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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2025

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 001-39326



**OPEN LENDING CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware

84-5031428

State or other jurisdiction of incorporation or organization

(I.R.S. Employer Identification No.)

1501 S. MoPac Expressway Suite #450

Austin Texas

78746

(Address of principal executive offices)

(Zip Code)

(512) 892-0400

Registrant's telephone number, including area code

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.01 per share	LPRO	The Nasdaq Stock Market LLC

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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

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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, a smaller reporting company or an emerging growth company. See the definitions 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 financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

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

The aggregate market value of voting stock held by non-affiliates of the registrant on June 30, 2025, based on the closing price of the registrant's common stock as reported by the Nasdaq, was approximately \$198.1 million. Shares of common stock beneficially owned by each executive officer, director and holders of more than 10% of the registrant's common stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of March 6, 2026, the registrant had 117,676,162 outstanding shares of common stock, \$0.01 par value per share, outstanding.

#### DOCUMENTS INCORPORATED BY REFERENCE

Selected portions of the Company's definitive proxy statement for the 2026 annual meeting of stockholders are incorporated by reference into Part III of this Form 10-K.

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## PART I

### CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K (“Annual Report”) contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), that involve substantial risks and uncertainties. Forward-looking statements generally relate to future events or our future financial or operating performance. In some cases, you can identify forward-looking statements because they contain words such as “may,” “will,” “should,” “expects,” “plans,” “anticipates,” “could,” “intends,” “target,” “projects,” “contemplates,” “believes,” “estimates,” “forecasts,” “predicts,” “potential,” or “continue,” or the negative of these words or other similar terms or expressions that concern our expectations, strategy, plans, or intentions. Forward-looking statements contained in this Annual Report may include, but are not limited to, statements about:

- our financial or operating performance;
- changes in our strategy, future operations, financial position, forecasting model, estimated revenues and losses, projected costs, prospects and plans;
- the turnover in automotive lenders, as well as varying activation rates and volatility in usage of our Lenders Protection™ platform (“LPP”) by automotive lenders;
- the impact of macroeconomic conditions and the relative strength of the overall economy, including its effect on unemployment, consumer spending and consumer demand for automotive products;
- the costs of services in absolute dollars and as a percentage of revenue;
- general and administrative expenses, selling and marketing expenses and research and development expenses in absolute dollars and as a percentage of revenue;
- expansion plans and opportunities;
- our compliance with regulatory requirements, including federal and state consumer lending and consumer protection laws;
- the growth in loan volume from our top ten automotive lenders relative to that of other automotive lenders and associated concentration of risks;
- the impact of projected operating cash flows and available cash on hand on our business operations in the future;
- our ability to maintain the listing of our common stock on The Nasdaq Stock Market LLC (“Nasdaq”);
- changes in applicable laws or regulations; and
- applicable taxes, inflation, tariffs, supply chain disruptions, including global hostilities and responses thereto, interest rates and the regulatory environment.

All forward-looking statements are based on information and estimates available to us at the time of this Annual Report. We undertake no obligation to update any forward-looking statements made in this Annual Report to reflect events or circumstances after the date of this Annual Report or to reflect new information or the occurrence of unanticipated events, except as may be required by law.

The outcome of the events described in these forward-looking statements is subject to known and unknown risks, uncertainties, and other factors described in [Item 1A—Risk Factors](#) and elsewhere in this Annual Report that may cause actual results to differ materially from those expressed or implied by these forward-looking statements. You should not place undue reliance on any forward-looking statements, which are not guarantees of future results.

## **Item 1. Business.**

Unless the context otherwise requires, “we,” “us,” “our,” “Open Lending,” and the “Company” refer to Open Lending Corporation and its subsidiaries. Open Lending, LLC and Lenders Protection, LLC are wholly owned subsidiaries of Open Lending Corporation.

### **Company Overview**

We are a leading provider of lending enablement and risk analytics to credit unions, regional banks, finance companies and the captive finance companies of automakers (“OEM captive finance companies”). Through our flagship product, LPP, our customers, collectively referred to herein as automotive lenders or lenders, make automotive consumer loans to underserved near-prime and non-prime borrowers by harnessing our risk-based interest rate pricing models, powered by our proprietary data and real-time underwriting of automotive loan default insurance coverage from insurers. Since our inception in 2000, we have facilitated over one million automotive loans through LPP, representing over \$27.9 billion in originations, and we have accumulated approximately 25 years of proprietary data and developed over two million unique risk profiles. We currently serve 450 active lenders.

### **Lenders Protection Platform**

LPP is a cloud-based automotive lending enablement platform. LPP supports loans made to near-prime and non-prime borrowers and is designed to underwrite default insurance by linking automotive lenders to our insurance partners. The platform uses risk-based pricing models that enable automotive lenders to assess the credit risk of a potential borrower using data-driven analysis. Our proprietary risk models project loan performance, including expected losses and prepayments, in arriving at the optimal contract interest rate. LPP recommends a risk-based, all-inclusive interest rate for a loan that is customized to each automotive lender, reflecting cost of capital, loan servicing and acquisition costs, expected recovery rates and target return on assets. LPP risk models use a proprietary score in assessing and pricing risk on automotive loan applications. This score combines credit bureau data and Fair Credit Reporting Act (“FCRA”)-compliant alternative consumer data to more effectively assess risk and determine the appropriate insurance premium for any given loan application.

LPP is powered by technology that delivers speed and scalability in providing interest rate decisioning to automotive lenders. It supports the full transaction lifecycle, including credit application, underwriting, real-time insurance approval, settlement, servicing, invoicing of insurance premiums and fees and advanced data analytics of the automotive lender’s portfolio under the program. Through electronic system integration, our software technology connects us to parties in our ecosystem.

A key element of LPP is the unique database that drives risk decisioning using data accumulated for approximately 25 years. When a loan is insured at origination, all attributes of the transaction are stored in our database. Through the claims management process, we ultimately obtain loan life performance data on each insured loan. Having granular origination and performance data allows our data scientists and actuaries to evolve and refine risk models, based on actual experience and third-party information sources.

### **Our Business Model**

We specialize in risk-based pricing and modeling and provide automated decision-technology for automotive lenders throughout the U.S. LPP targets the financing needs of near-prime and non-prime borrowers, or borrowers with a credit bureau score generally between 560 and 699, who are underserved in the automotive finance industry. Borrowers who must utilize the near-prime and non-prime automotive lending market have fewer lenders focused on loans with longer terms or higher advance rates. As a result, many near-prime and non-prime borrowers turn to sub-prime lenders, resulting in higher interest rate loan offerings than such borrower’s credit profile often merits or warrants. We seek to make this market more competitive, resulting in more attractive loan terms.

We operate a business-to-business model. Our customers are automotive lenders. LPP enables automotive lenders to expand their lending guidelines to offer loans to borrowers with lower credit bureau scores, potentially leading to increased loan originations and higher loan advance rates. LPP integrates directly with automotive lenders’ existing loan origination systems, facilitating electronic delivery of all-inclusive loan rates in real-time to automotive lenders. LPP is designed to provide a real-time experience for automotive lenders that is intuitive and easy to use.

We have exclusivity agreements with insurance partners who provide default insurance to automotive lenders on individual automotive loans processed through LPP, which underwrites the risk on each loan application. Our insurance partners issue default insurance to our customers, thereby creating a direct contractual relationship between the insurer and the lender. We allocate loan applications to insurance partners based on pre-determined percentages, which are embedded within LPP.

Our insurance partners contract with our wholly owned subsidiary, Insurance Administrative Services, LLC (“IAS”), to perform claims administration and in turn pay us administrative fees representing a portion of the insurance premiums paid by the automotive lenders. IAS provides continuity of customer service and allows for a seamless experience between LPP, insurance partners and automotive lenders.

We refer to loans facilitated through LPP as certified loans based on the date the loan is awarded to the consumer. Revenue is comprised of program fees paid by automotive lenders for the use of LPP to underwrite loans; profit-sharing with our insurance partners that provide default insurance to automotive lenders; and fees paid by our insurance partners for claims administration services.

LPP program fees vary as a percentage of the loan amount, averaging \$558 per loan in 2025, and are recognized upon receipt of the loan by the consumer. The program fee is typically paid either in one single payment in the month following loan certification or in equal monthly payments over the 12 months following loan certification. Profit share represents our participation in the underwriting profit generated through the use of LPP. We receive 72% of the aggregate monthly insurance underwriting profit on each insurer’s portfolio, calculated as the monthly premium earned by the carrier less the carrier’s expenses and incurred losses. The underwriting profit on each loan is earned upfront and received over its life, with the majority received in the first 12 months of the loan. In 2025, LPP generated, on average, \$298 in profit share revenue per loan, which excludes the change in estimate associated with profit share reported on certified loans. We refer to the prior periods as historic vintages. Claims management administration fees are typically calculated as 3% of monthly insurance earned premium for as long as a loan remains outstanding. The administration fee is recognized monthly as earned and decreases over time as the loan amortizes.

### **ApexOne Auto**

On November 6, 2025, we announced the launch of ApexOne Auto, an advanced decisioning platform that supports loans made to prime borrowers. Like LPP, ApexOne Auto uses risk-based pricing models to arrive at an all-inclusive interest rate for a loan that is customized to each automotive lender, reflecting cost of capital, loan servicing and acquisition costs, expected recovery rates and target return on assets. Unlike with loans facilitated through LPP, default insurance is not provided in connection with loans facilitated through ApexOne Auto.

As with LPP risk models, ApexOne Auto risk models use a proprietary score in assessing and pricing risk on automotive loan applications. This score combines credit bureau data and FCRA-compliant alternative consumer data to more effectively assess risk for any given loan application.

### **Our Ecosystem**

Our products enable the parties in our robust ecosystem to benefit from the ability to integrate with one another through our platform, which we believe improves the volume and quality of lending options made available to both lenders and borrowers in the automotive marketplace.

#### ***Automotive Lenders***

Our customers are credit unions, regional banks, finance companies and OEM captive finance companies. Our LPP customers rely on us to assist in insuring against loan defaults by pairing them with highly rated insurance companies that mitigate the added risk associated with lending to near-prime and non-prime borrowers.

We support new and used automotive loans originated through a number of channels, including direct loans where the customer interfaces directly with the lender, indirect loans through networks of auto dealers who work with our lenders, and in targeted refinance programs implemented by our lenders.

#### ***Insurance Partners***

As of December 31, 2025, we partner with three active insurance partners to provide auto loan default insurance policies for LPP certified loans. Our insurance partners are required to maintain not less than “A-” Financial Strength Rating by A.M. Best insurance rating company.

See “Item 1A—Risk Factors—Risks Related to Our Business—If we lose one of more of our insurance partners and are unable to replace their commitments, it could have a material adverse effect on our business.”

### **Borrowers**

Through LPP, we address the financing needs of borrowers with a credit bureau score generally between 560 and 699, also referred to herein as consumers. We seek to meet their specific needs by supporting lending opportunities through the use of LPP.

### **Value Proposition**

#### **Automotive Lenders**

*Increased loan originations.* LPP allows automotive lenders to add financing solutions and increase underwriting and credit protection solutions that we believe enable such automotive lenders to make more near-prime and non-prime loans with attractive risk return profiles. With LPP, automotive lenders are able to make loans on additional vehicles, including financing on older model vehicles, higher mileage used vehicles, longer loan terms and on after-market product sales.

*Higher loan advance rates.* LPP may enable higher loan advances relative to vehicle value on auto loans. With LPP, indirect lenders are able to offer a higher payment to income ratio allowing automotive lenders and dealers to receive internal approvals more often on requested loan structures instead of receiving counteroffers at lower loan advance rates.

*Ability to finance older model year vehicles.* LPP underwriting allows automotive lenders to advance loans on used vehicles up to eleven model years old, compared to four to seven model years under traditional automotive loan models.

*Ability to finance higher mileage vehicles and longer loan terms.* Many automotive lenders limit mileage on eligible vehicles to 100,000 miles or less. LPP underwriting guidelines allow automotive lenders to underwrite loans for eligible vehicles up to 150,000 miles, enabling automotive lenders to finance the purchase of vehicles with higher mileage and expanding the sales reach of lenders and dealers. In addition, LPP supports loan terms up to 84 months for qualified new and used vehicles allowing lenders to better serve near-prime and non-prime customers.

*Higher allowance for after-market product sales.* A material profit center for auto dealers is the profit on the sale of after-market products such as Guaranteed Asset Protection insurance, or insurance covering the difference between the loan balance and insurance proceeds when a vehicle is damaged, vehicle warranties and extended service plans. Automotive lenders generally impose a maximum limit on the amount of after-market products that can be included in the loan balance. With LPP, the maximum limit on after-market products that can be included in the loan balance is generally higher, allowing dealers the opportunity to make higher profits. If the automotive lender has a significant flow of direct-to-consumer auto loans, they also have the ability to sell these products and generate incremental fee income from higher after-market product sales.

*Loss mitigation on near-prime and non-prime loans.* Near-prime and non-prime auto loans carry more risk and higher losses than super prime and prime auto loans. The default insurance coverage offered to our customers transfers the majority of the risk and increased losses to the insurers.

*Intuitive solution with seamless integration.* LPP can be integrated into the existing loan origination system of financial institutions and automotive lenders. This streamlined workflow makes borrower point-of-sale financing available for automotive lenders of all sizes.

#### **Insurance Partners**

*Access to our proprietary technology and lenders.* Over the past 25 years, we have built and refined our technology in an effort to deliver significant value to automotive lenders. We believe our insurance partners would require significant time and investment to build such a technology solution and lender network.

*No customer acquisition cost and limited operating expenses.* LPP alleviates the need for our insurance partners to bear any marketing, software development or technology infrastructure costs to insure loans. In addition, by providing claims administration services, we minimize the insurer carriers' administrative burden in servicing insurance policies.

*Diversified risk with increased return on equity.* Auto loan default coverage is a relatively unique line of insurance for insurers and, historically, the default insurance our insurance partners have provided through LPP has generated underwriting profits for our insurance partners.

### **Borrowers**

*Lower interest rates.* Given the costs and financial goals of our automotive lenders and the specific risks posed by each loan, the goal of LPP is to find the lowest interest rate for borrowers.

*Increased approvals and higher loan amounts.* We believe that automotive lenders using LPP are able to provide more loan approvals to near-prime and non-prime borrowers. Loans approved with LPP typically have higher loan advance rates relative to vehicle value than loans from lenders that do not use LPP.

*Reduction or elimination of loan down payments.* We believe the higher loan advance rate on loans approved with LPP results in reduction or elimination in the amount of down payment required of borrowers.

*Lower monthly payments.* Near-prime and non-prime borrowers are more sensitive to monthly payment requirements than interest rates. By allowing longer loan terms, LPP may lead to lower monthly payments for borrowers. By eliminating or reducing down payments and lowering monthly payments, LPP lowers monthly borrowing costs, giving borrowers more disposable income.

### **Seasonality**

We have experienced in the past, and may continue to experience, seasonal fluctuations in our volumes and revenues as a result of consumer spending patterns for the purchase of automobiles. Operating expenses show less seasonal fluctuation, with the result that net income is subject to the similar seasonal factors as our volumes and revenues.

### **Competition**

We experience competition to sign and maintain automotive lenders and to facilitate funding of near-prime and non-prime auto loans. LPP, which combines lending enablement, risk analytics, near-prime and non-prime auto loan performance data, real-time loan decisioning, risk-based pricing and auto loan default insurance, is a unique solution for which we have not identified any direct competitors.

We compete with providers that offer credit decisioning and underwriting software and services to credit unions, regional banks, finance companies, OEM captive finance companies and other lenders that make auto loans to borrowers, including near-prime and non-prime borrowers.

We also compete with loan origination system providers that perform custom underwriting rules and loan underwriting, as well as third-party lending-as-a-service companies that provide turn-key loan origination systems.

The near-prime and non-prime lending market is highly fragmented and competitive. We face competition from a diverse landscape of consumer lenders, including traditional banks and credit unions, as well as alternative technology-enabled lenders. Many of our competitors are (or are affiliated with) financial institutions with the capacity to hold loans on their balance sheets. These would include money center banks, super-banks, banks, OEM captive finance companies and sub-prime lenders. Some of these competitors offer a broader suite of products and services than we do, including retail banking solutions, credit and debit cards and loyalty programs.

### **Government Regulation**

We operate in a heavily regulated industry that is highly focused on consumer protection. Statutes, regulations and practices that have been in place for many years may be changed, and new laws have been, and may continue to be, introduced to address real and perceived problems in the financial services industry in general and automotive lending in particular. These laws and how they are interpreted continue to evolve.

The regulatory framework to which we are subject includes United States ("U.S.") federal, state and local laws, regulations and rules. U.S. federal, state and local governmental authorities, including state financial services and insurance regulatory agencies, have broad oversight and supervisory authority over our business. Federal and state agencies also have broad enforcement powers over us, including powers to investigate our business practices and broad discretion to deem particular practices unfair, deceptive, abusive or otherwise not in accordance with the law.

Our business requires compliance with several regulatory regimes, including consumer lending. In particular, the laws which we may be subject to directly or indirectly include, but are not limited to, the following:

- state laws and regulations that impose requirements related to loan disclosures and terms, credit discrimination, and unfair or deceptive business practices;
- the Truth-in-Lending Act, and its implementing Regulation Z, and similar state laws, which require certain disclosures to borrowers regarding the terms and conditions of their loans and credit transactions;
- Section 5 of the Federal Trade Commission Act, which prohibits unfair and deceptive acts or practices in or affecting commerce;
- Section 1031 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (“Dodd-Frank” or the “Dodd-Frank Act”), which prohibits unfair, deceptive, or abusive acts or practices (“UDAAP”), in connection with any consumer financial product or service;
- the Equal Credit Opportunity Act, and its implementing Regulation B, which prohibits creditors from discriminating against credit applicants regarding any aspect of a credit transaction on the basis of race, color, sex, age, religion, national origin, marital status, the fact that all or part of the applicant’s income derives from any public assistance program or the fact that the applicant has in good faith exercised any right under the Federal Consumer Credit Protection Act or any applicable state law;
- the FCRA, and its implementing Regulation V, as amended by the Fair and Accurate Credit Transactions Act, which promotes the accuracy, fairness and privacy of information in the files of consumer reporting agencies and imposes certain notice and disclosure obligations on the users of consumer reports and credit bureau scores;
- the Gramm-Leach-Bliley Act (“GLBA”), and the California Consumer Protection Act, which includes limitations on the disclosure of consumer information (e.g., nonpublic personal information) by financial institutions and their service providers about a consumer to non-affiliated third-parties, in certain circumstances requires financial institutions to limit the use and further disclosure of consumer information by non-affiliated third-parties to whom they disclose such information and requires financial institutions to disclose certain privacy policies and practices with respect to information sharing with affiliated and non-affiliated entities as well as to safeguard personal customer information, and other privacy laws and regulations;
- the California Consumer Privacy Act, the Colorado Privacy Act, Virginia’s Consumer Data Protection Act, and other state and local data privacy and security laws that may be enacted from time to time;
- the Electronic Fund Transfer Act, and Regulation E promulgated thereunder, which provide disclosure requirements, guidelines and restrictions on the electronic transfer of funds from consumers’ bank accounts; and
- the Bank Secrecy Act, which relates to compliance with anti-money laundering, customer due diligence and record-keeping policies and procedures.

We are also subject to state insurance, insurance brokering, insurance agency regulations, third-party administration company statutes and similar statutes.

The number and complexity of these laws, discussed below, present compliance and litigation risks from inadvertent error and omissions which we may not be able to eliminate from our operation or activities. The laws, regulations and rules described above are subject to legislative, administrative and judicial interpretation, and some of these laws and regulations have been infrequently interpreted or only recently enacted. Infrequent interpretations of these laws and regulations or an insignificant number of interpretations of recently enacted laws and regulations can result in ambiguity with respect to permitted or prohibited conduct under these laws and regulations. Any ambiguity under the laws and regulations to which we are subject may lead to regulatory investigations or enforcement actions and private causes of action, such as class-action lawsuits, with respect to our compliance with applicable laws and regulations.

Certain states have adopted laws regulating and requiring licensing by parties that engage in certain activity regarding consumer finance and insurance transactions, including facilitating and assisting such transactions in certain circumstances. Furthermore, certain states and localities have also adopted laws requiring licensing for consumer debt collection or servicing. We must comply with state licensing requirements to conduct our business. Lenders Protection, LLC is licensed as a property and casualty insurance agency and regulated by the insurance

regulator in each state in which we operate. All sales personnel are individually licensed as property and casualty insurance agents in each state in which they operate. All claims adjusters are individually licensed to adjudicate claims in all states where claims licenses are required. In those states where it is required, IAS is licensed as a third-party claims administration entity and is regulated by the insurance regulator in each state in which licensing is required.

We are supervised by regulatory agencies under U.S. law. From time to time, we may receive examination requests that require us to provide records, documents and information relating to our business operations. State attorneys general, state licensing regulators, and state and local consumer protection offices as well as federal agencies (e.g., the Consumer Financial Protection Bureau) have authority to investigate consumer complaints and to commence investigations and other formal and informal proceedings regarding our operations and activities.

### **Employees and Human Capital Resources**

Our employees are a critical component of our success. As of December 31, 2025, we had 164 employees, primarily located in the greater Austin, Texas area. We consider our relationship with our employees to be good and strive to maintain a mission-driven culture with a focus on employee input and well-being. Our core values are trustworthiness, commitment, respect, humility, teamwork, innovation, and quality.

We encourage and support the growth and development of our employees. Continual learning and career development is advanced through ongoing performance and development conversations with employees, internally developed training programs, customized corporate training engagements and educational reimbursement programs.

The safety, health and wellness of our employees is a top priority. On an ongoing basis, we promote the health and wellness of our employees by strongly encouraging work-life balance, offering flexible work schedules, parental leave, on-site gym, keeping the employee portion of health care premiums to a minimum and sponsoring various wellness programs.

### **Corporate History**

Nebula Acquisition Corporation (“Nebula”) was originally incorporated in Delaware on October 2, 2017 as a special purpose acquisition company. On June 10, 2020 (the “Closing Date”), Nebula completed a business combination with Open Lending, LLC (the “Business Combination”) pursuant to that certain Business Combination Agreement by and among Nebula, Open Lending, LLC and the other parties named therein (the “Business Combination Agreement”). Following the Business Combination, Nebula Parent Corp., the parent company of Nebula, changed its name to Open Lending Corporation.

Our principal executive office is located at 1501 S. Mopac Expressway, Suite 450, Austin, Texas 78746, and our telephone number is (512) 892-0400.

### **Available Information**

Our website address is [www.openlending.com](http://www.openlending.com) and our investor relations website is [investors.openlending.com](http://investors.openlending.com). Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act are available through the investor relations website as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission (“SEC”). We use our website as a channel of distribution for material company information. Important information, including news releases, financial information, earnings and analyst presentations, and information about upcoming presentations and events is routinely posted and accessible at [investors.openlending.com](http://investors.openlending.com). Our websites and the information contained therein or connected thereto are not intended to be incorporated into this Annual Report.

### **Item 1A. Risk Factors.**

A description of the material and other risks and uncertainties associated with our business and industry is set forth below. You should carefully consider the risks and uncertainties described below, together with all of the other information in this Annual Report, including our consolidated financial statements and notes thereto and [Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations](#) of this Annual Report before deciding whether to purchase shares of our common stock. If any of the following risks are realized, our business, financial condition, operating results and prospects could be materially and adversely affected. In that

event, the price of our common stock could decline, and you could lose all or part of your investment. Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may impair our business operation.

## **Summary of Risk Factors**

### ***Risks Related to Our Business***

- Our results of operations and continued growth depend on our ability to retain existing, and attract new, automotive lenders, and a significant percentage of our program fee revenue is concentrated with our top ten automotive lenders.
- Our revenue is impacted, to a significant extent, by economic, political, and market conditions as well as the financial performance of automotive lenders.
- Our results depend, to a significant extent, on the active and effective adoption of LPP by automotive lenders.
- If we lose one or more of our insurance partners and are unable to replace their commitments, it could have a material adverse effect on our business.
- We use estimates in recognizing profit share revenue, and changes in these estimates have affected and may in the future adversely affect our revenues and future expected cash flows.
- We rely extensively on models in managing many aspects of our business. Any inaccuracies or errors in our models could have an adverse effect on our business.
- We have in the past recorded, and may in the future record, significant valuation allowances on our deferred tax assets, which may have a material impact on our results of operations and cause fluctuations in such results.
- Increases in market interest rates have had and could continue to have an adverse effect on our business.
- Privacy concerns or security breaches relating to our products could result in economic loss, damage our reputation, deter users from using our products and expose us to legal penalties and liability.
- We rely in part on third-party resellers to acquire and retain lender customers, and our failure to develop and manage these relationships effectively could adversely affect our business, results of operations, and relationships with our customers.
- Our vendor relationships subject us to a variety of risks, and the failure of third parties to comply with legal or regulatory requirements or to provide various services that are important to our operations could have an adverse effect on our business.
- Fraudulent activity could negatively impact our business and could cause automotive lenders to be less willing to originate loans or insurance partners to be less willing to underwrite policies through the use of our products.
- Cyber-attacks and other security breaches could have a material adverse effect on our business.
- Disruptions in the operation of our computer systems and third-party data centers could have an adverse effect on our business.
- If the underwriting models we use contain errors or are otherwise ineffective, our reputation and relationships with automotive lenders and insurance partners could be harmed.
- We depend on the accuracy and completeness of information about consumers and any misrepresented or inaccurate information could adversely affect our business.
- The consumer lending industry is highly competitive and is likely to become more competitive, and our inability to compete successfully or maintain or improve our market share and margins could adversely affect our business.
- We may in the future expand to new industry verticals outside of the automotive industry, and failure to comply with applicable regulations, or accurately predict demand or growth, in those new industries, could have an adverse effect on our business.

- The Credit Agreement (as defined hereinafter) that governs our Credit Facilities (as defined hereinafter) contains various covenants that could limit our ability to engage in activities that may be in our best long-term interests.
- We may be unable to sufficiently protect our proprietary rights and may encounter disputes from time to time relating to our use of the intellectual property of third parties.
- Our risk management processes and procedures may not be effective.
- Some aspects of our platform include open source software, and any failure to comply with the terms of one or more of these open source licenses could negatively affect our business.
- Our management has limited experience in operating a public company.

#### ***Risks Related to Our Regulatory Environment***

- We are subject to certain federal and state consumer protection laws. The contours of the Dodd-Frank UDAAP standard remain uncertain and there is a risk that certain features of our business could be deemed to be a UDAAP.
- Our industry is highly regulated and is undergoing regulatory transformation, which results in inherent uncertainty.
- Regulations relating to privacy, information security and data protection could increase our costs, affect or limit how we collect and use personal information and adversely affect our business opportunities.

#### ***Risks Related to Ownership of Our Common Stock***

- An active trading market for our common stock may not be sustained, which may make it difficult to sell shares of our common stock.
- The market price of our common stock has been and may continue to be volatile, which could cause the value of our stockholders' investment to decline.
- Because we have no current plans to pay cash dividends on our common stock, our stockholders may not receive any return on investment unless they sell our common stock for a price greater than the purchase price.
- Certain provisions of our certificate of incorporation and bylaws could hinder, delay or prevent a change in control, which could adversely affect the price of our common stock.

#### ***Risks Related to Our Business***

##### ***Our results of operations and continued growth depend on our ability to retain existing, and attract new, automotive lenders.***

If automotive lenders make fewer overall automotive loans or cease to use LPP to make such loans, we will fail to generate future revenues. To attract and retain automotive lenders, we market LPP to automotive lenders on the basis of a number of factors, including loan analytics, risk-based pricing, risk modeling and automated decision-technology, as well as integration, customer service, brand and reputation. Automotive lenders are able to leverage the geographic diversity of the loans they can originate through LPP with the simplicity of our all-inclusive loan offer generation. Automotive lenders, however, have alternative sources for internal loan generation, and they could elect to originate loans through those alternatives rather than through LPP. There is significant competition for existing automotive lenders. If we fail to retain automotive lenders, and do not enroll new automotive lenders of similar size and profitability, it will have a material adverse effect on our business and future growth. There has been some turnover in automotive lenders, as well as varying activation rates and volatility in usage of our platform by automotive lenders, and this may continue or increase in the future. Agreements with automotive lenders are cancellable on thirty days' notice and do not require any minimum monthly level of application submissions. If a significant number of existing automotive lenders decide to stop using LPP or to use other competing platforms, thereby reducing their use of LPP, it would have a material adverse effect on our business and results of operations.

***Our revenue is impacted, to a significant extent, by economic, political and market conditions as well as the financial performance of automotive lenders.***

Our business, the consumer financial services industry and automotive lenders' businesses are sensitive to macroeconomic conditions. Economic factors such as interest rates, inflation, tariffs, uncertainty or changes in monetary and related policies, market volatility, consumer confidence and unemployment rates are among the most significant factors that impact consumer spending behavior. Weak economic conditions or a significant deterioration in economic conditions reduce the amount of disposable income consumers have, which in turn reduces consumer spending and the willingness of qualified borrowers to take out loans. Such conditions are also likely to affect the ability and willingness of borrowers to pay amounts owed to automotive lenders, each of which would have a material adverse effect on our business.

General economic conditions and the willingness or ability of automotive lenders to deploy capital impact our performance. Recently, the credit markets have experienced instability, resulting in credit and liquidity concerns and increased loan delinquency and default rates. Many lenders have subsequently reduced their willingness to make new loans and have tightened their credit requirements.

Geopolitical conflicts, including Russia's invasion of Ukraine, have resulted in supply chain disruption, increased costs for transportation and energy, increased inflationary pressures, higher interest rates and volatility in global markets, which may adversely affect our business and our results of operations.

The generation of new loans through LPP, as well as the transaction fees and other fee income associated with such loans, is dependent upon sales of automobiles by dealers. Dealers' sales may decrease or fail to increase as a result of factors outside of their control, such as the macroeconomic and political conditions referenced above, or business conditions affecting a particular automobile dealer, industry vertical or region. Weak economic conditions also could extend the length of dealers' sales cycle and cause customers to delay making (or not make) purchases of automobiles. The decline of sales by dealers for any reason will generally result in lower credit sales and, therefore, lower loan volume and associated fee income for automotive lenders, and therefore, for us. This risk is particularly acute with respect to the largest automobile dealers associated with automotive lenders that account for a significant amount of our platform revenue.

In addition, if an automobile dealer or automotive lender closes some or all of its locations or becomes subject to a voluntary or involuntary bankruptcy proceeding (or if there is a perception that it may become subject to a bankruptcy proceeding), LPP borrowers may have less incentive to pay their outstanding balances to automotive lenders, which could result in higher charge-off rates than anticipated.

Weakening economic conditions, in particular increases in unemployment, may lead to increased defaults and insurance claim payments, resulting in higher losses for our insurance partners. Increased claim payments may affect the willingness of our insurance partners to provide default insurance. In the event insurer losses cause one of our insurance partners to cease providing insurance, it would have a material adverse effect on our operations and financial results.

The severity of loss on consumer defaults impacts our profit share revenue. To the extent inflated used car values revert to normalized levels, future decreases in used car values could increase severity of loss, which could have a material adverse impact to our profit share revenue.

***A significant percentage of our program fee revenue is concentrated with our top ten automotive lenders, and the loss of one or more significant automotive lenders could have a negative impact on operating results.***

Our top ten automotive lenders (including certain groups of affiliated automotive lenders) accounted for a significant percentage of the total program fee revenue in 2025. We expect to have significant concentration in our largest automotive lender relationships for the foreseeable future. In the event that one or more of our significant automotive lenders, or groups of automotive lenders terminate their relationships with us, or if one or more of our significant automotive lenders generates significantly fewer certified loans, the number of loans originated through LPP would decline, which would materially and adversely affect our business and, in turn, our revenue.

***Our results depend, to a significant extent, on the active and effective adoption of LPP by automotive lenders.***

Our success depends on the active and effective adoption of LPP by automotive lenders in originating loans to near-prime and non-prime borrowers. We rely on automotive lenders to utilize LPP within their loan origination systems.

