UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q/A

(Amendment No. 1)

(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, 2024

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 (State or other jurisdiction of incorporation or organization)	**84-5031428** (I.R.S. Employer Identification No.)
1501 S. MoPac Expressway **Suite 450** **Austin, Texas** (Address of principal executive offices)	**78746** (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 7, 2024, the registrant had 119,165,108 shares of common stock, $0.01 par value per share, outstanding.

EXPLANATORY NOTE

Open Lending Corporation (the “Company”) is filing this Amendment No. 1 on Form 10-Q/A (this “Amendment”) to its Quarterly Report on Form 10-Q for the quarter ended March 31, 2024, originally filed with the Securities and Exchange Commission on May 8, 2024 (the “Original Filing”), solely for the purpose of filing the correct certifications of the registrant’s principal executive, financial, and accounting officer contained in Exhibits 31.1 and 32.1. The Original Filing inadvertently included Exhibits 31.1 and 32.1 from the Company’s Annual Report on Form 10-K for the year ended December 31, 2023 as Exhibits 31.1 and 32.1, respectively.

Except as expressly set forth above, this Amendment does not modify or update disclosure in, or exhibits to, the Original Filing. Information not affected by this Amendment remains unchanged and reflects the disclosures made at the time the Original Filing was filed.

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, 2024	December 31, 2023
Assets		
Current assets		
Cash and cash equivalents	$ 246,972	$ 240,206
Restricted cash	8,103	6,463
Accounts receivable, net	5,751	4,616
Current contract assets, net	21,346	28,704
Income tax receivable	5,631	7,035
Other current assets	2,665	2,852
Total current assets	**290,468**	**289,876**
Fixed assets, net	4,131	3,913
Operating lease right-of-use asset, net	3,828	3,990
Contract assets	10,582	610
Deferred tax asset, net	67,959	70,113
Other assets	3,630	5,535
Total assets	**$ 380,598**	**$ 374,037**
Liabilities and stockholders' equity		
Current liabilities		
Accounts payable	$ 440	$ 375
Accrued expenses	7,895	8,131
Current portion of debt	4,688	4,688
Third-party claims administration liability	8,126	6,464
Other current liabilities	956	932
Total current liabilities	**22,105**	**20,590**
Long-term debt, net of deferred financing costs	138,510	139,357
Operating lease liabilities	3,279	3,450
Other liabilities	5,166	5,060
Total liabilities	**169,060**	**168,457**
Stockholders' equity		
Preferred stock, $0.01 par value; 10,000,000 shares authorized, none issued and outstanding	—	—
Common stock, $0.01 par value; 550,000,000 shares authorized, 128,198,185 shares issued and 119,151,161 shares outstanding as of March 31, 2024 and 128,198,185 shares issued and 118,819,795 shares outstanding as of December 31, 2023	1,282	1,282
Additional paid-in capital	498,617	502,032
Accumulated deficit	(188,662)	(193,749)
Treasury stock at cost, 9,047,024 shares at March 31, 2024 and 9,378,390 at December 31, 2023	(99,699)	(103,985)
Total stockholders' equity	**211,538**	**205,580**
Total liabilities and stockholders' equity	**$ 380,598**	**$ 374,037**

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

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

	Three Months Ended March 31,	
	2024	**2023**
Revenue		
Program fees	$ 14,309	$ 17,301
Profit share	13,882	18,602
Claims administration and other service fees	2,554	2,458
Total revenue	**30,745**	**38,361**
Cost of services	5,750	5,431
Gross profit	**24,995**	**32,930**
Operating expenses		
General and administrative	11,979	10,195
Selling and marketing	4,214	4,409
Research and development	1,479	1,230
Total operating expenses	**17,672**	**15,834**
Operating income	**7,323**	**17,096**
Interest expense	(2,770)	(2,387)
Interest income	2,971	2,064
Income before income taxes	**7,524**	**16,773**
Income tax expense	2,437	4,235
Net income	**$ 5,087**	**$ 12,538**
Net income per common share		
Basic	$ 0.04	$ 0.10
Diluted	$ 0.04	$ 0.10
Weighted average common shares outstanding		
Basic	118,926,170	123,122,014
Diluted	119,416,384	123,424,322

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

OPEN LENDING CORPORATION
Condensed Consolidated Statements of Changes in Stockholders' Equity
(Unaudited, in thousands, except share data)

	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, 2023	**128,198,185**	**$ 1,282**	**$ 502,032**	**$ (193,749)**	**(9,378,390)**	**$ (103,985)**	**$ 205,580**
Share-based compensation	—	—	1,892	—	—	—	1,892
Restricted stock units issued, net of shares withheld for taxes	—	—	(5,307)	—	331,366	4,286	(1,021)
Net income	—	—	—	5,087	—	—	5,087
Balance as of March 31, 2024	**128,198,185**	**$ 1,282**	**$ 498,617**	**$ (188,662)**	**(9,047,024)**	**$ (99,699)**	**$ 211,538**

	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, 2022	**128,198,185**	**$ 1,282**	**$ 499,625**	**$ (215,819)**	**(4,552,126)**	**$ (72,264)**	**$ 212,824**
Share-based compensation	—	—	1,844	—	—	—	1,844
Restricted stock units issued, net of shares withheld for taxes	—	—	(939)	—	41,148	810	(129)
Shares repurchased, including excise tax	—	—	—	—	(3,095,334)	(21,528)	(21,528)
Net income	—	—	—	12,538	—	—	12,538
Balance as of March 31, 2023	**128,198,185**	**$ 1,282**	**$ 500,530**	**$ (203,281)**	**(7,606,312)**	**$ (92,982)**	**$ 205,549**

