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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF \boxtimes THE SECURITIES EXCHANGE ACT OF 1934

For the quarter ended September 30, 2023

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 1-13905

COMPX INTERNATIONAL INC.

(Exact name of Registrant as specified in its charter)

DELAWARE (State or other jurisdiction of incorporation or organization)

57-0981653 (IRS Employer **Identification No.)**

5430 LBJ Freeway, Suite 1700 Dallas, Texas 75240-2620 (Address of principal executive offices)

Registrant's tel	lephone number, including area	code (972) 448-1400
Securities registered pursuant to Section 12(b) of the	Act:	
Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock	CIX	NYSE American
		ed to be filed by Section 13 or 15(d) of the Securities ect to such filing requirements for the past 90 days.
		every Interactive Data File required to be submitted a such shorter period that the registrant was required
, and the second	ompany. See definitions of "la	an accelerated filer, a non-accelerated filer, smaller arge accelerated filer," "accelerated filer," "smaller hange Act.
Large accelerated filer		Accelerated filer \Box
Non-accelerated filer	\boxtimes	Smaller reporting company \Box
Emerging growth company		
If an emerging growth company, indicate by check many new or revised financial accounting standards pro	8	ot to use the extended transition period for complying with the Exchange Act. \square
Indicate by check mark whether the registrant is a sho	ell company (as defined in Rule 12b	o-2 of the Exchange Act). Yes □ No 図.
As of October 26, 2023, the registrant had 12,313,757	shares of Class A common stock, \$.	01 par value per share, outstanding.

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Items 2, 3, 4 and 5 of Part II are omitted because there is no information to report.

CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands)

ASSETS	Dec	cember 31, 2022	September 30, 2023		
			(u	naudited)	
Current assets:					
Cash and cash equivalents	\$	26,748	\$	17,595	
Marketable securities		33,147		46,774	
Accounts receivable, net		17,840		19,735	
Inventories, net		31,290		34,282	
Prepaid expenses and other		2,136		2,152	
Total current assets		111,161		120,538	
Other assets:					
Note receivable from affiliate		13,200		12,000	
Goodwill		23,742		23,742	
Other noncurrent assets		590		738	
Total other assets		37,532		36,480	
Durante and anti-man					
Property and equipment: Land		5,390		5,390	
Buildings		23,181		23,181	
Equipment		74,113 722		74,486 512	
Construction in progress					
Torrigon to Lord Herrichard		103,406		103,569	
Less accumulated depreciation		74,712		77,347	
Net property and equipment		28,694		26,222	
Total assets	<u>\$</u>	177,387	\$	183,240	
LIABILITIES AND STOCKHOLDERS' EQUITY					
Current liabilities:					
Accounts payable and accrued liabilities	\$	15,618	\$	15,047	
Income taxes payable to affiliate	•	1,035	•	1,351	
Total current liabilities		16,653		16,398	
Non-recognized blob-blob-sec.					
Noncurrent liabilities: Deferred income taxes		2 220		1 651	
Other		2,230		1,651	
		68		43	
Total noncurrent liabilities		2,298		1,694	
Stockholders' equity:					
Preferred stock		_		_	
Class A common stock		123		123	
Additional paid-in capital		53,155		53,275	
Retained earnings		105,175		111,839	
Accumulated other comprehensive loss -		-, -		,==-	
unrealized loss on marketable securities		(17)		(89)	
Total stockholders' equity		158,436		165,148	
Total liabilities and stockholders' equity	\$	177,387	\$	183,240	
Commitments and contingencies (Note 1)		1.7,507	—	200,2 10	

Commitments and contingencies (Note 1)

${\bf CONDENSED} \ {\bf CONSOLIDATED} \ {\bf STATEMENTS} \ {\bf OF} \ {\bf INCOME} \ {\bf AND} \ {\bf COMPREHENSIVE} \ {\bf INCOME}$

(In thousands, except per share data)

	Three months ended September 30,				Nine mor Septem			
		2022		2023		2022		2023
				(unaı	ıdite	<u>d)</u>		
Net sales	\$	42,864	\$	40,355	\$	126,589	\$	118,122
Cost of sales		30,928		27,736		88,944		82,526
Gross margin		11,936		12,619		37,645		35,596
Selling, general and administrative expense		6,016		6,074		17,674		17,644
Operating income		5,920		6,545		19,971		17,952
Interest income		558		1,064		1,109		3,003
Income before income taxes		6,478		7,609		21,080		20,955
Provision for income taxes		1,528		1,852		4,970		5,058
Net income	\$	4,950	\$	5,757	\$	16,110	\$	15,897
					_		_	
Other comprehensive gain (loss), marketable securities								
adjustment:								
Unrealized gain (loss) arising during year, net		_		30		_		(72)
Comprehensive income	\$	4,950	\$	5,787	\$	16,110	\$	15,825
•					_		_	
Basic and diluted net income per common share	\$.40	\$.47	\$	1.30	\$	1.29
r	_		_		_		_	
Basic and diluted weighted average shares outstanding		12,307		12,314		12,352		12,310
Davie and anated weighted average shares outstanding		,007		,		,00	_	,010

CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(In thousands)

Three months ended September 30, 2022 and 2023 (unaudited)

