this agreement for both the three and nine months ended September 30, 2022 and September 30, 2021.

14. SUBSEQUENT EVENTS

Dividends Declared

On October 26, 2022, the Board of Directors declared a quarterly cash dividend of \$0.15 per share of common stock payable on January 3, 2023 to stockholders of record on December 2, 2022.

ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-Looking Statements

Statements in this report and the Annual Report to Stockholders that are not purely historical facts, including, without limitation, statements about our expected future financial position, results of operations or cash flows, as well as other statements including, without limitation, words such as “anticipate,” “believe,” “plan,” “estimate,” “expect,” “intend,” “should,” “could,” “goal,” “potentially,” “may,” “designed” and other similar expressions, constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Actual results and the timing of some events could differ materially from those projected in or contemplated by the forward-looking statements due to a number of factors, including, without limitation, the risks described under “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2021 and those risks set forth below:

- the composition and market value of our AUM;
- our ability to maintain our fee structure in light of competitive fee pressures;
- risks associated with actions of activist stockholders;
- distributions to our common stockholders have included and may in the future include a return of capital;
- inclusion of foreign company investments in our AUM;
- regulations adversely affecting the financial services industry;
- our ability to maintain effective cyber security;
- litigation risks;
- our ability to develop and market new investment strategies successfully;
- our reputation and our relationships with current and potential customers;
- our ability to attract and retain qualified personnel;
- our ability to perform operational tasks;
- our ability to select and oversee third-party vendors;
- our dependence on the operations and funds of our subsidiaries;
- our ability to maintain effective information systems;
- our ability to prevent misuse of assets and information in the possession of our employees and third-party vendors, which could damage our reputation and result in costly litigation and liability for our clients and us;
- our stock is thinly traded and may be subject to volatility;
- our organizational documents contain provisions that may prevent or deter another group from paying a premium over the market price to our stockholders to acquire our stock;
- competition in the investment management industry;
- our ability to avoid termination of client agreements and the related investment redemptions;
- the significant concentration of our revenues in a small number of customers;
- our relationships with investment consulting firms;
- the continuing effects of the COVID-19 pandemic;
- our ability to identify and execute on our strategic initiatives;
- our ability to declare and pay dividends;
- our ability to fund future capital requirements on favorable terms;
- our ability to properly address conflicts of interest;
- our ability to maintain adequate insurance coverage; and

- our ability to maintain an effective system of internal controls.

You should not unduly rely on these forward-looking statements, which speak only as of the date of this report. We are not obligated and do not undertake an obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances occurring after the date of this report or to reflect the occurrence of unanticipated events or otherwise.

Overview

We manage investment assets and provide services for our clients through our subsidiaries, Westwood Management Corp. and Westwood Advisors, L.L.C. (each of which is an SEC-registered investment advisor and referred to hereinafter together as “Westwood Management”) and Westwood Trust. Westwood Management provides investment advisory services to institutional investors, a family of mutual funds called the Westwood Funds®, other mutual funds, individuals and clients of Westwood Trust. Westwood Trust provides trust and custodial services and participation in common trust funds to institutions and high net worth individuals. Our revenues are generally derived from fees based on a percentage of AUM.

Pending Acquisition

On May 26, 2022, we announced our acquisition of Salient's asset management business for an upfront payment of \$35.0 million on closing, with deferred payments of up to \$25.0 million over several years, subject to satisfaction of certain revenue retention and growth targets. The transaction is subject to customary closing conditions, including fund shareholder and other client approvals, and we currently expect to close the transaction in the fourth quarter of 2022.

Salient is a real asset and alternative investment firm that offers a suite of strategies focused on energy and infrastructure, real estate and tactical alternative investments. The acquisition would add complementary, highly differentiated investment capabilities to us, and expand and enhance our multi-asset program, and we also foresee many opportunities to collaborate on new strategies.

