UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2026

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

OpenLending

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)

Registrant's telephone number, including area code: (512) 892-0400

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
		Emerging growth company	☐

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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of May 5, 2026, the registrant had 118,217,082 shares of common stock, $0.01 par value per share, outstanding.

OPEN LENDING CORPORATION
FORM 10-Q
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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

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

	March 31, 2026	December 31, 2025
Assets		
Current assets		
Cash and cash equivalents	$ 173,308	$ 176,614
Restricted cash	11,643	11,604
Accounts receivable, net	4,754	3,653
Current contract assets, net	21,561	22,186
Income tax receivable	1,003	3,214
Other current assets	5,859	5,416
Total current assets	**218,128**	**222,687**
Property and equipment, net	399	458
Capitalized software development costs, net	3,816	4,046
Operating lease right-of-use assets, net	2,850	3,063
Contract assets	2,381	2,893
Other assets	3,513	3,532
Total assets	**$ 231,087**	**$ 236,679**
Liabilities and stockholders' equity		
Current liabilities		
Accounts payable	$ 543	$ 446
Accrued expenses	5,960	8,699
Current portion of debt	7,500	7,500
Third-party claims administration liability	11,677	11,706
Current portion of excess profit share receipts	20,506	18,672
Other current liabilities	2,951	2,235
Total current liabilities	**49,137**	**49,258**
Long-term debt, net of deferred financing costs	75,444	77,266
Operating lease liabilities	2,133	2,382
Excess profit share receipts	24,767	27,574
Other liabilities	4,291	5,239
Total liabilities	**155,772**	**161,719**
Commitments and contingencies		
Stockholders' equity		
Preferred stock, $0.01 par value; 10,000,000 shares authorized, none issued and outstanding	—	—
Common stock, $0.01 par value; 550,000,000 shares authorized, 128,198,185 shares issued and 118,217,082 shares outstanding as of March 31, 2026 and 128,198,185 shares issued and 117,660,648 shares outstanding as of December 31, 2025	1,282	1,282
Additional paid-in capital	491,954	497,663
Accumulated deficit	(333,455)	(332,995)
Treasury stock at cost, 9,981,103 shares at March 31, 2026 and 10,537,537 shares at December 31, 2025	(84,466)	(90,990)
Total stockholders' equity	**75,315**	**74,960**
Total liabilities and stockholders' equity	**$ 231,087**	**$ 236,679**

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

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

	Three Months Ended March 31,	
	2026	2025
Revenue		
Program fees	$ 11,374	$ 15,210
Profit share	6,950	6,730
Claims administration and other service fees	2,167	2,453
Total revenue	**20,491**	**24,393**
Cost of services	4,854	6,084
Gross profit	**15,637**	**18,309**
Operating expenses		
General and administrative	11,585	10,898
Selling and marketing	2,918	4,382
Research and development	1,767	2,267
Total operating expenses	**16,270**	**17,547**
Operating income (loss)	**(633)**	**762**
Interest expense	(1,329)	(2,589)
Interest income	1,492	2,500
Income (loss) before income taxes	**(470)**	**673**
Income tax expense (benefit)	(10)	56
Net income (loss)	**$ (460)**	**$ 617**
Net income (loss) per common share		
Basic	$ —	$ 0.01
Diluted	$ —	$ 0.01
Weighted average common shares outstanding		
Basic	117,778	119,451
Diluted	117,778	119,629

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

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

	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Treasury Stock		Total Stockholders' Equity
	Shares	Amount	Amount	Amount	Shares	Amount	Amount
Balance as of December 31, 2025	**128,198**	**$ 1,282**	**$ 497,663**	**$ (332,995)**	**(10,538)**	**$ (90,990)**	**$ 74,960**
Share-based compensation	—	—	1,154	—	—	—	1,154
Restricted stock units issued, net of shares withheld for taxes	—	—	(6,863)	—	557	6,524	(339)
Net loss	—	—	—	(460)	—	—	(460)
Balance as of March 31, 2026	**128,198**	**$ 1,282**	**$ 491,954**	**$ (333,455)**	**(9,981)**	**$ (84,466)**	**$ 75,315**