	Three months ended September 50, 2022 and 2025 (unaudited)										
		Accumulated									
	Cl	lass A	A	dditional			other				Total
	CO	mmon]	paid-in	Retained	con	prehensive	Tre	easury	sto	ckholders'
	S	tock		capital	earnings		loss	S	tock		equity
Balance at June 30, 2022	\$	123	\$	53,155	\$ 123,155	\$		\$		\$	176,433
Net income		_		_	4,950		_		_		4,950
Cash dividends (\$2.00 per share)		_		_	(24,614)		_		_		(24,614)
Balance at September 30, 2022	\$	123	\$	53,155	\$ 103,491	\$		\$		\$	156,769
Balance at June 30, 2023	\$	123	\$	53,275	\$ 109,160	\$	(119)	\$	_	\$	162,439
Net income		_		_	5,757		_		_		5,757
Cash dividends (\$.25 per share)		_		_	(3,078)		_		_		(3,078)
Other comprehensive income		_		_	_		30		_		30
Balance at September 30, 2023	\$	123	\$	53,275	\$ 111,839	\$	(89)	\$		\$	165,148

Nine months ended September 30, 2022 and 2023 (unaudited)

	Trine months ended September 50, 2022 and 2025 (unaddited)										
		Accumulated									
	Cl	ass A	A	dditional			other				Total
	COI	nmon	1	paid-in	Retained	con	nprehensive	Tr	easury	sto	ockholders'
	S	tock		capital	earnings		loss	9	stock		equity
Balance at December 31, 2021	\$	124	\$	54,780	\$ 118,184	\$		\$		\$	173,088
Net income		_		_	16,110		_		_		16,110
Issuance of common stock		_		118	_		_		_		118
Treasury stock:											
Acquired		_		_	_		_		(1,744)		(1,744)
Retired		(1)		(1,743)	_				1,744		_
Cash dividends (\$2.50 per share)		_		_	(30,803)		_		_		(30,803)
Balance at September 30, 2022	\$	123	\$	53,155	\$ 103,491	\$		\$		\$	156,769
Balance at December 31, 2022	\$	123	\$	53,155	\$ 105,175	\$	(17)	\$	_	\$	158,436
Net income		_		_	15,897		_		_		15,897
Issuance of common stock		_		120	_		_		_		120
Cash dividends (\$.75 per share)		_		_	(9,233)		_		_		(9,233)
Other comprehensive loss		_		_	_		(72)		_		(72)
Balance at September 30, 2023	\$	123	\$	53,275	\$ 111,839	\$	(89)	\$		\$	165,148

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

Nine months ended

		,		
		2022		2023
		(unau	dited)	
Cash flows from operating activities:				
Net income	\$	16,110	\$	15,897
Depreciation and amortization		2,962		2,996
Deferred income taxes		(742)		(556)
Noncash interest income		_		(1,397)
Other, net		287		332
Change in assets and liabilities:				
Accounts receivable, net		(3,634)		(1,900)
Inventories, net		(7,846)		(3,199)
Accounts payable and accrued liabilities		1,454		(526)
Accounts with affiliates		(347)		316
Prepaids and other, net		(122)		(194)
Net cash provided by operating activities		8,122	· ·	11,769
Cash flows from investing activities:				
Capital expenditures		(3,008)		(564)
Marketable securities:				
Purchases		_		(36,325)
Proceeds from maturities		131		24,000
Note receivable from affiliate:				
Collections		21,100		21,900
Advances		(17,100)		(20,700)
Net cash provided by (used in) investing activities		1,123		(11,689)
		· · · · · · · · · · · · · · · · · · ·		
Cash flows from financing activities:				
Dividends paid		(30,803)		(9,233)
Treasury stock acquired		(1,744)		
Net cash used in financing activities		(32,547)		(9,233)
				(, ,
Cash and cash equivalents - net change from:				
Operating, investing and financing activities		(23,302)		(9,153)
Balance at beginning of period		76,579		26,748
Balance at end of period	\$	53,277	\$	17,595
Zulance at end of period	-			
Supplemental disclosures -				
Cash paid for income taxes	\$	6,080	\$	5,315
Cush paid for income taxes	ψ	0,000	Ψ	0,010

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2023 (unaudited)

Note 1 – Organization and basis of presentation:

Organization. We (NYSE American: CIX) were approximately 87% owned by NL Industries, Inc. (NYSE: NL) at September 30, 2023. At September 30, 2023, Valhi, Inc. (NYSE: VHI) owned approximately 83% of NL's outstanding common stock and a wholly-owned subsidiary of Contran Corporation owned approximately 91% of Valhi's outstanding common stock. A majority of Contran's outstanding voting stock is held directly by Lisa K. Simmons and various family trusts established for the benefit of Ms. Simmons, Thomas C. Connelly (the husband of Ms. Simmons' late sister) and their children and for which Ms. Simmons or Mr. Connelly, as applicable, serve as trustee (collectively, the "Other Trusts"). With respect to the Other Trusts for which Mr. Connelly serves as trustee, he is required to vote the shares of Contran voting stock held in such trusts in the same manner as Ms. Simmons. Such voting rights of Ms. Simmons last through April 22, 2030 and are personal to Ms. Simmons. The remainder of Contran's outstanding voting stock is held by another trust (the "Family Trust"), which was established for the benefit of Ms. Simmons and her late sister and their children and for which a third-party financial institution serves as trustee. Consequently, at September 30, 2023 Ms. Simmons and the Family Trust may be deemed to control Contran, and therefore may be deemed to indirectly control the wholly-owned subsidiary of Contran, Valhi, NL and us.