Revenues

We derive our revenues from investment advisory fees, trust fees and other revenues. Our advisory fees are generated by Westwood Management which manages client accounts under investment advisory and subadvisory agreements. Advisory fees are typically calculated based on a percentage of AUM and are paid in accordance with the terms of the agreements. Advisory fees are paid quarterly in advance based on AUM on the last day of the preceding quarter, quarterly in arrears based on AUM on the last day of the quarter just ended or are based on a daily or monthly analysis of AUM for the stated period. We recognize advisory fee revenues as services are rendered. Certain of our clients have a contractual performance-based fee component in their contracts, which generates additional revenues if we outperform a specified index over a specific period of time. We record revenue for performance-based fees at the end of the measurement period. Since our advance paying clients' billing periods coincide with the calendar quarter to which such payments relate, revenue is recognized within the quarter, and our Condensed Consolidated Financial Statements contain no deferred advisory fee revenues.

Our trust fees are generated by Westwood Trust pursuant to trust or custodial agreements. Trust fees are separately negotiated with each client and are generally based on a percentage of AUM. Westwood Trust also provides trust services to a small number of clients on a fixed fee basis. Trust fees are primarily calculated quarterly in arrears based on a daily average of AUM for the quarter. Since billing periods for most of Westwood Trust's clients coincide with the calendar quarter, revenue is fully recognized within the quarter, and our Condensed Consolidated Financial Statements contain no deferred advisory fee revenues.

Our other revenues primarily consist of investment gains and losses from our seed money investments into new investment strategies.

Employee compensation and benefits

Employee compensation and benefits expenses generally consist of salaries, incentive compensation, equity-based compensation and benefits.

Sales and marketing

Sales and marketing expenses relate to our marketing efforts, including travel and entertainment, direct marketing and advertising costs.

Westwood mutual funds

Westwood mutual funds expenses relate to our marketing, distribution and administration of the Westwood Funds®.

Information technology

Information technology expenses are generally costs associated with proprietary investment research tools, maintenance and support, computing hardware, software licenses, telecommunications and other related costs.

Professional services

Professional services expenses generally consist of costs associated with subadvisory fees, audit, tax, legal and other professional services.

General and administrative

General and administrative expenses generally consist of costs associated with the lease of office space, amortization, depreciation, insurance, custody expense, Board of Directors' fees, investor relations, licenses and fees, office supplies and other miscellaneous expenses.

Realized gains on private investments

Realized gains on private investments includes amounts by which the net proceeds from the sale or redemption of our private investments exceeded costs.

Net change in unrealized appreciation (depreciation) on private investments

Net change in unrealized appreciation (depreciation) on private investments includes changes in the value of our private equity investments.

Net investment income

Net investment income primarily includes interest and dividend income on fixed income securities and money market funds.

Other Income

Other income primarily consists of income from the sublease of a portion of our corporate offices.

Assets Under Management

AUM decreased \$2.3 billion to \$11.5 billion at September 30, 2022 compared with \$13.8 billion at September 30, 2021. The average of beginning and ending AUM for the third quarter of 2022 was \$11.8 billion compared to \$14.1 billion for the third quarter of 2021.

The following table displays AUM as of September 30, 2022 and 2021 (in millions):

	As of September 30,		Change
	2022	2021	
Institutional ⁽¹⁾	\$ 5,510	\$ 6,701	(18)%
Wealth Management ⁽²⁾	3,528	4,236	(17)
Mutual Funds ⁽³⁾	2,428	2,863	(15)
Total AUM⁽⁴⁾	\$ 11,466	\$ 13,800	(17)%

- (1) Institutional includes (i) separate accounts of corporate pension and profit sharing plans, public employee retirement funds, Taft-Hartley plans, endowments, foundations and individuals; (ii) subadvisory relationships where Westwood provides investment management services for funds offered by other financial institutions; (iii) pooled investment vehicles, including collective investment trusts; and (iv) managed account relationships with brokerage firms and other registered investment advisors that offer Westwood products to their customers.
- (2) Wealth Management includes assets for which Westwood Trust provides trust and custodial services and participation in common trust funds that it sponsors to institutions and high net worth individuals pursuant to trust or agency agreements and assets for which Westwood Advisors, L.L.C. provides advisory services to high net worth individuals. Investment subadvisory services are provided for the common trust funds by Westwood Management and external unaffiliated subadvisors. For certain assets in this category Westwood Trust currently provides limited custodial services for a minimal or no fee, viewing these assets as potentially converting to fee-generating managed assets in the future.
- (3) Mutual Funds include the Westwood Funds®, a family of mutual funds for which Westwood Management serves as advisor. These funds are available to individual investors, institutional investors and wealth management accounts.
- (4) AUM excludes \$298 million and \$283 million of assets under advisement ("AUA") as of September 30, 2022 and 2021, respectively, related to our model portfolios for which we provided consulting advice but for which we did not have direct discretionary investment authority.