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

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

	Three Months Ended March 31,	
	2024	**2023**
Cash flows from operating activities		
Net income	$ 5,087	$ 12,538
Adjustments to reconcile net income to net cash provided by operating activities:		
Share-based compensation	1,854	1,844
Depreciation and amortization of fixed assets	372	244
Amortization of debt issuance costs	107	101
Non-cash operating lease cost	162	151
Deferred income taxes	2,154	1,221
Other	41	—
Changes in assets & liabilities:		
Accounts receivable, net	(1,135)	(899)
Contract assets, net	(2,614)	9,488
Other current and non-current assets	188	515
Accounts payable	66	454
Accrued expenses	(189)	(19)
Income tax receivable, net	3,358	2,817
Operating lease liabilities	(152)	(135)
Third-party claims administration liability	1,662	658
Other current and non-current liabilities	45	530
Net cash provided by operating activities	**11,006**	**29,508**
Cash flows from investing activities		
Purchase of property and equipment	—	(36)
Capitalized software development costs	(642)	(299)
Net cash used in investing activities	**(642)**	**(335)**
Cash flows from financing activities		
Payments on term loans	(938)	(938)
Shares repurchased	—	(21,323)
Shares withheld for taxes related to restricted stock units	(1,021)	(129)
Net cash used in financing activities	**(1,959)**	**(22,390)**
Net change in cash and cash equivalents and restricted cash	8,405	6,783
Cash and cash equivalents and restricted cash at the beginning of the period	246,669	208,519
Cash and cash equivalents and restricted cash at the end of the period	**$ 255,074**	**$ 215,302**
Supplemental disclosure of cash flow information:		
Interest paid	$ 3,541	$ 2,537
Income tax paid (refunded), net	$ (3,075)	$ 197
Non-cash investing and financing:		
Share-based compensation for capitalized software development	$ 38	$ 11
Capitalized software development costs accrued but not paid	$ 66	$ 20

The accompanying notes are an integral part of these unaudited 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 (either individually or together with its subsidiaries, as the context requires, the "Company"), 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 their existing business flow. The Company also operates as a third-party administrator that adjudicates insurance claims and premium adjustments on automotive loans.

The Company's 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 insurance companies. The platform uses risk-based pricing models that enable automotive lenders to assess the credit risk of a potential borrower using data driven analysis. The Company's proprietary risk models project loan performance, including expected losses and prepayments in arriving at the optimal contract interest rate. LPP generates 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.

Unless the context otherwise requires, "we," "us," "our," "Open Lending," and the "Company" refers to Open Lending Corporation, the combined company and its subsidiaries.

The Company has evaluated how it is organized and managed and has identified one operating segment. All of the Company's operations and assets are in the U.S., and all of its 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 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. Certain prior year amounts have been reclassified to conform to the Company's current presentation. Such reclassifications had no effect on the Company's previously reported net income, earnings per share, cash flows or accumulated deficit.

Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with GAAP have been omitted from these unaudited condensed consolidated financial statements, as permitted by Securities and Exchange Commission ("SEC") rules and regulations. The Company believes the disclosures made in these unaudited condensed consolidated financial statements are adequate to make the information herein not misleading. The Company recommends that these unaudited condensed consolidated financial statements be read in conjunction with its audited consolidated financial statements and related notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023 (the "Annual Report").

The interim data includes all adjustments that are of a normal recurring nature, in the opinion of the Company's management, necessary for a fair statement of the results for the interim periods presented. The results of operations for the three months ended March 31, 2024 are not necessarily indicative of the Company's operating results for the entire fiscal year ending December 31, 2024.

(a) Concentrations of revenue and credit risks

The Company's largest insurance carrier partners accounted for 39% and 10% of the Company's total revenue during the three months ended March 31, 2024. The Company's largest insurance carrier partners accounted for 33% and 12% of the Company's total revenue during the three months ended March 31, 2023.

Financial instruments that potentially subject the Company to credit risk consist of cash and cash equivalents, restricted cash, accounts receivable and contract assets to the extent of the amounts recorded on the balance sheets.

Cash and cash equivalents are deposited in commercial analysis accounts, money market funds and U.S. Treasury securities at financial institutions with high credit standing. Restricted cash relates to funds held by the Company on behalf of the insurance carriers, 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 of $250,000 per institution. The Company has not experienced any losses on its deposits of cash and cash equivalents and management believes the Company is not exposed to significant risks on such accounts.

The Company's accounts receivable and contract assets are derived from revenue earned from customers. The Company maintains an allowance for expected credit losses, which represents an estimate based primarily on market implied lifetime probabilities of default and loss severities for assets with similar risk characteristics. As these inputs are derived from market observations, they inherently include forward-looking expectations about macro-economic conditions. The allowance is evaluated quarterly by the Company 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 attributable to bad debt are recorded as general and administrative expenses. Account balances deemed uncollectible are written off, net of actual recoveries. If circumstances related to specific customers change, the Company's estimate of the recoverability of its contract asset could be further adjusted. The Company does not have any material accounts receivable or contract assets receivable balances that are past due and has not written off any balances in its 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 at March 31, 2024 and December 31, 2023.

At March 31, 2024 and December 31, 2023, the Company had one customer that represented at least 10% of the Company's accounts receivable, net.

(b) Use of estimates and judgments

The preparation of unaudited condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts in the unaudited 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 assessing the realizability of deferred tax assets. The Company bases its estimates on historical trends and relevant assumptions that it believes to be reasonable under the circumstances. Accordingly, actual results could be materially different from those estimates.

In connection with profit share revenue recognition and the estimation of contract assets, the Company uses a forecast model to estimate variable consideration based on undiscounted expected future profit share to be received from the insurance carriers. 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 performance of the active loan portfolio, 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 Company continually assesses the default and prepayment assumptions of the forecast model against reported performance and lender delinquency data. The forecast model is updated to align the default and prepayment rate projections with actual experience.