Basis of presentation. Consolidated in this Quarterly Report are the results of CompX International Inc. and its subsidiaries. The unaudited Condensed Consolidated Financial Statements contained in this Quarterly Report have been prepared on the same basis as the audited Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2022 that we filed with the Securities and Exchange Commission ("SEC") on March 1, 2023 (the "2022 Annual Report"). In our opinion, we have made all necessary adjustments (which include only normal recurring adjustments) in order to state fairly, in all material respects, our consolidated financial position, results of operations and cash flows as of the dates and for the periods presented. We have condensed the Consolidated Balance Sheet at December 31, 2022 contained in this Quarterly Report as compared to our audited Consolidated Financial Statements at that date, and we have omitted certain information and footnote disclosures (including those related to the Consolidated Balance Sheet at December 31, 2022) normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Our results of operations for the interim periods ended September 30, 2023 may not be indicative of our operating results for the full year. The Condensed Consolidated Financial Statements contained in this Quarterly Report should be read in conjunction with our 2022 Consolidated Financial Statements contained in our 2022 Annual Report.

Our operations are reported on a 52 or 53-week year. For presentation purposes, annual and quarterly information in the Condensed Consolidated Financial Statements and accompanying notes are presented as ended September 30, 2022, December 31, 2022 and September 30, 2023. The actual dates of our annual and quarterly periods are October 2, 2022, January 1, 2023 and October 1, 2023, respectively. Unless otherwise indicated, references in this report to "we", "us" or "our" refer to CompX International Inc. and its subsidiaries, taken as a whole.

Note 2 – Business segment information:

	Three months ended September 30,					nths ended nber 30,		
		2022		2023		2022		2023
				(In tho	usan	ds)		
Net sales:								
Security Products	\$	28,493	\$	31,376	\$	86,911	\$	84,390
Marine Components		14,371		8,979		39,678		33,732
Total net sales	\$	42,864	\$	40,355	\$	126,589	\$	118,122
			_		_			
Operating income:								
Security Products	\$	4,904	\$	6,496	\$	17,645	\$	16,009
Marine Components		2,716		1,693		7,449		6,953
Corporate operating expenses		(1,700)		(1,644)		(5,123)		(5,010)
Total operating income		5,920		6,545		19,971		17,952
Interest income		558		1,064		1,109		3,003
Income before income taxes	\$	6,478	\$	7,609	\$	21,080	\$	20,955

Intersegment sales are not material.

Note 3 – Marketable securities:

	Ma	arket value	С	mortized ost basis thousands)	 Unrealized loss, net
December 31, 2022:					
Current assets	\$	33,147	\$	33,164	\$ (17)
September 30, 2023:					
Current assets	\$	46,774	\$	46,886	\$ (112)

Our marketable securities consist of investments in debt securities, currently U.S. government treasuries. We classify our marketable securities as available-for-sale. The fair value of our marketable securities is generally determined using Level 2 inputs because although these securities are traded, in many cases the market is not active and the quarter-end valuation is generally based on the last trade of the quarter, which may be several days prior to quarter end. We accumulate unrealized gains and losses on marketable debt securities as part of accumulated other comprehensive income (loss), net of related deferred income taxes.

Note 4 – Accounts receivable, net:

	Dec	ember 31, 2022	Sep	tember 30, 2023
		(In tho	usands))
Accounts receivable, net:				
Security Products	\$	13,767	\$	16,531
Marine Components		4,143		3,274
Allowance for doubtful accounts		(70)		(70)
Total accounts receivable, net	\$	17,840	\$	19,735

Note 5 – Inventories, net:

	December 31, 2022	September 30, 2023
	(In t	housands)
Raw materials:		
Security Products	\$ 4,172	\$ 3,464
Marine Components	2,073	2,109
Total raw materials	6,245	5,573
Work-in-process:		
Security Products	14,193	17,476
Marine Components	5,790	5,562
Total work-in-process	19,983	23,038
Finished goods:		
Security Products	3,163	3,233
Marine Components	1,899	2,438
Total finished goods	5,062	5,671
Total inventories, net	\$ 31,290	\$ 34,282

Note 6 – Accounts payable and accrued liabilities:

	Dec	ember 31, 2022	September 30, 2023	
		(In the	us <mark>ands</mark>))
Accounts payable:				
Security Products	\$	2,663	\$	3,156
Marine Components		874		835
Accrued liabilities:				
Employee benefits		10,489		8,703
Taxes other than on income		279		489
Insurance		255		264
Deferred revenue		243		574
Customer tooling		135		199
Advances from customers		298		440
Other		382		387
Total accounts payable and accrued liabilities	\$	15,618	\$	15,047

Note 7 – Provision for income taxes:

	Three months ended September 30,				Nine months ended September 30,			
		2022		2023		2022	2023	
				(In tho	usan	ds)		
Expected tax expense, at the U.S. federal statutory								
income tax rate of 21%	\$	1,361	\$	1,598	\$	4,427	\$	4,401
State income taxes		194		230		633		631
FDII benefit		(34)		(17)		(106)		(57)
Other, net		7		41		16		83
Total provision for income taxes	\$	1,528	\$	1,852	\$	4,970	\$	5,058
Comprehensive provision for income taxes allocable to:								
Net income	\$	1,528	\$	1,852	\$	4,970	\$	5,058
Other comprehensive income (loss) - marketable securities		_		8		_		(23)
Total	\$	1,528	\$	1,860	\$	4,970	\$	5,035

Note 8 - Stockholders' equity:

Our board of directors has previously authorized the repurchase of our Class A common stock in open market transactions, including block purchases, or in privately-negotiated transactions at unspecified prices and over an unspecified period of time. We may repurchase our common stock from time to time as market conditions permit. The stock repurchase program does not include specific price targets or timetables and may be suspended at any time. Depending on market conditions, we may terminate the program prior to its completion. We use cash on hand to acquire the shares. Repurchased shares are added to our treasury and cancelled.