	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Treasury Stock		Total Stockholders' Equity
	Shares	Amount	Amount	Amount	Shares	Amount	Amount
Balance as of December 31, 2024	**128,198**	**$ 1,282**	**$ 502,664**	**$ (328,759)**	**(8,848)**	**$ (97,100)**	**$ 78,087**
Share-based compensation	—	—	1,883	—	—	—	1,883
Restricted stock units issued, net of shares withheld for taxes	—	—	(6,663)	—	433	5,905	(758)
Net income	—	—	—	617	—	—	617
Balance as of March 31, 2025	**128,198**	**$ 1,282**	**$ 497,884**	**$ (328,142)**	**(8,415)**	**$ (91,195)**	**$ 79,829**

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

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

	Three Months Ended March 31,	
	2026	**2025**
Cash flows from operating activities		
Net income (loss)	$ (460)	$ 617
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Share-based compensation	1,131	1,846
Depreciation and amortization	656	544
Amortization of deferred financing cost	70	103
Non-cash operating lease cost	213	198
Other	34	144
Changes in operating assets and liabilities:		
Accounts receivable, net	(1,104)	(495)
Contract assets, net	1,131	(14,778)
Excess profit share receipts	(972)	9,000
Other current and non-current assets	(465)	70
Accounts payable	97	(600)
Accrued expenses	(2,785)	2,454
Income tax receivable, net	2,203	39
Operating lease liabilities	(218)	(185)
Third-party claims administration liability	(29)	(137)
Other current and non-current liabilities	(266)	(2,658)
Net cash used in operating activities	**(764)**	**(3,838)**
Cash flows from investing activities		
Purchase of property and equipment	—	(45)
Capitalized software development costs	(289)	(561)
Net cash used in investing activities	**(289)**	**(606)**
Cash flows from financing activities		
Payments on term loans	(1,875)	(1,875)
Shares withheld for taxes related to restricted stock units	(339)	(758)
Net cash used in financing activities	**(2,214)**	**(2,633)**
Net change in cash and cash equivalents and restricted cash	(3,267)	(7,077)
Cash and cash equivalents and restricted cash at the beginning of the period	188,218	253,924
Cash and cash equivalents and restricted cash at the end of the period	**$ 184,951**	**$ 246,847**
Supplemental disclosure of cash flow information:		
Interest paid	$ 1,263	$ 2,489
Income tax paid (refunded), net	(2,213)	16

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

OPEN LENDING CORPORATION

Notes to Condensed Consolidated Financial Statements

(Unaudited)

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

Open Lending Corporation and its subsidiaries ("Company," "we," "us" and "our"), headquartered in Austin, Texas, provides loan analytics, risk-based loan pricing, risk modeling and automated decision technology for automotive lenders throughout the United States of America (the "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 its 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.

All of our operations and assets are in the U.S., and all of our revenues are attributable to U.S. customers.

Note 2—Summary of Significant Accounting and Reporting Policies

The accompanying unaudited condensed 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. All intercompany transactions and balances have been eliminated upon consolidation.

Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with GAAP have been omitted from these condensed consolidated financial statements, as permitted by Securities and Exchange Commission ("SEC") rules and regulations. We believe the disclosures made in these condensed consolidated financial statements are adequate to make the information herein not misleading. These unaudited interim condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and related notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2025.

The interim data includes all normal adjustments that are, in our opinion, necessary for a fair statement of the results for the interim periods presented. The results of operations for the three months ended March 31, 2026 are not necessarily indicative of our operating results for any other interim period or the entire fiscal year ending December 31, 2026.

Use of Estimates and Judgments

The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts in the condensed 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.

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. 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.

	Three Months Ended March 31,	
	2026	**2025**
	(in thousands)	
Profit share		
New certified loan originations	$ 7,652	$ 7,679
Change in estimated revenues	(702)	(949)
Total profit share revenue	**$ 6,950**	**$ 6,730**

Share Repurchase Program Extension

On April 30, 2026, the Board of Directors increased the maximum aggregate amount of our previously authorized share repurchase program allowing the Company to repurchase shares of the Company's outstanding common stock (the "Share Repurchase Program") from $25.0 million to $50.0 million and extended the expiration date of the Share Repurchase Program from May 1, 2026 to May 1, 2027. 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. As of March 31, 2026, we had $20.1 million available under the Share Repurchase Program.