Roll-Forward of Assets Under Management

<i>(in millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
Institutional				
Beginning of period assets	\$ 5,889	\$ 7,123	\$ 7,037	\$ 6,567
Inflows	60	64	175	1,797
Outflows	(216)	(401)	(476)	(779)
Net client flows	(156)	(337)	(301)	1,018
Global Convertibles transition	—	—	—	(1,593)
Market appreciation (depreciation)	(223)	(85)	(1,226)	709
Net change	(379)	(422)	(1,527)	134
End of period assets	\$ 5,510	\$ 6,701	\$ 5,510	\$ 6,701
Wealth Management				
Beginning of period assets	\$ 3,676	\$ 4,427	\$ 4,420	\$ 4,335
Inflows	145	98	341	241
Outflows	(177)	(238)	(466)	(655)
Net client flows	(32)	(140)	(125)	(414)
Market appreciation (depreciation)	(116)	(51)	(767)	315
Net change	(148)	(191)	(892)	(99)
End of period assets	\$ 3,528	\$ 4,236	\$ 3,528	\$ 4,236
Mutual Funds				
Beginning of period assets	\$ 2,570	\$ 2,857	\$ 3,046	\$ 2,143
Inflows	182	248	592	1,004
Outflows	(219)	(194)	(637)	(565)
Net client flows	(37)	54	(45)	439
Market appreciation (depreciation)	(105)	(48)	(573)	281
Net change	(142)	6	(618)	720
End of period assets	\$ 2,428	\$ 2,863	\$ 2,428	\$ 2,863
Total AUM				
Beginning of period assets	\$ 12,135	\$ 14,407	\$ 14,503	\$ 13,045
Inflows	387	410	1,108	3,042
Outflows	(612)	(833)	(1,579)	(1,999)
Net client flows	(225)	(423)	(471)	1,043
Global Convertibles transition	—	—	—	(1,593)
Market appreciation (depreciation)	(444)	(184)	(2,566)	1,305
Net change	(669)	(607)	(3,037)	755
End of period assets	\$ 11,466	\$ 13,800	\$ 11,466	\$ 13,800

Three months ended September 30, 2022 compared to the three months ended September 30, 2021

The \$0.7 billion decrease in AUM for the three months ended September 30, 2022 was due to market depreciation of \$0.4 billion and net outflows of \$0.2 billion. Net outflows were primarily related to our LargeCap Value strategy.

The \$0.6 billion decrease in AUM for the three months ended September 30, 2021 was due to net outflows of \$0.4 billion and market depreciation of \$0.2 billion. Net outflows were primarily related to our LargeCap Value and SmallCap Value strategies.

Nine months ended September 30, 2022 compared to the nine months ended September 30, 2021

The \$3.0 billion decrease in AUM for the nine months ended September 30, 2022 was due to market depreciation of \$2.6 billion and net outflows of \$0.5 billion. Net outflows were primarily related to our LargeCap Value and Income Opportunity strategies.

The \$0.8 billion increase in AUM for the nine months ended September 30, 2021 was due to market appreciation of \$1.3 billion offset by net outflows of \$0.6 billion. Net outflows were primarily related to the outflow of \$1.6 billion from the closure of two Global Convertibles accounts. In the fourth quarter of 2020 we made the decision to exit the stand-alone convertibles business and our Global Convertibles team reverted to Aviva Investors, the firm from which they had previously joined Westwood. As a result, \$1.6 billion in two sub-advised Global Convertibles mandates returned to Aviva as of April 1, 2021. These outflows were partially offset by net inflows to our SmallCap Value strategy.

Results of Operations

The following table (dollars in thousands) and discussion of our results of operations are based upon data derived from the Condensed Consolidated Statements of Comprehensive Income contained in our Condensed Consolidated Financial Statements and should be read in conjunction with those statements included elsewhere in this report.