We made no treasury purchases during the first nine months of 2023. During the second quarter of 2022, we acquired 78,900 shares of our Class A common stock for an aggregate amount of approximately \$1.7 million under the prior repurchase authorizations. Of these shares, 70,000 shares were purchased in a market transaction, and 8,900 shares were purchased from two of our affiliates in two separate private transactions that were also approved in advance by our independent directors. At September 30, 2023, 523,647 shares were available for purchase under prior repurchase authorizations.

Note 9 – Financial instruments:

See Note 3 for information on how we determine the fair value of our marketable securities.

The following table presents the financial instruments that are not carried at fair value but which require fair value disclosure:

	Decembe	2022		Septembe	er 30, 2023		
	Carrying amount		Fair value		arrying mount		Fair value
	 		(In tho	usan	ds)		
Cash and cash equivalents	\$ 26,748	\$	26,748	\$	17,595	\$	17,595

Due to their near-term maturities, the carrying amounts of accounts receivable and accounts payable are considered equivalent to fair value.

Note 10 – Related party transactions:

From time to time, we may have loans and advances outstanding between us and various related parties pursuant to term and demand notes. We generally enter into these loans and advances for cash management purposes. When we loan funds to related parties, we are generally able to earn a higher rate of return on the loan than we would earn if we invested the funds in other instruments, and when we borrow from related parties, we are generally able to pay a lower rate of interest than we would pay if we had incurred third-party indebtedness. While certain of these loans to affiliates may be of a lesser credit quality than cash equivalent instruments otherwise available to us, we believe we have considered the credit risks in the terms of the applicable loans. In this regard, we have an unsecured revolving demand promissory note with Valhi under which, as amended, we agreed to loan Valhi up to \$25 million. Our loan to Valhi, as amended, bears interest at prime plus 1.00%, payable quarterly, with all principal due on demand, but in any event no earlier than December 31, 2024. Loans made to Valhi at any time under the agreement are at our discretion. At September 30, 2023, the outstanding principal balance receivable from Valhi under the promissory note was \$12.0 million. Interest income (including unused commitment fees) on our loan to Valhi was \$.7 million and \$.9 million for the nine months ended September 30, 2022 and 2023, respectively.

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

Business Overview

We are a leading manufacturer of engineered components utilized in a variety of applications and industries. Through our Security Products segment we manufacture mechanical and electrical cabinet locks and other locking mechanisms used in postal, recreational transportation, office and institutional furniture, cabinetry, tool storage and healthcare applications. We also manufacture wake enhancement systems, stainless steel exhaust systems, gauges, throttle controls, trim tabs and related hardware and accessories for the recreational marine and other industries through our Marine Components segment.

General

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. Statements in this Quarterly Report that are not historical facts are forward-looking in nature and represent management's beliefs and assumptions based on currently available information. In some cases, you can identify forward-looking statements by the use of words such as "believes," "intends," "may," "should," "could," "anticipates," "expects" or comparable terminology, or by discussions of strategies or trends. Although we believe that the expectations reflected in such forward-looking statements are reasonable, we do not know if these expectations will be correct. Such statements by their nature involve substantial risks and uncertainties that could significantly impact expected results. Actual future results could differ materially from those predicted. The factors that could cause actual future results to differ materially from those described herein are the risks and uncertainties discussed in this Quarterly Report and those described from time to time in our other filings with the SEC and include, but are not limited to, the following:

- Future demand for our products,
- Changes in our raw material and other operating costs (such as zinc, brass, aluminum, steel and energy costs)
 and our ability to pass those costs on to our customers or offset them with reductions in other operating costs,
- Price and product competition from low-cost manufacturing sources (such as China),
- The impact of pricing and production decisions,
- Customer and competitor strategies including substitute products,
- Uncertainties associated with the development of new products and product features,
- Future litigation,
- Our ability to protect or defend our intellectual property rights,
- Potential difficulties in integrating future acquisitions,
- Decisions to sell operating assets other than in the ordinary course of business,
- Environmental matters (such as those requiring emission and discharge standards for existing and new facilities),
- The ultimate outcome of income tax audits, tax settlement initiatives or other tax matters, including future tax reform,
- Government laws and regulations and possible changes therein, including new environmental health and safety or other regulations,
- General global economic and political conditions that disrupt or introduce instability into our supply chain, impact our customers' level of demand or our customers' perception regarding demand or impair our ability to operate our facilities (including changes in the level of gross domestic product in various regions of the world, natural disasters, terrorist acts, global conflicts and public health crises such as COVID-19),

- Operating interruptions (including, but not limited to, labor disputes, hazardous chemical leaks, natural
 disasters, fires, explosions, unscheduled or unplanned downtime, transportation interruptions, cyber-attacks
 and public health crises such as COVID-19); and
- Possible disruption of our business or increases in the cost of doing business resulting from terrorist activities
 or global conflicts.

Should one or more of these risks materialize or if the consequences worsen, or if the underlying assumptions prove incorrect, actual results could differ materially from those currently forecasted or expected. We disclaim any intention or obligation to update or revise any forward-looking statement whether as a result of changes in information, future events or otherwise.