(c) Recently issued but not yet adopted accounting pronouncements

In November 2023, the FASB issued ASU No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which improves the disclosures about a public entity's reportable segments through enhanced disclosures about significant segment expenses that are regularly provided to the chief operating decision maker. The ASU is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, and should be applied retrospectively to all prior periods presented in the financial statements. Early adoption is permitted. The Company is currently evaluating the impact of this ASU on its consolidated financial statements and related disclosures.

In December 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which enhances the transparency and decision usefulness of income tax disclosures. The ASU requires additional disclosure related to rate reconciliation, income taxes paid, and other disclosures to improve the effectiveness of income tax disclosures. The ASU is effective for annual periods beginning after December 15, 2024, and applied on a prospective basis. Early adoption and retrospective application is permitted. The Company is currently evaluating the impact of this ASU on its consolidated financial statements and related disclosures.

Although there may be new accounting pronouncements issued or proposed by the FASB, which the Company has adopted or may adopt, as applicable, the Company believes none of these accounting pronouncements has materially impacted or will materially impact the Company's consolidated financial position or results of operations.

Note 3—Contract Assets

Changes in the Company's contract assets primarily result from the timing difference between the satisfaction of its performance obligation and the customer's payment. The Company fulfills its obligation under a contract with a customer by transferring services in exchange for consideration from the customer. The Company recognizes contract assets when it transfers services to a customer, recognizes 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.

For performance obligations satisfied in previous periods, the Company evaluates and updates its profit share revenue forecast on a quarterly basis and adjusts contract assets accordingly. During the three months ended March 31, 2024 and 2023, contract asset adjustments attributable to profit share revenue forecast adjustments resulted in a decrease of $1.1 million and an increase of $0.7 million, respectively.

Contract assets balances for the periods 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, 2023	**$ 22,855**	**$ 4,738**	**$ 1,721**	**$ 29,314**
Increase of contract assets due to new business generation	15,030	14,350	2,554	31,934
Adjustment of contract assets due to estimation of revenue from performance obligations satisfied in previous periods	(1,148)	—	—	(1,148)
Receivables transferred from contract assets upon billing the lending institutions	—	(15,087)	—	(15,087)
Payments received from insurance carriers	(11,200)	—	(1,905)	(13,105)
Provision for expected credit losses	14	5	1	20
Ending balance as of March 31, 2024	**$ 25,551**	**$ 4,006**	**$ 2,371**	**$ 31,928**

As of March 31, 2024 and December 31, 2023, the Company's contract assets consisted of $21.3 million and $28.7 million, respectively, as the portion estimated to be received within one year and $10.6 million and $0.6 million, respectively, as the non-current portion to be received beyond one year.

Contract Costs

The fulfillment costs associated with the Company's contracts with customers do not meet the criteria for capitalization and therefore are expensed as incurred.

Note 4—Long-term Debt

The following table provides a summary of the Company's debt as of the periods indicated:

	March 31, 2024	December 31, 2023
	(in thousands)	
Term Loan due 2027	$ 144,376	$ 145,313
Revolving Credit Facility	—	—
Less: Unamortized deferred financing costs	(1,178)	(1,268)
Total debt	143,198	144,045
Less: current portion of debt	(4,688)	(4,688)
Total long-term debt, net of deferred financing costs	**$ 138,510**	**$ 139,357**

Credit Agreement—Term Loan due 2027 and Revolving Credit Facility

On September 9, 2022, the Company entered into a First Amendment to its 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 the Company 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").

The Company used proceeds from the Term Loan due 2027 to pay off all outstanding amounts under its prior credit agreement and pay transaction costs related to the First Amendment. The remaining proceeds were used for working capital and other general corporate purposes. The transaction was treated as a debt modification under ASC Topic 470-50, *Debt — Modifications and Extinguishments*.

The obligations of the Company under the Credit Agreement are guaranteed by all of the Company's U.S. subsidiaries and are secured by substantially all of the assets of the Company and its U.S. subsidiaries, subject to customary exceptions.

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 the Company's 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 will be payable at the end of each calendar quarter. With respect to the Adjusted SOFR loans, interest will be 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 the Company's Funded Secured Debt/EBITDA ratio increases or decreases.

As of March 31, 2024, the Credit Agreement was subject to an Adjusted SOFR rate of 5.426% plus a spread of 1.625% per annum. Commitment fees were accrued at 0.15% under the Revolving Credit Facility's unused commitment balance of $150 million as of March 31, 2024. As of March 31, 2024, the effective interest rate on the Company's outstanding borrowings was 7.296%.

In connection with the Credit Agreement, the Company incurred aggregate deferred financing costs of $2.6 million, of which (i) $2.1 million was allocated to the related term loans and capitalized as a contra-liability against the principal balance of the term loans, and (ii) $0.5 million was allocated to the Revolving Credit Facility and included within *Other assets* on the unaudited Condensed Consolidated Balance Sheets. These deferred financing costs are amortized as interest expense using the effective interest method over the term of the Credit Agreement. Unamortized deferred financing costs related to the Term Loan due 2027 and the Revolving Credit Facility were $1.2 million and $0.2 million, respectively, as of March 31, 2024.

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 3.5:1 for any fiscal quarter ending on or prior to June 30, 2024 and then decreases to 3.0:1 for any fiscal quarter ending after June 30, 2024. The minimum fixed charge coverage ratio is 1.25:1. As of March 31, 2024, the Company was in compliance with all required covenants under the Credit Agreement.