Although automotive lenders generally are under no obligation to use LPP in generating their loans, the integrated loan and insurance offering by LPP encourages the use of LPP by automotive lenders. The failure by automotive lenders to effectively adopt LPP would have a material adverse effect on the rate at which they can lend to near-prime and non-prime borrowers and in turn, would have a material adverse effect on our business, revenues and financial condition.

***If we lose one or more of our insurance partners and are unable to replace their commitments, it could have a material adverse effect on our business.***

As of December 31, 2025, we relied on three active insurance partners to insure the loans generated by the automotive lenders using LPP. We have entered into separate producer and claims service agreements with each of these carriers. The producer and claims service agreements with these insurance partners generally contain customary termination provisions that allow them to terminate the agreement upon written notice after the occurrence of certain events including, among other things, breach of the producer agreement; changes in regulatory requirements making the agreement unenforceable; or for convenience once a specified term has come to an end.

As of the date of this Annual Report, we partner with AmTrust North America, Inc., Securian Specialty Lines Inc. and StarStone Specialty Insurance Company. If any of our insurance partners were to terminate their agreements with us and we are unable to replace their commitments through new or existing insurance partners, it could have a material adverse effect on our business, operations and financial condition.

***We use estimates in recognizing profit share revenue, and changes in these estimates have affected and may in the future adversely affect our revenues and future expected cash flows.***

We recognize profit share revenue pursuant to the Financial Accounting Standards Board's Accounting Standards Codification ("ASC") Topic 606, Revenue from Contracts with Customers ("ASC 606"). Under ASC 606, we rely on assumptions to calculate the expected value of profit share revenue, which is our share of our insurance partners' underwriting profit. On a quarterly basis, we use a forecast model to project loan-level earned premiums and insurance claim payments, the two components that determine profit share revenue. Our forecasts are driven by our projections of prepayment rate, loan default rate and severity of loss on our remaining active loan portfolio as of the reporting date. These projections are derived from an analysis of the historical portfolio performance, prevailing default and prepayment trends, and macroeconomic projections. Estimates of variable consideration generated by the forecast model are constrained to the extent that it is probable that a significant reversal of revenue will not occur in future periods. The recognition of our profit share revenue requires complex estimates and judgments by management and is subject to various factors outside of our control. Changes in the current economic behavior of the loans can impact the forecast models and cause the estimated profit share consideration to deviate from the historical patterns.

Changes in these projections or the underlying assumptions have resulted, and in the future may result, in negative changes in estimated profit share revenues, which in turn may have a material adverse effect on our revenues and future expected cash flows.

***We rely extensively on models in managing many aspects of our business. Any inaccuracies or errors in our models could have an adverse effect on our business.***

In assisting automotive lenders with the design of the products that we offer, we make assumptions about various matters, including repayment timing and default rates, and then utilize proprietary underwriting modeling to analyze and forecast the performance and profitability of the loans. Our assumptions may be inaccurate and models may not be as predictive as expected for many reasons, including that they often involve matters that are inherently difficult to predict and beyond our control (e.g., macroeconomic conditions) and that they often involve complex interactions between a number of dependent and independent variables and factors. Any significant inaccuracies or errors in assumptions could impact the profitability of the products to automotive lenders, as well as the profitability of our business, and could result in our underestimating potential losses and overstating potential automotive lender returns.

***We have in the past recorded, and may in the future record, significant valuation allowances on our deferred tax assets, which may have a material impact on our results of operations and cause fluctuations in such results.***

As of December 31, 2025, we assessed whether it is more likely than not that our deferred tax assets will be realized and, given the magnitude of our cumulative pre-tax losses, we continue to maintain a full valuation

allowance of \$84.4 million. The valuation allowance will be maintained until there is sufficient evidence to support the reversal of all or some portion of these allowances. The exact timing and amount of the valuation allowance release are subject to change based on the level of profitability the Company is able to achieve.

We continue to monitor the likelihood that we will be able to recover our deferred tax assets in the future, and adjustments in our valuation allowance may be required. The recording of any future increases in or release of all or any portion of our valuation allowance could have a material impact on our reported results, and both the recording and release of the valuation allowance could cause fluctuations in our quarterly and annual results of operations.

***We have pursued and may in the future continue to pursue growth opportunities, which may result in significant demands on operational, administrative and financial resources.***

We have pursued and may in the future continue to pursue growth opportunities, including the launch of ApexOne Auto. These opportunities may result in significant demands on operations, marketing, compliance and accounting infrastructure and have resulted in increased expenses, which we expect to continue as we grow. In addition, we are required to continuously develop and adapt systems and infrastructure in response to the increasing sophistication of the consumer finance market and regulatory developments relating to existing and projected business activities and those of automotive lenders. Our future growth will depend, among other things, on our ability to maintain an operating platform and management system sufficient to address growth and will require us to incur significant additional expenses and to commit additional senior management and operational resources.

As a result of our growth, we may face significant challenges in:

- securing commitments from existing and new automotive lenders to provide loans to consumers;
- maintaining existing and developing new relationships with additional automotive lenders;
- maintaining existing and developing new relationships with additional insurance partners;
- maintaining adequate financial, business and risk controls;
- implementing and maintaining internal controls and the accuracy and timeliness of our financial reporting;
- training, managing and appropriately sizing workforce and other components of business on a timely and cost-effective basis;
- navigating complex and evolving regulatory and competitive environments;
- increasing the number of borrowers in, and the volume of loans facilitated through, our products;
- entering into new markets and introducing new solutions;
- continuing to revise proprietary credit decisioning and scoring models;
- continuing to develop, maintain and scale our platform;
- effectively using limited personnel and technology resources;
- maintaining the security of our platform and the confidentiality of the information (including personally identifiable information) provided and utilized across our platform; and
- attracting, integrating and retaining an appropriate number of qualified employees.

We may not be able to manage expanding operations effectively, and any failure to do so could adversely affect the ability to generate revenue and control expenses.

***Increases in market interest rates have had and could continue to have an adverse effect on our business.***

The fixed interest rates charged on the loans that automotive lenders originate are calculated based upon market benchmarks at the time of origination. Market benchmarks typically rise when the U.S. Federal Reserve raises the federal funds rate, and the U.S. Federal Reserve raised the federal funds rate in 2022 and 2023 to combat inflation. These increases in the market benchmark have resulted in increases in the interest rates on new loans. Increased interest rates have impacted and may continue to adversely impact the spending levels of consumers and their ability and willingness to borrow money. Higher interest rates have led to higher rates charged to the consumer,

which have negatively impacted the ability of automotive lenders to generate volume and in turn, our ability to generate revenues on loans originated using LPP.

Higher interest rates have also increased the payment obligations of consumers, which have reduced and may continue to reduce the ability of consumers to remain current on their obligations to automotive lenders and, therefore, have led and may continue to lead to increased delinquencies, defaults, consumer bankruptcies and charge-offs, and decreasing recoveries, all of which could have an adverse effect on our business.

***Privacy concerns or security breaches relating to our products could result in economic loss, damage our reputation, deter users from using our products, and expose us to legal penalties and liability.***

Through the use of our products, we gather and store personally identifiable information on consumers such as social security numbers, names and addresses. A cybersecurity breach where this information is stolen or made public would result in negative publicity and additional costs to mitigate the damage to customers. Techniques used to gain unauthorized access to data and systems, disable or degrade service, or sabotage systems, are constantly evolving, and we may be unable to anticipate such techniques or implement adequate preventative measures to avoid unauthorized access or other adverse impacts to such data or our systems.

Our products are vulnerable to software bugs, computer viruses, internet worms, break-ins, phishing attacks, attempts to overload servers with denial-of-service, or other attacks or similar disruptions, any of which could lead to system interruptions, delays, or shutdowns, causing loss of critical data or the unauthorized access of data. Computer malware, viruses, and computer hacking and phishing attacks have become more prevalent in our industry. Functions that facilitate interactivity with other internet platforms could increase the scope of access of hackers to user accounts. Though it is difficult to determine what, if any, harm may directly result from any specific interruption or attack, any failure to maintain performance, reliability, security and availability of our products to the satisfaction of our customers and their consumers may harm our reputation and our ability to retain existing customers. We cannot assure that the systems and processes that are designed to protect data, prevent data loss, disable undesirable accounts and activities and prevent or detect security breaches will provide absolute security. If an actual or perceived breach of security occurs to our systems or a third party's systems, we could also be required to expend significant resources to mitigate the breach of security and to address matters related to any such breach, including notifying users or regulators.

***If we experience negative publicity, we may lose the confidence of automotive lenders and our insurance partners who use or partner with us, and our business may suffer.***

Reputational risk, or the risk of negative publicity or to public opinion, is inherent to our business. Consumer financial services companies have experienced increased reputational harm as consumers and regulators take issue with certain practices and judgments, including, for example, fair lending, credit reporting accuracy, lending to members of the military, state licensing (for automotive lenders, servicers and money transmitters) and debt collection. Given that our primary customers are automotive lenders in the customer financial services space, any reputational risk associated with our customers is in turn attributable to us. Maintaining a positive reputation is critical to our ability to attract and retain existing and new automotive lenders, insurance partners, investors and employees. Negative public opinion can arise from many sources, including actual or alleged misconduct, errors or improper business practices by employees, automotive lenders, insurance partners, automobile dealers, outsourced service providers or other counterparties; litigation or regulatory actions; failure by us, automotive lenders, or automobile dealers to meet minimum standards of service and quality; inadequate protection of consumer information; failure of automotive lenders to adhere to the terms of their agreements or other contractual arrangements or standards; failure of our insurance partners and our subsidiary, IAS, to satisfactorily administer claims; compliance failures; and media coverage, whether accurate or not. Negative public opinion can diminish the value of our brand and adversely affect our ability to attract and retain automotive lenders and insurance partners as a result of which our operations may be materially harmed and we could be exposed to litigation and regulatory action.

***We rely in part on third-party resellers to acquire and retain lender customers, and our failure to develop and manage these relationships effectively could adversely affect our business, results of operations, and relationships with our customers.***

We rely in part on third-party resellers to assist us in acquiring and retaining lender customers. Identifying partners, negotiating and documenting relationships with them, and maintaining our relationships with them require significant time and resources from us. In addition, our agreements with our resellers are typically non-exclusive and do not prohibit them from working with our competitors or from offering competing products or services. We have limited

control, if any, as to whether these strategic partners devote adequate resources to promoting, selling, and implementing our products as compared to our competitor's products.

If we do not effectively identify, develop and manage our relationships with third-party resellers, or if they fail to perform services in the manner or time required, our financial results and relationships with our lender customers could be adversely affected. We may also be held responsible or liable for the actions or omissions of these third parties. Actions, omissions or violations of law by our third-party resellers could have a material adverse effect on our business.

***Our vendor relationships subject us to a variety of risks, and the failure of third parties to comply with legal or regulatory requirements or to provide various services that are important to our operations could have an adverse effect on our business.***

We have significant vendors that, among other things, provide us with financial, technology, insurance and other services to support our loan protection services, including access to credit reports and information. Under various legal theories and contractual requirements, companies may be held responsible for the actions of their subcontractors. Accordingly, we could be adversely impacted to the extent that our vendors fail to comply with the legal requirements applicable to the particular products or services being offered.

In some cases, third-party vendors, including resellers and aggregators, are the sole source, or one of a limited number of sources, of the services they provide to us. Certain of our vendor agreements are terminable on little or no notice, and if current vendors were to stop providing services to us on acceptable terms, we may be unable to procure alternatives from other vendors in a timely and efficient manner and on acceptable terms (or at all). If any third-party vendor fails to provide the services we require, fails to meet contractual requirements (including compliance with applicable laws and regulations), fails to maintain adequate data privacy and electronic security systems, or suffers a cyber-attack or other security breach, we could be subject to regulatory enforcement actions and suffer economic and reputational harm that could have a material adverse effect on our business. Further, we may incur significant costs to resolve any such disruptions in service, which could adversely affect our business.

***Litigation, regulatory actions and compliance issues could subject us to significant fines, penalties, judgments, remediation costs and/or requirements resulting in increased expenses.***

Our business is subject to increased risks of litigation and regulatory actions as a result of a number of factors and from various sources, including as a result of the highly regulated nature of the financial services industry, insurance carriers and the focus of state and federal enforcement agencies on the financial services industry and insurance carriers.

From time to time, we are also involved in, or the subject of, reviews, requests for information, investigations and proceedings (both formal and informal) by state and federal governmental agencies, including insurance regulators and the Department of Insurance of many states, regarding our business activities and our qualifications to conduct business in certain jurisdictions, which could subject us to significant fines, penalties, obligations to change business practices and other requirements resulting in increased expenses and diminished earnings. Our involvement in any such matter could also cause significant harm to our reputation and divert management attention from business operations, even if the matters are ultimately determined in our favor. Moreover, any settlement, or any consent order or adverse judgment in connection with any formal or informal proceeding or investigation by a government agency, may prompt litigation or additional investigations or proceedings as other litigants or other government agencies begin independent reviews of the same activities.

In addition, a number of participants in the consumer finance industry have been the subject of punitive class action lawsuits; state attorney general actions and other state regulatory actions; federal regulatory enforcement actions, including actions relating to alleged unfair, deceptive or abusive acts or practices; violations of state licensing and lending laws, including state usury laws; actions alleging discrimination on the basis of race, ethnicity, gender or other prohibited bases; and allegations of noncompliance with various state and federal laws and regulations relating to originating and servicing consumer finance loans. Companies that have experienced volatility in the market price of their stock have been subject to securities class action litigation. We may be the target of this type of litigation in the future. Securities litigation against us could result in substantial costs and divert management's attention from other business concerns, which could seriously harm our business. Such securities litigation could also give rise to perceived uncertainties as to our future, adversely affect our relationships with our partners and make it more difficult to attract and retain qualified personnel. Further, our stock price could be subject to significant fluctuation or otherwise be adversely affected by the events, risks and uncertainties related to any securities litigation.

The current regulatory environment, increased regulatory compliance efforts and enhanced regulatory enforcement have resulted in significant operational and compliance costs and may prevent us from providing certain products and services. There is no assurance that these regulatory matters or other factors will not, in the future, affect how we conduct business and, in turn, have a material adverse effect on our business. In particular, legal proceedings brought under state consumer protection statutes or under several of the various federal consumer financial services statutes may result in a separate fine for each violation of the statute, which, particularly in the case of class action lawsuits, could result in damages substantially in excess of the amounts we earned from the underlying activities. Similar risks exist for insurance producing and claims administration services, which are highly regulated.

In addition, from time to time, through our operational and compliance controls, we identify compliance issues that require us to make operational changes and, depending on the nature of the issue, result in financial remediation to impacted customers. These self-identified issues and voluntary remediation payments could be significant, depending on the issue and the number of customers impacted, and also could generate litigation or regulatory investigations that subject us to additional risk.

***Fraudulent activity could negatively impact our business and could cause automotive lenders to be less willing to originate loans or insurance partners to be less willing to underwrite policies through the use of our products.***

Fraud is prevalent in the financial services industry and is likely to increase as perpetrators become more sophisticated. We are subject to the risk of fraudulent activity with respect to the underwriting policies of insurance carriers, automotive lenders, their customers and third parties handling customer information. Our resources, technologies and fraud prevention tools may be insufficient to accurately detect and prevent fraud. The level of our fraud charge-offs could increase and results of operations could be materially and adversely affected if fraudulent activity were to significantly increase. High profile fraudulent activity could also negatively impact our brand and reputation, which could negatively impact the use of our services and products. In addition, significant increases in fraudulent activity could also lead to regulatory intervention, which could increase our costs and also negatively impact our business.

***Cyber-attacks and other security breaches could have a material adverse effect on our business.***

In the normal course of our business, we collect, process and retain sensitive and confidential information regarding automotive lenders, insurance partners and consumers. We also have arrangements with certain third-party service providers that require us to share consumer information. Our facilities and systems, and those of automotive lenders, insurance partners and third-party service providers, are vulnerable to external or internal security breaches, acts of vandalism, computer viruses, misplaced or lost data, programming or human errors, and other similar events. We, automotive lenders, insurance carriers and third-party service providers have experienced all of these events to varying degrees in the past and expect to continue to experience them in the future. We also face security threats from malicious third parties that could obtain unauthorized access to our systems and networks, and we anticipate these threats will continue to grow in scope and complexity over time. These events could interrupt our business or operations, result in significant legal and financial exposure, supervisory liability, damage to our reputation and a loss of confidence in the security, confidentiality and integrity of our systems, products and services. Although the impact to date from these events has not had a material adverse effect on us, no assurance is given that this will be the case in the future.

Information security risks in the financial services industry have increased, in part because of evolving technologies, the use of the internet and telecommunications technologies (including mobile devices) to conduct financial and other business transactions and the increased sophistication and activities of organized criminals, perpetrators of fraud, hackers, terrorists and others. In addition to cyber-attacks and other security breaches involving the theft of sensitive and confidential information, hackers recently have engaged in attacks that are designed to disrupt key business services, such as consumer-facing websites. We and automotive lenders may not be able to anticipate or implement effective preventive measures against all security breaches of these types, especially because the techniques used change frequently and because attacks can originate from a wide variety of sources. Prevention and early detection efforts may be thwarted by sophisticated attacks and malware designed to avoid prevention and detection. We also may fail to detect the existence of a successful security breach related to the information of automotive lenders, insurance carriers and consumers that we retain as part of our business and may be unable to prevent unauthorized access to that information.

We also face risks related to cyber-attacks and other security breaches that typically involve the transmission of sensitive information regarding borrowers through various third parties, including automotive lenders, insurance

carriers and data processors. Some of these parties have in the past been the target of security breaches and cyber-attacks. Because we do not control these third parties or directly oversee or manage the security of their systems, future security breaches or cyber-attacks affecting any of these third parties could impact us through no fault of our own, and in some cases, we may have exposure and suffer losses for breaches or attacks relating to them. No assurance is given that our third-party information security protocols are sufficient to withstand a cyber-attack or other security breach.

The access by unauthorized persons to, or the improper disclosure by us of, confidential information regarding consumers, our customers or our proprietary information, software, methodologies and business secrets could interrupt our business or operations, result in significant legal and financial exposure, supervisory liability, damage to our reputation or a loss of confidence in the security, confidentiality and integrity of our systems, products and services, all of which could have a material adverse impact on our business, financial condition, and results of operations. In addition, there have been a number of well-publicized attacks or breaches affecting companies in the financial services industry that have heightened concern by consumers, which could also intensify regulatory focus, cause users to lose trust in the security of the industry in general and result in reduced use of our services and increased costs, all of which could also have a material adverse effect on our business.

***Disruptions in the operation of our computer systems and third-party data centers could have an adverse effect on our business.***

Our ability to deliver products and services to automotive lenders, service loans made by automotive lenders and otherwise operate our business and comply with applicable laws depends on the efficient and uninterrupted operation and availability of our computer systems and third-party data centers, as well as those of automotive lenders and third-party service providers.

These computer systems and third-party data centers may encounter service interruptions at any time due to system or software failure, natural disasters, severe weather conditions, pandemics, terrorist attacks, cyber-attacks or other events. Any such catastrophes could have a negative effect on our business and technology infrastructure (including our computer network systems), on automotive lenders and insurance partners and on consumers. These events also could impair the ability of third parties to provide critical services to us. All of these adverse effects of catastrophic events could result in a decrease in the use of our solution and payments to us, which could have a material adverse effect on our business.

In addition, the implementation of technology changes and upgrades to maintain current and integrate new systems may cause service interruptions, transaction processing errors or system conversion delays and may cause us to fail to comply with applicable laws, all of which could have a material adverse effect on our business. We expect that new technologies and business processes applicable to the consumer financial services industry will continue to emerge and that these new technologies and business processes may be more advanced than those we currently use. There is no assurance that we will be able to successfully adopt new technology as critical systems and applications become obsolete and more advanced ones become available. A failure to maintain and/or improve current technology and business processes could cause disruptions in our operations or cause our solution to be less competitive, all of which could have a material adverse effect on our business.

***If the underwriting models we use contain errors or are otherwise ineffective, our reputation and relationships with automotive lenders and insurance partners could be harmed.***

Our ability to attract automotive lenders to our products is significantly dependent on our ability to effectively evaluate a consumer's credit profile and likelihood of default and potential loss in accordance with automotive lenders' and insurance partners' underwriting policies. Our business depends significantly on the accuracy and success of our underwriting model. To conduct this evaluation, we use proprietary credit decisioning and scoring models. If any of the credit decisioning and scoring models we use contain programming or other errors, is ineffective or the data provided by consumers or third parties is incorrect or stale, or if we are unable to obtain accurate data from consumers or third parties (such as credit reporting agencies), our loan pricing and approval process could be negatively affected, resulting in mispriced or misclassified loans, incorrect approvals or denials of loans. This could damage our reputation and relationships with automotive lenders and insurance partners, which could have a material adverse effect on our business.

***We depend on the accuracy and completeness of information about consumers, and any misrepresented or inaccurate information could adversely affect our business.***

In evaluating loan applicants, we rely on information furnished to us by or on behalf of consumers, including credit, identification, employment and other relevant information. Some of the information regarding consumers provided to us is used in our proprietary credit decisioning and scoring models, which we use to determine whether an application meets the applicable underwriting criteria. We rely on the accuracy and completeness of that information.

Not all consumer information is independently verified. As a result, we rely on the accuracy and completeness of the information provided by consumers or indirectly by automotive lenders. If any of the information that is considered in the loan review process is inaccurate, whether intentional or not, and such inaccuracy is not detected prior to loan funding, the loan may have a greater risk of default than expected. Additionally, there is a risk that, following the date of the credit report that we obtain and review, a consumer may have defaulted on, or become delinquent in the payment of, a pre-existing debt obligation, taken on additional debt, lost his or her job or other sources of income, or experienced other adverse financial events. Any significant increase in inaccuracies resulting in losses could adversely affect our business.

***The consumer lending industry is highly competitive and is likely to become more competitive, and our inability to compete successfully or maintain or improve our market share and margins could adversely affect our business.***

Our success depends on our ability to generate usage of our products. The consumer lending industry is highly competitive and increasingly dynamic as emerging technologies continue to enter the marketplace. Technological advances and heightened e-commerce activities have increased consumers' accessibility to products and services, which has intensified the desirability of offering loans to consumers through digital-based solutions. We face competition in areas such as compliance capabilities, financing terms, promotional offerings, fees, approval rates, speed and simplicity of loan origination, ease-of-use, marketing expertise, service levels, products and services, technological capabilities and integration, customer service, brand and reputation. Our existing and potential competitors may decide to modify their pricing and business models to compete more directly with our model. Any reduction in usage of our products, or a reduction in the lifetime profitability of loans under LPP in an effort to attract or retain business, could reduce our revenues and earnings. If we are unable to compete effectively for customer usage, our business could be materially and adversely affected.

***Because our business is heavily concentrated on consumer lending in the U.S. automobile industry, our results are more susceptible to fluctuations in that market than the results of a more diversified company would be.***

Our business currently is concentrated on supporting consumer lending in the U.S. automobile industry. As a result, we are more susceptible to fluctuations and risks particular to U.S. consumer credit than a more diversified company would be as well as to factors that may drive the demand for automobiles, such as sales levels of new automobiles and the aging of existing inventory. We are also more susceptible to the risks of increased regulations and legal and other regulatory actions that are targeted at consumer credit and the specific consumer credit products that automotive lenders offer (including promotional financing) in the U.S. automobile industry. Our business concentration in the U.S. could have a material, adverse effect on our business.

***We may in the future expand to new industry verticals outside of the automotive industry, and failure to comply with applicable regulations, or accurately predict demand or growth, in those new industries could have an adverse effect on our business.***

We may in the future further expand into other industry verticals. There is no assurance that we will be able to successfully develop consumer financing products and services for these new industries. Our investment of resources to develop consumer financing products and services for the new industries we enter may either be insufficient or result in expenses that are excessive in light of loans actually originated by lenders in those industries. Additionally, our approximately 25 years of experience is in the automotive lending industry and therefore, industry participants in new industry verticals may not be receptive to our financing solutions and we may face competitors with more experience and resources. The borrower profile of consumers in new verticals may not be as attractive, in terms of average FICO scores or other attributes, as in current verticals, which may lead to higher levels of delinquencies or defaults than we have historically experienced. Industries change rapidly, and we make no assurance that we will be able to accurately forecast demand (or the lack thereof) for a solution or that

those industries will be receptive to our product offerings. Failure to predict demand or growth accurately in new industries could have a material adverse impact on our business.

***Our business would suffer if we failed to attract and retain highly skilled employees.***

Our future success will depend on our ability to identify, hire, develop, motivate and retain highly qualified personnel for all areas of our organization, particularly information technology and sales. Trained and experienced personnel are in high demand and are in short supply. Many of the companies with which we compete for experienced employees have greater resources than us and may be able to offer more attractive terms of employment. In addition, we invest significant time and expense in training employees, which increases their value to competitors that may seek to recruit them. We may not be able to attract, develop and maintain the skilled workforce necessary to operate our business, and labor expenses may increase as a result of a shortage in the supply of qualified personnel, which will negatively impact our business.

***The Credit Agreement that governs our Credit Facilities contains various covenants that could limit our ability to engage in activities that may be in our best long-term interests.***

The Credit Agreement, dated as of March 19, 2021, by and among the Company, Wells Fargo Bank, N.A., as administrative agent, and the financial institutions party thereto as lenders, as amended by the First Amendment to Credit Agreement, dated as of September 9, 2022 (collectively, the "Credit Agreement"), provides for credit facilities consisting of a senior secured term loan facility of up to \$150 million (the "Term Loan due 2027") along with a senior secured revolving loan facility of up to \$150 million at any time outstanding (the "Revolving Credit Facility" and, together with the Term Loan due 2027, the "Credit Facilities"). Borrowings under the Credit Facilities bear interest at a variable rate based on the net secured leverage ratio. Our obligations under the Credit Agreement are guaranteed by all of our subsidiaries and secured by substantially all of our assets and substantially all of our subsidiaries' assets, in each case, subject to certain customary exceptions. The Credit Facilities mature on September 9, 2027.

The Credit Agreement contains affirmative and negative covenants customarily applicable to senior secured credit facilities, including covenants that, among other things, will limit or restrict the ability of the loan parties, subject to negotiated exceptions, to incur additional indebtedness and additional liens on their assets, engage in mergers or acquisitions or dispose of assets, pay dividends or make other distributions, voluntarily prepay other indebtedness, enter into transactions with affiliated persons, make investments, and change the nature of their businesses.

The Credit Agreement also contains customary events of default (subject to thresholds and grace periods), including payment default, covenant default, cross default to other material indebtedness, and judgment defaults.

Our ability to comply with these covenants may be affected by events beyond our control, such as market fluctuations impacting net income. Breaches of these covenants will result in a default under the Credit Agreement, subject to any applicable cure rights, in which case the administrative agent may accelerate the outstanding term loan.

If such acceleration under the Credit Agreement occurs, our ability to fund operations could be adversely affected.

***We may be unable to sufficiently protect our proprietary rights and may encounter disputes from time to time relating to our use of the intellectual property of third parties.***

We rely on a combination of trademarks, service marks, copyrights, trade secrets, domain names and agreements with employees and third parties to protect our proprietary rights. We have service mark registrations in the U.S. We also own the domain name rights for Openlending.com, Openlending.net, Openlending.us, Dev-openlending.com, Lendersprotection.org, Lendersprotection.us, Lend-pro.com, Lend-pro.org, Lend-pro.us, Lend-pro.net, Lendpro.net, Lendpro.io, Lendpro.info, Lendpro.org, Lendpro.us, Lendersprotection.com, Sayyestomoreloans.com, Sayyestomoreloans.net, as well as other words and phrases important to our business. Nonetheless, third parties may challenge, invalidate or circumvent our intellectual property, and our intellectual property may not be sufficient to provide us with a competitive advantage.

Despite our efforts to protect these rights, unauthorized third parties may attempt to duplicate or copy the proprietary aspects of our technology and processes. Our competitors and other third parties independently may design around or develop similar technology or otherwise duplicate our services or products such that we could not assert our intellectual property rights against them. In addition, our contractual arrangements may not effectively prevent disclosure of our intellectual property and confidential and proprietary information or provide an adequate remedy in the event of an unauthorized disclosure. These measures may not prevent misappropriation or infringement of our intellectual property or proprietary information and the resulting loss of competitive advantage,

and we may be required to litigate to protect our intellectual property and proprietary information from misappropriation or infringement by others, which is expensive and could cause a diversion of resources and may not be successful.

We also may encounter disputes from time to time concerning intellectual property rights of others, and we may not prevail in these disputes. Third parties may raise claims against us alleging that we, our consultants or other third parties retained or indemnified by us, infringed on their intellectual property rights. Some third-party intellectual property rights may be extremely broad, and it may not be possible for us to conduct operations in such a way as to avoid all alleged violations of such intellectual property rights. Given the complex, rapidly changing and competitive technological and business environment in which we operate, and the potential risks and uncertainties of intellectual property-related litigation, an assertion of an infringement claim against us may cause us to spend significant amounts to defend the claim (even if we ultimately prevail), pay significant monetary damages, lose significant revenues, be prohibited from using the relevant systems, processes, technologies or other intellectual property (temporarily or permanently), cease offering certain products or services, or incur significant license, royalty or technology development expenses.

Moreover, it has become common in recent years for individuals and groups to purchase intellectual property assets for the sole purpose of making claims of infringement and attempting to extract settlements from companies such as ours. Even in instances where we believe that claims and allegations of intellectual property infringement against us are without merit, defending against such claims is time consuming and expensive and could result in the diversion of time and attention of our management and employees. In addition, although in some cases a third party may have agreed to indemnify us for such costs, such indemnifying party may refuse or be unable to uphold our contractual obligations. In other cases, insurance may not cover potential claims of this type adequately or at all, and we may be required to pay monetary damages, which may be significant.

***Our risk management processes and procedures may not be effective.***

Our risk management processes and procedures seek to appropriately balance risk and return and mitigate risks. We have established processes and procedures intended to identify, measure, monitor and control the types of risk to which we and automotive lenders are subject, including credit risk, market risk, liquidity risk, strategic risk and operational risk. Credit risk is the risk of loss that arises when an obligor fails to meet the terms of an obligation. Market risk is the risk of loss due to changes in external market factors such as interest rates. Liquidity risk is the risk that financial conditions or overall safety and soundness are adversely affected by an inability, or perceived inability, to meet obligations and support business growth. Strategic risk is the risk from changes in the business environment, improper implementation of decisions or inadequate responsiveness to changes in the business environment. Operational risk is the risk of loss arising from inadequate or failed processes, people or systems, external events (e.g., natural disasters), compliance, reputational or legal matters and includes those risks as they relate directly to us as well as to third parties with whom we contract or otherwise do business.

Management of our risks depends, in part, upon the use of analytical and forecasting models. If these models are ineffective at predicting future losses or are otherwise inadequate, we may incur unexpected losses or otherwise be adversely affected. In addition, the information we use in managing credit and other risks may be inaccurate or incomplete as a result of error or fraud, both of which may be difficult to detect and avoid. There also may be risks that exist, or that develop in the future, that we have not appropriately anticipated, identified or mitigated, including when processes are changed or new products and services are introduced. If our risk management framework does not effectively identify and control risks, we could suffer unexpected losses or be adversely affected, which could have a material adverse effect on our business.

***Some aspects of our platform include open source software, and any failure to comply with the terms of one or more of these open source licenses could negatively affect our business.***

Aspects of our platform include software covered by open source licenses. The terms of various open source licenses have not been interpreted by U.S. courts, and there is a risk that such licenses could be construed in a manner that imposes unanticipated conditions or restrictions on our platform. If portions of our proprietary software are determined to be subject to an open source license, we could be required to publicly release the affected portions of our source code, re-engineer all or a portion of our technologies or otherwise be limited in the licensing of technologies, each of which could reduce or eliminate the value of our technologies and loan products. In addition to risks related to license requirements, usage of open source software can lead to greater risks than use of third-party commercial software because open source licensors generally do not provide warranties or controls on the

origin of the software. Many of the risks associated with the use of open source software cannot be eliminated and could adversely affect our business.