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 7—*Fair Value of Financial Instruments* for a summary of our financial instruments measured at fair value on a recurring basis.

Recently Issued Accounting Pronouncements Not Yet Adopted

In November 2024, the Financial Accounting Standards Board (the "FASB") issued accounting standards update ("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.

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 our 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.

OPEN LENDING CORPORATION
Notes to Condensed Consolidated Financial Statements
(Unaudited)

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

	Contract Assets			
	Profit Share	**Program Fees**	**Claims Administration and Other Service Fees**	**Total**
	(in thousands)			
Ending balance as of December 31, 2025	**$ 20,981**	**$ 2,468**	**$ 1,630**	**$ 25,079**
Increase of contract assets due to new business generation	7,652	11,333	2,167	21,152
Change in estimates of revenue from performance obligations satisfied in previous periods	(132)	—	—	(132)
Payables (receivables) transferred from contract assets	131	(11,643)	—	(11,512)
Payments received from insurance carriers	(6,808)	—	(2,287)	(9,095)
Realized losses reducing profit share payments received [1]	(3,257)	—	—	(3,257)
Transfer from excess profit share receipts liability	1,714	—	—	1,714
Provision for expected credit losses	(7)	—	—	(7)
Ending balance as of March 31, 2026	**$ 20,274**	**$ 2,158**	**$ 1,510**	**$ 23,942**

[1] 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 $3.3 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 estimates 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.

OPEN LENDING CORPORATION
Notes to Condensed Consolidated Financial Statements
(Unaudited)

The excess profit share receipts liability balance for the period indicated below was as follows:

	Profit Share
	(in thousands)
Ending balance as of December 31, 2025	**$ 46,246**
Change in estimates of revenue from performance obligations satisfied in previous periods	570
Realization of losses reducing payments received, net of payments received from insurance carriers[1]	(3,257)
Transfer from contract asset	1,714
Ending balance as of March 31, 2026	**$ 45,273**

[1] 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—Long-term Debt

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

	March 31, 2026	December 31, 2025
	(in thousands)	
Term Loan due 2027	$ 83,250	$ 85,125
Revolving credit facility	—	—
Less: unamortized deferred financing costs	(306)	(359)
Total debt	82,944	84,766
Less: current portion of debt	(7,500)	(7,500)
Total long-term debt, net of deferred financing costs	**$ 75,444**	**$ 77,266**

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., as the administrative agent, and the financial institutions party thereto, 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 March 31, 2026, the Term Loan due 2027 and the Revolving Credit Facility were both subject to an Adjusted SOFR rate of 3.800% plus a spread of 1.625% per annum. Commitment fees were accrued at 0.150% under the

Revolving Credit Facility's unused commitment balance of $150 million as of March 31, 2026. As of March 31, 2026 and December 31, 2025, the effective interest rate on the outstanding borrowings was 5.679% and 6.224%, respectively.

Unamortized deferred financing costs related to the Term Loan due 2027 and the Revolving Credit Facility were $0.3 million and $0.1 million, respectively, as of March 31, 2026.

The obligations under the Credit Agreement are guaranteed by our U.S. subsidiaries and are secured by substantially all of our assets and our 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 March 31, 2026, we were in compliance with all required covenants under the Credit Agreement.

Note 5—Income Taxes

We compute our interim provision for income taxes by applying the estimated annual effective tax rate to year-to-date income (loss) before income tax and adjust the provision for discrete tax items recorded in the period ("annual effective tax rate method"). The interim provision for income taxes and estimated annual effective tax rate are subject to volatility due to several factors, including changes in our earnings, changes to our valuation allowance, material discrete tax items and the effects of tax law changes.