Operating Income Overview

In the third quarter of 2023 operating income increased to \$6.6 million compared to \$5.9 million in the third quarter of 2022. The increase in operating income in the third quarter of 2023 compared to 2022 is due to higher Security Products sales and improved gross margin percentages at both segments, partially offset by lower Marine Components sales. Operating income for the first nine months of 2023 was \$18.0 million compared to \$20.0 million in the first nine months of 2022. The decrease in operating income in the first nine months of 2023 compared to 2022 is primarily due to lower Marine Components sales and, to a lesser extent, lower Security Products sales somewhat offset by an improvement in Marine Components gross margin percentage.

We sell a large number of products that have a wide variation in selling price and manufacturing cost, which results in certain practical limitations on our ability to quantify the impact of changes in individual product sales quantities and selling prices on our net sales, cost of sales and gross margin. In addition, small variations in period-to-period net sales, cost of sales and gross margin can result from changes in the relative mix of our products sold.

Results of Operations

		Three months en September 30	
	2022	% 2	023 %
		(Dollars in thousa	ands)
Net sales	\$ 42,864	100.0 % \$	40,355 100.0 %
Cost of sales	30,928	72.2	27,736 68.7
Gross margin	11,936	27.8	12,619 31.3
Operating costs and expenses	6,016	14.0	6,074 15.1
Operating income	\$ 5,920	13.8 % \$	6,545 16.2 %
		Nine months end September 30,	
	2022	% 20	023 %
		(Dollars in thousa	nds)
Net sales	\$ 126,589	100.0 % \$ 1 1	18,122 100.0 %
		=0.0	
Cost of sales	88,944	70.3 8	32,526 69.9
Cost of sales Gross margin	88,944 37,645		32,526 69.9 35,596 30.1
		29.7	

Net sales. Net sales decreased \$2.6 million and \$8.5 million in the third quarter and in the first nine months of 2023, respectively, compared to the same periods in 2022 due to lower Marine Components sales primarily to the towboat market, partially offset by higher Security Products sales in the third quarter of 2023. See segment discussion below.

Cost of sales and gross margin. Cost of sales as a percentage of sales decreased 3.5% and .4% in the third quarter and for the first nine months of 2023, respectively, compared to the same periods in 2022. As a result, gross margin as a percentage of sales increased over the same periods. Gross margin percentage increased in the third quarter and for the first nine months of 2023 compared to the same periods in 2022 primarily due to higher gross margin percentages at both Security Products and Marine Components for the third quarter of 2023. Higher gross margin percentage at Marine

Components in the first quarter of 2023 also favorably impacted the nine-month comparative period. See segment discussion below.

Operating costs and expenses. Operating costs and expenses consist primarily of sales and administrative-related personnel costs, sales commissions and advertising expenses directly related to product sales and administrative costs relating to business unit and corporate management activities, as well as any gains and losses on property and equipment. Operating costs and expenses for the third quarter and for the first nine months of 2023 were comparable to the same periods in 2022. Operating costs and expenses as a percentage of net sales increased for the third quarter and the first nine months of 2023 due to decreased coverage of operating costs and expenses as a result of lower sales.

Operating income. As a percentage of net sales, operating income comparisons for the third quarter and first nine months compared to the same periods of 2022 were primarily impacted by the factors impacting sales, cost of sales, gross margin and operating costs. See segment discussion below.

Interest income. Interest income increased \$.5 million and \$1.9 million in the third quarter and for the first nine months of 2023, respectively, compared to the same periods in 2022 primarily due to higher average interest rates and increased investment balances, somewhat offset by lower average balances on the revolving promissory note receivable from Valhi. See Notes 3 and 10 to our Condensed Consolidated Financial Statements.

Provision for income taxes. A tabular reconciliation of our actual tax provision to the U.S. federal statutory income tax rate is included in Note 7 to the Condensed Consolidated Financial Statements. Our operations are wholly within the U.S. and therefore our effective income tax rate is primarily reflective of the U.S. federal statutory rate and applicable state taxes.

Segment Results

The key performance indicator for our segments is operating income.

	_	Three mo Septen 2022 Dollars in	nber	30, 2023	% Change	_	Nine mor Septen 2022 Dollars in	ıber	30, 2023	% Change
Security Products:										
Net sales	\$	28,493	\$	31,376	10 %	\$	86,911	\$	84,390	(3)%
Cost of sales		20,241		21,347	5		59,629		58,475	(2)
Gross margin		8,252		10,029	22		27,282		25,915	(5)
Operating costs and expenses		3,348		3,533	6		9,637		9,906	3
Operating income	\$	4,904	\$	6,496	32	\$	17,645	\$	16,009	(9)
	_		_			_		_		
Gross margin		29.0 %	%	32.0 %			31.4 %	6	30.7 %	
Operating income margin		17.2		20.7			20.3		19.0	

Security Products. Security Products net sales increased 10% in the third quarter of 2023 compared to the same period in 2022. Relative to prior year, third quarter sales were \$3.9 million higher to the government security market, partially offset by \$.6 million lower sales to the office furniture market and \$.4 million lower sales to the gas station security market. Security Products net sales decreased 3% in the first nine months of 2023 compared to the same period in 2022. Relative to prior year, sales for the first nine months were \$1.4 million lower to the office furniture market, \$1.1 million lower to the government security market, \$.5 million lower to the gas station security market and \$.4 million lower to the healthcare market, partially offset by \$1.2 million higher sales to distributors.