***To the extent that we seek to grow through future acquisitions or other strategic initiatives, investments or alliances, we may not be able to do so effectively.***

We may in the future seek to grow our business by exploring potential acquisitions or other strategic initiatives, investments or alliances. We may not be successful in identifying businesses or opportunities that meet our acquisition, expansion or investment criteria. In addition, even if a potential acquisition target or other strategic investment is identified, we may not be successful in completing such acquisition, launching and implementing such initiative or integrating such new business or other investment.

We may face significant competition for acquisition and other strategic investment opportunities from other well-capitalized companies, many of which have greater financial resources and greater access to debt and equity capital to secure and complete acquisitions or other strategic investments, than us. As a result of such competition, we may be unable to acquire certain assets or businesses, or take advantage of other strategic investment opportunities that we deem attractive; the purchase price for a given strategic opportunity may be significantly elevated; or certain other terms or circumstances may be substantially more onerous. Any delay or failure on our part to identify, negotiate, finance on favorable terms, consummate and integrate any such acquisition, or other strategic investment opportunity could impede our growth.

In addition, potential acquisitions or other strategic initiatives, investments or alliances may distract management, slow improvements in our existing products and services or result in unexpected significant costs and expenses. We may not succeed in generating new revenues, in an amount to achieve profitability, if at all.

There is no assurance that we will be able to manage expanding operations, including from acquisitions, initiatives, investments or alliances, effectively or that we will be able to continue to grow, and any failure to do so could adversely affect our ability to generate revenue and control our expenses. Furthermore, we may be responsible for any legacy liabilities of businesses we acquire or be subject to additional liability in connection with other strategic initiatives or investments. The existence or amount of these liabilities may not be known at the time of acquisition, or other strategic investment, and may have a material adverse effect on our business.

***Our management has limited experience in operating a public company.***

Our executive officers have limited experience in the management of a publicly traded company. Our management team may not successfully or effectively manage public company requirements, and the Company is and will continue to be subject to significant regulatory oversight and reporting obligations under federal securities laws. Our management's limited experience in dealing with the increasingly complex laws pertaining to public companies could be a significant disadvantage in that it is likely that an increasing amount of their time may be devoted to these activities which will result in less time being devoted to the management and growth of the business.

## **Risks Related to Our Regulatory Environment**

***We are subject to federal and state consumer protection laws.***

In connection with the administration of our products, we must comply with various regulatory regimes, including those applicable to consumer credit transactions. Insurance producing and claims administration services subject us to state regulation on a 50-state basis. The complex regulatory environment of the credit and insurance industries is subject to constant change and modification. While changes to statutes and promulgating new regulations may take a substantial amount of time, issuing regulatory guidance with the force of law in the form of opinions, bulletins, and notices can occur quickly. Also, consumer credit and insurance regulators often initiate inquiries into market participants, which can lead to investigations and, ultimately, enforcement actions. As a result, we are subject to a constantly evolving regulatory environment that is difficult to predict, which may affect our business. See "Part I, Item 1— *Business—Government Regulation*" in this Annual Report for a further discussion of the laws and regulations to which we are subject.

We cannot assure that our compliance policies and procedures designed to assist in compliance with these laws and regulations will be effective. Failure to comply with these laws and with regulatory requirements applicable to our business could subject us to damages, revocation of licenses, class action lawsuits, administrative enforcement actions, and civil and criminal liability, which may harm our business.

***Our industry is highly regulated and is undergoing regulatory transformation, which results in inherent uncertainty. Changing federal, state, and local laws, as well as changing regulatory enforcement policies and priorities, may negatively impact our business.***

In connection with our administration of our products, we are subject to extensive regulation, supervision and examination under U.S. federal and state laws and regulations. We are required to comply with numerous federal, state, and local laws and regulations that regulate, among other things, the manner in which we administer our products, the terms of the loans that automotive lenders originate, the products of insurance partners, production of those products, insurance claims administration, and the fees that we may charge. Any failure to comply with any of these laws or regulations could subject us to lawsuits or governmental actions and/or damage our reputation, which could materially and adversely affect our business. Regulators have broad discretion with respect to the interpretation, implementation, and enforcement of these laws and regulations, including through enforcement actions that could subject us to civil money penalties, customer remediation, increased compliance costs, and limits or prohibitions on our ability to offer certain products or services or to engage in certain activities. In addition, to the extent that we undertake actions requiring regulatory approval or non-objection, regulators may make their approval or non-objection subject to conditions or restrictions that could have a material adverse effect on our business. Moreover, any competitors subject to different, or in some cases less restrictive, legislative or regulatory regimes may have or obtain a competitive advantage over us.

Additionally, federal, state, and local governments and regulatory agencies have proposed or enacted numerous new laws, regulations, and rules related to loans. Federal and state consumer credit and insurance regulators are also enforcing existing laws, regulations, and rules more aggressively and enhancing their supervisory expectations regarding the management of legal and regulatory compliance risks. Consumer finance and insurance regulation is constantly changing, and new laws or regulations, or new interpretations of existing laws or regulations, could have a material adverse impact on our ability to operate as currently intended.

These regulatory changes and uncertainties make our business planning more difficult and could result in changes to our business model and potentially adversely impact results of operations. New laws or regulations also require us to incur significant expenses to ensure compliance. As compared to our competitors, we could be subject to more stringent state or local regulations or could incur marginally greater compliance costs as a result of regulatory changes. In addition, our failure to comply (or to ensure that our agents and third-party service providers comply) with these laws or regulations may result in costly litigation or enforcement actions, the penalties for which could include: revocation of licenses; fines and other monetary penalties; civil and criminal liability; substantially reduced payments by borrowers; modification of the original terms of loans, permanent forgiveness of debt, or inability to, directly or indirectly, collect all or a part of the principal of or interest on loans; and increased purchases of receivables underlying loans originated by automotive lenders and indemnification claims.

Proposals to change the statutes affecting financial services companies are frequently introduced in Congress and state legislatures that, if enacted, may affect our operating environment in substantial and unpredictable ways. In addition, numerous federal and state regulators have the authority to promulgate or change regulations that could have a similar effect on our operating environment. We cannot determine with any degree of certainty whether any such legislative or regulatory proposals will be enacted and, if enacted, the ultimate impact that any such potential legislation or implementing regulations, or any such potential regulatory actions by federal or state regulators, would have upon our business.

If we are found to have failed to comply with applicable laws, including state insurance, insurance brokering, and insurance agency regulations, third-party administration company statutes and similar statutes in all U.S. jurisdictions, and with licensing and other requirements that we believe may be applicable to us, we could lose one or more licenses or authorizations or face other sanctions or penalties or be required to obtain a license in one or more such jurisdictions, which may have an adverse effect on our ability to make our products available to borrowers in particular states and, thus, adversely impact our business.

We are also subject to potential enforcement and other actions that may be brought by state attorneys general or other state enforcement authorities and other governmental agencies. Any such actions could subject us to civil money penalties and fines, customer remediation, and increased compliance costs, damage our reputation and brand and limit or prohibit our ability to offer certain products and services or engage in certain business practices.

New laws, regulations, policy or changes in enforcement of existing laws or regulations applicable to our business, or reexamination of current practices, could adversely impact our profitability, limit our ability to continue existing or pursue new business activities, require us to change certain of our business practices or alter our relationships with our customers, affect retention of key personnel, or expose us to additional costs (including increased compliance

costs and/or customer remediation). These changes also may require us to invest significant resources, and devote significant management attention, to make any necessary changes and could adversely affect our business.

***The highly regulated environment in which automotive lenders and insurance carriers operate could have an adverse effect on our business.***

Automotive lenders and insurance carriers are subject to federal and/or state supervision and regulation. Federal regulation of the banking or insurance industries, along with tax and accounting laws, regulations, rules, and standards, may limit their operations significantly and control the methods by which they conduct business. In addition, compliance with laws and regulations can be difficult and costly, and changes to laws and regulations can impose additional compliance requirements. For example, the Dodd-Frank Act imposes significant regulatory and compliance obligations on financial institutions. Regulatory requirements affect automotive lenders' lending and investment practices and insurance carriers' offerings, among other aspects of their businesses, and restrict transactions between us and automotive lenders and insurance carriers. These requirements may constrain the operations of automotive lenders and insurance carriers, and the adoption of new laws and changes to, or repeal of, existing laws may have a further impact on our business.

In choosing whether and how to conduct business with us, current and prospective automotive lenders and insurance carriers can be expected to take into account the legal, regulatory, and supervisory regimes that apply to them, including potential changes in the application or interpretation of regulatory standards, licensing requirements, or supervisory expectations. Regulators may elect to alter standards or the interpretation of the standards used to measure regulatory compliance or to determine the adequacy of liquidity, certain risk management or other operational practices for financial services companies in a manner that impacts automotive lenders or insurance carriers. Furthermore, the regulatory agencies have extremely broad discretion in their interpretation of the regulations and laws and their interpretation of the quality of automotive lenders' loan portfolios and other assets. If any regulatory agency's assessment of the quality of automotive lenders' assets, operations, lending practices, investment practices or other aspects of their business changes, or those with respect to our insurance partners, it may materially reduce automotive lenders' or insurance partners' earnings, capital ratios and share price in such a way that affects our business.

Bank holding companies, credit unions, financial institutions, automobile lenders, and insurance carriers and producers are extensively regulated and currently face an uncertain regulatory environment. Applicable state and federal laws, regulations and interpretations, including licensing laws and regulations, and enforcement policies and accounting principles have been subject to significant changes in recent years, and may be subject to significant future changes. We cannot predict with any degree of certainty the substance or effect of pending or future legislation or regulation or the application of laws and regulations to automotive lenders and insurance carriers. Future changes may have a material adverse effect on automotive lenders or insurance carriers and, therefore, on us.

***If we were found to be operating without having obtained necessary state or local licenses, it could adversely affect our business.***

Certain states have adopted laws regulating and requiring licensing by parties that engage in certain activity regarding consumer finance and insurance transactions, including facilitating and assisting such transactions in certain circumstances. Furthermore, certain states and localities have also adopted laws requiring licensing for consumer debt collection or servicing. While we believe we have obtained all necessary licenses, the application of some consumer finance or insurance producer and claims administration licensing laws to LPP is unclear. If we were found to be in violation of applicable state licensing requirements by a court or a state, federal, or local enforcement agency, we could be subject to fines, damages, injunctive relief (including required modification or discontinuation of our business in certain areas), criminal penalties and other penalties or consequences, and the loans originated through LPP could be rendered void or unenforceable in whole or in part, any of which could have a material adverse effect on our business.

***We are subject to regulatory examinations and investigations and may incur fines, penalties and increased costs that could negatively impact our business.***

Federal and state agencies have broad enforcement powers over us, including powers to investigate our business practices and broad discretion to deem particular practices unfair, deceptive, abusive or otherwise not in accordance with the law. The continued focus of regulators on the consumer financial services industry has resulted, and could continue to result, in new enforcement actions that could, directly or indirectly, affect the manner in which we conduct our business and increase the costs of defending and settling any such matters, which could

negatively impact our business. In some cases, regardless of fault, it may be less time-consuming or costly to settle these matters, which may require us to implement certain changes to our business practices, provide remediation to certain individuals or make a settlement payment to a given party or regulatory body. There is no assurance that any future settlements will not have a material adverse effect on our business.

In addition, the laws and regulations applicable to us are subject to administrative or judicial interpretation. Some of these laws and regulations have been enacted only recently and may not yet have been interpreted or may be interpreted infrequently. As a result of infrequent or sparse interpretations, ambiguities in these laws and regulations may create uncertainty with respect to what type of conduct is permitted or restricted under such laws and regulations. Any ambiguity under a law or regulation to which we are subject may lead to regulatory investigations, governmental enforcement actions and private causes of action, such as class action lawsuits, with respect to our compliance with such laws or regulations.

***The contours of the Dodd-Frank UDAAP standard remain uncertain, and there is a risk that certain features of our business could be deemed to be a UDAAP.***

The Dodd-Frank Act prohibits UDAAP and authorizes the Consumer Financial Protection Bureau (“CFPB”) to enforce that prohibition. The CFPB has filed a large number of UDAAP enforcement actions against consumer lenders for practices that do not appear to violate other consumer finance statutes. There is a risk that the CFPB could determine that certain features of automotive lender loans are unfair, deceptive or abusive, which could have a material adverse effect on our business.

***Regulations relating to privacy, information security, and data protection could increase our costs, affect or limit how we collect and use personal information, and adversely affect our business opportunities.***

We are subject to various privacy, information security and data protection laws, including requirements concerning security breach notification, and our business could be negatively impacted by them. For example, in connection with our administration of our products, we are subject to the GLBA and implementing regulations and guidance. Among other things, the GLBA (i) imposes certain limitations on the ability to share consumers’ nonpublic personal information with non-affiliated third parties and (ii) requires certain disclosures to consumers about their information collection, sharing and security practices and their right to “opt out” of the institution’s disclosure of their personal financial information to non-affiliated third parties (with certain exceptions).

Furthermore, legislators and/or regulators are increasingly adopting or revising privacy, information security and data protection laws that could have a significant impact on our current and planned privacy, data protection and information security-related practices; our collection, use, sharing, retention and safeguarding of consumer and/or employee information; and some of our current or planned business activities. This also could increase our costs of compliance and business operations and could reduce income from certain business initiatives.

Compliance with current or future privacy, information security and data protection laws (including those regarding security breach notification) affecting customer and/or employee data to which we are subject could result in higher compliance and technology costs and could restrict our ability to provide certain products and services (such as products or services that involve sharing information with third parties or storing sensitive credit card information), which could materially and adversely affect our profitability. Additionally, regulators could attempt to assert authority over our business in the area of privacy, information security and data protection. If our vendors also become subject to laws and regulations in the more stringent and expansive jurisdictions, this could result in increasing costs on our business.

Privacy requirements, including notice and opt-out requirements, under the GLBA and FCRA are enforced by the Federal Trade Commission and by the CFPB through UDAAP and are a standard component of CFPB examinations. State entities also may initiate actions for alleged violations of privacy or security requirements under state law. Our failure to comply with privacy, information security and data protection laws could result in potentially significant regulatory investigations and government actions, litigation, fines or sanctions; consumer, automotive lender or merchant actions; and damage to our reputation and brand, all of which could have a material adverse effect on our business.

***We may in the future be subject to federal or state regulatory inquiries regarding our business.***

From time to time, in the normal course of our business, we may receive or be subject to, inquiries or investigations by state and federal regulatory agencies and bodies, such as the CFPB, state Attorneys General, state financial regulatory agencies, and other state or federal agencies or bodies regarding our products, including the origination

and servicing of consumer loans, practices by merchants or other third parties, production of insurance policies, administration of insurance claims and licensing, and registration requirements. For example, in the future, we may enter into regulatory agreements with state agencies regarding issues including automotive lender conduct and oversight and loan pricing. We also may receive inquiries from state regulatory agencies regarding requirements to obtain licenses from or register with those states, including in states where we have determined that we are not required to obtain such a license or be registered with the state. Any such inquiries or investigations could involve substantial time and expense to analyze and respond to, could divert management's attention and other resources from running our business, and could lead to public enforcement actions or lawsuits and fines, penalties, injunctive relief, and the need to obtain additional licenses that we do not currently possess. Our involvement in any such matters, whether tangential or otherwise, even if the matters are ultimately determined in our favor, could also cause significant harm to our reputation, lead to additional investigations and enforcement actions from other agencies or litigants, and further divert management attention and resources from the operation of our business. As a result, the outcome of legal and regulatory actions arising out of any state or federal inquiries we receive could be material to our business, results of operations, financial condition and cash flows and could have a material adverse effect on our business, financial condition or results of operations.

### **Risks Related to Ownership of Our Common Stock**

#### ***An active trading market for our common stock may not be sustained, which may make it difficult to sell shares of our common stock.***

There can be no assurance that we will be able to maintain an active trading market for our common stock on the Nasdaq or any other exchange in the future. If an active market for our common stock is not sustained, it may be difficult for stockholders to sell their shares of our common stock at an attractive price (or at all). The market price of our common stock may decline below our stockholders' purchase price. An inactive trading market may also impair our ability to raise capital by selling shares of capital stock, attract and motivate employees through equity incentive awards, and acquire other companies, products, or technologies by using shares of capital stock as consideration.

#### ***There can be no assurance that we will be able to comply with the continued listing standards of the Nasdaq.***

If the Nasdaq delists our shares of common stock from trading on its exchange for failure to meet the Nasdaq's listing standards, we and our stockholders could face significant material adverse consequences including the following:

- a limited availability of market quotations for our securities;
- reduced liquidity for our securities;
- a determination that our common stock is a "penny stock" which will require brokers trading in our common stock to adhere to more stringent rules and possibly result in a reduced level of trading activity in the secondary trading market for our securities;
- a limited amount of news and analyst coverage; and
- a decreased ability to issue additional securities or obtain additional financing in the future.

#### ***The market price of our common stock has been and may continue to be volatile, which could cause the value of our stockholders' investment to decline.***

The market price of our common stock has been volatile and could be subject to wide fluctuations. In addition, the trading volume in our common stock may fluctuate and cause significant price variations to occur. Securities markets worldwide experience significant price and volume fluctuations. This market volatility, as well as general economic, market and political conditions, could reduce the market price of shares of our common stock despite our operating performance. In addition, our results of operations could be below the expectations of public market analysts and investors due to a number of potential factors, including the following:

- variations in our quarterly or annual results of operations;
- additions or departures of key management personnel;
- the loss of key automotive lenders or a reduction in the amount of certified loans generated by such lenders;

- changes in our earnings estimates (if provided) or failure to meet analysts' earnings estimates;
- publication of research reports about our industry, litigation and government investigations;
- changes or proposed changes in laws or regulations or differing interpretations or enforcement thereof affecting our business;
- adverse market reaction to any indebtedness we may incur or securities we may issue in the future;
- changes in market valuations of similar companies or speculation in the press or the investment community with respect to us or our industry;
- adverse announcements by us or others and developments affecting us;
- announcements by our competitors of significant contracts, acquisitions, dispositions, strategic partnerships, joint ventures or capital commitments;
- actions by institutional stockholders; and
- increases in market interest rates that may lead investors in our shares to demand a higher yield, and in response the market price of shares of our common stock could decrease significantly.

These broad market and industry factors may decrease the market price of our common stock, regardless of our actual operating performance. The stock market in general has, from time to time, experienced extreme price and volume fluctuations. In addition, in the past, following periods of volatility in the overall market and the market price of a company's securities, securities class action litigation has often been instituted against these companies. Such litigation, if instituted against us, could result in substantial costs and a diversion of our management's attention and resources.

***Our issuance of additional capital stock in connection with financings, acquisitions, investments, our stock incentive plans or otherwise will dilute all other stockholders.***

We expect to issue additional capital stock in the future that will result in dilution to all other stockholders. We expect to grant equity awards to employees, directors, and consultants under our stock incentive plans. We may also raise capital through equity financings in the future. As part of our business strategy, we may acquire or make investments in complementary companies, products, or technologies and issue equity securities to pay for any such acquisition or investment. Any such issuances of additional capital stock may cause stockholders to experience significant dilution of their ownership interests and the per share value of our common stock to decline.

***Sales of a substantial amount of our common stock could cause the price of our securities to fall.***

As of December 31, 2025, a significant portion of the outstanding shares of our common stock is held by entities affiliated with us and our executive officers, directors, and founders. Sales of substantial amounts of our common stock in the public market, or the perception that such sales will occur, could adversely affect the market price of our common stock and make it difficult for us to raise funds through securities offerings in the future.

***The exercise of registration rights may adversely affect the market price of our common stock.***

In connection with the consummation of the Business Combination, Open Lending, LLC, Open Lending Corporation, Nebula, certain persons and entities holding membership units of Open Lending and certain persons and entities holding Founder Shares (collectively, the "Holders") entered into an Investor Rights Agreement. Pursuant to the terms of the Investor Rights Agreement, we are obligated to file a registration statement to register the resale of certain of our securities held by the Holders. In addition, pursuant to the terms of the Investor Rights Agreement and subject to certain requirements and customary conditions, including with regard to the number of demand rights that may be exercised, the Holders may demand at any time or from time to time that we file a registration statement on Form S-1, or any similar long-form registration statement, or if available, on Form S-3 to register the shares of our common stock held by the Holders. The Investor Rights Agreement also provides the Holders with "piggy-back" registration rights, subject to certain requirements and customary conditions. The registration and availability of such a significant number of securities for trading in the public market may have an adverse effect on the market price of our common stock.

***Our executive officers, directors and principal stockholders control us, and their interests may conflict with the interests of our other stockholders in the future.***

Our executive officers and directors and certain affiliated stockholders own a significant portion of the outstanding voting stock of the Company as of the date of this Annual Report. Accordingly, those owners, if voting in the same manner, could materially influence the election and removal of our directors and thereby determine corporate and management policies, including potential mergers or acquisitions, payment of dividends, asset sales, amendments of the certificate of incorporation and bylaws and other significant corporate transactions for so long as they retain significant ownership. This concentration of ownership may delay or deter possible changes in control of Open Lending, which may reduce the value of an investment in our common stock. So long as they continue to own a significant amount of the combined voting power, even if such amount is less than 50%, they will continue to be able to strongly influence decisions of the Company.

***Because we have no current plans to pay cash dividends on our common stock, our stockholders may not receive any return on investment unless our common stock can be sold for a price greater than the purchase price.***

We have no current plans to pay cash dividends on our common stock. The declaration, amount and payment of any future dividends will be at the sole discretion of our Board of Directors. Our Board of Directors may take into account general and economic conditions, our financial condition and operating results, our available cash, current and anticipated cash needs, capital requirements, contractual, legal, tax and regulatory restrictions, implications on the payment of dividends by us to our stockholders or by our subsidiary to us and such other factors as our Board of Directors may deem relevant. In addition, the terms of our existing financing arrangements restrict or limit our ability to pay cash dividends. Accordingly, we may not pay any dividends on our common stock in the foreseeable future.

***Future offerings of debt or equity securities by us may adversely affect the market price of our common stock.***

In the future, we may attempt to obtain financing or to further increase our capital resources by issuing additional shares of our common stock or offering debt or other equity securities, including commercial paper, medium-term notes, senior or subordinated notes, debt securities convertible into equity or shares of preferred stock. Future acquisitions could require substantial additional capital in excess of cash from operations. We would expect to obtain the capital required for acquisitions through a combination of additional issuances of equity, corporate indebtedness and/or cash from operations.

Issuing additional shares of our common stock or other equity securities or securities convertible into equity may dilute the economic and voting rights of our existing stockholders or reduce the market price of our common stock or both. Upon liquidation, holders of such debt securities and preferred shares, if issued, and lenders with respect to other borrowings would receive a distribution of our available assets prior to the holders of our common stock. Debt securities convertible into equity could be subject to adjustments in the conversion ratio pursuant to which certain events may increase the number of equity securities issuable upon conversion. Preferred shares, if issued, could have a preference with respect to liquidating distributions or a preference with respect to dividend payments that could limit our ability to pay dividends to the holders of our common stock. Our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, which may adversely affect the amount, timing and nature of our future offerings.

***Certain provisions of our certificate of incorporation and bylaws could hinder, delay or prevent a change in control, which could adversely affect the price of our common stock.***

Certain provisions of our certificate of incorporation and bylaws could make it more difficult for a third party to acquire us without the consent of our Board of Directors. Among other things, these provisions:

- authorize the issuance of undesignated preferred stock, the terms of which may be established and the shares of which may be issued without stockholder approval, and which may include super voting, special approval, dividend, or other rights or preferences superior to the rights of the holders of our common stock;
- prohibit stockholder action by written consent, requiring all stockholder actions be taken at a meeting of our stockholders;
- provide that the Board of Directors is expressly authorized to make, alter or repeal our bylaws;

- establish advance notice requirements for nominations for elections to our Board of Directors or for proposing matters that can be acted upon by stockholders at stockholder meetings; and
- establish a classified Board of Directors, as a result of which our Board of Directors will be divided into three classes, with each class serving for staggered three-year terms, which prevents stockholders from electing an entirely new Board of Directors at an annual meeting.

In addition, these provisions may make it difficult and expensive for a third party to pursue a tender offer, change in control or takeover attempt that is opposed by our management or our Board of Directors. Stockholders who might desire to participate in these types of transactions may not have an opportunity to do so, even if the transaction is favorable to them. These anti-takeover provisions could substantially impede stockholders' ability to benefit from a change in control or change our management and board of directors and, as a result, may adversely affect the market price of our common stock and stockholders' ability to realize any potential change of control premium.

***Our amended and restated bylaws designate specific courts as the exclusive forum for certain litigation that may be initiated by our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us.***

Pursuant to our amended and restated bylaws, unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware is the sole and exclusive forum for any state law claim for (i) any derivative action or proceeding brought on our behalf; (ii) any action asserting a claim of or based on a breach of a fiduciary duty owed by any director, officer or other employee of ours to us or our stockholders; (iii) any action asserting a claim pursuant to any provision of the Delaware General Corporation Law, our amended and restated certificate of incorporation or our amended and restated bylaws; or (iv) any action asserting a claim governed by the internal affairs doctrine, or the Delaware Forum Provision. The Delaware Forum Provision will not apply to any causes of action arising under the Securities Act or the Exchange Act. Our amended and restated bylaws further provide that unless we consent in writing to the selection of an alternative forum, the U.S. District Court for the Western District of Texas shall be the sole and exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act, or the Federal Forum Provision. In addition, our amended and restated bylaws provide that any person or entity purchasing or otherwise acquiring any interest in shares of our common stock is deemed to have notice of and consented to the Delaware Forum Provision and the Federal Forum Provision; provided, however, that stockholders cannot and will not be deemed to have waived our compliance with the federal securities laws and the rules and regulations thereunder.

We recognize that the Delaware Forum Provision and the Federal Forum Provision in our amended and restated bylaws may impose additional litigation costs on stockholders in pursuing any such claims, particularly if the stockholders do not reside in or near the State of Delaware or the State of Texas. Additionally, the forum selection clauses in our amended and restated bylaws may limit our stockholders' ability to bring a claim in a judicial forum that they find favorable for disputes with us or our directors, officers or employees, which may discourage the filing of lawsuits against us and our directors, officers and employees, even though an action, if successful, might benefit our stockholders. In addition, while the Delaware Supreme Court ruled in March 2020 that federal forum selection provisions purporting to require claims under the Securities Act be brought in federal court were "facially valid" under Delaware law, there is uncertainty as to whether other courts will enforce our Federal Forum Provision. If the Federal Forum Provision is found to be unenforceable, we may incur additional costs associated with resolving such matters. The Federal Forum Provision may also impose additional litigation costs on stockholders who assert that the provision is not enforceable or invalid. The Court of Chancery of the State of Delaware and the U.S. District Court for the Western District of Texas may also reach different judgments or results than would other courts, including courts where a stockholder considering an action may be located or would otherwise choose to bring the action, and such judgments may be more or less favorable to us than our stockholders.

***If securities and industry analysts publish inaccurate or unfavorable research about our business, our stock price and trading volume could decline.***

The trading market for our common stock will depend, in part, on the research and reports that securities and industry analysts publish about us and our business. If one or more of the securities or industry analysts who cover us downgrade our stock or publish inaccurate or unfavorable research about our business, our stock price would likely decline. If one or more of these analysts cease coverage of the Company or fail to publish reports on us regularly, demand for our stock could decrease, which might cause our stock price and trading volume to decline.

**Item 1B. Unresolved Staff Comments.**

None.

**Item 1C. Cybersecurity.**

**Cybersecurity Risk Management and Strategy**

We identify and assess cybersecurity risk in connection with our enterprise risk management (“ERM”) process, which is directly tied to our management’s strategic planning process.

We have implemented a variety of measures to assess, identify and manage material risks from cybersecurity threats. These measures include automated source code testing to help align our security infrastructure with application security best practices, and automated scanning and alerts to assess compliance against established security baselines. Our cybersecurity risk management process also includes defined timeframes for addressing vulnerabilities or other gaps identified by our automated detection and scanning tools. We also perform an annual evaluation of our alignment with the U.S. Commerce Department’s National Institute of Standards and Technology framework. In addition, our Information Security team performs regular internal vulnerability scans across our information technology systems, and we use an independent third-party service provider for the completion of bi-annual penetration testing to maintain our SOC II compliance.

Our employees are a key element of our cybersecurity and data privacy defenses. We administer mandatory and regular awareness programs for employees on cybersecurity. We require all new employees to complete security awareness training upon hire, and existing employees must complete security awareness training annually thereafter. We also conduct internal incident response tests, phishing test campaigns and other security-enhancing exercises throughout the year. In addition, we established measures to help mitigate the risk of exposure of personally identifiable information (“PII”). We have also implemented phishing protection and data loss prevention tools designed to enhance our cybersecurity throughout our information technology systems.

As part of our cybersecurity risk management processes, we regularly engage third-party service providers to assess our internal cybersecurity programs and compliance with applicable practices and standards.

Our cybersecurity risk management processes include assessing third-party risks and we regularly perform third-party risk assessments to help us identify and mitigate risks arising from our use of or partnership with third parties, such as vendors, suppliers, and other business partners. Third-party cybersecurity risks are also evaluated as part of our initial due diligence assessments upon engaging third-party providers, inclusive of potential fourth-party risks related to the handling and processing of employee, business, or customer data. In addition to due diligence procedures conducted during onboarding of new third-party providers, we perform annual risk assessments of key third-party providers, along with real-time assessments in accordance with our Incident Response Plan and procedures, as needed, to help us determine any potential impact to the Company from third-party cybersecurity incidents that come to our attention.

Our business necessitates the collection and storage of consumers’ PII. As such, cybersecurity and data privacy are a top concern for us. As a preventative measure, we have implemented certain policies and procedures that guide our day-to-day operations in these areas.

To date, the Company is not aware of risks from cybersecurity threats, including as a result of any previous cybersecurity incidents, that have materially affected or are reasonably likely to materially affect our business, business strategy, results of operations or financial condition. For additional information, see “Item 1A—Risk Factors—Risks Related to Our Business—Cyber-attacks and other security breaches could have an adverse effect on our business” and “Item 1A—Risk Factors—Risks Related to Our Business—Disruptions in the operation of our computer systems and third-party data centers could have an adverse effect on our business.”

**Cybersecurity Governance**

Cybersecurity is an area of focus for our Board of Directors and our management. The Audit Committee of our Board of Directors is primarily responsible for the oversight of risks from cybersecurity threats and is informed about cybersecurity risks through presentations from members of our management responsible for day-to-day management and mitigation of cybersecurity risks, as well as through its direct participation in our ERM process, which holistically addresses risks faced by us, including cybersecurity risk.

Our cybersecurity risk management processes are led by members of our management team, who are informed about and monitor the prevention, mitigation, detection, and remediation of cybersecurity incidents through management of, and participation in, the cybersecurity risk management and strategic processes described above, including the operation of our Incident Response Plan. Our management team reports and provides updates to the Audit Committee on risks from cybersecurity threats quarterly or as needed.

**Item 2. Properties.**

We lease our office space, which includes 25,368 square feet located at 1501 South MoPac Expressway, Suite 450, Austin, TX 78746 and 5,421 square feet located at Tower 909 Building, 909 Lake Carolyn Parkway, Irving, TX 75039. We believe our current office space is sufficient to meet our needs until the expiration of our leases.

**Item 3. Legal Proceedings.**

As of the date of this Annual Report, we are not a party to any material legal proceedings. In the future, we may become party to legal matters and claims arising in the ordinary course of business, the resolution of which we do not anticipate would have a material adverse impact on our financial position, results of operations or cash flows.

**Item 4. Mine Safety Disclosures.**

None.

## PART II

### Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

#### Market Information

Our common stock is traded on the Nasdaq under the symbol “LPRO.” As of March 6, 2026, there were 22 stockholders of record. The actual number of stockholders is significantly greater than this number of record holders, and includes stockholders who are beneficial owners but whose shares are held in street name by banks, brokers and other nominees.