For the three months ended March 31, 2026, we recognized an insignificant income tax benefit, resulting in an effective tax rate of 2.1%, as compared to income tax expense of $0.1 million and an effective tax rate of 8.3%, for the three months ended March 31, 2025. The decrease in the effective tax rate for the three months ended March 31, 2026 compared to the same period in 2025 was primarily due to the impact of the loss before income taxes for the current period.

OPEN LENDING CORPORATION
Notes to Condensed Consolidated Financial Statements
(Unaudited)

Note 6—Net Income (Loss) per Share

The following table sets forth the computation of basic and diluted net income (loss) per share attributable to common stockholders for the three months ended March 31, 2026 and 2025:

	Three Months Ended March 31,	
	2026	2025
	(in thousands, except per share data)	
Basic net income (loss) per share:		
Numerator		
Net income (loss) attributable to common stockholders	$ (460)	$ 617
Denominator		
Weighted average common shares outstanding	117,778	119,451
Basic net income (loss) per share attributable to common stockholders	**$ —**	**$ 0.01**
Diluted net income (loss) per share:		
Numerator		
Net income (loss) attributable to common stockholders	$ (460)	$ 617
Denominator		
Basic weighted average common shares outstanding	117,778	119,451
Dilutive effect of employee share awards outstanding	—	178
Diluted weighted average common shares outstanding	117,778	119,629
Diluted net income (loss) per share attributable to common stockholders	**$ —**	**$ 0.01**

The following potentially dilutive outstanding securities for the three months ended March 31, 2026 and 2025 were excluded from the computation of diluted net income (loss) per share because their effect would have been anti-dilutive for the periods presented, or issuance of such shares is contingent upon the satisfaction of certain conditions that were not satisfied by the end of the periods:

	Three Months Ended March 31,	
	2026	2025
	(in thousands)	
Stock options	3,553	123
Time-based restricted stock units	4,348	579
Performance-based restricted stock units	32	116
Total	**7,933**	**818**

Note 7—Fair Value of Financial Instruments

Assets and Liabilities Measured at Fair Value on a Recurring Basis

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

		Fair value measurement as of March 31, 2026		
	Total	Level 1	Level 2	Level 3
	(in thousands)			
Cash equivalents:				
Money market funds	$ 153,164	$ 153,164	$ —	$ —
Total	**$ 153,164**	**$ 153,164**	**$ —**	**$ —**

OPEN LENDING CORPORATION
Notes to Condensed Consolidated Financial Statements
(Unaudited)

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

The amounts reported in our Condensed 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 4 - *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 into or out of any level for the periods ended March 31, 2026 and December 31, 2025.

Note 8—Segment Reporting

We operate as one operating segment. The following table sets forth significant expense categories and other specified amounts included in consolidated net income (loss) that are reviewed by the chief operating decision maker (“CODM”), or are otherwise regularly provided to the CODM, for the three months ended March 31, 2026 and 2025.

OPEN LENDING CORPORATION
Notes to Condensed Consolidated Financial Statements
(Unaudited)

	Three Months Ended March 31,	
	2026	**2025**
	(in thousands)	
Revenue		
Program fees	$ 11,374	$ 15,210
Profit share	6,950	6,730
Claims administration and other service fees	2,167	2,453
Total revenue	**20,491**	**24,393**
Cost of services		
Employee compensation and benefits	1,061	1,526
Partner commissions	2,090	2,604
Stock-based compensation	69	102
Amortization	358	213
Other cost of services[1]	1,276	1,639
Total cost of services	**4,854**	**6,084**
Gross profit	**15,637**	**18,309**
Operating expenses		
Employee compensation and benefits	9,041	10,471
Stock-based compensation	1,062	1,744
Professional fees	2,509	2,298
IT services	1,089	980
Depreciation and amortization	298	331
Other[2]	2,271	1,723
Total operating expenses	**16,270**	**17,547**
Operating income (loss)	**(633)**	**762**
Other income (expense)		
Interest expense	(1,329)	(2,589)
Interest income	1,492	2,500
Total other income (expense), net	163	(89)
Income (loss) before income taxes	**(470)**	**673**
Income tax expense (benefit)	(10)	56
Net income (loss)	**$ (460)**	**$ 617**

[1] Other cost of services primarily consists of 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.