Note 5—Income Taxes

During the three months ended March 31, 2024 and 2023, the Company recognized income tax expense of $2.4 million and $4.2 million, respectively, resulting in effective tax rates of 32.4% and 25.2%, respectively. The Company's income tax expense for the three months ended March 31, 2024 and 2023 differs from amounts computed by applying the U.S. federal statutory tax rate of 21% primarily due to state income tax expenses, and the officer's compensation limitation under Section 162(m). The increase in effective tax rates for the three months ended March 31, 2024 compared to the same period in 2023 is primarily due to decreased income before income taxes.

As of March 31, 2024, the Company has assessed whether it is more likely than not that the Company's deferred tax assets will be realized. In making this determination, the Company considers all available positive and negative evidence and makes certain assumptions. The Company considers, among other things, the reversal of its deferred tax liabilities, the overall business environment, its historical earnings and losses, current industry trends and its outlook for future years. The Company believes it is more-likely-than-not all deferred tax assets will be realized and has not recorded any valuation allowance as of March 31, 2024.

As of March 31, 2024, the Company has a receivable of $3.2 million related to state income tax refund claims filed for prior tax years. The liability for unrecognized tax benefits includes $4.0 million of tax expense associated with these refund claims and tax uncertainties in various state jurisdictions due to the complexity of applying evolving state tax laws and uncertainties with respect to sustaining the Company's refund claims. The Company believes it is not reasonably possible that the unrecognized tax benefits will significantly change during the next twelve months.

Note 6—Net Income per Share

Basic net income per share is computed based on the weighted average number of shares of common stock outstanding during the period. Diluted net income 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 three months ended March 31, 2024 and 2023 include unvested and 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 per share only when their effect is dilutive.

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

The following table sets forth the computation of basic and diluted net income per share attributable to common stockholders for the three months ended March 31, 2024 and 2023:

	Three Months Ended March 31,	
	2024	**2023**
	(in thousands, except shares and per share data)	
Basic net income per share:		
Numerator		
Net income attributable to common stockholders	$ **5,087**	$ **12,538**
Denominator		
Weighted average common shares outstanding	**118,926,170**	**123,122,014**
Basic net income per share attributable to common stockholders	$ **0.04**	$ **0.10**
Diluted net income per share:		
Numerator		
Net income attributable to common stockholders	$ **5,087**	$ **12,538**
Denominator		
Basic weighted average common shares outstanding	118,926,170	123,122,014
Dilutive effect of time-based restricted stock units outstanding	490,214	302,308
Diluted weighted average common shares outstanding	**119,416,384**	**123,424,322**
Diluted net income per share attributable to common stockholders	$ **0.04**	$ **0.10**

The following potentially dilutive outstanding securities as of March 31, 2024 and 2023 were excluded from the computation of diluted net income 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,	
	2024	**2023**
Unvested and unexercised stock options	133,219	155,897
Unvested time-based restricted stock units	200,662	362,751
Unvested performance-based restricted stock units	149,393	159,965
Total	**483,274**	**678,613**

Note 7—Fair Value of Financial Instruments

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, the Company uses 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.

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

In situations where there is little, if any, market activity for the asset or liability at the measurement date, the fair value measurement reflects the Company's own judgments about the assumptions that market participants would use in pricing the asset or liability. Those judgments are developed by the Company based on the best information available in the circumstances, including expected cash flows and appropriately risk-adjusted discount rates, available observable and unobservable inputs.

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

Certain assets are measured at fair value on a nonrecurring basis. These assets, including property and equipment and operating lease right-of-use asset, are subject to fair value adjustments whenever events or circumstances indicate the carrying value of the assets may not be recoverable and are subsequently written down to fair value when impaired. During the three months ended March 31, 2024 and 2023, the Company had no impairment charges related to its property and equipment or operating lease right-of-use asset.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The Company's financial assets measured at fair value on a recurring basis were as follows:

		Fair value measurement as of March 31, 2024		
	Total	**Level 1**	**Level 2**	**Level 3**
		(in thousands)		
Cash equivalents:				
Money market funds	$ 15,446	$ 15,446	$ —	$ —
U.S. Treasury securities	199,094	199,094	—	—
Total	**$ 214,540**	**$ 214,540**	**$ —**	**$ —**

		Fair value measurement as of December 31, 2023		
	Total	**Level 1**	**Level 2**	**Level 3**
		(in thousands)		
Cash equivalents:				
Money market funds	$ 12,671	$ 12,671	$ —	$ —
U.S. Treasury securities	199,121	199,121	—	—
Total	**$ 211,792**	**$ 211,792**	**$ —**	**$ —**

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

Financial Instruments Not Carried at Fair Value

The following table provides the fair value of financial assets that are not measured at fair value:

	March 31, 2024		December 31, 2023	
(in thousands)	**Carrying value**	**Fair value**	**Carrying value**	**Fair value**
Liabilities:				
Debt	$ 143,198	$ 143,198	$ 144,045	$ 144,045
Total	**$ 143,198**	**$ 143,198**	**$ 144,045**	**$ 144,045**

The carrying amount of the Company's debt approximates its fair value due to its variable interest rate. The fair value was determined using the Adjusted SOFR as of March 31, 2024 and December 31, 2023 plus an applicable spread, a Level 2 classification in the fair value hierarchy.

The Company's 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, 2024 and December 31, 2023.