#### Dividends

We have no current plans to pay cash dividends on our common stock. The declaration, amount and payment of any future dividends will be at the sole discretion of our Board of Directors. Our Board of Directors may take into account general and economic conditions, our financial condition and operating results, our available cash, current and anticipated cash needs, capital requirements, contractual, legal, tax and regulatory restrictions, implications on the payment of dividends by us to our stockholders or by our subsidiary to us and such other factors as our Board of Directors may deem relevant. In addition, our ability to pay dividends is limited by covenants in our existing indebtedness and may be limited by the agreements governing other indebtedness that we incur in the future. Accordingly, we may not pay any dividends on our common stock in the foreseeable future.

#### Purchases of Equity Securities by the Issuer and Affiliated Purchasers

The following table sets forth information with respect to our repurchases of shares of common stock during the three months ended December 31, 2025.

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Approximate dollar value of shares that may yet be purchased under the plans or programs (in millions) <sup>(1)</sup>
October 1 - 31, 2025	—	\$ —	—	\$ 21.0
November 1 - 30, 2025	563,977	\$ 1.66	563,977	\$ 20.1
December 1 - 31, 2025	—	\$ —	—	\$ 20.1
<b>Total</b>	<b>563,977</b>		<b>563,977</b>	

<sup>(1)</sup> On May 1, 2025, our Board of Directors authorized share repurchases under the Share Repurchase Program for up to \$25.0 million, effective through May 1, 2026.

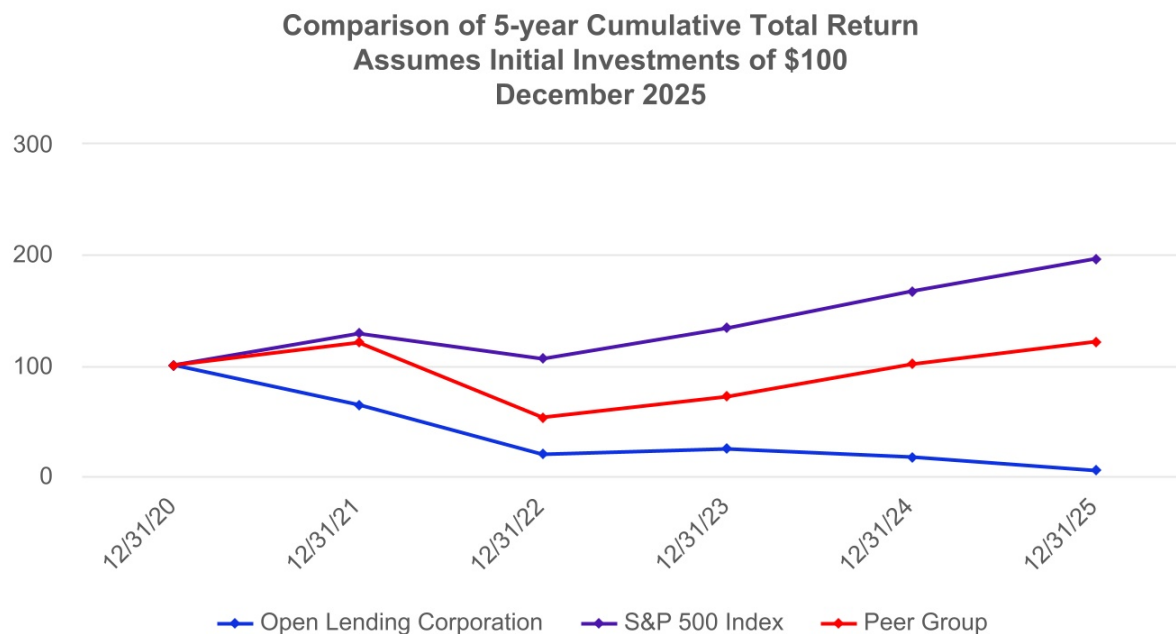
Future share repurchases are subject to the business judgment of our Board of Directors, taking into consideration our historical and projected results of operations, financial condition, cash flows, capital requirements, covenant compliance, current economic environment and other factors considered relevant.

#### Equity Compensation Plan Information

The information concerning our equity compensation plans is incorporated by reference herein to the section in our definitive Proxy Statement for the 2026 Annual Meeting of Stockholders (“2026 Proxy Statement”) entitled “*Equity Compensation Plan Information*.”

### Performance Graph

The graph below shows the cumulative total stockholder return of an investment of \$100.00 for the five-year period between December 31, 2020 and December 31, 2025 in (i) our common stock, (ii) the S&P 500 Index, and (iii) common stock of a selected group of peer issuers (the "Peer Group"). The Peer Group tracks the weighted average stock price performance of equity securities of nine companies in our industry, including Green Dot Corporation, Jack Henry & Associates, Inc., LendingClub Corporation, Pagaya Technologies Ltd., Paymentus Holdings, Inc., Q2 Holdings, Inc., Repay Holdings Corporation, SoFi Technologies, Inc. and Upstart Holdings, Inc. Data for the S&P 500 Index and the Peer Group assumes reinvestment of dividends. The stock price performance shown in the graph below is based on historical data and is not indicative of, nor intended to forecast, future stock price performance of our stock.



Item 6. [Reserved]

## **Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

*The following discussion and analysis should be read in conjunction with our consolidated financial statements and related notes appearing in [Item 8. Financial Statements and Supplementary Data](#). This section of our Annual Report generally discusses 2025 and 2024 items and year-to-year comparisons between 2025 and 2024. Discussions of 2023 items and year-to-year comparisons between 2024 and 2023 that are not included in this Annual Report can be found in Part II, "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" of our Annual Report on Form 10-K for the fiscal year ended December 31, 2024. The following discussion contains forward-looking statements that reflect our future plans, estimates, beliefs and expected performance. The forward-looking statements are dependent upon events, risks and uncertainties that may be outside our control. Our actual results could differ materially from those discussed in these forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to those factors discussed below and elsewhere in this Annual Report, particularly in [Item 1A—Risk Factors](#) and [Cautionary Note Regarding Forward-Looking Statements](#), all of which are difficult to predict. In light of these risks, uncertainties and assumptions, the forward-looking events discussed may not occur. We do not undertake any obligation to publicly update any forward-looking statements except as otherwise required by applicable law.*

### **Business Overview**

We are a leading provider of lending enablement and risk analytics to credit unions, regional banks, finance companies and OEM captive finance companies of automakers. Through our flagship product, LPP, our customers, collectively referred to herein as automotive lenders, make automotive consumer loans to underserved near-prime and non-prime borrowers by harnessing our risk-based interest rate pricing models, powered by our proprietary data and real-time underwriting of automotive loan default insurance coverage from insurers. Since our inception in 2000, we have facilitated over one million automotive loans representing over \$27.9 billion in originations through LPP, and we have accumulated approximately 25 years of proprietary data and developed over two million unique risk profiles. We currently serve 450 active lenders.

We specialize in risk-based pricing and modeling and provide automated decision-technology for automotive lenders throughout the U.S. We target the financing needs of near-prime and non-prime borrowers, or borrowers with a credit bureau score generally between 560 and 699, who are underserved in the automotive finance industry. Borrowers who must utilize the near-prime and non-prime automotive lending market have fewer lenders focused on loans with longer terms or higher advance rates. As a result, many near-prime and non-prime borrowers turn to sub-prime lenders, resulting in higher interest rate loan offerings than such borrower's credit profile often merits or warrants. We seek to make this market more competitive, resulting in more attractive loan terms.

LPP is a cloud-based automotive lending enablement platform. LPP supports loans made to near-prime and non-prime borrowers and is designed to underwrite default insurance by linking automotive lenders to our insurance partners. The platform uses risk-based pricing models which enable automotive lenders to assess the credit risk of a potential borrower using data driven analysis. Our proprietary risk models project loan performance, including expected losses and prepayments, in arriving at the optimal contract interest rate. LPP recommends a risk-based, all-inclusive interest rate for a loan that is customized to each automotive lender, reflecting cost of capital, loan servicing and acquisition costs, expected recovery rates and target return on assets. LPP risk models use a proprietary score in assessing and pricing risk on automotive loan applications. This score combines credit bureau data and FCRA-compliant alternative consumer data to more effectively assess risk and determine the appropriate insurance premium for any given loan application.

LPP is powered by technology that delivers speed and scalability in providing interest rate decisioning to automotive lenders. It supports the full transaction lifecycle, including credit application, underwriting, real-time insurance approval, settlement, servicing, invoicing of insurance premiums and fees and advanced data analytics of the automotive lender's portfolio under the program. Through electronic system integration, our software technology connects us to parties in our ecosystem.

A key element of LPP is the unique database that drives risk decisioning using data accumulated for approximately 25 years. When a loan is insured at origination, all attributes of the transaction are stored in our database. Through the claims management process, we ultimately obtain loan life performance data on each insured loan. Having granular origination and performance data allows our data scientists and actuaries to evolve and refine risk models, based on actual experience and third-party information sources.

## **ApexOne Auto**

On November 6, 2025, we announced the launch of ApexOne Auto, an advanced decisioning platform that supports loans made to prime borrowers. Like LPP, ApexOne Auto uses risk-based pricing models to arrive at an all-inclusive interest rate for a loan that is customized to each automotive lender, reflecting cost of capital, loan servicing and acquisition costs, expected recovery rates and target return on assets. Unlike with loans facilitated through LPP, default insurance is not provided in connection with loans facilitated through ApexOne Auto.

## **Executive Overview**

We facilitate certified loans and have achieved financial success primarily by targeting the financing needs of near-prime and non-prime borrowers who are underserved in the automotive finance industry.

We facilitated 97,348 and 110,652 certified loans through LPP during the years ended December 31, 2025 and 2024, respectively.

Total revenue was \$93.2 million and \$24.0 million for the years ended December 31, 2025 and 2024, respectively.

Operating loss was \$5.0 million and \$65.4 million for the years ended December 31, 2025 and 2024, respectively.

Net loss was \$4.2 million and \$135.0 million for the years ended December 31, 2025 and 2024, respectively.

## **Debt**

On December 31, 2025, we made a voluntary principal repayment of \$48.0 million under our Term Loan due 2027 and \$85.1 million in borrowings remained outstanding. Refer to Note 5—*Long-term Debt* for further discussion.

## **Share Repurchase Program**

On May 1, 2025, the Board of Directors authorized a share repurchase program (the “Share Repurchase Program”), allowing the Company to repurchase up to \$25.0 million of the Company’s outstanding common stock until May 1, 2026. Pursuant to the Share Repurchase Program, the Company repurchased 2,535,346 shares at an average price of \$1.93 for a total of \$4.9 million, excluding excise tax, during the year ended December 31, 2025.

## **Impact Related to Profit Share Revenue Change in Estimates**

Each quarter, we evaluate and update our profit share revenue forecast and make adjustments to our profit share revenue and related contract assets and the related excess profit share receipts liability accordingly. The profit share revenue change in estimate adjustment resulted in an increase in estimated profit share revenues of \$0.4 million during the year ended December 31, 2025, and a reduction in estimated profit share revenues of \$96.1 million during the year ended December 31, 2024. Any future adjustments to profit share revenue forecasts, positive or negative, will impact profit share revenue, contract assets and the related excess profit share receipts liability. Refer to Note 3—*Contract Assets and Excess Profit Share Receipts* for further discussion.

## **Allied Reseller Agreement Amendment**

On August 13, 2025, the Company and Allied Solutions, LLC (“Allied”) entered into an amendment to their reseller agreement (the “Allied Amendment”) to, among other matters, extend the term of the agreement and to provide for a one-time payment to Allied of \$11.0 million in exchange for the extinguishment of Allied’s right to certain ongoing compensation and the amendment of the schedule of referral fees payable to Allied. This payment was solely in exchange for such modification of compensation rights and is not conditioned upon, nor related to, any future performance or obligations of either party.

## **Key Performance Measures**

We review several key performance measures to evaluate business and results, measure performance, identify trends, formulate plans and make strategic decisions. We believe that the presentation of such metrics is useful to our investors and counterparties because such metrics are used to measure and model the performance of companies with recurring revenue streams.

The following table sets forth key performance measures for the years ended December 31, 2025 and 2024:

	Year Ended December 31,	
	2025	2024
<b>Certified loans</b>		
Credit unions and banks	86,509	87,184
OEM	10,839	23,468
Total certified loans	97,348	110,652
<b>Unit economics</b>		
Average program fees per certified loan	\$ 558	\$ 515
Average profit share revenue per certified loan	\$ 298	\$ 479
<b>Originations</b>		
Value of insured loans facilitated (in thousands)	\$ 2,839,582	\$ 3,111,753
Average loan size per certified loan	\$ 29,169	\$ 28,122
<b>Active lenders</b>		
Number of contracts signed with automotive lenders	46	58
Number of active lenders at end of period <sup>(1)</sup>	450	441

<sup>(1)</sup> Active lenders is defined as lenders who certify at least one loan during the preceding 12 months. This number includes 45 and 39 new lenders during the years ended December 31, 2025 and 2024, respectively using LPP to certify loans for the first time.

### **Unit Economics**

*Average program fee.* We define “average program fee” as the total LPP program fee revenue recognized for a period, excluding adjustments for incentive programs, divided by the number of certified loans in that period.

*Average profit share revenue per certified loan.* We define “average profit share revenue per certified loan” as the total profit share revenue recognized for new loan originations during a period divided by the number of certified loans in that period.

### **Earned Premium**

We earn a monthly claims administration service fee, which is calculated by our insurance partners as 3% of the monthly net insurance earned premium collected over the life of the underlying loan. We define “earned premium” as the total insurance premium earned by insurers in a given period. Earned premiums were \$318.4 million and \$336.9 million for the years ended December 31, 2025 and 2024, respectively.

### **Industry Trends and General Economic Conditions**

Our results of operations have been and may continue to be impacted by the relative strength of the overall economy and its effect on unemployment, consumer spending, consumer demand for automotive financing and our lender customer’s liquidity. As general economic conditions improve or deteriorate, the amount of disposable income consumers have tends to fluctuate, which in turn impacts consumer spending levels and the willingness of consumers to enter into loans to finance purchases and consumers’ ability to afford financial obligations. Specific economic factors such as inflation, fluctuating interest rates, tariffs, uncertainty or changes in monetary and related policies, market volatility, supply chain disruptions, consumer confidence and, particularly, the unemployment rate also influence consumer spending and borrowing patterns.

### **Concentration**

We rely on our insurance partners for a significant portion of our revenue. Refer to Note 2 — *Summary of Significant Accounting and Reporting Policies* for the concentration of revenues from these customers.

Termination or disruption of these relationships could materially and adversely impact our revenue. See “Item 1A—Risk Factors—Risks Related to Our Business—If we lose one or more of our insurance partners and are unable to replace their commitments, it could have a material adverse effect on our business.”

## Components of Results of Operations

### Total Revenue

Our revenue is generated through three streams: (i) program fees paid to us by automotive lenders, (ii) profit share paid to us by insurance partners, and (iii) claims administration service fees paid to us by insurance partners. Our revenue primarily grows as we increase active automotive lenders using LPP as it influences the number of loans funded on LPP. Growth in our active automotive lender relationships will depend on our ability to retain existing automotive lenders and add new ones.

**Program fees.** Program fees are primarily related to fees paid by automotive lenders for the use of LPP, our cloud-based automotive lending enablement platform, which provides loan analytics solutions and automated issuance of credit default insurance with third-party insurance providers. These LPP program fees are based on a percentage of each certified loan’s original principal balance and recognized as revenue upon certification of the loan by the lending institution. The LPP program fee percentage rate varies based on the agreement with each lender. For loans with a one-time upfront payment, there is a sliding scale of rates representing volume discounts for certain lenders. Fees are calculated as a percentage of the funded loan amount and may be subject to a cap. For monthly-pay loans, the fee paid by the lender is typically 3% of the initial amount of the loan and is not capped. The usage-based LPP program fees are typically paid either in one single payment in the month following loan certification or in equal monthly payments over the 12 months following loan certification.

In addition, to a lesser extent, program fees include fees paid by automotive lenders for the use of ApexOne Auto. ApexOne Auto is typically offered as a subscription for a committed contractual amount of monthly usage based on volume of loan applications processed, and the subscription-based fees are recognized as revenue ratably over the subscription term. To the extent that a customer’s usage exceeds the committed contracted amounts, the customer is billed for its incremental usage on a monthly basis. Program fee revenue related to ApexOne Auto was insignificant for the year ended December 31, 2025.

**Profit share.** Profit share represents our participation in the underwriting profit of third-party insurance partners who provide automotive lenders with credit default insurance on loans those lenders make using LPP. We receive a percentage of the aggregate monthly insurance underwriting profit over the term of the underlying insured loan. Monthly insurance underwriting profit is calculated as the monthly earned premium less expenses and losses including reserves for incurred, but not reported losses. In periods where the expenses and losses on the loan portfolio exceed the monthly earned premiums, no profit share payments are received and future monthly insurance underwriting profits earned are reduced until the earned premiums for the aggregate loan portfolio exceed the accumulated losses at the insurance partner level. Thus, the profit share payments received from the insurance carriers are based on the monthly activity of the aggregated loan portfolio at the insurance partner level and can vary each period.

Upon placement of the insurance, we estimate the total variable consideration we expect to receive from the insurance company over the term of the underlying insured loan using a forecast model based on undiscounted expected future profit share to be received from our insurance partners. The forecast model projects loan-level earned premiums and insurance claim payments driven by projections of prepayment rate, loan default rate and severity of loss on the remaining active loan portfolio as of the reporting date. These assumptions are derived from an analysis of the historical portfolio performance, default and prepayment trends, and macroeconomic projections. Estimates of variable consideration generated by the forecast model are constrained to the extent that it is probable that a significant reversal of revenue will not occur in future periods. We recognize the estimated profit share revenue upon the placement of the insurance as all performance obligations are satisfied at that time and record a contract asset for the consideration we expect to receive over the term of the underlying insured loan.

On a quarterly basis, we update the assumptions used in the forecast model and recognize a change in estimate adjustment to our profit share revenue and contract assets and the related excess profit share receipts liability in the period, which could be material. We rely on assumptions to calculate the value of profit share revenue, which is our share of insurance partners’ underwriting profit. We continue to assess the assumptions used in our forecast model against reported performance and lender delinquency data and make updates to the forecast model in an effort to help ensure that default, severity and prepayment rate projections align with actual experience. Positive change in estimates associated with historic vintages generate additional revenues and future expected cash flows, while

negative change in estimates generate a reduction in revenues and future expected cash flows. Please refer to *Critical Accounting Policies and Estimates* for more information on these assumptions.

*Claims administration service fees.* Claims administration service fees are paid to us by third-party insurance partners for credit default insurance claims adjudication services performed by our subsidiary, IAS, on our insured servicing portfolio. The administration fee is equal to 3% of the monthly insurance earned premium for as long as the LPP certified loan remains outstanding.

### **Cost of Services and Operating Expenses**

*Cost of services.* Cost of services primarily consists of fees paid to third party partners for partner commissions, compensation and benefit expenses relating to employees engaged in automotive lender customer service, product support and claims administration activities, fees paid for actuarial services related to the development of the monthly premium program, fees for integration with the loan origination systems of automotive lenders, fees paid to credit bureaus and data service providers for credit applicant data and amortization of capitalized software development costs related to our cloud-based solutions. In the near term, we generally expect cost of services to decrease as a percentage of our program fee revenue.

*General and administrative expenses.* General and administrative expenses are comprised primarily of employee compensation and benefits, including share-based compensation expense, for corporate level employees, data and software expenses and professional and consulting fees. In the near term, we expect general and administrative expenses to decrease as we continue to focus on our cost saving initiatives.

*Selling and marketing expenses.* Selling and marketing expenses consist primarily of compensation and benefits, as well as travel, meals and entertainment expenses, for employees engaged in selling and marketing activities and costs of our business development and marketing programs. In the near term, we generally expect selling and marketing expenses to decrease as we continue to focus on our cost saving initiatives.

*Research and development expenses.* Research and development expenses primarily consist of employee compensation and benefits for employees engaged in product development activities and data and software expenses. In addition, we capitalize certain research and development expenses related to the development of new functionality for our cloud-based solutions, which may cause our research and development expense to fluctuate from period to period. We generally expect our research and development costs to decrease in the near term as we continue to focus on our cost saving initiatives.

### **Other Income (Expense)**

*Interest expense.* Interest expense primarily includes interest payments and the amortization of deferred financing costs in connection with the issuance of our debt. We expect interest expense to decrease as we repay our debt, however, since the borrowings outstanding under our debt currently bear interest at variable rates, interest expense may continue to fluctuate as a result of changes in interest rates.

*Interest income.* Interest income primarily includes interest and dividends earned on our cash equivalents.

**Comparison of Year Ended December 31, 2025 and 2024**
**Revenue**

	Year Ended December 31,		\$ Change	% Change
	2025	2024		
	(\$ in thousands)			
<b>Program fees</b>	\$ 54,340	\$ 57,040	\$ (2,700)	(5)%
<b>Profit share</b>				
New certified loan originations	28,974	52,979	(24,005)	(45)%
Change in estimated revenues	388	(96,102)	96,490	100 %
<b>Total profit share</b>	<b>29,362</b>	<b>(43,123)</b>	<b>72,485</b>	<b>168 %</b>
<b>Claims administration and other service fees</b>	<b>9,515</b>	<b>10,107</b>	<b>(592)</b>	<b>(6)%</b>
<b>Total revenue</b>	<b>\$ 93,217</b>	<b>\$ 24,024</b>	<b>\$ 69,193</b>	<b>288 %</b>

Total revenue increased by \$69.2 million, or 288%, primarily driven by a \$72.5 million increase in profit share revenue, partially offset by a \$2.7 million decrease in program fees revenue and a \$0.6 million decrease in claims administration fee revenue compared to the year ended December 31, 2024.

*Program Fees.* Program fees revenue decreased \$2.7 million, or 5%, primarily driven by a 12% decrease in LPP certified loan volume, partially offset by an 8% increase in unit economics per certified loan as compared to the year ended December 31, 2024.

*Profit Share.* Profit share revenue increased by \$72.5 million, or 168%, primarily due to a positive change in estimate adjustment in the current year compared to a negative change in estimate adjustment during the prior year, partially offset by a decrease in anticipated profit share revenue associated with new certified loan originations.

During the year ended December 31, 2025, we recorded \$29.0 million in anticipated profit share associated with 97,348 certified loans for an average of \$298 per loan, as compared to \$53.0 million in anticipated profit share associated with 110,652 certified loans for an average of \$479 per loan during the year ended December 31, 2024. The decrease in the average profit share revenue per loan was due to a decrease in expected future profit share to be received from our insurance partners on the loans certified based on current estimates of loan default rates, prepayment rates and severity of losses and an increased constraint applied to the estimated variable consideration recognized during the period in an effort to avoid future significant reversals of profit share revenue.

In addition, during the year ended December 31, 2025, we recorded an increase in estimated profit share revenue of \$0.4 million for changes in estimates of variable consideration related to performance obligations satisfied in previous periods, or historic vintages, primarily as a result of forecast assumption changes related to the timing of anticipated loan defaults. As the expected profit share variable consideration is recorded and updated on a quarterly basis, the change in estimated profit share revenue includes adjustments to revenue recorded in the previous quarters of the same fiscal year reported.

During the year ended December 31, 2024, we recorded a decrease in estimated profit share revenue related to business in historic vintages of \$96.1 million, of which \$81.3 million was recorded in the fourth quarter of 2024, primarily due to heightened delinquencies and corresponding defaults associated with loans originated in 2021 through 2024, partially offset by lower than anticipated severity of losses. Three factors primarily contributed to this reduction of estimated profit share revenue during the fourth quarter of 2024. First, there was continued deterioration of our 2021 and 2022 vintages which were generated when used car values reached an all-time high in late 2021, driven by pandemic-related disruptions in the supply chain. The subsequent decline in used car values has increased the likelihood of default on vehicles that are now worth significantly less than their corresponding outstanding loan balances. In addition, we identified two cohorts of borrowers, borrowers with credit builder tradelines and borrowers with fewer positive tradelines, that caused our 2023 and 2024 vintages to underperform. Finally, continued elevated claims and delinquencies as a result of broader macroeconomic conditions contributed to our total negative change in estimate for the fourth quarter of 2024.

*Claims Administration and Other Service Fees.* Revenue from claims administration and other service fees, which primarily represents 3% of our insurance partners' annual earned premium, decreased \$0.6 million, or 6%, due to a decrease in total earned premiums.

#### **Cost of Services, Gross Profit and Gross Margin**

	Year Ended December 31,		\$ Change	% Change
	2025	2024		
	(\$ in thousands)			
Revenue	\$ 93,217	\$ 24,024	\$ 69,193	288 %
Cost of services	21,555	23,855	(2,300)	(10)%
<b>Gross profit</b>	<b>\$ 71,662</b>	<b>\$ 169</b>	<b>\$ 71,493</b>	
<b>Gross margin</b>	<b>77 %</b>	<b>1 %</b>		<b>76 %</b>

*Cost of Services.* Cost of services decreased \$2.3 million, or 10%, primarily due to a \$3.2 million decrease in employee compensation and benefit costs, partially offset by a \$0.9 million increase in fees paid to data service providers.

*Gross Profit.* Gross profit increased by \$71.5 million primarily driven by an increase in profit share revenue and a decrease in cost of services, partially offset by a decrease in program fee revenue as discussed above.

#### **Operating Expenses, Operating Loss and Operating Margin**

	Year Ended December 31,		\$ Change	% Change
	2025	2024		
	(\$ in thousands)			
<b>Operating expenses</b>				
General and administrative	\$ 53,091	\$ 43,867	\$ 9,224	21 %
Selling and marketing	14,800	17,218	(2,418)	(14)%
Research and development	8,777	4,462	4,315	97 %
<b>Total operating expenses</b>	<b>76,668</b>	<b>65,547</b>	<b>11,121</b>	<b>17 %</b>
<b>Operating loss</b>	<b>\$ (5,006)</b>	<b>\$ (65,378)</b>	<b>\$ 60,372</b>	<b>92 %</b>
<b>Operating margin</b>	<b>(5)%</b>	<b>(272)%</b>		<b>267 %</b>

*General and Administrative.* General and administrative expenses increased by \$9.2 million, or 21%, primarily driven by a one-time payment of \$11.0 million made in connection with the Allied Amendment, and an increase in employee compensation and benefit costs of \$0.6 million, partially offset by a \$1.6 million decrease in professional fees and a \$0.7 million decrease in travel, meals and entertainment expenses.

*Selling and Marketing.* Selling and marketing expenses decreased by \$2.4 million, or 14%, primarily driven by a \$1.2 million decrease in employee compensation and benefit costs, a \$0.9 million decrease in marketing and event expenses and a \$0.3 million decrease in travel, meals, and entertainment expenses.

*Research and Development.* Research and development expenses increased by \$4.3 million, or 97%, primarily due to an increase in employee compensation and benefit costs of \$4.5 million, partially offset by a decrease in data service costs of \$0.3 million. The increase in employee compensation and benefits costs is primarily due to an increased focus on product development activities as well as a decrease in software development costs capitalized during the period.

*Operating Income (Loss).* Operating loss decreased by \$60.4 million, or 92%, primarily driven by an increase in total revenue as well as changes in cost of services and operating expenses, as discussed above.

**Interest Expense, Interest Income and Other Income (Expense)**

	Year Ended December 31,		\$ Change	% Change
	2025	2024		
	(\$ in thousands)			
Interest expense	\$ (9,662)	\$ (11,317)	\$ 1,655	(15)%
Interest income	9,317	12,090	(2,773)	(23)%
Other income (expense), net	(18)	—	(18)	—

*Interest Expense.* Interest expense decreased \$1.7 million, or 15%, as a result of lower borrowing costs during 2025 primarily due to a decrease in interest rates and a reduction in our principal balance during the period.

*Interest Income.* Interest income decreased \$2.8 million, or 23%, primarily due to a decrease in cash equivalents.

*Other Income (Expense).* Other income (expense), net decreased primarily due to a \$0.2 million loss on extinguishment of debt, net of \$0.2 million of interest income received in connection with a state tax refund during the year ended December 31, 2025.

**Income Taxes**

	Year Ended December 31,		\$ Change	% Change
	2025	2024		
	(\$ in thousands)			
Income (loss) before income taxes	\$ (5,369)	\$ (64,605)	\$ 59,236	92%
Income tax expense (benefit)	(1,133)	70,405	(71,538)	(102)%
Effective tax rate	21.1%	(109.0)%		

*Income Tax Expense (Benefit).* Income tax expense decreased \$71.5 million during the year ended December 31, 2025 as compared to the year ended December 31, 2024, primarily as a result of the impact of recording a valuation allowance on our deferred tax assets during 2024. Refer to Note 12 — *Income Taxes* for further discussion.

**Liquidity and Capital Resources**

Our principal liquidity requirements are to (i) meet working capital, tax and capital expenditure needs, and (ii) service and repay our indebtedness.

**Cash Flow and Liquidity Analysis**

We assess liquidity primarily in terms of our ability to generate cash to fund operating and investing activities. A portion of our cash from operating activities is derived from our profit share arrangements with our insurance partners, which are subject to judgments and forecast model assumptions and is, therefore, subject to variability. Changes in these assumptions have resulted in negative impacts to our estimated profit share revenues and related cash flows, and may continue to adversely affect our future expected cash flows. Despite this uncertainty, we believe that our existing cash resources and the Revolving Credit Facility will provide sufficient liquidity to fund our working capital needs for the next 12 months. We regularly evaluate alternatives for managing our capital structure and liquidity profile in consideration of expected cash flows, growth and operating capital requirements and capital market conditions. Refer to Critical Accounting Policies and Estimates and [Item 1A — Risk Factors](#) for a full description of the related estimates, assumptions, and judgments.

The following table provides a summary of cash flow data:

	Year Ended December 31,	
	2025	2024
	<i>(in thousands)</i>	
Net cash provided by (used in) operating activities	\$ (3,194)	\$ 17,598
Net cash used in investing activities	(1,030)	(3,896)
Net cash used in financing activities	(61,482)	(6,447)

#### *Cash Flows from Operating Activities*

Our cash flows provided by (used in) operating activities reflect net income (loss) adjusted for certain non-cash items and changes in operating assets and liabilities.

The following table summarizes the adjustments in the operating activities in the Statement of Cash Flows:

	Year Ended December 31,	
	2025	2024
	<i>(in thousands)</i>	
<b>Net loss</b>	<b>\$ (4,236)</b>	<b>\$ (135,010)</b>
Non-cash adjustments	10,706	81,723
Change in contract assets	(10,012)	14,247
Change in excess profit share receipts	(1,310)	47,556
Change in other assets and liabilities	1,658	9,082
<b>Net cash provided by (used in) operating activities</b>	<b>\$ (3,194)</b>	<b>\$ 17,598</b>

Net cash provided by operating activities decreased by \$20.8 million for the year ended December 31, 2025 as compared to the year ended December 31, 2024. The decrease was primarily attributable to a one-time payment of \$11.0 million made in connection with the Allied Amendment, a \$3.5 million reduction in working capital, a \$3.2 million decrease in interest income received, a \$2.5 million increase in payments made for expenses, a \$2.1 million decrease in cash collections related to program fees, profit share and claims administration service fee revenues, and a \$1.7 million decrease in cash received for income tax refunds. The decrease in operating cash flows was partially offset by a \$3.3 million reduction in interest payments on our Term Loan due 2027 during the year.

For the years ended December 31, 2025 and 2024, the net change in contract assets and excess profit share receipts liability reported in net cash provided by operating activities includes the impact of an increase in estimated profit share revenues of \$0.4 million and a reduction of \$96.1 million, respectively, for changes in estimates of variable consideration. Refer to Note 3—*Contract Assets and Excess Profit Share Receipts* for further discussion.

#### *Cash Flows from Investing Activities*

For the years ended December 31, 2025 and 2024, net cash used in investing activities was \$1.0 million and \$3.9 million, respectively, and primarily related to capitalized software development costs related to our cloud-based solutions and other software developed for internal use.