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2022	2021	Change	2022	2021	Change
Revenues:						
Advisory fees: asset-based	\$ 10,474	\$ 12,011	(13)%	\$ 33,244	\$ 33,846	(2)%
Advisory fees: performance-based	—	—	NM	—	1,959	(100)
Trust fees: asset-based	5,177	5,952	(13)	16,257	18,233	(11)
Other, net	(245)	(103)	138	(1,276)	(375)	240
Total revenues	15,406	17,860	(14)	48,225	53,663	(10)
Expenses:						
Employee compensation and benefits	9,526	10,268	(7)	28,993	32,053	(10)
Sales and marketing	335	292	15	1,326	892	49
Westwood mutual funds	615	814	(24)	1,812	1,573	15
Information technology	2,170	1,937	12	5,934	6,190	(4)
Professional services	1,660	726	129	4,655	3,471	34
General and administrative	2,182	1,779	23	6,570	5,893	11
Total expenses	16,488	15,816	4	49,290	50,072	(2)
Net operating income (loss)	(1,082)	2,044		(1,065)	3,591	
Realized gains on private investments	—	—	NM	—	8,371	(100)
Net change in unrealized appreciation (depreciation) on private investments	(249)	(13)	1,815	(511)	(2,124)	(76)
Net investment income	104	131	(21)	93	562	(83)
Other income	206	198	4	598	390	53
Income (loss) before income taxes	(1,021)	2,360		(885)	10,790	
Income tax provision	154	481	(68)	618	3,840	(84)
Net income (loss)	\$ (1,175)	\$ 1,879	(163)%	\$ (1,503)	\$ 6,950	(122)%

NM Not meaningful

Three months ended September 30, 2022 compared to three months ended September 30, 2021

Total revenues. Total revenues decreased \$2.5 million, or 14%, to \$15.4 million for the three months ended September 30, 2022 compared with \$17.9 million for the three months ended September 30, 2021. Asset-based advisory fees decreased \$1.5 million, or 13%, and Trust fees decreased \$0.8 million, or 13%, both primarily related to lower average AUM.

Employee compensation and benefits. Employee compensation and benefits decreased \$0.8 million to \$9.5 million compared with \$10.3 million for 2021 due to lower commissions and incentive compensation.

Professional services. Professional services increased \$1.0 million, or 129%, to \$1.7 million compared with \$0.7 million for 2021 primarily due to approximately \$0.6 million in expenses related to our pending acquisition of Salient.

Income tax provision. Our effective tax rate differed from the 21% statutory rate for the third quarter of 2022 primarily due to permanent differences between book and tax restricted stock expense based on a decrease in our stock price between the restricted stock grant and vesting dates.

Nine months ended September 30, 2022 compared to nine months ended September 30, 2021

Total revenues. Total revenues decreased \$5.5 million, or 10%, to \$48.2 million for the nine months ended September 30, 2022 compared with \$53.7 million for the nine months ended September 30, 2021. Asset-based advisory fees decreased \$0.6 million, or 2% and Trust fees decreased \$1.9 million, or 11%, both primarily related to lower average AUM. Performance-based advisory fees decreased \$2.0 million due to reflecting lower performance fees in the nine months ended September 30, 2022.

Employee compensation and benefits. Employee compensation and benefits decreased \$3.1 million to \$29.0 million compared with \$32.1 million for 2021 due to lower incentive compensation and commissions.

Sales and marketing. Sales and marketing expenses increased \$0.4 million, or 49%, to \$1.3 million compared with \$0.9 million for 2021 as in-person sales activities continued to return to pre-COVID-19 levels.

Professional services. Professional services increased \$1.2 million, or 34%, to \$4.7 million compared with \$3.5 million for 2021 primarily due to approximately \$1.3 million in expenses related to our pending acquisition of Salient.

Realized gains on private investments. We recorded a realized gain of approximately \$8.4 million following InvestCloud's recapitalization in the first quarter of 2021.

Net change in unrealized appreciation (depreciation) on private investments. We recorded a \$2.8 million net change in unrealized depreciation to reflect the recognition of previously recorded unrealized gains in connection with InvestCloud's recapitalization in the first quarter of 2021, partially offset by \$0.7 million of fair value increases related to our investment in Charis.