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. This discussion contains forward-looking statements and involves numerous risks and uncertainties, including, but not limited to, those described under the heading "Risk Factors" set forth elsewhere in this Quarterly Report on Form 10-Q (this "Quarterly Report") and our Annual 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," "appears," "shall," "should," "expects," "plans," "anticipates," "could," "intends," "target," "projects," "contemplates," "believes," "estimates," "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 include, but are not limited to, statements about:

- our financial performance;
- changes in our strategy, future operations, financial position, estimated revenues and losses, projected costs, prospects and plans;
- the impact of the relative strength of the overall economy, including its effect on unemployment, consumer spending and consumer demand for automotive products;
- the turnover in automotive lenders, as well as varying activation rates and volatility in usage of LPP by automotive lenders;
- the growth in loan volume from our top ten automotive lenders relative to that of other automotive lenders and associated concentration of risks;
- 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;
- the impact of projected operating cash flows and available cash on hand on our business operations in the future;
- our compliance with regulatory requirements, including federal and state consumer lending and consumer protection laws;
- expansion plans and opportunities;
- the ability to maintain the listing of our common stock on the Nasdaq Stock Market LLC;
- regulatory agreements between us and state agencies regarding issues including automotive lender conduct and oversight and loan pricing;
- changes in applicable laws or regulations; and
- applicable taxes, inflation, 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 Quarterly Report and are not guarantees of future financial performance. 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 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 the section titled "Risk Factors" and elsewhere in this Quarterly Report and our Annual Report. We caution you that the foregoing list may not contain all of the forward-looking statements made in this Quarterly Report. You should not rely upon forward-looking statements as predictions of future events.

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. 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

$22.7 billion in automotive loans, accumulated more than 20 years of proprietary data and developed over two million unique risk profiles. We currently serve 389 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. Traditional lenders focus on prime borrowers, where an efficient market has developed with interest rate competition that benefits borrowers. Independent finance companies focus on sub-prime borrowers. 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.

Our flagship product, 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 insurance companies. 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 rate. With five-second decisioning, 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 advance data analytics of 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 more than 20 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 constantly evolve and refine risk models, based on actual experience and third-party information sources.

We believe the automotive industry is still seeking solutions to address the near-prime and non-prime borrower market. The near-prime and non-prime automotive loan origination market is a large, underserved sector, estimated at $270 billion annually. We currently serve approximately 1% of this market, providing a significant growth opportunity. In addition, our market opportunity related to the refinancing of near-prime and non-prime automotive loans is estimated at $40 billion annually.

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 28,189 certified loans during the three months ended March 31, 2024, as compared to 32,408 certified loans during the three months ended March 31, 2023.

Total revenue was $30.7 million for the three months ended March 31, 2024, as compared to $38.4 million during the three months ended March 31, 2023.

Operating income was $7.3 million for the three months ended March 31, 2024, as compared to $17.1 million in the three months ended March 31, 2023.

Net income was $5.1 million for the three months ended March 31, 2024, as compared to net income of $12.5 million for the three months ended March 31, 2023.

Adjusted EBITDA was $12.5 million for the three months ended March 31, 2024, as compared to $21.2 million during the three months ended March 31, 2023. Information regarding use of Adjusted EBITDA, a non-GAAP measure, and a reconciliation of Adjusted EBITDA to net income, the most comparable GAAP measure, is included in *"Non-GAAP Financial Measures."*

Highlights

The table below summarizes the dollar value of insured loans facilitated and the number of new contracts we signed with automotive lenders for the three months ended March 31, 2024 and 2023.

	Three Months Ended March 31,	
	2024	2023
Certified loans	28,189	32,408
Value of insured loans facilitated (in thousands)	$ 787,833	$ 951,893
Average loan size per certified loan	$ 27,948	$ 29,372
Number of contracts signed with automotive lenders	11	8

We define "active lenders" as lenders who certify at least one loan during the preceding 12 months. As of March 31, 2024 and 2023, we had 389 and 437 active lenders, respectively. The table below represents lender count information for lenders with certified loan activity during the periods indicated.

	Three Months Ended March 31,	
	2024	2023
Lenders certifying loans at beginning of period	454	396
New lenders (1)	4	9
Net change in lenders (2)	(69)	(11)
Lenders certifying loans at end of period	389	394

(1) New lenders using LPP to certify loans for the first time during the period.
(2) Net change in the number of lenders previously onboarded who use LPP to certify loans during the period. Certain lenders experience periods of inactivity followed by periods of activity, causing the lender count to fluctuate from period to period.

Key Performance Measures

We review several key performance measures, discussed below, 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 similar companies, with recurring revenue streams.

Certified Loans

We refer to "certified loans" as the loans facilitated through LPP during a given period. Additionally, we refer to loans with a one-time upfront program fee payment as "single-pay" loans. For certain loans, the program fee is paid to us over 12 monthly installments and we refer to these loans as "monthly-pay" loans.

Average Program Fee

We define "average program fee" as the total program fee revenue recognized for a period divided by the number of certified loans in that period.

Underwriting Profit

We define "underwriting profit" as the total underwriting profit expected to be received by insurers over the expected life of the certified loans.

Earned Premium

We define "earned premium" as the total insurance premium earned by insurers in a given period. Earned premiums were $85.1 million and $81.8 million, for the three months ended March 31, 2024 and 2023, respectively.

Key Factors Affecting Operating Results

Our future operating results and cash flows are dependent upon a number of opportunities, challenges and other factors, including the growth in the number of financial institutions and transaction volume, competition, profit share assumptions and industry trends and general economic conditions. Key factors affecting our operating results include the following:

Growth in the Number of Financial Institutions

The growth trend in active automotive lenders using LPP is a critical factor directly affecting revenue and financial results 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.

Competition

We face competition to acquire and maintain automotive lenders as customers, as well as competition to facilitate the 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. The emergence of direct competitors, providing risk, analytics and loss mitigation, which are core elements of our business, could materially impact our ability to acquire and maintain automotive lender customers. 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. The emergence of other insurers, in competition with our insurers, could materially impact our business.