#### *Cash Flows from Financing Activities*

Our cash flows used in financing activities primarily consist of payments of debt and share repurchases.

For the year ended December 31, 2025, net cash used in financing activities was \$61.5 million and includes \$55.5 million of principal payments on our Term Loan due 2027. During the year ended December 31, 2025, in addition to the \$7.5 million of quarterly principal payments, we made a voluntary principal payment of \$48.0 million on December 31, 2025. In addition, net cash used in financing activities includes \$4.9 million for repurchases of our common shares and \$1.1 million for shares withheld for payroll taxes associated with the vesting of restricted stock awards.

For the year ended December 31, 2024, net cash used in financing activities was \$6.4 million and includes \$4.7 million of quarterly principal payments on our Term Loan due 2027, \$1.4 million for shares withheld for payroll taxes associated with the vesting of restricted stock awards and \$0.3 million for payment of accrued excise tax on shares repurchased during 2023.

### **Debt**

As of December 31, 2025, we had no amounts outstanding under our Revolving Credit Facility and \$85.1 million outstanding under our Term Loan due 2027. On December 31, 2025, we made a voluntary principal repayment of \$48.0 million under our Term Loan due 2027. Refer to Note 5—*Long-term Debt* for further discussion.

### **Share Repurchase Program**

On May 1, 2025, the Board of Directors authorized the Share Repurchase Program, allowing the Company to repurchase up to \$25.0 million of the Company's outstanding common stock until May 1, 2026. Pursuant to the Share Repurchase Program, the Company repurchased 2,535,346 shares at an average price of \$1.93 for a total of \$4.9 million, excluding excise tax, during the year ended December 31, 2025. These shares were recorded to Treasury stock, at cost in the Consolidated Balance Sheets.

### **Non-GAAP Financial Measures**

#### ***Adjusted EBITDA and Adjusted EBITDA Margin***

Adjusted EBITDA and Adjusted EBITDA Margin are non-GAAP financial measures used by management to evaluate our operating performance, generate future operating plans, and make strategic decisions, including those relating to operating expenses and the allocation of internal resources. Accordingly, we believe these measures provide useful information to investors and others in understanding and evaluating our operating results in the same manner as our management and Board of Directors. In addition, we believe these measures further provide useful analysis of period-to-period comparisons of our business, as they exclude the effect of certain non-cash items and certain variable charges.

Beginning in the quarter ended June 30, 2025, we updated the presentation of Adjusted EBITDA to exclude interest income as we believe the exclusion of interest income better aligns our presentation with comparable companies. In addition, beginning in the quarter ended September 30, 2025, we updated the presentation of Adjusted EBITDA to exclude certain other non-recurring expenses that do not contribute directly to management's evaluation of our operating results. The prior period presented below has been conformed to the current period presentation.

Adjusted EBITDA is defined as GAAP net income (loss) excluding interest expense (income), income tax expense (benefit), depreciation expense of property and equipment, amortization expense of capitalized software development costs, share-based compensation expense, loss on extinguishment of debt and certain other non-recurring expenses that do not contribute directly to management's evaluation of our operating results. Adjusted EBITDA margin is defined as Adjusted EBITDA expressed as a percentage of total revenue.

The following table presents a reconciliation of GAAP net income (loss) to Adjusted EBITDA for each of the periods indicated:

	<b>Year Ended December 31,</b>	
	<b>2025</b>	<b>2024</b>
	(\$ in thousands)	
<b>Net loss</b>	<b>\$ (4,236)</b>	<b>\$ (135,010)</b>
Non-GAAP adjustments:		
Interest (income) expense, net	345	(773)
Income tax expense (benefit)	(1,133)	70,405
Depreciation and amortization expense	2,410	1,674
Share-based compensation	7,043	8,677
Loss on extinguishment of debt	203	—
Other non-recurring expense <sup>(1)</sup>	11,000	—
<b>Total adjustments</b>	<b>19,868</b>	<b>79,983</b>
<b>Adjusted EBITDA</b>	<b>\$ 15,632</b>	<b>\$ (55,027)</b>
<b>Adjusted EBITDA margin</b>	<b>17 %</b>	<b>(229)%</b>

<sup>(1)</sup> For the year ended December 31, 2025, the adjustment for other non-recurring expense includes a one-time payment of \$11.0 million made in connection with the Allied Amendment. See Note 2—*Summary of Significant Accounting and Reporting Policies* in the Notes to Consolidated Financial Statements for additional information.

For the year ended December 31, 2025, Adjusted EBITDA increased by \$70.7 million, or 128%, as compared to year ended December 31, 2024. The increase in Adjusted EBITDA is primarily due to an increase in revenue due to the impact of the negative profit share change in estimate recorded in the prior year, partially offset by an increase in operating expenses.

### Critical Accounting Policies and Estimates

In preparing our consolidated financial statements, we make assumptions, judgments and estimates that can have a significant impact on our revenue, income from operations and net income, as well as on the value of certain assets and liabilities on our Consolidated Balance Sheets. We base our assumptions, judgments and estimates on historical experience and various other factors that we believe to be reasonable under the circumstances. Actual results could differ materially from these estimates under different assumptions or conditions.

The consolidated financial statements have been prepared in accordance with GAAP. To prepare these consolidated financial statements, we make estimates, assumptions, and judgments that affect what we report as our assets and liabilities, what we disclose as contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenue and expenses during the periods presented.

In accordance with our policies, we regularly evaluate our estimates, assumptions, and judgments, including, but not limited to, those concerning revenue recognition, depreciation and amortization, contingencies, share-based compensation, and income taxes, and base our estimates, assumptions, and judgments on historical experience and on factors we believe reasonable under the circumstances. The results involve judgments about the carrying values of assets and liabilities not readily apparent from other sources. If our assumptions or conditions change, the actual results we report may differ from these estimates. We believe the following critical accounting policies affect the more significant estimates, assumptions, and judgments we use to prepare these consolidated financial statements. Refer to Note 2 — *Summary of Significant Accounting and Reporting Policies* in the accompanying consolidated financial statements for a summary of our significant accounting policies.

### Profit Share Revenue Recognition

We recognize revenue in accordance with the Financial Accounting Standards Board's Accounting Standards Codification ("ASC") Topic 606, *Revenue from Contracts with Customers* ("ASC 606"). Application of ASC 606 requires us to make judgments and estimates related to the classification, measurement and recognition of revenue. Our revenue primarily consists of program fees derived from contracts with lending institutions, profit share and

claims administration service fees from contracts with insurance partners and is recognized when the contractual performance obligation is satisfied.

The primary judgment relating to the recognition of revenue is the estimation of our profit share with our insurance partners. Profit share represents our participation in the underwriting profit of third-party insurance partners who provide automotive lenders with credit default insurance on loans those lenders make using LPP. We receive a percentage of the aggregate monthly insurance underwriting profit over the term of the underlying insured loan. Monthly insurance underwriting profit is calculated as the monthly earned premium less expenses and losses (including reserves for incurred, but not reported losses), with losses accrued and carried forward to future profit share calculations.

Upon placement of the insurance, we estimate the total variable consideration we expect to receive from the insurance company over the term of the underlying insured loan, typically 5 to 7 years, using a forecast model based on undiscounted expected future profit share to be received from our insurance partners. The forecast model projects loan-level earned premiums and insurance claim payments driven by projections of prepayment rate, loan default rate and severity of loss. These assumptions are derived from an analysis of the historical portfolio performance, prevailing default and prepayment trends, and macroeconomic projections. Prepayment and loan default trends impact the estimate of profit share revenue in the event a loan is paid off early or defaults before the original term, future earned premium cash flows will be impacted. Claim severity is also a key factor in the calculation of profit share revenue and is dependent on the realized value from the sale of a vehicle and the wholesale value which are impacted by auto market volatility. We continue to assess the default and prepayment assumptions of our forecast model against reported performance and lender delinquency data and make updates to the forecast model in an effort to help ensure that default and prepayment rate projections align with actual experience.

Estimates of variable consideration generated by the forecast model are constrained to the extent that it is probable that a significant reversal of revenue will not occur in future periods. We consider various factors in constraining the estimates of variable consideration to determine whether some, or all, of the estimated amount can be included in the transaction price. These factors include: 1) the amount of consideration is highly susceptible to factors outside our control, 2) the uncertainty about the amount of consideration is not expected to be resolved for a long period of time, and 3) the contract has a large number and broad range of possible consideration amounts. In addition, while we have significant history facilitating insurance placement, changes in the current economic behavior of the loans can impact the forecast models and cause the estimated profit share consideration to deviate from the historical patterns.

We apply judgment in constraining the profit share variable consideration and continuously monitor the adequacy of our constraints based on our historical and projected experience with similar customer contracts. We typically review loan performance at the portfolio quarterly vintage level which we believe approximates the individual loan level performance. We use expected and constrained loss ratios to analyze the appropriateness of constraints applied to new originations and to evaluate the need for adjustments to constraints applied to historical vintages. To the extent we make changes to the assumptions we use to calculate constrained profit share revenue, we recognize the impact of the changes to profit share revenue in the reporting period in which the change is made. In addition, changes to the constraints applied can impact the average profit share revenue per certified loan recognized upon origination.

We recognize the estimated profit share revenue upon the placement of the insurance as all performance obligations are satisfied at that time. On a quarterly basis, we update the assumptions used in the forecast model, including the constraints applied, and recognize a change in estimate adjustment to our profit share revenue and contract assets and the related excess profit share receipts liability in the period, which could be material. The profit share revenue change in estimate adjustments increase or decrease our contract asset. To the extent a negative change in estimate exceeds the associated contract asset balance at a loan level, or if cash consideration received is in excess of the expected profit share consideration, the amount is recorded as an excess profit share receipt liability and will be impacted by future changes in estimate related to the profit share revenue forecast.

Determining the estimate of profit share variable consideration requires considerable judgment and is sensitive to changes in underlying forecast assumptions of loan behavior which is outside of our control. We evaluate our forecast assumptions for prepayment rate, loan default rate and severity of loss by performing a sensitivity analysis

calculating the impact on the cumulative profit share revenue of a hypothetical 10% increase and decrease in each assumption. The table below summarizes the results of the sensitivity analysis as of December 31, 2025:

Assumption change	Loan default rate		Severity of loss		Prepayment rate	
	10%	(10)%	10%	(10)%	10%	(10)%
Impact on cumulative revenue <sup>(1)</sup>	(11.3)%	11.5%	(11.2)%	11.2%	(0.4)%	0.4%

<sup>(1)</sup> Cumulative revenue is calculated as the actual and projected loan-level earned premiums and insurance claims for loans originated through the end of the reporting period.

Refer to Note 2 — *Summary of Significant Accounting and Reporting Policies* and Note 3—*Contract Assets and Excess Profit Share Receipts* in the accompanying consolidated financial statements for additional discussion regarding our profit share revenue and related contract assets.

### **Income Taxes**

Our effective tax rate is based on income at statutory tax rates, adjusted for non-taxable and non-deductible items and tax credits. Management's best estimate of future events and their impact is included in our effective tax rate. Certain changes or future events, such as changes in tax legislation, could have an impact on our estimates and effective tax rate. Audit periods remain open for review until the statute of limitations has passed.

The calculation of income taxes involves estimating the actual current tax liability together with assessing temporary differences in recognition of income for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included in our Consolidated Balance Sheets. We record a valuation allowance when it is more likely than not that some portion or all of the deferred tax assets will not be realized. In assessing the need for a valuation allowance, we are required to develop estimates of the anticipated timing of the reversal of existing deferred tax liabilities, as well as estimates of future taxable income in some instances. Judgment is inherent in this process and differences between the estimated and actual amounts could result in a material impact on our consolidated financial statements.

We recognize liabilities for uncertain tax positions based on a two-step process. The first step requires us to determine whether the weight of available evidence indicates that the tax position has met the threshold for recognition. Therefore, we must evaluate whether it is more likely than not that the position will be sustained on audit, including resolution of any related appeals or litigation processes. The second step requires us to measure the tax benefit of the tax position taken, or expected to be taken, in an income tax return as the largest amount that is more than 50% likely of being realized upon ultimate settlement. This measurement step is inherently complex and requires subjective estimations of such amounts to determine the probability of various possible outcomes. We re-evaluate the uncertain tax positions each quarter based on factors including, but not limited to, changes in facts or circumstances, changes in tax law, expirations of statutes of limitation, effectively settled issues under audit, and new audit activity. Such a change in recognition or measurement would result in the recognition of a tax benefit or an additional charge to the tax provision in the period.

### **Recent Accounting Pronouncements**

Refer to Note 2 — *Summary of Significant Accounting and Reporting Policies* to the accompanying consolidated financial statements for our discussion about new accounting pronouncements adopted and those pending.

### **Contractual and Other Obligations**

As of December 31, 2025, our estimated future obligations include both current and long-term obligations. For our debt described in Note 5 — *Long-term Debt*, we have a current obligation of \$7.5 million and a long-term obligation of \$77.6 million. Under our operating leases described in Note 10 — *Commitments and Contingencies*, we have a current obligation of \$0.9 million and a long-term obligation of \$2.4 million. In addition, as of December 31, 2025, we have a non-cancellable minimum purchase commitment of \$4.0 million associated with third-party credit data services, of which \$2.0 million require us to make cash payments in the next 12 months. See Note 10 — *Commitments and Contingencies* for additional discussion of our non-cancellable purchase commitment.

## **Item 7A. Quantitative and Qualitative Disclosures About Market Risk.**

Our operations activities are in the U.S. These operations expose us to a variety of market risks, including the effects of changes in interest rates and changes in consumer attitudes toward financing a vehicle purchase. We monitor and manage these financial exposures as an integral part of our overall risk management program.

### **Market Risk**

In the normal course of business, we are exposed to market risk and have established policies designed to protect against the adverse effects of this exposure. We are exposed to risks associated with general economic conditions and the impact of the economic environment on consumer spending levels, the willingness of consumers to enter into loans to finance purchases and consumers' ability to afford financial obligations. Consumer spending and borrowing patterns related to auto purchases are influenced by economic factors such as unemployment rates, inflation, fluctuating interest rates, tariffs, changes in monetary and related policies, market volatility, and overall consumer confidence. We also face risk from competition to acquire, maintain and develop new relationships with automotive lenders, as well as competition from a wide variety of automotive lenders who are (or are affiliated) with financial institutions and have capacity to hold loans on their balance sheets.

### **Concentration Risk**

We rely on our three active insurance partners for a significant portion of our profit share and claims administration service fee revenue. Termination or disruption of these relationships could materially and adversely impact our revenue. See "Item 1A—Risk Factors—Risks Related to Our Business—If we lose one of more of our insurance partners and are unable to replace their commitments, it could have a material adverse effect on our business." Refer to Note 2 — Summary of Significant Accounting and Reporting Policies for the concentration of revenues from these customers.

### **Interest Rate Risk**

Our earnings and cash flows are subject to fluctuations due to changes in interest rates on investment of available cash balances in money market funds. Our Term Loan due 2027 also exposes us to changes in short-term interest rates since interest rates on the underlying obligations are variable.

As of December 31, 2025, we had \$85.1 million outstanding under the Term Loan due 2027, which is scheduled to mature on September 9, 2027. There were no amounts outstanding under the Revolving Credit Facility as of December 31, 2025. Borrowings under our Credit Agreement bear interest at a rate equal to the term Secured Overnight Financing Rate ("SOFR") plus 0.10% ("Adjusted SOFR") plus a spread that is based upon our total net leverage ratio. The spread ranges from 1.625% to 2.375% per annum for Adjusted SOFR loans. We are also charged an unused commitment fee that ranges from 0.15% to 0.225% per annum on the average daily unused portion of the Revolving Credit Facility, which is paid quarterly in arrears and is based on our total net leverage ratio.

**Item 8. Financial Statements and Supplementary Data.**

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## **Report of Independent Registered Public Accounting Firm**

To the Stockholders and the Board of Directors of Open Lending Corporation

### **Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of Open Lending Corporation (the Company) as of December 31, 2025 and 2024, the related consolidated statements of operations, changes in stockholders' equity and cash flows for each of the three years in the period ended December 31, 2025, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2025, in conformity with U.S. generally accepted accounting principles.

### **Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### **Critical Audit Matter**

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the account or disclosure to which it relates.

### **Profit Share Revenue Recognition**

*Description of the Matter*

As described in Note 2 to the consolidated financial statements, management uses forecasts of loan-level earned premiums and insurance claim payments to estimate profit share revenue expected to be received from third-party insurance providers over the life of each loan. Forecasts are driven by management's projections of prepayment rate, loan default rate and severity of loss. These assumptions are based on the historical performance of the active loan portfolio, prevailing default and prepayment trends, and macroeconomic projections.

Auditing management's estimate of profit share revenue is complex because the recognition involves significant management judgment about expected future consideration to be received from third-party insurance providers over the life of each loan. The significant assumptions used in the estimated variable consideration reflects management's estimate of future prepayment rates, loan default rates and severity of loss. Changes in those assumptions can have a significant effect on total profit share revenue recognized.

*How We Addressed the Matter in Our Audit*

We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Company's process to estimate the variable consideration recognized as profit share revenue. For example, we tested controls over management's review of the variable consideration significant assumptions and the historical data utilized in the estimate for future prepayment rates, loan default rates and severity of loss.

To test the variable consideration recognized as profit share revenue, we performed audit procedures that included, among others, evaluating the methodology used to develop the significant assumptions, and tested the completeness and accuracy of the historical data used by the Company. We involved subject matter experts to assist in evaluating the appropriateness of the estimation methodology and underlying significant assumptions, including comparing to industry trends, market data and other market participants. We also evaluated the accuracy of management's assumed profit share revenue from prior periods by comparing to subsequent actual activity.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2020.

Austin, Texas

March 12, 2026

**OPEN LENDING CORPORATION**  
**Consolidated Balance Sheets**  
(In thousands, except share data)

	December 31,	
	2025	2024
<b>Assets</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 176,614	\$ 243,164
Restricted cash	11,604	10,760
Accounts receivable, net	3,653	5,055
Current contract assets, net	22,186	9,973
Income tax receivable	3,214	3,558
Other current assets	5,416	3,215
<b>Total current assets</b>	<b>222,687</b>	<b>275,725</b>
Property and equipment, net	458	729
Capitalized software development costs, net	4,046	5,386
Operating lease right-of-use assets, net	3,063	3,878
Contract assets	2,893	5,094
Other assets	3,532	5,556
<b>Total assets</b>	<b>\$ 236,679</b>	<b>\$ 296,368</b>
<b>Liabilities and stockholders' equity</b>		
<b>Current liabilities</b>		
Accounts payable	\$ 446	\$ 953
Accrued expenses	8,699	5,166
Current portion of debt	7,500	7,500
Third-party claims administration liability	11,706	10,797
Current portion of excess profit share receipts	18,672	19,346
Other current liabilities	2,235	3,490
<b>Total current liabilities</b>	<b>49,258</b>	<b>47,252</b>
Long-term debt, net of deferred financing costs	77,266	132,217
Operating lease liabilities	2,382	3,273
Excess profit share receipts	27,574	28,210
Other liabilities	5,239	7,329
<b>Total liabilities</b>	<b>161,719</b>	<b>218,281</b>
<b>Commitments and contingencies</b>		
<b>Stockholders' equity</b>		
Preferred stock, \$0.01 par value; 10,000,000 shares authorized and none issued and outstanding	—	—
Common stock, \$0.01 par value; 550,000,000 shares authorized, 128,198,185 shares issued and 117,660,648 shares outstanding as of December 31, 2025 and 128,198,185 shares issued and 119,350,001 shares outstanding as of December 31, 2024	1,282	1,282
Additional paid-in capital	497,663	502,664
Accumulated deficit	(332,995)	(328,759)
Treasury stock at cost, 10,537,537 shares at December 31, 2025 and 8,848,184 shares at December 31, 2024	(90,990)	(97,100)
<b>Total stockholders' equity</b>	<b>74,960</b>	<b>78,087</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 236,679</b>	<b>\$ 296,368</b>

The accompanying notes are an integral part of these consolidated financial statements.

**OPEN LENDING CORPORATION**  
**Consolidated Statements of Operations**  
(In thousands, except per share data)

	Year Ended December 31,		
	2025	2024	2023
<b>Revenue</b>			
Program fees	\$ 54,340	\$ 57,040	\$ 64,092
Profit share	29,362	(43,123)	43,301
Claims administration and other service fees	9,515	10,107	10,067
<b>Total revenue</b>	<b>93,217</b>	<b>24,024</b>	<b>117,460</b>
Cost of services	21,555	23,855	22,282
<b>Gross profit</b>	<b>71,662</b>	<b>169</b>	<b>95,178</b>
<b>Operating expenses</b>			
General and administrative	53,091	43,867	43,043
Selling and marketing	14,800	17,218	17,485
Research and development	8,777	4,462	5,575
<b>Total operating expenses</b>	<b>76,668</b>	<b>65,547</b>	<b>66,103</b>
<b>Operating income (loss)</b>	<b>(5,006)</b>	<b>(65,378)</b>	<b>29,075</b>
Interest expense	(9,662)	(11,317)	(10,661)
Interest income	9,317	12,090	10,335
Other income (expense), net	(18)	—	109
<b>Income (loss) before income taxes</b>	<b>(5,369)</b>	<b>(64,605)</b>	<b>28,858</b>
Income tax expense (benefit)	(1,133)	70,405	6,788
<b>Net income (loss)</b>	<b>\$ (4,236)</b>	<b>\$ (135,010)</b>	<b>\$ 22,070</b>
<b>Net income (loss) per common share</b>			
Basic	\$ (0.04)	\$ (1.13)	\$ 0.18
Diluted	\$ (0.04)	\$ (1.13)	\$ 0.18
<b>Weighted average common shares outstanding</b>			
Basic	118,603	119,180	120,827
Diluted	118,603	119,180	121,475

The accompanying notes are an integral part of these consolidated financial statements.

**OPEN LENDING CORPORATION**  
**Consolidated Statements of Changes in Stockholders' Equity**  
(In thousands)

	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Treasury Stock		Total Stockholders' Equity
	Shares	Amount	Amount	Amount	Shares	Amount	Amount
<b>Balance at December 31, 2022</b>	<b>128,198</b>	<b>\$ 1,282</b>	<b>\$ 499,625</b>	<b>\$ (215,819)</b>	<b>(4,552)</b>	<b>\$ (72,264)</b>	<b>\$ 212,824</b>
Share-based compensation	—	—	9,580	—	—	—	9,580
Shares repurchased	—	—	—	—	(5,233)	(37,695)	(37,695)
Restricted stock units issued, net of shares withheld for taxes	—	—	(7,173)	—	407	5,974	(1,199)
Net income	—	—	—	22,070	—	—	22,070
<b>Balance at December 31, 2023</b>	<b>128,198</b>	<b>\$ 1,282</b>	<b>\$ 502,032</b>	<b>\$ (193,749)</b>	<b>(9,378)</b>	<b>\$ (103,985)</b>	<b>\$ 205,580</b>
Share-based compensation	—	—	8,962	—	—	—	8,962
Restricted stock units issued, net of shares withheld for taxes	—	—	(8,330)	—	530	6,885	(1,445)
Net loss	—	—	—	(135,010)	—	—	(135,010)
<b>Balance at December 31, 2024</b>	<b>128,198</b>	<b>\$ 1,282</b>	<b>\$ 502,664</b>	<b>\$ (328,759)</b>	<b>(8,848)</b>	<b>\$ (97,100)</b>	<b>\$ 78,087</b>
Share-based compensation	—	—	7,113	—	—	—	7,113
Shares repurchased	—	—	—	—	(2,535)	(4,908)	(4,908)
Restricted stock units issued, net of shares withheld for taxes	—	—	(12,114)	—	845	11,018	(1,096)
Net loss	—	—	—	(4,236)	—	—	(4,236)
<b>Balance at December 31, 2025</b>	<b>128,198</b>	<b>\$ 1,282</b>	<b>\$ 497,663</b>	<b>\$ (332,995)</b>	<b>(10,538)</b>	<b>\$ (90,990)</b>	<b>\$ 74,960</b>

The accompanying notes are an integral part of these consolidated financial statements.

**OPEN LENDING CORPORATION**  
**Consolidated Statements of Cash Flows**  
(In thousands)

	Year Ended December 31,		
	2025	2024	2023
<b>Cash flows from operating activities</b>			
Net income (loss)	\$ (4,236)	\$ (135,010)	\$ 22,070
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Share-based compensation	7,043	8,677	9,492
Depreciation and amortization	2,410	1,674	1,159
Amortization of deferred financing cost	413	427	428
Non-cash operating lease cost	814	705	620
Deferred income taxes	—	70,113	(4,985)
Loss on extinguishment of debt	203	—	—
Other	(177)	127	15
Changes in operating assets and liabilities:			
Accounts receivable, net	1,402	(439)	1,105
Contract assets, net	(10,012)	14,247	46,116
Excess profit share receipts	(1,310)	47,556	—
Other current and non-current assets	(1,681)	(429)	(507)
Accounts payable	(507)	578	86
Accrued expenses	3,521	(2,473)	1,183
Income tax receivable, net	1,074	4,198	2,699
Operating lease liabilities	(773)	(624)	(561)
Third-party claims administration liability	909	4,333	2,409
Other current and non-current liabilities	(2,287)	3,938	1,329
<b>Net cash provided by (used in) operating activities</b>	<b>(3,194)</b>	<b>17,598</b>	<b>82,658</b>
<b>Cash flows from investing activities</b>			
Purchase of property and equipment	(56)	(165)	(123)
Capitalized software development costs	(974)	(3,731)	(2,055)
<b>Net cash used in investing activities</b>	<b>(1,030)</b>	<b>(3,896)</b>	<b>(2,178)</b>
<b>Cash flows from financing activities</b>			
Payments on term loans	(55,500)	(4,688)	(3,750)
Shares repurchased	(4,886)	—	(37,322)
Payment of excise tax on shares repurchased	—	(314)	—
Shares withheld for taxes related to restricted stock units	(1,096)	(1,445)	(1,258)
<b>Net cash used in financing activities</b>	<b>(61,482)</b>	<b>(6,447)</b>	<b>(42,330)</b>
Net change in cash and cash equivalents and restricted cash	(65,706)	7,255	38,150
Cash and cash equivalents and restricted cash at the beginning of the period	253,924	246,669	208,519
<b>Cash and cash equivalents and restricted cash at the end of the period</b>	<b>\$ 188,218</b>	<b>\$ 253,924</b>	<b>\$ 246,669</b>

	Year Ended December 31,		
	2025	2024	2023
<b>Supplemental disclosure of cash flow information:</b>			
Interest paid	\$ 9,283	\$ 12,590	\$ 10,313
Income tax paid (refunded), net	(2,208)	(3,907)	9,075
<b>Non-cash investing and financing:</b>			
Right-of-use assets obtained in exchange for lease obligations	\$ —	\$ 594	\$ —
Share-based compensation for capitalized software development	70	285	88
Accrued excise tax associated with share repurchases	22	—	314

The accompanying notes are an integral part of these consolidated financial statements.

**OPEN LENDING CORPORATION**  
**Notes to Consolidated Financial Statements**

**Note 1—Description of Business, Background and Nature of Operations**

Open Lending Corporation, headquartered in Austin, Texas, provides loan analytics, risk-based loan pricing, risk modeling, and automated decision technology for automotive lenders throughout the United States (“U.S.”), which enables each lending institution to book near-prime and non-prime automotive loans, coupled with real-time underwriting of loan default insurance, out of their existing business flow. We also operate as a third-party administrator that adjudicates insurance claims and premium adjustments on automotive loans.

Our flagship product, Lenders Protection™ platform (“LPP”), is a cloud-based automotive lending enablement platform. LPP supports loans made to near-prime and non-prime borrowers and is designed to underwrite default insurance by linking automotive lenders to our insurance partners. The platform uses risk-based pricing models that enable automotive lenders to assess the credit risk of a potential borrower using data driven analysis. Our proprietary risk models project loan performance, including expected losses and prepayments, in arriving at the optimal contract interest rate. LPP recommends a risk-based, all-inclusive interest rate for a loan that is customized to each automotive lender, reflecting cost of capital, loan servicing and acquisition costs, expected recovery rates and target return on assets.

In addition, in November 2025, we announced the launch of ApexOne Auto, a cloud-based advanced decisioning platform that expands our capabilities to support loans made to prime borrowers. Like LPP, ApexOne Auto uses risk-based pricing models to arrive at an all-inclusive interest rate for a loan that is customized to each automotive lender, reflecting cost of capital, loan servicing and acquisition costs, expected recovery rates and target return on assets. Unlike with loans facilitated through LPP, our insurance partners do not provide default insurance in connection with loans facilitated through ApexOne Auto.

Nebula Acquisition Corporation (“Nebula”), our predecessor, was originally incorporated in Delaware on October 2, 2017 as a special purpose acquisition company for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses. On June 10, 2020, Nebula completed a business combination pursuant to that certain Business Combination Agreement by and among Nebula, Open Lending, LLC, and the other parties named therein.

Unless the context otherwise requires, “we,” “us,” “our,” “Open Lending,” and the “Company” refer to Open Lending Corporation and its subsidiaries.

**Note 2—Summary of Significant Accounting and Reporting Policies*****Basis of presentation and consolidation***

The accompanying consolidated financial statements have been prepared in accordance with U.S. Generally Accepted Accounting Principles (“GAAP”) and include the accounts of Open Lending Corporation and all its subsidiaries that are directly or indirectly owned or controlled by the Company. All intercompany transactions and balances have been eliminated upon consolidation.

***Use of estimates and judgments***

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates, and those differences may be material. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognized prospectively.

The most significant items subject to such estimates and assumptions include, but are not limited to, profit share revenue recognition and the corresponding impact on contract assets and the excess profit share receipts liability and assessing the realizability of deferred tax assets. Our estimates are based on historical trends and relevant assumptions that we believe to be reasonable under the circumstances. Accordingly, actual results could be materially different from those estimates.

***Income taxes***

We account for income taxes using the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis and for operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax laws and rates expected to apply to taxable

**OPEN LENDING CORPORATION**  
**Notes to Consolidated Financial Statements**

income in the years in which those temporary differences are expected to be recovered or settled. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date.

We establish valuation allowances when necessary to reduce deferred tax assets to the amounts expected to be realized. On a quarterly basis, we evaluate the need for, and the adequacy of, valuation allowances based on the expected realization of our deferred tax assets. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. In making this determination, we consider all available positive and negative evidence and make certain assumptions including, among other things, the reversal of our deferred tax liabilities, the overall business environment, our historical earnings and losses, current industry trends and our outlook for future earnings.

We recognize liabilities for uncertain tax positions based on a two-step process. The first step requires a determination whether the weight of available evidence indicates that the tax position has met the threshold for recognition. Therefore, we must evaluate whether it is more likely than not that the position will be sustained on audit, including resolution of any related appeals or litigation processes. The second step requires a measurement of the tax benefit of the tax position taken, or expected to be taken, in an income tax return as the largest amount that is more than 50% likely of being realized upon ultimate settlement. This measurement step is inherently complex and requires subjective estimations of such amounts to determine the probability of various possible outcomes. We re-evaluate the uncertain tax positions each quarter based on factors including, but not limited to, changes in facts or circumstances, changes in tax law, expirations of statutes of limitation, effectively settled issues under audit, and new audit activity. Such a change in recognition or measurement would result in the recognition of a tax benefit or an additional charge to the tax provision in the period.

We recognize interest and penalties related to income taxes as a component of income tax expense.

**Cash and cash equivalents**

Cash and cash equivalents consist of commercial analysis accounts and money market funds, including accrued interest earned. We consider securities that are highly liquid, readily convertible into cash and have original maturities of less than three months when purchased to be cash equivalents. We determine the appropriate classification of our cash and cash equivalents at the time of purchase.