[2] Other operating expenses includes other non-recurring expenses, marketing expenses, insurance expenses, travel expenses, meals and entertainment expenses, facilities expenses and business development expenses.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis provides information that management believes is relevant to an assessment and understanding of Open Lending Corporation's unaudited condensed consolidated results of operations and financial condition. The discussion should be read in conjunction with the audited consolidated financial statements and notes thereto in our Annual Report on Form 10-K for the year ended December 31, 2025 (our "Annual Report"). This discussion contains forward-looking statements and involves numerous risks and uncertainties, including, but not limited to, those described under the heading "Risk Factors" in our Annual Report and elsewhere in this Quarterly Report on Form 10-Q (this "Quarterly Report"). Actual results may differ materially from those contained in any forward-looking statements. Unless the context otherwise requires, references in this "Management's Discussion and Analysis of Financial Condition and Results of Operations" is intended to mean the business and operations of Open Lending Corporation and its consolidated subsidiaries.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (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 Quarterly 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 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;
- 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.

The outcome of the events described in these forward-looking statements is subject to known and unknown risks, uncertainties and other factors described in the section titled "Risk Factors" in our Annual Report that may cause actual results to differ materially from those expressed or implied by these forward-looking statements. Accordingly, you should not place undue reliance on any forward-looking statements which are not guarantees of future results.

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

Business 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. 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 $28.5 billion in originations, and we have accumulated approximately 25 years of proprietary data and developed over two million unique risk profiles. We currently serve 447 active lenders.

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.

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-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 by targeting the financing needs of near-prime and non-prime borrowers who are underserved in the automotive finance industry.

We facilitated 21,064 certified loans during the three months ended March 31, 2026, as compared to 27,638 certified loans during the three months ended March 31, 2025.

Total revenue was $20.5 million for the three months ended March 31, 2026, as compared to $24.4 million during the three months ended March 31, 2025.

Operating loss was $0.6 million for the three months ended March 31, 2026, as compared to operating income of $0.8 million in the three months ended March 31, 2025.

Net loss was $0.5 million for the three months ended March 31, 2026, as compared to net income of $0.6 million for the three months ended March 31, 2025.

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 three months ended March 31, 2026 and 2025.

	Three Months Ended March 31,	
	2026	2025
Certified loans		
Credit unions and banks	19,000	24,215
OEM	2,064	3,423
Total certified loans	21,064	27,638
Unit economics		
Average program fees per certified loan	$ 538	$ 550
Average profit share revenue per certified loan	$ 363	$ 278
Originations		
Value of insured loans facilitated (in thousands)	$ 618,369	$ 782,901
Average loan size per certified loan	$ 29,357	$ 28,327
Active lenders		
Number of contracts signed with automotive lenders	15	18
Number of active lenders at end of period	447	443

[1] Active lenders is defined as lenders who certify at least one loan during the preceding 12 months. This number includes 3 and 11 new lenders during the three months ended March 31, 2026 and 2025, 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 $72.7 million and $81.8 million for the three months ended March 31, 2026 and 2025, 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.

Components of Results of Operations

Total Revenues

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 three months ended March 31, 2026.

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.

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, Insurance

Administrative Services, LLC, 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 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 Three Months Ended March 31, 2026 and 2025

Revenue

	Three Months Ended March 31,			
	2026	**2025**	**$ Change**	**% Change**
		($ in thousands)		
Program fees	**$ 11,374**	**$ 15,210**	**$ (3,836)**	**(25)%**
Profit share				
New certified loan originations	7,652	7,679	(27)	— %
Change in estimated revenues	(702)	(949)	247	(26)%
Total profit share	**6,950**	**6,730**	**220**	**3 %**
Claims administration and other service fees	**2,167**	**2,453**	**(286)**	**(12)%**
Total revenue	**$ 20,491**	**$ 24,393**	**$ (3,902)**	**(16)%**

Total revenue for the three months ended March 31, 2026 decreased by $3.9 million, or 16%, primarily driven by a $3.8 million decrease in program fee revenue as compared to the three months ended March 31, 2025.