Profit Share Assumptions

We rely on assumptions to calculate the value of profit share revenue, which is our share of insurance partners' underwriting profit. For example, positive change in estimates associated with historic vintages generate an increase in our contract asset, additional revenues and future expected cash flows, while negative change in estimates generate a decrease in our contract asset, a reduction in revenues and future expected cash flows. Please refer to Critical Accounting Policies and Estimates for more information on these assumptions.

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, rising interest rate levels, 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

Our largest insurance carrier partners accounted for 39% and 10% of our total revenue during the three months ended March 31, 2024, and 33% and 12% during the three months ended March 31, 2023.

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.

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.

Program fees. Program fees are paid by automotive lenders for the use of LPP, which provides loan analytics solutions and automated issuance of credit default insurance with third-party insurance providers. These fees are based on a percentage of each certified loan's original principal balance and are recognized as revenue upfront upon certification of the loan by the lending institution. The 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.

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. 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.

Claims administration service fees. Claims administration service fees are paid to us by third-party insurance carrier partners for credit default insurance claims adjudication services performed by our subsidiary, Insurance Administrative Services, LLC, on its 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 lead-generation efforts, compensation and benefits 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 and fees paid to credit bureaus and data service providers for credit applicant data. In the near term, we generally expect cost of services to remain constant as a percentage of our program fee revenue.

General and administrative expenses. General and administrative expenses are comprised primarily of expenses relating to corporate-level employee compensation and benefits, non-cash share-based compensation, travel, meals and entertainment expenses, data and software expenses and professional and consulting fees. In the near term, we expect general and administrative expenses to remain constant.

Selling and marketing expenses. Selling and marketing expenses consist primarily of compensation and benefits of employees engaged in selling and marketing activities. We generally expect selling and marketing expenses to increase as a percentage of our program fee revenue in the near term as we focus on our go-to-market strategy.

Research and development expenses. Research and development expenses primarily consist of employee compensation and benefits expenses for employees engaged in ongoing research and development of our software technology platform. We generally expect our research and development expenses to remain constant in the near term as we continue to invest in our products and services.

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.

Interest income. Interest income primarily includes interest earned on money market funds and U.S. Treasury securities.

Results of Operations

The following table sets forth our results of operations for the three months ended March 31, 2024 and 2023:

	Three Months Ended March 31,		
	2024	**2023**	**% Change**
	($ in thousands)		
Revenue			
Program fees	$ 14,309	$ 17,301	(17)%
Profit share	13,882	18,602	(25)%
Claims administration and other service fees	2,554	2,458	4 %
Total revenue	**30,745**	**38,361**	**(20)%**
Cost of services	5,750	5,431	6 %
Gross profit	**24,995**	**32,930**	**(24)%**
Operating expenses			
General and administrative	11,979	10,195	17 %
Selling and marketing	4,214	4,409	(4)%
Research and development	1,479	1,230	20 %
Total operating expenses	**17,672**	**15,834**	**12 %**
Operating income	**7,323**	**17,096**	**(57)%**
Interest expense	(2,770)	(2,387)	16 %
Interest income	2,971	2,064	44 %
Income before income taxes	**7,524**	**16,773**	**(55)%**
Income tax expense	2,437	4,235	(42)%
Net income	**$ 5,087**	**$ 12,538**	**(59)%**

Key Performance Measures

The following table sets forth key performance measures for the three months ended March 31, 2024 and 2023:

	Three Months Ended March 31,		
	2024	**2023**	**% Change**
Certified loans	28,189	32,408	(13)%
Single-pay	25,444	27,534	(8)%
Monthly-pay	2,745	4,874	(44)%
Average program fees	$ 508	$ 534	(5)%
Single-pay	$ 482	$ 493	(2)%
Monthly-pay	$ 745	$ 767	(3)%

Comparison of Three Months Ended March 31, 2024 and 2023

Revenue

	Three Months Ended March 31,			
	2024		2023	
	(in thousands)			
Program fees	**$**	**14,309**	**$**	**17,301**
Profit Share				
New certified loan originations		15,030		17,888
Change in estimated revenues		(1,148)		714
Total profit share		**13,882**		**18,602**
Claims administration and other service fees		**2,554**		**2,458**
Total revenue	**$**	**30,745**	**$**	**38,361**

Total revenue decreased by $7.6 million, or 20%, during the three months ended March 31, 2024, as compared to the same period in 2023, driven by a $4.7 million decrease in profit share revenue and a $3.0 million decrease in program fees, which was partially offset by increased claims administration and other service fee revenues of $0.1 million, as compared to the three months ended March 31, 2023.

Program fees revenue decreased by $3.0 million, or 17%, during the three months ended March 31, 2024 as compared to the same period in 2023 driven by a 13% decrease in certified loan volume, as well as a 5% decrease in unit economics per certified loan, as compared to the prior year period.

Profit share revenue decreased by $4.7 million, or 25%, during the three months ended March 31, 2024, as compared to the same period in 2023. Profit share revenue associated with new certified loan originations decreased $2.9 million, or 16%, primarily due to the 13% decrease in certified loans during the three months ended March 31, 2024, as compared to the same period in 2023. Profit share revenue associated with change in estimate decreased $1.9 million, or 261% during that same period.

During the three months ended March 31, 2024, we recorded $15.0 million in anticipated profit share associated with 28,189 new certified loans for an average of $533 per loan as compared to $17.9 million in anticipated profit share associated with 32,408 certified loans for an average of $552 per loan during the three months ended March 31, 2023. In addition, during the three months ended March 31, 2024, we recorded a reduction of $1.1 million in profit share revenue related to business in historic vintages primarily due to higher than anticipated loan defaults, partially offset by lower than anticipated severity of losses and prepayment rates. During the three months ended March 31, 2023, we recorded an increase of $0.7 million in profit share revenue related to business in historic vintages primarily due to lower than anticipated severity of losses.