**Restricted cash**

Restricted cash relates to deposits held in a financial institution for the processing of automated clearing house transactions and funds held by us on behalf of our insurance partners, delegated for the use of insurance claim payments. Restricted cash is deposited in commercial analysis accounts at one financial institution. As a third-party administrator of insurance claims and refund adjudication, we collect funds from insurance partners which are intended to be used to settle insurance claims and process funds on behalf of the insurance partners. The balance of these funds held on behalf of insurance partners was \$11.6 million and \$10.8 million as of December 31, 2025 and 2024, respectively, with an offsetting liability included in *Third-party claims administration liability* on the Consolidated Balance Sheets.

**Accounts receivable**

Accounts receivable primarily includes program fees billed to customers, for which payments are expected to be received within 30 days from billing. The program fees are assessed at the time when the customer uses LPP to certify consumer loans and are billed either as an upfront fee or in 12 equal installments. We bill customers for the upfront fee following the month the service is provided and for the monthly installment fee over 12 months.

**Contract assets**

Contract assets for program fees are increased by recognized and unbilled program fee revenues related to monthly-pay arrangements. Once the program fees for the monthly-pay arrangements for the current month are due, they are reclassified from contract assets and recognized as accounts receivable.

Contract assets for profit share and claims administration fees ("TPA Fees") are increased for recognized profit share and claims administration fees revenue and are decreased by payments received from insurance partners. In addition, for profit share variable consideration related to performance obligations that were satisfied in previous periods, we evaluate and update our profit share revenue forecast on a quarterly basis and adjust our contract assets accordingly. Refer to Note 3 — *Contract Assets and Excess Profit Share Receipts* for additional information.

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**Notes to Consolidated Financial Statements**

**Allowance for current expected credit losses (“CECL”)**

We maintain a CECL allowance on our accounts receivable and contract assets. The allowance represents an estimate based primarily on market implied lifetime probabilities of default and loss severities for assets with similar risk characteristics. The allowance is evaluated quarterly for adequacy by taking into consideration factors such as reasonableness of the market implied loss statistics, historical lifetime loss data, and credit quality of the customer base. Provisions for the allowance for expected credit losses are recorded within general and administrative expenses. Account balances deemed uncollectible are written off, net of actual recoveries.

We do not have any material accounts receivable or contract assets receivable balances that are past due and have not written off any material balances in our portfolio for the periods presented. The allowance for expected credit losses on accounts receivable and contract assets receivable, in the aggregate, was less than \$0.1 million as of December 31, 2025, 2024 and 2023.

**Property and equipment**

Property and equipment related to furniture, fixtures and equipment and leasehold improvements are recorded at cost, less accumulated depreciation and impairment losses, if any. Maintenance and repairs that do not improve or extend the useful life of the respective asset are expensed as incurred.

Depreciation expense is calculated using the straight-line method based on the estimated useful lives of the assets, which ranges from three to eight years. Leasehold improvements are amortized over the shorter of the lease term or the estimated useful lives of the assets.

Depreciation expense related to our property and equipment was \$0.3 million for each of the years ended December 31, 2025, 2024 and 2023, and is recognized within the *General and administrative* line item in the Consolidated Statements of Operations.

We review our property and equipment for impairment whenever events or changes in circumstances indicate that the amount recorded may not be recoverable, and if not deemed recoverable based on the assets’ expected undiscounted cash flows, an impairment loss is recognized to the extent that the carrying amount exceeds the fair value. During the years ended December 31, 2025, 2024 and 2023, we had no significant impairment charges related to our property and equipment.

**Capitalized software development costs**

Costs related to internally developed software, including development of our cloud-based solutions, are capitalized when preliminary development efforts are successfully completed, and it is probable that the project will be completed and the software will be used as intended. Salaries and compensation costs for employees and fees paid to third-party consultants who are directly involved in development efforts and costs incurred for upgrades and enhancements that result in additional functionality of the software are capitalized and included in *Capitalized software development costs, net* on the Consolidated Balance Sheets. Related training and maintenance costs are expensed as incurred. Amortization of internal-use software begins when the software is ready for its intended use and is generally amortized over three years, the period for which the software is expected to contribute to future cash flows. We had no significant impairment charges related to our capitalized software development costs during the years ended December 31, 2025, 2024 and 2023. Refer to Note 4—*Capitalized Software Development Costs* for additional information.

**Operating leases**

We determine if an arrangement is a lease, or contains a lease, at the inception of the arrangement and evaluate whether the lease is an operating lease or a finance lease at the commencement date. We recognize lease right-of-use (“ROU”) assets and lease liabilities for operating and finance leases with initial terms greater than 12 months. ROU assets represent our right to use an asset for the lease term, while lease liabilities represent our obligation to make the related lease payments. The ROU assets for operating and finance leases and liabilities are recognized based on the present value of fixed lease payments over the lease term at the lease commencement date. Lease liabilities are calculated as the present value of fixed payments not yet paid at the measurement date. Since our leases do not include an implicit interest rate, we use an estimated incremental borrowing rate, based on the interest rate a similar borrowing on a collateralized basis would incur, to determine the present value of our lease payments. Lease terms include options to extend or terminate the lease when it is reasonably certain that we will exercise those options.

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**Notes to Consolidated Financial Statements**

Operating lease ROU assets are recognized net of any lease prepayments and incentives and tested for impairment in the same manner as property and equipment. Operating lease expense is recognized on a straight-line basis over the lease term. Variable lease payments that are not based on an index or a rate, such as common area maintenance fees, taxes and insurance, are expensed as incurred. Refer to Note 10—*Commitments and Contingencies* for additional information regarding our leases.

**Fair value measurements**

Fair value is the exchange price that would be received for an asset or paid to transfer a liability in an orderly transaction between market participants. In arriving at a fair value measurement, we use a fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last unobservable. The three levels of inputs used to establish fair value are the following:

- Level 1 — Quoted prices in active markets for identical assets or liabilities;
- Level 2 — Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; and
- Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

In situations where there is little, if any, market activity for the asset or liability at the measurement date, the fair value measurement reflects our judgments about the assumptions that market participants would use in pricing the asset or liability. Those judgments are developed based on the best information available in the circumstances, including expected cash flows and appropriately risk-adjusted discount rates, available observable and unobservable inputs. Refer to Note 9—*Fair Value of Financial Instruments* for a summary of our financial instruments measured at fair value on a recurring basis.

**Excess profit share receipts liability**

The excess profit share receipts liability represents the profit share cash consideration received that is in excess of the expected variable consideration generated by the profit share forecast model in the current period at the loan level. The excess profit share receipts liability is increased for payments received from insurance partners to the extent the payments are related to performance obligations satisfied in previous periods related to historic vintages. In addition, we evaluate and update our profit share revenue forecast on a quarterly basis and adjust our excess profit share receipts liability accordingly. The excess profit share receipts liability is classified as current or non-current on the Consolidated Balance Sheet based on the estimated timing of realizing forecasted losses. Refer to Note 3 — *Contract Assets and Excess Profit Share Receipts* for additional information.

**Contingencies**

We account for claims and contingencies in accordance with authoritative guidance that requires us to record an estimated loss from a claim or loss contingency when information available prior to issuance of the consolidated financial statements indicates a liability has been incurred at the date of the consolidated financial statements and the amount of the loss can be reasonably estimated. If we determine that it is reasonably possible but not probable that an asset has been impaired or a liability has been incurred, we disclose the amount or range of estimated loss if material or that the loss cannot be reasonably estimated. Accounting for claims and contingencies requires us to use judgment.

**Revenue recognition**

Our revenue is generated through three streams: (i) program fees paid to us by automotive lenders, (ii) profit share paid to us by insurance partners and (iii) claims administration service fees paid to us by insurance partners.

We account for a contract with a customer when (i) both parties have approved the contract and are committed to perform their respective obligations, (ii) each party's rights and payment terms can be identified, (iii) the contract has commercial substance, and (iv) it is probable we will collect substantially all of the consideration we are entitled to receive. Revenue is recognized when, or as, performance obligations are satisfied by transferring control of a promised product or service to a customer. In compliance with Financial Accounting Standards Board's Accounting Standards Codification ("ASC") Topic 606, *Revenue from Contracts with Customers*, when our performance

**OPEN LENDING CORPORATION**  
**Notes to Consolidated Financial Statements**

obligations have been completed, we estimate the amount of the transaction price we expect to be entitled to under our customer contracts. We recognize subsequent adjustments to an estimated transaction price upon the receipt of additional information or final settlement, whichever occurs first.

*Program fee revenue*

We generate revenue from usage-based program fees by providing customers with access to and use of LPP, our cloud-based decisioning platform. The LPP program fees are based on a percentage of each certified loan's original principal balance and recognized as revenue upon certification of the loan by the lending institution. LPP program fee contracts contain a single performance obligation, which is complete when a loan is certified through LPP and is issued by the lending institution.

In addition, to a lesser extent, program fee revenue includes fees paid by automotive lenders for the access to and use of our cloud-based ApexOne Auto solution introduced in November 2025. ApexOne Auto is typically offered as a subscription for a committed contractual amount of monthly usage based on volume of loan applications processed and the fees are recognized as revenue ratably over the subscription term. To the extent that the customers' monthly usage exceeds the committed contracted amounts, the customers are billed for their incremental usage on a monthly basis. Due to the recent release of ApexOne Auto offering, the related program fee revenue was insignificant for the year ended December 31, 2025.

*Profit share revenue*

Profit share represents our participation in the net underwriting profit of third-party insurance partners who provide automotive lenders with credit default insurance on loans those lenders make using LPP. We receive a percentage of the aggregate net monthly insurance underwriting profit over the term of the underlying insured loan. Monthly insurance underwriting profit is calculated as the monthly earned premium less expenses and losses, including reserves for incurred but not reported losses. In periods where the expenses and losses on the aggregate loan portfolio exceed the monthly earned premiums, no profit share payments are received and future monthly insurance underwriting profits earned are reduced until the earned premiums for the aggregate loan portfolio exceed the accumulated losses at the insurance partner level.

We fulfill our performance obligation upon placement of the insurance and recognize profit share revenue and the related contract asset based on the amount of cash flows we expect to receive from the insurance company over the term of the underlying insured loan. We use a forecast model to estimate variable consideration based on undiscounted expected future profit share to be received from our insurance partners. The forecast model projects loan-level earned premiums and insurance claim payments driven by projections of prepayment rate, loan default rate and severity of loss on the remaining active loan portfolio as of the reporting date. These assumptions are derived from an analysis of the historical portfolio performance, default and prepayment trends, and macroeconomic projections. Estimates of variable consideration generated by the forecast model are constrained to the extent that it is probable that a significant reversal of revenue will not occur in future periods.

On a quarterly basis, we update the assumptions used in the forecast model and recognize a change in estimate adjustment to profit share revenue, contract assets and excess profit share receipts liability in the period. To the extent a negative change in estimate exceeds the associated contract asset balance at a loan level, or if cash consideration received is in excess of the expected profit share consideration, the amount is recorded as an excess profit share receipt liability and will be impacted by future changes in estimate related to the profit share revenue forecast.

We assess the default and prepayment assumptions of the forecast model against reported performance and lender delinquency data. The forecast model is updated to consider the actual prepayment rate, default, and severity of results and macroeconomic conditions.

The following table shows the profit share revenue from new certified loan originations and the change in estimates of variable consideration related to performance obligations satisfied in previous periods, primarily as a result of actual portfolio performance and forecast assumption changes due to changes in anticipated loan default rates, severity of losses and prepayment rates.

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	Year Ended December 31,		
	2025	2024	2023
	<i>(in thousands)</i>		
<b>Profit share</b>			
New certified loan originations	\$ 28,974	\$ 52,979	\$ 66,113
Change in estimated revenues	388	(96,102)	(22,812)
<b>Total profit share</b>	<b>\$ 29,362</b>	<b>\$ (43,123)</b>	<b>\$ 43,301</b>

**Claims administration services**

For the insurance policies issued through our program, we provide adjudication services for insurance claims on the third-party insurer's policies for auto loans processed through LPP. We earn a monthly service fee which is calculated by the third-party insurance providers as 3% of the monthly net insurance earned premium collected over the life of the underlying loan. In this arrangement, the performance obligation to provide claims administration services is generally satisfied over time, with the customer simultaneously receiving and consuming the benefits as we satisfy our performance obligations. Revenue is recognized as the service is provided over the term of the adjudication contract with the insurance partner.

**Research and development costs**

Research and development costs consist primarily of employee compensation and benefits, software and data services to support the ongoing development of our lending enablement platforms.

**Advertising costs**

Advertising costs are typically expensed as incurred and are included in *Selling and marketing* in the accompanying Consolidated Statements of Operations. Advertising costs were \$0.2 million, \$0.8 million and \$1.1 million during the years ended December 31, 2025, 2024 and 2023, respectively.

**Deferred financing costs**

Deferred financing costs incurred in connection with the issuance of debt are capitalized and amortized to interest expense in accordance with the related debt agreement. Deferred financing costs related to the Term Loan due 2027 (as defined hereinafter) are included as a reduction within *Long-term debt, net of deferred financing costs* in the accompanying Consolidated Balance Sheets and amortized as interest expense using the effective interest method over the term of the debt agreement. Deferred financing costs related to the Revolving Credit Facility (as defined hereinafter) are included in *Other assets* on the accompanying Consolidated Balance Sheets and amortized using the straight-line method over the life of the Revolving Credit Facility.

**Share-based compensation**

We have granted share-based incentive awards in the form of restricted stock units ("RSUs") with service (time-based) vesting criteria, performance-based restricted stock units ("PSUs") with market or performance vesting criteria and stock options. We measure share-based compensation expense for all share-based awards granted to employees and directors based on the estimated fair value of those awards on the date of grant.

The fair value of RSU awards is determined using the fair market value of the underlying common stock on the date of grant, or intrinsic value. For PSUs with performance conditions, we use the fair market value on the date of grant and we evaluate the probability of achieving performance goals on a quarterly basis and recognize share-based compensation to the extent achievement of performance goals is considered probable. Any change in estimate affecting the number of shares expected to be issued upon vesting of the PSUs is accounted for as a cumulative adjustment to the compensation expense in the period in which the change occurs. If actual results differ significantly from these estimates, share-based compensation expense and results of operations could be materially affected. For PSUs with market conditions, we utilize the Monte Carlo simulation to measure share-based compensation. The Monte Carlo simulation model utilizes multiple input variables that determine the probability of satisfying the market condition stipulated in the award to calculate the fair value.

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We used the following assumptions to estimate the fair value of PSUs with market conditions granted during the periods indicated:

	Year Ended December 31,	
	2024	2023
Risk-free interest rate <sup>(1)</sup>	5 %	5 %
Volatility rate <sup>(2)</sup>	62 %	63 %

<sup>(1)</sup> The risk-free interest rate was based on the United States Treasury rate for a term commensurate with the expected life of the grant.

<sup>(2)</sup> Expected volatility in the model was estimated using a historical period consistent with the performance period of approximately three years.

The fair value of employee stock options is estimated using the Black-Scholes option pricing model. For certain stock option awards, employees were granted stock awards at exercise prices greater than the fair value of the underlying common stock on the date the award was granted.

We estimated the fair value of stock options at the date of grant using a Black-Scholes option-pricing model with the following weighted-average assumptions:

	Year Ended December 31, 2025
Risk-free interest rate <sup>(1)</sup>	4.04 %
Expected term (in years) <sup>(2)</sup>	6.43
Volatility rate <sup>(3)</sup>	69.71 %
Expected dividend yield <sup>(4)</sup>	— %

<sup>(1)</sup> The risk-free interest rate is determined based on the average U.S. Treasury yield curve for the most appropriate terms for the award as of the date of the grant.

<sup>(2)</sup> The expected term was estimated using the midpoint between the vesting date and the end of the contractual term as we do not have sufficient historical exercise data to provide a reasonable basis upon which to estimate expected term.

<sup>(3)</sup> The volatility rate is estimated using the average of observed historical volatility of comparable companies from a representative peer group.

<sup>(4)</sup> At the grant date, no dividends were expected to be paid over the contractual term of the stock options granted based on our dividend policy resulting in the use of a zero dividend rate.

We recognize share-based compensation expense for unvested awards, net of forfeitures in the period they occur. For service-based awards, we recognize share-based compensation expense on a straight-line basis over the requisite service. For performance-based awards, we recognize share-based compensation expense on a graded-vesting basis over the requisite service or performance period, if it is probable that the performance target will be achieved. Share-based compensation expense is generally allocated based on the functional responsibilities of the awarded unitholders in the accompanying Consolidated Statements of Operations.

We expect to issue shares from treasury stock when stock options are exercised or when RSUs and PSUs vest. Refer to Note 7—*Share-Based Compensation* for additional information.

### **Treasury stock**

We account for treasury stock under the cost method and include treasury stock as a component of stockholders' equity.

### **Net income (loss) per share**

Basic net income (loss) per share is calculated by dividing net income (loss) attributable to common stockholders by the weighted average number of shares of common shares outstanding for the period. The diluted net income (loss) per share is calculated by giving effect to all potentially dilutive securities outstanding for the period using the treasury stock method or the if-converted method based on the nature of such securities. Diluted net income (loss) per share is the same as basic net income (loss) per share in periods when the effects of potentially dilutive shares of common stock are anti-dilutive.

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**Concentrations of revenue and credit risks**

The following table provides a summary of insurance partners contributing more than 10% of total revenue, excluding the profit share revenue change in estimate adjustments, for the years ended December 31, 2025, 2024 and 2023:

	Year Ended December 31,		
	2025	2024	2023
Insurance partner A	24 %	34 %	35 %
Insurance partner B	*	12 %	*

\* Represents less than 10% of total revenue.

Financial instruments that potentially subject us to credit risk consist of *Cash and cash equivalents*, *Restricted cash*, *Accounts receivable, net* and *Contract assets* to the extent of the amounts recorded on the balance sheets.

Cash and cash equivalents are deposited in commercial analysis accounts and money market funds at financial institutions with high credit standing. Restricted cash relates to funds held on behalf of our insurance partners, designated for the use of insurance claim payments. Restricted cash is deposited in commercial analysis accounts at one financial institution. At times, such deposits may be in excess of the Federal Deposit Insurance Corporation insurance limits. We have not experienced any losses on our deposits of cash and cash equivalents and we believe we are not exposed to significant risks on such accounts.

Accounts receivable and contract assets are derived from revenue earned from customers. We maintain an allowance for expected credit losses on our accounts receivable and contract asset receivable in accordance with CECL.

As of December 31, 2025, we had no customers that represented more than 10% of accounts receivable. As of December 31, 2024, we had one customer that represented 10% of accounts receivable.

**Allied reseller agreement amendment**

On August 13, 2025, the Company and Allied Solutions, LLC (“Allied”) entered into an amendment to their reseller agreement (the “Allied Amendment”) to, among other matters, extend the term of the agreement and to provide for a one-time payment to Allied of \$11.0 million in exchange for the extinguishment of Allied’s right to certain ongoing compensation and the amendment of the schedule of referral fees payable to Allied. This payment was solely in exchange for such modification of compensation rights and is not conditioned upon, nor related to, any future performance or obligations of either party. All other terms of the original reseller agreement shall otherwise remain in full force and effect. The payment was made during the year ended December 31, 2025 and included in *General and administrative* expense in the Consolidated Statements of Operations.

**Recently issued accounting pronouncements not yet adopted**

In November 2024, the FASB issued ASU No. 2024-03, *Income Statement — Reporting Comprehensive Income — Expense Disaggregation Disclosures* (Subtopic 220-40): *Disaggregation of Income Statement Expenses*, which requires new disclosures, in a separate note to financial statements, of specified information about certain costs and expenses. The ASU is effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027. Early adoption is permitted. We believe this ASU will have no impact on our consolidated financial statements but will result in additional disclosures.

In September 2025, the FASB issued ASU No. 2025-06, *Intangibles — Goodwill and Other — Internal-Use Software* (Subtopic 350-40): *Targeted Improvements to the Accounting for Internal-Use Software*, which updates the accounting for the internal-use software costs. The update removes all references to software development project stages and requires the capitalization of internal-use software costs when management has authorized and committed to funding the software project and it is probable that the project will be completed and function as intended. The ASU is effective for annual reporting periods beginning after December 15, 2027, and interim reporting periods within those annual periods and permits prospective, modified prospective, or retrospective adoption. Early adoption is permitted. We are currently evaluating the impact of adopting this ASU on our consolidated financial statements.

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**Recently adopted new accounting standards**

We adopted ASU No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, for the year ended December 31, 2025 on a prospective basis. As a result, we have included the additional required disclosures in Note 12 - *Income Taxes*. The adoption of ASU 2023-09 did not impact our results of operations, cash flows or balance sheets.

**Note 3—Contract Assets and Excess Profit Share Receipts****Contract Assets**

We recognize contract assets when we transfer services to a customer, recognize revenue for amounts not yet billed, and the right to consideration is conditional on something other than the passage of time. Accounts receivable are recorded when the customer has been billed or the right to consideration is unconditional. Changes in our contract assets primarily result from the timing difference between the satisfaction of its performance obligation and receipt of the customer's payment.

For performance obligations related to profit share revenue that were satisfied in previous periods, we evaluate and update our profit share revenue forecast on a quarterly basis and adjust the contract assets accordingly. An increase in the profit share revenue forecast associated with performance obligations satisfied in previous periods, or historic vintages, is reported as a positive change in estimate and generates an increase in our contract asset, additional revenues and future expected cash flows. A decrease in the profit share revenue forecast associated with historic vintages is reported as a negative change in estimate and generates a decrease in our contract asset, and a reduction in revenues and future expected cash flows. To the extent a negative change in estimate exceeds the associated contract asset balance at a loan level, or if cash consideration received is in excess of the expected profit share consideration, the amount is recorded as an excess profit share receipt liability.

As the expected profit share variable consideration and related contract assets are recorded and updated on a quarterly basis, the amounts disclosed as "Changes in estimates of revenue from performance obligations satisfied in previous periods" in the table below includes adjustments to revenue recorded in the previous quarters of the same fiscal year reported.

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Contract assets balances for the periods indicated below were as follows:

	Contract Assets			
	Profit Share	Program Fee	TPA Fee	Total
	<i>(in thousands)</i>			
<b>Balance as of December 31, 2023</b>	<b>\$ 22,855</b>	<b>\$ 4,738</b>	<b>\$ 1,721</b>	<b>\$ 29,314</b>
Increase of contract assets due to new business generation	52,979	57,350	10,107	120,436
Change in estimates of revenue from performance obligations satisfied in previous periods <sup>(1)</sup>	(48,546)	—	—	(48,546)
Payables (receivables) transferred from contract assets	5,144	(58,865)	—	(53,721)
Payments received from insurance carriers	(22,834)	—	(9,624)	(32,458)
Provision for expected credit losses	35	6	1	42
<b>Balance as of December 31, 2024</b>	<b>9,633</b>	<b>3,229</b>	<b>2,205</b>	<b>15,067</b>
Increase of contract assets due to new business generation	28,974	54,364	9,528	92,866
Change in estimates of revenue from performance obligations satisfied in previous periods	1,013	—	—	1,013
Payables (receivables) transferred from contract assets	111	(55,125)	—	(55,014)
Payments received from insurance carriers	(16,791)	—	(10,103)	(26,894)
Realized losses reducing profit share payments received <sup>(2)</sup>	(14,102)	—	—	(14,102)
Transfer from excess profit share receipts liability	12,167	—	—	12,167
Provision for expected credit losses	(24)	—	—	(24)
<b>Balance as of December 31, 2025</b>	<b>\$ 20,981</b>	<b>\$ 2,468</b>	<b>\$ 1,630</b>	<b>\$ 25,079</b>

<sup>(1)</sup> Includes \$(5.1) million of estimated, non-recurring charges associated with future claim payments and previous profit share.

<sup>(2)</sup> Represents the deemed gross payment that would have been received for historic vintages in a contract asset position if not reduced by the realization of accrued losses on historic vintages in an excess profit share receipts liability position. The \$14.1 million of realization of losses reduced the contract assets as payment will not be received and reduced the excess profit share receipts liability as discussed below.

**Excess Profit Share Receipts Liability**

When profit share cash consideration received is in excess of the expected profit share consideration at the loan level, the amount of excess funds and the forecasted losses are recorded as an excess profit share receipts liability. The excess profit share receipts liability is based on the current forecast of future losses of the active loan portfolio and will be impacted by future changes in estimate related to profit share revenue. There is generally no contractual obligation to return the excess funds while an insurance partner is actively participating in our profit share program; however, future expected profit share cash flows may be reduced. When cash payments received from our insurance partners related to our profit share contract assets are reduced due to the realization of accrued losses, the excess profit share receipts liability and contract asset are both reduced.

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The excess profit share receipts liability balance for the periods indicated below were as follows:

	<b>Profit Share</b>
	<i>(in thousands)</i>
<b>Balance as of December 31, 2023</b>	<b>\$ —</b>
Change in estimates of revenue from performance obligations satisfied in previous periods	47,556
<b>Balance as of December 31, 2024</b>	<b>47,556</b>
Change in estimates of revenue from performance obligations satisfied in previous periods	625
Realization of losses reducing payments received, net of payments received from insurance carriers <sup>(1)</sup>	(14,102)
Transfer from contract asset	12,167
<b>Balance as of December 31, 2025</b>	<b>\$ 46,246</b>

<sup>(1)</sup> Represents the realization of losses on historic vintages which reduced the profit share payment received from insurance carriers. Amount is shown net of any payments received from insurance carriers related to historic vintages in an excess profit share liability position.

**Contract Costs**

The fulfillment costs associated with our contracts with customers generally do not meet the criteria for capitalization and therefore are primarily expensed as incurred.

**Note 4—Capitalized Software Development Costs**

The following table provides a summary of our capitalized software development costs, as of the dates indicated:

	<b>December 31,</b>	
	<b>2025</b>	<b>2024</b>
	<i>(in thousands)</i>	
Capitalized software development costs	\$ 7,389	\$ 6,630
Accumulated amortization	(3,343)	(1,244)
<b>Total capitalized software development costs, net</b>	<b>\$ 4,046</b>	<b>\$ 5,386</b>

Amortization expense was \$2.1 million, \$1.4 million and \$0.8 million for the years ended December 31, 2025, 2024 and 2023, respectively, and is recognized within the *Cost of services, General and administrative* and *Research and development* line items in the Consolidated Statements of Operations.

**Note 5—Long-term Debt**

The following table provides a summary of our debt as of the dates indicated:

	<b>December 31,</b>	
	<b>2025</b>	<b>2024</b>
	<i>(in thousands)</i>	
Term Loan due 2027	\$ 85,125	\$ 140,625
Revolving credit facility	—	—
Less: unamortized deferred financing costs	(359)	(908)
Total debt	84,766	139,717
Less: current portion of debt	(7,500)	(7,500)
<b>Total long-term debt, net of deferred financing costs</b>	<b>\$ 77,266</b>	<b>\$ 132,217</b>

**Credit Agreement—Term Loan due 2027, and Revolving Credit Facility**

On September 9, 2022, we entered into a First Amendment to our existing credit agreement (the “First Amendment”) with Wells Fargo Bank, N.A. (“Wells Fargo”), as the administrative agent, and the financial institutions party thereto,

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as the lenders. The First Amendment provided senior secured credit facilities in an aggregate principal amount of \$300 million, which (i) established a term loan due 2027 with a principal amount of \$150 million, (the "Term Loan due 2027"), and (ii) increased the borrowing capacity on the existing revolving credit facility to \$150 million (the "Revolving Credit Facility"), both scheduled to mature on September 9, 2027 (collectively, the "Credit Agreement").

Borrowings under the Credit Agreement bear interest at a rate equal to either (i) an Alternate Base rate ("ABR") or (ii) the term Secured Overnight Financing Rate ("SOFR") plus 0.10% ("Adjusted SOFR") plus a spread that is based upon our total net leverage ratio. The spread ranges from 0.625% to 1.375% per annum for ABR loans and 1.625% to 2.375% per annum for Adjusted SOFR loans. With respect to the ABR loans, interest is payable at the end of each calendar quarter. With respect to the Adjusted SOFR loans, interest is payable at the end of the selected interest period (at least quarterly). Additionally, there is an unused commitment fee payable at the end of each quarter at a rate per annum ranging from 0.15% to 0.225% based on the average daily unused portion of the Revolving Credit Facility and other customary letter of credit fees. Pursuant to the Credit Agreement, the interest rate spread and commitment fees increase or decrease in increments as our Funded Secured Debt/EBITDA ratio increases or decreases.

As of December 31, 2025, the Term Loan due 2027 and the Revolving Credit Facility were both subject to an Adjusted SOFR rate of 3.772% plus a spread of 1.875% per annum. Commitment fees were accrued at 0.175% under the Revolving Credit Facility's unused commitment balance of \$150.0 million as of December 31, 2025. As of December 31, 2025 and 2024, the effective interest rate on our outstanding borrowings was 6.224% and 7.050%, respectively.

On December 31, 2025, we made a voluntary prepayment of \$48.0 million under our Term Loan due 2027. In connection with the partial repayment of debt, we recorded a \$0.2 million loss on extinguishment of debt related to the write-off of a proportionate amount of unamortized deferred financing costs. The loss on extinguishment of debt is included in *Other income (expense), net* in the Consolidated Statement of Operations for the year ended December 31, 2025.

Unamortized deferred financing costs related to the Term Loan due 2027 and the Revolving Credit Facility were \$0.4 million and \$0.1 million, respectively, as of December 31, 2025.

The obligations under the Credit Agreement are guaranteed by our U.S. subsidiaries and are secured by substantially all of our assets and U.S. subsidiaries, subject to customary exceptions. The Credit Agreement contains a maximum total net leverage ratio financial covenant and a minimum fixed charge coverage ratio financial covenant, which are tested quarterly. The maximum total net leverage ratio is 3.0:1 and the minimum fixed charge coverage ratio is 1.25:1. As of December 31, 2025, we were in compliance with all required covenants under the Credit Agreement.

#### **Principal Maturities of Debt**

Principal maturities of debt outstanding as of December 31, 2025 are as follows:

	<i>(in thousands)</i>
2026	\$ 7,500
2027	77,625
<b>Total</b>	<b>\$ 85,125</b>

#### **Note 6—Stockholders' Equity**

Pursuant to the terms of the Amended and Restated Certificate of Incorporation, we are authorized to issue the following shares and classes of capital stock, each with a par value of \$0.01 per share: (i) 550,000,000 shares of common stock and (ii) 10,000,000 shares of preferred stock.

#### **Share Repurchase Program**

On May 1, 2025, the Board of Directors authorized share repurchases under a share repurchase program (the "Share Repurchase Program"), allowing the Company to repurchase up to \$25.0 million of the Company's outstanding common stock until May 1, 2026. Repurchases may be made at management's discretion from time to time on the open market. The Share Repurchase Program may be suspended, amended, or discontinued at any time. Pursuant to the Share Repurchase Program, we repurchased 2,535,346 shares at an average price of \$1.93 for a total of \$4.9 million, excluding excise tax, during the year ended December 31, 2025. These shares were

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recorded to *Treasury stock at cost* in the Consolidated Balance Sheets, which includes \$22.0 thousand of excise tax. This excise tax payable is included within *Accrued expenses* in the Consolidated Balance Sheets. As of December 31, 2025, we had \$20.1 million available under the Share Repurchase Program.

**Common Stock**

During the year ended December 31, 2025, we repurchased 2,535,346 shares of common stock and issued 845,993 shares of common stock, net of shares withheld for taxes, related to RSUs that vested during 2025.

During the year ended December 31, 2024, we repurchased no shares of common stock and issued 530,206 shares of common stock, net of shares withheld for taxes, related to RSUs that vested during 2024.

As a result of these events, the outstanding common stock was 117,660,648 shares, net of treasury shares, as of December 31, 2025.

**Note 7—Share-Based Compensation**

**2020 Stock Option and Incentive Plan (the “2020 Plan”)**

The 2020 Plan, approved by Nebula’s stockholders on June 9, 2020, provides for the grant of stock options, stock appreciation rights, restricted stock units and other stock or cash-based awards. As of December 31, 2025, 22,845,466 shares were available for issuance under the 2020 Plan.