Program Fees. Program fees revenue decreased by $3.8 million, or 25%, primarily driven by a 24% decrease in certified loan volume and a 2% decrease in unit economics per certified loan.

Profit Share. Profit share revenue increased by $0.2 million, or 3%, primarily due to a $0.2 million, or 26%, decrease in the negative change in estimate adjustment during the period.

During the three months ended March 31, 2026, we recorded $7.7 million in anticipated profit share associated with 21,064 new certified loans for an average of $363 per loan, as compared to $7.7 million in anticipated profit share associated with 27,638 certified loans for an average of $278 per loan during the three months ended March 31, 2025. The increase in the average revenue per loan was due to an increase in expected future profit share consideration to be received from our insurance partners on the loans certified during the period based on current estimates of loan default rates, prepayment rates and severity of losses.

In addition, during the three months ended March 31, 2026, we recorded a decrease in estimated profit share revenue of $0.7 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 due to higher than anticipated loan default rates. During the three months ended March 31, 2025, we recorded a decrease of $0.9 million in profit share revenue for changes in estimates of variable consideration of historic vintages primarily due to higher than anticipated loan defaults, partially offset by lower than anticipated prepayment rates and severity of losses.

Claims Administration and Other Service Fees. Revenue from claims administration and other service fees, which primarily represents 3% of our insurance partners' earned premium, decreased by $0.3 million, or 12%, due to a decrease in total earned premiums.

Cost of Services, Gross Profit and Gross Margin

	Three Months Ended March 31,			
	2026	2025	$ Change	% Change
	($ in thousands)			
Total revenue	**$ 20,491**	**$ 24,393**	**$ (3,902)**	**(16)%**
Cost of services	4,854	6,084	(1,230)	(20)%
Gross profit	**$ 15,637**	**$ 18,309**	**$ (2,672)**	**(15)%**
Gross margin	**76%**	**75%**		**1%**

Cost of Services. Cost of services decreased $1.2 million, or 20%, primarily due to decreases in employee compensation and benefit costs of $0.5 million, partner commissions of $0.5 million and fees paid to data service providers of $0.1 million.

Gross Profit. Gross profit decreased by $2.7 million, or 15%, primarily driven by a decrease in program fee revenue, partially offset by a decrease in cost of services as discussed above.

Operating Expenses, Operating Income (Loss) and Operating Margin

	Three Months Ended March 31,			
	2026	2025	$ Change	% Change
	($ in thousands)			
Operating expenses				
General and administrative	$ 11,585	$ 10,898	$ 687	6%
Selling and marketing	2,918	4,382	(1,464)	(33)%
Research and development	1,767	2,267	(500)	(22)%
Total operating expenses	**16,270**	**17,547**	**(1,277)**	**(7)%**
Operating income (loss)	**$ (633)**	**$ 762**	**$ (1,395)**	**(183)%**
Operating margin	**(3)%**	**3 %**		**(6)%**

General and Administrative. General and administrative expenses increased by $0.7 million, or 6%, primarily driven by non-recurring legal fees of $0.8 million and increases in other professional fees of $0.2 million, partially offset by a $0.5 million decrease in employee compensation and benefit costs primarily due to a reduction in severance expenses.

Selling and Marketing. Selling and marketing expenses decreased $1.5 million, or 33%, primarily due to decreases in employee compensation and benefit costs of $1.1 million, business development and marketing expenses of $0.2 million and travel, meals and entertainment expenses of $0.1 million.

Research and Development. Research and development expenses decreased by $0.5 million, or 22%, primarily due to a decrease in employee compensation and benefit costs.

Operating Income (Loss). Operating income decreased by $1.4 million, primarily driven by a decrease in total revenue, partially offset by decreases in cost of services and operating expenses as discussed above.

Interest Expense and Interest Income

	Three Months Ended March 31,			
	2026	2025	$ Change	% Change
	($ in thousands)			
Interest expense	$ (1,329)	$ (2,589)	$ 1,260	(49)%
Interest income	1,492	2,500	(1,008)	(40)%

Interest Expense. Interest expense decreased $1.3 million, or 49%, as a result of lower borrowing costs primarily due to a reduction in our principal balance during the period.