Gross margin as a percentage of net sales increased for the third quarter of 2023 compared to the same period in 2022 primarily due to increased sales volumes and lower cost of sales percentage as a result of lower raw materials, shipping and overtime costs. Operating income as a percentage of net sales increased in the third quarter of 2023 compared to the same period in 2022 due to the factors impacting gross margin, partially offset by increased operating costs and expenses, including higher employee salaries and benefits of \$.2 million. Gross margin as a percentage of net sales for the first nine months of 2023 decreased as compared to the same period in 2022 primarily due to effects of lower sales and decreased coverage of fixed costs as a result of lower sales, partially offset by the favorable increase in gross margin during

the third quarter as discussed above. Operating income as a percentage of net sales decreased in the first nine months of 2023 compared to the same period in 2022 due to the factors impacting gross margin, as well as increased operating costs and expenses including higher employee salaries and benefits of \$.2 million noted above.

	,	Three mo Septen			%		Nine mor			%
	_	2022		2023	Change	_	2022		2023	Change
	()	Dollars in	thou	ısands)		(Dollars in	tho	usands)	
Marine Components:										
Net sales	\$	14,371	\$	8,979	(38)%	\$	39,678	\$	33,732	(15)%
Cost of sales		10,687		6,389	(40)		29,315		24,051	(18)
Gross margin	_	3,684		2,590	(30)		10,363		9,681	(7)
Operating costs and expenses		968		897	(7)		2,914		2,728	(6)
Operating income	\$	2,716	\$	1,693	(38)	\$	7,449	\$	6,953	(7)
Gross margin		25.6 %	6	28.8 %			26.1 %	6	28.7 %	
Operating income margin		18.9		18.9			18.8		20.6	

Marine Components. Marine Components net sales decreased 38% in the third quarter of 2023 compared to the same period in 2022. Relative to prior year, third quarter sales were \$4.8 million lower to the towboat market and \$.5 million lower to the engine builder market, partially offset by \$.4 million higher sales to the center console boat market. Marine Components net sales decreased 15% in the first nine months of 2023 compared to the same period in 2022. Relative to prior year, sales for the first nine months were \$7.7 million lower to the towboat market and \$.8 million lower to the engine builder market, partially offset by \$1.4 million higher sales to the industrial market, \$.6 million higher sales to marine dealers and distributors and \$.4 million higher sales to the center console boat market.

Gross margin as a percentage of sales increased in the third quarter and for the first nine months of 2023 compared to the same period in 2022 primarily due to lower raw material costs (primarily stainless steel and aluminum), lower shipping rates and lower labor costs from reduced employee overtime due to lower sales, partially offset by decreased coverage of fixed costs as a result of lower sales. Higher gross margin in the first quarter of 2023 also favorably impacted the nine-month comparative period. Operating income as a percentage of net sales in the third quarter of 2023 was comparable to the same period in 2022. Operating income as a percentage of net sales increased in the first nine months of 2023 compared to the same period in 2022 due to the factors impacting gross margin as well as reduced operating costs and expenses, including lower employee related administrative expenses of \$.2 million.

Outlook. During the third quarter, we benefited from increased sales to a customer in the government security market while demand in many of the other markets Security Products serves remained sluggish. At Marine Components, softening demand experienced in the first half of the year continued in the third quarter, primarily due to continued weakness in the towboat market. Labor markets have largely become favorable in each of the regions we operate, and material prices have either stabilized or, in the case of certain commodity raw materials, started to decline slightly. Our supply chains are stable and transportation and logistical delays are minimal, and the long lead times related to certain electronic and specialty components we previously experienced have begun to ease. We have adjusted our labor force and production rates at our facilities to reflect the stability of our raw material supplies and near-term demand levels.

We expect Security Products will continue to benefit from increased sales to the government security market for the remainder of the year. We are in close contact with our key customers and believe reduced order rates will continue through the end of the year in many of the other Security Products markets. Overall, we expect the improved gross margins experienced by Security Products during the third quarter will continue in the fourth quarter as raw material costs have stabilized and higher cost inventory has worked its way through cost of sales. We expect Marine Components net sales for the remainder of the year will continue to be challenged compared to 2022, particularly in the towboat market, as marine demand faces strong headwinds due to higher interest rates and broader market weakness. Several original equipment boat manufacturers, including certain of our customers, have publicly announced reductions to production schedules for the remainder of 2023. We have been able to somewhat offset the towboat market sales declines with increased sales to industrial customers, but we do not expect increases in sales to the industrial market will fully offset weakened towboat demand. Overall, we expect Marine Components gross margin as a percentage of net sales for the full year of 2023 to be slightly favorable to 2022 primarily as a result of lower raw material costs. Despite increased sales to the government security market and higher gross margin percentage at both segments, due to broader market reduced demand, we expect

to report slightly lower consolidated sales and operating income in 2023 compared to 2022. On the strength of higher interest income, we expect net income for the full year 2023 to be comparable to prior year. We are focused on managing inventory levels to align with anticipated near-term demand. With raw materials and other components more readily available, we believe we will be able to achieve additional operating efficiencies during the remainder of the year although the extent and impact of such efficiencies is not yet known.

Our expectations for our operations and the markets we serve are based on a number of factors outside our control. As noted above, we have experienced some global and domestic supply chain challenges and any future impacts on our operations will depend on, among other things, any future disruption in our operations or our suppliers' operations, the impact of economic conditions and geopolitical events on demand for our products or our customers' and suppliers' operations, all of which remain uncertain and cannot be predicted.