Share-based compensation expense recorded for each type of award and the related income tax benefits were as follows:

	Year Ended December 31,		
	2025	2024	2023
	<i>(in thousands)</i>		
Time-based restricted stock units	\$ 6,426	\$ 7,771	\$ 8,010
Performance-based restricted stock units	(894)	461	965
Stock options	1,511	445	517
<b>Total share-based compensation expense</b>	<b>\$ 7,043</b>	<b>\$ 8,677</b>	<b>\$ 9,492</b>
<b>Income tax benefit related to share-based compensation</b>	<b>\$ 623</b>	<b>\$ 743</b>	<b>\$ 253</b>

**Time-Based Restricted Stock Units**

RSUs represent the right to receive shares of common stock at the end of the vesting period in an amount equal to the number of RSUs that vest. RSUs are subject to restrictions on transfer and are generally subject to a risk of forfeiture if the award recipient ceases providing services prior to the lapse of the restriction. The fair value used to calculate share-based compensation expense of such RSUs is determined using the closing price on the date of grant applied to the total number of shares that were anticipated to fully vest based on schedules as set forth in the respective award agreements, generally over four years.

The following table summarizes the RSU activity for the year end December 31, 2025:

	Time-Based Restricted Stock Units	
	Number of Awards	Weighted Average Fair Value at Grant Date
<b>Outstanding as of December 31, 2024</b>	<b>2,798,939</b>	<b>\$ 7.22</b>
Granted	3,078,788	2.01
Vested	(1,194,697)	7.88
Forfeited	(1,199,169)	4.89
<b>Outstanding as of December 31, 2025</b>	<b>3,483,861</b>	<b>\$ 3.18</b>

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The total fair value of the RSUs that vested during the years ended December 31, 2025, 2024 and 2023 was \$3.7 million, \$4.7 million, and \$4.2 million respectively.

**Performance-Based Restricted Stock Units**

During the years ended December 31, 2024 and 2023, PSUs were granted with a three-year performance period. The terms and conditions of the PSUs allow for vesting of the awards ranging between forfeiture and 200% of target. For PSUs outstanding, the vesting level is calculated based on the total stockholder return achieved during the performance period compared to the total stockholder return of a predetermined peer group.

The following table summarizes the PSU activity for the year ended December 31, 2025:

	<b>Performance-Based Restricted Stock Units</b>	
	<b>Number of Awards</b>	<b>Weighted Average Fair Value at Grant Date</b>
<b>Outstanding as of December 31, 2024</b>	<b>697,238</b>	<b>\$ 7.62</b>
Forfeited	(665,628)	7.70
<b>Outstanding as of December 31, 2025</b>	<b>31,610</b>	<b>\$ 5.99</b>

The total fair value of the PSUs that vested during the year ended December 31, 2024 was \$0.2 million. No PSUs vested during the years ended December 31, 2025 and 2023.

**Stock Options**

Our outstanding stock options vest, subject to the continued employment of the grantees, in equal annual installments over three or five years following the grant date. The contractual term for the exercisability of the stock options is ten years from the grant date. The following table summarizes the stock option activity for the year ended December 31, 2025:

	<b>Stock Options</b>		
	<b>Number of Awards</b>	<b>Weighted Average Exercise Price</b>	<b>Weighted Average Remaining Contractual Term (Years)</b>
<b>Outstanding as of December 31, 2024</b>	<b>122,965</b>	<b>\$ 33.56</b>	<b>6.0</b>
Granted	5,278,450	2.50	
Expired	(27,834)	33.56	
Forfeited	(114,379)	2.50	
<b>Outstanding as of December 31, 2025</b>	<b>5,259,202</b>	<b>\$ 3.06</b>	<b>9.2</b>
<b>Vested and expected to vest at December 31, 2025</b>	<b>5,259,202</b>	<b>\$ 3.06</b>	<b>9.2</b>
<b>Exercisable at December 31, 2025</b>	<b>95,131</b>	<b>\$ 33.56</b>	<b>5.0</b>

As of December 31, 2025, there was no aggregate intrinsic value related to stock options outstanding or exercisable.

Additional information regarding options follows (in thousands, except for per share amounts):

	<b>Year Ended December 31,</b>		
	<b>2025</b>	<b>2024</b>	<b>2023</b>
Weighted-average grant date fair value per share of options granted during the period	\$ 1.87	\$ —	\$ —
Aggregate intrinsic value of options exercised during the period	—	—	—
Aggregate fair value of options vested during the period	—	477.1	527.5

**OPEN LENDING CORPORATION**  
**Notes to Consolidated Financial Statements**

**Unrecognized Share-Based Compensation Expense**

The following table reflects future compensation expense to be recorded for share-based compensation awards that were outstanding as of December 31, 2025:

	Unrecognized Expense	Weighted Average Amortization Period (Years)
	<i>(in thousands)</i>	
Time-based restricted stock units	\$ 8,174	2.7
Performance-based restricted stock units	69	1.0
Stock options	8,199	4.1
<b>Total unrecognized share-based compensation expense</b>	<b>\$ 16,442</b>	<b>3.4</b>

**Note 8—Net Income (Loss) Per Share**

Basic net income (loss) per share is computed based on the weighted average number of shares of common stock outstanding during the period. Diluted net income (loss) per share is computed based on the weighted average number of common shares outstanding plus the effect of potentially dilutive common shares outstanding during the period using the applicable methods. The potentially dilutive common shares during the years ended December 31, 2025, 2024 and 2023 include unexercised stock options, unvested time-based restricted stock units and unvested performance-based restricted stock units whose performance conditions have been satisfied. The potentially dilutive common shares during the same periods did not include performance-based restricted stock units if the performance conditions of these awards have not been satisfied. The potentially dilutive common shares are included in the calculation of diluted net income (loss) per share only when their effect is dilutive.

The following table sets forth the computation of basic and diluted net income (loss) per share attributable to common stockholders for the years ended December 31, 2025, 2024 and 2023:

	Year Ended December 31,		
	2025	2024	2023
	<i>(in thousands, except per share data)</i>		
<b>Basic net income (loss) per share:</b>			
<b>Numerator</b>			
Net income (loss) attributable to common stockholders	\$ (4,236)	\$ (135,010)	\$ 22,070
<b>Denominator</b>			
Weighted average common shares outstanding	118,603	119,180	120,827
<b>Basic net income (loss) per share attributable to common stockholders</b>	<b>\$ (0.04)</b>	<b>\$ (1.13)</b>	<b>\$ 0.18</b>
<b>Diluted net income (loss) per share:</b>			
<b>Numerator</b>			
Net income (loss) attributable to common stockholders	\$ (4,236)	\$ (135,010)	\$ 22,070
<b>Denominator</b>			
Basic weighted average common shares outstanding	118,603	119,180	120,827
Dilutive effect of employee share awards outstanding	—	—	648
Diluted weighted average common shares outstanding	118,603	119,180	121,475
<b>Diluted net income (loss) per share attributable to common stockholders</b>	<b>\$ (0.04)</b>	<b>\$ (1.13)</b>	<b>\$ 0.18</b>

The following potentially dilutive outstanding securities for the years ended December 31, 2025, 2024 and 2023 were excluded from the computation of diluted net income (loss) per share because their effect would have been

**OPEN LENDING CORPORATION**  
**Notes to Consolidated Financial Statements**

anti-dilutive for the periods presented, or the issuance of such shares is contingent upon the satisfaction of certain conditions which were not satisfied by the end of the periods:

	Year Ended December 31,		
	2025	2024	2023
	(in thousands)		
Stock options	5,259	123	140
Time-based restricted stock units	3,484	2,799	281
Performance-based restricted stock units	32	697	425
<b>Total</b>	<b>8,775</b>	<b>3,619</b>	<b>846</b>

**Note 9—Fair Value of Financial Instruments**

**Assets and Liabilities Measured at Fair Value on a Recurring Basis**

Our financial assets measured at fair value on a recurring basis were as follows:

	Total	Fair value measurement as of December 31, 2025		
		Level 1	Level 2	Level 3
	(in thousands)			
<b>Cash equivalents:</b>				
Money market funds	\$ 151,828	\$ 151,828	\$ —	\$ —
<b>Total</b>	<b>\$ 151,828</b>	<b>\$ 151,828</b>	<b>\$ —</b>	<b>\$ —</b>

	Total	Fair value measurement as of December 31, 2024		
		Level 1	Level 2	Level 3
	(in thousands)			
<b>Cash equivalents:</b>				
Money market funds	\$ 238,198	\$ 238,198	\$ —	\$ —
<b>Total</b>	<b>\$ 238,198</b>	<b>\$ 238,198</b>	<b>\$ —</b>	<b>\$ —</b>

The amounts reported in the Consolidated Balance Sheets as current assets or current liabilities, including *Cash*, *Restricted cash*, *Accounts receivable, net*, *Other current assets*, *Accounts payable* and *Accrued expenses*, each approximate their fair value due to the short-term maturities of the instruments.

The carrying amount of our debt approximates its fair value due to its variable interest rate. The fair value is determined using the Adjusted SOFR, plus an applicable spread, a Level 2 classification in the fair value hierarchy. Refer to Note 5 - *Long-term Debt* for the carrying amount of our debt.

Our accounting policy is to recognize transfers between levels of the fair value hierarchy on the date of the event or change in circumstances that caused the transfer. There were no transfers in or out of any level for the years ended December 31, 2025 and 2024.

**OPEN LENDING CORPORATION**  
**Notes to Consolidated Financial Statements**

**Note 10—Commitments and Contingencies**
**Operating Leases**

We have two real estate operating leases. One is associated with its corporate headquarters in Austin, Texas, which commenced on September 1, 2020 and expires on January 31, 2029, and the other is associated with additional office space in Irving, Texas, which commenced on August 19, 2024 and expires on January 31, 2030. Our lease agreements include lease term extension options, which were not included in the ROU asset and lease liability balances as of December 31, 2025. Both lease agreements contain lease and non-lease components that are accounted for as a single lease component.

For the years ended December 31, 2025, 2024 and 2023, we recorded the following lease expenses:

	Year Ended December 31,		
	2025	2024	2023
	(in thousands)		
Operating lease expense	\$ 1,080	\$ 1,006	\$ 953
Variable lease payments	401	322	401
<b>Total lease expense</b>	<b>\$ 1,481</b>	<b>\$ 1,328</b>	<b>\$ 1,354</b>

Additional information related to our operating leases is as follows:

	Year Ended December 31,		
	2025	2024	2023
	(\$ in thousands)		
Operating cash outflows	\$ 1,050	\$ 927	\$ 896
ROU assets obtained in exchange for new lease liabilities	—	594	—
Weighted average remaining lease term (in years)	3.3	4.2	5.1
Weighted average discount rate	8.2 %	8.6 %	7.7 %

The current and non-current lease liabilities are reflected in *Other current liabilities* and *Operating lease liabilities*, respectively, on our Consolidated Balance Sheets, as follows:

	December 31,	
	2025	2024
	(in thousands)	
Other current liabilities	\$ 897	\$ 779
Operating lease liabilities	2,382	3,273
<b>Total operating lease liability</b>	<b>\$ 3,279</b>	<b>\$ 4,052</b>

**OPEN LENDING CORPORATION**  
**Notes to Consolidated Financial Statements**

The maturity of our operating lease liabilities as of December 31, 2025 is as follows:

	<i>(in thousands)</i>
2026	\$ 1,106
2027	1,142
2028	1,171
2029	241
2030	13
Thereafter	—
<b>Total undiscounted liabilities</b>	<b>3,673</b>
Less: Imputed interest	394
<b>Present value of lease liabilities</b>	<b>\$ 3,279</b>

#### **Purchase Commitments**

We have entered into a non-cancellable minimum purchase commitment for third-party credit data services. The expected payments for the minimum purchase commitment at December 31, 2025 were as follows:

	<i>(in thousands)</i>
2026	\$ 2,000
2027	2,000
<b>Total purchase commitments</b>	<b>\$ 4,000</b>

#### **Contingencies**

As of December 31, 2025, we were not involved in any claim, proceeding or litigation which may be deemed to have a material adverse effect that has not been recorded in our consolidated financial statements.

#### **Note 11—Retirement Plan**

We have a defined contribution plan (the “401(k) Plan”) for the benefit of all employees meeting certain eligibility criteria. Eligible employees may contribute to the 401(k) Plan subject to certain limitations. Under the provisions of the 401(k) Plan, we make a safe harbor non-elective contribution equal to 3% of each participant’s compensation and may make discretionary matching contributions, as well as profit-sharing contributions, as determined by management. We made no profit-sharing contributions during the years ended December 31, 2025, 2024 and 2023. We made safe harbor non-elective contributions of \$1.0 million, \$1.1 million and \$0.9 million to the 401(k) Plan during the years ended December 31, 2025, 2024 and 2023, respectively.

**OPEN LENDING CORPORATION**  
**Notes to Consolidated Financial Statements**

**Note 12—Income Taxes**
**Income Tax Expense (Benefit)**

	Year Ended December 31,		
	2025	2024	2023
	(\$ in thousands)		
<b>Income (loss) before income taxes</b>			
U.S.	\$ (5,369)	\$ (64,605)	\$ 28,858
<b>Current tax expense (benefit)</b>			
Federal	\$ (77)	\$ 69	\$ 10,091
State and local	(1,056)	223	1,682
<b>Deferred tax expense (benefit)</b>			
Federal	—	57,037	(2,821)
State and local	—	13,076	(2,164)
<b>Total income tax expense (benefit)</b>	<b>\$ (1,133)</b>	<b>\$ 70,405</b>	<b>\$ 6,788</b>
<b>Effective tax rate</b>	<b>21.1 %</b>	<b>(109.0)%</b>	<b>23.5 %</b>

On July 4, 2025, new U.S. tax legislation was enacted which includes tax reform provisions that amend, eliminate and extend many of the tax rules under the 2017 Tax Cuts and Jobs Act. While the new legislation has not had a material impact on our results of operations, we will monitor developments and evaluate any potential future impacts.

We adopted ASU 2023-09, Income Taxes (Topic 740): Improvements To Income Tax Disclosures on a prospective basis beginning with the year ended December 31, 2025. The following table presents required disclosure pursuant to ASU 2023-09 and reconciles the U.S. federal statutory tax amount and rate to our actual effective amount and rate for the year ended December 31, 2025:

	Year Ended December 31,	
	2025	
	(\$ in thousands)	
<b>Income tax expense (benefit) computed at the statutory rate</b>	<b>\$ (1,127)</b>	<b>21.0 %</b>
State and local income taxes, net of federal income tax effect	31	(0.6)
<b>Nontaxable and nondeductible items:</b>		
Officer's compensation limitation under 162(m)	361	(6.7)
Share-based compensation	1,189	(22.1)
Meals and entertainment limitations	57	(1.2)
Change in federal valuation allowance	(595)	11.1
Change in unrecognized tax benefits	(1,104)	20.6
Other adjustments	55	(1.0)
<b>Total income tax expense (benefit)</b>	<b>\$ (1,133)</b>	<b>21.1 %</b>

**OPEN LENDING CORPORATION**  
**Notes to Consolidated Financial Statements**

The following table presents the required disclosures prior to our adoption of ASU 2023-09 and reconciles the U.S. federal statutory income tax rate to the actual effective income tax rate for the years ended December 31, 2024 and 2023:

	Year Ended December 31,	
	2024	2023
<b>Income tax expense (benefit) computed at the statutory rate</b>	<b>21.0 %</b>	<b>21.0 %</b>
State income taxes	4.5	—
Officer's compensation limitation under 162(m)	(1.3)	2.5
Share-based compensation	(0.7)	1.1
Valuation allowance	(133.2)	—
Other, net	0.7	(1.1)
<b>Effective tax rate</b>	<b>(109.0)%</b>	<b>23.5 %</b>

**Deferred Tax Assets and Liabilities**

The components of deferred tax assets and liabilities are as follows:

	December 31,	
	2025	2024
	<i>(in thousands)</i>	
<b>Deferred tax assets</b>		
Amortizable intangible assets	\$ 60,359	\$ 68,262
Net operating losses	14,943	6,492
Excess profit share receipts	11,278	11,692
Accrued expenses	1,584	1,332
Operating lease liabilities	798	996
Other	425	373
<b>Total deferred tax assets</b>	<b>89,387</b>	<b>89,147</b>
Valuation allowance	(84,390)	(86,050)
<b>Total deferred tax assets, net of valuation allowance</b>	<b>4,997</b>	<b>3,097</b>
<b>Deferred tax liabilities</b>		
Contract assets	(4,064)	(1,997)
Operating lease right-of-use assets	(745)	(953)
Property and equipment	(188)	(147)
<b>Total deferred tax liabilities</b>	<b>(4,997)</b>	<b>(3,097)</b>
<b>Deferred tax asset, net</b>	<b>\$ —</b>	<b>\$ —</b>

We establish a valuation allowance when it is more likely than not that our deferred tax assets will not be realized. As of December 31, 2025, given the magnitude of our cumulative pre-tax losses, we continue to maintain a full valuation allowance as we believe it is more likely than not that our net deferred tax assets will not be realized. We will continue to maintain a valuation allowance until there is sufficient evidence to support the reversal of all or some portion of these allowances. The exact timing and amount of the valuation allowance release are subject to change based on the level of profitability we are able to achieve.

As of December 31, 2025 and 2024, we had net operating loss ("NOL") carry forwards for U.S. federal income tax purposes of approximately \$61.9 million and \$26.5 million, respectively, which will be available to offset future U.S. federal taxable income and do not expire. As of December 31, 2025 and 2024, we had NOL carry forwards for U.S. state income tax purposes of approximately \$36.7 million and \$15.9 million, respectively, which will be available to offset future state taxable income and will begin to expire in various dates starting in 2039. At December 31, 2025, it is more likely than not that the benefit from federal and state NOL carryforwards will not be realized.

**OPEN LENDING CORPORATION**  
**Notes to Consolidated Financial Statements**

**Unrecognized Tax Benefits**

The aggregate changes in the balance of unrecognized tax benefits were as follows:

	Year Ended December 31,		
	2025	2024	2023
	<i>(in thousands)</i>		
<b>Balance, beginning of year</b>	<b>\$ 4,710</b>	<b>\$ 3,968</b>	<b>\$ 3,935</b>
Increases for tax positions related to the current year	—	68	109
Increases for tax positions related to prior years	130	674	397
Decreases for tax positions related to prior years	(342)	—	(473)
Reductions due to lapsed statute of limitations	(908)	—	—
<b>Balance, end of year</b>	<b>\$ 3,590</b>	<b>\$ 4,710</b>	<b>\$ 3,968</b>

At December 31, 2025 and 2024, there are \$3.5 million and \$4.6 million, respectively, of unrecognized tax benefits that if recognized would affect the annual effective tax rate.

At December 31, 2025 and 2024, we have accrued interest and penalties related to unrecognized tax benefits of approximately \$0.4 million and \$0.6 million, respectively.

As of December 31, 2025, the liability for unrecognized tax benefits includes certain tax uncertainties related to tax positions in various state jurisdictions and research tax credits. We believe it is not reasonably possible that the unrecognized tax benefits will significantly change during the next twelve months.

We file federal and state income tax returns with varying statutes of limitations. The 2022 through 2025 tax years generally remain open and subject to examination by federal tax authorities. The 2021 through 2025 tax years generally remain open and subject to examination by the state tax authorities.

**Income Taxes Paid (Refunded)**

The following table presents income taxes paid, net of refunds received for the year ended December 31, 2025:

	Year Ended December 31,
	2025
	<i>(in thousands)</i>
State taxes:	
Illinois	\$ (1,449)
New Jersey	(396)
Other	(363)
<b>Income tax paid (refunded), net</b>	<b>\$ (2,208)</b>

**Note 13—Segment Reporting**

We have evaluated how we are organized and managed and have identified one operating segment. During the year ended December 31, 2025, our chief operating decision maker was the Chief Executive Officer (the "CODM"). The CODM manages the business as a multi-service provider of lending enablement and risk analytics to automotive lenders, coupled with real-time underwriting of loan default insurance and claim administration services. The CODM reviews financial information including operating results and assets on a consolidated basis, accompanied by disaggregated information about our revenue. For information about how we derive revenue, as well as our accounting policies, refer to Note 2—*Summary of Significant Accounting and Reporting Policies*. All of our operations and assets are in the U.S., and all of our revenues are attributable to U.S. customers.

The CODM uses multiple measures of performance including consolidated net income to assess performance, evaluate cost optimization, and allocate financial, capital and personnel resources. These measures are used in the annual operating plan and forecasting process as well as ongoing decisions driven by the monthly reviews of the plan versus actual results. The measure of segment assets is reported on our Consolidated Balance Sheets as total consolidated assets.

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**Notes to Consolidated Financial Statements**

The following table sets forth significant expense categories and other specified amounts included in consolidated net income that are reviewed by the CODM, or are otherwise regularly provided to the CODM, for the years ended December 31, 2025, 2024 and 2023.

	Year ended December 31,		
	2025	2024	2023
	<i>(in thousands)</i>		
<b>Revenue</b>			
Program fees	\$ 54,340	\$ 57,040	\$ 64,092
Profit share	29,362	(43,123)	43,301
Claims administration and other service fees	9,515	10,107	10,067
<b>Total revenue</b>	<b>93,217</b>	<b>24,024</b>	<b>117,460</b>
<b>Cost of services</b>			
Partner commissions	9,486	9,482	10,732
Employee compensation and benefits	5,380	8,371	7,520
Amortization	1,150	604	77
Share-based compensation	433	624	684
Other cost of services <sup>(1)</sup>	5,106	4,774	3,269
<b>Total cost of services</b>	<b>21,555</b>	<b>23,855</b>	<b>22,282</b>
<b>Gross profit</b>	<b>71,662</b>	<b>169</b>	<b>95,178</b>
<b>Operating expenses</b>			
Employee compensation and benefits	39,032	33,661	30,719
Professional fees	7,482	9,127	8,468
Share-based compensation	6,610	8,053	8,808
IT services	3,909	4,357	4,149
Depreciation and amortization	1,260	1,070	1,082
Other <sup>(2)</sup>	18,375	9,279	12,877
<b>Total operating expenses</b>	<b>76,668</b>	<b>65,547</b>	<b>66,103</b>
<b>Operating income (loss)</b>	<b>(5,006)</b>	<b>(65,378)</b>	<b>29,075</b>
<b>Other income (expense)</b>			
Interest expense	(9,662)	(11,317)	(10,661)
Interest income	9,317	12,090	10,335
Other income (expense), net	(18)	—	109
<b>Total other expense, net</b>	<b>(363)</b>	<b>773</b>	<b>(217)</b>
Income (loss) before income taxes	(5,369)	(64,605)	28,858
Income tax expense (benefit)	(1,133)	70,405	6,788
<b>Net income (loss)</b>	<b>\$ (4,236)</b>	<b>\$ (135,010)</b>	<b>\$ 22,070</b>

<sup>(1)</sup> Other cost of services primarily consists of costs incurred to third party partners for partner commissions, fees paid for actuarial services, fees for integration with the loan origination system of automotive lenders and fees paid to credit bureaus and data service providers.

<sup>(2)</sup> Other operating expenses includes marketing expenses, insurance expenses, travel expenses, meals and entertainment expenses, facilities expenses and business development expenses. In addition, the year ended December 31, 2025 includes a one-time payment of \$11.0 million made in connection with the Allied Amendment.

**Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure.**

None.

**Item 9A. Controls and Procedures.**

***Disclosure Controls and Procedures***

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the rules and forms of the SEC. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, regardless of how well they were designed and are operating, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of the end of the period covered by this Annual Report, our chief executive officer and chief financial officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

***Management’s Report on the Effectiveness of Internal Control over Financial Reporting***

Our management is responsible for establishing and maintaining adequate internal control over our financial reporting. Internal control over financial reporting is defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Exchange Act as a process designed by, or under the supervision of, our principal executive and principal financial and accounting officers 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 GAAP. Our internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect our 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 our 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 unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Management, with the participation of our principal executive and principal financial and accounting officers, assessed the effectiveness of our internal control over financial reporting as of December 31, 2025. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) in its 2013 Internal Control — Integrated Framework. Based on this assessment, our management has concluded that, as of December 31, 2025, our internal control over financial reporting is effective based on those criteria.

This Annual Report does not include an attestation report of our independent registered public accounting firm on the Company’s internal control over financial reporting. As a non-accelerated filer and smaller reporting company, management’s report was not subject to attestation by the Company’s registered public accounting firm pursuant to SEC rules that permit us to provide only management’s report on internal control over financial reporting in this Annual Report on Form 10-K.

***Changes in Internal Control over Financial Reporting***

There were no changes in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(f) or 15d-15(f) of the Exchange Act during the period covered by this Annual Report, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B. Other Information.**

***Insider Trading Arrangements***

During the three months ended December 31, 2025, no director or officer of the Company adopted, modified, or terminated a “Rule 10b5-1 trading arrangement” or “non-Rule 10b5-1 trading arrangement” as each term is defined in Item 408(a) of Regulation S-K.

**Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.**

None.

## Part III

### **Item 10. Directors, Executive Officers and Corporate Governance.**

The information required by this item is set forth under the captions “*Board of Directors and Corporate Governance*,” and “*Executive Officers*” in the 2026 Proxy Statement.

The Company has insider trading policies and procedures that govern the purchase, sale and other disposition of its securities by directors, officers, and employees, as well as by the Company itself. We believe these policies and procedures are reasonably designed to promote compliance with insider trading laws, rules, and regulations and applicable listing standards. The Company’s Statement of Company Policy on Insider Trading and Disclosure is filed with this Annual Report as Exhibit 19.1, and the Company’s Special Trading Procedures for Insiders are filed with this Annual Report as Exhibit 19.2.

### **Item 11. Executive Compensation.**

The information required by this item is set forth under the caption “*Executive Compensation*” in the 2026 Proxy Statement.

### **Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.**

The information required by this item is set forth under the caption “*Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters*” in the 2026 Proxy Statement.

### **Item 13. Certain Relationships and Related Transactions, and Director Independence.**

The information required by this item is set forth under the caption “*Certain Relationships and Related Person Transactions*” in the 2026 Proxy Statement.

### **Item 14. Principal Accountant Fees and Services.**

The information required by this item is set forth under the caption “*Ratification of the Selection of Independent Registered Public Accounting Firm*” in the 2026 Proxy Statement.

**PART IV****Item 15. Exhibit and Financial Statement Schedules.****(a) The following documents are filed as part of this report.****(1) Financial Statements**

Our consolidated financial statements are included in Part II, Item 8 of this Annual Report.

**(2) Financial Statement Schedules**

All financial statement schedules are omitted because they are not applicable or the required information is included in the consolidated financial statements or notes thereto.

**(3) Exhibits**

The exhibits listed in (b) are filed or incorporated by reference as part of this Annual Report.

**(b) Exhibits**

<b>Number</b>	<b>Description</b>
3.1	<a href="#">Amended and Restated Certificate of Incorporation of Open Lending Corporation (incorporated by reference to Exhibit 3.1 to Open Lending Corporation's Current Report on Form 8-K filed June 15, 2020).</a>
3.2	<a href="#">Amended and Restated Bylaws of Open Lending Corporation (incorporated by reference to Exhibit 3.2 to Open Lending Corporation's Current Report on Form 8-K filed June 15, 2020).</a>
4.1	<a href="#">Description of Registrant's Securities (incorporated by reference to Exhibit 4.4 to Open Lending Corporation's Annual Report on Form 10-K filed March 16, 2021).</a>
10.1	<a href="#">Investor Rights Agreement, dated as of June 10, 2020, by and among Nebula Parent Corp., the parties listed as Investors herein, Bregal Sagemount I, L.P., solely for the purposes of Section 8.1, and Open Lending, LLC (incorporated by reference to Exhibit 10.8 to Open Lending Corporation's Current Report on Form 8-K filed June 15, 2020).</a>
10.2	<a href="#">Credit Agreement, dated as of March 19, 2021, by and among Open Lending Corporation, the Administrative Agent and the financial institutions party thereto as lenders (incorporated by reference to Exhibit 10.1 to Open Lending Corporation's Current Report on Form 8-K filed March 25, 2021).</a>
10.3	<a href="#">First Amendment to Credit Agreement, dated as of September 9, 2022, by and among Open Lending Corporation as borrower, certain subsidiaries of Open Lending Corporation as guarantors, the financial institutions party thereto as lenders and Wells Fargo Bank, N.A., as administrative agent for the lenders (incorporated by reference to Exhibit 10.1 to Open Lending Corporation's Current Report on Form 8-K filed September 15, 2022).</a>
10.4	<a href="#">2020 Stock Option and Incentive Plan (incorporated by reference to Annex E of Nebula Acquisition Corp.'s Registration Statement on Form S-4 (Reg. No. 333-237264), filed with the SEC on May 20, 2020).</a>
10.5	<a href="#">Form of Restricted Stock Unit Award Agreement for Non-Employee Directors under the 2020 Stock Option and Incentive Plan (incorporated by reference to Exhibit 10.3 to Open Lending Corporation's Registration Statement on Form S-8 (Reg. No. 333-250999), filed with the SEC on November 27, 2020).</a>
10.6	<a href="#">Form of Restricted Stock Unit Award Agreement under the 2020 Stock Option and Incentive Plan (incorporated by reference to Exhibit 10.4 to Open Lending Corporation's Registration Statement on Form S-8 (Reg. No. 333-250999), filed with the SEC on November 27, 2020).</a>
10.7	<a href="#">Form of Incentive Stock Option Agreement under the 2020 Stock Option and Incentive Plan (incorporated by reference to Exhibit 10.5 to Open Lending Corporation's Registration Statement on Form S-8 (Reg. No. 333-250999), filed with the SEC on November 27, 2020).</a>

- 10.8 [Form of Non-Qualified Stock Option Agreement for Non-Employee Directors under the 2020 Stock Option and Incentive Plan \(incorporated by reference to Exhibit 10.6 to Open Lending Corporation's Registration Statement on Form S-8 \(Reg. No. 333-250999\), filed with the SEC on November 27, 2020\).](#)
- 10.9 [Form of Non-Qualified Stock Option Agreement for Company Employees under the 2020 Stock Option and Incentive Plan \(incorporated by reference to Exhibit 10.7 to Open Lending Corporation's Registration Statement on Form S-8 \(Reg. No. 333-250999\), filed with the SEC on November 27, 2020\).](#)
- 10.10 [Form of Director Indemnification Agreement \(incorporated by reference to Exhibit 10.12 to Open Lending Corporation's Current Report on Form 8-K filed June 15, 2020\).](#)
- 10.11 [Form of Officer Indemnification Agreement \(incorporated by reference to Exhibit 10.11 to Open Lending Corporation's Current Report on Form 8-K filed June 15, 2020\).](#)
- 10.12 [Employment Agreement by and between the Company and Charles D. Jehl, dated August 28, 2020 \(incorporated by reference to Exhibit 10.3 to Open Lending Corporation's Current Report on Form 8-K filed August 31, 2020\).](#)
- 10.13 [First Amendment to Employment Agreement by and between the Company and Charles D. Jehl, dated November 5, 2020 \(incorporated by reference to Exhibit 10.3 to Open Lending Corporation's Current Report on Form 8-K filed November 12, 2020\).](#)
- 10.14 [Second Amendment to Employment Agreement by and between the Company and Charles D. Jehl, dated March 22, 2024 \(incorporated by reference to Exhibit 10.2 to Open Lending Corporation's Current Report on Form 8-K filed March 25, 2024\).](#)
- 10.15 [Amended and Restated Employment Agreement by and between Open Lending Corporation and Charles D. Jehl, dated September 11, 2024 \(incorporated by reference to Exhibit 10.1 to Open Lending Corporation's Current Report on Form 8-K filed September 12, 2024\).](#)
- 10.16 [Transition Services Agreement by and between the Company and Charles D. Jehl, dated March 31, 2025 \(incorporated by reference to Exhibit 10.2 to Open Lending Corporation's Current Report on Form 8-K filed March 31, 2025\).](#)
- 10.17 [Employment Agreement by and between Open Lending Corporation and Jessica Buss, dated March 31, 2025 \(incorporated by reference to Exhibit 10.1 to Open Lending Corporation's Current Report on Form 8-K filed March 31, 2025\).](#)
- 10.18 [Offer Letter by and between Open Lending Corporation and Michelle Glasl, dated March 31, 2025 \(incorporated by reference to Exhibit 10.3 to Open Lending Corporation's Current Report on Form 8-K filed March 31, 2025\).](#)
- 10.19 [Employment Agreement by and between Open Lending Corporation and Massimo Monaco, dated July 21, 2025 \(incorporated by reference to Exhibit 10.1 to Open Lending Corporation's Current Report on Form 8-K filed July 24, 2025\).](#)
- 10.20 [Offer Letter by and between the Company and Ben Massey, dated October 6, 2025 \(incorporated by reference to Exhibit 10.1 to Open Lending Corporation's Current Report on Form 8-K filed October 7, 2025\).](#)
- 10.21 [Separation Agreement by and between the Company and Matthew R. Roe, dated December 2, 2025 \(incorporated by reference to Exhibit 10.1 to Open Lending Corporation's Current Report on Form 8-K filed December 5, 2025\).](#)
- 10.22 [Senior Executive Cash Incentive Bonus Plan \(incorporated by reference to Exhibit 10.4 to Open Lending Corporation's Current Report on Form 8-K filed November 12, 2020\).](#)
- 10.23 [Third Amended and Restated Non-Employee Director Compensation Policy \(incorporated by reference to Exhibit 10.15 to Open Lending Corporation's Annual Report on Form 10-K filed March 31, 2025\).](#)
- 10.24\* [Executive Severance and Change in Control Policy.](#)

10.25	<a href="#">Cooperation Agreement, dated as of March 6, 2026, by and among Open Lending Corporation, Palogic Value Management, L.P., Palogic Value Fund, L.P. and Palogic Capital Management, LLC (incorporated by reference to Exhibit 10.1 to Open Lending Corporation's Current Report on Form 8-K filed March 6, 2026).</a>
21.1*	<a href="#">List of Significant Subsidiaries.</a>
23.1*	<a href="#">Consent of Ernst &amp; Young, LLP.</a>
31.1*	<a href="#">Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
31.2*	<a href="#">Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
32.1**	<a href="#">Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. § 1350).</a>
97.1	<a href="#">Open Lending Corporation Clawback Policy (incorporated by reference to Exhibit 97.1 to Open Lending Corporation's Annual Report on Form 10-K filed February 28, 2024).</a>
101*	The following materials from Open Lending Corporation's Annual Report on Form 10-K for the year ended December 31, 2025, formatted in iXBRL (Inline eXtensible Business Reporting Language): <ul style="list-style-type: none"><li>(i) Consolidated Balance Sheets</li><li>(ii) Consolidated Statements of Operations</li><li>(iii) Consolidated Statements of Stockholder's Equity</li><li>(iv) Consolidated Statements of Cash Flows</li><li>(v) Notes to Consolidated Financial Statements</li></ul>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).
*	Filed herewith.
**	Furnished herewith.