Interest Income. Interest income decreased $1.0 million, or 40%, primarily due to a decrease in interest earned on our cash equivalents.

Income Taxes

	Three Months Ended March 31,			
	2026	2025	$ Change	% Change
	($ in thousands)			
Income (loss) before income taxes	$ (470)	$ 673	$ (1,143)	(170)%
Income tax expense (benefit)	(10)	56	(66)	(118)%
Effective tax rate	2.1%	8.3%		(6.2)%

Income Tax Expense (Benefit). Income tax expense decreased $0.1 million, primarily due to the impact of the loss before income taxes for the current period.

Liquidity and Capital Resources

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 and the foreseeable future thereafter. 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.

The following table provides a summary of cash flow data:

	Three Months Ended March 31,	
	2026	2025
	(in thousands)	
Net cash used in operating activities	$ (764)	$ (3,838)
Net cash used in investing activities	(289)	(606)
Net cash used in financing activities	(2,214)	(2,633)

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 Condensed Consolidated Statement of Cash Flows:

	Three Months Ended March 31,	
	2026	2025
	(in thousands)	
Net income (loss)	**$ (460)**	**$ 617**
Non-cash adjustments	2,104	2,835
Change in contract assets	1,131	(14,778)
Change in excess profit share receipts	(972)	9,000
Change in other assets and liabilities	(2,567)	(1,512)
Net cash used in operating activities	**$ (764)**	**$ (3,838)**

For the three months ended March 31, 2026, net cash used in operating activities decreased by $3.1 million, primarily attributable to a $2.2 million increase in income tax refunds received during the period, increased cash collections of $1.4 million, and a $1.2 million reduction in interest expense paid. The decrease in cash used in operating activities was partially offset by a $1.0 million decrease in interest income received and $0.8 million increase in cash payments related to cost of services and operating expenses.

Cash Flows from Investing Activities

For the three months ended March 31, 2026 and 2025, net cash used in investing activities was $0.3 million and $0.6 million, respectively, primarily related to capitalized software development costs related to our cloud-based solution 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, and shares withheld to satisfy payroll tax withholding requirements associated with the vesting of restricted stock awards.

For the three months ended March 31, 2026, net cash used in financing activities was $2.2 million and includes a $1.9 million principal payment on our Term Loan due 2027 and $0.3 million for shares withheld for payroll taxes associated with the vesting of restricted stock awards.

For the three months ended March 31, 2025, net cash used in financing activities was $2.6 million and included a $1.9 million principal payment on our Term Loan due 2027 and $0.8 million for shares withheld for payroll taxes associated with the vesting of restricted stock awards.

Debt

As of March 31, 2026, we had no amounts outstanding under the Revolving Credit Facility and $82.9 million outstanding under our Term Loan due 2027. Refer to Note 4—*Long-term Debt* in the Notes to Condensed Consolidated Financial Statements for further discussion.

Share Repurchase Program Extension

On April 30, 2026, the Board of Directors increased the maximum aggregate amount of the Share Repurchase Program from $25.0 million to $50.0 million and extended the expiration date from May 1, 2026 to May 1, 2027. 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. As of March 31, 2026, we had $20.1 million available under the Share Repurchase Program.

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 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 aligns our definition with comparable companies. In addition, beginning in the quarter ended September 30, 2025, we have 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. Prior periods presented below have 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:

Adjusted EBITDA	**Three Months Ended March 31,**	
	2026	**2025**
	(in thousands, except margin data)	
Net income (loss)	**$ (460)**	**$ 617**
Non-GAAP adjustments:		
Interest (income) expense, net	(163)	89
Income tax expense (benefit)	(10)	56
Depreciation and amortization expense	656	544
Share-based compensation	1,131	1,846
Other non-recurring expense	822	—
Total adjustments	**2,436**	**2,535**
Adjusted EBITDA	**$ 1,976**	**$ 3,152**
Net income (loss) margin	**(2%)**	**3%**
Adjusted EBITDA margin	**10%**	**13%**

For the three months ended March 31, 2026, Adjusted EBITDA decreased by $1.2 million, or 37%, as compared to the three months ended March 31, 2025. The decrease in Adjusted EBITDA during the three months ended March 31, 2026 reflects the decrease in operating income, primarily driven by our reduced total revenue related to lower certified loan volume. For the three months ended March 31, 2026, the adjustment for other non-recurring expense includes certain non-recurring legal fees.