Income tax provision. The effective tax rate for the nine months ended September 30, 2022 differed from the 21% statutory rate for 2022 primarily due to permanent differences between book and tax restricted stock expense based on a decrease in our stock price between the restricted stock grant and vesting dates.

Supplemental Financial Information

As supplemental information, we are providing non-GAAP performance measures that we refer to as Economic Earnings and Economic EPS. We provide these measures in addition to, not as a substitute for, net income (loss) and earnings (loss) per share, which are reported on a GAAP basis. Our management and Board of Directors review Economic Earnings and Economic EPS to evaluate our ongoing performance, allocate resources, and review our dividend policy. We believe that these non-GAAP performance measures, while not substitutes for GAAP net income (loss) or earnings (loss) per share, are useful for management and investors when evaluating our underlying operating and financial performance and our available resources. We do not advocate that investors consider these non-GAAP measures without also considering financial information prepared in accordance with GAAP.

We define Economic Earnings as net income (loss) plus non-cash equity-based compensation expense, amortization of intangible assets and deferred taxes related to goodwill. Although depreciation on fixed assets is a non-cash expense, we do not add it back when calculating Economic Earnings because depreciation charges represent an allocation of the decline in the value of the related assets that will ultimately require replacement. In addition, we do not adjust Economic Earnings for tax deductions related to restricted stock expense or amortization of intangible assets. Economic EPS represents Economic Earnings divided by diluted weighted average shares outstanding.

The following tables provide a reconciliation of net income (loss) to Economic Earnings and Economic Earnings by segment (in thousands, except share and per share amounts):

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2022	2021	Change	2022	2021	Change
Net income (loss)	\$ (1,175)	\$ 1,879	(163)%	\$ (1,503)	\$ 6,950	(122)%
Stock-based compensation expense	1,509	1,362	11	4,410	4,459	(1)
Intangible amortization	407	406	—	1,218	1,218	—
Tax benefit from goodwill amortization	59	59	—	177	177	—
Economic Earnings	<u>\$ 800</u>	<u>\$ 3,706</u>	(78)%	<u>\$ 4,302</u>	<u>\$ 12,804</u>	(66)%
Earnings (loss) per share	\$ (0.15)	\$ 0.24	(163)%	\$ (0.19)	\$ 0.88	(122)%
Stock-based compensation expense	0.19	0.17	12	0.57	0.56	2
Intangible amortization	0.05	0.05	—	0.15	0.15	—
Tax benefit from goodwill amortization	0.01	0.01	—	0.02	0.02	—
Economic Earnings per share	<u>\$ 0.10</u>	<u>\$ 0.47</u>	(79)%	<u>\$ 0.55</u>	<u>\$ 1.61</u>	(66)%
Diluted weighted average shares outstanding	7,794,060	7,956,081		7,867,555	7,933,860	
Economic Earnings by Segment:						
Advisory	\$ 3,590	\$ 4,416	(19)%	\$ 11,428	\$ 14,885	(23)%
Trust	769	2,015	(62)	2,396	6,507	(63)
Westwood Holdings	(3,559)	(2,725)	31	(9,522)	(8,588)	11
Consolidated	<u>\$ 800</u>	<u>\$ 3,706</u>	(78)%	<u>\$ 4,302</u>	<u>\$ 12,804</u>	(66)%

Liquidity and Capital Resources

We fund our operations and cash requirements with cash generated from operating activities. We may also use cash from operations to pay dividends to our stockholders. We reinstated a dividend in the first quarter of 2021, following a suspension in the second quarter of 2020 as we preserved capital and enhanced our financial flexibility amid the uncertainties created by the COVID-19 pandemic.

Our announced acquisition of Salient's asset management business will require an upfront cash payment of \$35.0 million upon closing, and subsequent deferred payments of up to \$25.0 million over several years, upon satisfaction of certain revenue retention and growth targets. Those payments are expected to be made from a combination of cash on hand, cash flows from operations and equity.

As of September 30, 2022 and December 31, 2021, we had no debt. The changes in net cash provided by operating activities generally reflect changes in earnings plus the effects of non-cash items and changes in working capital, including liquidation of investments used to cover current liabilities. Changes in working capital, especially accounts receivable and accounts payable, are generally the result of timing differences between collection of fees billed and payment of operating expenses.