**Item 16. Form 10-K Summary.**

None.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

March 12, 2026

OPEN LENDING CORPORATION

/s/ Jessica Buss

\_\_\_\_\_  
Jessica Buss

Chief Executive Officer  
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Jessica Buss Jessica Buss	Chief Executive Officer and Director (Principal Executive Officer)	March 12, 2026
/s/ Massimo Monaco Massimo Monaco	Chief Financial Officer (Principal Financial and Accounting Officer)	March 12, 2026
/s/ Abhijit Chaudhary Abhijit Chaudhary	Director	March 12, 2026
/s/ Eric A. Feldstein Eric A. Feldstein	Director	March 12, 2026
/s/ Blair J. Greenberg Blair J. Greenberg	Director	March 12, 2026
/s/ Todd Hart Todd Hart	Director	March 12, 2026
/s/ Thomas K. Hegge Thomas K. Hegge	Director	March 12, 2026
/s/ Charles D. Jehl Charles D. Jehl	Director	March 12, 2026

## OPEN LENDING CORPORATION

### Executive Severance and Change in Control Policy

#### I. PURPOSE

This Executive Severance Policy (this “Policy”) has been established by the Company on February 18, 2026 (the “Effective Date”) to provide Participants with the opportunity to receive severance benefits in the event of certain terminations of employment. The purpose of this Policy is to attract and retain qualified executives. This Policy is intended to be a top hat welfare benefit plan under the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

Capitalized terms used but not otherwise defined herein have the meanings set forth in Article II.

#### II. DEFINITIONS

“Administrator” means the Compensation Committee or any committee thereof duly authorized by the Board to administer this Policy.

“Base Salary” means the annual base salary in effect as of the date of the Participant’s Qualifying Termination or Change in Control Termination (determined prior to any reduction thereof if such reduction was the basis for the Participant’s termination for Good Reason).

“Board” means the Board of Directors of the Company.

“Cause” means any of the following:

(a) conduct by the Participant constituting a material act of misconduct in connection with the performance of the Participant’s duties, including, without limitation, (i) willful failure or refusal to perform material responsibilities that have been requested by the CEO or other duly authorized or supervising executive, (ii) dishonesty to the CEO or other supervising executive with respect to any material matter, or (iii) misappropriation of funds or property of the Company or any of its subsidiaries or affiliates other than the occasional, customary and *de minimis* use of Company property for personal purposes;

(b) the commission by the Participant of, or plea of guilty or no lo contendere to, (i) any felony or (ii) a misdemeanor involving moral turpitude, deceit, dishonesty or fraud;

(c) any conduct by the Participant, regardless of whether or not in the course of the Participant’s employment, that would reasonably be expected to result in material injury or material reputational harm to the Company or any of its subsidiaries and affiliates if the Participant were to continue to be employed in the Participant’s position;

(d) continued unsatisfactory performance or non-performance by the Participant of the Participant’s duties hereunder (other than by reason of the Participant’s physical or mental

illness, incapacity or disability) that has continued for more than 30 days following written notice of such unsatisfactory performance or non-performance from the CEO;

(e) a breach by the Participant of any fiduciary duty and/or duty of loyalty to the Company or any of its subsidiaries or affiliates;

(f) a material violation by the Participant of the Company's written employment policies (including, but not limited to, any violation of any written equal employment opportunity policy or any written policy prohibiting discrimination, harassment or retaliation) or corporate governance policies; or

(g) the Participant's failure to cooperate with a bona fide internal investigation or an investigation by regulatory or law enforcement authorities after being instructed by the Company to cooperate, or the willful destruction or failure to preserve documents or other materials known to be relevant to such investigation or the inducement of others to fail to cooperate or to produce documents or other materials in connection with such investigation.

"CEO" means the Chief Executive Officer of the Company.

"Change in Control" means a "Sale Event" as defined in the Company's 2020 Stock Option and Incentive Plan as of the Effective Date.

"Change in Control Termination" means the termination of a Participant's employment either (a) by the Company without Cause; or (b) by the Participant for Good Reason, in each case immediately prior to or within twelve (12) months after the occurrence of the first event constituting a Change in Control.

"COBRA" means the Consolidated Omnibus Budget Reconciliation Act of 1985.

"Code" means the Internal Revenue Code of 1986, as amended. Any reference to a section of the Code shall be deemed to include a reference to any regulations promulgated thereunder.

"Company" means Open Lending Corporation, a Delaware corporation, and any successor thereto.

"Compensation Committee" means the Compensation Committee of the Board.

"Effective Date" has the meaning set forth in Article I.

"Eligible Employee" means (a) any full-time employee of the Company who is an executive officer of the Company and (b) any other full-time employee of the Company who is designated by the CEO as a key employee who should be eligible to participate in this Policy. Eligible Employees shall be limited to a select group of management or highly compensated employees within the meaning of Sections 201, 301, and 404 of ERISA.

"ERISA" has the meaning set forth in Article I.

“Exchange Act” means the Securities and Exchange Act of 1934, as amended.

“Good Reason” means that the Participant has complied with and completed all steps of the Good Reason Process following the occurrence of any of the following events without the Participant’s consent (each a “Good Reason Condition”):

(a) a material diminution in the Participant’s responsibilities, authority or duties;

(b) a material diminution in the Participant’s annual base salary, except for across-the-board salary reductions based on the Company’s financial performance similarly affecting all or substantially all senior management employees of the Company;

(c) a requirement that the Participant work primarily from an office or geographic location that is beyond a 50-mile radius from the office or geographic location at which the Participant primarily provides services to the Company; or

(d) the Company’s failure to obtain an agreement from any successor to the Company to assume and agree to perform the obligations under this Policy in the same manner and to the same extent that the Company would be required to perform, except where such assumption occurs by operation of law.

“Good Reason Process” means and consists of the following steps:

(a) the Participant reasonably determines in good faith that a Good Reason Condition has occurred;

(b) the Participant notifies the Company in writing of Participant learning of the first occurrence of the Good Reason Condition within 60 days of the first occurrence of such condition; and

(c) the Participant cooperates in good faith with the Company’s efforts, for a period of not less than 30 days following such notice (the “Cure Period”), to remedy the Good Reason Condition; (d) notwithstanding such efforts, the Good Reason Condition continues to exist; and (e) the Participant terminates the Participant’s employment within 30 days after the end of the Cure Period. If the Company cures the Good Reason Condition during the Cure Period, Good Reason shall be deemed not to have occurred.

“Participant” has the meaning set forth in Section 3.01.

“Participation Agreement” has the meaning set forth in Section 3.01.

“Policy” has the meaning set forth in Article I.

“Qualifying Termination” means the termination of a Participant’s employment either (a) by the Company without Cause; or (b) by the Participant for Good Reason, in each case other than a termination of employment that qualifies as a Change in Control Termination.

“Separation Agreement” has the meaning set forth in Section 6.01.

“Specified Employee Payment Date” has the meaning set forth in Section 9.13(b).

### III. PARTICIPATION

**Section 3.01 Participants.** The Administrator shall designate and provide written notice to each Eligible Employee chosen by the Administrator to participate in this Policy. An Eligible Employee who executes such written notice (a “Participation Agreement”) shall be a “Participant” for purposes of this Policy.

### IV. SEVERANCE

**Section 4.01 Severance Upon a Qualifying Termination.** If a Participant experiences a Qualifying Termination, then, subject to Article VI, the Company will provide the Participant with the following:

(a) the Company shall pay the Participant an amount equal to six (6) months of the Participant’s Base Salary, which amount shall be paid in substantially equal installments in accordance with the Company’s payroll practice over six (6) months commencing within 60 days after the date of the Qualifying Termination; and

(b) if the Qualifying Termination occurs following the conclusion of the performance period applicable to the Participant’s annual incentive compensation provided pursuant to the Company’s Senior Executive Cash Incentive Bonus Plan (the “Senior Bonus Plan”), the Company shall pay the Participant an amount equal to the annual incentive compensation the Participant would have received had the Participant been employed by the Company on the applicable payment date at the same time annual incentive compensation amounts under the Senior Bonus Plan for such performance period are paid to other participants, to the extent not previously paid.

(c) The amount payable under Section 4.01(a) above shall be paid or commence to be paid within 60 days after the Qualifying Termination; provided, however, that if the 60-day period begins in one calendar year and ends in a second calendar year, such amount shall begin to be paid in the second calendar year by the last day of such 60-day period to the extent that any such amount constitutes nonqualified deferred compensation for purposes of Section 409A of the Code; provided, further, that the initial payment shall include a catch-up payment to cover amounts retroactive to the day immediately following the date of the Qualifying Termination.

**Section 4.02 Severance Upon a Change in Control Termination.** If a Participant experiences a Change in Control Termination, then, subject to Article VI, the Company will provide the Participant with the following:

(a) the Company shall pay the Participant a lump sum amount in cash equal to the sum of (i) twelve (12) months of the Participant’s Base Salary plus (ii) the Participant’s annual incentive compensation provided pursuant to the Senior Bonus Plan for the year in which the Change in Control Termination occurs, based on the attainment of the actual level of performance as determined by the Board or the Compensation Committee immediately prior to the date of the Change in Control and extrapolated for the remainder of the fiscal year in which the Change in Control occurs or, if higher, the Participant’s target incentive compensation (as specified by the Board or the

Compensation Committee) for the then current year if such termination of employment occurs during the first half of the year, which such amount shall be paid on the applicable payment date at the same time annual incentive compensation amounts under the Senior Bonus Plan for such performance period are paid to other participants;

(b) if the Change in Control Termination occurs following the conclusion of the performance period applicable to the Participant's annual incentive compensation provided pursuant to the Senior Bonus Plan, the Company shall pay the Participant an amount equal to the annual incentive compensation the Participant would have received had the Participant been employed by the Company on the applicable payment date at the same time annual incentive compensation amounts under the Senior Bonus Plan for such performance period are paid to other participants, to the extent not previously paid; and

(c) if the Participant was participating in the Company's group health, dental and/or vision plans immediately prior to the date of the Qualifying Termination and properly elects to continue health coverage under COBRA, then, subject to the Participant's copayment of the premium amounts at the applicable active employees' rate, the Company shall pay to the group health plan provider, the COBRA provider or the Participant a monthly payment equal to the monthly employer contribution that the Company would have made to provide health insurance to the Participant if the Participant had remained employed by the Company until the earliest of the following: (i) the twelve- (12) month anniversary of the date of the Qualifying Termination; (ii) the Participant's eligibility for group medical plan benefits under any other employer's group medical plan or otherwise through other employment; or (iii) the cessation of the Participant's continuation coverage rights under COBRA. Notwithstanding the foregoing, if the Company determines at any time that its payments pursuant to this paragraph may be taxable income to the Participant or that it cannot pay such amounts to the group health plan provider or the COBRA provider (if applicable) without potentially violating applicable law (including, without limitation, Section 2716 of the Public Health Service Act), then the Company may convert such payments to payroll payments directly to the Participant for the time period specified above; and such payments shall be subject to tax-related deductions and withholdings and shall be paid on the Company's regular payroll dates. Any other premiums or costs of COBRA continuation coverage not provided above (including, without limitation, for any COBRA coverage after the time period set forth above) shall be at the sole expense of the Participant.

(d) The amounts payable under Sections 4.02(a) and 4.02(c) above shall be paid or commence to be paid within 60 days after the Change in Control Termination; provided, however, that if the 60-day period begins in one calendar year and ends in a second calendar year, such amount shall be paid or begin to be paid in the second calendar year by the last day of such 60-day period to the extent that any such amount constitutes nonqualified deferred compensation for purposes of Section 409A of the Code. To the extent, if any, that provisions of this section affect the time or form of payment of any amount which constitutes nonqualified deferred compensation under Section 409A of the Code, then to the extent required to avoid accelerated taxation and/or tax penalties under Section 409A of the Code, if a Change in Control does not constitute a change in control event within the meaning of Section 409A of the Code and Treas. Reg. §1.409A-3(i)(5) (or any successor thereto), the time and form (but not the amount) of payment shall be the time and form that would have been applicable in the absence of a Change in Control.

## V. EQUITY AWARDS

**Section 5.01 Equity Awards.** This Policy does not affect the terms of any outstanding equity awards. The treatment of any outstanding equity awards shall be determined in accordance with the terms of the Company equity plan or plans under which they were granted and any applicable award agreements.

## VI. CONDITIONS

**Section 6.01 Conditions.** A Participant's entitlement to any severance benefits under Article IV will be subject to the Participant timely executing (and not revoking) a separation agreement and release (the "Separation Agreement") in substantially the form set forth in Exhibit A hereto, and such Separation Agreement becoming irrevocable, all within 60 days after the last day of Participant's employment with the Company.

## VII. CLAIMS PROCEDURES

**Section 7.01 Initial Claims.** A Participant who believes that they are eligible for a payment under this Policy that has not been received may submit a written claim for benefits to this Policy within 60 days after the Participant's Qualifying Termination. Claims should be addressed and sent to the Administrator.

If the Participant's claim is denied, in whole or in part, the Participant will be furnished with written notice of the denial within 90 days after the Administrator's receipt of the Participant's written claim, unless special circumstances require an extension of time for processing the claim, in which case a period not to exceed 180 days will apply. If such an extension of time is required, written notice of the extension will be furnished to the Participant before the termination of the initial 90-day period and will describe the special circumstances requiring the extension, and the date on which a decision is expected to be rendered. Written notice of the denial of the Participant's claim will contain the following information:

- (a) the specific reason or reasons for the denial of the Participant's claim;
- (b) references to the specific Plan provisions on which the denial of the Participant's claim was based;
- (c) a description of any additional information or material required by the Administrator to reconsider the Participant's claim (to the extent applicable) and an explanation of why such material or information is necessary; and
- (d) a description of this Policy's review procedures and time limits applicable to such procedures, including a statement of the Participant's right to bring a civil action under Section 502(a) of ERISA following a benefit claim denial on review.

**Section 7.02 Appeal of Denied Claims.** If the Participant's claim is denied and they wish to submit a request for a review of the denied claim, the Participant or their authorized representative must follow the procedures described below:

- (a) Upon receipt of the denied claim, the Participant (or their authorized representative) may file a request for review of the claim in writing with the Administrator. This request for review must be filed no later than 60 days after the Participant has received written notification of the denial.

(b) The Participant has the right to submit in writing to the Administrator any comments, documents, records or other information relating to their claim for benefits.

(c) The Participant has the right to be provided with, upon request and free of charge, reasonable access to and copies of all pertinent documents, records and other information that is relevant to their claim for benefits.

(d) The review of the denied claim will take into account all comments, documents, records and other information that the Participant submitted relating to their claim, without regard to whether such information was submitted or considered in the initial denial of their claim.

**Section 7.03 Administrator's Response to Appeal.** The Administrator will provide the Participant with written notice of its decision within 60 days after the Administrator's receipt of the Participant's written claim for review. There may be special circumstances which require an extension of this 60-day period. In any such case, the Administrator will notify the Participant in writing within the 60-day period and the final decision will be made no later than 120 days after the Administrator's receipt of the Participant's written claim for review. The Administrator's decision on the Participant's claim for review will be communicated to the Participant in writing and will clearly state:

(a) the specific reason or reasons for the denial of the Participant's claim;

(b) reference to the specific Plan provisions on which the denial of the Participant's claim is based;

(c) a statement that the Participant is entitled to receive, upon request and free of charge, reasonable access to, and copies of, this Policy and all documents, records, and other information relevant to their claim for benefits; and

(d) a statement describing the Participant's right to bring an action under Section 502(a) of ERISA.

**Section 7.04 Exhaustion of Administrative Remedies.** The exhaustion of these claims procedures is mandatory for resolving every claim and dispute arising under this Policy. As to such claims and disputes:

(a) no claimant shall be permitted to commence any legal action to recover benefits or to enforce or clarify rights under this Policy under Section 502 or Section 510 of ERISA or under any other provision of law, whether or not statutory, until these claims procedures have been exhausted in their entirety; and

(b) in any such legal action, all explicit and implicit determinations by the Administrator (including, but not limited to, determinations as to whether the claim, or a request for a review of a denied claim, was timely filed) shall be afforded the maximum deference permitted by law.

**Section 7.05 Arbitration of Disputes.**

(a) Any controversy or claim arising out of or relating to this Policy shall, to the fullest extent permitted by law, be settled by arbitration in any forum and form agreed upon by the parties or, in the absence of such an agreement, under the auspices of the JAMS in Austin, Texas in accordance with the JAMS Employment Arbitration Rules and Procedures (currently available at [www.jamsadr.com/rules-employment-arbitration](http://www.jamsadr.com/rules-employment-arbitration)) (the

“JAMS Rules”), including, but not limited to, the rules and procedures applicable to the selection of arbitrators. If any person or entity other than the Participant or the Company may be a party with regard to any such controversy or claim, such controversy or claim shall be submitted to (or compelled to) arbitration subject to such other person or entity’s consent or agreement. The Participant understands and agrees that the Participant may only bring claims in the Participant’s individual capacity, and not as a plaintiff or class member in any purported class or collective action or proceeding or any purported representative action proceeding. The Participant further understands and agrees that the Company and the Participant are waiving and giving up any right they may have to a jury trial on all claims they may have against each other. Judgment upon the award rendered by the arbitrator may be entered in any court having jurisdiction thereof. This Section 7.05 shall be specifically enforceable. Notwithstanding the foregoing, this Section 7.05 shall not preclude either party from pursuing a court action for the sole purpose of obtaining a temporary restraining order or a preliminary injunction in circumstances in which such relief is appropriate; provided that any other relief shall be pursued through an arbitration proceeding pursuant to this Section 7.05.

(b) If the Participant initiates a claim in arbitration, the Participant shall be required to pay any applicable initial arbitration filing fee which, if such arbitration is administered by JAMS, shall be to the extent provided by the JAMS Rules (and include the JAMS initial case management fee); provided, however, that such fees will be capped at the lesser of the applicable fees required under the JAMS Rules or the amount the Participant would have been charged by a court in the Participant’s state of residence to file a judicial complaint for the same claims in court. The Company shall be responsible for any employer/Company filing or case management fee (including any remaining balance of the individual/employee filing/case management fee above the cap) and any other fees or costs charged by JAMS and the arbitrator. However, to the extent permissible under law and following or as part of the arbitrator’s ruling on the matter, the arbitrator may rule that the arbitration fees and costs be distributed or apportioned in an alternative manner. Each party shall be entitled to be represented by its own independent attorneys in connection with any arbitration hereunder, and each party shall pay its own attorneys’ fees and costs; provided, however, if any party prevails on a statutory or contractual claim that affords the prevailing party attorneys’ fees or costs, the arbitrator may award reasonable attorneys’ fees and costs to the prevailing party to the extent permitted by law.

## VIII. ADMINISTRATION, AMENDMENT AND TERMINATION

**Section 8.01 Administration.** The Administrator has the exclusive right, power and authority, in its sole and absolute discretion, to administer and interpret this Policy. The Administrator has all powers reasonably necessary to carry out its responsibilities under this Policy including (but not limited to) the sole and absolute discretionary authority to:

- (a) administer this Policy according to its terms and to interpret Plan provisions;
- (b) resolve and clarify inconsistencies, ambiguities, and omissions in this Policy and among and between this Policy and other related documents;
- (c) take all actions and make all decisions regarding questions of eligibility for benefits, and benefit amounts;

- (d) make, amend, interpret, and enforce all appropriate rules and regulations for the administration of this Policy;
- (e) process and approve or deny all initial claims for benefits; and
- (f) decide or resolve any and all questions, including benefit eligibility determinations and interpretations of this Policy, as may arise in connection with this Policy.

The decision of the Administrator on any disputes arising under this Policy, including (but not limited to) questions of construction, interpretation and administration shall be final, conclusive and binding on all persons having an interest in or under this Policy. Any determination made by the Administrator shall be given deference in the event the determination is subject to judicial review and shall be overturned by a court of law only if it is arbitrary and capricious.

**Section 8.02 Amendment and Termination.** The Company reserves the right to amend or terminate this Policy at any time, by providing at least 30 days' advance written notice to each Participant; provided that no such amendment or termination that has the effect of reducing or diminishing the right of any Participant who has signed a Participation Agreement will be effective without the written consent of such Participant.

## **IX. GENERAL PROVISIONS**

**Section 9.01 At-Will Employment.** This Policy does not alter the status of each Participant as an at-will employee of the Company. Nothing contained herein shall be deemed to give any Participant the right to remain employed by the Company or to interfere with the rights of the Company to terminate the employment of any Participant at any time, with or without Cause.

**Section 9.02 Effect on Other Plans, Agreements, and Benefits.** Any severance benefits payable to a Participant under this Policy will not be counted as compensation for purposes of determining benefits under any other benefit policies or plans of the Company, except to the extent expressly provided therein.

**Section 9.03 Mitigation and Offset.** If a Participant obtains other employment after a Qualifying Termination, such other employment will not affect the Participant's rights or the Company's obligations under this Policy. The Company's obligation to make the payments and provide the benefits required under this Policy will not be affected by any circumstances, including, without limitation, any set-off, counterclaim, recoupment, defense, or other rights that the Company may have against the Participant.

**Section 9.04 Severability.** The invalidity or unenforceability of any provision of this Policy shall not affect the validity or enforceability of any other provision of this Policy. If any provision of this Policy is held by a court of competent jurisdiction to be illegal, invalid, void or unenforceable, such provision shall be deemed modified, amended and narrowed to the extent necessary to render such provision legal, valid, and enforceable, and the other remaining provisions of this Policy shall not be affected but shall remain in full force and effect.

**Section 9.05 Headings and Subheadings.** Headings and subheadings contained in this Policy are intended solely for convenience and no provision of this Policy is to be construed by reference to the heading or subheading of any section or paragraph.

**Section 9.06 Unfunded Obligations.** The amounts to be paid to Participants under this Policy are unfunded obligations of the Company. The Company is not required to segregate any monies or other assets from its general funds with respect to these obligations. Participants shall not have any preference or security interest in any assets of the Company other than as a general unsecured creditor.

**Section 9.07 Successors.** This Policy will be binding upon any successor to the Company, its assets, its businesses or its interest, in the same manner and to the same extent that the Company would be obligated under this Policy if no succession had taken place. In the case of any transaction in which a successor would not by the foregoing provision or by operation of law be bound by this Policy, the Company shall require any successor to the Company to expressly and unconditionally assume this Policy in writing and honor the obligations of the Company hereunder, in the same manner and to the same extent that the Company would be required to perform if no succession had taken place. All payments and benefits that become due to a Participant under this Policy will inure to the benefit of his or her heirs, assigns, designees, or legal representatives.

**Section 9.08 Transfer and Assignment.** Neither a Participant nor any other person shall have any right to sell, assign, transfer, pledge, anticipate or otherwise encumber, transfer, hypothecate or convey any amounts payable under this Policy prior to the date that such amounts are paid, except that, in the case of a Participant's death, such amounts shall be paid to the Participant's beneficiaries.

**Section 9.09 Waiver.** Any party's failure to enforce any provision or provisions of this Policy will not in any way be construed as a waiver of any such provision or provisions, nor prevent any party from thereafter enforcing each and every other provision of this Policy.

**Section 9.10 Governing Law.** To the extent not pre-empted by federal law, this Policy shall be construed in accordance with and governed by the laws of the State of Texas without regard to conflicts of law principles. Subject to Section 7.05, any action or proceeding to enforce the provisions of this Policy will be brought only in a state or federal court located in Travis County, Texas, and each party consents to the venue and jurisdiction of such court. The parties hereby irrevocably submit to the exclusive jurisdiction of such courts and waive the defense of inconvenient forum to the maintenance of any such action or proceeding in such venue.

**Section 9.11 Clawback.** Any amounts payable under this Policy are subject to any policy (whether in existence as of the Effective Date or later adopted) established by the Company providing for clawback or recovery of amounts that were paid to the Participant. The Company will make any determination for clawback or recovery in its sole discretion and in accordance with any applicable law or regulation. By accepting any amounts payable pursuant to this Policy, the Participant agrees to fully cooperate with and assist the Company in connection with any of the Participant's obligations to the Company pursuant to such clawback policy, and agrees that the Company may enforce its rights under such clawback policy through any and all reasonable means permitted under applicable law as it deems necessary or desirable.

**Section 9.12 Withholding.** The Company shall have the right to withhold from any amount payable hereunder any Federal, state, and local taxes in order for the Company to satisfy any withholding tax obligation it may have under any applicable law or regulation.

**Section 9.13 Section 409A.**

(a) This Policy is intended to comply with Section 409A of the Code or an exemption thereunder and shall be construed and administered in accordance with Section 409A of the Code. Notwithstanding any other provision of this Policy, payments

provided under this Policy may only be made upon an event and in a manner that complies with Section 409A of the Code or an applicable exemption. Any payments under this Policy that may be excluded from Section 409A of the Code either as separation pay due to an involuntary separation from service or as a short-term deferral shall be excluded from Section 409A of the Code to the maximum extent possible. For purposes of Section 409A of the Code, each installment payment provided under this Policy shall be treated as a separate payment. Any payments to be made under this Policy upon a termination of employment shall only be made upon a “separation from service” under Section 409A of the Code. Notwithstanding the foregoing, the Company makes no representations that the payments and benefits provided under this Policy comply with Section 409A of the Code and in no event shall the Company be liable for all or any portion of any taxes, penalties, interest, or other expenses that may be incurred by a Participant on account of non-compliance with Section 409A of the Code.

(b) Notwithstanding any other provision of this Policy, if any payment or benefit provided to a Participant in connection with his or her Qualifying Termination or Change in Control Termination is determined to constitute “nonqualified deferred compensation” within the meaning of Section 409A of the Code and the Participant is determined to be a “specified employee” as defined in Section 409A(a)(2)(b)(i) of the Code, then such payment or benefit shall not be paid until the first payroll date to occur following the six-month anniversary of the Qualifying Termination or, if earlier, on the Participant’s death (the “Specified Employee Payment Date”) to the extent required to comply with Section 409A of the Code. The aggregate of any payments that would otherwise have been paid before the Specified Employee Payment Date shall be paid to the Participant in a lump sum on the Specified Employee Payment Date and thereafter, any remaining payments shall be paid without delay in accordance with their original schedule. Notwithstanding any other provision of this Policy, if any payment or benefit is conditioned on the Participant’s execution of a Separation Agreement, the first payment shall include all amounts that would otherwise have been paid to the Participant during the period beginning on the date of the Qualifying Termination and ending on the payment date if no delay had been imposed.

(c) To the extent required by Section 409A of the Code, each reimbursement or in-kind benefit provided under this Policy shall be provided in accordance with the following: (i) the amount of expenses eligible for reimbursement, or in-kind benefits provided, during each calendar year cannot affect the expenses eligible for reimbursement, or in-kind benefits to be provided, in any other calendar year; and (ii) any right to reimbursements or in-kind benefits under this Policy shall not be subject to liquidation or exchange for another benefit.

**Exhibit A**

**Form of Separation Agreement**

**List of Subsidiaries**

<b>Name of Subsidiary</b>	<b>Jurisdiction</b>	<b>Ownership</b>
Open Lending, LLC	Texas	100 %
Lenders Protection, LLC	Delaware	100 %
Insurance Administrative Services, LLC	Delaware	100 %

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-250999) pertaining to the Open Lending Corporation 2020 Stock Option and Incentive Plan of Open Lending Corporation of our report dated March 12, 2026, with respect to the consolidated financial statements of Open Lending Corporation included in this Annual Report (Form 10-K) for the year ended December 31, 2025.

/s/ Ernst & Young LLP

Austin, Texas

March 12, 2026

I, Jessica Buss, certify that:

- 1 I have reviewed this Annual Report on Form 10-K of Open Lending Corporation (the “Registrant”);
- 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 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;
- 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 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.

Date: March 12, 2026

/s/ Jessica Buss  
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 Jessica Buss  
 Chief Executive Officer  
 (Principal Executive Officer)

I, Massimo Monaco, certify that:

- 1 I have reviewed this Annual Report on Form 10-K of Open Lending Corporation (the “Registrant”);
- 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 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;
- 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 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.

Date: March 12, 2026

/s/ Massimo Monaco

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Massimo Monaco  
Chief Financial Officer  
(Principal Financial and Accounting 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 Annual Report on Form 10-K for the year ended December 31, 2025 of Open Lending Corporation, a Delaware corporation (the "Company"), as filed with the Securities and Exchange Commission on the date hereof (the "Form 10-K"), I, Jessica Buss, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (i) the Form 10-K fully complies with the requirements of section 13(a) or section 15(d) of the Securities Exchange Act of 1934, as amended; and
- (ii) the information contained in the Form 10-K fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Jessica Buss  
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Jessica Buss  
Chief Executive Officer  
(Principal Executive Officer)

Date: March 12, 2026

In connection with the Annual Report on Form 10-K for the year ended December 31, 2025 of Open Lending Corporation, a Delaware corporation (the "Company"), as filed with the Securities and Exchange Commission on the date hereof (the "Form 10-K"), I, Massimo Monaco, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (i) the Form 10-K fully complies with the requirements of section 13(a) or section 15(d) of the Securities Exchange Act of 1934, as amended; and
- (ii) the information contained in the Form 10-K fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Massimo Monaco  
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Massimo Monaco  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

Date: March 12, 2026