Revenue from claims administration and other service fees, which primarily represents 3% of our insurance partners' earned premium, increased by $0.1 million, or 4%, during the three months ended March 31, 2024, as compared to the same period in the prior year, due to increases in total earned premiums.

Cost of Services, Gross Profit and Gross Margin

	Three Months Ended March 31,			
	2024		2023	
	(in thousands)			
Total revenue	**$**	**30,745**	**$**	**38,361**
Cost of services		5,750		5,431
Gross profit	**$**	**24,995**	**$**	**32,930**
Gross margin		**81 %**		**86 %**

Cost of services increased $0.3 million, or 6%, during the three months ended March 31, 2024, as compared to the same period in 2023. The change is primarily due to higher employee compensation and benefit costs associated with the growth of our claims administration team and increased focus on product support.

Gross profit decreased by $7.9 million, or 24%, respectively, during the three months ended March 31, 2024, as compared to the same period in 2023, primarily driven by decreases in profit share and program fee revenues, as discussed above.

Operating Expenses, Operating Income and Operating Margin

	Three Months Ended March 31,	
	2024	2023
	(in thousands)	
Gross profit	**$ 24,995**	**$ 32,930**
Operating expenses		
General and administrative	11,979	10,195
Selling and marketing	4,214	4,409
Research and development	1,479	1,230
Total operating expenses	**17,672**	**15,834**
Operating income	**$ 7,323**	**$ 17,096**
Total revenue	**$ 30,745**	**$ 38,361**
Operating margin	**24 %**	**45 %**

General and administrative expenses increased by $1.8 million, or 17%, during the three months ended March 31, 2024 as compared to the same period in 2023 primarily driven by a $2.8 million primarily associated with increased employee compensation and benefit costs partially offset by a $0.7 million decrease in business taxes.

Selling and marketing expenses decreased by $0.2 million, or 4%, during the three months ended March 31, 2024 as compared to the same period in 2023.

Research and development expenses increased by $0.2 million, or 20%, during the three months ended March 31, 2024, as compared to the same period in 2023, which is associated with higher data service costs.

Operating income for the three months ended March 31, 2024 decreased by $9.8 million, or 57%, as compared to the prior year periods, primarily driven by decreases in total revenues as well as changes in operating expenses, as discussed above.

Interest Expense

Interest expense increased $0.4 million, or 16%, for the three months ended March 31, 2024, as compared to the same period in 2023.

Interest Income

During the three months ended March 31, 2024, interest income increased $0.9 million, or 44%, compared to the same period in 2023 primarily due to interest earned on U.S. Treasury securities.

Income Taxes

During the three months ended March 31, 2024 and 2023, we recognized income tax expense of $2.4 million and $4.2 million, respectively, with effective tax rates of 32.4% and 25.2%, respectively.

Income tax expense decreased $1.8 million, or 42%, during the three months ended March 31, 2024, as compared to the same period in 2023, primarily as a result of the decrease in income before income taxes.

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 significant portion of our cash from operating activities is derived from our profit share arrangements with our insurance partners, which are subject to judgments and assumptions and is, therefore, subject to variability. We believe that our existing cash resources and the Revolving Credit Facility will provide sufficient liquidity to fund our near-term working capital needs. 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 in this Quarterly Report and our Annual Report for a full description of the related estimates, assumptions and judgments.

Based on our assessment of the underlying provisions and circumstances of our contractual obligations, other than the risks that we and other similarly situated companies face with respect to the condition of the capital markets (as described in “Risk Factors” in our Annual Report), there is no known trend, demand, commitment, event, or uncertainty that is reasonably likely to occur that would have a material adverse effect on our consolidated results of operations, financial condition, or liquidity.

The following table provides a summary of cash flow data:

	Three Months Ended March 31,	
	2024	**2023**
	(in thousands)	
Net cash provided by operating activities	$ 11,006	$ 29,508
Net cash used in investing activities	$ (642)	$ (335)
Net cash used in financing activities	$ (1,959)	$ (22,390)

Cash Flows from Operating Activities

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

The following table summarizes the non-cash adjustments in the operating activities in the unaudited Condensed Statement of Cash Flows:

	Three Months Ended March 31,	
	2024	**2023**
	(in thousands)	
Net income	**$ 5,087**	**$ 12,538**
Non-cash adjustments	4,649	3,561
Non-cash (gains) losses	41	—
Change in contract assets	(2,614)	9,488
Change in other assets and liabilities	3,843	3,921
Net cash provided by operating activities	**$ 11,006**	**$ 29,508**

Net cash provided by operating activities decreased by $18.5 million for the three months ended March 31, 2024 as compared to the three months ended March 31, 2023. The decrease was primarily attributable to decreased cash collections of $20.0 million related to reduced profit share, program fees and claims administration service fee revenues, a $2.2 million increase in interest payments and a $1.7 million increase in cash payments related to cost of services and operating expenses. This decrease in cash was offset by a $3.3 million reduction in income tax payments, a $0.9 million increase in interest income received during the three months ended March 31, 2024 as compared to the three months ended March 31, 2023.

Cash Flows from Investing Activities

For the three months ended March 31, 2024 and 2023, net cash used in investing activities was $0.6 million and $0.3 million, respectively. For the three months ended March 31, 2024 and 2023, the investments were primarily related to computer software developed for internal use.

Cash Flows from Financing Activities

Our cash flows used in and provided by financing activities primarily consist of share repurchases, payments of debt and deferred financing costs.

For the three months ended March 31, 2024, net cash used in financing activities was $2.0 million and is primarily related to a $0.9 million principal payment on our Term Loan due 2027 and shares withheld for taxes related to vesting of restricted stock awards.