During the nine months ended September 30, 2022, cash flow provided by operating activities was \$15.3 million, which included net sales of \$12.1 million of current investments and a \$1.9 million change in accounts receivable, partially offset by a reduction in compensation and benefits payable of \$3.6 million. During the nine months ended September 30, 2021, cash flow provided by operating activities was \$21.1 million, which included net sales of \$11.2 million of current investments, a \$2.2 million change in income taxes payable, and a \$1.1 million change in accounts payable and accrued liabilities, partially offset by decreases of \$1.2 million in other liabilities and \$0.4 million in compensation and benefits payable.

Cash flow used in investing activities during the nine months ended September 30, 2022 was for purchases of property and equipment. Cash flow provided by investing activities during the nine months ended September 30, 2021 was related to

realized gains on private investments and the sale of property and equipment following the sublease of a portion of our Dallas, Texas corporate office space.

Cash flows used in financing activities of \$7.9 million for the nine months ended September 30, 2022 reflected the payment of dividends, treasury stock repurchases and restricted stock returned for the payment of taxes. Cash flows used in financing activities of \$25.2 million for the nine months ended September 30, 2021 reflected the payment of dividends, including those treated as a return of capital for accounting purposes, treasury stock repurchases and restricted stock returned for the payment of taxes

We had cash and short-term investments of \$74.0 million as of September 30, 2022 and \$80.2 million as of December 31, 2021. At September 30, 2022 and December 31, 2021, working capital aggregated \$74.6 million and \$78.0 million, respectively.

Westwood Trust is required to maintain cash and investments in an amount equal to the minimum restricted capital of \$4.0 million, as required by the Texas Finance Code. Restricted capital is included in Investments in the accompanying Condensed Consolidated Balance Sheets. At September 30, 2022, Westwood Trust had approximately \$15.6 million in excess of its minimum capital requirement.

Our future liquidity and capital requirements will depend upon numerous factors, including our results of operations, the timing and magnitude of capital expenditures or strategic initiatives, our dividend policy and other business and risk factors described under “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2021. We believe that current cash and short-term investment balances plus cash generated from operations will be sufficient to meet both the operating and capital requirements of our ordinary business operations through at least the next twelve months, however there can be no assurance that we will not require additional financing within this time frame. Failure to raise needed capital on attractive terms, if at all, could have a material adverse effect on our business, financial condition and results of operations.

Contractual Obligations

As of September 30, 2022, there have been no material changes outside of the ordinary course of business to our contractual obligations since December 31, 2021. For information regarding our contractual obligations, refer to “Contractual Obligations” in Part II, Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2021.

Critical and Significant Accounting Policies and Estimates

There have been no significant changes in our critical or significant accounting policies and estimates since December 31, 2021. Information with respect to our critical accounting policies and estimates that we believe could have the most significant effect on our reported consolidated results and require difficult, subjective or complex judgment by management is described under “Critical Accounting Policies and Estimates” in Part II, Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2021.

Accounting Developments

Refer to Note 2 “Summary of Significant Accounting Policies” in our Condensed Consolidated Financial Statements included in Part I, Item 1. “Financial Statements” of this Quarterly Report on Form 10-Q for a description of recently issued accounting guidance.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no significant changes in our Quantitative and Qualitative Disclosures about Market Risk from those previously reported in our Annual Report on Form 10-K for the year ended December 31, 2021.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports we file or submit under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), (1) is recorded, processed,

summarized and reported within the time periods specified in the SEC's rules and forms and (2) is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, to allow timely decisions regarding required disclosure. An evaluation was performed under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) as of the end of the period covered by this report. Based on this evaluation, our management, including our Chief Executive Officer and our Chief Financial Officer, concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and is accumulated and communicated to management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Controls over Financial Reporting

During the quarter ended September 30, 2022, there were no changes in our internal controls over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Due to our significant investments in cloud-based systems, the impact of our employees working remotely did not hinder the execution of our internal control processes and procedures.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 1A. RISK FACTORS

Our business and future results may be affected by a number of risks and uncertainties that should be considered carefully. In addition, this report also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in such forward-looking statements as a result of certain factors, including the risks described in Part I, Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2021 and the risks set forth below.