Liquidity and Capital Resources

Consolidated cash flows -

Operating activities. Trends in cash flows from operating activities, excluding changes in assets and liabilities, have generally been similar to the trends in operating earnings. Changes in assets and liabilities result primarily from the timing of production, sales and purchases. Changes in assets and liabilities generally tend to even out over time. However, period-to-period relative changes in assets and liabilities can significantly affect the comparability of cash flows from operating activities.

Our net cash provided by operating activities for the first nine months of 2023 increased by \$3.6 million as compared to the first nine months of 2022. The increase in net cash provided is primarily due to the net effects of:

- A \$4.3 million decrease in the amount of net cash used by relative changes in our inventories, receivables, prepaids, payables and non-tax related accruals in 2023,
- A \$2.0 million decrease in operating income in 2023,
- A \$.8 million decrease in cash paid for taxes in 2023 due to lower earnings and the relative timing of payments, and
- A \$.5 million increase in interest received in 2023 due to higher interest rates and increased investment balances, partially offset by lower average balances on our loan to an affiliate.

Changes in working capital can have a significant effect on cash flows from operating activities. As shown below, the change in our average days sales outstanding from December 31, 2022 to September 30, 2023 varied by segment primarily as a result of relative changes in the timing of sales and collections relative to the end of the quarter. For comparative purposes, we have provided December 31, 2021 and September 30, 2022 numbers below.

	December 31,	September 30,	December 31,	September 30,
Days Sales Outstanding:	2021	2022	2022	2023
Security Products	46 Days	45 Days	45 Days	48 Days
Marine Components	30 Days	32 Days	30 Days	33 Days
Consolidated CompX	42 Days	41 Days	41 Days	45 Days

Our average number of days in inventory increased from December 31, 2022 to September 30, 2023 primarily due to the increase at Marine Components due to lower sales and increased inventory balances as a result of prior orders of certain raw materials that had longer lead times that were delivered during the second and third quarters of 2023. Days in inventory for Security Products increased slightly due to the planned inventory build during the second quarter at Security Products to fulfill a purchase order that began shipping during the third quarter and is expected to continue shipping through the end of the year. Absent this order, Security Products inventory balances would have declined at the end of the third quarter in line with current demand. For comparative purposes, we have provided December 31, 2021 and September 30, 2022 numbers below.

	December 31,	September 30,	December 31,	September 30,
Days in Inventory:	2021	2022	2022	2023
Security Products	95 Days	103 Days	101 Days	103 Days
Marine Components	97 Days	89 Days	95 Days	144 Days
Consolidated CompX	96 Days	98 Days	99 Days	112 Days

Investing activities. Our capital expenditures were \$.6 million and \$3.0 million in the first nine months of 2023 and 2022, respectively. During the first nine months of 2023, Valhi repaid a net \$1.2 million under the promissory note (\$20.7 million of gross borrowings and \$21.9 million of gross repayments). During the first nine months of 2022, Valhi repaid a net \$4.0 million under the promissory note (\$17.1 million of gross borrowings and \$21.1 million of gross repayments). See Note 10 to our Condensed Consolidated Financial Statements.

During the first nine months of 2023, we had gross purchases of U.S. treasury marketable securities aggregating \$36.3 million and received gross proceeds totaling \$24.0 million related to U.S. treasury bill maturities. See Note 3 to our Condensed Consolidated Financial Statements.

Financing activities. During the first nine months of 2023 and 2022, we paid aggregate quarterly dividends to CompX stockholders of \$.75 per share. Additionally, in August 2022 our board of directors declared a special dividend on our Class A common stock of \$1.75 per share (\$21.5 million). The declaration and payment of future dividends and the amount thereof, if any, is discretionary and is dependent upon our results of operations, financial condition, cash requirements for our businesses, contractual requirements and restrictions and other factors deemed relevant by our board of directors. The amount and timing of past dividends is not necessarily indicative of the amount or timing of any future dividends which we might pay.

During the second quarter of 2022, we acquired 78,900 shares of our Class A common stock (8,900 shares from affiliates and 70,000 shares in a single market transaction) for an aggregate purchase price of \$1.7 million. See Note 8 to our Condensed Consolidated Financial Statements.

Future cash requirements -

Liquidity. Our primary source of liquidity on an ongoing basis is our cash flow from operating activities, which is generally used to (i) fund capital expenditures, (ii) repay short-term or long-term indebtedness incurred primarily for capital expenditures, investment activities or reducing our outstanding stock, (iii) provide for the payment of dividends (if declared), and (iv) lend to affiliates. From time-to-time, we will incur indebtedness, primarily to fund capital expenditures or business combinations.

Periodically, we evaluate liquidity requirements, alternative uses of capital, capital needs and available resources in view of, among other things, our capital expenditure requirements, dividend policy and estimated future operating cash flows. As a result of this process, we have in the past and may in the future seek to raise additional capital, refinance or restructure indebtedness, issue additional securities, modify our dividend policy or take a combination of such steps to manage our liquidity and capital resources. In the normal course of business, we may review opportunities for acquisitions, joint ventures or other business combinations in the component products industry. In the event of any such transaction, we may consider using available cash, issuing additional equity securities or increasing our indebtedness or that of our subsidiaries.