For the three months ended March 31, 2023, net cash used in financing activities was $22.4 million and is primarily related to the repurchase of 3,095,334 shares of our common stock held in treasury stock for a total of $21.5 million, including commissions and excise tax.

Debt

As of March 31, 2024, we had no amounts outstanding under the Revolving Credit Facility and $143.2 million outstanding under our Term Loan due 2027.

Share Repurchase Program

The Board of Directors authorized a share repurchase program (the "Share Repurchase Program"), allowing the Company to repurchase up to $75.0 million of the Company's outstanding common stock until March 31, 2024. Pursuant to the Share Repurchase Program, the Company repurchased 5,233,065 and 2,643,306 shares at an average price of $7.13 and $6.82 for a total of $37.3 million and $18.0 million, excluding excise tax, during the years ended December 31, 2023 and 2022, respectively. The Company did not purchase any shares pursuant to the Share Repurchase Program, during the three-month period ended March 31, 2024. These shares were recorded to *Treasury stock, at cost* in the unaudited Condensed Consolidated Balance Sheets, which includes $0.3 million of excise tax expected to be paid in April 2024. This excise tax payable is included within A*ccrued expenses* in the unaudited Condensed Consolidated Balance Sheets.

Dividends

Any decision to declare and pay dividends in the future will be made at the sole discretion of our Board of Directors and will depend on, among other things, results of operations, cash requirements, financial condition, contractual restrictions and other factors that 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 or our subsidiaries may incur in the future.

Non-GAAP Financial Measures

Adjusted EBITDA

Adjusted EBITDA is a non-GAAP financial measure used by management to evaluate its 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. This measure further provides useful analysis of period-to-period comparisons of our business, as it excludes the effect of certain non-cash items and certain variable charges. Adjusted EBITDA is defined as GAAP net income excluding interest expense, income taxes, depreciation and amortization expense of property and equipment and share-based compensation expense. 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 to Adjusted EBITDA for each of the periods indicated:

Adjusted EBITDA	**Three Months Ended March 31,**	
	2024	**2023**
	(in thousands)	
Net income	**$ 5,087**	**$ 12,538**
Non-GAAP adjustments:		
Interest expense	2,770	2,387
Income tax expense	2,437	4,235
Depreciation and amortization of fixed assets	372	244
Share-based compensation	1,854	1,844
Total adjustments	**7,433**	**8,710**
Adjusted EBITDA	**$ 12,520**	**$ 21,248**
Total revenue	**$ 30,745**	**$ 38,361**
Adjusted EBITDA margin	**41 %**	**55 %**

For the three months ended March 31, 2024, Adjusted EBITDA decreased by $8.7 million, or 41%, as compared to the three months ended March 31, 2023. Adjusted EBITDA margin for the three months ended March 31, 2024 decreased to 41% as compared to 55% during the same period in 2023.

The decrease in Adjusted EBITDA during the three months ended March 31, 2024 reflects our reduced revenue due to lower certified loan volume and the impact of profit share revenue change in estimate as well as increased cost of services and operating expenses during each period.

Critical Accounting Policies and Estimates

There have not been any material changes during the three months ended March 31, 2024 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.

Contractual Obligations

We had no material changes in our contractual commitments and obligations during the three months ended March 31, 2024 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, rising interest rate levels, 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 largest 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 and U.S. Treasury securities. Our New 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 March 31, 2024, we had outstanding amounts of $144.4 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, 2024. 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

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 and other cautionary statements described under Part I, Item 1A. "Risk Factors" in our Annual Report, which could materially affect our business, financial condition or future results. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may 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

The following table sets forth information with respect to our repurchases of shares of common stock during the three months ended March 31, 2024.

Period	Total number of shares purchased [(1)]	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs [(2)]	Approximate dollar value of shares that may yet be purchased under the plans or programs (in millions) [(2)]
01/01/2024-01/31/2024	23,131	$ 7.80	—	$ 19.6
02/01/2024-02/29/2024	10,373	$ 7.29	—	$ 19.6
03/01/2024-03/31/2024	114,257	$ 6.68	—	$ —
Total	**147,761**		**—**	

(1) Includes 23,131 shares in January 2024, 10,373 shares in February 2024 and 114,257 shares in March 2024 which were purchased from employees to satisfy their tax withholding obligations related to share-based awards that vested during those months.
(2) Our Board of Directors authorized share repurchases under the Share Repurchase Program for up to $75.0 million, effective through March 31, 2024.

Item 3. Default Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

Insider Trading Arrangements

During the three months ended March 31, 2024, no director or officer of the Company adopted 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	Separation Agreement by and between the Company and Keith Jezek, dated March 22, 2024 (incorporated by reference to Exhibit 10.1 to Open Lending Corporation's Current Report on Form 8-K filed March 25, 2024).
10.2	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).
31.1*	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	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)
101*	The following financial statements from Open Lending Corporation's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2024, 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/ Charles D. Jehl

Charles D. Jehl

May 8, 2024

Chief Financial Officer, Chief Operating Officer, and Interim Chief Executive Officer
(Principal Executive, Financial, and Accounting Officer)

Exhibit 31.1

I, Charles D. Jehl, 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, 2024

/s/ Charles D. Jehl

Charles D. Jehl
Chief Financial Officer, Chief Operating Officer, and Interim Chief Executive Officer
(Principal Executive, 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 fiscal quarter ended March 31, 2024 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, Charles D. Jehl, Chief Financial Officer, Chief Operating Officer, and Interim 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/ Charles D. Jehl

Charles D. Jehl
Chief Financial Officer, Chief Operating Officer, and Interim Chief Executive Officer
(Principal Executive, Financial and Accounting Officer)

Date: May 8, 2024