There have been no material changes to the risk factors previously disclosed in the Form 10-K. You should carefully consider the following risks and the risks included in the Company's Annual Report on Form 10-K, together with all of the other information in this Quarterly Report on Form 10-Q, including our unaudited condensed consolidated financial statements and the related notes included elsewhere in this Quarterly Report on Form 10-Q. The occurrence of any single risk or any combination of risks could materially and adversely affect our business, financial condition, results of operations, cash flows and the trading price of our common stock.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Our share repurchase program has no expiration date and may be discontinued at any time by the Board of Directors. Between July 1, 2022 and September 30, 2022, under the share repurchase program, the Company repurchased 99,444 shares of our common stock at an average price of \$12.64 per share, including commissions, for an aggregate purchase price of \$1.3 million.

The following table displays information with respect to the treasury shares we purchased during the three months ended September 30, 2022:

	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Maximum number (or approximate dollar value) of shares that may yet be purchased under the plans or programs ⁽¹⁾
Repurchase program ⁽¹⁾				\$ 1,900,000
July 2022	82,749	\$ 12.60	82,749	
August 2022	16,695	\$ 12.86	16,695	

(1) These purchases relate to the share repurchase program and were authorized in April 2020.

ITEM 6. EXHIBITS

- 31.1* [Certification of Chief Executive Officer Pursuant to Securities Exchange Act Rule 13a-14\(a\)](#)
- 31.2* [Certification of Chief Financial Officer Pursuant to Securities Exchange Act Rule 13a-14\(a\)](#)
- 32.1** [Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002](#)
- 32.2** [Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002](#)
- 101* The following financial information from Westwood Holdings Group, Inc.'s Quarterly Report on Form 10-Q for the period ended September 30, 2022, formatted in Inline eXtensible Business Reporting Language (iXBRL): (i) Condensed Consolidated Balance Sheets as of September 30, 2022 and December 31, 2021; (ii) Condensed Consolidated Statements of Comprehensive Income (Loss) for the three and nine months ended September 30, 2022 and 2021; (iii) Condensed Consolidated Statements of Stockholders' Equity; (iv) Condensed Consolidated Statements of Cash Flows for the three and nine months ended September 30, 2022 and 2021; and (v) Notes to the Condensed Consolidated Financial Statements.
- 104* Cover Page Interactive Data File (formatted as iXBRL and contained in Exhibit 101)

* Filed herewith.

** Furnished herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: October 26, 2022

WESTWOOD HOLDINGS GROUP, INC.

By: /s/ Brian O. Casey
Brian O. Casey
Chief Executive Officer

By: /s/ Murray Forbes III
Murray Forbes III
Chief Financial Officer and Treasurer

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO
SECURITIES EXCHANGE ACT RULES 13a-14(a)**

I, Brian O. Casey, certify that:

1. I have reviewed this report on Form 10-Q of Westwood Holdings Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: October 26, 2022

/s/ Brian O. Casey

Brian O. Casey

Chief Executive Officer

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO
SECURITIES EXCHANGE ACT RULES 13a-14(a)**

I, Murray Forbes III, certify that:

1. I have reviewed this report on Form 10-Q of Westwood Holdings Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: October 26, 2022

/s/ Murray Forbes III

Murray Forbes III

Chief Financial Officer and Treasurer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Westwood Holdings Group, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2022 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Brian O. Casey, President & Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C.78m or 78o(d)); and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: October 26, 2022

/s/ Brian O. Casey

Brian O. Casey

Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to Westwood Holdings Group, Inc. and will be retained by Westwood Holdings Group, Inc. and furnished to the Securities and Exchange Commission or its staff upon request. The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document.

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Westwood Holdings Group, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2022 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Murray Forbes III, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: October 26, 2022

/s/ Murray Forbes III

Murray Forbes III

Chief Financial Officer and Treasurer

A signed original of this written statement required by Section 906 has been provided to Westwood Holdings Group, Inc. and will be retained by Westwood Holdings Group, Inc. and furnished to the Securities and Exchange Commission or its staff upon request. The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document.