Critical Accounting Policies and Estimates

There have not been any material changes during the three months ended March 31, 2026 to the methodology applied by management for critical accounting policies previously disclosed in our Annual Report. Please refer to

"*Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies and Estimates*" in our Annual Report for further description of our critical accounting policies and estimates.

Recent Accounting Pronouncements

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

Contractual and Other Obligations

We had no material changes in our contractual commitments and obligations during the three months ended March 31, 2026 from the amounts listed under "*Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Contractual Obligations*" in our Annual Report.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Our operations include activities 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, a prolonged U.S. government shutdown, 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 or more of our insurance carriers and are unable to replace their commitments, it could have a material adverse effect on our business*" in our Annual Report.

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 obligation are variable.

As of March 31, 2026, we had outstanding amounts of $83.3 million 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 March 31, 2026. Borrowings under the Credit Agreement bear interest at a rate equal to 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 4. Controls and Procedures

Evaluation of 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 Quarterly 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 our 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 Quarterly 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.

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 Quarterly Report, that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

Except as described herein, as of the date of this Quarterly Report, we were 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 1A. Risk Factors

In addition to the other information set forth in this Quarterly Report, you should carefully consider the risk factors described in Part I, Item 1A. “Risk Factors” of our Annual Report, which could materially affect our business, financial condition or future results. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also materially and adversely affect our business, financial condition or future results. There have been no material changes in our risk factors from those described in the Annual Report.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

Insider Trading Arrangements

During the three months ended March 31, 2026, 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 6. Exhibits

Number	Description
3.1	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).
3.2	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).
10.1	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).
31.1*	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification of the Chief Executive Officer and the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. § 1350).
101*	The following financial statements from Open Lending Corporation’s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2026, formatted in iXBRL (Inline eXtensible Business Reporting Language):
	(i) Condensed Consolidated Balance Sheets
	(ii) Condensed Consolidated Statement of Operations
	(iii) Condensed Consolidated Statements of Changes in Stockholders’ Equity
	(iv) Condensed Consolidated Statements of Cash Flows
	(v) Notes to Condensed Consolidated Financial Statements
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

*	Filed herewith.
**	Furnished herewith.

SIGNATURES

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

	OPEN LENDING CORPORATION
	/s/ Jessica Buss
	Jessica Buss
May 8, 2026	Chief Executive Officer (Principal Executive Officer)
	/s/ Massimo Monaco
	Massimo Monaco
May 8, 2026	Chief Financial Officer (Principal Financial and Accounting Officer)

Exhibit 31.1

I, Jessica Buss, certify that:

1 I have reviewed this Quarterly Report on Form 10-Q 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: May 8, 2026

/s/ Jessica Buss

Jessica Buss
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

I, Massimo Monaco, certify that:

1 I have reviewed this Quarterly Report on Form 10-Q 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: May 8, 2026

/s/ Massimo Monaco

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

Exhibit 32.1

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

In connection with the Quarterly Report on Form 10-Q for the quarter ended March 31, 2026 of Open Lending Corporation, a Delaware corporation (the "Company"), as filed with the Securities and Exchange Commission on the date hereof (the "Form 10-Q"), 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-Q 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-Q fairly presents, in all material respects, the financial condition and result of operations of the Company.

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

Date: May 8, 2026

In connection with the Quarterly Report on Form 10-Q for the quarter ended March 31, 2026 of Open Lending Corporation, a Delaware corporation (the "Company"), as filed with the Securities and Exchange Commission on the date hereof (the "Form 10-Q"), 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-Q 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-Q fairly presents, in all material respects, the financial condition and result of operations of the Company.

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

Date: May 8, 2026