We believe that cash generated from operations together with cash on hand, as well as our ability to obtain external financing, will be sufficient to meet our liquidity needs for working capital, capital expenditures, debt service, dividends (if declared) and any amounts we might loan from time to time under the terms of our revolving loan to Valhi discussed in Note 10 to our Condensed Consolidated Financial Statements (which loans would be solely at our discretion) for both the next 12 months and five years. To the extent that our actual operating results or other developments differ from our expectations, our liquidity could be adversely affected.

All of our \$64.4 million aggregate cash, cash equivalents and marketable securities at September 30, 2023 were held in the U.S.

Capital expenditures. Firm purchase commitments for capital projects in process at September 30, 2023 totaled \$.2 million. We expect our capital expenditures for 2023 will be approximately \$2.0 million primarily to meet our existing customer demand and those required to properly maintain our facilities and technology infrastructure.

Stock repurchase program. At September 30, 2023, we have 523,647 shares available for repurchase under a stock repurchase program authorized by our board of directors. See Note 8 to our Condensed Consolidated Financial Statements.

Commitments and contingencies. There have been no material changes in our contractual obligations since we filed our 2022 Annual Report and we refer you to that report for a complete description of these commitments.

Recent accounting pronouncements -

None.

Critical accounting policies –

There have been no changes in the first nine months of 2023 with respect to our critical accounting policies presented in Management's Discussion and Analysis of Financial Condition and Results of Operations in our 2022 Annual Report.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

We are exposed to market risk from changes in interest rates and raw material prices. There have been no material changes in these market risks since we filed our 2022 Annual Report, and we refer you to Part I, Item 7A – "Quantitative and Qualitative Disclosure About Market Risk" in our 2022 Annual Report. See also Note 9 to the Condensed Consolidated Financial Statements.

ITEM 4. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures. We maintain disclosure controls and procedures which, as defined in Exchange Act Rule 13a-15(e), means controls and other procedures that are designed to ensure that information required to be disclosed in the reports that we file or submit to the SEC under the Securities Exchange Act of 1934, as amended (the "Act"), is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information we are required to disclose in the reports that we file or submit to the SEC under the Act is accumulated and communicated to our management, including our principal executive officer and our principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions to be made regarding required disclosure. Our management with the participation of Scott C. James, our President and Chief Executive Officer, and Amy A. Samford, our Executive Vice President and Chief Financial Officer, has evaluated the design and operating effectiveness of our disclosure controls and procedures as of September 30, 2023. Based upon their evaluation, these executive officers have concluded that our disclosure controls and procedures are effective as of the date of such evaluation.

Internal Control Over Financial Reporting. Our management is responsible for establishing and maintaining adequate internal control over financial reporting which, as defined in Exchange Act Rule 13a-15(f), means a process designed by, or under the supervision of, our principal executive and principal financial officers, or persons performing similar functions, and effected by our board of directors, management and other personnel, 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, and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets,
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures are being made only in accordance with authorizations of our management and directors, and
- Provide reasonable assurance regarding prevention or timely detection of an unauthorized acquisition, use or disposition of our assets that could have a material effect on our Condensed Consolidated Financial Statements.

Changes in Internal Control Over Financial Reporting. There have been no changes in our internal control over financial reporting during the quarter ended September 30, 2023 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part II. OTHER INFORMATION

ITEM 1A. Risk Factors.

Reference is made to the 2022 Annual Report for a discussion of risk factors related to our businesses.

ITEM 6. Exhibits.

Item No.	Exhibit Index
3.1	Amended and Restated Bylaws of CompX International Inc. (effective November 1, 2023) – incorporated by reference to Exhibit 3.1 of our Current Report on Form 8-K filed on November 1, 2023.
31.1	Certification
31.2	<u>Certification</u>
32.1	<u>Certification</u>
101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

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.

COMPX INTERNATIONAL INC. (Registrant)

Date: November 1, 2023 By: /s/ Amy A. Samford

Amy A. Samford

Executive Vice President and Chief Financial Officer

By: /s/ Amy E. Ruf

Amy E. Ruf

Vice President and Controller

CERTIFICATION

- I, Scott C. James, certify that:
- 1) I have reviewed this quarterly report on Form 10-Q of CompX International Inc.;
- 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 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 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;
 - 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
- The registrant's other certifying officer 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 registrant's board of directors (or persons performing the equivalent function):
 - 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.

Date: November 1, 2023

By: /s/ Scott C. James
Scott C. James

President and Chief Executive Officer

CERTIFICATION

- I, Amy A. Samford, certify that:
- 1) I have reviewed this quarterly report on Form 10-Q of CompX International Inc.;
- 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 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 13d-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 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 registrant's board of directors (or persons performing the equivalent function):
 - 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.

Date: November 1, 2023

By: /s/ Amy A. Samford

Amy A. Samford Executive Vice President and Chief Financial Officer (Principal Financial Officer)

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 CompX International Inc. (the Company) on Form 10-Q for the period ending September 30, 2023, as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Scott C. James, President and Chief Executive Officer of the Company and I, Amy A. Samford, Executive Vice President and 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:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

By: /s/ Scott C. James

Scott C. James

President and Chief Executive Officer

By: /s/ Amy A. Samford

Amy A. Samford

Executive Vice President and Chief Financial Officer

Date: November 1, 2023

Note: The certification the registrant furnishes in this exhibit is not deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. Registration Statements or other documents filed with the Securities and Exchange Commission shall not incorporate this exhibit by reference, except as otherwise expressly stated in such filing.